

## USA COMPRESSION GP, LLC

### CHARTER OF THE COMPENSATION 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 Compensation Committee of the Board (the “*Committee*”) with authority, responsibility and specific duties as described in this Compensation Committee Charter.

#### I. Purposes

The purposes of the Committee are to:

- A. Review, evaluate and approve the agreements, plans, policies and programs of the Company and the Partnership (together, the “*Partnership Group*”) to compensate the officers and directors of the Partnership Group and make recommendations to the Board;
- B. Review and discuss with the Partnership Group’s management the compensation disclosure to be included in the Partnership’s Annual Report on Form 10-K, including, once required, a Compensation Discussion and Analysis (“*CD&A*”), and, when applicable, to determine whether to recommend to the Board that the CD&A be included in the Annual Report on Form 10-K, in accordance with applicable rules and regulations;
- C. Otherwise make recommendations to the Board relating to compensation of the Partnership Group’s officers and directors; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

#### II. Membership

The Committee should consist of at least three members, but must not be less than two members of the Board. The directors need not be independent unless otherwise required by the Securities and Exchange Commission (the “*Commission*”) or the New York Stock Exchange (the “*NYSE*”). The Committee should endeavor, in making awards, to obtain the benefit of the exemption from Section 16 of the Securities and Exchange Act of 1934, as amended (the “*Exchange Act*”) provided Rule 16b-3 under the Exchange Act (“*Rule 16b-3*”). As a result, the Committee may elect to have specific grants awarded by a subcommittee of the Committee consisting of at least two members that qualify as “Non-Employee Directors” for the purposes of Rule 16b-3.

The members of the Committee and its Chairman will be selected annually by the Board and will serve at the pleasure of the Board. Any vacancy on the Committee will be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board. If a Chairman is not designated by the Board or present at a meeting, the Committee may designate a Chairman by majority vote of the Committee members then in office.

### **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. Without limiting the generality of the preceding statements, the Committee has the authority, and is entrusted with the responsibility, to take the following actions:

#### **A. Authority**

The Committee has the authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or adviser of the Partnership Group to meet with the Committee or any advisers engaged by the Committee;
2. In its sole discretion, retain and determine funding for independent legal counsel as well as other experts and advisers, including the authority to retain, approve the fees payable to, amend the engagement with, and terminate any compensation consultant to be used in the evaluation of director or officer compensation, as it deems necessary or appropriate to fulfill its responsibilities. The Partnership Group must provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any advisers employed by the Committee and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties; and
3. Delegate to its Chairman, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees do not have the authority to engage independent legal counsel as well as other experts and advisers unless expressly granted such authority by the Committee. Each subcommittee should keep minutes and regularly report to the Committee.

#### **B. Responsibilities**

The Committee has the following responsibilities:

### Executive Compensation

1. The Committee will exercise oversight of all matters of executive compensation policy, review management recommendations related thereto and make recommendations to the Board.
2. Each year, the Committee should:
  - Review, modify (if necessary) and approve the Partnership Group's peer companies, if any, and data sources for purposes of evaluating the Partnership Group's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
  - Review, modify (if necessary) and approve corporate goals and objectives relevant to the compensation of the Partnership Group's executive officers;
  - Review, modify (if necessary) and approve the Partnership Group's executive compensation program in light of the Partnership Group's goals and objectives relative to executive compensation;
  - Evaluate the performance of the Partnership Group's executive officers in light of the Partnership Group's executive compensation goals and objectives; and
  - Subject to the terms and conditions of any employment agreements in effect from time to time between the Partnership Group and its Chief Executive Officer and/or other executive officers, set the compensation of the Partnership Group's Chief Executive Officer and, in consultation with the Chief Executive Officer, the Partnership Group's other executive officers based on this evaluation, including the annual base salary levels; annual cash incentive awards; long-term incentive awards; any severance arrangements and change-in-control agreements and provisions; and any special or supplemental benefits. In determining the long-term incentive component (if any) of such compensation, the Committee should consider the Partnership Group's retention needs, performance and relative equityholder return and the value of similar awards to chief executive officers and other executive officers at comparable companies.
3. Following such time as the Partnership is required to include CD&A in its Annual Report on Form 10-K, the Committee should review and discuss with the Partnership Group's management the CD&A and based on that review, when applicable, determine whether to recommend to the Board

that the CD&A be included in the Annual Report on Form 10-K, in accordance with applicable rules and regulations.

*Incentive and Equity Compensation*

4. Each year, the Committee should review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans that are subject to Board approval.

*Director Compensation*

5. Each year, the Committee should review director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Committee should consider that a director's independence may be jeopardized if (a) his or her compensation and perquisites exceed customary levels, (b) the Partnership Group makes substantial charitable contributions to organizations with which the director is affiliated or (c) the Partnership Group enters into consulting contracts with (or provides other indirect forms of compensation to) the director or an organization with which the director is affiliated. Directors who are employees of the Partnership Group or its controlling affiliates will not receive any additional compensation for service on the Board.

*Other Powers and Responsibilities*

6. The Committee should review and approve, or review and recommend to the Board for its approval, any transaction in equity securities of the Partnership Group, or derivatives of those equity securities, between the Partnership Group and any officer or director of the Partnership Group who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended.
7. The Committee should review, as it deems necessary, appropriate matters related to the Partnership Group's compliance with applicable laws and regulations affecting employee and director compensation and benefits, including, but not limited to, Rule 16b-3 and Section 13(k) of the Exchange Act.
8. If the Committee engages independent legal counsel as well as a compensation consultant or other advisers, then the Committee is directly responsible for the appointment, compensation and oversight of such counsel, consultant or adviser. Prior to any such engagement, the Committee should analyze the relationships such counsel, consultants or advisers have with members of the Committee as well as management and the Partnership Group as a whole. This analysis should include the specific factors identified by the Securities and Exchange Commission and NYSE that affect the independence of compensation advisers.

#### IV. Procedures

- A. *Meetings.*** The Committee will meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee will meet as frequently as circumstances dictate. Meetings of the Committee may be in person, by conference call or by unanimous written consent, in accordance with the Company's limited liability company agreement. Meetings of the Committee will be held at such time and place, and upon such notice, as its Chairman may from time to time determine. The Committee will keep such records of its meetings as it deems appropriate.

Meetings may, at the discretion of the Committee, include other directors, members of the Partnership Group's management, independent advisers and consultants or any other persons whose presence the Committee believes to be necessary or appropriate. Those in attendance may observe meetings of the Committee, but should not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event should not be entitled to vote. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

- B. *Quorum and Approval.*** A majority of the Committee's members will constitute a quorum. The Committee will 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 its Chairman and designation of a secretary of the Committee at any meeting thereof.
- D. *Reports.*** The Committee should maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.
- E. *Review of Charter.*** Each year, the Committee should 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 should review and evaluate its own performance and should submit itself to a review and evaluation by the Board.
- G. *Fees; Reimbursement of Expenses.*** Each member of the Committee as well as the Chairman will be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Partnership's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Partnership Group

for all reasonable expenses incurred in connection with their duties as Committee members or as Chairman.

## **V. Posting Requirement**

The Partnership will make this Charter available on or through the Partnership's website. In addition, the Partnership will disclose in its Annual Report on Form 10-K that a copy of this Charter is available on the Partnership Group's website and provide the website address.

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*While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.*