

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") of the TC PipeLines GP, Inc. (the "Corporation"), on its own behalf and in its capacity as the general partner of TC PipeLines, LP (the "Partnership"). These guidelines, which assist the Board in its corporate governance responsibilities should be read in conjunction with the Fourth Amended and Restated Agreement of Limited Partnership of TC PipeLines, LP, as amended, (the "Partnership Agreement") and other applicable constating documents of the Partnership and the Corporation.

1. Qualifications and Composition of the Board

At least three members of the Board must qualify as independent directors in accordance with the applicable standards of the New York Stock Exchange (the "NYSE"). As the general partner of a publicly-traded limited partnership, the Corporation is not required to have a majority of independent directors. Directors of the Board may not serve as a director on more than four other public company boards. Subject to a determination by the Board that additional service will not impair the ability of a director to serve effectively on the Corporation's Audit Committee, a member of the Audit Committee may not simultaneously serve on more than three audit committees of public companies.

The Board reviews the general and specific criteria, and attributes, skills and experience applicable to candidates to be considered for nomination to the Board.

2. Director Responsibilities

The business of the Partnership is managed by or under the direction of the Board of the Corporation, as the general partner of the Partnership. Directors should exercise their business judgment to act in what they reasonably believe to be in the best interest of the Partnership and in a manner consistent with the Partnership Agreement and applicable law. Directors should attend regularly scheduled and special meetings of the Board and its committees on which they serve, and prepare for such meetings by undertaking a thorough review of the briefing materials sent to them in advance.

Independent directors shall hold executive sessions without management participation during or after the Audit Committee and Board meetings. The Chairman of the Audit Committee shall preside as Chairman during such sessions of the Audit Committee and the Lead Independent Director shall preside as Chairman during such sessions of the Board.

The Board shall at all times maintain an Audit Committee and from time to time as required, a Conflicts Committee, which shall consist solely of independent directors and otherwise meet the independence standards for audit committee membership mandated under the rules of the Securities and Exchange Commission and the NYSE listing standards. The Board may also establish such other committees as it deems appropriate and delegate to such committees the authority permitted by applicable law and the Corporation's by-laws as the Board sees fit.

3. Director Access to Management and Independent Advisors

Directors shall have complete access to management of the Corporation. The Board and its committees have the right to consult and retain independent financial, legal and other advisors at the expense of the Corporation.

4. Non-Employee Director Compensation

The Board shall review and determine the form and amount of non-employee director compensation, including cash, equity-based awards and other director compensation on a biennial basis. In connection with the determination of non-employee director compensation, the Board shall have regard to the fact that questions may be raised when directors' fees and benefits exceed what is customary. Similarly, the Board will be aware that the independence of directors could be questioned if substantial charitable contributions are made to organizations in which a director is affiliated. The Board will critically evaluate each of these matters when determining the form and amount of non-employee director compensation, and the independent status of a director.

5. Director Orientation and On-going Education

New directors are provided with an orientation program that includes written information about the business and operations of the Partnership, copies of the Partnership Agreement, Corporate Governance Guidelines, Charter of the relevant Committee (if applicable) and documents from recent board/committee meetings. The new director will also have the opportunity for meetings and discussions with other directors and senior management. The details of the orientation of each new director are tailored to that director's individual needs and areas of interest.

The Board is fully supportive of on-going education programs for directors and the Corporation will reimburse directors who take advantage of appropriate educational opportunities. The Board will consider continuing education opportunities for Board members to increase the directors' knowledge about specific areas of importance to the operations of the Partnership.

6. Compensation Allocation

The Board shall approve by a majority vote of the independent directors the portion of the President's and other executive officers' compensation to be allocated to the Partnership's costs.

7. Annual Performance Evaluation of the Board

The Board will conduct an evaluation of its performance annually to determine whether it and its committees are functioning effectively. The Board will discuss the evaluation to determine what, if any, action could be taken to improve Board and Board committee performance. The Board shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

8. Management Succession

The Board believes that succession planning and management development are key to the ongoing process that contributes substantially to the Partnership's success. The Board, in consultation with TC Energy Corporation, periodically reviews the succession plan for the President and other senior executives both in the event of an emergency and in the ordinary course of business.

9. Amendment, Modification and Waiver

These Guidelines may be amended, modified or waived by the Board, subject to the disclosure and other provisions of the Act, the rules promulgated thereunder and the applicable rules of the NYSE.