



EXECUTIVE COMPLIANCE COMMITTEE CHARTER

(Revised May 7, 2002)

The Executive Compliance Committee provides oversight, advice and general guidance to the Board of Directors and the company on all matters relating to corporate compliance. The Committee reports as appropriate to the Board of Directors on all significant issues relating to compliance with applicable laws, rules, regulations, policies and the Colorado Access Standards of Business Conduct.

Committee membership includes: the President and Chief Executive Officer, Executive Vice President and Chief Operating Officer, all Vice Presidents, the Corporate Compliance Officer, the Director of Human Resources and the General Counsel. The President and Chief Executive Officer serves as the Chair of the Committee. The Corporate Compliance Officer is responsible for reporting on the compliance activities of the company, maintaining the minutes of Committee meetings, and ensuring that Committee decisions are implemented in a timely fashion.

The Committee is responsible for the oversight and continual improvement of the Corporate Compliance Program, including but not limited to:

- Developing an appropriate infrastructure for the administration of the Compliance Program including mechanisms and systems for long-term support;
- Developing and maintaining the Standards of Business Conduct and Compliance Program policies and procedures;
- Developing a process to solicit, evaluate and respond to compliance concerns and issues;
- Establishing heightened awareness of compliance issues and improved employee skills in dealing with these issues;
- Promoting a corporate culture that reflects the core values and commitment to compliance;
- Ensuring that adequate and effective internal controls exist to minimize the risk of non-compliance;
- Ongoing analysis and evaluation of potential areas of compliance vulnerability as perceived by executives, management and other employees;
- Monitoring internal and external audits and investigations for the purpose of identifying problems and issues, and thereafter implementing corrective and preventive actions; and,
- Ensuring proper documentation and evidence of Compliance Program effectiveness.

Adopted by the Colorado Access Executive Compliance Committee

Chair, Executive Compliance Committee

Date