



TEXAS PIPELINE AWARENESS ALLIANCE

BYLAWS OF THE TEXAS PIPELINE AWARENESS ALLIANCE

OVERVIEW:

The Texas Pipeline Awareness Alliance (TPAA) sponsors one of the largest pipeline safety and public awareness media campaign in the United States. Participating members support the education of pipeline safety and public awareness of pipelines and their operations while complying with state and federal requirements for advising the affected public stakeholders.

The statewide program is conducted in English and Spanish and includes radio and TV ads during prime time programs, printed media (magazines and newspapers), sports program ads, interviews on regional radio and television programs and an interactive Web site in both English and Spanish. Direct campaigning is also conducted with booths and site presence at sporting and community events across the State.

OFFICES & ADMINISTRATIVE CONTACTS:

The principal office of TPAA is the Southern Gas Association headquarters located in Dallas County, Texas at 3030 LBJ Freeway, Suite 1300, Dallas, Texas 75234. The Southern Gas Association serves as the program administrator and serves as the point of contact for general questions regarding the TPAA program.

MEMBERS:

The TPAA is a collaborative effort supported by member companies. Membership is limited to companies engaged in the operation and ownership of natural gas, oil, liquid hydrocarbon and hazardous liquid pipelines, storage and ancillary facilities in the State of Texas. The membership is based on calendar year and renewed each year by the payment of the annual dues as invoiced.

MEMBERSHIP DUES:

The annual dues will be based on the following guidelines for each class of members based on the company's primary business:

- Local Distribution Company:
 - 12.0 Cents per meter per year
 - Maximum - \$220,000 per year
- Transmission/Mid-Stream/Production/Storage:

- \$400 per year per county of operation
- Maximum - \$35,000 per year
- Minimum - \$1500 per year

The membership dues will be calculated in the 4th quarter of each year and invoices will be provided prior to year end and due and payable by February 1.

MEMBER MEETINGS:

An Annual Membership meeting will be held in person or telephonically in the 1st quarter of the year to review the budget and report on the annual media campaign. At the discretion of the Executive Committee, additional membership meetings may be held throughout the year.

EXECUTIVE COMMITTEE:

The Executive Committee is responsible for directing, approving and overseeing all TPAA activities and expenditures. Representation on the Committee will be comprised of the five largest dues paying member companies. The individuals appointed by their respective companies will comprise the voting membership of the Committee.

Two additional member companies will be selected by the Committee to appoint an employee to serve on the Committee in a non-voting capacity. The Southern Gas Association will also serve as a non-voting member of the Committee.

The Executive Committee will be comprised of 5 voting members and 3 non-voting members.

The Executive Committee will select one member to serve as the Chair for the calendar year. The term will carry over to the following calendar year until a new Chair is elected or the individual is reconfirmed as Chair, assuming the individual's company remains a member of TPAA. An individual may serve as Chair for an unlimited number of terms.

Executive Committee voting members will have equal voting rights. At all Committee meetings, the attendance of a majority of the voting Committee members will constitute a quorum for the transaction of business, and a vote by the majority shall be sufficient to transact any and all TPAA business.

EXECUTIVE COMMITTEE MEETINGS:

The Executive Committee shall meet twice a year as determined by the Chair. The meeting can be telephonically, by web conference or in-person.

OTHER COMMITTEES:

Ad Hoc committees may be created as determined by the Executive Committee and necessitated by the needs and requirements of the membership and the TPAA. Such committees will be established based on defined deliverables and will be dissolved once the requirements are fulfilled.

AMENDMENTS:

TPAA's bylaws may be amended as needed to meet the goals and objectives of the TPAA by the Executive Committee. Bylaw amendments require a majority vote of approval by the Committee. When bylaws are amended, members will be notified and a written copy of the updated bylaws provided to all members.

APPROVED BY:

Executive Committee – February 3, 2010