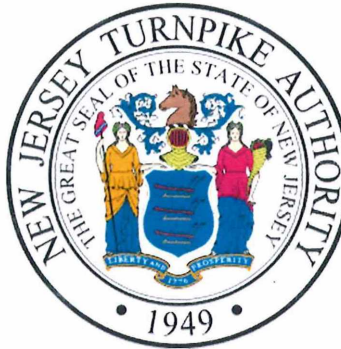




BY-LAWS OF THE NEW JERSEY TURNPIKE AUTHORITY

Amended and Restated July 16, 2026

Effective July 31, 2026

Resolution No.: 2026-07-156

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PREAMBLE

This body having been created by the New Jersey Turnpike Authority Act of 1948 and pursuant to Section 5 of that Act (N.J.S.A. 27:23-5(a)), is authorized to make and alter such By-Laws for the conduct of its affairs and business as it may deem appropriate. The By-Laws of the New Jersey Turnpike Authority (the "Authority") are as follows:

ARTICLE I

GENERAL PROVISIONS

A. SCOPE AND PROVISIONS OF BY-LAWS. These By-Laws are adopted by the Board of Commissioners of the New Jersey Turnpike Authority pursuant to Section 5 of the New Jersey Turnpike Authority enabling legislation, N.J.S.A. 27:23-1, et seq. (the "Act"), and the Authority regulations promulgated thereunder, N.J.A.C. 19:9-1.1, et seq. (the "Regulations"). They are intended to govern the affairs and the conduct of the business of the Authority with respect to the performance of its functions, powers and duties under the Act and the Regulations.

B. NAME OF THE AUTHORITY. The name and title of this Authority shall be the "New Jersey Turnpike Authority."

C. PRINCIPAL OFFICE. The principal office of the Authority shall be One Turnpike Plaza, Woodbridge, New Jersey 07095, and its designated mailing address shall include P.O. Box 5042. All communications to the Authority shall be addressed to its principal office except as may otherwise be specified by resolution, regulation or rule. The Authority may also have offices at such other places as it may from time to time determine by resolution to be necessary or appropriate for the conduct of its operations.

D. RULES AND REGULATIONS. The rules and regulations of the Authority shall include, but not be limited to the "New Jersey Turnpike Authority Rules", N.J.A.C. 19:9-1.1, et seq., General Bond Resolutions, the "Annual Budget", the "State Uniform Ethics Code"¹, the "New Jersey Conflicts of Interest Law", N.J.S.A. 52:13D-12, et seq., the "Supplementary Code of Ethics"² and all other policies properly adopted and governing Authority operations.

E. GENERAL POWERS OF THE BOARD. The business, property, and affairs of the Authority shall be governed by its Board of Commissioners (the "Board"). The Board shall exercise all powers and perform all duties granted to the Board pursuant to the Act, except as otherwise reserved by law.

F. BOARD MEMBERS. The Board shall be composed of members (as described in the Act and hereinafter each, a "Commissioner") whose numbers, qualifications, appointments and terms of office shall be as provided for by the Act, N.J.S.A. 27:23-3.

¹ <https://nj.gov/ethics/docs/ethics/uniformcode.pdf>

² <https://www.nj.gov/ethics/docs/ethics/turnpikecode.pdf>

G. FISCAL YEAR. The fiscal year of the Authority shall commence on the first day of January of each calendar year and conclude on the last day of December of the same calendar year.

H. ETHICS. The Authority shall at all times comply with the New Jersey Conflicts of Interest Law, N.J.S.A. 52:13D-12, et seq., and any successor statutes and all relevant opinions and authorities promulgated by the State Ethics Commission, as well as the Authority's Supplemental Ethics Code.

I. SEAL. The official seal of the Authority shall be a design bearing the Great Seal of the State of New Jersey, the words "New Jersey Turnpike Authority", and the number "1949", indicating the year of the Authority's founding, or such other design as determined by the Board.

J. SERVICE OF PROCESS AND PAPERS. The Director of Law, their designee, or agents acting on behalf of the Authority are authorized to receive service of legal process and all papers of a similar nature or import on behalf of the Authority.

ARTICLE II

OFFICERS, DEPARTMENTS AND EXECUTIVE STAFF

A. OFFICERS OF THE AUTHORITY.

1. **Board Officers.** The Chair, Vice Chair and any member of the Board of Commissioners holding the position of Secretary or Treasurer are herein referred to as "Board Officers."
2. **Executive Officers.** The Executive Director, Chief Operating Officer, Deputy Executive Director(s), Chief Engineer, Chief Financial Officer, Chief Information Officer, and any Secretary or Treasurer not otherwise a member of the Board of Commissioners, are herein referred to as "Executive Officers."
3. **Appointment of Additional Officers.** The Board may, by resolution, appoint other officers at its discretion to manage the affairs of the Authority.

B. DELEGATION. To promote continuity of operations and ensure clarity of authority during periods of absence or unavailability, delegation shall proceed as follows:

1. **General Delegation by an Officer.** An Officer who is absent or temporarily unavailable may delegate the powers and duties of their office to their designated deputy or, if no deputy has been appointed, to a senior member of the Authority's staff.

2. **Authority of the Designated Deputy or Individual.** A deputy or other individual to whom delegation has been made may act on behalf of the Officer for whom they are serving as designee.
3. **Termination of Delegation.** Any delegation under this Article shall automatically terminate upon the Officer's return to duty or the appointment of the Officer's permanent successor.
4. **Departmental Succession for Director Roles.** In the event of a department Director's vacancy or inability to act, the Deputy Director of the department shall temporarily assume the Director's duties to ensure operational continuity until such time as the Board may fill the vacancy. In the event no deputy director of the department is in place, the Executive Director shall recommend a senior member of the department to the Board to fill the role of Acting Director.

C. DEPARTMENTS. The Departments of the Authority shall include: Community and Governmental Relations, Engineering, Executive Office, Finance, Human Resources and Office Services, Information Technology Services, Internal Audit, Law, Operations, Procurement and Materials Management, and Toll Collection. The Board may, by resolution, establish additional Departments or abolish existing ones as circumstances require.

D. THE EXECUTIVE STAFF. The Executive Staff of the Authority shall consist of the following positions, listed in alphabetical order: Chief Engineer, Chief Financial Officer, Chief Information Officer, Chief Operating Officer, Deputy Executive Director(s), Director of Community and Governmental Relations, Director of Human Resources, Director of Internal Audit, Director of Law, Director of Operations, Director of Procurement and Materials Management, Director of Tolls, and Executive Director. The Board may, from time to time, establish additional Executive Staff positions, determine their compensation, and define their respective duties.

ARTICLE III

DUTIES OF THE BOARD, OFFICERS AND EXECUTIVE STAFF

A. BOARD OF COMMISSIONERS. The Board shall be responsible for reviewing and monitoring whether Authority procedures and regulations and Executive Staff's financial, management, and operational decisions and controls are in compliance with the overall policies of the Authority. The Board shall also be responsible for adopting strategic plans, capital plans, and budgets of the Authority. Each Commissioner, in the performance of their duties, shall act in a fiduciary capacity and shall be bound by the duties of loyalty, care, and good faith in all matters pertaining to the Authority. All other powers granted by statute to the Board, unless expressly delegated by these By-Laws or other action of the Board, are reserved unto the Board.

B. CHAIR. The Chair shall be a member of the Board and appointed by the Governor, as provided in the Act at N.J.S.A. 27:23-3. The Chair shall preside at all meetings of the Board and rule on all questions of order. The Chair shall communicate to the Executive Director and, where appropriate, Executive Staff, the policies of the Authority established by the Board and shall be responsible for advancing the mission and promoting the objectives of the Authority to members of the general public.

C. VICE CHAIR. The Vice Chair shall be a member of the Board and appointed by the Governor, as provided in the Act at N.J.S.A. 27:23-3. The Vice Chair shall preside over all Board meetings if the Chair is unable to perform the Chair's prescribed duties. The Vice Chair shall also perform the duties of the Chair as Acting Chair in the event the office of the Chair is vacant and until such time as a new Chair is appointed by the Governor. The Vice Chair shall have such other powers and perform such other duties as the Chair or the Board may from time to time prescribe.

D. SECRETARY. The Secretary shall be appointed by and serve at the pleasure of the Board and need not be a Commissioner. The Secretary shall prepare accurate minutes of the meetings of the Board, keep the official records and the seal of the Authority, certify, when required to, copies of records, give proper notice of all meetings required by the Open Public Meetings Act, and be responsible for administering the Open Public Meetings Act requirements. The Secretary shall deliver and certify forthwith a true copy of the minutes of every meeting of the Authority to the Governor. The Board may, by resolution, appoint an Assistant Secretary. Such individual shall be authorized to exercise the powers and perform the duties of the Secretary as specified by the Board.

E. TREASURER. The Treasurer shall be appointed by and serve at the pleasure of the Board and need not be a Commissioner. The Treasurer shall exercise such powers and perform such duties as the Board may prescribe from time to time. In the absence of the Treasurer, or if no Treasurer has been appointed, the Chief Financial Officer shall serve as Acting Treasurer and assume all associated powers and duties.

F. EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer of the Authority and, under the supervision of and subject to the directions of the Chair, shall have general administrative control over all activities of the Authority and exercise the broad managerial prerogatives commonly associated with such position. In furtherance of these duties, the Executive Director shall organize the Authority into one or more departments and shall hold Executive Staff responsible and accountable for making financial, managerial, and operational decisions in compliance with the policies established by the Authority, and shall consult with the Board, as necessary, to enable the Board to perform its oversight duties described above. To ensure independent reporting, the Director of Internal Audit is excluded from this oversight and reports only to the Chair or the Chair's designee. The Executive Director is responsible for managing all staff and establishing workplace rules, job descriptions, and schedules. In addition, the Executive Director shall attend all meetings of the Board, and shall preside at meetings of the Executive Staff.

G. CHIEF OPERATING OFFICER. The Chief Operating Officer shall be appointed by the Executive Director with the concurrence of the Board. The Chief Operating Officer shall report directly to the Executive Director and shall assist and support the Executive Director in carrying out all operational functions of the Authority. The Chief Operating Officer shall have general authority, subject to the Executive Director's authority, to see that all orders, directives and resolutions of the Board and the Executive Director are executed and effectively implemented by Authority staff and personnel and shall exercise and perform such other administrative powers and duties as assigned by the Executive Director. Unless otherwise provided herein, the Chief Operating Officer shall have the authority to approve payments and expenses as delegated by the Executive Director, subject to the limitations and oversight of the Executive Director. In the absence or incapacity of the Executive Director (or their designee), the Chief Operating Officer shall perform the duties and exercise the authority of that role, subject at all times to any orders, directives or resolutions issued by the Board. The Chief Operating Officer shall also undertake any such responsibilities as may be assigned by the Board or Executive Director in furtherance of the Authority's mission and strategic objectives. The Chief Operating Officer may sign documents that are ancillary to contracts with contractors, consultants, and vendors, including confidentiality agreements, provided that any such document does not impose a fee on the Authority exceeding \$25,000, with the concurrence of the Law Department.

H. DEPUTY EXECUTIVE DIRECTOR. The Executive Director may, with the concurrence of the Board, appoint one or more Deputy Executive Directors. The Deputy Executive Director(s) shall assist in carrying out the operational, administrative, and managerial functions of the Authority and may perform any additional duties as delegated by the Executive Director or the Chief Operating Officer. The Deputy Executive Director(s) may execute documents that the Executive Director or Chief Operating Officer is authorized to sign when such authority is delegated in writing. The Executive Director or Chief Operating Officer may also assign in writing to the Deputy Executive Director(s) the performance, in whole or in part, of any power, authority, or discretion granted to them under these By-Laws or pursuant to a resolution of the Board.

In addition to the powers set forth in these By-Laws, the Deputy Executive Director(s) may settle all claims and disputes on behalf of the Authority including litigation involving the Authority, provided the amount paid or accepted by the Authority does not exceed \$250,000. The Deputy Executive Director(s) may also execute Post-Paid Plan Agreements and may sign documents ancillary to contracts with contractors, consultants, and vendors, such as confidentiality agreements, so long as such documents do not impose a fee on the Authority exceeding \$25,000, with the concurrence of the Law Department.

I. CHIEF ENGINEER. The Chief Engineer shall be ultimately responsible for planning, design and construction supervision of all capital improvement and major maintenance projects undertaken by the Authority, ensuring that such projects are executed in accordance with applicable standards, schedules and budgets, including such projects managed by other Departments. In addition, the Chief Engineer is authorized to evaluate

and recommend applications for licenses to cross Authority property, subject to the approval of the Executive Director. The Chief Engineer may sign documents ancillary to contracts with contractors, consultants and vendors, such as confidentiality agreements, provided that such documents do not impose a fee on the Authority in excess of \$5,000, with the concurrence of the Law Department. For Federal, State, or any other public permitting process, the Chief Engineer is further authorized to act on behalf of the Authority as the property owner for purposes of executing applications, certifications, and related permitting documents.

J. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall serve as the Authority's principal financial officer, responsible for all accounting, treasury, budgeting, financial planning, debt administration, and overall fiscal management, including maintaining internal financial controls to safeguard assets and ensure compliance with laws, bond resolutions, and financial policies. The Chief Financial Officer shall oversee all revenue streams, establish revenue-protection protocols, manage fund recovery and collection agreements, and direct the receipt, custody, investment, and disbursement of Authority funds. The Chief Financial Officer shall also manage all treasury and debt-related functions, including custody of funds and securities, issuance and administration of financial instruments, and relationships with financial institutions, advisors, and investors. The Chief Financial Officer shall report to the Executive Director and the Board, may sign administrative documents, and may delegate duties to designated financial staff. The Chief Financial Officer may execute and enforce Post-Paid Plan Agreements, and sign ancillary contract documents, such as confidentiality agreements, provided they do not impose more than \$10,000 in fees on the Authority, with the concurrence of the Law Department.

In addition to the foregoing duties, all settlements, contracts with vendors, consultants, and contractors, and all financial adjustments or commitments of Authority funds shall require advisory review and certification by the Chief Financial Officer for the sole purpose of evaluating fiscal prudence, ensuring economic efficiency, and confirming consistency with the Authority's financial policies and objectives.

K. CHIEF INFORMATION OFFICER. The Chief Information Officer shall be responsible for information technology operations and issues and recommendations relating to technology. The Chief Information Officer may sign documents ancillary to contracts with contractors, consultants and vendors, such as confidentiality agreements, provided that such documents do not impose a fee on the Authority in excess of \$5,000, with the concurrence of the Law Department.

L. DIRECTOR OF COMMUNITY AND GOVERNMENT RELATIONS. The Director of Community and Government Relations shall be responsible for the administration and supervision of the Community and Government Relations Department, including all activities related to customer service, public policy, and external engagement. The Director shall oversee the Department's interactions with the public, the Governor's Office, the Department of Transportation, legislators, municipal and county officials, and other agencies; shall manage the tracking and response to state legislative proposals affecting the Authority; and shall direct the Customer Service Division to ensure effective

and efficient service to internal and external customers, partners, and stakeholders.

M. DIRECTOR OF HUMAN RESOURCES. The Director of Human Resources shall be responsible for the administration and supervision of the Human Resources and Office Services Department, including all activities related to pre-employment applicant processing, onboarding of new employees, workforce training and development, labor relations management, employee and retiree health care and benefits administration, and oversight of the Authority's workers' compensation program. The Director shall also oversee printing services and the Authority-wide management and timely delivery of internal and external mail.

N. DIRECTOR OF INTERNAL AUDIT. The Director of Internal Audit shall be responsible for the internal auditing functions of the Authority and for auditing of financial and operating records of firms doing business with the Authority. The Director of Internal Audit may also serve as the "Internal Auditor" who shall advise the Audit Committee of the Board. When acting operationally as the Director of Internal Audit, they may report to the Executive Director with respect to functions other than those of the Internal Auditor. To ensure independent reporting however, the Director of Internal Audit is excluded from direct oversight by the Executive Director and shall report only to the Chair or the Chair's designee.

O. DIRECTOR OF LAW. The Director of Law shall be the legal advisor and general counsel of the Authority and shall supervise and direct all legal affairs of the Authority. The Director of Law shall furnish opinions, advice and counsel, and shall in their discretion assign particular legal matters to outside counsel approved by the Board. The Director of Law is authorized to approve settlement of disputes, including but not limited to, disputes involving litigation, so long as the amount pledged or accepted by the Authority pursuant to such settlement does not exceed \$100,000. The Director of Law may sign documents ancillary to contracts with contractors, consultants and vendors, such as confidentiality agreements, provided that such documents do not impose a fee on the Authority in excess of \$5,000, and may sign releases and related documents for settlements approved in accordance with these By-Laws.

P. DIRECTOR OF OPERATIONS. The Director of Operations shall be responsible for the administration and supervision of the Operations Department, including the Maintenance and Traffic Divisions. The Director of Operations shall oversee all activities necessary and proper to ensure the safe, efficient, and continuous operation of Authority roadways, facilities, and infrastructure, including roadway and facility maintenance, fleet and equipment care, utilities and HVAC systems, pavement and striping programs, vegetation management, debris removal, snow and ice operations, traffic management and engineering, coordination with internal departments and external agencies, administration of towing, emergency response, and hazardous-material contracts, and liaison responsibilities with the New Jersey State Police.

Q. DIRECTOR OF PROCUREMENT AND MATERIALS MANAGEMENT. The Director of Procurement and Materials Management shall be responsible for the administration and supervision of all procurement and materials management activities of the Authority, including the acquisition of goods and services, management of inventory flow,

centralized receiving, maintenance of internal controls for physical inventory, reduction of contract expenditures, compliance with procurement laws, regulations, policies, and procedures, and the generation of revenue from surplus property sales. The Director is to oversee the Procurement Section, which conducts purchasing through state contracts, competitive bids, informal solicitations, requests for proposals, and other authorized methods, as well as the Materials Management Section, which includes Inventory Control at the central warehouse, Supply Chain Management, and Property Control and Surplus Personal Property Sales.

R. DIRECTOR OF TOLLS. The Director of Tolls shall be responsible for the administration and supervision of the Toll Collection Department, including all activities related to the collection of toll revenues on the New Jersey Turnpike and Garden State Parkway through full-service manual lanes, E-ZPass lanes, automatic coin machine lanes, and other authorized tolling methods. The Director of Tolls shall supervise all personnel, operations, and costs associated with manual and automatic toll collection, and is responsible for financial reporting and budgeting functions related to Electronic Toll Collection, while coordinating with the departments and entities that share oversight of E-ZPass system operations and Customer Service Centers.

S. ADDITIONAL STAFF. The Board may appoint additional officers, consultants and employees in accordance with N.J.S.A. 27:23-5(m).

ARTICLE IV

ADMINISTRATIVE POWERS

All powers granted to the Executive Director in this Article IV are subject to the continuing oversight and authority of the Board and shall not be construed to limit, modify, or supersede powers reserved to the Board under the Act. The Executive Director shall provide periodic reports to the Board regarding all actions taken or approved pursuant to this Article, but not less than quarterly.

Unless otherwise directed by the Board, and subject to any limitations established in the Board-adopted budget, the Executive Director shall possess the administrative powers set forth in this section, in addition to any other authority conferred by these By-Laws:

A. DELEGATION OF POWERS AND DUTIES. The Executive Director may, as deemed necessary or appropriate, delegate to the Chief Operating Officer or to any member of the Executive Staff, deputy, or assistant such administrative powers, duties, and functions assigned to the Executive Director under these By-Laws. Any delegation made pursuant to this authority may be revoked by the Executive Director at any time.

B. PERSONNEL. The employment of the Authority's non-agreement personnel is "at-will" in all cases. The employment of a non-agreement employee is not for any specified duration, is not governed by any oral or written contract, and may be terminated by either the employee or the Authority, at any time, with or without cause or notice. The

Executive Director may:

- i. Create, determine, and prescribe the duties of new and existing positions and qualifications for appointments made thereto;
- ii. Make appointments to Authority staff, except those positions specified by statute, these By-Laws, or any other applicable authority;
- iii. Make promotions and demotions within the staff, except for those positions specified by statute, these By-Laws, or any other applicable authority;
- iv. Terminate appointments to the staff, except for those positions specified by statute, these By-Laws, or any other applicable authority;
- v. Grant or authorize the granting of vacations, sick leave, other leaves of absence and take other necessary actions affecting personnel;
- vi. Approve, administer, and maintain salaries, salary ranges, adjustments thereto, merit increases, and employee benefit programs; and
- vii. Prepare, approve and enact additions, deletions and modifications to Personnel Policies and Procedures.

C. PREPARATION AND SUBMISSION OF ANNUAL BUDGET. The Executive Director shall supervise the preparation of and submit to the Board for its approval and adoption a proposed annual budget.

D. EXECUTION OF LEGAL INSTRUMENTS AND DOCUMENTS. The Executive Director may sign all deeds of conveyance, legal instruments, and documents in furtherance of the powers granted under these By-Laws, or in furtherance of transactions authorized by the Board.

E. TERMINATION OF CONTRACTS AND AGREEMENTS. The Executive Director may terminate any contract or agreement in accordance with its terms if the Executive Director deems such termination to be in the best interests of the Authority.

F. REJECTIONS OF BIDS AND PROPOSALS. The Executive Director may, in writing, reject all bids or responses to requests for proposals if deemed to be in the best interests of the Authority.

G. APPROVAL OF PROCUREMENTS. The Executive Director may approve procurements of goods and services, including construction contracts and professional or consultative services pursuant to N.J.S.A. 27:23-6.1, in an amount not to exceed \$500,000. The Executive Director may also approve changes or supplements to such procurements previously approved by the Board, in an aggregate amount not to exceed \$500,000 per procurement, except where scope-of-work changes to Board-approved

capital improvement or major maintenance contracts are governed by Paragraph U.

H. SALE, PURCHASE, AND UTILIZATION OF PROPERTY. Subject to N.J.A.C. 19:9-2.6 (Sale of Surplus Property), the Executive Director may authorize, arrange, execute, and terminate contracts for the sale or disposition of Authority-owned personal property valued at up to \$500,000. The Executive Director may also approve the acquisition by the Authority of any real property interest necessary for any Authority transportation project, in an amount not to exceed \$500,000. The Executive Director is also authorized to approve the sale or disposition of any surplus real or personal property owned by the Authority, in accordance with the Authority's policies and regulations regarding surplus property, provided the value of said surplus property does not exceed \$500,000. The Executive Director may sign all deeds and other instruments transferring an interest in real or personal property when authorized by the Board or when acting pursuant to these By-Laws.

I. LEASING, LICENSING AND PERMITTING. The Executive Director may enter into, amend, and terminate permits, licenses, and leases for the use or occupancy of Authority property, in accordance with Authority policies, regulations and the Act. This administrative authority includes permits and licenses for access to Authority-owned property, and leases where the Authority is the lessor for terms up to 25 years, provided the agreement is revocable on 120 days' notice or less, or involves fixed annual payments to the Authority not exceeding \$500,000, or substitutes a new contracting party, or renews or amends an existing agreement on terms at least as favorable to the Authority. The Executive Director may also enter into, amend, and terminate leases where the Authority is the lessee for terms up to ten (10) years, provided the agreement is revocable on 90 days' notice or less, or requires fixed annual payments by the Authority not exceeding \$500,000, or substitutes a new contracting party, or renews or amends an existing agreement on terms at least as favorable to the Authority.

J. LEGAL ADVICE AND LITIGATION. The Executive Director may request the Director of Law or other legal counsel retained for any purpose to provide advice and direct such counsel retained for that purpose to initiate, intervene or take any other action with regard to litigation on behalf of the Authority and pay all judgments.

K. SETTLEMENT OF CLAIMS AND DISPUTES. The Executive Director may settle all claims and disputes on behalf of the Authority when the write-off, adjustment, or credit does not exceed \$500,000. The Executive Director may also settle claims made against the Authority up to \$500,000, or, in the case of contract disputes, may approve a settlement so long as the total of the settlement and the Authority's contract obligations do not exceed the contract amount previously authorized by the Board. The Executive Director may also approve settlement of litigation or claims made by the Authority for damage to Authority property in an amount not to exceed \$1,000,000. All settlements approved pursuant to this subsection shall be reported to the Board at the next regular meeting.

L. APPROVAL OF TOLL VIOLATION SETTLEMENTS. The Executive Director may approve settlements of toll violations, including unpaid tolls and administrative fees as

well as customer refunds, in amounts up to \$500,000.

M. INSURANCE. The Executive Director may authorize or arrange for the purchase, termination, or renewal of any type of insurance where the total premium for the term of the purchase or renewal is not in excess of \$500,000.

N. TRANSFER OF FUNDS. Subject to the limitations of applicable law, the Executive Director may transfer funds among items of the budget into or out of any account. Material transfers, as defined by thresholds established by Board resolution, shall be subject to Board review and ratification.

O. APPROVAL OF WORK ORDERS. The Executive Director may approve work orders directing governmental entities, their subdivisions, or utilities, as described in N.J.S.A. 27:23-6, to relocate cables, pipes, or other utility infrastructure when needed to accommodate Authority transportation projects defined in N.J.S.A. 27:23-4. This authority includes utility relocation orders permitted under the Act, provided the total cost of the work does not exceed \$500,000.

P. EXECUTION OF LICENSES AND PERMISSIONS. The Executive Director may approve and execute licenses to cross and other permissions specified in the Authority's regulations or delegate such execution authority to the head of the applicable Authority Department.

Q. EXECUTION OF ACCESS AND OCCUPANCY AGREEMENTS. The Executive Director may execute any agreement or permit needed for the Authority or its agents, contractors, or consultants to access or occupy real property outside the Authority's right-of-way when required for a transportation project under the Act, provided that the cost or fee associated with the agreement or permit does not exceed \$50,000.

R. EXECUTION AND ENFORCEMENT OF POST-PAID PLAN AGREEMENTS. The Executive Director may execute and enforce Post-Paid Plan Agreements.

S. EXECUTION OF ANCILLARY CONTRACT DOCUMENTS. The Executive Director may sign documents that are ancillary to contracts with contractors, consultants, and vendors, including confidentiality agreements, provided that any such document does not impose a fee on the Authority exceeding \$25,000, with the concurrence of the Law Department.

T. APPROVAL OF CHANGE ORDERS FOR CAPITAL AND MAINTENANCE PROJECTS. Upon the recommendation of the Chief Engineer, Chief Information Officer, or the Director of Operations, the Executive Director may approve change orders to Board-approved contracts for capital improvement or major maintenance projects particularly when needed to adjust quantities or address unforeseen conditions.

U. APPROVAL OF SCOPE OF WORK CHANGES. Upon the recommendation of the Chief Engineer, Chief Information Officer, or the Director of Operations, the Executive Director may approve scope-of-work changes to Board-approved capital improvement or major maintenance contracts, provided that the total of all such changes does not exceed the lesser of (a) \$500,000 or (b) five percent (5%) of the original contract amount.

V. INTERVENTION BEFORE LEGISLATIVE AND REGULATORY BODIES. The Executive Director may authorize intervention and participation on behalf of the Authority in proceedings before federal and state legislative bodies; and may request the Director of Law or counsel of their choosing, to intervene and participate before regulatory bodies or any other administrative tribunal of the United States or the State of New Jersey or their subdivisions.

W. HEARINGS. The Executive Director may authorize and hold hearings which may be required under the Act, as amended, or any other law, or which the Executive Director may otherwise deem appropriate.

X. EMERGENCY POWERS. If an emergency arises that may require Authority action that exceeds the authority granted to the Executive Director under this Article, and if the nature and timing of the emergency require, in the reasonable judgment of the Executive Director, that action be taken prior to the date on which Board consideration can occur and become final, then the Executive Director may proceed as follows: consult with the Chair or, if the Chair is not available, consult with the Vice Chair and obtain the consent of one of them to proceed to address the emergency without awaiting Board consideration. If neither the Chair nor the Vice Chair is available, then the Executive Director may proceed without consultation. The Executive Director will report to the Board at the next succeeding Board meeting regarding any action taken pursuant to this provision.

ARTICLE V

FINANCIAL MATTERS

A. BANK ACCOUNTS. The Chief Financial Officer is authorized to approve and execute agreements with banks and other financial institutions for accounts established pursuant to bond resolutions to hold Authority funds.

B. CHECK / WIRE SIGNATORIES. Subject to the provisions of this Article V, the following officers are authorized to sign checks and initiate wire transfers or other money movements on behalf of the Authority:

- i. Executive Director
- ii. Chief Operating Officer
- iii. Deputy Executive Director(s)
- iv. Chief Financial Officer (or their designee)
- v. Deputy Chief Financial Officer (or their designee)
- vi. Treasurer

The Chief Financial Officer, with the Executive Director's concurrence, may designate additional administrative titles or employees as authorized signatories as needed to support the Authority's operations, provided such designations shall be made in accordance with written internal controls and policies approved by the Board or the Audit

Committee. Transactions in the amount of \$250,000 or less shall require the signature of one (1) authorized signatory. Transactions exceeding \$250,000 shall require the signatures of two (2) authorized signatories, and no individual shall sign in more than one capacity for the same transaction. Facsimile signatures shall be recognized as valid and binding for all financial instruments and related transactions.

ARTICLE VI

MEETINGS; OPEN PUBLIC MEETINGS POLICY

A. REGULAR MEETINGS. Regular meetings of the Board shall be held at such times and places as may be determined by resolution of the Board in accordance with the provisions of the Open Public Meetings Act, P.L. 1975, c. 231, as amended, N.J.S.A. 10:4-1, et seq. (hereinafter referred to as the "Open Public Meetings Act"). In no event shall there be fewer than four (4) Board meetings held per calendar year.

B. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair or, in the Chair's absence, the Vice Chair, and shall be called at the written request of two (2) or more Commissioners. Written notice of each such special meeting shall be given to each Commissioner who does not waive such notice in writing at least 48 hours prior to the time specified for the meeting, and shall specify the time, place and purpose(s) of the meeting. At such meetings, any and all matters may be considered and acted upon by the Board.

C. EMERGENCY MEETINGS. Emergency meetings may be called by the Chair at any time in accordance with the Open Public Meetings Act and the Act.

D. OPEN PUBLIC MEETINGS ACT. All meetings of the Board, whether regular, special, or emergency, in person or by means of telephonic or alternative communications equipment, shall be scheduled and conducted in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6, et seq.

E. OPEN PUBLIC RECORDS ACT. The Authority shall conduct its business and activities in the public interest and shall comply with the New Jersey Open Public Records Act, N.J.S.A. 47:1A-1, et seq.

F. PUBLIC NOTICE OF MEETINGS OF THE AUTHORITY. Public notice of the annual and all regular and special meetings shall be given in accordance with the provisions of the Open Public Meetings Act. Except as provided by Article VI(G) (Executive Sessions) hereof, all meetings of the Authority shall be open to the public, and at the commencement of every meeting the Chair, or such other person as shall be presiding, shall announce in public, and shall cause to be entered in the minutes of the meeting, an accurate statement of the matters required by the Open Public Meetings Act, N.J.S.A. 10:4-10.

G. EXECUTIVE SESSIONS. At any regular or special meeting of the Board, the Authority may, in accordance with the Open Public Meetings Act, close its session to

the public after first adopting a resolution in accordance with N.J.S.A. 10:4-13. The resolution to meet in Executive Session shall state the general matters or subjects to be discussed in Executive Session and state as precisely as possible the time or circumstances under which the discussions conducted in Executive Session can be disclosed to the public. Minutes of Executive Sessions shall be taken and shall be disclosed to the public when deemed appropriate by a majority of the Board members.

H. ORDER OF BUSINESS. Except when otherwise directed by the Chair, the order of business at any meeting of the Authority shall be:

- i. Call to Order
- ii. Pledge of Allegiance
- iii. Statement of Compliance with Open Public Meetings Act
- iv. Roll Call
- v. Approval of Minutes
- vi. Recusals
- vii. Public Comment
- viii. Report of Executive Director
- ix. Agenda Approval Process
- x. Executive Session
- xi. Time and Place of Next Meeting
- xii. Adjournment

Public comments by any person during any public portion of a meeting of the Authority shall not exceed three (3) minutes unless extended by the Chair or a majority of the Board.

I. QUORUM. Pursuant to N.J.S.A. 27:23-3, the required quorum for a Board meeting shall be five (5) Commissioners. If a quorum shall not be present at any meeting of the Board, a majority of the Commissioners present shall adjourn the meeting to another time and place.

J. AGENDA. An Agenda shall be prepared for each meeting of the Board by the Executive Director with the assistance of the Secretary and Authority staff. The Chair shall approve the Agenda. The approved Agenda and other relevant material shall be delivered to each Commissioner no later than two (2) days prior to each regular meeting, provided that materials relating to emergent matters, as determined by the Chair, may be delivered fewer than two (2) days prior to a meeting. During any regular or special meeting of the Board, any Commissioner may move to add a new resolution to the Agenda in accordance with the Motions Procedure set forth in Article VI(M) (Motions Procedure).

K. PARTICIPATION BY COMMUNICATION TECHNOLOGY. Commissioners may participate in meetings of the Board, or any of its committees, through teleconference, videoconference, or any other real-time, interactive communication technology that allows all participants to hear and speak with one another

simultaneously. Participation by such means shall constitute presence in person for all purposes, including quorum and voting, and entitles the Commissioner to exercise all rights and privileges of in-person attendance. The Authority shall also ensure that members of the public are able to participate through telephonic or other comparable real-time communication and internet technology.

L. RESOLUTIONS. All resolutions shall be in written form as an item of the Agenda (an "Agenda Item") to be voted upon. All Agenda Items to be voted on shall be numbered. At the discretion of the Chair, the Board may vote on multiple Agenda Items by one (1) motion.

M. MOTIONS PROCEDURE. Upon a motion being proposed and seconded, the Chair shall state the question and, after discussion, shall call the question. Discussion of any issue is subject to regulation by the Chair to ensure adequate consideration of relevant points of view in the best interests of the Authority. The vote of the Commissioners shall be to adopt or reject the motion; alternatively, before the question is presented for a vote, a motion may be made to postpone consideration of the motion under discussion, which must be seconded and is debatable.

N. ROLE OF THE CHAIR. The Chair shall be responsible for the timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the Board. If a ruling of the Chair is corrected by the Board, the Chair shall amend its ruling to reflect the will of the Board.

O. VOTES. At every meeting of the Authority, each member of the Board shall be entitled to one (1) vote. The affirmative vote of five (5) Commissioners shall be necessary for any action taken by the Authority pursuant to the Act, N.J.S.A. 27:23-3. Voting may be, at the discretion of the Chair, by voice vote or by roll call and the "yeas" and "nays" will be entered upon the Agenda Items and in the minutes of Board meetings. After due discussion, the vote shall be recorded upon all Agenda Items presented for vote at any meeting of the Board. If five (5) votes are cast in favor of an Agenda Item, it shall constitute an approved resolution of the Board. If fewer than five (5) votes are cast in favor of an Agenda Item, the resolution shall be deemed lost.

P. MINUTES. Minutes of all meetings, including Executive Sessions as provided in Article VI(G) (Executive Sessions) hereof, shall be kept showing the time and place, the members present, the subjects considered, the actions taken, the vote of each member, and any information required to be shown in the minutes by law, and shall be promptly made available to the public, to the extent that making such matters public shall not be inconsistent with Article VI(G) hereof in the case of Executive Sessions.

Q. SUBMISSION OF MINUTES TO THE GOVERNOR. A true copy of the minutes of every meeting of the Authority shall be delivered by and under the certification of the Secretary thereof to the Governor. Pursuant to N.J.S.A. 27:23-3(f), no action taken at any meeting of the Authority shall have force or effect until ten (10) days, Saturdays, Sundays, and public holidays excepted, after the copy of the minutes shall have been so

delivered, unless during such ten-day period the Governor shall approve the same in which case the action shall become effective upon such approval. If, in that ten-day period, the Governor returns a copy of the minutes with veto of any action taken by the Authority or any member thereof at the meeting, such action shall be null and of no effect. If the Governor shall not return the minutes within the said ten-day period, any action therein recited shall have full force and effect according to the words thereof.

ARTICLE VII

COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE. There is established an Audit Committee in compliance with Executive Order No. 122 (McGreevey) dated July 23, 2004 ("EO 122"). The Audit Committee shall consist of at least three (3) members, two (2) of whom shall be Commissioners, none of whom shall be staff, all of whom shall be independent, as described in EO 122. The Audit Committee shall include at least one (1) member who, in the determination of the Chair and Executive Director, possesses accounting or related financial expertise.

The purpose of the Audit Committee is to assist the Board in its oversight of: (1) the financial reporting process; (2) the independent audit process; (3) the independent auditor's qualifications and independence; (4) the performance of the Authority's independent auditors; and (5) the process for monitoring compliance with the Authority's operating policies with an emphasis on compliance with the New Jersey Conflicts of Interest Law, N.J.S.A. 52:13D-12, et seq. In carrying out its duties, the Audit Committee shall proactively assist the Board in overseeing: (1) the integrity and quality of the Authority's financial statements; (2) the Authority's compliance with legal, regulatory and ethical requirements; (3) the auditor's performance and ability to perform; and (4) the performance of the Authority's own internal audit and internal control functions. The Internal Auditor and Chief Financial Officer shall be available to advise the Audit Committee.

At every meeting of the Audit Committee at which action may be taken, a majority of the sitting members shall constitute a quorum. All action may be taken and motions and resolutions adopted by the affirmative vote of a majority of the members present.

B. OTHER COMMITTEES. The Board may establish other Committees as the Board may deem necessary from time to time to provide for the effective and efficient governance of the Authority, and to make recommendations to, and act on behalf of, the Board. The Chair of the Authority shall appoint the chairs of these committees.

ARTICLE VIII

DEFENSE AND INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND EMPLOYEES

A. DEFINITIONS. As used in this Article VIII, the term "indemnified party" shall

mean an individual who is a Commissioner, officer, or employee of the Authority. The terms "Commissioner," "officer," and "employee" shall include a former Commissioner, officer, and employee, and the estate or a judicially appointed personal representative of such present or former Commissioner, officer, or employee.

B. OBLIGATION TO PROVIDE DEFENSE. Upon compliance by an indemnified party with the provisions of paragraph H of this Article VIII, the Authority shall provide for the defense of the indemnified party in any civil action or proceeding in any state or federal court or administrative tribunal (collectively, "proceeding") arising out of any alleged act or omission that occurred or is alleged to have occurred while the individual was acting within the scope of Authority employment or duties; or which is brought pursuant to Section 1983 of Title 42 of the United States Code and the act or omission underlying the action occurred or is alleged to have occurred while the individual was acting within the scope of Authority employment or duties. The Authority shall not provide for a defense where such proceeding is brought by or on behalf of the Authority or to recover Authority funds.

C. PROCEDURAL SAFEGUARDS AND OUTSIDE COUNSEL. Where an individual seeking indemnification delivers process to the Director of Law as required by paragraph H of this Article VIII, the Director of Law shall take the necessary steps on behalf of the individual in order to avoid entry of a default pending resolution of any question pertaining to the determination whether to provide for a defense. The Director of Law shall, in accordance with policies adopted by the Authority, assign outside counsel where the Director of Law determines, based upon an investigation and review of the facts and circumstances of the case, that representation by the Law Department would be inappropriate.

D. INDEMNIFICATION FOR JUDGMENTS AND SETTLEMENTS. The Authority shall indemnify and save harmless an indemnified party in the amount of any judgment obtained against such indemnified party in any proceeding, or in the amount of any settlement of a claim, or shall pay such judgment or settlement; provided, however, that the act or omission from which such judgment or settlement arose occurred while the indemnified party was acting within the scope of Authority employment or duties; and provided, further, that the Authority shall not indemnify and save harmless or pay under this Article VIII where the injury or damage resulted from actual fraud, actual malice, willful misconduct or intentional wrongdoing on the part of the party seeking indemnification, or where the Authority has brought the action.

E. REVIEW OF SETTLEMENTS OR JUDGMENTS. Any proposed settlement or final judgment that may be subject to indemnification or payment by the Authority in accordance with these By-Laws, if not inconsistent with the provisions of this Article VIII, shall, as applicable, be authorized for payment in accordance with the provisions of these By-Laws; provided, however, that the Director of Law has determined that such proposed settlement or final judgment is in the best interests of the Authority. Nothing in this Article VIII shall be construed to authorize the Authority to indemnify and save harmless or pay an indemnified party with respect to a settlement not so reviewed and approved by the Director of Law.

F. FINES AND PENALTIES. Nothing in this Article VIII shall require the Authority to indemnify or save harmless an indemnified party with respect to fines or penalties; provided, however, that the Authority shall indemnify and save harmless an indemnified party in the amount of any costs, attorneys' fees, damages, fines, or penalties that may be imposed by reason of an adjudication that an indemnified party, acting within the scope of Authority employment or duties, has, without willfulness or intent, violated a prior order, judgment, consent decree, or stipulation of settlement entered in any proceeding.

G. DISCRETIONARY DEFENSES. The Authority may, consistent with applicable law, provide for a defense when punitive damages are sought or criminal charges are asserted, in connection with any alleged act or omission that occurred or is alleged in the complaint to have occurred while the individual was acting within the scope of Authority employment or duties, based upon an investigation and review of the facts and circumstances and a determination by the Director of Law that provision of such defense would be in the best interests of the Authority; provided, however, that the Authority shall provide reimbursement of defense costs incurred by or on behalf of an indemnified party in defense of a criminal proceeding arising out of such an act or omission upon acquittal or dismissal of the criminal charges. Furthermore, the Authority may, consistent with applicable law, indemnify or save harmless an indemnified party with respect to fines or penalties, based upon an investigation and review of the facts and circumstances of the case and a determination by the Director of Law that to indemnify and save harmless such indemnified party would be in the best interests of the Authority.

H. CONDITIONS PRECEDENT TO DEFENSE AND INDEMNIFICATION. The benefits of this Article VIII shall be conditioned upon: (i) delivery to the Director of Law the original or a copy of any summons, complaint, process, notice, demand or pleading ("process") within five (5) business days after receipt or service of such document, such delivery being deemed a request by the party seeking indemnification that the Authority provide for defense pursuant to this Article VIII; (ii) the full cooperation of the indemnified party in the defense of such action or proceeding and in defense of any action or proceeding against the Authority based upon the same act or omission, and in the prosecution of any appeal; and (iii) the agreement of the indemnified party that the Authority shall be entitled to withdraw such defense and demand reimbursement from such party for costs incurred in connection with such defense in the event that, upon further discovery, indemnification is not required or otherwise warranted under this Article VIII.

I. LIMITATIONS OF BENEFITS. The benefits of this Article VIII shall inure only to an indemnified party as defined herein and shall not enlarge or diminish the rights of any other party. This Article VIII shall not in any way affect the obligation of any claimant to give any notice otherwise required by any provision of law. The provisions of this Article VIII shall not be construed to impair, alter, limit, or modify the rights and obligations of any insurer under any policy of insurance.

J. RESERVATION OF IMMUNITIES. Except as otherwise specifically provided herein, the provisions of this Article VIII shall not be construed in any way to impair, alter, limit, modify, abrogate, or restrict any immunity available to or conferred upon any unit, entity, Commissioner, officer, or employee of the Authority, or any right to defense and/or indemnification provided for any governmental officer or employee by, in accordance with, or by reason of, any other provision of state or federal statutory or common law.

ARTICLE IX

BUDGET

Whenever reference in these By-Laws is made to a budget it shall mean a budget approved or adopted by the Board. The Board shall adopt a final budget annually.

ARTICLE X

RESERVATION OF POWERS

The powers not delegated by these By-Laws are reserved to the Board. The powers vested by or pursuant to these By-Laws in the Executive Director or other staff shall not be construed or deemed to limit the authority of the Board to act. If such authority is exercised by the Board, it shall not be construed or deemed to affect the power of the Executive Director or other staff in similar cases thereafter. Notwithstanding any provision of these By-Laws, no authority granted herein shall be construed to permit the delegation of powers that are required by statute to be exercised by the Board.

ARTICLE XI

AMENDMENT OR SUSPENSION OF BY-LAWS

A. AMENDMENTS TO BY-LAWS. These By-Laws may be altered, amended or repealed by resolution duly adopted at any regular, special, or emergency meeting of the Board of Commissioners.

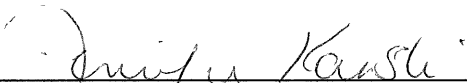
B. SUSPENSION OF BY-LAWS. Any and all provisions of these By-Laws may be suspended by unanimous consent of the Board members present at any duly constituted meeting of the Authority.

C. PERIODIC REVIEW. These By-Laws shall be reviewed and updated at least once every five (5) years. The Department of Law shall lead this process, prepare proposed revisions, and submit recommended amendments to the Executive Director and the Board for approval.

New Jersey Turnpike Authority Certificate as to By-Laws

I, Jennifer Kanski, Secretary to the New Jersey Turnpike Authority ("Authority"), hereby certify that the foregoing is a true copy of the By-Laws of the Authority, as amended as of July 16, 2026, and approved by the Board of Commissioners of the Authority on said date.

In Witness Whereof, I have hereunto set my hand this 31st day of July 2026.



Jennifer Kanski
Secretary to the Authority