

Western Gas Holdings, LLC
Special Committee Charter
As Adopted by the Board of Directors on April 2, 2008



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 Special 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 carry out the duties as set forth in the Amended and Restated Agreement of Limited Partnership (the “Partnership Agreement”) of the Partnership, the Omnibus Agreement (the “Omnibus Agreement”) between the General Partner, the Partnership and Anadarko Petroleum Corporation and the Amended and Restated Limited Liability Company Agreement of the General Partner (the “LLC Agreement”), as well as other duties delegated by the Board that relate to potential conflicts of interest between the General Partner and its Affiliates, on the one hand, and the Partnership, any other Group Member, any Partner or any Assignee, on the other hand. The Committee shall also advise the Board on actions to be taken by the General Partner and the Partnership or matters related to the General Partner and the Partnership upon request of the Board.

Certain Definitions

Capitalized terms not otherwise defined herein shall have the meaning as set forth in the Partnership Agreement.

Committee Membership

The Committee shall be composed entirely of two or more directors, each of whom: (a) is not a security holder, officer or employee of the General Partner, (b) is not an officer, director or employee of any Affiliate of the General Partner, (c) is not a holder of any ownership interest in the Partnership Group other than Common Units and (d) meets the independence standards required of directors who serve on an audit committee of a board of directors established by the Securities Exchange Act and the rules and regulations of the Commission thereunder and by the National Securities Exchange on which the Common Units are listed or admitted to trading.

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.

Committee Authority and Responsibilities

The Committee shall act on an informed basis, in good faith, and in the honest belief that any action taken by the Committee is in the best interests of the Partnership. In the Committee's determination of what is "fair and reasonable" to the Partnership and in connection with the Committee's resolution of any conflict of interest (whether actual or perceived), the Committee is authorized to consider: (a) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (b) any customary or accepted industry practices and any customary or historical dealings with a particular Person; (c) any applicable generally accepted accounting principles or practices; and (d) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances. With respect to any contribution of assets to the Partnership in exchange for Partnership Securities, the Committee, in determining whether the appropriate number of Partnership Securities are being issued, may take into account, among other things, the fair market value of the assets, the liquidated and contingent liabilities assumed, the tax basis in the assets (if known), the extent to which tax-only allocations to the transferor will protect the existing partners of the Partnership against a low tax basis, and such other factors as the Committee deems relevant under the circumstances. The Committee may retain, terminate and determine funding for such independent legal, financial or other advisors as it deems necessary or appropriate to fulfill its responsibilities. The Committee is empowered, without further action of the Board, to cause the Company to pay the compensation of such advisors as the Committee shall so engage.

In addition to its general charge above, the Committee's responsibilities specifically include, but are not limited to, the following:

1. If the Company has been requested to register Partnership Securities pursuant to Section 7.12(a) of the Partnership Agreement, the Committee shall determine in its good faith judgment if it would be in the Partnership's and its Partners' best interests for such registration to be postponed for up to six months due to any pending transactions, investigations or other events.

2. The Board may seek approval of any resolution of a conflict of interest between the General Partner or any of its Affiliates, on the one hand, and the Partnership, any other Group Member, any Partner or any Assignee, on the other hand.

3. With respect to the Omnibus Agreement, it may be amended or modified from time to time only by the written agreement of all the parties thereto; *provided, however*, that the Partnership may not, without the prior approval of the Committee, agree to any amendment or modification to the Omnibus Agreement that, in the reasonable discretion of the General Partner, will adversely affect the holders of Common Units.

Procedures

1. *Meetings.* The Committee shall meet at the request of the Chairperson, two or more members of the Committee, or the Chairman of the Board. 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. 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 have a designated secretary and shall keep such records of its meetings as it deems appropriate.

2. *Quorum and Approval.* 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.

3. *Rules.* The Committee may determine additional rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, at any meeting thereof.

4. *Reports.* The Committee shall make regular reports to the Board, directly or through the Chairperson, about Committee activities.

5. *Review of Charter.* The Committee shall review and reassess the adequacy of this Charter at least annually, and make recommendations for any proposed changes to this Charter to the Board for its approval.

6. *Performance Review.* Each year the Committee shall conduct an annual evaluation of the Committee's performance.