

RESOLUTION JB-2023-15

**RESOLUTION OF JOINT BOARD
APPROVING AND AUTHORIZING TSP2 CHANGE ORDER 05**

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 (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 June 25, 2021, the Joint Board, by Resolution JB-2021-1, approved the selection of Electronic Transaction Consultants, LLC ("ETC") as the provider of certain tolling services, and authorized the execution of a contract between the IFA and ETC; and

WHEREAS, on July 1, 2021, the IFA entered into the authorized contract with ETC (the "Contract"), which reflected that the official date on which the back-office tolling services were to transition from Kapsch TrafficCom USA Inc. to ETC and begin live operations is the Go-Live Date and Revenue Service Date; and

WHEREAS, the Joint Board, by Resolution JB-2023-14, approved Change Order 04 which, among other approvals, approved an extension of the Go-Live Date and Revenue Service Date from July 1, 2023, to August 5, 2023, in exchange for additional Delay Liquidated Damages and modifications to the Delay Liquidated Damages Cap; and

WHEREAS, the Bi-State Management Team and ETC have agreed that additional time was required in order to conduct testing, and therefore, the Joint Board has determined it was in its best interests and in that of the Toll Collection System to delay the Joint Board Representatives' approval of Go-Live and Revenue Service until September 1st, 2023; and

WHEREAS, the Bi-State Management Team and ETC have determined that it is necessary and advisable to further amend the Contract, including Exhibit 7 Attachment 2 – Form K: Technical Requirements Conformance Matrix and Exhibit 7 Attachment 5 – Detailed Project Schedule, all as set forth in Exhibit A, which is attached hereto and incorporated by reference.

WHEREAS, Exhibit 9-A to the Contract is a form of Custody and Revenue Control Agreement as approved by the Joint Board in Resolution JB 2023-2 which authorized Change Order 01 (the “CRCA”) that governs, among other matters, the collection and deposit of Gross Revenues; and

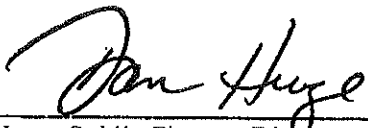
WHEREAS, Gross Revenues means all revenues from whatever source received or collected, or caused to be collected, by ETC on behalf of the Joint Board (“Gross Revenues”).

WHEREAS, in accordance with Section 6.1 of the Contract, the final CRCA was executed in substantially the form of Exhibit 9-A, and the Bi-State Management Team and ETC acknowledge the final form of the CRCA, attached hereto as Attachment 1 to Exhibit A.

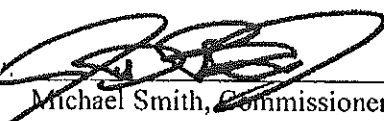
NOW, THEREFORE, be it resolved by the Joint Board, that amendments to the Contract and acknowledgement of the final CRCA, designated as Change Order 05, which is attached hereto and incorporated herein by reference as Exhibit A, is hereby authorized.

Dated this 31st day of August, 2023.


INDIANA FINANCE AUTHORITY

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

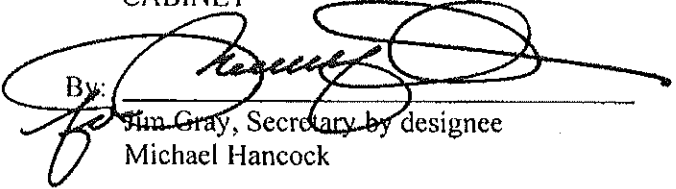
INDIANA DEPARTMENT OF
TRANSPORTATION

By:  for
Michael Smith, Commissioner

KENTUCKY PUBLIC TRANSPORTATION
INFRASTRUCTURE AUTHORITY

DocuSigned by:

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Geri Grigsby, Vice Chair

KENTUCKY TRANSPORTATION
CABINET

By: 

Jim Gray, Secretary by designee
Michael Hancock