

**SOUTH JERSEY TRANSPORTATION AUTHORITY
BOARD OF COMMISSIONERS MEETING
SEPTEMBER 18, 2012**

The scheduled Board of Commissioners Meeting of the South Jersey Transportation Authority was held on September 18, 2012, commencing at 10:00 a.m. at the South Jersey Transportation Authority Administration Building, Farley Service Plaza, Atlantic City Expressway, Milepost 21.3 in Elwood, New Jersey 08217.

Present

Chairman James S. Simpson (via video conference)
 Commissioner Jeffery A. April, Esq.
 Commissioner Joseph W. Devine
 Commissioner Maurice B. Hill
 Commissioner C. Robert McDevitt (via teleconference)
 Deputy Commissioner Joseph W. Mrozek (via video conference)
 Commissioner Joseph Ripa
 Commissioner Christine A. Roberts
 Commissioner Dianne Solomon
 Samuel L. Donelson, Acting Executive Director
 Kerstin Sundstrom, Governor's Authorities Unit (via teleconference)
 Lauren Staiger, Esq., General Counsel
 Susan Lubrano, Authority Board Secretary

Absent

Commissioner Louis Toscano

As Chairman Simpson was not able to participate in person, the Secretary requested a motion nominating another member of the Board to chair the meeting. Whereupon, Commissioner April was nominated to chair the meeting by motion of Commissioner Devine, which motion was seconded by Commissioner Hill, with all Commissioners present being in favor.

Statement of Public Notice

The meeting of the Board of Commissioners was opened advising the Commissioners and public that notice of the meeting was duly advertised in the Press of Atlantic City, Camden Courier Post, Newark Star Ledger and with the Secretary of the State of New Jersey of the time, date and place of convening. Notice was posted at the Farley Service Plaza, the Atlantic City International Airport and the Authority's Atlantic City, New Jersey office as prescribed by law.

Roll Call

Commissioner	Present	Absent
Chairman James S. Simpson	X	
Commissioner Jeffery A. April, Esq.	X	
Commissioner Joseph W. Devine	X	
Commissioner Maurice B. Hill	X	
Commissioner Christine A. Roberts	X	
Commissioner C. Robert McDevitt	X	
Deputy Commissioner Joseph W. Mrozek	X	
Commissioner Joseph Ripa	X	
Commissioner Dianne Solomon	X	
Commissioner Louis Toscano		X

No members of the public attended this meeting.

Approval of the Agenda

Commissioner April called for a motion to approve the September 18, 2012 Agenda. Whereupon, motion was made by Commissioner Ripa, and seconded by Commissioner Devine, approving the September 18, 2012 agenda. Commissioner April asked for questions on the motion. No questions were asked. A unanimous vote was taken adopting and approving the agenda. A copy of the agenda is attached hereto and made a permanent part of these official Authority minutes.

Approval of Meeting Minutes

Commissioner April called for a motion to approve the August 22, 2012 Meeting Minutes. Whereupon, a motion was made by Commissioner Devine and seconded by Commissioner Hill, approving the August 22, 2012 minutes. Commissioner April asked for questions on the motion. No questions were asked. A unanimous vote was taken adopting and approving the minutes.

Executive Session

Commissioner April asked General Counsel if there was a need for an Executive Session. Ms. Staiger responded affirmatively.

Prior to moving into Executive Session, Mr. Donelson introduced the new Economic Development Authority (EDA) representative, Commissioner Christine A. Roberts and welcomed her to the Board. Mr. Donelson then presented Resolution 2012-103 to the Commissioners for the exclusion of the public to discuss pending personnel matters, specifically personnel actions contained in Resolution 2012-96, and a litigation matter, specific to Robinson vs. SJTA. The public was advised that the minutes of this Executive Session will be disclosed to the public in accordance with State Law. Commissioner April called for a motion to move into Executive Session.

Whereupon, the motion was made by Commissioner Devine and seconded by Commissioner Ripa approving Resolution 2012-103. A unanimous vote was taken approving the resolution, adjourning the open portion of the meeting at 10:05a.m. A copy of Resolution 2012-103 is attached hereto and made a permanent part of these official Authority minutes. At the close of Executive Session, Commissioner April called for a motion to return to the open portion of the meeting.

Whereupon, motion was made by Commissioner Devine and seconded by Commissioner Hill. The open portion of the meeting reconvened at 10:25a.m. Commissioner April requested the Secretary call the roll.

Roll Call

Commissioner	Present	Absent
Chairman James S. Simpson	X	
Commissioner Jeffery A. April, Esq.	X	
Commissioner Joseph W. Devine	X	
Commissioner Maurice B. Hill	X	
Commissioner Christine A. Roberts	X	
Commissioner C. Robert McDevitt	X	
Commissioner Joseph Ripa	X	
Deputy Commissioner Joseph W. Mrozek	X	
Commissioner Dianne Solomon	X	
Commissioner Louis Toscano		X

Chairman Simpson inquired when the Capital Budget Amendment would be presented, as he was unable to participate in the entire meeting but wanted to be present for the approval of same. Whereupon, Commissioner April suggested that order of the meeting be changed to allow for the Presentation of Resolutions prior to the reports. Commissioner April then asked Mr. Donelson to present the resolutions prior to his Executive Director's Report so that Chairman can participate. Chairman Simpson stated that upon his departure, Deputy Commissioner Mrozek would vote on his behalf.

Resolutions and Motions:

Commissioner April asked Mr. Donelson to present the resolutions. Mr. Donelson advised that prior to presenting a total of twelve (12) resolutions for approval, he would be presenting Resolution 2012-93, for a separate voice vote due to the need for Chairman Simpson to recuse himself. Mr. Donelson then presented Resolution 2012-93. Commissioner April called for a motion to approve Resolutions 2012-93, the motion as presented, was moved by Commissioner Ripa and seconded by Commissioner Hill, approving said resolution. Commissioner April asked for questions on the motion. No questions were asked.

Roll Call

Commissioner	Motion	2 nd	Yea	Nay	Abstain	Recused	Absent
Chairman James S. Simpson						X	
Commissioner Jeffery A. April			X				
Commissioner Joseph Devine			X				
Commissioner Maurice B. Hill		X	X				
Commissioner C. Robert McDevitt			X				
Commissioner Joseph Ripa	X		X				
Commissioner Dianne Solomon			X				
Commissioner Louis Toscano							X

A copy of Resolution 2012-93 is attached hereto and made a permanent part of these official Authority minutes.

RESOLUTION 2012-93 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE FIRST ONE-YEAR EXTENSION OF THE APPOINTMENT OF WOLFF & SAMSON, OF WEST ORANGE, NEW JERSEY TO PROVIDE BOND COUNSEL SERVICES TO THE AUTHORITY

The purpose of this resolution is to recommend the first one-year extension of the appointment of Wolff & Sampson of West Orange, New Jersey to provide bond counsel services in connection with any proposed transaction where the Authority desires to restructure its debt in order to reduce certain risks and potentially achieve debt service savings by issuing bonds to refund a portion of its existing obligations, as well as to provide legal advice on all matters relating the Authority's debt.

Commissioner April then asked Mr. Donelson to present the remaining eleven (11) resolutions. Mr. Donelson presented Resolutions 2012-91, 2012-92 and 2012-94 through 2012-102. Commissioner April called for a motion to approve Resolutions 2012-91, 2012-92 and 2012-94 through 2012-102, the motion as presented, was moved by Commissioner Devine and seconded by Commissioner Solomon, approving said resolutions. Commissioner April then asked for questions on the motion. Chairman Simpson advised that with respect to Resolution 2012-95, the Capital Budget amendment, he wished to opine. Chairman thanked the Committee for reviewing this amendment in advance, advising that he had met previously with Mr. Donelson and SJTA employees to discuss concerns about the Capital Budget and moving forward with the next Capital Plan. He discussed the placeholder in the current Capital Plan for AET. He commended Mr. Donelson and the Authority for being light years ahead of the rest of the State with regards to AET and for being ready to implement the project upon execution of Board approval. He cautioned that globally, when looking at AET, there are some facets of this project that would prevent moving it forward at this time. Chairman Simpson discussed a few of the facets, specifically mentioning reciprocity with other states and advising of its importance due to the usage of the roadway during peak seasons. He discussed the pilot program with DMV advising that several processes would need to be in place prior to the implementation of AET, so not to jeopardize toll revenue. He advised that as AET remains a placeholder at this time, it provides us with the capacity to take a look at other projects that are needed to more efficiently run the Atlantic City Expressway, such as the Westbound Widening project. He discussed the project's benefits advising that he had requested Mr. Donelson look into advancing the third and final contract of this 24 mile widening. He further stated that as the Chief Construction Officer of the State, he sees this as an opportune time to procure construction services as pricing for horizontal and vertical construction is very competitive. He discussed the country's unemployment rate in the construction industry, advising that advancing a project such as this will not only benefit the Authority, with favorable construction pricing, but will help with respect to unemployment. He then discussed the SJTA Communications Command Center, an approval of a 2000 sq. ft. addition onto the current facility. He advised that this project is needed to improve the efficiencies of communications and the interoperability of the fire department, NJ State Police and our own internal services. Lastly, he discussed the importance of the roof repairs at the Airport and the need to move forward with this project. In closing, Chairman Simpson congratulated Mr. Donelson and the staff at SJTA, advising that the gesture is not just for a job well done today, but throughout the Christie Administration for the Authority's communications with SJTA, NJ Transit, DOT and the NJTA on finding best practices for construction and working well in communicating operational and capital issues. He advised that, in that spirit, he would like to bring the Board up to speed with respect to the procurement of AET. Chairman Simpson stated that due to the type of roadway, the Parkway will have AET before the Turnpike. He further stated that the placeholder for AET on the Atlantic City Expressway is due to the

same global issues that impact the Parkway. His suggestion for the procurement and implementation of AET is to work towards a joint procurement, due to the many similarities between the roadways from a highway standpoint. He stated that there are many front end costs and that a joint procurement may bring in economies of scale and could provide substantial savings to both agencies. Mr. Donelson and the Board of Commissioners concurred. Mr. Donelson advised that SJTA will closely coordinate movements of this project with the NJTA. Commissioner April asked if there were any further questions. There being none, Commissioner April asked the Secretary to call the roll.

Roll Call

Commissioner	Motion	2 nd	Yea	Nay	Abstain	Recused	Absent
Chairman James S. Simpson			X				
Commissioner Jeffery A. April			X				
Commissioner Joseph Devine	X		X				
Commissioner Maurice B. Hill			X				
Commissioner C. Robert McDevitt			X				
Commissioner Joseph Ripa			X				
Deputy Commissioner Joseph Mrozek			X				
Commissioner Dianne Solomon		X	X				
Commissioner Louis Toscano							X

Copies of Resolutions 2012-91, 2012-92 and 2012-94 through 2012-102 are attached hereto and made a permanent part of these official Authority minutes.

RESOLUTION 2012-91 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE FIRST ONE-YEAR EXTENSION OF THE APPOINTMENT OF HUTCHINS, FARRELL, MEYER & ALLISON, PA OF TOMS RIVER, NEW JERSEY FOR PROFESSIONAL AUDIT SERVICES

The purpose of this resolution is to recommend the first one-year extension of the appointment of Hutchins, Farrell, Meyer & Allison, PA, of Toms River, NJ to provide Professional Audit Services, which includes the 2012 Annual Audit and Single Audit. This Firm will be expected to provide a thorough audit of the Authority’s comparative financial statements for the purpose of determining whether the financial statements present fairly in all material respects, the respective financial position of SJTA and the changes in its net assets and cash flows in conformity with accounting principles generally accepted in the United States.

RESOLUTION 2012-92 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE FIRST ONE-YEAR EXTENSION OF THE APPOINTMENT OF PHOENIX ADVISORS, LLC OF BORDENTOWN, NEW JERSEY TO PROVIDE FINANCIAL ADVISORY SERVICES TO THE AUTHORITY

The purpose of this resolution is to recommend the first one-year extension of the appointment of Phoenix Advisors, of Bordentown, New Jersey to provide financial advisory services in connection with the proposed transaction where the Authority desires to restructure its debt in order to reduce certain risks and potentially achieve debt service savings by issuing bonds to refund a portion of its existing obligations. The Financial Advisor may also be assigned tasks to provide assistance in developing financial strategies and other technical financial advice in connection with the Authority’s debt obligations.

RESOLUTION 2012-94 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING APPROVAL TO AMEND THE 2012 OPERATING BUDGET

Pursuant to Section 35 (b) (4), the Authority is required to adopt an annual operating budget. Upon recommendation of the Finance Committee, the Board of Commissioners approved the Authority’s 2012 Operating Budget via Resolution 2011-116 and has amended the Operating Budget via Resolutions 2011-130 and 2012-52. An amended Airport Forecast of Revenue and Expenses has been proposed by the Deputy Airport Director. The Authority desires to amend the 2012 Operating Budget to reflect the revised Airport Forecast.

RESOLUTION 2012-95 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING APPROVAL TO AMEND THE 2012 CAPITAL BUDGET

The Authority proposes to amend the capital budget to reallocate \$18,300,000.00 in order to advance the construction of the third phase of the Westbound Widening Project from milepost 25 to 31, improvements to the Communications Operations/NJ State Police Facility and to replace the roof of the Airport Terminal

building. This effort to advance critical projects supports the Authority's Strategic Mission and promotes job and economic growth in the southern New Jersey region.

RESOLUTION 2012-96 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING CERTAIN PERSONNEL ACTIONS

Pursuant to the Authority By-Laws, the Personnel Committee shall advise the Board on issues related to organization structure, equal employment opportunity, labor negotiations, employment practices and personnel actions affecting an individual's employment status or compensation. This resolution seeks Board approval for personnel actions as specified in the "Schedule A" attached to this resolution.

RESOLUTION 2012-97 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING SUPPORT FOR THE RIDE FOR AUTISM SPEAKS

The not for profit group "Autism speaks" has requested permission to utilize the Atlantic City Expressway on Sunday, October 7th, 2012 beginning at 12:00pm. The Ride for Autism Speaks is an approximate sixty mile ride which will begin at the Camden Waterfront and end at Showboat Casino in Atlantic City. There are an approximated five hundred to one thousand motorcycles that will participate in this ride. Autism Speaks will provide payment for all tolls of vehicles participating in the Autism Speaks Event as well as reimburse the Authority for any documented Authority-related expenses in connection with this event. The Ride for Autism Speaks will promote a positive image and showcase the region's many tourist attractions. As other sporting events the Authority has supported, The Ride for Autism Speaks will also assist in bringing Atlantic City and its surroundings a healthful, non-gaming, family-friendly event. This event will have a positive economic impact to the City of Atlantic City and the surrounding areas.

RESOLUTION 2012-98 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE SUPPORT OF THE ATLANTIC CITY MARATHON

The Milton & Betty Katz Jewish Community Center of Atlantic County has requested permission to utilize the Atlantic City Expressway Connector Tunnel on Sunday, October 21st, 2012 from 7:45a.m. to 8:45a.m. The Atlantic City Marathon will give participants an option of participating in one of four different races: a marathon, half-marathon, 10K run, or 5K run/walk. The race will begin at Bally's, then passing Borgata Hotel Casino, Harrah's Resort and the Golden Nugget through to the Atlantic City Expressway Connector then back through the city towards Ventnor, Margate and Longport to finish at Bally's. This event will help promote Atlantic City and the region by highlighting its greatest assets. The Atlantic City Marathon will also assist in bringing Atlantic City and its surroundings a healthful, non-gaming, family-friendly event. Due to the recent push for non-gaming activities in Atlantic City, the Atlantic City Marathon serves this purpose on numerous levels. All participants will be required to sign a hold harmless waiver. The Authority will be reimbursed by the Atlantic City Marathon for documented Authority-related expenses in connection with this event.

RESOLUTION 2012-99 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING AN AWARD OF A CONTRACT TO CHEMUNG SUPPLY CORPORATION, OF ELMIRA, NEW YORK FOR THE PURCHASE AND DELIVERY OF GUIDE RAIL PARTS AND SUPPLIES

On July 13th and 14th, 2012, the Authority publicly advertised for bids for the Purchase and Delivery of Guide Rail Parts and Supplies. In response to said advertising, four (4) bids were received, opened and tabulated by the Authority on August 14, 2012 to determine if same met all the requirements of the Specifications and Instructions to Bidders. Chemung Supply Corporation, of Elmira, New York was deemed to have submitted the lowest qualified bid and met all specifications for the parts listed within the Authority's bid. This contract shall be an open-ended price agreement with funds being encumbered contingent upon the availability of funds in the applicable budget year. The Authority desires to enter into a contract with Chemung Supply Corporation of Elmira, New York for the Purchase and Delivery of Guide Rail Parts and Supplies in accordance with their Bid Sheet for a term of one year with an automatic one year renewal option unless the Authority notifies the vendor otherwise, in writing, ninety days prior to close of the first one year term.

RESOLUTION 2012-100 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING AN AGREEMENT WITH CROSS COUNTY MANAGEMENT FOR THE OPERATION OF SHUTTLE SERVICES FOR THE ENGLISH CREEK-TILTON ROAD COMMUNITY

The Authority was previously approved for \$300,320.00 in Federal Transit Administration Funds, associated

with JARC Rounds 9, 10 and 11 for the Pleasantville – Casino Marina Shuttle to transport people of low income to employment locations. The monetary match needed to operate this route fell through. Atlantic County Transportation Department asked the Authority to consider providing shuttle services in Egg Harbor Township and the City of Northfield referred to as the “English Creek-Tilton Road Shuttle”, which would fill gaps currently not covered by public transportation and improve accessibility to work locations and other destinations for people traveling within Atlantic County. This route would fill the gap that is identified on the Coordinated Human Service Transportation Plan and would also serve as a feeder shuttle for several NJ Transit bus routes, such as 507, 509 and 502. New Jersey Transit has authorized the use of the aforementioned JARC grants to fund the shuttle services requested by the Atlantic County Transportation Department. The Pascale Sykes Foundation, a nonprofit organization devoted to providing programs supporting intergenerational families of low-income, has offered to provide \$500,000.00 in additional funding to support the shuttle. By funding this shuttle, the Pascale Sykes Foundation will be furthering its South Jersey Strengthening Families Initiative. Due to self-imposed restrictions on the Pascale Sykes Foundation’s ability to conduct business with governmental entities, the Authority’s transportation management association, Cross County Connection, a nonprofit organization, will enter into an agreement with Pascale Sykes, as well as one with the Authority, to transfer the money donated by the Foundation to the Authority. In addition to the money received through the JARC grants as well as the funding supplied by Pascale Sykes, the Authority will charge each rider \$1.00 per trip to sustain the shuttle service.

RESOLUTION 2012-101 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE SUBMISSION OF A PROJECT PROPOSAL TO NJ TRANSIT

The Federal Transit Administration has been delegated authority to award Federal Financial Assistance for a Transportation Project. NJ Transit will pass through funding received through the Job Access and Reverse Commute (“JARC”) Grant Program to the SJTA as a subrecipient. The Grant or Cooperative Agreement for Federal Financial Assistance will impose certain obligations upon the NJ Transit, which will, in turn, be imposed upon the SJTA as a subrecipient. The SJTA will provide all annual certifications and assurances for the project to NJ Transit, as required by the Federal Transit Administration’s policies governing pass through agreements.

RESOLUTION 2012-102 OF THE SOUTH JERSEY TRANSPORTATION AUTHORITY AUTHORIZING THE AUTHORITY TO ENTER INTO AN AGREEMENT WITH ATLANTIC COUNTY FOR THE EXCHANGE OF OWNERSHIP OF VARIOUS PUBLIC TRANSPORTATION BUSES

In order to better service the Cross County Route, the County has proposed to exchange ownership of vehicles with the SJTA, providing two 28-passenger Goshen Sentinel Buses to the SJTA in exchange for the first two 18-20 seat Minibuses the SJTA will be receiving from NJ Transit through its CMAQ grants. NJ Transit has approved this proposed exchange. The SJTA and the County desire to enter into an agreement detailing the terms of this proposed exchange. The SJTA believes it is in the best interest of the Authority to exchange ownership of the aforementioned vehicles to better service the Route.

Executive Report

Commissioner April asked for the presentation of the Executive Report. Mr. Donelson presented the September 2012 Executive Report. A copy of the September 2012 Executive Report is attached hereto and made a permanent part of these official Authority minutes.

Committee Reports

Commissioner April asked Mr. Donelson to present the Committee Reports. Mr. Donelson reported that all committees met on September 5th. During these meetings Commissioners were briefed on the resolutions being presented this morning as well as updates on the Direct Install Program, mileage reimbursements, the Power Purchase Agreement, ACY roof repairs, a potential vehicle swap and Rowan University Shuttle services. Mr. Donelson advised that Commissioners were also provided with the schedules of upcoming projects, the EO-8 Reports and Airport statistics.

Public Response to Agenda Items

Commissioner April then asked the public for comments on any of the agenda items. Commissioner Devine requested to comment on the Executive Director’s Report, acknowledging that the increase in traffic is positive; however, the traffic is the benefactor for the Airport. He stated that he cannot stress enough the need to invest in ACY for the future of Atlantic City. He stated that businesses and casinos alike are struggling and people are not driving to the destination. Commissioner Devine stated that as long as ACY is under SJTA, that we, along with the Governor’s office, need to push for expansion and improvements. He said we have the resources and our role is to make sure what we have now is an asset and a jewel that

we can build upon. Mr. Donelson concurred and advised that with regards to air service development mentioned in the Executive Director’s Report, we have worked very closely with the Atlantic City Alliance and ACCVA and will continue to work with the Atlantic City Alliance in promoting additional flights to ACY.

Approval of Bills

Commissioner April asked Mr. Donelson for the presentation of bills. Mr. Donelson stated that the bills had been sent to the Commissioners previously for their review and are being presented for their approval. Commissioner April called for a motion to approve the bills. Whereupon, the motion was made by Commissioner Devine and seconded by Commissioner Hill approving said bills. Commissioner April asked the Commissioners for questions on the motion. There being none, Commissioner April requested that the Secretary call the roll.

Roll Call

Commissioner	Motion	2nd	Yea	Nay	Abstain	Recused	Absent
Chairman James S. Simpson							X*
Commissioner Jeffery A. April			X				
Commissioner Joseph Devine	X		X				
Commissioner Maurice B. Hill		X	X				
Commissioner C. Robert McDevitt			X				
Deputy Commissioner Joseph Mrozek			X				
Commissioner Joseph Ripa			X				
Commissioner Dianne Solomon			X				
Commissioner Louis Toscano							X

*Commissioner April approved all bills but abstained from voting on the bills from the firm Cooper, Levenson, April, Niedelman & Wagenheim.

* Chairman Simpson left the meeting at 10:30a.m. During his absence Deputy Commissioner Mrozek voted on his behalf.

Petitions or Communications, Unfinished Business and New Business

Commissioner April asked if there were any petitions or communications, unfinished or new business. Mr. Donelson responded that all petitions & communications have been mailed to the Commissioner prior to this meeting. He stated that we have no new or unfinished business to discuss.

General Comment

Commissioner April asked for general comments. No comments were made.

Adjournment

There being no further business, Commissioner April called for a motion to adjourn the meeting. Whereupon, the motion was made by Commissioner Devine and seconded by Commissioner Hill to adjourn the meeting. A unanimous voice vote was taken adjourning the meeting at 10:41a.m.

Submitted by:

Note: An Executive Session was held at this meeting.

Susan Lubrano, Authority Board Secretary