

Philip D. Murphy, Governor
Tahesha L. Way, Lieutenant Governor
Francis K. O'Connor, Acting Commissioner
Kevin S. Corbett, President & CEO

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June 17, 2024

Honorable Philip D. Murphy
Governor, State of New Jersey
State House
Trenton, NJ 08625

Dear Governor Murphy:

Pursuant to Chapter 150, Laws of 1979, I herein transmit the minutes of actions taken at the open session of the meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc., Board of Directors held on Tuesday, June 11, 2024.

Sincerely,

Meghan Clark Umukoro

Meghan Clark Umukoro
Board Secretary

Enclosures

Open Session Minutes of the actions taken at the Board of Directors' meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc. held at NJ TRANSIT Headquarters, One Penn Plaza East, Newark, New Jersey on Tuesday, June 11, 2024. The meetings occurred concurrently.

Board Members

Francis K. O'Connor, Chair
Kiabi D. Carson, Vice Chair
Aaron J. Creuz, Governor's Representative
Michael Kanef, Treasurer's Representative
Anthony N. Abrantes, Board Member
Richard A. Maroko, Board Member - ABSENT
Carlos A. Medina, Board Member
Shanti Narra, Board Member
Evan S. Weiss, Board Member
Rashonda A. Brown, Board Member (Non-Voting)
Karen Thomas, Board Member (Non-Voting)

Staff

Kevin S. Corbett, President & Chief Executive Officer (CEO)
Meghan Clark Umukoro, Board Secretary
Brian T. Wilton, Senior Vice President, Chief Legal Officer & General Counsel
Justin P. Davis, Senior Vice President, Regulatory & Government Affairs & Chief of Staff
Richard Schaefer, Senior Vice President, Capital Programs
Jacqueline C. Stamford, Acting Senior Vice President, Chief Financial Officer & Treasurer
Binu Thomas, Senior Vice President & Chief Administration Officer

Chair O'Connor convened the Open Session at 10:02 a.m., in accordance with the Open Public Meetings Act and NJ TRANSIT's enabling legislation. Board Secretary Umukoro asked everyone to mute their phones and turn their attention to the Public Safety Announcement. The pledge of allegiance to the flag was recited.

Board Secretary Umukoro conducted Roll Call and noted Board Members Medina and Narra were participating remotely, and Board Member Maroko was absent.

Board Secretary Umukoro announced that adequate notice of the meetings of the Board of Directors of the New Jersey Transit Corporation and its affiliates and subsidiaries was provided in accordance with the Open Public Meetings Act and NJ TRANSIT's enabling legislation. Notices were filed on June 5, 2024, with the Secretary of State, sent to newspapers of general distribution, posted in the main entrance of NJ TRANSIT headquarters, published on the corporation's website, and sent to each individual, agency, and organization that requested such notice.

Approval of Minutes

Chair O'Connor asked for a motion to approve the minutes of the May 8, 2024, Board meetings. Board Member Michael Kanef made the motion and Board Member Anthony N. Abrantes seconded the motion. The minutes were adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

President & CEO's Monthly Report

President & CEO Corbett said June was Safety Month, safety was one of NJ TRANSIT's core values, and National Safety Month was designated by the National Safety Council. National Safety Month was also aligned with one of the five over-arching goals in NJ TRANSIT's 10-Year Strategic Plan *NJT2030*, to ensure the reliability and continued safety of their transit system. This year's theme was Think Safety, Ride Safely, and this month NJ TRANSIT would be reinforcing safety strategies by educating commuters, workers, and residents about safe practices and potential risks, through all their social media channels. This month and every month, NJ TRANSIT encouraged all customers and employees to Think Safety, Ride Safely.

President & CEO Corbett said before he dived into his opening update on service and planning, he would address an issue that has been of paramount concern to them, particularly over the past month. He said he was sure everyone was aware, following a series of Amtrak infrastructure incidents last month, the Governor sent a letter to Amtrak leadership to express his extreme displeasure with the disproportionate impact these incidents were having on NJ TRANSIT customers.

NJ TRANSIT customers experienced another significant delay during the morning rush this past Friday, as a result of Amtrak's planned overnight maintenance work that should have concluded before the start of the morning rush, highlighting a persistent challenge well known to the Board. It was important to remember that incidents along the Northeast Corridor do not merely delay Amtrak and NJ TRANSIT trains on the NEC, but also directly impact service on multiple NJ TRANSIT rail lines, including the North Jersey Coast Line, Raritan Valley, Montclair-Boonton, and Morris & Essex lines. Their Main-Bergen and Pascack Valley Line customers who transfer at Secaucus for service in and out of New York were also impacted by these incidents. A single incident on the Northeast Corridor, at the height of rush hour, may only impact a small number of Amtrak trains, but could impact more than 150 NJ TRANSIT trains, as was the case on May 22, 2024, when 160 of NJ TRANSIT trains were cancelled or delayed.

As a follow up, on May 30, 2024, President & CEO Corbett met with Amtrak CEO Stephen Gardner, along with key senior staff from both their organizations, to develop a

comprehensive response and review of all incidents, as well as a specific plan to upgrade and modernize the infrastructure owned by Amtrak on the Northeast Corridor between Trenton and New York City. As a result of that meeting, NJ TRANSIT and Amtrak agreed to the following: establish a joint incident response committee; enhance communication protocols for quicker and more precise information sharing; consider service adjustments for better maintenance and efficiency; and coordinate major project outages to optimize resource use. President & CEO Corbett said this meeting discussion was open, frank, and constructive, and they both recognized the importance of cooperation and collaboration for the benefit of their customers.

President & CEO Corbett said as they worked to ensure smooth and efficient operations along the Northeast Corridor, they continued to find success providing service on the infrastructure they own to and from MetLife Stadium. Since their last Board meeting, they provided seamless service for two Morgan Wallen concerts, two Rolling Stones concerts, and a George Strait with Chris Stapleton and Little Big Town concert. For the remainder of the summer, they prepared a robust service plan for: three Copa America soccer matches on June 25, 27, and July 9, 2024; two Luke Combs concerts on July 19 and 20, 2024; Real Madrid versus Barcelona soccer match on August 3, 2024, and a Kenny Chesney concert on August 17, 2024.

Building on their focus on large-scale events, NJ TRANSIT continued to proactively prepare for the FIFA World Cup finals, along with seven additional World Cup matches at MetLife Stadium in 2026. As they geared up for this massive, globally anticipated event, they understood that their success or failure hinged on the groundwork they laid today. As part of this groundwork, they continued to work closely with the FIFA World Cup Host Committee and many other partners, both nationally and internationally, to incorporate global best practices.

On June 17, 2024, NJ TRANSIT, along with Rutgers University's Center for Advanced Infrastructure and Transportation and UITP, or the International Association of Public Transport, would host a workshop at the Newark Museum of Fine Arts focused on public transport for large-scale events. The goal was to enhance collaboration and planning strategies by bringing together international experts, renowned for their experience hosting large-scale events, with regional experts and other stakeholders, who were preparing to deliver a successful FIFA World Cup in 2026. This collaboration was part of their broader strategy to position NJ TRANSIT as a leader in delivering first-class transportation services during major global events and beyond.

President & CEO Corbett reminded customers that NJ TRANSIT's new fares would take effect on July 1, 2024. As part of that, on May 15, 2024, NJ TRANSIT announced that refunds would be made available for unused one-way bus, rail, and light rail tickets purchased before June 1, 2024. This refund policy would also apply to rail 10-trip tickets, which were the equivalent of 10 one-way rail tickets purchased in a single transaction. Beginning August 1, 2024, and continuing through December 31, 2024, customers could request a refund on any unused one-way or rail 10-trip ticket purchased before June 1, 2024. All information on how to request a refund could be found on njtransit.com/refunds.

As an additional reminder, beginning July 1, 2024, all one-way tickets, including rail ten-trip tickets, would be valid for 30 days, including the date of purchase. They continued to strongly urge customers to avoid purchasing any additional one-way tickets that could not be used by July 31, 2024.

President & CEO Corbett highlighted two items up for Board consideration. First, the Board would vote to approve a contract to begin construction on the second phase of their Brick Church Station project. This contract was for the interior renovation and restoration of the station house and included improvements to customer amenities such as refurbished bathrooms, new climate control, lighting, and security features, and improved ADA-compliant accessibility. Additionally, on May 28, 2024, President & CEO Corbett was pleased to speak at a press conference at their Brick Church Station to celebrate a significant grant award from the Federal Transit Administration for this station, as part of the FTA's All Stations Accessibility Program. There, he joined Acting FTA Administrator Veronica Vanterpool, Congresswoman Mikie Sherill, Congressman Rob Menendez, Acting NJDOT Commissioner and NJ TRANSIT Board Chair Francis O'Connor, and many other state and local dignitaries to celebrate \$83.3 million in grant funding to transform their Brick Church Station into a modern, fully accessible station.

President & CEO Corbett said the Brick Church Station had a rich history dating back to 1864, when a prominent local merchant built a station and donated it to the Morris & Essex Railroad for use with their horse drawn carriages going from Orange to Newark. This station was rebuilt in 1880, and the current station opened in 1922, when the tracks through the city were elevated by the Delaware, Lackawanna, and Western Railroad for their steam powered locomotives. As they preserved the station's historical essence, the FTA's generous investment would fund new high-level platforms, two new elevators, and many additional improvements to the pedestrian tunnel and existing staircases.

President & CEO Corbett said speaking of infrastructure that's more than 100 years old, the Board would also vote that morning to advance their Brielle Drawbridge Replacement Project, through the approval of two contracts that would initiate the project's conceptual and preliminary design phases. This project would replace the existing single-track movable bridge, originally built in 1911, with a new, two-track movable bridge to improve flood resiliency and maritime operations, while adding capacity and resiliency to this critical connection along their North Jersey Coast Line.

NJ TRANSIT celebrated another infrastructure achievement last month, when their Newton Avenue Bus Garage in Camden was again recognized with a 2024 Engineering Excellence Award, this time at the national level, by the American Council of Engineering Companies, or ACEC. Earlier in March, this project was awarded an Engineering Excellence Award from the ACEC's New Jersey Chapter. This recognition underscored the exemplary design and engineering that defined their Newton Avenue Bus Garage project, reinforcing their commitment to developing sustainable, zero-emission transportation solutions.

To enhance workplace comradery and inclusivity, shortly before Memorial Day, President & CEO Corbett was pleased to speak at the first of NJ TRANSIT's newly formed Company Employee Resource Group, or CERG, created specifically for United States Military Veterans and their allies. NJ TRANSIT now boasts six very active CERGs, including groups for Veterans, People with Disabilities, Black/African Americans, LGBTQ+, Women, and Emerging Generations.

NJ TRANSIT also honored the extraordinary personal commitments and bravery within their NJ TRANSIT family. On May 24, 2024, President & CEO Corbett was proud to join New Jersey Transit Police Chief Christopher Trucillo at Secaucus Junction for their Annual New Jersey Transit Police Department (NJTPD) Awards Ceremony. There, they honored nine officers with Life Saving awards, quite literally for saving a life. Others, including civilians, were recognized for exemplary service, outstanding bravery, or heroism, or for military service. It was also his pleasure to recognize five officers who earned promotions over the past year, along with welcoming nearly 30 newly hired members of the NJTPD.

President & CEO Corbett said at the ceremony, they were unable to formally honor one key award recipient. He took a moment to welcome Chief Christopher Trucillo and Summit Fire Lieutenant Michael Mammone, both of whom were there with him that morning. President & CEO Corbett asked them to stand and said the story began on January 9, 2024, when a customer on a Morris & Essex Line train collapsed and went into cardiac arrest. While the crew summoned the NJTPD for medical assistance, Fire Lieutenant Mammone took immediate emergency action, providing effective CPR until the train could be stopped at the nearest station. Responding paramedics soon took over and transported the victim to Newark's University Hospital for continued treatment. They were happy to report that the customer survived, and tests showed that his heart did not suffer any damage because of Fire Lieutenant Mammone's quick and decisive action.

President & CEO Corbett invited Chief Christopher Trucillo to present Lieutenant Mammone with an NJTPD Chief's Commendation Award. He also invited members of the Board to join them for a photo. Chief Trucillo commended and thanked Lieutenant Mammone, noting it was everyday citizens who helped when people needed it, and first responders, whether on duty or off duty, and Lieutenant Mammone was a perfect example of someone always willing to step in and save a life.

To wrap up, President & CEO Corbett took a moment to recognize and celebrate the retirement of George Burke, NJ TRANSIT's Chief Power Supervisor in their Rail Division, who was retiring next month after a remarkable 56-year career at NJ TRANSIT. George started his railroad career in 1968, at the age of 18, working as an electrician's helper for NJ TRANSIT's predecessor agency, the Erie Lackawanna Railway. His career was interrupted by a tour of duty in the Vietnam War, where he served as a Gunner's Mate for the U.S. Navy, before returning to the railroad in the 1970s, which would later become Conrail, and in 1979 NJ TRANSIT. George went on to play a significant role in retiring their rail system's original DC traction system to the current AC traction system and worked his way through the ranks to his current position as Chief Power Supervisor in

1991, a position he has held for the past 33 years. President & CEO Corbett said George was there that morning, asked him to join him at the front of the room to be presented with a proclamation, and invited the members of the Board to join them for a photo. He thanked George for his service, wished him a well-deserved, fulfilling, and long-lasting retirement.

Advisory Committee Report

Anna Marie Gonnella Rosato said as President & CEO Corbett stated in his report, the Portal North Bridge Project reached 50 percent completion on May 14, 2024. The Passenger Advisory Committee was pleased to hear that the American Council of Engineering Companies awarded NJ TRANSIT a 2024 Engineering Excellence Award for the Newton Avenue Bus Garage in Camden for infrastructure upgrades. They were also glad to see complimentary rides throughout the transit system given to the brave men and women serving in the United States Armed Services during Fleet Week, May 22, 2024 through May 28, 2024.

The Advisory Committee was happy to see a federal grant was awarded to NJ TRANSIT to transform the historic Brick Church Station in East Orange, and that the station would be fully accessible. Ms. Gonnella Rosato said BetMGM Meadowlands rail service between Secaucus Junction and the MetLife Station would operate for soccer tournaments and concerts in June and July.

The Advisory Committees were also pleased to hear NJ TRANSIT initiated a refund policy for unused one-way tickets purchased before June 1, 2024. Beginning August 1, 2024 through December 31, 2024, customers could request a refund on any unused one-way or rail 10-trip tickets purchased prior to June 1, 2024. Tickets purchased on or after June 1, 2024 must be used by July 31, 2024, and would not be eligible for a refund. Summer ticket sales promotions began May 22, 2024. Discounted tickets were being offered in June to the North to Shore Festival, Atlantic City and Newark, and beach excursions. Information could be found on the NJ TRANSIT website.

Ms. Gonnella Rosato said June was National Safety Month and NJ TRANSIT reminded them to Think Safety, Ride Safely. On a solemn note, Ronald Monaco, one of their former Passenger Advisory members served 35 years on the North Jersey Passenger Advisory Board, passed away in July of 2023. A memorial to celebrate his life and legacy would be held at the Whitehouse Train Station on June 20, 2024. She said anyone who knew Mr. Monaco knew of his dedication to transit.

Chair O'Connor asked Board Secretary Umukoro if there were any comments from the public. Board Secretary Umukoro said there were two in-person speakers and two pre-registered telephone speakers.

Board Secretary Umukoro said in order to give everyone an opportunity to be heard, comments would be limited to three minutes. Priority access would be given to in-person speakers. They would then take comments from pre-registered telephone speakers,

followed by any additional telephone participants queued to speak. Board Secretary Umukoro instructed those participating by telephone, if they had not already done so, please press *1 on their telephone keypad to enter the queue to speak. They would hear a brief tone to indicate they have successfully entered the queue.

Public Comments

Sally Jane Gellert, Chairperson of the Lackawanna Coalition and recently Chair of the Senior Citizen and Disabled Resident Transportation Advisory Committee (SCDRTAC), said she was providing a personal statement because she did not have a chance to consult with her committees.

Ms. Gellert said she had conflicting feelings because this had been a busy time, when she had been writing articles and preparing for a national conference league to be held later in June. She expressed concern about transparency at the agency and corruption in their pay to play state. Ms. Gellert said hearing a congressional candidate's son, of a senator on trial, accusing his opponent of being too corrupt for congress was interesting. She mentioned Charles Stile writing on the recent Open Public Records Act (OPRA), signed by the Governor, signified that OPRA was dead, and Governor Murphy was the executioner. Ms. Gellert said they could not expect much from their government or this transit agency. She asked that her fellow citizens stay engaged, attend the Lackawanna Coalition and SCDRTAC meetings on June 24, 2024, and make their voices heard.

David Peter Alan said he sent a statement on May 24, 2024, to President & CEO Corbett, Paul Wyckoff, Chief of Government and External Affairs, Janelle Rivera, Director of Local Programs, and SCDRTAC Vice Chairs Sally Jane Gellert and Jim Blaze. Mr. Alan said he was submitting his statement as an exhibit along with supporting documents. He read his statement verbatim for the record. Mr. Alan indicated he relinquished his office as Chair for the Senior Citizen Disabled Residents Transportation Advisory Committee (SCDRTAC) effective Friday, May 31, 2024. After that time, his status would revert to being an ordinary member of the committee, as it was for most of the 21.5 years he was on the committee. He said this was the result of NJ TRANSIT management revoking the purview that the committee had since it was founded in 1984, and that the agency had recognized by agreement after negotiating with the committee during 2023.

Adam Reich asked Chair O'Connor to state for the record whether he was committed to maintaining the remote participation option for Board meetings that had been in place for the last several years. He said silence on this could suggest otherwise, and he knew Chair O'Connor's predecessor was committed to this option. He asked if Board Member Narra had any updates on the Customer Advocate position.

Mr. Reich said he was concerned to hear that SCDRTAC's purview had been restricted by NJ TRANSIT management and expressed concern with how NJ TRANSIT management handled issues related to disability. He said he advocated for a mask rail car in the spring of 2022, believed it could help immunocompromised riders and other health-conscious riders, and he was concerned about this action.

Mr. Reich said actions like these made him question that NJ TRANSIT's actions were retaliatory, noting former Chair of SCDRTAC David Peter Alan and current Chair Sally Jane Gellert were in support of a mask rail car. He said the United Railroad Historical Society began pressuring him over his mask only rail car advocacy. Mr. Reich said the absence of a Customer Advocate has become a huge deal to him because he had no one advocating for him.

Jason Anthony said he wanted to discuss a couple of things, and he totally agreed with Adam Reich on all his comments. He wished David Peter Alan well in his future endeavors and said they would miss him at the Board meetings. Mr. Anthony said he would rather President & CEO Corbett's monthly report be a PowerPoint presentation like the MTA provides, rather than a written report. He also asked why Board Member Narra had not been more transparent about the Customer Advocate position. Mr. Anthony said all the Board members were a rubber stamp for Governor Murphy and were not for the commuters.

Anna Leone said she was a disabled person calling in regarding Access Link. She would give NJ TRANSIT an "F" in terms of failing people with disabilities. She said the only thing accomplished by NJ TRANSIT was that Access Link hired more drivers. However, their training was mediocre at best. She witnessed supervisors that told the drivers they must put out an orange cone every time they make a stop. Ms. Leone said she even questioned one of the supervisors. She said not once in the three years of riding Access Link has that happened, and the supervisor said they were retraining the drivers. Ms. Leone said she then witnessed two other supervisors with trainees not mentioning putting out cones. She said there were people training the drivers that were not on the same page.

Ms. Leone said the bus drivers and representatives were excellent, but the dispatchers were horrible, and did not know the geography. She knew when she got on the bus, it was not on a first come, first-serve basis, but rather the locality of the drop-off. Ms. Leone said she and another person were on the bus, they lived in the same town, and the driver by-passed her house to bring the other person home 10 minutes away, and then doubled back to take her home. She said Access Link was not operating efficiently in doing that, which translated into wasted dollars. Also, yesterday she was told a bus would be arriving in 10 minutes, and it was 50-minutes before the bus arrived because it broke down, but she never received a call stating that. Lastly, she said that the reservation system was old and outdated, and needed an upgrade. Ms. Leone said the disabled were being treated like third-class citizens, challenged anyone to ride with her, and said she had plenty of suggestions.

Tineen Howard said he has been attending the Board meetings for the past couple of months to talk about The New Jersey Department of Transportation (NJDOT), and he had questions for NJ TRANSIT. He asked how many of the women and black women on the Board had votes that counted. He said in knowing this, that would tell everyone who on the Board was a figure head or not. Mr. Howard also wanted to know who the federal and local Project Managers were working on the Brick Church Station project, since NJ TRANSIT received the \$83.3 million grant award from the FTA.

Mr. Howard also mentioned a former NJDOT colleague, named William Newkirk, who he said provided great contributions to road projects for the organization. He also wanted to know NJ TRANSIT's response to what the Tri-State Transportation Commission was saying about the \$11 billion being used for a NJDOT highway expansion project versus the transit hike, and could some of that money go toward keeping the fares down or making transit free.

Mr. Howard said that everyone should attend a Transportation Trust Fund meeting because they were the most important to see where the money was, and how it was being spent, and there needed to be more transparency. He said he was a former employee at the NJDOT, and he tried to contribute to them, but they wanted him to stay in his place.

Pete Carril said he was a long-time resident of New Jersey, and he was not the first person to bring up this complaint. Mr. Carril said there had to be some level of accountability on what has been going on with all the delays on the Northeast Corridor. He said the blaming on the infrastructure did not really solve anyone's problem, and there was no communication that they knew things were getting bad and a solution to fix it. Mr. Carril said it was a deterrent for people to move to New Jersey, he did not know how they were glossing over such a massive issue, and NJ TRANSIT was a major artery to get people from the Northeast Corridor to New York City. He said they had the younger generation saying they could move to New Jersey and give their tax dollars or move to Long Island or Connecticut because they do not want to deal with the Northeast Corridor. Mr. Carril said the delays have been a terrible thing to deal with every day, and they needed some transparency from the NJ TRANSIT Board and staff indicating they knew this was happening, and to tell people what they were going to do to fix it. He said to raise fares on top of all the delays was mind boggling, and he could not understand how that made sense.

Jesse Figueroa said he was a United States Army Veteran, disability advocate, and ADA accessibility member. He discussed the lack of ADA accessibility information being posted on NJ TRANSIT's website and in person. Mr. Figueroa said any fare changes needed to show reduced fare prices as well. They also needed accessibility at NJ TRANSIT stations and staff helping seniors and people with disabilities, including their veterans.

Vito Havrillo, Legislative Director of the Lackawanna Coalition, said they were a public transportation advocacy organization that met every month, their next meeting was June 24, 2024, and asked everyone to join them. He read a resolution they passed on November 28, 2022, requesting hourly service between Hoboken and Montclair State University Station on weekends. He said currently service was every two-hours between Bay Street and Hoboken, and after 9:00 there was a three-hour gap in service. He said they needed hourly service because it was painful waiting two hours for a train in Hoboken or New York Penn Station. He asked that NJ TRANSIT make this improvement.

Board Member Comments

Board Member Narra said she took note of Ms. Leone's comments on Access Link. She asked that staff provide her or the other Board members with information on what was going on with the Access Link Reservation system, the Access Link Driver training inconsistencies surrounding the placing of the cones, and any other issues surrounding how passengers were safely and adequately brought on and off vehicles and their actual trip.

Board Operations and Customer Service Committee Report

Board Member Creuz presented the report for the Operations and Customer Service Committee. The Operations and Customer Service Committee received an update on trends, analysis, and actions for rail, bus, light rail, and Access Link. The Committee also received an update on the Cost of Service.

Board Administration Committee Report

Vice Chair Carson presented the report for the Administration Committee. The Administration Committee received a Financial Update. This included a summary of operating results compared to previous year's comparable period and Fiscal Year 2024 Budget, 12-month farebox revenue compared to pre-COVID, major balance sheet items and Federal COVID-19 relief grant drawdown summary. Additional information was provided as part of the agenda materials, including the cost-of-service key performance indicators, 12-month farebox recovery, history of vacancies, attrition and hires, ridership and revenue, and a monthly budget-to-actual comparison for April 2024.

Board Capital Planning, Policy, and Privatization Committee Report

Board Member Weiss presented the report for the Capital Planning, Policy, and Privatization Committee. The Capital Planning, Policy, and Privatization Committee reviewed Board Items for the: Resolution Authorizing Entering into a Funding Agreement for the Purchase of Environmental Mitigation Credits and Permits for the Sawtooth Bridges Replacement Project Between NJ TRANSIT Corporation and the National Railroad Passenger Corporation and Authorizing the Purchase of Various Environmental Mitigation Credits and Grants for the Sawtooth Bridges Replacement Project; Brielle Drawbridge Replacement Project – Design Consultant Contract Award for Conceptual and Preliminary Design; and Brick Church Station – Construction Contract Award for Interior Restoration.

Energy and Sustainability Policy Committee Report

Board Member Weiss presented the report for the Energy and Sustainability Policy Committee. The Energy and Sustainability Policy Committee received an update on the Sustainability Plan, Website Updates, Non-Revenue Electric Vehicle Fleet, and the State Mandate S2252.

Action Items

2406-33 FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE PROCUREMENT BY EXCEPTION AUTHORIZATION

President & CEO Corbett introduced Binu Thomas, Senior Vice President, and Chief Administration Officer, to present Action Item #2406-33. Binu Thomas presented for approval Action Item #2406-33: Fiscal Year 2025 Sole, Single and Limited Qualified Source Procurement by Exception Authorization.

Board Member Michael Kanef made a motion, Board Member Anthony N. Abrantes seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

2406-34: RESOLUTION AUTHORIZING ENTERING INTO A FUNDING AGREEMENT FOR THE PURCHASE OF ENVIRONMENTAL MITIGATION CREDITS AND PERMITS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT BETWEEN NJ TRANSIT CORPORATION AND THE NATIONAL RAILROAD PASSENGER CORPORATION AND AUTHORIZING THE PURCHASE OF VARIOUS ENVIRONMENTAL MITIGATION CREDITS AND GRANTS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT

President & CEO Corbett introduced Richard Schaefer, Senior Vice President, Capital Programs, to present Action Item #2406-34. Michael Kilcoyne presented for approval Action Item #2406-34: Resolution Authorizing Entering Into a Funding Agreement for the Purchase of Environmental Mitigation Credits and Permits for the Sawtooth Bridges Replacement Project Between NJ TRANSIT Corporation and The National Railroad Passenger Corporation and Authorizing the Purchase of Various Environmental Mitigation Credits and Grants for the Sawtooth Bridges Replacement Project.

Board Member Anthony N. Abrantes made a motion, Board Member Michael Kanef seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Board Secretary Umukoro noted Board Member Medina was recused from Item #2406-35 and would not comment or vote on the item.

2406-35: BRIELLE DRAWBRIDGE REPLACEMENT PROJECT – DESIGN CONSULTANT AWARD FOR CONCEPTUAL AND PRELIMINARY DESIGN

President & CEO Corbett introduced Richard Schaefer, Senior Vice President, Capital Programs, to present Action Item #2406-35. Richard Schaefer presented for approval Action Item #2406-35: Brielle Drawbridge Replacement Project – Design Consultant Award for Conceptual and Preliminary Design.

Board Member Michael Kanef made a motion, Board Member Anthony N. Abrantes seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Recused	Yes	Yes	Yes	Yes	Yes	Yes

2406-36: BRICK CHURCH STATION – CONSTRUCTION CONTRACT AWARD FOR INTERIOR RESTORATION

President & CEO Corbett introduced Richard Schaefer, Senior Vice President, Capital Programs, to present Action Item #2406-36. Richard Schaefer presented for approval Action Item #2406-36: Brick Church Station – Construction Contract Award for Interior Restoration.

Board Member Anthony N. Abrantes made a motion, Vice Chair Kiabi D. Carson seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

2406-37: CAPITAL PROGRAMS MANAGEMENT PROFESSIONAL SERVICES CONTRACT

President & CEO Corbett introduced Richard Schaefer, Senior Vice President Capital Programs, to present Action Item #2406-37. Richard Schaefer presented for approval Action Item #2406-37: Capital Programs Management Professional Services Contract.

Board Member Michael Kanef made a motion, Board Member Anthony N. Abrantes seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

2406-38: NEW JERSEY TRANSIT CORPORATION BYLAWS AND BYLAWS OF SUBSIDIARY ENTITIES: NJ TRANSIT BUS OPERATIONS, INC., NJ TRANSIT RAIL OPERATIONS, INC., NJ TRANSIT MERCER, INC., AND NJ TRANSIT MORRIS INC.

President & CEO Corbett introduced Justin Davis, Senior Vice President, Regulatory and Government Affairs and Chief of Staff, to present Action Item #2406-38. Justin Davis presented for approval Action Item #2406-38, New Jersey TRANSIT Corporation Bylaws and Bylaws of Subsidiary Entities: NJ TRANSIT Bus Operations Inc., NJ TRANSIT Rail Operations Inc., NJ TRANSIT Mercer Inc., and NJ TRANSIT Morris, Inc.

Board Member Michael Kanef made a motion, Board Member Anthony N. Abrantes seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

2406-39: CORPORATE INSURANCE PROGRAM ANNUAL RENEWAL

President & CEO Corbett introduced Jacqueline Stamford, Acting Senior Vice President, Chief Financial Officer and Treasurer, to present Action Item #2406-39. Jacqueline Stamford presented for approval Action Item #2406-39 Corporate Insurance Program Annual Renewal.

Board Member Michael Kanef made a motion, Board Member Anthony N. Abrantes seconded the motion, and the item was adopted.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Executive Session Authorization

Chair O'Connor noted they would adjourn to Executive Session, would return only to adjourn the meetings, and no further business would be conducted. Chair O'Connor asked for a motion to enter Executive Session to discuss personnel matters, contract negotiations, the status of pending and anticipated litigation, and matters falling within the attorney-client privilege, including but not limited to, the Fare Modernization Program, the Personal Injury Claim of Waly Florimon-Paulino, the Personal Injury Claim of Juana Marcelino, the Personal Injury Claim of Marina Gelfand, and the Personal Injury Claim of Gerald Felitti.

Board Member Anthony N. Abrantes made a motion, Board Member Michael Kanef seconded the motion, and it was adopted. At approximately 11:03 a.m., the Board adjourned to Executive Session.

Roll Call Vote:

Abrantes	Maroko	Medina	Narra	Weiss	Kanef	Creuz	Carson	O'Connor
Yes	Absent	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Return to Open Session

Chair O'Connor reconvened Open Session at 11:39 a.m. Board Secretary Umukoro conducted Roll Call. All Board Members returned to Open Session, except Board Members Brown and Thomas.

Adjournment

Since there was no further business, a motion to adjourn was made by Board Member Anthony N. Abrantes, seconded by Board Member Michael Kanef, and the motion was adopted.

The meetings were adjourned at approximately 11:40 a.m.

NEW JERSEY TRANSIT CORPORATION
NJ TRANSIT BUS OPERATIONS, INC.
NJ TRANSIT RAIL OPERATIONS, INC.
NJ TRANSIT MERCER, INC.
NJ TRANSIT MORRIS, INC.
BOARD OF DIRECTORS' MEETINGS

JUNE 11, 2024

MINUTES

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➤ CALL TO ORDER	-
➤ APPROVAL OF MINUTES OF PREVIOUS MEETINGS	68037
➤ PRESIDENT & CEO'S MONTHLY REPORT	68038
➤ ADVISORY COMMITTEE REPORT	-
➤ PUBLIC COMMENTS	-
➤ BOARD COMMITTEE REPORTS	-

ACTION ITEMS

2406-33	FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE PROCUREMENT BY EXCEPTION AUTHORIZATION – Authorization to enter into procurement-by-exception contracts for the purchase of materials and services from approved vendors set forth in Exhibit A1 (subject to adjustments) to support Bus, Rail, Light Rail, and Headquarters operations at a cost not to exceed \$15,000,000, plus five percent for contingencies, subject to the availability of funds.	68061
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Authorization to enter into procurement-by-exception contracts for the purpose of maintaining/upgrading hardware and software systems from approved vendors set forth in Exhibit A2 (subject to adjustments) to support NJ TRANSIT's Information Systems at a total cost not to exceed \$15,000,000, plus five percent for contingencies, subject to the availability of funds.

Authorization to enter into procurement-by-exception contracts for the purchase of materials and service from approved vendors set forth in Exhibit A3 (subject to adjustments) to support NJ TRANSIT Infrastructure at a cost not to exceed \$2,500,000, plus five percent for contingencies, subject to the availability of funds, Federal Transit Administration approval and all other applicable requirements.

The Board will be advised when actual spend is projected to exceed this allowance. New firms with services whose aggregate value exceeds \$250,000 within the fiscal year will be submitted to the Board. This request will cover a 12-month period from July 1, 2024 to June 30, 2025.

NEW JERSEY TRANSIT CORPORATION
NJ TRANSIT BUS OPERATIONS, INC.
NJ TRANSIT RAIL OPERATIONS, INC.
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- 2406-34 RESOLUTION AUTHORIZING ENTERING INTO A FUNDING AGREEMENT FOR THE PURCHASE OF ENVIRONMENTAL MITIGATION CREDITS AND PERMITS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT BETWEEN NJ TRANSIT CORPORATION AND THE NATIONAL RAILROAD PASSENGER CORPORATION AND AUTHORIZING THE PURCHASE OF VARIOUS ENVIRONMENTAL MITIGATION CREDITS AND GRANTS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT –** Authorization to enter into an agreement, any amendments, and any supporting agreements with the National Railroad Passenger Corporation (AMTRAK), whereby AMTRAK will provide the necessary funds to engage in environmental activities such as environmental mitigation, and other involved parties to facilitate the purposes of the Project. **68075**
- Authorization to expend funds, which are reimbursable under the aforementioned Funding Agreement, to perform environmental activities such as environmental mitigation.
- 2406-35 BRIELLE DRAWBRIDGE REPLACEMENT PROJECT – DESIGN CONSULTANT CONTRACT AWARD FOR CONCEPTUAL AND PRELIMINARY DESIGN –** Authorization to enter into NJ TRANSIT Contract No. 0000008 with Hardesty & Hanover, LLC of New York, New York, to provide design and engineering consultant services for the Brielle Drawbridge Replacement Project Phase I at a cost not to exceed \$7,708,478.47, plus five percent for contingencies, subject to the availability of funds. **68077**
- 2406-36 BRICK CHURCH STATION – CONSTRUCTION CONTRACT AWARD FOR INTERIOR RESTORATION –** Authorization to enter into NJ TRANSIT Contract No. 0000050 with John O’Hara Company Inc. of East Orange, New Jersey, to provide construction services for Brick Church Station Interior Restoration in the amount not to exceed of \$3,122,603.89, plus five percent for contingencies, subject to the availability of funds. **68078**
- 2406-37 CAPITAL PROGRAMS MANAGEMENT PROFESSIONAL SERVICES CONTRACT –** Authorization to enter into NJ TRANSIT Contract No. 24-035 with Anthony D’Amico/Anthony D’Amico, LLC of New York, New York, for a professional services contract in an amount not to exceed \$1,200,000.00, subject to the availability of funds. **68079**
- 2406-38 NEW JERSEY TRANSIT CORPORATION BYLAWS AND BYLAWS OF SUBSIDIARY ENTITIES: NJ TRANSIT BUS OPERATIONS, INC., NJ TRANSIT RAIL OPERATIONS, INC., NJ TRANSIT MERCER, INC., AND NJ TRANSIT MORRIS, INC. –** Authorization to approve and adopt the revised **68081**

NEW JERSEY TRANSIT CORPORATION
NJ TRANSIT BUS OPERATIONS, INC.
NJ TRANSIT RAIL OPERATIONS, INC.
NJ TRANSIT MERCER, INC.
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Bylaws of the New Jersey Transit Corporation (Exhibit A), NJ TRANSIT Bus Operations, Inc. (Exhibit B), NJ TRANSIT Rail Operations, Inc. (Exhibit C), NJ TRANSIT Mercer, Inc. (Exhibit D), and NJ TRANSIT Morris, Inc. (Exhibit E).

- 2406-39 CORPORATE INSURANCE PROGRAM ANNUAL RENEWAL** – Authorization **68161**
to revise and renew the Corporate Insurance Program and to include services necessary to administer the program for the period July 1, 2024 through June 30, 2025, at an annual cost not to exceed an amount discussed in Executive Session, plus five percent for contingencies, subject to the availability of funds and adoption of the FY2025 Operating Budget.
- **EXECUTIVE SESSION AUTHORIZATION** **68162**
- **ADJOURNMENT**

APPROVAL OF MINUTES

WHEREAS, the By-Laws provide that the minutes of actions taken at meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc. Board of Directors be approved by the Board; and

WHEREAS, pursuant to Section 4(f) of the New Jersey Public Transportation Act of 1979, the minutes of actions taken at the May 8, 2024 Board Meetings of the New Jersey Transit Corporation, NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc. were forwarded to the Governor on May 16, 2024 and;

NOW, THEREFORE, BE IT RESOLVED that the minutes of actions taken at the May 8, 2024 Board Meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc. Board of Directors' meetings are hereby approved.

Philip D. Murphy, Governor
Tahesha L. Way, Lieutenant Governor
Francis K. O'Connor, Acting Commissioner
Kevin S. Corbett, President & CEO

ONE PENN PLAZA EAST
NEWARK, NJ 07105-2246
973-491-7000



TO: BOARD OF DIRECTORS
FROM: KEVIN S. CORBETT
DATE: JUNE 11, 2024
SUBJECT: PRESIDENT & CEO'S REPORT – JUNE 2024

As safety is one of NJ TRANSIT's core values, I'd like to begin by reminding everyone that June is National Safety Month, designated by the National Safety Council. This year's theme is "Think Safety, Ride Safely," and this month NJ TRANSIT will be reinforcing safety strategies by educating commuters, workers, and residents about safe practices and potential risks, through all our social media channels.

As we remind customers of the importance of safety on and around our transit system, we continue to provide safe and seamless service to and from MetLife Stadium, where since our last Board meeting we have provided service for two Morgan Wallen concerts, two Rolling Stones concerts, and a George Strait with Chris Stapleton & Little Big Town concert. For the remainder of the summer, we are prepared with a robust service plan for three Copa America soccer matches, two Luke Combs concerts, a Real Madrid versus Barcelona soccer match, and a Kenny Chesney concert.

Building on our focus on large-scale events, NJ TRANSIT continues to proactively prepare for the FIFA World Cup Finals, along with seven additional World Cup matches at MetLife Stadium, in 2026. On June 17th, NJ TRANSIT – along with Rutgers University's Center for Advanced Infrastructure and Transportation (CAIT) and UITP, or the International Association of Public Transport – will host a workshop at the Newark Museum of Fine Arts focused on public transport for large-scale events. The goal is to explore best practices and enhance collaboration and planning strategies by bringing together international experts, renowned for their experience hosting large-scale events, with regional experts and other stakeholders, who are preparing to deliver a successful FIFA World Cup experience in 2026. This collaboration is part of our broader strategy to position NJ TRANSIT as a leader in delivering first-class transportation services during major global events.

Moving on to our agenda this morning, we have two items up for Board consideration that I'd like to highlight. First, later this morning our Board will vote to approve a contract to begin construction on the second phase of our Brick Church Station project. This contract is for the interior renovation and restoration of the station house, and includes improvements to customer amenities such as refurbished bathrooms, new climate control, lighting, and security features, and improved ADA-compliant accessibility. Additionally, on May 28th I was pleased to speak at a press conference at our Brick Church Station to celebrate a significant grant award from the Federal Transit Administration (FTA) for this station, as part of the FTA's All Stations Accessibility Program. The FTA's generous \$83.3 million grant will fund new high-level platforms, two new elevators, and many additional improvements to the pedestrian tunnel and existing staircases. Our Board will also vote this morning to advance our Brielle Drawbridge Replacement Project, through the approval of two contracts that will initiate the project's conceptual and preliminary design phases. This project will replace the 100+ year-old existing, single-track movable bridge with a new, two-track movable bridge to improve flood resiliency and maritime operations, while adding capacity and resiliency to this critical connection along our North Jersey Coast Line.

NJ TRANSIT celebrated another infrastructure achievement last month, when our Newton Avenue bus garage in Camden was again recognized with a 2024 Engineering Excellence Award – this time at the national level – by the American Council of Engineering Companies, or ACEC. Earlier this year in March, this project was awarded an Engineering Excellence Award from the ACEC's New Jersey chapter.

Moving on to our efforts to enhance workplace comradery and inclusivity, shortly before Memorial Day I was pleased to speak at the first meeting of NJ TRANSIT's newly-formed Company Employee Resource Group, or CERG, created specifically for U.S. military veterans and their allies. NJ TRANSIT now boasts six very active CERGs, including groups for Veterans, People with Disabilities, Black/African Americans, LGBTQ+, Women, and Emerging Generations. In addition, on May 24th I was proud to join New Jersey Transit Police Chief Christopher Trucillo at Secaucus Junction for our annual NJTPD Awards Ceremony. There, it was my pleasure to recognize many NJTPD officers for exemplary service, outstanding bravery, military service, earning promotions, and other achievements.

In conclusion, I'd like to take a moment to recognize and celebrate the retirement of George Burke, NJ TRANSIT's Chief Power Supervisor in our Rail Division, who will retire next month after a remarkable 56-year career at NJ TRANSIT. We thank George for his many contributions to NJ TRANSIT, and wish him a well-deserved and fulfilling retirement.



PRESIDENT & CEO'S MONTHLY REPORT

June 11, 2024

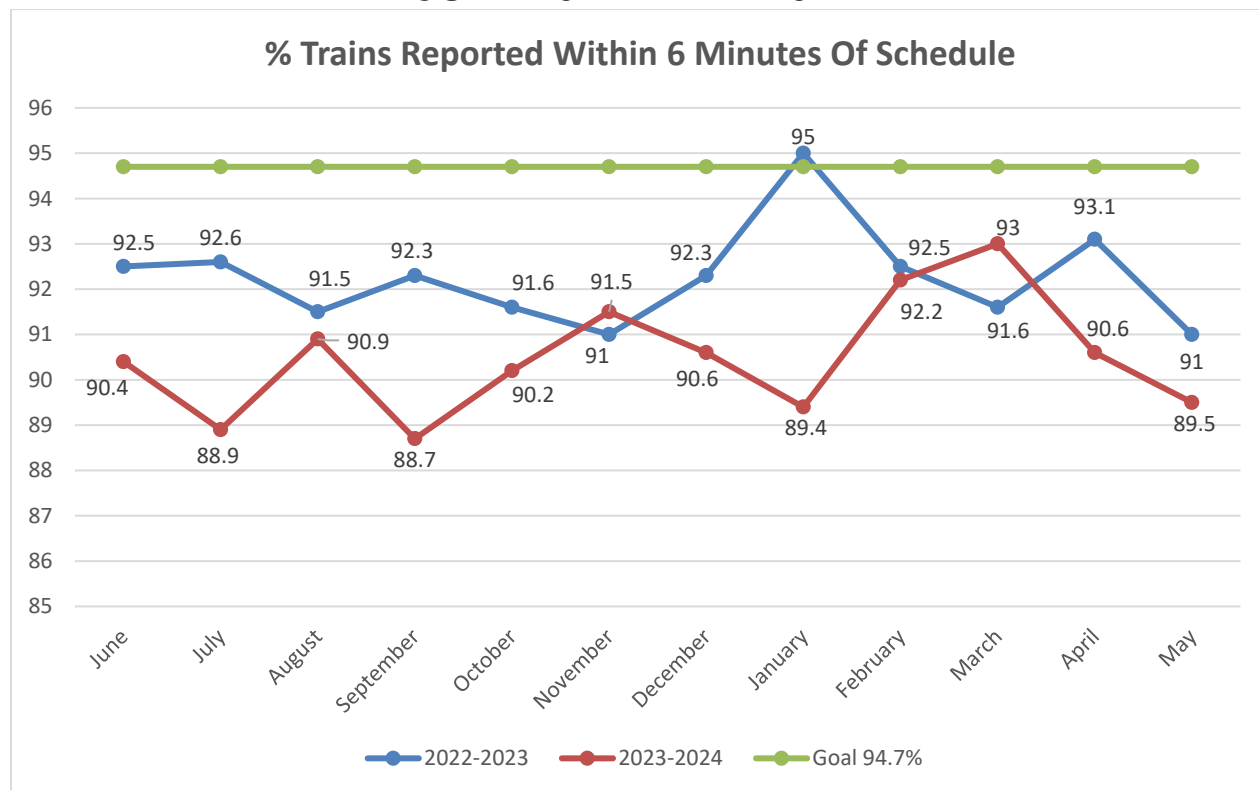
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- 1. PERFORMANCE MEASURES**
- 2. MEAN DISTANCE BETWEEN FAILURES**
- 3. DBE/SBE PROGRAM**
- 4. EMPLOYEE RECOGNITION**

PERFORMANCE MEASURES

NJ TRANSIT ON-TIME PERFORMANCE RAIL JUNE 2022 – MAY 2024



	<u>2023</u>	<u>2024</u>	<u>%Change</u>
May Comparison	91.0%	89.5%	-1.5%
12-Month Average June 2022 – May 2024	92.3%	90.6%	-1.8%

Analysis:

Rail On-time Performance was 89.5% for the month of May 2024. Of the 18,564 trains scheduled to operate, 16,615 were on time, while 1,949 trains (or 10.5% were delayed).

Key Causes included:

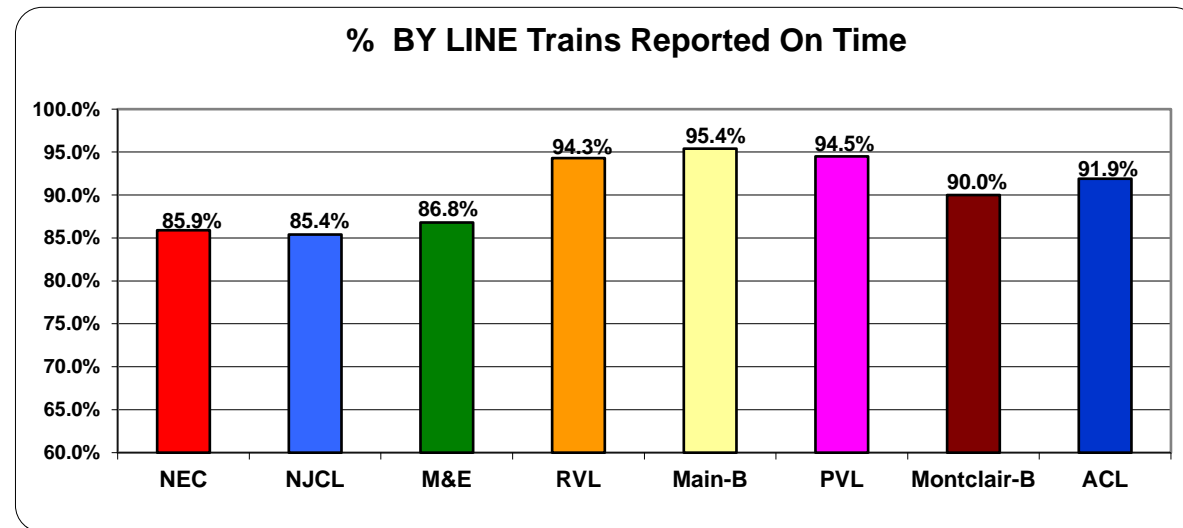
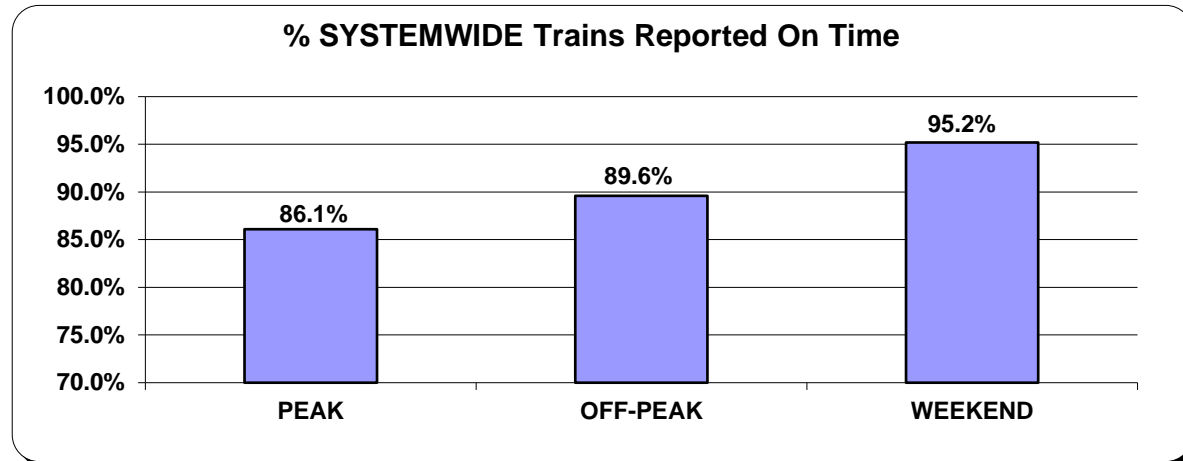
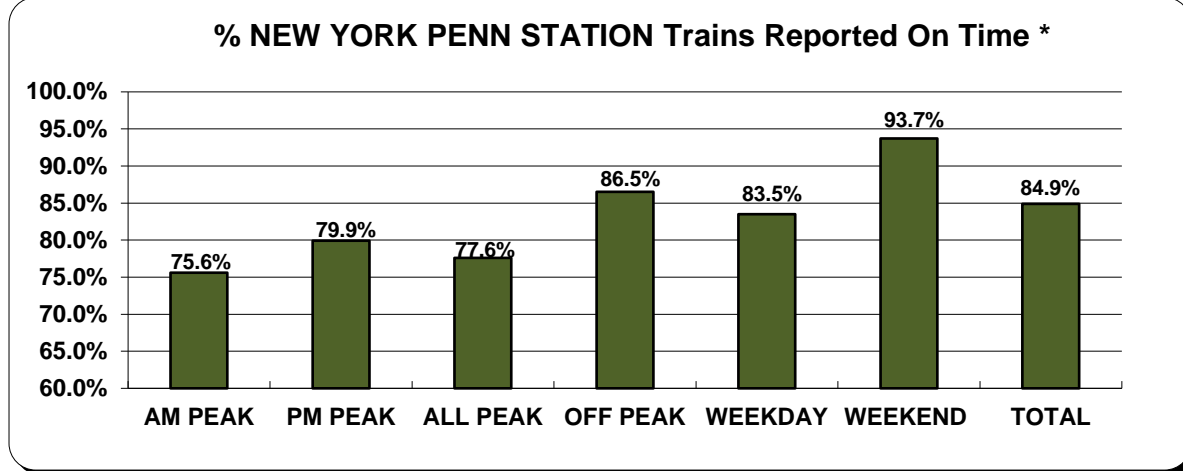
- Amtrak catenary issue, Portal Bridge open, NJT police action, grade crossing issue, PTC mechanical and Arrow MU issues contributed 135 delays on May 21.
- Amtrak signal issue, catenary issue, NJT trackside interference and electric locomotive contributed 218 delays on May 22.
- Amtrak Portal Bridge open, signal issues, catenary issues, NJT open bridge, PTC mechanical, shortage of equipment, electric locomotive issue and trackside interference contributed 160 delays on May 23.

The 12-month Average for Rail On-Time Performance was 90.5%.

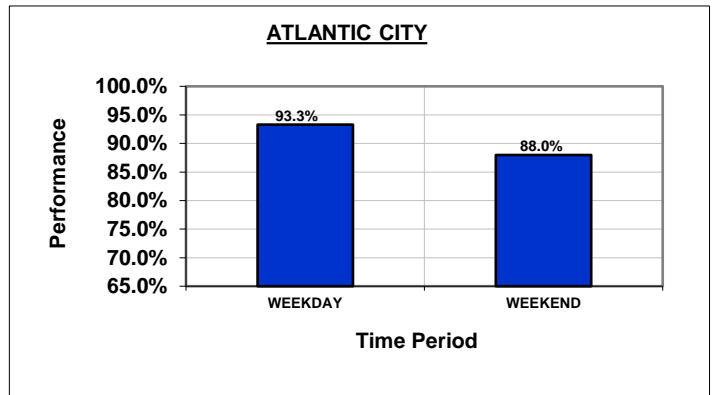
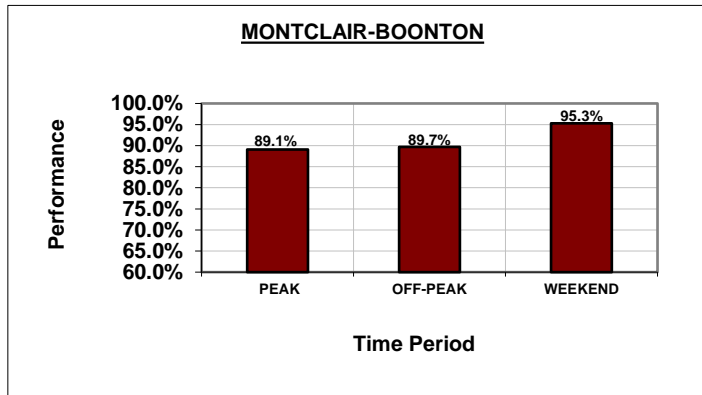
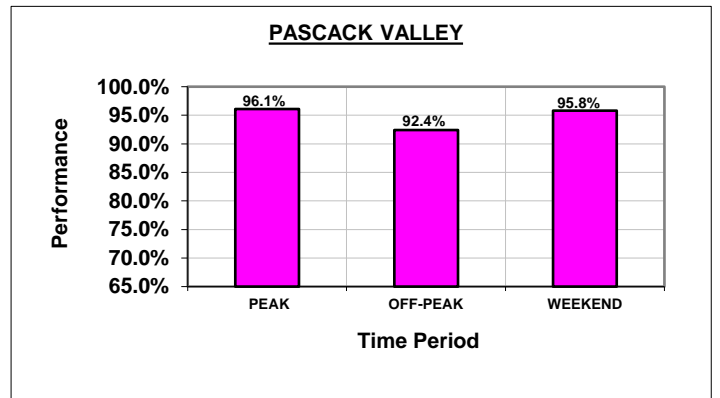
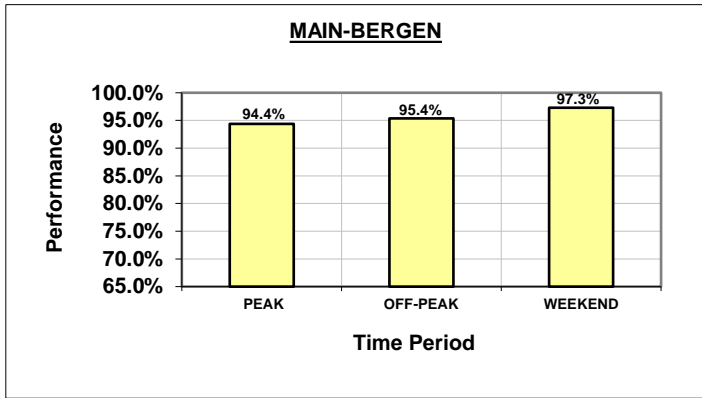
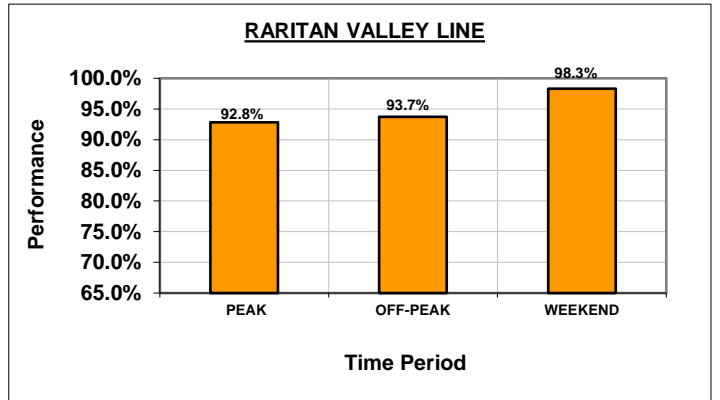
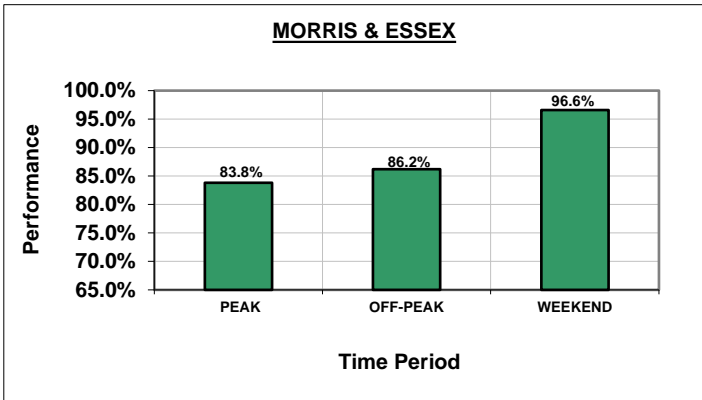
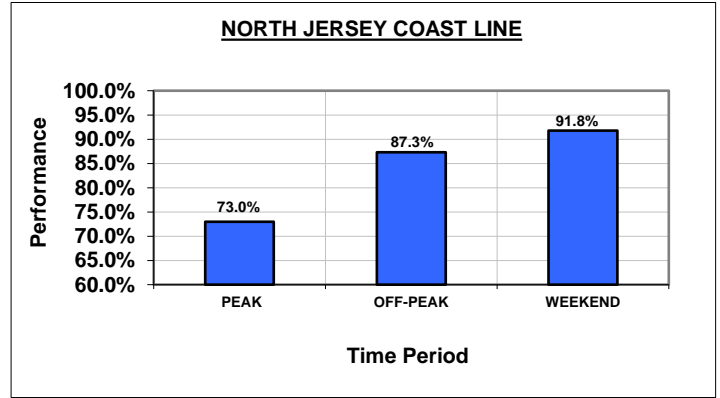
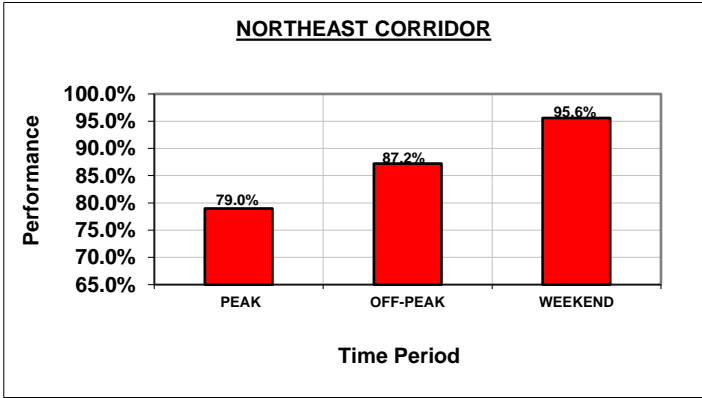
ON-TIME PERFORMANCE RAIL

SUMMARY BY TIME PERIOD MAY 2024

* NOTE: A train is reported late if it arrives at its final station stop more than 5:59 minutes later than the advertised schedule.

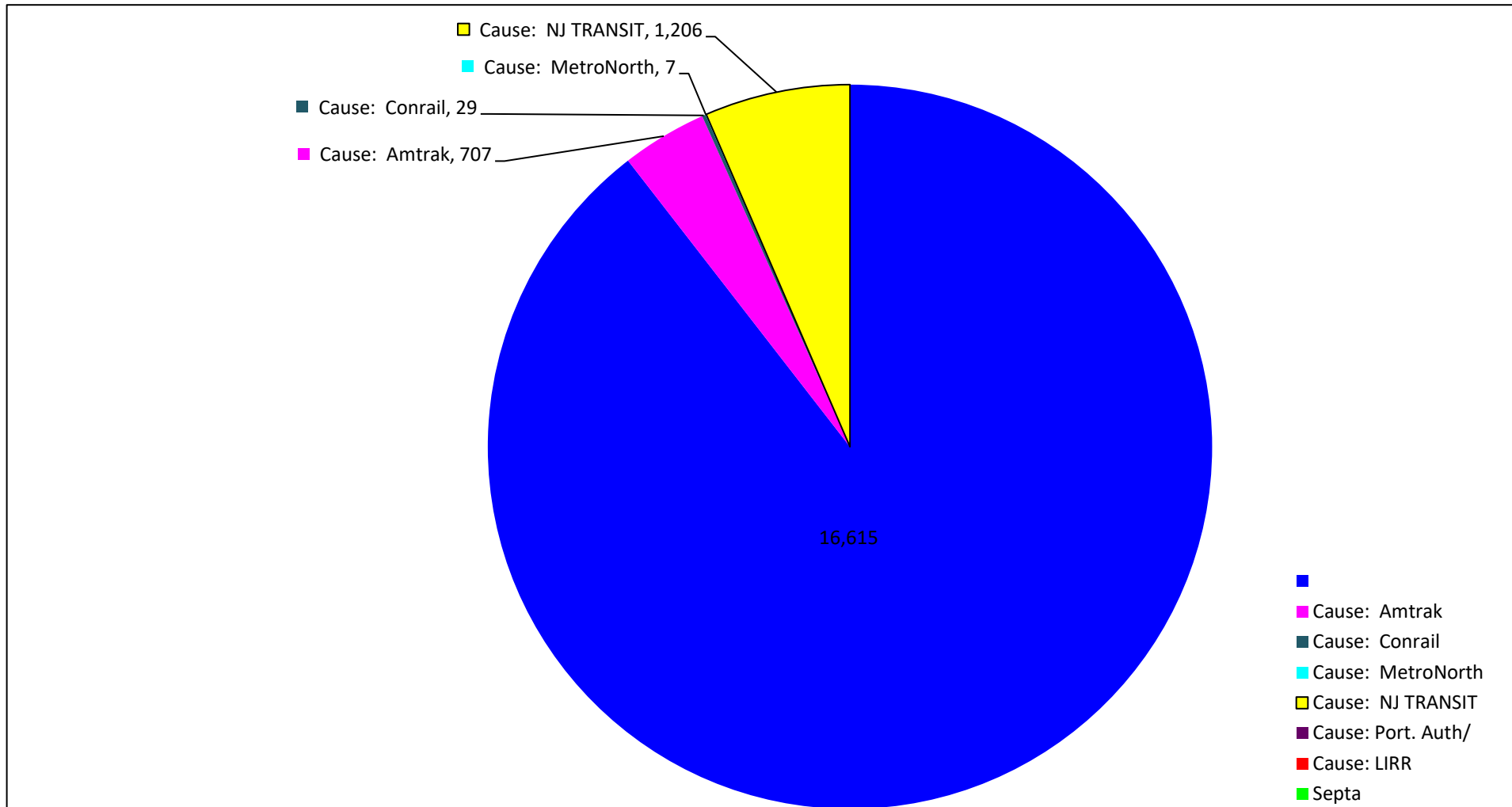


ON-TIME PERFORMANCE BY RAIL LINE & TIME PERIOD May 2024

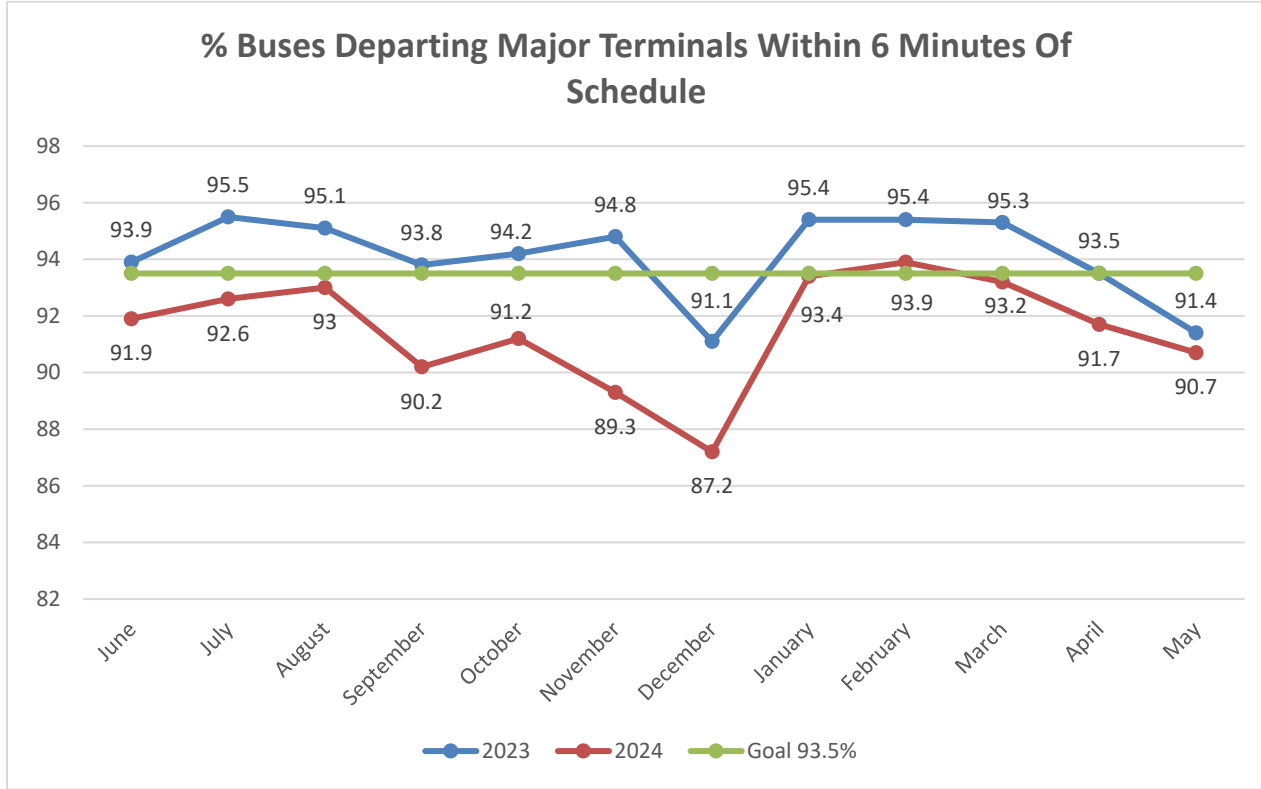


NJ TRANSIT Performance - May 2024 Late NJ TRANSIT Trains

		Cause: Amtrak	Cause: Conrail	Cause: MetroNorth	Cause: NJ TRANSIT	Cause: Port. Auth/	Cause: LIRR	Septa
# of Trains On Time	16,615	707	29	7	1,206			
# of Late Trains	1,949	3.81%	0.16%	0.04%	6.50%		0.00%	0.00%
Total # of Trains	18,564							
Percentage On Time	89.5%							



NJ TRANSIT ON-TIME PERFORMANCE BUS Jun 2022 – May 2024



	<u>2023</u>	<u>2024</u>	<u>%Change</u>
May Comparison	91.4%	90.7%	-0.7%
12-Month Average Jun 2023 – May 2024	94.1%	91.5%	-2.6%

Analysis:

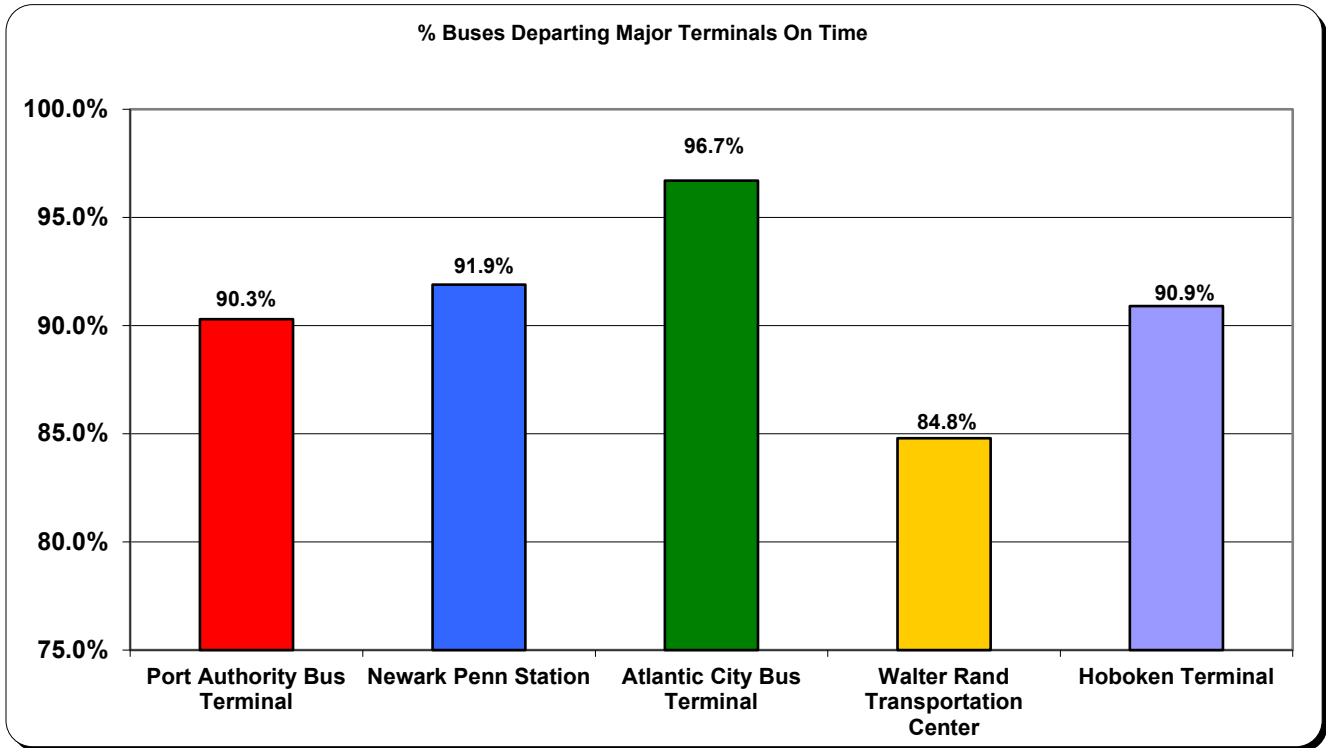
Bus On-Time Performance systemwide was 90.7% for the month of May 2024. Of the 48,174 monitored departures, 4,504 experienced delays.

Key Causes included:

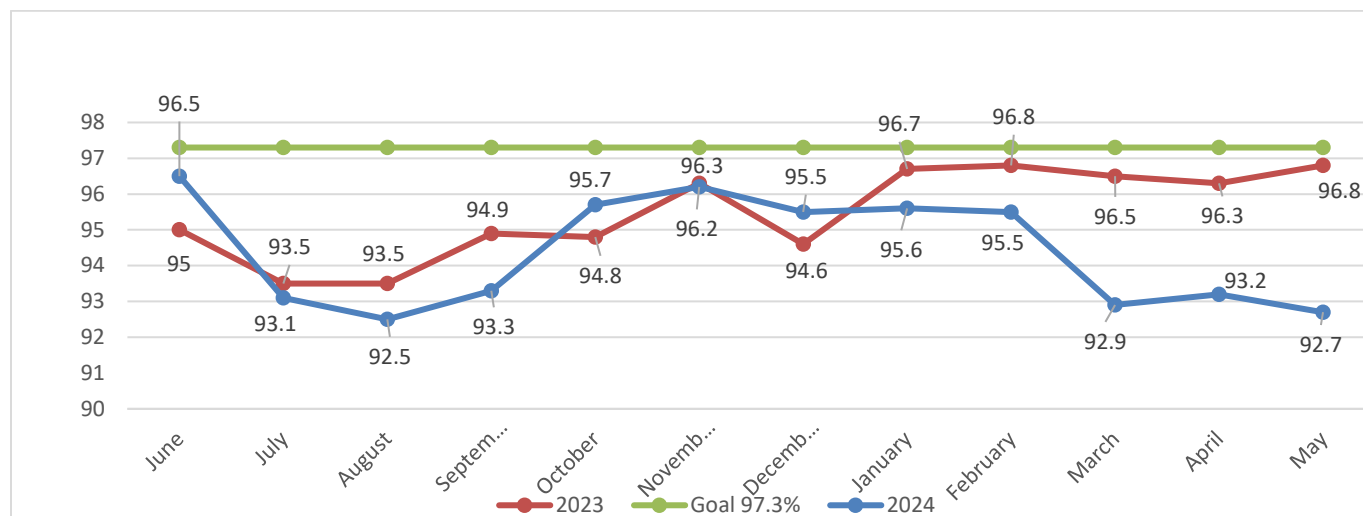
- At PABT, causes of delays included: on the 1st, detour on 30th and Bergenline. On the 3rd, heavy traffic towards the end of the rush. On the 7th, a disabled vehicle in the south tube. On the 10th, bus accident on the ramp. On the 13th & 14th, heavy inbound traffic, flipped over car and fire on the Turnpike. On the 17th, heavy traffic plus concert at MetLife Stadium. On the 21st, police activity in the south tube, heavy traffic, disabled bus. On the 22nd, rail outage caused significant delays. On the 24th & 31st, early getaway traffic and heavy traffic caused delays respectively.
- At Newark Penn, causes for delays included: on the 14th, mechanical issues, heavy traffic on major highways, road closures due to construction work. On the 24th, mechanical issues, road closures due to construction and utility work, heavy traffic on major roads. On the 31st, police activity, road closures due to street festivals, mechanical issues, and heavy traffic contributed to delays.
- For various other locations, minor delays were caused due to weather, detours, traffic, and road construction on various days.
- The 12-month average for Bus On-Time Performance was 91.5%.

ON-TIME PERFORMANCE BUS

SUMMARY BY TERMINAL



NJ TRANSIT ON-TIME PERFORMANCE LIGHT RAIL June 2022 – May 2024



	<u>2023</u>	<u>2024</u>	<u>%Change</u>
May Comparison	96.8%	92.7%	-4.1%
12-Month Average June 2023 – May 2024	95.4%	94.3%	-1.1%

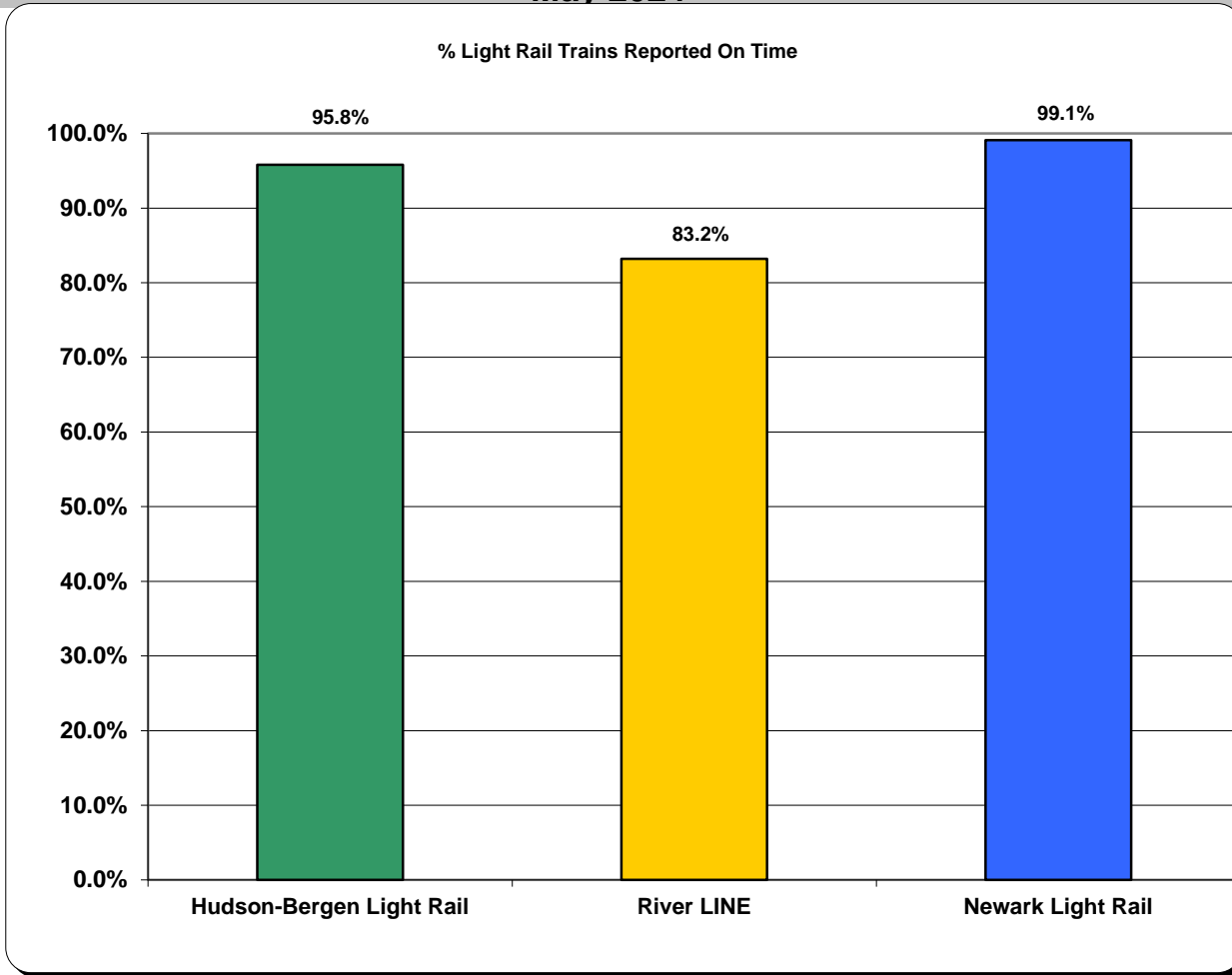
Analysis: Light Rail On-Time Performance system wide was 92.7% for the month of May. Of the 27,709 scheduled departures, 1,358 experienced delays.

Key Causes included:

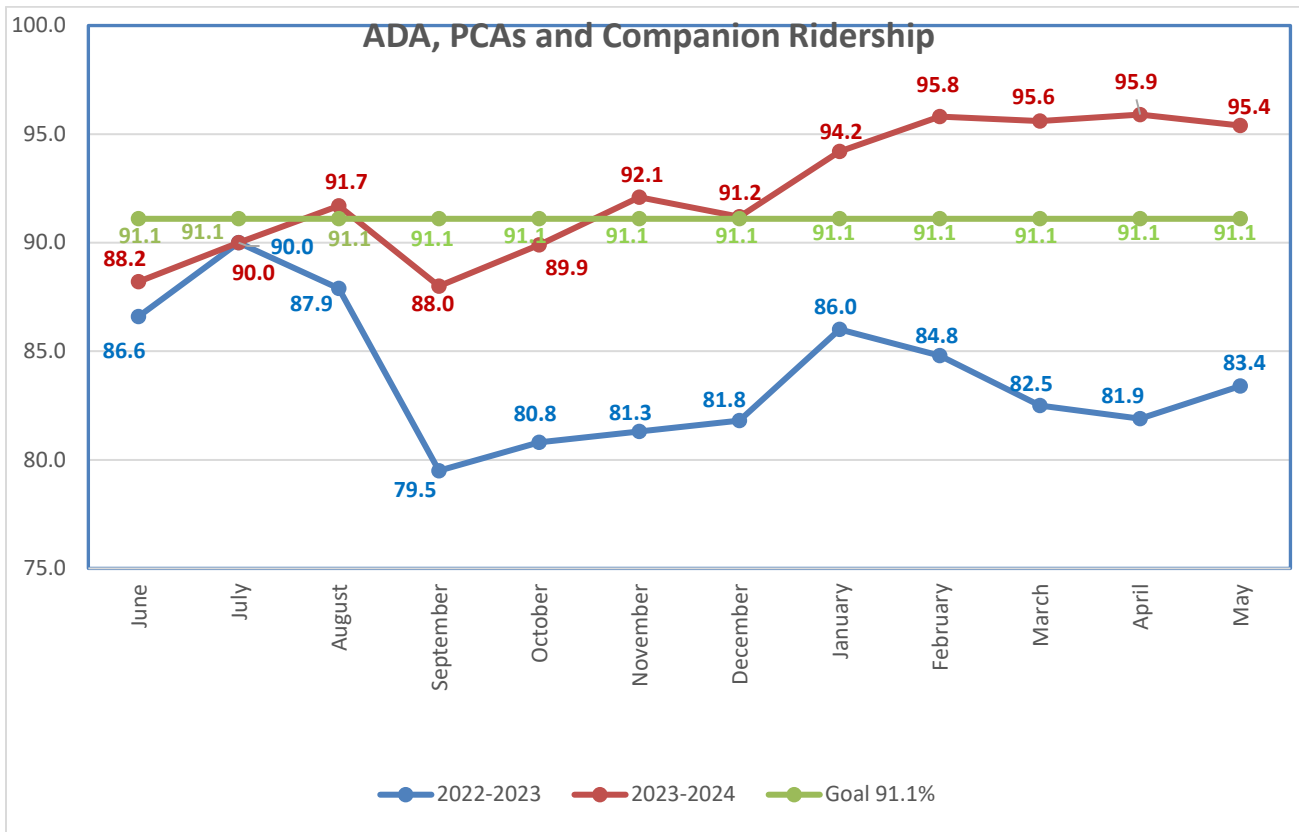
- **Newark Light Rail** – General maintenance for vehicles such as door, power, brake, and propulsion issues affecting service taking place throughout the month. Manpower shortage on 5/3 impacted 10 trains. 22 trips were affected on 5/8 due to mechanical issues.
- **River LINE** – Incidents affecting OTP involving general maintenance of equipment, including engine, door, signal, and brake issues. General increase in delays incurred throughout the month due to equipment availability. Increased signal issues resulting in delays and cancellations throughout the month. Motor vehicles fouling tracks on 5/2, 5/4, 5/10, 5/16, 5/26, and 5/28 resulted in 5 cancelled trains and 5 delays. External passenger incidents, including heavy passenger volume, affected 16 trips throughout the month.
- **HBLR** – Incidents affecting OTP involving general maintenance of vehicles taking place across multiple dates, including door and power/propulsion issues, brakes, and other issues. General police activity throughout the month resulted in 118 affected trains. Light rail accident resulted impacted 41 trains on 5/23. Incidents involving passengers resulted in 24 affected trains.
- The 12-month Average for Light Rail On-Time Performance is 94.3%

ON-TIME PERFORMANCE LIGHT RAIL

SUMMARY BY LINE May 2024



NJ TRANSIT ON-TIME PERFORMANCE ACCESS LINK JUNE 2022–MAY 2024



	<u>2023</u>	<u>2024</u>	<u>% Change</u>
May Comparison	83.4%	95.4%	12.0%
May Ridership	124,382	141,126	16,744
12-Month Average June 2023–May 2024	83.9%	92.3%	8.4%

Analysis:

Access Link On-Time Performance was 95.4% for May 2024. In serving 155,831 total customers, for 141,126 ADA customers trips, 6,471 or (4.6%) experienced delays.

Key Causes included:

- Delays due to operator availability
- Customer cancellations and no-shows

The 12-month Average for Access Link On-Time Performance was 92.3%.

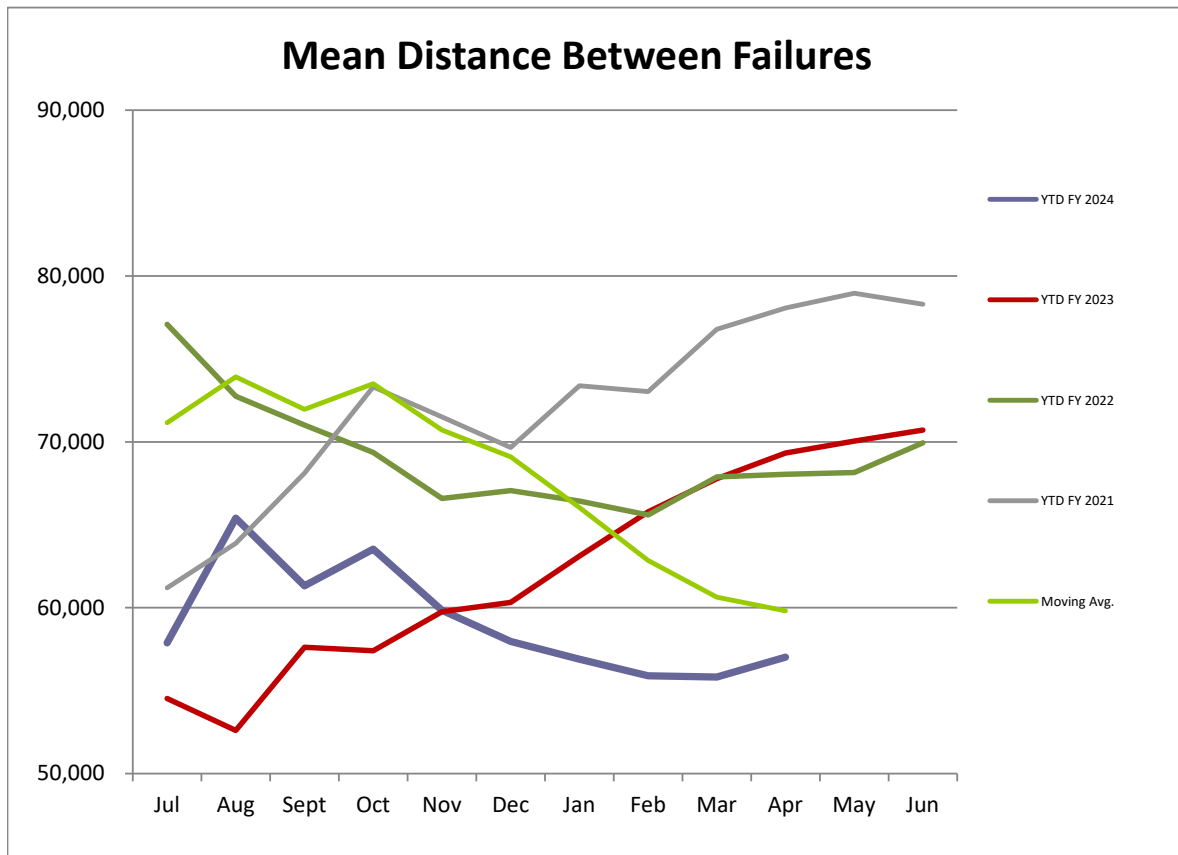
* Statistics comprise both dedicated and non-dedicated service.

MEAN DISTANCE BETWEEN FAILURES

April 2024

NJ TRANSIT Rail Operations
Mean Distance Between Failures

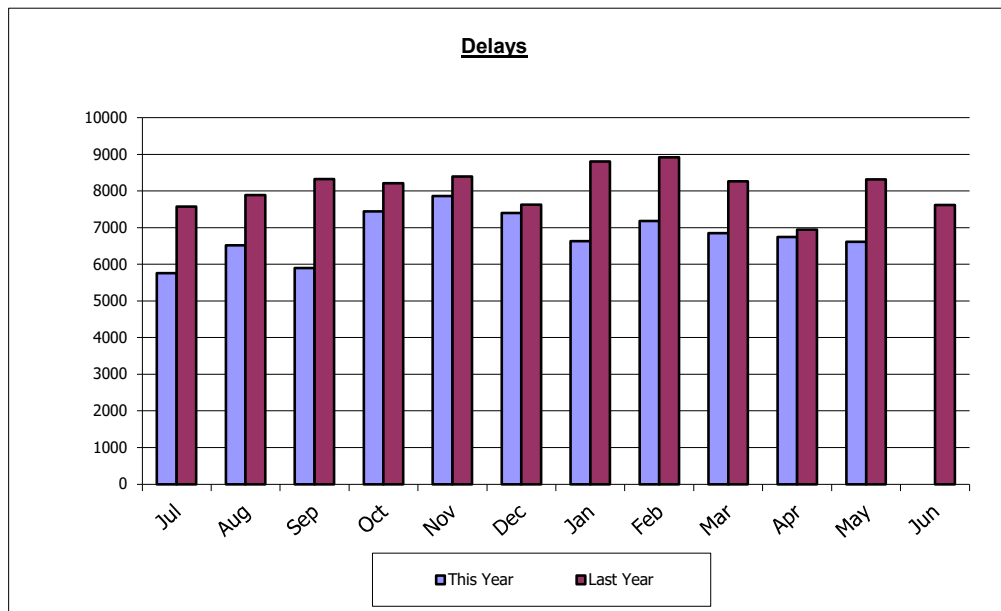
Month	YTD FY 2024	YTD FY 2023	YTD FY 2022	YTD FY 2021	12 Month Moving Avg.
Jul	57,875	54,531	77,087	61,198	71,148
Aug	65,403	52,602	72,743	63,891	73,920
Sept	61,324	57,623	71,005	68,109	71,966
Oct	63,539	57,410	69,368	73,320	73,504
Nov	59,844	59,761	66,597	71,498	70,708
Dec	57,968	60,315	67,060	69,664	69,102
Jan	56,904	63,121	66,433	73,392	66,050
Feb	55,888	65,780	65,594	73,030	62,852
Mar	55,822	67,778	67,894	76,790	60,634
Apr	57,014	69,327	68,050	78,072	59,813
May	-	70,045	68,153	78,962	-
Jun	-	70,712	69,949	78,300	-



Garage Performance Parameters

May 2024

Location	Miles Between In-Service Delays			
	FY2024 Goal	This Month	FY2024 YTD	FY2023 YTD
Fairview	6,500	6,808	6,514	7,715
Market Street	6,500	4,027	4,132	4,124
Meadowlands	8,500	3,892	3,612	5,149
Oradell	16,000	15,778	15,118	14,260
Wayne	12,000	10,334	9,132	10,305
WestWood	20,000	15,110	23,229	-
Northern Division	-	6,336	6,199	7,250
Big Tree	7,500	4,211	4,267	4,918
Greenville	6,000	3,997	4,843	6,221
Hilton	8,500	4,617	4,843	6,372
Howell	17,500	27,505	22,267	25,559
Ironbound	8,000	4,372	5,286	6,960
Orange	7,800	3,099	2,811	3,193
Morris	10,500	26,702	22,014	15,345
Central Division	-	5,465	5,629	6,922
Egg Harbor	12,000	11,508	12,115	12,013
Hamilton	9,000	6,356	7,947	9,221
Newton Avenue	11,000	9,488	9,283	11,247
Washington Twp.	16,000	12,130	13,564	17,124
Southern Division	-	10,223	11,162	12,641
Bus Operations	-	6,614	6,754	8,072

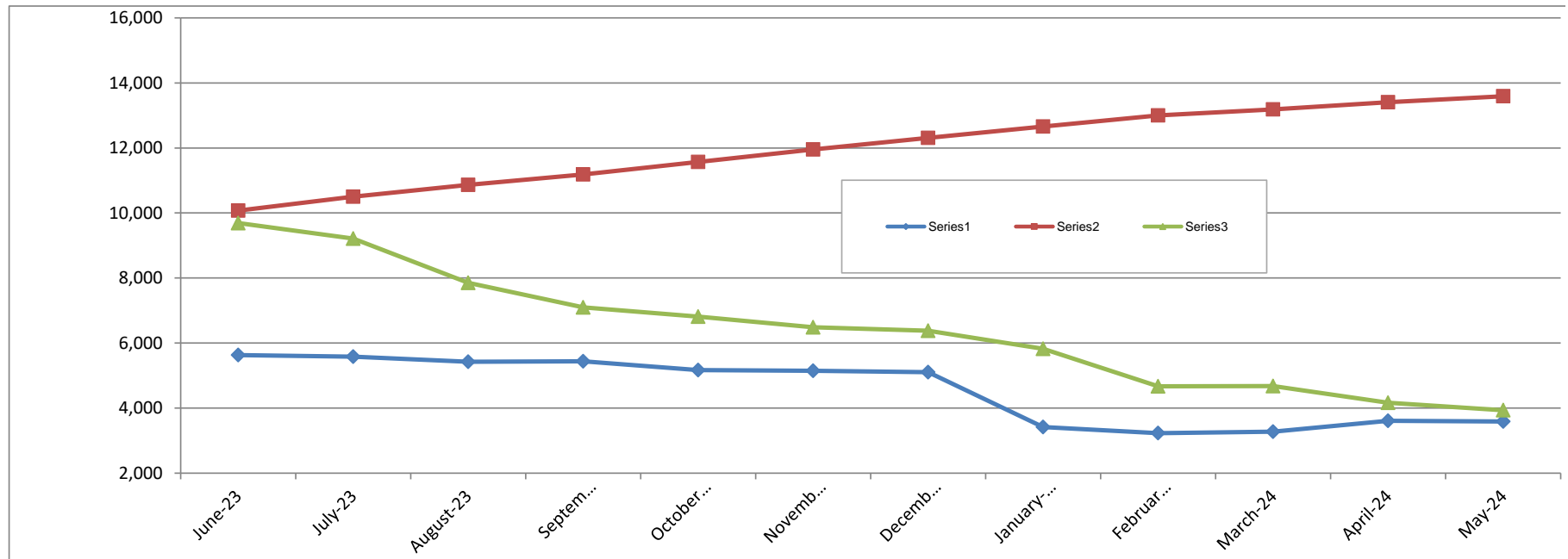


NJ TRANSIT - LIGHT RAIL, May 2024

Average Miles Between In Service Failures

NJT LIGHT RAIL	MDBSF * May 2024	MDBSF * April 2024
Newark Light Rail	3,591	3,608
Hudson Bergen	13,590	13,405
River LINE	3,934	4,164

AVERAGE MILES BETWEEN IN-SERVICE MECHANICAL FAILURES



DBE/SBE PROGRAM

NJ TRANSIT - DBE/SBE/DVOB Participation for May 2024

State Funded Contracts

State Fiscal Year 2024 - July 1, 2023, through June 30, 2024

During the month of **May 2024**, NJ TRANSIT awarded **\$15,867,140.61** in state-funded contracts; of that total, Small Business Enterprises (SBE/DVOBs) received **\$11,603,185.73** or **73.13%**.

State Fiscal Year 2024 YTD (July 1, 2023, through June 30, 2024) NJ TRANSIT awarded **\$1,091,443,295.59** in state-funded contracts. Of that total, SBE/DVOBs received ***\$46,741,917.17** or ***4.28%**.

Note: () Reflects correction from April 2024 Report*

Note: The above reflects the Procurement Report of Awards received on June 5, 2024.

SBE/DVOB Goal Attainment from July 1, 2023, through June 30, 2024 (SFY 2024)

Category 1 SBE/DVOBs	\$605,000.00	0.06%
Category 2 SBE/DVOBs	\$26,530,045.11	2.43%
Category 3 SBE/DVOBs	\$12,151,963.84	1.11%
Category 4 SBE/DVOBs	\$791,581.19	0.07%
Category 5 SBE/DVOBs	\$4,062,084.10	0.37%
Category 6 SBE/DVOBs	\$2,601,242.93	0.24%

FTA Funded Contracts (Updated on a quarterly basis– next update will occur July 2024)

Federal Fiscal Year (FFY) 2024 - October 1, 2023, through September 30, 2024

During the 2nd Quarter (January 1, 2024 – March 31, 2024), the FTA-funded share of NJ TRANSIT’s federal contracts awarded was **\$5,611,869.00**. Of that total, Disadvantaged Business Enterprises (DBEs) received **\$305,380.00** or **5.44%**.

FFY 2023 through FFY 2025 Q2 (October 1, 2023 – September 30, 2025) NJ TRANSIT awarded **\$61,455,321.91**** in federally funded contracts. Of that total, DBEs received **\$22,776,853.08** or **37.06%**.

**Numbers reflect federal share*

*** Number includes subrecipient awards*

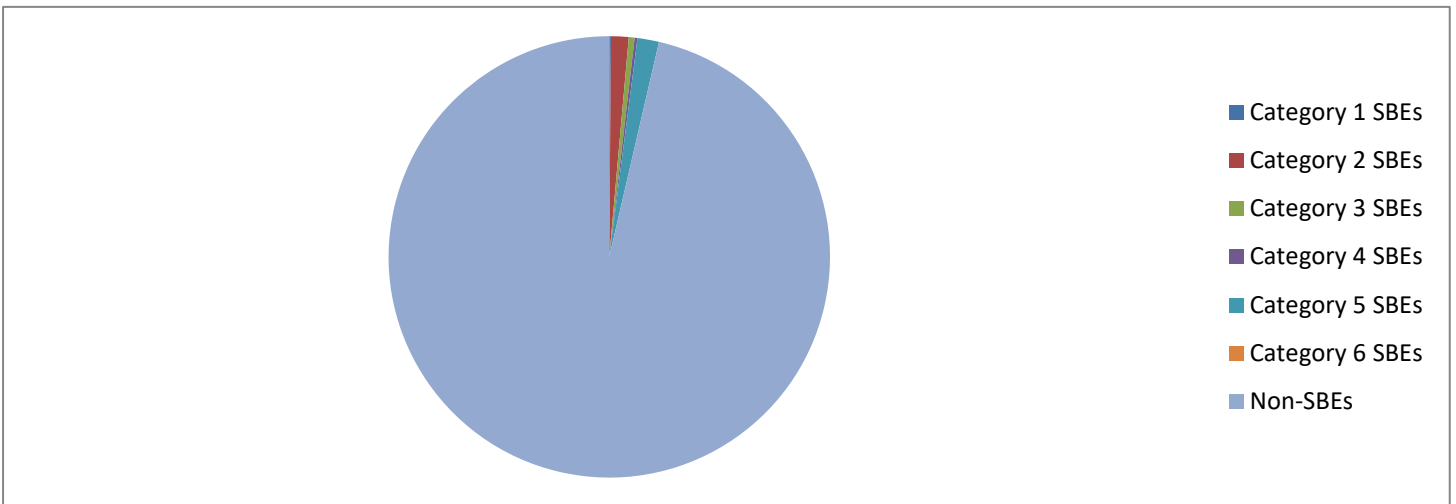
Transit Vehicle Manufacturer (TVM)¹ Awards

(Next update will occur in July 2024)

¹ Transit Vehicle Manufacturers (TVMs) will be reported to the President and CEO on a quarterly basis in the same manner that FTA-funded contracts are currently reported. TVMs are manufacturers whose primary business purpose is to build vehicles specifically for public mass transportation. The “TVM” designation indicates that the intended contract recipient/awardee has submitted to the Federal Transit Administration a plan to utilize Disadvantaged Business Enterprises on their contracts. NJ TRANSIT does not place a separate goal on Transit Vehicle Manufacturers.

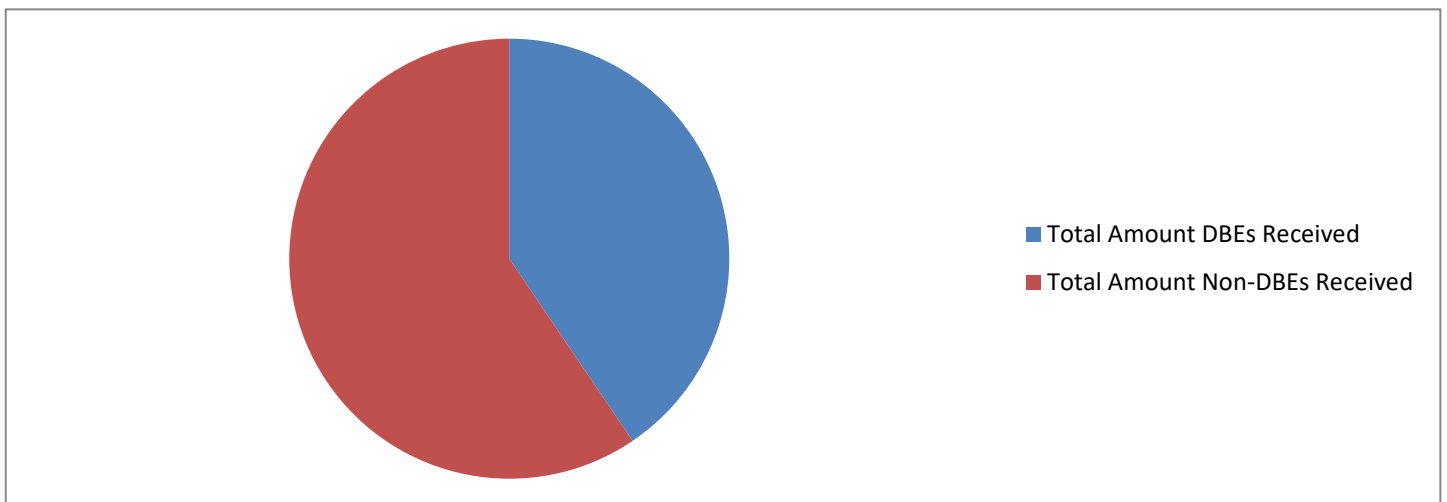
STATE CONTRACTS
STATE FYTD 2024

Category 1 SBE/DVOBs	\$605,000.00	0.06%
Category 2 SBE/DVOBs	\$26,530,045.11	2.43%
Category 3 SBE/DVOBs	\$12,151,963.84	1.11%
Category 4 SBE/DVOBs	\$791,581.19	0.07%
Category 5 SBE/DVOBs	\$4,062,084.10	0.37%
Category 6 SBE/DVOBs	\$2,601,242.93	0.24%
Non-SBE/DVOBs	\$1,044,701,378.42	95.72%



DBE PARTICIPATION
FEDERAL CONTRACTS
CUMULATIVE FEDERAL FY 2023-2025

Total Amount DBEs Received	\$22,776,853.08	37.06%
Total Amount Non-DBEs Received	\$38,678,468.83	62.94%



EMPLOYEE RECOGNITION

NJ TRANSIT employees bid farewell after outstanding careers

44 NJ TRANSIT employees retired recently:

1. Stephen Alston, Conductor -- Various -- 32 years
2. Leonard Araneo, Mechanic A -- Summit -- 23 years
3. Sheldon Booker, DGM Operational & Strategic Support -- HQ -- 31 years
4. Stephen Carey, Lead Tech -- MMC -- 36 years
5. Theodore Cruz, Assistant Supervisor Comm -- Newark -- 35 years
6. Victor Forsythe, Electrician -- MMC -- 29 years
7. Leonard Labruzzo Jr., Lead Maintainer -- Red Bank -- 11 years
8. Reina Martinez, Car Appearance Maintainer -- MMC -- 21 years
9. Dennis Mullen, Machinist -- MMC -- 22 years
10. Steven Olsen, Locomotive Engineer -- Various -- 34 years
11. Jesus Santiago, Conductor -- Various -- 25 years
12. Elma Sejas, Car Appearance Maintainer -- Hoboken -- 16 years
13. Karen Silvey, Assistant Conductor -- Various -- 34 years
14. Mark Vandriel, Tech -- MMC -- 21 years
15. Cheryl Endean, Sr. Trainmaster -- Wood-Ridge -- 24 years
16. Renessa Greene, Assistant Conductor -- Various -- 38 years
17. Joseph McMahon, Track Foreman -- Newark -- 45 years
18. Leamon Mckenzie, General Foreman -- MMC -- 20 years
19. Patricia McPherson, Station Attendant -- Newark -- 30 years
20. Andrew Murdock, Sr. Director Rail Infrastructure Design -- HQ -- 29 years
21. Martin Siegel, Assistant Conductor -- Various -- 25 years
22. Devoight Baskins, Operator -- Egg Harbor -- 11 years
23. Franklyn Francois, Operator -- Hilton -- 15 years
24. Daniel Lafelur, Operator -- Orange -- 22 years
25. Maria Martin, Operator -- Fairview -- 12 years
26. Lidia Mullin, Operator -- Wayne -- 17 years
27. Christopher Ruffin, Operator -- Egg Harbor -- 12 years
28. Alberto Arce, Serviceman -- Newton Ave. -- 15 years
29. Johnnie Cross, Operator -- Orange -- 14 years
30. Crystal Davis, Operator -- Hamilton -- 11 years
31. Joseph Evans, Operator -- Howell -- 25 years
32. William Ginch, Repairman -- Wayne -- 27 years
33. Alberto Gonzalez, Repairman -- Meadowlands -- 26 years
34. Ashman Jenkins, Repairman -- Wayne -- 23 years
35. David Johnson, Starter -- PABT -- 22 years
36. Raymond Mathai, Operator -- Greenville -- 34 years
37. Steven Outterbridge, Operator -- Washington Twp. -- 24 years
38. Alden Roberts, Operator -- Oradell -- 25 years
39. Carol Staples, Operator -- Wayne -- 10 years
40. Allan Thomas, Operator -- Oradell -- 23 years
41. Kathleen Halczli, Sr. EAP Counselor -- Maplewood -- 26 years
42. Felicity Ross, Manager Bus Rev -- Maplewood -- 32 years
43. Lenworth Atkinson, Chief Instructor -- Ferry St. -- 25 years
44. Danny Perez, Director Quality Assurance -- Ferry St. -- 30 years

ACTION ITEMS

Procurement & Logistics Department

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED
QUALIFIED SOURCE PROCUREMENT BY
EXCEPTION AUTHORIZATION**

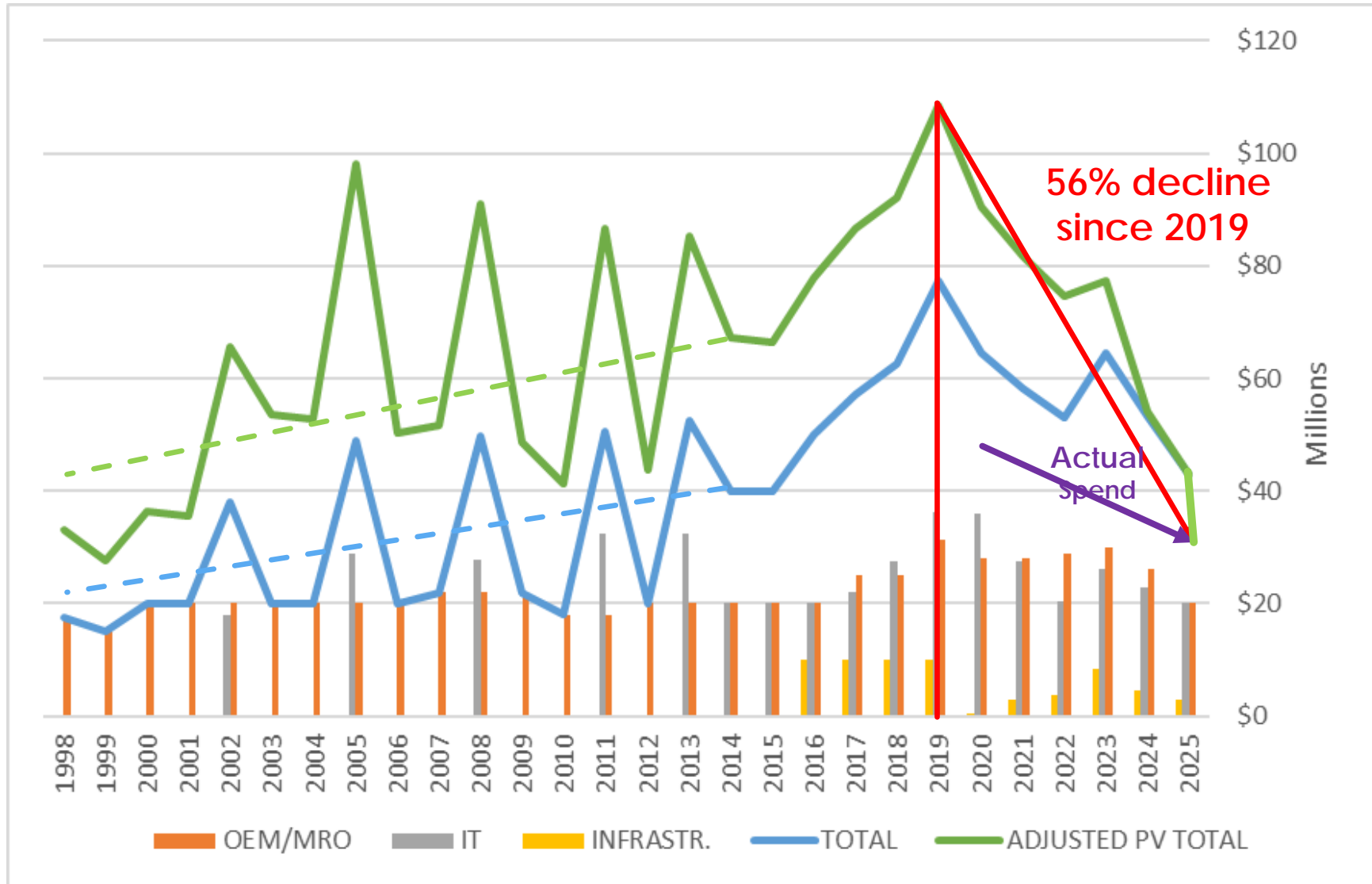
Sole Source Board Item - Request

- ▶ Staff requests authority to enter into sole, single and limited qualified sources (Sole Source Request) contracts with vendors in Fiscal Year 2025
 - Rail, Bus & Light Rail Replacement Parts and Services (OEM/MRO)
 - Information Technology (IT)
 - NJ TRANSIT Infrastructure Installed Base, formerly Resiliency Program (Infrastructure)
- ▶ This request is subject to
 - Actual demand
 - Project status and regulatory approval
 - Compliance with applicable laws and regulations
 - Availability of funds
- ▶ **The primary objective is to ensure the continuity of safe and reliable transit operations.**

Sole Source Board Item - Request

FY	OEM/MRO	IT	INFRA	TOTAL
2025	\$15,000,000	\$15,000,000	\$2,500,000	\$32,500,000
2024	\$26,000,000	\$22,900,000	\$4,500,000	53,400,000

SS&L Contract Authorizations Y over Y



SS&L Strategies

- Retaining consultants to accelerate new strategy development to move from our current state to baseline standard wherever that is not currently achieved and then to develop a plan to move to Best-In-Class. The consultancies are currently underway.
- Employing Strategic Sourcing to develop strategies for long term efficiencies.
- Developing new standard document templates.
- Creating second sources of supply.
- Manufacturing in-house for second source.
- Engaging in transit interagency roundtables and parts exchanges.
- Moving renewals & license adds to initial software scope.
- Using state contracts, COOPs, and GSAs to access multiple sources.
- We will return to the Board when expenditures show they are likely to exceed the authorization.

Infrastructure Strategies

NJ TRANSIT has been drawing down a fixed amount over recent years and has approximately \$3,000,000 in remaining currently anticipated expenditures.

This category is not a target of the SS&L reduction efforts, since the inclusion of these items is to achieve consistency for efficiency of maintenance and interoperability.

ITEM 2406-33: FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE PROCUREMENT BY EXCEPTION AUTHORIZATION

WHEREAS, NJ TRANSIT requires maintenance services and supplies to support the operation of various major equipment; and

WHEREAS, NJ TRANSIT requires signal, electrical, and other right-of-way equipment, and parts to restore systems damaged by Superstorm Sandy, and maintain right-of-way equipment in general; and

WHEREAS, it is necessary to obtain these required maintenance items and services from specific sources; and

WHEREAS, various software maintenance contracts and licensing agreements expire this year; and

WHEREAS, these contracts ensure the continued operation of both the hardware and software which support NJ TRANSIT's business units, and rail and bus operations; and

WHEREAS, these products are being fully utilized throughout the corporation and the demand for services and software upgrades continues; and

WHEREAS, NJ TRANSIT is unaware of other sources for these items and services; and

WHEREAS, pursuant to N.J.S.A. 27:25-11(g)(3)(b) competitive procurement requirements may be waived for technical services; and

WHEREAS, pursuant to N.J.S.A. 27:25-11(g)(3)(c) competitive procurement requirements may be waived in instances where only one source of supply is available; and

WHEREAS, pursuant to N.J.S.A. 27:25-11(g)(3)(c) competitive procurement requirements may be waived when more favorable terms can be obtained from a primary source of supply; and

WHEREAS, pursuant to N.J.S.A. 27:25-11(g)(3)(c) competitive procurement requirements may be waived when technical equipment will assure standardization and interchangeability; and

WHEREAS, pursuant to N.J.S.A. 27:25-11(g)(3)(e) competitive procurement requirements may be waived with respect to specialty vehicles, major equipment and signal and fare collection systems; and

WHEREAS, the President and CEO certifies that these Sole, Single, and Limited Qualified Source acquisitions listed on Exhibits A1, A2, and A3 are consistent with and authorized by N.J.S.A. 27:25-11(g), and NJ TRANSIT's Regulations, including N.J.A.C. 16:72-1.5(e)(8), N.J.A.C. 16:72-1.5(e)(12) and N.J.A.C. 16:72-1.5(e)(14);

NOW, THEREFORE, BE IT RESOLVED that the Chair or President & CEO is authorized to enter into procurement-by-exception contracts for the purchase of materials and services from approved vendors set forth in Exhibit A1 (subject to adjustments) to support Bus, Rail, Light Rail, and Headquarters operations at a cost not to exceed \$15,000,000, plus five percent for contingencies, subject to the availability of funds. The Board will be advised when actual spend is projected to exceed this allowance. New firms with material or services whose aggregate value exceeds \$250,000 within the fiscal year, will be submitted to the Board. This request will cover a 12-month period from July 1, 2024 to June 30, 2025; and

BE IT FURTHER RESOLVED that the Chair or President & CEO is authorized to enter into procurement-by-exception contracts for the purpose of maintaining/upgrading hardware and software systems from approved vendors set forth in Exhibit A2 (subject to adjustments) to support NJ TRANSIT's Information Systems at a total cost not to exceed \$15,000,000, plus five percent for contingencies, subject to the availability of funds. The Board will be advised when actual spend is projected to exceed this allowance. New firms with services whose aggregate value exceeds \$250,000 within the fiscal year, will be submitted to the Board. This request will cover a 12-month period from July 1, 2024 to June 30, 2025; and

BE IT FURTHER RESOLVED that the Chair or President & CEO is authorized to enter into procurement-by-exception contracts for the purchase of materials and service from approved vendors set forth in Exhibit A3 (subject to adjustments) to support NJ TRANSIT Infrastructure at a cost not to exceed \$2,500,000, plus five percent for contingencies, subject to the availability of funds, Federal Transit Administration approval and all other applicable requirements. The Board will be advised when actual spend is projected to exceed this allowance. New firms with services whose aggregate value exceeds \$250,000 within the fiscal year will be submitted to the Board. This request will cover a 12-month period from July 1, 2024 to June 30, 2025.

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS REPLACEMENT PARTS AND SERVICES

Vendor		City	State	Procurement Method (Sole/OEM, Single, Limited Source)
1.	Airline Hydraulics	Bensalem	PA	Sole Source – Components for MMC Jacks
2.	Alstom Mass Transit	Plattsburgh	NY	OEM-Spherical Bearings, Vertical Shock Absorbers, etc.
3a.	Alstom Signaling Inc.* (x)	New York & West Henrietta	NY	OEM Signals Proprietary/PTC Systems
3b.	Alstom Transportation Inc * (x).	Lisle	IL	OEM Diesel Loco Comp
3c.	American Electrical Testing (AET)	Boonton	NJ	High Voltage Transformers
4.	Apollo Video Technology LLC* (dba Luminator Technology Group, Inc.)	Bothell	WA	OEM-Surveillance SW
5.	BBM Railway Equipment LLC	Youngstown	OH	OEM- R/R Jacks
6.	Bentech	Philadelphia	PA	OEM- Barrier Doors
7.	Alstom-Bombardier Transit Corp. (x)	Ontario	Canada	OEM R/R Components
8.	C&W Meter Services (x)	Quaker	PA	Sole Source – MMC Fuel Pad /Fuel Meters Components
9.	Cleveland/Price Inc. *	Westmoreland	PA	Sole Source -Catenary Eq
10.	Clever Devices*	Syosset	NY	OEM-Smart Bus HW/SW
11.	CNC Engineering Inc	Enfield	CT	Sole Source- Components for AAR Wheel Shop
12.	Cubic Transportation Systems	Tullahoma	TN	OEM- Fare Collection
13.	Cummins, Inc.	Kearny	NJ	OEM- Engine Parts
14.	Dellner Couplers Inc.	Charlotte	NC	OEM- Couplers
15.	Eastec (SBE)	Wall	NJ	OEM Door Access Control
16.	Ensco Rail Inc.	Springfield	VA	Sole Source -TGIV
17.	TransTech of SC (formerly Faively Transtech/(Wabtec)* (x)	Greenville Charlotte	SC NC	OEM-Pantograph
18.	FallProof Systems LLC	Trenton	NJ	OEM- Components MMC Fall

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS REPLACEMENT PARTS AND SERVICES

				Protection
19.	Flowbird Transport Ltd.*	Poole	UK	OEM Fare Collection
20.	Foley Inc.	Piscataway	NJ	OEM- Engine Parts
21.	Fujitsu Network Communications	Richardson	TX	Sole Source- Door Control Components
22.	Hanning and Kahl LP	Bridgeport	PA	OEM- NLR Switches
23.	Henkels & McCoy, Inc	Blue Bell	PA	Specialized Constr. Equip.
24a.	Hitachi Energy USA	South Brunswick	NJ	OEM- Protective relay & Substation equipment
24b.	Hitachi Rail STS (formerlyAnsaldo)*	Pittsburgh	PA	OEM-Parts and Services Signal Components
25a.	HiTran Corporation	Flemington	NJ	Sole Source-Transformer/Repair
25b.	IS Technology Solutions			Automatic Brake Valve Tester
25c.	Industrial Process Measurement Inc			Annual calibration services
26.	Hudson Machine Works	Brewster	NY	Sole Source – PID Cases
27a.	Jamaica Bearings (x)	New Hyde Park	NY	Sole Source-wheel bearings
27b.	Jala Equipment			Service Parts and Repairs for train washer
28.	Johnson & Towers, Inc.	Egg Harbor	NJ	Sole Source – EV40/50 ESS Systems
29.	Kinkisharyo International LLC	Jersey City	NJ	OEM-NLR Systems
30.	Knorr Air Brake (x)	Westminster	MD	OEM-Braking Systems NLR
31.	L.B. Foster	Pittsburgh	PA	OEM – Track Lubricators/Traction
32.	La Marche Manufacturing Co.*	Des Plaines	IL	OEM-Signal Comp
33.	Luminator Technology Group	Plano	TX	OEM-Signage Equip
34.	Lux Aeterna	Quebec	Canada	OEM- Stock interior comp
35.	Mac Impulse	Mt. Olive	NC	OEM-Catenary Parts
36.	McConway & Torley LLC	Pittsburgh	PA	(OEM) – Couplers Assemblies

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS REPLACEMENT PARTS AND SERVICES

37.	Merak North America LLC	Westminster	MD	OEM- Multilevel HVAC Units
38.	Motive Equipment (x)	New Berlin	WI	OEM-HVAC
39.	MX Industrial	Warminster	PA	Sole Source – Components AAR Wheel NTD Machines
40.	Myers Controlled Power LLC	North Canton	OH	OEM-DC Electrical Breakers
41.	National Refrigerants Inc.	Philadelphia	PA	Sole Source-Refrigerants
42.	Omni Control Technology	Whitinsville	MA	Switch Heater elements
43.	Orgo Thermit, Inc	Manchester	NJ	OEM - Eddy Current testing units and welding kits
44.	ORX Railway Corporation	Tipton	PA	Sole Source gear motors
45.	Pandrol	Memphis	TN	Sole Source-Rail fastening
46.	Penn Machine Co.	Johnstown	PA	Sole Source -Tire Kits
47.	Power Trunk, Inc.*	Jersey City	NJ	OEM-Land Mobile Radio
48.	Precision Transmission	Colmar	PA	OEM Bus Transmissions
49.	Princeton Consultants	Princeton	NJ	Sole Source – Software for FRA Certified I-ETMS system
50.	Progress Rail* (x)	Albertville	AL	EMD Locomotive Engine Parts
51.	Pumping Services Inc.	Middlesex	NJ	Sole Source-Lift Sta Pumps & Controls
52.	Quester Tangent	Saanichton	Canada	OEM-Monitoring Control Units (MCUs)
53.	Rail Transit	Penn	PA	AF Flury Section Insulator Assemblies
54.	Railhead Corporation	Aslip	IL	Electronic Displays Sole Source-Camera Repair
55.	Railroad Friction Products (x)	Laurinburg	NC	OEM pads, shoes equip
56.	Region Energy (Meenan Oil)	Dover	NJ	Sole Source-ULSDF with Dry- Break Refueling Nozzle
57.	Saft America Inc.* (x)	Cockeysville	MD	OEM-Battery Equip
58.	Scantron Corporation*	Irvine	CA	OEM-Scanning Software
59.	Schweitzer Engineering Labs/ RSI Inc.	Pullman	WA	OEM-Substation TiDL protection
60.	Seaboard Global	Ocean Township	NJ	Sole Source-Fire Supp
61.	Sherwood Electromotion	Ontario	Canada	Sole Source Traction Motors
62.	Siemens Industry, Inc.	Wendell	NC	OEM-Substation Protection

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS REPLACEMENT PARTS AND SERVICES

63.	Siemens Mobility, Inc.* (x)	Alpharetta Carol Stream Pittsburgh	GA IL PA	OEM-Software Signal/Comp On Board PTC PTC Components
64.	Simmons Machine Tool Corp.	Albany	NY	Sole Source- Components for Wheel Machines
65.	Spectrum	Brooklyn Heights	OH	OEM -Snow Heating Blower
66.	Stavola Construction Materials, Inc.	Tinton Falls	NJ	Ballast - Newark Division Stone Car Delivery
67.	Stewart & Stevenson Power	Lodi and Piscataway	NJ	Sole Source-Parts/Services
68.	Tekdata Metal Solutions Inc.	Quebec	Canada	OEM-Door Parts & Assemblies
69.	Teknoware	Lahti	Finland	Sole Source- LED Light Assy
70.	The Aftermarket Parts Company	Delaware	OH	OEM Bus Fleet Comps
71.	The Okonite Company	Little Falls	NJ	Sole Source-Multi-Conductor Railroad Signal Cables
72.	Turtle and Hughes/Rockwell	Linden	NJ	OEM – OTN XTRAN MPLS– PTC, Sig., SCADA
73.	USSC LLC	Exton	PA	OEM- Ergonomic Cab Seats
74.	Ultra-Tech UTE Calibration	New York	NY	Sole Source Cabin Signals PTC Cab Signal Test Boxes
75.	Vecom USA	Tampa	FL	Sole Source- Controller Panels
76.	Voith Turbo Inc.	Sacramento	CA	OEM-Gear Box Comps
77.	Westcode Inc.	Chadds Ford	PA	OEM ARROW3 Repair Kits
78.	Western- Cullen Hayes, Inc.	Chicago	IL	Limited Source- Hydraulics
79.	Whiting Corp.	Monee	IL	OEM-Jacks
80.	Wabtec Global Service Center Wabtec Locomotive Products* Wabtec Passenger Transit*(x) Wabtec Components, LLC*(x) Wabtec Railway Electronics	Kansas City Wilmerding Spartanburg Wilmerding Pittsburgh	MO PA SC PA PA	OEM Brake Controls OEM Compressors and kits OEM Airbrakes OEM PTC Components Single Source PTC Software
81.	Winchester Interconnect	Winsted	CT	Single Source Cables

* This vendor(s) provides materials and services across multiple Business Units of NJ TRANSIT.

(x) Indicates sole source to maintain supply, items subject to stockout / logistical problems

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS COMPUTER HARDWARE AND SOFTWARE

	Vendor	City	State	Procurement Method (Sole/OEM, Single, Limited Source)
1.	Activu (SBE)	Rockaway	NJ	Sole-Emergency Ops Video
2.	Baran Design Associates	Bergenfield	NJ	Sole-Pub Address
3.	Clever Devices *	Woodbury	NY	Sole-Smart Bus
4.	Conduent Transport Solutions, Inc.	Somerset	NJ	Sole-Fare Collection
5.	CORYS Inc.	Jacksonville	FL	Manufacturer of PTC Simulators, and CGI
6.	Cubic Transportation Systems, Inc. *	Tullahoma	TN	Sole-Fare Collection
7.	Enghouse	Toronto	Canada	Sole-Time/Att/Dispatch
8.	Gannett Fleming Co.	Camp Hill	PA	Sole-Bus Graphic Data
9.	Giro Incorporated	Montreal	Canada	Sole-HASTUS SW
10.	Hasler Rail AG	Carnegie	PA	PTC Software
11.	Highline Software, Inc.	Toronto	Canada	Sole-HRMS
12.	HUB Parking Technology USA	Warrandale	PA	Sole- Parking Equip
13.	IBM Corporation	Piscataway	NJ	Sole-Mainframe-Op Sys
14.	Infobip, Inc.	London	UK	Sole-My Bus
15.	Kronos	Chelmsford	MA	Sole-Time/Attendance SW
16.	LILEE Systems, Inc.	San Jose	CA	PTC Comms & Wireless Security Software
17.	Meteorcomm LLC	Renton	WA	PTC Software
18.	Power Trunk, Inc.*	Jersey City	NJ	Sole- Land Mobile Radio
19.	Qognify, Inc. (formerly Nice Systems)	Paramus	NJ	Sole- Video Surveillance
20.	Replicant Solutions Inc.	San Francisco	CA	Sole-Access Link SW
21.	Riskonnect Clear Sight	Kennesaw	GA	Sole-Risk Mgmt SW/HW
22.	Samsara	San Francisco	CA	Sole- Video Surveillance
23.	Saucon Technologies	Bethlehem	PA	Sole- Video Surveillance
24.	Signature Rail Limited	York	UK	Sole-Scheduling SW
25.	Software AG, Inc.	Reston	VA	Sole-Mainframe Apps
26.	Solari Corporation	Udine	IT	Sole -Station Signs HW/SW
27.	Trapeze Software Group	Scottsdale	AZ	Sole-PASS Software Suite
28.	Wabtec Transportation Systems (formerly Rockwell Collins AIRINC)	Annapolis	MD	Sole-Train Mgmt & Control & PTC Software

* This vendor(s) provides materials and services across multiple Business Units of NJ TRANSIT.

EXHIBIT A3

**FISCAL YEAR 2025 SOLE, SINGLE, AND LIMITED QUALIFIED SOURCE
PROCUREMENT BY EXCEPTION AUTHORIZATION**

VENDORS INFRASTRUCTURE PROGRAM

Vendor	City	State	Procurement Method
AFL Telecommunications*	Jersey City	NJ	FTA Approval Pending (Sole Source)
Alstom Signaling, Inc.*	West Henrietta	NY	FTA Approval Pending (Sole Source)
Cleaveland Price, Inc.*	Westmoreland	PA	FTA Approval Pending (Sole Source)
Henkles & McKoy, Inc.	Blue Bell	PA	FTA Approval Pending (Sole Source)
Hitachi Rail Sts USA Inc.	Pittsburgh	PA	FTA Approval Pending (Sole Source)
La Marche Manufacturing	Des Plaines	IL	FTA Approval Pending (Sole Source)
Saft America, Inc.	Cockeysville	MD	FTA Approval Pending (Sole Source)
Siemens Mobility Inc.	Alpharetta	GA	FTA Approval Pending (Sole Source)
TransTech of SC Inc.	Piedmont	SC	FTA Approval Pending (Sole Source)

* This vendor(s) provides materials and services across multiple Business Units of NJ TRANSIT.

ITEM 2406-34: RESOLUTION AUTHORIZING ENTERING INTO A FUNDING AGREEMENT FOR THE PURCHASE OF ENVIRONMENTAL MITIGATION CREDITS AND PERMITS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT BETWEEN NJ TRANSIT CORPORATION AND THE NATIONAL RAILROAD PASSENGER CORPORATION AND AUTHORIZING THE PURCHASE OF VARIOUS ENVIRONMENTAL MITIGATION CREDITS AND GRANTS FOR THE SAWTOOTH BRIDGES REPLACEMENT PROJECT

WHEREAS, the existing Sawtooth Bridges, built in 1907, are more than 115 years old and were designed and built to early 20th Century standards; and

WHEREAS, the National Railroad Passenger Corporation (AMTRAK) owns the Sawtooth Bridges and over 130,000 NJ TRANSIT's train passengers travel over the Sawtooth Bridges daily; and

WHEREAS, the Sawtooth Bridges require ongoing maintenance to remove the bridge deck underside spalled concrete that has fallen onto the NJ TRANSIT, PATH, and Conrail tracks below; and

WHEREAS, the Sawtooth Bridges require a 60-mph speed restriction, lower than the 90 mph design speeds, due to the structural deficiency of the bridges; and

WHEREAS, the Sawtooth Bridges Replacement Project (Project) is a component of Phase 2 of the Gateway Program and contains three elements: (1) construction of a new Track 5 viaduct north of the existing alignment; (2) construction of a new two-track bridge on the existing Track 5 alignment; and (3) demolition and construction of another two-track bridge on the current Northeast Corridor alignment; and

WHEREAS, environmental mitigation is a necessary component of the Project's construction and serves as compensation for unavoidable impacts to environmental resources; and

WHEREAS, environmental mitigation, in the form of credit purchases, satisfies the mitigation required and is an approved methodology by the U.S. Army Corps of Engineers (USACE) and by the New Jersey Department of Environmental Protection (NJDEP); and

WHEREAS, environmental mitigation credit purchasing involves a system of credits and debits devised to ensure that unavoidable ecological loss, such as the loss of wetlands resulting from development, is compensated by the preservation and restoration of wetlands in other areas so that there is no net loss of these resources; and

WHEREAS, NJ TRANSIT would enter into a funding agreement with AMTRAK, whereby AMTRAK will provide funding to NJ TRANSIT for the costs associated with the purchase of environmental mitigation credits and permits (the Funding Agreement) for the Sawtooth Bridges Replacement Project; and

WHEREAS, execution of the Funding Agreement at this time would allow NJ TRANSIT to immediately commence with environmental mitigation, a time-consuming process that is integral to meeting the Sawtooth Bridges Replacement Project federal funding requirements and deadlines; and

WHEREAS, once the Funding Agreement is in place, NJ TRANSIT would proceed with the credit purchase for the Project;

NOW, THEREFORE, BE IT RESOLVED that the Chair or President & CEO is hereby authorized to enter into an agreement, any amendments, and any supporting agreements with the National Railroad Passenger Corporation (AMTRAK), whereby AMTRAK will provide the necessary funds to engage in environmental activities such as environmental mitigation, and other involved parties to facilitate the purposes of the Project; and

BE IT FURTHER RESOLVED that the Chair or President & CEO is hereby authorized to expend funds, which are reimbursable under the aforementioned Funding Agreement, to perform environmental activities such as environmental mitigation.

ITEM 2406-35: BRIELLE DRAWBRIDGE REPLACEMENT PROJECT – DESIGN CONSULTANT CONTRACT AWARD FOR CONCEPTUAL AND PRELIMINARY DESIGN

WHEREAS, the Brielle Drawbridge is a critical rail infrastructure link connecting towns of Brielle and Point Pleasant Beach on North Jersey Coast Line (NJCL); and

WHEREAS, built in 1911, the existing Brielle Drawbridge is operational but is well beyond its original service life; and

WHEREAS, the single-track configuration of the existing Brielle Drawbridge flanked by two-track territories on both sides is a bottle neck in the rail link; and

WHEREAS, the current 20mph speed restriction over the existing Brielle Drawbridge further exacerbated the operational challenges on NJCL; and

WHEREAS, the Brielle Drawbridge Replacement Project will replace the existing single-track movable bridge with a new two-track movable bridge to improve flood resiliency and maritime operations, and restore two-track capacity in this area; and

WHEREAS, on July 14, 2023, a Request for Proposal (RFP) was advertised on BID EXPRESS, NJ TRANSIT's electronic bid system, and in *The Star-Ledger* and *Trenton Times*. A Pre-Proposal Conference was held on August 3, 2023; and

WHEREAS, proposals were received electronically from four firms on October 5, 2023, at NJ TRANSIT Headquarters in Newark; and

WHEREAS, Hardesty & Hanover, LLC was determined to be highest technically qualified firm. A Request for Cost Proposal for Phase I – Conceptual and Preliminary Design was issued to Hardesty & Hanover, LLC on December 15, 2023; and

WHEREAS, the NJ TRANSIT Office of Business Development (OBD) assigned a 25 percent Race Conscious Disadvantaged Business Enterprise (DBE) goal for Phase I of the project. OBD reviewed and approved the 37.79 percent DBE utilization commitment identified by Hardesty & Hanover, LLC in its proposal; and

WHEREAS, upon completion of a competitive procurement process for design and engineering consultant services it was determined that Hardesty & Hanover, LLC submitted the proposal that provides the best value and is in the best interest of NJ TRANSIT;

NOW, THEREFORE, BE IT RESOLVED that the Chair or President & CEO is hereby authorized to enter into NJ TRANSIT Contract No. 0000008 with Hardesty & Hanover, LLC of New York, New York, to provide design and engineering consultant services for the Brielle Drawbridge Replacement Project Phase I at a cost not to exceed \$7,708,478.47, plus five percent for contingencies, subject to the availability of funds.

ITEM 2406-36: BRICK CHURCH STATION – CONSTRUCTION CONTRACT AWARD FOR INTERIOR RESTORATION

WHEREAS, NJ TRANSIT's Brick Church Station (Station) is located on NJ TRANSIT's Morristown and Gladstone Line, built in 1921-1922, and was listed on the State and National registers of Historic Places in 1984; and

WHEREAS, the Station has an elevated track bed structure with the station building below the Track Bed Viaduct and is a two-story train station with an upper waiting room on the outbound (westbound) side and a lower waiting room beneath all three tracks; and

WHEREAS, the goal of this project is to enhance customer safety and experience by addressing identified items deemed to be not in an acceptable state of good repair per FTA TAM Guidelines; and

WHEREAS, the scope of work is building interior restoration of walls, doors, installation of historic plaque, ceilings, electrical work, restroom alterations for ADA compliance, heating equipment, painting, telecommunications, security & life safety improvements; and

WHEREAS, an Invitation for Bid (IFB) was advertised on January 26, 2024, and two bids were opened on April 4, 2024; and

WHEREAS, John O'Hara Company Inc. bid was received on April 4, 2024, and was awarded for the lowest responsive bidder; and

WHEREAS, the approved lowest responsive bid price of \$3,122,603.89 is deemed to be both fair and reasonable to provide construction services commencing in August 2024; and

WHEREAS, a 20 percent Category 6 SBE/DVOB Goal was established for this contract; and

WHEREAS, the State of New Jersey Debt Defeasance Fund is the anticipated source of funding for this procurement;

NOW, THEREFORE, BE IT RESOLVED, that the Chair or President & CEO are authorized to enter into NJ TRANSIT Contract No. 0000050 with John O'Hara Company Inc. of East Orange, New Jersey, to provide construction services for Brick Church Station Interior Restoration in the amount not to exceed of \$3,122,603.89, plus five percent for contingencies, subject to the availability of funds.

ITEM 2406-37: CAPITAL PROGRAMS MANAGEMENT PROFESSIONAL SERVICES CONTRACT

WHEREAS, NJ TRANSIT strives to conduct its financial and administrative processes in the most efficient and effective way possible; and

WHEREAS, the Agency has embarked upon changes to the organizational structure of its Capital Budgeting processes to support the delivery of projects identified in the Five-Year Capital Plan; and

WHEREAS, to achieve a best-in-class status, both the Senior Vice President of Capital Programs and the Chief of Capital Program Compliance have commenced an initiative to enhance the day-to-day scheduling and cost controls of the Capital Plan; and

WHEREAS, this includes the use of project and program dashboards to keep management informed of schedule slippages, cost overruns and stakeholder liabilities. The agency requires a subject matter expert to guide this initiative, utilizing industry best practices; and

WHEREAS, with in-house capital staff already working at full capacity, NJ TRANSIT continues to require outside assistance in researching the system's needs and building a sustainable capital plan from the results; and

WHEREAS, NJ TRANSIT is currently seeking to procure a vendor to provide services, resources, and tools to support a successful implementation of a hosted application to replace the Agency's existing reporting systems and to implement a new system; and

WHEREAS, NJ TRANSIT strives to conduct its financial and administrative processes in the most efficient and effective way possible; and

WHEREAS, NJ TRANSIT is currently leading a corporate initiative to re-engineer its business processes to achieve a best in class status; and

WHEREAS, part of this initiative is an evaluation as to where and how to best perform certain aspects of the capital budgeting process, which is critical to NJ TRANSIT's corporate mission; and

WHEREAS, with over 40 years of experience across the Metropolitan Transportation Authority, Anthony D'Amico/Anthony D'Amico, LLC (ADLLC) possesses invaluable direct experience with developing capital construction projects and seeing them to completion; and

WHEREAS, in accordance with N.J.A.C. 16:72-1.5(e), NJ TRANSIT issued a Request for Proposal from one uniquely qualified vendor, ADLLC, based on its knowledge and expertise; and

WHEREAS, NJ TRANSIT previously contracted with ADLLC to provide Capital Programming assistance; and

WHEREAS, for this reason, other consulting firms would require a substantial amount of time to become well-versed in these same areas, which, in turn, would result in additional costs passed on to NJ TRANSIT; and

WHEREAS, the NJ TRANSIT Office of Business Development established a zero percent SBE goal for this contract; and

WHEREAS, the Transportation Trust Fund is the anticipated source of funding for this project;

NOW, THEREFORE, BE IT RESOLVED, that the Chair or President & CEO is authorized to enter into NJ TRANSIT Contract No. 24-035 with Anthony D'Amico/Anthony D'Amico, LLC of New York, New York for a professional services contract in an amount not to exceed \$1,200,000.00, subject to the availability of funds.

ITEM 2406-38: NEW JERSEY TRANSIT CORPORATION BYLAWS AND BYLAWS OF SUBSIDIARY ENTITIES: NJ TRANSIT BUS OPERATIONS, INC., NJ TRANSIT RAIL OPERATIONS, INC., NJ TRANSIT MERCER, INC., AND NJ TRANSIT MORRIS, INC.

WHEREAS, the New Jersey Transit Corporation (NJ TRANSIT) was established by the New Jersey Public Transportation Act of 1979 “the Act” (N.J.S.A. 27:25-1 et seq.) as the instrumentality of the State of New Jersey to establish and provide for the operation and improvement of a coherent public transportation system in the most efficient and effective manner; and

WHEREAS, NJ TRANSIT and its subsidiary entities, NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc., are governed by the Act and its amendments; and

WHEREAS, in accordance with N.J.S.A. 27:25-5, NJ TRANSIT has the statutory authority to make and alter Bylaws for its organization and internal management and for the conduct of its affairs and business; and

WHEREAS, pursuant to the 2018 NJ TRANSIT statutory amendments (P.L. 2018, c. 162) to the Act, and in accordance with N.J.S.A. 27:25-4.1a.(8), the Board of Directors of the corporation shall adopt corporate Bylaws, which shall be reviewed and updated at least once every five years; and

WHEREAS, the NJ TRANSIT corporate Bylaws were last amended in 2002, NJ TRANSIT staff reviewed and updated the Bylaws to bring them in line with the 2018 statutory amendments, current titles, and dollar threshold authority to take into consideration the economic changes over the past two decades, among other substantive and non-substantive changes for the Board’s consideration;

NOW, THEREFORE, BE IT RESOLVED that the NJ TRANSIT Board of Directors approves and adopts the revised Bylaws of the New Jersey Transit Corporation (Exhibit A), NJ TRANSIT Bus Operations, Inc. (Exhibit B), NJ TRANSIT Rail Operations, Inc. (Exhibit C), NJ TRANSIT Mercer, Inc. (Exhibit D), and NJ TRANSIT Morris, Inc. (Exhibit E).

DRAFT

BYLAWS

OF THE

NEW JERSEY TRANSIT CORPORATION

THIS DOCUMENT SUPERSEDES THE BYLAWS

DATED NOVEMBER 13, 2002

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PREAMBLE

This body corporate and politic having been created by the "New Jersey Public Transportation Act of 1979", P.L. 1979, c.150, as subsequently supplemented and amended, (the "Act"),¹ is named New Jersey Transit Corporation ("NJ TRANSIT"), and pursuant to Section 5c of the Act, is authorized to make and alter such Bylaws for the conduct of its affairs and business as it may deem appropriate.² The Bylaws of NJ TRANSIT follow:

ARTICLE I. NJ TRANSIT CORPORATION

SECTION 1. OFFICES. The principal offices of NJ TRANSIT shall be located in the City of Newark, County of Essex, State of New Jersey. NJ TRANSIT may have offices at such other places as the business of NJ TRANSIT may require or make desirable as determined by the Board of Directors (the "Board").³

SECTION 2. SEAL. NJ TRANSIT shall have a seal which shall bear the words "New Jersey Transit Corporation Established 1979", or other language similar thereto, and shall be of such design as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, affairs, and business of NJ TRANSIT shall be directed by the Board to the extent of powers and authority allocated to the Board by the Act, and as may be delegated by the Board in these Bylaws.⁴

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The Board shall be composed of members whose number, qualifications, appointments and terms of office shall be as provided for by the Act.⁵ No Board member shall serve as the Corporation's Executive Director/President and CEO, Chief Financial Officer, or hold any senior management position while serving as a member of the Board.⁶ No voting Board member may be employed by the corporation. At the time that a Board member takes and subscribes the Board member's oath of office, the Board member shall execute an acknowledgment, in a form developed by the corporation pursuant to the Act.⁷

¹ N.J.S.A. 27:25-1 et seq.

² N.J.S.A. 27:25-5.c.

³ N.J.S.A. 27:25-5.d.

⁴ N.J.S.A. 27:25-5.

⁵ N.J.S.A. 27:25-4.b.

⁶ N.J.S.A. 27:25-4.1.d.

⁷ N.J.S.A. 27:25-4.1.b.(2).

SECTION 3. REGULAR MEETINGS. The Board shall hold a minimum of 10 public board meetings per year⁸ and one-half of the total number of meetings shall be held in the evening.⁹ Unless changed by the Board, regular monthly meetings of the Board shall be held at NJ TRANSIT corporate headquarters at a time and place to be established. As approved by the Chairperson, the Board shall be permitted to perform any of the following by means of communication or other electronic equipment: conduct a public meeting and any public business, cause a meeting to be open to the public, vote or receive public comment. The June meeting shall serve as the annual meeting as provided under Section 4 of this Article II. The Secretary shall give adequate notice of all meetings and any changes to meetings, in accordance with “Senator Byron M. Baer Open Public Meetings Act”¹⁰ and the Act.¹¹

SECTION 4. ANNUAL MEETING. An annual meeting shall be held at which the Board shall take the following actions:

- a. adopts the annual notice of meetings in accordance with the “Senator Byron M. Baer Open Public Meetings Act,”¹² and the Act;¹³ and
- b. designates a Vice Chairperson and Secretary pursuant to the Act¹⁴ and Article III, Section 2 of these Bylaws.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called at any time by the Chairperson. The Chairperson may fix a time and place to hold any special meeting. The Secretary shall be informed of the call of such special meeting sufficiently in advance to permit the Secretary to give adequate notice pursuant to the " Senator Byron M. Baer Open Public Meetings Act,"¹⁵ and the Act.¹⁶

SECTION 6. EMERGENCY MEETINGS. Emergency meetings may be called by the Chairperson at any time in accordance with the “Senator Byron M. Baer Open Public Meetings Act,”¹⁷ and the Act.

⁸ N.J.S.A. 27:25-4.g.(2).

⁹ N.J.S.A. 27:25-4.g.(1).

¹⁰ N.J.S.A. 10:4-6 et seq.

¹¹ N.J.S.A. 27:25- 4.g.(1).

¹² N.J.S.A. 10:4-6 et seq.

¹³ N.J.S.A. 27:25-4.g.(1).

¹⁴ N.J.S.A. 27:25-4.b.

¹⁵ N.J.S.A. 10:4-6 et seq.

¹⁶ N.J.S.A. 27:25-4.g.(1).

¹⁷ N.J.S.A. 10:4-6 et seq.

SECTION 7. QUORUM. A majority of the sworn voting members of the Board shall constitute a quorum.¹⁸ If a quorum is not present at any meeting of the Board, a majority of the voting Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the “Senator Byron M. Baer Open Public Meetings Act,”¹⁹ and the Act.²⁰

SECTION 8. MANNER OF ACTING. The number of members present shall be recorded by the Secretary on any question presented. Actions may be taken and motions and resolutions adopted by the Board upon the affirmative vote of a majority of the appointed members who are authorized to vote.

SECTION 9. MINUTES. A true copy of the minutes of every meeting of the Board shall be delivered forthwith, by and under the certification of the Secretary, to the Governor pursuant to the Act.²¹

SECTION 10. VACANCIES. Any vacancies occurring among the members of the Board shall be filled in the manner provided for by the Act, as may be amended. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.²²

SECTION 11. EXPENSES. Board members, other than those serving ex officio, shall serve without compensation,²³ but each member of the Board shall be reimbursed for actual expenses necessarily incurred in the performance of NJ TRANSIT duties.²⁴

SECTION 12. COMMITTEES. Committees of the Board shall be comprised of not less than three Board members who shall possess the necessary skills to understand the duties and functions of the committee.²⁵ One of the Board members shall serve as the Committee's Chairperson. The members and Chairperson of each Committee shall be appointed by, and serve at the pleasure of, the Chairperson of the Board. If a Committee member is unavailable to attend a meeting, and notifies the Chairperson, the Chairperson may appoint an alternate.

¹⁸ N.J.S.A. 27:25-4.e .

¹⁹ N.J.S.A. 10:4-6 et seq.)

²⁰ N.J.S.A. 27:25-4.g.(1).

²¹ N.J.S.A. 27:25-4.f.

²² N.J.S.A. 27:25-4.e.

²³ N.J.S.A. 27:25-4.c.

²⁴ N.J.S.A. 27:25-4.c.

²⁵ N.J.S.A. 27:25-4.1.e. through h.

The standing Committees will be Administration; Operations and Customer Service; Capital Planning, Policy, and Privatization; and Audit, their duties, and functions shall be as set forth in the Act. The standing Committees shall meet no less than on a quarterly basis. Ad hoc committees shall meet on an as-needed basis and may be appointed by the Chairperson of the Board as the Chairperson deems appropriate.

ARTICLE III. OFFICERS

SECTION 1. NUMBER. The officers of NJ TRANSIT shall be a Chairperson, Vice Chairperson, Executive Director/President & CEO, Auditor General, Chief Ethics Officer, Treasurer/Chief Financial Officer, Deputy Treasurer, and Secretary. The Chief Legal Officer, Senior Vice Presidents, Chiefs, and an Assistant Secretary may be appointed in accordance with Section 2 of this Article III and shall be deemed officers of NJ TRANSIT. The Board may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. APPOINTMENTS AND TERMS OF OFFICE. The Chairperson shall be the Commissioner of Transportation.²⁶ The Vice Chairperson shall be designated annually from among the remaining members of the Board.²⁷ The Secretary shall be designated annually and need not be a member of the Board.²⁸

The Executive Director/President & CEO, Auditor General, Chief Ethics Officer, Treasurer/Chief Financial Officer, and Deputy Treasurer shall not be members of the Board and shall be designated at any annual, regular or special meeting and hold office for such term or period of time and at such salary as the Board shall determine. The Executive Director/President & CEO, or their designee, may appoint the Chief Legal Officer, Senior Vice Presidents, and Chiefs who shall not be members of the Board.²⁹ The Secretary may appoint an Assistant Secretary from among the employees of NJ TRANSIT.

²⁶ N.J.S.A. 27:25-4.d.

²⁷ N.J.S.A. 27:25-4.b.

²⁸ N.J.S.A. 27:25-4.b.

²⁹ N.J.S.A. 27:25-4.1.d and i.(1)

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson, or their department designee in the absence of the Vice Chair, shall preside at all Board meetings of NJ TRANSIT and shall have general control over the business and affairs of NJ TRANSIT.

SECTION 2. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability, or absence, or when requested to perform such duties by the Chairperson.³⁰ The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board. In the event the Chairperson, Vice Chairperson, or the Chairperson's designee, is not available, the Chairperson may designate another member of the Board to perform duties of the Chairperson.

SECTION 3. SECRETARY. The Secretary shall keep the official NJ TRANSIT minutes of the actions taken at the Board meetings of NJ TRANSIT and shall transmit the minutes of the Board to the Governor on behalf of NJ TRANSIT. The Secretary shall keep the seal of NJ TRANSIT, shall certify, when required to, copies of documents, and shall, from time to time, perform such other duties as shall be assigned to him/her by the Board or Executive Director/President & CEO. The Secretary may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 4. ASSISTANT SECRETARY. If appointed, the Assistant Secretary shall have such powers and shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary, the Assistant Secretary shall have the powers and perform the duties of the Secretary.

SECTION 5. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer shall have custody of all funds of NJ TRANSIT. They shall perform, in general, all the duties incident to the office of Treasurer/Chief Financial Officer, and such other duties as may from time to time be assigned to him/her by the Board or Executive Director/President & CEO. The actions of the Treasurer/Chief Financial Officer shall be consistent with the policies adopted by the Board. The Treasurer/Chief Financial Officer may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 6. DEPUTY TREASURER. The Deputy Treasurer shall have such powers and shall perform such duties as may be assigned to them by the Treasurer/Chief Financial Officer. In the absence of the

³⁰ N.J.S.A. 27:25-4.b.

Treasurer/Chief Financial Officer, the Deputy Treasurer shall have the powers and perform the duties of the Treasurer/Chief Financial Officer.

SECTION 7. EXECUTIVE DIRECTOR/PRESIDENT & CHIEF EXECUTIVE OFFICER (CEO). The Executive Director may use the title “President & Chief Executive Officer” or “President & CEO” and shall have all the power and authority delegated to the Executive Director/President & CEO in accordance with these Bylaws, actions of the Board, or otherwise pursuant to the provisions of the Act. They shall, subject to the provisions of these Bylaws, be generally in administrative charge of all activities of NJ TRANSIT and shall exercise the broad managerial prerogatives commonly associated with such positions.

SECTION 8. DEPUTY EXECUTIVE DIRECTOR/DEPUTY CHIEF EXECUTIVE OFFICER (DCEO). If appointed, the Deputy Executive Director/Deputy Chief Executive Officer shall have such powers and perform such duties as may be assigned by the Executive Director/President & CEO.

SECTION 9. SENIOR VICE PRESIDENT (SVP). Senior Vice Presidents shall have such powers and perform such duties as may be assigned by the Executive Director/President & CEO.

SECTION 10. CHIEF LEGAL OFFICER. If appointed pursuant to N.J.S.A. 27:25-5.z., the Chief Legal Officer shall have such powers and perform such duties as may be assigned by the Executive Director/President & CEO.³¹

SECTION 11. AUDITOR GENERAL. The Board shall appoint an Auditor General who shall have such powers and perform such duties as provided by law and as may be assigned by the Board. The Auditor General shall report directly to the Board of Directors, through the Audit Committee, as set forth the Act.

SECTION 12. CHIEF ETHICS OFFICER. The Board shall appoint a Chief Ethics Officer pursuant to N.J.S.A. 27:25-5.26. The Chief Ethics Officer shall have such powers and perform such duties as provided by law and as may be assigned by the Board.³²

ARTICLE V. ORDER OF BUSINESS

The order of business at regular monthly meetings of the Board shall be:

- a. Roll Call

³¹ N.J.S.A. 27:25-5.z.

³² N.J.S.A. 27:25-5.26.

- b. Approval of the minutes of the previous meeting
- c. Report of Executive Director/President & CEO
- d. New Business

ARTICLE VI. ADMINISTRATIVE POWERS

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board, the Executive Director/President & CEO shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provisions of these Bylaws.

SECTION 1. DELEGATION. The Executive Director/President & CEO may delegate to any other officer or member of the staff, in whole or in part, any power, authority, or discretion, conferred upon them by any of the provisions by these Bylaws or by any resolution heretofore or hereafter adopted by the Board; provided, however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation.³³ To the extent any such delegation is made, it shall be in writing and delivered to the Secretary, who shall maintain a permanent record of all such delegations of authority and power.

SECTION 2. PERSONNEL. The employment of NJ TRANSIT’s non-agreement personnel is “at-will” in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or NJ TRANSIT, at any time, with or without cause or notice. The Executive Director/President & CEO, or their designee, may:

- a. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to NJ TRANSIT staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- c. Make promotions and demotions within the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- d. Terminate appointments to the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting personnel;

³³ N.J.S.A. 27:25-5.q.

- f. Approve, administer, and maintain salaries, salary ranges, adjustments thereto, merit increases, and employee benefit programs; and
- g. Prepare, approve and enact additions, deletions, and modifications to Personnel Policies and Procedures.

SECTION 3. CONTRACTING POWERS. The Executive Director/President & CEO shall, subject to provisions of the Act, have the following powers, the exercise of which shall be discretionary and not mandatory:

- a. To authorize or arrange for expenditures pursuant to contracts or purchase orders, upon such terms and conditions as they may deem proper, which expenditures are authorized in the operating budget, any appropriations act and or the capital program and are:
 - 1. Purchases and Acquisitions which are awarded pursuant to the following dollar thresholds:
 - (a) \$12,500,000 if such contracts or purchase orders are awarded pursuant to competitive bidding procedures, including publicly advertised contracts, Cooperative Purchasing, General Services Administration (GSA) and State Contracts;
 - i. Dollar thresholds shall not apply to the purchase of fuel or propulsion (e.g. electricity) necessary for the operation of rolling stock, revenue and non-revenue vehicles, which support, maintain, or secure the public transportation system.
 - (b) \$3,125,000 if such contracts or purchase orders are awarded pursuant to Board-approved competitive procurement regulations or policies other than competitive bidding procedures covered under (a);
 - (c) \$1,000,000 for any sole-source procurement or any other such Procurement by Exception (PBE) of goods or services which may under the Act be procured without a competitive process;

- (d) Any procurement pursuant to Section 2 of N.J.S.A.52:34-7 if such expenditures are for the construction, alteration, or repair of any building or facility; or
 - (e) Any other dollar threshold approved by the Board of Directors.
- 2. For any amount, if the Executive Director/President & CEO determines that public exigency requires the immediate delivery of goods or service, including circumstances that will: (i) seriously interrupt the delivery of public transportation service; (ii) create a serious risk to life, health or safety of NJ TRANSIT employees or the riding public; or (iii) cause NJ TRANSIT or the State to lose a significant amount of money or significantly jeopardize the assets of NJ TRANSIT and actions need to be taken in advance of the next Board meeting; providing, however, that when the expenditure exceeds \$1,000,000 the Executive Director/President & CEO may act only after consulting with the Chairperson, or in their absence, the Vice Chairperson. Any expenditure in excess of \$250,000 shall be promptly reported to the Board.
- 3. Releases of any amount against a contract, up to the board approved limit for that contract, where the subject contract has been awarded pursuant to publicly advertised bidding procedures, including publicly advertised contracts.
- b. To execute such contracts on behalf of NJ TRANSIT and to exercise any rights and to perform any obligations vested in or assumed by NJ TRANSIT pursuant to Section 3, paragraph a above.
- c. To require a bond or other instrument securing the performance of any such contract or purchase order executed by them whenever they deem it advisable under the circumstances.
- d. In order to implement activities and projects for which funding has been authorized, to execute routine force account, interagency, and other agreements with (1) federal, state, bi-state, and local (county or municipal) agencies and institutions; (2) independent State Authorities, Transportation Management Associations (TMAs) and other non-profit organizations; (3) public and private railroads and other public and private transportation providers; or (4) public and private utilities for the provision of customary utility services and for relocation or modification of their distribution systems as required by capital

projects in order to advance and implement NJ TRANSIT's operating budget and capital program.

- e. To contract with any of its subsidiaries upon such terms and conditions as they may deem appropriate.

SECTION 4. MINOR SERVICE AND FARE MODIFICATIONS. The Executive Director/President & CEO may set or modify fares for new or promotional services consistent with Board approvals and adopted policy and make such minor service and fare modifications as are permitted by the Act, as amended.³⁴

SECTION 5. RECORD KEEPING. In accordance with applicable record retention policies, the Executive Director/President & CEO shall keep records available for the Board of (1) all contracts, purchase orders, and change orders entered into pursuant to Section 3 of this Article VI; and (2) all actions taken pursuant to Sections 4 and 6 through 15 of this Article VI; and (3) appropriate financial information.

SECTION 6. LEASES, PERMITS AND LICENSES. On behalf of NJ TRANSIT, the Executive Director/President & CEO may enter into, amend, and terminate:

- a. permits and licenses for the use and occupancy of NJ TRANSIT-owned property in accordance with NJ TRANSIT policies and procedures and in accordance with terms and conditions as set forth at N.J.A.C. 16:77-1.1 et. seq., if applicable.
- b. agreements for the lease, as lessor, of real or personal property for a term not to exceed 25 years (including options) where any such agreement includes any one of the following:
 - 1. is unconditionally revocable without cause by NJ TRANSIT upon 120 days' notice or less; or
 - 2. requires payment to NJ TRANSIT of a fixed monetary consideration either alone or combined with a percentage or other variable additional rental or fee and such fixed consideration (exclusive of any separate obligations of the occupant or user to pay for utilities, insurance, services, or other such obligation) does not exceed \$1,000,000 per

³⁴ N.J.S.A. 27:25-4.1.a.1., N.J.S.A. 27:25-5.n, and N.J.S.A. 27:25-8.d. and f.

annum in the case of real and personal property, and under the terms of such agreement NJ TRANSIT does not incur any fixed liability for termination; or

3. substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property; or
 4. is a renewal, extension, amendment, or modification of an existing agreement with terms and conditions at least as favorable to NJ TRANSIT provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property.
- c. agreements for the lease, as lessee, of real or personal property for a term not to exceed ten years (including options) where any such agreement includes any one of the following:
1. is unconditionally revocable without cause by NJ TRANSIT upon ninety days' notice or less; or
 2. requires payment by NJ TRANSIT of a fixed monetary consideration and such fixed consideration (exclusive of any separate obligations of NJ TRANSIT to pay for utilities, insurance, services, or other such obligation) does not exceed \$500,000 per annum in the case of real and personal property, and under the terms of such agreement NJ TRANSIT does not incur any fixed liability for termination; or
 3. substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property; or
 4. is a renewal, extension, amendment, or modification of an existing agreement with terms and conditions at least as favorable to NJ TRANSIT provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property.

SECTION 7. SALE, PURCHASE, AND UTILIZATION OF PROPERTY. The Executive Director/President & CEO may:

- a. Authorize, arrange, execute, and terminate contracts for:
 1. Sale of personal property owned by NJ TRANSIT upon such terms and conditions as he/she may deem proper where the amount of any such contract is not in excess of \$250,000;
 2. Purchase, sale, or other encumbrance or conveyance of real property upon such terms as he/she may deem proper where the value of any such real property shall be determined by an independent appraisal to be \$1,000,000 or less and annual revenue value of \$500,000 or less; and
 3. Sale of property identified as scrap.
- b. Sign all deeds and other forms of conveyance or transfers of interests in real and personal property when authorized by the Board or subsequent to a transaction pursuant to these Bylaws.

SECTION 8. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES. The Executive Director/President & CEO may authorize intervention and participation on behalf of NJ TRANSIT in proceedings before federal and state legislative bodies; and may request the Attorney General, Chief Legal Officer, or counsel of their choosing, to intervene and participate before regulatory bodies or any other administrative tribunal of the United States or the State of New Jersey or their subdivisions.

SECTION 9. ACCEPTANCE OF PERFORMANCE. The Executive Director/President & CEO may accept and approve performance by any contractor under any contract. The Executive Director/President & CEO may also make a final certification for payment, in accordance with procedures he/she shall establish, of all duly authorized and authenticated items of expenditure for payment from any NJ TRANSIT funds from whatever source derived.

SECTION 10. LEGAL ADVICE AND LITIGATION. The Executive Director/President & CEO may request the Chief Legal Officer, the Attorney General, or other legal counsel retained for any purpose to provide advice and request such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of NJ TRANSIT and pay all judgments.³⁵

SECTION 11. SETTLEMENT OF CLAIMS AND DISPUTES. The Executive Director/President & CEO may settle all claims and disputes with the following limitations:

- a. By NJ TRANSIT where the recorded write-off/adjustment or credit does not exceed \$1,000,000, and;
- b. Against NJ TRANSIT up to \$1,000,000, or in the case of a contract dispute or claim when the settlement together with all contract obligations does not exceed the contract amount authorized by the Board of Directors.

SECTION 12. INSURANCE. The Executive Director/President & CEO may authorize or arrange for the purchase, termination, or renewal of any type of insurance where the total premium for the term of the purchase or renewal is not in excess of \$1,000,000.

SECTION 13. TRANSFER OF FUNDS. Subject to the limitations of applicable law, the Executive Director/President & CEO may transfer funds among items of the budget into or out of any account.

SECTION 14. HEARINGS. The Executive Director/President & CEO or his/her designee may authorize and hold hearings which may be required under the Act, as amended, or any other law, or which he/she may otherwise deem appropriate.

SECTION 15. SCOPE OF ADMINISTRATIVE POWERS. The powers herein vested in the Executive Director/President & CEO shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises power in any such case, such action shall not be construed or deemed to affect the power of the Executive Director/President & CEO to act in similar cases in the future.

³⁵ N.J.S.A. 27:25-5.z.

ARTICLE VII. INDEMNIFICATION OF BOARD MEMBERS, OFFICERS, AND EMPLOYEES

Each person now or hereafter who was or is a party or threatened to be made a party, to any pending, threatened or completed action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of NJ TRANSIT), by reason of the fact that such person is or was a member of the Board, officer or employee of NJ TRANSIT, shall be defended and indemnified by NJ TRANSIT or its insurance carrier for all damages incurred in connection therewith according to the terms governed by N.J.S.A. 59:1-1 et seq. Claims Against Public Entities. Any Board member may request that they be represented in their individual capacity by an attorney of their choice and approved by the Attorney General or the Corporation's Chief Legal Officer. The full cost of such representation shall be borne by NJ TRANSIT if it is not covered by insurance.

The Executive Director/President & CEO shall take all steps necessary to carry out the purposes of this Article including the procurement of Directors and Officers liability insurance. With respect to Directors and Officers liability insurance, NJ TRANSIT shall assume the financial responsibility for the deductible portion, if any, of claims which may arise against a Board member, officer, or employee of NJ TRANSIT and its subsidiaries in the course of carrying out his/her duties.

ARTICLE VIII. BUDGET

Whenever reference in these Bylaws is made to a budget it shall mean a budget approved or adopted by the Board. The Board shall adopt a final budget annually.

ARTICLE IX. BANKING, RETIREMENT PLANS, AND OPERATING INVESTMENT CASH

All funds and cash or cash equivalents, publicly-traded securities and assets of defined contribution plans shall be deposited in such banks, or other financial institutions, or Trustees, as approved by the Board, or Treasurer / Chief Financial Officer as described herein, or such funds, assets, and cash of NJ TRANSIT may be invested from time to time as the Board may direct.

The Treasurer / Chief Financial Officer is authorized to invest and deposit funds of NJ TRANSIT in any obligations or depositories which are consistent with the investment policies of the State of New Jersey Cash Management Fund as permitted under P.L. 1950, c.270 and subsequent legislation or as otherwise prescribed by the Board, including money market funds, commercial paper, instruments of United States Government Agencies and the United States Treasury.

Board approval is required to: establish an initial account relationship with banks and other financial institutions for which the Board has not previously directed and prescribed; or, effectively sever or end the banking or financial relationship. Board approval is not required to establish (1) additional accounts at banks or other financial institutions which relationships were previously Board-approved and (2) relationships with credit/debit card issuers, processing banks, and related companies for the electronic transmission and/or settlement of transactions involving passenger fares, merchandise, commodities or electronic settlement of accounts due to or owed by NJ TRANSIT in the ordinary course of business.

ARTICLE X. AMENDMENTS AND SUSPENSION

The provisions of these Bylaws may be amended or suspended, in whole or part, by a resolution duly adopted at any Board meeting. The Bylaws shall be reviewed and updated at least once every five years.

DRAFT

BYLAWS

OF

NJ TRANSIT BUS OPERATIONS, INC.

SUBSIDIARY OF

NEW JERSEY TRANSIT CORPORATION

THIS DOCUMENT SUPERSEDES THE BYLAWS

DATED NOVEMBER 13, 2002

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PREAMBLE

This body corporate and politic, a wholly owned subsidiary of the New Jersey Transit Corporation (NJ TRANSIT), acquired pursuant to the "New Jersey Public Transportation Act of 1979", P.L. 1979, c.150, as subsequently supplemented and amended, (the "Act"), is named NJ TRANSIT Bus Operations, Inc. (NJTBus), and is authorized to make and alter such Bylaws for the conduct of its affairs and business as it may deem appropriate. The Bylaws of NJTBus follow:

ARTICLE I. NJTBus

SECTION 1. OFFICES. The principal offices of NJTBus shall be located at 180 Boyden Avenue in the Township of Maplewood, County of Essex, State of New Jersey. NJTBus may have offices at such other places as the business of NJTBus may require or make desirable as determined by the Board of Directors (the "Board").

SECTION 2. SEAL. NJTBus shall have a seal which shall bear the words "NJ TRANSIT Bus Operations, Inc.", or other language similar thereto, and shall be of such design as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, affairs, and business of NJTBus shall be directed by the Board to the extent of powers and authority allocated to the Board by the Act, and as may be delegated by the Board in these Bylaws.¹

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of members of the Board of NJ TRANSIT, which members shall serve as long as they are members of the NJ TRANSIT Board.² No Board member shall serve as the Corporation's Executive Director/President and CEO, Chief Financial Officer, or hold any senior management position while serving as a member of the Board.³ No voting Board member may be employed by the corporation.

¹ N.J.S.A. 27:25-5.

² N.J.S.A. 27:25-4.b.

³ N.J.S.A. 27:25-4.1.d.

SECTION 3. REGULAR MEETINGS. The Board shall hold a minimum of 10 public board meetings per year⁴ and one-half of the total number of meetings shall be held in the evening.⁵ Unless changed by the Board, regular monthly meetings of the Board shall be held at NJ TRANSIT corporate headquarters at a time and place to be established concurrent with the meeting of the NJ TRANSIT Board. As approved by the Chairperson, the Board shall be permitted to perform any of the following by means of communication or other electronic equipment: conduct a public meeting and any public business, cause a meeting to be open to the public, vote or receive public comment. The June meeting shall serve as the annual meeting as provided under Section 4 of this Article II. The Secretary shall give adequate notice of all meetings and any changes to the meetings, in accordance with "Senator Byron M. Baer Open Public Meetings Act"⁶ and the Act.⁷

SECTION 4. ANNUAL MEETING. An annual meeting shall be held at which the Board shall adopt the annual notice of meetings in accordance with the "Senator Byron M. Baer Open Public Meetings Act" ⁸ and the Act. ⁹

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board may be called at any time by the Chairperson. The Chairperson may fix a time and place to hold any special meeting. The Secretary shall be informed of the call of such special meeting sufficiently in advance to permit the Secretary to give adequate notice pursuant to the "Senator Byron M. Baer Open Public Meetings Act" ¹⁰ and the Act.¹¹

SECTION 6. EMERGENCY MEETINGS. Emergency meetings may be called by the Chairperson at any time in accordance with the "Senator Byron M. Baer Open Public Meetings Act" ¹² and the Act.

SECTION 7. QUORUM. A majority of sworn voting members of the Board shall constitute a quorum. ¹³ If a quorum is not present at any meeting of the Board, a majority of the voting Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall

⁴ N.J.S.A. 27:25-4.g.(2).

⁵ N.J.S.A. 27:25-4.g.(1).

⁶ N.J.S.A. 10:4-6 et seq.

⁷ N.J.S.A. 27:25- 4.g.(1)

⁸ N.J.S.A. 10:4-6 et seq.

⁹ N.J.S.A. 27:25-4.g.(1).

¹⁰ N.J.S.A. 10:4-6 et seq.

¹¹ N.J.S.A. 27:25-4.g.(1).

¹² N.J.S.A. 10:4-6 et seq.

¹³ N.J.S.A. 27:25-4.e .

be given in accordance with the requirements of the "Senator Byron M. Baer Open Public Meetings Act"¹⁴ and the Act.¹⁵

SECTION 8. MANNER OF ACTING. The number of members present shall be recorded by the Secretary on any question presented. Actions may be taken and motions and resolutions adopted by the Board upon the affirmative vote of a majority of the appointed members who are authorized to vote.

SECTION 9. MINUTES. A true copy of the minutes of every meeting of the Board shall be delivered forthwith, by and under the certification of the Secretary, to the Governor pursuant to the Act.¹⁶

SECTION 10. VACANCIES. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

SECTION 11. EXPENSES. Board members, other than those serving ex officio, shall serve without compensation,¹⁷ but each member of the Board shall be reimbursed for actual expenses necessarily incurred in the performance of NJTBus duties unless otherwise reimbursed by NJ TRANSIT.

ARTICLE III. OFFICERS

SECTION 1. NUMBER. The officers of NJBus shall be a Chairperson, Vice Chairperson, President, Senior Vice President and General Manager, Treasurer, and Secretary who shall be selected in accordance with Section 2 of this Article III. One or more Assistant Treasurers and Assistant Secretaries may be appointed in accordance with said Section 2. The Board may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. APPOINTMENTS AND TERMS OF OFFICE. The Chairperson, Vice Chairperson and Secretary of NJ TRANSIT shall serve, ex officio, as Chairperson, Vice Chairperson and Secretary of NJTBus. The Executive Director/President and CEO of NJ TRANSIT shall serve, ex officio, as President. The Senior Vice President and General Manager shall be appointed by the President, with

¹⁴ N.J.S.A. 10:4-6 et seq.)

¹⁵ N.J.S.A. 27:25-4.g.(1).

¹⁶ N.J.S.A. 27:25-4.f.¹⁷ N.J.S.A. 27:25-4.c.

¹⁷ N.J.S.A. 27:25-4.c.

concurrence by the Board of Directors. The Treasurer shall be appointed by the President and serve at his/her discretion.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson, or their department designee in the absence of the Vice Chair, shall preside at all Board meetings of NJTBus and shall have general control over the business and affairs of NJTBus subject to the direction of the NJT Bus Board.

SECTION 2. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson.¹⁸ The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board. In the event the Chairperson, Vice Chairperson, or the Chairperson's designee, is not available, the Chairperson may designate another member of the Board to perform duties of the Chairperson.

SECTION 3. PRESIDENT. The President shall have the power and authority delegated to him/her in accordance with these Bylaws, actions of the Board and shall, subject to the provisions of these Bylaws, be generally in charge of the business affairs of NJTBus.

SECTION 4. SENIOR VICE PRESIDENT AND GENERAL MANAGER. The Senior Vice President and General Manager shall have all the power and authority delegated to him/her by the President in accordance with the Bylaws and actions of the Board.

SECTION 5. SECRETARY. The Secretary shall keep the official NJTBus minutes of the actions taken at the Board meetings of NJTBus and shall transmit the minutes of the Board to the Governor on behalf of NJTBus. The Secretary shall keep the seal of NJTBus, shall certify, when required to, copies of documents, and shall, from time to time, perform such other duties as shall be assigned to him/her by the Board or President. In the event an Assistant Secretary is not appointed, the Secretary may designate a person to perform his/her responsibilities in his/her absence. The Secretary may adopt a facsimile signature to be used in the performance of assigned responsibilities.

¹⁸ N.J.S.A. 27:25-4.b.

SECTION 6. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer shall have custody of all funds of NJTBus. They shall perform, in general, all the duties incident to the office of Treasurer/Chief Financial Officer, and such other duties as may from time to time be assigned to him/her by the Board or President. In the event an Assistant Treasurer is not appointed, the Treasurer/Chief Financial Officer may designate a person to perform his/her functions in his/her absence. The Treasurer/Chief Financial Officer may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 7. ASSISTANT SECRETARIES. If appointed, the Assistant Secretaries shall have such powers and shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary, the Assistant Secretaries, in the order designated by the Secretary, shall have the powers and perform in the duties of the Secretary.

SECTION 8. ASSISTANT TREASURERS. If appointed, the Assistant Treasurers shall have such powers and shall perform such duties as may be assigned by the Treasurer/Chief Financial Officer. In the absence of the Treasurer/Chief Financial Officer, the Assistant Treasurers, in the order designated by the Treasurer/Chief Financial Officer, shall have the powers and perform the duties of the Treasurer/Chief Financial Officer.

ARTICLE V. ORDER OF BUSINESS

The order of business at regular monthly meetings of the Board shall be:

- a. Roll Call
- b. Approval of the minutes of the previous meeting
- c. Report of Executive Director/President & CEO of NJ TRANSIT
- d. New Business

ARTICLE VI. ADMINISTRATIVE POWERS

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by

the Board, the President shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provisions of these Bylaws.

SECTION 1. DELEGATION. The President may delegate, in whole or in part, any power, authority or discretion, conferred upon him/her by any of the provisions of these Bylaws or by any resolution heretofore or hereafter adopted by the Board, to any other officer or member of the staff, provided however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation. ¹⁹ To the extent any such delegation is made, it shall be in writing and delivered to the Secretary, who shall maintain a permanent record of all such delegations of authority and power.

SECTION 2. PERSONNEL. The employment of NJTBus's non-agreement personnel is "at-will" in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or NJBus, at any time, with or without cause or notice. The President, or their designee, may:

- a. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to NJTBus staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- c. Make promotions and demotions within the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- d. Terminate appointments to the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting personnel;
- f. Approve, administer and maintain salaries, salary ranges, adjustments thereto, merit increases and employee benefit programs; and
- g. Prepare, approve, and enact additions, deletions, and modifications to Personnel Policies and Procedures.

SECTION 3. CONTRACTING POWERS. The President shall, subject to provisions of the Act, have the following powers, the exercise of which shall be discretionary and not mandatory:

¹⁹ N.J.S.A. 27:25-5.q.

a. To authorize or arrange for expenditures pursuant to contracts or purchase orders, upon such terms and conditions as they may deem proper, which expenditures are authorized in the operating budget, any appropriations act and or the capital program and are:

1. Purchases and Acquisitions which are awarded pursuant to the following dollar thresholds:

(a) \$12,500,000 if such contracts or purchase orders are awarded pursuant to competitive bidding procedures, including publicly advertised contracts, Cooperative Purchasing, General Services Administration (GSA) and State Contracts;

i. Dollar thresholds shall not apply to the purchase of fuel or propulsion (e.g. electricity) necessary for the operation of rolling stock, revenue and non-revenue vehicles, which support, maintain, or secure the public transportation system.

(b) \$3,125,000 if such contracts or purchase orders are awarded pursuant to Board- approved competitive procurement regulations or policies other than competitive bidding procedures covered under (a);

(c) \$1,000,000 for any sole-source procurement or any other such Procurement by Exception (PBE) of goods or services which may under the Act be procured without a competitive process;

(d) Any procurement pursuant to Section 2 of N.J.S.A.52:34-7 if such expenditures are for the construction, alteration, or repair of any building or facility; or

(e) Any other dollar threshold approved by the Board of Directors.

2. For any amount, if the President determines that public exigency requires the immediate delivery of goods or service, including circumstances that will: (i) seriously interrupt the delivery of public transportation service; (ii) create a serious

risk to life, health or safety of NJ TRANSIT employees or the riding public; or (iii) cause NJTBus or the State to lose a significant amount of money or significantly jeopardize the assets of NJTBus and actions need to be taken in advance of the next Board meeting; providing however, that when the expenditure exceeds \$1,000,000 the President may act only after consulting with the Chairperson, or in their absence, the Vice Chairperson. Any expenditure in excess of \$250,000 shall be promptly reported to the Board.

3. Releases of any amount against a contract, up to the board approved limit for that contract, where the subject contract has been awarded pursuant to publicly advertised bidding procedures, including publicly advertised contracts.
- b. To execute such contracts on behalf of NJTBus and to exercise any rights and to perform any obligations vested in or assumed by NJTBus pursuant to Section 3, paragraph a above.
 - c. To require a bond or other instrument securing the performance of any such contract or purchase order executed by them whenever they deem it advisable under the circumstances.
 - d. In order to implement activities and projects for which funding has been authorized, to execute routine force account, interagency and other agreements with (1) federal, state, bi-state and local (county or municipal) agencies and institutions; (2) independent State Authorities, Transportation Management Associations (TMAs) and other non-profit organizations; (3) public and private railroads and other public and private transportation providers; or (4) public and private utilities for the provision of customary utility services and for relocation or modification of their distribution systems as required by capital projects in order to advance and implement NJTBus operating budget and capital program.
 - e. To contract with NJ TRANSIT or any of the subsidiaries of NJ TRANSIT upon such terms and conditions as they may deem appropriate.

SECTION 4. MINOR SERVICE AND FARE MODIFICATIONS. The President may set or modify fares for new or promotional services consistent with Board approvals and adopted policy and make

such minor service and fare modifications as are permitted by the Act, as amended.²⁰

SECTION 5. RECORD KEEPING. In accordance with applicable record retention policies, the President shall keep records available for the Board of (1) all contracts, purchase orders and change orders entered into pursuant to Section 3 of this Article VI; and (2) all actions taken pursuant to Sections 4 and 6 through 11 of this Article VI; and (3) appropriate financial information.

SECTION 6. LEASES, PERMITS AND LICENSES. On behalf of NJTBus, the President may enter into, amend and terminate:

- a. permits and licenses for the use and occupancy of NJTBus owned property in accordance with NJTBus policies and procedures and in accordance with terms and conditions set forth at N.J.A.C. 16:77-1.1 et. seq., if applicable.
- b. agreements for the lease, as lessor, of real or personal property for a term not to exceed 25 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTBus upon 120 days notice or less; or
 - (2) requires payment to NJTBus of a fixed monetary consideration either alone or combined with a percentage or other variable additional rental or fee and such fixed consideration (exclusive of any separate obligations of the occupant or user to pay for utilities, insurance, services or other such obligation) does not exceed \$1,000,000 per annum in the case of real and personal property, and under the terms of such agreement NJTBus does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTBus, provided that the monetary

²⁰ N.J.S.A. 27:25-4.1.a.1., N.J.S.A. 27:25-5.n, and N.J.S.A. 27:25-8.d. and f.

consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property.

- c. agreements for the lease, as lessee, of real or personal property for a term not to exceed 10 years (including options) where any such agreement includes any one of the following:
- (1) is unconditionally revocable without cause by NJTBus upon ninety days notice or less; or
 - (2) requires payment by NJ TRANSIT of a fixed monetary consideration and such fixed consideration (exclusive of any separate obligations of NJTBus to pay for utilities, insurance, services or other such obligation) does not exceed \$500,000 per annum in the case of real and personal property and under the terms of such agreement NJTBus does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTBus provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property.

SECTION 7. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES. The President may authorize intervention and participation on behalf of NJTBus in proceedings before federal and state legislative bodies; and may request the Attorney General, Chief Legal Officer, or counsel of their choosing, to intervene and participate on behalf of NJTBus before regulatory bodies or any other administrative tribunal of the United States or of the State of New Jersey or their subdivisions.

SECTION 8. ACCEPTANCE OF PERFORMANCE. The President may accept and approve performance by any contractor under any contract. The President may also make a final certification for payment, in accordance with procedures he/she shall establish, of all duly authorized and authenticated items of expenditure for payment from any NJ TRANSIT funds from whatever source derived.

SECTION 9. LEGAL ADVICE AND LITIGATION. The President may request the Chief Legal Officer, the Attorney General, or other legal counsel retained for any purpose to provide advice and request such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of NJTBus and pay all judgements.²¹

SECTION 10. TRANSFER OF FUNDS. Subject to the limitation of applicable law, the President may transfer funds among items of the budget.

SECTION 11. SCOPE OF ADMINISTRATIVE POWERS. The powers herein vested in the President shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises a power in any such case, such action shall not be construed or deemed to affect the power of the President to act in similar cases in the future.

ARTICLE VII. BUDGET

Whenever reference in the Bylaws is made to a budget it shall mean a budget approved or adopted by the Board.

ARTICLE VIII. BANKING, RETIREMENT PLANS AND OPERATING INVESTMENT CASH

All funds and cash or cash equivalents, publicly traded securities and assets of defined contribution plans shall be deposited in such banks, or other financial institutions, or Trustees, as approved by the Board, or Treasurer/Chief Financial Officer as described herein, or such funds, assets, and cash of NJTBus may be invested from time to time as the Board may direct.

The Treasurer/Chief Financial Officer is authorized to invest and deposit funds of NJTBus in any obligations or depositories which are consistent with the investment policies of the State of New Jersey Cash Management Fund as permitted under P.L. 1950, c.270 and subsequent legislation or as otherwise prescribed by the Board, including money market funds, commercial paper, instruments of United States Government Agencies and the United States Treasury.

²¹ N.J.S.A. 27:25-5.z.

Board approval is required to: establish an initial account relationship with banks and other financial institutions for which the Board has not previously directed and prescribed; or, effectively sever or end the banking or financial relationship. Board approval is not required to establish (1) additional accounts at banks or other financial institutions which relationships were previously Board-approved and (2) relationships with credit/debit card issuers, processing banks and related companies for the electronic transmission and/or settlement of transactions involving passenger fares, merchandise, commodities or electronic settlement of accounts due to or owed by NJTBus in the ordinary course of business.

ARTICLE IX. AMENDMENTS AND SUSPENSIONS

The provisions of these Bylaws may be amended or suspended, in whole or part, by a resolution duly adopted at any Board meeting. The Bylaws shall be reviewed and updated at least once every five years.

DRAFT

BYLAWS

OF

NJ TRANSIT RAIL OPERATIONS, INC.

SUBSIDIARY OF

NEW JERSEY TRANSIT CORPORATION

THIS DOCUMENT SUPERSEDES THE BYLAWS

DATED NOVEMBER 13, 2002

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PREAMBLE

This body corporate and politic, a wholly owned subsidiary of the New Jersey Transit Corporation (NJ TRANSIT), established pursuant to the "New Jersey Public Transportation Act of 1979", P.L. 1979,c.150, as subsequently supplemented and amended, (the "Act"),¹ is named NJ TRANSIT Rail Operations, Inc., (NJTRail) and is authorized to make and alter such Bylaws for the conduct of its affairs and business as it may deem appropriate. ² The Bylaws of NJ TRANSIT Rail Operations, Inc. follow:

ARTICLE I. NJ TRANSIT Rail Operations, Inc.

SECTION 1. OFFICES. The principal offices of NJTRail shall be located at NJ TRANSIT headquarters in the city of Newark, County of Essex, State of New Jersey. NJTRail may have offices at such other places as the business of NJTRail may require or make desirable as determined by the Board of Directors (the "Board").³

SECTION 2. SEAL. NJTRail shall have a seal which shall bear the words "NJTRail", or other language similar thereto, and shall be of such design as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, affairs, and business of NJTRail shall be directed by the Board, and as may be delegated by the Board in these Bylaws.⁴

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of members of the Board of NJ TRANSIT, which members shall serve as long as they are members of the NJ TRANSIT Board. ⁵ No Board member shall serve as the NJTRail's Executive Director/President and CEO, Chief Financial Officer, or hold any senior management position while serving as a member of the Board.⁶ No voting Board member may be employed by the corporation.

¹ N.J.S.A. 27:25-1 et seq.

² N.J.S.A. 27:25-5.c.

³ N.J.S.A. 27:25-5.d.

⁴ N.J.S.A. 27:25-5.

⁵ N.J.S.A. 27:25-4.b.

⁶ N.J.S.A. 27:25-4.1.d.

SECTION 3. REGULAR MEETINGS. The Board shall hold a minimum of 10 public board meetings per year⁷ and one-half of the total number of meetings shall be held in the evening.⁸ Unless changed by the Board, regular monthly meetings of the Board shall be held at NJ TRANSIT corporate headquarters at a time and place to be established, concurrent with the meeting of the NJ TRANSIT Board. As approved by the Chairperson, the Board shall be permitted to perform any of the following by means of communication or other electronic equipment: conduct a public meeting and any public business, cause a meeting to be open to the public, vote or receive public comment. The June meeting shall serve as the annual meeting as provided under Section 4 of this Article II. The Secretary shall give adequate notice of all meetings and any changes to the meetings, in accordance with "Senator Byron M. Baer Open Public Meetings Act"⁹ and the Act.¹⁰

SECTION 4. ANNUAL MEETING. An annual meeting shall be held at which the Board shall adopt the annual notice of meetings in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ¹¹ and the Act. ¹²

SECTION 5. SPECIAL MEETINGS. Special Meetings of the Board may be called at any time by the Chairperson. The Chairperson may fix a time and place to hold any special meeting. The Secretary shall be informed of the call of such special meeting sufficiently in advance to permit the Secretary to give adequate notice pursuant to the "Senator Byron M. Baer Open Public Meetings Act," ¹³ and the Act.¹⁴

SECTION 6. EMERGENCY MEETINGS. Emergency meetings may be called by the Chairperson at any time in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ¹⁵ and the Act.

SECTION 7. QUORUM. A majority of sworn voting members of the Board shall constitute a quorum. ¹⁶ If a quorum is not present at any meeting of the Board, a majority of the voting Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the "Senator Byron M. Baer Open Public Meetings Act,"¹⁷ and the Act.¹⁸

⁷ N.J.S.A. 27:25-4.g.(2).

⁸ N.J.S.A. 27:25-4.g.(1).

⁹ N.J.S.A. 10:4-6 et seq.

¹⁰ N.J.S.A. 27:25-4.g.(1)

¹¹ N.J.S.A. 10:4-6 et seq.

¹² N.J.S.A. 27:25-4.g.(1).

¹³ N.J.S.A. 10:4-6 et seq.

¹⁴ N.J.S.A. 27:25-4.g.(1).

¹⁵ N.J.S.A. 10:4-6 et seq.

¹⁶ N.J.S.A. 27:25-4.e .

¹⁷ N.J.S.A. 10:4-6 et seq.)

¹⁸ N.J.S.A. 27:25-4.g.(1).

SECTION 8. MANNER OF ACTING. The number of members present shall be recorded by the Secretary on any question presented. Actions may be taken and motions and resolutions adopted by the Board upon the affirmative vote of a majority of the appointed members who are authorized to vote.

SECTION 9. MINUTES. A true copy of the minutes of every meeting of the Board shall be delivered forthwith, by and under the certification of the Secretary, to the Governor pursuant to the Act.¹⁹

SECTION 10. VACANCIES. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

SECTION 11. EXPENSES. Board members, other than those serving ex officio, shall serve without compensation,²⁰ but each member of the Board shall be reimbursed for actual expenses necessarily incurred in the performance of NJTRail duties unless otherwise reimbursed by NJ TRANSIT.

ARTICLE III. OFFICERS

SECTION 1. NUMBER. The officers of NJTRail shall be a Chairperson, Vice Chairperson, President, Senior Vice President and General Manager, Treasurer, and Secretary who shall be selected in accordance with Section 2 of this Article III. One or more Assistant Treasurers and Assistant Secretaries may be appointed in accordance with said Section 2. The Board may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. APPOINTMENTS AND TERMS OF OFFICE. The Chairperson, Vice Chairperson and Secretary of NJ TRANSIT shall serve, ex officio, as Chairperson, Vice Chairperson and Secretary of NJTRail. The Executive Director/President & CEO of NJ TRANSIT shall serve, ex officio, as President. The Senior Vice President and General Manager shall be appointed by the President, with concurrence by the Board of Directors. The Treasurer shall be appointed by the President and serve at his/her discretion.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson, or their department designee in the absence of the

¹⁹ N.J.S.A. 27:25-4.f.

²⁰ N.J.S.A. 27:25-4.c.

Vice Chair, shall preside at all Board meetings of NJTRail and shall have general control over the business and affairs of NJTRail subject to the direction of the NJTRail Board.

SECTION 2. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson. ²¹ The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board. In the event the Chairperson, Vice Chairperson, or the Chairperson's designee, is not available, the Chairperson may designate another member of the Board to perform duties of the Chairperson.

SECTION 3. PRESIDENT. The President shall have the power and authority delegated to him/her in accordance with these Bylaws, actions of the Board and shall, subject to the provisions of these Bylaws, be generally in charge of the business affairs of NJTRail.

SECTION 4. SENIOR VICE PRESIDENT AND GENERAL MANAGER. The Senior Vice President and General Manager shall have all the power and authority delegated to him/her by the President in accordance with the Bylaws and actions of the Board.

SECTION 5. SECRETARY. The Secretary shall keep the official NJTRail, minutes of the actions taken at the Board meetings of NJTRail, and shall transmit the minutes of the Board to the Governor on behalf of NJTRail. The Secretary shall keep the seal of NJTRail, shall certify, when required to, copies of documents, and shall, from time to time, perform such other duties as shall be assigned to him/her by the Board or President. In the event an Assistant Secretary is not appointed, the Secretary may designate a person to perform his/her responsibilities in his/her absence. The Secretary may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 6. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer shall have custody of all funds of NJTRail. They shall perform, in general, all the duties incident to the office of Treasurer/Chief Financial Officer, and such other duties as may from time to time be assigned to him/her by the Board or President. In the event an Assistant Treasurer is not appointed, the Treasurer/Chief Financial Officer may designate a person to perform his/her functions in his/her absence. The Treasurer/Chief Financial Officer may adopt a facsimile signature to be used in the performance of assigned responsibilities.

²¹ N.J.S.A. 27:25-4.b.

SECTION 7. ASSISTANT SECRETARIES. If appointed, the Assistant Secretaries shall have such powers and shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary, the Assistant Secretaries, in the order designated by the Secretary, shall have the powers and perform the duties of the Secretary.

SECTION 8. ASSISTANT TREASURERS. If appointed, the Assistant Treasurers shall have such powers and shall perform such duties as may be assigned by the Treasurer/Chief Financial Officer. In the absence of the Treasurer/Chief Financial Officer, the Assistant Treasurers, in the order designated by the Treasurer/Chief Financial Officer, shall have the powers and perform the duties of the Treasurer/Chief Financial Officer.

ARTICLE V. ORDER OF BUSINESS

The order of business at regular monthly meetings of the Board shall be:

- a. Roll Call
- b. Approval of the minutes of the previous meeting
- c. Report of Executive Director/President & CEO of NJ TRANSIT
- d. New Business

ARTICLE VI. ADMINISTRATIVE POWERS

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board, the President shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provisions of these Bylaws.

SECTION 1. DELEGATION. The President may delegate, in whole or in part, any power, authority or discretion, conferred upon him/her by any of the provisions by these Bylaws or by any resolution heretofore or hereafter adopted by the Board, to any other officer or member of the staff, provided however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation.²² To the extent any such delegation is made, it shall be in writing and delivered to the Secretary, who shall maintain a permanent record of all such delegations of authority and power.

SECTION 2. PERSONNEL. The employment of NJTRail’s non-agreement personnel is “at-will” in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or NJTRail, at any time, with

²² N.J.S.A. 27:25-5.q.

or without cause or notice. The President, or their designee, may:

- a. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to NJTRail staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- c. Make promotions and demotions within the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- d. Terminate appointments to the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting personnel;
- f. Approve, administer and maintain salaries, salary ranges, adjustments thereto, merit increases and employee benefits programs; and
- g. Prepare, approve, and enact additions, deletions, and modifications to Personnel Policies and Procedures.

SECTION 3. CONTRACTING POWERS. The President shall, subject to provisions of the Act, have the following powers, the exercise of which shall be discretionary and not mandatory:

- a. To authorize or arrange for expenditures pursuant to contracts or purchase orders, upon such terms and conditions as they may deem proper, which expenditures are authorized in the operating budget, any appropriations act and or the capital program and are:
 - 1. Purchases and Acquisitions which are awarded pursuant to the following dollar thresholds:
 - (a) \$12,500,000 if such contracts or purchase orders are awarded pursuant to competitive bidding procedures, including publicly advertised contracts, Cooperative Purchasing, General Services Administration (GSA) and State Contracts;
 - i. Dollar thresholds shall not apply to the purchase of fuel or propulsion (e.g. electricity) necessary for the operation of rolling stock, revenue and non-revenue vehicles, which support, maintain, or secure the public transportation system.
 - (b) \$3,125,000 if such contracts or purchase orders are awarded pursuant to Board-

approved competitive procurement regulations or policies other than competitive bidding procedures covered under (a);

- (c) \$1,000,000 for any sole-source procurement or any other such Procurement by Exception (PBE) of goods or services which may under the Act be procured without a competitive process;
- (d) Any procurement pursuant to Section 2 of N.J.S.A.52:34-7 if such expenditures are for the construction, alteration, or repair of any building or facility; or
- (e) Any other dollar threshold approved by the Board of Directors.

2. For any amount, if the President determines that public exigency requires the immediate delivery of goods or service, including circumstances that will: (i) seriously interrupt the delivery of public transportation service; (ii) create a serious risk to life, health or safety of NJ TRANSIT employees or the riding public; or (iii) cause NJTRail or the State to lose a significant amount of money or significantly jeopardize the assets of NJTRail and actions need to be taken in advance of the next Board meeting; providing however, that when the expenditure exceeds \$1,000,000 the President may act only after consulting with the Chairperson, or in their absence, the Vice Chairperson. Any expenditure in excess of \$250,000 shall be promptly reported to the Board.

3. Releases of any amount against a contract, up to the board approved limit for that contract, where the subject contract has been awarded pursuant to publicly advertised bidding procedures, including publicly advertised contracts.

- b. To execute such contracts on behalf of NJTRail and to exercise any rights and to perform any obligations vested in or assumed by NJTRail pursuant to Section 3, paragraph a above.
- c. To require a bond or other instrument securing the performance of any such contract or purchase order executed by them whenever they deems it advisable under the circumstances.
- d. In order to implement activities and projects for which funding has been authorized, to execute routine force account, interagency and other agreements with (1) federal, state, bi-state and local (county or municipal) agencies and institutions; (2) independent State Authorities, Transportation Management Associations (TMAs) and other non-profit

- organizations; (3) public and private railroads and other public and private transportation providers; or (4) public and private utilities for the provision of customary utility services and for relocation or modification of their distribution systems as required by capital projects in order to advance and implement NJTRail operating budget and capital program.
- e. To contract with NJ TRANSIT or any of the subsidiaries of NJ TRANSIT upon such terms and conditions as they may deem appropriate.

SECTION 4. MINOR SERVICE AND FARE MODIFICATIONS. The President may set or modify fares for new or promotional services consistent with Board approvals and adopted policy and make such minor service and fare modifications as are permitted by the Act, as amended.²³

SECTION 5. RECORD KEEPING. In accordance with applicable record retention policies, the President shall keep records available for the Board of (1) all contracts, purchase orders, and change orders entered into pursuant to Section 3 of the Article VI; and (2) all actions taken pursuant to Sections 4 and 6 through 11 of this Article VI; and (3) appropriate financial information.

SECTION 6. LEASES, PERMITS AND LICENSES. On behalf of NJTRail, the President may enter into, amend and terminate:

- a. permits and licenses for the use and occupancy of NJTRail owned property in accordance with NJTRail policies and procedures and in accordance with terms and conditions set forth at N.J.A.C. 16:77-1.1 et. seq., if applicable.
- b. agreements for the lease, as lessor of real or personal property for a term not to exceed 25 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTRail upon 120 days notice or less; or
 - (2) requires payment to or by NJTRail of a fixed monetary consideration either alone or combined with a percentage or other variable additional rental or fee and such fixed consideration (exclusive of any separate obligations of the occupant or user to pay for utilities, insurance, services or other such

²³ N.J.S.A. 27:25-4.1.a.1., N.J.S.A. 27:25-5.n, and N.J.S.A. 27:25-8.d. and f.

obligation) does not exceed \$1,000,000 per annum in the case of real. and personal property, and under the terms of such agreement NJTRail does not incur any fixed liability for termination; or

- (3) substitutes another for the contracting party to an existing agreement provided that the consideration under such agreement does not exceed \$1,000,000 in the case of personal and real property; or
- (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTRail, provided that the monetary consideration under such agreement does not exceed \$1,000,000 in the case of real and personal property.

c. agreements for the lease, as lessee, of real or personal property for a term not to exceed 10 years (including options) where any such agreement includes any one of the following:

- (1) is unconditionally revocable without cause by NJTRail upon ninety days notice or less; or
- (2) requires payment by NJTRail of a fixed monetary consideration and such fixed consideration (exclusive of any separate obligations of NJTRail to pay for utilities, insurance, services or other such obligation) does not exceed \$500,000 per annum in the case of real and personal property and under the terms of such agreement NJTRail does not incur any fixed liability for termination; or
- (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property; or
- (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTRail provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property.

SECTION 7. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES. The President may authorize intervention and participation on behalf of NJTRail in proceedings before federal and state legislative bodies; and may request the Attorney General, Chief Legal Officer, or counsel of their choosing, to intervene and participate on behalf of NJTRail before regulatory bodies or any other administrative tribunal of the United States or of the State of New Jersey or their subdivisions.

SECTION 8. ACCEPTANCE OF PERFORMANCE. The President may accept and approve performance by any contractor under any contract. The President may also make a final certification for payment, in accordance with procedures he/she shall establish, of all duly authorized and authenticated items of expenditure for payment from any NJ TRANSIT funds from whatever source derived.

SECTION 9. LEGAL ADVICE AND LITIGATION. The President may request the Chief Legal Officer, the Attorney General, or other legal counsel retained for any purpose to provide advice and request such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of NJTRail and pay all judgments.²⁴

SECTION 10. TRANSFER OF FUNDS. Subject to the limitations of applicable law, the President may transfer funds among items of the budget.

SECTION 11. SCOPE OF ADMINISTRATIVE POWERS. The powers herein vested in the President shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises a power in any such case, such action shall not be construed or deemed to affect the power of the President to act in similar cases in the future.

ARTICLE VII. BUDGET

Whenever reference in these Bylaws is made to a budget it shall mean a budget approved or adopted by the Board.

ARTICLE VIII. BANKING, RETIREMENT PLANS AND OPERATING INVESTMENT CASH

All funds and cash or cash equivalents, publicly traded securities and assets of defined contribution plans shall be deposited in such banks, or other financial institutions, or Trustees, as approved by the Board, or Treasurer/Chief Financial Officer as described herein, or such funds, assets, and cash of NJTRail may be invested from time to time as the Board may direct.

²⁴ N.J.S.A. 27:25-5.z.

The Treasurer/Chief Financial Officer is authorized to invest and deposit funds of NJTRail in any obligations or depositories which are consistent with the investment policies of the State of New Jersey Cash Management Fund as permitted under P.L. 1950, c.270 and subsequent legislation or as otherwise prescribed by the Board, including money market funds, commercial paper, instruments of United States Government Agencies and the United States Treasury.

Board approval is required to: establish an initial account relationship with banks and other financial institutions for which the Board has not previously directed and prescribed; or, effectively sever or end the banking or financial relationship. Board approval is not required to establish (1) additional accounts at banks or other financial institutions which relationships were previously Board-approved and (2) relationships with credit/debit card issuers, processing banks and related companies for the electronic transmission and/or settlement of transactions involving passenger fares, merchandise, commodities or electronic settlement of accounts due to or owed by NJTRail in the ordinary course of business.

ARTICLE IX. AMENDMENTS AND SUSPENSIONS

The provisions of these Bylaws may be amended or suspended, in whole or part, by a resolution duly adopted at any Board meeting. The Bylaws shall be reviewed and updated at least once every five years.

DRAFT

BYLAWS

OF

NJ TRANSIT MERCER, INC.

SUBSIDIARY OF

NEW JERSEY TRANSIT CORPORATION

THIS DOCUMENT SUPERSEDES THE BYLAWS
DATED NOVEMBER 13, 2002

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PREAMBLE

This body corporate and politic, a wholly owned subsidiary of the New Jersey Transit Corporation (NJ TRANSIT), established pursuant to the "New Jersey Public Transportation Act of 1979", P.L. 1979, c. 150, as subsequently supplemented and amended, (the "Act"), is named NJ TRANSIT Mercer (NJTMercer), and is authorized to make and alter such Bylaws for the conduct of its affairs and business as it may deem appropriate. The Bylaws of NJTMercer follow:

ARTICLE I. NJTMercer

SECTION 1. OFFICES. The principal offices of NJTMercer shall be located at a location to be determined. NJTMercer may have offices at such other places as the business of NJTMercer may require or make desirable as determined by the Board of Directors (the "Board").

SECTION 2. SEAL. NJTMercer shall have a seal which shall bear the words "NJTMercer", or other language similar thereto, and shall be of such design as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, affairs, and business of NJTMercer shall be directed by the Board to the extent of powers and authority allocated to the Board by the Act, and as may be delegated by the Board in these Bylaws.¹

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of members of the Board of NJ TRANSIT, which members shall serve as long as they are members of the NJ TRANSIT Board.² No Board member shall serve as the Corporation's Executive Director/President and CEO, Chief Financial Officer, or hold any senior management position while serving as a member of the Board.³ No voting Board member may be employed by the corporation.

SECTION 3. REGULAR MEETINGS. The Board shall hold a minimum of 10 public board meetings

¹ N.J.S.A. 27:25-5.

² N.J.S.A. 27:25-4.b.

³ N.J.S.A. 27:25-4.1.d.

per year⁴ and one-half of the total number of meetings shall be held in the evening.⁵ Unless changed by the Board, regular monthly meetings of the Board shall be held at NJ TRANSIT corporate headquarters at a time and place to be established, concurrent with the meeting of the NJ TRANSIT Board. As approved by the Chairperson, the Board shall be permitted to perform any of the following by means of communication or other electronic equipment: conduct a public meeting and any public business, cause a meeting to be open to the public, vote or receive public comment. The June meeting shall serve as the annual meeting as provided under Section 4 of this Article II. The Secretary shall give adequate notice of all meetings and any changes to the meetings, in accordance with "Senator Byron M. Baer Open Public Meetings Act"⁶ and the Act.⁷

SECTION 4. ANNUAL MEETINGS. An annual meeting shall be held at which the Board shall adopt the annual notice of meetings in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ⁸ and the Act. ⁹

SECTION 5. SPECIAL MEETINGS. Special Meetings of the Board may be called at any time by the Chairperson. The Chairperson may fix a time and place to hold any special meeting. The Secretary shall be informed of the call of such special meetings sufficiently in advance to permit the Secretary to give adequate notice pursuant to the "Senator Byron M. Baer Open Public Meetings Act."¹⁰ and the Act.¹¹

SECTION 6. EMERGENCY MEETINGS. Emergency meetings may be called by the Chairperson at any time in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ¹² and the Act.

SECTION 7. QUORUM. A majority of sworn voting members of the Board shall constitute a quorum.¹³ If a quorum is not present at any meeting of the Board, a majority of the voting Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the "Senator Byron M. Baer Open

⁴ N.J.S.A. 27:25-4.g.(2).

⁵ N.J.S.A. 27:25-4.g.(1).

⁶ N.J.S.A. 10:4-6 et seq.

⁷ N.J.S.A. 27:25- 4.g.(1)

⁸ N.J.S.A. 10:4-6 et seq.

⁹ N.J.S.A. 27:25-4.g.(1).

¹⁰ N.J.S.A. 10:4-6 et seq.

¹¹ N.J.S.A. 27:25-4.g.(1).

¹² N.J.S.A. 10:4-6 et seq.

¹³ N.J.S.A. 27:25-4.e .

Public Meetings Act."¹⁴ and the Act.¹⁵

SECTION 8. MANNER OF ACTING. The number of members present shall be recorded by the Secretary on any question presented. Actions may be taken and motions and resolutions adopted by the Board upon the affirmative vote of a majority of the appointed members who are authorized to vote.

SECTION 9. MINUTES. A true copy of the minutes of every meeting of the Board shall be delivered forthwith, by and under the certification of the Secretary, to the Governor pursuant to the Act.¹⁶

SECTION 10. VACANCIES. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

SECTION 11. EXPENSES. Board members, other than those serving ex officio, shall serve without compensation,¹⁷ but each member of the Board shall be reimbursed for actual expenses necessarily incurred in the performance of NJTMercer duties unless otherwise reimbursed by NJ TRANSIT.

ARTICLE III. OFFICERS

SECTION 1. NUMBER. The officers of NJTMercer shall be a Chairperson, Vice Chairperson, President, Senior Vice President and General Manager, Treasurer, and Secretary who shall be selected in accordance with Section 2 of this Article III. One or more Assistant Treasurers and Assistant Secretaries may be appointed in accordance with said Section 2. The Board may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. APPOINTMENTS AND TERMS OF OFFICE. The Chairperson, Vice Chairperson and Secretary of NJ TRANSIT shall serve, ex officio, as Chairperson, Vice Chairperson and Secretary of NJTMercer. The Executive Director/President & CEO of NJ TRANSIT shall serve, ex officio, as President. The Senior Vice President and General Manager shall be appointed by the President with concurrence by the Board of Directors. The Treasurer shall be appointed by the President and serve at

¹⁴ N.J.S.A. 10:4-6 et seq.)

¹⁵ N.J.S.A. 27:25-4.g.(1).

¹⁶ N.J.S.A. 27:25-4.f.¹⁷ N.J.S.A. 27:25-4.c.

¹⁷ N.J.S.A. 27:25-4.c.

his/her discretion.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson, or their department designee in the absence of the Vice Chair, shall preside at all meetings of NJTMercer and shall have general control over the business and affairs of NJTMercer subject to the direction of the NJTMercer Board.

SECTION 2. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson.¹⁸ The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board. In the event the Chairperson, Vice Chairperson, or the Chairperson's designee, is not available, the Chairperson may designate another member of the Board to perform duties of the Chairperson.

SECTION 3. PRESIDENT. The President shall have all the power and authority delegated to him/her in accordance with these Bylaws, actions of the Board and shall, subject to the provisions of these Bylaws, be generally in charge of the business affairs of NJTMercer.

SECTION 4. SENIOR VICE PRESIDENT AND GENERAL MANAGER. The Senior Vice President and General Manager shall have all the power and authority delegated to him/her by the President in accordance with the Bylaws and actions of the Board.

SECTION 5. SECRETARY. The Secretary shall keep the official NJTMercer minutes of the actions taken at the Board meetings of NJTMercer and transmit the minutes of the Board to the Governor on behalf of NJTMercer. The Secretary shall keep the seal of NJTMercer, shall certify, when required to, copies of documents, and shall, from time to time, perform such other duties as shall be assigned to him/her by the Board or President. In the event an Assistant Secretary is not appointed, the Secretary may designate a person to perform his/her responsibilities in his/her absence. The Secretary may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 6. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer

¹⁸ N.J.S.A. 27:25-4.b.

shall have custody of all funds of NJTMercer. They shall perform, in general, all the duties incident to the office of Treasurer/Chief Financial Officer, and such other duties as may from time to time be assigned to him/her by the Board or President. In the event an Assistant Treasurer is not appointed, the Treasurer/Chief Financial Officer may designate a person to perform his/her functions in his/her absence. The Treasurer/Chief Financial Officer may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 7. ASSISTANT SECRETARIES. If appointed, the Assistant Secretaries shall have such powers and shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary, the Assistant Secretaries, in the order designated by the Secretary, shall have the powers and perform the duties of the Secretary.

SECTION 8. ASSISTANT TREASURERS. If appointed, the Assistant Treasurers shall have such powers and shall perform such duties as may be assigned by the Treasurer/Chief Financial Officer. In the absence of the Treasurer/Chief Financial Officer, the Assistant Treasurers, in the order designated by the Treasurer/Chief Financial Officer, shall have the powers and perform the duties of the Treasurer/Chief Financial Officer.

ARTICLE V. ORDER OF BUSINESS

The order of business at regular monthly meetings of the Board shall be:

- a. Roll Call
- b. Approval of the minutes of the previous meeting
- c. Report of Executive Director/President & CEO of NJ TRANSIT
- d. New Business

ARTICLE VI. ADMINISTRATIVE POWERS

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board, the President shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provision of these Bylaws.

SECTION 1. DELEGATION. The President may delegate, in whole or in part, any power, authority or discretion, conferred upon him/her by any of the provisions by these Bylaws or by any resolution heretofore or hereafter adopted by the Board, to any other officer or member of the staff, provided however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation.¹⁹ To the extent any such delegation is made, it shall be in writing and delivered to the Secretary, who shall maintain a permanent record of all such delegations of authority and power.

SECTION 2. PERSONNEL. The employment of NJTMercer’s non-agreement personnel is “at-will” in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or NJMercer, at any time, with or without cause or notice. The President may:

- a. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to NJTMercer staff including appointments to the Retirement Alliance Committee for the Employees Retirement Plan, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- c. Make promotions and demotions within the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- d. Terminate appointments to the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and to take all other necessary actions affecting personnel;
- f. Approve administer and maintain salaries, salary ranges, adjustments thereto, merit increases and employee benefit programs; and
- g. Prepare, approve, and enact additions, deletions, and modifications to Personnel Policies and Procedures.

SECTION 3. CONTRACTING POWERS. The President shall, subject to provisions of the Act, have the following powers, the exercise of which shall be discretionary and not mandatory:

- a. To authorize or arrange for expenditures pursuant to contracts or purchase orders, upon

¹⁹ N.J.S.A. 27:25-5.q.

such terms and conditions as they may deem proper, which expenditures are authorized in the operating budget, any appropriations act and or the capital program and are:

1. Purchases and Acquisitions which are awarded pursuant to the following dollar thresholds:
 - (a) \$12,500,000 if such contracts or purchase orders are awarded pursuant to competitive bidding procedures, including publicly advertised contracts, Cooperative Purchasing, General Services Administration (GSA) and State Contracts;
 - i. Dollar thresholds shall not apply to the purchase of fuel or propulsion (e.g. electricity) necessary for the operation of rolling stock, revenue and non-revenue vehicles, which support, maintain, or secure the public transportation system.
 - (b) \$3,125,000 if such contracts or purchase orders are awarded pursuant to Board- approved competitive procurement regulations or policies other than competitive bidding procedures covered under (a);
 - (c) \$1,000,000 for any sole-source procurement or any other such Procurement by Exception (PBE) of goods or services which may under the Act be procured without a competitive process;
 - (d) Any procurement pursuant to Section 2 of N.J.S.A.52:34-7 if such expenditures are for the construction, alteration, or repair of any building or facility; or
 - (e) Any other dollar threshold approved by the Board of Directors.
2. For any amount, if the President determines that public exigency requires the immediate delivery of goods or service, including circumstances that will: (i) seriously interrupt the delivery of public transportation service; (ii) create a serious risk to life, health or safety of NJ TRANSIT employees of the riding public; or (iii) cause NJTMercer or the State to lose a significant amount of money or significantly

jeopardize the assets of NJTMercer and actions need to be taken in advance of the next Board meeting; providing however, that when the expenditure exceeds \$1,000,000 the President may act only after consulting with the Chairperson, or in their absence, the Vice Chairperson. Any expenditure in excess of \$250,000 shall be promptly reported to the Board.

3. Releases of any amount against a contract, up to the board approved limit for that contract, where the subject contract has been awarded pursuant to publicly advertised bidding procedures, including publicly advertised contracts.

- b. To execute such contracts on behalf of NJTMercer and to exercise any rights and to perform any obligations vested in or assumed by NJTMercer pursuant to Section 3, paragraph a above.

- c. To require a bond or other instrument securing the performance of any such contract or purchase order executed by them whenever they deem it advisable under the circumstances.

- d. In order to implement activities and projects for which funding has been authorized, to execute routine force account, interagency and other agreements with (1) federal, state, bi-state and local (county or municipal) agencies and institutions; (2) independent State Authorities, Transportation Management Associations (TMAs) and other non-profit organizations; (3) public and private railroads and other public and private transportation providers; or (4) public and private utilities for the provision of customary utility services and for relocation or modification of their distribution systems as required by capital projects in order to advance and implement NJTMercer's operating budget and capital program.

- e. To contract with NJ TRANSIT or any of the subsidiaries of NJ TRANSIT upon such terms and conditions as they may deem appropriate.

SECTION 4. MINOR SERVICE AND FARE MODIFICATIONS. The President may set or modify fares for new or promotional services consistent with Board approvals and adopted policy and make such minor service and fare modifications as are permitted by the Act, as amended.²⁰

SECTION 5. RECORD KEEPING. In accordance with applicable record retention policies, the

²⁰ N.J.S.A. 27:25-4.1.a.1., N.J.S.A. 27:25-5.n, and N.J.S.A. 27:25-8.d. and f.

President shall, keep records available for the Board of (1) all contracts, purchase orders and change orders entered into pursuant to Section 3 of the Article VI; and (2) all actions taken pursuant to Sections 4 and 6 through 11 of this Article VI; and (3) appropriate financial information.

SECTION 6. LEASES, PERMITS AND LICENSES. On behalf of NJTMercer the President may enter into, amend and terminate:

- a. permits and licenses for the use and occupancy of NJTMercer owned property in accordance with NJTMercer policies and procedures and in accordance with terms and conditions set forth at N.J.A.C. 16:77-1.1 et seq., if applicable.
- b. agreements for the lease, as lessor, of real or personal property for a term not to exceed 25 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTMercer upon 120 days notice or less; or
 - (2) requires payment to NJTMercer of a fixed monetary consideration either alone or combined with a percentage or other variable additional rental or fee and such fixed consideration (exclusive of any separate obligations of the occupant or user to pay for utilities, insurance, services or other such obligation) does not exceed \$1,000,000 per annum in the case of real and personal property, and under the terms of such agreement NJTMercer does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTMercer, provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property.

- c. agreements for the lease, as lessee, of real or personal property for a term not to exceed 10 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTMercer upon ninety days notice or less; or
 - (2) requires payment by NTJMercer of a fixed monetary consideration and such fixed consideration (exclusive of any separate obligations of NJTMercer to pay for utilities, insurance, services or other such obligation) does not exceed \$500,000 per annum in the case of real and personal property; and under the terms of such agreement NJTMercer does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTMercer provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property.

SECTION 7. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES.

The President may authorize intervention and participation on behalf of NJTMercer in proceedings before federal and state legislative bodies; and may request the Attorney General, Chief Legal Officer, or counsel of their choosing, to intervene and participate on behalf of NJTMercer before regulatory bodies or any other administrative tribunal of the United States or of the State of New Jersey or their subdivisions.

SECTION 8. ACCEPTANCE OF PERFORMANCE. The President may accept and approve performance by any contractor under any contract. The President may also make a final certification for payment, in accordance with procedures he/she shall establish, of all duly authorized and authenticated items of expenditure for payment from any NJ TRANSIT funds from whatever source derived.

SECTION 9. LEGAL ADVICE AND LITIGATION. The President may request the Chief Legal Officer, the Attorney General, or other legal counsel retained for any purpose to provide advice and request such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of NJTMercer and pay all judgments.²¹

SECTION 10. TRANSFER OF FUNDS. Subject to the limitations of applicable law, the President may transfer funds among items of the budget.

SECTION 11. SCOPE OF ADMINISTRATIVE POWERS. The powers herein vested in the President shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises a power in any such case, such action shall not be construed or deemed to affect the power of the President to act in similar cases in the future.

ARTICLE VII. BUDGET

Whenever reference in these Bylaws is made to a budget it shall mean a budget approved or adopted by the Board.

ARTICLE VIII. BANKING, RETIREMENT PLANS AND OPERATING INVESTMENT CASH

All funds and cash or cash equivalents, publicly traded securities and assets of defined contribution plans shall be deposited in such banks, or other financial institutions, or Trustees, as approved by the Board, or Treasurer/Chief Financial Officer as described herein, or such funds, assets, and cash of NJTMercer may be invested from time to time as the Board may direct.

The Treasurer/Chief Financial Officer is authorized to invest and deposit funds of NJTMercer in any obligations or depositories which are consistent with the investment policies of the State of New Jersey Cash Management Fund as permitted under P.L. 1950, c.270 and subsequent legislation or as otherwise prescribed by the Board, including money market funds, commercial paper, instruments of United States Government Agencies and the United States Treasury.

Board approval is required to: establish an initial account relationship with banks and other financial

²¹ N.J.S.A. 27:25-5.z.

institutions for which the Board has not previously directed and prescribed; or, effectively sever or end the banking or financial relationship. Board approval is not required to establish (1) additional accounts at banks or other financial institutions which relationships were previously Board-approved and (2) relationships with credit/debit card issuers, processing banks and related companies for the electronic transmission and/or settlement of transactions involving passenger fares, merchandise, commodities or electronic settlement of accounts due to or owed by NJTMercer in the ordinary course of business.

ARTICLE IX. AMENDMENTS AND SUSPENSIONS

The provisions of these Bylaws may be amended or suspended, in whole or part, by a resolution duly adopted at any Board meeting. The Bylaws shall be reviewed and updated at least once every five years.

DRAFT

BYLAWS

OF

NJ TRANSIT MORRIS, INC.

SUBSIDIARY OF

NEW JERSEY TRANSIT CORPORATION

THIS DOCUMENT SUPERSEDES THE BYLAWS

DATED FEBRUARY 2011

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PREAMBLE

This body corporate and politic a wholly owned subsidiary of the New Jersey Transit Corporation (NJ TRANSIT), established pursuant to the “New Jersey Public Transportation Act of 1979”, P.L. 1979, c. 150, as subsequently supplemented and amended, (the “Act”), is named NJ TRANSIT Morris (NJTMorris), and is authorized to make and alter such Bylaws for the conduct of its affairs and business as it may deem appropriate. The Bylaws of NJTMorris follow:

ARTICLE I. NJTMorris

SECTION 1. OFFICES. The principal offices of NJTMorris shall be located at a location to be determined. NJTMorris may have offices at such other places as the business of NJTMorris may require or make desirable as determined by the Board of Directors (the "Board").

SECTION 2. SEAL. NJTMorris shall have a seal which shall bear the words "NJTMorris", or other language similar thereto, and shall be of such design as determined by the Board.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The property, affairs, and business of NJTMorris shall be directed by the Board to the extent of powers and authority allocated to the Board by the Act, and as may be delegated by the Board in these Bylaws.¹

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board shall be composed of members of the Board of NJ TRANSIT, which members shall serve as long as they are members of the NJ TRANSIT Board. ² No Board member shall serve as the Corporation’s Executive Director/President and CEO, Chief Financial Officer, or hold any senior management position while serving as a member of the Board.³ No voting Board member may be employed by the corporation.

SECTION 3. REGULAR MEETINGS. The Board shall hold a minimum of 10 public board meetings

¹ N.J.S.A. 27:25-5.

² N.J.S.A. 27:25-4.b.

³ N.J.S.A. 27:25-4.1.d.

per year⁴ and one-half of the total number of meetings shall be held in the evening.⁵ Unless changed by the Board, regular monthly meetings of the Board shall be held at NJ TRANSIT corporate headquarters at a time and place to be established, concurrent with the meeting of the NJ TRANSIT Board. As approved by the Chairperson, the Board shall be permitted to perform any of the following by means of communication or other electronic equipment: conduct a public meeting and any public business, cause a meeting to be open to the public, vote or receive public comment. The June meeting shall serve as the annual meeting as provided under Section 4 of this Article II. The Secretary shall give adequate notice of all meetings and any changes to the meetings, in accordance with "Senator Byron M. Baer Open Public Meetings Act"⁶ and the Act.⁷

SECTION 4. ANNUAL MEETINGS. An annual meeting shall be held at which the Board shall adopt the annual notice of meetings in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ⁸ and the Act. ⁹

SECTION 5. SPECIAL MEETINGS. Special Meetings of the Board may be called at any time by the Chairperson. The Chairperson may fix a time and place to hold any special meeting. The Secretary shall be informed of the call of such special meetings sufficiently in advance to permit the Secretary to give adequate notice pursuant to the "Senator Byron M. Baer Open Public Meetings Act." ¹⁰ and the Act.¹¹

SECTION 6. EMERGENCY MEETINGS. Emergency meetings may be called by the Chairperson at any time in accordance with the "Senator Byron M. Baer Open Public Meetings Act." ¹² and the Act.

SECTION 7. QUORUM. A majority of sworn voting members of the Board shall constitute a quorum.¹³ If a quorum is not present at any meeting of the Board, a majority of the voting Board members present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the "Senator Byron M. Baer Open Public Meetings Act." ¹⁴ and

⁴ N.J.S.A. 27:25-4.g.(2).

⁵ N.J.S.A. 27:25-4.g.(1).

⁶ N.J.S.A. 10:4-6 et seq.

⁷ N.J.S.A. 27:25- 4.g.(1)

⁸ N.J.S.A. 10:4-6 et seq.

⁹ N.J.S.A. 27:25-4.g.(1).

¹⁰ N.J.S.A. 10:4-6 et seq.

¹¹ N.J.S.A. 27:25-4.g.(1).

¹² N.J.S.A. 10:4-6 et seq.

¹³ N.J.S.A. 27:25-4.e .

¹⁴ N.J.S.A. 10:4-6 et seq.)

the Act.¹⁵

SECTION 8. MANNER OF ACTING. The number of members present shall be recorded by the Secretary on any question presented. Actions may be taken and motions and resolutions adopted by the Board upon the affirmative vote of a majority of the appointed members who are authorized to vote.

SECTION 9. MINUTES. A true copy of the minutes of every meeting of the Board shall be delivered forthwith, by and under the certification of the Secretary, to the Governor pursuant to the Act.¹⁶

SECTION 10. VACANCIES. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

SECTION 11. EXPENSES. Board members, other than those serving ex officio, shall serve without compensation,¹⁷ but each member of the Board shall be reimbursed for actual expenses necessarily incurred in the performance of NJTMorris duties unless otherwise reimbursed by NJ TRANSIT.

ARTICLE III. OFFICERS

SECTION 1. NUMBER. The officers of NJTMorris shall be a Chairperson, Vice Chairperson, President, Senior Vice President and General Manager, Treasurer, and Secretary who shall be selected in accordance with Section 2 of this Article III. One or more Assistant Treasurers and Assistant Secretaries may be appointed in accordance with said Section 2. The Board may also appoint such other officers as it shall deem necessary who shall hold their offices for such terms as shall be determined by the Board and who shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

SECTION 2. APPOINTMENTS AND TERMS OF OFFICE. The Chairperson, Vice Chairperson and Secretary of NJ TRANSIT shall serve, ex officio, as Chairperson, Vice Chairperson and Secretary of NJTMorris. The Executive Director/President & CEO of NJ TRANSIT shall serve, ex officio, as President. The Senior Vice President and General Manager shall be appointed by the President with concurrence by the Board of Directors. The Treasurer shall be appointed by the President and serve at

¹⁵ N.J.S.A. 27:25-4.g.(1).

¹⁶ N.J.S.A. 27:25-4.f.

¹⁷ N.J.S.A. 27:25-4.c.

his/her discretion.

ARTICLE IV. DUTIES OF OFFICERS

SECTION 1. CHAIRPERSON. The Chairperson, or their department designee in the absence of the Vice Chair, shall preside at all meetings of NJTMorris and shall have general control over the business and affairs of NJTMorris subject to the direction of the NJTMorris Board.

SECTION 2. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the event that the Chairperson is unable to perform such duties by reason of illness, disability or absence, or when requested to perform such duties by the Chairperson. ¹⁸ The Vice Chairperson shall perform such other duties as may from time to time be assigned by the Chairperson of the Board. In the event the Chairperson, Vice Chairperson, or the Chairperson's designee, is not available, the Chairperson may designate another member of the Board to perform duties of the Chairperson.

SECTION 3. PRESIDENT. The President shall have all the power and authority delegated to him/her in accordance with these Bylaws, actions of the Board and shall, subject to the provisions of these Bylaws, be generally in charge of the business affairs of NJTMorris.

SECTION 4. SENIOR VICE PRESIDENT AND GENERAL MANAGER. The Senior Vice President and General Manager shall have all the power and authority delegated to him/her by the President in accordance with the Bylaws and actions of the Board.

SECTION 5. SECRETARY. The Secretary shall keep the official NJTMorris minutes of the actions taken at the Board meetings of NJTMorris and transmit the minutes of the Board to the Governor on behalf of NJTMorris. The Secretary shall keep the seal of NJTMorris, shall certify, when required to, copies of documents, and shall, from time to time, perform such other duties as shall be assigned to him/her by the Board or President. In the event an Assistant Secretary is not appointed, the Secretary may designate a person to perform his/her responsibilities in his/her absence. The Secretary may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 6. TREASURER/CHIEF FINANCIAL OFFICER. The Treasurer/Chief Financial Officer

¹⁸ N.J.S.A. 27:25-4.b.

shall have custody of all funds of NJTMorris. They shall perform, in general, all the duties incident to the office of Treasurer/Chief Financial Officer, and such other duties as may from time to time be assigned to him/her by the Board or President. In the event an Assistant Treasurer is not appointed, the Treasurer/Chief Financial Officer may designate a person to perform his/her functions in his/her absence. The Treasurer/Chief Financial Officer may adopt a facsimile signature to be used in the performance of assigned responsibilities.

SECTION 7. ASSISTANT SECRETARIES. If appointed, the Assistant Secretaries shall have such powers and shall perform such duties as may be assigned by the Secretary. In the absence of the Secretary, the Assistant Secretaries, in the order designated by the Secretary, shall have the powers and perform the duties of the Secretary.

SECTION 8. ASSISTANT TREASURERS. If appointed, the Assistant Treasurers shall have such powers and shall perform such duties as may be assigned by the Treasurer/Chief Financial Officer. In the absence of the Treasurer/Chief Financial Officer, the Assistant Treasurers, in the order designated by the Treasurer/Chief Financial Officer, shall have the powers and perform the duties of the Treasurer/Chief Financial Officer.

ARTICLE V. ORDER OF BUSINESS

The order of business at regular monthly meetings of the Board shall be:

- a. Roll Call
- b. Approval of the minutes of the previous meeting
- c. Report of Executive Director/President of NJ TRANSIT
- d. New Business

ARTICLE VI. ADMINISTRATIVE POWERS

Unless otherwise directed by the Board, and subject to the limitations, if any, of the budget adopted by the Board, the President shall have the following administrative powers which shall be in addition to any other powers conferred upon him/her by any other provision of these Bylaws.

SECTION 1. DELEGATION. The President may delegate, in whole or in part, any power, authority or discretion, conferred upon him/her by any of the provisions by these Byaws or by any resolution heretofore or hereafter adopted by the Board, to any other officer or member of the staff, provided however, that any resolution adopted by the Board may preclude or otherwise limit any such delegation.¹⁹ To the extent any such delegation is made, it shall be in writing and delivered to the Secretary, who shall maintain a permanent record of all such delegations of authority and power.

SECTION 2. PERSONNEL. The employment of NJTMorris' non-agreement personnel is "at-will" in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or NJMorris, at any time, with or without cause or notice. The President may:

- a. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- b. Make appointments to NJTMorris staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- c. Make promotions and demotions within the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- d. Terminate appointments to the staff, except for those positions specified by statute, these Bylaws, or any other applicable authority;
- e. Grant or authorize the granting of vacations, sick leave, other leaves of absence and to take all other necessary actions affecting personnel;
- f. Approve administer and maintain salaries, salary ranges, adjustments thereto, merit increases and employee benefit programs; and
- g. Prepare, approve, and enact additions, deletions, and modifications to Personnel Policies and Procedures.

SECTION 3. CONTRACTING POWERS. The President shall, subject to provisions of the Act, have the following powers, the exercise of which shall be discretionary and not mandatory:

- a. To authorize or arrange for expenditures pursuant to contracts or purchase orders, upon such

¹⁹ N.J.S.A. 27:25-5.q.

terms and conditions as they may deem proper, which expenditures are authorized in the operating budget, any appropriations act and or the capital program and are:

1. Purchases and Acquisitions which are awarded pursuant to the following dollar thresholds:
 - (a) \$12,500,000 if such contracts or purchase orders are awarded pursuant to competitive bidding procedures, including publicly advertised contracts, Cooperative Purchasing, General Services Administration (GSA) and State Contracts;
 - i. Dollar thresholds shall not apply to the purchase of fuel or propulsion (e.g. electricity) necessary for the operation of rolling stock, revenue and non-revenue vehicles, which support, maintain, or secure the public transportation system.
 - (b) \$3,125,000 if such contracts or purchase orders are awarded pursuant to Board-approved competitive procurement regulation or policies other than competitive bidding procedures covered under (a);
 - (c) \$1,000,000 for any sole-source procurement or any other such Procurement by Exception (PBE) of goods or services which may under the Act be procured without a competitive process;
 - (d) Any procurement pursuant to Section 2 of N.J.S.A.52:34-7 if such expenditures are for the construction, alteration, or repair of any building or facility; or
 - (e) Any other dollar threshold approved by the Board of Directors.
2. For any amount, if the President determines that public exigency requires the immediate delivery of goods or service, including circumstances that will: (i) seriously interrupt the delivery of public transportation service; (ii) create a serious risk to life, health or safety of NJ TRANSIT employees of the riding public; or (iii) cause NJT Morris or the State to lose a significant amount of money or significantly

jeopardize the assets of NJTMorris and actions need to be taken in advance of the next Board meeting; providing however, that when the expenditure exceeds \$1,000,000 the President may act only after consulting with the Chairperson, or in their absence, the Vice Chairperson. Any expenditure in excess of \$250,000 shall be promptly reported to the Board.

3. Releases of any amount against a contract, up to the board approved limit for that contract, where the subject contract has been awarded pursuant to publicly advertised bidding procedures, including publicly advertised contracts.
- b. To execute such contracts on behalf of NJTMorris and to exercise any rights and to perform any obligations vested in or assumed by NJTMorris pursuant to Section 3, paragraph a above.
- c. To require a bond or other instrument securing the performance of any such contract or purchase order executed by them whenever they deem it advisable under the circumstances.
- d. In order to implement activities and projects for which funding has been authorized, to execute routine force account, interagency and other agreements with (1) federal, state, bi-state and local (county or municipal) agencies and institutions; (2) independent State Authorities, Transportation Management Associations (TMAs) and other non-profit organizations; (3) public and private railroads and other public and private transportation providers; (4) public and private utilities for the provision of customary utility services and for relocation or modification of their distribution systems as required by capital projects in order to advance and implement NJTMorris's operating budget and capital program.
- e. To contract with NJ TRANSIT or any of the subsidiaries of NJ TRANSIT upon such terms and conditions as they may deem appropriate.

SECTION 4. MINOR SERVICE AND FARE MODIFICATIONS. The President may set or modify fares for new or promotional services consistent with Board approvals and adopted policy and make such minor service and fare modifications as are permitted by the Act, as amended.²⁰

²⁰ N.J.S.A. 27:25-4.1.a.1., N.J.S.A. 27:25-5.n, and N.J.S.A. 27:25-8.d. and f.

SECTION 5. RECORD KEEPING. In accordance with applicable record retention policies, the President shall, keep records available for the Board of (1) all contracts, purchase orders and change orders entered into pursuant to Section 3 of the Article VI; and (2) all actions taken pursuant to Sections 4 and 6 through 11 of this Article VI; and (3) appropriate financial information.

SECTION 6. LEASES, PERMITS AND LICENSES. On behalf of NJTMorris the President may enter into, amend and terminate:

- a. permits and licenses for the use and occupancy of NJTMorris owned property in accordance with NJTMorris policies and procedures and in accordance with terms and conditions set forth at N.J.A.C. 16:77-1.1 et seq., if applicable.
- b. agreements for the lease, as lessor, of real or personal property for a term not to exceed 25 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTMorris upon 120 days notice or less; or
 - (2) requires payment to NJTMorris of a fixed monetary consideration either alone or combined with a percentage or other variable additional rental or fee and such fixed consideration (exclusive of any separate obligations of the occupant or user to pay for utilities, insurance, services or other such obligation) does not exceed \$1,000,000 per annum in the case of real and personal property, and under the terms of such agreement NJTMorris does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTMorris, provided that the monetary consideration under such agreement does not exceed \$1,000,000 per annum in the case of real and personal property.

- c. agreements for the lease, as lessee, of real or personal property for a term not to exceed 10 years (including options) where any such agreement includes any one of the following:
 - (1) is unconditionally revocable without cause by NJTMorris upon ninety days notice or less; or
 - (2) requires payment by NTJMorris of a fixed monetary consideration and such fixed consideration (exclusive of any separate obligations of NJTMorris to pay for utilities, insurance, services or other such obligation) does not exceed \$500,000 per annum in the case of real and personal property; and under the terms of such agreement NJTMorris does not incur any fixed liability for termination; or
 - (3) substitutes another for the contracting party to an existing agreement provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property; or
 - (4) is a renewal, extension, amendment or modification of an existing agreement with terms and conditions at least as favorable to NJTMorris provided that the monetary consideration under such agreement does not exceed \$500,000 per annum in the case of real and personal property.

SECTION 7. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES. The President may authorize intervention and participation on behalf of NJTMorris in proceedings before federal and state legislative bodies; and may request the Attorney General, Chief Legal Officer, or counsel of their choosing, to intervene and participate on behalf of NJTMorris before regulatory bodies or any other administrative tribunal of the United States or of the State of New Jersey or their subdivisions.

SECTION 8. ACCEPTANCE OF PERFORMANCE. The President may accept and approve performance by any contractor under any contract. The President may also make a final certification for payment, in accordance with procedures he/she shall establish, of all duly authorized and authenticated items of expenditure for payment from any NJ TRANSIT funds from whatever source derived.

SECTION 9. LEGAL ADVICE AND LITIGATION. The President may request the Chief Legal Officer, the Attorney General, or other legal counsel retained for any purpose to provide advice and request such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of NJTMorris and pay all judgments. ²¹

SECTION 10. TRANSFER OF FUNDS. Subject to the limitations of applicable law, the President may transfer funds among items of the budget.

SECTION 11. SCOPE OF ADMINISTRATIVE POWERS. The powers herein vested in the President shall not be construed or deemed to affect the power of the Board to act in any case, but where the Board exercises a power in any such case, such action shall not be construed or deemed to affect the power of the President to act in similar cases in the future.

ARTICLE VII. BUDGET

Whenever reference in these Bylaws is made to a budget it shall mean a budget approved or adopted by the Board.

ARTICLE VIII. BANKING, RETIREMENT PLANS AND OPERATING INVESTMENT CASH

All funds and cash or cash equivalents, publicly traded securities and assets of defined contribution plans shall be deposited in such banks, or other financial institutions, or Trustees, as approved by the Board, or Treasurer/Chief Financial Officer as described herein, or such funds, assets, and cash of NJTMorris may be invested from time to time as the Board may direct.

The Treasurer/Chief Financial Officer is authorized to invest and deposit funds of NJTMorris in any obligations or depositories which are consistent with the investment policies of the State of New Jersey Cash Management Fund as permitted under P.L. 1950, c.270 and subsequent legislation or as otherwise prescribed by the Board, including money market funds, commercial paper, instruments of United States Government Agencies and the United States Treasury.

²¹ N.J.S.A. 27:25-5.z.

Board approval is required to: establish an initial account relationship with banks and other financial institutions for which the Board has not previously directed and prescribed; or, effectively sever or end the banking or financial relationship. Board approval is not required to establish (1) additional accounts at banks or other financial institutions which relationships were previously Board-approved and (2) relationships with credit/debit card issuers, processing banks and related companies for the electronic transmission and/or settlement of transactions involving passenger fares, merchandise, commodities or electronic settlement of accounts due to or owed by NJTMorris in the ordinary course of business.

ARTICLE IX. AMENDMENTS AND SUSPENSIONS

The provisions of these Bylaws may be amended or suspended, in whole or part, by a resolution duly adopted at any Board meeting. The Bylaws shall be reviewed and updated at least once every five years.

ITEM 2406-39: CORPORATE INSURANCE PROGRAM ANNUAL RENEWAL

WHEREAS, NJ TRANSIT maintains a Corporate Risk Management Insurance Program to protect its customers, employees, directors, officers, and property against personal injury and damage in the event of accidents and other casualties; and

WHEREAS, it is in the best interest of NJ TRANSIT and sound fiscal policy to continue to maintain the Corporate Insurance Program; and

WHEREAS, NJ TRANSIT is negotiating the renewal of its Corporate Risk Management Insurance Program and the services necessary to administer the program for FY2025;

NOW, THEREFORE, BE IT RESOLVED that the Chair or President & CEO is authorized to revise and renew the Corporate Insurance Program and to include services necessary to administer the program for the period July 1, 2024 through June 30, 2025, at an annual cost not to exceed an amount discussed in Executive Session, plus five percent for contingencies, subject to the availability of funds and adoption of the FY2025 Operating Budget.

EXECUTIVE SESSION AUTHORIZATION

BE IT HEREBY RESOLVED pursuant to N.J.S.A. 10:4-12 and N.J.S.A. 10:4-13 that the Board of Directors of the New Jersey Transit Corporation hold an executive session to discuss personnel matters, contract negotiations, the status of pending and anticipated litigation, and matters falling within the attorney-client privilege, including, but not limited to the Fare Modernization Program, the Personal Injury Claim of Waly Florimon-Paulino, the Personal Injury Claim of Juana Marcelino, the Personal Injury Claim of Marina Gelfand, and the Personal Injury Claim of Gerald Felitti.

BE IT FURTHER RESOLVED that it is expected that discussions undertaken at this executive session could be made public at the conclusion of these matters as appropriate.