

**KINDER MORGAN ENERGY PARTNERS, L.P.**  
**(the "Partnership")**  
**CHARTER OF THE**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**OF**  
**KINDER MORGAN MANAGEMENT, LLC**  
**(the "Company")**  
**AS THE DELEGATE OF**  
**THE GENERAL PARTNER OF THE PARTNERSHIP**  
**ACTING AS THE**  
**NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**  
**OF THE PARTNERSHIP**

**I. Introduction**

The Partnership is a Delaware limited partnership whose common units are registered under Section 12 of the Securities Exchange Act of 1934 and are listed on the New York Stock Exchange. The limited partnership agreement of the Partnership provides for a general partner of the Partnership rather than a board of directors. Pursuant to a Delegation of Control Agreement among the Partnership, Kinder Morgan G.P., Inc., the general partner of the Partnership ("KMGP"), the Company and others, the Company manages and controls the business and affairs of the Partnership. Through the operation of the Partnership's limited partnership agreement and the Delegation of Control Agreement, the board of directors of the Company, rather than the board of KMGP, performs the functions of and is the equivalent of a board of directors of the Partnership. Similarly, the standing committees of the Board function as committees of the board of the Partnership. The listed shares of the Company are also registered under Section 12 of the Securities Exchange Act and listed on the New York Stock Exchange. This Charter is the Charter of the Nominating and Governance Committee of the Board of Directors of the Company (the "Board") as the Delegate of the General Partner of the Partnership, acting as the Nominating and Governance Committee of the Board of the Partnership. The Board has also adopted for the Company a charter for the Nominating and Governance Committee of the Company that is substantially identical to and consistent with this Charter.

**II. Purpose**

The primary purpose of the Nominating and Governance Committee (the "Committee") is to:

- make recommendations regarding the size of the Board, identify individuals qualified to become Board members, and recommend director nominees to the Board for election at each annual meeting of the holders of voting shares of the Company, or written consent of the sole holder of voting shares in lieu thereof;

- identify from among the members of the Board and report to the Board on individuals recommended to serve as members of the various committees of the Board;
- annually reevaluate the Partnership's Governance Guidelines ("Guidelines") and recommend to the Board any changes that the Committee deems necessary or appropriate; and
- periodically evaluate Board and committee performance.

### **III. Membership**

The Committee will consist of at least three members, each of whom must meet the independence criteria set forth in the Guidelines. The members of the Committee will be appointed by the Board, generally at or prior to the regularly scheduled first quarter meeting of the Board, to serve for an annual term and until their successors shall be duly appointed. The Board may at the same time recommend a Chair of the Committee. The members of the Committee shall designate a Chair by majority vote of the Committee membership. Any member of the Committee may resign or be removed by the Board from membership on the Committee.

### **IV. Meetings**

The Committee will meet at least two times annually, or more frequently as circumstances dictate. The Committee may request any officer or employee of the Partnership or the Partnership's counsel or other advisors or consultants to attend a meeting of the Committee, or to meet with any member of or advisor to the Committee. References in this Charter to employees of the Partnership include all employees of affiliates performing services for the Partnership.

In preparing the agenda for each Committee meeting, the Chair of the Committee shall solicit input on the agenda items for the meeting from the other directors and from representatives of senior management designated by the Chief Executive Officer.

### **V. Responsibilities**

#### ***Selection of Candidates for Election as Directors***

Prospective candidates for director may be suggested to the Committee by any member of the Committee or any other director or by such other sources as the Committee may choose. Although the holders of the Partnership's common units do not vote in the election of directors, the Committee will also consider persons suggested by unitholders as prospective candidates for director. Either the Committee or the Board may adopt policies and procedures with respect to the manner in which unitholders may make such suggestions, including requirements that must be satisfied by the unitholder and suggested nominee before the suggestion will be considered by the Committee. The Committee will seek, screen and identify individuals qualified to become board members and will recommend to the Board (a) nominees for election as directors at each annual meeting of the holders of voting shares of the Company (or written consent of the sole holder of voting shares in lieu thereof), and (b) persons to fill vacancies in the Board that occur

between annual meetings of the holders of voting shares (or written consents in lieu thereof). In carrying out this responsibility, the Committee shall:

- evaluate the skills and attributes desired of prospective directors and, when appropriate, conduct searches for qualified candidates;
- select which prospective candidates to interview and ascertain whether they meet the qualifications for director set forth in the Guidelines;
- recommend approval by the entire Board of each selected nominee for election as a director or person selected to fill a vacancy on the Board; and
- approve extending an invitation to join the Board if the invitation is proposed to be extended by any person other than the Chair of the Committee.

In evaluating individuals to recommend for Board membership, the Committee shall consider the characteristics that the Board should reflect as set out in the Partnership's Governance Guidelines and at least the following factors as it evaluates the qualifications of possible candidates: a candidate's experience, knowledge, skills, integrity, independence (as described in the Governance Guidelines), expertise, commitment to the Partnership's core values, relationships with the Partnership, service on other boards, willingness to commit the required time, and ability to work as part of a team. Among other factors, the Committee may also consider the current mix of skills and expertise on the Board and the results of the Board's annual self evaluation.

#### *Evaluate the Board and its Committees*

The Committee shall conduct an annual review and evaluation of the conduct and performance of the Board and its committees based upon completion by each director of an evaluation form, generally circulated after the final regularly scheduled Board meeting in each year, or upon such interviews of directors or other methods as the Committee believes appropriate and suitable for eliciting the relevant information. The evaluation form, or such other method, shall include questions designed to solicit an assessment of:

- the composition and independence of the Board and each committee of which a director is a member;
- access to and review of information from management to the Board and each committee of which a director is a member, and the quality and timeliness of such information;
- the performance of the Board and each committee of which each director is a member;
- the adequacy of the charter of each standing committee of which a director is a member;
- the Board's responsiveness to unitholder concerns;
- the content and effectiveness of, and compliance with, the Company's Code of Business Conduct and Ethics ("Code of Ethics") and the Partnership's Code of Ethics; and

- maintenance and implementation of the Guidelines.

The review shall seek to determine whether the Board and its committees are functioning effectively and to identify specific areas, if any, in need of improvement or strengthening. The results shall be summarized in a report by the Committee that is made to the full Board, generally during the regularly scheduled first quarter Board meeting in each year. Promptly after it is available, the Committee shall share with the Audit Committee the information elicited with respect to the content and effectiveness of, and compliance with, the Code of Ethics, which is recommended, monitored and administered by the Audit Committee. In conjunction with the preparation of its report, the Committee shall evaluate its own performance and make any recommendations with respect to the Committee in such report. The Board shall discuss the report of the Committee and consider any recommendations set forth therein. Each other standing committee shall consider the report in connection with such committee's annual evaluation of its own performance.

#### ***Recommend Appointments to Board Committees***

The Committee, after consultation with the Chair of the Board and the other directors, after consideration of the desires, experience and expertise of individual directors, shall recommend to the Board the assignment of directors to committees, including the recommendation of committee Chairs, generally at or prior to the regularly scheduled first quarter Board meeting in each year. Committee members shall be appointed by the Board annually, generally at or prior to the regularly scheduled first quarter meeting of the Board, to serve for an annual term and until their successors shall be duly appointed. The Board may at the same time recommend chairs of the committees. The members of each committee shall designate a Chair by majority vote of the Committee membership. Any member of a committee may resign or be removed by the Board from membership on that committee.

#### ***Monitor and Evaluate the Guidelines***

The Committee shall complete an annual review and assessment of the Guidelines, generally by the regularly scheduled fourth quarter Board meeting in each year, starting in 2004. In carrying out this responsibility, the Committee shall:

- determine whether the Guidelines are being effectively adhered to and implemented;
- evaluate whether the Guidelines are appropriate for the Partnership and are responsive to the requirements of applicable laws, regulations and listing standards;
- recommend any suggested changes in the Guidelines, including any changes in the qualification criteria for Board members, to the Board during the regularly scheduled fourth quarter Board meeting in each year; and
- consider any other governance issues that may arise from time to time, and develop appropriate recommendations to the Board.

### ***Board Orientations and Continuing Education***

The Committee shall be responsible for the development of an orientation program for new directors, which shall be designed both to familiarize new directors with the full scope of the business of the Partnership and key challenges and to assist new directors in developing and maintaining the skills necessary or appropriate for the discharge of their responsibilities. The program should include background material, meetings with senior management and may include visits to key or representative facilities of the Partnership.

### ***Review of Management Succession Plans***

The Committee shall be responsible for planning for succession in the senior management ranks of the Partnership, including the office of Chief Executive Officer. The Chief Executive Officer shall report to the Committee, generally at the time of the regularly scheduled third quarter Board meeting in each year, regarding the processes in place to identify talent within and outside the Partnership to succeed to senior management positions and the information developed during the current calendar year pursuant to those processes.

### ***Other Responsibilities***

The Committee shall discharge the following additional responsibilities:

- perform any other activities consistent with this Charter, the Company's limited liability company agreement, the Partnership's agreement of limited partnership, the Delegation of Control Agreement, and governing law, as the Committee or the Board deems necessary or appropriate;
- maintain minutes of meetings and periodically report to the Board on significant results of its activities;
- consider at least annually and recommend to the Board, generally during the regularly scheduled fourth quarter Board meeting in each year suggested changes, if any, in the size of the Board;
- review any corporate governance disclosures in the Partnership's filings with the Securities and Exchange Commission;
- review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board;
- annually evaluate its own performance; and
- as it believes appropriate, obtain advice and assistance from legal, director search, governance and other outside advisors.

## **VI. Power to Engage Advisors**

As provided in the Guidelines, the Committee has the sole authority, without further authorization of the Board and at the Partnership's expense, to retain (and terminate as necessary) and compensate any legal, director search, governance or other firm of experts to advise the Committee as it deems necessary or appropriate. The Committee shall have sole authority to approve any such firm's fees and other retention terms. The Partnership shall at all times make adequate provision for the payment of all fees and other compensation, approved by the Committee, to any such firm employed by the Committee.

## **VII. Procedures**

The Committee shall conduct its operations in accordance with the procedures set forth in the Company's limited liability company agreement applicable to the operations of the Board and its committees, in accordance with this Charter and the relevant provisions of the Guidelines, and consistent with the Delegation of Control Agreement and the Partnership's organizational documents. The Committee shall have the authority to adopt such additional procedures for the conduct of its business as are not inconsistent with those referred to in the preceding sentence. When this Charter provides that any particular action take place at or in connection with a particular quarterly meeting, such action may be taken at an earlier or later time, in the discretion of the Committee. The Committee shall have no authority to delegate its responsibilities to any subcommittee.