

**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

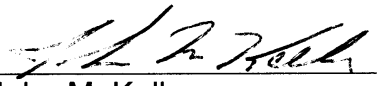
I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the November 23rd, 2021 Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority this 23rd day of November, 2021.

ATTEST:



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Corporate Seal

Date: November 23, 2021

Received in the Governor's Office November 23, 2021

Received by:

Print Name

Signature

Veto Period Ends:

December 8, 2021
(Write in the date the veto period ends)



State of New Jersey

OFFICE OF THE GOVERNOR
P.O. Box 001
TRENTON, NJ 08625-0001

PHILIP D. MURPHY
GOVERNOR

NOREEN M. GIBLIN, ESQ.
DEPUTY CHIEF COUNSEL

TO: Kim Schurman Schurman@njta.com
FROM: Kelley Trimble, Authorities Unit, Office of the Governor
DATE: November 23, 2021
RE: New Jersey Turnpike Authority Minutes

This email is confirmation that the Authorities Unit received the minutes from the November 23, 2021 board meeting on November 23, 2021. The calculated veto date is December 8, 2021.

Thank you.

Attachment

cc: Jeffry Nielsen

**PROCEEDINGS OF MEETING OF NEW JERSEY TURNPIKE AUTHORITY
BOARD OF COMMISSIONERS
Tuesday, November 23, 2021**

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Chair Gutierrez-Scaccetti (by tele-conference) called the meeting of the Authority's Board of Commissioners (the Board) into session in the Executive Boardroom of the Authority's Headquarters Building at 1 Turnpike Plaza in Woodbridge, New Jersey, at 9:04 A.M.

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Moment of Silence

Chair Gutierrez-Scaccetti asked for a moment of silence in honor of those who are affected by Covid-19. Chair Gutierrez-Scaccetti also wanted to wish everyone a Happy Thanksgiving and ask everyone to remember those who are less fortunate.

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PRESENT by tele-conference

Present on the call were Chair Gutierrez-Scaccetti, Vice Chair Ulises Diaz, Treasurer Michael DuPont, Commissioner Ronald Gravino, Commissioner John Minella and Commissioner Raphael Salerno. The meeting commenced at 9:04 a.m.

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ALSO PRESENT by tele-conference (Except as indicated)

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

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

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NOTICE OF MEETING

This is a regular meeting of the New Jersey Turnpike Authority. Adequate notice of this meeting has been provided in accordance with Chapter 231, P.L. 1975 in that notice has been given to The Star Ledger and the Asbury Park Press, as well as numerous other newspapers, posted in the main lobby of the Authority's Administration Offices at 1 Turnpike Plaza, Woodbridge, prominently posted on the New Jersey Turnpike Authority's website at www.njta.com and on various social media platforms, including Facebook and Twitter, and notice

has been forwarded to the Secretary of State, Trenton, New Jersey. Additionally, as a result of COVID-19, Authority public meetings continue to be held telephonically without in-person attendance. Information and instructions regarding telephonic access to the meetings by the public has been posted on the Authority's website.

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

Present by tele-conference:

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

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EXECUTIVE SESSION

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

- Contract Negotiations
- Personnel

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

Executive Session was adjourned at 9:15 a.m. A motion was made by Treasurer DuPont and seconded by Vice Chair Diaz to resume the public portion of the meeting at 9:16 a.m.

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

Present by teleconference:

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

The Secretary to the Authority reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Philip D. Murphy received the proceedings of the regular meeting of October 26, 2021; he did not exercise his power to veto any items in those minutes.

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

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RECUSALS

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

- Commissioner Gravino is recused on Item 255

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PUBLIC COMMENT

Barry Kushnir, President of Local 194

Mr. Kushnir wished everyone a happy Thanksgiving and said he is thankful for the brother and sisters of Local 194, as we enter into the busiest time of the year. Mr. Kushnir also thanked the current leadership for being so cooperative as we prepare for the upcoming winter season.

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EXECUTIVE DIRECTOR COMMENTS

Executive Director Keller thanked the Transportation Industry for another successful food drive. Mr. Keller informed the Board 75,000 lbs. of food was distributed to food banks and shelters throughout the State. Mr. Keller noted how great it was seeing so many agencies and individuals contributing to aid our fellow New Jerseyans in need. Mr. Keller further said that with the Holiday season upon us, please remember to be safe and don't get behind the wheel if you have been drinking and always remember to buckle up.

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COMMISSIONER COMMENTS

None

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 250 -11-2021. Moved is the item as follows:

250-11-2021

Human Resources Director Mary Elizabeth Garrity submitted the **Personnel Agenda**, dated November 23, 2021, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz employment of those named to serve at the pleasure of the Authority and other recommended personnel actions, were approved, ratified and confirmed, to become effective as of the dates specified and at the salaries listed.

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ROLL CALL

DIAZ	DuPONT	GRAVINO	MINELLA	SALERMO	GUTIERREZ-SCACETTI
YES	YES	YES	YES	YES	YES

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LAW

Acting Director of Law, Ann C. Monica, requested approval of item number 251-11-2021

through 253-11-2021 Moved are the items as follows:

251-11-2021

In a memorandum dated November 5, 2021, **Ratification of Action Taken and Authorization for Acquisition of Property Interests and Expenditure of Funds Required for the Interchange 105 Improvements Project, Garden State Parkway, Borough of Tinton Falls, County of Monmouth (the "Project"), Project No. 39003035, R-167775, Amount: \$1,475,000 (\$25,000 previously approved, an additional \$1,450,000 needed)**, was approved.

The New Jersey Turnpike Authority has completed the Interchange 105 improvement project on the Garden State Parkway in the Borough of Tinton Falls, County of Monmouth (the "Project"). Pursuant to Agenda Items 395-10-2012 the Commissioners authorized the Executive Director to take all steps necessary to prepare for the acquisition of all property interests necessary for the Project, with the final action being submitted to the Commissioners for ratification.

The Authority had an appraisal prepared by an independent appraiser and reviewed by the Authority's Real Estate Consultant, which set a value for each property interest. The Authority entered into good faith negotiations with the owner and their counsel for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain.

For the following property interests, such negotiations were not successful, and an eminent domain proceeding was filed. Approval is sought for the settlement for the following proceeding:

Settled Eminent Domain Proceedings

Parcel Nos.: 4666A, 4666B, C4666A, 2C4666A, F4666, and 4666 A, B RA

Owner: Stavola Realty Company

Parcel Located Along Wayside Road

Block 113, Lot 5.02 and Block 113.02, Lot 5.03 (formerly Block 113, Lot 5.01)

Borough of Tinton Falls, Monmouth County, New Jersey (the "Property")

The Property consists of a +/- 17.05 acre unimproved site encumbered with wetlands. The original takings consisted of: (1) a fee taking of two parcels, totaling approximately 2.396 acres; (2) two temporary construction easements, totaling approximately 0.096 acres; and (3) one permanent floodway easement totaling approximately 1.189 acres.

Under Agenda Item No. 246-06-2015, the Authority approved the filing of an eminent domain action, authorizing the deposit of \$25,000.00 with the Superior Court Trust Fund for portions of the site. The Authority commenced negotiations based on a wetlands analysis previously prepared by the Authority and submitted to the DEP.

Negotiations ensued and the parties engaged in mediation in early 2021 but were not successful. The Property owner recently advised that it had obtained a Letter of Interpretation from the NJDEP indicating that a large portion of the site is not constrained by wetlands, which significantly increases the value of the property interests the Authority seeks to purchase. Upon close review of all aspects of the entire parcel, including environmental concerns, and after additional negotiations with the Property owner and the Authority's outside counsel, the Authority agreed to purchase only those parcels comprising the original takings and needed for the improvements, for the total amount of \$1,475,000, subject to Commissioner approval.

Accordingly, it is requested that the Authority's Commissioners authorize the Executive Director, with the assistance of the Law Department, Engineering Department, outside counsel and other Authority consultants, to take all steps necessary to settle the eminent domain proceeding described above for the amount and as described above and to execute any other documents and take any other actions as are deemed necessary to effectuate the intent of this authorization.

252-11-2021

In a memorandum dated November 10, 2021, **Owners Protective Professional Liability Insurance Program for an additional three (3) years and to pay additional premiums for current term, based on audit (December 31, 2021 - December 31, 2024), R-168260, Budget Code: 089-270012, Funding Source: Various 10 year Capital Programs, Amount: not to exceed \$1,800,000.00 for the renewal term (subject to audit)**, was approved.

The Authority maintains Owners Protective Professional Liability ("OPPI") coverage brokered by Aon Risk Services Northeast, Inc. ("Aon"), which provides the Authority coverage for professional claims, in addition to that provided to the Authority by its consultants, which coverage is due to expire on December 31, 2021.

The current policy limit for the Program is \$25 million per claim and in the aggregate, subject to varying deductibles, based on the construction value ("CV") of each contract as indicated below:

- (1) \$100,000 deductible for projects with a CV of less than \$50 million;
- (2) \$250,000 deductible for projects with a CV between \$50 million and \$250 million;
- and
- (3) \$500,000 deductible for projects with a CV over \$250 million.

The final cost of the current policy is subject to audit at the end of the policy term, based on actual CV.

Aon, the broker of record for this program, was requested to approach the professional liability insurance market for renewal quotations for the Program, for the same coverage as the expiring policy. Aon approached several markets, including Axa XL, Swiss Re, Brit Global

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Specialty Insurance, Berkshire Hathaway, and Zurich and requested quotations based on a CV of \$1,018,937,500, for a total limit of \$25 million. Aon reviewed all quotations in detail with the Law Department and the Authority's insurance and risk management consultant Turner Surety and Insurance Brokerage, Inc ("TSIB"). Aon and TSIB recommend placing the primary \$10 million coverage with Axa XL for a renewal premium of \$1,108,627. With respect to the first excess layer, placement of this \$10 million layer is recommended with Swiss Re, for a total premium of \$522,004. With respect to the second excess layer, placement of this \$5 million layer is recommended with Axa XL, for a total premium of \$161,800. The combined total premium for the 2021 through 2024 Program renewal term is \$1,792,431, which is subject to audit, based on actual CV and reflects a negotiated five percent (5%) rate reduction from the prior term.

While most professional liability programs require the total premium for a multi-year term to be paid upon inception, Aon has negotiated an annual payment plan, which allows payments to be made over the three (3) year term. The Program does not contain a terrorism exclusion and the premiums indicated above include all applicable taxes and mandatory surcharges and are subject to audit based on actual CV.

Accordingly, authorization is requested to renew the Program for a three (3) year term as set forth above, upon the terms, conditions and at the premiums indicated above, subject to a final premium audit based on actual CV. Authorization is further requested to make payment for the 2018-2021 current term additional premium, in an amount which will ultimately become due, after final audit of the program, after review and approval by the Authority's Law Department and TSIB. It is further recommended that the Executive Director be authorized to take all such actions and execute all such documents which are deemed necessary or appropriate, after consultation with the Law Department and TSIB, to effect the authorizations set forth above.

253-11-2021

In a memorandum dated October 12, 2021, **Authorization to Settle Formal Workers' Compensation Matter – Rose O'Callahan v. New Jersey Turnpike Authority, Budget Code: 10-870-405070, Amount: \$114,720.00,** was approved.

Petitioner Rose O'Callahan is a Parkway Division Maintenance Person 1, hired February 2012. This recommended settlement will resolve a formal Claim Petition filed in 2017.

The petitioner is represented by Law Offices of Gill & Chamas LLC, located in Woodbridge, NJ. The Authority is defended by Special Counsel Capehart Scatchard, P.A, located in Mount Laurel, NJ. The matter is venued in the district office of Freehold Workers' Compensation Court before the Honorable Judge Leitner.

The total settlement award is \$114,720.00

The Law Department has reviewed this matter and agrees with the recommendation of the Special Counsel, the Authority's third-party workers' compensation

administrator and the Authority's Senior Benefits Manager. Authorization is, therefore, requested to allow Special Counsel to settle this matter for the sum of **\$114,720.00**

This settlement will be payable under Account No. 10-870-405070.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 251-11-2021 through 253-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

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ENGINEERING

Chief Engineer, Robert Fischer, requested approval of item numbers 255-11-2021.
Moved is the item as follows:

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PUBLIC BID SOLICITATIONS – AWARD OF CONTRACTS

255-11-2021

In a document dated November 3, 2021, **Garden State Parkway, Carbro Constructors Corp., Culvert Repairs Milepost 112 to 113, R-167979, Budget Code: 5000010002, Amount: \$7,828,594.00,** was approved.

This contract will provide for the rehabilitation of existing 120-inch diameter corrugated metal pipe (CMP) culverts under the Parkway Northbound and Southbound Local and Express Roadways at Milepost 112.42N and Milepost 112.51S. Additionally, the contract will provide for the replacement of the existing 66-inch diameter CMP culvert under the Parkway Northbound and Southbound Local and Express Roadways at Milepost 112.17. The work also includes storm drainage repairs and replacements, concrete headwall repairs, new headwall installation, and other miscellaneous work necessary and incidental to the completion of the project. All work is expected to be substantially completed by September 2023.

Eight bid proposals were received on October 21, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of \$7,828,594.00 may be compared to the second low bidder in the amount of \$7,878,787.00. The low bidders were significantly lower than the Engineer's Estimate in the amount of \$10,562,795.00 due to low bid prices submitted for the pay items for temporary sheeting, steel pipe liner installation, and furnishing traffic control devices. Engineering Department representatives confirmed with the low bidder that they can perform at the bid prices. The low

bidder, Carbro Constructors Corp. has previously performed work for the Authority and has performed similar work more recently for the New Jersey Department of Transportation and US Army Corps of Engineers. The low bidder is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P200.545 be awarded to the low bidder, Carbro Constructors Corp. of Hillsborough, New Jersey in the amount of \$7,828,594.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item number 255-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

Chief Engineer, Robert Fischer, requested approval of item numbers 254-11-2021 and 256-11-2021 through 265-11-2021. Moved are the items as follows:

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PUBLIC BID SOLICITATIONS – AWARD OF CONTRACTS

254-11-2021

In a document dated October 28, 2021, **Recommendation to Award Contract No. T100.587, New Jersey Turnpike, Ferreira Construction Co. Inc., Turnpike Deck Reconstruction, Milepost 90.0 to 91.37, R-167978, Budget Code: 5000002002, Amount: \$31,472,110.00**, was approved.

This contract will provide for the reconstruction of one bridge deck, one superstructure replacement, and rehabilitation of three bridge decks of routine Turnpike Bridge Str. Nos. 90.21A, 90.23U, 90.84AN, 91.36A and 91.37AN. The work also includes miscellaneous bridge repairs. All work is expected to be substantially completed by July 2024.

Seven bid proposals were received on October 14, 2021 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of \$31,472,110.00 may be compared to the second low bidder in the amount of \$32,400,000.00. The low bid was lower than the Engineer's Estimate in the amount of \$35,258.585.00 likely due to

the Contractor's knowledge of the work based on similar previous successfully completed work. The low bidder, Ferreira Construction Co. Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T100.587 be awarded to the low bidder, Ferreira Construction Co. Inc. of Branchburg, New Jersey in the amount of \$31,472,110.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

255-11-2021

Item done separately above

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ORDER FOR PROFESSIONAL SERVICES (OPS)

256-11-2021

In a document dated November 1, 2021, **Recommendation to Issue Order for Professional Services No. P3804, Garden State Parkway, Tectonic Engineering Consultants, Geologists & Land Surveyors, DPC, Inc., Supervision of Construction Services for Contract No. P200.545, Culvert Repairs, MP 112 to 113, R-167993, Budget Code: 5000010002, Amount: \$1,430,000.00,** was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. P200.545, Culvert Repairs, Milepost 112 to 113. These services include construction inspection, material testing, record keeping, preparation of payment estimates, and other services required to ensure compliance with the contract documents.

This assignment is classified as a "Simple Project" based on the scope of work being clearly defined and not likely to change during the course of the project, and the cost not exceeding \$2,000,000.00. The solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and sixty (60) engineering firms were prequalified and eligible under Profile Code: B-153, Roadway Construction Inspection. Seven (7) firms submitted EOIs by the closing date of October 13, 2021.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) Tectonic Engineering Consultants, Geologists & Land Surveyors, DPC, Inc.; 2) KS Engineers,

63525 P.C.; and 3) ATANE Engineers, Architects and Land Surveyors, P.C. The fee submitted by Tectonic Engineering Consultants, Geologists & Land Surveyors, DPC, Inc. has been reviewed, negotiated and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3804 be issued to the firm of Tectonic Engineering Consultants, Geologists & Land Surveyors, DPC, Inc. of East Brunswick, New Jersey, in an amount not to exceed \$1,430,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.35 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

257-11-2021

In a document dated November 3, 2021, **Recommendation to Issue Order for Professional Services No. T3823, New Jersey Turnpike, Greenman-Pedersen, Inc., Design Services for Contract No. T100.581, Replacement of Two Waterway Piers, Turnpike Str. No. W115.36, R-168000. Budget Code: 5000000008, Amount: \$3,012,500.00**, was approved.

This Order for Professional Services will provide for preliminary and final design services for the complete replacement of the severely deteriorated Waterway Piers 15 and 18 at Turnpike Major Bridge Str. No. W115.36 – Western Hackensack River Bridge.

This assignment is classified as a "Complex Project" since the scope of work is not clearly defined and likely to change during the course of the project, and the cost exceeds \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and fifty (50) engineering firms were prequalified and eligible under Profile Code: A091 – Bridges: Widening and Modifications. Three firms submitted EOIs by the closing date of August 9, 2021.

In accordance with the regulations, for Complex Projects, "If only three or four EOIs have been deemed complete by the Authority, these firms shall receive the RFP and the Review Committee will not conduct an evaluation of the EOIs..." [19:9-2.8.3]. The Review Committee recommended that we proceed directly to the RFP phase of the procurement and solicit Technical and Fee Proposals from the three firms which submitted complete EOIs: Arora and Associates, P.C.; Greenman-Pedersen, Inc.; and T. Y. Lin International. The Review Committee reviewed and evaluated each firm's Technical Proposal and it was determined that oral presentations would not be required. Final scoring resulted in Greenman-Pedersen, Inc. being

the highest technically ranked firm. The fee submitted by Greenman-Pedersen, Inc. has been reviewed, negotiated and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3823 be issued to the firm of Greenman-Pedersen, Inc. of Lebanon, New Jersey, in an amount not to exceed \$3,012,500.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.80 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

258-11-2021

In a document dated October 13, 2021, **Recommendation to Issue Order for Professional Services No. T3832, New Jersey Turnpike Authority, Greenman-Pedersen, Inc., Supervision of Construction Services for Contract No. T100.587, Turnpike Deck Reconstruction, Milepost 90.0 to 91.37, R- 167995, Budget Code: 5000002002, Amount: \$5,040,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. T100.587, Turnpike Deck Reconstruction, Milepost 90.0 to 91.37. These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

This assignment is classified as a "Complex Project" since the scope of work is not clearly defined and likely to change during the course of the project, and the cost exceeds \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and fifty-eight (58) engineering firms were prequalified and eligible under Profile Codes: B155: Bridge Construction Inspection, B156: Bridge Repair Inspection, and B157: Bridge Deck Repair/Replacement Inspection. Six (6) firms submitted EOIs by the closing date of August 10, 2021.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking: 1) Greenman-Pedersen, Inc.; 2) Jacobs Engineering Group Inc.; and 3) KS Engineers, P.C. On September 16, 2021, Technical and sealed Fee Proposals were received from the top three firms. The Review Committee reviewed and evaluated each firm's Technical Proposal and it was determined that oral presentations would not be required. The final scoring resulted in Greenman-Pedersen, Inc. being the highest technically ranked firm. The fee submitted by

Greenman-Pedersen, Inc. has been reviewed, negotiated and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3832 be issued to the firm of Greenman-Pedersen, Inc. of Lebanon, New Jersey, in an amount not to exceed \$5,040,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.35 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firm was selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

259-11-2021

In a document dated November 3, 2021, **Recommendation to Issue Order for Professional Services Nos. P3844 and P3845, Garden State Parkway, Dewberry Engineers Inc. - OPS No. P3844, Van Cleef Engineering Associates - OPS No. P3845, Order for Professional Services No. P3844, Design Services for Contract No. P100.601, Bridge Repairs and Resurfacing, MP 0 to 126 (2023), R-168005, Budget Code: 0390002001, Funding Allocation: \$1,040,000.00 FY 2022, \$ 230,000.00 FY 2023, Amount: \$1,270,000.00, and, Order for Professional Services No. P3845, Design Services for Contract No. P100.602, Bridge Repairs and Resurfacing, MP 126 to 172 (2023), R-168008, Budget Code: 0390002002, Funding Allocation: \$1,134,000.00 FY 2022, \$ 230,000.00 FY 2023, Amount: \$1,364,000.00,** was approved.

Through this single procurement process, the Authority will select two consultants to furnish design services and prepare construction contract documents for the annual bridge deck and miscellaneous structural repair contracts for 2023, which will address the southern and northern portions on the Parkway.

The design services associated with OPS No. P3844 will provide for bridge inspection, condition evaluation and preparation of contract documents for bridge deck repairs, resurfacing and miscellaneous structural repairs on the southern portion of the Parkway.

The design services associated with OPS No. P3845 will provide for bridge inspection, condition evaluation and preparation of contract documents for bridge deck repairs, resurfacing and miscellaneous structural repairs on the northern portion of the Parkway.

These assignments are classified as "Simple Projects" since the scopes of work are clearly defined and not likely to change during the course of the project, and the cost of each is less than

\$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and fifty (50) engineering firms were prequalified and eligible under Profile Codes: A092 – Bridges: Miscellaneous Repairs and A093 – Bridges: Deck Replacement and Rehabilitation. Eight firms submitted EOIs by the closing date of September 24, 2021.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking of the top three firms: 1) Van Cleef Engineering Associates, LLC, 2) Dewberry Engineers Inc., 3) Stantec Consulting Services, Inc. These three firms were requested to submit sealed Fee Proposals, which were received and have been reviewed. A review of the fee proposal of the highest technically ranked firm, Van Cleef Engineering Associates, LLC for OPS No. P3845 (their preferred OPS) was negotiated, which resulted in a reduction in their fee proposal. Subsequently, a review of the fee proposal of the second highest technically ranked firm, Dewberry Engineers Inc., for OPS No. P3844 was negotiated, which resulted in a reduction in their fee proposal. Both fees are considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3844 be issued to the firm of Dewberry Engineers Inc., of Bloomfield, NJ, not to exceed the amount of \$1,270,000.00 allocated as follows: \$1,040,000.00 in FY 2022 and \$230,000.00 in FY 2023. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.77 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

It is further recommended that Order for Professional Services No. P3845 be issued to the firm of Van Cleef Engineering Associates, LLC of Freehold, NJ, not to exceed the amount of \$1,364,000.00 allocated as follows: \$1,134,000.00 in FY 2022 and \$230,000.00 in FY 2023. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.58 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

The issuance of these OPS' are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firms were selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

260-11-2021

In a document dated October 20, 2021, **Recommendation to Issue Order for Professional Services Nos. T3847 and T3848, New Jersey Turnpike, Michael Baker International, Inc. - OPS No. T3847, ATANE Engineers, Architects & Land Surveyors, P.C. - OPS No. T3848, Engineering Services for the 2022 New Jersey Turnpike Authority Bridge**

033529

Inspection Program, Order for Professional Services No. T3847, New Jersey Turnpike - Group 1, Milepost 0 to 67 and on the Pearl Harbor, Memorial Turnpike Extension, RM-168010, Budget Code: 010-850-445900, Funding Allocation: \$ 800,000.00 FY 2022, \$ 220,000.00 FY 2023, Amount: \$1,020,000.00, And, Order for Professional Services No. T3848, New Jersey Turnpike-Group 3, MP 105 to E118 and on the Newark-Bay, Hudson County Extension, RM-168012, Budget Code: 010-850-445900, Funding Allocation: \$ 700,000.00 FY 2022, \$ 120,000.00 FY 2023, Amount: \$ 820,000.00, was approved.

Through this single procurement process the Authority will select two consultants to furnish engineering services for bridge inspections on the New Jersey Turnpike. The engineering services associated with OPS No. T3847 will include inspection of 165 bridges located in the southern region Turnpike and the Pearl Harbor Memorial Extension of the Turnpike and OPS No. T3848 will include inspection of 55 bridges located along the Easterly alignment and Newark Bay-Hudson County Extension of the Turnpike. Both OPS' include FHWA Structure Inventory and Appraisal (SI&A) form updates, FHWA Element Level Inspection data collection, and preparation of bridge inspection reports.

These assignments are classified as "Simple Projects" since the scopes of work are clearly defined and not likely to change during the course of the project, and the cost of each is less than \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and thirty-three (33) engineering firms were prequalified and eligible under Profile Code: D280C – Bridges, NBIS Program, Complex. Six firms submitted EOIs by the closing date of September 21, 2021.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking of the top three firms: 1) ATANE Engineers, Architects & Land Surveyors, P.C., 2) Michael Baker International, Inc., and 3) Arora and Associates, P.C. These three firms were requested to submit sealed Fee Proposals, which were received and have been reviewed. A review of the fee proposal of the highest technically ranked firm, ATANE Engineers, Architects & Land Surveyors, P.C. for OPS No. T3848 (their preferred OPS) was negotiated, which resulted in an increase in their fee proposal to provide sufficient funds for direct expenses. Subsequently, a review of the fee proposal of the second highest technically ranked firm, Michael Baker International, Inc., for OPS No. T3847 was negotiated, which resulted in a reduction in their fee proposal. Both fees are considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3847 be issued to the firm of Michael Baker International, Inc., of Hamilton, NJ, not to exceed the amount of \$1,020,000.00 allocated as follows: \$800,000.00 in FY 2022 and \$220,000.00 in FY 2023. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.73 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

It is further recommended that Order for Professional Services No. T3848 be issued to

the firm of ATANE Engineers, Architects & Land Surveyors, P.C. of Edison, NJ, not to exceed the amount of \$820,000.00 allocated as follows: \$700,000.00 in FY 2022 and \$120,000.00 in FY 2023. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.61 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

The issuance of these OPS' are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. These professional services were procured, and the recommended firms were selected, in accordance with N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

261-11-2021

In a document dated October 13, 2021, **Recommendation to Issue Supplement A to Order for Professional Services No. P3745, Garden State Parkway, T.Y. Lin International, Supervision of Construction Services for Contract No. P200.524, Guide Rail Improvements, Milepost 0 to 172, R-167998, Budget Code: 39200003, Original OPS Amount: \$ 970,000.00, Amount of Supplement A: \$ 465,000.00, Revised OPS Amount: \$1,435,000.00,** was approved.

This Order for Professional Services was issued at the August 25, 2020 Commission Meeting, in the amount of \$970,000.00. It provides supervision of construction services for Contract No. P200.524, Guide Rail Improvements, Milepost 0 to 172. These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

Supplement A will provide for extended supervision of construction services for Contract No. P200.524. Supplement A will compensate T.Y. Lin International for unanticipated additional services associated with extending the duration of Contract No. P200.524 by approximately fourteen (14) months. The original OPS amount was negotiated down based on contract duration identified in the Phase C Submission. The contract duration was extended pre-bid which was not accounted for in the OPS as awarded.

It is, therefore, recommended that Supplement A to Order for Professional Services No. P3745 be issued to T.Y. Lin International not to exceed the amount of \$465,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$970,000.00 to \$1,435,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

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262-11-2021

In a document dated November 9, 2021 , **Recommendation to Issue Supplement B to Order for Professional Services No. A3764, New Jersey Turnpike and Garden State Parkway, Gannett Fleming, Inc., Supervision of Construction Services for Site Work at Service Areas on the New Jersey Turnpike and Garden State Parkway, Phases 2 and 3, R-167999, Budget Code: 39200018, Original OPS Amount: \$1,265,000.00, Amount of Supplement A: \$ 140,000.00, Amount of Supplement B: \$ 650,000.00 FY 2022, Revised OPS Amount: \$2,055,000.00**, was approved.

This Order for Professional Services was approved at the August 27, 2019 Commission Meeting, in the amount of \$1,265,000.00. It provides part-time owner representation on site and supervision of construction services for Site Work at Service Areas on the New Jersey Turnpike and Garden State Parkway during Phases 2 and 3 construction of the Service Area Reconstruction Program.

Supplement A provided for additional, unanticipated supervision of construction services associated with the Phase 2 Improvements at Service Areas on the Turnpike and Parkway. Phase 2 Capital Improvements include reconstruction of the Vince Lombardi and Forked River Service Areas and remodeling of the Richard Stockton Service Area.

Supplement B will provide for additional, unanticipated extended supervision of construction services associated with the Phase 3 Improvements at Service Areas on the Turnpike and Parkway. Phase 3 Improvements include remodeling of the Woodrow Wilson and Molly Pitcher Service Areas and replacement of the fueling facilities at Grover Cleveland Service Area. Impacts of the pandemic, including building fitout of the Phase 2 sites and extra work directed by the Authority have delayed the project schedule approximately one year. In addition, closeout and as built verification of the Phase 1 sites, constructability reviews and coordination for the Phase 3 contracts including the New Jersey State Police Cranbury Barracks site has resulted in additional effort to complete the services required, which was not included in the previous supplement. Additional construction supervision services and oversight is required.

It is, therefore, recommended that Supplement B to Order for Professional Services No. A3764 be issued to Gannett Fleming, Inc. not to exceed the amount of \$650,000.00 with compensation on the same basis as the original Order for Professional Services. The original contract was procured pursuant to N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

263-11-2021

In a document dated November 3, 2021, **Recommendation to Issue Supplement B to**

Order for Professional Services No. P3730, Garden State Parkway, Van Cleef Engineering Associates, LLC, Design Services for Contract No. P100.520, Bridge Repairs and Resurfacing, Milepost 126 To 172 (2021), R-168013, Budget Code: 5000002002, Original OPS Amount: \$ 1,154,000.00, Amount of Supplement A: \$ 5,400,000.00, Amount of Supplement B: \$ 940,000.00, Revised OPS Amount: \$ 7,494,000.00, was approved.

This Order for Professional Services was issued at the December 17, 2019 Commission Meeting, in the amount of \$1,154,000.00. It provides for bridge inspection, condition evaluation and preparation of contract documents for bridge deck repairs, resurfacing and miscellaneous structural repairs on the northern portion of the Parkway.

Supplement A provided for unanticipated design and post-design services which were beyond the authorized scope of work. The unanticipated work items were associated with the preparation of contract documents for the Authority's Capital Improvement Program, and included: accelerated design services which included bridge inspection, condition evaluation, development of construction documents and post-design construction support services for Contract Nos. P100.579, T100.587 and P100.589.

Supplement B will provide for additional design services required to complete the construction documents of Contract Nos. P100.579 and T00.587 to address severe deterioration and constructability issues associated with certain structures not anticipated as part the scope of Supplement A.

The increase in scope to Parkway Contract No. P100.579 is as follows: 1) revised deck reconstruction to superstructure replacement and widening of Str. No. 128.0A and widening of Str. No. 128.0B with associated geotechnical investigation and substructure design, environmental work, retaining walls, four (4) overhead/cantilever signs, a temporary bridge and design of temporary supports (strongback) to facilitate staged construction, 2) addition of Str. Nos. 124.4NO and 124.5SO for fascia bay and parapet replacement, and 3) addition of Str. Nos. 124.5SI and 124.6NI for miscellaneous repairs.

The increase in scope to Turnpike Contract No. T100.587 is as follows: 1) addition of deck widening to Str. No. 91.36A and modifications to retaining walls, additional survey and lighting improvements, 2) addition of superstructure replacement to Str. No. 91.37AN, 3) addition of Str. No. 90.21A requiring miscellaneous bridge repairs, and 4) addition of Str. No. 90.84AN for fascia bay and parapet replacement and miscellaneous repairs.

It is, therefore, recommended that Supplement B to Order for Professional Services No. P3730 be issued to Van Cleef Engineering Associates, LLC not to exceed the amount of \$940,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$6,554,000.00 to \$7,494,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant

thereto, and Executive Order No. 37 (Corzine 2006).

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FINAL ACCEPTANCES

264-11-2021

In a document dated November 4, 2021, All work performed on each of the construction contracts listed below have been completed in accordance with the contract documents and to the satisfaction of the Engineering Department. Accordingly, it is recommended that these contracts be deemed complete and approved for Final Acceptance. The table below lists each contract and includes pertinent Change Order and financial information including the final payment amount due the Contractor upon Final Acceptance, was approved.

Contract No.	Contractor	Award Total Amount	No. of Change Orders	Additions/ Reductions	Final Total Contract Amount	Final Payment Amount
T500.363	Joseph A. Natoli Construction Corporation	\$41,087,000.00	12	\$5,918,498.50	\$47,005,498.50	\$551,907.25
Total						\$551,907.25

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

ACKNOWLEDGE REPORTS OF
ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

265-11-2021

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

- Construction Contract Progress Summary
- Change Order Summary
- Utility Order Summary

On motion Treasurer DuPont and seconded by Commissioner Gravino the Board

unanimously approved item nos. 254-11-2021 and 256-11-2021 through 264-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda. The Authority unanimously accepted the reports contained in item number 265-11-2021 and received same for file.

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ROLL CALL

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

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PROCUREMENT AND MATERIALS MANAGEMENT (“PMM”)

Director of Procurement and Materials Management Dale Barnfield, requested approval of item numbers 266-11-2021 through 274-11-2021 and 285-11-2021. Moved are the items as follows:

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PUBLIC BIDS

266-11-2021

In a document dated November 16, 2021, 2021-2024 Snow Removal at various locations on both Roadways (Negotiated/Ratification), Multiple Vendors, RM-166232 (Operations), Budget Code: Various, Amount: \$888,000.00 (3-year contracts), was approved.

Under these contracts, multiple vendors will provide front-end loaders for snow removal at three (3) Garden State Parkway and five (5) New Jersey Turnpike locations. The contracts will be for three (3) years with the option to extend for two (2) additional one-year terms.

At the September 28, 2021 Commission Meeting (Agenda No. 213-09-2021), and in accordance with the public bid laws, authorization was granted to negotiate these contracts for the current winter season for the above-referenced contracts. These represent those areas in which no bid proposals were received after two public bid solicitations, *N.J.S.A. 27:23-6.1* and *N.J.A.C. 19:9-2.2*. The authorization also stated that the contracts would be awarded immediately following the negotiations and upon the contractors’ compliance with legal and administrative terms, then ratified by this Commission at a proceeding meeting. Staff from the Procurement and Materials Management Department contacted several available contractors and successfully negotiated contracts for all eight areas required. The following five vendors met the terms of the contracts and the parties agreed as follows:

Contract	Location	Contractor	Negotiated Hourly Rate	Contract Value (Annual)
PARKWAY LOCATIONS				
LPP-74-21	INT 74 Lacey Tolls	Sil-Kemp Concrete, Inc. T/A Silvi of Englishtown Fairless Hills, PA	\$750.00	\$32,000.00
LPP-84-21	INT. 84 Toms River Tolls	DeFino Contracting Co. Cliffwood Beach, NJ	\$600.00	\$40,000.00

LPP-105-21	INT. 105 Eatontown Tolls	Stavola Contracting Co. Inc., Tinton Falls, NJ	\$575.00	\$32,000.00
Contract	Location	Contractor	Negotiated Hourly Rate	Contract Value (Annual)
TURNPIKE LOCATIONS				
LTP-01-21	Toll Plaza INT 1 – TMD1	Sil-Kemp Concrete, Inc. T/A Silvi of Englishtown Fairless Hills, PA	\$780.00	\$68,000.00
LTP-04-21	Toll Plaza INT 4 - TMD2	Tuckahoe Sand and Gravel Company Pleasantville, NJ	\$750.00	\$16,000.00
LTP-06-21	Toll Plaza INT 6 – TMD3	Sil-Kemp Concrete, Inc. T/A Silvi of Englishtown Fairless Hills, PA	\$780.00	\$68,000.00
LTP-08-21	Toll Plaza INT 8 – TMD4	Longford Landscapes and Excavations Hamilton, NJ	\$675.00	\$20,000.00
LTP-09-21	Toll Plaza INT 9 – TMD5	Longford Landscapes and Excavations Hamilton, NJ	\$750.00	\$20,000.00

These contracts were procured and awarded in accordance with *N.J.S.A 27:23-6.1(a)* of the Authority's enabling legislation, *N.J.A.C. 19:9-2.2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). These vendors are in compliance with Public Law 2005, Chapter 51 and Executive Order No 117 (Corzine 2008).

Accordingly, it is recommended that the awards for the three-year contracts listed herein for snow removal services in an amount not to exceed \$888,000.00 be ratified. In addition, it is requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendors. The prices for the succeeding years of the contract will be adjusted yearly based on a Consumer Price Index ("CPI") factor consisting of the average of 1) the New York/ Northern New Jersey CPI and 2) the Philadelphia/Southern New Jersey CPI. The maximum annual increase permitted, however, shall be five percent.

267-11-2021

In a document dated November 8, 2021, **36" PVC Traffic Cones, Garden State Highway Products, Inc., RM-167286 (Inventory), Budget Code: Various, Amount: \$ 171,660.00**, was approved.

Authorization is requested to award a contract for approximately 6,000 36" PVC traffic cones for use on Authority Roadways. The traffic cones are held in inventory and used by the Maintenance, Operations and Toll Collection Departments to enhance roadway safety. The bid was fully advertised and the 14 vendors listed in the Authority's database for the referenced commodity were notified of the procurement. On October 12, 2021, bids were received as follows:

<u>Vendor</u>	<u>Total Bid Price</u>
Garden State Highway Products, Inc., Millville, NJ	\$ 171,660.00
Traffic Safety Service, Inc., South Plainfield, NJ	\$ 186,660.00

Departmental Estimate: \$170,000.00

Non-Compliance

An additional bid was received from United Rentals (North America), Inc. of South

Plainfield, NJ ("United") in the amount of \$118,800.00. Since this bid was 30% below the departmental estimate and significantly below the other bids received, Staff from Procurement and Materials Management requested a sanity hearing as well as a sample unit to determine if United could in fact supply the specified cones at the price proposed. During the sanity hearing it was determined that the cone proposed by United would not meet the Authority's specifications for this product. Thus, it is recommended that the bid submitted from United Rentals (North America), Inc. be rejected.

Bids were procured, and authorization is being sought to award this contract in accordance with *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, *N.J.A.C. 19:9-2.2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

Accordingly, authorization is requested to award a contract for inventoried traffic cones to Garden State Highway Products, Inc. for a total amount not to exceed \$171,660.00, subject to funding availability at the time of ordering. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor.

268-11-2021

In a document dated November 8, 2021, **Three-Year Purchase Options, At prior Board of Commissioners Meetings, the Authority awarded contracts to the vendors listed herein for the referenced equipment. The contracts included a 3-year option to purchase additional equipment which conforms to the original specifications for two additional model years. For the final two years of the options, the vendors were permitted to request price increases from the Authority if there had been an overall price increase of the equipment in the later model years, provided that the vendors justified the price increases in writing to the Authority. The Maintenance and Procurement Departments have reviewed the following option exercises and have determined that any requested price increases are reasonable,** was approved.

Original Award Meeting Date and Item No.	Description	Vendor Name	Requisition/ Budget Code	Quantity/ Unit Price		Total Amount	% Model Year Increase
April 23, 2019 117-04-2019	Aerial Lift Trucks	Route 23 Automall, LLC Butler, NJ	R-168071 (Operations) 049 00 500 156555 0490016005	3	\$168,609.34	\$505,828.02	11.2% (2 Model Years)

This contract was originally bid and awarded in accordance with *N.J.S.A. 27:23-6.1* of the Authority's enabling legislation, *N.J.A.C. 19:9-2.2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). The contract is in compliance with Public Law 2005, Chapter 51

033537 and Executive Order No. 117 (Corzine 2008).

Accordingly, authorization is requested to exercise this contract option in order to purchase three (3) aerial lift trucks for a total amount not to exceed \$505,828.02.

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STATE/GOVERNMENT CONTRACTS

269-11-2021

In a document dated November 8, 2021, **Chevrolet Suburban 4-Wheel Drive Vehicles, Hertrich Fleet Services, Inc., R-168185 (Operations), Budget Code: 049 00 500 156555, 0490016000, State Contract No. 21-FLEET-01387 expiring 2/18/2023, Amount: \$ 174,024.00 (\$43,506.00 each)**, was approved.

Under this contract, Hertrich Fleet Services, Inc. will provide four (4) 2022 Chevrolet Suburban 4-wheel drive vehicles. These vehicles are replacing four (4) Chevrolet Tahoe's that were authorized at the September 28, 2021 Board of Commissioners meeting (Agenda No. 217-09-2021) for order but were subsequently cancelled due the expiration of General Motors' ordering window for that model. These vehicles are part of the Authority's Vehicle Program to replace older, high mileage vehicles which have become very expensive to maintain and are available from NJ State Contract No. 21-FLEET-01387 expiring 2/18/2023.

This procurement, under State Contract No. 21-FLEET-01387, is in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 *et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 21-FLEET-01387 for four (4) Chevrolet 4-wheel drive vehicles to Hertrich Fleet Services, Inc. for a total amount not to exceed \$174,024.00.

285-11-2021 (Item added)

In a document dated November 16, 2021, **3/4-Ton Pick-Up Trucks, Beyer Ford, R-168647 (Operations), Budget Code: 049 00 500 156555 0490016007, State Contract No. 88727 expiring 4/25/2022, Amount: \$ 1,410,189.06 (\$33,575.93 each)**, was approved.

Under this contract, Beyer Ford will provide forty-two (42) 2022 Ford F-250 4WD super cab pick-up trucks with standard equipment listed per New Jersey State Contract. These vehicles are replacing forty-two (42) similar Chevrolet vehicles that were authorized at the April 27, 2021 Board of Commissioners meeting (Agenda No. 094-04-2021) as 3-year purchase options but were subsequently cancelled due to recent production cutbacks from the manufacturer General Motors. These vehicles are part of the Authority's Vehicle Program to

replace older, high mileage vehicles which have become very expensive to maintain and are available from NJ State Contract. 88727 expiring 4/25/2022.

This procurement, under State Contract No. 88727, is in accordance with *N.J.A.C. 19:9-2.5(a)*, promulgated pursuant to *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 88727 for forty-two (42) 3/4-ton pick-up trucks to Beyer Ford for a total amount not to exceed \$1,410,189.06.

270-11-2021

In a document dated November 19, 2021, **Connected Vehicle Pilot, KYRA Solutions, R- 168588 (ITS), Budget Code: 400 00 830 156555 080C00030, Federal GSA Contract: GS-35F-103GA expiring 11/30/2021, Amount: \$ 189,000.00**, was approved.

Under this contract, KYRA Solutions will expand relevant real-world experience with vehicle-to-infrastructure (V2I) and infrastructure-to-vehicle (I2V) technologies for enhanced safety and mobility. Kyra will provide an end-to-end solution to clearly illustrate selected use cases while enabling improved data analysis and real-time messaging to the motorist and traffic management personnel. Use cases will include the usage of NJTA data such as vehicle location, weather, and traffic detection. These technology services are available from Federal GSA Contract GS-35F-103GA expiring 11/30/2026.

This procurement, under the General Services Administration ("GSA")/Federal IT Schedule 70, Contract No. GS-35F-103GA, is in accordance with *N.J.A.C. 17:12-1A.5*, promulgated pursuant to *N.J.S.A. 52:34-6.3* which permits New Jersey state entities such as the Authority, without advertising, to purchase goods and services directly from vendors which hold GSA contracts under the Federal Supply Schedules.

Accordingly, authorization is requested to award a contract under GSA Contract No. GS-35F-103GA for technology services related to the Authority's connected vehicle pilot to KYRA Solutions, Inc. for an amount not to exceed \$189,000.00.

271-11-2021

In a document dated November 15, 2021, **State Contract Modifications, At prior Board of Commissioners meetings, the Authority approved purchases (up to a maximum authorized dollar amount) from the vendors listed herein under the New Jersey State contract referenced below. The terms of the referenced State contract has since been extended and additional funds are needed to purchase these necessary goods and/or**

services through the extended terms of the State contract, was approved.

Description / Original Agenda Item – Award Date	Vendor Name	Requisition Number	NJTA Contract No.	NJ State Contract No. Expiration	Current Authorized Amount	New Authorized Amount	Requested Increase Amount
Gasboy Fuel Tank Service 04/14/2018	Whitemarsh Corporation	RM-168090 (Operations)	2444	42262 Expiring 08/28/2022	\$120,000.00	\$200,000.00	\$80,000.00
Ford (OEM) Repair Parts 259-10-2019	Freehold Ford, Inc.	RM-167862 (Inventory)	2831	19-FLEET- 00918 Expiring 8/04/2022	\$315,000.00	\$495,000.00	\$180,000.00
Total							\$260,000.00

The original procurement, under the State contract, was in accordance with *N.J.A.C.* 19:9-2.5(a), promulgated pursuant to *N.J.S.A.* 27:23-1 et seq., the Authority’s enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, given that the period of time during which the Authority may make additional purchases under the referenced State Contract was extended through the new expiration date of this contract, approval is hereby requested to increase the Authority’s current authorized amount to the new authorized amount stated above, subject to funding availability at the time of order.

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PROFESSIONAL SERVICES

272-11-2021

In a document dated November 19, 2021, **E-ZPass Transponders and Related Products, TransCore, RM- 168166 (ITS), Budget Code: 00 010 950 270097, Amount: \$ 10,000,000.00 (1-year Contract)**, was approved.

The New Jersey Turnpike Authority (“Authority”) is a member of the Interagency Group (IAG), a consortium of thirty-five toll agencies in seventeen states dedicated to the goal of a seamless electronic toll collection system. These members issued a Request for Proposals (“RFP”) for compatible transponders and related transponder products (tag programmers and tag testers) currently in use in the E-ZPass system using the North Carolina Turnpike Authority as the lead procuring agency on behalf of these of these IAG members.

The RFP was released at the start of 2020 with responses received and evaluated by an Evaluation Committee comprised of AIG members. Upon review and scoring of proposals received, the Committee recommended that TransCore be selected to supply transponders and related products to the IAG members. TransCore proposed pricing of \$6.89 per transponder in quantities under 1 million and \$6.69 for quantities equal to or greater than 1 million when aggregated annually across all purchases made by the IAG members. On October 1, 2020, North Carolina Turnpike Authority finalized and signed the contract with TransCore. Based on the terms negotiated by the IAG, each Member must enter into its own contract with TransCore and

although the contracts are separate, the contracts of each member agency are materially the same.

Authorization is therefore requested to enter into a cooperative purchase agreement ("Contract") with TransCore to provide E-ZPass transponders and related products for a one-year term. The Authority intends to purchase approximately 1,200,000 interior transponders and other related equipment during the term, of which 920,000 will directly related to the Authority's 2022 Tag Swap program.

This contract procurement is authorized under *N.J.A.C. 19:9-2.2(d)(3)*, promulgated under *N.J.S.A. 27:23- 1, et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine), which exempt contracts with the Federal or any state government or any agency or political subdivision thereof from public bid requirements. The award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order No. 134) and Executive Order No. 117 (Corzine), and having no objection to same.

Accordingly, authorization is requested to award a one-year Contract to TransCore for E-ZPass transponders and related products in the amount not to exceed \$10,000,000, subject to funding availability at the time of order. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor. Furthermore, Authorization is requested for the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization, including placing orders for such goods to be provided under the terms of the contract, according to the needs of the Authority.

273-11-2021

In a document dated November 18, 2021, **Supplement E to the New Jersey E-ZPass Services Contract–2022 Tag Swap Program, Conduent State & Local Solutions, Inc., RM-168589 (ITS), Budget Code: 00 010 950 270097, Amount (Not To Exceed): \$8,400,086.00,** was approved.

Authorization is requested to approve Supplement E to the Services Contract approved under Agenda Item No. 398-09-2015 between the Authority, Conduent State & Local Solutions, Inc. ("Conduent") (formerly Xerox State & Local Solutions, Inc.), and the other agencies of the New Jersey E-ZPass Group. The requested supplement will compensate Conduent for services provided for the 2022 Tag Swap Program, for the period of 1/1/2022 to 12/31/2022 which will replace an estimated 920,000 E-ZPass transponders ("Tags") that have or will soon reach the end of their estimated (10 year) useful life.

The Tag Swap Program services to be provided by Conduent under Supplement E include: 1) account management and system setup for all valid account types related to the Tag

033541 Swap Program; 2) preparation and dissemination of all correspondence to customers associated with the Tag Swap; 3) Tag fulfillment and mailing including payment of postage costs; and 4) disposal of returned Tags. Conduent will be compensated at a unit cost not to exceed \$8.75 per Tag swapped. The total compensation to Conduent for these supplemental services will be in an amount not to exceed \$8,400,086.00 which includes a one-time fee of \$27,750 for system set up and on-boarding as well as a 4% contingency for unknown circumstances that may arise.

Accordingly, authorization is requested to authorize Supplement E to the Services Contract with Conduent State and Local Solutions, Inc. for an amount not to exceed \$8,400,086.00.

274-11-2021

In a document dated November 23, 2021, **Supplement to Pharmacy Benefit Manager Services- Return Ready Premium Program, CVS Health/Caremark, Budget Code: Various Amount (Not To Exceed): \$ 3,000,000.00,** was approved.

Authorization is requested to enter into a Letter of Agreement ("Agreement") with CVS Health/Caremark ("CVS") to include and provide weekly testing of New Jersey Turnpike Authority ("Authority") employees who have not provided proof that they are fully vaccinated against the COVID-19 virus. Services under this Agreement will be provided as a supplement to the existing Pharmacy Benefit Manager ("PBM") Services ("Contract") which was approved by the Authority's Board of Commissioners (Agenda Item No. 277-07-2016) for services that generally include pharmacy prescription drug administration, access to CVS Minute Clinics as well as vaccinations against influenza and COVID-19.

On August 23, 2021, as part of the State's Return to Office plan, Governor Philip D. Murphy announced that all state workers, including all workers at state agencies and authorities, as well as state colleges and universities, must comply with the requirements set forth in Executive Order No. 252, submitting proof of vaccination or submit to ongoing testing at minimum once weekly. In order to comply with the Executive Order and the guidance provided through the Governor's Authorities Unit to safely return employees back to offices, as well as the geographical range of employees that will require weekly testing, it was determined that it was in the Authority's best interest to negotiate an agreement with CVS to provide these mandatory testing services. CVS has approximately 30 retail locations throughout the state that will be available to administer these services to the Authority's 1,150 (approx.) employees who are currently unvaccinated or partially vaccinated.

Under this Agreement, CVS will provide services that include, but are not limited to: 1) Provision of trained personnel to conduct the COVID-19 tests, COVID-19 testing kits, and ancillary testing-related supplies necessary to provide testing services at any of the designated retail locations; and 2) providing the Authority with daily test results and reporting. The initial term

of this Agreement will be for four (4) months with optional monthly extensions (due to the uncertainty of the duration these services will be required). The cost of these services will be in the amount of \$135.00 per test with a one-time program set-up fee of \$10,000.00. Based on the current number of unvaccinated or partially vaccinated employees that will require testing (approx. 1,150) the amount requested for the initial term is in the amount not to exceed \$3,000,000.00 through March 31, 2022.

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

Accordingly, authorization is requested for the Executive Director to execute this Agreement with CVS Health/Caremark, as outlined herein. It is further requested that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 266-11-2021 through 274-11-2021 and 285-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

DIAZ	DuPONT	GRAVINO	MINELLA	SALERMO	GUTIERREZ- SCACETTI
YES	YES	YES	YES	YES	YES

ooo0ooo
OPERATIONS

Director of Operations Kevin Dunn requested acceptance of item number 275-11-2021. Moved is the item as follows:

275-11-2021

Director of Operations Kevin Dunn requested acceptance of Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2021 through 10/31/2021; with 2020-2021 Yearly Comparisons through October 2021, was approved.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously accepted item number 275-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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STATE POLICE

Major Michael Zimmerman requested acceptance of item number 276-11-2021. Moved is

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the item as follows:

276-11-2021

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

On motion by Commissioner Gravino and seconded by Treasurer DuPont the Authority unanimously accepted the reports contained in item number 276-11-2021 and received same for file.

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FINANCE

Chief Financial Officer Donna Manuelli requested acceptance of item number 277-11-2021. Moved is the item as follows:

277-11-2021

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the Ten (10) months ended October 31, 2021**, was accepted.

On motion by Treasurer DuPont and seconded by Commissioner Gravino the Board unanimously accepted item number 277-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

Chief Financial Officer Donna Manuelli requested approval of item numbers 278-11-2021, 279-11-2021, 280-11-2021 and 282-11-2021. Moved are the items as follows:

278-11-2021

In a memorandum dated November 10, 2021, **Authorization to Adopt the 2022 Annual Budget**, was approved.

Attached for your consideration is the 2022 Annual Budget, which includes the Authority's 2022 budget for Revenue, Operating Expenses, Debt Service Fund, and General Reserve Fund. In addition, the 2022 Annual Budget includes the Authority's Capital Spending Program, presented on a rolling five-year basis. The Authority has established a rolling five-year program for all capital projects regardless of funding source for more meaningful, high-level reporting and management of bond and revenue funding. The Authority's Capital Spending Program consists of projects for both the revenue funded and the bond funded capital programs. The revenue funded program includes i) Maintenance Reserve Fund, ii) Special Project Reserve Fund and iii) Supplemental Capital Program The bond funded programs include – i) 2022-2026 Capital Improvement Program (2022-2026 CIP), which is part of the 2020 Long-Range Capital Plan, ii) 2019 Capital Improvement Program (2019 CIP) and iii) 2008 \$7 Billion Capital Improvement Program (2008 \$7 Billion CIP).

The 2022 Annual Budget has been prepared consistent with the Authority's Strategic Plan. Even with the potential prolonged impact of the COVID-19 pandemic on traffic and toll revenue, the 2022 Annual Budget continues the mission contained in the Strategic Plan. This mission is to prudently manage the finances and operations of the Authority to provide our customers with a safe, efficient, innovative, and resilient toll road system, which facilitates mobility in New Jersey and the Northeast United States. The 2022 Annual Budget provides enough funding to meet Authority goals for two of the busiest toll roads in the United States - the New Jersey Turnpike ("Turnpike") and Garden State Parkway ("Parkway"). The Authority continues to focus on state of good repair, which is the need to maintain and improve ageing assets, as well as the financial and operational needs of a system which includes more than 4,400 lane miles, 1,100 bridges and 130 interchanges and 600 tolling locations. The 2022 budget plans for the (i) continued traffic recovery from the impacts of the Covid-19 pandemic, (ii) award of more than \$1 billion in design, supervision, and construction contracts (iii) continued capital improvement under authority's capital spending program which includes safety and mobility improvements for its patrons and, (iv) compliance with the financial covenants contained in the bond resolution and financial policies.

The Authority arrived at the 2022 Annual Budget by engaging in a comprehensive budget preparation process, which began several months ago and directed departmental managers to think strategically as well as identify all opportunities to achieve operational efficiencies. With a critical eye, directors reviewed their respective departmental budgets and evaluated all positions and line item expenditures, as well as all proposed capital project budgets with their spending plans on a rolling five-year basis.

The proposed 2022 Annual Budget accomplishes the following:

(1) Provides enough funding for operating expenses to operate and maintain the Turnpike and Parkway. Authorized full-time positions are held essentially flat.

(2) Provides for debt service payments of over \$900 million and includes a potential \$1.25 billion new money bond issuance in 2022. The new money bond issuance will provide needed funds for various ongoing Capital Improvement Programs.

(3) Provides nearly \$1 billion for spending on capital projects, including almost \$400 million of spending on revenue funded Capital Budget projects (Maintenance Reserve, Special Project Reserve, and Supplemental Capital); and approximately \$600 million of spending on bond funded Construction Fund projects (included in 2022-2026 CIP, 2019 CIP, and 2008 \$7 Billion CIP);

(4) Maintains a minimum unencumbered General Reserve Fund balance more than 10% of total annual revenue (more than \$230 million) as required by Board policy; and

(5) Meets General Bond Resolution financial covenants, Board adopted financial targets, and all other financial obligations. The debt service coverage ratio is projected to be 2.21 in 2022,

with a total requirements ratio of 1.65.

The 2022 budget for Revenue is \$2.3 billion and includes a projected increase in toll revenue of 8.4% on the Turnpike and 5.4% on the Parkway as compared to the 2021 budget. This increase is primarily due to traffic continuing to recover closer to pre-pandemic levels following the lifting of travel bans in May 2021 and the state of emergency in June 2021, as well as more businesses returning employees to the office. The toll revenue increase also assumes toll rate indexing at 3% effective 1/1/2022. The 2022 budget for toll revenue was derived from a report done by the Authority's traffic engineering consultant in September 2021. E-ZPass fees are budgeted to increase by about \$15.5 million, or 18.3%, reflecting growth as New Jersey E-ZPass accounts continue to increase as well as an increase in administrative fee collections from enhanced collection efforts. Interest income is budgeted to decrease by \$14 million or 70% compared to the 2021 budget assumptions, based on declining short-term interest rates due to market conditions and lower invested balances. All other revenue sources are budgeted to be essentially flat as compared to the 2021 budget.

The proposed 2022 budget for Operating Expenses of \$672 million represents a \$49 million, or 7.9%, increase as compared to the 2021 budget. The increase includes three key cost factors with significant percentage increases that total \$31 million and make up 4.9% of the 7.9% increase. State Police costs are budgeted to increase by \$17.5 million (21% increase) due to higher pension cost and contractual salary increases. Insurance costs are budgeted to increase by \$2.4 million (19% increase) mainly due to an increase in cyber insurance premiums. New Jersey E-ZPass costs are increasing by \$10.7 million (12% increase) due to higher projected volumes. Excluding these three key cost factors, the budget increase is only \$18.6 million, or 3%. This 3% increase is in line with prior year increases.

The \$18.6 million, or 3% increase in the 2022 budget is made up of the following:

- \$11.4 million, or 4% increase in personnel costs mainly from the contractual salary increases and a marginal expected increase in pension and health benefit expenses
- \$3 million, or 6% increase in total material and supply costs primarily because of an increase in software and licensing costs for new software products acquired, a projected increase in gasoline and diesel costs and a projected increase in utility costs
- \$4.5 million, or 2.1% increase in professional and consulting services primarily due to an increase in the budget for bridge inspections and general engineering consulting services to account for planned services.

The 2022 Annual Budget also includes the Debt Service Fund which is budgeted at \$903 million and includes principal and interest payments on currently outstanding bonds as well as a potential new money issuance of \$500 million budgeted for January 2022 and a \$750 million issuance budgeted for July 2022. The 2022 budget is a decrease of about \$18 million compared to 2021 due to interest savings from the bond refinancing completed in 2021. The budget

assumes that out of the total \$903 million, \$735 million will be funded from net revenue, while \$124 will be funded from a forward delivery refunding payment and \$43.8 million will be funded from bond proceeds (capitalized interest).

The 2022 budget for the General Reserve Fund totals \$686 million and includes the Authority's contractual payments due in calendar 2022 under the various state agreements. This includes payment of \$548 million for the State Public Transportation Projects Funding Agreement (half of state fiscal year 2020 payment of \$350 million and half of state fiscal year 2023 payment of \$746 million) as well as \$24.5 million for the Transportation Trust Fund and Feeder Road Agreements. Also included is funding for extraordinary severe weather costs and other postemployment benefit costs, and a net transfer to the Construction Fund of \$60 million to cover the 2022 budgeted spending plans for the revenue funded Supplemental Capital Program. The 2022 budget is increasing by nearly \$300 million due to the required payments under the new state agreement which was effective 7/1/2021.

The Authority's Capital Spending Program is also part of the 2022 Annual Budget and is presented on a rolling five-year basis, with a spending plan included for the years 2022-2026. The Capital Spending Program includes revenue funded projects as well as bond funded projects. The revenue funded capital projects, referred to as the Capital Budget, include projects in the Maintenance Reserve Fund, Special Project Reserve Fund and Supplemental Capital Program. The bond funded capital projects, referred to as the Construction Fund, include – (i) 2022 – 2026 CIP, part of the 2020 Long-Range Capital Plan, (ii) 2019 CIP and (iii) 2008 \$7 Billion CIP.

The rolling five-year Capital Spending Program anticipates \$5.8 billion to be spent during 2022-2026, or an average of about \$1.2 billion/year. Of this, approximately 70% is planned to be spent on Bridge Repair and Reconstruction, Capacity Enhancements and Pavement Resurfacing. The remaining 30% is budgeted to be spent on other roadway improvement projects, technology improvements, fleet replacement and facility upgrade projects. Over the five-year period, approximately 30%, or \$1.7 billion, will be funded by revenue, while 70%, or \$4.1 billion, of the \$5.8 billion will be funded by bond proceeds.

The revenue funded Capital Budget projects included in the 2022 rolling five-year Capital Spending Program focus on resurfacing of the roadways, bridge repairs, roadway and technology improvements, fleet replacement and facility upgrades. These projects are funded by net revenue transfers into the Maintenance Reserve Fund, Special Project Reserve Fund, and into the revenue funded accounts in the Construction Fund for Supplemental Capital Program projects. Average annual spending for these projects is about \$340 million/year.

The Maintenance Reserve Fund has a rolling five-year spending plan of \$1.1 billion, or an average of \$220 million/year, which primarily supports spending for the maintenance and resurfacing of roadway and bridges on the Turnpike and Parkway. These projects have a

combined spending budget for 2022 of \$220 million, with the remainder planned to be spent in 2023-2026. The budgeted spending for 2022 is an increase of about \$34 million, or 18%, over the 2021 spending budget. The 2022 spending budget includes additional funding for facility upgrades and other roadway improvements. It should be noted that the Authority is funding for the resurfacing of approximately 400 lane miles and bridge deck repairs of approximately 45 bridges on both the roadways.

The Special Project Reserve Fund has a rolling five-year spending plan of \$267 million, or an average of \$53 million/year. The 2022 spending budget is about \$76 million with the remainder to be spent in 2023-2026. The budgeted spending for 2022 represents a \$2 million, or 3% increase over 2021 budgeted spending. The spending budget provides funding for the Authority's scheduled fleet replacement program, as well as funds for facility improvements and technology improvements, among other necessary projects.

The Supplemental Capital Program has a rolling five-year spending plan of \$315.4 million, or an average of \$63 million/year. The 2022 spending budget is about \$75 million with the remainder to be spent in 2023-2026. The 2022 spending budget is essentially flat as compared to 2021, and includes additional resurfacing on the Garden State Parkway, and the design of the Tremley Point Connector Road project, among other projects.

The bond funded Construction Fund projects included in the rolling five-year plan focus on maintaining the existing infrastructure in a state of good repair, capacity enhancement projects and bridge improvement projects. Some important projects are (1) the bridge rehabilitation and replacement program and Turnpike mainline widening between Interchanges 1 and 4 as a part of the 2022-2026 CIP; (2) bridge deck reconstruction on both the roadways, shoulder restoration on the Parkway and Phase 3 Service Area Improvements as a part of the 2019 CIP; and (3) the Newark Bay Hudson County Extension Bridge re-decking, and interchange improvements are continuing as part of the 2008 \$7 Billion CIP. Average annual spending for these projects is about \$825 million/year, although these amounts are expected to increase as more projects are added from the 2020 Long-Range Capital Plan.

The 2022- 2026 CIP, which is derived from the 2020 Long-Range Capital Plan which was approved in May 2020, has a rolling five-year spending plan of \$3.7 billion, or an average spending of approximately \$740 million each year. This program includes capacity enhancement projects on the Newark Bay Hudson County Extension as well as between Interchanges 1 and 4 on the Turnpike. The 2022 spending budget is about \$352 million, which is an increase of \$124 million, or 55% as compared to the 2021 spending budget.

The 2019 CIP, approved in April 2019, has a rolling five-year spending plan of \$352 million, of which about \$290 million will be spent between 2022 and 2023. This program includes the rehabilitation of the Passaic River Bridges and service area improvements. The 2022 spending budget is about \$172 million, which is a \$95 million, or 36% decrease from the 2021

spending budget, as projects near completion.

The 2008 \$7 Billion CIP, approved in December 2008, is nearing completion. The budget is being amended to reflect minor changes required between projects with no overall increase to the program budget. The rolling five-year spending plan is \$102 million, which includes \$74 million to be spent in 2022. This includes re-decking of various structures on the Newark Bay Hudson County Extension and certain interchange improvements on both the roadways. The 2022 spending budget of \$74 million is a \$72 million, or almost 50% decrease from the 2021 spending budget, again as the remaining projects near completion.

In summary, the Authority's 2022 Annual Budget assumes a gradual but steady recovery from COVID-19 travel impacts, addresses sustainability through adequate funding for the Authority's capital spending program and demonstrates financial resiliency by exceeding all the bond financial covenants and the Authority's financial management principles and guidelines. The 2022 Annual Budget also adequately funds the Authority's debt service requirements, providing nearly \$900 million for the interest and principal payments and exceeding the debt service coverage ratio requirement. It is therefore recommended that the Authority adopt the attached 2022 Annual Budget. The Authority's General Consulting Engineer, HNTB, concurs with this recommendation.

Your approval of this recommendation is respectfully requested.

[2022 Annual Budget in Brief Attached hereto]

279-11-2021

In a memorandum dated November 8, 2021, **New Jersey Turnpike Bond Resolution 713 (c)**, was approved.

Under the provisions of Section 713 (c) of the Turnpike Revenue Bond Resolution adopted by the Authority on August 20, 1991 as amended and supplemented (the "Resolution"), the Authority, on or before December 1 in each year, shall complete a review of its financial condition for the purpose of estimating whether the Net Revenues (as such term is defined in the Resolution) for such year and for the next succeeding year will be sufficient to comply with subsection (b) of Section 713 of the Resolution and shall by resolution make a determination with respect thereto. A copy of such resolution, certified by an Authorized Officer of the Authority, together with a certificate of such Authorized Officer setting forth a reasonably detailed statement of the actual and estimated receipts and the payments to be made therefrom for such year, shall be filed with the Trustees on or before December 20.

If it fails to meet the requirements of Section 713 (b) of the Resolution, the Authority shall have its Traffic Engineers conduct a study for the purpose of recommending a schedule of tolls which will provide the necessary revenues to meet the requirements.

The undersigned has completed the review of the financial condition of the Authority for

the years 2021 and 2022. The Authority is now in a position to make the determination showing that the requirements of Section 713 (b) of the Resolution will be met in the years 2021 and 2022.

As the basis for your review, I have prepared the following schedules relative to the two years under review, 2021 and 2022, which accompany this memorandum.

Schedule A

This schedule contains a Resolution which states that a review has been made of the Authority's financial condition for the purpose of estimating whether the tolls, revenues, fees, charges, rents and other income and receipts from the operation of the New Jersey Turnpike and the Garden State Parkway during 2021 and 2022, including investment income treated as revenues for each year, will be sufficient to provide all of the payments and meet all other requirements as specified in Section 713 (b) of the Resolution.

Schedules B and C

These schedules set forth calculations relative to 2021's revenue requirements. Specifically, the schedule provides actual revenue through October 31, 2021 and projected revenue for the balance of the year (November-December 2021).

Schedules D and G

These schedules set forth figures to support the certification under Section 713(c) of the Resolution demonstrating that in each calendar year (2021 and 2022) "Net Revenues shall at least equal the Net Revenue Requirement for such year" as required by Section 713(b) of the Resolution. Under Section 101 of said Resolution, Net Revenues are defined as "... for any calendar year or other period of time, the Pledged Revenues during such year or period less the amounts of the Operating Expenses for such year or period." The Net Revenue Requirement means with respect to any period of time, "an amount equal to the greater of

- (i) The Sum of the Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments, and payments, if any, to the Charges Fund for such period

or

- (ii) 1.20 Times the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof)."

Schedules E and F

These schedules set forth calculations relative to 2022's financial projections and estimated revenue provisions.

Based upon a review of the financial condition of the Authority, it is estimated that Net Revenues (as such term is defined in the Resolution) for 2021 and 2022 will be sufficient to comply with Section 713 (b) of the Resolution.

[Schedule A-G attached hereto]

280-11-2021

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281-11-2021

In a memorandum dated November 23, 2021, **Authorization to Adopt Series 2021 Turnpike Revenue Refunding Bond Resolution**, was approved.

Attached is the Series 2021 Turnpike Revenue Refunding Bond Resolution (Series 2021 Refunding Resolution). This resolution authorizes the issuance of up to \$1,575,000,000 of Series 2021 Turnpike Revenue Refunding Bonds. These bonds consist of up to \$1,006,925,000 of refunding bonds to refinance fixed rate debt for debt service savings. In addition, the resolution provides for the issuance of up to \$568,075,000 of refunding bonds to refinance existing variable rate debt for either debt service savings, or to reduce risk on the variable rate portfolio.

The Series 2021 Refunding Resolution authorizes the issuance of up to \$1,006,925,000 of bonds to potentially refund for debt service savings the fixed rate Series 2012B, 2013A, 2013F, 2014C and 2015E Bonds. These bonds, or a portion of these bonds, can be refunded on a taxable basis. These bonds will be refunded if they can produce debt service savings above the Authority's target of 3%. The refunding bonds will match the maturity of the existing bonds, which mature through January 1, 2045.

In addition, the Series 2021 Refunding Resolution authorizes the issuance of up to \$568,075,000 of refunding bonds to refinance existing variable rate debt. The Series 2021 Refunding Resolution authorizes the refunding of the Series 2015A, 2015C-D, 2015G, 2016B-D, 2017C-D and 2020A Bonds. Depending on market conditions, the Authority has the potential to refinance these bonds on a fixed rate basis, and terminate the existing interest rate swap agreements at essentially a cost neutral basis to de-risk the variable rate debt portfolio. The underlying bonds, as well as the interest rate swap agreements, have their index rate as the London Interbank Borrowing Rate (LIBOR) which will be phased out beginning on December 31, 2021 through June 30, 2023. Refunding these bonds on a fixed rate basis would reduce any risk associated with the conversion of these bonds to some replacement rate. The Series 2021 Refunding Resolution authorizes the Authority to refund all the aforementioned variable rate bonds through a variety of variable rate debt forms, including a direct placement with a commercial bank, or a public offering. Also, the Authority could terminate, amend, or replace the existing Interest Rate Swap Agreements on these bonds, and/or issue fixed rate debt. The proposed Series 2021 Refunding Resolution would allow the Authority to pursue the option that is in the best long-term financial interest of the Authority, as well as pay cost of issuance fees from either bond proceeds or the General Reserve Fund.

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It is recommended that the Board of Commissioners adopt the Series 2021 Turnpike Revenue Refunding Bond Resolution in substantially the form attached hereto, and authorize the Executive Director to execute any and all documents necessary to finalize this document, and others as may be necessary to complete the transactions described therein. The Authority has received the required pre-approval letters from the Governor and State Treasurer.

Your approval of this recommendation is respectfully requested.

[NJTA Series 2021 Turnpike Refunding Bond Resolution Attached hereto]

282-11-2021

In a memorandum dated November 22, 2021, **Direct Purchase Forward Delivery Refunding Tax Exempt Turnpike Revenue Bonds, Barclays Capital Inc., Budget Code: Various, Amount: \$1,000,000 (not to exceed payable to Barclays at closing)**, was approved.

Authorization is requested to award a contract to Barclays Capital, Inc., New York, NY for the direct purchase of forward delivery refunding tax-exempt Turnpike Revenue Bonds. The Forward Delivery Agreement to be entered into will cover the existing \$100 million Series 2013A Turnpike Revenue Bonds ("Series 2013A Bonds") and the \$889 million Series 2014A Turnpike Revenue Bonds ("Series 2014A Bonds"). At the January 31, 2020 Commission Meeting (Agenda No. 035-01-2020) the Board authorized the adoption of the Series 2020 Turnpike Revenue Bond Resolution ("Resolution") and authorized the Executive Director to execute all documents necessary to finalize transactions contemplated in the Resolution. In addition, at the November 23, 2021 Commission Meeting (Agenda No. 281-11-2021), the Board authorized the adoption of the Series 2021 Turnpike Revenue Refunding Bond Resolution ("Refunding Resolution") which included authorization to refund the \$100 million Series 2013A bonds, among others. Among several options, the Resolution and Refunding Resolution authorized the Authority to refund the bonds through a direct purchase of fixed rate or variable rate bonds as well as enter into any interest rate swap agreements in connection with the issuance of variable rate bonds. Subsequently, the Authority issued a Request for Proposal ("RFP") for a direct purchase of forward delivery refunding tax-exempt bonds to take advantage of the significant savings on the Series 2013A and Series 2014A Bonds that are available based on current market conditions. In addition, it was determined that the direct purchase bank market and a forward delivery refunding were the best options to achieve up-front savings based on current market conditions. Proposers were asked to provide proposals which would provide an up-front payment to the Authority equal to the net present value savings on the bonds. In addition, Proposers were also asked to submit alternative structures that would maximize savings to the Authority. Finally, Proposers were also asked to provide all fees and expenses to complete the transaction.

The RFP was fully advertised on November 3, 2021 and the 16 commercial bankers listed in the Authority's database were notified of the procurement. On November 15, 2021, six

(6) proposals were received. Proposals were procured, and authorization is being sought to award this contract in accordance with *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, *N.J.A.C. 19:9-2.2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008) and having no objection to same.

A review committee was established and included the Chief Financial Officer, the Deputy Executive Director, and the Director of Internal Audit. The Authority's financial advisor, NW Financial Group, LLC participated as a non-voting member of the committee. Based upon the scoring of the review committee, it was determined that Barclays Capital Inc. ("Barclays") was the high scorer. The Authority's financial advisor and its interest rate swap advisor reviewed the proposals received and advised that the preferred alternative to achieve the goal of the RFP and provide the most amount of savings with minimal risk was an alternative proposal submitted by Barclays, which will provide upfront savings to the Authority estimated at about \$146 million. Barclays fees, not to exceed \$1 million, will be deducted from the savings resulting in an estimated upfront payment to the Authority of about \$145 million. This payment would be about \$20 million higher than both the base proposal submitted by Barclays and the second highest ranked proposal received.

Under the recommended proposal, the Authority would enter into two agreements with Barclays. The first would be an agreement with Barclays for the forward delivery refunding of the \$100 million Series 2013A Bonds for which the Authority will receive a payment estimated at \$15 million upon execution of the agreement. Under the agreement, on the earliest bond call date, which is April 4, 2022, the Authority will deliver \$100 million of fixed rate tax-exempt bonds to Barclays under a Bondholder Agreement. The bonds will mature between 2039 and 2043 (average life of 18 years), will have an average coupon of 4.00% and an all-in true interest cost estimated at 2.84%. The interest and principal payments that the Authority will make on these refunding bonds will be identical to the payments that would be made on the Series 2013A bonds as would the amortization and final maturity (1/1/43). The second would be an agreement with Barclays for the forward delivery refunding of the \$889 million Series 2014A Bonds for which the Authority will receive a payment estimated at \$130 million upon execution of the agreement. Under the agreement, on the earliest bond call date, which is July 1, 2024, the Authority will deliver \$889 million of bonds to Barclays. The bonds will mature between 2027 – 2030 and 2032-2035 (average life of 6.5 years) will have an average coupon of 4.8% and an all-in true interest cost of 2.32%. Barclays has the option to require the Authority to deliver fixed rate refunding bonds which will have the same average coupon, amortization and final maturity as the existing bonds or deliver variable rate bonds and enter into an interest rate swap agreement. Under the

003553
variable rate alternative, the interest rate swap agreement would require the Authority to pay a fixed rate equal to the current fixed rate the Authority is paying on the Series 2014A Bonds and the amortization and final maturity (1/1/35) of both the variable rate bonds and the interest rate swap agreement would also match that of the current bonds. Under the interest rate swap agreement, Barclays would pay the Authority a variable rate that would be equal to the variable rate on the bonds, eliminating any basis risk. The only risk under the variable rate/interest rate swap option would be counterparty risk, which is considered minimal since Barclays is a highly rated bank.

The proposed refunding of both the Series 2013A and Series 2014A bonds is estimated to result in an up-front payment to the Authority of about \$145 million (which is net of Barclays fee) at closing (expected prior to 12/31/21). As a percentage of par value of bonds refunded, the net present value savings on the Series 2013A Bonds is estimated to be 15%, while the savings on the Series 2014A Bonds is estimated to be 14.7%. These savings significantly exceed the Authority's policy of a minimum of 3% net present value savings. Accordingly, authorization is requested to award a contract for the direct purchase of forward delivery refunding tax-exempt Turnpike Revenue Bonds to Barclays Capital, Inc. and to pay Barclays a fee not to exceed \$1 million, plus legal costs, rating agency costs and all other costs of closing.

On motion by Treasurer DuPont and seconded by Commissioner Gravino the Board unanimously approved item numbers 278-11-2021, 279-11-2021, 281-11-2021 and 282-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

ooo0ooo
ROLL CALL

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

ooo0ooo

EXECUTIVE

Executive Director John Keller requested approval of item number 283-11-2021. Moved is the item as follows:

283-11-2021

In a memorandum dated November 15, 2021, **2022 Schedule of Board Meeting Dates**, was approved.

Authorization is requested to publish public notice of the 2022 New Jersey Turnpike Authority Board Meetings (the "Annual Meeting Notice") in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., as set forth in the schedule submitted below. The Annual Meeting Notice will be forwarded to The Star Ledger and the Asbury Park Press, as well as

numerous other newspapers, will be prominently posted in the main lobby and on the outside door of the Authority's Administration Offices at 1 Turnpike Plaza, Woodbridge, will be prominently posted on the Authority's website at www.NJTA.com and on various social media platforms, including Facebook and Twitter, and will be forwarded to the Secretary of State in Trenton.

In accordance with Governor Murphy's Executive Order 244 extending the State of Emergency first declared in Executive Order 103, and as authorized by N.J.S.A. 10:4-9.3, unless and until the 2022 Annual Meeting Notice is revised by resolution of the Board of Commissioners and published in accordance with law, the following meetings, to be held at the time and dates below, shall be conducted telephonically, and formal action may be taken at any such meeting. Members of the public shall have access to the telephonic meetings, and the instructions and telephone number for access to the meetings will be posted on the New Jersey Turnpike Authority's website at www.NJTA.com prior to each meeting.

2022 BOARD MEETING DATES (Tuesdays, 9:00 a.m.) * unless noted
January 25 th
February 22 nd
March 29 th
April 26 th
May 24 th
June 28 th
July 26 th
August 23 rd
September 27 th
October 25 th
November 22 nd
December 20 th

On motion by Treasurer DuPont and seconded by Commissioner Salerno the Board unanimously approved item number 283-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

Deputy Executive Director Carone requested approval of item number 284-11-2021.
Moved is the item as follows:

284-11-2021

In a memorandum dated November 16, 2021, Authorization to Enter into a Memorandum of Agreement with IFPTE Local 97 and the New Jersey Turnpike Authority for a Successor Collective Bargaining Agreement, was approved.

On November 5, 2021, IFPTE Local 97 and the New Jersey Turnpike Authority entered into a Memorandum of Agreement ("MOA") relative to but not limited to; compensation, health benefits and other work rule revisions. The MOA has a term of

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July 1, 2019 through June 30, 2023.

This MOA provides for across the board salary increases for Local 97 employees subject to, certain salary ranges, as follows:

- Effective July 1, 2019 – 2%
- Effective July 1, 2021 – 2%
- Effective January 1, 2022 – 2%
- Effective July 1, 2022 – 2%

The fully executed MOA shall be made a part of this authorization and both parties recognize and agree that this MOA represents the entire understanding of parties.

Therefore, approval of this MOA is respectfully requested. It is also requested to authorize the Executive Director to authorize all documents relative to this MOA.

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CHAIR COMMENTS

Chair Gutierrez-Scaccetti asked Deputy Executive Director Carone to confirm this was the last Union Contract to be settled. Deputy Executive Director Carone confirmed it was.

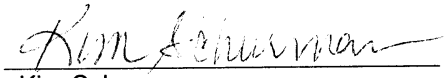
On motion by Treasurer DuPont and seconded by Commissioner Gravino the Board unanimously approved item number 284-11-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

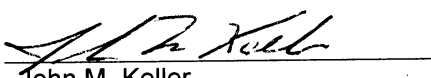
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ROLL CALL

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

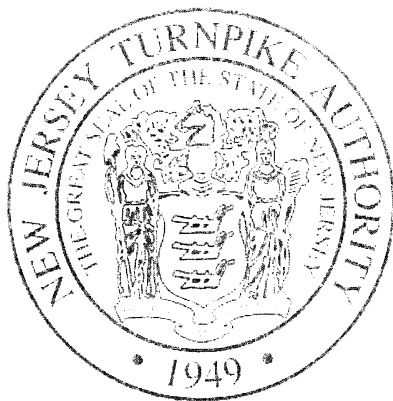
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The motion to adjourn was made by Treasurer DuPont and seconded by Commissioner Gravino, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 9:59 a.m. and advised that it will be held again on Tuesday, December 21, 2021 at 9:00 a.m., telephonically or at the Authority's headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.


Kim Schurman
Secretary to the Authority

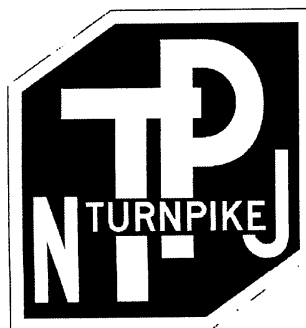
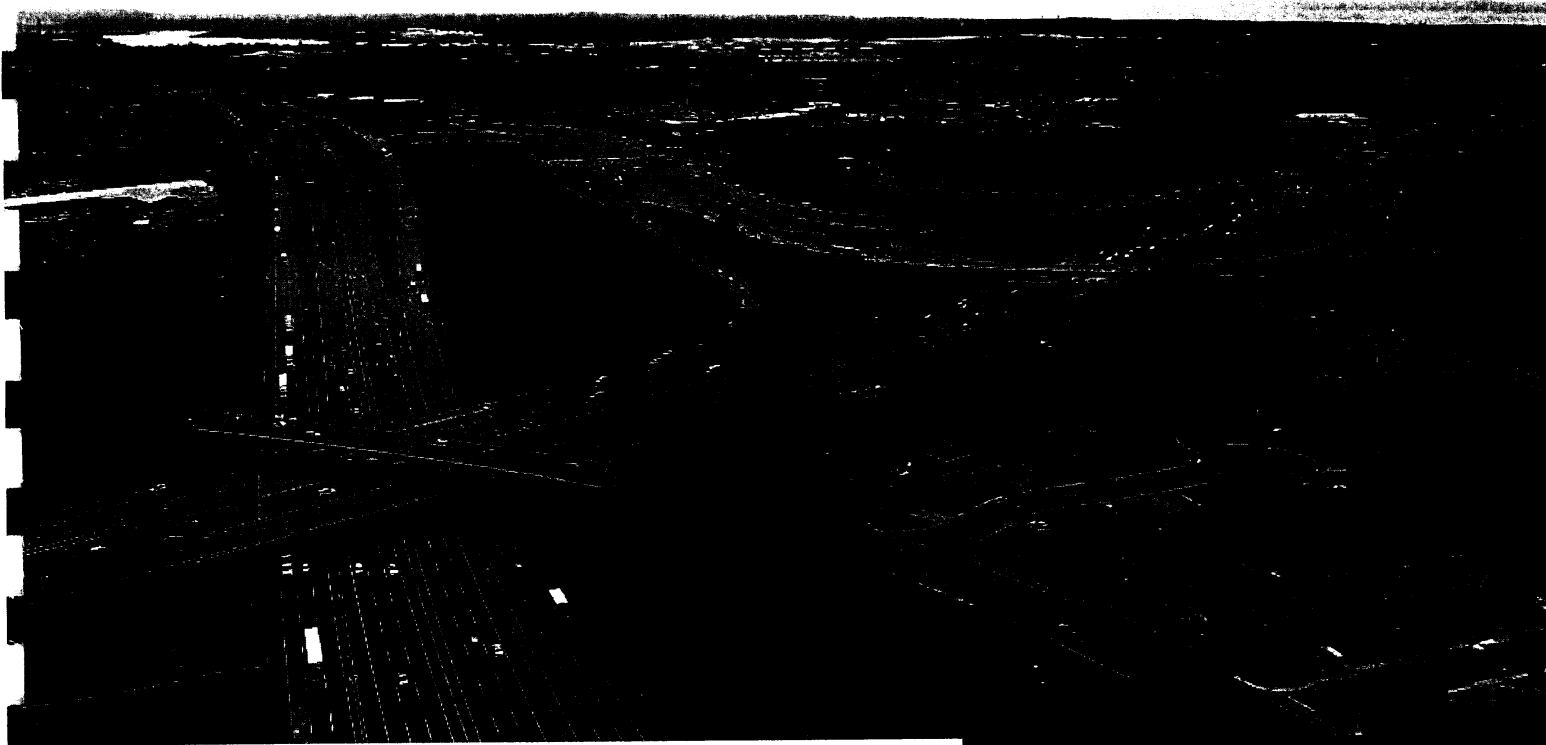

John M. Keller
Executive Director

Date: November 23, 2021



2022

New Jersey Turnpike Authority Annual Budget-in-Brief



Prepared by the Finance Department
Donna Manuelli, Chief Financial Officer
Mukta Puranik, Comptroller

2022 ANNUAL BUDGET-IN-BRIEF

2022

Transmittal Letter



New Jersey Turnpike Authority

1 TURNPIKE PLAZA, P.O. BOX 541, WOODBRIDGE, NEW JERSEY 07095
TELEPHONE 732-709-9100PHILIP D. MURPHY
GOVERNORSHEILA Y. OLIVER
LIEUTENANT GOVERNORDIANE GUTIERREZ-SCAC CETTI, Chair
ULISES E. DIAZ, Vice Chair
MICHAEL R. DUPONT, Treasurer
RONALD GRAVINO, Commissioner
JOHN D. MNELLA, Commissioner
RAPHAEL SALERMO, Commissioner
JOHN M. KELLER, Executive Director

November 23, 2021

To: The Board of Commissioners of the New Jersey Turnpike Authority:

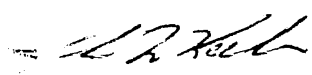
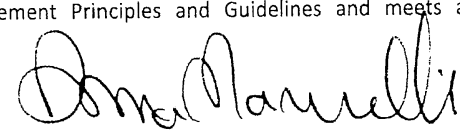
We are pleased to submit the 2022 Annual Budget-in-Brief. The 2022 Annual Budget has been prepared in accordance with the Authority's Strategic Plan and its mission. This mission is to prudently manage the finances and operations of the New Jersey Turnpike Authority to provide its customers with a safe, efficient, innovative, and resilient toll road system which facilitates mobility in New Jersey and the Northeast United States of America. To this end, the 2022 Annual Budget lays out, in detail, the progress that has been made since the approval of the 2020-2029 Strategic Plan. The 2022 Annual Budget includes total revenue which reflects the continued recovery from the pandemic, along with providing sufficient amounts for operating expenses, debt service and general reserve obligations. In addition, the 2022 Annual Budget includes the Authority's Capital Spending Program which is presented on a rolling five-year basis. The Capital Spending Program includes the revenue funded Capital Budget and the bond funded Construction Fund.

In 2022, Revenue is budgeted at \$2.3 billion, which is a 7% increase from the 2021 budget, demonstrating a strong recovery as traffic is projected to return to about 97% of pre-pandemic levels, coupled with annual toll rate indexing at 3% effective January 1, 2022. Operating Expenses are budgeted at \$672 million which is a 7.9% increase, allowing the Authority to operate and maintain the Turnpike System and honor all contractual obligations to vendors and employees. The 2022 Annual Budget includes Debt Service of \$903 million, a decrease of \$18 million over last years budget. General Reserve spending and transfers in 2022 total nearly \$686 million and include the fulfillment of \$573 million in contractual payments to the State after all debt service payments and bond resolution revenue funded capital requirements are met.

As illustrated in the Capital Spending Program, the Authority projects design, supervision, and construction awards to be a combined \$1 billion in 2022 as, once again, the Authority will fulfill its target of awarding \$1 billion per year for capital projects. In addition, the Capital Spending Program projects spending to be nearly \$1 billion in 2022 from a combination of its bond and revenue funded programs. Of note, the 2022-2026 Capital Improvement Program's primary focus is the rehabilitation of 19 bridges, as well as rebuilding the Newark Bay Hudson County Extension and Turnpike capacity enhancement between Interchanges 1 and 4. This program is derived from the 2020 Long-Range Capital Plan and is funded from bond proceeds. Revenue funded projects, on the other hand, focus on maintaining a state of good repair on both roadways. Funds will be utilized largely for the resurfacing of 395 total lane miles, as well as for several New Jersey Turnpike and Garden State Parkway bridge repairs.

Throughout 2021, the Authority has continued to demonstrate its financial strength and resiliency despite COVID-19's ongoing impact on New Jersey's unemployment rate, which remains above 7%, and its direct effect on telework. These factors have adversely effected roadway traffic, showcased by a 2021 year-to-date drop of approximately 10% when compared to 2019 traffic figures. However, there has been a gradual and steady recovery in the traffic throughout 2021, but especially since New Jersey's lifting of its travel advisory in May and the state of emergency in June. When comparing the month of October 2021 to October 2019, total traffic returned to over 96% of pre-pandemic levels.

The 2022 Annual Budget demonstrates the Authority's continued ability to prudently manage its finances, leading it on the road to a successful recovery. The 2022 Annual Budget provides for the necessary personnel and expenditures to operate and maintain the New Jersey Turnpike and Garden State Parkway, two of the nation's busiest, yet safest toll roads. In addition, the 2022 Annual Budget provides bond covenant coverage that exceeds what is required by the Turnpike Revenue Bond Resolution and the Authority's Financial Management Principles and Guidelines and meets all contractual payment obligations.


John M. Keller
Executive Director
Donna Manuelli
Chief Financial OfficerWebsite address: <http://www.njta.com>

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Background

The New Jersey Turnpike Authority (the "Authority") is a body corporate and politic of the State of New Jersey (the "State"). The Authority was organized and exists by virtue of the New Jersey Turnpike Act of 1948 (the "Act"), constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented. Pursuant to the Act, the Authority has owned and operated the New Jersey Turnpike (the "Turnpike") since the time the Turnpike opened for traffic in 1951. In July 2003, the New Jersey Highway Authority (the "Highway Authority") was abolished and the Authority assumed all of the powers, rights, obligations, assets, debts, liabilities and statutory responsibilities and duties of the Highway Authority, including the ownership and operation of the Garden State Parkway (the "Parkway"). As a result, the assets, liabilities, ongoing operations, expenses, and revenues of the Authority and the Highway Authority are now combined under the ownership and operation of the Authority.

The Turnpike

The Turnpike is a limited access toll road that serves as part of the I-95 corridor linking the major economic centers of the East Coast. Its connections to a major seaport in Newark and Elizabeth and an international airport in Newark make it an important route for both commercial and passenger vehicles. It also serves New Jersey commuters traveling to and from the major metropolitan areas surrounding Philadelphia, New York City, and other employment centers in the state. The Turnpike was the first toll road in New Jersey and the third in the nation when it opened in 1951.

When the Turnpike first opened in 1951, it was 118 miles in length, but has grown to 148 lane miles. The miles have grown over the years with the addition of the Newark Bay Hudson County Extension (1956), the Pearl Harbor Memorial Turnpike Extension (1956), the Western Spur (1970), and the I-95 Extension (1992). The mainline connects to the George Washington Bridge in the north and the Delaware Memorial Bridge in the south. To the east it connects with the Lincoln and Holland Tunnels, as well as the Outerbridge Crossing. Lastly, to the west, it connects with the Delaware River Turnpike Toll Bridge. Originally four lanes for its full length, the Turnpike now boasts a width of fourteen lanes in some areas.

The Parkway

The Parkway first opened to traffic in 1954 with a length of 168 miles. It is now a 173-mile limited access toll road with connections in the north to the New York State Thruway at the New York-New Jersey border near Spring Valley, New York and in the south to Route 9 near Cape May, New Jersey. The Parkway interchanges are numbered according to their distance from the southern terminus.

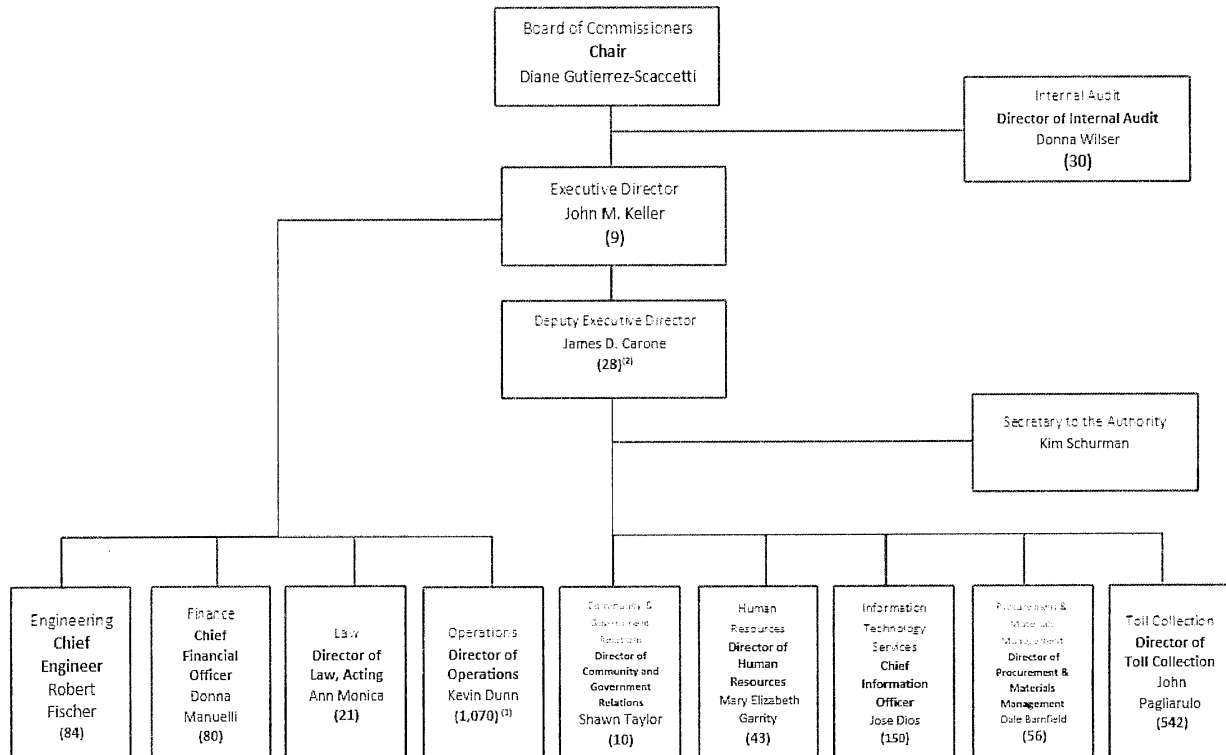
The northern section of the Parkway serves the metropolitan suburban areas of Bergen, Union, Essex, and Passaic Counties near Newark and New York City. The Parkway is also the principal highway route between metropolitan Newark-New York City and the New Jersey seashore. The Parkway is now as wide as 15 lanes in some areas and has a heavy truck restriction north of Interchange 105.

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Leadership

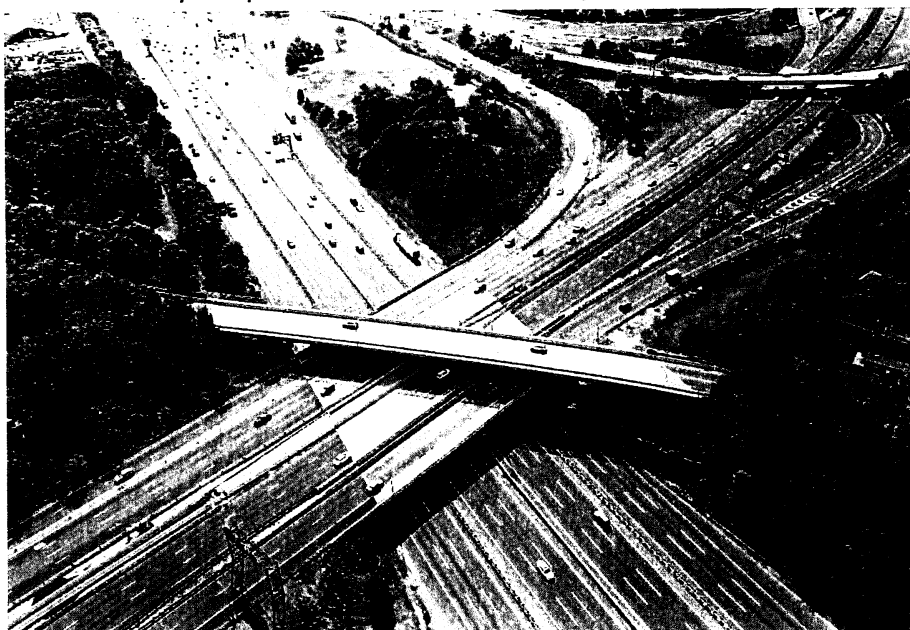
Member	Position
Diane Gutierrez-Scaccetti	Chair
Ulises E. Diaz	Vice Chair
Michael R. Dupont	Treasurer
Ronald Gravino	Commissioner
John D. Minella	Commissioner
Raphael Salermo	Commissioner

Organization Chart



- Departmental full-time employee count is shown in parenthesis
- In addition to the above authorized positions, there are 5 contingency positions budgeted

New Jersey Turnpike and Garden State Parkway Crossing in Woodbridge



Vision Statement

To be the premier toll road agency in the United States of America.

Mission Statement

To prudently manage the finances and operations of the New Jersey Turnpike Authority to provide our customers with a safe, efficient, innovative, and resilient toll road system, which facilitates mobility in New Jersey and the Northeast United States of America.

Core Values

The Authority's core values are a commitment to:

Safety

Diversity

Innovation

Transparency

State of Good Repair

Customer Satisfaction

Resiliency & Sustainability

Long Term Financial Stability

2022 ANNUAL BUDGET-IN-BRIEF

2022

The Strategic Plan

The Authority adopted its first ten-year Strategic Plan (2020-2029) in 2019. The Strategic Plan, through its incorporation of the Authority's vision and mission statement, as well as its core values, provides clear direction and measurable goals for the next ten years. The Authority is working to measure, monitor, and report its performance as compared to the key goals on a quarterly basis.

Key Goals

- **Safety** (Crashes and fatalities, toll collection personnel incidents, maintenance and contractor personnel incidents, service area and park and ride safety)
- **Financial Strength** (Credit strength, cost effective operations, capital funding approach, reserve funding, and debt capacity)
- **Mobility** (Vehicle throughput, traffic balancing, emerging tolling and vehicle technologies, multi-modal connectivity through regional coordination)
- **State of Good Repair** (Safeguarding Authority's infrastructure assets by maintaining pavements, bridges, drainage systems, signage, lighting, and facilities)
- **People** (Customer satisfaction, staffing needs, retention of high-quality staff, succession planning, and talent acquisition)

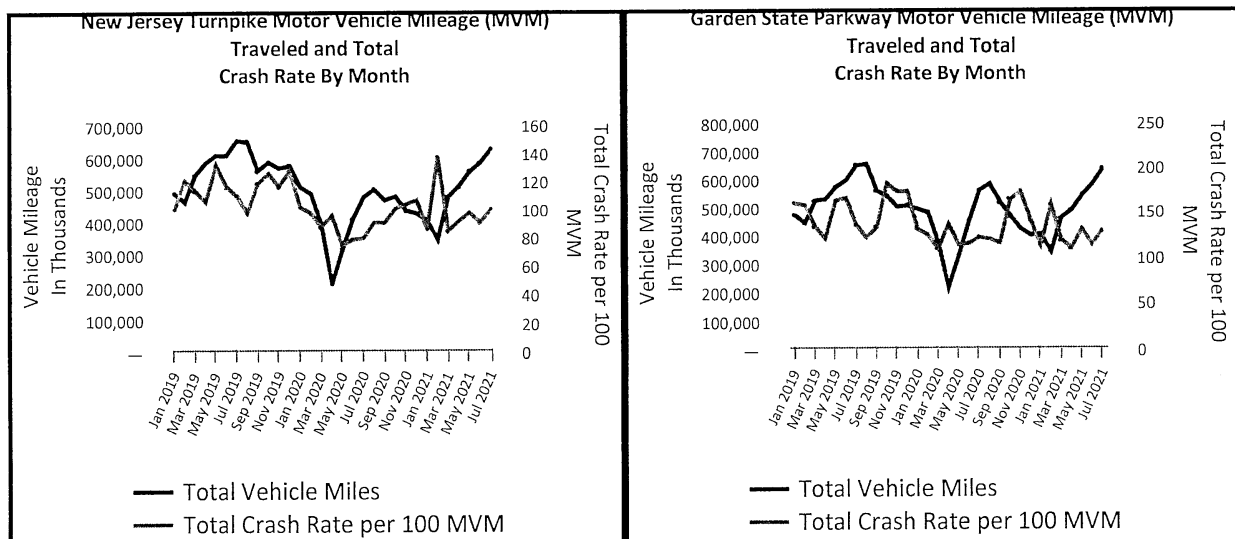
Goals and Accomplishments

Safety

Goal (2022): Provide training to increase the number of drug recognition experts, as well as increase members who are more readily trained to identify intoxicated drivers assigned to Troop D in order to specifically combat drug related DUI

Accomplishments (2021): Finalized strategies for the design and construction of emergency response resources including additional helipads, access gate points, commercial driver training site, a commercial vehicle inspection site and two new NJ State Police satellite facilities

Total Crash Rate per 100 MVM for the period January thru July 2021 decreased (14)% on the Turnpike and (16)% on the Parkway when comparing the same period in 2019



2022 ANNUAL BUDGET-IN-BRIEF**2022****Financial Strength**

Goal (2022): Increase general reserve balance to no less than \$230 million, which is 10% of the 2022 budgeted revenue

Accomplishments (2021): Successfully issued \$502.5 million of Series 2021A new money bonds to fund the various Capital Improvement Programs. The bonds have a final maturity of January 1, 2051 and a true interest cost of 2.96%, which was well below the budgeted 5%

In 2021, S&P returned Authority's ratings outlook to Stable and Fitch re-affirmed the Positive ratings outlook

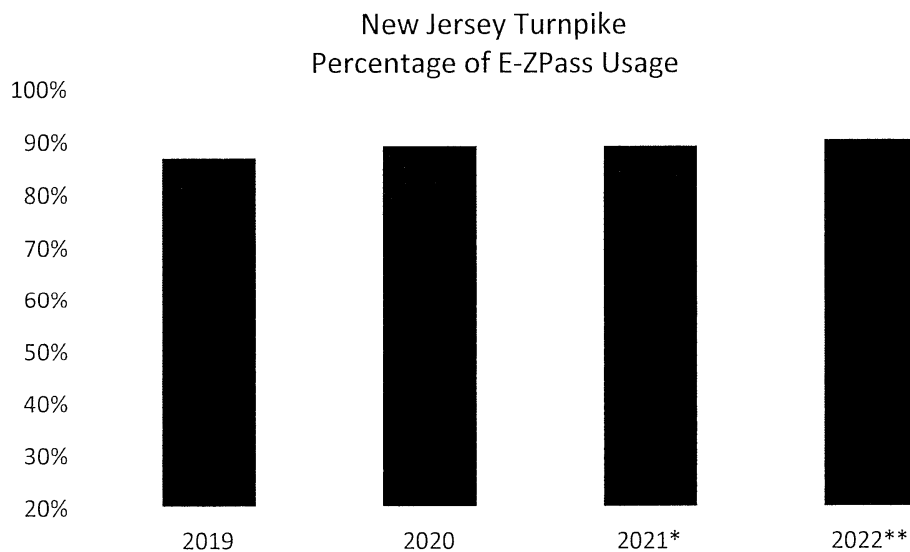
New Jersey Turnpike Authority Bond Ratings		
Credit Rating Agency	2020 Bond Ratings	2021 Bond Ratings
Moody's Investors Service Inc	A2 (Stable Outlook)	A2 (Stable Outlook)
S&P Global Ratings	A+ (Negative Outlook)	A+ (Stable Outlook)
Fitch Ratings	A (Positive outlook)	A (Positive outlook)

Mobility

Goal (2022): Expand programs and strategies to deploy more intelligent transportation devices including traffic cameras, travel time estimations, automation, and new hybrid changeable message signs

Accomplishments (2021): Completed work on Interchanges 16E and 18E to install Express E-ZPass gantries on the roadways, thus easing congestion for trucks traveling on I-95 north (Routes 46, 80, GWB, etc.)

E-ZPass usage is expected to increase on the Turnpike by 1.2% in 2022



*Through July 31, 2021

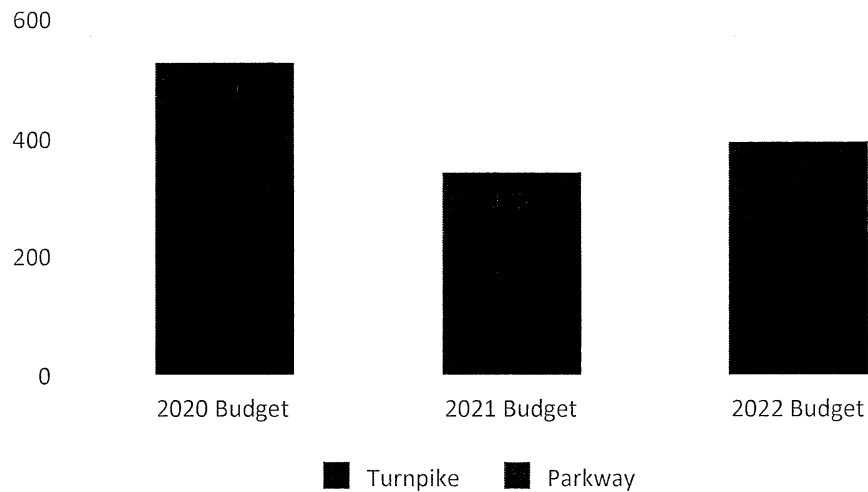
**Projected traffic is based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

2022 ANNUAL BUDGET-IN-BRIEF**2022****State of Good Repair**

Goal (2022): Modernize pavement marking program to provide long-lasting pavement markings, which will reduce maintenance cycles

Accomplishments (2021): Continued rehabbing toll booths at all mainline toll barriers and staffed ramps on the Parkway. This included new signage, HVAC units, lighting, Dutch doors, windows, and electronic toll equipment needed to have lanes functioning properly and safely for full-service toll collection

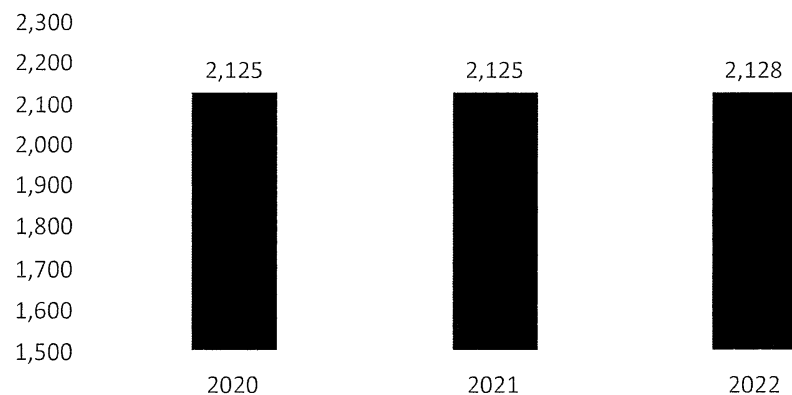
Budgeted resurfacing lane miles will increase from 2021 to 2022 by 14.5%.

Budgeted Resurfacing Lane Miles**People**

Goal (2022): Create and develop diversity and inclusion training for the workforce

Accomplishments (2021): In a continued response to COVID-19, the Authority successfully implemented HR policies after an effective review to help protect Authority employees and facilities

Budgeted authorized positions are essentially flat over the three-year period

Total Authorized Positions

Executive Summary

The Authority operates two well-established highways. Both roadways make up the backbone of north-south travel in New Jersey, with the Turnpike considered a critical link within the I-95/Northeast Corridor. The roads serve a densely populated and wealthy region. Most of the traffic is non-discretionary and the demand for the roads has proven to be inelastic.

In July 2003, the New Jersey Turnpike Authority and New Jersey Highway Authority were consolidated. Combining two premier toll roads like the Turnpike and the Parkway into a single agency was no small order. More than eighteen years later, the singular agency continues to be recognized as a first-class agency among its peers in the transportation and tolling industries. The Authority is consistently ranked at the top of toll road agencies in the United States for both vehicle miles traveled and revenue.

During 2021, the Authority demonstrated resilience in gradually recovering from the financial impacts created by the COVID-19 pandemic. The Authority's prudent financial and operational planning has allowed it not only to continue to meet, but also exceed all its financial obligations even during the peak of the pandemic. The 2022 Annual Budget has been developed in accordance with the Authority's mission contained in the Strategic Plan, the 2020 Long-Range Capital Plan, and the 2020 toll rate increase plan, including 3% indexing, which was designed to provide a stable funding source for capital needs. The 2022 Annual Budget also addresses state of good repair needs and safety for both customers and employees. The Authority can meet its funding needs and obligations in 2022, despite the prolonged impacts of the pandemic.

Throughout 2021, but especially since May, the Authority has seen improvements in traffic and revenue each month as a result of lifting of the travel restrictions in May and State of Emergency in June. Toll revenue is expected to increase an average of 7.6% compared to the 2021 budget, due to traffic continuing to recover closer to pre-pandemic levels, and toll indexing set at 3%, effective January 1, 2022. The 2022 toll revenue budget is based upon projections contained in an updated Traffic and Revenue forecast by CDM Smith as of September 2021. The updated forecast includes both the assumed continuing impacts of COVID-19 and the toll rate indexing. Considering these two factors, CDM Smith projects a 3.4% increase in 2022 for toll transactions and a 7.6% increase in toll revenue on the Turnpike as compared to 2021 estimated results. Regarding the Parkway, CDM Smith projects, in 2022, a 3% increase in toll transactions and a 5.9% increase in toll revenue, as compared to 2021 estimated results.

Operating Expenses are budgeted to increase by 7.9%, which includes significant increases in contractual salary and pension for State Police, insurance premiums primarily related to cyber insurance, and NJ E-ZPass costs based upon percentage of administrative fee collections and higher electronic toll transaction processing charges and credit card fees to coincide with a 5% increase in traffic. When excluding these items, Operating Expenses are budgeted to increase by only 3% primarily due to contractual salary increases, increase in bridge inspection and consulting services costs. Authorized positions remain essentially flat at 2,128.

Most notably, the 2022 Annual Budget includes nearly \$1 billion for spending under its Capital Spending Program. The Capital Spending Program includes bond funded as well as revenue funded capital projects. It is expected that the capital investment in these projects will boost mobility and improve safety for generations of New Jersey drivers to come. The 2022 Annual Budget provides sufficient revenue and bond proceeds to meet capital spending needs. Finally, the 2022 Annual Budget projects debt service coverage of 2.21, which is above both Bond Resolution covenants and financial policy targets.

2022 ANNUAL BUDGET-IN-BRIEF**2022****2022 Annual Budget Summary**

Revenue			
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget
Toll Revenue	\$ 1,387,400	1,920,800	2,067,000
Other Revenue	238,000	228,700	231,400
Total	\$ 1,625,400	2,149,500	2,298,400

Significant Revenue Highlights

- Toll Revenue on the Turnpike is expected to increase by 8.4% and by 5.4% on the Parkway when compared to the 2021 budget, representing an overall 7.6% increase. This increase is primarily due to traffic increases as travel patterns continue to return to pre-pandemic levels and toll indexing at 3%, effective January 1, 2022. Traffic and toll revenue have seen significant improvements since the State lifted its travel ban in May 2021 and the State of Emergency in June 2021.
- CDM Smith's September 2021 Traffic and Revenue Forecast increased the prior toll revenue forecast by about \$20 million between 2022 and 2023, but decreased the prior toll revenue forecast by about \$76 million between 2024 and 2026, due to the lingering and lasting impacts of the pandemic on travel, commuting for work and the economy. Notably, the September 2021 forecast reflects the extended telecommuting impacts to commuter traffic. The forecast is also based on unemployment rates remaining above 4% until 2030, economists' predictions of gradual but protracted growth, and employee's preference for partial telecommuting. The updated forecast now projects a total reduction in traffic of about 3% in 2022, compared to the prior estimate of about 7%.
- All other revenue sources in total are up about \$2.7 million, compared to the 2021 Budget, due mainly to E-ZPass fees that are expected to increase, reflecting current trends in administrative fee collections and growth in membership fees. This is partially offset by lower investment income.

Expenses			
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget
Operating Expense and Reserve *	\$ 523,700	624,600	676,600
Debt Service	659,200	920,757	902,853
General Reserve	297,340	395,841	685,845

*Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.

Capital Budget			
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget
Maintenance Reserve Fund	\$ 165,364	185,292	219,787
Special Project Reserve Fund	35,836	73,912	76,137
Supplemental Capital Program	72,033	73,380	74,951
Passaic River Bridges Program	30,285	—	—

Construction Fund			
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget
2022-2026 Capital Improvement Program	\$ —	227,357	351,632
2019 Capital Improvement Program	102,376	268,136	172,506
2008 \$7 Billion Capital Improvement Program	154,851	146,034	74,159

2022 ANNUAL BUDGET-IN-BRIEF**2022****Significant Spending Highlights and Challenges**

- 2022 Operating Expenses are budgeted at \$671.6 million, which includes three key items with significant increases totaling about \$30.6 million.
 - State Police Services costs are budgeted to increase by approximately \$17.5 million based on a significant pension increase, along with increases in salary, health benefits and allowances.
 - Insurance is increasing \$2.4 million; mainly due to the rise in casualty insurance premiums spiking from the threat of cyberattacks.
 - NJ E-ZPass costs are budgeted to increase by \$10.7 million, or more than 12%, due primarily to increased amounts payable to Conduent, based upon percentage of administrative fee collections (more than offset by increased revenue), and higher E-ZPass transaction processing charges and credit card fees to coincide with a 5% increase in traffic.
- The 2022 Annual Budget includes essentially flat full-time authorized positions at 2,128, including five contingent positions.
- Operating Expenses include \$38.1 million budgeted for snow and severe weather costs, which represents the budget level that has been maintained for the past seven years. The number and severity of weather events is unpredictable and could put pressure on Operating Expenses. In addition, the budget includes assumptions on pension payments, health benefit costs, and E-ZPass transaction and credit card processing fees, all of which are highly variable. Changes from the current budget assumptions in any of these areas also could put pressure on Operating Expenses.
- Debt Service is decreasing in 2022 due to a nearly \$30 million decrease in interest expense. The 2022 budget provides for a full year of interest payments on the assumed new money bond issuance in 2022 of \$500 million and a half-year of interest payments for new money bond issuance of \$750 million to fund the Authority's various capital programs. There is an increase in principal payments of approximately \$12 million when comparing the 2022 budget to the 2021 budget. When comparing the 2022 budget to 2021 actual, principal payments are increasing by about \$147 million because principal payments were refinanced in June 2020. The interest expense will decrease in 2022 due to maturities and the refunding of Series 2012B, 2013A, 2013F, 2014A, and 2014C Bonds. Of the total debt service, \$735 million is budgeted to be paid from net revenue, while \$124 million will be paid from a forward delivery payment and \$44 million from capitalized interest.
- The General Reserve includes funding for extraordinary weather events, contractual state payments, and transfers for revenue funded capital projects that are part of the Supplemental Capital Program in the Construction Fund. The most significant increase in budgeted spending comes from payments totaling \$548 million under the new State Public Transportation Projects Funding Agreement for New Jersey that began on July 1, 2021. This includes a portion of catch up payments for the State Fiscal year 2023 based on the new agreement.
- The Capital Spending Program (Capital Budget and Construction Fund) totals over \$5.8 billion between 2022 – 2026, or an average of \$1.2 billion of spending per year. Spending is made up of 29% from revenue and 71% from bond proceeds. The Capital Spending Program includes the revenue funded programs in the Maintenance Reserve Fund, the Special Project Reserve Fund, and the Supplemental Capital Program (collectively known as the Capital Budget). It also includes the bond funded programs in the Construction Fund, which include the 2022-2026 Capital Improvement Program, which is derived from the 2020 Long-Range Capital Plan, the 2019 Capital Improvement Program, and the 2008 \$7 Billion Capital Improvement Program. The Construction Fund includes projects which maintain a state of good repair, improve safety, and provide capacity enhancements.

2022 ANNUAL BUDGET-IN-BRIEF**2022****Financial Plan**

The Authority's current financial plan includes projected revenues, expenses, deposits to reserve funds and financial covenant calculations through December 31, 2026.

New Jersey Turnpike Authority Financial Plan							
<i>Fiscal Year Ending 12/31</i> <i>(\$ In Thousands, rounded to nearest hundred thousand)</i>	Actual 2020	Est/Act 2021	Budget 2022	Projected 2023	Projected 2024	Projected 2025	Projected 2026
Revenues							
Toll Revenues (1)							
Turnpike Tolls	\$ 1,014,900	1,473,600	1,533,800	1,622,200	1,702,400	1,776,800	1,854,500
Parkway Tolls	372,500	503,600	533,200	558,400	584,100	607,600	632,100
E-ZPass Fees	93,200	126,100	100,000	102,000	104,000	106,100	108,200
Federal Subsidy for Series 2009 F and Series 2010 A Bonds	77,800	77,000	77,000	77,000	77,000	77,000	77,000
Concession Revenue	31,700	31,900	31,500	32,100	32,800	33,400	34,100
Other Revenue	35,300	26,400	22,900	23,300	23,700	24,000	24,400
Total Revenues	\$ 1,625,400	2,238,600	2,298,400	2,415,000	2,524,000	2,624,900	2,730,300
Operating Expenses and Reserve (2)	(523,700)	(594,300)	(676,600)	(693,700)	(714,600)	(736,000)	(758,100)
Total Revenues Available for Debt Service	1,101,700	1,644,300	1,621,800	1,721,300	1,809,400	1,888,900	1,972,200
Future Debt Issuance	—	—	1,250,000	1,000,000	1,000,000	1,000,000	1,000,000
Existing Debt Service	(653,000)	(797,200)	(859,200)	(873,200)	(920,300)	(929,600)	(931,200)
Proposed DS on Future Debt Issuance	—	—	(43,800)	(112,500)	(162,500)	(212,500)	(262,500)
Proposed Capitalized Interest			43,800	112,500	162,500	150,000	150,000
Proposed Forward Delivery Refunding			124,000	—	—	—	—
Net Debt Service (3)	(653,000)	(797,200)	(735,200)	(873,200)	(920,300)	(992,100)	(1,043,700)
Total Revenues Available After Debt Service	448,700	847,100	886,600	848,100	889,100	896,800	928,500
Maintenance Reserve Fund	(134,100)	(160,000)	(200,000)	(210,000)	(220,000)	(230,000)	(236,900)
Special Project Reserve Fund	(41,300)	(50,000)	(50,000)	(51,500)	(53,000)	(54,600)	(56,300)
Net Revenues Available for General Reserve Fund	273,300	637,100	636,600	586,600	616,100	612,200	635,300
TTF Payments	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)	(22,000)
Feeder Road Maintenance Agreement	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)
2016 State Transportation Projects Funding Agreement	(129,000)	(64,500)	—	—	—	—	—
2021 State Public Transportation Projects Funding Agreement(4)	—	(175,000)	(548,000)	(605,500)	(472,500)	(487,500)	(502,500)
General Reserve Spending	(28,400)	(51,400)	(53,300)	(53,300)	(53,400)	(53,300)	(53,300)
Net Transfer to Construction Fund Account	(111,800)	(63,400)	(50,000)	(50,000)	(50,000)	(50,000)	(50,000)
Funding for Salary Chargeback Bond funded Projects	—	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)
Other	(3,000)	2,800	—	—	—	—	—
Net Annual General Reserve Fund Increase (Decrease)	(20,400)	251,100	(49,200)	(156,700)	5,700	(13,100)	(5,000)
Ending General Reserve Fund Balance	339,700	590,800	541,600	384,900	390,600	377,500	372,500
Net Revenues to Debt Service Coverage Ratio	1.69	2.06	2.21	1.97	1.97	1.90	1.89
Net Revenues to Debt Service and Reserves Coverage Ratio	1.33	1.63	1.65	1.52	1.52	1.48	1.48

(1) Toll Revenue is based on CDM Smith projections from September 2021, which includes annual toll indexing at 3% effective 1/1/2022

(2) Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.

(3) Net Debt service includes debt service on the existing and future debt netted with the capitalized interest for the years 2022-2026 and proposed forward delivery refunding payment in 2022.

(4) State Payments are based on calendar year while the State agreement is on fiscal year basis (6/30)

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022****Financial Plan Assumptions**

Total revenue – Includes projected toll revenue as per CDM Smith's September 2021 forecast, which shows an increase in toll revenue from an increase in traffic due to the waning impact of the pandemic in conjunction with the annual 3% toll indexing, beginning on January 1, 2022

Operating expense – Includes an increase in State Police Services pension and benefits, cybersecurity insurance premiums, and NJ E-ZPass costs due to increased volumes for tolls and violations.

Debt service – Includes principal and interest payments on current outstanding bonds, as well as interest payments on the potential new money bond issuance to fund the 2022–2026 Capital Improvement Program that is part of the 2020 Long-Range Capital Plan. A portion of debt service will be funded by capitalized interest and a proposed forward delivery refunding payment.

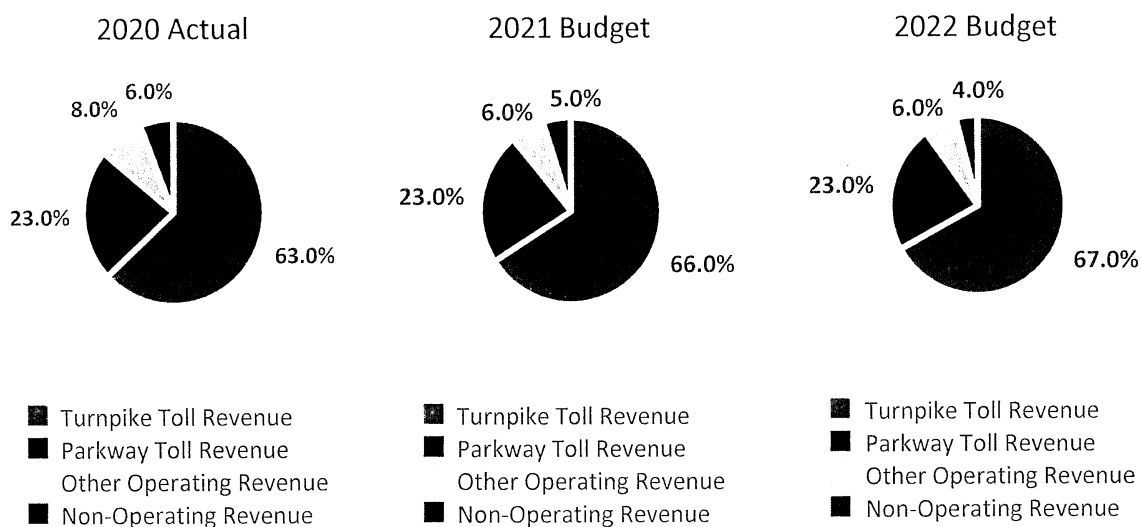
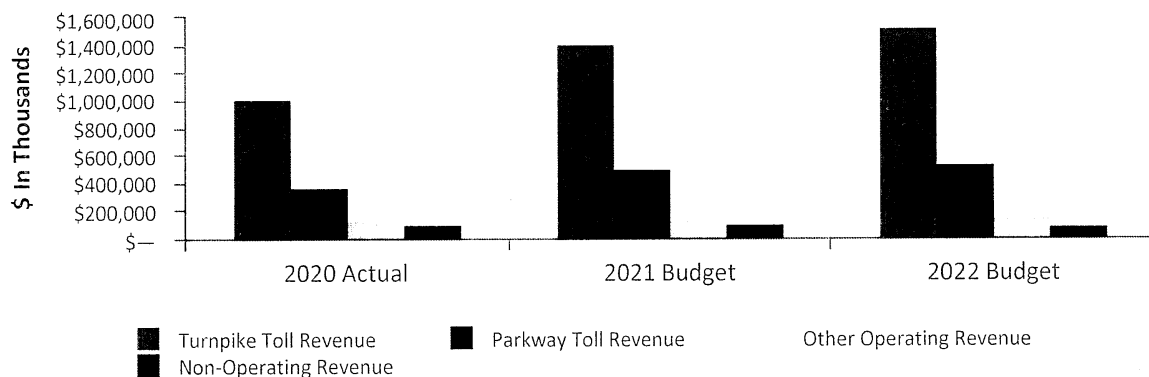
Reserve funding – Includes funding for the Maintenance Reserve Fund and the Special Project Reserve Fund as required by the Bond Resolution and advised by the General Consulting Engineers

State payments – Includes the state payments based on the new State Public Transportation Projects Funding Agreement, as well as existing agreements

The Authority's Financial Plan through 2026 forecasts the Authority to be in compliance with its General Bond Resolution Financial covenants, which require a minimum debt service coverage ratio of 1.20 times and total requirements coverage of at least 1.0 times. In addition, the Authority is projected to be in compliance with its Board approved policies that target debt service coverage of at least 1.40 times, total requirements coverage of 1.20 times, and a minimum unencumbered General Reserve Fund balance of 10% of total annual revenue as of December 31, 2021 and each subsequent year thereafter (\$230 million as of December 31, 2022).

2022 ANNUAL BUDGET-IN-BRIEF**2022****Summary of Major Revenues and Expenses****Sources of Revenue**

Sources of Revenue					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Turnpike Toll Revenue	\$ 1,014,900	1,415,000	1,533,800	118,800	8.4%
Parkway Toll Revenue	372,500	505,800	533,200	27,400	5.4%
Other Operating Revenue	137,500	127,500	144,100	16,600	13.0%
Non-Operating Revenue	100,500	101,200	87,300	(13,900)	-13.7%
Total Revenue	\$ 1,625,400	2,149,500	2,298,400	148,900	6.9%

**Sources of Revenue**

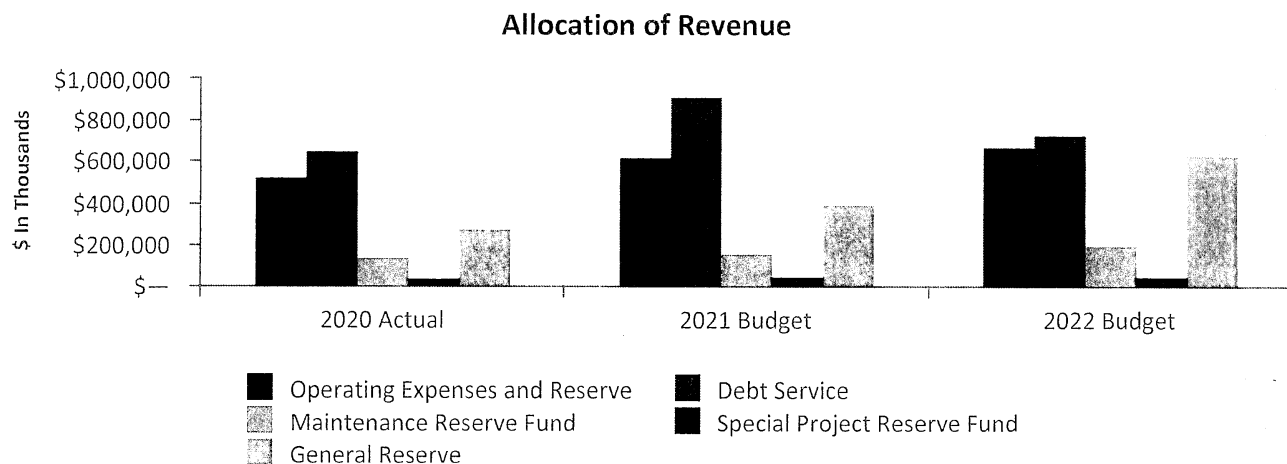
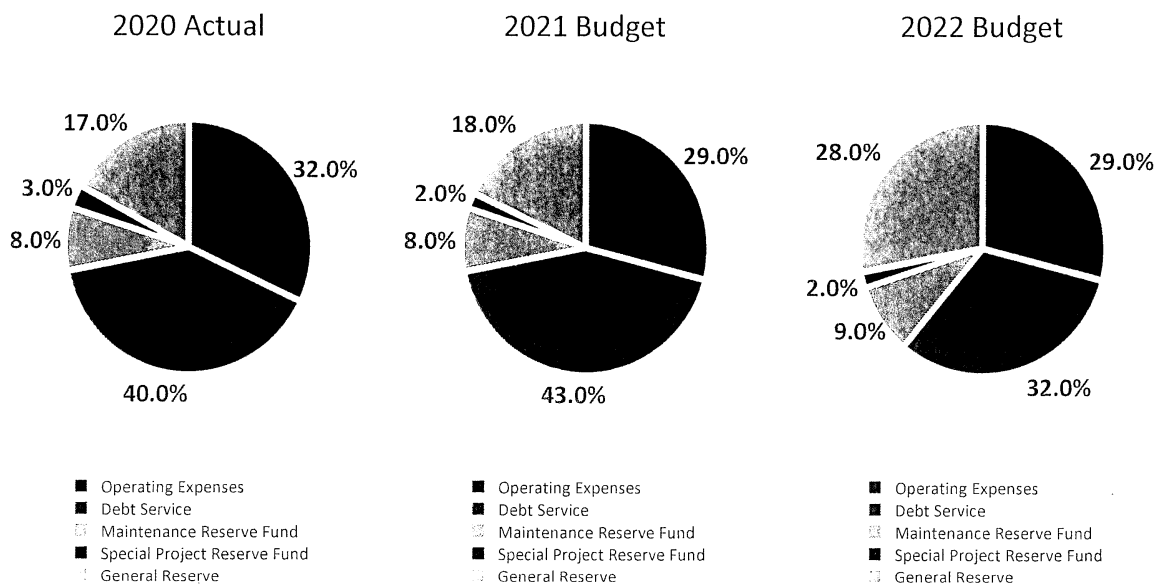
2022 ANNUAL BUDGET-IN-BRIEF**2022****Allocation of Revenue**

Allocation of Revenue					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Operating Expenses and Reserve *	\$ 523,700	624,600	676,600	52,000	8.3%
Net Debt Service **	653,000	920,800	735,200	(185,600)	-20.2%
Maintenance Reserve Fund	134,100	160,000	200,000	40,000	25.0%
Special Project Reserve Fund	41,300	50,000	50,000	—	—%
General Reserve	273,300	394,100	636,600	242,500	61.5%
Total Allocation of Revenue	\$ 1,625,400	2,149,500	2,298,400	148,900	6.9%

*Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.

**Net Debt Service includes debt service on the existing and future debt netted with the capitalized interest for the years 2022-2026 and proposed forward delivery refunding payment in 2022.

- Totals may not add due to rounding



2022 ANNUAL BUDGET-IN-BRIEF**2022****Revenue Requirement**

The Revenue Requirement under section 713(b) of the Bond Resolution states that in each calendar year Net Revenue shall at least equal the Net Revenue Requirement for such year. Under Section 101 of the Bond Resolution, Net Revenue is defined as "... for any calendar year or other period of time, the Pledged Revenue during such year or period less the amounts of the Operating Expenses for such year or period." The Net Revenue Requirement is defined as, "an amount equal to the greater of:

- (i) The Sum of the Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments, and payments, if any, to the Charges Fund for such period; or
- (ii) 1.20 times the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof)"

On or before December 1 in each year, the Authority will review its financial condition to estimate whether the net revenue for such year and for the next succeeding year will be sufficient to comply with the bond covenant. The required calculations are shown below.

Net Revenue Requirement			
<i>(\$ In Thousands)</i>	2020 Actual	2021 Est/Act	2022 Budget
Revenue	\$ 1,625,400	2,238,600	2,298,400
Operating Expenses and Reserve *	(523,700)	(594,300)	(676,600)
Net Revenue	1,101,700	1,644,300	1,621,800
Net Debt Service **	(659,200)	(797,200)	(735,200)
Maintenance Reserve Payments	(134,100)	(160,000)	(200,000)
Special Project Reserve Payments	(41,300)	(50,000)	(50,000)
Total Requirements	(834,600)	(1,007,200)	(985,200)
Excess Revenue	267,100	637,100	636,600
Net Revenue	1,101,700	1,644,300	1,621,800
1.2X Debt Service	(791,000)	(956,600)	(882,200)
Excess Revenue at 1.2X Debt Service	\$ 310,700	687,700	739,600
Debt Service Coverage	1.67	2.06	2.21

*Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.

**Net Debt Service includes debt service on the existing and future debt netted with the capitalized interest for the years 2022-2026 and proposed forward delivery refunding payment in 2022.

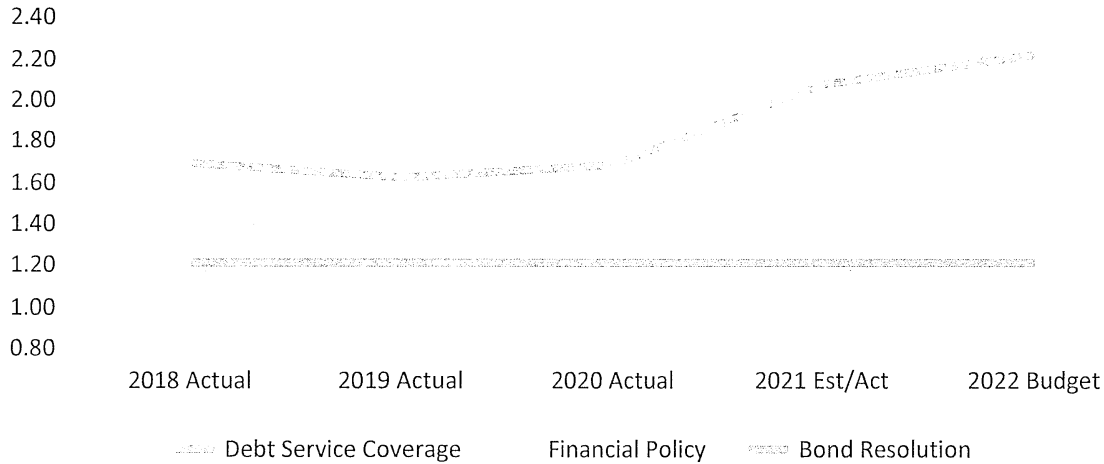
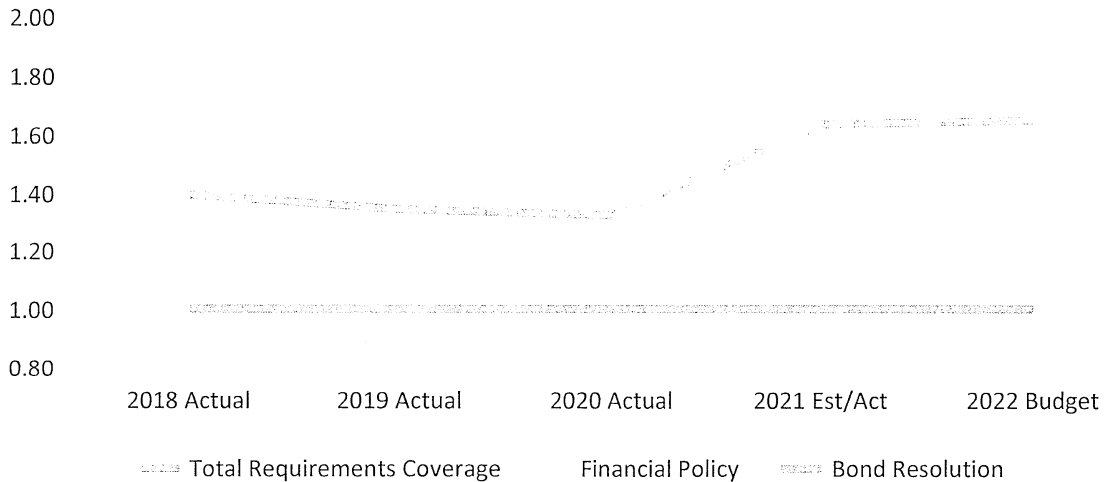
- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

033572

2022

Based on the above review, Net Revenue for 2021 and 2022 will be sufficient to meet the Net Revenue Requirement.

Debt Service Coverage to Financial Policy and Bond Resolution Ratio**Total Requirements Coverage to Financial Policy and Bond Resolution Ratio**

2022 ANNUAL BUDGET-IN-BRIEF

003573

2022

Revenue

Revenue					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Turnpike Toll Revenue	\$ 1,014,900	1,415,000	1,533,800	118,800	8.4%
Parkway Toll Revenue	372,500	505,800	533,200	27,400	5.4%
E-ZPass Fees	93,200	84,500	100,000	15,500	18.3%
Concession Revenue	31,700	31,000	31,500	500	1.6%
Miscellaneous Revenue	12,600	12,000	12,600	600	5.0%
Total Operating Revenue	\$ 1,524,900	2,048,300	2,211,100	162,800	7.9%
Federal Subsidy for Build America Bonds	77,800	77,000	77,000	—	—%
Interest Income	19,100	20,000	6,000	(14,000)	-70.0%
Arts Center Revenues	3,600	4,200	4,300	100	2.4%
Total Non-Operating Revenue	\$ 100,500	101,200	87,300	(13,900)	-13.7%
Total Revenues	\$ 1,625,400	2,149,500	2,298,400	148,900	6.9%

- Totals may not add due to rounding

Key Assumptions:

- Toll Revenue is increasing by 7.6% compared to the prior year budget due primarily to traffic increases as travel pattern continues to return to pre-pandemic levels and toll indexing at 3%, effective January 1, 2022. Traffic and toll revenue have seen significant improvements since the State lifted its travel ban in May 2021 and the State of emergency in June 2021
- E-ZPass Fees are increasing by 18% in the 2022 based on the estimated actuals of 2021 which are exceeding budget, primarily due to an increase in membership and administrative fees
- Interest Income is budgeted to decrease in 2022 based upon lower than budgeted 2021 short-term interest rates
- No significant change in budget assumptions for Concession Revenue, Miscellaneous Revenue, Federal Subsidy for Build America Bonds, and Arts Center Revenues

2022 ANNUAL BUDGET-IN-BRIEF

003574

2022

Toll Statistics

Toll Revenue by Vehicle Type and Roadway					
(\$ In Thousands)	2018 Actual	2019 Actual	2020 Actual	2021 Est/Act*	2022 Budget*
Passenger	\$ 809,000	816,300	633,500	975,400	1,049,800
Commercial (1)	370,400	360,200	381,400	498,200	484,000
New Jersey Turnpike Total	1,179,400	1,176,500	1,014,900	1,473,600	1,533,800
Garden State Parkway (2)	433,000	435,800	372,500	503,600	533,200
Total Authority Toll Revenue	\$ 1,612,400	1,612,300	1,387,400	1,977,200	2,067,000

(1) Commercial vehicles include buses

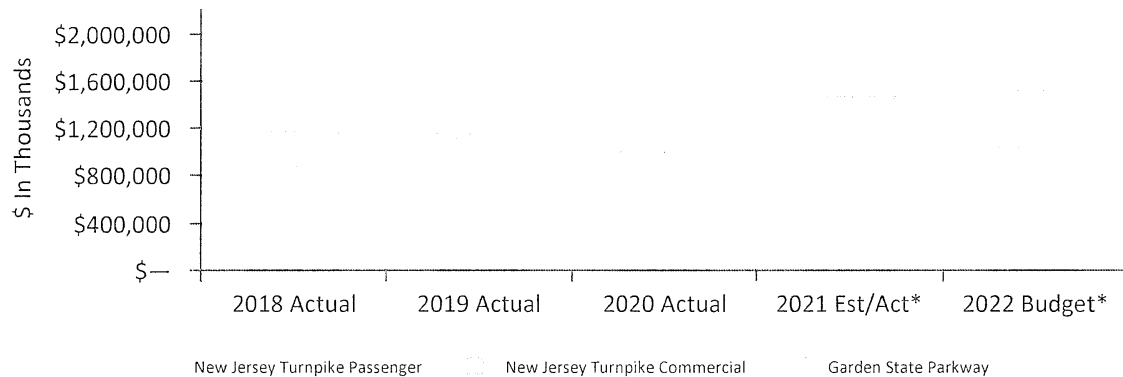
(2) Commercial vehicles (including buses) are not shown separately as they account for less than 4% of total

*Projected traffic is based on the October 6, 2020 CDM Smith Draw Down Letter updating the September 27, 2018 Toll Revenue Forecast

**Projected traffic is based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

- Totals may not add due to rounding

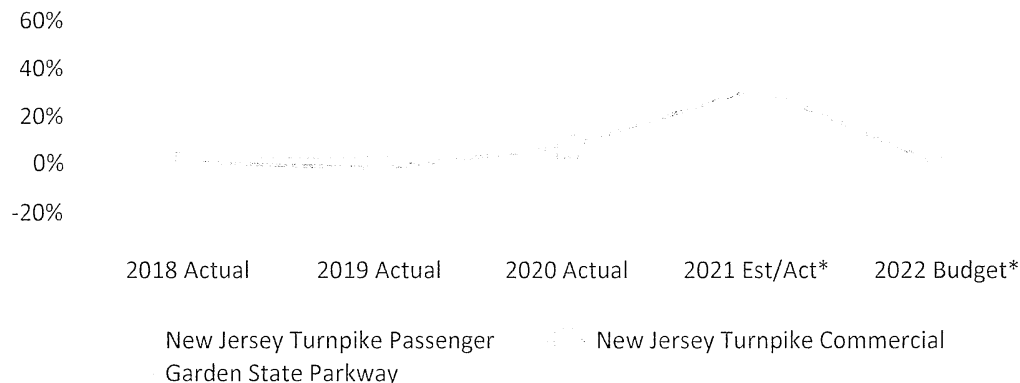
Toll Revenue by Vehicle Type and Roadway



*Projected revenue is based on the October 6, 2020 CDM Smith Draw Down Letter updating the September 27, 2018 Toll Revenue Forecast

**Projected revenue is based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

Toll Revenue Growth Rate



*Projected revenue is based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Toll Transactions by Vehicle Type and Roadway					
<i>(In Thousands)</i>	2018 Actual	2019 Actual	2020 Actual	2021 Est/Act*	2022 Budget*
Passenger	230,500	233,500	166,300	204,000	214,800
Commercial (1)	34,300	34,300	32,300	34,900	32,300
New Jersey Turnpike Total	264,800	267,800	198,600	238,900	247,100
Garden State Parkway (2)	389,800	386,800	308,500	351,600	362,000
Total Authority Toll Transactions	654,600	654,600	507,100	590,500	609,100

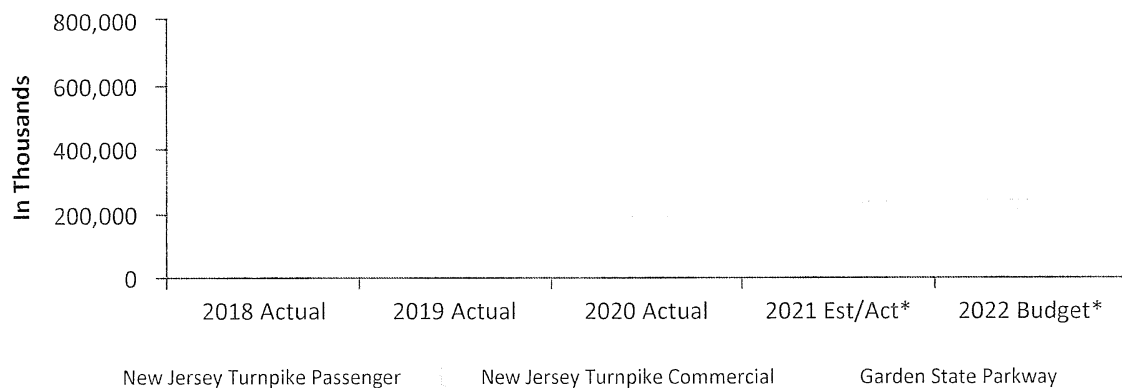
(1) Commercial vehicles include buses

(2) Commercial vehicles (including buses) are not shown separately as they account for less than 4% of total

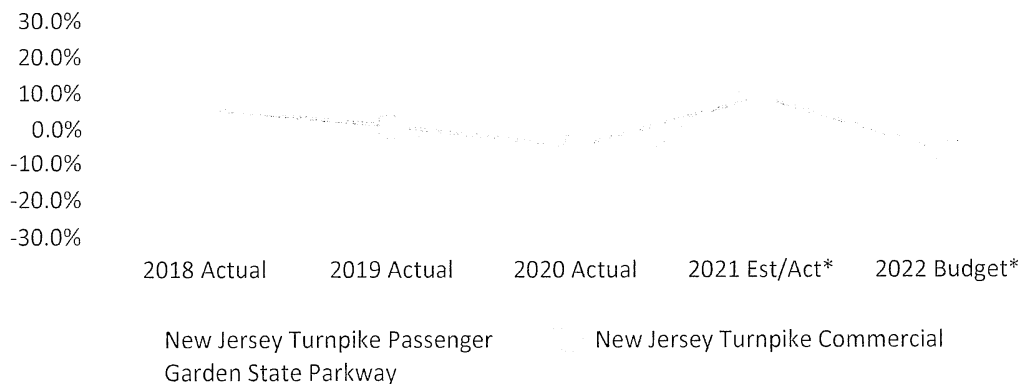
*Projected traffic is based on the October 6, 2020 CDM Smith Draw Down Letter updating the September 27, 2018 Toll Revenue Forecast

**Projected traffic is based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

- Totals may not add due to rounding

Toll Transactions by Vehicle Type and Roadway

*Projections based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

Toll Transactions Growth Rate

*Projections based on the September 10, 2021 CDM Smith Updated Toll Revenue Forecast updating the projected traffic from the October 14, 2020 CDM Smith Draw Down Letter

2022 ANNUAL BUDGET-IN-BRIEF**2022****Operating Expenses**

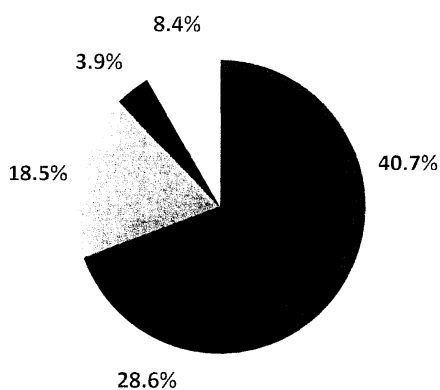
Condensed Operating Expenses by Functional Area					
<i>(\$ in Thousands)</i>	2020 Actuals	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Maintenance of Infrastructure	\$ 195,340	260,940	273,166	12,226	4.7%
Toll Collection	152,388	180,137	192,021	11,884	6.6%
Traffic Control & State Police	103,136	105,302	124,252	18,950	18.0%
Technology	22,041	24,035	25,877	1,842	7.7%
General & Administrative	47,989	51,910	56,323	4,413	8.5%
Total Operating Expenses	\$ 520,894	622,324	671,639	49,315	7.9%

- Totals may not add due to rounding

Condensed Operating Expenses by Type					
<i>(\$ In Thousands)</i>	2020 Actuals	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Personnel Costs	\$ 273,908	311,665	323,091	11,426	3.7%
Materials & Supplies	30,111	50,052	52,982	2,930	5.9%
Services	176,247	210,479	245,705	35,226	16.7%
Maintenance & Fixed Costs	24,031	40,974	40,425	(549)	-1.3%
Equipment	16,597	9,154	9,437	283	3.1%
Total Operating Expenses	\$ 520,894	622,324	671,639	49,315	7.9%

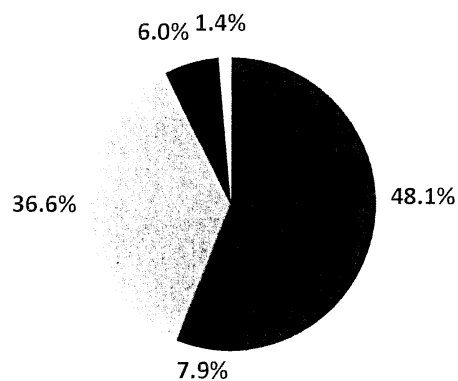
- Totals may not add due to rounding

2022 Budget by Functional Area



Maintenance of Infrastructure
 Toll Collection
 Traffic Control & State Police
 Technology
 General & Administrative

2022 Budget by Type



Personnel Costs
 Materials & Supplies
 Services
 Maintenance & Fixed Costs
 Equipment

2022 ANNUAL BUDGET-IN-BRIEF**2022****Operating Expenses - Authorized Positions**

Authorized Positions				
Departments/Divisions	2020	2021	2022	Change from 2021
Maintenance Division	1,014	982	982	—
Traffic Division	87	87	88	1
Total Operations Department	1,101	1,069	1,070	1
Engineering	70	84	84	—
Toll Collection	542	542	542	—
State Police	11	28	28	—
Information Technology Services	152	151	150	(1)
Executive Office	8	8	9	1
Law & Insurance Services	21	21	21	—
Procurement & Materials Management	55	55	56	1
Human Resources & Office Services	42	42	43	1
Finance	80	79	80	1
Community & Government Relations	9	10	10	—
Internal Audit	29	31	30	(1)
Subtotal	2,120	2,120	2,123	3
Contingency	5	5	5	—
Total Authorized Positions	2,125	2,125	2,128	3

Overall, 2022 authorized positions are essentially flat. Three positions are added to restore contingent positions used during 2021.

- The Traffic Division of the Operations Department, the Procurement and Materials Management Department, and the Finance Department each increase by one position to reflect changes which have already occurred in 2021
- Other net transfers between departments represent personnel or vacant position moves
- Five contingency positions remain in the budget to account for any staffing needs that may arise during the year

2022 ANNUAL BUDGET-IN-BRIEF

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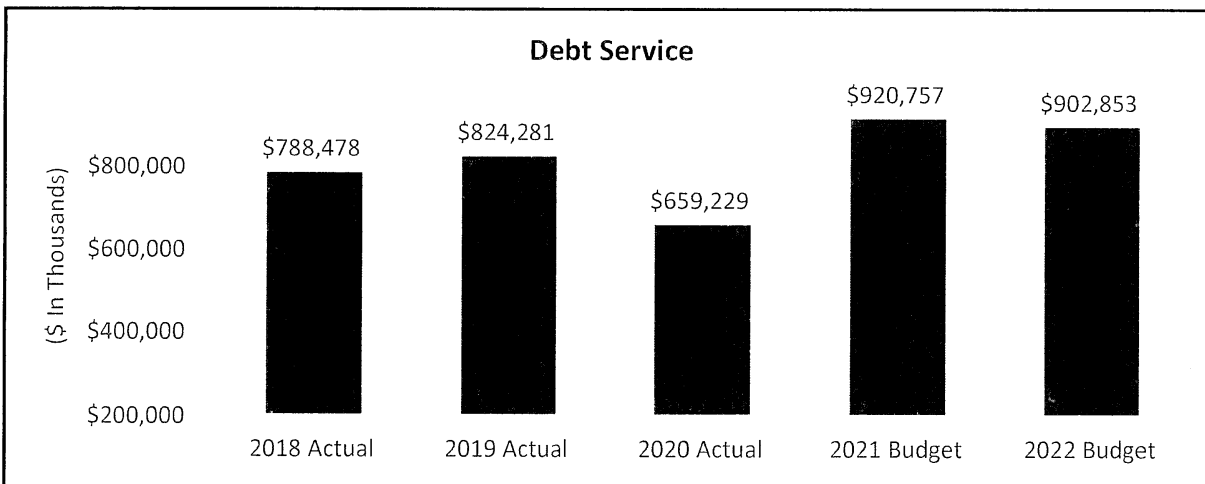
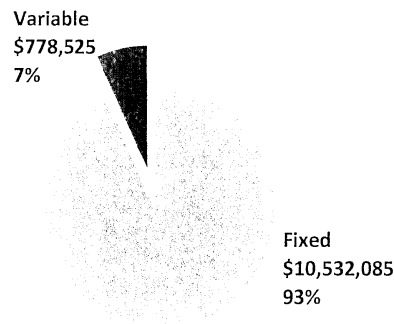
2022**Debt Service**

Debt Service is budgeted to decrease in 2022 by \$18 million due to a decrease in interest expense. The 2022 budget provides for a full year of interest payments on the assumed new money bond issuance in 2022 of \$500 million and a half-year of interest payments for new money bond issuance of \$750 million to fund the 2022-2026 Capital Improvement Program. The interest expense will decrease in 2022 by \$30 million due to maturities and the refunding of Series 2012B, 2013A, 2013F, 2014A, and 2014C. There is an increase in principal payments of \$12 million when comparing to the 2021 budget. Of the total debt service, \$735 million is budgeted to be paid from net revenue, while \$124 million will be paid from a forward delivery payment and \$44 million from capitalized interest.

Debt Service					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021 Budget	% Δ from 2021 Budget
Debt Service Interest Payments	\$ 586,359	642,057	611,803	(30,254)	8.3%
Debt Service Principal Payments	72,870	278,700	291,050	12,350	4.4%
Total Debt Service	\$ 659,229	920,757	902,853	(17,904)	-1.9%

*Total 2022 Budget for Debt Service does not reflect the savings from assumed forward delivery funding of \$124 million and capitalized interest of \$43.8 million
 - Totals may not add due to rounding

Total Bonds Outstanding \$11.3 Billion as of October 31, 2021
(\$ In Thousands)



2022 ANNUAL BUDGET-IN-BRIEF**2022****General Reserve**

The General Reserve has a budget of \$686 million, which includes \$626 million in spending and \$60 million in net transfers. This represents an increase of approximately \$300 million from the 2021 budget. The most significant increase comes from payments totaling \$548 million on the new State Public Transportation Projects Funding Agreement that began on July 1, 2021. The agreement is on a state fiscal year basis. The \$548 million represents one-half of the \$350 million for state FY 2022 and one-half of the \$746 million for state FY 2023. The total State Payments of \$572.5 million include the new agreement as well as the two existing agreements. The 2022 budget also includes \$32.3 million for state of emergency events and \$15 million in reserves for Other Post-Employment Benefits (OPEB).

General Reserve					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Spending					
Extraordinary Events	\$ 7,576	32,295	32,295	—	0.0%
State Payments	153,500	289,000	572,500	283,500	98.1%
All Other	24,412	21,050	21,050	—	0.0%
Total Spending	\$ 185,488	342,345	625,845	283,500	82.8%
Transfers					
Reimbursements	—	(19,884)	—	19,884	0.0%
Transfers Out	111,852	73,380	60,000	(13,380)	-18.2%
Total Transfers - Net	\$ 111,852	53,496	60,000	6,504	12.2%
Total General Reserve	\$ 297,340	395,841	685,845	290,004	73.3%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022****Capital Spending Program**

The Authority's 2022 Annual Budget includes its Capital Spending Program, presented on a rolling five-year basis, with spending included for the years 2022-2026. The Capital Spending Program includes revenue funded projects, as well as bond funded projects. The revenue funded capital projects, referred to as the Capital Budget, include projects in the Maintenance Reserve Fund, the Special Project Reserve Fund, and the Supplemental Capital Program. The bond funded capital projects, referred to as the Construction Fund, include the 2022 – 2026 Capital Improvement Program, the 2019 Capital Improvement Program, and the 2008 \$7 Billion Capital Improvement Program. These capital projects are presented on a rolling five-year (2022-2026) spending basis along with their respective total project budgets. Each year, a new rolling five-year spending plan will be approved with the changes, if any, to the total project budgets, as a part of the annual budget approval.

Planned Awards Contracts and Order for Professional Services							
<i>(\$ In Thousands)</i>		2020 Awards	2020 Award \$	2021 Awards	2021 Award \$	2022 Awards	2022 Award \$
Fund	Fund Name						
500	2022-2026 Capital Improvement Program	19	\$ 78,145	58	\$ 659,118	36	\$ 801,250
392	2019 Capital Improvement Program	25	388,150	7	131,296	0	—
390	2008 Capital Improvement Program	0	—	2	2,200	0	—
400	Supplemental Capital Program Fund	7	24,887	5	25,813	2	38,100
49	Special Project Reserve Fund	6	5,312	7	9,024	3	23,600
39	Maintenance Reserve Fund	24	157,419	29	130,286	28	158,300
Totals		81	\$ 653,913	108	\$ 957,737	69	\$1,021,250

The 2022 rolling five-year Capital Spending Program includes \$5.8 billion to be spent during 2022-2026, or an average of \$1.2 billion per year. Of this, 34% is budgeted to be spent on Bridge Construction, Preservation, and Security, while 25% is for Capacity Enhancements on both roadways. These, along with 16% that is budgeted to be spent on Pavement Resurfacing and Drainage Structures, combine for a total of 75% of the budgeted spending. Approximately 29%, or \$1.7 billion, will be funded by revenue, leaving 71%, or \$4.1 billion to be funded by bond proceeds.

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Capital Spending Program - Spending by Category or Functional Area					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 198,023	341,803	355,534	13,731	4.0%
Capacity Enhancements - Turnpike	273	24,381	42,636	18,255	74.9%
Capacity Enhancements - Parkway	4,611	3,057	500	(2,557)	(83.6)%
Pavement Resurfacing	88,396	98,471	111,789	13,318	13.5%
Interchanges	57,225	58,515	24,462	(34,053)	(58.2)%
Concrete Barrier	5,878	23,129	9,338	(13,791)	(59.6)%
Drainage Structures	12,283	69,736	79,001	9,265	13.3%
Roadway Lighting	12,939	52,931	18,217	(34,714)	(65.6)%
Other Roadway Improvements	64,110	87,629	114,270	26,641	30.4%
Total Roadway	\$ 443,738	759,651	755,746	(3,905)	(0.5)%
Non-Roadway					
Facilities	56,594	66,781	49,013	(17,768)	(26.6)%
Fleet	11,247	22,797	36,430	13,633	59.8%
Service Areas & Arts Center	1,435	22,449	48,257	25,808	115.0%
Technology Improvements	11,212	88,459	65,120	(23,339)	(26.4)%
Total Non-Roadway	\$ 80,487	200,486	198,820	(1,666)	(0.8)%
Total Capitalized Projects	\$ 524,225	960,137	954,566	(5,571)	(0.6)%
Expensed Projects by Functional Area					
Maintenance of Infrastructure	\$ 11,618	1,533	4,961	3,428	223.6%
Traffic Control & State Police	1,963	2,500	1,437	(1,063)	(42.5)%
Technology	2,063	8,440	7,619	(821)	(9.7)%
General & Administrative	788	1,500	590	(910)	(60.7)%
Total Expensed Projects	\$ 16,432	13,973	14,606	633	4.5%
Total Spending (Capitalized+Expensed)	\$ 540,657	974,110	969,172	(4,938)	(0.5)%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Capital Spending Program - Funding Sources					
<i>\$ in Thousands</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Revenue Funded					
Maintenance Reserve Fund	\$ 165,364	185,292	219,787	34,495	18.6%
Special Project Reserve Fund	35,836	73,912	76,137	2,225	3.0%
Supplemental Capital Program	72,033	73,380	74,950	1,570	2.1%
Passaic River Bridge Program (1)	8,747	—	—	—	—%
Total Revenue Funded	\$ 281,981	332,584	370,875	38,290	11.5%
Bond Funded					
2022-2026 Capital Improvement Program	1,450	227,356	351,630	124,274	54.7%
2019 Capital Improvement Program	102,376	268,135	172,508	(95,627)	(35.7)%
2008 \$7 Billion Capital Improvement Program	154,851	146,034	74,161	(71,873)	(49.2)%
Total Bond Funded	\$ 258,677	641,525	598,299	(43,226)	(6.7)%
Total Funding Sources	\$ 540,658	974,110	969,174	(4,936)	(0.5)%

(1) 2021 onwards spending for the Passaic River Bridges is moved to the 2019 Capital Improvement Program

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

2022 - 2026 Rolling 5-Year Capital Spending Program by Category or Functional Area Revenue Funded and Bond Funded						
(\$ In Thousands)	Spending Plan					
	2022	2023	2024	2025	2026	Total
Capitalized Projects by Category						
Roadway						
Bridge Construction, Preservation & Security	\$ 355,534	478,906	462,560	391,320	289,088	1,977,407
Capacity Enhancements - Turnpike	42,636	149,942	215,504	323,593	700,005	1,431,681
Capacity Enhancements - Parkway	500	2,700	800	751	3,796	8,547
Pavement Resurfacing	111,789	127,648	90,563	100,534	110,000	540,534
Interchanges	24,462	5,275	7,840	2,458	20,547	60,582
Concrete Barrier	9,338	6,390	8,525	8,461	4,500	37,212
Drainage Structures	79,001	94,551	52,686	92,877	72,035	391,152
Roadway Lighting	18,217	20,636	43,028	51,333	11,683	144,897
Other Roadway Improvements	114,270	104,407	174,416	107,030	56,873	556,995
Total Roadway	\$ 755,746	990,455	1,055,923	1,078,357	1,268,527	5,149,008
Non-Roadway						
Facilities	49,013	48,929	38,853	24,813	24,313	185,920
Fleet	36,430	25,727	26,603	27,524	28,790	145,074
Service Areas & Arts Center	48,257	15,655	6,255	7,355	5,750	83,271
Technology Improvements	65,120	60,338	27,000	27,000	27,000	206,459
Total Non-Roadway	\$ 198,820	150,649	98,711	86,692	85,853	620,724
Total Capitalized Projects	\$ 954,566	1,141,104	1,154,634	1,165,049	1,354,380	5,769,732
Expensed Projects by Functional Area						
Maintenance of Infrastructure	4,960	5,350	5,250	5,250	5,250	26,060
Traffic Control & State Police	1,437	1,227	1,000	1,000	1,000	5,664
Technology	7,619	3,160	1,500	1,000	1,000	14,279
General & Administrative	590	400	400	400	400	2,190
Total Expensed Projects	\$ 14,606	10,137	8,150	7,650	7,650	48,193
Total Spending (Capitalized+Expensed)	\$ 969,172	1,151,241	1,162,784	1,172,698	1,362,030	5,817,925

- Totals may not add due to rounding

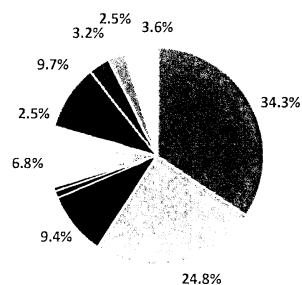
2022 ANNUAL BUDGET-IN-BRIEF

2022

2022 - 2026 Rolling 5-Year Capital Spending Program Revenue Funded and Bond Funded Funding Sources						
(\$ In Thousands)		Spending Plan				
Revenue Funded	2022	2023	2024	2025	2026	Total
Maintenance Reserve Fund	\$ 219,787	231,666	207,975	218,297	227,263	1,104,989
Special Project Reserve Fund	76,137	58,172	44,342	43,496	44,502	266,650
Supplemental Capital Program	74,950	64,227	58,750	58,750	58,750	315,427
Total Revenue Funded	\$ 370,875	354,065	311,068	320,543	330,515	1,687,065
Bond Funded						
2022-2026 Capital Improvement Program	\$ 351,630	655,182	813,623	831,661	1,024,973	3,677,070
2019 Capital Improvement Program	172,507	119,482	36,339	18,845	5,000	352,173
2008 \$7 Billion Capital Improvement Program	74,160	22,512	1,754	1,648	1,542	101,617
Total Bond Funded	\$ 598,297	797,177	851,716	852,155	1,031,515	4,130,859
Total Capital Spending	\$ 969,172	1,151,241	1,162,784	1,172,698	1,362,030	5,817,925
Percentage Revenue Funded	38%	31%	27%	27%	24%	29%
Percentage Bond Funded	62%	69%	73%	73%	76%	71%

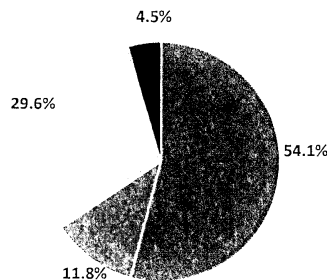
- Totals may not add due to rounding

Total Bond & Revenue Funding by Category (\$5.77 Billion)



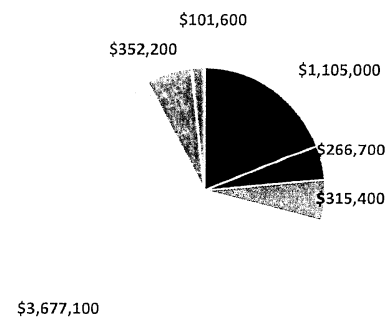
- Bridge Construction, Preservation & Security
- Capacity Enhancements - Turnpike
- Capacity Enhancements - Parkway
- Pavement Resurfacing
- Interchanges
- Concrete Barrier
- Drainage Structures
- Roadway Lighting
- Other Roadway Improvements
- Facilities
- Fleet
- Service Areas & Arts Center
- Technology Improvements

Total Bond & Revenue Funding by Functional Area (\$48 Million)



- Maintenance of Infrastructure
- Traffic Control & State Police
- Technology
- General & Administrative

Total Funding by Source (\$5.818 Billion)



- Maintenance Reserve Fund
- Special Project Reserve Fund
- Supplemental Capital Program
- 2021-2025 Capital Improvement Program
- 2019 Capital Improvement Program
- 2008 \$7 Billion Capital Improvement Program

2022 ANNUAL BUDGET-IN-BRIEF**2022****Capital Budget (Revenue Funded)**

The 2022 Capital Budget includes the Maintenance Reserve Fund, the Special Project Reserve Fund, and the Supplemental Capital Program. The Capital Budget primarily supports the spending for the maintenance of both roadways and bridges, scheduled fleet replacement based on target lifecycles, several multi-year capital program projects, such as pavement repairs, replacement of toll collection equipment, etc. The spending from the Maintenance Reserve Fund and Special Project Reserve Fund is funded from the Authority's revenue after paying for the operating expenses and debt service. These two funds are separate funds established by the Authority's Bond Resolution. The spending from the Supplemental Capital Program is funded by transfers from the General Reserve Fund. This program is a separate account in the Construction Fund. The Construction Fund is established by the Authority's Bond Resolution.

Capital Budget - Spending by Category or Functional Area					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 71,424	90,621	84,499	(6,122)	(6.8)%
Pavement Resurfacing	88,396	98,471	111,789	13,318	13.5%
Drainage Structures	12,128	5,750	5,871	121	2.1%
Roadway Lighting	12,880	20,100	3,871	(16,229)	(80.7)%
Other Roadway Improvements	15,469	26,852	39,581	12,729	47.4%
Total Roadway	\$ 200,298	241,794	245,611	3,817	1.6%
Non-Roadway					
Facilities	46,243	45,781	39,166	(6,615)	(14.4)%
Fleet	11,247	22,797	36,430	13,633	59.8%
Service Areas & Arts Center	—	200	17,750	17,550	8775.0%
Technology Improvements	7,761	8,040	17,313	9,273	115.3%
Total Non-Roadway	\$ 65,251	76,817	110,658	33,841	44.1%
Total Capitalized Projects	\$ 265,549	318,611	356,269	37,658	11.8%
Expensed Projects by Functional Area					
Maintenance of Infrastructure	11,618	1,533	4,960	3,428	223.6%
Traffic Control & State Police	1,963	2,500	1,437	(1,063)	(42.5)%
Technology	2,063	8,440	7,619	(821)	(9.7)%
General & Administrative	788	1,500	590	(910)	(60.7)%
Total Expensed Projects	\$ 16,432	13,973	14,606	633	4.5%
Total Spending (Capitalized+Expensed)	\$ 281,981	332,584	370,875	38,291	11.5%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

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2022

Capital Budget - Funding Sources					
(\$ In Thousands)	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Revenue Funded					
Maintenance Reserve Fund	\$ 165,364	185,292	219,787	34,495	18.6%
Special Project Reserve Fund	35,836	73,912	76,137	2,225	3.0%
Supplemental Capital Program	72,033	73,380	74,950	1,570	2.1%
Passaic River Bridge Program (1)	8,747	—	—	—	-
Total Funding Sources	\$ 281,980	332,584	370,875	38,290	11.5%

(1) 2021 onwards spending for the Passaic River Bridges is moved to the 2019 Capital Improvement Program

2022-2026 Rolling 5-Year Capital Budget by Category or Functional Area						
Revenue Funded						
(\$ In Thousands)	Spending Plan					
	2022	2023	2024	2025	2026	Total
Capitalized Projects by Category						
Roadway						
Bridge Construction, Preservation & Security	\$ 84,499	63,134	76,974	76,510	76,500	377,617
Pavement Resurfacing	111,789	127,648	90,563	100,534	110,000	540,534
Drainage Structures	5,871	5,063	5,000	5,000	5,000	25,934
Roadway Lighting	3,871	3,000	3,000	3,000	3,000	15,871
Other Roadway Improvements	39,581	62,649	49,715	49,263	48,513	249,718
Total Roadway	\$ 245,611	\$ 261,492	225,252	234,307	243,013	1,209,674
Non-Roadway						
Facilities	39,166	28,279	23,313	23,313	23,313	137,384
Fleet	36,430	25,727	26,603	27,524	28,790	145,074
Technology Improvements	17,313	27,680	27,000	27,000	27,000	125,993
Total Non-Roadway	\$ 110,659	82,436	77,666	78,586	79,852	429,198
Total Capitalized Projects	\$ 356,270	343,927	302,918	312,893	322,865	1,638,872
Expensed Projects by Functional Area						
Maintenance of Infrastructure	4,960	5,350	5,250	5,250	5,250	26,060
Traffic Control & State Police	1,437	1,227	1,000	1,000	1,000	5,664
Technology	7,619	3,160	1,500	1,000	1,000	14,279
General & Administrative	590	400	400	400	400	2,190
Total Expensed Projects	\$ 14,606	10,137	8,150	7,650	7,650	48,193
Total Spending (Capitalized+Expensed)	\$370,876	354,064	311,068	320,543	330,515	1,687,065

- Totals may not add due to rounding

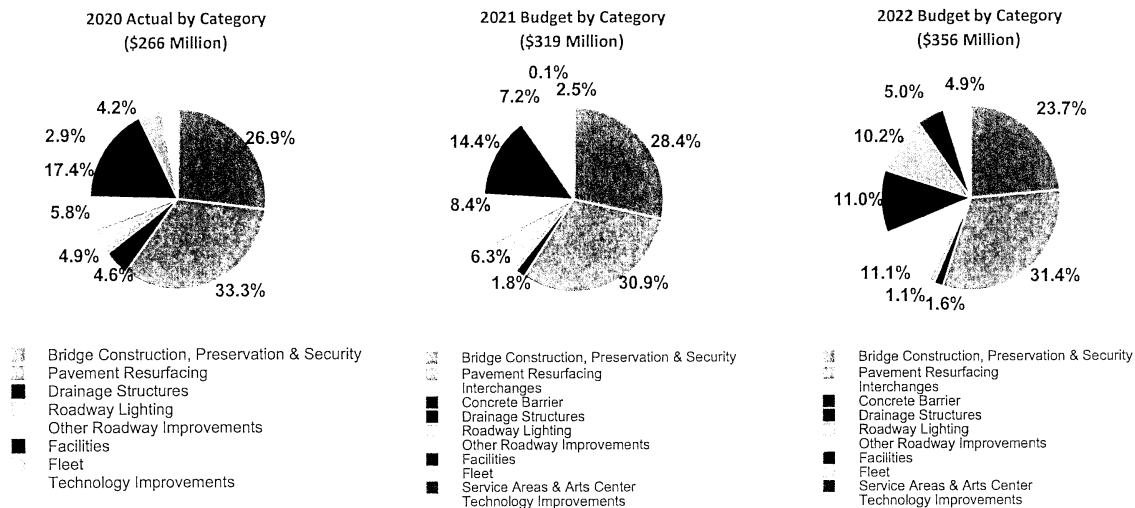
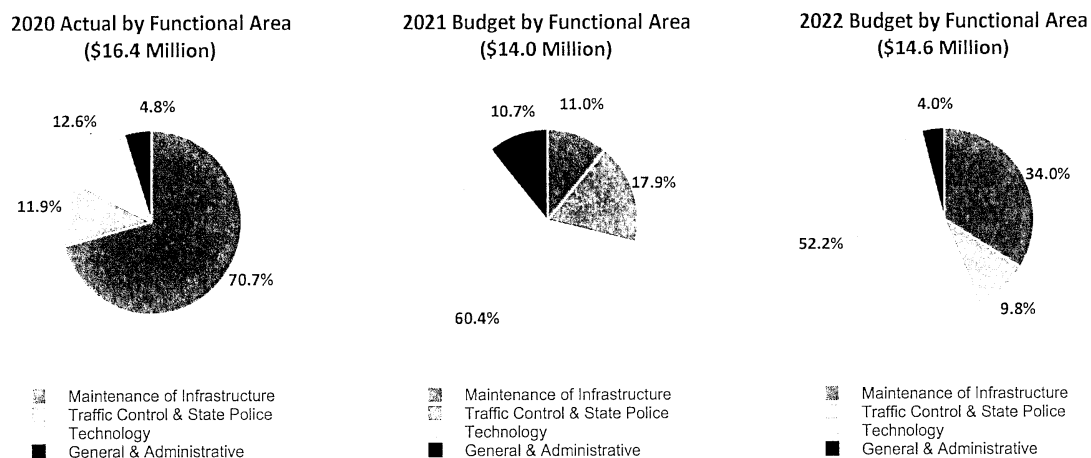
2022 ANNUAL BUDGET-IN-BRIEF**2022**

Capital Budget - Funding Sources						
(\$ In Thousands)		Spending Plan				
Revenue Funded	2022	2023	2024	2025	2026	Total
Maintenance Reserve Fund	\$ 219,787	231,666	207,975	218,297	227,263	1,104,989
Special Project Reserve Fund	76,137	58,172	44,342	43,496	44,502	266,650
Supplemental Capital Program	74,950	64,227	58,750	58,750	58,750	315,427
Total Revenue Funded	\$370,875	354,065	311,068	320,543	330,515	1,687,065

- Totals may not add due to rounding

Capital Budget – Revenue Funded – Spending by Category or Functional Area

Includes all revenue funded capital projects contained in the Maintenance Reserve Fund, Special Project Reserve Fund, and Supplemental Capital Program. The 2022 spending budget is \$370.9 million, an increase of \$38.3 million in comparison to the 2021 spending budget. The 2022 spending budget includes 31% for Pavement Resurfacing, 24% for Bridge Construction, Preservation, and Security, and 11% on Facilities, combining for a total of 66% of the 2022 capitalized projects. Technology accounts for 52% of 2022 expensed projects.

Capital Budget – Capitalized Projects – Spending by CategoryCapital Budget – Expensed Projects – Spending by Functional Area

2022 ANNUAL BUDGET-IN-BRIEF**2022****Maintenance Reserve Fund**

The 2022 Maintenance Reserve Fund primarily supports spending for the maintenance and resurfacing of roadways and bridges on both the Turnpike and Parkway. These projects have a combined spending budget for 2022 of \$220 million, and a rolling five-year spending plan of \$1.1 billion. The spending budget for 2022 is increasing by 19% compared to 2021, and includes funding primarily for Bridge Construction, Preservation, and Security, and Pavement Resurfacing. The 2022 Maintenance Reserve Fund also includes projects moved from the Special Project Reserve Fund and Supplemental Capital Program for Facilities, including major building and roofing replacements.

Maintenance Reserve Fund - Spending by Category					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 60,691	85,421	82,459	(2,962)	(3.5)%
Drainage Structures	12,128	5,750	5,871	121	2.1%
Roadway Lighting	12,597	19,600	3,871	(15,729)	(80.3)%
Other Roadway Improvements	2,044	4,050	19,506	15,456	381.6%
Total Roadway	\$ 165,364	185,292	198,760	13,468	7.3%
Non-Roadway					
Facilities	—	—	21,028	21,028	—%
Total Non-Roadway	\$ —	—	21,028	21,028	—%
Total Spending (Capitalized)	\$ 165,364	185,292	219,787	34,495	18.6%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Maintenance Reserve Fund								
2022 - 2026 Rolling 5-Year Spending Plan by Category							Prior	Total Project
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year	LTD Spending	Budget
Capitalized Projects by Category								
Roadway								
Bridge Construction, Preservation & Security	\$ 82,459	59,708	75,150	75,000	75,000	367,317	109,673	476,989
Pavement Resurfacing	87,053	127,433	90,563	100,534	110,000	515,583	112,355	627,938
Drainage Structures	5,871	5,063	5,000	5,000	5,000	25,934	24,638	50,572
Roadway Lighting	3,871	3,000	3,000	3,000	3,000	15,871	25,274	41,146
Other Roadway Improvements	19,506	18,963	16,763	17,263	16,763	89,256	5,276	94,532
Total Roadway	\$198,761	214,167	190,476	200,797	209,763	1,013,961	277,217	1,291,177
Non-Roadway								
Facilities	21,028	17,500	17,500	17,500	17,500	91,028	4,778	95,805
Total Non-Roadway	\$21,028	17,500	17,500	17,500	17,500	91,028	4,778	95,805
Total Spending (Capitalized)	\$ 219,788	231,667	207,976	218,297	227,263	1,104,989	281,995	1,386,982

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

003590

2022**Special Project Reserve Fund**

The 2022 Special Project Reserve Fund has a 2022 spending budget of over \$76 million and a rolling five-year spending plan of nearly \$267 million. The spending for 2022 is increasing 3% compared to 2021. The 2022 Special Project Reserve Fund provides spending for the Authority's major scheduled fleet replacement program. The increase in Fleet in 2022 is due to vehicle delivery delays rolled over from 2021. Technology Improvements is increasing with the implementation of CPMS and EAM. Maintenance of Infrastructure is increasing mainly due to the Turnpike Westerly Alignment Capacity Enhancement Study, while Facilities are decreasing as projects will be budgeted in the Maintenance Reserve Fund in 2022.

Special Project Reserve Fund - Spending by Category or Functional Area					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ —	500	2,040	1,540	308.0%
Other Roadway Improvements	432	5,910	1,134	(4,776)	(80.8)%
Total Roadway	\$ 432	6,410	3,174	(3,236)	(50.5)%
Non-Roadway					
Facilities	7,004	30,071	14,965	(15,106)	(50.2)%
Fleet	11,247	22,797	36,430	13,633	59.8%
Technology Improvements	2,785	2,440	6,963	4,523	185.4%
Total Non-Roadway	\$ 21,035	55,307	58,357	3,050	5.5%
Total Capitalized Projects	\$ 21,467	61,717	61,531	(186)	(0.3)%
Expensed Projects by Functional Area					
Maintenance of Infrastructure	11,606	1,492	4,960	3,469	232.6%
Traffic Control & State Police	480	1,250	1,437	187	15.0%
Technology	1,496	7,953	7,619	(334)	(4.2)%
General & Administrative	788	1,500	590	(910)	(60.7)%
Total Expensed Projects	\$ 14,369	12,195	14,606	2,411	19.8%
Total Spending (Capitalized+Expensed)	\$ 35,836	73,912	76,137	2,225	3.0%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

Special Project Reserve Fund								
2022 - 2026 Rolling 5-Year Spending Plan by Category or Functional Area							Prior LID Spending	Total Project Budget
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year		
Capitalized Projects by Category								
Roadway								
Bridge Construction, Preservation & Security	\$ 2,040	3,426	1,824	1,510	1,500	10,300	—	10,300
Other Roadway Improvements	1,134	8,423	2,953	2,000	1,750	16,259	2,056	18,314
Total Roadway	\$ 3,174	11,849	4,777	3,510	3,250	26,559	2,056	28,614
Non-Roadway								
Facilities	14,965	7,779	2,813	2,813	2,813	31,181	21,693	52,874
Fleet	36,430	25,727	26,603	27,524	28,790	145,074	25,360	170,433
Technology Improvements	6,963	2,680	2,000	2,000	2,000	15,643	6,824	22,467
Total Non-Roadway	\$ 58,358	36,186	31,416	32,337	33,603	191,898	53,878	245,775
Total Capitalized Projects	\$ 61,532	48,035	36,193	35,847	36,853	218,457	55,934	274,389
Expensed Projects by Functional Area								
Maintenance of Infrastructure	4,960	5,350	5,250	5,250	5,250	26,060	15,540	41,601
Traffic Control & State Police	1,437	1,227	1,000	1,000	1,000	5,664	1,975	7,639
Technology	7,619	3,160	1,500	1,000	1,000	14,279	6,957	21,237
General & Administrative	590	400	400	400	400	2,190	1,057	3,247
Total Expensed Projects	\$ 14,606	10,137	8,150	7,650	7,650	48,193	25,529	73,723
Total Spending (Capitalized+Expensed)	\$ 76,139	58,172	44,343	43,497	44,503	266,650	81,463	348,113

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

003592

2022

Supplemental Capital Program (Construction Fund – Revenue Funded)

The 2022 Supplemental Capital Program has a 2022 spending budget of almost \$75 million and a rolling five-year spending plan of more than \$315 million. The spending budget for 2022 is increasing by 2% compared to 2021. The 2022 Supplemental Capital Program includes funding to continue several necessary multi-year projects including pavement resurfacing on the Parkway, as well as other roadway improvements, including \$12 million for the design of the Tremley Point Connector Road. There is \$17 million for the Vauxhall and Brookdale South Service Areas included in the 2022 Supplemental Capital Program as well.

Supplemental Capital Program - Spending by Category or Functional Area					
(\$ In Thousands)	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 1,987	4,700	—	(4,700)	(100.0)%
Interchanges	47	—	—	—	—%
Concrete Barrier	—	—	—	—	—%
Roadway Lighting	283	500	—	(500)	(100.0)%
Other Roadway Improvements	12,947	16,892	18,942	2,050	12.1%
Total Roadway	\$ 25,756	50,092	43,678	(6,414)	(12.8)%
Non-Roadway					
Facilities	39,239	15,710	3,173	(12,537)	(79.8)%
Service Areas & Arts Center	—	200	17,750	17,550	8775.0%
Technology Improvements	4,976	5,600	10,350	4,750	84.8%
Total Non-Roadway	\$ 44,215	21,510	31,273	9,763	45.4%
Total Capitalized Projects	\$ 69,971	71,602	74,951	3,349	4.7%
Expensed Projects by Functional Area					
Maintenance of Infrastructure	12	41	—	(41)	(100.0)%
Traffic Control & State Police	1,484	1,250	—	(1,250)	(100.0)%
Technology	567	487	—	(487)	(100.0)%
Total Expensed Projects	\$ 2,063	1,778	—	(1,778)	(100.0)%
Total Spending (Capitalized+Expensed)	\$ 72,033	73,380	74,951	1,571	2.1%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022**

Supplemental Capital Program								
2022 - 2026 Rolling 5-Year Spending Plan by Category or Functional Area							Prior	Total Project
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year	LTD Spending	Budget
Capitalized Projects by Category								
Roadway								
Bridge Construction, Preservation & Security	\$ —	—	—	—	—	—	2,754	2,754
Pavement Resurfacing	24,736	215	—	—	—	24,951	22,294	47,245
Interchanges	—	—	—	—	—	—	15,257	15,257
Roadway Lighting	—	—	—	—	—	—	350	350
Other Roadway Improvements	18,942	35,262	30,000	30,000	30,000	144,203	5,809	150,012
Total Roadway	\$ 43,678	35,477	30,000	30,000	30,000	169,154	46,464	215,618
Non-Roadway								
Facilities	3,173	3,000	3,000	3,000	3,000	15,173	33,602	48,775
Service Areas & Arts Center	17,750	750	750	750	750	20,750	26,224	46,974
Technology Improvements	10,350	25,000	25,000	25,000	25,000	110,350	7,563	117,913
Total Non-Roadway	\$ 31,273	28,750	28,750	28,750	28,750	146,273	67,389	213,662
Total Capitalized Projects	\$ 74,951	64,227	58,750	58,750	58,750	315,427	113,853	429,280
Expensed Project Functional Areas								
Maintenance of Infrastructure	—	—	—	—	—	—	8,213	8,213
Traffic Control & State Police	—	—	—	—	—	—	1,484	1,484
Technology	—	—	—	—	—	—	3,984	3,984
Total Expensed Projects	\$ —	—	—	—	—	—	13,681	13,681
Total Supplemental Capital Program	\$ 74,951	64,227	58,750	58,750	58,750	315,427	127,532	442,959

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

003594

2022

Construction Fund (Bond Funded)

The 2022 Construction Fund includes the bond funded programs within the Construction Fund. The Construction Fund currently includes the 2022-2026 Capital Improvement Program, which was derived from the 2020 Long-Range Capital Plan, approved in May 2020, the 2019 Capital Improvement Program, approved in April 2019, and the 2008 \$7 Billion Capital Improvement Program approved in October 2008. These programs are funded through bond proceeds derived from the issuance of Turnpike Revenue Bonds.

Construction Fund - Spending by Category					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 126,598	251,182	271,035	19,853	7.9%
Capacity Enhancements - Turnpike	273	24,381	42,636	18,255	74.9%
Capacity Enhancements - Parkway	4,611	3,057	500	(2,557)	(83.6)%
Interchanges	57,226	58,515	24,462	(34,052)	(58.2)%
Concrete Barrier	5,877	23,129	9,338	(13,792)	(59.6)%
Drainage Structures	154	63,986	73,130	9,144	14.3%
Roadway Lighting	59	32,831	14,346	(18,485)	(56.3)%
Other Roadway Improvements	48,642	60,777	74,689	13,911	22.9%
Total Roadway	\$ 243,440	517,857	510,135	(7,722)	(1.5)%
Non-Roadway					
Facilities	10,350	21,000	9,848	(11,153)	(53.1)%
Service Areas & Arts Center	1,435	22,249	30,507	8,258	37.1%
Technology Improvements	3,451	80,419	47,808	(32,611)	(40.6)%
Total Non-Roadway	\$ 15,237	123,668	88,162	(35,507)	(28.7)%
Total Spending (Capitalized)	\$ 258,677	641,526	598,297	(43,229)	(6.7)%
Construction Fund - Funding Sources					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Bond Funded					
2022-2026 Capital Improvement Program	\$ 1,450	227,356	351,630	124,274	54.7%
2019 Capital Improvement Program	102,376	268,136	172,507	(95,629)	(35.7)%
2008 \$7 Billion Capital Improvement Program	154,851	146,034	74,160	(71,874)	(49.2)%
Total Bond Funded	\$ 258,677	641,526	598,297	(43,229)	(6.7)%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

000595

2022

2022 - 2026 Rolling 5-Year Construction Fund Spending Plan by Category						
Bond Funded						
(\$ In Thousands)	Spending Plan					
	2022	2023	2024	2025	2026	Total
Capitalized Projects by Category						
Roadway						
Bridge Construction, Preservation & Security	\$ 271,035	\$ 415,772	\$ 385,587	\$ 314,810	\$ 212,588	1,599,790
Capacity Enhancements - Turnpike	42,636	149,942	215,504	323,593	700,005	1,431,681
Capacity Enhancements - Parkway	500	2,700	800	751	3,796	8,547
Interchanges	24,462	5,276	7,840	2,458	20,547	60,582
Concrete Barrier	9,338	6,390	8,525	8,461	4,500	37,212
Drainage Structures	73,130	89,488	47,688	87,877	67,035	365,218
Roadway Lighting	14,346	17,636	40,028	48,333	8,683	129,026
Other Roadway Improvements	74,689	41,760	124,701	57,767	8,360	307,278
Total Roadway	\$ 510,135	728,963	830,671	844,050	1,025,515	3,939,334
Non-Roadway						
Facilities	9,848	20,650	15,540	1,500	1,000	48,538
Service Areas & Arts Center	30,507	14,905	5,505	6,605	5,000	62,521
Technology Improvements	47,808	32,659	—	—	—	80,466
Total Non-Roadway	\$ 88,162	68,213	21,045	8,105	6,000	191,525
Total Spending (Capitalized)	\$598,297	797,177	851,716	852,155	1,031,515	4,130,859

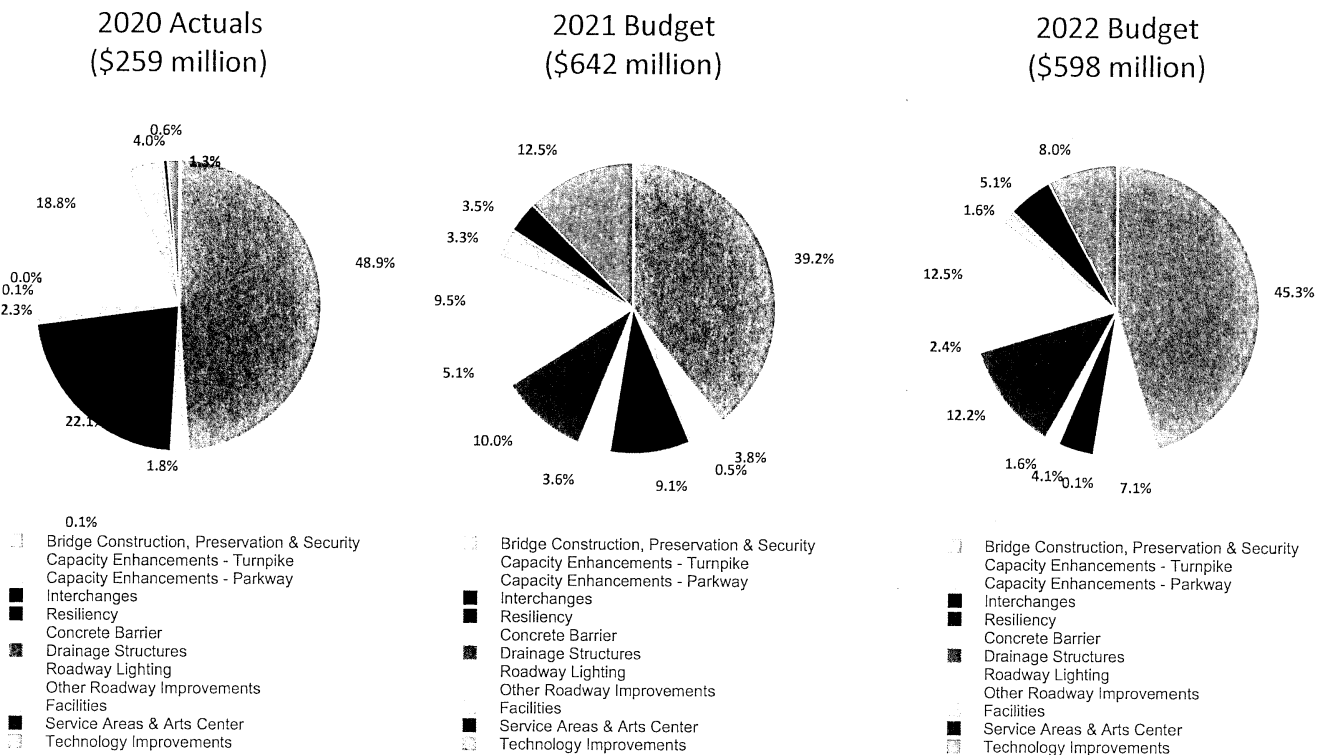
Construction Fund - Funding Sources						
(\$ In Thousands)	Spending Plan					
	2022	2023	2024	2025	2026	Total
Bond Funded						
2022-2026 Capital Improvement Program	\$ 351,630	\$ 655,182	\$ 813,623	\$ 831,661	\$ 1,024,973	3,677,070
2019 Capital Improvement Program	172,507	119,482	36,339	18,845	5,000	352,173
2008 \$7 Billion Capital Improvement Program	74,160	22,512	1,754	1,648	1,542	101,617
Total Bond Funded	\$598,297	797,177	851,716	852,155	1,031,515	4,130,859

- Totals may not add due to rounding

Construction Fund – Spending by Category

This includes all bond funded capital projects contained in the 2022-2026 Capital Improvement Program, 2019 Capital Improvement Program, and the 2008 \$7 Billion Capital Improvement Program. The 2022 spending budget includes a significant increase in Bridge Construction, Preservation, and Enhancement with the rehabilitation and replacement of bridge decks and superstructures on both roadways. Also increasing significantly in the 2022 budget is Turnpike Capacity Enhancements with the widening between interchanges 1 through 4 and design of the Newark Bay Hudson County Extension Capacity Enhancement project.

Construction Fund – Capitalized Projects – Spending by Category



2022 ANNUAL BUDGET-IN-BRIEF**2022****2022-2026 Capital Improvement Program**

The 2020 Long-Range Capital Plan was approved by the Board of Commissioners in May 2020. The 2022-2026 Capital Improvement Program was developed from that plan and focuses on maintaining the existing infrastructure in a state of good repair and targets capacity improvements in critical areas where congestion is already an issue. This program has a 2022 spending budget of \$352 million and a rolling five-year spending plan of \$3.7 billion. The spending budget for 2022 is increasing by about 55%, compared to 2021, for bridge repairs on both roadways and the design of the capacity enhancements on the Newark Bay Hudson County Extension and Turnpike Interchanges 1 through 4.

2022-2026 Capital Improvement Program - Spending by Category					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 1,217	\$ 62,117	151,253	89,136	143%
Capacity Enhancements - Turnpike	—	22,915	42,571	19,656	86%
Capacity Enhancements - Parkway	—	—	500	500	—%
Interchanges	—	1,105	3,967	2,862	259%
Concrete Barrier	19	3,168	5,337	2,169	68%
Drainage Structures	154	63,986	73,130	9,144	14%
Roadway Lighting	59	32,831	14,346	(18,485)	(56)%
Other Roadway Improvements	—	3,729	25,775	22,046	591%
Total Roadway	\$ 1,449	189,851	316,879	127,028	67%
Non-Roadway					
Facilities	—	—	6,240	6,240	—%
Technology Improvements	—	37,505	28,512	(8,993)	(24)%
Total Non-Roadway	\$ —	37,505	34,752	(2,753)	(7)%
Total Spending (Capitalized)	\$ 1,450	227,357	351,632	124,276	55%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

2022-2026 Capital Improvement Program									
2022 - 2026 Rolling 5-Year Spending Plan by Category							Prior	Future	Total
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year	LTD Spending	Spending	Project Budget
Capitalized Projects Category									
Roadway									
Bridge Construction, Preservation & Security	\$ 151,253	297,053	352,998	300,922	211,046	1,313,272	48,415	419,290	1,780,977
Capacity Enhancements - Turnpike	42,571	149,942	215,504	323,593	700,005	1,431,615	18,242	4,433,036	5,882,893
Capacity Enhancements - Parkway	500	2,700	800	751	3,796	8,547	1,444	224,907	234,898
Interchanges	3,967	5,176	7,840	2,458	20,547	39,987	3,047	20,000	63,034
Concrete Barrier	5,337	6,390	8,525	8,461	4,500	33,212	2,678	—	35,890
Drainage Structures	73,130	89,488	47,688	87,877	67,035	365,218	29,258	30,013	424,489
Roadway Lighting	14,346	17,636	40,028	48,333	8,683	129,026	33,368	65,010	227,405
Other Roadway Improvements	25,775	33,489	124,701	57,767	8,360	250,092	2,931	—	253,024
Total Roadway	\$316,879	601,874	798,084	830,162	1,023,972	3,570,969	139,383	5,192,256	8,902,610
Non-Roadway									
Facilities	6,240	20,650	15,540	1,500	1,000	44,930	—	—	44,930
Technology Improvements	28,512	32,659	—	—	—	61,171	13,921	—	75,092
Total Non-Roadway	\$ 34,752	53,309	15,540	1,500	1,000	106,101	13,921	—	120,022
Total Spending (Capitalized)	\$351,630	655,182	813,623	831,661	1,024,973	3,677,070	153,304	5,192,256	9,022,632

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

2019 Capital Improvement Program

This program was approved by the Board of Commissioners in April 2019 and includes capital improvement projects focusing on bridge deck improvements, shoulder widening, and replacement of hybrid changeable message signs. The 2022 spending budget for the 2019 Capital Improvement Program is over \$172 million and has a rolling five-year spending plan of \$352 million. The 2022 spending budget is almost \$96 million less than the \$268 million budgeted for 2021, representing a decrease of 36%. This decrease is due to the substantial completion of projects in 2021.

2019 Capital Improvement Program - Spending by Category					
	2020	2021	2022	\$ Δ from	% Δ from
(\$ In Thousands)	Actual	Budget	Budget	2021	2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 41,451	116,763	73,226	(43,537)	-37.3%
Interchanges	21,557	19,876	—	(19,876)	-100.0%
Concrete Barrier	5,858	19,636	3,802	(15,834)	-80.6%
Other Roadway Improvements	28,624	46,698	45,676	(1,022)	-2.2%
Total Roadway	\$ 97,490	202,973	122,704	(80,269)	-39.5%
Non-Roadway					
Service Areas & Arts Center	1,435	22,249	30,507	8,258	37.1%
Technology Improvements	3,451	42,914	19,295	(23,619)	-55.0%
Total Non-Roadway	\$ 4,886	65,163	49,802	(15,361)	-23.6%
Total Spending (Capitalized)	\$ 102,376	268,136	172,506	(95,630)	-35.7%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

2019 Capital Improvement Program								
2022 - 2026 Rolling 5-Year Spending Plan by Category							Prior	Total
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year	LTD Spending	Project Budget
Capitalized Projects Category								
Roadway								
Bridge Construction, Preservation & Security	\$ 73,227	97,024	30,834	12,240	—	213,326	150,153	363,479
Interchanges	—	—	—	—	—	—	46,315	46,315
Concrete Barrier	3,802	—	—	—	—	3,802	28,900	32,702
Other Roadway Improvements	45,676	7,553	—	—	—	53,229	77,212	130,441
Total Roadway	\$122,705	104,577	30,834	12,240	—	270,357	302,580	572,937
Non-Roadway								
Service Areas & Arts Center	30,507	14,905	5,505	6,605	5,000	62,521	12,518	75,040
Technology Improvements	19,295	—	—	—	—	19,295	48,694	67,990
Total Non-Roadway	\$ 49,802	14,905	5,505	6,605	5,000	81,816	61,212	143,030
Total Spending (Capitalized)	\$172,507	119,482	36,339	18,845	5,000	352,173	363,792	715,967

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF**2022****2008 \$7 Billion Capital Improvement Program**

This program was approved by the Board of Commissioners in October 2008. In September 2018, the program was amended to extend the end date of the program to award new contracts until December 31, 2020. The 2022 spending budget is \$74 million with a rolling five-year spending plan of \$102 million. The 2022 spending budget is decreasing almost 50% from the 2021 spending budget of \$146 million, representing the winding down of this Capital Improvement Program as many projects are completed or are nearing completion. The 2008 \$7 Billion Capital Improvement Program includes current active projects such as the Newark Bay Hudson County Extension redecking and interchange improvements.

2008 \$7 Billion Capital Improvement- Spending by Category					
<i>(\$ In Thousands)</i>	2020 Actual	2021 Budget	2022 Budget	\$ Δ from 2021	% Δ from 2021
Capitalized Projects by Category					
Roadway					
Bridge Construction, Preservation & Security	\$ 83,929	72,302	46,555	(25,747)	(35.6)%
Capacity Enhancements - Turnpike	273	1,466	65	(1,400)	(95.5)%
Capacity Enhancements - Parkway	4,611	3,057	—	(3,057)	(100.0)%
Interchanges	35,669	37,534	20,496	(17,038)	(45.4)%
Drainage Structures	—	—	—	—	—%
Other Roadway Improvements	20,019	10,350	3,237	(7,113)	(68.7)%
Total Roadway	\$ 144,501	125,034	70,551	(54,482)	(43.6)%
Non-Roadway					
Facilities	10,350	21,000	3,608	(17,393)	(82.8)%
Total Non-Roadway	\$ 10,350	21,000	3,608	(17,393)	(82.8)%
Total Spending (Capitalized)	\$ 154,851	146,034	74,159	(71,875)	(49.2)%

- Totals may not add due to rounding

2022 ANNUAL BUDGET-IN-BRIEF

2022

2008 \$7 Billion Capital Improvement Program								
2022 - 2026 Rolling 5-Year Spending Plan by Category							Prior	Total Project
(\$ In Thousands)	2022	2023	2024	2025	2026	Total 5-Year	LTD Spending	Budget
Capitalized Projects Category								
Roadway								
Bridge Construction, Preservation & Security	\$ 46,555	21,694	1,754	1,648	1,542	73,194	1,650,728	1,723,922
Capacity Enhancements - Turnpike	65	—	—	—	—	65	2,131,482	2,131,547
Capacity Enhancements - Parkway	—	—	—	—	—	—	574,272	574,272
Interchanges	20,496	100	—	—	—	20,597	1,038,025	1,058,622
Concrete Barrier	198	—	—	—	—	198	51,369	51,567
Drainage Structures	—	—	—	—	—	—	61,914	61,914
Other Roadway Improvements	3,237	718	—	—	—	3,956	714,401	718,356
Total Roadway	\$ 70,551	22,512	1,754	1,648	1,542	98,010	6,222,191	6,320,200
Non Roadway								
Facilities	3,608	—	—	—	—	3,608	676,193	679,800
Total Non-Roadway	\$ 3,608	—	—	—	—	3,608	676,193	679,800
Total Spending (Capitalized)	\$ 74,160	22,512	1,754	1,648	1,542	101,618	6,898,384	7,000,000

- Totals may not add due to rounding

03803

Schedule A

WHEREAS, the Authority, in accordance with subsection (c) of Section 713 of its Turnpike Revenue Bond Resolution adopted August 20, 1991 as amended and supplemented (the "Resolution"), has completed a review of its financial condition for the purpose of estimating whether the tolls, revenues, fees, charges, rents and other income and receipts from the operation of the New Jersey Turnpike and the Garden State Parkway during 2021 and 2022, including investment income treated as revenues for such year, will be sufficient to provide all of the payments and meet all other requirements as specified in subsection (b) of Section 713 of said Resolution.

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

1. That it is determined based upon the review of the financial condition of the Authority as described in the recital hereof, the tolls, revenues, fees, charges, rents and other income and receipts from the operation of the New Jersey Turnpike and the Garden State Parkway during 2021 and 2022, including investment income treated as revenues for such year will be sufficient to comply with subsection (b) of Section 713 of the Resolution.
2. That a copy of this resolution certified by the Chief Financial Officer of the Authority, together with a certificate of said Chief Financial Officer setting forth a reasonably detailed statement of the actual and estimated receipts and payments to be made there from for 2021 and 2022 as shown in schedules which were utilized in said review, shall be filed in its entirety with The Bank of New York Mellon and U.S. Bank as Co-Trustees, under the Resolution, all in accordance with said Section 713 of said Resolution.

Schedule B

033604

NEW JERSEY TURNPIKE AUTHORITY

Certificate Required Under Section 713

Turnpike Revenue Bond Resolution

Fiscal Year Ending December 31, 2021

Operating Expenses and Reserve (1)		\$ 594,300,000
Debt Service Requirements (2)		797,200,000
Maintenance Reserve Payments		160,000,000
Special Project Reserve Payments		<u>50,000,000</u>
Total Requirements		1,601,500,000
Deduct Revenue:		
Actual Revenue Provision - January - October 2021	\$ 1,883,000,000	
Estimated Revenue Provision November - December 2021 (Estimate per Schedule C)	<u>355,600,000</u>	<u>2,238,600,000</u>
Revenue Less Requirements		<u>\$ 637,100,000</u>

(2) Net Debt Service Requirement is as follows:

Series 2004 C-2 Debt Service Requirement	\$ 7,300,000
Series 2005 A-D Debt Service Requirement	20,100,000
Series 2009 F Debt Service Requirement	101,900,000
Series 2010 A Debt Service Requirement	131,400,000
Series 2012 A-B Debt Service Requirement	4,300,000
Series 2013 A-F Debt Service Requirement	6,000,000
Series 2014 A-C Debt Service Requirement	49,200,000
Series 2015 A-H Debt Service Requirement (3)(4)(5)	186,300,000
Series 2016 A-D Debt Service Requirement (3)(4)	30,500,000
Series 2017 A-G Debt Service Requirement (3)(4)	189,000,000
Series 2019 A Debt Service Requirement	20,500,000
Series 2020 A-C Debt Service Requirement (3)(4)	17,700,000
Series 2021 A-B Debt Service Requirement	<u>33,000,000</u>
Total Debt Service	<u>797,200,000</u>

- (1) Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.
- (2) Amount includes interest and principal payments.
- (3) Variable rate debt with an associated Interest Swap Agreement has interest included at the fixed swap rate.
- (4) Includes the fixed credit spread as interest expense.
- (5) Interest on the \$5,000,000 unhedged portion is calculated at the maximum rate of 12%.

Schedule C

NEW JERSEY TURNPIKE AUTHORITY

Certificate Required Under Section 713

Turnpike Revenue Bond Resolution

Fiscal Year Ending December 31, 2021

Month	Toll Revenue	E-ZPass Fees	Build America Bonds Subsidy	Concession Revenue	Income from Investments	Arts Center Revenue	Miscellaneous (1)	Total Revenue
November	160,500,000	7,900,000	6,400,000	2,500,000	600,000	100,000	1,000,000	179,000,000
December	157,500,000	7,900,000	6,400,000	2,500,000	600,000	700,000	1,000,000	176,600,000
	\$ 318,000,000	\$ 15,800,000	\$ 12,800,000	\$ 5,000,000	\$ 1,200,000	\$ 800,000	\$ 2,000,000	\$ 355,600,000

NOTE: (1) **Miscellaneous Revenue** includes cellular tower rentals, park & ride facilities, rental income, towing fees, surplus property sales, billboard commissions, video feed licensing, and easements.

033605

033606

Schedule D**NEW JERSEY TURNPIKE AUTHORITY**

Certificate Required Under Section 713

Turnpike Revenue Bond Resolution

Fiscal Year Ending December 31, 2021

The following are the appropriate calculations which indicate that the Net Revenue Requirement will be satisfied.

Revenue		\$ 2,238,600,000
Operating Expenses and Reserve (1)		<u>594,300,000</u>
Net Revenue		<u>1,644,300,000</u>
(i) Debt Service Requirements	\$ 797,200,000	
(i) Maintenance Reserve Payments	160,000,000	
(i) Special Project Reserve Payments	<u>50,000,000</u>	<u>1,007,200,000</u>
Revenue Less Requirements		<u>\$ 637,100,000</u>
Net Revenue		\$ 1,644,300,000
(ii) "... 1.20 times Aggregate Debt Service"		
1.20 x \$ 797,200,000		<u>956,600,000</u>
Excess Revenue (2)		<u>\$ 687,700,000</u>
Debt Service Coverage		<u>2.06</u>

- (1) Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.
- (2) Excess revenue will be used to cover budgeted expenses, transfers into Construction Fund and contractual payments from the General Reserve Fund of \$395,800,000

The Revenue Requirement under section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year Net Revenue shall at least equal the Net Revenue Requirements for such year. Under Section 101 of said Resolution, Net Revenue is defined as "...for any calendar year or other period of time, the Pledged Revenue during such year or period less the amounts of the Operating Expenses for such year or period." The Net Revenue Requirement means with respect to any period of time, "an amount equal to the greater of (i) the sum of Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments, and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof)."

Schedule E

003807

NEW JERSEY TURNPIKE AUTHORITY

Certificate Required Under Section 713

Turnpike Revenue Bond Resolution

Fiscal Year Ending December 31, 2022

Operating Expenses and Reserve (1)	\$ 676,600,000
Debt Service Requirements (2)	735,200,000
Maintenance Reserve Payments	200,000,000
Special Project Reserve Payments	<u>50,000,000</u>
Total Requirements	1,661,800,000
Deduct Revenue:	
Estimated Revenue Provision	
January/December 2022	
(Estimate per Schedule F)	2,298,400,000
Revenue Less requirements	<u>\$ 636,600,000</u>

(2) Net Debt Service Requirement is as follows:

Series 2004 C-2 Debt Service Requirement	\$ 7,300,000
Series 2005 A-D Debt Service Requirement	20,100,000
Series 2009 F-H Debt Service Requirement	101,900,000
Series 2010 A Debt Service Requirement	131,400,000
Series 2012 A-B Debt Service Requirement	34,900,000
Series 2013 A-F Debt Service Requirement	9,700,000
Series 2014 A-C Debt Service Requirement	71,300,000
Series 2015 A-H Debt Service Requirement (3)(4)(5)	61,200,000
Series 2016 A-D Debt Service Requirement (3)(5)	155,500,000
Series 2017 A-G Debt Service Requirement (3)(5)	189,400,000
Series 2019 A Debt Service Requirement	20,500,000
Series 2020 A-D Debt Service Requirement (3)(5)	17,700,000
Series 2021 A-B Debt Service Requirement	38,300,000
Series 2022 New Money Debt Service Requirement (6)	25,000,000
Series 2022 New Money Debt Service Requirement (7)	18,800,000
Total Debt Service	<u>\$ 903,000,000</u>
Funded from Bond Proceed (capitalized interest)	(43,800,000)
Assumed upfront payment from forward refunding	(124,000,000)
Net Debt Service Funded from Revenue	<u>\$ 735,200,000</u>

- (1) Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.
- (2) Amount includes interest and principal payments.
- (3) Variable rate debt with an associated Interest Swap Agreement has interest included at the fixed swap rate.
- (4) Interest on the \$5,000,000 unhedged portion is calculated at the maximum rate of 12%.
- (5) Include the fixed credit spread as interest expense.
- (6) Budget 2022 assumes New Money issuance in January 2022 of \$500M at 5% w/capitalized interest for first 3 years.
- (7) Budget 2022 assumes New Money issuances in July 2022 of \$750M at 5% w/capitalized interest for first 3 years.

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Schedule F

NEW JERSEY TURNPIKE AUTHORITY

Estimated Revenue Provision

January 2022 through December 2022

Month	Toll Revenue	E-ZPass Fees	Build America Bonds Subsidy	Concession Revenue	Income from Investments	Arts Center Revenue	Miscellaneous (1)	Total Revenue
January	\$ 146,100,000	\$ 8,300,000	\$ 6,400,000	\$ 2,600,000	\$ 500,000	\$ 500,000	\$ 1,000,000	\$ 165,400,000
February	139,000,000	8,300,000	6,400,000	2,600,000	500,000	500,000	1,000,000	158,300,000
March	161,200,000	8,300,000	6,400,000	2,600,000	500,000	500,000	1,000,000	180,500,000
April	170,400,000	8,400,000	6,500,000	2,700,000	500,000	300,000	1,200,000	190,000,000
May	181,600,000	8,400,000	6,400,000	2,600,000	500,000	300,000	1,000,000	200,800,000
June	187,300,000	8,300,000	6,400,000	2,600,000	500,000	300,000	1,000,000	206,400,000
July	193,100,000	8,300,000	6,400,000	2,600,000	500,000	300,000	1,000,000	212,200,000
August	199,200,000	8,400,000	6,400,000	2,700,000	500,000	300,000	1,200,000	218,700,000
September	173,300,000	8,300,000	6,500,000	2,600,000	500,000	400,000	1,000,000	192,600,000
October	178,100,000	8,400,000	6,400,000	2,600,000	500,000	100,000	1,000,000	197,100,000
November	170,100,000	8,300,000	6,400,000	2,600,000	500,000	100,000	1,000,000	189,000,000
December	167,600,000	8,300,000	6,400,000	2,700,000	500,000	700,000	1,200,000	187,400,000
	\$ 2,067,000,000	\$ 100,000,000	\$ 77,000,000	\$ 31,500,000	\$ 6,000,000	\$ 4,300,000	\$ 12,600,000	\$ 2,298,400,000

NOTE: (1) **Miscellaneous Revenue** includes cellular tower rentals, park & ride facilities, rental income, towing fees, surplus property sales, billboard commissions, video feed licensing, and easements.

Schedule G

633809

NEW JERSEY TURNPIKE AUTHORITY

Certificate Required Under Section 713

Turnpike Revenue Bond Resolution

Fiscal Year Ending December 31, 2022

The following are the appropriate calculations which indicate that the Net Revenue Requirement will be satisfied.

Revenue		\$ 2,298,400,000
Operating Expenses and Reserve (1)		676,600,000
Net Revenue		<u>1,621,800,000</u>
(i) Debt Service Requirements	\$ 735,200,000	
(i) Maintenance Reserve Payments	200,000,000	
(i) Special Project Reserve Payments	<u>50,000,000</u>	<u>985,200,000</u>
Revenue Less Requirements		<u>\$ 636,600,000</u>
Net Revenue		\$ 1,621,800,000
(ii) "... 1.20 times Aggregate Debt Service"		
1.20 x \$ 735,200,000		<u>882,200,000</u>
Excess Revenue (2)		<u>\$ 739,600,000</u>
Debt Service Coverage		<u>2.21</u>

- (1) Operating Expenses and Reserve includes the operating expenses for the year and the working capital reserve of 10% of the annual budgeted operating expenses as per section 504(B) of the Bond Resolution.
- (2) Excess revenue will be used to cover budgeted expenses, transfers into Construction Fund and contractual payments from the General Reserve Fund of \$685,800,000

The Revenue Requirement under section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year Net Revenue shall at least equal the Net Revenue Requirements for such year. Under Section 101 of said Resolution, Net Revenue is defined as "...for any calendar year or other period of time, the Pledged Revenue during such year or period less the amounts of the Operating Expenses for such year or period." The Net Revenue Requirement means with respect to any period of time, "an amount equal to the greater of (i) the sum of Aggregate Debt Service, Maintenance Reserve Payments, Special Project Reserve Payments, and payments, if any, to the Charges Fund for such period or (ii) 1.20 times the Aggregate Debt Service for such period (excluding, for purposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof)."

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NEW JERSEY TURNPIKE AUTHORITY

SERIES 2021

TURNPIKE REVENUE REFUNDING BOND RESOLUTION

Adopted November 23, 2021

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SERIES 2021
TURNPIKE REVENUE REFUNDING BOND RESOLUTION

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

WHEREAS, on September 20, 2012, the Authority issued its Turnpike Revenue Bonds, Series 2012 B (the "**Series 2012 B Bonds**") in the aggregate principal amount of \$804,435,000 under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled, "Series 2012 Turnpike Revenue Bond Resolution" adopted by the Authority on March 27, 2012, as supplemented by the First Supplement to Series 2012 Turnpike Revenue Bond Resolution adopted by the Authority on July 31, 2012 (collectively, the "**Series 2012 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated September 20, 2012 relating to the Series 2012 B Bonds;

WHEREAS, the Series 2012 B Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$32,655,000;

WHEREAS, on April 4, 2013, the Authority issued its Turnpike Revenue Bonds, Series 2013 A (the "**Series 2013 A Bonds**") in the aggregate principal amount of \$1,400,000,000 under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled, "Second Amended and Restated Series 2013 Turnpike Revenue Bond Resolution" adopted by the Authority on February 26, 2013 (the "**Series 2013 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated April 4, 2013 relating to the Series 2013 A Bonds;

WHEREAS, the Series 2013 A Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$105,405,000;

WHEREAS, on May 21, 2013, the Authority issued its Turnpike Revenue Bonds, Series 2013 F (the "**Series 2013 F Bonds**") in the aggregate principal amount of \$90,880,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2013 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated May 21, 2013 relating to the Series 2013 F Bonds;

WHEREAS, the Series 2013 F Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$11,780,000;

WHEREAS, on October 7, 2014, the Authority issued its Turnpike Revenue Bonds, Series 2014 C (the "**Series 2014 C Bonds**") in the aggregate principal amount of \$201,860,000 under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled,

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"Series 2014 Turnpike Revenue Bond Resolution" adopted by the Authority on March 25, 2014 (the "**Series 2014 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated October 7, 2014 relating to the Series 2014 C Bonds;

WHEREAS, the Series 2014 C Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$106,715,000;

WHEREAS, on January 29, 2015, the Authority issued its Turnpike Revenue Bonds, Series 2015 A (the "**Series 2015 A Bonds**") in the aggregate principal amount of \$92,500,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2014 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated January 29, 2015 relating to the Series 2015 A Bonds (the "**Series 2015 A Certificate of Determination**");

WHEREAS, the Series 2015 A Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$26,225,000;

WHEREAS, the Series 2015 A Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2014 Resolution and the Series 2015 A Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to a portion of the Series 2015 A Bonds, the Authority entered into two interest rate swap transactions each in the aggregate notional amount of \$43,750,000 under and pursuant to the ISDA Master Agreement, dated as of April 12, 2016, including the Schedule and the Credit Support Annex thereto, each dated as of April 12, 2016, and the two Confirmations thereunder each dated April 12, 2016, between U.S. Bank National Association and the Authority, as amended and modified from time to time (the "**Existing Series 2015 A Swap Agreement**");

WHEREAS, on September 18, 2015, the Authority issued its Turnpike Revenue Bonds, Series 2015 C (the "**Series 2015 C Bonds**") in the aggregate principal amount of \$43,750,000 under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled, "Series 2015 Turnpike Revenue Bond Resolution" adopted by the Authority on June 30, 2015 (the "**Series 2015 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated September 18, 2015 relating to the Series 2015 C Bonds (the "**Series 2015 C Certificate of Determination**");

WHEREAS, the Series 2015 C Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$10,625,000;

WHEREAS, the Series 2015 C Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2015 Resolution and the Series 2015 C Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2015 C Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$43,750,000 under and pursuant to the ISDA Master Agreement, dated as of February 11, 2009, including the Schedule and the Credit Support Annex thereto, each dated as of

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February 11, 2009, and the Confirmation thereunder dated February 11, 2009, as amended and restated as of September 19, 2012, between Barclays Bank PLC and the Authority, as amended and modified from time to time (the "**Existing Series 2015 C Swap Agreement**");

WHEREAS, on September 18, 2015, the Authority issued its Turnpike Revenue Bonds, Series 2015 D (the "**Series 2015 D Bonds**") in the aggregate principal amount of \$43,750,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2015 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated September 18, 2015 relating to the Series 2015 D Bonds (the "**Series 2015 D Certificate of Determination**");

WHEREAS, the Series 2015 D Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$10,600,000;

WHEREAS, the Series 2015 D Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2015 Resolution and the Series 2015 D Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2015 D Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$43,750,000 under and pursuant to the ISDA Master Agreement, dated as of February 11, 2009, including the Schedule and the Credit Support Annex thereto, each dated as of February 11, 2009, and the Confirmation thereunder dated February 11, 2009, as amended and restated as of May 21, 2013, between Barclays Bank PLC and the Authority, as amended and modified from time to time (the "**Existing Series 2015 D Swap Agreement**");

WHEREAS, on November 4, 2015, the Authority issued its Turnpike Revenue Bonds, Series 2015 E (the "**Series 2015 E Bonds**") in the aggregate principal amount of \$750,000,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2015 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated November 4, 2015 relating to the Series 2015 E Bonds;

WHEREAS, all of the Series 2015 E Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, on December 23, 2015, the Authority issued its Turnpike Revenue Bonds, Series 2015 G (the "**Series 2015 G Bonds**") in the aggregate principal amount of \$25,000,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2015 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated December 23, 2015 relating to the Series 2015 G Bonds (the "**Series 2015 G Certificate of Determination**");

WHEREAS, all of the Series 2015 G Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2015 G Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2015 Resolution and the Series 2015 G Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2015 G Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$75,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, the First Amendment to the ISDA Master Agreement, dated as of September 11, 2015, and the Amended and Restated Confirmation thereunder dated December 21, 2015, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (the "**Existing Series 2015 G Swap Agreement**");

WHEREAS, on December 21, 2016, the Authority issued its Turnpike Revenue Bonds, Series 2016 B (the "**Series 2016 B Bonds**") in the aggregate principal amount of \$75,025,000 under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled, "Series 2016 Turnpike Revenue Bond Resolution" adopted by the Authority on September 27, 2016 (the "**Series 2016 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated December 21, 2016 relating to the Series 2016 B Bonds (the "**Series 2016 B Certificate of Determination**");

WHEREAS, all of the Series 2016 B Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2016 B Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2016 Resolution and the Series 2016 B Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2016 B Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$225,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment to the ISDA Master Agreement, dated as of September 11, 2015, and the Confirmation thereunder dated May 20, 2013, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (the "**Existing Series 2016 B Swap Agreement**");

WHEREAS, on December 21, 2016, the Authority issued its Turnpike Revenue Bonds, Series 2016 C (the "**Series 2016 C Bonds**") in the aggregate principal amount of \$50,015,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2016 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated December 21, 2016 relating to the Series 2016 C Bonds (the "**Series 2016 C Certificate of Determination**");

WHEREAS, all of the Series 2016 C Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2016 C Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2016 Resolution and the Series 2016 C Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2016 C Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$101,765,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment to the ISDA Master Agreement, dated as of September 11, 2015, and the Amended and Restated Confirmation thereunder dated December 21, 2015, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (the "**Existing Series 2016 C Swap Agreement**");

WHEREAS, on December 21, 2016, the Authority issued its Turnpike Revenue Bonds, Series 2016 D (the "**Series 2016 D Bonds**") in the aggregate principal amount of \$50,000,000 under and pursuant to the General Bond Resolution, as supplemented by the Series 2016 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated December 21, 2016 relating to the Series 2016 D Bonds (the "**Series 2016 D Certificate of Determination**");

WHEREAS, all of the Series 2016 D Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2016 D Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2016 Resolution and the Series 2016 D Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2016 D Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$75,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment to the ISDA Master Agreement, dated as of September 11, 2015, and the Amended and Restated Confirmation thereunder dated December 21, 2015, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (the "**Existing Series 2016 D Swap Agreement**");

WHEREAS, on October 26, 2017, the Authority issued its Turnpike Revenue Bonds, Series 2017 C (the "**Series 2017 C Bonds**") in the aggregate principal amount of \$400,000,000, consisting of (i) its Turnpike Revenue Bonds, Series 2017 C-1 in the aggregate principal amount of \$31,050,000, (ii) its Turnpike Revenue Bonds, Series 2017 C-2 in the aggregate principal amount of \$32,775,000, (iii) its Turnpike Revenue Bonds, Series 2017 C-3 in the aggregate principal amount of \$34,575,000, (iv) its Turnpike Revenue Bonds, Series 2017 C-4 in the aggregate principal amount of \$36,475,000, (v) its Turnpike Revenue Bonds, Series 2017 C-5 in the aggregate principal amount of \$150,000,000, and (vi) its Turnpike Revenue Bonds, Series 2017 C-6 in the aggregate principal amount of \$115,125,000 (the "**Series 2017 C-6 Bonds**");

WHEREAS, the Series 2017 C Bonds were issued by the Authority under and pursuant to the General Bond Resolution, as supplemented by the Series 2016 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated October 26, 2017 relating to the Series 2017 C Bonds (the "**Series 2017 C Certificate of Determination**");

WHEREAS, the Series 2017 C Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$218,950,000;

WHEREAS, the Series 2017 C Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2016 Resolution and the Series 2017 C Certificate of Determination;

WHEREAS, on January 1, 2023, the Series 2017 C-6 Bonds are subject to mandatory tender and purchase by the Authority from the holders thereof at a purchase price equal to the principal amount of the Series 2017 C-6 Bonds then Outstanding, plus accrued interest to January 1, 2023;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2017 C Bonds, the Authority entered into (i) an interest rate swap transaction in the aggregate notional amount of \$160,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, and the Confirmation thereunder dated May 20, 2013 and effective as of May 21, 2013, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time, and (ii) an interest rate swap transaction in the aggregate notional amount of \$240,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, and the Confirmation thereunder dated September 11, 2015, and effective as of September 1, 2015, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (collectively, the "**Existing Series 2017 C Swap Agreement**");

WHEREAS, on October 26, 2017, the Authority issued its Turnpike Revenue Bonds, Series 2017 D (the "**Series 2017 D Bonds**") in the aggregate principal amount of \$179,375,000, consisting of (i) its Turnpike Revenue Bonds, Series 2017 D-1 in the aggregate principal amount of \$129,375,000, (ii) its Turnpike Revenue Bonds, Series 2017 D-2 in the aggregate principal amount of \$16,075,000, (iii) its Turnpike Revenue Bonds, Series 2017 D-3 in the aggregate principal amount of \$16,675,000, and (iv) its Turnpike Revenue Bonds, Series 2017 D-4 in the aggregate principal amount of \$17,250,000;

WHEREAS, the Series 2017 D Bonds were issued by the Authority under and pursuant to the General Bond Resolution, as supplemented by the Series 2016 Resolution and a Certificate of Determination executed by the Executive Director of the Authority dated October 26, 2017 relating to the Series 2017 D Bonds (the "**Series 2017 D Certificate of Determination**");

WHEREAS, all of the Series 2017 D Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2017 D Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2016 Resolution and the Series 2017 D Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2017 D Bonds, the Authority entered into (i) an interest rate swap transaction in the aggregate notional amount of \$129,375,000 under and pursuant to the ISDA Master Agreement, dated as of May 17,

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2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, and the Confirmation thereunder dated May 20, 2013 and effective as of May 21, 2013, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time, and (ii) an interest rate swap transaction in the aggregate notional amount of \$50,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, and the Confirmation thereunder dated September 11, 2015, and effective as of September 1, 2015, between Citibank, N.A. and the Authority, as amended and modified from time to time (collectively, the **"Existing Series 2017 D Swap Agreement"**);

WHEREAS, on April 1, 2020, the Authority issued its Turnpike Revenue Bonds, Series 2020 A (the **"Series 2020 A Bonds"**); and together with the Series 2015 A Bonds, the Series 2015 C Bonds, the Series 2015 D Bonds, the Series 2015 G Bonds, the Series 2016 B Bonds, the Series 2016 C Bonds, the Series 2016 D Bonds, the Series 2017 C Bonds and the Series 2017 D Bonds, the **"Existing Variable Rate Bonds"**) in the aggregate principal amount of \$33,875,000;

WHEREAS, the Series 2020 A Bonds were issued by the Authority under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled, "Series 2020 Turnpike Revenue Bond Resolution" adopted by the Authority on January 28, 2020 (the **"Series 2020 Resolution"**), and a Certificate of Determination executed by the Executive Director of the Authority dated April 1, 2020 relating to the Series 2020 A Bonds (the **"Series 2020 A Certificate of Determination"**);

WHEREAS, the Series 2020 A Bonds are currently Outstanding under the General Bond Resolution in the aggregate principal amount of \$12,125,000;

WHEREAS, the Series 2020 A Bonds are variable interest rate bonds that currently bear interest at a rate determined monthly as provided in the Series 2020 Resolution and the Series 2020 A Certificate of Determination;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2020 A Bonds, the Authority entered into an interest rate swap transaction in the aggregate notional amount of \$33,875,000 under and pursuant to the ISDA Master Agreement, dated as of February 11, 2009, including the Schedule and the Credit Support Annex thereto, each dated as of February 11, 2009, and the Confirmation thereunder dated February 11, 2009, as amended and restated as of January 28, 2015, between Barclays Bank PLC and the Authority, as amended and modified from time to time (collectively, the **"Existing Series 2020 A Swap Agreement"**); and together with the Existing Series 2015 A Swap Agreement, the Existing Series 2015 C Swap Agreement, the Existing Series 2015 D Swap Agreement, the Existing Series 2015 G Swap Agreement, the Existing Series 2016 B Swap Agreement, the Existing Series 2016 C Swap Agreement, the Existing Series 2016 D Swap Agreement, the Existing Series 2017 C Swap Agreement and the Existing Series 2017 D Swap Agreement, the **"Existing Swap Agreements"**);

WHEREAS, the Authority now desires to authorize the issuance of one or more Series of Bonds (as defined in the General Bond Resolution) and within each Series, one or more sub-series of Bonds (collectively, the **"Series 2021 Refunding Bonds"**), under and pursuant to the

General Bond Resolution and this Series 2021 Turnpike Revenue Refunding Bond Resolution (the "**Series 2021 Refunding Resolution**"), to provide funds to (i) refund, purchase, redeem, retire and/or defease all or a portion of the Outstanding Series 2012 B Bonds, Series 2013 A Bonds, Series 2013 F Bonds, Series 2014 C Bonds, Series 2015 A Bonds, Series 2015 C Bonds, Series 2015 D Bonds, Series 2015 E Bonds, Series 2015 G Bonds, Series 2016 B Bonds, Series 2016 C Bonds, Series 2016 D Bonds, Series 2017 C Bonds, Series 2017 D Bonds and Series 2020 A Bonds, (ii) if determined to be necessary or advisable in connection with the issuance and sale of the Series 2021 Refunding Bonds, make a deposit into the Debt Reserve Fund (as defined in the General Bond Resolution) and/or purchase one or more surety bonds, insurance policies or letters of credit to be deposited into the Debt Reserve Fund, (iii) if determined to be in the best interest of the Authority, make any termination payment required to be made by the Authority in connection with the termination, in whole or in part, of one or more of the Existing Swap Agreements, and/or (iv) pay the costs of issuance of the Series 2021 Refunding Bonds;

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

WHEREAS, the Authority now desires to authorize, in addition to and/or as an alternative to, the issuance of all or a portion of the Series 2021 Refunding Bonds, (i) the conversion of the interest rate on all or a portion of each Series of the Existing Variable Rate Bonds to another permitted interest rate mode for such Series of the Existing Variable Rate Bonds, (ii) the selection of Remarketing Agents in connection with the conversion and remarketing of all or a portion of each Series of the Existing Variable Rate Bonds, (iii) the selection of Credit Issuers (as defined in the General Bond Resolution) and providers of Standby Agreements (as defined in the General Bond Resolution) and the obtaining of one or more alternate Credit Facilities (as defined in the General Bond Resolution) and/or alternate Standby Agreements in connection with the conversion and remarketing of all or a portion of each Series of the Existing Variable Rate Bonds, (iv) the amendment, termination in whole or in part and/or re-identification of one or more of the Existing Swap Agreements and/or the entering into of one or more Series 2021 Swap Agreements (as hereinafter defined), and (v) certain other transactions and actions in connection with, or relating to, the issuance of the Series 2021 Refunding Bonds or any of the other transactions authorized by this Series 2021 Refunding Resolution; and

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

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

ARTICLE I
DEFINITIONS AND STATUTORY AUTHORIZATION

SECTION 101. Definitions

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

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

"Authorized Denominations" shall mean \$5,000 and any integral multiple thereof with respect to any Tax-Exempt Series 2021 Refunding Bonds and \$1,000 and any integral multiple thereof with respect to any Taxable Series 2021 Refunding Bonds, or such other denomination or denominations for any Series or sub-series of the Series 2021 Refunding Bonds as may be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 511 hereof.

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

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

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

"Bond Insurance Policy" shall mean any municipal bond insurance policy purchased by the Authority in accordance with (i) Section 503 hereof that insures the payment of the principal of and interest on all or any portion of the Existing Variable Rate Bonds, or (ii) Section 511(f) hereof that insures the payment of the principal of and interest on any Series or sub-series of the Series 2021 Refunding Bonds, all as more particularly described in the Series 2021 Certificate of Determination.

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

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

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

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

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

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

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

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

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

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

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

"Escrow Account" shall mean the escrow account, if any, established for the refunding, redemption, retirement and/or defeasance of the Refunded Bonds pursuant to the Escrow Agreement.

"Escrow Agent" shall mean The Bank of New York Mellon, as Co-Trustee, in its capacity as escrow agent under the Escrow Agreement.

"Escrow Agreement" shall mean the escrow deposit agreement or agreements to be entered into by and between the Authority and the Escrow Agent in connection with the refunding, redemption, retirement and/or defeasance of the Refunded Bonds.

"Existing Variable Rate Bond Credit Facility Agreement" shall have the meaning given to such term in Section 508 hereof.

"Existing Variable Rate Bond Credit Issuer" shall have the meaning given to such term in Section 507 hereof.

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"Existing Variable Rate Bond Remarketing Agent" shall have the meaning given to such term in Section 504 hereof.

"Existing Variable Rate Bond Remarketing Agreement" shall have the meaning given to such term in Section 505 hereof.

"Existing Variable Rate Bond Standby Agreement" shall have the meaning given to such term in Section 509 hereof.

"Existing Variable Rate Bond Standby Purchaser" shall have the meaning given to such term in Section 507 hereof.

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

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

"Interest Payment Date" shall mean, with respect to each Series or sub-series of the Series 2021 Refunding Bonds, January 1 and July 1 of each year, commencing on such January 1 or July 1 as shall be set forth in the Series 2021 Certificate of Determination, or such other dates for such Series or sub-series of the Series 2021 Refunding Bonds as may be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 511 hereof.

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

"Letter of Representations" shall mean the representation letter from the Authority, the Trustee and the Paying Agent to DTC dated the date of initial issuance and delivery each Series or sub-series of the Series 2021 Refunding Bonds or, if the Authority has executed and delivered a Blanket Letter of Representations in favor of DTC, such Blanket Letter of Representations, as such Blanket Letter of Representations may be amended, supplemented or otherwise modified and in effect from time to time.

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

"Maximum Rate" shall mean (i) with respect to Series 2021 Refunding Bonds that have not been purchased by the Series 2021 Standby Purchaser pursuant to the Series 2021 Standby Agreement, the lesser of twelve percent (12%) per annum or the maximum rate of interest permitted by law, and (ii) with respect to Series 2021 Refunding Bonds that have been purchased by the Series 2021 Standby Purchaser pursuant to the Series 2021 Standby Agreement, the lesser of twenty-five percent (25%) per annum or the maximum rate of interest permitted by law.

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

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

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

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

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

"Refunded Bonds" shall mean the Outstanding Series 2012 B Bonds, Series 2013 A Bonds, Series 2013 F Bonds, Series 2014 C Bonds, Series 2015 A Bonds, Series 2015 C Bonds, Series 2015 D Bonds, Series 2015 E Bonds, Series 2015 G Bonds, Series 2016 B Bonds, Series 2016 C Bonds, Series 2016 D Bonds, Series 2017 C Bonds, Series 2017 D Bonds and Series 2020 A Bonds maturing in each of the years and in the amounts as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 511 hereof.

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

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

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

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

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

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

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

"Series 2021 Credit Facility Agreement" shall have the meaning given to such term in Section 207 hereof.

"Series 2021 Credit Issuer" shall have the meaning given to such term in Section 206 hereof.

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

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

"Series 2021 Remarketing Agent" shall have the meaning given to such term in Section 204 hereof.

"Series 2021 Remarketing Agreement" shall have the meaning given to such term in Section 205 hereof.

"Series 2021 Standby Agreement" shall have the meaning given to such term in Section 208 hereof.

"Series 2021 Standby Purchaser" shall have the meaning given to such term in Section 206 hereof.

"Series 2021 Swap Agreements" shall have the meaning given to such term in Section 510(c) hereof.

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

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

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

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

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

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SECTION 102. Rules of Construction

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

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

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

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

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

SECTION 103. Authority for this Series 2021 Refunding Resolution

This Series 2021 Refunding Resolution is adopted pursuant to the provisions of the Act and Section 1001 of the General Bond Resolution and shall constitute a Series Resolution for all purposes of the General Bond Resolution. This Series 2021 Refunding Resolution may be amended, modified or revised subsequent to the date of its adoption and prior to the date of issuance of the initial Series of the Series 2021 Refunding Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination as provided in Section 511 hereof.

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

SECTION 201. Authorization, Purpose and General Provisions

(a) One or more Series of Bonds entitled to the benefits, protection and security of the provisions of the General Bond Resolution is hereby authorized to be issued under and pursuant to the General Bond Resolution in an aggregate principal amount of not exceeding \$1,575,000,000. Each such Series of Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Turnpike Revenue Bonds, Series 2021", as such title may be modified or amended as determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. The Series 2021 Refunding Bonds may be issued in one or more Series and, within each Series, one or more sub-series, all as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. Each Series and sub-series of the Series 2021 Refunding Bonds shall be issued as either Tax-Exempt Series 2021 Refunding Bonds or Taxable Series 2021 Refunding Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination.

(b) The Series 2021 Refunding Bonds shall be issued for the purpose of providing funds to (i) refund, purchase, redeem, retire and/or defease the Refunded Bonds, (ii) if determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination to be necessary or advisable in connection with the issuance and sale of such Series 2021 Refunding Bonds, make a deposit into the Debt Reserve Fund and/or purchase one or more Debt Reserve Fund Sureties to be deposited into the Debt Reserve Fund, (iii) if determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination to be in the best interest of the Authority in accordance with Section 510 of this Series 2021 Refunding Resolution, make any termination payment required to be made by the Authority in connection with the termination of one or more of the Existing Swap Agreements, in whole or in part, and/or (iv) pay the costs of issuance of such Series 2021 Refunding Bonds, including any premium relating to a Bond Insurance Policy.

(c) The Series 2021 Refunding Bonds shall be dated, shall mature on such dates and in such principal amounts, shall be issued as Tax-Exempt Series 2021 Refunding Bonds or Taxable Series 2021 Refunding Bonds and as variable interest rate Bonds or as Bonds with fixed interest rates to maturity, shall bear interest from their date payable at such rate or rates and on such dates, and shall be subject to redemption prior to maturity on such terms and conditions, as provided in Section 202 and Article III hereof and as shall be determined by an Authorized Officer of the Authority in a Series 2021 Certificate of Determination; *provided, however*, that (i) the final Maturity Date of the Series 2021 Refunding Bonds shall be not later than January 1, 2052, (ii) with respect to any Series 2021 Refunding Bonds issued as Tax-Exempt Series 2021 Refunding Bonds with fixed interest rates to maturity, the average true interest cost to the Authority of such Series 2021 Refunding Bonds shall not exceed seven percent (7.00%) per annum, (iii) with respect to any Series 2021 Refunding Bonds issued as variable interest rate Tax-Exempt Series 2021 Refunding Bonds, the interest rate on such Series 2021 Refunding Bonds shall not exceed the Maximum Rate and the initial interest rate to be borne by such Series 2021 Refunding Bonds shall not exceed (x) two and one-half percent

(2.50%) per annum for Series 2021 Refunding Bonds sold pursuant to a public offering and (y) three and one-half percent (3.50%) per annum for Series 2021 Refunding Bonds sold pursuant to a private, direct purchase sale as provided in Section 501(a) hereof, (iv) with respect to any Series 2021 Refunding Bonds issued as Taxable Series 2021 Refunding Bonds with fixed interest rates to maturity, the average true interest cost to the Authority of such Series 2021 Refunding Bonds shall not exceed seven percent (7.00%) per annum, (v) with respect to any Series 2021 Refunding Bonds issued as variable interest rate Taxable Series 2021 Refunding Bonds, the interest rate on such Series 2021 Refunding Bonds shall not exceed the Maximum Rate and the initial interest rate to be borne by such Series 2021 Refunding Bonds shall not exceed (x) three and one-half percent (3.50%) per annum for Series 2021 Refunding Bonds sold pursuant to a public offering and (y) four and one-half percent (4.50%) per annum for Series 2021 Refunding Bonds sold pursuant to a private, direct purchase sale as provided in Section 501(a) hereof, and (vi) the Redemption Price for any Series 2021 Refunding Bond shall not exceed one hundred three percent (103%) of the principal amount of such Series 2021 Refunding Bond; *provided, further, however*, that the Redemption Price of any Taxable Series 2021 Refunding Bond subject to optional redemption by the Authority pursuant to a "make-whole" provision may exceed one hundred three percent (103%) of the principal amount of such Taxable Series 2021 Refunding Bond if so determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination. Notwithstanding anything to the contrary contained herein, with respect to any Series 2021 Refunding Bonds issued initially with fixed rates of interest, which Series 2021 Refunding Bonds are subject to optional or mandatory tender for purchase by the holders thereof, the initial fixed rate of interest to be borne by such Series 2021 Refunding Bonds shall not exceed seven percent (7.00%) per annum and the interest rate to be borne by such Series 2021 Refunding Bonds from and after any such tender date shall not exceed the Maximum Rate. The aggregate principal amount of each Series and sub-series of the Series 2021 Refunding Bonds shall be as set forth in the Series 2021 Certificate of Determination, but in no case shall the aggregate principal amount of all Series and sub-series of the Series 2021 Refunding Bonds exceed \$1,575,000,000.

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

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

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

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

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

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

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

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

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

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

Notwithstanding any other provision of the Resolution to the contrary:

(a) Each Series or sub-series of the Series 2021 Refunding Bonds shall initially be issued in the form of one fully-registered bond certificate in the aggregate principal amount of each maturity of such Series or sub-series of the Series 2021 Refunding Bonds

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

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

(c) The Authority may treat DTC (or its nominee) as the sole and exclusive Owner of the Series 2021 Refunding Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on such Series 2021 Refunding Bonds, selecting the Series 2021 Refunding Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Owners of the Series 2021 Refunding Bonds under the Resolution, registering the transfer of Series 2021 Refunding Bonds, obtaining any consent or other action to be taken by the Owners of Series 2021 Refunding Bonds and for all other purposes whatsoever, and the Authority shall not be affected by any notice to the contrary. The Authority shall not have any responsibility or obligation to any DTC Participant, any Beneficial Owner or any other Person that is not shown on the Register as being the Owner of the Series 2021 Refunding Bonds, with respect to: (i) the Series 2021 Refunding Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount in respect of the principal or Redemption Price of or interest on the Series 2021 Refunding Bonds; (iv) any notice that is permitted or required to be given to the Owners of Series 2021 Refunding Bonds under the Resolution; (v) the selection by DTC or any DTC Participant of any Person to receive payment in the event of a partial redemption of the Series 2021 Refunding Bonds; or (vi) any consent given or other action taken by DTC as the Owner of Series 2021 Refunding Bonds.

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

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

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

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

SECTION 204. Selection of Series 2021 Remarketing Agents

If any of the Series 2021 Refunding Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation

with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to serve as a Remarketing Agent for such Series 2021 Refunding Bonds (each a "**Series 2021 Remarketing Agent**"); *provided, however*, that any Series 2021 Remarketing Agent so selected shall satisfy the requirements of a Remarketing Agent for such Series 2021 Refunding Bonds set forth in the Resolution. The selection of a Series 2021 Remarketing Agent made by an Authorized Officer of the Authority pursuant to this Section 204 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and such Series 2021 Remarketing Agent of a Series 2021 Remarketing Agreement authorized by Section 205 of this Series 2021 Refunding Resolution.

SECTION 205. Authorization and Approval of Series 2021 Remarketing Agreement

If any of the Series 2021 Refunding Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a Remarketing Agreement relating to such Series 2021 Refunding Bonds, by and between the Authority and each Series 2021 Remarketing Agent (each a "**Series 2021 Remarketing Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2021 Remarketing Agreement; *provided, however*, that the provisions of the Series 2021 Remarketing Agreement shall require the Series 2021 Remarketing Agent to perform the duties of a Remarketing Agent for such Series 2021 Refunding Bonds set forth in the Resolution and shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2021 Remarketing Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2021 Remarketing Agreement with each Series 2021 Remarketing Agent. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2021 Remarketing Agreement, to execute and deliver each Series 2021 Remarketing Agreement to each Series 2021 Remarketing Agent and to carry out or cause to be carried out all obligations of the Authority under each Series 2021 Remarketing Agreement.

SECTION 206. Selection of Series 2021 Credit Issuers and Series 2021 Standby Purchasers

If any of the Series 2021 Refunding Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks and/or other financial institutions to serve as (i) a Credit Issuer for such Series 2021 Refunding Bonds (each a "**Series**

2021 Credit Issuer") and/or (ii) a Standby Purchaser for any such Series 2021 Refunding Bonds that are subject to optional or mandatory tender for purchase by the Owners thereof (each a **"Series 2021 Standby Purchaser"**); *provided, however*, that (i) any Series 2021 Credit Issuer and/or Series 2021 Standby Purchaser so selected shall have a long-term rating of A or A2 or better, or a short-term rating of A-1, VMIG-1 or F-1, by any two Rating Agencies, and (ii) the Credit Facility and/or Standby Agreement issued or provided by such Series 2021 Credit Issuer and/or Series 2021 Standby Purchaser shall comply with the provisions of the Resolution and the restrictions of Section 207 and/or Section 208 of this Series 2021 Refunding Resolution, as applicable. The selection of the Series 2021 Credit Issuers made by an Authorized Officer of the Authority pursuant to this Section 206 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Series 2021 Credit Issuer of a Series 2021 Credit Facility Agreement authorized by Section 207 of this Series 2021 Refunding Resolution. The selection of the Series 2021 Standby Purchasers made by an Authorized Officer of the Authority pursuant to this Section 206 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Series 2021 Standby Purchaser of a Series 2021 Standby Agreement authorized by Section 208 of this Series 2021 Refunding Resolution.

SECTION 207. Authorization and Approval of Series 2021 Credit Facility Agreement

If any of the Series 2021 Refunding Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a reimbursement agreement or other similar agreement relating to each Credit Facility for such Series 2021 Refunding Bonds, by and between the Authority and each Series 2021 Credit Issuer (each a **"Series 2021 Credit Facility Agreement"**), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2021 Credit Facility Agreement; *provided, however*, that (i) the provisions of the Series 2021 Credit Facility Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2021 Credit Facility Agreement), (ii) the term of the Series 2021 Credit Facility Agreement shall not extend beyond the final Maturity Date of the related Series 2021 Refunding Bonds, and (iii) the term-out period for the Authority to repay any amounts drawn under the Series 2021 Credit Facility Agreement shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2021 Credit Facility Agreement with each Series 2021 Credit Issuer. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2021 Credit Facility Agreement, to execute and deliver each Series 2021 Credit Facility Agreement to each Series 2021 Credit Issuer and to carry out or cause to be carried out all obligations of the Authority under each Series 2021 Credit Facility Agreement.

SECTION 208. Authorization and Approval of Series 2021 Standby Agreement

If any of the Series 2021 Refunding Bonds are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a Standby Agreement relating to such Series 2021 Refunding Bonds with each Series 2021 Standby Purchaser (each a "**Series 2021 Standby Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2021 Standby Agreement; *provided, however*, that (i) the provisions of the Series 2021 Standby Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2021 Standby Agreement), (ii) the interest rate on any Series 2021 Refunding Bonds purchased by the Series 2021 Standby Purchaser in accordance with the Series 2021 Standby Agreement shall not exceed the Maximum Rate, (iii) the term of the Series 2021 Standby Agreement shall not extend beyond the final Maturity Date of the related Series 2021 Refunding Bonds, and (iv) the term-out period for the Authority to repay any amounts advanced by the Series 2021 Standby Purchaser under the Series 2021 Standby Agreement to purchase Series 2021 Refunding Bonds shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2021 Standby Agreement with each Series 2021 Standby Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2021 Standby Agreement, to execute and deliver each Series 2021 Standby Agreement to each Series 2021 Standby Purchaser and to carry out or cause to be carried out all obligations of the Authority under each Series 2021 Standby Agreement.

SECTION 209. Appointment of Tender Agent

The Authority hereby appoints The Bank of New York Mellon as the Tender Agent for any Series 2021 Refunding Bonds that are subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution.

SECTION 210. Form of the Series 2021 Refunding Bonds and the Trustee's Certificate of Authentication.

Subject to the provisions of the Resolution, the form of the Series 2021 Refunding Bonds of each Series or sub-series and the Trustee's Certificate of Authentication thereon shall be of substantially the tenor set forth in the form of the Series 2021 Refunding Bonds attached hereto as Exhibit A with such variations, omissions and insertions thereto as are required or permitted by the Resolution, including any such variations, omissions and insertions as an Authorized Officer of the Authority may determine are necessary or advisable in connection with the issuance of any Series 2021 Refunding Bonds that are issued as variable interest rate Bonds and/or are subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution and that may be set forth in a revised version of the form of such Series 2021 Refunding Bonds included in the Series 2021 Certificate of Determination.

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ARTICLE III
REDEMPTION OF SERIES 2021 REFUNDING BONDS

SECTION 301. Privilege of Redemption and Redemption Price

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

SECTION 302. Optional Redemption of Series 2021 Refunding Bonds

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

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

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

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

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

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

SECTION 305. Notices

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

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Series 2021 Refunding Bonds to be given to the Securities Depository shall be given in such manner and time as shall be required in accordance with the operating procedures of the Securities Depository.

(b) Each notice of redemption shall state, at a minimum, the complete official name of the issue, including the Series or sub-series designation, the Series 2021 Refunding Bond certificate numbers, the principal amount of each Series 2021 Refunding Bond certificate to be redeemed (for partial redemptions), the date of issue, the interest rate, the Maturity Date, the Redemption Date, the Redemption Price and the place or places of redemption, including the Paying Agent's name and appropriate address or addresses with the name of a contact person and telephone number. CUSIP numbers shall also be set forth in such notices of redemption, but the failure to provide such CUSIP numbers shall not affect the validity of the proceedings for the redemption of the Series 2021 Refunding Bonds to be redeemed.

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

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

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

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

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ARTICLE V
AUTHORIZATION OF CERTAIN OTHER
TRANSACTIONS AND PROCEEDINGS

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

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Series 2021 Refunding Bonds at cost effective prices, and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to sell each Series or sub-series of the Series 2021 Refunding Bonds (i) in a public offering pursuant to a Bond Purchase Agreement entered into between the Authority and the Underwriters for such Series or sub-series in accordance with subsection (c) of this Section 501, or (ii) in a private, direct purchase sale pursuant to a Direct Purchase Agreement entered into between the Authority and the Direct Purchaser of such Series or sub-series in accordance with subsection (e) of this Section 501. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution.

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

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

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aggregate principal amount, the final maturity date or dates, the average true interest cost or the initial interest rate, and the Redemption Price of the Series 2021 Refunding Bonds of such Series or sub-series shall not exceed the limitations set forth in subsection (c) of Section 201 of this Series 2021 Refunding Resolution, and (iii) the provisions of the Bond Purchase Agreement shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Bond Purchase Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Bond Purchase Agreement with the Underwriters. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Bond Purchase Agreement, to execute and deliver the Bond Purchase Agreement to the Underwriters and to carry out or cause to be carried out all obligations of the Authority under the Bond Purchase Agreement.

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

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

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and provisions of the Direct Purchase Agreement with the Direct Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Direct Purchase Agreement, to execute and deliver the Direct Purchase Agreement to the Direct Purchaser and to carry out or cause to be carried out all obligations of the Authority under the Direct Purchase Agreement.

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

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

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

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(i) In connection with the refunding, redemption and/or defeasance of all or a portion of the Refunded Bonds, the Authorized Officers of the Authority are each hereby authorized and directed, if necessary, to execute an initial and final Subscription for the Purchase and Issue of United States Treasury Securities – State and Local Government Series ("SLGS"), and any related certification, each in form and substance satisfactory to Bond Counsel. The Trustee is hereby authorized and directed, if necessary, to execute said final SLGS subscription. In addition, the Authorized Officers of the Authority are each hereby authorized and directed, if necessary or appropriate, to select a broker to solicit bids for and to purchase open market Federal Securities, and to execute and deliver any agreement, including a forward float or other similar agreement, relating to the purchase of securities for deposit in the Escrow Account established by the Escrow Agreement.

(j) The Authorized Officers of the Authority are each hereby authorized to take any action, execute any document or give any consent that may from time to time be required by the Authority under the Bond Purchase Agreement, the Direct Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement, any tax and arbitrage certificates or agreements relating to each Series or sub-series of the Series 2021 Refunding Bonds and any related investment agreement or guaranteed investment contract. Any such action taken or document executed or consent given by such Authorized Officer of the Authority in his or her capacity as an Authorized Officer of the Authority shall be deemed to be an act by the Authority. The Chairman, Treasurer and Secretary or Assistant Secretary of the Authority are each hereby authorized and directed to execute the Series 2021 Refunding Bonds on behalf of the Authority in accordance with the provisions of the Act and the Resolution, and the Authorized Officers of the Authority are each hereby authorized and directed to take all actions necessary, useful, convenient or desirable to accomplish the delivery of the Series 2021 Refunding Bonds to the Underwriters or the Direct Purchaser, including, but not limited to, the selection of a financial printer, as promptly as possible and in accordance with the provisions of the Resolution.

SECTION 502. Conversion of the Existing Variable Rate Bonds

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Existing Variable Rate Bonds at cost effective prices, the provisions of the Resolution and the Existing Swap Agreements, and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to convert, subject to the provisions of subsection (b) of this Section 502, all or any portion of the Existing Variable Rate Bonds from bearing interest at a weekly or monthly interest rate to bearing interest at a Fixed Interest Rate to maturity or to a different interest rate mode in accordance with the provisions of the Resolution. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution.

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(b) Notwithstanding anything contained in the Resolution to the contrary, if all or any portion of the Existing Variable Rate Bonds are converted to a fixed interest rate to maturity, the true interest cost on the Existing Variable Rate Bonds so converted shall not exceed seven percent (7.00%) per annum.

(c) Any conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of this Section 502 shall be accomplished in accordance with all applicable provisions of the Resolution, and shall not take place unless the Authority shall deliver, or cause to be delivered, all of the documentation and other items required by the applicable provisions of the Resolution.

SECTION 503. Purchase of Bond Insurance Policy

An Authorized Officer of the Authority is hereby authorized, in consultation with the Authority's financial advisor and Bond Counsel, to purchase one or more Bond Insurance Policies with respect to all or any portion of the Existing Variable Rate Bonds if an Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, determines that such Bond Insurance Policies are necessary or desirable in connection with the remarketing of such Existing Variable Rate Bonds or otherwise. Any such determination made by an Authorized Officer of the Authority in accordance with this Section 503 shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution.

SECTION 504. Selection of Existing Variable Rate Bond Remarketing Agents

In connection with the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 502 of this Series 2021 Refunding Resolution and the remarketing of such Existing Variable Rate Bonds as a result thereof, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to (i) serve as a Remarketing Agent to purchase and remarket any Existing Variable Rate Bonds so converted that are tendered or deemed mandatorily tendered for purchase in connection with such conversion, and (ii) after such conversion, serve as a Remarketing Agent for any Existing Variable Rate Bonds so converted and perform the duties of a Remarketing Agent set forth in the Resolution in connection with any Existing Variable Rate Bonds so converted (each an "**Existing Variable Rate Bond Remarketing Agent**"); *provided, however*, that any Existing Variable Rate Bond Remarketing Agent so selected shall satisfy the requirements of a Remarketing Agent for such Existing Variable Rate Bonds set forth in the Resolution. The selection of the Existing Variable Rate Bond Remarketing Agent made by an Authorized Officer of the Authority pursuant to this Section 504 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Existing Variable Rate Bond Remarketing Agent of an Existing Variable Rate Bond Remarketing Agreement authorized by Section 505 of this Series 2021 Refunding Resolution.

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SECTION 505. Authorization and Approval of Existing Variable Rate Bond Remarketing Agreement

In connection with the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 502 of this Series 2021 Refunding Resolution and the remarketing of such Existing Variable Rate Bonds as a result thereof, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a Remarketing Agreement or Agreements relating to such Existing Variable Rate Bonds, by and between the Authority and each Existing Variable Rate Bond Remarketing Agent (each an "**Existing Variable Rate Bond Remarketing Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Remarketing Agreement; *provided, however*, that the provisions of the Existing Variable Rate Bond Remarketing Agreement shall require the Existing Variable Rate Bond Remarketing Agent to perform the duties of a Remarketing Agent for such Existing Variable Rate Bonds set forth in the Resolution and shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Remarketing Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Remarketing Agreement with each Existing Variable Rate Bond Remarketing Agent. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Remarketing Agreement, to execute and deliver the Existing Variable Rate Bond Remarketing Agreement to each Existing Variable Rate Bond Remarketing Agent and to carry out or cause to be carried out all obligations of the Authority under each Existing Variable Rate Bond Remarketing Agreement.

SECTION 506. Provision of Credit Facilities or Standby Agreements for Existing Variable Rate Bonds

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Existing Variable Rate Bonds at cost effective prices, the provisions of the Resolution and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to provide, subject to the provisions of subsection (b) of this Section 506, (i) a Credit Facility or Facilities for all or any portion of the Existing Variable Rate Bonds or (ii) a Standby Agreement or Agreements for all or a portion of the Existing Variable Rate Bonds that are subject to optional or mandatory tender for purchase by the Owners thereof. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution.

(b) The provision of any Credit Facility or Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of this Section 506 shall be accomplished in accordance with all applicable provisions of the Resolution, and shall not take place unless the Authority shall deliver, or cause to be delivered, all of the documentation and other items required by the applicable provisions of the Resolution.

(c) In connection with the provision of any Credit Facility or Standby Agreement as provided in this Section 506, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to take such actions and execute and deliver such documents as may be necessary or desirable in connection with the mandatory tender and/or remarketing of the Existing Variable Rate Bonds, including, but not limited to, a Reoffering Memorandum, Remarketing Circular or other disclosure document of the Authority relating to the Existing Variable Rate Bonds to be remarketed, in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing such documents.

SECTION 507. Selection of Existing Variable Rate Bond Credit Issuers and Existing Variable Rate Bond Standby Purchasers

In connection with the provision of a Credit Facility for all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2021 Refunding Resolution, and/or the provision of any Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2021 Refunding Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks and/or other financial institutions to serve as (i) a Credit Issuer for the related Existing Variable Rate Bonds (each an **"Existing Variable Rate Bond Credit Issuer"**) and/or (ii) a Standby Purchaser for any of the related Existing Variable Rate Bonds that are subject to optional or mandatory tender for purchase by the Owners thereof (each an **"Existing Variable Rate Bond Standby Purchaser"**); *provided, however*, that (i) any Existing Variable Rate Bond Credit Issuer and/or Existing Variable Rate Bond Standby Purchaser so selected shall have a long-term rating of A or A2 or better, or a short-term rating of A-1, VMIG-1 or F-1, by any two Rating Agencies, and (ii) the Credit Facility and/or Standby Agreement issued or provided by such Existing Variable Rate Bond Credit Issuer and/or Existing Variable Rate Bond Standby Purchaser shall comply with the provisions of the Resolution and the restrictions of Section 508 and/or Section 509 of this Series 2021 Refunding Resolution, as applicable. The selection of the Existing Variable Rate Bond Credit Issuers made by an Authorized Officer of the Authority pursuant to this Section 507 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Existing Variable Rate Bond Credit Issuer of an Existing Variable Rate Bond Credit Facility Agreement authorized by Section 508 of this Series 2021 Refunding Resolution. The selection of the Existing Variable Rate Bond Standby Purchasers made by an Authorized Officer of the Authority pursuant to this Section 507 shall be set forth in the Series 2021 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Existing Variable Rate Bond

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Standby Purchaser of an Existing Variable Rate Bond Standby Agreement authorized by Section 509 of this Series 2021 Refunding Resolution.

SECTION 508. Authorization and Approval of Existing Variable Rate Bond Credit Facility Agreement

In connection with the provision of a Credit Facility for all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2021 Refunding Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a reimbursement agreement or other similar agreement relating to each Credit Facility for the related Existing Variable Rate Bonds, by and between the Authority and each Credit Issuer (each an "**Existing Variable Rate Bond Credit Facility Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Credit Facility Agreement; *provided, however*, that (i) the provisions of each Existing Variable Rate Bond Credit Facility Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Credit Facility Agreement), (ii) the term of the Series 2021 Credit Facility Agreement shall not extend beyond the final Maturity Date of the Existing Variable Rate Bonds, and (iii) the term-out period for the Authority to repay any amounts drawn under the Series 2021 Credit Facility Agreement shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Credit Facility Agreement with each Credit Issuer. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Credit Facility Agreement, to execute and deliver the Existing Variable Rate Bond Credit Facility Agreement to each Credit Issuer and to carry out or cause to be carried out all obligations of the Authority under the Existing Variable Rate Bond Credit Facility Agreement.

SECTION 509. Authorization and Approval of Existing Variable Rate Bond Standby Agreement

In connection with the provision of any Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2021 Refunding Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a letter of credit and reimbursement agreement, line of credit agreement, standby bond purchase agreement or similar agreement relating to the applicable Existing Variable Rate Bonds with each Existing Variable Rate Bond Standby Purchaser (each an "**Existing Variable Rate Bond Standby Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Standby Agreement; *provided, however*, that (i) the provisions of each Existing Variable Rate Bond Standby Agreement shall be acceptable to such Authorized Officer of the Authority (which

acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Standby Agreement), (ii) the interest rate on any Existing Variable Rate Bonds purchased by the Existing Variable Rate Bond Standby Purchaser in accordance with the Existing Variable Rate Bond Standby Agreement shall not exceed the Maximum Rate, (iii) the term of the Existing Variable Rate Bond Standby Agreement shall not extend beyond the final Maturity Date of the related Existing Variable Rate Bonds, and (iv) the term-out period for the Authority to repay any amounts advanced by the Existing Variable Rate Bond Standby Purchaser under the Existing Variable Rate Bond Standby Agreement to purchase the related Existing Variable Rate Bonds shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Standby Agreement with each Existing Variable Rate Bond Standby Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Standby Agreement, to execute and deliver the Existing Variable Rate Bond Standby Agreement to each Existing Variable Rate Bond Standby Purchaser and to carry out or cause to be carried out all obligations of the Authority under the Existing Variable Rate Bond Standby Agreement.

SECTION 510. Termination, Amendment and Re-Identification of Existing Swap Agreements and Entry into Series 2021 Swap Agreements

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the provisions of the Existing Swap Agreements and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to (i) terminate one or more of the Existing Swap Agreements in whole or in part, (ii) amend, supplement or otherwise modify one or more of the Existing Swap Agreements, and/or (iii) re-identify one or more of the Existing Swap Agreements, in whole or in part, as a "Qualified Hedge" for all or a portion of any Series or sub-series of the Series 2021 Refunding Bonds for the purposes of the Internal Revenue Code of 1986, as amended. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence may be made prior to, simultaneously with, or subsequent to, the issuance of any Series or sub-series of the Series 2021 Refunding Bonds and shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution. If an Authorized Officer of the Authority shall have determined to terminate one or more of the Existing Swap Agreements in whole or in part, amend, supplement or otherwise modify one or more of the Existing Swap Agreements or re-identify one or more of the Existing Swap Agreements, in whole or in part, any such actions with respect to the Existing Swap Agreements shall be undertaken pursuant to the provisions of this Section 510.

(b) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to do so as provided in subsection (a) of this Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to amend, supplement, modify or terminate one or more of the Existing Swap

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Agreements, in whole or in part. Such amendments, supplements or modifications to one or more of the Existing Swap Agreements may include, without limitation, (a) amendments, supplements or modifications that result in the Authority both paying and receiving a fixed rate pursuant to one or more of the Existing Swap Agreements or (b) converting one or more of the Existing Swap Agreements to a basis swap, for the remainder of the stated term of such Existing Swap Agreement or for such shorter time period as such Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, may determine; *provided*, that (i) in no event shall the notional amount of any Existing Swap Agreement be increased or the stated termination date of any Existing Swap Agreement be extended as a result of any such amendments, supplements or modifications, (ii) to the extent that such amendments, supplements or modifications result in the Authority continuing to have an obligation to pay a fixed rate under any Existing Swap Agreement, such fixed rate payable by the Authority shall not exceed seven percent (7.00%) per annum, and (iii) to the extent that such amendments, supplements or modifications, including any amendments, supplements or modifications converting any Existing Swap Agreements to a basis swap, result in the Authority having an obligation to pay a floating rate under any Existing Swap Agreement, the interest rate or index upon which such floating rate is based shall be the interest rate or index that such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority.

(c) In addition to the transactions authorized by subsections (a) and (b) of this Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to enter into one or more Qualified Swaps and/or Exchange Agreements relating to the Series 2021 Refunding Bonds or in replacement or substitution for any Existing Swap Agreement (collectively, the "**Series 2021 Swap Agreements**"). Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence may be made prior to, simultaneously with, or subsequent to, the issuance of any Series or sub-series of the Series 2021 Refunding Bonds and shall be set forth in the Series 2021 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution. If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to do so as provided above in this subsection (c) of Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to enter into one or more Series 2021 Swap Agreements containing a notional amount, scheduled termination date, payment and security terms, and such other terms and conditions as such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority; *provided*, that (i) the maximum aggregate notional amount of all of the Series 2021 Swap Agreements shall not exceed \$563,075,000, (ii) the scheduled termination date of any Series 2021 Swap Agreement shall not be later than the final maturity date of the related Series or sub-series of the Series 2021 Refunding Bonds or the stated termination date of the Existing Swap Agreement being replaced, (iii) the maximum fixed rate payable by the Authority under any Series 2021 Swap Agreement shall not exceed seven percent (7.00%) per annum, (iv) the notional amount of each Series 2021 Swap Agreement shall not exceed, and shall amortize on

the same schedule as, the principal amount of the related Series or sub-series of the Series 2021 Refunding Bonds amortizes or the notional amount of the Existing Swap Agreement being replaced amortizes, (v) to the extent that the Authority has an obligation to pay a floating rate under any Series 2021 Swap Agreement, the interest rate or index upon which such floating rate is based shall be the interest rate or index that such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority, and (vi) the ratings of the long-term unsecured and unenhanced senior debt of the counterparty to any Series 2021 Swap Agreement shall be equal to or higher than at least two of the following ratings: (A) with respect to Moody's: "A2"; (B) with respect to S&P: "A"; and (C) with respect to Fitch: "A". Notwithstanding anything in this Series 2021 Refunding Resolution to the contrary, upon compliance with the provisions of this subsection (c) of Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to enter into one or more Series 2021 Swap Agreements that require the Authority to pay a higher fixed rate to the counterparty than would otherwise be payable based upon then current market conditions if such higher fixed rate is necessary to compensate the counterparty for having made a termination payment on behalf of the Authority that is due and owing by the Authority in connection with the optional termination by the Authority of one or more of the Existing Swap Agreements, in whole or in part. The payment obligations of the Authority and of the counterparty under each Series 2021 Swap Agreement, other than any payment obligations relating to an early termination of such Series 2021 Swap Agreement, shall commence on the date or dates set forth in such Series 2021 Swap Agreement, which date or dates may be subsequent to the date of the execution and delivery of such Series 2021 Swap Agreement. Pursuant to and in accordance with Section 201 of the General Bond Resolution, the Authority hereby finds and determines that the Series 2021 Swap Agreements will assist the Authority in more effectively managing its interest costs. Each Series 2021 Swap Agreement shall constitute a Qualified Swap or an Exchange Agreement for all purposes of the General Bond Resolution as determined by an Authorized Officer of the Authority in the Series 2021 Certificate of Determination executed by such Authorized Officer of the Authority in accordance with Section 511 of this Series 2021 Refunding Resolution. Any termination payment payable by the Authority under the Series 2021 Swap Agreements may be paid from proceeds of a Series of Bonds issued pursuant to Section 203 of the General Bond Resolution.

(d) Notwithstanding anything in this Series 2021 Refunding Resolution to the contrary, if an Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, determines that the Authority can achieve the same outcome as may be intended as a result of any amendment to any Existing Swap Agreement authorized in this Section 510 on terms more favorable to the Authority by entering into a Series 2021 Swap Agreement to restructure the cash flow of any Existing Swap Agreement rather than amending such Existing Swap Agreement, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to enter into such Series 2021 Swap Agreement upon compliance with the terms and provisions of subsection (c) of this Section 510; *provided, however*, that (i) the notional amount of such Series 2021 Swap Agreement shall not exceed the notional amount of the Existing Swap Agreement to which it relates, and (ii) the stated termination date of any such Series 2021 Swap Agreement shall not be later than the stated termination date of the Existing Swap Agreement to which it relates.

(e) The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms of and to execute and deliver such documents and instruments as may be necessary or appropriate in connection with any of the transactions relating to the Existing Swap Agreements and the Series 2021 Swap Agreements authorized pursuant to this Section 510, including, without limitation, any one or more ISDA master agreements and confirmations or amended and restated confirmations thereunder or under existing ISDA master agreements, and such annexes, schedules and other agreements and instruments as may be required in connection therewith.

(f) To the extent that there are any inconsistencies between the provisions of this Section 510 and the provisions of any resolution previously adopted by the Authority, the provisions of this Section 510 shall control and the provisions of any such resolution are hereby superseded and/or amended to conform to the provisions of this Section 510 to the extent of any such inconsistency.

SECTION 511. Additional Proceedings

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

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

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

(c) To determine the maturity or maturities (or portions thereof) of the Outstanding Series 2012 B Bonds, Series 2013 A Bonds, Series 2013 F Bonds, Series 2014 C Bonds, Series 2015 A Bonds, Series 2015 C Bonds, Series 2015 D Bonds, Series 2015 E Bonds, Series 2015 G Bonds, Series 2016 B Bonds, Series 2016 C Bonds, Series 2016 D Bonds, Series 2017 C Bonds, Series 2017 D Bonds and Series 2020 A Bonds that will constitute the Refunded Bonds for purposes of this Series 2021 Refunding Resolution;

(d) To determine the application of the proceeds of the Series 2021 Refunding Bonds for the purposes stated in Section 201(b) of this Series 2021 Refunding Resolution and as provided in Section 401 of this Series 2021 Refunding Resolution;

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

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

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

(h) To determine, after consultation with the Authority's financial advisor and Bond Counsel and in accordance with the provisions of Section 510 of this Series 2021 Refunding Resolution, whether to (a) optionally terminate one or more of the Existing Swap Agreements, in whole or in part, (b) amend, supplement or otherwise modify one or more of the Existing Swap Agreements, (c) re-identify all or a portion of one or more of the Existing Swap Agreements as a "Qualified Hedge" for all or a portion of each Series or sub-series of the Series 2021 Refunding Bonds for the purposes of the Internal Revenue Code of 1986, as amended, (d) enter into one or more Series 2021 Swap Agreements, and/or (e) in connection with any termination of an Existing Swap Agreement, to pay or provide for the payment of any termination payment required in connection with such termination (i) from any proceeds of the issuance and sale of the Series 2021 Refunding Bonds or any of the other transactions authorized

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by this Series 2021 Refunding Resolution that are available to be used for such payment, (ii) from any other source of funds of the Authority and available to be used for such payment, or (iii) as part of any of the other transactions authorized by this Series 2021 Refunding Resolution;

(i) In connection with any Series 2021 Credit Facility Agreement, Series 2021 Standby Agreement, Existing Variable Rate Bond Credit Facility Agreement and/or Existing Variable Rate Bond Standby Agreement, to include in the Series 2021 Certificate of Determination such provisions relating to such Agreements and the related Credit Facilities and/or Standby Agreements as such Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, deems necessary or appropriate;

(j) In connection with any of the transactions authorized by this Series 2021 Refunding Resolution, to make such amendments, modifications and revisions to the Resolution or this Series 2021 Refunding Resolution prior to, or simultaneously with, or subsequent to, the issuance of the initial Series or sub-series of the Series 2021 Refunding Bonds as (i) may be requested by any Rating Agency in connection with obtaining a rating on any Series or sub-series of the Series 2021 Refunding Bonds or the Existing Variable Rate Bonds from such Rating Agency, (ii) may be requested by the Bond Insurer in connection with obtaining a Bond Insurance Policy for any Series or sub-series of the Series 2021 Refunding Bonds, (iii) may be requested by any Series 2021 Credit Issuer, Series 2021 Standby Purchaser, Existing Variable Rate Bond Credit Issuer or Existing Variable Rate Bond Standby Purchaser in connection with obtaining any Series 2021 Credit Facility Agreement or Series 2021 Standby Agreement for the Series 2021 Refunding Bonds, or any Existing Variable Rate Bond Credit Facility Agreement or Existing Variable Rate Bond Standby Agreement for the Existing Variable Rate Bonds, (vi) may be requested by the issuer of any Debt Reserve Fund Surety in connection with obtaining any Debt Reserve Fund Surety, or (v) an Authorized Officer of the Authority may determine, in consultation with the Authority's financial advisor and Bond Counsel, are necessary or advisable in order to (a) reflect the actual provisions of the Resolution that shall be applicable to any Series or sub-series of the Series 2021 Refunding Bonds, or (b) facilitate the issuance and sale of the Series 2021 Refunding Bonds and/or the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds, and to provide a mechanism for paying all or a portion of the costs and expenses incurred by the Authority in connection with the transactions contemplated by this Series 2021 Refunding Resolution, including, without limitation, the costs and expenses described in clause (k) of this Section 511; *provided, however*, that (A) the provisions of Section 201 hereof relating to the maximum aggregate principal amount, the final Maturity Date, the average true interest cost to the Authority of any Series 2021 Refunding Bonds issued with fixed interest rates to maturity, the Maximum Rate, the initial interest rate for any Series 2021 Refunding Bonds issued as variable interest rate Bonds and the maximum Redemption Price for the Series 2021 Refunding Bonds shall not be so amended, modified or revised, (B) the provisions of Section 502 hereof relating to the true interest cost on any Existing Variable Rate Bonds converted to fixed interest rate to maturity shall not be so amended, modified or revised, and (C) no such amendments, modifications or revisions shall be inconsistent with the provisions of the Resolution;

(k) To determine whether to pay any or all of the costs and expenses incurred by the Authority in connection with the transactions authorized by this Series 2021 Refunding Resolution, including, without limitation, all or a portion of any termination payment required to

be made by the Authority in connection with the termination in whole or in part of one or more of the Existing Swap Agreements, any and all legal fees, accounting fees, fees of the Trustee, the Co-Trustee, the Authority's financial advisor, Bond Counsel, the Underwriters, counsel to the Underwriters, the Series 2021 Remarketing Agents, the Series 2021 Credit Issuers, the Series 2021 Standby Purchasers, the Tender Agent, the Existing Variable Rate Bond Remarketing Agents, the Existing Variable Rate Bond Credit Issuers, the Existing Variable Rate Bond Standby Purchasers and the counterparties to the Existing Swap Agreements or the Series 2021 Swap Agreements, any premium relating to a Bond Insurance Policy and any other fees and expenses incurred in connection with any transactions authorized by this Series 2021 Refunding Resolution, from the proceeds of the Series 2021 Refunding Bonds or from any other source of funds of the Authority that are available to be used for such payment;

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

(m) To make such other determinations, to execute such other documents, instruments and papers and to do such acts and things as may be authorized in this Series 2021 Refunding Resolution or as may be necessary or advisable in connection with the issuance and sale of any Series or sub-series of the Series 2021 Refunding Bonds or any of the other transactions contemplated by this Series 2021 Refunding Resolution and that are not inconsistent with the provisions of the Resolution, including, without limitation, all actions and other things necessary to redeem all or a portion of the Existing Variable Rate Bonds in accordance with the provisions of the Resolution.

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

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

Any Series 2021 Certificate or Certificates of Determination executed by an Authorized Officer of the Authority pursuant to this Section 511 shall constitute a supplement to, and be deemed to supplement, the Resolution, and all matters determined by an Authorized Officer of the Authority in such Series 2021 Certificate or Certificates of Determination shall be deemed matters incorporated into and a part of the Resolution.

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**ARTICLE VI
MISCELLANEOUS**

SECTION 601. Nonpresentment of Series 2021 Refunding Bonds

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

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

SECTION 602. Notices

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

SECTION 603. Effective Date

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

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EXHIBIT A**(FORM OF SERIES 2021 REFUNDING BOND)**

No. _____

\$ _____

NEW JERSEY TURNPIKE AUTHORITY**TURNPIKE REVENUE BOND, SERIES 2021 __**Dated DateMaturity DateInterest RateCUSIP

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

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

This Bond is one of a duly authorized issue of Bonds of the Authority designated as its "Turnpike Revenue Bonds, Series 2021 __" (the "Series 2021 __ Bonds"), in the aggregate principal amount of \$ _____ issued pursuant to the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented (the "Act"), and under and pursuant to a resolution of the Authority entitled, "Series 2021 Turnpike Revenue Refunding Bond Resolution" adopted by the Authority on November 23, 2021, and as supplemented by a Certificate of Determination relating to the

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

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

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

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

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

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Subject to the conditions and upon the payment of the charges provided in the Resolution, registered Series 2021 __ Bonds may be surrendered (accompanied by a written instrument of transfer satisfactory to the Registrar duly executed by the Registered Owner or his or her duly authorized attorney) in exchange for an equal aggregate principal amount of registered Series 2021 __ Bonds of any other authorized denominations.

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

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

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

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

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE TO FOLLOW]

003658

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

(SEAL)

NEW JERSEY TURNPIKE AUTHORITY_____
Chairman

ATTEST:

Secretary_____
Treasurer

003659

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

CO-TRUSTEE'S CERTIFICATE
OF AUTHENTICATION

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

THE BANK OF NEW YORK MELLON,
as Co-Trustee

By: _____
Authorized Signatory

Date of Authentication: _____, _____

63860

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

FOR VALUE RECEIVED _____ hereby sells, assigns
and transfers unto

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

(Please Print or Type Name and Address of Assignee)

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

Dated: _____

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

Signature Guarantee:
