

April 29, 2024

Alberta Utilities Commission
Eau Claire Tower
1400, 600 Third Avenue S.W.
Calgary, Alberta T2P 0G5

Dear Mr. Tiberi:

RE: ATCO Group Inter-Affiliate Code of Conduct
ATCO Pipelines' Compliance Report for the 2023 Reporting Period

Attached please find the 2023 Affiliate Compliance Report for ATCO Pipelines.

Please direct any questions or concerns relating to the 2023 reporting period to me at 368-995-3421.

Sincerely,

Original Signed

Nadine Berge Cumming,
Vice President, Enterprise Integrity & Compliance
Utilities Compliance Officer

Attachments

ATCO GROUP INTER-AFFILIATE CODE OF CONDUCT ATCO PIPELINES COMPLIANCE REPORT for the 2023 Reporting Period

1.0 INTRODUCTION

The ATCO Group Inter-Affiliate Code of Conduct (the “Code”) requires the ATCO Pipelines Compliance Officer to conduct an annual review of compliance with the Compliance Plan (the “Plan”) and to prepare an annual Compliance Report (the “Report”). The Report will be filed with the Alberta Utilities Commission (the “AUC” or “Commission”) within 120 days of the fiscal year end of ATCO Pipelines. The ATCO Pipelines Compliance Report is for the fiscal year from January 1, 2023 to December 31, 2023 (the “Reporting Period”).

ATCO Pipelines provided utility service to some Affiliates and these services were subject to AUC-regulated rates, terms and conditions. Information on these transactions is not required to be reported in the Compliance Report under the Code’s requirements.

2.0 ATCO PIPELINES COMPLIANCE REPORT

(a) Compliance Plan

The Compliance Plan in effect during the Reporting Period is provided in Appendix 1.

(b) Corporate Organization Chart

A corporate organization chart indicating ownership percentages and the relationships within the ATCO Group of Companies is provided in Appendix 2. The organization chart is limited to the corporate organizations relating to the inter-affiliate interactions of ATCO Electric, ATCO Gas and ATCO Pipelines (the “Utilities”) during the Reporting Period, as at the end of the Reporting Period.

(c) List of Affiliates

A listing of Affiliates corresponding to the aforementioned organization chart is provided in Appendix 3. The information includes the business address, list of officers and directors and description of the business activities, as at December 31, 2023.

(d) List of Services Agreements

A list of details on each of ATCO Pipelines’ transactions are contained in Appendix 4 (Summary of Major Transactions) and Appendix 5 (Summary of Non-Major Transactions).

(e) Assessment of Compliance with the Code

Except for the incidents filed with the AUC through Quarterly Exception Reports (QERs) for the Reporting Period, which are summarized below, or as otherwise described in this Report, ATCO Pipelines has complied with the ATCO Group Inter-Affiliate Code of Conduct during the Reporting Period.

As reported in the Q3 and Q4 2023 QERs, which were filed with the AUC on December 1, 2023 and February 29, 2024, respectively, the ATCO Utilities collectively completed an in-depth review of their Compliance Plans and their compliance with the Code, determining that there were several areas where past interpretations could be improved to ensure clear adherence to the requirements. ATCO Pipelines

considers that the matters noted in QERs are largely not material and did not result in any lack of adherence to the spirit and intent of the Affiliate Code. ATCO Pipelines is committed to continual improvement in compliance and transparency. One finding pertained to the review of *Section 3.2.2 Physical Separation* of the Code, where it was determined that the employee seating arrangements and existing forms of security-controlled access at ATCO Center Edmonton (ACE), ATCO Pipelines Edmonton Center (APEC) and North Edmonton Operations Center (NEOC) may not sufficiently accord with the strict wording of *Section 3.2.2* of the Code. At APEC and NEOC, these matters were resolved by relocating Non-Utility, Non-Shared employees to dedicated Non-Utility office spaces. In the case of ACE, ATCO Pipelines committed to a series of resolution measures, which have been completed or are underway. ATCO Pipelines will provide an update on this matter in due course.

In Q1 2024, as part of the annual review of the physical separation requirements mandated by the Compliance Plan, it was identified that 26 employees not employed by an ATCO Utility or one of ATCO's corporate shared services teams, at the date of the review, had incorrect key-card access provisions to ATCO Pipelines offices. Once these provisions were identified, access was immediately revoked. A review is underway to determine whether the employees accessed Utility offices.

As part of the review of the Shared Information Systems Access List for Year 2023, it was determined that 1 employee who was not an employee of ATCO Pipelines had access to ATCO Pipelines systems containing Confidential Information. A Request to remove system access has been submitted and approved for this individual. Our review has determined that no inappropriate access to Confidential Information occurred. In such cases of employees being reported as having access to these systems, the individuals no longer had the software on their devices and/or no longer had user credentials to the software; accordingly, they were unable to make use of such access. In certain circumstances, an employee of an Affiliate may require access because:

- They required access as part of specialized project support services being provided to the Utility, as facilitated through the establishment of all required inter-affiliate services agreements, which stipulate the requirements pertaining to access of confidential information, or
- They belong to ATCO's corporate IT services teams and act as software solution architects who support the back-end operations of the systems. This support is also facilitated through the establishment of all required inter-affiliate services agreements, which stipulate the requirements pertaining to access to confidential information.

Relating to the annual requirement that officers and Management Team members of the Utilities execute compliance certificates, as prescribed by the Plans, certificates associated with the Code and Plan have been signed, attesting to different aspects of Compliance. However, due to human error, 3 of the 30 certificates required to be signed within 60 days of the end of the calendar year were not circulated to the recipients within 60 days. These certificates were completed within 90 days of year end.

The directors, officers, employees, consultants, contractors, agents and Affiliates of ATCO Pipelines were informed of the Code's content and their associated responsibilities. ATCO Pipelines is committed to transparency of Affiliate transactions and compliance with the Code and will continue to report all instances of non-compliance with the Code in its QERs and Annual Reports that are filed with the AUC.

(f) Assessment of Compliance Plan Effectiveness

The Compliance Plan contains measures that describe specific actions and procedures ATCO Pipelines will take to ensure its Affiliate business transactions are conducted in accordance with all aspects of the

Code. As part of the aforementioned in-depth review of ATCO Pipelines' Compliance Plans, various processes and timing around those processes were updated during the Reporting Period.

With respect to the findings in relation to *Physical Separation* and *Separation of Information Services*, the Utilities are assessing current processes and procedures to determine improvements to be implemented to strengthen internal controls.

The Compliance Plan has been in effect for over twenty years and there are opportunities to modernize the Plan to make it more efficient and effective in how it supports compliance with the Plan. ATCO will continue to identify these opportunities and will bring forward an application to amend the Plan at the appropriate time in the future. In the meantime, ATCO Pipelines continues to operate in compliance with all provisions of the Code and is committed to the form, spirit and intent of the Code.

(g) Comprehensive Description of any Material Non-Compliance with the Code

As required by Bulletin 2010-24, during the Reporting Period, ATCO Pipelines has reported all non-compliance with the Code and Compliance Plan, regardless of materiality, as indicated in sections (e), (f) and (h) of this Report.

(h) Summary of Disputes, Complaints and Inquiry Activity

Pursuant to *Section 3.3.2 Transferring of Employees*, Measure 4 of the Compliance Plan, the Compliance Plan requires any instances of employees with access to Confidential Information being transferred to an Affiliate in the absence of a signed confidentiality agreement to be treated as an inquiry under the Code. ATCO Pipelines noted one such incident for the Reporting Period, as summarized below, requiring assessment by the Compliance Officer in accordance with Section 8 Disputes, Complaints and Inquiries of the Plan.

As reported in the Q3 2023 QER, as part of its regular quarterly compliance reviews, ATCO Pipelines determined that a front-line construction operator transferred from ATCO Pipelines to ATCO Gas on July 8, 2023, but did not execute a confidentiality agreement until October 23, 2023. Given this employee's role, they would have had very limited access to Confidential Information. Responsible members of Human Resources have been reminded of the requirement that confidentiality agreements must be completed prior to the completion of the transfer.

As mentioned in the Q3 2023 QER, the in-depth review of the Plans resulted in the identification of Plan measures where failure to meet the associated requirements is to be treated as an "inquiry" under Section 8 of the Code. All such inquiries were subject to the timing requirements prescribed in *Section 8.2.2 Disposition* of the Plans, which requires resolution of inquiries within 60 days. These inquiries were summarized as part of the Q3 2023 QER where ATCO Pipelines acknowledged that the requirements of *Section 8.2.2 Disposition* were not met, but that they would be met on a go-forward basis as part of the Compliance team's updated review processes. The Compliance team noted no other instances of disputes, complaints and inquiries as defined by the Code for 2023.

(i) List of All Major Transactions between ATCO Pipelines and Affiliates

Several Major Transactions relating to the provision of services between ATCO Pipelines and Affiliates (other than Utility services) with an aggregate value of \$500,000 or more occurred in 2023. These transactions are provided in Appendix 4.

(j) Affiliated Party Transaction Summary

A summary overview of the non-major transactions provided between ATCO Pipelines and its Affiliates is provided in Appendix 5. It contains a general description of the transactions and services, the parties involved and the aggregate value of each transaction.

(k) Summary Description for Occasional Service provided by the Utility to/from an Affiliate

A summary description with an estimated value for each Occasional Service between ATCO Pipelines and its Affiliates is provided in Appendix 6.

(l) Summary List of any Exemptions to the Code including Emergency Services

A summary description with an aggregate value for each Emergency Service between ATCO Pipelines and its Affiliates in 2023 is provided in Appendix 7.

(m) List of all Employee Transfers, Temporary Transfers and Secondments between a Utility and Affiliates

ATCO Pipelines transferred and seconded several employees to or from an Affiliate during the Reporting Period in 2023 as permitted in Code Section 3.3.2. Details of these transfers and secondments are provided in Appendix 8.

(n) Certificates Attesting to Completeness of the Compliance Report and Compliance with the Code

Two officer's certificates are provided at the end of the report. The certificates attest to the completeness of the 2023 Compliance Report and ATCO Pipelines' compliance with the Code in 2023. The certificates are signed by the Compliance Officer and President of ATCO Pipelines.

As a precursor to these certificates and as an additional measure implemented, the Management Team of ATCO Pipelines engaged in its day-to-day operations also provided certificates attesting to compliance with the Code to the Compliance Officer and the President of ATCO Pipelines prior to their attestations.

3.0 CONCLUSION

Except as noted in the QERs filed with the AUC for the Reporting Period, and in this Report, ATCO Pipelines believes it has fully complied with and operated within the provisions, spirit and intent of the ATCO Group Inter-Affiliate Code of Conduct. ATCO Pipelines' 2023 Compliance Report will be posted on the ATCO website.

ATCO PIPELINES
INTER-AFFILIATE CODE OF CONDUCT
COMPLIANCE PLAN

Amended as of October 4, 2010

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1 PURPOSE AND OBJECTIVES OF THE COMPLIANCE PLAN

The purpose of this [Plan](#) is to detail the measures, policies, procedures and monitoring mechanisms that ATCO Pipelines will employ to ensure its full compliance with the provisions of the [Code](#) by ATCO Pipelines, its directors, officers, employees, consultants, contractors and agents, and by [Affiliates](#) of ATCO Pipelines with respect to the interactions of the [Affiliates](#) with ATCO Pipelines.

This [Compliance Plan](#) describes certain obligations and responsibilities of specified ATCO Pipelines management personnel. Notwithstanding this, and without otherwise reducing or eliminating the obligation and responsibility of the specified ATCO Pipelines 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 ATCO Pipelines management personnel to other ATCO Pipelines personnel.

Questions or comments concerning the [Compliance Plan](#) should be directed to the ATCO Pipelines [Compliance Officer](#):

Ed L. Jansen
Phone: (403) 245-7467
Fax: (403) 245-7844
Email: ed.jansen@atcopipelines.com

Copies of the [Code](#) and this [Compliance Plan](#) are available at www.atcopipelines.com. The numbering used in this [Compliance Plan](#) is consistent with the numbering used in the [Code](#).

2 GENERAL PROVISIONS

2.1 Definitions

In this [Compliance Plan](#), the following capitalized words and phrases shall have the following meanings:

- (a) **“ABCA”** means the *Business Corporations Act*, R.S.A.2000 c. B-9.
- (b) **“Affiliate”** means with respect to ATCO Pipelines:
 - (i) an “affiliate” as defined in the [ABCA](#) or [CBCA](#);
 - (ii) a unit or division within ATCO Pipelines or any [Body Corporate](#) referred to in clause (b) (i) above;
 - (iii) a partnership, joint venture, or [Person](#) in which ATCO Pipelines or any [Body Corporate](#) referred to in clause (b) (i) above has a controlling interest or that is otherwise subject to the control of ATCO Pipelines or such [Body Corporate](#);

- (iv) any partnership, joint venture, or **Person** deemed by the **AUC** to be an **Affiliate** of ATCO Pipelines for the purposes of the **Code**; and
- (v) an agent or other **Person** acting on behalf of any **Body Corporate**, operating division, partnership, joint venture or **Person** referred to in clauses (b) (i) to (iv) above.
- (c) **“Affiliated Party Transactions Summary”** unless otherwise directed by the **AUC**, means in respect of any period of time, a summary overview of each type of business transaction or service, other than **Major Transactions** or **Utility Services**, performed by an **Affiliate** for ATCO Pipelines or by ATCO Pipelines for an **Affiliate**, which summary shall contain a general description of the transactions and services, the parties involved and the approximate aggregate value of each type of transaction or service during the said period.
- (d) **“ATCO”** means ATCO Ltd.
- (e) **“ATCO Affiliates”** means any entity to which the **Code** applies pursuant to Section 2.3 of the **Code**.
- (f) **“AUC”** means the Alberta Utilities Commission.
- (g) **“Body Corporate”** means a “body corporate” as defined in the **ABCA** or **CBCA**.
- (h) **“CBCA”** means the *Canada Business Corporations Act*.
- (i) **“Code”** means the ATCO Group Inter-Affiliate Code of Conduct.
- (j) **“Common Director”** means a member of the Board of Directors of ATCO Pipelines who is also a member of the Board of Directors of an **Affiliate** of ATCO Pipelines.
- (k) **“Common Officer”** means an officer of ATCO Pipelines who is also an officer of a **Non-Utility Affiliate** of ATCO Pipelines.
- (l) **“Compliance Officer”** shall have the meaning ascribed thereto in Section 7.3 of the **Code**.
- (m) **“Compliance Plan”** shall mean the document to be prepared and updated by ATCO Pipelines pursuant to Section 7.5 of the **Code**.
- (n) **“Compliance Plan Committee” (CPC)** shall mean a committee which shall meet at least quarterly, comprised of at least the following:
- President, ATCO Pipelines
 - Controller, ATCO Pipelines
 - Manager, Human Resources, ATCO Pipelines
 - Manager, Affiliate Compliance
 - **Compliance Officer**, ATCO Pipelines

- (o) **“Compliance Report”** shall have the meaning ascribed thereto in Section 7.6 of the [Code](#). Quarterly, ATCO Pipelines will provide an exception report only if there is a matter that ought to be brought to the attention of the [AUC](#).
- (p) **“Compliance Training Material”** means the material developed by the [Compliance Officer](#) prior to the end of each calendar year which will be used to ensure that all directors, officers, employees, consultants, contractors and agents of ATCO Pipelines are familiar with the provisions of the [Code](#), and this [Plan](#). At a minimum, the material will include instructions on:
- impartial application of the ATCO Pipelines tariff
 - equal access to [Utility Services](#)
 - avoiding undue influence of customers with respect to [Affiliates](#)
 - ensuring [Affiliate](#) compliance with the [Code](#)
 - appropriate use of the ATCO Pipelines name, logo, or other distinguishing characteristics
 - confidentiality of [Utility](#) information
 - treatment of [Confidential Information](#) related to customers
 - process for forwarding disputes, complaints or inquiries to the [Compliance Officer](#)
- (q) **“Confidential Information”** means any information relating to a specific customer or potential customer of ATCO Pipelines, which information ATCO Pipelines has obtained or compiled in the process of providing current or prospective [Utility Services](#) and which is not otherwise available to the public.
- (r) **“Cost Recovery Basis”** with respect to:
- (i) the use by one [Affiliate](#) of another [Affiliate’s](#) personnel, means the fully burdened costs of such personnel for the time period they are used by the [Affiliate](#), including salary, benefits, vacation, materials, disbursements and all applicable overheads;
 - (ii) the use by one [Affiliate](#) of another [Affiliate’s](#) equipment, means an allocated share of capital and operating costs appropriate for the time period utilized by the [Affiliate](#);
 - (iii) the use by ATCO Pipelines of an [Affiliate’s](#) services means the complete costs of providing the service, determined in a manner acceptable to ATCO Pipelines, acting prudently;
 - (iv) the use by an [Affiliate](#) of ATCO Pipelines’ services, means the complete costs of providing the service, determined in a manner acceptable to ATCO Pipelines, acting prudently; and
 - (v) the transfer of equipment, plant inventory, spare parts or similar assets between Utilities, means the net book value of the transferred assets.

- (s) **“Fair Market Value”** means the price reached in an open and unrestricted market between informed and prudent parties, acting at arms length and under no compulsion to act.
- (t) **“For Profit Affiliate Service”** means any service, provided on a for-profit basis:
 - (i) by ATCO Pipelines to a **Non-Utility Affiliate**, other than a **Utility Service**; or
 - (ii) by a **Non-Utility Affiliate** to ATCO Pipelines.
- (u) **“Information Services”** means any computer systems, computer services, databases, electronic storage services or electronic communication media utilized by ATCO Pipelines relating to ATCO Pipelines customers or ATCO Pipelines operations.
- (v) **“Major Transaction”** means a transaction or series of related transactions within a calendar year between ATCO Pipelines and an **Affiliate** relating to the sale or purchase of an asset(s) or to the provision of a service or a similar group of services, other than **Utility Services**, which has an aggregate value within that calendar year of \$500,000 or more.
- (w) **“Non-Utility Affiliate”** means an **Affiliate** that is not a **Utility**.
- (x) **“Occasional Services”** shall have the meaning ascribed thereto in Section 3.3.6 of the **Code**.
- (y) **“Operational Efficiencies”** means the use of common facilities (such as shared warehousing or field offices), combined purchasing power or the use of other cost saving procedures, individual assets or groups of assets used in **Utility** operations (such as equipment, plant inventory, spare parts or similar assets).
- (z) **“Person”** means a “person” as defined in the **ABCA** or **CBCA**.
- (aa) **“Services Agreement”** means an agreement entered into between ATCO Pipelines and one or more **Affiliates** for the provision of **Shared Services** or **For Profit Affiliate Services** and shall provide for the following matters as appropriate in the circumstances:
 - (i) the type, quantity and quality of service;
 - (ii) pricing, allocation or cost recovery provisions;
 - (iii) confidentiality arrangements;
 - (iv) the apportionment of risk;
 - (v) dispute resolution provisions; and
 - (vi) a representation by ATCO Pipelines and each **Affiliate** party to the agreement that the agreement complies with the **Code**.

- (bb) **“Shared Service”** means any service, other than a [Utility Service](#) or a [For Profit Affiliate Service](#), provided on a [Cost Recovery Basis](#) by ATCO Pipelines to an [Affiliate](#) or by an [Affiliate](#) to ATCO Pipelines.
- (cc) **“Subsidiary”** shall have the meaning ascribed thereto in Section 2 (4) of the [ABCA](#).
- (dd) **“Utility”** means any [Body Corporate](#) or any unit or division thereof, that provides a [Utility Service](#) and falls within the definition of:
 - (i) “electric utility” under the *Electric Utilities Act*, S.A. 2003, c. E-5.1;
 - (ii) “gas utility” under the *Gas Utilities Act*, R.S.A. 2000, c. G-5; or
 - (iii) “public utility” under the *Public Utilities Board Act*, R.S.A. 2000, c. P-45.
- (ee) **“Utility Service”** means a service, the terms and conditions of which are regulated by the [AUC](#), and includes services for which an individual rate, joint rate, toll, fare, charge or schedule of them, have been approved by the [AUC](#).

2.2 Interpretation

Headings are for convenience only and shall not affect the interpretation of this [Plan](#). Words importing the singular include the plural and vice versa. A reference to a statute, document or a provision of a document includes an amendment or supplement to, or a replacement of, that statute, document or that provision of that document.

2.3 To Whom this [Plan](#) Applies

All directors, officers, employees, consultants, contractors and agents of ATCO Pipelines are obligated to comply with this [Plan](#) and all directors, officers, employees, consultants, contractors and agents of [Affiliates](#) of ATCO Pipelines are obligated to comply with this [Plan](#) to the extent they interact with ATCO Pipelines.

2.4 Coming into Force

This [Plan](#) comes into force on approval by the [AUC](#).

2.5 Amendments to this [Plan](#)

This [Plan](#) may be reviewed and amended from time to time by the [AUC](#) on its own initiative, or pursuant to a request by any party to whom this [Plan](#) applies or by an interested party.

2.6 Retained for Numbering Consistency

2.7 Authority of the [AUC](#)

Upon approval of this [Plan](#) by the [AUC](#), such approval does not detract from, reduce or modify in any way, the powers of the [AUC](#) to deny, vary, approve with conditions, or overturn, the terms of any transaction or arrangement between ATCO Pipelines and one or more [Affiliates](#) that may be done in compliance with this [Plan](#). Compliance with this [Plan](#) does not eliminate the requirement for specific [AUC](#) approvals or filings where required by statute or by [AUC](#) decisions, orders or directions.

3 GOVERNANCE AND SEPARATION OF [UTILITY BUSINESSES](#)

3.1 Governance

3.1.1 Separate Operations

Policy: ATCO Pipelines business and affairs will be managed separately from the business and affairs of its [Non-Utility Affiliates](#), except as required to fulfill corporate governance, policy, and strategic direction responsibilities of Canadian Utilities and [ATCO](#).

Compliance Measures

1. The [Compliance Officer](#) will maintain an up-to-date list of the [Common Directors](#) and [Common Officers](#) of ATCO Pipelines (the “List of Directors and Officers”).
2. On an annual basis, the [Compliance Officer](#) will provide [Compliance Training Material](#) to the [Common Directors](#) and [Common Officers](#) of ATCO Pipelines. Within 90 days of the end of each calendar year, the [Compliance Officer](#) will seek and obtain written acknowledgement from all individuals identified as the [Common Officers](#) (excluding directors and officers who are involved in day-to-day management of ATCO Pipelines and who sign the Officers Certificate under [Section 3.1.5](#)) that they have received the [Compliance Training Material](#), that they are familiar with the requirements of the [Code](#) and the [Plan](#), and that their role in managing the business and affairs of ATCO Pipelines have been limited to providing corporate governance, policy, and strategic direction (the “[Common Officers](#)’ Code Acknowledgement”). This acknowledgement will also confirm that the individuals identified as the [Common Officers](#) are familiar with the provisions of the [Code](#) (including [Section 3.1.5](#)) and the [Plan](#), and have acted in a manner which preserves the form, and the spirit and intent of the [Code](#), and this [Plan](#).
3. On an annual basis the Board of Directors of ATCO Pipelines will pass the Directors’ Resolution contained in [Schedule “C”](#) to this [Plan](#).
4. The [CPC](#) will review the acknowledgements and resolution prior to filing the annual [Compliance Report](#). The minutes of the [CPC](#)’s meeting at which the acknowledgements and resolutions are reviewed will reflect the results of the review.

5. If any instances of non-compliance with this policy are identified by the [CPC](#), they will be treated as an inquiry under the [Code](#) (see [Section 8](#) of this [Plan](#)).

3.1.2 Retained for Numbering Consistency

3.1.3 Separate Management

Policy: ATCO Pipelines will have a separate management team and separate officers from its [Non-Utility Affiliates](#), but may share management team members or officers with other [Affiliated Utilities](#).

Compliance Measures

1. Prior to amending the membership of the ATCO Pipelines management team, or changing ATCO Pipelines' officers with any [person](#) who may be perceived as having participated in the management of any [Affiliate](#), the President will provide a notice verbally or in writing to the [Compliance Officer](#). The [Compliance Officer](#) will document verbal notices. If the [Compliance Officer](#) does not identify a concern with adherence to this policy within five working days of receiving the notice, the President may proceed with the change. If the [Compliance Officer](#) does identify a potential concern with adherence to this policy, he will advise the President within five working days, and initiate an inquiry under the [Code](#) ([Section 8](#) of this [Plan](#)).
2. The [Compliance Officer](#) will maintain an up-to-date list of ATCO Pipelines management team members and officers, (the "ATCO Pipelines Management Team and Officers' List").
3. At each meeting of the [CPC](#), the "ATCO Pipelines Management Team and Officers' List" will be compared to the current management team members and officers of ATCO Pipelines' [Non-Utility Affiliates](#), and the minutes of the meeting will reflect the outcome of this comparison.
4. Any conflicts with this policy identified as a result of this review will be treated as an inquiry under the [Code](#) (see [Section 8](#) of this [Plan](#)).

3.1.4 Retained for Numbering Consistency

3.1.5 Guiding Principle

Policy: No individual shall act both as a director, officer, or member of a management team of ATCO Pipelines and as a director, officer or member of a management team of an [Affiliate](#) of ATCO Pipelines unless the individual is able to carry out his/her responsibilities in a manner that preserves the form, and the spirit and intent, of the [Code](#) and this [Plan](#).

Compliance Measures

1. The **Compliance Officer** will maintain an up-to-date listing of directors, officers, or members of the management team of ATCO Pipelines who act as directors, officers, or members of the management team of an **Affiliate** of ATCO Pipelines, (the “ATCO Pipelines Management Team List”).
2. All such officers, or members of the management team of ATCO Pipelines who also act as officers, or members of the management team of an **Affiliate** of ATCO Pipelines will, on commencement of such dual responsibilities, provide a signed certificate to the **Compliance Officer** that stipulates that he/she is aware of the provisions of Section 3.1.5 of the **Code**, and that he/she will carry out his/her responsibilities in a manner which will preserve the form, and the spirit and intent of the **Code**, (the “Dual Responsibilities Certificate”).
3. Within 60 days of the end of each calendar year, all such officers, or members of the management team of ATCO Pipelines who also act as officers, or members of the management team of an **Affiliate** will provide a signed certificate to the **Compliance Officer** that stipulates that he/she carried out his/her responsibilities in a manner which preserved the form, and the spirit and intent of the **Code** (the “Officer’s Certificate”).
4. On an annual basis, the Board of Directors of ATCO Pipelines will pass the Directors' Resolution contained in **Schedule “C”** to this **Plan**.
5. The **Compliance Officer** will maintain a record of the above certificates and resolutions. Any failure to provide a certificate or resolution, or the provision of a certificate or resolution which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.2 Degree of Separation

3.2.1 Accounting Separation

Policy: ATCO Pipelines shall have separate financial records and books of accounts from all Affiliates.

Compliance Measures

1. The Controller will ensure the accounts and records of ATCO Pipelines are kept separate from the accounts and records of all **Affiliates**.
2. The Controller will provide a signed certificate in the form attached as **Schedule “B”** to this **Plan** attesting to the accounting separation from all **Affiliates** and the maintenance of separate financial records and books of accounts, (the “Financial Records Certificate”), to the **Compliance Officer** within 60 days of the end of each calendar year.

3. The **Compliance Officer** will maintain a record of the above certificate. Any failure to provide a certificate or the provision of a certificate which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.2.2 Physical Separation

Policy: ATCO Pipelines shall be located in separate buildings, or shall otherwise be physically separated from all **Non-Utility Affiliates** through the use of appropriate security-controlled access.

Compliance Measures

1. In situations where ATCO Pipelines is located in the same building as a **Non-Utility Affiliate**, ATCO Pipelines will institute appropriate security-controlled access through the use of receptionists, keyed locks, or card-key access.
2. The **Compliance Officer**, ATCO Pipelines will provide a signed certificate in the form attached as **Schedule "B"** to this **Plan** attesting to the physical separation of ATCO Pipelines from all **Non-Utility Affiliates** (the "Physical Separation Certificate"), within 60 days of the end of each calendar year.
3. The **Compliance Officer** will maintain a record of the above certificate. Any failure to provide a certificate or the provision of a certificate which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.2.3 Separation of **Information Services**

Policy: Where ATCO Pipelines shares **Information Services** with an **Affiliate** all **Confidential Information** will be protected from unauthorized access by the **Affiliate**.

Compliance Measures

1. Prior to sharing **Information Services** with an **Affiliate**, owners of computer systems containing **Confidential Information** must provide approval in writing. On an annual basis the **Compliance Officer** will receive a list of users with approved access to computer systems containing **Confidential Information** (the "Shared Information System Access List").
2. The **Compliance Officer** will annually review the Shared Information Systems Access List for all **Information Services** shared with any **Affiliate**. The **Compliance Officer** will annually review with the owners of systems containing **Confidential Information**, the list of **Affiliates** that have access to their system.

3. The **Compliance Officer** will annually review the data management and data access protocols and contractual provisions regarding the breach of any access protocols to ensure they are appropriate.
4. The **Compliance Officer** will provide a signed certificate in the form attached as **Schedule “B”** to this **Plan**, (the “Shared Access Compliance Certificate”), within 60 days of the end of each calendar year. The certificate attests that all **Information Services** shared with an **Affiliate** were reviewed and that all access by **Affiliates** to **Information Services** is in accordance with Section 3.2.3 of the **Code**
5. The **Compliance Officer** will maintain a record of the approvals and certificate. Any failure to provide the approvals or certificate as described in paragraph 1 and 3 above, or the provision of the approvals or certificate which do not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.2.4 Financial Transactions with **Affiliates**

Policy: Any loan, investment, or other financial support provided by ATCO Pipelines to a **Non-Utility Affiliate is to be provided on terms no more favorable than what that **Non-Utility Affiliate** would be able to obtain as a stand-alone entity from the capital markets.**

Compliance Measures

1. The Controller will review all loans, investments, or other financial support provided to a **Non-Utility Affiliate** to ensure compliance with **Section 3.2.4** of the **Code** and **Plan**.
2. The Controller will provide a signed certificate in the form attached to this **Plan** as **Schedule “B”** attesting that any loans, investments, or other financial support provided to a **Non-Utility Affiliate** have been provided on terms no more favourable than what the **Non-Utility Affiliate** would be able to obtain as a stand-alone entity (the “Financial Arrangements Certificate”). The certificate will be provided to the **Compliance Officer** within 60 days of the end of each calendar year.
3. The **Compliance Officer** will maintain a record of the above certificate. Any failure to provide a certificate or the provision of a certificate which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.3 Resource Sharing

3.3.1 Sharing of Employees

Policy: ATCO Pipelines will share employees with **Affiliates** on a **Cost Recovery Basis** if conditions described in Section 3.3.1 of the **Code** are met.

Compliance Measures

1. ATCO Pipelines employees may not be shared with an **Affiliate** without the written permission of the appropriate Vice-President of ATCO Pipelines, (the “**Shared Employee Permission Record**”), who will provide the signed permission to the ATCO Pipelines Manager, Human Resources.
2. The ATCO Pipelines Manager, Human Resources will retain the written permission on file, and provide a quarterly report to the **Compliance Officer** on all instances of sharing ATCO Pipelines employees with **Affiliates** which have occurred, or continued during the reporting period, (the “**Shared Employees Report**”). The report will identify if the required Vice-President approval was in place before the sharing took place.
3. The **CPC** will review the “**Shared Employees Report**” on a quarterly basis. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the manner in which employees are shared with **Affiliates**.
4. Any recommendations by the **CPC** for changes to the manner in which employees are shared with **Affiliates** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**). Any instances of employees being shared with **Affiliates** without the signed permission of the appropriate Vice-President will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.3.2 Transferring of Employees

Policy: Where an employee is being transferred from ATCO Pipelines to an **Affiliate**, the appropriate Vice-President will identify whether or not the employee had access to **Confidential Information**, and if it is determined that the employee did have such access, the Vice-President will obtain the necessary confidentiality agreement prior to the transfer of the employee.

Compliance Measures

1. All employees who transfer from ATCO Pipelines to an **Affiliate** will sign a confidentiality agreement prior to the transfer. The employee's supervisor will obtain the necessary signed confidentiality agreement prior to the transfer of the employee and will provide the signed agreement to Human Resources.
2. Human Resources will retain the confidentiality agreement, and provide a quarterly report, (the “**Transferred Employees Report**”), to the **Compliance Officer** on all instances of ATCO Pipelines employees transferring to **Affiliates** which have occurred during the reporting period, indicating whether the required signed confidentiality agreement was in place before the transfer took place.

3. The **CPC** will review the “Transferred Employees Report” on a quarterly basis. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the manner in which employees are transferred to **Affiliates**.
4. Any recommendations by the **CPC** for changes to the manner in which employees transfer to **Affiliates** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**). Any instances of employees with access to **Confidential Information** being transferred to an **Affiliate** in the absence of a signed confidentiality agreement will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.3.3 Sharing of Assets

Policy: The plant, assets and equipment of ATCO Pipelines shall be separated in ownership and separated physically from the plant, assets and equipment of other **Non-Utility Affiliates**. **Utility Affiliates** may share ownership and may physically share office space, equipment, rights-of-way and other assets on a **Cost Recovery Basis**.

Compliance Measures

1. The Controller will maintain an inventory of all plant, assets and equipment shared with **Affiliates**.
2. The Controller will ensure that no plant, assets and equipment are shared with **Non-Utility Affiliates**.
3. The Controller will provide a signed certificate in the form attached to this **Plan** as **Schedule “B”**, and an annual report of all plant, assets and equipment shared with **Utility Affiliates**, (the “Shared Assets Report”). The “Shared Assets Report” will identify the methods used to ensure that such sharing is done on a **Cost Recovery Basis**, the percentage of costs borne by each party and that these percentages were appropriate. The certificate and “Shared Assets Report” will be provided to the **Compliance Officer** within 60 days of the end of each calendar year.
4. The **CPC** will review the “Shared Assets Report” within 90 days of the end of each calendar year. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the methods used to ensure that plant, assets and equipment are shared with **Utility Affiliates** on a **Cost Recovery Basis**.
5. Any recommendations by the **CPC** for changes to the methods used to ensure that plant, assets and equipment are shared with **Utility Affiliates** on a **Cost Recovery Basis** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.3.4 Shared Services Permitted

Policy: ATCO Pipelines may obtain **Shared Services** from, or provide **Shared Services** to, an **Affiliate** where it is prudent to do so, provided that each of ATCO Pipelines and the **Affiliates** bear its proportionate share of costs.

Compliance Measures

1. All new or revised **Shared Services** will be documented by a **Services Agreement**.
2. Prior to receiving a new or revised **Shared Services**, the **Services Agreement** will be prepared by the appropriate ATCO Pipelines employee and presented to the **CPC** for review and approval. A business case identifying that it is prudent to obtain the **Shared Services** will be prepared if the annual value of the **Shared Services** is estimated to be greater than \$50,000. The business case will be presented to the **CPC** for review and approval.
3. Prior to providing a **Shared Services**, the **Services Agreement** will be prepared by the appropriate ATCO Pipelines employee and presented to the **CPC** for review and approval.
4. The **Compliance Officer** will maintain an inventory of all **Shared Services** obtained from, or provided to an **Affiliate**.
5. The **Shared Services** will be annually reviewed by ATCO Pipelines' representatives prior to year end and by the **CPC** within 90 days of the end of each calendar year. The results of the review will be reflected in the minutes of the **CPC's** meeting. Any **Shared Service** which no longer meets the test of continued prudence will be revised or terminated in accordance with the terms of the **Services Agreement**.

3.3.5 Retained for Numbering Consistency

3.3.6 Occasional Services Permitted

Policy: ATCO Pipelines may receive, or provide, one-off, infrequent, or **Occasional Services** to, or from, an **Affiliate** on a **Cost Recovery Basis**, documented by way of a work order, purchase order, or similar instrument, where the **Occasional Services** are not material as to value, frequency, or use of resources.

Compliance Measures

1. The Controller will ensure that all **Occasional Services** provided to, or received by an **Affiliate** are provided on a **Cost Recovery Basis**, and are documented by way of an approved work order, purchase order, or similar instrument.
2. The Controller will provide a signed certificate in the form attached to this **Plan** as **Schedule "B"**, and an annual report of **Occasional Services** provided by ATCO Pipelines to an **Affiliate** and vice versa (the "**Occasional Services**

Report”). The “Occasional Services Report” will indicate whether the services have been provided on a **Cost Recovery Basis** and have been properly documented. The certificate and “Occasional Services Report” will be provided to the **Compliance Officer** within 90 days of the end of each calendar year.

3. The **CPC** will review the “Occasional Services Report” prior to filing the annual **Compliance Report**. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the provision, receipt and documentation of **Occasional Services**.
4. Any recommendations by the **CPC** for changes to the provision, receipt and documentation of **Occasional Services**, will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

3.3.7 Emergency Services Permitted

Policy: In the event of an emergency, ATCO Pipelines may receive, or provide, services and resources to, or from, an **Affiliate** on a **Cost Recovery Basis**.

Compliance Measures

1. The Controller will ensure that all emergency services and resources provided to, or received by an **Affiliate** in the event of an emergency are provided on a **Cost Recovery Basis**.
2. The Controller will provide a signed certificate in the form attached to the **Plan** as **Schedule “B”**, and an annual report of Emergency Services provided by ATCO Pipelines to an **Affiliate** and vice versa, (the “Emergency Services Report”). The “Emergency Services Report” will indicate whether the services have been provided on a **Cost Recovery Basis** and have been properly documented. The certificate and “Emergency Services Report” will be provided to the **Compliance Officer** within 90 days of the end of each calendar year.
3. The **CPC** will review the “Emergency Services Report” prior to filing the annual **Compliance Report**. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the provision, receipt and documentation of Emergency Services.
4. Any recommendations by the **CPC** for changes to the provision, receipt and documentation of Emergency Services, will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

4 TRANSFER PRICING

4.1 For Profit Affiliate Services

Policy: ATCO Pipelines may, when it determines it is prudent to do so in operating its **Utility** business, obtain or provide **For Profit Affiliate Services** to an **Affiliate**, subject to the provisions of Sections 4.2 and 4.3 of the **Code**.

Compliance Measures

1. All existing, new or revised **For Profit Affiliate Services** will be documented by a **Services Agreement**, duly executed by ATCO Pipelines employees with the appropriate signing authority.
2. Prior to implementing a new or revised **For Profit Affiliate Service** to receive services from an **Affiliate** the **Services Agreement** will be reviewed and approved by the **CPC**. A business case identifying that it is prudent to obtain the **For Profit Affiliate Service** will be prepared if the annual value of the **For Profit Affiliate Service** is estimated to be greater than \$50,000. The business case must contain adequate evidence (on a net present value basis appropriate to the life cycle or operating cycle of the services involved) to conclude that the decision to out-source is the lowest cost option for customers, and that the **For Profit Affiliate Services** have been acquired at a price which is no more than **Fair Market Value**. **Fair Market Value** will be determined in a manner consistent with Section 4.5 of the **Code**. The business case will be presented to the **CPC** for review and approval.
3. Prior to implementing a new or revised **For Profit Affiliate Service** to provide services to an **Affiliate**, the **Services Agreement**, and a description of the process used to determine that the **For Profit Affiliate Service** is to be provided at a price which is no less than **Fair Market Value** will be reviewed and approved by the **CPC**. **Fair Market Value** will be determined in a manner consistent with Section 4.5 of the **Code**.
4. The **Compliance Officer** will maintain an inventory of all **For Profit Affiliate Services** obtained from, or provided to an **Affiliate**. On a quarterly basis, the **Compliance Officer** will prepare a report describing all **For Profit Affiliate Services** obtained from, or provided to an **Affiliate** and will maintain a record of the above reports.
5. The **For Profit Affiliate Services** between ATCO Pipelines and an **Affiliate** will be annually reviewed by ATCO Pipelines' representatives prior to year end and by the **CPC** within 90 days of the end of each calendar year. The results of the review will be reflected in the minutes of the **CPC's** meeting. Any **For Profit Affiliate Service** which no longer meets the test of continued prudence will be revised or terminated in accordance with the terms of the **Services Agreement**.
6. Failure to provide a report described in item 4 above will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**)

4.2 Pricing For Profit Affiliate Services

4.2.1 Retained for Numbering Consistency

4.2.2 Retained for Numbering Consistency

4.3 Retained for Numbering Consistency

4.4 Asset Transfers

Policy: Assets transferred, mortgaged, leased or otherwise disposed of by ATCO Pipelines to an **Affiliate** or by an **Affiliate** to ATCO Pipelines will be at **Fair Market Value**, subject to the provisions of Section 4.6 of the **Code**.

Compliance Measures

1. The Controller will approve any asset transfers, mortgages, leases, or other dispositions by ATCO Pipelines to an **Affiliate**, or by an **Affiliate** to ATCO Pipelines, and will ensure that such asset transfers are at **Fair Market Value**, subject to the provisions of Section 4.6 of the **Code**.
2. The Controller will provide a signed certificate in the form attached to this **Plan** as **Schedule “B”**, and an annual report detailing any asset transfers between ATCO Pipelines and **Affiliates** (the “Asset Transfers Report”). The “Asset Transfers Report” will describe the manner in which the asset transfers were determined to be at **Fair Market Value**, subject to the provisions of Section 4.6 of the **Code**. The certificate and “Asset Transfers Report” will be provided to the **Compliance Officer** within 60 days of the end of each calendar year.
3. Within 90 days of the end of each calendar year, the **CPC** will review the “Asset Transfers Report”. The minutes of the meeting at which the report is reviewed will reflect the results of the review, including any recommendations by the **CPC** for changes to the methods used to ensure that asset transfers are at **Fair Market Value**, subject to the provisions of Section 4.6 of the **Code**.
4. Any recommendations by the **CPC** for changes to the methods used to ensure that asset transfers between ATCO Pipelines and **Affiliates** are priced at **Fair Market Value**, subject to the provisions of Section 4.6 of the **Code**, will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

4.5 Retained for Numbering Consistency

4.6 Asset Transfers Between Utilities for **Operational Efficiencies**

Policy: ATCO Pipelines may obtain **Operational Efficiencies** through the use of common facilities, combined purchasing power or other cost saving procedures by transferring individual assets or groups of assets used in **Utility operations** between ATCO Pipelines and **Utility Affiliates** on a **Cost Recovery Basis**.

Compliance Measures

1. The appropriate Vice-Presidents will approve asset transfers for **operational efficiencies**. The Controller will ensure that the transfer of individual assets or groups of assets used in **Utility operations** between ATCO Pipelines and **Utility Affiliates** will be done on a **Cost Recovery Basis**.
2. The Controller will provide a signed certificate in the form attached to this **Plan** as **Schedule “B”**, and an annual report detailing any arrangements for obtaining **Operational Efficiencies** between ATCO Pipelines and **Utility Affiliates** (the “Asset Transfers Report”). The “Asset Transfers Report” will describe the manner in which the asset transfers were determined to be on a **Cost Recovery Basis**. The certificate and “Asset Transfers Report” will be provided to the **Compliance Officer** within 60 days of the end of each calendar year.
3. Within 90 days of the end of each calendar year, the **CPC** will review the “Asset Transfers Report”. The minutes of the meeting at which the report is reviewed and approved will reflect the results of the review, including any recommendations by the **CPC** for changes to the methods used to ensure that asset transfers are on a **Cost Recovery Basis**.
4. Any recommendations by the **CPC** for changes to the methods used to ensure that asset transfers between ATCO Pipelines and **Affiliates** are valued on a **Cost Recovery Basis** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

5 EQUAL TREATMENT WITH RESPECT TO **Utility Services**

5.1 Impartial Application of Tariff

Policy: ATCO Pipelines shall apply and enforce all tariff provisions related to **Utility Services** impartially, in the same timeframe, and without preference in relation to its **Affiliate** and all other customers or prospective customers.

See the Compliance Measures in **Section 7.2** of this **Plan**.

5.2 Equal Access

Policy: ATCO Pipelines shall not favour any **Affiliate** with respect to access to information concerning **Utility Services** or with respect to the obtaining of, or the scheduling of, **Utility Services**. Requests by an **Affiliate** or an

Affiliate's customers for access to **Utility Services** shall be processed and provided in the same manner as would be processed or provided for other customers of ATCO Pipelines.

See the Compliance Measures in [Section 7.2](#) of this [Plan](#).

5.3 No Undue Influence

Policy: ATCO Pipelines shall not condition or otherwise tie the receipt of **Utility Services** to a requirement that a customer must also deal with an **Affiliate**. ATCO Pipelines shall ensure that its employees do not explicitly or by implication, suggest that an advantage will accrue to a customer in dealing with ATCO Pipelines if the customer also deals with an **Affiliate** of ATCO Pipelines.

See the Compliance Measures in [Section 7.2](#) of this [Plan](#).

5.4 **Affiliate** Activities

Policy: ATCO Pipelines shall take reasonable steps to ensure that an **Affiliate** does not imply in its marketing material or otherwise, favoured treatment or preferential access to **Utility Services**.

See the Compliance Measures in [Section 7.2](#) of this [Plan](#).

5.5 Name and Logo

Policy: ATCO Pipelines shall take reasonable steps to ensure that an **Affiliate** does not use ATCO Pipelines' name, logo or other distinguishing characteristics in a manner which would mislead consumers as to the distinction or lack of distinction between ATCO Pipelines and the **Affiliate**.

See the Compliance Measures in [Section 7.2](#) of this [Plan](#).

5.6 Retained for Numbering Consistency

6 CONFIDENTIALITY OF INFORMATION

6.1 **Utility** Information

Policy: Subject to Section 6.2 of the **Code**, ATCO Pipelines shall not provide **Non-Utility Affiliates** with information relating to the planning, operations, finances or strategy of ATCO Pipelines or an **Affiliated Utility** before such information is publicly available.

See the Compliance Measures in [Section 7.2](#) of this [Plan](#).

6.2 Management Exception

Policy: Officers of ATCO Pipelines who are also officers of an **Affiliate** as permitted pursuant to Section 3.1.4 of the **Code** may disclose, subject to the provisions of Section 3.1.5 of the **Code**, ATCO Pipelines' planning, operational, financial and strategic information to the **Affiliate** to fulfill their responsibilities with respect to corporate governance, policy and strategic direction of an Affiliated group of businesses, but only to the extent necessary and not for any other purpose.

See the Compliance Measures in [Section 3.1](#) of this [Plan](#).

6.3 No Release of **Confidential Information**

Policy: ATCO Pipelines shall not release to an **Affiliate Confidential Information** relating to a customer or prospective customer, without receiving the prior written consent of the customer or prospective customer, unless such **Confidential Information** may be disclosed in connection with an inquiry described in [Section 6.3](#) of the **Code**. **Confidential Information** to be disclosed in connection with an inquiry described in [Section 6.3](#) of the **Code** must be approved by the **Compliance Officer** prior to being released.

Compliance Measures

1. Approval will be obtained from a customer, or prospective customer, in writing, indicating their consent to share **Confidential Information** relating to the customer or prospective customer with an **Affiliate** before the information is shared, unless such **Confidential Information** may be disclosed to an **Affiliate** in connection with a disclosure required under [Section 6.3](#) of the **Code**.
2. Written consent received from a customer or prospective customer will be provided by management to the **Compliance Officer**, who will verify that the information has not yet been shared and will maintain the consent documentation on file as a record of the approval. Management can then release the information.
3. If **Confidential Information** is to be disclosed to an **Affiliate** in connection with a disclosure required under [Section 6.3](#) of the **Code**, the **Compliance Officer** will verify the circumstances and, if appropriate, will provide an authorization in writing prior to the information being released.
4. Management will provide a signed certificate in the form attached as [Schedule "B"](#) to this [Plan](#) attesting that they have not released **Confidential Information** related to a customer or prospective customer without receiving the prior written consent of the customer or prospective customer, (the "Protection of **Confidential Information** Certificate"), to the **Compliance Officer** within 60 days of the end of each calendar year.

5. The **Compliance Officer** will maintain a record of the above certificates. Any failure to provide a certificate as described in paragraph 4 above or the provision of a certificate which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

6.4 Aggregated **Confidential Information**

Policy: ATCO Pipelines may disclose **Confidential Information** when aggregated with the **Confidential Information** of other customers in such a manner that an individual customer's **Confidential Information** can not be identified, provided that ATCO Pipelines shall not disclose such aggregated customer information to an **Affiliate** prior to making such information publicly available.

Compliance Measures

1. If management proposes to disclose aggregated **Confidential Information** to an **Affiliate**, the **Compliance Officer** will verify the aggregated information and, if appropriate, will provide an authorization in writing prior to the information being released. Management can then release the information.
2. The **Compliance Officer** will verify that the information has not been released to an **Affiliate** before being released to the public and will maintain a record of the approval on file.
3. Management will provide a signed certificate in the form attached as **Schedule "B"** to this **Plan** attesting that they have not released aggregated **Confidential Information** to an **Affiliate** prior to making such information publicly available, (the "Aggregated **Confidential Information** Certificate"), to the **Compliance Officer** within 60 days of the end of each calendar year.
4. The **Compliance Officer** will maintain a record of the above certificates. Any failure to provide a certificate as described in paragraph 3 above or the provision of a certificate which does not demonstrate adherence to the **Code** will be treated as an inquiry under the **Code** (see **Section 8** of this **Plan**).

7 COMPLIANCE MEASURES

7.1 Responsibility for Compliance

Policy: ATCO Pipelines shall be responsible for ensuring compliance with the **Code** on the part of its directors, employees, consultants, contractors and agents, and by **Affiliates** of ATCO Pipelines.

See the Compliance Measures in **Section 7.2** of this **Plan**.

7.2 Communication of Code and Compliance Plan

Policy: ATCO Pipelines will communicate the contents of the **Code** and the **Compliance Plan**, and any modifications to them from time to time to each of its directors, officers, employees, consultants, contractors, agents and **Affiliates**, and make the **Code** and the **Compliance Plan** available on the ATCO Pipelines web site.

Compliance Measures

1. Each director, officer, employee, consultant, contractor, agent and **Affiliate** of ATCO Pipelines will receive a copy of the **Code** on commencement of their relationship with ATCO Pipelines.
2. For ATCO Pipelines' employees (excluding the **Common Directors** and **Common Officers** of ATCO Pipelines), a signed acknowledgement that the employee has received, and is familiar with, the **Code** and this **Compliance Plan**, (the "Code Acknowledgement Documentation"), will be obtained on the commencement of employment with ATCO Pipelines. The acknowledgement will be maintained by Human Resources.
3. For ATCO Pipelines' consultants, contractors, and agents, the responsible ATCO Pipelines employee will provide a copy of the **Code** to the affected party, and will obtain a written acknowledgement from the consultant, contractor, or agent that they have received a copy of the **Code**, are familiar with its contents and will abide by its requirements.
4. The **Compliance Officer** will provide copies of the **Code** and this **Compliance Plan** to all **Affiliates** of ATCO Pipelines on an annual basis, addressed to a senior officer of the **Affiliate**.
5. On an annual basis, and within 90 days of the end of each calendar year, each ATCO Pipelines employee (excluding the **Common Directors** and **Common Officers** of ATCO Pipelines) will confirm (through written acknowledgement) that they have received the current **Compliance Training Material**, a current copy of the **Code** and this **Compliance Plan**, are aware of their contents, agree to abide by their requirements and have abided by the **Code** in the previous year (the "Code Acknowledgement Documentation"). The written acknowledgements will be maintained by Human Resources.
6. The Manager, Human Resources will provide a report to the **CPC** (the "Employee Code Acknowledgement Report"), identifying whether all ATCO Pipelines employees have completed the "Code Acknowledgement Documentation". The **CPC** will review the "Employee Code Acknowledgements Report" prior to filing the annual **Compliance Report**.
7. The **Compliance Officer** will post the **Code** and the **Compliance Plan** on the ATCO Pipelines web site.

7.3 Retained for Numbering Consistency

7.4 Responsibilities of the Compliance Officer

Policy: The ATCO Pipelines Compliance Officer will discharge the responsibilities detailed in Section 7.4 of the Code.

Compliance Measures

1. The responsibilities of the Compliance Officer are described in Section 7.4 of the Code as amended from time to time.
2. Within 90 days of the end of each calendar year, the Compliance Officer will prepare a report for review by the CPC detailing the manner in which he/she has discharged the above responsibilities, (the “Compliance Officer’s Report”). The report will be prepared in a manner consistent with Section 7.4 of the Code. The records required to be maintained by the Compliance Officer pursuant to Section 7.4 of the Code will be retained for a period of six years in a manner sufficient to support a third party audit of the state of compliance with the Code.
3. The CPC will review the “Compliance Officer’s Report” prior to filing the annual Compliance Report. The results of the review, and any recommendations by the CPC for improvements to the manner in which the Compliance Officer discharges the above responsibilities, will be detailed in the minutes of the meeting.
4. Any recommendations by the CPC for changes to the manner in which the Compliance Officer discharges the above responsibilities will be treated as an inquiry under the Code (see Section 8 of this Plan).

7.5 The Compliance Plan

Policy: ATCO Pipelines will prepare a Compliance Plan, review it at least annually, and update it as necessary.

Compliance Measures

1. A copy of ATCO Pipelines’ current Compliance Plan, indicating the date of its last review will be filed with the AUC as Section (a) of the annual Compliance Report.

7.6 The Compliance Report

Policy: ATCO Pipelines will prepare a Compliance Report in accordance with Section 7.6 of the Code, and file it with the AUC within 120 days of the fiscal year end of ATCO Pipelines. The Compliance Report will be posted on ATCO Pipelines’ web site, and interested parties will be advised promptly when the Compliance Report has been posted on the web site.

Compliance Measures

1. The [Compliance Report](#) will meet the requirements of Section 7.6 of the [Code](#) as amended from time to time.

7.7 Retained for Numbering Consistency

7.8 Retained for Numbering Consistency

8 DISPUTES, COMPLAINTS AND INQUIRIES

8.1 Filing with the [Compliance Officer](#)

Policy: The [Compliance Officer](#) will keep a record of all written (or e-mailed) disputes, complaints or inquiries from within ATCO Pipelines or from external parties respecting the application of, or alleged non-compliance with, the [Code](#). The identity of the party making the dispute, complaint, or inquiry will be kept confidential.

Compliance Measures

1. The [Compliance Officer](#) will maintain the necessary records of disputes, complaints, or inquiries.
2. The [Compliance Officer](#) will ensure that appropriate instructions for sending disputes, complaints, or inquiries to the [Compliance Officer](#) are posted on the ATCO Pipelines website.
3. The [Compliance Officer](#) will ensure that a description of how the [Compliance Officer](#) will investigate disputes, complaints or inquiries (in a manner consistent with the [Code](#)) is posted on the ATCO Pipelines website.

8.2 Processing by [Utility](#)

8.2.1 [Compliance Officer](#) Acknowledgement

Policy: The [Compliance Officer](#) shall acknowledge all disputes, complaints or inquiries in writing (which includes e-mail) within five working days of receipt.

Compliance Measures

See [Section 8.1](#).

8.2.2 Disposition

Policy: The **Compliance Officer** shall respond to the dispute, complaint or inquiry within 21 working days of its receipt. The response shall include a description of the dispute, complaint or inquiry and the initial response of ATCO Pipelines to the issues identified in the submission. ATCO Pipelines' final disposition of the dispute, complaint or inquiry shall be completed as expeditiously as possible in the circumstances, and in any event within 60 days of receipt of the dispute, complaint or inquiry, except where the party making the submission otherwise agrees.

Compliance Measures

See [Section 8.1](#).

8.3 Referral to the AUC

Policy: The **Compliance Officer** shall ensure that instructions on how to refer disputes to the **AUC** are contained on the ATCO Pipelines website.

Compliance Measures

1. Instructions for referring disputes to the **AUC** will be posted on the ATCO Pipelines website.

9 RETAINED FOR NUMBERING CONSISTENCY

9.1 Retained for Numbering Consistency

9.2 Retained for Numbering Consistency

10 EFFECTIVE DATE OF THE **COMPLIANCE PLAN**

This amended [Plan](#) is effective as of November 1, 2010.

11 SCHEDULE A – OFFICER’S CERTIFICATE

To: The [Alberta Utilities Commission](#)

I, _____ of the City of _____, in the Province of Alberta, acting in my position as an officer of ATCO Pipelines and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position is _____, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the ATCO Group Inter-Affiliate Code of Conduct (the [Code](#)).
3. I have read the [Code](#), the [Compliance Plan](#) of ATCO Pipelines dated _____ and the [Compliance Report](#) of ATCO Pipelines dated _____.
4. The form and contents of the [Compliance Report](#) comply with the requirements of the [Code](#) and the matters reported therein are fully and accurately described.
5. I am not aware of any material non-compliance with the provisions of the [Code](#) by any director, officer, employee, consultant, contractor or agent of ATCO Pipelines by any [Affiliate](#) of ATCO Pipelines (including any director, officer, employee, consultant, contractor or agent of the [Affiliate](#)) with respect to any interaction between an [Affiliate](#) and ATCO Pipelines that is not fully and accurately described in the [Compliance Report](#).

Signature: _____

Name: _____

Title: _____

Date: _____

12 SCHEDULE B – COMPLIANCE REPORT

To: The ATCO Pipelines [Compliance Officer](#) and ATCO Pipelines [Compliance Plan Committee](#)

I, _____ of the City of _____, in the Province of Alberta, acting in my position for ATCO Pipelines and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. Section _____ of the ATCO Pipelines [Compliance Plan](#) requires me to provide this Compliance Certificate for _____ on or before _____.
2. My position with ATCO Pipelines is _____ and as such I have conducted due inquiry of individuals who have personal knowledge of the facts and matters herein stated.
3. For the period of _____ to _____, ATCO Pipelines has been in compliance with the requirements of Section _____ of the [Code](#).

Signature: _____

Name: _____

Title: _____

Date: _____

13 SCHEDULE C – DIRECTORS’ RESOLUTION

[ATCO Gas and Pipelines Limited] (the "Corporation")

WHEREAS the Corporation is subject to the oversight by the Alberta Utilities Commission, successor to the Alberta Energy and Utilities Board ("**AUC**"),

AND WHEREAS the **AUC** has imposed an Inter-Affiliate Code of Conduct on the Corporation, pursuant to Decision 2003-040 dated May 22, 2003 (the "**Code of Conduct**");

AND WHEREAS the **AUC** approved a **Compliance Plan** in respect of the Code of Conduct dated October 4, 2010 (the "**Compliance Plan**");

AND WHEREAS the **Compliance Plan** requires annual confirmation on behalf of the Corporation that the **Compliance Plan** has been carried out by the Corporation and its Directors;

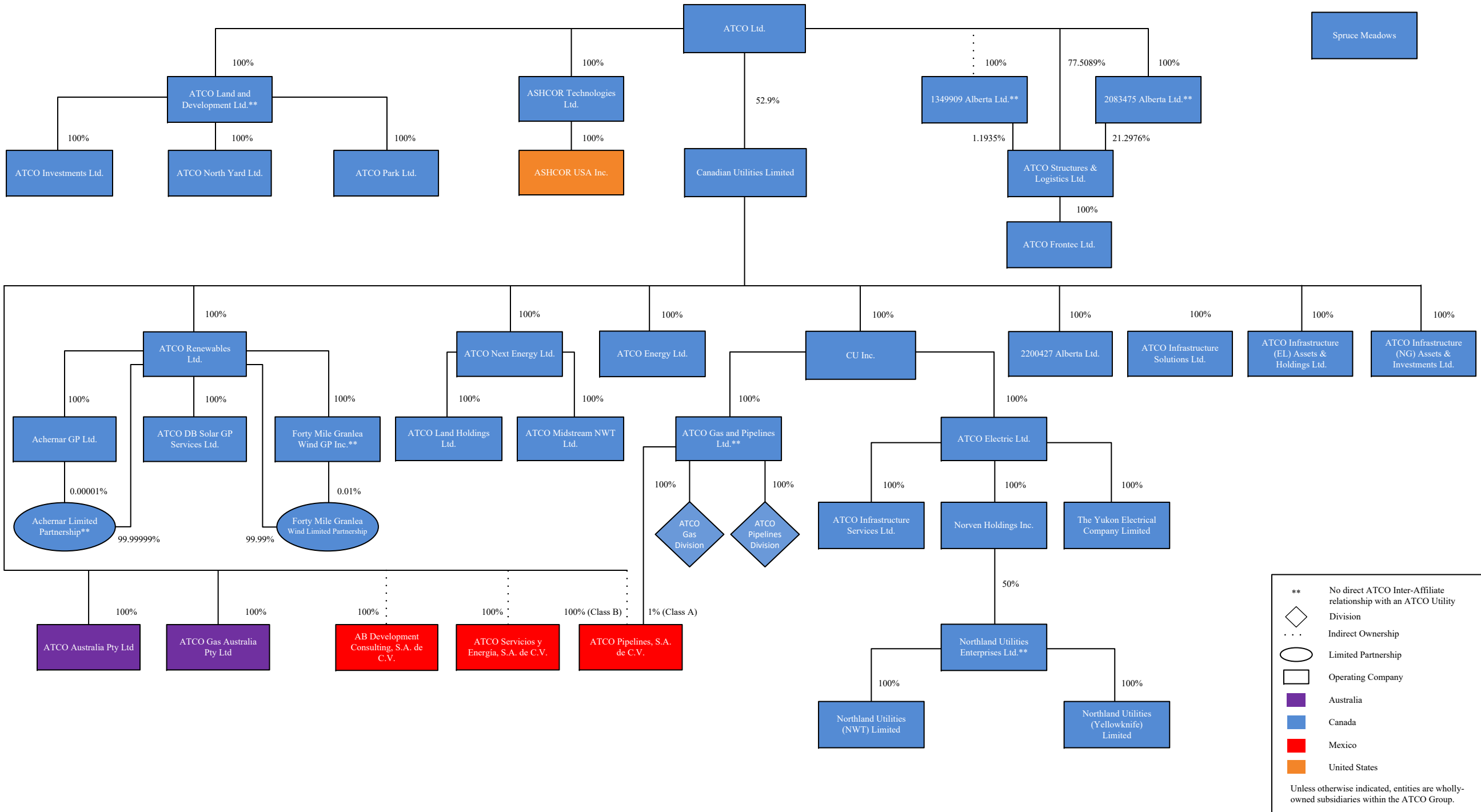
AND WHEREAS the Board of Directors of the Corporation have been advised by the management of the Corporation, including the **Compliance Officer**, as to the measures taken in respect of compliance, as well as having reviewed incidents relating to possible non-compliance, if any;

AND WHEREAS the Board of Directors has been provided with certificates of compliance for the calendar year by the appropriate officers of the Corporation.

BE IT RESOLVED THAT

1. the Board of Directors of the Corporation hereby confirms that it is aware of the Code of Conduct and related **Compliance Plan** and that, subject to the obligations and duties imposed on Directors under applicable statutory and common laws, the Corporation and the Board of Directors of the Corporation have complied with Sections 3.1.1 and 3.1.5 of the Code of Conduct and the **Compliance Plan** in respect thereof; and
2. the Board of Directors of the Corporation hereby authorizes and directs the **Compliance Officer** to so certify on behalf of the Corporation, the Corporation's compliance with the Code of Conduct for the calendar year and to execute all such documents, certificates, instruments or notices as may be required to give effect to the foregoing, including a certified copy of this resolution (collectively, the "**Documents**") to be in such form as the **Compliance Officer**, deems necessary or appropriate, such determination to be conclusively evidenced by the execution and filing or delivery of such Documents.

AFFILIATE CODE
Affiliate Relationships and Ownerships as at December 31, 2023



** No direct ATCO Inter-Affiliate relationship with an ATCO Utility
 ◇ Division
 . . . Indirect Ownership
 ○ Limited Partnership
 □ Operating Company
 ■ Australia
 ■ Canada
 ■ Mexico
 ■ United States

Unless otherwise indicated, entities are wholly-owned subsidiaries within the ATCO Group.

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2200427 Alberta Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Melanie L. Bayley
Brian P. Shkrobot
Kirsten S. Trunzo

Officers:

Nancy C. SouthernChief Executive Officer
Brian P. ShkrobotExecutive Vice President
P. Derek Cook.....Senior Vice President
Colin R. Jackson.....Senior Vice President
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

2200427 Alberta Ltd., a holding company, which provides general day-to-day support and administration services in the areas of accounting, treasury, cash management and banking, tax and corporate governance and secretarial to third parties.

AB Development Consulting, S.A. de C.V.

Torre Esmeralda I
Blvd. Manuel Avila Camacho 40, Piso 15
Col. Lomas de Chapultepec
CP 11000
México, DF

Directors:

Pierre Alarie (Chair)
Izchel Martinez
Daniela Monroy
Robert J. Myles
Hector A. Rangel

Officers:

Martha Elena Gonzalez Escutia.....Statutory Examiner

Description of Business:

AB Development Consulting, S.A. de C.V. provides specialized services in the areas of accounting, consulting, assessment, administration and management, finance, commercialization, marketing and publicity, sales and purchase promotion, logistics and shipping, human resources, information technology, organization and legal representation to entities or individuals.

Achernar GP Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChief Executive Officer
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Darcy O. Fedorchuk.....Vice President
Leigh Anne SturmyVice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Achernar GP Ltd. is the general partner of the Achernar Limited Partnership which owns and is developing, constructing and operating solar electricity generation facilities. The Achernar Limited Partnership holds all of the assets comprising the approx. 38.5-megawatt solar power project known as "Empress", located south of the town of Empress, Alberta.

ASHCOR Technologies Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Stephen H. Lockwood
Katherine-Jane Patrick
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Katherine-Jane PatrickPresident
Kelly BabichukVice President & General Manager
Mona Siwak.....Vice President, Finance & Strategy
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ASHCOR Technologies Ltd. is an Alberta-based company engaged in the processing and marketing of fly ash and bottom ash predominantly reclaimed from landfills.

ASHCOR USA Inc.

1209 Orange Street
Corporation Trust Center
Wilmington, Delaware
19801, United States

Directors:

Katherine-Jane Patrick
John J. Tiberi
Charles W. Wilson

Officers:

John J. Tiberi.....President
Bradley B. TuckerSenior Vice President
Adam PiacentinoVice President, U.S. Business Development
Alex RabinovitchVice President, U.S. Business Development
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ASHCOR USA Inc. is an entity in the United States focused on the processing and marketing of fly ash and bottom ash predominantly reclaimed from landfills.

ATCO Australia Pty Ltd
Level 12, 2 Mill Street
Perth, Western Australia
6000, Australia

Directors:

Simon H. Byrne
Stevan R. Green
Robert Hanf
John V. Ivulich
Laura A. Reed

Robert J. Routs
Roger J. Urwin
Charles W. Wilson

Officers:

Roger J. UrwinChairman
John IvulichCountry Chair, Chief Executive Officer & Public Officer
Simon H. Byrne.....Secretary

Description of Business:

ATCO Australia Pty Ltd is a holding entity for non-regulated Australian power entities which own electricity generation assets.

ATCO Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert T. Booth
Jason T. Kenney
Robert J. Routs, Lead Director
Nancy C. Southern
Linda A. Southern-Heathcott, Vice Chair
Norman M. Steinberg
Roger J. Urwin
Susan R. Werth

Officers:

Nancy C. Southern	Chair & Chief Executive Officer
Katherine-Jane Patrick	Executive Vice President, Chief Financial & Investment Officer
Robert J. Myles	Chief Operating Officer, ATCO EnPower
Wayne K. Stensby	Chief Operating Officer, ATCO Energy Systems
M. George Constantinescu	Executive Vice President & Chief Transformation Officer
Rebecca A. Penrice	Executive Vice President, Corporate Services
Marshall F. Wilmot	President, Retail & Chief Digital Officer
James Armstrong	Senior Vice President, Technology & Global Security
Kyle M. Brunner	Senior Vice President, General Counsel & Corporate Secretary
P. Derek Cook	Senior Vice President & Controller
Lisa Cooke	Senior Vice President, Chief Marketing Officer
G. Dale Friesen	Senior Vice President, Corporate Affairs & Chief Government Affairs Officer
Colin R. Jackson	Senior Vice President, Finance, Treasury & Sustainability
Christine R. Simpson	Senior Vice President, Corporate Real Estate & Facilities

Description of Business:

ATCO Ltd. is a diversified global corporation with investments in the essential services of Structures & Logistics (workforce and residential housing, innovative modular facilities, construction, site support services, workforce lodging services, facility operations and maintenance, defence operations services, and disaster and emergency management services); Utilities (electricity and natural gas transmission and distribution, and international operations); Energy Infrastructure (energy storage, energy generation, industrial water solutions and clean fuels); Retail Energy (electricity and natural gas retail sales and whole-home solutions); Transportation (ports and transportation logistics); and Commercial Real Estate.

ATCO DB Solar GP Services Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Darcy O. FedorchukVice President
Leigh Anne SturmyVice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO DB Solar GP Services Ltd. is the operating general partner of the Deerfoot Barlow Solar Limited Partnership and operator of the Deerfoot and Barlow projects. The Barlow project consists of the solar electricity generation facilities for the approx. 27 MW solar power project known as "Barlow Solar Park", located at 11111 Barlow Trail SE, Calgary, Alberta. The Deerfoot project consists of the solar electricity generation facilities for the approx. 37 MW solar power project known as "Deerfoot Solar Park", located at 12525 52 Street SE, Calgary, Alberta.

ATCO Electric Ltd.

10035 – 105 Street NW
Edmonton, AB
T5J 2V6

Directors:

Melanie L. Bayley
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Melanie L. BayleyPresident
Brian P. ShkrobotExecutive Vice President & Chief Financial Officer
Derek McHughSenior Vice President, Operations
Jacalyn Bennett.....Vice President, Engineering
Nadine Berge CummingVice President, Compliance
Peter M. BothwellVice President, Energy Transition & Industry Relations
Gurbakhsh S. Hari.....Vice President, Projects & Construction
Jay T. MassieVice President, Northern Development & Indigenous
Relations
Amanda Mattern.....Vice President, Operations
Roger L. MazankowskiVice President, Government Relations
Kumail E. MoledinaVice President, Climate Adaptation & Reliability
Corinne M. Severson.....Vice President, Regulatory
Kirsten S. TrunzoVice President, Controller
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Electric Ltd. is a regulated electricity Transmission and Distribution utility serving customers in northern and east-central Alberta. ATCO Electric builds, operates and maintains transmission and distribution lines. In addition, ATCO Electric operates distribution power lines on behalf of some Rural Electrification Associations in its service territory.

ATCO Energy Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Brian P. Shkrobot
Nancy C. Southern
Marshall F. Wilmot

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Marshall F. Wilmot.....President
Brian P. ShkrobotExecutive Vice President & Chief Financial Officer
P. Derek Cook.....Senior Vice President
Matthew CoadVice President
Sarah J. Francis.....Vice President & General Manager
Peter KelavaVice President, Customer Experience & Analytics
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Energy Ltd. includes Rūmi, Blue Flame Kitchen, and Retail Energy, and offers home products, home maintenance services, professional homeowners advice, and retail electricity and natural gas services in Alberta.

ATCO Frontec Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

James Landon
Katherine-Jane Patrick
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
James Landon.....President
Katherine-Jane PatrickExecutive Vice President, Chief Financial & Investment
Officer
Vitaly GaliulinVice President, North American Operations & Sales
Gurmeet K. Bhatia.....Corporate Controller
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Frontec Ltd. provides site support services, workforce lodging services, facility operations and maintenance, defence operations services, and disaster and emergency management services.

ATCO Gas, a division of ATCO Gas and Pipelines Ltd.

10035 – 105 Street NW
Edmonton, AB
T5J 2V6

Directors (ATCO Gas and Pipelines Ltd.):

D. Jason Sharpe
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
D. Jason SharpePresident
Brian P. ShkrobotExecutive Vice President & Chief Financial Officer
Lance S. RadkeSenior Vice President, Operations
Nadine Berge CummingVice President, Compliance
Lisa BrennandVice President, Regulatory
Shane J. EllisVice President, District Operations & Technical Services
Ryan G. GermaineVice President, Operations, Calgary & Edmonton Regions
Roger L. MazankowskiVice President, Government Relations
Michelle KisilVice President, Customer Experience & Initiatives
Stephanie M. SchubertVice President, Construction
Jacqueline SmithVice President, Controller
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Gas is a regulated natural gas distribution utility serving customers in its franchise areas across Alberta. ATCO Gas builds, owns and operates natural gas distribution systems.

ATCO Gas Australia Pty Ltd

Level 12, 2 Mill Street
Perth, Western Australia
6000, Australia

Directors:

Russell Godsall
Stevan R. Green
John V. Ivulich
Katherine-Jane Patrick
D. Jason Sharpe

Officers:

John IvulichCountry Chair, Chief Executive Officer & Public Officer
Simon H. Byrne.....Secretary

Description of Business:

ATCO Gas Australia Pty Ltd is the operator of WA Gas distribution business in Australia.

ATCO Infrastructure (EL) Assets & Holdings Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Colin R. Jackson
Robert J. Myles
Brian P. Shkrobot

Officers:

Nancy C. SouthernChief Executive Officer
Robert J. Myles.....President
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Infrastructure (EL) Assets & Holdings Ltd. was formed to own and operate non-regulated electric assets and infrastructure.

ATCO Infrastructure (NG) Assets & Investments Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

D. Jason Sharpe
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChief Executive Officer
Brian P. ShkrobotExecutive Vice President
Kyle M. BrunnerCorporate Secretary
Loraleigh KovacikGeneral Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Infrastructure (NG) Assets & Investments Ltd. was formed to own and operate non-regulated gas assets and infrastructure.

ATCO Infrastructure Services Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Melanie L. Bayley
Peter M. Bothwell
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChief Executive Officer
Brian P. ShkrobotExecutive Vice President
Kyle M. BrunnerCorporate Secretary
Loraleigh KovacikGeneral Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Infrastructure Services Ltd. provides energy infrastructure related services.

ATCO Infrastructure Solutions Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

P. Derek Cook
Colin R. Jackson
Rebecca A. Penrice
Brian P. Shkrobot

Officers:

Nancy C. SouthernChief Executive Officer
Brian P. ShkrobotExecutive Vice President
P. Derek Cook.....Senior Vice President
Colin R. JacksonSenior Vice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Infrastructure Solutions Ltd. provides employees/personnel through secondment and services agreements in Puerto Rico to LUMA Energy ServCo, LLC.

ATCO Investments Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Katherine-Jane Patrick
Christine R. Simpson
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Katherine-Jane PatrickExecutive Vice President, Chief Financial & Investment
Officer
P. Derek Cook.....Senior Vice President
Colin R. Jackson.....Senior Vice President
Christine R. SimpsonSenior Vice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Investments Ltd. is a commercial real estate business that holds investments for sale, lease or development.

ATCO Land Holdings Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Mark BrownSenior Vice President
Darcy O. Fedorchuk.....Vice President
Farzan Nathoo.....Vice President
W. James PowellVice President
Leigh Anne SturmyVice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Real estate holding investment company which holds rural real estate lands.

ATCO Midstream NWT Ltd.

4th Floor, West Building
5302 Forand St SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Mark BrownSenior Vice President
Leigh Anne SturmyVice President
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Midstream NWT Ltd. provides support services to utility ventures in the NWT.

ATCO North Yard Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Katherine-Jane Patrick
Christine R. Simpson
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Katherine-Jane PatrickExecutive Vice President
P. Derek CookSenior Vice President
Colin R. JacksonSenior Vice President
Christine R. SimpsonSenior Vice President
Kyle M. BrunnerCorporate Secretary
Frederick S. SaundersTax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Real estate holding investment company which owns real estate development properties and assets.

ATCO Park Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Katherine-Jane Patrick
Christine R. Simpson
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Katherine-Jane PatrickExecutive Vice President
P. Derek CookSenior Vice President
Colin R. JacksonSenior Vice President
Christine R. SimpsonSenior Vice President
Kyle M. BrunnerCorporate Secretary
Frederick S. SaundersTax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Real estate holding investment company which owns real estate development properties and assets.

ATCO Next Energy Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Nathan D. CarterVice President, Projects & Construction
Farzan Nathoo.....Vice President, Energy Marketing
W. James PowellVice President, Clean Fuels
Leigh Anne SturmyVice President, Finance & Controller
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Next Energy Ltd. builds, owns and operates industrial water, natural gas and natural gas liquids related infrastructure to serve the midstream sector of Western Canada's energy industry.

ATCO Pipelines, a division of ATCO Gas and Pipelines Ltd.

10035 – 105 Street NW
Edmonton, AB
T5J 2V6

Directors (ATCO Gas and Pipelines Ltd.):

D. Jason Sharpe
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
D. Jason SharpePresident
Brian P. ShkrobotExecutive Vice President & Chief Financial Officer
Lance S. RadkeSenior Vice President, Operations
Nadine Berge CummingVice President, Compliance
Lisa BrennandVice President, Regulatory
Shane J. EllisVice President, District Operations & Technical Services
Ryan G. GermaineVice President, Operations, Calgary & Edmonton Regions
Roger L. MazankowskiVice President, Government Relations
Michelle KisilVice President, Customer Experience & Initiatives
Stephanie M. SchubertVice President, Construction
Jacqueline SmithVice President, Controller
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Pipelines is a regulated natural gas transmission utility in Alberta. ATCO Pipelines builds, owns and operates natural gas transmission facilities.

ATCO Pipelines, S.A. de C.V.

Torre Esmeralda I
Blvd. Manuel Avila Camacho 40, Piso 15
Col. Lomas de Chapultepec
CP 11000
México, DF

Directors:

Pierre Alarie (Chair)
James T. Delano
Daniela Monroy
Hector A. Rangel

Officers:

Russell PaccaganGeneral Manager
Martha Elena Gonzalez Escutia.....Statutory Examiner

Description of Business:

ATCO Pipelines, S.A. de C.V. was formed to build, own and operate an open access natural gas pipeline in Mexico.

ATCO Renewables Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Robert J. Myles.....President
Greg StevensonChief Financial Officer
Mark BrownSenior Vice President, Engineering, Construction and
Operations
Nathan D. CarterVice President, Projects & Construction
Darcy O. FedorchukVice President, North American Power & Renewables
W. James PowellVice President, Clean Fuels
Kyle M. BrunnerCorporate Secretary
Frederick S. Saunders.....Tax Manager
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Renewables Ltd. develops, builds, owns and operates renewable and natural gas electricity generation facilities and provides energy infrastructure services and solutions.

ATCO Servicios Y Energia, S.A. de C.V.

Torre Esmeralda I
Blvd. Manuel Avila Camacho 40, Piso 15
Col. Lomas de Chapultepec
CP 11000
México, DF

Directors:

Pierre Alarie
Izchel Martinez
Daniela Monroy
Robert J. Myles
Hector A. Rangel

Officers:

Pierre AlarieChair
Martha Elena Gonzalez Escuita.....Statutory Examiner

Description of Business:

ATCO Servicios Y Energia, S.A. de C.V. pursues strategic growth opportunities relating to the construction and operation of natural gas pipelines and power projects in Mexico.

ATCO Structures & Logistics Ltd.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Jason T. Kenney
Robert J. Routs
Nancy C. Southern
Linda A. Southern-Heathcott
Susan R. Werth

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Adam M. BeattiePresident, Structures
James Landon.....President, Frontec
Katherine-Jane PatrickExecutive Vice President, Chief Financial & Investment
Officer
Benoit E.J. GagneSenior Vice President, Structures
Rebecca M. KalmacoffSenior Vice President, Controller
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Structures & Logistics Ltd. provides modular construction services and provides solutions for workforce and residential housing, modular facilities, site support services and logistics and operations management. ATCO Structures & Logistics Ltd. provides relocatable structures, permanent offsite construction, workforce camps and lodges.

Canadian Utilities Limited

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Matthias F. Bichsel	Laura A. Reed
Loraine M. Charlton	Robert J. Routs
Robert Hanf	Nancy C. Southern
Kelly Koss-Brix	Linda A. Southern-Heathcott, Vice Chair
Robert J. Normand	Roger J. Urwin, Lead Director
Alexander J. Pourbaix	Wayne G. Wouters
Hector A. Rangel	

Officers:

Nancy C. Southern	Chair & Chief Executive Officer
Brian P. Shkrobot	Executive Vice President & Chief Financial Officer
Robert J. Myles	Chief Operating Officer, ATCO EnPower
Wayne K. Stensby	Chief Operating Officer, ATCO Energy Systems
M. George Constantinescu	Executive Vice President & Chief Transformation Officer
Rebecca A. Penrice	Executive Vice President, Corporate Services
Clinton G. Warkentin	Executive Vice President & Chief Investment Officer, ATCO Energy Systems
Marshall F. Wilmot	President, Retail & Chief Digital Officer
James Armstrong	Senior Vice President, Technology & Global Security
Kyle M. Brunner	Senior Vice President, General Counsel & Corporate Secretary
P. Derek Cook	Senior Vice President & Controller
Lisa Cooke	Senior Vice President, Chief Marketing Officer
Colin R. Jackson	Senior Vice President, Finance, Treasury & Sustainability

Description of Business:

Canadian Utilities Limited is a diversified global energy infrastructure corporation which delivers essential services and innovative business solutions in Utilities (electricity and natural gas transmission and distribution, and international operations), Energy Infrastructure (energy storage, energy generation, industrial water solutions and clean fuels) and Retail Energy (electricity and natural gas retail sales and whole-home solutions).

CU Inc.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert T. Booth
Loraine M. Charlton
Robert J. Normand
Nancy C. Southern
Linda A. Southern-Heathcott, Vice Chair

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Brian P. ShkrobotExecutive Vice President & Chief Financial Officer
Wayne K. StensbyChief Operating Officer, ATCO Energy Systems
Melanie L. BayleyPresident, ATCO Electric
D. Jason SharpePresident, ATCO Gas and Pipelines
Rebecca A. Penrice.....Executive Vice President, Corporate Services
Clinton G. WarkentinExecutive Vice President & Chief Investment Officer, ATCO
Energy Systems
Kyle M. BrunnerSenior Vice President, General Counsel & Corporate
Secretary
Colin R. Jackson.....Senior Vice President, Finance, Treasury &
Sustainability

Description of Business:

CU Inc. is a wholly-owned subsidiary of Canadian Utilities Limited, an ATCO Company. CU Inc. manages assets comprised of rate regulated utility operations in pipelines, natural gas and electricity distribution and transmission.

Forty Mile Granlea Wind Limited Partnership

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Description of Business:

Forty Mile Granlea Wind GP Inc. is the general partner for Forty Mile Granlea Wind Limited Partnership. As a limited partnership, this entity has no directors or officers. Refer below to Forty Mile Granlea Wind GP Inc. for a listing of Directors and Officers.

Forty Mile Granlea Wind GP Inc.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Robert J. Myles
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChief Executive Officer
Robert J. Myles.....President;
Greg StevensonChief Financial Officer;
Darcy O. Fedorchuk.....Vice President;
Leigh Anne SturmyVice President;
Kyle M. BrunnerCorporate Secretary;
Frederick S. Saunders.....Tax Manager;
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Forty Mile Granlea Wind GP Inc. is the general partner of Forty Mile Granlea Wind Limited Partnership, which operates and maintains a 202.5 MW wind farm located in the Southeastern Alberta in the County of Forty Mile.

Northland Utilities (NWT) Limited

66 Woodland Drive, Bay 1
Hay River, NT
X0E 1G1

Directors:

Darrell K. Beaulieu
Loraine M. Charlton
Robert J. Normand
Gregory J. Nyuli
Nancy C. Southern
David Stokes

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Melanie L. BayleyPresident
Brian P. ShkrobotExecutive Vice President
Jay T. MassieVice President
Kirsten S. TrunzoVice President
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Northland Utilities (NWT) Limited delivers electricity to commercial and residential customers in the Northwest Territories and operates diesel generation plants.

Northland Utilities (Yellowknife) Limited

481 Range Lake Road
Yellowknife, NT
X1A 3R9

Directors:

Darrell K. Beaulieu
Loraine M. Charlton
Robert J. Normand
Gregory J. Nyuli
Nancy C. Southern
David Stokes

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Melanie L. BayleyPresident
Brian P. ShkrobotExecutive Vice President
Jay T. MassieVice President
Kirsten S. TrunzoVice President
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Northland Utilities (Yellowknife) Limited delivers electricity to commercial and residential customers in Yellowknife.

Norven Holdings Inc.

4th Floor, West Building
5302 Forand St. SW
Calgary, AB
T3E 8B4

Directors:

Melanie L. Bayley
Lorraine M. Charlton
Robert J. Normand
Brian P. Shkrobot
Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer
Melanie L. BayleyPresident
Brian P. ShkrobotExecutive Vice President
Jay T. MassieVice President
Kirsten S. TrunzoVice President
Kyle M. BrunnerCorporate Secretary
Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

Norven Holdings Inc. is a non-operational holding company.

Spruce Meadows Ltd.

18011 Spruce Meadows Way SW
Calgary, AB
T2X 4B7

Directors:

Ben Asselin
Kristi Beunder
Bas French
Lori Fyke
Todd Gardiner
Robert Heathcott
Ron Heathcott
Kyle Koss
Kelly Koss-Brix
Stephen Lockwood
Harish Mohan
Nancy C. Southern
Margaret C. Southern
Linda A. Southern-Heathcott
Susan Werth
Harry Wilmot
Donna Wood

Officers:

Linda A. Southern-Heathcott..... Chair, President & Chief Executive Officer
Mike Fordham.....Chief Financial Officer
Gina Laxamana.....Corporate Secretary

Description of Business:

Spruce Meadows Ltd. is an equestrian facility and venue for hosting international sporting events in Calgary, Alberta.

The Yukon Electrical Company Limited DBA ATCO Electric Yukon

#100, 1100 – First Avenue

Whitehorse, YT

Y1A 3T4

Directors:

Melanie L. Bayley

Brian P. Shkrobot

Nancy C. Southern

Officers:

Nancy C. SouthernChair & Chief Executive Officer

Melanie L. BayleyPresident

Brian P. ShkrobotExecutive Vice President

Jay T. MassieVice President

Corinne M. Severson.....Vice President

Kirsten S. TrunzoVice President

Kyle M. BrunnerCorporate Secretary

Rumdeep K. BasraAssistant Corporate Secretary

Description of Business:

ATCO Electric Yukon delivers electricity to residential and commercial customers in Yukon.

ATCO Pipelines
Summary of Major Transactions
December 31, 2023

Agreement #	Service	Description	Transaction with	2023 Actual (\$000)
REVENUES				
<u>PROJECT SERVICES</u>				
16	Project Services	Project support services	ATCO Gas	9,190
483	Project Services	Project support services	ATCO Renewables Ltd. <i>(previously ATCO Power (2010) Ltd.)</i>	960
TOTAL PROJECT SERVICES REVENUE				10,150
<u>SCADA UTILIZATION</u>				
15	SCADA Utilization	Remote alarm monitoring	ATCO Gas	894
TOTAL SCADA UTILIZATION REVENUE				894
EXPENSES/CAPITAL/ASSET TRANSFERS				
<u>SHOP SERVICES</u>				
38	Shop Services	Tool crib, special services, fleet maintenance, machining, welding, carpentry, and transportation services	ATCO Gas	8,380
TOTAL SHOP SERVICES EXPENSE/CAPITAL				8,380
<u>PROJECT SERVICES</u>				
25	Project Services	Project support services	ATCO Gas	16,424
514	Project Services	Project support services	ATCO Electric	874
TOTAL PROJECT SERVICES EXPENSE/CAPITAL				17,298
<u>LICENSE FEE</u>				
172.2	License Fee	Right to use certain identified ATCO Ltd. intangibles	ATCO Ltd.	1,352
TOTAL LICENSE FEE EXPENSE				1,352

ATCO Pipelines
Summary of Major Transactions
December 31, 2023

Agreement #	Service	Description	Transaction with	2023 Actual (\$000)
<u>ADMINISTRATIVE & SHARED SERVICES</u>				
166	Administrative Services	Head office services	ATCO Ltd. Canadian Utilities Limited CU Inc.	10,656
455.2	Shared Services	Standardized internal services	Canadian Utilities Limited	275
454.2	Shared Services	Standardized internal services	CU Inc.	3,902
TOTAL ADMINISTRATIVE & SHARED SERVICES EXPENSE/CAPITAL				14,833
<u>COMMUNICATIONS OPERATIONS</u>				
83.1	Communications Operations	Communication operations services for mobile radios, SCADA communications and communication facilities	ATCO Gas	625
TOTAL COMMUNICATIONS OPERATION EXPENSE/CAPITAL				625
<u>RETAIL ENERGY</u>				
400.2	Retail Energy	Retail energy services	ATCO Energy Ltd.	900
TOTAL RETAIL ENERGY EXPENSE				900
<u>INTEREST AND FINANCING</u>				
N/A	Interest on Long Term Advances	Interest paid on debentures with CU Inc	CU Inc.	60,584
N/A	Interest on Short Term Advances	Interest paid on short term advances & daily bank account interest	CU Inc.	508
N/A	Equity Preferred Shares	Dividends paid on equity preferred shares	CU Inc.	1,023
TOTAL INTEREST AND FINANCING EXPENSE				62,115

ATCO Pipelines
Summary of Non-Major Transactions
December 31, 2023

Agreement #	Service	Description	Transaction with	2023 Actual (\$000)
REVENUES				
<u>PROJECT SERVICES</u>				
468	Project Services	Project support services	ATCO Electric	2
55	Project Services (Ramal Tula)	Project development and execution services, engineering, accounting, tax, HR services and corporate communications services	ATCO Pipelines, S.A. de C.V.	267
198	Project Services	Project support services	ATCO Next Energy Ltd. <i>(previously ATCO Energy Solutions Ltd.)</i>	263
528	Project Services	Project support services	ATCO Infrastructure Services Ltd.	3
TOTAL PROJECT SERVICES REVENUE				535
<u>LUMA PROJECT SERVICES</u>				
487.3	LUMA Project Services	Project support services	ATCO Infrastructure Solutions Ltd.	12
TOTAL PROJECT SERVICES REVENUE				12
<u>SCADA UTILIZATION - CARBON PLANT</u>				
206	SCADA Utilization - Carbon Plant	SCADA remote alarm monitoring	ATCO Next Energy Ltd. <i>(previously ATCO Energy Solutions Ltd.)</i>	4
TOTAL SCADA UTILIZATION - CARBON PLANT REVENUE				4
<u>MUSKEG RIVER</u>				
22	Muskeg River	Operation and maintenance, reporting and emergency response services	ATCO Next Energy Ltd. <i>(previously ATCO Energy Solutions Ltd.)</i>	109
TOTAL MUSKEG RIVER REVENUE				109

ATCO Pipelines
Summary of Non-Major Transactions
December 31, 2023

Agreement #	Service	Description	Transaction with	2023 Actual (\$000)
EXPENSES/CAPITAL/ASSET TRANSFERS				
<u>ODORANT AND LABORATORY SERVICES</u>				
49	Odorant and Laboratory Services	Odorant for odorizing pipelines and laboratory services	ATCO Gas	209
TOTAL ODORANT AND LABORATORY SERVICES EXPENSE				209
<u>ELECTRONICS, INSTRUMENTATION AND METER REPAIR SERVICES</u>				
83.2	Electronics, Instrumentation and meter Repair Services	Operational and technical support services for electronics, instrumentation and meter repair	ATCO Gas	15
TOTAL ELECTRONICS, INSTRUMENTATION AND METER REPAIR SERVICES REVENUE				15
<u>SCADA LOAD BALANCING POWER SHARING</u>				
167	SCADA Load Balancing Power Sharing	Provision of electrical power for SCADA system	ATCO Gas	12
TOTAL SCADA LOAD BALANCING POWER SHARING EXPENSE				12
<u>HIGH PRESSURE VALVE INSPECTION</u>				
183	High Pressure Valve Inspection	High pressure valve inspection support	ATCO Gas	79
TOTAL SALT CAVERN GAS PURCHASE AND SALE EXPENSE				79
<u>TRAILER AND OFFICE RENTAL</u>				
438	Trailer and Office Rental	Trailer and office rental services	ATCO Structures & Logistics Ltd.	8
TOTAL TRAILER AND OFFICE RENTAL EXPENSE				8
<u>FACILITIES USAGE AND SPONSORSHIP</u>				
88.3	Facilities Usage and Sponsorship	Event sponsorship and venue use	Spruce Meadows	109
TOTAL FACILITIES USAGE AND SPONSORSHIP EXPENSE				109

ATCO Pipelines

Summary of Non-Major Transactions December 31, 2023

Agreement #	Service	Description	Transaction with	2023 Actual (\$000)
<u>RENT AND PARKING</u>				
27.2	Parking in Calgary Amending Agreement	Parking space lease ATCO Centre Calgary	ATCO Investments Ltd.	99
193.1	Rental Space ACC	Space lease ATCO Centre Calgary	Canadian Utilities Limited	246
TOTAL RENT AND PARKING EXPENSE				346
<u>ASSET TRANSFERS</u>				
N/A	Sale of Utility Asset	Stony UPU T6	ATCO Gas	18
	Purchase of Utility Asset	Vehicle E10373	ATCO Gas	30
	Purchase of Utility Asset	Vehicle B10166	ATCO Gas	46
	Sale of Utility Asset	Vehicle E10463	ATCO Gas	47
TOTAL ASSET TRANSFERS				141
				920

ATCO Pipelines
2023 Occasional Services Report

Agreement #	Service	Description	Transaction with	2023 Actuals (\$000)
REVENUES				
507	Project Services	Project support services	ATCO Ltd.	105
542	Fleet Vehicle Usage	Fleet vehicle usage and maintenance	ATCO Ltd.	4
				<u>109</u>
EXPENSES				
None to report.				
CAPITAL				
500	Cavern Operations	Operations support services	ATCO Next Energy Ltd. <i>(previously ATCO Energy Solutions Ltd.)</i>	13
				<u>13</u>
INVENTORY				
None to report.				

ATCO Pipelines
2023 Emergency Services Report

Service	Description	Transaction With	2023 Actuals (\$000)
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REVENUES

None to report

EXPENSES

None to report

CAPITAL

None to report

INVENTORY

None to report

ATCO PIPELINES
2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES TRANSFERRING FROM ATCO PIPELINES TO AFFILIATES

Job Title	Employment Type	Transferred To	Effective Date	Type of Transfer/Reason
Supervisor, Trades	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Senior Engineer	Permanent	ATCO Gas	January 7, 2023	Reorganization
Engineer	Permanent	ATCO Gas	January 7, 2023	Reorganization
Manager, General Accounting	Permanent	ATCO Energy Solutions Ltd.	January 7, 2023	Reorganization
Supervisor, Measurement, Automation, & Communication - Transmission South	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Measurement, Automation & Communications Technologist, Entry Level	Temporary	ATCO Gas	February 4, 2023	Career Opportunity
Senior Material Supply	Permanent	ATCO Gas	February 18, 2023	Career Opportunity
Gas Coordinator I	Permanent	ATCO Gas	March 4, 2023	Career Opportunity
Operator - Construction	Permanent	ATCO Gas	March 18, 2023	Career Opportunity
Senior Accountant	Permanent	ATCO Electric	April 1, 2023	Career Opportunity
Engineer In Training	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Senior Engineer	Permanent	ATCO Electric	April 15, 2023	Career Opportunity
Scheduler	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Engineer	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Survey Co-op Student	Temporary	ATCO Gas	May 13, 2023	Career Opportunity
Engineer	Permanent	Canadian Utilities Limited	May 13, 2023	Career Opportunity
Supervisor, Field Operations Edmonton Region	Permanent	ATCO Gas	June 10, 2023	Career Opportunity
Senior Operator - Construction	Permanent	ATCO Gas	July 8, 2023	Career Opportunity

ATCO PIPELINES
2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES TRANSFERRING FROM ATCO PIPELINES TO AFFILIATES

Job Title	Employment Type	Transferred To	Effective Date	Type of Transfer/Reason
Utility Operator	Permanent	ATCO Gas	July 8, 2023	Career Opportunity
Supervisor, Yellowhead Southeast	Permanent	ATCO Gas	July 22, 2023	Career Opportunity
Junior Operator - Transmission	Permanent	ATCO Gas	August 19, 2023	Career Opportunity
Data Analyst	Term	ATCO Gas	August 19, 2023	Career Opportunity
Supervisor, Calgary Transmission Operations	Permanent	ATCO Gas	September 16, 2023	Career Opportunity
Land Agent	Permanent	ATCO Electric	September 16, 2023	Career Opportunity
Administrative Coordinator	Probationary	ATCO Gas	October 14, 2023	Career Opportunity
Utility Operator	Permanent	ATCO Gas	November 11, 2023	Career Opportunity
Operator - Transmission	Permanent	ATCO Gas	November 11, 2023	Career Opportunity
Control Centre Operator (Entry Level)	Permanent	ATCO Gas	December 9, 2023	Career Opportunity
Analyst, Control Centre & Dispatch	Permanent	ATCO Electric	December 23, 2023	Career Opportunity

ATCO PIPELINES
2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES TRANSFERRING TO ATCO PIPELINES FROM AFFILIATES

Job Title	Employment Type	Transferred From	Effective Date	Type of Transfer/Reason
Engineer	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Engineer in Training	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Engineer	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Engineer	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Supervisor, Trades	Permanent	ATCO Gas	January 7, 2023	Career Opportunity
Engineer	Permanent	ATCO Gas	January 21, 2023	Career Opportunity
Engineer in Training	Permanent	ATCO Gas	January 21, 2023	Career Opportunity
Junior Operator - Transmission	Permanent	ATCO Gas	January 21, 2023	Career Opportunity
Utility Operator	Permanent	ATCO Gas	January 21, 2023	Career Opportunity
Senior Engineer	Permanent	ATCO Electric	February 4, 2023	Career Opportunity
Supervisor, Regulatory	Permanent	ATCO Electric	March 4, 2023	Reorganization
Accountant	Permanent	CU Inc.	March 4, 2023	Reorganization
Manager, Regulatory Gas Transmission	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Utility Operator	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Senior Engineer	Permanent	ATCO Gas	April 15, 2023	Career Opportunity
Administrative Coordinator	Permanent	ATCO Gas	April 29, 2023	Career Opportunity
Analyst	Permanent	Canadian Utilities Limited	April 29, 2023	Career Opportunity
Senior Operator - Construction	Permanent	ATCO Gas	May 13, 2023	Career Opportunity

ATCO PIPELINES
2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES TRANSFERRING TO ATCO PIPELINES FROM AFFILIATES

Job Title	Employment Type	Transferred From	Effective Date	Type of Transfer/Reason
Summer Student - Office	Temporary	ATCO Gas	May 13, 2023	Career Opportunity –
Engineering Co-op Student	Casual	ATCO Gas	May 13, 2023	Career Opportunity
Senior Engineer	Permanent	ATCO Gas	May 27, 2023	Career Opportunity
Land Agent	Probationary	ATCO Gas	May 27, 2023	Career Opportunity
Junior Operator - Distribution	Permanent	ATCO Gas	June 10, 2023	Career Opportunity
Accountant	Permanent	Canadian Utilities Limited	June 24, 2023	Career Opportunity
Administrative Coordinator	Probationary	ATCO Gas	June 24, 2023	Career Opportunity
Junior Operator - Transmission	Permanent	ATCO Gas	July 8, 2023	Career Opportunity
Dispatcher	Permanent	ATCO Gas	July 8, 2023	Career Opportunity
Supervisor, Yellowhead Southeast	Permanent	ATCO Gas	July 22, 2023	Career Opportunity
Junior Operator - Transmission	Permanent	ATCO Gas	July 22, 2023	Career Opportunity
Supervisor, Calgary Transmission Operations	Permanent	ATCO Gas	September 16, 2023	Career Opportunity
Junior Operator - Transmission	Permanent	ATCO Gas	September 30, 2023	Career Opportunity
Gas Coordinator I	Permanent	ATCO Gas	September 30, 2023	Career Opportunity
Utility Operator	Probationary	ATCO Gas	October 14, 2023	Career Opportunity
Dispatcher	Temporary	ATCO Gas	October 14, 2023	Career Opportunity
Utility Operator	Temporary	ATCO Gas	October 28, 2023	Career Opportunity
Operator - Distribution	Permanent	ATCO Gas	November 11, 2023	Career Opportunity
Utility Operator	Permanent	ATCO Gas	November 25, 2023	Career Opportunity

ATCO PIPELINES
2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES TRANSFERRING TO ATCO PIPELINES FROM AFFILIATES

Job Title	Employment Type	Transferred From	Effective Date	Type of Transfer/Reason
Operator - Service	Permanent	ATCO Gas	December 9, 2023	Career Opportunity
Engineer	Permanent	ATCO Gas	December 23, 2023	Career Opportunity
Senior Accountant	Permanent	ATCO Gas	December 23, 2023	Career Opportunity
Manager, Regulatory	Permanent	CU Inc.	December 23, 2023	Reorganization

ATCO PIPELINES
 2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES SECONDED FROM ATCO PIPELINES TO AFFILIATES

Job Title	Employment Type	Seconded To	Effective Date	Type of Transfer/Reason
None to report.				

ATCO PIPELINES
 2023 EMPLOYEE TRANSFERS, TEMPORARY ASSIGNMENTS AND SECONDMENTS WITH AFFILIATES

EMPLOYEES SECONDED TO ATCO PIPELINES FROM AFFILIATES

Job Title	Employment Type	Seconded From	Effective Date	Type of Transfer/Reason
None to report.				

OFFICER'S CERTIFICATE

To: The Alberta Utilities Commission

I, D. Jason Sharpe, of the City of Calgary in the Province of Alberta, acting in my position as an officer of ATCO Pipelines (the Utility) and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with the Utility is President, ATCO Gas & Pipelines, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the ATCO Group Inter-Affiliate Code of Conduct (the "Code") or the ATCO Pipelines Inter-Affiliate Code of Conduct Compliance Plan (the "Compliance Plan").
3. I have read the Code, the Compliance Plan of the Utility dated October 4, 2010, and the Compliance Report of the Utility dated April 29, 2024.
4. The form and contents of the Compliance Report comply with the requirements of the Code and the matters reported therein are fully and accurately described.
5. Except for the incidents of non-compliance contained in the Exception Reports filed to the Alberta Utilities Commission on February 29, 2023, December 1, 2023 and the Annual Report, I am not aware of any material non-compliance during the 2023 reporting period with the provisions of the Code by any director, officer, employee, consultant, contractor or agent of the Utility, or by any Affiliate of the Utility (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and the Utility that is not fully and accurately described in the Compliance Report.

Name: D. Jason Sharpe

Title: President, ATCO Gas & Pipelines

Signature: *Original Signed*

Date: April 29, 2024

OFFICER'S CERTIFICATE

To: The Alberta Utilities Commission

I, Nadine Berge Cumming, of the City of Calgary in the Province of Alberta, acting in my position as an officer of ATCO Pipelines (the Utility) and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with the Utility is Compliance Officer, and as such I have personal knowledge of, or have conducted due inquiry of individuals who have personal knowledge of, the facts and matters herein stated.
2. Capitalized terms used herein (which are not otherwise defined herein) shall have the meanings ascribed thereto in the ATCO Group Inter-Affiliate Code of Conduct (the "Code") or the ATCO Pipelines Inter-Affiliate Code of Conduct Compliance Plan (the "Compliance Plan").
3. I have read the Code, the Compliance Plan of the Utility dated October 4, 2010, and the Compliance Report of the Utility dated April 29, 2024.
4. The form and contents of the Compliance Report comply with the requirements of the Code and the matters reported therein are fully and accurately described.
5. Except for the incidents of non-compliance contained in the Exception Reports filed to the Alberta Utilities Commission on February 29, 2023, December 1, 2023 and the Annual Report, I am not aware of any material non-compliance during the 2023 reporting period with the provisions of the Code by any director, officer, employee, consultant, contractor or agent of the Utility, or by any Affiliate of the Utility (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and the Utility that is not fully and accurately described in the Compliance Report.

Name: Nadine Berge Cumming

Title: Vice President, Enterprise Integrity & Compliance
(Compliance Officer)

Signature: Original Signed

Date: April 29, 2024