



EPCOR will collect Personal Information necessary to maintain the employment relationship.

EPCOR will collect Personal Information necessary to maintain the employment relationship with employees, including for the following purposes:

- To provide Benefits Coverage for Employees, in order to meet EPCOR’s statutory obligations with regards to Health Care Plans, and to enable our employees and their dependents to survive economic adversity resulting from illness, disability, retirement or death. To this end, EPCOR requires information on dependants, benefit choices, beneficiary information, etc.
- To administer the Pension Plans provided by the company through third parties, which requires electronic fund transfer information, beneficiary information, etc.
- To administer the EPCOR Savings Plan, which requires electronic fund transfer information, beneficiary information, investment direction information, etc.
- To provide information for the Workers’ Compensation Board (WCB), relating to Employee incidents with potential WCB implications – documentation, compensation, treatment, return to work plans.
- To document accidents/incidents involving EPCOR assets – to provide ability for detailed root cause analysis, and detailed documentation in case of further legal actions.
- To assess the Employee’s ability to perform his/her duties, in order to determine the suitability of an Employee for a particular job function, and to provide modified work if required.
- To manage any Employee Disability/Wellness Issues, in order to aid the Employee in addressing absenteeism issues, gaining assistance with medical problems, and establishing a proactive rehabilitation process. To reimburse the Employee for a Wellness account expense.
- To manage the Employee Disciplinary Process, including documentation related to: the investigation of an incident/complaint, details of the infraction, circumstances considered to mitigate/aggravate the disciplinary action, the disciplinary action applied, other corrective action taken, and consequences of future occurrences. In the course of an investigation, information may be collected through a variety of methods including, but not limited to, the monitoring of employee computer use, telecommunications use and records, P-card use, and security card access activity.
- To administer an Employee’s Career Development (includes Training), documenting requests for course approval, course registration, and updates to the Employee training history record.
- To manage an Employee’s Performance, setting Employee goals, reviewing Employee performance, strengths, actions for improvement, responsibilities, peer evaluations, etc.
- To establish, manage, or end a working relationship, including the collection of resumes, employee identity verification, criminal record background check, emergency contact information, leave of absence, transfer, termination, etc.
- Where applicable, to administer the collective agreement, by providing to the certified bargaining agents any legally required information relating to employee representation, dispute resolution, or collective bargaining.
- To manage Employee Compensation, in order to fully meet EPCOR’s statutory obligations with regards to Income Tax/Health Care documentation and to incorporate the Employee into the company’s Payroll system, which includes electronic transfer of funds. Information is required to provide subsidies for various items such as work-boots, etc.
- To manage and develop our Business and Operations.
- To meet Legal and Regulatory requirements.

I, (Employee Name) _____, agree that EPCOR may collect, use and disclose the information as stated for the purpose as stated. I understand that this consent will be in effect for the duration of my employment with EPCOR, subject to applicable Employment Law.

Signed By: _____

Date: _____



_____ (the "Employee") hereby agrees to perform duties for EPCOR Utilities Inc., or a company within the EPCOR group of companies ("EPCOR") to the standard expected of all EPCOR employees and described below.

While performing duties for EPCOR the Employee will gain access to information, documentation and other business ideas pertaining to the business of EPCOR that are proprietary and in all respects confidential to EPCOR (all such information being collectively referred to as "EPCOR Information").

EPCOR's customers and business partners expect proper treatment of any and all information which they provide to us. EPCOR needs this information to continue doing business. Employees are expected to refrain from using corporate information for personal benefit or for the use and benefit of any other person or company. EPCOR expects all employees to treat EPCOR Information with utmost respect and ensure that all EPCOR Information regarding business practices and customers is held in utmost confidence.

As a fundamental term of employment at EPCOR the EMPLOYEE HEREBY AGREES AS FOLLOWS:

1. All EPCOR Information including without limitation:
 - Information pertaining to EPCOR's business affairs and strategic, financial, business unit, and all other plans;
 - The content, nature, or existence of any telephone communication or data transmission;
 - Design processes;
 - Security procedures;
 - Stored computer data and all information pertaining to it;
 - Non-published telephone numbers;
 - Proprietary information;
 - Access codes; and
 - New or proposed corporate products until publicly announced

shall remain the exclusive property of EPCOR, shall be held in the strictest confidence by the Employee. EPCOR Information shall be used only for EPCOR business, and shall not be used for any other purpose, or disclosed to any third party.

2. No copies will be made or retained of any written EPCOR Information without the permission of EPCOR. Employee shall, upon the request of EPCOR, immediately return all EPCOR Information and delete the EPCOR Information from all retrieval systems and databases maintained by the Employee in which the EPCOR Information and Materials are stored.
3. Due to the valuable and proprietary nature of the EPCOR Information, the obligations of the Employee herein shall apply for a period of 5 years after termination of the Employee's employment with EPCOR.
4. The Employee acknowledges that the unauthorized use or disclosure of EPCOR Information could cause irreparable harm and significant injury to EPCOR, and that monetary compensation may not be a sufficient remedy for any breach of this Agreement. Employee agrees that EPCOR will have the right to seek and obtain specific performance and/or injunctive relief to enforce the obligations agreed to by the Employee in this Agreement in addition to any other rights or remedies it may have.
5. This Agreement shall be governed by the laws of the province of Alberta. The courts of such Province shall have exclusive jurisdiction to interpret and enforce this Agreement and to entertain applications for injunction relief or specific performance

AGREED AND ACCEPTED,

Signed By: _____

Date: _____



Code of Conduct Requirements Compliance Plan Awareness

The EPCOR Utilities Inc. owned group of companies ("EPCOR"), are subject to conduct regulation by two regulators. The Code of Conduct Regulation (AR 160/2003 the "Conduct Regulation") establishes rules governing the behaviour of distribution wires owners and their affiliated retailers, designed to guide an open and fair marketplace for the sale of retail electricity services. The EPCOR Inter-Affiliate Code of Conduct (the "EUB Code") is an order of the Alberta Energy Utilities Board ("EUB") by Decision 2004-010 that ensures that regulated "Utility" business does not cross-subsidize or unfairly support EPCOR's non-regulated electricity business. The Conduct Regulation and the EUB Code, collectively form the "Conduct Requirements" for EPCOR.

EPCOR has several companies directly subject to Conduct Requirements, being EPCOR Transmission Inc. ("ETI"), EPCOR Distribution Inc. ("EDI") and its affiliated retailers EPCOR Energy Inc. ("EEI"), and EPCOR Energy Alberta Inc. ("EEAI") To ensure compliance with the Conduct Regulation each of ETI, EDI, EEI, and EEAI, have Compliance Plans that spell out their commitment to proper handling of Customer Information, and all other Conduct Requirements.

While performing duties for EPCOR an Employee, Agent or Contractor (the "Grantor") will gain access to information, documentation and other business ideas that are proprietary to EPCOR and in all respects confidential (all such information being collectively referred to as "EPCOR Information"), including information about Customers ("Customer Information"). EPCOR relies upon the Grantor, and trusts the Grantor to use Customer Information only in the manner provided for within Compliance Plans, filed on behalf of EPCOR companies. The Grantor agrees to ensure that EPCOR Information is not used in any manner that is harmful to EPCOR.

The Grantor hereby acknowledges and agrees that the Grantor is employed in the performance of business activities using information systems owned by EPCOR, and expressly agrees that the Compliance Plans contain ongoing obligations for EPCOR that the Grantor has a duty to comply with, and in particular that Customer Information must not be shared with any Employee, Agent or Contractor performing sales and marketing activities, without the written consent of the Customer. Any violation of these requirements will result in disciplinary action and could result in dismissal.

The Grantor acknowledges that Contractors are subject to standard terms in contracts that require Contractors to adhere to the Conduct Requirements and EPCOR Compliance Plans. Contractors or agents that move between Retail and Distribution areas will be required to sign a contract with their new client requiring confidentiality of Customer Information they have been exposed to during previous engagements.

I, (Print Name) _____ (Payroll Number, or Contractor name as the case may be) have received the above information and hereby understand that I must inform myself of the provisions of the Conduct Regulation, and the applicable Compliance Plan, and at all time agree to observe and comply with the provisions of the Conduct Regulation to the extent that it applies to my job.

Signed By: _____

Date: _____

I. PURPOSE

This Ethics Policy (the “Policy”) is intended to ensure that the business affairs and operations of EPCOR Utilities Inc. and its subsidiaries (collectively referred to herein as “EPCOR”), are conducted lawfully, with integrity and in an honest, fair, and responsible manner. Acting ethically, professionally and responsibly creates value for all of EPCOR’s stakeholders, including our customers, Employees and the communities we serve, and each EPCOR Employee is expected to act in a way that supports or enhances EPCOR’s reputation.

II. APPLICATION

This Policy applies to all employees, officers and directors of EPCOR (“Employees”) and compliance with this Policy is a condition of every Employee’s ongoing employment. For ease of reference in this Policy, directors are referred to as Employees.

This Policy incorporates other EPCOR policies by reference in order to provide an overall framework and easy reference for the behaviour expected of EPCOR Employees, but this Policy does not supersede the provisions of those other policies.

It is not intended that there be any waivers to this Policy. In the unlikely event that a waiver is considered necessary, however, it must receive prior written approval by the EPCOR Board of Directors.

No policy can anticipate every situation that may arise. This Policy sets out fundamental principles to guide Employee conduct generally and covers a wide range of business practices, activities and situations. It does not describe every circumstance that may be subject to the Policy. Ultimately, personal judgment must be relied upon to determine the appropriate behaviours required to maintain personal and corporate integrity.

III. POLICY STATEMENT

EPCOR’s credibility and reputation for integrity and “doing the right thing” is built on a foundation of operational excellence, strong corporate values, high ethical standards, lawful conduct and corporate responsibility.

Any EPCOR Employee found to have engaged in unethical behaviour will be subject to discipline, up to and including suspension without pay, immediate termination and/or prosecution.

IV. FUNDAMENTAL RULES

Compliance with Law

EPCOR strives to conduct its business in compliance with the letter and spirit of all applicable laws, regulations, and regulatory requirements. Moreover, many of EPCOR’s activities are subject to complex and changing laws. Accordingly, Employees must diligently endeavour to remain aware of, and ensure that their conduct does not contravene, laws applicable to their jobs at EPCOR. Whenever Employees are unsure about the application or interpretation of any legal requirement, or if uncertainty arises as to whether a course of action is lawful, they should refer the matter to their manager, another appropriate EPCOR authority or EPCOR’s Legal Department. EPCOR’s Legal and Ethics departments will endeavour to educate Employees in respect of material changes in law and regulations applicable to EPCOR business.

Conflict of Interest

A conflict of interest arises in any situation in which an Employee’s obligations to serve the best interests of EPCOR could be adversely affected by other personal interests, including the interests of their family members. Activities that could compromise the judgment or objectivity of an Employee in their performance of their duties should therefore be avoided.

If an Employee believes he or she may have a conflict of interest, the conflict should be declared to a manager or another appropriate EPCOR authority who is free from conflict before any decision or action is taken that could appear after-the-fact to have been affected by the conflict. The manager can then determine whether: (i) it is necessary to relieve the Employee of further decision making authority in respect of the subject matter affected by the conflict, or (ii) the Employee's decisions in respect of the subject matter affected by the conflict need to be vetted by a member of EPCOR's senior executive, or (iii) the Employee's potential conflict is unlikely to pose risks to EPCOR and therefore requires no further action from EPCOR or the Employee.

The following is a list of some specific examples of conflicts of interest:

- **Financial Interest** – Employees and their families shall not own or control, directly or indirectly, a material financial interest of a supplier, contractor, competitor, or any other business enterprise which does business with EPCOR.
- **Corporate Opportunities** – Employees are prohibited from taking personal advantage of opportunities discovered through the use of EPCOR assets, property or information. Employees shall not use or deploy EPCOR assets, property, information or their position or employment status with EPCOR for personal gain, including but not limited to, obtaining discounts or rebates, other than those available through authorized EPCOR programs. Employees are prohibited from competing with EPCOR.
- **Outside Business Activities** – Employees shall not engage in any outside business or activity that is detrimental to EPCOR in any way. Employees may not participate in secondary employment when the secondary employment interferes with the Employee's performance of his or her duties, availability or performance of EPCOR's requirements during any portion of the Employee's normal work hours for EPCOR, results in any personal benefit or causes the Employee to act in any capacity for a supplier, contractor, sub-contractor, customer, competitor or any other entity with which EPCOR does business, or creates the appearance of an ethical or legal conflict of interest. Employees shall not use their affiliation with EPCOR to further their non-EPCOR-related activities or business relationships.
- **Outside Directorships** – Employees shall not serve as a director, officer, partner, consultant or any other role in unaffiliated profit-making organizations if that activity is detrimental to EPCOR. Directorships by Employees (other than directors) in such profit-making, unaffiliated entities require the prior written consent of the Chief Executive Officer (who shall advise the Board of Directors that such approval has been given). Directorships by the Chief Executive Officer in such profit-making, unaffiliated entities require the prior written consent of the Chair of the EPCOR Utilities Inc. Board of Directors (who shall advise the Board of Directors that such approval has been given).
- **Gifts and Entertainment** – Employees must be prudent when offering and accepting gifts (including tickets to sporting, recreational or other events) to or from a person or entity with which EPCOR does or seeks to do business. Employees must not accept or give any gift, benefit or other favour, which may be perceived as being provided in exchange for a favour or advantage to a third party carrying on business with EPCOR. Where approved business practice allows, Employees whose duties permit them to do so, may furnish and/or accept modest gifts, tokens, mementos, favours and entertainment to customers, prospective employees, or business associates, however any such gift, favour or entertainment shall not contravene any law or be in the form of cash, bonds, or negotiable securities that may be interpreted as a bribe, pay off, commission or any other improper payment.
- **Customer and Supplier Relations** - All customers, suppliers and independent contractors purchasing or furnishing goods and services must be dealt with fairly. Decisions to hire a subcontractor or purchase materials from a particular vendor must be verifiably made on the basis of objective criteria and be consistent with EPCOR's Purchasing Policy.

REFER TO:

Purchasing Policy and Process

- **Personal Relationships** – Employees shall not supervise directly or be in a position to influence the career of someone with whom he or she is engaged in a personal relationship. Where an Employee is involved in a

relationship of this nature, the Employee is obligated to report the relationship to their immediate supervisor or a member of executive management.

Confidential Information

In the course of employment, Employees have access to information which is confidential, privileged, commercially sensitive or which may be damaging to EPCOR if improperly disclosed. Employees may also have access to the confidential information of companies with which EPCOR does, or seeks to do, business. Employees must protect the confidentiality of all such information, both during and after their employment with EPCOR.

All information, data and intellectual property created in the course of EPCOR business activity is the exclusive property of EPCOR and is considered confidential unless business practice requires disclosure to the public or counterparties. Employees must not disclose EPCOR's business strategies and plans, special methods of operation, technical innovations, or any other information that may be of value to competitors of EPCOR for personal gain or advantage or any other reason.

Employees have a duty to safeguard confidential or proprietary information against unauthorized external or internal access, disclosure or loss. It is each Employee's personal responsibility to take proper measures in safeguarding EPCOR information, including information contained in personal files, personal computers, EPCOR laptop computers or any other electronic information storage device.

REFER TO:

Records Management Policy [Policy under development]

Timely, Fair and Accurate Financial Disclosure

EPCOR is committed to providing timely, fair and accurate public disclosure of all of its material information and accordingly employs internal controls to prevent or detect improper accounting or reporting activities.

No false, artificial or misleading entries in the books, records and documents of EPCOR shall be made for any reason and no personnel shall engage in any arrangement that results in such prohibited acts. All periodic reports and core public documents filed by EPCOR shall be in accordance with EPCOR's Disclosure and Insider Trading Policy and will be prepared on the basis of full, fair, accurate and timely disclosure.

Employees are encouraged to disclose any wrongdoing relating to accounting, reporting and auditing matters within EPCOR. Employees may do so confidentially without fear of reprisal. Employees must report instances of suspected improper accounting and accounting-related activities arising out of the following areas:

- Financial accounting malpractice or impropriety or fraud;
- Failure to comply with a legal reporting obligation;
- Misrepresentation in the financial records and statements;
- Endorsement of improper financial activities by management, external auditors or internal auditors;
- Improper business conduct affecting the outcome of financial transactions;
- Departures from the significant accounting and financial policies without explanation or authorization; and
- Attempts to conceal any of the above.

REFER TO:

Accounting and Auditing Complaint Procedures

Disclosure and Insider Trading Policy

Theft or Inappropriate Use of EPCOR Assets and Resources

All Employees are responsible for protecting EPCOR assets, and must observe internal controls to safeguard EPCOR assets against loss from unauthorized or improper use or sale of EPCOR's:

- **Resources** – EPCOR resources include EPCOR time, materials, supplies, equipment, vehicles, tools, information, relationships, electronic mail and computer systems. These resources are generally only to be used for EPCOR-specific purposes;
- **Name** – Employees must not use EPCOR's name or purchasing power to obtain personal discounts or rebates unless the discounts are made available to all personnel;
- **Patents and inventions** – Inventions, discoveries, and copyright material, made or developed by personnel in the course of, and relating to, their employment with EPCOR, are the property of EPCOR unless a written release is obtained or covered by contract;
- **Computer resources** – EPCOR computer resources to view, retrieve or send sexually explicit or pornographic messages or material, violent or hate-related messages or material, discriminatory or other offensive messages or other messages or material related to illegal activities is strictly prohibited; and
- **Internet, Intranet and Email** – EPCOR computer networks and information resources include electronic mail and messaging system, internal Intranet and the public Internet. Computer resources and networks are provided for EPCOR-related business purposes and may not be used to retrieve or send sexually explicit or pornographic messages or material, violent or hate-related messages or material, discriminatory or other offensive messages or other messages or material related to illegal activities. Excessive personal use of any nature is inappropriate.

In protecting EPCOR's resources, EPCOR reserves the right to monitor access and contents of EPCOR's computer systems, computers, electronic storage devices and networks. Employees do not have any right to privacy of electronic data residing on EPCOR's computer resources and/or telecommunication systems and devices.

REFER TO:

Acceptable Use Standard

Corporate Information Security Policy

Environment, Health and Safety Stewardship

EPCOR is committed to providing a safe and healthy working environment and protecting the public interest with standards and programs that meet or exceed industry standards and applicable government codes, standards and regulations where EPCOR does business.

All EPCOR operations are to be conducted in a manner that seeks to protect the health and safety of Employees and the communities in which EPCOR operates. All EPCOR Employees are responsible for supporting EPCOR's commitment to environmental responsibility.

Employees must be adequately trained in aspects of safety that directly relate to their work activities and Employees must be in fit condition to perform their duties so that business activities are conducted in a safe and responsible manner to avoid preventable injury and property damage. Any Employees who observe unsafe working conditions or unfit EPCOR workers must report this to his or her immediate supervisor or another appropriate EPCOR authority.

REFER TO:

Occupational Health and Safety Policy

Alcohol and Drug Code

Environment Policy

Employment Practices

EPCOR is committed to providing and maintaining a workplace that ensures that all members of its organization are treated with dignity and respect. All Employees have the right to work in an atmosphere that provides equal employment opportunities and is free of discrimination and harassment.

REFER TO:

Respectful Workplace Policy

Absenteeism

It is an expectation that all employees exhibit regular and consistent attendance at work. Inappropriate absenteeism and the misuse of leaves, whether paid or unpaid, will be subject to discipline and/or dismissal.

Employees who are absent from work due to illness or injury must not engage in outside employment without specific written authorization from a physician and prior consent from the Ability Management Coordinator. It is expected that employees will not accept pay from EPCOR for hours during which they were also being remunerated by another party.

Employees who are absent from work due to illness or injury must not engage in activities or responsibilities which could unnecessarily elongate their absence from work by prolonging their recovery. It is expected that an absent employee is taking actions to return to work in good health

Privacy

EPCOR protects the privacy of its Employees' and customers' personal information. Personal information is any information about an identifiable Employee or customer that is recorded in any form or medium, other than business contact information when used for valid business reasons. Any question or concern about privacy may be:

- directed to the Ethics Office via the Integrity Line at 1-888-EPRITE1 (1-888-377-4831);
- directed to the Privacy Officer, Kathleen Zeissler, at 780-412-3721; or
- emailed to the Ethics mailbox (at eprite1@epcor.ca).

REFER TO:

Privacy Policies (Customer and Employee)

Privacy Standards (Customer and Employee)

Code of Conduct and Regulatory Compliance Plans

EPCOR carries on regulated utility businesses that are subject to special laws and regulations. Employees are expected at all times to remain informed of and comply with applicable statutory and regulatory provisions relevant to their duties at EPCOR and to refrain from engaging in any activity that contravenes the Code of Conduct Regulation (AR 160/2003) or the Inter-Affiliate Code of Conduct.

REFER TO:

Code of Conduct Plan

Inter-Affiliate Code of Conduct Plan

Political Activity and Public Statements

In order to avoid having an appearance before a court, administrative council, regulatory board or commission, or other governing agency in respect of a non-EPCOR related issue result in adverse consequences for EPCOR, the Employee

planning to make such an appearance should consult with EPCOR's Public and Government Affairs department before the appearance. EPCOR does not discourage Employees from exercising their rights of free speech, however it is EPCOR's practice to avoid political issues and debate. The consultation will enable Public and Government Affairs to (i) provide guidance to the Employee in respect of how to avoid suggesting or implying that he or she is speaking for EPCOR and (ii) be prepared to respond appropriately to third party inquiries about the Employee's appearance. Furthermore, Employees involved in political activities or electioneering must not engage in such activities during their working hours or at their place of work. Employees must not offer or contribute EPCOR funds, assets or property to any political campaign, party, organization, or individual that holds public office or is a candidate for public office.

If a concern or complaint arises in relation in this area that does not involve willful non-compliance and knowing unethical behaviour, the complaint process described in the Public and Government Affairs Policy will apply, including any associated investigation procedure.

REFER TO:

Public and Government Affairs Policy

V. SEEKING GUIDANCE AND ASKING QUESTIONS

EPCOR encourages its Employees to educate themselves about ethics and to ask questions whenever they encounter a situation that raises ethical questions they cannot readily answer. Any question or concern about ethics may be:

- directed to the Ethics Office via the Integrity Line at 1-888-EPRITE1 (1-888-377-4831);
- directed to the Ethics Officer, Jamie Pytel, (at 780-412-3470); or
- emailed to the Ethics mailbox (at eprite1@epcor.ca).

Questions and concerns raised with the Ethics Office can be treated as confidential, upon request. The Integrity Line does not have a "call display" function.

VI. REPORTING VIOLATIONS AND NOTIFYING

Reporting

All Employees are required to report violations of this Policy, questionable ethics practices or misconduct by any Employee, contractor or consultant. Violations of this Policy can be reported in several ways to accommodate different scenarios including:

1. EPCOR's Ethics Office:
 - Ethics Officer, Jamie Pytel, (at 780-412-3470) jpytel@epcor.ca. When unavailable, the Ethics Officer will designate an Acting Ethics Officer who will have the same obligations and responsibilities as the Ethics Officer; or
 - Integrity Line at 1-888-EPRITE1 (1-888-377-4831). This line does not have a call display function; or
 - Ethics e-mailbox (eprite1@epcor.ca).
2. EPCOR Management
 - EPCOR employees may report a concern to their manager, a director, a member of the Human Resources Department or a member of the senior executive.
3. External Ethics Counsel

- External ethics counsel Fraser Milner Casgrain L.L.P. to the attention of Robert Roth. 780-423-7228, robert.roth@fmc-law.com, or Barry Zalmanowitz, 780-423-7344 barry.zalmanowitz@fmc-law.com.
4. If the concern involves a member of the senior executive other than the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) or the Ethics Officer, the concern must be brought directly to the attention of the:
 - Chief Executive Officer (CEO) – dlowry@epcor.ca
 5. If the concern involves the CEO, the CFO or the Ethics Officer, the matter must be brought to the attention of the:
 - Chair of the Board of Directors – hbolton@epcor.ca; and
 - Chair of the Audit Committee– wtwiss@epcor.ca
 6. If the concern involves a member of a Board of Directors, the matter must be brought to the attention of the:
 - CEO – dlowry@epcor.ca;
 - SVP Legal and External Relations – rliteplo@epcor.ca;
 - CFO – mwiltzen@epcor.ca; or
 - Chair of the Board of Directors – hbolton@epcor.ca
 7. If the concern involves the Chair of a Board of Directors, the matter must be brought to the attention of the:
 - CEO – dlowry@epcor.ca;
 - SVP Legal and External Relations – rliteplo@epcor.ca; or
 - CFO – mwiltzen@epcor.ca;
 8. Any false, artificial or misleading entries in the books, records and documents of EPCOR or any other potential wrongdoing relating to EPCOR’s accounting, reporting and auditing matters must be brought to the attention of:
 - Chair of the Audit Committee – wtwiss@epcor.ca

Notifying

Any party who receives a report of a violation of this Policy is required to immediately notify the Ethics Officer unless the complaint implicates the CEO, CFO, the Ethics Officer or a member of the Board of Directors. In these circumstances, external ethics counsel must be notified.

The Ethics Officer will notify the Ethics Committee no later than 48 hours of becoming aware of a reported violation of this Policy where the alleged violation relates to:

- fraud, accounting or financial reporting impropriety, or management override of policy;
- a violation by a member of EPCOR’s management at an S4 level or higher; and/or
- matters which could reasonably give rise to criminal, civil or administrative action against the directors and officers of EPCOR, or would reasonably result in significant risk to EPCOR.

The Ethics Officer will notify the Chair of the Audit Committee no later than 48 hours of becoming aware of a reported violation of this Policy where the alleged violation relates to fraud, accounting or financial reporting impropriety, or management override of policy.

In the event that an alleged violation involves a member of the Ethics Committee, other than the CEO or CFO, the complaint will only be brought to the attention of the other members of the Ethics Committee.

Upon receiving information regarding an alleged violation of this Policy, the Ethics Officer or external ethics counsel, as applicable, will:

- take immediate carriage of the matter to ensure legal privilege attaches to the investigation;
- determine whether EPCOR's insurers should be notified and, if so, ensure they are notified;
- determine whether it is necessary to trigger a legal hold to ensure that evidence relative to the alleged violation is properly preserved;
- determine how the investigation should proceed, including the potential retention of experts; and
- where the complaint relates to the CFO or the Ethics Officer, external ethics counsel will consult with the Chair of the Audit Committee and/or the Chair of the Board of Directors to make a determination of whether the CEO should be notified of the complaint.

No Retaliation

EPCOR will not allow or pursue retaliation of any kind against any Employee who reports a violation or ethical concern or makes a complaint. No Employee will be threatened (either overtly or impliedly) or adversely affected by retaliation or retribution, because of a concern or complaint, participation in an investigation into a complaint or refusing to engage in unethical behaviour. Reports and complaints may be made without fear of reprisal.

Good Faith Complaints

All reports and complaints are expected to be made in good faith. Deliberately making false complaints will result in disciplinary action.

VII. INVESTIGATION AND DISPOSITION

Investigators

The Ethics Officer is responsible for investigating the following violations of this Policy:

- Code of Conduct requirements, privacy, fraud, accounting, or financial impropriety, or management override of policy;
- any violations of this Policy by a member of EPCOR's management at an S4 level or higher, excepting the CEO and CFO; and/or
- matters which could reasonably give rise to criminal, civil or administrative action against the directors and officers of EPCOR, or would reasonably result in significant risk to EPCOR.

External ethics counsel is responsible for investigating violations of this Policy which implicate the CEO, CFO, the Ethics Officer or a member of the Board of Directors. The Chair of the Board and/or the Chair of the Audit Committee will oversee the investigation.

All other alleged violations of this Policy will be investigated by Human Resources who may seek the advice of the Ethics Officer or involve the Ethics Officer in the process at any time. If the Ethics Officer and the SVP of Human Resources determine that a matter that would normally be investigated by Human Resources should be investigated by the Ethics Officer, the Ethics Officer will conduct the investigation in the same manner as any other investigation that the Ethics Officer would conduct.

The Ethics Officer may seek assistance with ethics investigations from Human Resources, Corporate Security, Risk, Assurance and Advisory, Information Technology Security or other EPCOR Employees as may be necessary ("Assisting Investigators"). Participation in the investigation will be limited to those whose participation is necessary to the investigation. The Ethics Officer may engage private investigators, outside counsel, consultants and certified fraud

examiners, if necessary. When requested to do so, Employees are required to participate cooperatively in investigations of Ethics Policy violations.

All Assisting Investigators are responsible for maintaining the confidentiality and objectivity of the investigation. The results of their investigation will be reported to the Ethics Officer only and must not be discussed with anyone else who is not involved in assisting in the investigation and do not have a valid need to know, including their respective managers and SVP's, except with the prior approval of the Ethics Officer. Interference with an ethics investigation is a violation of this Policy.

The Director of Risk, Assurance and Advisory is responsible for leading investigations into any accounting and auditing issues. Such investigations will be carried out at the request of the Ethics Officer for the purpose of assuring centralized and uniform reporting as well as the preservation of legal privilege over the investigation and the resulting reports. The Ethics Officer will not be directly involved in such investigations as they are on-going, but will receive the investigation results from the Director of Risk, Assurance and Advisory once the investigation is complete.

Conduct of the Investigation

In general, the investigations will be completed within 10 to 90 days, depending upon the complexity of the investigation.

If a complaint is made against an Employee, that Employee will be informed of the allegation and provided with an opportunity to answer the allegation.

All violations of this Policy will be investigated in accordance with the EPCOR Investigation Procedure.

REFER TO

EPCOR Investigation Procedure

Confidentiality

To protect the interests of the person making the complaint and any individual(s) against whom a complaint is made, every effort will be made to conduct the investigation in confidence.

Employees may register complaints anonymously. While EPCOR will endeavour to investigate and appropriately handle any complaint raised anonymously, except as prohibited by law, EPCOR's ability to prove wrongdoing may be hampered by an inability to identify the complainant.

Ethics Governance

The Ethics Committee oversees the ethics program and determines whether wrongdoing has occurred and what enforcement and/or discipline is appropriate in matters that are referred to them for disposition.

The Ethics Committee will meet only as required and is comprised as follows:

- EPCOR's Chief Executive Officer, Chief Financial Officer, SVP Legal and External Relations, SVP Human Resources as standing members; and
- appropriate representatives from the affected business unit or shared services unit.

The Ethics Committee is supported and counseled by the Ethics Officer. The Ethics Officer will not be disciplined, demoted or terminated without the prior knowledge of all members of the Ethics Committee and the Chair of the Board of Directors.

Disposition

Matters which are investigated by Human Resources will be disposed of in accordance with established Human Resource procedures.

The Ethics Officer will, in consultation with Human Resources, dispose of all matters which the Ethics Officer has investigated, with the exception of those matters for which notification of the Ethics Committee is required. Where notification of the Ethics Committee is required, the Ethics Officer will prepare a report upon completion of his/her investigation which will include facts, evidence, observations, findings, conclusions and recommendations for the Ethics Committee's consideration in reaching their decision on disposition.

Where external ethics counsel has investigated a matter, upon completion of their investigation they will prepare two separate reports for consideration by the Chair of the Board of Directors and/or the Chair of the Audit Committee, as applicable, as follows:

- a) a report of facts, evidence and observations, setting forth all facts and observations obtained from reviewing the evidence and conducting the interviews. This report will be limited to an objective summary of the allegations and the evidence and will identify inconsistencies and demeanour observed but without making other than purely factual findings.
- b) a report of findings, conclusions and recommendations, containing external ethics counsel's opinion as to credibility of the witnesses and findings drawn from the facts, the legal analysis applied and conclusions drawn, and the options available to EPCOR as well as external counsel's recommended course of action.

Closing the Investigation

All investigations must be closed with a written assessment of the findings to the complainant to the extent permitted by law. Any individual found to have breached this Policy will receive written notice of the findings of the investigation. Records arising out of the investigation will be kept as long as is necessary to protect EPCOR's legal and other interests.

Where the investigation is not conducted by the Ethics Officer, the investigator must, upon completion of the investigation, advise the Ethics Officer of the alleged violation of this Policy so that it can be included within the reports provided to the Board and so that the Ethics Officer can retain a record of the violation investigated with all data collected, and a record of the results and corrective action taken, if any.

All findings of misconduct and discipline are stored on the relevant employee's Human Resources file. Subject to EPCOR's collective agreements, all such discipline will remain on the employee's Human Resources file for at least two (2) years, provided that the employee has received no further discipline in that two (2) year period.

If it is determined that no unethical conduct has occurred, this finding will be communicated to the person making the complaint and any individual(s) implicated in the alleged misconduct. No record of an unsubstantiated complaint shall be placed on the personnel record of any Employees implicated in the alleged unethical conduct.

VIII. ETHICS REPORTING

A summary report of all ethics related questions, concerns and complaints addressed, received and/or investigated of which the Ethics Office is aware, will be included within the quarterly Litigation and Ethics Report provided to the Audit Committee of EPCOR's Board of Directors.

An annual Ethics Report will be provided by the Ethics Committee to EPCOR's Audit Committee containing summary data regarding the number of questions received, the number of complaints received, the nature of the complaints, the result of the investigations and any recommended changes to this Policy.

IX. CERTIFICATION

It is essential that all Employees understand and adhere to this Policy. Employees are required to certify that they have reviewed and understand the Policy and to agree to be bound by this Policy as a condition of their employment or appointment to the Board.

All existing Employees will be required to certify their review and compliance with the Policy every two (2) years.

X. CONTRACTORS

We expect the suppliers, contractors, consultants and agents with whom we do business to demonstrate strong ethical values and standards of behaviour. Accordingly, all suppliers, contractors, consultants and agents retained by EPCOR are expected to develop and enforce ethics policies and/or practices that are consistent with this Policy and its associated requirements that will apply to their staff providing services to, or on behalf of, EPCOR. We therefore strive to ensure that our suppliers, contractors, consultants and agents are made aware of those EPCOR policies (including this Policy) which apply to the work for which they are being engaged.

XI. POLICY REVIEW

This policy will be reviewed at least annually by the Ethics Officer who will report to the Ethics Committee. Any recommendations for change to the policy must be approved by the Board of Directors.

Any changes made to the policy will be communicated to Employees.

I have received, reviewed and understand EPCOR's Ethics Policy and agree to be bound by this Policy as a condition of my employment.

Dated this _____ day of _____, 20____.

Name: _____
(please print)

Signature: _____

Health & Safety Policy

EPCOR is committed to the health and safety of its employees, contractors, customers, and the public. To this end, EPCOR will establish and maintain an organizational culture of zero-injury and occupational illness.



Don Lowry
President & CEO, EPCOR Utilities Inc.
January 1, 2008

Our Vision

- A zero-injury and occupational illness culture.

Our Beliefs

- Health and safety is integral to our work; it is the way we do business.
- All incidents, injuries and occupational illnesses are preventable.
- Health and safety is a responsibility shared by individuals, teams, management and the corporation.
- Employees and contractors have an obligation to refuse unsafe work based on imminent danger.

Our Commitment

- To hold paramount the health and safety of people as well as the protection of property, process and the environment.
- To work to recognized industry practice and comply with all regulatory and legal requirements.
- To align our health and safety management process to the highest standards of OHSAS 18001.
- To ensure that our people have the training, tools and resources needed to work safely.

Our Supporting Values

- People – Concern for the well-being of employees, contractors, customers and communities.
- Integrity – Committed to the highest level of ethics and professionalism in our work.
- Teamwork – Cooperation by all parties to achieve mutual safety goals.
- Leadership – Personal and group leadership to support a safety culture at EPCOR.
- Accountability – Accountable for the delivery of results-driven, cost-effective and practical solutions to safety challenges.
- Empowerment – Everyone has the ability to control and mitigate risks and ensure safe work.



New Employee Statement

I have read and understand the above EPCOR Health & Safety Policy. I will comply with the requirements of the policy throughout my working life with EPCOR.

Employee Signature: _____

Date: _____

Employee Name (Please Print): _____