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PUBLIC MEETING OF THE JOINT BOARD
FOR THE LOUISVILLE-SOUTHERN INDIANA
OHIO RIVER BRIDGE PROJECT

NOVEMBER 30, 2016

2:30 p.m.

Reported by:

DIANA HALL LOEB, FPR, CSR
Sworn Testimony Court Reporting

ATTENDING PANELISTS

Chairman Greg Thomas, Secretary of Kentucky
Transportation Cabinet

William Landrum, III, Designee of the Chair of the
Kentucky Public Transportation Infrastructure
Authority (KPTIA)

Tony McClellan, Designee of the Commissioner of
the Indiana Department of Transportation (INDOT)

Jim Stark, Designee of the Public Finance Director
of the State of Indiana (IFA)

Clint Murphy, Indiana Department of Transportation
(INDOT)

1 (Thereupon, the session commenced at 2:35 p.m.)

2 CHAIRMAN GREG THOMAS: I am going to call
3 to order the Joint Board for the
4 Louisville-Southern Indiana Ohio River Bridge
5 Project. My name is Greg Thomas, Secretary of
6 the Kentucky Department of Transportation.
7 Welcome to all. I will start with
8 introductions. Jim, do you want to start?

9 BOARD MEMBER STARK: My name is Jim Stark,
10 and I'm here as the designee for the Public
11 Finance Director for the State of Indiana.

12 BOARD MEMBER MCCLELELLAN: My name is Tony
13 McClelellan. I'm with the Indiana DOT and I am
14 the designee for Brandye Hendrickson.

15 BOARD MEMBER LANDRUM: William Landrum,
16 Secretary, Finance Administration Cabinet for
17 the State of Kentucky.

18 CHAIRMAN GREG THOMAS: Thank you. Thank
19 you. Well, much progress has been made on the
20 Ohio River bridges project. I guess my only
21 comment is that I would like to recognize and
22 extend my appreciation for the true spirit of
23 partnership, teamwork and coordination between
24 the two states. And I think it really went
25 well from my prospective.

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BOARD MEMBER MCCLELELLAN: Agreed.

CHAIRMAN GREG THOMAS: Okay. Moving right along, we are going to approve the minutes of the previous meeting. Are there any questions or discussions regarding the minutes?

BOARD MEMBER STARK: Mr. Chairman, I would like to move that we approve the minutes.

CHAIRMAN GREG THOMAS: Motion to approve.

BOARD MEMBER LANDRUM: And I'll second.

CHAIRMAN GREG THOMAS: All in favor?

BOARD MEMBER LANDRUM: Aye.

BOARD MEMBER MCCLELELLAN: Aye.

BOARD MEMBER STARK: Aye.

CHAIRMAN GREG THOMAS: Minutes approved.

Now, I would like to introduce Clint Murphy, who is the Director of Toll Operations with the Indiana Department of Transportation. Next on the agenda is the consideration of Resolution JB 2016-6.

CLINT MURPHY: Thank you, Mr. Chair, members of the Joint Board. I present to you this Resolution JB 2016-6. This Resolution is primarily administrative in nature and authorizes revisions to the Toll System Provider contract between the Indiana Finance

1 Authority and Kapsch, which was executed on
2 May 12th, 2015.

3 The first such change, included as
4 Attachment A to this Resolution, is the
5 addition of expenses associated with the source
6 code escrow agreement to be added to Exhibit H
7 of the contract, to allow this expenses to be
8 treated as a Pass-Through cost item. This
9 expense was not initially contemplated under
10 TSP contract, but was later determined to be
11 necessary to protect the long term integrity of
12 the system.

13 The escrow agreement protects critical
14 system information such as software licenses,
15 source codes and proprietary system information
16 that would allow State Parties' to continue
17 their operation of the RiverLink system if for
18 any reason Kapsch was no longer available to
19 operate this for us.

20 In summary, this change order authorizes
21 the toll system to provider to treat -- to be
22 reimbursed for the actual amounts invoiced by
23 the Source Code Escrow Service provider under
24 the Source Code Escrow Agreement. The second
25 change order considered in this Resolution,

1 which was Attachment B to your Resolution,
2 authorizes the Toll System Provider to provide
3 and install a 75 KPA step-down electrical
4 transformer and concrete pad. A step-down
5 electrical transformer is needed to supply
6 power to the East End crossing toll system
7 equipment pad. This expense was not
8 contemplated on either of the WEE East-End
9 Development contract or the Kapsch TSP
10 contract. It was necessary to bring down the
11 power from what was commercially available in
12 the area, at this location, to the 1.208 power
13 needed for the toll collection equipment.

14 Lastly, this Resolution provides -- I'm
15 sorry, approves the revision to the TSP
16 contract to allow development work to be
17 delivered in smaller testable work packages to
18 allow for system functionality to be provided
19 when needed to meet required delivery schedule.
20 These revisions will not effect the overall
21 scope or cost of work under this contract.

22 It is the staff's recommendation that
23 Resolution JB 2016-6 be adopted to authorize
24 these changes to the contract as described.

25 CHAIRMAN GREG THOMAS: Okay. Any

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questions regarding JB 2016-6? Any discussions?

BOARD MEMBER LANDRUM: I make a motion to approve.

CHAIRMAN GREG THOMAS: Motion to approve.

BOARD MEMBER STARK: I second.

CHAIRMAN GREG THOMAS: A motion to second. All in favor?

BOARD MEMBER LANDRUM: Aye.

BOARD MEMBER MCCLELELLAN: Aye.

BOARD MEMBER STARK: Aye.

CHAIRMAN GREG THOMAS: Motion carried.

And now, Clint, you have next on the agenda is JB 2016-7.

CLINT MURPHY: Yes. Thank you, Mr. Chair. KPTIA joined the E-Z Pass group this year to provide access to the E-Z Pass network as authorized by Resolution JB 2016-1. Under this membership agreement, KPTIA has access to preferred pricing options for tolling equipment, such as E-Z Pass transponders, readers and specialty tags. This Resolution would authorize State Parties' Representatives to utilize these preferred pricing options to purchase equipment for the RiverLink system, if

1 financially beneficial, as compared to other
2 purchase options we have currently have.

3 It's important to note that the passing of
4 this Resolution will not prohibit State
5 Parties' from purchasing under the existing
6 INDOT purchase agreement with Kapsch previously
7 approved by this Board, but would only give us
8 another option for purchasing such equipment in
9 the future if determined to be beneficial.

10 It is the staff's recommendation that
11 Resolution JB 2016-7 be adopted as proposed.

12 CHAIRMAN GREG THOMAS: Any questions or
13 discussion?

14 BOARD MEMBER STARK: I would like to bring
15 up the point that during the initial purchasing
16 of the transponders that we looked at, there
17 were these specialty type transponders that the
18 JB wanted some of them almost new for us --
19 electronic, so, I mean, I think it's a really
20 good catch that the team made.

21 CHAIRMAN GREG THOMAS: Sure.

22 BOARD MEMBER STARK: In looking at these
23 types of transponders as well as what we have,
24 I think that this just shows the team did a lot
25 of good due diligence to bring this aboard.

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CHAIRMAN GREG THOMAS: It's a better deal
as I understand it.

BOARD MEMBER STARK: Yes.

CHAIRMAN GREG THOMAS: Any other questions
or discussion?

BOARD MEMBER STARK: With that, I would
like to make a motion to pass.

CHAIRMAN GREG THOMAS: Motion made.

BOARD MEMBER LANDRUM: Second.

CHAIRMAN GREG THOMAS: It's been seconded.
All in favor?

BOARD MEMBER MCCLELELLAN: Aye.

BOARD MEMBER STARK: Aye.

BOARD MEMBER LANDRUM: Aye.

CHAIRMAN GREG THOMAS: Motion carried.

Okay. Clint, while you're there, there is
JB 2016-8 for consideration.

CLINT MURPHY: Thank you, Mr. Chair. KRS
Chapter 13 (b) requires the establishment of an
administrative hearing process by which a
person may contest a toll fee or violation.
This requirement was also adopted by reference
in Indiana Administrative Code 135 IAC 4-9-3.

This Resolution authorizes KPTIA, on
behalf of this Board, to hire administrative

1 hearing officers pursuant to KRS Chapter 45 (a)
2 and enter into related contracts as needed
3 provide administrative hearings required.

4 These hearings will be conducted in both
5 the Indiana and Kentucky walk-up center,
6 investigating hearing rooms provided for each
7 of these locations.

8 Given the need for the hearing office to
9 be available in both states, it is desired that
10 these hearing officers will be license in both
11 Indiana and Kentucky and both states will be
12 equally represented in the hearing officer
13 selection process. The cost of such hearing
14 officers will be equally split between the two
15 states.

16 It is staff's recommendation that
17 Resolution JB 2016-8 by adopted as proposed.

18 CHAIRMAN GREG THOMAS: Any questions or
19 discussion?

20 BOARD MEMBER STARK: Other than to kind of
21 tag along about my first comment about
22 article -- or how well we work together, this
23 whole issue of having to have an hearing
24 officer to help with either establishing a
25 hearing and then working out something, or

1 working with our collections in the future, is
2 another sign that we have looked at both states
3 laws and worked this out so that it's a much
4 simpler solution and much better solution for
5 both states as we are going through this.

6 CHAIRMAN GREG THOMAS: Agreed.

7 Any other discussion?

8 BOARD MEMBER MCCLELELLAN: I make a motion
9 that we pass Resolution JB 2016-8.

10 CHAIRMAN GREG THOMAS: Motion made.

11 BOARD MEMBER STARK: Second.

12 CHAIRMAN GREG THOMAS: Motion has been
13 seconded.

14 All in favor?

15 BOARD MEMBER STARK: Aye.

16 BOARD MEMBER MCCLELELLAN: Aye.

17 BOARD MEMBER LANDRUM: Aye.

18 CHAIRMAN GREG THOMAS: Motion carries.

19 In terms of old business, do we have any
20 old business to address?

21 BOARD MEMBER STARK: The only old business
22 I'd like to address is to congratulate this
23 getting done sooner than what the plan was, and
24 congratulations to you Andy. You've done a
25 well-done job.

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ANDY BARBER: Well, I do appreciate it as
does the whole Downtown Crossing team.

CHAIRMAN GREG THOMAS: The entire project
went well.

Okay. With that, do we have a motion to
adjourn?

BOARD MEMBER STARK: I'll make a motion to
adjourn.

CHAIRMAN GREG THOMAS: We have a motion.

BOARD MEMBER LANDRUM: Second.

CHAIRMAN GREG THOMAS: Second.

All in favor.

BOARD MEMBER MCCLELELLAN: Aye.

BOARD MEMBER STARK: Aye.

BOARD MEMBER LANDRUM: Aye.

CHAIRMAN GREG THOMAS: We're adjourned.

Thank you.

(Thereupon, the session was concluded at
2:45 p.m.)

CERTIFICATE OF REPORTER

COMMONWEALTH OF KENTUCKY AT LARGE:

I do hereby certify that the witness in the foregoing transcript was taken on the date, and at the time and place set out on the Title page hereof by me after first being duly sworn to testify to the truth, the whole truth and nothing but the truth; and that the said matter was recorded stenographically and mechanically by me and then reduced to typewritten form under my direction and constitutes a true record of the transcript as taken, all to the best of my skill and ability.

I certify that I am not a relative or employee of either counsel, and that I am in no way interested financially, directly or indirectly, in this action.

DIANA HALL LOEB, COURT REPORTER
AND NOTARY PUBLIC
MY COMMISSION EXPIRES: 9/19/2018