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NAESB OPERATING PRACTICE INTERPRETATION SUBCOMMITTEE MISSION AND PROCEDURES

Interpretations Subcommittee Mission

The Interpretations Subcommittee is a segment balanced subcommittee of the NAESB Wholesale Gas Quadrant (WGQ) whose mission is to receive Requests for Interpretation or Clarification of NAESB WGQ Standards; to solicit input as to the source and nature of the circumstances giving rise to the Request for Clarification or Interpretation; and, working in conjunction with other subcommittees within NAESB, to develop clarifications; or, other recommendations with respect to the processing of a Request for Clarification or Interpretation, in response to such requests; for review and determination by the NAESB WGQ Executive Committee.

Composition of the Interpretations Subcommittee

The Interpretations Subcommittee is comprised of two members of each of the four NAESB WGQ Quadrant's segment representatives. These members are selected by the EC Members for each respective ~~Quadrantsegment~~, which ~~Quadrant's-segment's~~ representative(s) are communicated to the NAESB office are communicated time to time. The Interpretations Subcommittee members are NAESB members with dues paid and serve on the Interpretations Subcommittee at the pleasure of the NAESB segment EC Members for their respective segment. The Interpretations Subcommittee shall be chaired by a member of the Subcommittee chosen by the EC from time to time. The Interpretations Subcommittee shall have a Vice-chair also chosen by the EC from time to time.

Interpretations Subcommittee Procedures

Meetings and Voting:

The Interpretations Subcommittee will meet on a regularly scheduled basis, if outstanding requests merit meeting, with a preference for telephone conferences. The schedule of meetings will be noticed on the NAESB home page and will be open to any participant. When votes are taken, the members of the Interpretations Subcommittee are the voting members of



the subcommittee. Votes with respect to interpretations and recommendations are to be recorded by polling each member of the Interpretations Subcommittee. Members not present at the time of a vote will be polled notationally to ascertain their voting position upon all interpretations and recommendations.



Processing Requests for Interpretation/Clarification:

1. A Request for Clarification or Interpretation shall be submitted to the NAESB Office, given a designation number (beginning with a "C" and the last two digits of the year and then beginning with 001, 002 etc.) and forwarded to the voting members of the Interpretations Subcommittee for review.
2. Each Request for Clarification or Interpretation shall be noticed by posting on the NAESB home page and will be discussed during at least one meeting. During the first meeting to discuss a Request for Clarification or Interpretation the subcommittee members and participants will discuss the matter under consideration and seek from the requester and other interested parties their views on the matter and the circumstances giving rise to the request. Issues and potential resolutions will be discussed and recorded in the minutes of the subcommittee.
3. During this first meeting in which a request is discussed, the subcommittee, in conjunction with the requester, may determine that:
 - 3.1 The request has been satisfied through the discussion and the requester determines to withdraw the request pursuant to paragraph 5.5 below;
 - 3.2 A proposed interpretation be drafted and posted for discussion at the next scheduled meeting of the Interpretations Subcommittee;
 - 3.3 Additional information, research, or input is needed from the requester or other knowledgeable parties including other NAESB subcommittees or task forces before proceeding with processing the Request for Clarification or Interpretation; or
 - 3.4 The Request for Clarification or Interpretation is better handled as a request for standard.

In the event of a determination under 3.4 above, the Interpretations Subcommittee will draft a suggestion to the EC that the EC can refer the request to another NAESB Subcommittee or task force with passage of the appropriate minutes and any appropriate work papers.

In the event of a determination under 3.3 above, a) the Interpretations Subcommittee member(s) seeking additional information may solicit material from sources of their choosing (including but not limited to NAESB meeting minutes and transcripts); and/or b) the Chair may request of the NAESB office



that a formal request for information be forwarded to the chair(s) of the applicable NAESB Subcommittee or task force.

Processing Draft Interpretations:

4. In the event of a determination under 3.2 above, the draft interpretation will be generated and posted sufficiently in advance of the next scheduled meeting of the Interpretations Subcommittee so that interested parties may have an opportunity to review the draft interpretation and provide comment (written or verbal) at the next scheduled meeting of the Interpretations Subcommittee. Meeting minutes will close with the agenda of proposed items for discussion at the next scheduled meeting.

4.1 Proposed interpretations will be discussed during at least one meeting of the Interpretations Subcommittee. If the Interpretations Subcommittee determines at that time that a draft (including the first draft) of an interpretation is ready for EC review and determination, a vote will be taken. If the matter passes by simple majority (including a count of notational votes), the interpretation shall be posted for industry comment and the matter forwarded to the EC to be added to the next EC agenda following the close of the comment period (which comment period, absent an EC determination to shorten, would not be less than two weeks).

4.2 If there are changes to a draft (including the first draft) of an interpretation which changes are agreed to by the members of the Interpretations Subcommittee, another draft will be done, posted with the minutes of the meeting and discussion upon the second (or subsequent) draft scheduled for the next meeting of the Interpretations Subcommittee.

4.3 The Interpretations Subcommittee may, upon review of a draft interpretation, determine that the matter under review should be handled pursuant to 3.3 or 3.4 above. In which case the draft interpretation will be "held" in its draft state until: a) resolution (or lack thereof) under 3.4, or b) the receipt of additional material; and, c) further review and vote by the Interpretations Subcommittee.

4.4 All draft interpretations which are being "held" in their draft state under Section 4.3 are open for discussion during an Interpretations Subcommittee meeting but may not move to final draft without a determination during one meeting that the matter will be placed on the Agenda for the next scheduled meeting at which time the Interpretations Subcommittee will address the drafting (and potential resolution by vote) of the "held" interpretation request.



Completion of the Interpretations Process:

5. Action by the **WGQ** EC determines whether or not a Request for Clarification or Interpretation has been processed to completion by the Interpretation Subcommittee.

5.1 The **WGQ** EC, at any scheduled EC meeting may, by a majority vote, discharge a draft interpretation from the Interpretations Subcommittee. Upon such vote to discharge, the EC may place the matter on its next agenda for review and a determination by the EC. The matter so discharged pursuant to this section 5.1 will be posted for industry comment in advance of the EC meeting at which it will be discussed.

5.2 The **WGQ** EC, upon receipt of a matter from the Interpretations Subcommittee pursuant to section 3.4 may accept or modify the suggestion; and if so, the matter shall be deemed to have been processed to completion.

5.3 The **WGQ** EC, upon receipt of a matter from the Interpretations Subcommittee pursuant to section(s) 4.1 or 5.1 may determine to accept, modify or reject the draft interpretation; and if so, the matter shall be deemed to have been processed to completion.

5.4 The **WGQ** EC, upon receipt of a matter from the Interpretations Subcommittee pursuant to section 4.1 or 3.4 may determine to refer the matter back to the Interpretations Subcommittee with instructions; and if so, the matter shall be deemed to be an open matter requiring further processing by the Interpretations Subcommittee.

5.5 The requester of an interpretation may withdraw their Request for Clarification or Interpretation. Upon withdrawal, work upon that numbered request shall cease without prejudice to subsequent action on a request pertaining to the same or related subject matter. Notice of withdrawal should be made a) in writing at or following the meeting of the interpretations subcommittee (and included in the minutes thereof); b) at a meeting of the EC where it is scheduled for resolution or discussion (and included in the minutes thereof); or c) in writing to the NAESB Office which shall forward such notice to the Interpretations Subcommittee and/or EC as applicable. Requests for Clarification or Interpretation may not be withdrawn after a final vote of the **WGQ** EC upon the matter.

5.6 A Request for Clarification or Interpretation shall be deemed to have been processed to completion upon the occurrence of a) a vote of the EC pursuant to section(s) 5.2 or 5.3; or b) the receipt and recording of a notice of withdrawal pursuant to section 5.5.



Business Practice Subcommittee Mission

The Business Practice Subcommittee is a subcommittee of the NAESB Wholesale Gas Quadrant (WGQ) whose mission is to receive those Requests for Standards and other requests for action pertaining to potential change to or adoption of a NAESB Standard involving an existing or proposed business practice standard as forwarded to it by the NAESB Executive Committee; to solicit input as to the source and nature of the circumstances giving rise to the Request for Standard or EC formulated request for action; and, working in conjunction with other subcommittees within NAESB, to develop standards; or, other recommendations (with respect to the processing of such matter forwarded to it for processing) for review and determination by the NAESB Executive Committee. The Business Practices Subcommittee is primarily tasked with assessing and addressing those Requests for Standards or portions thereof involving the "what", "whether", "who" and "why" questions of a business practice nature.

Composition of the Business Practice Subcommittee

The Business Practice Subcommittee is comprised of members of the industry interested in participating in meetings to discuss the resolution and disposition of the matters referred to the Business Practice Subcommittee by the EC. There is no requirement that a member of the Business Practices Subcommittee be a NAESB Member. The Business Practices Subcommittee has Co-chairs; from each of the four NAESB Quadrants. These Co-Chairs are NAESB Members with dues paid; are selected from time to time by the Executive Director from among those persons who are NAESB Board Members, NAESB EC Members and/or NAESB EC Alternates; and continue to serve thereafter at the pleasure of the EC Members of their respective Quadrants. Meetings of the Business Practice Subcommittee shall be chaired by one or more of the Co-chairs as determined by the Co-Chairs from time to time.

Business Practice Subcommittee Procedures

Meetings and Voting:

The Business Practice Subcommittee will meet on a regularly scheduled basis, if outstanding requests merit meeting, with a preference for telephone conferences. The schedule of meetings will be noticed on the NAESB home page and will be open to any participant. When votes are taken, the members of the Business Practice Subcommittee are the voting members of the subcommittee. Votes with respect to Standards and recommendations are to be recorded by polling each member of the Business Practice Subcommittee then present during the meeting. Members not present at the time of a vote will not have their vote counted. Upon request of any member of the Business Practice Subcommittee at any time reasonably proximate to a vote, a segment check will be performed. A segment check tallies the previous or upcoming vote on a vote-by-segment-basis. All votes will be recorded in the minutes and all votes for which there has been requested a segment check will be recorded by individual, company, segment and yea, nay, absent, or not voting. All voting, whether by means of segment check or not are on a one-company (as same is recorded on the sign-in sheet) one-vote basis. In the event of a vote, each company



is entitled to have one person in attendance at the meeting cast one vote on any issue.

Processing Requests for Standard:

1. A Request for Standard once forwarded by the EC to the Business Practice Subcommittee shall be noticed by posting on the NAESB home page and will be discussed during at least one meeting. During the first meeting to discuss a Request for Standard, the subcommittee members and participants will discuss the matter under consideration and seek from the requester and other interested parties their views on the matter and the circumstances giving rise to the request. Issues and potential resolutions will be discussed and recorded in the minutes of the subcommittee.

2. During this first meeting in which a request is discussed, or during any subsequent meeting when the subject request has been noticed as being on the agenda, the subcommittee may determine:
 - 2.1 In conjunction with the requester, that the request has been satisfied through the discussion and the requester determines to withdraw the request pursuant to section 6.5,

 - 2.2 That a proposed standard be drafted and if so drafted and voted upon, will be posted on the NAESB home page and, where requested by a member of the Business Practices Subcommittee, may also be added to the next agenda of the Business Practices Subcommittee for discussion and disposition at the next scheduled meeting of the Business Practice Subcommittee;

 - 2.3 That a proposed recommendation, having been fully staffed by the BPS and approved by a majority of the members present and voting, will be posted on the NAESB home page for comment and will be added to the agenda of the next scheduled EC meeting following a reasonable comment period specified; or,

 - 2.4 That additional information, research, or input is needed from the requester or other knowledgeable parties including other NAESB subcommittees or task forces before proceeding with processing the Request for Standard (in which event the item remains within the purview of the Business Practice Subcommittee and may be placed upon the agenda with reasonable notice via posting on the NAESB home page).

3. Once a draft of a proposed standard has been posted on the NAESB home page and added to the agenda of the next scheduled meeting of the Business Practices Subcommittee; during the first meeting following the posting; or, during any subsequent meeting when the subject request has been noticed as being on the agenda, the subcommittee may determine:



- 3.1 In conjunction with the requester, that the request has been satisfied through the discussion and the requester determines to withdraw the request, in writing to the NAESB Office;
 - 3.2 That the draft of a proposed standard be adopted, amended or rejected by a vote of the members of the subcommittee and forwarded to the EC pursuant to the procedures in 3.4 below; or,
 - 3.3 That additional information, research, or input is needed from the requester or other knowledgeable parties including other NAESB subcommittees or task forces before proceeding with processing the Request for Standard; and,
 - 3.4 Where so voted upon pursuant to 3.2 above, and upon having been fully staffed, the recommendation will be posted on the NAESB home page for industry comment (regardless of the outcome of the vote); and, the matter will be added to the agenda of the next scheduled EC meeting following a reasonable comment period.
4. In the event of a determination under 2.4 or 3.3 above, a) the Business Practice Subcommittee member(s) seeking additional information may solicit material from sources of their choosing (including but not limited to NAESB meeting minutes and transcripts); and/or b) a Chair may request of the NAESB office that a formal request for material be forwarded to the chair(s) of the applicable NAESB Subcommittee or task force.
 5. In the event of a determination under 2.2 above, the draft standard will be generated and posted sufficiently in advance of the next scheduled meeting of the Business Practice Subcommittee that it is reasonable that interested parties may have an opportunity to review the draft standard and provide comment (written or verbal) at the next scheduled meeting of the Business Practice Subcommittee. Meeting minutes will close with the agenda of proposed items for discussion at the next scheduled meeting.

Completion of the Request for Standards Process:

6. Action by the **WGQ** EC determines whether or not a Request for Standard has been processed to completion.
- 6.1 The **WGQ** EC, at any scheduled EC meeting may, by a majority vote, discharge a draft proposed standard or a Request for Standard from the Business Practice Subcommittee. Upon such vote to discharge, the EC may place the matter on its next agenda for review and a determination by the EC. The matter so discharged pursuant to this section 6.1 will



be posted for industry comment in advance of the EC meeting at which it will be discussed.

- 6.2 The **WGQ** EC, upon receipt of a matter from the Business Practice Subcommittee pursuant to section 3.3 may accept or modify the recommendation; and if so, the matter shall be deemed to have been processed to completion.
- 6.3 The **WGQ** EC, upon receipt of a matter from the Business Practice Subcommittee pursuant to section(s) 3.2 or 6.1 may determine to accept, modify or reject the draft recommendation; and if so, the matter shall be deemed to have been processed to completion.
- 6.4 The **WGQ** EC, upon receipt of a matter from the Business Practice Subcommittee pursuant to section 2.3 or 3.2 may determine to refer the matter back to the Business Practice Subcommittee for clarifications, further review or with guidance; and if so, the matter shall be deemed to be an open matter requiring further processing by the Business Practice Subcommittee.
- 6.5 The requester of a standard may withdraw their Request for Standard. Upon withdrawal, work upon that numbered request shall cease without prejudice to subsequent action on a request pertaining to the same or related subject matter. Notice of withdrawal should be made a) at a meeting of the Business Practice Subcommittee (and included in the minutes thereof); b) at a meeting of the EC where it is scheduled for resolution or discussion (and included in the minutes thereof); or c) in writing to the NAESB Office which shall forward such notice to the Business Practice Subcommittee and/or EC as applicable. Requests for Standard may not be withdrawn after a final vote of the EC upon the matter.
- 6.6 A Request for Standard shall be deemed to have been processed to completion upon the occurrence of a) a vote of the EC pursuant to section(s) 6.2 or 6.3; or b) the receipt and recording of a notice of withdrawal pursuant to section 6.5.



Triage Subcommittee Mission

The Triage Subcommittee is a subcommittee of NAESB whose mission is to receive those Requests for Standards as forwarded to it by the NAESB Office; to solicit input as to the source and nature of the circumstances giving rise to the Request for Standard; and, to make a recommendation to the Executive Committee of NAESB as to the manner in which the Request for Standard should be processed, including 1) any questions which should be addressed by the requester at the meeting(s) during which the request is processed; 2) the priority for action with which the request should be addressed; and 3) a recommended "completion of action" or "report as to progress" date. These recommendations shall be in writing and forwarded to the NAESB Executive Committee for its review and determination. The Triage Subcommittee is primarily tasked with assessing and addressing the best manner for processing Requests for Standards submitted to NAESB.

Composition of the Triage Subcommittee:

The Triage Subcommittee is comprised of ~~the five Co-Chairs of the Business Practices Subcommittee~~ **five representatives from each NAESB Quadrant**. Members of the industry interested in participating in meetings to discuss the recommended disposition of the matters referred to the Triage Subcommittee are invited to do so. There is no requirement that a participant in the meetings of the Triage Subcommittee be a NAESB Member. Meetings of the Triage Subcommittee shall be chaired by one or more of the Co-chairs as determined by the Co-Chairs from time to time.

Triage Subcommittee Procedures

Meetings and Voting:

The Triage Subcommittee will meet at least once prior to each regularly scheduled Executive Committee meeting, if there are new outstanding requests, and at other times as reasonably necessary to process new Requests for Standard(s) in advance of an Executive Committee meeting to determine the manner of processing of such Requests. The preferred manner of conducting the meetings of the Triage Subcommittee is by means of telephone conferences. Unless otherwise requested by the Executive Committee, the schedule of meetings will be noticed on the NAESB homepage and will be open to any participant. When votes are taken, the members of the Triage Subcommittee are the voting members of the subcommittee. **On matters applicable to all NAESB Quadrants, such as NAESB Scope and proper quadrant assignment, all subcommittee members are eligible to vote (Vote 1). After that initial determination, eligible voters include only those triage representatives from the NAESB quadrant to which the request is assigned (Vote 2).** Votes with respect to Standards and recommendations are to be recorded by polling each member of the Triage Subcommittee then present during the meeting. ~~Absence of at least~~



~~three votes in favor of a particular recommendation will require a polling of the member(s) not present at the time of a vote; and, such member(s) will vote by notational ballot or by voice vote delivered to the NAESB Executive Director and recorded at the NAESB Office with the minutes of the Triage Subcommittee meeting at which the subject request(s) were disposed of.~~



Processing Requests for Standard:

The Executive Committee may adopt, modify or reject a recommendation of the Triage Subcommittee. For recommendations made via a Vote 1, all quadrants of the NAESB Executive Committee are eligible to vote. For recommendations made via Vote 2, only the Executive Committee members of the affected quadrant are eligible to vote. In the event of a rejection, the Executive Committee will make its own determinations as to the processing of a Request for Standard. The Executive Committee may also refer the recommendation back to the Triage Subcommittee with instructions. In the event of such referral, the Triage Subcommittee will then process that Request for Standard prior to the next Executive Committee meeting and formulate a recommendation taking consideration of the instructions of the Executive Committee.