

RESPONSIBLE CONTRACTOR POLICY

I. PURPOSE

This Responsible Contractor Policy (the “Policy”) of ITR Concession Company LLC (“ITRCC” or “Company”) is designed to guide, in a manner consistent with the Company’s responsibility in operating the Indiana Toll Road (“Toll Road”), the selection of contractors, including subcontractors who provide construction services for the Company (collectively the “contractors”). The policy seeks to ensure that the selection process for contractors will include among other things, a demonstrated ability to provide reliable and high quality services which may be evidenced by their compliance with applicable statutes and payment of fair compensation to employees, as well as by their relevant experience, reputation, dependability, and ability to provide cost-efficient services.

II. INTRODUCTION

The Company promotes a safe, healthy and profitable business environment through selective negotiation, market competition and control of operating costs. The Company also supports and encourages fair compensation for workers employed by contractors to the extent possible and in a manner consistent with the duties of the Company.

In keeping with these overriding objectives, the Company has adopted the Policy described herein in order to support and promote the engagement of independent contractors who can be expected to provide both competitive and high quality services to the Company, utilizing appropriately trained and fairly compensated employees. The Company believes that the utilization of such contractors adds value to its operations by ensuring that services are provided by adequately-trained, experienced and motivated workers who deliver high quality products and services.

III. INITIAL REQUIREMENTS OF THE RESPONSIBLE CONTRACTOR POLICY

The Policy provides that the following requirements shall be met:

- A. Best Practices: On applicable contracts, contractors shall be selected through a process that includes factors such as, but not limited to, demonstrated skill, experience, dependability, fees, safety record, and adherence to the Policy.

- B. Local, State and National Laws: All contractors, and their subcontractors shall observe all applicable local, state and national laws, as set forth in the Indiana Toll Road Concession and Lease Agreement, dated April 12, 2006, by and between the Company and the Indiana Finance Authority, as amended from time to time (“Concession and Lease Agreement”), including, but not limited to, those pertaining to insurance, withholding taxes, health, and occupational safety.

IV. SELECTION OF RESPONSIBLE CONTRACTOR

If Initial Requirements A and B (see Section III above) are satisfied, it is a Company preference that a Responsible Contractor be hired.

On an annual basis, the Company shall review summary compliance data provided by contractors for good faith evidence of monitoring and enforcement. Compliance data requested by the Company may include but not be limited to information evidencing payroll, Social Security benefits, workers compensation and fringe benefits.

V. DEFINITION OF A RESPONSIBLE CONTRACTOR

A Responsible Contractor, as used in this Policy, is an independent contractor who provides high quality services in the applicable local market consistent with the desired contracting criteria, and pays workers a fair wage as evidenced by payroll and employee records. What constitutes a “fair wage” will depend on the wages and benefits paid on comparable projects, based upon local market factors that include the nature of the project, comparable job or trade classifications and the scope and complexity of services provided. In determining “fair wages” concerning a specific contract in a specific market, items that may be considered include local wage practices, prevailing wages, labor market conditions and other items.

A Responsible Contractor shall comply with all applicable laws as set forth in the Concession and Lease Agreement, including requirements regarding non-discrimination, ethics and conflict of interest, non-collusion, Minority and Women Business Enterprises, the Buy Indiana Presumptions, prohibitions against telephone solicitation and maintaining a drug free workplace.

A Responsible Contractor will provide any available Employee Assistance Programs to assist employees and their eligible dependents to help resolve personal problems, such as alcohol and drug abuse. In the event such assistance is not made available by a contractor, a Responsible Contractor may request a reference from the Company, if available, to an Employee Assistance Program that the Responsible Contractor may engage at its own cost and expense.

VI. ENFORCEMENT, MONITORING, AND ADMINISTRATION

- A. Applicable Contracts: The Policy shall apply to all construction contracts exceeding \$150,000.00. However, when the Policy is not applicable by its terms as set out in the previous sentence, contractors shall be encouraged to make a good faith effort to comply with the spirit of the Policy. It is not the policy of the Company to split, subdivide or otherwise separate-out contract work for the purpose of obviating the applicable contract amount set forth in this Section VI. A.
- B. Solicitation Documents: All requests for proposals and invitations to bid covered by this Policy shall incorporate by reference the terms of this Policy. Responses by bidders shall include information to assist Company staff in evaluating a bid.
- C. Contracts and Renewals: All applicable contracts covered by the Policy, including renewals of such contracts, shall incorporate by reference the terms of this Policy.

Responsible Contractor compliance will be part of the contract renewal consideration.

D. Responsibilities: The responsibilities of Company Staff and contractors are defined as follows:

1. Company Staff: Company Staff shall have the following responsibilities:

- a. communicate the Policy to all bidding contractors;
- b. secure agreement to comply with the Policy from contractors; and
- c. review the relevant contractor's compliance documentation and make recommendations as needed for action to correct any pattern of non-compliance.

2. Contractors: Contractors will have responsibility for the following:

- a. submit to the Company a Responsible Contractor self-certification on a form approved by the Company;
- b. provide any information requested by the Company in connection with this Policy;
- c. communicate the Policy to subcontractors;
- d. attend pre-construction meetings as directed by the Company; and
- e. hold pre-job conferences with contractors and appropriate union representatives if a contractor is utilizing union contractor (s).

E. Fair Wages: The Policy avoids a narrow definition of "fair wage" that might not be practical in all areas of contracting. The Policy looks to local practices concerning type of trade and type of project.

In determining "fair wages" concerning a specific contract in a specific market, primary consideration will be given to the Indiana Common Construction Wage Act. Additional items that may be considered include local wage practices, prevailing wages, labor market conditions and other items.

F. Selection Process: Given the time and expense required to solicit and evaluate potential contractors, it is not required that the Company solicit all potential contractors.

The Company will ensure, to the extent commercially reasonable, that there is a selection process that is inclusive of potentially eligible Responsible Contractors. Competitive bidding does not necessarily assure inclusion of Responsible

Contractors. However, for the avoidance of any doubt, the Company will retain full commercial discretion to conduct the bidding process in a manner that is consistent with its overriding responsibilities and to seek to minimize or control costs while ensuring the provision of the quality operation of the Toll Road.

- G. Enforcement: The Company shall place a non-complying contractor on a watch list. If the contractor does not modify this pattern of conduct after discussions with the Company's staff, the Company shall consider this pattern of conduct along with other information when it reviews for future renewal. A key indicator is a pattern of conduct that is inconsistent with the provisions of the Policy.
- H. Modification: The Company reserves the right to modify the Policy and, at its sole discretion, suspend and/or terminate the Policy or any provisions thereof. The Company agrees to provide advance notice thirty (30) days prior to any actions taken pursuant to this Section VI. H. to affected contractors and the appropriate Building Trade Unions in which work is being performed.

[PLACE ON COMPANY LETTERHEAD]
[FORM]

RESPONSIBLE CONTRACTOR

CERTIFICATION

I, the undersigned, do declare that we will comply with the ITR Concession Company LLC Responsible Contractor Policy (ITRCC Policy No. 08 01). I further declare that we do compensate our employees with a fair wage as described in the Policy listed above and as determined by the practices and prevailing wages of the area.

Contractor _____

Signed _____

Title _____

Date _____