

## TEEKAY OFFSHORE PARTNERS L.P.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

#### ***Purpose:***

The Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Teekay Offshore GP L.L.C., a Marshall Islands limited liability company and the general partner (the "General Partner") of Teekay Offshore Partners L.P., a Marshall Islands limited partnership (the "Partnership"), shall have the following purposes:

- maintain oversight of the operation and effectiveness of the Board of Directors and the corporate governance of the Partnership;
- develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to the General Partner and the Partnership, including Corporate Governance Guidelines;
- monitor compliance with such principles and policies;
- discharge responsibilities of the Board relating to the Board's compensation.

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

The Committee may obtain advice and assistance from outside legal, accounting and other advisors as the Committee deems necessary to carry out its duties, and shall have the authority to select, retain and compensate these advisors, at the Partnership's expense, without seeking Board approval.

As the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

#### ***Composition:***

##### *Independence*

The Committee shall be composed of two or more directors, as determined by the Board, a majority of whom shall meet, as determined by the Board, the independence standards established by the New York Stock Exchange, other applicable laws and regulations governing independence, and the Company's Corporate Governance Guidelines from time to time.

##### *Appointment and Removal of Members*

The members of the Committee shall be appointed by the Board on the recommendation of the Chair of the Board following the Chair's consultation with the incumbent Chair of the Committee. The Board may remove any member from the Committee at any time with or without cause.

### ***Duties and Responsibilities:***

The Committee shall have the following duties and responsibilities, in addition to any other duties and responsibilities assigned to the Committee, from time to time, by the Board.

#### *Board and Board Performance*

- Periodically review the size, structure and overall composition of the Board and its committees and recommend to the Board any changes.
- Periodically review the appropriateness of any restrictions on Board service, such as any term limits and any retirement policy.
- Annually (or as the need arises to fill any vacancies) recommend to the Board the appointment of Directors to Committees of the Board and advise the Board and the committees about the selection of committee Chairs.
- Oversee annual evaluations of the performance of the Board, its Chair and its Committees.
- Determine the method of communications between (a) employees and unitholders of the Partnership and other interested parties, and (b) non-management Directors or the presiding non-management Director.
- Recommend the frequency of regular meetings of non-management Directors and develop the format for such meetings, including, if the Board does not have a non-management Chair, the selection of the presiding Director at such meetings.
- Design and oversee an orientation program for new Directors and any continuing education programs for the Directors.

#### *Governance Policies*

- Develop and at least annually review and recommend to the Board appropriate revisions to the Corporate Governance Guidelines pursuant to, and to the extent required by, regulations and listing standards applicable to the Partnership from time to time.
- Monitor compliance with and the effectiveness of the Corporate Governance Guidelines.
- Monitor developments in the corporate governance field; develop, review and recommend to the Board, as appropriate, other principles and policies relating to corporate governance; and monitor compliance with and the effectiveness of such principles and policies, as appropriate.

#### *Board Compensation*

- Annually review the General Partner's director compensation practices in relation to comparable companies, and recommend to the Board, as appropriate, revisions to director compensation practices.
- Periodically review the desirability of, and, if determined to be appropriate by the Committee, develop and recommend to the Board, director Partnership equity ownership guidelines and monitor progress toward meeting any such guidelines.

### *Reports*

- Regularly report to the Board on significant matters arising from the Committee's activities, and annually regarding the Committee's assessment of the Board's performance.

### ***Meetings:***

The Committee shall establish a meeting calendar annually. The Committee may hold such meetings as are necessary or appropriate for the Committee to fulfill its responsibilities. In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their number a person to preside at their meetings.

### ***Evaluation:***

The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.

**Reviewed: June 2011**