

**RESOLUTION JB-2024-1**

**RESOLUTION OF JOINT BOARD  
APPROVING AND AUTHORIZING TSP2 CHANGE ORDER 06**

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"); and

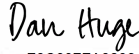
WHEREAS, the Joint Board, by Resolutions JB-2023-3, -4, -5, -14, and -15 amended the Contract by authorizing Change Orders 01, 02, 03, 04, and 05; and

WHEREAS, the Bi-State Management Team and ETC have determined that it is necessary and advisable to further amend the Contract to modify Exhibit 6-B of the Contract (Pass-Through Cost Items) to account for the implementation of an overflow customer contact center and increased customer service costs, all as set forth in Exhibit A, which is attached hereto and incorporated herein by reference.

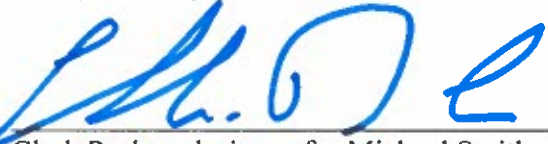
NOW, THEREFORE, be it resolved by the Joint Board, that amendments to the Contract, designated as Change Order 06, which is attached hereto and incorporated herein by reference as Exhibit A, is hereby authorized.

Dated this 18th day of January, 2024:

INDIANA FINANCE AUTHORITY

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

INDIANA DEPARTMENT OF  
TRANSPORTATION

By:   
Clark Packer, designee for Michael Smith,  
Commissioner

KENTUCKY PUBLIC TRANSPORTATION  
INFRASTRUCTURE AUTHORITY

By:   
Geri Grigsby, Vice Chair

KENTUCKY TRANSPORTATION CABINET

By:   
Jim Gray, Secretary