

LEGAL PERFORMANCE SCORECARD

1.0 ATTACHMENTS

- Exhibit 1: Firm Performance Scorecard
- Exhibit 2: Firm Performance Reporting

2.0 DEFINITIONS

Key Performance Area (KPA) are critical focus areas for matter execution that can be measured by Key Performance Indicators.

Key Performance Indicator (KPI) are measures used to evaluate the success of the Firm's performance in matter execution.

Performance Management is the ongoing process of communication between TCE and the Firm in support of achieving the objectives of the organization. It is focused on the use of data to manage and improve a Firm's performance.

Relationship Management is the process of strategically planning and managing the relationship with the Firm to maximize the value of those interactions.

TCE means TC Energy Corporation and its affiliated entities, including any partially-owned entity where legal services are managed for that entity

Terms used but not defined in this Legal Performance Scorecard will have the meanings given in the Master Legal Services Agreement and/or any applicable Legal Representation Agreement to which these Rules form a part, as applicable (as applicable, the "**Governing Agreement**").

3.0 PERFORMANCE MANAGEMENT PROGRAM

3.1 Performance Reporting and Performance Review

- a) TCE will measure Firm's performance both qualitative and quantitative data against key performance indicators covering, but not limited to, the following key performance areas:
 - i. Safety and Compliance;
 - ii. Quality and Strategic Alignment;
 - iii. (iii) Delivery and Schedule; and
 - iv. Cost and Financial Management
- b) Firm performance assessments will be based on detailed KPIs for the above KPAs as specified in Attachment 1. TCE may change the Firm Performance Scorecard at any time upon written notice to the Firm.
- c) TCE may complete performance assessments and review meetings annually or as otherwise reasonably requested by TCE. TCE may require the Firm to provide performance data for certain KPIs.
- d) Performance assessment results may be shared with the Firm as part of business review meetings and provide the basis for meaningful discussion and to encourage continuous improvement.
- e) TCE may take the Firm's ongoing performance into consideration for future award decisions.
- f) The Firm will on a quarterly basis be required to submit to TCE a Firm Performance Report using Attachment D2 – Firm Performance Report. Firm will self report in line with the headings provided on the Performance reporting form as follows:
 - i. Timeliness;
 - ii. Reporting
 - iii. Responsiveness;
 - iv. Budget accuracy
 - v. Staffing efficiency;
 - vi. Execution Efficiency;
 - vii. Billing
 - viii. Accruals

**EXHIBIT 1
FIRM PERFORMANCE SCORECARD**

Value	Description	Performance details	Rating (0 -5)
Safety & Compliance	Workplace Safety	The Firm complies with required policies and procedures related to workplace safety: e.g. Alcohol and Drug Policy, Code of Business & Ethics Policy and Harassment Free Work Place Policy.	
	Inclusion & Diversity	The Firm demonstrates an inclusive and diverse team.	
Quality & Strategic Alignment	Business & Legal Objectives	The Firm demonstrates a strong understanding of our industry, business model and strategic objectives for each matter.	
	Knowledge & Expertise	The Firm demonstrates the appropriate level of judgement, expertise and knowledge.	
	Results	The Firm achieves the desired outcome for each matter.	
Delivery	Timeliness	The firm delivers work on schedule allowing adequate time for internal review and decision making.	
	Reporting	The firm provides prompt and thorough reporting on the status of the matter.	
	Responsiveness	The firm is available and responsible to questions and concerns	
Cost	Budget Accuracy	The firm delivers legal services at or under the approved billing limit.	
	Staffing Efficiency	The firm staffs the matter efficiently and with the right level of expertise e.g., not too senior, not too junior/use of paralegal time and leveraging TCE's internal legal resources.	
	Execution Efficiency	The firm delivers efficiency by avoiding overwork and rework.	
	Billing	The firm adheres to the fees and billing practices set out in the Billing and Staffing Guidelines.	
	Accruals	The Firm adheres to the annual accrual processes.	
	Flexible Fee Arrangements	The Firm offers competitive and flexible pricing arrangements beyond discounted rates e.g., cap and collar, fixed fee budgets, success fees.	

Compliance level	Rating
100% of the time	5
75% to 99%	4
50% - 75%	3
25% - 50%	2
0 - 25%	1

**EXHIBIT 2
FIRM PERFORMANCE REPORT**

Value	Description	Performance details	Firm Rating (0 -5)
Delivery	Timeliness	The firm delivers work on schedule allowing adequate time for internal review and decision making.	
	Reporting	The firm provides prompt and thorough reporting on the status of the matter.	
	Responsiveness	The firm is available and responsible to questions and concerns	
Cost	Budget Accuracy	The firm delivers legal services at or under the approved billing limit.	
	Staffing Efficiency	The firm staffs the matter efficiently and with the right level of expertise e.g., not too senior, not too junior/use of paralegal time and leveraging TCE's internal legal resources.	
	Execution Efficiency	The firm delivers efficiency by avoiding overwork and rework.	
	Billing	The firm adheres to the fees and billing practices set out in the Billing and Staffing Guidelines.	
	Accruals	The Firm adheres to the annual accrual processes.	

Compliance level	Rating
100% of the time	5
75% to 99%	4
50% - 75%	3
25% - 50%	2
0 - 25%	1