**CERTIFICATION**
**OF**
**NEW JERSEY TURNPIKE AUTHORITY**

I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the December 21st, 2021 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 21st day of December, 2021.**

ATTEST:

Kim Schurman
Secretary to the Authority

John M. Keller
Executive Director

Corporate Seal

Date: **December 21, 2021**

**Received in the Governor's Office December 21, 2021**

Received by:

Print Name

Signature

Veto Period Ends: January 6, 2022
(Write in the date the veto period ends)

State of New Jersey
OFFICE OF THE GOVERNOR
P.O. BOX 001
TRENTON, NJ 08625-0001

PHILIP D. MURPHY
*GOVERNOR*

NOREEN M. GIBLIN, ESQ.
*DEPUTY CHIEF COUNSEL*

**TO:** Kim Schurman Schurman@njta.com

**FROM:** Kelley Trimble, Authorities Unit, Office of the Governor

**DATE:** December 21, 2021

**RE:** **New Jersey Turnpike Authority Minutes**

This email is confirmation that the Authorities Unit received the minutes from the December 21, 2021 board meeting on December 21, 2021. The calculated veto date is January 6, 2022.

Thank you.

Attachment

cc: Jeffry Nielsen

**PROCEEDINGS OF MEETING OF NEW JERSEY TURNPIKE AUTHORITY**
**BOARD OF COMMISSIONERS**
**Tuesday, December 21, 2021**
**ooo0ooo**

Chair Gutierrez-Scaccetti (by tele-conference) called the meeting of the Authority's Board of Commissioners (the Board) into session in the Executive Boardroom of the Authority's Headquarters Building at 1 Turnpike Plaza in Woodbridge, New Jersey, at 9:00 A.M.

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**Moment of Silence**

Chair Gutierrez-Scaccetti asked for a moment of silence to remember all that are being affected by the pandemic and pray for the good health of all of us in 2022.

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**PRESENT by tele-conference**

Present on the call were Chair Gutierrez-Scaccetti, Vice Chair Ulises Diaz, Treasurer Michael DuPont, Commissioner Ronald Gravino, Commissioner John Minella and Commissioner Raphael Salermo. The meeting commenced at 9:03 a.m.

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**ALSO PRESENT by tele-conference (Except as indicated)**

Executive Director John Keller (in person), Deputy Executive Director James Carone, Chief Financial Officer Donna Manuelli; Chief Engineer Robert Fischer, Chief Information Officer Jose Dios (in person); Acting Director of Law Ann Christine Monica; Director of Human Resources Mary-Elizabeth Garrity; Director of Internal Audit Donna Wilser, Director of Operations Kevin Dunn; Director of Procurement and Materials Management Dale Barnfield, Director of Tolls John Pagliarulo; Director of Community and Government Relations Shawn Taylor; New Jersey State Police Major Michael Zimmerman, State Police Troop D; and Secretary to the Authority Kim Schurman (in person).

Also present by tele-conference were: Outside Counsel, Judy Verrone, Esq., of DeCotiis, FitzPatrick, Cole & Giblin, LLP, Governors' Authorities Unit Representative, Janice Venables and Deputy DOT Commissioner Joseph Bertoni.

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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 The Star Ledger and the Asbury Park Press, as well as numerous other newspapers, posted in the main lobby of the Authority's Administration Offices at 1 Turnpike Plaza, Woodbridge, prominently posted on the New Jersey Turnpike Authority's website at www.njta.com and on various social media platforms, including Facebook and Twitter, and notice has been forwarded to the Secretary of State, Trenton, New Jersey. Additionally, as a result of

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COVID-19, Authority public meetings continue to be held telephonically without in-person attendance. Information and instructions regarding telephonic access to the meetings by the public has been posted on the Authority's website.

**Secretary to the Authority Schurman takes Roll Call and the Following Were Present by tele-conference:**

1. Vice Chair Diaz
2. Treasurer DuPont
3. Commissioner Gravino
4. Commissioner Minella
5. Commissioner Salermo
6. Chair Gutierrez-Scaccetti

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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:

- Contract Negotiations

The motion was made by Vice Chair Diaz and seconded by Treasurer 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 9:37 a.m. A motion was made by Treasurer DuPont and seconded by Vice Chair Diaz to resume the public portion of the meeting at 9:38 a.m.

**Secretary to the Authority Schurman takes Roll Call and the Following Were Present by teleconference:**

1. Vice Chair Diaz
2. Treasurer DuPont
3. Commissioner Gravino
4. Commissioner Minella
5. Commissioner Salermo
6. Chair Gutierrez-Scaccetti

The Secretary to the Authority reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Philip D. Murphy received the proceedings of the regular meeting of November 23, 2021; he did not exercise his power to veto any items in those minutes.

Upon motion made by Treasurer DuPont seconded by Vice Chair Diaz the minutes of the meeting was unanimously approved.

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**RECUSALS**

The Secretary to the Authority reported recusals or abstentions submitted for the record:

- No recusals noted

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**PUBLIC COMMENT**

**Barry Kushnir, President of Local 194**

Mr. Kushnir advised that Local 194 wanted to wish everyone Happy Holidays and advised the last 2 years have been challenging and advised Local 194 members continue to work through the pandemic to keep the Turnpike moving. Mr. Kushnir concluded with Local 194 looks forward to working with the Chair and the Turnpike to continue to keep the roadway safe.

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**CHAIR COMMENTS**

Chair Gutierrez-Scaccetti thanked Mr. Kushnir for his continued and unwavering support of transportation in New Jersey and to wish all of the employees both organized and unorganized a very happy holiday season.

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**EXECUTIVE DIRECTOR COMMENTS**

Executive Director Keller advised that at the December 2021 Board Meeting his message to the Authority family was we are 10 months into this pandemic and 10 months into adjusting to ever changing rules, guidelines and protocols and now a year later and somehow we have managed to keep the roadways open, safe and in good repair. Mr. Keller commended the staff and said thank you. Mr. Keller concluded with a wish for a happy, peaceful and most importantly a healthy holiday season.

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**HUMAN RESOURCES**

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 286-12-2021. Moved is the item as follows:

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**286-12-2021**

Human Resources Director Mary Elizabeth Garrity submitted the **Personnel Agenda**, dated December 21, 2021, 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 Gravino 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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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

**ooo0ooo**

**LAW**

Acting Director of Law, Ann C. Monica, requested approval of item numbers 287-12-2021

through 289-12-2021 Moved are the items as follows:

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**287-12-2021**

In a memorandum dated December 6, 2021, **Recommendation to Deem Certain Property Necessary for the Newark Bay-Hudson County Extension Program and Authorization to Take Steps Necessary to Acquire Such Properties, New Jersey Turnpike Section NB-HCE, City of Bayonne, County of Hudson, OPS No. T3820,** was approved.

The New Jersey Turnpike Authority (the "Authority") is in the process of conducting preliminary engineering and environmental services for the Newark Bay-Hudson County Extension Program (the "Program"). The Program includes the widening and rehabilitation of the entire 8.1 mile Newark Bay-Hudson County Extension. To that end, one property, consisting of three (3) parcels as identified on the attached Exhibit A, has been identified as being required for the Program. This property will be utilized to address stormwater management requirements and to provide for the relocation of a connector road. Based on the current design, this property is the first of at least sixty (60) properties that are necessary for the Program. To that end, the Law Department will have to obtain both title work and an appraisal in order to begin the acquisition process. As additional properties become identified as necessary for the Program, further authorization will be requested for the acquisition of such properties.

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.*

Accordingly, it is requested that the Authority's Commissioners deem the property set forth above and further described on the attached Exhibit A necessary for the construction of the Program. In addition, authorization by the Authority's Commissioners is requested to permit the Executive Director, with the assistance of the Law Department, Engineering Department, outside counsel and other Authority consultants, to take all steps necessary to prepare for the acquisition of property required for the Program as listed in Exhibit A attached hereto, and to ratify all steps taken in furtherance of same. This includes but is not limited to entering into negotiations to acquire the property interests and when such negotiations have reached an impasse, that the Executive Director be authorized to commence eminent domain proceedings, including but not limited to depositing the appraised value into court and filing a Declaration of Taking. The final purchase price will be submitted for approval to the Authority's Commissioners in a separate agenda item.

**EXHIBIT A**

| Parcel Area | Title Owner of Property | Block | Lot | City |
|---|---|---|---|---|
| Approx. 6.29 acres | Marist Brothers of the Schools, Inc. | 13 | 1.01 | City of Bayonne |
| Approx. 0.07 acres | Marist Brothers of the Schools, Inc. | 13 | 16 | City of Bayonne |
| Approx. 3.21 acres | Marist Brothers of the Schools, Inc. | 13 | 18 | City of Bayonne |

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**288-12-2021**

In a memorandum dated December 7, 2021, **Authorization to enter into an Agreement with Consolidated Rail Corporation ("Conrail") regarding Preliminary Engineering and Final Design in connection with the Newark Bay-Hudson County Extension Program, Agreement number: 183-21, R-168804, Amount: not to exceed $400,000.00**, was approved.

The Authority is conducting preliminary engineering and environmental services for the Newark Bay-Hudson County Extension ("NB-HCE") Program (the "Program") which will necessitate engineering and professional review and oversight by Conrail of the rail design elements of the Program under Conrail jurisdiction. Pursuant to this agreement Conrail will review plans and specifications, perform site investigations, attend Program meetings, document correspondence and prepare and review estimates for the various segments of the eight (8) Conrail Lines which may be impacted by design and engineering for the Program. Such costs include internal review by Conrail, review by the professional engineers, and review by their legal professionals. The Authority shall reimburse Conrail for the cost of such design and oversight of the Program in an initial amount not to exceed $400,000.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute the proposed agreement with Conrail pursuant to the terms outlined above, as set forth above, should he deem it in the best interest of the Authority, upon the recommendation of the Engineering Department. 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.

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**289-12-2021**

In a memorandum dated December 6, 2021, **Authorization to Settle Litigation in the Matter of Nicolini v. NJTA (Middlesex County), R-168841, Budget Code: 10-822-441043, Amount: $210,000.00**, was approved.

This matter is a personal injury claim arising from a patron that slipped and fell in the Lincroft Commuter lot at approximately 9:40 p.m., on Saturday, October 13, 2018. This incident occurred as a result of the Lincroft Commuter lot being in disrepair, which was the proximate cause of the plaintiff's injuries. As a result, plaintiff sustained a right wrist fracture. The medical records revealed a "severely comminuted, intraarticular, displaced right distal radius fracture."

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Plaintiff underwent a single surgery which involved implantation of interlocking screws, as well as anterior and posterior wrist plates.

At an arbitration, there was a gross award of $250,000, where there was a finding of 90% liability against NJTA, and 10% liability against plaintiff, respectively. The net arbitration award was $225,000. Thereafter, outside counsel was able to negotiate with plaintiff's counsel a conditional settlement subject to the Board of Commissioners' approval in the amount of $210,000. Outside counsel reviewed this matter and other similar matters that were previously adjudicated and/or settled to confirm that this proposed settlement value is reasonable given the facts of the case, in consideration of plaintiff's injury and the predicated future cost of defense. The Law Department concurs with outside counsel's recommendation.

Therefore, it is recommended that the Authority's Commissioners approve the settlement of this matter pursuant to the terms set forth above. It is also recommended that the Authority's Commissioners authorize the Executive Director to execute any and all documents in furtherance of same.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 287-12-2021 through 289-12-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

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**ENGINEERING**

Chief Engineer, Robert Fischer, requested approval of item numbers 290-12-2021 through 304-12-2021. Moved are the items as follows:

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**PUBLIC BID SOLICITATIONS – AWARD OF CONTRACTS**

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**290-12-2021**

In a document dated December 10, 2021, **Recommendation to Award Contract No. T100.523, New Jersey Turnpike, D'Annunzio & Sons, Inc., Bridge Deck Reconstruction, Milepost 83 to 88, R-168563, Budget Code: 5000000003, Amount: $172,657,000.00,** was approved.

This contract will provide for the reconstruction of the bridge deck, structural steel repairs, superstructure strengthening and miscellaneous repairs of Turnpike Str. No. 84.24N&S (Major Bridge) over the Raritan River. The contract also provides for the reconstruction of bridge decks

and miscellaneous repairs of routine Turnpike Str. Nos. 84.55N, 84.55S, 85.77N, and 87.10N. The work also includes the reconstruction of median barrier and guiderail on the bridge approach roadways within the contract limits to meet current standards. All work is expected to be substantially completed by July 2025.

Seven bid proposals were received on December 9, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of $172,657,000.00 may be compared to the second low bidder in the amount of $173,838,442.00. The low bids were significantly lower than the Engineer's Estimate in the amount of $203,491,155.58 likely due the overestimation of unit prices associated with asphalt resurfacing items which did not take into consideration the potential cost savings associated with the larger quantities included in this contract. In addition, the low bidder's knowledge of the work based on similar previous successfully completed projects may have also contributed to their bid being significantly lower than the Engineer's Estimate. The low bidder, D'Annunzio & Sons, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T100.523 be awarded to the low bidder, D'Annunzio & Sons, Inc. of South Plainfield, New Jersey in the amount of $172,657,000.00. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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**291-12-2021**

In a document dated November 22, 2021, **Recommendation to Award Contract No. T100.559, New Jersey Turnpike, Joseph M. Sanzari, Inc., Bridge Repairs and Resurfacing, Milepost 92 to 122 and the Newark Bay-Hudson County Extension (2022), R-168567, Budget Code: 0390000001, Amount: $15,232,198.00**, was approved.

This is the first of two Turnpike bridge repair contracts to be awarded for the 2022 construction season. The contract is concentrated in the northern portion of the Turnpike and will perform work on 22 structures. The work generally includes deck repairs, joint repairs, replacement of existing asphalt wearing surface, bearing replacement and miscellaneous substructure repairs. All work is expected to be substantially completed by November 2022.

Three bid proposals were received on October 29, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of $15,232,198.00, may be compared to the Engineer's Estimate in the amount of $15,242,727.50. The low bidder, Joseph M. Sanzari, Inc. has performed work for the Authority and is considered

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competent to complete this contract.

It is, therefore, recommended that Contract No. T100.559 be awarded to the low bidder, Joseph M. Sanzari, Inc. of Hackensack, New Jersey in the amount of $15,232,198.00. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

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**292-12-2021**

In a document dated November 16, 2021, **Recommendation to Award Contract No. P100.562, Garden State Parkway, IEW Construction Group Inc., Bridge Repairs and Resurfacing, Milepost 126 to 172 (2022), R-168568, Budget Code: 0390002002, Amount: $9,243,381.83**, was approved.

This is the first of two Parkway bridge repair contracts to be awarded for the 2022 construction season. The contract is concentrated in the northern portion of the Parkway between Milepost 126 to 172 and will perform work on 15 structures. The work generally includes deck repairs, joint repairs, replacement of existing asphalt wearing surface, bearing replacement and miscellaneous substructure repairs. All work is expected to be substantially completed by November 2022.

Two bid proposals were received on November 16, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of $9,243,381.83, may be compared to the Engineer's Estimate in the amount of $10,233,700.00. The low bidder, IEW Construction Group Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P100.562 be awarded to the low bidder, IEW Construction Group Inc. of Hamilton, New Jersey in the amount of $9,243,381.83. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

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**293-12-2021**

In a document dated December 1, 2021, **Recommendation to Award Contract No. T200.569, New Jersey Turnpike, Daidone Electric, Inc., Roadway Lighting Repairs, Interchanges 7A & 8A, R-168569, Budget Code: 5000040004, Amount: $6,948,000.00**, was approved.

This contract will provide roadway lighting and power distribution upgrades at Turnpike Interchanges 7A and 8A in Mercer and Middlesex Counties, New Jersey. The work at these interchanges includes the replacement of existing Authority owned High Pressure Sodium (HPS) luminaires with Light Emitting Diode (LED) luminaires using existing light poles. The work also includes the installation of conduit, wiring and load centers. All work is expected to be substantially completed by April 2023.

Four bid proposals were received on November 16, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of $6,948,000.00 may be compared to the second low bidder in the amount of $7,392,086.00. The low bid was lower than the Engineer's Estimate in the amount of $8,106,808.00 likely due to the Engineer's Estimate accounting for the anticipated increase in cost resulting from material availability which is currently highly volatile and the low bidder's proximity to the project. The low bidder, Daidone Electric, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T200.569 be awarded to the low bidder, Daidone Electric, Inc. of Newark, New Jersey in the amount of $6,948,000.00. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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**294-12-2021**

In a document dated December 1, 2021, **Recommendation to Award Contract No. T200.632, New Jersey Turnpike, Richard E. Pierson Construction Co., Inc., Roadway Resurfacing, Milepost 0 to 83 Section 1 (2022), R-168575, Budget Code: 0390036000, Amount: $10,977,752.00**, was approved.

This contract will provide for pavement removal and resurfacing of asphalt surface course pavement with warm mix asphalt along Northbound and Southbound Turnpike mainline roadways and service area ramps, the rehabilitation of left shoulders and other incidental work at various

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locations from Milepost 0 to 83 in Salem, Gloucester, Camden, Burlington, Mercer and Middlesex Counties. All work is expected to be substantially completed by July 2022.

Five bid proposals were received on November 19, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of $10,977,752.00 may be compared to the second low bidder in the amount of $11,235,597.00. The low bid was significantly lower than the Engineer's Estimate in the amount of $14,689,500.00 likely due to the low bidder's proximity to the project, their current workload and ability to produce all asphalt mixes for the project. The low bidder, Richard E. Pierson Construction Co., Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T200.632 be awarded to the low bidder, Richard E. Pierson Construction Co., Inc. of Pilesgrove, New Jersey in the amount of $10,977,752.00. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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**295-12-2021**

In a document dated November 30, 2021, **Recommendation to Award Contract No. P200.635, Garden State Parkway, South State, Inc., Roadway Resurfacing, Milepost 0 to 126 Section 1, (2022), R-168576, Budget Code: 0390038000, Amount: $8,942,246.50**, was approved.

This contract will provide for pavement removal and resurfacing of asphalt surface course pavement with warm mix asphalt along the Northbound and Southbound Parkway mainline roadways including shoulders, interchange ramps and toll plazas, and other incidental work from Milepost 0 and 126 in Cape May, Atlantic, Burlington, Ocean, Monmouth and Middlesex Counties, New Jersey. All work is expected to be substantially completed by June 2022.

Three bid proposals were received on November 30, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of $8,942,246.50, may be compared to the Engineer's Estimate in the amount of $9,548,000.00. The low bidder, South State, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P200.635 be awarded to the low bidder, South State, Inc. of Bridgeton, New Jersey in the amount of $8,942,246.50. 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 for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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**296-12-2021**

In a memorandum dated December 2, 2021, **Recommendation to Reject All Bids for Contract No. A500.591, New Jersey Turnpike and Garden State Parkway, Miscellaneous Garage and Vehicle Wash Upgrades**, was approved.

The Engineering Department solicited bids under Contract No. A500.591 to upgrade garage and wash bays at four of the Authority's Maintenance Facilities. The solicitation required bidders to be prequalified under the State of New Jersey Department of Treasury, Division of Property Management and Construction, Contract Classification C008, General Construction OR Classification C009 General Construction / Alterations and Additions. Five bids were received on the letting date of November 23, 2021:

| | |
|---|---|
| H & S Construction and Mechanical, Elizabeth, NJ | $3,994,000.00 |
| Joseph M. Sanzari, Inc., Hackensack, NJ | $4,689,400.00 |
| Shorelands Construction Inc., Monmouth Beach, NJ | $5,028,457.00 |
| ACP Contracting Inc, Fairfield, NJ | $5,489,434.00 |
| Paul Otto Building Co., Cranford, NJ | $5,788,000.00 |

The Engineer's Estimate for this Contract is $4,345,000.00

H & S Construction and Mechanical submitted the low bid of $3,994,000.00. This low bid is more than $350,000 lower than the Engineer's Estimate of $4,345,000.00, and approximately $700,000 lower than the next low bid of $4,689,400.00 from Joseph M. Sanzari, Inc. After the bid letting, H & S Construction and Mechanical reviewed its bid and notified the Law Department that an error had occurred. H & S Construction and Mechanical stated they had made a $300,000 error as they had inadvertently did not include three major portions of the electric work scope, namely pricing for the fire alarm system interfacing, security system and lighting package. As a result, H & S Construction and Mechanical requested withdrawal of its bid.

The next lowest bid, submitted by Joseph M. Sanzari, Inc. ("Sanzari"), is materially and fatally deficient as Sanzari lacks the required DPMC Classification, thus necessitating a recommendation to reject. The third lowest bid, in the amount of $5,028,457.00, from Shorelands Construction Inc. ("Shorelands") is fully compliant but exceeds by more than $1.0 M, the low bid and is approximately 16% higher than the Engineer's Estimate. Importantly, additional funding to be able to award to Shorelands is not currently budgeted.

Accordingly, the Chief Engineer and the Acting Director of Law, recommend that all bids

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be rejected and Contract No. A500.591 be re-solicited. The General Consultant, HNTB Corporation, concurs with this recommendation.

I request your signature below to approve this recommendation.

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**ORDER FOR PROFESSIONAL SERVICES (OPS)**

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**297-12-2021**

In a document dated November 26, 2021, **Recommendation to Issue Order for Professional Services No. T3765, New Jersey Turnpike, WSP USA Inc., Supervision of Construction Services for Contract No. T100.523, Bridge Deck Reconstruction, Milepost 83 to 88, R-168682, Budget Code: 5000000003, Amount: $16,215,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. T100.523, Bridge Deck Reconstruction, Milepost 83 to 88 on the New Jersey Turnpike. These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

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 fifty-two (52) engineering firms were prequalified and eligible under Profile Codes: B153: Roadway Construction Inspection, B155: Bridge Construction Inspection, and B157: Bridge Deck Repair/Replacement Inspection. Four firms submitted EOIs by the closing date of August 3, 2021.

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..." [19:9-2.8.3]. 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.; Jacobs Engineering Group Inc.; KS Engineers, P.C.; and WSP USA Inc. The Review Committee reviewed and evaluated each firm's Technical Proposal and it was determined that oral presentations would not be required. Final scoring resulted in WSP USA Inc. being the highest technically ranked firm. The fee submitted by WSP USA Inc. 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. T3765 be issued to the firm of WSP USA Inc. of Lawrenceville, New Jersey, in an amount not to exceed $16,215,000.00. 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).

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**298-12-2021**

In a document dated November 30, 2021, **Recommendation to Issue Order for Professional Services No. T3859, New Jersey Turnpike, Aptim Environmental & Infrastructure, LLC, Supervision of Construction Services for Contract No. T200.569, Roadway Lighting Repairs, Interchanges 7A & 8A, R-165686, Budget Code: 5000040004, Amount: $1,460,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. T200.569, Roadway Lighting Repairs, Interchanges 7A & 8A. These services include construction inspection, material testing, record keeping, preparation of payment estimates, and other services required to ensure compliance with the contract documents.

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 fifty-eight (58) engineering firms were prequalified and eligible under Profile Code: B-153 Roadway Construction Inspection. Five (5) firms submitted EOIs by the closing date of November 9, 2021.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) Aptim Environmental & Infrastructure, LLC; 2) Gannett Fleming, Inc.; and 3) IH Engineers, P.C. The fee submitted by Aptim Environmental & Infrastructure, LLC 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. T3859 be issued to the firm of Aptim Environmental & Infrastructure, LLC of Lawrenceville, New Jersey, in an amount not to exceed $1,460,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.19 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

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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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**299-12-2021**

In a document dated November 29, 2021, **Recommendation to Issue Order for Professional Services No. T3868, New Jersey Turnpike, Boswell Engineering, Supervision of Construction Services for Contract No. T100.559, Bridge Repairs and Resurfacing, Milepost 92 to 122 and the Newark Bay-Hudson County Extension (2022), R-168687, Budget Code: 0390000001, Amount: $1,930,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. T100.559, Bridge Repairs and Resurfacing, Milepost 92 to 122 and the Newark Bay-Hudson County Extension (2022). These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

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 fifty-eight (58) engineering firms were prequalified and eligible under Profile Codes: B156, Bridge Repair Inspection and B157, Bridge Deck Repair/Replacement Inspection. Three (3) firms submitted EOIs by the closing date of October 14, 2021.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the three technically ranked firms. The firms in the order of ranking are: 1) Boswell Engineering; 2) Aptim Environmental & Infrastructure, LLC and 3) MAKS Engineers, PC. The fee submitted by Boswell Engineering 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. T3868 be issued to the firm of Boswell Engineering of Hackensack, New Jersey, in an amount not to exceed $1,930,000.00. 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 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).

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**300-12-2021**

In a document dated November 29, 2021, **Recommendation to Issue Order for Professional Services No. P3870, Garden State Parkway, Dewberry Engineers Inc., Supervision of Construction Services for Contract No. P100.562, Bridge Repairs and Resurfacing, Milepost 126 to 172 (2022), R-168688, Budget Code: 0390002002, Amount: $1,565,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. P100.562, Bridge Repairs and Resurfacing, Milepost 126 to 172 (2022). These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

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 fifty-eight (58) engineering firms were prequalified and eligible under Profile Codes: B156, Bridge Repair Inspection and B157, Bridge Deck Repair/Replacement Inspection. Four (4) firms submitted EOIs by the closing date of October 20, 2021.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) Dewberry Engineers Inc.; 2) KS Engineers, P.C. and 3) Colliers Engineering & Design, Inc. The fee submitted by Dewberry Engineers 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. P3870 be issued to the firm of Dewberry Engineers Inc. of Bloomfield, New Jersey, in an amount not to exceed $1,565,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.30 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).

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**301-12-2021**

In a document dated November 29, 2021, **Recommendation to Issue Order for Professional Services Nos. P3893 and T3895, Garden State Parkway and New Jersey**

**Turnpike, Boswell Engineering - OPS No. P3893, Johnson, Mirmiran & Thompson, Inc. - OPS No. T3895, Order for Professional Services No. P3893, Supervision of Construction Services for Contract No. P200.635, Roadway Resurfacing, Milepost 0 to 126, Section 1 (2022), R-168689, Budget Code: 0390038000, Amount: $1,580,000.00, and Order for Professional Services No. T3895, Supervision of Construction Services for Contract No. T200.632, Roadway Resurfacing, Milepost 0 to 83, Section 1 (2022), R-168690, Budget Code: 0390036000, Amount: $1,605,000.00**, was approved.

Through this single procurement process, the Authority will select two consultants to furnish supervision of construction services for roadway resurfacing contracts for 2022.

OPS No. P3893 will provide supervision of construction services for Contract No. P200.635, Roadway Resurfacing, Milepost 0 to 126, Section 1 (2022) on the Garden State Parkway. These services will include construction inspection, material testing, record keeping, preparation of payment estimates, and other services required to ensure compliance with the contract documents.

OPS No. T3895 will provide supervision of construction services for Contract No. T200.632, Roadway Resurfacing, Milepost 0 to 83, Section 1 (2022) on the New Jersey Turnpike. These services will include construction inspection, material testing, record keeping, preparation of payment estimates, and other services required to ensure compliance with the contract documents.

These assignments are classified as "Simple Projects" since the scopes of work are clearly defined and not likely to change during the course of the project, and the cost of each is less than $2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and fifty-five (55) engineering firms were prequalified and eligible under Profile Codes: B-153, Roadway Construction Inspection and B-154, Roadway Resurfacing Inspection. Three firms submitted EOIs by the closing date of October 12, 2021.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking of the three firms: 1) Boswell Engineering; 2) Johnson, Mirmiran & Thompson, Inc.; and 3) KS Engineers, P.C. These three firms were requested to submit sealed Fee Proposals, which were received and have been reviewed. A review of the fee proposal of the highest technically ranked firm, Boswell Engineering for OPS No. P3893 (their preferred OPS) resulted in acceptance of their original fee proposal. Subsequently, a review of the fee proposal of the second highest technically ranked firm, Johnson, Mirmiran & Thompson, Inc. for OPS No. T3895 resulted in acceptance of their original fee proposal. Both fees are considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3893 be issued to the firm of Boswell Engineering, of South Hackensack, NJ, not to exceed the amount of $1,580,000.00. This amount includes reimbursement of direct salaries times a maximum

multiplier of 2.325 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

It is further recommended that Order for Professional Services No. T3895 be issued to the firm of Johnson, Mirmiran & Thompson, Inc., of Trenton, NJ, not to exceed the amount of $1,605,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.30 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

The issuance of these OPS' 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 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firms were 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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**MISCELLANEOUS**

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**302-12-2021**

In a document dated November 29, 2021, **Authorization to Purchase Riparian Mitigation Credits – Agreement No. 179-21, Garden State Parkway, Evergreen Environmental, LLC, Purchase Riparian Credits from Evergreen Environmental, LLC for the purpose of satisfying permit conditions for Contract No. P200.568, Drainage Rehabilitation and Slip Lining, Milepost 110.6 to 116.4, R-168579, Budget Code: 5000010000, Amount: $300,000.00**, was approved.

This Agreement will provide for the purchase of riparian mitigation credits to mitigate for up to 0.418 acres of riparian zone impacted by improvements proposed for Construction Contract No. P200.568. The Flood Hazard Area Permits issued for the project require compensation in the form of creation, enhancement, restoration, preservation, riparian credit purchase from an approved mitigation bank, or combination thereof. The purchase of riparian credits was found to be the most cost-effective method of riparian zone mitigation for the project. The Marsh Box Brook I or II Mitigation Bank owned and operated by Evergreen Environmental, LLC was verified by the New Jersey Department of Environmental Protection to be the only bank within the project's watershed that offers riparian credits. Procurement will be a sole source, pursuant to the Authority's regulations.

It is, therefore, recommended that the Executive Director be authorized to execute Agreement No. 179-21 with Evergreen Environmental, LLC to purchase riparian mitigation credits at a cost not to exceed $300,000.00, pursuant to the terms outlined 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.

This Agreement was procured under the sole source procurement authorization of N.J.A.C. 19:9-2.2(d)1, promulgated under N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation. A resolution, as required by N.J.A.C. 19:9-2.2(d)1, is attached hereto.

RESOLUTION FOR SOLE SOURCE PROCUREMENT

RIPARIAN ZONE MITIGATION CREDITS

**WHEREAS**, Construction Contract No. P200.568, Drainage Rehabilitation and Sliplining Milepost 110.6 to 116.4 ("Project") will impact vegetated riparian zone in Watershed Management Area 12 and;

**WHEREAS**, the New Jersey Department of Environmental Protection (NJDEP) Flood Hazard Area Individual Permit (NJDEP File No. 0000-12-0023.3 FHA210001) issued for the Improvements will require construction of a mitigation site, site preservation, or the purchase of mitigation credits from a riparian zone mitigation bank within the local watershed to mitigate impacts to the vegetated riparian zone by the Project and;

**WHEREAS**, such aforementioned Permits will allow the Authority to purchase riparian zone mitigation credits from Marsh Bog Brook I or II Mitigation Bank;

**WHEREAS**, as of July 2, 2021, the Marsh Bog Brook I or II Mitigation Bank operated by Evergreen Environmental LLC located in Howell Township, Monmouth County is the only riparian zone mitigation bank with available riparian mitigation credits approved by the New Jersey Department of Environmental Protection servicing Watershed Management Area 12; and

**WHEREAS**, the Engineering Department has determined that the purchasing of mitigation credits is found to be the most cost effective method of mitigation and will allow for the Project to proceed on schedule; and

**WHEREAS**, the Authority's regulations, pursuant to N.J.A.C. 19:9-2.2(d)1 promulgated under N.J.S.A. 27:23-1, permit sole source procurement when only one source for the required product exists.

**NOW, THEREFORE, BE IT RESOLVED THAT** the Authority's Commissioners hereby authorize and approve the award to Evergreen Environmental LLC for riparian zone mitigation credits in an amount not to exceed $300,000, as a sole source exception to procurement by public advertisement permitted by N.J.A.C. 19:9-2.2(d)1 promulgated under the Authority's enabling legislation, N.J.S.A. 27:23-1.

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**FINAL ACCEPTANCES**

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**303-12-2021**

In a document dated December 2, 2021, **All work performed on each of the construction contracts listed below have been completed in accordance with the contract documents and to the satisfaction of the Engineering Department. Accordingly, it is recommended that these contracts be deemed complete and approved for Final Acceptance. The table below lists each contract and includes pertinent Change Order and financial information including the final payment amount due the Contractor upon Final Acceptance**, was approved.

| Contract No. | Contractor | Award Total Amount | No. of Change Orders | Additions/ Reductions | Final Total Contract Amount | Final Payment Amount |
|---|---|---|---|---|---|---|
| P500.477 | Solar-Mite Electrical Contractors, Inc. | $1,787,718.10 | 2 | $276,512.98 | $2,064,231.08 | $127,725.14 |
| T500.501 | ACP Contracting, Inc. | $2,589,339.00 | 1 | $517,850.00 | $3,107,189.00 | $47,126.56 |
| T500.551 | Pravco, Inc. | $786,196.00 | 4 | $18,429.40 | $804,625.40 | $9,328.55 |
| A500.388 | A.M.E. Inc. | $2,000,000.00 | 5 | $349,309.50 | $2,349,309.50 | $60,836.53 |
| Total | | | | | | $245,016.78 |

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultant and the Chief Engineer. All required contract documents including the Engineer's Final Certifications, Maintenance Bonds, Affidavit of Prevailing Wage and the Final Payment certificates have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Contractors have certified that there are no liens outstanding against the Contractors. Accordingly, it is recommended that each contract listed above be accepted and final payment in the amounts shown above be made to the Contractors.

**ACKNOWLEDGE REPORTS OF**

**ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY**

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**304-12-2021**

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

- Construction Contract Progress Summary
- Change Order Summary

On motion Commissioner Gravino and seconded by Treasurer DuPont the Board unanimously approved item nos. 290-12-2021 through 303-12-2021; 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 304-12-2021 and received same for file.

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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

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**PROCUREMENT AND MATERIALS MANAGEMENT ("PMM")**

Director of Procurement and Materials Management Dale Barnfield, requested approval of item numbers 305-12-2021 through 312-12-2021. Moved are the items as follows:

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**PUBLIC BIDS**

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**305-12-2021**

In a document dated December 8, 2021, **Auto Body Repairs, Colormycar, Inc., RM-167112 (State Police/ Operations), Budget Code: Various, Amount: $ 150,000.00**, was approved.

Under this contract, Colormycar, Inc. will provide auto body repair primarily for NJ State Police (Troop D) vehicles over and under 14,000 GVW as well as Authority vehicles (as needed). The bid was divided into four (4) geographical sections ("Area") which encompass all northern Troop D garage locations on both Roadways. Bidders were required to bid hourly labor rates and discounts off the Manufacturers' List Prices for parts and could bid on any or all of the Areas listed. The bid was fully advertised and the 22 vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On October 28, 2021, bids were received as follows:

Area 1: GSP MP 90.2 TO 117.0 INCLUDES NJ STATE POLICE BARRACKS AT HOLMDEL MP 115.8 (UNDER 14,000 GVWR)
Contract Value $40,000.00

| Vendor | Hourly Rate | Discount |
|---|---|---|
| **Colormycar, Inc., Newark, NJ** | **$15.50** | **0%** |
| Pro Line Collision, Runnemede, NJ | $35.00 | 0% |

Area 2: GSP MP 117.1 TO 152.9 (UNDER 14,000 GVWR)
Contract Value $20,000.00

| Vendor | Hourly Rate | Discount |
|---|---|---|
| **Colormycar, Inc., Newark, NJ** | **$15.50** | **0%** |
| Pro Line Collision, Runnemede, NJ | $35.00 | 0% |

Area 3: GSP MP 153 TO 172.2 INCLUDES NJ STATE POLICE BARRACKS AT BLOOMFIELD MP 153 (UNDER 14,000 GVWR)
Contract Value $40,000.00

| | | |
|---|---|---|
| **Colormycar, Inc., Newark, NJ** | **$15.50** | **0%** |
| Pro Line Collision, Runnemede, NJ | $35.00 | 0% |
| Assurance Auto Body Collision, Inc., Lodi, NJ | $42.00 | 0% |

Area 4: TPK MP 104.8 STATE POLICE BARRACKS AT NEWARK (UNDER 14,000 GVWR) Contract Value $50,000.00

| | | |
|---|---|---|
| **Colormycar, Inc., Newark, NJ** | **$15.50** | **0%** |
| Pro Line Collision, Runnemede, NJ | $35.00 | 0% |
| Assurance Auto Body Collision, Inc., Lodi, NJ | $42.00 | 0% |

**Non-Compliance:**

An additional bid was submitted by Keyport Truck and Auto Painting, Inc. ("Keyport") of Keyport, NJ (Areas 1,2 / 50.00/hr.). This bidder, however, failed to include ownership information on the required Stockholder/Partnership Disclosure Statement as required by the Specifications. Section II c of the "Instructions to Bidders" states that a "Stockholder/Partnership Disclosure Statement" is a mandatory requirement at time of bid and failure to submit one requires bid rejection. Thus, it is required that the bid submitted by Keyport Truck and Auto Painting, Inc. be rejected.

An additional bid was also submitted by King Auto Body ("King") of Newark, NJ (Areas 1,2,3,4/ $37.50/hr.). This bidder, however, failed to include a valid form of Bid Security as

required by the specifications. Section 1- B (Bidder Guidelines/Checklist), 6 (a) of the RFB states that a "Bid Bond or Cashier's Check for 10% of the contract value of Area(s) Bid" or a "Letter of Surety" is a mandatory requirement, and failure to submit one will result in bid rejection. Thus, it is required that the bid submitted by King Auto Body be rejected.

Bids were procured and authorization is being sought to award these contracts 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). These awards are 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 auto body repairs in Areas 1,2,3 and 4 to Colormycar, Inc. in the amount not to exceed $150,000.00, subject to funding availability at the time of service. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor.

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**306-12-2021**

In a document dated December 6, 2021, **Rough Terrain Forklifts, Groff Tractor Mid Atlantic, LLC, R-167858 (Operations), Budget Code: 049 00 500 156555 0490016000, Amount: $ 172,800.00 ($86,400.00 each)**, was approved.

Under this contract, Groff Tractor New Jersey, LLC will provide two (2) rough terrain forklifts for use by the Maintenance Department to replace older existing vehicles that have exhausted their life expectancy. The bid was fully advertised and the twelve (12) vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On November 23, 2021, one (1) compliant bid was received as follows:

| Vendor | Unit Price | Total Bid Price |
|---|---|---|
| **Groff Tractor Mid Atlantic, LLC, Vineland, NJ** | **$86,400.00** | **$172,800.00** |

Departmental Estimate: $160,000.00

**Non-Compliance:**

An additional bid was submitted by Octane Forklifts, Inc. of Denver, CO ("Octane") with a total bid price of $164,074.00. This bidder, however, took numerous significant exceptions to the Specifications. For examples, Octane bid a unit with 1) a 14'3' turning radius versus the specified 13' 3" specified, resulting in a 7.5 % wider turning radius; 2) a rear axle oscillation of 12deg versus the minimum 22deg as specified, resulting in 45% less rear oscillation than specified; and 3) a forward mast tilt range capable of 10deg versus the specified capability of 33deg, which results in 69% less range of tilt. Thus, it is recommended that the bid submitted by Octane Forklifts be rejected.

An additional bid was also submitted by Green Dream International, LLC of Erie, PA

("Green") with a total bid price of $119,462.00. This bidder, however, took numerous significant exceptions to the Specifications. For examples, Green bid a unit with 1) 53 (@2,700 rpm) net engine horsepower versus the specified minimum 74 (@2,400 rpm) net horsepower engine specified, resulting in 28% less horsepower; 2) a travel speed of 15.5 mph versus the minimum travel speed of 24mph as specified, and 3) a 3-stage roller mast versus the specified 2-stage roller mast. Furthermore, Green did not complete the comply/non-comply section of the specifications, leaving 45 specification compliance items unchecked . The "Bidders Instructions" under Specifications on page 15 of the RFB clearly states: "Bidders must indicate whether they comply or non-comply for each item in the specification. Failure to provide a completed bid may cause rejection of bid." Thus, it is recommended that the bid submitted by Green Dream International, LLC be rejected.

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 Groff Tractor New Jersey, LLC for a total amount not to exceed $172,800.00, subject to funding availability at the time of ordering.

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**307-12-2021**

In a document dated December 8, 2021, **At a prior Board of Commissioners Meeting, the Authority awarded a contract to the vendor listed herein for the referenced equipment. The contract included a 3-year option to purchase additional equipment which conforms to the original specifications for two additional model years. For the final two years of the options, the vendor was permitted to request a price increase from the Authority if there had been an overall price increase of the equipment in the later model years, provided that the vendor justified the price increase in writing to the Authority. The Operations and Procurement Departments have reviewed the following option exercise and have determined that the requested price increase is reasonable**, was approved.

| Original Award Meeting Date and Item No. | Description | Vendor Name | Requisition/ Budget Code | Quantity/ Unit Price | | Total Amount | % Model Year Increase |
|---|---|---|---|---|---|---|---|
| February 26, 2019 066-02-2019 | Broom Street Sweeper | W.E. Timmerman Co., Inc. Whitehouse, NJ | R-168951 (Operations) 049 00 500 156555 0490016000 | 1 | $324,032.10 | $324,032.10 | 1.5% |

This contract was originally bid and awarded 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 vendor is in compliance with Public Law 2005, Chapter 51 and

Executive Order No. 117 (Corzine 2008).

Accordingly, authorization is requested to exercise the contract option in order to purchase the stated equipment not to exceed the stated total amount for this contract..

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**STATE/GOVERNMENT CONTRACTS**

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**308-12-2021**

In a document dated December 13, 2021, **Snowplow Blades, Trius, Inc., R-168660 (Operations), State Contract No. 21-FLEET-01453 expiring 04/30/2024, Budget Code: 010 00 900 428000, Amount: $258,450.00**, was approved.

Under this contract, Trius, Inc. will supply 100 Kueper snowplow blades with mouldboard shoes and mounting hardware (50 rubber-ceramic and 50 flexible carbide combination blades). The rubber-ceramic combination blades are designed for removing snow in areas that require pavement and plow protection. The flexible carbide combination blades are heavy duty and designed for long- term heavy use. These high-performance snowplow blades have a longer useful life than traditional blades and are available under NJ State Contract No. 21-FLEET-01453 expiring 04/30/2024.

This procurement, under State Contract No. 21-FLEET-01453, is 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, authorization is requested to award a contract under NJ State Contract No. 20-FLEET-00948 for Kueper snowplow blades to Trius, Inc. in the amount not to exceed $258,450.00.

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**309-12-2021**

In a document dated December 6, 2021, **Network Upgrade Project, ePlus Technology, Inc., RM-168669 (ITS), Budget Code: 400 00 830 156555 4000052000, State Contract No. 21-TELE-01506 expiring 09/30/2024, Amount: $8,000,000.00**, was approved.

Under this contract, ePlus Technology, Inc. will provide approximately 700 network Cisco devices (which includes network switches and voice routers) to upgrade the fault-tolerant fiber optic network which the Authority manages. This network, which spans the entire lengths of both the New Jersey Turnpike and Garden State Parkway, crosses RT 80 and the Atlantic City Expressway, transports all voice, radio, video and data services for the Authority, as well as the Department of Transportation and New Jersey State Police. The equipment in use today is 10 years old and will be end of support by December 2022. This contract will include all software

licenses, professional services and five (5) years of 24/7 support. The network hardware is available from NJ State Contract No. 21-TELE-01506 expiring 09/30/2024.

This procurement, under State Contract No. 21-TELE-01506, is 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. Furthermore, State Contract No. 21-TELE-01506 provides access to several Fulfillment Partners and, therefore, requires agencies to seek multiple quotes to ensure the most competitive pricing. Quotes were solicited from three (3) authorized Fulfillment Partners, and one (1) quote was received as follows:

| Vendor | Total Price |
|---|---|
| **ePlus Technology, Inc., Newtown, PA** | **$8,000,000.00** |

Accordingly, authorization is requested to award a contract under State Contract No. 21-TELE-01506 for Cisco hardware, software licenses, professional services and five (5) years of 24/7 support to ePlus Technology, Inc. for an amount not to exceed $8,000,000.00.

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**310-12-2021**

In a document dated December 14, 2021, **Data Recovery Storage Expansion, CDW Government, LLC, R-168297 (ITS), Budget Code: 049 00 830 156555 0490052000, State Contract No. 89968 expiring 7/31/2022, Amount: $143,213.75**, was approved.

Under this contract, SHI International Corp. will provide four (4) additional Isilon nodes for data recovery storage to improve the Authority's current data storage system for backup and recovery. This solution increases the storage capacity in two of the Authority's data centers to support increased data retention demands. This increased storage will also provide for a longer-term data archival policy. The data storage hardware is available from NJ State Contract No. 89968 expiring 7/31/2022.

This procurement, under State Contract No. 89968, is 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. Furthermore, the State Contract Index M-0483 provides access to several computer hardware providers and, therefore, requires agencies to seek multiple quotes to ensure the most competitive pricing. Quotes were solicited from five (5) authorized dealers, and three (3) quotes were received as follows:

| Vendor | Total Price |
|---|---|
| **CDW Government, LLC, Vernon Hills, IL** | **$143,213.75** |
| SHI International Corp., Somerset, NJ | $156,823.00 |

Dell Marketing, LP, Round Rock, TX $160,349.69

Accordingly, authorization is requested to award a contract under State Contract No. 89968 for a data recovery storage expansion to CDW Government, LLC in an amount not to exceed $143,213.75.

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**PROFESSIONAL SERVICES**

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**311-12-2021**

In a document dated December 14, 2021, **Extension of the IAG Cooperative E-ZPass, Technology Agreement-Amendment 2, Kapsch TrafficCom IVHS, Inc.,** was approved.

At the Authority's January 31, 2012 Board of Commissioners meeting (Agenda No. 038-01-2012) authorization was approved to enter into a 10-year contract with Kapsch TrafficCom IVHS, Inc. (Kapsch) to furnish and provide operator electronic toll collection technology and associated subsystem components and services for the operation of the E-ZPass Toll Collection System. This award was the result of a cooperative RFP conducted by, and on behalf of, the members of the Interagency Group (IAG) which is a consortium of thirty-five toll agencies in seventeen states dedicated to the goal of a seamless electronic toll collection system, of which the Authority is a member. This contract expired on November 19, 2021. Currently, the IAG is still in the RFP process to furnish and provide agencies a procurement vehicle for compatible electronic toll collection technology and associated subsystem components and services for the operation of the E-ZPass Toll Collection System and with spare parts supply and services for the existing Kapsch lane equipment. The IAG is anticipating the award to be finalized by the 2nd quarter of 2022. Therefore, authorization is requested to extend the current Kapsch contract for an additional one-year term which has the option to be terminated at any time. This extension will assure that the existing system continues to be maintained in working order until such time as the IAG completes the RFP process. This amendment will be an extension of time only. No additional funding is required for this extension and all other terms and conditions will remain unchanged from the existing contract.

The original contract procurement was authorized under *N.J.A.C.* 19:9-2.2(d)(3), promulgated under *NJ.S.A.* 27:23- 1, et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine), which exempt contracts with the Federal or any state government or any agency or political subdivision thereof from public bid requirements. Kapsch is in compliance with Public Law 2005, Chapter 51 and Executive Order No. 119 (Corzine 2006).

Accordingly, authorization is requested to extend the Contract for electronic toll collection technology and associated subsystem components with Kapsch for one-year, subject to funding availability at the time of order. Furthermore, Authorization is requested for the Executive Director to execute any such other documents and take any such other actions as are deemed

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necessary to effectuate the intent of this authorization, including placing orders for such goods to be provided under the terms of the contract, according to the needs of the Authority.

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**319-12-2021**

In a document dated December 17 2021, **Request for Authorization to Enter into an Emergency Agreement extending the term of the services agreement for vision benefits administrative services between the New Jersey Turnpike Authority and Eyemed Vision Care, LLC.,** was approved.

Authorization is requested to extend the Authority's current contract for Vision Benefits Administration Services ("Services") with EyeMed Vision Care, LLC ("EyeMed") for up to 1-year, in order to allow sufficient time for the Authority to re-solicit and award a new 3-year contract for these Services.

In April 2021, the Authority issued a Request for Proposals ("RFP") for Self-Funded Health Benefits Program Services, seeking qualified firms to provide self-funded health benefits program services for five categories, including vision health benefits. The Authority received two responses for vision health benefits administrative services, one from its incumbent provider, EyeMed Vision Care, LLC, and another from National Vision Administrators, LLC (NVA). Based on the Evaluation Committee's recommendation, a contract was awarded to NVA at the August 31, 2021 meeting (Agenda Item no. 189-08-2021), which was to commence on January 1, 2022. Typically, a contract award for these Services is made several months prior to commencement so as to provide an implementation period to assure a seamless transition from one contract to the next and no lapse in benefits to Authority employees and retirees who have a contractual right to such benefits.

EyeMed subsequently protested the August 31, 2021 contract award to NVA, seeking to have the contract awarded to EyeMed. After exhaustive review of the written protest submissions from both EyeMed and NVA, the RFP documents, the proposals received from EyeMed and NVA in response to the RFP, and the Evaluation Committee's report and scoring, it was apparent that certain deficiencies and ambiguities existed in the RFP and in the evaluation process that made a fair evaluation of the proposals impossible. Therefore, as required by the Authority's protest regulations, on November 16, 2021 the Executive Director issued a final agency decision on the protest ordering (i) a rescission of the contract award to NVA, (ii) dismissal of EyeMed's protest and (iii) a revision and re-advertisement of the RFP for Vision Benefits Administrative Services.

Staff is currently working to have the RFP revised so that it can be re-advertised and has now become apparent a new contract will not be in place for January 1st. In order to preclude any lapse in benefits to Authority employees and retirees, staff has negotiated an extension of EyeMed's existing contract whereby EyeMed will continue to provide services, upon the same terms and conditions as its currently-existing contract, for a period of one (1) year, except that the

Authority may earlier terminate, without penalty, upon the successful completion of a re-procurement of these Services. It is anticipated that award of a new contract will be possible by or about July 2022.

In view of the foregoing, and in accordance with the Authority's regulations, which authorize the award of emergency contracts without competitive bidding, it is requested that an emergency extension agreement be awarded to EyeMed in an amount not to exceed $11,233.33, for administrative services, so as to preclude any lapse in vision health benefits to Authority employees and retirees. Pursuant to *N.J.A.C.* 19:9-2.2(d)2, an emergency contract award is justified where there is a threat to health and welfare, as exists here if there is an interruption in vision health benefits, or where other exigent circumstances exist, as here, where the Authority has contractual obligations to provide uninterrupted health benefits, including Vision Benefits, to its employees and retirees.

This professional services procurement was originally conducted in accordance *N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.1(b), N.J.S.A.* 52:15(c)-10 and Executive Order No. 37 (Corzine 2006). EyeMed is in compliance with Public Law 2005, Chapter 51 and Executive Order No. 119 (Corzine 2006).

Accordingly, authorization is requested for the Executive Director to execute this Agreement with EyeMed Vision Care, LLC, as outlined herein. It is further requested 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.

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**SOLE SOURCE**

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**312-12-2021**

In a document dated December 7, 2021, **Henderson Original Equipment Manufacturer ("OEM") Snowplow Parts, Henderson Products, Inc., RM-168448 (Inventory), Budget Code: Various, Amount: $ 300,000.00**, was approved.

Authorization is requested to award a "sole source" contract to Henderson Products, Inc. ("Henderson") to provide Henderson brand, original equipment manufacturer ("OEM") snowplow parts and for the Authority's Henderson snowplow equipment.

As the manufacturer and sole distributor in the State of New Jersey for Henderson snowplow equipment and parts, Henderson is the only vendor available to the Authority that is authorized to sell OEM parts. Thus, no other vendor is capable of providing the products required under this Agreement. In addition, the need for these essential repair parts represents an exceptional circumstance as these parts are exclusively used for fixing and maintaining plows which must be readily available for the Authority's snowplow operations when needed. Furthermore, the unavailability of these OEM parts would therefore present a threat to the safety

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of the motoring public.

Thus, it is recommended that this award be made without public advertisement under the sole source procurement authorization of *N.J.A.C.* 19:9-2.2(d)1 as promulgated under *N.J.S.A.* 27:23-6.1 and consistent with Executive Order No. 37 (Corzine 2006). A resolution, as required by *N.J.A.C.* 19:9-2.2(d)1, is attached hereto.

Accordingly, authorization is requested to award a one-year sole source contract to Henderson Products, Inc. to provide the Henderson brand snowplow parts, for an amount not to exceed $300,000.00, subject to availability of funding at the time of order. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor..

**RESOLUTION FOR SOLE SOURCE PROCUREMENT**

Henderson Original Equipment Manufacturer ("OEM") Snowplow Parts

**WHEREAS,** the New Jersey Turnpike Authority's Inventory Section has requested the award of a sole source contract to Henderson Products, Inc. ("Henderson") to provide Henderson brand original equipment manufacturer ("OEM") parts; and

**WHEREAS,** Henderson is the manufacturer and sole distributor for the State of New Jersey for Henderson OEM parts; and

**WHEREAS,** the OEM parts are required to repair the Authority's Henderson snowplow equipment used for snow removal during winter operations and must be readily available to protect the motoring public; and

**WHEREAS,** *N.J.A.C.* 19:9-2.2(d)1 of the New Jersey Turnpike Authority's regulations, promulgated under *N.J.S.A.* 27:23-6.1, permits sole source procurement when only one source of the required goods or service exists;

**NOW, THEREFORE, BE IT RESOLVED THAT** the Authority's Board of Commissioners hereby authorizes and approves the award of a contract to Henderson Products, Inc. to provide the necessary Henderson OEM parts in an amount not to exceed $300,000.00, as a sole source exception to procurement by public advertisement permitted by *N.J.A.C.* 19:9-2.2(d)1 promulgated under the Authority's enabling legislation, *N.J.S.A.* 27:23-6.1.

On motion by Treasurer DuPont and seconded by Commissioner Gravino the Board unanimously approved item numbers 305-12-2021 through 312-12-2021 and 319-12-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

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**OPERATIONS**

Director of Operations Kevin Dunn requested acceptance of item number 313-12-2021. Moved is the item as follows:

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**313-12-2021**

Director of Operations Kevin Dunn requested acceptance of **Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2021 through 11/30/2021; with 2020-2021 Yearly Comparisons through November 2021,** was approved.

On motion by Commissioner Salermo and seconded by Treasurer DuPont the Board unanimously accepted item number 313-12-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**STATE POLICE**

Major Michael Zimmerman requested acceptance of item number 314-12-2021. Moved is the item as follows:

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**314-12-2021**

Major Michael Zimmerman requested acceptance of the **New Jersey State Police Troop D Activity Reports** for November 2021, with 2020– 2021 Yearly Comparisons.

On motion by Commissioner Gravino and seconded by Vice Chair Diaz the Authority unanimously accepted the reports contained in item number 314-12-2021 and received same for file.

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**FINANCE**

Chief Financial Officer Donna Manuelli requested acceptance of item number 315-12-2021. Moved is the item as follows:

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**315-12-2021**

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the Eleven (11) months ended November 30, 2021**, was accepted.

On motion by Treasurer DuPont and seconded by Commissioner Salermo the Board unanimously accepted item number 315-12-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

Chief Financial Officer Donna Manuelli requested approval of item number 316-12-2021, Moved is the item as follows:

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**316-12-2021**

In a memorandum dated December 9, 2021, **Authorization to Adopt Series 2021 Turnpike Revenue Bond Resolution,** was approved.

Attached is the Series 2021 Turnpike Revenue Bond Resolution (Series 2021 Resolution). This resolution authorizes the issuance of up to $700,000,000 of Series 2021 Turnpike Revenue Bonds. The Series 2021 Resolution authorizes the issuance of new money Turnpike Revenue Bonds to provide funds to pay the construction costs related to the projects approved as part of the Authority's Capital Improvement Programs, primarily the projects identified in the 2020 Long-Range Capital Plan. In addition to providing funds to pay construction costs, proceeds of the Series 2021 Turnpike Revenue Bonds can be used the make a deposit into the debt reserve fund, pay capitalized interest and the costs of issuance on the bonds. The Series 2021 Resolution also authorizes the bonds to be issued as tax-exempt bonds in single or multiple series, as variable or fixed rate debt, with a maximum maturity of 30 years. Based upon current spending forecasts it is anticipated that these bonds will be in issued in increments over the next twelve months, dependent upon market conditions.

It is recommended that the Board of Commissioners adopt the Series 2021 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 the transactions described therein. The Authority has received the required pre-approval letters from the Governor and State Treasurer.

Your approval of this recommendation is respectfully requested.

[SERIES 2021 TURNPIKE REVENUE BOND RESOLUTION attached hereto]

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item number 316-12-2021, and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

**ooo0ooo**

**EXECUTIVE**

Executive Director John Keller requested approval of item number 317-12-2021 and 318-12-2021. Moved are the items as follows:

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**317-12-2021**

In a memorandum dated December 9, 2021, **Authorization to Award a contract for Insured Stop Loss Coverage to Union Labor Life Insurance Company ("ULLICO") for the period 1/1/2022 – 12/31/2022 for an amount not to exceed $2,700,000,** was approved.

The New Jersey Turnpike Authority (the "Authority") has been working with its Health Benefits Consultant, The Segal Company ("Segal"), to solicit proposals for Stop Loss Insurance. Stop Loss coverage is insurance that protects the Authority's self-insured medical benefits program from individual claimants with aggregate medical and prescription drug claims above a specific threshold. The Authority's threshold, or self-insured retention, is a $350,000 deductible per claimant, plus an additional $250,000 known as an aggregate deductible (combined threshold of $600,000).

On behalf of the Authority, Segal requested proposals from twenty-two (22) vendors, including the incumbent Union Labor Life Insurance Company ("ULLICO"), for rates offering stop loss insurance effective January 1, 2022. Vendors were asked to provide proposal that matched the current contract provisions. Nineteen (19) vendors declined to quote. Three proposals (3) were received from the following vendors:

1) Union Labor Life Insurance Company ("ULLICO")
2) Tokio Marine – HCC Life Insurance Company ("Tokio Marine - HCC")
3) Granular Insurance Company ("Granular")

In its Evaluation Report dated December 2021, Segal thoroughly documented its evaluation process, the proposals, and its recommendation. Critical factors considered in the analysis were the proposers' ability to match the current contractual provisions, no lasering (claimant(s) who are made subject to a higher deductible than the rest of the participants in the same contract due to high medical claims) of large claims for 2022, as well as the total financial exposure to the Authority. After reviewing the proposals, ULLICO had the most competitive proposal while maintaining all the provisions of the current Stop Loss contract. ULLICO's Stop Loss proposal included no large claims lasered for the 2022 contract. Both Tokio Marine–HCC and Granular proposals included lasering large claims for the 2022 contract period. In addition to including lasers, Granular proposed rate was deemed excessive as its proposed annual premium was 67% above the current rate.

The Authority's financial exposure is the annual premium paid plus the aggregating specific deductible, $250,000, that must be met before any reimbursement is received from the stop loss contract. Based on this analysis, ULLICO provided the most competitive quote.

ULLICO proposed a premium rate, for an increase of 39.7% above current premium costs, for an estimated annual premium not to exceed $2.70 Million. The total exposure with the specific aggregating deductible ($250,000) is $2.95 Million, or an increase of 35.0% above the current exposure. The insurance financial strength of Union Labor Life Insurance Company has

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an A.M. Best rating of A-.

Although Tokio-Marine- HCC provided a similar premium rate as ULLICO, Tokio-Marine-HCC required lasering large claims in the 2022 contract which increases the Authority's exposure much greater than $2.85 Million. Therefore, it was deemed that Vista did not meet the provisions of the existing contract and should not be considered.

Segal recommends, and staff concurs with placing the stop loss coverage with ULLICO. ULLICO has not only offered the most competitive proposal regarding cost and exposure, but has also proposed a more favorable insured agreement for the Authority.

Therefore, authorization is requested to award a contract for insured Stop Loss coverage to Union Labor Life Insurance Company of Silver Spring, Maryland with an Individual Specific Stop Loss threshold of $350,000 including the aggregating specific deductible of $250,000, for the policy period of January 1, 2022 through December 31, 2022, for premium amounts not to exceed $2,700,000, which precise premium shall be subject to fluctuation based on enrollment, as the premium is computed on a per participant per month basis. It is further recommended that the Executive Director be authorized to take any actions and execute any documents that are necessary to effectuate the purpose of the above authorizations.

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**318-12-2021**

In a memorandum dated December 21, 2021, **Request for Authorization to Enter into Negotiations with the Treasurer of the State of New Jersey to Provide Funding to Advance the Hudson Tunnel Project,** was approved.

The Hudson Tunnel Project (HTP) is part of the larger Gateway Program, which includes the Portal North Bridge, that will expand and renovate the Northeast Corridor (NEC) - the busiest passenger rail line in the country - between Penn Station, Newark, New Jersey and Penn Station, New York, New York. The NEC is a critical component of the national transportation network that includes New Jersey's integrated transportation system to which the Authority's roadways are integral components. The HTP is necessary to improve operational flexibility, provide redundancy and resiliency of the only passenger rail line that travels under the Hudson River to connect New Jersey and New York City, and eventually increase capacity based on certain projects contemplated as part of Phase Two of the Gateway Program.

The Gateway Development Commission Act (GDC Act), N.J.S.A. 32:36-1 et seq., bi-state legislation passed by the States of New York and New Jersey, established the Gateway Development Commission (GDC). Pursuant to the GDC Act, among other things, the GDC is responsible for the planning, designing, financing, development and management of the various projects that make up the Program. Under the GDC Act, New York and New Jersey are to provide "equal funding" for the Phase One projects, which include the Portal North Bridge and the HTP. As to the HTP, it is anticipated that financing will be provided through a federally-issued

loan.

The Authority has and continues to recognize that New Jersey's integrated transportation system depends on the functional and efficient operation of all components of that system, including commuter rail transportation provided by NJ Transit. For example, the Authority constructed Interchange 15X to connect the New Jersey Turnpike (the "Turnpike") to the Frank R. Lautenberg Rail Station at Secaucus Junction, a commuter rail hub that links the Turnpike to the NEC. Interchange 15X was constructed to provide easy access to, and thus encourage the use of mass transportation services along the NEC.

Given the integrated nature of the State's transportation system, inefficient, unreliable commuter rail service along the NEC detrimentally impacts the Authority roadways, specifically the Turnpike, which becomes an alternate travel route for members of the public who would otherwise utilize commuter rail service at Interchange 15X to cross into New York City. Consequently, increasing the efficiency and capacity of commuter rail service along the NEC inures to the benefit of the Authority by mitigating motor vehicle traffic and reducing roadway congestion.

Subject to the rights and security interests of its bondholders, the Authority is authorized, pursuant to N.J.S.A. 27:23-5.8(b), to enter into contracts with the State or the Transportation Trust Fund Authority (TTFA) to provide payments for use by the State or TTFA for the support of transportation projects, including public transportation projects and services. To ensure advancement of the HTP, authorization is being requested to permit Authority staff to enter into negotiations with the State Treasurer for an agreement to provide payments in an amount not to exceed $81.3 million annually, to commence after the 10-year construction period of the HTP, to be dedicated to GDC to repay the State's apportioned share of the financing of the HTP, and to continue until such debt is assumed by another or paid in full. At present, the capped amount is anticipated to satisfy the funding requirements for the HTP; however, should that change, any request for additional funding will be presented to the Board at that time.

Upon completion of negotiations, a final form of funding agreement with the State, substantially in accord with the foregoing, will be presented to the Board of Commissioners for review and approval.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 317-12-2021 and 318-12-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**ROLL CALL**

| DIAZ | DuPONT | GRAVINO | MINELLA | SALERMO | GUTIERREZ-SCACCETTI |
|---|---|---|---|---|---|
| YES | YES | YES | YES | YES | YES |

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The motion to adjourn was made by Treasurer DuPont and seconded by Commissioner Gravino, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 10:15 a.m. and advised that it will be held again on Tuesday, January 25, 2022 at 9:00 a.m., telephonically or at the Authority's headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.

Kim Schurman
Secretary to the Authority

John M. Keller
Executive Director

Date: December 21, 2021

# NEW JERSEY TURNPIKE AUTHORITY

## SERIES 2021

## TURNPIKE REVENUE BOND RESOLUTION

**Adopted December 21, 2021**

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# SERIES 2021
# TURNPIKE REVENUE BOND RESOLUTION

**WHEREAS**, the New Jersey Turnpike Authority (the **"Authority"**), a public body corporate and politic of the State of New Jersey, organized pursuant to the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented, has adopted and in effect a resolution entitled, "Turnpike Revenue Bond Resolution", initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991, and as further amended and supplemented from time to time in accordance with its terms (collectively, the **"General Bond Resolution"**);

**WHEREAS**, the Authority now desires to authorize the issuance of one or more Series of Bonds (as defined in the General Bond Resolution) and within each Series, one or more sub-series of Bonds (collectively, the **"Series 2021 Bonds"**), under and pursuant to the General Bond Resolution and this Series 2021 Turnpike Revenue Bond Resolution (the **"Series 2021 Resolution"**), to provide funds to (i) pay the costs (including reimbursement to the Authority of amounts heretofore spent to pay such costs) of projects permitted or authorized under the Act and the General Bond Resolution, (ii) if determined to be necessary or advisable in connection with the issuance and sale of the Series 2021 Bonds, make a deposit into the Debt Reserve Fund (as defined in the General Bond Resolution) and/or purchase one or more surety bonds, insurance policies or letters of credit to be deposited into the Debt Reserve Fund, (iii) pay capitalized interest on all or a portion of the Series 2021 Bonds issued to pay the costs described in clause (i) above, and/or (iv) pay the costs of issuance of the Series 2021 Bonds;

**WHEREAS**, as provided in the General Bond Resolution, the Series 2021 Bonds will be issued and secured on a parity with (i) all Bonds currently and hereafter Outstanding under the General Bond Resolution, (ii) the Authority's reimbursement obligations with respect to any Credit Facility (as defined in the General Bond Resolution) or substitute Credit Facility supporting any Bonds, and (iii) payments to any Qualified Swap Provider under a Qualified Swap (as such terms are defined in the General Bond Resolution) where payments from the Qualified Swap Provider have been pledged under the Resolution as part of the Pledged Revenues (as defined in the General Bond Resolution);

**WHEREAS**, the Authority now desires to authorize, in addition to and/or as an alternative to, the issuance of all or a portion of the Series 2021 Bonds, certain other transactions and actions in connection with, or relating to, the issuance of the Series 2021 Bonds or any of the other transactions authorized by this Series 2021 Resolution; and

**WHEREAS**, this Series 2021 Resolution shall constitute a Series Resolution for purposes of Section 1001 of the General Bond Resolution.

**NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY TURNPIKE AUTHORITY, AS FOLLOWS:**

## ARTICLE I
## DEFINITIONS AND STATUTORY AUTHORIZATION

### SECTION 101. Definitions

All terms defined in the preambles hereof shall have the respective meanings set forth therein for all purposes of this Series 2021 Resolution. The following additional terms shall have the meanings set forth below. Unless the context clearly requires otherwise, all other capitalized terms that are used and not otherwise defined herein shall have the meaning given to such terms in Section 101 of the General Bond Resolution.

**"Act"** shall mean the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented from time to time.

**"Authorized Denominations"** shall mean $5,000 and any integral multiple thereof with respect to any Tax Exempt Series 2021 Bonds and $1,000 and any integral multiple thereof with respect to any Taxable Series 2021 Bonds, or such other denomination or denominations for any Series or sub-series of the Series 2021 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 502 hereof.

**"Authorized Officer of the Authority"** shall mean the Chairman, the Executive Director or the Deputy Executive Director of the Authority or any other member, officer or employee of the Authority authorized and designated by resolution to act on behalf of the Authority.

**"Beneficial Owner"** shall mean, so long as any Series or sub-series of the Series 2021 Bonds are in the Book-Entry System, any Person that acquires an ownership interest in any Bond of such Series or sub-series of the Series 2021 Bonds held by DTC.

**"Bond Counsel"** shall mean any attorney or firm of attorneys selected from time to time by the Authority having recognized standing and expertise in the field of law relating to municipal finance and whose legal opinions are generally accepted by purchasers of municipal obligations.

**"Bond Insurance Policy"** shall mean any municipal bond insurance policy purchased by the Authority in accordance with Section 502(e) hereof that insures the payment of the principal of and interest on any Series or sub-series of the Series 2021 Bonds, all as more particularly described in the Series 2021 Certificate of Determination.

**"Bond Insurer"** shall mean any issuer of a Bond Insurance Policy.

**"Bond Purchase Agreement"** shall have the meaning given to such term in Section 501(c) hereof.

**"Book-Entry System"** shall mean the system maintained by DTC described in Section 203 hereof.

**"Continuing Disclosure Agreement"** shall mean the Continuing Disclosure Agreement by and between the Authority, the Trustee and the Co-Trustee, relating to any Series or sub-series of the Series 2021 Bonds, as the same may be amended or supplemented from time to time.

**"Co-Trustee"** shall mean U.S. Bank National Association, in its capacity as a Co-Trustee under the Resolution, and its successors and assigns.

**"Debt Reserve Fund Surety"** shall mean any surety bond, insurance policy or letter of credit satisfying the requirements of Section 506(d) of the General Bond Resolution that is purchased by the Authority with a portion of the proceeds of the Series 2021 Bonds and deposited into the Debt Reserve Fund.

**"Direct Purchase Agreement"** shall have the meaning given to such term in Section 501(e) hereof.

**"Direct Purchaser"** shall have the meaning given to such term in Section 501(d) hereof.

**"DTC"** shall mean The Depository Trust Company, a limited-purpose trust company organized under the laws of the State of New York, or any successor thereto.

**"DTC Participant"** shall mean any securities broker or dealer, bank, trust company, clearing corporation or other Person having an account at DTC.

**"Electronic Means"** shall mean facsimile transmission, e-mail transmission or other similar electronic means of communication providing evidence of transmission, including (except with respect to a communication given to the Trustee) a telephone communication promptly confirmed by any other method set forth in this definition.

**"Fitch"** shall mean Fitch Ratings, Inc. and any successor thereto.

**"General Bond Resolution"** shall mean the Turnpike Revenue Bond Resolution initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991, and as further amended and supplemented from time to time in accordance with its terms.

**"Interest Payment Date"** shall mean, with respect to each Series or sub-series of the Series 2021 Bonds, January 1 and July 1 of each year, commencing on such January 1 or July 1 as shall be set forth in the Series 2021 Certificate of Determination, or such other dates for such Series or sub-series of the Series 2021 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 502 hereof.

**"Kroll"** shall mean Kroll Bond Rating Agency, LLC and any successor thereto.

**"Letter of Representations"** shall mean the representation letter from the Authority, the Trustee and the Paying Agent to DTC dated the date of initial issuance and delivery each Series or sub-series of the Series 2021 Bonds or, if the Authority has executed and delivered a Blanket Letter of Representations in favor of DTC, such Blanket Letter of Representations, as such

Blanket Letter of Representations may be amended, supplemented or otherwise modified and in effect from time to time.

**"Maturity Date"** shall mean, with respect to each Series or sub-series of the Series 2021 Bonds, the date or dates upon which the principal amount of any Series 2021 Bonds of such Series or sub-series is due and payable.

**"Moody's"** shall mean Moody's Investors Service, Inc. and any successor thereto.

**"Paying Agent"** shall mean, with respect to the Series 2021 Bonds, any national banking association having trust powers, bank and trust company or trust company appointed as such by the Authority in accordance with Section 902 of the General Bond Resolution. The initial Paying Agent for the Series 2021 Bonds shall be The Bank of New York Mellon, a New York banking corporation, having a corporate trust office in Woodland Park, New Jersey, and its successors and assigns.

**"Person"** shall mean an individual or any corporation, partnership, limited liability company, joint venture, trust, unincorporated organization, governmental agency, political subdivision or other entity.

**"Rating Agency"** shall mean (i) each of Fitch, Kroll, Moody's and S&P so long as each such entity shall have a rating assigned to any Outstanding Bonds, and (ii) any other nationally recognized securities rating agency that shall have a rating assigned to any Outstanding Bonds.

**"Redemption Date"** shall mean the date fixed for redemption of any Series 2021 Bond subject to redemption in any notice of redemption given in accordance with the terms of the Resolution.

**"Register"** shall mean the registry books of the Authority relating to the Series 2021 Bonds that are maintained by the Registrar.

**"Resolution"** shall mean the General Bond Resolution, as amended and supplemented from time to time, including as supplemented by this Series 2021 Resolution.

**"Return Date"** shall have the meaning given to such term in Section 203(e) hereof.

**"S&P"** shall mean S&P Global Ratings, acting through Standard & Poor's Financial Services LLC, and any successor thereto.

**"Securities Depository"** shall mean DTC or any other entity which shall act as a securities depository for the Series 2021 Bonds in accordance with Section 203 hereof.

**"Series 2021 Bond"** or **"Series 2021 Bonds"** shall mean any Bond or Bonds authenticated and delivered pursuant to Article II of this Series 2021 Resolution and shall include any separate Series of Series 2021 Bonds and any sub-series issued within such Series.

**"Series 2021 Certificate of Determination"** shall mean, collectively, the Certificate or Certificates of Determination relating to each Series or sub-series of the Series 2021 Bonds to be executed by an Authorized Officer of the Authority as provided in this Series 2021 Resolution relating to any of the actions authorized to be taken by an Authorized Officer of the Authority pursuant to this Series 2021 Resolution.

**"Series 2021 Clearing Fund"** shall mean the fund of that name created in Section 401 hereof.

**"Series 2021 Project"** shall mean any and all capital projects that may be implemented by the Authority pursuant to the Act and that constitute Projects under the General Bond Resolution, which projects may include, but are not required to include, and are not limited to, (i) capacity enhancements to both the New Jersey Turnpike and the Garden State Parkway to improve traffic flow thereon, (ii) capacity enhancements, construction, reconstruction, preservation and security of and various other capital improvements relating to numerous bridges, interchanges, service roads and other roadways comprising a portion of the Turnpike System, and (iii) miscellaneous other construction, renovations, improvements, replacements, maintenance and acquisitions to various portions of the Turnpike System that constitute Projects for purposes of the General Bond Resolution. An Authorized Officer may at any time and from time to time determine that (a) any portion of the Series 2021 Project, including one or more of the Projects described in clauses (i), (ii) or (iii) above, shall be modified or abandoned and/or (b) a new project shall be undertaken, provided that such new project constitutes a Project for purposes of the General Bond Resolution. The provisions of Section 503(h) of the General Bond Resolution shall not apply to any such abandonment of a portion of the Series 2021 Project if the Authority determines to apply the moneys available therefor in the Construction Fund to another project constituting a Project for purposes of the General Bond Resolution.

**"Series 2021 Resolution"** shall mean this Series 2021 Turnpike Revenue Bond Resolution, as it may be amended and supplemented from time to time.

**"Special DTC Record Date"** shall have the meaning given to such term in Section 203(e) hereof.

**"Taxable Series 2021 Bonds"** shall mean any Series 2021 Bonds the interest on which is includable in gross income for federal income tax purposes pursuant to the Code.

**"Tax-Exempt Series 2021 Bonds"** shall mean any Series 2021 Bonds the interest on which is not includable in gross income for federal income tax purposes pursuant to Section 103 of the Code.

**"Trustee"** shall mean The Bank of New York Mellon, in its capacity as a Co-Trustee under the Resolution, and its successors and assigns.

**"Underwriters"** shall have the meaning given to such term in Section 501(b) hereof.

**SECTION 102. Rules of Construction**

For all purposes of this Series 2021 Resolution, except as otherwise expressly provided or unless the context otherwise requires, the following rules of construction shall apply in construing the provisions of this Series 2021 Resolution:

(a) Words expressed in the singular shall include the plural and vice versa, and the use of the neuter, masculine or feminine gender is for convenience only and shall be deemed to mean and include the neuter, masculine or feminine gender, as appropriate.

(b) Headings of the Articles and Sections herein and the Table of Contents hereof are solely for convenience of reference, do not constitute a part hereof and shall not affect the meaning, construction or effect hereof.

(c) All references herein to an "Article", "Section" or any other subdivision are to the corresponding Article, Section or subdivision of this Series 2021 Resolution and the words "herein", "hereof", "hereby", "hereto", "hereunder" and other words of similar import refer to this Series 2021 Resolution as a whole, including the Exhibit hereto, and not to any particular Article, Section or subdivision hereof.

(d) All references herein to a "Series" of the Series 2021 Bonds shall include a "sub-series" of the Series 2021 Bonds where the context so requires.

**SECTION 103. Authority for this Series 2021 Resolution**

This Series 2021 Resolution is adopted pursuant to the provisions of the Act and Section 1001 of the General Bond Resolution and shall constitute a Series Resolution for all purposes of the General Bond Resolution. This Series 2021 Resolution may be amended, modified or revised subsequent to the date of its adoption and prior to the date of issuance of the initial Series of the Series 2021 Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 502 hereof.

## ARTICLE II
## AUTHORIZATION, PURPOSE, ISSUANCE AND PAYMENT OF THE SERIES 2021 BONDS

### SECTION 201. Authorization, Purpose and General Provisions

(a) One or more Series of Bonds entitled to the benefits, protection and security of the provisions of the General Bond Resolution is hereby authorized to be issued under and pursuant to the General Bond Resolution in an aggregate principal amount of not exceeding $700,000,000. Each such Series of Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Turnpike Revenue Bonds, Series 2021", as such title may be modified or amended as determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. The Series 2021 Bonds may be issued in one or more Series and, within each Series, one or more sub-series, all as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. Each Series and sub-series of the Series 2021 Bonds shall be issued as either Tax-Exempt Series 2021 Bonds or Taxable Series 2021 Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination.

(b) The Series 2021 Bonds shall be issued for the purpose of providing funds to (i) pay the Cost of Construction (including reimbursement to the Authority of amounts heretofore spent to pay such Costs of Construction) of the Series 2021 Project, (ii) if determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination to be necessary or advisable in connection with the issuance and sale of such Series 2021 Bonds, make a deposit into the Debt Reserve Fund and/or purchase one or more Debt Reserve Fund Sureties to be deposited into the Debt Reserve Fund, (iii) pay capitalized interest on all or a portion of any Series or sub-series of such Series 2021 Bonds, and/or (iv) pay the costs of issuance of such Series 2021 Bonds, including any premium relating to a Bond Insurance Policy.

(c) The Series 2021 Bonds shall be dated, shall mature on such dates and in such principal amounts, shall be issued as Tax-Exempt Series 2021 Bonds or Taxable Series 2021 Bonds, shall bear interest from their date payable at such rate or rates and on such dates, and shall be subject to redemption prior to maturity on such terms and conditions, as provided in Section 202 and Article III hereof and as shall be determined by an Authorized Officer of the Authority in a Series 2021 Certificate of Determination; *provided, however*, that (i) the final Maturity Date of the Series 2021 Bonds shall be not later than January 1, 2052, (ii) with respect to any Series 2021 Bonds issued as Tax-Exempt Series 2021 Bonds, the average true interest cost to the Authority of such Series 2021 Bonds shall not exceed seven percent (7.00%) per annum, (iii) with respect to any Series 2021 Bonds issued as Taxable Series 2021 Bonds, the average true interest cost to the Authority of such Series 2021 Bonds shall not exceed seven percent (7.00%) per annum, and (iv) the Redemption Price for any Series 2021 Bond shall not exceed one hundred three percent (103%) of the principal amount of such Series 2021 Bond; *provided, further, however*, that the Redemption Price of any Taxable Series 2021 Bond subject to optional redemption by the Authority pursuant to a "make-whole" provision may exceed one hundred three percent (103%) of the principal amount of such Taxable Series 2021 Bond if so determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. The aggregate principal amount of each Series and sub-series of the Series 2021 Bonds shall be as set

forth in the Series 2021 Certificate of Determination, but in no case shall the aggregate principal amount of all Series and sub-series of the Series 2021 Bonds exceed $700,000,000.

(d) The Authority hereby appoints The Bank of New York Mellon as the Paying Agent and the Registrar for the Series 2021 Bonds.

(e) To the extent any Series 2021 Bonds are issued in any year other than 2021, references herein to "2021" may, without any further action by the members of the Authority, be changed to the year of issuance of such Series 2021 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination.

**SECTION 202. Denominations, Maturity Dates and Interest on the Series 2021 Bonds**

(a) The Series 2021 Bonds shall be issued in registered form in Authorized Denominations. The Series 2021 Bonds shall be dated their date(s) of initial issuance and delivery and shall bear such numbers and other designations as shall be determined an Authorized Officer of the Authority in the Series 2021 Certificate of Determination.

(b) The Series 2021 Bonds shall mature on the dates and in the principal amounts set forth in the Series 2021 Certificate of Determination. The Series 2021 Bonds shall bear interest at the rate or rates per annum set forth in the Series 2021 Certificate of Determination. Each Series and sub-series of Series 2021 Bonds shall bear interest from and including the date of their initial issuance and delivery until payment of the principal or Redemption Price thereof shall have been made or provided for in accordance with the provisions of the Resolution, whether at maturity, upon redemption or otherwise. Interest on the Series 2021 Bonds shall be payable on each Interest Payment Date.

(c) The principal or Redemption Price of and interest on the Series 2021 Bonds shall be payable in lawful money of the United States of America.

(d) Unless otherwise provided in any writing with or from DTC or if the Book-Entry System for the Series 2021 Bonds is discontinued as provided in Section 203(f) of this Series 2021 Resolution, the interest on each Series 2021 Bond shall be paid by the Paying Agent on the Interest Payment Dates by wire transfer of immediately available funds to an account specified by the Owner of such Series 2021 Bond in a writing delivered to the Paying Agent. Any such specified account shall remain in effect until revised by such Owner by an instrument in writing delivered to the Paying Agent. The principal or Redemption Price of the Series 2021 Bonds shall be payable, when due, upon surrender thereof at the office of the Paying Agent.

(e) Notwithstanding any other provision of this Series 2021 Resolution to the contrary, so long as any Series 2021 Bond is registered in the name of Cede & Co., as nominee for DTC, all payments with respect to the principal or Redemption Price of and interest on such Series 2021 Bond and all notices with respect to such Series 2021 Bond shall be made and given, respectively, to DTC as provided in the Letter of Representations.

(f) Except as may be specifically set forth herein, the Paying Agent, the Trustee and the Authority may treat the Owner of a Series 2021 Bond as the absolute owner thereof for all purposes, whether or not such Series 2021 Bond shall be overdue, and the Paying Agent, the Trustee and the Authority shall not be affected by any knowledge or notice to the contrary; and payment of the principal or Redemption Price of and interest on such Series 2021 Bond shall be made only to such Owner, which payments shall be valid and effectual to satisfy and discharge the liability of such Series 2021 Bond to the extent of the sum or sums so paid. All Series 2021 Bonds paid at maturity or on earlier redemption pursuant to the provisions of the Resolution shall be cancelled by the Paying Agent.

**SECTION 203. Book-Entry System for the Series 2021 Bonds**

Notwithstanding any other provision of the Resolution to the contrary:

(a) Each Series or sub-series of the Series 2021 Bonds shall initially be issued in the form of one fully-registered bond certificate in the aggregate principal amount of each maturity of such Series or sub-series of the Series 2021 Bonds bearing differing rates of interest. Except as provided in paragraph (f) of this Section 203 or as otherwise provided in the Series 2021 Certificate of Determination, all of the Series 2021 Bonds shall be registered in the name of Cede & Co., as nominee for DTC; *provided, however*, that if DTC shall request that the Series 2021 Bonds be registered in the name of a different nominee, the Registrar shall exchange all or any portion of the Series 2021 Bonds of a Series or sub-series for an equal aggregate principal amount of Series 2021 Bonds of the same Series or sub-series and maturity registered in the name of such nominee or nominees of DTC. While the Book-Entry System for the Series 2021 Bonds is in effect, no Person other than DTC or its nominee shall be entitled to receive from the Authority or the Registrar either a Series 2021 Bond certificate or any other evidence of ownership of the Series 2021 Bonds, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Series 2021 Bonds on the Register in connection with discontinuing the Book-Entry System as provided in paragraph (f) of this Section 203 or otherwise.

(b) So long as the Series 2021 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or Redemption Price of and interest on such Series 2021 Bonds shall be made to DTC or its nominee in accordance with the Letter of Representations on the dates provided for such payments under this Series 2021 Resolution or the Series 2021 Certificate of Determination. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the Authority or the Paying Agent with respect to the principal or Redemption Price of and interest on such Series 2021 Bonds to the extent of the sum or sums so paid.

(c) The Authority may treat DTC (or its nominee) as the sole and exclusive Owner of the Series 2021 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on such Series 2021 Bonds, selecting the Series 2021 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Owners of the Series 2021 Bonds under the Resolution, registering the transfer of Series 2021 Bonds, obtaining any consent or other action to be taken by the Owners of Series 2021 Bonds and for all other purposes whatsoever, and the Authority shall not be affected by any

notice to the contrary. The Authority shall not have any responsibility or obligation to any DTC Participant, any Beneficial Owner or any other Person that is not shown on the Register as being the Owner of the Series 2021 Bonds, with respect to: (i) the Series 2021 Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount in respect of the principal or Redemption Price of or interest on the Series 2021 Bonds; (iv) any notice that is permitted or required to be given to the Owners of Series 2021 Bonds under the Resolution; (v) the selection by DTC or any DTC Participant of any Person to receive payment in the event of a partial redemption of the Series 2021 Bonds; or (vi) any consent given or other action taken by DTC as the Owner of Series 2021 Bonds.

(d) So long as the Series 2021 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the Owners of the Series 2021 Bonds under the Resolution shall be given to DTC in accordance with the Letter of Representations.

(e) So long as the Series 2021 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, in connection with any solicitation of consents from or voting by the Owners of Series 2021 Bonds, the Trustee shall establish a special record date (the **"Special DTC Record Date"**) for such consent or other action (with no provision for revocation of consents or votes by subsequent Owners) and the date by which such consent or other action shall be received or taken (the **"Return Date"**). The Trustee shall give DTC notice of the Special DTC Record Date and of the Return Date not less than fifteen (15) calendar days in advance of such Special DTC Record Date to the extent possible.

(f) The Book-Entry System for registration of the ownership of the Series 2021 Bonds through DTC shall be discontinued at any time that (i) DTC determines to resign as Securities Depository for the Series 2021 Bonds and gives notice of such determination to the Authority and the Trustee, or (ii) the Authority determines that continuation of the Book-Entry System through DTC is not in the best interests of the Authority or the Owners of the Series 2021 Bonds and gives notice of such determination to the Trustee and DTC. In either of such events, the Authority may appoint a successor Securities Depository, but if the Authority does not appoint a successor, the Series 2021 Bonds shall be delivered in registered certificated form to such Persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the Authority or the Trustee for the accuracy of such designation. If a successor Securities Depository is appointed, this Section 203 shall be amended through a Series 2021 Certificate of Determination as necessary to reflect such succession and to incorporate provisions required by the successor Securities Depository.

(g) When any notices to the Owners of the Series 2021 Bonds are given by the Trustee under the Resolution, they shall be sent by the Trustee to DTC with a request that DTC forward (or cause to be forwarded) the notice to the DTC Participants so that such DTC Participants may forward (or cause to be forwarded) the notices to the Beneficial Owners. The Authority and the Trustee shall be entitled to rely on any omnibus proxy delivered by DTC and to consider those DTC Participants to whose account the Series 2021 Bonds are credited on any Record Date, as appropriate, and identified in a listing attached to the omnibus proxy, as the Owners of the aggregate amount of the Series 2021 Bonds set forth on such listing for purposes

of any consent, vote or other action of the Owners of the Series 2021 Bonds under the Resolution.

**SECTION 204. Form of the Series 2021 Bonds and the Trustee's Certificate of Authentication.**

Subject to the provisions of the Resolution, the form of the Series 2021 Bonds of each Series or sub-series and the Trustee's Certificate of Authentication thereon shall be of substantially the tenor set forth in the form of the Series 2021 Bonds attached hereto as Exhibit A with such variations, omissions and insertions thereto as are required or permitted by the Resolution.

## ARTICLE III
## REDEMPTION OF SERIES 2021 BONDS

### SECTION 301. Privilege of Redemption and Redemption Price

The Series 2021 Bonds shall be subject to redemption prior to maturity as set forth or referred to in this Article III and in the Series 2021 Certificate of Determination. If and to the extent of any inconsistency between this Article III and Article IV of the General Bond Resolution, this Article III shall govern with respect to the Series 2021 Bonds. Except as otherwise provided by the second paragraph of Section 405 of the General Bond Resolution, on the Redemption Date, funds shall be deposited with the Paying Agent, in its capacity as the Trustee, to pay, and the Trustee is hereby authorized and directed to apply such funds to the payment of, the Series 2021 Bonds or portions thereof called for redemption, together with accrued interest thereon to the Redemption Date. Series 2021 Bonds subject to redemption prior to maturity shall be redeemable, upon notice as provided in this Article III, at such times, at such Redemption Prices and upon such terms, in addition to the terms contained or referred to in this Article III and the Series 2021 Certificate of Determination, as are specified in the General Bond Resolution.

### SECTION 302. Optional Redemption of Series 2021 Bonds

Each Series or sub-series of the Series 2021 Bonds shall be subject to redemption at the option of the Authority, in whole or in part in Authorized Denominations, on such dates and at such Redemption Prices as shall be set forth in the Series 2021 Certificate of Determination, subject to the provisions of Section 201(c) of this Series 2021 Resolution.

### SECTION 303. Mandatory Sinking Fund Redemption of Series 2021 Bonds

(a) Each Series or sub-series of the Series 2021 Bonds shall be subject to mandatory redemption in part from moneys accumulated in the Debt Service Fund by reason of the payment of Sinking Fund Installments on January 1 or July 1 in the years and in the amounts as set forth in the Series 2021 Certificate of Determination, at a Redemption Price equal to one hundred percent (100%) of the principal amount thereof plus accrued interest, if any, to the Redemption Date.

(b) Anything in the Resolution to the contrary notwithstanding, if the Authority purchases and cancels or, at its option, redeems any Series 2021 Bonds that are subject to mandatory Sinking Fund Installments, the Authority shall have the discretion to determine the manner of crediting any such purchased or redeemed Series 2021 Bonds against future Sinking Fund Installments, and such manner of crediting may be chronological, inverse chronological, pro-rata or such other manner as shall be determined by the Authority.

### SECTION 304. Selection of Series 2021 Bonds to be Redeemed

Notwithstanding anything in the Resolution to the contrary and unless otherwise set forth in the Series 2021 Certificate of Determination, if less than all of the Series 2021 Bonds of a Series or sub-series are to be redeemed and paid prior to maturity, the Series 2021 Bonds of such Series or sub-series to be redeemed shall be selected by the Authority, unless less than all of the

Series 2021 Bonds of a maturity of the same Series or sub-series bearing interest at the same rate shall be called for redemption, in which case the selection of the Series 2021 Bonds to be redeemed shall be made by the Paying Agent, in its capacity as the Trustee, by lot in such manner as the Trustee in its discretion shall determine. Unless otherwise set forth in the Series 2021 Certificate of Determination, any Series 2021 Bonds of the same Series or sub-series and maturity that bear interest at different interest rates shall be deemed to be separate maturities of the same Series or sub-series. In selecting Series 2021 Bonds for redemption, the Trustee shall treat each Series 2021 Bond as representing that number of Series 2021 Bonds that is obtained by dividing the principal amount of such Series 2021 Bond by the then-minimum Authorized Denomination; *provided, however,* that no Series 2021 Bond shall be redeemed in part if the principal amount of such Series 2021 Bond to be Outstanding following such partial redemption is not an Authorized Denomination. If it is determined that less than all of the aggregate principal amount of a Series 2021 Bond is to be called for redemption, then, except as may be otherwise provided in the Resolution, upon notice of the redemption of the portion of such principal amount that is to be called for redemption, the Owner of such Series 2021 Bond shall forthwith surrender such Series 2021 Bond to the Trustee for payment of the Redemption Price of the portion of such principal amount called for redemption and the Trustee shall authenticate and deliver to such Owner a new Series 2021 Bond or Series 2021 Bonds having an aggregate principal amount equal to the unredeemed balance of the principal amount of such Series 2021 Bond. If the Book-Entry System for the Series 2021 Bonds is in effect, upon a redemption of less than the entire principal amount of a maturity of the Outstanding Series 2021 Bonds of any Series or sub-series, the Trustee shall (i) either exchange the Series 2021 Bond or Series 2021 Bonds of such Series or sub-series and maturity held by the Securities Depository for a new Series 2021 Bond or Series 2021 Bonds of such maturity in the appropriate principal amount of the unredeemed portion of such maturity, if such Series 2021 Bond is presented to the Trustee by the Securities Depository, or (ii) obtain from the Securities Depository a written confirmation of the reduction in the principal amount of such Series 2021 Bonds held by the Securities Depository.

**SECTION 305. Notices**

(a) Notice of the redemption of any Series 2021 Bonds shall be given by the Paying Agent, in its capacity as the Trustee, at the direction and on behalf of the Authority by mailing a copy of an official notice of redemption not less than thirty (30) days nor more than sixty (60) days prior to the Redemption Date to (i) each Owner of the Series 2021 Bonds to be redeemed by first class mail at their addresses appearing on the Registrar, and (ii) any entities required to receive such notice pursuant to the provisions of the Continuing Disclosure Agreement in the manner provided in the Continuing Disclosure Agreement. Notwithstanding anything in the Resolution to the contrary, notice of the redemption of any Series 2021 Bonds to be given to the Securities Depository shall be given in such manner and time as shall be required in accordance with the operating procedures of the Securities Depository.

(b) Each notice of redemption shall state at a minimum, the complete official name of the issue, including the Series or sub-series designation, the Series 2021 Bond certificate numbers, the principal amount of each Series 2021 Bond certificate to be redeemed (for partial redemptions), the date of issue, the interest rate, the Maturity Date, the Redemption Date, the Redemption Price and the place or places of redemption, including the Paying Agent's name and

appropriate address or addresses with the name of a contact person and telephone number. CUSIP numbers shall also be set forth in such notices of redemption, but the failure to provide such CUSIP numbers shall not affect the validity of the proceedings for the redemption of the Series 2021 Bonds to be redeemed.

(c) Any notice of redemption of the Series 2021 Bonds given in accordance with the requirements of this Section 305 and Article IV of the General Bond Resolution shall be conclusively presumed to have been duly given, whether or not the Owner of any Series 2021 Bond to be redeemed actually receives such notice.

## ARTICLE IV
## DISPOSITION OF SERIES 2021 BOND PROCEEDS AND CREATION OF FUNDS AND ACCOUNTS

**SECTION 401. Disposition of Proceeds of Series 2021 Bonds and Creation of Series 2021 Clearing Fund**

There is hereby established with the Trustee a fund to be designated as the Series 2021 Clearing Fund (the **"Series 2021 Clearing Fund"**), which shall be a separate trust fund held by the Trustee and entitled to the benefits and protections of the General Bond Resolution. Except as otherwise set forth in the Series 2021 Certificate of Determination, upon receipt of the net proceeds, including accrued interest, if any, from the sale of each Series or sub-series of the Series 2021 Bonds, the Trustee shall deposit all such net proceeds into the Series 2021 Clearing Fund and, thereafter, the Trustee shall transfer from the Series 2021 Clearing Fund (i) to the Debt Service Fund, an amount equal to the accrued interest, if any, on such Series or sub-series of the Series 2021 Bonds, (ii) to the Debt Reserve Fund, the amount, if any, set forth in the Series 2021 Certificate of Determination that is required to be deposited in the Debt Reserve Fund so that the amount on deposit in the Debt Reserve Fund upon the issuance of such Series or sub-series of the Series 2021 Bonds shall at least equal the Debt Reserve Requirement, (iii) to the Series 2021 Project Account (which is hereby established) within the Construction Fund, an amount, as determined in the Series 2021 Certificate of Determination, to be applied to pay the Costs of Construction of the Series 2021 Project (including capitalized interest on all or a portion of such Series or sub-series of the Series 2021 Bonds, any premium relating to a Bond Insurance Policy for such Series or sub-series of the Series 2021 Bonds and any other costs of issuance of such Series or sub-series of the Series 2021 Bonds), and (iv) to such other Funds or Accounts and for such other purposes as may be determined in the Series 2021 Certificate of Determination.

## ARTICLE V
## AUTHORIZATION OF CERTAIN OTHER TRANSACTIONS AND PROCEEDINGS

### SECTION 501. Sale of Series 2021 Bonds and Execution of Documents

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, such factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to sell each Series or sub-series of the Series 2021 Bonds (i) in a public offering pursuant to a Bond Purchase Agreement entered into between the Authority and the Underwriters for such Series or sub-series in accordance with subsection (c) of this Section 501, or (ii) in a private, direct purchase sale pursuant to a Direct Purchase Agreement entered into between the Authority and the Direct Purchaser of such Series or sub-series in accordance with subsection (e) of this Section 501. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 502 of this Series 2021 Resolution.

(b) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or a sub-series of the Series 2021 Bonds in a public offering as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to serve as a underwriter of the public offering of such Series or sub-series (the **"Underwriters"**). The selection of the Underwriters for such Series or sub-series made by an Authorized Officer of the Authority pursuant to the preceding sentence shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Underwriters of such Series or sub-series of a Bond Purchase Agreement authorized by subsection (c) of this Section 501.

(c) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2021 Bonds in a public offering as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a bond purchase agreement relating to such Series or sub-series of the Series 2021 Bonds, by and between the Authority and the Underwriters (each a **"Bond Purchase Agreement"**), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Bond Purchase Agreement; *provided, however*, that (i) the compensation to be paid to the Underwriters in accordance with the Bond Purchase Agreement shall not exceed $5.00 per $1,000.00 of the principal amount of such Series or sub-series of the Series 2021 Bonds, (ii) the aggregate principal amount, the final maturity date or dates, the average true interest cost or the initial interest rate, and the Redemption Price of the Series 2021 Bonds of such Series or sub-series shall not exceed the limitations set forth in

subsection (c) of Section 201 of this Series 2021 Resolution, and (iii) the provisions of the Bond Purchase Agreement shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Bond Purchase Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Bond Purchase Agreement with the Underwriters. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Bond Purchase Agreement, to execute and deliver the Bond Purchase Agreement to the Underwriters and to carry out or cause to be carried out all obligations of the Authority under the Bond Purchase Agreement.

(d) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2021 Bonds in a private, direct purchase sale as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks, financial institutions, firms and/or other entities to purchase such Series or sub-series of the Series 2021 Bonds directly from the Authority (the **"Direct Purchaser"**). The selection of the Direct Purchaser for such Series or sub-series made by an Authorized Officer of the Authority pursuant to the preceding sentence shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Direct Purchaser of such Series or sub-series of a Direct Purchase Agreement authorized by subsection (e) of this Section 501.

(e) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2021 Bonds in a private, direct purchase sale as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a purchase agreement relating to such Series or sub-series of the Series 2021 Bonds, by and between the Authority and the Direct Purchaser for such Series or sub-series (each a **"Direct Purchase Agreement"**), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Direct Purchase Agreement; *provided, however*, that (i) the aggregate principal amount, the final maturity date or dates, the average true interest cost or the initial interest rate, and the Redemption Price of the Series 2021 Bonds of such Series or sub-series shall not exceed the limitations set forth in subsection (c) of Section 201 of this Series 2021 Resolution, and (iii) the provisions of the Direct Purchase Agreement shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Direct Purchase Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Direct Purchase Agreement with the Direct Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Direct Purchase Agreement, to execute and

deliver the Direct Purchase Agreement to the Direct Purchaser and to carry out or cause to be carried out all obligations of the Authority under the Direct Purchase Agreement.

(f) The Series 2021 Bonds of each Series or sub-series shall be sold by the Authority to the Underwriters or the Direct Purchaser for such Series or sub-series named in the applicable Bond Purchase Agreement or Direct Purchase Agreement on the date and at the purchase price set forth in the Series 2021 Certificate of Determination and on the terms and conditions and upon the basis of the representations set forth in the applicable Bond Purchase Agreement or Direct Purchase Agreement. Each Authorized Officer of the Authority is hereby authorized and directed to deliver the Series 2021 Bonds of each Series or sub-series to the Trustee for authentication and to instruct the Trustee to deliver the Series 2021 Bonds of such Series or sub-series to the Underwriters or the Direct Purchaser, as applicable, upon receipt of the purchase price for such Series or sub-series and to execute and deliver all documents and instruments required in connection therewith.

(g) The execution by an Authorized Officer of the Authority of an Official Statement, Direct Purchase Memorandum or other disclosure document of the Authority relating to each Series or sub-series of the Series 2021 Bonds, in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing such document, and the delivery of said Official Statement, Direct Purchase Memorandum or other disclosure document, together with any amendments, supplements or updates thereto, to the Underwriters or the Direct Purchaser of such Series or sub-series are hereby authorized and the Authority hereby authorizes said Official Statement, Direct Purchase Memorandum or other disclosure document and the information contained therein to be used in connection with the offering and sale of such Series or sub-series of the Series 2021 Bonds. The preparation and distribution of a Preliminary Official Statement of the Authority relating to each Series or sub-series of the Series 2021 Bonds in connection with the public offering and sale of such Series or sub-series of the Series 2021 Bonds is hereby approved. The Authorized Officers of the Authority are each hereby authorized on behalf of the Authority to deem the Preliminary Official Statement relating to each Series or sub-series of the Series 2021 Bonds final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, and to provide written evidence relating thereto in form acceptable to Bond Counsel.

(h) The Authorized Officers of the Authority are each hereby authorized and empowered for and on behalf of the Authority to execute, acknowledge and deliver the Bond Purchase Agreement, the Direct Purchase Agreement and the Continuing Disclosure Agreement, as well as any tax and arbitrage certificates or agreements relating to each Series or sub-series of the Series 2021 Bonds and any related investment agreement or guaranteed investment contract, and the Secretary or Assistant Secretary or any other officer or commissioner of the Authority is hereby authorized and empowered to affix the seal of the Authority and to attest to the same for and on behalf of the Authority.

(i) The Authorized Officers of the Authority are each hereby authorized to take any action, execute any document or give any consent that may from time to time be required by the Authority under the Bond Purchase Agreement, the Direct Purchase Agreement, the Continuing Disclosure Agreement, any tax and arbitrage certificates or agreements relating to each Series or sub-series of the Series 2021 Bonds and any related investment agreement or

guaranteed investment contract. Any such action taken or document executed or consent given by such Authorized Officer of the Authority in his or her capacity as an Authorized Officer of the Authority shall be deemed to be an act by the Authority. The Chairman, Treasurer and Secretary or Assistant Secretary of the Authority are each hereby authorized and directed to execute the Series 2021 Bonds on behalf of the Authority in accordance with the provisions of the Act and the Resolution, and the Authorized Officers of the Authority are each hereby authorized and directed to take all actions necessary, useful, convenient or desirable to accomplish the delivery of the Series 2021 Bonds to the Underwriters or the Direct Purchaser, including, but not limited to, the selection of a financial printer, as promptly as possible and in accordance with the provisions of the Resolution.

**SECTION 502. Additional Proceedings**

As additional proceedings of the Authority in connection with any of the transactions authorized by this Series 2021 Resolution, there is hereby delegated to the Authorized Officers of the Authority the power to take the following actions and to make the following determinations by a Series 2021 Certificate or Certificates of Determination executed by any one such Authorized Officer of the Authority and delivered to the Trustee:

(a) To determine, subject to the provisions of this Series 2021 Resolution, whether the Series 2021 Bonds shall be issued in one or more Series and, within each Series, one or more sub-series or consolidated with any other Series of Bonds into a single Series of Bonds for purposes of issuance and sale, the respective principal amounts, Maturity Dates, interest rate or rates and yield or yields to maturity or the methods of determining such interest rate or rates, Interest Payment Dates and/or redemption provisions, Redemption Prices and Authorized Denomination or Denominations (not exceeding the aggregate principal amount of each maturity) of the Series 2021 Bonds or each Series or sub-series thereof and any other provisions necessary to comply with the Resolution or deemed necessary or advisable by such Authorized Officer of the Authority and which provisions are not in conflict with or in substitution for the provisions of the Resolution;

(b) To determine whether each Series or sub-series of the Series 2021 Bonds shall be issued as either Tax-Exempt Series 2021 Bonds or Taxable Series 2021 Bonds;

(c) To determine the application of the proceeds of the Series 2021 Bonds for the purposes stated in Section 201(b) of this Series 2021 Resolution and as provided in Section 401 of this Series 2021 Resolution, including, without limitation, the amount of capitalized interest, if any, that will be funded for each Series or sub-series of such Series 2021 Bonds from the proceeds of such Series 2021 Bonds and the date or dates through which such capitalized interest will be funded;

(d) To omit from, add to or incorporate into the designation and title of the Series 2021 Bonds contained in Section 201(a) of this Series 2021 Resolution any provision, or modify such designation or title in any other manner, which may be deemed necessary or advisable by such Authorized Officer of the Authority in connection with the issuance, sale and delivery of, and security for, each Series or sub-series of the Series 2021 Bonds and that is not inconsistent with the provisions of the Resolution;

(e) If such Authorized Officer of the Authority determines, after consultation with the Authority's financial advisor and Bond Counsel, that the purchase of a Bond Insurance Policy with respect to any or all of the maturities of any Series or sub-series of the Series 2021 Bonds is necessary or desirable in connection with the offering and sale of such Series or sub-series of the Series 2021 Bonds, to purchase a Bond Insurance Policy with respect to any or all of the maturities of any Series or sub-series of the Series 2021 Bonds, to include in the Series 2021 Certificate of Determination such provisions relating to such Bond Insurance Policy as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, to enter into any agreement required by the Bond Insurer in connection with such Bond Insurance Policy as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, and to include on the form of any Series 2021 Bond that is insured by such Bond Insurance Policy any statement or other information required by the Bond Insurer;

(f) If such Authorized Officer of the Authority determines, after consultation with the Authority's financial advisor and Bond Counsel, that the purchase of one or more Debt Reserve Fund Sureties is necessary or desirable in connection with the offering and sale of the Series 2021 Bonds, to purchase one or more Debt Reserve Fund Sureties, to include in the Series 2021 Certificate of Determination such provisions relating to such Debt Reserve Fund Sureties as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, and to enter into any agreement required by the issuer of any Debt Reserve Fund Surety as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate;

(g) In connection with any of the transactions authorized by this Series 2021 Resolution, to make such amendments, modifications and revisions to the Resolution or this Series 2021 Resolution prior to, or simultaneously with, or subsequent to, the issuance of the initial Series or sub-series of the Series 2021 Bonds as (i) may be requested by any Rating Agency in connection with obtaining a rating on any Series or sub-series of the Series 2021 Bonds from such Rating Agency, (ii) may be requested by the Bond Insurer in connection with obtaining a Bond Insurance Policy for any Series or sub-series of the Series 2021 Bonds, (iii) may be requested by the issuer of any Debt Reserve Fund Surety in connection with obtaining any Debt Reserve Fund Surety, or (iv) an Authorized Officer of the Authority may determine, in consultation with the Authority's financial advisor and Bond Counsel, are necessary or advisable in order to (a) reflect the actual provisions of the Resolution that shall be applicable to any Series or sub-series of the Series 2021 Bonds, or (b) facilitate the issuance and sale of the Series 2021 Bonds and to provide a mechanism for paying all or a portion of the costs and expenses incurred by the Authority in connection with the transactions contemplated by this Series 2021 Resolution, including, without limitation, the costs and expenses described in clause (h) of this Section 502; *provided, however,* that (A) the provisions of Section 201 hereof relating to the maximum aggregate principal amount, the final Maturity Date, the average true interest cost to the Authority of any Series 2021 Bonds and the maximum Redemption Price for the Series 2021 Bonds shall not be so amended, modified or revised, and (B) no such amendments, modifications or revisions shall be inconsistent with the provisions of the Resolution;

(h) To determine whether to pay any or all of the costs and expenses incurred by the Authority in connection with the transactions authorized by this Series 2021 Resolution, including, without limitation, any and all legal fees, accounting fees, fees of the Trustee, the Co-Trustee, the Authority's financial advisor, Bond Counsel, the Underwriters and counsel to the Underwriters, any premium relating to a Bond Insurance Policy and any other fees and expenses incurred in connection with any transactions authorized by this Series 2021 Resolution, from the proceeds of the Series 2021 Bonds or from any other source of funds of the Authority that are available to be used for such payment;

(i) As and if necessary, to submit an excerpt of the minutes of the meeting of the Authority at which this Series 2021 Resolution was adopted to the Governor of the State as required pursuant to the Act, and to receive, on behalf of the Authority, an approval letter from the Governor of said excerpt as it relates to all actions taken by the Authority in connection with the transactions authorized by this Series 2021 Resolution; and

(j) To make such other determinations, to execute such other documents, instruments and papers and to do such acts and things as may be authorized in this Series 2021 Resolution or as may be necessary or advisable in connection with the issuance and sale of any Series or sub-series of the Series 2021 Bonds or any of the other transactions contemplated by this Series 2021 Resolution and that are not inconsistent with the provisions of the Resolution.

Any and all actions heretofore taken by the Authorized Officers of the Authority in connection with the transactions authorized and contemplated by this Series 2021 Resolution are hereby ratified.

All matters determined by an Authorized Officer of the Authority under the authority of this Series 2021 Resolution shall constitute and be deemed matters incorporated into this Series 2021 Resolution and approved by the Authority, and, whenever an Authorized Officer of the Authority is authorized or directed to take any action pursuant to this Series 2021 Resolution with or upon the advice, consent or consultation with or by any other person, agency, officer or official, a certificate of such Authorized Officer of the Authority may be relied upon as being determinative that such advice, consultation or consent has in fact occurred and that such actions of the Authorized Officer of the Authority are valid and binding.

Any Series 2021 Certificate or Certificates of Determination executed by an Authorized Officer of the Authority pursuant to this Section 502 shall constitute a supplement to, and be deemed to supplement, the Resolution, and all matters determined by an Authorized Officer of the Authority in such Series 2021 Certificate or Certificates of Determination shall be deemed matters incorporated into and a part of the Resolution.

## ARTICLE VI
## MISCELLANEOUS

**SECTION 601. Nonpresentment of Series 2021 Bonds**

(a) If any Series 2021 Bond shall not be presented for payment when the principal or Redemption Price thereof becomes due, either at maturity, upon redemption or otherwise, and if moneys sufficient to pay the principal or Redemption Price of such Series 2021 Bond shall have been deposited with the Trustee, it shall be the duty of the Trustee to hold such moneys, without liability to the Authority, any Owner or any other Person for interest thereon, for the benefit of the Owner of such Series 2021 Bond.

(b) Any moneys so deposited with and held by the Trustee due to nonpresentment of Series 2021 Bonds must be retained by the Trustee for a period of at least eleven months after the final maturity date of the Series 2021 Bonds. Thereafter, it shall be the duty of the Trustee to comply with the Uniform Unclaimed Property Act, N.J.S.A. 46:30B-1 *et seq.*, with respect to such funds in accordance with the Trustee's escheat policies and procedures, which must not be in conflict with the Uniform Unclaimed Property Act, N.J.S.A. 46:30B-1 *et seq*. The Owners of such Series 2021 Bonds shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his or her part under the Resolution or on, or with respect to, such Series 2021 Bonds.

**SECTION 602. Notices**

Except as otherwise required herein, all notices required or authorized to be given to the Authority, the Trustee, the Co-Trustee, the Registrar and the Paying Agent pursuant to the Resolution shall be in writing and shall be sent by registered or certified mail, postage prepaid, recognized private carrier, with delivery charges prepaid and acknowledgement of delivery, or by Electronic Means, to the addresses set forth in the Series 2021 Certificate or Certificates of Determination.

**SECTION 603. Effective Date**

This Series 2021 Resolution shall take effect at the earliest time specified in Section 3(F) of the Act.

**EXHIBIT A**

**(FORM OF SERIES 2021 BOND)**

No. _____ $_____

**NEW JERSEY TURNPIKE AUTHORITY**

**TURNPIKE REVENUE BOND, SERIES 2021 __**

| Dated Date | Maturity Date | Interest Rate | CUSIP |
|---|---|---|---|

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The NEW JERSEY TURNPIKE AUTHORITY (the "Authority"), a body corporate and politic organized and existing under and by virtue of the laws of the State of New Jersey, acknowledges itself indebted to, and for value received hereby promises to pay to, the Registered Owner specified above, but solely from the tolls, other revenues and funds of the Authority hereinafter mentioned, on the Maturity Date specified above, upon presentation and surrender of this Bond at the designated corporate trust office of The Bank of New York Mellon, Woodland Park, New Jersey (the "Paying Agent"), the Principal Amount stated above, and to pay, but solely from such tolls, other revenues and funds of the Authority, interest on such Principal Amount from the Dated Date specified above at the Interest Rate per annum specified above on each Interest Payment Date (as defined below), until the Authority's obligation with respect to the payment of such Principal Amount has been paid in full, discharged and satisfied. Interest on this Bond shall be calculated on the basis of a 360-day year composed of twelve 30 day months and shall be payable semiannually on _____ and _____ of each year, commencing _____ (each such date being referred to herein as an "Interest Payment Date") in the manner provided in the Resolution (as defined below).

This Bond is one of a duly authorized issue of Bonds of the Authority designated as its "Turnpike Revenue Bonds, Series 2021 __" (the "Series 2021 ___ Bonds"), in the aggregate principal amount of $_____ issued pursuant to the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented (the "Act"), and under and pursuant to a resolution of the Authority entitled "Series 2021 Turnpike Revenue Bond Resolution" adopted by the Authority on December 21, 2021, and as supplemented by a Certificate of Determination relating to the Series

2021 __ Bonds, dated _____ __, 202_ (collectively, the "Series 2021 Resolution"), which is authorized by the Turnpike Revenue Bond Resolution, initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991, and as amended and supplemented to the date hereof (collectively, the "General Bond Resolution"). The General Bond Resolution, as supplemented by the Series 2021 Resolution, is referred to herein as the "Resolution". All capitalized terms used but not defined herein shall have the meanings given to them in the Resolution.

The Series 2021 __ Bonds are subject to redemption prior to maturity upon the terms and conditions set forth or referred to in the Resolution.

The Series 2021 __ Bonds are secured by the General Bond Resolution on a parity with all other Bonds (as defined in the General Bond Resolution) heretofore or hereafter issued and certain Qualified Swaps and Credit Facilities, as defined therein. As provided in the Resolution, the principal or Redemption Price of and interest on the Series 2021 __ Bonds are payable solely from, and secured by, the Pledged Revenues (as defined in the General Bond Resolution) and proceeds of Bonds held or set aside under the Resolution. Copies of the Resolution are on file at the office of the Authority and at the corporate trust office of The Bank of New York Mellon in Woodland Park, New Jersey, as Trustee under the Resolution, or its successors as Trustee (the "Trustee"), and reference to the Act and to the Resolution and any and all modifications and amendments thereof is made for a description of the pledge and covenants securing the Series 2021 __ Bonds; a description and listing of all other Bonds outstanding on a parity with the Series 2021 __ Bonds; the nature, extent and manner of enforcement of such pledge; the rights and remedies of the registered owners of the Series 2021 __ Bonds with respect thereto; and the terms and conditions upon which the Series 2021 __ Bonds are issued and upon which additional parity Bonds may be issued thereunder, to all of which the Registered Owner assents as a material part of the consideration to the Authority for the issuance of the Series 2021 __ Bonds.

The pledge of tolls and other revenues and funds and the other obligations of the Authority under the Resolution may be discharged at or prior to the maturity of the Series 2021 __ Bonds upon the making of provision for their payment on the terms and conditions set forth in the Resolution.

This Bond is transferable, as provided in the Resolution, only upon the books of the Authority kept for that purpose at the office of the Registrar by the registered owner hereof in person, or by his or her duly authorized attorney, upon surrender with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his or her duly authorized attorney, and thereupon a new registered Series 2021 __ Bond or Bonds, in the same aggregate principal amount, shall be issued to the transferee therefor as provided in the Resolution, and upon payment of the charges therein prescribed. The Authority, the Trustee, the Registrar and the Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest due on this Bond and for all other purposes.

Subject to the conditions and upon the payment of the charges provided in the Resolution, registered Series 2021 __ Bonds may be surrendered (accompanied by a written instrument of transfer satisfactory to the Registrar duly executed by the Registered Owner or his

or her duly authorized attorney) in exchange for an equal aggregate principal amount of registered Series 2021 __ Bonds of any other authorized denominations.

Neither the members of the Authority nor any person executing the Series 2021 __ Bonds shall be personally liable on the Series 2021 __ Bonds or be accountable by reason of the issuance thereof in accordance with the provisions of the Act.

The Series 2021 __ Bonds shall not be deemed to constitute a debt or liability of the State of New Jersey or of any political subdivision thereof or a pledge of the faith and credit of the State of New Jersey or any such political subdivision. The Authority is obligated to pay the Series 2021 __ Bonds and the interest thereon only from tolls, other revenues and proceeds of such Series 2021 __ Bonds, and neither the State of New Jersey nor any political subdivision thereof is obligated to pay the Series 2021 __ Bonds or the interest thereon, and neither the faith and credit nor the taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal or Redemption Price of or the interest on the Series 2021 __ Bonds.

It is hereby certified and recited that all conditions, acts and things required by law and the Resolution to exist, to have happened and to have been performed precedent to and in the issuance of this Bond, exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the Authority, is within every debt and other limit prescribed by the laws of the State of New Jersey.

This Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the execution by a Co-Trustee of the Co-Trustee's Certificate of Authentication hereon.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the NEW JERSEY TURNPIKE AUTHORITY has caused this Bond to be signed in its name and on its behalf by the manual or facsimile signature of its Chairman, and its corporate seal (or a facsimile thereof) to be hereunto impressed, imprinted, engraved or otherwise reproduced hereon and attested by its Secretary and its Treasurer, all as of the Dated Date specified above.

(SEAL)

**NEW JERSEY TURNPIKE AUTHORITY**

_____
Chairman

ATTEST:

_____
Secretary

_____
Treasurer

[FORM OF CERTIFICATE OF AUTHENTICATION
ON ALL SERIES 2021 __ BONDS]

CO-TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds delivered pursuant to the within mentioned Resolution, and is one of the series of such Bonds designated "Turnpike Revenue Bonds, Series 2021 __".

**THE BANK OF NEW YORK MELLON,**
**as Co-Trustee**

By:_____
Authorized Signatory

Date of Authentication: _____, _____

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(ASSIGNMENT PROVISION ON BACK OF SERIES 2021 __ BONDS)
[ONLY EFFECTIVE WHEN NO "BOOK-ENTRY ONLY" REGISTRATION]

FOR VALUE RECEIVED _____ hereby sells, assigns and transfers unto

_____

*(Please insert Social Security or Other Indemnifying Number of Assignee)*

_____

*(Please Print or Type Name and Address of Assignee)*

the within Bond and hereby irrevocably appoints _____, as attorney, to transfer said Bond on the registration books of the Authority, with power of substitution and revocation.

Dated:_____

_____

NOTICE: The signature on this assignment must correspond with the name as it appears on the face of the within Bond in every particular.

Signature Guarantee:

_____

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