

CONEXXUS, INC.
OPERATING PROCEDURES AND GUIDELINES
REVISED AUGUST 15, 2019

ARTICLE I
TECHNICAL ADVISORY COMMITTEE

Section 1.1 Membership

The Conexus Technical Advisory Committee ("TAC") shall be comprised of the Chair of the TAC, elected in accordance with Section 1.3, the Conexus Executive Director, and the chair of each Technical Committee, Subcommittee, and Working Group (as hereinafter defined). The Conexus Board of Directors may appoint additional TAC members to ensure that an under-represented segment of the membership is represented.

Section 1.2 Responsibilities

The Technical Advisory Committee shall work with the Conexus Executive Director or his/her designee, to direct and oversee the Technical Committees, Subcommittees, and Working Groups (as hereinafter defined) of the Organization. The TAC shall report to the Conexus Board of Advisors. The TAC shall approve individual standards projects that it determines would benefit Conexus Members, assign such work to the appropriate Technical Committee(s), mediate and resolve any disputes between committees/working groups over the appropriate jurisdiction of specific work and any impasses that may arise between committees/working groups, and review at least annually how well each Technical Committee, Subcommittee, and Working Group is functioning. The TAC shall have responsibility to review all specific draft standards upon request by the appropriate Technical Committee.

Section 1.3 Chair and Vice Chair

The Chair of the Technical Advisory Committee shall be elected by the General Assembly at the time and place as other elected members of the Board of Advisors and shall serve a two-year term on the Board of Advisors. The Executive Director of Conexus shall serve as the Vice Chair of the TAC; provided, however, that the Conexus Director of Standards may serve as his or her alternate.

Section 1.4 Other Officers

At the annual meeting of the Organization, the Technical Advisory Committee members shall designate other officers from among its members.

Section 1.5 Meetings

The Technical Advisory Committee Chair shall call the required meetings consistent with Section 2.8

Section 1.6 Notice

Notice of each meeting of the Technical Advisory Committee stating the date, time, place, and purpose(s) of the meeting shall be given to each member at the member's business address at least five (5) days prior thereto by the mailing of written notice by first class, certified, or registered mail, or at least two (2) days prior thereto by E-mail or personal delivery of written notice (the method of notice need not be the same as to each member), by facsimile, or by any other method approved by the TAC. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. Any TAC member may waive notice of any meeting before, at, or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a TAC member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 1.7 Presumption of Assent

Any Technical Advisory Committee member present at a TAC meeting shall be presumed to have assented to any action taken at such meeting unless the member's dissent is entered in the minutes of the meeting or unless the

member shall file his or her written dissent to such action with the person acting as the secretary of the meeting at the meeting or immediately after the adjournment thereof. Such right to dissent shall not apply to a TAC member who voted in favor of such action.

Section 1.8 Quorum and Voting

A majority of the Technical Advisory Committee shall constitute a quorum at any business meeting, and the vote of a majority of the TAC members present in person at a meeting at which a quorum is present shall be the act of the TAC, unless specifically provided otherwise in the Articles of Incorporation, corporate Bylaws, or applicable law. If less than a quorum is present at any meeting properly noticed and called, the TAC members present may continue the meeting; however, any such action taken at such meeting must be ratified at a subsequent TAC meeting at which the required quorum is present or by an electronic vote taken prior to a subsequent TAC meeting.

Section 1.9 Electronic Balloting

The Technical Advisory Committee is expressly permitted to conduct electronic votes.

Section 1.10 Meetings by Telephone

Members may participate in a meeting of the Technical Advisory Committee by means of conference telephone by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute present in person at a meeting of the Technical Advisory Committee.

Section 1.11 Consent in Lieu of Meeting

Any action that may be taken at a meeting of the Technical Advisory Committee may be taken without a meeting if written consent setting forth the action so taken is signed or agreed to electronically by all of the members and is filed with the Executive Director. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Technical Advisory Committee members at a meeting.

Section 1.12 Minutes

The minutes of each Technical Advisory Committee meeting shall be made available to all members via the Conexus website, and submitted within a reasonable time frame to the Executive Director for legal review and subsequent distribution to the Conexus Board of Advisors.

ARTICLE II COMMITTEES AND WORKING GROUPS

Section 2.1 Creation of Technical Committees

Section 2.1.1 The Technical Advisory Committee shall have the authority to establish Technical Committees, or Ad Hoc Technical Committees, as necessary to develop and maintain standards in accordance with the objectives of the Organization, subject to approval of the Conexus Board of Advisors, or to dissolve any such committee if it is no longer needed to accomplish those objectives.

Section 2.1.2 Technical Committees shall have the responsibility of directing and overseeing all work in such specific areas identified above, including the management of any Subcommittee or Working Group that might be formed within such committees. At least annually, each Technical Committee shall report to the Technical Advisory Committee on the status of all activities within its control.

Section 2.2 Creation of Subcommittees and Working Groups

Section 2.2.1 Subcommittees may be formed within a Technical Committee as appropriate to address an area of substantive work (e.g., lottery, motor fuels, retail within EB2B).. Working Groups within a Technical Committee or Subcommittee may be formed as appropriate to address a single work item.

Section 2.2.2 Subcommittees or Working Groups may be formed within the appropriate Technical Committee when deemed appropriate by the Technical Advisory Committee to accomplish the objectives of the Organization and those Subcommittees or Working Groups may be dissolved when the TAC concludes that the Subcommittee or Working Group is no longer needed or performing work to accomplish any Conexus objective.

Section 2.2.3 Subcommittees or Working Groups shall have the responsibility of directing and overseeing the work of their particular group, as directed by the New Work Item approved by the Technical Advisory Committee as provided in Article III, and shall coordinate their work with the Committee under which the Subcommittee or Working Group is formed. At least annually, each Subcommittee or Working Group shall report to its Technical Committee on all activities within its control.

Section 2.3 Authority and Oversight

The delegation of authority to any Technical Committee, Subcommittee, or Working Group shall not operate to relieve the Board of Advisors from any responsibility imposed by law. Each Technical Committee shall review the work of its Subcommittee(s) or Working Group(s) in developing draft standards, technical guidance documents, and implementation guides. The TAC shall review the work of each Technical Committee as provided in Section 1.2.

Section 2.4 Operating Procedures

Procedures for governing the operation of Technical Committees, Subcommittees, or Working Groups shall be adopted by the Board of Advisors, which may be changed from time to time as required pursuant to the provision in Section 6.1. The Executive Director shall maintain such Operating Procedures, as well as a list of the members of each Technical Committee, Subcommittee, and Working Group.

Section 2.5 Technical Committee, Subcommittee, and Working Group Membership

All Gold and Silver Members are automatically eligible to become members of any Technical Committee and/or any of the Subcommittees or Working Groups within any such Technical Committee, which memberships shall be activated by each Member sending notice to the Executive Director notifying Conexus of the Technical Committees, Subcommittees, or Working Groups in which it elects to participate, which notice is effective until changed by the Member. Any employee, officer, director, or agent of a Member in good standing may serve on any Technical Committee, Subcommittee, or Working Group and vote according to the rules established for their Membership class. Non-members of Conexus (including consultants, lawyers, information technology professionals, federal and state agency administrators, and elected officials, etc.) may attend no more than two meetings of any Technical Committees, Subcommittees, or Working Groups without joining Conexus, but may not vote or obtain access to standards and related documents unless they become a member of Conexus at not less than a Silver membership or pay the appropriate fee(s) as set from time to time by the Executive Director, and ratified by the Board of Advisors, for such standards and documents. Non-members also may be charged a fee for attendance at any Technical Committee, Subcommittee, or Working Group meeting to help defray meeting costs.

Section 2.6 Submissions to Committee, Subcommittee, and Working Groups

Section 2.6.1 "Submission" means any contribution of ideas, suggestions, and/or materials made by any Member or non-Member participating in any Technical Committee, Subcommittee, or Working Group for incorporation into, or modification of, any Conexus Standard or draft or proposed Standard or Specification, or any draft guidance document, including best practices, whether it is submitted in writing, electronically, or orally.

Section 2.6.2 No Member or other contributing party shall knowingly make a Submission to a Technical Committee, Subcommittee, or Working Group that: (1) infringes the intellectual property rights of any third party, including any copyright or trade secret rights; or (2) would require any implementing product to be disclosed or distributed in source code form.

Section 2.6.3 All Submissions shall become the work product of Conexxus, subject to the Intellectual Property Policy (Article VI), unless an appropriate IP disclosure is made or until Conexxus determines not to use the Submission, in which case IP ownership shall revert to the Member or Non-Member who submitted it. Procedures governing Submissions made pursuant to this provision shall be adopted by the Board of Advisors, which may be changed from time to time as required pursuant to the provision in Section 6.1. The Executive Director shall maintain such Submissions procedures, and ensure that they are followed by the TAC and the Technical Committees, Subcommittees, and Working Groups.

Section 2.7 Technical Committee Officers

Section 2.7.1 Each Technical Committee shall, subject to confirmation by the TAC, elect one member of the Committee established by the TAC to serve as chair of that Committee ("Committee Chair"). The Committee Chair shall oversee and direct the business and affairs of such Committee. The Committee Chair shall be elected to serve a term of two (2) years in accordance with the applicable provisions of the Conexxus Bylaws. A vacancy in the position of Committee Chair, however occurring, shall be filled by the Vice-Chair for the unexpired portion of that term, or by another qualified member of the Technical Committee.

Section 2.7.2 The Chair is the principal agent of Conexxus and shall be responsible for:

- Calling the required meetings of the Technical Committee consistent with Section 2.8
- Preparing in advance of each meeting an agenda (and any pre-reads) for that meeting;
- Chairing meetings impartially;
- Ensuring that the Conexxus Antitrust and IP Policies are summarized at each meeting;
- Arranging for minutes of each meeting to be kept and submitted to the Executive Director for legal review by counsel;
- Reviewing the Committee budget and reporting to Conexxus at its semi-annual meetings;
- Encouraging the members to reach consensus on issues before the Committee;
- Ensuring prompt and efficient progress of the Committee's work;
- Soliciting and incorporating input and feedback from the Retailer Business Requirements Committee as appropriate, including to resolve disputes between Technical Committees;
- Providing information and direction to the Executive Director and the TAC on the work of the Committee;
- Overseeing liaison relationships between Conexxus and other organizations;
- Representing Conexxus on other organizations related to the work of the Committee;
- Carrying out or delegating all other duties not specifically enumerated herein.

Section 2.7.3 Each Technical Committee shall, subject to confirmation by the TAC, elect one member of the Technical Committee to serve as vice-chairperson of that Committee ("Committee Vice-Chair"). The Committee Vice-

Chair shall be elected to serve a term of two (2) years. A vacancy in the position of the Committee Vice-Chair of any Technical Committee, however occurring, shall be filled by appointment by the Chair, subject to approval by the TAC.

Section 2.7.4 The Vice Chair shall be responsible for:

- Carrying out all duties and responsibilities of the Chair when the Chair is absent;
- Preparing ballot draft revisions to the procedures;
- Acting as parliamentarian at meetings when required;
- Serving on ad hoc committees as needed.

Section 2.7.5 The Chair and Vice-Chair of a Technical Committee shall appoint, in consultation with the Executive Director, a member from among those members agreeing to participate on a Subcommittee or Working Group as Chair. No person may serve as chair that is already a Chair of the Technical Committee and no person may serve as Chair of more than one Subcommittee or Working Group.

Section 2.7.6 The Chairs of the Subcommittee or Working Group shall be responsible for:

- Calling the required meetings of the Subcommittee or Working Group consistent with Section 2.8
- Managing standards development consistent with the New Work Item approved for that Subcommittee or Working Group;
- Carrying out the responsibilities of Chair, consistent with those of the Technical Committee Chair as set forth in Section 2.7.2;
- Seeking input from the Retailer Business Requirements Committee as needed and appropriate to ensure that business and use cases identified as part of the New Work Item are being followed and/or accounted for;
- Forwarding standards with Subcommittee or Working Group consensus recommendations to the appropriate parent Technical Committee for review and comment voting;
- Presenting the Subcommittee or Working Group's final approved document to the appropriate parent Technical Committee that oversees the Subcommittee or Working Group efforts;
- Preparing written reports to appropriate parent Technical Committee twice each year and presenting those reports in person at a meeting of the appropriate parent Technical Committee;
- Contributing to the appropriate parent Technical Committee agendas and preparing the appropriate parent Technical Committee chair and/or Executive Director for any issues that need to be resolved by the TAC;
- Tracking the status of work items assigned to the particular Subcommittee or Working Group;
- Assisting the Executive Director in developing explanatory material for letter ballots;
- Conducting the business of the Subcommittee or Working Groups;
- Responding to inquiries of the appropriate parent Technical Committee Chair and Executive Director;
- Overseeing and supporting the work of the Subcommittee or Working Group;

- Recommending that the appropriate parent Technical Committee consider the adoption of international standards.

Section 2.8 Meetings

Technical Committee, Subcommittee, and Working Group meetings shall be held as necessary to carry out their duties and functions when called by the respective Chair; provided, however, that each technical committee, subcommittee, and working group shall meet either in-person or via teleconference quarterly, including an in-person meeting at the Conexxus Annual Conference. If a chair of a Technical Committee, Subcommittee or Working Group fails to call the required meetings, this may result in replacement of the chair. Minutes of each Technical Committee, Subcommittee, and Working Group meeting shall be kept, which shall be in writing and submitted in a reasonably timely manner to the Executive Director for review by counsel and posting on the Website for the appropriate Technical Committee, Subcommittee, or Working Group.

Section 2.9 Notice

Section 2.9.1 Notice of each Technical Committee, Subcommittee, and Working Group meeting stating the date, time, place, and purpose(s) of the meeting shall be given to the respective Technical Committee, Subcommittee, and Working Group members at the last known business address of each member as shown by the books of the Organization at least five (5) days prior thereto by the mailing of written notice by first class, certified, or registered mail, or at least two (2) days prior thereto by E-mail or personal delivery of written notice (the method of notice need not be the same as to each committee member), by facsimile, or by any other method approved by the Board. If mailed, such notice shall be deemed to be given when deposited in the United States Mail, with postage thereon prepaid.

Section 2.9.2 Any Technical Committee, Subcommittee, and Working Group member may waive notice of any meeting before, at, or after such meeting. The attendance of any Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.9.3 Notice of Technical Committee, Subcommittee, and Working Group meetings must be sent to the Conexxus Executive Director.

Section 2.10 Quorum and Voting

Unless otherwise provided by the Board of Advisors by resolution, twenty-five percent (25%) of the members of a Technical Committee, Subcommittee, or Working Group eligible to vote shall constitute a quorum for the transaction of any business at any meeting, except for votes on recommending adoption of a draft standard, and the vote of the majority of the eligible members present in person at a meeting at which a quorum is present shall be the act of the Technical Committee, unless specifically provided otherwise in these Operating Procedures, the Articles of Incorporation, Bylaws, or applicable law. If less than a quorum is present at any meeting properly noticed and called, the Members present may continue the meeting. If a quorum is not available and a formal vote is required, an electronic vote shall be undertaken, and a majority of those voting shall constitute the disposition of the question. The TAC must approve any action taken on business issues at such meeting.

ARTICLE III
STANDARDS APPROVAL AND ADOPTION PROCESS

Section 3.1 Definition of Standards

The term "Draft Standard" shall mean any proposed or recommended standards, specifications, technical guidance documents, implementation guides, or other related documentation developed by a Working Group or Technical Committee pursuant to a New Work Item; provided, however, that documents such as best practices, training guides and white papers may qualify for the "fast track" procedures established herein. The term "Final Standard" shall mean any such Draft Standard adopted by a vote of the Conexxus General Assembly.

Section 3.2 Uniform Requirements for Draft Standards

When a Technical Committee has approved recommended Draft Standards, the chair of the committee shall notify the Standards Quality Assurance Committee (SQA) and the Technical Advisory Committee (TAC).

Within twenty (20) days of the notification from the Technical Committee, the SQA chair shall circulate a copy of the draft standards and shall convene a meeting of the SQA to review the draft standards to ensure that all necessary documentation has been prepared by the Technical Committee. If the SQA Committee concludes that the draft standard does not have appropriate documentation, the chair of the SQA shall so notify the chair of the appropriate Technical Committee. Such notification should be accompanied by recommendations from the SQA as to how the draft standard may be modified or enhanced to meet documentation requirements.

Within twenty (20) days of the notification from the Technical Committee, the TAC chair shall circulate a copy of the draft standards and shall convene a meeting of the TAC to review the draft standards to ensure they are consistent with New Work Item, any applicable Conexxus design guidelines, and that Counsel has reviewed the draft standards to ensure that they meet all legal requirements, especially those related to Articles VI and VIII. If the TAC concludes that the draft standard is inconsistent with or does not fully meet the business needs, the chair of the TAC shall so notify the chair of the appropriate Technical Committee. Such notification should be accompanied by recommendations from the TAC as to how the draft standard may be modified, enhanced, or changed to meet the approved business requirements.

The reviews by SQA and TAC, as well as the general comment period by the General Assembly may occur in parallel. Until the SQA and TAC approve a Draft Standard to confirm that it meets these uniform requirements, it shall not be considered for adoption by the General Assembly.

Section 3.3 Consensus Voting

Votes on approval of Draft Standards for recommendation to the next level, whether from the Working Group or Subcommittee to the Technical Committee, the Technical Committee to the General Assembly, shall be consensus votes. Negative votes or comments on Draft Standards are to be reviewed and addressed first by the Working Group, Subcommittee, or Technical Committee considering the draft, and the resolution of those comments, including any correspondence with the parties, shall be forwarded to the Executive Director following any vote, consistent with the procedures set forth in Section 3.5 governing Public Comments, whether or not the draft has been circulated for Public Comment or is still in preliminary draft form and has not yet been released for Public Comment. Consistent with ANSI procedures, consensus is defined as more than a mere majority of the members of the Working Group, Subcommittee, or Technical Committee, but not a unanimous approval. Only eligible members in good standing may vote to reach such a consensus to recommend approval of draft standards or adoption of Final Standards. The Executive Director shall maintain this correspondence in the official files.

Section 3.4 Standards Adoption

The Chair of the Working Group or Subcommittee shall send the final voting tally on any proposed Draft Standard by the Working Group or Subcommittee, including all negative comments, to the parent Technical Committee for its consideration. After any affirmative consensus on a proposed Draft Standard by a Technical Committee and upon the completion of the SQA and TAC reviews, the Executive Director shall send the final voting tally, including the resolution of all negative comments, to the General Assembly for its review and a vote on adoption of a Final Standard pursuant to the Bylaws.

Section 3.5 Public Comments

Section 3.5.1 Each Technical Committee shall submit to the Executive Director or his designee any Draft Standard or related document for Public and General Assembly Review and Comment following Committee adoption of the draft proposal. This Review and Comment period shall be at least twenty-five (25) days. Comments received during this comment period shall be considered in accordance with Section 3.5.3. An email notification to all Conexus members shall be sent to all members in good standing, of the availability of the Draft Standard on the Conexus website. Only after all comments have been addressed by the Technical Committee and reviewed by the TAC and/or SQA, as appropriate, shall the Draft Standard be submitted to the General Assembly for final adoption.

Section 3.5.2 Negative votes shall be accompanied by documentation that includes the following: (a) a specific paragraph, sections, or parts to which the negative ballot pertains; (b) specific substantive reason(s) for the objection; and (c) proposed wording or action requested to resolve the objection.

Section 3.5.3 Every comment shall be considered and resolved in accordance with this subsection before a ballot is considered to have been approved by the Technical Committee responsible for circulating a draft standard or related document. Consideration given to all comments, including an explanation of resolution decisions, shall be documented in meeting notes, minutes, or other records and submitted to the Executive Director. If comments are received pertaining to Conexus policies and procedures, the Committee shall seek input from the Executive Director on how to resolve those questions, but the eventual resolution of comments shall rest with the responsible Committee, subject to the following general guidelines.

Comments should in most instances be resolved in one of the following ways:

- (a) Comments on affirmative ballots determined to be persuasive and editorial in nature: the proposed editorial changes are incorporated into the document and the draft shall be approved with those changes.
- (b) Comments on affirmative ballots determined to be persuasive and substantive in nature: accepted substantive changes are treated as a negative comments and the revised draft must be re-balloted.
- (c) Comments on affirmative ballots determined not to be technically persuasive: such comments are not considered further.
- (d) Comments on negative ballots that are determined to be persuasive and substantive will be accepted as substantive changes and will be re-balloted, as provided in subsection 3.6 below.
- (e) Comments on negative ballots may be withdrawn by the commentor after consultation with the Chair of the Technical Committee, Subcommittee, or the Working Group and that Member's vote shall be changed in writing or through electronic communications to either an abstention or an affirmative vote. If a negative vote is not changed in writing or through electronic communication, it shall be reported as an outstanding negative comment and must be reported as such to the Executive Director.

(f) Comments on negative ballots that are determined to be technically non-persuasive or are found to be unrelated to the item being balloted will not be considered further.

Section 3.6 Re-balloting

If any substantive changes are made to a Draft Standard as a result of comments received to an initial ballot or through Public Comment, the entire document may be re-balloted, or only those items that were substantively changed during ballot resolution may be re-balloted. Re-balloting procedures are the same as balloting procedures, including provision of another 25-day Public Comment period.

Section 3.7 Appeals

Any person having a material interest in a Conexxus standards action shall have the right to bring a timely appeal to raise objections to the procedures used to adopt a Final Standard; provided, however, that such person must have exhausted all operating procedures for conflict resolution in the standards development process, including consideration of negative ballots, before lodging any appeal. Appeals shall be considered by the Technical Advisory Committee, with the right of further appeal to the Conexxus Board of Advisors; provided that no Member of the TAC or the Board of Advisors who has an interest in the outcome of any appeal shall participate in such resolution. The TAC and the Board of Advisors may call upon experts familiar with the issues of the dispute. The appellant shall be given the opportunity to appear before the TAC and the Board of Advisors to present evidence and arguments in support of its objections.

Initially, the TAC shall consider whether applicable Conexxus policies and procedures were satisfied and whether the procedural and substantive actions or requirements complained of merit corrective action. The Conexxus Board of Advisors shall have the right to review the decision of the TAC to ensure that a proper decision is reached on the objections raised. Any decision by either the TAC or the Board of Advisors shall each issue a written decision within 45 calendar days after any hearing or submission of evidence by the appellant. The decision shall indicate the conclusions reached, their basis, and the right of further appeal. The Executive Director shall ensure that a complete record of the appeal is compiled and maintained in conformance with Conexxus operating procedures.

Section 3.8 Electronic Balloting

Technical Committees, Subcommittees, and Working Groups are expressly permitted to conduct electronic votes on adoption of draft standards and recommendation of those draft standards to the next level of review.

Section 3.9 Fast Track Procedures

When a NWI is submitted for approval by a Technical Committee and it believes that the expected form of deliverable of the development process will be best practices, training guides or white papers (Draft Deliverable), or if there is a need for the requested alternative deliverable to be developed within a limited time, the Technical Committee shall request that the TAC assign the work under the "fast track" expedited procedures set forth herein. Upon such designation by the TAC, the Technical Committee, Subcommittee, or Working Group shall follow these expedited procedures; provided, however, that except for the explicit changes to the timing of comments and approval process, all other requirements of this Article III, including the need for consensus and the appeal process, shall apply to the adoption of a Final Standard. At all stages of the "fast track" process, the provisions for electronic balloting in Section 3.8 shall be used.

Section 3.9.1 When new work that will be handled under this "fast track" process is assigned to a Technical Committee, or one of its Subcommittees or Working Groups, that group shall hold an initial meeting to define the scope of the project, confirm the expected deliverables, and determine the timeline for development of the deliverables. The Technical Committee, Subcommittee, or Working Group shall take into consideration the expedited nature of a "fast track" request and shall provide a time line for development of all deliverables based on this factor. All this information shall be shared with the chair of the Technical Committee, the TAC, and the Executive Director.

Section 3.9.2 In accordance with the time line established by the Technical Committee, Subcommittee or Working Group, a Draft Deliverable shall be prepared and circulated for comments and approval within the development group. The development group may seek assistance and appropriate feedback, where appropriate, from SQA and/or TAC or Technical Committee in order to facilitate preparation of the Draft Deliverable in an expedited manner.

Section 3.9.3 When the Draft Deliverable has been prepared, it shall be circulated to the Full Committee for review and approval, unless the Technical Committee is the developer, in which case this stage of the process is not required. The comment period for this stage of the “fast track” process shall be fifteen (15) days; provided, however, that all other procedural requirements of this Section shall apply. If negative comments are received, the developing group shall consider them and determine what, if any, changes should be made to the Draft Deliverable. Unless significant substantive comments are received that require major changes to the Draft Deliverable, the revised Draft does not have to be circulated for review and approval a second time; if the all comments received have been incorporated in the revised Draft Deliverable no additional circulation is required.

Section 3.9.4 When a Draft Deliverable has been fully vetted and approved by the Technical Committee, and reviewed by counsel, the SQA and TAC should be notified.

Within ten (10) days of the notification from the Technical Committee, the SQA chair shall circulate a copy of the Draft Deliverable and convene a meeting of SQA to review it; provided, however, that all other procedural requirements of this Section shall apply. If SQA determines that the Draft Deliverable is deficient, then it shall return it to the development group for additional standards development work consistent with the comments and/or other feedback provided by SQA. However, if SQA determines that the Draft Deliverable may be adopted as is or with only minor edits/changes, then it shall provide that feedback to the Executive Director or his designee for action.

Within ten (10) days of the notification from the Technical Committee, the TAC chair shall circulate a copy of the Draft Deliverable and convene a meeting of TAC to review it; provided, however, that all other procedural requirements of this Section shall apply. If the TAC determines that the Draft Deliverable is deficient, then it shall return it to the development group for additional standards development work consistent with the comments and/or other feedback provided by the TAC. However, if the TAC determines that the Draft Deliverable may be adopted with only minor edits/changes, then it shall provide that feedback to the Executive Director or his designee for action.

The reviews by SQA and TAC, as well as the general comment period by the General Assembly may occur in parallel. Until the SQA and TAC approve a Draft Standard to confirm that it meets these uniform requirements, it shall not be considered for adoption by the General Assembly.

Section 3.9.5 A General Assembly and Public Review and Comment period should occur for a ten (10)-day period. Comments received during this comment period shall be considered in accordance with Section 3.5.3. Only after all comments have been addressed by the Technical Committee and reviewed by the TAC or SQA, as appropriate, shall the Draft Standard be submitted to the General Assembly for final adoption.

ARTICLE IV NEW WORK ITEM APPROVAL PROCESS

Section 4.1 New Work Items

Conexus Members suggesting the development of draft standards, specifications, technical guidance documents, implementation guides, or “fast track” deliverables, must submit a New Work Item (NWI) to the Conexus Executive Director, setting forth a description of the work proposed and related information, including which Conexus members are willing to participate in such NWI, and which Technical Committee, Subcommittee, or Working Group should be given jurisdiction over the work, if it is approved. At least three (3) Conexus Members in good standing must be willing to participate for the NWI to be considered by the TAC. A NWI form may be adopted by the Executive Director to facilitate this process.

Section 4.2 Approval of New Work Items

A NWI shall be submitted to the Technical Advisory Committee for its approval and assignment to the appropriate Technical Committee, Subcommittee, or Working Group. A NWI shall be considered approved if it receives an affirmative vote of the majority vote of the TAC, if at least a majority of the TAC votes.

ARTICLE V CHANGES TO STANDARDS

Section 5.1 Authority to Update or Change Standards

Each Technical Committee, Subcommittee, and Working Group shall function in a manner that provides for periodic review and updating of standards under its jurisdiction, as initially assigned by the TAC. In carrying out those responsibilities, each Technical Committee, Subcommittee, and Working Group shall be entitled to consider requests to change or update standards under its jurisdiction submitted by Members of that Technical Committee or Working Group, and each Technical Committee, Subcommittee, or Working Group shall consider any Change Requests submitted to it in accordance with the following procedures. In addition, the TAC may in its discretion create a form for the submission of such Change Requests.

Section 5.2 Procedures for Approving Change Requests

Section 5.2.1 Members and non-members may submit a request to modify or update any existing standard developed and being maintained by the Technical Committee, Subcommittee, and/or Working Group under the appropriate parent Technical Committee. Change Requests shall be submitted electronically to the Executive Director and should be submitted sufficiently in advance of any pending meeting of the Technical Committee, Subcommittee, or Working Group as determined by the Working Group, Subcommittee, or Committee to permit Members of the Committee, Subcommittee, or Working Group to review the requested change prior to the meeting.

Section 5.2.2 At least fifteen (15) days in advance of such meeting of the Technical Committee, Subcommittee, or Working Group, the Executive Director shall simultaneously post on the Conexus website and circulate to all Members of that committee, subcommittee, or working group, any Change Requests that have been received. An electronic bulletin board will be maintained by Conexus for Members of any Technical Committee, Subcommittee, or Working Group where Change Requests have been posted to be discussed prior to the upcoming meeting. A formal vote on all Change Requests received, posted, and circulated in accordance with these procedures, as well as Change Requests originated during the course of a Technical Committee meeting and agreed to be voted on at such meeting, will be taken at the upcoming meeting, or by electronic ballot subsequent to the meeting if the Members in attendance at the meeting fail to vote.

Section 5.2.3 Approval of any Change Request shall require that at least a majority of the Members of the Technical Committee, Subcommittee, or Working Group who are eligible to vote cast a ballot and that each individual Change Request is agreed to by at least two-thirds (2/3) of the actual votes cast.

Section 5.3 Procedures for Versioning Standards

Versioning of standards are strictly controlled based on criteria outlined in the Conexus Standards Documentation Guide. Each Working Group, Subcommittee, or Technical Committee shall make its recommendation concerning whether the proposed changes or update to a Conexus Standard or standards-related document(s) constitute a major, minor or point release. Final approval of such versioning decision for any Conexus Final Standard shall rest with the General Assembly. At the time that such a versioning decision is made, the General Assembly shall also determine whether the preceding version of the Standard will continue to be supported by Conexus.

ARTICLE VI

INTELLECTUAL PROPERTY POLICY

Section 6.1 General Policy

Conexus will develop and fund various Work Groups, Subcommittees, and Technical Committees. The goals of the Conexus efforts are to research, develop, and maintain standards that enable Conexus Members to become more efficient, to reduce costs, and to increase profitability. Work on such Conexus Standards includes development of intellectual property. Because of the serious implications such intellectual property holds for the standards process, Conexus has adopted a Policy respecting how the Organization and its Members, as well as any non-Members who participate in standards development activities (collectively "Participants"), will treat any intellectual property assets. This Policy governs the development of any Draft Conexus Standard or adoption of a Final Standard, including the protection and administration of intellectual property that may be associated with a Conexus Standard after it has been adopted.

Section 6.2 Compliance and Openness

Section 6.2.1 The Conexus Policy is consistent with the Standards Development procedures adopted by the American National Standards Institute (ANSI), including the ANSI Patent Policy as approved periodically by the ANSI Board of Directors (the "ANSI Procedures"), which is incorporated herein. This Policy conforms in all material respects to the ANSI Procedures in order to ensure that nondiscriminatory licenses for free or reasonable royalties are available if patented or patentable elements are included within Conexus Standards.

Section 6.2.2 Meetings of the Conexus Technical Committees, Subcommittees, and Working Groups are open to all parties that have a direct or material interest in Conexus Standards, including all industry retailers and vendors, subject to the voting rights for each class of membership (Participants). A summary of this Intellectual Property Policy will be presented at the beginning of each Conexus Standards meeting in order to ensure that all Participants are aware of its requirements and effects. Conexus shall provide timely and adequate notice of all meetings and meeting agendas will be published prior to each meeting. Detailed minutes of each meeting are promptly published for Participants.

Section 6.3 Duty to Disclose Intellectual Property

Section 6.3.1 Because Participants will rely upon Conexus Standards, Conexus has adopted a duty to disclose intellectual property rights in any work undertaken by the Technical Committees, Subcommittees, or Working Groups. It is imperative that every Participant in the standards process knows what potential patents or copyrights might affect proposed Standards as they are being discussed, debated and modified. Early disclosure of the patented/copyrighted technology enhances the efficiency of the process used to develop and finalize a Conexus Standard, giving Conexus and other Participants the greatest opportunity to evaluate the propriety of standardizing any such technology while allowing a patent holder ample time to determine how it wants to treat standardizing the IP. The failure to disclose claimed intellectual property rights may induce other Participants to act to their detriment and seriously undermines the utility of Conexus Standards.

Section 6.3.2

(A). A Participant is obligated to disclose any patents that it owns or any patent applications that it files in any form with the USPTO and to disclose the existence of any copyrights that it owns, to the extent claims in the patent are in conflict with a Draft Standard (also referred to as "essential elements" of the patent in the ANSI procedures or "necessary IP" where it is not possible to use or practice the standard

without infringing the patent claim or copyright) or are necessary to use or implement a proposed Draft Standard when it is adopted as a Final Conexus Standard ("Exclusive IP Rights") (i.e., it is not possible to use or practice the standard without infringing the patent claim). In addition, a Participant is encouraged to disclose any patents, patent applications, or copyrights owned by any third party of which it becomes aware during the standards development process. Disclosure of Exclusive IP Rights should be made as soon as a Participant realizes or becomes aware that its Exclusive IP Rights are or may be in conflict with the language in a Draft Standard, or a subsequent version thereof, and is an ongoing responsibility during the development of a Final Conexus Standard, although a Participant shall have a reasonable period of time to disclose not to exceed forty-five (45) days, following any new or revised language, to review it, conduct any necessary patent searches, and prepare and make a required disclosure. Once the Disclosure Notice is received, Conexus will disclose the information to the Working Group, Subcommittee, or Technical Committee involved within five (5) business days.

(B) For a New Work Item as approved in Article IV, Conexus will call for disclosure of intellectual property from the Membership as related to the proposed work and shall grant Participants a reasonable period of time not to exceed forty-five (45) days to respond to a call for disclosure of intellectual property. Conexus will gather any submissions and disclose the information to the Working Group, Subcommittee, or Technical Committee involved within fifteen (15) business days after the initial meeting.

(C) For the Public Comment Period, Conexus will call for disclosure of intellectual property from the Membership and shall grant Participants a reasonable period of time not to exceed twenty (20) days to respond to a call for disclosure of intellectual property. Conexus will gather any submissions and disclose the information to the Working Group, Subcommittee, or Technical Committee involved within five (5) business days after submission.

(D). The written notification by a Participant to Conexus ("Disclosure Notice"), using the approved Conexus form, should, at a minimum, include identification of the specific element(s) of the Exclusive IP Rights that it considers to be in conflict with the proposed standard and information to identify how the Exclusive IP Rights would interfere with or hinder adoption of the proposed standard; however, in the case of a pending filed patent applications the Participant must only identify with reasonable particularity the specific claims or elements it believes would be essential to use or implement the proposed Draft Standard.

Section 6.3.3

(A) A Participant claiming Exclusive IP Rights in a Disclosure Notice that may affect the use or implementation of the proposed Draft Standards and who agrees the Exclusive IP may be incorporated, must also agree to give assurances to Conexus either to disclaim such Exclusive IP Rights or to provide licenses to all potential users of the Final Standard with no fee or on fair, reasonable and nondiscriminatory terms and conditions, including a commitment that its assurances are binding on any transfer such Exclusive IP Rights, and that the transferee will similarly include appropriate provisions in the event of future transfers with the goal of binding each successor-in-interest. Alternatively, a Participant retains the right to inform Conexus that its Exclusive IP Rights will not be made available for use in the Draft Standard.

(B) In the event a Participant fails to notify Conexus of Exclusive IP Rights in accordance with Section 6.3.2, and a Standard is adopted that is in conflict with later-discovered Exclusive IP Rights, the Participant agrees that it shall: (1) disclaim the Exclusive IP Rights with respect to its inclusion in the Final Conexus Standard; and (2) not seek to enforce the non-disclosed conflicting Exclusive IP Rights against any implementer of the Final Conexus Standard.

(C) If the Conexus Executive Director determines that a Participant has violated the provisions of the IP Policy, the Executive Director shall be entitled to seek approval of the Board of Directors to immediately suspend the Participant's right to participate in the affected Technical Committee, Subcommittee, or Working Group, pending the resolution of a formal suspension or expulsion notice to the Member under the Bylaws (Section 3.4(b)).

Section 6.4 Ownership of Rights and License

Section 6.4.1 The value of the standards process lies in the Final Standards developed and adopted by Conexus. That value is diminished, or lost altogether, if third parties are permitted to adopt freely the Standards, or claim compliance with the Standards. In order to protect and preserve the Standards, Conexus agrees to act as a steward of the final Standards. By doing so, Conexus can obtain copyrights to protect the dissemination of the Standards and any derivative works, and to develop certification programs based on the Standards. Conexus shall use this copyright protection to secure control over proposed and final Standards and related documents for purposes of their sales and use, thereby assuring that only one interpretation of the Standards is accepted for the petroleum, convenience, and related industries. By participating in the Conexus Technical Committees, Subcommittees, and Working Groups, Members agree that Conexus shall retain all right, title and interest in and to the Standards adopted by Conexus and that participants agree to assign to Conexus all right, title and interest in and to the Standards adopted by Conexus, including all working papers, electronic files and correspondence related thereto. Members who have agreed to the terms of this Policy shall be deemed to receive a license from Conexus to use and adopt the Standard, but may not claim compliance with such Standard.

Section 6.4.2 In order to facilitate this copyright policy, the Organization shall make available Conexus Standards and related documents to Members and non-members on different bases. All copyright notices on all Conexus standards-related documentation shall include at least the following notice, along with any other specific notices required for specific circumstances:

"Copyright © CONEXXUS, INC. (Date). All Rights Reserved."

Section 6.4.3 In addition to the general notice contained in Subsection 6.4.2, documents for public distribution without charge, including those being posted to the non-member section of the website, shall contain language noting that these documents do not contain explanatory implementation documentation or other proprietary information, and may be shared with anyone without restriction or permission from Conexus, except that any derivative work for publication, including documents quoting, citing, or based upon a Conexus Standard, is expressly prohibited, unless the user obtains prior, written permission from Conexus. All copyright notices for public standards and related documents shall include the following notice:

"This document may be furnished to others, along with derivative works that comment on or otherwise explain it or assist in its implementation that cite or refer to the standard, specification, protocol or guideline, in whole or in part. All other uses must be pre-approved in writing by Conexus. Moreover, this document may not be modified in any way, including removal of the copyright notice or references to Conexus. Translations of this document into languages other than English shall continue to reflect the Conexus copyright notice.

The limited permissions granted above are perpetual and will not be revoked by Conexus, Inc. or its successors or assigns, except in the circumstance where an entity, who is no longer a member in good standing but who rightfully obtained Conexus Standards as a former member, is acquired by a non-member entity. In such circumstances, Conexus may revoke the grant of limited permissions or require the acquiring entity to establish rightful access to Conexus Standards through membership."

Section 6.4.4 In addition to the general notice contained in Subsection 6.4.2, documents being sold to non-Members shall contain language noting that these documents may be shared only on a limited basis, that any inconsistent use requires written permission from Conexxus in advance of such use, and that any derivative work for publication, including documents quoting, citing, or based upon a Conexxus Standard, is expressly prohibited, unless the user obtains prior, written permission from Conexxus. All copyright notices for non-member standards and related documents shall include the following notice:

“This document may be copied or used exclusively for the benefit of the purchaser for purposes consistent with adoption of the Conexxus Standards; however, any inconsistent uses must be pre-approved in writing by Conexxus, Inc. . As such, this document may not be furnished to non-members of Conexxus, except for the limited sharing with a direct contractor of purchaser whose responsibility is to implement the standard for purchaser; however any derivative works that comment on or otherwise explain it or assist in its implementation may not cite or refer to the standard, specification, protocol or guideline, in whole or in part, without such permission. Moreover, this document may not be modified in any way, including removal of the copyright notice or references to Conexxus. Translations of this document into languages other than English shall continue to reflect the Conexxus copyright notice.

The limited permissions granted above are perpetual and will not be revoked by Conexxus, Inc. or its successors or assigns, except in the circumstance where an entity, who is no longer a member in good standing but who rightfully obtained Conexxus Standards as a former member, is acquired by a non-member entity. In such circumstances, Conexxus may revoke the grant of limited permissions or require the acquiring entity to establish rightful access to Conexxus Standards through membership.”

Section 6.4.5 Documents available to Members shall be made available only to Members and shall contain language noting that these documents contain explanatory implementation documentation or other proprietary information and that Conexxus Members should not share them. Any derivative work for publication, including documents quoting, citing, or based upon a Conexxus Standard, is allowed, but the Member is restricted to sharing such derivative works only with other Conexxus Members who possess document rights or with direct contractors who are responsible for implementing the standard for the Member. Conexxus Members also are expected to inform any non-member with which it deals that, in order to gain access to the explanatory or implementation Conexxus Standard or related materials, the nonmember must purchase the underlying Standard or other proprietary material, or join the Organization. All notices for member standards and related documents shall include the following notice:

“Conexxus members may use this document for purposes consistent with the adoption of the Conexxus Standard; however, Conexxus must pre-approve any inconsistent uses in writing.

Conexxus recognizes that a Member may wish to create a derivative work that comments on, or otherwise explains or assists in implementation, including citing or referring to the standard, specification, protocol, schema, or guideline, in whole or in part. The Member may do so, but may share such derivative work ONLY with another Conexxus Member who possesses appropriate document rights (i.e., Gold or Silver Members) or with a direct contractor who is responsible for implementing the standard for the Member. In so doing, a Conexxus Member should require its development partners to download Conexxus documents and schemas directly from the Conexxus website. A Conexxus Member may not furnish this document in any form, along with any derivative works, to non-members of Conexxus or to Conexxus Members who do not possess document rights (i.e., Bronze Members) or who are not direct contractors of the Member. A Member may demonstrate its Conexxus membership at a level that includes document rights by presenting an unexpired digitally signed Conexxus membership certificate.

This document may not be modified in any way, including removal of the copyright notice or references to Conexxus. However, a Member has the right to make draft changes to schema for trial use before submission to Conexxus for consideration to be included in the existing standard.

Translations of this document into languages other than English shall continue to reflect the Conexus copyright notice.

The limited permissions granted above are perpetual and will not be revoked by Conexus, Inc. or its successors or assigns, except in the circumstance where an entity, who is no longer a member in good standing but who rightfully obtained Conexus Standards as a former member, is acquired by a non-member entity. In such circumstances, Conexus may revoke the grant of limited permissions or require the acquiring entity to establish rightful access to Conexus Standards through membership.”

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Changes to Procedures

Conexus, by and through authority granted to its Board of Advisors pursuant to the Conexus Bylaws, reserves the right to establish, change or update any operating procedures at any time by posting a notice to that effect on the Conexus website, or by sending notice of the change to the Members either by first class mail, or by e-mail. The updated Operating Procedures and Guidelines will become effective upon such notice.

Section 7.2 Maintenance Agencies

Section 7.2.1 A Conexus Technical Committee, Subcommittee, or Working Group preparing a standard that requires a maintenance agency should inform the Conexus Board of Advisors as soon as that potential is obvious in order that Conexus decision may be taken at the most appropriate time. This notification should preferably be in advance of the publication of the draft standard in order that any interim functions may have full authority by the Board of Advisors.

Section 7.2.2 Conexus shall have the authority to designate itself, or any approved entity, as a maintenance agency in connection with standards, including the designation of a specific Technical Committee, Subcommittee, or Working Group.

Section 7.2.3 The membership of any maintenance agency within Conexus shall be approved by the Board of Advisors.

Section 7.2.4 The rules of procedure of any maintenance agency designated shall be subject to approval by Conexus and any other requested delegation of authority in connection with the updating of the Standard or the issuing of amendments shall be specifically authorized by Conexus.

Section 7.3 Website

Conexus shall maintain a Website for the use of its Technical Committees, Subcommittees, and Working Groups. This Website shall enable Members, including members of any Technical Committee, Subcommittee, and Working Group to gain appropriate access to all relevant documents, including draft and final standards, technical guidance documentation and implementation guides. Different classes of memberships may have access to different standards or related documents/pages on the Website. In addition, the general public shall have access to other materials, as determined by the Board of Advisors, consistent with the Conexus IP Policy.

ARTICLE VIII ANTITRUST POLICY

Although a standards organization, including its Technical Committees, Subcommittees, and Working Groups, is recognized as a valuable tool of American business, one of the potential dangers which members of any organization

face is compliance with federal and state antitrust laws, which generally forbid any combination, contract or conspiracy that restrains trade. Since Conexus, as well as its Technical Committees, Subcommittees, and Working Groups, are by nature comprised of a combination of competitors, all Conexus Members must ensure that their activities do not violate the law.

The following activities are among those that have been held to be per se illegal under the antitrust laws:

- Agreements to fix prices, regardless of whether prices are increased, decreased, stabilized or set according to an agreed formula or subject to uniform discounts or allowances, including topics that might indirectly affect prices, such as costs, discounts, profit levels, production schedules or cost margins, standardization or stabilization of prices, pricing procedures, credit terms, or control of sales.
- Agreements to restrict volume or production;
- Agreements to divide or allocate territories or customers;
- Agreements not to deal with a particular customer or supplier or group of customers or suppliers, i.e. a boycott; while you can talk about your dissatisfaction or satisfaction with a class of goods or services, you cannot single out a supplier for derision or criticism in a group setting.

Conexus Members should, therefore, refrain from any discussion that could be interpreted as an agreement to take common action on prices or production or allocation of customers or markets. This is especially true in the setting of an informal gathering, either before or after a regular meeting.

In order to avoid potential antitrust problems, Conexus adheres strictly to the following guidelines:

- Conexus meetings, including those of its Technical Committees, Subcommittees, and Working Groups, are held only when there is appropriate business to discuss.
- New members will receive an antitrust pamphlet that explains the antitrust laws and outlines their responsibilities as members of the Conexus, its Technical Committees, Subcommittees, or Working Groups, under the antitrust laws.
- Agendas are prepared, reviewed by counsel, and circulated to members.
- An antitrust statement and acknowledgement by the members will precede all regularly scheduled meetings.
- Counsel participates in the drafting of minutes and attends Conexus meetings, including those of its Technical Committees, Subcommittees, or Working Groups, when appropriate, unless the chair of the Technical Committee or Working Group has been trained in these areas.
- If Members at any time have questions regarding the propriety of any activities of Conexus, its Technical Committees, Subcommittees, or Working Groups, or have questions in general regarding the antitrust laws, they are encouraged to seek legal counsel. Conexus retains competent counsel, whose primary purpose is to address any questions the Members might have regarding their actions and the antitrust laws. Members should

contact the Executive Director if they have such a question, so that counsel can review the issue and render an opinion.