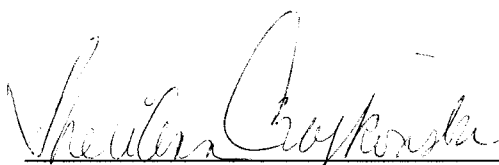


**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

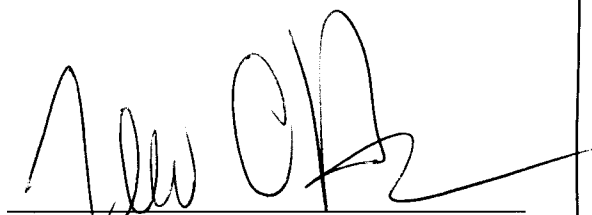
I, John O'Hern, hereby certify that I am the Chief Operating Officer & Deputy Executive Director of the New Jersey Turnpike Authority and as such Deputy Executive Director certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the **January 29, 2013** 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 29th day of January, 2013.**

ATTEST:



Sheri Ann Czajkowski
Assistant Secretary to the
Authority



John O'Hern, Chief Operating
Office and Deputy Executive
Director for
Veronique Hakim,
Executive Director

Corporate Seal

Date: January 29, 2013

**Received in the Governor's Office on January 29, 2013
(hand delivered)**

Received by: Melissa McClamon Melissa McClamon
Print Name Signature

GAU STAMP:

1/29/13
4:30pm

Veto Period Ends:

February 12, 2013
(Write in the date the veto period ends)

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

Tuesday, January 29, 2013

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Vice-Chairman Ronald Gravino 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 Deputy Commissioner Joseph Mrozek, Vice Chairman Ronald Gravino, Treasurer Michael DuPont; Commissioner Harold Hodes; Commissioner Raymond Pocino; and Commissioner Daniel Becht. Commissioner Ulises Diaz was absent. The meeting commenced at 9:30 a.m.

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ALSO PRESENT

Executive Director Veronique Hakim; Chief Operating Officer John O'Hern; Chief Engineer Richard Raczynski; General Counsel Bruce Harris; Electronic Toll Collection Director Dennis Switaj; Chief Financial Officer Donna Manuelli; Human Resources Director Mary-Elizabeth Garrity; Director of Internal Audit James Carone; Director of Maintenance Joseph Lentini; Director of Operations Sean Hill; Purchasing Director Andrea Ward; Chief Information Officer Barry Pelletteri; Director of Tolls Robert Quirk; Captain Neil Bronson for Major Leonard Abline, State Police Troop D; and Assistant Secretary to the Authority Sheri Ann Czajkowski.

Also present were: Governors' Authorities Unit Representatives Regina M. Egea and Brett Tanzman; additional individuals consisting of other NJTA employees; interested organizations; the general public; and from the media: The Star Ledger, The Asbury Park Press and The Press of Atlantic City.

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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

The Executive Director reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Chris Christie received the proceedings of the regular meetings of December 19, 2012; he did not exercise his power to veto any items in those minutes.

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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:

Vice Chairman Gravino: 034-01-2013

Commissioner Pocino: 011-01-2013 thru 020-01-2013 and
022-01-2013 thru 027-01-2013

Commissioner Hodes: 021-01-2013

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PUBLIC COMMENT

No public comments were made.

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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 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 9:54 a.m.; Vice Chairman Gravino resumed the public portion of the meeting.

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EXECUTIVE DIRECTOR'S COMMENTS

No comments were made by the ED.

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COMMISSIONER'S COMMENTS

The Board recognized others who attended the meeting, specifically Regina Egea of the Governor's Authorities Unit, Deputy DOT Commissioner Mrozek, and State Police Captain Neil Brosnan, who was representing Major Leonard Abline.

Vice Chairman Gravino thanked Joe Lentini and his Maintenance Department staff for their efforts during the recent snow events. Vice Chairman Gravino said the roads have been safe during the storms indicating that everyone is doing a good job. Further, Gravino thanked Sean Hill, Chip Eibel, and the Operations Department for also doing a good job with the recent snow events.

Vice Chairman Gravino stated that Jim Carone and his Internal Audit staff did a great job

addressing issues raised in the 2010 Office of State Comptroller's report and as a result the Authority recently received positive press. Gravino also thanked other internal staff members John O'Hern and Ronnie Hakim, who worked with Jim Carone. Vice Chairman Gravino said that the recent findings of the Office of State showed that the NJTA is an outstanding agency and everyone who works at the NJTA should be proud of the type of organization it is.

Director of Operations Sean Hill briefed the Board regarding the January 23, 2013 opening of the new Interchange 8 on the Turnpike. Hill noted that the "old" and "new" plazas are both currently operating at the Interchange at this time. ED Hakim stated that the opening of Interchange 8 is another example of the progress of the Authority's Turnpike 6-9 widening project.

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HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 001-01-2013. Moved is the item as follows:

001-01-2013

Human Resources Director Garrity submitted the **Personnel Agenda**, dated January 29, 2013, 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 Commissioner Hodes 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

General Counsel Bruce Harris requested approval of item numbers 002-01-2013 through 010-01-2013. Moved as a group those items are as follows:

002-01-2013

In a memorandum dated January 14, 2013, **a Ratification of Action Taken and Authorization for the Acquisition of Property Interests Required for the New Jersey Turnpike Authority for Interchange 6 to 9 Widening Program, Acquisition of Four (4) Properties and Payment for Damages, 2009 Capital Construction Program, in an amount of \$139,389.00 (For a total of \$380,185.00 as \$240,796.00 was previously approved)**, was approved.

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 has been completed and the Program is under construction

The acquisition of the necessary property interests is critical to the success of the Widening Program. In light of same, the Commissioners of the New Jersey Turnpike Authority authorized the Executive Director to take all steps necessary to prepare for the acquisition of property rights needed through final construction of the Widening Program with final action being brought to the Commissioners for ratification under Agenda Item No. 315-09-2011.

This Agenda Item seeks ratification of the settlement of the condemnation actions (one of which includes the payment of damages) specifically described below:

I. Settled Eminent Domain Proceedings. The Authority has determined that the properties listed below are necessary for the Widening Program. To that end, the Authority had appraisals prepared by an independent appraiser and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each property. With respect to the below property, the Authority had contacted the property owners and entered into good faith negotiations with said owners and their counsel for the purchase of same based on the appraised values and in compliance with the laws governing its powers of eminent domain. Eminent domain proceedings were filed as a last resort. The following is a description of the settlement of those condemnation proceedings.

1. Turnpike Design Section 3, ROW Section 3F

Parcel Series 321A, 321B and E321A, Block 2725, Lot 4 (Partial Taking)

4602 Crosswicks-Hamilton Square Road, Hamilton Township,

County of Mercer

Owners: David J. DiStefano, Jr. & Deborah A. DiStefano

Amount: \$100,000.00 (\$63,500.00 was previously approved for condemnation; an additional \$36,500.00 is required)

The acquisition of a portion of the property was previously authorized under Agenda Item No. 115-09 for the purchase price of \$63,500.00. After further negotiations, a settlement was reached with the property owners for the purchase price of \$100,000.00.

2. Turnpike Design Section 4, ROW Section 4G

Parcel Series 979, Block 25, Lot 10.98 and Block 25.06, Lot 2.02 (Partial Taking)

West Manor Way, Robbinsville Township, County of Mercer

Owner: Washington Greene Homeowners Association, Inc.

Amount: \$119,100.00 (\$35,400.00 was previously approved for condemnation; an additional \$83,700.00 is required)

The acquisition of a portion of the property was previously authorized under Agenda Item No. 301-08-2012 for the purchase price of \$35,400.00. After further negotiations, a settlement

was reached with the property owner for the purchase price of \$119,100.00 (\$75,000.00 for land and \$44,100.00 for tree damage).

II. Settled SADC Eminent Domain Acquisitions.

Agenda Item No. 70-10 describes in detail the process that the Authority undertook in order to purchase property interests required for the Widening Program that were designated as farmland within an Agricultural Development Area ("ADA") or dedicated as preserved Farmland. Also, as previously submitted to the Authority's Commissioners, these are property interests for which the Authority had previously reached agreements with both the property owners and the State Agricultural Development Committee ("SADC"). The following is a description of payments required as a result of the extension of temporary construction easements previously approved and acquired.

1. Turnpike Design Section 5, ROW Section 4H
Parcel Series 1037E, 1037F, 1037G, and 1037H,¹ Block 43, Lots 1, 4, 4.01, 6 & 7 (Partial Taking)
619, 649 & 659 Windsor-Perrineville Road and 920 & 970 Old York Road, East Windsor Township, County of Mercer
Owners: Randall Peck and Laura Peck
Amount: \$51,059.00 (\$45,000.00 was previously approved (Owner: \$10,863.00; SADC: \$34,137.00); an additional \$6,059.00 is required (Owner: \$1,463.00; SADC: \$4,596.00)).

The settlement amount of \$45,000.00 was previously approved by the Authority's Commissioners under Agenda Item Nos. 70-10 and 198-06-2011. Subsequently, it was determined that an additional \$6,059.00 was required for the extension of Temporary Construction Easement Parcel Nos. RC1037H, C1037E, C1037F and C1037G for a period of 27 months.

2. Turnpike Design Section 5, ROW Section 4H
Parcel Series 1037A, 1037B & 1037C, Block 43, Lots 10, 12 & 13 (Partial Taking)
585, 589 & 603 Windsor-Perrineville Road, East Windsor Township,
County of Mercer
Owners: Randall Peck and Laura Peck
Amount: \$110,026.00 (\$96,896.00 was previously approved as follows (Owner (Land) \$4,828.00; Owner (Crop Damages) \$76,896.00; SADC \$15,172.00); an additional \$13,130.00 is required (Owner \$3,170.00; SADC \$9,960.00)).

¹ Although Agenda Item Nos. 70-10 and 198-06-2011 only refer to Parcel Series 1037H in the header of the agenda item, the information provided pertained to Parcel Series 1037E, 1037F, and 1037G. All of the other specific information is correct.

The settlement amount of \$96,896.00 was previously approved by the Authority's Commissioners under Agenda Item Nos. 70-10, 170-10 and 198-06-2011. Subsequently, it was determined that an additional \$13,130.00 was required for the extension of Temporary Construction Easement Parcel Nos. RC1037B, C1037C, and 2C1037C for a period of 37 months.

Except as described in Section II above, the acquisitions above do not involve property designated as "Preserved Farmland" pursuant to and as regulated by the *Agriculture Development and Retention Act*, N.J.S.A. 4:1C-11, et seq., and *State Agricultural Development Committee Rules*, N.J.A.C. 2:76-1.1, the Act's implementing regulations. Nor have these properties been designated or encumbered as Green Acres properties pursuant to N.J.S.A. 13:1D-52, et seq. and N.J.A.C. 7:35-26.1, et seq.

All actions taken by the Executive Director have been necessary for the purchase of the properties listed above including the satisfaction of certain other costs required by law to be paid at closing. All actions taken by the Executive Director have been reviewed and approved by the Law Department and outside General Counsel.

Based on the foregoing, it is requested that the Authority Commissioners ratify any and all actions taken by the Executive Director as outlined herein for the acquisition of the property set forth above.

003-01-2013

In a memorandum dated January 14, 2013, a Ratification of Action Taken and Authorization for the Acquisition of Property Interests Necessary for the Interchanges 9, 10 and 11 Improvements Project, Garden State Parkway, Township of Middle, County of Cape May, Project No. 39023022, in an amount of \$892,820.00, was approved.

The New Jersey Turnpike Authority ("Authority"), in conjunction with the New Jersey Department of Transportation ("NJDOT"), the Federal Highway Administration ("FHWA") and Cape May County, is proceeding with its plans for the construction of the Interchanges 9, 10 and 11 Improvements Project (the "Project") in the Township of Middle, Cape May County.

This Project includes improvements to Interchanges 9, 10 and 11, which are at-grade signalized intersections that connect the Garden State Parkway with surface streets. The Project would eliminate the at-grade signalized intersections and upgrade this segment of the Parkway to a fully access-controlled highway, giving preference to through traffic by providing ramp connections only at selected public roads and prohibiting at-grade intersections and direct private driveway connections with the Parkway. This will improve both pedestrian and motorist safety.

The acquisition of property interests necessary for the Project in a timely manner is critical to the success of the Project. In light of this, under Agenda Item No. 129-04-2012, the Commissioners authorized the Executive Director to take all steps necessary to prepare for the acquisition of those property interests necessary for the Project, with the final action being

submitted to the Commissioners for ratification.

The Authority had appraisals prepared by independent appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each necessary property interest. The Authority has entered into good faith negotiations with the owners or their respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain.

Negotiated Sales:

The Authority had appraisals prepared by independent appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each necessary property interest. The Authority has entered into good faith negotiations with the owners or their respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain.

The following is a description of property for which the parties have negotiated terms of sale:

1. Parcel No. 4582
Owner: Stanley R. Sperlak
1028 New Jersey State Highway Route 9
Block 353, Lot 2
Middle Township, Cape May County
Amount: \$42,820.00

The Property currently consists of approximately 1.861 acres of land and is improved with eight structures including two one-and-one-half-story buildings, two one-story greenhouses and a one-story brick building and three sheds. The Authority must acquire a fee acquisition of 0.05 acres of land located on the eastern property line of the Property near the Garden State Parkway.

2. Parcel No. 4601
Owner: Palmer M. Way and Ella W. Kay
Garden State Parkway
Block 132.01, Lots 2 & 3
Middle Township, Cape May County
Amount: \$850,000.00

The Property currently consists of approximately 36.14 acres of vacant land. The Authority must acquire the entire Property to satisfy its wetlands mitigation obligations for the Project. While the Authority's appraisal valued the Property at \$365,000.00, the Seller provided an appraisal which valued the Property at \$1,497,008.00. Moreover, the Engineering

Department confirmed that the Authority would benefit from significant construction cost savings if a negotiated sale of the Property could be completed to allow the wetlands mitigation work to be completed in January 2013. Thus, staff recommends that the negotiated settlement amount of \$850,000 for the entire 36.14 acre tract be approved.

The acquisitions as proposed above do not involve property designated as "Preserved Farmland" pursuant to and as required by the Agriculture Development and Retention Act N.J.S.A. 4:1C-11 et seq., and State Agricultural Development Committee Rules N.J.A.C. 2:76-1.1, the Act's implementing regulations. Nor have the above-referenced properties been designated or encumbered as Green Acres Properties pursuant to N.J.S.A. 13:1D-52 et seq. and N.J.A.C. 7:35-26.1 et seq.

The Law Department, in consultation with the Authority's Real Estate Manager/Consultant and outside General Counsel, recommends that the Authority acquire this property upon the terms and conditions as set forth above. Accordingly, it is requested that the Authority's Commissioners authorize the Executive Director, with the assistance of the Law Department, Engineering Department, outside General Counsel and other Authority consultants, to take all steps necessary to purchase this property for the amount set forth herein and to satisfy those other costs required to be paid at closing, said costs not to exceed Ten Thousand Dollars (\$10,000) per transaction.

004-01-2013

In a memorandum dated January 14, 2013, a Ratification of Action Taken and Authorization for the Acquisition of Property Interests Necessary for the Interchange 88 and 89 Improvements Project, Garden State Parkway, Township of Lakewood, County of Ocean, Project No. 39023029, in an amount of \$10,000, (\$54,000 was previously approved; an additional \$10,000 is required, for a total of \$64,000), was approved.

The New Jersey Turnpike Authority ("Authority") is in the process of the construction of the Interchange 88 and 89 Improvements Project (the "Project") in the Township of Lakewood, Ocean County. This Project includes improvements to Interchange 88, which is currently only accessible by traffic to and from the north. The Project will complete the interchange to allow for full access to Route 70 and will consolidate Interchanges 88 and 89 through the construction of service roads along northbound and southbound roadways. The estimated cost of this project is \$72 million. Construction necessary for the Project is being performed under Contract P300.198, which was awarded under Agenda Item No. 307-08-2012.

The acquisition of property interests necessary for the Project in a timely manner is critical to the success of the Project. In light of this, under Agenda Item No. 052-02-2012, the Commissioners deemed various property interests necessary for the Project and authorized the Executive Director to take all steps necessary to prepare for the acquisition of those interests,

with the final purchase price being submitted to the Commissioners for approval.

The Authority had appraisals prepared by independent appraisers and reviewed by Value Research Group, LLC, the Authority's Real Estate Manager/Consultant, which set a value for each necessary property interest. The Authority has entered into good faith negotiations with the owners or their respective counsel as appropriate for the purchase of same or the settlement of any claims related to the acquisition based on this appraised value and in compliance with the laws governing its powers of eminent domain.

1. Negotiated Sale:

The following is a description of property for which the parties have negotiated terms of sale:

Parcel No. 4649

Owner: Ocean County Memorial Park Assoc.

1722 Silverton Road

Block 192.58, Lot 6

Toms River, Ocean County

Amount: \$1,000

This property consists of approximately 95.7 acres of land improved with a cemetery and related buildings. The Authority must acquire a temporary construction easement in an approximately 319 square foot area.

2. Settled Eminent Domain Proceeding

The following is a description of a property acquisition that has been settled after the filing of a condemnation proceeding:

Parcel No. 4624A&B

Owner: White Elephant Enterprises LLC & Seventy GSP Associates LLC

Route 70, Commerce Blvd. and Airport Rd.

Block 1160.01, Lot 41.20, 219, & 219.01

Block 1160.10, Lot 219

Block 1160.11, Lots 1, 2, 3, & 4

Lakewood Township, Ocean County

Amount: \$63,000 (\$54,000 previously deposited with the court; an additional \$9,000 is required)

This property consists of approximately 68.791 acres of vacant land. The Authority must acquire a fee simple interest in two separate areas totaling approximately 13,154 square feet as necessary for the Project. The acquisition of this property through condemnation was previously authorized under Agenda Item No. 338-09-2012 for the purchase price of \$54,000. After further negotiations, the parties agreed to a purchase price of \$63,000.

The acquisitions proposed above do not involve property designated as "Preserved

Farmland" pursuant to and as required by the Agriculture Development and Retention Act N.J.S.A. 4:1C-11 et seq., and State Agricultural Development Committee Rules N.J.A.C. 2:76-1.1, the Act's implementing regulations. Nor have the above referenced properties been designated or encumbered as Green Acres Properties pursuant to N.J.S.A. 13:1D-52 et seq. and N.J.A.C. 7:35-26.1 et seq.

The Law Department, in consultation with the Authority's Real Estate Manager/Consultant and outside General Counsel, recommends that the Authority acquire this property upon the terms and conditions as set forth above.

Accordingly, it is requested that the Authority's Commissioners authorize the Executive Director, with the assistance of the Law Department, Engineering Department, outside General Counsel and other Authority consultants, to take all steps necessary to purchase this property for the amount set forth herein and to satisfy those other costs required to be paid at closing, said costs not to exceed Ten Thousand Dollars (\$10,000) per transaction.

005-01-2013

In a memorandum dated January 24, 2013, a Ratification of Action Taken and Authorization for the Acquisition of Property Interests Necessary for the New Jersey Turnpike Interchange 9 Improvements Project, Owner: Tower Center Offsite, LLC, Portion of Block 1, Lots 1.01 and 2, NJTA Parcel Nos. 937A and 937B, Township of East Brunswick, Middlesex County, Project No. 39003035, in an amount of \$70,000.00, was approved.

As you are aware, in Agenda Item Nos. 175-05-2012 and 395-10-2012, authorization was granted to the Authority's Executive Director to take all steps necessary to prepare for the acquisition of property required for the Turnpike Interchange 9 Improvements Project ("Project"). In accordance with the applicable laws of Eminent Domain, the Authority's Law Department, in consultation with outside counsel (Wolff & Samson, PC), extended an offer to purchase the above-referenced property based on an appraisal obtained from its licensed appraiser. The owner accepted the offer of \$70,000.00 for the property interests, which are specifically described below:

Parcel No.	Parcel Area	Title Owner of Property	Block	Lot
937A	0.089 Acres	Tower Center Offsite, LLC	1	1.01
937B	0.268 Acres	Tower Center Offsite, LLC	1	2

Based on the foregoing, it is requested that the Authority's Commissioners authorize the Executive Director to take any and all steps necessary to finalize the acquisition of the above property in the amount set forth above, and to ratify any actions already taken in furtherance of same.

006-01-2013

In a document dated January 14, 2013, **a Request for Authorization to Enter into a Memorandum of Agreement with the Township of Middle, County of Cape May for the Garden State Parkway, Interchanges 9, 10 and 11 Improvements Project, Project No. 39023022**, was approved.

The New Jersey Turnpike Authority ("Authority"), in conjunction with the New Jersey Department of Transportation ("NJDOT"), the Federal Highway Administration ("FHWA") and Cape May County, is proceeding with its plans for the construction of the Interchanges 9, 10 and 11 Improvements Project (the "Project") in the Township of Middle, Cape May County ("Township").

This Project includes improvements to Interchanges 9, 10 and 11, which are at-grade signalized intersections that connect the Garden State Parkway with surface streets. The Project would eliminate the at-grade signalized intersections and upgrade this segment of the Parkway to a fully access-controlled highway, giving preference to through traffic by providing ramp connections only at selected public roads and prohibiting at-grade intersections and direct private driveway connections with the Parkway. This will improve both pedestrian and motorist safety.

As part of the Project, the Authority proposes to perform various improvements in the vicinity of Ormond Road and Brighton Road on right of way and other real property owned by the Township (the "Township Improvements"). Pursuant to a proposed Memorandum of Agreement ("MOA"), the Township agrees to permit the Authority, its agents and contractors, access to Township property as necessary to perform work in furtherance of the Project. In addition, the Authority shall reimburse the Township for any and all costs incurred for inspection activities relating to the Bennett Road sanitary sewer force main relocation.

Accordingly, it is requested that the Authority's Commissioners delegate to the Executive Director the authority to execute the MOA with the Township of Middle pursuant to the terms outlined above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

007-01-2013

In a memorandum dated January 14, 2013, **a Request for Authorization to Grant Easement to CPV Shore, LLC, Block 176, Lot 2.05, Borough of Sayreville, County of Middlesex**, was approved.

CPV Shore, LLC ("CPV") has requested that the Authority grant to CPV an easement on a portion of property owned by the Authority known as Block 176, Lot 2.05 in Sayreville, County of Middlesex (the "Property"). This easement would be to assist CPV in developing the Woodbridge Energy Center, a proposed electric generation facility, which involves the extension of an electric transmission line to connect to an electric substation in Sayreville. Under the

proposed easement, CPV would be permitted to extend an underground electric transmission line through a small portion of the Property, provided that CPV obtained all necessary environmental or other required permits.

The Authority's Engineering Department staff have confirmed that the granting of such easement would not adversely impact the Authority's interests. In particular, it should be noted that the Property is not part of the Authority's right of way. Thus, because the proposed easement could benefit the surrounding communities by permitting the development of new sources of energy, staff recommends that the easement be granted.

Accordingly, it is requested that the Authority's Commissioners delegate to the Executive Director the authority to execute an easement with CPV pursuant to the terms outlined above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

008-01-2013

In a memorandum dated January 25, 2013, **a Request for Authorization to Enter into Settlement Agreement with Buttafuoco, Arce & Price**, was approved.

Buttafuoco, Arce & Price (the "Firm") has acted as the Authority's Special Counsel for Workers Compensation Matters since 2003. In reviewing bills submitted by the Firm during 2011 and 2012, the Law Department discovered overcharges for time spent on travel, and for certain charges for correspondence not permitted by the Authority's contract with the Firm. The Internal Audit Department conducted an audit of the Firm's billing for services rendered from January 1, 2008 to date.

As a result of this audit, Authority staff and the Firm have agreed that the Firm was overpaid \$257,760 by the Authority. However, the Firm is owed \$116,686.02 by the Authority for services rendered in 2011 and 2012 for which no payment has yet been made. Thus, a balance is owed to the Authority of \$141,073.98.

Authority staff and the Firm have negotiated a settlement agreement whereby the Firm will repay this amount to the Authority, and the parties will agree to release each other from any further claims of liability arising out of the Authority's contract with the Firm. The Firm has already made a good faith payment of \$51,078.98 to the Authority. Under the proposed settlement agreement, the remaining \$90,000 will be paid to the Authority in twelve installments.

Accordingly, authorization is requested for the Executive Director to enter into a settlement agreement with Buttafuoco, Arce & Price pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

009-01-2013

In a memorandum dated January 17, 2013, a Recommendation to Authorize the Establishment of an Ad Hoc Three-Person Committee to Concur and Approve Emergency Procurements of Architectural, Engineering and Land-Surveying Services Pursuant to Executive Order No. 37 (Corzine 2006), was approved.

From time to time, the Chief Engineer must directly engage a contractor to conduct emergency construction work without following the competitive bidding process. This exception is permitted by N.J.S.A. 27:23-6.1, the New Jersey Turnpike Authority's public bid mandate. In accordance with this exception, the Board of Commissioners ratifies the Chief Engineer's selection.

Similarly, the Chief Engineer must engage engineering professionals to provide emergency design or construction supervision services to support the emergency construction effort. The Board also ratifies the selection of the emergency engineering professional as an exception to the competitive procurement processes required by both N.J.A.C. 19:9-2.8, the Authority's regulation for procurement of engineering professionals, namely, Architectural, Engineering and Land Surveying Services, and Executive Order No. 37 (Corzine 2006).

However, emergency procurements of professional services under N.J.A.C. 19:9-2.8 and Executive Order No. 37 (Corzine 2006) impose additional requirements. N.J.A.C. 19:9-2.8 allows the competitive procurement process to be avoided in situations where there is reliance on Federal government approval, a State of New Jersey statute or a declaration of emergency by the Authority's Executive Director. Further, Executive Order No 37 (Corzine 2006) requires the use, preferably, of a standing consultant under an on-call emergency contract previously awarded through an open, competitive process or, if the emergency is not one in which the Chief Engineer can take advantage of such preexisting emergency consultant, a three-person committee of New Jersey Turnpike Authority officials must concur and memorialize its concurrence for the selection of the necessary professional.

In recognition of the necessity to comply with Executive Order No. 37 (Corzine 2006), the Law Department recommends that the Chief Engineer be authorized to convene an ad hoc three-person committee, of which he is one member, and to select two other New Jersey Turnpike Authority executives to concur and approve emergency procurements of Architectural, Engineering and Land-Surveying professionals, whenever needed. Authorization is also requested to allow the Chief Engineer to appoint the two additional committee members from the following New Jersey Turnpike Authority executives: the Executive Director, the Deputy Executive Director, General Counsel, the Chief Financial Officer, the Director of Procurement and Materials Management and the Director of Operations.

010-01-2013

In a memorandum dated January 24, 2013, an Authorization to renew Excess Liability Insurance and Excess Workers Compensation insurance: (1) Excess Liability Insurance (February 1, 2013 to February 1, 2014) in an amount Not to Exceed: \$1,017,309.00 and (2) Excess Workers Compensation Insurance (February 1, 2013 to February 1, 2014), in an amount Not to Exceed: \$519,936.00, Account No. 10893-441040, was approved.

The Authority maintains Excess Liability Insurance and Excess Workers Compensation Insurance policies, both of which are due to expire on February 1, 2013.

In 2012, the Authority released a Request for Proposal for insurance brokers and Willis of New Jersey ("Willis") was the successful broker and became the broker of record for all the Authority's casualty insurance lines, including Excess Liability Insurance and Excess Workers Compensation Insurance. Willis sought renewal quotations for each coverage. The quotations were reviewed by staff and with the Authority's Risk Management consultant, Hanover Stone Partners ("Hanover Stone"). Following discussion and analysis, it is recommended that the insurance be renewed as follows:

1. Excess Umbrella Liability Insurance – Self-Insured General Liability and Automobile Liability Insurance Program

The Authority maintains \$100 million of excess "Umbrella" Liability insurance above its \$2 million self-insured retention ("SIR") for its General Liability and Automobile Liability Insurance programs. The excess Umbrella Liability insurance is structured in four (4) layers of \$25 million each.

Willis approached a total of seven (7) carriers, including the incumbent, Chartis (National Union Fire Insurance Company of Pittsburgh, PA) ("Chartis") for renewal quotations for each \$25 million layer of excess coverage. Throughout this process, Willis encountered difficulty in achieving a renewal premium with the same retained limit for Automobile Insurance as in the current policy. Chartis indicated a willingness to maintain the current \$2 million SIR for general liability claims, but would only agree to a \$3 million SIR for Automobile Liability. The other carriers had the same response. Six (6) carriers, namely Aegis, Ironshore, Altera, XL, Zurich and Arch declined to quote on the primary layer due to perceived exposure issues, or the competitiveness of the expiring policy premium. The terms and conditions for the new policies will be as set forth in the current policies, except with respect to the increased SIR for Automobile Liability claims.

The quotations provided by Willis for all layers of coverage were very competitive. As part of the Authority's restructuring of its insurance program, and the fact that the Authority's brokers are now paid a flat annual fee by the Authority, underwriters are now requested to

provide quotations exclusive of broker commission. Willis has agreed to offset a portion of the fee due from the Authority from the amount paid to them by the underwriters, resulting in savings to the Authority.

After a review of all quotations provided by the broker it is recommended that they Authority place the renewals for Excess Umbrella Liability Program with the insurance companies and in amounts as follows:

<u>Insurance Company</u>	<u>Layer</u>	<u>2013 Renewal Premium</u>
National Union Fire Ins. Co.	\$25MM excess Retention	\$ 697,850
Arch Specialty	\$25MM excess \$25MM	\$ 185,940
XL Insurance America	\$25MM excess \$50MM	\$ 80,029
American Guaranty & Liability	\$25MM excess \$75MM	\$ 42,925
	NJPLIGA	\$ 10,565
	Total	not to exceed \$1,017,309

This total cost represents a decrease in premium of \$178,199 from the cost of the expiring coverages, and an overall decrease of approximately 12%.

(2) Excess Workers Compensation Insurance (February 1, 2013 to February 1, 2014)

The Authority maintains Excess Workers Compensation insurance (statutory) and Employers Liability insurance (\$2,000,000 each accident and each employee for disease) with a SIR of \$750,000, with Arch Insurance Company ("Arch") which will expire on February 1, 2013.

Willis was requested to solicit a minimum of three (3) competitive quotations for renewal of the policy. Willis approached the following three (3) insurers for renewal quotations for coverage with the same terms and conditions as set forth in the current policies: Safety National, Midwest Employers Casualty and the incumbent.

With respect to the \$750,000 SIR, Arch quoted a deposit and minimum premium of \$519,936 based upon a rate of \$.3432 per \$100 of payroll, subject to audit, for the same coverage as in the current policy, including Terrorism Risk Insurance Act ("TRIA") coverage, resulting in an increased premium of \$58,176 over last year's premium and an increase from last year's rate of \$.2987 per \$100 of payroll.

They also provided an alternative quotation with a \$1,000,000 SIR, which offered a premium of \$423,736 based upon a rate of \$.2797 per \$100 of payroll, which would expose the Authority to greater risk potential, but would result in an annual savings to the Authority of \$96,200, as compared to last year's premium.

Of the other two insurers, Safety National offered an indication of a premium of \$700,000, which was, much less favorable to the Authority; Midwest Employers Casualty, after negotiation, ultimately declined to provide a firm quotation.

After review and discussion with the Assistant Director, HR, Safety and Benefits and

Hanover Stone regarding increasing the SIR from \$750,000 to \$1,000,000, it was determined that, notwithstanding the reduced premium, retaining the \$750,000 SIR would be in the Authority's best interest. It is therefore recommended that renewal of the Excess Workers Compensation and Employers Liability insurance be placed with Arch for a premium not to exceed \$519,936, subject to audit, for the February 1, 2013–February 1, 2014 policy period. This represents an increase of approximately 14.9% over the current premium.

It is therefore requested that the Executive Director be authorized to award the renewals of the insurance policies as outlined above, with coverage to be bound subject to the Governor's veto period. It is further requested that the Executive Director be authorized to take all such actions and to execute all such documents, after review by Hanover Stone, and with the recommendation of the Law Department to effectuate the authority set forth above.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved item numbers 002-01-2013 through 010-01-2013; 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 numbers 011-01-2013 through 027-01-2013. Moved are the items as follows:

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PUBLIC BID SOLICITATIONS – AWARD OF CONTRACTS

011-01-2013

In a document dated January 18, 2013, a Recommendation to Award Contract No. P100.230 for the Garden State Parkway to Joseph M. Sanzari, Inc. for Bridge Repairs and Resurfacing, Milepost 0 to 126, Maintenance Reserve Fund No. 03020001, in an amount of \$5,497,919.80, was approved.

Contract No. P100.230 is the second of two Parkway bridge repair contracts to be awarded for the 2013 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, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface, and miscellaneous substructure repairs.

Six bid proposals were received on January 10, 2013, as shown on the attached bid summary sheet. A. P. Construction, Inc. submitted the low bid of \$4,255,387.00. This low bid is more than \$1.5M lower than the Engineer's Estimate of \$5,796,101.50 and more than \$1.2M lower than the next low bid of \$5,497,919.80 from Joseph M. Sanzari, Inc. After the bid opening, A. P. Construction, Inc. reviewed its bid and notified the Chief Engineer that an error had

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occurred because, in the last minutes of bid preparation, more than \$1.4M of costs related to one pay item was inadvertently not entered into the Authority's electronic bid software. As a result, A.P. Construction, Inc. requested withdrawal of its bid.

The Law and Engineering Departments reviewed the circumstances of A. P. Construction, Inc.'s bid mistake and agreed that A. P. Construction, Inc. may withdraw. The Chief Engineer and General Counsel therefore recommend that the Authority award Contract No. P100.230 to the next lowest bidder, Joseph M. Sanzari, Inc. in the amount of \$5,497,919.80, allocated as follows: \$5,000,000.00 in 2013 and \$497,919.80 in 2014. This proposal may be compared to the Engineer's Estimate of \$5,796,101.50. Joseph M. Sanzari, Inc. has previously performed similar work for the Authority and is considered competent to complete this contract. 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. 27:23-1 et seq. and 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.

012-01-2013

In a document dated December 21, 2012, **a Recommendation to Award Contract No. T100.243 for the New Jersey Turnpike to Joseph M. Sanzari, Inc. for Bridge Repairs and Resurfacing, Milepost 0 to 122, Newark Bay-Hudson County Extension and the Pearl Harbor Memorial Turnpike Extension, Maintenance Reserve Fund No. 03010001, in an amount of \$8,418,639.25**, was approved.

This is the second of two Turnpike bridge deck repair contracts for the 2013 construction season, with bridge deck repairs concentrated in the southern sector of the Turnpike between Interchanges 1 and 9 and the Pearl Harbor Memorial Turnpike Extension. The work will also include substructure and steel repairs Turnpike wide. The work generally involves selective replacement of complete deck panels, concrete spall repairs, joint repairs, and replacement of existing asphalt wearing surface, substructure concrete spall repairs, reconstruction of bearing areas, bearing replacements, substructure waterproofing, and related incidental items.

Six bid proposals were received on December 13, 2012 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$8,418,639.25, may be compared to the second low bid proposal in the amount of \$8,576,865.00. Joseph M. Sanzari, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. T100.243 be awarded to the low bidder,

Joseph M. Sanzari, Inc. of Hackensack, New Jersey, in the amount of \$8,418,639.25, allocated as follows: \$8,000,000.00 in 2013 and \$418,639.25 in 2014. 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.

013-01-2013

In a document dated January 11, 2013, **a Recommendation to Award Contract P900.121 for the Garden State Parkway to South State, Inc. for the Great Bay Boulevard Public Access Bulkhead Improvements, Ten Year Capital Program Fund No. 39028031, in an amount of \$911,657.50,** was approved.

This contract will improve an existing New Jersey Department of Environmental Protection Agency owned boat ramp and parking area as required of permits secured for the Garden State Parkway Widening from Interchange 30 to 80 Program. The work to be performed under this contract involves the construction of an aluminum sheet pile bulkhead system, timber boardwalk, crushed shell parking lot, bollards and reinforced concrete boat ramp located on Great Bay Boulevard approximately 6.5 miles east of Interchange 58.

Ten bid proposals were received on January 10, 2013 for the above publicly advertised contract, as shown on the attached bid summary sheet. The low bid proposal, in the amount of \$911,657.50, may be compared to the second low bid proposal in the amount of \$965,874.88. South State, Inc. has performed work for the Authority and is considered competent to complete this contract.

It is, therefore, recommended that Contract No. P900.121 be awarded to the low bidder, South State, Inc. of Bridgeton, New Jersey, in the amount of \$911,657.50. 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.

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ORDER FOR PROFESSIONAL SERVICES (OPS)

014-01-2013

In a document dated January 7, 2013, a **Recommendation to Issue Order for Professional Services No. P3480 for the** Garden State Parkway to Gannett Fleming, Inc. for the Supervision of Construction Services for Contract No. P100.230 - Bridge Repairs and Resurfacing, Milepost 0 to 126, Maintenance Reserve Fund No. 03020001, in an amount of \$1,130,000.00, was approved.

This Order for Professional Services will provide for construction supervision of the referenced contract. The contract work generally involves selective replacement of complete deck panels, concrete spall repairs, joint repairs, replacement of existing asphalt wearing surface, and miscellaneous 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 58 engineering firms were prequalified and eligible under Profile Codes: B-156, Bridge Repair Inspection or B-157, Bridge Deck Repair/Replacement Inspection. Four firms submitted EOIs by the closing date of November 28, 2012.

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) Jacobs Engineering Group, Inc.; and 3) Greenman-Pedersen, Inc. 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. P3480 be issued to the firm of Gannett Fleming of Mt. Laurel, New Jersey, not to exceed the amount of \$1,130,000.00, allocated as follows: \$1,030,000.00 in 2013, \$100,000.00 in 2014. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.28 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).

015-01-2013

In a document dated January 11, 2013, a **Recommendation to Issue Order for Professional Services No. T3482 for the** New Jersey Turnpike to Dewberry Engineers, Inc. for the Supervision of Construction Services for Contract No. T100.243 - Bridge Repairs and

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Resurfacing, Milepost 0 to 122, Newark Bay-Hudson County Extension and the Pearl Harbor Memorial Turnpike Extension, Maintenance Reserve Fund No. 03010001, in an amount of \$1,185,000.00, was approved.

This Order for Professional Services will provide for construction supervision of the referenced contract. This is the second of two Turnpike bridge deck repair contracts for the 2013 construction season, with bridge deck repairs concentrated in the southern sector of the Turnpike between Interchanges 1 and 9 and the Pearl Harbor Memorial Turnpike Extension. The work will also include substructure and steel repairs Turnpike wide. The work generally involves selective replacement of complete deck panels, concrete spall repairs, joint repairs, and replacement of existing asphalt wearing surface, substructure concrete spall repairs, reconstruction of bearing areas, bearing replacements, substructure waterproofing, 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 (EOIs) was posted on the Authority's website and 53 engineering firms were prequalified and eligible under Profile Codes: B-156, Bridge Repair Inspection and B-157, Bridge Deck Repair/Replacement Inspection. Five firms submitted EOIs by the closing date of December 14, 2012.

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) Dewberry Engineers Inc.; 2) Jacobs Engineering Group; and 3) Greenman-Pedersen, Inc. The fee submitted by Dewberry Engineers 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. T3482 be issued to the firm of Dewberry Engineers Inc. of Bloomfield, New Jersey, not to exceed the amount of \$1,185,000.00, allocated as follows: \$950,000.00 in 2013 and \$235,000.00 in 2014. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.31 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).

016-01-2013

In a document dated January 18, 2013, **a Recommendation to Issue Supplement C**

to Order for Professional Services No. A3352 to HNTB Corporation for General Consulting Engineers Expanded Services, Budget is Various, Amount Not to Exceed: \$12,844,673.00,

was approved.

This Order for Professional Services was issued at the December 2010 Commission Meeting to provide services of the General Consulting Engineers. Part of this service provides the Authority with supplementary consulting engineering services that are necessary to develop and maintain a level of knowledge of the condition of the physical facilities of the New Jersey Turnpike and Garden State Parkway, and to provide professional assistance in an advisory capacity on a wide range of professional consulting issues. Supplement A was authorized in March 2011, in the amount of \$670,000.00, to develop scoping documents for the Facilities Improvement Program and to perform a feasibility study for the potential relocation of the Authority's headquarters to the Traffic Management Center site. Supplement B was authorized in June 2011, in the amount of \$1,200,000.00, for the ITS Department to assist in the deployment management of the ITS program and other initiatives which enhance the travelling experience.

With the Capital Program fully underway and over \$3.5 billion in project commitments, the Authority is seeking to expand HNTB Corporation's services as follows: provide oversight of the Capital Program by implementing program controls and performance measurement reporting; supplement strategic planning for future Authority needs and the next capital program; provide a new asset management software system and implement a pavement management system; asset categorization services; enhance enterprise GIS implementation, provide right-of-way and utility relocation support; and supply extension of staff personnel when required.

It is also requesting authorization to raise the limit on WRAF assignments to \$550,000, with a total WRAF ceiling for the length of the entire contract increased \$10 million.

HNTB Corporation submitted a proposal in an amount not to exceed \$12,844,673.00 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 C to Order for Professional Services No. A3352 be issued to HNTB Corporation, not to exceed the amount of \$12,844,673.00, with compensation on the same basis as the original Order for Professional Services. The original contract was procured pursuant to N.J.S.A. 52:34-9.1 et seq., N.J.S.A. 27:23-6.1 of the Authority's enabling legislation, N.J.A.C. 19:9-2.8, promulgated pursuant thereto and Executive Order No. 37 (Corzine 2006).

017-01-2013

In a document dated January 18, 2013, **a Recommendation to Issue Supplement A to Order for Professional Services No. T3331 for the New Jersey Turnpike Authority to Ammann & Whitney Consulting Engineers, P.C. for the Supervision of Construction**

Services for Contract No. T100.034 - Newark Bay Bridge Structure No. N2.01, Bridge Deck Reconstruction, Miscellaneous Structural, Roadway and Lighting Improvements, Newark Bay-Hudson County Extension, Milepost N0.00 to N6.00, Ten Year Capital Program Fund No. 39003035, in an amount of \$2,250,000.00, was approved.

This Order for Professional Services was issued at the April 2010 Commission Meeting in the amount of \$9,895,000.00 to provide supervision of construction services to Contract No. T100.034. This contract provides for bridge deck reconstruction, miscellaneous structural repairs, roadway improvements, lighting improvements and other miscellaneous items of work on the Newark Bay Bridge and the Newark Bay - Hudson County Extension from Mile N0.00 to N6.00 in Essex and Hudson Counties.

At the Turnpike Authority's November 27, 2012 Commission Meeting, the Commissioners authorized the issuance of a Type 3 Change Order, in the estimated amount of \$25,000,000.00 to Contract No. T100.034. This Change Order will incorporate additional work into the contract, which is required to prepare the Newark Bay-Hudson County Extension roadway shoulders, ramps and bridges for a temporary third traffic lane to handle the additional traffic volumes when traffic is detoured for the New Jersey Department of Transportation's Pulaski Skyway rehabilitation contract.

Supplement A will authorize Ammann & Whitney Consulting Engineers, P.C. to provide additional supervision of construction services for the contract work authorized under the Type 3 Change Order. The additional services are identical in nature to the original scope of services provided for under Order for Professional Service No. T3331.

Ammann & Whitney Consulting Engineers, P.C. submitted a proposal 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. T3331 be issued to Ammann & Whitney Consulting Engineers, P.C., not to exceed the amount of \$2,250,000.00, with compensation on the same basis as the original Order for Professional Services. The addition of this amount increases the total authorized fee from \$9,895,000.00 to \$12,145,000.00. 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.

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NON-COMPETITIVE PROCUREMENTS

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MISCELLANEOUS

018-01-2013

In a document dated January 10, 2013, **a Recommendation to Enter Into a**

Memorandum of Agreement No. 62-12 for the Garden State Parkway to the United States Coast Guard and the New Jersey State Historic Preservation Office for Contract No. P100.251 - Replacement of Structure Nos. 28.0S & 28.5S, Milepost 27.0 to 28.8, was approved.

The Memorandum of Agreement provides for concurrence between the agencies that the Authority has taken necessary measures to ensure appropriate preservation of historical properties prior to construction activities for the referenced contracts, which include the demolition and removal of the existing southbound GSP structures over Great Egg Harbor Bay (Bridge No. 28.0S) and Drag Channel (Bridge No. 28.5S), and demolition and removal of the Cape May County Bridge Commission's Beesley's Point Bridge. There are no monies associated with this Agreement.

Accordingly, it is requested that the Board of Commissioners delegate to the Executive Director the authority to execute Agreement No. 62-12 with the United States Coast Guard and the New Jersey State Historic Preservation Office pursuant to the terms set forth above. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization.

019-01-2013

In a document dated January 11, 2013, **a Recommendation to Execute Utility Order No. 1445-P for the Garden State Parkway to Atlantic City Electric for Contract No. P300.225 - Interchange 41 & 44 Improvements, Milepost 41.0 to 42.3 & Milepost 43.8 to 44.3, Ten Year Capital Program Fund No. 39023006 and 39203009, in an amount of \$3,000,000.00,** was approved.

Existing Atlantic City Electric distribution facilities will be directly impacted by the construction of the referenced contract. This Utility Order will reimburse Atlantic City Electric for the removal of existing poles and aerial facilities, installation/relocation of overhead lines and underground service connections, cost of materials, engineering, inspection and associated activities.

The cost of this Utility Order was provided by Atlantic City Electric and is based on the final improvements and known conditions at this time. The cost proposal was reviewed by the Engineering Department, is considered reasonable and approval is recommended.

It is, therefore, recommended that the Executive Director be authorized to execute Utility Order No. 1445-P, not to exceed the amount of \$3,000,000.00, allocated as follows: \$1,500,000.00 in Fund 39023006 and \$1,500,000.00 in Fund 39023009. 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

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in furtherance of the Authority's highway projects.

020-01-2013

In a document dated January 11, 2013, **a Recommendation to Execute Utility Order No. 1449-P for the Garden State Parkway to G4S Technology, LLC for Contract No. P300.225 - Interchange 41 and 44 Improvements, Milepost 41.0 to 42.3 and Milepost 43.8 to 44.3, Ten Year Capital Program Fund No. 39023006 and 39203009, in an amount of \$1,500,000.00,** was approved.

Construction of the improvements under the referenced contract will require the relocation of existing NJTA fiber optic facilities along the Parkway between the referenced mileposts. This Utility Order will reimburse G4S Technologies, LLC for the cost of materials and the installation/relocation of conduit system, installation of fiber optic cable, splicing of new fiber optic cable at connection points, engineering, inspection and associated activities.

The cost of this Utility Order was provided by G4S Technology LLC and is based on the final improvements and known conditions at this time. The cost proposal was reviewed by the Engineering Department, is considered reasonable and approval is recommended.

It is, therefore, recommended that the Executive Director be authorized to execute Utility Order No. 1449-P, not to exceed the amount of \$1,500,000.00, allocated as follows: \$1,100,000.00 in Fund 39023006 and \$400,000.00 in Fund 39023009. 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.

021-01-2013

In a document dated January 10, 2013, **a Recommendation to Issue Supplement No. 1 to Utility Order No. 1424-P for the Garden State Parkway to Verizon New Jersey Inc. for Contract No. P300.162 - Interchange Improvements in Cape May - Interchanges 9, 10 and 11, Milepost 7.5 to Milepost 11.9, Ten Year Capital Program Fund No. 39023022, in an amount of \$210,000.00,** was approved.

The referenced Utility Order was authorized at the November 2012 Commission Meeting in the amount of \$550,000.00 for the removal of existing poles and aerial facilities, installation/relocation of overhead/underground communication lines, cost of materials, engineering, inspection and associated activities that will be directly impacted by the construction of the referenced contract.

Supplement No. 1 will provide for additional utility work required to relocate existing facilities directly impacted by the construction of the referenced contract. This supplement will reimburse Verizon for the additional installation/relocation of temporary overhead and permanent underground communication lines, cost of materials, engineering, inspection and associated

activities identified by the utility company during the final review of the plans after the initial utility order was executed for this fast-track project.

The cost of this Supplement was provided by Verizon New Jersey Inc. a month after the initial utility order was approved and is based on the final improvements and known conditions at this time. The cost proposal was reviewed by the Engineering Department, is considered reasonable and approval is recommended.

It is, therefore, recommended that the Executive Director be authorized to execute Supplement No. 1 to Utility Order No. 1424-P, not to exceed the amount of \$210,000.00, increasing the utility order from \$550,000.00 to \$760,000.00. 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.

022-01-2013

In a document dated January 10, 2013, **a Recommendation to Issue Supplement No. 1 to Utility Order No. 1429-P for the Garden State Parkway to G4S Technology, LLC for Contract No. P300.162 - Interchange Improvements in Cape May Interchanges 9, 10 and 11, Milepost 7.5 to Milepost 11.9, Ten Year Capital Program Fund No. 39023022, in an amount of \$750,000.00**, was approved.

This Utility Order was authorized at the November 27, 2012 Commission Meeting in the amount of \$550,000.00 providing for the cost of materials for conduit and splicing of new fiber optic cable at connection points, installation/relocation of conduit system, installation of fiber optic cable, and associated activities.

Supplement No. 1 will provide for additional work required to relocate existing facilities directly impacted by the construction of the referenced contract. This supplement will reimburse G4S for the maintenance of system operation during the various construction stages as well as additional installation/relocation of temporary and permanent conduit system, installation of fiber optic cable, additional cost of materials, engineering, inspection, and associated activities identified by the utility company during the final review of the plans after the initial utility order was executed for this fast-track project.

The cost of this supplement was provided by G4S Technology LLC days after the initial utility order was approved and is based on the final improvements and known conditions at this time. The cost proposal was reviewed by the Engineering Department, is considered reasonable and approval is recommended.

It is, therefore, recommended that the Executive Director be authorized to execute Supplement 1 to Utility Order No. 1429-P, not to exceed the amount of \$750,000.00, increasing the utility order from \$550,000.00 to \$1,300,000.00. The Authority is required by its enabling

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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.

023-01-2013

In a document dated January 9, 2013, **a Recommendation to Ratify Supervision of Construction Services under OPS No. T3200 for the Garden State Parkway to AECOM/GPI/PB, a Joint Venture for the Supervision of Construction Services for Contract No. P200.258-Emergency Repair Contract Slope Stabilization & Shoulder Restoration along GSP SB ramp from NJ Rt. 440 & Smith St., Supplemental Capital Fund No. 08030040, in an amount of \$225,573.27**, was approved.

As a result of damage caused by excessive rainfall during the last week of August 2011 combined with Hurricane Irene on August 27th, the Chief Engineer, by a September 14, 2011 memorandum to the Executive Director, requested and received approval to immediately issue emergency Contract No. P200.258 to George Harms Construction ("GHC"), in the estimated amount of \$1,000,000.00, to provide necessary repairs to the ramp from NJ Route 440 southbound to the Garden State Parkway southbound. This work was performed on a time and material basis and consisted of the reconstruction of an approximate 40-foot embankment slope, drilled shafts, installation of a king pile and sheeting wall, construction of a counterfort drainage system, roadway milling and paving, maintenance and protection of traffic and other miscellaneous items of work. Contract No. P200.258 was ratified, in accordance with N.J.S.A. 27:23-6.1 and Executive Order No. 37 (Corzine 2006), at the September 27, 2011 Commission Meeting.

Given the Executive Director's recognition of the emergency construction required and the specialized nature of the construction activities, it was determined that AECOM/GPI/PB, a Joint Venture (the "Joint Venture"), currently working with GHC on the Interchange 6 to 9 Widening Program, was in the best position to provide the necessary construction supervision services to Contract No. P200.258. The Joint Venture had been awarded Order for Professional Services No. T3200 at the March 2009 Commission Meeting, in the amount of \$164,200,000.00, to provide Construction Management and Inspection Services for the Interchange 6 to 9 Widening Program.

It is, therefore, recommended that supervision of construction services for Contract No. P200.258 provided by AECOM/GPI/PB, a Joint Venture under Order for Professional Services No. T3200 be ratified in the amount of \$225,573.27. The original Order for Professional Services was procured pursuant to N.J.S.A. 52:34-9.1 et seq. and N.J.A.C. 19:9-2.8, promulgated pursuant to the New Jersey Turnpike Authority's enabling statute, N.J.S.A. 27:23-1 et seq.

024-01-2013

In a document dated January 18, 2013, **Authorization to Pay New Jersey Turnpike Authority Obligations under the "No Net Loss Reforestation Act (N.J.S.A. 13:1L-14.2 et**

seg.) for Forest Impacts Associated with Garden State Parkway Contract No. P300.162, Interchange Improvements in Cape May under Agreement No. 54-12 to the New Jersey Department of Environmental Protection for the Reforestation Plan Mitigation Compensation for Contract No. P300.162 - Garden State Parkway Interchange Improvements in Cape May, Ten Year Capital Program Fund No. 39023022, in an amount of \$382,500.00, was approved.

The Garden State Parkway improvements to Interchanges 9, 10 & 11 will have unavoidable impacts to forested areas. In accordance with the New Jersey "No Net Loss Reforestation Act" (the "Reforestation Act"), which is administered by the NJDEP Division of Parks and Forestry, the Authority is required to mitigate these impacts.

The Authority and NJDEP have determined that reforestation of selected areas adjacent to the deforested areas is not feasible. Therefore, the NJDEP has requested that the Authority provide monetary compensation in addition to planting trees on site to satisfy the mitigation requirements. After substantial review and analysis, the Engineering Department and NJDEP have agreed on total compensation in the amount of \$382,500.00 for the deforestation of 6.25 acres for which on-site planting cannot be performed. The value of the monetary compensation component of the reforestation plan is based on an agreed-upon formula that uses a value of \$61,200.00 per acre of deforestation that is equal to the cost of reforesting an acre of land with 204 trees per acre, at a cost of \$300.00 per tree including a two-year maintenance plan.

The total reforestation compensation amount to be paid to NJDEP for the referenced contract would therefore be \$382,500.00. This amount will fulfill the Authority's entire reforestation obligation associated with the improvements to Interchanges 9, 10 and 11.

It is, therefore, recommended that the Authority authorize payment to the NJDEP in the amount of \$382,500.00 for the purposes set forth above and the Executive Director be authorized to execute any and all documents necessary to effectuate the documentation.

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FINAL ACCEPTANCE

025-01-2013

In a document dated January 4, 2013, **a Recommendation for Final Acceptance of Contract T200.250 to A.E. Stone, Inc. for the New Jersey Turnpike Left Shoulder Restoration, Milepost 0 to 28, Maintenance Reserve Fund No. 03010002, in an Amount Due to the Contractor of \$28,043.76, was approved.**

This contract involved the removal of existing left shoulder pavement and subgrade material and the construction of aggregate base course and hot mix asphalt surface course pavement along Turnpike northbound and southbound mainline roadways, and other incidental work at various locations from Milepost 0 to 28 in Salem, Gloucester and Camden Counties, New Jersey. The

contract was awarded September 2011 to the low bidder, A. E. Stone, Inc., Egg Harbor Township, New Jersey, in the total amount of \$2,531,202.00.

During the course of the contract, there was one Change Order for a total decrease of \$222,595.94, adjusting the final total amount of this contract to \$2,308,606.06.

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 (7F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Contractor has certified that there are no liens outstanding against the Contractor.

We concur and recommend that Contract T200.250 be accepted, and that final payment in the amount of \$28,043.76 be made to the Contractor.

026-01-2013

In a document dated January 2, 2013, **a Recommendation for Final Acceptance of Contract P500.155 to G & P Parlamas, Inc. for the Holmdel Motor Vehicle Facility, Milepost 116.0 SB, Ten Year Capital Program Fund No. 39005013, in an Amount Due to the Contractor of \$5,000.00,** was approved.

This contract involved the demolition of an existing building and construction of a new motor vehicle facility at Mile 116.0 on the Garden State Parkway in Holmdel Township, Monmouth County, New Jersey. The contract was awarded February 2010 to the low bidder, G & P Parlamas, Inc., Neptune, New Jersey in the total amount of \$1,676,793.00.

During the course of the contract, there were seven Change Orders for a total increase of \$332,206.00, adjusting the final total amount of this contract to \$2,008,999.00.

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 (23F) have been submitted to the Law Department and approved as to correctness of form. Furthermore, the Contractor has certified that there are no liens outstanding against the Contractor.

We concur and recommend that Contract P500.155 be accepted, and that final payment in the amount of \$5,000.00 be made to the Contractor.

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ACKNOWLEDGE REPORTS OF

ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

027-01-2013

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

- Engineering Progress Report
- Change Order Summary
- Utility Order Report

On motion by Treasurer DuPont and seconded by Commissioner Becht, the Authority unanimously approved item no. 021-01-2013, and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved item nos. 011-01-2013 through 020-01-2013 and 022-01-2013 through 026-01-2013, 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 027-01-2013 and received same for file.

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PROCUREMENT ("PMM")

Director of Purchasing Andrea Ward requested approval of item numbers 028-01-2013 through 034-01-2013. Moved as a group those items are as follows:

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PUBLIC BIDS SOLICITATIONS

028-01-2013

In a document dated January 14, 2013, **a Recommendation for the Rescission of Award of Contract and Re-award of Contract for Removal of Trash, Wood, Concrete and Asphalt to Grinnell Recycling Inc. (Rescind), RM-93007, Budget Code: Various, in an amount of \$88,700.00 (two-years) and the Award to Freehold Cartage, Inc. (Award), RM-93007, Budget Code: Various, in an amount of \$96,890.00 (two-years)**, was approved.

On July 31, 2012, the Board of Commissioners approved, in Agenda Item 283-07, the award of a two-year contract to Grinnell Recycling Inc. ("Grinnell") for the removal of trash, wood, concrete and asphalt from the Garden State Parkway and the New Jersey Turnpike ("Services"). The bid was divided into five geographical areas and bidders could bid on one or multiple areas. Grinnell was the apparent low bidder for Area 1 (GSP-North) and was awarded a contract for that area in the amount of \$88,700.00. While this vendor complied with some of the insurance requirements, Grinnell has not provided proof of Pollution Liability Insurance. This insurance coverage is essential to the referenced contract given the nature of the Services. The Authority has given Grinnell ample time (over five months) to comply with the insurance requirements. Given the necessity of the Services to the Authority, the Maintenance and Procurement and Materials Management Departments recommend that the contract be awarded to the next lowest responsible bidder. The second low bidder, Freehold Cartage, Inc. was awarded contracts for

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the other areas, has complied with all of the requirements and is currently performing the Services. Freehold Cartage, Inc. has agreed to also perform the Services for Area 1 at its original bid price.

Therefore, authorization is requested to rescind the award of the contract to Grinnell Recycling Inc. and to re-award the contract to the second low bidder, Freehold Cartage, Inc. in the amount of \$96,890.00 for the two- year period pending receipt of appropriate documentation. The Law Department is pursuing appropriate legal remedies against Grinnell given the breach of contract, including recoupment of the additional costs the Authority will bear in re-awarding to Freehold Cartage, Inc.

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STATE CONTRACTS AND FEDERAL CONTRACTS

029-01-2013

In a document dated January 11, 2013, a Recommendation for Valk Snow Plow Replacement Parts (Modification) to Greelco, Inc., RM-97621, Contract No. 1436, State Contract No.75717 expiring 1/19/14, Budget Code: Various, in an amount of \$475,000.00, was approved.

In February 2011, the Authority awarded Contract No. 1436 to Greelco, Inc. for Valk brand snow plow replacement parts and supplies. These parts are heavily used on maintenance equipment during snow removal on both roadways. The State Contract has been extended through January 19, 2014. The Inventory Section has requested an increase to Contract No. 1436 in the amount of \$475,000.00 as additional funds are required to purchase necessary replacement parts and supplies through the extended term of the contract.

The contract was procured under New Jersey State Contract No. 76915 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, approval is requested to extend Contract No. 1436 through the expiration of the State Contract and to increase the authorized amount of Contract No. 1436 with Greelco, Inc. by \$475,000.00, for a new total authorized amount of \$1,025,000.00, subject to funding availability at the time of order.

030-01-2013

In a document dated January 11, 2013, a Recommendation for Electrical Equipment and Supplies (Modification) to Jewel Electric Supply Co., RM-97704, Contract No.1501, State Contract No.75179 expiring 3/31/13, Budget code: Various, in an amount of

\$100,000.00, was approved.

On May 13, 2011, the Authority awarded Contract No. 1501 to Jewel Electric Supply Co. for the supply of electrical equipment and supplies. These electrical parts are necessary for constructing and maintaining the Authority's facilities. The State Contract has been extended through March 31, 2013. The Maintenance Department has requested that Contract No. 1501 be increased by \$100,000.00 as additional funds are required to purchase necessary electrical supplies through the extended term of the contract.

The contract was procured under New Jersey State Contract No. 75179 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, approval is requested to extend Contract No. 1501 through the expiration of the State Contract and to increase the authorized amount of Contract No. 1501 with Jewel Electrical Supply Co. by \$100,000.00, for a new total authorized amount of \$701,500.00, subject to funding availability at the time of order.

031-01-2013

In a document dated January 10, 2013, **a Recommendation for International OEM Repair Parts (Modification) to Ransome International, LLC for Contract No. 1269-A, RM-97726, Budget Code: Various, State Contract No. 73707 expiring 3/17/13, in an amount of \$75,000.00**, was approved.

In December 2009, the Authority awarded a contract to Ransome International, LLC to supply International OEM repair parts. This contract is utilized primarily by the Maintenance Department for the supply of items such as starters, alternators, and brake parts. The State Contract has been extended through March 17, 2013. The Maintenance Department has requested an increase to Contract No. 1269-A in the amount of \$75,000.00 as additional funds are required to purchase necessary OEM repair parts through the remaining term of the contract.

This contract was procured under State Contract No. 73707 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 increase the authorized amount of Contract No. 1269-A by \$75,000.00, for a new total authorized amount of \$355,894.78, subject to funding availability at the time of order.

032-01-2013

In a document dated January 10, 2013, **a Recommendation for Hydraulic Fittings Modification to American Hose and Hydraulics, Contract No.1582, RM-97686, Budget Code: Various, State Contract No. 69730 expiring 6/30/13, in an amount of \$60,000.00,** was approved.

In November 2011, the Authority awarded a contract to American Hose and Hydraulics Co. for hydraulic fittings, hoses, and supplies. These parts are heavily used on maintenance equipment during snow removal for both roadways. The Inventory Section has requested an increase to Contract No. 1582 in the amount of \$60,000.00 as additional funds are required to purchase hydraulic fittings, hoses and supplies through the remaining term of the contract.

The contract was procured under New Jersey State Contract No. 69730 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, approval is requested to increase the authorized amount of Contract No. 1582 with American Hose and Hydraulics Co. by \$60,000.00, for a new total authorized amount of \$160,000.00, subject to funding availability at the time of order.

033-01-2013

In a document dated January 17, 2013, **a Recommendation for Telephone System Annual Maintenance Private Branch Exchange (PBX) to NEC Corporation of America, Budget Code 010 00 830 466010, in an amount of \$202,859.20,** was approved.

The New Jersey Turnpike Authority installed private branch exchange ("PBX") telephone related systems at various locations over the last six years. The Integrated Technology Services Department has requisitioned a one-year contract for the annual maintenance and support of the PBX, including telephone, voice mail and call accounting systems. This contract will provide the Authority with on-site personnel to perform daily administrative tasks, troubleshooting, patch installation, and system updates. The maintenance coverage also provides 24/7 support and includes a 4-hour response time for after hour emergencies and a 24-hour response time for non-emergency events.

Staff reviewed the new State Contract entitled "Telecommunications Equipment and Services" and found the terms and conditions acceptable. The contract was procured under New Jersey State Contract No. 80801 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 the referenced State Contract to NEC Corporation of America, Irving, TX, for one year in a total amount not to exceed \$202,859.20, subject to funding availability at the time of order.

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PROFESSIONAL SERVICES

034-01-2013

In a document dated January 23, 2013, **a Recommendation for Real Estate Professional Services, Various, RM-98240, Budget Code: Various, in an amount of \$5,950,000.00,** was approved.

The New Jersey Turnpike Authority (the "Authority") issued a request for qualifications ("RFQ") for two or more firms to provide Real Estate Professional services in the following areas: 1) Real Estate Consultants; 2) Certified and Licensed Appraisers; 3) Licensed Professional Planners; 4) Relocation Consultants and 5) Title Insurance Companies ("Services"). Hourly Service rates were set in the RFQ, with firms permitted to submit a best and final offer ("BAFO").

The RFQ was advertised on November 20, 2012 in the Star Ledger and the Trenton Times and posted on the Authority's and the State's websites. In addition, the 20 firms listed in the Authority's database for the referenced Services were notified of the procurement. On December 20, 2012 proposals were received from 16 firms for the following Services:

Real Estate Consultants:

Johnson Miriman & Thompson, Trenton, NJ
Value Research Group, Livingston, NJ

Relocation Consultants:

Johnson Miriman & Thompson, Trenton, NJ
O.R. Colan Associates LLC, Union, NJ
Phillips Preiss Gryciel LLC, Hoboken, NJ

Licensed Professional Planners:

Bridgette Bogart LLC, Wyckoff, NJ
Burgis Associates, Inc., Westwood, NJ

Clarke Caton Hintz, Trenton, NJ
CME Associates, Parlin, NJ
Maser Consulting P.A., Clinton, NJ (proposal withdrawn)
Phillips Preiss Gryciel LLC, Hoboken, NJ

Certified and Licensed Appraisers:

Ard Appraisal Company, Clark, NJ
Integra Realty Resources, Whippany, NJ
Ronald Curini Appraisal Co., Hamilton, NJ
Stack Coolahan & Stack, Hoboken, NJ
Sterling DiSanto & Associates, Somerville, NJ
Value Research Group, Livingston, NJ

Title Insurance Companies:

Direct Title Agency, Freehold, NJ
Jersey National Title, Inc., Egg Harbor Township, NJ

An Evaluation Committee (the "Committee"), which was approved by the Executive Director, consisted of personnel from the Authority's Engineering, Finance, and Law Departments. One non-voting member from the Procurement and Materials Management Department also served on the Committee. The Committee reviewed the proposals based on the criteria set forth in the RFQ and detailed its recommendations in the attached Evaluation Report. As set forth in the attached Evaluation Report, the Committee recommends that the following contracts be awarded:

Real Estate Consultants

The Committee recommends that both proposers, Johnson Miriman & Thompson and Value Research Group, be awarded contracts. Accordingly, authorization is requested to award contracts as Real Estate Consultant to the Authority to Johnson Miriman & Thompson and Value Research Group, each contract for a two-year term with an option to extend the contracts under the same terms and conditions for two (2) additional one-year terms at the sole discretion of the Authority. Each firm shall be compensated at the hourly rates set forth in the RFQ, in an amount not to exceed \$500,000 per year for the two-year term, subject to funding availability at the time of services.

Certified and Licensed Appraisers:

Given the high volume of real estate work, the Authority needs several appraisers to perform the Services. Thus, as all six proposers met and or exceeded the requirements for performing the Services as outlined in the RFQ, the Committee recommends all six proposers be awarded contracts as Certified and Licensed Appraiser to the Authority. Accordingly, authorization is requested to award contracts as Certified and Licensed Appraisers to: 1) Sterling DiSanto & Associates; 2) Ard Appraisal Company; 3) Integra Realty Resources; 4) Value Research Group; 5) Stack Coolahan & Stack and 6) Ronald Curini Appraisal Co., each contract for a two-year term with an option to extend the contracts under the same terms and conditions for two (2) additional one-year terms at the sole discretion of the Authority. Each firm shall be compensated at the rates set forth in the RFQ in an amount not to exceed \$200,000 per year for the two-year term, subject to funding availability at the time of services.

Licensed Professional Planners

The three top-ranked firms were 1) Clarke Caton Hintz; 2) Phillips Preiss Gryciel LLC; and 3) CME Associates. The Committee recommends that those firms be awarded contracts. Accordingly, authorization is requested to award contracts to 1) Clarke Caton Hintz; 2) Phillips Preiss Gryciel LLC; and 3) CME Associates as Licensed Professional Planners to the Authority, each contract for a two-year term with an option to extend the contracts under the same terms and conditions for two (2) additional one-year terms at the sole discretion of the Authority. Each firm shall be compensated at the hourly rates set forth in the RFQ, in an amount not to exceed \$150,000 per year for the two-year term, subject to funding availability at the time of services.

Relocation Consultants

The two top-scoring firms were Johnson Miriman & Thompson and Phillips Preiss Gryciel LLC, and the Committee recommends that those firms both be awarded contracts. Accordingly, authorization is requested to award contracts to Johnson Miriman & Thompson and Phillips Preiss Gryciel LLC as Relocation Consultants to the Authority, each contract for a two-year term with an option to extend the contracts under the same terms and conditions for two (2) additional one-year terms at the sole discretion of the Authority. In accordance with the best and final offers submitted by both firms, the firms shall be compensated at the following hourly rates:

Johnson Miriman & Thompson	
Contract Manager:	\$115
DPM:	\$105
Quality Assurance/ Quality Control:	\$105
Senior Relocation Specialist:	\$100
Relocation Specialist:	\$70

Phillips Preiss Gryciel, LLC	
All relocation services:	\$115

Each contract shall be in an amount not to exceed \$100,000 per year for the two-year contract, subject to funding availability at the time of services.

Title Insurance Companies

Given the numerous real estate matters, the Authority anticipates an extremely high volume of title work throughout the State of New Jersey. Thus, the Committee sought to award contracts to at least ten Title Insurance Companies and/or Agents. However, only two (2) proposals were received, and, upon review, the Committee determined that these two firms could not adequately handle the large volume of the Authority's title work.

Therefore, the Committee recommends that the two proposals received from Direct Title Agency and Jersey National Title, Inc. be rejected. In addition, the Committee recommends that the Authority re-solicit contracts for the Title Services as soon as possible. The new RFQ will be revised to reflect an updated fee/pricing structure and insurance requirements to attract additional proposers.

As the Authority has immediate needs for Title Services, the Committee recommends extending the contracts with its current Title Insurance Companies to ensure continuity of services. Accordingly, authorization is also requested to extend the Authority's contracts with:

All Pro Title Group, LLC, Morristown, NJ Direct Title Agency, Freehold, NJ
Asset Title Real Estate, Fort Lee, NJ First American Title Ins., Plainsboro, NJ
Chicago Title Insurance, Toms River, NJ

through May 15, 2013. Each contract, as extended, will be in an amount not to exceed \$ 50,000, subject to funding availability at time of services.

The process for procurement of the above professional services contracts 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). The above-recommended awards are also contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved of item numbers 028-01-2013 through 034-01-2013; 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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ITS / ETC Section

Director of ETC Dennis Switaj requested approval of item numbers 035-01-2013 through 037-01-2013. Moved is the item as follows:

035-01-2013

In a document dated January 24, 2013, **a Recommendation for the Authorization to Amend Supplement "U" to the Professional Services agreement for Xerox State and Local Solutions, Inc., Budget Code 08007040, in an amount of \$114,736.00,** was approved.

At the December 2002 Commission Meeting, a Professional Services Contract Agreement ("Agreement") with Xerox State and Local Solutions, Inc. was approved by the Authority's Commissioners. At the April 2012 Board Meeting, under agenda item 168-04-2012 Supplement "U" to the Agreement was issued to provide for an ORT Camera and Zone Controller Project for ORT Plazas on the Garden State Parkway (the "project").

This Project involves replacing the current ORT lane violation imaging computers ("VIC") and cameras with zone controllers and EN-206 network cameras. The ORT lane software at the plazas will be upgraded to the latest software version and will provide the full functionality of the Express E-ZPass mode in a free-flowing lane environment. Subsequent to the approval of Supplement "U", it was decided that Cisco network routers should be installed instead of the Advantech routers that were included in the original scope of work. The change to Cisco network routers provides compatibility with other Authority network router installations. The Cisco network routers coupled with a change in IP addresses enables greater accessibility by staff into the network in order to monitor and diagnose issues.

The change to Cisco routers, including other incremental costs such as power supply/expansion modules/testing and installation, is estimated at a cost not to exceed \$114,736.00, thereby increasing the total estimated cost of Supplement "U" to \$1,183,736.00.

It is, therefore, requested to amend Supplement "U" to incorporate the purchase and installation of Cisco switches at a cost not to exceed \$114,736.00.

036-01-2013

In a document dated January 11, 2013, **a Recommendation for the Authorization to Pay the Pennsylvania Turnpike Commission the Authority's 2013 Annual Membership Assessment in the E-ZPass Interagency Group, Budget Code 890-445900, in an amount of \$70,000.00,** 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 2013, the Authority's assessment is \$70,000, the same amount as in recent years.

It is, therefore, requested that the Commissioners authorize the payment of the IAG annual membership assessment in the amount of \$70,000 to the PTC – E-ZPass Interagency Fund, the payee designated by the IAG for member assessment

037-01-2013

In a document dated January 16, 2013, **a Recommendation for the Authorization for the Executive Director to Execute a Lease Agreement with the Port Authority of New York and New Jersey for Certain Electronic Toll Collection Equipment**, was approved.

The Port Authority of New York and New Jersey ("Port Authority") is scheduled to begin rehabilitation of the Bayonne Bridge, a critical connector between Bayonne, NJ, Staten Island, NY and the Turnpike via Interstate 278/Route 440, in 2013. As part of the project the Port Authority will construct temporary toll plazas to ameliorate construction congestion to provide for the efficient flow of traffic by allowing for the continuation of electronic toll collection. In order to provide the necessary equipment to operate the electronic toll collection system the Port Authority is requesting certain surplus toll collection equipment, such as lane controllers and Violation Enforcement System (VES) components from the NJTA. The NJTA's equipment is compatible with the Port Authority's existing electronic toll collection system.

This equipment is available as the NJTA commenced a project in late 2012 to replace outdated equipment at all open road tolling (ORT) plazas on the Garden State Parkway. The NJTA will retain sufficient quantities of each component to use as backups should the need arise.

It is currently anticipated that the Port Authority would utilize this equipment through the 1st Quarter of 2017. At that time all equipment will be returned to the NJTA. The Port Authority has agreed to: 1) accept the equipment "as is", 2) be responsible to ensure proper operation and function and repair of the equipment, and 3) bear all costs associated with the delivery and subsequent return of the equipment.

Authorization is therefore requested for the Executive Director to execute a Lease Agreement with the Port Authority to lease electronic toll collection equipment, and to take all other actions necessary to effectuate this lease arrangement.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority

unanimously approved of item numbers 035-01-2013 through 037-01-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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FINANCE

CFO Donna Manuelli requested approval of item numbers 038-01-2013, 039-01-2013 and 043-01-2013. Manuelli reported that the Authority's 2012 total revenue was very close to projections despite the still sluggish economy and Superstorm Sandy in October of 2012. Manuelli further reported that the Authority came in slightly under its 2012 Operating Budget. Treasurer DuPont commended Manuelli on the great job that the Authority's team did to stay on budget.

Treasurer DuPont noted that the Board is approving today the selection of a team to underwrite up to \$1.4 billion in new money bonds to continue to support the Capital Program. He noted that \$1 billion of annual spending supports about 30,000 jobs in New Jersey. Commissioner Hodes stated that the Authority continues to invest in its infrastructure, which helps the economy of New Jersey. Moved are the items as follows:

038-01-2013

Chief Financial Officer Donna Manuelli presented the **Financial Summary** for the twelve (12) months ended December, 2012.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved of item number 038-01-2013; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

039-01-2013

In a memorandum dated January 24, 2013, **a Recommendation for Investment Banking Services with Various Bond Underwriters, RFP-129, in an amount of \$5,000,000.00**, was approved.

The New Jersey Turnpike Authority ("Authority") solicited proposals from firms to provide Investment Banking Services. Specifically, the Authority, by way of Request for Proposals ("RFP"), sought to select an underwriting syndicate (consisting of Senior Manager, Co-Senior Manager(s), and Co-Managers) to conduct the process of underwriting the Authority's proposed 2013 new money issue(s) and any potential bond refunding(s) that the Authority may wish to pursue. This professional services procurement was conducted in accordance with N.J.S.A. 27:23-6.1, N.J.A.C. 19:19-9-2.1(b), Executive Order 37 (Corzine 2006), and Executive Order No. 26 (Whitman 1995).

At this time, the Authority has authorization to issue up to \$1.4 billion of new money

bonds. In addition, the RFP's received identified several refunding candidates, specifically the Authority's Series 2003C-1 bonds, the Series 2005A bonds, and the Series 2005C bonds. The \$225 million Series 2003C-1 bonds must be refunded because: (1) the liquidity provider, West LB, has given the Authority notice that it will exercise its early termination option effective July 8, 2013; and (2) earlier this week, Moody's downgraded the bond insurer, Assured Guaranty, and that rating change will cause the bonds to trade at an interest rate higher than the Authority currently pays. The \$95,880,00 Series 2005C bonds can be advance refunded for savings. The \$235,530,000 Series 2005 A bonds can be advance refunded, but only on a taxable basis.

The RFP was advertised in the Star Ledger and the Times of Trenton, posted on the websites of the Authority and State of New Jersey, and distributed to fifty-nine (59) firms. The Authority received thirty-seven (37) proposals -- 20 firms seeking to be Senior Manager and 17 firms to be Co-Manager. The Executive Director approved the Evaluation Committee ("Committee") consisting of three (3) voting Members: the Chief Operating Officer/Deputy Executive Director, the Chief Financial Officer, and the Treasury Manager. In addition, one (1) representative from FirstSouthwest, the Authority's Financial Advisor, served as a non-voting member of the Committee.

The Committee reviewed and scored the proposals. The RFP allowed the Committee, based on the best interests of the Authority, to select a separate underwriting syndicate for the new money issue(s) and the refunding issue(s), or use a single underwriting syndicate for both transaction(s). The Committee determined that it would be best to select one underwriting syndicate for the new money issue(s), which will have a par value of up to \$1.4 billion, and a different underwriting syndicate for the potential refunding of the Series 2003C-1, Series 2005A, and Series 2005C bonds. It should be noted that the Authority's Board of Commissioners has authorized only up to \$1.4 billion of new money bonds. Thus, the recommended award for the refunding of the Series 2003C-1, 2005A, and 2005C bonds is subject to the Board of Commissioners approving the Series 2013 Supplemental Resolution. It is anticipated that a refunding of the Series 2003C-1, Series 2005A, and Series 2005C bonds would occur after the new money issue. In addition, the Authority's staff and financial advisor have not yet determined whether the Series 2003C-1 bonds should be refinanced as a direct purchase through a separate Request for Proposal process or through a public debt offering. Nonetheless, the Committee recommends an award be made under this procurement in the event that the financing team determines that a public bond offering is in the economic best interests of the Authority. Therefore, the Committee recommends an award to an underwriting syndicate for up to \$600 million of refunding bonds.

The Committee established the following guidelines to determine how firms would be recommended for award for the new money issue(s) versus the refunding issue(s):

1. The new money issue(s) underwriting syndicate will include one (1) Senior

Manager, two (2) Co-Senior Managers, and five (5) Co-Managers. The refunding underwriting syndicate will include one (1) Senior Manager, one (1) Co-Senior Manager, and four (4) Co-Managers.

2. The highest ranked firm will be selected as the Senior Manager for the new money issue(s) and the second highest ranked firm will be selected as the Senior Manager for the refunding issue(s).

3. The third and fourth highest ranked firms will be selected as the Co-Senior Managers for the new money issue(s) and the fifth highest ranked firm will be selected as the Co-Senior Manager for the refunding issue(s).

4. The sixth through tenth highest ranked firms will be selected as the Co-Managers for the new money issue(s). The eleventh through fourteenth highest ranked firms will be selected as the Co-Managers for the refunding issue(s).

For the Series 2013 new money bond issue(s), it is recommended that the Authority award contracts to eight (8) firms. For the Series 2013 refunding bond issues, it is recommended that the Authority award contracts to six (6) firms. The contracts for each bond series shall be for a period of two (2) years. In addition, the Committee recommends that any of the thirty seven (37) firms which responded to the RFP be allowed to participate as a selling group member in either or both the new money issue(s) and refunding issue(s). Therefore, based upon the criteria established in the RFP, the Committee makes the following recommendations for the Investment Banking Services for the Authority's proposed new money and refunding bond issuance as follows:

FINAL GROUP SELECTIONS – 2013 New Money Issuer(s)

Role	Firm	Score
Senior Manager	JP Morgan Securities, Inc.	95.5
Co-Senior Manager	Bank of America Merrill Lynch	86.7
Co-Senior Manager	Goldman Sachs & Co.	86.0
Co-Manager	Morgan Stanley & Co	75.2
Co-Manager	Barclays Capital, Inc.	74.2
Co-Manager	Wells Fargo Securities	67.7
Co-Manager	Piper Jaffray & Co.	65.0
Co-Manager	Ramirez & Co.	64.8

FINAL GROUP SELECTIONS – 2013 Bond Refunding Issuer(s)

Role	Firm	Score
Senior Manager	Citigroup Global Markets, Inc.	92.2
Co-Senior Manager	RBC Capital Markets	85.2
Co-Manager	PNC Capital Markets	63.3
Co-Manager	Raymond James Morgan Keegan	60.8
Co-Manager	Loop Capital Markets	58.5
Co-Manager	Mesirow Financial, Inc.	52.8

The award for the 2013 New Money Issue(s) will be at JPMorgan Securities, Inc.'s proposed takedown of \$1.20 per thousand, plus underwriting expenses. The award for the 2013 Bond Refunding Issue(s) will be at Citi's proposed takedown of \$1.9275 per thousand plus underwriting expenses.

JPMorgan received the highest overall score, reflecting the firm's depth of transportation

experience, strong project team, strength of its structuring ideas, marketing strategy, aggressive, but realistic, bond pricing, and very low fee proposal. In addition, the firm has a strong in the state, employing thousands in New Jersey. Citi received the second highest overall score, reflecting the firm's depth of transportation experience, strong project team, strength of its refunding ideas, credit rating strategy, aggressive bond pricing, and very competitive fee proposal. Citi also has a strong New Jersey presence. Bank of America Merrill Lynch was the third highest ranked firm and scored high for experience, project team, and fee proposal, but scored slightly lower than the top two firms as their proposed bond pricing was the highest of the top five firms and their credit rating strategy was not as strong. Goldman Sachs was the fourth highest ranked firm and scored high for experience, strong project team, creative approach to the bond structure, and an aggressive bond pricing strategy. Goldman's fee proposal, however, was higher than that of the other top five firms. RBC Capital Markets was the fifth highest ranked firm and received high scores for its proposed bond structure, credit rating strategy, project team, and fee proposal, but was scored lower for its proposed bond pricing.

Accordingly, authorization is requested to delegate to the Executive Director the authority to enter into bond purchase agreements with the firms listed in the "Final Group Selections" for the 2013 new money issue(s) not to exceed \$1.4 billion and the refunding of the Series 2003C-1 bonds, Series 2005A bonds, and Series 2005C bonds, respectively, when needed. The award for the bond refunding(s) is not to exceed \$600 million. It is further recommended that the Commissioners authorize the Executive Director to execute any such other documents and take any such other actions as are deemed necessary to effectuate the intent of this authorization. No funds will be encumbered because payments to the underwriters will be made from the cost of issuance from bond proceeds. These awards are contingent upon the Treasurer of the State of New Jersey completing the review of all documents submitted by the selected awardees pursuant to Public Law 2005, Chapter 51 and Executive Order No. 117 (Corzine 2008), and having no objection to same. In addition, the award for the bond refunding(s) is subject to the approval of the Series 2013 Supplemental Resolution by the Authority's Board of Commissioners, the Governor, and State Treasurer.

043-01-2013

In a document dated January 24, 2013, **Authorization to Adopt the Amended and Restated Series 2013 Turnpike Revenue Bond Resolution**, was approved.

At its December 19, 2012 meeting, the Authority's Board of Commissioners (the "Board") approved the adoption of the Series 2013 Turnpike Revenue Bond Resolution (the "Series 2013 Resolution"). The Series 2013 Resolution authorized the Authority to issue up to \$1.4 billion of Turnpike Revenue Bonds, which will provide funding for the Authority's \$7 billion Capital Investment Program. In December 2012, the Authority issued a Request for Proposal ("RFP") for

Investment Banking Services. As part of the RFP, the Authority asked investment banking firms to propose potential bond refunding ideas. The responding firms identified the \$225,000,000 Series 2003C-1 bonds, the \$235,530,000 Series 2005A bonds, and the \$95,880,000 Series 2005C bonds as refunding candidates. Over the past several weeks, the Authority's staff and Financial Advisor have reviewed the proposals and concur with the recommendation of the investment banking firms regarding these refunding opportunities.

Accordingly, staff respectfully proposes that the Board approve the Amended and Restated Series 2013 Resolution, which authorizes, if in the best interest of the Authority: (a) the issuance of up to \$600,000,000 of refunding bonds on a tax-exempt or taxable basis; and (b) the amendment, termination, or replacement of the Series 2003C-1 Interest Rate Swap Agreement. In addition, the Amended and Restated Series 2013 Resolution provides for the issuance of up to \$1.4 billion of new money bonds as originally authorized in December 2012.

The \$225,000,000 Series 2003C-1 bonds are variable rate bonds, which are insured by Assured Guaranty and have a Standby Liquidity Facility provided by West LB. Earlier this week, Moody's downgraded the long term ratings of Assured Guaranty. That rating downgrade will cause the Series 2003C-1 bonds to trade at an interest rate higher than the Authority currently pays. The Authority, however, may have a savings opportunity by eliminating the bond insurance and obtaining a replacement letter of credit to support these bonds, refund the bonds through a direct placement of floating rate notes with a commercial bank, or refund the bonds through a public offering of floating rate notes. Also, the Authority could terminate, amend, or replace the existing Interest Rate Swap Agreement on these bonds, or issue fixed rate debt. The proposed Amended and Restated Series 2013 Resolution would allow the Authority to pursue the option that is in the best interest of the Authority.

In connection with the Series 2003C-1 bonds, the proposed Amended and Restated Series 2013 Resolution also authorizes the selection, as necessary, of remarketing agents, credit facility providers, and liquidity facility providers. The proposed Amended and Restated Series 2013 Resolution also authorizes the termination, amendment, and entry into new Interest Rate Swap Agreements in connection with the refinancing or conversion of the Series 2003C-1.

The Series 2005A bonds can be advance refunded on only a taxable basis. The Series 2005A bonds are at a fixed interest rate of 5% and mature on January 1, 2025. Even if refunded on an advance taxable basis, these bonds can produce present value debt service savings in excess of 3% at current market interest rates. The proposed Amended and Restated Series 2013 Resolution authorizes the Authority to issue fixed rate taxable debt on a current or forward delivery basis if in the best interests of the Authority.

The Series 2005C bonds can be advance refunded on a tax-exempt basis. These bonds are at fixed interest rate of 5% and mature on January 1, 2035. A tax-exempt advance refunding of these bonds can produce present value debt service savings in excess of 3% at current market

interest rates. The proposed Amended and Restated Series 2013 Resolution authorizes the refunding of these bonds on a current or forward delivery basis if in the best interest of the Authority.

The proposed Amended and Restated Series 2013 Resolution provides potential debt service savings through refinancing of fixed rate debt and the conversion or refinancing of higher priced variable rate debt by eliminating the need for bond insurance. In addition, the proposed Amended and Restated Series 2013 Resolution authorizes the previously approved new money issuance of up to \$1.4 billion to continue funding the Authority's \$7 billion Capital Investment Program. As such, it is recommended that the Board approve the proposed Amended and Restated Series 2013 Turnpike Revenue Bond Resolution in substantially the form attached hereto, and authorize the Executive Director to execute any and all documents necessary to finalize this document and others as may be necessary to complete these transactions.

Your approval of this recommendation is respectfully requested.

On motion by Treasurer DuPont and seconded by Commissioner Hodes, the Authority unanimously approved of item numbers 039-01-2013 and 043-01-2013; 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 numbers 040-01-2013 and 041-01-2013. Moved the item as follows:

040-01-2013

Director of Operations Sean Hill requested acceptance of the **Resume of All Fatal Accidents** for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2012 through 12/31/2012; both with 2011-2012 Yearly Comparisons through December, 2012.

041-01-2013

In a memorandum dated January 11, 2013, a **Recommendation to Authorize 2013 Assessments to First Aid Squads and Fire Departments Providing Services on the New Jersey Turnpike and Garden State Parkway** For the Period of January 1, 2013 through December 31, 2013, Operating Budget Account No. 10-710-442060, in an amount of \$509,000.00, was approved.

The New Jersey Turnpike Authority (the "Authority") utilizes the services of approximately 80 first aid squads and 80 fire departments that are on-call and provide emergency services to the Authority's patrons on the New Jersey Turnpike and the Garden State Parkway. These

organizations are further supported by other organizations in a mutual aid capacity. It has been the policy of the Authority to financially assist these first aid squads and fire departments on an semi-annual basis because, as the owner and operator of these two roadways, the Authority itself does not have qualified emergency personnel and apparatus to provide these critical, life-saving services to its patrons.

Previously approved by the Board, the First Aid squads are provided \$90 per call plus a \$500 semi-annual standby assessment and the Fire Departments are provided \$160 per piece of apparatus plus a \$300 semi-annual standby assessment. Organizations providing mutual aid are not provided an assessment for stand-by, but are provided an assessment of \$90 per call or \$160 per number of apparatus.

Accordingly, it is recommended that the Authority be authorized to work with the First Aid Squads and Fire Departments providing services on the New Jersey Turnpike and Garden State Parkway under the terms set forth above in an amount not to exceed \$509,000 for the year 2013.

On motion by Treasurer DuPont and seconded by Commissioner Pocino, the Authority unanimously accepted the reports contained in item numbers 040-01-2013 and 041-01-2013 and received same for file.

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STATE POLICE

Captain Neil Bronson for Major Leonard Albine requested for approval of item number 042-01-2013. Moved is the item as follows:

042-01-2013

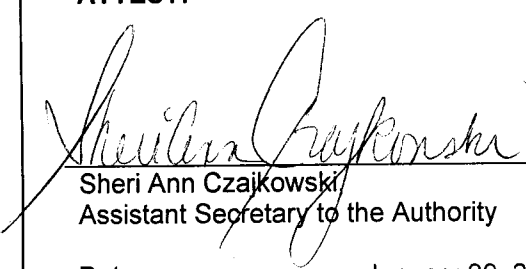
Captain Bronson requested acceptance of the New Jersey State Police Troop D Activity Reports, For December, 2012, with 2011 – 2012 Yearly Comparisons.

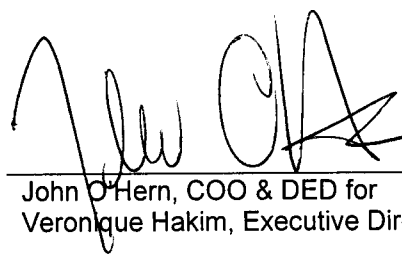
On motion by Commissioner Pocino and seconded by Treasurer DuPont, the Authority unanimously accepted the reports contained in item number 042-01-2013 and received same for file.

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The motion to adjourn was made by Vice Chairman Gravino, Treasurer DuPont and seconded by Commissioner Becht and, after the voice vote, the motion was duly adopted. The Authority adjourned at 10:03 a.m., to meet on Tuesday, February 26, 2013, at 9:30 A.M.

ATTEST:


Sheri Ann Czajkowski
Assistant Secretary to the Authority


John O'Hern, COO & DED for
Veronique Hakim, Executive Director

Date: January 29, 2013