

**GISB Contracts Subcommittee  
Model Trading Partner Agreement Task Force  
June 26, 1997, Conference Call  
Final Minutes**

1. Conference call called to order at 10:30 AM by Cheryl Loewen
2. Introductions
3. Anti-trust by Cynthia Corcoran
4. Discussion/Changes to latest draft of the Model 2 Trading Partner Agreement

Note: These minutes capture the discussion topics and generalized results. For specific changes to the Model 2 Agreement, please reference the "Work Papers" section on the GISB home page for this conference call.

**Paragraph 4.7: Industry Guideline Versions and Other Matters.**

Discussion as to this new paragraph. PanEnergy raised the point that these versions may be pipeline specific (i.e., a separate order for different pipelines), and that this flexibility is not present in the paragraph.

NGC is concerned that TSP's could construe total flexibility as to version level if there is no pipeline or industry specific order.

Mary Cook (ECT) proposed adding language as to the effect of "or other requirement or version regarding the transaction sets" so as to capture any pipeline specific orders. This was agreed to by consensus of the group.

In addition, similar language and a section for general or specific FERC orders regarding document versions or other pipeline specific requirements was added to the industry guidelines section on the Appendix and Exhibit. The dual inclusion was due to the fact that these version changes or other requirements could be contract (Appendix) or document (Exhibit) specific.

In addition the group agreed to expand the "new version" language in 4.7 to include other matters which may be mutually agreed to between the parties, and so it could be any requested change.

PanEnergy raised the issue as to the 60 day notice period in this paragraph, saying many orders have 30 day (or perhaps less) implementation time frames. Language was added so that the paragraph reads "60 days, or such lesser period as may otherwise be required, shall be allowed for implementation ..." In addition, language was added so that in the

case of mutually agreeable changes, the parties themselves could also mutually agree on the implementation time frame.

Further changes to paragraph 4.7:

Insert "intent to" before the word implement.

Insert "mutually agree" in sentence number 3.

In sentence number 3, insert "standards" in place of "transaction set."

**Appendix:** Discussion as to whether to add "such as" language to the column headings. NGC disagreed with this approach. Consensus was not to add this language.

**Exhibit:** New section "Adjustments or variations to Industry Guidelines or Standards Versions" was added. Draft language for the section was added to the Model 2 Exhibit.

In addition, bracketed language was added to Exhibit to attempt to generalize the exhibit so that it could be used to exchange "flat files" or other types of electronic transmissions as opposed to only EDI.

**Paragraph 1.5:** Minor changes regarding the "public key" language in this paragraph. (Sorry, I didn't get the exact change - JHB)

**Paragraph 4.5:** Mary Cook explained that the ongoing process regarding updates to the Uniform Commercial Code (UCC) could potentially include warranties which would be applicable to EDI. She proposed that we add language disclaiming any warranties which may appear in the "new" UCC. This language was added.

In addition, this entire paragraph was capitalized in order to avoid any issues regarding the effectiveness of the waiver.

**Exhibit:** NrG questioned whether we should have another "blank" exhibit indicating facsimile as the backup method in the event of a failure of the Internet EDM model, indicating this seemed to be the majority choice in this matter. There was some resistance to this. PanEnergy believed facsimile backup could be covered through the notice provisions and through other aspects of the agreement.

Final consensus was not to add another set of exhibits.

**Administrative:** Group agreed that a one hour conference call would be scheduled for Monday, June 30, 1997 at 8:30 AM, to finalize changes to the Model 2 agreement.

Call was adjourned at approximately 11:45 AM.

Participants:

Cheryl Loewen

Jo-Ellen Krane

Stuart Maudlin

Cynthia Corcoran

Kim Van Pelt

Carol Smith

Registry

NGC

Ozark

TETCO

Trunkline

AGT

Jim Buccigross

Mary Cook

Stacy Dickson

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Charlie Bass

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