

**CHARTER OF THE AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS
OF
TC PIPELINES GP, INC.**

I. STATEMENT OF PURPOSE

The Board of Directors (the “Board”) of TC PipeLines GP, Inc., the general partner (the “Company”) of TC PipeLines, LP and its subsidiaries (the “Partnership”), shall have a committee known as the Audit Committee. The Audit Committee’s primary purpose is to assist the Board with oversight of:

- (a) the integrity of the financial statements of the Company and the Partnership;
- (b) compliance with legal and regulatory requirements;
- (c) the independent auditors’ qualifications and independence;
- (d) the performance of the Partnership’s internal audit function and the independent auditors;
- (e) the Partnership’s systems of disclosure controls and procedures and adequacy of internal controls over financial reporting;
- (f) open communication among the independent auditors, the internal audit department, the officers and employees of the Company responsible for managing the Partnership (collectively, “Management”) and the Board; and
- (g) health, safety and environmental (“HS&E”), risk assessment and risk management policies.

To carry out these responsibilities, the Board believes the duties and responsibilities of the Audit Committee should remain flexible in order to best deal with changing conditions and to enable it to assure the Board that the Partnership’s financial systems and reporting practices are in accordance with all requirements.

II. COMPOSITION

1. Members. The Audit Committee shall consist of no fewer than three Board members, each of whom shall meet the independence, experience and financial literacy requirements of the New York Stock Exchange (the “NYSE”), Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules and regulations of the SEC. No member of the Audit Committee may serve simultaneously on the audit committee of more than two other public entities.
2. Appointment and Removal of Members. The Board shall appoint annually the members of the Audit Committee upon the recommendation of a majority of the independent directors of the Board. The members of the Audit Committee shall serve until their resignation, retirement or removal by the Board, or until their successors are appointed and qualified. The Audit Committee shall designate one member as its Chairperson.

The Board shall have the power at any time to remove members of the Audit Committee, with or without cause, and to fill vacancies in it.

3. Financial Expertise Requirements. Each member of the Audit Committee must be financially literate, as determined by the Board. At least one member of the Audit Committee shall (i) have accounting or related financial management expertise and (ii) be an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K, in each case as determined by the Board in its business judgment. A person who satisfies this definition of audit committee financial expert will also be presumed to have accounting or related financial management expertise.
4. Compensation. No member of the Audit Committee may receive any compensation from the Company or the Partnership other than (i) director’s fees, which may be received in cash, equity options or other in-kind consideration ordinarily available to directors and (ii) a pension or other deferred compensation for prior service that is not contingent on future service. In addition, no member of the Audit Committee may be an affiliated person of the Company or the Partnership or any subsidiary of the Company or the Partnership.

III. MEETINGS

1. Frequency. The Audit Committee shall meet at least once every fiscal quarter, or more frequently as circumstances may require or as may be appropriate, to discuss with Management the Partnership’s annual audited financial statements and quarterly financial statements and other disclosure documents, as applicable. The Audit Committee shall meet periodically with Management, representatives of the internal audit department and the independent auditors in separate executive sessions. The Audit Committee may request any officer or employee of the Company, other Board members or the Partnership’s outside counsel, independent auditors or other experts or consultants to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.
2. Means of Participation. Members of the Audit Committee may participate in a meeting of the Audit Committee in person, by means of conference call or similar communication system in which all persons participating in the meeting can hear each other, and participation by such means shall be deemed present in person at the meeting.
3. Quorum and Voting. A majority of the members of the Audit Committee present in person, telephone or other communication system shall constitute a quorum for purposes of a meeting. The Audit Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present (or, if the quorum consists of two members of the Audit Committee, both members present). The Audit Committee may also act by unanimous written consent in lieu of a meeting.
4. Minutes and Reports to the Board. The Audit Committee shall maintain minutes of its meetings and records relating to those minutes. Following each meeting and whenever so requested by the Board, the Audit Committee shall report to the Board on the Audit Committee’s activities, findings and recommendations.
5. Rules and Procedures. Except as expressly provided in this Audit Committee Charter, the Company’s by-laws, the Partnership’s Third Amended and Restated Agreement of Limited Partnership, the Partnership’s Corporate Governance Guidelines or as otherwise provided by applicable laws and regulations and the rules of the NYSE, the Audit Committee shall fix its own rules and procedures.

IV. DUTIES AND POWERS OF THE AUDIT COMMITTEE

1. Engagement and Oversight of the Partnership's Independent Auditors. The Partnership's independent auditors shall report directly to the Audit Committee. In this regard, the Audit Committee shall:
 - (a) have direct responsibility for the appointment, retention, termination, compensation, evaluation and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between Management and the independent auditors regarding financial reporting) to prepare or issue an audit report or perform other audit, review or attest services for the Partnership;
 - (b) at least annually, evaluate the qualifications, performance and independence of the independent auditors and its audit partners, which evaluation should include the review and evaluation of the lead audit partner of the independent auditors and the results of the annual audit, taking into account the opinions of Management and the internal audit department;
 - (c) approve all audit and audit-related engagement fees and terms;
 - (d) pre-approve all audit and permitted non-audit and tax services provided by the Partnership's independent auditors or other registered public accounting firms,, and ensure that the independent auditors' provision of non-audit services to the Partnership is compatible with maintaining the independence of the independent auditors under the Exchange Act, and the rules and regulations thereunder, and the rules and standards of the NYSE; provided that, the Audit Committee may delegate to a single member of its committee the pre-approval of non-audit services, but any approval of non-audit services pursuant to such delegation should be presented to the Audit Committee at its next scheduled meeting;
 - (e) at least annually, obtain and review a report(s) by the independent auditors describing (i) the firm's quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm, or by any other inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the independent auditors and any steps taken to deal with such issues; (iii) the proposed audit scope for the current fiscal year and related estimated fees; (iv) a summary comparison of current and prior year audit and non-audit services, including related fees; and (v) all relationships between the independent auditors and the Company and/or the Partnership; and discuss with the independent auditors this report and any relationships or services that may reasonably be thought to bear on the objectivity and independence of the independent auditors;

- (f) recommend to the Board policies and appropriate restrictions with respect to the Partnership's hiring of employees or former employees of the independent auditors; provided, that, applicable rules and regulations do not permit the chief executive officer, controller, chief financial officer or chief accounting officer or any person serving in an equivalent position for the Partnership to have participated in the Partnership's audit as an employee of the independent auditors during the preceding one-year period;
- (g) review and discuss regularly with the independent auditors any audit problems or difficulties and Management's response, which review may include (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" by Management as immaterial or otherwise; (b) any communications between the audit team of the independent auditors and the national office of the independent auditors respecting auditing or accounting issues presented by the engagement; (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Partnership; and (d) any significant disagreement within Management regarding accounting or disclosure issues;
- (h) obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934;
- (i) require that any independent auditors selected by the Audit Committee be a "registered public accounting firm" within the definition contained in Section 2 of Sarbanes-Oxley Act of 2002 ("SOX"), as required by law; and
- (j) ensure the rotation of the lead audit partner at least every five years.

2. Financial Reporting, Controls and Procedures Oversight. The Audit Committee shall have responsibility for oversight of the Partnership's financial reporting processes and controls and procedures. In connection with this oversight function, the Audit Committee shall undertake to:

- (a) meet with counsel (internal and/or external), when appropriate, to review legal and regulatory matters, including HS&E and any matters that may have a material impact on the financial statements of the Partnership;
- (b) meet with Management, the independent auditors, and, if appropriate, the senior staff of the internal audit department, to discuss and review the following:
 - (i) the annual audited financial statements, including the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and recommend to the Board whether or not the audited financial statements should be included in the Partnership's annual report on Form 10-K;

- (ii) the quarterly financial statements and other financial disclosures included in the Partnership's reports on Form 10-Q, including the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any earnings press release containing summary quarterly financial information (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP financial measures as defined in the rules and regulations of the SEC); and approve of same prior to the release or filing of such reports with the SEC, as applicable;
 - (iii) all financial statements contained or incorporated by reference into prospectuses and other offering documents and the recommendation of such report or financial statements to the Board prior to the filing of such documents with the SEC and/or the mailing of such documents to the Partnership's unitholders, as applicable;
 - (iv) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Partnership's selection or application of accounting principles, and major issues as to the adequacy of the Partnership's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (v) analyses prepared by Management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements;
 - (vi) the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the financial statements of the Partnership; and
 - (vii) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP financial measures as defined in the rules and regulations of the SEC), as well as financial information and earnings guidance provided to analysts and ratings agencies;
- (c) discuss and establish guidelines and policies with respect to risk assessment and risk management, including the Partnership's major financial risk exposures and the steps taken by Management to monitor and control such exposures; provided, however, that the Audit Committee is not required to be the sole body responsible for risk assessment and risk management;
- (d) establish procedures for the receipt, retention and treatment of complaints received by the Partnership or the Company regarding accounting, internal accounting controls or auditing matters, and procedures for the confidential, anonymous submission by employees of affiliates of the Company who perform the functions of the Partnership's

- (e) operator of concerns regarding questionable accounting or auditing matters;
- (f) consider any reports or communications (and Management's responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in the American Institute of Certified Public Accountants' Statement on Auditing Standards No. 114, The Auditor's Communication with Those Charged with Governance, and Rule 2-07 of Regulation S-X, as may be modified or supplemented;
- (g) review disclosures made by the Partnership's principal executive officer and principal financial officer in accordance with the periodic report certification requirements imposed by the rules and regulations of the SEC regarding compliance with their certification obligations as required under SOX and the rules promulgated thereunder, including the Partnership's disclosure controls and procedures and internal controls for financial reporting and evaluations thereof;
- (h) obtain and review reports by the independent auditors on the Partnership's assessment of internal control over financial reporting, including any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving Management or other employees who have a significant role in the Partnership's internal controls and Management's response to and actions taken with respect to such reports;
- (i) evaluate the adequacy of Management's systems of internal accounting controls, review with the chief financial officer, controller and head of internal audit the overall compliance with administrative policies and consider any changes in the system of internal controls, procedures and practices that the Audit Committee determines to be appropriate; and
- (j) consider and provide to the Board the Audit Committee's recommendations concerning significant matters that may arise with respect to the Partnership's financial and critical accounting policies, procedures, controls and practices, including with respect to any disagreements arising between Management and the Partnership's independent auditors.

3. Administrative and Reporting Responsibilities. The Audit Committee shall:

- (a) prepare any report or other disclosures, including any recommendation of the Audit Committee, required by the rules of the SEC to be included in the Partnership's annual report on Form 10-K;
- (b) review and assess this Audit Committee Charter at least annually and recommend any changes to the Board;
- (c) review and assess the adequacy of the Partnership's Public Disclosure Policy and recommend any changes to the Board; and
- (d) prepare and review with the Board an annual performance evaluation of the Audit Committee, which evaluation must compare the performance of the Audit Committee with the requirements of this Audit Committee Charter. The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

V. AUTHORITY

The Audit Committee is authorized to perform each of the duties enumerated herein and any other duties it considers necessary or advisable in order to carry out its oversight responsibilities, and it shall have access to all records of the Partnership related thereto. The Audit Committee may perform any other activities consistent with this Audit Committee Charter, the Company's by-laws, the Partnership's Third Amended and Restated Agreement of Limited Partnership and applicable law as the Audit Committee or the Board deems necessary or appropriate.

The Audit Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the Partnership. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to retain independent legal, accounting or other advisors.

The Company and/or the Partnership shall provide sufficient funds, as determined by the Audit Committee, for payment of:

- compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership;
- compensation to any independent counsel and other advisors employed by the Audit Committee; and
- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

VI. LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in this Audit Committee Charter, it is not the duty of the Audit Committee to prepare financial statements, plan or conduct audits or determine that the Partnership's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. Management and the internal audit department are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Partnership's annual financial statements, reviews of the Partnership's quarterly financial statements prior to filing, assessing the effectiveness of internal controls over financial reporting and other procedures.