

**RESOLUTION JB-2013-2**

**RESOLUTION OF JOINT BOARD  
AUTHORIZING THE KENTUCKY TRANSPORTATION CABINET  
TO PROCURE TOLL SYSTEM INTEGRATOR AND  
OPERATOR SERVICES AND RELATED MATTERS**

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) have entered into a Bi-State Development Agreement effective December 27, 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 Interlocal Agreement and the Development Agreement call for the selection of a "Toll System Integrator" and an initial "Toll Operator" for the Project, and for the execution and delivery of a "Toll System Integrator Agreement"; and

WHEREAS, KYTC has solicited proposals for toll advisory and oversight services in RFP 6051300000028;

WHEREAS, this Joint Board, in accordance with the requirements of its bylaws, wishes to authorize KYTC to exercise necessary and appropriate powers delegated and shared under the Interlocal Agreement in order to procure the services of a Toll System Integrator and an initial Toll Operator, as those terms are used in the Development Agreement for and on behalf of the Joint Board and the States' Parties, as well as a toll oversight advisor; and

WHEREAS, this Joint Board wishes to request the Bi-State Management Team and its Steering Committee to support (or to cause support to be provided to) KYTC in the procurement efforts authorized hereby.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. This Joint Board hereby authorizes KYTC to undertake one or more procurements for the services of a Toll System Integrator, an initial Toll Operator and a toll oversight advisor,

pursuant to its design build powers contained in Part I, A., 4., (12) of Kentucky H.B.2 adopted in 2012SS (the "Statute").

2. The powers contained in the Statute are within the scope of the Interlocal Agreement and are specifically referenced in Section 7.03.02 thereof.

3. KYTC is authorized to undertake the procurement or procurements referenced above on behalf of the Joint Board prior to December 31, 2013, and in accordance with the directions, specifications or requirements of the Development Agreement.

4. KYTC is authorized to utilize an RFP process involving one or more components, calling for both technical and pricing proposals, following the requirements of federal and Kentucky laws and the policies and procedures of KYTC as amended and as specified by the Secretary of KYTC, with the nature and scope of the procurement to be determined by the Secretary as specified in the Statute. The Joint Board hereby ratifies and approves any preliminary actions taken by KYTC with respect to any such procurement.

5. KYTC shall report to the Joint Board on its evaluation of bidders for the Toll Integrator and Operator procurement and the ranking of top proposers (or, shall report to the Joint Board that no acceptable proposals have been received and all proposals have rejected). The report to the Joint Board shall include a description of the evaluation process and relevant scores and shall recommend the apparent best value offeror or offerors to the Joint Board, if any, for approval by the Joint Board of the best value offeror(s). The Joint Board may approve a best value offeror for each component of the toll system integrator positions.

6. Upon approval by the Joint Board of the best value offeror(s), KYTC shall negotiate one or more Toll System Integrator Agreements with said offeror(s), and shall recommend such Toll System Integrator Agreement(s) to the Joint Board for approval by resolution of the Joint Board. KYTC may solicit best and final offers from said offeror(s) as part of the negotiation process.

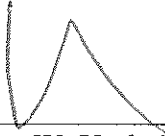
7. The Joint Board ratifies the steps taken to date by KYTC, on its behalf, to procure a toll oversight advisor to oversee the work of the Toll Integrator and Operator. KYTC shall report to the Joint Board on its evaluation of proposers for the toll oversight advisor, the price that was negotiated with the most qualified bidder, and the contract form that was entered by KYTC on the Joint Board's behalf. The Joint Board shall, at the time the report is given, retroactively ratify KYTC's entry into the contract with the toll oversight advisor.

8. KYTC is directed to include IFA, INDOT, KPTIA in the review and selection process for procurements authorized hereunder. KYTC is authorized to solicit assistance from the Steering Committee, the Bi-State Management Team, and the States' Parties in pursuit of this procurement process. The Toll System Integrator Agreement(s) shall specify the payment or performance obligations of any member entities of the Joint Board under said Agreement(s).


9. Subject to approvals required in paragraphs 5-8 above, KYTC is authorized to take any other steps necessary to complete the procurement and hiring of Toll System Integrators and a toll system advisor.

Approved this 12<sup>th</sup> day of April, 2013.

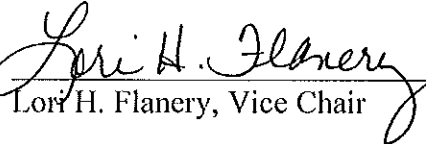
INDIANA FINANCE AUTHORITY

By:   
Kendra W. York, Public Finance Director  
of the State of Indiana

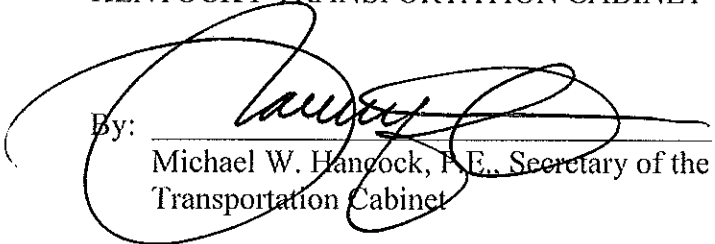
INDIANA DEPARTMENT OF  
TRANSPORTATION

By:   
Michael B. Cline, Commissioner

KENTUCKY PUBLIC TRANSPORTATION  
INFRASTRUCTURE AUTHORITY

By:   
Lori H. Flanery, Vice Chair

KENTUCKY TRANSPORTATION CABINET

By:   
Michael W. Hancock, P.E., Secretary of the  
Transportation Cabinet