

RESOLUTION JB-2023-6

RESOLUTION OF JOINT BOARD APPROVING AND RATIFYING RCM EXTENSION

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, the Interlocal Agreement established this Joint Board, representing the States’ Parties and constituted as provided in the Interlocal Agreement, and authorized the Joint Board to adopt and amend bylaws and other rules of governance from time to time, which bylaws and rules of governance shall be consistent with the Development Agreement and the Interlocal Agreement; and

WHEREAS, the Joint Board, by Joint Board Resolutions JB 2013-2, JB 2014-6, and 2015-2, authorized KYTC to procure a Revenue Control Manager (RCM) for purposes of providing financial toll advisory services for the Joint Board; and

WHEREAS, the Joint Board, by Joint Board Resolution JB-2020-4, dated June 16, 2020, approved the selection of Strothman and Company as Revenue Control Manager (RCM) and ratified the execution of the RCM Contract between KYTC and Strothman; and

WHEREAS, the RCM Contract provides for two two-year extensions; and

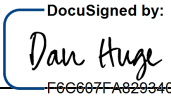
WHEREAS, KYTC now requests that the Joint Board ratify the execution of the extension of the RCM Contract through June 30, 2024.

NOW, THEREFORE, be it resolved by the Joint Board that:

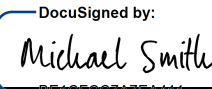
1. The extension of the RCM Contract between KYTC and Strothman and Company through June 30, 2024 is hereby approved and ratified; and
2. The RCM Contract shall be jointly administered by the States' Parties pursuant to the Joint Board By-Laws and Exhibit A hereto.

Dated this 16th day of February, 2023:


INDIANA FINANCE AUTHORITY

By:  Dan Huges
DocuSigned by:
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 Dan Huges, Public Finance Director of
 the State of Indiana

INDIANA DEPARTMENT OF
TRANSPORTATION

By:  Michael Smith
DocuSigned by:
 BE1CFCC7A7EA411...
 Michael Smith, Commissioner

KENTUCKY PUBLIC
TRANSPORTATION
INFRASTRUCTURE AUTHORITY

By:  Geri Grigsby
DocuSigned by:
 59F21B091FC6431...
 Geri Grigsby, Vice Chair

KENTUCKY TRANSPORTATION
CABINET


By:  Jim Gray
DocuSigned by:
 9DC832F7B9454E...
 Jim Gray, Secretary

Exhibit A

The Contract shall be administered and managed on behalf of the Joint Board and the States' Parties in conformance with the following:

1. The Kentucky Parties and the Indiana Parties shall designate representatives to work with the RCM.
2. The Contracting Party shall administer the Contract as authorized and directed by the Joint Board. The Kentucky Parties and the Indiana Parties shall each designate a representative to work with the RCM and to direct the work of the RCM.
3. Payment obligations on the RCM Contract shall be shared equally between the: Indiana Parties and the Kentucky Parties, and the RCM Contract shall provide that each State shall only be responsible for one-half of the Joint Board's financial obligations under the Contract.
4. The Contracting Party shall absorb all of its costs of administering and managing the RCM Contract. Each Non-Contracting party shall absorb all its internal costs associated with its duties hereunder and under the RCM Contract. Third party costs incurred by any Party with the prior written consent of the other Parties shall be shared equally.
5. The Kentucky and Indiana Parties' representatives shall prepare reports as needed regarding the status of the RCM Contract, which shall include a description of any material issues affecting the RCM's performance, the schedule for performance, or the budget for any of the States' Parties, upon request. Such status reports shall be available for Joint Board Meeting sand Tolling Body Meetings when requested.
6. It is the goal of this resolution to promote and insure joint coordination, management, and communication between the RCM and the States' Parties. The States' Parties' representatives shall require periodic team meetings to be scheduled with appropriate frequency to insure adequate coordination and progress of the RCM work. In any instance where Project related communications are necessary without representatives of one of the States' Parties, the representative of the States' Party privy to the communication will make every reasonable effort to relay the specifics of this communications to the non-participating States' Parties' representatives in writing in a timely manner, ideally the same business day.
7. The Contracting Party shall maintain all of the books and records relating to the Contract and shall make them available to representatives of the Non-Contracting Parties upon request.
8. The following actions shall be the responsibility of the Contracting Party. No action or directives may be made on the RCM Contract without the joint approval of the members

of the Non-Contracting Parties. The Contracting Party shall not take any of the following actions without prior notice and unanimous approval of all members of the Non-Contracting Parties:

- a. Invoices and contract payments on the Contract,
 - b. Claim determination, or
 - c. Actions related to performance reviews of RCM work.
9. Disputes amongst the representatives of the States, Parties as to administration of the RCM Contract shall be submitted to the Joint Board for resolution according to the terms and conditions of the Bi-State Development Agreement.
10. The States' Parties shall have equal access to work product generated pursuant to the RCM Contract.
11. Acts or Omissions of the Contracting Party that are contrary to or inconsistent with this Resolution shall be at the sole cost and responsibility of the Contracting Party.