

SEMGROUP CORPORATION (the “Company”)

Environmental, Health, Safety and Social Responsibility Committee

I. PURPOSES

The purpose of the Environmental, Health, Safety and Social Responsibility Committee (the “Committee”) shall be to represent and assist the Board of Directors of the Company (the “Board”) in overseeing the Company’s health, safety, and environmental policies, programs, performance, and initiatives and reviewing the Company’s social responsibility practices. For purposes of this charter, “safety” includes, but is not limited to, physical security.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel, consultants, or other advisors to assist it in carrying out its activities. The Committee shall have the sole authority to retain, compensate, direct, oversee, and terminate counsel, consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants, and other advisors.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with the applicable listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules and regulations regarding independence in effect from time to time. Failure to comply with the foregoing requirements shall not affect the validity of any action taken by the Committee.

The Chairman of the Board shall be entitled to be present and to participate in the meetings of the Committee but normally shall have no vote; provided, however, that in any instances in which the Committee does not otherwise have a quorum consisting of its current members, the Chairman may be considered a member for purposes of establishing a quorum and in any such instance, the Chairman will have a vote as a member of the Committee provided that at all times the Chairman otherwise meets the qualifications for membership in the Committee.

The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis as determined by the Committee and additionally as circumstances dictate.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Subject to the Bylaws of the Company, and the Delaware General Corporation Law, the Committee shall otherwise establish its own rules of procedure.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

Among its duties and responsibilities, the Committee shall:

1. receive reports from management on changes to applicable laws, regulations, and rules and industry standards in regard to environmental, health, and safety matters and the potential impact of such changes to the Company;
2. receive reports from management on a regular basis regarding the existing environmental, health, and safety practices, procedures, and policies of the Company as prepared by and updated from time to time by management to ensure that they comply with applicable laws, regulations, and rules, and conform to industry standards and prevent or mitigate losses;
3. evaluate the effectiveness of the implementation of the Company's policies relating to environmental, health, and safety matters and its performance in regard to such matters;
4. review periodically with management the Company's social responsibility practices consistent with the Company's values and commitments;
5. review periodically with management the relationship of the Company with the communities affected by its business and operations and consider ways to improve such relationships;
6. at least annually, the members of the Committee will tour a portion of the Company's operations and interview the senior management of the Company responsible for operations and a sampling of the operating personnel;
7. at least annually, review the Company's emergency response plan and state of readiness to respond to crisis situations;
8. consult with the Compensation Committee of the Board on the setting of performance goals for environmental, health, and safety performance and the

level of achievement for any such performance measures established by the Compensation Committee;

9. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
10. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
11. report regularly to the Board on Committee actions, findings, recommendations and any other matters the Committee deems appropriate or the Board requests.