



NORTH AMERICAN ENERGY STANDARDS BOARD
Wholesale Gas Quadrant

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www.naesb.org

NAESB ADVISORY COMMITTEE MEETING

September 23, 2002

Marriott's Hunt Valley Inn
245 Shawan Road
Hunt Valley, Maryland 21031
410-785-7000



North American Energy Standards Board

1100 Louisiana, Suite 3625, Houston, Texas 77002

Phone: (713) 356-0060, Fax: (713) 356-0067, E-mail: naesb@aol.com

Home Page: www.naesb.org

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TO: NAESB Advisory Committee
FROM: Rae McQuade, Executive Director
RE: Advisory Committee Meeting Notice and Agenda
DATE: August 16, 2002

Dear Advisory Committee Members,

NAESB is pleased to announce an upcoming Advisory Committee meeting, scheduled for September 23 in Hunt Valley, Maryland in conjunction with the NAESB Annual Meeting. We hope that you will be able to attend, and as you can see from the proposed agenda, the meeting holds promise for discussions on our current and planned activities as an organization. These issues cross, state, federal and North American interests – both for natural gas and electric interests.

We hope that you will review our proposed agenda and offer other topics that you might want discussed. In the meeting materials provided, we have included our Bylaws and Certificate of Incorporation, our 2002 Annual Plan and new Quadrant structure. Your input to our process is a critical component of our organization's success, and we look forward to discussing these issues with you.

The meeting will be held:

Where:	Marriott Hunt Valley Inn 245 Shawan Road Hunt Valley, Maryland 21031	When:	Monday, Sep 23, 2002 9:00 a.m. to noon.
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For those members traveling from out of town, a block of rooms are available from the Marriott Hunt Valley Inn, and reservations can be made by calling 410-785-7000 and noting that you are with NAESB.

A reception will be held at the Marriott Hunt Valley Inn on Sunday, September 22 before the meeting, from 5:00 p.m. to 7:00 p.m. We look forward to seeing you in Maryland on September 23. Please feel free to call if you have any questions or comments, or additions to the agenda.

cc: Board of Directors
Laurie Paulson
Executive Committee Officers



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NAESB ADVISORY COMMITTEE MEETING

**MARRIOTT HUNT VALLEY INN, HUNT VALLEY, MARYLAND
September 23, 2002**

PROPOSED AGENDA

- 9:00 a.m.
1. Welcome & Administrative Items
 - Introductions
 - Antitrust Guidelines
 - Adoption of Agenda
 2. Brief Background on NAESB including high level review of governance documents
 3. Credit Worthiness Issues – July 22 Meeting
 4. 2002 Annual Plans
 5. Update on Quadrant Formation
 6. Technical Advisory Committee Creation
 7. Letter of Intent with NERC
 8. Other Issues
- Noon
9. Meeting Adjournment

Meeting Materials:

- Bylaws and Certificate of Incorporation
- July 22, 2002 NEASB-NEM Meeting Notes
- 2002 Annual Plans
- Quadrant Makeup
- Technical Advisory Committee Correspondence
- Letter of Intent between NAESB and NERC

Background Materials:

- Current Membership
- NAESB Profile



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2002 Advisory Committee

Bruce Ellsworth	Chairman, NAESB Advisory Committee & Former Commissioner, N.H. Public Utilities Commission & Former Chairman, NARUC
Charles Acquard	Executive Director, NASUCA
Bob Anderson	Commissioner, MT Public Service Commission
Diane Barney	New York State Department of Public Service
Laura Chappelle	Chair, Michigan Public Service Commission
Steve Chesebro'	Chairman, Benton Oil & Gas, & First Chairman, Gas Industry Standards Board
Bill Cooper	Majority Counsel, House Committee on Energy and Commerce
Alex DeBoissiere	Vice President, Government Regulations, Midwest ISO
David Eichenlaub	Virginia Corporation Commission
Christopher Freitas	Program Manager, U.S. Department of Energy
Charles Gray	Executive Director, NARUC
Craig Goodman	Executive Director, NEM
Maureen Helmer	Chair, New York Public Service Commission
Sheila Hollis	Partner, Duane, Morris & Heckscher
Robert Keating	Commissioner, MA Department of Public Utilities
Rebecca Klein	Chair, Texas Public Utility Commissioner
Ruth Kretschmer	Commissioner, Illinois Commerce Commission
Jerry Langdon	President, El Paso GT Texas Pipeline & Former Commissioner, FERC
Dan Larcamp	Director, FERC
Charles Matthews	Commissioner, Texas Railroad Commission
Don Mason	Commissioner, Ohio Public Utilities Commission
Raul Monteforte	Commissioner, Comision Reguladora de Energia
Judge Hullihen Moore	Commissioner, Virginia State Corporation Commission
Dave Nevius	Vice President, NERC
Dick O'Neill	Chief Economic Advisor, FERC
Tom Pearce	Ohio Public Utilities Commission
Brett Perlman	Commissioner, Texas Public Utility Commission
Phil Peters	Legal Attorney Advisor, FERC
Roland Priddle	Former Chairman, National Energy Board
Terry Rochefort	Business Unit Leader, National Energy Board
Bob Rowe	Commissioner, MT Public Service Commission
Howard Shafferman	Partner, Ballard Spahr Andrews and Ingersoll
Marsha Smith	Commissioner, Idaho Public Utilities Commission
Veronica Smith	Deputy Executive Director, PA Public Utility Commission
Lou Ann Westerfield	Idaho Public Utility Commission

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BYLAWS
Of
NORTH AMERICAN ENERGY STANDARDS BOARD, INC. (NAESB)
A Delaware Non-Stock, Non-Profit Corporation

ARTICLE 1 - DEFINITIONS

Section 1.1 Definitions

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Act" means the Delaware General Corporation Law, as amended.
- B. "Agent" means an individual, partnership, firm, corporation or other entity representing the interests of a member of NAESB, but who, itself, is not necessarily a member of NAESB.
- C. "Balanced Voting" means that, in the context of EC Subcommittees and task forces, with respect to Standards/Model Business Practices development, voting is governed by rules and procedures that provide for balance of interests among industry Segments and Quadrants participating in NAESB so as to avoid having any one interest exert undue influence over any decision.
- D. "Board" means the Board of Directors of NAESB.
- E. "Certificate" means the Certificate of Incorporation, as amended from time to time, of the NAESB.
- F. "Director" means an individual serving on the Board.

- 24 G. "EC" means the Executive Committee of NAESB, Inc. (in whole, as a Quadrant
25 EC, or any combination of the Quadrant EC(s)).
- 26 H. "EC Subcommittee" means a subcommittee established by the EC pursuant to
27 Section 10.5 of these Bylaws.
- 28 I. "Exhibit" means an attachment to these Bylaws.
- 29 J. "Majority" means a simple majority of each of the applicable Quadrants for the
30 purposes of voting.
- 31 K. "Members" means individuals and entities that satisfy the requirements for
32 membership set forth in Article 5 of the Bylaws, and includes Voting Members
33 and Non-Voting Members.
- 34 L. "Model Business Practice" means a protocol or procedure for the conduct of
35 specified acts or transactions. The term "Model Business Practice" does not
36 imply enforceability by NAESB.
- 37 M. "NAESB" means the North American Energy Standards Board, Inc.
- 38 N. "Operating Procedures" means the policies and rules that govern the behavior and
39 operation of committees, subcommittees and task forces of NAESB, as
40 established and maintained by the Parliamentary Committee of the Board, (as
41 established in Section 7.8(b)). They apply equally to all Quadrants and Segments.
- 42 O. "Quadrant" means any one of the following industry sectors that make up
43 NAESB: gas wholesale, electric wholesale, gas retail, and electric retail. A
44 particular Quadrant may be referred to as the "Wholesale Gas Quadrant,"
45 "Wholesale Electric Quadrant," "Retail Gas Quadrant," or "Retail Electric
46 Quadrant."
- 47 P. "Reconsideration" means a review of a proposed Standard or proposed Model
48 Business Practice subsequent to adoption by the EC and prior to ratification, as
49 described in Section 10.3(h) of these Bylaws.

50 . Q. "Segment" means one of the co-equal member groupings of a given Quadrant, as
51 defined by that Quadrant and approved by the Board as an Exhibit to these
52 Bylaws.

53 R. "Standard" means a protocol or procedure for the conduct of specified acts or
54 transactions. The term "Standard" does not imply enforceability by NAESB.

55 S. "Triage Process" refers to the actions taken from the time a request for a proposed
56 Standard or a proposed Model Business Practice is received by the NAESB office,
57 through consideration by the Triage Subcommittee, and until such time as the EC
58 assigns the request for consideration.

59 T. "Voting Member" means an individual, partnership, firm, corporation or other
60 entity whose NAESB dues are current and who meets the requirements for
61 membership of a given Segment(s) within a Quadrant(s), and who has joined such
62 Quadrant(s) and Segment(s). A Voting Member may only be a member of
63 multiple Quadrants and Segments if it has paid dues in each such Quadrant and
64 Segment.

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67 **ARTICLE 2 - PURPOSES, SCOPE, ACTIVITIES AND POLICIES**

68 **Section 2.1 Purposes, Scope and Activities**

69 The purposes, scope and activities of NAESB are set forth in Article II of the Certificate.

70 **Section 2.2 Policies**

71 (a) As expressed in Article IV, Section 1 of the Certificate, NAESB's policy is to
72 encourage a widely-based membership of diverse stakeholders whose business
73 interests are directly affected by the adoption of Standards and Model Business
74 Practices for their commercial activities. Consistent with this approach, NAESB's
75 policy is that all meetings of NAESB, including those of its Members, Board, EC,
76 Advisory Council (as established in Section 7.9), Board committees, EC
77 Subcommittees and task forces, shall be open to any member of the public and the

78 minutes thereof shall be available to the public, except as provided in Section 9.1
79 of these Bylaws.

80 (b) The principles governing NAESB are:

81 **Independence** – NAESB should be an independent body. While it may have
82 informal liaisons to trade associations, other standards organizations and
83 government agencies, it should be a separately incorporated, fully independent,
84 organization.

85 **Openness** -- NAESB should conduct its activities in the open. Openness should
86 apply to all aspects of its organizational governance, elections and Standards or
87 Model Business Practices development processes, including work products and
88 related meetings. The meetings, agendas and items set for discussion and/or
89 possible vote should be publicly noticed, and interested parties, regardless of
90 membership should have the opportunity to participate.

91 **Voluntary** -- Participation in NAESB should be voluntary and adherence to its
92 Standards and Model Business Practices should, from NAESB's perspective, also
93 be voluntary. Membership should not be dependent upon whether the company
94 seeking membership implements the Standards and Model Business Practices.
95 NAESB will not maintain any type of enforcement activity.

96 **Balance of Interests** – The voting with respect to governance, Standards, Model
97 Business Practices, and Operating Procedures should provide for balance among
98 industry Segments and Quadrants participating in NAESB so as to avoid any one
99 interest group or group of interests having the ability to exert undue influence over
100 any decision.

101 **Inclusivity** – All interested parties have the opportunity to participate in the
102 activities of the standards organization and to join NAESB. All participants
103 should be identified and associated with a Segment and Quadrant.

104 **Consensus-Based Decisions** -- The voting rules should be constructed so that
105 decisions based upon consensus are encouraged. In addition, with respect to

106 voting upon the Standards or Model Business Practices issued or to be issued by
107 NAESB, energy Quadrants and their Segments should be assured that each energy
108 Quadrant and its Segments can protect its interests by requiring both super-
109 majorities and a minimum per Segment, and that a per Quadrant threshold be
110 achieved for passage of such Standards and Model Business Practices by NAESB.

111 **No Advocacy** – NAESB should be prohibited from taking advocacy positions on
112 its Standards or Model Business Practices as a party to any proceeding before a
113 governmental agency. This is not intended to preclude NAESB’s duly authorized
114 representatives from educating or communicating with any group as to NAESB’s
115 procedures and/or work product(s).

116 **Membership Driven** – NAESB should be membership driven. The paid staff
117 should perform administrative functions to support NAESB's activities. Requests
118 for Standard(s) or Model Business Practices should be proposed by identified
119 persons and not by NAESB or its committees and subcommittees. NAESB’s staff
120 should neither have a vote nor a role with respect to conducting the affairs of
121 NAESB other than to provide ministerial functions.

122 **Develop Practices, Not Policy** – The committees, subcommittees and task forces
123 of NAESB should endeavor not to create policy in their Standards or Model
124 Business Practices development activities absent being requested to do so by the
125 Board.

126 **Incorporate Best Practices** – To the extent reasonable, the Standards and Model
127 Business Practices to be established should reflect standardization and
128 streamlining of activities chosen as best practices from among existing and
129 reasonably anticipated policies and practices.

130 **Broad Applicability** – To the extent reasonable, the Standards and Model
131 Business Practices to be established should be structured such that they can be
132 applicable to both the electric and natural gas industries. The two industries
133 should work together to develop Standards and Model Business Practices when
134 joint Standards and Model Business Practices are appropriate. However, where

135 operating requirements dictate the need for different approaches, discrete
136 Standards and Model Business Practices will be established separately by
137 Quadrant(s).

138 **ANSI Accreditation** – NAESB will actively seek to transfer to itself the current
139 Gas Industry Standards Board accreditation as an American National Standards
140 Institute Standards Development Organization.

141 (c) It is the policy of NAESB to comply to the fullest extent possible with both the
142 letter and spirit of all applicable federal and state laws and regulations, including
143 the antitrust laws. The purpose of the antitrust laws is to preserve and promote
144 competition. Any conduct that violates Federal or State antitrust laws is
145 detrimental to the best interests of NAESB and its Members, and is, therefore,
146 contrary to NAESB policy. No officer, employee or member of NAESB is
147 authorized by NAESB to act contrary to this policy.

148 **Section 2.3 Quadrants and Segments**

149 The procedures of each Quadrant and Segment, respectively, shall conform to the policies
150 of NAESB as stated in the Certificate and these Bylaws. The Board shall have authority to
151 enforce these NAESB policies with regard to the procedures of the Quadrants and Segments.

152 In order to have representation on the Board or the EC, a Quadrant shall have at least
153 forty Voting Members and at least four Segments. Each Segment shall have at least five Voting
154 Members. This minimum representation requirement shall be reconsidered by the Board prior to
155 March 31, 2003 and biannually thereafter.

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157 **ARTICLE 3 - OFFICES**

158 **Section 3.1 Offices**

159 The registered office of NAESB shall be located in Delaware. NAESB may have any
160 number of other offices at such places as the Board may determine.

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ARTICLE 4 - SEAL

163 Section 4.1 Seal

164 NAESB may use a Corporate Seal. The Corporate Seal shall bear the name of NAESB,
165 the year of its incorporation and the words "Corporate Seal, Delaware."

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ARTICLE 5 - MEMBERS

168 Section 5.1 Voting Members

169 (a) The general requirements for Voting Membership are set forth in Article IV,
170 Section 1 and 2 of the Certificate. Individuals, partnerships, firms or corporations
171 shall join as Members through application for Voting Membership in one or more
172 Quadrants and Segments. The membership requirements for each Quadrant and
173 Segment are set forth in Exhibits 1 through 4.

174 (i) Each Voting Member shall be entitled to one (1) vote in person or by
175 proxy, and shall designate in writing the individual authorized to cast that
176 vote.

177 (ii) Each Voting Member may vote by proxy. Every proxy shall be executed
178 in writing by the Voting Member or by such Voting Member's duly
179 authorized attorney in fact and filed with the Secretary of NAESB. A
180 proxy shall be revocable at will, notwithstanding any other agreement or
181 any provision in the proxy to the contrary. The revocation of a proxy shall
182 not be effective until notice thereof has been given to the Secretary of
183 NAESB. A proxy shall not be revoked by the death or incapacity of the
184 maker unless, before the vote is counted or the authority is exercised,
185 written notice of such death or incapacity is given to the Secretary of
186 NAESB. No proxy shall be valid after three (3) years from the date of its
187 execution unless otherwise provided in the proxy.

188 (iii) As described in Article IV, Section 2 of the Certificate, each Voting
189 Member is required, as a condition of membership, to execute a revocable

190 appointment, in a proxy form approved by the Board, authorizing a
191 designated proxy to vote in favor of any of the proposals described in
192 Article V, Section 3 of the Certificate; provided, however, that any Voting
193 Member shall have the right to cast its vote, in lieu of such revocable
194 proxy, either in favor of or in opposition to any such proposal. This proxy
195 shall not expire until revoked by the Voting Member.

196 (iv) A trade association may join as a non-voting member. A trade association
197 may become a Voting Member only if there are no other Voting Members
198 of NAESB that can represent the interests of the trade association's
199 membership, or if the Quadrant determines that the trade association's
200 membership is otherwise under-represented by Voting Members. A trade
201 association shall not be eligible to hold a seat on either the Board or the
202 EC, except as an Agent of an eligible Voting Member.

203 (b) The Board may, by resolution, determine (a) the amount of the membership fee
204 described in Article VII, Section 1 of the Certificate to be assessed to each Voting
205 Member, and (b) the time and method of payment. Delinquency in payment of
206 membership fees has the effect on voting rights specified in Article IV, Section 2
207 of the Certificate.

208 (c) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws,
209 any action required or permitted to be taken by the members at any annual or
210 special meeting may be taken without a meeting, without prior notice and without
211 a vote, if a consent or consents in writing, setting forth the action so taken, shall
212 be signed by the members having not less than the minimum number of votes that
213 would be necessary to authorize or take such action at a meeting at which all
214 members having a right to vote thereon were present and voted. Such written
215 consents shall be delivered to NAESB by delivery to its registered office in the
216 State of Delaware, its principal place of business, or an officer or agent of NAESB
217 having custody of the book in which proceedings of meetings of members are
218 recorded. Delivery made to NAESB's registered office shall be by hand or by

219 certified or registered mail, return receipt requested. Every written consent shall
220 bear the date of signature of each member who signs the consent, and no written
221 consent shall be effective to take the corporate action referred to therein unless,
222 within sixty days of the earliest dated consent delivered to NAESB in the manner
223 required by this Section 5.1(f), written consents signed by a sufficient number of
224 members to take action are delivered to NAESB by delivery to its registered office
225 in the State of Delaware, its principal place of business, or an officer or agent of
226 the Corporation having custody of the book in which proceedings of meetings of
227 members are recorded. Delivery made to NAESB's registered office shall be by
228 hand or by certified or registered mail, return receipt requested. Prompt notice of
229 the taking of the corporate action without a meeting by less than unanimous
230 written consent shall be given to those members who have not consented in
231 writing. In the event that the action which is consented to is such as would have
232 required the filing of a certificate by law, if such action had been voted on by
233 members at a meeting thereof, the certificate filed shall state, in lieu of any
234 statement required by law concerning any vote of members, that written consent
235 has been given in accordance with the Delaware General Corporation Law, and
236 that written notice has been given.

237 **Section 5.2 Non-Voting Members**

238 As provided in Article IV, Section 3 of the Certificate, Non-Voting Members shall
239 include, but not be limited to, federal, state and local agencies; non-profit research organizations;
240 and similar entities.

241 **Section 5.3 Nontransferable**

242 Membership in NAESB is not transferable to another corporation or entity, although
243 member organizations may transfer representation from one individual to another upon written
244 notice to the Secretary. Such transfer of representation shall not extend to transfer of Board or
245 EC seats.

246 **Section 5.4 Resignation**

247 Any Member may resign from membership by written notice to the Secretary, whereupon
248 that Member's NAESB voting rights and member benefits shall cease.

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ARTICLE 6 - MEETINGS OF MEMBERS

Section 6.1 Place of Meetings

253 Meetings of the Members shall be held at such place as may be fixed by the Board. If no
254 place is fixed by the Board, meetings of the Members shall be held at the registered office of
255 NAESB.

Section 6.2 Annual Meeting

257 Unless the Board provides by resolution for a different time, the Annual Meeting of the
258 Members shall be held in September, October, November or December of each year on the date
259 specified by the Board in the notice of annual meeting.

Section 6.3 Special Meetings of Members

261 Special meetings of the Members may be called at any time by the Board Chair, by a
262 Majority of the Board or by a Majority of Voting Members. Upon written request of any person
263 entitled to call a special meeting, the Secretary shall (a) fix the date and time of the meeting,
264 which shall be held not less than ten (10) days nor more than sixty (60) days after receipt of the
265 request, and (b) give notice thereof in accordance with Article 11. If the Secretary neglects or
266 refuses to fix the meeting date or give notice, the person or persons calling the meeting may do
267 so.

Section 6.4 Determination of Members of Record

269 The Board may fix a time, not more than sixty (60) days prior to the date of any meeting
270 of the Members or any adjournment thereof, as a record date for the determination of the
271 Members entitled to notice of, or to vote at, such meeting. The Board may similarly fix a record
272 date for the determination of the Members of record for any other purpose. When a
273 determination of the Members of record has been made for purposes of a meeting, the

274 determination shall apply to any adjournment thereof unless the Board fixes a new record date for
275 the adjourned meeting.

276 **Section 6.5 Notice of Meetings of Members**

277 Notice of meetings of Members and meetings of Quadrants and Segments to elect or
278 remove Directors or EC Members, or to amend their Exhibits, shall be given in the manner
279 described in Article 11 of the Bylaws. When a meeting of the Members is adjourned, it shall not
280 be necessary to give any notice of the adjourned meeting or of the business to be transacted at an
281 adjourned meeting, other than by announcement at the meeting at which such adjournment is
282 taken, unless the Board fixes a new record date for the adjourned meeting or the Act requires
283 notice of the business to be transacted and such notice has not previously been given.

284 **Section 6.6 Quorum**

285 The quorums for meetings of Voting Members shall be as described in Article V,
286 Section 2 of the Certificate. The quorums may be determined by counting attendance in person or
287 by proxy. The Voting Members present at a duly organized meeting can continue to do business
288 until adjournment, notwithstanding the withdrawal of enough Members to leave less than a
289 quorum. If a meeting cannot be organized because a quorum has not attended, those present
290 may, except as otherwise provided in the Act, adjourn the meeting to such time and place as they
291 may determine.

292 **Section 6.7 Adjournment**

293 Adjournments of any meeting of the Members may be taken.

294 **Section 6.8 Organization**

295 At every meeting of the Members, the Board Chair, or in his or her absence, the Board
296 Vice Chair, or in the absence of the Board Chair and the Board Vice Chair, the Board Second
297 Vice Chair or the Board Third Vice Chair, respectively, together representing each of the
298 Quadrants within the Board, or a chair chosen by the Members, shall act as chair. The Secretary,
299 or in his or her absence, a person appointed by the chair, shall act as secretary.

300 **Section 6.9 Voting on Particular Issues**

301 Article V, Sections 3 and 4 of the Certificate describe the voting procedures and the
302 number of votes required for adoption and approval for particular issues with respect to NAESB.

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ARTICLE 7 - BOARD

305 **Section 7.1 Board**

306 The business and affairs of NAESB shall be managed by the Board. The powers of
307 NAESB shall be exercised by, or under the authority of, the Board except as otherwise provided
308 by statute, the Certificate or these Bylaws. Specific powers and duties are delegated to the EC by
309 Article III, Section 5 of the Certificate. The Board may delegate such other powers to the EC, as
310 it deems appropriate if such delegation is consistent with the Certificate.

311 **Section 7.2 Qualifications of Directors**

312 Each Director shall be a natural person at least eighteen (18) years of age who need not be
313 a resident of Delaware and who shall be a Voting Member, or a partner in, or an officer,
314 employee or agent of, a Voting Member.

315 **Section 7.3 Number and Election of Directors**

316 The Board shall consist of representatives of the Quadrants, each Quadrant determining
317 the number of Directors who shall occupy seats on the Board, except that every Segment of a
318 Quadrant shall be represented by at least one Director. Regardless of the number of Directors
319 elected from each Quadrant, no Quadrant shall be entitled to cast a vote greater than the
320 percentage that its Quadrant represents in relation to the total number of Quadrants represented
321 on the Board at a given time. Each Segment within a Quadrant shall be represented by an equal

322 number of Directors, to be determined by that Quadrant. The procedures for electing the
323 Directors shall be as specified in each Quadrant's Exhibit. Each Quadrant shall communicate the
324 timing of its election of Directors.

325 **Section 7.4 Term of Office**

326 (a) The term of office of a Director shall be for a period set by the Quadrant, not less
327 than 1 year, not to exceed three years. Quadrants may elect Directors for varying
328 terms. Directors may be reelected to subsequent terms.

329 (b) Each Director shall hold office during his or her term until the earliest of: (i) the
330 expiration of the term for which he or she was elected and until his or her
331 successor has been elected and qualified, (ii) the Director's resignation of his or
332 her Voting Membership (if the Director is the Voting Member as an individual) or
333 the lapse of the Director's Voting Membership for delinquency in membership fee
334 payment, (iii) the resignation or lapse (through delinquency in membership fee
335 payment) of Voting Membership of the entity of which the Director is a partner,
336 officer, employee or agent, or (iv) the Director's death, resignation, or removal.

337 **Section 7.5 Vacancies**

338 Vacancies in the Board resulting from the circumstances described in Subsections
339 7.4(b)(ii), (iii) or (iv) above shall be filled by the Quadrant and Segment in which the vacancy
340 occurs, in accordance with the procedures specified in that Quadrant's Exhibit.

341 **Section 7.6 Removal of Directors**

342 Procedures for removal of Directors representing a Quadrant and Segment are contained
343 in the pertinent Exhibit.

344 **Section 7.7 Resignations**

345 Any Director may resign at any time by giving written notice to the Secretary. The
346 resignation shall be effective upon receipt by NAESB or at such subsequent time as may be
347 specified in the notice of resignation.

348 **Section 7.8 Board Committees**

349 (a) The Board, by Majority vote of the entire Board, may establish, by means of
350 resolutions to be attached hereto, committees of the Directors. The resolutions
351 shall describe the powers and authorities of each committee, require each
352 committee to adopt procedures, and provide opportunity for Directors from each
353 Quadrant and Segment to participate in the committee's work.

354 (b) There shall be a Parliamentary Committee, consisting of members of the Board
355 with at least two Directors from each Quadrant. The function of the
356 Parliamentary Committee is to address issues related to corporate governance,
357 including, but not limited to, the Certificate of Incorporation, the Bylaws and the
358 Operating Procedures. Members of the Parliamentary Committee shall be
359 appointed by the Chair of the Board, who shall serve as the chair of this
360 committee.

361 **Section 7.9 Advisory Council**

362 The Board shall establish a standing Advisory Council, to be known as the "NAESB
363 Advisory Council." The Advisory Council shall be composed of not more than twenty-five (25)
364 persons who shall be knowledgeable about the issues involved in carrying out the purposes,
365 scope and activities of NAESB. The membership of the Advisory Council should be rotated
366 from time to time, and should reflect participation by federal, state and local agencies; public
367 interest groups; non-profit research organizations; and similar organizations. The Advisory
368 Council shall develop its own procedures consistent with the general guidance of the Board and
369 not inconsistent with the Certificate. The Advisory Council shall advise both the Board and EC.

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371

ARTICLE 8 - OFFICERS

372 **Section 8.1 Number**

373 The officers of NAESB shall include a Chair, and up to three Vice Chairs (each
374 representing a different Quadrant within the Board), a Secretary, a Treasurer, an Assistant
375 Treasurer, and an Executive Director. The officers may include one or more Assistant

376 Secretaries, other Assistant Treasurers, and such other officers as the Board may determine by
377 resolution. Any number of offices may be held by the same person.

378 **Section 8.2 Qualifications of Officers of NAESB**

379 The officers shall be natural persons at least eighteen (18) years of age who are Directors,
380 except that the Executive Director, Secretary, Assistant Secretaries and Assistant Treasurers need
381 not be Directors.

382 **Section 8.3 Election and Term of Office**

383 The officers of NAESB shall be elected by the Board at any meeting of the Board. Each
384 officer except for the Executive Director, Assistant Secretaries and Assistant Treasurers shall
385 serve for a term of one (1) year and until his or her successor begins his or her term, or until his
386 or her earlier death, resignation, or removal, or lapse of Director status pursuant to Subsections
387 7.4(b)(ii),(iii) or (iv) or Section 7.6. On expiration of the terms of the officers of NAESB, the
388 Vice Chair shall become the Chair, the Second Vice Chair shall become the Vice Chair, the
389 Third Vice Chair shall become the Second Vice Chair, and the Board shall elect a new Third
390 Vice Chair. The new Third Vice Chair shall be elected in the following order of rotation, which
391 shall be repeated indefinitely: Gas Wholesale, Electric Retail, Electric Wholesale, and Gas
392 Retail. If no Director representing a Quadrant is willing to serve as Third Vice Chair when the
393 rotation turns to that Quadrant, the Board shall elect a Third Vice Chair from among its
394 remaining Directors, and the rotation shall continue thereafter as though a Director representing
395 the Quadrant had in fact served as Third Vice Chair.

396 **Section 8.4 Removal of Officers**

397 Any officer may be removed by action of a Majority of the Directors whenever in their
398 judgment the best interests of NAESB will be served. Such removal shall be without prejudice to
399 the contract rights, if any, of any person so removed.

400 **Section 8.5 Resignations**

401 Any officer may resign at any time by giving written notice to the Secretary. The
402 resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be
403 specified in the notice of resignation.

404 **Section 8.6 The Chair**

405 The Chair shall be the chief executive officer of NAESB and shall have general
406 supervision over the business and operations of NAESB, subject to the control of the Board. The
407 Chair shall chair all meetings of the Board and the Members. The Chair shall execute in the
408 name of NAESB, deeds, mortgages, bonds, contracts, and other instruments to the extent
409 authorized by the Board, except in cases where the execution thereof shall be expressly delegated
410 by the Board to some other officer or agent of NAESB. In general, the Chair shall perform all
411 duties incident to the office of Chair and such other duties as may be assigned by the Board.

412 **Section 8.7 The Vice Chairs**

413 There shall be not more than three Vice Chairs. In the absence or disability of the Chair
414 or when so directed by the Chair, a Vice Chair (in order of precedence) may perform all the
415 duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all the
416 restrictions upon, the Chair. The Vice Chairs shall perform such other duties as may be assigned
417 by the Board or the Chair.

418 **Section 8.8 The Secretary**

- 419 (a) Unless the Board directs otherwise, the Executive Director shall be the Secretary
420 of NAESB.
- 421 (b) The Secretary shall attend all meetings of the Board and of the Members. The
422 Secretary shall record all votes of the Board, EC and the Voting Members and the
423 minutes of the meetings of the Board, EC and of the Members in a book or books
424 belonging to NAESB to be kept for that purpose. The Secretary shall see that
425 required notices of meetings of the Board and of the Members are given and that
426 all records and reports are properly kept and filed by NAESB. The Secretary shall
427 be the custodian of the seal of NAESB and shall see that it is affixed to all
428 documents to be executed on behalf of NAESB under its seal. In general, the
429 Secretary shall perform all duties incident to the office of Secretary and such other
430 duties as may be assigned by the Board or the Chair.

- 431 (c) In the absence or disability of the Secretary or when so directed by the Secretary,
432 any Assistant Secretary may perform all the duties of the Secretary, and, when so
433 acting, shall have all the powers of, and be subject to all the restrictions upon, the
434 Secretary. Each Assistant Secretary shall perform such other duties as may be
435 assigned by the Board, the Chair, or the Secretary.
- 436 (d) To the extent not provided for by the EC, the Secretary shall appoint persons to
437 take minutes of EC Meetings and EC Subcommittee meetings.

438 **Section 8.9 The Treasurer**

- 439 (a) Unless the Board directs otherwise, the Second Vice Chair shall be the Treasurer.
440 The Executive Director shall be an Assistant Treasurer.
- 441 (b) The Treasurer shall be responsible for corporate funds and securities and shall
442 keep full and accurate accounts of receipts and disbursements in books belonging
443 to NAESB. The Treasurer shall have full authority to receive and give receipts for
444 all money due and payable to NAESB, and to endorse checks, drafts, and warrants
445 in its name and on its behalf and to give full discharge for the same. The
446 Treasurer shall deposit all funds of NAESB, except such as may be required for
447 current use, in such banks or other places of deposit as the Board may designate.
448 In general, the Treasurer shall perform all duties incident to the office of Treasurer
449 and such other duties as may be assigned by the Board or the Chair.
- 450 (c) In the absence or disability of the Treasurer or when so directed by the Treasurer,
451 any Assistant Treasurer may perform all the duties of the Treasurer, and, when so
452 acting, shall have all the powers of, and be subject to all the restrictions upon, the
453 Treasurer. Each Assistant Treasurer shall perform such other duties as may be
454 assigned by the Board, the Chair, or the Treasurer.

455 **Section 8.10 The Executive Director**

456 The Executive Director shall be the chief operating officer of NAESB, and be subject to
457 the control of the Board. The Executive Director shall have all powers and duties necessary for
458 managing the day-to-day operating and business affairs of NAESB and directing all activities of

459 NAESB as prescribed by the Board. Unless the Board directs otherwise, the Executive Director
460 shall be the Secretary of NAESB. The compensation of the Executive Director shall be fixed by
461 the Board.

462

463 **ARTICLE 9 - MEETINGS OF DIRECTORS**

464 **Section 9.1 Place of Meetings**

465 The Board may hold its meetings at such places as the Board may appoint or as may be
466 designated in the notice of the meeting. Meetings or portions of meetings may be closed to the
467 public only (and the pertinent minutes withheld from the public) for discussion of paid NAESB
468 employees or their compensation and for litigation matters involving NAESB as a corporate
469 entity.

470 **Section 9.2 Organization**

471 Every meeting of the Board shall be presided over by the Chair, or in the absence of the
472 Chair, a Vice Chair in order of precedence, or in the absence of the Chair and the Vice Chairs, a
473 chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a
474 person appointed by the chair, shall act as secretary.

475 **Section 9.3 Annual Meeting**

476 Unless the Board provides by resolution for a different time, the annual meeting of the
477 Board shall take place immediately after the annual meeting of the Members. The newly
478 constituted Board shall meet without prior notice at the place where the meeting of the Members
479 was held, or at any other place and time designated in a notice given as provided in Article 11,
480 for the purposes of organization, election of officers, and the transaction of other business.

481 **Section 9.4 Regular Meetings**

482 The Board may hold its regular meetings at such place and time as shall be designated by
483 resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws
484 of the state in which the meeting will be held, the meeting shall be held on the next succeeding
485 business day or at such other time as may be determined by resolution of the Board. The Board
486 shall transact such business as may properly be brought before its meetings.

487 **Section 9.5 Special Meetings of the Board**

488 The Chair or at least one-third of the Directors may call special meetings of the Board,
489 which shall be held at such time and place as shall be designated in the call for the meeting. Ten
490 (10) days' notice of any special meeting shall be given to each Director pursuant to Article 11 or
491 by telephone. Such notice shall state the time and place of such special meeting and state the
492 matters to be discussed at the special meeting. Action taken at special meetings shall be limited
493 to the matters described in the meeting notice.

494 **Section 9.6 Quorum**

495 The quorum necessary for a meeting of the Board is a majority of the Directors, as
496 described in Article V, Section 1 of the Certificate.

497 **Section 9.7 Participation and Voting in Meetings**

498 (a) One (1) or more Directors may participate in a meeting of the Board or a
499 committee thereof by means of conference telephone or similar communications
500 equipment by means of which all persons participating in the meeting can hear
501 each other.

502 (b) Each Director shall be entitled to one (1) vote.

503 (c) Article V, Sections 1 and 3 of the Certificate describe the voting procedures and
504 the number of votes required for adoption or approval for particular issues with
505 respect to NAESB.

506 (d) No substitutes shall be permitted to vote at Board meetings.

507 (e) Notational voting by Directors is proper in the following circumstances and
508 pursuant to the following procedures:

509 (i) In lieu of meeting: The Chair may request that any vote or action be taken
510 by the Board without a meeting and without unanimous consent, and such
511 action may be taken if approved by the appropriate voting levels specified
512 in Article V of the Certificate. Notice of the Chair's request shall be given
513 to all Directors in the manner specified in Article II of the Bylaws.

514 (ii) During meetings: Notational votes from a Director not in attendance shall
515 be accepted and counted at a Board meeting with respect to any resolutions
516 circulated in writing in advance of a Board meeting; provided, however,
517 that if substantive changes are made in a resolution at the Board meeting
518 such advance notational votes shall not be counted with respect to that
519 resolution, but the procedures specified in (iii) below should be used.

520 (iii) Following a meeting: The Board shall indicate whether, and if so for how
521 long, notational votes will be accepted after a meeting relating to particular
522 issues voted on at that meeting.

523 (f) While Board Members may participate and vote by means of teleconference or
524 other electronic means, eligibility to continue serving as a Board member is
525 dependent upon in-person attendance at no less than 25% of scheduled Board
526 Meetings and participation in at least 75% of such meetings. Such
527 attendance/participation threshold shall be reviewed at March 31 and September
528 30 of each year for the preceding twelve months.

529

530 **ARTICLE 10 - EXECUTIVE COMMITTEE**

531 **Section 10.1 Duties and Responsibilities**

532 The EC shall have the duties and responsibilities described in Article III, Section 5 of the
533 Certificate.

534 **Section 10.2 EC Members**

535 (a) The EC shall consist of representatives of the Quadrants, with each Quadrant
536 determining the number of EC Members representing that Quadrant. Regardless
537 of the number of EC members elected from each Quadrant, no Quadrant shall be
538 entitled to cast a vote greater than the percentage that its Quadrant represents in
539 relation to the total number of Quadrants represented on the EC. Each Segment
540 within a Quadrant shall be represented by an equal number of EC Members, to be

541 determined by that Quadrant. The procedures followed for electing the EC
542 members shall be those specified in that Quadrant's Exhibit.

543 (b) The term of office of an EC member shall be for a period set by the Quadrant, not
544 less than 1 year, not to exceed three years. Each Quadrant will determine the
545 terms for their EC members. EC member terms may vary between Quadrants.
546 EC members may be reelected to subsequent terms. Each EC Member shall hold
547 office during his or her term until the earliest of: (i) the expiration of the term for
548 which he or she was elected and until his or her successor has been elected and
549 qualified, (ii) the EC Member's resignation of his or her Voting Membership (if
550 the EC Member is the Voting Member as an individual) or the lapse of the EC
551 Member's Voting Membership for delinquency in membership fee payment, (iii)
552 the resignation or lapse (through delinquency in membership fee payment) of
553 Voting Membership of the entity of which the EC Member is a partner, officer,
554 employee or agent, or (iv) the EC Member's death, resignation, or removal.

555 (c) Each EC Member shall be a natural person at least eighteen (18) years of age who
556 need not be a resident of Delaware and who shall be a Voting Member, or a
557 partner in, or an officer, employee or agent of, a Voting Member.

558 (d) Vacancies in the EC resulting from the circumstances described in Subsections
559 10.2 (b)(ii), (iii), or (iv) above or described in Section 10.2(d) below shall be filled
560 by the Segment in which the vacancy occurs, in accordance with the procedures
561 specified in that Quadrant's Exhibit.

562 (e) Procedures for removal of EC Members representing a Segment are contained in
563 the pertinent Quadrant's Exhibit.

564 (f) Any EC Member may resign at any time by giving written notice to NAESB. The
565 resignation shall be effective upon receipt by the Secretary or at such subsequent
566 time as may be specified in the notice of resignation.

567 **Section 10.3 EC Organization**

- 568 (a) The EC shall elect from among its members an EC Chair, and up to three vice-
569 chairs (each representing a different Quadrant within the EC). Each of these
570 officers shall serve for a term of one (1) year and until his or her successor has
571 been elected and qualified, or until his or her earlier death, resignation, or
572 removal. The EC may appoint a secretary.
- 573 (b) Every meeting of the EC shall be presided over by the EC Chair, an EC Vice
574 Chair (in order of precedence) or, in the absence of the EC Chair and EC Vice
575 Chairs, a chair chosen by a Majority of the EC Members present.
- 576 (c) A majority of the EC may remove the EC Chair or an EC Vice Chair from his or
577 her position whenever in its judgment the best interests of the EC or NAESB will
578 be served thereby.
- 579 (d) The EC Chair and EC Vice Chairs may resign at any time by giving written notice
580 to the NAESB Secretary. The resignation shall be effective upon receipt by the
581 NAESB Secretary or at such subsequent time as may be specified in the notice of
582 resignation.
- 583 (e) The EC shall divide itself into Quadrants to consider Standards and Model
584 Business Practices. The number of Quadrants considering a particular Standard or
585 a particular Model Business Practice shall be determined by the EC as a whole,
586 acting upon requests presented to it through the Triage Process.
- 587 (f) By a Majority vote, the EC shall assign responsibility to one or more Quadrants to
588 address each request for a proposed Standard or a proposed Model Business
589 Practice, at the conclusion of the Triage Process. The Quadrant(s) assigned such
590 responsibility shall process the request and vote on the ultimate recommendation.
591 Only the members of the Quadrant(s) to which the request has been assigned may
592 vote to ratify actions taken to approve a Standard or a Model Business Practice.
593 Any Standard or Model Business Practice adopted by a Quadrant(s) shall apply
594 only to the activities of the energy sector covered by that Quadrant(s).

- 595 (g) As part of the Triage Process, the EC may direct that two or more Quadrants
596 jointly consider a request for proposed Standards or proposed Model Business
597 Practices. In such event, the indicated Quadrants of the EC shall jointly act on the
598 recommendation (and in so doing, may appoint joint subcommittees or task forces
599 to assist in such consideration) and, if applicable, the members of the affected
600 Quadrants shall act on ratification of the Standards or Model Business Practices.
601 To the extent that multiple Quadrants, having jointly considered Standards or
602 Model Business Practices, cannot reach agreement on such Standards or Model
603 Business Practices, the EC representatives of any of the participating Quadrants
604 may, by a Majority vote, instruct the subcommittee to provide a status report.
605 After receiving the status report, the EC representatives from any of the
606 participating Quadrants may request the EC to re-triage the request for a proposed
607 Standard or proposed Model Business Practice to allow a Quadrant(s) to proceed
608 independently.
- 609 (h) Any Quadrant(s) that believes that it is affected by a Standard or Model Business
610 Practice adopted by any other Quadrant(s) of the EC may seek Reconsideration of
611 the assignment of such proposed Standard or Model Business Practice.
- 612 (i) Within 30 days after the publication of the meeting minutes recording the
613 EC vote to approve a proposed Standard or Model Business Practice, any
614 Quadrant(s) that believes itself to be affected by such action shall so
615 indicate in a resolution adopted by a Majority vote of the EC of such
616 Quadrant(s), which shall be forwarded by the NAESB office to the EC
617 Chair and the entire EC.
- 618 (ii) Within 30 days of notice to the EC of such affirmative vote, the EC shall
619 enter a Reconsideration action on the agenda for its next meeting. A
620 Reconsideration action shall pass if a Majority of each Quadrant of the EC
621 that did not vote to adopt the recommended Standard or Model Business
622 Practice now votes in favor of Reconsideration.
- 623 (iii) In the event the Reconsideration action passes, an affected Quadrant and
624 any other Quadrants that were assigned the request for a proposed

625 Standard or proposed Model Business Practice as a result of the initial
626 Triage Process shall jointly consider such request for a proposed Standard
627 or a proposed Model Business Practice as described in Section 103 (g) of
628 these Bylaws.

629 (iv) If the Reconsideration action fails, the Quadrant(s) that adopted the
630 recommendation for a proposed Standard or a proposed Model Business
631 Practice shall proceed with ratification of such proposals by the members
632 of such Quadrant(s).

633 (i) The ratification of a Standard or Model Business Practice requires a 67% approval
634 of the members of each of the applicable Quadrant(s) returning ballots.

635 (j) Minutes shall be kept of all EC and EC Subcommittee meetings and forwarded to
636 the NAESB Secretary.

637 **Section 10.4 Meetings**

638 (a) The EC as a whole, or the EC for individual Quadrant(s), may hold regular
639 meetings at such place and time as shall be designated by resolution of the EC as a
640 whole or the EC for individual Quadrants, as applicable.

641 (b) Quadrant ECs will make all reasonable efforts to coordinate the times and
642 locations of their meetings such that meetings which occur on concurrent or
643 consecutive days will be in close physical proximity, facilitating attendance of
644 multiple meetings by EC members, individual NAESB members of any Quadrant,
645 or other interested parties.

646 (c) The EC Chair or at least one-third of the EC members may call special meetings
647 of the EC which shall be held at such time and place as shall be designated in the
648 call for the meeting. At least five (5) days' notice of any special meeting shall be
649 given to each EC Member pursuant to Section 11.1 or by telephone. Such notice
650 shall state the time and place of such special meeting and state the matters to be
651 discussed at the special meeting. Action taken at special meetings shall be limited
652 to the matters described in the meeting notice.

- 653 (d) The quorum necessary for EC meetings is a majority, as set forth in Article V of
654 the Certificate.
- 655 (e) Each EC Member shall be entitled to one (1) vote.
- 656 (f) Article V, Section 4 of the Certificate describes the EC voting procedures and
657 number of votes required for adoption or approval for particular issues with
658 respect to NAESB.
- 659 (g) Each EC Member may participate and vote in EC meetings by proxy. Every
660 proxy shall be executed in writing by the EC Member or by his or her duly
661 authorized attorney in fact and filed with the Secretary of NAESB. A proxy shall
662 be revocable at will, notwithstanding any other agreement or any provision in the
663 proxy to the contrary. The revocation of a proxy shall not be effective until notice
664 thereof has been given to the Secretary of NAESB. A proxy shall not be revoked
665 by the death or incapacity of the maker unless, before the vote is counted or the
666 authority is exercised, written notice of such death or incapacity is given to the
667 Secretary of NAESB. Proxies may be limited in scope to the specific matters
668 described in the agenda for the meeting. The voting directions contained in a
669 proxy shall be read by the EC Chair at the beginning of the meeting.
- 670 (h) One (1) or more EC Members may participate in a meeting of the EC or a
671 committee thereof by means of conference telephone or similar communications
672 equipment by means of which all persons participating in the meeting can hear
673 each other.
- 674 (i) No substitutes shall be permitted to vote at EC meetings. However, a Designated
675 Alternate may vote at meetings of the EC in place of an absent EC Member from
676 a given Segment. A Designated Alternate is defined as a person named in a list by
677 the Segment that is received by the EC Secretary at least five (5) days prior to the
678 pertinent meeting of the EC. Each Segment's list shall be developed, amended
679 and structured in the manner described in that Quadrant's Exhibit. A Designated
680 Alternate has all voting rights of the EC Member in whose place he or she serves,

681 except for those matters on which the EC Member has already voted by proxy
682 prior to the beginning of a meeting.

683 (j) While EC Members may participate and vote by means of teleconference or other
684 electronic means, eligibility to continue serving as an EC member is dependent
685 upon in-person attendance at no less than 25% of scheduled EC Meetings and
686 participation in at least 75% of such meetings. Such attendance/participation
687 threshold shall be reviewed at March 31 and September 30 of each year for the
688 preceding twelve months..

689 (k) Notational voting by EC Members is proper in the following circumstances and
690 pursuant to the following procedures:

691 (i) In lieu of meeting: The EC Chair may request that any vote or action be
692 taken by the EC without a meeting and without unanimous consent, and
693 such action may be taken if approved by the appropriate voting levels
694 specified in Article V of the Certificate. Notice of the EC Chair's request
695 shall be given to all EC Members in the manner specified in Article II of
696 these Bylaws.

697 (ii) During meetings: Notational votes from an EC Member that is not present
698 shall be accepted and counted at an EC meeting with respect to any
699 resolutions circulated in writing in advance of an EC meeting; provided,
700 however, that if substantive changes are made in a resolution at the EC
701 meeting such advance notational votes shall not be counted with respect to
702 that resolution, but the procedures specified in (iii) below should be used.

703 (iii) Following a meeting: The EC shall indicate whether, and if so for how
704 long, notational votes will be accepted after a meeting relating to particular
705 issues voted on at that meeting.

706 **Section 10.5 EC Subcommittees**

707 (a) The EC may establish subcommittees to be comprised of Members and other
708 interested parties who have the opportunity to participate. Each EC

709 Subcommittee shall employ Balanced Voting. Each EC Subcommittee shall
710 report to, and serve at the pleasure of, the EC. EC Subcommittees shall each:

- 711 (i) elect a chair or co-chair, which shall be an EC Member and will serve until
712 removed by the subcommittee's membership;
- 713 (ii) carry out its work in accordance with the procedures adopted by the EC for
714 EC Subcommittees; and
- 715 (iii) keep regular minutes of its proceedings and provide copies of these
716 minutes promptly to the Secretary.

717 Any task forces established by EC Subcommittees shall be comprised of Members
718 and other interested parties.

- 719 (b) There shall be a Triage Subcommittee of the EC with one representative from
720 each Segment within each Quadrant. The Triage Subcommittee shall review and
721 recommend disposition of each request received by NAESB for a Standard, or
722 Model Business Practice. Disposition shall mean scope, priority consistent with
723 the Annual Plan, and assignment to a Quadrant(s) and subcommittee(s) for action.
724 The Chair of the EC shall consult with individual Segments to appoint the
725 members of the Triage Subcommittee and shall as also appoint its chair.

726

727

ARTICLE 11 - NOTICE

728 **Section 11.1 Written Notice**

- 729 (a) Whenever written notice is required to be given to any person, it may be given to
730 the person, either personally or by sending a copy by first class or express mail,
731 postage prepaid, or courier service, charges prepaid, or by telegram (with
732 messenger service specified), telex or TWX (with answer back received),
733 electronic mail (or its equivalent), or by facsimile transmission, to his or her
734 address or to his or her telex, TWX, electronic mail address or facsimile number
735 appearing on the books of NAESB, in the case of Directors or EC Members,
736 supplied by him or her to NAESB for the purpose of notice. If the notice is sent

737 by mail, telegraph or courier service, it shall be deemed to have been given when
738 deposited in the United States mail or with a telegraph office or courier service for
739 delivery to that person or, in the case of telex or TWX, when dispatched. A notice
740 of meeting shall specify the place, day and hour of the meeting and any other
741 information required by the Act. Except as otherwise provided by the Act or these
742 Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice
743 of the adjourned meeting, or of the business to be transacted at an adjourned
744 meeting, other than by announcement at the meeting at which such adjournment is
745 taken.

746 (b) Notices given shall comply with the provisions of Article VI, Sections 1 and 3 of
747 the Certificate.

748 **Section 11.2 Waiver by Writing**

749 Whenever any written notice is required to be given, a waiver in writing, signed by the
750 person or persons entitled to the notice, whether before or after the time stated, shall be deemed
751 equivalent to the giving of the notice.

752 **Section 11.3 Waiver by Attendance**

753 Attendance of a person at any meeting shall constitute a waiver of notice of the meeting
754 except where a person attends a meeting for the express purpose of objecting, at the beginning of
755 the meeting, to the transaction of any business because the meeting was not lawfully called or
756 convened.

757

758 **ARTICLE 12 - CONFLICTS OF INTEREST**

759 **Section 12.1 Interested Directors and Officers**

760 No contract or transaction between NAESB and one (1) or more of its Members,
761 Directors, or officers or between NAESB and any other corporation, partnership, association, or
762 other organization in which one (1) or more of its Directors or officers are directors or officers, or
763 have a financial interest, shall be void or voidable solely for such reason, or solely because the
764 Member, Director, or officer is present at or participates in the meeting of the Board or

765 committee thereof which authorizes the contract or transaction, or solely because his, her, or their
766 votes are counted for that purpose, if:

767 (a) the material facts as to the relationship or interest and as to the contract or
768 transaction are disclosed or are known to the Board or the committee thereof and
769 the Board or committee thereof in good faith authorizes the contract or transaction
770 by the affirmative votes of a majority of the disinterested Directors even though
771 the disinterested Directors are less than a quorum;

772 (b) the material facts as to his or her relationship or interest and as to the contract or
773 transaction are disclosed or are known to the Members entitled to vote thereon, if
774 any, and the contract or transaction is specifically approved in good faith by vote
775 of such Members; or

776 (c) the contract or transaction is fair as to NAESB as of the time it is authorized,
777 approved, or ratified by the Board or the Members.

778 Common or interested Directors may be counted in determining the presence of a quorum
779 at a meeting of the Board or of a committee thereof, which authorizes the contract or transaction.
780 NAESB's adoption of a Standard shall not constitute a "contract or transaction" within the
781 meaning of this section.

782

783 **ARTICLE 13 - LIMITATION OF LIABILITY; INSURANCE**

784 **Section 13.1 Limitation of Liability**

785 Article III, Section 6 of the Certificate contains limits on personal liability of Directors,
786 EC Members and other persons acting for NAESB, and these limitations are incorporated herein
787 by reference. Any repeal or amendment of Section 13.1 shall be prospective only and shall not
788 increase, but may decrease, a Director's liability with respect to actions or failures to act
789 occurring prior to such change.

790 **Section 13.2 Insurance**

791 NAESB shall purchase and maintain insurance on behalf of any person who is or was a
792 NAESB Director or NAESB Officer and, to the extent approved by the Board, on behalf of EC

793 Members, employees or agents of NAESB or on behalf of persons now or previously serving at
794 the request of NAESB as a director, officer, employee or agent of another domestic or foreign
795 corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against
796 any liability asserted against him or her and incurred by him or her in any such capacity, or
797 arising out of his or her status as such, whether or not NAESB would have the power to
798 indemnify him or her against that liability under the Act.

799

800 **ARTICLE 14 - INDEMNIFICATION**

801 **Section 14.1 Representative Defined**

802 For purposes of Article 14, "representative" means any Director, officer, employee, or
803 agent of NAESB.

804 **Section 14.2 Third-Party Actions**

805 NAESB shall indemnify, to the full extent not prohibited by law, any person who was or
806 is a party or is threatened to be made a party to any threatened, pending or completed action, suit
807 or proceeding, whether civil, criminal, administrative or investigative (other than an action by or
808 in the right of NAESB), by reason of the fact that he or she is or was a representative of NAESB,
809 or is or was serving at the request of NAESB as a representative of another domestic or foreign
810 corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise,
811 against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement
812 actually and reasonably incurred by him or her in connection with the action, suit or proceeding if
813 he or she acted in good faith and in a manner he or she reasonably believed to be in, or not
814 opposed to, the best interests of NAESB and, with respect to any criminal action or proceeding,
815 had no reasonable cause to believe his or her conduct was unlawful. The termination of any
816 action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo
817 contendere or its equivalent shall not of itself create a presumption that the person did not act in
818 good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best
819 interests of NAESB and, with respect to any criminal action or proceeding, had reasonable cause
820 to believe that his or her conduct was unlawful.

821 **Section 14.3 Derivative and Corporate Actions**

822 NAESB shall indemnify, to the full extent not prohibited by law, any person who was or
823 is a party, or is threatened to be made a party, to any threatened, pending or completed action or
824 suit by or in the right of NAESB to procure a judgment in its favor by reason of the fact that he or
825 she is or was a representative of NAESB or is or was serving at the request of NAESB as a
826 representative of another domestic or foreign corporation for profit or not-for profit, partnership,
827 joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and
828 reasonably incurred by him or her in connection with the defense or settlement of the action or
829 suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not
830 opposed to, the best interests of NAESB. Indemnification shall not be made under Section 14.3
831 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to
832 NAESB unless and only to the extent that the Court of Chancery or the court in which the action
833 or suit was brought determines upon application that, despite the adjudication of liability but in
834 view of all the circumstances of the case, such person is fairly and reasonably entitled to
835 indemnity for such expenses that the Court of Chancery or other court shall deem proper.

836 **Section 14.4 Procedure for Effecting Indemnification**

837 Unless ordered by a court, any indemnification under Section 14.2 or Section 14.3 shall
838 be made by NAESB only as authorized in the specific case upon a determination that
839 indemnification of the representative is proper in the circumstances because he or she has met the
840 applicable standard of conduct set forth in those Sections. The determination shall be made:

- 841 (a) by the Board by a majority vote of a quorum consisting of Directors who were not
842 parties to the action, suit or proceeding; or
- 843 (b) if such a quorum is not obtainable or if obtainable a quorum of disinterested
844 Directors so directs, by independent legal counsel in a written opinion.

845 **Section 14.5 Advancing Expenses**

846 Expenses (including attorneys' fees) incurred in defending any action, suit or proceeding
847 referred to in Article 14 may be paid by NAESB in advance of the final disposition of the action,
848 suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay

849 the amount if it is ultimately determined that he or she is not entitled to be indemnified by
850 NAESB as authorized in this Article or otherwise.

851 **Section 14.6 Supplementary Coverage**

852 The indemnification and advancement of expenses provided by or granted pursuant to
853 Article 14 shall not be deemed exclusive of any other rights to which a person seeking
854 indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote
855 of the Members or disinterested Directors, or otherwise, both as to action in his or her official
856 capacity and as to action in another capacity while holding that office. Section 12.1 (relating to
857 interested Directors or officers) shall be applicable to any bylaw, contract, or transaction
858 authorized by the Directors under this Section 14.6.

859 **Section 14.7 Duration and Extent of Coverage**

860 The indemnification and advancement of expenses provided by or granted pursuant to
861 Article 14 shall, unless otherwise provided when authorized or ratified, continue as to a person
862 who has ceased to be a representative of NAESB and shall inure to the benefit of the heirs and
863 personal representatives of that person.

864 **Section 14.8 Reliance and Modification**

865 Each person who shall act as a representative of NAESB shall be deemed to be doing so
866 in reliance upon the rights provided by Article 14. The duties of NAESB to indemnify and to
867 advance expenses to a representative provided in Article 14 shall be in the nature of a contract
868 between NAESB and the representative. No amendment or repeal of any provision of this
869 Article shall alter, to the detriment of the representative, his or her right to the advance of
870 expenses or indemnification related to a claim based on an act or failure to act which took place
871 prior to such amendment or repeal.

872

873 **ARTICLE 15 - ANNUAL REPORT**

874 **Section 15.1 Annual Report**

875 The Board shall present annually to the Members a report, verified by the Board Chair
876 and Treasurer or by a majority of the Board, describing the activities and accomplishments of
877 NAESB and containing a financial report addressing at least the following matters:

- 878 (a) The assets and liabilities, including the trust funds, of NAESB as of the end of the
879 fiscal year immediately preceding the date of the report.
- 880 (b) The principal changes in assets and liabilities, including the trust funds, during the
881 year immediately preceding the date of the report.
- 882 (c) The revenue or receipts of NAESB, both unrestricted and restricted to particular
883 purposes, for the year immediately preceding the date of the report, including
884 separate data with respect to each trust fund held by or for NAESB.
- 885 (d) The expenses or disbursements of NAESB, for both general and restricted
886 purposes, during the year immediately preceding the date of the report, including
887 separate data with respect to each trust fund held by or for NAESB.
- 888 (e) The number of Members of NAESB as of the date of the report, together with a
889 statement of increase or decrease in such number during the year immediately
890 preceding the date of the report, and a statement of the place where the names and
891 addresses of the current Members may be found.

892 The annual report of the Board shall be filed with the minutes of the meetings of the
893 Members.

894

895 **ARTICLE 16 - TRANSACTION OF BUSINESS**

896 **Section 16.1 Real Property**

897 NAESB shall make no purchase of real property nor sell, mortgage, lease away or
898 otherwise dispose of its real property, unless authorized by the vote of the Board. If the real

899 property is subject to a trust, the conveyance away shall be free of trust and the trust shall be
900 impinged upon the proceeds of such conveyance.

901 **Section 16.2 Negotiable Instruments**

902 All checks or demands for money and notes of NAESB shall be signed by such officer or
903 officers as the Board may designate.

904

905 **ARTICLE 17 - CORPORATE RECORDS**

906 **Section 17.1 Corporate Records**

907 NAESB shall keep at its registered office or at its principal place of business: (a) a copy
908 of the Certificate, including all amendments thereto; (b) the original or a copy of its Bylaws,
909 including all amendments thereto to date, certified by the Secretary of NAESB; (c) an original or
910 duplicate record of the proceedings of the Board; (d) an original or duplicate record of the
911 proceedings of the EC; (e) an original or a duplicate membership register showing the names of
912 the Members, their respective addresses, and other details of membership, and (f) appropriate,
913 complete, and accurate books or records of account.

914

915 **ARTICLE 18 - AMENDMENTS**

916 **Section 18.1 Amendments**

917 The Bylaws of NAESB may be amended by the Board in the manner described in the
918 Certificate; provided, however, that each Quadrant's Exhibit may be adopted or amended by
919 majority vote of the Directors representing that Quadrant or as may be specified under the
920 procedures contained in that Quadrant's Exhibit.

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ARTICLE 19 – TRANSITION PROCEDURES

Section 19.1 Officers of the Board

NAESB will be going through a transition process during the period immediately after adoption of these Bylaws. To ease such transition, executive authority shall be exercised by the existing officers of NAESB until such time as the newly constituted Board shall meet and determine upon a different organization, consistent with these Bylaws. In the absence of affirmative action on the part of a fully constituted Board (consisting of at least three Quadrants), the existing officers shall remain in their positions until new officers are installed following the next scheduled election.

Section 19.2 Officers of the EC

EC authority shall be exercised by the existing EC officers until such time as the newly constituted EC shall meet and elect a different slate of officers in accordance with these Bylaws. In the absence of a change of officers by a fully constituted EC (consisting of at least three Quadrants), the existing officers shall remain in their positions until new officers are installed following the next scheduled election.

Section 19.3 Procedures to Constitute Board & EC Representation

Both the Board and the EC will be expanded to include the elected representatives of new Quadrants within 30 days of the completion of the following Quadrant formation activities:

- (a) Approval of Quadrant and Segment By-laws or procedures by the existing Board.
- (b) Completion of a minimum of 30 day recruiting period to solicit and enroll new members.
- (c) An initial meeting of the membership of a Quadrant.
- (d) Election of Board and EC representatives by the Quadrant.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF THE
NORTH AMERICAN ENERGY STANDARDS BOARD, INC.

Article I

Name, Duration, and Registered Agent

Section 1. The name of the corporation is the **NORTH AMERICAN ENERGY STANDARDS BOARD, INC.** (hereinafter referred to as "NAESB"). NAESB is a non-stock corporation.

Section 2. The period of duration of NAESB is PERPETUAL. NAESB may be dissolved at any time in the manner provided in the Statute; provided, however, that no later than December 31, 2004, NAESB's Board of Directors shall submit to the members a resolution recommending whether NAESB shall continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue NAESB.

Section 3. Reserved.

Section 4. No later than October 1, 1996, the Board of Directors shall submit to the membership a proposal on whether to consolidate the functions of the Board of Directors and the Executive Committee. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to consolidate the functions of the Board of Directors and the Executive Committee. If the functions of the Board of Directors and the Executive Committee are consolidated, the surviving entity shall become the Board of Directors.

Section 5. NAESB is not organized for pecuniary profit or for the pecuniary profit of its members, or to engage in a regular business ordinarily carried on for profit. No part of the net earnings of NAESB shall inure to the benefit of any member or members or other private persons. During its functioning life, and in the event of its dissolution, all net earnings of NAESB and its assets shall be devoted solely to the objects and purposes stated in this

Certificate. Upon dissolution of NAESB, its assets may be distributed in any manner consistent with this Section and with the applicable provisions of law.

Section 6. The registered office and registered agent of NAESB is The Prentice-Hall Corporation System, Inc., 32 Lookerman Square, Suite L-100, Dover, Kent County, Delaware, 19904.

Article II

Purposes and Scope

Section 1. The objects and purposes of NAESB are to propose and adopt voluntary standards and model business practices designed to promote more competitive and efficient natural gas and electric service, as such standards apply to electronic data interchange ("EDI") record formats and communications protocols and related business practices that streamline the transactional processes of the natural gas and electric industries.

Section 2. NAESB shall engage in any lawful activities necessary or desirable to achieve the objectives and purposes of NAESB set forth in Section 1 of this Article II to the extent consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any corresponding provision of any future revenue law) and the regulations promulgated thereunder (as they now exist or as they may be amended in the future, the "Code").

Section 3. NAESB shall be a non-profit organization qualifying under Section 501 (c) (6) of the Code and shall not have the authority to issue capital stock.

Section 4. NAESB shall not have any formal relationship with any regulatory agency. NAESB shall not have an advocacy role regarding its standards before the FERC or any other regulatory agency.

Article III

Organization and Management

Section 1. The business and affairs of NAESB shall be managed by the Board of Directors except to the extent that specific powers and duties are conferred upon the Executive Committee by this Certificate. The Board of Directors may delegate additional powers to the Executive Committee, provided that the Board of Directors may not delegate its power to approve an amendment of the Certificate of Incorporation, a merger or consolidation, a sale of substantially all the assets or dissolution of NAESB, or amendment of the By-Laws.

Section 2. The Board of Directors and Executive Committee members shall be elected for such terms as provided in the By-Laws. The number of members of the Board of Directors and Executive Committee shall as provided in the By-Laws. There may be as many as four Quadrants and each Quadrant shall be composed of industry Segments.. The members of each Segment shall vote separately for the election of Directors and Executive Committee members for such Segment pursuant to procedures set forth in the By-Laws.

Section 3. Each representative of the Board of Directors and the Executive Committee shall have one vote. Neither the Board of Directors nor the Executive Committee shall allow substitutes for any member thereof at their respective meetings; provided, however, that, as provided in the By-Laws, the Executive Committee may have designated alternates as selected by their segment. The Board of Directors and Executive Committee shall further establish procedures for notational voting, attendance by telephone or video conferencing, and determination of quorums. These procedures shall be included in, or attached to, the By-Laws. The Board of Directors and the Executive Committee shall each elect a chairman from among their own members. The Chairman of the Board of Directors may request that any vote or action be taken by the Board of Directors without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V. The Chairman of the Executive Committee may request that any vote or action be taken by the Executive Committee without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V.

Section 4. The Board of Directors shall be responsible for approving the budget, initiating and recommending charter changes, maintaining contacts within the natural gas and electric industries and with government agencies, and selecting counsel and the external auditor for NAESB. The Board of Directors shall also have the authority to adopt and amend the By-Laws pursuant to Section 5 of Article V.

Section 5. (a) The Executive Committee, which shall also exercise general supervision of NAESB's affairs, shall establish NAESB's policies. The Executive Committee shall be responsible for establishment of procedures which will: (1) facilitate the formation of NAESB technical standards that are based upon broad industry consensus and recognize the particular needs of each Segment, (2) consider the work of existing standards-setting organizations and standards already developed, and (3) establish an accessible library of transactions developed by members of NAESB for future consideration by NAESB in the standards development process.

(b) In addition, the Executive Committee shall be responsible for: (1) recommending the initiation, maintenance, and approval of standards-related activities; (2) establishing working committees as it deems necessary to perform NAESB's functions pursuant to procedures set forth in the By-Laws; (3) preparing the budget; (4) setting priorities for standards to be developed or modified; (5) overseeing the NAESB staff; and (6) directing activities for reviewing standards interpretation pursuant to the appropriate voting levels specified in Article V.

Section 6. The personal liability of the members of the Board of Directors and the Executive Committee, and such other persons acting for NAESB, to the extent applicable under the Statute, is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the Statute, as the same may be amended and supplemented.

Any person who is or was a director, officer, agent, or employee of NAESB, or is or was serving, at the request of NAESB, as a director, officer, agent, or employee of another corporation, trust, or enterprise, shall be entitled to be indemnified by NAESB to the fullest extent now or hereafter permitted by the Statute in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to such entity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any by-law, agreement, insurance policy, or otherwise.

Section 7. The Chairman of the Board of Directors shall be the Chief Executive Officer of NAESB. An Executive Director shall be selected by the Board of Directors and shall exercise the duties of the chief operating officer of NAESB.

Section 8. Advisory Committee. The Board of Directors shall establish a permanent, standing advisory committee to be composed of representatives of federal, state, and local agencies; public interest groups; non-profit research organizations; and similar organizations, selected pursuant to procedures set forth in the By-Laws. The Board of Directors and the Executive Committee shall seek the advice of this committee as either deems appropriate.

Section 9. NAESB shall have no standing relationships with any technical or trade association; provided, however, NAESB may establish an appropriate relationship with the American National Standards Institute (ANSI) for the purpose of seeking ANSI adoption of its standards, and further provided, however, that any Board-approved arrangement for financial support of NAESB by any technical or trade association shall not be deemed to create a prohibited standing relationship. NAESB may work with such associations on an ad hoc basis. Furthermore, any such association may become a non-voting member of NAESB.

Article IV

Membership

Section 1. NAESB shall have two classes of members, voting members and non-voting members. The requirements for becoming a member of NAESB shall facilitate to the greatest extent possible a wide based membership consistent with NAESB's fiscal requirements and shall be consistent with all applicable law. Membership criteria for each Segment shall be established separately and set forth in or attached to the By-Laws; provided that the adoption of the requirements for membership in any Segment and any amendment thereof must first be approved by a majority of the Directors representing such Segment.

Section 2. Voting members. The voting members of NAESB shall be individuals, partnerships, firms or corporations, which shall apply for membership in one or more Segments and are in good standing in accordance with the procedures of their Segment(s). As a condition of membership, each voting member will be required to execute a revocable appointment, in a form approved by the Board of Directors, authorizing a designated proxy to vote in support of any of the proposals adopted by the Board of Directors described in Article V, Section 3 of this Certificate of Incorporation which may be submitted to a vote of the general membership. Any voting member may resign from NAESB by written notice to the Executive Director, whereupon that member's participation in all NAESB activities shall cease.

A voting member which is delinquent in the payment of its dues shall continue as a member, but shall not be allowed to vote until it is current in the payment of its dues.

Section 3. Non-voting members. Non-voting members shall include, but not be limited to, federal, state, and local agencies; non-profit research organizations, trade and industry organizations; consumer advocate groups; and similar entities.

Article V

Voting

Section 1. All actions within the respective responsibilities of the Board and the Executive Committee, as the case may be, shall be by majority vote, except as otherwise provided in this Certificate of Incorporation. A quorum shall be a majority of the Board or Executive Committee, respectively.

Section 2. Voting members shall be entitled to one vote each at meetings of members, except that procedures attached to the By-Laws may provide for weighted or limited voting for members of any Segment, if such By-Law provision is first approved by a majority of the Directors representing such Segment. The quorum for meetings of members shall be one-third of the total number of votes eligible to be cast unless a different number is established by this Certificate.

Section 3. An affirmative vote of at least seventy-five percent (75%) from the Board, including an affirmative vote of at least forty percent (40%) from Directors representing each Segment within each Quadrant, which vote must be ratified by a ninety percent (90%) affirmative vote of the general membership, shall be required to approve an amendment of this Certificate, including NAESB's scope and purposes described in Article II, to continue NAESB pursuant to Section 2 of Article I, to expand or contract the activities of NAESB pursuant to Section 3 of Article I and to consolidate the functions of the Board of Directors and the Executive Committee pursuant to Section 4 of Article I. No quorum of the members shall be required for such votes.

Section 4. An affirmative vote of at least sixty-seven percent (67%) from each of the applicable Quadrant(s) of the Executive Committee, including an affirmative vote of at least forty percent (40%) from representatives of each Segment within each of the applicable Quadrant(s), which vote must be ratified by a sixty-seven percent (67%) affirmative vote of those members of the applicable Quadrants of the general membership voting, shall be required to adopt, promulgate, amend, revise, modify, interpret, or rescind a standard. No quorum of the members shall be required for such vote.

Section 5. The By-Laws may be adopted or amended by the Board on an affirmative vote of at least seventy-five percent (75%) from the Board, including an affirmative vote of at least forty percent (40%) from Directors representing each Segment within each Quadrant, provided that procedures pertaining to any Segment separately that are attached to the By-Laws must first be approved by a majority of the Directors representing such Segment.

Section 6. A vote of at least seventy-five percent (75%) from the Board, including an affirmative vote of at least forty percent (40%) from the Directors representing each Segment within each Quadrant, shall be required to determine how to fund a budget deficit or to establish or modify a promotional dues program.

Article VI

Meetings

Section 1. The Board of Directors and Executive Committee shall meet as often as necessary to consider matters within their respective responsibilities. Notice of such meetings, which shall be appropriate under the circumstances and comply with all applicable statutory requirements, shall be given.

Section 2. The Board of Directors shall instruct the Executive Director to call such meetings of the general membership of NAESB as are required by statute or are necessary to transact the business of NAESB. Meetings of NAESB may also be called by a majority of the members of NAESB or by a majority of the members of the Board of Directors. Between meetings of NAESB, votes of the membership may be taken by written ballot.

Section 3. Written notice of the annual meeting of NAESB shall be given in such manner as is prescribed by Statute, but not less than ten (10) nor more than sixty (60) days prior to the date of the annual meeting. Notice of other meetings shall be given in a manner as may reasonably permit attendance at such meeting, but in any event in a time and manner sufficient to satisfy any statutory requirements.

Article VII

Funding

Section 1. The funds necessary to conduct the business of NAESB shall be determined by the NAESB Board of Directors. The NAESB Board of Directors shall determine the amount of the membership fee to be assessed to each member on the year prior to its assessment, provided that except for promotional dues, the dues shall be the same for all voting members. NAESB may elect to receive funds from non-dues sources to the extent authorized by the Board of Directors and permitted by law and NAESB's bylaws. The Executive Director of NAESB shall ensure that NAESB expenditures in any year shall not exceed the sum of: (x) the aggregate amount of membership fees received (or projected to be collected) during the year to which such annual budget relates and (y) all other monies or income received (or projected to be received) by NAESB from whatever source during such year.

Article VIII

Amendment of Certificate of Incorporation

Section 1. The provisions contained in this Certificate of Incorporation may be amended by the adoption of a resolution pursuant to the voting procedures set forth at Article V.

North American Energy Standards Board

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NORTH AMERICAN ENERGY STANDARDS BOARD 2002 ANNUAL PLAN - WHOLESALE GAS QUADRANT

Item Description	Completion ¹	Assignment
Contracts		
1 Complete the development of the contract for purchases and sales of natural gas. Status: Complete with the exception of credit annex.	1 st Qtr	Contracts Subcommittee
2 Develop the Mexican Addendum to the base contract for purchase and sales of natural gas.	3 rd Qtr	Contracts Subcommittee
3 Build an electronic contract for the base contract for purchase and sales of natural gas.	4 th Qtr	Contracts Subcommittee
9 Modify the Funds Transfer Agreement as necessary after several years of use. Status: In progress.	2 nd Qtr	Contracts Subcommittee
Electronic Delivery Mechanisms and Related Activities		
4 Complete technical implementation of Sandia recommendations. Status: Complete.	1 st Qtr	EDM Subcommittee
5 Explore additional possibilities for partnership with the Department of Energy similar to that of the Sandia report. Status: In progress.	2 nd Qtr	EC Officers
6 Review and enhance security standards as required by technological changes. Status: Complete as related to item no. 4, but additional work may be required as an outcome of item 5.	2 nd Qtr	EDM Subcommittee
7 Develop XML technical implementation for base contract and for scheduling documents necessary to complete the pilot program. Status: Subcommittee work suspended.	4 th Qtr	XML Subcommittee
Standards Implementation		
8 Continue the implementation of FERC Order No. 637 standards as specified in the Order 637 work plan defined by the Order 637 GISB Action Subcommittee. Status: Subcommittee work completed, awaiting X12.	3 rd Qtr	Assigned by the EC
10 Develop standards as necessary to implement the FERC order as a	4 th Qtr	Assigned by the

¹ Dates in the completion column are by end of the quarter for completion by the assigned committee. The dates do not necessarily mean that the standards are fully staffed so as to be implementable by the industry, and/or ratified by membership. If one item is completed earlier than planned, another item can begin earlier and possibly complete earlier than planned. There are no begin dates on the plan.

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Item Description	Completion ¹	Assignment
result of Docket No. RM96-1-019 (Partial Day Recalls). Status: In progress.		EC

Item Description	Completion ²	Assignment
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Provisional Activities³

Examine report and determine if an "energy day" standard is needed, including assessment of changes to existing GISB standards.		
Determine if a standard transportation services agreement is needed and if so, develop it.		
Determine if a model financial hedging agreement is feasible and if so develop a model financial hedging agreement.		
Develop standards as necessary to implement the FERC order as a result of Docket No. RM01-10-000 (Affiliate Order).		

Program of Standards Maintenance & Fully Staffed Standards Work⁴

Business Practice Requests	Ongoing	Assigned by the EC on a request by request basis
Continue review against plan for migration to ANSI ASC X12 new versions as needed and coordinate such activities with DISA.	Ongoing	ANSI (X12) Subcommittee
Information Requirements and Technical Mapping of Business Practices	Ongoing	Assigned by the EC on a request by request basis
Ongoing Interpretations for Clarifying Language Ambiguities	Ongoing	Assigned by the EC on a request by request basis
Ongoing Maintenance of Code Values and Other Technical Matters	Ongoing	Assigned by the EC on a request by request basis

- Notes: (a) Priority is given to action items that are carry-overs from the 2001 Annual Plan.
(b) Any new activity should be preceded by a request from the submitter after which it will be revisited. The provisional items would only be addressed after a request is submitted or an order is issued by the FERC.

² Dates in the completion column are by end of the quarter for completion by the assigned committee. The dates do not necessarily mean that the standards are fully staffed so as to be implementable by the industry, and/or ratified by membership. If one item is completed earlier than planned, another item can begin earlier and possibly complete earlier than planned. There are no begin dates on the plan.

³ To the extent that it is determined that any of the provisional activities should be worked upon during the year, the Board has the discretion to modify the annual plan.

⁴ This work is considered routine maintenance and thus the items are not separately numbered.

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NORTH AMERICAN ENERGY STANDARDS BOARD 2002-2003 ANNUAL PLAN - RETAIL ELECTRIC QUADRANT¹

Item Number & Description	Completion ²	Assignment
Retail Access Uniform Business Practices (UBP)³		
1 Billing & Payments <i>Develop practices for billing customers and remitting payments to parties providing services to the customer.</i>	1 st Qtr 2003	Customer Processes Subcommittee
2 Creditworthiness Standards <i>Develop practices for extending commercial credit by Distributors to Suppliers to cover financial risk.</i>	1 st Qtr 2003	Supplier-Utility Interface Subcommittee
3 Customer Enrollment & Switching <i>Develop practices for Distributors to process customer switch requests from Suppliers, for maintaining current customer account information regarding a customer's Supplier, and for notifying affected parties.</i>	2 nd Qtr 2003	Customer Processes Subcommittee
4 Supplier Licensing <i>Develop practices for licensing Suppliers with state utility commissions.</i>	2 nd Qtr 2003	Supplier-Utility Interface Subcommittee
5 Retail Meter Data Validation, Editing & Estimating <i>Develop procedures for insuring the integrity and validity of retail customer metering data that is needed by utilities and suppliers for billing, load</i>	3 rd Qtr 2003	Supplier-Utility Interface Subcommittee

¹ As outlined in the NAESB Bylaws, the REQ will also address requests submitted by members and assigned to the REQ through the Triage Process.

² Dates in the completion column are by end of the quarter for completion by the assigned committee. The dates do not necessarily mean that the standards are fully staffed so as to be implementable by the industry, and/or ratified by membership. If one item is completed earlier than planned, another item can begin earlier and possibly complete earlier than planned. There are no begin dates on the plan.

³ A "Glossary" exists from the November 2000 UBPs document that should be maintained and updated as a common glossary for all items under this sub-heading as the sub-committees address the UBPs items in this section of the Plan.

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Item Number & Description	Completion²	Assignment
<i>profiling, settlement, etc. Issues related to unbundled or competitive metering are not to be considered.</i>		
6 Customer Information <i>Develop practices for the release, collection, exchange & maintenance of customer information between Distributors and Suppliers.</i>	3 rd Qtr 2003	Customer Processes Subcommittee
7 Load Profiling <i>Develop practices for using statistical methods to estimate interval consumption by customers who do not have interval meters.</i>	3 rd Qtr 2003	Supplier-Utility Interface Subcommittee
8 Customer Inquiries <i>Develop procedures for responding to customer inquiries directed to Distributors and/or Suppliers and for notification of the other party.</i>	4 th Qtr 2003	Customer Processes Subcommittee
9 Market Participant Interactions <i>Develop supplier registration processes for Distributors and protocols for communications and interactions between Distributors and Suppliers .</i>	4 th Qtr 2003	Supplier-Utility Interface Subcommittee
10 Utility - Supplier Disputes <i>Develop dispute resolution procedures applicable to differences between Distributors and Suppliers.</i>	4 th Qtr 2003	Supplier-Utility Interface Subcommittee
11 Settlement Process <i>Reconcile energy schedules and energy delivered by suppliers within a given market. Note: will need to be coordinated with the WEQ.</i>	1 st Qtr 2004	Supplier-Utility Interface Subcommittee

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Data Exchange Protocols⁴

12	Electronic Delivery Mechanisms <i>Develop electronic delivery mechanism guidelines including but not limited to: transactional data interchange, web sites, and bulletin boards.</i>	4 th Qtr 2002	Technical Electronic Implementation
13	Technical Electronic Implementation Standards - Billing & Payments	2 nd Qtr 2003	Technical Electronic Implementation
14	Technical Electronic Implementation Standards - Customer Enrollment and Switching	3 rd Qtr 2003	Technical Electronic Implementation
15	Technical Electronic Implementation Standards - Metering	4 th Qtr 2003	Technical Electronic Implementation
16	Technical Electronic Implementation Standards - Load Profiling	Qtr 2003	Technical Electronic Implementation
17	Technical Electronic Implementation Standards - Customer Information	Qtr 2003	Technical Electronic Implementation

⁴ Data exchange standards for Uniform Business Practices should be completed by the end of the quarter following the quarter in which the Executive Committee adopts the model business practices for that area of focus.

North American Energy Standards Board

Bylaws Addendum

Exhibit 2

Wholesale Electric Quadrant Procedures

Section 1 Definitions

1.1 Definitions Included In NAESB Bylaws

All capitalized terms, if not defined in Section 1.2, shall have the same definitions as specified in the Bylaws or Certificate of Incorporation (Certificate) of NAESB.

1.2 Definitions for the Purposes of this Exhibit

- A.** “Entity” means an individual, partnership, firm, corporation or organization who is a Member of the WEQ.
- B.** “IOU” means an investor owned utility who has substantial business interest in owning and/or operating any two of the following three asset categories --- generation, transmission, distribution.
- C.** “Segment Membership” means the Segment Members collectively.
- D.** “Segment Procedures” means the procedures attached to this document as exhibits for each of the Segments, as amended.
- E.** “Services” means providers of services to participants in the wholesale electric industry, which would include, but not be limited to, software providers, consultants and other Entities not otherwise considered to be a Transmission, Generation, Marketer/Broker, Distribution/Load-Serving Entity or End-User.
- F.** “Sub-Segment” means the allocation of Board and EC seats as shown on Attachment A.
- G.** “Sub-Segment Principles” means the principles described in Section 2.4 of these Procedures.
- H.** “Sunrise” means Sub-Segments may be revisited at any time, but no later than three (3) years from WEQ formation approval by the NAESB Board. Changes to Sub-Segments require a 75% affirmative vote from the WEQ Membership Segment.
- I.** “WEQ” means the Wholesale Electric Quadrant.
- J.** “WEQ Designated Alternates” mean the group of WEQ Memberships selected by each WEQ Membership Segment’s Sub-Segment to serve in the stead of WEQ EC Members who are unable to attend EC meetings.
- K.** “WEQ EC” means the Executive Committee of the WEQ.
- L.** “WEQ Membership” means the Voting Members of the WEQ collectively.
- M.** “WEQ Segment” means one of five (5) co-equal membership Segments of the NAESB WEQ, representing the following *functions* that exist in the operation of the

wholesale electric industry: **Transmission; Generation; Marketers/Brokers; Distribution/Load Serving Entities; End User.**

Section 2 Purpose, Scope, Activities and Policies

2.1 Purpose, Scope and Activities

A. Purpose

The purpose of the WEQ of NAESB is to propose, evaluate and adopt voluntary Standards that apply to business practice Standards, Model Business Practices and communication protocols which include, but are not limited to, electronic data interchange (“EDI”) record formats. All Standards shall be designed to promote more competitive, efficient and reliable wholesale electric service.

B. Scope and Activities

The WEQ is concerned with activities necessary or desirable to achieve the objectives and purposes of the commercial aspects of the wholesale electric industry, and are appropriate to the operation of the wholesale electric market.

The WEQ will work closely with other NAESB Quadrants to strive for consistency where proposed business practice Standards, Model Business Practices and communication protocols affect those other Quadrants.

2.2 Policies

The WEQ shall comply with the policies and procedures specified in the Bylaws and Certificate of NAESB. Further, the WEQ will recognize the Memorandum of Understanding (MOU) between NAESB’s WEQ and the North American Electric Reliability Council (“NERC”), once agreed upon between the two parties, and recognize the FERC and Canadian provincial jurisdiction over many of the parties to this agreement while executing activities of this body.

2.3 Segment Organization and Description

The WEQ shall be composed of five Segments: (1) Transmission, (2) Generation, (3) Marketers/Brokers, (4) Distribution/Load Serving Entities and (5) End Users. Each prospective Member of the WEQ shall declare the Segment(s), and if applicable, the Sub-Segment, with which they have a legitimate business interest and are to be identified.

A. Transmission

Any Entity engaged in the activity of owning, operating or controlling bulk electric transmission facilities in North America.

B. Generation

Any Entity engaged in the activity of owning and/or operating wholesale

electric generation facilities in North America.

C. Marketers/Brokers

Any Entity engaged in the activity of buying and selling wholesale electric power in North America on a physical or financial basis.

D. Distribution/Load-Serving Entities

Any Entity engaged in the activity of electric power sales and/or delivery to end use customers in North America, or any Entity designated to represent a distribution utility.

E. End Users

Any Entity in North America that is an end use consumer of electricity, engages in electricity regulation, or represents customer interests, or any Entity designated to represent an end user.

2.4 Sub-Segment Principles

The WEQ shall use the following principles to develop Sub-Segments for each Segment. These principles shall continue to be used for future Sub-Segment development. Sunrise rules will apply to the Sub-Segments. The Segment organization will operate under the following Sub-Segment Principles:

- A. No single business interest can by itself pass a Standard.
- B. All appropriate interests are represented.
- C. No Sub-Segment may alone block action.

2.5 Sub-Segment Organization

See Attachment A

Section 3 Reserved

Section 4 Reserved

Section 5 Members

5.1 Voting Members

A. Membership

Membership and voting rights in the WEQ shall be open to any person or legal Entity that:

1. Has an active, significant business interest in the wholesale electric market or is the representative or Agent of such a person or Entity, and
2. Is current in payment of its membership dues.

B. Multiple Memberships Per Quadrant

Memberships in multiple Segments of the WEQ are permissible for any

Entity, provided each membership is filed and declared with NAESB, the Entity meets the membership requirements of each Segment joined, membership dues are paid for each Segment and different company personnel are used for each Segment's activities.

C. Segment and Sub-Segment Qualification

Upon joining the NAESB WEQ, the Entity must identify a Segment and Sub-Segment, in accordance with Section 2.3 and the Sub-Segment allocation shown in Attachment A, that it feels most closely aligns with its business interest. If membership in the Segment or Sub-Segment is challenged, participation by this Entity can be barred by a 67% affirmative vote of the Segment and Sub-Segment. If an Entity is disallowed, reselection of Segment and Sub-Segment will be required. *(an appeals process needs to be added to this topic)*

D. Multiple Corporate Memberships

An Entity may join and vote in all Segments for which it is qualified and for which its membership dues are current. Multiple companies under common control within a corporate organization that desire to become Voting Members must join individually. Members cannot extend their WEQ Membership to their parent company, affiliates, or subsidiaries.

E. Service Entities

Service Entities will be viewed as having a legitimate business interest in any Segment and Sub-Segment to which they directly provide service by contracting primarily with Segment and Sub-Segment Membership.

Section 6 Meetings of the Members – Addendum to NAESB Bylaws -Article 6

All meetings held in association with the NAESB organization, or the WEQ, are open to any interested Entity and will be held in accordance with the NAESB Operating Procedures. From time to time, there may be joint meetings of the WEQ with other Quadrants within NAESB, and Segments may meet jointly to transact Quadrant business. Only EC, Board and the WEQ Membership ratification process is limited to Voting Members.

Section 7 Board

7.1 Board Representation

The membership of each WEQ Sub-Segment shall elect representatives to the Board from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.

7.2 Qualifications of Board Members

A. Eligibility

To be eligible to serve as a NAESB Board Member from the WEQ, a nominee must:

1. Have a working knowledge of the NAESB process,
2. Be willing to commit the time and resources necessary,
3. Have the authority to fulfill the obligations as a Board representative,
4. Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 9.7(f), and any other applicable provisions, as set forth in the NAESB Bylaws and
5. Be a Voting Member, or a partner in, or an officer or employee of, a Voting Member of the WEQ.

B. One Member, One Seat Per Segment

No two Board Members from the same or affiliated companies can be elected to the Board from the same Segment.

C. One Office Per Member Representative

No Board Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is vacated immediately upon the EC Member's assumption of the Board position.

7.3 Number and Election of Board Members

A. Number of Board Members

The WEQ shall elect thirty (30) Board Members. Each Segment of the WEQ will elect six (6) Board Members, in accordance with the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 7.5 C of these WEQ Procedures.

B. Election of Board Member

Nominations for and election of Board Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the Board seat is being sought are allowed to vote in this process.

C. Segment Procedures

In preparation for any election of Board Members, other than initial Board Members:

1. Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures.
2. All Board nominees shall meet the personal and membership eligibility

requirements set out in these WEQ Procedures. NAESB shall confirm that a nominee meets the Board eligibility requirements.

3. All eligible nominees shall state in writing their willingness to accept the responsibility of serving as a Board Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election.

4. The WEQ Board nomination period shall end 30 days prior to the commencement of the election period. This deadline may be extended. All nominations will be in writing.

5. Any WEQ Sub-Segment Voting Member who is current in the payment of its membership dues is eligible to one vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees.

6. The candidates receiving the greatest number of votes shall be elected.

D. Timing of Elections

The election of Board Members shall occur concurrently for all Segments of the WEQ.

7.4 Term of Office

A. Terms

Board Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.

1. Group A Board Member terms will expire in odd numbered years.

2. Group B Board Member terms will expire in even numbered years.

3. The initial WEQ Board Members shall be seated at the NAESB annual meeting. Subsequent new WEQ Board Members shall be seated at one (1) year intervals following this date.

B. Limit on Number of Terms of Office

Board Members from the WEQ may run for re-election without restriction on the number of terms held.

C. Change of Affiliation

In the event that a WEQ Board Member changes affiliation, the Board seat will become vacant and open for re-election as prescribed in Section 7.5 of these WEQ procedures.

7.5 Vacancies

A. A person shall cease to be a Member of the Board upon (1) the Board Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the Board Member

represents. A vacancy shall be filled for the remainder of that term in accordance with Section 7.5 B & C of these WEQ Procedures.

- B. In the event that a Board Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of office, the Board seat will remain vacant until the next election period.
- C. If any one seat on the Board is vacant, the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days the seat is still vacant, that seat will be designated an “At Large” seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If that seat is still vacant within another ninety (90) days (180 days total) the voting rights of that “At Large” seat will be suspended. The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) Board seats, six (6) EC seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership with the rights of the Board Members and EC Members effective under the new Sub-Segment designations. If the Segment is unable to develop new Sub-Segments within another ninety (90) days, an affirmative vote of 67% of the WEQ Membership is needed within the next ninety (90) days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles.

7.6 Removal of WEQ Board Members by WEQ Membership - Reserved

7.7 Resignation of Members of the Board

A Member of the Board may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the Board Chair stating that he or she is resigning and giving the effective date of the resignation.

Section 8 Reserved

Section 9 Reserved

Section 10 Executive Committee

10.1 EC Representation

The membership of each WEQ Sub-Segment shall elect representatives to the EC from its Sub-Segment in accordance with the NAESB Bylaws, Certificate, and these WEQ Procedures.

10.2 Qualifications of EC Members

A. Eligibility

To be eligible to serve as a NAESB EC Member from the WEQ, a

nominee must:

1. Have a working knowledge of the NAESB Process,
2. Be willing to commit the time and resources necessary,
3. Have the authority to fulfill the obligations as an EC representative,
4. Be willing to meet the minimum threshold of participation and attendance established in the NAESB Bylaws, Section 10.4(j), and any other applicable provisions, as set forth in the NAESB Bylaws and
5. Be a Voting Member, or a partner in, or an officer or employee of, a Voting Member of the WEQ.

B. One Member, One Seat Per Segment

No two EC Members from the same or affiliated companies can be elected to the EC from the same Segment.

C. One Office Per Member Representative

No EC Member elected from the WEQ may hold both a Board seat and an EC seat concurrently in the WEQ or any other NAESB Quadrant. If a WEQ EC Member is elected as a Board Member from the WEQ, the WEQ EC seat is vacated immediately upon the EC Member's assumption of the Board position.

10.3 Number and Election of EC Members

A. Number of EC Members

The WEQ shall elect thirty (30) EC Members. Each Segment of the WEQ will elect six (6) EC Members, in accordance to the Sub-Segment allocation shown in Attachment A of the WEQ Procedures. Vacant seats are subject to Section 10.5 C of these WEQ Procedures.

B. Election of EC Members

Nominations for and election of all EC Members will be in accordance with the Sub-Segment allocation shown in Attachment A. Only Voting Members of the particular Sub-Segment for which the EC seat is being sought are allowed to vote in this process.

C. Segment Procedures

In preparation for any election of EC Members, other than initial EC Members:

1. Nominations may be made at or prior to the close of the WEQ nomination period by any appropriate Sub-Segment Member by submitting the candidate names to the NAESB Office in accordance with the NAESB Operating Procedures.
2. All EC nominees shall meet the personal and membership eligibility requirements set out in these WEQ Procedures. NAESB shall confirm that

a nominee meets the EC eligibility requirements.

3. All eligible nominees shall state in writing their willingness to accept the responsibility of serving as an EC Member, prior to the submission of their names to the Sub-Segment WEQ Membership at the election.

4. The WEQ EC nomination period shall end 30 days prior to the commencement of the election period. This deadline may be extended. All nominations shall be in writing.

5. Any WEQ Sub-Segment Voting Member who is current in the payment of its membership dues is eligible to vote per open Sub-Segment seat. The ballot shall contain the names of all eligible nominees.

6. The candidates receiving the greatest number of votes shall be elected.

D. Timing of Elections

The election of EC Members shall occur concurrently for all Segments of the WEQ.

E. Officers of the WEQ EC

The WEQ EC shall elect a Chair, a Vice Chair and a Secretary who shall serve for a period of one (1) calendar year. The Chair, and in his or her absence the Vice Chair, shall preside over the meetings of the WEQ EC. The secretary shall record and post the minutes of meetings.

F. Chair Rotation

At the expiration of the term of office of the current WEQ EC chair, the WEQ EC shall elevate the prior-year Vice Chair of the WEQ EC to Chair of the WEQ and shall elect a new Vice Chair. If the Vice Chair is vacant at the time of the first meeting of a new operating year, both a Chair and Vice Chair will be elected.

10.4 Term of Office

A. Terms

EC Members shall be elected for two-year terms, with half of the terms expiring in alternating years. The initial selection shall be by lottery, providing that Sub-Segments with two (2) seats may only have one seat expire per year.

1. Group A EC Member terms will expire in odd numbered years.
2. Group B EC Member terms will expire in even number years.
3. The initial WEQ EC Members shall be seated at the NAESB annual meeting. Subsequent new EC Members shall be seated at one (1) year intervals following this date.

B. Limit on Number of Terms of Office

EC Members from the WEQ may run for re-election without restriction on the number of terms held, provided that the position of the Chair, Vice

Chair and Secretary shall have a term limit of one year each.

C. Change of Affiliation

In the event that the EC Member changes affiliation, the EC seat will become vacant and open for re-election as prescribed Section 10.5 of these WEQ Procedures.

10.5 Vacancies

- A. A person shall cease to be a Member of the EC upon (1) the EC Member's resignation, removal, or death; (2) term expiration; or (3) the resignation or lapse, through a delinquency in payment of the membership dues, of the Segment Membership of the Entity that the EC Member represents. A vacancy shall be filled for the remainder of that term in accordance with the Segment Procedures.
- B. In the event that an EC Member resigns or otherwise vacates a seat, and less than 90 days remain in the term of office, the EC seat will remain vacant until the next election period and the respective Sub-Segments Designated Alternate will serve until a new EC Member is elected.
- C. If any one seat on the EC is vacant, the respective Sub-Segment will conduct nominations and elections to fill that seat. If, after ninety (90) days the seat is still vacant, that seat will be designated an "At Large" seat and the Segment will hold elections to fill that seat conforming to the Sub-Segment Principles. If that seat is still vacant within another ninety (90) days (180 days total) the voting rights of that "At Large" seat will be suspended. The Segment will be expected to re-organize with new Sub-Segments consistent with the six (6) EC seats, six (6) Board seats, and Sub-Segment Principles. The new sub-segmentation will become effective on approval by 75% of the Segment and then 67% of the WEQ Membership with the rights of the Board Members and EC Members effective under the new Sub-Segment designations. If the Segment is unable to develop new Sub-Segments within another ninety (90) days, an affirmative vote of 67% of the WEQ Membership is needed within the next 90 days to develop the new Sub-Segments for the Segment consistent with the Sub-Segment Principles.

10.6 Removal of WEQ EC Members - Reserved

10.7 Resignation of Members of the EC

A Member of the WEQ EC may resign his or her position by submitting a letter to the Secretary of NAESB with a copy to the WEQ EC Chair stating that he or she is resigning and giving the effective date of the resignation.

10.8 Designated Alternates

Each Segment's Sub-Segment of the WEQ may develop and approve a list of individuals to serve as Designated Alternates and will give such list to the NAESB office in accordance with the NAESB Bylaws.

A. Authority

Persons presenting themselves at an EC meeting as Designated Alternates will be accepted as a participant provided that:

1. No two EC Members and Designated Alternates from the same Voting Member can represent a Segment at an EC meeting.
2. He or she has been designated to attend by an absent EC Member from his/her Segment's Sub-Segment
3. The WEQ EC Member from that Segment either indicates to the NAESB Office, EC Chair or Vice Chair that the EC Member will be absent, or is in fact absent and remains absent, and
4. The name of the Designated Alternate is on a list of approved Designated Alternates selected by the appropriate Sub-Segment Membership according to these WEQ Procedures, and is on file with the NAESB Office.

10.9 EC Meetings

A. WEQ EC Meetings

1. WEQ EC meetings shall be held at times and locations determined by the Chair or Vice Chair of the WEQ EC. Meeting notices shall specify when in-person attendance is required, provided that in-person attendance shall not be required to vote.
2. The secretary of the WEQ EC shall record the minutes of meetings. In the event that the secretary is unavailable, the Chair of any WEQ EC meeting will designate a WEQ EC Member to record minutes of meetings.

B. Notices

The WEQ EC secretary shall post advance meeting notices and agenda on the NAESB website and transmit same in writing, by facsimile, e-mail, or other electronic means to all WEQ EC Members. Unless under extreme circumstances, meeting notices shall provide at least 10 days notice of the meeting.

B. Voting

1. The WEQ EC shall practice Balanced Voting and record voting results.
2. Each WEQ EC Member may participate and vote in EC meetings by

notational ballot. Every notational ballot shall be executed in writing by the WEQ EC Member or by his or her duly authorized attorney in fact and filed with the Secretary of NAESB.

3. Notational voting shall be permitted in accordance with the NAESB Bylaws, Section 10.4 (k)(i-iii).

D. Joint EC Meetings

In the event that the EC of the WEQ meets jointly with an EC of another NAESB Quadrant, the choice of Quadrant EC Chair presiding over the joint meeting will be determined by the precedence established in the order of rotation of EC Vice Chairs as specified in the NAESB Bylaws.

E. Governance

WEQ EC meetings shall be governed by one of the following:

1. Specific subcommittee or task force operating procedures as approved by a 67% affirmative vote of the EC or
2. NAESB Operating Procedures.

10.10 EC Subcommittees & Task Forces (Under Discussion)

Section 11 Reserved

Section 12 Reserved

Section 13 Reserved

Section 14 Reserved

Section 15 Reserved

Section 16 Reserved

Section 17 Reserved

Section 18 Reserved

Section 19 Reserved

Attachment A

NAESB WHOLESALE ELECTRIC QUADRANT PROPOSED INITIAL QUADRANT PROCEDURES JULY 10, 2002

The NAESB Wholesale Electric Quadrant will be composed of five segments. Each segment will have six seats on the Board of Directors and the Executive Committee. The organization for the segments is shown below:

- **Transmission:** Any entity engaged in the activity of owning, operating or controlling bulk electric transmission facilities in North America.

Sub-segments:	Muni/Coop	Number of Seats:	1
	Fed/State/Provincial		1
	IOU		2
	ITC		2

- **Generation:** Any entity engaged in the activity of owning and/or operating wholesale electric generation facilities in North America.

Sub-segments:	Muni/Coop	Number of Seats:	1
	Fed/State/Provincial		1
	IOU		2
	Merchant		2

- **Marketers/Brokers:** Any entity engaged in the activity of buying and selling wholesale electric power in North America on a physical or financial basis.

Sub-segments:	Muni/Coop	Number of Seats:	1
	Fed/State/provincial		1
	Not IOU affiliated		2
	IOU Affiliated		2

- **Distribution/Load Serving Entities:** Any entity engaged in the activity of electric power sales and/or delivery to end use customers in North America, or any entity designated to represent a distribution utility.

Sub-segments:	Muni/Coop	Number of Seats:	2
	IOU		2
	Competitive Retailer		1
	<i>(not available to muni/coop, IOU or IOU affiliates)</i>		
	Other		1
	<i>(not available to muni/coop, IOU or IOU affiliates)</i>		

- **End Users:** Any entity in North America that is an end use consumer of electricity, engages in electricity regulation, or represents customer interests, or any entity designated to represent an end user.

Sub-segments:	End Use (also in another segment)	Number of Seats:	1
	Regulator		1
	Residential/Commercial		1
	Large Industrial (not in other segments)		2
	End Use (Self Generation)		1

IOU Definition: An investor owned entity who has substantial business interest in owning and/or operating any two of the following three asset categories --- generation, transmission, distribution.

Attachment A (cont.)

Procedural Elements:

1. Entities may participate in multiple segments within WEQ.
2. “Sunrise.” Sub-segment principles will continue. Sub-segments may be revisited at any time, but no later than three years. Changes to sub-segments require 75% affirmative from with segment, subject to other minimum participation and deadline requirements.
3. RTO/ISO/IMO participation. All RTOs/ISOs and comparable Canadian entities are strongly encouraged to participate in the Standards drafting process from conception through drafting to the ratification stage. Furthermore, a Technical Advisory Council comprising those jurisdictionally-approved entities will be formed to provide technical support and counsel to the NAESB Board and EC. The Council will have the obligation to provide a technical assessment, evaluation and recommendation to the EC on all Standards relevant to the grid system and RTO market operations. Furthermore, the Council has an affirmative obligation to apprise the EC of a given Standard’s feasibility.
4. Fixed Annual Payment. All WEQ participants will pay a fixed annual payment. Annual payment should provide for required budget to administer the process to develop Standards. Exceptions must be approved by the NAESB Board.
5. Sub-segment population. NAESB WEQ will establish minimum number for populating sub-segments within a segment, including a deadline for such population.
6. Consultants. Contract consultants may be considered as an option for Standards drafting, contingent on identification of need and availability of sufficient funding.

Final comprehensive affirmation. This vote *[the vote taken by the Wholesale Electric Quadrant Formation Group on July 10 to endorse this package for forwarding to the NAESB Board of Directors for approval]* will reflect only the elements of this settlement. No changes of any kind can be made to this agreement without prior agreement of parties.

Attachment B

PLACEHOLDER - Coordination with the North American Electric Reliability Council (NERC)

Attachment C

**PLACEHOLDER - NAESB WHOLESALE ELECTRIC QUADRANT
STANDARDS DEVELOPMENT PROCESS**

Notes from the NAESB-NEM Meeting on Creditworthiness and Risk Assessment
Conference Call -- August 12, 2002

In the conference call, the goals of the steering committee for Creditworthiness and Risk Assessment effort were noted as:

- Coordinate activities across groups addressing portions of the merchant energy credit issues -- the Department of Energy, NEM, CROs, EEI, EPSA, Keystone, NAESB and the WSCC.
- Ensure that work products and solutions resulting from these efforts do not run counter to existing standards and are realistic, workable and reasonable.
- Support and foster energy market diversification.
- Restore confidence in the merchant energy function, providing for financial integrity and governance.

Five follow-up actions were noted:

1. It was stressed that a three page summary was needed no later than October 6, which would answer the following questions:
 - What benefits are provided by the merchant energy function to the energy marketplace?
 - What are the effects to the marketplace of the \$118 billion loss and how does it impact the need for investment for the energy infrastructure?
 - What can be done to strengthen the merchant energy function, and what types of solutions should be pursued -- legislation, standards, regulation, organization?
2. A "Frequently Asked Questions" (FAQ) document should be prepared in addition to the three page summary that would be used in discussions with state commissioners, government agencies and trade associations.
3. Several federal agencies should be contacted to see who would want to work with the steering committee -- CTFC, SEC and Federal Reserve were noted.
4. Contacts with the National Petroleum Council, EEI, EPSA, Keystone, WSCC should be identified for participation in the steering committee if they so choose, or for communications at a minimum.
5. Once the FAQ and the three page summary are prepared, a meeting should be scheduled with Craig Reed from the DOE.

In addition, it was noted that a credible third party, independent, reputable and recognized, is needed to support education and communications. The Bauer School of

Business (University of Houston) has offered to support the activities, and others may be contacted (CERA, the University of Texas, and Harvard were mentioned during the discussion).

**Letter of Intent
Regarding
Communication and Coordination Protocols
between
North American Energy Standards Board
and
North American Electric Reliability Council**

A. Introduction

A need exists to develop standards to enhance energy markets throughout North America. There are both business practice and reliability aspects to such standards, and each has implications for the other. The North American Energy Standards Board (“NAESB”) and the North American Electric Reliability Council (“NERC”) desire to work together to coordinate the development of business practice standards and electronic communication protocols by NAESB and the development of reliability standards by NERC. It is the intent of both organizations that the business practice and reliability standards be harmonized, that all reasonable efforts be made to eliminate overlap and duplication of effort, and that each organization be able to move forward with its appropriate standards development activity while keeping the other fully informed as to its efforts.

The Wholesale Electric Quadrant of NAESB has recently been formed. This letter of intent (LOI) is, therefore, preliminary in nature. It will be supplemented by a more extensive memorandum of understanding (MOU) that describes the details of the coordination process after the Wholesale Electric Quadrant of NAESB is populated and elects its representatives. The MOU may address other issues that are deemed relevant by the parties, even though these issues are not contained in this LOI.

B. Principles of Agreement

NERC and the Wholesale Electric Quadrant of NAESB (WEQ) will work together to ensure the coordinated development of business practice standards and electronic communications protocols (by NAESB) and of reliability standards (by NERC) in a manner that is both efficient and beneficial to the industry and the marketplace as a whole. This process may include joint standards development as agreed by the parties, recognizing that standards may have both reliability and business practice elements.

C. Coordination Protocols

Coordination should include the following elements, but may include other elements as agreed by the parties:

1. Each organization will notify the other of its anticipated standards development activity for the coming twelve months.

2. NERC will notify NAESB of each proposal to develop a standard as soon as it receives a standard authorization request.
3. NAESB will notify NERC of each proposal that passes triage and is approved by the NAESB Executive Committee to develop a wholesale electric business practice standard or electronic communications protocol.
4. Each organization will notify the other of the relevant comment periods and opportunities to participate in discussions and drafting groups.
5. NERC may participate in the NAESB WEQ standards development process either as an organization or through individual members.
6. NAESB may participate in the NERC standards development process either as an organization or through individual members.
7. NAESB and NERC may form joint working groups for drafting particular standards or parts of standards and may convene joint industry workshops and forums for discussion of particular items. Moreover, NAESB and NERC may jointly agree concerning the timing and method of development of proposed standards, as to reliability and business practice issues.


D. Conflicts


In the unlikely event that conflicts arise that cannot be resolved between the NAESB WEQ and NERC, the matter may be submitted to the Federal Energy Regulatory Commission for resolution. The parties will endeavor to avoid taking this action and may create a joint dispute resolution process.

NORTH AMERICAN ENERGY
STANDARDS BOARD

NORTH AMERICAN ELECTRIC
RELIABILITY COUNCIL

By:


William Boswell, Chairman
August 15, 2002


By _____
Richard Drouin, Chairman
August 15, 2002

THE NAESB TECHNICAL ADVISORY COUNCIL
A WHITE PAPER

BACKGROUND

Throughout its eight-year history, the North American Energy Standards Board and its predecessor organization, the Gas Industry Standards Board, have benefited greatly from the advice and counsel of numerous organizations, both public and private.

Some of these relationships between GISB/NAESB and other organizations, like those involving the Department of Energy, a founding GISB member, and the Federal Energy Regulatory Commission (FERC), have evolved of their own accord into public-private partnerships that have greatly increased the credibility and acceptance of GISB/NAESB and its standards.

Other alliances have been intentionally forged by GISB/NAESB to ensure that key constituencies remain involved in the organization's activities and empowered to offer points of view that might not otherwise be heard, or that might not be heard in the same fashion. An example of this is the Advisory Council (formerly the Advisory Committee), which has been invaluable in bringing the perspectives of state public utility commissions and other regulatory agencies to the table.

At its meeting in Seattle on June 28, the NAESB Board of Directors unanimously approved a resolution stating that following the formation of the wholesale electric quadrant (WEQ) and upon a request by FERC or a representative group of independent system operators (ISOs), regional transmission organizations (RTOs), regional reliability organizations (RROs), and independent market operators (IMOs), there may be created a Technical Advisory Council to advise the WEQ and the NAESB Board regarding reliability and related market design issues. The Board held that such request would be applicable irrespective of the final configuration of the WEQ.

A resolution approved July 10 by the WEQ formation group that outlined basic quadrant procedures calls for the formation of an RTO-IMO-ISO-RRO Technical Advisory Council to provide technical support and counsel to the NAESB Board of Directors and Executive Committee. The resolution stated, "The council will have the obligation to provide a technical assessment, evaluation and recommendation to the EC on all standards relevant to the grid system and RTO market operations. Furthermore, the council has an affirmative obligation to apprise the EC of a given standard's feasibility." While the NAESB Board would treat this resolution as informational in terms of the thoughts of the formation group, the suggestions it contains have merit.

A PARADIGM

While the exact shape of the Technical Advisory Council has yet to be determined, a paradigm for the relationship between NAESB and the council may be GISB/NAESB's partnership with the Department of Energy's Sandia National

Laboratories. At GISB's Fifth Annual Meeting in 1999, Robert Gee, then Assistant Secretary of Energy for Fossil Energy, announced that Sandia would conduct a study, known as a "surety assessment," of the security of GISB's electronic delivery mechanism (EDM) standards. While Sandia's initial assessment has been completed, the Sandia relationship continues under NAESB.

The independent review by Sandia's Internet experts ensures that the appropriate levels of security, scalability, usability, performance and reliability are met by the EDM standards. The procedure is that NAESB sends EDM standards and documentation to Sandia for review. Once the review is complete, Sandia prepares a report indicating areas where changes should be considered. The report is reviewed by NAESB technical subcommittees, which propose changes to address the points outlined in the report or conclude that no changes are necessary. The Executive Committee then adopts the subcommittee recommendations or sends them back to the subcommittees for further consideration. The ultimate NAESB response is provided to DOE and posted on NAESB's website, www.naesb.org.

The Sandia process has proved to be of immeasurable benefit to NAESB. It gives the organization access to the expertise of the leading experts in the field of cybersecurity, providing assurance that in the process of developing standards to enhance the operation of a competitive energy industry, NAESB can also deliver the safeguards that market participants demand.

Applying this model to the wholesale electricity standards developed by NAESB's WEQ would help to address the reliability and operational concerns of RTOs, IMOs, RROs, ISOs and the National Electric Reliability Council (NERC). It could also ensure that these organizations have an important role in helping to develop the WEQ's Annual Plan, the document that, once approved by the NAESB Board of Directors, sets the year's agenda for the quadrant.

Adopting the Sandia model could result in the following operational role for the Technical Advisory Council:

- **Annual Plan:** The Board of Directors task force(s) charged with developing a draft WEQ annual plan could send the draft to the Technical Advisory Council, which would have (perhaps) 30 days to review the plan and make comments on the action items as well as suggest additional items for inclusion in the plan. The Board of Directors would review the council's comments and take appropriate action. Certainly, the members of the Technical Advisory Council could also participate in the meetings where the annual plan is devised, as all meetings are open and any interested party can participate.

- **Standards:** Before the Executive Committee votes on proposed standards, the council would have (again perhaps) 30 days to review the standards and make recommendations. The Executive Committee would give due deference to the council's views, and would inform the council on the final actions it took on the standards. The report back to the council might explain how the council's issues are to be addressed, and would also require Board approval prior to the report being forwarded to the council

membership. The comments provided by the council could also accompany the relevant status reports provided to any regulatory agency, and would be made publicly available via posting on the NAESB website. As noted earlier, the members of the Technical Advisory Council could also participate in the meetings where the standards are developed, as all meetings are open and any interested party can participate, and can vote in the subcommittee meetings where the standards are drafted.

A special section of the NAESB website could be assigned to the Technical Advisory Council. Meeting notices, comments, reports and other information would be posted in this section, adding to the council's visibility and influence.

It should be emphasized that the special role envisioned for the Technical Advisory Council is in addition to, not a substitute for, the opportunity that RTOs, IMOs, RROs and ISOs have, whether or not they are NAESB members, to participate in the subcommittee work that is the underpinning of all NAESB activity, including standards and annual plan development. Attendance at subcommittee meetings guarantees a voice and a vote on issues under consideration. Participatory democracy and inclusiveness have been hallmarks of the NAESB process, and RTOs, IMOs, RROs and ISOs stand to benefit from this tradition.

CONCLUSION

RTOs, IMOs, RROs and ISOs have the opportunity to join NAESB and enjoy the many benefits of membership, including the ability to be considered for office on the Board or Executive Committee, to vote on standards ratification and to receive free access to NAESB materials and reduced registration prices for standards and contracts classes and the Annual Meeting. NAESB membership has significant value for anyone interested in the future shape of the nation's marketplace for natural gas and electricity.

But regardless of whether RTOs, IMOs, RROs and ISOs choose to become NAESB members, the Technical Advisory Council should help ensure that the voice of this vital part of the electricity industry is heard at NAESB. This special relationship has the potential to prove to forge a lasting benefit for NAESB and the companies and organizations that have placed their confidence in its standards and products.

NAESB Membership List - Statistics
as of September 15, 2002

Quadrant/Segment Membership Analysis		Number of Members
WGQ Segments	TOTAL	131
	End Users	20
	Distributors	23
	Pipelines	40
	Producers	11
	Services	37
REQ Segments	TOTAL	48
	End Users	6
	Distributors	24
	Services	11
	Suppliers	7
WEQ Segments	TOTAL	158
	End Users	12
	Distributors/LSEs	30
	Generators	36
	Marketers/Brokers	33
	Transmission	42
	None Specified	5

Quadrant/Segment Membership Analysis		Number of Letters
RGQ Segments	TOTAL	34
	End Users	5
	Distributors	20
	Services	6
	Suppliers	3
	None Specified	0

Number of missing applications 16

The RGQ quadrant is not active. Prospective membership is indicated by letters of intent. For the quadrant to become active, there is a required minimum of at least 5 members per segment and 40 members total in the quadrant. The WEQ quadrant met the thresholds on August 8, and is now in the process of nominating and electing Board and Executive Committee members.

**North American Energy Standards Board Membership List and Letters of Intent
as of September 15, 2002**

Quadrant		Organization	Segment	Contact	SubSegment
Retail Electric Quadrant:	1	8760	s	John S. Williams	
	2	Alabama Power	d	John Russom	
	3	Alabama Power	su	Judy W. Ray	
	4	Allegheny Power	d	Jason W. Corin	
	5	Ameren Corporation	d	Jean M. Mason	
	6	American Electric Power	d	Thomas J. Ringenbach	
	7	American Public Power Association	d	Deborah Penn	
	8	Baltimore Gas & Electric Co.	d	Ruth Kiselewich	
	9	Boeing Co.	e	Keith C. Warner	
	10	Calpine Energy Services, LP	su	Janet Dixon	
	11	Cinergy Services, Inc.	d	Paul K. Jett	
	12	Consolidated Edison Company of NY	d	Richard G. Muzikar	
	13	Consumers Energy	d	Ronald Carrier	
	14	Defense Energy Support Center	e	Lisa Robert	
	15	Detroit Edison Company	d	William J. Newbold, Jr.	
	16	Distribution Control Systems, Inc.	s	H. Ward Camp	
	17	Dominion Retail	su	Richard A. Zollars	
	18	Dominion Virginia Power	d	David F. Koogler	
	19	Duke Power	d	N.E. (Ed) Tucker	
	20	EC Power International	s	Judy Bailey	
	21	Electric Reliability Council of Texas (ERCOT)	e	Sam R. Jones	
	22	Electricity Consumers Resource Council (ELCON)	s	John A. Anderson	
	23	Energy East Management Corporation	d	Eric Wilen	
	24	Exelon Energy Delivery	d	Charles Tenorio	
	25	Georgia Power Company	d	Michael Garrett	
	26	Georgia Power Company	su	Cathy Heath, J.M. Kubler	
	27	Green Mountain Energy Company	su	Heidi Schrab	
	28	Gulf Power Company	d	Joel Thomas Kilgore	
	29	MidAmerican Energy	d	James E. Wilson	
	30	Mississippi Power Company	d	Dorman Davis	
	31	National Grid USA	d	Eric P. Cody	
	32	Office of Public Advocate, State of Maine	e	Barbara Alexander	
	33	Ohio Consumers Council	e	Randy Corbin	
	34	Pennsylvania Office Of Consumer Advocate	e	Tanya J. McCloskey	
	35	PMO Link, Inc.	s	Geoffrey Hingle	
	36	PPLSolutions, LLC	s	James M. Minneman	
	37	Public Service Electric & Gas	d	Terrence Moran	
	38	Reliant Energy Retail Services, LLC	su	Waters Davis, Theresa L. Hess	
	39	Savannah Electric and Power Company	d	Karen L. Prentice	
	40	SchlumbergerSema	s	George C. Roberts	
	41	Southern California Edison	d	Gail Higashi	
	42	Southern Company Services	s	Mark S. Jerrett	
	43	Structure Group	s	Stacy Park	
	44	Systrends	s	Dick Brooks	
	45	Telerx	s	Misty A. Khan	
	46	TXU Energy Retail	su	Felecia Lokey	
	47	Wisconsin Electric	d	Jeffrey E. Anthony	
	48	Wisconsin Public Service Corporation	d	William L. Bourbonnais	
Wholesale Gas Quadrant:	1	8760	s	John Williams, Jim Buccigross	
	2	AEP Energy Services, Inc.	s	Cathy Szasz	
	3	AIG Energy Trading	s	Carl Peterson	
	4	Algonquin Gas	pl	Marcy McCain	
	5	Allegro Development	s		
	6	Ameren Corporation	l	Scott Glaeser	
	7	ANR Pipeline Company	pl	Joseph Pollard	
	8	Aquila Energy	s	Scott Eckerman	
	9	Arizona Public Service Company	e	Kelly Daly, Gary Duede	
	10	Baltimore Gas & Electric Co.	l	Bob Juskus	
	11	Boeing Co.	e	Tina Patton	
	12	BP Energy	pr	Bill Benham	

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Quadrant	Organization	Segment	Contact	SubSegment
	13	Bridgeline Gas Marketing	pl	Hugh Connett
	14	Burlington Resources	pr	Paul Keeler
	15	Calpine Energy Services, LP	e	Janet Dixon
	16	Caminus	s	Heather Woods
	17	CapacityCenter.com	s	Greg Lander
	18	Cargill Incorporated	s	Kathy Gerken
	19	CGI Group	s	Carl Caldwell
	20	Chevron/Texaco	pr	Randy Mills
	21	Cinergy	e	John Procaro
	22	Cinergy Marketing and Trading	s	Randy Bevis
	23	CMS Panhandle Eastern Pipe Line Co.	pl	William Grygar
	24	Columbia Gas Distribution Co.	l	Andrew Sonderman
	25	Columbia Gas Transmission	pl	Steve Melton
	26	Columbia Gulf Transmission Co.	pl	Michael Hansen
	27	Comprehensive Energy Services	e	Jim Templeton
	28	Conoco, Inc.	pr	Allan Knopp
	29	Consolidated Edison Company of NY	l	Mary Jane McCartney
	30	Coral Energy Resources, L.P.	s	LuAnn Martell
	31	Dauphin Island Gathering Partners	pl	Katie Rice
	32	Defense Energy Support Center	e	Veronica Jones, Jacob Moser
	33	Department of Energy	e	Christopher Freitas
	34	Dominion Exploration and Production, Inc.	pr	David Ogden
	35	Dominion Resources (Previously CNG)	l	William Boswell
	36	Dominion Transmission, Inc.	pl	Gary Sypolt
	37	DTE Energy Trading, Inc	s	Marcia Hissong
	38	Duke Energy Gas Transmission - Texas Eastern	pl	Richard Kruse
	39	Duke Energy North America	e	Jonathan D. Puckett
	40	Dynegy Inc.	s	Mark Scheel
	41	Edison Mission Marketing and Trade	e	Christian Hnat, William Roberts
	42	El Paso Merchant Energy	e	Bill Hebenstreit
	43	El Paso Natural Gas	pl	John Somerhalder
	44	El Paso Oil and Gas	pr	Art Slagle
	45	Elite Computer Consultants	s	Wayne Holtkamp
	46	Enbridge Pipelines	pl	Joan Schnepf
	47	EnCana Corp.	s	Keith Sappenfield
	48	EnCana Petroleum	pr	Keith Sappenfield
	49	The Energy Authority, Inc.	s	Marsha Sebert
	50	Energy East Management Corporation	l	Marjorie Perlman
	51	Enesys	s	Anthony Sykes
	52	Entergy Services, Inc.	e	Arlynn Kelleher, Terry Shields
	53	Equitable Gas Company	l	Steve Rafferty
	54	Equitrans, L.P.	pl	
	55	Explore Interactive	s	Claude Bethea
	56	ExxonMobil Gas Marketing	pr	Richard Smith
	57	Florida Power & Light Company	e	Dona Gussow, John Stepenovitch
	58	Great Lakes Gas Transmission	pl	Gene Fava
	59	Gulf South Pipeline	pl	Claire Burum
	60	H S Resources Inc.	pl	Carol Hall
	61	Hatch Associates Limited	s	Dan McEvoy
	62	IDACORP Energy	s	Marty Patterson
	63	Imperial Irrigation District	e	Javier Esparza
	64	IPNet Solutions, Inc.	s	Bisher Ahdab
	65	Iroquois Gas Transmission System	pl	Tom Gwilliam
	66	Key Span Energy	l	Dolores Chezar
	67	KW International PLC	s	Chai Barnwell
	68	Laclede Gas Co.	l	Kenneth Neises
	69	Latitude Technologies	s	Leigh Spangler
	70	Lower Colorado River Authority	e	Mickey Bell
	71	Marathon Oil Company	pr	Hugh Roberts
	72	Mid Continent Market Center	pl	Delaine Kurth
	73	Midland Cogeneration Venture	e	Lee Smith
	74	Mirant Americas Energy Marketing	s	Scott McGough

**North American Energy Standards Board Membership List and Letters of Intent
as of September 15, 2002**

Quadrant	Organization	Segment	Contact	SubSegment
	75	Mississippi River Transmission	pl	Robert Trost
	76	National Fuel Gas Distribution	l	Michael Novak
	77	National Fuel Gas Supply Corp.	pl	Dave Reitz
	78	Natural Gas Pipeline Co of America	pl	Paul Love
	79	Nicor Gas	l	Nancy Brucher
	80	NISource Inc.	l	M. Christopher Maturo
	81	Northeast Gas Markets, LLC	s	Melissa Ferullo
	82	Northern Border	pl	
	83	Northwest Natural Gas Company	l	Randolph Friedman
	84	NOVA Gas Transmission Ltd.	pl	Doug Miller
	85	NRG Power Marketing	s	Arlene Jorgensen Hilstead
	86	Occidental Energy Marketing Inc. (OEMI)	pr	Carol Wilson
	87	Ocean Energy Inc.	pr	Veronica L. Cavazos
	88	Oklahoma Natural Gas Company	l	Bill Kimler
	89	Pacific Gas & Electric	l	John Breen
	90	PacifiCorp Power Marketing Inc.	e	Don Winslow
	91	PECO Energy Co.	l	Reed Horting
	92	Pemex Gas y Petroquimica Basica	pl	Lic. Antonio Roqueni
	93	Peoples Gas Light & Coke Co.	l	Raulando de Lara
	94	PG&E Energy Trading	s	Lyn Maddox
	95	PG&E Gas Transmission	pl	Jay Story
	96	Portland Natural Gas Transmission System	pl	David Morgan
	97	PPL Energy	e	Joseph Cammarano
	98	Public Service Electric & Gas	l	David Wohlfarth
	99	Questar Pipeline Co.	pl	Scott Hansen
	100	Quorum Business Solutions Inc.	s	Douglas Allen
	101	Reliant Energy Gas Transmission Company	pl	Larry Thomas
	102	Reliant Energy Services, Inc.	e	Gary Hinners, John Orr
	103	Resource Data International	s	Konni Keuter
	104	Sabine Pipe Line LLC	pl	Deborah Plattsmier
	105	Salt River Project Agricultural Improvement & Power District	e	Diane McVicker
	106	SCANA Corporation	pl	Jacquelyn Gettle
	107	Sempra Energy - Southern California Gas Co.	l	Lee Stewart
	108	Shell Gas Transmission, LLC	pl	Chuck Cook
	109	Southern Company	e	Norrie McKenzie
	110	Southern Natural Gas Co.	pl	Prince McDougal
	111	Southwest Gas Corporation	l	Larry Black
	112	Sterling Commerce	s	Jeff Clavert
	113	Tatum CIO Partners	s	Eric Lentz
	114	Tennessee Gas Pipeline	pl	Larry Smith
	115	Tiger Natural Gas	s	Tracy Phillips
	116	Tractebel Energy Marketing, Inc.	s	Mark Hodges
	117	TransCanada Pipelines	pl	Doug Miller
	118	Transwestern Pipeline Co.	pl	Donna Scott
	119	TXU Energy Trading Co.	s	Ellen Dailey, Brad Jones
	120	TXU Lone Star Pipeline Company	pl	Dean Murray
	121	UBS Warburg Energy	s	Suzanne Calcagno
	122	U.S. Power Solutions Corporation	s	Ward Camp
	123	Vector Pipeline L.P.	pl	Amy Bruhn
	124	Viking Gas Transmission Company	pl	Sherry Hiller
	125	Washington Gas Light Co.	l	Tim Sherwood
	126	Westcoast Energy Inc.	pl	Miranda Barnes
	127	Westfield Gas & Electric Light Dept.	l	Joyce Bodak
	128	Williams Energy Services Co.	s	Anne Denison
	129	Williams Gas Pipeline	pl	Dale Davis
	130	Williston Basin Interstate Pipeline	pl	Keith Tiggelaar
	131	Wisconsin Public Service Corporation	l	Patrick Fox
Retail Gas Quadrant (LOI):	1	? AGL Resources Inc.	d	Ernie F. Blake
	2	Amerada Hess Corporation	su	Randy Magnani
	3	Baltimore Gas & Electric Company	d	Steve Zavodnick

**North American Energy Standards Board Membership List and Letters of Intent
as of September 15, 2002**

Quadrant	Organization	Segment	Contact	SubSegment	
	4	Boeing Company	e	Keith Warner	
	5	Consolidated Edison Co. of New York, Inc.	d	Joseph P. Oates	
	6	Consumers Energy Company	d	Ronn Rasmussen	
	7	Duke Energy Gas Transmission, LLP	su	Richard Kruse	
	8	Energy East Management Coporation	d	Eric Wilen	
	9	Energy Services Group, Inc.	s	George Behr	
	10	EnForm Consulting, L.P.	s	David F. Pfeifer	
	11	Indiana Office of Utility Consumer Counselor	e	Matthew Parsell	
	12	KeySpan Energy Delivery	d	Nancy Cianflone	
	13	Michigan Consolidated Gas Company	d	H.L. Dow	
	14	National Fuel Gas Distribution Corporation	d	Walter DeForest	
	15	New Science Partners	s	Rod Sipe	
	16	Niagara Mohawk	d	James Dillon, Janice Bailey	
	17	NISource Inc.	d	Dorothy Hawkins	
	18	Northwest Industrial gas Users	e	Paula E. Pyron	
	19	Ohio Consumers' Counsel	e	Dirken D. Winkler, John Smart	
	20	Orange and Rockland	d	Joseph P. Oates	
	21	Peco Energy Company	d	William Oppenheim	
	22	Pennsylvania Office of Consumer Advocate	e	Tanya J. McCloskey, Stephen Keene	
	23	Peoples Gas System	d	Rachel Gebhardt	
	24	Philadelphia Gas Works	d	Craig White	
	25	PMO Link, Inc.	s	Geoffrey Hingle	
	26	Public Service Electric & Gas Company	d	Joseph Jansen	
	27	Questar Gas Company	d	Pat Naisbitt, Allen Alred	
	28	R. J. Rudden Associates	s	John Charbonneau	
	29	Southwest Gas Corporation	d	John Hester	
	30	Systrends	s	Dave Darnell	
	31	TXU Energy Retail	su	Felecia Lokey	
	32	Washington Gas Light Company	d	Adrian P. Chapman	
	33	Wisconsin Electric Wisconsin Gas	d	Peter H. Newman	
	34	Wisconsin Public Service Corporation	d	William Bourbonnais	
Wholesale Electric Quadrant+A393:	1	? 8760	m	John S. Williams, Jim Buccigross	
	2	ACES Power Marketing LLC	m	Roy J. True	muni
	3	AIG Energy Trading Inc.	m	Carl Peterson	niou
	4	Alabama Electric Cooperative, Inc.	d	Kenneth J. Skrobback	muni
	5	Allegheny Energy	d	Pamela Mills	iou
	6	Allegheny Energy	g	Pamela Mills	merc
	7	Allegheny Energy	m	Pamela Mills	iou
	8	Allegheny Energy	t	Pamela Mills	iou
	9	Alliant Energy Corporate Services, Inc.	d	Eric J. Guelker	iou
	10	American Electric Power Marketing, Inc.	m	Barbara Radous	iou
	11	American Electric Power Service Corp.	d	Thomas Ringenbach	iou
	12	American Electric Power Service Corp.	t	John Stough	iou
	13	American Municipal Power - Ohio, Inc.	d	Pat Frazier, Chris Norton	muni
	14	American Transmission Company LLC	t	Dale Landgren, Julie Voeck	itc
	15	Arizona Residential Utility Consumer Office	e	Lindy Funkhouser	comres
	16	Arkansas Electric Cooperative Corporation	g	Ricky Bittle	muni
	17	Arkansas Electric Cooperative Corporation	t	Ricky Bittle	
	18	Arkansas Electric Cooperative Corporation	d	Ricky Bittle	
	19	Baltimore Gas & Electric Company	t	John J. Moraski, Ralph Bourquin	iou
	20	Basin Electric Power Cooperative	t	Dan Klempel	muni
	21	Basin Electric Power Cooperative	m	David Raatz	
	22	Basin Electric Power Cooperative	g	Jason Doerr	muni
	23	Basin Electric Power Cooperative	d	Ted Humann	muni
	24	Boeing Company	e	Steve LaFond	lind
	25	Bonneville Power Administration	d	Leslie Pompel	other
	26	Bonneville Power Administration	g	Leslie Pompel	fed
	27	Bonneville Power Administration	m	Leslie Pompel	fed
	28	Bonneville Power Administration	t	Barbara Rehman	fed

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Quadrant	Organization	Segment	Contact	SubSegment
29	BP America Inc.	e	Jeanne Zaiontz	lind
30	Buckeye Power, Inc.	d	Peter H. Buros	
31	Calpine Corporation	g	David McMillan	merc
32	Cap Gemini Ernst and Young	m	William F. Hunter	niou
33	Central Electric Power Cooperative	d	C. Pinckney Roberts, Arthur Fusco	muni
34	ChevronTexaco Energy Research and Technology	e	Carol Guthrie	sgen
35	Cinergy	e	Matthew Smith	enduse
36	Cinergy	g	Matthew Smith	iou
37	Cinergy	m	Matthew Smith	iou
38	Cleco Power, LLC	t	Keith Comeaux	iou
39	Columbus Southern Power Company	g	Barbara Radous	merc
40	Comprehensive Energy Services	e	Jim Templeton	enduse
41	Conectiv Energy Supply, Inc.	g	Gloria Ogenyi	merc
42	Conectiv Energy Supply, Inc.	m	Gloria Ogenyi	iou
43	Conectiv Power Delivery	t	Tsion Messick	iou
44	Connecticut Municipal Elec. Energy Cooperative	d	Brian E. Forshaw	muni
45	Consolidated Edison Co. of New York, Inc.	t	Joseph P. Oates	iou
46	Consolidated Edison Co. of New York, Inc.	d	Terry Agriss	iou
47	Consumers Energy Company	d	Steven L. Gaarde	iou
48	Consumers Energy Company	g	Steven L. Gaarde	iou
49	Dairyland Power Cooperative	t	Bruce Staples	muni
50	Detroit Edison	d	David G. Nick	iou
51	Dominion Energy Marketing, Inc.	g	Lou Oberski	iou
52	Duke Energy Corp.	d	Ollie Frazier	iou
53	Duke Energy Corp.	t	Thomas C. Britton	iou
54	Duke Energy North America	g	James Thompson, Rudy Tolentino	merc
55	Duke Energy North America	m	Michael F. Gildea	iou
56	Dynegy Marketing and Trade	m	Jason Cox, Mark Scheel	niou
57	Edison Electric Institute	n	David Owens, Dave Dworzak	n
58	El Paso Corporation	g	Dennis M. Price	merc
59	El Paso Merchant Energy	m	Sam Beason	niou
60	Electric Reliability Council of Texas (ERCOT)	n	Sam R. Jones	n
61	Electricity Consumers Resource Council (ELCON)	e	John Anderson	lind
62	EnCana Midstream	e	Keith Sappenfield	lind
63	Energy East Management Corporation	t	Marjorie Perlman	iou
64	Entergy Services, Inc.	t	Edward J. Davis	iou
65	Entergy Services, Inc.	m	F. Jay Poche	iou
66	Exelon Corporation - PECO Energy	d	John F. Leonard, Jr.	iou
67	Exelon Energy Delivery	t	John Blazekovich	iou
68	Exelon Generation - Power Team	m	Linda Clarke	iou
69	Exelon Generation Company LLC	g	Regina Carrado	iou
70	ExxonMobil Gas Marketing	e	Steve Sayuk	sgen
71	Florida Municipal Power Agency	g	Rick Casey	muni
72	Florida Municipal Power Agency	d	Steven H. McElhaney	muni
73	Florida Power & Light Company	g	Dona Gussow	
74	Florida Power & Light Company	m	Joe Stepenovitch	iou
75	Florida Power & Light Company	t	Marty Mennes	iou
76	Georgia Transmission Corporation	t	Gary D. Tipps, Ross Kovacs	muni
77	Hydro One Networks	t	Dave Barrie	itc
78	Indiana Municipal Power Agency	g	Dick Foltz	muni
79	Maryland Peoples Counsel	e	Michael J. Travieso	comres
80	Michigan Electric Transmission Company LLC	t	Charles V. Waits	itc
81	Michigan Public Power Agency	d	James R. Nickel, Daniel E. Cooper	muni
82	Midwest Independent Transmission System Operator+J96	n	Bill Phillips	n
83	Mirant Corp.	m	Susann D. Felton	niou
84	Modesto Irrigation District	t	Roge Van Hoy	muni
85	Municipal Energy Agency of Mississippi	d	C. Neil Davis	muni
86	National Grid USA	d	Timothy J. Brennan	other
87	National Grid USA	t	Masheed Rosenqvist	itc
88	North Carolina Eastern Municipal Power Agency	g	Jessie C. Tilton III	muni
89	North Carolina Electric Membership Corporation	d	David Beam	muni
90	North Carolina Electric Municipal Power Agency #1	m	Clay A. Norris	muni

**North American Energy Standards Board Membership List and Letters of Intent
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Quadrant	Organization	Segment	Contact	SubSegment
	91 North Carolina Electric Municipal Power Agency #1	d	Andrew Fusco	muni
	92 Northeast Utilities Service Company	t	David Boguslawski, William P. McKinn	iou
	93 NorthWestern Energy	t	Ted Williams	iou
	94 NRG Power Marketing, Inc.	g	Steve Corneli	merc
	95 Oglethorpe Power Corporation	g	Glenn D. Loomer	muni
	96 Ohio Consumers' Counsel	e	John Smart, Randy Corbin	comres
	97 Old Dominion Electric Cooperative	g	James N. Kimball	muni
	98 Oncor	t	Ellis Rankin	iou
	99 Ontario Power Generation	g	Barry Green	merc
	100 Ontario Power Generation	m	Dowell Hudson, JoAnne Magnante	niou
	101 PacifiCorp	d	Alec Burden	iou
	102 PacifiCorp	m	Edison G. Elizeh	iou
	103 PacifiCorp	g	Greg Maxfield	iou
	104 PacifiCorp	t	Jim Hicks	iou
	105 PacifiCorp Power Marketing, Inc.	g	Don Winslow	merc
	106 PG&E National Energy Group	m	Jack Hawks	iou
	107 PPL Electric Utilities Corporation	t	Ray Mammarella	iou
	108 Portland General Electric	m	Terri Peschka	iou
	109 Portland General Electric	t	Frank Afranji	iou
	110 Praxair, Inc.	e	James B. Rouse	lind
	111 Progress Energy	d	Benjamin Crisp	iou
	112 Progress Energy	g	Philip Lewis	iou
	113 Progress Energy	m	Micheal Settlege	iou
	114 Progress Energy	t	Verne Ingersoll	iou
	115 PSEG Energy Resources and Trade LLC	m	James D. Hebson	iou
	116 PSEG Power LLC	g	Grgory Eisenstark	merc
	117 Public Service Electric and Gas Company	d	Colin J. Loxley	
	118 Public Service Electric and Gas Company	t	Jeffrey C. Mueller	
	119 Puget Sound Energy, Inc.	t	George Marshall, Bob Harshbarger	niou
	120 Reliant Energy HL&P	t	Paul Rocha	iou
	121 Reliant Energy Power Generation	g	John Simpson	merc
	122 Reliant Energy Services, Inc.	m	Charles Yeung	niou
	123 Sacramento Municipal Utility District	g	Thomas Ingwers	muni
	124 Salt River Project Agricultural Improvement and Power District	d	Wendy Weathers	other
	125 Salt River Project Agricultural Improvement and Power District	g	David P. Slick	fed
	126 Salt River Project Agricultural Improvement and Power District	m	John D. Coggins III	fed
	127 Salt River Project Agricultural Improvement and Power District	t	Steve Cobb	fed
	128 Seminole Electric Cooperative, Inc.	g	Lane Mahaffey	muni
	129 Seminole Electric Cooperative, Inc.	t	Glenn Spurlock	muni
	130 Southeastern Power Administration	g	Bob Goss	fed
	131 Southern California Edison	t	Ronald D. Nunnally	iou
	132 Southern Company Services, Inc.	d	Donny L. Akers	iou
	133 Southern Company Services, Inc.	g	Tony A. Reed	iou
	134 Southern Company Services, Inc.	m	Joel Dison	iou
	135 Southern Company Services, Inc.	t	R.D. (Dean) Ulch	iou
	136 Southwest Transmission Cooperative, Inc.	t	Larry D. Huff	muni
	137 Southwest Power Pool	n	Carl Monroe	n
	138 Southwestern Power Administration	g	Forrest E. Reeves	fed
	139 Southwestern Power Administration	t	Stanley L. Mason	fed
	140 Sunflower Electric Power Corporation	t	L. Christian Hauck, Carroll Waggoner	muni
	141 Tennessee Valley Authority	d	Ron L. Owens	other
	142 Tennessee Valley Authority	g	William F. Irish	fed
	143 Tennessee Valley Authority	m	Gary L. Jackson	fed
	144 Tennessee Valley Authority	t	Mitchell Needham	fed
	145 TRANSlink Development Company LLC	t	Audrey Zibelman	itc
	146 Tri-State Generation and Transmission Association, Inc.	t	Bruce Sembrick	muni
	147 Tri-State Generation and Transmission Association, Inc.	m	Thomas A. Smith	muni
	148 TXU Energy Trading	m	Brad Jones, Jeff Shorter	iou
	149 UBS Warburg Energy	m	Suzanne Calcagno	niou
	150 Vermont Public Power Supply Authority	g	William J. Gallagher	muni
	151 Western Area Power Administration	t	Mark Fidrych	fed
	152 Western Area Power Administration	m	Jeffrey Ackerman	fed

**North American Energy Standards Board Membership List and Letters of Intent
as of September 15, 2002**

Quadrant	Organization	Segment	Contact	SubSegment
	153 We Energies	d	Linda Horn	iou
	154 We Energies	g	James R. Keller	iou
	155 Williams Energy Services	n	Anne Denison	
	156 Wisconsin Public Power Inc.	d	Mike Stuart	muni
	157 Wisconsin Public Service Corporation	g	William Bourbonnais	iou
	158 Xcel Energy Inc.	m	Steven J. Beuning, Steve Peluso	iou

Legend	
	? Company contacted to confirm LOI. No application received in NAESB Office.
Segment Abbreviations:	d Distribution for retail and Distribution/LSEs for wholesale
	e End Users
	g Generation
	l Local Distribution
	m Marketers/Brokers
	pl Pipelines
	pr Producers
	s Services
	su Suppliers
	t Transmission
	n Non-voting member or no segment specified
WEQ SubSegment Abbreviations:	blank Company has not replied which sub-segment they intend to join
	compret Competitive Retailer (not IOU or IOU affiliated)
	comres Commercial/Residential
	enduse End Users also present in other segments
	fed Federal/State/Provincial
	iou Investor Owned Utilities or IOU Affiliates
	itc Independent Transmission Companies
	lind Large Industrial End Users
	merc Merchants
	muni Municipals/Cooperatives
	n Specifically requested to be undeclared
	niou Not IOU affiliated
	other Other, not IOU or IOU affiliated
	sgen End User, Self Generation