

Targa Resources Corp.
Form 10-K
February 21, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____

Commission File Number: 001-34991

TARGA RESOURCES CORP.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-3701075 (I.R.S. Employer Identification No.)
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1000 Louisiana St, Suite 4300, Houston, Texas (Address of principal executive offices) (713) 584-1000	77002 (Zip Code)
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(Registrant's telephone number, including area code)

Securities registered pursuant to section 12(b) of the Act:

Title of each class Name of each exchange on which registered

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Common Stock New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$6,774.8 million on June 30, 2016, based on \$42.14 per share, the closing price of the common stock as reported on the New York Stock Exchange (NYSE) on such date.

As of February 10, 2017, there were 193,949,450 shares of the registrant's common stock, \$0.001 par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

Targa Resources Corp.'s (together with its subsidiaries, including Targa Resources Partners LP ("the Partnership" or "TRP"), "we," "us," "our," "Targa," "TRC," or the "Company") reports, filings and other public announcements may from time to time contain statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements." You can typically identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, by the use of forward-looking statements, such as "may," "could," "project," "believe," "anticipate," "expect," "estimate," "potential," "plan," "forecast" and other similar words.

All statements that are not statements of historical facts, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, the following risks and uncertainties:

- the timing and extent of changes in natural gas, natural gas liquids ("NGL"), crude oil and other commodity prices, interest rates and demand for our services;
- the level and success of crude oil and natural gas drilling around our assets, our success in connecting natural gas supplies to our gathering and processing systems, oil supplies to our gathering systems and NGL supplies to our logistics and marketing facilities and our success in connecting our facilities to transportation services and markets;
- our ability to access the capital markets, which will depend on general market conditions and the credit ratings for the Partnership's and our debt obligations;
- the amount of collateral required to be posted from time to time in our transactions;
- our success in risk management activities, including the use of derivative instruments to hedge commodity price risks;
- the level of creditworthiness of counterparties to various transactions with us;
- changes in laws and regulations, particularly with regard to taxes, safety and protection of the environment;
- weather and other natural phenomena;
- industry changes, including the impact of consolidations and changes in competition;
- our ability to obtain necessary licenses, permits and other approvals;
- our ability to grow through acquisitions or internal growth projects and the successful integration and future performance of such assets;
- general economic, market and business conditions; and
- the risks described elsewhere in "Item 1A. Risk Factors." in this Annual Report and our reports and registration statements filed from time to time with the United States Securities and Exchange Commission ("SEC").

Although we believe that the assumptions underlying our forward-looking statements are reasonable, any of the assumptions could be inaccurate, and, therefore, we cannot assure you that the forward-looking statements included in this Annual Report will prove to be accurate. Some of these and other risks and uncertainties that could cause actual results to differ materially from such forward-looking statements are more fully described in "Item 1A. Risk Factors." in this Annual Report. Except as may be required by applicable law, we undertake no obligation to publicly update or advise of any change in any forward-looking statement, whether as a result of new information, future events or otherwise.

As generally used in the energy industry and in this Annual Report, the identified terms have the following meanings:

Bbl	Barrels (equal to 42 U.S. gallons)
BBtu	Billion British thermal units
Bcf	Billion cubic feet
Btu	British thermal units, a measure of heating value
/d	Per day
GAAP	Accounting principles generally accepted in the United States of America
gal	U.S. gallons
GPM	Liquid volume equivalent expressed as gallons per 1000 cu. ft. of natural gas
LIBOR	London Interbank Offered Rate
LPG	Liquefied petroleum gas
MBbl	Thousand barrels
MMBbl	Million barrels
MMBtu	Million British thermal units
MMcf	Million cubic feet
MMgal	Million U.S. gallons
NGL(s)	Natural gas liquid(s)
NYMEX	New York Mercantile Exchange
NYSE	New York Stock Exchange

Price Index Definitions

C2-OPIS-MB	Ethane, Oil Price Information Service, Mont Belvieu, Texas
C3-OPIS-MB	Propane, Oil Price Information Service, Mont Belvieu, Texas
C5-OPIS-MB	Natural Gasoline, Oil Price Information Service, Mont Belvieu, Texas
EP-PERMIAN	Inside FERC Gas Market Report, El Paso (Permian Basin)
IC4-OPIS-MB	Iso-Butane, Oil Price Information Service, Mont Belvieu, Texas
IF-PB	Inside FERC Gas Market Report, Permian Basin
IF-PEPL	Inside FERC Gas Market Report, Oklahoma Panhandle, Texas-Oklahoma Midpoint
IF-WAHA	Inside FERC Gas Market Report, West Texas WAHA
NC4-OPIS-MB	Normal Butane, Oil Price Information Service, Mont Belvieu, Texas
NG-NYMEX	NYMEX, Natural Gas
WTI-NYMEX	NYMEX, West Texas Intermediate Crude Oil

PART I

Item 1. Business

Overview

Targa Resources Corp. (NYSE: TRGP) is a publicly traded Delaware corporation formed in October 2005. Targa is a leading provider of midstream services and is one of the largest independent midstream energy companies in North America. We own, operate, and develop a diversified portfolio of complementary midstream energy assets.

On February 17, 2016, TRC completed its acquisition of all of the outstanding common units of Targa Resources Partners LP (NYSE:NGLS) pursuant to the Agreement and Plan of Merger (the “TRC/TRP Merger Agreement”, and such transaction, the “TRC/TRP Merger” or “Buy-in Transaction”). We issued 104,525,775 shares of common stock in exchange for all of the outstanding common units of the Partnership that we previously did not own. As a result of the completion of the TRC/TRP Merger, the TRP common units are no longer publicly traded. The Partnership’s 9.00% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (the “Preferred Units”) that were issued in October 2015 remain outstanding as limited partner interests in TRP and continue to trade on the New York Stock Exchange (“NYSE”) under the symbol “NGLS PRA”.

As we continue to control the Partnership, the change in our ownership interest as a result of the TRC/TRP Merger was accounted for as an equity transaction, which is reflected in our Consolidated Balance Sheet as a reduction of noncontrolling interests and corresponding increases in common stock, additional paid-in capital and deferred income tax liability. No gain or loss was recognized in our Consolidated Statements of Operations related to the TRC/TRP Merger.

You should read the following in conjunction with our audited consolidated financial statements and the notes thereto. We have prepared our accompanying consolidated financial statements under generally accepted accounting principles (GAAP) and the rules and regulations of the Securities and Exchange Commission (SEC). Our accounting records are maintained in U.S. dollars and all references to dollars in this report are to U.S. dollars, except where stated otherwise. Our consolidated financial statements include our accounts and those of our majority-owned and/or controlled subsidiaries, and all significant intercompany items have been eliminated in consolidation. The address of our principal executive offices is 1000 Louisiana Street, Suite 4300, Houston, Texas 77002, and our telephone number at this address is (713) 584-1000.

Our Operations

We are engaged in the business of:

- gathering, compressing, treating, processing and selling natural gas;
- storing, fractionating, treating, transporting and selling NGLs and NGL products, including services to LPG exporters;
 - gathering, storing and terminaling crude oil; and
- storing, terminaling and selling refined petroleum products.

To provide these services, we operate in two primary segments (previously referred to as divisions): (i) Gathering and Processing, and (ii) Logistics and Marketing (also referred to as the Downstream Business).

Concurrent with the TRC/TRP Merger, management reevaluated our reportable segments and determined that our previously disclosed divisions are the appropriate level of disclosure. The Gathering and Processing division was

previously disaggregated into two reportable segments—(a) Field Gathering and Processing and (b) Coastal Gathering and Processing. The Logistics and Marketing division was previously disaggregated into two reportable segments—(a) Logistics Assets and (b) Marketing and Distribution. Management determined that the increase in activity within Field Gathering and Processing due to the acquisition by Targa of Atlas Energy LP (“ATLS”) and our acquisition of Atlas Pipeline Partners, L.P. (“APL”) (collectively, the “Atlas mergers”) coupled with the decline in activity in our Gulf Coast region makes the disaggregation of Field Gathering and Processing and Coastal Gathering and Processing no longer warranted. Management also determined that further disaggregation of our Logistics and Marketing segment is no longer appropriate due to the integrated nature of the operations within our Downstream Business and its leadership by a consolidated executive management team.

Our Gathering and Processing segment includes assets used in the gathering of natural gas produced from oil and gas wells and processing this raw natural gas into merchantable natural gas by extracting NGLs and removing impurities; and assets used for crude oil gathering and terminaling. The Gathering and Processing segment's assets are located in the Permian Basin of West Texas and Southeast New Mexico; the Eagle Ford Shale in South Texas; the Barnett Shale in North Texas; the Anadarko, Ardmore, and Arkoma Basins in Oklahoma and South Central Kansas; the Williston Basin in North Dakota and in the onshore and near offshore regions of the Louisiana Gulf Coast and the Gulf of Mexico.

Our Logistics and Marketing segment includes all the activities necessary to convert mixed NGLs into NGL products and provides certain value added services such as storing, fractionating, terminaling, transporting and marketing of NGLs and NGL products, including services to LPG exporters; storing and terminaling of refined petroleum products and crude oil and certain natural gas supply and marketing activities in support of our other businesses. The Logistics and Marketing operations are generally connected to and supplied in part by our Gathering and Processing operations and are predominantly located in Mont Belvieu and Galena Park, Texas, Lake Charles, Louisiana and Tacoma, Washington.

Since 2010, the year of our initial public offering, we have expanded our midstream natural gas and NGL services footprint substantially. The expansion of our business has been fueled by a combination of major organic growth investments in our businesses and third-party acquisitions. Third-party acquisitions included our 2012 acquisition of Saddle Butte Pipeline LLC's crude oil pipeline and terminal system and natural gas gathering and processing operations in North Dakota (referred to by us as "Badlands") and our 2015 acquisition of APL (renamed by us as Targa Pipeline Partners, L.P. or "TPL"). In these transactions, we acquired (1) natural gas gathering, processing and treating assets in North Texas, West Texas, South Texas, Oklahoma and North Dakota, and (2) crude oil gathering and terminal assets in North Dakota.

Organic Growth Projects

We continue to invest significant capital to expand through organic growth projects. We have invested approximately \$3.8 billion in growth capital expenditures since 2007, including approximately \$0.5 billion in 2016. These expansion investments were distributed across our businesses, with 46% related to Logistics and Marketing and 54% to Gathering and Processing. We expect to continue to invest in both large and small organic growth projects in 2017. Assuming the closing of the Permian Acquisition (as defined below) occurs in the first quarter of 2017, we currently estimate that we will invest at least \$700 million in growth capital expenditures (exclusive of outlays for business acquisitions) for announced projects in 2017.

Volatility of Commodity Prices

Fluctuations in energy prices can greatly affect production rates and investments by third parties in the development and production of new oil and natural gas reserves. Drilling and production activity generally decreases as crude oil and natural gas prices decrease below commercially acceptable levels. Prices of oil, natural gas and NGLs have been volatile, and we expect this volatility to continue. Our operations are affected by the level of crude, natural gas and NGL prices, the relationship among these prices and related reduced activity levels from our customers. Beginning in the fourth quarter of 2014, oil, natural gas and NGL prices declined significantly primarily due to global supply and demand imbalances. Oil, natural gas and NGL prices continued to decline in 2015 and the first half of 2016, but have since experienced some recovery.

2016 Developments

Logistics and Marketing Segment Expansion

Cedar Bayou Fractionator Train 5

In June 2016, we commissioned an additional fractionator, Train 5, at our 88%-owned Cedar Bayou Fractionator (“CBF”) in Mont Belvieu, Texas. This expansion added 100 MBbl/d of fractionation capacity at CBF, and is fully integrated with our existing Gulf Coast NGL storage, terminaling and delivery infrastructure, which includes an extensive network of connections to key petrochemical and industrial customers as well as our LPG export terminal at Galena Park on the Houston Ship Channel. The gross cost of Train 5 was approximately \$331 million (our net cost was approximately \$299 million).

Channelview Splitter

On December 27, 2015, we and an affiliate of Noble Group Ltd. (“Noble”) entered into a long-term, fee-based agreement (“Splitter Agreement”) under which Targa Terminals will build and operate a 35,000 barrel per day crude oil and condensate splitter at our Channelview Terminal on the Houston Ship Channel (“Channelview Splitter”). The Channelview Splitter will have the capability to split approximately 35,000 barrels per day of crude oil and condensate into its various components, including naphtha, kerosene, gas oil, jet fuel, and liquefied petroleum gas and will provide segregated storage for the crude, condensate and components. The Channelview Splitter is expected to be completed by early 2018, and has an estimated total

cost of approximately \$140 million. As contemplated by the agreement entered into with Noble in December 2014 (the “December 2014 Agreement”), the Splitter Agreement completes and terminates the December 2014 Agreement, while retaining our economic benefits from that previous agreement. The first annual payment due under the Splitter Agreement was received in October 2016 and is reflected in deferred revenue as a component of other long-term liabilities on our Consolidated Balance Sheet.

Gathering and Processing Segment Expansion

Eagle Ford Shale Natural Gas Gathering and Processing Joint Ventures

In October 2015, we announced that we had entered into joint venture agreements with Sanchez Energy Corporation (“Sanchez”) to construct a new 200MMcf/d cryogenic natural gas processing plant in La Salle County, Texas (the “Raptor Plant”) and approximately 45 miles of associated pipelines. In July 2016, Sanchez sold its interest in the gathering joint venture to Sanchez Production Partners L.P. (“SPP”) and in November 2016 sold its interest in the processing joint venture to SPP. We own a 50% interest in the plant and the approximately 45 miles of high pressure gathering pipelines that will connect Sanchez’s Catarina gathering system to the plant. We hold a portion of the transportation capacity on the pipeline, and the gathering joint venture receives fees for transportation. We expect to invest approximately \$125 million of growth capital expenditures related to the joint ventures.

The Raptor Plant will accommodate the growing production from Sanchez’s premier Eagle Ford Shale acreage position in Dimmit, La Salle and Webb Counties, Texas and from other third party producers. The plant and high pressure gathering lines are supported by long-term, firm, fee-based contracts and acreage dedications with Sanchez. We will manage construction and operations of the plant and high pressure gathering lines, while the plant is expected to begin operations late in the first quarter of 2017 and to be fully operational in April 2017. Prior to the plant being placed in service, we benefit from Sanchez natural gas volumes that are processed at our Silver Oak facilities in Bee County, Texas.

Permian Basin Buffalo Plant

In April 2016, we commenced commercial operations of a new 200 MMcf/d cryogenic processing plant, known as the Buffalo Plant, in our WestTX system. This project also included the laying of new high and low pressure gathering lines in Martin and Andrews counties of Texas. Total growth capital expenditures for the Buffalo Plant were approximately \$140 million (our net growth capital expenditures were approximately \$102 million). The addition of the Buffalo Plant positions us to handle increasing production from our joint venture partner in WestTX, Pioneer (the largest active driller in the Spraberry and Wolfberry Trends), and from other active producers in the area.

Purchase of Versado Membership Interest

In October 2016, we acquired the remaining membership interest in Versado Gas Processors, L.L.C. (“Versado”) that we did not own. Targa held a 63% controlling interest in Versado prior to this transaction and already reported Versado on a consolidated basis. Versado consists of the Saunders, Eunice and Monument gas processing plants and related gathering systems in Southeastern New Mexico and in West Texas. Versado includes approximately 3,600 miles of natural gas gathering pipelines.

Additional WestTX System Processing Capacity

In November 2016, we announced plans to restart the currently idled 45 MMcf/d Benedum cryogenic processing plant and to add 20 MMcf/d of capacity at our Midkiff plant in our WestTX system. The Benedum Plant was idled in September 2014 after the start-up of the 200 MMcf/d Edward Plant. The addition of 20 MMcf/d of capacity at our

Midkiff plant will increase overall plant capacity of the Midkiff/Consolidator plant complex in Reagan County, Texas from 210 MMcf/d to 230 MMcf/d. Also in November 2016, we announced plans to build a new 200 MMcf/d cryogenic processing plant in WestTX (the “Joyce Plant”). The Joyce Plant is expected to be completed in early 2018.

In addition to the major projects noted above, we had other growth capital expenditures in 2016 and expect to have more in 2017 related to the continued build out of our gathering and processing infrastructure and logistics capabilities. We will continue to evaluate other potential projects based on return profile, capital requirements and strategic need and may choose to defer projects depending on expected activity levels.

Permian Acquisition

On January 22, 2017, we entered into definitive agreements to purchase 100% of the membership interests of Outrigger Delaware Operating, LLC, Outrigger Southern Delaware Operating, LLC (together “Outrigger Delaware”) and Outrigger Midland Operating, LLC (“Outrigger Midland” and together with “Outrigger Delaware”, “Outrigger”) (the “Permian Acquisition”).

Outrigger Delaware's gas gathering and processing and crude gathering systems are located in Loving, Winkler and Ward counties. The operations are backed by producer dedications of more than 145,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 14 years. Outrigger Delaware's assets include 70 MMcf/d of processing capacity. Currently, there is 40,000 Bbl/d of crude gathering capacity on the Outrigger Delaware system.

Outrigger Midland's gas gathering and processing and crude gathering systems are located in Howard, Martin and Borden counties. The operations are backed by producer dedications of more than 105,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 13 years. Outrigger Midland currently has 10 MMcf/d of processing capacity. Currently, there is 40,000 Bbl/d of crude gathering capacity on the Outrigger Midland system.

We anticipate connecting Outrigger Delaware to our existing Sand Hills system and Outrigger Midland to our existing WestTX system during 2017, creating operational and capital synergies. We currently expect to close the transaction during the first quarter of 2017, subject to customary regulatory approvals and closing conditions.

Financing Activities

On February 17, 2016, we completed the TRC/TRP Merger, and issued 104,525,775 shares of our common stock to unitholders of the common units of the Partnership in exchange for all of the 168,590,009 outstanding common units of the Partnership that we did not previously own.

In March 2016, through a private placement, we issued 965,100 newly authorized shares of Series A Preferred Stock (the "Preferred Shares" or "Series A Preferred") with detachable warrants for \$1,030 per share and received gross proceeds of \$994.1 million.

In 2016, 19,983,843 warrants were exercised by their holders and net settled by us for 11,336,856 shares of common stock. As of December 31, 2016, 99,888 warrants remain outstanding.

During the year ended December 31, 2016, we repurchased a portion of the outstanding senior notes of the Partnership on the open market, paying \$534.3 million plus accrued interest to repurchase \$559.2 million of the notes. The repurchases resulted in a \$21.4 million net gain, which included the write-off of \$3.5 million in related debt issuance costs. We or the Partnership may retire or purchase various series of the Partnership's outstanding debt through cash purchases and/or exchanges for other debt, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

In May 2016, under a universal shelf registration statement filed with the SEC in May 2016 that allows us to issue debt or equity securities (the "May 2016 Shelf"), we entered into an Equity Distribution Agreement (the "May 2016 EDA") pursuant to which we may sell, at our option, up to an aggregate of \$500 million of our common stock. The common stock available for sale under the May 2016 EDA was registered pursuant to a registration statement on Form S-3 filed on May 23, 2016. During the year ended December 31, 2016, we issued 11,074,266 shares of common stock under the May 2016 EDA, receiving net proceeds of \$494.0 million.

In October 2016, the Partnership issued \$500.0 million of 5 % Senior Notes due February 2025 and \$500.0 million of 5 % Senior Notes due February 2027 (collectively, the "2016 Senior Notes"), yielding net proceeds of approximately \$496.2 million and \$496.2 million, respectively. The net proceeds from the offering of the 2016 Senior Notes (the "October 2016 Offering"), along with borrowings under the Partnership's senior secured revolving credit facility (the "TRP Revolver") were used to fund tender offers (the "Tender Offers") for the Partnership's 5% Senior Notes due January

2018 (the “5% Notes”), 6 % Senior Notes due October 2020 (the “6 % Notes”) and 6 % Senior Notes due February 2021 (the “6 % Notes” and together with the 5% Notes and 6 % Notes, the “Tender Notes”) and to fund redemption payments for the 6 % Notes and the 6 % Notes and the 6 % Senior Notes of Targa Pipeline Partners due October 2020 (the “6 % TPL Notes”).

The Tender Offers were fully subscribed and we accepted for purchase all Tender Notes that were validly tendered as of the early tender date which totaled \$1,138.3 million and we recorded a loss due to debt extinguishment of approximately \$59.2 million comprised of the \$41.8 million premium paid, the write-off of \$5.8 million of debt issuance costs, \$15.1 million of debt discounts and \$3.5 million of debt premiums. The aggregate principal amount of the notes redeemed following completion of the Tender Offers totaled \$146.2 million and we recorded a loss due to debt extinguishment of approximately \$9.7 million comprised of the \$4.9 million premium paid, and a write-off of \$1.1 million of debt issuance costs, \$4.2 million of debt discounts and \$0.5 million of debt premiums.

In October 2016, the Partnership entered into the Second Amendment and Restatement Agreement (the “Restatement”) to effectuate the Third Amended and Restated Credit Agreement (the “TRP Credit Agreement”). The TRP Credit Agreement amended and restated the TRP Revolver to extend the maturity date from October 2017 to October 2020. The available commitments under the TRP Revolver of \$1.6 billion remained unchanged while the Partnership’s ability to request additional commitments increased from up to

\$300.0 million to up to \$500.0 million. The TRP Revolver continues to bear interest costs that are dependent on the Partnership's ratio of consolidated funded indebtedness to consolidated adjusted EBITDA, and the covenants also remained substantially the same. The TRP Credit Agreement designates TPL and certain of its subsidiaries as "Restricted Subsidiaries" and provides for certain changes to occur upon the Partnership receiving an investment grade credit rating from Moody's or S&P, including the release of the security interests in all collateral at the request of the Partnership.

Subsequent to entering into the TRP Credit Agreement, the Partnership executed supplemental indentures relating to all of its outstanding series of Senior Notes to designate TPL and certain of its subsidiaries as guarantors of the Senior Notes.

In December 2016, we entered into an Equity Distribution Agreement under the May 2016 Shelf (the "December 2016 EDA") pursuant to which we may sell, at our option, up to an aggregate of \$750 million of our common stock. During the year ended December 31, 2016, we issued 1,487,100 shares of common stock under the December 2016 EDA, receiving net proceeds of \$78.7 million. In connection with the December 2016 EDA, we terminated the May 2016 EDA.

In December 2016, the Partnership amended its account receivable securitization facility to extend the maturity to December 8, 2017 and to increase the facility size to \$275.0 million from \$225.0 million.

On January 26, 2017, we completed a public offering of 9,200,000 shares of common stock (including underwriters' overallotment option) at a price of \$57.65, providing net proceeds of \$524.1 million. We intend to use the net proceeds from this public offering to fund a portion of the \$565 million initial purchase price of the Permian Acquisition. Prior to funding the Permian Acquisition, or if we do not complete the pending Permian Acquisition, we may use some or all of the net proceeds for general corporate purposes, which may include, among other things, repayment of indebtedness (including the Partnership's indebtedness), acquisitions, capital expenditures, additions to working capital and redeeming or repurchasing some of the Partnership's outstanding notes.

Growth Drivers

We believe that our near-term growth will be driven by the level of producer activity in the basins where our gathering and processing infrastructure is located and by the level of demand for services for our Downstream Business. We believe our assets are not easily duplicated, and in the current commodity price environment, are located in many of the most attractive and active areas of exploration and production activity and are near key markets and logistics centers. Over the longer term, we expect our growth will continue to be driven by the strong position of our quality assets which will benefit from production from shale plays and by the deployment of shale exploration and production technologies in both liquids-rich natural gas and crude oil resource plays that will also provide additional opportunities for our Downstream Business. We expect that third-party acquisitions will also continue to be a focus of our growth strategy.

Attractive Asset Positions

We believe that our positioning in some of the most attractive basins will allow us to capture increased natural gas supplies for processing. Producers continue to focus drilling activity on their most attractive acreage, especially in the Permian Basin where we have a large and well positioned footprint, and are benefiting from increasing activity as rigs have been added in the basin in and around our systems.

The development of shale and resources plays has resulted in increasing NGL supplies that continue to generate demand for our fractionation services at the Mont Belvieu market hub and for LPG export services at our Galena Park

Marine Terminal on the Houston Ship Channel. Since 2010, in response to increasing demand we added 278 MBbl/d of additional fractionation capacity with the additions of CBF Trains 3, 4 and 5. We believe that the higher volumes of fractionated NGLs will also result in increased demand for other related fee-based services provided by our Downstream Business. Continued demand for fractionation capacity is expected to lead to other growth opportunities.

As domestic producers have focused their drilling in crude oil and liquids-rich areas, new gas processing facilities are being built to accommodate liquids-rich gas, which results in an increasing supply of NGLs. As drilling in these areas continues, supply of NGLs requiring transportation and fractionation to market hubs is expected to continue. As the supply of NGLs increases, our integrated Mont Belvieu and Galena Park Marine Terminal assets allow us to provide the raw product, fractionation, storage, interconnected terminaling, refrigeration and ship loading capabilities to support exports by third party customers.

Drilling and production activity from liquids-rich natural gas shale plays and similar crude oil resource plays

We are actively pursuing natural gas gathering and processing and NGL fractionation opportunities associated with liquids-rich natural gas from shale and other resource plays and are also actively pursuing crude gathering and natural gas gathering and

processing and NGL fractionation opportunities from active crude oil resource plays. We believe that our leadership position in the Downstream Business, which includes our fractionation and export services, provides us with a competitive advantage relative to other gathering and processing companies without these capabilities.

Bakken Shale / Three Forks opportunities

Although lower commodity prices have reduced producer activity in the Bakken Shale and Three Forks plays in the Williston Basin, we largely maintained our volumes of crude oil gathered and natural gas gathered and processed in 2016 by continuing to expand our infrastructure to capture additional volumes from wells that have already been drilled and that can be connected to our system.

Eagle Ford opportunities

As a result of our joint venture agreements with Sanchez in South Texas to construct a new 200 MMcf/d cryogenic processing plant and the associated infrastructure to connect to the Sanchez Catarina gathering system, we benefitted from increasing Sanchez production in the Eagle Ford play at our Silver Oak facilities. We expect to continue to benefit from increasing production at the Raptor Plant after the Raptor Plant is fully operational in April 2017.

Third party acquisitions

We have a record of completing third party acquisitions. Since our initial public offering in 2010, our strategy included approximately \$13.1 billion in acquisitions and growth capital expenditures of which approximately \$6.2 billion was for acquisitions from, or of, third parties. Additionally, we announced the Permian Acquisition in January 2017. We expect that third-party acquisitions will continue to be a focus of our growth strategy.

Competitive Strengths and Strategies

We believe that we are well positioned to execute our business strategies due to the following competitive strengths:

Strategically located gathering and processing asset base

Our gathering and processing businesses are strategically located in generally attractive oil and gas producing basins and are well positioned within each of those basins. Activity in the shale resource plays underlying our gathering assets is driven by the economics of oil, condensate, gas and NGL production from the particular reservoirs in each play. Activity levels for most of our gathering and processing asset are driven primarily by liquid hydrocarbon commodity prices. If drilling and production activities in these areas continue, we would likely increase the volumes of natural gas and crude oil available to our gathering and processing systems.

Leading fractionation, LPG export and NGL infrastructure position

We are one of the largest fractionators of NGLs in the Gulf Coast. Our fractionation assets are primarily located in Mont Belvieu, Texas and to a lesser extent Lake Charles, Louisiana, which are key market centers for NGLs. Our logistics operations at Mont Belvieu, the major U.S. hub of NGL infrastructure, include connection to a number of mixed NGL (“mixed NGLs” or “Y-grade”) supply pipelines, storage, interconnection and takeaway pipelines and other transportation infrastructure. Our logistics assets, including fractionation facilities, storage wells, low ethane propane de-ethanizer, and our Galena Park Marine Terminal and related pipeline systems and interconnects, are also located near and connected to key consumers of NGL products including the petrochemical and industrial markets. The location and interconnectivity of these assets are not easily replicated, and we have additional capability to expand their capacity. We have extensive experience in operating these assets and developing, permitting and constructing

new midstream assets.

Comprehensive package of midstream services

We provide a comprehensive package of services to natural gas and crude oil producers. These services are essential to gather crude and to gather, process and treat wellhead gas to meet pipeline standards and to extract NGLs for sale into petrochemical, industrial, commercial and export markets. We believe that our ability to provide these integrated services provides an advantage in competing for new supplies because we can provide substantially all of the services producers, marketers and others require for moving natural gas and NGLs from wellhead to market on a cost-effective basis. Additionally, we believe the barriers to enter the midstream sector on a scale similar to ours are reasonably high due to the high cost of replicating or acquiring assets in key strategic positions, the difficulty of permitting and constructing new midstream assets and the difficulty of developing the expertise necessary to operate them.

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High quality and efficient assets

Our gathering and processing systems and logistics assets consist of high-quality, well-maintained facilities, resulting in low-cost, efficient operations. Advanced technologies have been implemented for processing plants (primarily cryogenic units utilizing centralized control systems), measurements (essentially all electronic and electronically linked to a central data-base) and operations and maintenance to manage work orders and implement preventative maintenance schedules (computerized maintenance management systems). These applications have allowed proactive management of our operations resulting in lower costs and minimal downtime. We have established a reputation in the midstream industry as a reliable and cost-effective supplier of services to our customers and have a track record of safe, efficient, and reliable operation of our facilities. We will continue to pursue new contracts, cost efficiencies and operating improvements of our assets. Such improvements in the past have included new production and acreage commitments, reducing fuel gas and flare volumes and improving facility capacity and NGL recoveries. We will also continue to optimize existing plant assets to improve and maximize capacity and throughput.

In addition to routine annual maintenance expenses, our maintenance capital expenditures have averaged approximately \$83.2 million per year over the last four years. We believe that our assets are well-maintained and anticipate that a similar level of maintenance capital expenditures will be sufficient for us to continue to operate our existing assets in a prudent, safe and cost-effective manner.

Large, diverse business mix with favorable contracts and increasing fee-based business

We maintain gas gathering and processing positions in strategic oil and gas producing areas across multiple basins and provide these and other services under attractive contract terms to a diverse mix of customers across our areas of operation. Consequently, we are not dependent on any one oil and gas basin or customer. Our Logistics and Marketing assets are typically located near key market hubs and near most of our NGL customers. They also serve must-run portions of the natural gas value chain, are primarily fee-based and have a diverse mix of customers.

Our contract portfolio has attractive rate and term characteristics including a significant fee-based component, especially in our Downstream Business. Our expected continued growth of the fee-based Downstream Business may result in increasing fee-based cash flow. Closing the Permian Acquisition will also result in increasing fee-based cash flow as the entities acquired have primarily fee-based gathering and processing contracts.

Financial flexibility

We have historically maintained a conservative leverage ratio and ample liquidity and have funded our growth investments with a mix of equity and debt over time. Disciplined management of leverage, liquidity and commodity price volatility allow us to be flexible in our long-term growth strategy and enable us to pursue strategic acquisitions and large growth projects.

Experienced and long-term focused management team

Our current executive management team includes a number of individuals who formed us in 2004, and several others who managed many of our businesses prior to acquisition by Targa. They possess a breadth and depth of experience working in the midstream energy business. Other officers and key operational, commercial and financial employees have significant experience in the industry and with our assets and businesses.

Attractive cash flow characteristics

We believe that our strategy, combined with our high-quality asset portfolio, allows us to generate attractive cash flows. Geographic, business and customer diversity enhances our cash flow profile. Our Gathering and Processing segment has a contract mix that is primarily percent-of-proceeds, but also has increasing components of fee-based revenues driven by fees added to percent-of-proceeds contracts for natural gas treating and compression, by new/amended contracts with a combination of percent-of-proceeds and fee-based components and by essentially fully fee-based crude oil gathering and gas gathering and processing in certain areas where fee-based contracts are prevalent such as the Williston Basin and SouthTX. Contracts in our Coastal Gathering and Processing segment are primarily hybrid (percent-of-liquids with a fee floor) or percent-of-liquids contracts. Contracts in the Downstream Business are predominately fee-based based on volumes and contracted rates, with a large take-or-pay component. Our contract mix, along with our commodity hedging program, serves to mitigate the impact of commodity price movements on cash flow.

We have hedged the commodity price risk associated with a portion of our expected natural gas, NGL and condensate equity volumes and future commodity purchases and sales through 2019 by entering into financially settled derivative transactions. These transactions include swaps, futures, purchased puts (or floors) and costless collars. The primary purpose of our commodity risk management activities is to hedge our exposure to price risk and to mitigate the impact of fluctuations in commodity prices on cash flow. We have

intentionally tailored our hedges to approximate specific NGL products and to approximate our actual NGL and residue natural gas delivery points. Although the degree of hedging will vary, we intend to continue to manage some of our exposure to commodity prices by entering into similar hedge transactions. We also monitor and manage our inventory levels with a view to mitigate losses related to downward price exposure.

Asset base well-positioned for organic growth

We believe that our asset platform and strategic locations allow us to maintain and potentially grow our volumes and related cash flows as our supply areas benefit from continued exploration and development over time. Technology advances have resulted in increased domestic oil and liquids-rich gas drilling and production activity. While recent commodity price levels have impacted activity, the location of our assets provides us with access to natural gas and crude oil supplies and proximity to end-user markets and liquid market hubs while positioning us to capitalize on drilling and production activity in those areas. Our existing infrastructure has the capacity to handle some incremental increases in volumes without significant investments as well as opportunities to leverage existing assets with meaningful expansions. We believe that as domestic supply and demand for natural gas, crude oil and NGLs, and services for each grows over the long term, our infrastructure will increase in value as such infrastructure takes on increasing importance in meeting that growing supply and demand.

While we have set forth our strategies and competitive strengths above, our business involves numerous risks and uncertainties which may prevent us from executing our strategies. These risks include the adverse impact of changes in natural gas, NGL and condensate/crude oil prices, the supply of or demand for these commodities, and our inability to access sufficient additional production to replace natural declines in production. For a more complete description of the risks associated with an investment in us, see “Item 1A. Risk Factors.”

The Partnership’s Relationship with Us

As a result of the TRC/TRP Merger, which was completed on February 17, 2016, Targa owns all of the outstanding TRP common units as well as a 2% general partner interest in the Partnership. On October 19, 2016, TRP executed the Third Amended and Restated Agreement of Limited Partnership (the “Third A&R Partnership Agreement”), effective as of December 1, 2016. The Third A&R Partnership Agreement (i) eliminated the incentive distribution rights (“IDRs”) held by the General Partner, and related distribution and allocation provisions, (ii) eliminated the special general partner interest in the Partnership (the “Special GP Interest”) held by the General Partner, (iii) provided the ability to declare monthly distributions in addition to quarterly distributions, (iv) modified certain provisions relating to distributions from available cash, (v) eliminated the Class B Unit provisions (as defined in the Third A&R Partnership Agreement) and (vi) made changes to reflect the passage of time and removed provisions that were no longer applicable.

In connection with the Third A&R Partnership Agreement, TRP issued to the General Partner (i) 20,380,286 common units and 424,590 General Partner units in exchange for the cancellation of the IDRs and (ii) 11,267,485 common units and 234,739 General Partner units in exchange for cancellation of the Special GP Interest. These common units and General Partner units were issued on December 1, 2016 pursuant to the exemption offered by Section 4(a)(2) of the Securities Exchange Act of 1934. The Partnership Agreement with us governs our relationship regarding certain reimbursement and indemnification matters. See “Item 13. Certain Relationships and Related Transactions and Director Independence.”

Our Challenges

We face a number of challenges in implementing our business strategy. For example:

- ◆ We have a substantial amount of indebtedness which may adversely affect our financial position.
- ◆ Our cash flow is affected by supply and demand for crude oil, natural gas and NGL products and by natural gas, NGL and condensate prices, and decreases in these prices could adversely affect our results of operations and financial condition.
- ◆ Our growth strategy requires access to new capital. Volatile capital markets with uncertain access or increased competition for investment opportunities could impair our ability to grow.
- ◆ Our long-term success depends on our ability to obtain new sources of supplies of natural gas, crude oil and NGLs, which is subject to certain factors beyond our control. Any decrease in supplies of natural gas, crude oil or NGLs could adversely affect our business and operating results.
- ◆ Although we believe we have a large, diverse customer base, we are subject to counterparty risk which could adversely affect our financial position.

Our hedging activities may not be effective in reducing the variability of our cash flows and may, in certain circumstances, increase the variability of our cash flows.

If we do not successfully make acquisitions on economically acceptable terms or efficiently and effectively integrate assets from acquisitions, our results of operations and financial condition could be adversely affected.

We are subject to regulatory, environmental, political, legal and economic risks, which could adversely affect our results of operations and financial condition.

Our industry is highly competitive, and increased competitive pressure could adversely affect our business and operating results.

For a further discussion of these and other challenges we face, please read “Item 1A. Risk Factors.”

Our Business Operations

Our operations are reported in two segments: (i) Gathering and Processing, and (ii) Logistics and Marketing (also referred to as the Downstream Business).

Gathering and Processing Segment

Our Gathering and Processing segment consists of gathering, compressing, dehydrating, treating, conditioning, processing, and marketing natural gas and gathering crude oil. The gathering of natural gas consists of aggregating natural gas produced from various wells through small diameter gathering lines to processing plants. Natural gas has a widely varying composition depending on the field, the formation and the reservoir from which it is produced. The processing of natural gas consists of the extraction of imbedded NGLs and the removal of water vapor and other contaminants to form (i) a stream of marketable natural gas, commonly referred to as residue gas, and (ii) a stream of mixed NGLs. Once processed, the residue gas is transported to markets through pipelines that are owned by either the gatherers and processors or third parties. End-users of residue gas include large commercial and industrial customers, as well as natural gas and electric utilities serving individual consumers. We sell our residue gas either directly to such end-users or to marketers into intrastate or interstate pipelines, which are typically located in close proximity or with ready access to our facilities. The gathering of crude oil consists of aggregating crude oil production primarily through gathering pipeline systems, which deliver crude oil to a combination of other pipelines, rail and truck.

We continually seek new supplies of natural gas and crude oil, both to offset the natural decline in production from connected wells and to increase throughput volumes. We obtain additional natural gas and crude oil supply in our operating areas by contracting for production from new wells or by capturing existing production currently gathered by others. Competition for new natural gas and crude oil supplies is based primarily on location of assets, commercial terms including pre-existing contracts, service levels and access to markets. The commercial terms of natural gas gathering and processing arrangements and crude oil gathering are driven, in part, by capital costs, which are impacted by the proximity of systems to the supply source and by operating costs, which are impacted by operational efficiencies, facility design and economies of scale.

We believe our extensive asset base and scope of operations in the regions in which we operate provide us with significant opportunities to add both new and existing natural gas and crude oil production to our systems. We believe our size and scope give us a strong competitive position through close proximity to a large number of existing and new producing wells in our areas of operations, allowing us to generate economies of scale and to provide our customers with access to our existing facilities and to end-use markets and market hubs. Additionally, we believe our ability to serve our customers’ needs across the natural gas and NGL value chain further augments our ability to attract

new customers.

The Gathering and Processing segment's assets are located in the Permian Basin of West Texas and Southeast New Mexico; the Eagle Ford Shale in South Texas; the Barnett Shale in North Texas; the Anadarko, Ardmore, and Arkoma Basins in Oklahoma and South Central Kansas; the Williston Basin in North Dakota and in the onshore and near offshore regions of the Louisiana Gulf Coast and the Gulf of Mexico.

The natural gas processed in this segment is supplied through our gathering systems which, in aggregate, consist of approximately 27,000 miles of natural gas pipelines and include 36 owned and operated processing plants. During 2016, we processed an average of 3,412.0 MMcf/d of natural gas and produced an average of 305.5 MBbl/d of NGLs. In addition to our natural gas gathering and processing, our Badlands operations include a crude oil gathering system and four terminals with crude oil operational storage capacity of 125 MBbl.

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We believe we are well positioned as a gatherer and processor in the Permian Basin, Eagle Ford Shale, Barnett Shale, Anadarko, Ardmore, Arkoma and Williston Basins. We believe proximity to production and development activities allows us to compete for new supplies of natural gas and crude oil partially because of our lower competitive cost to connect new wells and to process additional natural gas in our existing processing plants and because of our reputation for reliability. Additionally, because we operate all the plants in these basins we are often able to redirect natural gas among our processing plants, which are often interconnected in these regions, providing operational flexibility and allowing us to optimize processing efficiency and further improve the profitability of our operations.

The Gathering and Processing segment's operations consist of SAOU, WestTX, Sand Hills, Versado, SouthTX, North Texas, SouthOK, WestOK, Coastal and Badlands each as described below:

SAOU

SAOU includes approximately 1,700 miles of pipelines in the Permian Basin that gather natural gas for delivery to the Mertzon, Sterling, Conger and High Plains processing plants. SAOU is connected to thousands of producing wells and over 840 central delivery points. SAOU's processing facilities are refrigerated cryogenic processing plants with an aggregate processing capacity of approximately 369 MMcf/d. These plants have residue gas connections to pipelines owned by affiliates of Atmos Energy Corporation ("Atmos"), Enterprise Products Partners L.P. ("EPD"), Kinder Morgan, Inc. ("Kinder Morgan"), Northern Natural Gas Company ("Northern") and ONEOK, Inc. ("ONEOK"). SAOU has gathering lines that extend across nine counties.

WestTX

The WestTX gathering system has approximately 4,400 miles of natural gas gathering pipelines located across nine counties within the Permian Basin in West Texas. We have an approximate 72.8% ownership in the WestTX system. Pioneer, the largest active driller in the Spraberry and Wolfberry Trends and a major producer in the Permian Basin, owns the remaining interest in the WestTX system.

The WestTX system includes six separate plants: the Consolidator, Driver, Midkiff, Benedum, Edward and Buffalo processing facilities. The WestTX processing operations have an aggregate processing name-plate capacity of approximately 855 MMcf/d.

The WestTX system has access to natural gas take-away pipelines owned by Atmos; El Paso Natural Gas Company; Kinder Morgan; Oneok West Texas, Enterprise Interstate, LLC; and Northern.

Sand Hills

The Sand Hills operations consist of the Sand Hills and Puckett gathering systems in West Texas. These systems consist of approximately 1,600 miles of natural gas gathering pipelines. These gathering systems are primarily low-pressure gathering systems with significant compression assets. The Sand Hills refrigerated cryogenic processing plant has a gross processing capacity of 165 MMcf/d and residue gas connections to pipelines owned by affiliates of EPD, Kinder Morgan and ONEOK.

Versado

Versado consists of the Saunders, Eunice and Monument gas processing plants and related gathering systems in Southeastern New Mexico and in West Texas. Versado includes approximately 3,600 miles of natural gas gathering pipelines. The Saunders, Eunice and Monument refrigerated cryogenic processing plants have aggregate processing capacity of 255 MMcf/d. These plants have residue gas connections to pipelines owned by affiliates of Kinder Morgan

and MidAmerican Energy Company.

SouthTX

The SouthTX gathering system includes approximately 800 miles of gathering pipelines located in the Eagle Ford Shale in southern Texas. Included in the total SouthTX pipeline mileage is our 75% interest in T2 LaSalle Gathering Company L.L.C. (“T2 LaSalle”), which has approximately 60 miles of gathering pipelines, and our 50% interest in T2 Eagle Ford Gathering Company L.L.C. (“T2 Eagle Ford”), which has approximately 120 miles of gathering pipelines. T2 LaSalle and T2 Eagle Ford are operated by a subsidiary of Southcross Holdings, L.P. (“Southcross”), which owns the remaining interests.

The SouthTX assets also include a 50% interest in T2 EF Cogeneration Holdings L.L.C. (“T2 Cogen”, together with T2 LaSalle and T2 Eagle Ford, the “T2 Joint Ventures”), which owns a cogeneration facility. T2 Cogen is operated by Southcross, which owns the remaining interest in T2 Cogen.

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The SouthTX system processes natural gas through the Silver Oak I and II processing plants. The Silver Oak I and II facilities are each 200 MMcf/d cryogenic plants located in Bee County, Texas. We own 90% of the Silver Oak II processing plant and SPP owns the remaining interest. The SouthTX system includes our 50% interest in Carnero Gathering, LLC and our 50% interest in Carnero Processing, LLC (together, the “Carnero Joint Ventures”). SPP owns the remaining interest in the Carnero Joint Ventures. The Carnero Joint Ventures were formed in October 2015 for the purposes of constructing a 200 MMcf/d cryogenic plant and approximately 45 miles of high pressure gathering pipelines. As of December 31, 2016, the processing plant is under construction while the Carnero gathering facilities are operational and connect with SPP’s Catarina gathering system. We operate the Carnero gathering facilities and will operate the Carnero processing facility when complete.

The SouthTX system has access to natural gas take-away pipelines owned by Enterprise Intrastate, LLC; Kinder Morgan; Tejas Pipeline LLC, Natural Gas Pipeline Company of America; Tennessee Gas Pipeline Company, LLC; Transcontinental Gas Pipe Line, CPS Energy, and Houston Pipe Line Company LP.

North Texas

North Texas includes two interconnected gathering systems in the Fort Worth Basin, including gas from the Barnett Shale and Marble Falls plays, with approximately 4,600 miles of pipelines gathering wellhead natural gas for the Chico, Shackelford and Longhorn natural gas processing facilities. These plants have residue gas connections to pipelines owned by affiliates of Atmos, Energy Transfer Fuel LP and EPD.

The Chico gathering system consists of approximately 2,550 miles of gathering pipelines located in the Denton, Montague, Wise and Clay Counties in North Texas. Wellhead natural gas is either gathered for the Chico or Longhorn plants located in Wise County, Texas, and then compressed for processing, or it is compressed in the field at numerous compressor stations and then moved via one of several high-pressure gathering pipelines to the Chico or Longhorn plants. The Chico plant has an aggregated processing capacity of 265 MMcf/d and an integrated fractionation capacity of 15 MBbl/d. The Longhorn plant has a capacity of 200 MMcf/d. The Shackelford gathering system includes approximately 2,000 miles of gathering pipelines and gathers wellhead natural gas largely for the Shackelford plant in Albany, Texas. Natural gas gathered from the northern and eastern portions of the Shackelford gathering system is typically compressed in the field at numerous compressor stations and then transported to the Chico plant for processing. The Shackelford plant has an aggregate processing capacity of 13 MMcf/d.

SouthOK

The SouthOK gathering system is located in the Ardmore and Anadarko Basins and includes the Golden Trend, SCOOP, and Woodford Shale areas of southern Oklahoma. The gathering system has approximately 1,500 miles of active pipelines.

The SouthOK system includes six separate processing plants: Velma, Velma V-60, Coalgate, Atoka, Stonewall and Tupelo. The SouthOK processing operations have a total name-plate capacity of 580 MMcf/d. The Coalgate, Atoka and Stonewall facilities are owned by Centrahoma Processing, LLC (“Centrahoma”), a joint venture that we operate, and in which we have a 60% ownership interest; the remaining 40% ownership interest is held by MPLX, LP. The SouthOK system has access to natural gas take-away pipelines owned by Enable Oklahoma Intrastate Transmission, LLC; MPLX, LP; Natural Gas Pipeline Company of America; ONEOK and Southern Star Central Gas Pipeline, Inc.

WestOK

The WestOK gathering system is located in north central Oklahoma and southern Kansas’ Anadarko Basin and includes the Woodford shale. The gathering system expands into 13 counties with approximately 6,400 miles of

natural gas gathering pipelines.

The WestOK system processes natural gas through three separate cryogenic natural gas processing plants located at the Waynoka I and II and the Chester facilities, and one refrigeration plant at the Chaney Dell facility, with total name plate capacity of 465 MMcf/d. The WestOK system has access to natural gas take-away pipelines owned by Enogex LLC; Panhandle Eastern Pipe Line Company, LP; and Southern Star Central Gas Pipeline, Inc.

Coastal

Our Coastal plants process natural gas produced from shallow-water central and western Gulf of Mexico natural gas wells and from deep shelf and deep-water Gulf of Mexico production via connections to third-party pipelines or through pipelines owned by us. Our Coastal plants have access to markets across the U.S. through the interstate natural gas pipelines to which they are interconnected. The industry continues to rationalize gas processing capacity along the western Louisiana Gulf Coast with most of the producer volumes going to more efficient plants such as Targa's Barracuda and Gillis plants.

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LOU consists of approximately 980 miles of onshore gathering system pipelines in Southwest Louisiana. The gathering system is connected to numerous producing wells, central delivery points and/or pipeline interconnects in the area between Lafayette and Lake Charles, Louisiana. The gathering system is a high-pressure gathering system that delivers natural gas for processing to either the Acadia or Gillis plants via three main trunk lines. The processing facilities include the Gillis and Acadia processing plants, both of which are cryogenic plants. The Big Lake plant, also cryogenic, is located near the LOU gathering system. These processing plants have an aggregate processing capacity of approximately 440 MMcf/d. In addition, the Gillis plant has integrated fractionation with operating capacity of approximately 11 MBbl/d which is interconnected with the Lake Charles Fractionator. The LOU gathering system is also interconnected with the Lowry gas plant, allowing receipt or delivery of gas.

Through our 76.8% ownership interest in Venice Energy Services Company, L.L.C. in Southeast Louisiana, we operate the Venice gas plant, which has an aggregate processing capacity of 750 MMcf/d and the Venice Gathering System (“VGS”) that is approximately 125 miles in length and has a nominal capacity of 320 MMcf/d (collectively “VESCO”). VESCO receives unprocessed gas directly or indirectly from seven offshore pipelines and gas gathering systems including the VGS system. VGS gathers natural gas from the shallow waters of the eastern Gulf of Mexico and supplies the VESCO gas plant.

Coastal also includes two wholly-owned and operated gas processing plants (one now idled) and three partially owned plants which are not operated by us. These plants, having an aggregate processing capacity of approximately 3,255 MMcf/d, are generally situated on mainline natural gas pipelines near the coastline and process volumes of natural gas collected from multiple offshore gathering systems and pipelines throughout the Gulf of Mexico. Coastal also has 100% ownership in two offshore gathering systems that are operated by us. The Pelican and Seahawk gathering systems have a combined length of approximately 200 miles and a combined capacity of approximately 230 MMcf/d. These systems gather natural gas from the shallow waters of the central Gulf of Mexico and supply a portion of the natural gas delivered to the Barracuda and Gillis processing facilities.

Badlands

The Badlands operations are located in the Bakken and Three Forks Shale plays of the Williston Basin in North Dakota and include approximately 400 miles of crude oil gathering pipelines, 40 MBbl of operational crude storage capacity at the Johnsons Corner Terminal, 30 MBbl of operational crude storage capacity at the Alexander Terminal, 30 MBbl of operational crude oil storage at New Town and 25 MBbl of operational crude oil storage at Stanley. The Badlands assets also includes approximately 200 miles of natural gas gathering pipelines and the Little Missouri natural gas processing plant with a gross processing capacity of approximately 90 MMcf/d.

The following table lists the Gathering and Processing segment’s processing plants and related volumes for the year ended December 31, 2016:

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Facility	Process Type (5)	Operated/Non-Operated	%	Location	Gross Processing Capacity	Gross Plant Inlet Throughput	Gross NGL Production
					(MMcf/d) (1)	(MMcf/d) (2) (3) (4)	(MBbl/d) (2) (3) (4)
SAOU							
Mertzon	Cryo	Operated	100.0	Irion County, TX	52.0		
Sterling	Cryo	Operated	100.0	Sterling County, TX	92.0		
Conger (6)	Cryo	Operated	100.0	Sterling County, TX	25.0		
High Plains	Cryo	Operated	100.0	Midland County, TX	200.0		
				Area Total	369.0	259.1	31.8
WestTX (7)							
Consolidator	Cryo	Operated	72.8	Reagan County, TX	150.0		
Midkiff (8)	Cryo	Operated	72.8	Reagan County, TX	60.0		
Driver	Cryo	Operated	72.8	Midland County, TX	200.0		
Benedum (9)	Cryo	Operated	72.8	Upton County, TX	45.0		
Edward	Cryo	Operated	72.8	Upton County, TX	200.0		
Buffalo	Cryo	Operated	72.8	Martin County, TX	200.0		
				Area Total	855.0	500.7	62.7
Sand Hills							
Sand Hills	Cryo	Operated	100.0	Crane County, TX	165.0		
				Area Total	165.0	139.5	14.7
Versado (10)							
Saunders	Cryo	Operated	100.0	Lea County, NM	60.0		
Eunice	Cryo	Operated	100.0	Lea County, NM	110.0		
Monument	Cryo	Operated	100.0	Lea County, NM	85.0		
				Area Total	255.0	181.5	21.7
SouthTX							
Silver Oak I	Cryo	Operated	100.0	Bee County, TX	200.0		
Silver Oak II	Cryo	Operated	90.0	Bee County, TX	200.0		
				Area Total	400.0	216.4	23.8
North Texas							
Chico (11)	Cryo	Operated	100.0	Wise County, TX	265.0		
Shackelford	Cryo	Operated	100.0	Shackelford County, TX	13.0		
Longhorn	Cryo	Operated	100.0	Wise County, TX	200.0		
				Area Total	478.0	317.3	35.8
SouthOK (12)							
Atoka (13)	Cryo	Operated	60.0	Atoka County, OK	20.0		
Coalgate	Cryo	Operated	60.0	Coal County, OK	80.0		
Stonewall	Cryo	Operated	60.0	Coal County, OK	200.0		
Tupelo	Cryo	Operated	100.0	Coal County, OK	120.0		
Velma	Cryo	Operated	100.0	Stephens County, OK	100.0		
Velma V-60	Cryo	Operated	100.0	Stephens County, OK	60.0		
				Area Total	580.0	462.1	39.4
WestOK (12)							
Waynoka I	Cryo	Operated	100.0	Woods County, OK	200.0		
Waynoka II	Cryo	Operated	100.0	Woods County, OK	200.0		

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Chaney Dell (14)	RA	Operated	100.0	Major County, OK	30.0		
Chester	Cryo	Operated	100.0	Woodward County, OK	28.0		
				Area Total	458.0	444.9	27.1
Coastal (15)							
Gillis (16)	Cryo	Operated	100.0	Calcasieu Parish, LA	180.0		
Acadia (17)	Cryo	Operated	100.0	Acadia Parish, LA	80.0		
Big Lake (18)	Cryo	Operated	100.0	Calcasieu Parish, LA	180.0		
VESCO (19)	Cryo	Operated	76.8	Plaquemines Parish, LA	750.0		
Barracuda	Cryo	Operated	100.0	Cameron Parish, LA	190.0		
Lowry (20)	Cryo	Operated	100.0	Cameron Parish, LA	265.0		
Terrebone	RA	Non-operated	3.2	Terrebonne Parish, LA	950.0		
Toca	Cryo/RA	Non-operated	12.6	St. Bernard Parish, LA	1,150.0		
Sea Robin	Cryo	Non-operated	0.8	Vermillion Parish, LA	700.0		
				Area Total	4,445.0	838.4	41.2
Badlands							
Little Missouri (21)	Cryo/RA	Operated	100.0	McKenzie County, ND	90.0	52.1	7.3
				Segment System Total	8,095.0	3,412.0	305.5

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- (1) Gross processing capacity represents 100% of ownership interests and may differ from nameplate processing capacity due to multiple factors including items such as compression limitations, and quality and composition of the gas being processed.
- (2) Plant natural gas inlet represents the volume of natural gas passing through the meter located at the inlet of the natural gas processing plant, except for Badlands which represents the total wellhead gathered volume.
- (3) Plant natural gas inlet and NGL production volumes represent 100% of ownership interests for our consolidated VESCO joint venture, Silver Oak II, Atoka, Coalgate and Stonewall plants and our ownership share of volumes for other partially owned plants that we proportionately consolidate based on our ownership interest which is adjustable subject to an annual redetermination based on our proportionate share of plant production.
- (4) Per day Gross Plant Natural Gas Inlet and NGL Production statistics for plants listed above are based on the number of days operational during 2016.
- (5) Cryo – Cryogenic Processing; RA – Refrigerated Absorption Processing.
- (6) The Conger plant was idled due to market conditions in September 2014.
- (7) Gross plant natural gas inlet throughput volumes and gross NGL production volumes for WestTX are presented on a pro-rata net basis representing our undivided ownership interest in WestTX, which we proportionately consolidate in our financial statements.
- (8) In November 2016, we announced plans to add 20 MMcf/d of capacity at our Midkiff plant.
- (9) In November 2016, we announced plans to restart the idled Benedum plant.
- (10) Includes throughput other than plant inlet, primarily from compressor stations.
- (11) The Chico plant has fractionation capacity of approximately 15 MBbl/d.
- (12) Certain processing facilities in these business units are capable of processing more than their name-plate capacity and when capacity is exceeded the facilities will off-load volumes to other processors, as needed. The gross plant natural gas inlet throughput volume includes these off-loaded volumes.
- (13) The Atoka plant was idled due to the start-up of the Stonewall plant in May 2014.
- (14) The Chaney Dell plant was idled in December 2015 due to lower volumes in the WestOK system.
- (15) Coastal also includes three offshore gathering systems which have a combined length of approximately 325 miles.
- (16) The Gillis plant has fractionation capacity of approximately 11 MBbl/d.
- (17) The Acadia plant is available and operates on the LOU system as market conditions allow.
- (18) The Big Lake plant is available and operates as market conditions allow.
- (19) VESCO also includes an offshore gathering system with a combined length of approximately 125 miles.
- (20) The Lowry facility was idled in June 2015, but is available as market conditions allow.
- (21) Little Missouri Trains I and II are Straight Refrigeration plants and Little Missouri Train III is a Cryo plant.

Logistics and Marketing Segment

Our Logistics and Marketing segment is also referred to as our Downstream Business. Our Downstream Business includes the activities necessary to convert mixed NGLs into NGL products and provides certain value-added services such as the fractionation, storage, terminaling, transportation, exporting, distribution and marketing of NGLs and NGL products; the storing and terminaling of refined petroleum products and crude oil; and certain natural gas supply and marketing activities in support of our other businesses, as well as transporting natural gas and NGLs. These assets are generally connected to and supplied in part by our Gathering and Processing segment and are predominantly located in Mont Belvieu and Galena Park, Texas, in Lake Charles, Louisiana, in Tacoma, Washington and in Baltimore, Maryland.

The Logistics and Marketing segment covers activities required to distribute and market raw and finished NGLs and all natural gas marketing activities. It includes (1) marketing our own NGL production and purchasing NGL products for resale in selected United States markets; (2) providing LPG balancing services to refinery customers; (3)

transporting, storing and selling propane and providing related propane logistics services to multi-state retailers, independent retailers and other end-users; (4) providing propane, butane and services to LPG exporters; and (5) marketing natural gas available to us from our Gathering and Processing segment and the purchase and resale and other value added activities related to third-party natural gas in selected United States markets.

The Logistics and Marketing segment also transports, distributes and markets NGLs via terminals and transportation assets across the U.S. We own or commercially manage terminal facilities in a number of states, including Texas, Oklahoma, Louisiana, Arizona, Nevada, California, Florida, Alabama, Mississippi, Tennessee, Kentucky, New Jersey and Washington. The geographic diversity of our assets provide direct access to many NGL customers as well as markets via trucks, barges, ships, rail cars and open-access regulated NGL pipelines owned by third parties.

The Logistics and Marketing segment consists of assets and business activities associated with: Fractionation, NGL Storage and Terminaling, Petroleum Logistics, NGL Distribution and Marketing, Wholesale Domestic Marketing, Refinery Services, Commercial Transportation and Natural Gas Marketing.

Fractionation

After being extracted in the field, mixed NGLs, sometimes referred to as “Y-grade” or “raw NGL mix,” are typically transported to a centralized facility for fractionation where the mixed NGLs are separated into discrete NGL products: ethane, ethane-propane mix, propane, normal butane, iso-butane and natural gasoline.

Our NGL fractionation business is under fee-based arrangements. These fees are subject to adjustment for changes in certain fractionation expenses, including energy costs. The operating results of our NGL fractionation business are dependent upon the volume of mixed NGLs fractionated, the level of fractionation fees charged and product gains/losses from fractionation.

We believe that sufficient volumes of mixed NGLs will be available for fractionation in commercially viable quantities for the foreseeable future due to historical increases in NGL production from shale plays and other shale-technology-driven resource plays in areas of the U.S. that include North Texas, South Texas, the Permian Basin, Oklahoma and the Rockies and certain other basins accessed by pipelines to Mont Belvieu, as well as from conventional production of NGLs in areas such as the Permian Basin, Mid-Continent, East Texas, South Louisiana and shelf and deep-water Gulf of Mexico. Hydrocarbon dew point specifications implemented by individual natural gas pipelines and the Policy Statement on Provisions Governing Natural Gas Quality and Interchangeability in Interstate Natural Gas Pipeline Company Tariffs enacted in 2006 by the Federal Energy Regulatory Commission (“FERC”) should result in volumes of mixed NGLs being available for fractionation because natural gas requires processing or conditioning to meet pipeline quality specifications. These requirements establish a base volume of mixed NGLs during periods when it might be otherwise uneconomical to process certain sources of natural gas. Furthermore, significant volumes of mixed NGLs are contractually committed to our NGL fractionation facilities.

Although competition for NGL fractionation services is primarily based on the fractionation fee, the ability of an NGL fractionator to obtain mixed NGLs and distribute NGL products is also an important competitive factor. This ability is a function of the existence of storage infrastructure and supply and market connectivity necessary to conduct such operations. We believe that the location, scope and capability of our logistics assets, including our transportation and distribution systems, give us access to both substantial sources of mixed NGLs and a large number of end-use markets.

Our fractionation assets include ownership interests in three stand-alone fractionation facilities that are located on the Gulf Coast, two of which we operate, one at Mont Belvieu, Texas and the other at Lake Charles, Louisiana. We have an equity investment in the third fractionator, Gulf Coast Fractionators LP (“GCF”), also located at Mont Belvieu. We were subject to a consent decree with the Federal Trade Commission, issued December 12, 1996, that, among other things, prevented us from participating in commercial decisions regarding rates paid by third parties for fractionation services at GCF. This restriction on our activity at GCF terminated on December 12, 2016. In addition to the three stand-alone facilities in the Logistics Assets segment, see the description of fractionation assets in the North Texas System and LOU in our Gathering and Processing segment.

In June 2016, we commissioned an additional fractionator, Train 5, at CBF, in Mont Belvieu, Texas. This expansion added 100 MBbl/d of fractionation capacity at CBF, and is fully integrated with our existing Gulf Coast NGL storage, terminaling and delivery infrastructure, which includes an extensive network of connections to key petrochemical and industrial customers as well as our LPG export terminal at Galena Park on the Houston Ship Channel. The gross cost of Train 5 was approximately \$331 million (our net cost was approximately \$299 million).

We also have a natural gasoline hydrotreater at Mont Belvieu, Texas that removes sulfur from natural gasoline, allowing customers to meet new, more stringent environmental standards. The facility has a capacity of 40 MBbl/d and is supported by long-term fee-based contracts that have certain guaranteed volume commitments or provisions for deficiency payments.

The following table details the Logistics and Marketing segment’s fractionation and treating facilities:

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Facility	% Owned	Gross Capacity (MBbl/d) (1)	Gross Throughput 2016 (MBbl/d)
Operated Facilities:			
Lake Charles Fractionator (Lake Charles, LA) (2)	100.0	55.0	0.8
Cedar Bayou Fractionator (Mont Belvieu, TX) (3)	88.0	493.0	316.6
Targa LSNG Hydrotreater (Mont Belvieu, TX)	100.0	35.0	
LSNG treating volumes			24.9
Benzene treating volumes			22.1
Non-operated Facilities:			
Gulf Coast Fractionator (Mont Belvieu, TX)	38.8	125.0	99.5

(1) Actual fractionation capacities may vary due to the Y-grade composition of the gas being processed and does not contemplate ethane rejection.

(2) Lake Charles fractionator was idled during 2016 as raw volumes were directed to Cedar Bayou fractionator. Lake Charles fractionator will run in a mode of ethane/propane splitting for a local petrochemical customer starting in 2017 but will still be configured to handle raw product.

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(3)Gross capacity represents 100% of the volume. Capacity includes 40 MBbl/d of additional butane/gasoline fractionation capacity.

NGL Storage and Terminaling

In general, our NGL storage assets provide warehousing of mixed NGLs, NGL products and petrochemical products in underground wells, which allows for the injection and withdrawal of such products at various times in order to meet supply and demand cycles. Similarly, our terminaling operations provide the inbound/outbound logistics and warehousing of mixed NGLs, NGL products and petrochemical products in above-ground storage tanks. Our NGL underground storage and terminaling facilities serve single markets, such as propane, as well as multiple products and markets. For example, the Mont Belvieu and Galena Park facilities have extensive pipeline connections for mixed NGL supply and delivery of component NGLs. In addition, some of our facilities are connected to marine, rail and truck loading and unloading facilities that provide services and products to our customers. We provide long and short-term storage and terminaling services and throughput capability to third-party customers for a fee.

Across the Logistics and Marketing segment, we own or operate a total of 39 storage wells at our facilities with a net storage capacity of approximately 66 MMBbl, the usage of which may be limited by brine handling capacity, which is utilized to displace NGLs from storage.

We operate our storage and terminaling facilities to support our key fractionation facilities at Mont Belvieu and Lake Charles for receipt of mixed NGLs and storage of fractionated NGLs to service the petrochemical, refinery, export and heating customers/markets as well as our wholesale domestic terminals that focus on logistics to service the heating market customer base. In September 2013, we commissioned Phase I of our international export expansion project that includes our facilities at both Mont Belvieu and the Galena Park Marine Terminal near Houston, Texas. Phase I of the project expanded our export capability to approximately 3.5 to 4 MMBbl per month of propane and/or butane. Included in the Phase I expansion was the capability to export international grade low ethane propane. With the completion of Phase I, we also added capabilities to load VLGC vessels alongside the small and medium sized export vessels that we can also load for export. We completed Phase II of the international export expansion project in the third quarter of 2014, which added approximately 3 MMBbl per month of export capacity. We continue to experience demand growth for US-based NGLs (both propane and butane) for export into international markets.

The following table details the Logistics and Marketing segment's NGL storage facilities:

Facility	% Owned	Location	Number of Permitted Wells	Gross Storage Capacity (MMBbl)
Hackberry Storage (Lake Charles, LA)	100	Cameron Parish, LA	12	(1) 20.0
Mont Belvieu Storage	100	Chambers County, TX	21	(2) 46.8

(1)Five of 12 owned wells leased to Citgo Petroleum Corporation under long-term leases.

(2)Excludes six non-owned wells we operate on behalf of Chevron Phillips Chemical Company LLC ("CPC").

Includes the first of four new permitted wells, which became operational in June 2015. The second new well has been drilled and is in the process of being washed.

The following table details the Logistics and Marketing segment's NGL terminaling facilities:

Facility	% Owned	Location	Description	Throughput for 2016 (Million gallons)	Gross Storage Capacity (MMBbl)
Galena Park Marine Terminal (1)	100	Harris County, TX Chambers County, TX	NGL import/export terminal Transport and storage terminal	3,705.3	0.7
Mont Belvieu Terminal	100	TX	terminal	16,660.3	42.1
Hackberry Terminal	100	Cameron Parish, LA	Storage terminal	661.5	17.8

(1) Volumes reflect total import and export across the dock/terminal and may also include volumes that have also been handled at the Mont Belvieu Terminal.

Our fractionation, storage and terminaling business includes approximately 900 miles of company-owned pipelines to transport mixed NGLs and specification products.

Petroleum Logistics

Our Petroleum Logistics business owns and operates storage and terminaling facilities in Texas, Maryland and Washington. These facilities not only serve the refined petroleum products and crude oil markets, but also include LPGs and biofuels. The following table details the Logistics and Marketing segment's petroleum logistics facilities:

Facility	% Owned	Location	Description	ThroughputGross for 2016 (Million gallons)	Storage Capacity (MMBbl)
Channelview Terminal	100	Harris County, TX	Transport and storage terminal	179.7	0.6
Baltimore Terminal	100	Baltimore County, MD	Transport and storage terminal	59.6	0.5
Sound Terminal	100	Pierce County, WA	Transport and storage terminal	548.0	1.4
Patriot	100	Harris County, TX	Dock and land for expansion (Not in service)	N/A	N/A

NGL Distribution and Marketing

We market our own NGL production and also purchase component NGL products from other NGL producers and marketers for resale. Additionally, we also purchase product for resale in our Logistics and Marketing segment, including exports. During the year ended December 31, 2016, our distribution and marketing services business sold an average of approximately 477.5 MBbl/d of NGLs.

We generally purchase mixed NGLs at a monthly pricing index less applicable fractionation, transportation and marketing fees and resell these component products to petrochemical manufacturers, refineries and other marketing and retail companies. This is primarily a physical settlement business in which we earn margins from purchasing and selling NGL products from customers under contract. We also earn margins by purchasing and reselling NGL products in the spot and forward physical markets. To effectively serve our distribution and marketing customers, we contract for and use many of the assets included in our Logistics and Marketing segment.

Wholesale Domestic Marketing

Our wholesale domestic propane marketing operations primarily sell propane and related logistics services to major multi-state retailers, independent retailers and other end-users. Our propane supply primarily originates from both our refinery/gas supply contracts and our other owned or managed logistics and marketing assets. We sell propane at a fixed posted price or at a market index basis at the time of delivery and in some circumstances, we earn margin on a netback basis.

The wholesale propane marketing business is significantly impacted by seasonal and weather-driven demand, particularly in the winter, which can impact the price and volume of propane sold in the markets we serve.

Refinery Services

In our refinery services business, we typically provide NGL balancing services via contractual arrangements with refiners to purchase and/or market propane and to supply butanes. We use our commercial transportation assets (discussed below) and contract for and use the storage, transportation and distribution assets included in our Logistics and Marketing segment to assist refinery customers in managing their NGL product demand and production schedules. This includes both feedstocks consumed in refinery processes and the excess NGLs produced by other refining processes. Under typical netback purchase contracts, we generally retain a portion of the resale price of NGL sales or receive a fixed minimum fee per gallon on products sold. Under netback sales contracts, fees are earned for locating and supplying NGL feedstocks to the refineries based on a percentage of the cost to obtain such supply or a minimum fee per gallon.

Key factors impacting the results of our refinery services business include production volumes, prices of propane and butanes, as well as our ability to perform receipt, delivery and transportation services in order to meet refinery demand.

Commercial Transportation

Our NGL transportation and distribution infrastructure includes a wide range of assets supporting both third-party customers and the delivery requirements of our marketing and asset management business. We provide fee-based transportation services to refineries and petrochemical companies throughout the Gulf Coast area. Our assets are also deployed to serve our wholesale distribution terminals,

fractionation facilities, underground storage facilities and pipeline injection terminals. These distribution assets provide a variety of ways to transport products to and from our customers.

Our transportation assets, as of December 31, 2016, include approximately 700 railcars that we lease and manage, approximately 90 leased and managed transport tractors and 20 company-owned pressurized NGL barges.

Natural Gas Marketing

We also market natural gas available to us from the Gathering and Processing segment, purchase and resell natural gas in selected U.S. markets and manage the scheduling and logistics for these activities.

The following table details the Logistics and Marketing segment's raw NGL, propane and butane terminaling facilities:

Facility	% Owned	Location	Description	Throughput for 2016 (Million gallons) (1)	Usable Storage Capacity (Million gallons)
Calvert City Terminal	100	Marshall County, KY	Propane terminal	9.7	0.1
Greenville Terminal	100	Washington County, MS	Marine propane terminal	18.7	1.5
Port Everglades Terminal	100	Broward County, FL	Marine propane terminal	11.7	1.6
Tyler Terminal	100	Smith County, TX	Propane terminal	9.0	0.2
Abilene Transport (2)	100	Taylor County, TX	Raw NGL transport terminal	22.7	0.1
Bridgeport Transport (2)	100	Jack County, TX	Raw NGL transport terminal	36.0	0.1
Gladewater Transport (2)	100	Gregg County, TX	Raw NGL transport terminal	10.1	0.3
Chattanooga Terminal	100	Hamilton County, TN	Propane terminal	11.8	0.9
Sparta Terminal	100	Sparta County, NJ	Propane terminal	12.4	0.2
Hattiesburg Terminal (3)	50	Forrest County, MS	Propane terminal	422.3	179.8
Winona Terminal	100	Flagstaff County, AZ	Propane terminal	15.0	0.3
Sound Terminal	100	Pierce County, WA	Propane terminal	6.8	0.2
Jacksonville Transload (4)	100	Duval County, FL	Butane transload	1.8	-
Fort Lauderdale Transload (4)	100	Broward County, FL	Butane transload	0.4	-
Eagle Lake Transload (4)	100	Polk County, FL	Butane/propane transload	6.4	-

(1) Throughputs include volumes related to exchange agreements and third party storage agreements.

(2) Volumes reflect total transport and injection volumes.

(3) Throughput volume reflects 100% of the facility capacity. In 2016, usable storage capacity decreased from 302.0 million gallons to 179.8 million gallons due to the decommissioning of two storage wells.

(4) Rail-to-truck transload equipment.

Operational Risks and Insurance

We are subject to all risks inherent in the midstream natural gas, crude oil and petroleum logistics businesses. These risks include, but are not limited to, explosions, fires, mechanical failure, terrorist attacks, product spillage, weather, nature and inadequate maintenance of rights-of-way and could result in damage to or destruction of operating assets and other property, or could result in personal injury, loss of life or environmental pollution, as well as curtailment or suspension of operations at the affected facility. We maintain, on behalf of ourselves and our subsidiaries, including the Partnership, general public liability, property, boiler and machinery and business interruption insurance in amounts that we consider to be appropriate for such risks. Such insurance is subject to deductibles that we consider reasonable and not excessive given the current insurance market environment.

The occurrence of a significant loss that is not fully insured or indemnified against, or the failure of a party to meet our indemnification obligations, could materially and adversely affect our operations and our financial condition. While we currently maintain levels and types of insurance that we believe to be prudent under current insurance industry market conditions, our inability to secure these levels and types of insurance in the future could negatively impact our business operations and our financial stability, particularly if an uninsured loss were to occur. No assurance can be given that we will be able to maintain these levels of insurance in the future at rates considered commercially reasonable, particularly named windstorm coverage and contingent business interruption coverage for our onshore operations.

Competition

We face strong competition in acquiring new natural gas or crude oil supplies. Competition for natural gas and crude oil supplies is primarily based on the location of gathering and processing facilities, pricing arrangements, reputation, efficiency, flexibility, reliability and access to end-use markets or liquid marketing hubs. Competitors to our gathering and processing operations include other natural gas gatherers and processors, such as major interstate and intrastate pipeline companies, master limited partnerships and oil and gas producers. Our major competitors for natural gas supplies in our current operating regions include Kinder Morgan, WTG Gas Processing, L.P. (“WTG”), DCP, Devon Energy Corporation (“Devon”), Enbridge Inc., Enlink Midstream Partners LP, Energy Transfer Partners, L.P., ONEOK, Gulf South Pipeline Company, LP, Hanlon Gas Processing, Ltd., J-W Operating Company, Louisiana Intrastate Gas Company L.L.C., Enable Midstream Partners LP and several other interstate pipeline companies. Our competitors for crude oil gathering services in North Dakota include Crestwood Equity Partners LP, Kinder Morgan, Tesoro Corporation, Caliber Midstream Partners, L.P., Bridger Pipeline LLC, Paradigm Energy Partners, LLC and Summit Midstream Partners, LLC. Our competitors may have greater financial resources than we possess.

We also compete for NGL products to market through our Logistics and Marketing segment. Our competitors include major oil and gas producers who market NGL products for their own account and for others. Additionally, we compete with several other NGL marketing companies, including EPD, DCP, ONEOK and BP p.l.c.

Additionally, we face competition for mixed NGLs supplies at our fractionation facilities. Our competitors include large oil, natural gas and petrochemical companies. The fractionators in which we own an interest in the Mont Belvieu region compete for volumes of mixed NGLs with other fractionators also located at Mont Belvieu, Texas. Among the primary competitors are EPD, ONEOK and LoneStar NGL LLC. In addition, certain producers fractionate mixed NGLs for their own account in captive facilities. The Mont Belvieu fractionators also compete on a more limited basis with fractionators in Conway, Kansas and a number of decentralized, smaller fractionation facilities in Texas, Louisiana and New Mexico. Our other fractionation facilities compete for mixed NGLs with the fractionators at Mont Belvieu as well as other fractionation facilities located in Louisiana. Our customers who are significant producers of mixed NGLs and NGL products or consumers of NGL products may develop their own fractionation facilities in lieu of using our services. Our primary competitors in providing export services to our customers are EPD, Phillips 66 and LoneStar NGL LLC.

Regulation of Operations

Regulation of pipeline gathering and transportation services, natural gas sales and transportation of NGLs may affect certain aspects of our business and the market for our products and services.

Regulation of Interstate Natural Gas Pipelines

VGS is regulated by FERC under the Natural Gas Act of 1938 (“NGA”), and the Natural Gas Policy Act of 1978 (“NGPA”). VGS operates under a FERC-approved, open-access tariff that establishes the rates and the terms and conditions under which the system provides services to its customers. Pursuant to FERC’s jurisdiction, existing pipeline rates and/or terms and conditions of service may be challenged by customer complaint or by FERC and proposed rate changes or changes in the terms and conditions of service may be challenged by protest. Generally, FERC’s authority extends to: transportation of natural gas; rates and charges for natural gas transportation; certification and construction of new facilities; extension or abandonment of services and facilities; maintenance of accounts and records; commercial relationships and communications between pipelines and certain affiliates; terms and conditions of service and service contracts with customers; depreciation and amortization policies; and acquisition and disposition of facilities.

VGS holds a certificate of public convenience and necessity issued by FERC permitting the construction, ownership, and operation of its interstate natural gas pipeline facilities and the provision of transportation services. This certificate authorization requires VGS to provide on a nondiscriminatory basis open-access services to all customers who qualify under its FERC gas tariff. FERC has the power to prescribe the accounting treatment of items for regulatory purposes. Thus, the books and records of VGS may be periodically audited by FERC.

The maximum recourse rates that may be charged by VGS for its services are established through FERC's ratemaking process. Generally, the maximum filed recourse rates for interstate pipelines are based on the cost of service, including recovery of and a return on the pipeline's investment. Key determinants in the ratemaking process are costs of providing service, allowed rate of return and volume throughput and contractual capacity commitment assumptions. VGS is permitted to discount its firm and interruptible rates without further FERC authorization down to the variable cost of performing service, provided they do not "unduly discriminate." The applicable recourse rates and terms and conditions for service are set forth in each pipeline's FERC-approved tariff. Rate design and the allocation of costs also can impact a pipeline's profitability. VGS currently has revised tariff sheets on file with FERC, seeking to

increase the rates for service on VGS. Several of VGS's customers protested the proposed increase, and the ratemaking proceeding remains pending. A hearing before a FERC administrative law judge on the proposed increase is scheduled to begin on April 18, 2017.

We also own (in conjunction with Pioneer) and operate the Driver Residue Pipeline, a gas transmission pipeline extending from our Driver processing plant in West Texas just over ten miles to points of interconnection with intrastate and interstate natural gas transmission pipelines. We have obtained a limited jurisdiction certificate of public convenience and necessity under the Natural Gas Act for the Driver Residue Pipeline. In the certificate order, among other things, FERC waived requirements pertaining to the filing of an initial rate for service, the filing of a tariff and compliance with specified accounting and reporting requirements. As such, the Driver Residue Pipeline is not currently subject to conventional rate regulation; to requirements FERC imposes on "open access" interstate natural gas pipelines; to the obligation to file and maintain a tariff; or to the obligation to conform to certain business practices and to file certain reports. If, however, we receive a bona fide request for firm service on the Driver Residue Pipeline from a third party, FERC would reexamine the waivers it has granted us and would require us to file for authorization to offer "open access" transportation under its regulations, which would impose additional costs upon us.

Gathering Pipeline Regulation

Our natural gas gathering operations are typically subject to ratable take and common purchaser statutes in the states in which we operate. The common purchaser statutes generally require gathering pipelines to purchase or take without undue discrimination as to source of supply or producer. These statutes are designed to prohibit discrimination in favor of one producer over another or one source of supply over another. The regulations under these statutes can have the effect of imposing some restrictions on our ability as an owner of gathering facilities to decide with whom it contracts to gather natural gas. The states in which we operate have adopted complaint-based regulation of natural gas gathering activities, which allows natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to gathering access and rate discrimination. The rates we charge for gathering are deemed just and reasonable unless challenged in a complaint. We cannot predict whether such a complaint will be filed against us in the future. Failure to comply with state regulations can result in the imposition of administrative, civil and criminal penalties.

Section 1(b) of the NGA exempts natural gas gathering facilities from regulation as a natural gas company by FERC under the NGA. We believe that the natural gas pipelines in our gathering systems, including the gas gathering systems that are part of the Badlands and of the Pelican and Seahawk gathering systems, meet the traditional tests FERC has used to establish a pipeline's status as a gatherer not subject to regulation as a natural gas company. However, to the extent our gathering systems buy and sell natural gas, such gatherers, in their capacity as buyers and sellers of natural gas, are now subject to Order No. 704. See "—Other Federal Laws and Regulations Affecting Our Industry—FERC Market Transparency Rules."

Intrastate Pipeline Regulation

Though our natural gas intrastate pipelines are not subject to regulation by FERC as natural gas companies under the NGA, our intrastate pipelines may be subject to certain FERC-imposed reporting requirements depending on the volume of natural gas purchased or sold in a given year. See "—Other Federal Laws and Regulations Affecting Our Industry—FERC Market Transparency Rules."

Our intrastate pipelines located in Texas are regulated by the Railroad Commission of Texas (the "RRC"). Our Texas intrastate pipeline, Targa Intrastate Pipeline LLC ("Targa Intrastate"), owns the intrastate pipeline that transports natural gas from its Shackelford processing plant to an interconnect with Atmos Pipeline-Texas that in turn delivers gas to the West Texas Utilities Company's Paint Creek Power Station. Targa Intrastate also owns a 1.65-mile, ten-inch diameter

intrastate pipeline that transports natural gas from a third-party gathering system into the Chico system in Denton County, Texas. Targa Intrastate is a gas utility subject to regulation by the RRC and has a tariff on file with such agency. Our other Texas intrastate pipeline, Targa Gas Pipeline LLC, owns a multi-county intrastate pipeline that transports gas in Crane, Ector, Midland, and Upton Counties, Texas, as well as some lines in North Texas. Targa Gas Pipeline LLC is a gas utility subject to regulation by the RRC.

Our Louisiana intrastate pipeline, Targa Louisiana Intrastate LLC owns an approximately 60-mile intrastate pipeline system that receives all of the natural gas it transports within or at the boundary of the State of Louisiana. Because all such gas ultimately is consumed within Louisiana, and since the pipeline's rates and terms of service are subject to regulation by the Office of Conservation of the Louisiana Department of Natural Resources ("DNR"), the pipeline qualifies as a Hinshaw pipeline under Section 1(c) of the NGA and thus is exempt from most FERC regulation.

We have an ownership interest of 50% of the capacity in a 50-mile long intrastate natural gas transmission pipeline, which extends from the tailgate of three natural gas processing plants located near Pettus, Texas to interconnections with existing intrastate and interstate natural gas pipelines near Refugio, Texas. The capacity is held by our subsidiary, TPL SouthTex Transmission Company LP

(“TPL SouthTex Transmission”), which is entitled to transport natural gas through its capacity on behalf of third parties to both intrastate and interstate markets. Because the jointly owned pipeline system was initially interconnected only with intrastate markets, each of the capacity holders qualified as an “intrastate pipeline” within the meaning of the NGPA and therefore is able to provide transportation of natural gas to interstate markets under Section 311 of the NGPA. Under Sections 311 and 601 of the NGPA, an intrastate pipeline may transport natural gas in interstate commerce without becoming subject to FERC regulation as a “natural-gas company” under the Natural Gas Act. Transportation of natural gas under authority of Section 311 must be filed with FERC and must be shown to be “fair and equitable.” TPL SouthTex Transmission has a Statement of Operating Conditions on file with FERC, and FERC has accepted the rates, which TPL SouthTex Transmission’s predecessor filed, as being in accordance with the “fair and equitable” standard. TPL SouthTex Transmission is required to file, on or before November 6, 2017, a petition for approval of its then-existing rates, or to propose a new rate, applicable to NGPA Section 311 service.

We also operate natural gas pipelines that extend from the tailgate of our processing plants to interconnections with both intrastate and interstate natural gas pipelines. Although these “plant tailgate” pipelines may operate at transmission pressure levels and may transport “pipeline quality” natural gas, we believe they are exempt from FERC’s jurisdiction under the Natural Gas Act under FERC’s “stub” line exemption.

Texas, Louisiana, Oklahoma, and Kansas have adopted complaint-based regulation of intrastate natural gas transportation activities, which allows natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to pipeline access and rate discrimination. The rates we charge for intrastate transportation are deemed just and reasonable unless challenged in a complaint. We cannot predict whether such a complaint will be filed against us in the future. Failure to comply with state regulations can result in the imposition of administrative, civil and criminal penalties.

Our intrastate NGL pipelines in Louisiana gather mixed NGLs streams that we own from processing plants in Louisiana and deliver such streams to the Gillis fractionators in Lake Charles, Louisiana, where the mixed NGLs streams are fractionated into various products. We deliver such refined petroleum products (ethane, propane, butanes and natural gasoline) out of our fractionator to and from Targa-owned storage, to other third-party facilities and to various third-party pipelines in Louisiana. These pipelines are not subject to FERC regulation or rate regulation by the DNR, but are regulated by United States Department of Transportation (“DOT”) safety regulations.

Our intrastate pipelines in North Dakota are subject to the various regulations of the State of North Dakota. In addition, various federal agencies within the U.S. Department of the Interior, particularly the federal Bureau of Land Management (“BLM”), Office of Natural Resources Revenue (formerly the Minerals Management Service) and the Bureau of Indian Affairs, as well as the Three Affiliated Tribes, promulgate and enforce regulations pertaining to operations on the Fort Berthold Indian Reservation. Please see “-Other State and Local Regulation of Operations” below.

Natural Gas Processing

Our natural gas gathering and processing operations are not presently subject to FERC regulation. However, since May 2009 we have been required to report to FERC information regarding natural gas sale and purchase transactions for some of our operations depending on the volume of natural gas transacted during the prior calendar year. See “—Other Federal Laws and Regulations Affecting Our Industry—FERC Market Transparency Rules.” There can be no assurance that our processing operations will continue to be exempt from other FERC regulation in the future.

Sales of Natural Gas and NGLs

The price at which we buy and sell natural gas and NGLs is currently not subject to federal rate regulation and, for the most part, is not subject to state regulation. However, with regard to our physical purchases and sales of these energy commodities and any related hedging activities that we undertake, we are required to observe anti-market manipulation laws and related regulations enforced by FERC and/or the Commodities Futures Trading Commission (“CFTC”). See “—Other Federal Laws and Regulations Affecting Our Industry—EP Act of 2005.” Since May 2009, we have been required to report to FERC information regarding natural gas sale and purchase transactions for some of our operations depending on the volume of natural gas transacted during the prior calendar year. See “—Other Federal Laws and Regulations Affecting Our Industry—FERC Market Transparency Rules.” Should we violate the anti-market manipulation laws and regulations, we could also be subject to related third-party damage claims by, among others, market participants, sellers, royalty owners and taxing authorities.

Other State and Local Regulation of Operations

Our business activities are subject to various state and local laws and regulations, as well as orders of regulatory bodies pursuant thereto, governing a wide variety of matters, including marketing, production, pricing, community right-to-know, protection of the

environment, safety and other matters. In addition, the Three Affiliated Tribes promulgate and enforce regulations pertaining to operations on the Fort Berthold Indian Reservation, on which we operate a significant portion of our Badlands gathering and processing assets. The Three Affiliated Tribes is a sovereign nation having the right to enforce certain laws and regulations independent from federal, state and local statutes and regulations. For additional information regarding the potential impact of federal, state, tribal or local regulatory measures on our business, see “Risk Factors—Risks Related to Our Business.”

Interstate Common Carrier Liquids Pipeline Regulation

Targa NGL Pipeline Company LLC (“Targa NGL”) has interstate NGL pipelines that are considered common carrier pipelines subject to regulation by FERC under the Interstate Commerce Act (the “ICA”). More specifically, Targa NGL owns a regulated twelve-inch diameter pipeline that runs between Lake Charles, Louisiana, and Mont Belvieu, Texas. This pipeline can move mixed NGLs and purity NGL products. Targa NGL also owns an eight-inch diameter pipeline and a twenty-inch diameter pipeline, each of which run between Mont Belvieu, Texas, and Galena Park, Texas. The eight-inch and the twenty-inch pipelines are also regulated and are part of an extensive mixed NGL and purity NGL pipeline receipt and delivery system that provides services to domestic and foreign import and export customers. The ICA requires that we maintain tariffs on file with FERC for each of these pipelines. Those tariffs set forth the rates we charge for providing transportation services as well as the rules and regulations governing these services. The ICA requires, among other things, that rates on interstate common carrier pipelines be “just and reasonable” and non-discriminatory. All shippers on these pipelines are our subsidiaries.

Targa NGL also owns a twelve-inch diameter pipeline that runs between Mont Belvieu, Texas, and Galena Park, Texas, that transports NGLs and that has qualified for a waiver of applicable FERC regulatory requirements under the ICA based on current circumstances. The crude oil pipeline system that is part of the Badlands assets also qualifies for such a waiver. Such waivers are subject to revocation, however, should the pipeline’s circumstances change. FERC could, either at the request of other entities or on its own initiative, assert that some or all of the transportation on these pipelines is within its jurisdiction. In the event that FERC were to determine that one or both of these pipelines no longer qualified for waiver, we would likely be required to file a tariff with FERC for one or both of these pipelines, as applicable, provide a cost justification for the transportation charge, and provide service to all potential shippers without undue discrimination. Such a change in the jurisdictional status of transportation on these pipelines could adversely affect our results of operations.

Other Federal Laws and Regulations Affecting Our Industry

EP Act of 2005

The EP Act of 2005 is a comprehensive compilation of tax incentives, authorized appropriations for grants and guaranteed loans, and significant changes to the statutory policy that affects all segments of the energy industry. Among other matters, the EP Act of 2005 amends the NGA to add an anti-market manipulation provision which makes it unlawful for any entity to engage in prohibited behavior to be prescribed by FERC, and furthermore provides FERC with additional civil penalty authority. The EP Act of 2005 provides FERC with the power to assess civil penalties of up to \$1 million per day for violations of the NGA and \$1 million per violation per day for violations of the NGPA. The civil penalty provisions are applicable to entities that engage in the sale of natural gas for resale in interstate commerce, including VGS. In 2006, FERC issued Order No. 670 to implement the anti-market manipulation provision of the EP Act of 2005. Order No. 670 does not apply to activities that relate only to intrastate or other non-jurisdictional sales or gathering, but does apply to activities of gas pipelines and storage companies that provide interstate services, as well as otherwise non-jurisdictional entities to the extent the activities are conducted “in connection with” gas sales, purchases or transportation subject to FERC jurisdiction, which includes the annual reporting requirements under a final rule on the annual natural gas transaction reporting requirements, as amended by

subsequent orders on rehearing (Order No. 704), and the quarterly reporting requirement under Order No. 735. The anti-market manipulation rule and enhanced civil penalty authority reflect an expansion of FERC's NGA enforcement authority.

FERC Market Transparency Rules

Beginning in 2007, FERC has issued a number of rules intended to provide for greater marketing transparency in the natural gas industry, including Order Nos. 704, 720, and 735. Under Order No. 704, wholesale buyers and sellers of more than 2.2 Bcf of physical natural gas in the previous calendar year, including interstate and intrastate natural gas pipelines, natural gas gatherers, natural gas processors and natural gas marketers, are now required to report, on May 1 of each year, aggregate volumes of natural gas purchased or sold at wholesale in the prior calendar year to the extent such transactions utilize, contribute to, or may contribute to the formation of price indices.

Under Order No. 720, certain non-interstate pipelines delivering, on an annual basis, more than an average of 50 million MMBtu of gas over the previous three calendar years, are required to post on a daily basis certain information regarding the pipeline's capacity

and scheduled flows for each receipt and delivery point that has a design capacity equal to or greater than 15,000 MMBtu/d and interstate pipelines are required to post information regarding the provision of no-notice service. In October 2011, Order No. 720 as clarified was vacated by the Court of Appeals for the Fifth Circuit. We take the position that, at this time, all of our entities are exempt from Order No. 720 as currently effective.

Under Order No. 735, intrastate pipelines providing transportation services under Section 311 of the NGPA and Hinshaw pipelines operating under Section 1(c) of the NGA are required to report on a quarterly basis more detailed transportation and storage transaction information, including: rates charged by the pipeline under each contract; receipt and delivery points and zones or segments covered by each contract; the quantity of natural gas the shipper is entitled to transport, store, or deliver; the duration of the contract; and whether there is an affiliate relationship between the pipeline and the shipper. Order No. 735 also extends FERC's periodic review of the rates charged by the subject pipelines from three years to five years. On rehearing, FERC reaffirmed Order No. 735 with some modifications. As currently written, this rule does not apply to our Hinshaw pipelines.

Additional proposals and proceedings that might affect the natural gas industry are pending before Congress, FERC and the courts. We cannot predict the ultimate impact of these or the above regulatory changes to our natural gas operations. We do not believe that we would be affected by any such FERC action materially differently than other midstream natural gas companies with whom we compete.

Environmental, Operational Health and Safety and Pipeline Safety Matters

General

Our operations are subject to numerous federal, tribal, state and local laws and regulations governing the discharge of materials into the environment, worker health and safety, or otherwise relating to environmental protection. As with the industry generally, compliance with current and anticipated environmental laws and regulations increases our overall cost of business, including our costs to construct, maintain, upgrade and decommission equipment and facilities. We have implemented programs and policies designed to monitor and pursue operation of our pipelines, plants and other facilities in a manner consistent with existing environmental laws and regulations. The trend in environmental regulation is to place more restrictions and limitations on activities that may adversely affect the environment and thus, any changes in environmental laws and regulations or reinterpretation of enforcement policies that result in more stringent and costly waste management or disposal, pollution control or remediation requirements could have a material adverse effect on our operations and financial position. We may be unable to pass on such increased compliance costs to our customers. See Risk Factor "Failure to comply with environmental laws or regulations or an accidental release into the environment may cause us to incur significant costs and liabilities" under Item 1A of this Form 10-K for further discussion on environmental compliance matters. See "Item 3. Legal Proceedings – Environmental Proceedings" for a discussion of certain recent or pending proceedings related to environmental matters.

Historically, our environmental compliance costs have not had a material adverse effect on our results of operations; however, there can be no assurance that such costs will not become material in the future. The following is a summary of the more significant existing environmental, worker health and safety and pipeline safety laws and regulations, as amended from time to time, to which our business operations are subject and for which compliance may have a material adverse impact on our capital expenditures, results of operations or financial position.

Hazardous Substances and Waste

The Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), and comparable state laws impose joint and several, strict liability on certain classes of persons who are considered to be responsible for the

release of a “hazardous substance” into the environment. These persons include current and prior owners or operators of the site where the release occurred and entities that disposed or arranged for the disposal of the hazardous substances found at the site. Liability of these “responsible persons” under CERCLA may include the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the U.S. Environmental Protection Agency (“EPA”) and, in some instances, third-parties to act in response to threats to the public health or the environment and to seek to recover from these responsible persons the costs they incur. It is not uncommon for neighboring landowners and other third-parties to file claims for personal injury and property damage allegedly caused by the release of hazardous substances or other pollutants into the environment. We generate materials in the course of our operations that are regulated as “hazardous substances” under CERCLA or similar state statutes and, as a result, may be jointly and severally liable under CERCLA or similar state statutes for all or part of the costs required to clean up releases of hazardous substance into the environment.

We also generate solid wastes, including hazardous wastes that are subject to the Resource Conservation and Recovery Act (“RCRA”) and comparable state statutes. While RCRA regulates both solid and hazardous wastes, it imposes additional stringent requirements on

the generation, storage, treatment, transportation and disposal of hazardous wastes. In the course of our operations, we generate petroleum product wastes and ordinary industrial wastes such as paint wastes, waste solvents and waste compressor oils that are regulated as hazardous wastes. Although certain materials generated in the exploration, development or production of crude oil and natural gas are excluded from RCRA's hazardous waste regulations, there have been efforts from time to time to remove this exclusion. For example, following the filing of a lawsuit in the U.S. District Court for the District of Columbia in May 2016 by several non-governmental environmental groups against the EPA for the agency's failure to timely assess its RCRA Subtitle D criteria regulations for oil and gas wastes, EPA and the environmental groups entered into an agreement that was finalized in a consent decree issued by the District Court on December 28, 2016. Under the decree, the EPA is required to propose no later than March 15, 2019, a rulemaking for revision of certain Subtitle D criteria regulations pertaining to oil and gas wastes or sign a determination that revision of the regulations is not necessary. If EPA proposes a rulemaking for revised oil and gas waste regulations, the Consent Decree requires that the EPA take final action following notice and comment rulemaking no later than July 15, 2021. Any future changes in law or regulation that result in these wastes, including wastes currently generated during our or our customers' operations, being designated as "hazardous wastes" and therefore subject to more rigorous and costly disposal requirements, could have a material adverse effect on our capital expenditures and operating expenses and, with respect to such adverse effects on our customers, could reduce the need for our services.

We currently own or lease, and have in the past owned or leased, properties that for many years have been used for midstream natural gas and NGL activities and refined petroleum product and crude oil storage and terminaling activities. Hydrocarbons or other substances and wastes may have been released on or under the properties owned or leased by us or on or under the other locations where these hydrocarbons or other substances and wastes have been taken for treatment or disposal. In addition, certain of these properties have been operated by third parties whose treatment and release of hydrocarbons or other substances and wastes was not under our control. These properties and any hydrocarbons, substances and wastes released thereon may be subject to CERCLA, RCRA and analogous state laws. Under these laws, we could be required to remove or remediate previously disposed wastes (including wastes released by prior owners or operators), to clean up contaminated property (including contaminated groundwater) and to perform remedial operations to prevent future contamination, the costs of which activities could have a material adverse effect on our business and results of operations.

Air Emissions

The federal Clean Air Act ("CAA") and comparable state laws and regulations restrict the emission of air pollutants from many sources, including processing plants and compressor stations and also impose various monitoring and reporting requirements. These laws and regulations may require us to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce or significantly increase air emissions, obtain and strictly comply with stringent air permit requirements or utilize specific equipment or technologies to control emissions. The need to obtain permits has the potential to delay the development of oil and natural gas related projects. Over the next several years, we may be required to incur certain capital expenditures for air pollution control equipment or other air emissions related issues. For example, in 2015, the EPA issued a final rule under the CAA, lowering the National Ambient Air Quality Standard ("NAAQS") for ground-level ozone to 70 parts per billion under both the primary and secondary standards to provide requisite protection of the public health and welfare. The EPA is expected to make final geographical attainment designations and issue final non-attainment area requirements pursuant to this NAAQS rule by late 2017. Any designations or requirements that result in reclassification of areas or imposition of more stringent standards may make it more difficult to construct new or modified sources of air pollution in newly designated non-attainment areas. Also, states are expected to implement more stringent regulations, which could apply to our operations. Additionally, in June 2016, the EPA (1) published a final rule updating federal permitting regulations for stationary sources in the oil and natural gas industry by defining and clarifying the meaning of the term "adjacent" for determining when separate surface sites and the equipment at those sites will be aggregated

for permitting purposes; (2) finalized new source performance standards for emissions of methane and volatile organic compounds from new and modified oil and natural gas production facilities and natural gas gathering, processing, and transmission facilities; and (3) finalized a Federal Implementation Plan to implement a minor new source review permitting program for oil and gas stationary sources on certain Indian reservations, including the Fort Berthold Indian Reservation in North Dakota. Compliance with these or other new regulations could, among other things, require installation of new emission controls on some of our equipment, result in longer permitting timelines, and significantly increase our capital expenditures and operating costs, which could adversely impact our business.

Climate Change

The EPA has determined that greenhouse gas (“GHG”) emissions endanger public health and the environment because emissions of such gases are contributing to warming of the earth’s atmosphere and other climatic changes. Based on these findings, the EPA has adopted regulations under the CAA related to GHG emissions. See Risk Factor “The adoption and implementation of climate change legislation and regulations restricting emissions of GHGs could result in increased operating costs and reduced demand for the products and services we provide” under Item 1A of this Form 10-K for further discussion on climate change and regulation of GHG emissions.

Water Discharges

The Federal Water Pollution Control Act (“Clean Water Act” or “CWA”) and analogous state laws impose restrictions and strict controls regarding the discharge of pollutants into navigable waters. Pursuant to the CWA and analogous state laws, permits must be obtained to discharge pollutants into state waters or waters of the United States. Any such discharge of pollutants into regulated waters must be performed in accordance with the terms of the permit issued by the EPA or the analogous state agency. Spill prevention, control and countermeasure requirements under federal law require appropriate containment berms and similar structures to help prevent the contamination of navigable waters in the event of a petroleum hydrocarbon tank spill, rupture or leak. In addition, the CWA and analogous state laws require individual permits or coverage under general permits for discharges of storm water runoff from certain types of facilities and such permits may require us to monitor and sample the storm water runoff. The CWA also prohibits the discharge of dredge and fill material in regulated waters, including wetlands, unless authorized by permit. The CWA and analogous state laws also may impose substantial civil and criminal penalties for non-compliance including spills and other non-authorized discharges.

In May 2015, the EPA released a final rule attempting to clarify the federal jurisdictional reach over waters of the United States, but legal challenges to this rule followed and the rule was stayed nationwide by the U.S. Sixth Circuit Court of Appeals in October 2015 while that appellate court considers lawsuits opposing implementation of the rule. In February 2016, a split three-judge panel of the Sixth Circuit held that the Sixth Circuit had jurisdiction over the petition for review of this final rule. Following the Sixth Circuit’s February 2016 jurisdictional decision, several federal district courts dismissed challenges to the rule on jurisdictional grounds. However, the federal district court for the District of North Dakota, which issued an order in August 2015 finding jurisdiction and enjoining the rule, placed its case on hold in May 2016, pending the outcome of the cases before the Sixth Circuit. In January 2017, the U.S. Supreme Court accepted review of the rule to determine whether jurisdiction rests with the federal district or appellate courts. Any expansion to CWA jurisdiction in areas where we or our customers operate could impose additional permitting obligations on us or our customers.

The Federal Oil Pollution Act of 1990 (“OPA”) which amends the CWA, establishes strict liability for owners and operators of facilities that are the site of a release of oil into waters of the United States. The OPA and its associated regulations impose a variety of requirements on responsible parties related to the prevention of oil spills and liability for damages resulting from such spills. A “responsible party” under the OPA includes owners and operators of onshore facilities, such as our plants and our pipelines. Under the OPA, owners and operators of facilities that handle, store, or transport oil are required to develop and implement oil spill response plans, and establish and maintain evidence of financial responsibility sufficient to cover liabilities related to an oil spill for which such parties could be statutorily responsible.

Hydraulic Fracturing

Hydraulic fracturing involves the injection of water, sand and chemical additives under pressure into rock formations to stimulate gas production. The process is typically regulated by state oil and gas commissions, but several federal agencies, including the EPA and the BLM have asserted regulatory authority over aspects of the process. Also, Congress has considered, and some states and local governments have adopted legal requirements that could impose more stringent permitting, disclosure or well construction requirements on hydraulic fracturing activities. While we do not conduct hydraulic fracturing, if new or more stringent federal, state, or local legal restrictions or prohibitions relating to the hydraulic fracturing process are adopted in areas where our oil and natural gas exploration and production customers operate, those customers could incur potentially significant added costs to comply with such requirements and experience delays or curtailment in the pursuit of exploration, development or production activities, which could reduce demand for our gathering, processing and fractionation services. See Risk Factor “Increased regulation of hydraulic fracturing could result in reductions or delays in drilling and completing new oil and natural

gas wells, which could adversely impact our revenues by decreasing the volumes of natural gas, NGLs or crude oil through our facilities and reducing the utilization of our assets” under Item 1A of this Form 10-K for further discussion on hydraulic fracturing.

Endangered Species Act Considerations

The federal Endangered Species Act (“ESA”) restricts activities that may affect endangered or threatened species or their habitats. Some of our facilities may be located in areas that are designated as habitat for endangered or threatened species. If endangered species are located in areas of the underlying properties where we plan to conduct development activities, such work could be prohibited or delayed or expensive mitigation may be required. Similar protections are offered to migrating birds under the federal Migratory Bird Treaty Act. Moreover, as a result of one or more settlements approved by the federal government, the U.S. Fish and Wildlife Service (“FWS”) must make determinations within specified timeframes on the listing of numerous species as endangered or threatened under the ESA. The designation of previously unprotected species as threatened or endangered in areas where we or our customers operate could cause us or our customers to incur increased costs arising from species protection measures and could result in delays or limitations in our customers’ performance of operations, which could reduce demand for our services.

Employee Health and Safety

We are subject to a number of federal and state laws and regulations, including the federal Occupational Safety and Health Act (“OSHA”) and comparable state statutes, whose purpose is to protect the health and safety of workers, both generally and within the pipeline industry. In addition, the OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of the Federal Superfund Amendment and Reauthorization Act and comparable state statutes require that information be maintained concerning hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens. We and the entities in which we own an interest are also subject to OSHA Process Safety Management regulations, which are designed to prevent or minimize the consequences of catastrophic releases of toxic, reactive, flammable or explosive chemicals. The regulations apply to any process that (1) involves a listed chemical in a quantity at or above the threshold quantity specified in the regulation for that chemical, or (2) involves certain flammable gases or flammable liquids present on site in one location in a quantity of 10,000 pounds or more. Flammable liquids stored in atmospheric tanks below their normal boiling point without the benefit of chilling or refrigeration are exempt. We have implemented an internal program of inspection designed to monitor and pursue operations in a manner consistent with worker safety requirements.

Pipeline Safety

Many of our natural gas, NGL and crude pipelines are subject to regulation by the Pipeline and Hazardous Materials Safety Administration (“PHMSA”) of the DOT (or state analogs) under the Natural Gas Pipeline Safety Act of 1968 (“NGPSA”) with respect to natural gas, and the Hazardous Liquids Pipeline Safety Act of 1979 (“HLPSA”) with respect to crude oil, NGLs and condensates. The NGPSA and HLPSA govern the design, installation, testing, construction, operation, replacement and management of natural gas, crude oil, NGL and condensate pipeline facilities. Pursuant to these acts, PHMSA has promulgated regulations governing, among other things, pipeline wall thicknesses, design pressures, maximum operating pressures, pipeline patrols and leak surveys, minimum depth requirements, and emergency procedures, as well as other matters intended to ensure adequate protection for the public and to prevent accidents and failures. Additionally, PHMSA has promulgated regulations requiring pipeline operators to develop and implement integrity management programs for certain gas and hazardous liquids pipelines that, in the event of a pipeline leak or rupture, could affect “high consequence areas,” which are areas where a release could have the most significant adverse consequences, including high-population areas, certain drinking water sources and unusually sensitive ecological areas. Our past compliance with the NGPSA and HLPSA has not had a material adverse effect on our results of operations; however, future compliance with these pipeline safety laws could result in increased costs.

The Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011 (“2011 Pipeline Safety Act”), which became law in January 2012, increases the penalties for safety violations, establishes additional safety requirements for newly constructed pipelines and requires studies of safety issues that could result in the adoption of new regulatory requirements for existing pipelines. More recently, in June 2016, President Obama signed the Protecting our Infrastructure of Pipelines and Enhancing Safety Act of 2016 (“2016 Pipeline Safety Act”) that extends PHMSA’s statutory mandate through 2019 and, among other things, requires PHMSA to complete certain of its outstanding mandates under the 2011 Pipeline Safety Act and develop new safety standards for natural gas storage facilities by June 22, 2018. The 2016 Pipeline Safety Act also empowers PHMSA to address imminent hazards by imposing emergency restrictions, prohibitions and safety measures on owners and operators of gas or hazardous liquid pipeline facilities without prior notice or an opportunity for a hearing. PHMSA issued interim regulations in October 2016 to implement the agency's expanded authority to address unsafe pipeline conditions or practices that pose an imminent hazard to life, property, or the environment.

We, or the entities in which we own an interest, inspect our pipelines regularly in a manner consistent with state and federal maintenance requirements. Nonetheless, the adoption of new or amended regulations by PHMSA that result in

more stringent or costly pipeline integrity management or safety standards could have a significant adverse effect on us. For example, in April 2015, PHMSA proposed rulemaking that would require leak detection for all hazardous liquid pipelines and require periodic assessment of hazardous liquid pipelines not already covered by the integrity management requirements. In a second example, in March 2016, PHMSA announced a proposed rulemaking that would impose new or more stringent requirements for certain gas lines and gathering lines including, among other things, expanding certain of PHMSA's current regulatory safety programs for gas pipelines in newly defined "moderate consequence areas" that contain as few as 5 dwellings within a potential impact area; requiring gas pipelines installed before 1970, which were previously excluded from certain pressure testing obligations to be tested to determine their maximum allowable operating pressures ("MAOP"); and requiring certain onshore and offshore gathering lines in Class I areas to comply with damage prevention, corrosion control, public education, MAOP limits, line markers and emergency planning standards. Additional requirements proposed by this proposed rulemaking would increase PHMSA's integrity management requirements and also require consideration of seismicity in evaluating threats to pipelines. Such legislative and regulatory changes could have a material effect on our operations and costs of transportation services. In the absence of the PHMSA promulgating any legal requirements, state agencies, to the extent authorized, may promulgate state standards, including standards for rural gathering lines. For example, in 2013, the Texas Legislature authorized the RRC to adopt and implement safety standards applicable to the intrastate transportation of hazardous liquids and natural gas in rural locations by gathering pipeline.

In addition, states have adopted regulations, similar to existing PHMSA regulations, for intrastate gathering and transmission lines. Texas, Louisiana and New Mexico, for example, have developed regulatory programs that parallel the federal regulatory scheme and are applicable to intrastate pipelines transporting natural gas and NGLs. North Dakota has similarly implemented regulatory programs applicable to intrastate natural gas pipelines. We currently estimate an annual average cost of \$3.6 million for the years 2017 through 2019 to perform necessary integrity management program testing on our pipelines required by existing PHMSA and state regulations. This estimate does not include the costs, if any, of any repair, remediation, or preventative or mitigating actions that may be determined to be necessary as a result of the testing program, which costs could be substantial. However, we do not expect that any such costs would be material to our financial condition or results of operations.

See Risk Factor “Federal and state legislative and regulatory initiatives relating to pipeline safety that require the use of new or more stringent safety controls or result in more stringent enforcement of applicable legal requirements could subject us to increased capital costs, operational delays and costs of operation” under Item 1A of this Form 10-K for further discussion on pipeline safety standards.

Title to Properties and Rights-of-Way

Our real property falls into two categories: (1) parcels that it owns in fee and (2) parcels in which our interest derives from leases, easements, rights-of-way, permits or licenses from landowners or governmental authorities permitting the use of such land for our operations. Portions of the land on which our plants and other major facilities are located are owned by us in fee title and we believe that we have satisfactory title to these lands. The remainder of the land on which our plant sites and major facilities are located are held by us pursuant to ground leases between us, as lessee, and the fee owner of the lands, as lessors. We and our predecessors have leased these lands for many years without any material challenge known to us relating to the title to the land upon which the assets are located, and we believe that we have satisfactory leasehold estates to such lands. We have no knowledge of any challenge to the underlying fee title of any material lease, easement, right-of-way, permit, lease or license, and we believe that we have satisfactory title to all of our material leases, easements, rights-of-way, permits, leases and licenses.

Employees

Through a wholly-owned subsidiary of ours, we employ approximately 1,970 people who primarily support our operations. None of those employees are covered by collective bargaining agreements. We consider our employee relations to be good.

Financial Information by Reportable Segment

See “Segment Information” included under Note 26 of the “Consolidated Financial Statements” for a presentation of financial results by reportable segment and see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations– Results of Operations– By Reportable Segment” for a discussion of our financial results by segment.

Available Information

We make certain filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments and exhibits to those reports. We make such filings available free of charge through our website, <http://www.targaresources.com>, as soon as reasonably practicable after they are filed with the SEC. The filings are also available through the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or by calling 1-800-SEC-0330. Also, these filings are available on the internet at <http://www.sec.gov>. Our press releases and recent analyst presentations are also

available on our website.

Item 1A. Risk Factors.

The nature of our business activities subjects us to certain hazards and risks. You should consider carefully the following risk factors together with all the other information contained in this report. If any of the following risks were actually to occur, then our business, financial condition, cash flows and results of operations could be materially adversely affected.

We have a substantial amount of indebtedness which may adversely affect our financial position.

We have a substantial amount of indebtedness. As of December 31, 2016, we had \$4,002.2 million outstanding under the Partnership's senior unsecured notes and \$54.6 million of outstanding senior notes of TPL, excluding \$0.5 million of unamortized net discounts and premiums. We also had \$275.0 million outstanding under the Partnership's accounts receivable securitization facility (the "Securitization Facility"). In addition, we had (i) \$150.0 million of borrowings outstanding, \$13.2 million of letters of credit outstanding and \$1,436.8 million of additional borrowing capacity available under the TRP Revolver, (ii) \$275.0 million of

borrowings outstanding, and \$395.0 million of additional borrowing capacity available under the TRC revolving credit facility (the “TRC Revolver”) and (iii) \$160.0 million of borrowings outstanding under the TRC Term Loan. For the years ended December 31, 2016, 2015 and 2014, our consolidated interest expense, net was \$254.2 million, \$231.9 million and \$147.1 million.

This substantial level of indebtedness increases the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of indebtedness. This substantial indebtedness, combined with lease and other financial obligations and contractual commitments, could have other important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;
- satisfying our obligations with respect to indebtedness may be more difficult and any failure to comply with the obligations of any debt instruments could result in an event of default under the agreements governing such indebtedness;
- we will need a portion of cash flow to make interest payments on debt, reducing the funds that would otherwise be available for operations and future business opportunities;
- our debt level will make us more vulnerable to competitive pressures or a downturn in our business or the economy generally; and
- our debt level may limit flexibility in planning for, or responding to, changing business and economic conditions.

Our long-term unsecured debt is currently rated by Standard & Poor’s Corporation (“S&P”) and Moody’s Investors Service, Inc. (“Moody’s”). As of December 31, 2016, the Partnership’s senior unsecured debt was rated “BB-” by S&P. As of December 31, 2016, the Partnership’s senior unsecured debt was rated “Ba3” by Moody’s. Any future downgrades in our credit ratings could negatively impact our cost of raising capital, and a downgrade could also adversely affect our ability to effectively execute aspects of our strategy and to access capital in the public markets.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing debt, or seeking additional equity capital, and such results may adversely affect our ability to make cash dividends. We may not be able to affect any of these actions on satisfactory terms, or at all.

Despite current indebtedness levels, we may still be able to incur substantially more debt. This could increase the risks associated with our substantial leverage.

We may be able to incur substantial additional indebtedness in the future. The TRP Revolver, TRC Revolver and TRC Term Loan allow us to request increases in commitments up to an additional \$500 million, \$200 million and \$200 million, respectively. Although our debt agreements contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and any indebtedness incurred in compliance with these restrictions could be substantial. If we incur additional debt, the risks associated with our substantial leverage would increase.

Increases in interest rates could adversely affect our business and may cause the market price of our common stock to decline.

We have significant exposure to increases in interest rates. As of December 31, 2016, our total indebtedness was \$4,916.8 million, excluding \$1.7 million of unamortized net discounts, of which \$4,056.8 million was at fixed interest

rates and \$860.0 million was at variable interest rates. A one percentage point increase in the interest rate on our variable interest rate debt would have increased our consolidated annual interest expense by approximately \$8.6 million. As a result of this amount of variable interest rate debt, our financial condition could be negatively affected by increases in interest rates.

Additionally, like all equity investments, an investment in our common stock is subject to certain risks. In exchange for accepting these risks, investors may expect to receive a higher rate of return than would otherwise be obtainable from lower-risk investments. Accordingly, as interest rates rise, the ability of investors to obtain higher risk-adjusted rates of return by purchasing government-backed debt securities may cause a corresponding decline in demand for riskier investments generally, including yield-based equity investments. Reduced demand for our common stock resulting from investors seeking other more favorable investment opportunities may cause the trading price of our common stock to decline.

The terms of our debt agreements may restrict our current and future operations, particularly our ability to respond to changes in business or to take certain actions, including to pay dividends to our stockholders

The agreements governing our outstanding indebtedness contain, and any future indebtedness we incur will likely contain, a number of restrictive covenants that impose significant operating and financial restrictions, including restrictions on our ability to engage in acts that may be in our best long-term interests. These agreements include covenants that, among other things, restrict our ability to:

- incur or guarantee additional indebtedness or issue additional preferred stock;
- pay dividends on our equity securities or to our equity holders or redeem, repurchase or retire our equity securities or subordinated indebtedness;
- make investments and certain acquisitions;
- sell or transfer assets, including equity securities of our subsidiaries;
- engage in affiliate transactions,
- consolidate or merge;
- incur liens;
- prepay, redeem and repurchase certain debt, subject to certain exceptions;
- enter into sale and lease-back transactions or take-or-pay contracts; and
- change business activities conducted by us.

In addition, certain of our debt agreements require us to satisfy and maintain specified financial ratios and other financial condition tests. Our ability to meet those financial ratios and tests can be affected by events beyond our control, and we cannot assure you that we will meet those ratios and tests.

A breach of any of these covenants could result in an event of default under our debt agreements. Upon the occurrence of such an event of default, all amounts outstanding under the applicable debt agreements could be declared to be immediately due and payable and all applicable commitments to extend further credit could be terminated. For example, if we are unable to repay the accelerated debt under the TRP Revolver, the lenders under the TRP Revolver could proceed against the collateral granted to them to secure that indebtedness. If we are unable to repay the accelerated debt under the Securitization Facility, the lenders under the Securitization Facility could proceed against the collateral granted to them to secure the indebtedness. We have pledged substantially all of the Partnership's assets as collateral under the TRP Revolver and the accounts receivables of Targa Receivables LLC under the Securitization Facility. If the indebtedness under our debt agreements is accelerated, we cannot assure you that we will have sufficient assets to repay the indebtedness. The operating and financial restrictions and covenants in these debt agreements and any future financing agreements may adversely affect our ability to finance future operations or capital needs or to engage in other business activities.

Our cash flow is affected by supply and demand for natural gas and NGL products and by natural gas, NGL, crude oil and condensate prices, and decreases in these prices could adversely affect our results of operations and financial condition.

Our operations can be affected by the level of natural gas and NGL prices and the relationship between these prices. The prices of crude oil, natural gas and NGLs have been volatile and we expect this volatility to continue. Beginning in the third quarter of 2014, crude oil and natural gas prices significantly declined and continued to decline during 2015 and remained depressed in 2016. The duration and magnitude of the recent decline in oil, gas and NGLs prices cannot be predicted. Our future cash flow may be materially adversely affected if we experience significant, prolonged price deterioration. The markets and prices for crude oil, natural gas and NGLs depend upon factors beyond our control. These factors include supply and demand for these commodities, which fluctuates with changes in market and economic conditions, and other factors, including:

- the impact of seasonality and weather;
- general economic conditions and economic conditions impacting our primary markets;
- the economic conditions of our customers;
 - the level of domestic crude oil and natural gas production and consumption;
- the availability of imported natural gas, liquefied natural gas, NGLs and crude oil;
- actions taken by foreign oil and gas producing nations;

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- the availability of local, intrastate and interstate transportation systems and storage for residue natural gas and NGLs;
- the availability and marketing of competitive fuels and/or feedstocks;
- the impact of energy conservation efforts;
- shareholder activism and activities by non-governmental organizations to restrict the exploration, development and production of oil and natural gas so as to minimize GHG emissions; and
- the extent of governmental regulation and taxation.

Our primary natural gas gathering and processing arrangements that expose us to commodity price risk are our percent-of-proceeds arrangements. For the year ended December 31, 2016, our percent-of-proceeds arrangements accounted for approximately 67% of our gathered natural gas volume. Under these arrangements, we generally process natural gas from producers and remit to the producers an agreed percentage of the proceeds from the sale of residue gas and NGL products at market prices or a percentage of residue gas and NGL products at the tailgate of our processing facilities. In some percent-of-proceeds arrangements, we remit to the producer a percentage of an index-based price for residue gas and NGL products, less agreed adjustments, rather than remitting a portion of the actual sales proceeds. Under these types of arrangements, our revenues and cash flows increase or decrease, whichever is applicable, as the prices of natural gas, NGLs and crude oil fluctuate, to the extent our exposure to these prices is unhedged. Please see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.”

In the future, we may not have sufficient cash to pay estimated dividends.

Factors such as reserves established by our board of directors for our estimated general and administrative expenses as well as other operating expenses, reserves to satisfy our debt service requirements, if any, and reserves for future dividends by us may affect the dividends we make to our stockholders. The actual amount of cash that is available for dividends to our stockholders will depend on numerous factors, many of which are beyond our control.

Our cash dividend policy limits our ability to grow.

Because we may distribute a substantial amount of our cash flow, our growth may not be as fast as the growth of businesses that reinvest their available cash to expand ongoing operations. If we issue additional shares of common or preferred stock or we incur debt, the payment of dividends on those additional shares or interest on that debt could increase the risk that we will be unable to maintain or increase our cash dividend levels.

If dividends on our shares of common stock are not paid with respect to any fiscal quarter, our stockholders will not be entitled to receive that quarter’s payments in the future.

Dividends to our common stockholders are not cumulative. Consequently, if dividends on our shares of common stock are not paid with respect to any fiscal quarter, our stockholders will not be entitled to receive that quarter’s payments in the future.

Changes in future business conditions could cause recorded goodwill to become further impaired, and our financial condition and results of operations could suffer if there is an additional impairment of goodwill or other intangible assets with indefinite lives, intangible assets with definite lives, or property, plant and equipment assets.

We evaluate goodwill for impairment at least annually, as of November 30th, as well as whenever events or changes in circumstances indicate it is more likely than not the fair value of a reporting unit is less than its carrying amount. During 2015 and 2016, global oil and natural gas commodity prices, particularly crude oil, significantly decreased as compared to 2014. This decrease in commodity prices has had, and is expected to continue to have, a negative impact on the demand for our services and our market capitalization. Based on the results of our annual evaluations in 2016 and 2015, we recorded goodwill impairments of \$207.0 million for the year ended December 31, 2016 and \$290.0

million for the year ended December 31, 2015, which are included in goodwill impairment in our Consolidated Statements of Operations. The carrying value of goodwill as of December 31, 2016 has been reduced to \$210.0 million.

Should energy industry conditions further deteriorate, there is a possibility that goodwill may be impaired in a future period. Any additional impairment charges that we may take in the future could be material to our financial statements. We cannot accurately predict the amount and timing of any impairment of goodwill. For a further discussion of our goodwill impairments, see Note 7 - Goodwill of the "Consolidated Financial Statements" included in this Annual Report.

We are exposed to credit risks of our customers, and any material nonpayment or nonperformance by our key customers could adversely affect our cash flow and results of operations.

Many of our customers may experience financial problems that could have a significant effect on their creditworthiness, especially in a depressed commodity price environment. A decline in natural gas, NGL and crude oil prices may adversely affect the business, financial condition, results of operations, cash flows and prospects of some of our customers. Severe financial problems encountered by our customers could limit our ability to collect amounts owed to us, or to enforce performance of obligations under contractual arrangements. In addition, many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. The combination of reduction of cash flow resulting from a decline in commodity prices, a reduction in borrowing bases under reserve-based credit facilities and the lack of availability of debt or equity financing may result in a significant reduction of our customers' liquidity and limit their ability to make payment or perform on their obligations to us. Additionally, a decline in the share price of some of our public customers may place them in danger of becoming delisted from a public securities exchange, limiting their access to the public capital markets and further restricting their liquidity. Furthermore, some of our customers may be highly leveraged and subject to their own operating and regulatory risks, which increases the risk that they may default on their obligations to us. To the extent one or more of our key customers is in financial distress or commences bankruptcy proceedings, contracts with these customers may be subject to renegotiation or rejection under applicable provisions of the United States Bankruptcy Code. Financial problems experienced by our customers could result in the impairment of our assets, reduction of our operating cash flows and may also reduce or curtail their future use of our products and services, which could reduce our revenues. Any material nonpayment or nonperformance by our key customers or our derivative counterparties could reduce our ability to pay cash dividends to our stockholders.

Because of the natural decline in production in our operating regions and in other regions from which we source NGL supplies, our long-term success depends on our ability to obtain new sources of supplies of natural gas, NGLs and crude oil which depends on certain factors beyond our control. Any decrease in supplies of natural gas, NGLs or crude oil could adversely affect our business and operating results.

Our gathering systems are connected to crude oil and natural gas wells from which production will naturally decline over time, which means that the cash flows associated with these sources of natural gas and crude oil will likely also decline over time. Our logistics assets are similarly impacted by declines in NGL supplies in the regions in which we operate as well as other regions from which we source NGLs. To maintain or increase throughput levels on our gathering systems and the utilization rate at our processing plants and our treating and fractionation facilities, we must continually obtain new natural gas, NGL and crude oil supplies. A material decrease in natural gas or crude oil production from producing areas on which we rely, as a result of depressed commodity prices or otherwise, could result in a decline in the volume of natural gas or crude oil that we process, NGL products delivered to our fractionation facilities or crude oil that we gather. Our ability to obtain additional sources of natural gas, NGLs and crude oil depends, in part, on the level of successful drilling and production activity near our gathering systems and, in part, on the level of successful drilling and production in other areas from which we source NGL and crude oil supplies. We have no control over the level of such activity in the areas of our operations, the amount of reserves associated with the wells or the rate at which production from a well will decline. In addition, we have no control over producers or their drilling or production decisions, which are affected by, among other things, prevailing and projected energy prices, demand for hydrocarbons, the level of reserves, geological considerations, governmental regulations, the availability of drilling rigs, other production and development costs and the availability and cost of capital.

Fluctuations in energy prices can greatly affect production rates and investments by third parties in the development of new oil and natural gas reserves. Drilling and production activity generally decreases as crude oil and natural gas prices decrease. Prices of crude oil and natural gas have been historically volatile, and we expect this volatility to continue. Beginning in the third quarter of 2014, crude oil and natural gas prices significantly declined and continued

to decline during 2015 and remained depressed in 2016. Consequently, even if new natural gas or crude oil reserves are discovered in areas served by our assets, producers may choose not to develop those reserves. For example, current low prices for natural gas combined with relatively high levels of natural gas in storage could result in curtailment or shut-in of natural gas production. Reductions in exploration and production activity, competitor actions or shut-ins by producers in the areas in which we operate may prevent us from obtaining supplies of natural gas or crude oil to replace the natural decline in volumes from existing wells, which could result in reduced volumes through our facilities and reduced utilization of our gathering, treating, processing and fractionation assets.

If we do not make acquisitions or develop growth projects for expanding existing assets or constructing new midstream assets on economically acceptable terms or fail to efficiently and effectively integrate acquired or developed assets with our asset base, our future growth will be limited. In addition, any acquisitions we complete (including the Permian Acquisition, if it is completed) are subject to substantial risks that could adversely affect our financial condition and results of operations and reduce our ability to pay dividends to stockholders. In addition, we may not achieve the expected results of the Permian Acquisition, if it is completed, and any adverse conditions or developments related to the Permian Acquisition, if it is completed, may have a negative impact on our operations and financial condition.

Our ability to grow depends, in part, on our ability to make acquisitions or develop growth projects that result in an increase in cash generated from operations. We will need to focus on third-party acquisitions and organic growth. If we are unable to make accretive acquisitions or develop accretive growth projects because we are (1) unable to identify attractive acquisition candidates and negotiate acceptable acquisition agreements or develop growth projects economically, (2) unable to obtain financing for these acquisitions or projects on economically acceptable terms, or (3) unable to compete successfully for acquisitions or growth projects, then our future growth and ability to increase dividends will be limited.

Any acquisition (including the Permian Acquisition, if it is completed) or growth project involves potential risks, including, among other things:

- operating a significantly larger combined organization and adding new or expanded operations;
- difficulties in the assimilation of the assets and operations of the acquired businesses or growth projects, especially if the assets acquired are in a new business segment and/or geographic area;
- the risk that crude oil and natural gas reserves expected to support the acquired assets may not be of the anticipated magnitude or may not be developed as anticipated;
- the failure to realize expected volumes, revenues, profitability or growth;
- the failure to realize any expected synergies and cost savings;
- coordinating geographically disparate organizations, systems and facilities;
- the assumption of environmental and other unknown liabilities;
- limitations on rights to indemnity from the seller in an acquisition or the contractors and suppliers in growth projects;
- the failure to attain or maintain compliance with environmental and other governmental regulations;
- inaccurate assumptions about the overall costs of equity or debt;
 - the diversion of management's and employees' attention from other business concerns; and
- customer or key employee losses at the acquired businesses or to a competitor.

If these risks materialize, any acquired assets or growth project may inhibit our growth, fail to deliver expected benefits and/or add further unexpected costs. Challenges may arise whenever businesses with different operations or management are combined, and we may experience unanticipated delays in realizing the benefits of an acquisition or growth project. If we consummate any future acquisition or growth project, our capitalization and results of operations may change significantly and you may not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in evaluating future acquisitions or growth projects.

Our acquisition and growth strategy is based, in part, on our expectation of ongoing divestitures of energy assets by industry participants and new opportunities created by industry expansion. A material decrease in such divestitures or in opportunities for economic commercial expansion would limit our opportunities for future acquisitions or growth projects and could adversely affect our operations and cash flows available to pay cash dividends to our stockholders.

Acquisitions may significantly increase our size and diversify the geographic areas in which we operate and growth projects may increase our concentration in a line of business or geographic region. We may not achieve the desired effect from any future acquisitions or growth projects.

Our expansion or modification of existing assets or the construction of new assets may not result in revenue increases and is subject to regulatory, environmental, political, legal and economic risks, which could adversely affect our results of operations and financial condition.

The construction of additions or modifications to our existing systems and the construction of new midstream assets involve numerous regulatory, environmental, political and legal uncertainties beyond our control and may require the expenditure of significant amounts of capital. If we undertake these projects, they may not be completed on schedule,

at the budgeted cost or at all. Moreover, our revenues may not increase immediately upon the expenditure of funds on a particular project. For instance, if we build a new fractionation facility or gas processing plant, the construction may occur over an extended period of time and we will not receive any material increases in revenues until the project is completed. Moreover, we may construct facilities to capture anticipated future growth in production in a region in which such growth does not materialize. Since we are not engaged in the exploration for and development of natural gas and oil reserves, we do not possess reserve expertise and we often do not have access to third-party

estimates of potential reserves in an area prior to constructing facilities in such area. To the extent we rely on estimates of future production in any decision to construct additions to our systems, such estimates may prove to be inaccurate because there are numerous uncertainties inherent in estimating quantities of future production. As a result, new facilities may not be able to attract enough throughput to achieve our expected investment return, which could adversely affect our results of operations and financial condition. In addition, the construction of additions to our existing gathering and transportation assets may require us to obtain new rights-of-way prior to constructing new pipelines. We may be unable to obtain such rights-of-way to connect new natural gas supplies to our existing gathering lines or capitalize on other attractive expansion opportunities. Additionally, it may become more expensive for us to obtain new rights-of-way or to renew existing rights-of-way. If the cost of renewing or obtaining new rights-of-way increases, our cash flows could be adversely affected.

Our acquisition and growth strategy requires access to new capital. Tightened capital markets or increased competition for investment opportunities could impair our ability to grow through acquisitions or growth projects.

We continuously consider and enter into discussions regarding potential acquisitions and growth projects. Any limitations on our access to capital will impair our ability to execute this strategy. If the cost of such capital becomes too expensive, our ability to develop or acquire strategic and accretive assets will be limited. We may not be able to raise the necessary funds on satisfactory terms, if at all. The primary factors that influence our initial cost of equity include market conditions, fees we pay to underwriters and other offering costs, which include amounts we pay for legal and accounting services. The primary factors influencing our cost of borrowing include interest rates, credit spreads, covenants, underwriting or loan origination fees and similar charges we pay to lenders. These factors may impair our ability to execute our acquisition and growth strategy.

In addition, we are experiencing increased competition for the types of assets we contemplate purchasing or developing. Current economic conditions and competition for asset purchases and development opportunities could limit our ability to fully execute our acquisition and growth strategy.

Demand for propane is significantly impacted by weather conditions and therefore seasonal, and requires increases in inventory to meet seasonal demand.

Weather conditions have a significant impact on the demand for propane because domestic end-users principally utilize propane for heating purposes. Warmer-than-normal temperatures in one or more regions in which we operate can significantly decrease the total volume of propane we sell. Lack of consumer domestic demand for propane may also adversely affect the retailers with which we transact our wholesale propane marketing operations, exposing us to retailers' inability to satisfy their contractual obligations to us.

If we lose any of our named executive officers, our business may be adversely affected.

Our success is dependent upon the efforts of the named executive officers. Our named executive officers are responsible for executing our business strategies. There is substantial competition for qualified personnel in the midstream natural gas industry. We may not be able to retain our existing named executive officers or fill new positions or vacancies created by expansion or turnover. We have not entered into employment agreements with any of our named executive officers. In addition, we do not maintain "key man" life insurance on the lives of any of our named executive officers. A loss of one or more of our named executive officers could harm our business and prevent us from implementing our business strategies.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. In addition, potential changes in accounting standards might cause us to revise our financial results and disclosure in the future.

Effective internal controls are necessary for us to provide timely and reliable financial reports and effectively prevent fraud. If we cannot provide timely and reliable financial reports or prevent fraud, our reputation and operating results would be harmed. We continue to enhance our internal controls and financial reporting capabilities. These enhancements require a significant commitment of resources, personnel and the development and maintenance of formalized internal reporting procedures to ensure the reliability of our financial reporting. Our efforts to update and maintain our internal controls may not be successful, and we may be unable to maintain adequate controls over our financial processes and reporting now or in the future, including future compliance with the obligations under Section 404 of the Sarbanes-Oxley Act of 2002. As further described below in “Internal Control Over Financial Reporting,” as of December 31, 2016, we have identified a material weakness in our internal control over financial reporting.

Any failure to maintain effective controls or difficulties encountered in the effective improvement of our internal controls could prevent us from timely and reliably reporting our financial results and may harm our operating results. Ineffective internal controls could also cause investors to lose confidence in our reported financial information. In addition, the Financial Accounting Standards Board or the SEC could enact new accounting standards that might impact how we are required to record revenues, expenses, assets and liabilities. Any significant change in accounting standards or disclosure requirements could have a material effect on our business, results of operations, financial condition and ability to comply with our debt obligations.

If we fail to balance our purchases and sales of the commodities we handle, our exposure to commodity price risk will increase.

We may not be successful in balancing our purchases and sales of the commodities we handle. In addition, a producer could fail to deliver promised volumes to us or deliver in excess of contracted volumes, or a purchaser could purchase less than contracted volumes. Any of these actions could cause an imbalance between our purchases and sales. If our purchases and sales are not balanced, we will face increased exposure to commodity price risks and could have increased volatility in our operating income.

Our hedging activities may not be effective in reducing the variability of our cash flows and may, in certain circumstances, increase the variability of our cash flows. Moreover, our hedges may not fully protect us against volatility in basis differentials. Finally, the percentage of our expected equity commodity volumes that are hedged decreases substantially over time.

We have entered into derivative transactions related to only a portion of our equity volumes. As a result, we will continue to have direct commodity price risk to the unhedged portion. Our actual future volumes may be significantly higher or lower than we estimated at the time we entered into the derivative transactions for that period. If the actual amount is higher than we estimated, we will have greater commodity price risk than we intended. If the actual amount is lower than the amount that is subject to our derivative financial instruments, we might be forced to satisfy all or a portion of our derivative transactions without the benefit of the cash flow from our sale of the underlying physical commodity. The percentages of our expected equity volumes that are covered by our hedges decrease over time. To the extent we hedge our commodity price risk, we may forego the benefits we would otherwise experience if commodity prices were to change in our favor. The derivative instruments we utilize for these hedges are based on posted market prices, which may be higher or lower than the actual natural gas, NGL and condensate prices that we realize in our operations. These pricing differentials may be substantial and could materially impact the prices we ultimately realize. In addition, market and economic conditions may adversely affect our hedge counterparties' ability to meet their obligations. Given volatility in the financial and commodity markets, we may experience defaults by our hedge counterparties in the future. As a result of these and other factors, our hedging activities may not be as effective as we intend in reducing the variability of our cash flows, and in certain circumstances may actually increase the variability of our cash flows. Please see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

If third-party pipelines and other facilities interconnected to our natural gas and crude oil gathering systems, terminals and processing facilities become partially or fully unavailable to transport natural gas and NGLs, our revenues could be adversely affected.

We depend upon third-party pipelines, storage and other facilities that provide delivery options to and from our gathering and processing facilities. Since we do not own or operate these pipelines or other facilities, their continuing operation in their current manner is not within our control. If any of these third-party facilities become partially or fully unavailable, or if the quality specifications for their facilities change so as to restrict our ability to utilize them, our revenues could be adversely affected.

Our industry is highly competitive, and increased competitive pressure could adversely affect our business and operating results.

We compete with similar enterprises in our respective areas of operation. Some of our competitors are large crude oil, natural gas and NGL companies that have greater financial resources and access to supplies of natural gas and NGLs than we do. Some of these competitors may expand or construct gathering, processing, storage, terminaling and transportation systems that would create additional competition for the services we provide to our customers. In addition, customers who are significant producers of natural gas may develop their own gathering, processing, storage, terminaling and transportation systems in lieu of using those operated by us. Our ability to renew or replace existing contracts with our customers at rates sufficient to maintain current revenues and cash flows could be adversely affected by the activities of our competitors and our customers. All of these competitive pressures could have a material adverse effect on our business, results of operations and financial condition.

We typically do not obtain independent evaluations of natural gas or crude oil reserves dedicated to our gathering pipeline systems; therefore, supply volumes on our systems in the future could be less than we anticipate.

We typically do not obtain independent evaluations of natural gas or crude oil reserves connected to our gathering systems due to the unwillingness of producers to provide reserve information as well as the cost of such evaluations. Accordingly, we do not have independent estimates of total reserves dedicated to our gathering systems or the anticipated life of such reserves. If the total reserves

or estimated life of the reserves connected to our gathering systems is less than we anticipate and we are unable to secure additional sources of supply, then the volumes of natural gas or crude oil transported on our gathering systems in the future could be less than we anticipate. A decline in the volumes on our systems could have a material adverse effect on our business, results of operations and financial condition.

A reduction in demand for NGL products by the petrochemical, refining or other industries or by the fuel or export markets, or a significant increase in NGL product supply relative to this demand, could materially adversely affect our business, results of operations and financial condition.

The NGL products we produce have a variety of applications, including as heating fuels, petrochemical feedstocks and refining blend stocks. A reduction in demand for NGL products, whether because of general or industry-specific economic conditions, new government regulations, global competition, reduced demand by consumers for products made with NGL products (for example, reduced petrochemical demand observed due to lower activity in the automobile and construction industries), reduced demand for propane or butane exports whether for price or other reasons, increased competition from petroleum-based feedstocks due to pricing differences, mild winter weather for some NGL applications or other reasons, could result in a decline in the volume of NGL products we handle or reduce the fees we charge for our services. Also, increased supply of NGL products could reduce the value of NGLs handled by us and reduce the margins realized. Our NGL products and their demand are affected as follows:

Ethane. Ethane is typically supplied as purity ethane and as part of an ethane-propane mix. Ethane is primarily used in the petrochemical industry as feedstock for ethylene, one of the basic building blocks for a wide range of plastics and other chemical products. Although ethane is typically extracted as part of the mixed NGL stream at gas processing plants, if natural gas prices increase significantly in relation to NGL product prices or if the demand for ethylene falls, it may be more profitable for natural gas processors to leave the ethane in the natural gas stream, thereby reducing the volume of NGLs delivered for fractionation and marketing.

Propane. Propane is used as a petrochemical feedstock in the production of ethylene and propylene, as a heating, engine and industrial fuel, and in agricultural applications such as crop drying. Changes in demand for ethylene and propylene could adversely affect demand for propane. The demand for propane as a heating fuel is significantly affected by weather conditions. The volume of propane sold is at its highest during the six-month peak heating season of October through March. Demand for our propane may be reduced during periods of warmer-than-normal weather.

Normal Butane. Normal butane is used in the production of isobutane, as a refined petroleum product blending component, as a fuel gas (either alone or in a mixture with propane) and in the production of ethylene and propylene. Changes in the composition of refined petroleum products resulting from governmental regulation, changes in feedstocks, products and economics, and demand for heating fuel, ethylene and propylene could adversely affect demand for normal butane.

Isobutane. Isobutane is predominantly used in refineries to produce alkylates to enhance octane levels. Accordingly, any action that reduces demand for motor gasoline or demand for isobutane to produce alkylates for octane enhancement might reduce demand for isobutane.

Natural Gasoline. Natural gasoline is used as a blending component for certain refined petroleum products and as a feedstock used in the production of ethylene and propylene. Changes in the mandated composition of motor gasoline resulting from governmental regulation, and in demand for ethylene and propylene, could adversely affect demand for natural gasoline.

NGLs and products produced from NGLs also compete with products from global markets. Any reduced demand or increased supply for ethane, propane, normal butane, isobutane or natural gasoline in the markets we access for any of

the reasons stated above could adversely affect both demand for the services we provide and NGL prices, which could negatively impact our results of operations and financial condition.

The duties of our officers and directors may conflict with those owed to the Partnership.

Substantially all of our officers and all the members of our board of directors are officers and/or directors of the general partner and, as a result, have separate duties that govern their management of the Partnership's business. These officers and directors may encounter situations in which their obligations to us, on the one hand, and the Partnership, on the other hand, are in conflict. The resolution of these conflicts may not always be in our best interest or that of our stockholders. For a discussion of our officers and directors that will serve in the same capacity for the general partner and the amount of time we expect them to devote to our business, please read "Management."

The Preferred Shares give the holders thereof liquidation and distribution preferences, certain rights relating to our business and management, and the ability to convert such shares into our common stock, potentially causing dilution to our common stockholders.

In March 2016, we issued 965,100 Preferred Shares, which rank senior to the common stock with respect to distribution rights and rights upon liquidation. Subject to certain exceptions, so long as any Preferred Shares remain outstanding, we may not declare any dividend or distribution on our common stock unless all accumulated and unpaid dividends have been declared and paid on the Preferred Shares. In the event of our liquidation, winding-up or dissolution, the holders of the Preferred Shares would have the right to receive proceeds from any such transaction before the holders of the common stock. The payment of the liquidation preference could result in common stockholders not receiving any consideration if we were to liquidate, dissolve or wind up, either voluntarily or involuntarily. Additionally, the existence of the liquidation preference may reduce the value of the common stock, make it harder for us to sell shares of common stock in offerings in the future, or prevent or delay a change of control.

In connection with the issuance of the Preferred Shares, we entered into an agreement with Stonepeak Target Holdings, LP pursuant to which we granted them the right to appoint an observer to our Board of Directors, such observer having the right to become a member of our Board of Directors under certain circumstances. In addition, the Certificate of Designations governing the Preferred Shares provides the holders of the Preferred Shares with the right to vote, under certain conditions, on an as-converted basis with our common stockholders on matters submitted to a stockholder vote. The holders of the Preferred Shares do not currently have such right to vote. Also, so long as any Preferred Shares are outstanding, subject to certain exceptions, the affirmative vote or consent of the holders of at least a majority of the outstanding Preferred Shares, voting together as a separate class, will be necessary for effecting or validating, among other things: (i) any issuance of stock senior to the Preferred Shares, (ii) any issuance or increase by any of our consolidated subsidiaries of any issued or authorized amount of, any specific class or series of securities, (iii) any issuance by us of parity stock, subject to certain exceptions and (iv) any incurrence of indebtedness by us and our consolidated subsidiaries for borrowed monies, other than under our existing credit agreement and the Partnership's existing credit agreement (or replacement commercial bank credit facilities) in an aggregate amount up to \$2.75 billion, or indebtedness that complies with a specified fixed charge coverage ratio. These restrictions may adversely affect our ability to finance future operations or capital needs or to engage in other business activities.

Furthermore, the conversion of the Preferred Shares into common stock twelve years after the issuance of the Preferred Shares, pursuant to the terms of the Certificate of Designations, may cause substantial dilution to holders of the common stock. Because our Board of Directors is entitled to designate the powers and preferences of preferred stock without a vote of our shareholders, subject to NYSE rules and regulations, our shareholders will have no control over what designations and preferences our future preferred stock, if any, will have.

The tax treatment of the Partnership depends on its status as a partnership for U.S. federal income tax purposes as well as its not being subject to a material amount of entity-level taxation by individual states. If, upon an audit of the Partnership, the Internal Revenue Service ("IRS") were to treat the Partnership as a corporation for federal income tax purposes now or with respect to a tax period prior to the TRC/TRP Merger, or the Partnership becomes subject to a material amount of entity-level taxation for state tax purposes, then its cash available for distribution to us would be substantially reduced.

A publicly traded partnership such as the Partnership may be treated as a corporation for federal income tax purposes unless it satisfies a "qualifying income" requirement. Based on the Partnership's current operations we believe that the Partnership satisfies the qualifying income requirement and will be treated as a partnership. Failing to meet the qualifying income requirement or a change in current law could cause the Partnership to be treated as a corporation for federal income tax purposes or otherwise subject the Partnership to taxation as an entity. The Partnership has not requested and does not plan to request a ruling from the IRS with respect to its treatment as a partnership for federal

income tax purposes.

If the Partnership were treated as a corporation for federal income tax purposes, it would pay federal income tax on its taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay state income tax at varying rates. Distributions from the Partnership would generally be taxed again as corporate distributions and no income, gains, losses or deductions would flow through to us. If such tax were imposed upon the Partnership as a corporation now or with respect to a tax period prior to the TRC/TRP Merger, its cash available for distribution would be substantially reduced. Therefore, treatment of the Partnership as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to us and could cause a substantial reduction in the value of our shares.

At the state level, because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income and franchise taxes and other forms of taxation. For example, the Partnership is subject to the Texas franchise tax at a maximum effective rate of 0.75% of its gross income apportioned to Texas in the prior year. Imposition of any similar tax on the Partnership by additional states would reduce the cash available for distribution to us.

The tax treatment of publicly traded partnerships or our investment in the Partnership could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.

The present U.S. federal income tax treatment of publicly traded partnerships, including the Partnership, or an investment in the Partnership may be modified by administrative, legislative or judicial changes or differing interpretations at any time. For example, from time to time, members of Congress propose and consider such substantive changes to the existing federal income tax laws that affect publicly traded partnerships. One such legislative proposal would have eliminated the qualifying income exception to the treatment of all publicly traded partnerships as corporations, upon which the Partnership relies for its treatment as a partnership for U.S. federal income tax purposes.

Any modification to the U.S. federal income tax laws may be applied retroactively and could make it more difficult or impossible for the Partnership to meet the exception for certain publicly traded partnerships to be treated as partnerships for U.S. federal income tax purposes. We are unable to predict whether any of these changes or other proposals will ultimately be enacted. Any such changes could negatively impact the value of our shares.

On January 24, 2017, final regulations regarding which activities give rise to qualifying income within the meaning of Section 7704 of the Code (the “Final Regulations”) were published in the Federal Register. The Final Regulations are effective as of January 19, 2017, and apply to taxable years beginning on or after January 19, 2017. We do not believe the Final Regulations affect the Partnership’s ability to be treated as a partnership for U.S. federal income tax purposes.

We do not own most of the land on which our pipelines, terminals and compression facilities are located, which could disrupt our operations.

We do not own most of the land on which our pipelines, terminals and compression facilities are located, and we are therefore subject to the possibility of more onerous terms and/or increased costs to retain necessary land use if we do not have valid rights-of-way or leases or if such rights-of-way or leases lapse or terminate. We sometimes obtain the rights to land owned by third parties and governmental agencies for a specific period of time. Our loss of these rights, through our inability to renew right-of-way contracts or leases, or otherwise, could cause us to cease operations on the affected land, increase costs related to continuing operations elsewhere and reduce our revenue.

We may be unable to cause our majority-owned joint ventures to take or not to take certain actions unless some or all of our joint venture participants agree.

We participate in several majority-owned joint ventures whose corporate governance structures require at least a majority in interest vote to authorize many basic activities and require a greater voting interest (sometimes up to 100%) to authorize more significant activities. Examples of these more significant activities include, among others, large expenditures or contractual commitments, the construction or acquisition of assets, borrowing money or otherwise raising capital, making distributions, transactions with affiliates of a joint venture participant, litigation and transactions not in the ordinary course of business. Without the concurrence of joint venture participants with enough voting interests, we may be unable to cause any of our joint ventures to take or not take certain actions, even though taking or preventing those actions may be in our best interests or the particular joint venture.

In addition, subject to certain conditions, any joint venture owner may sell, transfer or otherwise modify its ownership interest in a joint venture, whether in a transaction involving third parties or the other joint owners. Any such transaction could result in our partnering with different or additional parties.

Weather may limit our ability to operate our business and could adversely affect our operating results.

The weather in the areas in which we operate can cause disruptions and in some cases suspension of our operations. For example, unseasonably wet weather, extended periods of below freezing weather, or hurricanes may cause disruptions or suspensions of our operations, which could adversely affect our operating results. Some forecasters expect that potential climate changes may have significant physical effects, such as increased frequency and severity of storms, floods and other climatic events and could have an adverse effect on our operations.

Our business involves many hazards and operational risks, some of which may not be insured or fully covered by insurance. If a significant accident or event occurs for which we are not fully insured, if we fail to recover all anticipated insurance proceeds for significant accidents or events for which we are insured, or if we fail to rebuild facilities damaged by such accidents or events, our operations and financial results could be adversely affected.

Our operations are subject to many hazards inherent in gathering, compressing, treating, processing and selling natural gas; storing, fractionating, treating, transporting and selling NGLs and NGL products; gathering, storing and terminaling crude oil; and storing and terminaling refined petroleum products, including:

- damage to pipelines and plants, related equipment and surrounding properties caused by hurricanes, tornadoes, floods, fires and other natural disasters, explosions and acts of terrorism;
- inadvertent damage from third parties, including from motor vehicles and construction, farm or utility equipment;
- damage that is the result of our negligence or any of our employees' negligence;
- leaks of natural gas, NGLs, crude oil and other hydrocarbons or losses of natural gas or NGLs as a result of the malfunction of equipment or facilities;
- spills or other unauthorized releases of natural gas, NGLs, crude oil, other hydrocarbons or waste materials that contaminate the environment, including soils, surface water and groundwater, and otherwise adversely impact natural resources; and
- other hazards that could also result in personal injury, loss of life, pollution and/or suspension of operations.

These risks could result in substantial losses due to personal injury, loss of life, severe damage to and destruction of property and equipment, and pollution or other environmental damage, and may result in curtailment or suspension of our related operations. A natural disaster or other hazard affecting the areas in which we operate could have a material adverse effect on our operations. We are not fully insured against all risks inherent to our business. Additionally, while we are insured for pollution resulting from environmental accidents that occur on a sudden and accidental basis, we may not be insured against all environmental accidents that might occur, some of which may result in toxic tort claims. If a significant accident or event occurs that is not fully insured, if we fail to recover all anticipated insurance proceeds for significant accidents or events for which we are insured, or if we fail to rebuild facilities damaged by such accidents or events, our operations and financial condition could be adversely affected. In addition, we may not be able to maintain or obtain insurance of the type and amount we desire at reasonable rates. As a result of market conditions, premiums and deductibles for certain of our insurance policies have increased substantially, and could escalate further. For example, following Hurricanes Katrina and Rita, insurance premiums, deductibles and co-insurance requirements increased substantially, and terms were generally less favorable than terms that could be obtained prior to such hurricanes. Insurance market conditions worsened as a result of the losses sustained from Hurricanes Gustav and Ike. As a result, we experienced further increases in deductibles and premiums, and further reductions in coverage and limits, with some coverage unavailable at any cost.

We may incur significant costs and liabilities resulting from performance of pipeline integrity programs and related repairs.

Pursuant to the authority under the NGPSA and HLPSA, as amended from time to time, PHMSA has established a series of rules requiring pipeline operators to develop and implement integrity management programs for certain gas and hazardous liquids pipelines that, in the event of a pipeline leak or rupture could affect "high consequence areas," which are areas where a release could have the most significant adverse consequences, including high-population areas, certain drinking water sources and unusually sensitive ecological areas. Among other things, these regulations require operators of covered pipelines to:

- perform ongoing assessments of pipeline integrity;
- identify and characterize applicable threats to pipeline segments that could impact a high consequence area;
- improve data collection, integration and analysis;

- repair and remediate the pipeline as necessary; and
- implement preventive and mitigating actions.

In addition, states have adopted regulations similar to existing PHMSA regulations for certain intrastate gas and hazardous liquids pipelines. We currently estimate an average annual cost of \$3.6 million between 2017 and 2019 to implement pipeline integrity management program testing along certain segments of our gas and hazardous liquids pipelines. This estimate does not include the costs, if any, of repair, remediation or preventative or mitigative actions that may be determined to be necessary as a result of the testing program, which costs could be substantial. At this time, we cannot predict the ultimate cost of compliance with applicable pipeline integrity management regulations, as the cost will vary significantly depending on the number and extent of any repairs found

to be necessary as a result of the pipeline integrity testing. We will continue our pipeline integrity testing programs to assess and maintain the integrity of our pipelines. The results of these tests could cause us to incur significant and unanticipated capital and operating expenditures for repairs or upgrades deemed necessary to ensure the continued safe and reliable operation of our pipelines.

Moreover, changes to pipeline safety laws by Congress and regulations by PHMSA that result in more stringent or costly safety standards could have a significant adverse effect on us and similarly situated midstream operators. For example, in January 2017, PHMSA issued a final rule that significantly extends and expands the reach of certain PHMSA integrity management requirements, such as, for example, periodic assessments, leak detection and repairs, regardless of the pipeline's proximity to a high consequence area. The final rule also imposes new reporting requirements for certain unregulated pipelines, including all hazardous liquid gathering lines. However, the date of implementation of this final rule by publication in the Federal Register is uncertain given the recent change in Presidential Administrations. In a second example, in March 2016, PHMSA announced a proposed rulemaking that would impose new or more stringent requirements for certain gas lines and gathering lines including, among other things, expanding certain of PHMSA's current regulatory safety programs for gas pipelines in newly defined "moderate consequence areas" that contain as few as 5 dwellings within a potential impact area; requiring gas pipelines installed before 1970 and thus excluded from certain pressure testing obligations to be tested to determine their MAOP; and imposing increased integrity management requirements. Such legislative and regulatory changes could have a material effect on our operations and costs of transportation services.

Unexpected volume changes due to production variability or to gathering, plant or pipeline system disruptions may increase our exposure to commodity price movements.

We sell processed natural gas at plant tailgates or at pipeline pooling points. Sales made to natural gas marketers and end-users may be interrupted by disruptions to volumes anywhere along the system. We attempt to balance sales with volumes supplied from processing operations, but unexpected volume variations due to production variability or to gathering, plant or pipeline system disruptions may expose us to volume imbalances which, in conjunction with movements in commodity prices, could materially impact our income from operations and cash flow.

Failure to comply with environmental laws or regulations or an accidental release into the environment may cause us to incur significant costs and liabilities.

Our operations are subject to numerous federal, tribal, state and local environmental laws and regulations governing the discharge of pollutants into the environment or otherwise relating to environmental protection. These laws and regulations may impose numerous obligations that are applicable to our operations including acquisition of a permit or other approval before conducting regulated activities, restrictions on the types, quantities and concentration of materials that can be released into the environment; limitation or prohibition of construction and operating activities in environmentally sensitive areas such as wetlands, urban areas, wilderness regions and other protected areas; requiring capital expenditures to comply with pollution control requirements and imposition of substantial liabilities for pollution resulting from our operations. Numerous governmental authorities, such as the EPA and analogous state agencies, have the power to enforce compliance with these laws and regulations and the permits issued under them, which can often require difficult and costly actions. Failure to comply with these laws and regulations or any newly adopted laws or regulations may result in assessment of sanctions including administrative, civil and criminal penalties, the imposition of investigatory, remedial and corrective action obligations or the incurrence of capital expenditures; the occurrence of delays in the permitting or performance of projects, and the issuance of orders enjoining or conditioning performance of some or all of our operations in a particular area. Certain environmental laws impose strict, joint and several liability for costs required to clean up and restore sites where hazardous substances, hydrocarbons or waste products have been released, even under circumstances where the substances, hydrocarbons or waste have been released by a predecessor operator or the activities conducted and from which a

release emanated complied with applicable law.

The risk of incurring environmental costs and liabilities in connection with our operations is significant due to our handling of natural gas, NGLs, crude oil and other petroleum products because of air emissions and product-related discharges arising out of our operations, and as a result of historical industry operations and waste disposal practices. For example, an accidental release from one of our facilities could subject us to substantial liabilities arising from environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury, natural resource and property damages and fines or penalties for related violations of environmental laws or regulations. Moreover, stricter laws, regulations or enforcement policies could significantly increase our operational or compliance costs and the cost of any remediation that may become necessary. The adoption of any laws, regulations or other legally enforceable mandates that result in more stringent air emission limitations or that restrict or prohibit the drilling of new oil or natural gas wells for any extended period of time could increase our oil and natural gas customers' operating and compliance costs as well as reduce the rate of production of natural gas or crude oil from operators with whom we have a business relationship, which could have a material adverse effect on our results of operations and cash flows.

Increased regulation of hydraulic fracturing could result in reductions or delays in drilling and completing new oil and natural gas wells, which could adversely impact our revenues by decreasing the volumes of natural gas, NGLs or crude oil through our facilities and reducing the utilization of our assets.

While we do not conduct hydraulic fracturing, many of our customers do perform such activities. Hydraulic fracturing is a process used by oil and natural gas exploration and production operators in the completion of certain oil and natural gas wells whereby water, sand and chemicals are injected under pressure into subsurface formations to stimulate the flow of certain oil and natural gas, increasing the volumes that may be recovered. The process is typically regulated by state oil and gas commissions, but several federal agencies have asserted regulatory authority over, proposed or promulgated regulations governing, and conducted investigations relating to certain aspects of the process, including the EPA and the BLM. For example, in December 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources, concluding that “water cycle” activities associated with hydraulic fracturing may impact drinking water resources under certain circumstances. In addition, Congress has from time to time considered the adoption of legislation to provide for federal regulation of hydraulic fracturing. Moreover, some states have adopted, and others are considering adopting, legal requirements that could impose more stringent permitting, disclosure or well construction requirements on hydraulic fracturing activities, assess more taxes, fees or royalties on natural gas production, or otherwise limit the use of the technique. States could elect to prohibit high volume hydraulic fracturing altogether, as the State of New York did in 2015. Local governments may also seek to adopt ordinances within their jurisdictions regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular. New or more stringent laws or regulations relating to the hydraulic fracturing process could lead to our customers reducing crude oil and natural gas drilling activities using hydraulic fracturing techniques, while increased public opposition to activities using such techniques may result in operational delays, restrictions, or increased litigation. Any one or more of such developments could reduce demand for our gathering, processing and fractionation services.

A change in the jurisdictional characterization of some of our assets by federal, state, tribal or local regulatory agencies or a change in policy by those agencies may result in increased regulation of our assets, which may cause our revenues to decline and operating expenses to increase or delay or increase the cost of expansion projects.

With the exception of our interest in VGS, which is subject to extensive FERC regulation, and the Driver Residue Pipeline and TPL SouthTex Transmission pipeline, which are each subject to more limited FERC regulation, our operations are generally exempt from FERC regulation under the NGA, but FERC regulation still affects our non-FERC jurisdictional businesses and the markets for products derived from these businesses, including certain FERC reporting and posting requirements in a given year. We believe that the natural gas pipelines in our gathering systems meet the traditional tests FERC has used to establish a pipeline’s status as a gatherer not subject to regulation as a natural gas company. However, the distinction between FERC-regulated transmission services and federally unregulated gathering services is the subject of substantial, ongoing litigation, so the classification and regulation of our gathering facilities are subject to change based on future determinations by FERC, the courts or Congress. We also operate natural gas pipelines that extend from some of our processing plants to interconnections with both intrastate and interstate natural gas pipelines. Those facilities, known in the industry as “plant tailgate” pipelines, typically operate at transmission pressure levels and may transport “pipeline quality” natural gas. Because our plant tailgate pipelines are relatively short, we treat them as “stub” lines, which are exempt from FERC’s jurisdiction under the Natural Gas Act.

In addition, the courts have determined that certain pipelines that would otherwise be subject to the ICA are exempt from regulation by FERC under the ICA as proprietary lines. The classification of a line as a proprietary line is a fact-based determination subject to FERC and court review. Accordingly, the classification and regulation of some of our gathering facilities and transportation pipelines may be subject to change based on future determinations by FERC, the courts or Congress, in which case, our operating costs could increase and we could be subject to

enforcement actions under the EP Act of 2005.

Various federal agencies within the U.S. Department of the Interior, particularly the BLM, Office of Natural Resources Revenue (formerly the Minerals Management Service) and the Bureau of Indian Affairs, along with the Three Affiliated Tribes, promulgate and enforce regulations pertaining to operations on the Fort Berthold Indian Reservation, on which we operate a significant portion of our Badlands gathering and processing assets. The Three Affiliated Tribes is a sovereign nation having the right to enforce certain laws and regulations independent from federal, state and local statutes and regulations. These tribal laws and regulations include various taxes, fees and other conditions that apply to lessees, operators and contractors conducting operations on Native American tribal lands. Lessees and operators conducting operations on tribal lands can generally be subject to the Native American tribal court system. One or more of these factors may increase our costs of doing business on the Fort Berthold Indian Reservation and may have an adverse impact on our ability to effectively transport products within the Fort Berthold Indian Reservation or to conduct our operations on such lands.

Other FERC regulations may indirectly impact our businesses and the markets for products derived from these businesses. FERC's policies and practices across the range of its natural gas regulatory activities, including, for example, its policies on open access

transportation, gas quality, ratemaking, capacity release and market center promotion, may indirectly affect the intrastate natural gas market. In recent years, FERC has pursued pro-competitive policies in its regulation of interstate natural gas pipelines. However, we cannot assure you that FERC will continue this approach as it considers matters such as pipeline rates and rules and policies that may affect rights of access to transportation capacity. For more information regarding the regulation of our operations, see “Item 1. Business—Regulation of Operations.”

Should we fail to comply with all applicable FERC-administered statutes, rules, regulations and orders, we could be subject to substantial penalties and fines.

Under the EP Act of 2005, FERC has civil penalty authority under the NGA to impose penalties for current violations of up to \$1 million per day for each violation and disgorgement of profits associated with any violation. While our systems other than VGS and the Driver Residue Pipeline have not been regulated by FERC as a natural gas company under the NGA, FERC has adopted regulations that may subject certain of our otherwise non-FERC jurisdictional facilities to FERC annual reporting and daily scheduled flow and capacity posting requirements. Additional rules and legislation pertaining to those and other matters may be considered or adopted by FERC from time to time. Failure to comply with those regulations in the future could subject us to civil penalty liability. For more information regarding regulation of our operations, see “Item 1. Business—Regulation of Operations.”

The adoption and implementation of climate change legislation or regulations restricting emissions of GHGs could result in increased operating costs and reduced demand for the products and services we provide.

Climate change continues to attract considerable public and scientific attention. As a result, numerous proposals have been made and could continue to be made at the international, national, regional and state levels of government to monitor and limit emissions of GHGs. These efforts have included consideration of cap-and-trade programs, carbon taxes and GHG reporting and tracking programs, and regulations that directly limit GHG emissions from certain sources.

At the federal level, no comprehensive climate change legislation has been implemented to date. However, the EPA has adopted rules under authority of the CAA that, among other things, establish Potential for Significant Deterioration (PSD) construction and Title V operating permit reviews for GHG emissions from certain large stationary sources that are also potential major sources of certain principal, or criteria, pollutant emissions, which reviews could require securing PSD permits at covered facilities emitting GHGs and meeting "best available control technology" standards for those GHG emissions. The EPA has also adopted rules requiring the monitoring and annual reporting of GHG emissions from certain petroleum and natural gas system sources in the United States, including, among others, onshore processing, transmission, storage and distribution facilities. In October 2015, the EPA amended and expanded the GHG reporting requirements to all segments of the oil and natural gas industry, including gathering, compression and boosting facilities and blowdowns of natural gas transmission pipelines, beginning with the 2016 reporting year, and in January 2016, the EPA proposed additional revisions to leak detection methodology to align the reporting rules with the new source performance standards.

Federal agencies also have begun directly regulating emissions of methane, a GHG, from oil and natural gas operations. In June 2016, the EPA published New Source Performance Standards, known as Subpart OOOOa, that require certain new, modified or reconstructed facilities in the oil and natural gas sector to reduce these methane gas and volatile organic compound emissions. These Subpart OOOOa standards will expand previously issued New Source Performance Standards published by the EPA in 2012 and known as Subpart OOOO, by using certain equipment-specific emissions control practices, requiring additional controls for pneumatic controllers and pumps as well as compressors, and imposing leak detection and repair requirements for natural gas compressor and booster stations. In November 2016, the EPA issued a final Information Collection Request seeking information about methane emissions from facilities and operators in the oil and natural gas industry. The EPA has indicated that it

intended to use the information from this request to develop Existing Source Performance Standards (ESPS) for the oil and gas industry. Additionally, in December 2015, the U.S. joined the international community at the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change in Paris, France that prepared an agreement requiring member countries to review and “represent a progression” in their intended nationally determined contributions, which set GHG emission reduction goals every five years beginning in 2020. This “Paris agreement” was signed by the United States in April 2016 and entered into force in November 2016; however, this agreement does not create any binding obligations for nations to limit their GHG emissions, but does include pledges to voluntarily limit or reduce future emissions.

The adoption and implementation of any international, federal or state legislation or regulations that require reporting of GHGs or otherwise restrict emissions of GHGs could result in increased compliance costs or additional operating restrictions. Finally, some scientists have concluded that increasing concentrations of GHG in the atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climate events.

Federal and state legislative and regulatory initiatives relating to pipeline safety that require the use of new or more stringent safety controls or result in more stringent enforcement of applicable legal requirements could subject us to increased capital costs, operational delays and costs of operation.

In June 2016, President Obama signed the 2016 Pipeline Safety Act that extends PHMSA's statutory mandate regarding pipeline safety through 2019 and requires PHMSA to complete certain of its outstanding mandates under the 2011 Pipeline Safety Act. The 2011 Pipeline Safety Act had directed the promulgation of regulations relating to such matters as expanded integrity management requirements, automatic or remote-controlled valve use, excess flow valve use, leak detection system installation, testing to confirm the material strength of certain pipelines and operator verification of records confirming the maximum allowable pressure of certain intrastate gas transmission pipelines. The 2016 Pipeline Safety Act also called for the development of new safety standards for natural gas storage facilities by June 22, 2018, and empowered PHMSA to address imminent hazards by imposing emergency restrictions, prohibitions and safety measures on owners and operators of gas or hazardous liquid pipeline facilities without prior notice or an opportunity for a hearing.

The imposition of new safety enhancement requirements pursuant to the 2016 Pipeline Safety Act and the 2011 Pipeline Safety Act or any issuance or reinterpretation of guidance by PHMSA or any state agencies with respect thereto could require us to install new or modified safety controls, pursue additional capital projects or conduct maintenance programs on an accelerated basis, any or all of which tasks could result in our incurring increased operating costs that could have a material adverse effect on our results of operations or financial position. For example, in October 2015, PHMSA proposed new more stringent regulations for hazardous liquid pipelines, including extending certain integrity management assessment and repair requirements to pipelines not currently subject to integrity management regulations and requiring that all pipelines have a means of detecting leaks. In another example, in March 2016, PHMSA announced a proposed rulemaking that would impose new or more stringent requirements for certain natural gas lines and gathering lines including, among other things, expanding certain of PHMSA's current regulatory safety programs for natural gas pipelines in newly defined "moderate consequence areas" that contain as few as 5 dwellings within a potential impact area; requiring natural gas pipelines installed before 1970 and thus excluded from certain pressure testing obligations to be tested to determine their MAOP; and requiring certain onshore and offshore gathering lines in Class I areas to comply with damage prevention, corrosion control, public education, MAOP limits, line markers and emergency planning standards. Additional requirements proposed by this proposed rulemaking would increase PHMSA's integrity management requirements and also require consideration of seismicity in evaluating threats to pipelines.

Additionally, PHMSA and one or more state regulators, including the RRC, have in recent years expanded the scope of their regulatory inspections to include certain in-plant equipment and pipelines found within NGL fractionation facilities and associated storage facilities, to assess compliance with hazardous liquids pipeline safety requirements. To the extent that PHMSA and/or state regulatory agencies are successful in asserting their jurisdiction in this manner, midstream operators of NGL fractionation facilities and associated storage facilities may be required to make operational changes or modifications at their facilities to meet standards beyond current OSHA, PSM and EPA RMP requirements, which changes or modifications may result in additional capital costs, possible operational delays and increased costs of operation that, in some instances, may be significant.

The enactment of derivatives legislation could have an adverse effect on our ability to use derivative instruments to reduce the effect of commodity price, interest rate and other risks associated with our business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), enacted on July 21, 2010, established federal oversight and regulation of the over-the-counter derivatives market and entities, such as us, that participate in that market. The Dodd-Frank Act requires the CFTC and the SEC to promulgate rules and regulations implementing the Dodd-Frank Act. Although the CFTC has finalized certain regulations, others remain to be finalized

or implemented and it is not possible at this time to predict when this will be accomplished.

In November 2013, the CFTC proposed new rules that would place limits on positions in certain core futures and equivalent swaps contracts for or linked to certain physical commodities, subject to exceptions for certain bona fide hedging transactions. The rules were re-proposed in December 2016. As these new position limit rules are not yet final, the impact of those provisions on us is uncertain at this time.

The CFTC has designated certain interest rate swaps and credit default swaps for mandatory clearing and the associated rules also will require us, in connection with covered derivative activities, to comply with clearing and trade-execution requirements or take steps to qualify for an exemption to such requirements. Although we qualify for the end-user exception from the mandatory clearing requirements for swaps entered to hedge our commercial risks, the application of the mandatory clearing and trade execution requirements to other market participants, such as swap dealers, may change the cost and availability of the swaps that we use for hedging. In addition, for uncleared swaps, the CFTC or federal banking regulators may require end-users to enter into credit support documentation and/or post initial and variation margin in the future, although current rules do not result in requirements for our swap

dealer counterparties to collect margin from us for our hedging transactions. Posting of collateral could impact liquidity and reduce cash available to us for capital expenditures, therefore reducing our ability to execute hedges to reduce risk and protect cash flows.

The Dodd-Frank Act also may require the counterparties to our derivative instruments to spin off some of their derivatives activities to a separate entity, which may not be as creditworthy as the current counterparty.

The full impact of the Dodd-Frank Act and related regulatory requirements upon our business will not be known until all of the regulations are implemented and the market for derivatives contracts has adjusted. The Dodd-Frank Act and any new regulations could significantly increase the cost of derivative contracts, materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure our existing derivative contracts or increase our exposure to less creditworthy counterparties. If we reduce our use of derivatives as a result of the Dodd-Frank Act and regulations implementing the Dodd-Frank Act, our results of operations may become more volatile and our cash flows may be less predictable, which could adversely affect our ability to plan for and fund capital expenditures.

Finally, the Dodd-Frank Act was intended, in part, to reduce the volatility of oil and natural gas prices, which some legislators attributed to speculative trading in derivatives and commodity instruments related to oil and natural gas. Our revenues could therefore be adversely affected if a consequence of the Dodd-Frank Act and implementing regulations is to lower commodity prices.

Any of these consequences could have a material adverse effect on us, our financial condition and our results of operations.

Our interstate common carrier liquids pipelines are regulated by the FERC.

Targa NGL has interstate NGL pipelines that are considered common carrier pipelines subject to regulation by FERC under the ICA. More specifically, Targa NGL owns a twelve-inch diameter pipeline that runs between Lake Charles, Louisiana and Mont Belvieu, Texas. This pipeline can move mixed NGL and purity NGL products. Targa NGL also owns an eight-inch diameter pipeline and a twenty-inch diameter pipeline, each of which run between Mont Belvieu, Texas and Galena Park, Texas. The eight-inch and the twenty-inch pipelines are part of an extensive mixed NGL and purity NGL pipeline receipt and delivery system that provides services to domestic and foreign import and export customers. The ICA requires that we maintain tariffs on file with FERC for each of these pipelines. Those tariffs set forth the rates we charge for providing transportation services as well as the rules and regulations governing these services. The ICA requires, among other things, that rates on interstate common carrier pipelines be “just and reasonable” and nondiscriminatory. All shippers on these pipelines are our subsidiaries.

Targa NGL also owns a twelve-inch diameter pipeline that runs between Mont Belvieu, Texas, and Galena Park, Texas, that transports NGLs and that has qualified for a waiver of applicable FERC regulatory requirements under the ICA based on current circumstances. The crude oil pipeline system that is part of the Badlands assets also qualifies for such a waiver. Such waivers are subject to revocation, however, and should the pipelines’ circumstances change, FERC could, either at the request of other entities or on its own initiative, assert that some or all of the transportation on these pipelines is within its jurisdiction. In the event that FERC were to determine that one or both of these pipelines no longer qualified for a waiver, the Partnership would likely be required to file a tariff with FERC for one or both of these pipelines, as applicable, provide a cost justification for the transportation charge, and provide service to all potential shippers without undue discrimination. Such a change in the jurisdictional status of transportation on these pipelines could adversely affect our results of operations.

Terrorist attacks and the threat of terrorist attacks have resulted in increased costs to our business. Continued hostilities in the Middle East or other sustained military campaigns may adversely impact our results of operations.

The long-term impact of terrorist attacks, such as the attacks that occurred on September 11, 2001, and the threat of future terrorist attacks on our industry in general and on us in particular is not known at this time. However, resulting regulatory requirements and/or related business decisions associated with security are likely to increase our costs.

Increased security measures taken by us as a precaution against possible terrorist attacks have resulted in increased costs to our business. Uncertainty surrounding continued hostilities in the Middle East or other sustained military campaigns may affect our operations in unpredictable ways, including disruptions of crude oil supplies and markets for our products, and the possibility that infrastructure facilities could be direct targets, or indirect casualties, of an act of terror.

Changes in the insurance markets attributable to terrorist attacks may make certain types of insurance more difficult for us to obtain. Moreover, the insurance that may be available to us may be significantly more expensive than our existing insurance coverage or coverage may be reduced or unavailable. Instability in the financial markets as a result of terrorism or war could also affect our ability to raise capital.

We are subject to cyber security risks. A cyber incident could occur and result in information theft, data corruption, operational disruption and/or financial loss.

The oil and natural gas industry has become increasingly dependent on digital technologies to conduct certain processing activities. For example, we depend on digital technologies to perform many of our services and to process and record financial and operating data. At the same time, cyber incidents, including deliberate attacks, have increased. The U.S. government has issued public warnings that indicate that energy assets might be specific targets of cyber security threats. Our technologies, systems and networks, and those of our vendors, suppliers and other business partners, may become the target of cyberattacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary and other information, or other disruption of business operations. In addition, certain cyber incidents, such as surveillance, may remain undetected for an extended period. Our systems and insurance coverage for protecting against cyber security risks may not be sufficient. As cyber incidents continue to evolve, we will likely be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyber incidents. Our insurance coverage for cyberattacks may not be sufficient to cover all the losses we may experience as a result of such cyberattacks.

Future sales of our common stock in the public market could lower our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.

We or our stockholders may sell shares of common stock in subsequent public offerings. We may also issue additional shares of common stock or convertible securities. As of December 31, 2016, we have 184,720,525 outstanding shares of common stock. We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of shares of our common stock will have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our common stock.

Our amended and restated certificate of incorporation authorizes our board of directors to issue preferred stock without stockholder approval. If our board of directors elects to issue preferred stock, it could be more difficult for a third-party to acquire us. In addition, some provisions of our amended and restated certificate of incorporation and amended and restated bylaws could make it more difficult for a third-party to acquire control of us, even if the change of control would be beneficial to our stockholders, including provisions which require:

- a classified board of directors, so that only approximately one-third of our directors are elected each year;
- limitations on the removal of directors; and
- limitations on the ability of our stockholders to call special meetings and establish advance notice provisions for stockholder proposals and nominations for elections to the board of directors to be acted upon at meetings of stockholders.

Delaware law prohibits us from engaging in any business combination with any “interested stockholder,” meaning generally that a stockholder who beneficially owns more than 15% of our stock cannot acquire us for a period of three years from the date this person became an interested stockholder, unless various conditions are met, such as approval of the transaction by our board of directors. Please read “Description of Our Capital Stock—Anti-Takeover Effects of Provisions of Our Amended and Restated Certificate of Incorporation, Our Amended and Restated Bylaws and Delaware Law.”

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

A description of our properties is contained in “Item 1. Business” in this Annual Report.

Our principal executive offices are located at 1000 Louisiana Street, Suite 4300, Houston, Texas 77002 and our telephone number is 713-584-1000.

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Item 3. Legal Proceedings.

Litigation related to TRC/TRP Merger

On December 16, 2015, two purported unitholders of TRP (the “State Court Plaintiffs”) filed a putative class action and derivative lawsuit challenging the TRC/TRP Merger against TRC, TRP (as a nominal defendant), Targa Resources GP LLC (“TRP GP”), the members of the board of TRP GP (the “TRP GP Board”) and Merger Sub (collectively, the “State Court Defendants”). This lawsuit was styled Leslie Blumberg et al. v. TRC Resources Corp., et al., Cause No. 2015-75481, in the 234th Judicial District Court of Harris County, Texas (the “State Court Lawsuit”). The State Court Plaintiffs amended the State Court Lawsuit on July 26, 2016.

The State Court Plaintiffs alleged several causes of action challenging the TRC/TRP Merger. Generally, the State Court Plaintiffs alleged that (i) the members of the TRP GP Board breached express and/or implied duties under the Partnership Agreement and (ii) TRC, TRP GP, and Merger Sub aided and abetted in these alleged breaches of duties. The State Court Plaintiffs further alleged, in general, that (a) the premium offered to TRP’s unitholders was inadequate, (b) the TRC/TRP Merger did not include a collar to protect TRP unitholders from decreases in TRC’s stock price, (c) the TRP GP Board agreed to contractual terms that allegedly may have dissuaded other potential acquirers from seeking to acquire TRP (including the “no-solicitation,” “matching rights,” and “termination fee” provisions), (d) the process leading up to the TRC/TRP Merger was unfair, (e) the TRP GP Board had conflicts of interest due to TRC’s control of TRP GP, (f) the TRP GP Conflicts Committee’s financial advisor was conflicted and conducted flawed analyses, and (g) the joint proxy statement/prospectus filed in connection with the TRC/TRP Merger (the “Proxy”) failed to disclose allegedly material information concerning, among other things, (i) the TRC and TRP projections included in the Proxy, and (ii) the analyses conducted by the TRP GP Conflicts Committee’s financial advisor in connection with the TRC/TRP Merger.

Based on these allegations, the State Court Plaintiffs sought damages and attorneys’ fees. On February 26 and 29, 2016, the State Court Defendants filed general denials and asserted affirmative defenses. On August 26, 2016, the State Court Defendants filed Special Exceptions and a Motion for Summary Judgment. On December 5, 2016, the Court granted Defendants’ Motion for Summary Judgment and dismissed the State Court Lawsuit in its entirety with prejudice.

Environmental Proceedings

On June 18, 2015, the New Mexico Environment Department’s Air Quality Bureau issued a Notice of Violation to Targa Midstream Services LLC for alleged violations of air emissions regulations related to emissions events that occurred at the Monument Gas Plant between June 2014 and December 2014. The Monument Gas Plant is owned by Versado Gas Processors, L.L.C., which was a joint venture in which we owned a 63% interest until October 31, 2016, when we acquired the remaining 37% membership interest from Chevron U.S.A. Inc. The Partnership has been in discussions with the New Mexico Environment Department to resolve the alleged violations. The New Mexico Environment Department has offered to settle the matter for \$29,223.

We and the Partnership are also parties to various legal, administrative and regulatory proceedings that have arisen in the ordinary course of our business.

Item 4. Mine Safety Disclosures.

Not applicable.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is listed on the NYSE under the symbol "TRGP." As of December 31, 2016, there were approximately 258 stockholders of record of our common stock. This number does not include stockholders whose shares are held in trust by other entities. The actual number of stockholders is greater than the number of holders of record. As of February 10, 2017, there were 193,949,450 shares of common stock outstanding.

The following table sets forth the high and low sales prices of our common stock as reported by the NYSE and the amount of cash dividends declared for the periods indicated:

Quarter Ended	Share Prices		Dividend per Share
	High	Low	
December 31, 2016	\$59.35	\$41.35	\$0.9100
September 30, 2016	50.87	35.35	0.9100
June 30, 2016	45.64	27.09	0.9100
March 31, 2016	31.41	14.55	0.9100
December 31, 2015	66.87	23.33	0.9100
September 30, 2015	92.13	48.65	0.9100
June 30, 2015	108.63	87.09	0.8750
March 31, 2015	107.93	82.09	0.8300
December 31, 2014	139.99	88.01	0.7750
September 30, 2014	145.00	126.42	0.7325
June 30, 2014	160.97	99.30	0.6900
March 31, 2014	99.92	84.17	0.6475

Stock Performance Graph

The graph below compares the cumulative return to holders of Targa Resources Corp.'s common stock, the NYSE Composite Index (the "NYSE Index") and the Alerian MLP Index (the "MLP Index"). The performance graph was prepared based on the following assumptions: (i) \$100 was invested in our common stock at \$24.70 per share (the closing market price at the end of our first trading day), in the NYSE Index, and the MLP Index on December 7, 2010 (our first day of trading) and (ii) dividends were reinvested on the relevant payment dates. The stock price performance included in this graph is historical and not necessarily indicative of future stock price performance.

Pursuant to Instruction 7 to Item 201(e) of Regulation S-K, the above stock performance graph and related information is being furnished and is not being filed with the SEC, and as such shall not be deemed to be incorporated by reference into any filing that incorporates this Annual Report by reference.

Our Dividend Policy

We intend to pay to our stockholders, on a quarterly basis, dividends funded by the cash that we receive from our operations, less reserves for expenses, future dividends and other uses of cash, including:

- federal income taxes, which we may be required to pay because we are taxed as a corporation;
- the expenses of being a public company;
- the proper conduct of our business including reserves for corporate purposes, future capital expenditures and for anticipated future credit needs;
- compliance with applicable law or any loan agreements, security agreements, mortgages, debt instruments or other agreements;
- other general and administrative expenses;

- reserves that our board of directors, in consultation with management, believes prudent to maintain; and
- interest expense or principal payments on any indebtedness we incur.

The determination of the amount of cash dividends, including the quarterly dividend referred to above, if any, to be declared and paid will depend upon our financial condition, results of operations, cash flow, the level of our capital expenditures, future business prospects and any other matters that our board of directors, in consultation with management, deems relevant. Further, the Partnership's debt agreements and obligations to its holders of Preferred Units ("Preferred Unitholders") may restrict or prohibit the payment of distributions to us if the Partnership is in default, threat of default, or arrears. If the Partnership cannot make distributions to us, we may be unable to pay dividends on our common stock. In addition, so long as any Preferred Shares are outstanding, certain limitations on our ability to declare dividends on our common stock exist.

Our dividend policy takes into account the possibility of establishing cash reserves in some quarterly periods that we may use to pay cash dividends in other quarterly periods, thereby enabling us to maintain more consistent cash dividend levels even if our business experiences fluctuations in cash from operations due to seasonal and cyclical factors. Our dividend policy also allows us to maintain reserves to provide funding for growth opportunities.

Dividends on our Preferred Shares are cumulative from the last day of the most recent fiscal quarter, and are payable quarterly in arrears on the 45th day after the end of each fiscal quarter when, as and if declared by our board of directors. Dividends on the Preferred Shares are paid out of funds legally available for payment, in an amount equal to an annual rate of 9.5% (\$95.00 per share annualized) of \$1,000 per Preferred Share, subject to certain adjustments (the "Liquidation Preference"). With respect to any quarter ending on or prior to December 31, 2017, we may elect, in lieu of paying a distribution, to add the amount that would have been paid as a distribution to the Liquidation Preference. If we make such election, we must grant to the holders of the Preferred Shares a corresponding number of additional warrants having the same terms (including exercise price) as the warrants issued on the date of the closing of the transaction pursuant to which the Preferred Shares were issued (the "Closing Date"). Except as set forth in the preceding sentence, if we fail to pay in full to the Holders the required cash dividend for a fiscal quarter, then (i) the amount of such shortfall will continue to be owed by us to the Holders and will accumulate until paid in full in cash, (ii) the Liquidation Preference will be deemed increased by such amount until paid in full in cash and (iii) contemporaneous with increasing the Liquidation Preference by such shortfall, we will grant and deliver to the Holders a corresponding number of additional Warrants having the same terms (including exercise price) as the Warrants issued on the Closing Date.

Subject to certain exceptions, so long as any Preferred Shares remain outstanding, no dividend or distribution will be declared or paid on, and no redemption or repurchase will be agreed to or consummated of, stock on a parity with the Preferred Shares, our common stock, unless all accumulated and unpaid dividends for all preceding full fiscal quarters (including the fiscal quarter in which such accumulated and unpaid dividends first arose) have been declared and paid.

Distributions on the Preferred Units are cumulative from the date of original issue and are payable monthly in arrears on the 15th day of each month of each year, when, as and if declared by the board of directors of the general partner. Distributions on the Preferred Units will be paid out of amounts legally available therefor to, but not including, November 1, 2020, at a rate equal to 9.0% per annum. On and after November 1, 2020, distributions on the Preferred Units will accumulate at an annual floating rate equal to the one-month LIBOR plus a spread of 7.71%.

For a discussion of restrictions on our and our subsidiaries' ability to pay dividends or make distributions, please see Note 10 – Debt Obligations in our Consolidated Financial Statements beginning on page F-1 in this Form 10-K for more information.

Dividends on TRC Common Stock

The following table details the dividends declared by us to our common shareholders for the periods presented.

Three Months Ended	Date Paid or To Be Paid	Total Common Dividends Declared	Amount of Common Dividends Paid or To Be Paid	Accrued Dividends (1)	Dividend Declared per Share of Common Stock
(In millions, except per share amounts)					
2016					
December 31, 2016	February 15, 2017	\$ 178.3	\$ 176.5	\$ 1.8	\$ 0.91000
September 30, 2016	November 15, 2016	166.4	164.6	1.8	0.91000
June 30, 2016	August 15, 2016	153.1	151.6	1.5	0.91000
March 31, 2016	May 16, 2016	147.8	146.1	1.7	0.91000
2015					
December 31, 2015	February 9, 2016	\$ 51.7	\$ 51.0	\$ 0.7	\$ 0.91000
September 30, 2015	November 16, 2015	51.3	51.0	0.3	0.91000
June 30, 2015	August 17, 2015	49.2	49.0	0.2	0.87500
March 31, 2015	May 18, 2015	46.6	46.4	0.2	0.83000
2014					
December 31, 2014	February 17, 2015	\$ 32.8	\$ 32.6	\$ 0.2	\$ 0.77500
September 30, 2014	November 17, 2014	31.0	30.8	0.2	0.73250
June 30, 2014	August 15, 2014	29.2	29.0	0.2	0.69000
March 31, 2014	May 16, 2014	27.4	27.2	0.2	0.64750

(1) Represents accrued dividends on restricted stock and restricted stock units that are payable upon vesting.

On October 19, 2016, the Partnership executed the Third A&R Partnership Agreement, which became effective on December 1, 2016. The Third A&R Partnership Agreement amendments include among other things (i) eliminating the IDRs held by the general partner, and related distribution and allocation provisions, (ii) eliminating the Special GP Interest (as defined in the Third A&R Partnership Agreement) held by the general partner, (iii) providing the ability to declare monthly distributions in addition to quarterly distributions, (iv) modifying certain provisions relating to distributions from available cash, (v) eliminating the Class B Unit (as defined in the Third A&R Partnership Agreement) provisions and (vi) changes to the Third A&R Partnership Agreement to reflect the passage of time and to remove provisions that are no longer applicable.

On December 1, 2016, the Partnership issued to the General Partner (i) 20,380,286 Common Units and 424,590 General Partner Units in exchange for the elimination of the IDRs and (ii) 11,267,485 Common Units and 234,739 General Partner Units in exchange for elimination of the Special GP Interest in connection with the Third A&R Partnership Agreement.

Recent Sales of Unregistered Equity Securities

As discussed above, In March 2016, through a private placement, we issued 965,100 Preferred Shares with detachable Warrants for \$1,030 per share and received gross proceeds of \$994.1 million.

In October 2016, Warrants exercisable into a maximum of 13,299,671 shares of our common stock were exercised by their holders and net settled by us for 7,633,564 shares of common stock.

In December 2016, Warrants exercisable into a maximum of 828,238 shares of our common stock were exercised by their holders and net settled by us for 517,669 shares of common stock.

Repurchase of Equity by Targa Resources Corp, or Affiliated Purchasers

Period	Total number of shares withheld (1)	Average price per share	Total number of shares purchased as part of publicly announced plans	Maximum number of shares that may yet to be purchased under the plan
October 1, 2016 - October 31, 2016	300	47.92	—	—
November 1, 2016 - November 30, 2016	2,571	43.93	—	—
December 1, 2016 - December 31, 2016	3,994	54.89	—	—

(1) Represents shares that were withheld by us to satisfy tax withholding obligations of certain of our officers, directors and key employees that arose upon the lapse of restrictions on restricted stock.

Item 6. Selected Financial Data.

The following table presents selected historical consolidated financial and operating data of Targa Resources Corp. for the periods ended, and as of, the dates indicated. We derived this information from our historical “Consolidated Financial Statements” and accompanying notes. The information in the table below should be read together with, and is qualified in its entirety, by reference to those financial statements and notes in this Annual Report.

	2016	2015	2014	2013	2012
	(In millions, except per share amounts)				
Statement of operations data:					
Revenues	\$6,690.9	\$6,658.6	\$8,616.5	\$6,314.7	\$5,679.0
Income from operations	55.8	159.3	640.5	368.2	336.3
Net income (loss)	(159.1)	(151.4)	423.0	201.3	159.3
Net income (loss) attributable to common shareholders	(278.1)	58.3	102.3	65.1	38.1
Net income (loss) per common share - basic	(1.80)	1.09	2.44	1.56	0.93
Net income (loss) per common share - diluted	(1.80)	1.09	2.43	1.55	0.91
Balance sheet data (at end of period):					
Total assets	\$12,871.2	\$13,211.0	\$6,423.5	\$6,022.5	\$5,081.5
Long-term debt	4,606.0	5,718.8	2,855.5	2,963.2	2,451.8
Series A Preferred 9.5% Stock	190.8	-	-	-	-
Other:					
Dividends declared per share	\$3.6400	\$3.5250	\$2.8450	\$2.2050	\$1.6388

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our historical financial statements and notes included in Part IV of this Annual Report. Also, the Partnership files a separate Annual Report on Form 10-K with the SEC.

Overview

Targa Resources Corp. (NYSE: TRGP) is a publicly traded Delaware corporation formed in October 2005. Targa is a leading provider of midstream services and is one of the largest independent midstream energy companies in North America. We own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets.

On February 17, 2016, TRC completed its acquisition of all of the outstanding common units of the Partnership pursuant to the TRC/TRP Merger Agreement. We issued 104,525,775 shares of common stock in exchange for all of the outstanding common units of the Partnership that we previously did not own. As a result of the completion of the TRC/TRP Merger, the TRP common units are no longer publicly traded. The Preferred Units remain outstanding as preferred limited partner interests in TRP and continue to trade on the NYSE under the symbol "NGLS PRA."

As we continue to control the Partnership, the change in our ownership interest as a result of the TRC/TRP Merger was accounted for as an equity transaction and no gain or loss was recognized in our Consolidated Statements of Operations related to the Buy-in Transaction. The equity interests in TRP (which are consolidated in our financial statements) that were owned by the public prior to February 17, 2016 are reflected within "noncontrolling interests" in our Consolidated Balance Sheets for periods prior to the merger date. The earnings recorded by TRP that were attributed to its common units held by the public prior to February 17, 2016 are reflected within "Net income attributable to noncontrolling interests" in our Consolidated Statements of Operations for periods prior to the merger date.

Our Operations

We are engaged in the business of:

- gathering, compressing, treating, processing and selling natural gas;
- storing, fractionating, treating, transporting and selling NGLs and NGL products, including services to LPG exporters;
- gathering, storing and terminaling crude oil; and
- storing, terminaling and selling refined petroleum products.

To provide these services, we operate in two primary segments (previously referred to as divisions): (i) Gathering and Processing, and (ii) Logistics and Marketing (also referred to as the Downstream Business).

Concurrent with the TRC/TRP Merger, management reevaluated our reportable segments and determined that our previously disclosed divisions are the appropriate level of disclosure. The Gathering and Processing division was previously disaggregated into two reportable segments—(a) Field Gathering and Processing and (b) Coastal Gathering and Processing. The Logistics and Marketing division was previously disaggregated into two reportable segments—(a) Logistics Assets and (b) Marketing and Distribution. The increase in activity within Field Gathering and Processing due to the Atlas mergers coupled with the decline in activity in our Gulf Coast region makes the disaggregation of Field Gathering and Processing and Coastal Gathering and Processing no longer warranted. Management also determined that further disaggregation of our Logistics and Marketing segment is no longer appropriate due to the integrated nature of the operations within our Downstream Business and its leadership by a consolidated executive

management team.

Our Gathering and Processing segment includes assets used in the gathering of natural gas produced from oil and gas wells and processing this raw natural gas into merchantable natural gas by extracting NGLs and removing impurities; and assets used for crude oil gathering and terminaling. The Gathering and Processing segment's assets are located in the Permian Basin of West Texas and Southeast New Mexico; the Eagle Ford Shale in South Texas; the Barnett Shale in North Texas; the Anadarko, Ardmore, and Arkoma Basins in Oklahoma and South Central Kansas; the Williston Basin in North Dakota and in the onshore and near offshore regions of the Louisiana Gulf Coast and the Gulf of Mexico.

Our Logistics and Marketing segment includes all the activities necessary to convert mixed NGLs into NGL products and provides certain value added services such as storing, fractionating, terminaling, transporting and marketing of NGLs and NGL products, including services to LPG exporters; storing and terminaling of refined petroleum products and crude oil and certain natural gas supply and marketing activities in support of our other businesses.

The Logistics and Marketing operations are generally connected to and supplied in part by our Gathering and Processing operations and are predominantly located in Mont Belvieu and Galena Park, Texas, Lake Charles, Louisiana and Tacoma, Washington.

Other contains the results (including any hedge ineffectiveness) of our commodity derivative activities that are included in operating margin.

Volatility of Commodity Prices

Fluctuations in energy prices can greatly affect production rates and investments by third parties in the development and production of new oil and natural gas reserves. Drilling and production activity generally decreases as crude oil and natural gas prices decrease below commercially acceptable levels. Prices of oil, natural gas and NGLs have been volatile, and we expect this volatility to continue. Our operations are affected by the level of crude, natural gas and NGL prices, the relationship among these prices and related reduced activity levels from our customers. Beginning in the fourth quarter of 2014, oil, natural gas and NGL prices declined significantly primarily due to global supply and demand imbalances. Oil, natural gas and NGL prices continued to decline in 2015 and the first half of 2016, but have since experienced some recovery.

2016 Developments

Logistics and Marketing Segment Expansion

Cedar Bayou Fractionator Train 5

In June 2016, we commissioned an additional fractionator, Train 5, at our 88%-owned CBF in Mont Belvieu, Texas. This expansion added 100 MBbl/d of fractionation capacity at CBF, and is fully integrated with our existing Gulf Coast NGL storage, terminaling and delivery infrastructure, which includes an extensive network of connections to key petrochemical and industrial customers as well as our LPG export terminal at Galena Park on the Houston Ship Channel. The gross cost of Train 5 was approximately \$331 million (our net cost was approximately \$299 million).

Channelview Splitter

On December 27, 2015, we and Noble entered into the Splitter Agreement under which we will build the Channelview Splitter, which will have the capability to split approximately 35,000 barrels per day of crude oil and condensate into its various components, including naphtha, kerosene, gas oil, jet fuel, and liquefied petroleum gas and will provide segregated storage for the crude, condensate and components. The Channelview Splitter is expected to be completed by early 2018, and has an estimated total cost of approximately \$140 million. As contemplated by the December 2014 Agreement, the Splitter Agreement completes and terminates the December 2014 Agreement, while retaining our economic benefits from that previous agreement. The first annual payment due under the Splitter Agreement was received in October 2016 and is reflected as deferred revenue as a component of other long-term liabilities on our Consolidated Balance Sheet.

Gathering and Processing Segment Expansion

Eagle Ford Shale Natural Gas Gathering and Processing Joint Ventures

In October 2015, we announced that we had entered into the Carnero Joint Ventures with Sanchez to construct the Raptor Plant and approximately 45 miles of associated pipelines. In July 2016, Sanchez sold its interest in the gathering joint venture to SPP and in November 2016 sold its interest in the processing joint venture to SPP. We own

a 50% interest in the plant and the approximately 45 miles of high pressure gathering pipelines that will connect Sanchez's Catarina gathering system to the plant. We hold a portion of the transportation capacity on the pipeline, and the gathering joint venture receives fees for transportation. We expect to invest approximately \$125 million of growth capital expenditures related to the joint ventures.

The Raptor Plant will accommodate the growing production from Sanchez's premier Eagle Ford Shale acreage position in Dimmit, La Salle and Webb Counties, Texas and from other third party producers. The plant and high pressure gathering lines are supported by long-term, firm, fee-based contracts and acreage dedications with Sanchez. We will manage construction and operations of the plant and high pressure gathering lines, while the plant is expected to begin operations late in the first quarter of 2017 and be fully operational in April 2017. Prior to the plant being placed in service, we benefit from Sanchez natural gas volumes that are processed at our Silver Oak facilities in Bee County, Texas.

Permian Basin Buffalo Plant

In April 2016, we commenced commercial operations of a new 200 MMcf/d cryogenic processing plant, known as the Buffalo Plant, in our WestTX system. This project also included the laying of new high and low pressure gathering lines in

Martin and Andrews counties of Texas. Total growth capital expenditures for the Buffalo Plant were approximately \$140 million (our net growth capital expenditures were approximately \$102 million). The addition of the Buffalo Plant positions us to handle increasing production from our joint venture partner in WestTX, Pioneer (the largest active driller in the Spraberry and Wolfberry Trends), and from other active producers in the area.

Purchase of Versado Membership Interest

In October 2016, we acquired the remaining membership interest in Versado that we did not own. Targa held a 63% controlling interest in Versado prior to this transaction and already reported Versado on a consolidated basis. Versado consists of the Saunders, Eunice and Monument gas processing plants and related gathering systems in Southeastern New Mexico and in West Texas. Versado includes approximately 3,600 miles of natural gas gathering pipelines.

Additional WestTX System Processing Capacity

In November 2016, we announced plans to restart the currently idled 45 MMcf/d Benedum cryogenic processing plant and to add 20 MMcf/d of capacity at our Midkiff plant in our WestTX system. The Benedum Plant was idled in September 2014 after the start-up of the 200 MMcf/d Edward Plant. The addition of 20 MMcf/d of capacity at our Midkiff plant will increase overall plant capacity of the Midkiff/Consolidator plant complex in Reagan County, Texas from 210 MMcf/d to 230 MMcf/d. Also in November 2016, we announced plans to build the Joyce Plant, which is expected to be completed in early 2018.

In addition to the major projects noted above, we had other growth capital expenditures in 2016 and expect to have more in 2017 related to the continued build out of our gathering and processing infrastructure and logistics capabilities. We will continue to evaluate other potential projects based on return profile, capital requirements and strategic need and may choose to defer projects depending on expected activity levels.

Permian Acquisition

On January 22, 2017, we entered into definitive agreements to purchase 100% of the membership interests of Outrigger Delaware and Outrigger Midland (the “Permian Acquisition”).

Outrigger Delaware’s gas gathering and processing and crude gathering systems are located in Loving, Winkler and Ward counties. The operations are backed by producer dedications of more than 145,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 14 years. Outrigger Delaware’s assets include 70 MMcf/d of processing capacity. Currently, there is 40,000 Bbl/d of crude gathering capacity on the Outrigger Delaware system.

Outrigger Midland’s gas gathering and processing and crude gathering systems are located in Howard, Martin and Borden counties. The operations are backed by producer dedications of more than 105,000 acres under long-term, largely fee-based contracts, with an average weighted contract life of 13 years. Outrigger Midland currently has 10 MMcf/d of processing capacity. Currently, there is 40,000 Bbl/d of crude gathering capacity on the Outrigger Midland system.

We anticipate connecting Outrigger Delaware to our existing Sand Hills system and Outrigger Midland to our existing WestTX system during 2017, creating operational and capital synergies. We currently expect to close the transaction during the first quarter of 2017, subject to customary regulatory approvals and closing conditions.

Financing Activities

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On February 17, 2016, we completed the TRC/TRP Merger, and issued 104,525,775 shares of our common stock to unitholders of the common units of the Partnership in exchange for all of the 168,590,009 outstanding common units of the Partnership that we did not previously own.

In March 2016, through a private placement, we issued 965,100 Preferred Shares with detachable warrants for \$1,030 per share and received gross proceeds of \$994.1 million.

In 2016, 19,983,843 warrants were exercised by their holders and net settled by us for 11,336,856 shares of common stock. As of December 31, 2016, 99,888 warrants remain outstanding.

During the year ended December 31, 2016, we repurchased a portion of the outstanding senior notes of the Partnership on the open market, paying \$534.3 million plus accrued interest to repurchase \$559.2 million of the notes. The repurchases resulted in a \$21.4 million net gain, which included the write-off of \$3.5 million in related debt issuance costs. We or the Partnership may retire or

purchase various series of the Partnership's outstanding debt through cash purchases and/or exchanges for other debt, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

In May 2016, we entered into the May 2016 EDA, pursuant to which we may sell, at our option, up to an aggregate of \$500 million of our common stock. The common stock available for sale under the May 2016 EDA was registered pursuant to a registration statement on Form S-3 filed on May 23, 2016. During the year ended December 31, 2016, we issued 11,074,266 shares of common stock under the May 2016 EDA, receiving net proceeds of \$494.0 million.

In October 2016, the Partnership issued the 2016 Senior Notes yielding net proceeds of approximately \$496.2 million and \$496.2 million, respectively. The net proceeds from the October 2016 Offering, along with borrowings under the TRP Revolver were used to fund concurrent tender offers for other series of senior notes and to fund redemption payments for certain note balances remaining after completion of the tender offers.

Concurrently with the October 2016 Offering, the Partnership commenced Tender Offers to purchase for cash, subject to certain conditions, up to specified aggregate maximum purchase amounts of the Tender Notes. The total consideration for each series of Tender Notes included a premium for each \$1,000 principal amount of notes that were tendered as of the early tender date of October 5, 2016. The Tender Offers were fully subscribed, and we accepted for purchase all tender notes that were validly tendered as of the early tender date, totaling \$1,138.3 million of principal and we recorded a loss due to debt extinguishment of approximately \$59.2 million comprised of the \$41.8 million premium paid, the write-off of \$5.8 million of debt issuance costs, \$15.1 million of debt discounts and \$3.5 million of debt premiums. The aggregate principal amount of the notes redeemed following completion of the Tender Offers totaled \$146.2 million and we recorded a loss due to debt extinguishment of approximately \$9.7 million comprised of the \$4.9 million premium paid, and a write-off of \$1.1 million of debt issuance costs, \$4.2 million of debt discounts and \$0.5 million of debt premiums.

In October 2016, the Partnership entered into the Restatement to effectuate the TRP Credit Agreement. The TRP Credit Agreement amended and restated the TRP Revolver to extend the maturity date from October 2017 to October 2020. The available commitments under the TRP Revolver of \$1.6 billion remained unchanged while the Partnership's ability to request additional commitments increased from up to \$300.0 million to up to \$500.0 million. The TRP Revolver continues to bear interest costs that are dependent on the Partnership's ratio of consolidated funded indebtedness to consolidated adjusted EBITDA, and the covenants also remained substantially the same. The TRP Credit Agreement designates TPL and certain of its subsidiaries as Restricted Subsidiaries and provides for certain changes to occur upon the Partnership receiving an investment grade credit rating from Moody's or S&P, including the release of the security interests in all collateral at the request of the Partnership.

Subsequent to entering into the TRP Credit Agreement, the Partnership executed supplemental indentures relating to all of its outstanding series of Senior Notes to designate TPL and certain of its subsidiaries as guarantors of the Senior Notes.

In December 2016, the Partnership amended its account receivable securitization facility to extend the maturity to December 8, 2017 and increase the facility size to \$275.0 million. The Securitization Facility provides up to \$275.0 million of borrowing capacity at LIBOR market index rates plus a margin through December 8, 2017. Under the Securitization Facility, Targa Midstream Services LLC ("TMS"), a consolidated subsidiary of the Partnership, contributes certain receivables to Targa Gas Marketing LLC ("TGM"), a consolidated subsidiary of the Partnership, and TGM and another consolidated subsidiary of the Partnership (Targa Liquids Marketing and Trade LLC ("TLMT")) sell or contribute receivables, without recourse, to another of its consolidated subsidiaries (Targa Receivables LLC or "TRLLC"), a special purpose consolidated subsidiary created for the sole purpose of the Securitization Facility. TRLLC,

in turn, sells an undivided percentage ownership in the eligible receivables to a third-party financial institution. Receivables up to the amount of the outstanding debt under the Securitization Facility are not available to satisfy the claims of the creditors of TMS, TGM, TLMT or the Partnership. Any excess receivables are eligible to satisfy the claims of creditors of TMS, TGM, TLMT or the Partnership. As of December 31, 2016, total funding under the Securitization Facility was \$275.0 million.

In December 2016, we entered into the December 2016 EDA, pursuant to which we may sell, at our option, up to an aggregate of \$750.0 million of our common stock. The common stock available for sale under the December 2016 EDA was registered pursuant to a registration statement on Form S-3 filed on May 23, 2016. During 2016, we issued 1,487,100 shares of common stock under the December 2016 EDA, receiving net proceeds of \$78.7 million. As of December 31, 2016, we have \$670.5 million remaining under the December 2016 EDA. In connection with the December 2016 EDA we terminated the May 2016 EDA.

On January 26, 2017, we completed a public offering of 9,200,000 shares of common stock (including underwriters' overallotment option) at a price of \$57.65, providing net proceeds of \$524.1 million. We intend to use the net proceeds from this public offering to fund a portion of the \$565 million initial purchase price of the Permian Acquisition.

Factors That Significantly Affect Our Results

Our results of operations are substantially impacted by changes in commodity prices, the volumes that move through our gathering, processing and logistics assets, contract terms, the impact of hedging activities and the cost to operate and support assets.

Commodity Prices

The following table presents selected average annual and quarterly industry index prices for natural gas, selected NGL products and crude oil for the periods presented:

	Natural Gas \$/MMBtu (1)	Illustrative Targa NGL \$/gal (2)	Crude Oil \$/Bbl (3)
2016			
4th Quarter	\$ 2.98	\$ 0.53	\$47.73
3rd Quarter	2.81	0.45	44.94
2nd Quarter	1.95	0.46	45.59
1st Quarter	2.09	0.36	33.45
2016 Average	2.46	0.45	42.93
2015			
4th Quarter	\$ 2.27	\$ 0.40	\$42.17
3rd Quarter	2.77	0.39	46.44
2nd Quarter	2.65	0.44	57.96
1st Quarter	2.99	0.46	48.57
2015 Average	2.67	0.42	48.79
2014			
4th Quarter	\$ 4.04	\$ 0.63	\$73.12
3rd Quarter	4.07	0.84	97.21
2nd Quarter	4.68	0.88	102.98
1st Quarter	4.95	0.98	98.62
2014 Average	4.43	0.83	92.99

(1) Natural gas prices are based on average first of month prices from Henry Hub Inside FERC commercial index prices.

(2) "Illustrative Targa NGL" pricing is weighted using average quarterly prices from Mont Belvieu Non-TET monthly commercial index and represents the following composition for the periods noted:

2016: 38% ethane, 34% propane, 12% normal butane, 5% isobutane and 11% natural gasoline

2015: 37% ethane, 35% propane, 12% normal butane, 6% isobutane and 10% natural gasoline

2014: 44% ethane, 30% propane, 10% normal butane, 5% isobutane and 11% natural gasoline

(3)Crude oil prices are based on average quarterly prices of West Texas Intermediate crude oil as measured on the NYMEX.

Volumes

In our gathering and processing operations, plant inlet volumes, crude oil volumes and capacity utilization rates generally are driven by wellhead production and our competitive and contractual position on a regional basis and more broadly by the impact of prices for oil, natural gas and NGLs on exploration and production activity in the areas of our operations. The factors that impact the gathering and processing volumes also impact the total volumes that flow to our Downstream Business. In addition, fractionation volumes are also affected by the location of the resulting mixed NGLs, available pipeline capacity to transport NGLs to our fractionators and our competitive and contractual position relative to other fractionators.

Contract Terms, Contract Mix and the Impact of Commodity Prices

Because of the potential for significant volatility of natural gas and NGL prices, the contract mix of our Gathering and Processing segment, other than fee-based contracts in certain gathering and processing business units and gathering and processing services, can have a material impact on our profitability, especially those contracts that create direct exposure to changes in energy prices by paying us for gathering and processing services with a portion of proceeds from the commodities handled (“equity volumes”).

Contract terms in the Gathering and Processing segment are based upon a variety of factors, including natural gas and crude quality, geographic location, competitive dynamics and the pricing environment at the time the contract is executed, and customer requirements. Our gathering and processing contract mix and, accordingly, our exposure to crude, natural gas and NGL prices may

change as a result of producer preferences, competition and changes in production as wells decline at different rates or are added, our expansion into regions where different types of contracts are more common and other market factors. For example, our Badlands and SouthTX crude oil and natural gas contracts are essentially 100% fee-based.

The contract terms and contract mix of our Downstream Business can also have a significant impact on our results of operations. During periods of low relative demand for available fractionation capacity, rates were low and frac-or-pay contracts were not readily available. The current demand for fractionation services has grown resulting in increases in fractionation fees and contract term. In addition, reservation fees are required. Increased demand for export services also supports fee-based contracts. The Logistics and Marketing segment includes both fee-based and percent-of-proceeds contracts.

Impact of Our Commodity Price Hedging Activities

We have hedged the commodity price risk associated with a portion of our expected natural gas, NGL and condensate equity volumes and future commodity purchases and sales through 2019 by entering into financially settled derivative transactions. These transactions include swaps, futures, and purchased puts (or floors) and calls (or caps) to hedge additional expected equity commodity volumes without creating volumetric risk. We may buy calls in connection with swap positions to create a price floor with upside. We intend to continue managing our exposure to commodity prices in the future by entering into derivative transactions. We actively manage the Downstream Business product inventory and other working capital levels to reduce exposure to changing NGL prices. For additional information regarding our hedging activities, see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk— Commodity Price Risk.”

Operating Expenses

Variable costs such as fuel, utilities, power, service and repairs can impact our results as volumes fluctuate through our systems. Continued expansion of existing assets will also give rise to additional operating expenses, which will affect our results. The employees supporting our operations are employees of Targa Resources LLC, a Delaware limited liability company, and an indirect wholly-owned subsidiary of ours.

General and Administrative Expenses

We perform centralized corporate functions for the Partnership, such as legal, accounting, treasury, insurance, risk management, health, safety, environmental, information technology, human resources, credit, payroll, internal audit, taxes engineering and marketing. Other than our direct costs of being a separate public reporting company, these costs are reimbursed by the Partnership. See “Item 13. Certain Relationships and Related Transactions, and Director Independence.”

General Trends and Outlook

We expect the midstream energy business environment to continue to be affected by the following key trends: demand for our products and services, commodity prices, volatile capital markets and increased regulation. These expectations are based on assumptions made by us and information currently available to us. To the extent our underlying assumptions about or interpretations of available information prove to be incorrect, our actual results may vary materially from our expected results.

Demand for Our Services

Fluctuations in energy prices can greatly affect production rates and investments by third parties in the development and production of new oil and natural gas reserves. Our operations are affected by the level of crude, natural gas and

NGL prices, the relationship among these prices and related activity levels from our customers. Drilling and production activity generally decreases as crude oil and natural gas prices decrease below commercially acceptable levels. In our Gathering and Processing areas of operation, producers have reduced and may continue to reduce their drilling activity to varying degrees, which may lead to lower oil, condensate, NGL and natural gas volume growth in the near term and reduced demand for our services. Producer activity generates demand in our Downstream Business for fractionation and other fee-based services, which may decrease in the near term. As prices have declined, demand for our international export, storage and terminaling services has remained relatively constant, as demand for these services is based on a number of domestic and international factors.

Commodity Prices

There has been and we believe there will continue to be significant volatility in commodity prices and in the relationships among NGL, crude oil and natural gas prices. In addition, the volatility and uncertainty of natural gas, crude oil and NGL prices impact drilling, completion and other investment decisions by producers and ultimately supply to our systems. Notably, beginning in the

fourth quarter of 2014, oil, natural gas and NGL prices declined significantly primarily due to global supply and demand imbalances. Oil, natural gas and NGL prices continued to decline in 2015 and in the first half of 2016, but have since experienced some recovery. See “Item 1A. Risk Factors – Our cash flow is affected by supply and demand for natural gas and NGL products and by natural gas, NGL, crude oil and condensate prices, and decreases in these prices could adversely affect our results of operations and financial condition.”

Our operating income generally improves in an environment of higher natural gas, NGL and condensate prices, and where the spread between NGL prices and natural gas prices widens primarily as a result of our percent-of-proceeds contracts. Our processing profitability is largely dependent upon pricing and the supply of and market demand for natural gas, NGLs and condensate. Pricing and supply are beyond our control and have been volatile. In a declining commodity price environment, without taking into account our hedges, we will realize a reduction in cash flows under our percent-of-proceeds contracts proportionate to average price declines. Due to the recent volatility in commodity prices, we are uncertain of what pricing and market demand for oil, condensate, NGLs and natural gas will be throughout 2017, and, as a result, demand for the services that we provide may decrease. Across our operations and particularly in our Downstream Business, we benefit from long-term fee-based arrangements for our services, regardless of the actual volumes processed or delivered. The significant level of margin we derive from fee-based arrangements combined with our hedging arrangements helps to mitigate our exposure to commodity price movements. For additional information regarding our hedging activities, see “Item 7A. Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk.”

Volatile Capital Markets

We continuously consider and enter into discussions regarding potential acquisitions and growth projects, and identify appropriate private and public capital sources for funding potential acquisitions and growth projects. Any limitations on our access to capital may impair our ability to execute this strategy. If the cost of such capital becomes too expensive, our ability to develop or acquire strategic and accretive assets may be limited. We may not be able to raise the necessary funds on satisfactory terms, if at all. The primary factors influencing our cost of borrowing include interest rates, credit spreads, covenants, underwriting or loan origination fees and similar charges we pay to lenders. These factors may impair our ability to execute our acquisition and growth strategy.

In addition, we are experiencing increased competition for the types of assets we contemplate purchasing or developing. Current economic conditions and competition for asset purchases and development opportunities could limit our ability to fully execute our acquisition and growth strategy.

Increased Regulation

Additional regulation in various areas has the potential to materially impact our operations and financial condition. For example, increased regulation of hydraulic fracturing used by producers and increased GHG emission regulations may cause reductions in supplies of natural gas, NGLs, and crude oil from producers. Please read “Increased regulation of hydraulic fracturing could result in reductions or delays in drilling and completing new oil and natural gas wells, which could adversely impact our revenues by decreasing the volumes of natural gas, NGLs or crude oil through our facilities and reducing the utilization of our assets” and “The adoption and implementation of climate change legislation or regulations restricting emissions of GHGs could result in increased operating costs and reduced demand for the products and services we provide” under Item 1A of this Form 10-K. Similarly, the forthcoming rules and regulations of the CFTC may limit our ability or increase the cost to use derivatives, which could create more volatility and less predictability in our results of operations.

How We Evaluate Our Operations

The following discussion of how we evaluate our operations reflects the impact of the February 17, 2016 closing of the TRC/TRP Merger. Our non-GAAP financial measures have been revised accordingly and prior year non-GAAP measures have been provided for comparative purposes.

The profitability of our business segments is a function of the difference between: (i) the revenues we receive from operations, including fee-based revenues from services and revenues from the natural gas, NGLs, crude oil and condensate we sell, and (ii) the costs associated with conducting our operations, including the costs of wellhead natural gas, crude oil and mixed NGLs that we purchase as well as operating, general and administrative costs and the impact of our commodity hedging activities. Because commodity price movements tend to impact both revenues and costs, increases or decreases in our revenues alone are not necessarily indicative of increases or decreases in our profitability. Our contract portfolio, the prevailing pricing environment for crude oil, natural gas and NGLs, and the volumes of crude oil, natural gas and NGL throughput on our systems are important factors in determining our profitability. Our profitability is also affected by the NGL content in gathered wellhead natural gas, supply and demand for our products and services, utilization of our assets and changes in our customer mix.

Our profitability is also impacted by fee-based revenues. Our growth strategy, based on expansion of existing facilities as well as third-party acquisitions of businesses and assets, has increased the percentage of our revenues that are fee-based. Fixed fees for services such as fractionation, storage, terminaling and crude oil gathering are not directly tied to changes in market prices for commodities.

Management uses a variety of financial measures and operational measurements to analyze our performance. These include: (1) throughput volumes, facility efficiencies and fuel consumption, (2) operating expenses, (3) capital expenditures and (4) the following non-GAAP measures: gross margin, operating margin, adjusted EBITDA and distributable cash flow.

Throughput Volumes, Facility Efficiencies and Fuel Consumption

Our profitability is impacted by our ability to add new sources of natural gas supply and crude oil supply to offset the natural decline of existing volumes from oil and natural gas wells that are connected to our gathering and processing systems. This is achieved by connecting new wells and adding new volumes in existing areas of production, as well as by capturing crude oil and natural gas supplies currently gathered by third-parties. Similarly, our profitability is impacted by our ability to add new sources of mixed NGL supply, typically connected by third-party transportation, to our Downstream Business fractionation facilities. We fractionate NGLs generated by our gathering and processing plants, as well as by contracting for mixed NGL supply from third-party facilities.

In addition, we seek to increase operating margin by limiting volume losses, reducing fuel consumption and by increasing efficiency. With our gathering systems' extensive use of remote monitoring capabilities, we monitor the volumes received at the wellhead or central delivery points along our gathering systems, the volume of natural gas received at our processing plant inlets and the volumes of NGLs and residue natural gas recovered by our processing plants. We also monitor the volumes of NGLs received, stored, fractionated and delivered across our logistics assets. This information is tracked through our processing plants and Downstream Business facilities to determine customer settlements for sales and volume related fees for service and helps us increase efficiency and reduce fuel consumption.

As part of monitoring the efficiency of our operations, we measure the difference between the volume of natural gas received at the wellhead or central delivery points on our gathering systems and the volume received at the inlet of our processing plants as an indicator of fuel consumption and line loss. We also track the difference between the volume of natural gas received at the inlet of the processing plant and the NGLs and residue gas produced at the outlet of such plant to monitor the fuel consumption and recoveries of our facilities. Similar tracking is performed for our crude oil gathering and logistics assets. These volume, recovery and fuel consumption measurements are an important part of our operational efficiency analysis and safety programs.

Operating Expenses

Operating expenses are costs associated with the operation of specific assets. Labor, contract services, repair and maintenance, utilities and ad valorem taxes comprise the most significant portion of our operating expenses. These expenses, other than fuel and power, generally remain relatively stable and independent of the volumes through our systems, but fluctuate depending on the scope of the activities performed during a specific period.

Capital Expenditures

Capital projects associated with growth and maintenance projects are closely monitored. Return on investment is analyzed before a capital project is approved, spending is closely monitored throughout the development of the project, and the subsequent operational performance is compared to the assumptions used in the economic analysis performed for the capital investment approval.

Gross Margin

We define gross margin as revenues less product purchases. It is impacted by volumes and commodity prices as well as by our contract mix and commodity hedging program.

Gathering and Processing segment gross margin consists primarily of revenues from the sale of natural gas, condensate, crude oil and NGLs and fee revenues related to natural gas and crude oil gathering and services, less producer payments and other natural gas and crude oil purchases.

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Logistics and Marketing segment gross margin consists primarily of

- service fee revenues (including the pass-through of energy costs included in fee rates),
 - system product gains and losses, and
 - NGL and natural gas sales less NGL and natural gas purchases, transportation costs and the net inventory change.
- The gross margin impacts of cash flow hedge settlements are reported in Other.

Operating Margin

We define operating margin as gross margin less operating expenses. Operating margin is an important performance measure of the core profitability of our operations.

Management reviews business segment gross margin and operating margin monthly as a core internal management process. We believe that investors benefit from having access to the same financial measures that management uses in evaluating our operating results. Gross margin and operating margin provide useful information to investors because they are used as supplemental financial measures by management and by external users of our financial statements, including investors and commercial banks, to assess:

- the financial performance of our assets without regard to financing methods, capital structure or historical cost basis;
- our operating performance and return on capital as compared to other companies in the midstream energy sector, without regard to financing or capital structure; and
- the viability of acquisitions and capital expenditure projects and the overall rates of return on alternative investment opportunities.

Gross margin and operating margin are non-GAAP measures. The GAAP measure most directly comparable to gross margin and operating margin is net income. Gross margin and operating margin are not alternatives to GAAP net income and have important limitations as analytical tools. Investors should not consider gross margin and operating margin in isolation or as a substitute for analysis of our results as reported under GAAP. Because gross margin and operating margin exclude some, but not all, items that affect net income and are defined differently by different companies in our industry, our definitions of gross margin and operating margin may not be comparable with similarly titled measures of other companies, thereby diminishing their utility. Management compensates for the limitations of gross margin and operating margin as analytical tools by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these insights into our decision-making processes.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) available to TRC before: interest; income taxes; depreciation and amortization; impairment of goodwill; gains or losses on debt repurchases, redemptions, amendments, exchanges and early debt extinguishments and asset disposals; risk management activities related to derivative instruments including the cash impact of hedges acquired in the merger with APL (the “APL merger”); non-cash compensation on equity grants; transaction costs related to business acquisitions; the Splitter Agreement adjustment; net income attributable to TRP preferred limited partners; earnings/losses from unconsolidated affiliates net of distributions, distributions from preferred interests, change in contingent consideration and the noncontrolling interest portion of depreciation and amortization expenses. Adjusted EBITDA is used as a supplemental financial measure by us and by external users of our financial statements such as investors, commercial banks and others. The economic substance behind our use of Adjusted EBITDA is to measure the ability of our assets to generate cash sufficient to pay interest costs, support our indebtedness and pay dividends to our investors.

Adjusted EBITDA is a non-GAAP financial measure. The GAAP measure most directly comparable to Adjusted EBITDA is net income (loss) attributable to TRC. Adjusted EBITDA should not be considered as an alternative to GAAP net income. Adjusted EBITDA has important limitations as an analytical tool. Investors should not consider Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted EBITDA excludes some, but not all, items that affect net income and is defined differently by different companies in our industry, our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

Management compensates for the limitations of Adjusted EBITDA as an analytical tool by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating these insights into our decision-making processes.

Distributable Cash Flow

We define distributable cash flow as Adjusted EBITDA less distributions to TRP preferred limited partners, the Splitter Agreement adjustments, cash interest expense on debt obligations, cash tax (expense) benefit and maintenance capital expenditures (net of any reimbursements of project costs). This measure includes the impact of noncontrolling interests on the prior adjustment items.

Distributable cash flow is a significant performance metric used by us and by external users of our financial statements, such as investors, commercial banks and research analysts, to compare basic cash flows generated by us (prior to the establishment of any retained cash reserves by our board of directors) to the cash dividends we expect to pay our shareholders. Using this metric, management and external users of our financial statements can quickly compute the coverage ratio of estimated cash flows to cash dividends. Distributable cash flow is also an important financial measure for our shareholders since it serves as an indicator of our success in providing a cash return on investment. Specifically, this financial measure indicates to investors whether or not we are generating cash flow at a level that can sustain or support an increase in our quarterly dividend rates.

Distributable cash flow is a non-GAAP financial measure. The GAAP measure most directly comparable to distributable cash flow is net income (loss) attributable to TRC. Distributable cash flow should not be considered as an alternative to GAAP net income (loss) available to common and preferred shareholders. It has important limitations as an analytical tool. Investors should not consider distributable cash flow in isolation or as a substitute for analysis of our results as reported under GAAP. Because distributable cash flow excludes some, but not all, items that affect net income and is defined differently by different companies in our industry, our definition of distributable cash flow may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

Management compensates for the limitations of distributable cash flow as an analytical tool by reviewing the comparable GAAP measure, understanding the differences between the measures and incorporating these insights into our decision-making processes.

Our Non-GAAP Financial Measures

The following tables reconcile the non-GAAP financial measures used by management to the most directly comparable GAAP measures for the periods indicated, with 2015 and 2014 amounts presented for comparative purposes.

	2016	2015	2014
	(In millions)		
Reconciliation of Net Income (Loss) attributable to TRC to Operating Margin and Gross Margin:			
Net income (loss) attributable to TRC	\$ (187.3)	\$ 58.3	\$ 102.3
Net income (loss) attributable to noncontrolling interests	28.2	(209.7)	320.7
Net income (loss)	(159.1)	(151.4)	423.0
Depreciation and amortization expenses	757.7	677.1	351.0
General and administrative expenses	187.2	161.7	148.0
Goodwill impairment	207.0	290.0	—
Interest expense, net	254.2	231.9	147.1
Income tax expense (benefit)	(100.6)	39.6	68.0
(Gain) loss on sale or disposition of assets	6.1	(8.0)	(4.8)

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(Gain) loss from financing activities	48.2	10.1	12.4
Other, net	13.6	30.0	(8.2)
Operating margin	1,214.3	1,281.0	1,136.5
Operating expenses	553.7	540.0	487.3
Gross margin	\$ 1,768.0	\$ 1,821.0	\$ 1,623.8

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	2016	2015	2014
	(In millions)		
Reconciliation of Net Income (Loss) attributable to TRC to Adjusted EBITDA and Distributable Cash Flow			
Net income (loss) attributable to TRC	\$ (187.3)	\$ 58.3	\$ 102.3
Impact of TRC/TRP Merger on NCI	(3.8)	(180.1)	283.3
Income attributable to TRP preferred limited partners	11.3	2.4	—
Interest expense, net	254.2	231.9	147.1
Income tax expense (benefit)	(100.6)	39.6	68.0
Depreciation and amortization expenses	757.7	677.1	351.0
Goodwill impairment	207.0	290.0	—
(Gain) loss on sale or disposition of assets	6.1	(8.0)	(4.8)
(Gain) loss from financing activities	48.2	10.1	12.4
(Earnings) loss from unconsolidated affiliates (1)	14.3	2.5	(18.0)
Distributions from unconsolidated affiliates and preferred partner interests, net (1)	17.5	21.1	18.0
Change in contingent consideration	(0.4)	(1.2)	—
Compensation on equity grants	29.7	25.0	14.3
Transaction costs related to business acquisitions (1)	—	27.3	—
Splitter Agreement (2)	10.8	—	—
Risk management activities	25.2	64.8	4.7
Other	—	0.6	—
Noncontrolling interests adjustments (3)	(25.0)	(69.7)	(14.0)
TRC Adjusted EBITDA	\$ 1,064.9	\$ 1,191.7	\$ 964.3
Distributions to TRP preferred limited partners	(11.3)	(2.4)	—
Cash received from payments under Splitter Agreement (2)	43.0	—	—
Splitter Agreement (2)	(10.8)	—	—
Interest expenses on debt obligations (4)	(263.8)	(253.3)	(135.5)
Cash tax (expense) benefit (5)	20.9	(15.0)	(72.4)
Maintenance capital expenditures	(85.7)	(97.9)	(79.1)
Noncontrolling interests adjustments of maintenance capex	5.2	7.2	7.8
Distributable Cash Flow	\$ 762.4	\$ 830.3	\$ 685.1

(1)The definition of Adjusted EBITDA was revised in 2015 to exclude earnings from unconsolidated investments net of distribution and transactions costs related to business acquisitions.

(2)In Adjusted EBITDA, the amount reflects the annual cash payment received for the Splitter Agreement recognized over the four quarters following receipt. In distributable cash flow, the amounts reflect the annual cash payment in the period received less the amount recognized in Adjusted EBITDA.

(3)Noncontrolling interest portion of depreciation and amortization expenses.

(4)Excludes amortization of interest expense.

(5)Includes an adjustment, reflecting the benefit from net operating loss carryback to 2015 and 2014, which is recognized over a period of six quarters beginning in Q3 2016.

Consolidated Results of Operations

The following table and discussion is a summary of our consolidated results of operations:

	Year Ended December 31,							
	2016	2015	2014	2016 vs. 2015		2015 vs. 2014		
	(in millions, except operating statistics and price amounts)							
Revenues								
Sales of commodities	\$ 5,626.8	\$ 5,465.4	\$ 7,595.2	\$ 161.4	3 %	\$ (2,129.8)	(28 %)	
Fees from midstream services	1,064.1	1,193.2	1,021.3	(129.1)	(11 %)	171.9	17 %	
Total revenues	6,690.9	6,658.6	8,616.5	32.3	%	(1,957.9)	(23 %)	
Product purchases	4,922.9	4,837.6	6,992.7	85.3	2 %	(2,155.1)	(31 %)	
Gross margin (1)	1,768.0	1,821.0	1,623.8	(53.0)	(3 %)	197.2	12 %	
Operating expenses	553.7	540.0	487.3	13.7	3 %	52.7	11 %	
Operating margin (1)	1,214.3	1,281.0	1,136.5	(66.7)	(5 %)	144.5	13 %	
Depreciation and amortization expenses	757.7	677.1	351.0	80.6	12 %	326.1	93 %	
General and administrative expenses	187.2	161.7	148.0	25.5	16 %	13.7	9 %	
Goodwill impairment	207.0	290.0	—	(83.0)	(29 %)	290.0	—	
Other operating (income) expense	6.6	(7.1)	(3.0)	13.7	193 %	(4.1)	137 %	
Income from operations	55.8	159.3	640.5	(103.5)	(65 %)	(481.2)	(75 %)	
Interest expense, net	(254.2)	(231.9)	(147.1)	(22.3)	10 %	(84.8)	58 %	
Equity earnings (loss)	(14.3)	(2.5)	18.0	(11.8)	NM	(20.5)	(114 %)	
Gain (loss) from financing activities	(48.2)	(10.1)	(12.4)	(38.1)	NM	2.3	19 %	
Other income (expense)	1.2	(26.6)	(8.0)	27.8	105 %	(18.6)	233 %	
Income tax (expense) benefit	100.6	(39.6)	(68.0)	140.2	NM	28.4	42 %	
Net income (loss)	(159.1)	(151.4)	423.0	(7.7)	5 %	(574.4)	(136 %)	
Less: Net income (loss) attributable to noncontrolling interests	28.2	(209.7)	320.7	237.9	113 %	(530.4)	(165 %)	
Net income (loss) attributable to Targa Resources Corp.	(187.3)	58.3	102.3	(245.6)	NM	(44.0)	(43 %)	
Dividends on Series A preferred stock	72.6	—	—	72.6	—	—	—	
Deemed dividends on Series A preferred stock	18.2	—	—	18.2	—	—	—	
Net income (loss) attributable to common shareholders	\$ (278.1)	\$ 58.3	\$ 102.3	\$ (336.4)	NM	\$ (44.0)	(43 %)	
Financial and operating data:								
Financial data:								
Adjusted EBITDA (1)	\$ 1,064.9	\$ 1,191.7	\$ 964.3	\$ (126.8)	(11 %)	\$ 227.4	24 %	
Distributable cash flow (1)	762.4	830.3	685.1	(67.9)	(8 %)	145.2	21 %	
Capital expenditures	592.1	777.2	747.8	(185.1)	(24 %)	29.4	4 %	
Business acquisitions	—	5,024.2	—	(5,024.2)	(100 %)	5,024.2	—	
Operating statistics:								
Crude oil gathered, MBbl/d	105.2	106.3	93.5	(1.1)	(1 %)	12.8	14 %	
Plant natural gas inlet, MMcf/d (2)	3,411.9	3,241.3	2,109.5	170.6	5 %	1,131.8	54 %	

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Gross NGL production, MBbl/d (4)	305.4	265.5	153.0	39.9	15 %	112.5	74 %
Export volumes, MBbl/d (5)	181.4	183.0	176.9	(1.6)	(1 %)	6.1	3 %
Natural gas sales, BBtu/d (3) (4) (6)	1,962.9	1,770.7	902.3	192.2	11 %	868.4	96 %
NGL sales, MBbl/d (4) (6)	526.1	517.0	419.5	9.1	2 %	97.5	23 %
Condensate sales, MBbl/d (4)	10.1	9.3	4.4	0.8	9 %	4.9	111 %

(1)Gross margin, operating margin, adjusted EBITDA, and distributable cash flow are non-GAAP financial measures and are discussed under “Management’s Discussion and Analysis of Financial Condition and Results of Operations – How We Evaluate Our Operations.”

(2)Plant natural gas inlet represents the volume of natural gas passing through the meter located at the inlet of a natural gas processing plant, other than in Badlands, where it represents total wellhead gathered volume.

(3)Plant natural gas inlet volumes include producer take-in-kind volumes, while natural gas sales exclude producer take-in-kind volumes.

(4)These volume statistics are presented with the numerator as the total volume sold during the year and the denominator as the number of calendar days during the year.

(5) Export volumes represent the quantity of NGL products delivered to third-party customers at our Galena Park Marine Terminal that are destined for international markets.

(6) Includes the impact of intersegment eliminations.

NM Due to a low denominator, the noted percentage change is disproportionately high and as a result, considered not meaningful.

2016 Compared to 2015

The increase in commodity sales was primarily due to the favorable impact of the inclusion of two additional months of TPL's operations during 2016 (\$270.1 million), partially offset by lower commodity prices (\$53.7 million) and the impact of hedge settlements (\$42.5 million). Additionally, fee-based and other revenues decreased primarily due to lower fractionation and export fees, partially offset by the impact of an additional two months of TPL's fee revenue in 2016 (\$40.9 million).

The increase in product purchases was primarily due to the inclusion of two additional months of operations from TPL in 2016 (\$137.5 million), partially offset by the impact of the lower commodity prices.

The lower operating margin and gross margin in 2016 reflects decreased segment margin results for Logistics and Marketing, partially offset by increased Gathering and Processing segment margins. Operating expenses increased slightly compared to 2015 due to the inclusion of TPL's operations for an additional two months in 2016, offset by a continued focused cost reduction effort throughout our operating areas. See “—Results of Operations—By Reportable Segment” for additional information regarding changes in operating margin and gross margin on a segment basis.

The increase in depreciation and amortization expenses reflects an additional two months of TPL operations in 2016, growth investments from other system expansions including CBF Train 5, the Buffalo Plant, compressor stations and pipelines, and higher planned amortization of the Badlands intangible assets. Partially offsetting these factors was an additional \$32.6 million charge to depreciation in 2015 to reflect an impairment of certain gas processing facilities and associated gathering systems due to market conditions and processing spreads in Louisiana.

General and administrative expenses, which include TPL operations for an additional two months in 2016, increased primarily due to higher compensation and benefits, partially offset by lower property insurance premiums.

We recognized impairments of goodwill totaling \$207.0 million during 2016, as compared with the \$290.0 million provisional impairment of goodwill recorded during the fourth quarter of 2015. Goodwill impairment recorded in 2016 includes \$24.0 million recorded in the first quarter to finalize the 2015 provisional charge, as well as an additional \$183.0 million associated with our annual impairment evaluation in the fourth quarter of 2016. These impairment charges relate to goodwill acquired in the 2015 Atlas mergers.

Other operating (income) expense in 2016 includes the loss on decommissioning two storage wells at our Hattiesburg facility and an acid gas injection well at our Versado facility, whereas in 2015 we reported a net gain on sales of assets.

Net interest expense increased primarily due to lower non-cash interest income related to the mandatorily redeemable preferred interests liability that is revalued quarterly at the estimated redemption value as of the reporting date. The estimated redemption value of the mandatorily redeemable preferred interests decreased in 2016 by a lesser amount than in 2015. Other factors included lower capitalized interest due to decreased capital expenditures in 2016, partially offset by the impact of lower average outstanding borrowings during 2016.

The decrease in equity earnings (loss) was due to lower operating results from GCF and the inclusion of an additional two months of equity losses from the T2 Joint Ventures in 2016.

During 2016, we recorded a \$48.2 million loss from financing activities that included the tender of \$1,138.3 million of Partnership Senior Notes, the repurchase of \$559.2 million of Partnership Senior Notes in open market purchases, and the redemption of \$146.2 million of Partnership Senior Notes. In 2015, we incurred a net loss from financing activities of \$10.1 million from the partial repayments of the TRC senior secured term loan and the repurchase of Partnership Senior Notes.

Other income (expense) in 2015 was primarily attributable to non-recurring transaction costs related to the Atlas mergers.

The change in income tax (expense) benefit was primarily due to the decrease in income (loss) before income taxes and the impact of the TRC/TRP Merger, which eliminated the noncontrolling interest associated with the third-party TRP common unit holders for most of 2016. Income attributable to noncontrolling interests is not subject to income taxes in our financial statements. Therefore, during most of 2016, we recorded income taxes on the majority of the pre-tax loss generated by TRP due to absence of the large noncontrolling interest in TRP.

Despite similar amounts of net losses in 2016 and 2015, net income (loss) attributable to noncontrolling interests was significantly lower for 2016 due to the February 2016 TRC/TRP Merger, which eliminated the noncontrolling interest associated with the third-party TRP common unit holders for most of 2016. The impact of the TRP non-controlling common interest buy-in was most pronounced during the fourth quarter of both years which included significant losses as a result of our annual goodwill impairment evaluations. The noncontrolling interest bore approximately 89% of the fourth quarter impairment loss in 2015 and 0% in 2016. This reduction was partially offset by the impact of a full year of distributions in 2016 for the TRP's Preferred Units issued in October 2015.

Preferred dividends in 2016 represent both cash dividends related to the March 2016 Series A Preferred Stock offering and non-cash deemed dividends for the accretion of the preferred discount related to a beneficial conversion feature.

2015 Compared to 2014

Revenues from commodity sales declined as the effect of significantly lower commodity prices (\$6,318.1 million) exceeded the favorable impacts of inclusion of ten months of operations of TPL (\$1,261.7 million), other volume increases (\$2,934.0 million), and favorable hedge settlements (\$84.2 million). Fee-based and other revenues increased due to the inclusion of TPL's fee revenue (\$177.1 million), which were partially offset by lower export fees.

Offsetting lower commodity revenues was a commensurate reduction in product purchases due to significantly lower commodity costs (\$3,235.3 million). 2015 also included product purchases related to TPL's operations (\$1,106.1 million).

The higher operating margin and gross margin in 2015 was attributable to inclusion of TPL operations, increased throughput related to other system expansions in our Gathering and Processing segment, recognition of a renegotiated commercial contract and increased terminaling and storage fees, partially offset by lower fractionation and export margin in our Logistics and Marketing segment. Higher operating expenses were due to the inclusion of TPL's operations (\$101.6 million), which more than offset the cost savings generated throughout our other operating areas (\$30.0 million). See “—Results of Operations—By Reportable Segment” for additional information regarding changes in operating margin and gross margin on a segment basis.

The increase in depreciation and amortization expenses reflects the impact of TPL, the planned increased amortization of the Badlands intangible assets and growth investments placed in service after 2014, including the international export expansion project, continuing development at Badlands and other system expansions. During 2015, we recorded an additional \$32.6 million charge to depreciation to reflect an impairment of certain gas processing facilities and associated gathering systems in the Gathering and Processing segment as a result of reduced forecasted processing volumes due to current market conditions and processing spreads in Louisiana.

Higher general and administrative expense was due to the inclusion of TPL general and administrative costs (\$32.1 million), which was partially offset by other general and administrative reductions (\$18.1 million), primarily from lower compensation and related costs.

The increase in other operating gains during 2015 was primarily related to higher gains on sales of assets.

During 2015, we recognized a provisional loss of \$290.0 million associated with the provisional impairment of goodwill in our Gathering and Processing segment.

The increase in net interest expense primarily reflects higher borrowings attributable to the Atlas mergers and lower capitalized interest associated with major capital projects compared to 2014. These factors were partially offset by the change in the non-cash redemption value (\$30.6 million) of mandatorily redeemable preferred interests in the WestTX

and WestOK joint ventures acquired in the Atlas mergers.

During 2015, the loss on financing activities was due primarily to the repayment of \$270.0 million of the TRC Term Loan, which resulted in a write-off of \$5.7 million of unamortized discounts and \$7.2 million of debt issuance costs associated with this repayment. These charges were partially offset by the Partnership's \$3.6 million gain on repurchases of debt, partially offset by \$0.7 million of expenses incurred for our exchange offer for certain TPL senior notes. In 2014, the loss on financing activities was due to the Partnership's redemption of its 7 % senior notes.

Net income attributable to noncontrolling interests decreased due to lower earnings in 2015 at our joint ventures: Cedar Bayou Fractionators, VESCO, and Versado. The inclusion of noncontrolling interest from TPL's Centrahoma joint venture, which included its portion of the SouthOK goodwill impairment, also decreased the net income attributable to noncontrolling interests.

Our effective tax rate has not changed period over period. The decrease in 2015 current income tax expense was primarily due to the reduction of taxable income as a result of increased depreciation and amortization deductions from the Atlas mergers, including the tax amortization of the Special GP interest. The increase in deferred taxes was primarily attributable to book/tax differences in depreciation and amortization of Atlas fixed assets.

Results of Operations—By Reportable Segment

Our operating margins by reportable segment are:

	Gathering and Processing (In millions)	Logistics and Marketing	Other	TRC Non-Partnership	Consolidated Operating Margin
2016	\$ 577.1	\$ 574.4	\$ 62.9	\$ (0.1)	\$ 1,214.3
2015	515.1	681.7	84.2	-	1,281.0
2014	449.9	694.7	(8.0)	(0.1)	1,136.5

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Gathering and Processing Segment

	Year Ended December 31,			2016 vs.			
	2016	2015	2014	2015	2015 vs. 2014		
Gross margin	\$ 903.6	\$ 830.1	\$ 686.9	\$ 73.5	9 %	\$ 143.2	21 %
Operating expenses	326.5	315.0	237.0	11.5	4 %	78.0	33 %
Operating margin	\$ 577.1	\$ 515.1	\$ 449.9	\$ 62.0	12 %	\$ 65.2	14 %
Operating statistics (1):							
Plant natural gas inlet, MMcf/d (2),(3)							
SAOU (4)	259.1	234.0	193.1	25.1	11 %	40.9	21 %
WestTX (5)	500.7	374.0	—	126.7	34 %	374.0	—
Sand Hills (4)	139.5	163.0	165.1	(23.5)	(14%)	(2.1)	(1 %)
Versado	181.5	183.2	169.6	(1.7)	(1 %)	13.6	8 %
Total Permian	1,080.8	954.2	527.8	126.6		426.4	
SouthTX (5)	216.4	120.0	—	96.4	80 %	120.0	—
North Texas	317.3	347.6	354.5	(30.3)	(9 %)	(6.9)	(2 %)
SouthOK (5)	462.1	401.5	—	60.6	15 %	401.5	—
WestOK (5)	444.9	471.7	—	(26.8)	(6 %)	471.7	—
Total Central	1,440.7	1,340.8	354.5	99.9		986.3	
Badlands (6)	52.1	49.2	38.9	2.9	6 %	10.3	26 %
Total Field	2,573.6	2,344.2	921.2	229.4		1,423.0	
Coastal	838.4	897.0	1,188.4	(58.6)	(7 %)	(291.4)	(25 %)
Total	3,412.0	3,241.2	2,109.6	170.8	5 %	1,131.6	54 %
Gross NGL production, MBbl/d (3)							
SAOU (4)	31.8	27.3	25.2	4.5	16 %	2.1	8 %
WestTX (5)	62.7	43.4	—	19.3	44 %	43.4	—
Sand Hills (4)	14.7	17.4	18.0	(2.7)	(16%)	(0.6)	(3 %)
Versado	21.7	23.4	21.4	(1.7)	(7 %)	2.0	9 %
Total Permian	130.9	111.5	64.6	19.4		46.9	
SouthTX (5)	23.8	13.8	—	10.0	72 %	13.8	—
North Texas	35.8	39.6	37.8	(3.8)	(10%)	1.8	5 %
SouthOK (5)	39.4	28.1	—	11.3	40 %	28.1	—
WestOK (5)	27.1	23.8	—	3.3	14 %	23.8	—
Total Central	126.1	105.3	37.8	20.8		67.5	
Badlands	7.3	6.8	3.5	0.5	7 %	3.3	94 %
Total Field	264.3	223.6	105.9	40.7		117.7	
Coastal	41.2	41.8	47.1	(0.6)	(1 %)	(5.3)	(11 %)
Total	305.5	265.4	153.0	40.1	15 %	112.4	73 %

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Crude oil gathered, MBbl/d	105.2	106.3	93.5	(1.1)	(1 %)	12.8	14 %
Natural gas sales, BBtu/d (3)	1,623.6	1,577.9	727.0	45.7	3 %	850.9	117 %
NGL sales, MBbl/d	241.3	208.3	120.9	33.0	16 %	87.4	72 %
Condensate sales, MBbl/d	9.9	9.1	4.3	0.8	9 %	4.8	112 %
Average realized prices (7):							
Natural gas, \$/MMBtu	2.14	2.38	4.19	(0.24)	(10 %)	(1.81)	(43 %)
NGL, \$/gal	0.36	0.35	0.75	0.01	3 %	(0.40)	(53 %)
Condensate, \$/Bbl	36.20	41.86	83.55	(5.66)	(14 %)	(41.69)	(50 %)

- (1) Segment operating statistics include the effect of intersegment amounts, which have been eliminated from the consolidated presentation. For all volume statistics presented, the numerator is the total volume sold during the year and the denominator is the number of calendar days during the year, including the volumes related to plants acquired in the APL merger.
- (2) Plant natural gas inlet represents our undivided interest in the volume of natural gas passing through the meter located at the inlet of a natural gas processing plant.
- (3) Plant natural gas inlet volumes and gross NGL production volumes include producer take-in-kind volumes, while natural gas sales exclude producer take-in-kind volumes.
- (4) Includes wellhead gathered volumes moved from Sand Hills via pipeline to SAOU for processing.
- (5) Operations acquired as part of the APL merger effective February 27, 2015.

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(6) Badlands natural gas inlet represents the total wellhead gathered volume.

(7) Average realized prices exclude the impact of hedging activities presented in Other.
2016 Compared to 2015

The increase in gross margin was primarily due to the inclusion of the TPL volumes for all of 2016 and an increase in NGL prices partially offset by lower natural gas and condensate prices and lower inlet volumes in WestOK and on certain of our other systems. The plant inlet volume increase in SAOU was more than offset by reduced producer activity and volumes at Sand Hills (which also had operational issues), Versado and North Texas. Badlands natural gas volumes increased due to system expansions while crude oil volumes were essentially flat. Coastal plant inlet volumes decreased due to current market conditions and the decline of off-system volumes partially offset by additional higher GPM volumes.

Excluding the impact of including operating expenses for TPL for an additional two months in 2016 and system expansions, operating expenses for most areas were lower due to a continued focused cost reduction effort.

2015 Compared to 2014

The increase in gross margin was primarily due to the inclusion of the TPL volumes along with other volume increases partially offset by significantly lower commodity prices. The increases in plant inlet volumes at SAOU, Sand Hills (see footnote (4) above) and Versado were driven by system expansions and by increased producer activity which increased available supply across our areas of operation partially offset by reduced producer activity and volumes in North Texas. 2015 benefited from a full year operations of the Longhorn plant in North Texas, the High Plains plant in SAOU and the Little Missouri 3 plant in Badlands. Badlands crude oil and natural gas volumes increased significantly due to plant and system expansion and increased producer activity. Coastal plant inlet volumes decreased primarily due to current market conditions and the decline of off-system volumes partially offset by additional higher average GPM volumes.

Excluding the addition of operating expenses for TPL, operating expenses for other areas were significantly lower, even with system expansions, primarily due to focused cost reduction efforts.

Gross Operating Statistics Compared to Actual Reported

The table below provides a reconciliation between gross operating statistics and the actual reported operating statistics for the Field portion of the Gathering and Processing segment:

Operating statistics:	Year Ended December 31, 2016				
	Gross Volume (3)	Ownership %		Net Volume (3)	Actual Reported
Plant natural gas inlet, MMcf/d (1),(2)					
SAOU (4)	259.1	100	%	259.1	259.1
WestTX (5)(6)	687.8	73	%	500.7	500.7
Sand Hills (4)	139.5	100	%	139.5	139.5
Versado (7)	181.5	100	%	181.5	181.5
Total Permian	1,267.9			1,080.8	1,080.8
SouthTX	216.4	Varies (8)		205.6	216.4
North Texas	317.3	100	%	317.3	317.3
SouthOK	462.1	Varies (9)		382.0	462.1
WestOK	444.9	100	%	444.9	444.9
Total Central	1,440.7			1,349.8	1,440.7
Badlands (10)	52.1	100	%	52.1	52.1
Total Field	2,760.7			2,482.7	2,573.6
Gross NGL production, MBbl/d (2)					
SAOU (4)	31.8	100	%	31.8	31.8
WestTX (5)(6)	86.1	73	%	62.7	62.7
Sand Hills (4)	14.7	100	%	14.7	14.7
Versado (7)	21.7	100	%	21.7	21.7
Total Permian	154.3			130.9	130.9
SouthTX	23.8	Varies (8)		22.8	23.8
North Texas	35.8	100	%	35.8	35.8
SouthOK	39.4	Varies (9)		32.6	39.4
WestOK	27.1	100	%	27.1	27.1
Total Central	126.1			118.3	126.1
Badlands	7.3	100	%	7.3	7.3
Total Field	287.7			256.5	264.3

(1) Plant natural gas inlet represents the volume of natural gas passing through the meter located at the inlet of a natural gas processing plant.

(2) Plant natural gas inlet volumes and gross NGL production volumes include producer take-in-kind volumes.

(3) For these volume statistics presented, the numerator is the total volume sold during the year and the denominator is the number of calendar days during the year.

- (4) Includes wellhead gathered volumes moved from Sand Hills to SAOU for processing.
- (5) Operating results for the WestTX undivided interest assets are presented on a pro-rata net basis in our reported financials.
- (6) Includes the Buffalo Plant that commenced commercial operations in April 2016.
- (7) Versado is a consolidated subsidiary and its financial results are presented on a gross basis in our reported financials. We held a 63% interest in Versado until October 31, 2016, when we acquired the remaining 37% interest.
- (8) SouthTX includes the Silver Oak II plant, of which TPL has owned a 90% interest since January 2016, and prior to which TPL owned a 100% interest. Silver Oak II is owned by a consolidated subsidiary and its financial results are presented on a gross basis in our reported financials.
- (9) SouthOK includes the Centrahoma joint venture, of which TPL owns 60%, and other plants which are owned 100% by TPL. Centrahoma is a consolidated subsidiary and its financial results are presented on a gross basis in our reported financials.
- (10) Badlands natural gas inlet represents the total wellhead gathered volume.

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Year Ended December 31, 2015

Operating statistics:

	Gross Volume	Ownership %	Net Volume	Pro Forma	Timing Adjustment	Actual Reported
Plant natural gas inlet, MMcf/d (1),(2)	(3)		(3)	(4)	(5)	
SAOU	234.0	100	% 234.0	234.0	-	234.0
WestTX (6)(7)	612.8	73	% 446.1	446.1	(72.1)	374.0
Sand Hills	163.0	100	% 163.0	163.0	-	163.0
Versado (8)	183.2	63	% 115.4	183.2	-	183.2
SouthTX (6)	143.1	100	% 143.1	143.1	(23.1)	120.0
North Texas	347.6	100	% 347.6	347.6	-	347.6
SouthOK (6)	478.9	Varies (9)	398.6	478.9	(77.4)	401.5
WestOK (6)	562.6	100	% 562.6	562.6	(90.9)	471.7
Badlands (10)	49.2	100	% 49.2	49.2	-	49.2
Total Field	2,774.4		2,459.6	2,607.7	(263.5)	2,344.2
Gross NGL production, MBbl/d (2)						
SAOU	27.3	100	% 27.3	27.3	-	27.3
WestTX (6)(7)	71.1	73	% 51.8	51.8	(8.4)	43.4
Sand Hills	17.4	100	% 17.4	17.4	-	17.4
Versado	23.4	63	% 14.7	23.4	-	23.4
SouthTX (6)	16.5	100	% 16.5	16.5	(2.7)	13.8
North Texas	39.6	100	% 39.6	39.6	-	39.6
SouthOK (6)	33.5	Varies (9)	29.1	33.5	(5.4)	28.1
WestOK (6)	28.4	100	% 28.4	28.4	(4.6)	23.8
Badlands	6.8	100	% 6.8	6.8	-	6.8
Total Field	264.0		231.6	244.7	(21.1)	223.6

- (1) Plant natural gas inlet represents the volume of natural gas passing through the meter located at the inlet of a natural gas processing plant.
- (2) Plant natural gas inlet volumes and gross NGL production volumes include producer take-in-kind volumes.
- (3) For these volume statistics presented, the numerator is the total volume sold during the year and the denominator is the number of calendar days during the year, other than for the volumes related to the APL merger, for which the denominator is 306 days.
- (4) Pro forma statistics represents volumes per day while owned by us.
- (5) Timing adjustment made to the pro forma statistics to adjust for the actual reported statistics based on the full period.
- (6) Operations acquired as part of the APL merger effective February 27, 2015.
- (7) Operating results for the WestTX undivided interest assets are presented on a pro-rata net basis in our reported financials.
- (8) Versado is a consolidated subsidiary and its financial results are presented on a gross basis in our reported financials. We held a 63% interest in Versado until October 31, 2016, when we acquired the remaining 37% interest.
- (9) SouthOK includes the Centrahoma joint venture, of which TPL owns 60%, and other plants which are owned 100% by TPL. Centrahoma is a consolidated subsidiary and its financial results are presented on a gross basis in our reported financials.

(10)Badlands natural gas inlet represents the total wellhead gathered volume.
Logistics and Marketing Segment

	Year Ended December 31,				2015 vs.	
	2016	2015	2014	2016 vs. 2015		2014
	(in millions)					
Gross margin	\$ 801.8	\$ 907.5	\$ 945.6	\$ (105.7)	(12%)	\$ (38.1) (4 %)
Operating expenses	227.4	225.8	250.9	1.6	1 %	(25.1) (10%)
Operating margin	\$ 574.4	\$ 681.7	\$ 694.7	\$ (107.3)	(16%)	\$ (13.0) (2 %)
Operating statistics MBbl/d (1):						
Fractionation volumes (2)(3)	309.3	342.7	350.0	(33.4)	(10%)	(7.3) (2 %)
LSNG treating volumes (2)	24.9	22.4	23.4	2.5	11 %	(1.0) (4 %)
Benzene treating volumes (2)	22.1	22.4	23.4	(0.3)	(1 %)	(1.0) (4 %)
Export volumes, MBbl/d (4)	181.4	183.0	176.9	(1.6)	(1 %)	6.1 3 %
NGL sales, MBbl/d	477.5	422.1	413.5	55.4	13 %	8.6 2 %
Average realized prices:						
NGL realized price, \$/gal	\$ 0.49	\$ 0.46	\$ 0.94	\$ 0.03	7 %	\$ (0.48) (51%)

(1)Segment operating statistics include intersegment amounts, which have been eliminated from the consolidated presentation. For all volume statistics presented, the numerator is the total volume sold during the year and the denominator is the number of calendar days during the year.

(2)Fractionation and treating contracts include pricing terms composed of base fees and fuel and power components which vary with the cost of energy. As such, the Logistics and Marketing segment results include effects of variable energy costs that impact both gross margin and operating expenses.

(3) Fractionation volumes reflect those volumes delivered and settled under fractionation contracts.

(4) Export volumes represent the quantity of NGL products delivered to third-party customers at our Galena Park Marine Terminal that are destined for international markets.

2016 Compared to 2015

Logistics and Marketing gross margin decreased primarily due to lower LPG export margin and the realization in 2015 of contract renegotiation fees related to our crude oil and condensate splitter project. Gross margin also decreased due to lower fractionation margin and lower terminaling and storage throughput, partially offset by higher NGL marketing gains. LPG export margin decreased due to lower fees. Fractionation margin decreased primarily due to lower supply volume and lower system product gains, partially offset by higher fees. Fractionation margin was partially impacted by the variable effects of fuel and power which are largely reflected in operating expenses (see footnote (2) above).

Operating expenses were relatively flat. Higher compensation and benefits and higher ad valorem taxes associated with the start-up of CBF Train 5 were largely offset by lower fuel and power, and lower maintenance expense resulting from continued focused cost reductions.

2015 Compared to 2014

Logistics and Marketing gross margin decreased primarily due to lower LPG export and fractionation margins, a lower price environment, lower NGL marketing activities, and the expiration and recognition of a contract settlement in 2014. The lower gross margin was partially offset by the recognition in 2015 of the renegotiated commercial arrangements related to our crude oil and condensate splitter project and increased terminaling and storage throughput.

Fractionation gross margin was lower primarily due to the variable effects of fuel and power, which are largely reflected in lower operating expenses (see footnote (2) above), lower system product gains, and a decrease in supply volume.

Operating expenses decreased primarily due to lower fuel and power expense, and lower terminal expense, partially offset by higher maintenance.

Other

	Year Ended December 31,				
	2016		2015		
	vs.		vs.		
	2016	2015	2014	2015	2014
	(in millions)				
Gross margin	\$62.9	\$84.2	\$(8.0)	\$(21.3)	\$92.2
Operating margin	\$62.9	\$84.2	\$(8.0)	\$(21.3)	\$92.2

Other contains the results (including any hedge ineffectiveness) of commodity derivative activities related to Gathering and Processing hedges of equity volumes that are included in operating margin and mark-to-market gain/losses related to derivative contracts that were not designated as cash flow hedges. The primary purpose of our commodity risk management activities is to mitigate a portion of the impact of commodity prices on our operating

cash flow. We have entered into derivative instruments to hedge the commodity price associated with a portion of our expected natural gas, NGL and condensate equity volumes in our Gathering and Processing Operations that result from percent of proceeds/liquids processing arrangements. Because we are essentially forward-selling a portion of our future plant equity volumes, these hedge positions will move favorably in periods of falling commodity prices and unfavorably in periods of rising commodity prices.

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The following table provides a breakdown of the change in Other operating margin:

	2016		2015		2014				
	(In millions, except volumetric data and price amounts)		(In millions, except volumetric data and price amounts)		(In millions, except volumetric data and price amounts)				
	Price		Price		Price				
	Volum	Spread	Gain	Volum	Spread	Gain			
	Settled(1)	(Loss)	Settled(1)	(Loss)	Settled(1)	(Loss)			
Natural gas (BBtu)	44.7	\$0.79	\$35.2	34.2	\$1.08	\$37.0	21.9	\$(0.27)	\$(5.9)
NGL (MMgal)	31.9	0.21	6.8	28.4	0.77	22.0	26.2	0.14	3.6
Crude oil (MBbl)	1.1	17.14	19.5	0.9	31.81	29.3	0.9	(1.07)	(1.0)
Non-hedge accounting (2)			2.3			(5.0)			(4.8)
Ineffectiveness (3)			(0.9)			0.9			0.1
			\$62.9			\$84.2			\$(8.0)

(1) The price spread is the differential between the contracted derivative instrument pricing and the price of the corresponding settled commodity transaction.

(2) Mark-to-market income (loss) associated with derivative contracts that are not designated as hedges for accounting purposes.

(3) Ineffectiveness primarily relates to certain crude hedging contracts and certain acquired hedges of APL that do not qualify for hedge accounting.

As part of the Atlas mergers, outstanding APL derivative contracts with a fair value of \$102.1 million as of the acquisition date were novated to us and included in the acquisition date fair value of assets acquired. We received derivative settlements of \$26.6 million for the year ended December 31, 2016, and \$67.9 million for the year ended December 31, 2015, related to these novated contracts. The remainder of the novated contracts will settle by the end of 2017. These settlements were reflected as a reduction of the acquisition date fair value of the APL derivative assets acquired and had no effect on results of operations.

Our Liquidity and Capital Resources

As of December 31, 2016, we had \$73.5 million of “Cash and cash equivalents,” on our Consolidated Balance Sheet. We believe our cash position, remaining borrowing capacity on our credit facilities (discussed below in “Short-term Liquidity”), and our cash flows from operating activities are adequate to allow us to manage our day-to-day cash requirements and anticipated obligations as discussed further below.

After completion of the TRC/TRP Merger, our liquidity and capital resources have been managed on a consolidated basis. We have the ability to access the Partnership’s liquidity, subject to the limitations set forth in the Partnership Agreement and any restrictions contained in the covenants of the Partnership’s debt agreements, as well as the ability to contribute capital to the Partnership, subject to any restrictions contained in the covenants of our debt agreements.

On a consolidated basis, our ability to finance our operations, including funding capital expenditures and acquisitions, meeting our indebtedness obligations, refinancing our indebtedness and meeting our collateral requirements, and to pay dividends declared by our board of directors will depend on our ability to generate cash in the future. Our ability to generate cash is subject to a number of factors, some of which are beyond our control. These include commodity prices, weather and ongoing efforts to manage operating costs and maintenance capital expenditures, as well as general economic, financial, competitive, legislative, regulatory and other factors.

Historically, dividends have been funded by the cash distributions we received from the Partnership. In connection with the TRC/TRP Merger, TRC acquired all of the outstanding TRP common units that TRC and its subsidiaries did not already own. As a result, we are entitled to the entirety of distributions made by the Partnership on its equity interests, other than those made to the TRP Preferred Unitholders. The actual amount we declare as dividends continues to depend on our consolidated financial condition, results of operations, cash flow, the level of our capital expenditures, future business prospects, compliance with our debt covenants and any other matters that our board of directors deems relevant.

The Partnership's debt agreements and obligations to its Preferred Unitholders may restrict or prohibit the payment of distributions if the Partnership is in default, threat of default, or arrears. In addition, so long as any shares of our Preferred Shares are outstanding, certain common stock distribution limitations exist. If the Partnership cannot make distributions to us, we may be limited in our ability, or unable, to pay dividends on our common stock.

On a consolidated basis, our main sources of liquidity and capital resources are internally generated cash flows from operations, borrowings under the TRC Revolver, the TRP Revolver, and the Securitization Facility, and access to debt and equity capital markets.

For companies involved in hydrocarbon production, transportation and other oil and gas related services, the capital markets have experienced and may continue to experience volatility. Our exposure to adverse credit conditions includes our credit facilities, cash investments, hedging abilities, customer performance risks and counterparty performance risks.

Short-term Liquidity

Our short-term liquidity on a consolidated basis as of February 10, 2017, was:

	February 10, 2017 (In millions)		
	Consolidated		
	TRC	TRP	Total
Cash on hand	\$223.4	\$169.7	\$ 393.1
Total availability under the TRC Revolver	670.0	—	670.0
Total availability under the TRP Revolver	—	1,600.0	1,600.0
Total availability under the Securitization Facility	—	275.0	275.0
	893.4	2,044.7	2,938.1
Less: Outstanding borrowings under the TRC Revolver	—	—	—
Outstanding borrowings under the TRP Revolver	—	(180.0)	(180.0)
Outstanding borrowings under the Securitization Facility	—	(275.0)	(275.0)
Outstanding letters of credit under the TRP Revolver	—	(13.2)	(13.2)
Total liquidity	\$893.4	\$1,576.5	\$ 2,469.9

Other potential capital resources associated with our existing arrangements include:

- Our right to request an additional \$200 million in commitment increases under the TRC Revolver, subject to the terms therein. The TRC Revolver matures on February 27, 2020.
- Our right to request an additional \$200 million in commitment increases under the TRC Term Loan, subject to the terms therein. The Term Loan matures on February 27, 2022.
- Our right to request an additional \$500 million in commitment increases under the TRP Revolver, subject to the terms therein. The TRP Revolver matures on October 7, 2020.
- We may elect to pay dividends to Series A Preferred shareholders for any quarter with a paid-in-kind election (“PIK”) through December 31, 2017. Under the PIK election, unpaid dividends would be added to the liquidation preference and a commensurate amount of Series A and Series B Warrants would be issued.

A portion of our capital resources are allocated to letters of credit to satisfy certain counterparty credit requirements. These letters of credit reflect our non-investment grade status, as assigned to us by Moody’s and S&P. They also reflect certain counterparties’ views of our financial condition and ability to satisfy our performance obligations, as well as commodity prices and other factors.

Working Capital

Working capital is the amount by which current assets exceed current liabilities. On a consolidated basis, at the end of any given month, accounts receivable and payable that are tied to commodity sales and purchases are relatively

balanced, with receivables from NGL customers being offset by plant settlements payable to producers. The factors that typically cause overall variability in our reported total working capital are: (1) our cash position; (2) liquids inventory levels and valuation, which we closely manage; (3) changes in the fair value of the current portion of derivative contracts; and (4) major structural changes in our asset base or business operations, such as acquisitions or divestitures and certain organic growth projects.

Our working capital, exclusive of current debt obligations, decreased \$150.2 million. The major item contributing to this decrease was a decrease in our net risk management working capital position due to changes in the forward prices of commodities. The remaining working capital decrease reflects lower cash balances and higher commodity purchase accruals offset by higher commodity receivables and an income tax receivable representing the expected carryback of current year net operating losses to recover taxes paid in 2015 and 2014. The increase of \$55.7 million in current debt obligations was due to increased receivables available for the Securitization Facility.

Based on our anticipated levels of operations and absent any disruptive events, we believe that our internally generated cash flow, borrowings available under the TRC Revolver, the TRP Revolver and the Securitization Facility and proceeds from debt and equity offerings should provide sufficient resources to finance our operations, capital expenditures, long-term debt obligations, collateral requirements and quarterly cash dividends for at least the next twelve months.

Long-term Financing

Our long-term financing consists of common stock, common warrants, preferred stock and long-term debt obligations. In 2016, through equity distribution agreements, we issued and sold through our sales agents 12,561,366 shares of common stock and received net proceeds of \$572.7 million. As of December 31, 2016, we have \$670.5 million remaining under our December 2016 equity distribution agreement.

In March 2016, through a private placement, we issued 965,100 shares of Series A Preferred Stock (the “Series A Preferred”) with detachable warrants for \$1,030 per share and received gross proceeds of \$994.1 million. The Series A Preferred have a liquidation value of \$1,000 per share and bear a cumulative 9.5% fixed dividend payable quarterly 45 days after the end of each fiscal quarter. We may elect to pay dividends for any quarter with a paid-in-kind election (“PIK”) through December 31, 2017. Under the PIK election, unpaid dividends would be added to the liquidation preference and a commensurate amount of warrants would be issued. The Series A Preferred have no mandatory redemption date, but are redeemable at our election in year six for a 10% premium to the liquidation preference and for a 5% premium to the liquidation preference thereafter. If the Series A Preferred are not redeemed by the end of year twelve, the investors have the right to convert the Series A Preferred into TRC common stock at an exercise price of \$20.77. If the investors do not elect to convert their Series A Preferred into TRC common stock, we have a right after year twelve to force conversion, but only if the volume weighted average price of our common stock for the ten preceding trading days is greater than 120% of the conversion price. In 2016, 19,983,843 warrants were exercised by their holders and net settled by us for 11,336,856 shares of common stock. As of December 31, 2016, 99,888 warrants remain outstanding.

From time to time, we issue long-term debt securities, which we refer to as senior notes. All of our senior notes issued to date, generally have very similar terms, except for interest rates, maturity dates and prepayment premiums. All of our fixed rate senior notes provide that the notes may be redeemed at any time at a price equal to 100% plus accrued interest to the redemption date plus a make-whole premium. As of December 31, 2016 and 2015, the aggregate principal amount outstanding of our various long-term debt obligations (excluding current maturities) was \$4,641.8 million and \$5,780.4 million, respectively.

We consolidate the debt of the Partnership with that of our own; however, we do not have the contractual obligation to make interest or principal payments with respect to the debt of the Partnership. Our debt obligations do not restrict the ability of the Partnership to make distributions to us. Our Credit Agreement has restrictions and covenants that may limit our ability to pay dividends to our stockholders. See Note 10 – Debt Obligations for more information regarding our debt obligations.

The majority of our consolidated long-term debt is fixed rate borrowings; however, we have some exposure to the risk of changes in interest rates, primarily as a result of the variable rate borrowings under the TRC Revolver, the TRC Term Loan and the TRP Revolver. We may enter into interest rate hedges with the intent to mitigate the impact of changes in interest rates on cash flows. As of December 31, 2016, we do not have any interest rate hedges.

To date, our and our subsidiaries’ debt balances have not adversely affected our operations, our ability to grow or our ability to repay or refinance our indebtedness. For additional information about our debt-related transactions in 2016, see Note 10 “Debt Obligations” to our consolidated financial statements. For information about our interest rate risk,

see Item 7A “Quantitative and Qualitative Disclosures About Market Risk—Interest Rate Risk.”

Compliance with Debt Covenants

As of December 31, 2016, both we and the Partnership were in compliance with the covenants contained in our various debt agreements.

Cash Flow

Cash Flows from Operating Activities

The Consolidated Statements of Cash Flows included in our historical consolidated financial statements employs the traditional indirect method of presenting cash flows from operating activities. Under the indirect method, net cash provided by operating activities is derived by adjusting our net income for non-cash items related to operating activities. An alternative GAAP presentation employs the direct method in which the actual cash receipts and outlays comprising cash flow are presented.

The following table displays our operating cash flows using the direct method as a supplement to the presentation in our consolidated financial statements:

	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
	(In millions)				
Cash flows from operating activities:					
Cash received from customers	\$6,544.4	\$6,829.1	\$8,769.4	\$(284.7)	\$(1,940.3)
Cash received from (paid to) derivative counterparties	55.3	140.9	(4.9)	(85.6)	145.8
Cash distributions from equity investments (1)	4.1	13.8	18.0	(9.7)	(4.2)
Cash outlays for:					
Product purchases	4,796.3	5,034.5	7,268.5	(238.2)	(2,234.0)
Operating expenses	568.2	485.3	402.6	82.9	82.7
General and administrative expenses	133.5	175.4	134.5	(41.9)	40.9
Interest paid, net of amounts capitalized (2)	282.0	223.0	133.8	59.0	89.2
Income taxes paid, net of refunds	(10.6)	13.8	73.4	(24.4)	(59.6)
Other cash (receipts) payments	(3.0)	17.1	7.9	(20.1)	9.2
Net cash provided by operating activities	\$837.4	\$1,034.7	\$761.8	\$(197.3)	\$272.9

(1) Excludes \$4.1 million, \$1.2 million and \$5.7 million included in investing activities for 2016, 2015 and 2014 related to distributions from GCF and the T2 Joint Ventures that exceeded cumulative equity earnings.

(2) Net of capitalized interest paid of \$8.3 million, \$13.2 million and \$16.1 million included in investing activities for 2016, 2015 and 2014.

Lower commodity prices were the primary contributor to decreased cash collections and payments for product purchases in 2016 compared to 2015. Derivative settlements remained an overall source of revenue during 2016, but at a lower amount as commodity price spreads between the prices paid to counterparties and the fixed prices we received on those derivative contracts were lower in 2016 in comparison to 2015. The higher interest payments in 2016 were primarily due to the timing of interest payments for new debt instruments entered into in 2015. The senior notes issued in 2015 had only one semi-annual, or no, interest payment made in 2015 as compared to a full year of interest payments made in 2016. Cash payments for general and administrative expenses were lower primarily due to a lower bonus payout and lower insurance premium payments. Other cash payments in 2016 were lower, mainly due to transaction expenses associated with the Atlas mergers in 2015.

Lower commodity prices were the primary contributor to decreased cash collections and payments for product purchases in 2015 compared to 2014. Derivatives were a net inflow in 2015 versus a net outflow in 2014 reflecting lower commodity prices paid to counterparties compared to the fixed price we received on those derivative contracts. Higher cash outlay for general and administrative expenses in 2015 versus 2014 were mainly due to the addition of general and administrative costs for TPL. Other cash payments during 2015 reflect transaction costs related to the Atlas mergers.

Cash Flows from Investing Activities

2016	2015	2014
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	2016 vs. 2015	2015 vs. 2014
(In millions)		
	\$(558.6)	\$(2,399.6)
	\$(751.4)	\$1,841.0
		\$(1,648.2)

Cash used in investing activities decreased in 2016 compared to 2015, primarily due to the \$1,574.4 million outlay for the cash portion of the Atlas merger consideration in 2015. In addition, growth and maintenance capital expenditures decreased \$255.1 million during 2016 reflecting the completion of major growth projects and cost control initiatives.

Net cash used in investing activities increased in 2015 compared to 2014 primarily due to the \$1,574.4 million outlays for the cash portion of Atlas merger consideration along with a \$55.0 million increase in capital project outlays that reflects higher payments of prior year capital project accruals and higher maintenance capital outlays.

Cash Flows from Financing Activities

	2016	2015	2014
Source of Financing Activities, net	(In millions)		
Debt, including financing costs	\$(1,127.4)	\$1,283.4	\$56.9
Equity offerings, net of financing costs	1,522.6	766.6	407.8
Dividends and distributions	(716.5)	(682.2)	(454.4)
Other	(24.2)	56.3	(6.4)
Total	\$(345.5)	\$1,424.1	\$3.9

We incurred a net use of cash from financing activities in 2016, primarily due to a net reduction of debt outstanding and payment of dividends and distributions, partially offset by proceeds from our Series A Preferred issuance and common stock issued under our May 2015 and December 2016 EDAs. With the proceeds from equity issuances we repurchased a portion of the Partnership's senior notes through open market repurchases generally at a discount to par values and repaid a portion of our senior secured credit facilities. With the proceeds from new senior note borrowings and additional borrowings under the TRP Revolver we tendered for, and then redeemed, certain of the Partnership's senior notes to refinance to longer maturities.

We realized a net source of cash from financing activities in 2015, primarily due to the cash borrowings and equity offering associated with the Atlas mergers, offset by dividends and distributions. Net borrowings under the Partnership's debt facilities increased, offset by payment to tender APL's senior notes; issuance of our term loan and borrowings under our senior secured credit facility and proceeds from common stock offerings, offset by partial repayments of our term loan and our senior secured credit facility.

The 2014 financing activities primarily reflect cash inflows from the Partnership EDA common unit offerings offset by dividends and distributions.

Common Dividends

The following table details the dividends on common stock declared and/or paid by us for 2016:

Three Months Ended	Date Paid or To Be Paid	Total Common Dividends Declared	Amount of Common Dividends Paid or To Be Paid	Accrued Dividends (1)	Dividend Declared per Share of Common Stock
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(In millions, except per share amounts)
2016

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December 31, 2016	February 15, 2017	\$ 178.3	\$ 176.5	\$ 1.8	\$ 0.91000
September 30, 2016	November 15, 2016	166.4	164.6	1.8	0.91000
June 30, 2016	August 15, 2016	153.1	151.6	1.5	0.91000
March 31, 2016	May 16, 2016	147.8	146.1	1.7	0.91000

(1) Represents accrued dividends on restricted stock and restricted stock units that are payable upon vesting.
Preferred Dividends

In March 2016, through a private placement, we issued 965,100 shares of Series A Preferred with detachable warrants for \$1,030 per share and received gross proceeds of \$994.1 million. The Series A Preferred have a liquidation value of \$1,000 per share and bears a cumulative 9.5% fixed dividend payable quarterly 45 days after the end of each fiscal quarter. The Company may, at the sole election of the Board of Directors, elect to pay dividends for any quarter with a PIK through December 31, 2017. Under the PIK election, unpaid dividends would be added to the liquidation preference and a commensurate amount of warrants would be issued. We have not made an election to PIK through December 31, 2016.

Cash dividends of \$49.7 million were paid to holders of the Series A Preferred during 2016. As of December 31, 2016, cash dividends accrued for our Series A Preferred were \$22.9 million, which were paid on February 14, 2017.

Capital Requirements

Our capital requirements relate to capital expenditures, which are classified as expansion expenditures including business acquisitions and maintenance expenditures. Expansion capital expenditures improve the service capability of the existing assets, extend asset useful lives, increase capacities from existing levels, add capabilities, reduce costs or enhance revenues, and fund acquisitions of

businesses or assets. Maintenance capital expenditures are those expenditures that are necessary to maintain the service capability of our existing assets, including the replacement of system components and equipment, which are worn, obsolete or completing their useful life and expenditures to remain in compliance with environmental laws and regulations.

	2016	2015	2014
	(In millions)		
Capital expenditures:			
Consideration for business acquisitions	\$—	\$5,024.2	\$—
Non-cash value of acquisition (1)	—	(3,449.8)	—
Business acquisitions, net of cash acquired	—	1,574.4	—
Expansion	506.4	679.3	668.7
Maintenance	85.7	97.9	79.1
Gross capital expenditures	592.1	777.2	747.8
Transfers from materials and supplies inventory to			
property, plant and equipment	(2.4)	(3.8)	(4.6)
Decrease in capital project payables and accruals	(27.6)	43.8	19.0
Cash outlays for capital projects	562.1	817.2	762.2
Total	\$562.1	\$2,391.6	\$762.2

(1)Includes the non-cash value of consideration. See Note 4 – Business Acquisitions of the “Consolidated Financial Statements”.

Assuming the closing of the Permian Acquisition occurs in the first quarter of 2017, we currently estimate that we will invest at least \$700 million in net growth capital expenditures (exclusive of outlays for business acquisitions) for announced projects in 2017. Given our objective of growth through expansions of existing assets, other internal growth projects, and acquisitions, we anticipate that over time that we will invest significant amounts of capital to grow and acquire assets. Future expansion capital expenditures may vary significantly based on investment opportunities. Our expansion capital expenditures decreased in 2016 as compared to 2015, primarily due to reduced gathering and processing business unit spending activity and lower CBF Train 5 construction costs in 2016. Although CBF Train 5 commenced commercial operations in the second quarter of 2016, only slightly more than 20% of the construction costs were incurred in 2016. Reductions are partially offset by spending on the South Texas Joint Venture with Sanchez Energy and the Channelview Condensate Splitter. Our maintenance capital expenditures decreased for the year ended December 31, 2016 as compared to the year ended December 31, 2015, primarily due to fewer well connects and lengthened maintenance cycle times resulting from decreases in producer activity, as well as a higher percentage of environmental expenditures incurred in 2015 versus 2016.

Off-Balance Sheet Arrangements

As of December 31, 2016, there were \$30.9 million in surety bonds outstanding related to various performance obligations. These are in place to support various performance obligations as required by (i) statutes within the regulatory jurisdictions where we operate and (ii) counterparty support. Obligations under these surety bonds are not

normally called, as we typically comply with the underlying performance requirement.

We have invested in entities that are not consolidated in our financial statements. For information on our obligations with respect to these investments, as well as our obligations with respect to related letters of credit, see Note 8 – Investments in Unconsolidated Affiliates and Note 10 – Debt Obligations.

Contractual Obligations

In addition to disclosures related to debt and lease obligations, contained in our “Consolidated Financial Statements” beginning on page F-1 of this Annual Report, the following is a summary of certain contractual obligations over the next several years:

Contractual Obligations	Payments Due By Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
	(in millions)				
Long-term debt obligations (1)	\$ 4,641.8	\$ -	\$ 999.9	\$ 431.5	\$ 3,210.4
Interest on debt obligations (2)	1,437.2	236.8	433.8	356.6	410.0
Operating leases (3)	37.9	15.4	16.5	6.0	-
Land site lease and right-of-way (4)	14.2	3.2	5.6	5.4	-
Purchase Obligations (5):					
Pipeline capacity and throughput agreements (6)	392.0	74.6	124.5	96.4	96.5
Commodities (7)	60.2	60.2	-	-	-
Purchase commitments and service contracts (8)	170.4	161.1	8.8	0.2	0.3
	\$ 6,753.7	\$ 551.3	\$ 1,589.1	\$ 896.1	\$ 3,717.2
Commodity Volumetric Commitments					
Natural gas (MMBtu)	13.2	13.2	-	-	-
NGLs (MMgal)	19.8	19.8	-	-	-

- (1) Represents scheduled future maturities of consolidated debt obligations for the periods indicated.
- (2) Represents interest expense on debt obligations based on both fixed debt interest rates and prevailing December 31, 2016 rates for floating debt.
- (3) Includes minimum payments on lease obligations for office space, railcars and tractors.
- (4) Land site lease and right-of-way provides for surface and underground access for gathering, processing and distribution assets that are located on property not owned by us. These agreements expire at various dates with varying terms, some of which are perpetual.
- (5) A purchase obligation represents an agreement to purchase goods or services that is enforceable, legally binding and specifies all significant terms, including: fixed minimum or variable prices provisions; and the approximate timing of the transaction.
- (6) Consists of pipeline capacity payments for firm transportation and throughput and deficiency agreements.
- (7) Includes natural gas and NGL purchase commitments. Contracts that will be settled at future spot prices are valued using prices as of December 31, 2016.
- (8) Includes commitments for capital expenditures, operating expenses and service contracts.

Critical Accounting Policies and Estimates

The accounting policies and estimates discussed below are considered by management to be critical to an understanding of our financial statements because their application requires the most significant judgments from management in estimating matters for financial reporting that are inherently uncertain. See the description of our accounting policies in the notes to the financial statements for additional information about our critical accounting policies and estimates.

Property, Plant and Equipment and Intangibles

In general, depreciation and amortization is the systematic and rational allocation of an asset's cost, less its residual value (if any), to the period it benefits. Our property, plant and equipment are depreciated using the straight-line method over the estimated useful lives of the assets. The estimate of depreciation incorporates assumptions regarding the useful economic lives and residual values of our assets. Amortization expense attributable to intangible assets is recorded on a straight-line basis or, where more appropriate, in a manner that closely resembles the expected pattern in which we benefit from services provided to our customers. At the time assets are placed in service, we believe such assumptions are reasonable; however, circumstances may develop that would cause us to change these assumptions, which would change our depreciation/amortization amounts prospectively. Examples of such circumstances include:

- changes in energy prices;
- changes in competition;

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- changes in laws and regulations that limit the estimated economic life of an asset;
- changes in technology that render an asset obsolete;
- changes in expected salvage values; and
- changes in the forecasted life of applicable resources basins.

We evaluate long-lived assets, including related intangibles, of identifiable business activities for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such assets may not be recoverable. As a result of this evaluation, the carrying value of certain Louisiana gas processing facilities and associated gathering systems in the Gathering and Processing segment was reduced by \$32.6 million and \$3.2 million during the years ended December 31, 2015 and 2014 as a result of reduced forecasted gas processing volumes due to market conditions and processing spreads. These carrying value adjustments are included in depreciation and amortization expenses on our Consolidated Statements of Operations. There have been no significant changes impacting long-lived assets during the year ended December 31, 2016.

Goodwill

Goodwill results when the cost of an acquisition exceeds the fair value of the net identifiable assets of the acquired business. We evaluate goodwill for impairment at least annually, as of November 30th, as well as whenever events or changes in circumstances indicate it is more likely than not the fair value of a reporting unit is less than its carrying amount.

Our evaluations as of November 30, 2016 and 2015 utilized the income approach (a discounted cash flow analysis ("DCF")) to estimate the fair values of our reporting units. The future cash flows for our reporting units were based on our estimates, at that time, of future revenues, income from operations and other factors, such as timing of capital expenditures. We took into account current and expected industry and market conditions, including commodity pricing and volumetric forecasts in the basins in which the reporting units operate. The discount rates used in our DCF analysis were based on a weighted average cost of capital determined from relevant market comparisons.

Based on the results of our preliminary evaluation as of November 30, 2015, we recorded a provisional goodwill impairment of \$290.0 million during the year ended December 31, 2015 and reduced the carrying value of goodwill to \$417.0 million as of December 31, 2015. During the first quarter of 2016, we finalized our evaluation and recorded additional impairment expense of \$24.0 million and reduced the carrying value of goodwill to \$393.0 million. Based on the results of our evaluation as of November 30, 2016, we recorded goodwill impairment of \$183.0 million and reduced the carrying value of goodwill to \$210.0 million.

Revenue Recognition

Our operating revenues are primarily derived from the following activities:

- sales of natural gas, NGLs, condensate and petroleum products;
- services related to compressing, gathering, treating, and processing of natural gas;
- services related to gathering, storing and terminaling of crude oil; and
- services related to NGL fractionation, terminaling and storage, transportation and treating.

We recognize revenues when all the following criteria are met: (1) persuasive evidence of an exchange arrangement exists, if applicable; (2) delivery has occurred or services have been rendered; (3) the price is fixed or determinable and (4) collectability is reasonably assured.

Price Risk Management (Hedging)

Our net income and cash flows are subject to volatility stemming from changes in commodity prices and interest rates. In an effort to reduce the volatility of our cash flows, we have entered into derivative financial instruments to hedge the commodity price associated with a significant portion of our expected natural gas, NGL, and condensate equity volumes and future commodity purchases and sales. We are exposed to the credit risk of certain of our counterparties in these derivative financial instruments. Our futures contracts have limited credit risk since they are cleared through an exchange and are settled daily.

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Our cash flow is affected by the derivative financial instruments we enter into to the extent these instruments are settled by (i) making or receiving a payment to/from the counterparty or (ii) making or receiving a payment for entering into a contract that exactly offsets the original derivative financial instrument. Typically a derivative financial instrument is settled when the physical transaction that underlies the derivative financial instrument occurs.

One of the primary factors that can affect our operating results each period is the price assumptions used to value our derivative financial instruments, which are reflected at their fair values in the balance sheet. The relationship between the derivative financial instruments and the hedged item must be highly effective in achieving the offset of changes in cash flows attributable to the hedged risk both at the inception of the derivative financial instrument and on an ongoing basis. Hedge accounting is discontinued prospectively when a derivative financial instrument becomes ineffective. Gains and losses deferred in other comprehensive income (“OCI”) related to cash flow hedges for which hedge accounting has been discontinued remain deferred until the forecasted transaction occurs. If it is probable that a hedged forecasted transaction will not occur, deferred gains or losses on the derivative financial instrument are reclassified to earnings immediately.

The estimated fair value of our derivative financial instruments was a net liability of \$53.3 million as of December 31, 2016, net of an adjustment for credit risk. The credit risk adjustment is based on the default probabilities by year as indicated by the counterparties’ credit default swap transactions. These default probabilities have been applied to the unadjusted fair values of the derivative financial instruments to arrive at the credit risk adjustment, which is immaterial for all periods covered by this Annual Report. We have an active credit management process which is focused on controlling loss exposure to bankruptcies or other liquidity issues of counterparties.

Business Acquisitions

For business acquisitions, we generally recognize the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their estimated fair values on the acquisition date. Determining fair value requires management’s judgment and involves the use of significant estimates and assumptions with respect to projections of future production volumes, pricing and cash flows, benchmark analysis of comparable public companies, discount rates, expectations regarding customer contracts and relationships, and other management estimates. The judgments made in the determination of the estimated fair value assigned to the assets acquired, liabilities assumed and any noncontrolling interest in the investee, as well as the estimated useful life of each asset and the duration of each liability, can materially impact the financial statements in periods after acquisition. See Note 4 - Business Acquisitions to our consolidated financial statements.

Use of Estimates

When preparing financial statements in accordance with GAAP, management must make estimates and assumptions based on information available at the time. These estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosures of contingent assets and liabilities as of the date of the financial statements. Estimates and judgments are based on information available at the time such estimates and judgments are made. Adjustments made with respect to the use of these estimates and judgments often relate to information not previously available. Uncertainties with respect to such estimates and judgments are inherent in the preparation of financial statements. Estimates and judgments are used in, among other things, (1) estimating unbilled revenues, product purchases and operating and general and administrative costs, (2) developing fair value assumptions, including estimates of future cash flows and discount rates, (3) analyzing goodwill and long-lived assets for possible impairment, (4) estimating the useful lives of assets, (5) determining amounts to accrue for contingencies, guarantees and indemnifications and (6) valuing mandatorily redeemable preferred interests. Actual results, therefore, could differ materially from estimated amounts.

Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements that will affect us, see “Recent Accounting Pronouncements” included within Note 3 – Significant Accounting Policies in our Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Our principal market risks are our exposure to changes in commodity prices, particularly to the prices of natural gas, NGLs and crude oil, changes in interest rates, as well as nonperformance by our customers.

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Risk Management

We evaluate counterparty risks related to our commodity derivative contracts and trade credit. We have all our commodity derivatives with major financial institutions or major oil companies. Should any of these financial counterparties not perform, we may not realize the benefit of some of our hedges under lower commodity prices, which could have a material adverse effect on our results of operation. We sell our natural gas, NGLs and condensate to a variety of purchasers. Non-performance by a trade creditor could result in losses.

Crude oil, NGL and natural gas prices are also volatile. In an effort to reduce the variability of our cash flows, we have entered into derivative instruments to hedge the commodity price associated with a portion of our expected natural gas equity volumes, NGL equity volumes and condensate equity volumes and future commodity purchases and sales through 2019. The current market conditions may also impact our ability to enter into future commodity derivative contracts.

Commodity Price Risk

A significant portion of our revenues are derived from percent-of-proceeds contracts under which we receive a portion of the proceeds from the sale of natural gas and/or NGLs as payment for services. The prices of natural gas and NGLs are subject to fluctuations in response to changes in supply, demand, market uncertainty and a variety of additional factors beyond our control. We monitor these risks and enter into hedging transactions designed to mitigate the impact of commodity price fluctuations on our business. Cash flows from a derivative instrument designated as a hedge are classified in the same category as the cash flows from the item being hedged.

The primary purpose of our commodity risk management activities is to hedge some of the exposure to commodity price risk and reduce fluctuations in our operating cash flow due to fluctuations in commodity prices. In an effort to reduce the variability of our cash flows, as of December 31, 2016, we have hedged the commodity price associated with a portion of our expected (i) natural gas equity volumes in our Gathering and Processing operations, (ii) NGL and condensate equity volumes in our Gathering and Processing operations that result from our percent-of-proceeds processing arrangements and (iii) future commodity purchases and sales in our Logistics and Marketing segment by entering into derivative instruments. We hedge a higher percentage of our expected equity volumes in the current year compared to future years, for which we hedge incrementally lower percentages of expected equity volumes. With swaps, we typically receive an agreed fixed price for a specified notional quantity of natural gas or NGLs and we pay the hedge counterparty a floating price for that same quantity based upon published index prices. Since we receive from our customers substantially the same floating index price from the sale of the underlying physical commodity, these transactions are designed to effectively lock-in the agreed fixed price in advance for the volumes hedged. In order to avoid having a greater volume hedged than our actual equity volumes, we typically limit our use of swaps to hedge the prices of less than our expected natural gas and NGL equity volumes. We utilize purchased puts (or floors) and calls (or caps) to hedge additional expected equity commodity volumes without creating volumetric risk. We may buy calls in connection with swap positions to create a price floor with upside. We intend to continue to manage our exposure to commodity prices in the future by entering into derivative transactions using swaps, collars, purchased puts (or floors), futures or other derivative instruments as market conditions permit.

When entering into new hedges, we intend to generally match the NGL product composition and the NGL and natural gas delivery points to those of our physical equity volumes. The NGL hedges cover specific NGL products based upon the expected equity NGL composition. We believe this strategy avoids uncorrelated risks resulting from employing hedges on crude oil or other petroleum products as “proxy” hedges of NGL prices. The natural gas and NGL hedges’ fair values are based on published index prices for delivery at various locations, which closely approximate the actual natural gas and NGL delivery points. A portion of our condensate sales are hedged using crude oil hedges that are based on the NYMEX futures contracts for West Texas Intermediate light, sweet crude.

A majority of these commodity price hedging transactions are typically documented pursuant to a standard International Swap Dealers Association form with customized credit and legal terms. The principal counterparties (or, if applicable, their guarantors) have investment grade credit ratings. Our payment obligations in connection with substantially all of these hedging transactions and any additional credit exposure due to a rise in natural gas and NGL prices relative to the fixed prices set forth in the hedges are secured by a first priority lien in the collateral securing the Partnership's senior secured indebtedness that ranks equal in right of payment with liens granted in favor of the Partnership's senior secured lenders. Absent federal regulations resulting from the Dodd-Frank Act, and as long as this first priority lien is in effect, we expect to have no obligation to post cash, letters of credit or other additional collateral to secure these hedges at any time, even if a counterparty's exposure to our credit increases over the term of the hedge as a result of higher commodity prices or because there has been a change in our creditworthiness. A purchased put (or floor) transaction does not expose our counterparties to credit risk, as we have no obligation to make future payments beyond the premium paid to enter into the transaction; however, we are exposed to the risk of default by the counterparty, which is the risk that the counterparty will not honor its obligation under the put transaction.

We also enter into commodity price hedging transactions using futures contracts on futures exchanges. Exchange traded futures are subject to exchange margin requirements, so we may have to increase our cash deposit due to a rise in natural gas and NGL prices. Unlike bilateral hedges, we are not subject to counterparty credit risks when using futures on futures exchanges.

During the years ended December 31, 2016, 2015 and 2014, our operating revenues increased (decreased) by \$40.1 million, \$74.0 million, and \$(9.6) million, respectively, as a result of transactions accounted for as derivatives. We account for derivatives designated as hedges that mitigate commodity price risk as cash flow hedges. Changes in fair value are deferred in OCI until the underlying hedged transactions settle. We also enter into derivative instruments to help manage other short-term commodity-related business risks. We have not designated these derivatives as hedges and record changes in fair value and cash settlements to revenues.

Our risk management position has moved from a net asset position of \$119.5 million at December 31, 2015 to a net liability position of \$53.3 million at December 31, 2016. The fixed prices we currently expect to receive on derivative contracts are below the aggregate forward prices for commodities related to those contracts, creating this net liability position.

As of December 31, 2016, we had the following derivative instruments that will settle during the years ending below:

Natural GAS

Instrument		Price				Fair Value	
Type	Index	\$/MMBtu	MMBtu/d			(In millions)	
			2017	2018	2019		
Gathering & Processing							
Swap	IF-Waha	2.93	87,900	-	-	(15.1)	
Swap	IF-Waha	2.71	-	57,900	-	(5.2)	
Swap	IF-Waha	2.87	-	-	29,683	1.7	
			87,900	57,900	29,683		
Swap	IF-PB	2.51	10,900	-	-	(3.3)	
Swap	IF-PB	2.51	-	10,900	-	(1.2)	
			10,900	10,900	-		
Swap	IF-PEPL	2.6835	16,000	-	-	(4.0)	
Swap	IF-PEPL	2.6835	-	16,000	-	(0.8)	
Swap	IF-PEPL	2.6835	-	-	16,000	0.8	
			16,000	16,000	16,000		
Swap	NG-NYMEX	4.11	18,082	-	-	2.8	
Call							
		Put Price	Call Price				
Collar	IF-Waha	3.00	3.67	7,500	-	-	(0.2)

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Collar	IF-Waha	3.25	4.20	-	1,849	-	0.0
				7,500	1,849	-	
		Call					
		Put Price	Price				
Collar	IF-PB	2.80	3.50	15,400	-	-	(0.7)
Collar	IF-PB	3.00	3.65	-	7,637	-	0.6
				15,400	7,637	-	
Basis Swap EP-PERMIAN (0.1444)				9,041	-	-	0.5
Basis Swap PEPL (0.3308)				9,041	-	-	(0.3)
Gathering & Processing total				173,864	94,286	45,683	(24.4)
Other (1)							
Swap	NG-NYMEX	3.1680		566	-	-	\$ 0.1
Basis Swap Various (0.1077)				54,137	-	-	(0.4)
Other total				54,703	-	-	\$ (0.3)
							\$ (24.7)

(1) Other includes derivative agreements entered into for the purpose of hedging future commodity purchases and sales in our Logistics and Marketing segment.
NGLs

Instrument		Price					Fair Value (In millions)
Type	Index	\$/gal	Bbl/d	2017	2018	2019	
Gathering & Processing							
Swap	C2-OPIS-MB	0.2697	3,407	-	-	-	(1.2)
Swap	C2-OPIS-MB	0.2752	-	-	1,868	-	(1.1)
Swap	C2-OPIS-MB	0.2959	-	-	-	1,210	(0.8)
Total			3,407	1,868	1,210		
Swap	C3-OPIS-MB	0.6649	3,908	-	-	-	(0.9)
Swap	C3-OPIS-MB	0.5540	-	-	1,750	-	(2.9)
Swap	C3-OPIS-MB	0.5540	-	-	-	1,750	(2.5)
Total			3,908	1,750	1,750		
Swap	IC4-OPIS-MB	0.8037	370	-	-	-	(0.4)
Swap	IC4-OPIS-MB	0.7750	-	-	120	-	(0.1)
Total			370	120	-		
Swap	NC4-OPIS-MB	0.7944	800	-	-	-	(0.7)
Swap	NC4-OPIS-MB	0.7725	-	-	300	-	(0.2)
Total			800	300	-		
Swap	C5-OPIS-MB	1.0976	1,150	-	-	-	(2.0)
Swap	C5-OPIS-MB	1.0400	-	-	650	-	(1.7)
Swap	C5-OPIS-MB	1.1020	-	-	-	409	(0.7)
Total			1,150	650	409		
Collar	C2-OPIS-MB	0.240	410	-	-	-	(0.1)
		Put Price	Call Price				
Collar	C3-OPIS-MB	0.570	380	-	-	-	(0.2)
		Put Price	Call Price				
Collar	C5-OPIS-MB	1.210	130	-	-	-	0.1
Collar	C5-OPIS-MB	1.230	-	-	32	-	0.0
Total			130	32	-		

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Gathering & Processing total			10,555	4,720	3,369	\$ (15.4)
Other (1)(2)						
Future	C2-OPIS-MB	0.2596	4,247	-	-	(2.1)
Future	C2-OPIS-MB	0.3021	-	959	-	(0.3)
Total			4,247	959	-	
Future	C3-OPIS-MB	0.5660	1,940	-	-	(4.5)
Future	NC4-OPIS-MB	0.9700	(68)	-	-	(0.0)
Put Price						
Option	C2-OPIS-MB	0.2694	548	-	-	0.1
Option	C2-OPIS-MB	0.2963	-	1,644	-	0.6
Total			548	1,644	-	
Other total			6,667	2,603	-	\$ (6.2)

Instrument Type	Price		Fair Value (In millions)		
	Index\$/gal	Bbl/d			
			2017	2018	2019
Gathering & Processing					
\$ (21.6)					

(1) Other includes derivative agreements entered into for the purpose of hedging future commodity purchases and sales in our Logistics and Marketing segment.

(2) The “Future” line items are comprised of futures transactions entered into on both the Intercontinental Exchange (“ICE”) and Chicago Mercantile Exchange (“CME”).

CONDENSATE

Instrument Type	Index	Price		Bbl/d			Fair Value (In millions)
		\$/Bbl					
Gathering & Processing							
Swap	WTI-NYMEX	55.46		2,270	-	-	(0.7)
Swap	WTI-NYMEX	48.61		-	1,770	-	(5.0)
Swap	WTI-NYMEX	52.26		-	-	643	(0.9)
				2,270	1,770	643	
		Put Price	Call Price				
Collar	WTI-NYMEX	54.04	64.09	1,380	-	-	0.8
Collar	WTI-NYMEX	49.76	58.50	-	691	-	(0.5)
Collar	WTI-NYMEX	48.00	56.25	-	-	590	(0.7)
				1,380	691	590	
Total				3,650	2,461	1,233	
							(7.0)

These contracts may expose us to the risk of financial loss in certain circumstances. Generally, our hedging arrangements provide us protection on the hedged volumes if prices decline below the prices at which these hedges are set. If prices rise above the prices at which they have been hedged, we will receive less revenue on the hedged volumes than we would receive in the absence of hedges (other than with respect to purchased calls). For derivative instruments not designated as cash flow hedges, these contracts are marked-to-market and recorded in revenues.

We account for the fair value of our financial assets and liabilities using a three-tier fair value hierarchy, which prioritizes the significant inputs used in measuring fair value. These tiers include: Level 1, defined as observable

inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. We determine the value of our derivative contracts utilizing a discounted cash flow model for swaps and a standard option pricing model for options, based on inputs that are readily available in public markets. For the contracts that have inputs from quoted prices, the classification of these instruments is Level 2 within the fair value hierarchy. For those contracts which we are unable to obtain quoted prices for at least 90% of the full term of the commodity contract, the valuations are classified as Level 3 within the fair value hierarchy. See Note 16 - Fair Value Measurements in this Annual Report for more information regarding classifications within the fair value hierarchy.

Interest Rate Risk

We are exposed to the risk of changes in interest rates, primarily as a result of variable rate borrowings under the TRC Revolver, the TRP Revolver and the Securitization Facility. As of December 31, 2016, we do not have any interest rate hedges. However, we may enter into interest rate hedges in the future with the intent to mitigate the impact of changes in interest rates on cash flows. To the extent that interest rates increase, interest expense for the TRC Revolver, TRP Revolver and the Securitization Facility will also increase. As of December 31, 2016, the Partnership had \$425.0 million in outstanding variable rate borrowings under the TRP Revolver and Securitization Facility, and we had outstanding variable rate borrowings of \$275.0 million under the TRC Revolver and \$160.0 million under our term loan facility. A hypothetical change of 100 basis points in the interest rate of our variable rate debt would impact the Partnership's annual interest expense by \$4.3 million and our consolidated annual interest expense by \$8.6 million.

Counterparty Credit Risk

We are subject to risk of losses resulting from nonpayment or nonperformance by our counterparties. The credit exposure related to commodity derivative instruments is represented by the fair value of the asset position (i.e. the fair value of expected future receipts) at the reporting date. Our futures contracts have limited credit risk since they are cleared through an exchange and are margined daily. Should the creditworthiness of one or more of the counterparties decline, our ability to mitigate nonperformance risk is limited to a counterparty agreeing to either a voluntary termination and subsequent cash settlement or a novation of the derivative contract to a third party. In the event of a counterparty default, we may sustain a loss and our cash receipts could be negatively impacted. We have master netting provisions in the International Swap Dealers Association agreements with all our derivative counterparties. These netting provisions allow us to net settle asset and liability positions with the same counterparties within the same Targa entity, and would reduce our maximum loss due to counterparty credit risk by \$21.9 million as of December 31, 2016. The range of losses attributable to our individual counterparties would be between \$1.3 million and \$3.8 million, depending on the counterparty in default.

Customer Credit Risk

We extend credit to customers and other parties in the normal course of business. We have an established policy and various procedures to manage our credit exposure risk, including initial and subsequent credit risk analyses, credit limits and terms and credit enhancements when necessary. We use credit enhancements including (but not limited to) letters of credit, prepayments, parental guarantees and rights of offset to limit credit risk to ensure that our established credit criteria are followed and financial loss is mitigated or minimized.

We have an active credit management process, which is focused on controlling loss exposure to bankruptcies or other liquidity issues of counterparties. If an assessment of uncollectible accounts resulted in a 1% reduction of our third-party accounts receivable as of December 31, 2016, our operating income would decrease by \$6.7 million in the year of the assessment.

Item 8. Financial Statements and Supplementary Data.

Our “Consolidated Financial Statements”, together with the report of our independent registered public accounting firm begin on page F-1 in this Annual Report.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the design and effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as of the end of the period covered in this Annual Report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer

have concluded that, as of December 31, 2016, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and (ii) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure because of the material weakness in our internal control over financial reporting as discussed below.

Internal Control Over Financial Reporting

(a) Management's Report on Internal Control Over Financial Reporting

Our Management's Report on Internal Control Over Financial Reporting is included on page F-2 of this Annual Report, which is incorporated herein by reference. Management concluded that our internal control over financial reporting was not effective as of December 31, 2016, because of the material weakness described in Management's Report on Internal Control Over Financial Reporting.

(b) Remediation Plans

In response to the material weakness identified in our Form 10-Q for the period ended September 30, 2016, we developed a plan for remediation that consists of the following elements:

- Performing an independent detailed review and re-performance of key elements of the interim tax provision calculation and entries to provide additional assurance that clerical errors are detected, and that detailed reviews already required under our controls and procedures are performed timely and effectively.
- Incorporating into our process a formal interim tax provision checklist designed to ensure that we identify and appropriately address unusual and infrequently occurring circumstances requiring special consideration under GAAP applicable to interim income taxes.
- Conducting formal reviews with financial and tax executive management to provide enhanced transparency and to facilitate an assessment of appropriateness of the estimated annual effective tax rate utilized in the preparation of interim income tax provisions.

We will have the opportunity to test the operational effectiveness of the revised controls and procedures in conjunction with the preparation of our interim financial statements during 2017.

(c) Changes in Internal Control Over Financial Reporting

In our Form 10-K for the year ended December 31, 2015, we identified and disclosed a material weakness in our controls over the valuation of certain assets in the Atlas mergers. Specifically, we did not have adequate controls in place over our review procedures associated with the development and application of inputs, assumptions, and calculations used in cash flow-based fair value measurements associated with business combinations, thus they did not operate as designed and at an appropriate level of detail commensurate with our financial reporting requirements. To remediate the material weakness, we implemented formal processes covering the development, application and review of inputs, assumptions, and calculations used in cash flow-based value measurements. We tested our formal processes in conjunction with developing our cash flow estimates necessary for our annual goodwill impairment evaluation in the fourth quarter of fiscal 2016. We successfully completed the testing necessary to conclude that this material weakness has been remediated.

There have been no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Our executive officers listed below serve in the same capacity for the general partner and devote their time as needed to conduct the business and affairs of both the Company and the Partnership. Because the Company's only cash-generating assets are direct and indirect partnership interests in the Partnership, we expect that our executive officers will devote a substantial majority of their time to the Partnership's business and affairs. We expect the amount of time that our executive officers devote to the Company's business and affairs as opposed to the Partnership's business and affairs in future periods will not be substantial unless significant changes are made to the nature of the Company's business.

Our directors hold office until the earlier of their death, resignation, removal or disqualification or until their successors have been elected and qualified. Officers serve at the discretion of the board of directors. There are no family relationships among any of our directors or executive officers. The following table sets forth certain information with respect to our directors, executive officers and other officers as of February 17, 2017:

Name	Age	Position
Joe Bob Perkins	56	Chief Executive Officer and Director
James W. Whalen	75	Executive Chairman of the Board and Director
Michael A. Heim	68	Vice Chairman of the Board and Director
Jeffrey J. McParland	62	President-Finance and Administration
Paul W. Chung	56	Executive Vice President, General Counsel and Secretary
Matthew J. Meloy	39	Executive Vice President and Chief Financial Officer
John R. Sparger	63	Senior Vice President and Chief Accounting Officer
D. Scott Pryor	54	Executive Vice President – Logistics and Marketing
Patrick J. McDonie	56	Executive Vice President – Southern Field Gathering and Processing
Dan C. Middlebrooks	60	Executive Vice President – Northern Field Gathering and Processing
Clark White	57	Executive Vice President – Engineering and Operations
Rene R. Joyce	69	Director
Charles R. Crisp	69	Director
Chris Tong	60	Director
Ershel C. Redd Jr.	69	Director
Laura C. Fulton	53	Director
Waters S. Davis, IV	63	Director
Robert B. Evans	68	Director

Joe Bob Perkins has served as Chief Executive Officer and director of the Company and the General Partner since January 1, 2012. Mr. Perkins previously served as President of the Company between the date of its formation on October 27, 2005 and December 31, 2011 and of the General Partner between October 2006 and December 31, 2011. He also served as President of predecessor companies from 2003 through 2005. Mr. Perkins was an independent consultant in the energy industry from 2002 through 2003 and was an active partner in an outdoor advertising firm during a portion of such time period. Mr. Perkins served as President and Chief Operating Officer for the Wholesale Businesses, Wholesale Group and Power Generation Group of Reliant Resources, Inc. and its parent/predecessor companies, from 1998 to 2002 and Vice President, Corporate Planning and Development, of Houston Industries from 1996 to 1998. He served as Vice President, Business Development, of Coral Energy Holding,

L.P. (“Coral”) from 1995 to 1996 and as Director, Business Development, of Tejas Gas Corporation (“Tejas”) from 1994 to 1995. Prior to 1994, Mr. Perkins held various positions with the consulting firm of McKinsey & Company and with an exploration and production company. Mr. Perkins’ intimate knowledge of all facets of the Company, derived from his service as President from its founding through 2011 and his current service as Chief Executive Officer and director, coupled with his broad experience in the oil and gas industry, and specifically in the midstream sector, his engineering and business educational background and his experience with the investment community enable Mr. Perkins to provide a valuable and unique perspective to the board on a range of business and management matters.

James W. Whalen has served as Executive Chairman of the Board of the Company and the General Partner since January 1, 2015. Mr. Whalen has also served as a director of the Company since its formation on October 27, 2005 and of the General Partner since February 2007. He also served as director of an affiliate of the Company during 2004 and 2005. Mr. Whalen previously served as Advisor to Chairman and CEO of the Company and the General Partner between January 1, 2012 and December 31, 2014. He served as Executive Chairman of the Board of the Company between October 25, 2010 and December 31, 2011 and of the General Partner between December 15, 2010 and December 31, 2011. He also served as President-Finance and Administration of the Company between January 2006 and October 2010 and the General Partner between October 2006 and December 2010 and for various Targa subsidiaries since November 2005. Between October 2002 and October 2005, Mr. Whalen served as the Senior Vice President and

Chief Financial Officer of Parker Drilling Company. Between January 2002 and October 2002, he was the Chief Financial Officer of Diversified Diagnostic Products, Inc. He served as Chief Commercial Officer of Coral from February 1998 through January 2000. Previously, he served as Chief Financial Officer for Tejas from 1992 to 1998. Mr. Whalen brings a breadth and depth of experience as an executive, board member, and audit committee member across several different companies and in energy and other industry areas. His valuable management and financial expertise includes an understanding of the accounting and financial matters that the Company and industry address on a regular basis.

Michael A. Heim has served as a director of the Company since March 1, 2016 and Vice Chairman of the Board since March 11, 2016. He has also served as a director and Vice Chairman of the Board of the General Partner since November 12, 2015. Mr. Heim previously served as President and Chief Operating Officer of the Company and the General Partner between January 1, 2012 and November 12, 2015. Mr. Heim previously served as Executive Vice President and Chief Operating Officer of the Company between the date of its formation on October 27, 2005 and December 2011 and of the General Partner between October 2006 and December 2011. He also served as an officer of an affiliate of the Company during 2004 and 2005 and was a consultant for the affiliate during 2003. Mr. Heim also served as a consultant in the energy industry from 2001 through 2003 providing advice to various energy companies and investors regarding their operations, acquisitions and dispositions. Mr. Heim served as Chief Operating Officer and Executive Vice President of Coastal Field Services, a subsidiary of The Coastal Corp. (“Coastal”) a diversified energy company, from 1997 to 2001 and President of Coastal States Gas Transmission Company from 1997 to 2001. In these positions, he was responsible for Coastal’s midstream gathering, processing, and marketing businesses. Prior to 1997, he served as an officer of several other Coastal exploration and production, marketing and midstream subsidiaries.

Jeffrey J. McParland has served as President — Finance and Administration of the Company since October 25, 2010 and of the General Partner since December 15, 2010. He also served as Executive Vice President and Chief Financial Officer of the Company between October 27, 2005 and October 25, 2010. He also served as an officer of an affiliate of the Company during 2004 and 2005 and was a consultant for the affiliate during 2003. He served as Executive Vice President and Chief Financial Officer of the General Partner between October 2006 and December 15, 2010 and served as a director of the General Partner from October 2006 to February 2007. Mr. McParland served as Treasurer of the Company from October 27, 2005 until May 2007 and of the General Partner from October 2006 until May 2007. Mr. McParland served as Senior Vice President, Finance of Dynegy Inc., a company engaged in power generation, the midstream natural gas business and energy marketing, from 2000 to 2002. In this position, he was responsible for corporate finance and treasury operations activities. He served as Senior Vice President, Chief Financial Officer and Treasurer of PG&E Gas Transmission, a midstream natural gas and regulated natural gas pipeline company, from 1999 to 2000. Prior to 1999, he worked in various engineering and finance positions with companies in the power generation and engineering and construction industries.

Paul W. Chung has served as Executive Vice President, General Counsel and Secretary of the Company since its formation on October 27, 2005 and of the General Partner since October 2006. He also served as an officer of an affiliate of the Company during 2004 and 2005. Mr. Chung served as Executive Vice President and General Counsel of Coral from 1999 to April 2004; Shell Trading North America Company, a subsidiary of Shell Oil Company (“Shell”), from 2001 to April 2004; and Coral Energy, LLC from 1999 to 2001. In these positions, he was responsible for all legal and regulatory affairs. He served as Vice President and Assistant General Counsel of Tejas from 1996 to 1999. Prior to 1996, Mr. Chung held a number of legal positions with different companies, including the law firm of Vinson & Elkins L.L.P.

Matthew J. Meloy has served as Executive Vice President and Chief Financial Officer of the Company and the General Partner since May 2015. He also served as Treasurer of the Company and the General Partner until December 2015. Mr. Meloy previously served as Senior Vice President, Chief Financial Officer and Treasurer of the

Company since October 25, 2010 and of the General Partner since December 15, 2010. He also served as Vice President — Finance and Treasurer of the Company between April 2008 and October 2010, and as Director, Corporate Development of the Company between March 2006 and March 2008 and of the General Partner between March 2006 and March 2008. He has served as Vice President — Finance and Treasurer of the General Partner between April 2008 and December 15, 2010. Mr. Meloy was with The Royal Bank of Scotland in the structured finance group, focusing on the energy sector from October 2003 to March 2006, most recently serving as Assistant Vice President.

John R. Sparger has served as Senior Vice President and Chief Accounting Officer of the Company since January 2006 and of the General Partner since October 2006. Mr. Sparger served as Vice President, Internal Audit of the Company between October 2005 and January 2006. He also served as an officer of an affiliate of the Company during 2004 and 2005. Mr. Sparger served as a consultant in the energy industry from 2002 through September 2004, providing advice to various energy companies and entities regarding processes, systems, accounting and internal controls. Prior to 2002, he worked in various accounting and administrative positions with companies in the energy industry, audit and consulting positions in public accounting and consulting positions with a large international consulting firm.

D. Scott Pryor, has served as Executive Vice President – Logistics and Marketing of the Company and the General Partner since November 12, 2015. Mr. Pryor previously served as Senior Vice President – NGL Logistics & Marketing of Targa Resources Operating LLC (“Targa Operating”) and various other subsidiaries of the Partnership between June 2014 and November 2015. He also served as Vice President of Targa Operating between July 2011 and May 2014 and has held officer positions with other Partnership subsidiaries since 2005.

Patrick J. McDonie, has served as Executive Vice President – Southern Field Gathering and Processing of the Company and the General Partner since November 12, 2015. Mr. McDonie previously served as President of Atlas Pipeline Partners GP LLC (“Atlas”), which was acquired by the Partnership on February 28, 2015, between October 2013 and February 2015. He also served as Chief Operating Officer of Atlas between July 2012 and October 2013 and as Senior Vice President of Atlas between July 2012 and October 2013. He served as President of ONEOK Energy Services Company, a natural gas transportation, storage, supplier and marketing company between May 2008 and July 2012.

Dan C. Middlebrooks, has served as Executive Vice President – Northern Field Gathering and Processing of the Company and the General Partner since November 12, 2015. Mr. Middlebrooks previously served as Senior Vice President – Field G&P of Targa Operating and various other subsidiaries of the Partnership between June 2014 and November 2015. He also served as Vice President – Supply and Business Development of various subsidiaries of Targa Operating between June 2010 and May 2014 and has held officer positions with other Partnership subsidiaries since 2008.

Clark White, has served as Executive Vice President – Engineering and Operations of the Company and the General Partner since November 12, 2015. Mr. White previously served as Senior Vice President – Field G&P of Targa Operating and various other subsidiaries of the Partnership between June 2014 and November 2015. He also served as Vice President of Targa Operating between July 2011 and May 2014 and has held officer positions with other Partnership subsidiaries since 2003.

Rene R. Joyce has served as a director of the Company since its formation on October 27, 2005 and of the General Partner since October 2006. Mr. Joyce previously served as Executive Chairman of the Board of the General Partner between January 1, 2012 and December 31, 2014. He also served as Chief Executive Officer of the Company between October 27, 2005 and December 31, 2011 and the General Partner between October 2006 and December 31, 2011. He also served as an officer and director of an affiliate of the Company during 2004 and 2005 and was a consultant for the affiliate during 2003. He also served as a member of the supervisory directors of Core Laboratories N.V. until May 2013. Mr. Joyce served as a consultant in the energy industry from 2000 through 2003 providing advice to various energy companies and investors regarding their operations, acquisitions and dispositions. Mr. Joyce served as President of onshore pipeline operations of Coral Energy, LLC, a subsidiary of Shell Oil from 1998 through 1999 and President of energy services of Coral, a subsidiary of Shell which was the gas and power marketing joint venture between Shell and Tejas, during 1999. Mr. Joyce served as President of various operating subsidiaries of Tejas, a natural gas pipeline company, from 1990 until 1998 when Tejas was acquired by Shell. As the founding Chief Executive Officer of the Company, Mr. Joyce brings deep experience in the midstream business, expansive knowledge of the oil and gas industry, as well as relationships with chief executives and other senior management at peer companies, customers and other oil and natural gas companies throughout the world. His experience and industry knowledge, complemented by an engineering and legal educational background, enable Mr. Joyce to provide the board with executive council on the full range of business, technical, and professional matters.

Charles R. Crisp has served as a director of the Company since its formation on October 27, 2005 and of the General Partner since March 1, 2016. He also served as a director of an affiliate of the Company during 2004 and 2005. Mr. Crisp was President and Chief Executive Officer of Coral Energy, LLC, a subsidiary of Shell from 1999 until his retirement in November 2000, and was President and Chief Operating Officer of Coral from January 1998 through

February 1999. Prior to this, Mr. Crisp served as President of the power generation group of Houston Industries and, between 1988 and 1996, as President and Chief Operating Officer of Tejas. Mr. Crisp is also a director of Southern Company Gas (formerly known as AGL Resources Inc.), a subsidiary of The Southern Company, EOG Resources Inc. and Intercontinental Exchange Inc. Mr. Crisp brings extensive energy experience, a vast understanding of many aspects of our industry and experience serving on the boards of other public companies in the energy industry. His leadership and business experience and deep knowledge of various sectors of the energy industry bring a crucial insight to the board of directors.

Chris Tong has served as a director of the Company since January 2006 and of the General Partner since March 1, 2016. Mr. Tong is a director of Kosmos Energy Ltd. He also served as a director of Cloud Peak Energy Inc. from October 2009 until May 2012. He served as Senior Vice President and Chief Financial Officer of Noble Energy, Inc. from January 2005 until August 2009. He also served as Senior Vice President and Chief Financial Officer for Magnum Hunter Resources, Inc. from August 1997 until December 2004. Prior thereto, he was Senior Vice President of Finance of Tejas Acadian Holding Company and its subsidiaries, including Tejas Gas Corp., Acadian Gas Corporation and Transok, Inc., all of which were wholly-owned subsidiaries of Tejas Gas Corporation. Mr. Tong held these positions from August 1996 until August 1997, and had served in other treasury positions with Tejas since August 1989. Mr. Tong brings a breadth and depth of experience as a chief financial officer in the energy industry, a financial

executive, a director of other public companies and a member of other audit committees. He brings significant financial, capital markets and energy industry experience to the board and in his position as the chairman of our Audit Committee.

Ershel C. Redd Jr. has served as a director of the Company since February 2011 and of the General Partner since March 1, 2016. Mr. Redd has served as a consultant in the energy industry since 2008 providing advice to various energy companies and investors regarding their operations, acquisitions and dispositions. Mr. Redd was President and Chief Executive Officer of El Paso Electric Company, a public utility company, from May 2007 until March 2008. Prior to this, Mr. Redd served in various positions with NRG Energy, Inc., a wholesale energy company, including as Executive Vice President – Commercial Operations from October 2002 through July 2006, as President – Western Region from February 2004 through July 2006, and as a director between May 2003 and December 2003. Mr. Redd served as Vice President of Business Development for Xcel Energy Markets, a unit of Xcel Energy Inc., from 2000 through 2002, and as President and Chief Operating Officer for New Century Energy's (predecessor to Xcel Energy Inc.) subsidiary, Texas Ohio Gas Company, from 1997 through 2000. Mr. Redd brings to the Company extensive energy industry experience, a vast understanding of varied aspects of the energy industry and experience in corporate performance, marketing and trading of natural gas and natural gas liquids, risk management, finance, acquisitions and divestitures, business development, regulatory relations and strategic planning. His leadership and business experience and deep knowledge of various sectors of the energy industry bring a crucial insight to the board of directors.

Laura C. Fulton has served as a director of the Company since February 26, 2013 and of the General Partner since March 1, 2016. Ms. Fulton has served as the Chief Financial Officer of Hi-Crush Proppants LLC since April 2012 and Hi-Crush GP LLC, the general partner of Hi-Crush Partners LP, since May 2012. From March 2008 to October 2011, Ms. Fulton served as Executive Vice President, Accounting and then Executive Vice President, Chief Financial Officer of AEI Services, LLC ("AEI"), an owner and operator of essential energy infrastructure assets in emerging markets. Prior to AEI, Ms. Fulton spent 12 years with Lyondell Chemical Company in various capacities, including as general auditor responsible for internal audit and the Sarbanes-Oxley certification process, and as the assistant controller. Prior to that, she spent 11 years with Deloitte & Touche in public accounting, with a focus on audit and assurance. As a chief financial officer, general auditor and external auditor, Ms. Fulton brings to the company extensive financial, accounting and compliance process experience. Ms. Fulton's experience as a financial executive in the energy industry, including her current position with a master limited partnership, also brings industry and capital markets experience to the board.

Waters S. Davis, IV has served as director of the Company since July 2015 and of the General Partner since March 1, 2016. Mr. Davis has served as President of National Christian Foundation, Houston since July 2014. Mr. Davis was Executive Vice President of NuDevco LLC from December 2009 to December 2013. Prior to his employment with NuDevco, he served as President of Reliant Energy Retail Services from June 1999 to January 2002 and as Executive Vice President of Spark Energy from April 2007 to November 2009. He previously served as a senior executive at a number of private companies and as an advisor to a private equity firm, providing operational and strategic guidance. Mr. Davis also serves as a director of Milacron Holdings Corp. Mr. Davis brings expertise in the retail energy, midstream and services industries, which enhances his contributions to the board of directors.

Robert B. Evans has served as a director of the Company since March 1, 2016 and of the General Partner since February 2007. Mr. Evans is also a director of New Jersey Resources Corporation, Sprague Resources GP LLC and One Gas, Inc. Mr. Evans was the President and Chief Executive Officer of Duke Energy Americas, a business unit of Duke Energy Corp., from January 2004 until his retirement in March 2006. Mr. Evans served as the transition executive for Energy Services, a business unit of Duke Energy, during 2003. Mr. Evans also served as President of Duke Energy Gas Transmission beginning in 1998 and was named President and Chief Executive Officer in 2002. Prior to his employment at Duke Energy, Mr. Evans served as Vice President of marketing and regulatory affairs for

Texas Eastern Transmission and Algonquin Gas Transmission from 1996 to 1998. Mr. Evans' extensive experience in the gas transmission and energy services sectors enhances the knowledge of the board in these areas of the oil and gas industry. As a former President and CEO of various operating companies, his breadth of executive experiences is applicable to many of the matters routinely facing the Partnership.

Board of Directors

Our board of directors consists of ten members. The board reviewed the independence of our directors using the independence standards of the NYSE and, based on this review, determined that Messrs. Crisp, Evans, Redd, Tong and Davis and Ms. Fulton are independent within the meaning of the NYSE listing standards currently in effect.

Our directors are divided into three classes serving staggered three-year terms. Class I, Class II and Class III directors will serve until our annual meetings of stockholders in 2017, 2018 and 2019, respectively. The Class I directors are Messrs. Crisp, Heim and Whalen and Ms. Fulton the Class II directors are Messrs. Evans, Redd, and Perkins and the Class III directors are Messrs. Tong, Joyce and Davis. At each annual meeting of stockholders, directors will be elected to succeed the class of directors whose terms have expired. This classification of our board of directors could have the effect of increasing the length of time necessary to change the composition of a majority of the board of directors. In general, at least two annual meetings of stockholders will be necessary for stockholders to effect a change in a majority of the members of the board of directors.

Committees of the Board of Directors

Our board of directors has three standing committees - an Audit Committee, a Compensation Committee and a Nominating and Governance Committee - and may have such other committees as the board of directors shall determine from time to time. Each of the standing committees of the board of directors has the composition and responsibilities described below.

Audit Committee

The members of our Audit Committee are Messrs. Tong and Redd and Ms. Fulton. Mr. Tong is the Chairman of this committee. Our board of directors has affirmatively determined that Messrs. Tong and Redd and Ms. Fulton are independent as described in the rules of the NYSE and the Exchange Act. Our board of directors has also determined that, based upon relevant experience, Mr. Tong is an “audit committee financial expert” as defined in Item 407 of Regulation S-K of the Exchange Act.

This committee oversees, reviews, acts on and reports on various auditing and accounting matters to our board of directors, including: the selection of our independent accountants, the scope of our annual audits, fees to be paid to the independent accountants, the performance of our independent accountants and our accounting practices. In addition, the Audit Committee oversees our compliance programs relating to legal and regulatory requirements. We have adopted an Audit Committee charter defining the committee’s primary duties in a manner consistent with the rules of the SEC and NYSE or market standards.

Compensation Committee

The members of our Compensation Committee are Messrs. Crisp, Davis and Evans. Mr. Davis is the Chairman of this committee. This committee establishes salaries, incentives and other forms of compensation for officers and other employees. Our Compensation Committee also administers our incentive compensation and benefit plans. We have adopted a Compensation Committee charter defining the committee’s primary duties in a manner consistent with the rules of the SEC and NYSE or market standards.

In May 2016, the Compensation Committee considered the independence of BDO USA, LLP (“BDO”), our compensation consultant, in light of new SEC rules and the NYSE listing standards. The Compensation Committee requested and received a letter from BDO addressing the consulting firm’s independence, including the following factors:

- ◆ Other services provided to us by BDO;
- ◆ Fees paid by us as a percentage of BDO total revenue;
- ◆ Policies or procedures maintained by BDO that are designed to prevent a conflict of interest;
- ◆ Any business or personal relationships between the individual consultants involved in the engagement and members of the Compensation Committee;
- ◆ Any stock of the Company owned by the individual consultants involved in the engagement; and
- ◆ Any business or personal relationships between our executive officers and BDO or the individual consultants involved in the engagement.

The Compensation Committee discussed these considerations and concluded that the work of BDO did not raise any conflict of interest.

Nominating and Governance Committee

The members of our Nominating and Governance Committee are Messrs. Crisp, Tong and Davis. Mr. Crisp is the Chairman of this committee. This committee identifies, evaluates and recommends qualified nominees to serve on our board of directors, develops and oversees our internal corporate governance processes and maintains a management succession plan. We have adopted a Nominating and Governance Committee charter defining the committee's primary duties in a manner consistent with the rules of the SEC and NYSE or market standards.

In evaluating director candidates, the Nominating and Governance Committee assesses whether a candidate possesses the integrity, judgment, knowledge, experience, skills and expertise that are likely to enhance the board's ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the board to fulfill their duties.

Corporate Governance

Code of Business Conduct and Ethics

Our board of directors has adopted a Code of Ethics For Chief Executive Officer and Senior Financial Officers (the "Code of Ethics"), which applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller and all of our other senior financial and accounting officers, and our Code of Conduct (the "Code of Conduct"), which applies to our and our subsidiaries' officers, directors and employees. In accordance with the disclosure requirements of applicable law or regulation, we intend to disclose any amendment to, or waiver from, any provision of the Code of Ethics or Code of Conduct under Item 5.05 of a current report on Form 8-K.

Available Information

We make available, free of charge within the "Corporate Governance" section of our website at <http://www.targaresources.com> and in print to any stockholder who so requests, our Corporate Governance Guidelines, Code of Ethics, Code of Conduct, Audit Committee Charter, Compensation Committee charter and Nominating and Governance Committee charter. Requests for print copies may be directed to: Investor Relations, Targa Resources Corp., 1000 Louisiana, Suite 4300, Houston, Texas 77002 or made by telephone by calling (713) 584-1000. The information contained on or connected to, our internet website is not incorporated by reference into this Annual Report and should not be considered part of this or any other report that we file with or furnish to the SEC.

Corporate Governance Guidelines

Our board of directors has adopted corporate governance guidelines in accordance with the corporate governance rules of the NYSE.

Executive Sessions of Non-Management Directors

Our non-management directors meet in executive session without management participation at regularly scheduled executive sessions. These meetings are chaired by Mr. Crisp.

Interested parties may communicate directly with our non-management directors by writing to: Non-Management Directors, Targa Resources Corp., 1000 Louisiana, Suite 4300, Houston, Texas 77002.

Section 16(a) Beneficial Ownership Reporting Compliance

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Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and 10% stockholders to file with the SEC reports of ownership and changes in ownership of our equity securities. Based solely upon a review of the copies of the Form 3, 4 and 5 reports furnished to us and certifications from our directors and executive officers, we believe that during 2016, all of our directors, executive officers and beneficial owners of more than 10% of our common units complied with Section 16(a) filing requirements applicable to them.

Item 11. Executive Compensation.

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis (“CD&A”) contains statements regarding our compensation programs and our executive officers’ business priorities related to our compensation programs and target payouts under the programs. These business priorities are disclosed in the limited context of our compensation programs and should not be understood to be statements of management’s expectations or estimates of results or other guidance.

Overview

Compensatory arrangements with our executive officers identified in the Summary Compensation Table (“named executive officers”) are approved by the Compensation Committee of our Board of Directors (the “Compensation Committee”). For 2016, our named executive officers were:

Name	Position During 2016
Joe Bob Perkins	Chief Executive Officer
Michael A. Heim	Vice Chairman of the Board
Jeffrey J. McParland	President—Finance and Administration
Paul W. Chung	Executive Vice President, General Counsel and Secretary
Matthew J. Meloy	Executive Vice President and Chief Financial Officer

Our main source of cash flow is from our interests in the Partnership, and our named executive officers also served as executive officers of its General Partner during 2016. The named executive officers devote their time as needed to the conduct of our business and affairs and the conduct of the Partnership’s business and affairs. Immediately prior to completion of the merger pursuant to which the Company acquired all of the Partnership common units not already owned by it (the “Buy-In Transaction”) on February 17, 2016, the Company owned an 8.8% interest in the Partnership, including the 2% General Partner interest, and was the indirect parent of the General Partner. Following completion of the Buy-In Transaction, the Partnership’s common units ceased to be publicly traded.

The compensation information described in this CD&A and contained in the tables that follow reflects all compensation received by our named executive officers for the services they provide to us and for the services they provide to the General Partner and the Partnership for the years indicated. For 2016, all decisions regarding named executive officer compensation were made by the Compensation Committee. During 2016, the Partnership reimbursed us and our affiliates for the compensation of our named executive officers pursuant to the Partnership’s partnership agreement. See “—Transactions with Related Persons—Reimbursement of Operating and General and Administrative Expense” for additional information regarding the Partnership’s reimbursement obligations.

The Compensation Committee believes that the actions it has taken to govern compensation in a responsible way as described in this CD&A and the Company’s performance over its trading history demonstrate that our compensation programs are structured to pay reasonable amounts for performance based on our understanding of the markets in which we compete for executive talent and the returns our shareholders have realized.

We held our last advisory say on pay vote regarding executive compensation at our 2014 Annual Meeting. At that meeting, more than 99% of the votes cast by our shareholders approved the compensation paid to our named executive officers as described in the CD&A and the other related compensation tables and disclosures contained in our Proxy

Statement filed with the SEC on April 7, 2014. The Board of Directors and the Compensation Committee reviewed the results of this vote and concluded that, with this level of support, no changes to our compensation design and philosophy needed to be considered as a result of the say on pay vote. In accordance with the preference expressed by our shareholders to conduct an advisory vote on executive compensation every three years, the next advisory vote will occur this year at the 2017 Annual Meeting. At the 2017 Annual Meeting, our shareholders will also have the opportunity to vote on the frequency of future advisory votes on executive compensation. See “Item 3—Advisory Vote on Executive Compensation” and “Item 4—Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of our Named Executive Officers” for further information.

Summary of Key Strategic Results

As noted above, our main source of cash flow is from our general and limited partner interests and, prior to completion of the Buy-In Transaction, our incentive distribution rights in the Partnership. As described in “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” in our Annual Report on Form 10-K, our 2016 strategic and operational accomplishments and our 2016 financial results (including the financial results of the Partnership on a consolidated basis) demonstrate the performance of

our businesses through the industry downturn, which, along with our ongoing growth capital expenditure programs, have allowed us to increase both our business scale and diversity. In summary, some of our more significant financial, operational and strategic highlights in 2016 included:

- Excellent execution across our businesses, despite a commodity price environment substantially below expectations, with Company Adjusted EBITDA of \$1.065 billion, Field G&P and export volumes essentially flat to 2015 and at or above public guidance, and dividend coverage that achieved public guidance;
- Excellent execution on 2016 growth capital expenditures of approximately \$506 million for expansion projects completed or on track to be completed on time and near budget;
- Continued development of our potential future expansion project portfolio;
- Excellent financial execution including capital raising and balance sheet and liquidity management while funding growth expenditures and maintaining dividend per share; and
- A continued strong track record and performance regarding safety, including industry safety recognition in 2016, although less than satisfactory performance with respect to maintaining adequate internal controls, and strong compliance performance in all other aspects of our business, including environmental and regulatory compliance.

See “—Components of Executive Compensation Program for Fiscal 2016—Annual Incentive Bonus” for further discussion of certain of these summary highlights. Please also see our Annual Report on Form 10-K for the year ended December 31, 2016 for a reconciliation of Adjusted EBITDA to net income and net cash provided by operating activities.

As we enter 2017, our industry continues to be significantly impacted by low crude oil, natural gas and NGL prices. In this period of commodity price uncertainty, we have adapted our business strategies to preserve liquidity and financial strength. We believe the Buy-In Transaction, which was completed on February 17, 2016, and other financial measures completed during 2016, including the private placement of the Series A Preferred Stock by the Company, the senior notes offerings by the Partnership and the amendment and extension of the Partnership’s credit facility, have already provided immediate benefits and will provide long-term benefits to the Company’s and the Partnership’s investors, and best positions the combined companies to manage successfully through the current commodity price environment with an improved coverage and credit profile, simplified corporate structure and lower cost of capital.

Summary of 2016 and 2017 Compensation Decisions

While the compensation arrangements for our named executive officers during fiscal 2016 remained substantially similar to those in place during fiscal 2015, specific compensatory actions in 2016 included the following:

- **2016 Annual Bonus Pool and NEO Awards Paid in a Combination of Stock and Cash.** Even though our overall performance of the 2016 business priorities significantly exceeded expectations for the year (as was the case for 2015), in light of the challenging industry conditions in 2016 and early 2017 and continued uncertainty in the market, the bonus pool was funded at 125% of target under the 2016 Bonus Plan. In connection with this approval and our current focus on reducing cash expenses, the Compensation Committee approved settlement of the 2016 bonuses in a combination of cash and restricted stock unit awards, instead of all-cash bonuses, for all Company officers including the named executive officers. The restricted stock unit awards will vest in full three years after the date of grant of the award, subject to continued employment of the officers through that date. See “—Components of Executive Compensation Program for Fiscal 2016—Annual Incentive Bonus” for additional information.
- **No Changes to NEO Compensation Levels (Except for Mr. Meloy).** In the context of the difficult industry environment, the Compensation Committee approved management’s recommendations for no changes to the base salaries, target bonus percentages and long-term equity incentive award opportunities for the named executive officers for 2016, other than Mr. Meloy. The changes to Mr. Meloy’s compensation were made consistent with a multi-year phased transition to bring his total direct compensation more closely in line with the total direct compensation provided to similarly situated executives at companies within our 2016 Peer Group, adjusted for

company size.

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CEO and Executive Chairman Base Salary Paid in Stock. Consistent with the recommendation of Mr. Perkins and Mr. Whalen, and at their request and in the context of a difficult industry environment including commodity price levels and related uncertainties and the resulting impact on the Company's businesses and customers, the Compensation Committee approved awards of quarterly grants of restricted stock to Mr. Perkins and to Mr. Whalen in lieu of all of their 2016 base salary. See "—Components of Executive Compensation Program for Fiscal 2016—Base Salary" for additional information.

No Partnership Equity Awards Due to Buy-In Transaction. For 2016, the Compensation Committee awarded the full amount of the annual long-term equity incentive awards in the form of restricted stock unit awards under our Stock Incentive Plan (instead of utilizing a combination of long-term incentive awards settled in both Company equity and Partnership equity as had been the case in recent years) due to the pending closing of the Buy-In Transaction, which resulted in Partnership common units ceasing to be publicly traded. As discussed in further detail below under "—Changes for 2017—Long-Term Equity Incentive Awards," for the Company's 2017 long-term equity incentive awards, the Compensation Committee granted a portion of such 2017 awards in the form of performance share units tied to relative total shareholder return.

With respect to 2017 compensation, the Compensation Committee has made the following determinations, which are described in greater detail below under "—Changes for 2017":

Increases to 2017 Total Compensation and Limited Increases to Base Pay. For 2017, base salary raises were approved for the named executive officers (other than Messrs. Heim and McParland) ranging from 2.0% to 3.4%. The Compensation Committee authorized base salary increases for certain of the named executive officers in order to align the total direct compensation of these individuals more closely with the total direct compensation provided to similarly situated executives at companies within our 2017 Peer Group, adjusted for company size, and, in the case of Mr. Meloy, to reflect professional growth and the assumption of additional responsibilities. See "—Changes for 2017—2017 Peer Group" for a description of the companies that comprise the 2017 Peer Group. In addition, for 2017 under our annual incentive bonus plan, the target bonus percentages for our named executive officers (other than Mr. Heim) were increased in order to align their total direct compensation more closely with the total direct compensation provided to similarly situated officers at companies within our 2017 Peer Group, adjusted for company size. For similar reasons, the long-term equity incentive award opportunities for 2017 for the named executive officers (other than Mr. Heim) were also increased.

New Performance-Based Equity Award Component. For 2017, the Compensation Committee awarded long-term equity incentive awards in the form of both restricted stock unit awards and performance share units under our Stock Incentive Plan. The vesting of the performance share units is dependent on the satisfaction of a combination of certain service-related conditions and the Company's total shareholder return ("TSR") relative to the TSR of the members of a specified comparator group of publicly-traded midstream companies (the "LTIP Peer Group") measured over designated periods. The overall performance period for the 2017 performance share units begins on January 1, 2017 and is designated to end on December 31, 2019, and the TSR performance factor is determined by the Compensation Committee at the end of the overall performance period based on relative performance over the designated weighting periods as follows: (i) 25% based on annual relative TSR for the first year; (ii) 25% based on annual relative TSR for the second year; (iii) 25% based on annual relative TSR for the third year; and (iv) the remaining 25% based on cumulative three year relative TSR over the entirety of the performance period. With respect to each weighting period, the Compensation Committee determines the "guideline performance percentage," which could range from 0% to 250%, based upon the Company's relative TSR performance for the applicable period. The TSR performance factor will be calculated by averaging the guideline performance percentage for each weighting period, and the average percentage may then be decreased or increased by the Compensation Committee in its discretion. Provided a named executive officer remains continuously employed through the end of 2019, he will become vested, as soon as practicable following December 31, 2019, in a number of performance share units equal the target number awarded multiplied by the TSR performance factor, and vested performance share units will be settled by the issuance of Company common stock. The Compensation Committee believes the performance share unit awards further align the interests of named executive officers and shareholders and provide meaningful

incentives to the management team to consistently increase shareholder value over the long-term.
Discussion and Analysis of Executive Compensation

Compensation Philosophy and Elements

The following compensation objectives guide the Compensation Committee in its deliberations about executive compensation matters:

Competition Among Peers. The Compensation Committee believes our executive compensation program should enable us to attract and retain key executives by providing a total compensation program that is competitive with the market in which we compete for

executive talent, which encompasses not only diversified midstream companies but also other energy industry companies as described in “—Methodology and Process—Role of Peer Group and Benchmarking” below.

• **Accountability for Performance.** The Compensation Committee believes our executive compensation program should ensure an alignment between our strategic, operational and financial performance and the total compensation received by our named executive officers. This includes providing compensation for performance that reflects individual and company performance both in absolute terms and relative to our Peer Group.

• **Alignment with Shareholder Interests.** The Compensation Committee believes our executive compensation program should ensure a balance between short-term and long-term compensation while emphasizing at-risk or variable compensation as a valuable means of supporting our strategic goals and aligning the interests of our named executive officers with those of our shareholders.

• **Supportive of Business Goals.** The Compensation Committee believes that our total compensation program should support our business objectives and priorities.

Consistent with this philosophy and the compensation objectives, our 2016 executive compensation program consisted of the following elements:

Compensation Element	Description	Role in Total Compensation
Base Salary	Competitive fixed-cash compensation based on an individual’s role, experience, qualifications and performance	<ul style="list-style-type: none"> • A core element of competitive total compensation, important in attracting and retaining key executives
Annual Incentive Bonus	Variable payouts tied to achievement of annual financial, operational and strategic business priorities and determined in the sole discretion of the Compensation Committee	<ul style="list-style-type: none"> • Aligns named executive officers with annual strategic, operational and financial results • Recognizes individual and performance-based contributions to annual results • Supplements base salary to help attract and retain executives
Long-Term Equity Incentive Awards	Restricted stock unit awards granted under our Stock Incentive Plan	<ul style="list-style-type: none"> • Aligns named executive officers with sustained long-term value creation • Creates opportunity for a meaningful and sustained ownership stake • Combined with salary and annual bonus, provides a competitive target total direct compensation opportunity
Benefits	401(k) plan, health and welfare benefits	<ul style="list-style-type: none"> • Our named executive officers are eligible to participate in benefits provided to other Company employees

Post-Termination Compensation	“Double trigger” cash change in control payments	<ul style="list-style-type: none">• Contributes toward financial security for various life events (e.g., disability or death)• Generally competitive with companies in the midstream sector• Helps mitigate possible disincentives to pursue value-added merger or acquisition transactions if employment prospects are uncertain
	Accelerated vesting of equity awards upon certain change in control transactions and qualifying termination events	<ul style="list-style-type: none">• Provides assistance with transition if post-transaction employment is not offered
	Continued vesting of equity awards following retirement, subject to provision of consulting services or compliance with non-compete obligations	<ul style="list-style-type: none">• Allows the Company to benefit from employee non-compete obligations and ongoing access to cooperative employees

Compensation Element	Description	Role in Total Compensation
Perquisites	None, other than minimal parking subsidies	The Compensation Committee's policy is not to pay for perquisites for any of our named executive officers, other than minimal parking subsidies

Fiscal 2016 Total Direct Compensation

We review the mix of base salary, annual incentive bonuses and long-term equity incentive awards (i.e., total direct compensation) each year for the Company and for our Peer Group. We view the various components of total direct compensation as related but distinct and emphasize pay for performance, with a significant portion of total direct compensation reflecting a risk aspect tied to long- and short-term financial and strategic goals. Although we typically target annual long-term equity incentive awards as a percentage of base salary, we have historically not operated under any formal policies or specific guidelines for allocating compensation between long-term and currently paid out compensation, between cash and non-cash compensation, or among different forms of non-cash compensation. However, we believe that our compensation packages are representative of an appropriate mix of compensation components, and we anticipate that we will generally continue to utilize a similar, though not identical, mix of compensation in future years. As recommended by the Compensation Consultant, the Compensation Committee seeks to provide our named executive officers with a mix of base salary and short- and long-term incentives that is generally in line with that provided to similarly situated executives in our Peer Group, adjusted for company size.

The approximate allocation of target total direct compensation for our named executive officers in fiscal 2016 is presented below. This reflects (i) the salary rates in effect as of December 31, 2016, (ii) target annual incentive bonuses for services performed in fiscal 2016, and (iii) the grant date fair value of long-term equity incentive awards granted during fiscal 2016 (excluding the grant date fair value of equity awards granted in 2016 in lieu of 2015 annual incentive cash bonus payments and the grant date fair value of restricted stock awards received by Mr. Perkins in lieu of 2016 base salary).

Fiscal 2016 Target Total Direct Compensation

	Joe Bob Perkins	Michael A. Heim	Jeffrey J. McParland	Paul W. Chung	Matthew J. Meloy
Base Salary	18% (1)	23%	26%	26%	26%
Annual Incentive Bonus (2)	18%	20%	23%	23%	24%
Long-Term Equity Incentive Awards	64% (1)	57%	51%	51%	50%
Total	100%	100%	100%	100%	100%

- (1) Mr. Perkins elected to receive quarterly grants of restricted stock awards in lieu of all of his 2016 base salary.
 (2) Annual incentive bonuses actually paid for 2016 were paid 50% in cash and 50% in the form of restricted stock unit awards that will vest in full three years after the date of the award, subject to continued employment of the officers through that date.

Over the last four calendar years, the target total direct compensation (base salary plus target annual incentive bonus plus grant date fair value of long-term equity incentive awards) as set by the Compensation Committee for our Chief Executive Officer has resulted in target levels that have been significantly below the total direct compensation levels of similarly situated executives at the peer companies. The implied market median compensation level is determined by the Compensation Consultant using a regression analysis for our Peer Group that adjusts for company size and that predicts total direct compensation as correlated to market capitalization and total assets. The following chart illustrates the relationship between the target total direct compensation available to our Chief Executive Officer and the implied market median level and estimated top 25th percentile and top 10th percentile developed by our Compensation Consultant for the last four years:

Note: For the Total Direct Compensation Chart, the implied market median is shown as the solid blue bar, the estimated 75th percentile is shown as the light blue bar with dashed border, the 90th percentile is shown as the white bar with dotted border and the target compensation for our Chief Executive Officer is shown as the yellow bar.

Because incentive compensation (i.e., target annual incentive bonus and grant date fair value of long-term equity incentive awards) comprised 82% of our Chief Executive Officer's total direct compensation opportunity for 2016 and he elected to receive quarterly grants of restricted stock in lieu of all of his 2016 base salary, the amount of compensation our Chief Executive Officer ultimately realizes from these awards may be more or less than the cash he would have received for the target amounts, as determined in particular by our Compensation Committee's evaluation of our performance and the performance of our common stock.

Annual Total Shareholder Return

In the last four calendar years, we have delivered annual total returns to our shareholders of 120.7% (for 2016), 71.3% (for 2015), 23.3% (for 2014) and 70.8% (for 2013).

Methodology and Process

Role of Compensation Consultant in Setting Compensation

The Compensation Committee retained BDO as its independent Compensation Consultant to advise the Compensation Committee on matters related to executive and non-management director compensation for 2016. During 2015 and 2016, the Compensation Committee received advice from the Compensation Consultant with respect to the development and structure of our 2016 executive compensation program. As discussed above under “Meetings and Committees of Directors—Committees of the Board of Directors—Compensation Committee,” the Compensation Committee has concluded that we do not have any conflicts of interest with the Compensation Consultant.

Role of Peer Group and Benchmarking

When evaluating annual compensation levels for each named executive officer, the Compensation Committee, with the assistance of the Compensation Consultant and senior management, reviews publicly available compensation data and analysis for executives in our Peer Group as well as the results of compensation surveys. The Compensation Committee then uses that information to help set compensation levels for the named executive officers in the context of their roles, levels of responsibility, accountability and decision-making authority within our organization and in the context of company size relative to the other Peer Group members. While compensation data from other companies is considered, the Compensation Committee and senior management do not attempt to set compensation components to meet specific benchmarks.

The Peer Group company data and analysis that is reviewed by senior management and the Compensation Committee is simply one factor out of many that is used in connection with the establishment of compensation opportunities for our officers. The other factors considered include, but are not limited to, (i) available compensation data, rankings and comparisons, (ii) effort and accomplishment on a group and individual basis, (iii) challenges faced and challenges overcome, (iv) unique skills, (v) contribution to the management team and (vi) the perception of both the Board of Directors and the Compensation Committee of our performance relative to expectations and actual market/business conditions. All of these factors, including Peer Group company data and analysis, are utilized in a subjective assessment of each year’s decisions relating to base salary, annual incentive bonus and long-term equity incentive award decisions.

To reflect the market in which we compete for executive talent, the Peer Group considered by the Compensation Committee in consultation with senior management for compensation comparison purposes for 2016 included companies in three comparator groups: (1) midstream companies (“Midstream Companies”), (2) exploration and production companies (“E&Ps”), and (3) energy

utilities, and our analysis placed greater weight on the compensation data reported by other publicly-traded Midstream Companies. E&Ps and utilities selected for the Peer Group, in the Compensation Committee's opinion, provide relevant reference points because they have similar or related operations, compete in the same or similar markets, face similar regulatory challenges and require similar skills, knowledge and experience of their executive officers as we require of our executive officers.

Because many companies in the Peer Group may be larger or smaller than we are as measured by market capitalization and total assets, with the assistance of the Compensation Consultant, compensation data for the Peer Group companies is analyzed using multiple regression analysis to develop a prediction of the total compensation that Peer Group companies of comparable size to us would offer similarly-situated executives. For 2016, the regressed data was analyzed separately for each of the three comparator groups and then weighted as follows to develop a reference point for assessing our total executive pay opportunity relative to market practice: (1) Midstream Companies (given a 70% weighting), (2) E&Ps (given a 15% weighting) and (3) utility companies (given a 15% weighting). For 2016, the "Peer Group" companies (for purposes of determining 2016 compensation levels) were:

• **Midstream Companies:** Access Midstream Partners, L.P., Boardwalk Pipeline Partners, L.P., Buckeye Partners, L.P., Crestwood Equity Partners, L.P., DCP Midstream Partners, L.P., Enable Midstream Partners, L.P., Enbridge Energy Partners, L.P., Energy Transfer Partners, L.P., EnLink Midstream Partners, L.P., Enterprise Products Partners L.P., Genesis Energy, L.P., Magellan Midstream Partners, L.P., MarkWest Energy Partners, L.P., NuStar Energy L.P., ONEOK, Inc., Plains All American Pipeline, L.P., Regency Energy Partners L.P., Summit Midstream Partners, L.P. and Williams Companies, Inc.

• **E&P peer companies:** Apache Corporation, Cabot Oil & Gas Corporation, Cimarex Energy Company, Denbury Resources Inc., Devon Energy Corporation, EOG Resources, Inc., Halcon Resources Corporation, Murphy Oil Corporation, Newfield Exploration Company, Noble Energy, Inc., Pioneer Natural Resources Company, QEP Resources, Inc., SM Energy Company, Southwestern Energy Company and Ultra Petroleum Corporation

- **Utility peer companies:** AGL Resources, Inc., Ameren Corporation, Atmos Energy Corporation, CenterPoint Energy, Inc., Dominion Resources, Inc., DTE Energy Company, Enbridge Inc., EQT Corporation, National Fuel Gas Company, NiSource Inc., Questar Corporation, Sempra Energy, Spectra Energy Corp. and TransCanada Corporation

Periodically we make changes in the Peer Group to reflect the change in ownership status or size of some of the peer companies, to include additional companies and/or to create more balance in the make-up of the Peer Group. Based upon the recommendation of our Compensation Consultant, we made the following changes to the 2015 Peer Group used for compensation comparison purposes to create the 2016 Peer Group: (i) added Crestwood Equity Partners, L.P. as a Midstream Company and (ii) removed Atlas as a Midstream Company due to its acquisition by the Company in 2015.

Senior management and the Compensation Committee review our compensation-setting practices and Peer Group companies on at least an annual basis. See "—Changes for 2017—2017 Peer Group" for a description of the changes that were made to the Peer Group for 2017 compensation purposes.

Role of Senior Management in Establishing Compensation for Named Executive Officers

Typically, under the direction of the Compensation Committee, senior management consults with the Compensation Consultant and reviews market data and evaluates relevant compensation levels and compensation program elements towards the end of each fiscal year. Based on these consultations and assessments of performance relative to our business priorities, senior management submits emerging conclusions to the Chairman of the Compensation Committee, meets periodically with the full Compensation Committee together with the Compensation Consultant relative to process and performance, and subsequently, provides a proposal to the Chairman of the Compensation Committee. The proposal includes a recommendation of base salary, target annual incentive bonus opportunity and

long-term equity incentive awards to be paid or awarded to executive officers for the next fiscal year. In addition, the proposal includes a recommendation regarding the annual incentive bonus amount to be paid for the current fiscal year.

The Chairman of the Compensation Committee reviews and discusses the proposal with senior management and the Compensation Consultant and may discuss it with the other members of the Compensation Committee, other members of the Board of Directors, the full Board of Directors and/or, prior to the Buy-In Transaction, the full board of directors of the General Partner. The Chairman of the Compensation Committee may request that senior management provide him with additional information or reconsider or revise the proposal. The resulting recommendation is then submitted for consideration to the full Compensation Committee, which typically invites other members of the Board of Directors and, prior to the Buy-In Transaction, the directors of the General Partner, and also meets separately with the Compensation Consultant. The final compensation decisions for the named executive officers are made by the Compensation Committee and reported to the Board of Directors.

Our senior management members typically have no other role in determining compensation for our named executive officers. The Compensation Committee may delegate the approval of equity-based award grants and other transactions and responsibilities regarding the administration of our equity compensation program to the Executive Chairman of the Board or the Chief Executive Officer with respect to employees other than our Section 16 officers. Our executive officers are delegated the authority and responsibility to determine the compensation for all other employees.

Components of Executive Compensation Program for Fiscal 2016

Base Salary

The base salaries for our named executive officers are set and reviewed annually by the Compensation Committee. Base salaries for our named executive officers have been established based on Peer Group analysis and historical salary levels for these officers, as well as the relationship of their salaries to those of our other executive officers, taking into consideration the value of the total direct compensation opportunities available to our executive officers, including the annual incentive bonus and long-term equity incentive award components of our compensation program. The other factors listed above under “— Methodology and Process — Role of Peer Group and Benchmarking” are also considered.

For 2016, at management’s recommendation and as a result of a challenging industry environment, the Compensation Committee did not authorize any changes to the base salary rates in effect for the named executive officers during 2016, other than for Mr. Meloy, whose base salary was increased from \$400,000 to \$460,000, effective March 1, 2016. The change to Mr. Meloy’s base salary is part of a phased transition to bring his total direct compensation more closely in line with the total direct compensation provided to similarly situated executives. The 2016 base salary rates for our named executive officers were as follows:

	Prior Salary	Base Salary Effective March 1, 2016	Percent Increase
Joe Bob Perkins	\$ 725,000	\$ 725,000	0%
Michael A. Heim	600,000	600,000	0%
Jeffrey J. McParland	500,000	500,000	0%
Paul W. Chung	490,000	490,000	0%
Matthew J. Meloy	400,000	460,000	15%

Consistent with the recommendation of Mr. Perkins and Mr. Whalen, and at their request and in the context of a difficult industry environment including commodity price levels and related uncertainties and the resulting impact on the Company’s businesses and customers, the Compensation Committee approved quarterly grants of restricted stock to Mr. Perkins and to Mr. Whalen in lieu of all of their 2016 base salary. These restricted stock awards were granted on the last business day of each quarter, except for the fourth quarter when the awards were granted in connection with the last payroll run of the calendar year, each with a one year vesting period. The number of restricted shares awarded was determined by dividing one-fourth of the officer’s annual base salary by the average closing price of the shares of common stock for all trading days during the quarter ending on the date that was five business days prior to the grant date.

Annual Incentive Bonus

For 2016, our named executive officers were eligible to receive annual incentive bonuses under the 2016 Annual Incentive Plan (the “2016 Bonus Plan”), which was approved by the Compensation Committee in January 2016. The funding of the bonus pool and the payment of individual bonuses to executive management, including our named executive officers, are subject to the sole discretion of the Compensation Committee and will generally be determined near or following the end of the year to which the bonus relates.

Target Bonus Amounts. The target amount of the bonus pool for the named executive officers is equal to the sum of the target bonus amounts for all named executive officers in the 2016 Bonus Plan. Each named executive officer’s target bonus amount is equal to the product of the officer’s base salary (at the rate in effect as of the last day of the year to which the bonus relates) and the officer’s target bonus percentage. For purposes of the 2016 Bonus Plan, the percentage of base salary that was set as the “target” amount for each named executive officer’s bonus was as follows:

	Target Bonus Percentage (as a % of Base Salary)	Target Bonus Amount
Joe Bob Perkins	100%	\$ 725,000
Michael A. Heim	90%	540,000
Jeffrey J. McParland	90%	450,000
Paul W. Chung	90%	441,000
Matthew J. Meloy	90%	414,000

For 2016, the target bonus percentage for Mr. Meloy was increased from 80% to 90% to align his total direct compensation more closely with the total direct compensation provided to similarly situated executives. The Compensation Committee did not change the target bonus percentages for the other named executive officers from the levels in effect in 2015.

The Chief Executive Officer and the Compensation Committee relied on the Compensation Consultant and market data from Peer Group companies and broader industry compensation practices to establish the target bonus percentages for the named executive officers and the applicable threshold, target and maximum percentage levels for funding the bonus pool, which are generally consistent with both Peer Group company and broader energy compensation practices.

2016 Bonus Plan Funding Level and Assessment of Business Priorities. The Compensation Committee, after consultation with the Chief Executive Officer, established the following overall threshold, target and maximum levels for the 2016 Bonus Plan: (i) 50% of the target amount of the bonus pool would be funded in the event that the Compensation Committee determined that our business priorities had been met for the year at a threshold level; (ii) 100% of the target amount of the bonus pool would be funded in the event that the Compensation Committee determined that our business priorities had been met for the year at a target level; and (iii) 200% of the target amount of the bonus pool would be funded in the event that the Compensation Committee determined that our business priorities had been met for the year at a maximum level. While the established threshold, target and maximum levels provide general guidelines in determining the funding level of the bonus pool each year, senior management recommends a funding level to the Compensation Committee based on our achievement of specified business priorities for the year, and the Compensation Committee ultimately determines the total amount to be allocated to the bonus pool in its sole discretion based on its assessment of the business priorities and our overall performance for the year.

For purposes of determining the actual funding level of the bonus pool and the amount of individual bonus awards under the 2016 Bonus Plan, the Compensation Committee focused on the business priorities listed in the table below. The 2016 business priorities are substantially similar to those in effect for 2015 but were revised to modify certain objectives and to remove certain goals that had been achieved in 2015 (such as closing of the Atlas mergers and expansion of certain capabilities of our Badlands operations). These priorities are not objective in nature — they are subjective, and performance in regard to these priorities is ultimately evaluated by the Compensation Committee in its sole discretion, informed by monthly and quarterly reports from management and ongoing dialogue concerning the priorities. As such, success does not depend on achieving a particular target; rather, success is evaluated based on past norms, expectations and unanticipated obstacles or opportunities that arise. For example, hurricanes and deteriorating or changing market conditions may alter the priorities initially established by the Compensation Committee such that certain performance that would otherwise be deemed a negative may, in context, be a positive result. This subjectivity allows the Compensation Committee to account for the full industry and economic context of our actual performance and that of our personnel. The Compensation Committee considers all strategic priorities and reviews performance against the priorities and context but does not apply a formula or assign specific weightings to the strategic priorities in advance.

2016 Business Priority	Committee Consensus	Overall Assessment
Execute on all business dimensions, including the 2016 business plan and dividend guidance	Exceeded	<ul style="list-style-type: none"> • Closed corporate restructuring with Buy-In Transaction in the first quarter
Continue priority emphasis and strong performance relative to a safe workplace	Strongly Achieved	
Reinforce business philosophy and mindset that promote compliance in all aspects of our business including environmental and regulatory compliance	Not Achieved with respect to internal controls	<ul style="list-style-type: none"> • Excellent execution across our businesses, particularly given the current industry environment and despite a commodity price environment substantially below expectations:
	Exceeded in all other dimensions	
Continue to attract and retain the operational and professional talent needed in our businesses	Exceeded	<ul style="list-style-type: none"> • Year-over-year volumes essentially flat for Field G&P inlet, Badlands crude oil and LPG exports; while fractionation volumes decreased and Badlands gas volumes increased
Continue to control all costs—operating, capital and general and administrative (“G&A”) consistent with the existing business environment	Exceeded	<ul style="list-style-type: none"> • Met or exceeded volume beginning of year guidance for Field G&P and LPG exports, and met dividend coverage guidance provided during the year
Execute on major capital and development projects—finalizing negotiations, completing projects on time and on budget, and optimizing economics and capital funding	Exceeded	<ul style="list-style-type: none"> • Excellent balance sheet and liquidity management while funding \$506 million of growth capital expenditures and maintaining flat dividend per share
Pursue selected growth opportunities, including gathering and processing (“G&P”) build outs, fee-based capital expenditure projects, and potential purchases of strategic assets	Exceeded	<ul style="list-style-type: none"> • Significant operating cost savings and improvements in G&P margins
Pursue commercial and financial approaches to achieve maximum value and manage risks, including contract, credit, inventory, interest rate and commodity price exposures	Exceeded	<ul style="list-style-type: none"> • Strong track record and performance regarding safety and compliance in all aspects of our business, including on-going training and environmental and regulatory compliance; continued industry recognition through safety awards
		<ul style="list-style-type: none"> • Did not maintain adequate controls over the valuation of certain assets in the Atlas mergers or effective controls over the preparation and review of income tax provisions for interim periods
		<ul style="list-style-type: none"> • Successful talent retention and hiring while continuing organizational realignments to streamline

operations and to provide development opportunities for employees

- Closed or entered into definitive agreements for several strategic acquisitions, including:
- Chevron's interest in the Versado G&P business
- Outrigger's Midland and Delaware Basin G&P and crude oil gathering operations
- 2016 growth capital expenditures of approximately \$506 million completed or on track to be completed on or ahead of schedule and on or below budget, including:
 - Start-up of CBF Train 5
 - Start-up of Buffalo Plant
 - Ongoing construction of Noble Crude and Condensate Splitter; Sanchez Energy JV in South Texas; and Joyce Processing Plant in West Texas
 - Continued development of our potential future expansion project portfolio
 - Strong credit, inventory, hedging and balance sheet management
 - Insignificant write offs and proactive management of contractual relationships associated with customer financial issues
 - Increased volumes and margins in Field G&P through negotiation of contract renewals and new dedications

After assessing the results of the 2016 business priorities as summarized above, the Compensation Committee determined in January 2017 that overall performance relative to the 2016 business priorities substantially exceeded expectations. This subjective assessment that performance substantially exceeded expectations was based on a qualitative business assessment rather than a mechanical, quantitative determination of results across each of the business priorities, and occurred with the background and ongoing context of (i) refinements of the 2016 business priorities by the Board of Directors and the Compensation Committee, (ii) continued discussion and active dialogue among the Board of Directors and the Compensation Committee and management about priorities and performance, including routine reports sent to the Board of Directors and the Compensation Committee, (iii) detailed monthly performance communications to the Board of Directors, (iv) presentations and discussions in subsequent Board of Directors and Compensation Committee meetings, and (v) further discussion among the Board of Directors and Compensation Committee of our performance relative to expectations near the end and following the end of 2016. The extensive business and board of director experience of the members of the Compensation Committee and of our Board of Directors provides the perspective to make this subjective assessment in a qualitative manner and to evaluate overall management performance and the performance of individual executive officers.

Despite the Compensation Committee's determination that overall performance of the 2016 business priorities substantially exceeded expectations for the year, in light of the challenging industry conditions in 2016 and early 2017 and continued uncertainty in the market, the Compensation Committee, in its sole discretion, approved an annual bonus pool equal to 125% of the target level under the 2016 Bonus Plan.

Individual Performance Multiplier. The Compensation Committee also evaluated the executive group and each officer's individual performance for the year and determined that there were no special circumstances that would be quantified applicable to any named executive officer's performance for 2016. As a result, the Compensation Committee determined that a performance multiplier of 1.0x should be applied to each named executive officer for 2016 based on his individual performance and performance as part of the executive team.

Settlement of 2016 Bonus Awards. In light of the current industry market conditions and the Company's resulting focus on reducing cash expenses, the Compensation Committee also approved settlement of the 2016 bonuses in a combination of cash and restricted stock unit awards, instead of all-cash bonuses, for all Company officers including the named executive officers. All other employees of the Company and its subsidiaries received payment of their awards under the 2016 Bonus Plan solely in the form of cash.

Specifically, the Compensation Committee determined that approximately 50% of each officer's total bonus amount would be settled in the form of restricted stock unit awards, resulting in these officers receiving restricted stock unit awards corresponding to approximately 62.5% of their respective target bonus amounts under the 2016 Bonus Plan. The number of restricted stock units actually awarded to each named executive officer will be determined by dividing the total dollar value allocated to the equity portion of the bonus amount by the ten-day average closing price of the shares of common stock for the first ten trading days of 2017. These restricted stock unit awards will vest in full three years after the date of award, subject to continued employment of the officers through that date. The following table reflects the awards actually received by our named executive officers under the 2016 Bonus Plan, including the approximate value of restricted stock unit awards to be received:

Target Bonus Amount	Individual Performance Factor	Company Performance Factor	Total Bonus Amount To Be Received	Cash Amount To Be Paid	Approximate Value of Restricted Stock Units To Be Awarded
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Joe Bob Perkins	\$725,000	1.0	1.25	\$906,250	\$453,125	\$453,125
Michael A. Heim	540,000	1.0	1.25	675,000	337,500	337,500
Jeffrey J. McParland	450,000	1.0	1.25	562,500	281,250	281,250
Paul W. Chung	441,000	1.0	1.25	551,250	275,625	275,625
Matthew J. Meloy	414,000	1.0	1.25	517,500	258,750	258,750

Long-Term Equity Incentive Awards

In connection with our initial public offering in December 2010, we adopted the Stock Incentive Plan under which we may grant to the named executive officers, other key employees, consultants and directors certain equity-based awards, including restricted stock, restricted stock units, bonus stock and performance-based awards. At the 2017 Annual Meeting, our shareholders will be asked to approve the amendment and restatement of the Stock Incentive Plan in order to make available additional shares of common stock for the future grant of equity-based awards to our officers, employees, consultants and directors. See “Item 5—Approval of the Amended and Restated 2010 Stock Incentive Plan.”

In addition, prior to the Buy-In Transaction, the General Partner sponsored and maintained the Targa Resources Partners Long-Term Incentive Plan (the “Long-Term Incentive Plan”), under which the General Partner could grant equity-based awards related to the

Partnership's common units to individuals, including the named executive officers, who provide services to the Partnership. In connection with the Buy-In Transaction, we adopted and assumed the Long-Term Incentive Plan and outstanding awards thereunder, and amended and restated the plan and renamed it the Targa Resources Corp. Equity Compensation Plan (the "Equity Compensation Plan"). We continued to maintain the Equity Compensation Plan during 2016. However, since the number of shares reserved under the Equity Compensation Plan had been substantially exhausted as of the end of 2016, the Company no longer intends to continue making grants under the plan.

Form and Amount of Equity Awards. Long-term equity incentive awards to our named executive officers under the Stock Incentive Plan are generally made near the beginning of each year. Our named executive officers have historically received annual long-term equity incentive compensation in a combination of awards related to our common stock granted under the Stock Incentive Plan and awards related to the Partnership's common units granted under the Long-Term Incentive Plan. For example, for 2015, our named executive officers' long-term incentive compensation was allocated approximately (i) forty percent (40%) to restricted stock units under the Stock Incentive Plan, which are time-based awards that capture absolute total return performance of our common stock, and (ii) sixty percent (60%) equity-settled performance unit awards under the Partnership's Long-Term Incentive Plan, which were intended to reflect both the absolute total return of the Partnership's common units and variable performance based on the total return of the Partnership's units in relation to that of specified peer companies. Due to the then pending Buy-In Transaction, which resulted in the Partnership's common units ceasing to be publicly traded, the Compensation Committee determined that the long-term equity incentive component of our named executive officers' compensation for 2016 would consist solely of restricted stock unit awards under the Stock Incentive Plan. See "—Changes for 2017—Long-Term Equity Incentive Awards" below for a description of performance-based equity awards granted as part of our named executive officers' 2017 compensation.

The Compensation Committee determines the amount of long-term equity incentive awards under the Stock Incentive Plan that it believes are appropriate as a component of total compensation for each named executive officer based on its decisions regarding each named executive officer's total compensation targets. The total dollar value of long-term equity incentive awards for each named executive officer for a given year is typically equal to a specified percentage of the officer's base salary; however, the Compensation Committee may, in its discretion, award additional long-term equity incentive awards if deemed appropriate. The number of shares subject to each award is determined by dividing the total dollar value allocated to the award by the ten-day average closing price of the shares measured over a period of time prior to the date of grant. For 2016, the specified percentage of each named executive officer's base salary used for purposes of determining the amount of long-term equity incentive awards granted and the corresponding dollar values are set forth in the following table:

	Total Dollar Value of Long-Term Equity	
	Percentage of Base Salary	Incentive Awards
Joe Bob Perkins	350%	\$ 2,537,500
Michael A. Heim	250%	1,500,000
Jeffrey J. McParland	200%	1,000,000
Paul W. Chung	200%	980,000
Matthew J. Meloy	190%	874,000

For 2016, the percentage of base salary used to determine the total dollar value of the annual long-term equity incentive awards granted to all named executive officers remained the same as in 2015, and the actual total dollar value of the long-term equity incentive awards granted in 2016 therefore also remained the same for all named

executives officers (other than Mr. Meloy, whose total dollar value increased due to the increase in his base salary rate for the applicable period).

2016 Restricted Stock Unit Awards. On January 19, 2016, our named executive officers were awarded equity-settled restricted stock units under the Stock Incentive Plan in the following amounts: (i) 102,484 restricted stock units to Mr. Perkins, (ii) 60,582 restricted stock units to Mr. Heim, (iii) 40,388 restricted stock units to Mr. McParland, (iv) 39,580 restricted stock units to Mr. Chung and (v) 35,299 restricted stock units to Mr. Meloy. These restricted stock units vest in full on the third anniversary of the grant date, subject to the officer's continued service or if, from the date of the executive's retirement through the third anniversary of the grant date, the executive has either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors are permitted). The Compensation Committee believes these continued vesting provisions following retirement allow the Company to benefit from employee non-compete obligations and ongoing access to cooperative employees, further align our executives' interests with those of our shareholders and help attract and retain key employees.

Accelerated vesting provisions applicable to these awards in the event of certain terminations of employment and/or a change in control are described in detail below under "Executive Compensation—Potential Payments Upon Termination or Change in Control—Stock Incentive Plan." During the period the restricted stock units are outstanding and unvested, we accrue any dividends paid by us in an amount equal to the dividends paid with respect to a share of common stock times the number of restricted stock units awarded. At

the time the restricted stock units vest, the named executive officers will receive a cash payment equal to the amount of dividends accrued with respect to such named executive officer's vested restricted stock units.

Conversion of Outstanding Partnership Equity Awards in the Buy-In Transaction. Upon completion of the Buy-In Transaction, all outstanding performance unit awards previously granted under the Partnership's Long-Term Incentive Plan (which, as described above, was assumed by the Company in connection with the Buy-In Transaction), were converted and restated into comparable awards under the Equity Compensation Plan based on the Company's common shares. Specifically, each outstanding performance unit award was converted and restated, effective as of the effective time of the Buy-In Transaction, into an award to acquire, pursuant to the same time-based vesting schedule and forfeiture and termination provisions, a comparable number of Company common shares determined by multiplying the number of performance units subject to each award by the exchange ratio in the Buy-In Transaction (0.62), rounded down to the nearest whole share, and eliminating the performance factor which was based on the Partnership's common units. All amounts previously credited as distribution equivalent rights under any outstanding performance unit award continue to remain so credited and will be payable on the payment date set forth in the applicable award agreement, subject to the same time-based vesting schedule previously included in the performance unit award, but without application of any performance factor. There was no acceleration of vesting and no monetary value received by our named executive officers in connection with the conversion.

Severance and Change in Control Benefits

The Executive Officer Change in Control Program (the "Change in Control Program"), in which each of our named executive officers is eligible to participate, provides for post-termination payments following a qualifying termination of employment in connection with a change in control event, or what is commonly referred to as a "double trigger" benefit. The vesting of certain of our long-term equity incentive compensation awards accelerates upon a change in control irrespective of whether the officer is terminated, and/or upon certain termination of employment events, such as death, disability or a termination by us without cause. Please see "Executive Compensation—Potential Payments Upon Termination or Change in Control" below for further information.

We believe that the Change in Control Program and the accelerated vesting provisions in our long-term equity incentive awards create important retention tools for us and are consistent with the practices common among our industry peers. Accelerated vesting of long-term equity incentive awards upon a change in control enables our named executive officers to realize value from these awards consistent with value created for investors upon the closing of a transaction. In addition, we believe that post-termination benefits may, in part, mitigate some of the potential uncertainty created by a potential or actual change in control transaction, including with respect to the future employment of the named executive officers, thus allowing management to focus on the business transaction at hand.

On December 3, 2015, the Company amended the Change in Control Program to exclude the direct or indirect purchase of the Partnership or the General Partner by the Company or any of its affiliates from the definition of "change in control." As a result, the consummation of the Buy-In Transaction in February 2016 did not constitute a change in control event for purposes of the Change in Control Program. The Buy-In Transaction also did not trigger the accelerated vesting of any of our outstanding long-term equity incentive compensation awards. See "— Components of Executive Compensation Program for Fiscal 2016—Long-Term Equity Incentive Awards" for a discussion of the impact of the Buy-In Transaction on performance unit awards previously granted under the Partnership's Long-Term Incentive Plan.

Retirement, Health and Welfare, and Other Benefits

We offer eligible employees participation in a section 401(k) tax-qualified, defined contribution plan (the "401(k) Plan") to enable employees to save for retirement through a tax-advantaged combination of employee and company

contributions and to provide employees the opportunity to manage directly their retirement plan assets through a variety of investment options. Our employees, including our named executive officers, are eligible to participate in our 401(k) Plan and may elect to defer up to 30% of their eligible compensation on a pre-tax basis (or on a post-tax basis via a Roth contribution) and have it contributed to the 401(k) Plan, subject to certain limitations under the Internal Revenue Code of 1986, as amended (the "Code"). In addition, we make the following contributions to the 401(k) Plan for the benefit of our employees, including our named executive officers: (i) 3% of the employee's eligible compensation, and (ii) an amount equal to the employee's contributions to the 401(k) Plan up to 5% of the employee's eligible compensation. In addition, we may also make discretionary contributions to the 401(k) Plan for the benefit of employees depending on our performance. Company contributions to the 401(k) Plan may be subject to certain limitations under the Code for certain employees. We do not maintain a defined benefit pension plan or a nonqualified deferred compensation plan for our named executive officers or other employees.

All full-time employees, including our named executive officers, may participate in our health and welfare benefit programs, including medical, life insurance, dental coverage and disability insurance. It is the Compensation Committee's policy not to pay for perquisites for any of our named executive officers, other than minimal parking subsidies.

Changes for 2017 and 2018

In consultation with the Compensation Consultant, the Compensation Committee has reviewed our executive compensation program and has made certain changes for 2017, which are described in more detail below. The analysis provided by the Compensation Consultant indicated that the total target direct compensation of our Chief Executive Officer and of our Chief Financial Officer was below the total direct compensation levels of similarly situated executives at peer companies, considering for example, the 2016 Peer Group pay programs adjusted for size using the regression analysis along with other available surveys and analysis.

In order to align the total compensation of our named executive officers more closely with that of similarly situated officers the Compensation Committee has approved increases in the salary levels and the incentive-based compensation opportunities of the named executive officers as described below.

2017 Peer Group

In light of the Buy-In Transaction and significant changes to companies in the overall industries in which we operate and compete for executive talent and based upon the recommendation of our Compensation Consultant, we made certain changes to the 2016 Peer Group used for compensation comparison purposes to create the 2017 Peer Group. A more traditional benchmark of Midstream Companies without regression was also considered, along with survey results and comparisons with individual companies and positions. We believe the 2017 Peer Group provides a more relevant and complete set of peers based on our corporate structure following the Buy-In Transaction and changes in the current circumstances of the included companies, including such companies' organization, operations, market presence, business challenges and completed or announced corporate transactions.

Specifically, we removed the peer companies listed in the following table that were previously included in the 2016 Peer Group, many of which were subsidiary master limited partnerships that have, in some cases, been replaced with their public parent corporations as reflected in the second chart below:

Midstream	E&P	Utilities
Access Midstream Partners, L.P.	Halcon Resources Corp.	Spectra Energy Corp
Enbridge Energy Partners, L.P.	Ultra Petroleum Corp.	
Energy Transfer Partners, L.P.		
MarkWest Energy Partners, L.P.		
Plains All American Pipeline, L.P.		
Regency Energy Partners, L.P.		

In addition, we added the peer companies listed in the following table to the 2017 Peer Group:

Midstream	E&P	Utilities
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Energy Transfer Equity, L.P.	Concho Resources, Inc.	Entergy Corporation
Holly Energy Partners, L.P.	Continental Resources, Inc.	Xcel Energy Inc.
Kinder Morgan, Inc.	Diamondback Energy, Inc.	
Plains GP Holdings, L.P.	Energen Corp.	
SemGroup Corporation	Parsley Energy, Inc.	
Spectra Energy Corp.	Range Resources Corporation	
Tallgrass Energy Partners, LP	RSP Permian, Inc.	
	WPX Energy, Inc.	

As a result of the above changes, the 2017 Peer Group companies (for purposes of determining 2017 compensation levels) are:

Midstream Companies: Boardwalk Pipeline Partners, L.P., Buckeye Partners, L.P., Crestwood Equity Partners, L.P., DCP Midstream Partners, L.P., Enable Midstream Partners, L.P., L.P., Energy Transfer Equity, L.P., EnLink Midstream Partners, L.P., Enterprise Products Partners L.P., Genesis Energy, L.P., Holly Energy Partners, L.P., Kinder Morgan, Inc., Magellan Midstream Partners, L.P., NuStar Energy L.P., ONEOK, Inc., Plains GP Holdings, L.P., SemGroup Corporation, Spectra Energy Corp., Summit Midstream Partners, L.P., Tallgrass Energy Partners, L.P., and Williams Companies, Inc.

E&P peer companies: Apache Corporation, Cabot Oil & Gas Corporation, Cimarex Energy Company, Concho Resources, Inc., Continental Resources, Inc., Denbury Resources Inc., Devon Energy Corporation, Diamondback Energy, Inc., Energen Corp., EOG Resources, Inc., Murphy Oil Corporation, Newfield Exploration Company, Noble Energy, Inc., Parsley Energy, Inc., Pioneer Natural Resources Company, QEP Resources, Inc., Range Resources Corporation, RSP Permian, Inc., SM Energy Company, Southwestern Energy Company and WPX Energy, Inc.

- Utility peer companies: AGL Resources, Inc., Ameren Corporation, Atmos Energy Corporation, CenterPoint Energy, Inc., Dominion Resources, Inc., DTE Energy Company, Enbridge Inc., Entergy Corporation, EQT Corporation, National Fuel Gas Company, NiSource Inc., Questar Corporation, Sempra Energy, TransCanada Corporation and Xcel Energy Inc.

Base Salary

The Compensation Committee has authorized, and executive management will implement, the following base salaries for our named executive officers effective March 1, 2017:

	Effective March 1, 2017	Current Salary
Joe Bob Perkins	\$750,000	\$725,000
Michael A. Heim	600,000	600,000
Jeffrey J. McParland	500,000	500,000
Paul W. Chung	500,000	490,000
Matthew J. Meloy	475,000	460,000

The Compensation Committee authorized base salary increases for the named executive officers (other than Messrs. Heim and McParland), along with certain adjustments in annual bonus incentive targets and grant date fair values of long-term equity incentive awards (as described below), in order to align the total direct compensation of these individuals more closely with the total direct compensation provided to similarly situated executives, and in the case of Mr. Meloy, to reflect professional growth and the assumption of additional responsibilities. Although Mr. Perkins received quarterly grants of restricted stock in lieu of all of his 2016 base salary, for 2017 he will receive his base salary in cash.

Annual Incentive Bonus

In preparing our business plan for 2017, senior management developed and proposed a set of business priorities to the Compensation Committee. The Compensation Committee discussed and adopted the business priorities proposed by senior management for purposes of the 2017 Annual Incentive Plan (the "2017 Bonus Plan"). The 2017 business priorities are the same eight business priorities as in effect for 2016, except that the priority related to executing on all business dimensions has been refined to include the 2017 business plan and public guidance.

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The overall threshold, target and maximum funding percentages for the 2017 Bonus Plan remain the same as for the 2016 Bonus Plan. The target bonus percentages of the named executive officers (other than Mr. Heim) have been increased for 2017. The following table shows the target bonus percentages for our named executive officers effective March 1, 2017:

	Effective March 1, 2017	Current Percentage
Joe Bob Perkins	190%	100%
Michael A. Heim	90%	90%
Jeffrey J. McParland	100%	90%
Paul W. Chung	100%	90%
Matthew J. Meloy	110%	90%

As with the 2016 Bonus Plan, funding of the bonus pool and the payment of individual bonuses to executive management, including our named executive officers, is subject to the sole discretion of the Compensation Committee.

Long-Term Equity Incentive Awards

The Compensation Committee also approved increases in the percentage of base salary used to determine the total dollar value of the annual long-term equity incentive awards granted to the named executive officers (other than Mr. Heim). The following table shows the new percentages approved for long-term incentive awards for our named executive officers effective for 2017:

	2017 Percentage	Current Percentage
Joe Bob Perkins	400%	350%
Michael A. Heim	250%	250%
Jeffrey J. McParland	225%	200%
Paul W. Chung	225%	200%
Matthew J. Meloy	250%	190%

In addition, the Compensation Committee, in consultation with the Compensation Consultant, determined that it was appropriate to incorporate a long-term equity incentive award component for 2017 that included performance-based vesting conditions, similar to the equity-settled performance unit awards that were granted to the named executive officers under the Partnership's Long-Term Incentive Plan prior to the Buy-In Transaction. As a result, for 2017, the Compensation Committee determined to grant a combination of restricted stock units and performance share units to our named executive officers under the Stock Incentive Plan. Specifically, for 2017, the value of the long-term equity incentive component of our named executive officers' compensation was allocated approximately (A) 50% to restricted stock units and (B) 50% to performance share units.

Restricted Stock Unit Awards. On January 20, 2017, our named executive officers were awarded equity-settled restricted stock units under the Stock Incentive Plan in the following amounts: (i) 25,742 restricted stock units to Mr. Perkins, (ii) 12,871 restricted stock units to Mr. Heim, (iii) 9,653 restricted stock units to Mr. McParland, (iv) 9,653 restricted stock units to Mr. Chung and (v) 10,190 restricted stock units to Mr. Meloy. The number of shares subject to each award is determined by dividing the total dollar value allocated to the award by the ten-day average closing price of the shares measured over a period prior to the date of grant. These restricted stock units vest in full on the third anniversary of the grant date, subject to the officer's continued service or fulfillment of certain service related requirements following retirement.

Equity-Settled Performance Share Units. Our named executive officers also received an annual award of equity-settled performance share units under the Stock Incentive Plan for 2017. On January 20, 2017, our named executive officers were awarded equity-settled performance share units under the Stock Incentive Plan in the following target amounts: (i) 25,742 performance share units to Mr. Perkins, (ii) 12,871 performance share units to Mr. Heim, (iii) 9,653 performance share units to Mr. McParland, (iv) 9,653 performance share units to Mr. Chung and (v) 10,190 performance share units to Mr. Meloy. The number of shares subject to each award is determined by dividing the total dollar value allocated to the award by the ten-day average closing price of the shares measured over a period prior to the date of grant. The performance share units, which are designed to settle in shares of Company common stock, are intended to further align the interests of the named executive officers and other executive officers with those of the Company's shareholders and provide meaningful incentives to the management team to consistently increase shareholder value over the long-term.

The vesting of these awards is dependent on the satisfaction of certain service-related conditions and the Company's TSR relative to the TSR of the members of a specified comparator group of the LTIP Peer Group measured over

designated periods. For the 2017 performance share units, the LTIP Peer Group is composed of the Company and the following other companies:

Boardwalk Pipeline Partners L.P. NuStar Energy, L.P.
Buckeye Partners, L.P. ONEOK, Inc.
DCP Midstream Partners L.P. Plains GP Holdings, L.P.
Enable Midstream Partners L.P. Tallgrass Energy Partners, L.P.
EnLink Midstream Partners L.P. Williams Companies, Inc.
Genesis Energy, L.P.

This peer group is a subset of the 2017 Midstream Peer Group which has been adjusted for size by the regression analysis, except that the LTIP Peer Group is restricted to companies closer to the size of the Company for the purpose of the TSR comparison. The Compensation Committee has the ability to modify the LTIP Peer Group in the event a company listed above ceases to be publicly traded or another significant event occurs and a company is determined to no longer be one of the Company's peers.

The overall performance period for the 2017 performance share units begins on January 1, 2017 and is designated to end on December 31, 2019, and the TSR performance factor is determined by the Compensation Committee at the end of the overall performance period based on relative performance over the designated weighting periods as follows: (i) 25% based on annual relative TSR for the first

year; (ii) 25% based on annual relative TSR for the second year; (iii) 25% based on annual relative TSR for the third year; and (iv) the remaining 25% based on cumulative three year relative TSR over the entirety of the performance period. With respect to each weighting period, the Compensation Committee determines the “guideline performance percentage,” which could range from 0% to 250%, based upon the Company’s relative TSR performance for the applicable period compared to the LTIP Peer Group. For performance results in an applicable weighting period that fall between (i) the 1st percentile and the 25th percentile of the LTIP Peer Group, the guideline performance percentage would be 0%, (ii) the 25th percentile and the 50th percentile, the guideline performance percentage would be interpolated between 50% and 100%, and (iii) the 50th percentile and 75th percentile, the guideline performance percentage would be interpolated between 100% and 250%. If the Company’s performance was above the 75th percentile of the LTIP Peer Group for the applicable period, the guideline performance percentage would be 250%.

The TSR performance factor will be calculated by averaging the guideline performance percentage for each weighting period, and the average percentage may then be decreased or increased by the Compensation Committee in its discretion in order to address factors such as changes to the performance peers, anomalies in trading during the selected trading days or other business performance matters. For these purposes, relative TSR performance is determined based on the comparison of “total return” of a share of the Company’s common stock for the applicable period to the “total return” of a common share/unit of each member of the LTIP Peer Group for the performance period, measured based on (i) the average closing price of each company’s share/unit for the first ten trading days of the applicable period, and (ii) the sum of (a) the average closing price for each company’s share/unit for the first ten trading days immediately following the last day of the applicable period (or, in the discretion of the Committee, for a specified consecutive ten day trading period during the last month of the applicable period), plus (b) the aggregate amount of dividends/distributions paid with respect to such share/unit during such period.

Provided a named executive officer remains continuously employed through the end of 2019, he will become vested, as soon as practicable following December 31, 2019, in a number of performance share units equal to the target number awarded multiplied by the TSR performance factor, and vested performance share units will be settled by the issuance of Company common stock. In addition, a named executive officer will be considered to have remained continuously employed if, from the date of the executive’s retirement through the end of 2019, the executive either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors would be permitted). The performance share units would remain subject to the applicable performance-based vesting requirements described above during such period.

During the overall performance period for which the performance share units are outstanding, the Company accrues any cash dividends paid by the Company to holders of common stock in an amount equal to the cash dividends paid with respect to a share of common stock times the target number of performance share units awarded. At the time the performance share units are settled, the named executive officers would also receive a cash payment equal to the product of the amount of cash dividends accrued with respect to a share of common stock times the TSR performance factor.

Retention Awards

In support of the Company’s succession planning and management development goals, on January 20, 2017, the Compensation Committee also awarded special retention awards to certain executive officers. The special retention awards were granted in the form of restricted stock units that vest 30%, 30% and 40% on the fourth, fifth and sixth annual anniversaries, respectively, of the date of grant of the awards, subject to continued employment. Mr. Meloy is the only named executive officer who received a special retention award, and he received 50,000 restricted stock units.

Other Compensation Matters

Accounting Considerations. We account for the equity compensation expense for our employees, including our named executive officers, under the rules of Financial Accounting Standards Board (“FASB”), Accounting Standards Codification (“ASC”) Topic 718, which requires us to estimate and record an expense for each award of long-term equity incentive compensation over the vesting period of the award. Accounting rules also require us to record cash compensation as an expense at the time the obligation is accrued.

Clawback Policy. To date, we have not adopted a formal clawback policy to recoup incentive-based compensation upon the occurrence of a financial restatement, misconduct, or other specified events. However, restricted stock, restricted stock unit and performance share unit agreements covering grants made to our named executive officers and other employees in 2011 and later years, as applicable, do include language providing that any compensation, payments or benefits provided under such an award (including profits realized from the sale of earned shares) are subject to clawback to the extent required by applicable law.

Securities Trading Policy. All of our officers, employees and directors are subject to our Insider Trading Policy, which, among other things, prohibits officers, employees and directors from engaging in certain short-term or speculative transactions involving our securities. Specifically, the policy provides that officers, employees and directors may not engage in the following transactions: (i) the

purchase of our common stock on margin, (ii) short sales of our common stock, or (iii) the purchase or sale of options of any kind, whether puts or calls, or other derivative securities, relating to our common stock.

Compensation Risk Assessment

The Compensation Committee reviews the relationship between our risk management policies and compensation policies and practices each year and, for 2016, has concluded that we do not have any compensation policies or practices that expose us to excessive or unnecessary risks that are reasonably likely to have a material adverse effect on us. Because our Compensation Committee retains the sole discretion for determining the actual amount paid to executives pursuant to our annual incentive bonus program, our Compensation Committee is able to assess the actual behavior of our executives as it relates to risk-taking in awarding bonus amounts. In addition, the performance objectives applicable to our annual bonus program consist of a combination of six or more diverse company-wide and business unit goals, including commercial, operational and financial goals to support our business plan and priorities, which we believe lessens the potential incentive to focus on meeting certain short-term goals at the expense of longer-term risk. Further, our use of long-term equity incentive compensation for 2016 with three-year vesting periods serves our executive compensation program's goal of aligning the interests of executives and shareholders, thereby reducing the incentives to unnecessary risk-taking.

Compensation Committee Report

Messrs. Davis, Crisp and Evans are the current members of our Compensation Committee. Following the completion of the Buy-In Transaction, additional directors were elected to the Board and the membership of the Compensation Committee was changed to balance the workload of directors serving on this and other committees. As part of this change, effective March 1, 2016, Mr. Redd resigned as member and Chairman of the Compensation Committee and Ms. Fulton resigned as a member of the Compensation Committee. The Board of Directors appointed Mr. Davis as the Chairman of the Compensation Committee and Mr. Evans as a member of the Compensation Committee. In fulfilling its oversight responsibilities, the Compensation Committee, as currently composed, has reviewed and discussed with management the Compensation Discussion and Analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our proxy statement. Based on these reviews and discussions, the Compensation Committee, as currently composed, recommended to our Board of Directors that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our proxy statement for filing with the SEC.

The information contained in this report shall not be deemed to be "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

The Compensation Committee

Waters S. Davis, IV, Chairman Charles R. Crisp, Robert B. Evans,

Committee Member Committee Member

EXECUTIVE COMPENSATION

Summary Compensation Table for 2016

The following Summary Compensation Table sets forth the compensation of our named executive officers for 2016, 2015 and 2014. Additional details regarding the applicable elements of compensation in the Summary Compensation Table are provided in the footnotes following the table.

Name and Principal Position	Year	Salary (1)	Bonus (2)	Stock Awards	All Other	Total
				(3)	(4)	
				(\$)		\$
	2016	\$	453,125	\$ 3,534,138	\$ 1,616	3,988,879
Joe Bob Perkins	2015	697,500	—	2,066,608	22,720	2,786,828
Chief Executive Officer	2014	554,167	1,120,000	1,552,665	21,931	3,248,763
Matthew J. Meloy	2016	450,000	258,750	909,856	22,270	1,640,876
Executive Vice President and Chief	2015	395,833	—	618,968	22,196	1,036,997
Financial Officer	2014	366,667	562,500	519,890	21,548	1,470,605
	2016	600,000	337,500	1,552,084	22,784	2,512,368
Michael A. Heim	2015	589,167	—	1,221,592	22,628	1,833,387
Vice Chairman of the Board	2014	526,667	963,000	1,112,536	21,874	2,624,077
	2016	500,000	281,250	1,127,299	22,520	1,931,069
Jeffrey J. McParland	2015	495,000	—	814,407	22,448	1,331,855
President—Finance and Administration	2014	463,333	846,000	738,476	21,745	2,069,554
Paul W. Chung	2016	490,000	275,625	1,104,764	22,494	1,892,883
	2015	485,000	—	798,112	22,422	1,305,534
Executive Vice President, General Counsel and Secretary						

(1) The Compensation Committee approved quarterly grants of restricted stock to Mr. Perkins in lieu of all of his 2016 base salary. These restricted stock awards were granted on March 31, 2016, June 30, 2016, September 30, 2016 and December 20, 2016. Please see “Compensation Discussion and Analysis—Components of Executive Compensation Program for Fiscal 2016—Base Salary.” See also “—Grants of Plan-Based Awards for 2016.”

(2) For 2016, amounts reported in the “Bonus” column represents the portion of the bonus awarded pursuant to our 2016 Bonus Plan that was paid to the named executive officers in cash. The Compensation Committee approved settlement of the 2016 bonuses in a combination of cash and restricted stock unit awards. Specifically, the Compensation Committee determined that 50% of each officer’s total bonus amount would be settled in the form of restricted stock unit awards, resulting in these officers receiving restricted stock unit awards corresponding to 62.5% of their respective target bonus amounts under the 2016 Bonus Plan. These restricted stock unit awards will vest in full three years after the date of award, subject to continued employment of the officers through that date. These awards will be granted on February 28, 2017, and will therefore be reported as compensation in the Summary Compensation Table for 2017 in accordance with SEC rules. Please see “Compensation Discussion and Analysis—Components of Executive Compensation Program for Fiscal 2016—Annual Incentive Bonus.” As discussed above, payments pursuant to our Bonus Plan are discretionary and not based on specific objective performance

measures.

- (3) Amounts reported in the “Stock Awards” column represent the aggregate grant date fair value of restricted stock and restricted stock unit awards granted under our Stock Incentive Plan in 2016 (including restricted stock unit awards granted on February 29, 2016 in connection with awards earned under our 2015 Bonus Plan and restricted stock awards granted to Mr. Perkins in lieu of all of his 2016 base salary), computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 25 –Compensation Plans to our “Consolidated Financial Statements” in our Annual Report on Form 10-K for fiscal year 2016. Detailed information about the value attributable to specific awards is reported in the table under “—Grants of Plan-Based Awards for 2016” below. The grant date fair value of each restricted stock unit subject to the restricted stock unit awards granted on January 19, 2016, assuming vesting will occur, is \$16.450. The grant date fair value of each restricted stock unit subject to the restricted stock unit awards granted on February 29, 2016, assuming vesting will occur, is \$26.335. For 2015, the Compensation Committee provided that no bonuses would be paid to our named executive officers in cash under the 2015 Bonus Plan, and that these officers would instead receive restricted stock unit awards in an amount corresponding to 75% of their respective target bonus amounts under the 2015 Bonus Plan. These restricted stock unit awards will vest in full three years after the date of award, subject to continued employment of the officers through that date. Because these awards were granted on February 29, 2016, they are reported as compensation in the Summary Compensation Table for 2016 in accordance with SEC rules. The grant date fair value of the shares subject to the restricted stock awards granted to Mr. Perkins in lieu of his 2016 base salary is discussed below in footnote (2) to the Grants of Plan-Based Awards for 2016 table below.
- (4) For 2016, “All Other Compensation” includes (i) the aggregate value of all employer-provided contributions to our 401(k) plan and (ii) the dollar value of life insurance premiums paid by the Company with respect to life insurance for the benefit of each named executive officer.

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Name	Dollar Value of		
	401(k) and Profit Sharing Plan	Life Insurance Premiums	Total
Joe Bob Perkins (1)	\$—	\$1,616	\$1,616
Matthew J. Meloy	21,200	1,070	22,270
Michael A. Heim	21,200	1,584	22,784
Jeffrey J. McParland	21,200	1,320	22,520
Paul W. Chung	21,200	1,294	22,494

(1) Because Mr. Perkins received restricted stock awards in lieu of his base salary he did not qualify for company contributions to the 401(k) plan.

Grants of Plan-Based Awards for 2016

The following table and the footnotes thereto provide information regarding grants of plan-based equity awards made to the named executive officers during 2016:

Name	Grant Date	Stock Awards:	
		Number of Shares of Stock or Units (1)	Value of Equity Awards (2)
Mr. Perkins	01/19/16	102,484	\$1,685,862
	02/29/16	38,320	1,009,157
	03/31/16	7,713	227,418
	06/30/16	4,644	195,907
	09/30/16	4,214	208,698
	12/20/16	3,684	207,096
Mr. Meloy	01/19/16	35,299	580,669
	02/29/16	12,500	329,188
Mr. Heim	01/19/16	60,582	996,574
	02/29/16	21,094	555,510
Mr. McParland	01/19/16	40,388	664,383
	02/29/16	17,578	462,917
Mr. Chung	01/19/16	39,580	651,091
	02/29/16	17,227	453,673

(1) The grants on January 19, 2016 are the annual long-term equity incentive awards for 2016 granted to our named executive officers in the form of restricted stock unit awards under our Stock Incentive Plan. The grants on February 29, 2016 are restricted stock unit awards granted in lieu of any cash payments under the 2015 Bonus Plan. The grants to Mr. Perkins on March 31, 2016, June 30, 2016, September 30, 2016 and December 20, 2016 are restricted stock awards granted in lieu of his cash salary during 2016.

(2) The dollar amounts shown for the restricted stock unit awards granted on January 19, 2016 are determined by multiplying the shares reported in the table by \$16.450, which is the grant date fair value of the awards computed in accordance with FASB ASC Topic 718. The dollar amounts shown for the restricted stock units granted on February 29, 2016 are determined by multiplying the shares reported in the table by \$26.335, which is the grant date fair value of the awards computed in accordance with FASB ASC Topic 718. The dollar amounts shown for the restricted stock awards granted to Mr. Perkins on March 31, 2016, June 30, 2016, September 30, 2016 and December 20, 2016 are determined by multiplying the shares reported in the table by \$29.485, \$42.185, \$49.525 and \$56.215, respectively, which is the grant date fair value of the awards computed in accordance with FASB ASC Topic 718.

Narrative Disclosure to Summary Compensation Table and Grants of Plan Based Awards Table

A discussion of 2016 salaries, bonuses, incentive plans and awards is set forth in “Compensation Discussion and Analysis,” including a discussion of the material terms and conditions of the 2016 restricted stock unit awards under our Stock Incentive Plan and restricted stock awards to Mr. Perkins in lieu of his cash salary for 2016. Further discussion regarding restricted stock units granted in February 2016 in lieu of cash payments under our 2015 Bonus Plan are described in our proxy statement for our 2016 annual meeting of stockholders, filed with the Securities and Exchange Commission on March 25, 2016. In addition, a discussion of the conversion in 2016 of outstanding performance unit awards previously granted under the Partnership’s Long Term Incentive Plan into comparable awards under the Company’s Equity Compensation Plan is set forth in “Compensation Discussion and Analysis” under “Components of Executive Compensation Program for Fiscal 2016 -- Long-Term Equity Incentive Awards -- Conversion of Outstanding Partnership Equity Awards in the Buy-In Transaction.”

Outstanding Equity Awards at 2016 Fiscal Year-End

The following table and the footnotes related thereto provide information regarding equity-based awards outstanding as of December 31, 2016 for each of our named executive officers.

Name	Stock Awards	
	Number of Shares That have Vested (1)	Market Value of Shares That have Not Vested (2)
Joe Bob Perkins	210,914	\$ 11,825,948
Matthew J. Meloy	63,438	3,556,969
Michael A. Heim	113,654	6,372,580
Jeffrey J. McParland	79,244	4,443,211
Paul W. Chung	77,646	4,353,611

(1) Represents the following shares of restricted stock and restricted stock units under our Stock Incentive Plan and restricted stock units under our Equity Compensation Plan (which were formerly outstanding performance unit awards previously granted under the Partnership's Long Term Incentive Plan and converted into comparable awards related to Company common stock in connection with the Buy-In Transaction) held by our named executive officers:

	January 14, 2014 Award (a)	January 14, 2014 Award (b)	January 15, 2015 Award (c)	January 21, 2015 Award (d)	January 19, 2016 Award (e)	February 29, 2016 Award (f)	In Lieu of Salary Awards (g)	Total
Joe Bob Perkins	4,823	15,176	9,912	19,944	102,484	38,320	20,255	210,914
Matthew J. Meloy	1,615	5,082	2,969	5,973	35,299	12,500	—	63,438
Michael A. Heim	3,456	10,874	5,859	11,789	60,582	21,094	—	113,654
Jeffrey J. McParland	2,294	7,218	3,906	7,860	40,388	17,578	—	79,244
Paul W. Chung	2,245	7,064	3,828	7,702	39,580	17,227	—	77,646

(a) The restricted shares subject to the January 14, 2014 awards vested on January 14, 2017.

(b) The Partnership performance units awarded January 14, 2014 were converted to Company restricted stock units at a ratio of 1 to 0.62 and 100% of the restricted stock units vest on June 30, 2017.

(c) The restricted stock units subject to the January 15, 2015 awards are subject to the following vesting schedule: 100% of the restricted stock units vest on January 15, 2018, contingent upon continuous employment or the

satisfaction of certain other service-related conditions upon the executive's retirement, in either case, through the end of the vesting period. The underlying shares of stock are not issued until vesting at the end of the performance period.

- (d) The Partnership performance units awarded January 21, 2015 were converted to Company restricted stock units at a ratio of 1 to 0.62 and 100% of the restricted stock units vest on June 30, 2018, contingent upon continuous employment or the satisfaction of certain other service-related conditions upon the executive's retirement, in either case, through the end of the vesting period. The underlying shares of stock are not issued until vesting at the end of the performance period.
- (e) The restricted stock units subject to the January 19, 2016 awards are subject to the following vesting schedule: 100% of the restricted stock units vest on January 19, 2019, contingent upon continuous employment or the satisfaction of certain other service-related conditions upon the executive's retirement, in either case, through the end of the vesting period. The underlying shares of stock are not issued until vesting at the end of the performance period.
- (f) The restricted stock units awarded February 29, 2016 in settlement of awards under the 2015 Bonus Plan are subject to the following vesting schedule: 100% of the restricted stock units vest on February 28, 2019, contingent upon continuous employment or the satisfaction of certain other service-related conditions upon the executive's retirement, in either case, through the end of the vesting period. The underlying shares of stock are not issued until vesting at the end of the performance period.
- (g) The restricted stock awarded to Mr. Perkins in lieu of 2016 salary was awarded March 31, 2016 (7,713 shares), June 30, 2016 (4,644 shares), September 30, 2016 (4,214 shares) and December 20, 2016 (3,684 shares). 100% of each award will vest one year following the date of grant, contingent upon continuous employment.

The treatment of the outstanding restricted stock awards and restricted stock unit awards upon certain terminations of employment (including retirement) or the occurrence of a change in control is described below under “—Potential Payments Upon Termination or Change in Control.”

- (2) The dollar amounts shown are determined by multiplying the number of shares of restricted stock or the number of restricted stock units reported in the table by the closing price of a share of our common stock on December 30, 2016 (\$56.07), which was the last trading day of fiscal 2016. The amounts do not include any related dividends accrued with respect to the awards.

Option Exercises and Stock Vested in 2016

The following table provides the amount realized during 2016 by each named executive officer upon the vesting of restricted stock and restricted stock units. None of our named executive officers exercised any option awards during the 2016 year and, currently, there are no options outstanding under any of our plans.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (1)	Value Realized on Vesting (2)
Joe Bob Perkins	23,655	\$ 870,443
Matthew J. Meloy	18,135	717,373
Michael A. Heim	16,936	603,268
Jeffrey J. McParland	10,293	348,658
Paul W. Chung	15,538	571,765

(1) Includes: (i) the following shares of restricted stock granted under our Stock Incentive Plan on January 15, 2013, which vested on January 15, 2016 for each Named Executive Officer respectively: (a) 5,035; (b) 1,866; (c) 4,399; (d) 3,390; and (e) 3,307; and (ii) the following restricted stock units (former equity-settled performance unit awards under the Partnership's Long-Term Incentive Plan that were converted into comparable awards related to Company common stock in connection with the Buy-In Transaction) originally granted on January 15, 2013 and August 12, 2013, which vested on June 30, 2016 for each Named Executive Officer respectively: (a) 18,620; (b) 16,269; (c) 12,537; (d) 6,903; and (e) 12,231.

(2) Computed: (i) with respect to the restricted stock awards granted under our Stock Incentive Plan by multiplying the number of shares of stock vesting by the closing price of a share of common stock on the January 15, 2016 vesting date (\$17.04) and does not include associated dividends accrued during the vesting period and (ii) with respect to the restricted stock units (former equity-settled performance unit awards) by multiplying the number of restricted stock units vesting by the closing price of a share of common stock on the June 30, 2016 vesting date (\$42.14) and does not include associated distributions or dividends accrued during the vesting period.

Pension Benefits

Other than our 401(k) Plan, we do not have any plan that provides for payments or other benefits at, following, or in connection with, retirement.

Non-Qualified Deferred Compensation

We do not have any plan that provides for the deferral of compensation on a basis that is not tax qualified.

Potential Payments Upon Termination or Change in Control

Aggregate Payments

The table below reflects the aggregate amount of payments and benefits that we believe our named executive officers would have received under the Change in Control Program, Stock Incentive Plan and Equity Compensation Plan upon certain specified termination of employment and/or a change in control events, in each case, had such event occurred on December 31, 2016. Details regarding individual plans and arrangements follow the table. The amounts below

constitute estimates of the amounts that would be paid to our named executive officers upon each designated event, and do not include any amounts accrued through fiscal 2016 year-end that would be paid in the normal course of continued employment, such as accrued but unpaid salary and benefits generally available to all salaried employees. The actual amounts to be paid are dependent on various factors, which may or may not exist at the time a named executive officer is actually terminated and/or a change in control actually occurs. Therefore, such amounts and disclosures should be considered “forward-looking statements.”

Name	Qualifying Termination			
	Change in Control (No Termination)	Following Change in Control	Termination by us without Cause	Termination for Death or Disability
Joe Bob Perkins	\$ 12,768,033	\$ 17,158,985	\$ 2,420,279	\$ 12,904,551
Matthew J. Meloy	3,856,666	6,533,101	762,248	3,898,531
Michael A. Heim	6,934,017	10,408,452	1,563,468	7,018,179
Jeffrey J. McParland	4,826,572	7,731,006	1,040,102	4,882,622
Paul W. Chung	4,729,217	7,573,248	1,018,640	4,784,130

Executive Officer Change in Control Severance Program

We adopted the Change in Control Program on and effective as of January 12, 2012. Each of our named executive officers was an eligible participant in the Change in Control Program during the 2016 calendar year.

The Change in Control Program is administered by our Vice President—Human Resources. The Change in Control Program provides that if, in connection with or within 18 months after a “Change in Control,” a participant suffers a “Qualifying Termination,” then the individual will receive a severance payment, paid in a single lump sum cash payment within 60 days following the date of termination, equal to three times (i) the participant’s annual salary as of the date of the Change in Control or the date of termination, whichever is greater, and (ii) the amount of the participant’s annual salary multiplied by the participant’s most recent “target” bonus percentage specified by the Compensation Committee prior to the Change in Control. In addition, the participant (and his eligible dependents, as applicable) will receive the continuation of their medical and dental benefits until the earlier to occur of (a) three years from the date of termination, or (b) the date the participant becomes eligible for coverage under another employer’s plan.

For purposes of the Change in Control Program, the following terms will generally have the meanings set forth below:

☛ **Cause** means discharge of the participant by us on the following grounds: (i) the participant’s gross negligence or willful misconduct in the performance of his duties, (ii) the participant’s conviction of a felony or other crime involving moral turpitude, (iii) the participant’s willful refusal, after 15 days’ written notice, to perform his material lawful duties or responsibilities, (iv) the participant’s willful and material breach of any corporate policy or code of conduct, or (v) the participant’s willfully engaging in conduct that is known or should be known to be materially injurious to us or our subsidiaries.

☛ **Change in Control** means any of the following events: (i) any person (other than the Partnership) becomes the beneficial owner of more than 20% of the voting interest in us or in the General Partner, (ii) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Company or the General Partner (other than to the Partnership or its affiliates), (iii) a transaction resulting in a person other than Targa Resources GP LLC or an affiliate being the General Partner of the Partnership, (iv) the consummation of any merger, consolidation or reorganization involving us or the General Partner in which less than 51% of the total voting power of outstanding stock of the surviving or resulting entity is beneficially owned by the stockholders of the Company or the General Partner, immediately prior to the consummation of the transaction, or (v) a majority of the members of the Board of Directors or the board of directors of the General Partner is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the applicable Board of Directors before the date of the appointment or election.

☛ **Good Reason** means: (i) a material reduction in the participant’s authority, duties or responsibilities, (ii) a material reduction in the participant’s base compensation, or (iii) a material change in the geographical location at which the participant must perform services. The individual must provide notice to us of the alleged Good Reason event within 90 days of its occurrence and we have the opportunity to remedy the alleged Good Reason event within 30 days from receipt of the notice of such allegation.

☛ **Qualifying Termination** means (i) an involuntary termination of the individual’s employment by us without Cause or (ii) a voluntary resignation of the individual’s employment for Good Reason.

All payments due under the Change in Control Program will be conditioned on the execution and non-revocation of a release for our benefit and the benefit of our related entities and agents. The Change in Control Program will supersede any other severance program for eligible participants in the event of a Change in Control, but will not affect accelerated vesting of any equity awards under the terms of the plans governing such awards.

On December 3, 2015, the Company amended the Change in Control Program to exclude the direct or indirect purchase of the Partnership or the General Partner by the Company or any of its affiliates from the definition of

“Change in Control.” As a result, the consummation of the Buy-In Transaction did not constitute a Change in Control event for purposes of the Change in Control Program.

If amounts payable to a named executive officer under the Change in Control Program, together with any other amounts that are payable by us as a result of a Change in Control (collectively, the “Payments”), exceed the amount allowed under section 280G of the Code for such individual, thereby subjecting the individual to an excise tax under section 4999 of the Code, then, depending on which method produces the largest net after-tax benefit for the recipient, the Payments shall either be: (i) reduced to the level at which no excise tax applies or (ii) paid in full, which would subject the individual to the excise tax.

The following table reflects payments that would have been made to each of the named executive officers under the Change in Control Program in the event there was a Change in Control and the officer incurred a Qualifying Termination, in each case as of December 31, 2016.

	Qualifying Termination Following Change
Name	in Control (1)
Joe Bob Perkins	\$ 4,390,952
Matthew J. Meloy	2,676,435
Michael A. Heim	3,474,435
Jeffrey J. McParland	2,904,435
Paul W. Chung	2,844,031

(1)Includes 3 years' worth of continued participation in our medical and dental plans, calculated based on the monthly employer-paid portion of the premiums for our medical and dental plans as of December 31, 2016 for each named executive officer and his eligible dependents in the following amounts: (a) Mr. Perkins – \$40,952, (b) Mr. Meloy – \$54,435, (c) Mr. Heim – \$54,435, (d) Mr. McParland– \$54,435, and (e) Mr. Chung—\$51,031.

Stock Incentive Plan

Each of our named executive officers held outstanding restricted stock awards and restricted stock units under our forms of restricted stock agreement and restricted stock unit agreement, as applicable (the “Stock Agreements”), and the Stock Incentive Plan as of December 31, 2016. If a “Change in Control” occurs and the named executive officer has (i) remained continuously employed by us from the date of grant to the date upon which such Change in Control occurs or (ii) retired following the date of grant and either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors are permitted), through the date of the Change in Control, then, in either case, the restricted stock and restricted stock units granted to him under the Stock Agreements, and related dividends then credited to him, will fully vest on the date upon which such Change in Control occurs.

Restricted stock and restricted stock units granted to a named executive officer under the Stock Agreements, and related dividends then credited to him, will also fully vest if the named executive officer’s employment is terminated by reason of death or a “Disability.” If a named executive officer’s employment with us is terminated for any reason other than death or Disability, then his unvested restricted stock and restricted stock units are forfeited to us for no consideration, except that, if a named executive officer retires, his awards will continue to vest on the third anniversary of the date of grant if, from the date of his retirement through the third anniversary date, the named executive officer has either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors are permitted).

The following terms generally have the following meanings for purposes of the Stock Incentive Plan and Stock Agreements:

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Affiliate means an entity or organization which, directly or indirectly, controls, is controlled by, or is under common control with, us.

Change in Control means the occurrence of one of the following events: (i) any person or group acquires or gains ownership or control (including, without limitation, the power to vote), by way of merger, consolidation, recapitalization, reorganization or otherwise, of more than 50% of the outstanding shares of our voting stock or more than 50% of the combined voting power of the equity interests in the Partnership or the General Partner; (ii) the liquidation or dissolution of us or the approval by the limited partners of the Partnership of a plan of complete liquidation of the Partnership; (iii) the sale or other disposition by us of all or substantially all of our assets in one or more transactions to any person other than Warburg Pincus LLC or any other Affiliate; (iv) the sale or disposition by either the Partnership or the General Partner of all or substantially all of its assets in one or more transactions to any person other than Warburg Pincus LLC, the General Partner, or any other Affiliate; (v) a transaction resulting in a person other than Targa Resources GP LLC or an Affiliate being the General Partner of the Partnership; or (vi) as a result of or in connection with a contested election of directors, the persons who were our directors before such election shall cease to constitute a majority of our Board of Directors.

Disability means a disability that entitles the named executive officer to disability benefits under our long-term disability plan.

The Buy-In Transaction did not trigger the accelerated vesting of any of our outstanding long-term equity incentive compensation awards under the Stock Incentive Plan.

The following table reflects amounts that would have been received by each of the named executive officers under the Stock Incentive Plan and related Stock Agreements in the event there was a Change in Control or their employment was terminated due to death or Disability, each as of December 31, 2016. The amounts reported below assume that the price per share of our common stock was \$56.07, which was the closing price per share of our common stock on December 30, 2016 (the last trading day of fiscal 2016). No amounts are reported assuming retirement as of December 31, 2016, since additional conditions must be met following a named executive officer's retirement in order for any restricted stock awards or restricted stock units to become vested.

Name	Change in Control	Termination for Death or Disability	
Joe Bob Perkins	\$10,484,269	(1)\$10,484,269	(1)
Matthew J. Meloy	3,136,278	(2)3,136,278	(2)
Michael A. Heim	5,454,708	(3)5,454,708	(3)
Jeffrey J. McParland	3,842,516	(4)3,842,516	(4)
Paul W. Chung	3,765,487	(5)3,765,487	(5)

- (1) Of the amount reported under each of the "Change in Control" column and the "Termination for Death or Disability" column: (a) \$270,426 and \$46,819, respectively, relate to the restricted stock and related dividend rights granted on January 14, 2014, which vested on January 14, 2017; (b) \$555,766 and \$69,681, respectively, relate to the restricted stock units and related dividend rights granted on January 15, 2015, which are scheduled to vest January 15, 2018; (c) \$5,746,278, and \$373,042, respectively, relate to the restricted stock units and related dividend rights granted on January 19, 2016, which are scheduled to vest January 19, 2019; (d) \$2,148,602 and \$104,614, respectively, relate to the restricted stock units and related dividend rights granted on February 29, 2016, which are scheduled to vest February 28, 2019; and (e) \$1,135,698 and \$33,343, respectively, relate to the restricted stock and related dividend rights awarded in lieu of 2016 salary granted on March 31, 2016 (7,713 shares), June 30, 2016 (4,644 shares), September 30, 2016 (4,214 shares) and December 20, 2016 (3,684 shares).
- (2) Of the amount reported under each of the "Change in Control" column and the "Termination for Death or Disability" column: (a) \$90,553 and \$15,678, respectively, relate to the restricted stock and related dividend rights granted on January 14, 2014, which vested on January 14, 2017; (b) \$166,472 and \$20,872, respectively, relate to the restricted stock units and related dividend rights granted on January 15, 2015, which are scheduled to vest January 15, 2018; (c) \$1,979,215 and \$128,488, respectively, relate to the restricted stock units and related dividend rights granted on January 19, 2016, which are scheduled to vest January 19, 2019; and (d) \$700,875 and \$34,125, respectively, relate to the restricted stock units and related dividend rights granted on February 29, 2016, which are scheduled to vest February 28, 2019.
- (3) Of the amount reported under each of the "Change in Control" column and the "Termination for Death or Disability" column: (a) \$193,778 and \$33,549, respectively, relate to the restricted stock and related dividend rights granted on January 14, 2014, which vested on January 14, 2017; (b) \$328,514 and \$41,189, respectively, relate to the restricted stock units and related dividend rights granted on January 15, 2015, which are scheduled to vest January 15, 2018; (c) \$3,396,833 and \$220,518, respectively, relate to the restricted stock units and related dividend rights granted on January 19, 2016, which are scheduled to vest January 19, 2019; and (d) \$1,182,741 and \$57,587, respectively, relate to the restricted stock units and related dividend rights granted on February 29, 2016, which are scheduled to vest February 28, 2019.
- (4)

Of the amount reported under each of the “Change in Control” column and the “Termination for Death or Disability” column: (a) \$128,625 and \$22,269, respectively, relate to the restricted stock and related dividend rights granted on January 14, 2014, which vested on January 14, 2017; (b) \$219,009 and \$27,459, respectively, relate to the restricted stock units and related dividend rights granted on January 15, 2015, which are scheduled to vest January 15, 2018; (c) \$2,264,555 and \$147,012, respectively, relate to the restricted stock units and related dividend rights granted on January 19, 2016, which are scheduled to vest January 19, 2019; and (d) \$985,598 and \$47,988, respectively, relate to the restricted stock units and related dividend rights granted on February 29, 2016, which are scheduled to vest February 28, 2019.

(5) Of the amount reported under each of the “Change in Control” column and the “Termination for Death or Disability” column: (a) \$125,877 and \$21,793, respectively, relate to the restricted stock and related dividend rights granted on January 14, 2014, which vested on January 14, 2017; (b) \$214,636 and \$26,911, respectively, relate to the restricted stock units and related dividend rights granted on January 15, 2015, which are scheduled to vest January 15, 2018; (c) \$2,219,251 and \$144,071, respectively, relate to the restricted stock units and related dividend rights granted on January 19, 2016, which are scheduled to vest January 19, 2019; and (d) \$965,918 and \$47,030, respectively, relate to the restricted stock units and related dividend rights granted on February 29, 2016, which are scheduled to vest February 28, 2019.

Equity Compensation Plan

The Buy-In Transaction did not trigger the accelerated vesting of any outstanding long-term equity incentive compensation awards under the Equity Compensation Plan (formerly, the Partnership’s Long-Term Incentive Plan). Upon completion of the Buy-In Transaction, all outstanding performance unit awards previously granted under the Partnership’s Long-Term Incentive Plan (which was assumed by the Company in connection with the Buy-In Transaction and renamed the Equity Compensation Plan), were

converted and restated into comparable awards based on the Company's common shares. Specifically, each outstanding performance unit award was converted and restated, effective as of the effective time of the Buy-In Transaction, into an award to acquire, pursuant to the same time-based vesting schedule and forfeiture and termination provisions, a comparable number of Company common shares determined by multiplying the number of performance units subject to each award by the exchange ratio in the Buy-In Transaction (0.62), rounded down to the nearest whole share, and eliminating the performance factor that was based on the Partnership's common units. All amounts previously credited as distribution equivalent rights under any outstanding performance unit award continue to remain so credited and will be payable on the payment date set forth in the applicable award agreement, subject to the same time-based vesting schedule previously included in the performance unit award, but without application of any performance factor.

As a result, each of our named executive officers held outstanding restricted stock units under our Equity Compensation Plan (which were formerly outstanding performance unit awards previously granted under the Partnership's Long Term Incentive Plan and converted into comparable awards related to Company stock in connection with the Buy-In Transaction) under the Company's form of agreement (the "Share Grant Agreement") and the Equity Compensation Plan as of December 31, 2016.

If a "Change in Control" occurs and the named executive officer has (i) remained continuously employed by us from the date of grant to the date upon which such Change in Control occurs or (ii) retired following the date of grant and either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors are permitted), through the date of the Change in Control, then, in either case, the restricted stock units subject to the Share Grant Agreements, and related dividends or distributions then credited to him, will fully vest on the date upon which such Change in Control occurs.

Generally, restricted stock units and the related dividend or distribution equivalent rights subject to a Share Grant Agreement would be automatically forfeited without payment upon the termination of the named executive officer's employment with us and our affiliates. However, if a named executive officer's employment was terminated by reason of his death or "Disability" or was terminated by us other than for "Cause," or if the executive retired and he either performed consulting services for us or refrained from working for one of our competitors or in a similar role for another company (however, directorships at non-competitors are permitted), through the end of the vesting period, he would become vested in the restricted stock units that he is otherwise qualified to receive as if the named executive officer had remained continuously employed through the end of the performance period. The named executive officer will also receive a cash payment in the amount of the dividend or distribution equivalent rights that would have accrued through the end of the vesting period.

The following terms generally have the meanings specified below for purposes of the Equity Compensation Plan:

Change in Control means (i) any person or group, other than an affiliate, becomes the beneficial owner, by way of merger, consolidation, recapitalization, reorganization or otherwise, of 50% or more of the combined voting power of the equity interests in the Company, (ii) the stockholders of the Company approve a plan of complete liquidation of the Company or (iii) the sale or other disposition by the Company of all or substantially all of its assets in one or more transactions to any person other than one of the Company's affiliates.

Cause means (i) failure to perform assigned duties and responsibilities, (ii) engaging in conduct which is injurious (monetarily or otherwise) to us or our affiliates, (iii) breach of any corporate policy or code of conduct established by us or our affiliates, or breach of any agreement between the named executive officer and us or our affiliates, or (iv) conviction of a misdemeanor involving moral turpitude or a felony. If the named executive officer is a party to an agreement with us or our affiliates in which this term is defined, then that definition will apply for purposes of the Equity Compensation Plan and the Share Grant Agreement.

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Disability means a disability that entitles the named executive officer to disability benefits under our long-term disability plan.

The following table reflects amounts that would have been received by each of the named executive officers under the Equity Compensation Plan and related Share Grant Agreements in the event there was a Change in Control or their employment was terminated due to death or Disability or by us without Cause, each as of December 31, 2016. No amounts are reported assuming retirement as of December 31, 2016, since additional conditions must be met following a named executive officer's retirement in order for any performance share awards to become vested. The amounts reported below assume that the price per the Company's share of stock was \$56.07, which was the closing price per share of stock on December 30, 2016 (the last trading day of fiscal 2016).

Name	Change in Control	Termination	
		Without Cause	Without Cause
Joe Bob Perkins	\$ 2,283,764	(1) \$ 2,420,282	(1)
Matthew J. Meloy	720,388	(2) 762,253	(2)
Michael A. Heim	1,479,309	(3) 1,563,470	(3)
Jeffrey J. McParland	984,056	(4) 1,040,106	(4)
Paul W. Chung	963,731	(5) 1,018,644	(5)

- (1) Of the amount reported under the “Change in Control” column: (a) \$850,918 and \$180,523, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$1,118,260 and \$134,062, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015. Of the amount reported under the “Termination for Death or Disability or Without Cause” column: (a) \$850,918 and \$208,144, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$1,118,260 and \$242,957, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015.
- (2) Of the amount reported under the “Change in Control” column: (a) \$284,948 and \$60,440, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$334,906 and \$40,150, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015. Of the amount reported under the “Termination for Death or Disability or Without Cause” column: (a) \$284,948 and \$69,688, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$334,906 and \$72,763, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015.
- (3) Of the amount reported under the “Change in Control” column: (a) \$609,705 and \$129,350, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$661,009 and \$79,245, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015. Of the amount reported under the “Termination for Death or Disability or Without Cause” column: (a) \$609,705 and \$149,140, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$661,009 and \$143,613, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015.
- (4) Of the amount reported under the “Change in Control” column: (a) \$404,713 and \$85,860, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$440,710 and \$52,828, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015. Of the amount reported under the “Termination for Death or Disability or Without Cause” column: (a) \$404,713 and \$98,997, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$440,710 and \$95,738, respectively, relate to the performance shares and related dividend and

distribution equivalent rights granted on January 21, 2015.

- (5) Of the amount reported under the “Change in Control” column: (a) \$396,078 and \$84,029, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$431,851 and \$51,772, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015. Of the amount reported under the “Termination for Death or Disability or Without Cause” column: (a) \$396,078 and \$96,885, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 14, 2014; and (b) \$431,851 and \$93,825, respectively, relate to the performance shares and related dividend and distribution equivalent rights granted on January 21, 2015.

Director Compensation

The following table sets forth the compensation earned by our non-employee directors for 2016:

Name	Fees Earned or		Total
	Paid in Cash	Stock Awards (2)	
Charles R. Crisp	\$ 116,000	\$ 66,442	\$ 182,442
Ershel C. Redd Jr	99,500	66,442	165,942
Chris Tong	118,500	66,442	184,942
Laura C. Fulton	98,500	66,442	164,942
Waters S. Davis, IV	115,500	66,442	181,942
Rene R. Joyce	86,500	66,442	152,942
Robert B. Evans (1)	79,833	66,442	146,275

(1) Mr. Evans was appointed effective March 1, 2016.

(2) Amounts reported in the “Stock Awards” column represent the aggregate grant date fair value of fully vested shares of our common stock awarded to the non-employee directors under our Stock Incentive Plan, computed in accordance with FASB ASC Topic 718. For a discussion of the assumptions and methodologies used to value the awards reported in this column, see the discussion contained in the Notes to Consolidated Financial Statements at Note 25 – Compensation Plans included in our Annual Report on Form 10-K for the year ended December 31, 2016. On January 19, 2016, each director serving at that time received 4,039 fully vested shares of our common stock in connection with their 2016 service on our Board of Directors, and the grant date fair value of each share of common stock computed in

accordance with FASB ASC Topic 718 was \$16.45. As of December 31, 2016, none of our non-employee directors held any outstanding stock options or any outstanding, unvested shares of our common stock.

Narrative to Director Compensation Table

For 2016, all non-employee directors received an annual cash retainer of \$76,000. The Chairman of the Audit Committee received an additional annual retainer of \$20,000, the Chairman of the Compensation Committee received an additional annual retainer of \$15,000 and the Chairman of the Nominating and Governance Committee received an additional retainer of \$10,000. All of our non-employee directors receive \$1,500 for each Board of Directors, Audit Committee, Compensation Committee and Nominating and Governance Committee meeting attended. Payment of non-employee director fees is generally made twice annually, at the second regularly scheduled meeting of the Board of Directors and at the final regularly scheduled meeting of the Board of Directors for the fiscal year. All non-employee directors are reimbursed for out-of-pocket expenses incurred in attending Board of Director and committee meetings.

A director who is also an employee receives no additional compensation for services as a director. Accordingly, Messrs. Whalen, Perkins and Heim have been omitted from the table. Because Messrs. Perkins and Heim are named executive officers for 2016, the Summary Compensation Table reflects the total compensation they received for services performed for us and our affiliates.

Director Long-term Equity Incentives. We granted equity awards in January 2016 to our non-employee directors under the Stock Incentive Plan. Each of these directors received an award of 4,039 fully vested shares of our common stock, which reflected our intent to provide them with a target value of approximately \$100,000 in annual long-term incentive awards, which maintained the same target value as 2015. The awards are intended to align the long-term interests of our directors with those of our shareholders.

Changes for 2017

In January 2017, the Board of Directors approved a change to our non-employee director compensation for the 2017 fiscal year by adding a lead director retainer of \$15,000 per year.

Director Long-term Equity Incentives. In January 2017, each of our non-employee directors received an award of 1,974 fully vested shares of our common stock under the Stock Incentive Plan, which reflects our desire to increase the target value of the annual awards from approximately \$100,000 to \$115,000 per year.

In February 2017, the Board of Directors approved a change to our non-employee director compensation for the 2018 fiscal year by providing that the equity awards in 2018 to be made to the non-employee directors will consist of grants of restricted stock with a one year vesting period.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information regarding the beneficial ownership of our common stock as of February 10, 2017 (unless otherwise indicated) held by:

- each person who beneficially owns 5% or more of our the then outstanding shares of common stock;
- each of our named executive officers;

each of our directors; and

all of our executive officers and directors as a group.

On February 17, 2016, TRC completed the TRC/TRP Merger, pursuant to which TRC acquired indirectly all of the Partnership outstanding common units that TRC and its subsidiaries did not already own. As a result of the TRC/TRP Merger, TRC owns all of the outstanding Partnership common units. As of February 10, 2017, none of our directors or executive officers owned any Preferred Shares or Preferred Units.

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Beneficial ownership is determined under the rules of the SEC. In general, these rules attribute beneficial ownership of securities to persons who possess sole or shared voting power and/or investment power with respect to those securities and include, among other things, securities that an individual has the right to acquire within 60 days. Unless otherwise indicated, the stockholders identified in the table below have sole voting and investment power with respect to all securities shown as beneficially owned by them. Percentage ownership calculations for any security holder listed in the table below are based on 193,949,450 shares of our common stock outstanding on February 10, 2017.

Name of Beneficial Owner (1)	Targa Resources Corp.	
	Common Stock	Percentage of Common Stock
	Beneficially Owned	Beneficially Owned
The Vanguard Group (2)	14,082,373	7.26
Rene R. Joyce (3)	1,050,724	*
Joe Bob Perkins (4)	455,285	*
Michael A. Heim (5)	413,467	*
Jeffrey J. McParland (6)	318,369	*
James W. Whalen (7)	598,792	*
Matthew J. Meloy	56,817	*
Paul W. Chung (8)	509,406	*
Chris Tong (9)	85,549	*
Charles R. Crisp	131,443	*
Ershel C. Redd Jr.	14,482	*
Laura C. Fulton	9,515	*
Waters S. Davis, IV	6,799	*
Robert B. Evans	28,606	*
All directors and executive officers as a group (18 persons)	3,832,699	1.98

*Less than 1%.

- (1) Unless otherwise indicated, the address for all beneficial owners in this table is 1000 Louisiana, Suite 4300, Houston, Texas 77002.
- (2) As reported on Schedule 13G/A as of December 31, 2016 and filed with the SEC on February 10, 2017, the business address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (3) Shares of common stock beneficially owned by Mr. Joyce include: (i) 223,759 shares issued to The Rene Joyce 2010 Grantor Retained Annuity Trust, of which Mr. Joyce and his wife are co-trustees and have shared voting and investment power; and (ii) 561,292 shares issued to The Kay Joyce 2010 Family Trust, of which Mr. Joyce's wife is trustee and has sole voting and investment power.
- (4) Shares of common stock beneficially owned by Mr. Perkins include: (i) 207,370 shares issued to the Perkins Blue House Investments Limited Partnership ("PBHILP") and (ii) 93 shares held by Mr. Perkins' wife. Mr. Perkins is the sole member of JBP GP, L.L.C., one of the general partners of the PBHILP.
- (5)

Shares of common stock beneficially owned by Mr. Heim include: (i) 124,878 shares issued to The Michael Heim 2009 Family Trust, of which Mr. Heim and his son are co-trustees and have shared voting and investment power; (ii) 81,672 shares issued to The Patricia Heim 2009 Grantor Retained Annuity Trust, of which Mr. Heim and his wife are co-trustees and have shared voting and investment power; (iii) 57,973 shares issued to the Pat Heim 2012 Family Trust, of which Mr. Heim's wife and son serve as co-trustees and have shared voting and investment power; (iv) 38,400 shares issued to the Heim 2012 Children's Trust, of which Mr. Heim serves as trustee; and (v) 19,472 shares held by Mr. Heim's wife.

- (6) Shares of common stock beneficially owned by Mr. McParland include 215,848 shares issued to the Sarah McParland Family Trust, of which Mr. McParland's spouse serves as trustee.
- (7) Shares of common stock beneficially owned by Mr. Whalen include (i) 345,999 shares issued to the Whalen Family Investments Limited Partnership and (ii) 98,000 issued to the Whalen Family Investments Limited Partnership 2.
- (8) Shares of common stock beneficially owned by Mr. Chung include (i) 189,904 shares issued to the Paul Chung 2008 Family Trust, of which Mr. Chung serves as trustee, (ii) 189,904 shares issued to the Helen Chung 2007 Family Trust, of which Mr. Chung's spouse and Mr. Chung's sister-in-law serve as co-trustees.
- (9) Shares of common stock beneficially owned by Mr. Tong include 1,310 shares held by Mr. Tong's wife.
- Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth certain information as of December 31, 2016 regarding our long-term incentive plans, under which our common stock is authorized for issuance to employees, consultants and directors of us, the general partner and their affiliates. Our sole

equity compensation plan, under which we will make equity grants in the future, is our long-term incentive plan, which was approved by our stockholders prior to our initial public offering.

Plan category	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	(a) (c)
Equity compensation plans approved by security holders (1)	-	-	1,825,639
Equity compensation plans not approved by security holders (2)	-	-	32,960
Total	-	-	1,858,599

(1) Generally, awards of restricted stock and restricted stock units to our officers and employees under the Stock Incentive Plan are subject to vesting over time as determined by the Compensation Committee and, prior to vesting, are subject to forfeiture. Stock incentive plan awards may vest in other circumstances, as approved by the Compensation Committee and reflected in an award agreement. Restricted stock and restricted stock units are issued, subject to vesting, on the date of grant. The Compensation Committee may provide that dividends on restricted stock or restricted stock units are subject to vesting and forfeiture provisions, in which cash such dividends would be held, without interest, until they vest or are forfeited.

(2) These represent awards available for issuance under Targa Resources Corp. Equity Compensation Plan, which was assumed by us as part of the TRC/TRP Merger. The termination date for this plan was February 7, 2017.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Our Relationship with Targa Resources Partners LP and its General Partner

Our only cash generating assets consist of our interests in the Partnership, which consist of (i) a 2.0% general partner interest in the Partnership and (ii) all of the outstanding common units of the Partnership.

Reimbursement of Operating and General and Administrative Expense

Under the terms of the Partnership Agreement, the Partnership reimburses us for all direct and indirect expenses, as well as expenses otherwise allocable to the Partnership in connection with the operation of the Partnership's business, incurred on the Partnership's behalf, which includes operating and direct expenses, including compensation and

benefits of operating personnel, and for the provision of various general and administrative services for the Partnership's benefit. We perform centralized corporate functions for the Partnership, such as legal, accounting, treasury, insurance, risk management, health, safety and environmental, information technology, human resources, credit, payroll, internal audit, taxes, engineering and marketing. The Partnership reimburses us for the direct expenses to provide these services as well as other direct expenses we incur on the Partnership's behalf, such as compensation of operational personnel performing services for the Partnership's benefit and the cost of their employee benefits, including 401(k), pension and health insurance benefits. The general partner determines the amount of general and administrative expenses to be allocated to the Partnership in accordance with the Partnership Agreement. Other than our direct costs of being a reporting company, so long as our only cash-generating asset consists of our interests in the Partnership, substantially all of our general and administrative costs have been and will continue to be allocated to the Partnership.

Competition

We are not restricted, under the Partnership's partnership agreement, from competing with the Partnership. We may acquire, construct or dispose of additional midstream energy or other assets in the future without any obligation to offer the Partnership the opportunity to purchase or construct those assets.

Contracts with Affiliates

Indemnification Agreements with Directors and Officers

The Partnership and the general partner have entered into indemnification agreements with each individual who was an independent director of the general partner prior to the TRC/TRP Merger. Each indemnification agreement provides that each of the Partnership and the general partner will indemnify and hold harmless each indemnitee against Expenses (as defined in the indemnification agreement) to the fullest extent permitted or authorized by law, including the Delaware Revised Uniform Limited Partnership Act and

the Delaware Limited Liability Company Act in effect on the date of the agreement or as such laws may be amended to provide more advantageous rights to the indemnitee. If such indemnification is unavailable as a result of a court decision and if the Partnership or the general partner is jointly liable in the proceeding with the indemnitee, the Partnership and the general partner will contribute funds to the indemnitee for his Expenses (as defined in the Indemnification Agreement) in proportion to relative benefit and fault of the Partnership or the general partner on the one hand and indemnitee on the other in the transaction giving rise to the proceeding.

Each indemnification agreement also provides that the Partnership and the general partner will indemnify and hold harmless the indemnitee against Expenses incurred for actions taken as a director or officer of the Partnership or the general partner or for serving at the request of the Partnership or the general partner as a director or officer or another position at another corporation or enterprise, as the case may be, but only if no final and non-appealable judgment has been entered by a court determining that, in respect of the matter for which the indemnitee is seeking indemnification, the indemnitee acted in bad faith or engaged in fraud or willful misconduct or, in the case of a criminal proceeding, the indemnitee acted with knowledge that the indemnitee's conduct was unlawful. The indemnification agreement also provides that the Partnership and the general partner must advance payment of certain Expenses to the indemnitee, including fees of counsel, subject to receipt of an undertaking from the indemnitee to return such advance if it is ultimately determined that the Indemnitee is not entitled to indemnification.

We have entered into parent indemnification agreements with each of our directors and officers, including directors and officers who serve or served as directors and/or officers of the general partner. Each parent indemnification agreement provides that we will indemnify and hold harmless each indemnitee for Expenses (as defined in the parent indemnification agreement) to the fullest extent permitted or authorized by law, including the Delaware General Corporation Law, in effect on the date of the agreement or as it may be amended to provide more advantageous rights to the indemnitee. If such indemnification is unavailable as a result of a court decision and if we and the indemnitee are jointly liable in the proceeding, we will contribute funds to the indemnitee for his Expenses in proportion to relative benefit and fault of us and indemnitee in the transaction giving rise to the proceeding.

Each parent indemnification agreement also provides that we will indemnify the indemnitee for monetary damages for actions taken as our director or officer or for serving at our request as a director or officer or another position at another corporation or enterprise, as the case may be but only if (i) the indemnitee acted in good faith and, in the case of conduct in his official capacity, in a manner he reasonably believed to be in our best interests and, in all other cases, not opposed to our best interests and (ii) in the case of a criminal proceeding, the indemnitee must have had no reasonable cause to believe that his conduct was unlawful. The parent indemnification agreement also provides that we must advance payment of certain Expenses to the indemnitee, including fees of counsel, subject to receipt of an undertaking from the indemnitee to return such advance if it is ultimately determined that the indemnitee is not entitled to indemnification.

Transactions with Related Persons

Relationship with Sajat Resources LLC

In December 2010 prior to our IPO, Sajat Resources LLC ("Sajat"), was spun-off from Targa. Rene Joyce and James Whalen, directors of Targa, are also directors of Sajat. Joe Bob Perkins, James Whalen, Michael Heim, Jeffrey McParland, Paul Chung, and Matthew Meloy, executive officers of Targa, are also executive officers of Sajat. Sajat owns certain technology rights, real property and ownership interests in Allied CNG Ventures LLC. We provide general and administrative services to Sajat and are reimbursed for these amounts at our actual cost. Services provided to Sajat totaled \$0.5 million in 2016.

Relationship with Tesla Resources LLC

In September 2012, Tesla Resources LLC (“Tesla”) was spun-off from Sajat. Tesla has ownership interests in Floridian Natural Gas Storage Company LLC (“Floridian”). Rene Joyce and James Whalen, directors of Targa, are also directors of Tesla and managers of Floridian. Joe Bob Perkins, James Whalen, Michael Heim, Jeffrey McParland, Paul Chung, and Matthew Meloy, executive officers of Targa, are also executive officers of Tesla. We provide general and administrative services to Tesla and Floridian and are reimbursed for these amounts at our actual cost. Services provided to Tesla and Floridian totaled \$0.1 million in 2016.

Relationship with Newark E&P Operating, LLC

Waters Davis IV, one of the directors of Targa and of the Partnership’s general partner, was a director of Newark E&P Operating, LLC (“Newark E&P”) until October 1, 2016. During 2016, Targa purchased \$8.6 million of natural gas from Newark E&P.

Relationship with Total Safety US Inc.

Joe Bob Perkins, Chief Executive Officer and a director of Targa and of the Partnership's general partner, is also a member of the Board of Managers of W3 Holdings, LLC, parent company of Total Safety US Inc. ("Total Safety") which provides us safety services and equipment, including detection and monitoring systems. During 2016, we made payments of \$0.1 million to Total Safety.

Relationship with Magellan Asset Services LP

Barry Pearl, one of our former directors of the Partnership's general partner, is also a director of Magellan Midstream Partners, L.P., parent company of Magellan Asset Services LP ("Magellan"). During 2016, we transacted sales of \$29.1 million with Magellan.

Relationship with Kansas Gas Service

Robert Evans, a director of Targa and of the Partnership's general partner, is also a director of ONE Gas, Inc. ("ONE"). We have commercial arrangements with Kansas Gas Service ("Kansas Gas"), a division of ONE. During 2016, we transacted sales of \$18.0 million with Kansas Gas.

Relationships with Sequent Energy Management, LP, EOG Resources Inc., NICOR Energy and IntercontinentalExchange, Inc.

Charles R. Crisp, a director of the Company and of the Partnership's general partner, is a director of Southern Gas Company, a subsidiary of The Southern Company, parent company of Sequent Energy Management, LP ("Sequent") and Northern Illinois Gas Company d/b/a NICOR Energy ("NICOR"). We purchase and sell natural gas and NGL products from and to Sequent and sell natural gas products to NICOR. Mr. Crisp also serves as a director of EOG Resources Inc. ("EOG") from whom we purchase natural gas and NGL products. We billed EOG Resources Marketing Inc. ("EOG Marketing"), a subsidiary of EOG, for certain well connections to our gathering systems and associated equipment. Mr. Crisp is also a director of IntercontinentalExchange Group Inc., parent company of ICE US OTC Commodity Markets LLC ("ICE") from whom we purchase brokerage services. The following table shows our transactions with each of these entities during 2016.

Entity	Sales	Purchases
	(in millions)	
EOG	\$ 11.9	\$ 2.4
ICE	0.1	0.7
NICOR	19.1	-
Sequent	108.7	12.3

These transactions were at market prices consistent with similar transactions with other nonaffiliated entities.

Relationships with Martin Gas Sales and Southwest Energy LP

Ershel C. Redd, one of the directors of Targa and of the Partnership's general partner, has an immediate family member who is an officer of Martin Gas Sales, which is a subsidiary of Martin Midstream Partners LP ("Martin") and an immediate family member who is an officer and part owner of Southwest Energy LP ("Southwest Energy") from and to

whom we purchase and sell natural gas and NGL products. The following table shows our transactions with each of these entities during 2016.

Entity	Sales	Purchases
	(in millions)	
Martin Gas	\$ 2.8	\$ -
Southwest Energy	3.0	1.8

Conflicts of Interest

Conflicts of interest exist and may arise in the future as a result of the relationships between the general partner and its affiliates (including us), on the one hand, and the Partnership and its other limited partners, on the other hand. The directors and officers of the general partner have fiduciary duties to manage the general partner and us, if applicable, in a manner beneficial to our owners. At the same time, the general partner has a fiduciary duty to manage the Partnership in a manner beneficial to it and its unitholders. Please see “—Review, Approval or Ratification of Transactions with Related Persons” below for additional detail of how these conflicts of interest will be resolved.

Review, Approval or Ratification of Transactions with Related Persons

Our policies and procedures for approval or ratification of transactions with “related persons” are not contained in a single policy or procedure. Instead, they are reflected in the general operation of our board of directors, consistent with past practice. We distribute and review a questionnaire to our executive officers and directors requesting information regarding, among other things, certain transactions with us in which they or their family members have an interest. Pursuant to our Code of Conduct, our officers and directors are required to abandon or forfeit any activity or interest that creates a conflict of interest between them and us or any of our subsidiaries, unless the conflict is pre-approved by our board of directors.

Whenever a conflict arises between the general partner or its affiliates, on the one hand, and the Partnership or any other partner, on the other hand, the general partner will resolve that conflict. The Partnership’s partnership agreement contains provisions that modify and limit the general partner’s fiduciary duties to the Partnership’s unitholders. The partnership agreement also restricts the remedies available to unitholders for actions taken that, without those limitations, might constitute breaches of fiduciary duty.

The general partner will not be in breach of its obligations under the partnership agreement or its duties to the Partnership or its unitholders if the resolution of the conflict is:

- approved by the general partner’s conflicts committee, although the general partner is not obligated to seek such approval;
- approved by the vote of a majority of the Partnership’s outstanding common units, excluding any common units owned by the general partner or any of its affiliates;
- on terms no less favorable to the Partnership than those generally being provided to or available from unrelated third parties; or
- fair and reasonable to the Partnership, taking into account the totality of the relationships among the parties involved, including other transactions that may be particularly favorable or advantageous to the Partnership.

The general partner may, but is not required to, seek the approval of such resolution from the conflicts committee of its board of directors. If the general partner does not seek approval from the conflicts committee and its board of directors determines that the resolution or course of action taken with respect to the conflict of interest satisfies either of the standards set forth in the third or fourth bullet points above, then it will be presumed that, in making its decision, the board of directors acted in good faith and in any proceeding brought by or on behalf of any limited partner of the Partnership, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption. Unless the resolution of a conflict is specifically provided for in the partnership agreement, the general partner or its conflicts committee may consider any factors they determine in good faith to consider when resolving a conflict. When the partnership agreement provides that someone act in good faith, it requires that person to believe he is acting in the best interests of the Partnership.

Director Independence

Messrs. Crisp, Redd, Tong, Evans, and Davis and Ms. Fulton are our independent directors under the NYSE’s listing standards. Please see “Item 10. Directors, Executive Officers and Corporate Governance.” Our board of directors examined the commercial relationships between us and companies for whom our independent directors serve as directors or with whom family members of our independent directors have an employment relationship. The commercial relationships reviewed consisted of product and services purchases and product sales at market prices consistent with similar arrangements with unrelated entities.

Item 14. Principal Accounting Fees and Services

We have engaged PricewaterhouseCoopers LLP as our principal accountant. The following table summarizes fees we were billed by PricewaterhouseCoopers LLP for independent auditing, tax and related services for each of the last two fiscal years:

	2016	2015
	(In	
	millions)	
Audit fees (1)	\$5.5	\$4.2
Audit-related fees (2)	—	—
Tax fees (3)	0.5	0.8
All other fees (4)	0.4	—
	\$6.4	\$5.0

(1) Audit fees represent amounts billed for each of the years presented for professional services rendered in connection with (i) the integrated audit of our annual financial statements and internal control over financial reporting, (ii) the review of our quarterly financial statements or (iii) those services

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normally provided in connection with statutory and regulatory filings or engagements including comfort letters, consents and other services related to SEC matters. This information is presented as of the latest practicable date for this Annual Report.

- (2) Audit-related fees represent amounts we were billed in each of the years presented for assurance and related services that are reasonably related to the performance of the annual audit or quarterly reviews of our financial statements and are not reported under audit fees.
- (3) Tax fees represent amounts we were billed in each of the years presented for professional services rendered in connection with tax compliance.
- (4) All other fees represent amounts we were billed in each of the years presented for services not classifiable under the other categories listed in the table above.

The Audit Committee has approved the use of PricewaterhouseCoopers LLP as our independent principal accountant. All services provided by our independent auditor are subject to pre-approval by the Audit Committee. The Audit Committee is informed of each engagement of the independent auditor to provide services to us.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a)(1) Financial Statements

Our Consolidated Financial Statements are included under Part II, Item 8 of the Annual Report. For a listing of these statements and accompanying footnotes, see “Index to Consolidated Financial Statements” on Page F-1 in this Annual Report.

(a)(2) Financial Statement Schedules

All schedules have been omitted because they are either not applicable, not required or the information called for therein appears in the consolidated financial statements or notes thereto.

(a)(3) Exhibits

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Number	Description
2.1***	Purchase and Sale Agreement, dated September 18, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 21, 2007 (File No. 001-33303)).
2.2	Amendment to Purchase and Sale Agreement, dated October 1, 2007, by and between Targa Resources Holdings LP and Targa Resources Partners LP (incorporated by reference to Exhibit 2.2 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
2.3	Purchase and Sale Agreement dated July 27, 2009, by and between Targa Resources Partners LP, Targa GP Inc. and Targa LP Inc. (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed July 29, 2009 (File No. 001-33303)).
2.4	Purchase and Sale Agreement, dated March 31, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC and Targa Midstream Holdings LLC (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 1, 2010 (File No. 001-33303)).
2.5	Purchase and Sale Agreement, dated August 6, 2010, by and between Targa Resources Partners LP and Targa Versado Holdings LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 9, 2010 (File No. 001-33303)).
2.6	Purchase and Sale Agreement, dated September 13, 2010, by and between Targa Resources Partners LP and Targa Versado Holdings LP (incorporated by reference to Exhibit 2.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 17, 2010 (File No. 001-33303)).
2.7***	Agreement and Plan of Merger, by and among Targa Resources Corp., Trident GP Merger Sub LLC, Atlas Energy, L.P. and Atlas Energy GP, LLC, dated October 13, 2014 (incorporated by reference to Exhibit 2.1 to Targa Resources Corp.'s Current Report on Form 8-K filed October 17, 2014 (File No. 001-34991)).
2.8***	Agreement and Plan of Merger, by and among Targa Resources Corp., Targa Resources Partners LP, Targa Resources GP LLC, Trident MLP Merger Sub LLC, Atlas Energy, L.P., Atlas Pipeline Partners, L.P. and Atlas Pipeline Partners GP, LLC, dated October 13, 2014 (incorporated by reference to Exhibit 2.2 to Targa Resources Corp.'s Current Report on Form 8-K filed October 17, 2014 (File No. 001-34991)).
2.9***	Agreement and Plan of Merger, dated as of November 2, 2015, by and among Targa Resources Corp., Spartan Merger Sub LLC, Targa Resources Partners LP and Targa Resources GP LLC (incorporated by reference to Exhibit 2.1 to Targa Resources Corp.'s Current Report on Form 8-K filed November 6, 2015 (File No. 001-34991)).
2.10***	Membership Interest Purchase and Sale Agreement, dated January 22, 2017, by and between Targa Resources Partners LP and Outrigger Delaware Midstream, LLC (incorporated by reference to Exhibit 2.1 to Targa Resources Corp.'s Current Report on Form 8-K filed January 23, 2017 (File No. 001-34991)).
2.11***	Membership Interest Purchase and Sale Agreement, dated January 22, 2017, by and between Targa Resources Partners LP and Outrigger Energy, LLC (incorporated by reference to Exhibit 2.2 to Targa Resources Corp.'s Current Report on Form 8-K filed January 23, 2017 (File No. 001-34991)).
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Membership Interest Purchase and Sale Agreement, dated January 22, 2017, by and between Targa Resources Partners LP and Outrigger Midland Midstream, LLC (incorporated by reference to Exhibit 2.3 to Targa Resources Corp.'s Current Report on Form 8-K filed January 23, 2017 (File No. 001-34991)).

- 3.1 Amended and Restated Certificate of Incorporation of Targa Resources Corp. (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K filed December 16, 2010 (File No. 001-34991)).
- 3.2 Certificate of Designations of Series A Preferred Stock of Targa Resources Corp., filed with the Secretary of State of the State of Delaware on March 16, 2016 (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).
- 3.3 Amended and Restated Bylaws of Targa Resources Corp. (incorporated by reference to Exhibit 3.2 to Targa Resources Corp.'s Current Report on Form 8-K filed December 16, 2010 (File No. 001-34991)).

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Number Description

- 3.4 First Amendment to the Amended and Restated Bylaws of Targa Resources Corp. (incorporated by reference to Exhibit 3.1 to Targa Resources Corp.'s Current Report on Form 8-K filed January 15, 2016 (File No. 001-34991)).
- 3.5 Certificate of Limited Partnership of Targa Resources Partners LP (incorporated by reference to Exhibit 3.2 to Targa Resources Partners LP's Registration Statement on Form S-1 filed November 16, 2006 (File No. 333-138747)).
- 3.6 Certificate of Formation of Targa Resources GP LLC (incorporated by reference to Exhibit 3.3 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
- 3.7 Third Amended and Restated Agreement of Limited Partnership of Targa Resources Partners LP, effective December 1, 2016 (incorporated by reference to Exhibit 3.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 21, 2016 (File No. 001-33303)).
- 3.8 Limited Liability Company Agreement of Targa Resources GP LLC (incorporated by reference to Exhibit 3.4 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed January 19, 2007 (File No. 333-138747)).
- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Targa Resources Corp.'s Registration Statement on Form S-1/A filed November 12, 2010 (File No. 333-169277)).
- 4.2 Registration Rights Agreement, dated March 16, 2016, by and among Targa Resources Corp. and the purchasers named on Schedule A thereto (incorporated by reference to Exhibit 4.1 to Targa Resources Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).
- 4.3 Amendment No. 1 to the Registration Rights Agreement dated March 16, 2016, dated September 13, 2016, among Targa Resources Corp. and Stonepeak Target Holdings, LP and Stonepeak Target Upper Holdings LLC (incorporated by reference to Exhibit 4.3 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-34991)).
- 4.4 Registration Rights Agreement, dated March 16, 2016, by and among Targa Resources Corp. and the purchasers named on Schedule A thereto (incorporated by reference to Exhibit 4.2 to Targa Resources Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).
- 4.5 Amendment No. 1 to the Registration Rights Agreement dated March 16, 2016, dated September 13, 2016, among Targa Resources Corp. and Stonepeak Target Holdings, LP and Stonepeak Target Upper Holdings LLC (incorporated by reference to Exhibit 4.2 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-34991)).
- 4.6 Board Representation and Observation Rights Agreement, dated as of March 16, 2016, by and between Targa Resources Corp. and Stonepeak Target Holdings LP (incorporated by reference to Exhibit 4.3 to Targa Resources Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).
- 4.7 Warrant Agreement, dated as of March 16, 2016, by and among Targa Resources Corp., Computershare Inc. and Computershare Trust Company, N.A (incorporated by reference to Exhibit 4.4 to Targa Resources

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Corp.'s Current Report on Form 8-K/A filed March 17, 2016 (File No. 001-34991)).

- 10.1 Second Amendment and Restatement Agreement dated as of October 7, 2016, by and among Targa Resources Partners LP, Bank of America, N.A., and the other parties signatory thereto (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed October 11, 2016 (File No. 001-34991)).
- 10.2 Targa Resources Investments Inc. Amended and Restated Stockholders' Agreement dated as of October 28, 2005 (incorporated by reference to Exhibit 10.2 to Targa Resources Inc.'s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.3 First Amendment to Amended and Restated Stockholders' Agreement, dated January 26, 2006 (incorporated by reference to Exhibit 10.3 to Targa Resources Inc.'s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.4 Second Amendment to Amended and Restated Stockholders' Agreement, dated March 30, 2007 (incorporated by reference to Exhibit 10.4 to Targa Resources Inc.'s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.5 Third Amendment to Amended and Restated Stockholders' Agreement, dated May 1, 2007 (incorporated by reference to Exhibit 10.5 to Targa Resources Inc.'s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).

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- 10.6 Fourth Amendment to Amended and Restated Stockholders' Agreement, dated December 7, 2007 (incorporated by reference to Exhibit 10.6 to Targa Resources Inc.'s Registration Statement on Form S-4/A filed December 18, 2007 (File No. 333-147066)).
- 10.7 Fifth Amendment to Amended and Restated Stockholders' Agreement, dated December 1, 2009 (incorporated by reference to Exhibit 10.1 to Targa Resources, Inc.'s Current Report on Form 8-K filed December 2, 2009 (File No. 333-147066)).
- 10.8 Form of Sixth Amendment to Amended and Restated Stockholders' Agreement (incorporated by reference to Exhibit 10.11 to Targa Resources Corp.'s Registration Statement on Form S-1/A filed November 12, 2010 (File No. 333-169277)).
- 10.9+ Targa Resources Corp. 2010 Stock Incentive Plan (incorporated by reference to Exhibit 4.3 of Targa Resources Corp.'s Registration Statement on Form S-8 filed December 9, 2010 (File No. 333-171082)).
- 10.10+ Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed July 18, 2013 (File No. 001-34991)).
- 10.11+ Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.2 to Targa Resources Corp.'s Current Report on Form 8-K filed July 18, 2013 (File No. 001-34991)).
- 10.12+ Targa Resources Corp. Equity Compensation Plan (f/k/a Targa Resources Partners Long-Term Incentive Plan), as amended and restated effective February 17, 2016 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
- 10.13+ Targa Resources Corp. Long-Term Incentive Plan (f/k/a Targa Resources Investments Inc. Long-Term Incentive Plan), as amended and restated effective February 17, 2016 (incorporated by reference to Exhibit 10.2 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
- 10.14+ Form of Restricted Stock Agreement under Targa Resources Corp. 2010 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
- 10.15+ Form of Performance Share Grant Agreement, as amended and restated effective February 17, 2016, under Targa Resources Corp. Equity Compensation Plan (incorporated by reference to Exhibit 10.4 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
- 10.16+ Form of Performance Share Grant Agreement, as amended and restated effective February 17, 2016, under Targa Resources Corp. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.5 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
- 10.17+ Targa Resources Corp. 2015 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 20, 2015 (File No. 001-33303)).
- 10.18+ Targa Resources Corp. 2016 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 22, 2016 (File No. 001-33303)).

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- 10.19+ Targa Resources Corp. 2017 Annual Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 25, 2017 (File No. 001-33303)).
- 10.20+ Targa Resources Partners Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Registration Statement on Form S-1/A filed February 1, 2007 (File No. 333-138747)).
- 10.21+ Form of Targa Resources Partners LP Restricted Unit Grant Agreement — 2010 (incorporated by reference to Exhibit 10.15 to Targa Resources Partners LP's Form 10-K filed March 4, 2010 (File No. 001-33303)).
- 10.22+ Targa Resources Partners LP Performance Unit Grant Agreement (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K/A filed July 24, 2013 (File No. 001-33303)).
- 10.23+ Targa Resources Partners LP Amendment to Outstanding Performance Units (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K/A filed July 24, 2013 (File No. 001-33303)).
- 10.24+ Targa Resources Partners LP Performance Unit Grant Agreement under the Targa Resources Corp. Long-Term Incentive Plan (incorporated by reference to Exhibit 10.4 to Targa Resources Partners LP's Current Report on Form 8-K/A filed July 24, 2013 (File No. 001-33303)).
- 10.25+ Targa Resources Executive Officer Change in Control Severance Program (incorporated by reference to Exhibit 10.3 to Targa Resources Corp.'s Current Report on Form 8-K filed January 19, 2012 (File No. 001-34991)).

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- 10.26+ First Amendment to the Targa Resources Executive Officer Change in Control Severance Program, dated December 3, 2015 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed December 8, 2015 (File No. 001-34991)).
- 10.27 Indenture dated February 2, 2011 among the Issuers, the Guarantors and U.S. Bank National Association, as trustee thereto (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed February 2, 2011 (File No. 001-33303)).
- 10.28 Registration Rights Agreement dated February 2, 2011 among the Issuers, the Guarantors, Deutsche Bank Securities Inc., as representative of the several initial purchasers, and the Dealer Managers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed February 3, 2011 (File No. 001-33303)).
- 10.29 Supplemental Indenture dated April 8, 2011 to Indenture dated February 2, 2011, among Targa Terminals LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed May 6, 2011 (File No. 001-33303)).
- 10.30 Supplemental Indenture dated October 28, 2011 to Indenture dated February 2, 2011, among Targa Gas Processing LLC, Targa Sound Terminal LLC and Sound Pipeline Company, LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 7, 2011 (File No. 001-33303)).
- 10.31 Supplemental Indenture dated April 20, 2012 to Indenture dated February 2, 2011, among Targa Cogen LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.3 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed August 6, 2012 (File No. 001-33303)).
- 10.32 Supplemental Indenture dated February 14, 2013 to Indenture dated February 2, 2011, among Targa Badlands LLC, Targa Assets LLC and Targa Fort Berthold Gathering LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.66 to Targa Resources Partners LP's Annual Report on Form 10-K filed February 19, 2013 (File No. 001-33303)).
- 10.33 Supplemental Indenture dated October 11, 2016 to Indenture dated February 2, 2011, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.5 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.34 Indenture dated as of January 31, 2012 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 31, 2012 (File No. 001-33303)).
- 10.35

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Registration Rights Agreement dated as of January 31, 2012 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and the initial purchasers named therein (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed January 31, 2012 (File No. 001-33303)).

- 10.36 Supplemental Indenture dated April 20, 2012 to Indenture dated January 31, 2012, among Targa Cogen LLC, a subsidiary of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.4 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed August 6, 2012 (File No. 001-33303)).
- 10.37 Supplemental Indenture dated February 14, 2013 to Indenture dated January 31, 2012, among Targa Badlands LLC, Targa Assets LLC and Targa Fort Berthold Gathering LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.70 to Targa Resources Partners LP's Annual Report on Form 10-K filed February 19, 2013 (File No. 001-33303)).

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- 10.38 Supplemental Indenture dated October 11, 2016 to Indenture dated January 31, 2012, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.6 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.39 Indenture dated as of October 25, 2012 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation and the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 26, 2012 (File No. 001-33303)).
- 10.40 Registration Rights Agreement dated as of October 25, 2012 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, Barclays Capital Inc. and RBS Securities Inc., as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed October 26, 2012 (File No. 001-33303)).
- 10.41 Supplemental Indenture dated February 14, 2013 to Indenture dated October 25, 2012, among Targa Badlands LLC, Targa Assets LLC and Targa Fort Berthold Gathering LLC, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.73 to Targa Resources Partners LP's Annual Report on Form 10-K filed February 19, 2013 (File No. 001-33303)).
- 10.42 Supplemental Indenture dated October 11, 2016 to Indenture dated October 25, 2012, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.7 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.43 Registration Rights Agreement dated as of December 10, 2012 among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., Wells Fargo Securities, LLC, Barclays Capital Inc. and RBS Securities Inc., as representatives of the several initial purchasers. (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed December 10, 2012 (File No. 001-33303)).
- 10.44 Indenture dated as of May 14, 2013 among the Issuers and the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed May 14, 2013 (File No. 001-33303)).
- 10.45 Registration Rights Agreement dated as of May 14, 2013 among the Issuers, the Guarantors and Wells Fargo Securities, LLC, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed May 14, 2013 (File No. 001-33303)).
- 10.46 Supplemental Indenture dated October 11, 2016 to Indenture dated May 14, 2013, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation,

the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.8 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).

- 10.47 Purchase Agreement dated as of October 23, 2014 by and among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc., Wells Fargo Securities, LLC, Goldman, Sachs & Co. and UBS Securities LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 29, 2014 (File No. 001-33303)).
- 10.48 Indenture dated as of October 28, 2014 among the Issuers, the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 29, 2014 (File No. 001-33303)).
- 10.49 Registration Rights Agreement dated as of October 28, 2014 by and among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBS Securities Inc., Wells Fargo Securities, LLC, Goldman, Sachs & Co. and UBS Securities LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed October 29, 2014 (File No. 001-33303)).

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- 10.50 Supplemental Indenture dated October 11, 2016 to Indenture dated October 28, 2014, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.9 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.51 Purchase Agreement dated as of January 15, 2015 among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., RBS Securities Inc., Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on 8-K filed January 30, 2014 (File No. 001-33303)).
- 10.52 Indenture dated as of January 30, 2015 among the Issuers and the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on 8-K filed January 30, 2014 (File No. 001-33303)).
- 10.53 Registration Rights Agreement dated as of January 30, 2015 among the Issuers, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and RBS Securities Inc., as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on 8-K filed January 30, 2014 (File No. 001-33303)).
- 10.54 Supplemental Indenture dated October 11, 2016 to Indenture dated January 30, 2015, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.10 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.55 Third Supplemental Indenture, dated as of April 24, 2015, by and among Targa Pipeline Partners LP, Targa Pipeline Finance Corporation, the Subsidiary Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed May 12, 2015 (File No. 001-33303)).
- 10.56 Indenture, dated as of May 11, 2015, among Targa Resources Partners LP, Targa Resources Finance Corporation, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed May 12, 2015 (File No. 001-33303)).
- 10.57 Registration Rights Agreement, dated as of May 11, 2015, among Targa Resources Partners LP, Targa Resources Finance Corporation, the Guarantors named therein and Barclays Capital Inc., as dealer manager (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed May 12, 2015 (File No. 001-33303)).
- 10.58 Supplemental Indenture dated October 11, 2016 to Indenture dated May 11, 2015, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.11 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No.

001-33303)).

- 10.59 Purchase Agreement dated as of September 9, 2015 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on 8-K filed September 15, 2015 (File No. 001-33303)).
- 10.60 Indenture, dated as of September 14, 2015, among Targa Resources Partners LP, Targa Resources Finance Partners Corporation, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 15, 2015 (File No. 001-33303)).
- 10.61 Registration Rights Agreement, dated as of September 14, 2015, among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several initial purchasers (incorporated by reference to Exhibit 4.2 to Targa Resources Partners LP's Current Report on Form 8-K filed September 15, 2015 (File No. 001-33303)).

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- 10.62 Supplemental Indenture dated October 11, 2016 to Indenture dated September 14, 2015, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.12 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.63 Purchase Agreement dated as of September 22, 2016 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors and Wells Fargo Securities, LLC, as representative of the several initial purchasers (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 28, 2016 (File No. 001-33303)).
- 10.64 Indenture dated as of October 6, 2016 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation and the Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed October 12, 2016 (File No. 001-34991)).
- 10.65 Registration Rights Agreement dated as of October 6, 2016 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors and Wells Fargo Securities, LLC, as representative of the several initial purchasers party thereto (incorporated by reference to Exhibit 10.2 to Targa Resources Corp.'s Current Report on Form 8-K filed October 12, 2016 (File No. 001-34991)).
- 10.66 Registration Rights Agreement dated as of October 6, 2016 among Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the Guarantors and Wells Fargo Securities, LLC, as representative of the several initial purchasers party thereto (incorporated by reference to Exhibit 10.3 to Targa Resources Corp.'s Current Report on Form 8-K filed October 12, 2016 (File No. 001-34991)).
- 10.67 Supplemental Indenture dated October 11, 2016 to Indenture dated October 6, 2016, among the Guaranteeing Subsidiaries, subsidiaries of Targa Resources Partners LP, Targa Resources Partners Finance Corporation, the other Subsidiary Guarantors and U.S. Bank National Association (incorporated by reference to Exhibit 4.13 to Targa Resources Partners LP's Quarterly Report on Form 10-Q filed November 4, 2016 (File No. 001-33303)).
- 10.68 Contribution, Conveyance and Assumption Agreement, dated February 14, 2007, by and among Targa Resources Partners LP, Targa Resources Operating LP, Targa Resources GP LLC, Targa Resources Operating GP LLC, Targa GP Inc., Targa LP Inc., Targa Regulated Holdings LLC, Targa North Texas GP LLC and Targa North Texas LP (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed February 16, 2007 (File No. 001-33303)).
- 10.69 Contribution, Conveyance and Assumption Agreement, dated October 24, 2007, by and among Targa Resources Partners LP, Targa Resources Holdings LP, Targa TX LLC, Targa TX PS LP, Targa LA LLC, Targa LA PS LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.4 to Targa Resources Partners LP's Current Report on Form 8-K filed October 24, 2007 (File No. 001-33303)).
- 10.70 Contribution, Conveyance and Assumption Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa GP Inc., Targa LP Inc., Targa Resources Operating LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (File No. 001-33303)).

- 10.71 Contribution, Conveyance and Assumption Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa LP Inc., Targa Permian GP LLC, Targa Midstream Holdings LLC, Targa Resources Operating LP, Targa North Texas GP LLC and Targa Resources Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.72 Contribution, Conveyance and Assumption Agreement, dated August 25, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed August 26, 2010 (File No. 001-33303)).
- 10.73 Second Amended and Restated Omnibus Agreement, dated September 24, 2009, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed September 24, 2009 (File No. 001-33303)).

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- 10.74 First Amendment to Second Amended and Restated Omnibus Agreement, dated April 27, 2010, by and among Targa Resources Partners LP, Targa Resources, Inc., Targa Resources LLC and Targa Resources GP LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed April 29, 2010 (File No. 001-33303)).
- 10.75 Contribution, Conveyance and Assumption Agreement, dated September 28, 2010, by and among Targa Resources Partners LP, Targa Versado Holdings LP and Targa North Texas GP LLC (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed October 4, 2010 (File No. 001-33303)).
- 10.76+ Form of Indemnification Agreement between Targa Resources Investments Inc. and each of the directors and officers thereof (incorporated by reference to Exhibit 10.4 to Targa Resources Corp.'s Registration Statement on Form S-1/A filed November 8, 2010 (File No. 333-169277)).
- 10.77+ Targa Resources Partners LP Indemnification Agreement for Robert B. Evans dated February 14, 2007 (incorporated by reference to Exhibit 10.11 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.78+ Targa Resources Partners LP Indemnification Agreement for Barry R. Pearl dated February 14, 2007 (incorporated by reference to Exhibit 10.12 to Targa Resources Partners LP's Annual Report on Form 10-K filed April 2, 2007 (File No. 001-33303)).
- 10.79+ Indemnification Agreement by and between Targa Resources Corp. and Laura C. Fulton, dated February 26, 2013 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed March 1, 2013 (File No. 001-34991)).
- 10.80+ Indemnification Agreement by and between Targa Resources Corp. and Waters S. Davis, IV, dated July 23, 2015 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed July 24, 2015 (File No. 001-34991)).
- 10.81+ Indemnification Agreement by and between Targa Resources Corp. and D. Scott Pryor, dated November 12, 2015 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed November 16, 2015 (File No. 001-34991)).
- 10.82+ Indemnification Agreement by and between Targa Resources Corp. and Patrick J. McDonie, dated November 12, 2015 (incorporated by reference to Exhibit 10.2 to Targa Resources Corp.'s Current Report on Form 8-K filed November 16, 2015 (File No. 001-34991)).
- 10.83+ Indemnification Agreement by and between Targa Resources Corp. and Dan C. Middlebrooks, dated November 12, 2015 (incorporated by reference to Exhibit 10.3 to Targa Resources Corp.'s Current Report on Form 8-K filed November 16, 2015 (File No. 001-34991)).
- 10.84+ Indemnification Agreement by and between Targa Resources Corp. and Clark White, dated November 12, 2015 (incorporated by reference to Exhibit 10.4 to Targa Resources Corp.'s Current Report on Form 8-K filed November 16, 2015 (File No. 001-34991)).
- 10.85+

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Indemnification Agreement by and between Targa Resources Corp. and Robert B. Evans, dated March 1, 2016 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Current Report on Form 8-K filed March 7, 2016 (File No. 001-34991)).

- 10.86 Amended and Restated Registration Rights Agreement dated as of October 31, 2005 (incorporated by reference to Exhibit 10.1 to Targa Resources Corp.'s Registration Statement on Form S-1/A filed November 12, 2010 (File No. 333-169277)).
- 10.87 Receivables Purchase Agreement, dated January 10, 2013, by and among Targa Receivables LLC, the Partnership, as initial Servicer, the various conduit purchasers from time to time party thereto, the various committed purchasers from time to time party thereto, the various purchaser agents from time to time party thereto, the various LC participants from time to time party thereto and PNC Bank, National Association as Administrator and LC Bank (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 14, 2013 (File No. 001-33303)).
- 10.88 Purchase and Sale Agreement, dated January 10, 2013, between the originators from time to time party thereto as Originators and Targa Receivables LLC (incorporated by reference to Exhibit 10.2 to Targa Resources Partners LP's Current Report on Form 8-K filed January 14, 2013 (File No. 001-33303)).

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Number	Description
10.89	Second Amendment to Receivables Purchase Agreement, dated December 13, 2013, by and among Targa Receivables LLC, as seller, the Partnership, as servicer, the various conduit purchasers, committed purchasers, purchaser agents and LC participants party thereto and PNC Bank, National Association, as administrator and LC Bank (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed December 17, 2013 (File No. 001-33303)).
10.90	Fourth Amendment to Receivables Purchase Agreement, dated December 11, 2015, by and among Targa Receivables LLC, as seller, the Partnership, as servicer, the various conduit purchasers, committed purchasers, purchaser agents and LC participants party thereto and PNC Bank, National Association, as administrator and LC Bank (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed December 15, 2015 (File No. 001-33303)).
10.91	Fifth Amendment to Receivables Purchase Agreement, dated December 9, 2016, by and among Targa Receivables LLC, as seller, the Partnership, as servicer, the various conduit purchasers, committed purchasers, purchaser agents and LC participants party thereto and PNC Bank, National Association, as administrator and LC Bank (incorporated by reference to Exhibit 10.1 to Targa Resources Partners LP's Current Report on Form 8-K filed January 5, 2017 (File No. 001-33303)).
10.92	Series A Preferred Stock Purchase Agreement, dated February 18, 2016, by and among Targa Resources Corp. and Stonepeak Target Holdings LP (incorporated by reference to Exhibit 10.7 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
10.93	Amendment No. 1 to the Series A Preferred Stock Purchase Agreement dated February 18, 2016, dated March 3, 2016, by and among Targa Resources Corp. and Stonepeak Target Holdings LP (incorporated by reference to Exhibit 10.8 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
10.94	Amendment No. 2 to the Series A Preferred Stock Purchase Agreement dated February 18, 2016, dated March 15, 2016, by and among Targa Resources Corp. and Stonepeak Target Holdings LP (incorporated by reference to Exhibit 10.9 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
10.95	Series A Preferred Stock Purchase Agreement, dated March 11, 2016, by and among Targa Resources Corp. and the purchasers party thereto (incorporated by reference to Exhibit 10.10 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
10.96	Amendment No. 1 to the Series A Preferred Stock Purchase Agreement dated March 11, 2016, dated March 15, 2016, by and among Targa Resources Corp. and Stonepeak Target Upper Holdings LLC (incorporated by reference to Exhibit 10.11 to Targa Resources Corp.'s Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
21.1*	List of Subsidiaries of Targa Resources Corp.
23.1*	Consent of Independent Registered Public Accounting Firm.
31.1*	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.

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- 31.2* Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
- 32.1** Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2** Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Taxonomy Extension Schema Document
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith

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***Pursuant to Item 601(b) (2) of Regulation S-K, the Partnership agrees to furnish supplementally a copy of any omitted exhibit or Schedule to the SEC upon request

+Management contract or compensatory plan or arrangement

Item 16. Form 10-K Summary

None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Targa Resources Corp.
(Registrant)

Date: February 17, 2017 By: /s/ Matthew J. Meloy
Matthew J. Meloy
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated on February 17, 2017.

Signature	Title (Position with Targa Resources Corp.)
/s/ Joe Bob Perkins Joe Bob Perkins	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Matthew J. Meloy Mathew J. Meloy	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ John R. Sparger John R. Sparger	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ James W. Whalen James W. Whalen	Executive Chairman of the Board and Director
/s/ Michael A. Heim Michael A. Heim	Vice Chairman of the Board and Director
/s/ Charles R. Crisp Charles R. Crisp	Director
/s/ Waters S. Davis, IV Waters S. Davis, IV	Director
/s/ Robert B. Evans Robert B. Evans	Director
/s/ Laura C. Fulton Laura C. Fulton	Director

/s/ Erschel C. Redd Jr. Director
Erschel C. Redd Jr.

/s/ Chris Tong Director
Chris Tong

/s/ Rene R. Joyce Director
Rene R. Joyce

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TARGA RESOURCES CORP. AUDITED CONSOLIDATED FINANCIAL STATEMENTS

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management has used the framework set forth in the report entitled "Internal Control—Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013 to evaluate the effectiveness of the internal control over financial reporting. Based on that evaluation, management has concluded that the internal control over financial reporting was not effective as of December 31, 2016.

In connection with the preparation of our Condensed Consolidated Financial Statements for the fiscal quarter ended September 30, 2016, our management concluded that a material weakness exists in our internal control over financial reporting related to our controls associated with the preparation and review of income tax provisions for interim periods, as described below. A "material weakness" is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

We did not maintain effective controls over the preparation and review of income tax provisions for interim periods. Specifically, our controls were not designed to detect material clerical errors, as well as identify and address unusual and infrequently occurring circumstances requiring special consideration under accounting standards applicable to the determination of income tax expense for interim periods. While these deficiencies did not result in errors in the tax provisions in our previously published interim financial statements or Form 10-Q for the period through September 30, 2016, we determined that the deficiencies could have resulted in a misstatement of the aforementioned account balances or disclosures that would result in a material misstatement to the interim consolidated financial statements that would not be prevented or detected. Accordingly, our management has determined that this control deficiency represents a material weakness.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears on page F-3.

/s/ Joe Bob Perkins

Joe Bob Perkins

Chief Executive Officer

(Principal Executive Officer)

/s/ Matthew J. Meloy

Matthew J. Meloy

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Targa Resources Corp.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of comprehensive income (loss), of changes in owners' equity and Series A Preferred Stock and of cash flows present fairly, in all material respects, the financial position of Targa Resources Corp. and its subsidiaries as of December 31, 2016 and December 31, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) because a material weakness in internal control over financial reporting related to the preparation and review of income tax provisions for interim periods existed as of that date. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in the accompanying Management's Report on Internal Control Over Financial Reporting. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2016 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in management's report referred to above. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have

a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Houston, Texas

February 17, 2017

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

TARGA RESOURCES CORP.

CONSOLIDATED BALANCE SHEETS

	December 31, 2016	December 31, 2015
	(In millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$73.5	\$140.2
Trade receivables, net of allowances of \$0.9 and \$0.1 million at December 31, 2016 and 2015	674.6	515.8
Inventories	137.7	141.0
Assets from risk management activities	16.8	92.2
Income tax receivable	67.8	13.5
Other current assets	36.4	17.3
Total current assets	1,006.8	920.0
Property, plant and equipment	12,518.7	11,935.1
Accumulated depreciation	(2,827.7)	(2,232.4)
Property, plant and equipment, net	9,691.0	9,702.7
Intangible assets, net	1,654.0	1,810.1
Goodwill, net	210.0	417.0
Long-term assets from risk management activities	5.1	34.9
Investments in unconsolidated affiliates	240.8	258.9
Other long-term assets	63.5	67.4
Total assets	\$12,871.2	\$13,211.0
LIABILITIES, SERIES A PREFERRED STOCK AND OWNERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$843.5	\$650.4
Liabilities from risk management activities	49.1	5.2
Accounts receivable securitization facility	275.0	219.3
Total current liabilities	1,167.6	874.9
Long-term debt	4,606.0	5,718.8
Long-term liabilities from risk management activities	26.1	2.4
Deferred income taxes, net	941.2	177.8
Other long-term liabilities	215.1	186.9
Contingencies (see Note 20)		
Series A Preferred 9.5% Stock, \$1,000 per share liquidation preference, (1,200,000 shares authorized, issued and outstanding 965,100 shares), net of discount (see Note 12)	190.8	—
Owners' equity:		

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Targa Resources Corp. stockholders' equity:

Common stock (\$0.001 par value, 300,000,000 shares authorized)		0.2	0.1
	Issued	Outstanding	
December 31, 2016	185,234,405	184,720,525	
December 31, 2015	56,446,573	56,020,266	
Preferred stock (\$0.001 par value, after designation of Series A Preferred Stock: 98,800,000 shares authorized, no shares issued and outstanding)		—	—
Additional paid-in capital		5,506.2	1,457.4
Retained earnings (deficit)		(187.3)	26.9
Accumulated other comprehensive income (loss)		(38.3)	5.7
Treasury stock, at cost (513,880 shares as of December 31, 2016 and 426,307 as of December 31, 2015)		(32.2)	(28.7)
Total Targa Resources Corp. stockholders' equity		5,248.6	1,461.4
Noncontrolling interests in subsidiaries		475.8	4,788.8
Total owners' equity		5,724.4	6,250.2
Total liabilities, Series A Preferred Stock and owners' equity		\$12,871.2	\$13,211.0

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2016	2015	2014
	(In millions, except per share amounts)		
Revenues			
Sales of commodities	\$5,626.8	\$5,465.4	\$7,595.2
Fees from midstream services	1,064.1	1,193.2	1,021.3
Total revenues	6,690.9	6,658.6	8,616.5
Costs and expenses:			
Product purchases	4,922.9	4,837.6	6,992.7
Operating expenses	553.7	540.0	487.3
Depreciation and amortization expenses	757.7	677.1	351.0
General and administrative expenses	187.2	161.7	148.0
Goodwill impairment	207.0	290.0	—
Other operating (income) expense	6.6	(7.1)	(3.0)
Income from operations	55.8	159.3	640.5
Other income (expense):			
Interest expense, net	(254.2)	(231.9)	(147.1)
Equity earnings (loss)	(14.3)	(2.5)	18.0
Gain (loss) from financing activities	(48.2)	(10.1)	(12.4)
Other	1.2	(26.6)	(8.0)
Income (loss) before income taxes	(259.7)	(111.8)	491.0
Income tax (expense) benefit	100.6	(39.6)	(68.0)
Net income (loss)	(159.1)	(151.4)	423.0
Less: Net income (loss) attributable to noncontrolling interests	28.2	(209.7)	320.7
Net income (loss) attributable to Targa Resources Corp.	(187.3)	58.3	102.3
Dividends on Series A preferred stock	72.6	—	—
Deemed dividends on Series A preferred stock	18.2	—	—
Net income (loss) attributable to common shareholders	\$(278.1)	\$58.3	\$102.3
Net income (loss) per common share - basic			
	\$(1.80)	\$1.09	\$2.44
Net income (loss) per common share - diluted			
	\$(1.80)	\$1.09	\$2.43
Weighted average shares outstanding - basic			
	154.4	53.5	42.0
Weighted average shares outstanding - diluted			
	154.4	53.6	42.1

See notes to consolidated financial statements.

TARGA RESOURCES CORP.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31, 2016			2015			2014		
	Pre-Tax	Related Income Tax	After Tax	Pre-Tax	Related Income Tax	After Tax	Pre-Tax	Related Income Tax	After Tax
(In millions)									
Net income (loss) attributable to Targa Resources Corp.			\$ (187.3)			\$ 58.3			\$ 102.3
Other comprehensive income (loss) attributable to Targa Resources Corp.									
Commodity hedging contracts:									
Change in fair value	\$ (127.3)	\$ 48.5	(78.8)	\$ 11.0	\$ (4.2)	6.8	\$ 7.5	\$ (2.9)	4.6
Settlements reclassified to revenues	(33.8)	12.8	(21.0)	(9.5)	3.6	(5.9)	0.6	(0.1)	0.5
Interest rate swaps:									
Change in fair value	—	—	—	—	—	—	—	—	—
Settlements reclassified to interest expense, net	—	—	—	—	—	—	0.3	(0.1)	0.2
Other comprehensive income (loss) attributable to Targa Resources Corp.	(161.1)	61.3	(99.8)	1.5	(0.6)	0.9	8.4	(3.1)	5.3
Comprehensive income (loss) attributable to									
Targa Resources Corp.			\$ (287.1)			\$ 59.2			\$ 107.6
Net income (loss) attributable to noncontrolling interests			\$ 28.2			\$ (209.7)			\$ 320.7
Other comprehensive income (loss) attributable to noncontrolling interests									
Commodity hedging contracts:									
Change in fair value	23.7	—	23.7	101.7	—	101.7	52.2	—	52.2
Settlements reclassified to revenues	(11.2)	—	(11.2)	(76.8)	—	(76.8)	3.6	—	3.6
Interest rate swaps:									