

Western Gas Holdings, LLC
Audit Committee Charter
As Amended and Restated by the Board of Directors on November 17, 2009



The Board of Directors (the “Board”) of Western Gas Holdings, LLC (the “General Partner”), the general partner of Western Gas Partners, LP (the “Partnership”), has established the Audit Committee (the “Committee”) as a standing committee of the Board. References herein to the “Company” include the General Partner, the Partnership and its consolidated subsidiaries.

Purpose

The Committee’s primary purpose is to represent and assist the Board in its oversight of: (1) the integrity of the Company’s financial statements and internal controls; (2) the Company’s compliance with legal and regulatory requirements; (3) the independent auditor’s qualifications and independence; and (4) the performance of the Company’s internal audit function and independent auditors.

Committee Membership

The Committee shall consist of three or more members of the Board, each of whom must satisfy the independence and experience requirements of the New York Stock Exchange (“NYSE”), the Sarbanes-Oxley Act of 2002, and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) within the time periods specified by the NYSE and the SEC. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least one member of the Committee shall be an “audit committee financial expert” as defined by applicable SEC rules.

The members of the Committee shall be selected annually by the Board and shall serve until their successors are duly elected and have qualified. Unless a Chairperson is elected by the full Board, the Committee may designate a Chairperson by majority vote of the Committee members then in office.

Authority and Responsibilities

The Committee is delegated all the authority of the Board as may be required or advisable to fulfill the purposes of the Committee. As such, the Committee shall have the sole authority to appoint, retain, compensate, evaluate and terminate the independent auditor (subject, if applicable, to unitholder ratification), and shall have sole authority to approve all audit engagement letters, including fees and terms and all non-audit engagements with the independent auditor. The independent auditor shall report directly to the Committee. Any independent auditors selected by the Committee shall be a “registered public accounting firm” within the definition contained in Section 2 of the Sarbanes-Oxley Act of 2002, as required by law. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors.

The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to retain independent legal, accounting or other advisors. The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of: (1) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any independent counsel or other advisors engaged by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may delegate to its Chairperson or any of its members the responsibility for any particular matters, or one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

Unless he or she believes to the contrary (in which case, he or she will advise the Committee of such belief), each member of the Committee shall be entitled to assume and rely on: (1) the integrity of those persons and organizations within and outside the Company that it receives information from; and (2) the accuracy of the financial, operational, legal, safety, health and environment, and other information provided to the Committee by such persons or organizations.

Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

A. Financial Reporting Oversight

1. Prior to the filing of the Company's Annual Report on Form 10-K, review and discuss with management and the independent auditor the annual audited financial statements, including disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such report, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

2. Prior to the filing of the Company's Quarterly Reports on Form 10-Q, review and discuss with management and the independent auditor the interim unaudited quarterly financial statements, including disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such reports, and the independent auditor's review of the interim financial statements.

3. Prior to the release of quarterly and annual earnings, review and discuss with management and the independent auditor the types of information to be disclosed and the type of presentation to be made in all earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), or other financial restatements or Current Reports on Form 8-K relating to any financial reports of the Company.

4. Review and discuss with management the types of information to be disclosed and type of presentation to be made regarding earnings guidance to be provided to analysts and rating agencies.

5. Review and discuss with management and the independent auditor: (a) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles; (b) any material issues as to the adequacy of the Company's systems of internal control and any corrective actions or special procedures adopted in light of material control deficiencies; (c) the development, selection and disclosure of critical accounting estimates; and (d) analyses of the effect of alternative assumptions or estimates, or application of generally accepted accounting principles in the United States ("GAAP"), on the Company's financial statements.

6. Review and discuss with management (including the head of internal audit) and the independent auditor management's assessment of internal control over financial reporting and the independent auditor's report on the Company's internal control over financial reporting prior to the filing of the Company's Form 10-K.

7. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.

9. Communicate with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit, including: (a) the adoption of, or changes to, the Company's significant accounting policies and practices; (b) the management letter provided by the independent auditor and the Company's response to that letter; (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management; and (d) such other matters as the SEC, the Public Company Accounting Oversight Board ("PCAOB") and the NYSE may direct by rule or regulation.

10. Obtain quarterly assurances from management that the Company's internal control over financial reporting is adequate and effective. Obtain annual attestation from management that the Company's internal control over financial reporting is adequate and effective. Obtain annually a report from the independent auditor of the adequacy and effectiveness of the internal control over financial reporting and management's assessment of internal control over financial reporting.

11. Review the disclosures made by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q for any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

B. Independent Auditor Oversight

1. Be directly responsible for the appointment, retention, oversight, compensation and, when necessary, termination of the independent auditor, including resolution of disagreements with management and the independent auditor regarding financial reporting for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

2. Review, at least annually, the qualifications, performance and independence of the independent auditor. In conducting such review of the independence of the independent auditor, the Committee shall (A) require the independent auditor to submit on a periodic basis (but at least annually) to the Committee a formal written statement in accordance with applicable requirements of the PCAOB, describing all relationships between the independent auditor or its affiliates and the Company or persons in financial reporting oversight roles at the Company, (B) discuss with the independent auditor the potential effects of any such relationships on the independence of the independent auditor, and (C) cause the independent auditor to affirm, in writing, to the Committee that it is independent and in compliance with applicable requirements of the PCAOB. The substance of such discussions shall be documented in writing. The Committee shall present its conclusions with respect to the independent auditor to the Board.¹

3. Review the experience and qualifications of the senior members of the independent auditor team.

4. Assure the regular rotation of the lead audit partner of the independent auditing firm as required by law or as determined by the Committee in its sole discretion, and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent auditing firm itself.

5. Set and review periodically clear hiring policies for employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

6. At least annually, obtain and review a report by the independent auditor describing: (a) the firm's internal quality-control procedures; (b) any material issues raised within the preceding five years by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or other authority relating to any independent audit conducted by the firm; (c) any steps taken to deal with any such issues; and (d) registration of the independent auditor with the Public Company Accounting Oversight Board.

7. Meet with the independent auditor prior to the initiation of the annual audit to discuss: (a) the planning and staffing of the audit; (b) the independent auditors' process for identifying and responding to key audit and internal control risks; and (c) the scope and approach of the annual audit to assure completeness of coverage of key business controls and risk areas.

¹ Changes made to conform to Regulation S-K Item 407(d)(3)(i)(C), PCAOB Rule 3526 and NYSE Rule 303A.07.

8. Instruct the independent auditors to report directly to the Committee any problems or difficulties incurred in connection with the audit, including any restrictions on the scope of activities or access to required information, or any disagreements with management and resolve any disagreements between management and the independent auditors regarding financial reporting that are brought to the attention of the Committee.

9. Review with the independent auditors at the completion of the annual audit: (a) the independent auditors' audit of the financial statements and their report thereon; (b) any significant changes required in the independent auditors' audit plan; (c) the existence of significant estimates and judgments underlying the financial statements, including the rationale behind those estimates as well as the details on material accruals and reserves; (d) the critical accounting policies used in the financial statements; (e) an analysis of the effect of alternative methods of applying GAAP on the Company's financial statements; (f) material written communications between the independent auditor and the Company's management; (g) any schedules of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any², and (h) other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

10. Establish policies and procedures for the pre-approval, as appropriate, of all audit services and all permitted audit-related services, tax services and other non-audit services to be performed for the Company by the independent auditor, subject only to the *de minimis* exceptions for permitted non-audit services. The Committee may delegate to one or more members of the Committee the authority to pre-approve such additional services that arise between regularly scheduled Committee meetings, provided that such pre-approvals are reported to the full Committee at its next regularly scheduled meeting. Each of these services must receive specific pre-approval by the Committee unless the Committee has provided general pre-approval for such category of services in accordance with policies and procedures that comply with applicable laws and regulations.

C. Internal Audit Oversight

1. Review and concur in the appointment and replacement of the senior internal auditing executive.

2. Review the activities, objectivity, organizational structure, staff qualifications, budget and responsibilities of the internal auditing department.

3. Review the significant reported issues to management prepared by the internal auditing department and management's responses.

4. Review the internal audit process for establishing the annual internal audit plan.

² To conform with NYSE Rule 303A.07.

D. Compliance Oversight Responsibilities

1. Obtain from the independent auditor assurance that it has complied with the requirements applicable to it under Section 10A of the Securities Exchange Act of 1934, as amended.
2. Obtain reports from management and/or the independent auditor regarding whether the Company and its subsidiaries and/or foreign affiliated entities are in conformity with applicable legal requirements.
3. Review reports and disclosures of insider and affiliated-party transactions.
4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
5. Discuss with management and the independent auditor any pending legal matters that may have a material impact on the financial statements or the Company's compliance policies.
6. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company or the Committee regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company, regarding questionable accounting, internal control or auditing matters. The Committee may investigate at its discretion any complaint brought to its attention, which investigation may include reviewing the books, records and facilities of the Company and interviewing Company officers or employees.
7. Obtain reports from management on the Company's conformity with the Company's Code of Business Conduct and Ethics. Monitor compliance with the Company's Code of Business Conduct and Ethics and, as appropriate, review the procedures that the Company has implemented regarding such compliance.
8. Periodically discuss separately with management and the independent auditors the adequacy and integrity of the Company's accounting policies and procedures and internal accounting controls, the completeness and accuracy of the Company's financial disclosure and the extent to which major recommendations made by the independent auditors have been implemented or resolved.
9. Following completion of the annual external audit, review separately with each of management, the independent auditors and the internal auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information. The Committee will resolve any disagreements between the auditors and management relating to financial reporting.

E. Other Responsibilities

1. Meet separately with management, internal auditors (or other personnel responsible for the internal audit function) and the independent auditor (but not less than annually, in the case of management, and not less than quarterly, in the case of the independent and internal auditors).
2. Prepare and publish a report in the Company's annual report or proxy statement as required by the SEC's rules and regulations.
3. Review and reassess the adequacy of this Charter at least annually, and make recommendations of any proposed changes to this Charter to the Board for its approval.
4. Submit this Charter to the Board for approval, and cause the Company to have the Charter published at least every three years in accordance with the rules of the SEC from time to time in effect.
5. Regularly update the Board about Committee activities.
6. Ensure that the independent auditors have full access to the Committee and the Board to report on any and all appropriate matters.
7. Conduct an annual evaluation of the Committee's performance.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete, accurate and in accordance with GAAP and applicable rules and regulations. These are the responsibilities of the Company's management, or as applicable the Company's independent auditor.

Meetings

The Committee shall meet at least four times annually or more frequently as circumstances dictate. Meetings may be called at the request of the Chairperson, two or more members of the Committee, or the Chairman of the Board. Meetings of the Committee shall be held at such time and place, and upon such notice, as the Chairperson may from time to time determine. Meetings of the Committee may be in person, by conference call, or by any other means permitted by law or otherwise in accordance with the Company's limited liability company agreement. The Committee shall keep such records of its meetings as it deems appropriate. The Committee shall meet periodically with each of management, the internal auditors and the independent auditor in separate executive sessions. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or the Chairperson may determine. Members of the Committee may conduct informal inquiries without the necessity of formal meetings. The Committee shall have a designated secretary (who need not be a member of the Committee) and shall keep written

minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such minutes if requested.

A majority of the members of the Committee shall constitute a quorum. Concurrence of a majority of the quorum (or, if the quorum consists of two members of the Committee, both members present) shall be required to take formal action of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chairperson shall be responsible for leadership of the Committee, including approving the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least one each year) as requested by the Board. The Committee will discuss with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

Except as specifically provided in this Charter, the provisions of the General Partner's limited liability company agreement with respect to committees of the Board shall apply to the Committee.