

## **Terms & Conditions: MWP Purchases and Sales of Natural Gas**

### **Overview:**

- a. MountainWest Pipeline (MWP) may periodically sell Clay Basin Stipulation In-Kind Natural Gas, as part of the Clay Basin Annual Reimbursement Adjustment under §16.3 of the General Terms and Conditions of Part 3 of MWP's FERC Gas Tariff. MWP offers to sell this gas pursuant to §16.5 of those same General Terms and Conditions of its Tariff. Delivery of the gas is made within the Clay Basin storage reservoir as an in-place transfer into the buyer's storage account (FSS, ISS or PAL1 as specified in the notice of each sale).
- b. MWP may periodically purchase and/or sell gas at locations on MWP's system for operational purposes as designated under Section 32 of the General Terms and Conditions of Part 1 of MWP's FERC Gas Tariff.

### **2. Notice:**

- a. For Clay Basin Stipulation In-Kind gas: Five days prior to the day of the sale, MWP will post a Non-Critical Notice ("Official Notice of Sale") identifying:
  - i. The total quantity of gas available for sale
  - ii. The date and time binding bids are due.
- b. For Operational gas: MWP will post a Non-Critical Notice ("Official Notice of Purchase or Sale") identifying:
  - i. The quantities of gas to be purchased and/or sold
  - ii. The effective date and term of the purchase and/or sale
  - iii. Location of sale or purchase
  - iv. Any additional terms or information as may be required

### **3. NAESB Agreement:**

- a. A prospective bidder must have a NAESB Purchase and Sale Agreement in place with MWP prior to posting a bid for the purchase or sale of gas in response to an Official Notice of Sale or Official Notice of Purchase or Sale and agree to execute a completed Transaction Confirmation (Exhibit A) of such NAESB Agreement.
- b. Interested parties that do not have an executed NAESB Agreement must execute an acceptable agreement prior to 8 a.m. MCT of the day of any purchase/sale to be a qualified bidder.
- c. The Transaction Confirmation will be executed when a bidder's binding bid is accepted by MWP.

### **4. Credit Requirements:**

- a. Prior to submitting a bid, each prospective buyer must demonstrate to MWP that the prospective buyer meets the requirements set forth on the required Transaction Confirmation

5. **Bid Requirements & Evaluation:**

- a. Interested buyers/sellers will submit a binding bid via email to [tom.myrberg@williams.com](mailto:tom.myrberg@williams.com), [justin.rutherford@williams.com](mailto:justin.rutherford@williams.com), [elena.shanin@williams.com](mailto:elena.shanin@williams.com) and [joseph.hulse@williams.com](mailto:joseph.hulse@williams.com). Bids must address all criteria listed in MWP's posting and will include the following:
  - i. Company Name
  - ii. Contact Name
  - iii. Contact Title
  - iv. Phone Number
  - v. Address
  - vi. Fixed Price / Dth
  - vii. Volume
  - viii. Conditions (if applicable)
  
- b. Bids are evaluated and awarded based on the highest gas purchase price per dekatherm submitted by bidders. The successful bidder will be notified within ten minutes of the close of the bid period. The winning bidder may be required to have all necessary contract rights in place to accommodate their bid. If two or more buyers submit bids at the same price and meet all other requirements of the bidding procedures, then each bidder shall be awarded a pro-rata quantity of the gas.

6. **Disclaimer:**

- a. MWP shall have the right, in its sole discretion without any legal recourse by any bidder against MWP, to reject any or all bids for any reason including, but not limited to, any bids with terms and conditions that differ from the NAESB Agreement and Transaction Confirmation referenced above or which fail to conform to the provisions of this notice. Any additional terms and conditions may cause a bid to be deemed non-conforming. If no acceptable bids are received, MWP may continue to offer the purchase or sale of the gas under terms and conditions that conform to this notice.
  
- b. Request for bids does not constitute and should not be interpreted as a legal contract between MWP and any responding bidder. The submission of a bid to MWP and subsequent evaluation of that bid by MWP does not constitute any kind of legal contract, even if all the requirements of the bidding process are met.

7. **MWP Contact:**

If you have questions regarding this process, please contact Tom Myrberg at 801-971-0706, Justin Rutherford at 385-487-0041, Elena Shanin at 385-271-9973 or Joseph Hulse at 801-244-0829.