

**CVR GP, LLC**

**CHARTER OF THE  
ENVIRONMENTAL, HEALTH AND SAFETY COMMITTEE  
OF THE BOARD OF DIRECTORS**

**(Adopted Effective as of February 13, 2012; last revised December 20, 2012)**

**I. PURPOSE AND ROLE**

The Environmental, Health and Safety Committee (the “Committee”) of the Board of Directors (“Board”) of CVR GP, LLC (the “General Partner”) has been appointed to assist the Board in fulfilling certain of the Board’s oversight responsibilities by, among other things, overseeing management’s establishment and administration of the environmental, health and safety (“EHS”) policies, programs, procedures and initiatives of CVR Partners, LP (the “Partnership”). The Committee’s duties and responsibilities will remain consistent with the usual and customary duties and responsibilities of members of the Board. The General Partner’s management shall retain responsibility for assuring compliance with applicable EHS laws and regulations.

This charter of the Committee (this “Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations.

**II. COMPOSITION AND APPOINTMENT**

The Committee will be comprised of three or more directors.

Members of the Committee shall be appointed by the board of directors of CVR Energy, Inc. (the “CVR Board”) on an annual basis and serve for a term of one year. The CVR Board will also appoint members of the Committee as vacancies or newly created positions occur. The CVR Board shall designate one member of the Committee as chairman (the “Chairman”). The CVR Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the CVR Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall no longer be a director of the General Partner.

**III. PRINCIPAL RESPONSIBILITIES**

The scope of responsibilities listed below are intended as a guide for fulfilling the Committee’s purpose and role, with the understanding that the Committee’s activities may be further defined by the Board as appropriate given the circumstances.

- Review periodically the overall adequacy of, and provide oversight with respect to, the Partnership's EHS policies, programs, procedures, performance and initiatives;
- Review assessments of the effectiveness of management's EHS policies, programs, procedures and initiatives, including, but not limited to, periodic performance metrics and audits;
- Review periodically with management the status of material EHS activity, including, but not limited to, significant litigation or compliance-related matters, and emerging or proposed laws or regulations that may have a material effect on the Partnership's financial or physical exposure;
- Review periodically with management the status and level of the Partnership's contingency planning and emergency response activities and preparedness;
- Review and assess periodically the Partnership's significant EHS liabilities reported in the financial statements;
- Review periodically with management any significant capital expenditures that may have a material EHS impact or risk exposure; and
- Review periodically emerging EHS issues, trends, developments or research and the potential impact on the Partnership.

#### **IV. PROCEDURE AND MEETINGS**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter or the General Partner's limited liability company agreement. The Chairman or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least one time each year and at such other times as the Chairman deems appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or telephonically. Any decision or determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Committee shall establish its own rules of procedure, which shall be consistent with the General Partner's limited liability company agreement and this Charter. The Chairman or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Partnership or the General Partner may be invited to attend and participate in meetings of the Committee. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Committee shall periodically review any such delegation and may revoke any such delegation at any time.

## **V. RESOURCES**

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Partnership. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

## **VI. RELIANCE ON OTHERS**

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Partnership, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the General Partner whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

## **VII. MINUTES; REPORTS TO BOARD OF DIRECTORS**

The Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Committee will report regularly to the full Board with respect to its activities.

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