

**Corporate Governance Guidelines
of Hess Midstream Partners GP LLC
(Adopted effective April 4, 2017)**

I. Introduction

Hess Midstream Partners LP (the “*Partnership*”) is a Delaware limited partnership. As such, the Partnership’s primary governance document is a limited partnership agreement, the Second Amended and Restated Agreement of Limited Partnership of Hess Midstream Partners LP (as it may be amended from time to time, the “*Partnership Agreement*”), to which all limited partners (“*unitholders*”) are parties. Under the Partnership Agreement, management of the Partnership is vested in the Partnership’s general partner, Hess Midstream Partners GP LP (the “*Partnership GP*”), which in turn is managed by its general partner, Hess Midstream Partners GP LLC (the “*General Partner*” and, together with the Partnership, the Partnership’s subsidiaries and the Partnership GP, the “*Company*”). The basic charter document for the General Partner is its Second Amended and Restated Limited Liability Company Agreement (as it may be amended from time to time, the “*LLC Agreement*”). The LLC Agreement provides that the General Partner will be managed by its Board of Directors, and references to the Board of Directors in the Partnership Agreement mean the Board of Directors of the General Partner (the “*Board*”). Pursuant to these agreements, the governance of the General Partner is, in effect, the governance of the Partnership. Pursuant to the terms of the Partnership Agreement, the Partnership’s unitholders do not participate in the management of the Partnership, nor in the selection or election of any board of directors of the General Partner.

In light of the foregoing, the Board has adopted these Corporate Governance Guidelines (the “*Guidelines*”), which, along with the Partnership Agreement, the LLC Agreement, the charters of the Board’s committees and other written governance policies of the Company, are designed to provide guidance to the Board and management in carrying out their responsibilities, promote the effective functioning of the Board and its committees and set forth a common set of expectations as to how the Board should perform its functions.

Implementation of these Guidelines should at all times be consistent with the LLC Agreement, the Partnership Agreement and applicable law.

II. Board Composition

The composition of the Board should reflect the following goals:

- Its size should facilitate substantive discussions in which each director can participate meaningfully;
- The members of the Board collectively should encompass a broad range of relevant skills, expertise, general industry knowledge, and diversity of opinion necessary to oversee the Partnership’s business and ensure a range of perspectives on issues faced by public companies; and

- The Board shall consist of at least three directors who the Board has determined have no material relationship with the Company and who are otherwise “independent” under the rules of the New York Stock Exchange, Inc. (the “*NYSE*”) and applicable securities laws; *provided, however*, that in accordance with the phase-in provisions of the NYSE set forth in the NYSE Listed Company Manual, the Board shall have at least one independent director on the date on which the Partnership’s common units representing limited partner interests (“*Common Units*”) first trade on the NYSE, at least two independent directors within 90 days of the effective date (the “*Effective Date*”) of the registration statement relating to the Partnership’s initial public offering of Common Units and at least three independent directors within one year of the Effective Date. In making the foregoing determination, the Board may consider, among other factors, any material relationships between directors and the Company and its executive officers.

The size of the Board shall be fixed from time to time by the member or members of the General Partner pursuant to the LLC Agreement.

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.

III. Chairman of the Board

The Board does not have a policy requiring the role of the Chairman and the Chief Executive Officer to be filled by separate persons or a policy requiring the Chairman to be a non-management director. The Board shall make a determination regarding this issue each time the Board elects a new Chief Executive Officer or at such other times as consideration of the matter is warranted under the circumstances.

At or prior to the beginning of each fiscal year, the Chairman, assisted by the Secretary, shall prepare an annual schedule of regular Board meetings and distribute it to each director.

The Chairman is appointed to, and may be removed from, such position by the Board at any time.

IV. Selection of Directors

Nominations. The Board is responsible for selecting the nominees for election to the Board of Directors.

Criteria. Nominees for director should be recommended and selected consistent with the goals of board composition and the following individual criteria should be considered, as applicable:

- personal qualities and characteristics, educational background, accomplishments, and reputation in the business community;
- fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility;
- contributions to the overall mix of the Board's current knowledge of the Partnership's industry or industries relevant to the Partnership's business and relationships with individuals or organizations in or affecting the areas and regions in which the Partnership does business;
- ability and willingness to commit adequate time to Board and committee matters;
- fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Partnership;
- contributions to the Board's diversity of viewpoints, background and experience; and
- compatibility with applicable independence and other qualifications established by applicable law and rules of the Securities and Exchange Commission and NYSE.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors regarding the Partnership, its strategic direction, its operations, its capital structure, historical financial statements, accounting practices and policies, business plans, risk profile, core values and ethics, and competition and regulatory environment, using appropriate written materials and meetings with senior management. Periodically, management should prepare ongoing educational sessions for directors on matters and developments affecting, or other matters relevant to, the Partnership as suggested by management, the Chairman or individual directors.

V. Retirement of Directors

The Board has adopted a general policy whereby no person shall be nominated to stand for election or re-election to the Board of Directors as an independent director if the election would take place after such person has attained the age of 75, unless otherwise approved by the Board.

VI. Board Meetings and Procedures

The Board will hold four regularly scheduled meetings each year, with further meetings to occur (or action to be taken by written consent) at the discretion of the Board. The Chairman shall preside at regular and special meetings of the Board. The Corporate Secretary shall keep minutes of each meeting, which will be circulated to all directors and approved by the Board. The duration of meetings will be as circumstances require.

The agenda for each Board meeting will be prepared by the Secretary under the direction of the Chairman assisted by the Company's executive officers. Each director may, upon notice to the Chairman and the other directors, request the inclusion of additional items on the agenda for any meeting. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the Partnership's business and that in certain cases it may not be possible.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed decision. Directors are expected to review these materials before the meeting.

VII. Director Responsibilities

The business and affairs of the Partnership shall be overseen by, or be under the direction of, the Board in accordance with the LLC Agreement, the Partnership Agreement and Delaware law. The basic responsibility of the directors is to exercise their business judgment to act in what they believe to be the best interests of the Partnership. In discharging that obligation, a director is entitled to rely reasonably on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have reasonable directors' and officers' liability insurance coverage provided by the Company, to the benefits of indemnification to the fullest extent permitted by law and the Company's governing documents and any indemnification agreements, and to exculpation as provided by state law and the Company's governing documents. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend, in person, meetings of the Board and meetings of committees of which they are members in order to facilitate a full and frank discussion and exchange of ideas. In the event directors are unable to attend meetings in person because of unavoidable conflicts or other pressing circumstances, members may attend by telephone, video conference or similar means of remote communications in order to permit directors to speak to and hear each other.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Partnership, including its financial statements and capital structure, and the risks and competition it faces in order to facilitate active and effective participation in the deliberations of the Board and of each committee on which he serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about the Partnership's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should be reasonably prepared to discuss the issues presented.

3. *Ethics.* The Partnership has adopted a Code of Business Conduct and Ethics (the "*Code*"), including a compliance program to enforce the Code, certain portions of which deal with activities of directors of the Company. Directors should be familiar with

the Code's provisions in these areas and should consult with the Partnership's counsel in the event of any issues.

4. *Other Directorships and Employment.* The Company values the experience directors bring from other employment and other boards on which they serve, but it recognizes that such employment and other directorships may also present demands on a director's time and availability and may present conflicts or legal issues. While the Board does not set a limit on the number of other boards of directors on which a director may serve, or the breadth of other activities by directors, the Board will consider carefully how such other directorships, as well as other business and professional commitments, may affect a director's ability to commit adequate time to Board and committee matters. Directors shall advise the Chairman before changing their principal employment or accepting membership on other boards of directors, which employment or membership requires significant commitments or involves affiliation with other businesses or governmental units, and the Board must affirmatively approve such new or additional employment or board membership.

No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee, and the Partnership discloses this determination on the Partnership's website or in the Partnership's annual report on Form 10-K.

5. *Contact with Management.* The Board encourages management to bring members of management into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas, and/or (b) are managers with future potential that the senior management believes should be given exposure to the Board.

6. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his service as a director.

7. *Notification of Certain Matters Impacting Independence Assessment.* Directors shall notify the Chairman of any material relationships they have with the Company or executive officers of the Company.

VIII. Executive Sessions

To ensure free and open discussion and communication among the independent directors of the Board, the independent directors will meet in executive sessions with no members of management present at least once per year. These executive sessions may take place immediately following each regularly scheduled Board meeting and/or at any other time as requested by the independent directors. These executive sessions shall be chaired by the chairman of the Audit Committee of the Board (the "*Lead Director*"). The Lead Director is responsible for preparing an agenda for the executive sessions. The name of the Lead Director will be disclosed in the Partnership's Annual Report on Form 10-K. No formal action of the Board shall be taken during any executive session of the independent

directors, although the independent directors may subsequently recommend matters for consideration by the full Board.

IX. The Committees of the Board

The Board shall at all times have an Audit Committee and, from time to time as determined by the Board, a Conflicts Committee. The Board shall also have such other committees as may be required from time to time by the rules of the NYSE. The required qualifications for the members of each committee shall be set out in the respective committees' charters. All of the members of the Audit Committee and Conflicts Committee must satisfy the independence and experience requirements detailed in their respective charters. A director may serve on more than one committee for which he is qualified. Each committee chair will give a periodic report of his committee's activities to the Board as set forth in the applicable committee's charter.

X. Management Succession

The Board shall annually review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the Chief Executive Officer, both in an emergency situation and in the ordinary course. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer and other senior positions.

XI. Unitholder Communication with Directors

The Board welcomes communications from the Partnership's unitholders and other interested parties. Unitholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman or any other director to:

Hess Midstream Partners LP
1501 McKinney Street
Houston, Texas 77010
Attention: General Counsel and Secretary

Unitholders and any other interested parties should mark the envelope containing each communication as "Unitholder Communication with Directors" and clearly identify the intended recipient(s) of the communication.

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

XII. Board Interaction with External Constituencies

The Board believes that the Company's management speaks for the Company. Individual directors may, in special circumstances, meet or otherwise communicate with various constituencies that are involved with the Company. However, it is expected that directors will do this only with the knowledge of the Company's management and as authorized by the Chairman, the Board or an appropriate committee of the Board.

XIII. Executive Compensation

1. The Board will evaluate annually the performance of the Chief Executive Officer against the Partnership's goals, objectives, competition and other factors it deems relevant, and approve the compensation of the Chief Executive Officer.

2. The Board will evaluate and approve any proposals for overall compensation policies applicable to executive officers and may delegate to management the authority to approve the compensation of non-executive officers.

XIV. Board Compensation

The Board shall conduct a review at least once every three years of the components and amount of Board and committee compensation in relation to other similarly situated companies. Board and committee compensation should be broadly consistent with market practices. The Board will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Any director who is an employee of the Company shall not receive any compensation for their service as a director.

XV. Evaluating Board and Committee Performance

The Board should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Board should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct an annual self-evaluation and report the results to the Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

XVI. Director Access to Officers, Employees and Other Advisors

Directors shall have full and free access to officers of the Company in accordance with the LLC Agreement. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications (including e-mail) between a director and an officer of the Company. To the extent they consider it necessary and appropriate, directors also shall have access to the Company's independent advisors using the same procedures.

XVII. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The

Board shall have the authority to retain and approve the fees and retention terms of its outside advisors except to the extent that sole authority to retain certain advisors has been delegated to committees in accordance with their respective charters.

XVIII. Loans to Directors and Executive Officers

It is the Company's policy not to make personal loans to its directors and executive officers.

XIX. Posting Requirement

The Company should post these Guidelines, the charter of the Audit Committee and the Code adopted by the Board on the Partnership's website as required by applicable rules and regulations. In addition, the Partnership should disclose in its Annual Report on Form 10-K that a copy of each document is available on the Partnership's website and provide the website address.