

**RESOLUTION JB-2025-08**

**RESOLUTION OF JOINT BOARD  
APPROVING AND AUTHORIZING TSP2 CHANGE ORDER 07**

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 (the "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" or "TSP2") 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 for A Project to Provide a Customer Service Center and Back Office System (the "Contract"); and

WHEREAS, the Joint Board, by Resolutions JB-2023-3, -4, -5, -14, and -15, JB-2024-1, and JB-2025-07 amended the Contract by authorizing Change Orders 01, 02, 03, 04, 05, and 06, and Change Directive 01, respectively; and

WHEREAS, ETC has asserted a claim for additional compensation and reimbursement of Pass-Through Costs under the Contract, which claim is disputed by the States' Parties; and

WHEREAS, the States' Parties have asserted claims for performance issues and

related damages under the Contract, which claims are disputed by ETC; and

WHEREAS, ETC and the States' Parties dispute liability for the costs resulting from Change Directive 01, and other terms in the Contract; and

WHEREAS, ETC and the Joint Board Representatives participated in a mediation regarding the respective claims and disputes; and

WHEREAS, ETC and the Joint Board Representatives agreed to a proposed compromise of the claims and disputes, for consideration and approval of the Joint Board, which proposed compromise is set forth in Change Order 07, attached hereto and incorporated herein by reference, and which among other things, provides that ETC and the States' Parties will jointly work toward a negotiated termination for convenience of the Contract, with an orderly transition of the Customer Service Center ("CSC") and Back Office System ("BOS") from TSP2 to a new toll services provider ("TSP3"), with minimal disruption to CSC operations and Gross Revenues, and


WHEREAS, the Joint Board Representatives have determined it is advisable to request approval by the Joint Board of Change Order 07;

NOW, THEREFORE, be it resolved by the Joint Board, as follows:

1. Amendments to the Contract, designated as Change Order 07, which is attached hereto and incorporated herein by reference as Exhibit A, is hereby authorized.
2. The Joint Board Representatives are authorized to work with the Toll Services Advisor and legal counsel to take any actions, as permitted and contemplated by IC 5-1.2 *et seq.*, as amended, IC 8-15.5, *et seq.*, as amended, and other applicable state and federal law, to achieve and present to the Joint Board for consideration and approval, a proposed contract for a new TSP3 to complete the BOS and CSC Work.

Dated this 22<sup>nd</sup> day of September, 2025:

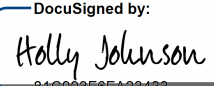
INDIANA FINANCE AUTHORITY

Signed by:  
By:   
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Dan Huge, Public Finance Director of the  
State of Indiana


INDIANA DEPARTMENT OF  
TRANSPORTATION

By:   
Lyndsay Quist, Commissioner

KENTUCKY PUBLIC  
TRANSPORTATION  
INFRASTRUCTURE AUTHORITY

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By:   
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Holly Johnson, Secretary, KY Finance  
Cabinet, KPTIA Chair Designee

KENTUCKY TRANSPORTATION  
CABINET

By:   
Jim Gray, Secretary