

**NAESB WGQ Procedures –**  
**EnCana Comments for 10-4-2002 Conference Call**

1. Page 3, Lines 60-61; Section 2.3 WGQ Segment Organization  
Delete the word “Companies” in the segment descriptions and replace it with either the word “Persons” or the phrase “Persons or entities” similar to the REQ and RGQ procedures. This recognizes that segment members may be a party other than a company.
  
2. Page 4, Lines 77-78; Section 5.1 WGQ Voting Members  
Suggest the WGQ adopt the language of the RGQ Procedures for initial draft purposes for consideration by the WGQ EC and Board. The proposed draft language is:

“The WGQ Member may be a trade association or an advocacy group representing a group of prospective members, provided that the trade association or advocacy group meets the requirements defined by the Segment Procedures of its declared Segment. “

3. Page 5, Line 99; Section 7.2.B. One Member, One Seat Per Quadrant and Page 6, Line 138; Section 10.2.B One Member, One Seat Per Quadrant.  
Delete the phrase “within the WGQ.” at the end of the sentence and replace with the phrase “within any NAESB Quadrant.” For the NAESB Board of Directors and Executive Committee this revision is consistent with the requirements of the RGQ, REQ and WEQ Procedures. Specifically a director may not serve as a director in any other NAESB Quadrant. Since the Board of Directors meets en banc it makes sense that an individual should not be elected to a directorship for different Quadrants. Further, an EC member may not serve as a EC member in any other NAESB Quadrant since it is very possible that there will be joint EC meetings among the NAESB Quadrants for certain standards or model business practices.
  
4. Page 5, Lines 109-110; Section 7.4 Term of Office  
Suggest the WGQ adopt the modified language from the RGQ Procedures for initial draft and discussion purposes for consideration by the WGQ EC and Board. The proposed draft language is:

“The WGQ Directors on the NAESB Board shall be divided into two groups within each WGQ Segment whose terms shall expire as follows: Group A, consisting of two Board seats, on December 31, 2002; and Group B, consisting of three Board seats, on December 31, 2004. Upon the completion of these terms, all succeeding Directors shall thereafter be elected for three-year terms, consistent with the NAESB Bylaws.

The above provision is consistent with the current expiration dates for director seats.

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5. Page 7, Lines 149-150; Section 10.4 Term of Office  
Suggest the WGQ adopt the modified language from the RGQ Procedures for initial draft and discussion purposes for consideration by the WGQ EC and Board. The proposed draft language is:

“The WGQ EC Members Board shall be divided into three groups within each WGQ Segment whose terms shall expire as follows: Group A, consisting of two EC seats, on December 31, 2002; Group B, consisting of two EC seats, on December 31, 2003; and Group C, consisting of one EC seat, on December 31, 2004. Upon the completion of these terms, all succeeding Directors shall thereafter be elected for three-year terms, consistent with the NAESB Bylaws.

The above provision is consistent with the current expiration dates for EC seats.

6. Page 9, Line 194; Section 18.1 Amendments  
Suggest the WGQ adopt the modified language from the RGQ Procedures for initial draft and discussion purposes for consideration for the WGQ EC and Board. The proposed draft provisions is:

The WGQ Procedures may be amended from time to time upon petition of at least five (5) WGQ Members. A petition for amendment specifying the complete language changes shall be submitted to the NAESB Office at least 30-days prior to a regular or special WGQ EC meeting. The EC will review and may modify the proposed amendment. Following the EC meeting, the EC recommended resolution on the proposed amendment approved a majority vote of the EC shall be sent to the WGQ Board of Directors for review and approval. Concurrently the recommended resolution shall be posted and sent to the WGQ Membership for comments. The WGQ Board of Directors shall consider the EC recommended resolution at the next Board of Directors meeting or by special meeting. The final resolution of the proposed amendment must be approved by at least 75% of WGQ Board of Directors and 40% of each WGQ Segment Board Members.