

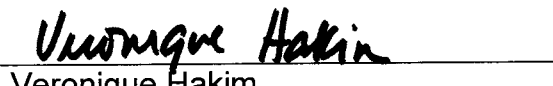
**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, Veronique Hakim, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such Deputy Executive Director certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the **February 26, 2013** Regular Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority **this 27th day of February, 2013.**

ATTEST:


Sheri Ann Czajkowski
Assistant Secretary to the
Authority


Veronique Hakim,
Executive Director

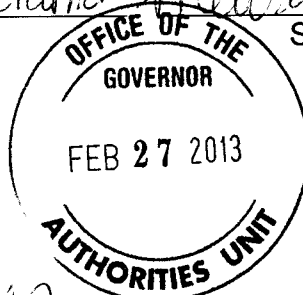
Corporate Seal

Date: February 26, 2013

**Received in the Governor's Office on February 27, 2013
(hand delivered)**

Received by: Melissa McClanahan Melissa McClanahan
Print Name Signature

GAU STAMP:



Veto Period Ends: March 13, 2013
(Write in the date the veto period ends)

**PROCEEDINGS OF NEW JERSEY TURNPIKE AUTHORITY
BOARD MEETING**

Tuesday, February 26, 2013

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Chairman James Simpson called the Authority into session in the Executive Boardroom of the Authority's Administration Offices, Woodbridge, New Jersey, at 9:30 A.M.

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PRESENT

Present were Chairman James Simpson, Vice Chairman Ronald Gravino, Treasurer Michael DuPont; Commissioner Harold Hodes; Commissioner Ulises Diaz and Commissioner Daniel Becht. Commissioner Pocino was absent. The meeting commenced at 9:30 a.m.

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ALSO PRESENT

Executive Director Veronique Hakim; Chief Operating Officer John O'Hern; Assistant Chief Engineer - Construction, Larry Williams; General Counsel Bruce Harris; Chief Financial Officer Donna Manuelli; Human Resources Director Mary-Elizabeth Garrity; Director of Internal Audit James Carone; Director of Maintenance Joseph Lentini; Director of Operations Sean Hill; Purchasing Director Andrea Ward; Chief Information Officer Barry Pelletteri; Electronic Toll Collection Director Dennis Switaj; Director of Tolls Robert Quirk; Major Leonard Abline, State Police Troop D; and Assistant Secretary to the Authority Sheri Ann Czajkowski.

Also present were: Governors' Authorities Unit Representatives Amy Herbold and Brett Tanzman; Ryan Feeney State Treasurer's Office; additional individuals consisting of other NJTA employees; interested organizations; the general public; and from the media: The Star Ledger and The Asbury Park Press.

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NOTICE OF MEETING

This is a regular meeting of the New Jersey Turnpike Authority. Adequate notice of this meeting has been provided in accordance with Chapter 231, P.L. 1975 in that notice has been given to two newspapers and notice has been forwarded to the Secretary of State, Trenton, New Jersey. In addition, notice of said meeting has been and is being displayed in the main lobby of the Authority's Administration Headquarters in Woodbridge.

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ACTION ON MINUTES

The Executive Director reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Chris Christie received the proceedings of the regular meetings of January 29, 2013; he did not exercise his power to veto any items in those minutes.

There are two (3) corrections to be noted for the record on previous Minutes.

1. For the December 19, 2012 Board Meeting, Agenda Item No. 487-12-2012 Funding Code was incorrect, 39003035, and has been changed to Ten Year Capital Program Fund No. 39005013.
2. For the January 29, 2013 Board Meeting, Agenda Item No. 017-01-2013 Funding Code was incorrect, 39003035, and has been changed to Ten Year Capital Program Fund No. 39011025.
3. Agenda Item No. 038-01-2011, the January Financial Summary has been amended. There was an error in the report regarding the turnpike traffic volume, it was increased by 0.6% not 0.4%. The amended item is set forth below:

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038-01-2011 Amended

**New Jersey Turnpike Authority
Financial Summary
For the Month Ended January 31, 2013**

ACTUAL REVENUE - January	\$ 121,920,300
ESTIMATED REVENUE - February- December	1,488,271,700
<i>Projected Annual Revenue</i>	<u>\$ 1,610,192,000</u>
 ESTIMATED ANNUAL OPERATING EXPENSES	 474,000,000
<i>Projected Net Revenue</i>	<u>\$ 1,136,192,000</u>
 DEBT SERVICE REQUIREMENTS	 605,376,000
CHARGES FUND	2,750,000
SPECIAL PROJECT RESERVE FUND	37,044,000
MAINTENANCE RESERVE FUND	72,635,000

The following un-audited results are for the month ended January 31, 2013.¹ Based upon these results, revenues will be sufficient to satisfy the requirements of the Authority's Bond Resolution. For the twelve months ending December 31, 2013, the Authority is projected to have a debt service coverage ratio of 1.88.

The Authority's total revenue for the month ended January 31, 2013 was \$121,920,300, which was \$989,800 above projections. Toll revenue was \$388,300, or 0.3% ahead of projections as mild weather conditions prevailed during the month, gas prices in January 2013 were stable as compared to the prior two months, and commercial traffic increased in part due to Superstorm Sandy recovery efforts. E-ZPass fees were also higher than anticipated due to higher collections of administrative fees from toll violators.

For the month ended January 31, 2013, traffic on the New Jersey Turnpike increased 0.6% and revenue increased 1.0% when compared to the same period in 2012. CDM Smith, the Authority's Traffic Engineering Consultant recently provided an updated draw down letter, dated

¹ These are un-audited results. Amounts and categories of revenue and expenses may change when audited.

February 15, 2013, refining the near term projections of its July 27, 2012 Traffic and Revenue Forecast Study. The actual traffic and revenue for the month of January 2013 is in line with CDM Smith's forecasted traffic and revenue increase of 1.1% and 1.0%, respectively, for the month. CDM Smith's forecast for annual traffic and revenue growth in 2013 is 1.5% and 1.8%, respectively, reflecting projected improvements in the economy. The 2013 *E-ZPass* usage rate on the New Jersey Turnpike was 81.4%, up from 79.6% in 2012.

For the month ended January 31, 2013, toll transactions on the Garden State Parkway increased 2.0% and revenue increased 2.6% when compared to the same period in 2012. CDM Smith had projected increases of 1.1% and 1.2% for traffic and revenue, respectively, for the month of January 2013. For the Garden State Parkway, CDM Smith has forecasted a 2013 annual increase in toll transactions of 1.0% and an increase in revenue of 1.3%. The January 2013 *E-ZPass* usage rate on the Garden State Parkway was 77.7%, increasing from 75.4% in January 2012.

Operating expenses for the month ended January 31, 2013 were approximately \$39,310,000, which was 99.1% of the year-to-date budget. Discretionary spending and budgetary guidelines will be closely monitored and adhered to throughout the year in order to control operating expenses.

The Capital Budget consists of Supplemental Capital, Maintenance Reserve, and Special Project Reserve Funds. For the month ended January 31, 2013, total expenditures were approximately \$2,405,200. Expenditures included \$1,119,300 for Turnpike Bridge Repairs and \$580,000 for NJ Route 440 & Smith Street/Parkway Slope Stabilization & Shoulder Repair.

Total expenditures in the Construction Fund for the month ended January 31, 2013 were approximately \$59,770,700. Expenses included \$22,398,600 for the Turnpike Interchanges 6 - 9 Widening Project, \$10,000,800 for the Parkway Mainline Shoulder Improvements, \$5,184,100 for Parkway Exit 88 Improvements, and \$4,595,700 for Parkway 63-48 Widening Project. In addition to these expenditures, there are open contracts and commitments totaling approximately \$1,761,881,600.

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RECUSALS

The Executive Director reported there are no recusals or abstentions submitted for the record this month.

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PUBLIC COMMENT

No public comments were made.

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EXECUTIVE DIRECTOR'S COMMENTS

ED Hakim announced the formal kick-off of travel times being posted on the VMS overhead signs on both roadways. ED Hakim indicated that these signs will help the Authority provide additional information to motorists and create a safer driving experience. ED Hakim thanked staff members of the Operations Department, Director Sean Hill and Assistant Director Chip Eibel, as well as Assistant Traffic Engineer John Biront; and from the ITS Department CIO Barry Pelletteri, Deputy CIO Jose Dios, and Project Manager Allen Zehnbauer. All efforts are greatly appreciated and motorists will benefit from the new information provided.

ED Hakim indicated that as a part of the Turnpike 6-9 widening program Interchange 8 is now fully operational. In addition, a new ramp is open at Interchange 7A on the Turnpike and it improves the safety of that interchange.

Chairman Simpson stated that reducing travel times is of great concern to all. Simpson said the average New Jersey commuter loses ten (10) days per year in traffic. He stated that transportation projects are done to improve the efficiency of travel thereby save travel time for motorists. Travel times are also a good tool for management to measure its own performance in terms of clearing accident scenes and limiting traffic issues.

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EXECUTIVE SESSION

A motion to enter into Executive Session, not open to the public in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-12(b), to discuss matters pertaining to:

- A. Personnel;
- B. Purchase, Lease or Acquisition of Real Property;
- C. Pending or Anticipated Litigation; and/or
- D. Contract Negotiations.

The motion was made by Commissioner Hodes and seconded by Commissioner DuPont, and, after the voice vote, the motion was duly adopted by the Board of Commissioners of the New Jersey Turnpike Authority.

Executive Session was adjourned at 9:45 a.m.; Chairman Simpson resumed the public portion of the meeting.

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COMMISSIONER'S COMMENTS

Treasurer DuPont commented on an article in the Asbury Park Press relating to teen car accidents and deaths. This article highlights the need for the continuing safety education program the Authority is conducting.

Chairman Simpson stated that everyone involved with public safety, the agencies, schools, DOT, and State Police all share in the quest to make the roads safer.

ED Hakim indicated that the Authority has a targeted market in its safety program of the

(NJTA Board Meeting – 02/26/2013)

three E's, "Education, Engineering and Enforcement". The Authority is rolling out important engineering projects to improve safety. For example, the roadway construction project from Milepost 100 to 80 on the Parkway will add full shoulders where none currently exist and will increase lane width from ten (10) feet to twelve (12) feet, which is standard highway width. This area of the Parkway has among the highest accident rates on the Parkway. The Authority is working with State Police to enhance enforcement. ED Hakim stated that the Authority is prepared to report to the Board next month with a full briefing on the Safety Program.

Treasurer DuPont also referenced a recent newspaper article relating to the removal of trees on the Parkway. The article, however, failed to mention that the Authority has a replanting program.

ED Hakim noted that tree removal has occurred between Milepost 80 and 100 on the Parkway as part of the reconstruction project, which, as stated previously, is a safety improvement project. ED Hakim said the Authority is making a \$9 million No Net Loss payment to the DEP that will fund tree planting programs wherein 30,000 trees will be planted in municipalities along that area of the Parkway. Further, the wild flower program that was so successful along other areas of the Parkway is being expanded. And for those who are concerned about the current appearance of Milepost 80 to 100 on the Parkway, ED Hakim asked everyone to recall what the Parkway between Milepost 63 and 80 looked like while the widening project was ongoing and compare it to what Milepost 63 to 80 looks like now, with its grass and trees. Hakim invited everyone to ride the Parkway between Milepost 80 and 63 to view how this area has been returned to its iconic natural state of beauty.

ED Hakim commented on the number of accidents and fatalities in the area of Milepost 80 and 100 on the Parkway. Hakim stated that there were 9,000 accidents and 63 fatalities between the years 2000 and 2007. In the past two (2) years there were six (6) fatalities in this area directly related to people crashing into trees. It is the Authority's intention to enhance the safety of that corridor by creating a clear zone along the side of the shoulders.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 044-02-2013. Moved is the item as follows:

044-02-2013

Human Resources Director Garrity submitted the Personnel Agenda, dated February 26, 2013, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

On motion by Treasurer DuPont and seconded by Commissioner Diaz employment of those named to serve at the pleasure of the Authority and other recommended personnel actions, were approved, ratified and confirmed, to become effective as of the dates specified and at the salaries listed.

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LAW

General Counsel Bruce Harris requested approval of item numbers 045-02-2013 through 050-02-2013. Moved as a group those items are as follows:

045-02-2013

In a memorandum dated February 21, 2013, Ratification of Action Taken and Authorization for the Acquisition of Property Interests Required for the New Jersey Turnpike Authority for the Interchange 6-9 Widening Program, Acquisition of Two (2) Properties , in an amount of \$ 327,100.00 (\$ 4,000.00 was previously approved; an additional \$327,100.00 is required, for a total of \$331,100.00), was approved.

The New Jersey Turnpike Authority (the "Authority") is proceeding with its plans to widen the Turnpike between Interchange 6 in Mansfield Township, Burlington County and Interchange 9 in East Brunswick Township, Middlesex County (the "Widening Program"). The roadway will be widened to 12 lanes with major modifications constructed at four interchanges. Final design has been completed and the Program is under construction

The acquisition of the necessary property interests is critical to the success of the Widening Program. In light of same, the Commissioners of the New Jersey Turnpike Authority authorized the Executive Director to take all steps necessary to prepare for the acquisition of property rights needed through final construction of the Widening Program with final action being brought to the Commissioners for ratification under Agenda Item No. 315-09-2011.

This Agenda Item seeks ratification of the settlement of the condemnation actions (one of which includes the payment of damages) specifically described below:

I. Negotiated Acquisitions: The Authority has determined that the properties listed below are necessary for the Widening Program. To that end, the Authority had an appraisal prepared by independent Appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each. The Authority then entered into good faith negotiations with the owner and its respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain. Negotiations continued and a settlement of all terms was agreed upon. The following is a description of the property for which the parties have finalized negotiated terms of sale:

- 1) Turnpike Section 1, Turnpike ROW Section 3D

Parcel No. C212, Block 51.01, Lot 2.02 (Partial Taking)

1410 Hedding Road, Mansfield Township, Burlington County

Owner: William R. Airing

Amount: \$8,000.00 (\$4,000.00 was previously approved; an additional **\$4,000.00** is required)

The Authority's Commissioners previously approved the acquisition of a 6 month temporary construction easement, with two subsequent extensions totally 18 months Agenda Item Nos. 267-09, 198-06-2011 and 173-05-2012. An additional 2 year extension of the temporary construction easement is required in the amount of \$4,000.00.

II. Negotiated Acquisition of State Owned Property

The construction of the Widening Program also required the acquisition of property that was owned by the Department of Corrections as more specifically described below. As the property was owned by the State of New Jersey, the Authority was required to go through a State House Diversion process in compliance with N.J.S.A.52:31-1.1 which provides that the sale of any part of the State's interest in any real property be predicated upon such terms and conditions as the State House Commission shall determine to be in the best interests of the State.

1) Turnpike Section 2, Turnpike ROW Section 3E

Parcel Series 284B, Block 105, Lot 2.01 (Partial Taking)

Ward Avenue, Chesterfield Township, Burlington County

Owner: State of New Jersey, Department of Corrections

Amount: \$323,100.00

The property currently consists of approximately 561.90 acres of vacant land zoned residential. The Authority must acquire the following interests in the subject property: (1) a fee simple interests in 16.82 acres designated as Parcel No. 284B; (2) a conservation easement consisting of 13.920 acres designated as Parcel No. CE-284B; (3) three temporary construction easements consisting of the right to access land and area with vehicles and equipment for use during the construction of final grading and replacement of right-of-way fencing in 0.515 acres, 0.007 acres, and 1.742 acres, respectively designated as Parcels Nos. C-248B, 2CE-248B, and 3C-248B acres.

The acquisitions above do not involve property designated as "Preserved Farmland" pursuant to and as regulated by the *Agriculture Development and Retention Act*, N.J.S.A. 4:1C-11, et seq., and *State Agricultural Development Committee Rules*, N.J.A.C. 2:76-1.1, the Act's implementing regulations. Nor have these properties been designated or encumbered as Green Acres properties pursuant to N.J.S.A. 13:1D-52, et seq. and N.J.A.C. 7:35-26.1, et seq.

All actions taken by the Executive Director have been necessary for the purchase of the properties listed above, including the satisfaction of certain other costs required by law to be paid at closing, and have been reviewed and approved by the Law Department and outside General

Counsel.

Based on the foregoing, it is requested that the Authority Commissioners ratify any and all actions taken by the Executive Director as outlined herein for the acquisition of the property set forth above.

046-02-2013

In a memorandum dated February 11, 2013, **Ratification of Action Taken and Authorization for the Acquisition of Property Interests Necessary for the Interchanges 9, 10 and 11 Improvements Project for the Garden State Parkway, Township of Middle, County of Cape May, Project No. 39023022 in an amount of \$48,700.00 (\$2,000.00 previously authorized)**, was approved.

The New Jersey Turnpike Authority ("Authority"), in conjunction with the New Jersey Department of Transportation ("NJDOT"), the Federal Highway Administration ("FHWA") and Cape May County, is proceeding with its plans for the construction of the Interchanges 9, 10 and 11 Improvements Project (the "Project") in the Township of Middle, Cape May County.

This Project includes improvements to Interchanges 9, 10 and 11, which are at-grade signalized intersections that connect the Garden State Parkway with surface streets. The Project would eliminate the at-grade signalized intersections and upgrade this segment of the Parkway to a fully access-controlled highway, giving preference to through traffic by providing ramp connections only at selected public roads and prohibiting at-grade intersections and direct private driveway connections with the Parkway. This will improve both pedestrian and motorist safety.

The acquisition of property interests necessary for the Project in a timely manner is critical to the success of the Project. In light of this, under Agenda Item No. 129-04-2012, the Commissioners authorized the Executive Director to take all steps necessary to prepare for the acquisition of those property interests necessary for the Project, with the final action being submitted to the Commissioners for ratification.

The Authority had appraisals prepared by independent appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each necessary property interest. The Authority has entered into good faith negotiations with the owners or their respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain.

I. Negotiated Sales:

The following is a description of properties for which the parties have negotiated terms of sale:

1. Parcel No. 4596

Owner: Thomas F. and Donna M. Doyle

9 Stone Harbor Landing Road

Block 132.01, Lot 36

Township of Middle, Cape May County, New Jersey

Amount: \$3,000.00

The property currently consists of approximately 0.932 acres of land and is improved by one single-family residential dwelling. The Authority must acquire a permanent slope easement located along the western boundary of the property near the Garden State Parkway containing approximately 0.003 acres of land.

2. Parcel No. 4585

Owner: Church of Our Lady of Angels

35 East Mechanic Street

Block 257, Lot 16

Township of Middle, Cape May County, New Jersey

Amount: \$7,200.00

The property currently consists of approximately 2.602 acres of land and is improved with numerous structures used for religious purposes including a main basilica, a smaller second church, a parish office and meeting hall. The Authority must acquire: (1) a fee acquisition of 0.009 acres of land located at the northeastern corner of the property boundary at the intersection of East Mechanic Street and the Garden State Parkway; and (2) a permanent slope easement containing 0.003 acres of land located along the northeastern boundary of the property.

II. Settled Eminent Domain Proceedings

The following is a description of a property acquisition that has been settled after the filing of a condemnation proceeding:

1. Parcel No. 4595

Owner: Deco 2001

414 Garden State Parkway

Block 132.01, Lot 31

Township of Middle, Cape May County, New Jersey

Amount: \$8,500.00 (\$2,000 previously authorized)

The Property consists of approximately 4.567 acres of land and is improved with two two-story office buildings. The Authority must acquire a permanent slope easement located along the western boundary line of the Property near the Garden State Parkway frontage containing approximately 0.30 acres of land. The acquisition of this property through condemnation was previously authorized under Agenda Item No. 439-11-2012 for the purchase price of \$2,000.

After further negotiations, the parties agreed to a purchase price of \$8,500 to settle the condemnation proceedings.

The acquisitions as proposed above do not involve property designated as “Preserved Farmland” pursuant to and as required by the Agriculture Development and Retention Act N.J.S.A. 4:1C-11 et seq., and State Agricultural Development Committee Rules N.J.A.C. 2:76-1.1, the Act’s implementing regulations. Nor have the above-referenced properties been designated or encumbered as Green Acres Properties pursuant to N.J.S.A. 13:1D-52 et seq. and N.J.A.C. 7:35-26.1 et seq.

III. Tidelands Lease:

Construction of the Project will impact certain portions of New Jersey tidelands, which are lands that are currently or formerly flowed by the mean high tide of a natural waterway. The State of New Jersey claims ownership of these tidelands and holds them in trust for the people of the state. Permission to use tidelands must be obtained from the State of New Jersey, Department of Environmental Protection (“NJDEP”), and NJDEP sets a fee for such use. The Authority has applied to NJDEP for a Tidelands Lease for the following parcel:

- 1. Tidelands Parcel No. T4607C
Block 132.01, Lot 1
Township of Middle, Cape May County, New Jersey
Grantor: State of New Jersey
Amount: \$30,000.00

This Tidelands Lease authorizes the Authority to perform work in the area of Holmes Creek, a tidal stream that currently crosses the Parkway in a 60-inch concrete culvert pipe located 1,000 feet south of Crest Haven Road. The Project requires extension of the culvert pipe, and Authority staff have negotiated with NJDEP a 24-year Tidelands Lease at a cost of \$1,250 per year. Once the 24-year lease period expires, the Authority intends to seek a permanent Tidelands Grant allowing perpetual use. However, it is the current practice of NJDEP to require a Tidelands Lease as an initial step.

The Law Department, in consultation with the Authority’s Real Estate Manager/Consultant and outside General Counsel, recommends that the Authority acquire the above property interests upon the terms and conditions as set forth above. Accordingly, it is requested that the Authority’s Commissioners authorize the Executive Director, with the assistance of the Law Department, Engineering Department, outside General Counsel and other Authority consultants, to take all steps necessary to acquire the above property interests for the amount set forth herein and to satisfy those other costs required to be paid at closing, said costs not to exceed Ten Thousand Dollars (\$10,000) per transaction.

047-02-2013

In a memorandum dated February 13, 2013, **Authorization to Enter Into a Settlement Agreement with Burger Express of Roosevelt Ave, LLC for the Payment of Relocation Benefits Relative to its Displacement as a Result of the Interchange 12 Improvements Project, Account No.: 010-00-893-441020, in an amount of \$250,000.00 (\$115,498.81 previously approved, an additional \$134,501.19 is required)**, was approved.

The Commissioners previously approved the determination of relocation benefit due to Burger Express of Roosevelt, LLC² ("Burger Express") in the amount of \$115,498.81 in Agenda Item No. 314-09-2011. Burger Express initially submitted a claim for \$2,334,077.12. The Authority's determination was made in accordance with the Relocation Assistance Act, N.J.S.A. 20:4-1, et seq., and applicable regulations, N.J.A.C 5:11-1.1, et seq. Subsequently, Burger Express filed a Notice of Appeal of the Authority's determination with the Hearing Coordinator of the Department of Community Affairs ("DCA"). After exchanging further discovery, a settlement conference and further negotiations, and in consultation with the Authority's Law Department and outside General Counsel (Wolff & Samson, PC), Burger Express agreed to accept \$250,000.00 in full settlement of its claim.

Therefore it is recommended that the Authority's Commissioners approve this amount and authorize the payment of \$250,000.00 to Burger Express as reimbursement for its relocation expenses. It is also recommended that the Authority's Commissioners authorize the Executive Director to execute any and all documents in furtherance of same.

048-02-2013

In a memorandum dated February 13, 2013, **a Request for Authorization to Dedicate to Atlantic County Certain Property Comprising a Portion of Fire Road (County Route 651) for the Garden State Parkway in Egg Harbor Township, Atlantic County, in an amount of \$1.00**, was approved.

In the early 1950's, the Authority acquired various parcels of land in Egg Harbor Township, Atlantic County, for the purpose of roadway construction. The Authority constructed a road on the parcels, now known as County Route 651 or Fire Road, which for decades has been used, maintained, and controlled by Atlantic County (the "County").

At the time the Authority constructed CR 651, it was intended to be dedicated to the County. However, for unknown reasons, this dedication was never completed. Authority staff recommend that this dedication now be accomplished to relieve the Authority of any potential liability relating to CR 651 and to enable the County to construct the intersection improvements it needs at that location. NJTA's enabling statute authorizes NJTA's construction of feeder roads and the dedication of feeder roads to local entities.

² In Agenda Item No. 314-09-2011 previously submitted to the Commissioners, reference was made to Burger Express of Carteret, Inc. Please note that since that time the legal name of that entity has been changed to Burger Express of Roosevelt Ave, LLC.

The parcels to be transferred to the County comprise 13 fee parcels and 1 easement parcel, a list of which is attached hereto as Exhibit A. Authority staff and the County have negotiated and agreed upon the terms of an agreement for roadway dedication, which provides that these parcels will be transferred by the Authority to the County for \$1.00, and the County will accept the parcels “as is” and will release the Authority from any and all liability with respect to title, environmental or other conditions affecting or which may affect the parcels.

Accordingly, it is recommended that the Authority’s Commissioners authorize the Executive Director to enter into a roadway dedication agreement with Atlantic County pursuant to the terms set forth above, to dedicate the aforementioned parcels to Atlantic County, and to execute any and all documents necessary to effectuate such authorization.

Exhibit A

NJTA Parcels to be Transferred to Atlantic County

Located in the Vicinity of County Route 651 (Fire Road)

Egg Harbor Township, Atlantic County

- 1. Parcel 692
- 2. Parcel 693B
- 3. Parcel 694B
- 4. Parcel 696B
- 5. Parcel 697B
- 6. Parcel R697D
- 7. Parcel R697G
- 8. Parcel 698A
- 9. Parcel 698B
- 10. Parcel 698C
- 11. Parcel 698D
- 12. Parcel 699B
- 13. Parcel E699 (easement)
- 14. Parcel 700C

Total 4.0 +/- acres (2,700+/- linear feet) in fee
0.57 +/- acres in easement.

049-02-2013

In a memorandum dated February 15, 2013, **Authorization to extend the insurance agreement for the Authority’s property insurance policy covering physical assets on the Turnpike roadway, Account No. 10-893-441040, in an amount of \$637,732.00,** was approved.

The New Jersey Turnpike Authority (the “Authority”) maintains property insurance for the protection of its physical assets. The property insurance policy for the Turnpike roadway was due to expire November 30, 2012 but was extended for three (3) months by agenda items 440-11-2012 to expire on March 1, 2013.

The Authority has been working diligently with Marsh and McLennan Agency (“Marsh”) to analyze the Authority’s current property insurance program and recommend improvements. Specifically, the Authority is seeking to merge three (3) lines which insure all Authority property into one comprehensive policy for both roadways. With the assistance of the Authority’s risk

management consultant, Hanover Stone Partners, this entails changing coverage options to better suit the Authority's needs and marketing the policy to a broad range of underwriting markets to achieve the best coverage at the lowest rates.

Placing or renewing property insurance in the last few months has become more difficult by the significant losses caused by the storm event Sandy. Underwriters are generally retreating from their prior market positions regarding the quantity of coverage they are willing to offer. This has affected the brokers' ability to effectively market the renewals of the Authority's property insurance. Due to these market difficulties, Marsh has recommended that the Authority extend the current Turnpike property policy, which expires on March 1, 2013, for two (2) additional months, to allow it to be coterminous with the expiration of the two (2) Parkway property insurance policies on May 1, 2013. The renewal on May 1, 2013 would then include all property on all roadways, with coverage enhancements.

Marsh and Hanover Stone believe the two (2) month extension requested herein is advisable, given the Authority's goals and the current state of the market. This short extension would permit Marsh additional opportunity to market the Authority's unified risk to the market, given the complex needs of the Authority and enable Marsh to negotiate more favorable terms, conditions and pricing on behalf of the Authority in one single policy.

It is requested that the Turnpike property policy be extended for two (2) additional months to expire on May 1, 2013, as follows:

Insurance Carrier	Quota Share Limit	Quota Share %	Quota Share Premium
ACE Illinois	\$119,050,000	41.32%	\$263,283
Zurich American	\$119,050,000	41.32%	\$263,283
Chartis (AIG)	\$50,000,000	17.36%	\$110,615
Totals	\$288,100,000	100.0%	\$637,181

This renewal is upon the same terms and conditions and at the same premium rate as in the expiring policies and insures property located on the Turnpike with a maximum probable loss value of \$288,100,000. The total anticipated premium and fees (boiler inspection fees in the amount of \$551.00) will not exceed Six Hundred Thirty Seven Thousand Seven Hundred Thirty Two Dollars (\$637,732.00);

Therefore, it is recommended that the Commissioners authorize the extension of the Turnpike property insurance for two (2) months as set forth above. It is further recommended that the Executive Director, after consultation with the Authority's Law Department and Hanover Stone, be authorized to execute any documents and take any further actions so as to effect the intent of the above authorization.

050-02-2013

In a memorandum dated February 11, 2013, a Request for Authorization to Extend the Current Contracts with Outside General Counsel and Special Counsel for Litigation, Employment Law and Collections, was approved.

Following a competitive procurement in accordance with the applicable laws and regulations, in February 2011, the Authority's Board of Commissioners appointed various law firms as outside General Counsel and Special Counsel for Litigation, Employment Law and Collections under Agenda Item No. 043-02-2011. The Authority's contract with each firm was for a two year term with two one-year options to extend, at the discretion of the Authority. Each contract's initial two-year term expires on February 28, 2013.

As the appointed firms continue to provide outstanding legal services to the Authority, the Law Department recommends that the first one-year extension of the contracts with the following firms be exercised:

- Outside General Counsel: Wolff & Samson PC
- Outside General Counsel (Conflict): McElroy, Deutsch, Mulvaney & Carpenter
- Special Counsel for Litigation: Gilmore & Monahan, PA
GluckWalrath LLP
- Special Counsel for Employment Law: McElroy, Deutsch, Mulvaney & Carpenter
- Special Counsel for Collections: Schachter Portnoy, LLC

Accordingly, authorization is requested for the Executive Director to extend each of the legal services contracts with the firms listed above for one year. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Commissioner Hodes and seconded by Treasurer DuPont, the Authority unanimously approved item numbers 045-02-2013 through 050-02-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ENGINEERING

Assistant Chief Engineer – Construction Larry Williams requested approval of item numbers 051-02-2013 through 064-02-2013. Chairman Simpson requested the progress of the removal of the Beesley's Point Bridge. Williams indicated that the Authority will be coming to the Board later this year with a request for an award. Moved are the items as follows:

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PUBLIC BID SOLICITATIONS – AWARD OF CONTRACTS

051-02-2013

In a document dated February 12, 2013, **a Recommendation to Award Contract No. P200.195 for the Garden State Parkway to J. Fletcher Creamer & Son Inc. & Joseph M. Sanzari, Inc. a Joint Venture for Culvert Repairs, Milepost 100 to 140, Ten Year Capital Program Fund No 39002003, in an amount of \$8,862,991.56**, was approved.

This contract provides for the rehabilitation of major corrugated metal pipe culverts crossing under Garden State Parkway mainline roadways, interchange ramps and toll plazas, the repair of roadway embankment erosion, drainage system cleaning and other miscellaneous drainage system repairs and improvements from Milepost 100 to 140.

Seven bid proposals were received on February 12, 2013 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$8,862,991.56, may be compared to the second low bid proposal in the amount of \$9,267,676.50. J. Fletcher Creamer & Son, Inc. & Joseph M. Sanzari, Inc., a Joint Venture has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P200.195 be awarded to the low bidder, J. Fletcher Creamer & Son, Inc. & Joseph M. Sanzari, Inc., a Joint Venture of Hackensack, New Jersey, in the amount of \$8,862,991.56. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order No. 134) and Executive Order No. 117 (Corzine 2008), and having no objection to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The General Consultant, HNTB Corporation, concurs with this recommendation.

052-02-2013

In a document dated February 6, 2013, **a Recommendation to Award Contract No. T200.281 for the New Jersey Turnpike to Crisdel Group, Inc. for Resurfacing, Milepost 74 to 122, Maintenance Reserve Fund No. 03010002, in an amount of \$8,624,000.00**, was approved.

This contract involves pavement removal and resurfacing with Superpave Hot Mix Asphalt Surface Course Pavement along Turnpike mainline roadways, ramps, shoulders and toll plazas along with other incidental work at various locations from Milepost 74 to 122 in Middlesex, Union, Essex, Hudson and Bergen Counties, New Jersey. All work is expected to be completed in 2013.

Six bid proposals were received on February 5, 2013 for the above publicly advertised

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contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$8,624,000.00, may be compared to the Engineer's Estimate in the amount of \$9,527,600.00. Crisdel Group, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T200.281 be awarded to the low bidder, Crisdel Group, Inc. of South Plainfield, New Jersey, in the amount of \$8,624,000.00, allocated as follows: \$6,900,000.00 in 2013 and \$1,724,000.00 in 2014. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The General Consultant, HNTB Corporation, concurs with this recommendation.

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ORDER FOR PROFESSIONAL SERVICES (OPS)

053-02-2013

In a document dated February 11, 2013, **a Recommendation to Issue Order for Professional Services No. T3433 for the New Jersey Turnpike to Greenman-Pedersen, Inc. for the 2013 New Jersey Turnpike Authority Bridge Inspection Program, Turnpike Main Bridge Inspection – Part B, Maintenance Reserve Fund No. 03010005, in an amount of \$2,385,000.00,** was approved.

This Order for Professional Services provides for the inspection of the Authority's bridge structures in accordance with the requirements of the 2013 New Jersey Turnpike Authority Bridge Inspection Program, Turnpike – Part B. This segment of the program includes inspection of 355 bridges located in Turnpike Maintenance Districts 4, 5 and 8; FHWA Structure Inventory and Appraisal Form Updates; New Jersey Turnpike Authority Bridge Prioritization System inspection/data collection; LRFR load ratings; on-call special inspection and related design assignments; and submittal of inspection reports.

This assignment is classified as a "Complex Project" since the scope of work is not clearly defined and likely to change during the course of the project, and the cost exceeds \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and 34 engineering firms were prequalified and eligible under Profile Code D280: Bridges - NBIS Program, Complex. Four firms submitted EOIs by the closing date of December 3, 2012.

In accordance with the regulations, for Complex Projects, "If only three or four EOIs have

been deemed complete by the Authority, these firms shall receive the RFP and the Review Committee will not conduct an evaluation of the EOIs..." [19:9-2.8]. The Review Committee recommended that we proceed directly to the RFP phase of the procurement and solicit Technical and Fee Proposals from the four firms which submitted complete EOIs: Greenman-Pedersen, Inc.; TranSystems; WSP Sells; and KS Engineers, P.C. The Review Committee reviewed and evaluated each firm's Technical Proposal. Final scoring resulted in Greenman-Pedersen, Inc. being the highest technically ranked firm. The fee submitted by Greenman-Pedersen, Inc. has been reviewed, negotiated, and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3433 be issued to the firm of Greenman-Pedersen, Inc. of Lebanon, New Jersey, in an amount not to exceed \$2,385,000.00, allocated as follows: \$2,285,000.00 in 2013; \$100,000.00 in 2014. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.80, based on a 10% allowance for profit and an overhead rate of 154.5%, or the firm's overhead rate as determined by Federal Audit Regulation (FAR) procedure, whichever is less, plus authorized, direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order No. 134) and Executive Order No. 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

054-02-2013

In a document dated February 11, 2013, **a Recommendation to Issue Order for Professional Services No. T3442 for the New Jersey Turnpike to PKB Engineering Corporation for the 2013 New Jersey Turnpike Authority Bridge Inspection Program, Turnpike Main Bridge Inspection – Part C, Small Business Enterprise Set Aside, Maintenance Reserve Fund No. 03010005, in an amount of \$386,000.00**, was approved.

This Order for Professional Services provides for the inspection of the Authority's bridges and sign structures in accordance with the requirements of the 2013 New Jersey Turnpike Main Bridge Inspection Program – Part C. This segment of the program includes inspection of 14 bridges located on the Turnpike's four mile I-95 Extension approaching the George Washington Bridge, FHWA Structure Inventory and Appraisal Form updates; New Jersey Turnpike Authority Bridge Prioritization system inspection/data collection; inspection of 120 sign structures along the entire length of the Turnpike; on-call special assignments; and submittal of inspection reports.

This assignment is classified as a "Simple Project" based on the scope of work being

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clearly defined and not likely to change during the course of the project, and the cost not exceeding \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and ten engineering firms were prequalified and eligible under Profile Code D280R: Bridges - NBIS Program, Routine, and registered as a Small Business Enterprise (SBE) by the Division of Minority and Women Business Development/Department of Treasury. Four firms submitted EOIs by the closing date of January 16, 2013.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) PKB Engineering Corporation; 2) LS Engineering Associates Corporation; and 3) S&R Engineers, P.C., Inc. The fee submitted by PKB Engineering Corporation has been reviewed and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3442 be issued to the firm of PKB Engineering Corporation of Lyndhurst, New Jersey, in an amount not to exceed \$386,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.45, based on a 10% allowance for profit and an overhead rate of 123% or, the firm's overhead rate as determined by Federal Audit Regulation (FAR) procedure, whichever is less, plus authorized, direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order No. 134) and Executive Order No. 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

055-02-2013

In a document dated February 1, 2013, **a Recommendation to Issue Order for Professional Services No. P3472 for the Garden State Parkway to Johnson, Mirmiran & Thompson, Inc. for the Supervision of Construction Services, Contract No. P200.195-Culvert Repairs, MP 100 to 140, Ten Year Capital Program Fund No. 39002003, in an amount of \$2,275,000.00,** was approved.

This Order for Professional Services will provide construction supervision services for the referenced contract. The contract provides for the rehabilitation of major corrugated metal pipe culverts crossing under Garden State Parkway mainline roadways, interchange ramps and toll plazas, the repair of roadway embankment erosion, drainage system cleaning and other miscellaneous drainage system repairs and improvements from Milepost 100 to 140.

This assignment is classified as a "Complex Project" since the scope of work is not clearly defined and likely to change during the course of the project, and the cost exceeds

\$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and 63 engineering firms were prequalified and eligible under Profile Code B-153, Roadway Construction Inspection. Six firms submitted EOIs by the closing date of November 9, 2012.

Procurement Regulation N.J.A.C. 19:9-2.8 states that for "Complex Projects" the EOI evaluation serve as a method for developing a "short list" of firms to receive a Request for Proposal (RFP). On November 19, 2012 approval was granted to solicit Technical and sealed Fee Proposals from the top ranked firms: 1) Stantec Consulting Services, Inc.; 2) Johnson, Mirmiran & Thompson, Inc.; and 3) IH Engineers, P.C. On November 28, 2012, the top technically ranked firm, Stantec Consulting Services, Inc., advised that they were voluntarily withdrawing from further consideration of this OPS as their staff was no longer available. Therefore, the fourth ranked firm, Birdsall Engineering Services Group, Inc. was forwarded an RFP for this assignment. The Committee reviewed and evaluated each firm's Technical Proposal and final scoring resulted in Johnson, Mirmiran & Thompson, Inc. being the highest technically ranked firm. The fee submitted has been reviewed, negotiated, and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3472 be issued to the firm of Johnson, Mirmiran & Thompson, Inc. of Trenton, New Jersey not to exceed the amount of \$2,275,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.35 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

056-02-2013

In a document dated February 11, 2013, **a Recommendation to Issue Order for Professional Services No. T3491 for the New Jersey Turnpike to Johnson, Mirmiran & Thompson, Inc. for the Supervision of Construction Services for Contract No. T200.280, Resurfacing, Milepost 0 to 74 and Contract No. T200.281, Resurfacing, Milepost 74 to 122, Maintenance Reserve Fund No. 03010002, in an amount of \$1,690,000.00**, was approved.

This Order for Professional Services will provide for construction supervision of the referenced contracts. These contracts involve removing deteriorated pavement and resurfacing with Superpave Hot Mix Asphalt Surface Course Pavement along Turnpike mainline roadways,

ramps, shoulders and toll plazas along with other incidental work at various locations.

This assignment is classified as a "Simple Project" based on the scope of work being clearly defined and not likely to change during the course of the project, and the cost not exceeding \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and 57 engineering firms were prequalified and eligible under Profile Codes: B-153 – Roadway Construction Inspection and B-154 – Roadway Resurfacing Inspection. Two firms submitted EOIs by the closing date of January 11, 2013.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from both firms. The firms in the order of ranking are: 1) Johnson, Mirmiran & Thompson, Inc. and 2) Birdsall Services Group, Inc. The fee submitted by Johnson, Mirmiran & Thompson, Inc. has been reviewed, negotiated, and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3491 be issued to the firm of Johnson, Mirmiran & Thompson, Inc. of Trenton, New Jersey, in an amount not to exceed \$1,690,000.00, allocated as follows: \$1,400,000.00 in 2013 and \$290,000.00 in 2014. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.25 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order No. 134) and Executive Order No. 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

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NON-COMPETITIVE PROCUREMENTS

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MISCELLANEOUS

057-02-2013

In a document dated February 1, 2013, **a Recommendation to Enter Into Agreement No. 63-12 for the Garden State Parkway, Jurisdictional Agreement with Essex County for Contract No. P100.124 -Replacement of the Watchung Avenue Bridges at Milepost 152.4,** was approved.

This agreement defines responsibilities for structural and roadway maintenance and repairs of the Watchung Avenue (CR655) crossing, including snow removal and emergency services. The existing northbound and southbound Watchung Avenue Bridges over the Parkway

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have been replaced with a new two span bridge under Contract No. P100.124 at an approximate construction cost of \$14 million, which was fully funded by the Authority. There are no monies associated with this agreement.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute Agreement No. 63-12 with Essex County pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

058-02-2013

In a document dated February 14, 2013, **a Recommendation to Enter Into Agreement No. 66-13 for the Garden State Parkway to the County of Cape May for a Construction Agreement regarding the removal of the Beesley's Point Bridge, Contract No. P100.251 - Replacement of Bridge Nos. 28.0S and 28.5S, Milepost 27.0 to 28.8**, was approved.

This agreement with the County of Cape May defines responsibilities for the removal of the Beesley's Point Bridge, including structures over Great Egg Harbor Bay and Drag Channel, for which the Authority will fund the demolition, design, construction, supervision and permitting. The construction will be completed under the Authority's Contract No. P100.251 for the two new bridges. The estimated cost for the Beesley's Point Bridge demolition is \$7 million. The Authority will be reimbursed by the state for removing the bascule portion of the bridge, which was originally to be performed by the County of Cape May. The agreement also defines areas of County right-of-way that will be utilized by the Authority for various forms of on-site mitigation to address environmental permitting requirements by federal and state agencies. Contract No. P100.251 is currently advertised and is anticipated to be awarded at the March 2013 Commission Meeting. There are no monies associated with this agreement.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute Agreement No. 66-13 with the County of Cape May, New Jersey pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

059-02-2013

In a document dated February 7, 2013, **Authorization for Executive Director to Enter into Settlement Agreement No. 70-13 for the New Jersey Turnpike to Liberty Lake Land, LLC (Liberty Lakes Day Camp) for the Interchange 6 to 9 Widening Program, Non-departmental Operating Fund: 010-00-893-441020, in an amount of \$1,000,000.00**, was approved.

At the southern-most limit of the Interchange 6 to 9 Widening Program, south of the Pearl Harbor Memorial Extension, construction of the new southbound roadway is located immediately adjacent to Liberty Lake Day Camp. Essential to the day camp's activities are swimming, boating and fishing in Liberty Lake. During 2011 New Jersey experienced significant rainfall storm events, including Hurricane Irene. Those storm events exceeded the capability of the soil erosion and sediment control measures that were constructed to contain soil material from being transported off the construction site, even though the soil control measures were designed in accordance with the appropriate regulatory agency requirements and constructed per the contract documents.

Unfortunately, embankment material from the Authority's construction site was transported via heavy rains during a number of significant storm events and the material settled in Liberty Lake. Sediment material upstream of the construction site was also transported in the water column of Crafts Creek, which feeds Liberty Lake. As a result of the amount of sediment from both the Authority's construction site and that transported via Crafts Creek, It has been determined that it is necessary to dredge Liberty Lake to restore it to its former condition.

Liberty Lakes Land, LLC had a Dredging Project Report prepared, which outlined the necessary actions and scope of work required to dredge the lake. The estimated cost is \$2.3 million, which is all inclusive to undertake the project. The more significant items include: data collection; preparation of engineering contract documents; preparation of all environmental permits and application fees; soil testing; dredging operations; trucking and disposal of sediment material; and other ancillary items required for the project.

Through a series of negotiations, it was agreed that the Authority's contribution to the sediment resulted in a cost of \$1.0 million to the dredging project, which was agreed to by Liberty Lakes Land, LLC. They will be fully responsible for all activities required to dredge the lake and the Authority's only obligation will be its financial contribution in settlement of this matter.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute Settlement Agreement No. 70-13 with Liberty Lakes Land, LLC pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

060-02-2013

In a document dated February 14, 2013, a **Recommendation to Issue a Type 3 Change Order to Contract No. P100.130 for the Garden State Parkway to Northeast Remsco Construction, Inc. for the Bass River Widening and Rehabilitation, Milepost 51.9, Ten Year Capital Program Fund No. 39001010, in an amount of \$550,000.00**, was approved.

It is recommended that a Type 3 Change Order be issued to the referenced contract to

perform clearing, removal and disposal of trees and other vegetation in the area of Structure No. 28.0S, southbound over Great Egg Harbor and Harbor Road, and Structure No. 28.5S, southbound over Drag Channel. The work associated with this Change Order is required for the construction of the contract for the new Great Egg Harbor and Drag Channel bridges.

This work is being directed by Change Order to Contract No. P100.130, as the award of the Great Egg Harbor Bridge, which includes the replacement of Structure Nos. 28.0S and 28.5S, was delayed by one month from the February 2013 Commission Meeting to the March 2013 Commission Meeting due to unanticipated delays in the issuance of NJDEP permits. The contractor performing the work under that contract will therefore not have sufficient time to perform the required clearing operations by April 1, 2013, which is a restriction of the Migratory Bird Treaty Act. This work is necessary to advance construction of the new bridges. Northeast Remsco Construction, Inc. has performed similar work as part of the Garden State Parkway's widening program.

Northeast Remsco Construction, Inc. was awarded Contract No. P100.130 in January 2011. The Engineer's Estimate for the proposed clearing work is approximately \$550,000.00. The clearing work will be accomplished on a cost-plus basis due to the indicated time constraints. This amount is subject to change based on the final quantities of work accomplished.

It is, therefore, recommended that this Type 3 Change Order to Contract No. P100.130 be authorized in an amount not to exceed \$550,000.00 to Northeast Remsco Construction, Inc.

061-02-2013

In a document dated February 1, 2013, **a Recommendation for Final Acceptance, Contract P200.159 to Tetra Tech Construction Inc. (formerly The Delaney Group Inc.) for the Advanced Clearing for GSP Widening Milepost 30 to 64.5, Ten Year Capital Program Fund No. 39028031, in an amount due to the contractor of \$655,771.83,** was approved.

This contract involved tree removal for the widening of the Garden State Parkway from Milepost 48 to 64.5 and clear zone maintenance from Milepost 30 to 48 in both the northbound and southbound directions in Atlantic, Burlington and Ocean Counties, New Jersey. The contract was awarded October 2010 to the low bidder The Delaney Group, Inc., Gloversville, New York (now known as Tetra Tech Construction Inc.) in the total amount of \$5,933,809.00.

During the course of the contract, there was one Change Order for a total decrease of \$827,133.17, adjusting the final total amount of this contract to \$5,106,675.83.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer's Final Certification, Maintenance Bond, Affidavit of Prevailing Wage and the Final Payment Certificate (8F) have been submitted to the Law Department and approved as to correctness of form. Although, the Contractor has certified

that there are two liens outstanding against the Contractor and its Contract Bond as identified in the “Certification of Subcontractor/Supplier Payment by Prime Contractor”, the Surety has given written consent to the Authority’s final acceptance of Contract No. P200.159. The Law Department has reviewed and approved this matter.

The Chief Engineer concurs and recommends that Contract No. P200.159 be accepted, and that final payment in the amount of \$655,771.83 be made to the Contractor.

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FINAL ACCEPTANCE

062-02-2013

In a document dated February 5, 2013, **a Recommendation for Final Acceptance, Contract T200.206 to Gardner M. Bishop, Inc. for Median Inlet Repairs, Phase 2, Milepost 0 to 83, Ten Year Capital Program Fund No. 39002003, in amount due to the contractor of \$34,555.00,** was approved.

This contract involved median inlet repairs along the New Jersey Turnpike mainline from Milepost 0 to 83 in Salem, Gloucester, Camden, Burlington, Mercer and Middlesex Counties, New Jersey. The contract was awarded July 2010 to the low bidder, Gardner M. Bishop, Inc., White Plains, New York in the total amount of \$3,455,500.00.

During the course of the contract, there was one Change Order for a total decrease of \$481,113.16, adjusting the final total amount of this contract to \$2,974,386.84.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer’s Final Certification, Maintenance Bond, Affidavit of Prevailing Wage and the Final Payment Certificate (18F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Contractor has certified that there are no liens outstanding against the Contractor.

We concur and recommend that Contract T200.206 be accepted, and that final payment in the amount of \$34,555.00 be made to the contractor.

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ACKNOWLEDGE REPORTS OF

ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

063-02-2013

The Board acknowledges the reports of Engineering Expenditures Under Delegated Authority as indicated below:

- Engineering Progress Report
- Change Order Summary
- Utility Order Report
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On motion by Commissioner Hodes and seconded by Treasurer DuPont, the Authority unanimously approved item nos. 051-02-2013 through 062-02-2013, and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda. The Authority unanimously accepted the reports contained in item number 063-02-2013 and received same for file.

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MAINTENANCE

Director of Maintenance Joseph Lentini requested approval of item numbers 064-02-2013 through 070-02-2013. Moved as a group those items are as follows:

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PUBLIC BIDS SOLICITATIONS

064-02-2013

In a document dated February 7, 2013, **a Recommendation to Award Contract No. P500.286 for the Garden State Parkway to MTB LLC, Roof Removal and Replacement at Forked River Service Area, Milepost 76.0, Supplemental Capital Fund No. 08007019, in an amount of \$166,450.00,** was approved.

This contract involves the roof removal and replacement at Parkway Forked River Service Area (MP 76.0) in Ocean County, New Jersey.

Nine (9) bid proposals were received on January 17, 2013 for the above publicly advertised contract, as shown on the attached bid summary sheet. Although the low bid, submitted by MTB LLC for \$166,450.00 is approximately 38% below the Engineer's estimate of \$271,000.00 the Contractor has recently performed similar work for the Authority and is comfortable with his bid and his ability to complete the work.

It is therefore recommended that Contract No. P500.286 be awarded to the lowest bidder, MTB LLC of Neptune City, New Jersey in the amount of \$166,450.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A 27:23-6.1 of the Authority's enabling legislation, N.J.A.C 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The General Consultant, HNTB Corporation, concurs with this recommendation.

065-02-2013

In a document dated February 5, 2013, **a Recommendation to Award Contract No. T500.071 for the New Jersey Turnpike, VMG Group, Roof Removal and Replacement at**

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Interchange 16/18E Office, Milepost 112.3E, Supplemental Capital Fund No. 08007019, in an amount \$82,405.00, was approved.

This contract includes the roof removal and replacement at Turnpike Interchange 16/18E Office Building (MP 112.3 E) in Bergen County, New Jersey.

Seven (7) bid proposals were received on January 17, 2013 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$82,450.00, may be compared to the Engineer's Estimate in the amount of \$94,900.00. VMG Group has not previously performed work for the Authority but is considered competent to complete this contract.

It is therefore recommended that Contract no. T500.071 be awarded to the low bidder, VMG Group of Roselle, New Jersey, in the amount of \$82,405.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objections to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The General Consultant, HNTB Corporation concurs with this recommendation.

066-02-2013

In a document dated February 7, 2013, **a Recommendation to Award Contract No. P500.295 for the Garden State Parkway to Pravco, Inc. for Roof Replacement at Monmouth Service Area, Milepost 100.0, Supplemental Capital Fund No. 08007019, in an amount of \$185,000.00,** was approved.

Contract No. P500.295 is one of several Roof Replacement and Repair contracts for the Garden State Parkway and the Turnpike to be awarded for the 2013 construction season. The work under this contract generally involves the complete replacement of the roof and decking at the Garden State Parkway Monmouth Service Area.

Twelve bid proposals were received on January 23, 2013, as shown on the attached bid summary sheet. VMG Group submitted the low bid of \$153,437.40. This low bid is more than \$60,000.00 lower than the Engineer's Estimate of \$213,500.00 and more than \$31,000.00 lower than the next low bid of \$185,000.00 from Pravco, Inc. After the bid opening, VMG Group reviewed its bid and notified the Authority that an error had occurred because, in the last minutes of bid preparation, VMG Group's estimator did not accurately tally the total amount of the cost components that formed the lump sum quotation for the roof replacement pay item. As a result, VMG Group requested withdrawal of its bid.

The Law and Maintenance Departments reviewed the circumstances of VMG Group's bid

mistake and agreed that VMG Group may withdraw. The Acting Director of Maintenance and General Counsel therefore recommend that the Authority award Contract No. P500.295 to the next lowest bidder, Pravco, Inc. in the amount of \$185,000.00. This proposal may be compared to the Engineer's Estimate of \$213,500.00. Pravco, Inc. has previously performed similar work for the Authority and is considered competent to complete this contract.

This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51, (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-1 et seq. and N.J.A.C. 19:9-2-2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The Authority's Consultant, Roof Maintenance Systems, Inc., concurs with this recommendation.

It is anticipated that all work under this contract shall be performed and completed on or before May 1, 2013.

067-02-2013

In a document dated February 5, 2013, **a Recommendation to Award Contract No. T500.287 for the New Jersey Turnpike to Winchester Roofing for the Roof Replacement at Molly Pitcher Service Area, Milepost 71.1 S, Supplemental Capital Fund No. 08007019, in an amount of \$388,750.00,** was approved.

This contract involves the roof removal and replacement at Turnpike Molly Pitcher Service Area, (MP 71.1 S) in Middlesex County, New Jersey.

Thirteen (13) bid proposals were received on January 25, 2013 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$388,750.00 may be compared to the Engineer's Estimate in the amount of \$422,000.00. Winchester Roofing Corp. has not previously performed work for the Authority but is considered competent to complete this contract.

It is therefore recommended that Contract No. T500.287 be awarded to the low bidder, Winchester Roofing Corp., Inc. of Turnersville, New Jersey in the amount of \$388,750.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids were procured and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

The General Consultant, HNTB Corporation, concurs with this recommendation.

(NJTA Board Meeting – 02/26/2013)

068-02-2013

In a document dated February 7, 2013, **a Recommendation for Final Acceptance, Contract T700.152 to B & H Contracting, Inc. for the Turnpike Service Area 3S Sewage Pump Station Replacement, Ten Year Capital Program Fund No. 39005013, in an amount due to the contractor of \$7,451.16,** was approved.

This contract involved the construction of a new sewage pump station, which replaced the existing sewage pump station at Service Area 3S, Walt Whitman Service Area (MP 30.2 S) Cherry Hill, in Camden County, New Jersey. The contract was awarded December 2, 2010 to the low bidder B & H Contracting, Inc., 1022 Black Horse Pike, Folsom, NJ in the total amount of \$360,100.00.

During the course of the contract, there was 1 Change Order for a total increase of \$12,457.79 adjusting the final total amount of this contract to \$372,557.79.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer's Final Certification, Maintenance Bond, Affidavit of Prevailing Wage and the Final Payment Certificate (4F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Contractor has certified that there are no liens outstanding against the Contractor.

We concur and recommend that Contract T700.152 be accepted, and that final payment in the amount of \$7,451.16 be made to the Contractor.

On motion by Commissioner Hodes and seconded by Commissioner Diaz, the Authority unanimously approved item nos. 064-02-2013 through 068-02-2013, and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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PROCUREMENT ("PMM")

Director of Purchasing Andrea Ward requested approval of item numbers 069-02-2013 through 081-02-2013. Moved as a group those items are as follows:

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PUBLIC BIDS SOLICITATIONS

069-02-2013

In a document dated February 11, 2013, **a Recommendation for Propane-Powered Forklifts to Cherry Valley Tractor Sales, Inc., R-97840, Budget Code 00 040 540 650080 04008033, in an amount of \$71,930.00,** was approved.

Authorization is requested to award a contract for two, 5000 lb. lift capacity propane-

powered forklifts. The equipment will be used to move inventory items at the Garden State Parkway Central Warehouse and Turnpike Southern Division facilities. Bidders were required to bid unit and total prices for the equipment. The bid was fully advertised and the five vendors listed in the Authority’s database for the referenced commodity were notified of the procurement. On February 5, 2013 one bid was received as follows:

<u>Vendor</u>	<u>Unit Price</u>	<u>Total Bid Price</u>
Cherry Valley Tractor Sales, Inc., Marlton, NJ	\$35,965.00	\$71,930.00

This bid was procured, and authorization is being sought to award this contract, in accordance with N.J.S.A. 27:23-1 et seq., the Authority’s enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). This award is also contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award a contract to Cherry Valley Tractor Sales, Inc. for a total amount not to exceed \$71,930.00.

070-02-2013

In a document dated February 11, 2013, **a Recommendation for Delineator Posts and Parts to Garden State Highway Products, Inc., RM-97427 / RM-97429, Budget Code Various, in an amount of \$70,727.10**, was approved.

Authorization is requested to award a contract for delineator posts and parts for inventory as well as backup for existing parts. These items will be used for traffic control at Turnpike toll plazas. Bidders were required to bid unit and total prices for twelve line items included in the bid. The bid was fully advertised and the seven vendors listed in the Authority’s database for the referenced commodity were notified of the procurement. On January 31, 2013 five bids were received as follows: (Unit prices can be obtained from the Procurement and Materials Management Department.)

<u>Vendor</u>	<u>Total Price</u>
Garden State Highway Products Inc., Vineland, NJ	\$ 70,727.10
Atlas Flasher & Supply Co., Inc., Mickleton, NJ	\$ 74,672.20
Traffic Safety Service LLC, So. Plainfield, NJ	\$ 76,834.90
Highway Technologies, Inc., Carlstadt, NJ	\$ 77,537.50
Delta Sales Corp. d/b/a South Penn Delta, Selbyville, DE	\$ 79,476.10

Departmental Estimate: \$110,000.00

The low bid amount is significantly below the Departmental Estimate. The estimate was based on list prices for the items; however, the Authority benefits from competitive discounted pricing from the bidders.

Bids were procured, and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). These awards are also contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award a contract for delineator posts and parts to Garden State Highway Products, Inc. in an amount not to exceed \$ 70,727.10, subject to funding availability at the time of ordering.

071-02-2013

In a document dated February 12, 2013, **a Recommendation for 4-Wheel Drive Pick-up Trucks to Chas S. Winner, Inc. d/b/a Winner Ford, R-97845, Budget Code 00 040 540 650080 04008033, in an amount of \$307,637.00**, was approved.

Authorization is requested to award a contract for 11 extended cab 4-wheel drive pick-up trucks which will replace existing aging fleet vehicles on both roadways. Bidders were required to quote unit and total prices for the trucks. The bid was fully advertised and the nine vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On February 5, 2013 bids were received as follows:

<u>Vendor</u>	<u>Unit Price</u>	<u>Total Bid Price</u>
Winner Ford, Cherry Hill, NJ	\$27,967.00	\$307,637.00
Mall Chevrolet, Cherry Hill, NJ	\$30,235.00	\$332,585.00

Departmental Estimate \$275,000.00

Bids were procured, and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). This award is also contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award a contract to Chas S. Winner, Inc. d/b/a Winner Ford for a total amount not to exceed \$307,637.00.

072-02-2013

In a document dated February 15, 2013, **a Recommendation for Spreader Parts to Montage Enterprise, Inc. and Trius, Inc., RM-97013 / RM-97662, Budget Code Various, in an amount of \$134,175.91**, was approved.

Authorization is requested to award two contracts for spreader parts which will be kept in

inventory for Maintenance equipment. The bid was divided into three brands: A) Swenson (8 line items); B) Young Powertech (2 line items); and C) Air Flow (16 line items). Bidders could bid on one or more brands. Bidders were required to bid unit and total prices for the line items of each brand and a discount off manufacturer's list prices for parts not listed. The bid was fully advertised and the eight vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On January 30, 2013 two bids were received as follows: (Unit prices can be obtained from the Procurement and Materials Management Department.)

<u>Vendor</u>	A) Swenson Parts	C) Air Flow Parts
	<u>Total Price/Discount</u>	<u>Total Price/Discount</u>
Montage Enterprise Inc., Blairstown, NJ	\$70,847.38/ 2%	\$69,968.75 /0%
Trius Inc., Bohemia, NY	\$79,343.60/10%	\$63,329.53/12%

Departmental Estimate (both brands): \$147,000.00

No bids were received for the Young Powertech parts. This contract will be re-bid in the near future. Bids were procured, and authorization is being sought to award this contract in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.2, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). These awards are also contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award contracts for Spreader Parts to 1) Montage Enterprise Inc. in an amount not to exceed \$70,847.38 and Trius Inc. in an amount not to exceed \$63,329.53, both subject to funding availability at the time of ordering.

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STATE CONTRACTS AND FEDERAL CONTRACTS

073-02-2013

In a document dated February 13, 2013, **a Recommendation for Touch Screen Terminals to Howard Industries, Inc., R-98146, Budget Code 00 040 830 650070 04028038, State Contract No. 70264, expiring 8/31/14, in an amount of \$42,810.00,** was approved.

The Integrated Technology Services (ITS) Department requisitioned 30 touch screen terminals for the Authority's Terminal Replacement Project ("Project"). The goal of the Project, which commenced in 2008, is to maintain the integrity of the Authority's toll collection system by replacing the existing toll lane touch screen terminals with modern, more reliable terminals. The current toll lane touch screens were installed at the advent of E-ZPass and consequently are at the end of their useful lives. In addition, obtaining replacement parts for the current touch screens is difficult due to their age. The replaced terminals, however, will be used as spares for existing touch screen terminals on toll lanes on both roadways.

This contract will be procured in accordance with N.J.S.A. 27:23:6-1 and N.J.A.C. 19:9-2.5(a), which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey. This contract will be procured through State Contract No. 70264 which expires August 31, 2014.

Accordingly, authorization is requested to award the referenced State Contract to Howard Industries Inc. in the amount not to exceed \$42,810.00.

074-02-2013

In a document dated February 11, 2013, **a Recommendation for Heavy Duty Truck Parts (Modification) to Transaxle Corp., Contract No.821, RM-97937, Budget Code Various, State Contract No. 69731 expiring 6/30/13, in an amount of \$10,000.00**, was approved.

These parts are heavily used on maintenance equipment during snow removal for both roadways. Contract No. 821 was procured under New Jersey State Contract No. 69731 which has been extended through June 30, 2013. Funds have been depleted under Contract No. 821, and the Maintenance Department requests an increase in the amount of \$10,000.00 to purchase parts and supplies through the remaining term of the State Contract.

Contract No. 821 was procured under New Jersey State Contract No. 69731 in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, approval is requested to increase the authorized amount of Contract No. 821 with Transaxle Corporation by \$10,000.00, for a new total authorized amount of \$40,000.00, subject to funding availability at the time of order.

075-02-2013

In a document dated February 12, 2013, **a Recommendation for 2013 Ford Explorers 4-Door 4-Wheel Drive Vehicles to Celebrity Ford d/b/a Beyer Ford, LLC, R-97846, Budget Code 00 040 540 650080 04008033, State Contract No. 83013, Expiring 10/29/13, in an amount of \$149,652.00 (\$24,942.00 each)**, was approved.

The Maintenance Department requisitioned six Ford "Explorers" 4-door, 4-wheel drive vehicles. These vehicles are part of the Authority's Vehicle Replacement Program to replace old, high mileage vehicles which have become very expensive to maintain. These high mileage vehicles have greater than average maintenance and repair costs, and thus, replacement becomes more cost effective. The vehicles being replaced will be salvaged and sold at surplus auction.

These vehicles are available to be purchased from Beyer Ford, LLC under New Jersey

State Contract No. 83013 at a unit price of \$24,942.00. This contract will be procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006).

Accordingly, authorization is requested to award the referenced State Contract to Beyer Ford, LLC for a total amount not to exceed \$149,652.00.

076-02-2013

In a document dated February 12, 2013, **a Recommendation for 2013 Chevrolet Impala 4- Door Sedan to Hertrich Fleet Services Inc., R-97861, Budget Code 00 040 540 650080 04008033, State Contract No. 83036, Expiring 10/8/13, in an amount of \$52,218.00 (\$17,406.00 each)**, was approved.

The Automotive Services Section requisitioned three Chevrolet "Impala" 4-door sedans. These vehicles are part of the Authority's Vehicle Replacement Program to replace old, high mileage vehicles which have become very expensive to maintain. These high mileage vehicles have greater than average maintenance and repair costs, and thus, replacement becomes more cost effective. The vehicles being replaced will be salvaged and sold at surplus auction.

These vehicles are available to be purchased from Hertrich Fleet Services, Inc. under New Jersey State Contract No. 83036 at a unit price of \$17,406.00. This contract will be procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006).

Accordingly, authorization is requested to award the referenced State Contract to Hertrich Fleet Services, Inc. in an amount not to exceed \$52,218.00.

077-02-2013

In a document dated February 12, 2013, **a Recommendation for 2013 Ford Focus S Sedans to Celebrity Ford d/b/a Beyer Ford, LLC, R-97856, Budget Code 00 040 540 650080 04008033, State Contract No. 83035, Expiring 10/8/13, in an amount of \$84,000.00 (\$14,000.00 each)**, was approved.

The Automotive Services Section requisitioned six Ford "Focus" 4-door S sedans. These vehicles are part of the Authority's Vehicle Replacement Program to replace old, high mileage vehicles which have become very expensive to maintain. These high mileage vehicles have greater than average maintenance and repair costs, and thus, replacement becomes more cost effective. The vehicles being replaced will be salvaged and sold at surplus auction.

These vehicles are available to be purchased from Beyer Ford, LLC under New Jersey State Contract No. 83035 at a unit price of \$14,000.00. This contract will be procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006).

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Accordingly, authorization is requested to award the referenced State Contract to Beyer Ford, LLC in an amount not to exceed \$84,000.00.

078-02-2013

In a document dated February 12, 2013, **a Recommendation for Actuate (Software) Renewal Maintenance Contract to Dell Marketing, LP, R-98140, Budget Code 00 010 830 121020, State Contract No.77003 Expires 6/30/2015, in an amount of \$135,688.45,** was approved.

Contract. The Actuate software is a tool extensively used by the electronic toll collection software engineering Team to create on-demand and pre-generated toll audit and reconciliation reports. This tool minimizes the server and database resource loads resulting from large monthly/yearly report generation, allowing instantaneous access. In addition, this contract will ensure continued support from Dell Marketing for critical production and development services, as well as the creation of essential business information needed to monitor and control toll operations.

This contract will be procured in accordance with N.J.S.A. 27:23:6-1 and N.J.A.C. 19:9-2.5(a), which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey. The contract will be procured through State Contract No. 77003 which expires June 30, 2015.

Accordingly, authorization is requested to award a one-year contract to Dell Marketing in the amount of \$135,688.45 for the period April 1, 2013 through March 31, 2014.

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PROFESSIONAL SERVICES

079-02-2013

In a document dated February 13, 2013, **a Recommendation for Real Estate Professional Services (Modification) to Various Firms, RM-98240, Budget Code Various, in an amount of \$550,000.00,** was approved.

On January 29, 2013, the Board of Commissioners approved, in Agenda Item 034-01-2013, the award of contracts to 11 firms to perform Real Estate Professional services ("Services") for the Authority in the following areas: 1) Real Estate Consultants; 2) Certified and Licensed Appraisers; 3) Licensed Professional Planners and 4) Relocation Consultants. The contracts required, among other things, that the awarded firms provide the Authority with certificates of insurance complying with the requirements set forth in the underlying request for qualification ("RFQ"). While, the firms provided proof of some insurance, the majority of the firms could not comply with all insurance requirements, especially the limits for the Professional Liability ("E & O") insurance. Given the nature of the services, E & O insurance is essential to protect the

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Authority's interests. In order to provide a level playing field for all proposers, staff recommends reducing the insurance coverage required to comport with current standards for insurance coverage in the real estate industry. Accordingly, authorization is requested to rescind the awards for all the contracts and to immediately re-solicit the RFQ with revised insurance requirements.

Furthermore, in light of the critical nature of ongoing real estate projects, the Authority must continue to obtain Services from Real Estate Professionals pending re-solicitation and establishment of new contracts. In 2009, the Authority had awarded contracts to 11 Real Estate Professionals for Services in the fields of 1) Real Estate Consultant; 2) Certified and Licensed Appraisers; 3) Licensed Professional Planners and 4) Relocation Consultants. These contracts were for terms of two years with two, one-year options to extend. Subsequently, the Authority, in Agenda Item 312-09-2011, had exercised its option to extend the contracts for the first one-year term. That term expired in October 31, 2012. Staff recommends that these contracts be extended through June 30, 2013 to allow for the re-solicitation process. Accordingly, authorization is requested to extend the contracts with the Real Estate Professionals listed below through June 30, 2013 in a total amount not to exceed \$550,000.00, subject to availability at the time of service:

Real Estate Consultants:

Cornerstone Group, New York, NY

O.R. Colan Associates, Union, NJ

Value Research Group, Livingston, NJ

Certified and Licensed Appraisers

Ard Appraisal Company, Clark, NJ

Gagliano & Company, Shrewsbury, NJ

Integra Realty Resources, Whippany, NJ

Ronald Curini Appraisal Co., Hamilton, NJ

Stack Coolahan & Stack, Hoboken, NJ

Sterling DiSanto & Associates, Somerville, NJ

Licensed Professional Planners:

CME Associates, Inc., Parlin, NJ

Phillips Preiss Shapiro Associates, Hoboken, NJ

Relocation Consultants:

Cornerstone Group,

O.R. Colan Associates, Union, NJ

Phillips Preiss Shapiro Associates, Hoboken, NJ

The process for procurement of the Services was conducted in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.1(b) promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

On motion by Treasurer DuPont and seconded by Commissioner Becht, the Authority unanimously approved of item numbers 069-02-2013 through 079-02-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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GENERAL BUSINESS

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ITS / ETC Section

Director of ETC Dennis Switaj requested approval of item number 080-02-2013. ED Hakim stated that this item is a recommendation to exercise the last two (2) year extension option with Xerox (formerly ACS). This negotiation with Xerox, which is the Authority's E-ZPass vendor, is reflective of this administration's continued efforts to provide savings. In this case, the Authority will see approximately \$38 million in savings from now until the end of this contract, which is July 31, 2016. Moved is the item as follows:

080-02-2013

In a memorandum dated February 14, 2013, **a Recommendation to Exercise the Final 2-Year Extension of the Authority's Professional Services Agreement with Xerox, Amend Certain Terms of the Agreement, and Issue Supplement "Y" to the Agreement**, was approved.

The New Jersey Turnpike Authority ("Authority") is the lead agency administering the New Jersey E-ZPass Customer Service Center, which handles back office operations for the Authority, South Jersey Transportation Authority, Delaware River Port Authority, Delaware River and Bay Authority, and Burlington County Bridge Commission. Xerox ("Xerox") is the Authority's contractor for the operation and maintenance of the New Jersey E-ZPass electronic toll collection customer service center ("CSC") and violation processing center ("VPC"). The Authority entered into a Professional Services Agreement ("Agreement") with Xerox. The Agreement's term was August 1, 2002 through July 31, 2012. The Agreement provides for two (2) two-year options, which the Authority, at its sole discretion, may exercise to continue the services of Xerox, or such parts thereof as shall be desired by the Authority. In 2011, the Authority, in exchange for contractual savings, exercised the first of the Agreement's 2-year extension periods thereby extending the term of the Agreement through July 31, 2014.

Recently, Xerox approached the Authority offering further contractual savings in exchange for the Authority exercising the final 2-year extension period of the Agreement. Thereafter, the Authority, acting on behalf of all agencies represented in the New Jersey E-ZPass Customer Service Center, commenced negotiations with Xerox regarding additional modifications to the Agreement. Negotiations with Xerox focused on the following two (2) issues: (1) reducing

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the cost of the Agreement for the remainder of the existing term, January 1, 2013 through July 31, 2014; and (2) further reducing costs during the period of second 2-year option period, August 1, 2014 through July 31, 2016.

Based on current terms, staff estimates that contract costs for the period January 1, 2013 through July 31, 2016 will be \$254 million. As a result of negotiations with Xerox, these contract costs could be reduced to \$216 million, a reduction of \$38 million, or 15%.

This reduction is the result of the following:

- Revision of the E-ZPass violation administrative fee payment structure
- Reduction in fixed fees

The alternative to extending the Agreement is issuing a Request for Proposal ("RFP") no later than March of 2013. A RFP would allow Xerox and other vendors to competitively bid to provide the E-ZPass services currently provided by Xerox. Although any new contract stemming from an RFP process will potentially achieve savings comparable to these renegotiated contract costs with Xerox, the Authority would not benefit from the savings as negotiated with Xerox between January 2013 and July 31, 2014, estimated at \$12.2 million.

Based on the foregoing, staff respectfully recommends that the Authority exercise the final 2-year extension period in the Agreement in exchange for the savings offered by Xerox. Staff further recommends that the Authority issue Supplement "Y" to the Agreement to modify the terms of the Agreement through the remainder of the first extension period, and to exercise the second extension option from August 1, 2014 through July 31, 2016, in accordance with the terms set forth above. It is estimated that the Authority's costs under the Agreement during the second two-year extension period will total \$120 million. Finally, staff recommends that authority be delegated to the Executive Director to execute any and all documents necessary to effectuating both the Authority's exercising of the 2-year extension period and the contractual modifications to the Agreement outlined herein.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved of item number 080-02-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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FINANCE

CFO Donna Manuelli requested approval of item numbers 081-02-2013 and 087-02-2013 through 089-02-2013. Manuelli stated that the Authority needs authorization to take advantage of favorable market conditions and refund for savings some of its variable rate debt. The intention is to add additional series of variable rate debt; the Authority is not requesting to approve any additional new money. At this time the Authority is evaluating whether to do a private or public offering and the resolutions requested for approval today will authorize the Authority's administration to have the most flexibility in that regard. Moved are the items as follows:

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081-02-2013

Chief Financial Officer Donna Manuelli presented the **Financial Summary** for the one (1) month ended January 31, 2013.

087-02-2013

In a memorandum dated February 21, 2013, **Authorization to Adopt Second Supplement to the Series 2012 Turnpike Revenue Bond Resolution**, was approved.

The New Jersey Turnpike Authority's Series 2012 Turnpike Revenue Bond Resolution, adopted March 27, 2012 (the "Series 2012 Resolution"), authorized the Authority to: (i) issue one or more Series of Bonds in an aggregate principal amount not exceeding \$1,250,000,000 for the purpose of refunding all or portions of certain series of Outstanding Bonds, including the Series 1991D Bonds, Series 2003A Bonds, Series 2004C-1 Bonds, Series 2005C Bonds, and Series 2009E Bonds; (ii) take certain actions relating thereto; (iii) take certain actions relating to the conversion and remarketing of the Series 1991D Bonds; (iv) take certain actions relating to Credit Facilities and/or Alternate Standby Agreements with respect to the Series 1991D Bonds, Series 2009C Bonds and/or Series 2009D Bonds; and (v) take certain actions relating to the Series 1991D Swap Agreement.

On July 29, 2012, the Board of Commissioners adopted the First Supplement to the Series 2012 Resolution ("First Supplement"), which authorized a \$350 million increase in the not to exceed principal amount of the Series 2012 Bonds from \$1,250,000,000 to \$1,600,000,000. The definition of refunded bonds was amended to include the Series 1991C Bonds, Series 2003B Bonds, Series 2009C Bonds, and Series 2009D Bonds. The First Supplement also provided that the Series 2009C and Series 2009D swap agreements may be amended, supplemented, terminated and/or re-identified to other bonds, and various other related provisions were added or amended. The First Supplement also allowed refunding bonds to be issued as taxable bonds and provide for a refunding of those taxable bonds on a tax-exempt basis in 2013 at the earliest date allowed by current tax laws. The First Supplement also authorized the issuance of up to \$458,000,000 of Series 2013 Bonds for the purpose of refunding in calendar year 2013 on a tax-exempt basis a portion of the Series 2012 Bonds that are issued as taxable bonds in 2012.

At this time, it is necessary to adopt the Second Supplement to the Series 2012 Turnpike Revenue Bond Resolution ("Second Supplement") due to an incorrect maximum initial interest rate that was included in the First Supplement. The Second Supplement provides that the maximum initial interest rate for any refunding bonds issued under the Series 2012 resolution shall not exceed 2.5% if sold on a public basis and the maximum initial interest rate shall not exceed 3.5% for any refunding bonds sold on a private basis. This will make the terms of the Series 2012 Resolution consistent with the terms of the Amended and Restated Series 2013

Resolution. The change also reflects market conditions which are more beneficial to the Authority because they allow for longer terms for public and private floating rate notes. But it is not expected that the initial floating rate on either a public or private basis will be close to the maximum rate. There are no other changes to the Series 2012 Resolution or the First Supplement.

It is therefore respectfully recommended that the Board of Commissioners adopt the Second Supplement in substantially the form attached hereto, and authorize the Executive Director to execute any and all documents necessary to finalize this document, and others as may be necessary to complete the transactions authorized by the Series 2012 Resolution, the First Supplement and the Second Supplement.

088-02-2013

In a memorandum dated February 21, 2013, **Authorization to Adopt Second Amended and Restated Series 2013 Turnpike Revenue Bond Resolution**, was approved.

At its December 19, 2012 meeting, the Authority's Board of Commissioners (the "Board") approved the adoption of the Series 2013 Turnpike Revenue Bond Resolution (the "Series 2013 Resolution"). The Series 2013 Resolution authorized the Authority to issue up to \$1.4 billion of Turnpike Revenue Bonds, which will provide funding for the Authority's \$7 billion Capital Investment Program. At its January 29, 2013 meeting, the Board adopted the Amended and Restated Series 2013 Turnpike Revenue Bond Resolution (the "Amended Series 2013 Resolution"), which authorized, if in the best interest of the Authority: (a) the issuance of up to \$600,000,000 of refunding bonds on a tax-exempt or taxable basis; and (b) the amendment, termination, or replacement of the Series 2003C-1 Interest Rate Swap Agreement. In addition, the Amended Series 2013 Resolution also provided for the issuance of up to \$1.4 billion of new money bonds as originally authorized in December 2012.

Through discussions with its financing team, the Authority has determined that the market for publicly issued variable rate debt in the form of floating rate notes has continued to strengthen, with investors willing to provide favorable terms and pricing. Consequently, the Authority may have the ability to refinance a portion of its variable rate debt portfolio for savings and/or more favorable terms. The variable rate debt that is currently outstanding as floating rate notes is as follows: \$225 million Series 2011A bonds, \$50 million Series 2011B bonds, \$71 million Series 2012C bonds, \$150 million Series 2012D bonds, \$150 million Series 2012E bonds, \$43.75 million Series 2012F bonds, and \$43.75 million Series 2012G bonds. These variable rate bonds are currently issued as floating rate notes held privately by commercial banks. The Series 2012C-F bonds currently bear interest at a taxable rate and are expected to be refinanced as Series 2013 tax-exempt floating rate notes privately held by commercial banks with similar terms and conditions as the Series 2012C-F bonds. The Series 2013 refunding bonds were authorized

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through the adoption of the First Supplement to Series 2012 Turnpike Revenue Bond Resolution approved at the July 29, 2012 Board of Commissioners Meeting. The Series 2012G bonds bear interest at a tax-exempt rate and were not originally intended to be refunded in 2013.

The Authority intends to negotiate with the current holders of its variable rate floating rate notes to see if they are willing to amend the pricing on their existing bonds to match the pricing that can be achieved in the public market. If those negotiations are not successful, then the Authority may choose to close the refunding of the Series 2012C-F bonds with the commercial banks and then refund the replacement Series 2013 bonds through a public offering to either produce savings and/or more favorable terms and conditions.

Accordingly, the Second Amend Series 2013 Resolution provides for: (a) the issuance of up to \$1.35 billion of refunding bonds (increased from the original authorization of \$600 million), to include the potential refunding of the Series 2003C-1 bonds, the Series 2005A bonds, the Series 2005C bonds, the Series 2011A bonds, the Series 2011B bonds, the Series 2012G bonds and any Series 2013 bonds which refunded the Series 2012 C-F bonds; and (b) the amendment, termination, or replacement of the Series 2003C-1, Series 2011A, Series 2011B, Series 2012G and Series 2013 Interest Rate Swap Agreements.

The proposed Second Amended and Restated Series 2013 Resolution provides potential debt service savings through refinancing of fixed rate debt, the conversion or refinancing of higher priced variable rate debt by eliminating the need for bond insurance and debt service savings and/or more favorable terms through the issuance of public floating rate notes. In addition, the proposed Second Amended and Restated Series 2013 Resolution authorizes the previously approved new money issuance of up to \$1.4 billion to continue funding the Authority's \$7 billion Capital Investment Program. Therefore, it is respectfully recommended that the Board approve the proposed Second Amended and Restated Series 2013 Turnpike Revenue Bond Resolution in substantially the form attached hereto, and authorize the Executive Director to execute any and all documents necessary to finalize this document, and others as may be necessary to complete these transactions.

Your approval of this recommendation is respectfully requested.

089-02-2013

In a memorandum dated February 21, 2013, a **Recommendation to Amend Award for Professional Services Agreement for Investment Banking Services for Senior Manager, Co-Senior Manager and Co-Manager**, was approved.

At its January 29, 2013 meeting, the Authority's Board of Commissioners approved awards for Investment Banking Services to fourteen firms. The award was made to two different underwriting syndicates. The first syndicate was awarded the bond underwriting work for up to \$1.4 billion of new money bonds to provide continued funding for the \$7 billion capital program. The second syndicate was awarded the bond underwriting work for up to \$600 million of

refunding bonds, including fixed rate refundings for savings and variable refundings to replace one liquidity provider. It is expected that the variable rate refunding would be in the form of publicly sold floating rate notes.

Since the time the Investment Banking Services Request for Proposal was issued, the market for publicly issued variable rate debt in the form of floating rate notes has continued to strengthen, with investors willing to provide favorable terms and pricing. Based on this, the Authority may have the ability to refinance a portion of its variable rate debt portfolio for savings and/or more favorable terms. The variable rate debt that is currently outstanding as floating rate notes is as follows: \$225 million Series 2011A bonds, \$50 million Series 2011B bonds, \$71 million Series 2012C bonds, \$150 million Series 2012D bonds, \$150 million Series 2012E bonds, \$43.75 million Series 2012F bonds, and \$43.75 million Series 2012G bonds. These variable rate bonds are currently issued as floating rate notes held privately by commercial banks. The Series 2012C-F bonds currently bear interest at a taxable rate and are expected to be refinanced as Series 2013 tax-exempt floating rate notes privately held by commercial banks with essentially the same terms and conditions as the Series 2012C-F bonds. The Series 2013 refunding bonds were authorized through the adoption of the First Supplement to Series 2012 Turnpike Revenue Bond Resolution approved at the July 29, 2012 Board of Commissioners Meeting. The Series 2012G bonds bear interest at a tax-exempt rate and were not originally intended to be refunded in 2013.

The Authority intends to negotiate with the current holders of its variable rate floating rate notes to determine whether they are willing to amend the pricing on their existing bonds to match the pricing that can be achieved in the public market. If those negotiations are not successful, then the Authority would like to issue floating rate notes to refund those bonds, which can produce either savings or more favorable terms in the public market. As an alternative, the Authority may also choose to close the refunding of the Series 2012C-F bonds with the commercial banks and then refund the replacement Series 2013 bonds through a public offering. In order to issue bonds in the public market, the Authority needs to amend its award to the refunding syndicate to include these additional bonds. It should be noted that the original refunding award included the \$225 million Series 2003C-1 bonds which would be issued as publicly offered floating rate notes, so the inclusion of these additional refunding candidates in the award represents the most efficient, cost effective alternative as they will be sold and marketed to the same investor community as the Series 2003C-1 bonds.

The refunding syndicate awarded at the January 29, 2013 meeting is as follows:

Role	Firm
Senior Manager	Citigroup Global Markets, Inc.
Co-Senior Manager	RBC Capital Markets
Co-Manager	PNC Capital Markets
Co-Manager	Raymond James Morgan Keegan
Co-Manager	Loop Capital Markets
Co-Manager	Mesirow Financial, Inc.

Based on the above, it is recommended that the award to the refunding syndicate above made at the January 20, 2013 Board of Commissioners meeting be amended to include up to \$750 million of refunding bonds to be used to refund the Series 2011A, Series 2011B, and the Series 2012C-G bonds (or the replacement Series 2012C-F bonds). This will bring the total award not to exceed \$1.35 billion of refunding bonds. It should be noted that this award represents the maximum amount of bonds that can be refunded. At this time, however, the refunding of the \$225 million Series 2011A bonds, the \$50 million Series 2011B bonds, the \$43.75 million Series 2012F bonds, and the \$43.75 million Series 2012G bonds do not produce economic savings but are being included in the award in the event that economic savings and/or more favorable terms can be achieved in the public market. The refunding issue will continue to be at Citigroup's proposed takedown of \$1.9275 per thousand plus underwriting expenses, consistent with the original award.

Authorization is requested to delegate to the Executive Director the authority to enter into bond purchase agreements with the firms listed above for the potential refunding of various bonds when needed. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization. No funds will be encumbered because payments to the underwriters will be made from the cost of issuance from bond proceeds. These awards are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same. In addition, the award for the bond refunding(s) is subject to the approval of the Second Supplement to the Series 2012 Turnpike Revenue Bond Resolution, and the Amended and Restated Series 2013 Turnpike Revenue Bond Resolution by the Authority's Board of Commissioners, the Governor, and State Treasurer.

On motion by Treasurer DuPont and seconded by Commissioner Diaz, the Authority unanimously approved of item numbers 081-02-2013 and 087-02-2013 through 089-02-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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OPERATIONS

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Director of Operations Sean Hill requested approval of item numbers 082-02-2013 through 085-02-2013. Moved the item as follows:

082-02-2013

Director of Operations Sean Hill requested acceptance of the **Resume of All Fatal Accidents** for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2013 through 02/12/2013; both with 2012-2013 Yearly Comparisons through January, 2013.

083-02-2013

In a document dated February 13, 2013, **a Recommendation to Issue Order for Professional Services No. A3488 to Stantec Consulting Services, Inc., RM-98550, for On-Call Professional Traffic Engineering Consultant Services, Various Special Project Reserve Funds, in an amount \$1,000,000.00**, was approved.

This OPS provides for on-call professional traffic engineering and transportation planning services to be utilized by the Operations Department. General consulting services will be required to provide a variety of task oriented work assignments of various lengths and scopes during the period of engagement. It is anticipated that work assignments related to traffic safety and roadway improvements, transportation planning and modeling, congestion management and intelligent transportation systems will be authorized. Contract services will be performed for a two-year term, with an option for a one-year extension as authorized by, and in the sole discretion of the Authority. The authorized amount for this on-call professional service contract will be a not to exceed amount of \$1,000,000. The maximum value of an individual work assignment under the OPS will be \$250,000.

This assignment is classified as a "Simple Project" based on the scope of work being clearly defined and not likely to change during the course of the project, and the fee not exceeding \$2,000,000. The Solicitation for Expressions of Interest (EOI's) was posted on the Authority's website on January 4, 2013. Thirteen Engineering firms were prequalified and eligible under Profile Code A254 - Parking Facilities, Profile Code A257- Roadside Safety Features, Profile Code A500 – Traffic Control Systems, A501 Automatic Traffic Control & Surveillance Systems, Profile Code D491- Transportation Planning: Alternative Analysis and Profile Code D492 - Traffic Engineering: Data Collection & Traffic Modeling. Six firms submitted EOI's by the closing date of January 30, 2013.

The scoring of the EOI's by the Review Committee resulted in the following order of ranking: 1)Stantec Consulting, 2) Louis Berger Group, 3) CH2M Hill, 4) RBA Group, 5) Greenman Pedersen, Inc. and 6) McCormick Taylor.

It is, therefore recommended that Order for Professional Services No. A3488 be issued to the firm of Stantec Consulting of Rochelle Park, New Jersey, in the not to exceed amount of \$1,000,000. The amount includes reimbursement of direct salaries times a multiplier of 2.8, based on a 10% allowance for profit and an overhead rate of 154.5%, the individual firm's overhead rate as determined by Federal Audit Regulation (FAR) procedures, whichever is less, plus authorized, direct non-salary expenses. The award is contingent upon the Treasurer of the

State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

084-02-2013

In a document dated February 8, 2013, **a Recommendation to Issue Extension to Order for Professional Services No. A3322 to CDM Smith, Inc., R-98624, General Traffic Engineering Services, One Year Extension to March 22, 2014, in an amount of \$198,000.00,** was approved.

Following a competitive procurement in accordance with the applicable laws and regulations, the referenced Order for Professional Services (OPS) was awarded to Wilbur Smith Associates (now known as CDM Smith, Inc.) at the January 2010 Commission Meeting to serve as the Authority's General Traffic Engineering Consultant. The OPS was for a period of three years, with three one-year extensions at the discretion of the Authority. The initial three-year period expires on March 22, 2013.

The original authorized amount for OPS A3322 was \$1,594,000.00 which included \$1,000,000.00 to directly provide engineering services during the initial three-year term to support bond issuances to be paid through future bond proceeds. The remaining \$594,000.00 was for a retainer of \$16,500.00 each month for the initial three-year period for general traffic engineering base services to be funded out of the Authority's Operating Budget. Of the initial \$1,000,000.00, \$518,000.00, which is authorized for engineering services to support bond issuances, remains unspent to date.

Staff recommends that the first one-year extension period for OPS A3322 be exercised.

It is anticipated that the remaining authorized funds of \$518,000.00 are sufficient for CDM Smith, Inc. to provide traffic engineering services to support future bond issuances; no additional funds are requested for that purpose. However, additional funds in the amount of \$198,000.00 are requested to pay the \$16,500.00 monthly retainer to CDM Smith, Inc. for the initial one-year extension period. These additional funds will increase the total authorized amount of OPS A3322 from \$1,594,000.00 to \$1,792,000.00.

Accordingly, authorization is requested to exercise the first one-year extension period for OPS A3322. Authorization is further requested to increase the amount of OPS A3322 from \$1,594,000.00 to \$1,792,000.00 and to authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

085-02-2013

In a document dated February 8, 2013, **a Recommendation to Pay Annual Member Agency Membership Dues, R-98428, Transcom, Budget Code No. 10-890-445900, in an amount of \$264,232.00,** was approved.

Transcom is an organization which provides a forum for the reconciliation of operating procedures, improved agency communications and the coordination of construction projects within the metropolitan area. Membership in Transcom helps the New Jersey Turnpike Authority ensure the mobility and safety of its traveling public through the tri-state area via enhanced communication and utilization of the member agencies' existing traffic and transportation management systems.

Per the membership agreement between the New Jersey Turnpike and Transcom, ratified by the Authority's Commissioners on September 29, 2009 and due to expire December 31, 2013, the Authority is required to pay annual membership dues for operating costs. The annual payment to Transcom for 2013 is \$264,232.00.

Accordingly, the Operations Department recommends approval of the 2013 membership dues to Transcom in the amount of \$264,232.00.

On motion by Commissioner Becht and seconded by Treasurer DuPont, the Authority unanimously approved of item numbers 082-02-2013 through 085-02-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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STATE POLICE

Major Leonard Abline requested for approval of item number 086-02-2013. Major Abline stated that State Police are proactive in supporting the Authority's safety program. On March 16th State Police is conducting a Community Awareness Program, which is a checkpoint that was started last year at the Atlantic City Service Area, wherein twelve (12) Troopers will be at the location from 2 p.m. to 10 p.m. Last year State Police held a checkpoint and over 1,000 contacts were made during that time. Moved is the item as follows:

086-02-2013

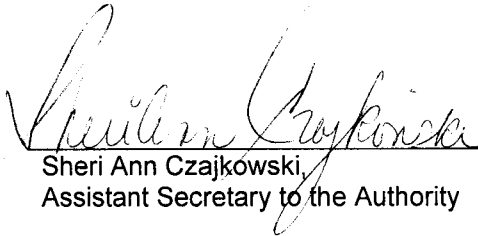
Major Abline requested acceptance of the **New Jersey State Police Troop D Activity Reports**, For January 2013, with 2012 – 2013 Yearly Comparisons.

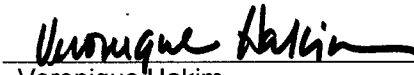
On motion by Vice Chairman Gravino and seconded by Treasurer DuPont, the Authority unanimously accepted the reports contained in item number 086-02-2013 and received same for file.

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The motion to adjourn was made by Treasurer DuPont and seconded by Commissioner Diaz and, after the voice vote, the motion was duly adopted. The Authority adjourned at 10:00 a.m., to meet on Tuesday, March 26, 2013, at 9:30 A.M.

ATTEST:


Sheri Ann Czajkowski
Assistant Secretary to the Authority


Veronique Hakim,
Executive Director

Date: February 26, 2013
