



Memorandum of Understanding

This Memorandum of Understanding (MOU) describes a coordinated effort between Oklahoma, Colorado, Wyoming, and Pennsylvania (States) to attract automobile manufacturers in the U.S. to develop a functional and affordable original equipment manufacturer (OEM) fleet natural gas vehicle (NGV) that will also meet public demand. The States recognize the benefits and unique attributes of clean burning natural gas and understand the significant opportunity compressed natural gas (CNG) presents to save State and taxpayer dollars by encouraging an energy future that utilizes domestic energy resources to fuel our nation's transportation needs. Through the joint solicitation of a Multi-State Request for Proposal (Joint-RFP) that aggregates annual State fleet vehicle procurements, the States will endeavor to provide a demand base sufficient to support the design, manufacture, and sale of functional and affordable OEM NGVs by automotive manufacturers in the United States.

In anticipation of soliciting a Joint-RFP, the States will endeavor to coordinate with local agencies, municipalities, and companies to determine the number of NGVs each State can commit to purchase and the required specifications necessary to meet fleet needs. The Joint-RFP shall require that the ultimate cost of an OEM NGV should be comparably priced to an equivalent gasoline powered model and that warranty and reliability concerns are not compromised. Simultaneously, the States understand the need for continued development and expansion of CNG fueling infrastructure and should endeavor to encourage private investment, predicated on demonstrating an anticipated increase in State NGVs, to meet growing demand.

Pursuant to the terms of the Joint-RFP, to be executed at a later date, the States intend, where practical, to transition new fleet vehicle acquisitions, in committed volumes, to a resulting OEM NGV. Such future acquisitions should, when economically feasible, rely on traditional distribution channels that incorporate local businesses in procurement processes. In continued recognition of the benefits of CNG, the States should also endeavor to pursue fleet vehicle conversions to CNG, where economically compelling, based on a life-cycle cost analysis. The States will also reach out to fellow Governors to determine broader interest and participation in the principles and process outlined in this MOU.

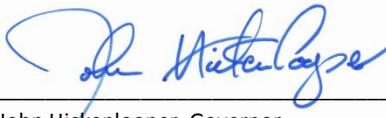
This MOU embodies the principle understandings of the States but shall not create any legal relationship, rights, duties, or obligations binding or enforceable at law or in equity. Notwithstanding the foregoing, each State shall in good faith endeavor to reach a mutually agreeable and economically beneficial Joint-RFP, as contemplated herein. This MOU does not create additional state power, enhance existing state power, or interfere with federal authority or law. This MOU shall continue to demonstrate the States' understanding until execution of the Joint-RFP, or until otherwise discontinued by either State.

Set forth this 9th day of November, 2011 by:

State of Oklahoma


Mary Fallin, Governor

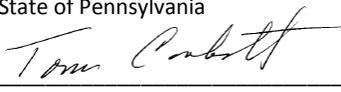
State of Colorado


John Hickenlooper, Governor

State of Wyoming


Matthew H. Mead, Governor

State of Pennsylvania


Tom Corbett, Governor