

**Model Trading Partner Task Force
Strawman Proposal / Workplan
3/31/98 Meeting**

Proposed MTPA Revisions:

1. Fully address Internet issues, including security procedures, security key exchanges, digital signatures.
2. Clarify that agreement is intended to define electronic communications, not to be an agreement for the sale of goods.
3. Clarify exactly which communications the MTPA will cover. (e.g. not only documents, but also functional acknowledgements, error notifications and time stamp responses).
4. MTPA must not purport to supersede transportation agreements in event of conflict. (Remove Section 2 statements that the originating party's records control, and Section 3 statements that the terms of the MTPA control.)
5. Add concept that no document should be relied upon by either party if there has not been a proper response. (Remove current garbled document/vague retransmission language). If there has not been proper receipt of a functional acknowledgment sender should initiate communication to determine status.
6. Fix legal deficiencies in the exclusion of damages sections. Limitation of damages must be conspicuous. Need to add disclaimers of implied or statutory warranties.

Proposed Workplan

- Complete list of desired revisions started above
- Start from MTPA approved in R97035 as the base document
- Use language from R97060 recommendation to address desired revisions.
- Produce red-lined MTPA
- Hold task force call to discuss
- Written changes submitted following meeting
- Continue iterations of red-line drafts and task force calls until proposal completed
- Decide model v. standard issues
- Submit to EC as recommendation to R97060