

**AUDIT COMMITTEE CHARTER**  
**MARKWEST ENERGY GP, L.L.C.**

**I. ORGANIZATION AND PURPOSE**

The Board of Directors of MarkWest Energy GP, L.L.C. (the “General Partner”), acting in its capacity as the general partner of MarkWest Energy Partners, L.P. (the “Partnership”), shall have and maintain a standing committee known as the Audit Committee (the “Committee”). The Committee shall provide assistance to the Board of Directors of the General Partner (the “Board”) in fulfilling its oversight of:

- the integrity of the Partnership’s, and its subsidiaries’, financial statements (when used herein, “Partnership” shall include its subsidiaries as the context may require), the Partnership’s accounting and financial reporting processes and financial statement audits, the performance of the Partnership’s disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the company;
- the independent auditor’s qualifications and independence;
- the performance of the Partnership’s independent auditors and internal audit function;  
and
- the Partnership’s compliance with legal and regulatory requirements.

In so doing, it is the responsibility of the Committee to maintain a free and open means of communication among the Board, the independent auditors, the internal auditors, and the executive and financial management of the Partnership.

**II. COMMITTEE MEMBERSHIP**

The members of the Committee shall be appointed by the Board, and may be removed by the Board, in each instance acting by a majority vote. The Board shall appoint one of the members as Chairman. The Committee shall be composed of at least three directors, each of which shall meet the independence requirements established by applicable laws, regulations and stock exchange rules and who are otherwise free of any relationship that in the opinion of the Board would interfere with their exercise of independent judgment as a Committee member. In addition, each Committee member shall be financially literate, as such qualification is interpreted by the Board’s business judgment, and at least one member shall have accounting or finance experience so as to qualify as an “audit committee financial expert,” as determined by the Board in accordance with the criteria established by the Securities and Exchange Commission (the “SEC”). No Committee member shall simultaneously serve 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 Committee.

### **III. COMPENSATION OF COMMITTEE MEMBERS**

Compensation of Committee members shall be limited to established fees and compensation for service on the Board, the Committee, and any other committee of the Board, including reimbursement of reasonable and appropriate expenses as permitted under the Securities Exchange Act of 1934, the rules and regulations of the SEC promulgated there under and the rules and regulations of the New York Stock Exchange. The Partnership will also provide Committee members with continuing education opportunities in financial reporting and other areas relevant to the Committee's responsibilities.

### **IV. MEETINGS**

The Committee shall have regularly scheduled meetings at least quarterly, with additional meetings held as considered necessary or as circumstances dictate. A majority shall constitute a quorum.

At each regularly scheduled quarterly meeting, the Committee shall separately meet with each of the independent auditor, the internal auditor, the Chief Financial Officer and the General Counsel. The Committee shall privately meet with the Chief Executive Officer on at least an annual basis. The Chairman shall be responsible for leadership of the Committee, including approving the agenda, presiding over the meetings, making Committee assignments and reporting for the Committee to the Board. The Committee shall at all times have direct access to management, internal staff, the independent auditor, the internal audit staff and the Partnership's outside counsel, and may request that any members of management, internal staff, outside advisors, and representatives of the independent auditors be present at any of the meetings. The Committee may also meet separately.

### **V. RESPONSIBILITIES**

In carrying out its responsibilities, the Committee's policies and procedures will be routinely updated to ensure that the accounting and reporting practices of the Partnership are in accordance with all applicable legal, regulatory and stock exchange requirements and are of the highest quality. Any responsibilities of the Committee may be delegated by the Committee to the Chairman or any other member; provided that any delegate shall report any actions taken by him or her to the whole Committee at its next regularly scheduled meeting. In carrying out its responsibilities, the Committee will:

#### Financial Reporting:

- a. Review with management, the independent auditors and internal auditors whether the financial statements and disclosures fairly present, in all material respects, the financial condition and results of operations of the Partnership, considering the following:
  - i. critical accounting policies and practices and major issues regarding accounting principles and financial statement presentations to be used;
  - ii. analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") on the financial statements, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;

- iii. other significant written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences, along with management's responses;
  - iv. other relevant reports or financial information submitted by the Partnership to any governmental body or the public
  - v. significant issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles and any significant unusual or complex events or transactions;
  - vi. the independent auditor's report on the Partnership's assessment of internal controls over financial reporting, including any significant deficiencies and material weaknesses in the design or operation of the Partnership's internal control over financial reporting and disclosure controls and procedures and any special audit steps adopted in light of significant control deficiencies;
  - vii. any fraud, whether or not material, that involves management or other employees who have a significant role in the Partnership's internal control over financial reporting; and
  - viii. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the financial statements.
- b. Meet to review and discuss with management and the independent auditors the annual audited or quarterly financial information prior to the filing of Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, as the case may be, including reviewing and discussing with management and the independent auditors the specific disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the reports on Form 10-K and 10-Q, and reviewing any exceptions to the certifications required of the Chief Executive Officer and Chief Financial Officer in connection with such filings.
  - c. Discuss with the independent auditors the matters required to be brought to the Committee's attention by PCAOB AU 380 or its equivalent, as well as other matters that should be communicated to the Committee by the independent auditors.
  - d. Discuss with management the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee's responsibility to discuss earnings releases, financial information and earnings guidance may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee is not required to discuss in advance each earnings release or instance in which the Partnership may provide earnings guidance. If it is not otherwise practicable for the entire Committee to discuss financial information and earnings guidance provided to analysts and rating agencies, such discussion may be performed by the Chair of the Committee.
  - e. Review policies and procedures with respect to transactions between the Partnership and officers and directors, or affiliates of officers or directors, or transactions that are not a

normal part of the Partnership's business, and review and approve those related-party transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404.

Independent Auditor:

- a. Appoint (and recommend that the board submit for unitholder ratification), retain, and oversee the independent auditors. Approve all audit engagement fees and terms for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Partnership. Inform the independent auditor performing work for the Partnership that it shall report directly to the Committee.
- b. Meet with the independent auditors and financial management of the General Partner and the Partnership to review the scope and fees of the proposed audit plan for the current year and the audit procedures to be utilized, and at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditors.
- c. Discuss with management and the independent auditors:
  - i. any significant matters arising from any audit, including any issues on which the national office was consulted by the Partnership's audit team;
  - ii. any problems or difficulties encountered by the independent auditors in the course of the audit;
  - iii. any restrictions on their activities or access to requested information;
  - iv. any significant disagreements with management; and
  - v. management's response to each.
- d. Obtain and review, at least annually, a report by the independent auditor describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; the independence of the independent auditors including all relationships between the independent auditor and the Partnership.
- e. Review and approve in advance, subject to the de minimis exceptions permitted under applicable rules, the retention of the independent auditor for any significant non-audit service and the fee for such service, other than prohibited non-auditing services, and determine what effect, if any, these services may have on the independent auditor's independence.
- f. Review the experience and qualifications of the senior members of the independent auditor team, the performance and independence of the independent auditor taking into account the opinions of management and the internal auditor and presenting its conclusions to the full Board. In conducting its review and evaluation, the Committee should:
  - i. ensure the rotation of the lead (or concurring) audit partner at least every five years;

- ii. confirm that any partner other than the lead or concurring partner serves no more than seven years at the partner level on the Partnership's audit; and
  - iii. consider whether there should be regular rotation of the audit firm itself.
- g. Set clear hiring policies for employees or former employees of the independent auditor.

Internal Audit:

- a. Be responsible for the oversight of an internal audit function and annually review and recommend changes, if any, to the internal audit charter.
- b. Review quarterly summaries of internal audit assessments and resulting recommendations with management responses.
- c. At least annually, and considering input from management and the independent auditor, review the qualifications and requirements of the internal audit function and its effectiveness, review the annual audit plan, activities, organizational structure and budget of the internal audit function, and when necessary, participate in the appointment, replacement, reassignment, or dismissal of the internal audit provider or executive.
- d. Periodically review, with internal audit, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of their work.

Internal Control:

- a. Review with the independent auditors, the internal auditors and the financial and accounting management of the Partnership and its affiliates, the adequacy and effectiveness of the internal controls of the Partnership and any significant findings and whether recommendations have been implemented by management.
- b. Review and discuss with management, the internal auditors and independent auditors, the policies and procedures related to risk assessment and risk management, including the Partnership's major financial risk exposures and the steps management has taken to monitor and control such exposures. It is the responsibility of management to assess and manage the exposure to risk, but the Committee will discuss guidelines and policies to govern the process by which risk assessment and management is undertaken.

Other Responsibilities:

- a. Submit the minutes of all meetings of the Committee and report the results of each Committee meeting to the Board.
- b. Report regularly to the Board and review any issues that arise with respect to the quality or integrity of the Partnership's financial statements, the Partnership's compliance with legal or regulatory requirements, the performance and independence of the independent auditor, or the performance of the internal audit function.
- c. Report annually to unitholders on the Committee's composition, the review and

discussion of the audited financial statements, the discussion with independent auditors of the matters noted above, the receipt of written disclosure from auditors concerning their independence and whether it approves the audited financial statements to be included in filings required by the SEC.

- d. Oversee and periodically review and approve the Partnership's code of business conduct and ethics and the Partnership's system to enforce and monitor compliance with this code.
- e. Oversee the establishment of procedures for (i) the receipt, retention and treatment of complaints received by the General Partner, the Partnership and its affiliates, regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees or others of concerns regarding questionable accounting or auditing matters.
- f. If deemed appropriate in the judgment of the Committee members, investigate or cause to be investigated, any matter brought to its attention within the scope of its duties.
- g. Review with internal counsel, any legal or regulatory matters that may have a significant impact on the General Partner or Partnership's operations, financial statements or compliance with legal or regulatory requirements.
- h. Review and assess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
- i. Perform an evaluation of the performance of the Committee on an annual basis in a manner consistent with the directions of the Nominating and Corporate Governance Committee and review the results with the Board.
- j. Perform other activities consistent with this Charter, the Partnership's bylaws, and governing law that the Board or Committee determines necessary or appropriate.

## **VI. POWER TO ENGAGE ADVISORS**

The Committee has the authority, without further authorization of the Board or management, and at the General Partner's and Partnership's expense, to retain any independent counsel or other advisors (including, but not limited to accounting, legal or other firm of experts), to advise the Committee as it deems necessary or appropriate, to carry out its duties. The internal auditors, independent auditors and management are required to keep the Committee informed about any significant fraud, illegal acts, or deficiencies in internal controls, and similar significant matters.

## **VII. FUNDING**

The Committee shall receive appropriate funding, as determined by the Committee, for payment of: (i) compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, (ii) compensation to any advisors employed by the Committee; and (iii) ordinary expenses of the Committee that are necessary or appropriate in carrying out its duties.

## VIII. LIMITATION

While the Committee has the responsibilities and powers set forth in this Charter and while management and the independent and internal auditors are accountable to the Committee, it is not the duty of the Committee to plan or conduct audits or the responsibility of the Committee to certify the Partnership's financial statements or to guarantee the independent auditor's report or determine that the financial statements are complete, accurate or prepared in accordance with GAAP. These are the responsibilities of management and the independent auditors. It is also the responsibility of management to assure compliance with laws and regulations and the Partnerships' policies with oversight by the Committee in the areas covered by this Charter.

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It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

Reviewed and Adopted by the Board of Directors on July 21, 2011.