

RESOLUTION JB-2013-5

RESOLUTION OF JOINT BOARD RATIFYING THE SELECTION OF TOLL OVERSIGHT ADVISOR

WHEREAS, by Resolution JB-2013-2 this Joint Board has authorized the Kentucky Transportation Cabinet (KYTC) to procure the services of a toll oversight advisor to oversee the work of a Toll System Integrator and Toll Operator on behalf of the Joint Board and the States' Parties; and

WHEREAS, pursuant to the authority granted in Resolution JB-2013-2, KYTC has followed the Commonwealth's statutorily defined process in issuing an RFP to procure a toll oversight advisor. The evaluation committee, made up equally of Indiana and Kentucky representatives, has evaluated and scored the proposals received. The states have negotiated a price for such services and the form of contract for such services (the "Advisor Contract") with the firm which made the highest scored proposal (the "Advisor"); and

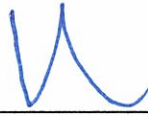
WHEREAS, pursuant to the provisions of Resolution JB 2013-2, KYTC has requested that the Joint Board ratify the selection of the Advisor and the execution of the Advisor Contract.

NOW, THEREFORE, BE IT RESOLVED by this Joint Board that:

1. The selection of Computer Aid, Inc. as Advisor is hereby confirmed and ratified.
2. The execution of the Advisor Contract by KYTC on behalf of the Joint Board and the States' Parties is hereby confirmed and ratified.
3. The terms of Tolling Oversight Contract Administration (attached hereto as Exhibit A) are hereby approved.

Approved this 5 day of September, 2013.

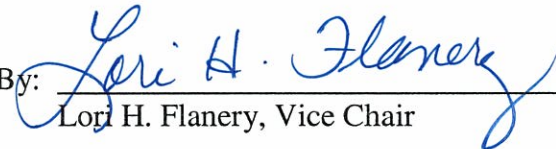
INDIANA FINANCE AUTHORITY

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

INDIANA DEPARTMENT OF
TRANSPORTATION

By: 
Karl Browning, Commissioner

KENTUCKY PUBLIC TRANSPORTATION
INFRASTRUCTURE AUTHORITY

By: 
Lori H. Flanery, Vice Chair

KENTUCKY TRANSPORTATION CABINET

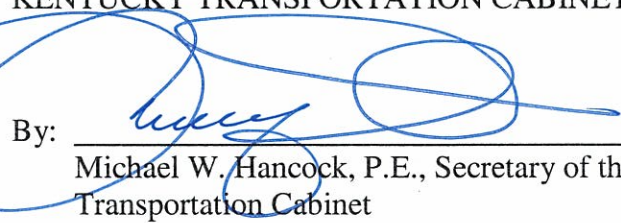
By: 
Michael W. Hancock, P.E., Secretary of the
Transportation Cabinet

EXHIBIT A

(See Attached)

EXHIBIT A
PROJECT MANAGEMENT PLAN - TOLLING OVERSIGHT CONTRACT
ADMINISTRATION

Assignment of State Representatives

Each State has designated a primary single point of contact to be jointly responsible for the management of the Tolling Oversight contract ("Contract"). Collectively, these two members will make up The Tolling Oversight Project Coordination Team (TOPCT). These designated team members are as follows...

Tolling Oversight Project Coordination Team

David L. Talley

Deputy Executive Director
Budget and Fiscal Management
Kentucky Transportation Cabinet
(502) 564-4550 x.4454
David.talley@ky.gov

Clint W. Murphy

Director
Tolling Oversight
Indiana Department of Transportation
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The TOPCT will jointly manage and coordinate the work of the Toll Oversight Contractor to be consistent with the Scope of services envisioned in the Tolling Oversight (KYTC RFP # 605 1300000288) distributed on March 8, 2013. This RFP details the professional services required to oversee the successful deployment of an all-electronic tolling system across all three bridges of the LSIORB project. Computer Aid, Inc. (CAI) was selected as the preferred qualified firm, fees were successfully negotiated and a contract was executed on May 8, 2013. Collectively, the project coordination team will provide contract administration services including the general task outlined below.

Team Member Replacement or Substitution

These members can be replaced on a temporary or permanent basis at the discretion of the respective State Sponsors. This may be due to short term or extended absences not limited to vacation, illness, jury duty, family leave, short term reassignment or termination of employment. When possible, replacements should be announced with sufficient advanced notice to allow efficient transition of oversight responsibilities. This advanced notice, if possible, will specify the dates and duration of absence and the contact information of the replacement. Replacement notifications will be forwarded to all the key stakeholders of the project not limited to CAI, TOPTC, Joint Board and Tolling Body representatives.

Task Coordination and Prioritization

The TOPCT will conduct period team meetings to formally coordinate, prioritize and track ongoing efforts of the tolling oversight contractor. These team meetings will be scheduled with appropriate frequency to insure adequate coordination and progress of the oversight and Integration efforts for the LSIORB Project. The project coordination team will utilize the negotiated fee schedule and associated work breakdown structure to manage the hours being utilized to insure that actual hours being booked on each individual task contained in the scope of services does not exceed the estimated hours contained in the fee schedule for each budget Fiscal Year. It is the goal of this project management plan to promote and insure joint coordination, management and communication between the CAI and TOPCT members. As a practical matter, it is acknowledged that there may be instances where CAI is forced to have project related communications with only a single member of the TOPCT team. In such instances, the team member privy to the communication will make every reasonable effort to relay the specifics of this communication to the non participating member in a timely manner, ideally the same business day. The preferred method of this relay will be in the form of an e-mail.

No action or directives may be made on the Contract without the joint approval of the members of the TOPCT.

Status Update Report

The TOPCT will provide periodic status updates to the Joint Board as needed to keep the Board adequately informed on the progress of the Tolling Oversight Contract. Current status reports will be available for all Joint Board Meetings and Tolling Body Meetings. The reports will include a description of any material issues affecting proper completion or performance of the Contract, the schedule, the cost of the Contract or the budget.

Invoice Review and Approvals

The TOPCT will issue approvals or take other action only upon the joint agreement of the members of the TOPCT. CAI has agreed to provide monthly invoices containing the hours worked during the previous month. Duplicate copies of the invoice will be forwarded by the contractor to each member of the project coordination team. Within three business days of receipt, the project coordination team will schedule a review meeting to review and approve the invoice. Once approved, both Project Managers will sign the invoice. The Jointly signed approved invoice will be forwarded to each States Finance Department for payment. Each State will be responsible for half of the jointly approved invoice amount and will insure timing of such payment adhere to section 2.25 of the oversight contract. (KY DOC ID # PON2 605 1300002385 1)

Dispute Resolutions

The TOPCT shall use best efforts to resolve any disputes relative to the management of the Tolling Oversight Contract. In the event that disputes as to administration of the Contract are not resolved by the TOPCT, such disputes shall be submitted to the Joint Board for resolution according to the terms of the Bi-State Development Agreement.

Project Close-out

When the objectives of the Tolling Oversight Contract have been achieved, the current members of the TOPCT will on behalf of the Joint Board close down the project. This will involve final financial closure tasks, as well as archiving of the project materials. A Final Project Report will be prepared for the Joint Board and Project File documenting lessons-learned, annual financial expenditures and key strategic decisions captured during the project.

***** END OF DOCUMENT *****

