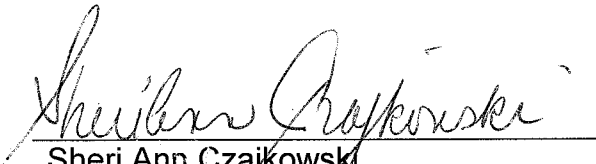


**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, Veronique Hakim, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such Executive Director certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the December 14, 2011 Regular Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority this 19th day of December, 2011.

ATTEST:


Sheri Ann Czajkowski
Assistant Secretary to the Authority


Veronique Hakim,
Executive Director

Corporate Seal

Date: December 19, 2011

**Received in the Governor's Office on December 19, 2011
(hand delivered)**

Received by:

M. BROWN
Print Name

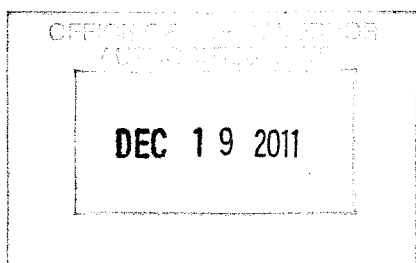
M. Brown
Signature

Time:

12:58 pm

Veto Period Ends:

January 4, 2012
(Write in the date the veto period ends)



**PROCEEDINGS OF NEW JERSEY TURNPIKE AUTHORITY
COMMISSION MEETING
WEDNESDAY, DECEMBER 14, 2011**

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

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PRESENT

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

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ALSO PRESENT

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

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

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NOTICE OF MEETING

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

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ACTION ON MINUTES

An additional recusal is noted for the Minutes of the November 29, 2011 meeting. Commissioner DuPont, item 382-12-2011.

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RECUSALS

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

Commissioner Hodes: Items 399-12-2011 and 409-12-2011

Commissioner Pocino: Items 400-12-2011 through 417-12-2011

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EXECUTIVE DIRECTOR'S REMARKS

ED Hakim provided an update on toll enforcement. Hakim stated that the Authority was encouraged by the early results of its enhanced toll enforcement program as its message appears to be reaching the patrons.

With regard to the enhanced enforcement in the Garden State Parkway exact change lanes, the violation rate has dropped from 10% to 3%, a reduction of nearly two-thirds. The Authority can forecast that over a 12 month period an additional \$2 million in revenue will be collected. Hakim stated that the Authority initiated the program because the violation rate and lost revenue were at unacceptably higher levels. This is an important part of the program, and the dramatic decline in violations does mean that the message is getting out there. The Authority's message is to drive safely, pay your tolls, and use E-ZPass, which is the most efficient way to pay tolls. That message is being heard by our patrons.

Hakim indicated that the 2012 Operating Budget takes up where the 2011 budget left off; it remains flat at \$475.5 million dollars. In 2011 the Authority met its Operating Budget target, which was to reduce operating costs by \$10 million from the 2010 Operating Budget. 2012 represents another commitment by the Authority's 'team', the Board of Commissioners and every toll paying motorist, to run the agency as cost effectively and efficiently as possible.

ED Hakim said the Authority is a customer service agency. That means the Authority must provide safe and efficient roadways to motorists, who value their travel time and desire increased capacity.

The Authority's Capital Program has projects underway that are divided into three (3) primary categories: Safety, Widening/System Expansion; and State of Good Repair projects. The overall Capital Program provides 100% value to our customers. We value the the motorists lives, their safety and their travel time. Hakim stated that the Capital Program is a critical part of meeting the obligations to the motorists. Toll dollars support this Capital Program to provide excellent customer service.

Chairman Simpson indicated that all highway departments concern themselves with building new roads and bridges. The Authority, however, is not only adding lanes and building new bridges, but it is going to be a leader in using technology to better manage the roads, congestion, failures, and lost travel time. It is important to be able to look at where back-ups occur, know where they are, and address the issues. Simpson stated that the Authority wants to manage incidents better, which are a large part of congestion delays. All roads in the state are being viewed as a single, interconnected network which can be managed with technology to improve travel flow. Simpson reflected that many of the technology improvements will grow from the Capital Program.

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FINANCE

Chief Financial Officer Donna Manuelli requested approval of item number 426-12-2011 and 427-12-2011. Treasurer DuPont commended staff on keeping a flat budget while keeping the roads in a safe and efficient condition. DuPont indicated that this economy is down but this agency has generated many jobs for people, promoted safety and state of good repair in the State of New Jersey. Congratulations to Management, Commissioners, Chairman Simpson, and everyone who helped the Authority achieve these goals.

Chairman Simpson indicated that the discretionary budget had been cut. But non-discretionary items such as credit card fees, health benefits costs, and pension costs went up. Had they not, the Authority's budget would be even lower. Moved as a group are the items as follows:

426-12-2011

In a document dated December 1, 2011, Authorization to Adopt 2012 Annual Budget, was approved.

Attached for your consideration is the 2012 Annual Budget, which includes the Authority's Operating Budget, Maintenance Reserve Fund Budget, Special Project Reserve Fund

Budget, and Supplemental Capital/General Reserve Fund Budget. The Authority arrived at the 2012 Annual Budget proposal by engaging in a comprehensive budget preparation process, which directed departmental managers to think strategically and 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 project budgets.

The proposed Operating Budget for 2012 is \$475,500,000, which is the same amount as the 2011 Operating Budget. A schedule detailing departmental operating expenses is attached. As a result of the departmental reviews, the 2012 Operating Budget proposes to eliminate one hundred and forty one (141) full-time positions, all of which will be achieved by way of attrition. This reduction will result in the Authority having an authorized headcount of 2,011 full-time positions. This is the ninth consecutive year that the Authority has reduced its authorized headcount. The 2012 Operating Budget continues the Authority's practice of controlling the expenses over which it has discretion in order to offset anticipated contractual increases in state police, pension, and health benefit costs.

Also attached for your consideration is the 2012 Maintenance Reserve Fund budget, which totals \$70,519,000 and includes spending for the maintenance and resurfacing of roadway and bridges on the New Jersey Turnpike and Garden State Parkway. Approval is also requested to have any unspent funds from the 2011 Maintenance Reserve Fund Budget carried over and added to the approved 2012 Maintenance Reserve Fund budget.

The 2012 Special Project Reserve Fund budget, which totals \$35,965,000 and is attached, includes spending for, among other things, the Authority's annual bridge inspection program and environmental work. Finally, the 2012 Supplemental Capital/General Reserve Fund budget totaling \$416,001,000 is attached. This budget includes Supplemental Capital Projects totaling \$50,500,000, with funding for, among other things, an E-ZPass tag swap program, which will begin in 2012, and extraordinary snow costs. This budget also provides for \$365,501,000 in General Reserve Fund payments which include the Authority's contractual payments to the Transportation Trust Fund and Statewide Transportation Capital Plan, among others.

The Authority's proposed 2012 Annual Budget keeps Operating Budget costs flat while maintaining the quality of its roads and services and adequately funds the Authority's other project and reserve accounts. It is recommended that the Authority adopt the attached 2012 Annual Budget which includes the Operating Budget, Maintenance Reserve Fund Budget, Special Project Reserve Fund Budget and Supplemental Capital/General Reserve Fund Budget.

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

On motion by Treasurer DuPont and seconded by Commissioner Pocino, the Authority unanimously approved items number 426-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

427-12-2011

In a document dated December 1, 2011, a Recommendation for the **Revenue Certification for 2011 and 2012 – Required Under Section 713 of the Turnpike Revenue Bond Resolution Adopted August 20, 1991, As Amended and Supplemented**, 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 there from 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 2011 and 2012. 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 2011 and 2012.

As the basis for your review, I have prepared the following schedules relative to the two years under review, 2011 and 2012, 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 2011 and 2012, 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 2011's revenue requirements. Specifically, the schedule provides actual revenue through October 31, 2011 and projected revenue for the balance of the year (November-December, 2011).

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 "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, Required State 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 2012'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 2011 and 2012, including the revenue generated from the January 1, 2012 toll increase, will be sufficient to comply with Section 713 (b) of the Resolution.

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 2011 and 2012, 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 (including the tolls derived from the January 1, 2012 toll increase), revenues, fees, charges, rents and other income and receipts from the operation of the New Jersey Turnpike and the Garden State Parkway during 2011 and 2012, 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 2011 and 2012 as shown in schedules which were utilized in said review, shall be filed in its entirety with The Bank of New York and U.S. Bank as Co-Trustees, under the Resolution, all in accordance with said Section 713 of said Resolution.

Schedule B

NEW JERSEY TURNPIKE AUTHORITY
Certificate required Under Section 713
Turnpike Revenue Bond Resolution
Fiscal Year Ending December 31, 2011

Operating Fund		\$ 475,500,000
Debt Service Requirements (1)		412,901,100
Charges Fund		4,170,000
Maintenance Reserve		68,465,000
Special Project Reserve		<u>34,917,000</u>
Total Requirements		995,953,100
Deduct Revenue:		
Actual Revenue Provision -		
January - October 2011 Revenue	\$ 943,995,800	
Estimated Revenue Provision		
November/December 2011		
(Estimate per Schedule C)	181,596,300	<u>1,125,592,100</u>
Revenue Less Requirements (2)		<u>\$ 129,839,000</u>

(1) Net Debt Service Requirement is as follows:

1991 C Debt Service Requirement	8,672,250
1991 D Debt Service Requirement	17,750,300
1992 B Debt Service Requirement	5,400,000
2000 A Debt Service Requirement	5,057,300
2000 B-G Debt Service Requirement	14,059,500
2003 A Debt Service Requirement	39,223,600
2003 B Debt Service Requirement	138,961,750
2003 C Debt Service Requirement	20,225,000
2004 C Debt Service Requirement	14,880,099
2005 A Debt Service Requirement	20,893,125
2005 B Debt Service Requirement	1,563,250
2005 C Debt Service Requirement	4,794,000
2005 D Debt Service Requirement	10,803,767
2009 A Debt Service Requirement	2,792,498
2009 B Debt Service Requirement	1,646,240
2009 C Debt Service Requirement	1,440,508
2009 D Debt Service Requirement	1,440,461
2009 E Debt Service Requirement (3)	-
2009 F Debt Service Requirement (4)	35,679,875
2009 G Debt Service Requirement	1,738,500
2009 H Debt Service Requirement	15,193,375
2009 I Debt Service Requirement	8,900,251
2010 A Debt Service Requirement (4)	<u>45,965,450</u>
Total Debt Service	<u>412,901,100</u>

(2) The estimated surplus will be transferred to the Supplemental Capital Fund in the General Reserve Fund.

(3) Series 2009E interest is paid from capitalized interest and not from revenues until 1/1/12.

(4) Series 2009F and Series 2010A were issued as Build America Bonds. A portion of the Series 2009F and the Series 2010A interest is paid from capitalized interest (85%) while the remaining amount (35%) shown above is paid through revenue until 1/1/12. The Authority receives a cash subsidy from the United States Treasury in an amount equal to 35% of the total interest payable on the bonds.

Schedule C

NEW JERSEY TURNPIKE AUTHORITY
Certificate required Under Section 713
Turnpike Revenue Bond Resolution
Fiscal Year Ending December 31, 2011

Month	Toll Revenue	Revenue Enhancements (1)	E-ZPass Fees	Build America Bonds Subsidy	Concession Revenue	Income from Investments	Arts Center Revenue	Miscellaneous (2)	Total Revenue
November	\$ 74,071,400	\$ 2,400,000	\$ 2,870,500	\$ 6,805,400	\$ 2,500,000	\$ 1,000,000	\$ 38,400	\$ 785,000	\$ 90,470,700
December	74,644,200	2,400,000	2,870,500	6,805,500	2,550,000	1,032,000	38,400	785,000	91,125,600
	\$ 148,715,600	\$ 4,800,000	\$ 5,741,000	\$ 13,610,900	\$ 5,050,000	\$ 2,032,000	\$ 76,800	\$ 1,570,000	\$ 181,596,300

NOTES: (1) Revenue Enhancements include the elimination of the off-peak discount for non-NJ E-Zpass customers effective July 1, 2011 and an increase in the violation administrative fee to \$50 effective October 17, 2011.
(2) Miscellaneous Revenues include cellular tower rentals, park & ride facilities, rental income, towing fees, surplus property sales, billboard commissions, and easements.

Schedule D

NEW JERSEY TURNPIKE AUTHORITY
Certificate required Under Section 713
Turnpike Revenue Bond Resolution
Fiscal Year Ending December 31, 2011

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

Revenues	\$ 1,125,592,100
Operating Expenses	475,500,000
Net Revenues	650,092,100

(i) Debt Service Requirements	412,901,100	
(i) Charges Fund	4,170,000	
(i) Maintenance Reserve	68,465,000	
(i) Special Project Reserve	34,917,000	520,453,100
Excess Revenues		\$ 129,639,000

Net Revenues	\$ 650,092,100
(ii) "... 1.20 times Aggregate Debt Service"	
1.20 x 412,901,100	495,481,320
Excess Revenues	\$ 154,610,780

Debt Service Coverage	1.57
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The Revenue Requirement under section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year Net Revenues shall at least equal the Net Revenue Requirements for such year. 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 Aggregate Debt Service, Maintenance Reserve Payments, Required State 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									
NEW JERSEY TURNPIKE AUTHORITY									
Certificate required Under Section 713									
Turnpike Revenue Bond Resolution									
Fiscal Year Ending December 31, 2012									
Operating Fund								\$	475,500,000
Debt Service Requirements (1)									598,176,200
Charges Fund									4,537,500
Maintenance Reserve									70,519,000
Special Project Reserve									35,965,000
Total Requirements									1,184,697,700
Deduct Revenue:									
Estimated Revenue Provision									
January/December 2012									
(Estimate per Schedule F) (2)									1,563,400,000
Revenue Less requirements (3)								\$	378,702,300
(1) Net Debt Service Requirement is as follows:									
1991 C Debt Service Requirement						6,672,300			
1991 D Debt Service Requirement						20,971,200			
2000 A Debt Service Requirement						18,290,000			
2000 B-G Debt Service Requirement						17,748,000			
2003 A Debt Service Requirement						39,223,600			
2003 B Debt Service Requirement						136,895,200			
2003 C Debt Service Requirement						19,305,500			
2004 C Debt Service Requirement						14,880,100			
2005 A Debt Service Requirement						20,893,100			
2005 B Debt Service Requirement						1,563,300			
2005 C Debt Service Requirement						4,794,000			
2005 D Debt Service Requirement						10,774,200			
2009 A Debt Service Requirement						2,974,800			
2009 B Debt Service Requirement						1,647,000			
2009 C Debt Service Requirement						1,441,100			
2009 D Debt Service Requirement						1,441,100			
2009 E Debt Service Requirement						19,500,000			
2009 F Debt Service Requirement						101,942,500			
2009 G Debt Service Requirement						1,738,500			
2009 H Debt Service Requirement						15,193,400			
2009 I Debt Service Requirement						8,900,300			
2010 A Debt Service Requirement						131,387,000			
Total Debt Service						598,176,200			
(2) Estimated revenue includes toll revenue derived from the January 1, 2012 toll increase of 53% on the New Jersey Turnpike and 50% on the Garden State Parkway.									
(3) The estimated surplus will be transferred to the Supplemental Capital Fund in the General Reserve Fund.									

Schedule F									
NEW JERSEY TURNPIKE AUTHORITY									
Estimated Revenue Provision									
January 2012 through December 2012									
Month	Toll Revenue (1)	Revenue Enhancements (2)	E-ZPass Fees	Build America Bonds Subsidy	Concession Revenue	Income from Investments	Arts Center Revenue	Miscellaneous (3)	Total Revenue
January	\$ 96,470,000	\$ 2,400,000	\$ 3,178,500	\$ 6,805,400	\$ 2,599,000	\$ 1,120,000	\$ 393,500	\$ 736,500	\$ 113,702,900
February	\$ 94,976,000	\$ 2,400,000	\$ 3,083,300	\$ 6,805,400	\$ 2,190,000	\$ 1,133,000	\$ 393,600	\$ 736,500	\$ 111,717,800
March	\$ 111,507,000	\$ 2,400,000	\$ 3,403,100	\$ 6,805,400	\$ 2,111,000	\$ 1,234,000	\$ 393,500	\$ 736,500	\$ 128,590,500
April	\$ 112,559,000	\$ 2,400,000	\$ 3,145,700	\$ 6,805,400	\$ 2,490,000	\$ 1,227,000	\$ 304,700	\$ 736,500	\$ 129,668,300
May	\$ 118,021,000	\$ 2,400,000	\$ 3,251,600	\$ 6,805,400	\$ 2,895,000	\$ 1,240,000	\$ 304,700	\$ 736,500	\$ 136,664,200
June	\$ 120,387,000	\$ 2,500,000	\$ 3,349,700	\$ 6,805,400	\$ 3,224,000	\$ 1,237,000	\$ 304,700	\$ 736,500	\$ 138,544,300
July	\$ 126,683,000	\$ 2,400,000	\$ 3,377,000	\$ 6,805,500	\$ 4,075,000	\$ 1,278,000	\$ 304,700	\$ 736,500	\$ 145,657,700
August	\$ 123,848,000	\$ 2,400,000	\$ 3,570,600	\$ 6,805,400	\$ 3,744,000	\$ 1,291,000	\$ 304,700	\$ 736,500	\$ 142,700,200
September	\$ 116,815,000	\$ 2,400,000	\$ 3,366,200	\$ 6,805,400	\$ 3,575,000	\$ 1,247,000	\$ 304,700	\$ 736,500	\$ 135,249,800
October	\$ 116,216,000	\$ 2,400,000	\$ 3,139,500	\$ 6,805,400	\$ 2,601,000	\$ 1,302,000	\$ 38,400	\$ 736,500	\$ 133,240,800
November	\$ 109,980,000	\$ 2,400,000	\$ 3,025,600	\$ 6,805,400	\$ 2,608,000	\$ 1,269,000	\$ 38,400	\$ 736,500	\$ 126,862,900
December	\$ 104,792,000	\$ 2,500,000	\$ 3,009,200	\$ 6,805,500	\$ 2,588,000	\$ 1,341,000	\$ 38,400	\$ 736,500	\$ 121,810,600
	\$ 1,352,256,000	\$ 29,000,000	\$ 38,900,000	\$ 81,685,000	\$ 34,700,000	\$ 14,917,000	\$ 3,124,000	\$ 8,838,000	\$ 1,563,400,000
NOTES: (1) Toll Revenue includes estimated revenue derived from the January 1, 2012 toll increase of 53% on the New Jersey Turnpike and 50% on the Garden State Parkway.									
(2) Revenue Enhancements include the elimination of the off-peak discount for non-NJ E-Zpass customers effective July 1, 2011 and an increase in the violation administrative fee to \$50 effective October 17, 2011.									
(3) Miscellaneous Revenues include cellular tower rentals, park & ride facilities, rental income, towing fees, surplus property sales, billboard commissions, and easements.									

Schedule G			
NEW JERSEY TURNPIKE AUTHORITY			
Certificate required Under Section 713			
Turnpike Revenue Bond Resolution			
Fiscal Year Ending December 31, 2012			
The following are the appropriate calculations which indicate that the Net Revenue Requirement will be satisfied.			
Revenues (1)			\$ 1,563,400,000
Operating Expenses			475,500,000
Net Revenues			1,087,900,000
(i) Debt Service Requirements	598,176,200		
(i) Charges Fund	4,537,500		
(i) Maintenance Reserve	70,519,000		
(i) Special Project Reserve	35,965,000	709,197,700	
Excess Revenues		\$ 378,702,300	
Net Revenues		\$ 1,087,900,000	
(ii) "... 1.20 times Aggregate Debt Service"			
1.20 x 598,176,200		717,811,440	
Excess Revenues		\$ 370,088,560	
Debt Service Coverage		1.82	
The Revenue Requirement under section 713(b) of the Turnpike Revenue Bond Resolution states that in each calendar year Net Revenues shall at least equal the Net Revenue Requirements for such year. 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 Aggregate Debt Service, Maintenance Reserve Payments, Required State 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 puposes of clause (ii) only, any payment due and payable by the Authority under a Qualified Swap upon an early termination thereof)."			
(1) Estimated revenue includes toll revenue derived from the January 1, 2012 toll increase of 53% on the New Jersey Tumpike and 50% on the Garden State Parkway.			

On motion by Commissioner Hodes and seconded by Vice Chairman Gravino, the Authority unanimously approved items number 427-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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CAPITAL BUDGET PRESENTATION

Chief Engineer Richard Raczynski presented a capital budget presentation. Raczynski presented the ten (10) year Capital Plan Status Report. Since January of 2009 eight-seven (87) construction contracts were awarded in an amount of \$2.2 billion dollars. There are fifty-six (56) projects currently in the design phase. In addition, 47% of Capital Program Funds are committed. Raczynski reviewed the work in progress and the projects planned over the next two (2) years.

Treasurer DuPont asked if the Authority has considered solar panels in an effort to save money and generate energy. Raczynski stated that the overflow commuter lot at MP 116 at the Arts Center has been reviewed for a solar panel site. Also, the Authority is looking into using LED roadway lighting on the northern portion of the Turnpike to save electricity.

Commissioner Pocino indicated that the projects the Authority undertakes provide the

motoring public and the State with benefits. The significance and impact that this Authority has made on this economy is tremendous. Pocino stated that the state's economy is not in good shape and he did not want to think about where it would be without all of the jobs being created by the Turnpike Authority. In the building and construction trades alone there is 30-40% unemployment, even with the Capital Program moving forward. Commissioner Pocino commended Raczynski and his staff for delivering a Capital Program in a smooth and seamless way. Pocino stated that the program has a great benefit to the economy.

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PUBLIC COMMENT

Chairman Simpson opened the floor to public comment on matters relating to the current agenda and all other matters. There were no public speakers.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item 396-12-2011. Moved is the item as follows:

396-12-2011

Human Resources Director Garrity submitted the **Personnel Agenda**, dated December 14, 2011, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

On motion by Vice Chairman Gravino and seconded by Commissioner 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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LAW

Acting Director of Law Philip Espinosa requested approval of items 397-12-2011 through 399-12-2011. Moved as a group those items are as follows:

397-12-2011

In a memorandum dated November 17, 2011, **Authorization for the Executive Director to Execute a Utility Easement and Right-of-Way Agreement and Any other Documents Deemed Necessary with Each of Two Interstate Petroleum Pipelines (Sunoco Pipeline, LP and Colonial Pipeline Company) to facilitate and Effectuate the Relocation of Each Company's Pipeline Required for the New Jersey Turnpike Interchange 6 to 9 Widening Program, Project No.: 39018001**, was approved.

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

As previously submitted to the Authority's Commissioners, the Widening Program necessitates the relocation of three intrastate pipelines that run parallel to the New Jersey Turnpike (also referred to as "Longitudinal Utilities"). Two of these Longitudinal Utilities are Sunoco Pipeline, LP (Sunoco) and Colonial Pipeline Company (Colonial).¹ In furtherance of the

¹ Transcontinental Gas Pipeline Company LLC is the third pipeline company. Authorization to execute a similar Right-of- Way and Utility Easement agreement was previously obtained from the Authority's Commissioners under agenda item no. 127-04-2011.

Widening Program, approximately 2.7 miles of Sunoco's pipeline and 11.0 miles of Colonial's pipeline was required to be removed and relocated, which collectively resulted in the installation of approximately 16.3 miles of pipeline in Burlington, Mercer and Middlesex Counties. As a result, both Sunoco and Colonial are seeking replacement easements for their new pipeline and appurtenant facilities. These relocations will have affected both property owned by the Authority as well as private properties. The underlying purchase of these easement and/or property interests from private property owners have been approved under separate agenda items and the easements have been or will be acquired. The Authority seeks Commission approval to transfer those easement rights to Sunoco and Colonial as appropriate for their relocated pipeline and facilities. Additionally, authority is sought for the Authority to execute Right-of-Way and Utility Easement Agreements with Sunoco and Colonial, respectively, to memorialize the property interests being transferred to each pipeline that will exist in the Turnpike right-of-way.

Based on the foregoing, it is requested that the Authority's Commissioners authorize and direct the Executive Director, with the assistance of the Authority's Law and Engineering Departments and in consultation with outside counsel (DeCotiis, FitzPatrick & Cole, LLP), to execute any and all documents necessary to effectuate the conveyance of the easement interests necessary for the relocation of the Sunoco and Colonial's pipelines necessitated by the Widening Program.

398-12-2011

In a memorandum dated November 17, 2011, **Authorization for the Executive Director to Execute Any and All Documents Required for the Transfer of Three (3) Access Easements to New Jersey Transit (NJT) Relative to the Construction of Turnpike Interchange 15X Turnpike Right-of-Way Section 7, Township of Secaucus, County of Hudson, (1) Turnpike Right-of-Way (Formerly Portion of Block 7, Lots 5 & 6) (New Jersey Transit Parcels 1A and 1B), (2) Portion of Turnpike Right-of-Way West of NJT Main Line Tracks (New Jersey Transit Parcel 2), (3) Portion of Turnpike Right-of-Way West of NJT Main Line Tracks (New Jersey Transit Parcel 4)**, was approved.

In July 2001, authorization was obtained from the Authority's Commissioners to enter into an agreement with New Jersey Transit, among others, for the construction of what is now referred to as the Frank Lautenberg Secaucus Junction Station, Interchange 15X (formerly referred to as Secaucus Interchange) and other related transportation improvements in the area (the "Agreement") (See Agenda Item No. 17901). At that time, the design of Interchange 15X was still in its planning stages and although the Agreement contemplated that NJT would transfer to the Authority certain property interests, it did not specifically identify property interests that were ultimately determined to be required by the NJT from the Authority. Once the design of all of the improvements was finalized and as construction has been completed, it has been determined that NJT requires four access easements from the Authority as follows: (1) Turnpike Right-of-Way (Formerly Portion of Block 7, Lots 5 & 6) (New Jersey Transit Parcels 1A and 1B), 0.25 acres $\pm$ (10,854 square feet); (2) Portion of Turnpike Right-of-Way West of NJT Main Line Tracks (New Jersey Transit Parcel 2), 0.35 acres $\pm$ (15,225 square feet); and (3) Portion of Turnpike Right-of-Way West of NJT Main Line Tracks (New Jersey Transit Parcel 4), 0.32 acres $\pm$ (13,987 square feet). Because of the collective and cooperative nature of the transportation improvements in this area between NJT and the Authority among others, no further consideration beyond that contained in the Agreement was contemplated to be exchanged between the parties.

Based on the foregoing, it is requested that the Authority's Commissioners authorize and direct the Executive Director, with the assistance of the Authority's Law and Engineering Departments and in consultation with outside counsel (Wilentz, Goldman and Spitzer, PA), to execute any and all documents necessary to effectuate the conveyance of the above access easements to NJT.

399-12-2011

In a memorandum dated November 17, 2011, **an Informational Item Only for Contract No. 100.137 Bridge Deck Reconstruction, etc. - Access to Property Owned by Norfolk Southern Corporation**, was approved.

As a clarification to the recently approved lease agreement under Agenda Item No. 324-09-2011, this informational item serves to advise the Authority's Commissioners that although the substantive aspects of the previous submitted lease agreement have not changed, the form of the agreement for access for the Authority's Contractor will be a license as opposed to a lease as that is a more appropriate legal instrument for the required activities. Additionally, the contractor, Conti Enterprises, Inc. will also be a party to the agreement.

On motion by Vice Chairman Gravino and seconded by Treasurer DuPont, the Authority unanimously approved items number 397-12-2011 through 399-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ENGINEERING

Chief Engineer Richard Raczynski requested approval of item number 400-12-2011 through 417-12-2011.

Chairman Simpson commented on item 412-12-2011. He asked Raczynski to provide at a later date an explanation of how the rating criterion -- the approach to the project -- is evaluated by members of the selection committee for this contract.

Moved is the items as follows:

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AWARD OF CONTRACTS

400-12-2011

In a document dated November 23, 2011, **a Recommendation to Award Contract No. P100.203 for the Garden State Parkway to IEW Construction Group, Inc. for Bridge Repairs and Resurfacing, Milepost 0 to 126, Maintenance Reserve Fund No. 03020001 and Ten Year Capital Program Fund No. 39001010, in the amount of \$6,260,053.02**, was approved.

This is the first of two Parkway bridge repair contracts to be awarded for the 2012 construction season, concentrated in the southern sector of the Parkway between Milepost 0 and 126. The work generally involves selective replacement of complete deck panels, parapet replacement, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface and miscellaneous superstructure and substructure repairs.

Five bid proposals were received on November 22, 2011 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$6,260,053.02, may be compared to the second low bid proposal in the amount of \$6,335,808.00. IEW Construction Group, Inc. has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P100.203 be awarded to the low bidder, IEW Construction Group, Inc. of Trenton, New Jersey, in the amount of \$6,260,053.02, allocated as follows: Fund 39001010 - \$1,122,053.02 and Fund 03020001 - \$5,138,000.00 in 2012. 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 were procured and authorization is being sought to award this contract 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 General Consultant, HNTB Corporation, concurs with this recommendation.

401-12-2011

In a document dated November 21, 2011, **Recommendation to Award Contract No. T100.207 for the New Jersey Turnpike to D'Annunzio & Sons, Inc. for Bridge Deck Repairs and Resurfacing, Milepost 83 to 122 and the Newark Bay-Hudson County Extension, Maintenance Reserve Fund No. 03010001 and Ten Year Capital Program Fund No. 39001010, in the amount of \$12,117,000.00**, was approved.

This is the first of two Turnpike repair contracts to be awarded for the 2012 construction season, focusing only on bridge deck repairs concentrated in the northern sector of the Turnpike. The work generally involves selective replacement of complete deck panels, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface and related incidental items.

Four bid proposals were received on November 16, 2011 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$12,117,000.00, may be compared to the second low bid proposal in the amount of \$13,547,420.00. The low bid is about 12% below the second low bid. A post-bid meeting was conducted with D'Annunzio & Sons, Inc. (DAS) based on the difference in total price and select unit prices between DAS and the next two low bidders to ensure DAS understands the scope and schedule of the contract and is comfortable with the total price bid. DAS confirmed their understanding of the contract scope and schedule and adequacy of the total price bid. D'Annunzio & Sons, Inc. has previously performed similar bridge repair work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T100.207 be awarded to the low bidder, D'Annunzio & Sons, Inc. of Clark, New Jersey, in the amount of \$12,117,000.00, allocated as follows: Fund 39001010 - \$4,739,500, Fund 03010001 - \$7,000,000 in 2012 and \$377,500 in 2013. 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 were procured and authorization is being sought to award this contract 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 General Consultant, HNTB Corporation, concurs with this recommendation.

402-12-2011

In a document dated November 30, 2011, **a Recommendation to Award Contract No. P200.238 for the Garden State Parkway to Joseph DeFino Trucking Co., Inc./dba Defino Contracting Co. for Pavement Restoration and Miscellaneous Improvements at Various Service Areas, Milepost 0 to 172.4, Ten Year Capital Program Fund No. 39005013, in the amount of \$4,747,000.00**, was approved.

This contract will provide for pavement removal and resurfacing with Hot Mix Asphalt Pavement at various service areas along the Garden State Parkway from Milepost 0 to 172.4 and other related miscellaneous work. All work is expected to be completed in 2012.

Eight bid proposals were received on November 28, 2011 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$4,747,000.00, may be compared to the second low bid proposal in the amount of \$5,222,000.00. Joseph DeFino Trucking Co., Inc. has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P200.238 be awarded to the low bidder, Joseph DeFino Trucking Co., Inc. of Cliffwood Beach, New Jersey, in the amount of \$4,747,000.00. 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 were procured and authorization is being sought to award this contract 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 General Consultant, HNTB Corporation, concurs with this recommendation.

403-12-2011

In a document dated November 30, 2011, **a Recommendation to Award Contract No. P300.202 for the Garden State Parkway to J. Fletcher Creamer & Son, Inc. & Joseph M. Sanzari, Inc., a Joint Venture for Roadway Improvements at Interchanges 154 and 155P, Grading, Paving, Lighting and Retaining Walls, Ten Year Capital Program Fund No. 39003035, in the amount of \$8,529,005.50,** was approved.

This contract includes the addition of a dedicated acceleration lane along the Garden State Parkway southbound from Route 46 westbound and improvements to the acceleration lane along the Garden State Parkway southbound from the entrance ramps from Route 19, including the construction of a median barrier between the northbound and southbound lanes of the Garden State Parkway, retaining walls, and drainage improvements. The project also includes the rehabilitation of an existing crib wall at the base of Interchange 154 northbound toll plaza, maintenance and protection of traffic, and other miscellaneous work necessary and incidental to the completion of the project. All work under this construction contract is expected to be performed between February 2012 and September 2013.

Six bid proposals were received on November 29, 2011 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$8,529,005.50, may be compared to the second low bid proposal in the amount of \$8,592,607.24. J. Fletcher Creamer & Son, Inc. & Joseph M. Sanzari, Inc., a Joint Venture has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P300.202 be awarded to the low bidder, J. Fletcher Creamer & Son, Inc. & Joseph M. Sanzari, Inc., a Joint Venture of Hackensack, New Jersey, in the amount of \$8,529,005.50. 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 were procured and authorization is being sought to award this contract 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 General Consultant, HNTB Corporation, concurs with this recommendation.

404-12-2011

In a document dated November 23, 2011, **a Recommendation to Award Contract No. P300.213 for the Garden State Parkway to Tilcon New York, Inc. for Roadway Improvements at Interchanges 157 and 161, Grading, Paving and Lighting, Ten Year Capital Program Fund No. 39003035, in the amount of \$1,978,582.00,** was approved.

This contract includes the construction of an auxiliary lane and shoulder along Route 46 westbound from the southbound exit ramp from the Garden State Parkway (Ramp SBX) and widening of Ramp SBX to meet current design standards, including drainage improvements and

signing. The project also includes the replacement of existing utility pole mounted lighting with NJTA standard lighting facilities at Interchange 161, maintenance and protection of traffic, and other miscellaneous work necessary and incidental to the completion of the project. All work under this construction contract is expected to be performed between February 2012 and December 2012.

Five bid proposals were received on November 23, 2011 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$1,978,582.00, may be compared to the second low bid proposal in the amount of \$2,183,659.25. Tilcon New York, Inc. has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P300.213 be awarded to the low bidder, Tilcon New York, Inc. of Wharton, New Jersey, in the amount of \$1,978,582.00. 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 were procured and authorization is being sought to award this contract 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 General Consultant, HNTB Corporation, concurs with this recommendation.

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FINAL ACCEPTANCE

405-12-2011

In a document dated November 16, 2011, **a Recommendation for Final Acceptance, Contract T100.115 to Kyle Conti Construction, LLC for Delaware River Turnpike Bridge, Truss Gusset Plate Retrofit of Structure No. P0.00, Supplemental Capital Fund No. 08017025, in the amount due to contractor of \$51,218.28,** was approved.

This contract involved retrofit of the existing bridge truss, gusset plate connections by replacing rivets with high strength bolts, stiffening and strengthening of gusset plates with supplementary steel work, repair of miscellaneous stringer ends and roadway light standards, and the testing of selected extracted rivets. Maintenance and protection of traffic was required both on and below the structure, along with railroad and local municipality coordination, and the protection of a peregrine falcon currently residing on Structure No. P0.00, located in Burlington Township, Burlington County New Jersey and Bristol Township, Bucks County Pennsylvania in the total amount of \$3,080,000.00.

During the course of the contract, there were two Change Orders for a total increase of \$155,903.06 adjusting the final total amount of this contract to \$3,235,903.06.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer's Final Certification, Maintenance Bond, Affidavit of Prevailing Wage and the Final Payment Certificate (18F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Law Department advises that there are no liens outstanding against the Contractor.

We concur and recommend that Contract T100.115 be accepted, and that final payment in the amount of \$51,218.28 be made to the Contractor.

406-12-2011

In a document dated November 23, 2011, **a Recommendation for Final Acceptance, Contract A200.180 to Consolidated Steel & Aluminum Fence Co., Inc. for Turnpike and Parkway Right of Way and Security Fencing, Ten Year Capital Program Fund No. 39020016,**

in the amount due to the contractor of \$31,361.69, was approved.

This contract involved Turnpike and Parkway Right-of-Way and Security Fencing along the Parkway from Mile 142 to 153 in Essex County New Jersey, as well as installing a gate at Bond Street under the Turnpike in Elizabeth, Union County and fencing along Ramp X off Exit 15E of the Turnpike in Newark, Essex County which involved installation, repair and replacement of Right-of-Way and Security fencing in the total amount of \$1,959,580.00.

During the course of the contract, there was one Change Order for a total decrease of \$16,742.65 adjusting the final total amount of this contract to \$1,942,837.35.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer's Final Certification, Maintenance Bond, Affidavit of Prevailing Wage and the Final Payment Certificate (9F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Law Department advises that there are no liens outstanding against the Contractor.

We concur and recommend that Contract A200.180 be accepted, and that final payment in the amount of \$31,361.69 be made to the Contractor.

407-12-2011

In a document dated November 23, 2011, **a Recommendation for Final Acceptance, Contract R-1487 to D'Annunzio & Sons, Inc. for Interchange No. 12 Final Improvements, 2009 Subordinated Notes 30378106, in an amount due to the contractor of \$200,000.00**, was approved.

This contract involved the reconstruction of the existing Interchange 12 toll plaza, access ramps connecting the new interchange and local roadways including Roosevelt Avenue and Industrial Highway, and reconstruction of approximately 4,000 linear feet of these and other local roadways. Special features of the project include: a new 2,000' long "flyover" structure supporting a grade-separated entry from Roosevelt Avenue to the new toll plaza, a new local access U-Turn roadway requiring modification and support of the east abutment of the existing Roosevelt Avenue overpass of the NJ Turnpike mainline, major drainage structures and culverts, major utility relocations including contractor construction of new water and sanitary sewer facilities, and retaining walls. Electrical construction includes two new signalized intersections, modifications to a third intersection, temporary signalization for construction staging at two intersections, overhead lighting for local streets, access ramps and the toll plaza, and toll plaza related power and communications features. Modifications to the grading, paving and layout of several private properties are included within the Authority's contractor's scope of services. The project also includes complex staging for maintaining traffic during the reconstruction of Roosevelt Avenue and the construction of the "flyover" structure, all in the Borough of Carteret, Middlesex County in the total amount of \$70,547,000.00.

During the course of the contract, there were 17 Change Orders for a total increase of \$9,803,064.81, adjusting the final total amount of this contract to \$80,350,064.81.

The Certification and Recommendation for Final Acceptance has been executed by the Engineers, the General Consultants and the Chief Engineer.

All required contract documents including the Engineer's Final Certification, Maintenance Bond Waiver Memo, Affidavit of Prevailing Wage and the Final Payment Certificate (84F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Law Department advises that there are no liens outstanding against the Contractor.

We concur and recommend that Contract R-1487 be accepted, and that final payment in the amount of \$200,000.00 be made to the Contractor.

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ORDER FOR PROFESSIONAL SERVICES (OPS)

408-12-2011

In a document dated November 18, 2011, **a Recommendation to Issue Order for Professional Services No. P3339 for the Garden State Parkway to Dewberry-Goodkind, Inc. for Design Services for GSP Interchange 163 Improvements, Milepost 162.7 to 163.7, Ten Year Capital Program Fund No. 39003035, in an amount of \$6,720,000.00**, was approved.

The work to be performed under the referenced Order for Professional Services (OPS) will consist of professional services required for comprehensive preliminary and final engineering services to improve operations and safety associated with traffic backups onto the Parkway mainline at the exiting ramps to State Route 17 at existing Interchange 163 located in Bergen County, NJ and other related work defined in the RFEOI's Scope of Services.

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. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and 33 engineering firms were prequalified and eligible under Profile Codes: A250 – Fully Controlled Access Highways; A252 – Complex Interchanges; C190 – Preparation of EIS and EA's; and D491 – Transportation Planning: Alternative Analyses. Twelve firms submitted EOIs by the closing date of August 10, 2011.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking: 1) Dewberry-Goodkind, Inc.; 2) Stantec Consulting Services, Inc.; and 3) Boswell Engineering. These three firms were requested to submit Technical and sealed Fee Proposals. The Committee reviewed and evaluated each firm's Technical Proposal and determined that presentations were necessary by the top two firms. Subsequent to the presentations, final scoring resulted in Dewberry-Goodkind, Inc. being the highest technically ranked firm. The fee submitted has been reviewed, negotiated, and is considered to be fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3339 be issued to the firm of Dewberry-Goodkind, Inc. of Bloomfield, New Jersey, not to exceed the amount of \$6,720,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.36, based on a 10% allowance for profit and an overhead rate of 115%, the firm's overhead rate as determined by Federal Audit Regulation procedure, 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).

409-12-2011

In a document dated November 18, 2011, **a Recommendation to Ratify Approval of the 2012 Main Bridge Inspection Program – Part A Order for Professional Services No. A3353 to HNTB Corporation for 2011 – 2015 Main Bridge Inspection Program – Part A, Special Project Reserve Fund No. 04010018, in an amount of \$3,000,000.00**, was approved.

Order for Professional Services No. A3353 was issued to HNTB Corporation at the December 2010 Commission Meeting, not to exceed the amount of \$11,800,000.00, to provide for professional engineering services associated with the 2011 – 2015 Turnpike Main Bridge Inspection Program – Part A. An amount of \$2,420,000.00 was authorized for the 2011 Main Bridge Inspection Program – Part A services, with the years 2012 – 2015 bridge inspection services scope and fee to be negotiated annually, subject to approval by the Chief Engineer.

The 2012 scope of services includes the biennial inspection of five Turnpike major bridges, including Structure No. P0.00 – Delaware River Turnpike Bridge, to comply with the federally mandated National Bridge Inspection Standards (NBIS); submittal of biennial major bridge inspection reports; Bridge Prioritization System and FHWA Structure Inventory and Appraisal updates; preparation of system-wide Turnpike and Parkway annual program summary reports; cursory inspection of Turnpike and Parkway major bridges during their non-NBIS cycle; quality overview of the Authority's bridge inspection consultants; management of the Authority's Bridge Inspect Collector and Management System; preparation of Load and Resistance Factor Ratings for five Turnpike major bridges; miscellaneous and specialized inspection and related design assignments; and other required services. HNTB Corporation submitted the 2012 scope and fee for these services in the total amount of \$3,000,000.00 which is considered fair and reasonable for the services to be provided and has been approved by the Chief Engineer.

It is, therefore, recommended that the approval of the 2012 Main Bridge Inspection Program – Part A of Order for Professional Services No. A3353 be ratified in the amount of \$3,000,000.00, allocated as follows: \$2,800,000.00 in 2012 and \$200,000.00 in 2013. In keeping with current cost-sharing agreements, the Pennsylvania Turnpike Commission will reimburse the New Jersey Turnpike Authority for one-half of the total costs incurred for inspection of Structure No. P0.00 – Delaware River Turnpike Bridge, which is estimated at \$127,000.00. Ratification of the Chief Engineer's approval of HNTB Corporation's proposed scope and fee will provide for reimbursement of all services associated with the 2012 Main Bridge Inspection Program – Part A. The addition of this amount increases the total authorized fee from \$2,420,000.00 to \$5,420,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1 et seq. and N.J.S.A. 19:9-2.8.

410-12-2011

In a document dated November 23, 2011, a Recommendation to Issue Order for Professional Services No. P3379 to Arora and Associates, P.C. for Engineering Services for the 2012 New Jersey Turnpike Authority Bridge Inspection Program, Garden State Parkway-North, Milepost 149 to 172 (Area 1) and Garden State Parkway-South, Milepost 96 to 123 (Area 3), Special Project Reserve Fund No. 04010018, in an amount of \$1,530,000.00, was approved.

This OPS will provide engineering services for annual bridge inspections on the Garden State Parkway, which include inspection of 115 bridges in the northern portion of the Garden State Parkway and 120 bridges in the southern portion of the Garden State Parkway. The OPS includes FHWA Structure Inventory and Appraisal (SI&A) form updates, New Jersey Turnpike Authority's Bridge Prioritization System inspections and data collection, and preparation of LRFR load ratings.

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 34 engineering firms were prequalified and eligible under Profile Code D280C – Bridges, NBIS Program, Complex. Ten firms submitted EOIs by the closing date of October 25, 2011.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) Arora and Associates, P.C.; 2) WSP-Sells, Inc.; and 3) Pennoni Associates, Inc. The fee submitted by Arora and Associates, P.C. 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. P3379 be issued to the firm of Arora and Associates, P.C. of Lawrenceville, New Jersey, not to exceed the amount

of \$1,530,000.00, allocated as follows: \$1,330,000.00 in 2012 and \$200,000.00 in 2013. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.72, based on a 10% allowance for profit and an overhead rate of 147.5% or, the firm's overhead rate as determined by Federal Audit Regulation (FAR) procedure, whichever is less, 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).

411-12-2011

In a document dated November 21, 2011, **a Recommendation to Issue Order for Professional Services No. P3402 for the Garden State Parkway to Cherry Weber & Associates, P.C. for Design Services for Bridge Repairs and Resurfacing for Contract No. P100.230, Milepost 0 to 126 and Contract No. P100.231, Milepost 126 to 172, Maintenance Reserve Fund No. 03020001, in an amount of \$1,851,000.00,** was approved.

This OPS will provide for the inspection, condition evaluation and preparation of contract documents for the two annual bridge repair contracts on the Parkway.

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 60 engineering firms were prequalified and eligible under Profile Codes A092 – Bridges: Miscellaneous Repairs and A093 – Bridges: Deck Replacement and Rehabilitation. Six firms submitted EOIs by the closing date of October 31, 2011.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) Cherry Weber & Associates, P.C., 2) Arora & Associates, P.C., and 3) TranSystems Corporation. The fee submitted by Cherry Weber & Associates, 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. P3402 be issued to the firm of Cherry Weber & Associates, P.C. of Freehold, New Jersey, not to exceed the amount of \$1,851,000.00, allocated as follows: \$1,565,000.00 in 2012 and \$286,000.00 in 2013. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.42, based on a 10% allowance for profit and an overhead rate of 120.1% or, the firm's overhead rate as determined by Federal Audit Regulation (FAR) procedure, whichever is less, 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).

412-12-2011

In a document dated November 17, 2011, **a Recommendation to Issue Order for Professional Services No. A3419 for the Garden State Parkway and New Jersey Turnpike to Churchill Consulting Engineers for Supervision of Construction Services for Contract No. P200.238, Pavement Restoration and Miscellaneous Improvements at Various Service**

Areas, Milepost 0 to 172.4 and Contract No. T200.242 for Resurfacing of Various Service Areas, Milepost 0 to 118, Ten Year Capital Program Fund No. 39005013, in an amount of \$1,300,000.00, was approved.

This Order for Professional Services provides for construction supervision of the referenced contracts, which consist of pavement restoration and resurfacing of various service areas along the Garden State Parkway and New Jersey Turnpike.

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 56 engineering firms were prequalified and eligible under Profile Codes B153 – Roadway Construction Inspection and B154 – Roadway Resurfacing Inspection. Seven firms submitted EOIs by the closing date of October 24, 2011.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) Churchill Consulting Engineers; 2) Johnson, Mirmiran & Thompson; and 3) Urban Engineers, Inc. The fee submitted by Churchill Consulting Engineers 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. A3419 be issued to the firm of Churchill Consulting Engineers of Berlin, New Jersey, not to exceed the amount of \$1,300,000.00. 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).

413-12-2011

In a document dated November 21, 2011, a Recommendation to Issue Order for Professional Services No. P3424 for the Garden State Parkway to Gannett Fleming, Inc. for Supervision of Construction Services for Contract No. P100.203, Bridge Repairs and Resurfacing, Milepost 0 to 126 and Contract No. P100.204, Bridge Deck Repairs and Resurfacing, Milepost 126 to 172, Maintenance Reserve Fund No. 03020001, in an amount of \$1,638,500.00, was approved.

This Order for Professional Services provides for construction supervision of the referenced contracts. These bridge repair contracts for the 2012 construction season generally involve selective replacement of complete deck panels, parapet replacement, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface and miscellaneous superstructure and substructure repairs.

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 63 engineering firms were prequalified and eligible under Profile Codes B156 – Bridge Repair Inspection and B157 – Bridge Deck Repair/Replacement Inspection. Four firms submitted EOIs by the closing date of October 31, 2011.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) Gannett Fleming, Inc.; 2) Greenman-Pedersen, Inc.; and 3) STV Incorporated. The fee submitted by Gannett Fleming,

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. P3424 be issued to the firm of Gannett Fleming, Inc. of Mount Laurel, New Jersey, not to exceed the amount of \$1,638,500.00, allocated as follows: \$1,500,000.00 in 2012 and \$138,500.00 in 2013. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.25 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).

414-12-2011

In a document dated November 18, 2011, **a Recommendation to Issue Order for Professional Services No. T3426 for the New Jersey Turnpike to Stone & Webster, Inc. for Supervision of Construction Services for Contract No. T100.207, Bridge Deck Repairs and Resurfacing, Milepost 83 to 122 and the Newark Bay-Hudson County Extension, Maintenance Reserve Fund No. 03010001 and Ten Year Capital Program Fund No. 39001010, in an amount of \$1,630,000.00,** was approved.

This Order for Professional Services provides for construction supervision. This is the first of two Turnpike repair contracts to be awarded for the 2012 construction season, involving bridge deck repairs in the northern sector of the Turnpike. The work generally involves selective replacement of complete deck panels, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface and related incidental items.

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 (EOI) was posted on the Authority's website and 63 engineering firms were prequalified and eligible under Profile Codes B156 – Bridge Repair Inspection and B157 – Bridge Deck Repair/Replacement Inspection. Three firms submitted EOIs by the closing date of October 26, 2011.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three firms. The firms in the order of ranking are: 1) Stone & Webster, Inc.; 2) STV Incorporated; and 3) Greenman-Pederson, Inc. The fee submitted by Stone & Webster, 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. T3426 be issued to the firm of Stone & Webster, Inc. of Trenton, New Jersey, not to exceed the amount of \$1,630,000.00, allocated as follows: Fund 03010001 - \$960,000.00 in 2012 and \$30,000.00 in 2013, and Fund 39001010 - \$640,000.00. 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).

415-12-2011

In a document dated November 18, 2011, **a Recommendation to Issue Supplement B to Order for Professional Services No. T3111 for the New Jersey Turnpike to PB Americas, Inc. for Interchange 6 – 9 Widening Program, Section No. 1, Design Engineer, Ten Year Capital Program Fund No. 39018001, in amount of \$1,850,000.00**, was approved.

This Order for Professional Services was issued at the November 2007 Commission Meeting in the amount of \$22,300,000.00 to provide final design and preparation of contract documents and other ancillary activities and services required for the Final Design of Section No. 1.

Supplement A, in the amount of \$2,200,000.00, provided for assisting in the development of a protocol for the quantification and handling of acid producing soil, design efforts for retaining walls to minimize environmental and right-of-way impacts, and additional coordination with Colonial Pipeline Company, Sunoco Pipeline L.P. and Transcontinental Gas Pipe Line Corporation. Also included in this Supplement are additional environmental efforts due to the following: (1) revised Soil Conservation District permit submission criteria, (2) preparation of DEP permit modification plans to address DEP's unanticipated requirement for basins to be designed to accommodate a potential clay liner failure, and (3) redesign of stormwater management features necessitated by the requirement to expedite permit documentation for a Program wide submission to DEP.

Supplement B will compensate PB Americas, Inc. for additional post design services that could not have been anticipated at the time Supplement A was issued. These additional services include extensive shop drawing and contractor 'Requests for Information' reviews for items such as deviations from the contract documents to facilitate construction due to unforeseen field conditions and fabrication/installation issues. The Authority will be seeking reimbursement from the contractor for design effort expended due to contractor errors.

PB Americas, Inc. submitted a proposal in the amount of \$1,850,000.00 to provide the required services. The proposal has been reviewed, negotiated, and is considered fair and reasonable for the services to be provided.

It is, therefore, recommended that Supplement B to Order for Professional Services No. T3111 be issued to PB Americas, Inc., not to exceed the amount of \$1,850,000.00, with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$24,500,000.00 to \$26,350,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8.

416-12-2011

In a document dated November 23, 2011, **a Recommendation to Issue Supplement A to Order for Professional Services No. T3254 for the New Jersey Turnpike to Jacobs Engineering Group, Inc. for Design and Environmental Permitting for Improvements at Interchange 9, Ten Year Capital Program Fund No. 39003035, in an amount of Supplement A of \$1,397,000.00**, was approved.

This Order for Professional Services was issued at the August 2009 Commission Meeting in the amount of \$3,090,000.00 to provide engineering services associated with preliminary and final design, environmental permitting, preparation of contract documents, and other ancillary activities and services required for the final design to undertake improvements at Interchange 9.

Supplement A will compensate Jacobs for additional design services required for various out of scope tasks. These tasks include additional design efforts for the realignment and reconstruction of Route 18 northbound and southbound. This realignment is necessary to provide the needed capacity along Route 18 to accommodate the anticipated increases in traffic volumes and the need to widen the Turnpike entrance ramp from Route 18 southbound to two lanes. By

shifting Route 18 approximately 60 feet to the east impacts to adjacent residences are avoided. Additional unanticipated design efforts pertain to the widening of the Route 18/Naricon Place Bridge over Turnpike Ramp TW, the need for a new utility support structure to carry Verizon facilities over Ramps WT/TE, and the installation of six new overhead sign structures along Route 18. Other out of scope tasks include additional traffic analyses to incorporate the adjacent Route 18/Route 1 Interchange into the simulation models; the development and analysis of additional improvement alternatives; detailed coordination efforts during the preliminary design with NJDOT, East Brunswick Township and Middlesex County and the design of three additional retaining walls.

Jacobs Engineering Group, Inc. submitted a proposal in the amount of \$1,397,000.00 to provide the required services. The proposal has been reviewed, negotiated, and is considered fair and reasonable for the services to be provided.

It is, therefore, recommended that Supplement A to Order for Professional Services No. T3254 be issued to Jacobs Engineering Group, Inc., not to exceed the amount of \$1,397,000.00, with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$3,090,000.00 to \$4,487,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8.

On motion by Treasurer DuPont and seconded by Commissioner Becht, the Authority unanimously approved items number 408-12-2011 through 416-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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**ACKNOWLEDGE REPORTS OF
ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY**

417-12-2011

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

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

The Authority unanimously accepted the reports contained in item 417-12-2011 and received same for file.

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PURCHASING

Director of Purchasing Andrea Ward requested approval of item numbers 418-12-2011 through 424-12-2011. Moved as a group those items are as follows:

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PUBLIC BIDS SOLICITATIONS

418-12-2011

In a document dated December 2, 2011, **a Recommendation for the On-Line Distribution of Accident and Incident Reporting to Appris Inc., Louisville, KY, RM-1013, in an estimated return to the Authority of \$52,650.00**, was approved.

Authorization is requested to award a one-year contract for On Line Distribution of Accident and Incident Reporting Services for the Operations Department. Following each accident on the Authority's roadways, State Police (Troop D) transmits the reports to the Operations Department. The Operations Department currently processes report requests manually, charging, as permitted under N.J.S.A. 39:4-131, an administrative fee of \$5.00 per

report plus the duplication fees permitted under the Open Public Records Act, N.J.S.A. 47:1A-5b (currently 5 cents per letter size page and 7 cents per legal size page). Under the proposed contract for On Line Distribution of Accident and Incident Reporting Services, the Operations Department will forward such reports electronically to the vendor for distribution to requesting customers, resulting in a reduction to staff workloads.

Bidders were required quote a unit price for distributing 15,000 reports per year, based on current estimates, with a portion of the fee charged to customers to be remitted to the Authority to offset its administrative costs. Bidders were required to state the amount to be charged to customers, which could not exceed the administrative fee of \$5.00 per report plus per page fees permitted under current State law. The basis of award is the highest revenue return to the Authority.

The bid was fully advertised and the five vendors listed in the Authority's database for the referenced service were notified of the procurement and permitted to pre-qualify for technical sufficiency. Four vendors were prequalified. On October 7, 2011, three bids were received. Bid results are as follows:

<u>Bidder</u>	<u>Annual Return/ (Per Copy Remittance to Authority)</u>
Appriss, Inc., Louisville, KY	\$52,650.00/\$3.51
Police Reports. US LLC, Mooresville, NC	\$30,000.00/\$2.00

Non Compliance:

A third bid was received by Docview, LLC, Lansing, MI. This bidder proposed a return to the Authority in the amount of \$150,000 however this was based on charging the customers a fee of \$15.00 per report. Docview, LLC's bid is contrary to N.J.S.A. 39:4-131 and the No. 11 of the Specifications which clearly state that "vendor cannot charge the customer more than \$5.00 per ... report..." Therefore, Docview LLC's bid is rejected.

Appriss, Inc., the bidder which will provide the highest revenue return to the Authority, states that it will charge customers \$5.00 per report, plus 5 cents per mailed letter size and 7 cents per mailed legal size page, in accordance with applicable State law. Appriss, Inc. will also offer customers the option to receive reports electronically at a cost of \$5.00 per report with no per page fee.

Bids were procured, and authorization is being sought to award this contract 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). This award is also 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 to Appriss, Inc. for the On Line Distribution of Accident and Incident Reporting Services.

419-12-2011

In a document dated December 5, 2011, **a Recommendation for Uniform Rental with Cleaning Services to Cleaning Rental Services, Inc., RM-89571, in an amount of \$146,467.60 plus \$33,000.00 (Contract No. 567)**, was approved.

Authorization is requested to award a two-year contract for Uniform Rental and Cleaning Services for the Maintenance Department. [The Authority is required to provide the services for Turnpike Maintenance personnel under existing union contracts.] Bidders were required to quote unit and total costs for cleaning 20 items of uniforms and accessories, including shirts, pants,

coveralls and safety vests. The bid was fully advertised and the five vendors listed in the Authority's database for the referenced service were notified of the procurement. Actual unit prices can be obtained in the Purchasing Department. On November 10, 2011, four bids were received. Bid results are as follows:

<u>Bidder</u>	<u>Total Price</u>	<u>Two Years</u>
Clean Rental Services, Inc., Philadelphia**	\$73,233.80	\$146,467.60
American Wear, Inc., East Orange, NJ**	81,242.20	162,484.40
Department Estimate: \$264,000 (Two-years)		

** Given the fact that the low bid amount is significantly below the Department Estimate, staff including representatives from the Maintenance, Purchasing and Law Departments, conducted a "sanity" hearing with representatives of Clean Rental Services, Inc. Staff is satisfied that this vendor could perform the services at the bid prices.

Non-Compliance:

Ocean Side Institutional Industries, Inc., Oceanside, NY also submitted a bid for the referenced services. This bidder, however, failed to submit a bid/proposal bond, which is a mandatory requirement stated in No. 7(a) of the Bidder Guidelines/Checklist. Thus, the bid submitted by Ocean Side Institutional Industries, Inc. is rejected. In addition, ARAMARK Uniform Services, a division of ARAMARK Uniform & Career Apparel, LLC, Burbank, CA submitted a bid for the referenced services. This bidder submitted amendments to the Invitation To Bid which the Law Department deemed unacceptable, namely revisions to Section V.B. "Indemnification" and Section VII C "Termination of Contract" which were contrary to the interests of the Authority. Further, the specifications did not permit bidder exceptions to the Authority's standard contract terms. ARAMARK Uniform Services' bid is therefore non-conforming to the specifications and is rejected.

No responsive bids were received that would comply with N.J.S.A. 34:6-160a, which requires that apparel production for all contracts with New Jersey State entities be performed in the United States. As the specifications provided, "A contract for the production of apparel outside of the United States will only be awarded if there is ... no responsive bid received for the production of apparel within the United States ..." The two responsive bids received fall within this exception. After consultation with the Department of Labor and Workforce Development, and the Department of Treasury, Division of Purchase and Property, the Law Department concurs with the Purchasing Department's recommendation to award the contract to Clean Rental Services, Inc. as the lowest responsible bidder, notwithstanding the lack of compliance with N.J.S.A. 34:6-160a.

Bids were procured, and authorization is being sought to award this contract 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). This award is also 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 two-year contract to Clean Rental Services, Inc. in a total amount not to exceed \$146,467.60.

The contract with the current vendor, American Wear, Inc., is scheduled to expire on December 31, 2011. The implementation of the Services with the new vendor will take approximately three months. Thus, authorization is also requested to extend Contract No. 567 with American Wear, Inc. for three months through March 31, 2012 at a cost not to exceed \$11,000 per month. This will bring the authorized total amount of Contract No. 567 to \$416,000.

420-12-2011

In a document dated December 7, 0211, **a Recommendation for Attenuator Parts to Chemung Supply Corp., R-86719 Re-bid, Budget Code: 010 220020, in an amount of \$76,693.00,** was approved.

Authorization is requested to award a contract for the supply of attenuator parts to be stored in inventory for use on the Authority roadways. Bidders were required to quote unit and total prices for 12 line items of parts, including but not limited to, various types of bull nose assemblies, rails and cables. The bid was fully advertised and the three vendors listed in the Authority's database for the referenced commodity were notified of the procurement. Actual unit prices can be obtained from the Purchasing Department. On November 10, 2011, one bid was received from Chemung Supply Corp. in a total amount of \$76,693.00. This low bid amount is 21% above the Departmental Estimate of \$62,979.74. According to Maintenance staff, the Departmental Estimate was based on 2008 pricing for the said items. Staff reviewed the bids and concluded that, based on current costs, the sole bid submitted by Chemung Supply Corp. is acceptable.

Bids were procured, and authorization is being sought to award this contract 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). This award is also 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 to Chemung Supply Corp., Elmira, NY in a total amount not to exceed \$76,693.00.

421-12-2011

In a document dated December 5, 2011, **a Recommendation for Magnetic Toll Tickets Electronic Data Magnetics, RM-89015, Budget Code: 01022020, in an amount of \$535,500.00 (2-Year Contract),** was approved.

Authorization is requested to award a two-year contract for the purchase of approximately 90,000,000 magnetic toll tickets to be used by the Tolls Collection Department. Toll tickets are used by non-EZ Pass patrons who utilize the New Jersey Turnpike and provide a monetary value based on the entry and exit locations. The bid was fully advertised and the seven vendors listed in the Authority's database for the referenced commodity were notified of the procurement. Actual unit prices can be obtained in the Purchasing Department. On November 1, 2011, two bids were received. Bid results are as follows:

<u>Bidder</u>	<u>Unit Price</u> <u>Per Thousand</u>	<u>Total Price</u> <u>(90,000,000)</u>
Electronic Data Magnetics, Inc., High Point, NC	\$5.95	\$535,500.00
Southland Printing Co., Inc., Shreveport, LA	\$6.48	\$583,200.00

Department Estimate: \$583,200.00 (2-years)

Bids were procured, and authorization is being sought to award this contract 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). This award is also 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 two-year contract to Electronic Data Magnetics, Inc., High Point, NC in a total amount not to exceed \$535,500.00.

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STATE CONTRACTS

422-12-2011

In a document dated December 14, 2011, **a Recommendation for Auto Parts and Accessories for Light Duty Vehicles to Various NAPA Vendors, RM-88973, Budget Code: 010 01 540 428020, State Contract 80071, Expiring 9/25/12, with an anticipated annual expenditure of \$230,000.00,** was approved.

The Maintenance Department has requested a contract for Non-OEM Automotive Parts and Accessories for Light Duty Vehicles, Class 4 or less (under 15,000 lbs. GVWR). This contract can be procured via the New Jersey State Contract 80071, which is valid until September 25, 2012. The State of New Jersey awarded a contract to Capitol Supply Inc. (NAPA Auto Parts) via GSA Contract No. GS-30F-0019U. Pursuant to the terms of the State Contract, Cooperative Purchasing Agencies ("Agencies") may order contract items directly from one of Capitol Supply's authorized local subcontractors for NAPA Auto Parts. Agencies must establish purchase accounts with such local subcontractors for this purpose. Given the wide geographic distribution of the Authority's need for auto parts and accessories, the Authority intends to maintain purchase accounts to order parts and accessories from the following ten Capitol Supply authorized subcontractors for NAPA Auto Parts on an as-needed basis in the respective "not-to-exceed" amounts.

Parts Shack LLC	\$20,000	Van Wickle Auto Supply, Inc.	\$10,000
Waretown NJ		Point Pleasant NJ	
J C Miller Auto Parts	\$20,000	M & W Automotive, Inc.	\$25,000
Northfield NJ		Newark NJ	
P & A Auto Parts	\$25,000	F & C Automotive Supply	\$15,000
Clifton NJ		South Amboy NJ	
Ridgehurst Auto Parts	\$50,000	Auto Plant	\$15,000
Lyndhurst NJ		Medford NJ	
Brices Auto Supply, Inc.	\$35,000	QCMP DBA MECHANICS NAPA	\$15,000
Freehold NJ		Moorestown NJ	

This contract was procured in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006).

Accordingly, authorization is requested to award the referenced State Contract to Capitol Supply Inc. and to establish purchase accounts with the authorized subcontractors listed above, for a total authorized amount not to exceed \$230,000.00. Authorization is further requested to permit the redistribution of the above amounts to the individual Distributors within the total authorized amount if necessary during the contract term.

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SOLE SOURCE

423-12-2011

In a document dated January 19, 2011, **a Recommendation for OEM Parts for John Deere Heavy Duty Equipment to Jesco Inc., Contract No. 1431, in an amount of \$20,000.00,** was approved.

At the January 25, 2011 Commission Meeting (Agenda Item 030-01-2011), the Board of Commissioners awarded a sole source contract to Jesco, Inc. for OEM repair parts for John Deere heavy duty equipment. Jesco, Inc. is the sole distributor in the State of New Jersey for the referenced parts. The heavy duty equipment is used for excavating and salt loading which must be readily available during inclement weather. The parts are necessary for the Authority's snow plow operations and would present a threat to the safety of the motoring public should they not be available.

Funds are near depletion and the Maintenance Department is requesting the authorized contract amount be increased by \$20,000.00 to purchase repair parts through the expiration of the contract on February 17, 2011.

This contract was procured under the sole source procurement authorization in accordance with N.J.A.C. 19:9-2.2(d)1 as promulgated under N.J.A.C. 27:23-6.1 and Executive Order 37 (Corzine 2006). Accordingly, authorization is requested to increase the authorized amount of Contract No. 1431 by \$20,000.00 for a new authorized amount of \$100,000.00.

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MISCELLANEOUS

424-12-2011

In a document dated November 19, 2010, **a Recommendation for Newspaper Advertisements and Various Construction and Capital Projects to Various Vendors, RM-89243, with an anticipated annual expenditure of \$100,000.00,** was approved.

Authorization is requested to establish an open account for the Authority's newspaper publishing needs for 2012. These needs include, but are not limited to, notices of public meetings, auctions for disposal of vehicles, requests for proposals, public bids, contract advertisements, public notices and employment advertising. The open account will be established for the period January 1, 2012 through December 31, 2012. Advertisements will be made on an "as needed basis" in one or more of the daily or weekly newspapers listed below.

The Star Ledger	Home News Tribune	Cranbury Press	Princeton Packet
The Times	Courier Post	County Times	Today's Sunbeam
Trentonian	Bergen Record	Jersey Journal	Wilmington News Journal
North Jersey News	Burlington Times	New Jersey Journal	Philadelphia Inquirer
Asbury Park Press	City News	New York Times	Atlantic City Press

Based on the requirements of the departments, the combined authorized amount will not exceed \$100,000.00. The publishing of legal notices in newspapers, as required by law, is exempt, under State procurement laws, from public advertisement for bid proposals.

Accordingly, authorization is requested to establish an open account for the period January 1, 2012 through December 31, 2012, for newspaper publishing needs in an amount not to exceed \$100,000.00 as outlined herein.

On motion by Treasurer DuPont and seconded by Commissioner Diaz, the Authority unanimously approved items 418-12-2011 through 424-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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GENERAL BUSINESS

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ELECTRONIC TOLL COLLECTION

Director of ETC Dennis Switaj requested approval of item number 425-12-2011. Moved is the item as follows:

425-12-2011

In a memorandum dated Authorization to Pay to the Pennsylvania Turnpike Commission the Authority's 2012 Annual Membership Assessment in the E-ZPass Interagency Group, was approved.

On December 19, 1991, the Authority's Board of Commissioners granted approval for the New Jersey Turnpike Authority ("Authority") to join with other regional toll agencies for the purpose of procuring an interoperable regional electronic toll collection system. This group, known as the Interagency Group ("IAG"), now includes twenty-four agencies from fourteen states.

Representatives from these agencies meet regularly to address ongoing operational and technological issues. Each year, the Executive Management Committee of the IAG approves a financial plan that includes member assessments. The Pennsylvania Turnpike Commission ("PTC") was designated as Treasurer to oversee the IAG budget. For 2012, the Authority's assessment is \$70,000, same amount as in recent years.

Accordingly, it is recommended that the Authority's Board of Commissioners authorize the payment (upon invoice) of the IAG Annual Membership Assessment in the amount of \$70,000 to the PTC – E-ZPass Interagency Fund.

Funds for these assessments are included in Account No. 890-445900.

On motion by Commissioner Pocino and seconded by Commissioner Diaz the Authority unanimously approved item 425-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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FINANCE

Chief Financial Officer Donna Manuelli requested approval of item number 428-12-2011 and 431-12-2011. Moved is the item as follows:

428-12-2011

In a memorandum dated December 12, 2011, Authorization to Extend the Expiration Date of the Direct Pay Letter of Credit Issued Under the Existing Reimbursement Agreement with PNC Bank National Association (PNC), was approved.

At its meeting of December 9, 2008, the Authority's Board approved the adoption of the Series 2008 Turnpike Revenue Bond Resolution and approved a direct pay letter of credit issued by PNC in the face amount of \$50,821,918 to guarantee the payment of the bonds issued under the Resolution, plus 34 days interest. The Board further delegated authority to the Executive Director to continue to negotiate and finalize the terms of the Resolution, with the advice and counsel of Bond Counsel. The documents authorized by the Resolution include the Reimbursement Agreement with PNC under which the letters of credit were issued.

The Reimbursement Agreement with PNC provided for the issuance of a direct pay letter of credit which provides liquidity support for the Authority's 2009B variable rate bonds. Under the direct pay letter of credit, the Trustee makes a monthly drawdown of funds to pay interest to the bondholders, and PNC is reimbursed by the Authority. The Trustee could also draw on the letters of credit if needed to make principal payments to the bondholders. The Reimbursement Agreement can last for the life of the bonds which is January 1, 2024; however the letters of credit had an initial expiration of February 11, 2012, which was three years from the date of issuance. The Reimbursement Agreement further provides that the Authority can request an

extension of the expiration date of the Letter of Credit 150 days prior to the current expiration date. As such, the Authority requested a three year extension of the Letter of Credit expiration date. PNC has offered a three-year extension at a fee of .80% per annum, which is a reduction of .05% from the current fee. The fee payable to PNC will be now be \$407,000 per year compared to the current fee of \$432,000 per year. This will save the Authority \$25,000 per year, or \$75,000 over the three (3) year term. It should be noted that in 2009, the fee payable to PNC of .85% was .15% lower than the fees paid to the two other liquidity providers on the 2009 bonds. The new fee payable to PNC will be equal to the fee payable to JPMorgan Chase on the 2009A bonds which was approved at the November 29, 2011 commission meeting.

The Authority has had a satisfactory relationship under its agreement with PNC. In addition, our financial advisor has reviewed the proposal and has deemed it to be competitive under financial market conditions. Extending the existing letter of credit expiration date will also save the Authority any upfront fees and legal costs associated with obtaining a replacement facility, as well as saving rating agency fees as the bonds would have to once again be reviewed and rated. The 2009B bonds are trading at favorable rates compared to market benchmarks based upon the credit of PNC. Based on these factors, approval is requested to extend the expiration date of the PNC letter of credit until February 10, 2015 at a fee of .80% per annum (approximately \$407,000 per year), plus reasonable legal costs. The fee is payable quarterly and is charged to account 010-890-440900. In addition, authorization is given to the Executive Director to execute any required amendment to the existing Reimbursement Agreement.

On motion by Treasurer DuPont and seconded by Vice Chairman Gravino the Authority unanimously approved item 428-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

431-12-2011

In a memorandum dated December 14, 2011, **a Recommendation for Financial Advisory Services for \$65,000 - Annual General Financial Advisory; \$50,000 - Per New Money Bond Issue; and \$55,000 - Per Bond Refunding Issue to First Southwest Company, New York, NY**, was approved.

The New Jersey Turnpike Authority ("Authority") issued a request for proposal ("RFP") for a private firm to provide financial advisory services ("Consultant"). Specifically, the Consultant will provide general financial advisory services and advice and assistance in connection with specific bond issuance(s), which may occur during the term of the contract. The Consultant is expected to review, analyze, and recommend appropriate strategies that meet the Authority's financial goals, budgetary objectives and debt management standards, structure new money and refunding scenarios given the Authority's capital financing needs, debt service savings and risk management goals. In addition, there will be an option to extend the contract under the same terms and conditions, for two additional one-year terms at the discretion of the Authority and concurrence of the Consultant.

The RFP was advertised on October 27, 2011 in the Star Ledger, the Times and posted on the State's and Authority's websites and distributed to fifteen firms. On November 16, 2011, the Authority received proposals from the following six firms:

- 1) Acacia Financial Group, Inc. Marlton, NJ ("Acacia")
- 2) Estrada Hinojosa & Company, New York, NY ("Estrada")
- 3) First Southwest Company, New York, NY ("First Southwest")
- 4) NW Financial Group, LLC, Jersey City, NJ ("NW")
- 5) The PFM Group, Princeton, NJ ("PFM")
- 6) Topstone Capital Advisors, Redding, CT ("Topstone")

The process for this professional services contract was conducted in accordance with N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.1(b) promulgated pursuant thereto and Executive Order No. 37 (Corzine 2006). An evaluation committee ("Committee"), which was approved by the Executive Director, consisted of personnel from the Authority's Executive, Finance, and Engineering Departments (the "Committee"). Also, staff members from the Authority's Purchasing and Law Departments served as non-voting members of the Committee.

The Committee reviewed the proposals based on the criteria set forth in the RFP. The Committee invited four firms to make oral presentations on November 28, 2011. In addition, each firm was given the opportunity to submit best and final offers ("BAFO's"). Following the presentations, the Committee ranked the firms as follows:

Rank	Annual Fee Cap General Financial Advisory Services	Fee Cap Per Bond Issue New Money Issue	Fee Cap Per Bond Issue Refunding Issue
1. First Southwest	\$65,000	\$50,000	\$55,000
2. PFM	\$150,000	\$200,000	\$100,000
3. NW	\$75,000	\$50,000	\$50,000
4. Acacia	\$90,000	\$120,000	\$120,000

The Committee scored First Southwest's proposal highest. The firm has been in the financial advisory services business for more than 65 years, and is a nationally ranked financial advisor firm with 382 employees in 11 states. 147 of these employees are in the public finance area. First Southwest is consistently ranked as one of the top municipal financial advisory firms in the country. In addition, the firm is ranked the #1 financial advisor in the country based on bond and note issues according to IpreoMuniAnalytics (an industry source) for the period August 2006 through September 2011. Moreover, First Southwest has served as financial advisor to several New Jersey and regional transportation and other public entities, including, the New Jersey Transportation Trust Fund Authority, New Jersey Higher Education Assistance Authority, New York State Thruway Authority, and Rhode Island Turnpike. The Committee was impressed with First Southwest's thorough understanding of the municipal markets and the short and long term challenges facing the Authority. First Southwest offers all the benefits of a large, national firm, including investment management, on-line swap valuations, GASB compliance services, and OPEB planning and evaluation, as well as depth of personnel. In addition, the firm is a registered broker-dealer with an active trading and underwriting desk, thus, the Committee concluded that First Southwest is well suited to advise the Authority on market conditions and the pricing of securities during bond issuances. The firm has all the relevant technology and software platforms that are used in today's bond market. Furthermore, First Southwest was agreeable to the Authority's contract terms and conditions.

First Southwest offered the most competitive fee proposal, having the lowest per transaction fee for general advisory services at \$65,000 per year and the lowest per transaction fee cap for new money bond issuance (\$50,000 per transaction). The firm's per transaction fee cap for bond refinancing was the second lowest (\$55,000 per transaction) and within \$5,000 of the lowest per transaction bond refinancing cost.

The Committee scored PFM as the second ranked firm. PFM has significant experience on transportation issues, and demonstrated a good understanding of the Authority's short and long term needs. PFM's fee proposal, however, was significantly above the other proposals which impacted this firm's overall's scores. Even after submitting its BAFO, PFM's proposed \$150,000 annual fees for general advisory services, per transaction fee cap of \$200,000 for new

money bond issues, and \$100,000 for refunding issues was too expensive compared to First Southwest, which received high scores for its compliance with the technical criteria. The other four proposals scored less than First Southwest's based on the Committee's findings of lesser degrees of technical competency and/or higher fee proposals.

Accordingly, it is recommended that the professional services contract be awarded to First Southwest Company for general financial advisory services in an annual amount not to exceed \$65,000, subject to funding availability at the time of services. In addition, First Southwest will receive an amount not to exceed \$50,000 per transaction for each new money bond issue, and \$55,000 per transaction for each refunding bond issue to be paid out of the cost of issuance for each bond. Furthermore, any fee payable as swap advisor for new interest rate swap transactions will be negotiated at the time of the transaction. The fee caps outlined herein include all travel costs, except for any travel costs outside of the New Jersey/New York area that may be incurred for investor road shows or other extraordinary meetings outside of the area. This award is also 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 and having no objection to same.

On motion by Treasurer DuPont and seconded by Vice Chairman Gravino the Authority unanimously approved item 431-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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OPERATIONS

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Director of Operations Sean Hill requested approval of item number 429-12-2011. Moved is the item as follows:

429-12-2011

Director of Operations Sean Hill requested acceptance of the Resume of All Fatal Accidents for the Garden State Parkway and New Jersey Turnpike: Period 1/1/11 through 11/09/11; both with 2012-2011 Yearly Comparisons through November, 2011.

On motion by Commissioner Hodes and seconded by Vice Chairman Gravino, the Authority unanimously accepted the reports and received for file.

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STATE POLICE

Major Pamela Elliott requested approval of item number 430-12-2011. Major Elliott commented on the Capital Plan presented by Raczynski and thanked the Authority for allowing the State Police to contribute to the planning of projects such as the shoulder widening of the Parkway between mileposts 80-100. Such projects provided a great benefit to State Police Trooper safety by giving a Trooper a safe location to make a stop.

Moved is the item as follows:

430-12-2011

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

On motion by Commissioner Hodes and seconded by Vice Chairman Gravino, the Authority unanimously accepted the reports and received for file.

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LAW

Acting Director of Law Philip Espinosa requested approval of items 432-12-2011 through 433-12-2011. Moved as a group those items are as follows:

432-12-2011

In a memorandum dated December 8, 2011, **an Amendment to New Jersey Turnpike Authority Employees Deferred Compensation Plan**, was approved.

Earlier this year, by way of agenda item 350-10-2011, the Board of Commissioners authorized the amendment of the New Jersey Turnpike Authority's Employees Deferred Compensation Plan, and the adoption of Restated Plan (the "Restated Plan"). The changes were necessitated by the enactment of the Pension Protection Act of 2006 in order to bring the prior Plan into compliance with applicable laws. A number of changes were made to the prior Plan, including the ability of plan participants to apply for and receive loans from their accounts, and to repay that loan through payroll deductions. In order to allow additional flexibility to the employee, it is recommended that Article IV, Section 4.05 be amended to also allow for repayment to be made through ACH debit from the plan participant's bank account. Accordingly, it is recommended that Article IV, Section 4.05 be deleted in its entirety and replaced with the following:

"4.05 Repayment. The Participant shall be required, as a condition to receiving a loan, to enter into an irrevocable agreement authorizing the Administrator to either make payroll deductions from his Compensation as long as the Participant is an Employee or an ACH debit from a bank account and to use such amounts in payment of loan, including interest. Repayments of a loan shall be made in equal amounts (comprised of both principal and interest) from each paycheck or ACH debit from a bank account with the first deduction to be made as soon as is practicable after the loan funds are disbursed. A Participant may prepay the entire outstanding balance of his loan at any time but may not make a partial prepayment. If any payroll deduction cannot be made in full because a Participant is on an unpaid leave of absence or the Participant's paycheck is insufficient for any other reason, the Participant shall pay directly to the Plan by way of ACH debit from a bank account the full amount that would have been deducted from the Participant's paycheck with such payment to be made by the next business day of the calendar month in which the amount would have been deducted. Upon a Participant's Severance from Employment, the outstanding balance of the loan shall become due and payable."

Therefore, authorization is requested to amend the Restated Plan as set forth above, effective January 1, 2012.

433-12-2011

In a document dated December 13, 2011, a **Request for approval of New Jersey Turnpike Authority's share of \$62.5 million out-of-court settlement between 28 State Attorneys General and Bank of America Corporation**, was approved.

The New Jersey Turnpike Authority received a Notice Letter, dated November 18, 2011, from the Claims Administrator for the \$62.5 million out-of-court settlement between 28 State Attorneys General (including the State of New Jersey Attorney General) and Bank of America Corporation ("BAC"). This settlement is the result of an investigation by the State Attorneys General, begun in Spring 2008, into alleged violations of state and federal antitrust and others laws by BAC in the marketing, sale and placement of Municipal Bond Derivatives. The State Attorneys General alleged in the Settlement Agreement that certain BAC employees participated in an illegal scheme with brokers and providers, with whom they had relationships, to put their

mutual pecuniary interest ahead of those of the Municipal Bond Derivative clients they represented. As a result, BAC and these brokers and providers received unjust profits and were able to artificially suppress the rates or yields of the Municipal Bond Derivatives across every state, district and territory in the United States. Two former employees of BAC have pled guilty to criminal violations. As fully discussed in the Settlement Agreement, BAC was the first entity to voluntarily self-report evidence of the improper bid rigging and other illegal activities and has continued to cooperate in the investigation by voluntarily disclosing evidence and by agreeing to pay restitution to injured parties.

The New Jersey Turnpike Authority entered into, with BAC, one or more of the derivative transactions affected by the aforementioned illegal conduct and is the subject of the settlement. The Authority's share, should it participate in the settlement, is \$299,754.81. The deadline for participation is submission of the: (1) Election to Participate form; and (2) Executed Release postmarked no later than January 3, 2012.

The New Jersey Turnpike Authority's participation in the out-of-court settlement between the 28 State Attorneys General and BAC would foreclose the Authority from its right to sue BAC from 1998-2007 for anticompetitive and/or unfair trade practice claims, including claims for damages brought in the pending civil class action, on its behalf, in the U.S. District Court for the Southern District of New York: *In re Municipal Derivatives Antitrust Litigation*, MDL No. 1950, Master Civil Action No. 08-2516 (S.D.N.Y.). Although the Release would not foreclose the New Jersey Turnpike Authority's right to sue BAC with respect to municipal bond derivative transactions entered into before 1998 or after 2007, its share of the \$62.5 million out-of-court settlement damages covers a shorter period: from 1998-2003. In other words, by the terms of the Settlement Agreement, the New Jersey Turnpike Authority would be relinquishing its right to sue BAC for a period of time, until 2007, longer than the period of time covered in damages it would be receiving under the settlement.

The terms of the out-of-court settlement between the 28 State Attorneys General and Bank of America Corporation have been reviewed by the Law Department, together with the Finance Department, and the consensus is that the New Jersey Turnpike Authority should elect to participate in the settlement and accept its \$299,754.81 share in damages. The vast expenditure in cost, effort and time necessary to pursue independently any litigation against Bank of America Corporation would be ill-advised and any favorable results could not be guaranteed. Accordingly, authorization is recommended to permit the New Jersey Turnpike Authority to participate in the \$62.5 million out-of-court settlement between 28 State Attorneys General and Bank of America Corporation and to accept its damages share of \$299,754.81 by directing the Executive Director to execute the Election to Participate form and the Release. Further approval is requested to allow the Executive Director to take any other actions as are deemed necessary to effectuate the intent of the Board of Commissioners' authorization.

On motion by Commissioner Pocino and seconded by Commissioner Hodes the Authority unanimously approved item 432-12-2011 and 434-12-2011; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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EXECUTIVE SESSION

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

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

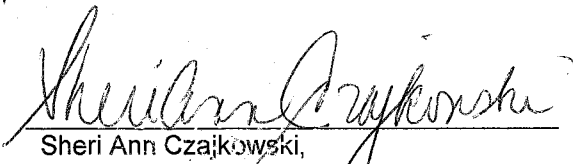
The motion was made by Commissioner Hodes and seconded by Vice Chairman Gravino, and, after the voice vote, the motion was duly adopted by the Board of Commissioners of the New Jersey Turnpike Authority.

Executive Session was adjourned at 10:45 a.m.; Chairman Simpson resumed the public portion of the meeting.

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The motion to adjourn was made by Chairman Simpson, Treasurer DuPont and seconded by Commissioner Hodes and, after the voice vote, the motion was duly adopted. The Authority adjourned at 10:48 a.m., to meet on Tuesday, January 31, 2012, at 9:30 A.M.

ATTEST:


Sheri Ann Czajkowski,
Assistant Secretary to the Authority


Veronique Hakim, Executive Director

Corporate Seal

Date: December 16, 2011