RESOLUTION JB-2023-5

RESOLUTION OF JOINT BOARD
APPROVING AND AUTHORIZING CHANGE ORDER 01
REGARDING ROADSIDE TOLL COLLECTION SYSTEM

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 17, 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 Development Agreement provides for certain ongoing activities to be
performed by a Bi-State Management team, as described therein; and

WHEREAS, on August 12, 2022, the Joint Board, by Resolution JB-2022-3, ratified and
approved the selection of TransCore, LP (“TransCore”) as the provider of a replacement Roadside
Toll Collection System (the “RTCS”), and authorized the execution of a contract between the IFA
and TransCore; and

WHEREAS, on September 1, 2022, the IFA entered into the authorized contract for the
RTCS with TransCore (the “Contract”); and

WHEREAS, the Bi-State Management Team has determined that, in order to provide more
efficient and effective testing of the RTCS, it is necessary and appropriate to combine the System
Integration and System Readiness tests into a single test, which will require modification of certain
exhibits to the Contract.

NOW, THEREFORE, be it resolved by the Joint Board, that an amendment to the Contract,
designated as Change Order 01, which is attached hereto and incorporated herein by reference as
Exhibit A, is hereby authorized.
Dated this 16th day of February, 2023:

INDIANA FINANCE AUTHORITY

By: [Signature]

Dan Huge, Public Finance Director of the State of Indiana

INDIANA DEPARTMENT OF TRANSPORTATION

By: [Signature]

Michael Smith, Commissioner

KENTUCKY PUBLIC TRANSPORTATION INFRASTRUCTURE AUTHORITY

By: [Signature]

Geri Grigsby, Vice Chair

KENTUCKY TRANSPORTATION CABINET

By: [Signature]

Jim Gray, Secretary