

GOVERNANCE COMMITTEE CHARTER

Plains All American GP LLC

Purpose

The Governance Committee is appointed by the Board to (1) develop and recommend to the Board the corporate governance principles applicable to the Company; (2) lead the Board in its periodic review of the Board's performance; and (3) recommend to the Board director nominees to fill vacancies on the Board (other than vacancies in a directorship for which a contractual right of designation exists).

Committee Membership

The Governance Committee will consist of no fewer than two members. The members of the Governance Committee will be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Governance Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Governance Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. If at any time a vacancy exists on the Board that will not be filled by designation pursuant to contract, the Governance Committee will identify, screen and recommend to the Board individuals qualified to become board members. The Governance Committee will base its recommendations on an assessment of the skills, experience and characteristics of such individuals in the context of the needs of the Board.
3. The Governance Committee will periodically coordinate a Board self-assessment of the Board's performance. The Governance Committee will monitor the continuing education of the members of the Board with respect to governance issues and Company policies and procedures.
4. The Governance Committee will periodically review and reassess the adequacy of the Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Governance Committee will periodically review the adequacy of the continuing education made available to and participated in by the Board, and make recommendations to management and the Board with respect thereto.

6. The Governance Committee may form, and delegate authority to, subcommittees when appropriate.
7. The Governance Committee will provide reports to the Board with respect to the discharge of its functions under this Charter.
8. The Governance Committee will review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. The Board will review the performance of the Governance Committee in conjunction with any Board self-assessment.