

**Contracts Subcommittee - Model Trading Partner Agreement
Meeting Minutes
Tuesday, April 15, 1997
PanEnergy Offices - Houston, Texas**

1. Administrative

- a. Welcome and introductions
- b. Antitrust by Cheryl Loewen

Housekeeping by Joyce Phillips
Minutes by Jim Buccigross

b(1) Agenda was adopted with the following modifications:

Addition of discussion of the drafting committee's draft of its version of a trading partner agreement, as well as discussion of GISB procedures for processing ECT's Request No. R97060 for the drafting committee as item 4(a).

c. Adoption of the draft minutes from the August, 1996 conference call was delayed until later in the meeting to allow attendees to read the draft minutes. They were subsequently adopted without changes.

d. Changes and corrections were made to the draft minutes from the March 25, 1997 meeting, and these were adopted as modified. They will be posted on the home page.

e. Report on the April 10, 1997 Executive Committee (EC) meeting by Cheryl:
Name change of this group to "Contracts Subcommittee" was approved. The subcommittee will have 3 task forces. These are the Operator Balancing Agreement (OBA) task force, the Model Trading Partner Agreement (MTPA) task force, and the Short-term Purchase and Sale of Gas Contract task force.

Process: The Contracts Subcommittee will report directly to the EC.

Priorities: The priorities of the MTPA task force are as follows:

1. Update the GISB MTPA to incorporate the changes needed for the internet electronic delivery model
2. Prepare sample appendices and exhibits for the MTPA
3. Other Issues, changes, insertions, deletions to the MTPA.

ECT suggested that the Subcommittee should recommend that companies send attorneys to these meetings to facilitate preparation of legal agreements. This was discussed and point was raised that all GISB meetings are open. Group resolved that detailed agendas of future meetings will be made available so that companies can send appropriate personnel.

2. Review Discuss Draft Mission Statement

A draft Mission Statement was prepared by Cynthia Corcoran. It was presented as follows:

The Contracts Subcommittee ("CSC") of the Gas Industry Standards Board, working under the direction of the Executive Committee ("EC"), will undertake as requested by membership, the development of voluntary agreements which facilitate the communication of information related to natural gas transactions.

Through discussion of changes to the draft, the following mission statement was adopted as the recommendation of the MTPA task force:

The Contracts Subcommittee ("CSC") of the Gas Industry Standards Board, working under the direction of the Executive Committee ("EC"), will undertake, as requested by membership, the development of voluntary agreements. The Model Trading Partner Agreement task force develops and maintains voluntary agreements which facilitate the communication of information related to natural gas transactions.

Furthermore, the group resolved to run in accordance with the GISB Operating Procedures regarding subcommittee formation and process.

Each task force of the Contracts Subcommittee will add a description to address their specific focus.

3. Review/Discuss Internet Insertions into the Body of Contract, Appendix and Exhibits

The "red-lined" version of the contract, with changes from the last meeting was used as a base for this discussion. Please reference the work products of this meeting for the marked up TPA with changes discussed.

As part of this process, the group determined by a "sense of the room" vote to prepare 2 separate exhibits for the MTPA, one to be used for the internet EDM model and labeled I-XXX, and a separate one to be used for value added networks (VAN) model, labeled V-XXX. These exhibits will be included in the red-lined version of the TPA from this meeting.

4. Review/Discuss Exhibit Matrix

The exhibit matrix initially prepared at the last meeting, and subsequently modified, was distributed. There were some minor changes and corrections to the matrix from suggestions submitted by CIG.

There was additional discussion concerning the matrix, and what response and acceptance documents are. The committee will continue to develop these issues.

The documents on the matrix were then segmented into 4 groups. Volunteers to take a group and work through the appendix and exhibits on the draft TPA (internet exhibit only) were solicited. Groups and companies volunteering were as follows:

Group A: Nomination, Nomination Quick Response, Scheduled Quantity, Shipper Imbalance, Transportation Invoice, Payment Remittance, Statement of Account: NGC/ECT

Group B: Pre-determined Allocation (PDA), PDA Quick Response, Allocation Statement, Request for Confirmation, Confirmation Response, Scheduled Quantity for Operators, Measurement Information Statement, Measured Volume Audit Statement: PEC

Group C: Upload of Request, Response to Upload of Request, Offer, Bid, Award, Replacement Capacity, Withdrawals, Electronic Withdrawal Upload, Operationally Available and Unsubscribed Capacity, System Wide Notices: TransCapacity

Group D: Upload to Pipeline of Prearranged Deal (UPPD), UPPD Validation, UPPD Notify and Request to Confirm, UPPD Bidder Confirmation, UPPD Bidder Confirmation Validation, UPPD Final Disposition: PEC

Individuals from the company or companies will prepare and post the exhibits on the GISB home page as work papers, by May 7th, for discussion at the next meeting. Cheryl will notify the GISB office as to accepting and posting files from the groups.

5. Next Steps

Next meeting to be scheduled for May 14 or May 15, 1997, at Enron Capital and Trade, pending checking for conflicts with other scheduled meetings and/or conference calls.

The MTPA task force determined to request an expedited comment period for review of the group's work product.

PanEnergy requested that at least 3 hours be devoted to review of R97060 at the next meeting. The majority of those present agreed.

4(a). Discussion of Drafting Committee's new draft TPA / ECT's Request No. R97060

Handouts were distributed. Discussion as to whether R97060 had been found to be in scope at the EC meeting. Minutes of the EC meeting were not available, no definitive conclusion was reached. However, the request was distributed, along with the drafting committee's draft of their "Short Form EDI Trading Partner Agreement." It was agreed that this would be discussed at the next meeting. (Assuming that the EC had, or will, find it in scope, which was the group's belief.)

Brief introduction and discussion of the above as time was limited due to the late hour.

Subsequent discussion as to whether the group could accomplish the goal assigned by the EC. Some believed the MTPA contract as it is drafted now could not adequately support the internet EDM model, even with the proposed modifications. Further discussion that this group may not be able to formulate a resolution and/or come to consensus on a recommendation. The consensus of the task force was that the MTPA will not be recommended as a standard at the next EC meeting.

Some members stated that they would most likely not be able to support a recommendation from the group regarding modification of the existing MTPA contract. There was also a proposal to post the group's modifications as "work papers" without formulating a specific recommendation. Vote was unanimous, per sign-up sheet 12 persons were present at the meeting or via phone.

Meeting adjourned at 5:20 P.M.

Attendee List:

PIPELINES:

Joyce Phillips	TETCO
Cynthia Corcoran	AGT
Coralie Scully	PEPL
Kim Van Pelt	TGC
Charlie Bass	Tennessee Gas Pipeline
Clancy Ashbrenner	CIG (Phone)
Carlos Pena	El Paso Natural Gas (Phone)
Jim Vandernoot	El Paso Natural Gas

SERVICES:

Cheryl Loewen	National Registry
Jo Ellen Krane	NGC
Stacy Dickson	Enron Capital & Trade
Mary Cook	Enron Capital & Trade
Jim Buccigross	TransCapacity