

NEW JERSEY DEPARTMENT OF TRANSPORTATION
REGULATIONS COVERING THE CORPORATE REORGANIZATION
OF CONTRACTORS
ISSUED IN ACCORDANCE WITH TITLE
N.J.S.A. 27:1A-5, 27:1a-6, 27:2-1, 14A:1-1 AND
CITED AS N.J.A.C. 16:44-12.1 AND 16:44-12.2

CORPORATE REORGANIZATION OF CONTRACTORS

The purpose of this regulation is to provide the Commissioner of Transportation with the means of assuring that the public is adequately protected in any situation where a contractor, which is a corporation, doing business with the Department, wishes to reorganize its corporate structure in any fashion, including a change of its corporate name.

The procedure in this regulation must be complied with in all situations where a contractor is prequalified with the Department and wishes to continue bidding on Department projects or where a contractor has an ongoing contract in existence with the Department.

Corporate Reorganization" means any change in the structure or organization of a corporation where in one or more of the following events occur:

1. A change in ownership of more than 10 percent of the stock of the corporation;
2. A transfer of the assets, in whole or in part, from the existing corporation to another or new corporation;
3. A reorganization of the corporate structure that substantially changes the operation or function of the corporation;
4. Any modification of the corporate name;
5. Any other change, modification, dissolution, transfer of, deletion from or addition to the corporate entity which may effect the operation of the corporation as a contractor.

Whenever a contractor wishes to undertake a corporate reorganization as described in N.J.A.C. 16:44-12.1 AND 16:44-12.2 he must accomplish the following:

1. The contractor must advise the Commissioner of Transportation in writing of the proposed corporate reorganization (including a change of name) and provide a copy of the minutes or resolution authorizing the change. Such notice shall be made prior to the actual change when the contractor has an existing or ongoing contract in effect with the Department, and in such event no change shall be accomplished without the express written approval of the Commissioner.
2. The contractor (corporation) must properly register the new status (including any change in the corporate name) with the New Jersey Secretary of State in a manner consistent with the applicable laws.

3. In the case of a contractor with an ongoing contract with the Department, the corporation shall provide a binding certification from the surety company who issued the performance bond for the contract that said surety concurs in the corporate reorganization and will honor its obligations under the bond after the reorganization takes place.

4. The contractor shall be required to provide proof in writing that said reorganization shall not affect in any manner: Its obligation under any existing contracts; its pre-qualification rating and classification.

5. If the reorganization takes the form of a transfer of assets in a new or different corporation, the new corporation shall be required to do the following:

i. Present a new Vendor Identification Number (Federal Identification Number);

ii. Satisfy the pre-qualification requirements as specified under N.J.A.C. 16:44-3.2 including the filing of a new pre-qualification questionnaire:

iii. In the case of a foreign corporation, provide the name and address of its agent in New Jersey authorized to accept service pursuant to N.J.S.A. 14A:15-1 et seq.

After all requirements have been met, the Commissioner will ascertain whether the proposed corporate reorganization affect the assets, equipment or qualifications for bidding. If so the Commissioner may reclassify the contractor in accordance with the changes that have taken place.

The above regulation was formally adopted by the Commissioner of Transportation on September 30, 1981, became effective on November 2, 1981 and was recodified and amended by R.2010 d.122, effective June 21, 2010.

NOTICE OF PARTNERSHIP/CORPORATE REORGANIZATION

Partnership/Corporate Name (Currently on File with N.J.D.O.T.)

Street Address

Federal Identification No.

Registered Agent in New Jersey

Date Incorporated
(If Applicable)

State

Telephone Number

New Corporate Name (If Applicable)

Street Address

Federal Identification No.

Registered Agent in New Jersey

Date Incorporated

State

Telephone Number

1. Check the applicable box for the corporate reorganization.
 - Change in ownership of more than 10% of the stock of the Corporation.
 - Transfer of assets, in whole or in part, from the existing corporation to a new or existing corporation.
 - Transfer of assets, in whole or in part, from existing partnership to a new corporation.
 - Reorganization of the corporate structure that substantially change the operations or function of the corporation.
 - Modification of corporate name.
 - Any other change, modification, dissolution, transfer of, deletion from or addition to the corporate entity which may effect the operation of the corporation as a Consultant to this department.

2. Provide a brief description and explanation of the proposed reorganization. (Attach a copy of the corporate minutes or resolution authorizing the change.)

3. Have you registered the new status (including change in corporate name) with the New Jersey Secretary of State? _____ Date Filed
(Attach a copy of proof of filing)
4. Corporate reorganization involving change(s) in ownership and/or corporate officers and key personnel, list the names and addresses of stockholders, officers, and key personnel below.

Stockholder	Address - Home

Officer, or key personnel	Position	Address - Home

NOTE: Provide resumes of officers and key personnel not identified in current applications on file with the Department.

5. List all ongoing agreements you have with this Department.

Agreement Description (Include Agreement No.)	Agreement Amount	Percentage Completed
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

6. Does the corporate reorganization affect, in any manner, your obligations under the existing agreements? If so, why?

The undersigned hereby certifies that the information provided with this notice is true, accurate and is in full compliance with the New Jersey Administrative Code.

SUBSCRIBED AND SWORN TO BEFORE ME, This _____
Day of _____, 20

_____	_____
Notary Public	Name of Organization
Signature	_____
Print Name	_____
Title	_____

Affix
Corporate Seal
Here