

**CHARTER OF THE
AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
SPECTRA ENERGY PARTNERS GP, LLC**

(August 2016)

Special Energy Partners GP, LLC (“SEP GP”), as the general partner of Spectra Energy Partners, LP (the “Partnership”) (SEP GP and the Partnership shall be referred to herein as the “Company”) is responsible for the management of the Partnership.

I. General Focus

The Audit Committee (the “Committee”) shall provide assistance to the Board of Directors (“Board”) in fulfilling its responsibilities with respect to its oversight of:

- (i) The quality and integrity of the Company's financial statements, internal controls over financial reporting and disclosure controls and procedures;
- (ii) The Company's compliance with legal and regulatory requirements;
- (iii) The independent auditor's qualifications and independence;
- (iv) The performance of the Company's internal audit function and independent auditors;
- (v) The implementation and effectiveness of the Company's ethics and compliance program, and commitment of the Board to its ethical and compliance responsibilities; and
- (vi) Information technology security and risk.

Based on its review with management and the independent auditor, the Committee determines whether to recommend to the Board that the most recent year’s audited financial statements be included in the Corporation’s annual report on Form 10-K, in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”).

II. Structure and Operations

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”) and the rules promulgated by the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

No director may serve as a member of the Committee if such director serves on the audit committee 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.

All members of the Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period of time after his or her appointment to the Committee). In addition, at least one member of the Committee must be designated by the Board of Directors to be the “audit committee financial expert”, as defined by applicable SEC rules. Committee members may enhance their familiarity with finance, accounting and ethics and compliance by participating in educational programs conducted by the Company or by an outside consultant.

The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by majority vote of the Board.

The full Board shall elect the Chair of the Committee. The Chair will preside at all regular sessions of the Committee and approve the agendas for Committee meetings.

III. Meetings

The Committee shall meet at least quarterly or more frequently as circumstances dictate. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. The Committee may meet in executive session and shall periodically meet separately with each of management, the vice president of internal audit, the general counsel and the vice president with responsibility for the ethics and compliance program, and the independent auditors. The Committee shall meet periodically, normally on at least an annual basis, with the Finance and Risk Committee (“FRC”) of Spectra Energy Corp to consider and discuss risk management as set forth in Section IV(19) hereof.

The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

The Committee shall appoint a person who need not be a member thereof to act as secretary, and minutes of its proceedings shall be kept in minute books provided for that purpose. The agenda of each meeting will be prepared by the secretary and, whenever reasonably practicable, circulated to each member prior to each meeting.

IV. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as it may deem appropriate. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain outside legal, accounting or other advisors for this purpose, including the authority to approve the fees payable to such advisors and any other terms of retention. The Committee shall receive appropriate funding from the Company for the payment of compensation to the independent auditors and to advisors retained by the Committee pursuant to the provisions of this Charter.

The Committee shall be given full access to the Company's internal audit group, ethics and compliance personnel, Board, corporate executives and independent accountants, as necessary, to carry out these responsibilities. While acting within the scope of its stated purpose, the Committee shall have all the authority of the Board.

Notwithstanding the foregoing, the Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent auditor's report. The fundamental responsibility for the Company's financial statements and disclosures rests with management and the independent auditors.

Documents/Reports Review

1. Review with management and the independent auditors the Company's annual and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and discuss with the independent auditors the matters, including relationships with related parties, required to be discussed by the independent auditor under the standards of the Public Company Accounting Oversight Board ("PCAOB"), applicable law or regulation or the applicable listing standards.
2. Recommend to the Board, based on the review with management and the independent auditor whether the most recent year's audited financial statements be included in the Company's annual report on Form 10-K, in accordance with applicable rules and regulations of the SEC.
3. Review the Company's earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted" non-GAAP information) as well as the Company's policies with respect to financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be

made) and need not take place in advance of each instance in which the Company may issue an earnings press release or may provide earnings guidance.

4. Perform any functions required to be performed by it or otherwise appropriate under applicable law, rules or regulations, the Company's By-laws and the resolutions or other directives of the Board, including review of any certification required to be reviewed in accordance with applicable regulations of the SEC.

Independent Auditors

5. The Committee shall have the direct responsibility and authority to appoint, retain, compensate, evaluate, oversee and, where appropriate, replace the independent auditors. The Committee shall inform the independent auditors that such firm shall report directly to the Committee. The Committee shall resolve disagreements between management and the independent auditor regarding financial reporting.
6. Review the independent auditors' audit plan and areas of audit focus, including internal controls over financial reporting. Review and approve the fees and other significant compensation to be paid to the independent auditors.
7. Approve in advance any audit or nonaudit engagement or relationship between the Company and any independent auditor engaged to prepare or issue an audit report or perform other audit, review or attest services, other than prohibited nonaudit services, as specified in Section 10A(g) of the Exchange Act and the rules and regulations of the SEC or any rules of the PCAOB promulgated thereunder. The Committee shall not approve any "prohibited nonaudit services" without obtaining a prior exemption from the PCAOB. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor 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 the auditor's independence. Audit and nonaudit engagements must be approved either (a) explicitly in advance or (b) pursuant to a pre-approval policy established by the Committee. The Committee may delegate to one or more members of the Committee the authority to grant such pre-approvals. The delegatee's decisions regarding approval of services shall be reported by such delegatee to the full Committee at each regular Committee meeting.
8. Review and assess, at least annually, the qualifications, performance and independence of the independent auditors, including a review and evaluation of the lead partner. In conducting its review and evaluation, the Committee should:
 - (a) Review the written report of the independent auditor that delineates all relationships between the independent auditor and the Company that the auditors believe may impact their independence and objectivity, which report should be submitted to the Committee at least annually, and discuss with the independent auditor and management the scope of any such disclosed relationship and its actual or potential impact on the independent auditor's independence and objectivity;
 - (b) Obtain and review a report by the Company's independent auditor describing: (i) the auditor's internal quality-control procedures; and (ii) any material issues

raised by the most recent internal quality-control review, or peer review, of the auditor 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 auditor, and any steps taken to deal with any such issues;

(c) Confirm the rotation of the audit partners (as defined in Rule 2-01 of Regulation S-X) to ensure that the independent auditor remains independent under Rule 2-01 of Regulation S-X, and periodically consider whether there should be regular rotation of the audit firm itself; and

(d) Take into account the opinions of management and the Company's internal auditors (or personnel responsible for the internal audit function).

Internal Auditors

9. Review and approve the internal audit plan and significant changes in planned activities; Review significant findings resulting from audits and management's responsiveness to the findings.
10. Evaluate the performance and independence of the internal auditors and review and approve the internal audit charter.
11. Review and discuss with the independent auditor the charter, responsibilities, budget and staffing of the Company's internal audit function.
12. Consider and approve management's proposed appointments, termination or transfer of the head of the internal audit function.

Financial Reporting Process

13. In consultation with the independent auditors, management and the internal auditors, review the integrity of the Company's financial reporting processes, both internal and external. In that connection, the Committee should obtain and discuss with management and the independent auditor reports from management and the independent auditor regarding: (i) all critical accounting policies and practices to be used by the Company; (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 all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments and the treatment preferred by the independent auditor; (iii) effects of changes in accounting standards that may materially affect the Company's financial reporting practices; (iv) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (v) disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's

internal controls; (vi) the integrity of the Company's financial reporting practices and the adequacy and effectiveness of internal controls, including a review of significant findings identified by the independent auditors and internal audit, management's responsiveness to such recommendations and any specific audit steps adopted in light of material control deficiencies; and (vii) any other material written communications between the independent auditor and the Company's management, and review periodically the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

14. Review with the independent auditor (i) any audit problems or other difficulties encountered by the auditor in the course of the audit process, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management and (ii) management's responses to such matters. Without excluding other possibilities, the Committee should review with the independent auditor (i) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise), (ii) any consultations between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued or proposed to be issued by the independent auditor to the Company.

Information Technology

15. Provide oversight for the security of and risks related to information technology systems and procedures.

Legal/Compliance/Risk Management

16. Review periodically with the Company's general counsel any legal regulatory or compliance matter that could have a significant impact on the Company's financial statements, any material inquiries or reports received from regulatory or governmental agencies and any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company.
17. Review no less than annually the content and operation of the Company's ethics and compliance program and the Code of Business Ethics and establish, and review annually, procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters. Review periodically with the Chief Ethics and Compliance Officer ("CCO") ethics and compliance matters. In this regard, the CCO has direct reporting obligations to the Audit Committee.
18. Consider and approve management's proposed appointments, terminations or transfer of the CCO or the vice president with responsibility for the ethics and compliance program, as applicable.

19. Discuss with management and the independent auditors at least annually the Company's guidelines and policies with respect to risk management in accordance with NYSE requirements, including the Company's major financial risk exposures and the overall steps management has taken to monitor and control such exposures, coordinating with the FRC, as appropriate. The Committee is not responsible for detailed review of risk management, which responsibility has been delegated to the FRC.
20. Set, and review annually, clear hiring policies for employees or former employees of the independent auditors. At a minimum, these policies should provide that any independent auditor may not provide audit services to the Company if a former partner, principal, shareholder or employee of the auditor is employed by the Company as its chief executive officer, controller, chief financial officer, vice president of internal audit or in any other financial reporting oversight role unless such employment would not impair the auditor's independence under Rule 2-01 of Regulation S-X.
21. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

Reports

22. Produce the Committee Report required to be included in the Company's annual proxy statement, pursuant to and in accordance with applicable rules and regulations of the SEC.
23. Report regularly to the full Board (i) following meetings of the Committee; (ii) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function; and (iii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities
24. Maintain minutes or other records of meetings and activities of the Committee.

V. Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. The Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board for approval any improvements to this Charter. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.