

RESOLUTION JB-2014-5

**RESOLUTION OF JOINT BOARD REGARDING
SELECTION OF PREFERRED PROPOSER UNDER
TOLL SYSTEM PROVIDER PROCUREMENT
AND AUTHORIZING CERTAIN OTHER ACTIONS**

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 of 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 17, 2012 (as supplemented and amended, 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 established this Joint Board, representing the States' Parties and constituted as provided in the Interlocal Agreement and the Development Agreement; and

WHEREAS, by Resolution JB 2013-4 and Resolution JB 2014-1, this Joint Board has authorized IFA to initiate and undertake a procurement process for roadside/back office toll integrator services (collectively, "TSP services"), subject to final approval of such procurement and the final Contract as defined below by this Joint Board; and

WHEREAS, the IFA and the Non-Contracting Parties, as defined in the Bylaws, under authority of Resolution JB 2013-4 and IC 8-15.5 have developed and published a Request for Qualifications ("RFQ") for TSP services (incorporating roadside/back office toll integrator and initial toll operator services); and

WHEREAS, IFA and the Non-Contracting Parties solicited proposed offerors for TSP services pursuant to the RFQ process and selected six qualified offerors to respond to a Request for Proposals ("RFP") in Spring 2014; and

WHEREAS, IFA has provided information to the Joint Board on the procurement process it has undertaken and, specifically, the evaluation process undertaken by the proposal evaluation committees and subcommittees (collectively, "Evaluation Committees") in accordance with the RFP; and

WHEREAS, an RFP was sent to the six qualified offerors and proposals were received from four proposers on July 28, 2014; and

WHEREAS, IFA, as Contracting Party, has worked cooperatively with representatives of the Non-Contracting Parties to design and carry out a procurement process for a TSP, as so authorized, including the designation of the Evaluation Committees comprised of representatives of the States' Parties; and

WHEREAS, the Evaluation Committees for this procurement have diligently reviewed the proposals and have determined a recommended Preferred Proposer in accordance with the results of the procurement process, descriptions of which have been provided by IFA to this Joint Board; and

WHEREAS, the Evaluation Committees completed the scoring of the proposals and provided the results of the scoring to the Public Finance Director of the State of Indiana ("the Public Finance Director") who based on such results, determined the total proposal score for each proposal and has recommended to both IFA and the Joint Board the approval of the proposer with the highest total proposal score, Kapsch Traffic Com IVHS, Inc. ("Kapsch"), as the proposed Preferred Proposer for TSP services; and

WHEREAS, a proposed Toll Services Agreement, consistent with the terms of the procurement and the response of the proposed Preferred Proposer has been prepared and made available to this Joint Board (the "Contract"); and

WHEREAS, IFA, for itself and on behalf of the Non-Contracting Parties and subject to final approval by IFA and the fulfillment of other requirements of IC 8-15.5, has recommended that the Joint Board (i) approve the selection of Kapsch as the Preferred Proposer for TSP services and as TSP and (ii) authorize the execution by the IFA on behalf of the Joint Board of said Contract with Kapsch by IFA in the form approved by IFA.

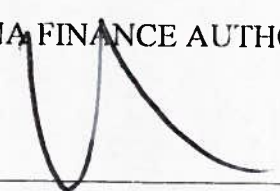
NOW, THEREFORE, BE IT RESOLVED BY THIS JOINT BOARD as follows:

1. The Joint Board hereby approves the designation of Kapsch as Preferred Proposer and further approves such designation, and subject to the final approval of IFA and the fulfillment of other requirements of IC 8-15.5, the selection of Kapsch as TSP.
2. This Joint Board hereby approves the Contract for TSP services referred to above between IFA and Kapsch, in substantially the form presented to the Joint Board. IFA is authorized to execute and deliver the Contract on behalf of the Joint Board, with such changes as shall be approved by IFA, its authorized officers, and the Non-Contracting Parties, subject to the fulfillment of the requirements of IC 8-15.5.
3. No further approval of the Joint Board shall be required before issuance, execution and delivery of the Contract by IFA.
4. IFA is authorized by the Joint Board to undertake all remaining procedures and to obtain all necessary approvals under IC 8-15.5 to execute the Contract on behalf of the Joint Board.

5. The Contract shall be administered pursuant to the terms of Article VI of the Bylaws of the Joint Board and Resolution JB-2014-1. The approval of the Non-Contracting Parties required by Resolution JB-2014-1, paragraph 3.j. is provided by the Joint Board members' unanimous passing of this Resolution JB-2014-5.

Approved this 15th day of September, 2014.

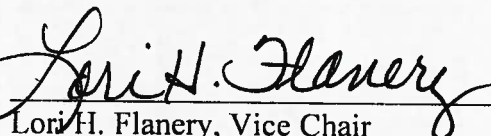
INDIANA FINANCE AUTHORITY

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

INDIANA DEPARTMENT OF
TRANSPORTATION

By: 
James P. Stark, Designee of 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