

**IFTA, INC. BOARD OF TRUSTEES
MINUTES OF CONFERENCE CALL
November 28, 2011 - 2:00 p.m. (EST)**

IFTA, Inc. Board Members Participating:

Scott Greenawalt	Oklahoma Corporation Commission
Ron Hester	Ontario Ministry of Finance
Rena Hussey	Virginia Department of Motor Vehicles
Ricardo Listella	Oregon Department of Transportation
Patricia Platt	Kansas Department of Revenue
Sheila Rowen	Tennessee Department of Revenue
Stuart Zion	Colorado Department of Revenue

Unable to Participate:

Garry Hinkley	Maine Bureau of Motor Vehicles
Hugh Hughson	British Columbia Ministry of Finance

IFTA, Inc. Staff Participating:

Lonette L. Turner	Chief Executive Officer / Chief Financial Officer
Debora K. Meise	Senior Director

Scott Greenawalt (OK), President of the IFTA, Inc. Board of Trustees (Board) called the meeting to order. He explained that the Board has several issues to discuss and finalize during the conference call.

The first agenda item was to discuss finalizing the drafted response to the Canadian jurisdictions that proposed a pilot project regarding education and enforcement efforts being used as part of the audit count requirements. The Board will review and send comments to IFTA, Inc. by the end of the week.

The next item discussed was the drafted response to the IRP, Inc. This response was to an RFP issued by IRP, Inc. in June. The RFP requested a proposal for several different services, all of which were web-based and integrated. Though the deadline had passed, IRP, Inc. forwarded the RFP to IFTA, Inc. in October and requested a response. The Board discussed possible staffing issues and other items concerning the response.

Motion: Patricia Platt (KS) moved to forward the response to the RFP to IRP, Inc. Sheila Rowen (TN) seconded the Motion. The Motion passed without dissent.

The draft response to the 4Q11 report submitted by the Dispute Resolution Committee (DRC) was then reviewed. Concern was expressed by Ric Listella (OR) that the Board had not come to a complete resolution of the issues presented by the DRC. Mr. Greenawalt stated that the DRC, in its report, had included possible amendments to the IFTA Governing Documents and the Dispute Resolution Process, the committee did not consider any of the possibilities to be effective. Mr. Listella opined that the best option presented by the DRC was that of a mediation process.

Mr. Listella then expressed concern regarding a possible declaratory judgment action by a member jurisdiction to interpret the current authority of the DRC and the Board as stated in the DRP. He stated that perhaps the Board should confer with legal counsel to

be prepared should such an action go forward. As an alternative, he thought that perhaps the Board should table the discussion of the draft response until the 1Q12 Board meeting.

After discussions concerning which court or courts may have jurisdiction over such a declaratory action, Rena Hussey (VA) stated that nothing prohibits a jurisdiction from proposing changes to the DRP. In addition, any member jurisdiction has the right to propose a ballot to change a provision of the IFTA Governing Documents. She stated that the jurisdiction(s) concerned would be better served to put the issue before the membership than before a court.

Motion: Mrs. Hussey moved to send the drafted response to the DRC as written. Mrs. Platt seconded the motion. The motion passed by a vote of 6 to 1, with Mr. Listella dissenting.

Mr. Greenawalt then announced that Mary Pat Paris, CEO/CFO of IRP, Inc. had submitted her resignation to the IRP, Inc. Board of Directors, effective April 30, 2012.

Motion: Mrs. Platt moved to adjourn the conference call. Ms. Hussey seconded the Motion. The Motion passed without dissent.