









4. The Chair shall schedule and preside at all meetings of the Committee. In the absence of the Chair, a majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.
5. The Chair of the Committee shall report to the Board following each Committee meeting, and as otherwise required by the Chairman of the Board.
6. The Committee shall review periodically with the full Board (i) any issues that arise concerning the quality or integrity of the Partnership's financial statements, (ii) the Partnership's compliance with legal or regulatory requirements, (iii) the performance and independence of the Partnership's independent auditors and (iv) the performance of the internal audit function.
7. The Committee is authorized to engage independent legal, accounting or other advisors as it deems necessary to carry out its duties without seeking additional approval. The Partnership shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor, compensation to any advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing in this Charter shall be deemed to amend the provisions of the First Amended and Restated Limited Liability Company Agreement of the General Partner with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the First Amended and Restated Limited Liability Company Agreement of the General Partner.