

## **CROSSAMERICA PARTNERS LP**

### **CROSSAMERICA GP LLC**

#### **CORPORATE GOVERNANCE GUIDELINES**

CrossAmerica GP LLC (the “GP”) is the general partner of CrossAmerica Partners LP, a publicly traded Delaware limited partnership (the “Partnership”). Lehigh Gas GP Holdings LLC, a Delaware limited liability company (collectively with its affiliates, “Lehigh Gas”), controls 100% of the membership interests of the GP and provides, or will cause affiliates to provide, material services to the Partnership. The Board of Directors of the GP (the “Board”) has approved the following guidelines. These guidelines, together with the charters of the Board committees, provide the framework for the Partnership’s corporate governance. The Board will review these guidelines and other aspects of the Partnership’s corporate governance annually or more often if deemed necessary.

#### **BOARD AND MANAGEMENT ROLES**

The directors of the GP oversee the GP’s management and the Partnership’s business. The day-to-day affairs of the Partnership’s business are managed by officers of the GP. Employees of Lehigh Gas or its affiliates also provide services to the Partnership and its operating subsidiaries pursuant to the Omnibus Agreement.

Both the Board and management recognize the overarching importance of ensuring the Partnership conducts its business in full compliance with health, safety and environmental regulations, and that the unitholders’ long-term interests are advanced by responsibly addressing the concerns of other stakeholders and interested parties, including employees, customers, suppliers, partners, government agencies and the public at large.

#### **BOARD FUNCTIONS AND RESPONSIBILITIES**

The Board has six (6) regularly scheduled meetings each year. At these meetings, the Board reviews and discusses, among other things: management reports on the Partnership’s performance; the Partnership’s plans, objectives and prospects; Board committee or management proposals; and immediate issues facing the Partnership. The Board may also call other meetings to act on important matters as needed. Directors are expected to review in advance all meeting materials and to attend all scheduled Board and committee meetings. In addition to its general oversight of management, the Board or designated Board committees also perform a number of specific functions. Some of these functions include:

- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- overseeing the assessment of major risks facing the Partnership and available options to address those risks;
- reviewing and approving certain Securities and Exchange Commission (“SEC”) filings of the Partnership;
- reviewing specific material matters that the Board believes may involve conflicts of interest, including certain conflicts of interest that may arise between the Partnership

- and the GP and its affiliates, including Lehigh Gas;
- evaluating and overseeing compliance with the Partnership’s corporate governance policies and practices; and
- ensuring that processes are in place for maintaining the Partnership’s integrity, including oversight of financial statement integrity, compliance with law and ethics, and the integrity of relationships with customers and other stakeholders.

The Board recognizes that its actions set the tone for ethical business conduct by officers and employees of the GP and Lehigh Gas and its affiliates.

### **DIRECTOR APPOINTMENT AND QUALIFICATIONS**

The GP’s operating agreement authorizes Lehigh Gas, as the owner of the GP to appoint, remove and replace the directors on the Board and to fill any vacancies arising on the Board. Accordingly, holders of the Partnership’s common units will not vote on the election of directors.

### **DIRECTOR INDEPENDENCE**

At least three of the directors on the Board shall be independent directors under the corporate governance rules of the New York Stock Exchange (“NYSE”). Directors who do not meet the NYSE independence standards also make valuable contributions to the Board and the Partnership by reason of their abilities and experience.

To be considered independent under the NYSE standards, the Board must determine that a director does not have any direct or indirect material relationship with the GP, Lehigh Gas, its subsidiaries or affiliates, or the Partnership, (each a “Lehigh Gas Entity”). The Board has established the following guidelines to assist it in determining director independence in accordance with the NYSE rules:

A director will not be independent if:

1. The director is, or has been within the preceding three years, employed by a Lehigh Gas Entity;
2. An immediate family member of the director is, or has been within the preceding three years, employed as an executive officer of a Lehigh Gas Entity;
3. During any 12-month period within the preceding three years, the director, or an immediate family member of the director, has received more than \$120,000 in direct compensation from Lehigh Gas Entities, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
4. The director, or an immediate family member of the director, is a current partner of a firm that is the internal or external auditor of a Lehigh Gas Entity (each a “Lehigh Gas Auditor”);
5. The director is a current employee of a Lehigh Gas Auditor;
6. An immediate family member of the director is a current employee of a Lehigh Gas Auditor and personally works on a Lehigh Gas Entity’s audit;

7. The director, or an immediate family member of the director, (a) was within the preceding three years (but is no longer) a partner or employee of a Lehigh Gas Auditor and (b) personally worked on a Lehigh Gas Entity's audit within that time;
8. The director, or an immediate family member of the director, is, or has been within the preceding three years, employed as an executive officer of another company where any present executive officer of a Lehigh Gas Entity at the same time serves or served on that company's compensation committee; or
9. The director is a current employee, or an immediate family member of the director is a current executive officer, of a company (other than any tax-exempt organization) that, during any of the three preceding fiscal years, made payments to, or received payments from, the Lehigh Gas Entities for property or services in an amount which exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

NYSE has indicated that its independence standards are based on a concern with independence from management, and that it does not view ownership of even a significant amount of equity, by itself, as disqualifying a director from being independent. Accordingly, the direct or beneficial ownership by a director, or an immediate family member of a director, of a significant amount of units of the Partnership will not be considered a material relationship that would impair the director's independence.

For relationships not covered by the guidelines outlined above, the determination of whether the relationship is material, and therefore whether the director would be independent, will be made by the directors who satisfy the independence guidelines set forth above.

The Board will annually review all relationships of directors.

#### **AUDIT COMMITTEE AND CONFLICTS COMMITTEE MEMBER INDEPENDENCE**

In addition to the general independence standards discussed above, members of the Board's Audit Committee must also satisfy the applicable NYSE and SEC independence requirements. The Board also requires members of the Conflicts Committee to satisfy these heightened requirements. Specifically, members of the Audit Committee or the Conflicts Committee may not receive, directly or indirectly, any compensation from any Lehigh Gas Entity other than their directors' compensation, and they may not be an affiliated person of a Lehigh Gas Entity.

#### **SIZE OF BOARD**

The Board determines from time to time the number of directors on the Board, within a range specified in the GP's operating agreement.

#### **BOARD COMMITTEES**

The Board has established the Audit Committee and the Conflicts Committee to assist the Board in discharging its responsibilities and to function more effectively.

The Conflicts Committee reviews specific material matters that the Board believes may involve conflicts of interest, including certain conflicts of interest that may arise between the Partnership and the GP and its affiliates, including Lehigh Gas. If the Board refers a particular matter to the Conflicts Committee, the Committee will determine such matter in accordance with the standards set forth in the partnership agreement as then in effect and applicable law. Any matters approved by the Conflicts Committee will be conclusively deemed to be fair and reasonable to the Partnership, approved by all the Partnership's partners and not a breach by the GP of any duties it may owe to the Partnership or its unitholders.

The current charters of the Audit Committee and the Conflicts Committee are available on the Partnership's website and will be mailed to unitholders on written request. The committee chairs report the highlights of their meetings to the full Board following each meeting of the respective committees. The Board evaluates and appoints directors to Board committees and selects committee chairs.

#### **NON-MANAGEMENT DIRECTORS MEETINGS**

The Board may hold meetings (or executive sessions within regularly scheduled board meetings) each year for the non-management directors without management present. A non-management director will preside over each executive session of the non-management directors, although the same director is not required to preside over each session. Any non-management director may request that additional executive sessions of the non-management directors be held, and the presiding non-management director for the previous session will determine whether to call any such meeting.

#### **BOARD AND COMMITTEE SELF-EVALUATIONS**

The Board and each of the committees will perform an annual self-evaluation, as indicated in the Board committee charters. As part of these evaluations, the directors will provide their assessments of the effectiveness of the Board and the committees on which they serve.

The Board is responsible for its agenda. Prior to each Board or committee meeting, the chair of the Board or committee chair, in consultation with management, other directors or appropriate advisors, will discuss specific agenda items for the meeting. The chair of the Board or committee chair will determine the nature and extent of information that will be provided regularly to the directors before each scheduled Board or committee meeting. Directors are encouraged to suggest agenda items or additional pre-meeting materials to the chair of the Board or appropriate committee chair.

#### **ETHICS AND CONFLICTS OF INTEREST**

The Board expects its directors, as well as officers of the Partnership and its operating subsidiaries and officers and employees of the GP and Lehigh Gas and its affiliates to act ethically at all times and to acknowledge their adherence to the policies comprising the Partnership's Code of Ethics and Business Conduct. If an actual or potential conflict of interest arises, the director, officer or employee is expected to promptly inform, as applicable, the appropriate Board committee, supervisor or compliance officer and such committee, supervisor or compliance officer will be responsible for resolving such conflict or reporting such conflict to the appropriate Board committee and/or individual.

With respect to directors, if a significant conflict exists and cannot be resolved, the director should resign. Subject to the Partnership's partnership agreement and the Omnibus Agreement, all directors are expected to recuse themselves from any discussion or decision affecting their personal, business or professional interests.

### **BOARD COMPENSATION**

The Board will annually review the GP's director compensation practices and approve the form and amount of compensation and benefits for non-employee directors. The Board will consider the following principles:

- compensation should fairly pay directors for work required in a company of the Partnership's size and scope;
- compensation should align the directors' interests with the long-term interests of unitholders; and
- the structure of the compensation should be simple, transparent and easy for unitholders to understand.

### **MANAGEMENT SUCCESSION PLANS**

The Board will be responsible for long-range succession planning for the GP's CEO and other senior executives. The Board will also develop and maintain, in consultation with the CEO, a short-term succession plan for unexpected situations affecting the CEO or other executive officers.

### **REVIEW OF SERVICES AND MANAGEMENT AGREEMENTS**

The management and operations of the Partnership including its executive officers are provided to the Partnership by Lehigh Gas or its affiliates in accordance with the Omnibus Agreement and Management Agreements. The Board, with input as required from the Conflicts Committee, will at least annually review the performance of Lehigh Gas and its applicable affiliates under the Omnibus Agreement to ensure the strategic goals and objectives of the Partnership are being met, that Lehigh Gas has sufficient resources to meet the present and future requirements of the Partnership and the GP under the Omnibus Agreement, and that Lehigh Gas has in place appropriate succession plans to ensure the continued level of service required by the Partnership and the GP. In addition, the Partnership, with input and approval as required by the Conflicts Committee, may enter into management agreements with Lehigh Gas to operate stores owned and/or operated by the Partnership or its subsidiaries.

### **DIRECTOR ACCESS TO SENIOR MANAGEMENT**

Non-employee directors are encouraged to contact directly the senior managers of the GP and the Partnership, either alone or with other members of senior management present. The GP's CEO and Chief Financial Officer and, as invited, other members of senior management, are encouraged to attend Board meetings when practical.

### **BOARD AND COMMITTEE ACCESS TO INDEPENDENT ADVISORS**

In fulfilling their duties, the Board and its committees have the right at any time to retain independent outside financial, legal or other advisors at the Partnership's expense.

## **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board will be responsible for providing an orientation program for new directors, and periodically to provide materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Directors are also encouraged to participate in director continuing education programs at the Partnership's expense.