



# Gas Industry Standards Board

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VIA FACSIMILE

June 11, 1998

TO: GISB Board of Directors  
FROM: Rae McQuade, Executive Director  
RE: Upcoming June 18 Board of Directors Meeting -- **REVISED AGENDA**

## MEETING ANNOUNCEMENT:

Attached please find the revised draft agenda for the upcoming Board of Directors meeting, which is scheduled for June 18. The agenda was revised to address the sunset discussion and vote as the first business on the agenda after administrative items and to include consideration of alternatives during the sunset discussion. The alternative discussed at the last Board meeting is attached for your review and consideration. Notational ballots will be sent out after the meeting as needed.

Materials have already been sent to the Board members, and posted on the home page for access by interested parties. The meeting arrangements for the Board meeting are:

Where: Sheraton Crown Hotel & Conference Center  
15700 J.F.K. Boulevard, Houston, Texas 77032  
Phone: 281-442-5100  
When: June 18, 1998  
9:00 a.m. to 1:00 p.m.

The hotel is located in close proximity to the George R. Bush Airport (previously named Houston Intercontinental Airport) for the convenience of the Board members traveling to Houston. Lunch will be served during the meeting. I look forward to seeing you in Houston on June 18. Please feel free to call if you have any questions or comments.

cc: Trade Associations for distribution to their members  
Laurie Paulson  
Posting on GISB Home Page for access to all GISB members and other interested parties  
Mike Bray  
Jerry Hahn  
Dennis Holbrook



## GISB BOARD OF DIRECTORS MEETING

Sheraton Crown Hotel, Houston, Texas  
June 18, 1998 -- 9:00 a.m. to 1:00 p.m.

### REVISED PROPOSED AGENDA

- |           |   |  |   |
|-----------|---|--|---|
| 9:00 a.m. | 1 | Welcome & Administrative Items <ul style="list-style-type: none"><li>- Antitrust Guidelines</li><li>- Adoption of Agenda</li></ul>   | T. Ciliske<br>D. Holbrook<br>T. Ciliske |
|           | 2 | Adoption of Minutes from March 3, 1997   | T. Ciliske<br>R. McQuade                |
|           | 3 | Sunset Discussion and Vote <ul style="list-style-type: none"><li>- Discussion of alternatives, certificate provision changes, and the sunset provision</li><li>- Vote(s)</li></ul> | T. Ciliske<br>D. Holbrook               |
|           | 4 | EBB-Internet Transition Models   | M. Bray<br>J. Hahn<br>Model Drafters    |
|           | 5 | FERC/DOE Efforts: <ul style="list-style-type: none"><li>- President's Commission of Critical Infrastructure Protection</li><li>- Y2K Project</li></ul>                             | R. McQuade                              |
|           | 6 | Report on Progress on the 1998 Annual Plan <ul style="list-style-type: none"><li>- Items Completed</li><li>- Items in Progress</li><li>- Items Requested to be Added</li></ul>     | M. Bray<br>J. Hahn                      |
|           | 7 | 1998 Financial Report  | R. McQuade                              |
|           | 8 | 1998 Membership Report <ul style="list-style-type: none"><li>- 1998 Membership</li><li>- Projects to Attract New Members</li></ul>   | R. McQuade                              |
|           |   | Other Business   |   |
| 1:00 p.m. |   | Adjourn  |   |



RESOLUTIONS ADOPTED BY  
THE BOARD OF DIRECTORS OF THE  
GAS INDUSTRY STANDARDS BOARD, INC.  
CONCERNING THE "SUNSET" PROVISION  
OF THE CERTIFICATE OF INCORPORATION

The Board of Directors of the Gas Industry Standards Board, Inc. ("GISB") hereby adopts the following resolution:

1. RESOLVED, that Article I, Section 2 of the Certificate of Incorporation of GISB dated February 1996 (the "Certificate"), which currently reads:

**Section 2.** The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute; provided, however, that no later than December 31, 1998, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. GISB's members shall then vote on whether GISB should 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 GISB.

be revised to:

**Section 2.** The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute; provided, however, that no later than December 31, 2000, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. GISB's members shall then vote on whether GISB should 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 GISB.

2. RESOLVED, that the Board of Directors recommend ratification of the foregoing resolution by the general membership of GISB, and take steps necessary to seek such ratification in accordance with the requirements of Article V, Section 3 of the Certificate.
3. RESOLVED, that following ratification by the general membership of GISB of Resolutions 1 and 2 above, that officers of GISB are authorized and directed to implement the foregoing resolutions, and to implement conforming changes to the bylaws and other GISB governing documents.

ATTEST:

\_\_\_\_\_  
Secretary

DATE: