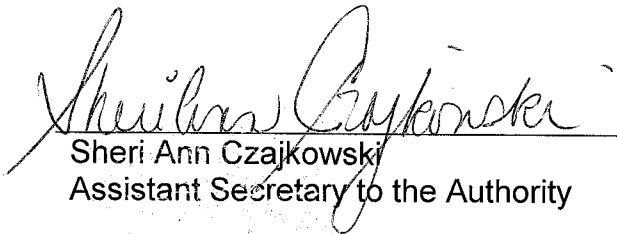


**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, Veronique Hakim, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such Executive Director certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the November 29, 2011 Regular Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority this 29th day of November, 2011.

ATTEST:


Sheri Ann Czajkowski
Assistant Secretary to the Authority

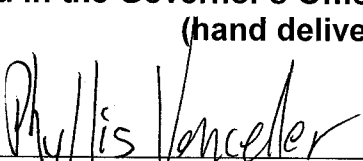

Veronique Hakim,
Executive Director

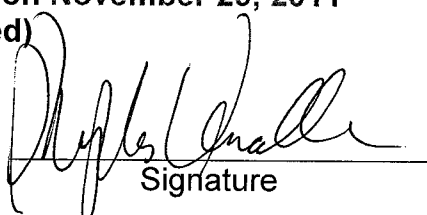
Corporate Seal

Date: November 29, 2011

**Received in the Governor's Office on November 29, 2011
(hand delivered)**

Received by:


Print Name


Signature

Time:

4:10 pm 11/30/11

Veto Period Ends:

December 14, 2011
(Write in the date the veto period ends)

**PROCEEDINGS OF NEW JERSEY TURNPIKE AUTHORITY
COMMISSION MEETING
TUESDAY, NOVEMBER 29, 2011**

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

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PRESENT

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

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ALSO PRESENT

Executive Director Veronique Hakim; Deputy Executive Director John O'Hern; Chief Engineer Richard Raczynski; Acting Director of Law Phillip Espinosa; Electronic Toll Collection Director Dennis Switaj; Chief Financial Officer Donna Manuelli; Human Resources Director Mary-Elizabeth Garrity; Director of Internal Audit James Carone; Assistant Director of Maintenance Joseph Lentini; Director of Operations Sean Hill; Purchasing Director Andrea Ward; Acting Director of Technology and Administrative Services Wayne Bruzek; Tolls Director Robert Quirk; NJ State Police Troop D Major Pam Elliott, and Assistant Secretary to the Authority Sheri Ann Czajkowski.

Also present were: Governors' Authorities Unit Representative Brandon Minde; Ryan Feeney, Manager of Public Finance State Treasurer's Office; additional individuals consisting of other NJTA employees; interested organizations; the general public; and from the media: The Star Ledger, The Asbury Park Press and Bloomberg News.

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NOTICE OF MEETING

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

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ACTION ON MINUTES

The Executive Director reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Chris Christie received the proceedings of the regular meeting of October 25, 2011; he did not exercise his power to veto any items in those minutes.

Upon motion made by Commissioner Pocino and seconded by Treasurer DuPont the minutes of the meeting was unanimously approved.

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RECUSALS

The Executive Director reported that advisements of recusal had been submitted and asked for any further recusals or abstentions to be placed on record for this meeting. Those results are regarding the following items:

Chairman Simpson: 379-11-2011

Commissioner Pocino: 383-11-2011

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REMARKS

Chairman Simpson recognized the resignation of Commissioner Troy Singleton. ED Hakim indicated that Singleton was appointed to the Board in 2008 and has been a stalwart supporter of the Turnpike Authority. Everyone wishes him the best in his new role as Assemblyman Singleton.

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PUBLIC COMMENT

Chairman Simpson opened the floor to public comment on matters relating to the current agenda and all other matters.

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MURRAY BODIN

Mr. Bodin discussed that we need to change the culture and how people think about safety. Bodin stated that he would like to meet with the Colonel of the State Police to request that State Troopers begin wearing safety vests when they exit their vehicles for traffic stops and accidents. Bodin asked that the Authority and State Police make safety a priority on the roadways.

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EXECUTIVE DIRECTOR'S REMARKS

ED Hakim provided an update on the enhanced toll violation enforcement efforts that went into effect on October 17, 2011. Cameras were turned on in the Parkway's exact change lanes and an increase in the administrative fee of \$50 dollars went into effect. The Authority undertook a public awareness campaign and sent violators letters advising them that the Authority is working with a collection agency and reporting delinquent accounts to credit bureaus, as well as working with the Motor Vehicle Commission to collaborate on an enforcement program to suspend vehicle registrations.

ED Hakim reported that these efforts showed early signs of success. In just the first two weeks of the program, there was a reduction in violations and an uptick in E-ZPass accounts being open. In the first month of the program over 3,000 more accounts were opened for the same period as last year and collection efforts are more successful as well. The Authority is in the process of auditing the results and a more detailed report will be presented in the December meeting. ED Hakim pointed out that these early indicators reflect the Authority's efforts in getting the message out to our motorists to pay the toll and to avoid violations, which is exactly the positive result that the Authority was looking to achieve.

ED Hakim recognized the formal promotion of Pam Elliott from "Acting" Major to Major. Hakim stated that it is a pleasure to work with Major Elliott and her dedication to the State Police, Troop D and the Turnpike Authority. Major Elliott has been extremely proactive in working in partnership with the Authority on a variety of issues to improve the safety and order of our roadways. Hakim congratulated Major Elliott and wished her continued success, as did Chairman Simpson and the Board.

ED Hakim announced that the New Jersey Turnpike celebrated its 60th anniversary of the Turnpike roadways' opening on November 5th. Photos from the earliest days of the Turnpike were present to illustrate its remarkable history and iconic stature. The media relations staff issued a special "60th Anniversary" edition of the Authority employee newsletter "Crossroads" filled with poignant stories and reflections from employees past and present. Hakim thanked all of the employees who worked on the 60th anniversary publications for their time, talent and efforts. A Resolution recognizing this milestone is requested to be recorded into the Minutes.

395-11-2011

**Resolution of the
New Jersey Turnpike Authority**

60th Anniversary of the
Turnpike Roadway Opening
November 5th, 2011

WHEREAS, the New Jersey Turnpike Authority Act of 1948 authorized the financing of a toll road in New Jersey and the creation of an independent authority to oversee the planning, construction, and maintenance of the roadway; and

WHEREAS, the roadway was completed remarkably in only two years and was the third modern toll road in the nation when it opened on November 5, 1951; and

WHEREAS, the New Jersey Turnpike has grown over time from 118 to 148 miles in length; continues to grow in width through the current Turnpike 6-9 widening program, and has deployed new technologies including E-ZPass and an ITS program to enhance roadway safety and operating efficiencies; and

WHEREAS, the New Jersey Turnpike roadway serves as a critical link in the transportation network of the northeast corridor and contributes to the growth of commerce and the mobility of people and goods through the region; and

WHEREAS, the New Jersey Turnpike continues to be regarded as one of the elite toll roads in the nation and it is appropriate to mark the occasion of the 60th anniversary of its opening;

NOW, THEREFORE, BE IT RESOLVED that the Commissioners of the New Jersey Turnpike Authority do hereby recognize the 60th Anniversary of the opening of the New Jersey Turnpike roadway on November 5, 2011, express their gratitude and appreciation to the fine men and women past and present who have worked on the Turnpike and at the Authority and have dedicated themselves to maintaining the Turnpike in a state of good repair, safe for its travelers, and one of the most highly regarded roadways.

BE IT FURTHER RESOLVED that this resolution shall be recorded in the official minutes of the New Jersey Turnpike Authority.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item 376-11-2011. Moved is the item as follows:

376-11-2011

Human Resources Director Garrity submitted the **Personnel Agenda**, dated November 29, 2011, 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 Commissioner Hodes employment of those named to serve at the pleasure of the Authority and other recommended personnel actions, were approved, ratified and confirmed, to become effective as of the dates specified and at the salaries listed.

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LAW

Acting Director of Law Philip Espinosa requested approval of items 377-11-2011 through 382-11-2011. Chairman Simpson asked Espinosa to discuss item 380-11-2011. Espinosa indicated that Tri-State Transportation had sued the Authority relative to environmental permits regarding the Parkway widening project. The Authority settled the matter without admitting any liability or wrongdoing or paying any monetary award. The Authority agreed to regularly provide Tri-State with traffic information updates over the next several years.

ED Hakim indicated that this was an important settlement as this matter was protracted. The Engineering Department worked with NJTA attorneys to reach the settlement with Tri-State, which is satisfied with the informational commitment the Authority has made to it. Commissioner DuPont stated that under Chairman Simpson's leadership, the Authority's upper management and everyone did a wonderful job in settling this matter and admitting no liability. Moved as a group those items are as follows:

377-11-2011

In a memorandum dated November 3, 2011, **a Recommendation for Ratification of Action Taken and Authorization for the Acquisition of Property Interests and Payment of Related Expenses Required for the New Jersey Turnpike Authority Interchange 6-9 Widening Program, Acquisition of Three (3) Properties, Payment of Damages to Two (2) Property Owners and Payment of relocation Expenses to One (1) Property Owner, 2009 Capital Construction Program, Amount: \$ 2,540,685.25 (\$1,554,325.00 was previously approved, an additional \$986,360.25 is required)**, was approved.

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

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

This Agenda Item seeks Authorization to acquire certain property interests and pay certain expenses related to same, as well as ratify final action taken as to other property interests as follows:

I. Negotiated Acquisitions, Payment of Damages and Relocation Expenses Related to the

Acquisition of Required Property Interests: The Authority has determined that the properties listed below are necessary for the Widening Program. To that end, the Authority had an appraisal prepared by independent Appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each. The Authority then entered into good faith negotiations with the owner and its respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain. Negotiations continued and a settlement of all terms was agreed upon. With respect to damages and relocation expenses to be paid, the Authority's law department, in consultation with general counsel and its real estate consultants have reviewed the amounts submitted by the property owner or tenant, and agree with the recommendations of payments submitted herein. The following is a description of the property for which the parties have finalized negotiated terms of sale and damages or expenses incurred related to same:

- 1) Turnpike Design Section 8, ROW Section 4L
Parcel No. R1221, Block 3, Lot 1.02 (Cranbury) and Block 56, Lot 9.01 (Monroe) (**Partial Taking**)
259 Prospect Plains Road, Monroe - Cranbury Township, Middlesex County
Owner: 259 Prospect Plains Associates, LP
Amount: \$925,000.00

The property currently consists of approximately 82.537 acres of land and spans the municipal boundary between Cranbury Township and Monroe Township. The property in both municipalities is zoned light industrial (LI) and is improved with several industrial/office buildings. The Authority must acquire the following interests in the subject property: (1) a fee simple interests in 1.944 acres on a portion of Block 56, Lot 9.01 (Monroe) designated as Parcel No. R1221; and (2) two temporary construction easements consisting of the right to access land and area with vehicles and equipment for use during the construction of final grading and replacement of right-of-way fencing in 0.412 and 0.131 acres of the property, respectively designated as Parcels Nos. C1221A and RC1221B. Since the fee acquisition completely bisects the property, the Authority will reserve to the property owner a private access easement in 0.191 acres over that portion of Block 56, Lot 9.01 (Monroe) being acquired in fee by the Authority, which is designated as PRA1221.

- 2) Turnpike Design Section 2, ROW Section 3E
 Parcel No. R268, Block 108, Lot 1 (Full Taking)
 200 Bordentown-Crosswicks Road, Township of Chesterfield, Burlington County
 Owner: Alfredo Madrigal
 Amount: \$ 369,247.75 (**\$340,000.00 previously approved for property acquisition, an additional \$29,247.75 is required for reimbursement of relocation expenses**)

The Authority's Commissioners previously approved the acquisition of the above property in Agenda Item No. 243-10. This agenda item seeks authorization to reimburse the property owner for relocation expenses incurred as a result or same and consistent with applicable relocation statutes and regulations in the amount of \$29,247.75.

- 3) Turnpike Design Section 6, ROW Section 4J
 Parcel No. C1085A, Block 25, Lot 4.01 (Partial Taking)
 263 Ward Street, East Windsor Township, Mercer County
 Owner: Local 827 IBEW AFL-CIO
 Amount: \$538,187.50 (**\$534,125.00 previously approved for property acquisition, and additional \$4,062.50 is required for extending the temporary construction easement**)

The Authority's Commissioners previously approved the acquisition of the required property acquisitions from the above property owner in Agenda Item No. 69-10. This agenda item seeks authorization to extend the temporary construction easement impacting 2.681 acres for an additional 3 months requiring an additional payment of \$4,062.50 to the property owner.

- 4) Turnpike Design Section 2, ROW Section 3E
 Parcel No. E293, Block 108, Lot 2.01 (Partial Taking)
 182 Bordentown-Crosswicks Road, Chesterfield Township, Burlington County
 Owner: Frank J. and Josephine Herdt
 Amount: \$8,000.00 (**\$6,000.00 was previously approved for the purchase of a slope easement, an additional \$2,000.00 is required for payment of damages**)

The Authority's Commissioners previously approved the acquisition of the required property acquisitions from the above property owner in Agenda Item No. 198-06-2011. This agenda item seeks authorization to pay damages in the amount of \$2,000 for trees

that were taken down and which the Authority contractually agreed to leave on the property for firewood, and that was inadvertently discarded.

- 5) Turnpike Design Section 4, ROW Section 4G
Parcel Series 977, Block 37, Lots 1, 3, 8 & 9 (Partial Taking)
Potts Road, Robbinsville Township, Mercer County
Owner: John Gervasoni
Tenant: Todd Gaum
Amount: \$682,750.00 (**\$672,750.00 was previously approved for the purchase of the required property interests; an additional \$10,000.00 for payment to the tenant farmer for damages**)

The Authority's Commissioners previously approved the acquisition of the required property acquisitions from the above property owner in Agenda Item Nos. 3-10 and 123-10 in the total amount of \$672,750.00. As a result of the takings and construction activity, the tenant farmer suffered crop damage in the amount of \$10,000.00 for which the Authority has agreed to compensate the tenant.

II. Settled Eminent Domain Proceedings. The Authority has determined that the three (3) properties listed herein are necessary for the Widening Program. To that end, the Authority had appraisals prepared by independent Appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each. With respect to the below parcels, the Authority had contacted the respective property owners and entered into good faith negotiations with said owners and their respective counsel for the purchase of same based on the appraised value and in compliance with the laws governing its powers of eminent domain. Eminent Domain proceedings are being filed as the last resort. The following is a description of a property acquisition that has been settled after the filing of a condemnation proceeding.

- 1) Turnpike Design Section 1, ROW Section 3D
Parcel Series 203, Block 31, Lot 12 (Partial Taking)
270 Mill Lane, Mansfield Township, Burlington County
Owner: Ross and Barbara Weigand
Amount: \$17,500.00 (**\$1,450.00 was previously approved for condemnation, an additional \$16,050.00 is required for settlement of the matter**)

The Authority's Commissioners previously approved the acquisition of the required property acquisitions from the above property owner in Agenda Item No. 3-10 for condemnation. After the property owners submitted an appraisal and further negotiations took place, the parties were able to settle the matter via consent order for \$17,500.00.

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

All actions taken by the Executive Director have been necessary for the purchase of the

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

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

378-11-2011

In a memorandum dated November 3, 2011, **a Request for Authorization for the Executive Director to Execute a Reimbursement Agreement with the East Windsor Municipal Utility Authority ("EWMUA") for Utility Work Related to the Interchange 6 to 9 Widening Program**, was approved.

As you are aware, the New Jersey Turnpike Authority (the "Authority") has begun construction of the widening of the Turnpike between Interchange 6 in Mansfield Township, Burlington County and Interchange 9 in East Brunswick Township, Middlesex County (the "Widening Program"). The roadway will be widened to 12 lanes with major modifications constructed at four interchanges.

The construction of the Widening Program requires the relocation of an existing EWMUA force sewer main located at the Wyckoff Mills Road crossing in Contract No. T869.120.702. Because the EWMUA wishes to install a fourteen inch (14") HDPE water main adjacent to the sewer main being constructed by the Authority, the EWMUA has requested the Authority to construct the water main and the EWMUA has agreed to reimburse the Authority for all expenses (including design coordination, construction and construction oversight) related thereto not to exceed \$1,100,000. The EWMUA inspection costs for the water main installation will not be billed to the Authority. At EWMUA's request, the water main work was bid as a separate pay item in Contract No. T869.120.702 so that the EWMUA retained the ability to reject the bid in the event the bid price was overly excessive. EWMUA is committed to funding this work as the bid for the water main construction was approximately 20% below the construction estimate. In furtherance of same, the EWMUA has passed a Resolution committing funding for the water main installation in an amount not to exceed \$1,100,000 dated June 16, 2011. Because the Authority will be relocating the sewer main as a result of the construction of the Widening Program in the same area where EWMUA intended to install a new water main, it will benefit both the Authority and EWMUA for the Authority to construct the water main at the same time as the utility relocation.

Based on the foregoing it is requested that the Authority's Commissioners authorize and direct the Executive Director to execute a Reimbursement Agreement with the EWMUA that substantially conforms to the terms set forth herein.

379-11-2011

In a memorandum dated November 16, 2011, **a Recommendation for Authorization to Enter into MOA with DOT for Management of Outdoor Advertising Assets and to Amend Authority's Agreement with All Vision LLC**, was approved.

In April 2010, following a competitive procurement process, the Board of Commissioners approved the Authority's award of a professional services contract to All Vision LLC ("All Vision") for billboard management services ("All Vision Contract"). The All Vision Contract extends to April 13, 2016, with the option for an additional 5-year extension at the Authority's discretion. Under the All Vision Contract, All Vision is to provide management services for outdoor advertising displays located on Authority property. The Authority has the ability under the terms of the All Vision Contract to add outdoor advertising assets under the control of other state agencies to the list of assets that All Vision shall manage for the Authority, provided that the other

state agency so consents.

The Department of Transportation ("DOT") has requested the Authority manage its outdoor advertising assets under the All Vision Contract, in exchange for the Authority's retention of 20% of the revenue derived from those assets that the Authority will collect under the terms of the All Vision Contract. Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute a Memorandum of Agreement ("MOA") with DOT to allow the Authority, through the All Vision Contract, to manage DOT's outdoor advertising assets. This MOA will be in effect until April 13, 2016, the expiration date of the All Vision Contract, but may be extended for a period of five years upon mutual consent of the Authority and DOT. The Attorney General, on behalf of DOT, and the Law Department, on behalf of the Authority, have reviewed the terms of the proposed MOA and found them acceptable.

Further to this MOA, the Law Department recommends that the Board approve an amendment to the All Vision Contract relating to the revenue derived from the DOT outdoor advertising assets. Under this Amendment, revenue from the DOT assets will not be included in the first \$575,000 of annual revenue under the All Vision Contract, of which the Authority is entitled to receive 100%. Instead, All Vision will retain 17.5% of the annual rental income from the DOT assets, with the remainder to be shared between DOT and the Authority in accordance with the terms of the MOA. Any future lump sum payments received from licensees for the DOT assets (e.g. in consideration of a new long term lease) shall be divided between the parties in the same manner as lump sum payments for the Authority sites under the All Vision Contract.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute the proposed MOA with DOT and the proposed Amendment to the All Vision Contract in substantially the forms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

380-11-2011

In a memorandum dated November 18, 2011, **a Recommendation to Execute Settlement Agreement in I/M/O Permit Approvals for Garden State Parkway Widening Project, Docket No. A-2767-08T1 (App.Div.)**, was approved.

The Law Department recommends that the Board approve the proposed settlement agreement with Tri-State Transportation Campaign ("Tri-State") and the Department of Environmental Protection ("DEP") to dismiss the litigation against the Authority and DEP currently pending in the New Jersey Superior Court, Appellate Division.

This litigation arises out of Tri-State's appeal from DEP's issuance in 2008 of five environmental permits that are necessary for the \$800 million capital project to widen the Garden State Parkway. Tri-State's appeal argues that the traffic data relied upon by the Authority in assessing the need for the project was outdated and not reflective of current experience, and that the Authority failed to adequately investigate alternatives to construction of additional lanes, such as traffic demand management.

Under the agreement, the Authority admits no liability, but agrees to post its DEP permit applications for capital improvement projects for the next 10 years on the Authority's website; to provide certain traffic data to Tri-State semi-annually for a period of 10 years; and to study the creation of additional park and ride facilities on the Parkway. In exchange, Tri-State agrees to release the Authority and DEP from any and all claims arising out of the Garden State Parkway Widening Project. Tri-State has approved the terms of the settlement agreement and the Attorney General has recommended that DEP approve the settlement agreement as well.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute the proposed settlement agreement in substantially the form set

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forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

381-11-2011

In a memorandum dated November 2, 2011, **a Request for Authorization to Enter into an Interagency Agreement with the New Jersey Department of Transportation and the County of Ocean for Design and Construction Coordination with respect to the Garden State Parkway Shoulder Restoration Program between Mileposts 83 and 100; the Improvements to Exits 83, 88/89 and 91; and the Widening Impacts to U.S. Route 9/N.J. 166, N.J. Route 34, and N.J. Route 88,** was approved.

The New Jersey Turnpike Authority ("NJTA") proposes: (1) a widening of the Garden State Parkway for the restoration of shoulders between Milepost 83 in Toms River Township, Ocean County and Milepost 100 in Wall Township, Monmouth County, expanding the existing roadway within these limits by constructing 12-foot shoulders on each side of the roadway, along with widening/replacing bridges, along with other infrastructure improvements; (2) to construct modified connections and provide new ramps for the missing movements at Exit 88 & State Route N.J. 70 and Shorrock Street; and at Exit 89 & Cedar Bridge Avenue and Airport Road in Brick and Lakewood Townships, Ocean County; and (3) to construct modified connections and provide new ramps for the missing movements at Exit 83 & Route U.S. 9/N.J. 166 and Indian Head Road (County Route 572) in Toms River Township, Ocean County; and Exit 91 & Lanes Mill Road, Burrsville Road and Burnt Tavern Road in Brick Township, Ocean County (collectively the "NJTA Program"). The County of Ocean proposes to construct modified connections and provide new ramps for the missing movements at Exit 83 & Route U.S. 9/N.J. 166 and Indian Head Road (County Route 572) in Toms River Township, Ocean County; and Exit 91 & Lanes Mill Road, Burrsville Road and Burnt Tavern Road in Brick Township, Ocean County (the "County Activities"). As a result of the New Jersey Department of Transportation ("NJDOT") having jurisdiction over multiple State highways throughout New Jersey, the NJTA Program and the County Activities will necessitate NJDOT's review and approval of NJTA's and the County of Ocean's design plans, proposed construction activities, sequencing and schedule, the provision of access to NJDOT right of way, coordination of traffic operations on State highways, and general cooperation with NJTA and the County of Ocean in its endeavors to ensure safety and minimize disruption to public convenience during the progress of the NJTA Program and the County Activities. Accordingly, NJTA staff recommends that NJTA enter into a Memorandum of Agreement ("MOA") with NJDOT and the County of Ocean relating to the NJTA Program and the County Activities.

Under the MOA, NJTA will coordinate its design and proposed construction activities with NJDOT and NJDOT will allow NJTA, its agents, employees, contractors, assignees, and utility companies access to NJDOT rights of way to perform any work associated with the NJTA Program. The MOA will serve as the NJDOT Major Access Permit, Application for Drainage and Highway Occupancy Permit, and such other permits as may be required from NJDOT for the NJTA Program. Construction activities under the NJTA Program will adhere to NJDOT Standard Specifications, as amended, and NJTA Standard Specifications, as amended, as specifically set forth in the MOA. NJDOT may observe, monitor, and offer advice regarding any NJTA Program construction activities in NJDOT's rights of way.

Additional provisions of the MOA require: (1) NJDOT and the County of Ocean to cause their respective construction and maintenance contractors to carry insurance as specified in the MOA and NJTA to add NJDOT as an Additional Insured under its Owner Controlled Insurance Program; (2) a mutual indemnification clause without waiver of sovereign immunities; and (3) State Police statutory enforcement jurisdiction within construction zones of NJTA and NJDOT

highways. The MOA, however, does not address each party's responsibility for structural and other infrastructure maintenance of completed facilities. Duties and responsibilities for such activities will be the subject of separate, new Jurisdiction Agreements to either replace or reaffirm provisions of existing Jurisdictional Agreements that apply individually at each crossing of the respective properties of NJTA, NJDOT and the County of Ocean.

The terms of the MOA have been reviewed by NJTA's Engineering and Law Departments, by NJDOT and New Jersey Department of Law and Public Safety, Division of Law, and by the County of Ocean and have been deemed satisfactory. Accordingly, it is requested that the Board of Commissions delegate to the Executive Director the authority to enter into an MOA with NJDOT and the County of Ocean that substantially conforms to the terms set forth herein. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take such other actions as are deemed necessary to execute the intent of this authorization.

382-11-2011

In a memorandum dated November 21, 2011, **a Request for Authorization to Enter into a Memorandum of Agreement with the Borough of Sayreville to Share the Cost of Repaving a Portion of Chevalier Ave Located under the Garden State Parkway, Project: 03020005**, was approved.

The Borough of Sayreville is engaged in the improvement of Chevalier Avenue, including milling and resurfacing of the roadway. A portion of the project will improve the roadway that has been partially impacted by the Garden State Parkway. This project will benefit the Authority by facilitating access to the Garden State Parkway for the operation, maintenance and management thereof.

Given the benefits to the Authority resulting from the improvement of this feeder road, Sayreville has requested that the Authority share in the cost of the improvements of the portion of Chevalier Avenue running directly beneath the Garden State Parkway. Authority staff recommends that Authority agree with this request and enter into a Memorandum of Agreement ("MOA") with Sayreville to reimburse the Borough for 50% of the cost of the project. Sayreville has supplied the Authority with a cost estimate from its consulting engineer of \$55,000 for the entire project. Under the MOA, the Authority would agree to reimburse Sayreville up to 50% of the cost not to exceed \$27,500.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute an MOA with the Borough of Sayreville pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Treasurer DuPont and seconded by Commissioner Becht, the Authority unanimously approved items number 377-11-2011 through 382-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ENGINEERING

Chief Engineer Richard Raczynski requested approval of item number 383-11-2011. Moved is the items as follows:

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ORDER FOR PROFESSIONAL SERVICES (OPS)

383-11-2011

In a document dated November 15, 2011, **a Recommendation to Issue Order for Professional Services No. P3421 to Atkins North America, Inc. (formerly PBS&J) for Program Management Services for the Garden State Parkway Widening Program – Phase III, in an amount of \$6,900,000.00**, was approved.

The Program will widen the Parkway and improve interchanges in both the northbound and southbound directions and coordinate with the proposed improvements at Interchanges 41 and 44. In order to facilitate the Final Design of the Program, the Authority will be engaging five Engineering firms including a Program Manager and four Design Engineers. This Order for Professional Services will provide program management services including the coordination, oversight and reporting activities required to facilitate the Final Design phase of the Program. Extensive coordination will be required due to the involvement of several consulting engineers, the ongoing improvements at Interchanges 41 and 44, and conformance to the secured program permits.

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. Due to the unique scope of work there are no specific prequalification codes for this assignment. Accordingly, a Request for Letters of Qualification (LOQs) was posted on the Authority's website. By the closing date of September 8, 2011, LOQs were received from three firms.

Upon review of the LOQs, two of the firms met the qualifications stipulated and were requested to submit Technical and Fee Proposals: 1) Jacobs Engineering Group, Inc. and 2) Atkins North America, Inc. The Committee reviewed and evaluated each firm's Technical Proposal and final scoring resulted in Atkins North America, Inc. being the highest technically ranked firm. The fee submitted has been reviewed, negotiated, and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3421 be issued to the firm of Atkins North America, Inc. of Edison, New Jersey not to exceed the amount of \$6,900,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.8 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).

On motion by Commissioner Diaz and seconded by Treasurer DuPont, the Authority unanimously approved item number 383-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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PURCHASING

Director of Purchasing Andrea Ward requested approval of item numbers 384-11-2011 through 387-11-2011. Moved as a group those items are as follows:

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NEW JERSEY STATE CONTRACTS

384-11-2011

In a document dated November 21, 2011, **a Recommendation for IBM Hardware and Software Maintenance to IBM, R- 88812, in an amount of \$153,663.41**, was approved.

The Technology and Administrative Services Department requisitioned an 18-month contract for software maintenance for the IBM operating software and hardware systems. The Authority purchased new IBM hardware earlier this year, which provides more computing power at lower operating costs. The IBM hardware and software are used to operate, among other systems, the PeopleSoft modules which are currently being upgraded. The cost to maintain all IBM systems for the requested 18-month period beginning January 1, 2012 is \$117,151.95 (hardware) and \$36,511.46 (software) for a total cost of \$153,663.41. The cost represents a \$19,042.02 savings (based on a 12-month comparison of the pricing under the Authority's current software maintenance contract that expires December 31, 2011). The savings will be realized even though some IBM equipment, such as the XIV SANs, which is no longer under warranty will also be included in this maintenance agreement. The Authority will utilize New Jersey State Contract No. 70265, which expires August 31, 2014.

This contract was procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006). Accordingly, authorization is requested to award the referenced State Contract to IBM, Piscataway, NJ in the amount not to exceed \$153,663.41.

385-11-2011

In a document dated November 16, 2011, **a Recommendation for IBM Non-Operating System Software Maintenance to En Pointe Technologies, R-88833, in an amount of \$82,739.52**, was approved.

The Technology and Administrative Services Department (TAS) requisitioned an 18-month contract for maintenance of the IBM Non-Operating System Software. The TAS Department utilizes IBM software in support of the Authority's Oracle IBM databases including, but not limited to the PeopleSoft modules and FileNet (document archiving and traffic prediction tools). This contract can be procured via the New Jersey State Contract 77562, which is valid until June 30, 2015. Under the terms and conditions of the State Contract, the Authority is required to obtain quotations from the two technology providers authorized to provide IBM software for non-operating systems. Quotes were solicited from the following two authorized providers:

<u>Vendor</u>	<u>Total Amount</u>
En Point Technologies, Gardena, CA	\$82,739.52
Software House International, Piscataway, NJ	\$84,029.80

This contract was procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006). Accordingly, authorization is requested to award the referenced State Contract to En Point Technologies, Inc. in the amount not to exceed \$82,739.52. The cost represents a \$21,020.32 savings (based on a 12-month comparison of the pricing under the Authority's current maintenance contract that expires December 31, 2011).

386-11-2011

In a document dated November 16, 2011, **a Recommendation for Vehicle Safety Warning Lights to East Coast Emergency Lighting, Contract No. 1189, in an amount of \$100,000.00**, was approved.

At the September 7, 2011 Board of Commissioners Meeting (Agenda item 298-08), the

(NJTA Commission Meeting – 11/29/2011)

Authority awarded a contract to East Coast Emergency Lighting to provide vehicle safety lighting for various departments, including Roadway Maintenance, Motor Pool and New Jersey State Police (Troop D). The contract was procured via the New Jersey State Contract system in an amount not to exceed \$175,000. The using departments have requested that this contract be increased to supply additional safety warning lights for the incoming Troop D vehicles and Authority vehicles, such as pickup trucks and cargo vans. The authorized amount for Contract No. 1189 has been depleted, thus the Departments have requested that the Contract be increased by \$100,000.00.

This contract was procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006). Accordingly, approval is requested to increase the authorized amount of Contract No. 1189 by \$100,000.00 for a new authorized amount of \$275,000.00.

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EMERGENCY CONTRACTS

387-11-2011

In a document dated November 16, 2011, **a Recommendation for an Emergency Generator Rental, Repairs and Parts from Cooper Electric Supply Company, R 88706, in an amount of \$55,000.00**, was approved.

Authorization is requested to ratify an award of a contract to Cooper Electric Supply Co. ("Cooper Electric") for the rental of a back-up (standby) generator for the Cifelli Statewide Traffic Management Center (STMC").

On September 28, 2011, the standby generator at the Cifelli STMC failed to operate. Given the necessity of the emergency generator to avoid potential power failure, which in turn could significantly impact the Authority's, NJDOT's and the NJ State Police' operations, Maintenance staff immediately retained the services of Cooper Electric. Cooper Electric had previously supplied, maintained and provided warranty services for the standby generator, which had been installed in 2008 with a one-year warranty that expired in 2009. Cooper was initially retained to trouble-shoot and repair the existing generator at a cost of \$6355.72, which was approved under the Executive Director's delegated authority. The trouble shooting exercise and repairs took much longer than anticipated. Thus, while the diagnostic services were ongoing, the Authority had to rent a temporary two megawatt back-up generator to ensure the safety and welfare of the employees and public. The back-up generator was rented from Cooper Electric on a month-to-month basis for five weeks. The rental cost per week was \$11,000.00.

The contract to Cooper Electric Supply Co. was procured under the emergency exception to the public bid laws in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2(d) and Executive Order No. 37 (Corzine 2006). Accordingly authorization is requested to ratify the contract with Cooper Electric Supply Co. for the rental of the standby generator in the total amount of \$55,000.00.

On motion by Treasurer DuPont and seconded by Commissioner Diaz, the Authority unanimously approved items 384-11-2011 through 387-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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GENERAL BUSINESS

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EXECUTIVE

Executive Director Veronique Hakim requested approval of item number 388-11-2011. Moved is the item as follows:

388-11-2011

In a document dated November 29, 2011, **Authorization to Publish Notice of the 2012 Schedule of Commission Meetings**, was approved.

Authorization is requested to publish public notice of the 2012 New Jersey Turnpike Authority Commission Meetings in accordance with Chapter 231, P.L. 1975, as set forth in the schedule submitted below. All Commission Meetings will be held at the New Jersey Turnpike Authority Administration Offices located at 581 Main Street, Woodbridge, New Jersey; commencing at 9:30 A.M., unless otherwise notified.

PROPOSED 2012 COMMISSION MEETING SCHEDULE

COMMISSION MEETING DATES	
January 31 st	(Tuesday)
February 28 th	(Tuesday)
March 27 th	(Tuesday)
April 24 th	(Tuesday)
May 30 th	(Wednesday)
June 26 th	(Tuesday)
July 31 st	(Tuesday)
August 28 th	(Tuesday)
September 25 th	(Tuesday)
October 30 th	(Tuesday)
November 27 th	(Tuesday)
December 19 th	(Wednesday)

On motion by Commissioner Becht and seconded by Treasurer DuPont the Authority unanimously approved item 388-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ETC

Director of ETC Dennis Switaj requested approval of item number 389-11-2011. Moved is the item as follows:

389-11-2011

In a memorandum dated November 16, 2011, **a Recommendation for Designated Authority to Enter Into Amendment to IAG Agreement**, was approved.

At its June 25, 1996 meeting, the Authority's Board of Commissioners ("Board") authorized the Execution of the E-ZPass Group Operating Agreement. The purpose of the Agreement was to formalize the on-going relationship between several regional agencies for the development and implementation of E-ZPass technology. These agencies are collectively known as the Interagency Group ("IAG"). At that time, IAG member agencies included the New Jersey Turnpike Authority ("Authority"), New Jersey Highway Authority, South Jersey Transportation Authority, Delaware River Port Authority, Pennsylvania Turnpike Commission, Port Authority of New York and New Jersey, New York State Thruway Authority, and MTA Bridges and Tunnels. Today, the IAG has 24 member agencies, which span 14 states.

At its November 14, 1997 meeting, the Board authorized modifications to the original

Operating Agreement and delegated authority to the Executive Director to execute all future revisions to the Operating Agreement in order to comply with the intent of the E-ZPass Group. This delegation, with the exception of Amendment No. 6 in 2007, was utilized in the execution of amendments to the revised Operating Agreement since November 14, 1997. Staff is of the opinion that the changes reflected in Amendment No. 7 are substantial enough to warrant a request for authorization from the Board.

Amendment No. 7 changes the ability of Full Member Agencies, such as the Authority, to veto IAG actions which would impose either a direct or an indirect cost on any Full Member Agency. Under the Operating Agreement, and its Amendments, each Full Member Agency currently has the right to veto: (1) any action which would impose a cost, direct or indirect, on any Full Member Agency of \$10,000 or more; and (2) the admission of any new member to the E-ZPass Group."

Under proposed Amendment No. 7, the \$10,000 veto amount is raised to \$15,000. Thus, upon passage of this Amendment, Full Member Agencies, such as the Authority, shall have the right to veto: (1) any action which would impose a cost, direct or indirect, on any Full Member Agency of \$15,000 or more; and (2) the admission of any new member to the E-ZPass Group.

This increase is the first increase since the start of the IAG more than 15 years ago and coincides with the lowest Board approval threshold for an IAG Member Agency. A higher threshold for the veto enables the IAG to move forward with items that satisfy the two-thirds majority vote required for passage of an item without having the threat of a veto slow down the movement of an item that typically doesn't require an agency Board approval. As such, staff has determined that it is in the best interest of the New Jersey E-ZPass Program and its customers to approve Amendment No. 7 to the Operating Agreement. Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute Amendment No. 7 to the Operating Agreement. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Commissioner Diaz and seconded by Treasurer DuPont the Authority unanimously approved item 389-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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FINANCE

Chief Financial Officer Donna Manuelli requested approval of item number 390-11-2011 through 392-11-2011. Moved as a group are the items as follows:

390-11-2011

In a memorandum dated November 16, 2011, Authorization to Extend the Expiration Date of the Direct Pay Letter of Credit Issued Under the Existing Reimbursement Agreement with JPMorgan Chase, was approved.

At its meeting of December 9, 2008, the Authority's Board approved the adoption of the Series 2008 Turnpike Revenue Bond Resolution and approved a direct pay letter of credit issued by JPMorgan Chase in the face amount of \$93,533,973 to guarantee the payment of the bonds issued under the Resolution, plus 34 days interest. The Board further delegated authority to the Executive Director to continue to negotiate and finalize the terms of the Resolution, with the advice and counsel of Bond Counsel. The documents authorized by the Resolution include the Reimbursement Agreement with JPMorgan Chase under which the letters of credit were issued.

The Reimbursement Agreement with JPMorgan Chase provided for the issuance of a direct pay letter of credit which provides liquidity support for the Authority's 2009A variable rate bonds. Under the direct pay letter of credit, the Trustee makes a monthly drawdown of funds to pay interest to the bondholders, and JPMorgan Chase is reimbursed by the Authority. The Trustee could also draw on the letters of credit if needed to make principal payments to the bondholders. The Reimbursement Agreement can last for the life of the bonds which is January 1, 2024; however the letters of credit had an initial expiration of February 11, 2012, which was three years from the date of issuance. The Reimbursement Agreement further provides that the Authority can request an extension of the expiration date of the Letter of Credit 120 days before the current expiration date. As such, the Authority requested a three year extension of the Letter of Credit expiration date. JPMorgan has offered a three-year extension at a rate of .80% per annum, which is a .20% reduction from the current rate paid by the Authority. The fee payable to JPMorgan Chase will be \$749,000 per year compared to the current fee of \$935,000 per year, which will save the Authority approximately \$186,000 per year for the next three years.

The Authority has had a satisfactory relationship under its agreement with JPMorgan Chase. In addition, our financial advisor has reviewed the proposal and has deemed it to be very competitive in current financial market conditions. Extending the existing letter of credit expiration date will also save the Authority any upfront fees and legal costs associated with obtaining a replacement facility, as well as saving rating agency fees as the bonds would have to once again be reviewed and rated. Based on these factors, approval is requested to extend the expiration date of the JPMorgan Chase letter of credit until February 10, 2015 at a fee of .80% per annum (approximately \$749,000 per year), plus reasonable legal costs. The fee is payable quarterly and is charged to account 010-890-440900. In addition, authorization is given to the Executive Director to execute any required amendment to the reimbursement agreement.

On motion by Commissioner Hodes and seconded by Treasurer DuPont the Authority unanimously approved item 390-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

391-11-2011

In a memorandum dated November 10, 2011, **Recommendation to Authorize Annual Assessment for the Governor's Authorities Unit for Fiscal Year 2012**, was approved.

The New Jersey Turnpike Authority has received its assessment from the Office of Governor for an annual fee of \$55,937.20 for the Governor's Authorities Unit. The Governor's Authorities Unit provides advisory services to the State's authorities as statutory executor of policy implementation. The Authorities Unit is funded through annual assessment of all authorities.

Therefore, it is requested that approval be granted to make payment in the amount of \$55,937.20 to the State of New Jersey, which amount represents an annual assessment for the fiscal year July 1, 2011 to June 30, 2012. Funds for this assessment are budgeted in Operating Budget Account 010-890-445030.

On motion by Vice Chairman Gravino and seconded by Commissioner Pocino the Authority unanimously approved item 391-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

392-11-2011

Chief Financial Officer Donna Manuelli presented the **Financial Summary** for the ten (10) months ended October 31, 2011.

On motion by Treasurer DuPont and seconded by Commissioner Hodes the Authority unanimously approved item 392-11-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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OPERATIONS

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Director of Operations Sean Hill requested approval of item number 393-11-2011. Moved is the item as follows:

393-11-2011

Director of Operations Sean Hill requested acceptance of the Resume of All Fatal Accidents for the Garden State Parkway and New Jersey Turnpike. Period 1/1/11 through 11/09/11; both with 2011-2011 Yearly Comparisons through October, 2011.

On motion by Commissioner Pocino and seconded by Commissioner Diaz, the Authority unanimously accepted the reports and received for file.

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STATE POLICE

Major Pamela Elliott requested approval of item number 394-11-2011. Major Elliott thanked Chairman Simpson and ED Hakim for their kind words. She considers it an honor to work with such a fine group of executives. Elliott highlighted a State Police traffic detail on the Wednesday before Thanksgiving at the Atlantic City Service Area. State Police made contact with over 400 motorists, made three (3) DUI arrests, and effectuated other arrests. There were thirty-six (36) holiday safety details which helped with accident reduction. These initiatives could not occur without the continued support of the Authority. Moved is the item as follows:

394-11-2011

Major Elliott requested acceptance of the New Jersey State Police Troop D Activity Reports, For October, 2011, with 2010 – 2011 Yearly Comparisons.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously accepted the reports and received for file.

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EXECUTIVE SESSION

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

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

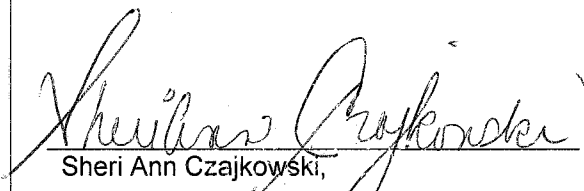
The motion was made by Commissioner Hodes and seconded by Treasurer DuPont, and, after the voice vote, the motion was duly adopted by the Board of Commissioners of the New Jersey Turnpike Authority.

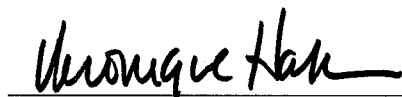
Executive Session was adjourned at 11:20 a.m.; Chairman Simpson resumed the public portion of the meeting.

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The motion to adjourn was made by Chairman Simpson, Treasurer DuPont and seconded by Commissioner Hodes and, after the voice vote, the motion was duly adopted. The Authority adjourned at 11:24 a.m., to meet on Wednesday, December 14, 2011, at 9:30 A.M.

ATTEST:


Sheri Ann Czajkowski,
Assistant Secretary to the Authority


Veronique Hakim, Executive Director

Corporate Seal

Date: November 29, 2011