

**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

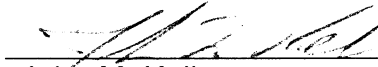
I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the September 22, 2020 Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority this **22nd day of September 2020.**

ATTEST:



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Corporate Seal

Date: September 22, 2020

Received in the Governor's Office September 22, 2020

Received by:

Print Name

Signature

Veto Period Ends:

October 6, 2020
(Write in the date the veto period ends)

TO: Kim Schurman Schurman@njta.com

FROM: Jesse Kirkham, Authorities Unit, Governor's Office, Office of the Governor

DATE: September 23, 2020

RE: **New Jersey Turnpike Authority Minutes**

This email is confirmation that the Authorities Unit received the minutes from the September 22, 2020 board meeting on September 22, 2020. The calculated veto date is October 6, 2020.

Thank you.

Attachment

cc: Lauren LaRusso

**PROCEEDINGS OF MEETING OF NEW JERSEY TURNPIKE AUTHORITY
BOARD OF COMMISSIONERS
Tuesday, September 22, 2020**

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Chair Diane 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 requested a Moment of Silence in light of recent events occurring in our society, including the wildfires in California, extreme weather in the South and the passing of Justice Ruth Bader Ginsburg.

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PRESENT by tele-conference

Present on the call were Chair Diane Gutierrez-Scaccetti, Vice Chair Ulises Diaz, Treasurer Michael DuPont, Commissioner Raymond Pocino, Commissioner Ronald Gravino, Commissioner John Minella and Commissioner Raphael Salerno. The meeting commenced at 9:00 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); Director of Law Robert Carroll (in person); Director of Human Resources Mary-Elizabeth Garrity; Director of Internal Audit Donna Wilser, Director of Maintenance Ken McGoldrick, 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 Terence Carroll, 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 & Gibling, LLP, Governors' Authorities Unit Representative Lauren LaRusso.

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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 at least two newspapers and notice has been forwarded to the Secretary of State, Trenton, New Jersey. In addition, notice of said meeting has been and is being displayed in the main lobby of the Authority's Administration Headquarters in Woodbridge.

Secretary to the Authority Schurman takes Roll Call and the Following Were

Present by tele-conference:

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

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CHAIR COMMENTS

None

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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
- Pending Litigation
- Collective Bargaining Agreements
- Personnel Matters

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 9:23 a.m. A motion was made by Treasurer Dupont and seconded by Commissioner Pocino to resume the public portion of the meeting at 9:25 a.m.

Secretary to the Authority Schurman takes Roll Call and the Following Were

Present by teleconference:

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

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 August 25, 2020; he did not exercise his power to veto any items in those minutes.

Upon motion made by Treasurer DuPont seconded by Commissioner 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:

- Commissioner Pocino is recused on Items 233 through 244

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PUBLIC COMMENT

Joseph Reo

Mr. Reo said he is from Sayreville and has lived there for 40 years, Mr. Reo advised he is calling regarding a news article in the paper about a Monorail in the Median as a possible alternative to widening the Parkway. Mr. Reo said he does not think this alternative should be included in the widening plan. Mr. Reo said he does not think the monorail if constructed for only a few miles would benefit travelers who are traveling long distances. Mr. Reo said the monorail would have to be built for at least a 50 mile stretch in order to benefit travelers. If land taking wanted to be avoided, Mr. Reo said the Authority should stick with the original 2020 Long Term Capital Plan. Mr. Reo stated the widening of Interchange 6-9 on the Turnpike was a great accomplishment and did require land takings and disruptions, but it was done in a fair and equitable way. Mr. Reo concluded by saying this crucial stretch of Parkway land should be addressed by adding 1 additional travel lane in each direction.

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EXECUTIVE DIRECTOR COMMENTS

Executive Director Keller took a moment to address recent internal reporting structure modifications made at the Authority involving several departments including Operations, Maintenance, Engineering, Patron Services and Executive. Executive Keller said as you are all very much aware this Authority is on the precipice of a historic Capital Program, a Program that this Authority can and will deliver for our patrons and for all citizens of our State. Keller stated in doing so, he feels it is important that the Authority's management team evaluate every aspect of our management structure and business processes to effectively and efficiently undertake this monumental and exciting challenge.

Executive Director Keller stated over the past year the Authority has taken several meaningful steps to prepare us to successfully tackle this Capital Program, most notably the adoption of our Strategic Plan, the first ever in our 70-year history and also the implementation of a Capital Program Management System to assist us to manage, forecast and monitor all aspects of the program.

Executive Director Keller advised after several months of reviewing our current organization structure, as well as those of transportation agencies nationally and monitoring our present processes, it became quite apparent that in order to achieve the Authority's Mission and Core Values, changes needed to be made.

Executive Director Keller further stated significant time and research had gone into the development of these reporting structure changes and the model we are adopting are consistent with many transportation agencies nationwide, including the NJDOT. Specific details are currently being formulated with the Managers of the affected departments and will be

disseminated to staff by their respective managers once finalized.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 231-09-2020. Moved is the item as follows:

231-09-2020

Human Resources Director Mary Elizabeth Garrity submitted the Personnel Agenda, dated September 22, 2020, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

On motion by Commissioner Pocino and seconded by Treasurer DuPont 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

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

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LAW

Director of Law Robert Carroll requested approval of item number 232-09-2020. Moved is the item as follows:

232-09-2020

In a memorandum dated September 10, 2020, Authorization to Participate in an Out-of-Court Settlement with UBS Regarding the Setting of LIBOR, was approved.

Over the past several years, the New Jersey Attorney General and the attorneys general of 40 other states have conducted an investigation into the manner in which UBS set a benchmark interest rate known as LIBOR (London Inter Bank Offered Rate). The investigation focused on allegations of fraudulent and anti-competitive conduct involving the setting of LIBOR by UBS. The attorneys general and their experts contended that the manipulation in the setting of the rate had the effect of increasing the amount paid by issuers of debt obligations, such as the Authority, on debt instruments that were based on LIBOR and the interest rate swap agreements connected to the variable rate debt obligations. The investigation covered LIBOR setting by UBS between January 1, 2006 and December 31, 2010. During this time period, the Authority had five interest rate swap agreements with UBS, which had been in effect since 2003. The Authority has been working with the New Jersey Attorney General on this matter for the past several years.

Following the investigation, the attorneys general have agreed to settle with UBS for \$64,600,000, of which \$1,009,556.96 will be the Authority's share. The Authority will not be required to pay any legal fees or costs in connection with this matter.

For the Authority to receive its share of the settlement funds, the Authority must elect to participate in the settlement and sign a release. The New Jersey Attorney General recommends that the Authority participate in the settlement, and the Law and Finance Departments concur.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute the election to participate and the release documents in this matter. It is further recommended the Executive Director be authorized to execute any such documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Treasurer DuPont and seconded by Commissioner Pocino the Board unanimously approved item number 232-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

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ENGINEERING

Chief Engineer, Robert Fischer, requested approval of item numbers 233-09-2020 through 241-09-2020. Moved are the items as follows:

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PUBLIC BID-AWARD OF CONTRACTS

233-09-2020

In a document dated August 21, 2020, Recommendation to Award Contract No. A200.536, New Jersey Turnpike and Garden State Parkway, Joseph M. Sanzari, Inc., Toll Lane Treadle Rehabilitation at Various Toll Plazas on the New Jersey Turnpike and Garden State Parkway, R-158727, Budget Code:080 C00005, Funding Allocation: \$750,000.00 FY2020, \$1,445,660.00 FY2021, Amount: \$2,195,660.00, was approved.

This contract will provide for the removal of damaged and or non-functioning entry/exit treadles at selected New Jersey Turnpike and Garden State Parkway Toll Plazas. In addition to the removal of these legacy treadles, repairs will be performed on active treadles and curb boxes that are in poor condition, and other related miscellaneous work. All work is expected to be completed by July 2021.

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Eleven bid proposals were received on August 14, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of \$2,195,660.00 may be compared to the Engineer's Estimate in the amount of \$2,541,500.00. A review of the low bid reveals favorable unit prices bid for traffic control devices and maintenance and protection of traffic control items of work. This reflects the low bidder's extensive experience and understanding of the traffic control requirements on both Parkway and Turnpike contracts, including work at toll plazas. The low bidder, Joseph M. Sanzari, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. A200.536 be awarded to the low bidder, Joseph M. Sanzari, Inc. of Hackensack, New Jersey in the amount of 2,195,660.00 which is allocated as follows: \$750,000.00 FY 2020 and \$1,445,660.00 for FY 2021. 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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ORDER FOR PROFESSIONAL SERVICES

234-09-2020

In a document dated September 2, 2020, **Recommendation to Issue Order for Professional Services No. A3785, Garden State Parkway and New Jersey Turnpike, HNTB Corporation, General Consulting Engineering Services, R-159495, Budget Code: Various Funding Sources, Amount: \$58,115,000.00**, was approved.

The terms of the New Jersey Turnpike Revenue Bond Resolution require the Authority to retain "...an independent engineer or engineering firm or corporation having a nationwide and favorable reputation for skill and experience..." (Section 709) to carry out the duties of General Consulting Engineers (GCE). HNTB Corporation presently serves as GCE for the New Jersey Turnpike Authority under Order for Professional Services (OPS) No. A3584, which expires December 31, 2020.

Under OPS No. A3785, the GCE will perform the following services over a five-year term:

- All known services required of the General Consulting Engineers, but not limited to, services related to and required by bond resolution;
- Updates of Authority manuals and documents

- Reports on the physical condition of the Turnpike and Garden State Parkway roadways and facilities;
- Consultation, strategic planning and support services associated with Capital Programs;
- Construction contract design reviews;
- Review of third party improvements and License to Cross applications and documentation;
- Support and maintain the Authority's Qualified Products List Program;
- Support services related to the maintenance and renewal of property insurance;
- Services related to Electronic Toll Collection and Back Office contract and implementation management;
- Services related to performance based tolling, intelligent transportation systems and technology;
- Support of the Pavement Maintenance Program;
- Assistance with the Authority's Bridge Inspection Program as the Program's Technical Manager;
- Other miscellaneous services as required;
- Any additional services upon request through the Work Request Authorization Form (WRAF) process.

Due to the unique scope of work there are no specific prequalification codes for this assignment. Accordingly, a Request for Letters of Qualification (LOQ) was posted on the Authority's website on April 28, 2020.

By the closing date of May 18, 2020, LOQs were received from four firms. Upon review of the LOQ's, two of the firms, AECOM and HNTB Corporation, met the qualifications stipulated and were requested to submit Technical and Fee Proposals. The Review Committee reviewed and evaluated each firm's Technical Proposal and then an Oral Presentation was held with each firm following appropriate health and safety measures that were taken to safe-guard all participants due to the COVID-19 pandemic situation. Subsequent to these activities the final scoring resulted in HNTB Corporation being the highest technically ranked firm. The fee submitted by HNTB Corporation 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. A3785 be issued to the firm of HNTB Corporation of Parsippany, New Jersey. The anticipated expenditure of funds for FY 2021 is \$12,250,000.00. The anticipated expenditure of funds for subsequent years is as follows:

FY 2022	\$11,250,000.00
FY 2023	\$11,750,000.00

FY 2024	\$11,750,000.00
FY 2025	\$11,115,000.00

It is also recommended that the Executive Director be authorized to approve separately negotiated WRAFs for additional services of a general overall nature that can best be performed by the General Consulting Engineers. This funding will be encumbered upon the execution of each WRAF. The total Work Requests will be limited to \$7,500,000.00 over the five- year term of this OPS. The total fee, including core services and WRAFs will not exceed \$58,115,000.00 for the five-year period.

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).

235-09-2020

In a document dated August 27, 2020, **Recommendation to Issue Order for Professional Services No. T3791, New Jersey Turnpike, Michael Baker International, Design Services for Contract No. T200.569, Roadway Lighting Repairs New Jersey Turnpike Interchanges 7A & 8A and Contract No. T200.570, Roadway Lighting Repairs New Jersey Turnpike Interchanges 10 & 11, R-159496, Budget Code: 390LONGTRM, Amount: \$3,575,000.00,** was approved.

This Order for Professional Services will provide design services to prepare two construction contracts to upgrade roadway lighting systems to LED Roadway Lighting at Interchanges 7A, 8A, 10 and 11 on the New Jersey Turnpike including post design services.

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 thirty-three (33) engineering firms were prequalified and eligible under Profile Code: A300, Roadway Lighting Systems. Three firms submitted EOIs by the closing date of June 30, 2020.

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 three firms which submitted complete EOIs: Michael

Baker International, Stantec Consulting Services, Inc., and Urban Engineers, 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 Michael Baker International being the highest technically ranked firm. The fee submitted by Michael Baker International 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. T3791 be issued to the firm of Michael Baker International of Hamilton, New Jersey, in an amount not to exceed \$3,575,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.73 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).

236-09-2020

In a document dated August 13, 2020, Recommendation to Issue Order for Professional Services Nos. T3792 and T3793, New Jersey Turnpike, Arora and Associates, P.C. - OPS No. T3792, PKB Engineering Corporation - OPS No. T3793, Engineering Services for the 2021 New Jersey Turnpike Authority Bridge Inspection Program, Order for Professional Services No. T3792, New Jersey Turnpike - Group 1 Sign Structures, Milepost 0 to 67 and the Pearl Harbor Memorial Turnpike Extension, R-159500, Budget Code: 040E10018, Funding Allocation: \$770,000.00 FY 2021, \$ 15,000.00 FY 2022, Amount: \$785,000.00, and Order for Professional Services No. T3793, New Jersey Turnpike - Group 2 Sign Structures, Milepost 67 to 97, R-159501, Budget Code: 040E10018, Funding Allocation: \$740,000.00 FY 2021, \$ 10,000.00 FY 2022, Amount: \$750,000.00, was approved.

Through this single procurement process, the Authority will select two consultants to furnish engineering services for sign structure inspections on the New Jersey Turnpike.

The engineering services associated with OPS No. T3792 will include inspection of 199 sign structures located between Milepost 0 to 67, and the Pearl Harbor Memorial Turnpike Extension of the New Jersey Turnpike and OPS No. T3793 will include inspection of 206 sign structures located between Milepost 67 to 97 of the New Jersey Turnpike. Both OPS' include condition inspection and evaluation; data collection and input, and preparation of inspection reports.

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 42 engineering firms were prequalified and eligible under Profile Codes: D280R – Bridges, NBIS Program, Routine and D281 – Sign Bridge Inspection. Seven firms submitted EOIs by the closing date of July 14, 2020.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking of the top three firms: 1) PKB Engineering Corporation, 2) Arora and Associates, P.C., and 3) Pickering, Corts & Summerson, Inc. 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, PKB Engineering Corporation for OPS No. T3793 (their preferred OPS) was negotiated and resulted in an increase to their total fee to provide traffic control services to be more in line with the need to perform this task, which after negotiations is consistent with the Engineer's Estimate and the other consultants cost for this work. Subsequently, a review of the fee proposal of the second highest technically ranked firm, Arora and Associates, P.C. for OPS No. T3792 was negotiated, which resulted in a reduction in their 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. T3792 be issued to the firm of Arora and Associates, P.C. of Lawrenceville, NJ, not to exceed the amount of \$785,000.00 allocated as follows: \$770,000.00 in FY 2021 and \$15,000.00 in FY 2022. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.80 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. T3793 be issued to the firm of PKB Engineering Corporation of Secaucus, NJ, not to exceed the amount of \$750,000.00 allocated as follows: \$740,000.00 in FY 2021 and \$10,000.00 in FY 2022. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.80 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).

237-09-2020

In a document dated August 26, 2020, **Recommendation to Issue Supplement A to Order for Professional Services No. T3634, New Jersey Turnpike, Jacobs Engineering**

Group, Inc., Newark Bay – Hudson County Extension Capacity Study, R-159502, Budget Code: 040E18068, Original OPS Amount \$985,000.00, Amount of Supplement A: \$ 300,000.00, Revised OPS Amount: \$1,285,000.00, was approved.

This Order for Professional Services was issued at the November 22, 2016 Commission Meeting, in the amount of \$985,000.00. The scope of work was to undertake a study to determine the extent of improvements necessary to the Newark Bay – Hudson County Extension (NB-HCE) roadway to safely and efficiently accommodate existing and projected traffic volumes. The NB-HCE experiences congestion on a consistent basis and significant increases in commercial vehicle traffic is anticipated in the future. The study provided the Authority with several design alternatives to address traffic capacity concerns, recommended a plan for implementing the improvements and established program costs. The alternatives addressed structural limitations associated with the existing infrastructure including the Newark Bay Bridge and the viaduct through Bayonne and Jersey City.

The Authority has recently begun the procurement process to undertake preliminary design and environmental services associated with the NB-HCE Program. As the Extension nears the end of its service life, the NB-HCE Program will replace and/or reconstruct the Extension from Interchange 14 to its terminus in Jersey City outside of Interchange 14C. It is desirable to have Jacobs Engineering Group, Inc. advance key tasks at this time to expedite time sensitive activities that will be needed by the successful preliminary design and environmental services consultant once retained. These tasks include development of base mapping, review of the applicability of categorical exclusions under Executive Order No. 215, initiation of coordination activities with key third parties, such as Conrail, NJ Transit and Port Authority of NY&NJ, and other miscellaneous items.

It is, therefore, recommended that Supplement A to Order for Professional Services No. T3634 be issued to Jacobs Engineering Group, Inc. not to exceed the amount of \$300,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$985,000.00 to \$1,285,000.00. The original contract was procured pursuant to 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).

238-09-2020

In a document dated September 1, 2020, **Recommendation to Issue Supplement A to Order for Professional Services No. A3679, New Jersey Turnpike/ Garden State Parkway, Stantec Consulting Services, Inc., On-Call Engineering Services, R-159842, Budget Code: Various, Original OPS Amount: \$ 4,000,000.00, Amount of Supplement A: \$ 2,000,000.00, Revised OPS Amount: \$ 6,000,000.00, was approved.**

This Order for Professional Services was issued at the April 24, 2018 Commission Meeting, in the amount of \$4,000,000.00. This OPS provides on-call services for a two year period with the option of a one year extension on an as needed basis to assist the Engineering Department in the review and development of engineering documents. Anticipated efforts include assistance with drainage and traffic studies, the design and preparation of contract documents for minor projects and construction oversight of utilities being installed within the Authorities Right-of-Way via License to Cross agreements.

Supplement A will provide for additional funding and an additional one-year time extension to assist the Engineering Department with services required for continued design review and construction oversight of utilities being installed within the Authority's Right-of-Way via License to Cross agreements, including utility service for the Tesla improvements and review of adjacent developments, such as Highview Homes. In addition, support services for specific efforts associated with the 2020 Capital Improvement Program, on an as-needed basis to support the Engineering Department's efforts for studies of minor projects is included. This supplement will extend the current expiration date of June 21, 2021 to June 21, 2022.

It is, therefore, recommended that Supplement A to Order for Professional Services No. A3679 be issued to Stantec Consulting Services, Inc. not to exceed the amount of \$2,000,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$4,000,000.00 to \$6,000,000.00. The original contract was procured pursuant to 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).

239-09-2020

In a document dated August 28, 2020, Recommendation to Issue Supplement A to Order for Professional Services No. P3734, Garden State Parkway, Boswell Engineering, Design Services for Contract No. P200.522, Rehabilitation of Concrete Median Barrier, Milepost 129 to 140, R-159503, Budget Code: 390LONGTRM, Original OPS Amount: \$2,965,000.00, Amount of Supplement A: \$ 500,000.00, Revised OPS Amount: \$3,465,000.00, was approved.

This Order for Professional Services was issued at the May 21, 2019 Commission Meeting, in the amount of \$2,965,000.00. This OPS provides for detailed inspections, final design and the preparation of contract documents to rehabilitate concrete median barrier along the Garden State Parkway Mainline from Milepost 129 to 140 in Middlesex and Union Counties. The work also includes an alternatives study, cost estimates, and other related incidental work.

Supplement A will provide for accelerated design services for the development of construction contract documents for the rehabilitation of concrete median barrier at numerous

locations from Milepost 0 to 48 and Milepost 72 to 89 on the New Jersey Turnpike roadway. The additional work to be performed under this OPS consists of detailed inspections, final design engineering services and post design services. The accelerated services are necessary to address infrastructure deterioration identified in the recently approved 2020 Capital Improvement Program. This supplement will also provide for services to prepare a new contract for median barrier repairs from Parkway Milepost 134 to 140 that were postponed due to conflicts with adjacent improvements.

It is, therefore, recommended that Supplement A to Order for Professional Services No. P3734 be issued to Boswell Engineering not to exceed the amount of \$500,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$2,965,000.00 to \$3,465,000.00. The original contract was procured pursuant to 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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FINAL ACCEPTANCES

240-09-2020

In a document dated September 14, 2020, **All work performed on the construction contract listed below has been completed in accordance with the contract documents and to the satisfaction of the Engineering Department. Accordingly, it is recommended that this contract be deemed complete and approved for Final Acceptance. The table below 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
P300.253	Pierson-South State II, A Joint Venture LLC	\$84,088,096.13		\$3,770,348.43	\$87,858,444.56	\$878,584.45
Total						\$878,584.45

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 Contractor has certified that there are no liens outstanding against the Contractor. Accordingly, it is recommended that the contract listed above be accepted and final payment in the amount shown above be made to the Contractor.

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ACKNOWLEDGE REPORTS OF
ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

241-09-2020

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

- Construction Contract Progress Summary
- Change Order Summary

On motion by Commissioner Minella and seconded by Treasurer DuPont the Board unanimously approved item nos. 233-09-2020 through 240-09-2020; 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 241-09-2020 and received same for file.

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ROLL CALL

GUTIERREZ- SCACCETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	RECUSED	YES	YES	YES

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MAINTENANCE

Director of Maintenance Kenneth McGoldrick requested approval of item number 242-09-2020 through 244-09-2020. Moved are the items as follows:

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ORDER FOR PROFESSIONAL SERVICES

242-09-2020

In a document dated September 4, 2020, **Recommendation to Issue Order for Professional Services Nos. A3808 & A3809, New Jersey Turnpike & Garden State Parkway, Consultant: OPS No. A3808 – Michael Baker International, Inc., Consultant: OPS No. A3809 – Stantec Consulting Services, Inc., Order for Professional Services No. A3808, On-Call Engineering Services, RM-158453, Budget Code: Various, Amount: \$4,000,000.00, Order for Professional Services No. A3809, On-Call Engineering Services, RM-158454, Budget Code: Various, Amount: \$4,000,000.00,** was approved.

Through this single procurement process, the Authority will select two (2) consultants to provide on-call engineering services, for a two-year period with the option of two (2) – one-year extensions on an as needed basis to assist the Maintenance Department in the review and development of engineering and construction related tasks. The work to be performed will be on

an On-Call basis, related to civil engineering, electrical engineering, storm water drainage and collection systems, roadway lighting systems, construction management, landscaping, construction inspection, and GIS, as well as other related work defined in the RFP's Scope of Services.

The assignment is classified as a "Complex" project where the scope of work is not clearly defined and likely to change during the course of the project, and the estimated fee exceeds \$2,000,000. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and thirty-two (11) firms were prequalified and eligible under Profile Codes: B151 – Construction Management, A290 – Landscaping, A265 – Roadway Storm Water Collection Systems, A300 – Roadway Lighting Systems, B153 - Roadway Construction Inspection, B159 - Building Construction and Renovation Inspection, and D600 – Geographic Information Systems (GIS). Four (4) firms submitted an EOI by the closing date of June 17, 2020.

Procurement Regulation N.J.A.C 19:9-2.8 stipulates that if only three or four EOIs were submitted and deemed complete, all firms shall receive a Request for Proposal. The Review Committee received approval on June 23, 2020 to solicit Technical and sealed Fee Proposals from the four (4) firms: Michael Baker International, Inc., Gannett Fleming, Inc., Stantec Consulting Services, Inc., and Urban Engineers, Inc. On July 21, 2020 Technical and Fee Proposals were received from the four (4) firms. The Review Committee reviewed and evaluated each firm's Technical Proposal and it was determined that oral presentations would not be required. The final scoring resulted in Michael Baker International, Inc. and Stantec Consulting Services, Inc. being the highest technically ranked firms. The Fee Proposals, consisting of firm overhead rates and staff salary rates, submitted by Michael Baker International, Inc. and Stantec Consulting Services Inc., were determined to be fair and reasonable. The maximum fee for each Work Request Authorization is \$500,000.00. The fee for each task will be negotiated independently in conjunction with the Work Request Authorization process.

It is, therefore, recommended that Order for Professional Services No. A3808 be issued to the firm of Michael Baker International, Inc. of Hamilton, New Jersey, not to exceed the amount of \$4,000,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.72 for design services and 2.41 for construction management services 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. A3809 be issued to the firm of Stantec Consulting Services, Inc. of Rochelle Park, New Jersey, not to exceed the amount of \$4,000,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.8 for design services and 2.39 for construction management services 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 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).

Authorization is further requested for the Executive Director to approve each of the two (2), one (1) year extensions, upon satisfactory performance by the vendor.

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FINAL ACCEPTANCES

243-09-2020

In a document dated September 22, 2020, **All work performed on the construction contract listed below has been completed in accordance with the contract documents and to the satisfaction of the Maintenance Department. Accordingly, it is recommended that this contract be deemed complete and approved for Final Acceptance. The table below 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	Number Of Change orders	Additions/ Reductions	Final Total Contract Amount	Final Payment Amount
T500.468	ACP Contracting, Inc.	\$1,837,759.00	4	\$329,351.55	\$2,167,110.55	\$43,342.20
T500.462	H.B.C. Company, Inc.	\$545,490.00	2	\$202,680.00	\$748,170.00	\$56,162.15
Total						\$99,504.35

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultant and the Director of Maintenance. 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 Contractor has certified that there are no liens outstanding against the Contractor. Accordingly, it is recommended that the contract listed above be accepted and final payment in the amounts shown above be made to the Contractor.

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ACKNOWLEDGE REPORTS OF

MAINTENANCE EXPENDITURES UNDER DELEGATED AUTHORITY

244-09-2020

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

- Construction Contract Progress Report
- Change Order Summary

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item nos. 242-09-2020 through 243-09-2020; 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 244-09-2020 and received same for file.

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ROLL CALL

GUTIERREZ-SCACCETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	RECUSED	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 245-09-2020 and 246-09-2020. Moved are the items as follows:

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PUBLIC BIDS

245-09-2020

In a document dated September 10, 2020, Boom Side-Shift Tractor, Central Equipment, LLC, R-158961 (Maintenance), Budget Code: 049 00 500 156555 040C07021 Amount: \$ 150,649.80, was approved.

Under this contract, Central Jersey Equipment, LLC will supply one (1) boom side-shift tractor with attachments for use by the Maintenance Department in mowing operations. The bid was fully advertised, and the 11 vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On August 25, 2020, one (1) bid was received as follows:

<u>Vendor</u>	<u>Total Bid Price</u>
Central Jersey Equipment, LLC, Elmer, NJ	\$150,649.80

Departmental Estimate: \$152,000.00

This bid was procured, and authorization is being sought to award this contract, in accordance with *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, *N.J.A.C. 19:9-2.2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). This award is 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 one (1) boom side-shift tractor with attachments to Central Jersey Equipment, LLC for a total amount not to exceed \$150,649.80.

246-09-2020

In a document dated September 10, 2020, **Installation of UPS Service at Holmdel State Police Facility, Sodon's Electric, Inc., RM-158025 (ITS), Budget Code: Various, Amount: \$ 186,700.00,** was approved.

Under this contract, Sodon's Electric, Inc. will provide and install an Uninterruptable Power Supply ("UPS") at the NJ State Police facility in Holmdel. The existing UPS at the facility has reached its "End of Life" and replacement parts are not available. This essential equipment provides back-up power to all technology and communications equipment associated with this facility. The bid was fully advertised as brand name or "Approved Equivalent" and the six (6) vendors listed in the Authority's database for this service were notified of the procurement. On August 18, 2020, four (4) bids were received as follows:

<u>Vendor</u>	<u>Total Bid Price</u>
Sodon's Electric, Inc., Atlantic Highlands, NJ	\$ 186,700.00
HBC Company, Inc., Lodi, NJ	\$ 225,225.00
KLK Electric, Inc., Staten Island, NY	\$ 255,000.00
Tore Electric Company, Inc., Dover, NJ	\$ 275,400.00

Departmental Estimate: \$300,000.00

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 to Sodon's Electric, Inc. to provide and install a UPS at the NJ State Police facility in Holmdel for a total amount not to exceed \$186,700.00, subject to funding availability at the time of ordering.

On motion by Treasurer DuPont and seconded by Commissioner Pocino the Board unanimously approved item numbers 245-09-2020 and 246-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

GUTIERREZ-SCAC CETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	YES	YES	YES	YES

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GENERAL BUSINESS

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OPERATIONS

Director of Operations Kevin Dunn requested acceptance of item number 247-09-2020. Moved is the item as follows:

247-09-2020

Director of Operations Kevin Dunn requested acceptance of **Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2020 through 08/31/2020; with 2019-2020 Yearly Comparisons through August 2020.**

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously accepted item number 247-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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STATE POLICE

Major Terence Carroll requested acceptance of item number 248-09-2020. Moved is the item as follows:

248-09-2020

Major Terence Carroll requested acceptance of the **New Jersey State Police Troop D Activity Reports** for August 2020, with 2019 – 2020 Yearly Comparisons.

On motion by Treasurer DuPont and seconded by Commissioner Pocino the Authority unanimously accepted the reports contained in item number 248-09-2020 and received same for file.

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FINANCE

Chief Financial Officer Donna Manuelli requested acceptance of item number 249-09-2020. Moved is the item as follows:

249-09-2020

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the Eight (8) months ended August 31, 2020**, was accepted.

On motion by Commissioner Pocino and seconded by Treasurer DuPont the Board unanimously accepted item number 249-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

Chief Financial Officer Donna Manuelli requested acceptance of item number 250-09-2020. Moved is the item as follows:

250-09-2020

In a document dated September 15, 2020, Investment Banking Services – Co Manager Pool, Multiple Banks, RM-153600 (Finance), Budget Code: Various, Amount: N/A (To be paid by Senior Managers) 2-year Contracts, was approved.

In July 2020, the New Jersey Turnpike Authority (“Authority”) solicited proposals from firms to provide Investment Banking Services. Specifically, the Authority, by way of a Request for Qualifications (“RFQ”), sought to establish two (2) pools, Senior Manager and Co-Manager, of qualified firms who will be available to serve as part of an underwriting syndicate as needed for any new money or refunding transactions that occur during the two-year term of the pool, or its optional one-year extension. At its August 25, 2020 meeting, the Authority’s Board of Commissioners approved awarding contracts for twelve firms to serve in the Senior Manager pool (Agenda Item No. 277-08-2020).

The RFQ specified that any firm which submitted a proposal to be in the Co-Manager pool and scored 70 points or above out of a possible 100 points, based on the applicable evaluation criteria, will be recommended for inclusion in the Co-Manager pool. The Co-Manager pool will remain in effect for two (2) years from the date of the expiration of the Governor’s 10-day veto period, with the option to extend for (1) additional year.

The RFQ also specified that the Authority anticipated that a minimum of two (2) firms from the Co-Manager pool would be included in each of the 2 new-money syndicates, and any additional syndicate(s) that may occur during the pool’s 2-year period. Qualifying firms will be ranked from highest score to lowest score. When the first transaction occurs, the two (2) highest ranked firms, at a minimum, will be selected to be Co-Managers from the approved pool. When the second transaction occurs, the third and fourth ranked firms, if not already used in the first syndicate, will be selected to be Co-Managers for that transaction. This selection process will continue down the rankings as transactions occur within the 2-year period. If all of the firms are used in the pool, then the selection process will return to the highest ranked firm and the selection process will begin anew. The Authority reserves the right not to use Co-Managers on any transaction.

The RFQ was advertised in the Asbury Park Press and Star Ledger, posted on the website of the Authority, and distributed to forty-five (45) firms. On August 5, 2020, the Authority received proposals from twenty-five (25) firms interested in serving as part of a Co-Manager Pool. The Executive Director had approved the Evaluation Committee (“Committee”) consisting of three (3) voting Members: Cash Management Supervisor, Junior Accounting Analyst and an Audit Manager. In addition, the Chief Financial Officer, and one (1) representative from First Southwest Company, the Authority’s Financial Advisor, served as a non-voting member of the Committee.

The Committee reviewed and scored the proposals. The firms were evaluated on several criteria as specified in the RFQ, including the firm’s experience as co-manager for transactions in

excess of \$100 million, transportation industry experience, institutional investor and retail sales capabilities, retail distribution agreements, capital strength, underwriting capacity and the ability to commit capital to a bond sale if needed. Finally, the firms were scored based upon their New Jersey presence, as well as their support of the municipal bonds issued by the State of New Jersey, its independent authorities and municipalities in both the primary and secondary markets.

The Committee then prepared an Evaluation Report, detailing the procurement process and submitted the report to the Executive Director which recommends the following thirteen (13) firms, which scored at least 70 points or above out of a possible 100 points, to be included in the Co-Manager Pool:

Recommended Co-Manager Pool

(In rank order)

Rank	Firm	Address	Score
1	Raymond James & Associates, Inc.	New York, NY	89.17
2	Stifel, Nicolaus & Company, Inc.	New York, NY	85.00
3	PNC Capital Markets, LLC	Philadelphia, PA	80.00
4	Janney Montgomery Scott, LLC	Bedminster, NJ	76.67
5	Robert W. Baird & Co. Inc.	Red Bank, NJ	75.83
6	TD Securities (USA) LLC	New York, NY	74.17
6	Oppenheimer & Co., LLC	New York, NY	74.17
8	Siebert Williams Shank & Co., LLC	New York, NY	71.67
8	FHN Financial Capital Markets	New York, NY	71.67
10	US Bancorp	Charlotte, NC	70.83
10	BNY Mellon Capital Markets, LLC	New York, NY	70.83
11	Blaylock Van LLC	New York, NY	70.00
11	Rice Financial Products Company	New York, NY	70.00

Of the thirteen firms listed above, three (3) firms (Blaylock Van LLC, Rice Financial Products Company and Siebert Williams Shank & Co.) are certified Minority Owned Business Enterprises (MBE's) and one firm, Siebert Williams Shank & Co., is a New Jersey certified Minority/Women Owned Business Enterprise (MWBE).

All firms that scored over 70 points and are recommended for the Co-Manager Pool had extensive experience in the last two years as Co-Manager on bond issues over \$100 million. Each firm was Co-Manager on over \$25 billion of bond deals in the past two years, with several of the firms having experience as Co-Manager in over \$75 billion of bond deals. The firms all have broad institutional and retail investor coverage and are willing to commit capital to support a bond issue if needed. Finally, all the firms selected have supported the state, its independent authorities and municipalities in both the primary and secondary markets. Seven of the thirteen recommended firms have at least one office in New Jersey. Three of the six firms which do not have offices in New Jersey are the MBE/WBE firms, which each received five extra points for their MBE/WBE status as specified in the RFQ.

This professional services procurement was conducted in accordance with *N.J.S.A. 27:23-6.1*, *N.J.A.C. 19:19-9-2.1(b)*, Executive Order 37 (Corzine 2006), and Executive Order No. 26 (Whitman 1994). These awards are contingent upon the Treasurer of the State of New Jersey

completing the review of all documents submitted by the selected awardees pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to establish the above pool of qualified Co-Managers in ranked order to participate in any underwriting syndicate the Authority establishes over the next two (2) years. Furthermore, it is recommended that the Commissioners authorize the Executive Director to execute any documents and take any such actions as are deemed necessary to effectuate the intent of this authorization. No funds will be awarded under this Agenda Item because the members of the Co-Manager pool that participate in a syndicate will be paid by the Senior Manager of that syndicate at the fee awarded to the Senior Manager.

On motion by Treasurer DuPont and seconded by Commissioner Diaz the Board unanimously approved item number 250-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

GUTIERREZ-SCAC CETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	YES	YES	YES	YES

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EXECUTIVE

Deputy Executive Director James Carone requested approval of item number 251-09-2020. Moved is the item as follows:

251-09-2020

In a memorandum dated September 14, 2020, Authorization to award a Professional Services Agreement for External Auditing Services, KMPG LLP, RM-157604, Budget Code: Various, Amount: \$ 1,556,660.00 (3-year contract), was approved.

On June 18, 2020, the New Jersey Turnpike Authority (“Authority”) issued a request for proposal (“RFP”) for a firm to provide external auditing services specifically to issue an opinion on the Authority’s annual financial statements. Executive Order No. 122 (McGreevey 2004) requires that a procurement process for the selection of independent auditors be conducted at least every five (5) years. The Authority’s current contract for these services expires on October 30, 2020. This Executive Order also requires the Audit Committee of the Authority to assist the Board of Commissioners (the “Board”) in retaining these services.

The new contract will be for a term of three (3) years, with the option to extend for two (2) additional one-year terms at the Authority’s sole discretion. The RFP was distributed to 21 firms and posted on the Authority’s and State of New Jersey’s website. On July 16, 2020, proposals were received from the following nine (9) firms:

BKD CPAs & Advisors, Colorado Springs, CO	KPMG LLP, Short Hills, NJ
BDO USA, LLP, Woodbridge, NJ	Mercadien, P.C., Hamilton, NJ
CliftonLarsonAllen, LLP, Plymouth Meeting, PA	Mitchell & Titus, LLP, Newark, NJ
Crowe, LLP, Livingston, NJ	RSM US LLP, Edison, NJ
Deloitte & Touche LLP, Parsippany, NJ	

In accordance with Executive Order No. 122 (McGreevey 2004), an Evaluation Committee (the “Committee”), was established by the Board of Commissioners with approval from the Chair of the Authority. The Committee consisted of Treasurer Michael DuPont, Commissioner Ronald Gravino, Commissioner Raymond Pocino and Commissioner Raphael Salerno. In addition, staff from the Authority’s outside counsel, Wilentz Goldman & Spitzer P.A. served as a non-voting member of the Committee in an advisory capacity. The Committee reviewed the written proposals based on the criteria set forth in the RFP. Based on the Committee’s review of the proposals, the Committee invited representatives from the following three top-ranked firms to make oral presentations and provide best and final offers (“BAFOs”):

1. Crowe, LLP, Livingston, NJ
2. Deloitte & Touche, LLP, Parsippany, NJ
3. KPMG LLP, Short Hills, NJ

The Committee’s findings were presented to the Authority’s Audit Committee in an Evaluation Report. The Committee found that each of the three accounting firms it interviewed was highly skilled and each has national presence. All three firms had experience in public sector accounting and they had excellent references. The Committee found, however, that KPMG LLP (“KPMG”) stood out among the firms. KPMG is a large firm with vast resources and specialists, and currently serves as the Authority’s auditor. Other factors which influenced the Committee’s decision were the firm’s experience with the public sector clients and its relevant experience with similar type clients. KPMG presented a very clear understanding of the Authority’s needs and also possesses significant experience gained from assisting the Authority in its recently completed capital improvement program. Given that the Authority is now embarking on a new 20-year, capital improvement program, KPMG’s prior experience with the Authority was a significant factor in its favor. Its fee proposal although not the lowest, was competitive for the services required. The Authority’s Audit Committee concurs with this recommendation.

Proposers were asked to quote annual audit fees plus a fixed fee for consent letters for each bond offering(s). In addition, hourly rates were requested for on call services.

KPMG proposed annual fees, including Garden State Arts Foundation, Inc. and tax compliance services, of \$333,500 for 2020, \$343,840 for 2021 and \$354,320 for 2022. In addition, consent letters as needed will be authorized at a flat fee of \$24,000 per letter for 2020,

\$25,000 per letter for 2021, and \$26,000 per letter for 2022. In addition, audit fees for the extension years were proposed at \$364,820 for 2023 and \$375,340 for 2024 and consent letters at \$27,000 for 2023 and \$28,000 for 2024.

This professional services procurement was conducted in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:19-9-2.1(b), Executive Order 37 (Corzine 2006), and Executive Order No. 26 (Whitman 1994). These awards are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award a three (3) year contract to KPMG for annual auditing services at a cost not to exceed \$1,031,660. It is also requested that additional funds be made available for the issuance of consent letters and on-call services in an amount not to exceed \$175,000 per year for three (3) years for a combined 3-year total of \$1,556,660. Authorization is further requested for the Executive Director to approve the two, one-year extensions upon satisfactory performance by KPMG LLP, subject to funding availability. Should the option years be exercised, audit fees should not exceed \$364,820 and \$375,340, respectively, and consent letters and on-call services should not exceed \$175,000 per year. It is also requested that the Executive Director be authorized to take such actions and to execute any and all documents as may be deemed necessary and appropriate to further the intent and purpose of the authorization stated herein.

On motion by Commissioner Gravino and seconded by Treasurer DuPont the Board unanimously approved item number 251-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

Commissioner Gravino thanked John Kelly, Esq. of Wilentz for his hard work on the External Auditing Services contract.

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ROLL CALL

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

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EXECUTIVE DIRECTOR COMMENTS

Executive Director read the following statement with regards to Agenda Item 252-09-2020.

This Resolution authorizes development of a policy that will permit installation of the American Flag on overpass structures along the Turnpike and Garden State Parkway in a manner that will ensure the safety of the traveling public.

Authority regulations have long prohibited installation of any items, including flags, along

the Roadways. The genesis of those regulations was to avoid creating driver distraction, obstructing drivers' views and eliminating, to the extent possible, other hazardous conditions, such as falling objects from Roadway overpasses.

The Authority has the right, as well as the obligation, to regulate its Roadways in a manner that provides for the public safety. Moreover, constitutional and statutory law, at the State and federal levels, recognizes the right to so regulate the Roadways in the interest of public safety.

During the past several weeks, the Authority initiated enforcement of those longstanding regulations due to safety concerns involving the haphazard affixing of items, including American Flags, to Roadway overpasses by private individuals and entities. Simultaneously, the Authority began evaluating the best way to reconcile safety with the public's laudable desire to display the American Flag.

This Resolution authorizes development of a policy, that will be subject to formal rulemaking, to accomplish that goal. However, pending adoption by formal rulemaking, we are committed to implementing a policy, in the interim, to authorize by permit the installation of the American Flag by a private individual or entity, on the Authority overpasses, pursuant to safety measures outlined in the Resolution.

Before presenting the Flag Authorization Resolution I would like to take a moment to address the personal feelings of myself and indeed, our Authority's sentiment on this topic. On a daily basis, the Authority proudly flies approximately 100 American flags at our tolls plazas, maintenance districts, State Police stations, service areas and Administration building. Those flags are treated with the utmost respect, flown at half-staff and/or illuminated when appropriate, and reverently decommissioned when they become worn and tattered.

Over the past few weeks the Authority's patriotism has been called into question because it has initiated enforcement of existing regulations that prohibit, for safety reasons, the indiscriminate installation of all items on our overpasses, including the American Flag.

I believe the Resolution before you presents a reasoned approach to the Authority's obligation to preserve public safety and, at the same time, its desire to continue to honor and respect our national symbol, while permitting individuals and entities to participate in that process.

Executive Director John Keller requested approval of item number 252-09-2020. Moved is the item as follows:

252-09-2020

Resolution Authorizing a Permit Policy and Process for Posting of American Flags on Authority Roadways, was approved.

RESOLUTION AUTHORIZING A PERMIT POLICY AND PROCESS FOR POSTING OF AMERICAN FLAGS ON AUTHORITY ROADWAYS

WHEREAS, the New Jersey Turnpike Authority (the "Authority") is an independent State

Authority and is authorized, pursuant to N.J.S.A. 27:23-1 et seq., to design, construct, operate and maintain transportation and highway projects, including, but not limited to the New Jersey Turnpike (the “Turnpike”) and Garden State Parkway (the “Parkway”), all as more particularly defined in N.J.S.A. 27:23-4; and

WHEREAS, the Turnpike and Parkway are essential components of the State’s integrated transportation network, and provide a reliable, efficient and safe means of transportation to millions of travelers daily; and

WHEREAS, the Authority is empowered pursuant to N.J.S.A. 27:23-29 to establish rules and regulations in furtherance of its projects, including any regulation for the safety of persons and property; and

WHEREAS, pursuant to N.J.A.C. 19:9-1.1, the “Roadway” encompasses the Turnpike and Parkway right-of-way, and all bridges and other structures on and over the Roadway thoroughfare; and

WHEREAS, N.J.A.C. 19:1-3.13(e) invests the Authority with broad discretion to prohibit the unauthorized placement of posters, signs, flags, memorials or other installations (the “Items”) along the Roadway, regardless of the message stated or implied thereby; and

WHEREAS, First Amendment jurisprudence recognizes the Authority’s right to prohibit all such Items along the Roadway thoroughfare because of the potential to distract drivers, obstruct views, and to otherwise create a safety hazard to the traveling public; and

WHEREAS, other State and federal laws recognize the right to prohibit or otherwise regulate Items along public roadways or within the right-of-way limits to protect the public safety, health or welfare (see, e.g., N.J.S.A. 27:5-9 and 23 C.F.R. §710.403. respectively); and

WHEREAS, in recent weeks, due to public safety concerns, the Authority has instituted enforcement of its prohibiting regulations, during which period it has also been evaluating the best manner in which to provide authorization to permit individuals and entities desiring to do so to affix an American flag under specified guidelines; and

WHEREAS, during this same period, the Authority has been informed that the New Jersey Legislature is considering legislation to address the issue of permitting private individuals and entities to display the American Flag on the Authority Roadway; and

WHEREAS, the Authority intends to develop a method to permit display of the American Flag on the Roadway in a manner that ensures the Authority exercises its fiduciary obligation to the citizens of the State to affirmatively act in a manner that preserves the safety and welfare of the traveling public; and

WHEREAS, the Authority believes that a policy, setting reasonable safety standards, should be adopted by regulation to provide stability in implementation into the future; and

WHEREAS, pending completion of the rulemaking process, the Authority shall implement a permitting policy so that a mechanism to allow display of the American Flag will be available to

the public in the interim, while a regulation is in the process of being adopted; and

WHEREAS, the Authority desires to authorize the Executive Director to initiate the rulemaking process and, in the interim, develop and implement a policy to allow, by permit of the Authority, installation of the American Flag at bridges and overpasses along the Authority Roadway,

NOW, THEREFORE, BE IT RESOLVED by the New Jersey Turnpike Authority as follows:

1. The aforesaid recitals are incorporated herein by reference as if set forth at length;
2. The Executive Director is authorized to draft a policy consistent with the Authority's intent expressed herein, that will permit the following:
 - a. an American flag, of a design in accordance with 4 U.S.C. § 1 and 24 FR 6865, Exec. Order No. 10834 (1959), and in proper condition as determined by the Authority, to be securely affixed (i) without a pole or any supporting structure that could create a hazard and (ii) to an overpass or bridge that includes a sidewalk or pathway for safe installation;
 - b. only one (1) American flag per structure in any one direction (i.e., one flag facing southbound, one flag facing northbound);
 - c. the Authority Operations Department shall enforce compliance; and
3. Any approved American flag permitted to be installed under the policy must be maintained by the individual or entity authorized to display the American flag in a manner to be specified by the Authority;
4. The policy will be implemented in the interim pending formal adoption of a regulation in accordance with the Administrative Procedures Act, N.J.S.A. 52:14B-1 to -15;
5. The Executive Director is authorized and directed to take all actions that are necessary and desirable to implement the foregoing and may supplement the above-listed provisions;
6. If any section, paragraph, subsection, clause or provision of this Resolution shall be adjudged by the courts to be invalid, such adjudication shall apply only to the section, paragraph, subsection, clause or provision so adjudicated, and the remainder of the Resolution shall be deemed valid and effective; and
7. This Resolution shall take effect in accordance with the provisions of N.J.S.A. 27:23-3(F).

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item number 252-09-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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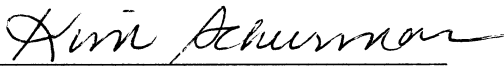
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ROLL CALL

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

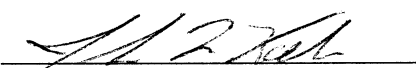
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The motion to adjourn was made by Commissioner Pocino and seconded by Treasurer DuPont, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 10:02 a.m., and advised that it will be held again on Tuesday, October 27th, 2020 at 9:00 a.m., telephonically or at the Authority’s headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.

ATTEST



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Date: September 22, 2020