

TOLLS TASK FORCE PROCEDURES

1.0 PURPOSE

- 1.1 To provide a forum for information exchange and discussion with respect to Mainline toll, tariff and facilities issues and to reduce the need for regulatory proceedings.

2.0 MEMBERSHIP AND PARTICIPATION

- 2.1 Membership will be managed by TransCanada to balance the benefits of consultation, negotiation and information sharing with the benefits of promoting effectiveness, protecting confidentiality/candidness, and controlling costs.
- 2.2 Membership will be granted in two forms – voting and non-voting.

Voting Members will generally be 1) Mainline shippers (parties who have made a material revenue contribution or commitment directly to the Mainline), 2) governments of producing and consuming provinces, 3) ANE, APPrO, CAPP, and IGUA so long as their members continue to produce and/or consume gas transported by the Mainline, and 4) other new associations that represent more than one party that qualifies as a Voting Member. Voting Members are eligible to vote.

Non-Voting Members will be parties who are not Voting Members but can demonstrate material indirect impact such that they should be in attendance. Parties eligible to be a Voting Member can choose to be a Non-Voting Member. Non-Voting Members are not eligible to vote.

- 2.3 On approximately an annual basis, TTF members and others will be invited to submit a membership request form.
- 2.4 Membership pertains to the organization and not an individual representing that organization. Participants are expected to clearly identify the member organization that they are representing and will be expected to be acting on behalf of and be accountable for representing and articulating the position of the organization they represent.
- 2.5 Each member organization may have two participants.
- 2.6 The forum will be conducted in the absence of legal counsel. Participants (individuals who represent a member organization) will not cross-examine TransCanada or other TTF member organizations in a regulatory proceeding.
- 2.7 Participants will have access to all presentations, minutes, agendas and meeting details posted on the TTF member website.

3.0 CONFIDENTIALITY

To facilitate free and open communication in the discussion and settlement of Issues, participation and communication by all parties in regard to the TTF will be conducted on a "without prejudice" basis, and shall be considered to be confidential and shall not be shared outside the TTF, filed, referred to or quoted from in any hearing or other proceeding before any regulatory tribunal or any court of law, unless one of the following applies:

- 1) A member of the TTF can publicly disclose information provided by another member in the TTF with the express consent of that party.
- 2) On a voluntary basis, a member of the TTF can publicly disclose documents they created and shared in the TTF. TTF members will not cause a member to publicly disclose such materials, for instance through an information request or during cross examination in a regulatory proceeding.
- 3) Once voted, the resolution sheet describing the Issue voted and the categorization of the vote result can be submitted to the regulator.
- 4) Documents and communications (written or oral) that are created or made as a joint effort at the TTF and thus were not provided by any one member or group of members may be disclosed publicly with unanimous support of Voting Members.
- 5) In response to an NEB directive that has been accepted for consideration by the TTF, members can acknowledge within a regulatory proceeding (application, pre-hearing conference, response to Information Requests, supplementary evidence, or oral evidence adduced during direct or cross examination) whether or not the issue is being addressed by the TTF and provide the description of the Issue on the issue sheet. Members will not disclose information pertaining to alternatives being discussed, positions of members, expected outcomes or expected timeline for an outcome.
- 6) Members can provide TTF-related materials to people within their organization, provided this step is only taken on an as-needed basis, and reasonable efforts are taken to maintain confidentiality.
- 7) These procedures are considered to be public information and may be filed for information purposes with the NEB.
- 8) TTF materials otherwise considered confidential may be disclosed as ordered by a regulator or court of law.

4.0 MEETING MINUTES

- 4.1 Meeting minutes will be provided to members, summarizing what Issues and other topics were discussed and any agreed to next steps.
- 4.2 Meeting minutes are confidential and will not be disclosed to the regulator unless ordered by a regulator or court of law.
- 4.3 Meeting minutes will not include the names of an individual or party with respect to a position being taken or comments made regarding an Issue, absent that party's request or prior approval.

5.0 RAISING AND PROGRESSING ISSUES

- 5.1 An "Issue" is defined as any item of concern or interest raised by a member in the manner described in these procedures.
- 5.2 Members who wish to raise an Issue at the TTF must ensure that proper documentation is provided to the chairperson (the TransCanada representative responsible for managing the TTF) at least one week prior to the meeting for inclusion with the agenda for the next meeting. Documentation provided with less than one week's notice may be included in the agenda at TransCanada's discretion. To the extent possible, the documentation provided should identify the Issue, describe the member's concern and proposed resolution. TransCanada agrees to make a reasonable effort to provide information where required in order to assist in fully delineating an Issue.
- 5.3 The Issue Sponsor is the member (or group of two or more members) who raise an issue.
- 5.4 The TTF will review each Issue and will adopt the Issue for further discussion only if accepted by a majority vote. There will be acceptance by majority vote when the Voting Members in attendance cast more votes "for" than "against", or for expediency it is confirmed there are no votes "against".
- 5.5 The Issue Sponsor can withdraw their Issue by notifying the chairperson of the TTF.
- 5.6 An Issue can be placed in abeyance if it can be determined that its disposition, though still relevant to the TTF, is not a priority. If an Issue is in abeyance for one full calendar year it shall be deemed to be withdrawn upon one month's notice to the TTF. The chairperson of the TTF will notify the TTF of any Issues that are put into abeyance or deemed withdrawn.

6.0 VOTING

- 6.1 Each Voting Member organization will have one vote. A Voting Member who does not participate in a vote will be deemed to have cast a vote of "takes no position". If necessary, votes can be submitted in advance, by e-mail to the TTF chairperson.

- 6.2 Formal notice of an impending vote will be given to the TTF at least ten business days prior to the date the vote is to be taken.
- 6.3 A vote may be held on an amended resolution during a current TTF meeting in the event that the amendments to the circulated resolution are minor in nature and the Voting Members in attendance agree (by majority vote) that the vote should be taken.
- 6.4 In exceptional circumstances (for example, to meet a regulatory deadline), a vote on a resolution may be held on less than ten days' notice with acceptance by majority vote. Alternatively, a meeting of the TTF may be convened in order to vote on a resolution on less than ten days' notice. TransCanada will endeavor to provide a voting package at least one week prior to the vote date.
- 6.5 TransCanada may choose to conduct an electronic vote. Members will be informed prior to the electronic vote of the date and time that votes are due.
- 6.6 A Voting Member can cast one of four votes on a resolution:
- (i) **Support:** The member is in favor of the resolution.
 - (ii) **Oppose:** The member does not support the resolution but does not intend to file alternatives or oppose the resolution before the regulator.
 - (iii) **Hard Oppose:** The member does not support the resolution and intends to present alternatives or actively oppose the matter before the regulator if the proposal in the resolution is filed with the regulator.
 - (iv) **Takes No Position:** The member neither supports nor opposes the proposed resolution. A party who does not vote on a resolution will be deemed to have voted Takes No Position.
- 6.7 The result of a vote on any resolution will be categorized as follows, without regard for votes of "Takes No Position":
- (i) **Unanimous:** all votes were Support.
 - (ii) **Supported:** a majority of votes were Support, and no votes were Hard Oppose.
 - (iii) **Supported with Opposition:** a majority of votes were Support, and one or more votes were Hard Oppose.
 - (iv) **Opposed:** a majority of votes were either Oppose or Hard Oppose.
 - (v) **Split-Resolution:** 50% of votes were Support.
- 6.8 The results of a vote will be posted on the TTF SharePoint site before the close of business on the day the vote is conducted.