



VALEO POWER CORPORATION

CODE OF CONDUCT

COMPLIANCE PLAN

| | |
|---|-----------|
| I. INTERPRETATION | 1 |
| II. VALEO POWER ORGANIZATION | 3 |
| A. COMPLIANCE STRUCTURE..... | 3 |
| B. CORPORATE STRUCTURE AND SERVICES | 3 |
| III. CONDUCT OF VALEO POWER | 5 |
| A. EQUALITY OF TREATMENT FOR CUSTOMERS | 5 |
| B. CONFIDENTIALITY AND CUSTOMER INFORMATION..... | 6 |
| IV. RELATIONSHIP BETWEEN ENMAX POWER AND VALEO POWER | 8 |
| A. PREVENTING UNFAIR COMPETITIVE ADVANTAGE - EFFICIENCIES | 8 |
| B. PREVENTING UNFAIR COMPETITIVE ADVANTAGE - SEPARATE RECORDS AND ACCOUNTS | 10 |
| V. INTERNAL MONITORING OF THE COMPLIANCE PLAN | 12 |
| A. INTERNAL MONITORING..... | 12 |
| B. CONTRAVENTIONS OF THE COMPLIANCE PLAN | 12 |
| VI. REPORTING | 13 |
| A. COMPLIANCE REPORTS..... | 13 |
| VII. ROLE OF THE MARKET SURVEILLANCE ADMINISTRATOR | 14 |
| A. COMMUNICATION OF THE ROLE OF THE MSA..... | 14 |
| B. POWER OF THE MSA TO MAKE COMPLIANCE INFORMATION PUBLICLY AVAILABLE 14 | |
| VIII. VOLUNTARY RESOLUTION OF COMPLAINTS | 15 |
| A. COMPLAINTS OF NON-COMPLIANCE | 15 |
| B. VOLUNTARY RESOLUTION OF COMPLAINTS | 15 |
| IX. THE COMPLIANCE PLAN | 17 |
| A. CHANGES TO THE COMPLIANCE PLAN..... | 17 |
| X. COMPLIANCE AUDIT | 18 |
| A. AUDIT | 18 |
| B. AUDITOR ACCESS | 18 |
| XI. EXCEPTIONS | 18 |
| A. EMERGENCY EXCEPTIONS | 18 |
| XII. ADOPTION OF COMPLIANCE PLAN BY VALEO POWER | 19 |

I. INTERPRETATION

In this document

- a) "**Act**" means the *Electric Utilities Act* (R.S.A. 2003, c. E-5.1);
- b) "**Affiliated Retailer**" means an entity that provides Retail Electricity Services to Customers and is an affiliate of an Owner; shares office space or equipment with the Owner, accesses or uses an Owner's computer or information systems or jointly employs or engages persons with the Owner or otherwise constitutes an "affiliated retailer" as that term is defined in the Code of Conduct (in all cases, Valeo Power and those entities who perform any and all of its functions);
- c) "**Board**" means the Alberta Energy and Utilities Board established under the *Alberta Energy and Utilities Board Act* (R.S.A. 2000, c. A-17);
- d) "**CICA Handbook**" means the handbook published by the Canadian Institute of Chartered Accountants as amended from time to time.
- e) "**Code of Conduct**" means the Code of Conduct Regulation (A.R. 160/2003);
- f) "**Compliance Plan**" means this Valeo Power Compliance Plan;
- g) "**Customer**" means a person purchasing electricity for that person's own use;
- h) "**Customer Information**" means information that is not available to the public and that is uniquely associated with a Customer, could be used to identify a Customer or is provided by a Customer to an Owner;
- i) "**ENMAX**" means ENMAX Corporation;
- j) "**ENMAX Power**" means ENMAX Power Corporation;
- k) "**Market Surveillance Administrator**" or "**MSA**" is a body designated under section 42 of the Act that is in place to ensure fairness in the electricity marketplace and meets this mandate through monitoring electricity market participants, reporting the results of this monitoring and investigating matters that may become complaints;
- l) "**Owner**" means the owner of an electric distribution system (ENMAX Power), or if an Owner makes arrangements under which one or more other persons perform any or all of the duties or functions of the Owner, the Owner and those other persons;
- m) "**Personnel**" means officers, employees and those contractors, sub-contractors and agents of Valeo Power who are affected by the Compliance Plan, and "**Individual Personnel**" means officer and employee Personnel and the individual employees of contractor, sub-contractor and agent Personnel. Valeo currently has fewer than 20 employees and no contractors, sub-contractors or agents who are affected by the Compliance Plan;

- n) **"Provide"** includes sell;
- o) **"Regulated Electricity Services"** means electricity services that are provided by an Owner or the access to which or the use of which is controlled by an Owner, and the costs of which are recoverable under a tariff approved by the Board;
- p) **"Regulated Rate Provider"** means a Retailer authorized by the Owner that provides electricity services to eligible Customers in the Owner's service area under a Regulated Rate Tariff;
- q) **"Regulated Rate Tariff"** means a tariff to which the Regulated Default Supply Regulation (A.R. 168/2003) applies;
- r) **"Retail Electricity Services"** means electricity services that are provided by a Retailer, but does not include Regulated Electricity Services; and
- s) **"Retailer"** means an Affiliated Retailer (Valeo Power) or other retailer; and
- t) **"Valeo Power"** means Valeo Power Corporation.

II. VALEO POWER ORGANIZATION

A. COMPLIANCE STRUCTURE

1. The Vice-President, Operations of Valeo Power is ultimately accountable for Valeo Power's compliance with the Code of Conduct and this Compliance Plan, including all reporting required under the Act:

Roger Wellman
Vice-President, Operations
Valeo Power Corporation
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Calgary, Alberta T2P 3H2
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mobile: (403) 710-9405
fax: (403) 770-1171
email: roger@valeopower.com

The Vice-President, Operations has unlimited access to the business of Valeo Power and adequate staff and resources to enable comprehensive audit and investigation activity. Except where otherwise noted, the Vice-President, Operations is accountable for the compliance mechanisms described in this Compliance Plan. The responsibilities of the Vice-President, Operations include:

- Providing advice and information to ensure compliance
- Oversight of the monitoring and documenting of compliance by Valeo Power
- Providing for the preparation and updating of the Compliance Plan
- Filing the Compliance Plan, posting the plan on the Valeo Power web site and advising interested parties when the plan or modifications have been posted on the web site
- Implementing processes supporting compliance with this Plan
- Performing compliance reviews and preparing quarterly and annual compliance reports
- Receiving, investigating and resolving internal and external disputes, complaints and inquiries
- Implementing measures required to address events of non-compliance
- Maintaining adequate records with respect to all aspects of the these responsibilities

B. CORPORATE STRUCTURE AND SERVICES

1. On January 21, 2005, Valeo Power became an indirect wholly owned subsidiary of ENMAX. ENMAX is vertically integrated, meaning the business segments participate in all areas of the energy industry.

Balanced investment and operation of regulated and unregulated businesses ensure quality earnings and a prudent risk profile.

2. Valeo Power provides Retail Electricity Services to large commercial and industrial Customers, primarily outside the ENMAX Power service areas.
3. On January 1, 2006, Valeo Power became a service provider under contract to the City of Lethbridge for load settlement and wholesale billing services. Valeo Power does not use the City of Lethbridge's computer systems or information systems but does receive UCI (Update Customer Information) files from retailers which contain customer name and contact information. Valeo Power also receives information (based on site ID) relating to meter data from Midas Metering, the meter data manager for the City of Lethbridge.
4. ENMAX Power, a wholly owned subsidiary of ENMAX, owns, operates and maintains the high-voltage transmission wires in and around the Calgary area. Valeo Power and other Retailers use transmission systems to get electricity from generation plants to distribution systems.
5. In addition, ENMAX Power owns, operates and maintains the wires that distribute electricity to all homes and businesses in and around Calgary. Valeo Power and other Retailers use distribution systems to get electricity to Customers.

III. CONDUCT OF VALEO POWER

Valeo Power will conduct itself and its activities so as to comply with and to ensure compliance with the Code of Conduct and this Compliance Plan.

[Code of Conduct, Section 3]

Compliance Mechanism 1: The operations of Valeo Power are completely separate from those of ENMAX Power. It occupies offices which are in a separate location and maintains separate financial records, computer systems and Customer Information.

Compliance Mechanism 2: Valeo Power ensures that all new officers and employees receive training on the Code of Conduct. Individual Personnel employed by contractors and agents, if any, are also required to attend the training session. The training is mandatory, occurs shortly after hiring, is delivered by the Vice-President, Operations, and is approximately one hour in duration.

All Individual Personnel will be asked, upon completion of the training session, to sign an acknowledgement that they have undergone the training and that they understand and will abide by their obligations under the Code of Conduct and the Compliance Plan. These acknowledgements are maintained by the Vice-President, Operations and are available for audit. Updates to the Code of Conduct training material, and further training and education for existing Personnel, occur as necessary under the direction of the Vice-President, Operations.

Compliance Mechanism 3: Valeo Power informs its Personnel about the Code of Conduct, this Compliance Plan and their duties and responsibilities under both. The Code of Conduct and the Compliance Plan are available on Valeo Power's external web site (www.valeopower.com). Specifically, all Valeo Power Personnel will receive an electronic copy of this Compliance Plan and any subsequent change or amendment to this Plan in their e-mail.

Compliance Mechanism 4: If at any time during the course of work, Individual Personnel have questions or have encountered issues (particularly as they may relate to complaints or non-compliance) regarding the Code of Conduct, they are directed to speak to their immediate supervisor or any member of management. If there is still a question or issue, the supervisor will follow the request up the relevant chain of command to the Vice-President, Operations for resolution and reporting as set out in VI and VIII below.

Compliance Mechanism 5: Officers and employees have been advised that the failure on their part to comply with the Code of Conduct may have serious consequences for the individual which may not be limited to termination of employment.

A. EQUALITY OF TREATMENT FOR CUSTOMERS

Valeo Power will, at all times, treat Customers fairly, ethically and in accordance with the intent and spirit of the Code of Conduct.

1. **Valeo Power will not require or induce Customers to acquire goods or services from Valeo Power or any other Retailer by making or appearing to make Regulated Electricity Services conditional on the acquisition of those goods or services; [Code of Conduct, Section 4]**

Compliance Mechanism 6: All marketing materials are reviewed and approved by the Vice-President, Operations to ensure compliance with the Code of Conduct.

Compliance Mechanism 7: The Vice-President, Operations shall conduct a review, at least quarterly, of the Valeo Power web site to ensure compliance with the Code of Conduct and will maintain a record of the review.

See Compliance Mechanisms 2, 3, 4 and 5 above.

2. **Valeo Power will not represent that Customers of any Retailer receive treatment from ENMAX Power that is different from the treatment that Customers of other Retailers receive from ENMAX Power. [Code of Conduct, Section 6]**

See Compliance Mechanisms 2, 3, 4, 5, 6 and 7 above.

3. **If the name and logo of ENMAX Power and Valeo Power do not clearly indicate that they are separate entities, Valeo Power will, in any internet text or written material published or sent that markets Retail Electricity Services, include conspicuous statements that Customers are not required to acquire electricity or other goods and services from Valeo Power to receive regulated electricity services from the Owner and state where Customers may obtain the current list of licensed Retailers by activating a link on the Valeo Power web site, or by toll free telephone. [Code of Conduct, Section 7]**

Compliance Mechanism 8: The name and logo of ENMAX Power and Valeo Power clearly indicate that they are separate entities.

B. CONFIDENTIALITY AND CUSTOMER INFORMATION

1. **Valeo Power will protect the confidentiality of Customer Information in accordance with the Code of Conduct. [Code of Conduct, Section 9]**

See Compliance Mechanisms 1, 2, 3, 4 and 5 above.

2. **Valeo Power will not disclose Customer Information to any person without the Customer's consent unless the information is aggregated Customer Information, the disclosure is to a**

default supplier appointed by an Owner or the disclosure is solely for the purpose of preventing interruption of electricity services. [Code of Conduct, Section 10]

Compliance Mechanism 9: Valeo Power's contract with each of its Customers contains provisions addressing confidentiality of Customer Information and Customer consent to the use and disclosure of Customer Information.

3. Customer Information may be disclosed without consent in the following situations:

- **When the disclosure is to the Customer's Retailer,**
- **To a person authorized by the Owner that provides electricity services to eligible customers in the Owner's service area under a Regulated Rate Tariff,**
- **For the purpose of an audit,**
- **For a court proceeding or proceeding before a quasi-judicial body to which the Customer is a party,**
- **To comply with a subpoena, warrant or order issued or made by a court or other body having jurisdiction to require the production of information,**
- **To a peace officer if disclosure is not contrary to the express request of the Customer,**
- **If required by law or by an order of a government agency having jurisdiction,**
- **If required by the MSA,**
- **For the purpose of billing Customers or**
- **For the purpose of collecting an unpaid bill. [Code of Conduct, Section 10]**

Compliance Mechanism 10: Any requests for Customer Information are channeled through either or both of the designated Account Manager or the Vice-President, Operations. Records of all requests leading to the disclosure of Customer Information will be maintained to support the review described in Compliance Mechanism 11 below.

Compliance Mechanism 11: The Vice-President, Operations shall conduct a review, at least quarterly, of a sampling of any requests for Customer Information to ensure compliance with the Code of Conduct and will maintain a record of the review.

4. Customer consent has no effect unless the consent itemizes the Customer Information that is to be disclosed, states the period of time that the consent is in effect and states whether the Customer Information may be released to one, some or all Retailers. [Code of Conduct, Section 10]

Compliance Mechanism 12: Valeo Power does not release Customer Information to other Retailers without written consent itemizing the Customer Information that is to be disclosed, the period of time that the consent is in effect and the identity of the Retailer(s) to whom the information will be disclosed.

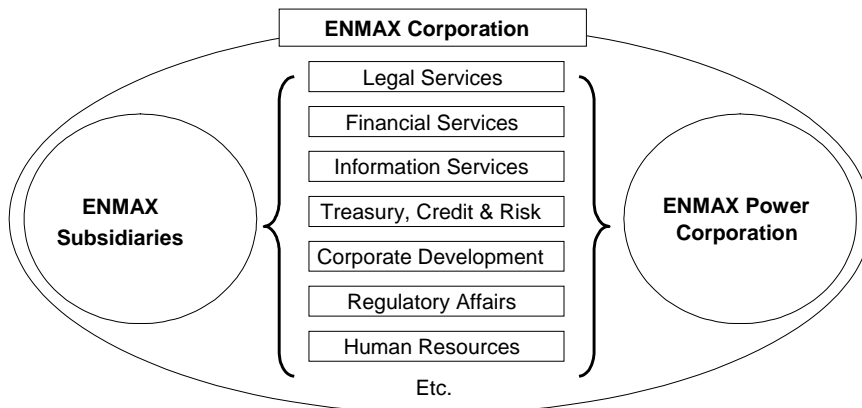
See Compliance Mechanism 9 above.

IV. RELATIONSHIP BETWEEN ENMAX POWER AND VALEO POWER

A. PREVENTING UNFAIR COMPETITIVE ADVANTAGE - EFFICIENCIES

- ENMAX Power and Valeo Power may make arrangements to create cost efficiencies in their operations, but in doing so must not create an unfair competitive advantage for Valeo Power. [Code of Conduct, Section 19]**

Compliance Mechanism 13: ENMAX and its subsidiaries create cost efficiencies through the use of a shared service model for centralized functions. Information Services, Human Resources, and Corporate Communications are some of the functions that are centralized under ENMAX and are charged out to its subsidiary operating companies, which includes ENMAX Power as illustrated in the diagram below. These shared service arrangements give ENMAX the opportunity to leverage economies of scale by centralizing similar functions and like skill sets; however, activity-based and allocation costing models are employed to ensure that costs are allocated to the company that consumed the service and for the purpose the service was provided. Currently, Valeo Power is operating independently of ENMAX and the shared service model but it may take advantage of this model from time to time.



See Compliance Mechanism 1 above.

2. **Arrangements between ENMAX Power and Valeo Power do not create an unfair competitive advantage if no Customer Information is disclosed that could be used by Valeo Power for marketing or sales purposes. [Code of Conduct, Section 20]**

Compliance Mechanism 14: No Customer Information is provided by ENMAX Power to Valeo Power, except as may be permitted by the Code of Conduct.

3. **Valeo Power shall not seek or receive Customer Information from current or former Personnel of an Owner or Regulated Rate Provider for sales or marketing purposes unless permitted by the Code of Conduct. Any such seeking or receipt of Customer Information will amount to an unfair competitive advantage on the part of Valeo Power. [Code of Conduct, Section 21]**

See Compliance Mechanisms 1, 2, 3, 4, 5 and 12 above.

4. **Any disposition of goods or services between ENMAX Power and Valeo Power for something other than fair market value is an unfair competitive advantage for Valeo Power. If the value of a transaction for goods or services is regulated by a municipal, provincial or federal government or government agency, that regulated value is considered to be the fair market value. [Code of Conduct, Section 23]**

Compliance Mechanism 15: ENMAX Power and Valeo Power do not enter into such transactions.

Compliance Mechanism 16: The Vice-President, Operations shall conduct a review, at least quarterly, to determine whether any dispositions of goods and services have occurred between ENMAX Power and Valeo Power and will maintain a record of the review.

5. **All loans, guarantees, security or other financial transactions by ENMAX Power to, or on behalf of, Valeo Power on terms more favourable than Valeo Power could obtain on the open market is an unfair competitive advantage for Valeo Power. [Code of Conduct, Section 24]**

Compliance Mechanism 17: ENMAX Power and Valeo Power do not enter into such transactions.

Compliance Mechanism 18: The Vice-President, Operations shall conduct a review, at least quarterly, to determine whether any financial transactions have occurred between ENMAX Power and Valeo Power and will maintain a record of the review.

B. PREVENTING UNFAIR COMPETITIVE ADVANTAGE - SEPARATE RECORDS AND ACCOUNTS

1. **Valeo Power will maintain separate records and accounts, keep sufficient records and accounts to enable an audit to be conducted under the Code of Conduct, and keep accounts in accordance with generally accepted accounting principles.** [Code of Conduct, Section 27]

Compliance Mechanism 19: Valeo Power prepares auditable financial statements and keeps accounts in accordance with generally accepted accounting principles.

See Compliance Mechanism 1 above.

2. **Every financial transaction between ENMAX Power and Valeo Power is in writing.** [Code of Conduct, Section 28]

Compliance Mechanism 20: ENMAX Power and Valeo Power do not enter into such transactions.

See Compliance Mechanism 18 above.

3. **Valeo Power maintains a record of goods and services sold, leased, exchanged, given or otherwise disposed of between ENMAX Power and itself and the value of the transaction expressed in terms of money.** [Code of Conduct, Section 29]

Compliance Mechanism 21: ENMAX Power and Valeo Power do not enter into such transactions.

See Compliance Mechanism 16 above.

4. **All transactions for goods and services between ENMAX Power and Valeo Power, when the total cost of those transactions exceeds \$500,000 annually, are documented by an agreement and will be supported by written evidence of fair market value.** [Code of Conduct, Section 29]

Compliance Mechanism 22: ENMAX Power and Valeo Power do not enter into such transactions.

See Compliance Mechanism 16 above.

5. **Valeo Power keeps the records, accounts, financial transactions, reports and plans required by the Code of Conduct or the Compliance Plan for at least six years.** [Code of Conduct, Section 30]

Compliance System 1: Valeo Power has adopted a practice of maintaining all critical financial and other corporate records for each year in the custody of the Vice-President, Operations. There is currently no disposal schedule for these records resulting in their indefinite retention.

6. **The economic costs and benefits are properly allocated between ENMAX Power and Valeo Power to ensure that the following arrangements do not create an unfair competitive advantage for Valeo Power:**

- **Joint acquisitions;**
- **Sharing research and development costs and expenses;**
- **Disposal of jointly acquired property. [Code of Conduct, Section 22]**

Compliance Mechanism 23: ENMAX Power and Valeo Power do not enter into such arrangements.

Compliance Mechanism 24: The Vice-President, Operations shall conduct a review, at least quarterly, to determine whether any such arrangements have occurred between ENMAX Power and Valeo Power and will maintain a record of the review.

V. INTERNAL MONITORING OF THE COMPLIANCE PLAN

A. INTERNAL MONITORING

Valeo Power will internally monitor compliance with the Code of Conduct and its Compliance Plan. This will be achieved through internal audits of compliance and complaints and an assessment of how issues of non-compliance were dealt with by the company.

See Compliance Mechanisms 4, 6, 7, 11, 16, 18 and 24 above.

B. CONTRAVENTIONS OF THE COMPLIANCE PLAN

The Compliance Plan and Code of Conduct will be internally enforced by Valeo Power.

Compliance Mechanism 25: Contraventions of the Compliance Plan which are brought to the attention of the Vice-President, Operations through the processes described in this Compliance Plan or through other channels, including the MSA and the Board, will be managed through the internal mechanism for the voluntary resolution of complaints as outlined in VIII below.

See Compliance Mechanisms 2, 3, 4 and 5 above.

VI. REPORTING

A. COMPLIANCE REPORTS

1. **Quarterly compliance reports will be given by the Vice-President, Operations of Valeo Power to the Valeo Power Board of Directors, with a copy to the MSA, and will contain at least the following information:**
 - **Any non-compliance with the Code of Conduct or the Compliance Plan;**
 - **Actions taken to remedy the non-compliance;**
 - **Any complaints of non-compliance with the Code of Conduct or the Compliance Plan and the way in which the complaints have been dealt with. [Code of Conduct, Section 34]**

2. **Annual compliance reports, given by the Vice-President, Operations of Valeo Power, and approved by the Valeo Power Board of Directors will be given to the MSA within 30 days following the end of the calendar year, or such other period as the MSA may allow, and will contain at least the following information:**
 - **Any non-compliance with the Code of Conduct or the Compliance Plan;**
 - **Actions taken to remedy the non-compliance;**
 - **Any complaints of non-compliance with the Code of Conduct or this Compliance Plan and the way in which the complaints have been dealt with. [Code of Conduct, Section 34]**

VII. ROLE OF THE MARKET SURVEILLANCE ADMINISTRATOR

A. COMMUNICATION OF THE ROLE OF THE MSA

1. **It is the responsibility of Valeo Power to inform the public of the role of the MSA. Specifically, Valeo Power will give notice to the public that complaints about contraventions of the Code of Conduct Regulation may be made to the MSA. [Code of Conduct, Section 35]**
2. **The notice will be given so that the greatest number of people will be aware of it, the notice will make it clear that the MSA is an independent body and the notice must be approved by the MSA before it is given to the public. [Code of Conduct, Section 35]**

Compliance Mechanism 26: The notice will be posted on the Valeo Power web site.

Compliance Mechanism 27: The following notice will be given to the public about the role of the MSA, with appropriate revisions in the event of changes in the MSA's contact information:

"The Market Surveillance Administrator ("MSA") is an independent body created under the *Electric Utilities Act* to help ensure the fair, efficient and openly competitive operation of Alberta's electricity markets. The *Code of Conduct Regulation* governs aspects of the retail electricity market, including the conduct of owners of electric distribution systems and affiliated retailers. Any person who feels that a contravention of this Regulation has occurred may submit a complaint to the MSA, by following the process set out in section 51 of the Act. Copies of this Act and Regulation may be obtained through the Queen's Printer (Alberta). The MSA can be reached by telephone at (403) 705-3181. For additional information with regard to the MSA, please visit their web site at www.albertamsa.ca."

B. POWER OF THE MSA TO MAKE COMPLIANCE INFORMATION PUBLICLY AVAILABLE

The MSA may make available to the public some or all of the contents of the Compliance Plan and the annual compliance report of Valeo Power. [Code of Conduct, Section 36]

VIII. VOLUNTARY RESOLUTION OF COMPLAINTS

A. COMPLAINTS OF NON-COMPLIANCE

Complaints of non-compliance may be dealt with through the procedure for voluntary resolution of complaints, set out in VIII.B below.

B. VOLUNTARY RESOLUTION OF COMPLAINTS

Valeo Power will make every reasonable effort to resolve non-compliance complaints in accordance with the procedures set out in this Compliance Plan for the voluntary resolution of complaints.

Compliance Mechanism 28: For all channels through which a complaint may be made, a mechanism shall be established for the complainant to lodge a formal written complaint with the Vice-President, Operations. In the absence of a formal complaint, the information provided by the complainant will be escalated in accordance with Compliance Mechanism 4 under III above. Even where the complainant has not chosen to lodge a formal complaint, the information provided to the Vice-President, Operations may be sufficient, in the opinion of the Vice-President, Operations, to be deemed a formal complaint which will be investigated and resolved.

Compliance Mechanism 29: The Vice-President, Operations will manage the investigation and resolution of the complaint for Valeo Power. The Vice-President, Operations may appoint an investigative team which may include the individual who received the complaint, the individual complained of (if applicable), the supervisor of the business practice complained of (if applicable) and any other individual who, in the opinion of the Vice-President, Operations, could assist the investigation. Valeo Power Personnel are responsible for cooperating with the Vice-President, Operations or the MSA in the conduct of the complaint resolution process. The complainant will be notified in writing of the outcome of the investigation of the complaint and the ultimate resolution of the complaint.

Compliance Mechanism 30: All complaints (formal or otherwise) will be logged by the Vice-President, Operations. The Vice-President, Operations will maintain a paper and/or an electronic file with respect to each complaint. Ad hoc reporting of complaints (i.e. in advance of the next mandatory reporting of complaints) to the MSA and/or the Board will be performed by the Vice-President, Operations in the his or her discretion, taking into account the severity of the complaint and the state of its investigation, however transparency will be a guiding principle in all of Valeo Power's Code of Conduct dealings. Details of the complaint and its investigation may be deemed to be confidential or to constitute Customer Information. In that event, all protections afforded to that information at law, including under privacy legislation and the Code of Conduct, will be observed when reporting to the MSA or the Board on an ad hoc, quarterly or annual basis.

Compliance Mechanism 31: The log of pending and resolved complaints kept by the Vice-President, Operations will specify:

- the nature of each complaint
- the date each complaint was made
- if and how each complaint was resolved; and
- a description of any remedial action taken.

See Compliance Mechanism 4 above.

IX. THE COMPLIANCE PLAN

A. CHANGES TO THE COMPLIANCE PLAN

1. **Valeo Power will keep its Compliance Plan up to date and will make changes to it to reflect changes in circumstances and changes to the Code of Conduct. [Code of Conduct, Section 33]**
2. **A change to the Compliance Plan will be submitted to the MSA for approval within 60 days following a change in circumstance which requires a change to the Compliance Plan or as soon as practicable when a change in the plan is made for a reason other than a change of circumstances. [Code of Conduct, Section 33]**
3. **On receipt of a proposed change to a compliance plan, the MSA may approve it, with or without changes and with or without terms and conditions and may direct other changes to be made to the compliance plan. [Code of Conduct, Section 33]**
4. **As soon as practicable after changes to a Compliance Plan have been approved Valeo Power will send a copy to ENMAX Power and to all of its Personnel. [Code of Conduct, Section 33]**

Compliance Mechanism 32: All Valeo Power Personnel will receive an electronic copy of the amended Compliance Plan in their e-mail.

X. COMPLIANCE AUDIT

A. AUDIT

1. Valeo Power will meet the audit obligations of the Code of Conduct, as directed by the MSA.

B. AUDITOR ACCESS

1. **Valeo Power will allow the auditor sufficient access to its information to perform the required audit.** [Code of Conduct, Section 40]

Compliance Mechanism 33: The following procedures will apply for auditor access to Personnel and records (however and wherever held):

- When audit dates have been established, the Vice-President, Operations will send an e-mail message to all Valeo Power Personnel asking for their full attention and co-operation on behalf of the auditor.
- The Vice-President, Operations will provide to the auditor the names of all relevant Individual Personnel along with their telephone numbers and e-mail addresses so that these individuals may be contacted directly.

Compliance Mechanism 34: Valeo Power will allow the auditor sufficient access to its information systems and those of its Personnel to perform the required audit. The following procedures will apply for auditor access to information systems:

- The Vice-President, Operations will alert the Manager, Information Services of the dates that the audit will be performed, asking for his full attention and co-operation on behalf of the auditor.
- The Vice-President, Operations will provide to the auditor the names of all relevant Individual Personnel, along with their telephone numbers and e-mail addresses so that these officers and employees may be contacted directly.

XI. EXCEPTIONS

A. EMERGENCY EXCEPTIONS

Any action taken by Valeo Power in response to an emergency that threatens public safety, the safety of its officers, employees, agents or contractors, the physical integrity of its facilities or system reliability does not contravene the Code of Conduct or the Compliance Plan. [Code of Conduct, Section 44]

Compliance Mechanism 35: Any emergency action which, but for Section 44 of the Code of Conduct, would constitute a contravention of the Code of Conduct will be brought to the attention of the Vice-President, Operations, recorded by the Director and reported to the MSA on an ad hoc, quarterly or annual basis as appropriate or required.

XII. ADOPTION OF COMPLIANCE PLAN BY VALEO POWER

This Compliance Plan is adopted by Valeo Power effective as of the 1st day of November, 2006.

Valeo Power Corporation

A handwritten signature in cursive script, appearing to read "Roger Wellman", written over a horizontal line.

Roger Wellman
Vice-President, Operations