

**Western Gas Partners, LP  
Western Gas Holdings, LLC  
Special Committee Charter**



**As Amended and Restated by the Board of Directors on November 20, 2013**

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The Board of Directors (the “Board”) of Western Gas Holdings, LLC (the “General Partner”), acting in its capacity as the general partner of Western Gas Partners, LP (the “Partnership”), has established the Special Committee (the “Committee”) as a standing committee of the Board with the authority, responsibilities and specific duties described in this Special Committee Charter (this “Charter”).

**Certain Definitions**

Capitalized terms not otherwise defined herein shall have the meanings set forth in the First Amended and Restated Agreement of Limited Partnership of the Partnership (as it may be amended from time to time, the “Partnership Agreement”).

**Purpose**

The Committee’s primary purpose is to carry out the duties as set forth in the Partnership Agreement, the Omnibus Agreement and the Second Amended and Restated Limited Liability Company Agreement of the General Partner (as it may be amended from time to time, the “LLC Agreement”), as well as other duties delegated by the Board that relate to potential conflicts of interest between the General Partner or any of its Affiliates, on the one hand, and the Partnership, any Group Member or any Partner, 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.

**Committee Membership**

The Committee shall be composed entirely of two or more directors, each of whom meet the qualifications for Committee membership set forth in the Partnership Agreement.

The members of the Committee shall be selected annually by the Board and shall serve until their successors are duly elected and 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 Responsibilities**

The Committee’s responsibilities specifically include, but are not limited to, the following:

1. If the General Partner or any Affiliate of the General Partner has requested the Partnership to register Partnership Securities pursuant to Section 7.12(a) or (b) of the Partnership Agreement, the Committee shall determine in good faith (as such term is defined in the

Partnership Agreement) whether the requested registration under Section 7.12(a) (or the offering under, or use of a prospectus forming part of, a shelf registration statement under Section 7.12(b)) would be materially detrimental to the Partnership and its Partners because such registration would (x) materially interfere with a significant acquisition, reorganization or other similar transaction involving the Partnership, (y) require premature disclosure of material information that the Partnership has a bona fide business purpose for preserving as confidential or (z) render the Partnership unable to comply with requirements under applicable securities laws. In the event the Committee determines that such registration would result in any of the foregoing, the Partnership shall have the right to postpone such registration or suspend such offering, as applicable, for a period of not more than six months after receipt of the Holder's request, such right pursuant to Section 7.12(a) or Section 7.12(b) of the Partnership Agreement not to be utilized more than once in any twelve-month period.

2. If requested by the Board or the Chairman of the Board, the Committee is authorized to review and approve or disapprove transactions in which a potential conflict of interest exists between the General Partner or any of its Affiliates, on the one hand, and the Partnership, any Group Member or any Partner, on the other hand.

3. The Committee shall determine whether to approve the Partnership's agreeing to any proposed amendment or modification to the Omnibus Agreement that, in the reasonable discretion of the General Partner, will adversely affect the holders of Common Units.

The Committee may retain, terminate and determine funding for such 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 Partnership to pay the compensation of such advisors as the Committee shall so engage.

## **Procedures**

1. *Meetings.* The Committee shall meet at the request of its 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 General Partner'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 as the Chairperson may from time to time determine, upon notice as provided in the LLC Agreement. 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 LLC 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 members of the Committee 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.