

**Crestwood Equity GP LLC
Finance Committee Charter**

**CHARTER OF
THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF CRESTWOOD EQUITY GP LLC**

Crestwood Equity GP LLC (the “*Company*”) is a Delaware limited liability company and is also the general partner of Crestwood Equity Partners LP, a Delaware limited partnership (the “*Partnership*”). The Company is governed by the First Amended and Restated Limited Liability Company Agreement of Crestwood Equity GP LLC dated as of September 27, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “*LLC Agreement*”). The Partnership is governed by the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP dated as of April 11, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the “*MLP Agreement*”).

I. PURPOSE

The Finance Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of the Company. The purposes of the Committee are to assist the Board in fulfilling its oversight responsibilities across the principal areas of corporate finance and risk management for the Partnership, including but not limited to reviewing, overseeing and reporting to the Board regarding the Partnership’s (i) financial status and capital structure, debt and equity financings, compliance with covenants of material debt instruments, cash management and other banking activities, (ii) relationships with various financial constituents, including banks, investment banks and rating agencies, and securities repurchase activities and (iii) policies, procedures and activities designed to monitor and manage the company’s financial risk associated with business and financial hedging activities (in conjunction with the Audit Committee as appropriate).

II. RESPONSIBILITIES

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. Without limiting the generality of the preceding statement, the Committee will have the authority to authorize certain finance and risk management related activities within limits prescribed by the Board and shall, based upon proper evaluation and due consideration, recommend any such material financing and risk management activities to the full Board for approval. Periodically, the Committee shall review and provide guidance to the Board and management regarding:

- the financial status and capital structure of the Partnership, including long-range financial policies and objectives, distribution policy and actions, plans or programs for the repurchase or redemption of Partnership securities, and equity and debt issuances;
- the Partnership’s financial strategies, policies, guidelines and procedures, including those related to off balance sheet transactions, hedging transactions, and capital and other investments, including investment of the Partnership’s cash reserves and loans or advances to any person;

- the Partnership’s compliance with its material debt instruments and credit facilities in light of the Partnership’s operating strategy, risk exposures, financial policies and changes in applicable law or accounting requirements;
- the Partnership’s principal commercial and investment banking relationships, including its banking and treasury authorizations;
- the Partnership’s future capital spending and acquisition opportunities, review and recommend to the Board annual and (if presented) multi-year financial plans and capital budgets, and review capital expenditure plans;
- the Partnership’s utilization of financial instruments to hedge financial, commodity trading and business risks including periodic review of the policies and procedures associated with management’s Risk Committee activities, in conjunction with the Audit Committee, where appropriate; and
- any other transactions or financial issues that the Board and/or management desire to have reviewed by the Committee.

III. COMPOSITION

The Committee shall be comprised of one or more members (including a Chairperson), at least one of whom shall be an “independent director” as defined under the rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange. The members of the Committee and the Chairperson shall be selected annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board.

IV. MEETINGS AND OPERATIONS

It is intended that the Committee confer with management on an informal and ad hoc basis as reasonable and necessary to assist management in developing strategies relating to all capital markets, financing activities, corporate financial analysis and risk management activities. The Committee shall meet formally from time to time, but at least once each fiscal quarter, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the LLC Agreement. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of its members. Subject to the LLC Agreement, the Committee may act by written consent of a majority of its members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its formal meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

V. AUTHORITY

The Committee has the authority, in its sole discretion, to retain or obtain the advice of one or more consultants, outside counsel and other advisers as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to appoint, compensate and oversee the work of any such consultants, outside counsel and other advisers. The Company shall pay, and the Committee shall have authority to cause the Company to pay, (i) fees and expenses of, and other compensation to, any consultant or legal or other advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its duties. Any such fees, expenses, compensation or administrative expenses may be reimbursed by the Partnership under the MLP Agreement.

Adopted by the Finance Committee and approved by the Board of Directors on August 14, 2014.