CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY

I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the September 24th, 2019 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 24th day of September 2019.**

ATTEST:

Kim Schurman
Kim Schurman
Secretary to the Authority

John M. Keller
Executive Director

Corporate Seal

Date: **September 24, 2019**

Received in the Governor's Office September 24th, 2019
(hand delivered)

Received by: Courtney Siedekal
Print Name Signature

Veto Period Ends: October 8, 2019
(Write in the date the veto period ends)

PROCEEDINGS OF MEETING OF NEW JERSEY TURNPIKE AUTHORITY
BOARD OF COMMISSIONERS
Tuesday, September 24, 2019

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Chair Diane Gutierrez-Scaccetti called the meeting of the Authority's Board of Commissioners (the Board) into session in the Executive Boardroom of the Authority's Headquarters Building at 1 Turnpike Plaza in Woodbridge, New Jersey, at 9:00 A.M.

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PLEDGE OF ALLEGIANCE

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PRESENT

Present were Chair Diane Gutierrez-Scaccetti, Vice Chairman Ronald Gravino, Treasurer Michael DuPont (by phone 9:07 a.m. during Executive Session), Commissioner Raymond Pocino, Commissioner Ulises Diaz, Commissioner John Minella and Commissioner Raphael Salermo. The meeting commenced at 9:00 A.M.

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ALSO PRESENT

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

Also present were: Outside Counsel, Judy Verrone, Esq., of DeCotiis, FitzPatrick, Cole & Giblin, LLP, Governors' Authorities Unit Representative Edmund Caulfield, additional individuals consisting of other NJTA employees; interested organizations; and the general public. No media was present.

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NOTICE OF MEETING

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

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

1. Chair Gutierrez-Scaccetti

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2. Vice Chairman Gravino
3. Treasurer DuPont (by phone 9:07 a.m.)
4. Commissioner Pocino
5. Commissioner Diaz
6. Commissioner Minella
7. Commissioner Salermo

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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 Chairman Gravino and seconded by Commissioner Pocino 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 9:33 a.m. Chair Gutierrez-Scaccetti resumed the public portion of the meeting at 9:37 a.m.

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

1. Chair Gutierrez-Scaccetti
2. Vice Chairman Gravino
3. Treasurer DuPont (by phone)
4. Commissioner Pocino
5. Commissioner Diaz
6. Commissioner Minella
7. Commissioner Salermo

The Secretary to the Authority reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Philip D. Murphy received the proceedings of the regular meeting of August 27, 2019; he did not exercise his power to veto any items in those minutes.

Upon motion made by Commissioner Pocino seconded by Commissioner Salermo the minutes of the meeting was unanimously approved.

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RECUSALS

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

- Commissioner Pocino is recused on items 217 through 227

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PUBLIC COMMENT

Kat Madaras, Fuel Merchants Association of New Jersey

Kat Madaras represents Fuel Merchants Association of New Jersey, which represents Home Heating Oil, motor fuels, motor fuel transport and HVAC work. Madaras said when the Governor declares a travel ban on commercial vehicles during inclement weather, they have a concern that service vehicles can be pulled over and ticketed while fuel trucks are exempt because they are considered essential. Fuel Merchants Association believe that service vehicles should be exempt as well for the matter of if heat goes out or a pipe bursts repairs need to be made. Madaras stated they are asking for suggested language be added to the travel ban "Operations of a business for the purpose of providing fuel, heating, electrical, plumbing or other services necessary to prevent an immediate threat to the health, safety, and welfare of the public". Madaras said she is hoping the Commissioners will support this and work with them to get this language added to the commercial ban during inclement weather.

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CHAIR COMMENTS

Chair Gutierrez-Scaccetti said the Board will take it under advisement.

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EXECUTIVE DIRECTOR COMMENTS

Executive Director Keller announced the New Jersey Employees Charitable Campaign is underway marking its 35th year raising more than $49 million for charitable organizations. Executive Director Keller stated we are proud that our Chair Diane Gutierrez-Scaccetti is heading this important program. Keller further stated employees are looking forward to participating in this endeavor as part of our initiative of "Going the Extra Mile".

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CHAIR COMMENTS

Chair Gutierrez-Scaccetti thanked Executive Director Keller and advised she volunteered for this campaign. Chair Gutierrez-Scaccetti noted that she finds in government service, we recognize those who are less fortunate than us. Chair Gutierrez-Scaccetti said we have all been very blessed in terms of our employment and what we can provide for our family. Chair Gutierrez-Scaccetti mentioned a letter left on her desk from a new hire, and it was a full page describing his life before his first day of work at the Turnpike, describing him working 70 hours a week, having 2 jobs to be able to support his family, but unable to support his wife, who cares for a child who has seizures. Chair Gutierrez-Scaccetti advised today he works somewhere that he makes a living wage where he can be home and support his family. Chair Gutierrez-Scaccetti suggests when you receive your information look at the over 800 charities that participate, and a small two-dollar donation can make changes that effect so many lives.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number

215-09-2019. Moved is the item as follows:

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215-09-2019

Human Resources Director Mary Elizabeth Garrity submitted the **Personnel Agenda**, dated September 24, 2019, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

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

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ROLL CALL

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

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LAW

Director of Law, Robert Carroll, requested approval of item number 216-09-2019. Moved is the item as follows:

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216-09-2019

In a memorandum dated September 9, 2019, **Authorization to Declare New Jersey Turnpike Parcel 267X, Section 3E, also known as Block 103, Lot 1, Chesterfield Township, Burlington County, (the "Property") as Surplus to the Authority's Needs,** was approved.

The Property consists of a +/- 0.494 acre parcel of vacant land located on Bordentown Chesterfield Road in the Township of Chesterfield and County of Burlington. The Property is a portion of a larger parcel that was acquired by the Authority in connection with the Interchange 6 – 9 Widening and is non-contiguous to the Authority's Right-of-Way. In accordance with the Authority's regulations for the sale of surplus property (N.J.A.C. 19:9-2.6) the Law Department has undertaken a review of the Property and made an initial determination that the Property is no longer necessary for the operations of the Authority and may be surplus to its needs. The Law Department circulated information regarding the Property to the Chief Engineer, the Director of Maintenance, the Director of Operations, the Chief Information Officer, and the Authority's Engineering Consultant, HNTB Corporation, for review. Each has reviewed the information regarding the Property and all have certified that the Authority no longer requires the Property and does not see any future use of the Property by the Authority. Authorization is sought to declare the Property surplus for disposition pursuant to Authority regulations.

Accordingly, it is recommended that the Property be declared surplus to the Authority's needs, and that the Executive Director and Law Department be authorized to take any and all steps necessary to sell the Property in accordance with the Authority's regulations for the sale of Surplus Property, N.J.A.C. 19:9-2.6 and the Authority's by-laws. It is further recommended that the Authority's Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

On motion by Commissioner Diaz and seconded by Commissioner Pocino the Board unanimously approved item number 216-09-2019; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ENGINEERING

Chief Engineer, Robert Fischer requested approval of item numbers 217-09-2019 through 225-09-2019. Moved are the items as follows:

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PUBLIC BID-AWARD OF CONTRACTS

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217-09-2019

In a document dated August 28, 2019, **Recommendation to Award Contract No. A100.459, New Jersey Turnpike and Garden State Parkway, George Harms Construction Co., Inc., Bridge Fender Repairs and Rehabilitation, R-151941, Budget Code: 39200012, Amount: $ 6,658,750.00**, was approved.

This contract will provide for the repair of bridge fenders and new navigational lighting at four locations: Parkway Str. Nos. 127.2N & 127.2S, and Turnpike Str. No. E109.83, Str. No. W115.36, and Str. Nos. W107.87 & E107.88. The project also includes the repair of the navigational lighting at Turnpike Str. No. 84.24.

Three bid proposals were received on July 30, 2019 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of $6,658,750.00, may be compared to the Engineer's Estimate in the amount of $6,567,894.00. The low bidder, George Harms Construction Co., Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. A100.459 be awarded to the low bidder, George Harms Construction Co., Inc. of Farmingdale, in the amount of $6,658,750.00. 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.

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218-09-2019

In a document dated September 5, 2019, **Recommendation to Award Contract No. T300.463, New Jersey Turnpike, Earle Asphalt Company, Express E-ZPass Improvements at Interchange 6 Toll Plaza, R-151946, Budget Code: 39200011, Amount: $7,131,513.13,** was approved.

This contract will provide for the demolition of existing toll booths and islands to accommodate the construction of an additional Express E-ZPass lane in both the eastbound and westbound directions at the Interchange 6 Toll Plaza on the Pearl Harbor Memorial Turnpike Extension in the Townships of Florence and Mansfield, New Jersey. When complete, the Toll Plaza will have two Express E-ZPass lanes in each direction. The contract work also includes the construction of toll collection equipment, sign structures, drainage, utility relocations, pavement, and other miscellaneous work necessary and incidental to the completion of the project. All work is expected to be completed by December 2020.

Seven bid proposals were received on August 28, 2019 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of $7,131,513.13, may be compared to the Engineer's Estimate in the amount of $7,364,824.50. The low bidder, Earle Asphalt Company has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T300.463 be awarded to the low bidder, Earle Asphalt Company of Farmingdale, New Jersey in the amount of $7,131,513.13. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

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ORDER FOR PROFESSIONAL SERVICES

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219-09-2019

In a document dated September 4, 2019, **Recommendation to Issue Order for Professional Services No. A3733, New Jersey Turnpike and Garden State Parkway,**

KSE/Tectonic-JV, Supervision of Construction Services for Contract No. A100.459, Bridge Fender Repairs and Rehabilitation, R-151952, Budget Code: 39200012, Amount: $815,000.00, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. A100.459, Bridge Fender Repairs and Rehabilitation. 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 forty-seven (47) engineering firms were prequalified and eligible under Profile Codes: B155, Bridge Construction Inspection and B156, Bridge Repair Inspection. Five firms submitted EOIs by the closing date of July 19, 2019.

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) KSE/Tectonic-JV; 2) Greenman-Pedersen, Inc.; and

3) Omsum Engineering, LLC. The fee submitted by KSE/Tectonic-JV 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. A3733 be issued to the firm of KSE/Tectonic-JV of Newark, New Jersey, in an amount not to exceed $815,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.20 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).

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220-09-2019

In a document dated September 4, 2019, **Recommendation to Issue Order for Professional Services No. T3768, New Jersey Turnpike, KS Engineers, P.C., Supervision of Construction Services for Contract No. T300.463, Express E-ZPass Improvements at Interchange 6 Toll Plaza, R-151967, Budget Code: 39200011 Amount: $855,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for

Contract No. T300.463, Express E-ZPass Improvements at Interchange 6 Toll Plaza. 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 thirty-three (33) engineering firms were prequalified and eligible under Profile Codes: B-153, Roadway Construction Inspection and B-159, Building Construction and Renovations Inspection. Six firms submitted EOIs by the closing date of July 29, 2019.

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) KS Engineers, P.C.; 2) Greenman-Pedersen, Inc.; and 3) Gannett Fleming, Inc. The fee submitted by KS Engineers, P.C. has been reviewed and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. T3768 be issued to the firm of KS Engineers, P.C. of Newark, New Jersey, in an amount not to exceed $855,000.00. 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).

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221-09-2019

In a document dated August 21, 2019, **Recommendation to Issue Supplement A to Order for Professional Services No. P3639, Garden State Parkway, Dresdner Robin Environmental Management, Inc., Environmental Compliance Activities at the Atlantic City, Forked River, Monmouth and Cheesequake Service Areas, R-151988, Budget Code: 010-00-892-446050, Original OPS Amount: $525,000.00, Amount of Supplement A: $250,000.00, Revised OPS Amount: $775,000.00,** was approved.

This Order for Professional Services was issued at the June 27, 2017 Commission Meeting, in the amount of $525,000.00. It provided for professional services of an environmental engineering consultant to provide groundwater compliance monitoring, reporting, and necessary remedial investigations/actions at the above referenced service areas on the Garden State

Parkway in accordance with current New Jersey Department of Environmental Protection regulations. The original term of the Dresdner Robin Environmental Management, Inc. (Dresdner Robin) agreement was for a four (4) year period commencing on August 14, 2017 with an expiration date of August 14, 2021.

Supplement A will include continued compliance monitoring, report preparation and data analysis and interpretation at the Atlantic, Forked River, Monmouth and Cheesequake Service Areas. Supplement A will also provide for additional environmental compliance services required due to recently identified complex environmental conditions encountered regarding groundwater contamination at the Cheesequake Service Area. Significant effort has been and will continue to delineate/remediate the groundwater contaminant plume, which is migrating toward the Authority's Right of Way boundary. In addition, support of the Service Area Reconstruction Program has and will continue to require significant coordination efforts with Sunoco and HMS Host. These efforts will include well abandonment/re-installation along with Licensed Site Remediation Professional (LSRP) review of regulated waste disposal and adherence to clean fill regulations at the Monmouth and Forked River Service Areas. The anticipated additional work is required to be performed in accordance with New Jersey Department of Environmental Protection rules and regulations by a LSRP for which, Dresdner Robin is currently providing these services.

It is, therefore, recommended that Supplement A to Order for Professional Services No. P3639 be issued to Dresdner Robin Environmental Management, Inc. not to exceed the amount of $250,000.00 which is allocated as follows; $0 for FY 2019; $150,000.00 for FY 2020; and $100,000.00 for FY 2021 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from $525,000.00 to $775,000.00. The original contract was procured pursuant N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8.

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222-09-2019

In a document dated September 5, 2019, **Recommendation to Issue Supplement B to Order for Professional Services No. T3293, New Jersey Turnpike, Dewberry Engineers Inc., Design Services for Contract No. T100.184, Bridge Deck Reconstruction, Seismic Retrofit, PEOSHA Catwalk Improvements, Miscellaneous Structural Improvements, Lighting Improvements and Repainting Structural Steel, Str. No. N2.01, Newark Bay Bridge, Milepost N0.00 to N6.00, R-151977, Budget Code: 39011025, Original OPS Amount: $ 8,250,000.00, Amount of Supplement A:$ 1,960,553.00, Amount of Supplement B: $ 1,565,000.00,Revised OPS Amount: $11,775,553.00**, was approved.

This Order for Professional Services was approved at the April 2012 Commission Meeting in the amount of $8,250,000.00 to provide for design and development of contract documents for bridge deck reconstruction from Milepost N0.00 to N1.50 and repainting of the

Newark Bay Bridge and main approach spans.

Supplement A provided for additional design services which were not anticipated and outside the scope of the original OPS. The additional design services include: 1) Addressing Pulaski Skyway Project implications upon the Authority, including utilizing the right shoulder of the Hudson County Extension eastbound as a third lane; 2) Design and award of Contract No. T100.381 which will address Hudson County Extension westbound roadway right shoulder bridge deck reconstruction, stringer strengthening and tie plate improvements; and 3) Provide for the necessary design of ground mounted sign structures currently mounted to the median on Str. No. N2.01W.

Supplement B will provide for additional design services which were not anticipated and outside the scope of the currently approved professional services. The additional design services include: 1) demobilization of a Lane Control System and development of a Smart Work Zone design, 2) replacement of expanded bearings in response to a span failure on Str. No. N0.75, 3) fracture critical member strengthening and tie chord redundancy post-design services, 4) compensation for additional shop drawing review efforts required for Contract Nos. T100.381 and T100.184, 5) preparation of needed COP as a result of changed field conditions and 6) compensation to address the extended engagement of Dewberry Engineers, Inc., through project management, salary increases and a FAR multiplier increase, due to the unanticipated need to extend the OPS duration.

It is, therefore, recommended that Supplement B to Order for Professional Services No. T3293 be issued to Dewberry Engineers Inc. not to exceed the amount of $1,565,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from 10,210,553.00 to $11,775,553.00. The original contract was procured pursuant N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8.

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223-09-2019

In a document dated August 28, 2019, **Recommendation to Issue Supplement B to Order for Professional Services No. P3696, Garden State Parkway, McCormick Taylor, Inc., Design Services for Contract Nos. P200.491 and P200.492, Culvert Rehabilitation Milepost 111.5 and Milepost 117.4, and Supervision of Construction Services for Contract No. P200.490, R-152026, Budget Code: 030C00001E, Original OPS Amount: $1,980,000.00, Amount of Supplement A:$ 500,000.00. Amount of Supplement B: $490,000.00. Revised OPS Amount: $2,970,000.00**, was approved.

This Order for Professional Services was approved at the June 2018 Commission Meeting, in the amount of $1,980,000.00, to provide preliminary and final design engineering and permitting services, as necessary, for the design of structural rehabilitation of the culverts located at Garden State Parkway (Parkway) Mileposts 111.5 and 117.4, design of repairs/replacement of

adjacent drainage structures, non-NBIS culvert inspections, and post design services. These services also include Construction Supervision Services for Contract No. P200.490 Culvert Cleaning, Milepost 111.5.

Supplement A provided for design and post-design services for the structural rehabilitation of the corrugated metal pipe (CMP) culvert located at Parkway Milepost 158.1. The rehabilitation of this culvert was recommended due to its poor condition rating based on deflection in the culvert's barrel, section loss and corrosion. Additionally, it is necessary to advance the rehabilitation of the culvert prior to the Superstructure Replacement and Widening of Bridge No. 158.2 over the Passaic River scheduled to commence in mid-2020 to facilitate construction staging and support of the equipment for the Passaic River Bridge project.

Supplement B will provide for design and post-design services for the structural rehabilitation of the corrugated metal pipe (CMP) culvert located at Parkway Southbound Express Milepost 117.85, which was not included in the original scope of work. A recent inspection of this culvert has shown that this culvert is in critical condition, exhibiting barrel deflection, section loss and corrosion requiring repairs to stabilize the entire culvert, which conveys stormwater under the Parkway Southbound Express Roadway. Improvements to this culvert will be included in Contract No. P200.492.

It is, therefore, recommended that Supplement B to Order for Professional Services No. P3696 be issued to McCormick Taylor, Inc. not to exceed the amount of $490,000.00 which is allocated as follows: $160,000.00 for FY 2019 and $330,000.00 for FY 2020 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from $2,480,000.00 to $2,970,000.00. The original contract was procured pursuant N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8.

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FINAL ACCEPTANCES

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224-09-2019

In a document dated September 5, 2019, **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
P200.469	Rencor, Inc.	$6,846,778.50	2	($106,559.93)	$6,740,218.57	$69,506.38
T200.455	South State, Inc.	$1,343,205.00	1	($18,910.00)	$1,324,295.00	$41,244.70
P100.410	Ferreira Construction Co., Inc.	$5,856,294.50	4	$458,047.92	$6,314,342.42	$199,208.19
P100.233	Ferreira Construction Co., Inc.	$45,279,000.00	13	$4,365,719.35	$49,644,719.35	$50,000.00
P500.325	Joseph A. Natoli Construction Corporation	$7,237,000.00	9	$2,066,080.68	$9,303,080.68	$87,548.38
Total						$447,507.65

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 Contractors have certified that there are no liens outstanding against the Contractors. Accordingly, it is recommended that each contract listed above be accepted and final payment in the amounts shown above be made to the Contractors.

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ACKNOWLEDGE REPORTS OF

ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

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225-09-2019

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

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

On motion by Vice Chairman Gravino and seconded by Commissioner Diaz the Board unanimously approved item nos. 217-09-2019 through 224-09-2019; 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 225-09-2019 and received same for file.

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ROLL CALL

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

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MAINTENANCE

Director of Maintenance Kenneth McGoldrick requested approval of item numbers 226-09-2019 and 227-09-2019. Moved are the items as follows:

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FINAL ACCEPTANCES

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226-09-2019

In a document dated September 5, 2019, **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 Maintenance 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	Number of Change Orders	Additions/ Reductions	Final Total Contract Amount	Final Payment Amount
T500.434	ACP Contracting Inc.	$1,941,364.00	2	$94,111.19	$2,036,476.19	$40,709.50
T500.438	FAI-GON Electric, Inc.	$1,523,995.00	2	$403,097.07	$1,927	$26,788.41
T500.437	Diehl Electric, Inc.	$826,500.00	1	($24,035.00)	$802	$43,368.81
Total						$110.866.72

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

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ACKNOWLEDGE REPORTS OF

MAINTENANCE EXPENDITURES UNDER DELEGATED AUTHORITY

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227-09-2019

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

- Construction Contract Progress Report
- Change Order Summary

On motion by Commissioner Diaz and seconded by Vice Chairman Gravino, the Board unanimously approved item number 226-09-2019; 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 227-09-2019 and received same for file.

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ROLL CALL

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

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PROCUREMENT ("PMM")

Acting Director of Procurement and Materials Management Dale Barnfield, requested approval of item numbers 228-09-2019 through 235-09-2019. Moved are the items as follows:

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PUBLIC BIDS

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228-09-2019

In a document dated September 6, 2019, **Removal of Trash, Wood, Concrete and Asphalt from Both Roadways, Freehold Cartage, Inc., Central Jersey Waste and Recycling, Inc., RM-151130 (Maintenance), Budget Code: Various, Amount: $308,250.00**, was approved.

Under this contract, Freehold Cartage, Inc. and Central Jersey Waste and Recycling, Inc. will provide for the removal of trash, wood, concrete, and asphalt from various locations on both Roadways. The bid was divided into five (5) geographic Areas: Garden State Parkway ("GSP") 1) Northern Area; 2) Central Area; 3) Southern Area and New Jersey Turnpike ("TPK") 4) Northern Area and 5) Southern Area. Bidders were required to quote unit and total prices for transportation costs for pickup and delivery (per container) at various locations within an Area (100 pickups per Area), as well as the per ton cost for the disposal and/or recycling of various materials (630 tons of materials per Area). The bid was fully advertised and the ten (10) vendors listed in the Authority's database for the referenced services were notified of the procurement. On August 15, 2019, two (2) bids were received as follows (unit prices are available from the PMM Department):

Vendor	Area 1 GSP North	Area 2 GSP Central	Area 3 GSP South	Area 4 TPK North	Area 5 TPK South
Freehold Cartage, Inc., Freehold, NJ	**$64,050.00**	**$56,050.00**	**$60,550.00**	**$62,550.00**	$66,300.00
Central Jersey Waste & Recycling, Inc., Ewing, NJ	No Bid	$62,800.00	No Bid	No Bid	**$65,050.00**

Departmental Estimate: $250,000.00

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 contracts for removal of trash, wood, concrete and asphalt to Freehold Cartage, Inc. in an amount not to exceed $243,200.00 for Areas 1,2,3 and 4, and to Central Jersey Waste & Recycling, Inc. in an amount not to exceed $65,050.00 for Area 5, both subject to availability of funding at the time of service. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor.

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229-09-2019

In a document dated September 6, 2019, **Hydraulic Tracked Excavator, Garden State Bobcat, Inc., R-151421 (Maintenance), Budget Code: 040 00 500 156555 040C07021L, Amount: $107,005.00**, was approved.

Under this contract, Garden State Bobcat, Inc. will provide one (1) mid-sized hydraulic tracked excavator for use by the Maintenance Department for various projects on both roadways. The bid was fully advertised and the eight (8) vendors listed in the Authority's database for the referenced services were notified of the procurement. On August 20, 2019 four (4) compliant bids were received as follows:

Vendor	Total Bid Price
Garden State Bobcat, Inc., Freehold, NJ	**$107,005.00**
Groff Tractor Mid-Atlantic, LLC, Vineland, NJ	$108,000.00
Hoffman International, Inc., Piscataway, NJ	$109,756.00
Foley, Inc., Piscataway, NJ	$118,791.00

Departmental Estimate: $140,000.00

Non-Compliance:

An additional bid was received from Jessco, Inc. ("Jessco") of South Plainfield, NJ ($105,600.00). This bidder, however, took several significant exceptions to the Specifications. For examples, Jessco bid a unit with: 1) a digging depth of 14'10" versus the specified minimum digging depth requirement of 15'4" resulting in 3.2% less depth capability; 2) an arm digging force of 6,902 lbs. versus the minimum specified arm digging force of 7,600 lbs. resulting in 9.1% less digging force; and 3) a bucket digging force of 10,476 lbs. versus the minimum specified bucket digging force of 12,800 lbs. resulting in 18.1% less bucket digging force. Thus, it is recommended that the bid submitted by Jessco 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 one (1) hydraulic tracked excavator to Garden State Bobcat, Inc. for a total amount not to exceed $107,005.00.

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230-09-2019

In a document dated September 6, 2019, **Automotive Oils and Lubricants, Lubenet, LLC, RM-151098 (Inventory), Budget Code: Various, Amount: $ 136,234.01**, was approved.

Under this contract, Lubenet, LLC will provide automotive oils and lubricants, to be kept in inventory, for use in operations on both Roadways. These oils and lubricants will be used on the Authority's entire fleet of vehicles, including those of the NJ State Police (Troop D). Items under this contract include, but are not limited to motor oils, greases and transmission fluids. The bid was fully advertised and the eight (8) vendors listed in the Authority's database for these products were notified of the procurement. On August 20, 2019 three (3) bids were received as follows (unit price

Vendor	Total Bid Price
Lubenet, LLC, Brooklyn, NY	**$136,234.01**
David Weber Oil Co., Carlstadt, NJ	$152,611.30
PPC Lubricants, Inc., Jonestown, PA	$161,077.24
Departmental Estimate: $ 180,000.00	

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 automotive oils and lubricants to Lubenet, LLC for a total amount not to exceed $136,234.01, subject to the availability of funds at 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 vendors.

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STATE/GOVERNMENT CONTRACTS

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231-09-2019

In a document dated September 6, 2019, **Trailer-Mounted Attenuators with Variable Message Signs, Atlas Flasher & Supply Co., Inc., R-152067 (Maintenance), State Contract No. 83111 expiring 01/31/2020, Budget Code: 010 00 500 480060, Amount: $131,336.00 ($32,834.00 each)**, was approved.

Under this contract, Atlas Flasher and Supply Co., Inc. will supply four (4) trailer-mounted attenuators each equipped with an attached variable message sign (VMS) board. These attenuators are used for traffic safety and control on both Roadways. The attached VMS board will inform and/or alert drivers as they enter work zones. The trailer-mounted attenuators are available from NJ State Contract No. 83111 expiring 1/31/2020.

This procurement, under State Contract No. 83111, 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. 83111 for (4) trailer-mounted attenuators to Atlas Flasher and Supply Co., Inc. for a total amount not to exceed $131,336.00.

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PROFESSIONAL SERVICES

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232-09-2019

In a document dated September 6, 2019, **Insurance Brokerage Services, Willis of New Jersey, Inc., RM-151108 (Law), Budget Code: Various, Amount: $ 260,000.00 (2-year Contract**), was approved.

The New Jersey Turnpike Authority ("Authority") issued a request for proposal ("RFP") to engage a firm to provide insurance brokerage services for the Authority. The Scope of Services included providing ongoing insurance brokerage services for a number of insurance lines and assisting the Authority with risk control, claims management, and other related services such as providing certificates of insurance and bonds. The RFP was advertised on July 8, 2019 and posted on the Authority's and NJ State websites. In addition, it was distributed to 16 firms listed in the Authority's database for these services. The contract will be for a term of two (2) years, with the option to extend for two additional one-year terms at the Authority's discretion. On August 6, 2019, three (3) proposals were received from the following firms:

1) Marsh USA, Inc., Morristown, NJ
2) The Taylor Group, Manalapan, NJ
3) Willis of New Jersey, Inc., Short Hills, NJ

The Evaluation Committee ("Committee"), which was approved by the Executive Director, consisted of three (3) voting members from the Authority's Law and Finance Departments. In addition, the Acting Director of Procurement & Materials Management Department as well as a representative from the consulting firm of Hanover Stone, served as non-voting members of the Committee.

The Committee reviewed the written proposals based on the criteria set forth in the RFP and scored each firm individually. Based on the Committee's initial review of the proposals and the significant difference among the technical scores, it was not necessary to request proposers to provide oral presentations. The two top ranked firms, Marsh USA Inc., and Wills of New Jersey, Inc. ("Willis') were invited to submit a best and final offer ("BAFO").

The Committee's findings were presented in an Evaluation Report. The Committee found that Willis was highly qualified and fully responsive to the Authority's Scope of Services. Willis' written proposal demonstrated relevant experience with the Authority and other large transportation agencies. The proposal also included Massey Agency, Newark, NJ as an active S/M/WBE team member, and this was viewed positively by the Committee. As the Authority's incumbent casualty broker, Willis detailed the many positive results it achieved for the Authority in recent renewals. Additionally, Willis provided a proposal detailed in a highly specific manner the scope of its insurance services and brokering methods.

Willis' annual fee proposal was $145,000.00, but their BAFO reduced the annual fee to $130,000.00, while not the lowest, was competitive and offset by its receipt of the highest technical score.

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

Accordingly, authorization is requested to award a two-year contract to Willis of New Jersey, Inc for insurance brokerage services in an amount not to exceed $260,000.00 for a 2-year term. Authorization is further requested for the Executive Director to approve each of two (2) optional one-year extensions upon satisfactory performance by Willis, in an amount not to exceed $130,000 per year, subject to funding availability at the time of service. It is also requested that the Executive Director be authorized to take such actions and to execute any and all documents that may be deemed necessary and appropriate to further the intent and purpose of the authorizations stated herein.

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233-09-2019

In a document dated September 6, 2019, **Occupational Healthcare and Physician Services, Modification, Preventive Medicine of New Jersey, Inc., RM-152789, Budget Code: Various, Current Authorized Amount: $ 326,682.50, Requested Amount: $128,865.00, New Authorized Amount: $455,547.50**, was approved.

At its May 28, 2014 meeting (Agenda Item No. 204-05-2014), the Authority's Board of

Commissioners authorized the award of a contract to Preventive Medicine of New Jersey, Inc. ("Preventive") of Edison, NJ to provide occupational healthcare and physician medical services as requested by the Authority. Services include, but are not limited to: pre-employment services, emergency examination and treatment, on-call medical services and overall medical case management of workers' compensation claims, temporary disability and employee sick benefits programs. The original contract was for three years with two (2) optional one-year extensions and the final extension of this contract expires on September 30, 2019. In response to the expiring contract the PMM Department conducted a Request for Proposals ("RFP") in May 2019 which was subsequently terminated in order to revise and enhance the RFP's Scope of Services. Due to the expiration date of the contract, however, the Human Resources Department requests that the contract with Preventive be extended for a period not to exceed six (6) months in order to allow for the re-solicitation of the RFP. The cost for this contract extension will be in an amount not to exceed $128,865.00 for the six-month period thru March 31, 2020.

The original procurement for this contract was conducted in accordance with *N.J.S.A.* 27:23-6.1 of the Authority's enabling legislation, *N.J.A.C.* 19:19:9-2.1(b) promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006) and Executive Order No. 26 (Whitman 1994). This contract is in compliance with Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008).

Accordingly, authorization is requested to extend the term of the above-referenced contract through March 31, 2020 and increase the authorized amount by $128,865.00. This will bring the total authorized amount to an amount not to exceed $455,547.50, subject to funding availability at the time of service.

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SOLE SOURCE CONTRACTS

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234-09-2019

In a document dated September 6, 2019, **Toll Ticket Reader Control Boards, Conduent Transport Solutions, Inc., R-151762, Budget Code: 080 00 830 156555 080C00013, Amount: $161,581.00 ($1,615.81 each)**, was approved.

Under this contract, Conduent Transport Solutions, Inc. ("Conduent") will supply (100) LEC2S ticket reader control boards for the repair and maintenance of the Authority's ticket readers used in every manual exit and dual automatic ticket issuing machine ("DATIM") entry lane on the on the Turnpike. At present, there are approximately 420 ticket readers in operation at all times. These spare control boards must be readily available in order to respond to repairs and/or replacements. Conduent is the manufacturer and sole supplier of the DATIM exit and entry readers.

The Authority originally purchased DATIMS in 2005 from ASCOM Transport Systems,

Inc. (subsequently, Xerox Transport Solution Inc. and now Conduent Transport Solutions, Inc. "Conduent") and again in 2018 (from Conduent). These DATIMs are the only ticket issuing machines in use on the New Jersey Turnpike's entry lanes. For this reason and because no other vendor is capable of providing the replacement control boards required for the DATIMs, this is an exceptional circumstance.

Thus, it is recommended that this award be made without public advertisement as a sole source exception to the public bidding laws and consistent with Executive Order No. 37 (Corzine 2006). The award will be made under the sole source procurement authorization of *N.J.A.C.* 19:9-2.2(d)1 as promulgated under *N.J.S.A.* 27:23-6.1. A resolution, as required by *N.J.A.C.* 19:9-2.2(d)1, is attached hereto.

Accordingly, authorization is requested to award a sole source contract to Conduent Transport Solutions, Inc. for 100 ticket reader control boards in an amount not to exceed $161,581.00.

RESOLUTION FOR SOLE SOURCE PROCUREMENT

TOLL TICKET READER CONTROL BOARDS

WHEREAS, the Information Technology Services Department has requested the award of a sole source contract to Conduent Transport Solutions ("Conduent") to provide 100 toll ticket reader control boards; and

WHEREAS, Conduent DATIMs are the only ticket issuing machines in use by the Authority on the New Jersey Turnpike; and

WHEREAS, Conduent is the sole distributor of the DATIMs and such device, as well as its components, are proprietary to Conduent; and

WHEREAS, the Authority's regulations pursuant to *N.J.A.C.* 19:9-2(d)1 promulgated under *N.J.S.A.* 27:23-6.1 permits sole source procurement when only one source for the required product exists;

NOW, THEREFORE, BE IT RESOLVED THAT the Authority's Board of Commissioners hereby authorizes and approves the award of a contract to Conduent Transport Solutions to provide 100 replacement ticket reader control boards used in DATIMs for an amount not to exceed $161,581.00, as a sole source exception to procurement by public advertisement permitted by *N.J.A.C.* 19:9-2.2(d)1 promulgated under the Authority's enabling legislation, *N.J.S.A.* 27:23-6.1.

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235-09-2019

In a document dated September 13, 2019, **Parts Maintenance and Support for Variable Message Signs, Daktronics, Inc., RM-151446 (ITS), Budget Code: 010 00 830**

466010, Amount: $ 530,550.00 (3-Year Contract), was approved.

Under this "sole source" contract, Daktronics, Inc. will provide the Authority with variable message sign ("VMS") parts, maintenance and support for three (3) years. The Authority currently has 437 digital roadway signs deployed on both Roadways. This contract will provide a parts exchange program, repair or replacement of failed electrical parts and assemblies, as well as technical support.

Daktronics is the sole manufacturer of the VMS display units on the Authority's Roadways. The technology and parts in the units are proprietary to Daktronics, therefore parts, service, support and maintenance can only be provided by Daktronics. No other vendor is capable of providing the services required under this Agreement. In addition, the Authority's VMS units display travel information, warnings and alerts to motorists traveling on both Roadways. This information is essential to the safety of the motoring public, and any interruption in the operation of these signs would compromise that safety, therefore constituting an exceptional circumstance justifying a sole source award.

Thus, it is recommended that this award be made without public advertisement under the sole source procurement authorization of *N.J.A.C.* 19:9-2.2(d)1 as promulgated under *N.J.S.A.* 27:23-6.1 and consistent with Executive Order No. 37 (Corzine 2006). A resolution, as required by *N.J.A.C.* 19:9-2.2(d)1, is attached hereto.

Accordingly, authorization is requested to award a sole source contract to Daktronics, Inc. to provide parts, maintenance and support for three (3) years, for an amount not to exceed $530,550.00.

RESOLUTION FOR SOLE SOURCE PROCUREMENT

Parts Maintenance and Support for Variable Message Signs

WHEREAS, the New Jersey Turnpike Authority's Information Technology Services Department has requested a contract to provide parts, maintenance and support for the variable message sign ("VMS") display system; and

WHEREAS, Daktronics is the sole manufacturer of the VMS display units on the Authority's Roadways; and

WHEREAS, as the proprietary manufacturer of the VMS display units, Daktronics is the sole provider of parts, technology, maintenance and support of the Authority's VMS display equipment; and

WHEREAS, the Authority's regulations pursuant to *N.J.A.C.* 19:9-2(d)1 promulgated under *N.J.S.A.* 27:23-6.1 permits sole source procurement when only one source for the required product exists;

NOW, THEREFORE, BE IT RESOLVED THAT the Authority's Commissioners hereby authorize and approve the award of a three-year contract to Daktronics, Inc. to provide the necessary parts, maintenance and support for the VMS display system, in an amount not to

exceed $530,550.00, as a sole source exception to procurement by public advertisement permitted by *N.J.A.C.* 19:9-2.2(d)1 promulgated under the Authority's enabling legislation, *N.J.S.A.* 27:23-6.1.

On motion by Vice Chairman Gravino and seconded by Commissioner Pocino the Board unanimously approved item numbers 228-09-2019 through 235-09-2019; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

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GENERAL BUSINESS

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OPERATIONS

Director of Operations Kevin Dunn requested acceptance of item number 236-09-2019. Moved is the item as follows:

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236-09-2019

Director of Operations Kevin Dunn requested acceptance of **Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2019 through 08/31/2019; with 2018-2019 Yearly Comparisons through August 2019**.

On motion by Vice Chairman Gravino and seconded by Commissioner Diaz, the Board unanimously accepted item number 236-09-2019; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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STATE POLICE

Major Ernie Giampietro requested acceptance of item number 237-09-2019. Moved is the item as follows:

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237-09-2019

Major Ernie Giampietro requested acceptance of the **New Jersey State Police Troop D Activity Reports**, for August 2019, with 2018 – 2019 Yearly Comparisons.

On motion by Commissioner Salermo and seconded by Commissioner Pocino the Authority unanimously accepted the reports contained in item number 237-09-2019 and received same for file.

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FINANCE

Chief Financial Officer Donna Manuelli requested acceptance of item number 238-09-2019. Moved is the item as follows:

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238-09-2019

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the Eight (8) months ended August 31, 2019**, was accepted.

On motion by Commissioner Pocino and seconded by Commissioner Salermo the Board unanimously accepted item number 238-09-2019; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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EXECUTIVE

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239-09-2019

Executive Director John Keller requested approval of item number 239-09-2019. Moved is the item as follows:

In a memorandum dated September 24, 2019, **Request for Authorization to Enter into Amendment No. 2 to the State Transportation Projects Funding Agreement, Superseding and Rescinding Agenda Item No. 214-08-2019 (MOU with New Jersey Transit Corporation – New Portal North Bridge over Hackensack River)**, was approved.

At its last meeting on August 27, 2019, the Board of Commissioners authorized the Executive Director to execute a Memorandum of Agreement ("MOA") with New Jersey Transit Corporation ("NJ TRANSIT"), memorializing a commitment from the NJTA in the amount of $25 million annually (the "Annual Payments") to assist NJ TRANSIT in meeting its repayment obligations to the New Jersey Economic Development Authority (NJEDA) on bonds to be issued to fund a portion of the local share costs for design and construction of a new Portal North Bridge ("PNB"). The MOA provided that the Annual Payments continue until the bonds are no longer outstanding, but not more than thirty (30) years. NJ TRANSIT applied for and is seeking a Capital Investment Grant ("CIG") from the Federal Transit Administration ("FTA") to fund the non-local share of design and construction costs.

Since the last meeting, the MOA has not been executed. Rather, it has been determined that the more feasible manner to proceed is to amend the existing State Transportation Projects Funding Agreement (the "State Agreement") between the NJTA and the Treasurer of the State of New Jersey to provide for the Annual Payments on the same terms and conditions contained in the MOA.

Accordingly, it is requested that the Board of Commissioners rescind approval of Agenda

Item No. 214-08-2019 that authorized the MOA, and delegate to the Executive Director the authority to execute an amendment to the State Agreement, designated as the "Second Amendment to the State Transportation Projects Funding Agreement," substantially in the form attached. The NJTA's obligation to make the Annual Payments, as outlined above, remains contingent upon (1) receipt by NJ TRANSIT of the federal grant funds and (2) issuance of the bonds by the NJEDA. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed reasonable and necessary to effectuate the intent of this authorization.

[Amendment Attached]

On motion by Commissioner Pocino and seconded by Vice Chairman Gravino the Board unanimously approved item number 239-09-2019; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

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The motion to adjourn was made by Commissioner Diaz and seconded by Commissioner Pocino, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 10:03 a.m., and advised that it will meet again on Tuesday, October 22, 2019 at 9:00 a.m., at the Authority's headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.

ATTEST:

Kim Schurman
Secretary to the Authority

John M. Keller
Executive Director

Date: September 24, 2019

SECOND AMENDMENT TO STATE TRANSPORTATION PROJECTS FUNDING AGREEMENT

This SECOND AMENDMENT TO STATE TRANSPORTATION PROJECTS FUNDING AGREEMENT (this "Amendment") made this ____day of September, 2019, by and between the NEW JERSEY TURNPIKE AUTHORITY (the "Authority") and the TREASURER OF THE STATE OF NEW JERSEY (the "Treasurer"), acting on behalf of the State of New Jersey (the "State").

WITNESSETH:

WHEREAS, the Authority is a body corporate and politic of the State organized and existing by virtue of the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of New Jersey of 1948, as amended and supplemented (N.J.S.A. 27:23-1 *et seq.);* and

WHEREAS, pursuant to N.J.S.A. 27:23-5.S(b), the Authority is authorized to enter into contracts with the State or the New Jersey Transportation Trust Fund Authority (the "TTFA") providing for the payment by the Authority to the State or the TTFA of revenues of the Authority in the amount or amounts that may be set forth in or determined in accordance with such contracts, which amounts are to be used for the development of State transportation projects; and

WHEREAS, the Authority and the State have previously entered into a State Transportation Projects Funding Agreement, dated June 28, 2016 (the "Original Agreement"), which obligates the Authority to make payments to the State in the amounts and on the dates and the other terms and conditions set forth in the Original Agreement, which amounts are to be used for the development of State transportation projects; and

WHEREAS, the Authority and the State have previously entered into a First Amendment to the State Transportation Projects Funding Agreement, dated October 4, 2018 (the "First Amendment"), amending the Original Agreement to increase the amount of the payments to be made by the Authority to the State on March 31, 2019 and June 30, 2019 in accordance with the terms of the Original Agreement from $32,250,000 to $44,750,000; and

WHEREAS, the Authority and the State have now agreed that, contingent on (1) receipt of a federal Capital Improvement Grant (CIG) by New Jersey Transit ("NJ Transit") from the Federal Transit Administration, and (2) the issuance of bonds by the New Jersey Economic Development Authority ("NJEDA"), to fund a portion of the construction of a new Portal North Bridge ("PNB") to be undertaken by NJ Transit, in addition to the quarterly payments to be made to the State under the Original Agreement as amended by the First Amendment as set forth in Schedule A thereto, the Authority shall pay an annual amount of $25 million to the State upon the issuance of such bonds until such bonds are no longer outstanding; and

WHEREAS, the Authority and the State desire to enter into this Second Amendment to the Original Agreement in order to reflect such additional payments by the Authority.

2556039.1

NOW, THEREFORE, the Authority and the State, in consideration of the premises and the mutual covenants and agreements set forth herein, each intending to be legally bound, do hereby agree as follows:

Section 1. Defined Terms. Capitalized terms used herein and not otherwise defined shall have the meaning given to such terms in the Original Agreement.

Section 2. Additional Annual Payments. Article II is hereby amended and supplemented to add a new Section 2.4, "Additional Annual Payments" to read as follows:

2.4 Additional Annual Payments.

(a) In addition to the payments set forth on Schedule A to the Original Agreement as amended by the First Amendment, a copy of which is attached hereto, the Authority shall make payments to the State in the amount of $25

million annually (the "Annual Payments") subject to the following: (1) Receipt by NJ Transit of the CIG to fund the federal share of costs for the PNB project; and (2) Issuance of the bonds by the NJEDA to fund the local share costs of the PNB project.

(b) The Annual Payments shall commence on the date the bonds are issued by the NJEDA and annually thereafter until such bonds are no longer outstanding, but not more than 30 years.

(c) The Annual Payments shall be subject to the provisions of subsection (b) of Section 2.1, and to Section 2.2 and to Section 2.3 of the Original Agreement.

(d) Assuming the conditions set forth in Section 2.4(a) hereof are satisfied, the obligation of the Authority to make the Annual Payments required to be made pursuant to this Section 2.4 shall terminate when all such payments have been made in accordance with Section 2.4(b).

(e) The terms of this Section 2 shall survive the termination of the Original Agreement.

Section 3. Original Agreement to Remain in Full force and Effect. Except as otherwise amended by this Second Amendment, the provisions of the Original Agreement as amended by the First Amendment shall remain in full force and effect.

Section 4. Execution of Counterparts. This Second Amendment may be executed in any number of counterparts, each and all of which, when executed by the Authority and the Treasurer, shall be regarded for all purposes as one original and shall constitute and be but one and the same.

Section 5. Severability. If any one or more of the provisions of this Second Amendment should be contrary to law, then such provision or provisions shall be deemed severable from the remaining provisions of this Second Amendment, and shall in no way affect the validity of such remaining provisions of this Amendment.

2556039.1

IN WITNESS WHEREOF, the Authority and the Treasurer have caused this Second Amendment to be duly executed and delivered as of the day and year first above written.

NEW JERSEY TURNPIKE AUTHORITY

By: _____
JOHN M. KELLER,
Executive Director

TREASURER, STATE OF NEW JERSEY

_____
ELIZABETH MAHER MUOIO,
State Treasurer

SCHEDULE A
AMENDED AND RESTATED

PAYMENTS
TO BE MADE BY THE AUTHORITY PURSUANT TO SECTION 2.1(a) OF THE ORIGINAL AGREEMENT, AS AMENDED BY THE FIRST AMENDMENT

Date	Amount
09/30/2016	$ 51,000,000
12/31/2016	51,000,000
03/31/2017	51,000,000
06/30/2017	51,000,000
09/30/2017	51,000,000
12/31/2017	51,000,000
03/31/2018	51,000,000
06/30/2018	51,000,000
09/30/2018	32,250,000
12/31/2018	32,250,000
03/31/2019	44,750,000
06/30/2019	44,750,000
09/30/2019	32,250,000
12/31/2019	32,250,000
03/31/2020	32,250,000
06/30/2020	32,250,000
09/30/2020	32,250,000
12/31/2020	32,250,000
03/31/2021	32,250,000
06/30/2021	32,250,000