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## **BUCKEYE GP LLC**

### **CHARTER of the HEALTH, SAFETY, SECURITY AND ENVIRONMENTAL 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 Health, Safety, Security and Environmental Committee (the “Committee”), which shall assist the Board in fulfilling certain of the Board’s oversight responsibilities by, among other things, overseeing management’s establishment and administration of the Partnership’s environmental, health, safety, and security policies, programs, and initiatives. 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 nominated by the Nominating and Corporate Governance Committee and appointed by the Board. 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. The Committee shall be composed of at least three Directors. 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.

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 of the Committee. 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:

- Review the overall adequacy of, and provide oversight with respect to, environmental, health, safety, and security policies, programs, procedures, and initiatives of the Partnership, including, without limitation, the Partnership's emergency response preparedness.
- Review environmental, health, safety, and security risks that affect or could affect the Partnership and ensure proper management of those risks.
- Ensure that appropriate long-term environmental, health, safety, and security goals are in place and evaluate the Partnership's progress toward those goals.
- Review and discuss with management the status of health, environment, safety, and security issues, including compliance with applicable laws and regulations, results of internal compliance reviews, and remediation projects. It is not, however, the role or responsibility of the Committee to ensure compliance with applicable laws and regulations. The primary responsibility for these matters rests with management.
- In conjunction with the Committee's oversight role, management will provide the Committee with information and reports on various matters regarding environmental, health, safety, and security-related issues, including the Partnership's health and safety goals, the Partnership's compliance with its environmental, health, safety, and security policies, programs, and procedures as well as applicable laws and regulations, the occurrence of major operational or environmental events, including significant product releases, explosions, fires, deaths, and major injuries, any ongoing remediation projects, and any material environmental or safety litigation, regulatory proceedings, claims, or other contingencies. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Partnership from whom information is received and on the accuracy of the information provided to the Committee by such persons or organizations.

- Report periodically to the Board on environmental, health, safety, and security matters affecting the Partnership and recommend to the Board any action with respect to environmental, health, safety, and security matters that may be required or considered advisable.
- Maintain awareness of, and provide updates to the Board with respect to, current trends, developments, research, and other emerging issues relating to the environment, health, safety, and security including trends in legislation, proposed regulations, and industry best practices, which affect or could affect the Partnership.
- Conduct an annual performance self-evaluation and report to the Board the results of that self-evaluation and the Committee shall review and assess the adequacy of this Charter annually and recommend changes to the Nominating and Corporate Governance Committee as necessary.

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 of 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 February 9, 2012.*