



450 – 1 Street SW
Calgary, Alberta T2P 5H1

Tel: (403) 920-2977
Email: ryan_rodier@tcenergy.com

April 27, 2021

Filed Electronically

Canada Energy Regulator
Suite 210, 517 Tenth Avenue SW
Calgary, AB T2R 0A8

Attention: Mr. Jean-Denis Charlebois, Secretary of the Commission

Dear Mr. Charlebois:

**Re: TC Energy Corporation (TC Energy)
Canadian Gas Pipelines Code of Conduct
Compliance Report for the Year Ended December 31, 2020**

In accordance with section 5.3 of the Canadian Gas Pipelines Code of Conduct (Code) and its accompanying Compliance Plan (Plan), TC Energy is filing its Compliance Report for the year ended December 31, 2020.

This filing will also be posted on <http://www.tccustomerexpress.com/cgp-code-of-conduct.html>.

If you have any questions or concerns with respect to the enclosed, please contact the undersigned at (403) 920-2977 or by e-mail at ryan_rodier@tcenergy.com.

Yours truly,
TC Energy Corporation

Original signed by

Ryan V. Rodier
Manager
Inter-Affiliate, Compliance Training & Services

Enclosure

cc: Tolls, Tariff, Facilities & Procedures Committee
Tolls Task Force

**COMPLIANCE REPORT:
CANADIAN GAS PIPELINES CODE OF CONDUCT
FOR YEAR ENDING DECEMBER 31, 2020**

INTRODUCTION

1.1 Reporting Obligation

This Compliance Report (Report) is prepared pursuant to section 5.3 of the Canadian Gas Pipelines Code of Conduct (Code) and its accompanying Compliance Plan (Plan). The Code applies to TransCanada PipeLines Limited (TCPL) in relation to the TCPL Mainline and TCPL's wholly-owned, federally regulated gas pipelines in Canada which are Nova Gas Transmission Ltd. (NGTL), Foothills Pipe Lines Ltd. and Great Lakes Pipeline Canada Ltd. (collectively, the Pipelines).

The Report must be filed with the Canada Energy Regulator (CER) within 120 days of the previous calendar year end. This Report is for the period from January 1, 2020 to December 31, 2020 (the Reporting Period). Capitalized terms used in this Compliance Report have the meaning attributed to the terms in the Code, unless otherwise defined.

1.2 Contents of the Report

Pursuant to section 5.3 of the Code, the Report shall be prepared annually and will include the following information prepared in respect to the Reporting Period:

- a) a list of all Services Agreements in effect at any time during such period;
- b) a corporate organization chart for TransCanada and its Affiliates indicating relationships and ownership percentages;
- c) an overall assessment of compliance with the Code;
- d) an assessment of the effectiveness of the Compliance Plan and any recommendations for modifications thereto;
- e) in the event of any material non-compliance with the Code, a comprehensive description thereof and an explanation of all steps taken to correct such non-compliance;
- f) subject to the confidentiality provisions of Section 4 of the Code, a summary of disputes, complaints and inquiry activity during the year;
- g) a summary list of any exemptions granted to the Code by the CER or exceptions utilized, including the exception for Emergency Services; and
- h) two certificates, each in the form attached as Schedule "A" to the Code, attesting to completeness of the Compliance Report and compliance with the Code, one certificate signed by the Senior Vice-President, Canada (Natural Gas division) or similar role with equivalent authority and a second certificate signed by the Compliance Officer.

2.0 COMPLIANCE REPORT

2.1 List of Services Agreements

A list of all Services Agreements in effect at any time during the Reporting Period between the Pipelines and Affiliates are provided in Appendix 1.

2.2 Corporate Organization Chart

Corporate organization charts showing the relationships between TCPL and its Affiliates, including ownership percentages, as of December 31, 2020, are provided in Appendix 2. The organization charts reflect the corporate structure that was in existence at the end of the Reporting Period.

2.3 Assessment of Compliance with the Code

TCPL, as the owner and operator of the Pipelines, is fully committed to the spirit and intent of the Code and believes it is operating in compliance with the requirements of the Code. TCPL's Affiliates are also operating in compliance with the requirements of the Code with respect to any interactions with the Pipelines.

Training

TC Energy continues to communicate the contents of the Code to its personnel in an effort to ensure continued compliance. On an annual basis, the Corporate Compliance Training team administers mandatory online Inter-Affiliate Codes¹ Training and Certification to all active personnel. In addition to this annual course assignment, when new personnel are engaged at TC Energy they are required to complete the Inter-Affiliate Codes Training and Certification within 30 days of their hire/engagement date. Inter-Affiliate Compliance requirements are also mentioned in other online courses at TC Energy, and Inter-Affiliate Compliance also provides in-person or targeted training sessions to certain business units upon request.

The Inter-Affiliate Codes Training includes modules that comprise an executive introduction, lessons providing information on the requirements of the Code, and how the Code affects personnel and their work. After completing the Inter-Affiliate Codes Training, personnel will be able to understand: (i) the Inter-Affiliate Codes, their main objectives, and how to comply with them; (ii) how to comply with TC Energy's processes designed to uphold the Inter-Affiliate Codes; (iii) the process for raising relevant questions or inquiries; and, (iv) how to seek guidance and report a concern. The training also includes sample scenarios and is followed by a mandatory quiz containing a number of questions, all of which must be answered correctly in order to successfully complete the training.

¹ TC Energy complies with the following which are collectively known as the Inter-Affiliate Codes: Canadian Gas Pipelines Code of Conduct (Code); TCPL Canadian Mainline Bid Floor Personnel (BFP) Information Policy (BFP Policy); U.S. Federal Energy Regulatory Commission Standards of Conduct for Transmission Providers (FERC SOC); the U.S. *Interstate Commerce Act*; and, TC Energía Code of Conduct in Mexico (Mexico Code). Separate training is provided for the Mexico Code.

In 2020, Inter-Affiliate Codes Training Certifications were submitted by all active TC Energy personnel who completed Inter-Affiliate Codes Training. Training Certifications are automatically generated following the successful completion of the course and the quiz. Certifications are required to be completed by personnel for both the annual deployment of training and ongoing new personnel training. These Certifications also confirm that personnel have received or have access to the current version of the Code, are aware of its contents, agree to abide by its requirements, and that they have abided by the Code in the previous year (as applicable to their role within the organization). Copies of signed or electronic Certifications are maintained by the Corporate Compliance Department on behalf of the Compliance Officer.

Internal Controls and Processes

To accommodate information management and separation of functions, all TC Energy personnel have been assigned an Inter-Affiliate Regulatory Role Classification (IAARC) of either Regulated, Non-Regulated or Shared based on their function within the organization and the requirements of the Code, which makes identification of Non-Regulated personnel unambiguous. IAARCs are used in a number of automated and manual processes to help manage Inter-Affiliate compliance and ensure that Non-Regulated personnel do not have access to Confidential Information and Pipeline Information (collectively, Regulated Information).

TC Energy's Information Services (IS) environment has robust compliance processes in place to achieve separation of Regulated Information from Non-Regulated Affiliates and personnel. TC Energy's identity and access management systems and processes deliver both preventative and detective controls which consist of software, hardware and supporting processes to manage personnel's access to physical and virtual entitlements based on their IAARC. Components of the identity and access management systems and processes include the Office 365 Registry and SailPoint Identity IQ (SailPoint).

1. The Office 365 Registry lists all SharePoint sites and MS Teams with their respective regulatory classification (i.e., Regulated or Non-Regulated) and also provides a source of records for sites and teams. As of January 1, 2021, all SharePoint sites and MS Teams have been migrated online to Office 365. Inter-Affiliate Compliance and IS also monitor access to Regulated SharePoint sites and MS Teams through a bi-weekly automated audit script to ensure Non-Regulated personnel do not have access to Regulated SharePoint sites and MS Teams.
2. SailPoint is used to manage identities, accounts and access for all personnel with respect to automated requesting, approval, and provisioning of selected enterprise applications and infrastructure assets. SailPoint manages requests for most of TC Energy's business applications, infrastructure assets and physical access. The Inter-Affiliate Compliance Department is notified of potential compliance issues via Transmission Compliance Reviews (TrC Review) and Access Requests generated from SailPoint, and also when personnel change IAARC triggered via a Compliance Transfer Certification (CTC). Each notification is then reviewed to confirm the related access request or change is in compliance.

SailPoint is also used to conduct an automated quarterly review of all software applications and is completed by the Cyber Security Office. Each Information Asset Owner (IAO) is

sent a list of users who have access to the application for which the IAO is responsible. The IAO must certify or revoke each user's access, and IAOs also consult with Inter-Affiliate Compliance to confirm access is in compliance. The certifications provide an additional control by ensuring that the list of personnel who have access to Regulated applications is verified on a regular basis.

2.4 Assessment of Compliance Plan Effectiveness

The Plan describes the measures, procedures and monitoring mechanisms that the Pipelines employ to ensure full compliance with the provisions of the Code. The Code also contains measures to ensure that the Pipeline's Affiliates comply with all aspects of the Code when interacting with the Pipelines.

The Compliance Plan has been effective in achieving the objectives of the Code, namely by:

- providing transparent and consistent guidance respecting Affiliate activities and transactions;
- setting standards that result in Affiliates and customers being treated fairly and consistently, preventing cross-subsidization, and preventing preferential treatment;
- protecting and setting standards for the use of customer Confidential Information collected in the course of providing services and access to facilities; and
- avoiding anti-competitive practices between the Pipelines and their Affiliates, which may be detrimental to the interests of the Pipelines' customers.

As demonstrated in the reporting provided below in sections 2.5 and 2.6 in this Report, TC Energy has complied with the Code and continues to adhere to the requirements set out by the Code and Plan. Personnel, including directors, officers, employees, contractors and Affiliates have access to the Code and Plan via TC Energy's internal and/or external websites and, as described in section 2.3 of this Report, the Code and Plan is also provided to personnel during the mandatory Inter-Affiliate Codes Training that must be completed annually and within 30 days of hire/engagement date. Through training and available resources, personnel are therefore aware of the requirement to adhere to the Code and if needed can contact Inter-Affiliate Compliance for guidance.

2.5 Comprehensive Description of any Material Non-Compliance with the Code

The Pipelines are not aware of any circumstances involving a material non-compliance with the Code requirements during the Reporting Period.

2.6 Summary of Disputes, Complaints and Inquiry Activity

The Pipelines did not receive any complaints, inquiries, or disputes during the Reporting Period. The Pipelines have encouraged parties to seek additional information or clarification of Code provisions and responsibilities if they had any questions or concerns. The only inquiries received by the Pipelines were routine informal inquiries from stakeholders seeking guidance of an educational nature. These interactions did not in any way constitute disputes or complaints.

2.7 Summary List of Any Exemptions to the Code including Emergency Services.

No exemptions to the Code were requested by or granted to the Pipelines during the Reporting Period. Similarly, no emergency services were provided to or received by the Pipelines during the Reporting Period.

2.8 Officer's Certificates

Two Officer's Certificates, one signed by the Compliance Officer and one signed by the Senior Vice-President, Canada Gas Commercial for the Reporting Period are provided in Appendix 3. These officers attest to the completeness of the Compliance Report and the Pipeline's compliance with the Code over the Reporting Period.

3.0 CONCLUSION

The Pipelines believe they have complied with and operated in accordance with the provisions, spirit and intent of the Code for the Reporting Period. The Pipelines will post this Compliance Report on the internet and notify interested parties of its availability.

APPENDIX 1
LIST OF SERVICE AGREEMENTS

Canadian Gas Pipelines
Code of Conduct
2020 Compliance Report

LIST OF AFFILIATE SERVICE AGREEMENTS

Pipeline	Affiliate	Agreement
Foothills Pipe Lines Ltd.	NOVA Gas Transmission Ltd.	Firm Service for Transportation of Gas
Foothills Pipe Lines Ltd.	NOVA Gas Transmission Ltd.	Operational Balancing Agreement
TransCanada Pipelines Limited Canadian Mainline	Great Lakes Gas Transmission Company	Transportation Service Agreement
TransCanada Pipelines Limited Canadian Mainline	Great Lakes Pipeline Canada Ltd.	Transportation Service Agreement
TransCanada Pipelines Limited Canadian Mainline	NOVA Gas Transmission Ltd.	Gas Balancing Agreement
TransCanada Pipelines Limited Canadian Mainline	Portlands Energy Centre LP	Gas Transportation Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Calibrations Ltd.	Lease Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Calibrations Ltd.	Gas Stream Use Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Calibrations Ltd.	Station 41 Upgrades Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Energy Ltd.	Electrical Service Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Energy Ltd.	Gas Transportation Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Gas Storage Partnership	Gas Storage Services Contract
TransCanada Pipelines Limited Canadian Mainline	TransCanada Keystone Pipeline Limited Partnership	Lease Agreement
TransCanada Pipelines Limited Canadian Mainline	TransCanada Turbines Ltd.	Service Agreement
TransCanada Pipelines Limited Canadian Mainline	Trans Québec & Maritimes Pipeline Inc.	Transportation Service Agreement
NOVA Gas Transmission Ltd.	CrossAlta Gas Storage & Services Ltd.	Operational Balancing Agreement
NOVA Gas Transmission Ltd.	Foothills Pipe Lines Ltd.	Firm Service for Transportation of Gas
NOVA Gas Transmission Ltd.	Foothills Pipe Lines Ltd.	Operational Balancing Agreement
NOVA Gas Transmission Ltd.	TransCanada Energy Ltd. (1)	Transportation Service Agreement
NOVA Gas Transmission Ltd.	TransCanada Energy Ltd.	Lease Agreements
NOVA Gas Transmission Ltd.	TransCanada Gas Storage Partnership	Transportation Service Agreement
NOVA Gas Transmission Ltd.	TransCanada Keystone Pipeline Limited Partnership	Lease Agreements
NOVA Gas Transmission Ltd.	TransCanada Pipeline Ventures Limited Partnership	Fort McMurray Transportation Services Agreement
NOVA Gas Transmission Ltd.	TransCanada PipeLines Limited	Operating Agreement
NOVA Gas Transmission Ltd.	TransCanada PipeLines Limited	Gas Balancing Agreement
NOVA Gas Transmission Ltd.	TransCanada PipeLines Limited	Lease Agreement
NOVA Gas Transmission Ltd.	TransCanada Power, a division of TransCanada Energy Ltd.	Transportation Service Agreement
Great Lakes Pipeline Canada Ltd.	TransCanada PipeLines Limited	Operating Agreement
Great Lakes Pipeline Canada Ltd.	TransCanada PipeLines Limited	Transportation Service Agreement

Note : (1) Includes transactions with TransCanada Power, a division of TransCanada Energy Ltd

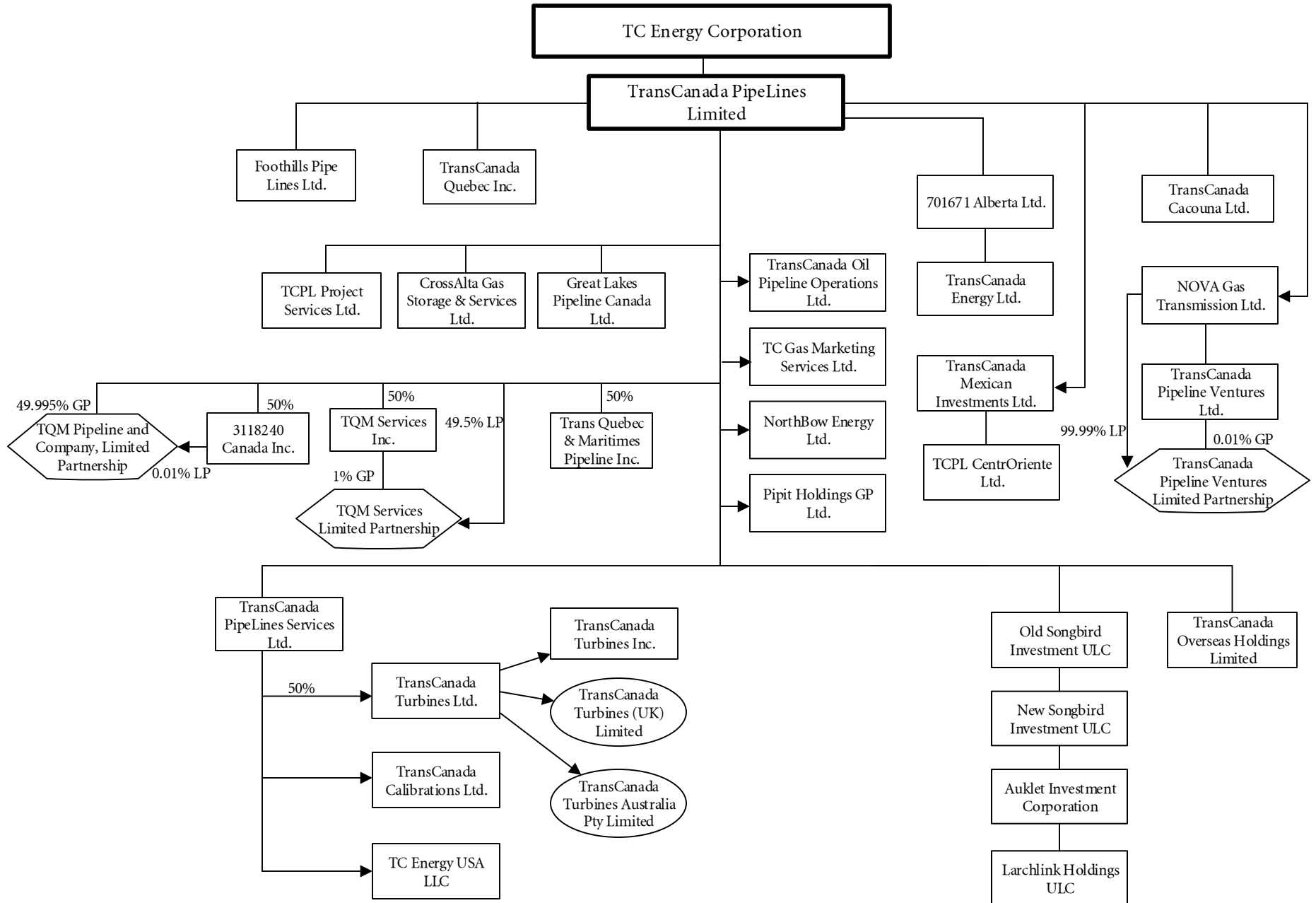
**APPENDIX 2
CORPORATE ORGANIZATION CHART**

**Canadian Gas Pipelines
Code of Conduct
2020 Compliance Report**

Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited

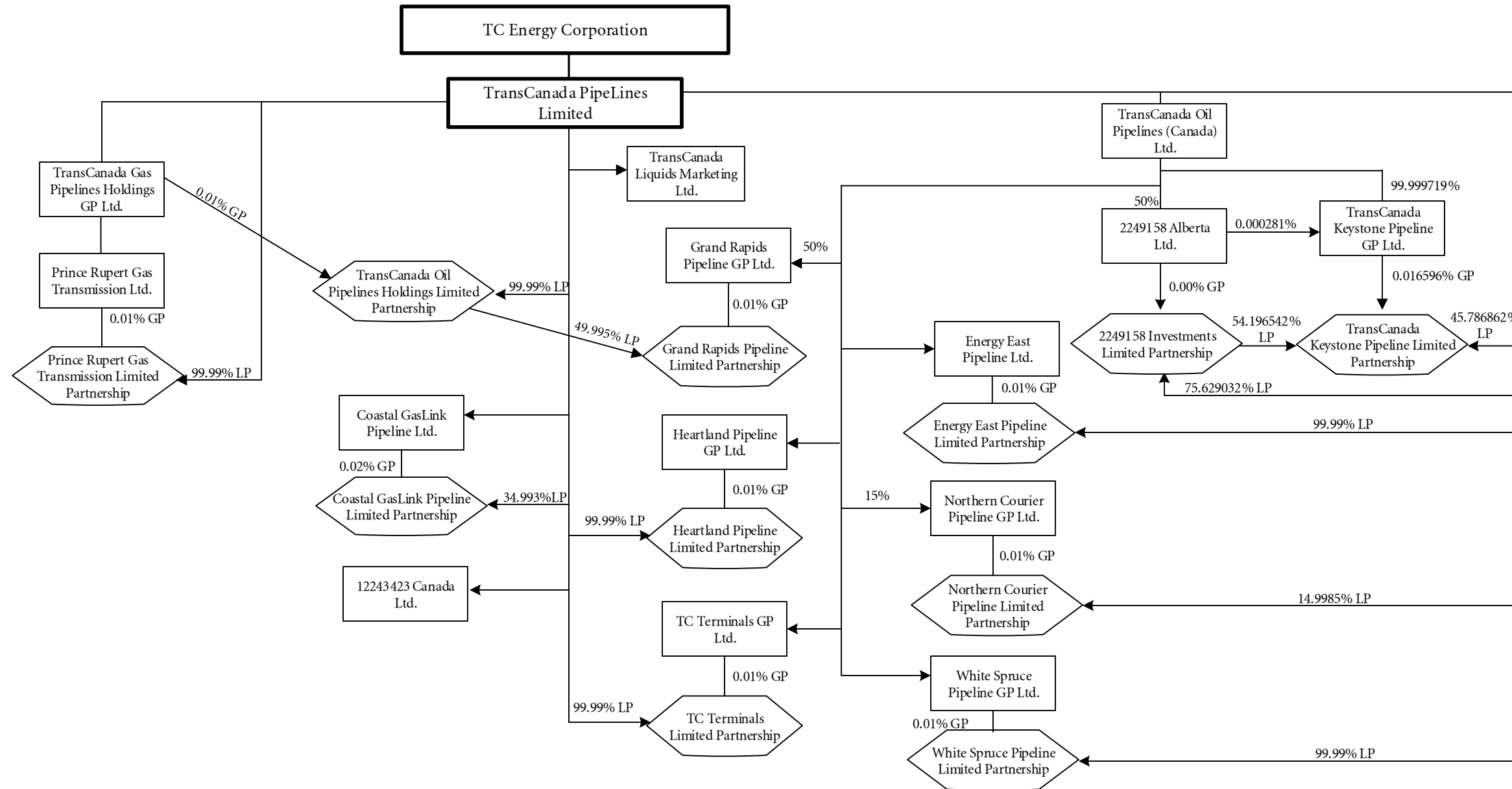
Canadian Active Subsidiaries & Affiliates

100% owned unless otherwise indicated



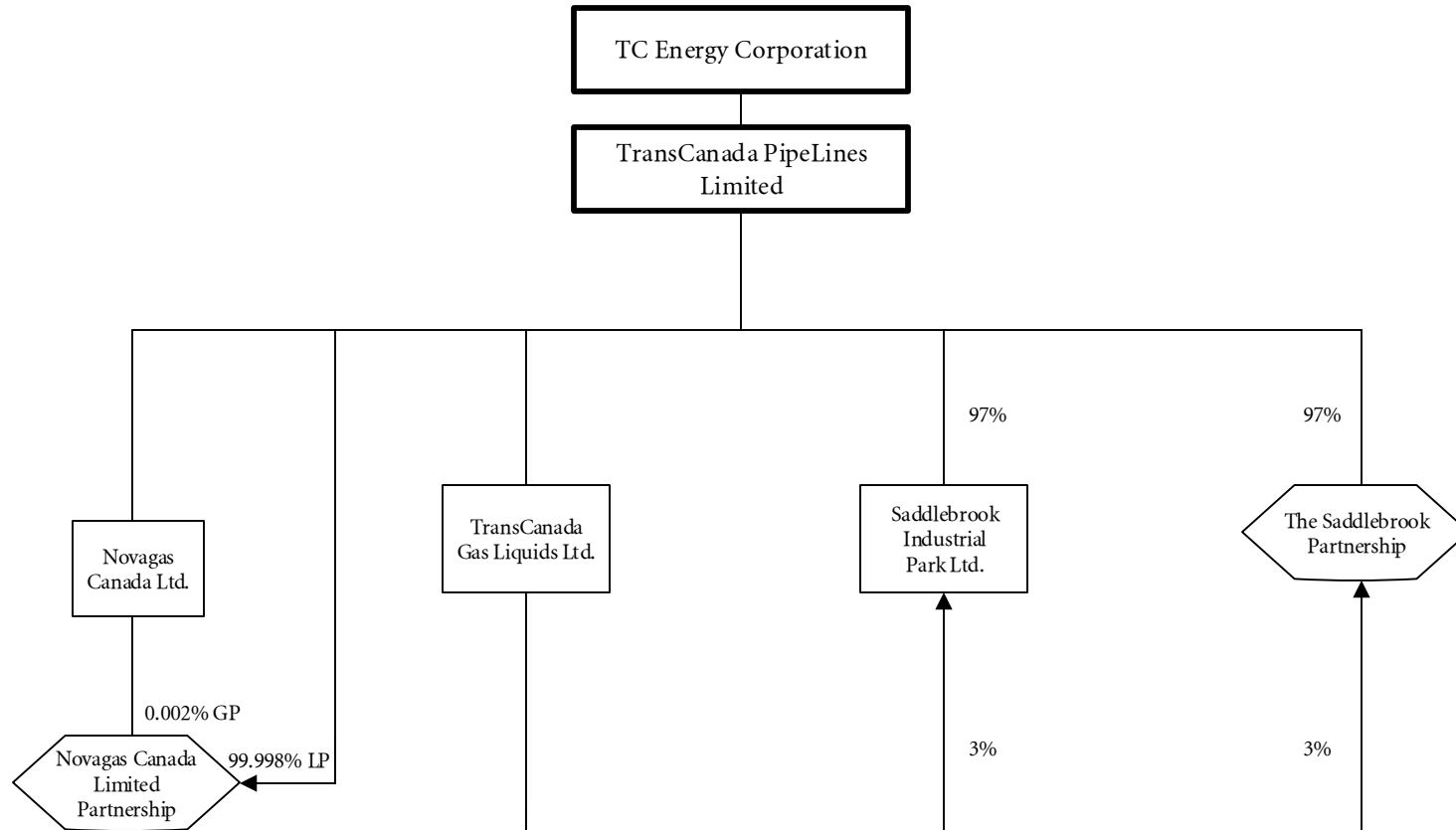
Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
Canadian Active Subsidiaries & Affiliates as it relates to
Prince Rupert, Coastal, TransCanada Liquids Marketing Ltd., Energy East,
Grand Rapids, Heartland, Keystone, Northern Courier and TC Terminals.

100% owned unless otherwise indicated



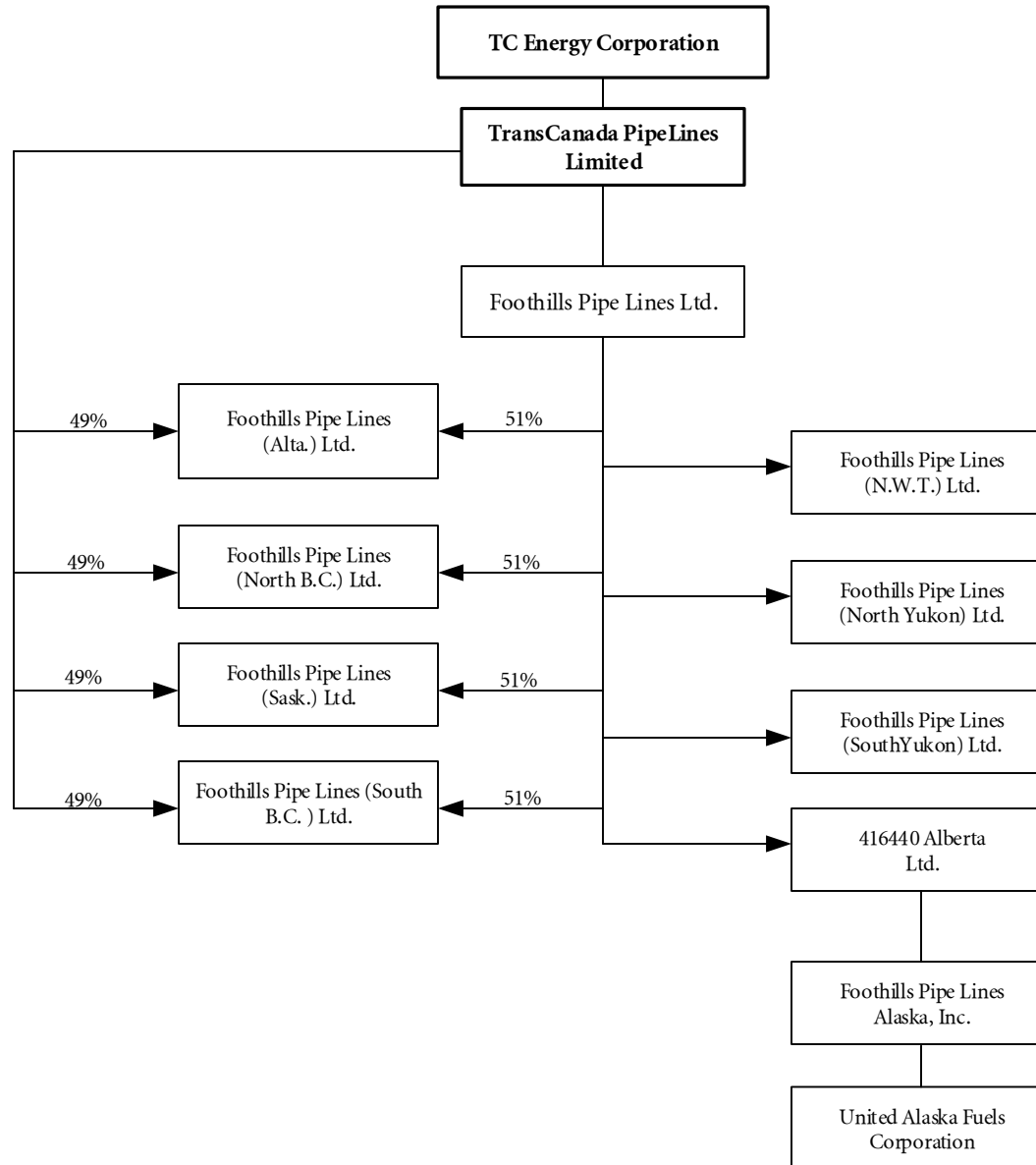
Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited Canadian Midstream Active Subsidiaries & Affiliates

100% owned unless otherwise indicated

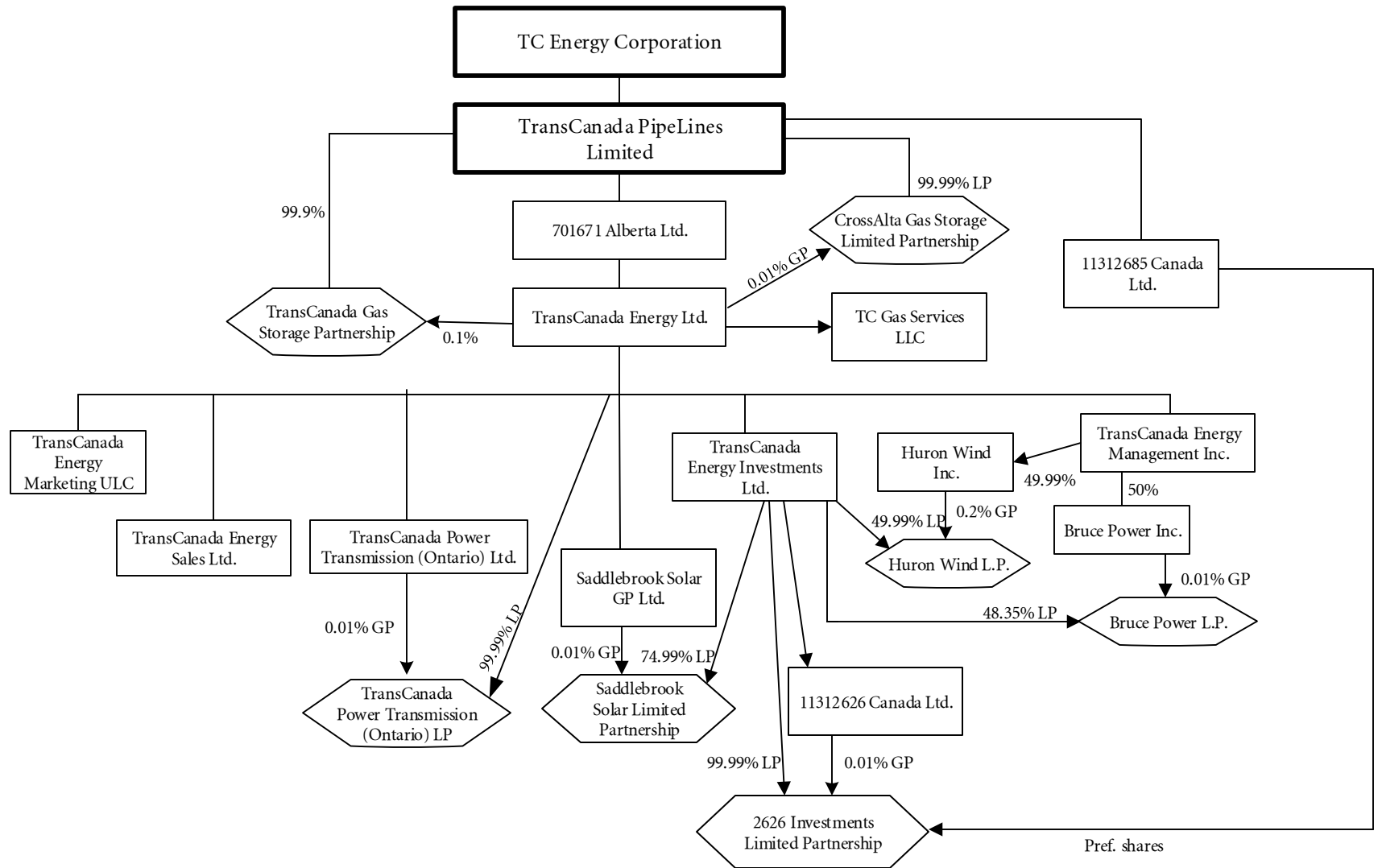


Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited Active Subsidiaries & Affiliates of Foothills Pipe Lines Ltd.

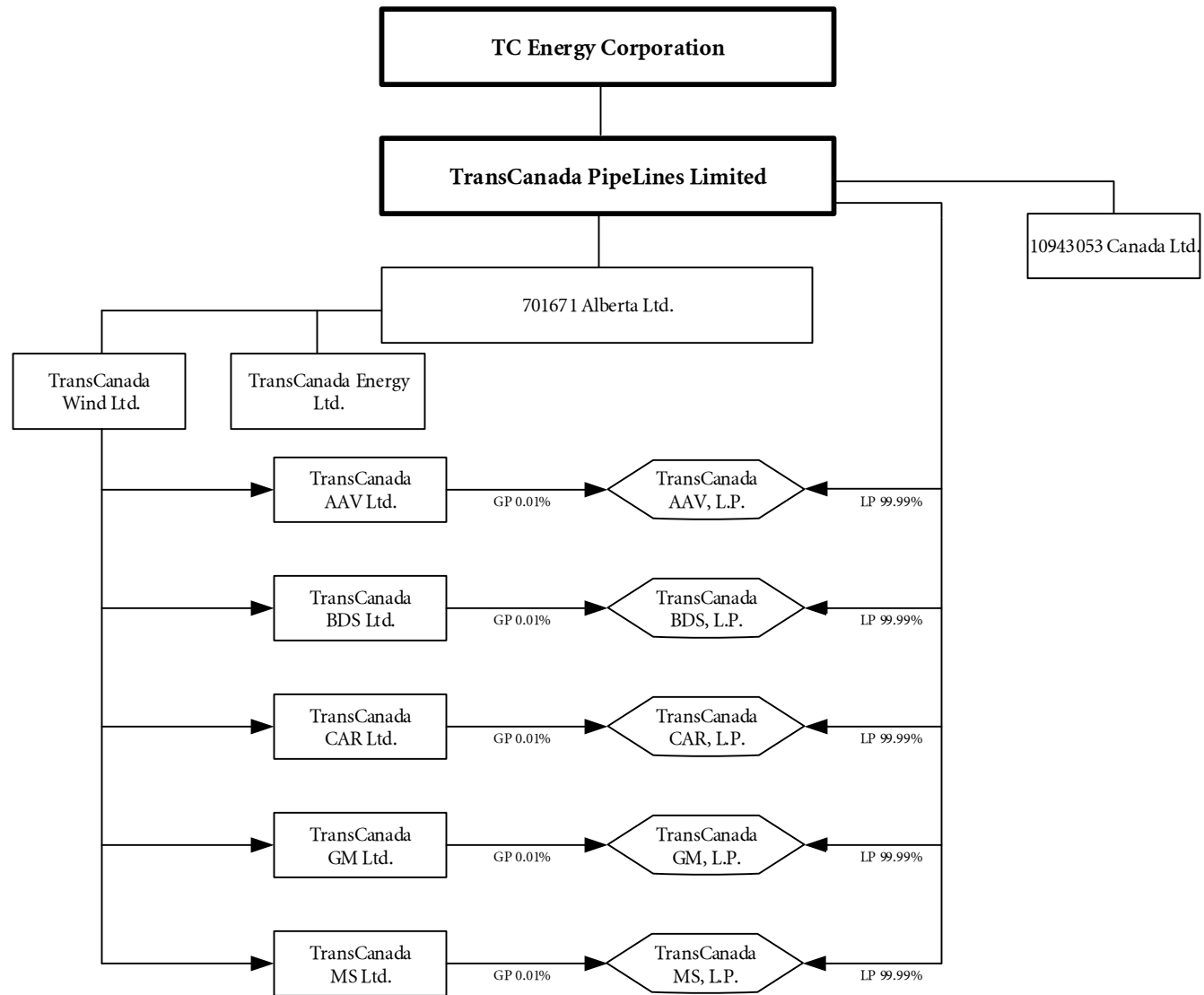
100% owned unless otherwise indicated



**Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
as it relates to TransCanada Energy Ltd.
Active Subsidiaries & Affiliates**
100% owned unless otherwise indicated

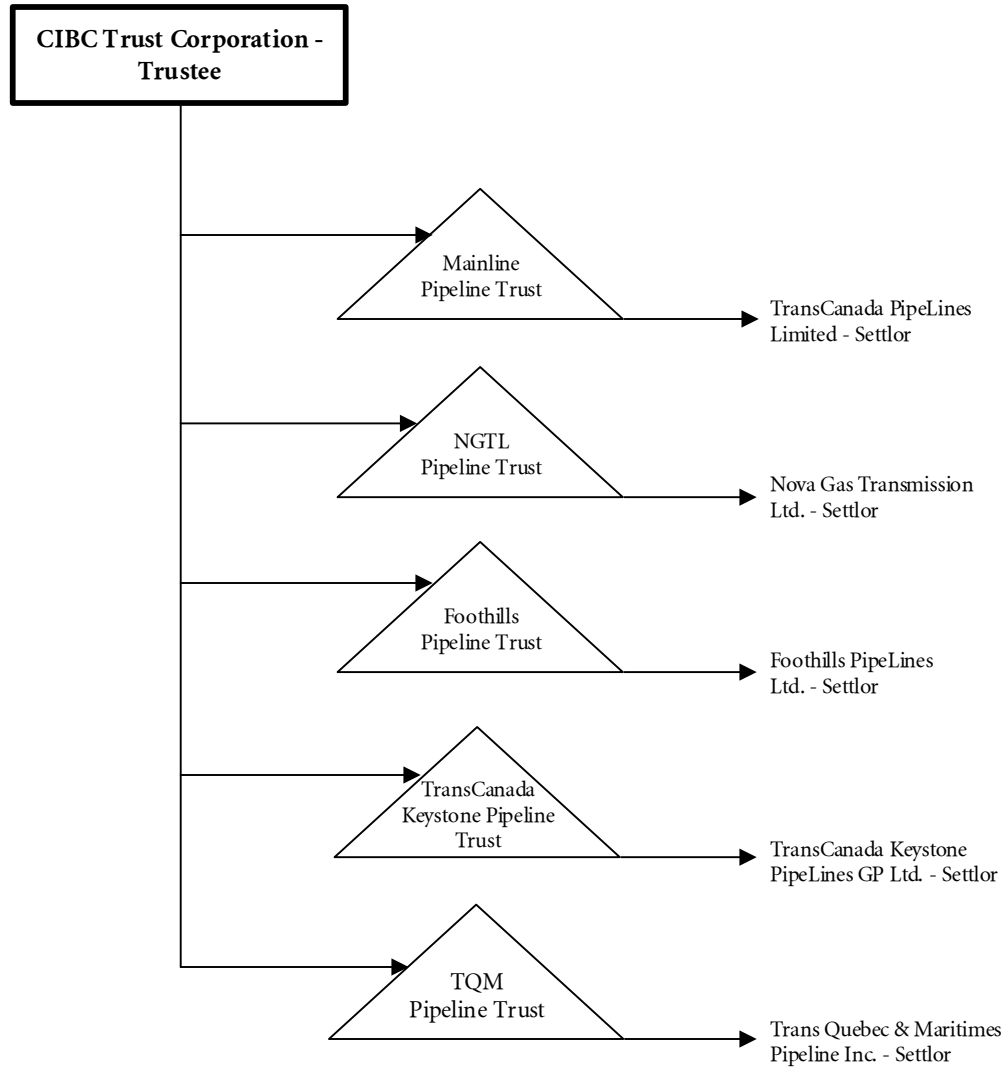


**Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
as it relates to TransCanada Energy Ltd.
Cartier Wind Project
Active Subsidiaries and Affiliates
100% owned unless otherwise indicated**



Organizational Chart of Canadian Pipeline Trusts

[all governed by the laws of Alberta]

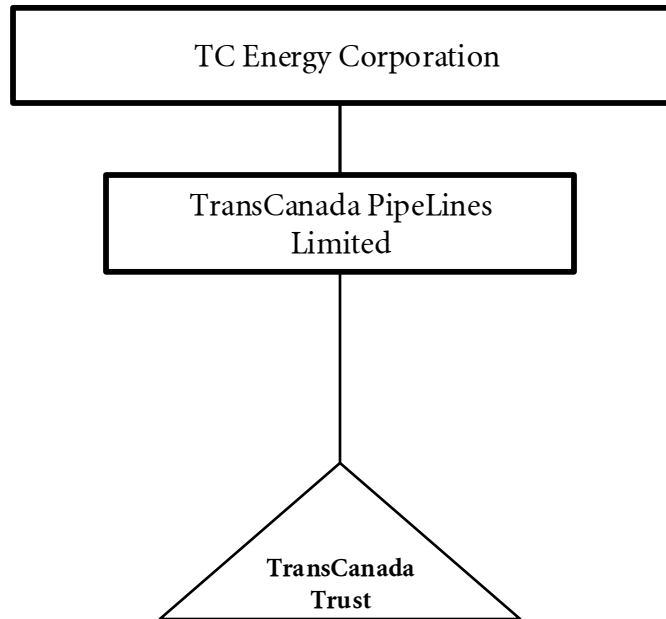


Trusts formed for pipe abandonment costs (as mandated by the National Energy Board).

December 31, 2020

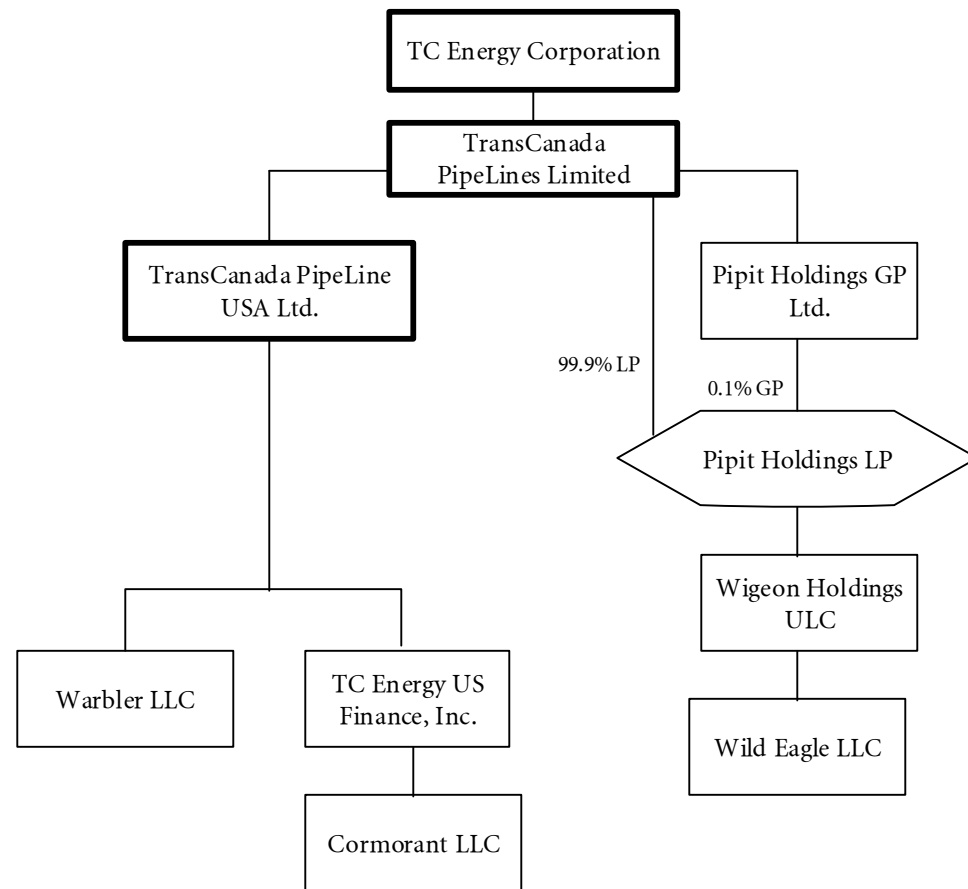
**Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
Canadian Active Subsidiaries & Affiliates as it relates to
Canadian Financing.**

100% owned unless otherwise indicated



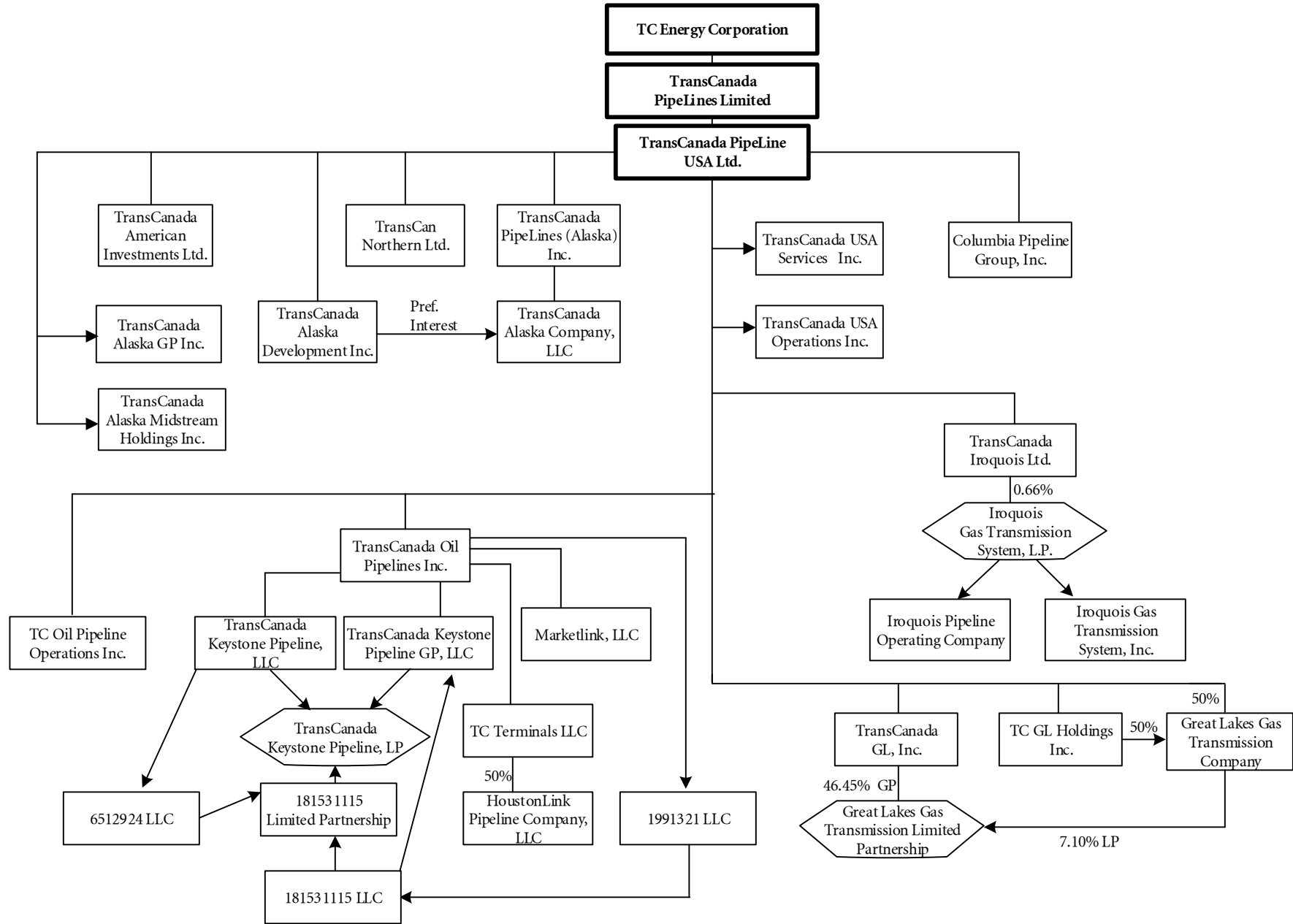
Organizational Chart of TC Energy Corporation, TransCanada PipeLines Limited and TransCanada PipeLine USA Ltd. Canada/United States Active Subsidiaries & Affiliates

100% owned unless otherwise indicated

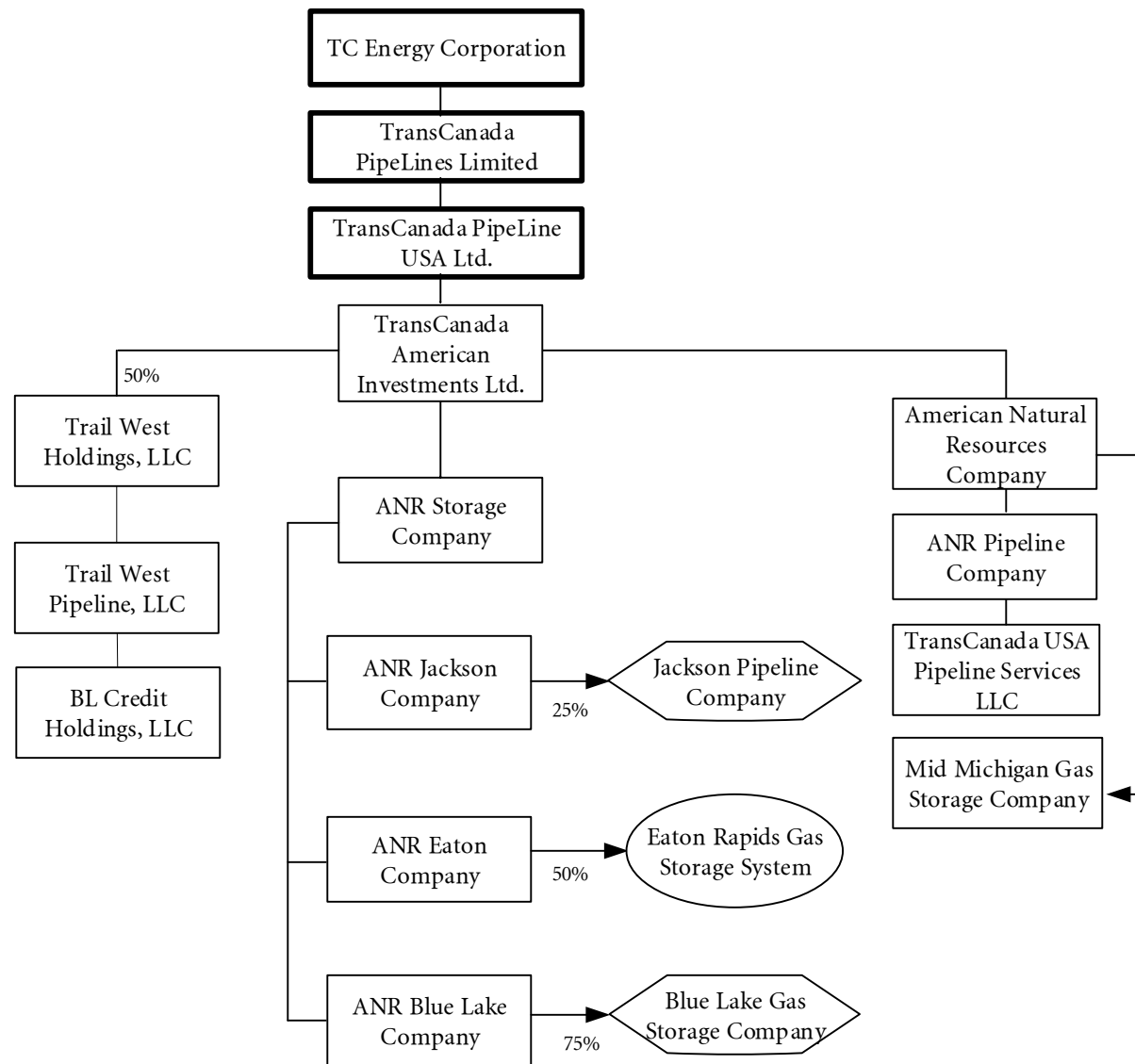


Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited United States Active Pipeline Subsidiaries & Affiliates (TransCanada PipeLine USA Ltd.)

100% owned unless otherwise indicated

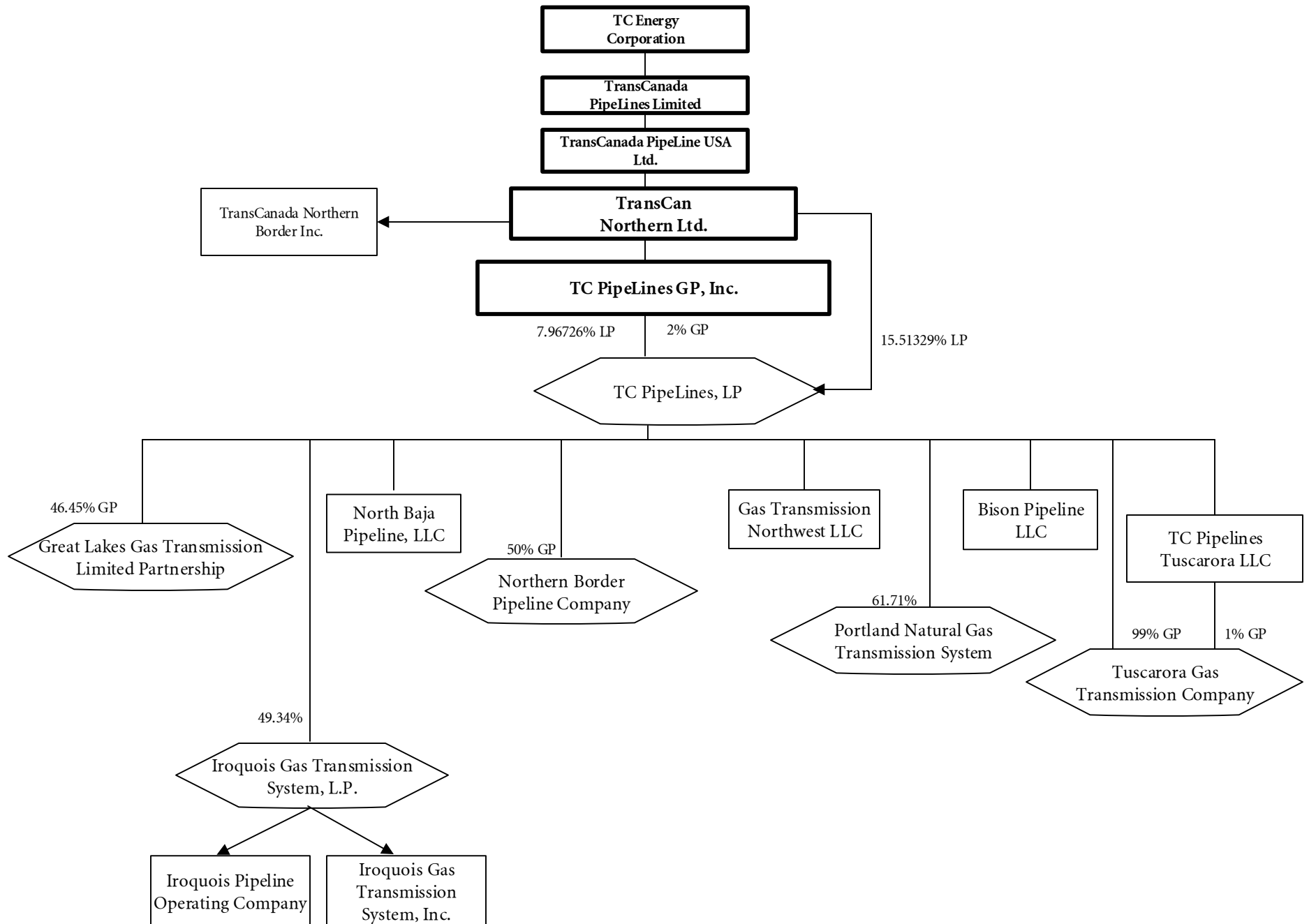


Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
United States Active Subsidiaries & Affiliates
(as it relates to TransCanada American Investments Ltd.)
 100% owned unless otherwise indicated

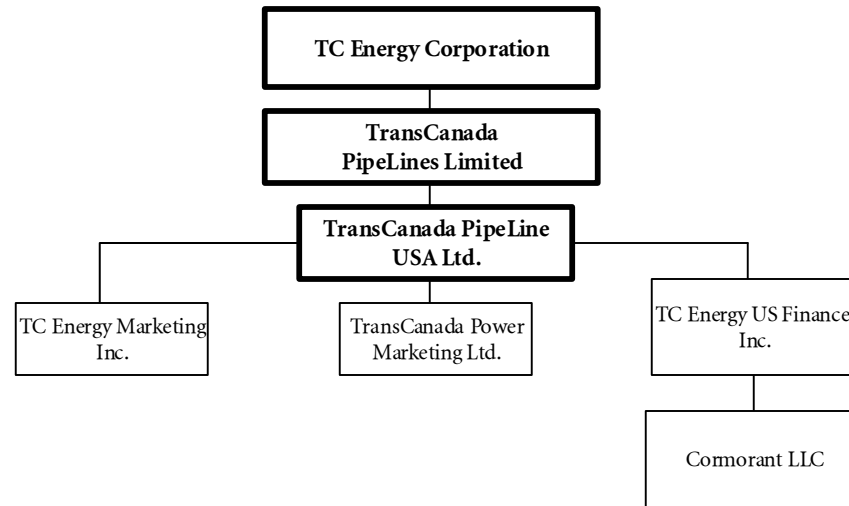


Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited Active Subsidiaries & Affiliates of TransCan Northern Ltd. and TC PipeLines, LP

100% owned unless otherwise indicated



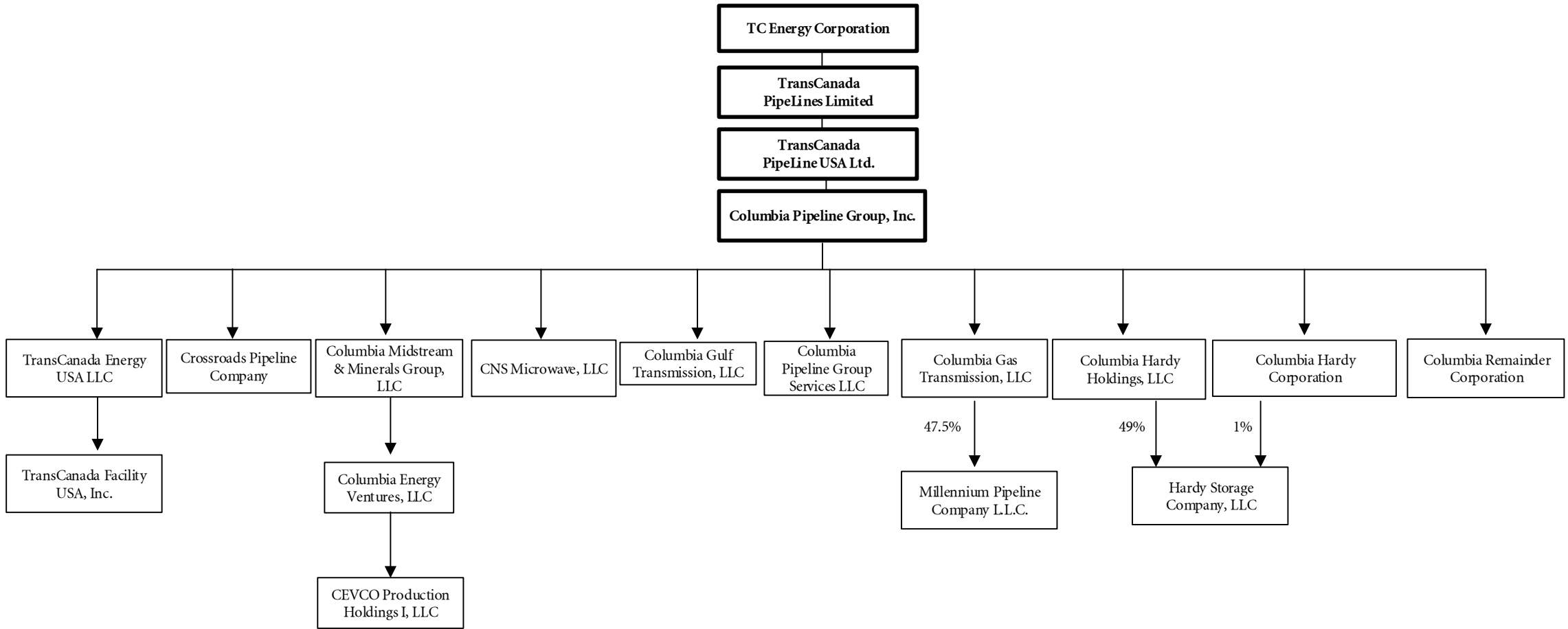
**Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
United States Active Energy Subsidiaries & Affiliates
(TransCanada PipeLine USA Ltd. and TransCanada Energy USA, Inc.)**
100% owned unless otherwise indicated



Corporate Organizational Chart of TransCanada PipeLines Limited as it pertains to the Columbia Pipeline Group

100% owned unless otherwise indicated

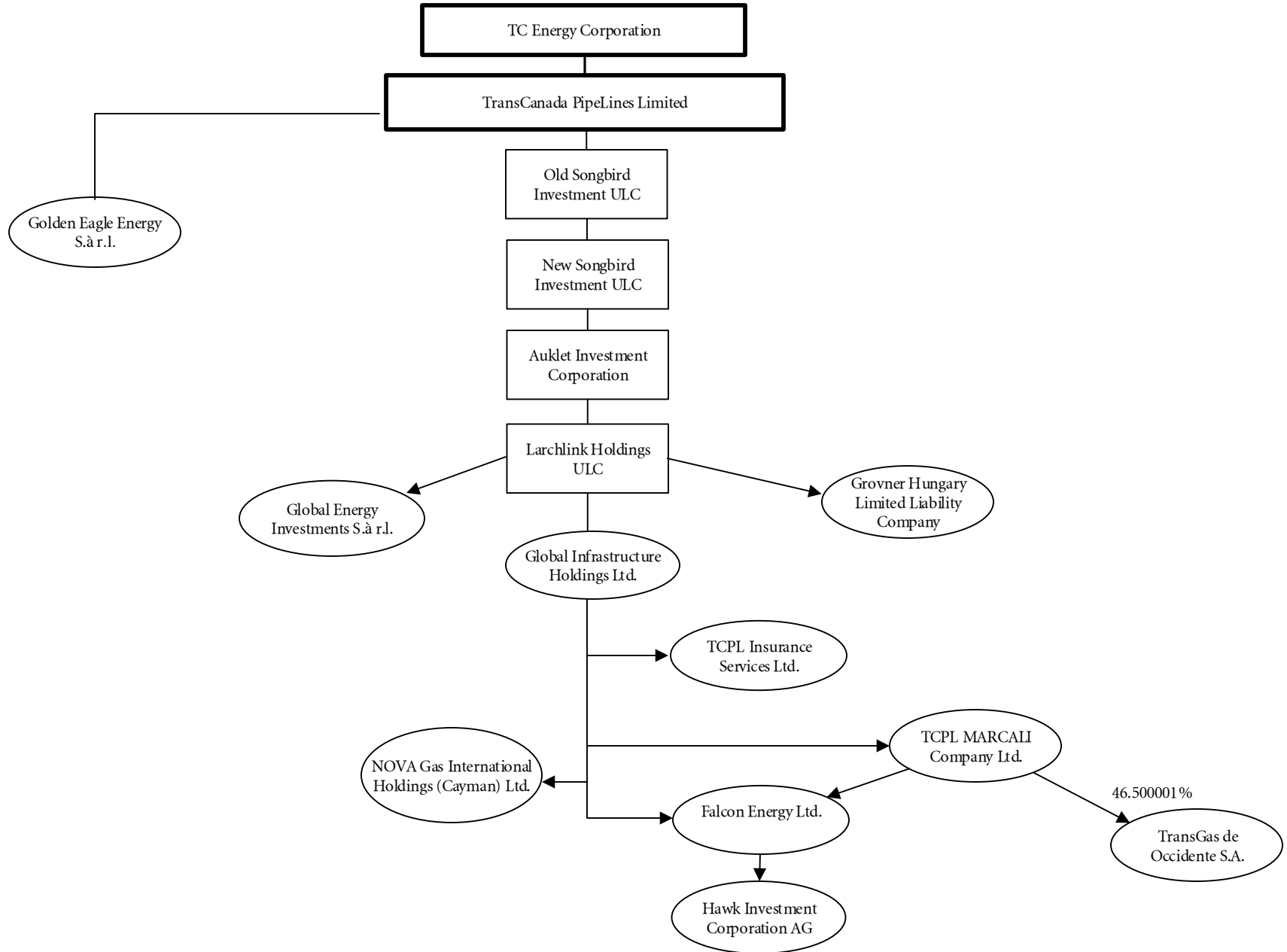
Chart 2D



Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited Certain International Active Subsidiaries & Affiliates

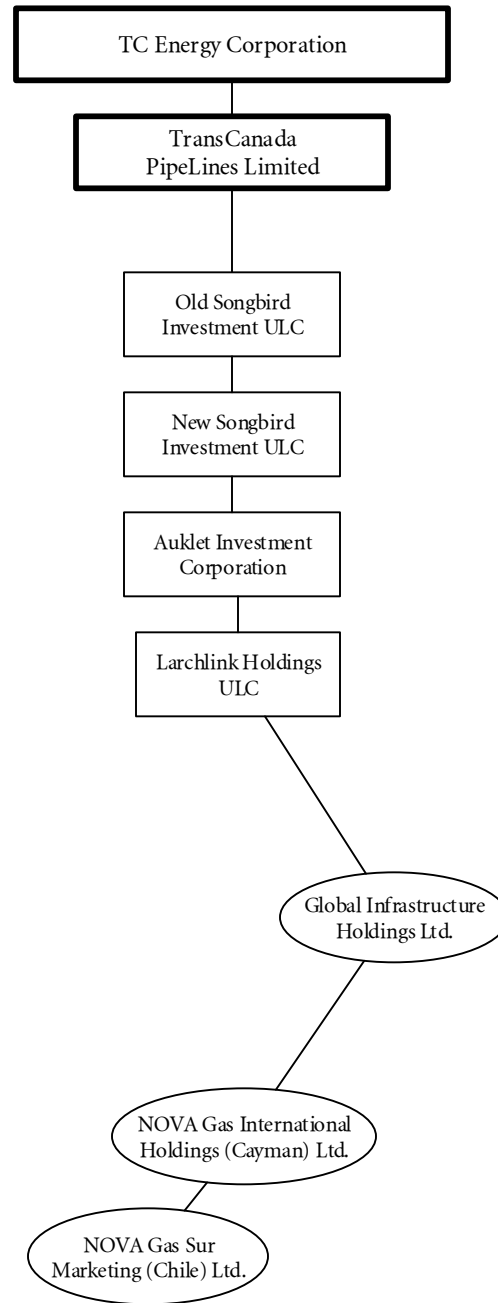
[Excludes International Subsidiaries previously held by NOVA Gas International Ltd.]

100% owned unless otherwise indicated



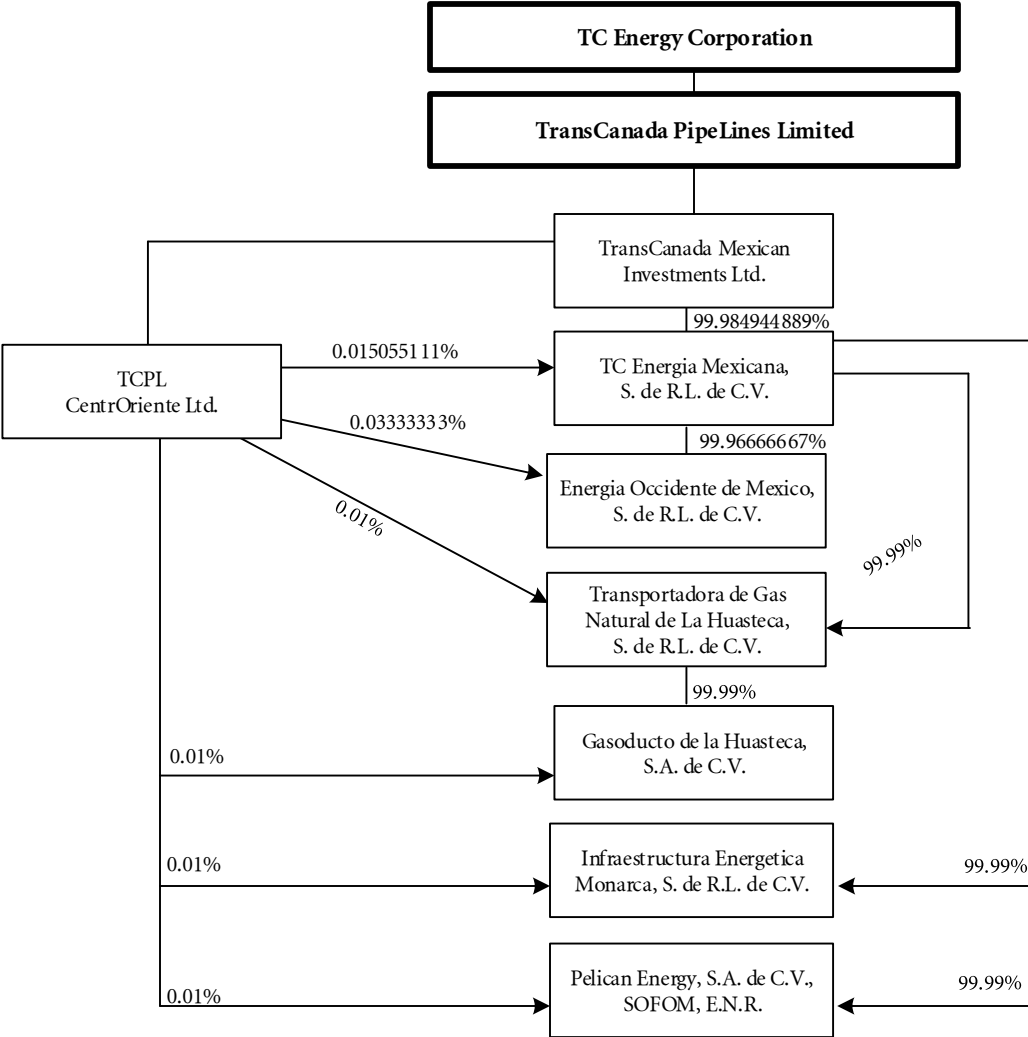
Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited International Related Active Subsidiaries & Affiliates

100% owned unless otherwise indicated



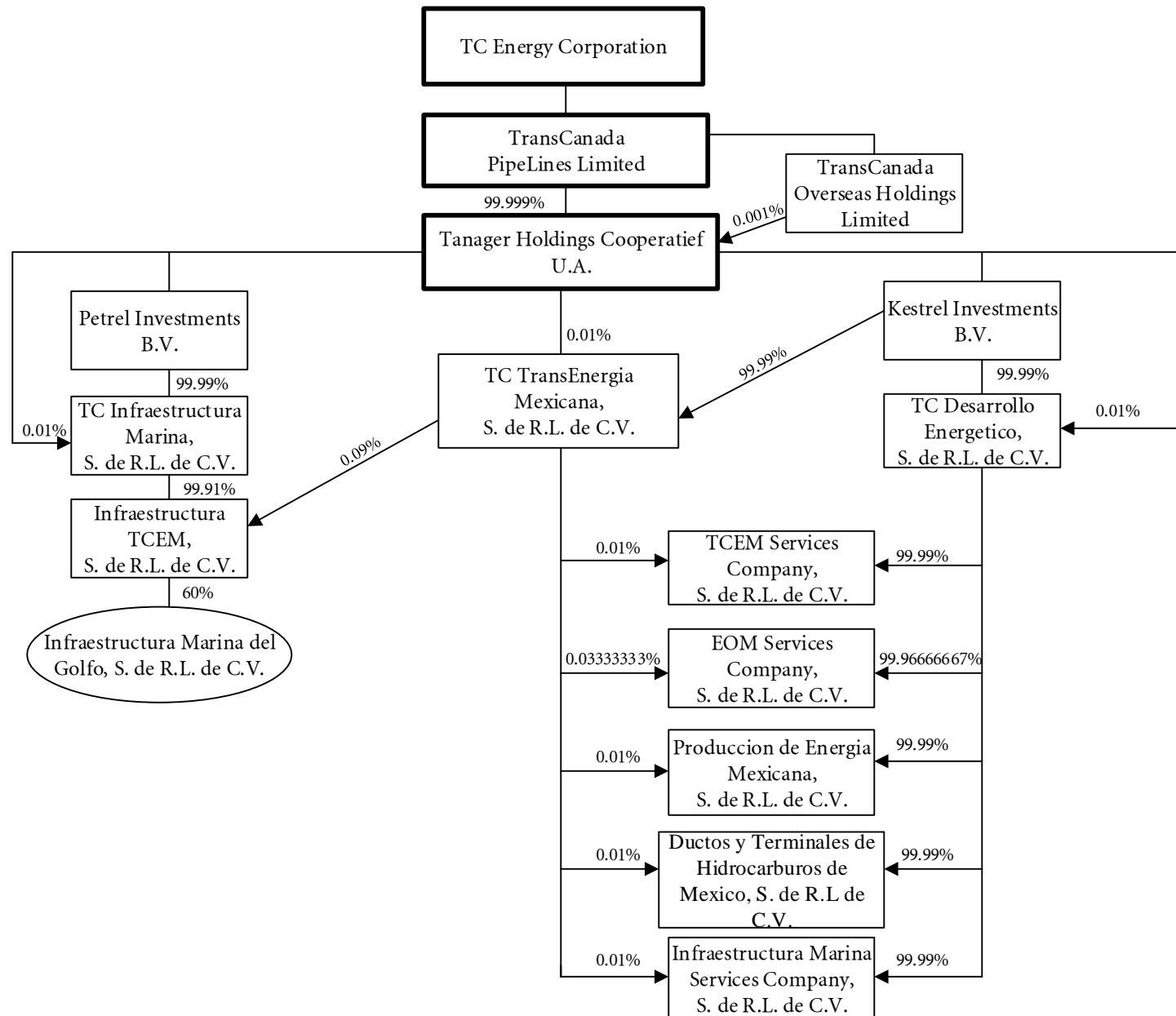
**Organizational Chart of TC Energy Corporation and
TransCanada PipeLines Limited
Mexican Active Subsidiaries and Affiliates of
TransCanada Mexican Investments Ltd.**

100% owned unless otherwise indicated



**Organizational Chart of TC Energy Corporation and TransCanada PipeLines Limited
Dutch and Mexican Active Subsidiaries & Affiliates of Tanager Holdings Cooperatief U.A.**

100% owned unless otherwise indicated



**APPENDIX 3
OFFICIERS CERTIFICATES**

**Canadian Gas Pipelines
Code of Conduct
2020 Compliance Report**

CANADIAN GAS PIPELINES CODE OF CONDUCT (CODE)

SCHEDULE A – OFFICERS CERTIFICATE

To: The Canada Energy Regulator

I, M. Catharine Davis of the City of Calgary, in the Province of Alberta, acting in my position as Compliance Officer and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with the Pipelines 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 Canadian Gas Pipelines Code of Conduct (the Code).
3. I have read the Code and the Compliance Report of Canadian Gas Pipelines for the January 1, 2020 to December 31, 2020 reporting period (the Compliance Report).
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 the Pipelines, as applicable, or by any Affiliate of the Pipelines (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and the Pipelines that is not fully and accurately described in the Compliance Report.

Signature: Original signed by M. Catharine Davis

Title: Compliance Officer

Date: April 20, 2021

CANADIAN GAS PIPELINES CODE OF CONDUCT (CODE)

SCHEDULE A – OFFICERS CERTIFICATE

To: The Canada Energy Regulator

I, Greg Grant of the City of Calgary, in the Province of Alberta, acting in my position as Senior Vice-President, Commercial (Natural Gas Pipelines Division - Canada) and not in my personal capacity, to the best of my knowledge do hereby certify as follows:

1. My position with the Pipelines is Senior Vice-President, Commercial (Natural Gas Pipelines Division - Canada), 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 Canadian Gas Pipelines Code of Conduct (the Code).
3. I have read the Code and the Compliance Report of Canadian Gas Pipelines for the January 1, 2020 to December 31, 2020 reporting period (the Compliance Report).
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 the Pipelines, as applicable, or by any Affiliate of the Pipelines (including any director, officer, employee, consultant, contractor or agent of the Affiliate) with respect to any interaction between an Affiliate and the Pipelines that is not fully and accurately described in the Compliance Report.

Signature: Original signed by Greg Grant
Senior Vice-President, Commercial
(Natural Gas Pipelines Division -
Canada)

Title: _____

Date: April 20, 2021