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December 6, 2024

Filed Electronically

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

Attention: Filing Manual Updates

**Re: TransCanada PipeLines Limited (TCPL), NGTL GP Ltd., as general partner on behalf of NGTL Limited Partnership (NGTL GP), Foothills Pipe Lines Ltd. (Foothills), Trans Québec & Maritimes Pipeline Inc. (TQM), and Great Lakes Pipeline Canada Ltd. (GLC), (collectively, TC Energy)
Public Comment Period on Proposed Updates to Guide R of the Filing Manual:
Transfer of Ownership, Lease or Amalgamation (CER Act s. 181)**

Enclosed are TC Energy's comments on the CER's discussion paper regarding the *Proposed Updates to Guide R of the Filing Manual: Transfer of Ownership, Lease or Amalgamation*.

If the CER requires additional information with respect to this submission, please contact me by phone at (403) 920-8018 or by email at sheena_johnson@tcenergy.com.

Yours truly,

Foothills Pipe Lines Ltd.

Great Lakes Pipeline Canada Ltd.

NGTL GP Ltd., as general partner on behalf of NGTL Limited Partnership

TransCanada PipeLines Limited

Trans Québec & Maritimes Pipeline Inc.

Original signed by

[REDACTED]

Manager, Regulatory Facilities
Canadian Natural Gas Pipelines

Enclosure



COMMENTS TO THE CANADA ENERGY REGULATOR ON THE PROPOSED UPDATES TO GUIDE R OF THE FILING MANUAL: TRANSFER OF OWNERSHIP, LEASE OR AMALGAMATION

TC Energy Submission | *December 6, 2024*

NATURAL GAS PIPELINES

75 %
of Canada's demand
...

Our 93,600-kilometre pipeline network connects the most competitive, low-cost natural gas basins to premium value markets in Canada, the U.S. and Mexico. In Canada, we have completed construction of the Coastal GasLink pipeline, enabling the first direct path between Canada and global LNG markets to deliver responsibly produced natural gas to the world.

POWER AND ENERGY SOLUTIONS

30 +
years of experience
...

We own or have interests in facilities that generate approximately 4,600 megawatts of power-generation capacity, over 75 per cent of which is emissions-less. To backstop the forecasted growth in renewable power generation by 2050, our strategy in Power and Energy Solutions focuses our portfolio on world-class nuclear power generation and pumped hydro opportunities, critical for maintaining grid reliability.



Comments on Guide R

TC Energy¹ is writing to provide comments to the Canada Energy Regulator (CER) on the proposed updates to Guide R of the Filing Manual: Transfer of Ownership, Lease or Amalgamation and appreciates the opportunity.

With more than 65 years of experience, TC Energy is a leader in responsible development and reliable operation of North American energy infrastructure. As a highly regulated enterprise, TC Energy has experience working within the existing regulatory frameworks in Canada and elsewhere in North America. With over 41,000 km of CER regulated pipelines, TC Energy is well positioned to contribute its experience on the CER's proposed changes to this particular Filing Manual Guide.

TC Energy's submissions are detailed in the following Table and are largely focused on:

- providing better clarity for circumstances where facilities regulated by the CER would no longer be regulated by the CER after a proposed transaction, as opposed to those that remain or be become regulated by the CER; and
- achieving additional clarity in Guide R to help delineate the applicability of specific requirements (e.g., financial resource requirements and abandonment funding obligations) to the appropriate "Circumstance of Application"

¹ TransCanada PipeLines Limited (TCPL), NGTL GP Ltd., as general partner on behalf of NGTL Limited Partnership (NGTL GP), Foothills Pipe Lines Ltd. (Foothills), Trans Québec & Maritimes Pipeline Inc. (TQM), and Great Lakes Pipeline Canada Ltd. (GLC), (collectively, TC Energy).

Table 1: TC Energy Comments on the proposed Filing Manual – Guide R – Transfer of Ownership, Lease or Amalgamation Changes (CER Act section 181)

Previous Wording	CER Proposed New Wording	TC Energy Comment
Filing Manual – Guide R – Transfer of Ownership, Lease or Amalgamation (CER Act section 181)		
<p>The Commission’s leave is required under section 181 of the CER Act if a company intends to sell, purchase, transfer or lease pipeline facilities or assets that are regulated by the CER, or that would be regulated by the CER after the transaction.</p> <p>An application filed pursuant to section 181 is usually followed by one or more of the following applications:</p> <ul style="list-style-type: none"> • variation or transfer of a certificate pursuant to section 190 of the CER Act; • leave to open, pursuant to section 213 of the CER Act; • addition to or modification of facilities, pursuant to sections 183 or 214 of the CER Act; • tolls and tariffs, pursuant to sections 225 to 240 of the CER Act; or • review or variance of a CER decision, pursuant to section 69 of the CER Act; <p>The word “company” as defined in section 2 of the CER Act encompasses entities incorporated (or continued and not discontinued) under provincial corporate legislation.</p> <p>The information that is required for this portion of the application will be made available to the Commission from two sources:</p>	<p>The Commission’s leave, by order, is required under section 181 of the CER Act if a company intends to sell or otherwise transfer, or lease; or purchase or otherwise acquire or lease; any pipeline, abandoned pipeline, or other facilities, either in whole or in part, that are regulated by the CER.</p> <p>The Commission’s leave is also required for a company who is authorized to construct or operate a pipeline, or if it owns an abandoned pipeline, to amalgamate with another company.</p> <p>A Commission order, granting leave, under section 181 of the CER Act is required prior to any of the transactions listed above taking place.</p> <p>An application filed pursuant to section 181 is usually followed by one or more of the following applications:</p> <ul style="list-style-type: none"> • variation or transfer of a certificate pursuant to section 190 of the CER Act; • leave to open, pursuant to section 213 of the CER Act; • addition to or modification of facilities, pursuant to sections 183 or 214 of the CER Act; • tolls and tariffs application, pursuant to sections 225 to 240 of the CER Act; or 	<p>No comment.</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
<ul style="list-style-type: none"> the company divesting the facilities; and the company acquiring the facilities. 	<ul style="list-style-type: none"> review or variance of a CER decision or order, pursuant to section 69 of the CER Act; <p>The word “company” as defined in section 2 of the CER Act encompasses entities incorporated (or continued and not discontinued) under provincial corporate legislation.</p> <p>The information that the CER requires to evaluate the application will come from two sources:</p> <ul style="list-style-type: none"> the company selling, transferring, or leasing (becoming the lessor of) the facilities; and the company purchasing, acquiring, or otherwise leasing (becoming the lessee of) the facilities; Or for an amalgamation, information is required from the company with facilities regulated by the CER (or both companies, if they both have facilities regulated by the CER). <p>Applicants are encouraged to use the Change in Ownership form on the CER website to complete their applications.</p>	
Goal		
<p>The application includes information describing:</p> <ul style="list-style-type: none"> the nature of the transaction that invokes section 181 of the CER Act and the facilities involved; the new owner and operator; and 	<p>The application includes information describing:</p> <ul style="list-style-type: none"> the nature of the transaction that triggers section 181 of the CER Act and the facilities involved; the new owner and operator; 	<p>TC Energy suggests the following edits to the fifth bullet in the Proposed New Wording, for consistency with the financial resources requirements statement in the fourth bullet in the Proposed New Wording:</p> <ul style="list-style-type: none"> how the company <u>acquiring the facilities</u> will meet its abandonment funding obligations <u>associated with any facilities</u>

Previous Wording	CER Proposed New Wording	TC Energy Comment
<ul style="list-style-type: none"> the intended use of the facilities as well as any changes in the conditions of service offered. 	<ul style="list-style-type: none"> the intended use of the facilities as well as any changes in the conditions of service offered; how the company acquiring the facilities will meet the financial resource requirements associated with operating any facilities that would be regulated by the CER; and how the company will meet its abandonment funding obligations. 	<u>that would remain or become regulated by the CER.</u>
Filing Manual Requirements		
The company divesting of the facilities must provide the following information:	Companies that are selling or otherwise transferring facilities must generally provide the following information as outlined below. However, depending on the circumstances, acquiring companies may have to provide certain information. The company selling, transferring, or leasing the facilities must provide the following information;	No comment.
Describe the nature of the transaction (i.e., is the transaction a transfer of ownership, lease or amalgamation).	A description of the nature of the transaction (i.e., is the transaction a transfer of ownership, lease, or amalgamation)	No comment.
Aa map or maps of the pipeline and the relevant upstream and downstream facilities, and identify any pipeline facility that could become stranded as a result of the transaction.	A map or maps of the pipeline and the relevant upstream and downstream facilities, and identification of any pipeline facility that could become stranded as a result of the transaction	No comment.
Provide a confirmation that a copy of the records set out in section 10.4 of CSA Z662 and section 56(e) to 56(g) of the OPR have been provided to the new owner of the facilities.	A confirmation that a copy of the records set out in section 10.4 of CSA Z662 and paragraphs 56(e) to 56(g) of the OPR have been provided to the new owner of the facilities.	No comment.
MOVED but not new	The original cost of the asset, depreciation, and net book value	No comment.

Previous Wording	CER Proposed New Wording	TC Energy Comment
The estimated cost to abandon the facilities.	The estimated cost to abandon the facilities	No changes.
N/A	Whether there are currently third-party shippers on the pipeline, and if so, whether they have been notified of the transaction.	No comment.
The company acquiring the facilities must provide the following information.	The company acquiring the new facilities must provide the following information.	No comment.
Identify the new owner and operator of the pipeline including the appropriate contact information.	The name of the new owner and operator of the pipeline including the appropriate contact information.	No comment.
The original cost of the asset, depreciation and net book value.	MOVED to company selling the facilities (above)	No comment.
The purchase price of the asset	The purchase price of the asset	No changes.
Describe the intended long-term use of the facilities.	A description of the intended long-term use of the facilities	No comment.
Describe any changes in the conditions of service offered on the pipeline, including the estimated toll impact.	A description of any changes in the conditions of service offered on the pipeline, including the estimated toll impact.	No comment.
If the records set out in section 10.4 of CSA Z662 and section 56(e) to 56(g) of the OPR do not exist, the applicant is to provide a plan detailing how it will acquire the information/records necessary to maintain and operate the facilities safely.	If the records set out in section 10.4 of CSA Z662 and paragraphs 56(e) to 56(g) of the OPR do not exist, the company acquiring the facilities must provide a plan detailing how it will acquire the information/records necessary to maintain and operate the facilities safely	No comment.
N/A	A description of how the company will meet its financial resource requirements.	TC Energy’s understanding is that “its financial resource requirements” in this context is a general reference to CER expectations relating to transactions where facilities would remain regulated by the CER and also those where

Previous Wording	CER Proposed New Wording	TC Energy Comment
		<p>facilities would no longer be regulated by the CER.</p> <p>To the extent the requirement is intended to capture facilities that would no longer be regulated by the CER and require information on compliance with post-transaction provincial “financial resource requirements” that could be applicable to the acquiring company at the discretion of provincial regulators, TC Energy submits this information should not be relevant to decision-making under CER Act s.181.</p> <p>See TC Energy’s additional comments below on page 9 of 17 below re: “Circumstance: If facilities are currently regulated by the CER and would no longer be regulated by the CER after a proposed transaction” and requirements for financial information demonstrating an acquiring company’s ability to finance.</p>
<ul style="list-style-type: none"> • a proposal by the seller for its existing letter of credit, surety bond or trust for abandonment funding; • a draft copy of the purchaser’s letter of credit, surety bond, or trust agreement for setting-aside abandonment funds; 	<p>A description of how the company will set aside funds for abandonment.</p>	<p>No comment.</p>
<p><i>Guidance – Circumstance of Application</i></p>		
<p>CER Regulated to CER Regulated</p> <p>When the pipeline is already regulated by the CER, an Order or a Certificate of Public Convenience and Necessity would have been issued once the Commission had determined that the facilities:</p>	<p>Circumstance: If facilities are currently regulated by the CER and would remain regulated by the CER after a proposed transaction.</p> <p>When facilities are already regulated by the CER, an Order or a Certificate of Public</p>	<p>No comment.</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
<ul style="list-style-type: none"> • would be constructed and operated in a safe and environmentally sound manner; and • were required for the present and future public convenience and necessity. <p>As a result, when a transaction involving the sale, conveyance, lease, purchase or amalgamation of an CER-regulated pipeline is to occur, the Commission needs assurance that, notwithstanding any changes in operation or configuration that are expected to occur, it would continue to be in the public interest to operate the facilities.</p> <p>Both companies involved in the transaction are required to apply to the CER for leave to proceed with the transaction. It is strongly suggested that the companies jointly make the application. Subsequent to receiving leave from the Commission to effect the transaction, the companies must notify the CER when the transaction has been completed. At this time, the company acquiring the facilities must apply under section 69, 190 or 280 of the CER Act (see Guide O) to have the existing Order or Certificate amended to reflect the transaction.</p> <p>If the operation of the pipeline is to be changed, the acquiring company must also meet the requirements of the relevant section(s) of the OPR or PPR and possibly either section 183 or section 214 of the CER Act.</p> <p>Group 1 pipeline companies not regulated on a complaint basis may be required to apply under</p>	<p>Convenience and Necessity (certificate) would have been issued once the Commission had determined that the facilities:</p> <ul style="list-style-type: none"> • would be constructed and operated in a safe and environmentally sound manner; and • were required for the present and future public convenience and necessity. <p>As a result, when a transaction involving the sale, lease, purchase, or amalgamation of CER-regulated facilities is to occur, the Commission needs assurance that, notwithstanding any changes in operation or configuration that are expected to occur, the public interest will continue to be served by the operation of the facilities.</p> <p>Both companies involved in the transaction are required to apply to the CER for leave to proceed with the transaction. The seller or company that is otherwise transferring or leasing needs an order of the Commission to proceed and the purchaser or the company that is otherwise acquiring or leasing needs an order of the Commission to proceed. It is strongly suggested that the companies jointly make the application.</p> <p>Subsequent to receiving leave from the Commission to effect the transaction, the companies must notify the CER when the transaction has been completed. At that time, the company acquiring the facilities must apply under section 69, 190 or 280 of the CER Act (see</p>	

Previous Wording	CER Proposed New Wording	TC Energy Comment
<p>the CER Act if tolls and tariffs matters need to be addressed (see Guide P – Tolls and Tariffs).</p>	<p>Guide O) to have the existing Order or Certificate amended to reflect the transaction.</p> <p>If the operation of the pipeline is to be changed, the acquiring company must also meet the requirements of the relevant section(s) of the OPR or PPR and possibly either section 183 or section 214 of the CER Act.</p> <p>Group 1 pipeline companies not regulated on a complaint basis may be required to apply under the CER Act if tolls and tariffs matters need to be addressed (see Guide P – Tolls and Tariffs).</p> <p>Circumstance: If facilities are not currently regulated by the CER and would become regulated by the CER after a proposed transaction.</p> <p>The acquiring company is required to submit the application for leave to purchase or otherwise acquire or to lease under section 181 and should apply concurrently under either section 214 or section 183 of the CER Act (see Guide A), as if for new facility, for authorization to operate the pipeline. This would provide the Commission with the information it requires to approve the pipeline and grant an order or certificate. The company may also be required to apply concurrently under section 213 for leave to open (see Guide T).</p>	

Previous Wording	CER Proposed New Wording	TC Energy Comment
<p>Non-CER Regulated to CER Regulated</p> <p>The acquiring company is required to submit the application and should apply concurrently under either section 214 or section 183 of the CER Act (see Guide A), as if the pipeline was a new facility, for authorization to operate the pipeline. This would provide the Commission with the information it requires to approve the pipeline and grant an order or certificate. The company may also be required to apply concurrently under section 213 for leave to open (see Guide T).</p> <p>CER Regulated to Non-CER Regulated</p> <p>The company divesting the pipeline is required to submit the application. Information provided in the application should satisfy the Commission that the public interest would not be harmed by the transaction. The divesting company should also apply for the revocation or amendment, as appropriate, of the existing certificate or order.</p>	<p>Circumstance: If facilities are currently regulated by the CER and would no longer be regulated by the CER after a proposed transaction.</p> <p>The company selling or otherwise transferring or leasing out the facilities is required to apply for leave to sell and apply for the revocation or amendment, as appropriate, of the existing certificate or order. The company selling or transferring should include information in its application about the acquiring company, including contact information and financial information demonstrating that the acquiring company has the ability to finance the ongoing operations of the pipeline (for example, by providing recent financial statements). The company should also provide confirmation that the regulator that would gain jurisdiction over the facilities has been notified of the transaction. Information provided in the application should satisfy the Commission that the public interest would not be harmed by the transaction.</p>	<p>TC Energy’s applications filed under section 181 of the CER Act are routinely to sell CER Regulated pipeline assets to a Non-CER Regulated company. TC Energy submits these proposed requirements are not warranted and should not be implemented.</p> <p>Financial Information of acquiring company</p> <p>In TC Energy’s experience, provincial regulators have their own financial eligibility requirements and capacity thresholds for pipeline companies and assets they regulate or may gain under their jurisdiction. If an acquiring company has been granted licence or approval by a provincial regulator to own and operate a pipeline or facility that is properly within provincial jurisdiction as result of a transaction, TC Energy submits that such decision should be both determinative of the purchaser’s ability to finance ongoing pipeline operations within the expectations of that jurisdiction and demonstrative that the public interest will not be harmed by the transaction. Under such circumstances, TC Energy submits that any duplicative consideration by the Commission around the facility’s future operation in another jurisdiction is not warranted.</p> <p>In the event commercial counterparties (purchasers) are compelled to provide confidential and/or sensitive financial information in support of CER Act section 181 applications, TC Energy reasonably expects that its competitive and negotiating position may be</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
		<p>adversely affected and that this would interfere with business development activities of both TC Energy and potential purchasers. TC Energy submits that such outcomes are not in the public interest.</p> <p>Alternatively, TC Energy notes that the Commission has imposed conditions as part of its 181 Order requiring the seller - within six weeks of the date the Commission issues an Order – to confirm that the relevant provincial regulator has been apprised of the transaction and that the pipeline or facility being sold will become subject to provincial regulation.² With provincial financial eligibility requirements in place, TC Energy submits this confirmation filing alone should satisfy the Commission that the public interest would not be harmed by the transaction.</p> <p>Notification to regulator gaining jurisdiction</p> <p>TC Energy submits that notification to the regulator gaining jurisdiction is the responsibility of the acquiring company. In TC Energy’s experience this notification is typically provided by the acquiring company during the licencing process with their provincial regulator. In TC Energy’s experience this requirement has resulted in premature notifications to prospective regulators gaining jurisdiction for which there has been no applicable regulatory intake process.</p>

² Filing ID: C27746.

Previous Wording	CER Proposed New Wording	TC Energy Comment
		<p>As noted, the Commission has imposed conditions with its s. 181 orders requiring the seller to confirm within six weeks of the date the Order that the relevant provincial regulator has been apprised of the transaction and that the pipeline or facility being sold will become subject to provincial regulation. TC Energy submits this approach is more complimentary to the timing of notifications between purchasers and their provincial regulators and should be continued to be applied by the Commission if confirmation of notification is required.</p>
Amalgamation		
NEW	<p>When a company with CER regulated facilities is amalgamating with another company (with or without CER regulated facilities), the company(ies) with CER regulated facilities are required to submit the application. Information provided in the application should satisfy the Commission that the public interest would not be harmed by the transaction. This application must describe any impacts of the amalgamation on the amalgamated company’s ability to meet abandonment funding requirements and financial resource requirements and describe any planned changes to the operation of the associated facilities. The CER regulated company should also apply for the amendment, as appropriate, of the existing Certificate or Order.</p>	No comment.

Previous Wording	CER Proposed New Wording	TC Energy Comment
	The correct time to apply for leave to amalgamate is no later than 40 days before the amalgamation is scheduled to close.	
Transaction Details		
<p>If possible, provide:</p> <ul style="list-style-type: none"> the certificate or order numbers for the CER-regulated facilities; or copies of the equivalent documentation issued by the present regulator of the pipeline if not CER-regulated. Otherwise, provide the: <ul style="list-style-type: none"> legal name of the pipeline location; and complete description of the facilities and the products to be carried. <p>In addition to providing the information identified above, also provide the:</p> <ul style="list-style-type: none"> proposed date of the transaction; method of financing; and the operating status of the pipeline. 	<p>If possible, provide:</p> <ul style="list-style-type: none"> the Certificate or Order numbers for the CER-regulated facilities; or copies of the equivalent documentation issued by the present regulator of the facilities if not CER-regulated. Otherwise, provide the: <ul style="list-style-type: none"> legal name of the pipeline/facilities; location; and complete description of the facilities and the products to be carried. <p>In addition to providing the information identified above, also provide the:</p> <ul style="list-style-type: none"> proposed date of the transaction; method of financing; and the operating status of the facilities. 	No comment.
Acquiring Company Information		
<p>Provide:</p> <ul style="list-style-type: none"> the complete legal names of the proposed new company owner of the pipeline; if the owner is different from the operator, the name of the operator and the relationship between the owner and the operator; 	<p>Provide:</p> <ul style="list-style-type: none"> the complete legal name of the company a copy of the Certificate of Incorporation if the owner is different from the operator, the name of the operator and the relationship between the owner and the operator; 	<p>TC Energy suggests the following edits to the sixth bullet in the Proposed New Wording:</p> <p>“...information about the financial capacity of the acquiring company <u>of facilities that would remain or become regulated by the CER after a proposed transaction</u> in order to demonstrate that it has the resources to manage the risks</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
<ul style="list-style-type: none"> • contact information for both the owner and the operator; • a copy of the Certificate of Incorporation; and • verification whether the province of incorporation is different from where the company will be carrying on business for the pipeline. 	<ul style="list-style-type: none"> • contact information for both the owner and the operator; • verification as to whether the province of incorporation is different from where the company will be carrying on business for the facilities; • information about the financial capacity of the acquiring company in order to demonstrate that it has the resources to manage the risks and costs of the pipeline during operation and in the event of an incident that harms people or the environment (see also Pipeline Financial Resource Requirements, below); and • confirmation that the new regulator has been notified of the transaction if facilities would leave the CER’s jurisdiction. 	<p>and costs of the pipeline during operation and in the event of an incident that harms people or the environment (see also Pipeline Financial Resource Requirements, below); and”</p>
<p>Maps</p>		
<p>The map or maps should:</p> <ul style="list-style-type: none"> • allow the reader to locate the pipeline geographically within a larger region, for example, a province; • include relevant details of upstream, downstream and surrounding facilities to enable to the CER to understand the relative importance and role of the subject pipeline; • identify the appropriate regulator if any of the relevant facilities are not CER-regulated; • indicate stranded or potentially stranded facilities; 	<p>The map or maps should:</p> <ul style="list-style-type: none"> • allow the reader to locate the pipeline geographically within a larger region, for example, a province; • include relevant details of upstream, downstream and surrounding facilities to enable the CER to understand the relative importance and role of the subject facilities; • identify the appropriate regulator if any of the relevant facilities are not CER-regulated; • indicate stranded or potentially stranded facilities; and • meet the requirements outlined in section 1.12 of the Filing Manual. 	<p>No comment.</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
Long-Term Use		
<p>If the long-term use is different from the present use of the pipeline, the acquiring company should provide a description of plans for the future use of the facility.</p>	<p>Describe the present use of the facilities. The acquiring company should also confirm that the long-term use is not expected to change, or provide a description of plans for the use of the facilities if the long-term use is expected to change.</p>	<p>No comment.</p>
Changes		
<p>If there are to be any changes to the condition of service offered by the pipeline:</p> <ul style="list-style-type: none"> include a description of the status of the pipeline, (i.e., whether the pipeline is presently in operation, deactivated or abandoned); explain any changes to the type of service, or terms and conditions of service; and describe how these changes would affect the operation of the pipeline. <p>Describe any and all changes to who is financially responsible for liabilities related to the pipeline.</p> <p>If a toll, tariff or negotiated settlement is presently in effect, describe any changes to the toll or tariff, other than change in ownership. If no toll, tariff or negotiated settlement is presently in effect but third party shippers are anticipated to require service on the pipeline, file a proposed tariff.</p> <p>Group 1 pipeline companies not regulated on a complaint basis may be required to apply under</p>	<p>If there are to be any changes to the condition of service offered by the facilities:</p> <ul style="list-style-type: none"> include a description of the status of the facilities, (i.e., whether the facilities are presently in operation, deactivated or abandoned); explain any changes to the type of service, or terms and conditions of service; and describe how these changes would affect the operation of the facilities. <p>Describe any and all changes to which company is financially responsible for liabilities related to the facilities.</p> <p>If a toll, tariff, or negotiated settlement is presently in effect, describe any changes to the toll, tariff, or negotiated settlement. If no toll, tariff, or negotiated settlement is presently in effect but third-party shippers are anticipated to require service on the pipeline and facilities, file a proposed tariff with the application.</p> <p>Group 1 pipeline companies not regulated on a complaint basis may be required to apply under</p>	<p>No comment.</p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
sections 225 to 240 of the CER Act if tolls and tariffs matters need to be addressed (see Guide P – Tolls and Tariffs).	sections 225 to 240 of the CER Act if tolls and tariffs matters need to be addressed (see Guide P – Tolls and Tariffs).	
Abandonment Funding		
<p>Provide:</p> <ul style="list-style-type: none"> the total Abandonment Cost Estimate of the facilities being sold or transferred; a proposal by the seller for its existing letter of credit, surety bond or trust for abandonment funding; a draft copy of the purchaser’s letter of credit, surety bond, or trust agreement for setting-aside abandonment funds; <ul style="list-style-type: none"> if using a trust to set-aside funds, the dollar amount of abandonment funds that will be in the purchaser’s trust upon its establishment; if using a trust, a proposed trustee for the trust, and a description of whether or not the trustee is regulated under the Trust and Loan Companies Act; if using a trust, a description of how the purchaser intends to collect, or contribute, funds to the trust, as applicable. <p>See Chapter 7 – Referenced Documents – Abandonment Funding and Planning for documents that describe the requirements for pipeline abandonment cost estimates, set-aside and collection mechanisms and other CER direction regarding abandonment funding.</p>	<p>Provide:</p> <ul style="list-style-type: none"> the total Abandonment Cost Estimate of the facilities being sold or transferred; a proposal by the seller for its existing letter of credit, surety bond, or trust for abandonment funding; a draft copy of the acquiring company’s letter of credit, surety bond, or trust agreement for setting-aside abandonment funds, and: <ul style="list-style-type: none"> if using a trust to set- aside funds, the dollar amount of abandonment funds that will be in the acquiring company’s trust upon its establishment; if using a trust, a proposed trustee for the trust, and a description of whether or not the trustee is regulated under the Trust and Loan Companies Act; and if using a trust, a description of how the acquiring company intends to collect, or contribute, funds to the trust, as applicable. <p>See Chapter 7 – Referenced Documents – Abandonment Funding and Planning for documents that describe the requirements for pipeline abandonment cost estimates, set-aside and collection mechanisms and other CER</p>	<p>TC Energy suggests the following edits to the preamble:</p> <p><u>“...Provide the following as appropriate under the circumstances:”</u></p>

Previous Wording	CER Proposed New Wording	TC Energy Comment
	direction regarding abandonment funding. The CER website also includes regularly-updated list of abandonment funding documents.	
Pipeline Financial Resource Requirements		
NEW	<p>Companies that hold authorizations to construct and/or operate facilities regulated by the CER are required to maintain financial resources to cover the costs of an unintended or uncontrolled release from a facility. Companies are required to demonstrate and maintain financial resources that match, at a minimum, the amount of absolute liability applicable to them. A portion of the financial resources must be readily accessible to the company. The acquiring company should provide:</p> <ul style="list-style-type: none"> • the applicable absolute liability limit; • the applicable amount of financial resources required; • its Financial Resources Plan. • For more information on the CER’s financial resource requirements see: • CER – Pipeline Financial Requirements Guidelines (cer-rec.gc.ca); and • Section A.3.4 Financing and Financial Resources of the Filing Manual 	<p>TC Energy suggests the following edits to the preamble:</p> <p><u>“...The acquiring company of facilities that would remain or become regulated by the CER after a proposed transaction should provide:”</u></p>
Next Steps		
File the completed application. Applicants are encouraged to include the completed relevant checklists from Appendix 1	File the completed application. Applicants are encouraged to use the Change in Ownership form on the CER website to complete their applications.	No comment.