

## **BUCKEYE GP LLC**

### **CHARTER of the NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

Buckeye GP LLC (the “General Partner”) is the general partner of Buckeye Partners, L.P. (the “Partnership”). The Board of Directors of the General Partner (the “Board”) has determined that it shall have a standing Nominating and Corporate Governance Committee (the “Committee”), which shall assist the Board in fulfilling certain of the Board’s oversight responsibilities by:

- identifying and evaluating qualified director candidates;
- assisting the Board in determining the composition of the Board and its committees;
- overseeing the annual evaluation of the Board and its committees;
- overseeing the General Partner’s relationship with the Partnership under the Agreement of Limited Partnership of the Partnership, as amended (the “Partnership Agreement”), including reviewing certain conflicts of interest between the General Partner or any of its affiliates, on the one hand, and the Partnership or any limited partner, on the other hand;
- developing and recommending to the Board corporate governance policies and procedures; and
- otherwise taking a leadership role in shaping the corporate governance of the Partnership.

The Board hereby adopts this charter to establish the governing principles of, and the scope of the responsibilities delegated to, the Committee.

#### ***Membership of the Committee***

The members of the Committee shall be appointed by the Board from among its members. The members of the Committee shall serve until their successors are appointed by the Board. The Board also may fill interim vacancies and remove and replace any member of the Committee at any time, with or without cause. The Committee shall be composed of at least three members of the Board. Each member of the Committee shall be independent. In each case, the Board shall affirmatively determine “independence” in accordance with the Corporate Governance Guidelines, the rules of the New York Stock Exchange, and other legal and regulatory requirements. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate governance. The Board shall designate a Chair of the Committee.

#### ***Meetings of the Committee***

The Committee shall hold at least two regular meetings annually. In addition, the Committee shall hold other meetings at such times and places as the Chair and the members of the Committee may deem appropriate. A majority of the members of the Committee shall constitute a quorum.

Subject to the last sentence of this paragraph, all directors who are not members of the Committee may attend meetings of the Committee, but may not vote. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities.

The Committee shall have the sole authority to retain and terminate any search firm to identify director candidates, including the sole authority to approve such search firm's fees and other retention terms.

Unless otherwise restricted by the limited liability agreement, as amended from time to time, of the General Partner, (i) one or more members of the Committee may participate in a meeting of the Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting pursuant to conference telephone or other communications equipment shall constitute presence in person at such meeting and (ii) any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

### ***Committee Reporting to the Board***

The Committee shall cause minutes to be kept of each of its meetings, which will be reviewed and approved by the Committee at the next meeting. Copies of the minutes of each meeting of the Committee will be provided to the Board, and the Chair or his or her designee will report on each meeting of the Committee to the Board at the next meeting of the Board following the meeting of the Committee.

### ***Responsibilities of the Committee***

The Committee shall act with the authority of the Board with respect to any of the following actions and any other actions that the Committee reasonably determines are of a similar nature unless stated otherwise below and unless the Committee or the Board shall determine that a Committee recommendation followed by action by the Board is appropriate or desirable:

#### **Board Selection, Composition, Evaluation and Continued Service**

- Establish, as part of the Corporate Governance Guidelines, qualifications for director candidates and review these qualifications periodically with the Board.
- Identify, consistent with the qualifications identified in the Corporate Governance Guidelines, qualified candidates to serve on the Board (including candidates suggested by the Partnership's limited partners) and recommend their election to the Board, whether such directorship is to be filled by the Board or by the Partnership's limited partners at an annual or special meeting.

- Review and evaluate proposals regarding director candidates by the Partnership's limited partners.
- Review and make recommendations to the Board as to whether members of the Board should stand for re-election.
- Consider matters relating to the retirement of Board members, including term limits or age limitations for service on the Board.
- Recommend to the Board a member of the Board to serve as its Chair and recommend a member of the Board to serve as its Lead Independent Director.
- Develop and recommend to the Board an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations.
- Review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed.
- Review and investigate, as and when it deems appropriate, matters pertaining to the integrity of the Partnership's directors, officers, and key employees, including, without limitation, conflicts of interest and improper use of Partnership assets.
- Determine whether a member of the Audit Committee can continue to serve effectively on the Audit Committee if such director simultaneously serves on the audit committees of more than two other public companies.
- Determine whether a member of the Board can serve effectively on the Board if such director simultaneously serves on the boards of directors of more than two other public companies.
- Review and assess the independence of any director candidate and make recommendations to the Board as to whether such candidate is independent. Annually review and assess the independence of each director and make recommendations to the Board as to whether the directors are independent. The Committee's independence assessments will take into consideration the Corporate Governance Guidelines, the rules of the New York Stock Exchange, and other legal and regulatory requirements.
- Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
- Monitor the membership of directors on the boards of other public companies to avoid conflicts of interest and ensure that the simultaneous service on multiple boards of directors will not impair a director's ability to contribute meaningfully to the Partnership's Board.

- Recommend and oversee a formal orientation program for newly elected directors and continuing education program for all members of the Board that ensures that all directors are knowledgeable about the Partnership and the industries in which it participates.
- Review and make recommendations to the Board consistent with applicable Delaware law regarding director's and officer's indemnification and insurance matters.

#### Corporate Governance

- Develop and recommend to the Board the corporate governance policies and procedures, including, without limitation, the Partnership's Corporate Governance Guidelines, the Code of Ethics for Directors, Executive Officers and Senior Financial Employees (the "Code of Ethics"), and the Business Code of Conduct (the "Business Code of Conduct").
- Receive no less than annually a report from the Partnership's Compliance Officer (as designated in the Code of Ethics and the Business Code of Conduct) on the implementation and effectiveness of the Partnership's compliance and ethics programs.
- Assess the Partnership's compliance and ethics programs, including the Code of Ethics and the Business Code of Conduct, at least annually and make recommendations to the Board in light of such assessments as may be appropriate.
- Consider and make such determinations as may be appropriate under Section 7.9 of the Partnership Agreement in cases involving conflicts of interest, including, without limitation, Special Approval (as defined in the Partnership Agreement). In considering such matters, the Committee may confer with other committees of the Board or individual directors on matters within their purview.
- Obtain from and discuss with management any correspondence or comments from the Securities and Exchange Commission, the New York Stock Exchange or other regulatory or self-regulatory agency relating to the Partnership's corporate governance and the Partnership's proposed response to such correspondence.
- Develop and review at least annually the criteria for determining a non-employee director's independence and recommend such criteria, including applicable regulatory criteria, as the Committee deems appropriate to the Board for approval and inclusion as part of the Corporate Governance Guidelines.
- Ensure the Partnership has a process in place to evaluate senior management performance and to plan for succession of senior management.

#### Committee Selection, Composition, Evaluation and Continued Service

- Recommend members of the Board to serve as chair and as members of any committee of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee and to any other factors the Committee deems relevant, and, where appropriate, make recommendations regarding the removal of any member of any committee.

- Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
- Review at least annually the charters of each committee of the Board for compliance with applicable legal and regulatory requirements and the composition and performance of each committee of the Board, and report thereon to the Board.
- Make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

#### Other Matters

- Assist the Board in fulfilling its oversight responsibilities with respect to risk assessment and risk management as delegated by the Board and review the Partnership's disclosures regarding the Committee's role in the oversight of the Partnership's risk management.
- Maintain an informed status on Partnership issues relating to social responsibility, public policy, philanthropy, and government relations.

The foregoing list of duties is not exhaustive and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties or as may otherwise be referred to it by the Board. In discharging the duties and responsibilities under this charter, the Committee is empowered to investigate any matter within the scope of its responsibilities, with full access to books, records, facilities, and personnel of the Partnership. The Committee shall have the power to delegate its authority and duties to subcommittees of the Committee or, subject to the terms of this charter, to individual members as it deems appropriate. The Committee may request that any directors or officers of the General Partner, employees who provide services to the Partnership or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

*Approved by the Board of Directors on November 2, 2016.*