

Chairman's Letter

Standards of Integrity

To TECO Energy board members and employees:

For over 100 years, the foundation of TECO Energy's business philosophy has been a strong sense of integrity. Like those who have preceded us, we have a duty to see that integrity prevails in all of our business operations and decisions.

This is why we will always conduct business based on principles of fair dealing, with the highest regard for the spirit and the letter of the law, for commonly accepted ethics, and for regulatory authority.

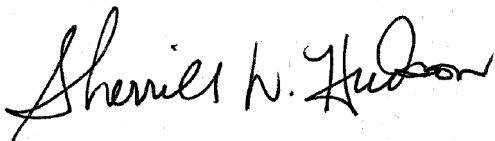
Through the years, our corporate integrity has also meant:

- A focus upon the best service possible to our customers;
- A return to the shareholders who have placed their trust in us;
- Opportunities and appreciation for the employee workforce that keeps our companies operating effectively;
- Support for the communities we serve;
- Committed stewardship for the environments in which we live and work; and
- Respect for diversity and the qualities that make each of us different.

Our board members and our employees (including officers) have the responsibility to preserve our company's respected reputation for integrity through our work, actions and decisions and through respect for and compliance with the laws that govern us. For that reason, you are given a copy of the Standards of Integrity booklet, and a list of the members of the Corporate Compliance Oversight Committee to contact should you have questions about a particular ethical or legal compliance issue.

Integrity is not a static goal to be reached, but an ongoing process to be lived every day. In holding to what we know is right, we can conduct our businesses successfully, knowing that our vision and our strategies are strengthened by the principles on which our company was founded.

I have every confidence that we can maintain these standards and preserve our well-established reputation for integrity.

A handwritten signature in black ink that reads "Sherrill W. Hudson". The signature is written in a cursive, flowing style.

Sherrill W. Hudson
Chairman of the Board and Chief Executive Officer



Standards of Integrity

TECO Energy, Inc. – Corporate Compliance Oversight Committee

Burnis Kilpatrick, Chair

Corporate Compliance Officer & Director of Diversity, TECO Energy, Inc.
(Ethics, Standards of Integrity, Codes of Conduct)

Anthony Antinori

Director Human Resources
TECO Transport Corporation
(Compliance Matters for TECO Transport)

Charles R. Black

Senior Vice President Generation
TECO Energy, Inc.
(Environmental & Compliance Matters for
TECO Stevedoring)

Daryl W. Blume

Vice President Operations & Sales
BCH Mechanical, Inc.
(Compliance Matters for TECO Energy
Services, Inc.)

Paul R. Bogenrieder

Vice President Energy Risk Management
TECO Energy, Inc.
(Energy Related Risk Management & Marketing)

Timothy M. Bresnahan

Vice President & Controller
TECO Transport Corporation
(Compliance Matters for TECO Transport)

Deirdre A. Brown

Vice President Regulatory Affairs
TECO Energy, Inc.
(Regulatory and Government Relations)

Sandra W. Callahan

Vice President Treasury & Risk Management
(Treasurer) and Assistant Secretary
TECO Energy, Inc.
(General Risk Management)

Clinton E. Childress

Senior Vice President Human Resources &
Services
TECO Energy, Inc.
(Labor Relations, Employment,
Safety & Discipline)

Bruce Christmas, Jr.

Vice President Fuels Management
TECO Energy, Inc.
(Compliance Matters for Prior Energy)

John T. Duff

Vice President Unregulated Generation
TECO Energy, Inc.
(Compliance Matters for TECO Wholesale
Generation, Inc.)

Gordon L. Gillette

Senior Vice President Risk Management,
Finance, Energy Management &
Chief Financial Officer
TECO Energy, Inc.
(Antitrust and Securities)

Thomas L. Hernandez

Vice President Energy Delivery &
Customer Services
Tampa Electric Company
(Credit, Collections, Customer Service &
Marketing)

Miriam A. Lee

Senior Corporate Counsel
TECO Energy, Inc.
(Legal Department Liaison)

Richard Lehfeldt

Senior Vice President External Affairs
TECO Energy, Inc.
(Communications)

Sheila M. McDevitt

Senior Vice President General Counsel and
Chief Legal Officer
TECO Energy, Inc.
(Board of Directors Contact)

Bruce Meece

Vice President Administration &
Strategic Planning
TECO Coal Corporation
(Compliance Matters for TECO Coal)

Karen M. Mincey

Vice President Information Technology &
Chief Information Officer
Tampa Electric Company
(Company Information and Intellectual Property)

Gregory M. Nelson

Director Environmental
Tampa Electric Company
(Environmental Compliance)

Shirley M. Payne

Vice President Corporate Accounting & Taxes
TECO Energy, Inc.
(Accounting & Taxes)

Mary Jo Pennino

Vice President Energy Delivery
Peoples Gas System
(Compliance Matters for PGS)

Rayford C. Peters

Director Purchasing and Contracts
Tampa Electric Company
(Material Management, Assets and Records
Management)

Bruce W. Plaskett

Director Audit Services
TECO Energy, Inc.
(Auditing & Monitoring Compliance Systems)

Code of Ethics TECO Energy

● We acknowledge that all of our business activities must be based on principles of fair dealing and be held to the letter and the spirit of the law. We pledge to honor the laws that govern us, and to go beyond even what the law requires if it is in the best interests of the people and businesses we serve.

● We frame our code of ethics with the people who are the real energy of TECO. We acknowledge that the trust of our customers, employees, shareholders, suppliers and communities is our most important asset. We pledge to serve these groups with the highest ethical standards.

● We acknowledge our debt to our customers. We pledge to them the service they deserve within the framework of a business operation that holds ethics in the highest regard.

● We acknowledge the excellence of our employees. We pledge to them compensation and benefits, career possibilities and fair treatment. They will never be required to engage in unethical actions, nor will they ever be asked to request unethical actions from others.

● We acknowledge the trust of our shareholders. We pledge to them governance and management that justifies their investment, with ethics that justifies their pride.

● We acknowledge the synergy of the communities in which we do business. We pledge ourselves to all that is necessary to support their growth and their promise through the effective use of our services and resources.

● We acknowledge fair treatment and consideration of our suppliers, pledging to them our responsibility to fulfill our obligations and to understand their position in the marketplace.

● We acknowledge our responsibilities to our local, state and federal government, and we commit to them honest information, trustworthy conduct and appreciation of their obligation to serve the public interest.

● We acknowledge our stewardship to the environment, and pledge to preserve it for the future as part of our commitment to environmental excellence.

● We acknowledge our responsibility as leaders in our industry. We pledge ourselves to the duties that this entails, as well as to the courage that innovation and new solutions require for the good of our audiences.

● We acknowledge that we live in changing times and in an era of economic uncertainty. We pledge that though we will always respond to changing technology and circumstances, we will never compromise our company's Standards of Integrity.

● We acknowledge that we are human. We pledge that when we make a mistake, we will do our best to rectify it honestly and effectively.

● We choose to honor this Code of Ethics as a binding individual commitment, reflective of a corporate character rooted in integrity, and conscious of its duties to the present and the future.

Our Commitment to Integrity

The information in this booklet on our Standards of Integrity applies to all members of the TECO Energy Board of Directors (hereinafter referred to as “directors”) and all officers and employees of TECO Energy and its operating companies (together, hereinafter referred to as “employees”). It confirms our company’s commitment to the highest standards of ethical business conduct.

It is vitally important for all of us, as TECO Energy representatives, to know and understand the principles by which the company conducts its business.

We are all expected to comply with applicable laws and regulations, to conduct business with the highest ethical standards and to act as responsible members of our communities.

The standards outlined here are not new to TECO Energy. They simply represent our company’s philosophy of business conduct that has existed since 1899 when Tampa Electric first brought electric service to our customers.

No director or employee ever helps the company by acting unethically to achieve a desired result. There is no place in the company for “the end justifies the means” way of thinking. Equally important is that our actions be perceived as ethical and adhering to both the spirit and the letter of the law.

Since it is not possible to cover every potential situation or subject on work ethics, important areas and principles are highlighted here to guide us in our daily business activities. Detailed policies covering many of these areas exist in our Corporate Administrative Policies. Employees have access to the referenced policies on TECOnet, TECO Energy’s intranet, and policies specifically applicable to the directors are communicated directly to them. The Board of Directors and all TECO Energy companies and their departments are

encouraged to review the standards outlined in this booklet to determine the need to develop additional standards that apply to them specifically.

Any employee with a question about these standards, or about the laws, regulations or policies affecting the company, should consult his or her immediate supervisor. If necessary, employees are expected to refer such matters to a higher level of management in the company.

Recognizing that interpretations of these standards can differ from department to department and company to company, the TECO Energy Chief Human Resources Officer, Corporate Compliance Officer and Director-Audit Services are able to provide guidance. Directors with questions should consult the Chairman of the Board or the General Counsel. *In addition, the company has installed a special confidential “HotLine” which directors, employees and customers may use to report possible violations, seek information and obtain guidance. The HotLine number is 1-800-272-3170. Other information may be obtained through the company’s Write-to-Know Program or On-line Reporting System.*

As a condition of employment, each employee is obligated to abide by these Standards, the Agreement Protecting the Company’s Assets and Information (listed in the back of this booklet) and the Administrative Policies.

Directors are also obligated to abide by these Standards, the Agreement Protecting the Company’s Assets and Information and policies applicable specifically to board members.

In accordance with today’s business environment and good business practices, as well as recommendations of regulatory agencies, any waiver of these Standards for any director or executive officer will be made only by the company’s Board of Directors or one of its committees and will be promptly disclosed to shareholders.

Standards for Outside Activities

Conflict of interest

It is easy to understand why none of us should get involved in a financial or other business relationship with outside suppliers or competitors that might affect, or even appear to affect, our fair and independent judgment on behalf of the company. That's why it is important that we deal with suppliers, customers, and other members of the public in a manner that exemplifies only the highest ethical standards.

We must avoid any outside activities that may adversely affect objective on-the-job judgment, interfere with timely and effective job performance, discredit the company in any way, or conflict or appear to conflict with the company's business interests.

Although ownership of publicly-traded securities is permitted subject to the insider trading requirements described below, directors and employees are not permitted to invest in or receive an interest in any subsidiary of the company or affiliated entity or receive finder's/broker's fees, carried interests or similar remuneration resulting from company transactions.

The Business Conduct Questionnaire and the Officer and Director Questionnaire solicit information each year regarding possible conflicts of interest.

Interest in other business organizations

The company discourages directors and employees from having any financial interest in a supplier or customer organization that does or seeks to do business with the company. When such a financial interest exists, disclosure of this information in writing to the Chairman of the Board or the employee's supervisor, as applicable, is required to determine if a conflict exists or could arise and determine appropriate action, if any.

Fair dealing

As representatives of the company, we must endeavor to deal fairly with our customers, suppliers, competitors and employees. We must not take unfair advantage of anyone through manipulation,

concealment, misrepresentation of material facts or any other unfair-dealing practice.

Other employment or service

It is essential that we avoid involvement in any outside employment or service that may interfere with performing our duties or regular job, create a conflict of interest, provide an unfair business advantage, reflect unfavorably on the company, subject the company to public criticism or embarrassment, or violate applicable laws or regulations.

In the course of our service to the company, we may gain knowledge that would give us an unfair advantage in connection with other service or employment situations. We are expected to avoid participating in any outside activity where the facts, information, or equipment we have available to us as representatives of the company would provide, or appear to provide us with, an unfair advantage over others.

We are expected to disclose in writing any such other service or employment activities. This includes activities such as freelancing and consulting in professional capacities that are similar or related to our employment or service to the company or use similar skills or information gained from such employment or service.

Corporate opportunities

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; using corporate property, information, or position for personal gain; and competing with the company. Employees, officers and directors owe a duty to the company to advance its legitimate interests when the opportunity to do so arises.

Acceptance of gifts, favors, entertainment, payment

We must neither accept nor solicit any gifts, payments, finders' or agents' fees, services, valuable privileges or other significant favors from any person or organization that sells or

seeks to sell products or services to the company, or purchases products or services from the company, unless they are within published guidelines communicated to the directors or employees, as applicable. Questions regarding these guidelines should be referred to the Chairman of the Board or the employee's supervisor, as applicable.

Product endorsements

From time to time, we are asked by suppliers and customers to endorse, promote or give testimony for products, services or equipment used by the company. To protect the company, we should not provide any formal or public endorsements, because we cannot ensure or guarantee the performance and reliability of suppliers' products or services.

In some cases, businesses are allowed to identify the company as a customer or show a company facility in news releases, technical and trade articles and other published materials. However, prior approval must be obtained from the Vice President of the appropriate operating area and the Vice President-Corporate Communications.

Community involvement

The company has established a tradition of being a strong community supporter and a

responsible corporate citizen. And, as representatives of the company, we are encouraged to be active, responsible citizens in the communities in which we live, and to support organizations that add value to our communities and our environment. We should, however, use good judgment in selecting our community activities to assure that our participation does not conflict with our responsibilities to the company or its business interests.

Political activities, holding public office

We are encouraged to participate in political affairs at all levels by being well-informed, by exercising our privilege to vote our individual views, and by actively supporting candidates of our choice.

While our right to seek public office is recognized in company policy, we usually are not encouraged to choose this path of active political participation. Any director or employee interested in seeking public office or a highly visible community position should notify the Chairman of the Board or the employee's supervisor, as applicable.

Standards for Company Information

Communicating with the public

It is our policy, whether communicating with employees or with the public, to tell the truth at all times.

The Presidents of each company are responsible for releasing any information, that the public has a right to know, with the assistance of the Corporate Communications Department. The Corporate Communications Department provides staff support for communications with the public, employees, shareholders and customers and handles inquiries from the news media.

Directors and employees should refer all outside inquiries to the Chairman of the Board and the Corporate Communications Department, as applicable.

Nondisclosure of restricted, proprietary, inside and other company information

Restricted information. In the course of our service to the company, we may become aware of information which, out of respect for individual privacy, by agreement with third parties, or by law, is required to be kept confidential and has been made available only for limited purposes.

For the purpose of these Standards, restricted information means customer information and customer lists; salary, wage, benefits and other personnel data; vendor lists and vendor pricing; company telephone listings; and employee performance and other employee information contained in personnel files. Restricted information also means any information obtained from a third party which the company has by contract agreed to maintain as confidential and all non-public information that might be of use to competitors or harmful to the company or its customers if disclosed.

It is company policy not to disclose any restricted information outside the company. Any knowledge gained by us from restricted information may not be used for personal gain. Restricted information shall be accorded the same protection as the company's own proprietary information. Any exceptions to the above policy shall be recognized only upon the express written consent of the third party owner or provider of the restricted information, which shall be sought only by the company department that first obtained the restricted information.

Proprietary information. In the course of our service to the company, we may become aware of information developed or acquired by the company that is of great value to our competitiveness and success as a company and entrusted to us in connection with our responsibilities at the company. Each of us is responsible for the protection of such information entrusted to us.

For purposes of these Standards, proprietary information means any information which is for use, or is used, in the company's business which is not generally known to the public and the disclosure of which could competitively disadvantage or otherwise harm the company. Examples include any commercial, financial, scientific, technical information or data, any design, process, procedure, list of suppliers, or customers, business strategies or plans, methods or systems including computer software design and functions, information on pending or contemplated transactions including real

estate and other business acquisitions, pricing information, technical improvements, inventions and discoveries. In accordance with company policy, proprietary information must be kept confidential and may be disclosed only to those other employees and directors with a "need to know" as determined from our company's perspective, or to third parties that have contractually agreed to maintain the secrecy of the proprietary information. Any situations or incidents that could lead to the loss or misuse of proprietary information should be promptly reported to the applicable supervisor or the Corporate Compliance Officer.

Inside information is information about a company that has not been publicly disclosed (by press release, annual report, etc.) and is material (information that could reasonably be expected to affect the market price of that company's stocks, bonds or other securities). Some examples of material information are financial projections or results, mergers or acquisitions and changes in dividend policies. Inside information includes information about not only TECO Energy and its subsidiaries, but also any company that is publicly traded.

Directors and employees who have knowledge of material, non-public information are "insiders" and must abide by all applicable laws and regulations. This definition is not limited to just those individuals within the company who are required to file periodic reports of stock ownership and transactions with the Securities and Exchange Commission.

Federal law prohibits the purchase or sale of any securities by an individual on the basis of material information until that information is publicly disclosed. It also prohibits the disclosure of such information to an outsider and purchases or sales of securities by an outsider on the basis of such information.

In order to insure compliance with the law, responses to inquiries from financial analysts and other members of the financial and investment communities are handled through the TECO Energy Treasury Department.

Since use of the internet and *TECOnet* involves the use of company assets and information, the standards relating to use of company time, materials and equipment and company ownership of information resources apply.

The sensitivities of *TECO Energy's* various companies to antitrust exposures are distinct within the company's regulated and non-regulated businesses. As the nature of regulation affecting Tampa Electric and Peoples Gas changes, these sensitivities are heightened by the application of existing laws or the imposition of new regulations. Directors and employees must be aware of these areas of sensitivities during customer and competitor interactions along with certain interactions among companies and departments within companies. It is our responsibility to understand the standards of conduct, applicable laws and administrative policies that provide guidance for these areas as identified in the Corporate Compliance Plan. If you have questions, please contact an appropriate subject matter contact identified in these Standards of Integrity.

Company ownership of inventions and other intellectual property

During the course of our service to the company, we may develop or participate in the development of services, products, processes,

technology ideas, inventions and programs, such as training and communications, using the experience and knowledge gained through our involvement. Some of these developments may result in improvements or inventions eligible for protection under the patent laws. Other developments, such as written documents and computer software, may qualify as works of authorship entitled to copyright protection. Still other developments may constitute "know-how" entitled to protection under applicable trade secret laws even if patent or copyright protection is not obtained. (For the purpose of these Standards of Integrity, all such developments are collectively referred to as "intellectual property.")

Each director and employee is given a copy of the *TECO Energy Standards of Integrity* booklet which includes the "Agreement Protecting the Company's Assets and Information" and is required to sign an acknowledgement form at the completion of orientation and each periodic training session. Under this Agreement, all such services, products, processes, ideas, technology, inventions, programs, as well as any intellectual property rights resulting therefrom, are and will remain the property of the company until and unless the company releases its ownership in writing.

Standards for Company Resources, Expenses

Use of company time, materials and equipment

Protection of company property and equipment is vital to our business. Preventing theft, fraudulent or negligent use of company property, documents and equipment helps hold down the company's costs and allows us to be more competitive.

We are authorized to use company materials, equipment, and information for conducting the company's business. This includes internet

access and e-mail which are provided as tools for business and job-related duties. Any other use must be approved by the applicable supervisor and then authorized in writing by the proper level of management.

Copyrighted materials belonging to entities other than the company may not be transmitted through e-mail, *TECOnet*, or the internet. All directors and employees obtaining access to other companies' or individuals' materials must respect all copyrights and may not copy, retrieve, modify or forward copyrighted

materials, except with written permission. We should assume that information is copyrighted unless specifically stated otherwise.

Company property should not be sold, loaned, given away or otherwise disposed of without appropriate approval, including clearance from the appropriate operating company officer.

Company records should be used strictly for business purposes. Any personal data about customers and employees, as well as company business records and documents, must be carefully safeguarded and kept confidential.

Company ownership of information resources

The company's information resources including, without limitation, its computer systems, hardware and data stored on computer hard drives or disks and all other company-generated publications and multi-media products are valuable company assets. Information resources and systems are critical to the management, marketing and operations of the company.

Our investment in the systems and the data they process is substantial and must be carefully safeguarded. These systems must be protected against damage, theft, fraudulent manipulation and unauthorized access that could lead to unauthorized disclosure of company information.

Computer programs and other communications developed by us within the scope of our service to the company automatically are the property of the company. By contractual arrangement, computer programs and other communications developed by outside vendors may become property of the company. Any rights to such programs are held exclusively by the company and not by directors or employees.

Not all software used by the company is owned by it. Many are proprietary products licensed from software firms which, to protect their proprietary rights, impose patent, copyright and other contractual obligations on the company.

Therefore, to ensure the company does not violate copyright laws or other laws governing intellectual property, or subject itself to a lawsuit, software should be used only in accordance with its license agreement. Unless otherwise provided in the license, any duplicating of copyrighted software, except for backup and archival purposes, is a violation of copyright law and is contrary to our company's standards.

In addition, we should not make any program or its documentation available for use by anyone outside the company or by any director or employee for personal purposes.

Our computer facilities are provided for company projects and are not to be used for any other purpose unless expressly authorized by the Chief Information Officer.

Employee business expenses and company travel

During the course of business, many of us incur expenses on behalf of the company. It is the company's policy to reimburse us for all necessary, business-related expenses. Permitted expenses are outlined in the Administrative Policies and Procedures. Reimbursement is made only after approved statements, including required receipts, are submitted.

Company credit cards, including the corporate American Express cards, are to be used for company business only and are subject to the terms and conditions set forth when they are issued.

When we attend meetings, conferences and seminars outside the company that are related to company business, we must receive prior approval from our supervisors or the Chairman of the Board, as applicable.

And, selection of the mode of transportation for company business should be done in accordance with the applicable administrative policy on travel.

We are allowed to retain travel incentive benefits that are received as a result of company business travel, but travel arrangements such as the selection of an airline carrier must be based upon good business practice, not upon travel incentive benefits.

Equal opportunity, affirmative action and non-discrimination

We work for a company that recognizes its duty to provide equal employment opportunities to all qualified persons. We are expected to adhere to all laws, regulations and company policies relating to equal opportunity, affirmative action and non-discrimination.

The company is committed to a policy of equal opportunity in the hiring, training, transferring and promotion of all employees, as well as providing reasonable accommodations to employees with disabilities. In addition, the company has developed and administers an effective affirmative action program with benefits applied equally, fairly and consistently to all employees, without regard to race, color, religion, sex, marital status, age, veteran's status, handicap or national origin.

Diversity

Our company culture embodies open, valued, and respectful relationships among all team

members and with customers, shareholders, and the communities we serve. We strive to improve our ability to use diversity to compete in all markets, in order to achieve our strategic business objectives and enhance our growth in market share. We endeavor to respect new and different perspectives to achieve our company goals.

Safe and healthy work environment

The company assigns a high priority to the well-being of its workforce. Consequently, we maintain a drug-free workplace program, along with aggressive accident prevention and security programs. The possession or use of alcohol or non-prescription drugs while on the job is strictly prohibited.

Compliance with environmental regulations

We will conduct our business with the highest regard for ethics, regulatory authority and the spirit as well as the letter of environmental law. We will monitor and assess our activities to assure compliance with environmental standards. We are prepared to deal with environmental emergencies or accidents quickly and responsibly, and will make all reasonable attempts to prevent inadvertent impacts on our environment.

Standards for Compliance With Laws

Compliance and enforcement

All of us are expected to use good ethical judgment in conducting business on behalf of the company.

The company is committed to its Code of Ethics and Standards of Integrity. Directors and employees are expected to acknowledge and comply with this Code and these Standards by which the company conducts its business. If these standards are not followed, disciplinary action, including termination, as well as legal action, may result.

Disclosure policy

The company is committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports it files and other public communications. Every employee must support such disclosures by ensuring that information for which that employee is responsible is not only properly recorded, but also fully and accurately communicated in a timely fashion to appropriate company personnel.

Compliance with laws, regulations

We also conduct our business with the highest regard for the spirit as well as the letter of the law. We are expected to comply with all applicable federal, state and local laws and regulations, including those pertaining to international trade and transacting business with foreign governments and in foreign countries. We will maintain the highest standards of accuracy, for all submissions to regulatory or other governmental agencies. All of our submittals will be verified for accuracy. Directors and employees should seek appropriate advice from the Legal Department or the Corporate Compliance Officer for guidance and should report any possible violations as soon as they are known.

The company will keep confidential the identity of anyone reporting a possible violation and will not allow retaliation for reports made in good faith. If a director or employee believes a violation has occurred, it should be reported immediately. *This may be done by calling a special HotLine exclusively devoted to this purpose: The number is 1-800-272-3170. The Write-to-Know Program and the On-line Reporting System may also be used to report violations.*

And, consistent with our obligations under the law and our enforcement procedures, the company will keep confidential the identity of anyone against whom allegations of violations are brought, unless and until it has been determined that a violation has occurred. Disciplinary action will be taken in such cases on a consistent basis.

Corporate Compliance Plan

Ethics has always been an important part of the way TECO Energy and its subsidiaries do business. The booklet you are now reading was first issued in 1988 as the initial part of the Standards of Integrity program. Since 1988, the Standards of Integrity program has been updated several times with the inclusion of training and business conduct and regulatory code of conduct questionnaires.

So when we decided to formalize our Corporate Compliance Plan, we were able to build on a foundation that already existed. We decided to take a more systematic approach to legal compliance because we wanted to centralize compliance procedures, ensure comprehensive coverage and effectively respond to federal sentencing guidelines. Under the guidelines, the ethical program and measures in place for the prevention and detection of violations of the law are taken into consideration in the penalties applicable to the company and its sentencing in the event of a violation of law.

The basic objectives of our Corporate Compliance Plan are to (a) prevent and detect violations of the law; (b) communicate to directors and employees the company's legal compliance expectations; and (c) implement compliance plans specifically designed for the areas that are most legally sensitive.

In 1993, an oversight committee with representatives from all operating companies and disciplines was formed. The mission of that committee was to develop, implement and maintain a comprehensive program based on sound ethical business practices to ensure compliance with and to prevent and detect violations of the law.

Since TECO Energy has had a long history of commitment to ethical business practices and sensitivity to meeting the requirements of all applicable laws, rules and regulations, it was appropriate to review our existing policies and procedures to assure maximum effectiveness.

As a company with highly-regulated businesses at both the state and federal levels as well as highly competitive unregulated businesses, each of TECO Energy's operating companies has always been sensitive to its public and highly visible profile and, accordingly, had a heightened awareness of the need to comply with the spirit and letter of the law.

A key part of the committee's efforts was an analysis of key areas, conducted by specially-formed subgroups. The Oversight Committee's compliance plan includes separate compliance plans for each of the subject matter areas analyzed by the subgroups.

The compliance plan is administered by TECO Energy's designated Compliance Officer and the Senior Vice President-General Counsel and is continually reviewed and monitored by a multi-disciplined Corporate Compliance Oversight Committee. A listing of the current Oversight Committee membership is included in the front panel of this booklet and will be updated from time to time.

Inquiries relating to ethical or compliance issues or violations of laws can be directed to your supervisor, the officer responsible for your department, a member of the Oversight Committee or the Compliance Officer.

In addition, ethical and compliance violations may be reported in one of three (3) confidential ways:

(a) *Compliance HotLine.* The Compliance HotLine is maintained in the Compliance Officer's department to allow employees to make anonymous inquiries on ethical or other matters or to report violations anonymously to the Corporate Compliance Officer. The HotLine number is 1-800-272-3170 or extension 32777.

(b) *The Write-to-Know Program.* The company's confidential Write-to-Know Program allows employees to anonymously communicate general concerns or questions about the company including concerns and questions regarding ethics or legal compliance. The Write-to-Know questions should be sent to the Corporate Communications Department. Questions regarding ethics or legal compliance are forwarded by Corporate Communications to the TECO Energy Chief Human Resources Officer, the Director-Audit Services and the Compliance Officer. Reports of ethical or legal violations are forwarded to the Compliance Officer.

(c) *On-Line Reporting System.* The On-Line Reporting mechanism provides easier and more versatile access for employees both at work and from home in making inquiries and reports to the Corporate Compliance Department. The Corporate Compliance web site can be accessed either through the TECO intranet (select TECO Energy and then select Corporate Compliance) or through the internet and accessing the TECO Energy web site (www.tecoenergy.com). Once on the Corporate Compliance site, by clicking on the box entitled "On-Line Reporting", the individual is automatically linked to the "Inquiry/Reporting Form". This form works like an e-mail. Just fill out the appropriate areas of the form and click "Send" at the bottom of the form.

The Inquiry/Reporting Form automatically generates a report number. The report number should be maintained in the reporting individual's private records as it can be used in the future to check the status of any inquiry or complaint by clicking on the box entitled "Report Status". In addition to being able to check the status, the person filing the inquiry or complaint will also be able to view a response as to the final findings regarding their report.

Corporate Compliance Subject Matter Areas

Antitrust

MISSION STATEMENT:

To monitor areas within TECO Energy and its subsidiaries that have exposure to violations of antitrust laws, and recommend activities that will ensure compliance with and prevention and detection of violations of these laws.

Company Information and Records

MISSION STATEMENT: To monitor areas within TECO Energy and its subsidiaries for potential exposure to violations of laws related to company records as well as protection of intellectual and other company-owned property.

Credit, Collections, Customer Service and Purchasing

MISSION STATEMENT: To recommend and implement standards and procedures for compliance with and for the prevention and detection of violations of law in matters involving credit, collections, customer service, materials management, and procurement.

Electric and Gas Economic Regulation

MISSION STATEMENT: To recommend, implement, and monitor procedures which are necessary to ensure initial and ongoing compliance with the state and federal regulatory requirements applicable to TECO Energy's gas and electric businesses.

Environmental

MISSION STATEMENT: To implement and maintain a comprehensive environmental compliance program based on sound business practices to ensure compliance with, and to prevent violations of, environmental law, rules and regulations.

Government Affairs

MISSION STATEMENT: To implement and maintain comprehensive standards and procedures in TECO Energy's relationship with government agencies which incorporate sound business practices which are based on high

ethical standards and integrity and which ensure compliance with and prevent violations of law.

Labor, Benefits and Employment

MISSION STATEMENT: To review areas within TECO Energy and its subsidiaries for potential exposure for violations of labor, benefits and employment laws and to ensure that corrective procedures and/or sensitivities are in place as necessary.

Risk Management

MISSION STATEMENT: To identify and review various sensitive areas and activities within TECO Energy and its subsidiaries for potential exposure to violations of laws and corporate exposure related to risk management (including energy-related transactions and marketing) and to take action to prevent any such violations.

Safety

MISSION STATEMENT: To review and monitor areas and activities within TECO Energy and its subsidiaries for potential exposure to safety violations and recommend any additional activities to assist with a safe work environment.

Securities

MISSION STATEMENT: To monitor areas within TECO Energy and its subsidiaries that have exposure to violations of laws related to securities and corporate governance and identify existing programs and recommend and implement additional activities that will ensure compliance with and prevent and detect violations of those laws.

Taxes

MISSION STATEMENT: To review and monitor areas within TECO Energy and its subsidiaries for potential exposure to violations of laws related to various federal, state and local taxes and recommend any additional activities to ensure compliance with and prevent violation of those laws.

Agreement Protecting the Company's Assets and Information

In consideration of my service to TECO Energy, Inc., or one of its subsidiaries or affiliates (which companies shall be hereinafter referred to as "the company"), and of the further continuation of such service, and the compensation paid to me in connection with such service, and for other good and valuable consideration, I understand and agree as follows:

The terms "restricted information," "proprietary information," "inside information," and "intellectual property" when used in this "Agreement Protecting the Company's Assets and Information," shall have the same meanings as those terms when used in these Standards of Integrity.

(a) I will communicate to the company promptly and fully all intellectual property made, developed, conceived or written by me within the scope of or as a result of or incidental to my service with the company, either solely or jointly with others, which are related to the business, work, equipment, processes, investments or investigations of the company, or which result from or are suggested by any work I may do for the company. Such intellectual property, whether or not patented or made subject to copyright or trademark registration, shall be and remain the sole and exclusive property of the company or other parties as may be designated by the company.

(b) I will keep and maintain adequate and current written records of all such intellectual property at all stages in the form of notes, sketches, drawings, current drafts and reports, which shall be and remain the property of and available to the company at all times.

(c) I will, during and after my service, at the request and expense of the company, assist the company in every reasonable way to obtain and to vest in the company title to any patents or copyrights on and in such intellectual property or any trademarks registered in connection with any company-related work in all countries as may be applicable. I further agree to execute all necessary or desirable documents, including, but not limited to, applications for patents and copyrights and assignments thereof or of other non-patented intellectual property.

(d) I will not, during or after my service, disclose or use any of the company's intellectual property or its proprietary, restricted, inside information, knowledge or data, or other confidential information as such is identified by the company which I may have obtained during the course of my service, (i) unless I am authorized in writing to do so, or (ii) unless, and then only to the extent that, the information to be disclosed or used has become generally known to the public by means other than by my act or omission.

(e) I warrant that I have not previously assumed any obligations inconsistent with this agreement.

The company acknowledges that certain intellectual property may have no value to the company. And, the company agrees that, if requested by me, it will review all information pertaining to such intellectual property and determine whether it will agree to release its ownership rights. Any release of the company's ownership rights shall be valid only if in writing and signed by an authorized officer of the company.

This agreement shall be binding on my heirs, legal representatives and assignees, and shall remain in effect for the benefit of any successors and assignees of the company. This agreement supersedes all previous agreements, written or oral, relating to the above subject matter, and may not be changed orally.

This agreement shall be construed and enforced according to the laws of the State of Florida.