

MAGELLAN GP, LLC
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
JANUARY 26, 2016

Purposes

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Magellan GP, LLC (the “Company”), the general partner of Magellan Midstream Partners, L.P. (the “Partnership”), shall be to: (1) identify individuals qualified to become Board members; (2) develop and recommend to the Board a set of corporate governance guidelines applicable to the Partnership; (3) encourage Board members to participate in continuing education programs; (4) oversee the evaluation of the Board and its standing committees; (5) oversee the succession planning for the Chief Executive Officer (“CEO”) and executive officers of the Company; and (6) assist the Board in its oversight responsibilities regarding the governance of the Partnership.

Committee Membership

The Committee shall consist of all of the independent members of the Board. Members of the Committee, including the Chairman of the Committee, shall be appointed by and may be removed by the Board. The members of the Committee must meet the independence requirements of the NYSE Euronext and applicable law.

Meetings

The Committee shall meet no less frequently than twice annually and shall meet more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum. The Committee shall report to the Board at the Board’s next regularly scheduled meeting all actions taken and matters considered by the Committee during its meetings held subsequent to its last report to the Board. The Chairman shall be responsible for leadership of the Committee, including preparing an agenda, presiding over the meetings, making Committee assignments and reporting for the Committee to the Board.

Outside Advisors

The Committee shall have the resources and authority to discharge its duties and responsibilities, including retaining independent counsel, search firms used to identify director candidates, independent compensation consultants and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to retain and terminate any such advisor, including sole authority to approve its fees and other retention terms.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

1. Develop criteria for assessing director qualifications and recommend such criteria to the Board for approval.
2. Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.
3. Recommend director nominees to the Board for the next annual meeting of limited partners and recommend to the Board the election of individuals to fill any vacancies or newly created directorships occurring on the Board from time to time.
4. Consider and make recommendations to the Board regarding candidates for director submitted by the Partnership's limited partners for the Committee's consideration or nominated by the Partnership's limited partners.
5. Recommend to the Board as necessary an individual or individuals for election as Chairman of the Board and/or CEO of the Company.
6. Review the CEO's recommendations for individuals to be elected as executive officers of the Company and to recommend to the Board the election of such individuals as officers.
7. Oversee the succession planning for the CEO and executive officers of the Company.
8. Review annually or as necessary the size and composition of the Board and its committees and recommend any changes to the Board for approval by the Board in its sole discretion.
9. Assess director independence and report the results to the Board annually regarding whether each non-management director is independent as defined by the NYSE Euronext and applicable law.
10. Determine if a Lead or Presiding Director shall be designated, and if so determined, recommend annually or as necessary to the Board a director to serve as Lead or Presiding Director.
11. Develop and recommend to the Board the Company's Corporate Governance Guidelines, review the Guidelines annually and recommend changes to the Board as necessary.
12. Review the Company's proxy statement with respect to governance matters.
13. Annually evaluate the performance of the Committee and report the results of the evaluation to the Board.
14. Assess annually the adequacy of the Committee's charter and recommend any changes to the Board.
15. Oversee the evaluation of the Board and its committees.

16. Review unitholder proposals and recommend to the Board proposed responses by the Partnership to such proposals for inclusion in the Partnership's proxy statement.
17. Encourage Board members to participate in continuing education programs.

In carrying out these duties and responsibilities, the Committee may engage in such other activities as it shall from time to time deem necessary or appropriate. The Committee shall also perform such additional and have such additional responsibilities as may from time to time be delegated to it by the Board.