



MULTISTATE TAX COMMISSION

**Minutes of the Annual Business Meeting of  
the Multistate Tax Commission**

July 31, 2024

**I. Roll Call of the States**

Dee Wald (New Mexico) called the Commission's annual business meeting to order at 2:01pm Mountain Time on behalf of Chair Stephanie Schardin Clarke. A roll call of states present was taken and Scott Pattison, Deputy Executive Director, announced that a quorum was in attendance. Listed below are the attendees (\*virtual or telephone):

Nicci Adams, David Avery, Vicki Gardino, Melissa Gillis*	Alabama
Tommy Burns, Judith Bowers, Rob Allen, Kevin Christian, Keith Linder	Arkansas
Rick Abundis*	BDO
Michael Bologna	Bloomberg Tax
Olga Kourdova	Charter Communications
Ashley Athey, Brendan Reese, Kathy Mui*	Colorado
Patrick Reynolds	Council On State Taxation
Nathan Hoepfner	Kansas
Antonio Ferachi, Krystal Bolton, Stacey Greaud*	Louisiana
Michael Hilkin	McDermott Will & Emery LLP
Donald Lazo	Missouri
Deborah Bierbaum	MultiState Associates
Chris Barber, Holly Coon, Richard Cram, Lila Disque, Cathy Felix, Brian Hamer, Helen Hecht, Jantha Jamison, Greg Matson, Scott Pattison, Nancy Prosser, Regan Mahoney*, Sam Moon*	Multistate Tax Commission
Charles Dendy, Matthew Danielson*	North Dakota
Katie Lolley	Oregon
Debra Houck, Jane McCurdy*	Pennsylvania
Argi O'Leary*	Ryan, LLC
Christie Comanita, Craig Johnson*	Streamlined Sales Tax Governing Board

Bruce Johnson	TaxCloud
Teresa Bostick, Shannon Brandt, Ryan Cotter, Christina Hall, Phillip Ashley*	Texas
Frank Hales, Angie Hillas	Utah
Kelly Bain*	Vermont
Bryan Kelly, Matthew Largent*	Washington
Andrew Soubel*	Wolters Kluwer

**II. Initial Public Comment Period and Other Communications**

There was no public comment.

**III. Approval of Minutes of the Annual Business Meeting Held on July 26, 2023**

Brendan Reese (Colorado) moved to approve the minutes of the July 26, 2023, meeting as written. The motion passed by unanimous voice vote.

**IV. Report of the Treasurer**

**A. Proposed bylaw amendments regarding sovereignty membership assessments**

Phillip Ashley (Texas) joined remotely to discuss a couple of bylaw changes that were approved at the May 2 meeting of the executive Committee and were now before the full commission for adoption. The measure changed bylaw 5(d) to adapt voting procedures on financial matters to the proposed amendment to bylaw 13 and amended bylaw 13 to provide that no sovereignty member will pay more than the largest membership assessment of any compact member or 15 percent of the total of membership assessments and fees for compact and sovereignty members, whichever is greater.

Mr. Reese moved to adopt amendments to bylaws 5 and 13 as proposed. There was no discussion. The motion passed by unanimous voice vote.

**B. Approval of the 2024-2025 Budget**

Mr. Ashley noted some anomalies (a large general-operations deficit caused by a shortfall in membership fee assessment mitigated by rental savings and surpluses in the audit and nexus programs caused by their share of rental savings), but stated that overall, the budget is in balance. He noted nothing new on the expenditure side. He directed attendees to the detailed revenue and expense tables for more information.

Mr. Reese moved to approve the FY24-25 budget. There was no discussion. The motion passed by unanimous voice vote.

## **V. Report of the Executive Director**

Greg Matson, executive director, highlighted staff and program accomplishments contained in his written annual report. The joint audit program, in particular, has performed exceptionally well in the past year. In addition, the new learning management system is up and running and ready for attendees to join. He noted the hiring of a new finance and administration officer and emphasized IT Department Chris Lane's efforts in securing the Commission's servers. In addition, he asked for interested state speakers for future outside organizational conferences and events to let him know.

## **VI. Reports of the Executive Committee and Other Committees**

### **A. Committee Reports**

#### **1. Executive Committee**

Mr. Matson reported that the Executive Committee met three times this fiscal year. Some of the items the Executive Committee reviewed and approved include updated committee charters; an updated vision statement proposed by the Strategic Planning Committee; a revised Public Participation Policy and corresponding bylaw changes; changes to Bylaw 5 and 13 with respect to sovereignty membership assessments; and a change to Bylaw 8 allowing written approval as a substitute for an actual countersignature for certain large payments. These meetings are documented in the written report and the minutes of the meetings.

#### **2. Audit Committee**

Frank Hales (Utah), chair, reported that the Committee met three times during the fiscal year. At each meeting, the audit committee reviewed the status of all audits, in progress or recently closed. Discussions were held on income tax and sales tax audits that had significant issues. MTC legal staff also provided a presentation on recent state tax litigation at each meeting, which Mr. Hales noted was greatly appreciated.

#### **3. Litigation Committee**

Ray Langenberg (Texas), chair, said the Litigation Committee met three times during the fiscal year, and referred attendees to the report posted online for a full update. He praised the work of Commission staff attorneys Brian Hamer and Jennifer Stosberg for consistently planning and coordinating attorney training sessions.

#### **4. Nexus Committee**

Bryan Kelly (Washington), chair, noted that the committee met regularly over the course of the year. The nexus committee brought in \$28 million for participating states – the highest number that has come through the joint VDA program to date.

He thanked outside practitioners for their presentations on remote sellers, facilitators, local administration issues, and completing a voluntary disclosure.

**5. Report of the Strategic Planning Committee**

Mr. Matson delivered the report. At the recent meeting, the Committee elected a new chair, Keith Richardson (District of Columbia). Over the course of the year, the committee held meetings related to the Public Participation Policy revision project. The public hearing on the proposed revision took place on April 11, 2024, with Ms. Prosser as the hearing officer. In addition, the MTC is moving forward with several additions to the training program. The MTC has had high participation in the Partnerships and Market Based Sourcing courses. Training efforts, both virtual and in-person, continue. The recommendations in the strategic planning workgroup’s report on training continue to be implemented.

**6. Report of the Uniformity Committee**

The Uniformity Committee met in person three times last fiscal year, drawing representatives from 40 states—both in-person and remotely. Members of the public also participated in those meetings. The committee has undertaken three major projects — State Taxation of Partnerships; Sales Taxation of Digital Products; and a Model Receipts Sourcing Regulation Review – and established work groups for those projects. At the recent Uniformity Committee meeting, the committee voted not to proceed on its current course of action (trucking) in the model receipts sourcing regulation review.

**B. Commission Action on Executive and Other Committee Reports**

Mr. Reese moved for approval of the Executive Committee’s report and other committee reports presented, as well as ratification of all actions of the Executive Committee during FY 2024. There was no discussion. The motion passed by unanimous voice vote.

**VII. Unfinished Business**

There was no unfinished business to be considered at this meeting.

**VIII. New Business**

**A. Proposed revised Public Participation Policy, including conforming bylaw amendments**

At its meeting on May 2, 2024, the Executive Committee approved a completely revised Public Participation Policy and conforming amendments to Commission Bylaws 4, 5, 7, and 11. Notice of these proposed amendments were provided to the states pursuant to Bylaw 12 on May 24, 2024 and were before the Commission for adoption.

Mr. Reese moved to approve the proposed revised Public Participation Policy, including conforming bylaw amendments. There was no discussion. The motion passed by unanimous voice vote

**B. Proposed revised Public Participation Policy, including conforming bylaw amendments**

At its meeting on May 2, 2024, the Executive Committee approved an amendment to Commission Bylaw 8(a). Notice of this proposed amendment was provided to the states pursuant to Bylaw 12 on May 24, 2024 and was before the Commission for adoption.

Mr. Ashley summarized the memo posted online – Bylaw 8(a) requires checks and other similar paper instruments that are non-routine and in excess of \$10K to be countersigned. The proposed amendment – for efficiency and security reasons – would simply require approval in writing.

Mr. Reese moved to adopt the proposed Bylaw 8(a) amendment. There was no discussion. The motion passed by unanimous voice vote.

**IX. Report of the Resolutions Committee**

Brendan Reese (Colorado), chair, presented seven honorary resolutions:

**Resolution No. 2024A** - Appreciation of the Colorado Department of Revenue Host of the 2024 Annual Meeting

**Resolution No. 2024B** - In Recognition of Frank Hales, Chair of the Audit Committee and Michael Williams, Vice Chair of the Audit Committee

**Resolution No. 2024C** - In Recognition of Ray Langenberg, Chair of the Litigation Committee and Aaishah Hashmi, Vice Chair of the Litigation Committee

**Resolution No. 2024D** - In Recognition of Bryan Kelly, Chair of the Nexus Committee and Robert Kindred, Vice Chair of the Nexus Committee

**Resolution No. 2024E** - In Recognition of Laurie McElhatton, Chair of the Uniformity Committee and Phil Skinner, Vice Chair of the Uniformity Committee

**Resolution No. 2024F** - In Appreciation of John Ficara, Chair of the Strategic Planning Committee

**Resolution No. 2024G** - In Appreciation of Gil Brewer

Mr. Richardson (District of Columbia) moved for approval of all honorary resolutions. The motion passed by unanimous voice vote.

**X. Report of the Nominating Committee**

Mr. Matson presented the slate of nominees, all of which have carried over from the previous fiscal year. Ms. Wald asked whether there were any nominations from the floor. There were none.

**XI. Election of Officers and Executive Committee**

Aaron Yost (Idaho) moved to accept the slate of nominees presented in the Nominating Committee report. The motion passed by unanimous voice vote.

**XII. Report of the Chair**

Ms. Wald presented a brief statement on behalf of Ms. Schardin Clarke thanking the committee for her re-nomination and appreciating the hard work of those present.

**XIII. Comments by Chair-Elect**

Ms. Schardin Clarke had no further comments.

**XIV. Adjournment**

Ms. McElhatton moved to adjourn. The Commission adjourned at 3:02 p.m. by unanimous consent.