

USA COMPRESSION PARTNERS, LP

CORPORATE GOVERNANCE GUIDELINES

Adopted as of July 15, 2013

The Board of Directors (the “**Board**”) of USA Compression GP, LLC (the “**General Partner**”), acting in its capacity as the general partner of USA Compression Partners, LP (the “**Partnership**,” and together with its subsidiaries and the General Partner and any subsidiary of the General Partner whose employees provide services to the Partnership, the “**Company**”) has adopted these Corporate Governance Guidelines (these “**Guidelines**”) as of the date set forth above.

I. Introduction

The Partnership is a master limited partnership and is governed by a limited partnership agreement. The First Amended and Restated Agreement of Limited Partnership of USA Compression Partners, LP, as amended (the “**Partnership Agreement**”), to which all limited partners are parties, sets forth the rights of the unitholders. Under the Partnership Agreement, management of the Partnership is vested in the General Partner. The basic charter document for the General Partner is the Second Amended and Restated Limited Liability Company Agreement of USA Compression GP, LLC (the “**General Partner Agreement**”). References to the Board of Directors in the Partnership Agreement are defined to mean the Board of Directors of the General Partner. In accordance with the terms of the Partnership Agreement, limited partners do not participate in the management of the Partnership, nor in the selection or election of the members of the Board of Directors. Pursuant to the Partnership Agreement, the corporate governance of the General Partner is, in effect, the corporate governance of the Partnership. The Partnership’s common units are traded on the New York Stock Exchange (“**NYSE**”). The NYSE has recognized the distinctive characteristics of partnerships in the application of NYSE listing standards regarding “corporate” governance.

These Guidelines acknowledge the leadership exercised by the Board, its standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate or as required by applicable laws and regulations.

These Guidelines are available on the Partnership’s website at “www.usacpartners.com” and to any unitholder who otherwise requests a copy. The Partnership’s Annual Report on Form 10-K (the “**Annual Report**”) will state the foregoing.

II. The Board

A. Size of the Board

The General Partner Agreement provides that the number of directors will be fixed from time to time by the member of the Company, but in no event will be less than two or more than nine.

B. Independence of the Board

On or before January 14, 2014, the Board shall have at least three “independent” directors as defined by the rules of the Securities and Exchange Commission and the New York Stock Exchange (the “**NYSE**”) as set forth in the NYSE Listed Company Manual. The Board shall assess, on an annual basis, the skills and characteristics that candidates for election to the Board should possess, as well as the composition of the Board as a whole. This assessment shall include the qualifications under applicable independence standards and other standards applicable to the Board and its committees, as well as consideration of skills and experience in the context of the needs of the Board. The basis for any determination that a relationship is not material will be published in the Partnership’s Annual Report filed with the Securities and Exchange Commission.

The Board has no policy requiring either that the positions of the Chairman of the Board and the Chief Executive Officer of the General Partner (the “**CEO**”) be separate or that they be occupied by the same individual. The Board believes that this issue is properly addressed as part of the succession planning process and that it is in the best interest of the Partnership for the Board to make a determination on this subject whenever it elects a CEO or at other times when consideration of the matter is warranted by circumstances.

C. Separate Sessions of Non-Management Directors and Independent Directors

The non-management directors will meet in executive session without management directors or management present on a periodic basis, but no less than four times a year. These executive sessions shall be chaired by an independent director designated by a majority of the non-management directors or, in the absence of such designation, by the chairman of the Audit Committee of the Board (the “**Lead Director**”). The Lead Director is responsible for preparing an agenda for these meetings. The name of the Lead Director shall be disclosed in the Partnership’s Annual Report. The non-management Directors will review the Company’s implementation of and compliance with these Guidelines and consider such matters as they may deem appropriate at such meetings. The directors who so meet in executive sessions shall not constitute a committee of the Board and therefore shall not take action at such executive sessions, although the participating directors may make recommendations for consideration by the full Board. Non-management directors are all directors who are not company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933), including such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-management directors include directors who are not also independent directors, the independent directors shall also meet separately at least once per year in executive session.

Interested parties may communicate directly with the independent directors by submitting a communication in an envelope marked “Confidential” addressed to the “Independent Members of the Board of Directors” in care of the Secretary of the General Partner at:

USA Compression GP, LLC
100 Congress Avenue, Suite 450
Austin, TX 78701

The Partnership shall disclose in its Annual Report this method by which interested parties may communicate with the independent directors.

D. Director Qualification Standards

The Board shall assess, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. The Board shall take into account, among other things, the ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today’s business environment, experience in the Partnership’s industry and with relevant social policy concerns, understanding of the Partnership’s business on a technical level, other board service and educational and professional background. Each board member must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board shall assess each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent unitholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

E. No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee, as described below. However, the Board will take into account the nature of and time involved in a director’s service on other boards and/or committees in assessing the performance of individual director candidates and current directors.

Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee.

F. Directors Who Resign Their Current Positions

When a director, including any director who is currently an officer or employee of the General Partner, resigns or materially changes his or her position with his or her employer,

such director should submit his or her resignation to the Board, which the Board may accept or reject. It is not the sense of the Board that every such change in position by a director should necessarily result in the director's stepping down from the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under the circumstances.

G. Director Responsibilities

The function of the Board is to provide guidance to and controls on the activities of the Partnership through the exercise of the business judgment of each individual director. In discharging that obligation, directors shall be entitled to rely on the honesty and integrity of the Partnership's senior management and its outside advisors and auditors. The directors shall be entitled to cause the Partnership to purchase reasonable directors' and officers' liability insurance on their behalf, which may provide indemnification to the fullest extent permitted by law, the Partnership Agreement and the General Partner Agreement and to exculpation to the fullest extent permitted by law, the Partnership Agreement and the General Partner Agreement.

H. Compensation

Directors who are officers, employees or paid consultants or advisors of the Partnership or the General Partner or its affiliates will not receive any compensation for their service as directors. Senior management will report once a year to the Board regarding the status of the Partnership's non-management director compensation in relation to other U.S. companies of comparable size and the Partnership's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Partnership's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. Following a review of the report, the Board will approve or disapprove of any changes in director compensation.

Director fees are the sole form of compensation that members of the Audit Committee may receive from the Company.

I. Unit Ownership

The General Partner encourages directors to purchase Partnership units. However, the number of Partnership units owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of units.

J. Conflicts of Interest

Directors are expected to be cognizant of any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Board. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, and, where appropriate, excuse himself or herself from discussion on the matter and not vote on the matter.

K. Board Orientation and Continuing Education of Board Members

The Partnership provides new directors with access to the information necessary in order to familiarize them with, among other things, the Partnership's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines, principal officers, internal auditors and independent auditors.

The Partnership will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

L. Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Partnership. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Partnership.

M. Board Access to Senior Management

The Board will have complete access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Partnership. Such contact, if in writing, should be copied to the Chief Executive Officer of the General Partner.

N. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

O. Annual Self-Evaluation

Following the end of each fiscal year, the Board will assess its performance. The Board will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board believes it can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Board will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

III. Board Meetings

A. Frequency of Meetings

The Board will meet at least quarterly. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-management directors and the independent directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Secretary of the General Partner in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

C. Attendance of Non-Directors

The Board may invite management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Agendas

The Chairman establishes the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors.

E. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

IV. Committee Matters

A. Number, Name, Responsibilities and Independence of Committees

The Board currently has an audit committee, which will be composed entirely of independent directors on or before January 14, 2014. From time to time, the Board may form a

new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the General Partner's LLC Agreement and the committee's charter.

The audit committee consists of three members. The audit committee reviews the work of the Partnership's internal accounting personnel, audit processes and independent auditors. The committee has sole authority to appoint and fire the Partnership's independent auditors and to approve any significant non-audit relationship with the independent auditors. The Board is relying on the transition rules available to companies listing in connection with their initial public offering under Rule 10A-3 of the Securities Exchange Act of 1934, which permits a minority of members of the audit committee to be exempt from the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 for one year from the date of effectiveness of the Partnership's registration statement on Form S-1 filed in connection with its initial public offering. As a result, on or before January 14, 2014, each member of the audit committee must satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the audit committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the audit committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

B. Assignment and Rotation of Committee Members

The Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Partnership.

C. Frequency of Committee Meetings

The Chairman of each committee, in consultation with the appropriate members of the committee, will determine the frequency and length of the meetings of the committee. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

D. Committee Agendas

The Chairman of each committee, in consultation with the appropriate members of the committee, will develop his or her committee's agenda.

E. Committee Self-Evaluations

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

V. Leadership Development

A. Annual Review of Chief Executive Officer

The Board, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Board indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Board shall meet to review the Chief Executive Officer's performance.

B. Succession Planning

The Board works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Board, on a continuing basis, the Chief Executive Officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.

C. Management Development

The Board will evaluate whether a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.