

# **ENTERPRISE PRODUCTS HOLDINGS LLC**

## **Capital Projects Committee Charter**

**November 7, 2016**

### **Purpose of the Committee**

The Capital Projects Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Enterprise Products Holdings LLC (the “Company”) to review and approve certain expenditures by the Company, Enterprise Products Partners L.P., a Delaware limited partnership (the “Partnership”), and/or their respective consolidated subsidiaries in connection with proposed capital projects, as more fully described below.

### **Organization**

The Committee shall be composed of a number of Board members who collectively also represent not less than a majority of all members of the Board (a “Board Majority”), as more specifically determined by the Board.

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board determines or until their successors are elected or appointed. Members of the Committee may be removed at any time without cause by the affirmative vote of a majority of the Board. Vacancies resulting from resignation or removal shall be filled by the Board. The Board shall designate a chairperson (or two or more co-chairpersons) for the Committee; provided, however, that in the absence of such a designation by the Board, the Committee shall choose its own chairperson (or co-chairpersons).

### **Meetings**

The Committee shall meet as often as it determines. Meetings of the Committee shall be held at such times and places and on such dates as the Committee may determine. Any member of the Committee or, at the request of any Committee member, the Chairman of the Board or any other member of the Company’s management may call meetings of the Committee. Meetings of the Committee may be held telephonically, and any member may participate in any meeting telephonically. Except as otherwise set forth in this Charter, meetings of the Committee shall be held in accordance with Section 6.02(d) and Section 6.02(e) of the Company’s Fifth Amended and Restated Limited Liability Company Agreement, dated as of September 7, 2011 (as the same may be further amended and/or restated from time to time, the “LLC Agreement”).

The Committee shall meet periodically with management in separate executive sessions. The Committee may request any officer or employee of the Partnership (including employees of affiliates who perform services for the Partnership) or the Partnership’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee. Minutes of the Committee meetings shall be sent to all Committee members.

## **Quorum and Voting**

Notwithstanding anything to the contrary set forth in Section 6.02(e) of the LLC Agreement, at every meeting of the Committee:

- (i) the presence of Committee members who collectively also represent a Board Majority shall constitute a quorum,
- (ii) except with respect to the matters described in clause (iii) below, the act of a majority of the Committee members present at a meeting at which a quorum is present shall be deemed to constitute the act of the Committee, and
- (iii) the affirmative vote of Committee members who collectively also represent a Board Majority shall be necessary for the Committee to approve any expenditures pursuant to Item 1. below under the heading “Capital Projects Functions.”

## **Committee Authority and Responsibilities**

The Committee shall have all the power and authority as described herein or otherwise assigned to the Committee by the Board.

The Committee shall have authority to engage and obtain advice and assistance from current or independent legal, accounting or other advisors without seeking approval of the Board. The Partnership shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In carrying out its responsibilities, the Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Partnership or its subsidiaries (including employees of affiliates who perform services for the Partnership or its subsidiaries), whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants, consultants or other persons as to matters which the member believes to be within the professional competence of such person.

In carrying out the responsibilities set forth in this Charter, the Committee may, in its sole discretion, adjust its policies and procedures to best react to changing conditions.

In carrying out these responsibilities, the Committee, to the extent it deems necessary or appropriate, shall:

### Capital Projects Functions

1. Review and approve any expenditures by the Company, the Partnership, and/or their respective consolidated subsidiaries for any capital project (as proposed by the Company’s executive management) for which the aggregate expenditure

amount (i) exceeds the maximum authority amount for capital projects granted to the Company's executive management pursuant to the Company's Management Authorization Policy (as amended and/or restated from time to time), and (ii) does not exceed \$2 billion.

2. Review and recommend to the full Board the approval of any capital project for which the aggregate expenditure amount exceeds \$2 billion.
3. Periodically evaluate the performance of, and returns upon, approved capital projects.

#### General

4. Review and assess the adequacy of this Charter periodically, and at any other time that the Committee feels is appropriate, and recommend any proposed changes to the Board for approval.
5. Make regular reports to the Board.
6. Have and exercise such other powers, authority and responsibilities as may be determined by the Board.

#### **Limitation of Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, the Committee shall not have any of the responsibilities or powers expressly granted to the Audit and Conflicts Committee, the Governance Committee, or any other committee of the Board, including without limitation pursuant to such other committee's charter (as approved by the Board from time to time), the LLC Agreement or the Partnership's Sixth Amended and Restated Agreement of Limited Partnership (as the same may be further amended and/or restated from time to time).