

**HOLLY ENERGY PARTNERS, L.P.**  
**HOLLY LOGISTIC SERVICES, L.L.C.**  
**SIXTH AMENDED AUDIT COMMITTEE CHARTER**

Adopted by the Board of Directors  
of Holly Logistic Services, L.L.C.  
July 27, 2016

Holly Logistic Services, L.L.C. (the “Company”) is the sole general partner of HEP Logistics Holdings, L.P., the sole general partner of Holly Energy Partners, L.P. (the “Partnership”). The Board of Directors (the “Board”) of the Company has established the Audit Committee of the Board (the “Committee”) with the authority, responsibility, and specific duties described in this Audit Committee Charter (this “Charter”).

### **Purposes**

The purposes of the Committee are:

1. To assist the Board in fulfilling its oversight responsibilities regarding the:
  - Integrity of the Partnership’s financial statements;
  - Effectiveness of the Partnership’s systems of internal controls on financial reporting and disclosure controls.
  - The Partnership’s compliance with legal and regulatory requirements;
  - Qualifications, independence and performance of the independent registered public accounting firm engaged by the Committee for the purposes of auditing the Partnership’s financial statements, preparing or issuing an audit report or performing other audit, review or attest services for the Partnership (the “independent registered public accounting firm”); and
  - Performance of the Partnership’s internal audit function;
2. To prepare an Audit Committee Report and publish the report in the Partnership’s proxy statement relating to the Partnership’s annual meeting of unitholders, if any, and/or its Annual Report on Form 10-K, in accordance with applicable rules and regulations;
3. To advise and consult with management and the Board regarding the financial affairs of the Partnership; and
4. To perform such other functions as the Board may assign to the Committee from time to time.

### **Composition**

The Committee shall consist of at least three Board members. One of the members shall serve as the chairperson of the Committee. Each member of the Committee shall be “independent” as defined by the rules of the Securities and Exchange Commission (the “SEC”) and the listing

requirements of the New York Stock Exchange (the “NYSE”) and shall, in the judgment of the Board, be financially literate. Subject to the next sentence, at least one member of the Committee shall be an “audit committee financial expert” as defined by applicable rules of the SEC and at least one member of the Committee shall have accounting or related financial management expertise in accordance with the rules of the NYSE. If no member shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with the rules of NYSE and be an “audit committee financial expert” within the meaning of Item 401(h) of Regulation S-K promulgated under the Securities Exchange Act of 1934, the Partnership shall make disclosure of such in accordance with regulations. Committee members shall not simultaneously serve on the Audit Committees of more than two other public companies except with the approval of a majority of disinterested directors. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The Board shall appoint the members of the Committee annually. The chairperson of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of a majority of the members of the Committee. The Board may remove or replace the chairperson and any other member of the Committee at any time by the affirmative vote of a majority of the members of the Board.

### **Authority and Responsibilities**

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority and responsibilities to subcommittees as it deems appropriate. Without limiting the generality of the preceding statements, the Committee shall have authority, and is entrusted with the responsibility, to take the following actions:

#### *Authority*

The Committee shall have authority to:

1. Conduct or authorize investigations into any matter within the scope of the responsibilities delegated to the Committee as it deems appropriate, including the authority to request any officer, employee or advisor of the Company or the Partnership to meet with the Committee or any advisors engaged by the Committee.
2. Retain, compensate, direct, oversee and terminate outside counsel, auditors, accounting experts and other advisors hired to assist the Committee, including the independent registered public accounting firm (subject, if applicable, to stockholder or unitholder ratification), as it deems necessary or appropriate to fulfill its responsibilities. The Committee also may utilize the services of the Company’s or the Partnership’s regular outside legal counsel or other advisors to the Company and the Partnership. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any outside counsel, auditors, accounting experts and other advisors engaged by the Committee, including the independent registered public accounting firm and (b)

administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. Delegate to its chairperson, any one of its members or any subcommittee it may form, the responsibility and authority for any particular matter, as it deems appropriate from time to time under the circumstances. However, subcommittees shall not have the authority to engage outside counsel, auditors, accounting experts or other advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes and report them to the Committee.

### *Responsibilities*

The Committee's responsibilities are limited to oversight. Although the Committee has the responsibilities set forth in this Charter, it is not the responsibility of the Committee to either (a) prepare the Partnership's financial statements and disclosures, (b) to plan or conduct audits or (c) to determine that the Partnership's financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and applicable laws, rules and regulations. These are the responsibilities of management, the internal auditor and the independent registered public accounting firm.

In fulfilling their responsibilities hereunder, it is recognized that the members of the Committee are not employees of the Company or the Partnership and, although they may be trained or licensed to be accountants or auditors, they are not, and do not represent themselves to be, acting as accountants or auditors for the Partnership or the Company. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to meet auditor independence standards. Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and independent from the Company and the Partnership from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations.

### Interaction with the Independent Registered Public Accounting Firm

1. *Appointment and Oversight.* The Committee shall be directly responsible for the selection, appointment, compensation, retention and oversight of the work of the independent registered public accounting firm hired for the purpose of auditing the Partnership's financial statements, preparing or issuing an audit report or performing other audit, review or attest services for the Partnership. The independent registered public accounting firm shall report directly to the Committee and the Committee shall routinely review such firm's performance. In addition, the Committee shall oversee the resolution of any disagreements between management and the independent registered public accounting firm regarding financial reporting.

2. *Pre-Approval of Services.* Before the independent registered public accounting firm is engaged by the Company, the Partnership or the Partnership's subsidiaries to render audit or non-audit services, the Committee shall pre-approve the fees for the services. Committee pre-approval of audit and non-audit services is not required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee. The chairperson of the Committee has the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. The Committee shall review and discuss with the independent registered public accounting firm any documentation supplied by such firm as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on such firm's independence.
3. *Independence of Registered Public Accounting Firm.* The Committee shall, at least annually, review the independence and quality control procedures of the independent registered public accounting firm and the experience and qualifications of the independent registered public accounting firm's senior personnel that are providing audit services to the Partnership. In conducting its review, the Committee shall:
  - a. Obtain and review a report prepared by the independent registered public accounting firm describing (i) the firm's internal quality-control procedures; (ii) 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, involving one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Partnership (to assess the independent registered public accounting firm's independence).
  - b. Discuss with representatives of the independent registered public accounting firm its independence from the Partnership, and obtain and review a written statement prepared by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Partnership, consistent with applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence, and consider the impact that any relationships or services may have on the objectivity and independence of the independent registered public accounting firm.
  - c. Consider whether, in order to assure continuing independence of the independent registered public accounting firm, it is appropriate to adopt a policy of rotating the independent registered public accounting firm on a regular basis.

- d. Review and evaluate the performance of the independent registered public accounting firm, including the lead partner.

#### Financial Statements and Annual Audit or Quarterly Reviews

4. *Meetings with Management, the Independent Registered Public Accounting Firm and the Internal Auditor.* The Committee shall:
  - a. Meet with management, the independent registered public accounting firm and the internal auditor in connection with each annual audit or quarterly review to discuss the scope of the audit or quarterly review, the procedures to be followed and the staffing of the audit or quarterly review.
  - b. Review and discuss with management and the independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Partnership's selection or application of accounting principles, and major issues as to the adequacy of the Partnership's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) any analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Partnership's financial statements, including analyses of the effects of alternative treatments of financial information within GAAP on the Partnership's financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Partnership's financial statements.
  - c. Review and discuss the Partnership's annual audited and quarterly financial statements with management and the independent registered public accounting firm, including the Partnership's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
5. *Separate Meetings with the Independent Registered Public Accounting Firm.* The Committee shall:
  - a. Review with the independent registered public accounting firm any problems or difficulties the independent registered public accounting firm may have encountered during the course of the audit or review work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent registered public accounting firm are: (i) any communications between the audit team and the independent registered public accounting firm's national office respecting auditing or accounting issues presented by the engagement and (ii) any material written communications between the

independent registered public accounting firm and management, such as any “management” or “internal control” letter issued, or proposed to be issued. The Committee shall inquire with the independent registered public accounting firm as to whether Section 10A(b) of the Exchange Act (relating to investigating and reporting illegal acts to management and audit committee) has been implicated in the course of its audit work.

- b. Discuss with the independent registered public accounting firm the required communications that such firm is required to make to the Committee pursuant to the Public Company Accounting Oversight Board standards.
6. *Recommendation to Include Financial Statements in Annual and Quarterly Reports.* The Committee shall, based on the review and discussions in paragraphs 4(c) and 5 above, and based on the disclosures received from the independent registered public accounting firm regarding its independence and discussions with representatives of the firm regarding such independence pursuant to paragraph 3(b) above, determine whether to recommend to the Board that the audited financial statements be included in the Partnership’s Annual Report on Form 10-K for the fiscal year subject to the audit. The Committee shall approve the inclusion of the unaudited financial statements in the Partnership’s Quarterly Report on Form 10-Q for the applicable quarter prior to the filing of such Form 10-Q.

#### Internal Audit

7. The Committee shall ensure that the internal audit function provides management and the Committee with ongoing assessments of the Partnership’s risk management processes and system of internal controls. The Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.
8. Annually, the Committee shall (a) review with the Partnership’s internal auditor the responsibilities, budget and staffing of the Partnership’s internal audit function, (b) review and approve the internal audit plan for the Partnership, and (c) review and consider whether any changes are needed to the manner in the internal audit function is implemented for the Partnership.

#### Other Powers and Responsibilities

9. The Committee shall review with management and the independent registered public accounting firm the Partnership’s earnings press releases (including any use of “pro forma” or “adjusted” non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the types of presentations to be made), not necessarily in advance of each release or presentation.

10. The Committee shall review with management and the independent registered public accounting firm any registration statement of the Partnership that contains new or pro forma financial information prior to the filing of such registration statement.
11. The Committee shall review transactions involving conflicts of interest, including related party transactions. The Committee shall periodically oversee, review and update the Partnership's Code of Business Conduct and Ethics and the Partnership's system to monitor compliance and enforcement of the Code of Business Conduct and Ethics.
12. The Committee shall discuss with management and the independent registered public accounting firm any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Partnership's financial statements, financial reporting process, accounting policies or internal audit function.
13. The Committee shall discuss with the Partnership's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Partnership's financial statements.
14. The Committee shall meet separately with management on a periodic basis to discuss matters related to the Partnership's internal control over financial reporting, disclosure controls and any other matters related to the Partnership's internal audit function.
15. The Committee shall review and discuss with management and the independent registered public accounting firm the Partnership's report on internal control over financial reporting and the independent registered public accounting firm's attestation report prior to filing the Partnership's Annual Report on Form 10-K.
16. The Committee shall discuss with management the Partnership's guidelines and policies with respect to risk assessment and risk management, including the risk of fraud. In addition, the Committee shall discuss with management the Partnership's significant financial risk exposures and the actions management has taken to monitor and control such exposures.
17. The Committee shall establish and periodically review and approve clear hiring policies for employees or former employees of the Partnership's independent registered public accounting firm.
18. The Committee shall establish and monitor procedures for the receipt, retention and treatment of complaints received by the Company or the Partnership regarding accounting, internal accounting controls or auditing matters. The Committee also shall establish and monitor procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

19. The Committee shall establish and monitor procedures for the receipt, retention and treatment of complaints received by the Company or the Partnership regarding potential violations of applicable laws, rules and regulations or of the Partnership's codes, policies and procedures. The Committee also shall establish and monitor procedures for the confidential and anonymous submission by employees of the Company of concerns regarding questionable compliance matters.
20. The Committee shall review and approve for inclusion in the Partnership's proxy statement relating to the Partnership's annual meeting of unitholders, if any, and/or its Annual Report on Form 10-K the report required by the rules of the SEC.
21. The Committee shall review disclosures by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Partnership's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud that involves management or other employees who have a significant role in the Partnership's internal controls.
22. The Committee shall meet periodically in separate executive sessions with management (including the principal financial officer and principal accounting officer), the internal auditors and the independent registered public accounting firm, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

## **Procedures**

1. *Meetings.* The Committee shall meet on at least a quarterly basis (prior to the filing of the Partnership's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K with the SEC).
2. *Reports.* The Committee shall maintain minutes of its meetings and make regular reports to the Board, directly or through the chairperson, of its actions and the actions of any subcommittee.
3. *Review of Charter.* At least annually, the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
4. *Performance Review.* Each year, the Committee shall review and evaluate its own performance and shall submit to a review and evaluation by the Board.
5. *Fees; Reimbursement of Expenses.* Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or chairperson of, the Committee. Subject to the Partnership's and the Company's Governance Guidelines and other policies, Committee members will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.



**General Limitations:**

While the Committee members have the authority and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law.

**Posting Requirement**

The Partnership shall post this Charter on the Partnership's website as required by applicable rules and regulations. In addition, the Partnership shall disclose in its Annual Report on Form 10-K that a copy of this Charter is available on the Partnership's website.

\* \* \*