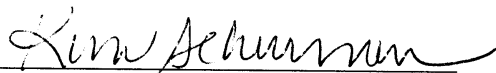


**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the July 28th, 2020 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 28th day of July 2020.

ATTEST:



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Corporate Seal

Date: July 28, 2020

Received in the Governor's Office July 29, 2020

Received by:

Print Name

Signature

Veto Period Ends:

August 13, 2020
(Write in the date the veto period ends)

**PROCEEDINGS OF MEETING OF NEW JERSEY TURNPIKE AUTHORITY
BOARD OF COMMISSIONERS**

Tuesday, July 28, 2020

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

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Moment of Silence

Chair Gutierrez-Scaccetti asked the Board, New Jersey Turnpike Authority Employees and members of the public joined on the conference call to pause for a moment of silence in honor of Congressman John Lewis who recently passed away.

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PRESENT by tele-conference

Present on the call were Chair Diane Gutierrez-Scaccetti, Vice Chair Ulises Diaz, Treasurer Michael DuPont, Commissioner Raymond Pocino, Commissioner Ronald Gravino, Commissioner John Minella and Commissioner Raphael Salermo. The meeting commenced at 9:00 A.M.

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ALSO PRESENT by tele-conference (Except as indicated)

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

Also present by tele-conference were: Outside Counsel, Judy Verrone, Esq., of DeCotiis, FitzPatrick, Cole & Gibling, LLP, Governors' Authorities Unit Representative Lauren LaRusso.

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NOTICE OF MEETING

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

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

Present by tele-conference:

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

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CHAIR COMMENTS

None

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EXECUTIVE SESSION

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

- Contract Negotiations
- Pending Litigation

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

Executive Session was adjourned at 9:20 a.m. A motion was made by Treasurer Dupont and seconded by Vice Chair Diaz to resume the public portion of the meeting at 9:23 a.m.

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

Present by teleconference:

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

The Secretary to the Authority reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Philip D. Murphy received the proceedings of the regular meeting of June 23, 2020; he did not exercise his power to veto any items in those minutes.

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

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RECUSALS

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

- Commissioner Pocino is recused on Items 175 through 188

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PUBLIC COMMENT

No public Speakers

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EXECUTIVE DIRECTOR COMMENTS

Executive Director Keller said we are approaching 150 days into the Covid pandemic and expressed concerns with the mental health of the New Jersey Turnpike Authority employees. Executive Director Keller wanted to remind everyone to reach out to fellow employees and check on their wellbeing. Keller further reminded employees that the Employee Assistance Program is available and that you are not alone.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 174-07-2020. Moved is the item as follows:

174-07-2020

Human Resources Director Mary Elizabeth Garrity submitted the Personnel Agenda, dated July 28, 2020, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

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

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ROLL CALL

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

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ENGINEERING

Chief Engineer, Robert Fischer, requested approval of item numbers 175-07-2020 through 183-07-2020. Moved are the items as follows:

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PUBLIC BID-AWARD OF CONTRACTS

175-07-2020

In a document dated June 30, 2020, Recommendation to Award Contract No. P100.511, Garden State Parkway, Conti Enterprises, Inc., Bridge Deck and Median Barrier

Reconstruction, Milepost 160.6 to 162.5, R-158324, Budget Code: 39200009, Amount: \$57,288,442.00, was approved.

This contract will provide for the replacement of bridge decks and superstructure repainting for five bridges, replacement of two bridge superstructures, deck repairs to six bridges, reconstruction of roadway median barrier and other miscellaneous work. All work on the contract is expected to be completed in 2025.

Seven bid proposals were received on June 25, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$57,288,442.00, may be compared to the Engineer's Estimate in the amount of \$60,486,067.50. The low bidder, Conti Enterprises, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P100.511 be awarded to the low bidder, Conti Enterprises, Inc. of Edison, New Jersey in the amount of \$57,288,442.00. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

176-07-2020

In a document dated July 1, 2020, **Recommendation to Award Contract No. T200.550, New Jersey Turnpike, Stavola Contracting Co., Inc., Roadway Resurfacing, Milepost 0 to 122 (2020), R-158325, Budget Code: 080C00049, Funding Allocation: \$4,200,000.00 FY 2020, \$2,890,271.95 FY 2021, Amount: \$7,090,271.95,** was approved.

This contract will provide for pavement removal and resurfacing with Hot Mix Asphalt Surface Course Pavement exhibiting moderate to severe distress along Turnpike mainline roadways, ramps, shoulders, maintenance U-turns, toll plazas and other incidental work at various locations from Milepost 0 to 122 in Salem, Gloucester, Camden, Burlington, Mercer, Middlesex, Union, Essex, Hudson and Bergen Counties. All work on the contract is expected to be completed in 2021.

Five bid proposals were received on June 25, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal in the amount of \$7,090,271.95 may be compared to the second low bidder in the amount of \$7,455,000.00. The bids were lower than the Engineer's Estimate in the amount of \$7,933,250.00, which is likely due to current fluctuation in the price of asphalt and fuel. The low bidder, Stavola Contracting Co.,

Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T200.550 be awarded to the low bidder, Stavola Contracting Co., Inc. of Red Bank, New Jersey in the amount of \$7,090,271.95 which will be allocated as follows: \$4,200,000.00 for FY 2020 and \$2,890,271.95 for FY 2021. This award is contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardee, pursuant to Public Law 2005, Chapter 51 (formerly Executive Order 134) and Executive Order 117 (Corzine 2008), and having no objection to same. Bids for this work were procured, and the authorization being sought is to award this contract to the lowest responsible bidder, in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:9-2.2, and Executive Order No. 37 (Corzine 2006).

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

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ORDER FOR PROFESSIONAL SERVICES

177-07-2020

In a document dated June 23, 2020, **Recommendation to Issue Order for Professional Services No. A3728, New Jersey Turnpike and Garden State Parkway, AECOM Technical Services, Inc., Phase I Scour Evaluation - Screening and Prioritization of Various Turnpike and Parkway Bridges, R-158326, Budget Code: 040E10018, Funding Allocation: \$180,000.00 FY 2020, \$355,000.00 FY 2021, Amount: \$535,000.00**, was approved.

This Order for Professional Services will provide engineering services associated with the Phase I Scour Evaluation for 130 selected bridges over water on the New Jersey Turnpike and the Garden State Parkway. This is the first phase of a two-phased evaluation, which will identify the scour vulnerability of the selected bridges by following the current Federal Regulations. The work will involve a preliminary prioritization and scour assessment of each bridge and recommendation for tasks to be performed in a future phase.

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 fifty-two (52) engineering firms were prequalified and eligible under Profile Codes: A090 Bridges: New, and A091 Bridges: Widening and Modifications. Six firms submitted EOIs by the closing date of May 8, 2020.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) AECOM Technical Services, Inc.; 2) WSP USA Inc. and 3) Hardesty & Hanover, LLC. The fee submitted by AECOM Technical Services, 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. A3728 be issued to the firm of AECOM Technical Services, Inc. of Piscataway, New Jersey, in an amount not to exceed \$535,000.00 which is allocated as follows: \$180,000.00 for FY 2020 and \$355,000.00 for FY 2021. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.55 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).

178-07-2020

In a document dated June 23, 2020, **Recommendation to Issue Order for Professional Services No. P3762, Garden State Parkway, Greenman-Pedersen, Inc., Supervision of Construction Services for Contract No. P100.511, Bridge Deck and Median Reconstruction, Milepost 160.6 to 162.5, R-158329, Budget Code: 39200009, Amount: \$9,265,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. P100.511, Bridge Deck and Median Reconstruction, Milepost 160.6 to 162.5. These services include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

This assignment is classified as a "Complex Project" since the scope of work is not clearly defined and likely to change during the course of the project, and the cost exceeds \$2,000,000.00. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and forty-six (46) engineering firms were prequalified and eligible under Profile Codes: B154, Roadway Resurfacing Inspection, B155, Bridge Construction Inspection and B157, Bridge Deck Repair/Replacement Inspection. Five firms submitted EOIs by the closing date of April 20, 2020.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking: 1) WSP USA Inc.; 2) ATANE Engineers, Architects and Land Surveyors, P.C.; and 3) Greenman-Pedersen, Inc. On May 21, 2020, Technical and sealed Fee Proposals were received from the top three firms. The Review Committee reviewed and evaluated each firm's Technical Proposals and it was determined that oral presentations would not be required. The final scoring resulted in Greenman-Pedersen, Inc. being the highest technically ranked firm. The fee submitted by Greenman-Pedersen, Inc. has been reviewed, negotiated and is considered to be

fair and reasonable for the services to be provided.

It is, therefore, recommended that Order for Professional Services No. P3762 be issued to the firm of Greenman- Pedersen, Inc. of Lebanon, New Jersey, in an amount not to exceed \$9,265,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.33 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).

179-07-2020

In a document dated June 30, 2020, **Recommendation to Issue Order for Professional Services No. T3787, New Jersey Turnpike, Johnson, Mirmiran & Thompson, Inc., Supervision of Construction Services for Contract No. T200.550, Roadway Resurfacing, Milepost 0 to 122 (2020), R-158331, Budget Code: 080C00049, Funding Allocation: \$440,000.00 FY 2020, 40,000.00 FY 2021, Amount: \$880,000.00**, was approved.

This Order for Professional Services will provide supervision of construction services for Contract No. T200.550, Roadway Resurfacing, Milepost 0 to 122 (2020). These services will include construction inspection, material testing, record keeping, preparation of payment estimates and other services required to ensure compliance with the contract documents.

This assignment is classified as a "Simple Project" based on the scope of work being clearly defined and not likely to change during the course of the project, and the cost not exceeding \$2,000,000.00. The solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and forty-nine (49) engineering firms were prequalified and eligible under Profile Codes: B-153, Roadway Construction Inspection and B-154, Roadway Resurfacing Inspection. Seven firms submitted EOIs by the closing date of June 12, 2020.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) Johnson, Mirmiran & Thompson, Inc.; 2) Remington & Vernick Engineers; and 3) KS Engineers, P.C. The fee submitted by Johnson, Mirmiran & Thompson, 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. T3787 be issued to the firm of Johnson, Mirmiran & Thompson, Inc. of Mount Laurel, New Jersey, in an amount not to exceed \$880,000.00 which is allocated as follows: \$440,000.00 for FY 2020 and \$440,000.00

for FY 2021. 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).

180-07-2020

In a document dated June 29, 2020, **Recommendation to Issue Supplement A to Order for Professional Services No. T3719, New Jersey Turnpike, Michael Baker International, Design Services for Contract Nos. T200.509 and T200.508, Roadway Lighting Repairs New Jersey Turnpike Interchanges 2, 3, 4, & 5, and Interchange 14 and Newark Bay-Hudson County Extension, R-158724, Budget Code: 030C00003E, Original OPS Amount: \$ 3,985,000.00, Amount of Supplement A:\$ 1,495,000.00, Revised OPS Amount: \$ 5,480,000.00**, was approved.

This Order for Professional Services was issued at the February 26, 2019 Commission Meeting, in the amount of \$3,985,000.00. It consists of design services to prepare two (2) construction contracts to upgrade, repair and/or rehabilitate roadway lighting systems to LED Roadway Lighting at Interchanges 2, 3, 4 & 5 and Interchange 14 and Newark Bay-Hudson County Extension. This OPS also includes post design services and ancillary activities.

Supplement A will provide for fast track design services for the development of construction documents to repair roadway lighting at New Jersey Turnpike Interchanges 12 and 13. The additional work to be performed by Michael Baker International includes design services to upgrade, repair and/or rehabilitate roadway lighting systems to LED Roadway Lighting. Supplement A also includes permitting, post design services and ancillary activities. The fast track services are necessary to address infrastructure deterioration identified in the recently approved 2020 Capital Improvement Program.

It is, therefore, recommended that Supplement A to Order for Professional Services No. T3719 be issued to Michael Baker International not to exceed the amount of \$1,495,000.00 with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$3,985,000.00 to \$5,480,000.00. The original contract was procured pursuant to N.J.S.A. 52:34-9.1, et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006).

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MISCELLANEOUS

181-07-2020

In a document dated July 7, 2020, Recommendation to Issue Utility Order No. 1682-P, Garden State Parkway, DJL Construction Corp dba Penta Communications, Superstructure Replacement and Widening of Bridge No. 158.2, GSP Bridge over Passaic River, US Route 46, and River Drive Contract No. P100.476, R-158307, Budget Code: 391R00001, Amount: \$1,800,000.00, was approved.

This Utility Order will reimburse DJL Construction Corp dba Penta Communications for the cost of materials and labor required for the temporary and permanent relocation of approximately 4,200' of existing fiber optic facilities that run underground adjacent to the northbound lane of the Garden State Parkway, as well as attached to the northbound fascia of Bridge No. 158.2. This work includes the installation of approximately 4,200' of permanent fiber optic facilities as well as the installation and removal/abandonment of 4,950' of temporary fiber optic facilities. The work will be performed along the Garden State Parkway, GSP Bridge No. 158.2, GSP Ramp 156SBE, and along US Route 46 and River Drive under Bridge No. 158.2.

It is, therefore, recommended that the Executive Director be authorized to execute Utility Order No. 1682-P, not to exceed the amount of \$1,800,000.00. The Authority is required by its enabling legislation, N.J.S.A. 27:23-6, to ascertain and pay the costs of relocation or removal of any public utility facilities that the Authority deems necessary to relocate or remove in furtherance of the Authority's highway projects.

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FINAL ACCEPTANCES

182-07-2020

In a document dated July 9, 2020, All work performed on each of the construction contracts listed below have been completed in accordance with the contract documents and to the satisfaction of the Engineering Department. Accordingly, it is recommended that these contracts be deemed complete and approved for Final Acceptance. The table below lists each contract and includes pertinent Change Order and financial information including the final payment amount due the Contractor upon Final Acceptance, was approved.

Contract No.	Contractor	Award Total Amount	No. of Change Orders	Additions/ Reductions	Final Total Contract Amount	Final Payment Amount
P500.493	Shorelands Construction, Inc.	\$1,451,300.90	1	(\$39,731.98)	\$1,411,568.92	\$209,122.13
A900.485	Daidone Electric, Inc.	\$2,454,000.00	1	(\$437,135.74)	\$2,016,864.26	\$48,902.83

P300.162	Richard E. Pierson Construction Co., Inc.	\$71,736,840.44	12	\$6,066,829.74	\$77,803,670.18	\$349,133.95
Total						\$607,158.91

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

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ACKNOWLEDGE REPORTS OF
ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

183-07-2020

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

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

On motion by Treasurer DuPont and seconded by Commissioner Salerno the Board unanimously approved item nos. 175-07-2020 through 182-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda. The Authority unanimously accepted the reports contained in item number 183-07-2020 and received same for file.

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ROLL CALL

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

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MAINTENANCE

Director of Maintenance Kenneth McGoldrick requested approval of item number 184-07-2020 through 188-07-2020. Moved are the items as follows:

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PUBLIC BID-AWARD OF CONTRACTS

184-07-2020

In a document dated July 10, 2020, **Recommendation to Award Contract No. T500.551, New Jersey Turnpike, Pravco, Inc., Roof Replacement at Turnpike Hightstown Renovated Trades Shop, (MP 67.60 South), Mercer County, RM-158246, Budget Code: 080C07019, Amount: \$786,196.00,** was approved.

This contract consists of furnishing the required labor, equipment and materials necessary to complete the removal and replacement of the roof at Turnpike Hightstown Renovated Trades Shop (MP 67.60 South) in Mercer County, New Jersey. The contract has a completion date of December 15, 2020.

The Authority received nine bid proposals on June 19, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The Maintenance Department, concerned over the two lowest bid proposals submitted respectively by JDS Industrial Roofing, in the amount of \$664,630.00, and, Northeast Roof Maintenance Inc., in the amount of \$724,600.00, as compared to the Engineer's Estimate of \$1,022,392.00, initially determined that each of the two lowest bids would warrant a "sanity" hearing. However, both low bidders notified the Authority that each had committed a unilateral mistake in the calculation of their bids and therefore requested withdrawal. The Law Department reviewed each of JDS Industrial Roofing's and Northeast Roof Maintenance Inc.'s justifications for withdrawal in accordance with legal precedent, and determined that each was entitled to a grant of withdrawal by the Authority. Because the third lowest bid proposal submitted by Pravco, Inc., in the amount of \$786,196.00 was more than 20% below the Engineer's Estimate, the Maintenance Department conducted a sanity hearing and determined that Pravco, Inc. could meet all the terms and conditions, including the completion deadline, of the bid documents. Pravco, Inc. has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T500.551 be awarded to the third low bidder, Pravco, Inc. Rahway, New Jersey, in the amount of \$786,196.00. 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 – McGreevey 2004) 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.

185-07-2020

In a document dated July 10, 2020, **Recommendation to Award Contract No. A500.534, New Jersey Turnpike & Garden State Parkway, USA General Contractors Corp., Immediate & Scheduled Roofing Repairs on the New Jersey Turnpike MP 0 to MP 122 and**

the Garden State Parkway MP 0 to MP 172, Atlantic, Bergen, Burlington, Camden, Cape May, Essex, Gloucester, Hudson, Mercer, Middlesex, Monmouth, Ocean, Passaic, Salem, and Union Counties, RM-158073, Budget Code: Various, Amount: \$ 4,000,000.00, was approved.

The work performed under this contract consists of immediate repairs, replacements & scheduled improvements of roofing systems at all Authority owned facilities, including but not limited to, Toll Plazas, Maintenance Districts, Service Areas and Administration Buildings and all other related work between Milepost 0 to 122 along the New Jersey Turnpike and Milepost 0 to 172 along the Garden State Parkway. The immediate repairs will be as directed by the Engineer by work orders for a period of two (2) years with two (2), one (1) year options to renew at a cost not to exceed \$4,000,000.00.

Two (2) bid proposals were received on June 11, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal from USA General Contractors Corp. 3.85% is lower than the Engineer's Estimate of 10.83%. These percentages represent a weighted average mark-up on the Contractor's time and materials cost of performing the work. USA General Contractors Corp. has previously performed similar work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. A500.534 be awarded to the lowest bidder, USA General Contractors Corp. of Elizabeth, New Jersey, in an amount not to exceed \$4,000,000.00. 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).

Authorization is further requested for the Executive Director to approve each of the two (2), one (1) year extensions upon satisfactory performance by the vendor.

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

186-07-2020

In a document dated July 10, 2020, **Recommendation to Award Contract No. A500.565, New Jersey Turnpike & Garden State Parkway, ACP Contracting Inc., 2020 HVAC Improvements at Various Locations, Bergen, Hudson, Middlesex, Burlington, Camden and Gloucester Counties, RM – 158568, Budget Code: 080C07117, Amount: \$2,949,376.00,** was approved.

This contract consists of furnishing the required labor, equipment and materials necessary to install new HVAC equipment; air-cooled chillers, air handling units, VAV boxes,

boilers, associated ductwork, piping and controls on the New Jersey Turnpike at Interchanges 2, 3, 4, 5, 9, 15W, Bassett Building, Maintenance District 10, Cranbury State Police Headquarters and on the Garden State Parkway at NJTA Headquarters and Raritan South Toll Plaza (11 Locations). This contract has a completion deadline of January 10, 2022.

Three (3) bid proposals were received on June 18, 2020 for the above publicly advertised contract, as shown on the attached bid summary sheet. The lowest bid proposal, submitted by ACP Contracting Inc in the amount of \$2,949,376.00, meets all the terms and conditions and may be compared to the Engineer's Estimate in the amount of \$3,901,989.00. ACP Contracting Inc., has previously performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. A500.565 be awarded to the low bidder, ACP Contracting Inc., Fairfield, New Jersey in the amount of \$2,949,376.00. 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 – McGreevey 2004) 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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ORDER FOR PROFESSIONAL SERVICES

187-07-2020

In a document dated July 10, 2020, Recommendation to Issue Order for Professional Services Nos. A3802 & A3803, New Jersey Turnpike & Garden State Parkway, Consultant: OPS No. A3802 – Boswell Engineering, Inc., Consultant: OPS No. A3803 – Churchill Consulting Engineers, P.C., Order for Professional Services No. A3802, On-Call Supervision of Construction Services, RM – 157588, Budget Code: Various, Amount: \$4,000,000.00, Order for Professional Services No. A3803, On-Call Supervision of Construction Services, RM – 157589, Budget Code: Various, Amount: \$4,000,000.00, was approved.

Through this single procurement process, the Authority will select two (2) consultants to provide on-call construction supervision services, for a two-year period with the option of two (2) – one-year extensions on an as needed basis to assist the Maintenance Department in the review and development of engineering and construction related tasks. The work to be performed will be on an On-Call basis, related to construction management and supervision of civil engineering, mechanical engineering, and electrical engineering projects, as well as other related work defined

in the RFP's Scope of Services.

The assignment is classified as a "Complex" project where the scope of work is not clearly defined and likely to change during the course of the project, and the estimated fee exceeds \$2,000,000. The Solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and thirty-two (32) firms were prequalified and eligible under Profile Codes: B151 – Construction Management, B153 - Roadway Construction Inspection, and B159 - Building Construction and Renovation Inspection. Seven (7) firms submitted an EOI by the closing date of April 8, 2020.

The scoring of the EOIs by the Review Committee resulted in the following order of ranking of the top three (3) firms: 1.) Boswell Engineering, Inc., 2.) Churchill Consulting Engineers, P.C. and 3.) Dewberry Engineers, Inc. On May 29, 2020 Technical and Fee Proposals were received from the three (3) firms. The Review Committee reviewed and evaluated each firm's Technical Proposal and it was determined that oral presentations would not be required. The final scoring resulted in Boswell Engineering, Inc. and Churchill Consulting Engineers, P.C. being the highest technically ranked firms. The Fee Proposals, consisting of firm overhead rates and staff salary rates, submitted by Boswell Engineering, Inc. and Churchill P.C., were determined to be fair and reasonable. The maximum fee for each Work Request Authorization is \$500,000.00. The fee for each task will be negotiated independently in conjunction with the Work Request Authorization process.

It is, therefore, recommended that Order for Professional Services No. A3802 be issued to the firm of Boswell Engineering, Inc. of South Hackensack, New Jersey, not to exceed the amount of \$4,000,000.00. 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.

It is further recommended that Order for Professional Services No. A3803 be issued to the firm of Churchill Consulting Engineers, Inc. of Berlin, New Jersey, not to exceed the amount of \$4,000,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.05 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses.

The issuance of these OPS' are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected 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).

Authorization is further requested for the Executive Director to approve each of the two

(2), one (1) year extensions, upon satisfactory performance by the vendor.

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ACKNOWLEDGE REPORTS OF
MAINTENANCE EXPENDITURES UNDER DELEGATED AUTHORITY

188-07-2020

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

➤ Construction Contract Progress Report

On motion by Treasurer DuPont and seconded by Commissioner Salerno the Board unanimously approved item nos. 184-07-2020 through 187-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda. The Authority unanimously accepted the reports contained in item number 188-07-2020 and received same for file.

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ROLL CALL

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

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PROCUREMENT AND MATERIALS MANAGEMENT (“PMM”)

Director of Procurement and Materials Management Dale Barnfield, requested approval of item numbers 189-07-2020 through 192-07-2020 and 194-07-2020. Moved are the items as follows:

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STATE/GOVERNMENT CONTRACTS

189-07-2020

In a document dated July 21, 2020, **Infor EAM Production Maintenance and Support, SHI International Corp., R-158291 (ITS), Budget Code: 010 0 830 427010, NJ State Contract No. 89851 expiring 06/30/2021, Amount: \$ 290,441.01**, was approved.

Under this contract, SHI International Corp. will provide Infor Enterprise Asset Management production licenses, maintenance and software support for 190 users. All licenses and related services are available from NJ State Contract No. 89851 expiring 06/30/2021.

This procurement, under State Contract No. 89851, is in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 et seq., the Authority’s enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey. Furthermore, the State Contract provides access to several software providers and,

therefore, requires agencies to seek multiple quotes to ensure the most competitive pricing. Quotes were solicited from five (3) authorized software providers within the State Contract Index and one quote was received as follows:

<u>Vendor</u>	<u>Total Price</u>
SHI International Corp., Somerset, NJ	\$290,441.01

Accordingly, authorization is requested to award a contract under State Contract No. 89851 for Enterprise Asset Management licenses, maintenance and support to SHI International Corp. for a total amount not to exceed \$290,441.01.

190-07-2020

In a document dated July 15, 2020, Enterprise Geographical Information Services (GIS) Software Support Renewal 2020-2023, Environmental Systems Research Institute, Inc., RM-158419 (ITS), Budget Code: Various, NJ State Contract No. 17-COMP-0098 expiring 10/13/21, Amount: \$ 825,000.00, was approved.

Under this contract, Environmental Systems Research Institute, Inc. (“ESRI”) will provide the Authority with an enterprise agreement (“Agreement”) for a technology platform that will allow the Authority to publish and share geographic (location-based) information. This renewal Agreement will have a term of three years and grant the Authority unlimited access to ESRI products purchased and includes maintenance of all software for the entire term. In addition, the Agreement includes, on a yearly basis, 100 technical advisory hours, quarterly webcasts, 50 learning service credits, and planning sessions. The software support and training services are available from NJ State Contract No. 17-COMP-0098 expiring 10/13/2021.

This procurement, under State Contract No. 17-COMP-0098 is in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 *et seq.*, the Authority’s enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a three-year Agreement under State Contract No. 17-COMP-0098 for GIS software support and training services to Environmental Systems Research Institute, Inc. for an amount not to exceed \$825,000.00, subject to funding availability at the time of services.

191-07-2020

In a document dated July 15, 2020, Radio System Support 2020-2026, Motorola Solutions, Inc., RM- 159078 (ITS), Budget Codes: Various, NJ State Contract No. 83909 expiring 4/30/2021, Amount: \$ 5,970,000.00, was approved.

Under this contract, Motorola Solutions, Inc. (“Motorola”) will provide 6 years of software

and hardware support for the Authority's radio system. This support agreement will include Network Event Monitoring Services as well as Technical Support Services, Security Update Services, Onsite Support Services, Annual Preventive Maintenance and a radio core upgrade three (3) times throughout the term. These services will cover all fixed equipment as well as portables, mobiles, and software packages for both the Authority as well as NJ State Police (Troop D). All radio hardware and related services are available from NJ State Contract No. 83909 expiring 04/30/2021.

This procurement, under State Contract No. 83909, is in accordance with *N.J.A.C. 19:9-2.5(a)*, promulgated pursuant to *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 83909 for 6 years of software and hardware support for the Authority's radio system to Motorola Solutions, Inc. for a total amount not to exceed \$5,970,000.00, subject to funding availability annually at the time of service.

192-07-2020

In a document dated July 27, 2020, **PayIt Online Payment Services, Carahsoft Technology Corporation, RM-159345 (ITS), Budget Codes: Various, State Contract No. 19-COMP-00601 expiring 9/15/2026, Amount: \$ 0 (No cost to Authority)**, was approved.

Under this contract, Carahsoft Technology Corporation, will provide a digital cloud-based solution from PayIt, LLC ("PayIt") which will allow patrons without funds ("PWOFF") to pay their toll amount due online. PWOFF refers to those patrons who exit through cash toll lanes without sufficient funds to pay the toll and request a payment due form (PWOFF Receipt). Under the Authority's regulations, the toll payment must be made within 5 days to avoid the assessment of administrative fees. PayIt will provide convenient on-line toll payment offerings on the following three (3) platforms: standard web application (PC), mobile web application, and mobile app for Android and IOS. The patrons who choose to pay online will be able to enter their PWOFF Receipt information and pay the toll amount. In addition, the patron will be charged a transaction fee based on the toll amount (shown below):

Toll Amount Owed	PayIt Service Fee
\$0.00 - 2.50	\$.55
\$2.51 - \$5.00	\$.85
\$5.01 - \$10.00	\$1.25
\$10.01 - \$20.00	\$1.95
\$20.00 and above	\$2.95

For these services, the Authority will not incur any cost. This zero-dollar cost encompasses set-up, and annual update, upgrade, maintenance, and professional services fees. This cloud-based solution is available from NJ State Contract No.19-COMP-00601 expiring

9/15/2026. Patrons will still be able to pay their PWOFF Receipt, without incurring a service fee, by check or money order via mail.

This procurement, under State Contract No. 19-COMP-00601, is in accordance with N.J.A.C. 19:9-2.5(a), promulgated pursuant to N.J.S.A. 27:23-1 *et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 19-COMP-00601 for PayIt online payment services to Carahsoft Technology Corporation.

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PROFESSIONAL SERVICES

193-07-2020

Item pulled

194-07-2020

In a document dated July 22, 2020, **Bio-Remedial Cleaning Services, Modification, Emergi-Clean, Inc., RM-159178 (Maintenance), Budget Code: Various, Current Authorized Amount: \$99,000.00, Requested Amount: \$150,000.00, New Authorized Amount: \$249,000.00**, was approved.

In early March 2020, in response to the onset of the COVID-19 pandemic, Staff from the Procurement and Materials Management Department solicited vendors certified in biohazard remediation services to procure contracts for on-call remediation services for all Authority and NJ State Police (Troop D) facilities. Due to the exigent nature of these services and for the health and safety for the Authority's employees, an emergency contract was issued, under the Executive Director's authority, to Emergi-Clean, Inc. on March 16, 2020 (Contract No. 2895) for an amount not to exceed \$99,000.00 through 09/30/2020. These funds have been exhausted and additional funds are now required to continue these critical, continuing emergent services. Given the unprecedented nature of this pandemic, the Authority could not, at the time of the original procurement, accurately forecast the extent to which these services would be required.

The original procurement was made pursuant to the exigency exception to the public bid laws 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(d)2, promulgated pursuant thereto, and Executive Order No.37 (Corzine 2006).

Accordingly, approval is requested to increase the authorized amount of Contract No. 2895 by \$100,000.00 to meet the necessary health and safety needs that may arise at all Authority and NJ State Police (Troop D) facilities. Furthermore, considering the uncertainty of the duration these services may be required, authorization is also requested to extend the contract by

three (3) months and for a contingency to increase the contract an additional \$50,000.00 in the future, if and when needed, for a new total authorized amount of \$249,000.00, through December 30, 2020, subject to funding availability at the time of service.

**RESOLUTION FOR CONTINUENCE OF EMERGENCY PROCUREMENT
BIO-REMEDIAL CLEANING SERVICES**

WHEREAS, the New Jersey Turnpike Authority (Authority) operates the Garden State Parkway and New Jersey Turnpike, collectively the “Roadways”; and

WHEREAS, in March 2020 the State of New Jersey experienced an unprecedented crisis situation with the onset of the COVID-19 pandemic; and

WHEREAS, the Executive Department determined, for the health and safety for the Authority’s employees, that emergency on-call bioremediation services for all Authority facilities must be an immediate critical component of a COVID-19 prevention plan; and

WHEREAS, staff sought vendors certified in biohazard remediation services to procure contracts for such immediate on-call biohazard remediation services for all Authority and NJ State Police (Troop D) facilities; and;

WHEREAS, on March 16, 2020, after an assessment of available certified biohazard remediation services, the Procurement Department issued a contract to Emergi-Clean, Inc., Rahway, NJ., the company determined to be best able to perform the optimum biohazard remediation services needed, in an amount not to exceed \$99,000.00; and

WHEREAS, such original funding of \$99,000.00 is now exhausted and it is critical that additional funding be authorized in order that the biohazard remediation services continue uninterrupted in order to protect the health, welfare and safety of the Authority community and public; and

WHEREAS, the Authority’s regulations pursuant to *N.J.A.C. 19:9-2.2(d)2*, promulgated under *N.J.S.A. 27:23-6.1*, permit emergency procurements when a threat to the health, welfare or safety of the public exists and does not allow sufficient time to advertise or award contracts by public bidding; and

NOW, THEREFORE, BE IT RESOLVED THAT the Authority’s Commissioners hereby ratify the award and approve an increase to the authorized amount of the contract with Emergi-Clean, Inc. for a new total amount not to exceed \$249,000.00, under the emergency procurement exception to public advertisement permitted by *N.J.A.C. 19:9-2.2.2(d)2* and Executive Order No. 37.

On motion by Commissioner Pocino and seconded by Commissioner Salerno the Board unanimously approved item numbers 189-07-2020 through 194-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL						
GUTIERREZ-SCACCETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	YES	YES	YES	YES
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GENERAL BUSINESS

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OPERATIONS

Director of Operations Kevin Dunn requested acceptance of item number 195-07-2020.

Moved is the item as follows:

195-07-2020

Director of Operations Kevin Dunn requested acceptance of **Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2020 through 06/30/2020; with 2019-2020 Yearly Comparisons through June 2020.**

On motion by Treasurer DuPont and seconded by Commissioner Gravino the Board unanimously accepted item number 195-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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STATE POLICE

Major Terence Carroll requested acceptance of item number 196-07-2020. Moved is the item as follows:

196-07-2020

Major Terence Carroll requested acceptance of the **New Jersey State Police Troop D Activity Reports** for June 2020, with 2019 – 2020 Yearly Comparisons.

On motion by Commissioner Minella and seconded by Commissioner Gravino the Authority unanimously accepted the reports contained in item number 196-07-2020 and received same for file.

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FINANCE

Chief Financial Officer Donna Manuelli requested acceptance of item number 197-07-2020. Moved is the item as follows:

197-07-2020

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the Six (6) months ended June 30, 2020**, was accepted.

On motion by Commissioner Pocino and seconded by Treasurer DuPont the Board unanimously accepted item number 197-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

Chief Financial Officer Donna Manuelli requested approval of item number 198-07-2020. Moved is the item as follows:

198-07-2020

In a memorandum dated July 14, 2020, **Recommendation to Approve 2019 Comprehensive Annual Financial Report and the Audited Financial Statements for the Year Ended December 31, 2019**, was approved.

Executive Orders 122 (McGreevey 2004) and 37 (Corzine 2006) require, among other things, an annual audit of the financial statements of the New Jersey Turnpike Authority ("Authority") by an independent auditor. For purposes of these Executive Orders, the audit is an examination of the Authority's financial statements by a certified public accounting firm in compliance with generally accepted government auditing standards ("GAGAS"), issued by the Comptroller General of the United States, and in accordance with all applicable rules, regulations, and circulars. The Executive Orders require the audit to be accompanied by a written certification

from both the Executive Director and the Chief Financial Officer that the financial information provided to the auditor in connection with the audit is, to the best of their knowledge, accurate and that such information fairly represents, in all material respects, the financial condition and operational results of the Authority for the year. Executive Order 37 (Corzine 2006) also requires a comprehensive annual report concerning the Authority's operations to be completed each year. This comprehensive annual report is to include, among other things, the audited financial statements. Finally, the Executive Orders require the comprehensive annual report and audited financial statements to be submitted to the Board of Commissioners for its review and, if accepted, approval.

The Authority's 2019 Comprehensive Annual Financial Report (CAFR) and audited financial statements for the year ended December 31, 2019 are respectfully submitted to the Board of Commissioners for its approval. A CAFR is a thorough and detailed presentation of the Authority's financial condition. It reports the Authority's activities and balances for each fiscal year. The CAFR complies with the accounting requirements promulgated by the Government Accounting Standards Board (GASB).

The CAFR is presented in three (3) sections:

- (1) Introductory Section – includes transmittal letter;
- (2) Financial Section – includes the independent auditor's report and contains management's discussion and analysis, Authority financial statements, fund financial statements, notes to the financial statements, required supplementary information, and schedules; and
- (3) Statistical Section – includes additional financial, economic, and demographic information.

The Authority's external auditor, KPMG LLP has completed its examination of the Authority's financial statements for the year ended December 31, 2019 in compliance with the requirements of the Executive Orders. The auditors have concluded that in their opinion, the financial statements present fairly, in all material respects, the financial position of the Authority as of December 31, 2019, and the changes in its financial position and its cash flows for the year then ended in conformity with U.S. generally accepted accounting principles. The auditor did not note any significant deficiency or material weakness in internal control over financial reporting. In addition, the required Bond Resolution statements, included as supplementary schedules to the financial statements and prepared in accordance with the U.S. generally accepted accounting principles, have been audited in relation to the basic financial statements. KPMG LLP, as required by the Authority's Bond Resolution, has also issued a report which indicates that the Authority has complied with the contractual provisions of its Bond Resolution.

The Authority received The Government Finance Officers Association (GFOA) Certificate of Achievement for Excellence in Financial Reporting for its 2018 CAFR. The Authority will submit its 2019 CAFR to the GFOA and staff is confident that the 2019 CAFR meets the

requirements of the GFOA program.

Therefore, in compliance with the Executive Orders 122 (McGreevey 2004) and 37 (Corzine 2006), it is respectfully recommended that the Board of Commissioners accept and approve the Authority's 2019 CAFR and audited financial statements for the year ended December 31, 2019. The Audit Committee has reviewed and accepted these reports.

On motion by Treasurer DuPont and seconded by Commissioner Pocino the Board unanimously approved item number 198-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL

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

Chief Financial Officer Donna Manuelli requested approval of item number 199-07-2020.

Moved is the item as follows:

199-07-2020

In a document dated July 20, 2020, **Ratification of Emergency Procurement of Direct Purchase of Series 2020B (\$24,935,000) JPMorgan Chase Bank and Series 2020C (\$163,230,000) Barclays Capital Inc. Turnpike Revenue Bonds; Amount: \$4,099,500 (JPMorgan interest over 8 years); \$58,950,000 (Barclays interest over 15 years)**, was approved.

Due to the significant reduction in revenue caused by the COVID-19 pandemic, staff and the Authority financial and legal advisors determined that it was necessary to refund certain bonds which had principle payments due on 1/1/21 to reduce 2020 debt service requirements and provide cash flow relief during 2020. The refunded bonds were previously authorized through the Series 2020 Turnpike Revenue Bond Resolution which was approved at the January 28, 2020 Board of Commissioners meeting. It was determined that the most cost effective and expeditious way to refund the bonds, given public bond market conditions and the emergent need for cash flow relief, was through a solicitation of commercial banks and institutional investors to provide a direct purchase of Turnpike Revenue Bonds, the proceeds of which would refund existing bonds. The bonds refunded included a portion of the Series 2012B, Series 2013A, Series 2014C, Series 2015A, Series 2015C, Series 2015D and Series 2017C Bonds. The refunding of the bonds was accomplished through the issuance of \$24,935,000 of Turnpike Revenue Bonds, Series 2020B and \$163,230,000 of Turnpike Revenue Bonds, Series 2020C. The bonds were purchased by JPMorgan Chase Bank and Barclays Capital Inc., respectively, and the Authority entered into Direct Purchase Agreements with each bank on June 18, 2020.

The Director of Purchasing and Materials Management (PMM) declared the procurement an emergency, and an informal Request for Bid for the direct purchase of bonds was conducted by the PMM Department. The Request for Bid was sent to 14 firms in the Authority's database on

May 20, 2020. Six responses were received, with a seventh received after the deadline and could not be considered. After a review of the bids received, it was determined that both the JPMorgan Chase Bank and Barclays Capital Inc. bids were fully compliant and resulted in the lowest overall cost to the Authority. The JPMorgan Chase Bank bonds (Series 2020B), which mature on 1/1/28, have a fixed interest cost of 2.5% and a principle amount of \$24,935,000. The JPMorgan Chase Bank bid included legal fees not to exceed \$30,000. The Barclays Capital Inc. bonds (Series 2020B), which mature on 1/1/35, have a fixed interest cost of 3.223% and a principle amount of \$163,230,000. The Barclays Capital Inc. bid included not to exceed legal fees of \$45,000. Both the Series 2020B and Series 202C Bonds were issued as taxable bonds, as advance refunding's of bonds on a tax-exempt basis is not permitted under Internal Revenue Service regulations. To complete the bond refunding, the Authority terminated the existing interest rate swaps on the refunded bonds. The entire refunding transaction, including all costs of issuance, swap termination payments, and future interest payments, had a net present value cost of about \$3.0 million. Although this refunding did not result in overall net present value savings and did not meet the Authority's debt policy savings thresholds, the refunding provides over \$180 million of debt service savings in 2020 at a minimal net present value cost. It was determined that the bond refunding cost was reasonable in comparison to both other alternatives and the benefit of the significant cash flow relief it provided in 2020.

In the interest of the safety of the motoring public on the Authority's roadways, the authorization requested herein was made pursuant to the exigency exception to the public bid laws 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(d)2*, promulgated pursuant thereto, and Executive Order No. 37 (Corzine 2006). A resolution as required by *N.J.A.C. 19:9-2.2(d)2* is attached hereto.

Accordingly, authorization is requested to ratify the award of the emergency solicitation of \$24,935,000 Series 2020B Turnpike Revenue Bonds through a direct purchase of the bonds to JPMorgan Chase Bank, and of \$163,230,000 Series 2020C Turnpike Revenue Bonds through a direct purchase of the bonds to Barclays Capital Inc.

RESOLUTION FOR EMERGENCY PROCUREMENT
DIRECT PURCHASE OF TURNPIKE REVENUE BONDS SERIES 2020B and SERIES 2020C

WHEREAS, the New Jersey Turnpike Authority (Authority) operates the New Jersey Turnpike and the Garden State Parkway, collectively the "Roadways"; and

WHEREAS, on January 30, 2020, the World Health Organization announced a global health emergency because of a new strain of the Novel Coronavirus (COVID-19) and the risks to the international community. On January 31, 2020 the United States Department of Health and Human Services declared a national health emergency, and on March 13, 2020, the President of the United States declared a national state of emergency; and

WHEREAS, due to the COVID-19 pandemic, on March 9, 2020, Governor Murphy declared a state of emergency in New Jersey; on March 16, 2020 a state-wide curfew was enacted and non-essential businesses were required to close, and on March 21, 2020 a stay at home order was issued; and

WHEREAS, the travel restrictions and business closures both in-state, and throughout both the region and entire country, significantly impacted traffic and toll revenue on the Roadways. The toll revenue losses have been unprecedented and will not be recovered; and

WHEREAS, the Authority did not have sufficient cash reserves to incur the level of revenue losses experienced on a sustained basis and still fund its critical operating and safety projects and obligations without cash flow relief; and

WHEREAS, the Executive and Finance Departments, after consultation with the Authority's financial and legal professionals determined that the most cost effective and expeditious manner to secure cash flow relief while continuing to fund critical safety needs was to refund certain outstanding Turnpike Revenue Bonds. Refunding the bonds prior to June 30, 2020 would provide the Authority with an additional \$12 million of cash flow relief as compared to after June 30, 2020; and

WHEREAS, the Purchasing and Materials Management Department conducted an emergency procurement through an informal Request for Bid for the issuance of Turnpike Revenue Bonds. The proceeds of these bonds were used to refund existing bonds providing debt service savings in 2020; and

WHEREAS, after receipt and review of the bids, staff and its financial and legal advisors determined that the bids received from JPMorgan Chase Bank and Barclays Capital Inc. were fully complaint and provided the overall lowest cost to the Authority; and

WHEREAS, the Authority's regulations pursuant to *N.J.A.C. 19:9-2.2(d)2*, promulgated under *N.J.S.A. 27:23-6.1*, permit emergency procurements when a threat to the health, welfare or safety of the public exists and does not allow sufficient time to advertise or award contracts by public bidding; and

NOW, THEREFORE, BE IT RESOLVED THAT the Authority's Commissioners hereby ratify and approve the award of contracts to JPMorgan Chase Bank for the Direct Purchase of \$24,950,000 of Series 2020B Turnpike Revenue Bonds and Barclays Capital Inc. for the Direct Purchase of \$163,230,000 of Series 2020C Turnpike Revenue Bonds at fixed interest rates plus not to exceed legal fees, under the emergency procurement exception to public advertisement permitted by *N.J.A.C. 19:9-2.2.2(d)2* and Executive Order No. 37.

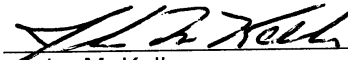
On motion by Commissioner Minella and seconded by Treasurer DuPont the Board unanimously approved item numbers 199-07-2020; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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ROLL CALL						
GUTIERREZ-SCACCETTI	DIAZ	DuPONT	POCINO	GRAVINO	MINELLA	SALERMO
YES	YES	YES	YES	YES	YES	YES
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The motion to adjourn was made by Treasurer DuPont and seconded by Commissioner Pocino, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 9:53 a.m., and advised that it will be held again on Tuesday, August 25, 2020 at 9:00 a.m., telephonically or at the Authority's headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.

ATTEST:


Kim Schurman
Secretary to the Authority


John M. Keller
Executive Director

Date: July 28, 2020