

# USA COMPRESSION GP, LLC

## CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS (Adopted as of February 20, 2013)

The Board of Directors (the “*Board*”) of USA Compression GP, LLC, a Delaware limited liability company (the “*Company*”), acting in its capacity as the general partner of USA Compression Partners, LP, a Delaware limited partnership (together with its subsidiaries, the “*Partnership*”), has established the Finance Committee of the Board (the “*Committee*”) with authority, responsibility and specific duties as described in this Finance Committee Charter (the “*Charter*”).

### I. Purposes

The purposes of the Committee are to assist the Board in fulfilling its oversight responsibilities across the principal areas of corporate finance and risk management for the Partnership, including:

- A. To review, oversee and report to the Board regarding the Partnership’s financial status and capital structure, debt and equity financings, compliance with covenants of material debt instruments, cash management and other banking activities, investor/unitholder relations, relationships with various financial constituents, including banks, investment banks and rating agencies, and securities repurchase activities, and authorize transactions related thereto within limits prescribed by the Board; and
- B. To review and assess risk exposure and insurance related to the Partnership’s operations, and authorize transactions related thereto within limits prescribed by the Board.

### II. Composition

The Committee should consist of at least three members, but must be at least two members, all of whom are members of the Board. The Board shall appoint the members of the Committee. The Board will designate one of the members to serve as the chairperson (the “*Chair*”) of the Committee. If no such designation is made, the Chair will be selected by the affirmative vote of the majority of the Committee.

### III. Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate. Without limiting the generality of the preceding statements, the Committee will have the authority, and is entrusted with the responsibility, to do the following actions:

- A.** The Committee shall have authority to authorize finance-related activities within limits prescribed by the Board. Periodically, the Committee shall review and provide guidance to the full Board and management regarding:
- the financial status and capital structure of the Partnership, including long-range financial policies and objectives, distribution policy and actions, plans or programs for the repurchase or redemption of Partnership securities, and equity and debt issuances;
  - the Partnership's financial strategies, policies, guidelines and procedures, including those related to off balance sheet transactions, hedging transactions, and capital and other investments, including investment of the Partnership's cash reserves and loans or advances to any person; and
  - the Partnership's compliance with its material debt instruments and credit facilities.
- B.** The Committee will have general oversight responsibility for the Partnership's treasury activities, which will include an annual review of the Partnership's principal commercial and banking relationships, including its banking and treasury authorizations.
- C.** The Committee will have authority to authorize risk management-related activities within limits prescribed by the Board. In addition, the Committee will discuss with management the Partnership's significant financial risk exposures and the actions management has taken to monitor and control such exposures. Periodically, the Committee will review and provide guidance to the full Board and management regarding:
- risk exposure related to the Partnership's operations, including safety, environmental, labor, financial, interest rate, foreign exchange and investment tax planning, contingent liabilities, litigation and other risks which may be material to the Partnership, and the processes used by management to monitor and mitigate such exposure; and
  - the plans and strategies for the Partnership's insurance programs, including coverage for business interruption, property and casualty, workers' compensation, fiduciary liability, and directors and officers.
- D.** The Committee shall provide direction for the assessment of future capital spending and acquisition opportunities, review and recommend to the Board annual and (if presented) multi-year financial plans and capital budgets, and review capital expenditure plans.
- E.** The Chair of the Committee shall report to the full Board at its next regularly scheduled meeting action taken pursuant to paragraphs A, B, C and D of this Section. If the Audit Committee chairman is not a member of the Committee, the

Chair of the Committee shall report to the Audit Committee at its next regularly scheduled meeting the activities of the Committee under paragraph C of this Section as they relate to risk assessment and risk management.

- F. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any independent consultants as it deems necessary to fulfill its responsibilities. The Committee shall have sole authority to approve the consultant's fees and other retention terms and shall have authority to cause the Partnership to pay the fees and expenses of such consultants. The Committee shall, subject to the Audit Committee pre-approval policy, also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Partnership to pay the fees and expenses of such outside advisors.

#### IV. Procedures

- A. **Meetings.** The Committee will meet at the call of its Chair, two or more members of the Committee, or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of management, independent consultants, and such other persons as the Committee or its Chair may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the Company's Second Amended & Restated Limited Liability Company Agreement.
- B. **Quorum and Approval.** A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. **Rules.** The Committee may determine additional rules and procedures, including designation of a Chair pro tempore in the absence of the Chair and designation of a secretary of the Committee or any meeting thereof.
- D. **Reports.** The Committee shall maintain minutes of its meetings and make regular reports to the Board, directly or through the Chair.
- E. **Review of Charter.** Each year, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. **Performance Review.** Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.
- G. **Fees.** Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or Chair of, the Committee.