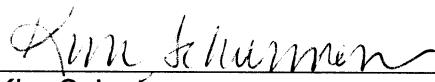


**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, John M. Keller, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the June 22nd, 2021 Meeting of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority this 22nd day of June, 2021.

ATTEST:



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Corporate Seal

Date: June 22, 2021

Received in the Governor's Office June 22, 2021

Received by:

Print Name

Signature

Veto Period Ends:

JULY 7 2021
(Write in the date the veto period ends)

TO: Kim Schurman Schurman@njta.com
FROM: Jesse Kirkham, Authorities Unit, Office of the Governor
DATE: June 22, 2021
RE: New Jersey Turnpike Authority Minutes

This email is confirmation that the Authorities Unit received the minutes from the June 22, 2021 board meeting on June 22, 2021. The calculated veto date is July 7, 2021.

Thank you.

Attachment

cc: Lauren LaRusso
Jeffry Nielsen

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

Tuesday, June 22, 2021

ooo0ooo

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

ooo0ooo

Moment of Silence

Chair Gutierrez-Scaccetti asked for a moment of silence and gratitude for today is employee recognition day.

ooo0ooo

PRESENT by tele-conference

Present on the call were Chair Gutierrez-Scaccetti, Vice Chair Ulises Diaz, Treasurer Michael DuPont, Commissioner Raymond Pocino, Commissioner Ronald Gravino (until 9:20 a.m.), Commissioner John Minella and Commissioner Raphael Salermo. The meeting commenced at 9:00 A.M.

ooo0ooo

ALSO PRESENT by tele-conference (Except as indicated)

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

Also present by tele-conference were: Outside Counsel, Judy Verrone, Esq., of DeCotiis, FitzPatrick, Cole & Giblin, LLP, Governors' Authorities Unit Representatives Lauren LaRusso and Jeffry Nielsen.

ooo0ooo

NOTICE OF MEETING

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

033371

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

Present by tele-conference:

1. Vice Chair Diaz
2. Treasurer DuPont
3. Commissioner Pocino
4. Commissioner Gravino (until 9:20 a.m.)
5. Commissioner Minella
6. Commissioner Salerno
7. Chair Gutierrez-Scaccetti

ooo0ooo

EXECUTIVE SESSION

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

- Contract Negotiations
- Pending Litigation
- Personnel

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

Executive Session was adjourned at 9:20 a.m. A motion was made by Treasurer Dupont and seconded by Commissioner Pocino to resume the public portion of the meeting at 9:22 a.m.

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

Present by teleconference:

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

The Secretary to the Authority reported that ten days, excluding Saturdays, Sundays and holidays, have elapsed since Governor Philip D. Murphy received the proceedings of the regular meeting of May 25, 2021; he did not exercise his power to veto any items in those minutes.

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

ooo0ooo

RECUSALS

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

- Commissioner Pocino is recused on Items 131 through 133

ooo0ooo

PUBLIC COMMENT

Barry Kushnir, President Local 194

Barry Kushnir said it was great honor recently working with Deputy Executive Director Carone and Executive Director Keller for the implementation of the Juneteenth holiday that Governor Murphy signed into Law last year and President Biden made a federal holiday. Mr. Kushnir said he appreciates the shared commitment to a diverse and inclusive workplace and said the Authority is the greatest place to work and we are going to keep making it better.

ooo0ooo

EXECUTIVE DIRECTOR COMMENTS

Executive Director Keller publicly offered his sincere appreciation and best wishes to Lauren LaRusso our Governor’s Authority Unit representative for the past 3 years as she moves on to serve other State Authorities. Executive Director Keller said it has been a pleasure working with Ms. LaRusso, navigating through Covid and many other challenges. Executive Director Keller said Ms. LaRusso has been a tremendous asset to the Turnpike Authority and we all wish her much success. Executive Director Keller further welcomed Mr. Jeffry Nielsen to the team and said we look forward to working with him.

ooo0ooo

COMMISSIONER COMMENTS

None

ooo0ooo

HUMAN RESOURCES

Director of Human Resources Mary-Elizabeth Garrity requested approval of item number 126-06-2021. Moved is the item as follows:

126-06-2021

Human Resources Director Mary Elizabeth Garrity submitted the Personnel Agenda, dated June 22, 2021, and requested confirmation of the personnel matters contained therein. The Executive Director certified the recommendations for consideration.

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

ooo0ooo
ROLL CALL

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

ooo0ooo

LAW

Acting Director of Law, Ann C. Monica, requested approval of item numbers 127-06-2021

through 130-06-2021. Moved are the items as follows:

127-06-2021

In a memorandum dated June 4, 2021, **Authorization to enter into an Agreement with the New Jersey Department of Transportation (NJDOT) to relocate fiber conduits located on State Route 42/Ardmore Avenue to Camden County Line, Washington Township, Gloucester County**, was approved.

The NJDOT is currently in the design stages of a Federally funded construction project for the rehabilitation and replacement of State Route 42/Ardmore Avenue to the Camden County line, which will require the coordination and relocation of Authority owned fiber conduits located on NJDOT property.

In connection with this project, the NJDOT has requested the Authority to execute a Utility Engineering and Construction Agreement, and a Utility Engineering and Construction Agreement Amendment to set forth the rights and responsibilities of the parties. As design progresses, the Authority will also be required to execute a Utility Agreement Modification Construction Authorization, which will memorialize the estimates, schedules, plans and other construction details, all of which are required by the FHWA in order for the NJDOT and the Authority to be reimbursed for their work on this project. It is proposed that various contractors, including Penta, will perform the relocation work.

Based on the foregoing, it is requested that the Authority's Commissioners authorize the Executive Director to negotiate and enter into agreements substantially as set forth above. It is further recommended that the Executive Director be authorized to take any other actions necessary to effectuate the intent of this authorization upon review and approval of such actions by the Law Department.

128-06-2021

In a memorandum dated June 4, 2021, **Authorization to enter into a Permanent Utility Easement and Temporary Construction Easement Agreement with PSEG Power LLC to realign an existing water main and construct a new gas main in connection with the improvements recently constructed at the Vince Lombardi Service Area Ridgefield Township, Bergen County, Permanent Utility Easement - Parcel UE636A, +/- 0.654 acres, Temporary Construction Easement - Parcel C636A, +/- 0.143 acres, R-165343, Budget Code: 00-850-156555, Amount not to exceed \$150,000**, was approved.

The Vince Lombardi Service Area on the New Jersey Turnpike (Milepost 116.0) is one of the most utilized Service Areas owned by the Authority. During the recent rebuild of this Service Area as part of the Service Area Improvement Program, the condition of the existing utility services to this Service Area was evaluated. It was decided to replace a portion of the existing

water main due to maintenance issues and to modernize and upgrade essential gas service from propane gas service to a new natural gas service. Construction of these improvements would require two easements the parameters of which are still currently being finalized: a permanent easement for utilities, and a temporary construction easement, together valued at no greater than \$150,000. The property was appraised by a New Jersey licensed appraiser and fair market value was determined. These easements would allow the Authority to perform its construction activities and install and maintain a realigned water main as well as allow Public Service Electric and Gas to install and maintain a new natural gas main on behalf of the Authority to service the Service Area.

Based on the foregoing, it is requested that the Authority's Commissioners authorize the Executive Director to enter into easement agreements substantially as set forth above. It is further recommended that the Executive Director be authorized to take any other actions necessary to effectuate the intent of this authorization upon review and approval of such actions by the Law Department.

129-06-2021

In a memorandum dated May 25, 2021, **Authorization to Settle Formal Workers' Compensation Matter – Thomas Ventriglia v. New Jersey Turnpike Authority, Budget Code: 10-870-405070, Amount: \$108,225.00 via Section 20**, was approved.

Petitioner Thomas Ventriglia is a Parkway Division Technology Device Technician, hired December 1996. This recommended settlement will resolve a formal Claim Petition filed in 2019.

The petitioner is represented by Law Offices of Krueger & Krueger, located in Linden, NJ. The Authority is defended by Special Counsel Caitlin Harney of GluckWalrath LLP located in Freehold, NJ. The matter is venued in the district office of Lebanon Workers' Compensation Court before the Honorable Judge G. Kaplan.

The total settlement award is \$108,225.00

The Law Department has reviewed this matter and agrees with the recommendation of the Special Counsel, the Authority's third-party workers' compensation administrator and the Authority's Senior Benefits Manager. Authorization is, therefore, requested to allow Special Counsel to settle this matter for the sum of **\$108,225.00**. This settlement will be payable under Account No. 10-870-405070.

130-06-2021

In a memorandum dated May 26, 2021, **Authorization to Settle Formal Workers' Compensation Matter – Edward Merritt v. New Jersey Turnpike Authority, Budget**

Code: 10-870-405070, Amount: \$194,070.00 via Section 20, was approved.

Petitioner Edward Merritt is a Parkway Division Technology Device Technician, hired June 1999. This recommended settlement will resolve a formal Claim Petition filed in 2019.

The petitioner is represented by Law Offices of Petro Cohen Matarazzo, located in Hamilton Township, NJ. The Authority is defended by Special Counsel Caitlin Harney of GluckWalrath LLP located in Freehold, NJ. The matter is venued in the district office of Atlantic City's Workers' Compensation Court before the Honorable Judge A. Kernan. The total settlement award is \$194,070.00.

The Law Department has reviewed this matter and agrees with the recommendation of the Special Counsel, the Authority's third-party workers' compensation administrator and the Authority's Senior Benefits Manager. Authorization is, therefore, requested to allow Special Counsel to settle this matter for the sum of **\$194,070.00**. This settlement will be payable under Account No. 10-870-405070.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 127-06-2021 through 130-06-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

ooo0ooo

ROLL CALL

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

ooo0ooo

ENGINEERING

Chief Engineer, Robert Fischer, requested approval of item numbers 131-06-2021 through 133-06-2021. Moved are the items as follows:

ooo0ooo

ORDER FOR PROFESSIONAL SERVICES (OPS)

131-06-2021

In a document dated May 28, 2021, **Recommendation to Issue Order for Professional Services No. A3872, New Jersey Turnpike and Garden State Parkway, Van Cleef Engineering Associates, LLC, Design Services for Contract No. A100.614, Curve Advisory Sign Installation, New Jersey Turnpike Milepost 90.9 to 119.1 and Milepost N7.7 to N7.9, and Garden State Parkway Milepost 130.0 to 160.2, R-164835, Budget Code: 5000052000, Amount: \$ 1,600,000.00**, was approved.

This Order for Professional Services (OPS) will provide final design services for the installation of site-specific curve advisory signs on forty-four (44) ramp bridges and associated approaches of the New Jersey Turnpike Milepost 90.9 to 119.1 and Milepost N7.7 to N7.9, and the Garden State Parkway from Milepost 130.0 to 160.2. The work includes the evaluation of existing conditions, location recommendations for curve advisory sign installation, development of bridge mounted sign structural details and other related work. One construction contract will be prepared through this OPS to provide for the installation of the advisory signs for both roadways.

This assignment is classified as a "Simple Project" based on the scope of work being clearly defined and not likely to change during the course of the project, and the cost not exceeding \$2,000,000.00. The solicitation for Expressions of Interest (EOIs) was posted on the Authority's website and forty-two (42) engineering firms were prequalified and eligible under Profile Codes: A091 Bridges: Widening and Modifications, and A250: Fully Controlled Access Highways. Six firms submitted EOIs by the closing date of April 30, 2021.

Subsequent to the scoring of EOIs by the Review Committee, Fee Proposals were requested from the top three technically ranked firms. The firms in the order of ranking are: 1) Van Cleef Engineering Associates, LLC; 2) Stantec Consulting Services, Inc.; and 3) Gannett Fleming, Inc. The fee submitted by Van Cleef Engineering Associates, LLC 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. A3872 be issued to the firm of Van Cleef Engineering Associates, LLC of Freehold, New Jersey, in an amount not to exceed \$1,600,000.00. This amount includes reimbursement of direct salaries times a maximum multiplier of 2.58 to cover the cost of fringe benefits, overhead and profit, plus authorized direct non-salary expenses. The 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).

ooo0ooo

FINAL ACCEPTANCES

132-06-2021

In a document dated June 3, 2021, **All work performed on each of the construction contracts listed below have been completed in accordance with the contract documents and to the satisfaction of the Engineering Department. Accordingly, it is recommended that these contracts be deemed complete and approved for Final Acceptance. The table below lists each contract and includes pertinent Change Order and financial information**

including the final payment amount due the Contractor upon Final Acceptance, was approved.

Contract No.	Contractor	Award Total Amount	No. of Change Orders	Additions/ Reductions	Final Total Contract Amount	Final Payment Amount
P200.53	HBC Company Inc	\$2,991,830.00	3	(\$95,437.05)	\$2,896,392.95	\$28,963.93
T100.51	Ferreira Construction Co., Inc.	\$3,387,269.00	1	(\$64,091.83)	\$3,323,177.17	\$161,586.22
T100.41	Joseph M. Sanzari, Inc.	\$11,239,000.00	3	\$2,028,425.02	\$13,267,425.02	\$321,246.36
P100.47	Joseph M. Sanzari, Inc.	\$8,969,397.50	5	(\$54,360.92)	\$8,915,036.58	\$113,669.54
Total						\$625,466.05

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

ooo0ooo

ACKNOWLEDGE REPORTS OF
ENGINEERING EXPENDITURES UNDER DELEGATED AUTHORITY

133-06-2021

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

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

On motion Treasurer DuPont and seconded by Commissioner Minella the Board unanimously approved item nos. 131-06-2021 through 132-06-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda. The Authority unanimously accepted the reports contained in item number 133-06-2021 and received same for file.

ooo0ooo
ROLL CALL

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

ooo0ooo

PROCUREMENT AND MATERIALS MANAGEMENT (“PMM”)

Director of Procurement and Materials Management Dale Barnfield, requested approval

of item numbers 134-06-2021 through 139-06-2021. Moved are the item as follows:

ooo0ooo
PUBLIC BIDS

134-06-2021

In a document dated June 3, 2021, **Removal and Disposal of Liquid Hazardous & Non-Hazardous Waste Material (Re-Bid), ACV Environmental Services, Inc., RM-164115 (Engineering), Budget Code: Various, Amount: \$ 380,150.00**, was approved.

Authorization is requested to award a contract for the removal and disposal of liquid hazardous and non-hazardous waste materials. Bidders were required to bid a price per gallon for two classifications of liquid waste, which included ground water extraction of approximately 85,000 gallons each of gasoline/water mixtures (waste flammable liquid), as well as oil/diesel and water mixtures (Class D recyclable material). Bidders were also required to bid an hourly rate for labor charges for both regular and emergency services. The bid was fully advertised and the twelve (12) vendors listed in the Authority's database for this service were notified of the procurement. On May 27, 2021, three (3) bids were received as follows (Unit prices are available from the PMM Department):

<u>Vendor</u>	<u>Total Bid Price</u>
ACV Environmental Services, Inc., Avenel, NJ	\$380,150.00
Environmental Industrial Services Corp., Hopelawn, NJ	\$490,750.00
Miller Environmental Group, Inc., Calverton, NY	\$517,000.00

Departmental Estimate \$350,000.00

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

Accordingly, authorization is requested to award a contract to ACV Environmental Services, Inc. for the removal of liquid waste materials for a total amount not to exceed \$380,150.00, subject to funding availability at the time of ordering. Authorization is further requested for the Executive Director to approve each of the two, one-year extensions upon satisfactory performance by the vendor.

135-06-2021

In a document dated June 4, 2021, **Bosch Cameras and Related Hardware, Traffic Systems, Inc., RM-163723 (ITS), Budget Code: 049 00 830 650040 0490072007, Amount: \$ 821,940.00**, was approved.

033379

Authorization is requested to award a contract for camera equipment and accessories to upgrade and replace existing analog cameras on both Roadways. The contract will provide equipment and accessories to replace approximately 120 analog cameras over the 18-month contract term. The bid was fully advertised, and the 21 vendors listed in the Authority's database for this commodity were notified of the procurement. On June 2, 2021, six (6) bids were received as follows (unit prices are available from the PMM Department):

<u>Vendor</u>	<u>Total Bid Price</u>
Traffic Systems, Inc., Holtsville, NY	\$ 821,940.00
Technotime Business Solutions, E. Rutherford, NJ	\$ 854,950.00
Halifax Security Inc., d/b/a North American Video, Brick, NJ	\$ 860,616.30
Electronic Interface Associates Inc., Long Island City, NY	\$ 891,836.22
Graybar Electric Company Inc., Teterboro, NJ	\$ 940,000.00
Howard Technology Solutions, Laurel, MS	\$ 953,080.00

Departmental Estimate: \$730,000.00

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

Accordingly, authorization is requested to award a contract for Bosch cameras and related hardware to Traffic Systems, Inc. for a total amount not to exceed \$821,940.00.

ooo0ooo

STATE/GOVERNMENT CONTRACTS

136-06-2021

In a document dated June 7, 2021, **Mobile Data Computers, Chas S Winner, Inc., R-164918 (State Police), Budget Code: 049 00 720 156555 0490016006, State Contract No. 81165 expiring 12/1/2021, Amount: \$370,535.00**, was approved.

Under this contract, Chas S Winner, Inc. will provide 55 mobile data computers ("MDCs") and accessories for the State Police (Troop D) 2021 vehicle fleet. These in-car computer systems are used in all State Police patrol vehicles. The vendor will supply MDC software and accessories that are compatible with the current New Jersey State Police MDC system. These in-car computer systems are available from NJ State Contract No. 81165 expiring 12/1/2021.

This procurement, under State Contract No. 81165, is in accordance with *N.J.A.C. 19:9-2.5(a)*, promulgated pursuant to *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to

purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 81165 for 55 mobile data computers and accessories to Chas S Winner, Inc. for an amount not to exceed \$370,535.00.

137-06-2021

In a document dated June 3, 2021, **State Police Digital In-Car Camera System, Axon Enterprise, Inc., R-164916 (State Police), Budget Code: 049 00 720 156555 0490016006, State Contract No. 17-FLEET-00738 expiring 05/14/2023, Amount: \$287,420.00,** was approved.

Under this contract, Axon Enterprise, Inc. will provide 70 complete digital in-car video recording (DVR) camera systems with required installation accessories for the State Police (Troop D) 2021 Vehicle Fleet. This system configuration is in compliance with a directive from NJSP Division Headquarters ("Division"). Division systems supports the software, which is compatible with current body cameras in use and all video will be transferred to the Division via current servers installed at each State Police Station on the Authority's roadway. These in-car camera systems are available from NJ State Contract No. 17-FLEET-00738 expiring 05/14/2023.

This procurement, under State Contract No. 17-FLEET-00738 is in accordance with *N.J.A.C. 19:9-2.5(a)*, promulgated pursuant to *N.J.S.A. 27:23-1 et seq.*, the Authority's enabling legislation, and Executive Order No. 37 (Corzine 2006) which permits the Authority, without advertising, to purchase goods and services directly from vendors who hold contracts with the State of New Jersey.

Accordingly, authorization is requested to award a contract under State Contract No. 17-FLEET-00738 for 70 DVR camera systems to Axon Enterprise, Inc. for an amount not to exceed \$287,420.00.

138-06-2021

In a document dated June 9, 2021, **Dump Trucks, Bucks County International, Inc., R-165322 (Operations), Budget Code: 049 00 500 156555 0490016001, State Contract No. 71923 expiring 10/14/2021, Amount: \$ 3,092,639.00 (\$140,574.50 each),** was approved.

Under this contract, Bucks County International, Inc. will provide twenty-two (22) 2021 International cab and chassis dump trucks with snowplow hitch, de-icing system and all other standard equipment listed per New Jersey State Contract. These trucks are replacing existing older models that have reached their life expectancy and will be sold as surplus, if feasible. The dump trucks are available from NJ State Contract No. 79123 expiring 10/14/2021.

This procurement, under State Contract No. 79123, is in accordance with *N.J.A.C. 19:9-*

033381

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

Accordingly, authorization is requested to award a contract for twenty-two (22) 2021 International cab and chassis dump trucks with accessories to Bucks County International, Inc. for a total amount not to exceed \$3,092,639.00.

139-06-2021

In a document dated June 3, 2021, At prior Board of Commissioners meetings, the Authority approved purchases (up to a maximum authorized dollar amount) from the vendor listed herein under the New Jersey State contract referenced below. The terms of the referenced State contract has since been extended and additional funds are needed to purchase these necessary goods and/or services through the extended terms of the State contract, was approved.

Desc./ Original Agenda Item – Award Date	Vendor Name	Req, Number	NJTA Contract No.	NJ State Contract No. Exp.	Current Auth. Amount	New Auth. Amount	Requested Increase Amount
Lawn Equipment Parts and Repairs (Kubota) 3/01/2021	Cherry Valley Tractor Sales	RM-165284 (Inventory)	2974	43022 Expiring 02/16/2022	\$90,000.00	\$190,000.00	\$100,000.00
Fencing Installation & Repair 357-08-2015	Consolidated Steel & Aluminum Fence Co., Inc.	RM-165081 Operations	2216	88680 Expiring 10/31/2021	\$649,380.00	\$749,380.00	\$100,000.00
Total							\$200,000.00

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

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

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item numbers 134-06-2021 through 139-06-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

ooo0ooo
ROLL CALL

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

ooo0ooo

GENERAL BUSINESS

ooo0ooo

OPERATIONS

Director of Operations Kevin Dunn requested acceptance of item number 140-06-2021.

Moved is the item as follows:

140-06-2021

Director of Operations Kevin Dunn requested acceptance of **Volumes and Crash Synopses for the Garden State Parkway and New Jersey Turnpike: Period 01/01/2021 through 05/31/2021; with 2020-2021 Yearly Comparisons through May 2021.**

On motion by Commissioner Pocino and seconded by Treasurer DuPont the Board unanimously accepted item number 140-06-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

ooo0ooo

STATE POLICE

Major Michael Zimmerman requested acceptance of item number 141-06-2021. Moved is the item as follows:

141-06-2021

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

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Authority unanimously accepted the reports contained in item number 141-06-2021 and received same for file.

ooo0ooo

FINANCE

Chief Financial Officer Donna Manuelli requested acceptance of item number 142-06-2021. Moved is the item as follows:

142-06-2021

Chief Financial Officer Donna Manuelli presented the **Financial Summary for the five (5) months ended May 31, 2021**, was accepted.

On motion by Commissioner Pocino and seconded by Treasurer DuPont the Board

unanimously accepted item number 142-06-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

ooo0ooo

EXECUTIVE

Chair Gutierrez-Scaccetti requested a motion to remove from the table, Item 125-05-2021 from the May 25th, 2021 Board Meeting?

The motion was made by Vice Chair Diaz and seconded by Commissioner Pocino and, after the voice vote, the motion to remove from the table Item 125-05-2021 was approved.

Deputy Executive Director Carone, requested approval of item number 125-05-2021. Moved is the item as follows:

125-05-2021

In a memorandum dated May 24, 2021, **Authorization for Executive Director to (i) Consent to Assignment of Operating Agreement for New Jersey Turnpike and Garden State Parkway Restaurants, and (ii) Enter into Agreement Assigning All Rights and Obligations of HMS Host Tollroads, Inc. under the Operating Agreement to Iris Buyer, LLC,** was approved.

The New Jersey Turnpike Authority (the "Authority") and Host Tollroads, Inc. ("Host") entered into (i) an Operating Agreement for New Jersey Turnpike and Garden State Parkway Restaurants, dated September 12, 2017 (the "Operating Agreement"), pursuant to which Host operates and manages Authority-owned Service Area Restaurants and (ii) a Memorandum of Agreement, dated April 16, 2020, subsequently amended (the "MOU"), addressing construction funding for certain Authority Service Areas (the Operating Agreement and MOU, collectively, are referred to herein as the "Agreement").

Host recently advised the Authority that it is contemplating a sale of its holdings, including the Agreement, to an entity known as Iris Buyer, LLC ("Iris"), which is scheduled to close on or about June 30, 2021 (the "Contemplated Transaction"). Iris is presently comprised of a consortium of Applegreen Ltd. and Blackstone Infrastructure Partners. Pursuant to the Agreement, Host is required to obtain the Authority's consent to the Contemplated Transaction before consummating same (the "Consent"). The Authority has discussed the Contemplated Transaction with Host and has concluded that a Consent would be within the Authority's interest, subject to the following contingencies:

1. Host shall pay to the Authority a Transfer Fee in the amount of \$500,000 as required pursuant to the terms and conditions of the Agreement. The Transfer Fee shall be paid prior to the closing on the Contemplated Transaction. In the event that the Contemplated Transaction does not close, the Transfer Fee shall be retained by the Authority and applied first to reimburse the Authority for its actual expenses related to the negotiation and preparation of the

Consent and Assignment, and the remainder shall be applied toward satisfaction of any outstanding financial obligations then due from Host under the Agreement..

2. The Authority shall be paid at closing all amounts due and owing to the Authority, pursuant to the Agreement, through the date of the closing. A full accounting of all amounts then due and owing to the Authority will be included as an exhibit to the Consent. Iris will provide the Authority with a new parent guaranty, guarantying Iris's performance under the Agreement.

3. Iris and the Authority shall enter into an Assignment and Amendment Agreement that will assign the Agreement to Iris and amend the Agreement to reflect the inclusion of (a) a new parent guaranty; (b) an updated and modified construction schedule to address adjustment to interim construction completion dates for certain Service Areas, except that the final construction completion dates shall not change; and (c) a confirmation that Iris is amenable to negotiating with the Authority to include Vauxhall and Brookdale South as part of the Service Areas to be operated by Iris pursuant to the Agreement.

4. Iris will commit to working cooperatively with the Authority's Service Area Gasoline Operator, Sunoco Retail, LLC., and maintain an amicable working relationship among the Authority, Iris and Sunoco.

5. HMSHost Corporation, the current parent guarantor under the Agreement, shall provide the Authority with written confirmation of its commitment to guaranty Host's performance under the Agreement from now through closing of the Contemplated Transaction and, in the event that the closing does not occur, then for as long as the Agreement with Host continues.

6. The Consent will be delivered to Host, in escrow, pending satisfaction of all the above conditions at closing of the Contemplated Transaction.

In view of the foregoing, it is recommended that authorization be delegated to the Executive Director to provide written Consent, subject to the contingencies set forth above, to HMS Host Tollroads, Inc. to assign the Agreement to Iris Buyer, LLC, a consortium of Applegreen Ltd. and Blackstone Infrastructure Partners, and to execute an Assignment and Amendment Agreement, assigning all rights and liabilities of Host to Iris, and amending the Agreement as assigned accordingly. Additionally, it is recommended that authorization be provided to the Executive Director to undertake any such other actions and execute such other documents as may be necessary to implement the foregoing.

On motion by Treasurer DuPont and seconded by Vice Chair Diaz the Board unanimously approved item number 125-05-2021; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

033385

ooo0ooo

CHAIR COMMENTS

Chair Gutierrez-Scaccetti asked Deputy Executive Director Carone if the assignment of this contract covers all obligations of HMSHost back to the Turnpike upon finalization of their transfer. Deputy Executive Director Carone answered it does cover all the financial obligations and any other obligations relative to the Operating Agreement that was negotiated back in 2017. Deputy Executive Director Carone confirmed the Authority for all intents and purposes will be made whole.

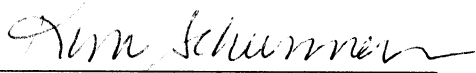
ooo0ooo

ROLL CALL

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

ooo0ooo

The motion to adjourn was made by Treasurer DuPont and seconded by Commissioner Minella, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 9:47 a.m. and advised that it will be held again on Tuesday, July 27, 2021 at 9:00 a.m., telephonically or at the Authority’s headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.



Kim Schurman
Secretary to the Authority



John M. Keller
Executive Director

Date: June 22, 2021