

ANDEAVOR LOGISTICS LP
CORPORATE GOVERNANCE GUIDELINES
(Revised October 19, 2016)

The Board of Directors (the “Board”) of Tesoro Logistics GP, LLC (the “Company”), acting in its capacity as general partner of Andeavor Logistics LP (the “Partnership” and, together with its subsidiaries and the Company, the “Partnership Group”), has adopted these Corporate Governance Guidelines as of the date set forth above.

A. COMPOSITION OF BOARD OF DIRECTORS

1. Board Independent Directors

The Board shall have at least three “independent” directors as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”) as set forth in the NYSE Listed Company Manual; *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 member by the date the Partnership’s securities first trade on the NYSE (the “Listing Date”), at least two independent members within 90 days of the Listing Date and three independent members within one year of the Listing Date.

2. Size of The Board

The number of directors that constitutes the Board shall be fixed from time to time pursuant to the Amended and Restated Limited Liability Company Agreement of the Company (the “LLC Agreement”). The Board is responsible for reviewing, on an annual basis, the advisability or need for any changes in the number and composition of the Board.

3. Board Membership Criteria

The Board shall assess, on an annual basis, the appropriate skills and characteristics required of Board directors in the context of the current makeup of the Board. This assessment should include issues of diversity, age, education, skills, integrity, leadership and judgment all in the context of an assessment of the perceived needs of the Board at that point in time. The Board, as a whole, should possess a combination of skills, professional experience, and diversity of backgrounds necessary to oversee the Partnership Group’s business and bring different experiences and perspectives to the Board.

4. Director Orientation and Continuing Education

The Board is responsible for seeing that new directors are provided material and information concerning the operations and philosophy of the Partnership Group and for monitoring and making recommendations concerning the continuing education of directors.

B. DIRECTOR RESPONSIBILITIES

1. Attendance at Board Meetings

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

2. Selection of Agenda Items For Board Meetings

The Chairman of the Board, assisted by such other members of management of the Company as requested by the Chairman of the Board, will, prior to year end of each year, prepare and distribute to the Board a master agenda and schedule of meetings for the following year for approval by the Board. This master agenda will set forth an agenda of items to be considered by the Board at each of its specified meetings during the year. The Chairman of the Board may adjust the agenda to include special items and additional unforeseen topics not contemplated on the annual master agenda. The Chairman of the Board will establish the agenda for each Board meeting.

As a general rule, directors who wish to have a major agenda item placed on an agenda for a Board meeting should notify the Chairman of the Board.

3. Board Materials Distributed In Advance

The Board must be fully informed in advance of all major proposals and shall have an opportunity to make a meaningful and deliberate contribution to the decision-making process. In pursuance of that policy, information and data that is deemed important to the Board's understanding of the business should be distributed to the Board prior to the Board meeting at which such matters will be considered and the Board is expected to review the materials in advance.

As a general rule, materials will be provided in advance, except in cases involving urgency or extreme confidentiality.

4. Executive Sessions of Non-Management Directors

The non-management directors shall meet in executive session without management participation at least quarterly. The directors who so meet in executive session shall not constitute a committee of the Board and therefore shall not take action at such sessions, although the participating directors may make recommendations for consideration by the full Board. If the non-management directors include directors who are not independent, the independent directors shall meet separately in executive session at least once a year. 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 meetings of the independent directors in executive session. The name of the Lead Director shall be disclosed in the Partnership's Annual Report on Form 10-K.

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 Company at:

Tesoro Logistics GP, LLC
19100 Ridgewood Parkway
San Antonio, Texas 78259-1828

The Partnership shall disclose in its Annual Report on Form 10-K the method by which interested parties may communicate with the independent directors.

5. *Coordination of The Board’s Performance Evaluation*

The Board is responsible for coordinating annually a self-evaluation of its performance and for considering the annual self-evaluations by the committees of their performance.

6. *Regular Attendance of Non-Directors at Board Meetings*

Members of management may be invited to Board meetings by the Chief Executive Officer, when appropriate. Furthermore, the Board encourages management, from time to time, to bring managers into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (ii) present managers with future potential that the senior management believes should be given exposure to the Board.

C. DIRECTOR QUALIFICATION STANDARDS

1. *Director Independence*

Subject to the NYSE’s phase-in provisions, each member of the Audit Committee shall be an independent director. The term “independent director” shall mean a director of the Company who is independent of management and free from any relationship with the Partnership Group or otherwise that, in the opinion of the Board, would interfere in the exercise of independent judgment as a director, and who is not an officer, employee, agent or affiliate (except as a director) of the Partnership Group, in compliance with the definition of an “independent” director in listing standards issued by the NYSE. In addition, directors who serve on the Audit Committee must meet additional, heightened independence criteria applicable to audit committee members in listing standards issued by the NYSE.

2. *Directors Who Change Their Primary Affiliation*

Any director (including directors who are also an employee of the Company) whose primary affiliation changes substantially after election to the Board will be expected to promptly tender a resignation as a director for consideration by the Board.

3. *Conflicts Of Interest*

Each director shall disclose to the Board any other business and personal relationships that could create an appearance of a conflict of interest, even if there is no actual conflict.

4. *Service on Other Boards*

No director shall serve on the board of directors of more than four (4) public companies (including the Company). In order for a director to serve on the audit committees of more than three (3) public companies (including the Company), the Board must determine that such simultaneous service does not impair the director's ability to serve effectively on the Company's Audit Committee. The Company's Chief Executive Officer shall not serve on the board of directors of more than one (1) public company other than the Board of the Company and the board of directors of any of Tesoro Corporation's other subsidiaries or affiliates. The Chief Executive Officer's service on the board of directors of a public company other than the Board of the Company shall require the approval of the independent directors of the Board.

5. *Retirement*

Unless specifically waived by the Board, all directors must retire at the next regularly-scheduled Board meeting after reaching the age of 75.

D. BOARD OVERSIGHT OF MANAGEMENT

1. *Succession Planning and Management Development*

The Board is responsible for reviewing succession plans for senior management. As part of the succession planning process, the Chief Executive Officer shall report to the Board on succession planning no less frequently than annually. There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to his successor should he be unexpectedly unable to function as Chief Executive Officer. The Chief Executive Officer will discuss with the Board who is in charge of the Company's affairs in the event he is temporarily unable to function as Chief Executive Officer.

The Board has no policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that a determination regarding this issue should be made each time the Board elects a new Chief Executive Officer or at such other times as when consideration of the matter is warranted under the circumstances.

2. *Strategic Planning*

The Board reviews and discusses the Company's long-term strategic plan and business unit initiatives at least annually.

3. *Board Access to Senior Management and Independent Advice*

Directors have complete access to the Company's management. It is assumed that directors will use their judgment to be sure that this contact is not distracting to the business operation of the Partnership and that a director shall report such contact to the Chief Executive Officer.

The directors may also seek at any time, as necessary and appropriate and at the expense of the Company, legal or other expert advice from a source independent of management.

4. *Director Compensation*

Non-employee director compensation should be adequate to compensate directors for their time and effort expended in satisfying their obligations. The Board will conduct an annual review of director compensation regarding the form and amount of director compensation. The Board will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Partnership Group makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Partnership Group enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors who are officers or employees of the Partnership Group shall not receive any additional compensation for their service on the Board.

5. *Executive Officer Compensation*

The Chairman of the Board and the independent directors shall, collectively, be responsible for:

(a) reviewing the executive compensation program of the Company to ensure that it is adequate to attract, motivate and retain competent executive personnel and that it is directly and materially related to the short-term and long-term objectives of the Partnership and its security holders and the operating performance of the Partnership;

(b) reviewing and approving all aspects of direct and indirect compensation for those executive officers of the Company who do not also serve as executive officers of Tesoro Corporation, including base salary, cash incentives, equity participation levels and employment and management stability arrangements (with the exception of retirement and other benefits, which are handled directly by the Compensation Committee of Tesoro Corporation's Board of Directors); and

(c) serving as the "Committee" under the Partnership's 2011 Long-Term Incentive Plan (the "Plan") to administer and grant awards to officers and employees of the Partnership Group under such Plan; *provided, however*, that the Board shall administer and grant awards to non-employee directors of the Company under such Plan;

provided, however, that the Chairman of the Board shall abstain from voting in any decision related to his own compensation, which shall be approved solely by the independent directors.

E. COMMITTEES OF THE BOARD

1. *Number of Committees*

The Board shall have an Audit Committee and may, from time to time, form one or more other standing or ad hoc committees, or disband any such committee, depending upon the circumstances.

The members of the Audit Committee must satisfy the independence and experience requirements detailed in the Audit Committee's charter. Each year, the Board will determine

whether or not each director satisfies the standards applicable to the committees on which such director is serving or may serve.

2. *Assignment of Committee Members*

The Board shall appoint members of the committees on an annual basis.

3. *Frequency and Length of Committee Meetings*

The chair of the committee, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

4. *Committee Agenda*

The chair of the committee, in consultation with the appropriate members of management and staff, will develop the committee's agenda.

Each committee will issue a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each year (to the degree these can be foreseen). This forward agenda will also be shared with the Board.