

**Minutes of Meeting of
Members of
Mid-States Corridor Regional Development Authority**

February 7, 2020

Call to Order

Chairman Mark Schroeder called to order the meeting of the members of Mid-States Corridor Regional Development Authority (“Mid-States”) at 4:05 P.M., EST, on February 7, 2020, in the Conference Room at the Offices of Bingham Greenebaum Doll LLP, 212 West 6th Street, Jasper, Indiana.

Roll Call

Chairman Mark Schroeder conducted a Roll Call.

Mark A. Schroeder	Present
Scott Blazey	Via Teleconference
David Drake	Via Teleconference
Sue Ellspermann	Present
Ken Mulzer, Jr.	Via Teleconference

Other Participants:	Kyanna Moon, INDOT	Present
	William J. Kaiser, Jr., Legal Counsel	Via Teleconference

A quorum being present, the meeting was called to order by Mark Schroeder, Chairman.

The Lochmueller Group Presentation

Chairman Schroeder introduced The Lochmueller Group and representatives Jason DuPont and David Goffinett. Chairman Schroeder requested that they provide an overview of the ongoing Tier I EIS study. Messrs. DuPont and Goffinett then presented a PowerPoint review of the status of the project, a copy of which is attached hereto. The PowerPoint also was provided electronically to the Board members prior to the meeting.

This presentation previewed the information that will be discussed during the upcoming stakeholder meetings and the public meetings to be held in February, 2020. The Lochmueller Group identified that there were originally 10 routes with 28 alternatives, which now has been reduced to approximately 5 routes and a dozen alternatives. The Lochmueller Group representatives identified and explained the approach taken under the EIS/NEPA procedures to consider the initial broad range of alternatives.

The Lochmueller Group representatives also reviewed the preliminary cost analysis for the potential routes.

The Lochmueller Group then reviewed for the benefit of the Board the high-level traffic assessment which involved both travel time assessments and crash avoidance assessments. The Lochmueller reported that more detailed traffic analyses will be prepared and considered in connection with the smaller number of route alternatives.

The Board then discussed The Lochmueller Group's report, and inquired about the possible impact that the I-69 Ohio River bridge project may have on traffic flow with respect to the Mid-States Corridor. The Lochmueller Group representatives indicated that, based on projected travel patterns, they would expect minimal cross-over between I-69 traffic utilizing the new Ohio River bridge and the traffic utilizing the Mid-States Corridor.

Board members then inquired of The Lochmueller Group as to the differences between the road types, including expressways, freeways and super 2s. The Lochmueller Group then provided an explanation of the road type alternatives.

The Lochmueller Group representatives also presented and summarized the distances for the various alternatives, which range from approximately 35 miles to 65 miles.

The Lochmueller Group identified some additional actions it will be taking after the stakeholder and public meetings, which will include possible additional meetings with large industries, agricultural concerns or other groups which the location of the corridor may impact.

The Lochmueller Group closed their presentation by generally outlining how they would begin the detailed analysis process as to the five alternative routes to reach the preferred alternative, which would be announced in October, 2020.

Approval of Minutes

The next order of business was the approval of the November 1, 2019 minutes. Upon motion made by Sue Ellspermann, and seconded by David Drake, the following resolution was introduced:

WHEREAS, the Board has reviewed the November 1, 2019 minutes of Mid-States.

NOW, THEREFORE, BE IT RESOLVED, that the November 1, 2019 minutes are hereby approved.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

Reorganization

Chairman Schroeder noted that, under Indiana law, Mid-States is obligated to reorganize its officers for the current year.

Chairman Schroeder then asked for nominations for the various offices for Mid-States, including Chairman, Vice Chairman, and Secretary/Treasurer.

Upon motion by David Drake, and seconded by Scott Blazey, the current slate of officers was proposed to be retained, which is as follows:

Mark A. Schroeder	Chairman
Ken Mulzer, Jr.	Vice Chairman
Sue Ellspermann	Secretary/Treasurer

WHEREAS, the Board has been requested to consider a motion to retain the current officers for 2020 as follows:

Mark A. Schroeder	Chairman
Ken Mulzer, Jr.	Vice Chairman
Sue Ellspermann	Secretary/Treasurer

NOW, THEREFORE, BE IT RESOLVED, that the officers for Mid-States for 2020 are hereby approved as nominated.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

Financial Report

Treasurer Sue Ellspermann reported to the Board as to the financial matters for Mid-States.

After discussion, and upon motion made by Scott Blazey, and seconded by David Drake, the following resolution was approved:

RESOLVED, that the financial report presented by Treasurer Sue Ellspermann be approved as presented.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

Economic Development Plan

Chairman Schroeder discussed with the Board the obligation of Mid-States to file with the various agencies an Economic Development Plan regarding the proposed activities of Mid-States. Chairman Schroeder then asked Mr. Kaiser to review the proposed Economic Development Plan that had been drafted and circulated among the Board members. Mr. Kaiser reviewed the statutory

obligations that require Mid-States to file such a plan and then reviewed the details of the proposed plan.

Upon motion by Sue Ellspermann, and seconded by Ken Mulzer, Jr., the following resolution was introduced:

RESOLVED, that the Economic Development Plan reviewed by the Board and required to be filed with the various agencies under Indiana law be approved as submitted.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

2019 Audit

Chairman Schroeder reviewed with the Board the obligation by Mid-States to obtain an independent audit of its 2019 activities. Chairman Schroeder noted that recent changes in State regulations provided that Mid-States could use other outside auditors. Previously, regional development authorities were limited to LWG as the outside auditor. Chairman Schroeder noted that Mid-States had received at least one additional inquiry from an audit company proposing to perform the audit, but was recommending to utilize LWG for 2019 in order to retain consistency in its audit processes and procedures.

The Board then discussed and considered LWG and/or others to perform the 2019 audit. Mr. Schroeder had previously provided a proposed audit engagement letter from LWG for the 2019 audit. LWG's 2019 audit engagement fee was in an amount not to exceed \$8,000.00.

Upon motion made by Sue Ellspermann, and seconded by Scott Blazey, the following resolution was introduced:

RESOLVED, that LWG be engaged by Mid-States to perform the 2019 audit.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

Approval of INDOT First Quarter Invoice

Chairman Schroeder then reviewed with the Board the First Quarter 2020 INDOT Invoice for approval and payment, a copy of which is attached hereto. The Board then reviewed and discussed the First Quarter Invoice, as well as the expected invoicing for the balance of 2020.

Upon motion by Ken Mulzer, Jr., and seconded by David Drake, the following resolution was introduced:

RESOLVED, that the First Quarter Invoice of INDOT be approved for payment.

Chairman Schroeder then conducted a Roll Call to adopt the above resolution.

Mark Schroeder	Yes
Scott Blazey	Yes
Sue Ellspermann	Yes
David Drake	Yes
Ken Mulzer, Jr.	Yes

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There being no further business, the meeting adjourned at 6:00 P.M., E.S.T.

Sue Ellspermann

Sue Ellspermann, Secretary

**MID-STATES CORRIDOR
REGIONAL DEVELOPMENT AUTHORITY
212 West 6th Street
Jasper, Indiana 47546**

DEVELOPMENT PLAN

I. EXECUTIVE SUMMARY

Mid-States Corridor Regional Development Authority ("Mid-States") was organized for the primary purpose of pursuing the study, development and construction of a new/upgraded four-lane road from the Ohio River at Rockport to I-64, which includes the existing 26 miles of four-lane US 231 from the Ohio River Bridge in Spencer County, Indiana, through Dubois County, serving Huntingburg and Jasper, and connecting to I-69 (Mid-States Corridor").

II. DEVELOPMENT PLAN

Mid-States has committed all of its efforts since its original organization in 2017 toward the success of the Mid-States Corridor.

Mid-States has focused on pursuing the necessary steps in order to accomplish the Mid-States Corridor by initially entering into a Memorandum Agreement with the Indiana Department of Transportation ("INDOT") in order to facilitate the necessary Tier I Environmental Impact Statement ("Tier I EIS Study") for the Mid-States Corridor under the National Environmental Policy Act, which Agreement is dated September 26, 2018.

INDOT and the State of Indiana did not have funds in order to support a Tier I EIS Study with respect to the Mid-States Corridor. Mid-States raised the funds necessary to finance the EIS with a combination of public and private donations approximating \$7 Million.

Subsequently, Mid-States participated with INDOT to contract with the Lochmueller Group in order to perform the Tier I EIS Study with respect to the Mid-States Corridor.

The Contract between INDOT and the Lochmueller Group, dated May 1, 2019, allowed the Tier I EIS Study to move forward with respect to the Mid-States Corridor.

The Tier I EIS Study is expected to be completed in June, 2021. Thereafter, Mid-States will pursue the next steps to continue to move the Mid-States Corridor forward, which would include a Tier II record of decision as to the proposed Mid-States Corridor and any sections as to the final determined transportation corridor.

Mid-States anticipates continuing to work in conjunction with INDOT and other appropriate State and Federal officials to pursue the study, design and construction of the Mid-States Corridor.

III. TIMELINE

Description	Date
Memorandum Agreement with INDOT	September 26, 2018
Agreement between INDOT and Lochmueller Group for Tier I EIS Study	June 14, 2019
Tier I EIS Study	May 1, 2019 through June 30, 2021
Tier II EIS Study / ROD	2021 – 2023
Design / Acquisition / Construction of Mid-States Corridor	2023 – 2035

IV. ECONOMIC IMPACT / RETURN ON INVESTMENT

Mid-States expects the current EIS and related studies to provide more specific information regarding the return on investment with respect to the Mid-States Corridor.

Generally, Mid-States expects the following five performance metrics to be of significance in the value of the Mid-States Corridor:

- Economic Impact. Provide increased economic activity, labor force earnings and employment.
- Capacity to Meet Demand. Provide reductions in congestion and delays.
- Multi-Modal Integration and Synergy. Provide improved accessibility to other modes.
- National / International Market Access. Provide decreased transportation costs for out-of-state freight.
- Quality of Life. Provide improvements to environment, safety, energy use, congestion, emissions and highway maintenance.

V. BUDGET AND FUNDING

The cost for the Tier I EIS Study is \$6,550,000. The forecasted quarterly expenses are set forth below:

DEVELOPMENT PLAN

February 4, 2020

Mid-States Corridor Tier I EIS – Forecasted Quarterly Expenses (Labor and Non-Labor)

Calendar Year	2019			2020				2021		TOTAL
Quarter	2 nd Qtr	3 rd Qtr	4 th Qtr	1 st Qtr	2 nd Qtr	3 rd Qtr	4 th Qtr	1 st Qtr	2 nd Qtr	
QUARTERLY COSTS	\$660,000	\$990,000	\$640,000	\$1,130,000	\$1,400,000	\$510,000	\$540,000	\$410,000	\$270,000	\$6,550,000
	10.1%	15.1%	9.8%	17.3%	21.4%	7.8%	8.2%	6.3%	4.1%	

The payment of the Tier I EIS Study is being funded by local public and private contributions to Mid-States.

Mid-States does not have viable cost estimates for the future phases of the Mid-States Corridor.

Mid-States projects that subsequent phases of the Mid-States Corridor will need State and Federal funding through INDOT and the Federal Highway Administration in order to complete the Tier II studies and the design, acquisition and construction of the highway corridor.

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