

**KINDER MORGAN, INC.**  
**CHARTER OF THE**  
**ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE**

**I. Purpose**

The Board of Directors (the “Board”) of Kinder Morgan, Inc. (the “Company”) has determined that it shall have a standing Environmental, Health and Safety Committee (the “Committee”) which will assist the Board in fulfilling certain of the Board’s oversight responsibilities by, among other things, overseeing management’s establishment and administration of the Company’s environmental, health and safety (“EHS”) policies, programs, procedures and initiatives, including those as will promote the safety and health of its employees, contractors, customers, the public and the environment, and reviewing periodically with management the Company’s reputation as a responsible corporate citizen and its efforts to employ sustainable business practices consistent with the Company’s business purpose and values. In this charter, safety is interpreted broadly and includes personal, pipeline and process safety. The Committee’s duties and responsibilities will remain consistent with the usual and customary duties and responsibilities of members of the Board. Company management shall retain responsibility for compliance with applicable EHS laws and regulations. This charter of the Committee (this “Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations.

**II. Membership**

The Committee will consist of three or more directors. The Nominating and Governance Committee (the “Nominating Committee”) will recommend to the Board nominees for appointment to the Committee and as vacancies occur. The members of the Committee and the Committee Chair 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. Any member of the Committee or the Chair may resign or, subject to the bylaws, be removed by the Board from membership on the Committee or as the Chair. The Committee shall not have alternate members.

**III. Meetings**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter. The Committee may request any officer or employee of the Company or the Company’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 Company include all employees of affiliates performing services for the Company.

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 as well as members of the Company’s senior management.

#### **IV. Responsibilities**

The scope of responsibilities listed below are intended as a guide for fulfilling the Committee's purpose, with the understanding that the Committee's activities may be further defined by the Board as appropriate given the circumstances:

- review periodically the overall adequacy of, and provide oversight with respect to, the Company's EHS policies, programs, procedures, performance and initiatives;
- review assessments of the effectiveness of management's EHS policies, programs, procedures and initiatives;
- review periodically with management the status of material EHS activity, including, but not limited to, significant litigation or compliance-related matters, and emerging or proposed laws or regulations that may have a material effect on the Company's financial or physical exposure;
- review periodically with management the status and level of the Company's contingency planning and emergency response activities and preparedness;
- review and assess periodically the Company's significant EHS liabilities reported in the financial statements; and
- review periodically emerging EHS issues, trends, developments or research and the potential impact on the Company.

#### **V. Power to Engage Advisors**

As provided in the Company's Governance Guidelines for the Board of Directors (the "Guidelines"), the Committee shall have the sole authority, without further authorization of the Board and at the Company's expense, to retain (and terminate as necessary) and compensate external independent consultants, counsel and other advisors as it determines necessary to carry out its duties. The Company shall at all times make adequate provision for the payment of all fees and other compensation, approved by the Committee, to any such advisor employed by the Committee.

#### **VI. Procedures**

The Committee shall conduct its operations in accordance with the procedures set forth in the Company's bylaws applicable to the operations of the Board and its committees and in accordance with this Charter and the relevant provisions of the Guidelines. 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. The Committee shall have no authority to delegate its responsibilities to any subcommittee.

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