

RESOLUTION JB-2013-3

**RESOLUTION OF JOINT BOARD
AUTHORIZING THE INDIANA FINANCE AUTHORITY
TO PROCURE CUSTODIAN SERVICES AND RELATED MATTERS**

WHEREAS, the State of Indiana and the Commonwealth of Kentucky have jointly undertaken a project to improve cross river mobility over the Ohio River between Louisville and Southern Indiana, authorized by the Federal Highway Administration in its revised Record of Decision dated June 12, 2012 (the "Project"); and

WHEREAS, the Indiana Finance Authority ("IFA") and the Indiana Department of Transportation ("INDOT") have been authorized to participate in the Project on behalf the State of Indiana, and the Kentucky Public Transportation Infrastructure Authority ("KPTIA") and the Kentucky Transportation Cabinet ("KYTC") have been authorized to participate in the Project on behalf of the Commonwealth of Kentucky; and

WHEREAS, IFA, INDOT, KPTIA and KYTC (collectively the "States' Parties" and each individually a "State's Party") have (together with the Louisville and Southern Indiana Bridges Authority) entered into a Bi-State Development Agreement effective December 27, 2012 (the "Development Agreement") as well as an Interlocal Cooperation Agreement for the Design, Procurement, Construction, Financing, Tolling, Operation and Maintenance for the Louisville-Southern Indiana Ohio River Bridges Project effective as of December 17, 2012 (the "Interlocal Agreement"); and

WHEREAS, the Interlocal Agreement and the Development Agreement call for the selection of a "Custodian" for the Project, and for the execution and delivery of a "Custody Agreement"; and

WHEREAS, this Joint Board, in accordance with the requirements of its bylaws, wishes to authorize IFA to exercise necessary and appropriate powers delegated and shared under the Interlocal Agreement in order to procure the services of a Custodian as that term is used in the Development Agreement for and on behalf of the Joint Board and the States' Parties; and

WHEREAS, this Joint Board wishes to request the Bi-State Management Team and its Steering Committee to support (or to cause support to be provided to) IFA in the procurement efforts authorized hereby.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. This Joint Board hereby authorizes IFA to undertake one or more procurements for the services of a Custodian pursuant to its powers shared under Section 7.01 of the Interlocal Agreement.

2. The powers contained in the Statute are within the scope of the Interlocal Agreement and are specifically referenced in Section 7.01.06 thereof.

3. IFA is authorized to undertake the procurement or procurements referenced above on behalf of the Joint Board prior to December 31, 2013, and in accordance with the directions, specifications or requirements of the Development Agreement.

4. IFA is authorized to utilize an RFP process following the requirements of federal and Indiana laws and the policies and procedures of IFA as in effect and as specified by the IFA.

5. IFA shall report to the Joint Board on its evaluation of bidders and the ranking of top proposers (or, shall report to the Joint Board that no acceptable proposals have been received and all proposals have rejected). The report to the Joint Board shall include a description of the evaluation process and relevant scores and shall recommend a preferred offeror. IFA shall also recommend a proposed form of Custody Agreement, in substantially final form, for approval by the Joint Board.

6. The Joint Board may approve the recommendations of IFA with respect to a Custodian, and authorize execution and delivery of a Custody Agreement and related documents, certificates and agreements by IFA on behalf of the Joint Board and the States' Parties.

7. IFA is directed to include representation of INDOT, KYTC and KPTIA in the review and selection process for a Custodian. IFA is authorized to solicit assistance from the Steering Committee, the Bi State Management Team, and the States' Parties in pursuit of this procurement process. The Custody Agreement shall specify the payment or performance obligations of any member entities of the Joint Board for custodian services under said Agreement.


8. IFA is authorized to take any other steps necessary to complete the procurement and hiring of Custodian.

Approved this 12th day of April, 2013.

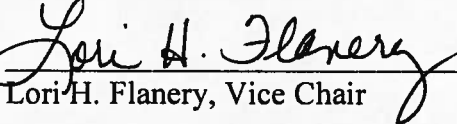
INDIANA FINANCE AUTHORITY

By: 
Kendra W. York, Public Finance Director
of the State of Indiana

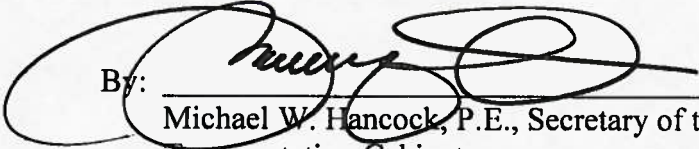
INDIANA DEPARTMENT OF
TRANSPORTATION

By: 
Michael B. Cline, Commissioner

KENTUCKY PUBLIC TRANSPORTATION
INFRASTRUCTURE AUTHORITY

By: 
Lori H. Flanery, Vice Chair

KENTUCKY TRANSPORTATION CABINET

By: 
Michael W. Hancock, P.E., Secretary of the
Transportation Cabinet