

# GasEDI

c/o Canadian Association of Petroleum Producers  
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## NEW GasEDI BASE CONTRACT FOR SALE AND PURCHASE OF NATURAL GAS

**Mission:** Develop a New GasEDI Base Contract for Sale and Purchase of Natural Gas (“New GasEDI Base Contract”) based on: the GasEDI Base Contract for Short-Term Sale and Purchase of Natural Gas as published by GasEDI on October 26, 2000, (“GasEDI 2000 Base Contract”); the North American Energy Standards Board (“NAESB”) Base Contract for Sale and Purchase of Natural Gas as published by NAESB on April 19, 2002, and its addenda (“NAESB 2002 Base Contract”); the NAESB General Terms and Conditions for Day Trade Interruptible Contract as published by NAESB on April 16, 1998; and additional recommendations from committee participants.

## MISCELLANEOUS SUBCOMMITTEE MEETING - NOVEMBER 15, 2004 - MINUTES Final - December 2, 2004

When Monday, November 15, 2004; 10:00 am - 12:00 noon, Calgary Time.  
Where Cargill Energy, 300 Ernst & Young Tower, 440 - 2 Ave SW, Calgary.  
Thank You Colleen Mallaley and Cargill Energy for hosting this meeting.

### ■ Call to Order - Shannon Glover

### ■ Anti-Trust Guideline - Shannon Glover

We shall not engage in any discussion which could have the affect of influencing prices, supply or markets, and we shall assist each other to comply with this guideline.

### ■ Attendees

Colleen Mallaley	Cargill Energy
Jodi Marshall	Direct Energy Marketing Limited
Penny Allen	EnCana Gas Marketing
Ian Anderson	GasEDI
Sharron Roberts	Nexen Marketing
Kelli Grier	Petro-Canada Oil & Gas
Shannon Glover	TD Commodity and Energy Trading Inc.
Son Tran	TransAlta

### ■ Approval of Minutes - Ian Anderson

◆ October 28, 2004, Meeting: approved without change.

### ■ Discussion

◆ “Market Value” definition: Suggestion made to add parameters to scope of “information available to a party internally”, similar to ISDA.

- Agreed to change “other relevant market data in the relevant market,” to “other relevant market data, provided that such information is of the same type used by the Non-Defaulting Party in the regular course of its business for the valuation of similar transactions,”

- **Discussed whether the concept of “information available to it internally” should be in or out - decided to leave it in for now.**
- ◆ “Non-Performance” definition: Discuss adding an exemption to definition of non-performance for exercise of suspension rights.
  - Decided to move “, or by the exercise by a party of its suspension rights under Section 10,” from “Firm” definition to “Non-Performance” definition.
- ◆ “Transporter” definition: Small changes made to definition of Transporter (as requested by other Subcommittees) - should “immediately” be in or out?
  - **Still to be decided.**
- ◆ “Base Contract” definition:
  - Decided to restore “contained herein”.
- ◆ “Event of Default” definition:
  - (iii): decided to restore “in accordance with Section 10.1”
  - (v): decided to change “any Credit Annex” to “a Credit Annex if applicable”.
- ◆ “Credit Annex” definition:
  - **Credit Subcommittee to approve revised definition.**
- ◆ Section 9.3:
  - Decided to change “5 p.m.” to “5:00 p.m.”.
- ◆ Section 10.2.a and Section 10.2.b:
  - **“at law or equity” conflicts with Section 13.1; what does the Credit Subcommittee want?**
- ◆ Section 10.3:
  - Noted that use of “Business Days” in the 4<sup>th</sup> line isn’t quite consistent with definition of “Business Day”, but decided to leave the language as is.
  - **Discussed the NAESB method of determining an “Early Termination Date” - decided to refer the issue to the Credit Subcommittee.**
- ◆ Section 12.1:
  - Should Section 10 be expressly stated to survive termination.
    - ★ Decided no change.
  - Changed the second line from “Section 7.8,” to “Section 7.8, the obligations of either party pursuant to Section 14.10,”
  - Changed “other, pursuant” to “other pursuant” in the 3<sup>rd</sup> line (ie: deleted the comma).
- ◆ Section 13.1 - Limitations - Review.
  - Decided no change.
- ◆ Section 14.10 - Confidentiality: Approve revised wording. Note: “or advisors” is missing from the October 19, 2004, draft.
  - “or advisors” has been added and revised wording approved.
  - **In addition, Son Tran agreed to provide revised wording for Section 14.10 and Section 7.8 (to make Section 7.8 consistent with Section 14.10).**
- ◆ Add a “Qualified Party” representation.
  - Decided to not add a Qualified Party representation - wording would be too specific to Alberta and British Columbia.
- ◆ Add a Waiver of Jury Trial.
  - **Sharon Huckell will provide the proposed language.**
- ◆ Review of Disclaimers.
  - **Deferred to next meeting.**

- ◆ Draft of Cover Sheet - Ian Anderson.
  - **Deferred to next meeting.**

■ Next Meeting

When Thursday, December 2, 2004; 10:00 am - 12:00 noon, Calgary Time.  
Where EnCana Gas Marketing, Room #1413, Banker's Hall East Tower, 855 - 2 Street SW, Calgary.  
Chair Shannon Glover; TD Commodity and Energy Trading Inc.; 403-299-8672; [Shannon.Glover@tdsecurities.com](mailto:Shannon.Glover@tdsecurities.com).  
RSVP Penny Allen; 403-645-3203; [Penny.Allen@encana.com](mailto:Penny.Allen@encana.com) by noon Calgary Time on Wednesday December 1 if you plan to attend.  
Tele-Conference Available for non-Calgary participants; please advise Penny Allen; 403-645-3203; [Penny.Allen@encana.com](mailto:Penny.Allen@encana.com) by noon Calgary Time on Wednesday December 1 if you wish to participate by tele-conference. Call 403-645-4554 or toll free in North America at 1-866-886-4554; the Meeting ID Number is 1112, the Conference Password is 0265. Any problems call Penny Allen's cell at 403-827-4818.

## FURTHER INFORMATION

Please contact Ian Anderson (403-243-1079, [ian@isanderson.com](mailto:ian@isanderson.com)) or Shannon Glover (403-299-8672, [Shannon.Glover@tdsecurities.com](mailto:Shannon.Glover@tdsecurities.com)), or visit GasEDI's web site (<http://www.gasedi.ca>) .