



North American Energy Standards Board

1100 Louisiana, Suite 3625, Houston, Texas 77002

Phone: (713) 356-0060, Fax: (713) 356-0067, E-mail: naesb@aol.com

Home Page: www.naesb.org

Via email
August 20, 2002

TO: NAESB Board of Directors
FROM: Rae McQuade, NAESB Executive Director
RE: NAESB Board of Directors Notational Ballot – Creation of Board Managing Committee

Dear Board Members,

Attached please find a notational ballot regarding the creation of a Board Managing Committee, created to assist the Chair and the Executive Director in discharging various responsibilities between board meetings, and performing certain specialized functions. The resolution is recommended unanimously by the Board members that have been named to the Parliamentary Committee. The Parliamentary Committee members named by the Chairman, Mr. Boswell, are: Mr. Lyn Maddox, Mr. Terry McGill and Mr. Jim Templeton representing the Wholesale Gas Quadrant, and Mr. Leonard Haynes, Mr. Cade Burks, and Ms. Misty Kahn representing the Retail Electric Quadrant. The ballot to register your vote is due to be returned to the NAESB office by August 30. To adopt the resolution requires a simple majority of the Board members of each of the two quadrants seated at the Board. Please call the office should you have any questions on this ballot.

Best Regards,

Rae McQuade
Executive Director and COO, NAESB

cc: Jay Costan
Laurie Paulson
Jim Buccigross



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Board Members:

SEGMENT	BOARD MEMBER	WHOLESALE GAS QUADRANT
END USER	Jonathan Puckett	Director of Control Operations, Duke Energy North America.
	Joe Stepenovitch	Vice President, Energy Marketing & Trading, Florida P&L
	John Procario	Vice President & COO, Cinergy
	Janie Mitcham	Vice President, Fuel and Energy Management, Reliant Energy
	Jim Templeton	Principal, Comprehensive Energy Services
LDC	Bill Boswell	Assistant Secretary, Dominion
	Adrian Chapman	Vice President, Regulatory Affairs & Energy Acquisitions, Washington Gas Light Co.
	Reed Horting	Vice President, Gas Supply & Transportation, PECO Energy Co.
	Walt DeForest	Senior Vice President, National Fuel Gas Distribution
	Lee Stewart	President, Energy Transportation Services, Southern California Gas Co
PIPELINE	Terry McGill	Enbridge Energy Company, Inc.
	John Somerhalder	President, El Paso Energy Pipeline Group
	Shelley Corman	Vice President, Enron Transportation Services Company (Transwestern)
	Ron Mucci	Senior Vice President Shared Services, Williams Gas Pipeline
	Richard Kruse	Senior Vice President, Duke Energy Gas Transmission
PRODUCER	Allan Knopp	Manager, Regulatory Affairs, Conoco Gas and Power
	Randy Mills	Regulatory Manager, ChevronTexaco
	Stan Hemmeline	Manager, North America - West, ExxonMobil Gas Marketing Company
SERVICES	Sylvia Munson	CIO, PanCanadian Energy Services (PanTech)
	Greg Lander	Principal, CapacityCenter.com
	Rick Lentz	Principal, Tatum CIO
	Lyn Maddox	President & COO, PG&E Energy Group Trading
	Marty Patterson	Senior Vice President, IDACORP Energy
SEGMENT	BOARD MEMBER	RETAIL ELECTRIC QUADRANT
DISTRIBUTOR	Dave Koogler	Director - Regulation & Competition, Dominion Virginia Power (SERC NERC Region).
	Bill Bourbonnais	Manager Rates and Economic Evaluation, Wisconsin Public Service Corporation (MAIN NERC Region)
	Johnny Magwood	Vice President Customer Services, Baltimore Gas and Electric Company
	Leonard Haynes	Senior Vice President Marketing, Georgia Power Company (SERC NERC Region)
END USER SERVICES	Sonny Popowsky	Pennsylvania Office of Consumer Advocate
	Misty Ann Khan	Vice President, Telerx Marketing, Inc.
	Stacey Park	Director, The Structure Group
SUPPLIER	J Cade Burks	President, EC Power
	John Williams	Chief Executive Officer and Co-founder, 8760.
	Helen Burt	Vice President, Customer Operations and Billing, TXU Energy
	Waters Davis	President, Reliant Energy Retail Services
	Richard Zelenko	General Manager, Dominion Retail Inc.

OFFICERS: Bill Boswell is CEO and 2002 chairman of the Board of Directors. Rae McQuade as Executive Director serves as Secretary and COO. The vice-chairs representing the Quadrants have not been named.



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NORTH AMERICAN ENERGY STANDARDS BOARD

Board of Directors Ballot Resolution to Create a Board Managing Committee August 20, 2002

Vote (Yes/No)

Resolution

Resolution to Create a Board Managing Committee

Name:	_____
Signature:	_____
Company:	_____
Date:	_____

***Please return to the NAESB Office by August 30, 2002
Fax: 713-356-0067***



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RESOLUTION ESTABLISHING BOARD MANAGING COMMITTEE

WHEREAS, pursuant to Article 7.8(a) of the Bylaws, the Board by majority vote may create certain committees and specify their functions, and

WHEREAS, due to the increasing size of the Board as a result of Quadrant formation, it would be helpful to the Chairman & CEO to provide him and the Executive Director assistance in managing and administering the affairs of the corporation between Board meetings, and making the meetings of the Board as efficient and effective as may be practicable, and

WHEREAS, it would also be helpful to have certain managerial functions addressed by a representative group from within the Board,

NOW, THEREFORE, the Board of Directors of the North American Energy Standards Board hereby establishes a Managing Committee, consisting of the Chair, the Past Chairs (who are currently members of the Board), the Board Vice Chairs of each of the Quadrants, and the Executive Director (who shall be secretary of the committee and shall have a voice in the committee's business but no vote), and

FURTHER, assigns to the said Managing Committee the following responsibilities:

- 1) Assisting the Chair and the Executive Director in establishing the agenda of the meetings of the Board,
- 2) Assisting the Chair and the Executive Director in preparing and monitoring financial matters of the corporation, including budgets, audit reports and the like, and reviewing reports of such matters prior to their submittal to the Board,
- 3) Assisting in the creation and review of the Quadrant Annual Plans, prior to their submittal for Board approval,
- 4) Acting as a compensation & benefits committee, including reviewing and establishing staff benefits and setting the compensation of the Executive Director,
- 5) Acting as an editorial review committee to approve formal communications of an external nature, including written communications with regulatory agencies and the media,
- 6) Acting to review legal and personnel matters of a confidential nature, and
- 7) Acting in any other matter which would require Board approval, except for those matters specifically reserved to the full Board by the Bylaws, and for those matters which require more than a simple majority vote of the Board. In the case of actions taken under this provision, they shall be reported to the Board at its next meeting, and may be discussed under "new business" at the request of any member.

AND FURTHER resolves that the Managing Committee may establish sub-committees, consisting of members of the Managing Committee and other Board members. A member of the Managing Committee shall chair any sub-committees.