



Direct Energy

**Direct Energy Partnership
Electricity and
Gas Compliance Plan**

April 1, 2009

**Gas Utilities Act – Code of Conduct Regulation
Electric Utilities Act – Code of Conduct Regulation**

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I. INTRODUCTION

(A) PURPOSE OF DIRECT ENERGY PARTNERSHIP COMPLIANCE PLAN

Direct Energy Partnership (“DEP”), is a partnership registered in Alberta, that will provide Retail Services to Alberta energy consumers and may provide Regulated Services to certain REA customers only if the board of directors of an REA has appointed DEP as the Regulated Rate Tariff Provider in that REA’s service territory. DEP operates through the ‘Direct Energy’ brand name. The partners of DEP are Direct Energy Marketing Limited (“DEML”) and Direct Energy Holdings (Alberta) Inc., with DEML being the managing partner of DEP. As a Retailer and an affiliate of Direct Energy Regulated Services (“DERS”), DEP is required to obtain approval of this Compliance Plan from the MSA and the Commission on or before the date upon which DERS begins to provide Regulated Services.

Certain employees and agents or contractors of DEML will perform functions for, or undertake tasks on behalf of, DEP in relation to the operations of the business carried on by DEP. DEP will be operated in a manner that is consistent with the ECCR and the GCCR, which mandate:

- (a) Equality of treatment of Customers by Regulated Rate Tariff Providers and Default Rate Tariff Providers;
- (b) Confidentiality of Customer Information;
- (c) Equality of treatment of Retailers by Regulated Rate Tariff Providers and Default Rate Tariff Providers;
- (d) Business practices of the Regulated Rate Tariff Provider and the Default Rate Tariff Provider;
- (e) Prevention of any unfair competitive advantage to affiliates of the Regulated Rate Tariff Provider and the Default Rate Tariff Provider;
- (f) The maintenance of separate records and accounts by a provider of Regulated Services and its affiliated Retailer;
- (g) The development of a Compliance Plan and ongoing compliance reports; and
- (h) Compliance Audits.

This Compliance Plan sets out the systems, policies and mechanisms that DEML will rely upon to ensure that the operations of DEP, as an affiliate of DERS, are conducted in a manner that is consistent with the requirements of the ECCR and the GCCR. The Compliance Plan will apply to all DEP Personnel and DEP Agents or Contractors.

DEML will not condone, encourage, or support any activity or behaviour on the part of DEML employees, including DEP Personnel, DEP Agents or Contractors, or DEP Agent or Contractor Personnel that is inconsistent with the requirements of the Compliance Plan, the ECCR, or the



GCCR and is committed to implementing immediate and comprehensive responses to any such activity or behaviour upon becoming aware of it.

This Compliance Plan will become effective on the date that DERS assumes the role of Regulated Rate Tariff Provider in the ATCO Electric service territory and the role of Default Rate Tariff Provider in the ATCO Gas service territory.

This Compliance Plan describes certain obligations and responsibilities of specified DEML management personnel. Notwithstanding this, and without otherwise reducing or eliminating the obligation and responsibility of the specified DEML management personnel to ensure any specific requirements of this Compliance Plan are satisfied, it is understood that all or a portion of the tasks described in this Compliance Plan may be delegated by the specified DEML management personnel to other DEP Personnel.

Questions or comments concerning the Compliance Plan should be directed to the Vice-President, Government & Regulatory Affairs, Canada, DEML at 403-290-7745.

II. DEFINITIONS

In this Compliance Plan,

“**Auditor**” means an independent auditor approved by the DEP Compliance Authority;

“**CICA Handbook**” means the handbook published by the Canadian Institute of Chartered Accountants, as amended from time to time;

“**Commission**” means the Alberta Utilities Commission;

“**Compliance Plan**” means the compliance plan of DEP as approved by the MSA made under the authority of the EUA Code of Conduct Regulation or the compliance plan of DEP as approved by the Commission pursuant to the GUA Code of Conduct Regulation;

“**Compliance Plan Committee**” means the committee of senior DEML management personnel responsible for overseeing, implementing and monitoring the Compliance Plan, and any necessary changes to the Compliance Plan, as required, which is chaired by the Vice-President, Government & Regulatory Affairs, Canada, DEML and includes the following individuals:

- (a) Senior Vice-President, Energy Services, Canada, DEML;
- (b) Senior Vice-President , Business Markets, Canada, DEML;
- (c) Senior Vice-President, Energy Management, DEML;
- (d) Vice-President, Information Services, Mass Markets, DEML;
- (e) Vice-President, Finance, Mass Markets, Canada, DEML;
- (f) Vice President, Legal & Assistant General Counsel, Canada, DEML;
- (g) Vice-President, Government & Regulatory Affairs, Canada, DEML;
- (h) Director, Human Resources Strategic Business Partnerships, Canada, DEML;
- (i) Director, Marketing, Canada, DEML;
- (j) Director, Sales Strategy & Performance, Canada, DEML; and
- (k) Director, Operations, Customer Operations, Canada West, DEML

“**Compliance Plan Committee Report**” means the report prepared quarterly by the Vice-President, Government & Regulatory Affairs, Canada, DEML, containing the reports provided at, and minutes of, the quarterly meeting of the Compliance Plan Committee;

“**Compliance Plan Contravention Investigation Report**” means the report prepared by the Vice-President, Government & Regulatory Affairs, Canada, DEML containing details of any alleged DEP contravention of the Compliance Plan, the GCCR, or the ECCR as reported by a Person, directly or indirectly, to the Vice-President, Government & Regulatory Affairs, Canada, DEML which shall include but not be limited to, the following information:

- (a) Date of the alleged contravention;
- (b) Date of the report of the alleged contravention to a supervisor or senior manager of DEML, or a DEP Agent or Contractor;
- (c) Date of the report of the alleged contravention to the Vice-President, Government & Regulatory Affairs, Canada, DEML;
- (d) Description of the alleged contravention including the DEP Personnel or DEP Agent or Contractor involved in the alleged contravention;
- (e) Person reporting the alleged contravention;
- (f) The relevant section of the Compliance Plan that applies to the issues raised by the alleged contravention; and
- (g) Conclusions of the Vice-President, Government & Regulatory Affairs, Canada, DEML regarding the alleged contravention and the date upon which these conclusions were arrived at;

“Compliance Plan Contravention Report” means the report that summarizes the details of any DEP contravention of the Compliance Plan, the GCCR, or the ECCR that is prepared by the Vice-President, Government & Regulatory Affairs, Canada, DEML that shall include the contents of the Compliance Plan Contravention Investigation Report and the measures undertaken by DEP to address any contravention and prevent similar contraventions from occurring in the future;

“Customer” means a person purchasing electricity or natural gas for that person’s own use;

“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 DEP, and includes but is not limited to DEP Customer Information;

“Default Rate Tariff Provider” means DERS, as provider of Gas Services pursuant to a Default Rate Tariff approved by the Commission;

“DEML” means Direct Energy Marketing Limited;

“DEP” means Direct Energy Partnership, the affiliated retailer of DERS which operates under the brand name of Direct Energy and Direct Energy Business and is a Retailer in Alberta or a Regulated Rate Tariff Provider in any REA service territory in which the board of directors of the REA has so appointed DEP;

“DEP Agent or Contractor” means a Person contracted by DEML to perform functions for, or undertake tasks on behalf of DEP that are necessary for DEP to provide Retail Services or Regulated Services and require access to DEP Customer Information, but does not include any Person who is designated as DEP Personnel in accordance with this Compliance Plan;

“DEP Agent or Contractor Customer Information Access Personnel” means the employees of a DEP Agent or Contractor who require access to DEP Customer Information in order for their employer to fulfil its contractual obligations to DEML to provide goods or services required by DEP to provide Retail Services or Regulated Services and who has been permitted access to DEP Customer Information by a DEP Agent or Contractor;

“DEP Agent or Contractor Customer Information Access Personnel List” means the confidential list of DEP Agent or Contractor Customer Information Access Personnel maintained by a DEP Agent or Contractor, which includes a description of the responsibilities of each employee whose name appears on the list;

“DEP Agent or Contractor List” means the list of each Person who is a DEP Agent or Contractor but does not include any individual employed by such Person;

“DEP Agent or Contractor Personnel” means the employees of a DEP Agent or Contractor who, in the course of their employment, perform functions for, or undertake tasks on behalf of, DEP that are necessary for DEP to provide Retail Services or Regulated Services, but does not include any Person who is designated as DEP Personnel in accordance with this Compliance Plan;

“DEP Agent or Contractor Personnel List” means the list of DEP Agent or Contractor Personnel maintained by each DEP Agent or Contractor;

“DEP ATCO I-Tek Call Centre Personnel” means employees of ATCO I-Tek that respond to initial inquiries from current or prospective customers of DEP but does not include ATCO I-Tek employees who respond to escalated customer inquiries on behalf of both DERS and DEP;

“DEP Call Centre” means the facility that houses DEP Personnel or DEP Agents or Contractors whose responsibilities are to interface with the public and DEP Customers regarding the provision of Retail Services or Regulated Services by DEP;

“DEP Compliance Authority” means the Commission in respect of the oversight of those portions of the Compliance Plan that relate to the provision of unregulated Gas Services and the MSA in respect of the oversight of those portions of the Compliance Plan that relate to the provision of unregulated Electricity Services;

“DEP Customer” means a Customer of DEP who receives Retail Services or Regulated Services;

“DEP Customer Information” means information that is not available to the public and that is uniquely associated with a DEP Customer, could be used to identify a DEP Customer, or is provided by a Customer to DEP;

“DEP Customer Information Access Personnel” means specified DEP Personnel or any individual employees of a contractor retained by DEML to provide goods or services necessary for DEP to provide Retail Services or Regulated Services who have been granted written permission to access DEP Customer Information by the Vice-President, Government & Regulatory Affairs, Canada, DEML in accordance with this Compliance Plan;

“DEP Customer Information Access Personnel List” means the list of DEP Customer Information Access Personnel;

“DEP Customer Information Request Personnel” means the specified DEP Customer Information Access Personnel and DEP Agent or Contractor Customer Information Access Personnel who have authority from the Vice-President, Government & Regulatory Affairs, Canada, DEML to approve the release of Customer Information to a Person by DEP Customer Information Access Personnel or DEP Agent or Contractor Customer Information Access Personnel, upon DEP receiving the proper consent of a Customer;

“DEP Customer Information Request Personnel List” means the list of specified DEP Customer Information Request Personnel;

“DEP Personnel” means employees of DEML who, in their capacity as an employee of DEML, provide services to DEP or other individuals not employed by DEML that perform functions for, or undertake tasks on behalf of, DEP who are designated as DEP Personnel in accordance with this Compliance Plan;

“DEP Personnel List” means the list of DEP Personnel;

“DEP Sales and Marketing Personnel” means employees and agents or contractors of DEML who provide sales or marketing support or services to DEP in the form of information that is specific to DEP and intended to encourage a Person to enter into a contract for gas services, electricity services or other services with DEP, but does not include DEP ATCO I-Tek Call Centre Personnel;

“DEP Sales and Marketing Personnel List” means the list of DEP Sales and Marketing Personnel;

“DERS” means Direct Energy Regulated Services, a business unit of DEML who is a Default Rate Tariff Provider in the ATCO Gas service territory, a Regulated Rate Tariff Provider in the ATCO Electric service territory, and a Regulated Rate Tariff Provider in any REA service territory in which the board of directors of an REA has so appointed DERS;

“DERS Customer” means a Customer who receives Regulated Services from DERS;

“DERS Customer Information” means information that is not available to the public and that is uniquely associated with a DERS Customer, could be used to identify a DERS Customer, or is provided by a Customer to DERS;

“Electricity Services” means the services associated with providing electricity to a person;

“Electronic Customer Information Repository” means a separate password protected electronic repository that contains Customer Information, and has the equivalent standard of security protocol of other data repositories created and maintained by the Person that has primary control and operation of the electronic repository;

“Electronic Customer Information Repository Description” means a document that includes the following information relating to each Electronic Customer Information Repository:

- (a) Name, being a description of the name of the Electronic Customer Information Repository;
- (b) Description, being a summary of the nature of the Electronic Customer Information Repository and its general purpose;
- (c) Owner, being a description of the beneficial owner or licensee of the Electronic Customer Information Repository;
- (d) Customer Base Served, being a description of the DERS Customers or the DEP Customers that are served by the Electronic Customer Information Repository;
- (e) Data Type, being a notation of whether the Electronic Customer Information Repository contains Customer Information and/or Aggregated Customer Information;
- (f) Format, being a notation of whether the data in the Electronic Customer Information Repository is stored in a file or database format;
- (g) Accessible By, being a list of those individuals who shall have access to the Electronic Customer Information Repository, pursuant to the approval of the Vice-President, Government & Regulatory Affairs, Canada, DEML; and
- (h) Compliance Requirements, being a list of the provisions of the Compliance Plan that apply to the Electronic Customer Information Repository;

“Electronic Customer Information Repository List” means a list of the Electronic Customer Information Repositories maintained and operated by DEP;

“ECCR” means the Electricity Code of Conduct Regulation made under the authority of the EUA;

“EUA” means the *Electric Utilities Act*;

“Fair Market Value” means the price available in an open and unrestricted market between informed and prudent parties, acting at arm’s length and under no compulsion to act, expressed in terms of money;

“Gas Services” means the services associated with providing gas to a person;

“GCCR” means the Gas Code of Conduct Regulation made under the authority of the GUA;

“GUA” means the *Gas Utilities Act*;

“MSA” means the Market Surveillance Administrator, a corporation established by section 42 of the EUA with continued status under Section 32 of the Alberta Utilities Commission Act

“Person” includes an individual or a corporation and the heirs, executors, administrators or other legal representatives of a person;

“REA” means Rural Electrification Association;



“Regulated Rate Tariff Provider” means DERS, as provider of Electricity Services pursuant to a Regulated Rate Tariff approved by the Commission;

“Regulated Services” means Electricity Services or Gas Services that are provided by DERS or DEP or the access to which or the use of which is controlled by DERS or DEP pursuant to a Default Rate Tariff approved by the Commission or a Regulated Rate Tariff approved by the Commission or a Regulated Rate Tariff approved by the board of directors of an REA, and the costs of which are recoverable under rates approved by the Commission or the board of directors of an REA;

“Retail Services” means unregulated Electricity Services and unregulated Gas Services provided by a Retailer.

“Retailer” means a person who sells or provides unregulated Electricity Services or unregulated Gas Services directly to a person;

III. CONDUCT OF DIRECT ENERGY PARTNERSHIP

(A) BEHAVIOUR OF DEP (ECCR SECTION 3, GCCR SECTION 3)

DEP Policy 1: DEP Personnel and DEP Agent or Contractor Personnel shall conduct their activities in a manner so as to comply with and ensure compliance with the ECCR, the GCCR, and this Compliance Plan.

Mechanism 1: Only DEP Personnel and DEP Agent or Contractor Personnel shall perform functions for or undertake tasks on behalf of DEP that are necessary for DEP to provide Retail Services or Regulated Services. The Vice-President, Government & Regulatory Affairs, Canada, DEML shall designate DEP Personnel and maintain and update the DEP Personnel List on an ongoing basis. Only an officer of a DEP Agent or Contractor shall designate DEP Agent or Contractor Personnel and maintain and update the DEP Agent or Contractor Personnel List on an ongoing basis.

Mechanism 2: DEP Personnel and DEP Agent or Contractor Personnel will be informed of the applicable requirements of the GCCR, the ECCR, and the applicable requirements of the Compliance Plan by being required to: (a) read the Compliance Plan and, (b) complete an online training session, or alternatively review a videotape of a previously held training session, designed to address the applicable sections of the Compliance Plan. DEP Personnel or DEP Agent or Contractor Personnel will fulfil these requirements prior to providing services to DEP in support of DEP's provision of Retail Services in Alberta.

Mechanism 3: DEP Personnel and DEP Agent or Contractor Personnel will be informed of their obligation to immediately seek answers to all questions regarding the Compliance Plan and its impact on the specific role they perform in the provision of services to DEP from their immediate supervisor in the first instance and if there remains any doubt or confusion regarding an answer provided to a question the supervisor shall escalate the inquiry to a member of the Compliance Plan Committee or senior management personnel of the DEP Agent or Contractor, as appropriate. If there remains any doubt or confusion regarding an answer to a question, the member of the Compliance Plan Committee or senior management personnel of the DEP Agent or Contractor shall refer the matter to the Vice-President, Government & Regulatory Affairs, Canada, DEML.

Mechanism 4: DEP Personnel and DEP Agent or Contractor Personnel will be required to submit an electronic signature upon completion of online training or execute an acknowledgement in the form of Appendix A acknowledging he/she has read this Compliance Plan and understands the obligations of DEP, and his/her personal obligations, under the Compliance Plan. If the Compliance Plan is amended, the amended provisions will be provided to the DEP Personnel and the DEP Agent or Contractor Personnel to whom the amendment applies within 60 days of the date of the amendment coming into force and a supplementary acknowledgement will be obtained within this 60 day period.

Mechanism 5: Within 30 days after the anniversary date of their online certification training, all DEP Personnel and all DEP Agent or Contractor Personnel will be required to review this Compliance Plan, complete an online training session and submit an electronic signature or execute in writing the form of Appendix B confirming that he/she has undertaken the required review of the Compliance Plan and has acted in accordance with the requirements of this Compliance Plan during the prior year.

Mechanism 6: The Compliance Plan, GCCR and ECCR will be posted on the DEP website for viewing by the public, DEP Personnel, and DEP Agents or Contractors, and DEP Agent or Contractor Personnel on or before the date upon which both DERS begins to provide Regulated Services and DEP begins to provide Retail Services;

Mechanism 7 The Vice-President, Government & Regulatory Affairs, Canada, DEML, will review the contents of the DEP website on a quarterly basis to confirm the information posted by DEP on the DEP website is current and accurate. A record of this review shall be maintained by the Vice-President, Government & Regulatory Affairs, Canada, DEML and be available to the Auditor.

Mechanism 8: Adherence to the Compliance Plan, the ECCR, and the GCCR by DEP Personnel, DEP Agent or Contractor Personnel, and a DEP Agent or Contractor will be an important consideration taken into account by DEP in its assessment of the performance of DEP Personnel and the DEP Agent or Contractor. Breach of the Compliance Plan by DEP Personnel may result in disciplinary action, up to and including termination of employment or contract with DEML. Breach of the Compliance Plan by DEP Agent or Contractor Personnel or a DEP Agent or Contractor may result in sanctions being imposed upon the DEP Agent or Contractor by DEP or DEML, up to and including termination or non-renewal of a contractual relationship between DEP or DEML and the DEP Agent or Contractor.

IV. EQUALITY OF TREATMENT FOR CUSTOMERS

(A) TYING PROHIBITED (ECCR SECTION 4, GCCR SECTION 4)

DEP Policy 1: DEP Personnel and DEP Agent or Contractor Personnel shall not require or induce customers to purchase any goods or services from DEP, or any other Retailer, by making or appearing to make the provision of Regulated Services, services provided by the owner of a gas distribution system, or services provided by the owner of an electric distribution system conditional on those purchases.

Mechanism 1: DEP consumer awareness and education materials and other DEP communications that will be distributed to the public or to DEP Customers, through the DERS or DEP billing envelope or otherwise, must be reviewed and approved in writing by one of the following management personnel of DEML for compliance with the GCCR and/or ECCR prior to any communication of the information contained in these materials being distributed to the public, DEP Customers or to DERS Customers:

- (a) Director, Marketing, Canada, DEML; or
- (b) Vice-President, Government & Regulatory Affairs, Canada, DEML;

A record of this written approval and the associated materials approved will be maintained by the Vice-President, Government & Regulatory Affairs, Canada, DEML for review by the Auditor.

Mechanism 2: DEP Call Centre scripting and/or written communication directives, and revisions or updates thereto, must be reviewed and approved in writing by one of the following management personnel of DEML for compliance with the GCCR and/or ECCR prior to any communication of the information contained in these materials being made to the public or to DEP Customers:

- (a) Senior Vice-President, Energy Services, Canada, DEML;
- (b) Director, Marketing, Canada, DEML; or
- (c) Vice-President, Government & Regulatory Affairs, Canada, DEML;

A record of this written approval and the associated materials approved shall be maintained by the Vice-President, Government & Regulatory Affairs, Canada, DEML for review by the Auditor.

Mechanism 3: The Senior Vice-President, Energy Services, Canada, DEML will coordinate, at least once per quarter, a process of testing the information provided by the DEP Call Centre to DEP Customers and the public by submitting a minimum of ten (10) telephone inquiries to the DEP Call Centre with a view to determining if the information provided by the DEP Call Centre is consistent with any scripting or written communication directives being utilized by the DEP Call Centre. The Senior Vice-President, Energy Services, Canada, DEML will prepare a written report for submission to the Compliance Plan Committee describing the results of the testing and provide this

written report to the Vice-President, Government & Regulatory Affairs, Canada, DEML who shall maintain a copy of this report for review by the Auditor.

(B) TRANSFER OF CUSTOMERS (ECCR SECTION 5, GCCR SECTION 5)

Section 5 of the ECCR and the GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

(C) REPRESENTATIONS (ECCR SECTION 6, GCCR SECTION 6)

DEP Policy 1: DEP Personnel or DEP Agent or Contractor Personnel shall not represent or imply in any way in communications with DEP Customers or in communications with the public that present or future customers of DEP will receive treatment from DERS, ATCO Gas or ATCO Electric that is different from the treatment received by present or future Customers of other Retailers.

Mechanism 1: Same as Mechanism 1 under DEP Policy 1 in Section IV.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 1 in Section IV.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 1 in Section IV.(A).

(D) ADVERTISING (ECCR SECTION 7, GCCR SECTION 7)

DEP Policy 1: Unless the DEP Compliance Authority advises DEP, in writing, that it has made a determination that the name and logo used by DEP and the names and logos used by DERS clearly indicate they are separate entities, the Compliance Plan Committee shall ensure that DEP includes the conspicuous statements described in section 7 of the ECCR and section 7 of the GCCR in any internet text or written material published or sent that markets Retail Services.

Mechanism 1: Same as Mechanism 1 under DEP Policy 1 in Section IV.(A).

Mechanism 2: The Vice-President, Government & Regulatory Affairs, Canada, DEML will obtain confirmation, in writing, from the DEP Compliance Authority of its determination that the name and logo used by DERS and the names and logos used by DEP, clearly indicates they are separate entities prior to DEP removing the conspicuous statements described in section 7 of the ECCR and section 7 of the GCRR in any internet text or written material published or sent by DEP that markets Retail Services.

(E) MEETINGS BY DERS WITH RETAILERS AND CUSTOMERS (ECCR SECTION 8, GCCR SECTION 8)

Section 8 of the ECCR and the GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

V. CONFIDENTIALITY OF CUSTOMER INFORMATION

(A) CONFIDENTIALITY RULE, DISCLOSURE OF CUSTOMER INFORMATION, AND DISCLOSURE TO TWO OR MORE RETAILERS, CONDITIONS ON DISCLOSURE, AND HISTORICAL CONSUMPTION (ECCR SECTIONS 9, 10, 11, 12 AND 13, GCCR SECTIONS 9, 10, 11, 12 AND 13)

DEP Policy 1: DEP Personnel and DEP Customer Information Access Personnel shall protect the confidentiality and security of Customer Information and shall not disclose DEP Customer Information to any Person other than an individual whose name appears on:

- (a) The DEP Customer Information Access Personnel List; or
- (b) The whole or any part of the DEP Agent or Contractor Customer Information Access Personnel List that is provided by the DEP Agent or Contractor to DEP.

Mechanism 1: DEP Personnel shall only be appointed DEP Customer Information Access Personnel upon approval in writing by the:

- (a) Vice-President, Government & Regulatory Affairs, Canada, DEML

A record of this written approval shall be maintained by the Vice-President, Government & Regulatory Affairs, Canada, DEML and made available to the Auditor.

Mechanism 2: The DEP Customer Information Access Personnel List and the whole or any part of the DEP Agent or Contractor Customer Information Access Personnel List that is provided by the DEP Agent or Contractor to DEP will be updated and circulated quarterly to DEP Customer Information Access Personnel by the Vice-President, Government & Regulatory Affairs, Canada, DEML.

Mechanism 3: DEP Information in the form of electronic data will be maintained and stored only in an Electronic Customer Information Repository accessible by DEP Customer Information Access Personnel whose names appear on the DEP Customer Information Access Personnel List. DEP Customer Information shall be accessible by DEP Customer Information Access Personnel in secure work premises that are not accessible by individuals other than employees of DEML and guests of employees of DEML. DEP Customer Information shall also be accessible to DEP Customer Information Access Personnel outside of their secure work premises through a secure password protected electronic connection to the Electronic Customer Information Repository.

Mechanism 4: DEP Personnel who obtain or receive DEP Customer Information in a non-electronic form shall not make use of the DEP Customer Information and shall forthwith report such occurrence to their supervisor. The supervisor shall monitor the

frequency of any occurrences of DEP Personnel receiving DEP Customer Information and implement additional measures or safeguards, as necessary, to prevent the future improper disclosure of DEP Customer Information to DEP Personnel.

Mechanism 5: DEP Personnel who obtain or receive DEP Customer Information as a result of intentionally or unintentionally gaining access to an Electronic Customer Information Repository that contains DEP Customer Information shall forthwith report such occurrence to their supervisor. The supervisor shall ensure the occurrence is communicated to the Vice-President, Government & Regulatory Affairs, Canada, DEML, who shall prepare a Compliance Plan Contravention Report.

Mechanism 6: On at least a quarterly basis, the Vice-President, Information Services, DEML shall undertake a review of each Electronic Customer Information Repository maintained by DEP that contains DEP Customer Information and confirm that only DEP Customer Information Access Personnel have electronic access to any Electronic Customer Information Repository maintained by DEP that contains DEP Customer Information. The Vice-President, Information Services, DEML shall prepare a report summarizing the process undertaken to complete the review and the results of the review and provide a copy of this report to the Vice-President, Government & Regulatory Affairs, Canada, DEML. If the report indicates that individuals other than DEP Customer Information Access Personnel have obtained electronic access to any Electronic Customer Information Repository maintained by DEP that contains DEP Customer Information, the Vice-President, Government & Regulatory Affairs, Canada, DEML shall prepare a Compliance Plan Contravention Report.

Mechanism 7: The Vice-President, Information Services, DEML will prepare or update, if necessary, the Electronic Customer Information Repository Description for each Electronic Customer Information Repository maintained by DEP, on a quarterly basis, and provide any updated Electronic Customer Information Repository Description and updated Electronic Customer Information Repository List to the Vice-President, Government & Regulatory Affairs, Canada, DEML.

Mechanism 8: The Vice-President, Government & Regulatory Affairs, Canada, DEML will be required on a quarterly basis to approve, in writing, the content of the accessibility field in each Electronic Customer Information Repository Description associated with an Electronic Customer Information Repository maintained by DEP to ensure the access rights are consistent with the access granted under the Compliance Plan, and will maintain a written record of such approvals.

Mechanism 9: Arrangements for the off-site storage of DEP Customer Information in locations that are not secure premises of DEP or a DEP Agent or Contractor, will be made only by DEP Customer Information Access Personnel or by DEP Agent or Contractor Customer Information Access Personnel. The off-site storage facility must have security features that will allow DEP or a DEP Agent or Contractor to restrict access to the off-site storage only to individuals whose names appear on the DEP Customer Information Access Personnel List, the DEP Agent or Contractor Customer Information Access Personnel List, and employees of the off-site storage facility.

DEP Policy 2: DEP Sales and Marketing Personnel shall not, under any circumstances, be permitted access to DERS Customer Information or enter any secure work premises occupied by DERS Customer Information Access Personnel.

Mechanism 1: The DEP Sales and Marketing Personnel List will be maintained and updated quarterly by the Vice-President, Government & Regulatory Affairs, Canada, DEML and will be circulated to those individuals whose names appear on the DERS Customer Information Access Personnel List.

Mechanism 2: DEP Sales and Marketing Personnel who obtain or receive DERS Customer Information shall not make use of the DERS Customer Information and shall forthwith report such occurrence to his/her supervisor. The supervisor shall ensure the occurrence is communicated to the Vice-President, Government & Regulatory Affairs, Canada, DEML, who shall prepare a Compliance Plan Contravention Report and immediately provide the Compliance Plan Contravention Report to the Compliance Plan Committee.

Mechanism 3: DEP Personnel who become aware of any DEP Sales and Marketing Personnel obtaining or receiving DERS Customer Information shall forthwith report such occurrence to his/her supervisor. The supervisor shall ensure the occurrence is communicated to the Vice-President, Government & Regulatory Affairs, Canada, DEML, who shall prepare a Compliance Plan Contravention Report and immediately provide the Compliance Plan Contravention Report to the Compliance Plan Committee.

Mechanism 4: On a quarterly basis, the Vice-President, Government & Regulatory Affairs, Canada, DEML shall undertake a review of the premises access card authorizations provided to DEP Sales and Marketing Personnel to confirm that no DEP Sales and Marketing Personnel possesses an access card that would allow him/her access to any secure work premises occupied by DERS Customer Information Access Personnel. A written report describing the process undertaken to complete the review and the results of the review shall be made available to the Auditor.

DEP Policy 3: DEP Agent or Contractor Customer Information Access Personnel shall protect the confidentiality and security of DEP Customer Information and shall not disclose DEP Customer Information to any Person other than an individual whose name appears on the DEP Customer Information Access Personnel List or an individual whose name appears on the DEP Agent or Contractor Customer Information Access Personnel List prepared by that DEP Agent or Contractor.

Mechanism 1: The Vice-President, Government & Regulatory Affairs, Canada, DEML shall maintain and update on a quarterly basis the DEP Agent or Contractor List.

Mechanism 2: An officer of the DEP Agent or Contractor must approve, in writing, the appointment of any DEP Agent or Contractor Personnel or employee of a sub-contractor of the DEP Agent or Contractor as DEP Agent or Contractor Customer Information Access Personnel. A record of this written approval and the corresponding DEP Agent or Contractor Customer Information Access Personnel List will contain a description of the responsibilities of each DEP Agent or Contractor Customer Information Access

Personnel. The record of written approval will be maintained and made available, upon request, by the DEP Agent or Contractor to the Vice-President, Government & Regulatory Affairs, Canada, DEML or the Auditor.

Mechanism 3: The Vice-President, Government & Regulatory Affairs, Canada, DEML will at least semi-annually:

- (a) Review the DEP Agent or Contractor Customer Information Access Personnel List maintained by each DEP Agent or Contractor to confirm the description of responsibilities associated with each individual on the list reflect responsibilities that are necessary for the DEP Agent or Contractor to support DEP in the provision of Retail Services;
- (b) Review the appropriateness of continued approval of any individual employees of a contractor retained by DEML to provide goods or services necessary for DERS to provide Retail Services as DEP Customer Information Access Personnel;
- (c) In the case of ATCO I-Tek, instruct the Senior Vice-President, Energy Services, Canada, DEML to attend at the offices of ATCO I-Tek and select at least 20 samples of the written appointments approved in writing by an officer of ATCO I-Tek as required by Mechanism 2, to confirm the description of responsibilities associated with each individual in the sample reflects responsibilities that are necessary for ATCO I-Tek to support DEP in the provision of Retail Services; and
- (d) In the case of ATCO I-Tek, instruct the Vice-President, Information Services, DEML to attend at the offices of ATCO I-Tek and randomly select at least 20 samples of I-Tek employees who have not been granted access by ATCO I-Tek to DEP Customer Information and confirm by a review of the database access approvals, that none of these ATCO I-Tek employees enjoy electronic access to DEP Customer Information. The Vice-President, Information Services, DEML shall prepare a report summarizing the process undertaken to complete the review and the results of the review and provide a copy of this report to the Vice-President, Government & Regulatory Affairs, Canada, DEML.

The findings of these reviews shall be reported, in writing, to the Compliance Plan Committee by the Vice-President, Government & Regulatory Affairs, Canada, DEML at the quarterly meeting that follows these reviews and shall be made available to the Auditor.

Mechanism 4: DEP Agent or Contractor Personnel whose name does not appear on the DEP Agent or Contractor Customer Information Access Personnel List who obtains or receives DEP Customer Information shall not make use of the DEP Customer Information and shall forthwith report such occurrence to his/her supervisor. The supervisor shall monitor the frequency of any such occurrences and implement additional measures, as necessary, to prevent the future improper disclosure of DEP Customer Information.

Mechanism 5: DEP ATCO I-Tek Call Centre Personnel shall be entitled to share premises with employees of ATCO I-Tek that are DERS Agent or Contractor Customer Information Access Personnel provided that:

- (a) No financial incentive or payment regime exists between DEML or DEP and ATCO I-Tek under which the DEP ATCO I-Tek Call Centre Personnel or ATCO I-Tek receive any incremental compensation or payment of any sort whatsoever that is based on the decision by a Customer to enter into an energy supply contract with DEP;
- (b) DEP ATCO I-Tek Call Centre Personnel shall not be eligible to be appointed by an officer of ATCO I-Tek as DERS Agent or Contractor Customer Information Access Personnel;
- (c) If any DEP ATCO I-Tek Call Centre Personnel obtains access to an electronic database that contains DERS Customer Information, he/she shall not make use of the DERS Customer Information and shall be required by ATCO I-Tek to report such occurrence to his/her supervisor in writing. The supervisor shall forward all such written reports to a designated officer of ATCO I-Tek who shall forthwith take appropriate steps to avoid the recurrence of such inappropriate access to electronic DERS Customer Information;
- (d) If any DEP ATCO I-Tek Call Centre Personnel receives any physical documents that contain DERS Customer Information, he/she shall not make use of the DERS Customer Information and shall be required by ATCO I-Tek to report such occurrence to his/her supervisor in writing. The supervisor shall forward all such written reports to a designated officer of ATCO I-Tek who shall forthwith take appropriate steps to avoid the recurrence of such inappropriate access to DERS Customer Information, and;
- (e) ATCO I-Tek shall forward a copy of any written reports prepared in accordance with subsections (c) and (d), and a written description of the steps taken by ATCO-I-Tek to avoid the recurrence of such inappropriate access, to the Vice-President, Government & Regulatory Affairs, Canada, DEML who shall maintain a record of such reports for review by the Auditor.

DEP Policy 4: DEP Sales and Marketing Personnel shall not, under any circumstances, be permitted access to DERS Customer Information or enter any secure work premises occupied by DERS Agent or Contractor Customer Information Access Personnel.

Mechanism 1: Placeholder only.

Mechanism 2: Placeholder only.

Mechanism 3: The DEP Sales and Marketing Personnel List will be maintained and updated quarterly by the Vice-President, Government & Regulatory Affairs, Canada, DEML and provided to the DERS Agent and Contractor for circulation by the DERS

Agent and Contractor to those individuals whose names appear on the DERS Agent and Contractor Customer Information Access Personnel List.

DEP Policy 5: DEP Customer Information Access Personnel and DEP Agent or Contractor Customer Information Access Personnel who have direct interaction with DERS Customers shall not access an Electronic Customer Information Repository containing DERS Customer Information at any time during which he/she is providing services to DEP.

Mechanism 1: The Vice-President, Government & Regulatory Affairs, Canada, DEML shall on a quarterly basis circulate a written notice to all DEP Customer Information Access Personnel reminding them of this requirement. A copy of the written notice shall be maintained and made available to the Auditor.

Mechanism 2: An officer of the DEP Agent or Contractor shall on a quarterly basis circulate a written notice to all DEP Agent or Contractor Customer Information Access Personnel reminding them of this requirement. A copy of the written notice shall be maintained and made available to the Auditor.

Mechanism 3: In the case of ATCO I-Tek, a member of the I-Tek Quality Assurance Group shall undertake at least one physical observation per month of the I-Tek employees that have direct interaction with DEP Customers and also provide services to DERS to monitor compliance with this policy, and the results of this physical observation shall be maintained and made available to the Auditor.

DEP Policy 6: DEP Customer Information Request Personnel are the only individuals that shall have authority to authorize the release of Customer Information by DEP Customer Information Access Personnel or DEP Agent or Contractor Customer Information Access Personnel to a Person.

Mechanism 1: The Senior Vice-President, Energy Services, Canada, DEML shall maintain the DEP Customer Information Request Personnel List and ensure that only individuals whose names appear on this list shall engage in the release of Customer Information in response to a written request of a DEP Customer to do so.

DEP Policy 7: DEP will respond to requests for Customer Information from all Customers and Retailers under the same terms and conditions, including the timing of the release and the format of the information released.

Mechanism 1: DEP Customer Information Request Personnel and DEP Agent or Contractor Customer Information Request Personnel will receive specific direction and oversight from the Senior Vice-President, Energy Services, Canada, DEML regarding the scrutiny of the content of the form of consent required by the GCCR and ECCR for DEP to release Customer Information. DEP will only accept an electronic or written consent and will not accept a verbal consent from a Customer to release his/her Customer Information.

Mechanism 2: The Senior Vice-President, Energy Services, Canada, DEML will ensure a paper or electronic copy of each written consent form is retained by DEP for a period

of two years from the date on the consent form. The Senior Vice-President, Energy Services, Canada, DEML will maintain a database of information related to customer consents that will track the following information:

- (a) The date the consent to disclose Customer Information was received by DEP;
- (b) The Customer Information that is authorized to be disclosed by the Customer;
- (c) The period of time that the Customer consent to release Customer Information is in effect;
- (d) Whether the consent of the Customer authorizes the Customer Information to be released to one, some, or all Retailers, and if the consent is limited to one or some Retailers, the name(s) of the Retailer(s);
- (e) The date the Customer Information is released by DEP to a Retailer, or Retailers; and
- (f) The DEP Customer Information Request Personnel List.

(B) AGGREGATED CUSTOMER INFORMATION (ECCR SECTION 14, GCCR SECTION 14)

Section 14 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

VI. EQUALITY OF TREATMENT OF RETAILERS

(A) EQUAL TREATMENT (ECCR SECTION 15, GCCR SECTION 15)

Section 15 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

(B) EQUAL NOTICE OF CHANGES (ECCR SECTION 16, GCCR SECTION 16)

Section 16 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

VII. BUSINESS PRACTICE OF DIRECT ENERGY PARTNERSHIP

(A) CONDITIONS OF ACCESS TO WRITTEN COMMUNICATIONS WITH RETAILERS (ECCR SECTION 17, GCCR SECTION 17)

Section 17 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

(B) PROHIBITIONS (ECCR SECTION 18, GCCR SECTION 18)

Section 18 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

VIII. PREVENTING UNFAIR COMPETITIVE ADVANTAGE

(A) EFFICIENCY WITHOUT UNFAIR COMPETITION (ECCR SECTION 19, GCCR SECTION 19)

DEP Policy 1: All sharing of costs between DERS and DEP shall reflect the appropriate allocation and recording of the economic benefits or costs between DERS and DEP and shall be tracked in separate records and accounts maintained by DERS and DEP.

Mechanism 1: Any cost-sharing arrangement between DERS and DEP, with the exception of an arrangement otherwise approved by the Commission, shall specify the percentage allocation of costs between DERS and DEP, include a description of the justification for the allocation, and will require the prior written approval of one of the:

- (a) Senior Vice-President, Energy Services, DEML
- (b) Vice-President, Finance, DEML; or
- (c) Vice-President, Government & Regulatory Affairs, Canada, DEML

A record of the written approval will be maintained by the Vice-President, Finance, DEML for a period of no less than six years from the date the written approval is granted.

(B) NON-DISCLOSURE OF DEP CUSTOMER INFORMATION FOR MARKETING OR SALES PURPOSES (ECCR SECTION 20, GCCR SECTION 20)

DEP Policy 1: DEP Customer Information Access Personnel shall protect the confidentiality and security of Customer Information and shall not disclose Customer Information to any Person other than an individual whose name appears on:

- (a) The DEP Customer Information Access Personnel List; or
- (b) The whole or a part of the DEP Agent or Contractor Customer Information Access Personnel List that is provided by the DEP Agent or Contractor to DEP,

Mechanism 1: Same as Mechanism 1 under DEP Policy 1 in Section V.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 1 in Section V.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 1 in Section V.(A).

Mechanism 4: Same as Mechanism 4 under DEP Policy 1 in Section V.(A).

Mechanism 5: Same as Mechanism 5 under DEP Policy 1 in Section V.(A).

Mechanism 6: Same as Mechanism 6 under DEP Policy 1 in Section V.(A).

Mechanism 7: Same as Mechanism 7 under DEP Policy 1 in Section V.(A).



Mechanism 8: Same as Mechanism 8 under DEP Policy 1 in Section V.(A).

Mechanism 9: Same as Mechanism 9 under DEP Policy 1 in Section V.(A).

DEP Policy 2: DEP Sales and Marketing Personnel shall not, under any circumstances, be permitted access to DERS Customer Information or enter any secure work premises occupied by DERS Customer Information Access Personnel.

Mechanism 1: Same as Mechanism 1 under DEP Policy 2 in Section V.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 2 in Section V.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 2 in Section V.(A).

Mechanism 4: Same as Mechanism 4 under DEP Policy 2 in Section V.(A).

DEP Policy 3: DEP Agent or Contractor Customer Information Access Personnel shall protect the confidentiality and security of DEP Customer Information and shall not disclose DEP Customer Information to any Person other than an individual whose name appears on the DEP Customer Information Access Personnel List or an individual whose name appears on the DEP Agent or Contractor Customer Information Access Personnel List.

Mechanism 1: Same as Mechanism 1 under DEP Policy 3 in Section V.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 3 in Section V.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 3 in Section V.(A).

Mechanism 4: Same as Mechanism 4 under DEP Policy 3 in Section V.(A).

Mechanism 5: Same as Mechanism 5 under DEP Policy 3 in Section V.(A).

DEP Policy 4: DEP Sales and Marketing Personnel shall not, under any circumstances, be permitted access to DERS Customer Information or enter any secure work premises occupied by DERS Agent or Contractor Customer Information Access Personnel.

Mechanism 1: Placeholder only.

Mechanism 2: Placeholder only.

Mechanism 3: Same as Mechanism 3 under DEP Policy 4 in Section V.(A).

DEP Policy 5: DEP Customer Information Access Personnel and DEP Agent or Contractor Customer Information Access Personnel who have direct interaction with DERS Customers shall not access an Electronic Customer Information Repository containing DERS Customer Information at any time during which he/she is providing services to DEP.

Mechanism 1: Same as Mechanism 1 under DEP Policy 5 in Section V.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 5 in Section V.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 5 in Section V.(A).

(C) DEP CUSTOMER INFORMATION FROM EMPLOYEES AND OTHERS (ECCR SECTION 21, GCCR SECTION 21)

DEP Policy 1: DEP Personnel and a DEP Agent or Contractor shall report to the Vice-President, Government & Regulatory Affairs, Canada, DEML, the identity of any DEML employee whose name is not on the DEP Customer Information Access Personnel List, who seeks to obtain DEP Customer Information by indicating that he/she has authority to receive DEP Customer Information from DEP Personnel or DEP Agent or Contractor Personnel when he/she does not in fact have such authority.

Mechanism 1: The Vice-President, Government & Regulatory Affairs, Canada, DEML shall document all such reports received in writing, or any other form, and investigate all reports to determine if any DEP Customer Information was improperly sought or received. These reports shall be included in the quarterly Compliance Plan Committee Report.

Mechanism 2: Upon termination of their employment with DEML (voluntary or otherwise) DEP Customer Information Access Personnel shall be informed of their obligation to continue to protect the confidentiality of Customer Information.

(D) JOINT ACQUISITIONS, RESEARCH, AND DISPOSITIONS (ECCR SECTION 22, GCCR SECTION 22)

DEP Policy 1: The accounting for all joint acquisitions of products and/or services by DERS and DEP shall reflect an appropriate allocation and recording of the economic benefits or costs between DERS and DEP in a manner that is consistent with the benefits or costs attributable to DERS and DEP.

Mechanism 1: The Vice-President Finance, DEML shall account for all joint acquisitions, research, and disposition in accordance with this DEP policy and shall be responsible for recording, at the time of the transaction, an entry in the records and accounts of DERS and DEP of any joint purchases or acquisitions, the rationale for such joint purchase or acquisition, and the basis for the allocation of the economic benefits or costs between DERS and DEP. These records and accounts will be made available by DEP to the Auditor.

Mechanism 2: All joint acquisitions by DERS and DEP, with the exception of a joint acquisition otherwise approved by the Commission, shall be reported by the Vice-President Finance, DEML to the Compliance Plan Committee at the first quarterly meeting following the joint acquisition.

**(E) GOODS AND SERVICES TRANSACTIONS TO BE AT FAIR MARKET VALUE
(ECCR SECTION 23, GCCR SECTION 23)**

DEP Policy 1: All transactions involving the sale, lease, exchange, transfer or other disposition of goods or services between DERS and DEP shall be at Fair Market Value.

Mechanism 1: The Vice-President, Finance, DEML shall approve the valuation of all sales, leases, exchanges, transfers or other dispositions of goods or services at Fair Market Value in accordance with this DEP policy and shall be responsible for recording at the time of the transaction in the records and accounts of DERS and DEP all sales, leases, exchanges, transfers or other dispositions of goods or services and the rationale supporting the valuation. These records and accounts will be made available by DEP to the Auditor.

Mechanism 2: All transactions involving the sale, lease, exchange, transfer or other disposition of goods or services between DERS and DEP, with the exception of a sale, lease, exchange, transfer or other disposition of goods or services between DERS and DEP otherwise approved by the Commission, shall be reported by the Vice-President Finance, DEML to the Compliance Plan Committee at the first quarterly meeting following the joint acquisition.

(F) FINANCIAL TRANSACTIONS (ECCR SECTION 24, GCCR SECTION 24)

Section 24 of the ECCR and GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

(G) ACCESS TO PUBLICLY AVAILABLE INFORMATION (ECCR SECTION 26, GCCR SECTION 25)

Section 26 of the ECCR and section 25 of the GCCR does not impose requirements or restrictions applicable to Retailers, including DEP.

IX. SEPARATE RECORDS AND ACCOUNTS

(A) RECORDS AND ACCOUNTS (ECCR SECTION 27, GCCR SECTION 26)

DEP Policy 1: DERS and DEP shall have separate records and accounts.

Mechanism 1: The Vice-President, Finance, DEML will ensure the accounts and records of DERS and DEP are kept separate from each other and

- (a) Sufficient records and accounts are maintained to enable an audit to be conducted under Part 4 of the GCCR and Part 4 of the ECCR;
- (b) That the accounts comply with any guidelines or uniform system of record keeping required by the Commission and generally accepted accounting principles.

(B) WRITTEN FINANCIAL TRANSACTIONS (ECCR SECTION 28, GCCR SECTION 27)

DEP Policy 1: All financial transactions between DERS and DEP shall be in writing and shall be approved in advance by the Senior Vice-President, Energy Services, DEML.

Mechanism 1: The Vice-President, Finance, DEML will ensure that all financial transactions recorded in the accounts and records of DERS and DEP are supported by written documentation describing and confirming the transaction.

Mechanism 2: The written documentation of financial transactions between DERS and DEP will be made available by DEP to the Auditor.

Mechanism 3: All financial transactions between DERS and DEP, with the exception of financial transactions approved by the Commission, shall be reported by the Vice-President Finance, DEML to the Compliance Plan Committee at the first quarterly Compliance Plan Committee meeting following the financial transaction.

(C) TRANSACTION RECORDS (ECCR SECTION 29, GCCR SECTION 28)

DEP Policy 1: DEP shall maintain a written record of all goods and services sold, leased, exchanged, given or otherwise disposed of between DERS and DEP, which shall include the value of the transaction expressed in terms of money.

DEP Policy 2: Transactions between DERS and DEP that involve goods or services sold, leased, exchanged, given, or otherwise disposed of between DERS and DEP in an amount greater than an annual amount of \$500,000, including transactions approved by the Commission, shall be documented by an agreement in writing and the valuation of the transaction shall reflect Fair Market Value.

Mechanism 1: The Vice-President Finance, DEML will maintain a written record of all goods and services sold, leased, exchanged, given or otherwise disposed of between

DERS and DEP which will include the value of the transaction expressed in terms of money.

Mechanism 2: If any transactions between DERS and DEP exceed \$500,000 annually, the Vice-President Finance, DEML will obtain written evidence of Fair Market Value from an independent third party that has no financial interest in DERS or DEP and provide this evidence to the Compliance Plan Committee for its review and approval, unless the transaction has been otherwise approved by the Commission, prior to the transaction being completed. These records will be made available by DEP to the Auditor.

(D) MAINTAINING RECORDS (ECCR SECTION 30, GCCR SECTION 29)

DEP Policy 1: DEP shall maintain the records, accounts, financial transactions, reports and plans required by the GCCR, the ECCR, and the Compliance Plan for a period of at least six (6) years.

Mechanism 1: The Vice-President, Government & Regulatory Affairs, Canada, DEML and the Vice-President, Finance, DEML will jointly be responsible for making the necessary arrangements to maintain and store all records that must be maintained by DEP for the required period.

Mechanism 2: The records, accounts, financial transactions, reports and plans of DEP that must be maintained for the required period and which contain DEP Customer Information in the form of electronic or physical records will be accessible physically and/or through a password protected data system only by DEP Customer Information Access Personnel or by DEP Agent or Contractor Customer Information Access Personnel in secure work premises or at an off-site storage facility. The off-site storage facility must have security features that will allow DEP or a DEP Agent or Contractor to restrict access to the off-site storage only to individuals whose names appear on the DEP Customer Information Access Personnel List, DEP Agent or Contractor Customer Information Access Personnel List, and employees of the off-site storage facility

X. COMPLIANCE PLANS AND REPORTS

(A) COMPLIANCE PLAN (ECCR SECTIONS 31 AND 33, GCCR SECTIONS 30 AND 32)

DEP Policy 1: All DEP Personnel and DEP Agent or Contractor Personnel shall conduct their activities in a manner that is in compliance with the ECCR, the GCCR, and the Compliance Plan.

Mechanism 1: Same as Mechanism 1 under DEP Policy 1 in Section III.(A).

Mechanism 2: Same as Mechanism 2 under DEP Policy 1 in Section III.(A).

Mechanism 3: Same as Mechanism 3 under DEP Policy 1 in Section III.(A).

Mechanism 4: Same as Mechanism 4 under DEP Policy 1 in Section III.(A).

Mechanism 5: Same as Mechanism 5 under DEP Policy 1 in Section III.(A).

Mechanism 6: Same as Mechanism 6 under DEP Policy 1 in Section III.(A).

Mechanism 7: Same as Mechanism 7 under DEP Policy 1 in Section III.(A).

Mechanism 8: Same as Mechanism 8 under DEP Policy 1 in Section III.(A).

DEP Policy 2: DEP Personnel and DEP Agent or Contractor Personnel who become aware of circumstances that they believe may constitute a contravention of the Compliance Plan, the ECCR, or the GCCR, shall forthwith report this information to their supervisor. The supervisor shall consider the information reported and determine if the report has merit. If the supervisor believes the reported circumstances may constitute a contravention of the Compliance Plan, the ECCR, or the GCCR, shall forthwith report this information to the Vice-President, Government & Regulatory Affairs, Canada, DEML.

DEP Policy 3: All complaints of alleged contraventions of the ECCR or the GCCR received by DEP from the public shall be referred to the Vice-President, Government & Regulatory Affairs, Canada, DEML who shall acknowledge receipt of the complaint, in writing, within 5 days of DEP receiving the complaint.

Mechanism 1: The DEP website will provide information to the public describing how to report an alleged contravention of the ECCR or the GCCR to DEP or the DEP Compliance Authority.

Mechanism 2: Reports from the public of matters that may constitute a contravention of the Compliance Plan, the ECCR, or the GCCR, will be addressed by the Vice-President, Government & Regulatory Affairs, Canada, DEML.

Mechanism 3: Upon DEP receiving a complaint, the Vice-President, Government & Regulatory Affairs, Canada, DEML will forthwith investigate the matter to determine if

any contravention of the Compliance Plan, ECCR, or GCCR did occur. Upon completion of the investigation, the Vice-President, Government & Regulatory Affairs, Canada, DEML will document the circumstances of alleged contravention in the Compliance Plan Contravention Investigation Report. The Vice-President, Government & Regulatory Affairs, Canada, DEML will endeavour to resolve any complaint of alleged violation of the ECCR, the GCCR, or the Compliance Plan with the member of the public that lodged the complaint within 20 days of DEP receiving the complaint.

Mechanism 4: If it is established that a contravention of the ECCR, the GCCR, or the Compliance Plan has occurred, the Vice-President, Government & Regulatory Affairs, Canada, DEML will prepare a Compliance Plan Contravention Report and immediately provide the Compliance Plan Contravention Report to the Compliance Plan Committee.

Mechanism 5: Adherence to the Compliance Plan will be overseen and monitored by the Compliance Plan Committee by way of a quarterly meeting to:

- (a) Receive and review the updated DEP Customer Information Access Personnel List and any updated Electronic Customer Information Repository Descriptions relating to Electronic Customer Information Repositories maintained by DEP;
- (b) Receive and review any reports of any current DEML employee whose name is not on the DEP Customer Information Access List who has sought or received Customer Information from any present or former officer, employee, agent, or contractor of DEP and provide any appropriate directions;
- (c) Receive and review all Compliance Plan Contravention Investigation Reports prepared since the last quarterly meeting by the Vice-President, Government & Regulatory Affairs, Canada, DEML and provide any appropriate directions;
- (d) Receive and review all Compliance Plan Contravention Reports prepared since the last quarterly meeting by the Vice-President, Government & Regulatory Affairs, Canada, DEML and provide any appropriate directions;
- (e) Receive and review a copy of all DEP consumer awareness and education materials and other DEP communications approved, since the last quarterly meeting of the Compliance Plan Committee, for distribution to the public pursuant to the Compliance Plan and provide any appropriate directions;
- (f) Receive and review a copy of all DEP Call Centre scripting approved, since the last quarterly meeting of the Compliance Plan Committee, pursuant to the Compliance Plan and the written report of the Senior Vice-President, Energy Services, Canada, DEML regarding testing undertaken to confirm the DEP Call Centre provides responses that are consistent with the scripting and provide any appropriate directions;
- (g) Receive and review a copy of the DEP Agent or Contractor List maintained by the Vice-President, Government & Regulatory Affairs, Canada, DEML and provide any appropriate directions;

- (h) Receive and review the written report of the Vice-President, Government & Regulatory Affairs, Canada, describing the outcome of his/her semi-annual review of the DEP Agent or Contractor Customer Information Access Personnel List, the Agents or Contractors included on the DEP Customer Information Access Personnel List, and the sample of written authorizations to include employees on the DEP Agent or Contractor Customer Information Access Personnel List granted by officers of ATCO I-Tek, and provide any appropriate directions;
- (i) Receive and review any reports from the Vice-President Finance, DEML regarding joint acquisitions by DERS and DEP made since the last quarterly meeting;
- (j) Receive and review any reports from the Vice-President Finance, DEML involving the sale, lease, exchange, transfer, or other disposition of goods or services between DERS and DEP made since the last quarterly meeting;
- (k) Receive and review any reports from the Vice-President, Finance, DEML describing all financial transactions between DERS and DEP made since the last quarterly meeting;
- (l) Receive and review any reports from the Vice-President, Government & Regulatory Affairs, Canada, DEML of any action taken by DEP, DEP Personnel or a DEP Agent or Contractor in response to an emergency that threatens public safety, the safety of DEP Personnel or DEP Agent or Contractor Personnel;
- (m) Consider any necessary changes to the Compliance Plan that reflect changed circumstances or improved practices.

The Vice-President, Government & Regulatory Affairs, Canada, DEML, will maintain minutes of the Compliance Plan Committee meetings, which shall have appended to them copies of the Compliance Plan Investigation Reports and the Compliance Plan Contravention Reports that were received and reviewed by the Compliance Plan Committee.

Mechanism 6: The Vice-President, Government & Regulatory Affairs, Canada, DEML is accountable for the development of the Compliance Plan.

Mechanism 7: The Vice-President, Government & Regulatory Affairs, Canada, DEML and the Chief Privacy Officer report to the Executive Vice-President, Legal & Regulatory Affairs, Centrica North America and therefore do not have a direct reporting relationship to the Senior Vice-President, Energy Services, DEML.

Mechanism 8: The Compliance Plan Committee shall be accountable for:

- (a) Identifying proposed enhancements or improvements to the Compliance Plan and approving changes to the Compliance Plan, where appropriate;

- (b) Providing direction to individual members of the Compliance Plan Committee related to implementing and monitoring the Compliance Plan; and
- (c) Enforcing adherence to and ensuring compliance with the Compliance Plan, the GCCR, and the ECCR by DERS Personnel and by DERS Agents or Contractors.

Mechanism 9: The Compliance Plan Committee Report will be provided to the Board of Directors of DEML by the Vice-President, Government & Regulatory Affairs, Canada, DEML within five days of the Compliance Plan Committee meeting.

Mechanism 10: The Compliance Plan Committee shall be responsible for ensuring that the DEP Personnel and DEP Agent or Contractor Personnel are informed that the Auditor has the authority to receive from DERS Personnel and DERS Agent or Contractor Personnel, and they shall provide to the Auditor, free and unfettered access to appropriate DEP Personnel or DEP Agent or Contractor Personnel, including the information systems of DEP and the DEP Agent or Contractor to complete the compliance audit requirements of the ECCR, the GCCR, and the Compliance Plan in a timely and efficient manner.

(B) QUARTERLY AND ANNUAL COMPLIANCE REPORTS (ECCR SECTION 34, GCCR SECTION 33)

DEP Policy 1: The Board of Directors of DEML shall be informed, on no less than a quarterly basis, of any alleged or actual contraventions of the Compliance Plan, the action taken to remedy any non-compliance, and any complaints for non-compliance with the ECCR, GCCR or the Compliance Plan.

Mechanism 1: Complaints of non-compliance with the ECCR, GCCR, or the Compliance Plan by DEP or a DEP Agent or Contractor, or if it is determined that DEP did not comply with the ECCR, GCCR or the Compliance Plan, the minutes of the Compliance Plan Committee meetings related to these matters will be provided to the Board of Directors of DEML, and the DEP Compliance Authority by the Vice-President, Government & Regulatory Affairs, Canada, DEML within five days of the quarterly Compliance Plan Committee meeting being held.

Mechanism 2: Within 30 days following the end of each calendar year, DEP will send to the DEP Compliance Authority, an annual compliance report, approved by the Board of Directors of DEML.

(C) PUBLIC NOTICE OF COMPLAINTS (ECCR SECTION 35, GCCR SECTION 34)

DEP Policy 1: DEP shall give notice to the public that complaints about contraventions of the ECCR or GCCR may be made to the Market Surveillance Administrator and Commission, respectively.

Mechanism 1: Once per twelve month period commencing no later than 60 days after DEP begins to provide Retail Services, DEP will include a text message directly on the Customer's bill, giving notice to the Customer that complaints about contraventions of



the ECCR or the GCCR may be made to the DEP Compliance Authority and that the DEP Compliance Authority is independent of DEP. This notice shall be approved by the DEP Compliance Authority prior to being placed by DEP.

(D) No RELEASE FROM OBLIGATIONS UNDER REGULATION (ECCR SECTION 37, GCCR SECTION 36)

DEP Policy 1: Compliance by DEP with the Compliance Plan does not release DEP, DEP Personnel, DEP Agents or Contractors, or DEP Agent or Contractor Personnel from complying with the ECCR or the GCCR.

XI. COMPLIANCE AUDIT

(A) APPOINTMENT OF AUDITOR (ECCR SECTION 38, GCCR SECTION 37)

DEP Policy 1: DEP Personnel and DEP Agent or Contractor Personnel shall be required by DEP to fully co-operate with the Auditor appointed by DEP to perform an audit, composed of an independent examination of DEP operations and the operations of DEP Agents or Contractors for the purpose of expressing an opinion on the compliance by DEP and DEP Agents or Contractors with the ECCR, the GCCR, and the Compliance Plan.

Mechanism 1: Employees of the Auditor shall provide reasonable proof to DEP Customer Information Access Personnel or DEP Agent or Contractor Customer Information Access Personnel of their identity prior to requesting access to DEP Customer Information.

Mechanism 2: DEP and DEP Agents or Contractors shall afford the Auditor with complete and unfettered access to the records, information, and information systems of DEP and DEP Agents or Contractors and to DEP Personnel and DEP Agent or Contractor Personnel for the purpose of the Auditor completing its Audit.

Mechanism 3: DEP and DEP Agents or Contractors will cooperate with the Auditor and the DEP Compliance Authority to accommodate any need for direct interaction between the Auditor and the DEP Compliance Authority that the Auditor or the DEP Compliance Authority may require during the course of the audit to fulfil its obligations under the ECCR or GCCR.

XII. EXCEPTIONS

(A) EMERGENCY EXCEPTIONS (ECCR SECTION 44, GCCR SECTION 42)

DEP Policy 1: Any action taken by DEP, DEP Personnel, DEP Agents or Contractors, or DEP Agent or Contractor Personnel in response to an emergency that threatens public safety, the safety of DEP Personnel or DEP Agent or Contractor Personnel, does not contravene the Compliance Plan, the ECCR, or the GCCR.

Mechanism 1: Any action taken by DEP, DEP Personnel, DEP Agents or Contractors, or DEP Agent or Contractor Personnel in response to an emergency that threatens public safety, the safety of DEP Personnel or DEP Agent or Contractor Personnel, or any other Person that results in a breach of this Compliance Plan, will be forthwith reported in writing to the Vice-President, Government & Regulatory Affairs, Canada, DEML who shall report such occurrence to the DEP Compliance Authority within 10 days of the date of the breach and to the Compliance Plan Committee at the next quarterly meeting of the Compliance Plan Committee. The Vice-President, Operations, Canada, DEML shall maintain a copy of this letter for review by the Auditor.

APPENDIX A: COMPLIANCE ACKNOWLEDGEMENT

Note: Terms utilized in this Compliance Acknowledgement are defined in the Definitions Section II. of the Direct Energy Partnership Compliance Plan.

Direct Energy Partnership (“DEP”), a partnership registered in Alberta that operates under the brand name, Direct Energy , and is managed by Direct Energy Marketing Limited (“DEML”), is committed to conducting its affairs in accordance with all applicable laws that govern DEP’s operations. DEML has developed this Compliance Plan as part of that commitment. DEML requires DEP Personnel and DEP Agent or Contractor Personnel to, fully and completely in all circumstances, comply with the policies and mechanisms contained in this Compliance Plan.

The undersigned DEP Personnel or DEP Agent or Contractor Personnel hereby acknowledges that he/she has received and read a copy of this Compliance Plan and understands both the obligations of DEP and his/her personal obligations, as described in this Compliance Plan, and undertakes to conduct himself/herself in a manner that is in accordance with the policies and mechanisms contained in this Compliance Plan.

The undersigned DEP Personnel or DEP Agent or Contractor Personnel hereby acknowledges that he/she will not seek preferential treatment for DEP from DERS.

The undersigned DEP Personnel or DEP Agent or Contractor Personnel acknowledge that it is his/her obligation and right to ask questions and seek clarification regarding the contents of this Compliance Plan from his/her supervisor if there is any uncertainty or question respecting his/her understanding of the policies and mechanisms described in this Compliance Plan.

Acknowledged and accepted this _____ day of _____, 20__.

Signature

Print Name



APPENDIX B: COMPLIANCE CONFIRMATION

Note: Terms utilized in this Compliance Confirmation are defined in the Definitions Section II. of the Direct Energy Partnership Compliance Plan.

Direct Energy Partnership (“DEP”), a partnership registered in Alberta that operates under the brand name, Direct Energy, and is managed by Direct Energy Marketing Limited (“DEML”), is committed to conducting its affairs in accordance with all applicable laws that govern DEP’s operations. DEML has developed the DEP Compliance Plan as part of that commitment.

DEML requires DEP Personnel to, fully and completely in all circumstances, comply with the policies and mechanisms contained in the DEP Compliance Plan.

DEML also requires DEP Agent or Contractor Personnel to, fully and completely in all circumstances, comply with the policies and mechanisms contained in the DEP Compliance Plan.

The undersigned DEP Personnel or DEP Agent or Contractor Personnel hereby confirms that he/she has reviewed the terms of this Compliance Plan within the past 30 days and further confirms he/she has complied with the requirements of the DEP Compliance Plan over the past calendar year, or portion thereof during which he/she was a member of the group of DEP Personnel or DEP Agent or Contractor Personnel. If this is not the case, this signatory shall describe all instances of non-compliance, in writing, in the area provided below or provide further documentation that contains a detailed description of any non-compliance.

Written description of any non-compliance (attach additional pages if necessary):

Confirmed this _____ day of _____, 20__.

Signature

Print Name