

THE OHIO RIVER BRIDGES PROJECT  
KENTUCKY - INDIANA JOINT BOARD

**MEETING NO. 1**

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April 12, 2013  
10:00 A.M.

Kentucky Transportation Cabinet  
Department of Highways - District 5  
8310 Westport Road  
Louisville, Kentucky

**APPEARANCES**

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Michael W. Hancock  
SECRETARY  
KY TRANSPORTATION CABINET

Lori H. Flanery  
VICE-CHAIR  
KY PUBLIC TRANSPORTATION  
INFRASTRUCTURE AUTHORITY

Michael B. Cline  
COMMISSIONER  
INDIANA DEPT. OF TRANSPORTATION

Kendra W. York  
INDIANA FINANCE AUTHORITY

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**CAPITAL CITY COURT REPORTING**

TERRI H. PELOSI, COURT REPORTER  
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FRANKFORT, KENTUCKY 40601  
**(502) 223-1118**

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AGENDA

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APPROVING AND ADOPTING BYLAWS,  
DESIGNATING REGULAR MEETING SCHEDULE  
FOR 2013 AND APPOINTING STEERING  
COMMITTEE .....PAGE 10, LINE 20

SECRETARY HANCOCK: Very good. Any other questions? Are we good?  
I assume I need a motion from one of the Board members.  
COMMISSIONER CLINE: I so move that we adopt Resolution JB 2013:1.  
MS. FLANERY: I second.  
SECRETARY HANCOCK: Any other discussion on that particular Resolution JB 2013:1?  
Not being any, all members who agree that we should adopt this, please say aye. Thank you, Jeff. Madam Secretary, please note it passed.

MOTION TO ADOPT RESOLUTION JB 2013:2  
AUTHORIZING KENTUCKY TRANSPORTATION  
CABINET TO PROCURE TOLL SYSTEM  
INTEGRATOR ND OPERATOR SERVICES...PAGE 12, LINE 16

SECRETARY HANCOCK: So, again, I need a motion to adopt this particular resolution.  
COMMISSIONER CLINE: I so move.  
MS. YORK: Second.  
SECRETARY HANCOCK: Any further questions in that regard? Seeing none, all those in favor of adopting this resolution, please say aye. All opposed, nay. Not hearing any, Madam Secretary, it passes.

MOTION TO ADOPT RESOLUTION JB 2013:3  
AUTHORIZING INDIANA FINANCE AUTHORITY  
TO PROCURE CUSTODIAN SERVICES AND  
RELATED MATTERS .....PAGE 14, LINE 10

SECRETARY HANCOCK: Then, again, I need a motion to accept.  
MS. FLANERY: I'll make a motion.  
SECRETARY HANCOCK: Second?  
MS. YORK: Second.  
SECRETARY HANCOCK: Very good. So, a motion

has been made and seconded to adopt Resolution JB 2013:3. All those in favor, say aye. Any opposed? Not hearing any, the resolution has passed.

MOTION TO ADJOURN .....PAGE 19, LINE 19

SECRETARY HANCOCK: I'll entertain a motion to adjourn.

MS. YORK: So moved.



1 phase and moves toward completion.

2 So, we're excited to be part of  
3 it. We have a group of folks that I'm very happy to  
4 serve with on this Board.

5 Before we do our own individual  
6 introductions, I did want to point out that Ms. Terri  
7 Pelosi is with us today. She is our recording secretary  
8 for the meeting and we are taking copious notes about  
9 this meeting and Terri is responsible for that.

10 As we begin the process of moving  
11 into the agenda, I would now like for our members to  
12 introduce themselves and, Kendra, give you the  
13 opportunity if you'd like to say some additional words.

14 MS. YORK: Sure. Hello, everyone.  
15 I'm Kendra York. I'm the Public Finance Director of the  
16 State of Indiana and I'm just so thrilled and happy and  
17 excited to be here. So, welcome, everyone, and  
18 congratulations, I guess, to all of us for getting here.

19 COMMISSIONER CLINE: Good morning.  
20 My name is Michael Cline. I'm the Commissioner for the  
21 Indiana Department of Transportation, and like Kendra,  
22 we're very pleased to be at the meeting. I appreciate  
23 the hospitality of Secretary Hancock and the Kentucky  
24 Transportation Cabinet team and this great opportunity  
25 for all of us. So, thanks for hosting this today.



1 you're able to do that.

2 We do want to limit that  
3 presentation to us to no more than three minutes. So,  
4 if there's anyone in the audience today who would like  
5 to come and address us, you're certainly welcome to do  
6 so. Is there anyone who has any particular desire to do  
7 that?

8 Seeing no one, then, I say let's  
9 move on in to the next order of business which is  
10 Resolutions. Part of our business is to make sure that  
11 everything that we're doing is properly supported in the  
12 appropriate legal way, and there are a number of  
13 resolutions that will come about as our work unfolds.

14 One of the things in front of us  
15 today is Resolution JB 2013-1, and that's a resolution  
16 of the Joint Board approving and adopting bylaws,  
17 designating a regular meeting schedule for 2013 and  
18 appointing the Steering Committee.

19 So, I think Jeff Lewis is going to  
20 help us with that.

21 MR. JEFF LEWIS: Thank you, Mr  
22 Secretary. This resolution gets you started. The  
23 Interlocal Agreement which creates the Joint Board  
24 specifies that bylaws will be adopted as rules of  
25 governance. It gives them certain characteristics.

1                   The bylaws are attached as Exhibit  
2 A to this resolution. I'd be happy to discuss them.  
3 We've hashed them through a number of times; but if  
4 anybody has questions or comments, I'd be happy to  
5 discuss those.

6                   This resolution does three things.  
7 It adopts the bylaws as your official rules of  
8 governance. It sets a schedule of meetings in  
9 accordance with the bylaws which suggests that the  
10 meetings alternate between Indiana and Kentucky as much  
11 as you can do so. And it also specifies that the host  
12 of the meeting, as you've noted earlier, Mr. Secretary,  
13 is the one who manages the meeting.

14                   So, we don't have officers of this  
15 entity but four peer organizations working cooperatively  
16 together. The resolution also formalizes what has been  
17 an existing working relationship between particularly  
18 the two Transportation Departments in the form of a  
19 Steering Committee. It names three representatives,  
20 each of those entities to be the Steering Committee for  
21 this organization.

22                   Since you don't have staff or  
23 employees as a Joint Board, you will be working with the  
24 staff and advisors to each of the member entities. The  
25 bylaws set up mechanisms for you to call on those

1 entities to provide those as they are given tasks.

2 I'd be happy to answer any  
3 questions you have.

4 SECRETARY HANCOCK: One thing in  
5 the way of clarification, how the public, if anyone  
6 wanted to see this. I assume this will be posted on our  
7 website.

8 MR. LEWIS: It will be posted,  
9 yes.

10 SECRETARY HANCOCK: On the  
11 Bridges' website, and hopefully there will be a link to  
12 the Joint Board activities.

13 MR. LEWIS: I would note also that  
14 we will need to fill in the blanks on Exhibit B, which I  
15 don't know that we'll get through twelve months' worth  
16 of meetings here, but perhaps you want to do it at the  
17 end of the meeting. I notice that's on the agenda at  
18 that point, but that's the only hole in this which we'll  
19 fill in later.

20 SECRETARY HANCOCK: Very good.  
21 Any other questions? Are we good?

22 I assume I need a motion from one  
23 of the Board members.

24 COMMISSIONER CLINE: I so move  
25 that we adopt Resolution JB 2013:1.

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MS. FLANERY: I second.

SECRETARY HANCOCK: Any other discussion on that particular Resolution JB 2013:1? Not being any, all members who agree that we should adopt this, please say aye. Thank you, Jeff. Madam Secretary, please note it passed. I didn't hear any nays or didn't hear any of us say nay or say anything. I'll make that a little more formal here in a minute, get my Robert's Rules polished.

The next item on our agenda is Resolution JB 2013:2, and this deals with a resolution of the Joint Board authorizing the Kentucky Transportation Cabinet to procure Toll System Integrator and Operator services and related matters. And Becky Goodman from KYTC is available to help us with this.

MS. BECKY GOODMAN: Good morning. This particular resolution, Resolution No. 2 for the Joint Board, authorizes two procurements. One is for a Toll Integrator/Operator, one is for a Toll Advisor or an Oversight Advisor.

The resolution not only requires that the Board authorize the RFP's to be issued and the procurements to happen but also ratifies all the actions that we've taken up to this point.

The Toll Integrator/Operator is

1 being procured under KYTC's KRS Chapter 176 which is our  
2 normal construction type activity statute. The  
3 Oversight Advisor is being procured under KRS 45A. So,  
4 two separate procurements, slightly different processes  
5 which are generally described in your resolution, but  
6 two procurements going forward that will accomplish the  
7 tolling piece.

8 I'll be happy to answer any  
9 questions that you might have.

10 SECRETARY HANCOCK: Any questions  
11 for Becky? It's pretty straightforward. It basically  
12 enables the Cabinet, working, of course, in close  
13 cooperation with Indiana, to procure the Toll System  
14 Integrator and Operator services. So, I think we're all  
15 aware of what that's about.

16 So, again, I need a motion to  
17 adopt this particular resolution.

18 COMMISSIONER CLINE: I so move.

19 MS. YORK: Second.

20 SECRETARY HANCOCK: Any further  
21 questions in that regard? Seeing none, all those in  
22 favor of adopting this resolution, please say aye. All  
23 opposed, nay. Not hearing any, Madam Secretary, it  
24 passes.

25 Then moving to Resolution JB

1 2013:3, this resolution deals with the Joint Board  
2 authorizing the Indiana Finance Authority to procure  
3 Custodian services and related matters. In this  
4 instance, I think we have Kendra and Jeff to help us.

5 MR. LEWIS: Do you want me to go  
6 ahead?

7 MS. YORK: Absolutely.

8 MR. LEWIS: The Custodian is the  
9 financial institution which receives and holds toll  
10 revenues before they are disbursed to the two states for  
11 application and support of your projects.

12 You won't have tolling revenues  
13 for three and a half years, but the teams are being put  
14 together and the documentation is being put together in  
15 association with the respective financings by the states  
16 and the developers.

17 So, this is a resolution to  
18 authorize the Indiana Finance Authority to undertake a  
19 procurement under its general and professionals'  
20 procurement powers for this purpose.

21 The IFA will do so, assuming you  
22 approve the resolution, and bring a recommendation back  
23 to this body including a proposed form of Custodial  
24 Agreement that's in process, and then this body will  
25 have a chance to approve the final award and to

1 authorize the agreement.

2 SECRETARY HANCOCK: And the  
3 Custodial Agreement is needed in order to make sure that  
4 as tolling revenues are collected, they are properly  
5 disbursed and so forth.

6 MR. LEWIS: Yes.

7 SECRETARY HANCOCK: Any questions  
8 for Jeff? Kendra, anything you want to add?

9 MS. YORK: No. That sounds great.

10 SECRETARY HANCOCK: Then, again, I  
11 need a motion to accept.

12 MS. FLANERY: I'll make a motion.

13 SECRETARY HANCOCK: Second?

14 MS. YORK: Second.

15 SECRETARY HANCOCK: Very good.

16 So, a motion has been made and seconded to adopt  
17 Resolution JB 2013:3. All those in favor, say aye. Any  
18 opposed? Not hearing any, the resolution has passed.

19 Thank you, all of you. The  
20 actions that we took there, again, for the audience, are  
21 very preliminary ways of getting things rolling here,  
22 getting the ball moving forward for all of us as we move  
23 the Louisville Bridges Project down the path.

24 Something next we need to do, Item  
25 4 on our agenda is the adoption of the meeting schedule

1 and also we've got and other administrative matters.

2 Let's talk a little bit about the  
3 meeting schedule. I know that in addition to the Joint  
4 Board, we also will be creating a Tolling Body, a Joint  
5 Tolling Board that also will meet regularly. It seems  
6 that there would be some synergies in having those  
7 meetings on the same day if we could since four of the  
8 six members are currently represented here. So, some  
9 thought about that would be good. And I know we talked  
10 about looking at the calendars to see what dates might  
11 be good.

12 I'll have to confess, I didn't  
13 look at specific dates as much as trying to think about  
14 was there a time frame that might fit this. KPTIA  
15 meetings, we do typically try for second Tuesdays as we  
16 go through the month, and I didn't know if we needed to  
17 look in some direction like that. Kendra, do you have  
18 any thoughts about how it would best suit you folks?

19 MS. YORK: I guess I might propose  
20 that perhaps, I know we've got some logistical matters  
21 coming up in the not-too-distant future that's probably  
22 going to trigger a requirement for Joint Board and/or  
23 Tolling Body action.

24 So, I guess I might suggest at  
25 this point, maybe it makes sense for us to work with the

1 Steering Committee, get a handle on what those specific  
2 dates are and then we can kind of back into a meeting  
3 schedule from there. Does that make sense?

4 SECRETARY HANCOCK: It does.

5 MS. YORK: And then we can work  
6 with our four respective offices to come up with  
7 specific dates and times that work. I would suggest  
8 that as soon as we've got that nailed down, then, we'll  
9 make that schedule available to the public and the  
10 website.

11 I guess just to give folks a  
12 sense, I think from what I understand, we're probably  
13 looking at mid May for the next time. So, in about a  
14 month, I think, we need to get together again.

15 SECRETARY HANCOCK: I like that.  
16 I know in looking at my own calendar, it was incredibly  
17 difficult just to pick a particular time frame that I  
18 could always meet. So, I think this is good. We'll  
19 have staff look at it and come up with a series of  
20 dates. And that should satisfy, back in Resolution JB  
21 2013:1, satisfy that Exhibit B as we put that together.  
22 So, that's good. We can tie up that loose end.

23 One of the other things I wanted  
24 to do for the group under other administrative matters,  
25 I have a copy of a designation form that really is just

1 a matter of making sure that Lori is formally supported  
2 by KPTIA as the representative member of that group.  
3 And, so, that's really the gist of this. I thought that  
4 would be good for our records just in case anyone ever  
5 asked. KPTIA, we have delegated that responsibility.

6 Other administrative matters, just  
7 a couple of things. Terri Pelosi I mentioned is our  
8 reporter for these activities as the Joint Board meets.  
9 Assuming that everyone is in agreement, we will continue  
10 to use Terri, and she has graciously agreed to offer her  
11 services to us as we continue to meet.

12 And the other thing that we've  
13 also agreed to do is Angela Nichols has agreed to be our  
14 Records Custodian, I guess, the person who will help  
15 keep everything related to the project and the  
16 activities, the website and so forth, all of those  
17 activities moving forward and would be, I assume, the  
18 person we will turn to in the event of any sort of  
19 records' requests or anything else that would come our  
20 way as a group.

21 I think having these two folks,  
22 Terri and Angela, on board to help us cover those bases  
23 will work well as we go forward.

24 We went through this agenda fairly  
25 quickly. Anything else that we need to talk about while

1 we're gathered today?

2 MS. FLANERY: I don't have  
3 anything.

4 COMMISSIONER CLINE: No, sir.

5 SECRETARY HANCOCK: As you said,  
6 Kendra, I'm very excited about the opportunity for us to  
7 be doing this. I think it's going to be a great way to  
8 demonstrate the partnership between Kentucky and Indiana  
9 as we see this project delivered.

10 Everybody likes to say projects,  
11 but we understand that we're both building pieces of a  
12 bigger project, and I think it's terrific that we have  
13 the cooperation that we have. So, we appreciate it.  
14 Any final comments?

15 MS. YORK: That's great. I  
16 completely agree with everything you've said, Mr.  
17 Secretary. So, thank you again for hosting us today.  
18 This is a great way to kick off this Joint Board. So,  
19 thank you.

20 SECRETARY HANCOCK: Our pleasure,  
21 and we'll look next time to Indiana perhaps.

22 MS. FLANERY: When we go to  
23 Indiana, do you have a set place that you usually go or  
24 are you still thinking about that?

25 MS. YORK: We're still thinking

1 about that. Commissioner Cline and I were talking  
2 about that on the way down.

3 COMMISSIONER CLINE: We're still  
4 working on that. So, we'll very quickly try to get the  
5 venue set and a date that we'll solicit the concurrence  
6 on to make sure that we have the opportunity to get that  
7 scheduled in an orderly way with you. We don't want to  
8 delay that. We want to get those calendars set up and  
9 onward and upward from there.

10 SECRETARY HANCOCK: The biggest  
11 difficulty we're going to have, and you all know this  
12 and we know this, the biggest difficulty we're going to  
13 have is somebody is going to tear up the road here  
14 pretty soon and getting from Kentucky to Indiana or from  
15 Indiana to Kentucky is going to be a lot more difficult  
16 for a while, but somehow I think we knew that. So, it's  
17 all good.

18 I appreciate this going very well  
19 this morning. I'll entertain a motion to adjourn.

20 MS. YORK: So moved.

21 SECRETARY HANCOCK: Thank you all  
22 very much.

23 MEETING ADJOURNED  
24  
25

STATE OF KENTUCKY

COUNTY OF FRANKLIN

I, Terri H. Pelosi, a notary public in and for the state and county aforesaid, do hereby certify that the foregoing pages are a true, correct and complete transcript of the proceeding taken down by me in the above-styled matter taken at the time and place set out in the caption hereof; that said proceedings were taken down by me in shorthand and afterwards transcribed by me; and that the appearances were as set out in the caption hereof.

Given under my hand as notary public aforesaid, this the 16th day of April, 2013.

\_\_\_\_\_  
Notary Public  
State of Kentucky at Large

My commission expires February 10, 2017.