

GAS INDUSTRY STANDARDS BOARD
Resolutions Regarding Continuation of Gas Industry Standards Board
Through December 31, 2004

WHEREAS, Article 1, Section 2 of the Certificate of Incorporation of the Gas Industry Standards Board (“GISB”) provides in pertinent part that:

[N]o later than December 31, 2001, GISB's Board of Directors shall submit to the members a resolution whether GISB 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 GISB.

WHEREAS, the Board of Directors desires to continue GISB and to provide that the next vote on its continuation shall be no later than December 31, 2004;

NOW, THEREFORE BE IT:

1. RESOLVED, that GISB shall continue subject to a further vote on its continuation no later than December 31, 2004.

2. FURTHER RESOLVED, that the Board of Directors of GISB directs its General Counsel to prepare and file with the Secretary of State of Delaware an amendment to Article I, Section 2 of the Certificate of Incorporation to conform the Certificate to the substance of Resolution No. 1 above, once the Board of Directors and the membership of GISB vote affirmatively in favor of said Resolution, as required by Article V, Section 3 of the Certificate.

GAS INDUSTRY STANDARDS BOARD
Resolutions Regarding Support for Creation of Energy Industry Standards Organization

WHEREAS, for the past two years representatives of both the gas and electric industries have had under consideration the creation of an energy industry standards organization that would develop and administer voluntary standards and model business practices related to the electronic exchange of information, record and data formats, communications protocols and related business practices that streamline the transactional and coordination processes of the electric and gas industries for both wholesale and retail markets; and

WHEREAS, a significant and growing number of individuals, corporations, trade associations and government agencies, including both the Federal Energy Regulatory Commission and the United States Department of Energy, have expressed support for such an organization through the expansion of the Gas Industry Standards Board (“GISB”) to take on the additional responsibilities of developing and administering standards and model business practices for gas retail markets and for electric wholesale and retail markets; and

WHEREAS, in response to the growing interest in the creation of an energy industry standards organization, a GISB task force has drafted “Strawman” proposals for consideration by the industry and affected regulatory agencies, the most current of which as of June 2001, known as “Strawman 2,” was included with the June 2001 GISB Board of Directors materials;

WHEREAS, subsequent to the June 2001 Board meeting, and in conjunction with a meeting hosted by the Department of Energy on August 14-15, 2001 to discuss the Strawman 2 proposal as the vehicle for creation of an energy industry standards board, the GISB task force has received oral and written comments from a number of interested parties, which comments have been considered by the GISB task force and incorporated into a revised proposal known as “Strawman 2.1,” which has been included with the September 2001 GISB Board of Directors materials;

NOW, THEREFORE BE IT:

1. RESOLVED, that the Gas Industry Standards Board supports the creation of an energy industry standards organization to consider, adopt and administer voluntary standards and model business practices for the wholesale and retail gas and electric industries in substantially the form presented to the Board of Directors as Strawman 2.1.

2. FURTHER RESOLVED, that the Board of Directors of GISB:

- A) amends the Certificate of Incorporation of GISB to expand its purpose to permit consideration of electric wholesale and retail standards and model business practices, effective as of January 1, 2002, all as described in Appendix A hereto;
- B) upon ratification of the amendments to the Certificate of Incorporation by the membership, directs its General Counsel in coordination with the Executive Director to file such amendments to the Certificate of Incorporation with the Secretary of State of Delaware, including the authority to file such amendments as a Restated Certificate of Incorporation under Delaware General Corporation Law § 245, so that the amendments will be effective as of January 1, 2002; and
- C) directs its General Counsel to draft amended Bylaws that will transform GISB into an energy industry standards organization consistent with Strawman 2.1, coordinate said draft with the Board Strawman Task Force, and present said amended Bylaws to the Board for its consideration at the
December 2001 meeting.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GAS INDUSTRY STANDARDS BOARD INC.

Gas Industry Standards Board Inc., (the "Corporation"), a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. That the Certificate of Incorporation of the Corporation dated September 22, 1994 is hereby amended as follows:

A. Article I, Section 2 shall be amended to delete the phrase "no later than December 31, 2001," and shall read in its entirety:

"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, 2004, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB 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 GISB."

B. Article II, Section 1 shall be amended and shall read in its entirety:

"Section 1. The objects and purposes of GISB 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."

C. Article III, Section 2 shall be replaced and shall read in its entirety:

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

D. Article III, Section 4 shall be amended to delete all text following the first paragraph.

E. Article V, Section 3 shall be replaced and shall read in its entirety:

"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 GISB's scope and purposes described in Article II, to continue GISB pursuant to Section 2 of Article I, to expand or contract the activities of GISB 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.”

F. Article V, Section 4 shall be replaced and shall read in its entirety:

“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.”

G. Article V, Section 5 shall be replaced and shall read in its entirety:

“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.”

H. Article V, Section 6 shall be replaced and shall read in its entirety:

“Section 6. 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, shall be required to determine how to fund a budget deficit or to establish or modify a promotional dues program.”

I. Article IX is deleted in its entirety.

2. That the foregoing amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Gas Industry Standards Board Inc., has caused this Certificate to be executed by its duly authorized Secretary this 31st day of December, 2001.

GAS INDUSTRY STANDARDS BOARD INC.

By: _____ Rae McQuade

Name: Rae McQuade

Title: Secretary