

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended March 31, 2020**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-35172**

**NGL Energy Partners LP**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**27-3427920**

(I.R.S. Employer Identification No.)

**6120 South Yale Avenue, Suite 805**

**Tulsa, Oklahoma**

(Address of Principal Executive Offices)

**74136**

(Zip Code)

**(918) 481-1119**

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Trading Symbols</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|------------------------|--|
|----------------------------|------------------------|--|

|   |     |                         |
|---|-----|-------------------------|
| Common units representing Limited Partner Interests | NGL | New York Stock Exchange |
|---|-----|-------------------------|

|  |        |                         |
|--|--------|-------------------------|
| Fixed-to-floating rate cumulative redeemable perpetual preferred units | NGL-PB | New York Stock Exchange |
|--|--------|-------------------------|

|  |        |                         |
|--|--------|-------------------------|
| Fixed-to-floating rate cumulative redeemable perpetual preferred units | NGL-PC | New York Stock Exchange |
|--|--------|-------------------------|

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

x

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (§ 15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value at September 30, 2019 of the Common Units held by non-affiliates of the registrant, based on the reported closing price of the Common Units on the New York Stock Exchange on such date (\$13.91 per Common Unit) was \$1.4 billion. For purposes of this computation, all executive officers, directors and 10% beneficial owners of the registrant are deemed to be affiliates. Such a determination should not be deemed an admission that such executive officers, directors and 10% beneficial owners are affiliates.

At May 28, 2020, there were 128,771,715 common units issued and outstanding.

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## Forward-Looking Statements

This Annual Report on Form 10-K (“Annual Report”) contains various forward-looking statements and information that are based on our beliefs and those of our general partner, as well as assumptions made by and information currently available to us. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Certain words in this Annual Report such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “plan,” “project,” “will,” and similar expressions and statements regarding our plans and objectives for future operations, identify forward-looking statements. Although we and our general partner believe such forward-looking statements are reasonable, neither we nor our general partner can assure they will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected. Among the key risk factors that may affect our consolidated financial position and results of operations are:

- changes in general economic conditions, including market and macroeconomic disruptions resulting from the novel strain of coronavirus (“COVID-19”) pandemic and related governmental responses;
- the prices of crude oil, natural gas liquids, gasoline, diesel, and biodiesel;
- energy prices generally;
- the general level of crude oil, natural gas, and natural gas liquids production;
- the general level of demand, and the availability of supply, for crude oil, natural gas liquids, gasoline, diesel, and biodiesel;
- the level of crude oil and natural gas drilling and production in areas where we have water treatment and disposal facilities;
- the ability to obtain adequate supplies of products if an interruption in supply or transportation occurs and the availability of capacity to transport products to market areas;
- actions taken by foreign oil and gas producing nations;
- the political and economic stability of foreign oil and gas producing nations;
- the effect of weather conditions on supply and demand for crude oil, natural gas liquids, gasoline, diesel, and biodiesel;
- the effect of natural disasters, lightning strikes, or other significant weather events;
- the availability of local, intrastate, and interstate transportation infrastructure with respect to our truck, railcar, and barge transportation services;
- the availability, price, and marketing of competing fuels;
- the effect of energy conservation efforts on product demand;
- energy efficiencies and technological trends;
- changes in applicable laws and regulations, including tax, environmental, transportation, and employment regulations, or new interpretations by regulatory agencies concerning such laws and regulations and the effect of such laws and regulations (now existing or in the future) on our business operations;
- the effect of legislative and regulatory actions on hydraulic fracturing, water disposal and transportation, and the treatment of flowback and produced water;
- hazards or operating risks related to transporting and distributing petroleum products that may not be fully covered by insurance;
- the maturity of the crude oil, natural gas liquids, and refined products industries and competition from other markets;
- loss of key personnel;
- the ability to renew contracts with key customers;
- the ability to maintain or increase the margins we realize for our terminal, barging, trucking, water disposal, recycling, and discharge services;
- the ability to renew leases for our leased equipment and storage facilities;

- the nonpayment, nonperformance or bankruptcy by our counterparties;
- the availability and cost of capital and our ability to access certain capital sources;
- a deterioration of the credit and capital markets;
- the ability to successfully identify and complete accretive acquisitions, and integrate acquired assets and businesses;
- changes in the volume of crude oil recovered during the water treatment process;
- changes in the financial condition and results of operations of entities in which we own noncontrolling equity interests;
- the costs and effects of legal and administrative proceedings;
- political pressure and influence of environmental groups upon policies and decisions related to the production, gathering, refining, processing, fractionation, transportation and marketing of crude oil, refined products, natural gas, natural gas liquids, gasoline, diesel or biodiesel;
- changes in the jurisdictional characteristics of, or the applicable regulatory policies with respect to, our pipeline assets; and
- other risks and uncertainties, including those discussed under Part I, Item 1A–“Risk Factors.”

You should not put undue reliance on any forward-looking statements. All forward-looking statements speak only as of the date of this Annual Report. Except as may be required by state and federal securities laws, we undertake no obligation to publicly update or revise any forward-looking statements as a result of new information, future events, or otherwise. When considering forward-looking statements, please review the risks discussed under Part I, Item 1A–“Risk Factors.”

## PART I

References in this Annual Report to (i) “NGL Energy Partners LP,” the “Partnership,” “we,” “our,” “us,” or similar terms refer to NGL Energy Partners LP and its operating subsidiaries, (ii) “NGL Energy Holdings LLC” or “general partner” refers to NGL Energy Holdings LLC, our general partner, (iii) “NGL Energy Operating LLC” refers to NGL Energy Operating LLC, the direct operating subsidiary of NGL Energy Partners LP, and (iv) the “NGL Energy GP Investor Group” refers to, collectively, the 46 individuals and entities that own all of the outstanding membership interests in our general partner.

We have presented operational data in Part I, Item 1—“Business” for the year ended March 31, 2020. Unless otherwise indicated, this data is as of March 31, 2020.

### Item 1. Business

#### Overview

We are a diversified midstream energy partnership that transports, stores, markets and provides other logistics services for crude oil, natural gas liquids and refined petroleum products and we also transport, treat, recycle and dispose of produced water generated as part of the oil and gas production process. Originally formed in September 2010, we are a Delaware limited partnership and our business is currently organized into three business segments: Crude Oil Logistics, Water Solutions and Liquids and Refined Products.

#### Reportable Segments

For the first three quarters of fiscal year 2020, we had four reportable segments: Crude Oil Logistics, Water Solutions, Refined Products and Renewables, and Liquids. As a result of the sale of a large part of the assets that constituted the former Refined Products and Renewables reportable segment, we decided during the fourth quarter of fiscal year 2020 that the remaining business within the former Refined Products and Renewables reportable segment will be aggregated with the prior Liquids reportable segment and form the current Liquids and Refined Products reportable segment. Operating results for the reportable segments have been recast for the years ended March 31, 2019 and 2018 to reflect these changes. Our Crude Oil Logistics and Water Solutions reportable segments remain unchanged from what has been previously reported. The following is a description of our three reportable segments at March 31, 2020.

- Our Crude Oil Logistics segment purchases crude oil from producers and marketers and transports it to refineries or for resale at pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs, and provides storage, terminaling and transportation services through its owned assets. Our activities in this segment are supported by certain long-term, fixed rate contracts which include minimum volume commitments on our pipelines.
- Our Water Solutions segment transports, treats, recycles and disposes of produced and flowback water generated from crude oil and natural gas production. We also dispose of solids such as tank bottoms, drilling fluids and drilling muds and perform other ancillary services such as truck and frac tank washouts. As part of processing water, we are able to aggregate recovered crude oil, also known as skim oil, that was contained in the water and sell the crude oil. We also sell brackish non-potable water to our producer customers to be used in their crude oil exploration and production activities. Our activities in the Water Solutions segment are underpinned by long-term, fixed fee contracts and acreage dedications, some of which contain minimum volume commitments, with leading oil and gas companies including large, investment grade producer customers.
- Our Liquids and Refined Products segment conducts marketing operations for natural gas liquids, refined petroleum products and biodiesel to a broad range of commercial, retail and industrial customers across the United States and Canada. These operations are conducted through our 28 company-owned terminals, other third party storage and terminal facilities, common carrier pipelines and our extensive fleet of leased railcars. We also provide natural gas liquid and refined product terminaling and storage services at our salt dome storage facility joint venture in Utah and marine exports through our facility located in Chesapeake, Virginia. We employ a number of contractual and hedging strategies to minimize commodity exposure and maximize earnings stability of this segment.

#### Business Repositioning

Since late 2017, we have undertaken a number of important strategic actions in an effort to leverage the Partnership’s core areas of competitive strength and focus on generating stable, growing and predictable cash flows, while improving our

credit profile. These steps included the sale of our 50% interest in the Glass Mountain pipeline, the sale of our Retail Propane segment, the sale of certain non-core assets in our Water Solutions segment and the sale of a substantial portion of our former Refined Products and Renewables segment, as well as the purchase of terminaling assets in our Liquids and Refined Products segment and two strategic water infrastructure assets in the Delaware Basin. These transactions are described in more detail below and in “Other Dispositions” below.

The sale of a substantial portion of our former Refined Products and Renewables segment has allowed us to reduce working capital indebtedness and decrease earnings volatility, while the purchase of the two strategic water infrastructure assets assists in furthering our ongoing strategy of cash flow predictability by adding long-term contracts under acreage dedications and minimum volume commitments. We believe these actions have substantially simplified our business mix and has allowed us to focus on what we believe are the core areas of our business and improved our overall financial position. These transactions are expected to better position us for sustained growth in the future.

#### *Sale of Retail Propane Segment*

On March 30, 2018, we sold a portion of our Retail Propane segment to DCC LPG (“DCC”) for net proceeds of \$212.4 million. On July 10, 2018, we completed the sale of virtually all of our remaining Retail Propane segment to Superior Plus Corp. (“Superior”) for total consideration of \$889.8 million and, finally, on August 14, 2018, we sold our interest in Victory Propane, LLC (“Victory Propane”). These transactions represented a strategic shift in our operations and will have a significant effect on our operations and financial results going forward. Accordingly, the results of operations and cash flows related to our former Retail Propane segment (including equity in earnings of Victory Propane) have been classified as discontinued operations for all periods presented and prior periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows. See Note 18 to our consolidated financial statements included in this Annual Report for a further discussion of these transactions.

#### *Sale of Bakken Saltwater Disposal Business*

On November 30, 2018, we completed the sale of NGL Water Solutions Bakken, LLC to an affiliate of Tallgrass Energy, LP for \$85.0 million in net cash proceeds. These operations include five saltwater disposal wells located in McKenzie and Dunn Counties, North Dakota. As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion of this transaction.

#### *Sale of South Pecos Water Disposal Business*

On February 28, 2019, we completed the sale of our South Pecos water disposal business to a subsidiary of WaterBridge Resources LLC for \$232.2 million in net cash proceeds. These operations include: (i) nine saltwater disposal facilities, (ii) all disposal agreements, commercial, surface and other contracts related to those facilities, (iii) pipelines connected to the facilities and (iv) several disposal permits. All of the assets sold in this transaction are located near the town of Pecos, Texas in southern Reeves and Ward counties. As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion of this transaction.

#### *Sale of Certain Refined Products Businesses*

On September 30, 2019, we completed the sale of TransMontaigne Product Services, LLC (“TPSL”) and associated assets to Trajectory Acquisition Company, LLC (“Trajectory”) for total consideration of \$233.8 million, including equity consideration, inventory and net working capital. The divested assets include the following: TPSL Terminaling Services Agreement with TransMontaigne Partners LP, including the exclusive rights to utilize 19 terminals; line space along Colonial and Plantation Pipelines; two wholly-owned refined products terminals in Georgia and multiple third-party throughput agreements; and customer contracts, inventory and other working capital associated with the assets. On January 3, 2020, we completed the sale of our refined products marketing business in the mid-continent region of the United States (“Mid-Con”) to a third-party. On March 30, 2020, we completed the sale of our gas blending business in the southeastern and eastern regions of the United States (“Gas Blending”) to another third-party. As these businesses made up a significant portion of our former Refined Products and Renewables segment, these transactions represent a strategic shift in our operations and will have a significant effect on our operations and financial results going forward. Accordingly, the results of operations and cash flows related to TPSL, Mid-Con and Gas Blending have been classified as discontinued operations for all periods presented and prior

periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows. In addition, certain assets and liabilities have been classified as held for sale in our March 31, 2019 consolidated balance sheet. See Note 1 and Note 18 to our consolidated financial statements included in this Annual Report for a discussion of the accounting for these transactions.

#### *Purchase of Natural Gas Liquids Terminals*

In March 2019, we completed the acquisition of the natural gas liquids terminal business of DCP Midstream, LP for total consideration of approximately \$103.4 million. The acquisition consisted of five propane rail terminals located in the Eastern United States and a 50% ownership interest in an additional rail terminal located in Maine. We also acquired an import/export terminal located in Chesapeake, Virginia, which provides strategic access to the water for international import and export activity, and has the capability to load and unload ships ranging in size from handy-sized vessels up to very large gas carriers. All of the terminals complement our existing natural gas liquids portfolio and also create additional opportunities for new and existing customers to supply their business.

#### *Purchase of Mesquite Disposals Unlimited, LLC (“Mesquite”)*

On July 2, 2019, we acquired all of the assets of Mesquite, including 34 saltwater disposal wells and approximately 175 miles of pipelines. The purchase price was comprised of (i) \$592.5 million in cash, (ii) the issuance of \$102.8 million of our Class B Preferred Units (as defined herein) and (iii) additional cash payments of \$200.0 million to be paid in two deferred installments contingent on the average daily volume of water processed utilizing the assets being acquired. The assets include a fully interconnected produced water pipeline transportation and disposal system in Eddy and Lea Counties, New Mexico, and Loving County, Texas. The vast majority of volumes on Mesquite’s system are contracted under long-term acreage dedications and minimum volume commitments. The acquisition of the Mesquite assets provides multiple transportation, disposal and recycling options throughout Eddy and Lea Counties that allow us to deliver on our commitments. The acquisition of the Mesquite assets, together with our existing footprint in the Delaware Basin, provide us with significant scale and capabilities that will facilitate high-quality execution for our customers.

#### *Purchase of Hillstone Environmental Partners, LLC (“Hillstone”)*

On October 31, 2019, we acquired all of the equity interests of Hillstone for \$642.5 million, subject to certain adjustments. Hillstone provides water pipeline and disposal infrastructure solutions to producers with a core operational focus in the state line area of southern Eddy and Lea Counties, New Mexico and northern Loving County, Texas in the Delaware Basin. Hillstone has a fully interconnected produced water pipeline transportation and disposal system, which consists of 19 saltwater disposal wells representing approximately 580,000 barrels per day of permitted disposal capacity, and approximately 70 miles of a newly-built network of water pipelines, with approximately 680,000 barrels per day of transportation capacity. Hillstone also has an additional 22 permits to develop another 660,000 barrels per day of disposal capacity. The acquired assets also include minimum volume commitments and long-term dedications covering over 110,000 contracted acres. This acquisition is highly complementary to our core Delaware Basin asset footprint.

For more information regarding our results of operations and reportable segments, see Part II, Item 7–“Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 12 to our consolidated financial statements included in this Annual Report.

#### **Other Acquisitions**

The following summarizes our other significant acquisitions over the past three fiscal years.

- On November 7, 2019, we acquired the exclusive rights to use certain land in Lea County, New Mexico for produced and treated water operations from one entity, certain membership interests in another entity and other assets.
- During the year ended March 31, 2020, we acquired one saltwater disposal facility (including three saltwater disposal wells) in Eddy County, New Mexico.
- During the year ended March 31, 2020, we acquired land and two saltwater disposal wells in Pecos County, Texas.

- During the year ended March 31, 2019, we acquired six saltwater disposal facilities (including 22 saltwater disposal wells), two ranches and four brackish non-potable water facilities (including 45 brackish non-potable water wells).
- During the year ended March 31, 2018, we acquired the remaining 50% ownership interest in NGL Solids Solutions, LLC.

For a further discussion of our acquisitions, see Note 4 to our consolidated financial statements included in this Annual Report.

### **Other Dispositions**

The following summarizes our other significant dispositions over the past three fiscal years.

#### *Sale of Interest in E Energy Adams, LLC*

On May 3, 2018, we sold our approximately 20% interest in E Energy Adams, LLC for net proceeds of \$18.6 million.

#### *Sale of Interest in Glass Mountain Pipeline, LLC (“Glass Mountain”)*

On December 22, 2017, we sold our 50% interest in Glass Mountain for net proceeds of \$292.1 million.

#### *Sawtooth Caverns, LLC (“Sawtooth”) Joint Venture*

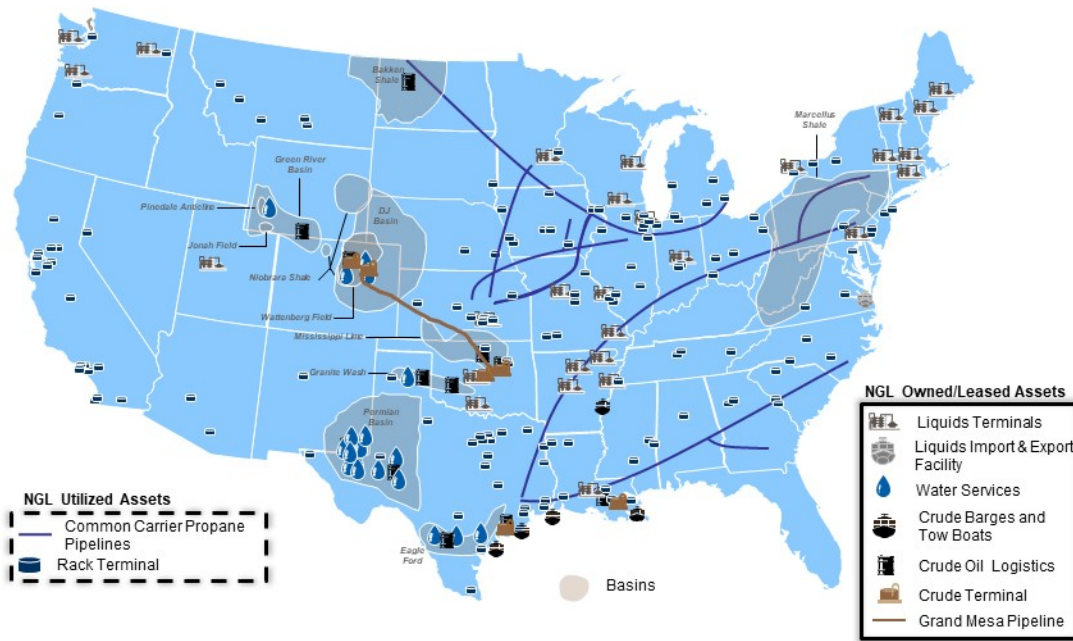
On March 30, 2018, we formed a joint venture with Magnum Liquids, LLC and they acquired an approximately 28.5% interest in Sawtooth from us, in exchange for consideration consisting of a cash payment of approximately \$37.6 million (excluding working capital) and the contribution of certain refined products rights and adjacent leasehold.

For a further discussion of our dispositions, see Note 17 and Note 18 to our consolidated financial statements included in this Annual Report.



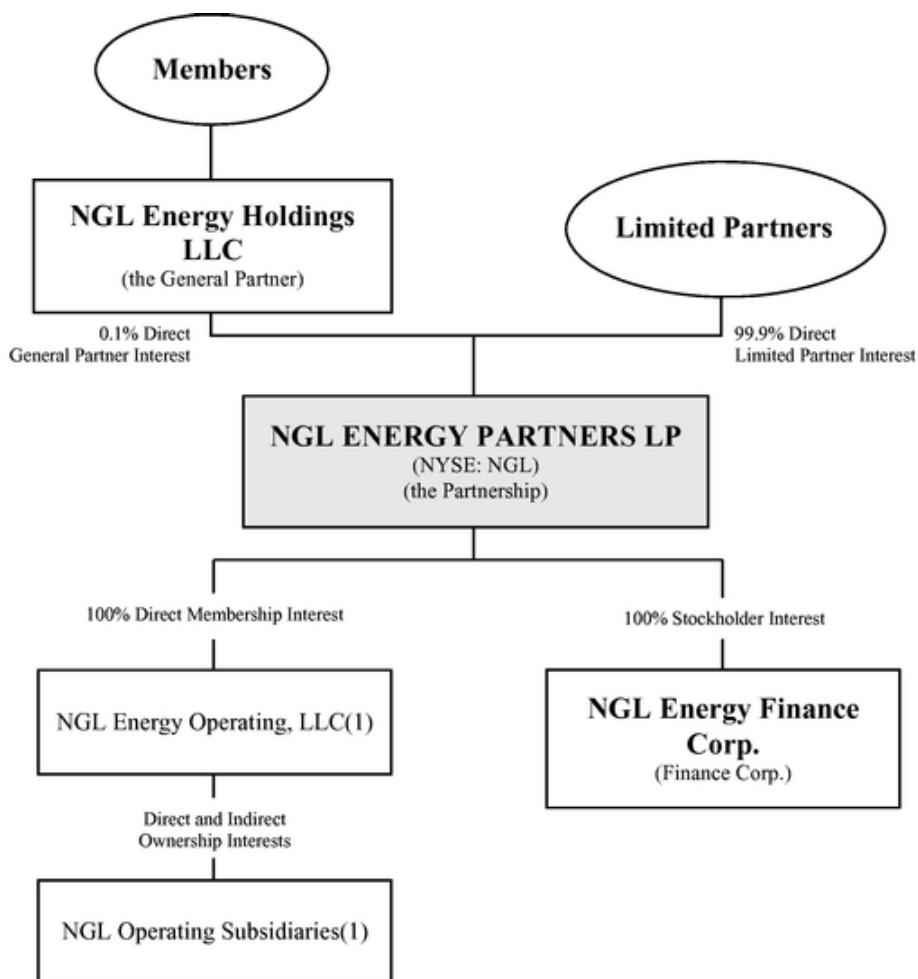
**Primary Service Areas**

The following map shows the primary service areas of our businesses at March 31, 2020:



**Organizational Chart**

The following chart provides a summarized view of our legal entity structure at March 31, 2020:



(1) Includes (i) NGL Crude Logistics, LLC, which includes the operations of our Crude Oil Logistics business and certain businesses within our Liquids and Refined Products segment, (ii) NGL Water Solutions, LLC, which includes the operations of our Water Solutions business and (iii) NGL Liquids, LLC, which includes the operations of certain of our businesses within our Liquids and Refined Products segment.

## Our Business Strategies

Our principal business objectives are to maximize the profitability and stability of our businesses, grow our businesses in an accretive and prudent manner, and maintain a strong balance sheet. We intend to accomplish these objectives by executing the following strategies:

- *Focus on building a diversified midstream master limited partnership providing multiple services to customers.* We continue to enhance our ability to transport crude oil from the wellhead to refiners, produced water from the wellhead to treatment for disposal, recycle, or discharge, and natural gas liquids from processing plants and supply hubs to end users.
- *Operate in a safe and environmentally responsible manner.* We seek to operate our business in a safe and environmentally responsible manner by working with our employees, customers, vendors and local communities to minimize our environmental impact and comply with local, state and federal environmental laws and regulations.
- *Focus on consistent annual cash flows from operations under multi-year contracts that minimize commodity price risk and generate fee-based revenues.* We intend to focus on generating revenues under long-term fee-based contracts in addition to back-to-back contracts which minimize direct commodity price exposure. We seek to continue to increase cash flows that are supported by certain fee-based, multi-year contracts, some of which include acreage dedications from producers or minimum volume commitments.
- *Achieve growth by investing in new assets, customers and ventures that increase volumes, enhance our operations, and generate attractive rates of return.* We have invested and expect to continue to invest within our existing businesses to capitalize on accretive, organic growth opportunities. We have available capacity in many of the assets that we own and operate that can be utilized to increase cash flows with minimal incremental capital investment. We also continue to pursue strategic transactions and ventures that complement and enhance our existing footprint.
- *Prudently manage our balance sheet to provide us with maximum financial flexibility for funding our operations, capital projects and strategic acquisitions.* We will seek to maintain sufficient liquidity and credit metrics to manage existing and future capital requirements and to take advantage of market opportunities. We expect to continue to evaluate the capital markets and may opportunistically pursue financing transactions to optimize our capital structure.

## Our Competitive Strengths

We believe that we are well positioned to successfully execute our business strategies and achieve our principal business objectives because of the following competitive strengths:

- *Our diversified operations allow us to generate more predictable and stable cash flows on a year-to-year basis.* Our ability to provide multiple services to customers in numerous geographic areas enhances our competitive position. Our three business units are diversified by geography, customer base and commodity sensitivities, which we believe provides us with more stable cash flows through the typical commodity cycles.
- *Our network of crude oil transportation and storage assets, which allows us to serve customers over a wide geographic area and optimize sales.* Our strategically deployed terminals, towboats, barges, trucks, and our owned and contracted pipeline capacity, provide access to a wide range of customers and markets. We use this expansive network of transportation assets to deliver crude oil to the optimal markets. These operations are supported by long-term, fee-based contracts with producers, refiners and marketers.
- *Our water processing facilities, which are strategically located near areas of high crude oil and natural gas production.* Our water processing facilities are located among the most prolific crude oil and natural gas producing areas in the United States, including the Delaware Basin, the Midland Basin, the DJ Basin and the Eagle Ford Basin. In addition, we believe that the technological capabilities of our Water Solutions business can be quickly implemented at new facilities and locations. These assets are also supported by long-term, fee-based contracts that include acreage dedications and minimum volume commitments.
- *Our network of natural gas liquids transportation, terminal, and storage assets, which allows us to provide multiple services across the continental United States.* Our strategically located terminals, large leased railcar fleet, shipper status on common carrier pipelines, and substantial leased and owned underground storage enable us to be a preferred purchaser and seller of natural gas liquids. We have a diverse base of long-standing customers

and believe that our performance metrics allow us to reliably supply, store and transport products throughout North America.

- *Our seasoned management team with extensive midstream industry experience and a track record of acquiring, integrating, operating and growing successful businesses.* Our management team has significant experience managing companies in the energy industry, including master limited partnerships. In addition, through decades of experience, our management team has developed strong business relationships with key industry participants throughout the United States. We believe that our management's knowledge of the industry, relationships within the industry, and experience provide us with the opportunities to optimize our existing assets. Our management team also has experience in identifying, evaluating and completing acquisitions and other ventures that provide us with additional opportunities to complement, grow and expand our existing operations.

## **Our Businesses**

### ***Crude Oil Logistics***

*Overview.* Our Crude Oil Logistics segment purchases crude oil from producers and marketers and transports it to refineries or for resale at pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs, and provides storage, terminaling and transportation services through its owned assets. Our operations are concentrated in and around a number of the most prolific crude oil producing basins in the United States including the DJ Basin in Colorado, the Permian Basin in Texas and New Mexico, the Eagle Ford Basin in Texas and the United States Gulf Coast. Our activities in this segment are supported by a number of long-term, fixed rate minimum volume commitments on our Grand Mesa Pipeline that provide a significant amount of stability to these operations.

Our foundation asset in this segment is the Grand Mesa Pipeline ("Grand Mesa"), a 550-mile pipeline that transports crude oil from its origin in Weld County, Colorado to our terminal in Cushing, Oklahoma. Grand Mesa commenced operations on November 1, 2016 and has operated continuously since then. The main line portion of this pipeline is comprised of a 37.5% undivided interest in a crude oil pipeline jointly owned by Saddlehorn Pipeline Company, LLC ("Saddlehorn") in which we have the right to use 150,000 barrels per day of capacity of the pipeline. During the year ended March 31, 2020, approximately 45.9 million barrels of crude were transported on the Grand Mesa Pipeline, which averaged approximately 131,000 financial barrels per day. Operating costs associated with Grand Mesa are allocated to us based on our proportionate ownership interest and throughput. We also own an origin terminal in Lucerne, Colorado where we aggregate crude volumes of different types and grades and store them until they are ready for transfer to our Grand Mesa Pipeline. The terminal has 950,000 barrels of operational tankage and a 12 bay truck loading facility. We also own and operate the Riverside terminal with 20,000 barrels of storage and a four bay truck loading facility, which connects to the Grand Mesa Pipeline.

Through our undivided interest in the Grand Mesa Pipeline, we have sufficient capacity to service our customer contracts at the same origin and termination points with the ability to accept additional volume commitments. We retained ownership of our previously-acquired easements for the potential future development of transportation projects involving petroleum commodities other than crude oil and condensate. With the consent and participation of Saddlehorn, we and Saddlehorn may consider future opportunities using these easements for projects involving the transportation of crude oil and condensate.

We own and operate a large scale crude oil terminal located in Cushing, Oklahoma with 3,626,000 barrels of storage capacity, seven off-loading lease automatic custody transfer units ("LACTs"), a full control room, on-site laboratory, and three 24-inch bi-directional pipelines each capable of moving 360,000 barrels per day. The terminal features advantaged connectivity to other terminals and pipelines including important connections to our Grand Mesa Pipeline and TransCanada's terminal with access to the United States Gulf Coast via Marketlink. The terminal is situated on 200 acres and is designed to be expanded based on customer demand. Cushing is one of the most liquid trading hubs in the world and is the delivery point for the West Texas Intermediate futures contract. We own and operate a crude oil marine terminal in Point Comfort, Texas with 350,000 barrels of storage capacity, six off-loading LACTs and three docks (two for ocean-going barges and ships and one for brown water barges). We own and operate a crude oil pipeline and marine terminal in Houma, Louisiana with 288,000 barrels of storage capacity, two off-loading LACTs, a brown water barge dock and two bi-directional pipelines each capable of moving 120,000 barrels per day with connectivity to Shell's Zydeco System. We also own a terminal in Kingfisher, Oklahoma with 6,000 barrels of storage.

*Operations.* We purchase crude oil from producers and marketers and transport it to refineries or for resale. Our strategically deployed terminals, towboats, barges, trucks, and our owned and contracted pipeline capacity, provide access to a

wide range of customers and markets. We use this expansive network of transportation assets to deliver crude oil to the optimal markets.

We currently transport crude oil using the following assets:

- The Grand Mesa Pipeline, which is described above, and 20 other common carrier pipelines owned by third parties;
- 131 owned trucks and 214 owned trailers operating primarily in the Mid-Continent, Permian Basin, Eagle Ford Basin, and Rocky Mountain regions;
- 397 owned railcars (all of which are leased to third parties) and 246 leased railcars (all of which are subleased to third parties); and
- 11 owned towboats and 23 owned barges operating primarily in the intercoastal waterways of the Gulf Coast and along the Mississippi and Arkansas River systems. We accepted delivery of a newly constructed barge in April 2020 and expect to accept delivery of a second newly constructed barge in July 2020.

All of our 397 owned railcars and 246 leased railcars are compliant with the standards for railcars built subsequent to 2011 for the commodities they are transporting. (See Part I, Item 1—"Government Regulation").

We also own 27 strategically located pipeline injection stations, the locations of which are summarized below.

| State      | Number of Pipeline Injection Stations |
|------------|---------------------------------------|
| Texas      | 14                                    |
| Oklahoma   | 6                                     |
| New Mexico | 5                                     |
| Kansas     | 2                                     |
| Total      | 27                                    |

*Customers.* Our customers include crude oil refiners, producers, and marketers. During the year ended March 31, 2020, 77% of the revenues of our Crude Oil Logistics segment were generated from our ten largest customers of the segment. In addition to utilizing our assets to transport crude oil we own, we also provide truck transportation, barge transportation, storage, and terminal throughput services to our customers. Additionally, certain key customers of the Grand Mesa Pipeline contribute significantly to the cash flows and profitability of that asset. Any loss of those customers or their contracts could have an adverse impact on our financial results.

*Competition.* Our Crude Oil Logistics business faces significant competition, as many entities are engaged in the crude oil logistics business, some of which are larger and have greater financial resources than we do. The primary factors on which we compete are:

- price;
- availability of supply;
- reliability of service;
- logistics capabilities, including the availability of railcars, proprietary terminals, and owned pipelines, barges, railcars, trucks, and towboats;
- long-term customer relationships; and
- the acquisition of businesses.

*Supply.* We obtain crude oil from a large base of suppliers, which consists primarily of crude oil producers. We currently purchase crude oil from approximately 200 producers at approximately 2,300 leases.

*Pricing Policy.* Most of our contracts to purchase or sell crude oil are at floating prices that are indexed to published rates in active markets such as Cushing, Oklahoma, St. James, Louisiana, and Magellan East Houston. We seek to manage price risk by entering into purchase and sale contracts of similar volumes based on similar indexes and by hedging exposure due to fluctuations in actual volumes and scheduled volumes.

Our profitability is impacted by forward crude oil prices. Crude oil markets can either be in contango (a condition in which forward crude oil prices are greater than spot prices) or can be in backwardation (a condition in which forward crude oil prices are lower than spot prices). Our Crude Oil Logistics business benefits when the market is in contango, as increasing prices result in inventory holding gains during the time between when we purchase inventory and when we sell it. In addition, we are able to better utilize our storage assets when contango markets justify storing barrels. When markets are in backwardation, falling prices typically have an unfavorable impact on our storage tank lease rates.

*Billing and Collection Procedures.* Our Crude Oil Logistics customers consist primarily of crude oil refiners, producers, and marketers. We typically invoice these customers on a monthly basis. We perform credit analysis, require credit approvals, establish credit limits, and follow monitoring procedures on these customers. We believe the following procedures enhance our collection efforts with these customers:

- we require certain customers to prepay or place deposits for our products and services;
- we require certain customers to post letters of credit or other forms of surety on a portion of our receivables;
- we review receivable aging analyses regularly to identify issues or trends that may develop; and
- we require our marketing personnel to manage their customers' receivable position and suspend sales to customers that have not timely paid invoices.

*Trade Names.* Our Crude Oil Logistics segment operates primarily under the NGL Crude Logistics, NGL Crude Transportation and NGL Marine trade names.

## **Water Solutions**

*Overview.* Our Water Solutions segment transports, treats, recycles and disposes of produced and flowback water generated from crude oil and natural gas production. We also dispose of solids such as tank bottoms, drilling fluids and drilling muds and perform other ancillary services such as truck and frac tank washouts. As part of processing water, we are able to aggregate recovered crude oil, also known as skim oil, that was contained in the water and sell the crude oil. We also sell brackish non-potable water to our producer customers to be used in their crude oil exploration and production activities. Our activities in the Water Solutions segment are underpinned by long-term, fixed fee contracts and acreage dedications, some of which contain minimum volume commitments, with leading oil and gas companies including large, investment grade producer customers.

We operate in a number of the most prolific crude oil and natural gas producing areas including the Delaware Basin in New Mexico and Texas, the Midland Basin in Texas, the DJ Basin in Colorado and the Eagle Ford Basin in Texas. With a system that handled approximately 485.1 million barrels of produced water across its areas of operation during the year ended March 31, 2020, we believe that we are the largest independent produced water transportation and disposal company in the United States. We currently have over 300,000 acres dedicated to our system under long-term agreements in the Northern Delaware Basin. In addition, we have several minimum volume commitments and other commercial agreements covering the Delaware, Midland, Eagle Ford, DJ and Pinedale Anticline Basins. Our focus in building our Water Solutions business has been to secure long-term, fixed fee contracts that contain minimum volume commitments, acreage dedications or similarly strong contractual relationships with large, well-capitalized producer customers.

Our core asset in the Water Solutions segment is our system located in the Northern Delaware Basin, where we own and operate the largest integrated network of large diameter produced water pipelines, recycling facilities and disposal wells. This system spans six counties in New Mexico and Texas that represent one of the most prolific crude oil producing regions in the United States with some of the most economic hydrocarbon resource and lowest break-even economics for producers. This system has over 535 miles of newly-built, in-service large diameter produced water pipelines connected to 58 active saltwater disposal facilities and 117 active disposal wells. We have over 300,000 acres dedicated to the Northern Delaware system providing a multi-decade drilling inventory and significant growth opportunity. These assets are substantially supported by long-term, fixed-fee contracts underpinned by major acreage dedications or minimum volume commitments.

Our Water Solutions segment also disposes of solids employing specialized equipment at select facilities in the Eagle Ford Basin, the Delaware Basin, the Midland Basin and the DJ Basin. This capability enables us to accept and dispose of solids such as tank bottoms, drilling fluids and drilling muds generated by crude oil and natural gas exploration and production activities. Our facilities will accept only exploration and production exempt waste allowed under our permits.

We own or have a possessory interest in over 120,000 acres of real estate on two ranches located in Eddy and Lea Counties, New Mexico, which we acquired during the year ended March 31, 2019. We purchased the real estate to secure royalty free locations to grow our produced water business and develop pipeline infrastructure. Our two ranches include 16 commercial water permits and four strategically located brackish non-potable water facilities (including 45 brackish non-potable water wells). Additionally, on both ranches we are organically developing surface mineral mining operations, solid waste facilities, and are exploring other uses for our real estate holdings.

*Operations.* We own 119 water treatment and disposal facilities, including 214 injection wells. The location and permitted processing capacities of these facilities are summarized below.

| Location                                  | Number of Facilities | Permitted Processing Capacity (barrels per day) |                |                  |
|---|----------------------|---|----------------|------------------|
|   |                      | Own (1)   | Lease (2)      | Total            |
| <b>Permian Basin</b>                      |                      |   |                |                  |
| Delaware Basin (3) - Texas and New Mexico | 63                   | 4,376,300                                       | 55,000         | 4,431,300        |
| Midland Basin (3) - Texas                 | 15                   | 400,800   | —              | 400,800          |
| Eagle Ford (3)(4) - Texas                 | 24                   | 644,000   | 312,000        | 956,000          |
| DJ Basin - Colorado                       | 13                   | 358,000   | 167,500        | 525,500          |
| Granite Wash (3) - Texas                  | 2                    | 60,000  | —              | 60,000           |
| Pinedale Anticline (5) - Wyoming          | 1                    | —   | 72,765         | 72,765           |
| Eaglebine - Texas                         | 1                    | 20,000  | —              | 20,000           |
| <b>Total - All Facilities</b>             | <b>119</b>           | <b>5,859,100</b>                                | <b>607,265</b> | <b>6,466,365</b> |

(1) These facilities are located on lands we own.

(2) These facilities are located on lands we lease.

(3) Certain facilities can dispose of both produced water and solids such as tank bottoms, drilling fluids and drilling muds.

(4) Includes one facility with a permitted processing capacity of 40,000 barrels per day in which we own a 75% interest.

(5) This facility has a design capacity of 72,765 barrels per day to process water to a recycle standard.

Our customers bring produced and flow back water generated by crude oil and natural gas exploration and production operations to our facilities for treatment through pipeline gathering systems and by truck. We expect that our pipeline delivered volumes will continue to increase as new projects come on line. Once we take delivery of the water, the level of processing is determined by the ultimate disposition of the water.

Our facilities in Colorado, Texas and New Mexico dispose of produced water primarily into deep underground formations via injection wells. At our disposal facilities, we use proprietary well maintenance programs to enhance injection rates and extend the service lives of the wells.

Our facility servicing the Pinedale Anticline in Wyoming has the assets and technology needed to treat the water more extensively than a typical disposal facility. At this facility, we have the option of disposing of the water in underground injection wells or recycling the water. With regard to recycling the water, we either process the water to the point where it can be returned to producers to be reused in future drilling operations (recycle quality water), or we treat the water to a greater extent, such that it exceeds the standards for drinking water, and can be returned to the ecosystem (discharge quality water). Recycling offers producers an alternative to the use of fresh water in hydraulic fracturing operations. This minimizes the impact on aquifers, particularly in arid regions of the United States. Since June 2012, we have recycled approximately 19.4 million barrels (815 million gallons) of recycle quality water, have returned approximately 9.6 million barrels (403 million gallons) of discharge quality water back to New Fork River, which is a tributary of the Colorado River, and have returned approximately 2.7 million barrels (113 million gallons) of water to the ecosystem through an agricultural irrigation system.

*Customers.* The primary customers of our operations consist mainly of large publicly traded, oil and gas companies with diversified acreage positions across multiple leading oil and gas plays. The customers have contracts with us including minimum volume commitments, acreage dedications, water pipeline and trucked water disposal agreements. The customers of our Wyoming and Colorado facilities consist primarily of public and private exploration and production companies that conduct drilling operations near our facilities. The primary customer of our Wyoming facility has committed to deliver a specified minimum volume of water to our facility under a long-term contract. The primary customers of our Colorado facilities have acreage dedications to deliver all produced water produced at wells within the acreage to our facilities. During the year ended

March 31, 2020, 52% of the water treatment and disposal revenues of our Water Solutions segment were generated from our ten largest customers of the segment.

**Competition.** The principal elements of competition are system reliability, project execution capability and reputation, system capacity and flexibility, rates for services and system location relative to the producer's operations. Our competitors include independent produced water transportation and disposal companies and the water transportation and disposal operations owned by oil and gas production companies themselves. Location can be an important consideration for our customers, who seek to minimize the cost of transporting the produced water to disposal facilities. Many of our facilities are strategically located near areas of high crude oil and natural gas production which provides us with a distinct advantage over a competitor that must build a system that can compete with our assets.

**Pricing Policy.** We charge customers a fee per barrel of produced water received. Our contractual agreements consist of: (a) minimum volume commitments requiring the customer to deliver a specified minimum volume of produced water over a specified period of time; (b) acreage dedications requiring the customer to deliver all volumes from the dedicated acreage with us; and (c) produced water pipeline and trucked disposal agreements providing interruptible service in exchange for a fee per barrel of produced water received. We also generate revenue from the sale of crude oil we recover in processing the produced water. In addition, we may charge pipeline transportation fees, pipeline interconnection fees, solids disposal fees and fees for the sale of produced water for reuse by our customers.

**Billing and Collection Procedures.** Our Water Solutions customers consist of large, integrated oil and gas companies and leading independent exploration and production companies. We typically invoice these customers on a monthly basis. We perform credit analysis, require credit approvals, establish credit limits, and follow monitoring procedures on these customers. We believe the following procedures enhance our collection efforts with these customers:

- we require certain customers to prepay or place deposits for our services;
- we require certain customers to post letters of credit or other forms of surety on a portion of our receivables;
- we review receivable aging analyses regularly to identify issues or trends that may develop; and
- we require our marketing personnel to manage their customers' receivable position and suspend service to customers that have not timely paid invoices.

**Trade Names.** Our Water Solutions segment operates primarily under the NGL Water Solutions and Anticline Disposal trade names.

**Technology.** We hold multiple patents for processing technologies. We believe that the technological capabilities of our Water Solutions business can be quickly implemented at new facilities and locations.

### **Liquids and Refined Products**

**Overview.** Our Liquids and Refined Products segment conducts marketing operations for natural gas liquids, refined petroleum products and biodiesel to a broad range of commercial, retail and industrial customers across the United States and Canada. These operations are conducted through our 28 company-owned terminals, other third party storage and terminal facilities, common carrier pipelines and our extensive fleet of leased railcars. We also provide natural gas liquid and refined product terminaling and storage services at our salt dome storage facility joint venture in Utah and marine exports through our facility located in Chesapeake, Virginia. We employ a number of contractual and hedging strategies to minimize commodity exposure and maximize earnings stability of this segment. During the year ended March 31, 2020, we sold 4.2 billion gallons of natural gas liquids, refined products and renewables products, an average of 11.39 million gallons (approximately 271,000 barrels) per day.

**Operations.** We procure natural gas liquids from refiners, gas processing plants, producers and other resellers for delivery to leased or owned storage space, common carrier pipelines, railcar terminals, and direct to certain customers. Our customers take delivery by loading natural gas liquids into transport vehicles from common carrier pipeline terminals, private terminals, our terminals, directly from refineries and rail terminals, and by railcar.

A portion of our wholesale propane gallons are presold to third-party retailers and wholesalers at a fixed price under back-to-back contracts. Back-to-back contracts, in which we balance our contractual portfolio by buying physical propane supply or derivatives when we have a matching purchase commitment from our wholesale customers, protect our margins and mitigate commodity price risk. Presales also reduce the impact of warm weather because the customer is required to take



delivery of the propane regardless of the weather or any other factors. We generally require cash deposits from these customers. In addition, on a daily basis we have the ability to balance our inventory by buying or selling propane, butanes, and natural gasoline to refiners, resellers, and propane producers through pipeline inventory transfers at major storage hubs.

In order to secure consistent supply during the heating season, we are often required to purchase volumes of propane during the entire fiscal year. In order to mitigate storage costs and price risk, we may sell those volumes at a lesser margin in lower demand months than we earn in our other wholesale operations.

We purchase butane from refiners during the summer months, when refiners have a greater butane supply than they need, and sell butane to refiners during the winter blending season, when demand for butane is higher. We utilize a portion of our railcar fleet and a portion of our leased underground storage to store butane for this purpose. We also transport customer-owned natural gas liquids on our leased railcars and charge the customers a transportation service fee as well as subleasing railcars to certain customers. We utilize a fleet of approximately 4,900 high-pressure and general purpose leased railcars of which 275 railcars are subleased to third parties. Our owned and leased terminals and railcar fleet give us the opportunity to access markets throughout the United States, and to move product to locations where demand is highest. We provide transportation, storage, and throughput services to third parties at our facilities at Kingfisher, Oklahoma and Port Hudson, Louisiana, as well as Sawtooth, an underground storage facility near Delta, Utah, in which we own approximately a 71.5% interest, as described further below.

We purchase refined petroleum and renewable products primarily in the Gulf Coast, West Coast and Midwest regions of the United States and schedule them for delivery at various locations throughout the country. We conduct just-in-time sales at a nationwide network of terminals owned by third parties via rack spot sales that do not involve continuing contractual obligations to purchase or deliver product. Rack spot sales are priced and delivered on a daily basis through truck loading racks. At the end of each day for each of the terminals that we market from, we establish the next day selling price for each product for each of our delivery locations. We announce or "post" to customers via website, e-mail, and telephone communications the rack spot sale price of various products for the following morning. When customers decide to purchase product from us, we purchase the same volume of product from a supplier at a previously agreed-upon price. For these just-in-time transactions, our purchase from the supplier occurs at the same time as our sale to our customer. Typical rack spot sale purchasers include commercial and industrial end users, independent retailers and small, independent marketers who resell product to retail gasoline stations or other end users. Our selling price of a particular product on a particular day is a function of our supply at that delivery location or terminal, our estimate of the costs to replenish the product at that delivery location, and our desire to reduce product volume at that particular location that day. A significant percentage of our business is priced on a back-to-back basis which minimizes our commodity price exposure.

The following table summarizes the location of our facilities (excluding Sawtooth) and respective throughput capacity and interconnects to those facilities.

| Facility            | Throughput Capacity<br>(gallons per day) | Terminal Interconnects   |
|---------------------|--|--|
| Arkansas            | 2,422,800                                | Connected to Enterprise Texas Eastern Products Pipeline; Rail Facility |
| Missouri            | 1,813,000                                | Connected to Phillips66 Blue Line Pipeline                             |
| Minnesota           | 1,441,000                                | Connected to Enterprise Mid-America Pipeline; Rail Facility            |
| Indiana             | 1,364,000                                | Connected to Enterprise Texas Eastern Products Pipeline; Rail Facility |
| Louisiana           | 945,000                                  | Truck Facility   |
| Illinois            | 864,000                                  | Connected to Phillips66 Blue Line Pipeline                             |
| Wisconsin           | 863,000                                  | Connected to Enterprise Mid-America Pipeline; Rail Facility            |
| Virginia            | 794,000                                  | Rail Facility; Marine Facility   |
| Oklahoma            | 756,800                                  | Connected to Phillips66 Chisholm Pipeline; Rail Facility               |
| Washington          | 717,000                                  | Rail Facility  |
| Massachusetts       | 681,200                                  | Rail Facility  |
| Vermont             | 387,000                                  | Rail Facility  |
| Maine               | 386,400                                  | Rail Facility  |
| New York            | 386,400                                  | Rail Facility  |
| Pennsylvania        | 368,000                                  | Rail Facility  |
| United States Total | 14,189,600                               |  |
|                     |  |  |
| Ontario, Canada     | 200,000                                  | Truck Facility   |
| Canada Total        | 200,000                                  |  |
|                     |  |  |
| Total               | 14,389,600                               |  |

We have operating agreements with third parties for certain of our terminals. The terminals in East St. Louis, Illinois and Jefferson City, Missouri are operated for us by a third party for a monthly fee under an operating and maintenance agreement that expires in November 2022. The terminal in St. Catharines, Ontario, Canada is operated by a third party under a year-to-year agreement.

We own the land on which 14 of the 28 natural gas liquids terminals are located and we either have easements or lease the land on which the remaining terminals are located.

We are the majority owner of Sawtooth, an underground storage facility near Delta, Utah. This facility currently has capacity to store approximately 6.0 million barrels of natural gas liquids and refined products. We lease storage to approximately 16 customers, with lease terms ranging from one to three years. The facility is located on property for which we have a long-term lease.

We own a natural gas liquids terminal that supports refined products blending in Port Hudson, Louisiana, and a natural gas liquids and condensate facility in Kingfisher, Oklahoma. The Port Hudson terminal is located near Baton Rouge, Louisiana, and is in proximity to other refined products infrastructure along the Colonial pipeline. This truck unloading and storage facility allows for the aggregation and supply of butane and naphtha for motor fuel blending and consists of storage tanks with total capacity of 720,000 gallons. The Kingfisher facility is a natural gas liquids and condensate facility located in Kingfisher, Oklahoma, which is located in the middle of the STACK production region. The facility connects to the Chisholm NGL pipeline and the Conway fractionation complex and consists of 450,000 gallons of storage capacity, a methanol extraction tower and a 5,000-barrel per day condensate splitter. The Chesapeake facility is a marine export/import terminal situated upstream of Norfolk, Virginia on the Elizabeth River. The site includes a proprietary dock with the capacity to berth handy-sized vessels (a dry bulk carrier of an oil tanker with a capacity between 15,000 and 35,000 dead weight tonnage) to very large gas carriers (a carrier capable of loading anywhere between 100,000 cubic meters to 200,000 cubic meter of gas), truck loading and off-road racks along with 22 railcar spots, with service provided by Norfolk Southern Railroad. The facility has an aggregate storage capacity of 20,378,000 gallons.

We own 23 transloading units, which enable customers to transfer product from railcars to trucks. These transloading units can be moved to locations along a railroad where it is most convenient for customers to transfer their product.

We lease storage space to accommodate the supply requirements and contractual needs of our retail and wholesale customers.

The following table summarizes our significant leased storage space at natural gas liquids and refined products storage facilities and interconnects to those facilities:

| Storage Facility    | Leased Storage Space<br>(gallons) |                         | Storage Interconnects   |
|---------------------|-----------------------------------|-------------------------|---|
|                     | Beginning<br>April 1,<br>2020     | At<br>March 31,<br>2020 |   |
| Kansas              | 60,900,000                        | 67,200,000              | Connected to Enterprise Mid-America Pipeline, NuStar Pipelines and ONEOK North System Pipeline; Rail Facility; Truck Facility |
| Mississippi         | 7,980,000                         | 6,300,000               | Connected to Enterprise Dixie Pipeline; Rail Facility   |
| Missouri            | 7,560,000                         | 7,560,000               | Truck Facility  |
| Arizona             | 7,056,000                         | 7,056,000               | Connected to Kinder Morgan Pipeline; Rail Facility; Truck Facility  |
| Texas               | 3,990,000                         | 3,990,000               | Connected to Enterprise Texas Eastern Products Pipeline; Truck Facility   |
| Michigan            | 1,050,000                         | 1,050,000               | Rail Facility; Truck Facility   |
| Illinois            | 42,000                            | 42,000                  | Connected to Buckeye Wood River Pipeline  |
| United States Total | 88,578,000                        | 93,198,000              |   |
| Ontario, Canada     | 15,750,000                        | 15,750,000              | Rail Facility   |
| Alberta, Canada     | 3,440,892                         | 3,440,800               | Connected to Cochin Pipeline; Rail Facility   |
| Canada Total        | 19,190,892                        | 19,190,800              |   |
| Total               | 107,768,892                       | 112,388,800             |   |

*Customers.* Our Liquids and Refined Products business serves approximately 1,400 customers in 49 states and Canada. Our Liquids and Refined Products business serves national, regional and independent retail, industrial, wholesale, petrochemical, refiner and natural gas liquids production customers. We deliver natural gas liquids, refined products and biodiesel supply to our customers at terminals located on common carrier pipelines, rail terminals, refineries, and major United States storage hubs. During the year ended March 31, 2020, 22% of the revenues of our Liquids and Refined Products segment were generated from our ten largest customers of the segment.

*Seasonality.* Our wholesale liquids business is largely seasonal as the primary users of propane as heating fuel generally purchase propane during the typical fall and winter heating season. However, we are able to partially mitigate the effects of seasonality by preselling a portion of our wholesale volumes to retailers and wholesalers and requiring the customer to take delivery of the product regardless of the weather.

The demand for gasoline typically peaks during the summer driving season, which extends from April to September, and declines during the fall and winter months. However, the demand for diesel typically peaks during the fall and winter months due to colder temperatures in the Northeast, and peaks in the Midwest during spring planting and fall harvest.

*Competition.* Our Liquids and Refined Products business faces significant competition from other natural gas liquids wholesalers, trading companies and companies involved in the natural gas liquids midstream industry (such as terminal and refinery operations), some of which have greater financial resources than we do. The primary factors on which we compete are:

- price;
- availability of supply;
- reliability of service;

- available space on common carrier pipelines;
- storage availability;
- logistics capabilities, including the availability of railcars, and proprietary terminals;
- long-term customer relationships; and
- the acquisition of businesses.

*Market Price Risk.* Our philosophy is to maintain minimum commodity price exposure through a combination of purchase contracts, sales contracts and financial derivatives. A significant percentage of our refined products and biodiesel businesses is priced on a back-to-back basis which minimizes our commodity price exposure. For discretionary inventory, and for those instances where physical transactions cannot be appropriately matched, we utilize financial derivatives to mitigate commodity price exposure. Specific exposure limits are mandated in our credit agreement and in our market risk policy.

The value of refined products in any local delivery market is the sum of the commodity price as reflected on the NYMEX and the basis differential for that local delivery market. The basis differential for any local delivery market is the spread between the cash price in the physical market and the quoted price in the futures markets for the prompt month. We typically utilize NYMEX futures contracts to mitigate commodity price exposure. We generally do not manage the financial impact on us from changes in basis differentials affected by local market supply and demand disruptions.

*Pricing Policy.* In our Liquids and Refined Products segment, we offer our customers the following categories of contracts:

- customer pre-buys, which typically require deposits based on market pricing conditions;
- market based, which can either be a posted price or an index to spot price at time of delivery; and
- load package, a firm price agreement for customers seeking to purchase specific volumes delivered during a specific time period.

We use back-to-back contracts for many of our liquids business sales to limit exposure to commodity price risk and protect our margins. We are able to match our supply and sales commitments by offering our customers purchase contracts with flexible price, location, storage, and ratable delivery. However, certain common carrier pipelines require us to keep minimum in-line inventory balances year round to conduct our daily business, and these volumes are not matched with a sales commitment.

We generally require deposits from our customers for fixed price future delivery if the delivery date is more than 30 days after the time of contractual agreement.

*Billing and Collection Procedures.* Our propane and butane customers consist of commercial accounts varying in size from local independent distributors to large regional and national retailers. These sales tend to be large volume transactions that can range from 10,000 gallons up to 1,000,000 gallons, and deliveries can occur over time periods extending from days to as long as a year. Our refined products customers consist primarily of commercial and industrial end users, independent retailers, distributors, marketers, government entities, and other wholesalers of refined petroleum products.

We perform credit analysis, require credit approvals, establish credit limits, and follow monitoring procedures on these customers. We believe the following procedures enhance our collection efforts with these customers:

- we require certain customers to prepay or place deposits for their purchases;
- we require certain customers to post letters of credit or other forms of surety on a portion of our receivables;
- we monitor individual customer receivables relative to previously-approved credit limits, and our rack delivery system gives us the option to discontinue providing product to customers when they exceed their credit limits;
- we require certain customers to take delivery of their contracted volume ratably to help control the account balance rather than allowing them to take delivery of propane at their discretion;
- we review receivable aging analysis regularly to identify issues or trends that may develop; and
- we require our marketing personnel to manage their customers' receivable position and suspend sales to customers that have not timely paid invoices.

*Legal and Regulatory Considerations.* Demand for ethanol and biodiesel is driven in large part by government mandates and incentives. Refiners and producers are required to blend a certain percentage of renewables into their refined products, although the percentage can vary from year to year based on the United States Environmental Protection Agency (“EPA”) mandates. In addition, the federal government has in recent years granted certain tax credits for the use of biodiesel, although on several occasions these tax credits have expired. In December 2019, the federal government passed a law to reinstate the tax credit retroactively to January 1, 2018, with the credit expiring on December 31, 2022. Changes in future mandates and incentives, or decisions by the federal government related to future reinstatement of the biodiesel tax credit, could result in changes in demand for ethanol and biodiesel.

*Trade Names.* Our Liquids and Refined Products segment operates primarily under the NGL Supply Wholesale, NGL Supply Terminal Company, Sawtooth Caverns, Centennial Energy, NGL Crude Logistics and Centennial Gas Liquids trade names.

## **Employees**

At March 31, 2020, we had approximately 1,400 full-time employees. We do not have any employees that are members of a labor union.

## **Government Regulation**

### ***Regulation of the Oil and Natural Gas Industries***

*Regulation of Oil and Natural Gas Exploration, Production and Sales.* Sales of crude oil and natural gas liquids are not currently regulated and are transacted at market prices. In 1989, the United States Congress enacted the Natural Gas Wellhead Decontrol Act, which removed all remaining price and non-price controls affecting wellhead sales of natural gas. The Federal Energy Regulatory Commission (“FERC”), which has authority under the Natural Gas Act to regulate the prices and other terms and conditions of the sale of natural gas for resale in interstate commerce, has issued blanket authorizations for all natural gas resellers subject to its regulation, except interstate pipelines, to resell natural gas at market prices. Either Congress or the FERC (with respect to the resale of natural gas in interstate commerce), however, could re-impose price controls in the future.

Exploration and production operations and water disposal facilities are subject to various types of federal, state and local regulation, including, but not limited to, permitting, well location, methods of drilling, well operations, and conservation of resources. While these regulations do not directly apply to our business, they may affect the businesses of certain of our customers and suppliers and thereby indirectly affect our business.

*Regulation of the Transportation and Storage of Natural Gas and Oil and Related Facilities.* The FERC regulates oil pipelines under the Interstate Commerce Act and natural gas pipeline and storage companies under the Natural Gas Act, and Natural Gas Policy Act of 1978 (the “NGPA”), as amended by the Energy Policy Act of 2005. The Grand Mesa Pipeline became operational on November 1, 2016 and has several points of origin in Colorado, runs from those origin points through Kansas and terminates in Cushing, Oklahoma. The transportation services on the Grand Mesa Pipeline are subject to FERC regulation. In February 2018, the FERC issued a revised policy to disallow income tax allowance cost recovery in rates charged by pipeline companies organized as master limited partnerships. The FERC’s revised policy impacts cost-of-service rates on oil pipelines. Currently, the volumes of crude oil that are transported on the Grand Mesa Pipeline are subject to contractual agreements. Therefore, the FERC’s revised policy is not expected to impact the Grand Mesa Pipeline at the present time. Additionally, contracts we enter into for the interstate transportation or storage of crude oil or natural gas may be subject to FERC regulation including reporting or other requirements. In addition, the intrastate transportation and storage of crude oil and natural gas is subject to regulation by the state in which such facilities are located, and such regulation can affect the availability and price of our supply, and have both a direct and indirect effect on our business.

*Anti-Market Manipulation.* We are subject to the anti-market manipulation provisions in the Natural Gas Act and the NGPA, which authorizes the FERC to impose fines of up to \$1 million per day per violation of the Natural Gas Act, the NGPA, or their implementing regulations. In addition, the Federal Trade Commission (“FTC”) holds statutory authority under the Energy Independence and Security Act of 2007 to prevent market manipulation in petroleum markets, including the authority to request that a court impose fines of up to \$1 million per violation. These agencies have promulgated broad rules and regulations prohibiting fraud and manipulation in oil and gas markets. The Commodity Futures Trading Commission (“CFTC”) is directed under the Commodity Exchange Act to prevent price manipulations in the commodity and futures markets, including the energy futures markets. Pursuant to statutory authority, the CFTC has adopted anti-market manipulation regulations that prohibit fraud

and price manipulation in the commodity and futures markets. The CFTC also has statutory authority to seek civil penalties of up to the greater of \$1 million per day per violation or triple the monetary gain to the violator for violations of the anti-market manipulation sections of the Commodity Exchange Act. We are also subject to various reporting requirements that are designed to facilitate transparency and prevent market manipulation.

*Maritime Transportation.* The Jones Act is a federal law that restricts maritime transportation between locations in the United States to vessels built and registered in the United States and owned and manned by United States citizens. Because our fleet transports between locations in the United States, we are subject to the provisions of the law. As a result, we are responsible for monitoring the ownership of our subsidiaries that engage in maritime transportation and for taking any remedial action necessary to ensure compliance with the Jones Act. The Jones Act also requires that all United States-flagged vessels be manned by United States citizens. Foreign-flagged seamen generally receive lower wages and benefits than those received by United States citizen seamen. This requirement significantly increases operating costs of United States-flagged vessel operations compared to foreign-flagged vessel operations. Certain foreign governments subsidize their nations' shipyards. This results in lower shipyard costs both for new vessels and repairs than those paid by United States-flagged vessel owners. The United States Coast Guard and American Bureau of Shipping maintain the most stringent regimen of vessel inspection in the world, which tends to result in higher regulatory compliance costs for United States-flagged operators than for owners of vessels registered under foreign flags of convenience.

### ***Environmental Regulation***

*General.* Our operations are subject to a myriad of federal, state and local laws and regulations relating to the protection of the environment. Existing regulatory structure shapes our decision-making and business activities in many ways, such as:

- shaping decisions regarding what types of pollution-control equipment to deploy and how a facility should be designed;
- informed construction activities, such as where to locate and where not to locate a facility, e.g., locating construction activities away from sensitive environmental, cultural or historic areas, including wetlands, coastal regions or areas inhabited by endangered or threatened species, and limiting or prohibiting construction activities during certain sensitive periods, such as when threatened or endangered species are breeding/nesting;
- informed decision-making regarding the timing of activities, for example, we will delay construction or system modification or upgrades during the issuance or renewal periods of certain permits;
- informed decision-making pertaining to our approach to investigating, mitigating and remediating unplanned releases from our facilities and operations or attributable to former facilities or operations, as necessary and appropriate; and
- shaping our decision-making about whether a facility or operation should be temporarily halted to address potential non-compliance with relevant permit requirements.

Consideration of and compliance with relevant environmental regulatory requirements has led our business activities to be more sustainable while simultaneously mitigating exposure to long and short-term environmental risk. Conversely, failure to comply with these laws and regulations may trigger a variety of administrative, civil and criminal enforcement measures, including the assessment of monetary penalties. Certain environmental statutes impose strict, joint and several liability for costs required to clean up and restore sites where substances such as crude oil or wastes have been disposed or otherwise unlawfully released. The trend in environmental regulation is to place more restrictions and limitations on activities that may adversely affect the environment. Thus, there can be no assurance as to the amount or timing of future expenditures for environmental compliance or remediation, and actual future expenditures may be different from the amounts we currently anticipate.

The following is a discussion of the material environmental laws and regulations that relate to our businesses.

*Hazardous Substances and Waste.* We are subject to various federal, state, and local environmental laws and regulations governing the storage, distribution and transportation of natural gas liquids and the operation of bulk storage liquefied petroleum gas (LPG) terminals, as well as laws and regulations governing environmental protection, including those addressing the discharge of materials into the environment or otherwise relating to protection of the environment. Generally, these laws (i) regulate air and water quality and impose limitations on the discharge of pollutants and establish standards for the handling of solid and hazardous wastes; (ii) subject our operations to certain permitting and registration requirements; (iii) may result in the suspension or revocation of necessary permits, licenses and authorizations; (iv) impose substantial liabilities on us for pollution resulting from our operations; (v) require remedial measures to mitigate pollution from former or ongoing

operations; and (vi) may result in the assessment of administrative, civil and criminal penalties for failure to comply with such laws. These laws include, among others, the Resource Conservation and Recovery Act (“RCRA”), the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), the federal Clean Air Act, the Homeland Security Act of 2002, the Emergency Planning and Community Right to Know Act, the Clean Water Act, the Safe Drinking Water Act, and comparable state statutes.

CERCLA, also known as the “Superfund” law, and similar state laws, impose liability on certain classes of potentially responsible persons that are considered to have contributed to the release of a “hazardous substance” into the environment. These persons include the current and past owner or operator of the site where the release occurred and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. While natural gas liquids are not a hazardous substance within the meaning of CERCLA, other chemicals used in or generated by our operations may be classified as a hazardous substance. Persons who are or were responsible for releases of hazardous substances under CERCLA may be subject to strict and joint and several liability for the costs of investigating and cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies, and it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment.

RCRA, and comparable state statutes and their implementing regulations, regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Under the auspices of the EPA, most states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. Federal and state regulatory agencies can seek to impose administrative, civil and criminal penalties for alleged non-compliance with RCRA and analogous state requirements. Certain wastes associated with the production of oil and natural gas, as well as certain types of petroleum-contaminated media and debris, are excluded from regulation as hazardous waste under Subtitle C of RCRA. These wastes, instead, are regulated under RCRA’s less stringent solid waste provisions, state laws or other federal laws. It is possible, however, that certain wastes now classified as non-hazardous could be classified as hazardous wastes in the future and therefore be subject to more rigorous and costly disposal requirements. Legislation has been proposed from time to time in Congress to re-categorize certain oil and natural gas wastes as “hazardous wastes.” Any such change could result in an increase in our costs to manage and dispose of wastes, which could have a material adverse effect on our consolidated results of operations and financial position.

We currently own or lease properties where crude oil is being or has been handled for many years. Although previous operators have utilized operating and disposal practices that were standard in the industry at the time, crude oil or other wastes may have been disposed of or released on or under the properties owned or leased by us or on or under the other locations where the crude oil and wastes have been transported for treatment or disposal. These properties and the wastes disposed thereon may be subject to CERCLA, RCRA and analogous state laws. Under these laws, we could be required to remove or remediate previously disposed wastes (including wastes disposed of or released by prior owners or operators), to clean up contaminated property (including contaminated groundwater) or to implement remedial measures to prevent or mitigate future contamination. We are not currently aware of any facts, events or conditions relating to such requirements that could materially impact our consolidated results of operations or financial position.

*Oil Pollution Prevention.* Our operations involve the shipment of crude oil by barge through navigable waters of the United States. The Oil Pollution Prevention Act imposes liability for releases of crude oil from vessels or facilities into navigable waters. If a release of crude oil to navigable waters occurred during shipment or from a terminal, we could be subject to liability under the Oil Pollution Prevention Act. We are not currently aware of any facts, events, or conditions related to oil spills that could materially impact our consolidated results of operations or financial position. In 1973, the EPA adopted oil pollution prevention regulations under the Clean Water Act. These oil pollution prevention regulations, as amended several times since their original adoption, require the preparation of a Spill Prevention Control and Countermeasure (“SPCC”) plan for facilities engaged in drilling, producing, gathering, storing, processing, refining, transferring, distributing, using, or consuming crude oil and oil products, and which due to their location, could reasonably be expected to discharge oil in harmful quantities into or upon the navigable waters of the United States. The owner or operator of an SPCC-regulated facility is required to prepare a written, site-specific spill prevention plan, which details how a facility’s operations comply with the requirements. To be in compliance, the facility’s SPCC plan must satisfy all of the applicable requirements for drainage, bulk storage tanks, tank car and truck loading and unloading, transfer operations (intrafacility piping), inspections and records, security, and training. Most importantly, the facility must fully implement the SPCC plan and train personnel in its execution. Where applicable, we maintain and implement such plans for our facilities.

*Air Emissions.* Our operations are subject to the federal Clean Air Act and comparable state and local laws and regulations, which regulate emissions of air pollutants from various industrial sources and mandate certain monitoring and reporting requirements. This regulatory overlay may require that we obtain permits prior to the construction, modification or

operation of certain projects or facilities expected to produce or increase air emissions; that we obtain and strictly comply with air permits containing emissions and operational limitations and utilize specific emission control technologies to limit emissions. Violation of these requirements could subject us to monetary penalties, injunctions, conditions or restrictions on operations and, potentially, criminal enforcement actions. Furthermore, we may make certain future capital expenditures for air pollution control equipment in connection with obtaining and maintaining operating permits and approvals for air emissions.

*Water Discharges.* The Clean Water Act and analogous state laws impose restrictions and strict controls regarding the discharge of pollutants into state waters as well as waters of the United States and impose requirements affecting our ability to conduct construction activities in waters and wetlands. Certain state regulations and the general permits issued under the Clean Water Act's National Pollutant Discharge Elimination System program prohibit the discharge of pollutants and chemicals. SPCC requirements of federal laws require appropriate containment berms and similar structures to help prevent the contamination of regulated waters in the event of a crude oil or other constituent tank spill, rupture or leak. In addition, the Clean Water Act and analogous state laws require individual permits or coverage under general permits for discharges of storm water runoff from certain types of facilities. We maintain a number of discharge permits, some of which may require us to monitor and sample storm water runoff from such facilities. Some states also maintain groundwater protection programs that require permits for discharges or operations that may impact groundwater conditions. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the Clean Water Act and analogous state laws and regulations.

*Underground Injection Control.* The underground injection of crude oil and natural gas wastes is regulated by the Underground Injection Control Program, as authorized by the Safe Drinking Water Act, as well as by state programs focused on the conservation of hydrocarbon resources. The primary objective of injection well operating requirements is to ensure the mechanical integrity of the injection apparatus and to prevent migration of fluid from the injection zone into underground sources of drinking water, as well as to prevent communication between injected fluids and zones capable of producing hydrocarbons. The Safe Drinking Water Act establishes requirements for permitting, testing, monitoring, record keeping, and reporting of injection well activities, as well as a prohibition against the migration of fluid containing any contaminant into underground sources of drinking water. Any leakage from the subsurface portions of the injection wells could cause degradation of fresh groundwater resources, potentially resulting in suspension of our underground injection control ("UIC") permits, issuance of fines and penalties from governmental agencies, incurrence of expenditures for remediation of the affected resource and imposition of liability by third parties for property damages and personal injuries.

Under the auspices of the federal UIC program as implemented by states with UIC primacy, regulators, particularly at the state level, are becoming increasingly sensitive to possible correlations between underground injection and seismic activity. Consequently, state regulators implementing both the federal UIC program and state corollaries are heavily scrutinizing the location of injection facilities relative to faulting and are limiting both the density or injection facilities as well as the rate of injection.

*Hydraulic Fracturing.* We do not conduct any hydraulic fracturing activities. However, a portion of our customers' crude oil and natural gas production is developed from unconventional sources that require hydraulic fracturing as part of the completion process, and our Water Solutions business treats and disposes of produced water generated from crude oil and natural gas production, including production employing hydraulic fracturing. Hydraulic fracturing involves the injection of water, sand and chemicals under pressure into the formation to stimulate oil and gas production. Legislation to amend the Safe Drinking Water Act to repeal the exemption for hydraulic fracturing from the definition of underground injection and require federal permitting and regulatory control of hydraulic fracturing, as well as legislative proposals to require disclosure of the chemical constituents of the fluids used in the fracturing process, have been proposed in recent sessions of Congress. Congress will likely continue to consider legislation to amend the Safe Drinking Water Act to subject hydraulic fracturing operations to regulation under the Act's UIC Program and/or require disclosure of chemicals used in the hydraulic fracturing process. Federal agencies, including the EPA and the United States Department of the Interior, have asserted their regulatory authority to, for example, study the potential impacts of hydraulic fracturing on the environment, and initiate rulemakings to compel disclosure of the chemicals used in hydraulic fracturing operations, and establish pretreatment standards for produced water from hydraulic fracturing operations. In addition, some states have also proposed or adopted legislative or regulatory restrictions on hydraulic fracturing, which include additional permit requirements, public disclosure of fracturing fluid contents, operational restrictions, and/or temporary or permanent bans on hydraulic fracturing. We expect that scrutiny of hydraulic fracturing activities will continue in the future.

### ***Greenhouse Gas Regulation***

There is a growing concern, both nationally and internationally, about climate change and the contribution of greenhouse gas emissions, most notably methane and carbon dioxide, to global warming. This growing concern has resulted in



a steady stream of legislation considered by Congress to address climate change through a variety of mechanisms, including carbon taxes and carbon cap-and-trade programs. For example, on January 24, 2019, Representative Theodore E. Deutch (D-FL) introduced H.R. 763, the Energy Innovation and Carbon Dividend Act of 2019, which would impose a fee on the carbon content of fuels, including crude oil and natural gas, on the producers or importers of such fuels. On April 10, 2019, Senator Sheldon Whitehouse (D-RI) introduced S. 1128, the American Opportunity Carbon Fee Act of 2019, which would impose fees on emissions from natural gas, petroleum products, and coal. The ultimate outcome of any possible future federal legislative initiatives is uncertain. In addition, several states have already adopted legal measures to reduce emissions of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or regional greenhouse gas cap-and-trade programs.

On December 15, 2009, the EPA published its findings that emissions of carbon dioxide, methane and other greenhouse gases present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the earth's atmosphere and other climatic changes. These findings allowed the EPA to adopt and implement regulations to restrict emissions of greenhouse gases under existing provisions of the federal Clean Air Act. On May 12, 2016, the EPA finalized three rules that regulate greenhouse gas emissions from certain sources in the oil and natural gas industry, including New Source Performance Standards for the Oil and Natural Gas Sector, which became effective on August 2, 2016. On April 18, 2017, the EPA announced its intention to reconsider certain aspects of the rule in response to several administrative reconsideration petitions. On October 15, 2018, the EPA proposed to amend the New Source Performance Standards for the Oil and Natural Gas Sector to, among other things, address fugitive emissions, pneumatic pump standards, and closed vent system certification requirements. The schedule for when this rulemaking could be finalized is not presently known. The EPA's greenhouse gas regulations could require us to incur costs to reduce emissions of greenhouse gases associated with our operations and also could adversely affect demand for the products that we transport, store, process, or otherwise handle in connection with our services.

Some scientists have suggested climate change could increase the severity of extreme weather, such as increased hurricanes and floods, which could damage our facilities. Another possible consequence of climate change is increased volatility in seasonal temperatures. The market for our natural gas liquids is generally improved by periods of colder weather and impaired by periods of warmer weather, so any changes in climate could affect the market for our products and services. If there is an overall trend of warmer temperatures, it would be expected to have an adverse effect on our business.

Because propane is considered a clean alternative fuel under the federal Clean Air Act Amendments of 1990, new climate change regulations may provide us with a competitive advantage over other sources of energy, such as fuel oil and coal.

The trend of more expansive and stringent environmental legislation and regulations, including greenhouse gas regulation, could continue, resulting in increased costs of conducting business and consequently affecting our profitability. To the extent laws are enacted or other governmental action is taken that restricts certain aspects of our business or imposes more stringent and costly operating, waste handling, disposal and cleanup requirements, our business and prospects could be adversely affected.

### ***Safety and Transportation***

All states in which we operate have adopted fire safety codes that regulate the storage and distribution of propane and distillates. In some states, state agencies administer these laws, while in other states, municipalities administer these laws. We conduct training programs to help ensure that our operations comply with applicable governmental regulations. With respect to general operations, each state in which we operate adopts National Fire Protection Association, Pamphlet Nos. 54 and 58, or comparable regulations, which establish rules and procedures governing the safe handling of propane, and Pamphlet Nos. 30, 30A, 31, 385, and 395 which establish rules and procedures governing the safe handling of distillates, such as fuel oil. We believe that the policies and procedures currently in effect at all of our facilities for the handling, storage and distribution of propane and distillates and related service and installation operations are consistent with industry standards and are in compliance in all material respects with applicable environmental, health and safety laws.

With respect to the transportation of propane, distillates, crude oil, and water, we are subject to regulations promulgated under federal legislation, including the Federal Motor Carrier Safety Act and the Homeland Security Act of 2002. Regulations under these statutes cover the security and transportation of hazardous materials and are administered by the United States Department of Transportation ("DOT"). Specifically, crude oil pipelines are subject to regulation by the DOT, through the Pipeline and Hazardous Materials Safety Administration ("PHMSA"), under the Hazardous Liquid Pipeline Safety Act of 1979 ("HLPESA"), which requires PHMSA to develop, prescribe, and enforce minimum federal safety standards for the storage and transportation of hazardous liquids by and comparable state statutes with respect to design, installation, testing, construction, operation, replacement and management of pipeline facilities. HLPESA covers petroleum and petroleum products

and requires any entity that owns or operates pipeline facilities to comply with such regulations, to permit access to and copying of records and to file certain reports and provide information as required by the United States Secretary of Transportation. These regulations include potential fines and penalties for violations.

The Pipeline Safety Act of 1992 added the environment to the list of statutory factors that must be considered in establishing safety standards for hazardous liquid pipelines, established safety standards for certain “regulated gathering lines,” and mandated that regulations be issued to establish criteria for operators to use in identifying and inspecting pipelines located in high consequence areas (“HCAs”), defined as those areas that are unusually sensitive to environmental damage, that cross a navigable waterway, or that have a high population density. In the Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006, Congress required mandatory inspections for certain United States crude oil and natural gas transmission pipelines in HCAs and mandated that regulations be issued for low-stress hazardous liquid pipelines and pipeline control room management. In January 2012, the federal government passed the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011 (the “2011 Pipeline Safety Act”). This act provides for additional regulatory oversight of the nation’s pipelines, increases the penalties for violations of pipeline safety rules, and complements the DOT’s other initiatives. The 2011 Pipeline Safety Act increases the maximum fine for the most serious pipeline safety violations involving deaths, injuries or major environmental harm from \$1 million to \$2 million. In addition, this law established additional safety requirements for newly constructed pipelines. The law also provides for (i) additional pipeline damage prevention measures; (ii) allowing the Secretary of Transportation to require automatic and remote-controlled shut-off valves on new pipelines; (iii) requiring the Secretary of Transportation to evaluate the effectiveness of expanding pipeline integrity management and leak detection requirements; (iv) improving the way the DOT and pipeline operators provide information to the public and emergency responders; and (v) reforming the process by which pipeline operators notify federal, state and local officials of pipeline accidents. On June 22, 2016, the Protecting Our Infrastructure of Pipelines and Enhancing Safety Act of 2016 was enacted, further strengthening PHMSA’s safety authority and extending PHMSA’s statutory mandate under prior legislation through 2019. Congress did not pass a reauthorization bill in 2019 and PHMSA is operating under a continuing resolution until a new bill is passed.

### ***Railcar Regulation***

We transport a significant portion of our natural gas liquids, crude oil, ethanol and biodiesel via rail transportation, and we own and/or lease a fleet of crude oil, high-pressure and general purpose railcars for this purpose. Our railcar operations are subject to the regulatory jurisdiction of the Federal Railroad Administration of the DOT, as well as other federal and state regulatory agencies.

The adoption of additional federal, state or local laws or regulations, including any voluntary measures by the rail industry regarding railcar design or transport activities, or efforts by local communities to restrict or limit rail traffic, could similarly affect our business by increasing compliance costs and decreasing demand for our services, which could adversely affect our financial position and cash flows.

### ***Occupational Health Regulations***

The workplaces associated with our manufacturing, processing, terminal, disposal, storage and distribution facilities are subject to the requirements of the federal Occupational Safety and Health Act (“OSHA”) and comparable state statutes. We believe we have conducted our operations in substantial compliance with OSHA requirements, including general industry standards, record keeping requirements and monitoring of occupational exposure to regulated substances. Our marine vessel operations are also subject to safety and operational standards established and monitored by the United States Coast Guard. In general, we expect to increase our expenditures relating to compliance with likely higher industry and regulatory safety standards such as those described above. However, these expenditures cannot be accurately estimated at this time, but we do not expect compliance with these standards to have a material adverse effect on our business.

### ***Available Information on our Website***

Our website address is <http://www.nglenergypartners.com>. We make available on our website, free of charge, the periodic reports that we file with or furnish to the Securities and Exchange Commission (“SEC”), as well as all amendments to these reports, as soon as reasonably practicable after such reports are filed with or furnished to the SEC. The information contained on, or connected to, our website is not incorporated by reference into this Annual Report and should not be considered part of this or any other report that we file with or furnish to the SEC.

In addition, the SEC maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information related to issuers that file electronically with the SEC.

## Item 1A. Risk Factors

### Risks Related to Our Business

***The spread of the novel strain of coronavirus (“COVID-19”), recent energy industry developments and the resulting impact on business and economic conditions may affect adversely our business, financial condition, results of operations and cash flows.***

The spread of COVID-19 has led to global and regional economic disruption, volatility in the financial markets and a weakened commodity price environment. It is possible that the continued spread of COVID-19 and efforts to contain the virus, such as quarantines, closures and reduced operations of businesses will have a continued adverse impact on global and regional economic conditions, which could further impact (i) the supply and demand for crude oil, refined petroleum and natural gas liquids, (ii) our ability to efficiently and effectively operate our business as our employees are subject to stay-at-home and social distancing restrictions, (iii) our suppliers of materials, equipment and services or (iv) our access to capital markets. The spread of COVID-19 may also cause other unpredictable or unforeseen events that may affect adversely our business, financial condition, results of operations and cash flows. Volatility in commodity prices may have an impact on many of our counterparties, which, in turn, could have a negative impact on their ability to meet their obligations to us. For example, in March 2020, unsuccessful negotiations between the Organization of the Petroleum Exporting Countries (OPEC) and Russia regarding crude oil production cuts resulted in a price war between Saudi Arabia and Russia. As a result, the global supply of crude oil significantly exceeded demand and led to a collapse in crude oil prices. However, further negotiations in April 2020 resulted in an agreement to reduce production volumes. Failure to abide by these agreed upon crude oil production cuts may further destabilize the global oil market, which is simultaneously experiencing a limitation on crude oil storage capacity and a dramatic decrease in demand due to COVID-19, and crude oil prices may continue to decline. If adverse global or regional economic and market conditions remain uncertain or persist, spread or deteriorate further, we may experience a material adverse impact on our business, results of operations, financial position, cash flows and/or liquidity.

***We may not have sufficient cash to enable us to pay the minimum quarterly distribution to our unitholders following the establishment of cash reserves by our general partner and the payment of costs and expenses, including reimbursement of expenses to our general partner.***

We may not have sufficient cash to enable us to pay the minimum quarterly distribution. These distributions may only be made from cash available for distribution after the preferred quarterly distribution to which our preferred units are entitled. The amount of cash we can distribute on our units principally depends on the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- the cost of crude oil, natural gas liquids, gasoline, diesel, ethanol, and biodiesel that we buy for resale and whether we are able to pass along cost increases to our customers;
- the volume of produced water delivered to our processing facilities;
- disruptions in the availability of crude oil and/or natural gas liquids supply;
- our ability to renew leases for storage and railcars;
- the effectiveness of our commodity price hedging strategy;
- weather conditions across the United States;
- the level of competition from other energy providers; and
- prevailing economic conditions.

In addition, the actual amount of cash we will have available for distribution also depends on other factors, some of which are beyond our control, including:

- the level of capital expenditures we make;
- the cost of acquisitions, if any;
- restrictions contained in the credit agreement (the “Credit Agreement”), the term credit agreement (the “Term Credit Agreement”) the indentures governing our outstanding 7.50% senior notes due 2023, 6.125% senior notes due 2025 and 7.50% senior notes due 2026 (collectively, the “Indentures”) and other debt service requirements;

- restrictions contained in the agreements relating to our 9.00% Class B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (“Class B Preferred Units”), 9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (“Class C Preferred Units”) and 9.00% Class D Preferred Units (“Class D Preferred Units”) (collectively the “Preferred Units”);
- fluctuations in working capital needs;
- our ability to borrow funds and access capital markets;
- the amount, if any, of cash reserves established by our general partner; and
- other business risks discussed in this Annual Report that may affect our cash levels.

***The amount of cash we have available for distribution to our unitholders depends primarily on our cash flow rather than on our profitability, which may prevent us from making distributions, even during periods in which we realize net income.***

The amount of cash we have available for distribution depends primarily on our cash flow and not solely on profitability, which will be affected by non-cash items. As a result, we might make cash distributions during periods when we record net losses for financial accounting purposes and we might not make cash distributions during periods when we record net income for financial accounting purposes.

***Our future financial performance and growth may be limited by our ability to successfully complete accretive acquisitions on economically acceptable terms.***

Our ability to complete accretive acquisitions on economically acceptable terms may be limited by various factors, including, but not limited to:

- increased competition for attractive acquisitions;
- covenants in the Credit Agreement, Term Credit Agreement and Indentures that limit the amount and types of indebtedness that we may incur to finance acquisitions and which may adversely affect our ability to make distributions to our unitholders;
- lack of available cash or external capital or limitations on our ability to issue equity to pay for acquisitions; and
- possible unwillingness of prospective sellers to accept our common units as consideration and the potential dilutive effect to our existing unitholders caused by an issuance of common units in an acquisition.

There can be no assurance that we will identify attractive acquisition candidates in the future, that we will be able to acquire such businesses on economically acceptable terms, that any acquisitions will not be dilutive to earnings and distributions or that any additional debt that we incur to finance an acquisition will not adversely affect our ability to make distributions to unitholders. Furthermore, if we consummate any future acquisitions, our capitalization and results of operations may change significantly, and unitholders will not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in determining the application of these funds and other resources.

***We may be subject to substantial risks in connection with the integration and operation of acquired businesses, in particular those businesses with operations that are distinct and separate from our existing operations.***

Any acquisitions we make in pursuit of our growth strategy are subject to potential risks, including, but not limited to:

- the inability to successfully integrate the operations of recently acquired businesses;
- the assumption of known or unknown liabilities, including environmental liabilities;
- limitations on rights to indemnity from the seller;
- mistaken assumptions about the overall costs of equity, debt or synergies;
- mistaken assumptions about sales volume, margin or operational expenses;
- unforeseen difficulties operating in new geographic areas or in new business segments;
- the diversion of management’s and employees’ attention from other business concerns;
- customer or key employee loss from the acquired businesses; and

- a potential significant increase in our indebtedness and related interest expense.

We undertake due diligence efforts in our assessment of acquisitions, but may be unable to identify or fully plan for all issues and risks associated with a particular acquisition. Even when an issue or risk is identified, we may be unable to obtain adequate contractual protection from the seller. The realization of any of these risks could have a material adverse effect on the success of a particular acquisition or our consolidated financial position, results of operations or future growth.

As part of our growth strategy, we may expand our operations into businesses that differ from our existing operations. Integration of new businesses is a complex, costly and time-consuming process and may involve assets with which we have limited operating experience. Failure to timely and successfully integrate acquired businesses into our existing operations may have a material adverse effect on our business, consolidated financial position or results of operations. In addition to the risks set forth above, new businesses will subject us to additional business and operating risks, such as the acquisitions not being accretive to our unitholders as a result of decreased profitability, increased interest expense related to debt we incur to make such acquisitions or an inability to successfully integrate those operations into our overall business operations. The realization of any of these risks could have a material adverse effect on our consolidated financial position or results of operations.

***Our substantial indebtedness may limit our flexibility to obtain financing and to pursue other business opportunities.***

At March 31, 2020, the face amount of our long-term debt was \$3.2 billion. Our level of debt could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;
- our funds available for operations, future business opportunities and distributions to unitholders will be reduced by that portion of our cash flow required to make principal and interest payments on our debt;
- we may be more vulnerable to competitive pressures or a downturn in our business or the economy generally; and
- our flexibility in responding to changing business and economic conditions may be limited.

Our ability to service our debt will depend on, among other things, our future financial and operating performance, which will be affected by prevailing economic and weather conditions, and financial, business, regulatory and other factors, some of which are beyond our control. If our operating results are not sufficient to service our future indebtedness, we would be forced to take actions such as reducing distributions, reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets or seeking additional equity capital. We may be unable to effect any of these actions on satisfactory terms or at all. The agreements governing our indebtedness permit us to incur additional debt under certain circumstances, and we will likely need to incur additional debt in order to implement our growth strategy. We may experience adverse consequences from increased levels of debt.

***Restrictions in the Credit Agreement, Term Credit Agreement and Indentures could adversely affect our business, financial position, results of operations, ability to make distributions to unitholders and the value of our common units.***

The Credit Agreement, Term Credit Agreement and Indentures limit our ability to, among other things:

- incur additional debt or issue letters of credit;
- redeem or repurchase units;
- make certain loans, investments and acquisitions;
- incur certain liens or permit them to exist;
- engage in sale and leaseback transactions;
- enter into certain types of transactions with affiliates;
- enter into agreements limiting subsidiary distributions;
- change the nature of our business or enter into a substantially different business;
- merge or consolidate with another company; and
- transfer or otherwise dispose of assets.

We are permitted to make distributions to our unitholders under the Credit Agreement, Term Credit Agreement and Indentures as long as no default or event of default exists both immediately before and after giving effect to the declaration and payment of the distribution and the distribution does not exceed available cash for the applicable quarterly period. The Credit Agreement, Term Credit Agreement and Indentures also contain covenants requiring us to maintain certain financial ratios. See Note 8 to our consolidated financial statements included in this Annual Report for a further discussion.

The provisions of the Credit Agreement, Term Credit Agreement and Indentures may affect our ability to obtain future financing and pursue attractive business opportunities and our flexibility in planning for, and reacting to, changes in business conditions. In addition, a failure to comply with the provisions of the Credit Agreement and Term Credit Agreement could result in a covenant violation, default or an event of default that could enable our lenders, subject to the terms and conditions of the Credit Agreement and Term Credit Agreement, to declare the outstanding principal of that debt, together with accrued and unpaid interest, to be immediately due and payable. If we were unable to repay the accelerated amounts, our lenders could proceed against the collateral we granted them to secure our debts. If the payment of our debt is accelerated, defaults under our other debt instruments, if any then exist, may be triggered, and our assets may be insufficient to repay such debt in full, and our unitholders could experience a partial or total loss of their investment.

***Increases in interest rates could adversely impact our common unit price, our ability to issue equity or incur debt, and our ability to make cash distributions at our intended levels.***

Interest rates may increase in the future. As a result, interest rates on our existing and future credit facilities and debt offerings could be higher than current levels, causing our financing costs to increase accordingly. As with other yield-oriented securities, our common unit price will be impacted by our level of cash distributions and implied distribution yield. The distribution yield is often used by investors to compare and rank yield-oriented securities for investment decision-making purposes. Therefore, changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our common units, and a rising interest rate environment could have an adverse impact on our common unit price and our ability to issue equity or incur debt for acquisitions or other purposes and to make payments on our debt obligations and cash distributions at our intended levels.

***Our business depends on the availability of crude oil, natural gas liquids, and refined products in the United States and Canada, which is dependent on the ability and willingness of other parties to explore for and produce crude oil and natural gas. Spending on crude oil and natural gas exploration and production may be adversely affected by industry and financial market conditions that are beyond our control.***

Our business depends on domestic spending by the oil and natural gas industry, and this spending and our business have been, and may continue to be, adversely affected by industry and financial market conditions and existing or new regulations, such as those related to environmental matters, that are beyond our control.

We depend on the ability and willingness of other entities to make operating and capital expenditures to explore for, develop, and produce crude oil and natural gas in the United States and Canada, and to extract natural gas liquids from natural gas as well as the availability of necessary pipeline transportation and storage capacity. Customers' expectations of lower market prices for crude oil and natural gas, as well as the availability of capital for operating and capital expenditures, may cause them to curtail spending, thereby reducing business opportunities and demand for our services and equipment. Actual market conditions and producers' expectations of market conditions for crude oil and natural gas liquids may also cause producers to curtail spending, thereby reducing business opportunities and demand for our services.

Industry conditions are influenced by numerous factors over which we have no control, such as the availability of commercially viable geographic areas in which to explore and produce crude oil and natural gas, the availability of liquids-rich natural gas needed to produce natural gas liquids, the supply of and demand for crude oil and natural gas, environmental restrictions on the exploration and production of crude oil and natural gas, such as existing and proposed regulation of hydraulic fracturing, domestic and worldwide economic conditions, political instability in crude oil and natural gas producing countries and merger and divestiture activity among our current or potential customers. The volatility of the oil and natural gas industry and the resulting impact on exploration and production activity could adversely impact the level of drilling activity. This reduction may cause a decline in business opportunities or the demand for our services, or adversely affect the price of our services. Reduced discovery rates of new crude oil and natural gas reserves in our market areas also may have a negative long-term impact on our business, even in an environment of stronger crude oil and natural gas prices, to the extent existing production is not replaced.

The crude oil and natural gas production industry tends to run in cycles and may, at any time, cycle into a downturn; if that occurs, the rate at which it returns to former levels, if ever, will be uncertain. Prior adverse changes in the global economic

environment and capital markets and declines in prices for crude oil and natural gas have caused many customers to reduce capital budgets for future periods and have caused decreased demand for crude oil and natural gas. Limitations on the availability of capital, or higher costs of capital, for financing expenditures have caused and may continue to cause customers to make additional reductions to capital budgets in the future even if commodity prices increase from current levels. These cuts in spending may curtail drilling programs and other discretionary spending, which could result in a reduction in business opportunities and demand for our services, the rates we can charge and our utilization. In addition, certain of our customers could become unable to pay their suppliers, including us. Any of these conditions or events could materially and adversely affect our consolidated results of operations.

***Declining crude oil prices and crude production volumes could adversely impact our Water Solutions and Crude Oil Logistics businesses.***

In March 2020, crude oil spot and forward prices experienced a substantial decline. The structure of the market has moved from mild backwardation to significant contango. The volume of water we process and crude oil we transport is driven in large part by the level of crude oil production. Lower crude oil prices provide the producers with less incentive to spend on capital expenditures, which results in few drilling rigs and lower amounts of production, which negatively impacts our disposal volumes. In addition, a portion of our profitability in our Water Solutions business is generated from the sale of crude oil that we recover when processing produced water, and lower crude oil prices have an adverse impact on these profits if not hedged. A further decline in crude oil prices or a prolonged period of low crude oil prices could have an adverse effect on our Water Solutions and Crude Oil Logistics businesses.

***Our profitability could be negatively impacted by price and inventory risk related to our business.***

The Crude Oil Logistics and Liquids and Refined Products businesses are “margin-based” businesses in which our realized margins depend on the differential of sales prices over our total supply costs. Our profitability is therefore sensitive to changes in product prices caused by changes in supply, pipeline transportation and storage capacity or other market conditions.

Generally, we attempt to maintain an inventory position that is substantially balanced between our purchases and sales, including our future delivery obligations. We attempt to obtain a certain margin for our purchases by selling our product to our customers, which include third-party consumers, other wholesalers and retailers, and others. However, market, weather or other conditions beyond our control may disrupt our expected supply of product, and we may be required to obtain supply at increased prices that cannot be passed through to our customers. In general, product supply contracts permit suppliers to charge posted prices at the time of delivery or the current prices established at major storage points, creating the potential for sudden and drastic price fluctuations. Sudden and extended wholesale price increases could reduce our margins. Conversely, a prolonged decline in product prices could potentially result in a reduction of the borrowing base under our working capital facility, and we could be required to liquidate inventory that we have already presold.

One of the strategies of our Liquids and Refined Products segment is to purchase refined products in the Gulf Coast and West Coast and transport the product on the third party pipelines for sale in the Southwest. We are subject to the risk of a price decline between the time we purchase refined products and the time we sell the products. We seek to mitigate this risk by entering into NYMEX futures contracts. However, price changes in locations where we operate do not correspond directly with changes in prices in the NYMEX futures market, and as a result these futures contracts cannot be perfect hedges of our commodity price risk.

***We are affected by competition from other midstream, transportation, and terminaling and storage companies, some of which are larger and more firmly established and may have greater resources than we do.***

We experience competition in all of our segments. In our Liquids and Refined Products segment, we compete for natural gas liquids supplies and also for customers for our services. Our competitors include major integrated oil companies, interstate and intrastate pipelines and companies that gather, compress, treat, process, transport, store and market natural gas. Our natural gas liquids terminals compete with other terminaling and storage providers in the transportation and storage of natural gas liquids. Natural gas and natural gas liquids also compete with other forms of energy, including electricity, coal, fuel oil and renewable or alternative energy. We also face significant competition for refined products supplies and also for customers for our services.

Our Crude Oil Logistics segment faces significant competition for crude oil supplies and also for customers for our services. These operations also face competition from trucking companies for incremental and marginal volumes in the areas we serve. Further, our crude oil terminals compete with terminals owned by integrated petroleum companies, refining and marketing companies, independent terminal companies and distribution companies with marketing and trading operations.

Our Water Solutions segment is in direct and indirect competition with other businesses, including disposal and other produced water treatment businesses.

We can make no assurance that we will compete successfully in each of our lines of business. If a competitor attempts to increase market share by reducing prices, we may lose customers, which would reduce our revenues.

***Our business would be adversely affected if service at our principal storage facilities or on the common carrier pipelines or railroads we use is interrupted.***

We use third-party common carrier pipelines to transport our products and we use third-party facilities to store our products. Any significant interruption in the service at these storage facilities or on the common carrier pipelines we use would adversely affect our ability to obtain products. We transport natural gas liquids, ethanol, and biodiesel by railcar. We do not own or operate the railroads on which these railcars are transported. Any disruptions in the operations of these railroads could adversely impact our ability to deliver product to our customers.

***The fees charged to customers under our agreements with them for the transportation and marketing of crude oil, condensate, natural gas liquids, gasoline, diesel, ethanol, and biodiesel may not escalate sufficiently to cover increases in costs and the agreements may be suspended in some circumstances, which would affect our profitability.***

Our costs may increase more rapidly than the fees that we charge to customers pursuant to our contracts with them. Additionally, some customers' obligations under their agreements with us may be permanently or temporarily reduced upon the occurrence of certain events, some of which are beyond our control, including force majeure events wherein the supply of crude oil, condensate, and/or natural gas liquids are curtailed or cut off. Force majeure events include (but are not limited to) revolutions, wars, acts of enemies, embargoes, import or export restrictions, strikes, lockouts, fires, storms, floods, acts of God, explosions, mechanical or physical failures of our equipment or facilities of our customers. If the escalation of fees is insufficient to cover increased costs, or if any customer suspends or terminates its contracts with us, our profitability could be materially and adversely affected.

***Our sales of crude oil, condensate, natural gas liquids, gasoline, diesel, ethanol, and biodiesel and related transportation and hedging activities, and our processing of produced water, expose us to potential regulatory risks.***

The FTC, the FERC, and the CFTC hold statutory authority to monitor certain segments of the physical and financial energy commodity markets. With regard to our physical sales of energy commodities, and any related transportation and/or hedging activities that we undertake, we are required to observe the market-related regulations enforced by these agencies, which hold substantial enforcement authority. Our sales may also be subject to certain reporting and other requirements. Additionally, some of our operations are currently subject to the FERC regulations obligating us to comply with the FERC's regulations and policies applicable to those assets and operations. Other of our operations may become subject to the FERC's jurisdiction in the future (see "*Some of our operations are subject to the jurisdiction of the FERC and other operations may become subject in the future,*" below). Any failure on our part to comply with the FERC's regulations and policies at that time could result in the imposition of civil and criminal penalties. Failure to comply with such regulations, as interpreted and enforced, could have a material and adverse effect on our business, consolidated results of operations and financial position.

The intrastate transportation or storage of crude oil and refined products is subject to regulation by the state in which the facilities are located and transactions occur. Compliance with these state regulations could have a material and adverse effect on that portion of our business, consolidated results of operations and financial position.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") provides for statutory and regulatory requirements for derivative transactions, including crude oil, refined and renewable products, and natural gas hedging transactions. Certain transactions will be required to be cleared on exchanges and cash collateral will have to be posted. The Dodd-Frank Act provides for a potential exemption from these clearing and cash collateral requirements for commercial end users and it includes a number of defined terms that will be used in determining how this exemption applies to particular derivative transactions and the parties to those transactions. Since the Dodd-Frank Act mandates the CFTC to promulgate rules to define these terms, the full impact of the Dodd-Frank Act on our hedging activities is uncertain at this time. However, new legislation and any new regulations could significantly increase the cost of derivative contracts (including through requirements to post collateral which could adversely affect our available liquidity), materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks that we encounter, reduce our ability to monetize or restructure our existing derivative contracts, and increase our exposure to less creditworthy counterparties. The Dodd-Frank Act may also materially affect our customers and materially and adversely affect the demand for our services.



***We are subject to trucking safety regulations, which are enacted, reviewed and amended by the Federal Motor Carrier Safety Administration (“FMCSA”). If our current DOT safety ratings are downgraded to “Unsatisfactory”, our business and results of our operations may be adversely affected.***

All federally regulated carriers’ safety ratings are measured through a program implemented by the FMCSA known as the Compliance Safety Accountability (“CSA”) program. The CSA program measures a carrier’s safety performance based on violations observed during roadside inspections as opposed to compliance audits performed by the FMCSA. The quantity and severity of any violations are compared to a peer group of companies of comparable size and annual mileage. If a company rises above a threshold established by the FMCSA, it is subject to action from the FMCSA. There is a progressive intervention strategy that begins with a company providing the FMCSA with an acceptable plan of corrective action that the company will implement. If the issues are not corrected, the intervention escalates to on-site compliance audits and ultimately an “unsatisfactory” rating and the revocation of the company’s operating authority by the FMCSA, which could result in a material adverse effect on our business, consolidated results of operations and financial position and ability to make cash distributions to our unitholders.

***Our business is subject to federal, state, provincial and local laws and regulations with respect to environmental, safety and other regulatory matters and the cost of compliance with, violation of or liabilities under, such laws and regulations could adversely affect our profitability.***

Our operations, including those involving crude oil, condensate, natural gas liquids, refined products, renewables, and crude oil and natural gas produced water, are subject to stringent federal, state, provincial and local laws and regulations relating to the protection of natural resources and the environment, health and safety, waste management, and transportation and disposal of such products and materials. We face inherent risks of incurring significant environmental costs and liabilities due to handling of produced water and hydrocarbons, such as crude oil, condensate, natural gas liquids, gasoline, diesel, ethanol, and biodiesel. For instance, our Water Solutions business carries with it environmental risks, including leakage from the treatment plants to surface or subsurface soils, surface water or groundwater, or accidental spills. Our Crude Oil Logistics and Liquids and Refined Products businesses carry similar risks of leakage and sudden or accidental spills of crude oil, natural gas liquids, and hydrocarbons. Liability under, or violation of, environmental laws and regulations could result in, among other things, the impairment or cancellation of operations, injunctions, fines and penalties, reputational damage, expenditures for remediation and liability for natural resource damages, property damage and personal injuries.

We use various modes of transportation to carry natural gas liquids, crude oil, refined and renewable products and water, including trucks, railcars, barges, and pipelines, each of which is subject to regulation. With respect to transportation by truck, we are subject to regulations promulgated under federal legislation, including the Federal Motor Carrier Safety Act and the Homeland Security Act of 2002, which cover the security and transportation of hazardous materials and are administered by the DOT. We also own and lease a fleet of railcars, the operation of which is subject to the regulatory jurisdiction of the Federal Railroad Administration of the DOT, as well as other federal and state regulatory agencies. Railcar accidents within the industry involving trains carrying crude oil from the Bakken region (none of which directly involved any of our business operations), have led to increased legislative and regulatory scrutiny over the safety of transporting crude oil by railcar. The introduction of regulations that result in new requirements addressing the type, design, specifications or construction of railcars used to transport crude oil could result in severe transportation capacity constraints during the periods in which new railcars are constructed to meet new specifications or in which the railcars already placed in service are being retrofitted. Our barge transportation operations are subject to the Jones Act, a federal law generally restricting marine transportation in the United States to vessels built and registered in the United States, and manned/owned by United States citizens, as well as setting forth the rules and regulations of the United States Coast Guard. Non-compliance with any of these regulations could result in increased costs related to the transportation of our products and could have an adverse effect on our business.

In addition, under certain environmental laws, we could be subject to strict and/or joint and several liability for the investigation, removal or remediation of previously released materials. As a result, these laws could cause us to become liable for the conduct of others, such as prior owners or operators of our facilities, or for consequences of our or our predecessor’s actions, regardless of whether we were responsible for the release or if such actions were in compliance with all applicable laws at the time of those actions. Also, upon closure of certain facilities, such as at the end of their useful life, we have been and may be required to undertake environmental evaluations or cleanups.

Additionally, in order to conduct our operations, we must obtain and maintain numerous permits, approvals and other authorizations from various federal, state, provincial and local governmental authorities relating to produced water handling, discharge and disposal, air emissions, transportation and other environmental matters. These authorizations subject us to terms and conditions which may be onerous or costly to comply with, and that may require costly operational modifications to attain

and maintain compliance. The renewal, amendment or modification of these permits, approvals and other authorizations may involve the imposition of even more stringent and burdensome terms and conditions with attendant higher costs and more significant effects upon our operations.

Changes in environmental laws and regulations occur frequently. New laws or regulations, changes to existing laws or regulations, such as more stringent pollution control requirements or additional safety requirements, or more stringent interpretation or enforcement of existing laws and regulations, may adversely impact us, and could result in increased operating costs and have a material and adverse effect on our activities and profitability. For example, new or proposed laws or regulations governing the withdrawal, storage and use of surface water or groundwater necessary for hydraulic fracturing of wells may increase our costs for treatment of hydraulic fracturing flowback water (or affect our hydraulic fracturing customers' ability to operate) and cause delays, interruption or termination of our water treatment operations, all of which could have a material and adverse effect on our consolidated results of operations and financial position.

Furthermore, our customers in the oil and gas production industry are subject to certain environmental laws and regulations that may impose significant costs and liabilities on them. Any significant increased costs or restrictions placed on our customers to comply with environmental laws and regulations could affect their production output significantly. Such an effect on our customers could materially and adversely affect our utilization and profitability by reducing demand for our services. The adoption or implementation of any new regulations imposing additional reporting obligations on greenhouse gas emissions, or limiting greenhouse gas emissions from our equipment and operations, could require us to incur significant costs.

***State and federal legislation and regulatory initiatives relating to our hydraulic fracturing customers could harm our business.***

Hydraulic fracturing is a common practice within the oil and gas exploration and production process, including within those fields where are our Water Solutions and Crude Oil Logistics segments operate. The practice of hydraulic fracturing is a well-stimulation technique utilized to facilitate the production of oil and natural gas and other hydrocarbon condensates from shale and tight conventional formations. The exploration and production process, including the practice of hydraulic fracturing, is subject to regulation by state and federal authorities. Jurisdiction and applicable regulatory requirements can vary depending on the location of the activity. The process of hydraulic fracturing has come under considerable scrutiny from sections of the public as well as environmental and other groups asserting that chemicals used in the hydraulic fracturing process could adversely affect drinking water supplies. New laws or regulations, or changes to existing laws or regulations in response to this perceived threat may adversely impact the oil and gas drilling industry. Any current or proposed restrictions on hydraulic fracturing could lead to operational delays or increased operating costs and regulatory burdens that could make it more difficult or costly to perform hydraulic fracturing which would negatively impact our customer base resulting in an adverse effect on our profitability.

***Federal and state legislation and regulatory initiatives relating to saltwater disposal wells could result in increased costs and additional operating restrictions or delays and could harm our business.***

The water disposal process is primarily regulated by state oil and gas authorities. This water disposal process has come under scrutiny from sections of the public as well as environmental and other groups asserting that the operation of certain water disposal wells has caused increased seismic activity. New laws or regulations, or changes to existing laws or regulations, in response to this perceived threat may adversely impact the water disposal industry.

On certain occasions, a state regulatory agency has requested that we suspend operations at a specified disposal facility, pending further study of its potential impact on seismic activity. In one instance we have modified a disposal well to redirect the flow of water to a different area of the geologic formation in order to address such concerns.

We cannot predict whether any federal, state or local laws or regulations will be enacted and, if so, what actions any such laws or regulations would require or prohibit. However, any restrictions on water disposal could lead to operational delays or increased operating costs and regulatory burdens that could make it more difficult or costly to perform water disposal operations, which would negatively impact our profitability.

***Seasonal weather conditions and natural or man-made disasters could severely disrupt normal operations and have an adverse effect on our business, financial position and results of operations.***

We operate in various locations across the United States and Canada which may be adversely affected by seasonal weather conditions and natural or man-made disasters. During periods of heavy snow, ice, rain or extreme weather conditions such as high winds, tornados and hurricanes or after other natural disasters such as earthquakes or wildfires, we may be unable

to move our trucks or railcars between locations and our facilities may be damaged, thereby reducing our ability to provide services and generate revenues. In addition, hurricanes or other severe weather in the Gulf Coast region could seriously disrupt the supply of products and cause serious shortages in various areas, including the areas in which we operate. These same conditions may cause serious damage or destruction to homes, business structures and the operations of customers. Such disruptions could potentially have a material adverse impact on our business, consolidated financial position, results of operations and cash flows.

***Risk management procedures cannot eliminate all commodity risk, basis risk, or risk of adverse market conditions which can adversely affect our financial position and results of operations. In addition, any non-compliance with our risk policy could result in significant financial losses.***

Pursuant to the requirements of our market risk policy, we attempt to lock in a margin for a portion of the commodities we purchase by selling such commodities for physical delivery to our customers, such as independent refiners or major oil companies, or by entering into future delivery obligations under contracts for forward sale. We also enter into financial derivative contracts, such as futures, to manage commodity price risk. Through these transactions, we seek to maintain a position that is substantially balanced between purchases on the one hand, and sales or future delivery obligations on the other hand. These policies and practices cannot, however, eliminate all risks. For example, any event that disrupts our anticipated physical supply of commodities could expose us to risk of loss resulting from the need to cover obligations required under contracts for forward sale.

Basis risk describes the inherent market price risk created when a commodity of certain grade or location is purchased, sold or exchanged as compared to a purchase, sale or exchange of a like commodity at a different time or place. Transportation costs and timing differentials are components of timing risk. In a backwardated market (when prices for future deliveries are lower than current prices), timing risk is created. In these instances, physical inventory generally loses value as the price of such physical inventory declines over time. Timing risk cannot be entirely eliminated, and basis exposure, particularly in backwardated or other adverse market conditions, can adversely affect our consolidated financial position and results of operations.

***The counterparties to our commodity derivative and physical purchase and sale contracts may not be able to perform their obligations to us, which could materially affect our cash flows and results of operations.***

We encounter risk of counterparty nonperformance in our businesses. Disruptions in the supply of product and in the crude oil and natural gas liquids commodities sector overall for an extended or near term period of time could result in counterparty defaults on our derivative and physical purchase and sale contracts. This could impair our ability to obtain supply to fulfill our sales delivery commitments or obtain supply at reasonable prices, which could result in decreased gross margins and profitability, thereby impairing our ability to make payments on our debt obligations or distributions to our unitholders.

***Our use of derivative financial instruments could have an adverse effect on our results of operations.***

We have used derivative financial instruments as a means to protect against commodity price risk and expect to continue to do so. We may, as a component of our overall business strategy, increase or decrease from time to time our use of such derivative financial instruments in the future. Our use of such derivative financial instruments could cause us to forego the economic benefits we would otherwise realize if commodity prices or interest rates were to change in our favor. In addition, although we monitor such activities in our risk management processes and procedures, such activities could result in losses, which could adversely affect our consolidated results of operations and impair our ability to make payments on our debt obligations or distributions to our unitholders.

***Some of our operations are subject to the jurisdiction of the FERC and other operations may become subject in the future.***

The FERC regulates the transportation of crude oil and refined products on interstate pipelines, among other things. Intrastate transportation and gathering pipelines that do not provide interstate services are not subject to regulation by the FERC. The distinction between the FERC-regulated interstate pipeline transportation on the one hand and intrastate pipeline transportation on the other hand, is a fact-based determination. The Grand Mesa Pipeline became operational on November 1, 2016 and has several points of origin in Colorado, runs from those origin points through Kansas and terminates in Cushing, Oklahoma. The transportation services on the Grand Mesa Pipeline are subject to FERC regulation. Other of our transportation services could in the future become subject to the jurisdiction of the FERC, which could adversely affect the terms of service, rates and revenues of such services.

The classification and regulation of our crude oil pipelines are subject to change based on future determinations by the FERC, federal courts, Congress or regulatory commissions, courts or legislatures in the states in which we operate. If the FERC's regulatory reach was expanded to our other facilities, or if we expand our operations into areas that are subject to the FERC's regulation, we may have to commit substantial capital to comply with such regulations and such expenditures could have a material and adverse effect on our consolidated results of operations and cash flows.

***Volumes of crude oil recovered during the produced water treatment process can vary. Any significant reduction in residual crude oil content in produced water we treat will affect our recovery of crude oil and, therefore, our profitability.***

A portion of our profitability in our Water Solutions business is generated from the sale of crude oil that we recover when processing produced water. Our ability to recover sufficient volumes of crude oil is dependent upon the residual crude oil content in the produced water we treat, which is, among other things, a function of water temperature. Generally, where water temperature is higher, residual crude oil content is lower. Thus, our crude oil recovery during the winter season is substantially higher than our recovery during the summer season. Additionally, residual crude oil content will decrease if, among other things, producers begin recovering higher levels of crude oil in produced water prior to delivering such water to us for treatment. Any reduction in residual crude oil content in the produced water we treat could materially and adversely affect our profitability.

***Competition from alternative energy sources may cause us to lose customers, thereby negatively impacting our financial position and results of operations.***

Propane competes with other sources of energy, some of which are less costly for equivalent energy value. We compete for customers against suppliers of electricity, natural gas and fuel oil. Competition from alternative energy sources, including electricity, natural gas and renewables, has increased as a result of reduced regulation of many utilities. Electricity is a major competitor of propane, but propane in some regions has historically had a competitive price advantage over electricity. Except for some industrial and commercial applications, propane is generally not competitive with natural gas in areas where natural gas pipelines already exist because such pipelines generally make it possible for the delivered cost of natural gas to be less expensive than the bulk delivery of propane. The expansion of natural gas into traditional propane markets has historically been inhibited by the capital cost required to expand distribution and pipeline systems; however, the gradual expansion of the nation's natural gas distribution systems has resulted in natural gas being available in areas that previously depended on propane, which could cause us to lose customers, thereby reducing our revenues. Although propane is similar to fuel oil in some applications and market demand, propane and fuel oil compete to a lesser extent primarily because of the cost of converting from one to the other.

We cannot predict the effect that development of alternative energy sources may have on our operations, including whether subsidies of alternative energy sources by local, state, and federal governments might be expanded, or what impact this might have on the supply of or the demand for crude oil, natural gas, and natural gas liquids.

***Energy efficiency and new technology may reduce the demand for propane and adversely affect our operating results.***

The national trend toward increased conservation and technological advances, such as installation of improved insulation and the development of more efficient furnaces and other appliances, has adversely affected the demand for propane and distillates by retail customers. Future conservation measures or technological advances in appliance efficiency, power generation or other devices may reduce demand for propane. In addition, if the price of propane increases, some of our customers may increase their conservation efforts and thereby decrease their consumption of propane.

***Reduced demand for refined products could have an adverse effect our results of operations.***

Any sustained decrease in demand for refined products in the markets we serve could reduce our cash flow. Factors that could lead to a decrease in market demand include:

- a recession or other adverse economic condition that results in lower spending by consumers on gasoline, diesel, and travel;
- higher fuel taxes or other governmental or regulatory actions that increase, directly or indirectly, the cost of gasoline;
- an increase in automotive engine fuel economy, whether as a result of a shift by consumers to more fuel-efficient vehicles or technological advances by manufacturers;

- an increase in the market price of crude oil that leads to higher refined product prices, which may reduce demand for refined products and drive demand for alternative products; and
- the increased use of alternative fuel sources, such as battery-powered engines.

***The expiration of tax credits could adversely impact the demand for biodiesel, which could adversely impact our results of operations.***

The demand for biodiesel is supported by certain federal tax credits. These tax credits have typically been granted for short durations, and on several occasions these tax credits have expired. In December 2019, the federal government passed a law to reinstate the tax credit retroactively to January 1, 2018, with the credit expiring on December 31, 2022. There can be no assurance that the federal government will grant such tax credits in the future. If the federal government were to discontinue the practice of granting such tax credits, this would likely have an adverse effect on demand for biodiesel and on our biodiesel marketing operations.

***A loss of one or more significant customers could materially or adversely affect our results of operations.***

We expect to continue to depend on key customers to support our revenues for the foreseeable future. The loss of key customers, failure to renew contracts upon expiration, or a sustained decrease in demand by key customers could result in a substantial loss of revenues and could have a material and adverse effect on our consolidated results of operations. During the year ended March 31, 2020, a significant portion of our revenues was dependent on key customers as summarized below:

- 77% of the revenues of our Crude Oil Logistics segment were generated from our ten largest customers of the segment;
- 52% of the water treatment and disposal revenues of our Water Solutions segment were generated from our ten largest customers of the segment; and
- 22% of the revenues of our Liquids and Refined Products segment were generated from our ten largest customers of the segment.

Additionally, certain key customers of the Grand Mesa Pipeline contribute significantly to the cash flows and profitability of that asset. Any loss of those customers or their contracts could have an adverse impact on our financial results.

***Certain of our operations are conducted through joint ventures which have unique risks.***

Certain of our operations are conducted through joint ventures. With respect to our joint ventures, we share ownership and management responsibilities with partners that may not share our goals and objectives. Differences in views among the partners may result in delayed decisions or failures to agree on major matters, such as large expenditures or contractual commitments, the construction or acquisition of assets or borrowing money, among others. Delay or failure to agree may prevent action with respect to such matters, even though such action may serve our best interest or that of the joint venture. Accordingly, delayed decisions and disagreements could adversely affect the business and operations of the joint ventures and, in turn, our business and operations. From time to time, our joint ventures may be involved in disputes or legal proceedings which may negatively affect our investments. Accordingly, any such occurrences could adversely affect our consolidated results of operations, financial position and cash flows.

***Growing our business by constructing new transportation systems and facilities subjects us to construction risks and risks that supplies for such systems and facilities will not be available upon completion thereof.***

One of the ways we intend to grow our business is through the construction of additions to our systems and/or the construction of new terminaling, transportation, and produced water treatment facilities. These expansion projects require the expenditure of significant amounts of capital, which may exceed our resources, and involve numerous regulatory, environmental, political and legal uncertainties, including political opposition by landowners, environmental activists and others. There can be no assurance that we will complete these projects on schedule or at all or at the budgeted cost. Our revenues may not increase upon the expenditure of funds on a particular project. Moreover, we may undertake expansion projects to capture anticipated future growth in production in a region in which anticipated production growth does not materialize or for which we are unable to acquire new customers. We may also rely on estimates of proved, probable or possible reserves in our decision to undertake expansion projects, which may prove to be inaccurate. As a result, our new facilities and infrastructure may not be able to attract enough product to achieve our expected investment return, which could materially and adversely affect our consolidated results of operations and financial position.

***We may face opposition to the operation of our pipelines and facilities from various groups.***

We may face opposition to the operation of our pipelines and facilities from environmental groups, landowners, tribal groups, local groups and other advocates. Such opposition could take many forms, including organized protests, attempts to block or sabotage our operations, intervention in regulatory or administrative proceedings involving our assets, or lawsuits or other actions designed to prevent, disrupt or delay the operation of our assets and business. For example, repairing our pipelines often involves securing consent from individual landowners to access their property; one or more landowners may resist our efforts to make needed repairs, which could lead to an interruption in the operation of the affected pipeline or facility for a period of time that is significantly longer than would have otherwise been the case. In addition, acts of sabotage or eco-terrorism could cause significant damage or injury to people, property or the environment or lead to extended interruptions of our operations. Any such event that interrupts the revenues generated by our operations, or which causes us to make significant expenditures not covered by insurance, could reduce our cash available for paying distributions to our partners and, accordingly, adversely affect our financial condition and the market price of our securities.

***Product liability claims and litigation could adversely affect our business and results of operations.***

Our operations are subject to all operating hazards and risks incident to handling, storing, transporting and providing customers with combustible liquids. As a result, we are subject to product liability claims and litigation, including potential class actions, in the ordinary course of business. Any product liability claim brought against us, with or without merit, could be costly to defend and could result in an increase of our insurance premiums. Some claims brought against us might not be covered by our insurance policies. In addition, we have self-insured retention amounts which we would have to pay in full before obtaining any insurance proceeds to satisfy a judgment or settlement and we may have insufficient reserves on our balance sheet to satisfy such self-retention obligations. Furthermore, even where the claim is covered by our insurance, our insurance coverage might be inadequate and we would have to pay the amount of any settlement or judgment that is in excess of our policy limits. Our failure to maintain adequate insurance coverage or successfully defend against product liability claims could materially and adversely affect our business, consolidated results of operations, financial position and cash flows.

***A failure in our operational systems or cyber security attacks on any of our facilities, or those of third parties, may adversely affect our financial results.***

Our business is dependent upon our operational systems to process a large amount of data and complex transactions. If any of our financial or operational systems fail or have other significant shortcomings, our financial results could be adversely affected. Our financial results could also be adversely affected if an employee causes our systems to fail, either as a result of inadvertent error or by deliberately tampering with or manipulating our systems. In addition, dependence upon automated systems may further increase the risk related to operational system flaws, and employee tampering or manipulation of those systems will result in losses that are difficult to detect.

Due to increased technology advances, we have become more reliant on technology to increase efficiency in our business. We use various systems in our financial and operations sectors, and this may subject our business to increased risks. Any future cyber security attacks that affect our facilities, our customers and any financial data could have a material adverse effect on our business. In addition, cyber attacks on our customer and employee data may result in a financial loss, including potential fines for failure to safeguard data, and may negatively impact our reputation. Third-party systems on which we rely could also suffer operational system failure. Any of these occurrences could disrupt our business, resulting in potential liability or reputational damage or otherwise have an adverse effect on our financial results.

***We lease certain facilities and equipment and therefore are subject to the possibility of increased costs to retain necessary land and equipment use.***

We do not own all of the land on which our facilities are located, and we are therefore subject to the possibility of more onerous terms and/or increased costs to retain necessary land use if we do not have valid rights-of-way or if our facilities are not properly located within the boundaries of such rights-of-way. Additionally, our loss of rights, through our inability to renew right-of-way contracts or otherwise, could materially and adversely affect our business, consolidated results of operations and financial position.

Additionally, certain facilities and equipment (or parts thereof) used by us are leased from third parties for specific periods, including many of our railcars. Our inability to renew facility or equipment leases or otherwise maintain the right to utilize such facilities and equipment on acceptable terms, or the increased costs to maintain such rights, could have a material and adverse effect on our consolidated results of operations and cash flows.

***If we fail to maintain an effective system of internal control, including internal control over financial reporting, we may be unable to report our financial results accurately or prevent fraud, which would likely have a negative impact on the market price of our common units.***

We are subject to the public reporting requirements of the Securities Exchange Act of 1934, as amended. We are also subject to the obligation under Section 404(a) of the Sarbanes Oxley Act of 2002 to annually review and report on our internal control over financial reporting, and to the obligation under Section 404(b) of the Sarbanes Oxley Act of 2002 to engage our independent registered public accounting firm to attest to the effectiveness of our internal control over financial reporting.

Effective internal controls are necessary for us to provide reliable financial reports, prevent fraud, and operate successfully as a publicly traded partnership. Our efforts to maintain our internal controls may be unsuccessful, and we may be unable to maintain effective internal control over financial reporting, including our disclosure controls. Any failure to maintain effective internal control over financial reporting and disclosure controls could harm our operating results or cause us to fail to meet our reporting obligations. These risks may be heightened after a business combination, during the phase when we are implementing our internal control structure over the recently acquired business.

Given the difficulties inherent in the design and operation of internal control over financial reporting, as well as future growth of our businesses, we can provide no assurance as to either our or our independent registered public accounting firm's conclusions about the effectiveness of internal controls in the future, and we may incur significant costs in our efforts to comply with Section 404. Ineffective internal controls could subject us to regulatory scrutiny and a loss of confidence in our reported financial information, which could have an adverse effect on our business and would likely have a negative effect on the market price of our common units.

***An impairment of goodwill and long-lived assets could reduce our earnings.***

At March 31, 2020, we had goodwill and long-lived assets of \$5.6 billion. Such assets are subject to impairment reviews on an annual basis, or at an interim date if information indicates that such asset values have been impaired. Any impairment we would be required to record in our financial statements would result in a charge to our income, which would reduce our earnings.

We recorded a goodwill impairment charge of \$250.0 million during the year ended March 31, 2020 due to the current macroeconomic conditions, including the collapse of oil prices driven by both the decrease in demand caused by the COVID-19 pandemic and excess supply, as well as changing market conditions and expected lower crude oil production in certain regions, resulting in expected decreases in future cash flows for certain of our assets in our Water Solutions segment.

***Our business requires extensive credit risk management that may not be adequate to protect against customer nonpayment.***

Our credit management procedures may not fully eliminate the risk of nonpayment by our customers. We manage our credit risk exposure through credit analysis, credit approvals, establishing credit limits, requiring prepayments (partially or wholly), requiring product deliveries over defined time periods, and credit monitoring. While we believe our procedures are effective, we can provide no assurance that bad debt write-offs in the future may not be significant and any such nonpayment problems could impact our consolidated results of operations and potentially limit our ability to make payments on our debt obligations or distributions to our unitholders.

***Our terminaling operations depend on various forms of transportation for receipt and delivery of crude oil, natural gas liquids and refined products.***

We own natural gas liquids and crude oil terminals and lease refined products terminals. The facilities depend on pipelines, railroads, truck transports, and storage systems that are owned and operated by third parties. Any interruption of service on pipeline, railroad or lateral connections or adverse change in the terms and conditions of service could have a material adverse effect on our ability, and the ability of our customers, to transport product to and from our facilities and have a corresponding material adverse effect on our revenues. In addition, the rates charged by the interconnected pipelines for transportation to and from our facilities impact the utilization and value of our terminals. We have historically been able to pass through the costs of pipeline transportation to our customers. However, if competing pipelines do not have similar annual tariff increases or service fee adjustments, such increases could affect our ability to compete, thereby adversely affecting our revenues.

***Our marketing operations depend on the availability of transportation and storage capacity.***

Our product supply is transported and stored in facilities owned and operated by third parties. Any interruption of service on the pipeline or storage companies or adverse change in the terms and conditions of service could have a material adverse effect on our ability, and the ability of our customers, to transport products and have a corresponding material adverse effect on our revenues. In addition, the rates charged by the interconnected pipelines for transportation affects the profitability of our operations.

***The financial results of our natural gas liquids businesses are seasonal and generally lower in the first and second quarters of our fiscal year, which may require us to borrow money to make distributions to our unitholders during these quarters.***

The natural gas liquids inventory we have presold to customers is highest during summer months, and our cash receipts are lowest during summer months. As a result, our cash available for distribution for the summer is much lower than for the winter. With lower cash flow during the first and second fiscal quarters, we may be required to borrow money to pay distributions to our unitholders during these quarters. Any restrictions on our ability to borrow money could restrict our ability to pay the minimum quarterly distributions to our unitholders.

***A significant increase in fuel prices may adversely affect our transportation costs.***

Fuel is a significant operating expense for us in connection with the delivery of products to our customers. A significant increase in fuel prices will result in increased transportation costs to us. The price and supply of fuel is unpredictable and fluctuates based on events we cannot control, such as geopolitical developments, supply and demand for oil and gas, actions by oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and weather concerns. As a result, any increases in these prices may adversely affect our profitability and competitiveness.

***Some of our operations cross the United States/Canada border and are subject to cross-border regulation.***

Our cross-border activities subject us to regulatory matters, including import and export licenses, tariffs, Canadian and United States customs and tax issues, and toxic substance certifications. Such regulations include the "Short Supply Controls" of the Export Administration Act, the North American Free Trade Agreement and the Toxic Substances Control Act. Violations of these licensing, tariff and tax reporting requirements could result in the imposition of significant administrative, civil and criminal penalties.

***The risk of terrorism and political unrest in various energy producing regions may adversely affect the economy and the price and availability of products.***

An act of terror in any of the major energy producing regions of the world could potentially result in disruptions in the supply of crude oil and natural gas, which could have a material impact on both availability and price. Terrorist attacks in the areas of our operations could negatively impact our ability to transport propane to our locations. These risks could potentially negatively impact our consolidated results of operations.

***We depend on the leadership and involvement of key personnel for the success of our businesses.***

We have certain key individuals in our senior management who we believe are critical to the success of our business. The loss of leadership and involvement of those key management personnel could potentially have a material adverse impact on our business and possibly on the market value of our common units.

#### **Risks Inherent in an Investment in Us**

***Our partnership agreement limits the fiduciary duties of our general partner to our unitholders and restricts the remedies available to our unitholders for actions taken by our general partner that might otherwise be breaches of fiduciary duty.***

Fiduciary duties owed to our unitholders by our general partner are prescribed by law and our partnership agreement. The Delaware Revised Uniform Limited Partnership Act ("Delaware LP Act") provides that Delaware limited partnerships may, in their partnership agreements, restrict the fiduciary duties owed by the general partner to limited partners and the partnership. Our partnership agreement contains provisions that reduce the standards to which our general partner would otherwise be held by state fiduciary duty law. For example, our partnership agreement:



- limits the liability and reduces the fiduciary duties of our general partner, while also restricting the remedies available to our unitholders for actions that, without these limitations, might constitute breaches of fiduciary duty. As a result of purchasing common units, our unitholders consent to some actions and conflicts of interest that might otherwise constitute a breach of fiduciary or other duties under applicable state law;
- permits our general partner to make a number of decisions in its individual capacity, as opposed to in its capacity as our general partner. This entitles our general partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting, us, our affiliates or any limited partner. Examples include the exercise of its limited call right, its voting rights with respect to the units it owns and its determination whether or not to consent to any merger or consolidation of the Partnership;
- provides that our general partner shall not have any liability to us or our unitholders for decisions made in its capacity as general partner so long as it acted in good faith, meaning our general partner subjectively believed that the decision was in, or not opposed to, the best interests of the Partnership;
- generally provides that affiliated transactions and resolutions of conflicts of interest not approved by the conflicts committee of the board of directors of our general partner and not involving a vote of our unitholders must be on terms no less favorable to us than those generally being provided to or available from unrelated third parties or be “fair and reasonable” to us and that, in determining whether a transaction or resolution is “fair and reasonable,” our general partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly favorable or advantageous to us; and
- provides that our general partner and its officers and directors will not be liable for monetary damages to us or our limited partners for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that our general partner or those other persons acted in bad faith or engaged in fraud or willful misconduct.

By purchasing a common unit, a common unitholder will become bound by the provisions of our partnership agreement, including the provisions described above.

***Our general partner and its affiliates have conflicts of interest with us and limited fiduciary duties to our unitholders, and they may favor their own interests to the detriment of us and our unitholders.***

The NGL Energy GP Investor Group owns and controls our general partner and its 0.1% general partner interest in us. Although our general partner has certain fiduciary duties to manage us in a manner beneficial to us and our unitholders, the executive officers and directors of our general partner have a fiduciary duty to manage our general partner in a manner beneficial to its owners. Furthermore, since certain executive officers and directors of our general partner are executive officers or directors of affiliates of our general partner, conflicts of interest may arise between the NGL Energy GP Investor Group and its affiliates, including our general partner, on the one hand, and us and our unitholders, on the other hand. As a result of these conflicts, our general partner may favor its own interests and the interests of its affiliates over the interests of our unitholders (see “*Our partnership agreement limits the fiduciary duties of our general partner to our unitholders and restricts the remedies available to our unitholders for actions taken by our general partner that might otherwise be breaches of fiduciary duty,*” above). The risk to our unitholders due to such conflicts may arise because of the following factors, among others:

- our general partner is allowed to take into account the interests of parties other than us, such as members of the NGL Energy GP Investor Group, in resolving conflicts of interest;
- neither our partnership agreement nor any other agreement requires owners of our general partner to pursue a business strategy that favors us;
- except in limited circumstances, our general partner has the power and authority to conduct our business without unitholder approval;
- our general partner determines the amount and timing of asset purchases and sales, borrowings, issuance of additional partnership securities and the creation, reduction or increase of reserves, each of which can affect the amount of cash that is distributed to our unitholders;
- our general partner determines the amount and timing of any capital expenditures and whether a capital expenditure is classified as a maintenance capital expenditure, which reduces operating surplus, or an expansion capital expenditure, which does not reduce operating surplus. This determination can affect the amount of cash that is distributed to our unitholders and to our general partner;
- our general partner determines which costs incurred by it are reimbursable by us;

- our general partner may cause us to borrow funds to permit the payment of cash distributions, even if the purpose or effect of the borrowing is to make incentive distributions;
- our partnership agreement permits us to classify up to \$20.0 million as operating surplus, even if it is generated from asset sales, non-working capital borrowings or other sources that would otherwise constitute capital surplus. This cash may be used to fund distributions to our general partner in respect of the general partner interest or the incentive distribution rights (“IDRs”);
- our partnership agreement does not restrict our general partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf;
- our general partner intends to limit its liability regarding our contractual and other obligations;
- our general partner may exercise its right to call and purchase all of the common units not owned by it and its affiliates if they own more than 80% of the common units;
- our general partner controls the enforcement of the obligations that it and its affiliates owe to us;
- our general partner decides whether to retain separate counsel, accountants or others to perform services for us; and
- our general partner may elect to cause us to issue common units to it in connection with a resetting of the target distribution levels related to our general partner’s IDRs without the approval of the conflicts committee of the board of directors of our general partner or our unitholders. This election may result in lower distributions to our common unitholders in certain situations.

In addition, certain members of the NGL Energy GP Investor Group and their affiliates currently hold interests in other companies in the energy and natural resource sectors. Our partnership agreement provides that our general partner will be restricted from engaging in any business activities other than acting as our general partner and those activities incidental to its ownership interest in us. However, members of the NGL Energy GP Investor Group are not prohibited from engaging in other businesses or activities, including those that might be in direct competition with us. As a result, they could potentially compete with us for acquisition opportunities and for new business or extensions of the existing services provided by us.

Pursuant to the terms of our partnership agreement, the doctrine of corporate opportunity, or any analogous doctrine, does not apply to our general partner or any of its affiliates, including its executive officers, directors and owners. Any such person or entity that becomes aware of a potential transaction, agreement, arrangement or other matter that may be an opportunity for us will not have any duty to communicate or offer such opportunity to us. Any such person or entity will not be liable to us or to any limited partner for breach of any fiduciary duty or other duty by reason of the fact that such person or entity pursues or acquires such opportunity for itself, directs such opportunity to another person or entity or does not communicate such opportunity or information to us. This may create actual and potential conflicts of interest between us and affiliates of our general partner and result in less than favorable treatment of us and our unitholders.

***Even if our unitholders are dissatisfied, they have limited voting rights and are not entitled to elect our general partner or its directors.***

Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management’s decisions regarding our business. Unitholders will have no right on an annual or ongoing basis to elect our general partner or its board of directors. The board of directors of our general partner is chosen entirely by its members and not by our unitholders. Unlike publicly traded corporations, we will not conduct annual meetings of our unitholders to elect directors or conduct other matters routinely conducted at annual meetings of stockholders of corporations. Furthermore, if our unitholders are dissatisfied with the performance of our general partner, they will have limited ability to remove our general partner. As a result of these limitations, the price at which the common units will trade could be diminished because of the absence or reduction of a takeover premium in the trading price. Our partnership agreement also contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting our unitholders’ ability to influence the manner or direction of management.

***Our partnership agreement restricts the voting rights of unitholders owning 20% or more of our common units.***

Unitholders’ voting rights are further restricted by a provision of our partnership agreement providing that any units held by a person that owns 20% or more of any class of units then outstanding, other than our general partner, its affiliates, their

direct transferees and their indirect transferees approved by our general partner (which approval may be granted in its sole discretion) and persons who acquired such units with the prior approval of our general partner, cannot vote on any matter.

***Our general partner interest or the control of our general partner may be transferred to a third party without the consent of our unitholders.***

Our general partner may transfer its general partner interest to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Furthermore, our partnership agreement does not restrict the ability of the members of the NGL Energy GP Investor Group to transfer all or a portion of their ownership interest in our general partner to a third party. The new owner of our general partner would then be in a position to replace the board of directors and officers of our general partner with its own designees and thereby exert significant control over the decisions made by the board of directors and officers.

***The IDRs of our general partner may be transferred to a third party.***

Prior to the first day of the first quarter beginning after the 10th anniversary of the closing date of our initial public offering (“IPO”), a transfer of IDRs by our general partner requires (except in certain limited circumstances) the consent of a majority of our outstanding common units (excluding common units held by our general partner and its affiliates). However, after the expiration of this period, our general partner may transfer its IDRs to a third party at any time without the consent of our unitholders. If our general partner transfers its IDRs to a third party but retains its general partner interest, our general partner may not have the same incentive to grow our partnership and increase quarterly distributions to unitholders over time as it would if it had retained ownership of its IDRs.

***Our general partner has a limited call right that may require our unitholders to sell their common units at an undesirable time or price.***

If at any time our general partner and its affiliates own more than 80% of the common units, our general partner will have the right, which it may assign to any of its affiliates or to us, but not the obligation, to acquire all, but not less than all, of the common units held by unaffiliated persons at a price that is not less than their then-current market price, as calculated pursuant to the terms of our partnership agreement. As a result, our unitholders may be required to sell their common units at an undesirable time or price and may not receive any return or may receive a negative return on their investment. Our unitholders may also incur a tax liability upon a sale of their units.

***Cost reimbursements to our general partner may be substantial and could reduce our cash available to make quarterly distributions to our unitholders.***

Prior to making any distribution on the common units, we will reimburse our general partner and its affiliates for all expenses they incur on our behalf, which will be determined by our general partner in its sole discretion in accordance with the terms of our partnership agreement. In determining the costs and expenses allocable to us, our general partner is subject to its fiduciary duty, as modified by our partnership agreement, to the limited partners, which requires it to act in good faith. These expenses will include all costs incurred by our general partner and its affiliates in managing and operating us. We are managed and operated by executive officers and directors of our general partner. The reimbursement of expenses and payment of fees, if any, to our general partner and its affiliates, will reduce the amount of cash available for distribution to our unitholders.

***Our partnership agreement requires that we distribute all of our available cash, which could limit our ability to grow and make acquisitions.***

We expect that we will distribute all of our available cash to our unitholders and will rely primarily on external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, as well as reserves we have established to fund our acquisitions and expansion capital expenditures. As a result, to the extent we are unable to finance growth externally, our cash distribution policy will significantly impair our ability to grow.

In addition, because we distribute all of our available cash, our growth may not be as fast as that of businesses that reinvest their available cash to expand ongoing operations. To the extent we issue additional units in connection with any acquisitions or expansion capital expenditures, the payment of distributions on those additional units may increase the risk that we will be unable to maintain or increase our per unit distribution level. There are no limitations in our partnership agreement or the agreements governing our indebtedness on our ability to issue additional units, including units ranking senior to the common units. The incurrence of additional commercial borrowings or other debt to finance our growth strategy would result in increased interest expense, which, in turn, may impact the available cash that we have to distribute to our unitholders.

***We may issue additional units without the approval of our unitholders, which would dilute the interests of existing unitholders.***

Our partnership agreement does not limit the number of additional limited partner interests that we may issue at any time without the approval of our unitholders. Our issuance of additional common units or other equity securities of equal or senior rank will have the following effects:

- our existing unitholders' proportionate ownership interest in us will decrease;
- the amount of available cash for distribution on each unit may decrease;
- the ratio of taxable income to distributions may increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the common units may decline.

***Our general partner, without the approval of our unitholders, may elect to cause us to issue common units while also maintaining its general partner interest in connection with a resetting of the target distribution levels related to its IDRs. This could result in lower distributions to our unitholders.***

Our general partner has the right to reset the initial target distribution levels at higher levels based on our distributions at the time of the exercise of the reset election. Following a reset election by our general partner, the minimum quarterly distribution will be adjusted to equal the reset minimum quarterly distribution and the target distribution levels will be reset to correspondingly higher levels based on percentage increases above the reset minimum quarterly distribution.

If our general partner elects to reset the target distribution levels, it will be entitled to receive a number of common units. The number of common units to be issued to our general partner will be equal to that number of common units that would have entitled their holder to an average aggregate quarterly cash distribution in the prior two quarters equal to the average of the distributions to our general partner on the IDRs in the prior two quarters. We anticipate that our general partner would exercise this reset right to facilitate acquisitions or internal growth projects that would not be sufficiently accretive to cash distributions per common unit without such conversion. It is possible, however, that our general partner could exercise this reset election at a time when it is experiencing, or expects to experience, declines in the cash distributions it receives related to its IDRs and may, therefore, desire to be issued common units rather than retain the right to receive distributions on its IDRs based on the initial target distribution levels. As a result, a reset election may cause our common unitholders to experience a reduction in the amount of cash distributions that our common unitholders would have otherwise received had we not issued new common units and general partner interests to our general partner in connection with resetting the target distribution levels.

***Our unitholders' liability may not be limited if a court finds that unitholder action constitutes control of our business.***

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to the general partner. Our Partnership is organized under Delaware law, and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. You could be liable for any and all of our obligations as if you were a general partner if a court or government agency were to determine that:

- we were conducting business in a state but had not complied with that particular state's partnership statute; or
- a unitholder's right to act with other unitholders to remove or replace our general partner, to approve some amendments to our partnership agreement or to take other actions under our partnership agreement constitute "control" of our business.

***Our unitholders may have liability to repay distributions that were wrongfully distributed to them.***

Under certain circumstances, unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 of the Delaware LP Act, we may not make a distribution to our unitholders if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of an impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Substituted limited partners

are liable both for the obligations of the assignor to make contributions to the partnership that were known to the substituted limited partner at the time it became a limited partner and for those obligations that were unknown if the liabilities could have been determined from the partnership agreement. Neither liabilities to partners on account of their partnership interests nor liabilities that are nonrecourse to the partnership are counted for purposes of determining whether a distribution is permitted. For the purpose of determining the fair value of the assets of a limited partnership, the Delaware LP Act provides that the fair value of property subject to liability for which recourse of creditors is limited shall be included in the assets of the limited partnership only to the extent that the fair value of that property exceeds the nonrecourse liability.

***The Preferred Units give the holders thereof liquidation and distribution preferences over our common unitholders.***

We currently have three series of Preferred Units outstanding. All of these units rank senior to the common units with respect to distribution rights and rights upon liquidation. Subject to certain exceptions, as long as any Preferred Units remain outstanding, we may not declare any distribution on our common units unless all accumulated and unpaid distributions have been declared and paid on the Preferred Units. In the event of our liquidation, winding-up or dissolution, the holders of the Preferred Units would have the right to receive proceeds from any such transaction before the holders of the common units. The payment of the liquidation preference could result in common unitholders not receiving any consideration if we were to liquidate, dissolve or wind up, either voluntarily or involuntarily. Additionally, the existence of the liquidation preference may reduce the value of the common units, make it harder for us to sell common units in offerings in the future, or prevent or delay a change of control.

***The issuance of common units upon exercise of the warrants may cause dilution to existing common unitholders and may place downward pressure on the trading price of our common units.***

We currently have outstanding exercisable options to purchase 25,500,000 common units at exercise prices ranging from \$13.56 to \$17.45. Any exercise of these warrants may cause dilution to existing common unitholders and may place downward pressure on the trading price of our common units. The warrants may be exercised from and after the first anniversary of the date of issuance. Unexercised warrants will expire on the tenth anniversary of the date of issuance. The warrants will not participate in cash distributions.

**Tax Risks to Common Unitholders**

***Our tax treatment depends on our status as a partnership for federal income tax purposes. We could lose our status as a partnership for a number of reasons, including not having enough “qualifying income.” If the Internal Revenue Service (“IRS”) were to treat us as a corporation for federal income tax purposes, our cash available for distribution to our unitholders would be substantially reduced.***

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes.

Despite the fact that we are a limited partnership under Delaware law, a publicly traded partnership such as us will be treated as a corporation for federal income tax purposes unless, for each taxable year, 90% or more of its gross income is “qualifying income” under Section 7704 of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). “Qualifying income” includes income and gains derived from the exploration, development, production, processing, transportation, storage and marketing of natural gas, natural gas products, and crude oil or other passive types of income such as certain interest and dividends and gains from the sale or other disposition of capital assets held for the production of income that otherwise constitutes qualifying income. Although we do not believe based upon our current operations that we are treated as a corporation, we could be treated as a corporation for federal income tax purposes or otherwise subject to taxation as an entity if our gross income is not properly classified as qualifying income, there is a change in our business or there is a change in current law.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently 21% (changed from 35% under the recently enacted tax reform law), and would likely pay state and local income tax at varying rates. Distributions to our unitholders would generally be taxed again as corporate dividends (to the extent of our current and accumulated earnings and profits), and no income, gains, losses, deductions or credits would flow through to our unitholders. Because a tax would be imposed upon us as a corporation, our cash available for distribution to our unitholders would be substantially reduced. Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders, likely causing a substantial reduction in the market value of our common units.

Our partnership agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal income tax purposes, the minimum quarterly distribution amount and the target distribution amounts may be adjusted to reflect the impact of that law on us.

***Our unitholders may be subject to limitation on their ability to deduct interest expense incurred by us.***

In general, our unitholders are entitled to a deduction for the interest we have paid or accrued on indebtedness properly allocable to our business during our taxable year. However, under the Tax Cuts and Jobs Act of 2017 (the “Act”) signed into law by the President of the United States on December 22, 2017, beginning in tax year 2018, the deductibility of net interest expense is limited to 30% of our adjusted taxable income. For tax years beginning after December 31, 2017 and before January 1, 2022, the Act calculates adjusted taxable income using an EBITDA-based calculation. For tax years beginning January 1, 2022 and thereafter, the calculation of adjusted taxable income will not add back depreciation or amortization. Any disallowed business interest expense is then generally carried forward as a deduction in a succeeding taxable year at the partner level. These limitations might cause interest expense to be deducted by our unitholders in a later period than recognized in the GAAP financial statements.

***If we were subjected to a material amount of additional entity-level taxation by individual states, it would reduce our cash available for distribution to our unitholders.***

Changes in current state law may subject us to additional entity-level taxation by individual states. Because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation. Imposition of any such taxes may substantially reduce the cash available for distribution to our unitholders. Our partnership agreement provides that, if a law is enacted or existing law is modified or interpreted in a manner that subjects us to entity-level taxation, the minimum quarterly distribution amount and the target distribution amounts may be adjusted to reflect the impact of that law on us.

***The tax treatment of publicly traded partnerships or an investment in our common units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.***

The present income tax treatment of publicly traded partnerships, including us, or an investment in our common units may be modified by administrative, legislative or judicial interpretation at any time. For example, from time to time, members of Congress propose and consider substantive changes to the existing United States federal income tax laws that affect the tax treatment of publicly traded partnerships, including as a result of any fundamental tax reform.

We are unable to predict whether any such change or other proposals will ultimately be enacted or will affect our tax treatment. Any modification to the income tax laws and interpretations thereof may or may not be applied retroactively and could, among other things, cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to entity-level taxation. Moreover, such modifications and change in interpretations may affect or cause us to change our business activities, affect the tax considerations of an investment in us, change the character or treatment of portions of our income and adversely affect an investment in our common units. Although we are unable to predict whether any of these changes, or other proposals, will ultimately be enacted, any such changes could negatively impact the value of an investment in our common units.

***If the IRS contests the federal income tax positions we take, the market for our common units may be adversely impacted and the cost of any IRS contest will reduce our cash available for distribution to our unitholders.***

We have not requested a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes. The IRS may adopt positions that differ from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take and such positions may not ultimately be sustained. A court may not agree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at which they trade. In addition, our costs of any contest with the IRS will be borne indirectly by our unitholders and our general partner because the costs will reduce our cash available for distribution.

***If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available for distribution to our unitholders could be substantially reduced.***

Pursuant to the Bipartisan Budget Act of 2015, if the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it may collect any resulting taxes (including any applicable penalties and interest) directly from us. We will generally have the ability to shift any such tax liability to our general partner and our unitholders in accordance with their interests in us during the year under audit, but there can be no assurance that we will be able to do so under all circumstances. If we are required to make payments of taxes, penalties and interest resulting from audit adjustments, our cash available for distribution to our unitholders could be substantially reduced.

***Our unitholders will be required to pay taxes on their share of our income even if they do not receive any cash distributions from us.***

Because we expect to be treated as a partnership for United States federal income tax purposes, our unitholders will be treated as partners to whom we will allocate taxable income that could be different in amount than the cash we distribute, our unitholders will be required to pay any federal income taxes and, in some cases, state and local income taxes on their share of our taxable income even if they receive no cash distributions from us. Our unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the actual tax liability that results from that income.

***Tax gain or loss on the disposition of our common units could be more or less than expected.***

If unitholders sell their common units, they will recognize a gain or loss equal to the difference between the amount realized and their tax basis in those common units. Because distributions in excess of the unitholder's allocable share of our net taxable income decrease the unitholder's tax basis in their common units, the amount, if any, of such prior excess distributions with respect to the units the unitholder sells will, in effect, become taxable income to the unitholder if they sell such units at a price greater than their tax basis in those units, even if the price they receive is less than their original cost. Furthermore, a substantial portion of the amount realized on any sale of common units, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder's share of our nonrecourse liabilities, if a unitholder sells units, they may incur a tax liability in excess of the amount of cash they receive from the sale.

***Tax exempt entities and non-United States persons face unique tax issues from owning our common units that may result in adverse tax consequences to them.***

Investment in common units by tax exempt entities, such as employee benefit plans, individual retirement accounts ("IRAs"), Keogh plans and other retirement plans and non-United States persons raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income and will be taxable to them. Distributions to non-United States persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-United States persons will be required to file United States federal income tax returns and pay tax on their share of our taxable income. If you are a tax exempt entity or a non-United States person, you should consult your tax advisor before investing in our common units.

***We treat each purchaser of common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the market value of the common units.***

Because we cannot match transferors and transferees of common units and because of other reasons, we have adopted depreciation and amortization positions that may not conform to all aspects of existing Treasury Regulations. Any position we take that is inconsistent with applicable Treasury Regulations may have to be disclosed on our federal income tax return. This disclosure increases the likelihood that the IRS will challenge our positions and propose adjustments to some or all of our unitholders. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our unitholders. It also could affect the timing of these tax benefits or the amount of gain from the sale of common units and could have a negative impact on the market value of our common units or result in audit adjustments to tax returns of unitholders.

***We have subsidiaries that are treated as corporations for federal income tax purposes and subject to corporate level income taxes.***

We conduct a portion of our operations through subsidiaries that are corporations for federal income tax purposes. We may elect to conduct additional operations in corporate form in the future. Our corporate subsidiaries will be subject to

corporate level tax, which will reduce the cash available for distribution to us and, in turn, to our unitholders. If the IRS or other state or local jurisdictions were to successfully assert that our corporate subsidiaries have more tax liability than we anticipate or legislation was enacted that increased the corporate tax rate, our cash available for distribution to our unitholders would be further reduced.

***We prorate our items of income, gain, loss and deduction for United States federal income tax purposes between transferors and transferees of our units each month based on the ownership of our units on the first business day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.***

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based on the ownership of our units on the first business day of each month, instead of on the basis of the date a particular unit is transferred. The United States Department of the Treasury recently adopted final Treasury Regulations allowing a similar monthly simplifying convention for taxable years beginning on or after August 3, 2015. However, such regulations do not specifically authorize all aspects of the proration method we have adopted. If the IRS were to challenge our proration method, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

***A unitholder whose units are loaned to a “short seller” to effect a short sale of units may be considered as having disposed of those common units. If so, such unitholder would no longer be treated for federal income tax purposes as a partner with respect to those common units during the period of the loan and may recognize a gain or loss from the disposition.***

Because a unitholder whose units are loaned to a “short seller” to effect a short sale of units may be considered as having disposed of those common units, the unitholder would no longer be treated for federal income tax purposes as a partner with respect to those units during the period of the loan to the short seller and the unitholder may recognize a gain or loss from the disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to consult a tax advisor to discuss whether it is advisable to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

***We have adopted certain valuation methodologies and monthly conventions for United States federal income tax purposes that may result in a shift of income, gain, loss and deduction between our general partner and our unitholders. The IRS may challenge this treatment, which could adversely affect the value of our common units.***

When we issue additional units or engage in certain other transactions, we will determine the fair market value of our assets and allocate any unrealized gain or loss attributable to our assets to the capital accounts of our unitholders and our general partner. Our methodology may be viewed as understating the value of our assets. In that case, there may be a shift of income, gain, loss and deduction between certain unitholders and the general partner, which may be unfavorable to such unitholders. Moreover, under our current valuation methods, subsequent purchasers of common units may have a greater portion of their Internal Revenue Code Section 743(b) adjustment allocated to our tangible assets and a lesser portion allocated to our intangible assets. The IRS may challenge our valuation methods, or our allocation of the Internal Revenue Code Section 743(b) adjustment attributable to our tangible and intangible assets, and allocations of taxable income, gain, loss and deduction between the general partner and certain of our unitholders.

A successful IRS challenge to these methods or allocations could adversely affect the amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of taxable gain from our unitholders’ sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders’ tax returns without the benefit of additional deductions.

***There are limits on the deductibility of our losses that may adversely affect our unitholders.***

There are a number of limitations that may prevent unitholders from using their allocable share of our losses as a deduction against unrelated income. In cases where our unitholders are subject to the passive loss rules (generally, individuals and closely held corporations), any losses generated by us will only be available to offset our future income and cannot be used to offset income from other activities, including other passive activities or investments. Unused losses may be deducted when the unitholder disposes of its entire investment in us in a fully taxable transaction with an unrelated party. A unitholder’s share of our net passive income may be offset by unused losses from us carried over from prior years but not by losses from other passive activities, including losses from other publicly traded partnerships. Other limitations that may further restrict the



deductibility of our losses by a unitholder include the at-risk rules and the prohibition against loss allocations in excess of the unitholder's tax basis in its units.

***Purchasers of our common units may become subject to state and local taxes and return filing requirements in jurisdictions where we operate or own or acquire properties.***

In addition to federal income taxes, holders of our common units are subject to other taxes, including foreign, state and local income taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we conduct business or own or control property now or in the future. Holders of our common units are required to file foreign, state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions and may be subject to penalties for failure to comply with those requirements. We own assets and conduct business in a number of states, most of which impose a personal income tax on individuals. Most of these states also impose an income tax on corporations and other entities. As we make acquisitions or expand our business, we may own or control assets or conduct business in additional states that impose a personal income tax.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 2. Properties**

We believe that we have satisfactory title or valid rights to use all of our material properties. Although some of these properties are subject to liabilities and leases, liens for taxes not yet due and payable, encumbrances securing payment obligations under non-compete agreements entered into in connection with acquisitions and other encumbrances, easements and restrictions, we do not believe that any of these burdens will materially interfere with our continued use of these properties in our business, taken as a whole. Our obligation under the Credit Agreement and Term Credit Agreement is secured by liens and mortgages on substantially all of our real and personal property.

We believe that we have all required material approvals, authorizations, orders, licenses, permits, franchises and consents of, and have obtained or made all required material registrations, qualifications and filings with, the various state and local governmental and regulatory authorities that relate to ownership of our properties or the operations of our business.

Our corporate headquarters are in Tulsa, Oklahoma and are leased. We also lease corporate offices in Denver, Colorado and Houston, Texas.

For additional information regarding our properties and the reportable segments in which they are used, see Part I, Item 1—"Business."

#### **Item 3. Legal Proceedings**

We are involved from time to time in various legal proceedings and claims arising in the ordinary course of business. For information related to legal proceedings, see the discussion under the captions "Legal Contingencies" and "Environmental Matters" in Note 9 to our consolidated financial statements included in this Annual Report, which is incorporated by reference into this Item 3.

#### **Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our common units are listed on the New York Stock Exchange ("NYSE") under the symbol "NGL." At May 28, 2020, there were approximately 115 common unitholders of record which does not include unitholders for whom common units may be held in "street name."

#### Cash Distribution Policy

##### *Available Cash*

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash (as defined in our partnership agreement) to unitholders as of the record date. Available cash for any quarter generally consists of all cash on hand at the end of that quarter, less the amount of cash reserves established by our general partner, to (i) provide for the proper conduct of our business, (ii) comply with applicable law, any of our debt instruments or other agreements, and (iii) provide funds for distributions to our unitholders and to our general partner for any one or more of the next four quarters.

##### *General Partner Interest*

Our general partner is entitled to 0.1% of all quarterly distributions that we make prior to our liquidation. Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest. Our general partner's interest in our distributions may be reduced if we issue additional limited partner units in the future (other than the issuance of common units upon a reset of the IDRs) and our general partner does not contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest. As of March 31, 2020, we owned 8.69% of our general partner.

##### *Incentive Distribution Rights*

The general partner will also receive, in addition to distributions on its 0.1% general partner interest, additional distributions based on the level of distributions to the limited partners. These distributions are referred to as "incentive distributions" or "IDRs." Our general partner currently holds the IDRs, but may transfer these rights separately from its general partner interest, subject to restrictions in our partnership agreement.

The following table illustrates the percentage allocations of available cash from operating surplus between our limited partner unitholders and our general partner based on the specified target distribution levels. The amounts set forth under "Marginal Percentage Interest In Distributions" are the percentage interests of our general partner and our limited partner unitholders in any available cash from operating surplus we distribute up to and including the corresponding amount in the column "Total Quarterly Distribution Per Unit," until available cash from operating surplus we distribute reaches the next target distribution level, if any. The percentage interests shown for our limited partner unitholders and our general partner for the minimum quarterly distribution are also applicable to quarterly distribution amounts that are less than the minimum quarterly distribution. The percentage interests set forth below for our general partner include its 0.1% general partner interest, and assume that our general partner has contributed any additional capital necessary to maintain its 0.1% general partner interest and has not transferred its IDRs.

|                                | Total Quarterly Distribution Per Unit |    |          |                   | Marginal Percentage Interest In Distributions |                     |
|--------------------------------|---------------------------------------|----|----------|-------------------|---|---------------------|
|                                |                                       |    |          |                   | Limited Partner Unitholders                   | General Partner (1) |
| Minimum quarterly distribution |                                       |    |          | \$ 0.337500       | 99.9%   | 0.1%                |
| First target distribution      | above                                 | \$ | 0.337500 | up to \$ 0.388125 | 99.9%   | 0.1%                |
| Second target distribution     | above                                 | \$ | 0.388125 | up to \$ 0.421875 | 86.9%   | 13.1%               |
| Third target distribution      | above                                 | \$ | 0.421875 | up to \$ 0.506250 | 76.9%   | 23.1%               |
| Thereafter                     | above                                 | \$ | 0.506250 |                   | 51.9%   | 48.1%               |

(1) The maximum distribution of 48.1% does not include distributions that our general partner may receive on common units that it owns.

### Restrictions on the Payment of Distributions

As described in Note 8 to our consolidated financial statements included in this Annual Report, the Credit Agreement and Term Credit Agreement contains covenants limiting our ability to pay distributions if we are in default under these agreements and to pay distributions that are in excess of available cash (as defined in the Credit Agreement). In addition, quarterly distributions on the preferred units must be fully paid for all preceding fiscal quarters before we are permitted to declare or pay any distributions on our common units.

### Common Unit Repurchase Program

The following table sets forth certain information with respect to repurchases of common units during the three months ended March 31, 2020:

| Period              | Total Number of Common Units Purchased | Average Price Paid Per Common Unit | Total Number of Common Units Purchased as Part of Publicly Announced Program | Approximate Dollar Value of Common Units that May Yet Be Purchased Under the Program |
|---------------------|--|------------------------------------|--|--|
| January 1-31, 2020  | —                                      | \$ —                               | —  | \$ —   |
| February 1-29, 2020 | 44,916                                 | \$ 9.77                            | —  | \$ —   |
| March 1-31, 2020    | —                                      | \$ —                               | —  | \$ —   |
|                     | <u>44,916</u>                          |                                    | <u>—</u>   | <u>\$ —</u>  |

The common units were surrendered by employees to pay tax withholdings in connection with the vesting of restricted common units. As a result, we are deeming the surrenders to be “repurchases.” These repurchases were not part of a publicly announced program to repurchase our common units.

### Securities Authorized for Issuance Under Equity Compensation Plans

In connection with the completion of our IPO, our general partner adopted the NGL Energy Partners LP Long-Term Incentive Plan. See Part III, Item 12—“Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters—Securities Authorized for Issuance Under Equity Compensation Plan,” which is incorporated by reference into this Item 5.

### Item 6. Selected Financial Data

The following table summarizes selected consolidated historical financial data for the periods and as of the dates indicated. The following table should be read in conjunction with Part I, Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the financial statements and related notes included in this Annual Report.

The selected consolidated historical financial data at March 31, 2020 and 2019, and for each of the three years in the period ended March 31, 2020 is derived from our audited historical consolidated financial statements included in this Annual Report. The selected consolidated historical financial data at March 31, 2018, 2017 and 2016 and for each of the two years in the period ended March 31, 2017 is derived from our audited historical consolidated financial statements not included in this Annual Report.

**Year Ended March 31,**

|  | <b>2020</b>    | <b>2019</b>  | <b>2018</b>  | <b>2017</b>  | <b>2016</b>  |
|--|----------------|--------------|--------------|--------------|--------------|
| <b>(in thousands, except per unit data)</b>  |                |              |              |              |              |
| <b>Income Statement Data</b>   |                |              |              |              |              |
| Total revenues   | \$ 7,584,000   | \$ 8,689,157 | \$ 6,953,947 | \$ 5,216,265 | \$ 6,910,797 |
| Total cost of sales  | \$ 6,604,383   | \$ 7,983,061 | \$ 6,263,561 | \$ 4,738,563 | \$ 6,335,869 |
| Operating (loss) income  | \$ (3,332)     | \$ 126,728   | \$ 187,335   | \$ 226,469   | \$ (226,947) |
| Interest expense   | \$ 181,184     | \$ 164,725   | \$ 199,149   | \$ 149,601   | \$ 132,665   |
| (Gain) loss on early extinguishment of liabilities, net                            | \$ (1,341)     | \$ 12,340    | \$ 23,201    | \$ (24,727)  | \$ (28,532)  |
| (Loss) income from continuing operations   | \$ (180,545)   | \$ (79,455)  | \$ (22,477)  | \$ 115,547   | \$ (312,959) |
| Net (loss) income from continuing operations allocated to common unitholders       | \$ (367,246)   | \$ (171,153) | \$ (82,816)  | \$ 78,369    | \$ (371,655) |
| Basic (loss) income from continuing operation per common unit                      | \$ (2.88)      | \$ (1.39)    | \$ (0.68)    | \$ 0.73      | \$ (3.55)    |
| Diluted (loss) income from continuing operations per common unit                   | \$ (2.88)      | \$ (1.39)    | \$ (0.68)    | \$ 0.70      | \$ (3.55)    |
| <b>Cash Flows Data</b>   |                |              |              |              |              |
| Net cash provided by (used in) operating activities                                | \$ 464,055     | \$ 337,250   | \$ 137,967   | \$ (25,038)  | \$ 354,264   |
| Net cash (used in) provided by investing activities                                | \$ (1,438,756) | \$ 453,473   | \$ 270,582   | \$ (363,126) | \$ (445,327) |
| Net cash provided by (used in) financing activities                                | \$ 978,833     | \$ (794,245) | \$ (394,281) | \$ 371,454   | \$ 80,705    |
| Cash distributions paid per common unit  | \$ 1.56        | \$ 1.56      | \$ 1.56      | \$ 1.56      | \$ 2.54      |
| <b>Balance Sheet Data - Period End</b>   |                |              |              |              |              |
| Total assets (1)   | \$ 6,498,736   | \$ 5,902,493 | \$ 6,151,122 | \$ 6,320,379 | \$ 5,560,155 |
| Total long-term obligations, net of debt issuance costs and current maturities (1) | \$ 3,379,940   | \$ 2,223,675 | \$ 2,853,064 | \$ 3,143,030 | \$ 3,155,062 |
| Total equity   | \$ 1,735,690   | \$ 2,277,818 | \$ 2,086,095 | \$ 2,166,802 | \$ 1,694,065 |

(1) We adopted ASC 842 "Leases" effective April 1, 2019 using the modified retrospective method, with no adjustment to comparative period information. This guidance requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. See Note 16 to our consolidated financial statements included in this Annual Report for a further discussion of the impact of adoption of ASC 842 to our consolidated financial statements.

## Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

### Overview

We are a Delaware limited partnership (“we,” “us,” “our,” or the “Partnership”) formed in September 2010. NGL Energy Holdings LLC serves as our general partner.

Since late 2017, we have undertaken a number of important strategic actions in an effort to leverage the Partnership’s core areas of competitive strength and focus on generating stable, growing and predictable cash flows, while improving our credit profile. These steps included sale of the following:

- Our 50% interest in the Glass Mountain Pipeline, LLC (“Glass Mountain”);
- Our Retail Propane segment;
- NGL Water Solutions Bakken, LLC;
- Our South Pecos water disposal business;
- TransMontaigne Product Services, LLC (“TPSL”);
- Our refined products business in the mid-continent region of the United States (“Mid-Con”); and
- Our gas blending business in the southeastern and eastern regions of the United States (“Gas Blending”).

We also acquired DCP Midstream LP’s (“DCP”) natural gas liquids business and strategic water infrastructure assets in acquiring the assets of Mesquite Disposals Unlimited, LLC (“Mesquite”) and the equity interests of Hillstone Environmental Partners, LLC (“Hillstone”). For a further discussion of the dispositions and acquisitions transactions, see Part I, Item 1–“Business–Overview” and Note 1, Note 17 and Note 18 to our consolidated financial statements included in this Annual Report on Form 10-K (“Annual Report”).

The sale of our former Retail Propane segment and the sale of TPSL, Mid-Con and Gas Blending, within our former Refined Products and Renewables segment, all represented strategic shifts in our operations and will have a significant effect on our operations and financial results going forward. Accordingly, the results of operations and cash flows related to our former Retail Propane segment (including equity in earnings of Victory Propane, LLC (“Victory Propane”)), TPSL, Mid-Con and Gas Blending have been classified as discontinued operations for all periods presented and prior periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows. See Note 1 and Note 18 to our consolidated financial statements included in this Annual Report for a further discussion of these transactions.

As a result of the sale of a large part of the assets that constituted the former Refined Products and Renewables reportable segment, we decided during the fourth quarter of fiscal year 2020 that the remaining business within the former Refined Products and Renewables reportable segment will be aggregated with the prior Liquids reportable segment and form the current Liquids and Refined Products reportable segment. Operating results for the reportable segments have been recast for the years ended March 31, 2019 and 2018 to reflect these changes. Our Crude Oil Logistics and Water Solutions reportable segments remain unchanged from what has been previously reported.

### Recent Developments

Late in the fourth quarter of our 2020 fiscal year, the energy industry experienced historic events that led to a simultaneous demand and supply shock. Saudi Arabia and Russia increased production of crude oil as the two countries competed for market share. As a result, the global supply of crude oil significantly exceeded demand and led to a collapse in global crude oil prices. Despite recently announced production cuts from many oil producing countries, supply exceeds demand, crude oil storage is near capacity and prices remain volatile. In addition, the World Health Organization declared the novel strain of coronavirus (“COVID-19”) a global pandemic and recommended containment and mitigation measures worldwide, which contributed to a massive economic slowdown and decreased demand for crude oil. This recent period of unprecedented restrictions on travel and economic activity has significantly reduced demand for refined products. The reduction in refined products demand, lower crude oil prices and limited storage capacity have combined to put significant downward pressure on domestic crude oil and natural gas producers as they assess their future drilling and production plans. Also, commodity price declines have had an adverse impact on many participants in the energy markets, and the inherent risk of customer or counterparty nonperformance is higher when commodity prices are low or decline.

The potential future limitations and impact of COVID-19 are unknown at this time, and although we tend to experience less demand for certain of our services and products when commodity prices decrease significantly over extended periods of time, and given the uncertain timing of a return of refined product demand to historical levels and of a recovery in commodity prices, the extent of the impact these events will have on our results of operations is unclear.

## Crude Oil Logistics

Our Crude Oil Logistics segment purchases crude oil from producers and marketers and transports it to refineries or for resale at pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs, and provides storage, terminaling and transportation services through its owned assets.

Most of our contracts to purchase or sell crude oil are at floating prices that are indexed to published rates in active markets such as Cushing, Oklahoma, St. James, Louisiana, and Magellan East Houston. We attempt to reduce our exposure to price fluctuations by using back-to-back physical contracts whenever possible. When back-to-back physical contracts are not optimal, we enter into financially settled derivative contracts as economic hedges of our physical inventory, physical sales and physical purchase contracts. We use our transportation assets to move crude oil from the wellhead to the highest value market. Spreads between crude oil prices in different markets can fluctuate, which may expand or limit our opportunity to generate margins by transporting crude oil to different markets.

The following table summarizes the range of low and high crude oil spot prices per barrel of NYMEX West Texas Intermediate Crude Oil at Cushing, Oklahoma for the periods indicated and the prices at period end:

| Year Ended March 31, | Crude Oil Spot Price Per Barrel |          |               |
|----------------------|---------------------------------|----------|---------------|
|                      | Low                             | High     | At Period End |
| 2020                 | \$ 20.09                        | \$ 66.30 | \$ 20.48      |
| 2019                 | \$ 42.53                        | \$ 76.41 | \$ 60.14      |
| 2018                 | \$ 42.53                        | \$ 66.14 | \$ 64.94      |

Prior to the substantial decline in crude oil prices in March 2020, the crude oil markets were in backwardation, a condition in which forward crude oil prices are lower than spot prices. As a result of the decline in prices, the crude oil markets are now in contango, a condition in which forward crude oil prices are greater than spot prices. Our Crude Oil Logistics business benefits when the market is in contango, as increasing prices result in inventory holding gains during the time between when we purchase inventory and when we sell it. In addition, we are able to better utilize our storage assets when contango markets justify storing barrels. We believe volatility in commodity prices will continue into the near term, our ability to adjust to and manage this volatility may impact our financial results.

Our Crude Oil Logistics segment generated operating income of \$117.8 million during the year ended March 31, 2020. Our Crude Oil Logistics segment generated an operating loss of \$7.4 million during the year ended March 31, 2019, which included losses on the disposal of assets of \$107.4 million.

## Water Solutions

Our Water Solutions segment transports, treats, recycles and disposes of produced and flowback water generated from crude oil and natural gas production. We also dispose of solids such as tank bottoms, drilling fluids and drilling muds and perform other ancillary services such as truck and frac tank washouts. As part of processing water, we are able to aggregate recovered crude oil, also known as skim oil, that was contained in the water and sell the crude oil. We also sell brackish non-potable water to our producer customers to be used in their crude oil exploration and production activities. Our activities in the Water Solutions segment are underpinned by long-term, fixed fee contracts and acreage dedications, some of which contain minimum volume commitments, with leading oil and gas companies including large, investment grade producer customers.

We operate in a number of the most prolific crude oil and natural gas producing areas including the Delaware Basin in New Mexico and Texas, the Midland Basin in Texas, the DJ Basin in Colorado and the Eagle Ford Basin in Texas. With a system that handled approximately 485.1 million barrels of produced water across its areas of operation during the year ended March 31, 2020, we believe that we are the largest independent produced water transportation and disposal company in the United States. The customers have contracts with us including minimum volume commitments, acreage dedications, water pipeline and trucked water disposal agreements.

Our Water Solutions segment generated an operating loss of \$173.1 million during the year ended March 31, 2020, which included a goodwill impairment charge of \$250.0 million (see Note 6 to our consolidated financial statements included in this Annual Report). Our Water Solutions segment generated operating income of \$210.5 million during the year ended March 31, 2019, which included a gain of \$141.3 million on the sales of our Bakken water disposal business and our South

Pecos water disposal business (see Note 17 to our consolidated financial statements included in this Annual Report for a further discussion of both transactions).

The opportunity to generate revenue in our Water Solutions business is driven in large part by the level of crude oil production in the areas where are facilities are located. Over the past couple of years, we saw the level of crude oil production increase, particularly in the Permian and DJ Basins, due to increasing or stable crude oil prices, which positively impacted our disposal volumes. Lower crude oil prices provide the producers with less incentive to spend on capital expenditures, which results in fewer drilling rigs and lower amounts of production, which negatively impacts our disposal volumes.

### **Liquids and Refined Products**

Our Liquids and Refined Products segment purchases gasoline, diesel, propane, butane, and other products from refiners, processing plants, producers, and other parties, and sells the products to retailers, wholesalers, refiners, and petrochemical plants throughout the United States and in Canada. Our Liquids and Refined Products segment owns 28 terminals throughout the United States and a salt dome storage facility joint venture in Utah, operates a fleet of leased railcars, and leases underground storage capacity. We attempt to reduce our exposure to price fluctuations by using back-to-back physical contracts and pre-sale agreements that allow us to lock in a margin on a percentage of our winter volumes. We also enter into financially settled derivative contracts as economic hedges of our physical inventory, physical sales and physical purchase contracts.

Our wholesale liquids business is a “cost-plus” business that can be affected by both price fluctuations and volume variations. We establish our selling price based on a pass-through of our product supply, transportation, handling, storage, and capital costs plus an acceptable margin. Also, we conduct just-in-time sales for gasoline and diesel at a national network of terminals owned by third parties via rack spot sales that do not involve continuing contractual obligations to purchase or deliver product.

Weather conditions and gasoline blending can have a significant impact on the demand for propane and butane, and sales volumes and prices are typically higher during the colder months of the year. Consequently, our revenues, operating profits, and operating cash flows are typically lower in the first and second quarters of our fiscal year.

The following table summarizes the range of low and high propane spot prices per gallon at Conway, Kansas, and Mt. Belvieu, Texas, two of our main pricing hubs, for the periods indicated and the prices at period end:

| Year Ended March 31, | Conway, Kansas                |         |               | Mt. Belvieu, Texas            |         |               |
|----------------------|-------------------------------|---------|---------------|-------------------------------|---------|---------------|
|                      | Propane Spot Price Per Gallon |         |               | Propane Spot Price Per Gallon |         |               |
|                      | Low                           | High    | At Period End | Low                           | High    | At Period End |
| 2020                 | \$ 0.18                       | \$ 0.60 | \$ 0.25       | \$ 0.19                       | \$ 0.68 | \$ 0.28       |
| 2019                 | \$ 0.50                       | \$ 0.88 | \$ 0.55       | \$ 0.58                       | \$ 1.11 | \$ 0.64       |
| 2018                 | \$ 0.53                       | \$ 0.98 | \$ 0.66       | \$ 0.57                       | \$ 1.02 | \$ 0.80       |

The following table summarizes the range of low and high butane spot prices per gallon at Mt. Belvieu, Texas for the periods indicated and the prices at period end:

| Year Ended March 31, | Butane Spot Price Per Gallon |         |               |
|----------------------|------------------------------|---------|---------------|
|                      | Low                          | High    | At Period End |
| 2020                 | \$ 0.19                      | \$ 0.80 | \$ 0.29       |
| 2019                 | \$ 0.71                      | \$ 1.51 | \$ 0.75       |
| 2018                 | \$ 0.64                      | \$ 1.12 | \$ 0.78       |

The following table summarizes the range of low and high Gulf Coast gasoline spot prices per barrel using NYMEX gasoline prompt-month futures for the periods indicated and the prices at period end:

| Year Ended March 31, | Gasoline Spot Price Per Barrel |          |               |
|----------------------|--------------------------------|----------|---------------|
|                      | Low                            | High     | At Period End |
| 2020                 | \$ 17.30                       | \$ 89.55 | \$ 24.07      |
| 2019                 | \$ 52.45                       | \$ 95.35 | \$ 79.62      |
| 2018                 | \$ 59.24                       | \$ 89.88 | \$ 84.75      |

The following table summarizes the range of low and high diesel spot prices per barrel using NYMEX ULSD prompt-month futures for the periods indicated and the prices at period end:

| Year Ended March 31, | Diesel Spot Price Per Barrel |           |               |
|----------------------|------------------------------|-----------|---------------|
|                      | Low                          | High      | At Period End |
| 2020                 | \$ 40.08                     | \$ 89.17  | \$ 42.51      |
| 2019                 | \$ 69.81                     | \$ 102.36 | \$ 82.88      |
| 2018                 | \$ 57.32                     | \$ 89.71  | \$ 85.19      |

We believe volatility in commodity prices will continue, and our ability to adjust to and manage this volatility may impact our financial results.

Our Liquids and Refined Products segment generated operating income of \$142.4 million during the year ended March 31, 2020. Our Liquids and Refined Products segment generated operating income of \$9.3 million during the year ended March 31, 2019, which included a goodwill impairment charge of \$66.2 million related to our salt dome storage facility joint venture in Utah (see Note 6 to our consolidated financial statements included in this Annual Report).



## Consolidated Results of Operations

The following table summarizes our consolidated statements of operations for the periods indicated:

|   | Year Ended March 31, |              |              |
|---|----------------------|--------------|--------------|
|   | 2020                 | 2019         | 2018         |
|   | (in thousands)       |              |              |
| Total revenues  | \$ 7,584,000         | \$ 8,689,157 | \$ 6,953,947 |
| Total cost of sales   | 6,604,383            | 7,983,061    | 6,263,561    |
| Operating expenses  | 332,993              | 231,065      | 193,076      |
| General and administrative expense  | 113,664              | 107,407      | 97,979       |
| Depreciation and amortization   | 265,312              | 211,973      | 208,398      |
| Loss (gain) on disposal or impairment of assets, net                        | 261,786              | 34,296       | (17,118)     |
| Revaluation of liabilities  | 9,194                | (5,373)      | 20,716       |
| Operating (loss) income   | (3,332)              | 126,728      | 187,335      |
| Equity in earnings of unconsolidated entities                               | 1,291                | 2,533        | 7,539        |
| Interest expense  | (181,184)            | (164,725)    | (199,149)    |
| Gain (loss) on early extinguishment of liabilities, net                     | 1,341                | (12,340)     | (23,201)     |
| Other income (expense), net   | 1,684                | (30,418)     | 6,352        |
| Loss from continuing operations before income taxes                         | (180,200)            | (78,222)     | (21,124)     |
| Income tax expense  | (345)                | (1,233)      | (1,353)      |
| Loss from continuing operations   | (180,545)            | (79,455)     | (22,477)     |
| (Loss) income from discontinued operations, net of tax                      | (218,235)            | 418,850      | (47,128)     |
| Net (loss) income   | (398,780)            | 339,395      | (69,605)     |
| Less: Net loss (income) attributable to noncontrolling interests            | 1,773                | 20,206       | (240)        |
| Less: Net loss (income) attributable to redeemable noncontrolling interests | —                    | 446          | (1,030)      |
| Net (loss) income attributable to NGL Energy Partners LP                    | \$ (397,007)         | \$ 360,047   | \$ (70,875)  |

### Items Impacting the Comparability of Our Financial Results

Our current and future results of operations may not be comparable to our historical results of operations for the periods presented due to business combinations, disposals and other transactions.

### Acquisitions

As discussed below, we completed numerous acquisitions during the years ended March 31, 2020 and 2019. These acquisitions impact the comparability of our results of operations between our current and prior fiscal years.

On July 2, 2019, we acquired all of assets of Mesquite (including 34 saltwater disposal wells and approximately 175 miles of pipelines). The assets consist of a fully interconnected produced water pipeline transportation and disposal system in Eddy and Lea Counties, New Mexico, and Loving County, Texas. On October 31, 2019, we acquired all of the equity interests of Hillstone (including 19 saltwater disposal wells). The assets consist of a fully interconnected water pipeline transportation and disposal system in the state line area of southern Eddy and Lea Counties, New Mexico and northern Loving County, Texas in the Delaware Basin. On November 7, 2019, we acquired the exclusive rights to use certain land in Lea County, New Mexico for produced and treated water operations from one entity, certain membership interests in another entity and other assets. During the year ended March 31, 2020, we acquired one saltwater disposal facility (including three saltwater disposal wells) in Eddy County, New Mexico. During the year ended March 31, 2020, we acquired land and two saltwater disposal wells in Pecos County, Texas. See Note 4 to our consolidated financial statements included in this Annual Report for a further discussion.

During the year ended March 31, 2019, in our Water Solutions segment, we acquired the remaining 18.375% interest in NGL Water Pipelines, LLC, six saltwater disposal facilities (including 22 saltwater disposal wells), two ranches and four brackish non-potable water facilities (including 45 brackish non-potable water wells). In our Liquids and Refined Products segment, we acquired the natural gas liquids terminal business of DCP and we acquired two refined products terminals, which were included in the sale of TPSL on September 30, 2019, the operations of which have been classified as discontinued (see “Dispositions” below).

## **Dispositions**

### *Sales of TPSL, Mid-Con and Gas Blending*

On September 30, 2019, we completed the sale of TPSL to Trajectory Acquisition Company, LLC. On January 3, 2020, we completed the sale of Mid-Con to a third-party. On March 30, 2020, we completed the sale of Gas Blending to another third-party. See “Overview” above for a further discussion.

### *Sale of South Pecos Water Disposal Business*

On February 28, 2019, we completed the sale of our South Pecos water disposal business to a subsidiary of WaterBridge Resources LLC for \$232.2 million in net cash proceeds and recorded a gain on disposal of \$107.9 million during the year ended March 31, 2019. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations.

### *Sale of Bakken Saltwater Disposal Business*

On November 30, 2018, we completed the sale of NGL Water Solutions Bakken, LLC to an affiliate of Tallgrass Energy, LP for \$85.0 million in net cash proceeds and recorded a gain on disposal of \$33.4 million during the year ended March 31, 2019. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations.

### *Sale of Retail Propane Business*

On March 30, 2018, we sold a portion of our former Retail Propane segment to DCC LPG. On July 10, 2018, we completed the sale of virtually all of our remaining Retail Propane segment to Superior Plus Corp. and, finally, on August 14, 2018, we sold our interest in Victory Propane. See “Overview” above for a further discussion.

### *Sawtooth Caverns, LLC (“Sawtooth”) Joint Venture*

On March 30, 2018, we completed the transaction to form a joint venture with Magnum Liquids, LLC, a portfolio company of Haddington Ventures LLC, along with Magnum Development, LLC and other Haddington-sponsored investment entities (collectively “Magnum”) to focus on the storage of natural gas liquids and refined products by combining our Sawtooth salt dome storage facility with Magnum’s refined products rights and adjacent leasehold. Magnum acquired an approximately 28.5% interest in Sawtooth from us, in exchange for consideration consisting of a cash payment of approximately \$37.6 million (excluding working capital) and the contribution of certain refined products rights and adjacent leasehold. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion.

### *Sale of Interest in Glass Mountain*

On December 22, 2017, we sold our 50% interest in Glass Mountain for net proceeds of \$292.1 million and recorded a gain on disposal of \$108.6 million during the three months ended December 31, 2017. See Note 17 to our consolidated financial statements included in this Annual Report for a further discussion.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Crude Oil Logistics segment have not been classified as discontinued operations.

## **Seasonality**

Seasonality impacts our Liquids and Refined Products segment. Consequently, for our Liquids and Refined Products business, revenues, operating profits and operating cash flows are generated mostly in the third and fourth quarters of our fiscal

year. We borrow under the Revolving Credit Facility to supplement our operating cash flows during the periods in which we are building inventory. See “–Liquidity, Sources of Capital and Capital Resource Activities–Cash Flows.”

## Subsequent Events

See Note 20 to our consolidated financial statements included in this Annual Report for a discussion of transactions that occurred subsequent to March 31, 2020.

## Segment Operating Results for the Years Ended March 31, 2020 and 2019

### Crude Oil Logistics

The following table summarizes the operating results of our Crude Oil Logistics segment for the periods indicated:

|  | Year Ended March 31, |              | Change       |
|--|----------------------|--------------|--------------|
|  | 2020                 | 2019         |              |
| (in thousands, except per barrel amounts)                        |                      |              |              |
| <b>Revenues:</b>   |                      |              |              |
| Crude oil sales  | \$ 2,383,812         | \$ 3,011,355 | \$ (627,543) |
| Crude oil transportation and other                               | 184,129              | 161,336      | 22,793       |
| Total revenues (1)   | 2,567,941            | 3,172,691    | (604,750)    |
| <b>Expenses:</b>   |                      |              |              |
| Cost of sales-excluding impact of derivatives                    | 2,347,863            | 2,939,702    | (591,839)    |
| Cost of sales-derivative gain                                    | (35,736)             | (1,085)      | (34,651)     |
| Operating expenses   | 61,708               | 53,352       | 8,356        |
| General and administrative expenses                              | 6,723                | 6,512        | 211          |
| Depreciation and amortization expense                            | 70,759               | 74,165       | (3,406)      |
| (Gain) loss on disposal or impairment of assets                  | (1,144)              | 107,424      | (108,568)    |
| Total expenses   | 2,450,173            | 3,180,070    | (729,897)    |
| Segment operating income (loss)                                  | \$ 117,768           | \$ (7,379)   | \$ 125,147   |
| Crude oil sold (barrels)   | 42,799               | 48,366       | (5,567)      |
| Crude oil transported on owned pipelines (barrels)               | 45,884               | 42,564       | 3,320        |
| Crude oil storage capacity - owned and leased (barrels) (2)      | 5,362                | 5,232        | 130          |
| Crude oil storage capacity leased to third parties (barrels) (2) | 2,062                | 2,564        | (502)        |
| Crude oil inventory (barrels) (2)                                | 1,111                | 827          | 284          |
| Crude oil sold (\$/barrel)                                       | \$ 55.698            | \$ 62.262    | \$ (6.564)   |
| Cost per crude oil sold (\$/barrel)                              | \$ 54.023            | \$ 60.758    | \$ (6.735)   |
| Crude oil product margin (\$/barrel)                             | \$ 1.675             | \$ 1.504     | \$ 0.171     |

(1) Revenues include \$18.2 million and \$36.1 million of intersegment sales during the years ended March 31, 2020 and 2019, respectively, that are eliminated in our consolidated statements of operations.

(2) Information is presented as of March 31, 2020 and March 31, 2019, respectively.

**Crude Oil Sales Revenues.** The decrease was due primarily to a decrease in crude oil prices and sales volumes during the year ended March 31, 2020, compared to the year ended March 31, 2019. The volumes decreased due to changes in the method of delivery to the market in the Permian region, as a significant amount of production switched to long haul pipeline owned and controlled by others.

**Crude Oil Transportation and Other Revenues.** The increase was partially due to our Grand Mesa Pipeline, which increased revenues by \$7.3 million during the year ended March 31, 2020, compared to the year ended March 31, 2019, primarily due to increased production growth in the DJ Basin. During the year ended March 31, 2020, approximately 45.9 million barrels of crude were transported on the Grand Mesa Pipeline, which averaged approximately 131,000 financial barrels per day. In addition, we signed a new crude marketing contract in July 2019 which increased revenues by \$7.7 million in the

current year when compared to the prior year. This was partially offset by a reduction in railcar sublease revenue. Also, crude transportation increased \$5.8 million due to increased marine transportation activity.

*Cost of Sales-Excluding Impact of Derivatives.* The decrease was due primarily to a decrease in crude oil prices and volumes during the year ended March 31, 2020, compared to the year ended March 31, 2019.

*Cost of Sales-Derivatives.* Our cost of sales during the year ended March 31, 2020 included \$24.4 million of net realized gains on derivatives and \$11.3 million of net unrealized gains on derivatives. In March 2020, we closed and realized derivative contracts that had scheduled settlement dates from May through June 2020 which accounted for \$16.7 million of the realized gains. Our cost of sales during the year ended March 31, 2019 included \$0.6 million of net realized losses on derivatives and \$1.7 million of net unrealized gains on derivatives.

*Operating and General and Administrative Expenses.* The increase was due primarily to utilities related to the higher volumes transported on the Grand Mesa Pipeline.

*Depreciation and Amortization Expense.* The decrease was due to the retirement of certain assets and other assets being fully depreciated or amortized during the year ended March 31, 2019.

*(Gain) Loss on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2020, we recorded a net gain of \$1.1 million related to the disposal of certain assets. During the year ended March 31, 2019, we recorded a net loss of \$107.4 million, which included a loss of \$105.0 million on our transaction with a third party in which they agreed to be fully responsible for our future minimum volume commitment in exchange for \$67.7 million of deficiency credits on a contract with a crude oil pipeline operator and \$35.3 million in cash (see Note 13 to our consolidated financial statements included in this Annual Report). The loss also includes additional costs related to this transaction of \$2.0 million. In addition, we recorded a loss of \$1.3 million related to the sale of two terminals during the year ended March 31, 2019.

## Water Solutions

The following table summarizes the operating results of our Water Solutions segment for the periods indicated. As previously reported, on July 2, 2019, we acquired all of the assets of Mesquite and on October 31, 2019, we acquired all of the equity interests of Hillstone, thus the fiscal year 2020 results only include a partial year of operations related to these transactions.

|  | Year Ended March 31, |                   | Change              |
|--|----------------------|-------------------|---------------------|
|  | 2020                 | 2019              |                     |
| (in thousands, except per barrel and per day amounts)            |                      |                   |                     |
| <b>Revenues:</b>   |                      |                   |                     |
| Water disposal service fees                                      | \$ 304,076           | \$ 189,947        | \$ 114,129          |
| Sale of recovered crude oil                                      | 59,445               | 72,112            | (12,667)            |
| Other service revenues   | 58,538               | 39,627            | 18,911              |
| Total revenues   | <u>422,059</u>       | <u>301,686</u>    | <u>120,373</u>      |
| <b>Expenses:</b>   |                      |                   |                     |
| Cost of sales-excluding impact of derivatives                    | 5,511                | 2,668             | 2,843               |
| Cost of sales-derivative gain                                    | (39,381)             | (13,455)          | (25,926)            |
| Operating expenses   | 192,987              | 130,748           | 62,239              |
| General and administrative expenses                              | 7,939                | 6,615             | 1,324               |
| Depreciation and amortization expense                            | 163,588              | 108,162           | 55,426              |
| Loss (gain) on disposal or impairment of assets, net             | 255,285              | (138,204)         | 393,489             |
| Revaluation of liabilities                                       | 9,194                | (5,373)           | 14,567              |
| Total expenses   | <u>595,123</u>       | <u>91,161</u>     | <u>503,962</u>      |
| Segment operating (loss) income                                  | <u>\$ (173,064)</u>  | <u>\$ 210,525</u> | <u>\$ (383,589)</u> |
| <b>Produced water processed (barrels per day)</b>                |                      |                   |                     |
| Northern Delaware Basin (1)                                      | 901,884              | 21,802            | 880,082             |
| Permian Basin  | 318,766              | 439,654           | (120,888)           |
| Eagle Ford Basin   | 246,784              | 270,849           | (24,065)            |
| DJ Basin   | 164,936              | 161,010           | 3,926               |
| Other Basins   | 10,599               | 53,799            | (43,200)            |
| Total  | <u>1,642,969</u>     | <u>947,114</u>    | <u>695,855</u>      |
| Solids processed (barrels per day)                               | 5,697                | 6,957             | (1,260)             |
| Skim oil sold (barrels per day)                                  | 3,397                | 3,567             | (170)               |
| Service fees for produced water processed (\$/barrel) (2)        | \$ 0.63              | \$ 0.55           | \$ 0.08             |
| Recovered crude oil for produced water processed (\$/barrel) (2) | \$ 0.12              | \$ 0.21           | \$ (0.09)           |
| Operating expenses for produced water processed (\$/barrel) (2)  | \$ 0.40              | \$ 0.38           | \$ 0.02             |

(1) Barrels per day of produced water processed by the assets acquired in the Mesquite and Hillstone transactions are calculated by the number of days in which we owned the assets during the period presented.

(2) Total produced water barrels processed during the years ended March 31, 2020 and 2019 were 485,115,941 and 345,696,444, respectively.

**Water Disposal Service Fee Revenues.** The increase was due primarily to an increase in the price we are receiving to dispose of a barrel of water and an increase in the volume of produced water processed at acquired (primarily Mesquite and Hillstone) and newly developed facilities, partially offset by produced water volume reductions as a result of the sale of our Bakken and South Pecos water disposal businesses during the fiscal year ended March 31, 2019.

**Recovered Crude Oil Revenues.** The decrease was due primarily to a decrease in the percentage of skim oil volumes recovered per produced water barrel processed, lower crude oil prices and lower skim oil volumes as a result of the sale of our Bakken and South Pecos water disposal businesses. This decrease was partially offset by skim oil volumes recovered from assets acquired in the Mesquite and Hillstone acquisitions. The lower percentage of skim oil volumes recovered was due

primarily to an increase in produced water transported through pipelines (which contains less oil per barrel of produced water), and the addition of contract structures that allow producers to keep the skim oil recovered from produced water.

*Other Service Revenues.* Other service revenues primarily include solids disposal revenues, water pipeline revenues, land surface use revenues and brackish non-potable water revenues. The increase was due primarily to an increase in land surface use revenues and brackish non-potable water revenues in our New Mexico operations which began during the three months ended September 30, 2018 as well as brackish non-potable water revenues due to acquisitions and a new short-term agreement whereby we purchased brackish non-potable water and resold to a third party. These increases were partially offset by lower water pipeline revenues and volumes due to certain operators recycling rather than disposing of the produced water and lower production activity from certain operators. In addition, solids disposal revenues and volumes were lower due to closure of a facility from April to October due to the working over of the well and reduced operations at another facility.

*Cost of Sales-Excluding Impact of Derivatives.* The increase was due primarily to a new short-term agreement whereby we purchased brackish non-potable water and resold to a third party as well as operational changes in the Eagle Ford Basin during the three months ended September 30, 2019.

*Cost of Sales-Derivatives.* We enter into derivatives in our Water Solutions segment to protect against the risk of a decline in the market price of the crude oil we expect to recover when processing the produced water and selling the skim oil. Our cost of sales during the year ended March 31, 2020 included \$29.9 million of net unrealized gains on derivatives and \$9.5 million of net realized gains on derivatives. In June 2019, we settled derivative contracts that had scheduled settlement dates from April through December 2020 and recorded a gain of \$1.9 million on those derivatives. Our cost of sales during the year ended March 31, 2019 included \$15.5 million of net unrealized gains on derivatives and \$2.1 million of net realized losses on derivatives.

*Operating and General and Administrative Expenses.* The increase was due primarily to the increase in the number of water disposal facilities and wells that we own and operate, both through acquisitions and development of new facilities, partially offset by the sale of our Bakken and South Pecos water disposal businesses during the fiscal year ended March 31, 2019. Also contributing to the increase were acquisition expenses of \$4.1 million related to the Hillstone acquisition during the year ended March 31, 2020. During the year ended March 31, 2019, we incurred acquisition expenses of \$3.5 million related to one of our ranch acquisitions.

*Depreciation and Amortization Expense.* The increase was due primarily to acquisitions and newly developed facilities, partially offset by the sale of our Bakken and South Pecos water disposal businesses during the year ended March 31, 2019.

*Loss (Gain) on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2020, we recorded:

- a goodwill impairment charge of \$250.0 million related to the current macroeconomic conditions including the collapse of oil prices driven by both the decrease in demand caused by the COVID-19 pandemic and excess supply, as well as changing market conditions and expected lower crude oil production in certain regions, resulting in expected decreases in future cash flows for certain of our assets (see Note 6 to our consolidated financial statements included in this Annual Report);
- an impairment charge of \$13.5 million related to certain inactive saltwater disposal facilities;
- a net loss of \$9.2 million on the disposals of certain other assets;
- a gain of \$14.5 million for the sale of certain water permits; and
- a gain of \$1.0 million for cash received related to a loan receivable that was previously written off.

During the year ended March 31, 2019, we completed the sales of our South Pecos and Bakken water disposal businesses and recorded gains on disposal of \$107.9 million and \$33.4 million, respectively (see Note 17 to our consolidated financial statements included in this Annual Report for a further discussion of both transactions). In addition, we recorded a net loss of \$3.1 million on the disposals of certain other assets during the year ended March 31, 2019.

*Revaluation of Liabilities.* During the year ended March 31, 2020, a portion of the revaluation of liabilities represented the change in the valuation of our contingent consideration liability issued by us as part of a business combination. Under the agreement, we were required to make additional payments to the seller based on the volume of produced water processed by the assets acquired. During the year ended March 31, 2020, the thresholds for the volume of produced water processed were

surpassed, thus triggering our obligation to pay the seller. See Note 4 to our consolidated financial statements included in this Annual Report for a further discussion of the contingent consideration liability.

During the years ended March 31, 2020 and 2019, there was a reduction in expense for the valuation of our contingent consideration liabilities related to royalty agreements acquired as part of certain business combinations due primarily to lower expected production from new customers and an increase in facilities due to acquisitions, resulting in a decrease to the expected future royalty payment.

### **Liquids and Refined Products**

The following table summarizes the operating results of our Liquids and Refined Products segment for the periods indicated:

|   | Year Ended March 31, |              |              |
|---|----------------------|--------------|--------------|
|   | 2020                 | 2019         | Change       |
| (in thousands, except per gallon amounts)         |                      |              |              |
| <b>Refined products sales:</b>                    |                      |              |              |
| Revenues (1)(2)                                   | \$ 2,394,663         | \$ 2,557,753 | \$ (163,090) |
| Cost of sales-excluding impact of derivatives (3) | 2,367,850            | 2,533,156    | (165,306)    |
| Cost of sales-derivative (gain) loss              | (3,225)              | 791          | (4,016)      |
| Product margin                                    | 30,038               | 23,806       | 6,232        |
| <b>Propane sales:</b>                             |                      |              |              |
| Revenues (1)                                      | 846,756              | 1,179,087    | (332,331)    |
| Cost of sales-excluding impact of derivatives     | 766,521              | 1,111,678    | (345,157)    |
| Cost of sales-derivative loss                     | 3,536                | 5,856        | (2,320)      |
| Product margin                                    | 76,699               | 61,553       | 15,146       |
| <b>Butane sales:</b>                              |                      |              |              |
| Revenues (1)                                      | 564,016              | 637,076      | (73,060)     |
| Cost of sales-excluding impact of derivatives     | 486,777              | 609,833      | (123,056)    |
| Cost of sales-derivative gain                     | (8,288)              | (1,264)      | (7,024)      |
| Product margin                                    | 85,527               | 28,507       | 57,020       |
| <b>Other product sales:</b>                       |                      |              |              |
| Revenues (1)                                      | 775,458              | 869,468      | (94,010)     |
| Cost of sales-excluding impact of derivatives     | 732,967              | 846,960      | (113,993)    |
| Cost of sales-derivative gain                     | (2,846)              | (1,660)      | (1,186)      |
| Product margin                                    | 45,337               | 24,168       | 21,169       |
| <b>Service revenues:</b>                          |                      |              |              |
| Revenues (1)                                      | 40,216               | 25,207       | 15,009       |
| Cost of sales                                     | 9,207                | 3,030        | 6,177        |
| Product margin                                    | 31,009               | 22,177       | 8,832        |
| <b>Expenses:</b>                                  |                      |              |              |
| Operating expenses                                | 77,980               | 45,455       | 32,525       |
| General and administrative expenses               | 12,644               | 14,653       | (2,009)      |
| Depreciation and amortization expense             | 27,930               | 26,628       | 1,302        |
| Loss on disposal or impairment of assets, net     | 7,645                | 64,187       | (56,542)     |
| Total expenses                                    | 126,199              | 150,923      | (24,724)     |
| Segment operating income                          | \$ 142,411           | \$ 9,288     | \$ 133,123   |

|  | Year Ended March 31, |           |            |
|--|----------------------|-----------|------------|
|  | 2020                 | 2019      | Change     |
| (in thousands, except per gallon amounts)                                      |                      |           |            |
| Liquids and Refined Products storage capacity - owned and leased (gallons) (4) | 400,301              | 400,409   | (108)      |
| Refined products sold (gallons)  | 1,272,546            | 1,243,494 | 29,052     |
| Refined products sold (\$/gallon)  | \$ 1.890             | \$ 2.109  | \$ (0.219) |
| Cost per refined products sold (\$/gallon)                                     | \$ 1.865             | \$ 2.088  | \$ (0.223) |
| Refined products product margin (\$/gallon)                                    | \$ 0.025             | \$ 0.021  | \$ 0.004   |
| Refined products inventory (gallons) (4)                                       | 2,391                | 4,536     | (2,145)    |
| Propane sold (gallons)   | 1,478,759            | 1,383,986 | 94,773     |
| Propane sold (\$/gallon)   | \$ 0.573             | \$ 0.852  | \$ (0.279) |
| Cost per propane sold (\$/gallon)  | \$ 0.521             | \$ 0.807  | \$ (0.286) |
| Propane product margin (\$/gallon)   | \$ 0.052             | \$ 0.045  | \$ 0.007   |
| Propane inventory (gallons) (4)  | 57,221               | 44,757    | 12,464     |
| Propane storage capacity leased to third parties (gallons) (4)                 | 46,066               | 30,440    | 15,626     |
| Butane sold (gallons)  | 814,528              | 610,968   | 203,560    |
| Butane sold (\$/gallon)  | \$ 0.692             | \$ 1.043  | \$ (0.351) |
| Cost per butane sold (\$/gallon)   | \$ 0.587             | \$ 0.996  | \$ (0.409) |
| Butane product margin (\$/gallon)  | \$ 0.105             | \$ 0.047  | \$ 0.058   |
| Butane inventory (gallons) (4)   | 24,808               | 21,677    | 3,131      |
| Butane storage capacity leased to third parties (gallons) (4)                  | 33,894               | 62,185    | (28,291)   |
| Other products sold (gallons)  | 602,872              | 647,599   | (44,727)   |
| Other products sold (\$/gallon)  | \$ 1.286             | \$ 1.343  | \$ (0.057) |
| Cost per other products sold (\$/gallon)                                       | \$ 1.211             | \$ 1.305  | \$ (0.094) |
| Other products product margin (\$/gallon)                                      | \$ 0.075             | \$ 0.038  | \$ 0.037   |
| Other products inventory (gallons) (4)   | 26,126               | 52,082    | (25,956)   |

- (1) Revenues include \$5.0 million and \$23.3 million of intersegment sales during the years ended March 31, 2020 and 2019, respectively, that are eliminated in our consolidated statements of operations.
- (2) Revenues include \$10.3 million and \$64.8 million of intersegment sales during the years ended March 31, 2020 and 2019, respectively, between certain businesses within the Liquids and Refined Products segment and TPSL, Mid-Con and Gas Blending that are eliminated in our consolidated statements of operations.
- (3) Cost of sales include \$8.2 million and \$62.9 million of intersegment cost of sales during the years ended March 31, 2020 and 2019, respectively, between certain businesses within the Liquids and Refined Products segment and TPSL, Mid-Con and Gas Blending that are eliminated in our consolidated statements of operations.
- (4) Information is presented as of March 31, 2020 and March 31, 2019, respectively.

*Refined Products Revenues and Cost of Sales-Excluding Impact of Derivatives.* The decreases in revenues and cost of sales-excluding impact of derivatives were due to a decrease in refined products prices, offset by increased volumes. The decrease in prices was due primarily to supply and demand for refined fuels at our wholesale locations. The increased volumes were due primarily to the continued demand for motor fuels.

*Refined Products-Derivative (Gain) Loss.* Our margin during the year ended March 31, 2020 included a gain of \$3.2 million from our risk management activities due primarily to unrealized gains on our open forward physical positions and decreases in NYMEX futures prices on our short future positions. Our margin during the year ended March 31, 2019 included a loss of \$0.8 million from our risk management activities due primarily to NYMEX futures prices increasing on our short future positions.

*Propane Sales and Cost of Sales-Excluding Impact of Derivatives.* The decreases in revenues and cost of sales-excluding impact of derivatives were due primarily to lower commodity prices which was partially offset by an increase in volumes sold.



*Cost of Sales-Derivatives.* Our cost of wholesale propane sales included \$1.5 million of net unrealized losses on derivatives and \$2.0 million of net realized losses on derivatives during the year ended March 31, 2020. During the year ended March 31, 2019, our cost of wholesale propane sales included \$1.4 million of net unrealized losses on derivatives and \$4.4 million of net realized losses on derivatives.

Propane product margins per gallon of propane sold were higher during the year ended March 31, 2020 than during the year ended March 31, 2019. Propane product margins increased due to inventory values aligning with reduced commodity prices at index markets. Meanwhile, regional spot prices saw significant increases in the fall due to supply constraints and strong crop drying demand.

*Butane Sales and Cost of Sales-Excluding Impact of Derivatives.* The decreases in revenues and cost of sales-excluding impact of derivatives were due primarily to lower commodity prices. Volumes increased due to strong demand from domestic and international markets.

*Cost of Sales-Derivatives.* Our cost of butane sales during the year ended March 31, 2020 included \$0.5 million of net unrealized losses on derivatives and \$8.8 million of net realized gains on derivatives. Our cost of butane sales included \$1.5 million of net unrealized gains on derivatives and \$0.3 million of net realized losses on derivatives during the year ended March 31, 2019.

Butane product margins per gallon of butane sold were higher during the year ended March 31, 2020 than during the year ended March 31, 2019 due primarily to stronger domestic markets and international demand.

*Other Products Sales and Cost of Sales-Excluding Impact of Derivatives.* The decreases in revenues and cost of sales - excluding the impact of derivatives, were due to lower commodity prices, which were partially offset by an increase in renewable prices. The increase in prices was due primarily to the sale of more ethanol renewable identification numbers during the year ended March 31, 2020, compared to the year ended March 31, 2019.

*Cost of Sales-Derivatives.* Our cost of sales of other products during the year ended March 31, 2020 included \$0.6 million of net unrealized losses on derivatives and \$3.4 million of net realized gains on derivatives. Our cost of sales of other products included less than \$0.1 million of net unrealized gains on derivatives and \$1.6 million of net realized gains on derivatives during the year ended March 31, 2019.

Other product sales product margins during the year ended March 31, 2020 increased primarily due to the impact of the biodiesel tax credit being reinstated in December 2019 for calendar years 2018 and 2019. The total amount of the biodiesel tax credit we recorded as a credit to cost of sales in continuing operations was \$13.8 million. The biodiesel tax credit that was reinstated in December 2019 is effective from January 1, 2018 through December 31, 2022.

*Service Revenues.* This revenue includes storage, terminaling and transportation services income. The increase during the year ended March 31, 2020 was primarily related to the addition of new terminals in the northeast from the March 2019 acquisition.

*Operating and General and Administrative Expenses.* Expenses were higher due to the addition of the new terminals in the northeast from the March 2019 acquisition. Also, the increase was due to lower environmental expense during the year ended March 31, 2019, as a result of an insurance recovery we received related to a historical environmental indemnification agreement.

*Depreciation and Amortization Expense.* Expense for the year was higher due to the addition of the new terminals in the northeast from the March 2019 acquisition.

*Loss on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2020, we recorded an impairment of \$7.7 million due to adjusting the cost basis of pipeline line fill to the market price of propane as of March 31, 2020. During the year ended March 31, 2019, we recorded a goodwill impairment charge of \$66.2 million within our natural gas liquids salt cavern storage reporting unit due to the decreased demand for natural gas liquid storage and resulting decline in revenues and earnings as compared to actual and projected results of prior and future periods (see Note 6 to our consolidated financial statements included in this Annual Report). Also, during the year ended March 31, 2019, we recorded a gain of \$3.0 million on the sale of our approximately 20% interest in E Energy Adams, LLC (see Note 17 to our consolidated financial statements included in this Annual Report).

## Corporate and Other

The operating loss within “Corporate and Other” includes the following components for the periods indicated:

|   | Year Ended March 31, |             | Change     |
|---|----------------------|-------------|------------|
|   | 2020                 | 2019        |            |
| (in thousands)                                |                      |             |            |
| <b>Other revenues:</b>                        |                      |             |            |
| Revenues                                      | \$ 1,038             | \$ 1,362    | \$ (324)   |
| Cost of sales                                 | 1,774                | 1,929       | (155)      |
| Loss  | (736)                | (567)       | (169)      |
| <b>Expenses:</b>                              |                      |             |            |
| Operating expenses                            | 318                  | 1,605       | (1,287)    |
| General and administrative expenses           | 86,358               | 79,627      | 6,731      |
| Depreciation and amortization expense         | 3,035                | 3,018       | 17         |
| Loss on disposal or impairment of assets, net | —                    | 889         | (889)      |
| Total expenses                                | 89,711               | 85,139      | 4,572      |
| Operating loss                                | \$ (90,447)          | \$ (85,706) | \$ (4,741) |

*General and Administrative Expenses.* The increase during the year ended March 31, 2020 was due primarily to higher acquisition expenses. During the year ended March 31, 2020, acquisition expenses were \$15.6 million, compared to \$6.2 million during the year ended March 31, 2019. The driver behind the increase in acquisition expenses was primarily due to expenses incurred in connection with our acquisitions of both Mesquite and Hillstone. In addition, incentive compensation expense for the year ended March 31, 2020 was \$7.1 million, compared to \$2.3 million during the year ended March 31, 2019.

These increases were partially offset by a decrease in equity-based compensation expense. The largest driver behind the decrease in equity-based compensation expense was the cancellation of our performance awards during the year ended March 31, 2019. This resulted in a \$5.0 million decrease in expense in comparing the year ended March 31, 2020 to the year ended March 31, 2019.

*Loss on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2019, we sold our 50% interest in Victory Propane and as consideration we received a promissory note from Victory Propane. We discounted the promissory note to its net present value and recorded a loss of \$0.9 million (see Note 13 to our consolidated financial statements included in this Annual Report).

### **Equity in Earnings of Unconsolidated Entities**

The decrease of \$1.2 million during the year ended March 31, 2020 was due primarily to lower earnings from our 50% interest in a water services company that we acquired in August 2018, a loss from our 50% interest in an aircraft company during the year ended March 31, 2020, the sale of our investment in an unincorporated joint venture on February 28, 2019 related to the sale of our South Pecos water disposal business and the sale of our investment in E Energy Adams, LLC on May 3, 2018, partially offset by the acquisition of certain membership interests in November 2019 related to specific land and water services operations.

### **Interest Expense**

Interest expense includes interest charged on the revolving credit facilities, term loan credit facility and senior unsecured notes, as well as amortization of debt issuance costs, letter of credit fees, interest on equipment financing notes, and accretion of interest on non-interest bearing debt obligations. The increase of \$16.5 million during the year ended March 31, 2020 was due to the issuance of our 2026 Notes (as defined herein), our entering into the Term Credit Agreement (as defined herein) in connection with the Mesquite acquisition and higher than average outstanding balances on our Revolving Credit Facility. These increases were offset by the redemption of our senior unsecured notes that were scheduled to mature in 2019 and 2021 during our prior fiscal year. See Note 8 to our consolidated financial statements included in this Annual Report for a further discussion.

### ***Gain (Loss) on Early Extinguishment of Liabilities, Net***

During the year ended March 31, 2020, the net gain (inclusive of debt issuance costs written off) relates to the early extinguishment of a portion of the outstanding 6.125% Senior Unsecured Notes Due 2025 (the “2025 Notes”). During the year ended March 31, 2019, the net loss (inclusive of debt issuance costs written off) relates to the early extinguishment of a portion of the outstanding senior unsecured notes and the redemption of the 5.125% Senior Unsecured Notes Due 2019 (the “2019 Notes”) and 6.875% Senior Unsecured Notes Due 2021 (the “2021 Notes”). See Note 8 to our consolidated financial statements included in this Annual Report for a further discussion.

### ***Other Income (Expense), Net***

The following table summarizes the components of other income (expense), net for the periods indicated:

|                                     | <b>Year Ended March 31,</b> |                    |
|-------------------------------------|-----------------------------|--------------------|
|                                     | <b>2020</b>                 | <b>2019</b>        |
|                                     | <b>(in thousands)</b>       |                    |
| Interest income (1)                 | \$ 1,517                    | \$ 4,726           |
| Gavilon legal matter settlement (2) | —                           | (34,788)           |
| Other (3)                           | 167                         | (356)              |
| Other income (expense), net         | <u>\$ 1,684</u>             | <u>\$ (30,418)</u> |

- (1) Relates primarily to a loan receivable associated with our interest in the construction of a natural gas liquids loading/unloading facility that is utilized by a third party. The third party filed for Chapter 11 bankruptcy protection during the three months ended September 30, 2019 (see Note 2 to our consolidated financial statements included in this Annual Report for a further discussion). Also includes a loan receivable with Victory Propane (see Note 13 to our consolidated financial statements included in this Annual Report for a further discussion).
- (2) Represents the accrual for the estimated cost of the settlement of the Gavilon legal matter (see Note 9 to our consolidated financial statements included in this Annual Report for a further discussion).
- (3) During the year ended March 31, 2019, this relates primarily to unrealized losses on marketable securities.

### ***Income Tax Expense***

Income tax expense was \$0.3 million during the year ended March 31, 2020, compared to income tax expense of \$1.2 million during the year ended March 31, 2019. See Note 2 to our consolidated financial statements included in this Annual Report for a further discussion.

### ***Noncontrolling Interests - Redeemable and Non-redeemable***

Noncontrolling interests represent the portion of certain consolidated subsidiaries that are owned by third parties. The decrease in the noncontrolling interest loss of \$18.9 million during the year ended March 31, 2020 was due primarily to a smaller loss from operations of the Sawtooth joint venture during the year ended March 31, 2020.

### **Segment Operating Results for the Years Ended March 31, 2019 and 2018**

## Crude Oil Logistics

The following table summarizes the operating results of our Crude Oil Logistics segment for the periods indicated:

|  | Year Ended March 31, |              |              |
|--|----------------------|--------------|--------------|
|  | 2019                 | 2018         | Change       |
| (in thousands, except per barrel amounts)                        |                      |              |              |
| <b>Revenues:</b>   |                      |              |              |
| Crude oil sales  | \$ 3,011,355         | \$ 2,151,203 | \$ 860,152   |
| Crude oil transportation and other                               | 161,336              | 122,786      | 38,550       |
| Total revenues (1)   | 3,172,691            | 2,273,989    | 898,702      |
| <b>Expenses:</b>   |                      |              |              |
| Cost of sales-excluding impact of derivatives                    | 2,939,702            | 2,120,640    | 819,062      |
| Cost of sales-derivative (gain) loss                             | (1,085)              | 7,021        | (8,106)      |
| Operating expenses   | 53,352               | 47,846       | 5,506        |
| General and administrative expenses                              | 6,512                | 6,584        | (72)         |
| Depreciation and amortization expense                            | 74,165               | 80,387       | (6,222)      |
| Loss (gain) on disposal or impairment of assets, net             | 107,424              | (111,393)    | 218,817      |
| Total expenses   | 3,180,070            | 2,151,085    | 1,028,985    |
| Segment operating (loss) income                                  | \$ (7,379)           | \$ 122,904   | \$ (130,283) |
| <b>Operating Results - Volume and Price:</b>                     |                      |              |              |
| Crude oil sold (barrels)   | 48,366               | 39,626       | 8,740        |
| Crude oil transported on owned pipelines (barrels)               | 42,564               | 33,454       | 9,110        |
| Crude oil storage capacity - owned and leased (barrels) (2)      | 5,232                | 6,159        | (927)        |
| Crude oil storage capacity leased to third parties (barrels) (2) | 2,564                | 2,641        | (77)         |
| Crude oil inventory (barrels) (2)                                | 827                  | 1,219        | (392)        |
| Crude oil sold (\$/barrel)                                       | \$ 62.262            | \$ 54.288    | \$ 7.974     |
| Cost per crude oil sold (\$/barrel)                              | \$ 60.758            | \$ 53.694    | \$ 7.064     |
| Crude oil product margin (\$/barrel)                             | \$ 1.504             | \$ 0.594     | \$ 0.910     |

(1) Revenues include \$36.1 million and \$13.9 million of intersegment sales during the years ended March 31, 2019 and 2018, respectively, that are eliminated in our consolidated statements of operations.

(2) Information is presented as of March 31, 2019 and March 31, 2018, respectively.

**Crude Oil Sales Revenues.** The increase was due primarily to an increase in crude oil prices and sales volumes during the year ended March 31, 2019, compared to the year ended March 31, 2018. The increase in crude oil prices throughout our fiscal year 2019 led to an increase in production volumes for us to market. We continue to market crude oil volumes in the majority of the basins across the United States to support our various pipeline, terminal and transportation assets.

**Crude Oil Transportation and Other Revenues.** The increase was due to our Grand Mesa Pipeline, which increased revenues by \$17.0 million during the year ended March 31, 2019, compared to the year ended March 31, 2018, primarily due to increased production growth in the DJ Basin. During the year ended March 31, 2019, approximately 42.6 million barrels of crude oil were transported on the Grand Mesa Pipeline, which averaged approximately 117,000 barrels per day, physically, and financial volumes averaged approximately 120,000 barrels per day (volume amounts are from both internal and external parties). In addition, during the year ended March 31, 2019, a new crude marketing contract increased revenues by \$23.4 million. This was partially offset by a reduction in railcar sublease revenue.

**Cost of Sales-Excluding Impact of Derivatives.** The increase was due primarily to an increase in crude oil prices and sales volumes during the year ended March 31, 2019, compared to the year ended March 31, 2018.

**Cost of Sales-Derivatives.** Our cost of sales during the year ended March 31, 2019 included \$0.6 million of net realized losses on derivatives and \$1.7 million of net unrealized gains on derivatives. Our cost of sales during the year ended March 31, 2018 included \$4.2 million of net realized losses on derivatives and \$2.8 million of net unrealized losses on derivatives.

*Operating and General and Administrative Expenses.* The increase was due primarily to utilities related to the higher volumes transported on the Grand Mesa Pipeline.

*Depreciation and Amortization Expense.* The decrease was due primarily to downsizing our fleet of crude transportation assets, which decreased depreciation and amortization expense by \$4.3 million during the year ended March 31, 2019, compared to the year ended March 31, 2018. The decrease was also due to certain intangible assets being fully amortized in prior periods.

*Loss (Gain) on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2019, we recorded a net loss of \$107.4 million, which included a loss of \$105.0 million on our transaction with a third party in which they agreed to be fully responsible for our future minimum volume commitment in exchange for \$67.7 million of deficiency credits on a contract with a crude oil pipeline operator and \$35.3 million in cash (see Note 2 and Note 13 to our consolidated financial statements included in this Annual Report). The loss also includes additional costs related to this transaction of \$2.0 million. In addition, we recorded a loss of \$1.3 million related to the sale of two terminals during the year ended March 31, 2019. During the year ended March 31, 2018, we recorded a gain of \$108.6 million on the sale of our previously held 50% interest in Glass Mountain (see Note 17 to our consolidated financial statements included in this Annual Report). In addition, we recorded a net gain of \$2.8 million on the sales of certain other assets.

## Water Solutions

The following table summarizes the operating results of our Water Solutions segment for the periods indicated:

|  | Year Ended March 31, |                    | Change            |
|--|----------------------|--------------------|-------------------|
|  | 2019                 | 2018               |                   |
| (in thousands, except per barrel and per day amounts)            |                      |                    |                   |
| <b>Revenues:</b>   |                      |                    |                   |
| Water disposal service fees                                      | \$ 189,947           | \$ 149,114         | \$ 40,833         |
| Sale of recovered crude oil                                      | 72,112               | 58,948             | 13,164            |
| Other service revenues   | 39,627               | 21,077             | 18,550            |
| <b>Total revenues</b>  | <b>301,686</b>       | <b>229,139</b>     | <b>72,547</b>     |
| <b>Expenses:</b>   |                      |                    |                   |
| Cost of sales-excluding impact of derivatives                    | 2,668                | 2,150              | 518               |
| Cost of sales-derivative (gain) loss                             | (13,455)             | 17,195             | (30,650)          |
| Operating expenses   | 130,748              | 105,200            | 25,548            |
| General and administrative expenses                              | 6,615                | 2,623              | 3,992             |
| Depreciation and amortization expense                            | 108,162              | 98,623             | 9,539             |
| (Gain) loss on disposal or impairment of assets, net             | (138,204)            | 6,863              | (145,067)         |
| Revaluation of liabilities                                       | (5,373)              | 20,716             | (26,089)          |
| <b>Total expenses</b>  | <b>91,161</b>        | <b>253,370</b>     | <b>(162,209)</b>  |
| <b>Segment operating income (loss)</b>                           | <b>\$ 210,525</b>    | <b>\$ (24,231)</b> | <b>\$ 234,756</b> |
| <b>Produced water processed (barrels per day)</b>                |                      |                    |                   |
| Northern Delaware Basin  | 21,802               | —                  | 21,802            |
| Permian Basin  | 439,654              | 289,360            | 150,294           |
| Eagle Ford Basin   | 270,849              | 235,713            | 35,136            |
| DJ Basin   | 161,010              | 113,771            | 47,239            |
| Other Basins   | 53,799               | 68,466             | (14,667)          |
| <b>Total</b>   | <b>947,114</b>       | <b>707,310</b>     | <b>239,804</b>    |
| Solids processed (barrels per day)                               | 6,957                | 5,662              | 1,295             |
| Skim oil sold (barrels per day)                                  | 3,567                | 3,210              | 357               |
| Service fees for produced water processed (\$/barrel) (1)        | \$ 0.55              | \$ 0.58            | \$ (0.03)         |
| Recovered crude oil for produced water processed (\$/barrel) (1) | \$ 0.21              | \$ 0.23            | \$ (0.02)         |
| Operating expenses for produced water processed (\$/barrel) (1)  | \$ 0.38              | \$ 0.41            | \$ (0.03)         |

(1) Total produced water barrels processed during the years ended March 31, 2019 and 2018 were 345,696,444 and 258,168,267, respectively.

*Water Disposal Service Fee Revenues.* The increase was due primarily to an increase in the volume of produced water processed at existing facilities as well as facilities acquired from acquisitions. We continue to benefit from the increased oil and gas production and rig counts as compared to the prior year in the basins in which we operate, particularly in the Permian Basin.

*Recovered Crude Oil Revenues.* The increase was due primarily to an increase in the volume of produced water processed at existing facilities as well as facilities acquired from acquisitions and an increase in crude oil prices; however, these revenues were negatively impacted by a lower percentage of skim oil volumes recovered per produced water barrel processed. This lower percentage was due primarily to an increase in produced water transported through pipelines (which contains less oil per barrel of produced water), as well as operational changes in the DJ Basin.

*Other Service Revenues.* Other service revenues primarily include solids disposal revenues, water pipeline revenues and brackish non-potable water revenues, all of which increased during the year ended March 31, 2019 due to increased volumes as well as acquisitions.

*Cost of Sales-Excluding Impact of Derivatives.* The increase was due primarily to an increase in expenses to bring produced water to certain of our water solutions facilities.

*Cost of Sales-Derivatives.* We enter into derivatives in our Water Solutions segment to protect against the risk of a decline in the market price of the crude oil we expect to recover when processing the produced water and selling the skim oil. Our cost of sales during the year ended March 31, 2019 included \$15.5 million of net unrealized gains on derivatives and \$2.1 million of net realized losses on derivatives. In December 2018, we settled derivative contracts that had scheduled settlement dates from January 2019 through December 2020 and recorded a gain of \$8.4 million on those derivatives. Our cost of sales during the year ended March 31, 2018 included \$13.7 million of net unrealized losses on derivatives and \$3.5 million of net realized losses on derivatives.

*Operating and General and Administrative Expenses.* The increase was due primarily to the increase in the number of water disposal facilities and wells that we own and operated due to higher volumes processed at existing facilities and facilities acquired from acquisitions, partially offset by cost reduction efforts. Due to the higher volumes processed, our cost per barrel has decreased, as shown in the table above. Also contributing to the increase was an increase in acquisition expenses related to one of our ranch acquisitions.

*Depreciation and Amortization Expense.* The increase was due primarily to acquisitions and developed facilities, partially offset by the disposition of our Bakken and South Pecos water disposal businesses and certain intangible assets being fully amortized during the years ended March 31, 2019 and 2018.

*(Gain) Loss on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2019, we completed the sales of our South Pecos and Bakken water disposal businesses and recorded gains on disposal of \$107.9 million and \$33.4 million, respectively (see Note 17 to our consolidated financial statements included in this Annual Report for a further discussion of both transactions). In addition, we recorded a net loss of \$3.1 million on the disposals of certain other assets during the year ended March 31, 2019.

During the year ended March 31, 2018, we recorded a loss of \$8.2 million on the disposals of certain assets, partially offset by a gain of \$1.3 million for the termination of a non-compete agreement, which included the carrying value of the non-compete agreement intangible asset that was written off (see Note 7 to our consolidated financial statements included in this Annual Report).

*Revaluation of Liabilities.* The revaluation of liabilities represents the change in the valuation of our contingent consideration liabilities related to royalty agreements acquired as part of certain business combinations. The reduction in expense during the year ended March 31, 2019 was due primarily to lower expected production from new customers and an increase in facilities due to acquisitions, resulting in a decrease to the expected future royalty payment. The expense during the year ended March 31, 2018 was due primarily to higher actual and expected production from new customers, resulting in an increase to the expected future royalty payment.

## Liquids and Refined Products

The following table summarizes the operating results of our Liquids and Refined Products segment for the periods indicated:

|   | Year Ended March 31, |              |              |
|---|----------------------|--------------|--------------|
|   | 2019                 | 2018         | Change       |
| (in thousands, except per gallon amounts)         |                      |              |              |
| <b>Refined products sales:</b>                    |                      |              |              |
| Revenues (1)(2)                                   | \$ 2,557,753         | \$ 1,874,260 | \$ 683,493   |
| Cost of sales-excluding impact of derivatives (3) | 2,533,156            | 1,636,046    | 897,110      |
| Cost of sales-derivative loss                     | 791                  | 1,715        | (924)        |
| Product margin                                    | 23,806               | 236,499      | (212,693)    |
| <b>Propane sales:</b>                             |                      |              |              |
| Revenues (1)                                      | 1,179,087            | 1,203,486    | (24,399)     |
| Cost of sales-excluding impact of derivatives     | 1,111,678            | 1,165,414    | (53,736)     |
| Cost of sales-derivative loss (gain)              | 5,856                | (5,577)      | 11,433       |
| Product margin                                    | 61,553               | 43,649       | 17,904       |
| <b>Butane sales:</b>                              |                      |              |              |
| Revenues (1)                                      | 637,076              | 562,066      | 75,010       |
| Cost of sales-excluding impact of derivatives     | 609,833              | 535,017      | 74,816       |
| Cost of sales-derivative (gain) loss              | (1,264)              | 19,616       | (20,880)     |
| Product margin                                    | 28,507               | 7,433        | 21,074       |
| <b>Other product sales:</b>                       |                      |              |              |
| Revenues (1)                                      | 869,468              | 806,239      | 63,229       |
| Cost of sales-excluding impact of derivatives     | 846,960              | 777,437      | 69,523       |
| Cost of sales-derivative (gain) loss              | (1,660)              | 1,294        | (2,954)      |
| Product margin                                    | 24,168               | 27,508       | (3,340)      |
| <b>Service revenues:</b>                          |                      |              |              |
| Revenues (1)                                      | 25,207               | 22,461       | 2,746        |
| Cost of sales                                     | 3,030                | 3,930        | (900)        |
| Product margin                                    | 22,177               | 18,531       | 3,646        |
| <b>Expenses:</b>                                  |                      |              |              |
| Operating expenses                                | 45,455               | 38,857       | 6,598        |
| General and administrative expenses               | 14,653               | 13,614       | 1,039        |
| Depreciation and amortization expense             | 26,628               | 25,609       | 1,019        |
| Loss on disposal or impairment of assets, net     | 64,187               | 87,404       | (23,217)     |
| Total expenses                                    | 150,923              | 165,484      | (14,561)     |
| Segment operating income                          | \$ 9,288             | \$ 168,136   | \$ (158,848) |

|  | Year Ended March 31, |           |            |
|--|----------------------|-----------|------------|
|  | 2019                 | 2018      | Change     |
| (in thousands, except per gallon amounts)                                      |                      |           |            |
| Liquids and Refined Products storage capacity - owned and leased (gallons) (4) | 400,409              | 441,572   | (41,163)   |
| Refined products sold (gallons)  | 1,243,494            | 1,038,450 | 205,044    |
| Refined products sold (\$/gallon)  | \$ 2.109             | \$ 1.821  | \$ 0.288   |
| Cost per refined products sold (\$/gallon)                                     | \$ 2.088             | \$ 1.798  | \$ 0.290   |
| Refined products product margin (\$/gallon)                                    | \$ 0.021             | \$ 0.023  | \$ (0.002) |
| Refined products inventory (gallons) (4)                                       | 4,536                | 6,426     | (1,890)    |
| Propane sold (gallons)   | 1,383,986            | 1,361,173 | 22,813     |
| Propane sold (\$/gallon)   | \$ 0.852             | \$ 0.884  | \$ (0.032) |
| Cost per propane sold (\$/gallon)  | \$ 0.807             | \$ 0.852  | \$ (0.045) |
| Propane product margin (\$/gallon)   | \$ 0.045             | \$ 0.032  | \$ 0.013   |
| Propane inventory (gallons) (4)  | 44,757               | 48,928    | (4,171)    |
| Propane storage capacity leased to third parties (gallons) (4)                 | 30,440               | 29,662    | 778        |
| Butane sold (gallons)  | 610,968              | 544,750   | 66,218     |
| Butane sold (\$/gallon)  | \$ 1.043             | \$ 1.032  | \$ 0.011   |
| Cost per butane sold (\$/gallon)   | \$ 0.996             | \$ 1.018  | \$ (0.022) |
| Butane product margin (\$/gallon)  | \$ 0.047             | \$ 0.014  | \$ 0.033   |
| Butane inventory (gallons) (4)   | 21,677               | 15,385    | 6,292      |
| Butane storage capacity leased to third parties (gallons) (4)                  | 62,185               | 51,660    | 10,525     |
| Other products sold (gallons)  | 647,599              | 632,119   | 15,480     |
| Other products sold (\$/gallon)  | \$ 1.343             | \$ 1.275  | \$ 0.068   |
| Cost per other products sold (\$/gallon)                                       | \$ 1.305             | \$ 1.232  | \$ 0.073   |
| Other products product margin (\$/gallon)                                      | \$ 0.038             | \$ 0.043  | \$ (0.005) |
| Other products inventory (gallons) (4)   | 52,082               | 18,632    | 33,450     |

- (1) Revenues include \$23.3 million and \$5.0 million of intersegment sales during the years ended March 31, 2019 and 2018, respectively, that are eliminated in our consolidated statements of operations.
- (2) Revenues include \$64.8 million and \$16.6 million of intersegment sales during the years ended March 31, 2019 and 2018, respectively, related to transactions with TPSL, Mid-Con and Gas Blending that are eliminated in our consolidated statements of operations.
- (3) Cost of sales include \$62.9 million and \$229.0 million of intersegment cost of sales during the years ended March 31, 2019 and 2018, respectively, related to transactions with TPSL, Mid-Con and Gas Blending that are eliminated in our consolidated statements of operations.
- (4) Information is presented as of March 31, 2019 and March 31, 2018, respectively.

*Refined Products Revenues and Cost of Sales-Excluding Impact of Derivatives.* The increases in revenues and cost of sales-excluding impact of derivatives were due to an increase in refined products prices and increased volumes. The increase in prices was due primarily to supply and demand for refined fuels at our wholesale locations. The increased volumes were due primarily to an expansion of our refined products operations and the continued demand for motor fuels. During the year ended March 31, 2019, Gulf Coast prices increased less than during the year ended March 31, 2018, which negatively affected our margins-excluding impact of derivatives.

*Refined Products-Derivative Loss.* Our margin during the year ended March 31, 2019 included a loss of \$0.8 million from our risk management activities due primarily to NYMEX futures prices increasing on our short future positions. Our margin during the year ended March 31, 2018 included a loss of \$1.7 million from our risk management activities due primarily to NYMEX futures prices increasing on our short future positions.

*Propane Sales and Cost of Sales-Excluding Impact of Derivatives.* The decreases in revenues and cost of sales-excluding impact of derivatives were due primarily to a decline in product pricing and lower railcar costs.



*Cost of Sales-Derivatives.* Our cost of wholesale propane sales included \$1.4 million of net unrealized losses on derivatives and \$4.4 million of net realized losses on derivatives during the year ended March 31, 2019. During the year ended March 31, 2018, our cost of wholesale propane sales included \$1.0 million of net unrealized gains on derivatives and \$4.6 million of net realized gains on derivatives.

Propane product margins per gallon of propane sold were higher during the year ended March 31, 2019 than during the year ended March 31, 2018 due to favorable market conditions.

*Butane Sales and Cost of Sales-Excluding Impact of Derivatives.* The increases in revenues and cost of sales-excluding impact of derivatives were due primarily to higher commodity prices in the first six months of the year, partially offset by declining commodity prices in the latter half of the year. Volumes increased due to favorable market conditions.

*Cost of Sales-Derivatives.* Our cost of butane sales during the year ended March 31, 2019 included \$1.5 million of net unrealized gains on derivatives and \$0.3 million of net realized losses on derivatives. Our cost of butane sales included \$0.5 million of net unrealized losses on derivatives and \$19.1 million of net realized losses on derivatives during the year ended March 31, 2018.

Butane product margins per gallon of butane sold were higher during the year ended March 31, 2019 than during the year ended March 31, 2018 due primarily to a strong pricing market and generally strong demand.

*Other Products Sales and Cost of Sales-Excluding Impact of Derivatives.* Other product volumes increase was facilitated by a price arbitrage allowing for products to be sold across markets. This was partially offset by a decrease in renewables revenues due to reduced volumes related to the loss of a marketing contract with E Energy Adams, LLC in December 2017.

*Cost of Sales-Derivatives.* Our cost of sales of other products included less than \$0.1 million of net unrealized gains on derivatives and \$1.6 million of net realized gains on derivatives during the year ended March 31, 2019. Our cost of sales of other products during the year ended March 31, 2018 included \$0.1 million of net unrealized gains on derivatives and \$1.4 million of net realized losses on derivatives.

Other product sales product margins during the year ended March 31, 2019 were higher primarily due to a strong pricing environment and higher than anticipated production. This was partially offset by a favorable margin in renewables for the year ended March 31, 2018 for the impact of the biodiesel tax credit being reinstated in February 2018 related to calendar year 2017.

*Service Revenues.* This revenue includes storage, terminaling and transportation services income. The increase during the year ended March 31, 2019 was primarily related to an increase in revenues at our Port Hudson terminal as well as high railcar fleet utilization.

*Operating and General and Administrative Expenses.* Expenses were higher due to an increase in employee commissions resulting from increased profit margins, increased expenses related to the Sawtooth joint venture, increased expenses in March related to our natural gas liquids terminal acquisition and a credit in the prior year for ad valorem taxes. These increases were partially offset by lower environmental expense during the year ended March 31, 2019, as a result of an insurance recovery we received related to a historical environmental indemnification agreement.

*Depreciation and Amortization Expense.* Expense for the current year was consistent with the prior year.

*Loss on Disposal or Impairment of Assets, Net.* During the years ended March 31, 2019 and 2018, we recorded goodwill impairment charges of \$66.2 million and \$116.9 million, respectively, within our natural gas liquids salt cavern storage reporting unit due to the decreased demand for natural gas liquid storage and resulting decline in revenues and earnings as compared to actual and projected results of prior and future periods. Also, during the year ended March 31, 2019, we recorded a gain of \$3.0 million on the sale of our approximately 20% interest in E Energy Adams, LLC. During the year ended March 31, 2018, we recognized \$30.1 million of the deferred gain from the sale of the general partner interest in TransMontaigne Partners L.P. in February 2016.

## Corporate and Other

The operating loss within “Corporate and Other” includes the following components for the periods indicated:

|   | Year Ended March 31, |             | Change     |
|---|----------------------|-------------|------------|
|   | 2019                 | 2018        |            |
|   | (in thousands)       |             |            |
| Other revenues:                               |                      |             |            |
| Revenues                                      | \$ 1,362             | \$ 1,174    | \$ 188     |
| Cost of sales                                 | 1,929                | 530         | 1,399      |
| (Loss) margin                                 | (567)                | 644         | (1,211)    |
| Expenses:                                     |                      |             |            |
| Operating expenses                            | 1,605                | 1,173       | 432        |
| General and administrative expenses           | 79,627               | 75,158      | 4,469      |
| Depreciation and amortization expense         | 3,018                | 3,779       | (761)      |
| Loss on disposal or impairment of assets, net | 889                  | 8           | 881        |
| Total expenses                                | 85,139               | 80,118      | 5,021      |
| Operating loss                                | \$ (85,706)          | \$ (79,474) | \$ (6,232) |

*General and Administrative Expenses.* The increase during the year ended March 31, 2019 was due primarily to higher equity-based compensation expense. During the year ended March 31, 2019, equity-based compensation expense was \$37.6 million, compared to \$35.2 million during the year ended March 31, 2018. The increase is primarily due to an increase in annual bonuses paid in common units of approximately \$7.0 million and the cancellation of our performance awards during the year ended March 31, 2019. This increase was partially offset by a decrease specifically related to our Service Awards of approximately \$4.2 million, which was primarily due to the vesting of Service Awards with higher grant date fair values during the year ended March 31, 2018. For further discussion of the Service Awards, see Note 10 to our consolidated financial statements included in this Annual Report. The increase in equity-based compensation was primarily offset by a decrease in legal expenses.

*Depreciation and Amortization Expense.* The decrease was due primarily to certain information technology equipment which was fully depreciated as of March 31, 2018.

*Loss on Disposal or Impairment of Assets, Net.* During the year ended March 31, 2019, we sold our 50% interest in Victory Propane and as consideration we received a promissory note from Victory Propane. We discounted the promissory note to its net present value and recorded a loss of \$0.9 million (see Note 13 to our consolidated financial statements included in this Annual Report).

### Equity in Earnings of Unconsolidated Entities

The decrease of \$5.0 million during the year ended March 31, 2019 was due primarily to the sale of our investments in Glass Mountain and E Energy Adams, LLC. On December 22, 2017, we sold our 50% interest in Glass Mountain and on May 3, 2018, we sold our approximately 20% interest in E Energy Adams, LLC. These decreases were partially offset by earnings from our 50% interest in a water services company that we acquired in August 2018. See Note 2 and Note 17 to our consolidated financial statements included in this Annual Report for a further discussion.

### Interest Expense

Interest expense includes interest charged on the revolving credit facilities, senior secured notes, and senior unsecured notes, as well as amortization of debt issuance costs, letter of credit fees, interest on equipment financing notes, and accretion of interest on non-interest bearing debt obligations. The decrease of \$34.4 million during the year ended March 31, 2019 was partially due to the repurchase of all senior secured notes on December 29, 2017. We also repurchased \$84.1 million of the 7.50% Senior Unsecured Notes Due 2023 and \$110.9 million of the 2025 Notes during the year ended March 31, 2018. Also contributing to the decrease is the October 16, 2018 redemption of the remaining outstanding 2021 Notes and the March 15, 2019 redemption of the remaining outstanding 2019 Notes. See Note 8 to our consolidated financial statements included in this Annual Report for a further discussion.

### **Loss on Early Extinguishment of Liabilities, Net**

During the year ended March 31, 2019, the net loss (inclusive of debt issuance costs written off) relates to the early extinguishment of a portion of the outstanding senior unsecured notes and the redemption of the 2019 Notes and 2021 Notes. During the year ended March 31, 2018, the net loss (inclusive of debt issuance costs written off) relates to the early extinguishment of all of the senior secured notes and a portion of the senior unsecured notes. See Note 8 to our consolidated financial statements included in this Annual Report for a further discussion.

### **Other (Expense) Income, Net**

The following table summarizes the components of other (expense) income, net for the periods indicated:

|                                     | Year Ended March 31, |                 |
|-------------------------------------|----------------------|-----------------|
|                                     | 2019                 | 2018            |
|                                     | (in thousands)       |                 |
| Interest income (1)                 | \$ 4,726             | \$ 5,697        |
| Gavilon legal matter settlement (2) | (34,788)             | —               |
| Other (3)                           | (356)                | 655             |
| Other (expense) income, net         | <u>\$ (30,418)</u>   | <u>\$ 6,352</u> |

- (1) During the year ended March 31, 2019, this relates primarily to a loan receivable associated with our interest in the construction of a natural gas liquids loading/unloading facility that is utilized by a third party. During the year ended March 31, 2018, this relates primarily to a loan receivable associated with our interest in the construction of a natural gas liquids loading/unloading facility that is utilized by a third party and a loan receivable with Victory Propane (see Note 13 to our consolidated financial statements included in this Annual Report for a further discussion).
- (2) Represents the accrual for the estimated cost of the settlement of the Gavilon legal matter (see Note 9 to our consolidated financial statements included in this Annual Report for a further discussion).
- (3) During the year ended March 31, 2019, this relates primarily to unrealized losses on marketable securities. During the year ended March 31, 2018, this relates primarily to proceeds from a litigation settlement.

### **Income Tax Expense**

Income tax expense was \$1.2 million during the year ended March 31, 2019, compared to income tax expense of \$1.4 million during the year ended March 31, 2018. See Note 2 to our consolidated financial statements included in this Annual Report for a further discussion.

### **Noncontrolling Interests - Redeemable and Non-redeemable**

The increase in the noncontrolling interest loss of \$21.9 million during the year ended March 31, 2019 was due primarily to a loss from operations of the Sawtooth joint venture, in which we sold a 28.5% interest in March 2018.

### **Non-GAAP Financial Measures**

In addition to financial results reported in accordance with accounting principles generally accepted in the United States (“GAAP”), we have provided the non-GAAP financial measures of EBITDA and Adjusted EBITDA. These non-GAAP financial measures are not intended to be a substitute for those reported in accordance with GAAP. These measures may be different from non-GAAP financial measures used by other entities, even when similar terms are used to identify such measures.

We define EBITDA as net income (loss) attributable to NGL Energy Partners LP, plus interest expense, income tax expense (benefit), and depreciation and amortization expense. We define Adjusted EBITDA as EBITDA excluding net unrealized gains and losses on derivatives, lower of cost or net realizable value adjustments, gains and losses on disposal or impairment of assets, gains and losses on early extinguishment of liabilities, equity-based compensation expense, acquisition expense, revaluation of liabilities, certain legal settlements and other. We also include in Adjusted EBITDA certain inventory valuation adjustments related to the TPSL, Mid-Con, and Gas Blending businesses, which are included in discontinued operations, and certain refined products businesses within our Liquids and Refined Products segment, as discussed below.

EBITDA and Adjusted EBITDA should not be considered alternatives to net (loss) income, loss from continuing operations before income taxes, cash flows from operating activities, or any other measure of financial performance calculated in accordance with GAAP, as those items are used to measure operating performance, liquidity or the ability to service debt obligations. We believe that EBITDA provides additional information to investors for evaluating our ability to make quarterly distributions to our unitholders and is presented solely as a supplemental measure. We believe that Adjusted EBITDA provides additional information to investors for evaluating our financial performance without regard to our financing methods, capital structure and historical cost basis. Further, EBITDA and Adjusted EBITDA, as we define them, may not be comparable to EBITDA, Adjusted EBITDA, or similarly titled measures used by other entities.

Other than for the TPSL, Mid-Con, and Gas Blending businesses, which are included in discontinued operations, and certain businesses within our Liquids and Refined Products segment, for purposes of our Adjusted EBITDA calculation, we make a distinction between realized and unrealized gains and losses on derivatives. During the period when a derivative contract is open, we record changes in the fair value of the derivative as an unrealized gain or loss. When a derivative contract matures or is settled, we reverse the previously recorded unrealized gain or loss and record a realized gain or loss. We do not draw such a distinction between realized and unrealized gains and losses on derivatives of the TPSL, Mid-Con, and Gas Blending businesses, which are included in discontinued operations, and certain businesses within our Liquids and Refined Products segment. The primary hedging strategy of these businesses is to hedge against the risk of declines in the value of inventory over the course of the contract cycle, and many of the hedges are six months to one year in duration at inception. The “inventory valuation adjustment” row in the reconciliation table reflects the difference between the market value of the inventory of these businesses at the balance sheet date and its cost, adjusted for the impact of seasonal market movements related to our base inventory and the related hedge. We include this in Adjusted EBITDA because the unrealized gains and losses associated with derivative contracts associated with the inventory of this segment, which are intended primarily to hedge inventory holding risk and are included in net income, also affect Adjusted EBITDA.

The following table reconciles net (loss) income to EBITDA and Adjusted EBITDA:

|   | <b>Year Ended March 31,</b> |                   |                   |
|---|-----------------------------|-------------------|-------------------|
|   | <b>2020</b>                 | <b>2019</b>       | <b>2018</b>       |
|   | <b>(in thousands)</b>       |                   |                   |
| Net (loss) income   | \$ (398,780)                | \$ 339,395        | \$ (69,605)       |
| Less: Net loss (income) attributable to noncontrolling interests            | 1,773                       | 20,206            | (240)             |
| Less: Net loss (income) attributable to redeemable noncontrolling interests | —                           | 446               | (1,030)           |
| Net (loss) income attributable to NGL Energy Partners LP                    | (397,007)                   | 360,047           | (70,875)          |
| Interest expense  | 181,357                     | 164,879           | 199,747           |
| Income tax expense  | 365                         | 2,222             | 1,458             |
| Depreciation and amortization   | 265,147                     | 224,547           | 266,525           |
| EBITDA  | 49,862                      | 751,695           | 396,855           |
| Net unrealized (gains) losses on derivatives                                | (38,557)                    | (17,296)          | 15,883            |
| Inventory valuation adjustment (1)  | (29,676)                    | (5,203)           | 11,033            |
| Lower of cost or net realizable value adjustments                           | 31,202                      | 2,695             | 399               |
| Loss (gain) on disposal or impairment of assets, net                        | 464,483                     | (393,554)         | (105,313)         |
| (Gain) loss on early extinguishment of liabilities, net                     | (1,341)                     | 12,340            | 23,201            |
| Equity-based compensation expense (2)                                       | 26,510                      | 41,367            | 35,241            |
| Acquisition expense (3)   | 19,722                      | 9,780             | 263               |
| Revaluation of liabilities (4)  | 9,194                       | (5,373)           | 20,607            |
| Gavilon legal matter settlement (5)   | —                           | 34,788            | —                 |
| Other (6)   | 15,788                      | 9,203             | 10,081            |
| Adjusted EBITDA   | <u>\$ 547,187</u>           | <u>\$ 440,442</u> | <u>\$ 408,250</u> |
| Adjusted EBITDA - Discontinued Operations (7)                               | <u>\$ (42,270)</u>          | <u>\$ 21,292</u>  | <u>\$ 136,444</u> |
| Adjusted EBITDA - Continuing Operations                                     | <u>\$ 589,457</u>           | <u>\$ 419,150</u> | <u>\$ 271,806</u> |

(1) Amount reflects the difference between the market value of the inventory at the balance sheet date and its cost, adjusted for the impact of seasonal market movements related to our base inventory and the related hedge. See “Non-GAAP Financial Measures” section above for a further discussion.

- (2) Equity-based compensation expense in the table above may differ from equity-based compensation expense reported in Note 10 to our consolidated financial statements included in this Annual Report. Amounts reported in the table above include expense accruals for bonuses expected to be paid in common units, whereas the amounts reported in Note 10 to our consolidated financial statements only include expenses associated with equity-based awards that have been formally granted.
- (3) Amounts represent expenses we incurred related to legal and advisory costs associated with acquisitions, including Mesquite and Hillstone, along with amounts accrued related to the LCT Capital, LLC legal matter (see Note 9 to our consolidated financial statements included in this Annual Report), partially offset by reimbursement for certain legal costs incurred in prior periods.
- (4) Amount for the year ended March 31, 2020 represents the non-cash valuation adjustment of our contingent consideration liability issued by us as part of our acquisition of Mesquite (see Note 4 to our consolidated financial statements included in this Annual Report), partially offset by the non-cash valuation adjustment of contingent consideration liabilities, offset by the cash payments, related to royalty agreements acquired as part of acquisitions in our Water Solutions segment. Amounts for the years ended March 31, 2019 and 2018 represent the non-cash valuation adjustment of contingent consideration liabilities, offset by the cash payments, related to royalty agreements acquired as part of acquisitions in our Water Solutions segment.
- (5) Represents the accrual for the estimated cost of the settlement of the Gavilon legal matter (see Note 9 to our consolidated financial statements included in this Annual Report). We have excluded this amount from Adjusted EBITDA as it relates to transactions that occurred prior to our acquisition of Gavilon LLC in December 2013.
- (6) Amounts for the years ended March 31, 2020 and 2019 represent non-cash operating expenses related to our Grand Mesa Pipeline, unrealized losses on marketable securities and accretion expense for asset retirement obligations. Amount for the year ended March 31, 2018 represents non-cash operating expenses related to our Grand Mesa Pipeline, an adjustment to inventory related to prior periods and accretion expense for asset retirement obligations.
- (7) Amounts include the operations of TPSL, Gas Blending, Mid-Con and our former Retail Propane segment.

The following tables reconcile depreciation and amortization amounts per the EBITDA table above to depreciation and amortization amounts reported in our consolidated statements of operations and consolidated statements of cash flows for the periods indicated:

|  | <b>Year Ended March 31,</b> |                   |                   |
|--|-----------------------------|-------------------|-------------------|
|  | <b>2020</b>                 | <b>2019</b>       | <b>2018</b>       |
|  | <b>(in thousands)</b>       |                   |                   |
| <b>Reconciliation to consolidated statements of operations:</b>                |                             |                   |                   |
| Depreciation and amortization per EBITDA table                                 | \$ 265,147                  | \$ 224,547        | \$ 266,525        |
| Intangible asset amortization recorded to cost of sales                        | (349)                       | (486)             | (966)             |
| Depreciation and amortization of unconsolidated entities                       | (561)                       | (331)             | (8,706)           |
| Depreciation and amortization attributable to noncontrolling interests         | 3,535                       | 2,921             | 497               |
| Depreciation and amortization attributable to discontinued operations          | (2,460)                     | (14,678)          | (48,952)          |
| <b>Depreciation and amortization per consolidated statements of operations</b> | <b>\$ 265,312</b>           | <b>\$ 211,973</b> | <b>\$ 208,398</b> |
| <b>Reconciliation to consolidated statements of cash flows:</b>                |                             |                   |                   |
| Depreciation and amortization per EBITDA table                                 | \$ 265,147                  | \$ 224,547        | \$ 266,525        |
| Amortization of debt issuance costs recorded to interest expense               | 10,901                      | 9,215             | 10,619            |
| Amortization of royalty expense recorded to operating expense                  | 286                         | —                 | —                 |
| Depreciation and amortization of unconsolidated entities                       | (561)                       | (331)             | (8,706)           |
| Depreciation and amortization attributable to noncontrolling interests         | 3,535                       | 2,921             | 497               |
| Depreciation and amortization attributable to discontinued operations          | (2,460)                     | (14,678)          | (48,952)          |
| <b>Depreciation and amortization per consolidated statements of cash flows</b> | <b>\$ 276,848</b>           | <b>\$ 221,674</b> | <b>\$ 219,983</b> |

The following table reconciles interest expense per the EBITDA table above to interest expense reported in our consolidated statements of operations for the periods indicated:

|  | Year Ended March 31, |                   |                   |
|--|----------------------|-------------------|-------------------|
|  | 2020                 | 2019              | 2018              |
|  | (in thousands)       |                   |                   |
| Interest expense per EBITDA table                          | \$ 181,357           | \$ 164,879        | \$ 199,747        |
| Interest expense attributable to unconsolidated entities   | (62)                 | (14)              | (149)             |
| Interest expense attributable to discontinued operations   | (111)                | (140)             | (449)             |
| Interest expense per consolidated statements of operations | <u>\$ 181,184</u>    | <u>\$ 164,725</u> | <u>\$ 199,149</u> |

The following table summarizes additional amounts attributable to discontinued operations in the EBITDA table above for the periods indicated:

|  | Year Ended March 31, |              |             |
|--|----------------------|--------------|-------------|
|  | 2020                 | 2019         | 2018        |
|  | (in thousands)       |              |             |
| Income tax expense                                   | \$ 20                | \$ 989       | \$ 104      |
| Net unrealized losses on derivatives                 | \$ —                 | \$ 78        | \$ —        |
| Inventory valuation adjustment                       | \$ (27,526)          | \$ (4,419)   | \$ 12,054   |
| Lower of cost or realizable value adjustments        | \$ (991)             | \$ 1,419     | \$ (11)     |
| Loss (gain) on disposal or impairment of assets, net | \$ 203,990           | \$ (408,964) | \$ (89,275) |

The following tables reconcile operating income (loss) to Adjusted EBITDA by segment for the periods indicated.

|   | Year Ended March 31, 2020 |                    |                                    |                           |                          |  |                   |
|---|---------------------------|--------------------|------------------------------------|---------------------------|--------------------------|--|-------------------|
|   | Crude Oil<br>Logistics    | Water<br>Solutions | Liquids and<br>Refined<br>Products | Corporate<br>and<br>Other | Continuing<br>Operations | Discontinued<br>Operations (TPSL,<br>Mid-Con, Gas<br>Blending) | Consolidated      |
|   | (in thousands)            |                    |                                    |                           |                          |  |                   |
| Operating income (loss)                                 | \$ 117,768                | \$ (173,064)       | \$ 142,411                         | \$ (90,447)               | \$ (3,332)               | \$ —   | \$ (3,332)        |
| Depreciation and amortization                           | 70,759                    | 163,588            | 27,930                             | 3,035                     | 265,312                  | —  | 265,312           |
| Amortization recorded to cost of sales                  | —                         | —                  | 349                                | —                         | 349                      | —  | 349               |
| Net unrealized (gains) losses on derivatives            | (11,315)                  | (29,861)           | 2,619                              | —                         | (38,557)                 | —  | (38,557)          |
| Inventory valuation adjustment                          | —                         | —                  | (2,150)                            | —                         | (2,150)                  | —  | (2,150)           |
| Lower of cost or net realizable value adjustments       | 29,469                    | —                  | 2,724                              | —                         | 32,193                   | —  | 32,193            |
| (Gain) loss on disposal or impairment of assets, net    | (1,144)                   | 255,285            | 7,645                              | —                         | 261,786                  | —  | 261,786           |
| Equity-based compensation expense                       | —                         | —                  | —                                  | 26,510                    | 26,510                   | —  | 26,510            |
| Acquisition expense                                     | —                         | 4,079              | —                                  | 15,643                    | 19,722                   | —  | 19,722            |
| Other income (expense), net                             | 717                       | (448)              | 21                                 | 1,394                     | 1,684                    | —  | 1,684             |
| Adjusted EBITDA attributable to unconsolidated entities | —                         | 2,152              | 24                                 | (263)                     | 1,913                    | —  | 1,913             |
| Adjusted EBITDA attributable to noncontrolling interest | —                         | (1,210)            | (1,842)                            | —                         | (3,052)                  | —  | (3,052)           |
| Revaluation of liabilities                              | —                         | 9,194              | —                                  | —                         | 9,194                    | —  | 9,194             |
| Intersegment transactions (1)                           | —                         | —                  | 2,099                              | —                         | 2,099                    | —  | 2,099             |
| Other   | 12,965                    | 2,607              | 214                                | —                         | 15,786                   | —  | 15,786            |
| Discontinued operations                                 | —                         | —                  | —                                  | —                         | —                        | (42,270)   | (42,270)          |
| Adjusted EBITDA   | <u>\$ 219,219</u>         | <u>\$ 232,322</u>  | <u>\$ 182,044</u>                  | <u>\$ (44,128)</u>        | <u>\$ 589,457</u>        | <u>\$ (42,270)</u>   | <u>\$ 547,187</u> |

Year Ended March 31, 2019

|   | Discontinued Operations |                    |                                    |                           |                          |                                |                   | Consolidated      |
|---|-------------------------|--------------------|------------------------------------|---------------------------|--------------------------|--------------------------------|-------------------|-------------------|
|   | Crude Oil<br>Logistics  | Water<br>Solutions | Liquids and<br>Refined<br>Products | Corporate<br>and<br>Other | Continuing<br>Operations | TPSL, Mid-Con,<br>Gas Blending | Retail<br>Propane |                   |
| (in thousands)  |                         |                    |                                    |                           |                          |                                |                   |                   |
| Operating (loss) income                                       | \$ (7,379)              | \$ 210,525         | \$ 9,288                           | \$ (85,706)               | \$ 126,728               | \$ —                           | \$ —              | \$ 126,728        |
| Depreciation and<br>amortization                              | 74,165                  | 108,162            | 26,628                             | 3,018                     | 211,973                  | —                              | —                 | 211,973           |
| Amortization recorded to<br>cost of sales                     | 80                      | —                  | 406                                | —                         | 486                      | —                              | —                 | 486               |
| Net unrealized gains on<br>derivatives                        | (1,725)                 | (15,521)           | (129)                              | —                         | (17,375)                 | —                              | —                 | (17,375)          |
| Inventory valuation<br>adjustment                             | —                       | —                  | (784)                              | —                         | (784)                    | —                              | —                 | (784)             |
| Lower of cost or net<br>realizable value adjustments          | —                       | —                  | 1,276                              | —                         | 1,276                    | —                              | —                 | 1,276             |
| Loss (gain) on disposal or<br>impairment of assets, net       | 107,424                 | (138,204)          | 64,187                             | 889                       | 34,296                   | —                              | —                 | 34,296            |
| Equity-based compensation<br>expense                          | —                       | —                  | —                                  | 41,367                    | 41,367                   | —                              | —                 | 41,367            |
| Acquisition expense   | —                       | 3,490              | 161                                | 6,176                     | 9,827                    | —                              | —                 | 9,827             |
| Other income (expense), net                                   | 21                      | (1)                | (330)                              | (30,108)                  | (30,418)                 | —                              | —                 | (30,418)          |
| Adjusted EBITDA<br>attributable to<br>unconsolidated entities | —                       | 2,396              | 481                                | —                         | 2,877                    | —                              | —                 | 2,877             |
| Adjusted EBITDA<br>attributable to<br>noncontrolling interest | —                       | (166)              | (1,481)                            | —                         | (1,647)                  | —                              | —                 | (1,647)           |
| Revaluation of liabilities                                    | —                       | (5,373)            | —                                  | —                         | (5,373)                  | —                              | —                 | (5,373)           |
| Gavilon legal matter<br>settlement                            | —                       | —                  | —                                  | 34,788                    | 34,788                   | —                              | —                 | 34,788            |
| Intersegment transactions<br>(1)                              | —                       | —                  | 1,926                              | —                         | 1,926                    | —                              | —                 | 1,926             |
| Other   | 8,274                   | 436                | 493                                | —                         | 9,203                    | —                              | —                 | 9,203             |
| Discontinued operations                                       | —                       | —                  | —                                  | —                         | —                        | 16,827                         | 4,465             | 21,292            |
| Adjusted EBITDA   | <u>\$ 180,860</u>       | <u>\$ 165,744</u>  | <u>\$ 102,122</u>                  | <u>\$ (29,576)</u>        | <u>\$ 419,150</u>        | <u>\$ 16,827</u>               | <u>\$ 4,465</u>   | <u>\$ 440,442</u> |

Year Ended March 31, 2018

|   | Crude Oil<br>Logistics | Water<br>Solutions | Liquids and<br>Refined<br>Products | Corporate<br>and<br>Other | Continuing<br>Operations | Discontinued Operations        |                   | Consolidated      |
|---|------------------------|--------------------|------------------------------------|---------------------------|--------------------------|--------------------------------|-------------------|-------------------|
|   |                        |                    |                                    |                           |                          | TPSL, Mid-Con,<br>Gas Blending | Retail<br>Propane |                   |
| (in thousands)  |                        |                    |                                    |                           |                          |                                |                   |                   |
| Operating income (loss)                                       | \$ 122,904             | \$ (24,231)        | \$ 168,136                         | \$ (79,474)               | \$ 187,335               | \$ —                           | \$ —              | \$ 187,335        |
| Depreciation and<br>amortization                              | 80,387                 | 98,623             | 25,609                             | 3,779                     | 208,398                  | —                              | —                 | 208,398           |
| Amortization recorded to<br>cost of sales                     | 338                    | —                  | 628                                | —                         | 966                      | —                              | —                 | 966               |
| Net unrealized losses<br>(gains) on derivatives               | 2,766                  | 13,694             | (577)                              | —                         | 15,883                   | —                              | —                 | 15,883            |
| Inventory valuation<br>adjustment                             | —                      | —                  | (1,021)                            | —                         | (1,021)                  | —                              | —                 | (1,021)           |
| Lower of cost or net<br>realizable value adjustments          | —                      | —                  | 410                                | —                         | 410                      | —                              | —                 | 410               |
| (Gain) loss on disposal or<br>impairment of assets, net       | (111,393)              | 6,863              | 87,404                             | 8                         | (17,118)                 | —                              | —                 | (17,118)          |
| Equity-based compensation<br>expense                          | —                      | —                  | —                                  | 35,241                    | 35,241                   | —                              | —                 | 35,241            |
| Acquisition expense   | —                      | —                  | —                                  | 263                       | 263                      | —                              | —                 | 263               |
| Other income, net   | 535                    | 211                | 108                                | 5,498                     | 6,352                    | —                              | —                 | 6,352             |
| Adjusted EBITDA<br>attributable to<br>unconsolidated entities | 11,507                 | 579                | 4,308                              | —                         | 16,394                   | —                              | —                 | 16,394            |
| Adjusted EBITDA<br>attributable to<br>noncontrolling interest | —                      | (737)              | —                                  | —                         | (737)                    | —                              | —                 | (737)             |
| Revaluation of liabilities                                    | —                      | 20,607             | —                                  | —                         | 20,607                   | —                              | —                 | 20,607            |
| Intersegment transactions<br>(1)                              | —                      | —                  | (212,330)                          | —                         | (212,330)                | —                              | —                 | (212,330)         |
| Other   | 10,617                 | 461                | 85                                 | —                         | 11,163                   | —                              | —                 | 11,163            |
| Discontinued operations                                       | —                      | —                  | —                                  | —                         | —                        | 26,234                         | 110,210           | 136,444           |
| Adjusted EBITDA   | <u>\$ 117,661</u>      | <u>\$ 116,070</u>  | <u>\$ 72,760</u>                   | <u>\$ (34,685)</u>        | <u>\$ 271,806</u>        | <u>\$ 26,234</u>               | <u>\$ 110,210</u> | <u>\$ 408,250</u> |

(1) Amount reflects the transactions with TPSL, Mid-Con and Gas Blending that are eliminated in consolidation.

## Liquidity, Sources of Capital and Capital Resource Activities

### General

Our principal sources of liquidity and capital resource requirements are the cash flows from our operations, borrowings under our Revolving Credit Facility, debt issuances and the issuance of common and preferred units. We expect our primary cash outflows to be related to capital expenditures, interest and repayment of debt maturities and distributions paid to both preferred and common unitholders. On April 27, 2020, we announced a decrease in our quarterly distributions paid to our common unitholders from \$0.39 per common unit to \$0.20 per common unit. This approximately \$100 million reduction, on an annualized basis, is expected to increase liquidity and de-lever the balance sheet. We also announced a reduction in expected capital spending for growth and maintenance expenditures for fiscal year 2021.

We believe that our anticipated cash flows from operations and the borrowing capacity under the Revolving Credit Facility will be sufficient to meet our liquidity needs. Our borrowing needs vary during the year due in part to the seasonal nature certain businesses within our Liquids and Refined Products segment. Our greatest working capital borrowing needs generally occur during the period of June through December, when we are building our natural gas liquids inventories in



anticipation of the butane blending and heating seasons. Our working capital borrowing needs generally decline during the period of January through March, when the cash inflows from our Liquids and Refined Products segment are the greatest.

### ***Cash Management***

We manage cash by utilizing a centralized cash management program that concentrates the cash assets of our operating subsidiaries in joint accounts for the purposes of providing financial flexibility and lowering the cost of borrowing, transaction costs and bank fees. Our centralized cash management program provides that funds in excess of the daily needs of our operating subsidiaries are concentrated, consolidated or otherwise made available for use by other entities within our consolidated group. All of our wholly-owned operating subsidiaries participate in this program. Under the cash management program, depending on whether a participating subsidiary has short-term cash surpluses or cash requirements, we provide cash to the subsidiary or the subsidiary provides cash to us.

### ***Short-Term Liquidity***

Our principal sources of short-term liquidity consist of cash generated from operating activities and borrowings under our \$1.915 billion credit agreement (“Credit Agreement”), which consisted of a revolving credit facility with a capacity of \$641.5 million for cash borrowings and letters of credit, which is subject to a monthly borrowing base, (the “Working Capital Facility”) and a revolving credit facility to fund acquisitions and expansion projects, as well as general corporate requirements with a capacity of \$1.273 billion (the “Expansion Capital Facility”). On April 27, 2020, we amended our Credit Agreement to reallocate availability between the two revolving credit facilities. We reduced the capacity of the Working Capital Facility to \$350.0 million and increased the Expansion Capital Facility to \$1.565 billion. This change was due to reduced working capital borrowing needs going forward due to the sale of the TPSL, Mid-Con and Gas Blending refined products businesses. The commitments under the Credit Agreement expire on October 5, 2021.

As of March 31, 2020, we were in, and expect to remain in, compliance with all covenants of our Credit Agreement.

As of March 31, 2020, our current liabilities exceeded our current assets by approximately \$71.7 million. We expect to be able to finance this difference either through cash flows from operations or borrowings under our Revolving Credit Facility.

For additional information related to our Credit Agreement, see Note 8 to our consolidated financial statements included in this Annual Report.

### ***Long-Term Financing***

In addition to our principal sources of short-term liquidity discussed above, we expect to fund our longer-term financing requirements by issuing long-term notes, loans from financial institutions, issuing common units, issuing preferred units, asset securitizations or the sale of assets.

#### ***Debt Issuances***

On April 9, 2019, we issued \$450.0 million of 7.50% Senior Unsecured Notes Due 2026 (the “2026 Notes”) in a private placement. Interest is payable on April 15 and October 15 of each year, beginning on October 15, 2019. We received net proceeds of \$442.1 million, after the initial purchasers’ discount of \$6.8 million and offering costs of \$1.1 million.

On July 2, 2019, we entered into a term credit agreement (the “Term Credit Agreement”) with Toronto Dominion (Texas) LLC for a \$250.0 million term loan facility, to assist in the financing of the acquisition of Mesquite. Toronto Dominion (Texas) LLC and certain of its affiliates are also lenders under our Credit Agreement. The commitments under the Term Credit Agreement expire on July 2, 2024, however, the cost associated with this facility increases if it remains in place beyond July 2, 2020.

On November 27, 2019, Sawtooth, a joint venture in which we own approximately a 71.5% interest, entered into a credit agreement with Zions Bancorporation (doing business as “Amegy Bank”). The Sawtooth credit agreement has a capacity of \$20.0 million. The commitments under the Sawtooth credit agreement expire on November 27, 2022.

#### ***Debt Repurchases***

During the year ended March 31, 2020, we repurchased \$1.8 million of our 2025 Notes.

See Note 8 to our consolidated financial statements included in this Annual Report for a detailed description of our long-term debt.

### Equity Issuances

On April 2, 2019, we issued 1,800,000 of our 9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (“Class C Preferred Units”) representing limited partner interests at a price of \$25.00 per unit for net proceeds of \$42.9 million.

On July 2, 2019, we completed a private placement of an aggregate of 400,000 preferred units (“Class D Preferred Units”) and warrants exercisable to purchase an aggregate of 17,000,000 common units for net proceeds of approximately \$385.4 million. Proceeds from this issuance of Class D Preferred Units were used to fund a portion of the purchase price for the Mesquite acquisition.

On October 31, 2019, we completed a private placement of an aggregate of 200,000 Class D Preferred Units and warrants exercisable to purchase an aggregate of 8,500,000 common units for net proceeds of approximately \$194.7 million. Proceeds from this issuance of Class D Preferred Units were used to fund a portion of the purchase price for the Hillstone acquisition.

For a further discussion of our preferred issuances, see Note 10 to our consolidated financial statements included in this Annual Report.

### Capital Expenditures, Acquisitions and Other Investments

The following table summarizes expansion and maintenance capital expenditures (which excludes additions for tank bottoms and line fill and has been prepared on the accrual basis), acquisitions and other investments for the periods indicated. Amounts in the table below include capital expenditures and acquisitions related to TPSL and our former Retail Propane segment. There are no capital expenditures or acquisitions related to Mid-Con and Gas Blending.

| Year Ended March 31, | Capital Expenditures |                 |              | Acquisitions (3) | Other Investments (4) |
|----------------------|----------------------|-----------------|--------------|------------------|-----------------------|
|                      | Expansion (1)        | Maintenance (2) |              |                  |                       |
|                      | (in thousands)       |                 |              |                  |                       |
| 2020                 | \$ 571,154           | \$ 61,353       | \$ 1,268,474 | \$ 21,218        |                       |
| 2019                 | \$ 418,920           | \$ 49,177       | \$ 348,836   | \$ 389           |                       |
| 2018                 | \$ 155,213           | \$ 37,713       | \$ 50,417    | \$ 27,889        |                       |

(1) Amounts for the years ended March 31, 2020, 2019 and 2018 include \$49.1 million, \$63.6 million and \$23.1 million, respectively, of transactions classified as acquisitions of assets. See Note 4 to our consolidated financial statements included in this Annual Report for a further discussion of the transactions classified as acquisitions of assets completed during the year ended March 31, 2020. Amount for the year ended March 31, 2018 includes intangible assets received as consideration as part of the Sawtooth joint venture transaction (see Note 17 to our consolidated financial statements included in this Annual Report). Amounts for the years ended March 31, 2019 and 2018 include \$0.4 million and \$8.5 million, respectively, related to our former Retail Propane segment. Amount for the year ended March 31, 2019 includes less than \$0.1 million related to TPSL. There were no amounts related to TPSL for the years ended March 31, 2020 and 2018.

(2) Amounts for the years ended March 31, 2019 and 2018 include \$3.8 million and \$14.0 million, respectively, related to our former Retail Propane segment. There were no amounts related to TPSL for the years ended March 31, 2020, 2019 or 2018.

(3) Amounts for the years ended March 31, 2019 and 2018 include \$31.9 million and \$30.5 million, respectively, related to our former Retail Propane segment. Amount for the year ended March 31, 2019 includes \$16.3 million related to TPSL. There were no amounts related to TPSL for the years ended March 31, 2020 and 2018.

(4) Amounts for the years ended March 31, 2020, 2019 and 2018 primarily related to contributions made to unconsolidated entities and the purchase of membership interests in a water services and land company as described in Note 4 to our consolidated financial statements included in this Annual Report. There were no amounts for the years ended March 31, 2020, 2019 or 2018 related to TPSL. There were no amounts for the years ended March 31, 2019 or 2018 related to our former Retail Propane segment.

As mentioned above, we announced a reduction in expected capital spending for growth and maintenance expenditures for fiscal year 2021.

## Distributions Declared

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash (as defined in our partnership agreement) to unitholders as of the record date. See further discussion of our cash distribution policy in Item 5. Market for Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities included in this Annual Report.

On March 16, 2020, the board of directors of our general partner declared a distribution on the 9.00% Class B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units ("Class B Preferred Units") and the Class C Preferred Units for the three months ended March 31, 2020 of \$7.1 million and \$1.1 million, respectively. The distributions were paid on April 15, 2020.

On April 27, 2020, the board of directors of our general partner declared a distribution on the common units and the Class D Preferred Units of \$25.8 million and \$6.9 million, respectively, for the holders of record on May 7, 2020. The distributions were paid on May 15, 2020.

For a further discussion of our distributions, see Note 10 to our consolidated financial statements included in this Annual Report.

## Cash Flows

The following table summarizes the sources (uses) of our cash flows from continuing operations for the periods indicated:

| Cash Flows Provided by (Used in):  | Year Ended March 31, |              |              |
|--|----------------------|--------------|--------------|
|  | 2020                 | 2019         | 2018         |
|  | (in thousands)       |              |              |
| Operating activities, before changes in operating assets and liabilities | \$ 342,736           | \$ 227,906   | \$ 298,456   |
| Changes in operating assets and liabilities                              | 39,690               | (76,383)     | 1,892        |
| Operating activities-continuing operations                               | \$ 382,426           | \$ 151,523   | \$ 300,348   |
| Investing activities-continuing operations                               | \$ (1,737,620)       | \$ (404,515) | \$ 166,635   |
| Financing activities-continuing operations                               | \$ 978,833           | \$ (793,920) | \$ (390,445) |

*Operating Activities-Continuing Operations.* The seasonality of our Liquids and Refined Products business has a significant effect on our cash flows from operating activities. Increases in natural gas liquids prices typically reduce our operating cash flows due to higher cash requirements to fund increases in inventories, and decreases in natural gas liquids prices typically increase our operating cash flows due to lower cash requirements to fund increases in inventories. In our Liquids and Refined Products business, we typically experience operating losses or lower operating income during our first and second quarters, or the six months ending September 30, as a result of lower volumes of natural gas liquids sales and when we are building our inventory levels for the upcoming butane blending and heating seasons. The heating season runs through the six months ending March 31. We borrow under the Revolving Credit Facility to supplement our operating cash flows during the periods in which we are building inventory. Our operations, and as a result our cash flows, are also impacted by positive and negative movements in commodity prices, which cause fluctuations in the value of inventory, accounts receivable and payables, due to increases and decreases in revenues and cost of sales. The increase in net cash provided by operating activities during the year ended March 31, 2020 was due primarily to fluctuations in the value of accounts receivable and accounts payable during the year ended March 31, 2020. The decrease in net cash provided by operating activities during the year ended March 31, 2019 was due primarily to fluctuations in the value of inventory, other current and noncurrent assets and accounts payable during the year ended March 31, 2019.

*Investing Activities-Continuing Operations.* Net cash used in investing activities was \$1.7 billion during the year ended March 31, 2020, compared to net cash used in investing activities of \$404.5 million during the year ended March 31, 2019. The increase in net cash used in investing activities was due primarily to:

- a \$988.7 million increase in cash paid for acquisitions, primarily for Mesquite and Hillstone, and investments in unconsolidated entities during the year ended March 31, 2020;
- \$335.8 million in proceeds from the sales of our Bakken and South Pecos water disposal businesses and our approximately 20% interest in E Energy Adams, LLC during the year ended March 31, 2019; and

- an increase in capital expenditures from \$455.6 million during the year ended March 31, 2019 to \$555.7 million during the year ended March 31, 2020 due primarily to expansion projects in our Delaware Basin system in the Water Solutions segment.

These increases in net cash used in investing activities were partially offset by a \$96.9 million increase in cash flows to settle derivatives.

Net cash used in investing activities was \$404.5 million during the year ended March 31, 2019, compared to net cash provided by investing activities of \$166.6 million during the year ended March 31, 2018. The increase in net cash used in investing activities was due primarily to:

- an increase in capital expenditures from \$133.8 million during the year ended March 31, 2018 to \$455.6 million during the year ended March 31, 2019 due primarily to capital expenditures for expansion projects in our Water Solutions segment; and
- a \$280.7 million increase in cash paid for acquisitions during the year ended March 31, 2019.

These increases in net cash used in investing activities were partially offset by a \$28.9 million decrease in payments to settle derivatives.

*Financing Activities-Continuing Operations.* Net cash provided by financing activities was \$978.8 million during the year ended March 31, 2020, compared to net cash used in financing activities of \$793.9 million during the year ended March 31, 2019. The increase in net cash provided by financing activities was due primarily to:

- repurchases of \$737.1 million of our senior unsecured notes during the year ended March 31, 2019;
- \$622.4 million in net proceeds from the issuance of the Class C Preferred Units and Class D Preferred Units during the year ended March 31, 2020;
- \$450.0 million in proceeds from the issuance of the 2026 Notes during the year ended March 31, 2020;
- \$250.0 million in proceeds from the Term Credit Agreement during the year ended March 31, 2020; and
- an increase of \$97.5 million in borrowings on the Revolving Credit Facility (net of repayments) during the year ended March 31, 2020.

These increases in net cash provided by financing activities were partially offset by:

- \$265.1 million in payments for the redemption of the 10.75% Class A Convertible Preferred Units during the year ended March 31, 2020; and
- \$100.0 million in contingent consideration payments as part of the Mesquite acquisition during the year ended March 31, 2020.

Net cash used in financing activities was \$793.9 million during the year ended March 31, 2019, compared to net cash used in financing activities of \$390.4 million during the year ended March 31, 2018. The increase in net cash used in financing activities was due primarily to:

- an increase in repurchases and redemptions of our senior unsecured notes of \$250.4 million during the year ended March 31, 2019; and
- a decrease of \$202.7 million due to proceeds received from the sale of our preferred units during the year ended March 31, 2018.

These increases in net cash used in financing activities were partially offset by an increase of \$46.5 million in borrowings on the Revolving Credit Facility (net of repayments) during the year ended March 31, 2019.

## Contractual Obligations

The following table summarizes our contractual obligations at March 31, 2020 for our fiscal years ending thereafter:

|   | Total               | Years Ending March 31, |                     |                   |                   |                   | Thereafter        |
|---|---------------------|------------------------|---------------------|-------------------|-------------------|-------------------|-------------------|
|   |                     | 2021                   | 2022                | 2023              | 2024              | 2025              |                   |
| (in thousands)  |                     |                        |                     |                   |                   |                   |                   |
| <b>Principal payments on long-term debt:</b>                          |                     |                        |                     |                   |                   |                   |                   |
| Expansion capital borrowings  | \$ 1,120,000        | \$ —                   | \$ 1,120,000        | \$ —              | \$ —              | \$ —              | \$ —              |
| Working capital borrowings  | 350,000             | —                      | 350,000             | —                 | —                 | —                 | —                 |
| Senior unsecured notes  | 1,444,643           | —                      | —                   | —                 | 607,323           | 387,320           | 450,000           |
| Term credit agreement   | 250,000             | —                      | —                   | —                 | —                 | 250,000           | —                 |
| Other long-term debt  | 4,683               | 4,683                  | —                   | —                 | —                 | —                 | —                 |
| <b>Interest payments on long-term debt:</b>                           |                     |                        |                     |                   |                   |                   |                   |
| Revolving Credit Facility (1)   | 83,379              | 52,112                 | 31,267              | —                 | —                 | —                 | —                 |
| Senior unsecured notes  | 520,189             | 103,023                | 103,023             | 103,023           | 103,023           | 57,473            | 50,624            |
| Term credit agreement   | 43,080              | 10,125                 | 10,125              | 10,125            | 10,125            | 2,580             | —                 |
| Sawtooth credit agreement   | 266                 | 100                    | 100                 | 66                | —                 | —                 | —                 |
| Other long-term debt  | 109                 | 109                    | —                   | —                 | —                 | —                 | —                 |
| Letters of credit   | 65,800              | —                      | 65,800              | —                 | —                 | —                 | —                 |
| Future minimum commitment payments under noncancelable agreements (2) | 205,499             | 48,450                 | 45,689              | 39,835            | 39,931            | 31,069            | 525               |
| Future minimum lease payments under noncancelable operating leases    | 223,309             | 64,386                 | 45,804              | 32,576            | 19,170            | 10,770            | 50,603            |
| Construction commitments (3)  | 5,054               | 5,054                  | —                   | —                 | —                 | —                 | —                 |
| <b>Fixed-price commodity purchase commitments:</b>                    |                     |                        |                     |                   |                   |                   |                   |
| Crude oil   | 52,420              | 52,420                 | —                   | —                 | —                 | —                 | —                 |
| Natural gas liquids   | 12,637              | 10,142                 | 2,495               | —                 | —                 | —                 | —                 |
| <b>Index-price commodity purchase commitments (4):</b>                |                     |                        |                     |                   |                   |                   |                   |
| Crude oil (5)   | 1,124,236           | 522,123                | 259,847             | 191,584           | 150,682           | —                 | —                 |
| Natural gas liquids   | 389,628             | 377,992                | 11,636              | —                 | —                 | —                 | —                 |
| <b>Total contractual obligations</b>                                  | <b>\$ 5,894,932</b> | <b>\$ 1,250,719</b>    | <b>\$ 2,045,786</b> | <b>\$ 377,209</b> | <b>\$ 930,254</b> | <b>\$ 739,212</b> | <b>\$ 551,752</b> |

- (1) The estimated interest payments on the Revolving Credit Facility are based on principal and letters of credit outstanding at March 31, 2020. See Note 8 to our consolidated financial statements included in this Annual Report for additional information on the Credit Agreement.
- (2) We have noncancelable agreements with crude oil pipeline operators, which guarantee us minimum monthly shipping capacity on the pipelines. As a result, we are required to pay the minimum shipping fees if actual shipments are less than our allotted capacity. Under certain agreements we have the ability to recover minimum shipping fees previously paid if our shipping volumes exceed the minimum monthly shipping commitment during each month remaining under the agreement, with some contracts containing provisions that allow us to continue shipping up to six months after the maturity date of the contract in order to recapture previously paid minimum shipping delinquency fees. We also have noncancelable agreements for product storage, railcar spurs and real estate. See Note 9 to our consolidated financial statements included in this Annual Report for further detail of the commitments.
- (3) At March 31, 2020, the construction commitments relate to two new barges currently being built.
- (4) Index prices are based on a forward price curve at March 31, 2020. A theoretical change of \$0.10 per gallon of natural gas liquids in the underlying commodity price at March 31, 2020 would result in a change of \$120.6 million in the value of our index-price natural gas liquids purchase commitments. A theoretical change of \$1.00 per barrel of crude oil in the underlying commodity price at March 31, 2020 would result in a change of \$41.2 million in the value of our index-price crude oil purchase commitments. See Note 9 to our consolidated financial statements included in this Annual Report for further detail of the commitments.

- (5) Our crude oil index-price purchase commitments exceed our crude oil index-price sales commitments (see Note 9 to our consolidated financial statements included in this Annual Report) due primarily to our long-term purchase commitments for crude oil that we purchase and ship on the Grand Mesa Pipeline. As these purchase commitments are deliver-or-pay contracts, whereby our counterparty is required to pay us for any volumes not delivered, we have not entered into corresponding long-term sales contracts for volumes we may not receive.

### **Off-Balance Sheet Arrangements**

We do not have any off balance sheet arrangements other than the letters of credit discussed in Note 8 to our consolidated financial statements included in this Annual Report and the short-term leases discussed in Note 16 to our consolidated financial statements included in this Annual Report. See Note 2 to our consolidated financial statements included in this Annual Report for a discussion of the lease accounting standard we adopted effective April 1, 2019.

### **Environmental Legislation**

See Part I, Item 1—"Business—Government Regulation—Greenhouse Gas Regulation" for a discussion of proposed environmental legislation and regulations that, if enacted, could result in increased compliance and operating costs. However, at this time we cannot predict the structure or outcome of any future legislation or regulations or the eventual cost we could incur in compliance.

### **Recent Accounting Pronouncements**

For a discussion of recent accounting pronouncements that are applicable to us, see Note 2 to our consolidated financial statements included in this Annual Report.

### **Critical Accounting Policies**

The preparation of financial statements and related disclosures in conformity with GAAP requires the selection and application of appropriate accounting principles to the relevant facts and circumstances of our operations and the use of estimates made by management. We have identified the following accounting policies that are most important to the portrayal of our consolidated financial position and results of operations. The application of these accounting policies, which requires subjective or complex judgments regarding estimates and projected outcomes of future events, and changes in these accounting policies, could have a material effect on our consolidated financial statements.

#### ***Revenue Recognition***

Effective April 1, 2018, we recognize revenue for services and products under revenue contracts as our obligations to either perform services or deliver or sell products under the contracts are satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation in the contract and is recognized as revenue when, or as, the performance obligation is satisfied. Our revenue contracts in scope under ASC 606 primarily have a single performance obligation. The evaluation of when performance obligations have been satisfied and the transaction price that is allocated to our performance obligations requires significant judgment and assumptions, including our evaluation of the timing of when control of the underlying good or service has transferred to our customers and the relative stand-alone selling price of goods and services provided to customers under contracts with multiple performance obligations. Actual results can vary from those judgments and assumptions. See Note 15 to our consolidated financial statements included in this Annual Report for a further discussion of our revenue recognition policies.

#### ***Derivative Financial Instruments***

We record all derivative financial instrument contracts at fair value in our consolidated balance sheets except for certain physical contracts that qualify for the normal purchase and normal sale election. Under this accounting policy election, we do not record the physical contracts at fair value at each balance sheet date; instead, we record the purchase or sale at the contracted value once the delivery occurs.

We have not designated any financial instruments as hedges for accounting purposes. All changes in the fair value of our physical contracts that do not qualify as normal purchases and normal sales and settlements (whether cash transactions or non-cash mark-to-market adjustments) are reported either within revenue (for sales contracts) or cost of sales (for purchase contracts) in our consolidated statements of operations, regardless of whether the contract is physically or financially settled.

We utilize various commodity derivative financial instrument contracts to attempt to reduce our exposure to price fluctuations. We do not enter into such contracts for trading purposes. Changes in assets and liabilities from commodity derivative financial instruments result primarily from changes in market prices, newly originated transactions, and the timing of settlements and are reported within cost of sales on the consolidated statements of operations, along with related settlements. We attempt to balance our contractual portfolio in terms of notional amounts and timing of performance and delivery obligations. However, net unbalanced positions can exist or are established based on our assessment of anticipated market movements. Inherent in the resulting contractual portfolio are certain business risks, including commodity price risk and credit risk. Commodity price risk is the risk that the market value of crude oil, natural gas liquids, or refined and renewables products will change, either favorably or unfavorably, in response to changing market conditions. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract. Procedures and limits for managing commodity price risks and credit risks are specified in our market risk policy and credit policy, respectively. Open commodity positions and market price changes are monitored daily and are reported to senior management and to marketing operations personnel. Credit risk is monitored daily and exposure is minimized through customer deposits, restrictions on product liftings, letters of credit, and entering into master netting agreements that allow for offsetting counterparty receivable and payable balances for certain transactions.

### ***Impairment of Long-Lived Assets***

We evaluate the carrying value of our long-lived assets (property, plant and equipment and amortizable intangible assets) for potential impairment when events and circumstances warrant such a review. A long-lived asset group is considered impaired when the anticipated undiscounted future cash flows from the use and eventual disposition of the asset group is less than its carrying value. We compare the carrying value of the long-lived asset to the estimated undiscounted future cash flows expected to be generated from that asset. Estimates of future net cash flows include estimating future volumes, future margins or tariff rates, future operating costs and other estimates and assumptions consistent with our business plans. If we determine that an asset's unamortized cost may not be recoverable due to impairment, we may be required to reduce the carrying value and the subsequent useful life of the asset. Any such write-down of the value and unfavorable change in the useful life of a long-lived asset would increase costs and expenses at that time.

We evaluate our equity method investments for impairment when we believe the current fair value may be less than the carrying amount and record an impairment if we believe the decline in value is other than temporary.

### ***Impairment of Goodwill***

Goodwill is subject to at least an annual assessment for impairment. We perform our annual assessment of impairment during the fourth quarter of our fiscal year, and more frequently if circumstances warrant. For purposes of goodwill impairment testing, assets are grouped into "reporting units". A reporting unit is either an operating segment or a component of an operating segment, depending on how similar the components of the operating segment are to each other in terms of operational and economic characteristics. For each reporting unit, we perform a qualitative assessment of relevant events and circumstances about the likelihood of goodwill impairment. If it is deemed more likely than not that the fair value of the reporting unit is less than its carrying amount, we calculate the fair value of the reporting unit. Otherwise, further testing is not required. The qualitative assessment is based on reviewing the totality of several factors, including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance, other entity specific events (for example, changes in management) or other events such as selling or disposing of a reporting unit. The determination of a reporting unit's fair value is predicated on our assumptions regarding the future economic prospects of the reporting unit. Such assumptions include (i) discrete financial forecasts for the assets contained within the reporting unit, which rely on management's estimates of operating margins, (ii) long-term growth rates for cash flows beyond the discrete forecast period, (iii) appropriate discount rates and (iv) estimates of the cash flow multiples to apply in estimating the market value of our reporting units. If the fair value of the reporting unit (including its inherent goodwill) is less than its carrying value, a charge to earnings may be required to reduce the carrying value of goodwill to its implied fair value. If future results are not consistent with our estimates, we could be exposed to future impairment losses that could be material to our results of operations. We monitor the markets for our products and services, in addition to the overall market, to determine if a triggering event occurs that would indicate that the fair value of a reporting unit is less than its carrying value. See Note 6 to our consolidated financial statements included in this Annual Report for a further discussion of our goodwill impairment assessment.

### ***Asset Retirement Obligations***

We have contractual and regulatory obligations at certain facilities for which we have to perform remediation, dismantlement, or removal activities when the assets are retired. We are required to recognize the fair value of a liability for an

asset retirement obligation if a reasonable estimate of fair value can be made. In order to determine the fair value of such a liability, we must make certain estimates and assumptions including, among other things, projected cash flows, the estimated timing of retirement, a credit-adjusted risk-free interest rate, and an assessment of market conditions, which could significantly impact the estimated fair value of the asset retirement obligation. These estimates and assumptions are very subjective and can vary over time. Our consolidated balance sheet at March 31, 2020 includes a liability of \$18.4 million related to asset retirement obligations, which is reported within other noncurrent liabilities.

In addition to the obligations described above, we may be obligated to remove facilities or perform other remediation upon retirement of certain other assets. However, the fair value of the asset retirement obligation cannot currently be reasonably estimated because the settlement dates are indeterminable. We will record an asset retirement obligation for these assets in the periods in which settlement dates are reasonably determinable.

#### ***Depreciation and Amortization Methods and Estimated Useful Lives of Property, Plant and Equipment and Intangible Assets***

Depreciation and amortization expense is the systematic write-off of the cost of our property, plant and equipment (net of residual or salvage value, if any) and the cost of our amortizable intangible assets to the results of operations for the quarterly and annual periods during which the assets are used. We depreciate our property, plant and equipment and amortize the majority of our intangible assets using the straight-line method, which results in our recording depreciation and amortization expense evenly over the estimated life of the individual asset. The estimate of depreciation and amortization expense requires us to make assumptions regarding the useful economic lives and residual values of our assets. When we acquire and place our property, plant and equipment in service or acquire intangible assets, we develop assumptions about the useful economic lives and residual values of such assets that we believe to be reasonable; however, circumstances may develop that could require us to change these assumptions in future periods, which would change our depreciation and amortization expense prospectively. Examples of such circumstances include changes in laws and regulations that limit the estimated economic life of an asset, changes in technology that render an asset obsolete, changes in expected salvage values or changes in customer attrition rates.

#### ***Acquisitions***

To determine if a transaction should be accounted for as a business combination or an acquisition of assets, we first calculate the relative fair values of the assets acquired. If substantially all of the relative fair value is concentrated in a single asset or group of similar assets, or if not but the transaction does not include a significant process (does not meet the definition of a business), we record the transaction as an acquisition of assets. For acquisitions of assets, the purchase price is allocated based on the relative fair values. For an acquisition of assets, goodwill is not recorded. All other transactions are recorded as business combinations.

Fair values of assets acquired and liabilities assumed are based upon available information and may involve engaging an independent third party to perform an appraisal. Estimating fair values can be complex and subject to significant business judgment. We must also identify and include in the allocation all acquired tangible and intangible assets that meet certain criteria, including assets that were not previously recorded by the acquired entity. The estimates most commonly involve property, plant and equipment and intangible assets, including those with indefinite lives. The estimates also include the fair value of contracts including commodity purchase and sale agreements, storage contracts, and transportation contracts. For a business combination, the excess of the purchase price over the net fair value of acquired assets and assumed liabilities is recorded as goodwill, which is not amortized but instead is evaluated for impairment at least annually. Pursuant to GAAP, an entity is allowed a reasonable period of time (not to exceed one year) to obtain the information necessary to identify and measure the fair value of the assets acquired and liabilities assumed in a business combination.

#### ***Inventories***

Our inventories consist of crude oil, natural gas liquids, diesel, ethanol, and biodiesel. Our inventories are valued at the lower of cost or net realizable value, with cost determined using either the weighted-average cost or the first in, first out (FIFO) methods, including the cost of transportation and storage, and with net realizable value defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. In performing this analysis, we consider fixed-price forward commitments. At the end of each fiscal year, we also perform a "lower of cost or net realizable value" analysis; if the cost basis of the inventories would not be recoverable based on the net realizable value at the end of the year, we reduce the book value of the inventories to the recoverable amount. When performing this analysis during interim periods within a fiscal year, accounting standards do not require us to record a lower of cost or net realizable value write-down if we expect the net realizable value to recover by our fiscal year end. The net realizable values of



these commodities change on a daily basis as supply and demand conditions change. We are unable to control changes in the net realizable value of these commodities and are unable to determine whether write-downs will be required in future periods. In addition, write-downs at interim periods could be required if we cannot conclude that net realizable values will recover sufficiently by our fiscal year end.

### ***Equity-Based Compensation***

Our general partner has granted certain restricted units to employees and directors under a long-term incentive plan. The restricted units include awards that vest contingent on the continued service of the recipients through the vesting date (the “Service Awards”). The awards may also vest upon a change of control, at the discretion of the board of directors of our general partner.

Service Awards are valued at the average of the high/low sales price as of the grant date less the present value of the expected distribution stream over the vesting period using a risk-free interest rate. We record the expense for each Service Award on a straight-line basis over the requisite period for the entire award (that is, over the requisite service period of the last separately vesting portion of the award), ensuring that the amount of compensation cost recognized at any date at least equals the portion of the grant-date value of the award that is vested at that date.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

### **Interest Rate Risk**

A significant portion of our long-term debt is variable-rate debt. Changes in interest rates impact the interest payments of our variable-rate debt but generally do not impact the fair value of the liability. Conversely, changes in interest rates impact the fair value of our fixed-rate debt but do not impact its cash flows.

The Revolving Credit Facility is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At March 31, 2020, we had \$1.5 billion of outstanding borrowings under the Revolving Credit Facility at a weighted average interest rate of 3.36%. A change in interest rates of 0.125% would result in an increase or decrease of our annual interest expense of \$1.8 million, based on borrowings outstanding at March 31, 2020.

The Term Credit Agreement is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At March 31, 2020, we had \$250.0 million of outstanding borrowings under the Term Credit Agreement at an interest rate of 4.05%. A change in interest rates of 0.125% would result in an increase or decrease of our annual interest expense of \$0.3 million, based on borrowings outstanding at March 31, 2020.

### **Commodity Price and Credit Risk**

Our operations are subject to certain business risks, including commodity price risk and credit risk. Commodity price risk is the risk that the market value of crude oil, natural gas liquids, or refined and renewables products will change, either favorably or unfavorably, in response to changing market conditions. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract.

Procedures and limits for managing commodity price risks and credit risks are specified in our market risk policy and credit policy, respectively. Open commodity positions and market price changes are monitored daily and are reported to senior management and to marketing operations personnel. Credit risk is monitored daily and exposure is minimized through customer deposits, restrictions on product liftings, letters of credit, and entering into master netting agreements that allow for offsetting counterparty receivable and payable balances for certain transactions. At March 31, 2020, our primary counterparties were retailers, resellers, energy marketers, producers, refiners, and dealers.

The crude oil, natural gas liquids, and refined and renewables products industries are “margin-based” and “cost-plus” businesses in which gross profits depend on the differential of sales prices over supply costs. We have no control over market conditions. As a result, our profitability may be impacted by sudden and significant changes in the price of crude oil, natural gas liquids, and refined and renewables products.

We engage in various types of forward contracts and financial derivative transactions to reduce the effect of price volatility on our product costs, to protect the value of our inventory positions, and to help ensure the availability of product during periods of short supply. We attempt to balance our contractual portfolio by purchasing volumes when we have a

matching purchase commitment from our wholesale and retail customers. We may experience net unbalanced positions from time to time. In addition to our ongoing policy to maintain a balanced position, for accounting purposes we are required, on an ongoing basis, to track and report the market value of our derivative portfolio.

Although we use financial derivative instruments to reduce the market price risk associated with forecasted transactions, we do not account for financial derivative transactions as hedges. All changes in the fair value of our physical contracts that do not qualify as normal purchases and normal sales and settlements (whether cash transactions or non-cash mark-to-market adjustments) are reported either within revenue (for sales contracts) or cost of sales (for purchase contracts) in our consolidated statements of operations, regardless of whether the contract is physically or financially settled.

The following table summarizes the hypothetical impact on the March 31, 2020 fair value of our commodity derivatives of an increase of 10% in the value of the underlying commodity (in thousands):

|   | <b>Increase<br/>(Decrease)<br/>To Fair Value</b> |
|---|--|
| Crude oil (Crude Oil Logistics segment)                 | \$ (2,932)                                       |
| Crude oil (Water Solutions segment)                     | \$ (2,462)                                       |
| Propane (Liquids and Refined Products segment)          | \$ 637   |
| Butane (Liquids and Refined Products segment)           | \$ (181)   |
| Refined Products (Liquids and Refined Products segment) | \$ (2,456)                                       |
| Other Products (Liquids and Refined Products segment)   | \$ (129)   |
| Canadian dollars (Liquids and Refined Products segment) | \$ 287   |

Changes in commodity prices may also impact the volumes that we are able to transport, dispose, store and market, which also impact our cash flows.

#### **Fair Value**

We use observable market values for determining the fair value of our derivative instruments. In cases where actively quoted prices are not available, other external sources are used which incorporate information about commodity prices in actively quoted markets, quoted prices in less active markets and other market fundamental analysis.

**Item 8. Financial Statements and Supplementary Data**

Our consolidated financial statements beginning on page F-1 of this Annual Report, together with the report of Grant Thornton LLP, our independent registered public accounting firm, are incorporated by reference into this Item 8.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

## **Item 9A. Controls and Procedures**

### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as defined in Rule 13(a)-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to provide reasonable assurance that information required to be disclosed in our filings and submissions under the Exchange Act is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission (“SEC”) and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer of our general partner, as appropriate, to allow timely decisions regarding required disclosure.

We completed an evaluation under the supervision and with participation of our management, including the principal executive officer and principal financial officer of our general partner, of the effectiveness of the design and operation of our disclosure controls and procedures at March 31, 2020. Based on this evaluation, the principal executive officer and principal financial officer of our general partner have concluded that as of March 31, 2020, such disclosure controls and procedures were effective to provide the reasonable assurance described above.

### **Management’s Report on Internal Control Over Financial Reporting**

The management of our Delaware limited partnership (the “Partnership”) and subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13(a)-15(f). Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer of our general partner, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO framework.

Based on our evaluation under the COSO framework, our management concluded that our internal control over financial reporting was effective as of March 31, 2020.

Our internal control over financial reporting as of March 31, 2020 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report, which appears below in this section of the Annual Report.

### **Changes in Internal Control Over Financial Reporting**

Other than changes that have resulted or may result from our business combinations during the year ended March 31, 2020, as discussed below, there have been no changes in our internal controls over financial reporting (as defined in Rule 13(a)-15(f) of the Exchange Act) during the three months ended March 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

We closed several business combinations during the year ended March 31, 2020, as described in Note 4 to our consolidated financial statements included in this Annual Report. At this time, we continue to evaluate the business and internal controls and processes of these acquired businesses and are making various changes to their operating and organizational structure based on our business plan. We are in the process of implementing our internal control structure over these acquired businesses. We expect that our evaluation and integration efforts related to those combined operations will continue into future fiscal quarters.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors of NGL Energy Holdings LLC and  
Unitholders of NGL Energy Partners LP

### Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of NGL Energy Partners LP (a Delaware limited partnership) and subsidiaries (the "Partnership") as of March 31, 2020, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of March 31, 2020, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Partnership as of and for the year ended March 31, 2020, and our report dated June 1, 2020 expressed an unqualified opinion on those financial statements.

### Basis for opinion

The Partnership's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Partnership's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and limitations of internal control over financial reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma  
June 1, 2020

**Item 9B. Other Information**

None.

**PART III****Item 10. Directors, Executive Officers and Corporate Governance****Board of Directors of our General Partner**

NGL Energy Holdings LLC, our general partner, manages our operations and activities on our behalf through its directors and executive officers. Unitholders are not entitled to elect the directors of our general partner or directly or indirectly participate in our management or operations. The NGL Energy GP Investor Group appoints all members to the board of directors of our general partner.

The board of directors of our general partner currently has eight members. The board of directors of our general partner has determined that Mr. Stephen L. Cropper, Mr. James M. Collingsworth and Mr. Derek S. Reiners satisfy the New York Stock Exchange (“NYSE”) and SEC independence requirements. The NYSE does not require a listed publicly traded limited partnership like NGL to have a majority of independent directors on the board of directors of its general partner. In addition, we are not required to have a nominating and corporate governance committee.

In evaluating director candidates, the NGL Energy GP Investor Group assesses whether a candidate possesses the integrity, judgment, knowledge, experience, skill and expertise that are likely to enhance the ability of the board of directors of our general partner to manage and direct our affairs and business, including, when applicable, to enhance the ability of committees of the board to fulfill their duties. Our general partner has no minimum qualifications for director candidates. In general, however, the NGL Energy GP Investor Group reviews and evaluates both incumbent and potential new directors in an effort to achieve diversity of skills and experience among the directors of our general partner and in light of the following criteria:

- experience in business, government, education, technology or public interests;
- high-level managerial experience in large organizations;
- breadth of knowledge regarding our business and industry;
- specific skills, experience or expertise related to an area of importance to us, such as energy production, consumption, distribution or transportation, government, policy, finance or law;
- moral character and integrity;
- commitment to our unitholders’ interests;
- ability to provide insights and practical wisdom based on experience and expertise;
- ability to read and understand financial statements; and
- ability to devote the time necessary to carry out the duties of a director, including attendance at meetings and consultation on partnership matters.

Although our general partner does not have a formal policy in regard to the consideration of diversity in identifying director nominees, qualified candidates for nomination to the board are considered without regard to race, color, religion, gender, ancestry or national origin.

## Directors and Named Executive Officers

Directors of our general partner are appointed by the NGL Energy GP Investor Group and hold office until their successors have been duly elected and qualified or until the earlier of their death, resignation, removal or disqualification. Named executive officers are appointed by, and serve at the discretion of, the board of directors of our general partner. The following table summarizes information regarding the directors of our general partner and our named executive officers as of May 28, 2020.

| Name                    | Age | Position with NGL Energy Holdings LLC                      |
|-------------------------|-----|--|
| H. Michael Krimbill     | 66  | Chief Executive Officer and Director                       |
| Robert W. Karlovich III | 43  | Executive Vice President and Chief Financial Officer       |
| John A. Ciolek          | 55  | Executive Vice President, Strategic Initiatives            |
| Kurston P. McMurray     | 48  | Executive Vice President and General Counsel and Secretary |
| Lawrence J. Thuillier   | 49  | Chief Accounting Officer                                   |
| Brian P. Boland         | 36  | Director   |
| Shawn W. Coady          | 58  | Director   |
| James M. Collingsworth  | 65  | Director   |
| Stephen L. Cropper      | 70  | Director   |
| Bryan K. Guderian       | 60  | Director   |
| John T. Raymond         | 49  | Director   |
| Derek S. Reiners        | 49  | Director   |

**H. Michael Krimbill.** Mr. Krimbill has served as our Chief Executive Officer since October 2010 and as a member of the board of directors of our general partner since its formation in September 2010. From February 2007 through September 2010, Mr. Krimbill managed private investments. Mr. Krimbill was the President and Chief Financial Officer of Energy Transfer Partners, L.P. from 2004 until his resignation in January 2007. Mr. Krimbill joined Heritage Propane Partners, L.P., the predecessor of Energy Transfer Partners, L.P., as Vice President and Chief Financial Officer in 1990. Mr. Krimbill was President of Heritage Propane Partners, L.P. from 1999 to 2000 and President and Chief Executive Officer of Heritage Propane Partners, L.P. from 2000 to 2005. Mr. Krimbill also served as a director of Energy Transfer Equity, the general partner of Energy Transfer Partners, L.P., from 2000 to January 2007, Williams Partners L.P. from 2007 to September 2012, and Pacific Commerce Bank from January 2011 to March 2015.

Mr. Krimbill brings leadership, oversight and financial experience to the board. Mr. Krimbill provides expertise in managing and operating a publicly traded partnership, including substantial expertise in successfully acquiring and integrating propane and midstream businesses. Mr. Krimbill also brings financial expertise to the board, including his prior service as a chief financial officer. Mr. Krimbill's experience serving on other public company boards is also a valuable asset to our board of directors.

**Robert W. Karlovich III.** Mr. Karlovich has served as our Executive Vice President and Chief Financial Officer since February 2016. Prior to joining NGL, Mr. Karlovich served as Chief Financial Officer of Targa Pipeline Partners, a subsidiary of Targa Resources Partners, LP, from February 2015 through February 2016, and as Senior Vice President of Commercial and Business Development for Targa Resources Partners, LP from November 2015 to February 2016. Mr. Karlovich served in various roles at Atlas Pipeline Partners, L.P. and its subsidiaries ("APL"), including most recently as Chief Financial Officer, from September 2006 to February 2015 when APL merged with Targa Resources Partners, LP. Mr. Karlovich served in various roles at Syntroleum Corporation from February 2004 to September 2006. Prior to that, Mr. Karlovich worked at Arthur Andersen LLP and Grant Thornton LLP. Mr. Karlovich is a certified public accountant.

**John A. Ciolek.** Mr. Ciolek joined us in December 2019 and was appointed as our Executive Vice President, Strategic Initiatives, by the board of directors of our general partner in January 2020. Prior to joining NGL, Mr. Ciolek served as Managing Director in the Oil and Gas Group at Credit Suisse Securities LLC ("Credit Suisse") from August 2015 to October 2019. Before joining Credit Suisse, he served as the Head of the Midstream Franchise within J.P. Morgan's North American Energy Group starting in May 2011. He previously served for 14 years with Citigroup's Global Energy Group.

**Kurston P. McMurray.** Mr. McMurray has served as our Executive Vice President and General Counsel and Secretary since October 2016. Mr. McMurray joined NGL in February 2015 as Vice President, Legal and Corporate Secretary. Prior to joining NGL, Mr. McMurray practiced law in the Tulsa, Oklahoma area since 1998 at firms including Moyers, Martin, Santee, Imel & Tetrick LLP. and Robinett & Osmond and was a founding shareholder of Kurston P. McMurray, PC and Wilkin/

McMurray PLLC. Mr. McMurray's private practice specialized in business transactions, real estate, construction, healthcare, banking, corporate governance, corporate management and commercial litigation.

**Lawrence J. Thuillier.** Mr. Thuillier has served as our Chief Accounting Officer since January 2016. Prior to joining NGL, Mr. Thuillier served in various roles at Eagle Rock Energy Partners, L.P. from December 2007 through October 2015, most recently as Vice President of Financial Reporting and Corporate Controller. Mr. Thuillier served as Assistant Corporate Controller for Exterran Holdings, Inc. (formerly Universal Compression) from November 2006 through November 2007. Prior to that, Mr. Thuillier served in various roles at Deloitte & Touche LLP, most recently as Audit Senior Manager.

**Brian P. Boland.** Mr. Boland has served on the board of directors of our general partner since July 2019. Mr. Boland serves as Managing Director and Co-head of Midstream at EIG Global Energy Partners where he leads the firm's investment activities in the midstream sector on a global basis. Prior to joining EIG in 2011, Mr. Boland worked at Credit Suisse in New York where he was a member of the Global Energy and Leveraged Finance groups. Mr. Boland also currently serves as a director of Limetree Bay Ventures, LLC, Elba Liquefaction Company, L.L.C., Midship Holdings, LLC, and is a board observer at Cheniere Corpus Christi Holdings, LLC.

Mr. Boland brings extensive financial and industry experience to the board. As a director for other companies, Mr. Boland also provides cross board experience.

**Shawn W. Coady.** Dr. Coady served as our President and Chief Operating Officer, Retail Division, from April 2012 to March 2018, when we sold a portion of our Retail Propane segment, and previously served as our Co-President and Chief Operating Officer, Retail Division from October 2010 through April 2012. Dr. Coady served as a member of the board of directors of our general partner since its formation in September 2010. Dr. Coady has served as an officer of Hicks Oils & Hicksgas, Incorporated ("HOH"), from March 1989 to September 2010 when HOH contributed its propane and propane related assets to Hicksgas LLC, and the membership interests in Hicksgas LLC were contributed to us as part of our formation transactions. Dr. Coady was also the President of Hicksgas Gifford, Inc. from March 1989 until the membership interests in the company were contributed to us as part of our formation transactions. Dr. Coady has served as a director for the National Propane Gas Association from 2004 to 2015 and as a member of the executive committee of the Illinois Propane Gas Association from 2004 to March 2015.

Dr. Coady brings valuable operational experience to the board. Dr. Coady has over 25 years of experience in the retail propane industry, and provides expertise in both acquisition and organic growth strategies. Dr. Coady also provides insight into developments and trends in the propane industry through his leadership roles in industry associations.

**James M. Collingsworth.** Mr. Collingsworth has served on the board of directors of our general partner since January 2015. Mr. Collingsworth previously served as a Senior Vice President of the general partner of Enterprise Products Partners L.P. from November 2001 through January 2014. Prior to that, Mr. Collingsworth served as a board member of Texaco Canada Petroleum Inc. from July 1998 to October 2001 and was employed by Texaco from 1991 to 2001 in various management positions, including Senior Vice President of NGL Assets and Business Services from July 1998 to October 2001. Prior to joining Texaco, Mr. Collingsworth was director of feedstocks for Rexene Petrochemical Company from 1988 to 1991 and served in the MAPCO, Inc. organization from 1973 to 1988 in various capacities, including customer service and business development manager of the Mid-America and Seminole pipelines. Mr. Collingsworth currently serves on the board of directors of Martin Midstream Partners L.P. and American Ethane Co.

Mr. Collingsworth brings a wealth of in-depth industry experience to the board. Mr. Collingsworth has worked in all facets of the midstream and petrochemical industry for more than 40 years.

**Stephen L. Cropper.** Mr. Cropper joined the board of directors of our general partner in June 2011. Mr. Cropper held various positions during his 25-year career at The Williams Companies, Inc., including serving as the President and Chief Executive Officer of Williams Energy Services, a Williams operating unit involved in various energy-related businesses, until his retirement in 1998. Mr. Cropper served as a director of Energy Transfer Partners, L.P. from 2000 through 2005. Since Mr. Cropper's retirement from The Williams Companies, Inc. in 1998, he has been a consultant and private investor and also served as a director of Sunoco Logistics Partners, L.P., NRG Energy, Inc., Berry Petroleum Company, and Rental Car Finance Corp., a subsidiary of Dollar Thrifty Automotive Group. Mr. Cropper currently serves on the board of directors of QuikTrip Corporation and Wawa Inc.

Mr. Cropper brings substantial experience in the energy business and in the marketing of energy products to the board. With his significant management and governance experience, Mr. Cropper provides important skills in identifying, assessing



and addressing various business issues. As a director for other public companies, Mr. Cropper also provides cross board experience.

**Bryan K. Guderian.** Mr. Guderian joined the board of directors of our general partner in May 2012. Mr. Guderian has served as Executive Vice President of Business Development of WPX Energy, Inc. (“WPX”) since February 2018. Mr. Guderian served as Senior Vice President of Business Development of WPX from October 2014 to February 2018 and as Senior Vice President of Operations of WPX from August 2011 to October 2014. Mr. Guderian previously served as Vice President of the Exploration & Production unit of The Williams Companies, Inc. from 1998 until August 2011, where he had responsibility for overseeing international operations. Mr. Guderian served as a director of Apco Oil & Gas International Inc., from 2002 to 2015 and as a director of Petrolera Entre Lomas S.A. from 2003 to 2015.

Mr. Guderian brings considerable upstream experience to the board including executive, operational and financial expertise from 30 years of petroleum industry involvement, the majority of which has been focused in exploration and production.

**John T. Raymond.** Mr. Raymond joined the board of directors of our general partner in August 2013. Mr. Raymond is the Founder and Majority Owner of The Energy & Minerals Group (“EMG”) of which he has been a Managing Partner and the Chief Executive Officer since its September 2006 inception. Mr. Raymond has held executive leadership positions with various energy companies, including President and Chief Executive Officer of Plains Resources Inc. (the predecessor entity of Vulcan Energy Corporation), President and Chief Operating Officer of Plains Exploration and Production Company and was a Director of Plains All American Pipeline, LP.

Mr. Raymond also currently serves as a director of American Energy Ohio Holdings, LLC, Ferus Inc., Ferus Natural Gas Fuels Inc., Iron Ore Holdings, Lighthouse Oil & Gas GP, LLC, MarkWest Utica EMG, LLC, Medallion Midstream, LLC, Plains All American GP LLC, PAA GP Holdings LLC, Tallgrass MLP GP LLC and Tallgrass Management, LLC. Mr. Raymond manages various private investments through personally held Lynx Holdings, LLC.

Mr. Raymond brings extensive financial and industry experience to the board. As a director for other public companies, Mr. Raymond also provides cross board experience.

**Derek S. Reiners.** Mr. Reiners joined the board of directors of our general partners in December 2019 and was appointed to serve on the Audit Committee. Mr. Reiners currently serves as the President of Contango Energy Capital LLC, a privately held investment and consulting firm. Prior to that, Mr. Reiners served in various senior financial and accounting roles at ONEOK, Inc. and ONEOK Partners, L.P. from August 2009 to May 2019, including Senior Vice President and Chief Accounting Officer from August 2009 to December 2012, Senior Vice President, Chief Financial Officer from January 2013 to May 2017 and Senior Vice President, Finance and Treasurer from June 2017 to May 2019. Prior to joining ONEOK, Mr. Reiners was a partner at Grant Thornton LLP from August 2004 to July 2009. Mr. Reiners is a certified public accountant.

Mr. Reiners brings extensive executive, financial and operational experience to the board. With over ten years of experience in the natural gas liquids industry in numerous positions, Mr. Reiners provides valuable insight into our business and industry.

#### **Director Appointment Rights**

The Limited Liability Company Agreement of NGL Energy Holdings LLC grants certain parties the right to designate a specified number of persons to serve on the board of directors of our general partner. EMG NGL HC LLC has the right to designate one person to serve on the board of directors of our general partner, and has designated John T. Raymond. EIG Global Energy Partners has the right to designate one person to serve on the board of directors of our general partner, and has designated Brian P. Boland. The Coady Group (which consists of certain entities controlled by Shawn W. Coady and his brother Todd M. Coady) and the investors who formed the Partnership (“IEP Parties”) (which consists of certain entities controlled by H. Michael Krimbill, and two other investors) each have the right to designate one person to serve on the board of directors of our general partner. The Coady Group has designated Shawn W. Coady and the IEP Parties have designated H. Michael Krimbill.

#### **Board Leadership Structure and Role in Risk Oversight**

The board of directors of our general partner believes that whether the offices of chairman of the board and chief executive officer are combined or separated should be decided by the board, from time to time, in its business judgment after

considering relevant circumstances. The board of directors of our general partner currently does not have a chairman, although our chief executive officer, Mr. Krimbill, presides over the meetings.

The board of directors and its committees regularly review material operational, financial, compensation and compliance risks with senior management. In particular, the audit committee is responsible for risk oversight with respect to financial and compliance risks and risks relating to our audit and independent registered public accounting firm. Our compensation committee considers risk in connection with its design and evaluation of compensation programs for our senior management. Each committee regularly reports to the board of directors regarding its respective risk oversight role.

### **Audit Committee**

The board of directors of our general partner has established an audit committee. The audit committee assists the board in its oversight of the integrity of our financial statements and our compliance with legal and regulatory requirements and partnership policies and controls. The audit committee has the sole authority to, among other things:

- retain and terminate our independent registered public accounting firm;
- approve all auditing services and related fees and the terms thereof performed by our independent registered public accounting firm; and
- establish policies and procedures for the pre-approval of all non-audit services and tax services to be rendered by our independent registered public accounting firm.

The audit committee is also responsible for confirming the independence and objectivity of our independent registered public accounting firm. Our independent registered public accounting firm is given unrestricted access to the audit committee and our management, as necessary.

Mr. Collingsworth, Mr. Cropper, and Mr. Reiners currently serve on the audit committee, and Mr. Reiners serves as the chairman. The board of directors of our general partner has determined that Mr. Reiners is an “audit committee financial expert” as defined under SEC rules and that each member of the audit committee is financially literate. In compliance with the requirements of the NYSE, all of the members of the audit committee are independent directors, as defined in the applicable NYSE and Exchange Act rules.

### **Compensation Committee**

The board of directors of our general partner has established a compensation committee. The compensation committee’s responsibilities include the following, among others:

- establishing the general partner’s compensation philosophy and objectives;
- approving the compensation of the Chief Executive Officer;
- making recommendations to the board of directors with respect to the compensation of other officers and directors; and
- reviewing and making recommendations to the board of directors with respect to incentive compensation and equity-based plans.

Mr. Collingsworth, Mr. Cropper, and Mr. Guderian currently serve on the compensation committee, and Mr. Cropper serves as the chairman. The board of directors has determined that Mr. Cropper and Mr. Collingsworth are independent directors under applicable NYSE and Exchange Act rules. The NYSE does not require a listed publicly traded limited partnership to have a compensation committee consisting entirely of independent directors.

### **Corporate Governance**

The board of directors of our general partner has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers, or Code of Ethics, that applies to the chief executive officer, chief financial officer, chief accounting officer, controller and all other senior financial and accounting officers of our general partner. Amendments to or waivers from the Code of Ethics will be disclosed on our website. The board of directors of our general partner has also adopted Corporate Governance Guidelines that outline important policies and practices regarding our governance and a Code of Business Conduct and Ethics that applies to the directors, officers and employees of our general partner and the Partnership.

We make available free of charge, within the “Governance” section of our website at <http://www.nglenergypartners.com/governance>, and in print to any unitholder who so requests, the Code of Ethics, the Corporate Governance Guidelines, the Code of Business Conduct and Ethics and the charters of the audit committee and the compensation committee of the board of directors of our general partner. Requests for print copies may be directed to Investor Relations at [investorinfo@nglep.com](mailto:investorinfo@nglep.com) or to Investor Relations, NGL Energy Partners LP, 6120 South Yale Avenue, Suite 805, Tulsa, Oklahoma 74136 or made by telephone at (918) 481-1119. The information contained on, or connected to, our website is not incorporated by reference into this Annual Report and should not be considered part of this or any other report that we file with or furnish to the SEC.

### **Meeting of Non-Management Directors and Communications with Directors**

At each quarterly meeting of the audit committee and/or the board of directors of our general partner, our independent directors meet in an executive session without participation by management or non-independent directors. Mr. Reiners presides over these executive sessions.

Unitholders or interested parties may communicate directly with the board of directors of our general partner, any committee of the board, any independent directors, or any one director, by sending written correspondence by mail addressed to the board, committee or director to the attention of our Secretary at the following address: Name of the Director(s), c/o Secretary, NGL Energy Partners LP, 6120 South Yale Avenue, Suite 805, Tulsa, Oklahoma 74136. Communications are distributed to the board, committee, or director as appropriate, depending on the facts and circumstances outlined in the communication.

## **Item 11. Executive Compensation**

### **Compensation Discussion and Analysis**

The year “2020” in the Compensation Discussion and Analysis and the summary compensation table refers to our fiscal year ended March 31, 2020.

#### **Introduction**

The board of directors of our general partner has responsibility and authority for compensation-related decisions for our executive officers. The board of directors has formed a compensation committee to develop our compensation program, to determine the compensation of our Chief Executive Officer, and to make recommendations to the board of directors regarding the compensation of our other executive officers. Our executive officers are also officers of our operating companies and are compensated directly by our operating companies. While we reimburse our general partner and its affiliates for all expenses they incur on our behalf, our executive officers do not receive any additional compensation for the services they provide to our general partner.

Our “named executive officers” for fiscal year 2020 were:

- H. Michael Krimbill—Chief Executive Officer
- Robert W. Karlovich III—Executive Vice President and Chief Financial Officer
- Lawrence J. Thuillier—Chief Accounting Officer
- Kurston P. McMurray—Executive Vice President and General Counsel and Secretary
- John A. Ciolek—Executive Vice President, Strategic Initiatives (Mr. Ciolek commenced employment in December 2019 and was appointed Executive Vice President, Strategic Initiatives by the board of directors of our general partner in January 2020)

#### **Compensation Philosophy**

Our compensation philosophy emphasizes pay-for-performance, focused primarily on the ability to increase sustainable quarterly distributions to our unitholders. Pay-for-performance is based on a combination of our performance and the individual executive officer’s contribution to our performance. We believe this pay-for-performance approach generally aligns the interests of our executive officers with the interests of our unitholders, and at the same time enables us to maintain a lower level of cash compensation expense in the event our operating and financial performance do not meet our expectations.

Our executive compensation program is designed to provide a total compensation package that allows us to:

- **Attract and retain** individuals with the background and skills necessary to successfully execute our business strategies;
- **Motivate** those individuals to reach short-term and long-term goals in a way that aligns their interests with the interests of our unitholders; and
- **Reward** success in reaching those goals.

### Recent Achievements

Our compensation structure is designed to reward our executive officers for achieving above-market returns for our unitholders. Our achievements during the year ended March 31, 2020 included the following:

- Issued 9.625% Class C Preferred Units for net proceeds of \$42.9 million;
- Issued 9.00% Class D Preferred Units for net proceeds of \$580.1 million;
- Issued 7.50% Senior Unsecured Notes Due 2026 for net proceeds of \$442.1 million;
- On July 2, 2019, we acquired all of the assets of Mesquite Disposals Unlimited for total consideration of \$895.3 million;
- On September 30, 2019, we sold TPSL for total consideration of \$233.8 million; and
- On October 31, 2019, we acquired all of the equity interests of Hillstone Environmental Partners, LLC for total consideration of \$642.5 million.

### Compensation Highlights

- We paid cash bonuses to Mr. Krimbill, Mr. Karlovich and Mr. McMurray during fiscal year 2020, primarily due to their work related to the acquisitions of Mesquite Disposals Unlimited and Hillstone Environmental Partners, LLC and for the sale of TPSL.
- The salaries of most of our named executive officers remain below the median of our benchmark peer group. This enables us to grant more performance-based compensation to maintain competitive total compensation packages and achieve a greater degree of alignment of pay and performance.

### Factors Enhancing Alignment with Unitholder Interests

- Majority of named executive officer pay is at risk incentive compensation based on annual financial performance and growth in unitholder value;
- Equity-based incentives are the largest single component of named executive officer compensation;
- No excise tax gross-ups; and
- Compensation committee engages an independent compensation adviser.

### Compensation Setting Process

Our compensation program for our named executive officers supports our philosophy of pay-for-performance.

- **Role of Management:** Our Chief Executive Officer provides periodic recommendations to the compensation committee and the board of directors regarding the compensation of our named executive officers, other than his own.
- **Role of the Compensation Committee's Consultant:** In carrying out its responsibilities for establishing, implementing and monitoring the effectiveness of our executive compensation philosophy, plans and programs, our compensation committee has the authority to engage outside experts to assist in its deliberations. During fiscal year 2020, the compensation committee received compensation advice and data from Pearl Meyer & Partners ("PM&P"). PM&P conducted a competitive review of the principal components of compensation for our directors. The compensation committee reviewed the services provided by PM&P and determined that they are

independent in providing executive compensation consulting services. In making this determination, the compensation committee noted that during fiscal year 2020:

- PM&P did not provide any services to the Partnership or management other than compensation consulting services requested by or with the approval of the compensation committee;
- PM&P does not provide, directly or indirectly through affiliates, any non-compensation services such as pension consulting or human resource outsourcing;
- PM&P maintains a conflicts policy, which was provided to the compensation committee with specific policies and procedures designed to ensure independence;
- Fees paid to PM&P by the Partnership during fiscal year 2020 were less than 1% of PM&P's total revenue;
- None of the PM&P consultants working on Partnership matters had any business or personal relationship with compensation committee members;
- None of the PM&P consultants working on Partnership matters (or any consultants at PM&P) had any business or personal relationship with any executive officer of the Partnership; and
- None of the PM&P consultants working on Partnership matters own Partnership interests.

The compensation committee continues to monitor the independence of its compensation consultant on a periodic basis.

### Elements of Executive Compensation

As part of our pay-for-performance approach to executive compensation, the compensation of our executive officers includes a significant component of incentive compensation based on our performance. The following table summarizes the primary elements of compensation in our executive compensation program:

| Element                           | Primary Purpose   | How Amount Determined   | Objective Supported |                                |                      |
|-----------------------------------|---|---|---------------------|--------------------------------|----------------------|
|                                   |   |   | Attract & Retain    | Motivate & Pay for Performance | Unitholder Alignment |
| Base Salary                       | <ul style="list-style-type: none"> <li>ž Fixed income to compensate executive officers for their level of responsibility, expertise and experience</li> </ul>   | <ul style="list-style-type: none"> <li>ž Based on competition in the marketplace for executive talent and abilities</li> </ul>                          | X                   |                                |                      |
| Discretionary Cash Bonus Awards   | <ul style="list-style-type: none"> <li>ž Rewards achievement of specific annual financial and operational performance goals</li> <li>ž Recognizes individual contributions to our performance</li> </ul>  | <ul style="list-style-type: none"> <li>ž Based on the named executive officer's relative contribution to achieving or exceeding annual goals</li> </ul> | X                   | X                              | X                    |
| Long-Term Equity Incentive Awards | <ul style="list-style-type: none"> <li>ž Motivates and rewards the achievement of long-term performance goals, including increasing the market price of our common units and the quarterly distributions to our unitholders</li> <li>ž Provides a forfeitable long-term incentive to encourage executive retention</li> </ul> | <ul style="list-style-type: none"> <li>ž Based on the named executive officer's expected contribution to long-term performance goals</li> </ul>         | X                   | X                              | X                    |

### Base Salary

The compensation committee periodically reviews the base salaries of our named executive officers and may recommend adjustments as necessary. We do not make automatic annual adjustments to base salary and none of our named executive officers received a base salary increase in fiscal year 2020.

- Mr. Krimbill’s initial base salary of \$120,000 was originally determined as part of the negotiations for our formation transactions. Effective July 1, 2014, the board of directors increased Mr. Krimbill’s salary to \$350,000, in consideration of the fact that his salary was low relative to the benchmark peer group (and remains below the 25th percentile of the peer group). Effective April 1, 2018, Mr. Krimbill’s base salary was increased to \$625,000, in consideration of the fact that his salary was low relative to the benchmark peer group.
- Mr. Karlovich’s base salary of \$400,000 was negotiated prior to his joining our management team in February 2016. Mr. Karlovich’s base salary was increased to \$430,000 in April 2017. On June 10, 2018, Mr. Karlovich’s salary was increased to \$500,000, in consideration of the fact that his salary was low relative to the benchmark peer group.
- Mr. Thuillier’s base salary of \$250,000 was negotiated prior to his joining our management team in January 2016. In April 2017, Mr. Thuillier’s base salary was increased to \$260,000. In April 2018, Mr. Thuillier’s base salary was increased to \$268,000. Effective March 31, 2019, Mr. Thuillier’s base salary was increased to \$270,000.
- Mr. McMurray’s base salary of \$250,000 was negotiated prior to his joining our management team in February 2015. Mr. McMurray’s base salary was increased to \$300,000 in April 2017. Effective April 1, 2018, Mr. McMurray’s base salary was increased to \$350,000. Effective March 31, 2019, Mr. McMurray’s base salary was increased to \$375,000.
- Mr. Ciolek’s base salary of \$500,000 was negotiated prior to joining our management team in December 2019.

#### **Discretionary Cash Bonus Awards**

None of the named executive officers is subject to a formal cash bonus plan, and any cash bonuses are at the discretion of either the board of directors (in the case of Mr. Krimbill) or the compensation committee of the board of directors (in the case of the other named executive officers). Cash bonuses of \$1.5 million, \$0.5 million and \$0.5 million were paid to Mr. Krimbill, Mr. Karlovich and Mr. McMurray, respectively, during fiscal year 2020, primarily due to their work related to the acquisitions of Mesquite Disposals Unlimited and Hillstone Environmental Partners, LLC and for the sale of TPSL. Neither Mr. Thuillier nor Mr. Ciolek received a cash bonus in fiscal year 2020.

#### **Long-Term Equity Incentive Awards**

Certain restricted units granted to the named executive officers vest in tranches, contingent only on the continued service of the recipient through the vesting date (the “Service Awards”). The following table summarizes Service Award units granted, vested and/or forfeited during fiscal year 2020 with respect to the named executive officers:

| <b>Name</b>                 | <b>Unvested Units at<br/>March 31, 2019</b> | <b>Units Granted</b> | <b>Units Vested</b> | <b>Unvested Units at<br/>March 31, 2020</b> |
|-----------------------------|---|----------------------|---------------------|---|
| H. Michael Krimbill (1)     | 400,000                                     | 75,302               | (250,302)           | 225,000                                     |
| Robert W. Karlovich III (2) | 62,500                                      | 7,531                | (32,531)            | 37,500                                      |
| Lawrence J. Thuillier (3)   | 25,000                                      | 10,166               | (20,166)            | 15,000                                      |
| Kurston P. McMurray (4)     | 42,500                                      | 7,531                | (22,531)            | 27,500                                      |
| John A. Ciolek (5)          | —   | 50,000               | (12,500)            | 37,500                                      |

(1) Mr. Krimbill vested in 100,000 Service Awards on July 10, 2019, 75,302 Service Awards on August 21, 2019 and 75,000 Service Awards on February 11, 2020. He was granted 75,302 Service Awards on August 21, 2019.

(2) Mr. Karlovich vested in 7,531 Service Awards on August 21, 2019, 12,500 Service Awards on November 13, 2019 and 12,500 Service Awards on February 11, 2020, respectively. He was granted 7,531 Service Awards on August 21, 2019.

(3) Mr. Thuillier vested in Service Awards of 10,166 on August 21, 2019, 5,000 on November 13, 2019 and 5,000 on February 11, 2020. He was granted 10,166 Service Awards on August 21, 2019.

(4) Mr. McMurray vested in 7,531 Service Awards on August 21, 2019, 7,500 Service Awards on November 13, 2019 and 7,500 Service Awards on February 11, 2020. He was granted 7,531 Service Awards on August 21, 2019.

(5) Mr. Ciolek was granted 50,000 Service Awards on January 21, 2020, of which 12,500 vested on February 11, 2020.

The Service Award units granted on August 21, 2019 were intended as a discretionary bonus for performance during fiscal year ended March 31, 2019.

The following table summarizes the vesting dates of the unvested Service Award units at March 31, 2020:

| Name                    | Service Award Units Vesting by Fiscal Year Ending<br>(1) |                | Unvested Units at<br>March 31, 2020 |
|-------------------------|--|----------------|-------------------------------------|
|                         | March 31, 2021   | March 31, 2022 |                                     |
| H. Michael Krimbill     | 150,000  | 75,000         | 225,000                             |
| Robert W. Karlovich III | 25,000   | 12,500         | 37,500                              |
| Lawrence J. Thuillier   | 10,000   | 5,000          | 15,000                              |
| Kurston P. McMurray     | 17,500   | 10,000         | 27,500                              |
| John A. Ciolek          | 25,000   | 12,500         | 37,500                              |

(1) All of the Service Awards in the table above will vest as follows, with the exception of Mr. McMurray: For the fiscal year ending March 31, 2021, half of the units will vest on November 10, 2020 and February 11, 2021. For the fiscal year ending March 31, 2022, the units will vest on November 12, 2021. For the fiscal year ending March 31, 2021 7,500 of Mr. McMurray's outstanding units will vest on November 10, 2020 and 10,000 will vest on February 11, 2021. For the fiscal year ending March 31, 2022, Mr. McMurray's units will vest on November 12, 2021.

### **Severance and Change in Control Benefits**

We do not provide any severance or change of control benefits to our named executive officers, other than to Mr. McMurray, who is entitled to receive severance benefits pursuant to his employment agreement in the event of certain terminations of his employment (as described below after the "Summary Compensation Table" under the heading, "Employment Agreement with Mr. McMurray"). The board of directors has the option to accelerate the vesting of the restricted units in the event of a change in control of the Partnership, although it is not under any obligation to do so. If the board of directors were to exercise its discretion to accelerate the vesting of restricted units upon a change in control, the value of such units would be the same as reported in the "Outstanding Equity Awards at March 31, 2020" table below (in the "Market Value of Service Award Units that Have Not Yet Vested" column).

### **401(k) Plan**

We have established a defined contribution 401(k) plan to assist our eligible employees in saving for retirement on a tax-deferred basis. The 401(k) plan permits all eligible employees, including our named executive officers, to make voluntary pre-tax contributions to the plan, subject to applicable tax limitations. For every dollar that employees contribute up to 1% of their eligible compensation (as defined in the plan), we contribute one dollar, plus 50 cents for every dollar employees contribute between 1% and 6% of their eligible compensation (as defined in the plan). Our matching contributions vest over two years. Effective January 1, 2020, for every dollar that employees contribute up to 4% of their eligible compensation (as defined in the plan), we contribute one dollar, plus 50 cents for every dollar employees contribute between 4% and 6% of their eligible compensation (as defined in the plan).

### **Other Benefits**

We do not maintain a defined benefit or pension plan for our executive officers, because we believe such plans primarily reward longevity rather than performance. We provide a basic benefits package available to substantially all full-time employees, which includes a 401(k) plan and medical, dental, vision, disability and life insurance.

### **Other Officers**

Certain officers who have leadership roles within our individual business units, but who are not executive officers, participate in formulaic bonus programs that are based on the performance of the individual business units with which they are involved. In most cases, similar programs were in place prior to our acquisition of the businesses, and we have left the programs substantially intact.

### **Employment Agreements**

We do not have employment agreements with any of our named executive officers, other than Mr. McMurray (as described below after the "Summary Compensation Table" under the heading, "Employment Agreement with Mr. McMurray").

## **Deductibility of Compensation**

We believe that the compensation paid to the named executive officers is generally fully deductible for federal income tax purposes. We are a limited partnership and do not meet the definition of a “corporation” subject to deduction limitations under Section 162(m) of the Internal Revenue Code of 1986, as amended.

## **Compensation Committee Report**

The compensation committee of the board of directors of our general partner has reviewed and discussed the Compensation Discussion and Analysis set forth above with management. Based on this review and discussion, the compensation committee recommended to the board of directors of our general partner that the Compensation Discussion and Analysis be included in this Annual Report.

### Members of the Compensation Committee:

Stephen L. Cropper (Chairman)

James M. Collingsworth

Bryan K. Guderian

## **Relation of Compensation Policies and Practices to Risk Management**

Our compensation arrangements contain a number of design elements that serve to minimize the incentive for taking excessive or inappropriate risk to achieve short-term, unsustainable results. This includes using restricted unit grants as a significant element of executive compensation, as the restricted units are designed to reward the executive officers based on the long-term performance of the Partnership. In combination with our risk management practices, we do not believe that risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us.

## **Compensation Committee Interlocks and Insider Participation**

During fiscal year 2020, James M. Collingsworth, Stephen L. Cropper, and Bryan K. Guderian served on the compensation committee. None of these individuals is an employee or an officer of our general partner. As described under Part I, Item 13—“Transactions with Related Persons,” Mr. Guderian is an executive officer of WPX, and we entered into certain transactions with WPX during fiscal year 2020.



## Summary Compensation Table for 2020

The following table summarizes the compensation earned by our named executive officers for fiscal years 2018 through 2020.

| Name and Position                                  | Fiscal Year | Salary (\$) | Bonus (\$) | Restricted Unit Awards (Service and Performance Awards) (1) (\$) | All Other Compensation (2) (\$) | Total (\$) |
|--|-------------|-------------|------------|--|---------------------------------|------------|
| H. Michael Krimbill                                | 2020        | 625,000     | 1,500,000  | 1,000,011  | 11,019                          | 3,136,030  |
| Chief Executive Officer                            | 2019        | 614,423     | 1,000,000  | 1,928,520  | 13,886                          | 3,556,829  |
|  | 2018        | 350,000     | —          | —  | 10,891                          | 360,891    |
| Robert W. Karlovich III                            | 2020        | 500,000     | 500,000    | 100,012  | 6,900                           | 1,106,912  |
| Executive Vice President and                       | 2019        | 483,846     | 650,000    | 142,405  | 7,695                           | 1,283,946  |
| Chief Financial Officer                            | 2018        | 428,846     | 430,000    | 711,291  | 9,079                           | 1,579,216  |
| Lawrence J. Thuillier                              | 2020        | 269,923     | —          | 135,004  | 9,751                           | 414,678    |
| Chief Accounting Officer                           | 2019        | 267,693     | —          | 191,964  | 9,639                           | 469,296    |
|  | 2018        | 259,615     | —          | 414,525  | 9,357                           | 683,497    |
| Kurston P. McMurray                                | 2020        | 374,039     | 500,000    | 100,012  | 8,857                           | 982,908    |
| Executive Vice President and                       | 2019        | 348,077     | 650,000    | 113,924  | 9,199                           | 1,121,200  |
| General Counsel and Secretary                      | 2018        | 298,077     | 300,000    | 426,774  | 8,182                           | 1,033,033  |
| John A. Ciolek (3)                                 | 2020        | 140,385     | —          | 501,250  | 119                             | 641,754    |
| Executive Vice President,<br>Strategic Initiatives |             |             |            |  |                                 |            |

- (1) The fair values of the restricted units shown in the table above were calculated based on the closing market prices of our common units on the grant dates, with adjustments made to reflect the fact that the restricted units are not entitled to distributions during the vesting period. The impact of the lack of distribution rights during the vesting period was estimated using the value of the most recent distribution prior to the grant date and assumptions that a market participant might make about future distribution growth. This calculation of fair value is consistent with the provisions of Accounting Standards Codification (“ASC”) 718 Stock Compensation.
- (2) The amounts in this column include matching contributions to our 401(k) plan.
- (3) Mr. Ciolek commenced employment in December 2019, and thus was not a named executive officer prior to fiscal year 2020.

### Employment Agreement with Mr. McMurray

Mr. McMurray is party to an employment agreement with the Partnership, dated March 10, 2017. The agreement has a term of five years from the effective date, subject to automatic renewals for one-year periods thereafter unless either party provides 60 days’ notice of non-renewal of the term. The agreement provides that Mr. McMurray will receive a base salary of no less than \$250,000 per year and will be eligible to receive an annual bonus with respect to each fiscal year of the Partnership at a target of 100% of his base salary. Mr. McMurray is also entitled to receive annual awards of unvested units under the Partnership’s LTIP.

In the event that Mr. McMurray’s employment is terminated by the Partnership without “cause” (as defined in his agreement), provided that he executes a general release of claims, Mr. McMurray is entitled to receive (i) continued payment of his base salary for 12 months following the termination, (ii) the guaranteed unit awards that would have been paid or granted to Mr. McMurray had Mr. McMurray remained employed for an additional three years following his termination, and (iii) his target annual bonus for the performance year in which his termination occurs. Mr. McMurray would also be entitled to receive the severance benefits described in the foregoing sentence in the event that he voluntarily resigns due to a “constructive discharge,” which circumstances would include (1) a reduction of Mr. McMurray’s annual base salary below \$250,000 (other than an across-the-board, pro rata reduction of no more than 10% applicable to all similarly situated executive officers of the Partnership) or the Partnership’s failure to provide Mr. McMurray’s elements of compensation, (2) the removal of Mr. McMurray from the position of Executive Vice President and General Counsel and Secretary without Mr. McMurray’s written

consent, (3) any action by the Partnership that results in significant diminution of Mr. McMurray’s authority, power or responsibilities, or (4) the Partnership’s relocation of its principal place of business in Oklahoma to a location more than 50 miles from its current location. Mr. McMurray is subject to non-disclosure and intellectual property rights assignment obligations, and an obligation not to solicit customers, employees or consultants lasting during his employment and for a period of 12 months thereafter.

### Restricted Unit Awards

During fiscal year 2020, the compensation committee granted an award to Mr. Ciolek for which units vest at specified dates, contingent only on the continued service of the recipient through the service date (the “Service Awards”). The awards granted to the other named executive officers were intended as discretionary bonuses and vested immediately.

#### 2020 Grants of Plan Based Awards Table

The following table summarizes the number of restricted Service Award units granted to our named executive officers, and their grant date fair values:

| Name                    | Grant Date       | Total Number of Service Award Units | Grant Date Fair Value of Service Award Units (\$)(1) |
|-------------------------|------------------|-------------------------------------|--|
| H. Michael Krimbill     | August 21, 2019  | 75,302                              | 1,000,011  |
| Robert W. Karlovich III | August 21, 2019  | 7,531                               | 100,012  |
| Lawrence J. Thuillier   | August 21, 2019  | 10,166                              | 135,004  |
| Kurston P. McMurray     | August 21, 2019  | 7,531                               | 100,012  |
| John A. Ciolek          | January 21, 2020 | 50,000                              | 501,250  |

(1) The fair value of the restricted Service Award units shown in the table above was calculated based on the closing market price of our common units on the grant dates, with adjustments made to reflect the fact that restricted units are not entitled to distributions during the vesting period.

We record the expense for each Service Award on a straight-line basis over the requisite period for the entire award (that is, over the requisite service period of the last separately vesting portion of the award), ensuring that the amount of compensation cost recognized at any date at least equals the portion of the grant-date value of the award that is vested at that date. The amounts reported in the table above for restricted units is the grant date fair value for financial reporting purposes under ASC 718 and does not represent the amount actually realized by the named executive officer at vesting, which may be more or less than the amount reported in the table above.

#### Outstanding Equity Awards at March 31, 2020

The following table summarizes the number of unvested Service Awards outstanding and their fair values at March 31, 2020:

| Name                    | Number of Service Award Units that Have Not Yet Vested (#)(1) | Market Value of Service Award Units that Have Not Yet Vested (\$)(2) |
|-------------------------|---|--|
| H. Michael Krimbill     | 225,000   | 585,000  |
| Robert W. Karlovich III | 37,500  | 97,500   |
| Lawrence J. Thuillier   | 15,000  | 39,000   |
| Kurston P. McMurray     | 27,500  | 71,500   |
| John A. Ciolek          | 37,500  | 97,500   |

(1) Reflects Service Awards that have not vested and are held by each named executive officer.

(2) Calculated based on the closing market price of our common units at March 31, 2020 of \$2.60. No adjustments were made to reflect the fact that the restricted units are not entitled to distributions during the vesting period.

## 2020 Units Vested

During fiscal year 2020, certain of the restricted Service Awards vested. The following table summarizes the value of the awards on the vesting date which was calculated based of the closing market price per common unit on the vesting dates.

| Name                        | Number of Service Award Units<br>Acquired on Vesting<br>(#) | Value Realized<br>on Vesting<br>(\$) |
|-----------------------------|---|--------------------------------------|
| H. Michael Krimbill (1)     | 250,302   | 3,232,386                            |
| Robert W. Karlovich III (2) | 32,531  | 350,262                              |
| Lawrence J. Thuillier (3)   | 20,166  | 235,104                              |
| Kurston P. McMurray (4)     | 22,531  | 250,162                              |
| John A. Ciolek (5)          | 12,500  | 122,063                              |

- (1) Mr. Krimbill vested in 100,000, 75,302 and 75,000 Service Awards on July 10, 2019, August 21, 2019 and February 11, 2020, respectively.
- (2) Mr. Karlovich vested in 7,531, 12,500 and 12,500 Service Awards on August 21, 2019, November 13, 2019 and February 11, 2020, respectively.
- (3) Mr. Thuillier vested in 10,166, 5,000 and 5,000 Service Awards on August 21, 2019, November 13, 2019 and February 11, 2020, respectively.
- (4) Mr. McMurray vested in 7,531, 7,500 and 7,500 Service Awards on August 21, 2019, November 13, 2019 and February 11, 2020, respectively.
- (5) Mr. Ciolek vested in 12,500 Service Awards on February 11, 2020.

Upon vesting, certain of the named executive officers elected for us to remit payments to taxing authorities in lieu of issuing common units. The following table summarizes the number of common units issued and the number of common units withheld for taxes:

| Name                    | Number of Units<br>Issued | Number of Units<br>Withheld | Total   |
|-------------------------|---------------------------|-----------------------------|---------|
| H. Michael Krimbill     | 155,461                   | 94,841                      | 250,302 |
| Robert W. Karlovich III | 18,349                    | 14,182                      | 32,531  |
| Lawrence J. Thuillier   | 11,763                    | 8,403                       | 20,166  |
| Kurston P. McMurray     | 12,590                    | 9,941                       | 22,531  |
| John A. Ciolek          | 6,233                     | 6,267                       | 12,500  |

### Potential Payments Upon Termination or Change in Control

We do not provide any severance or change of control benefits to our named executive officers, other than Mr. McMurray, who is entitled to receive severance benefits for certain types of terminations (as described in more detail above under the heading, “Employment Agreement with Mr. McMurray”). In the event that Mr. McMurray’s employment had been terminated as of March 31, 2020 by the Partnership without “cause” or due to a “constructive discharge,” Mr. McMurray would have been entitled to receive the following amounts:

| Cash Severance | Value of Guaranteed Unit Awards | Target Annual Bonus | Total      |
|----------------|---------------------------------|---------------------|------------|
| \$ 375,000     | \$ 71,500                       | \$ 375,000          | \$ 821,500 |

The board of directors has the option to accelerate the vesting of the restricted units in the event of a change in control of the Partnership, although it is not under any obligation to do so. If the board of directors were to exercise its discretion to accelerate the vesting of restricted units upon a change in control, the value of such units would be the same as reported in the “Outstanding Equity Awards at March 31, 2020” table above (in the “Market Value of Service Award Units that Have Not Yet Vested” column).

## Pay Ratio Disclosure

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information regarding the ratio of the annual total compensation of our Chief Executive Officer, Mr. Krimbill, to the median of the annual total compensation of our employees for our last fiscal year.

For the year ended March 31, 2020:

- The median of the annual total compensation of all employees (other than the Chief Executive Officer) was \$52,361; and
- The annual total compensation of Mr. Krimbill, as reported in the Summary Compensation Table above, was \$3,136,030.

Based on the information for the year ended March 31, 2020, the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee was approximately 60 to 1.

To determine our median employee, we identified each individual employed by us on January 1, 2020, our determination date. As of that date, we had 1,328 employees located in two countries. We identified the median employee by examining only base pay plus overtime for the period from January 1, 2019 through December 31, 2019. We included all employees, with the exception of three employees that work in Canada, whether employed on a full-time or part-time basis, and did not make any estimates, assumptions or adjustments to any base pay plus overtime amounts. After identifying the median employee, we calculated the annual total compensation for the median employee using the same methodology we use to calculate total annual compensation for our named executive officers, as set forth in the Summary Compensation Table above.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. The SEC rules for identifying the median employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices. As such, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

## Hedging of Partnership Common Units

Our Supplemental Trading Policy prohibits directors, named executive officers and other designated employees from engaging in hedging activities with respect to our common units.

## Director Compensation

Officers or employees of our general partner or its affiliates who also serve as directors do not receive additional compensation for their service as a director of our general partner. Each director who is not an officer or employee of our general partner or its affiliates receives the following cash compensation for his board service:

- an annual retainer of \$80,000;
- an annual retainer of \$20,000 for the chairman of the audit committee;
- an annual retainer of \$15,000 for the chairman of the compensation committee;
- an annual retainer of \$14,000 for each member of the audit committee other than the chairman; and
- an annual retainer of \$10,000 for each member of the compensation committee other than the chairman.

In addition, each director who is not an officer or employee of our general partner or its affiliates has been granted awards of restricted units. All of our directors are also reimbursed for all out-of-pocket expenses incurred in connection with attending board or committee meetings. Each director is indemnified for his actions associated with being a director to the fullest extent permitted under Delaware law.

The following table summarizes the compensation earned during fiscal year 2020 by each director who is not an officer or employee of our general partner or its affiliates:

| Name                   | Fees Earned or Paid in Cash (\$) | Restricted Unit Awards (\$) | Total (\$) |
|------------------------|----------------------------------|-----------------------------|------------|
| Shawn W. Coady         | 80,000                           | 281,040                     | 361,040    |
| James M. Collingsworth | 96,500                           | —                           | 96,500     |
| Stephen L. Cropper     | 119,000                          | —                           | 119,000    |
| Bryan K. Guderian      | 90,000                           | —                           | 90,000     |
| Derek S. Reiners       | 28,500                           | 160,400                     | 188,900    |

#### Long-Term Equity Incentive Awards

The following table summarizes Service Award units granted and vested during fiscal year 2020 with respect to each director who is not an officer or employee of our general partner or its affiliates:

| Name                       | Unvested Units at March 31, 2019 | Units Granted | Units Vested | Unvested Units at March 31, 2020 |
|----------------------------|----------------------------------|---------------|--------------|----------------------------------|
| Shawn W. Coady (1)         | 20,000                           | 24,000        | (32,000)     | 12,000                           |
| James M. Collingsworth (2) | 24,000                           | —             | (12,000)     | 12,000                           |
| Stephen L. Cropper (2)     | 24,000                           | —             | (12,000)     | 12,000                           |
| Bryan K. Guderian (2)      | 24,000                           | —             | (12,000)     | 12,000                           |
| Derek S. Reiners (3)       | —                                | 16,000        | (4,000)      | 12,000                           |

- Dr. Coady vested in 20,000 Service Awards on July 10, 2019. These units were granted to Dr. Coady while in his role as our President and Chief Operating Officer, Retail Division. Dr. Coady was allowed to retain his unvested units when we sold a portion of our Retail Propane segment to DCC LPG (“DCC”). Dr. Coady did not receive any Service Awards in fiscal year 2019 prior to the termination of his employment. Dr. Coady was granted 24,000 Service Awards on August 13, 2019, of which 8,000 vested on November 13, 2019, 4,000 vested on February 11, 2020 and 4,000 vests each on November 10, 2020, February 11, 2021 and November 12, 2021, respectively.
- Mr. Collingsworth, Mr. Cropper and Mr. Guderian each vested in 8,000 Service Awards on July 10, 2019 and 4,000 Service Awards on February 11, 2020.
- Mr. Reiners was granted 16,000 Service Awards on January 21, 2020, of which 4,000 vested on February 11, 2020 and 4,000 vests each on November 10, 2020, February 11, 2021 and November 12, 2021, respectively.

The following table summarizes the vesting dates of the unvested Service Award units at March 31, 2020:

| Name                   | Service Award Units Vesting by Fiscal Year Ending |                | Unvested Units at March 31, 2020 |
|------------------------|---|----------------|----------------------------------|
|                        | March 31, 2021                                    | March 31, 2022 |                                  |
| Shawn W. Coady         | 8,000   | 4,000          | 12,000                           |
| James M. Collingsworth | 8,000   | 4,000          | 12,000                           |
| Stephen L. Cropper     | 8,000   | 4,000          | 12,000                           |
| Bryan K. Guderian      | 8,000   | 4,000          | 12,000                           |
| Derek S. Reiners       | 8,000   | 4,000          | 12,000                           |

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters

### Security Ownership of Certain Beneficial Owners and Management

The following table summarizes the beneficial ownership, as of May 28, 2020, of our common units by:

- each person or group of persons known by us to be a beneficial owner of more than 5% of our outstanding common units;
- each director of our general partner;
- each named executive officer of our general partner; and

- all directors and executive officers of our general partner as a group.

| Beneficial Owners  | Common Units<br>Beneficially<br>Owned | Percentage of<br>Common Units<br>Beneficially<br>Owned (1) |
|--|---------------------------------------|--|
| <b>5% or greater unitholders (other than officers and directors):</b>    |                                       |  |
| Invesco Ltd. (2)   | 21,438,410                            | 16.65%   |
| ALPS Advisors, Inc. (3)  | 14,203,388                            | 11.03%   |
| EIG Neptune Equity Aggregator, L.P. (4)                                  | 11,687,500                            | 8.32%  |
| <b>Directors and named executive officers:</b>                           |                                       |  |
| Brian P. Boland  | —                                     | *  |
| John A. Ciolek (5)   | 28,233                                | *  |
| Shawn W. Coady (6)   | 2,590,195                             | 2.01%  |
| James M. Collingsworth (7)   | 302,870                               | *  |
| Stephen L. Cropper (8)   | 63,000                                | *  |
| Bryan K. Guderian  | 60,500                                | *  |
| Robert W. Karlovich III (9)  | 87,882                                | *  |
| H. Michael Krimbill (10)   | 2,823,281                             | 2.19%  |
| Kurston P. McMurray (11)   | 44,184                                | *  |
| John T. Raymond  | 50,000                                | *  |
| Derek S. Reiners   | 14,000                                | *  |
| Lawrence J. Thuillier (12)   | 44,131                                | *  |
| <b>All directors and executive officers as a group (12 persons) (13)</b> | <b>6,108,276</b>                      | <b>4.74%</b>   |

\* Less than 1.0%

- (1) Based on 128,771,715 common units outstanding at May 28, 2020.
- (2) The mailing address for Invesco Ltd. is 1555 Peachtree Street NE, Suite 1800, Atlanta, GA 30309. Invesco Ltd. reported shared voting and dispositive power with respect to all common units beneficially owned. The information related to Invesco Ltd. is based upon its Schedule 13G filed with the SEC for the quarter ended December 31, 2019.
- (3) The mailing address for ALPS Advisors, Inc. is 1290 Broadway, Suite 1000, Denver, CO 80203. ALPS Advisors, Inc. reported shared voting and dispositive power with respect to all common units beneficially owned. The information related to ALPS Advisors, Inc. is based upon its Schedule 13G filed with the SEC for the quarter ended December 31, 2019.
- (4) The mailing address for EIG Neptune Equity Aggregator, L. P. (“EIG”) is 600 New Hampshire Ave. NW, Suite 1200, Washington, DC 20037. EIG reported shared voting and dispositive power with respect to all common units beneficially owned. The information related to EIG is based upon its Schedule 13D filed with the SEC for the quarter ended December 31, 2019. The common units beneficially owned relate to warrants that become exercisable on July 2, 2020. For purposes of calculating ownership percentages, the units underlying the warrants are only deemed outstanding for purposes of calculating EIG’s percentage.
- (5) Does not include 12,500 unvested units that will vest on November 10, 2020, 12,500 unvested units that will vest on February 11, 2021 and 12,500 unvested units that will vest on November 12, 2021.
- (6) Dr. Coady owns 110,304 of these common units. SWC Family Partnership LP owns 2,320,391 of these common units. SWC Family Partnership LP is solely owned by SWC General Partner, LLC, of which Dr. Coady is the sole member. Dr. Coady may be deemed to have sole voting and investment power over these units, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein. The 2012 Shawn W. Coady Irrevocable Insurance Trust, which was established for the benefit of Shawn W. Coady’s children, owns 135,000 of these common units. Dr. Coady may be deemed to have sole voting and investment power over these units, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein. The Tara Nicole Coady Trust II, of which the reporting person is the trustee, owns 12,250 common units. The Colleen Blair Coady Trust, of which the reporting person is the trustee, owns 12,250 common units. Dr. Coady also owns a 12.27% interest in our general partner through Coady Enterprises, LLC, of which he owns 100% of the membership interests.
- (7) Mr. Collingsworth owns 290,500 of these common units. Mr. Collingsworth holds 2,000 of these common units jointly with his spouse, Cindy Collingsworth. Cindy Collingsworth and her sister jointly own 9,500 of these common units. Cindy Collingsworth owns 870 of these common units.
- (8) Mr. Cropper owns 38,000 of these common units. The Donna L. Cropper Living Trust, of which Mr. Cropper and his spouse, Donna L. Cropper, are the trustees, owns 25,000 of these common units.

- (9) Does not include 12,500 unvested units that will vest on November 10, 2020, 12,500 unvested units that will vest on February 11, 2021 and 12,500 unvested units that will vest on November 12, 2021.
- (10) Mr. Krimbill owns 1,261,878 of these common units, which includes 75,000 unvested units that will vest on November 10, 2020, 75,000 unvested units that will vest on February 11, 2021 and 75,000 unvested units that will vest on November 12, 2021. All of the unvested units noted above were reported on Mr. Krimbill's Form 4. Krim2010, LLC owns 904,848 of these common units. Krimbill Enterprises LP, H. Michael Krimbill and James E. Krimbill own 90.89%, 4.05%, and 5.06% of Krim2010, LLC, respectively. Krimbill Enterprises LP also owns 388,000 of these common units. Krimbill Enterprises LP is controlled by H. Michael Krimbill via his ownership of its general partner, Krimbill Holding Company. H. Michael Krimbill may be deemed to have sole voting and investment power over these units, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein. KrimGP2010 LLC owns 363,555 of these common units. KrimGP2010 LLC is solely owned by H. Michael Krimbill. H. Michael Krimbill may be deemed to have sole voting and investment power over these units. H. Michael Krimbill also owns a 14.81% interest in our general partner through KrimGP2010, LLC, of which he owns 100% of the membership interests and Krimbill Capital Group, LLC, which is owned 100% by the H. Michael Krimbill Revocable Trust, of which Mr. Krimbill is the trustee. Krimbill Enterprises LP, II also owns 130,000 of these common units. Krimbill Enterprises LP, II is controlled by H. Michael Krimbill via his ownership of its general partner, Krimbill Holding Company. H. Michael Krimbill may be deemed to have sole voting and investment power over these units, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
- (11) Does not include 7,500 unvested units that will vest on November 10, 2020, 10,000 unvested units that will vest on February 11, 2021 and 10,000 unvested units that will vest on November 12, 2021.
- (12) Does not include 5,000 unvested units that will vest on November 10, 2020, 5,000 unvested units that will vest on February 11, 2021 and 5,000 unvested units that will vest on November 12, 2021.
- (13) The directors and executive officers of our general partner also collectively own a 33.00% interest in our general partner.

Unless otherwise noted, each of the individuals listed above is believed to have sole voting and investment power with respect to the units beneficially held by them. The mailing address for each of the officers and directors of our general partner listed above is 6120 South Yale Avenue, Suite 805, Tulsa, Oklahoma 74136.

### Securities Authorized for Issuance Under Equity Compensation Plan

The following table summarizes information regarding the securities that may be issued under the LTIP at March 31, 2020.

| Plan Category  | Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights<br>(a) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights<br>(b) | Number of Securities Remaining Available for Future Issuances Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))<br>(c)(1) |
|--|--|--|--|
| Equity Compensation Plans Approved by Security Holders         | —  | —  | —  |
| Equity Compensation Plans Not Approved by Security Holders (2) | 1,371,425  | —  | —  |
| <b>Total</b>   | <b>1,371,425</b>   | <b>—</b>   | <b>—</b>   |

- (1) The number of common units that may be delivered pursuant to awards under the LTIP is limited to 10% of our issued and outstanding common units. The maximum number of common units deliverable under the LTIP automatically increases to 10% of the issued and outstanding common units immediately after each issuance of common units, unless the plan administrator determines to increase the maximum number of units deliverable by a lesser amount.
- (2) Our general partner adopted the LTIP in connection with the completion of our initial public offering ("IPO") in May 2011. The adoption of the LTIP did not require the approval of our unitholders.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

Our directors, executive officers, and greater than 5% unitholders collectively own an aggregate of 41,750,074 common units, representing an aggregate 32.42% limited partner interest in us. In addition, our general partner owns a 0.1% general partner interest in us and all of our incentive distribution rights ("IDRs"). As of March 31, 2020, we owned 8.69% of our general partner.

### Distributions and Payments to Our General Partner and Its Affiliates

Our general partner and its affiliates do not receive any management fee or other compensation for the management of our business and affairs, but they are reimbursed for all expenses that they incur on our behalf, including general and administrative expenses. Our general partner determines the amount of these expenses. In addition, our general partner owns the 0.1% general partner interest and all of the IDRs. Our general partner is entitled to receive incentive distributions if the amount we distribute with respect to any quarter exceeds levels specified in our partnership agreement.

The following table summarizes the distributions and payments to be made by us to our directors, officers, and greater than 5% owners and our general partner in connection with our ongoing operation and any liquidation. These distributions and payments were determined by and among affiliated entities before our IPO and, consequently, are not the result of arm's length negotiations.

### ***Operation Stage***

Distributions of available cash to our directors, officers, and greater than 5% owners and our general partner

We generally make cash distributions 99.9% to our unitholders pro rata, including our directors, officers, and greater than 5% owners as the holders of an aggregate 41,750,074 common units, and 0.1% to our general partner. In addition, when distributions exceed the minimum quarterly distribution and other higher target distribution levels, our general partner is entitled to increasing percentages of the distributions, up to 48.1% of the distributions above the highest target distribution level.

Assuming we have sufficient available cash to pay the same quarterly distribution on all of our outstanding units for four quarters that we paid in May 2020 (\$0.20 per unit), our general partner would receive an annual distribution of \$0.1 million on its general partner interest and incentive distribution rights, and our directors, officers, and greater than 5% owners would receive an aggregate annual distribution of \$33.4 million on their common units.

If our general partner elects to reset the target distribution levels, it will be entitled to receive common units and to maintain its general partner interest.

Payments to our general partner and its affiliates

Our general partner and its affiliates do not receive any management fee or other compensation for the management of our business and affairs, but they are reimbursed for all expenses that they incur on our behalf, including general and administrative expenses. As the sole purpose of the general partner is to act as our general partner, substantially all of the expenses of our general partner are incurred on our behalf and reimbursed by us or our subsidiaries. Our general partner determines the amount of these expenses.

Withdrawal or removal of our general partner

If our general partner withdraws or is removed, its general partner interest and its IDRs will either be sold to the new general partner for cash or converted into common units, in each case for an amount equal to the fair market value of those interests.

### ***Liquidation Stage***

Liquidation

Upon our liquidation, our partners, including our general partner, will be entitled to receive liquidating distributions according to their respective capital account balances.

### **Transactions with Related Persons**

#### ***WPX***

Bryan K. Guderian is a member of our board of directors and an executive officer of WPX. We purchase crude oil from and sell crude oil to WPX (certain of the purchases and sales that were entered into in contemplation of each other are recorded on a net basis within revenues in our consolidated statement of operations). We also treat and dispose of produced water and solids received from WPX. The following table summarizes transactions with WPX for the year ended March 31, 2020 (in thousands):



|                    |    |         |
|--------------------|----|---------|
| Sales to WPX       | \$ | 48,222  |
| Purchases from WPX | \$ | 313,578 |

#### DCC

Shawn W. Coady is a member of our board of directors and an executive officer of DCC. We sell propane to and purchase propane from DCC. We also lease trucks from DCC. The following table summarizes transactions with DCC for the year ended March 31, 2020 (in thousands):

|                    |    |       |
|--------------------|----|-------|
| Sales to DCC       | \$ | 8,367 |
| Purchases from DCC | \$ | 145   |

#### EMG

John T. Raymond is a member of our board of directors and the Managing Partner and Chief Executive Officer of EMG. During the three months ended September 30, 2019, we purchased a 5.73% interest in our general partner, NGL Energy Holdings LLC, for \$11.5 million in cash. This interest was purchased from a fund controlled by EMG.

#### Other Transactions

We purchase goods and services from certain entities that are partially owned by our named executive officers. The following table summarizes these transactions for the year ended March 31, 2020:

| Entity              | Nature of Purchases | Amount Purchased<br>(in thousands) | Ownership Interest in Entity |
|---------------------|---------------------|------------------------------------|------------------------------|
| H. Michael Krimbill |                     |                                    |                              |
| KAIR2014 LLC        | Aircraft            | \$ 188                             | 50%                          |

Travis Krimbill, an employee of the Partnership, is the son of H. Michael Krimbill, who is a named executive officer of the Partnership and a member of the board of directors. Travis Krimbill does not report to H. Michael Krimbill and his compensation is determined by the Chief Financial Officer. During the year ended March 31, 2020, Travis Krimbill received total compensation of approximately \$0.1 million.

#### Registration Rights Agreement

We have entered into a registration rights agreement (as amended, the “Registration Rights Agreement”) with certain third parties (the “registration rights parties”) pursuant to which we agreed to register for resale under the Securities Act of 1933, as amended (“Securities Act”) common units owned by the parties to the Registration Rights Agreement. In connection with our IPO, we granted registration rights to the NGL Energy LP Investor Group, and subsequently, we have granted registration rights in connection with several acquisitions. We will not be required to register such common units if an exemption from the registration requirements of the Securities Act is available with respect to the number of common units desired to be sold. Subject to limitations specified in the Registration Rights Agreement, the registration rights of the registration rights parties include the following:

- *Demand Registration Rights.* Certain registration rights parties deemed “Significant Holders” under the agreement may, to the extent that they continue to own more than 4% of our common units, require us to file a registration statement with the SEC registering the offer and sale of a specified number of common units, subject to limitations on the number of requests for registration that can be made in any twelve-month period as well as customary cutbacks at the discretion of the underwriters relating to a potential offering. All other registration rights parties are entitled to notice of a Significant Holder’s exercise of its demand registration rights and may include their common units in such registration. We can only be required to file a total of nine registration statements upon the Significant Holders’ exercise of these demand registration rights and are only required to effect demand registration if the aggregate proposed offering price to the public is at least \$10.0 million.
- *Piggyback Registration Rights.* If we propose to file a registration statement under the Securities Act to register our common units, the registration rights parties are entitled to notice of such registration and have the right to include their common units in the registration, subject to limitations that the underwriters relating to a potential

offering may impose on the number of common units included in the registration. These counterparties also have the right to include their units in our future registrations, including secondary offerings of our common units.

- *Expenses of Registration.* With specified exceptions, we are required to pay all expenses incidental to any registration of common units, excluding underwriting discounts and commissions.

### **Review, Approval or Ratification of Transactions with Related Parties**

The board of directors of our general partner has adopted a Code of Business Conduct and Ethics that, among other things, sets forth our policies for the review, approval and ratification of transactions with related persons. The Code of Business Conduct and Ethics provides that the board of directors of our general partner or its authorized committee will periodically review all related person transactions that are required to be disclosed under SEC rules and, when appropriate, initially authorize or ratify all such transactions. In the event that the board of directors of our general partner or its authorized committee considers ratification of a related person transaction and determines not to so ratify, the Code of Business Conduct and Ethics provides that our officers will make all reasonable efforts to cancel or annul the transaction.

The Code of Business Conduct and Ethics provides that, in determining whether or not to recommend the initial approval or ratification of a related person transaction, the board of directors of our general partner or its authorized committee should consider all of the relevant facts and circumstances available, including (if applicable) but not limited to:

- whether there is an appropriate business justification for the transaction;
- the benefits that accrue to the Partnership as a result of the transaction;
- the terms available to unrelated third parties entering into similar transactions;
- the impact of the transaction on a director's independence (in the event the related party is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer);
- the availability of other sources for comparable products or services;
- whether it is a single transaction or a series of ongoing, related transactions; and
- whether entering into the transaction would be consistent with the Code of Business Conduct and Ethics.

### **Director Independence**

The NYSE does not require a listed publicly traded partnership like us to have a majority of independent directors on the board of directors of our general partner. For a discussion of the independence of the board of directors of our general partner, see Part III, Item 10—"Directors, Executive Officers and Corporate Governance—Board of Directors of our General Partner."

#### Item 14. Principal Accounting Fees and Services

We have engaged Grant Thornton LLP as our independent registered public accounting firm. The following table summarizes fees we have paid Grant Thornton LLP to audit our annual consolidated financial statements and for other services for the periods indicated (in thousands):

|                        | March 31,       |                 |
|------------------------|-----------------|-----------------|
|                        | 2020            | 2019            |
| Audit fees (1)         | \$ 2,735        | \$ 2,501        |
| Audit-related fees (2) | 48              | 120             |
| Tax fees               | —               | —               |
| All other fees         | —               | 3               |
| Total                  | <u>\$ 2,783</u> | <u>\$ 2,624</u> |

(1) Includes fees for audits of the Partnership's financial statements, reviews of the related quarterly financial statements, and services that are normally provided by the independent accountants in connection with statutory and regulatory filings or engagements, including reviews of documents filed with the SEC and the preparation of letters to underwriters and other requesting parties.

(2) Includes fees in fiscal year 2020 for a review of financial statements for one of our subsidiaries and fees for fiscal year 2019 for audits of financial statements for businesses divested during the fiscal year.

#### Audit Committee Approval of Audit and Non-Audit Services

The audit committee of the board of directors of our general partner has adopted a pre-approval policy with respect to services which may be performed by Grant Thornton LLP. This policy lists specific audit-related services as well as any other services that Grant Thornton LLP is authorized to perform and sets out specific dollar limits for each specific service, which may not be exceeded without additional audit committee authorization. The audit committee receives quarterly reports on the status of expenditures pursuant to the pre-approval policy. The audit committee reviews the policy at least annually in order to approve services and limits for the current year. Any service that is not clearly enumerated in the policy must receive specific pre-approval by the audit committee prior to engagement.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report:

1. *Financial Statements*. See the accompanying Index to Financial Statements.
2. *Financial Statement Schedules*. All schedules have been omitted because they are either not applicable, not required or the information required in such schedules appears in the financial statements or the related notes.
3. *Exhibits*.

| Exhibit Number | Description  |
|----------------|--|
| 2.1            | <a href="#"><u>LLC Interest Transfer Agreement, dated as of August 1, 2013, by and among Oilfield Water Lines, LP, as the Representative, OWL Pearsall SWD, LLC, OWL Pearsall Holdings, LLC, NGL Energy Partners, LP and High Sierra Water-Eagle Ford, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>  |
| 2.2            | <a href="#"><u>LLC Interest Transfer Agreement, dated as of August 1, 2013, by and among Oilfield Water Lines, LP, as the Representative, OWL Karnes SWD, LLC, OWL Karnes Holdings, LLC, NGL Energy Partners, LP and High Sierra Water-Eagle Ford, LLC (incorporated by reference to Exhibit 2.2 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>  |
| 2.3            | <a href="#"><u>LLC Interest Transfer Agreement, dated as of August 1, 2013, by and among Oilfield Water Lines, LP, OWL Cotulla SWD, LLC, Terry Bailey, as trustee of the PJB Irrevocable Trust, NGL Energy Partners, LP and High Sierra Water-Eagle Ford, LLC (incorporated by reference to Exhibit 2.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>   |
| 2.4            | <a href="#"><u>LLC Interest Transfer Agreement, dated as of August 1, 2013, by and among Oilfield Water Lines, LP, OWL Nixon SWD, LLC, Terry Bailey, as trustee of the PJB Irrevocable Trust, NGL Energy Partners, LP and High Sierra Water-Eagle Ford, LLC (incorporated by reference to Exhibit 2.4 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>   |
| 2.5            | <a href="#"><u>LLC Interest Transfer Agreement, dated as of August 1, 2013, by and among Oilfield Water Lines, LP, HR OWL, LLC, OWL Operating, LLC, Lotus Oilfield Services, L.L.C., OWL Lotus, LLC, NGL Energy Partners, LP, High Sierra Water-Eagle Ford, LLC and High Sierra Transportation, LLC (incorporated by reference to Exhibit 2.5 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>   |
| 2.6            | <a href="#"><u>Equity Interest Purchase Agreement, dated November 5, 2013, by and among NGL Energy Partners LP, High Sierra Energy, LP, Gavilon, LLC and Gavilon Energy Intermediate, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on December 5, 2013)</u></a>   |
| 2.7            | <a href="#"><u>Membership Interest Purchase Agreement, dated as of May 30, 2018, by and among NGL Energy Operating, LLC, NGL Energy Partners LP, and Superior Plus Energy Services Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 10, 2018)</u></a>  |
| 2.8            | <a href="#"><u>Asset Purchase and Sale Agreement, dated May 13, 2019, by and among NGL Energy Partners LP, Mesquite Disposals Unlimited, LLC and Mesquite SWD, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</u></a>   |
| 2.9            | <a href="#"><u>Membership Interest Purchase Agreement, dated as of August 7, 2019, between NGL Energy Operating, LLC and Trajectory Acquisition Company, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 4, 2019)</u></a>   |
| 2.10           | <a href="#"><u>Equity Purchase Agreement, dated September 25, 2019, by and among NGL Energy Partners LP, NGL Water Solutions Permian, LLC, Water Remainco, LLC, Hillstone Environmental Partners, LLC, GGCOF HEP Blocker II, LLC, GGCOF HEP Blocker, LLC, Golden Gate Capital Opportunity Fund-A, L.P., GGCOF AIV L.P. and GGCOF HEP Blocker II Holdings, LLC (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</u></a> |
| 3.1            | <a href="#"><u>Certificate of Limited Partnership of NGL Energy Partners LP (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-1 (File No. 333-172186) filed with the SEC on April 15, 2011)</u></a>  |
| 3.2            | <a href="#"><u>Certificate of Amendment to Certificate of Limited Partnership of NGL Energy Partners LP (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-172186) filed with the SEC on April 15, 2011)</u></a>  |
| 3.3            | <a href="#"><u>Certificate of Formation of NGL Energy Holdings LLC (incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-1 (File No. 333-172186) filed with the SEC on April 15, 2011)</u></a>   |
| 3.4            | <a href="#"><u>Certificate of Amendment to Certificate of Formation of NGL Energy Holdings LLC (incorporated by reference to Exhibit 3.5 to the Registration Statement on Form S-1 (File No. 333-172186) filed with the SEC on April 15, 2011)</u></a>   |
| 3.5            | <a href="#"><u>Third Amended and Restated Limited Liability Company Agreement of NGL Energy Holdings LLC (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on February 28, 2013)</u></a>   |
| 3.6            | <a href="#"><u>Amendment No. 1 to Third Amended and Restated Limited Liability Company Agreement of NGL Energy Holdings LLC, dated as of August 6, 2013 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>   |

| Exhibit Number | Description  |
|----------------|--|
| 3.7            | <a href="#"><u>Amendment No. 2 to Third Amended and Restated Limited Liability Company Agreement of NGL Energy Holdings LLC, dated as of June 27, 2014 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 3, 2014)</u></a>  |
| 3.8            | <a href="#"><u>Amendment No. 3 to Third Amended and Restated Limited Liability Company Agreement of NGL Energy Holdings LLC, dated as of June 24, 2016 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on June 28, 2016)</u></a>   |
| 3.9            | <a href="#"><u>Amendment No. 4 to Third Amended and Restated Limited Liability Company Agreement of NGL Energy Holdings LLC, dated as of August 20, 2019 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 21, 2019)</u></a>   |
| 3.10           | <a href="#"><u>Fourth Amended and Restated Agreement of Limited Partnership of NGL Energy Partners LP, dated as of June 13, 2017 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on June 13, 2017)</u></a>   |
| 3.11           | <a href="#"><u>Fifth Amended and Restated Agreement of Limited Partnership of NGL Energy Partners LP, dated as of April 2, 2019 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on April 2, 2019)</u></a>  |
| 3.12           | <a href="#"><u>Sixth Amended and Restated Agreement of Limited Partnership of NGL Energy Partners LP, dated as of July 2, 2019 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</u></a>  |
| 3.13           | <a href="#"><u>Seventh Amended and Restated Agreement of Limited Partnership of NGL Energy Partners LP, dated as of October 31, 2019 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</u></a>  |
| 4.1            | <a href="#"><u>First Amended and Restated Registration Rights Agreement, dated October 3, 2011, by and among the Partnership, Hicks Oils &amp; Hicksgas, Incorporated, NGL Holdings, Inc., Krim2010, LLC, Infrastructure Capital Management, LLC, Atkinson Investors, LLC, E. Osterman Propane, Inc. and the other holders party thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 7, 2011)</u></a>   |
| 4.2            | <a href="#"><u>Amendment No. 1 and Joinder to First Amended and Restated Registration Rights Agreement dated as of November 1, 2011 by and among the Partnership and SemStream (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 4, 2011)</u></a>  |
| 4.3            | <a href="#"><u>Amendment No. 2 and Joinder to First Amended and Restated Registration Rights Agreement, dated January 3, 2012, by and among NGL Energy Holdings LLC, Liberty Propane, L.L.C., Pacer-Enviro Propane, L.L.C., Pacer-Pittman Propane, L.L.C., Pacer-Portland Propane, L.L.C., Pacer Propane (Washington), L.L.C., Pacer-Salida Propane, L.L.C. and Pacer-Utah Propane, L.L.C. (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on January 9, 2012)</u></a> |
| 4.4            | <a href="#"><u>Amendment No. 3 and Joinder to First Amended and Restated Registration Rights Agreement, dated May 1, 2012, by and between NGL Energy Holdings LLC and Downeast Energy Corp. (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on May 4, 2012)</u></a>  |
| 4.5            | <a href="#"><u>Amendment No. 4 and Joinder to First Amended and Restated Registration Rights Agreement, dated June 19, 2012, by and between NGL Energy Holdings LLC and NGP M&amp;R HS LP LLC (incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on June 25, 2012)</u></a>  |
| 4.6            | <a href="#"><u>Amendment No. 5 and Joinder to First Amended and Restated Registration Rights Agreement, dated October 1, 2012, by and between NGL Energy Holdings LLC and Enstone, LLC (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 3, 2012)</u></a>   |
| 4.7            | <a href="#"><u>Amendment No. 6 and Joinder to First Amended and Restated Registration Rights Agreement, dated November 13, 2012, by and between NGL Energy Holdings LLC and Gerald L. Jensen, Thrift Opportunity Holdings, LP, Jenco Petroleum Corporation, Caritas Trust, Animosus Trust and Nitor Trust (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 19, 2012)</u></a>  |
| 4.8            | <a href="#"><u>Amendment No. 7 and Joinder to First Amended and Restated Registration Rights Agreement, dated as of August 1, 2013, by and among NGL Energy Holdings LLC, Oilfield Water Lines, LP and Terry G. Bailey (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on August 7, 2013)</u></a>  |
| 4.9            | <a href="#"><u>Amendment No. 8 and Joinder to First Amended and Restated Registration Rights Agreement, dated as of February 17, 2015, by and among NGL Energy Holdings LLC and Magnum NGL Holdco LLC (incorporated by reference to Exhibit 4.9 to the Annual Report on Form 10-K (File No. 001-35172) for the year ended March 31, 2015 filed with the SEC on June 1, 2015)</u></a>   |
| 4.10           | <a href="#"><u>Amendment No. 9 and Joinder to First Amended and Restated Registration Rights Agreement, dated as of February 25, 2016, by and among NGL Energy Holdings LLC and Magnum NGL Holdco LLC (incorporated by reference to Exhibit 4.10 to the Annual Report on Form 10-K (File No. 001-35172) for the year ended March 31, 2016 filed with the SEC on May 31, 2016)</u></a>  |
| 4.11           | <a href="#"><u>Registration Rights Agreement, dated December 2, 2013, by and among NGL Energy Partners LP and the purchasers set forth on Schedule A thereto (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on December 5, 2013)</u></a>  |
| 4.12           | <a href="#"><u>Indenture, dated as of October 24, 2016, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016)</u></a>  |
| 4.13           | <a href="#"><u>Forms of 7.5% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 and included as Exhibits A1 and A2 to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016)</u></a>  |

| Exhibit Number | Description   |
|----------------|---|
| 4.14           | <a href="#"><u>Registration Rights Agreement, dated as of October 24, 2016, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors listed therein on Exhibit A and Barclays Capital Inc. as representative of the several initial purchasers (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on October 24, 2016)</u></a>  |
| 4.15           | <a href="#"><u>First Supplemental Indenture, dated as of February 21, 2017, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.8 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</u></a>     |
| 4.16           | <a href="#"><u>Second Supplemental Indenture, dated as of July 18, 2018, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.9 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</u></a>        |
| 4.17           | <a href="#"><u>Third Supplemental Indenture, dated as of January 25, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.10 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</u></a>     |
| 4.18           | <a href="#"><u>Fourth Supplemental Indenture, dated as of October 31, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.3 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended September 30, 2019 filed with the SEC on November 8, 2019)</u></a>     |
| 4.19           | <a href="#"><u>Fifth Supplemental Indenture, dated as of December 27, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.5 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2019 filed with the SEC on February 6, 2020)</u></a>      |
| 4.20           | <a href="#"><u>Indenture, dated as of February 22, 2017, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on February 22, 2017)</u></a>   |
| 4.21           | <a href="#"><u>Forms of 6.125% Senior Notes due 2025 (incorporated by reference to Exhibit 4.2 and included as Exhibits A1 and A2 to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on February 22, 2017)</u></a>  |
| 4.22           | <a href="#"><u>Registration Rights Agreement, dated as of February 22, 2017, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors listed therein on Exhibit A and RBC Capital Markets, LLC and Deutsche Bank Securities Inc., as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on February 22, 2017)</u></a> |
| 4.23           | <a href="#"><u>First Supplemental Indenture, dated as of July 18, 2018, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.11 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</u></a>        |
| 4.24           | <a href="#"><u>Second Supplemental Indenture, dated as of January 25, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.12 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</u></a>    |
| 4.25           | <a href="#"><u>Third Supplemental Indenture, dated as of October 31, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.4 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended September 30, 2019 filed with the SEC on November 8, 2019)</u></a>      |
| 4.26           | <a href="#"><u>Fourth Supplemental Indenture, dated as of December 27, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.6 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2019 filed with the SEC on February 6, 2020)</u></a>     |
| 4.27           | <a href="#"><u>Indenture, dated as of April 9, 2019, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on April 9, 2019)</u></a>   |
| 4.28           | <a href="#"><u>Forms of 7.50% Senior Notes due 2026 (incorporated by reference to Exhibit 4.2 and included as Exhibits A1 and A2 to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on April 9, 2019)</u></a>   |
| 4.29           | <a href="#"><u>Registration Rights Agreement, dated as of April 9, 2019, by and among NGL Energy Partners LP, NGL Energy Finance Corp., the guarantors listed therein on Exhibit A and RBC Capital Markets, LLC and Mizuho Securities USA LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on April 9, 2019)</u></a>             |
| 4.30           | <a href="#"><u>First Supplemental Indenture, dated as of October 31, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.5 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended September 30, 2019 filed with the SEC on November 8, 2019)</u></a>      |
| 4.31           | <a href="#"><u>Second Supplemental Indenture, dated as of December 27, 2019, among NGL Energy Partners LP, NGL Energy Finance Corp., the Guaranteeing Subsidiaries party thereto, the Guarantors party thereto and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.7 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2019 filed with the SEC on February 6, 2020)</u></a>     |

| Exhibit Number | Description   |
|----------------|---|
| 4.32           | <a href="#">Amended and Restated Guaranty Agreement, dated as of March 31, 2017 and effective as of December 31, 2016, among NGL Energy Partners LP and the purchasers named therein (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended June 30, 2017 filed with the SEC on August 4, 2017)</a>  |
| 4.33           | <a href="#">Registration Rights Agreement, dated July 2, 2019, by and among NGL Energy Partners LP, EIG Neptune Aggregator, L.P. and FS Energy and Power Fund (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 4.34           | <a href="#">Amended and Restated Registration Rights Agreement, dated October 31, 2019, by and among NGL Energy Partners LP, EIG Neptune Equity Aggregator, L.P., FS Energy and Power Fund and GCM Pellit Holdings, LLC (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</a>  |
| 4.35*          | <a href="#">Description of NGL Energy Partners LP's securities</a>  |
| 10.1           | <a href="#">Amended and Restated Credit Agreement, dated as of February 14, 2017, by and among NGL Energy Partners LP, NGL Energy Operating LLC, the subsidiary guarantors party thereto, Deutsche Bank Trust Company Americas, Deutsche Bank AG, New York Branch, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on February 15, 2017)</a>                        |
| 10.2           | <a href="#">Amendment No. 1 to Amended and Restated Credit Agreement, dated as of March 31, 2017, among the NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on April 5, 2017)</a>   |
| 10.3           | <a href="#">Amendment No. 2 to Amended and Restated Credit Agreement, dated as of June 2, 2017, among the NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on June 5, 2017)</a>  |
| 10.4           | <a href="#">Amendment No. 3 to Amended and Restated Credit Agreement, dated as of February 5, 2018, among NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2017 filed with the SEC on February 9, 2018)</a> |
| 10.5           | <a href="#">Amendment No. 4 to Amended and Restated Credit Agreement, dated as of March 6, 2018, among the Partnership, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on March 8, 2018)</a>   |
| 10.6           | <a href="#">Amendment No. 5 to Amended and Restated Credit Agreement, dated as of May 24, 2018, among the Partnership, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.6 to the Annual Report on Form 10-K (File No. 001-35172) for the year ended March 31, 2018 filed with the SEC on May 30, 2018)</a>                         |
| 10.7           | <a href="#">Amendment No. 6 to Amended and Restated Credit Agreement, dated as of July 5, 2018, among the Partnership, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 10, 2018)</a>  |
| 10.8           | <a href="#">Amendment No. 7 to Amended and Restated Credit Agreement, dated as of February 6, 2019, among the Partnership, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended December 31, 2018 filed with the SEC on February 11, 2019)</a>       |
| 10.9           | <a href="#">Amendment No. 8 to Amended and Restated Credit Agreement, dated as of June 26, 2019, among the Partnership, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 2, 2019)</a>  |
| 10.10          | <a href="#">Amendment No. 9 to Credit Agreement, dated October 30, 2019, by and among the NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank AG, New York Branch, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</a>                         |
| 10.11*         | <a href="#">Amendment No. 10 to Credit Agreement, dated April 27, 2020, by and among the NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Deutsche Bank AG, New York Branch, Deutsche Bank Trust Company Americas, and the other financial institutions party thereto</a>  |
| 10.12          | <a href="#">Term Credit Agreement, dated July 2, 2019, by and among NGL Energy Operating LLC, as Borrower, NGL Energy Partner LP, the lenders thereto and TD Dominion (Texas LLC), as the administrative agent (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 10.13          | <a href="#">Amendment No. 1 to Term Credit Agreement, dated October 30, 2019, by and among NGL Energy Partners LP, NGL Energy Operating LLC, the other subsidiary borrowers party thereto, Toronto-Dominion Bank, New York Branch, Toronto Dominion (Texas) LLC and the other financial institutions party thereto (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</a>                            |
| 10.14          | <a href="#">Facility Increase Agreement, dated December 30, 2019, among NGL Energy Operating LLC, Deutsche Bank Trust Company Americas and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on January 6, 2020)</a>  |



| Exhibit Number | Description  |
|----------------|--|
| 10.15          | <a href="#">Common Unit Purchase Agreement, dated November 5, 2013, by and among NGL Energy Partners LP and the purchasers listed on Schedule A thereto (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on December 5, 2013)</a>  |
| 10.16+         | <a href="#">NGL Energy Partners LP 2011 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on May 17, 2011)</a>   |
| 10.17+         | <a href="#">Form of Restricted Unit Award Agreement under the NGL Energy Partners LP 2011 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (File No. 001-35172) for the quarter ended June 30, 2012 filed with the SEC on August 14, 2012)</a>   |
| 10.18          | <a href="#">Class D Preferred Unit and Warrant Purchase Agreement, dated July 2, 2019, by and among NGL Energy Partners LP, EIG Neptune Equity Aggregator, L.P. and FS Energy and Power Fund (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>                                       |
| 10.19          | <a href="#">Board Representation Rights Agreement, dated July 2, 2019, by and among NGL Energy Partners LP, NGL Energy Holdings LLC and certain affiliates of EIG Neptune Equity Aggregator, L.P. and FS Energy and Power Fund (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>     |
| 10.20          | <a href="#">Voting Agreement, dated July 2, 2019, by and among the members of NGL Energy Holdings LLC named therein (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 10.21          | <a href="#">Letter Agreement, dated July 2, 2019, by and among NGL Energy Partners LP, Mesquite Disposals Unlimited, LLC and Mesquite SWD, Inc. (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 10.22          | <a href="#">Form of Par Warrant (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 10.23          | <a href="#">Form of Premium Warrant (incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on July 8, 2019)</a>  |
| 10.24          | <a href="#">Class D Preferred Unit and Warrant Purchase Agreement, dated September 25, 2019, by and among NGL Energy Partners LP, EIG Neptune Equity Aggregator, L.P., FS Energy and Power Fund and GCM Pellit Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on September 30, 2019)</a> |
| 10.25          | <a href="#">Form of Par Warrant (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</a>  |
| 10.26          | <a href="#">Form of Premium Warrant (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K (File No. 001-35172) filed with the SEC on November 1, 2019)</a>  |
| 21.1*          | <a href="#">List of Subsidiaries of NGL Energy Partners LP</a>   |
| 23.1*          | <a href="#">Consent of Grant Thornton LLP</a>  |
| 31.1*          | <a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |
| 31.2*          | <a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>   |
| 32.1*          | <a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>  |
| 32.2*          | <a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>  |
| 101.INS**      | XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.  |
| 101.SCH**      | Inline XBRL Schema Document  |
| 101.CAL**      | Inline XBRL Calculation Linkbase Document  |
| 101.DEF**      | Inline XBRL Definition Linkbase Document   |
| 101.LAB**      | Inline XBRL Label Linkbase Document  |
| 101.PRE**      | Inline XBRL Presentation Linkbase Document   |
| 104            | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)   |

\* Exhibits filed with this report.

\*\* The following documents are formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets at March 31, 2020 and 2019, (ii) Consolidated Statements of Operations for the years ended March 31, 2020, 2019, and 2018, (iii) Consolidated Statements of Comprehensive (Loss) Income for the years ended March 31, 2020, 2019, and 2018, (iv) Consolidated Statements of Changes in Equity for the years ended March 31, 2020, 2019, and 2018, (v) Consolidated Statements of Cash Flows for the years ended March 31, 2020, 2019, and 2018, and (vi) Notes to Consolidated Financial Statements.

+ Management contracts or compensatory plans or arrangements.



**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on June 1, 2020.

NGL ENERGY PARTNERS LP

By: NGL Energy Holdings LLC, its general partner

By: /s/ H. Michael Krimbill

H. Michael Krimbill

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature   | Title   | Date         |
|---|---|--------------|
| <u>/s/ H. Michael Krimbill</u><br>H. Michael Krimbill         | Chief Executive Officer and Director<br>(Principal Executive Officer) | June 1, 2020 |
| <u>/s/ Robert W. Karlovich III</u><br>Robert W. Karlovich III | Chief Financial Officer<br>(Principal Financial Officer)              | June 1, 2020 |
| <u>/s/ Lawrence J. Thuillier</u><br>Lawrence J. Thuillier     | Chief Accounting Officer<br>(Principal Accounting Officer)            | June 1, 2020 |
| <u>/s/ Brian P. Boland</u><br>Brian P. Boland                 | Director  | June 1, 2020 |
| <u>/s/ Shawn W. Coady</u><br>Shawn W. Coady                   | Director  | June 1, 2020 |
| <u>/s/ James M. Collingsworth</u><br>James M. Collingsworth   | Director  | June 1, 2020 |
| <u>/s/ Stephen L. Cropper</u><br>Stephen L. Cropper           | Director  | June 1, 2020 |
| <u>/s/ Bryan K. Guderian</u><br>Bryan K. Guderian             | Director  | June 1, 2020 |
| <u>/s/ John T. Raymond</u><br>John T. Raymond                 | Director  | June 1, 2020 |
| <u>/s/ Derek S. Reiners</u><br>Derek S. Reiners               | Director  | June 1, 2020 |

## INDEX TO FINANCIAL STATEMENTS

### NGL ENERGY PARTNERS LP

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors of NGL Energy Holdings LLC and  
Unitholders of NGL Energy Partners LP

### Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of NGL Energy Partners LP (a Delaware limited partnership) and subsidiaries (the “Partnership”) as of March 31, 2020 and 2019, the related consolidated statements of operations, comprehensive (loss) income, changes in equity, and cash flows for each of the three years in the period ended March 31, 2020, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of March 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Partnership’s internal control over financial reporting as of March 31, 2020, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated June 1, 2020 expressed an unqualified opinion.

### Change in accounting principle

As discussed in Note 2 to the consolidated financial statements, the Partnership has changed its method of accounting for leases in the year ended March 31, 2020 due to the adoption of FASB Accounting Standards Codification Topic 842, Leases.

### Basis for opinion

These financial statements are the responsibility of the Partnership’s management. Our responsibility is to express an opinion on the Partnership’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical audit matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### *Fair value of assets acquired and liabilities assumed in significant non-routine acquisitions*

As described further in Note 4 to the consolidated financial statements, the Partnership acquired all of the assets of Mesquite Disposals Unlimited, LLC (“Mesquite”) and all of the equity interests of Hillstone Environmental Partners, LLC (“Hillstone”), two water disposal companies, during the year ended March 31, 2020 and the assets acquired and liabilities assumed were required to be recorded at fair value as of the respective transaction dates, for which the Partnership utilized a third party valuation firm. We identified the estimation of the fair value of the assets acquired and liabilities assumed in these significant non-routine acquisitions as a critical audit matter.

The principal considerations for our determination that the estimation of the fair value of the assets acquired and liabilities assumed in these significant non-routine acquisitions is a critical audit matter are that there was a high estimation uncertainty due to significant judgments with respect to assumptions used to estimate the future revenues and cash flows, including revenue growth rates, operating margins, weighted average costs of capital and future market conditions, the valuation methodologies applied by the third party valuation firm for the fair value of the intangible customer commitments, customer relationships, and

right-of ways as well as the real property and the estimated replacement costs of the personal property acquired and the valuation methodologies applied by the third party valuation firm. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to management's forecasted future revenues and cash flows. In addition, the audit effort involved the use of professionals with specialized skill and knowledge to assist in performing these procedures and evaluating the audit evidence obtained.

Our audit procedures related to the estimation of the fair value of the assets acquired and liabilities assumed in the significant non-routine acquisitions included the following, among others. We tested the effectiveness of controls relating to management's review of the assumptions used to develop the future revenues and cash flows, the reconciliation of future revenues and cash flows prepared by management to the data used in the third party valuation report, the estimated replacement cost of property, plant and equipment, and the valuation methodologies applied by the third party valuation firm. In addition to testing the effectiveness of controls, we also performed the following:

- Utilized a valuation specialist to evaluate:
  - The methodologies used and whether they were acceptable for the underlying assets or operations and being applied correctly by performing an independent calculation,
  - The methodologies and assumptions used in the valuation of the real property,
  - The appropriateness of the replacement cost of the personal property, by performing an independent calculation and inspecting the estimated remaining years of service for the underlying assets based on the original acquisition dates and condition of assets,
  - The appropriateness of the discount rate by recalculating the weighted average costs of capital and evaluating future market conditions, and
  - The qualifications of the third party valuation firm engaged by the Partnership based on their credentials and experience.
- Tested the revenue growth rate and operating margins by comparing such items to the industry projections and conditions found in industry reports as well as historical operating results of the entity acquired.

#### *Goodwill impairment assessment*

As described further in Note 6 to the consolidated financial statements, the Partnership's consolidated goodwill balance was \$993.6 million as of March 31, 2020. Management evaluates goodwill for impairment on January 1 of each year, or more frequently to the extent events or conditions indicate a risk of possible impairment. Based on events occurring during the three months ended March 31, 2020, management performed a quantitative impairment assessment for each reporting unit to test goodwill for impairment. As a result of the assessment performed for the reporting units, and as described further in Note 6 to the consolidated financial statements, the Partnership recognized a goodwill impairment charge of \$250.0 million related to its Water Solutions reporting unit within the Partnership's Water Solutions reportable segment primarily due to changes in assumptions related to the projected future revenues and cash flows from the dates the goodwill was originally recorded. We identified the goodwill impairment assessment as a critical audit matter.

The principal considerations for our determination that the goodwill impairment assessment was a critical audit matter are that there was a high estimation uncertainty due to significant judgments with respect to assumptions used to estimate the future revenues and cash flows, including revenue growth rates, operating expenses and cash outflows necessary to support the cash flows, weighted average costs of capital and future market conditions as well as the valuation methodologies applied by the Partnership. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence related to management's forecasted future revenues and cash flows. In addition, the audit effort involved the use of professionals with specialized skill and knowledge to assist in performing these procedures and evaluating the audit evidence obtained.

Our audit procedures related to the goodwill impairment assessment included the following, among others. We tested the effectiveness of controls relating to management's goodwill impairment tests, including controls over the determination of the fair value of the reporting units. In addition to testing the effectiveness of controls, we also performed the following:

- Utilized a valuation specialist to evaluate:
  - The methodologies used and whether they were acceptable for the underlying assets or operations and being applied correctly by performing an independent calculation,
  - The appropriateness of the discount rate by recalculating the weighted average costs of capital and evaluating future market conditions, and
  - Other significant assumptions, including the terminal growth rate.
- Tested the reasonableness of management's process for determining the fair value of the reporting units, including the revenue growth rate, forecasted costs and operating margins by comparing such items to the industry projections and

conditions found in industry reports as well as historical operating results of the reporting units and by assessing the likelihood or capability of the reporting unit to undertake activities or initiatives underpinning significant drivers of growth in the forecasted period.

/s/ GRANT THORNTON LLP

We have served as the Partnership's auditor since 2010.

Tulsa, Oklahoma

June 1, 2020

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Consolidated Balance Sheets**  
(in Thousands, except unit amounts)

|  | March 31,    |              |
|--|--------------|--------------|
|  | 2020         | 2019         |
| <b>ASSETS</b>  |              |              |
| <b>CURRENT ASSETS:</b>   |              |              |
| Cash and cash equivalents  | \$ 22,704    | \$ 18,572    |
| Accounts receivable-trade, net of allowance for doubtful accounts of \$4,540 and \$4,016, respectively                         | 566,834      | 998,203      |
| Accounts receivable-affiliates   | 12,934       | 12,867       |
| Inventories  | 69,634       | 136,128      |
| Prepaid expenses and other current assets  | 101,981      | 65,918       |
| Assets held for sale   | —            | 580,985      |
| Total current assets   | 774,087      | 1,812,673    |
| PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation of \$529,068 and \$417,457, respectively                        | 2,851,555    | 1,828,940    |
| GOODWILL   | 993,587      | 1,110,456    |
| INTANGIBLE ASSETS, net of accumulated amortization of \$631,449 and \$503,117, respectively                                    | 1,612,480    | 800,889      |
| INVESTMENTS IN UNCONSOLIDATED ENTITIES   | 23,182       | 1,127        |
| OPERATING LEASE RIGHT-OF-USE ASSETS  | 180,708      | —            |
| OTHER NONCURRENT ASSETS  | 63,137       | 113,857      |
| ASSETS HELD FOR SALE   | —            | 234,551      |
| Total assets   | \$ 6,498,736 | \$ 5,902,493 |
| <b>LIABILITIES AND EQUITY</b>  |              |              |
| <b>CURRENT LIABILITIES:</b>  |              |              |
| Accounts payable-trade   | \$ 515,049   | \$ 879,063   |
| Accounts payable-affiliates  | 17,717       | 28,469       |
| Accrued expenses and other payables  | 232,062      | 107,759      |
| Advance payments received from customers   | 19,536       | 8,461        |
| Current maturities of long-term debt   | 4,683        | 648          |
| Operating lease obligations  | 56,776       | —            |
| Liabilities held for sale  | —            | 226,753      |
| Total current liabilities  | 845,823      | 1,251,153    |
| LONG-TERM DEBT, net of debt issuance costs of \$19,795 and \$12,008, respectively, and current maturities                      | 3,144,848    | 2,160,133    |
| OPERATING LEASE OBLIGATIONS  | 121,013      | —            |
| OTHER NONCURRENT LIABILITIES   | 114,079      | 63,542       |
| NONCURRENT LIABILITIES HELD FOR SALE   | —            | 33           |
| COMMITMENTS AND CONTINGENCIES (NOTE 9)   |              |              |
| CLASS A 10.75% CONVERTIBLE PREFERRED UNITS, 0 and 19,942,169 preferred units issued and outstanding, respectively              | —            | 149,814      |
| CLASS D 9.00% PREFERRED UNITS, 600,000 and 0 preferred units issued and outstanding, respectively                              | 537,283      | —            |
| <b>EQUITY:</b>   |              |              |
| General partner, representing a 0.1% interest, 128,901 and 124,633 notional units, respectively                                | (51,390)     | (50,603)     |
| Limited partners, representing a 99.9% interest, 128,771,715 and 124,508,497 common units issued and outstanding, respectively | 1,366,152    | 2,067,197    |
| Class B preferred limited partners, 12,585,642 and 8,400,000 preferred units issued and outstanding, respectively              | 305,468      | 202,731      |
| Class C preferred limited partners, 1,800,000 and 0 preferred units issued and outstanding, respectively                       | 42,891       | —            |
| Accumulated other comprehensive loss   | (385)        | (255)        |
| Noncontrolling interests   | 72,954       | 58,748       |
| Total equity   | 1,735,690    | 2,277,818    |
| Total liabilities and equity   | \$ 6,498,736 | \$ 5,902,493 |

The accompanying notes are an integral part of these consolidated financial statements.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Consolidated Statements of Operations**  
(in Thousands, except unit and per unit amounts)

|  | Year Ended March 31, |              |              |
|--|----------------------|--------------|--------------|
|  | 2020                 | 2019         | 2018         |
| <b>REVENUES:</b>   |                      |              |              |
| Crude Oil Logistics  | \$ 2,549,767         | \$ 3,136,635 | \$ 2,260,075 |
| Water Solutions  | 422,059              | 301,686      | 229,139      |
| Liquids and Refined Products   | 4,611,136            | 5,249,474    | 4,463,559    |
| Other  | 1,038                | 1,362        | 1,174        |
| Total Revenues   | 7,584,000            | 8,689,157    | 6,953,947    |
| <b>COST OF SALES:</b>  |                      |              |              |
| Crude Oil Logistics  | 2,293,953            | 2,902,656    | 2,113,747    |
| Water Solutions  | (33,870)             | (10,787)     | 19,345       |
| Liquids and Refined Products   | 4,342,526            | 5,089,263    | 4,129,939    |
| Other  | 1,774                | 1,929        | 530          |
| Total Cost of Sales  | 6,604,383            | 7,983,061    | 6,263,561    |
| <b>OPERATING COSTS AND EXPENSES:</b>   |                      |              |              |
| Operating  | 332,993              | 231,065      | 193,076      |
| General and administrative   | 113,664              | 107,407      | 97,979       |
| Depreciation and amortization  | 265,312              | 211,973      | 208,398      |
| Loss (gain) on disposal or impairment of assets, net   | 261,786              | 34,296       | (17,118)     |
| Revaluation of liabilities   | 9,194                | (5,373)      | 20,716       |
| Operating (Loss) Income  | (3,332)              | 126,728      | 187,335      |
| <b>OTHER INCOME (EXPENSE):</b>   |                      |              |              |
| Equity in earnings of unconsolidated entities  | 1,291                | 2,533        | 7,539        |
| Interest expense   | (181,184)            | (164,725)    | (199,149)    |
| Gain (loss) on early extinguishment of liabilities, net  | 1,341                | (12,340)     | (23,201)     |
| Other income (expense), net  | 1,684                | (30,418)     | 6,352        |
| Loss From Continuing Operations Before Income Taxes  | (180,200)            | (78,222)     | (21,124)     |
| <b>INCOME TAX EXPENSE</b>  |                      |              |              |
| Loss From Continuing Operations  | (345)                | (1,233)      | (1,353)      |
| (Loss) Income From Discontinued Operations, net of Tax   | (218,235)            | 418,850      | (47,128)     |
| Net (Loss) Income  | (398,780)            | 339,395      | (69,605)     |
| LESS: NET LOSS (INCOME) ATTRIBUTABLE TO NONCONTROLLING INTERESTS                               | 1,773                | 20,206       | (240)        |
| LESS: NET LOSS (INCOME) ATTRIBUTABLE TO REDEEMABLE NONCONTROLLING INTERESTS                    | —                    | 446          | (1,030)      |
| NET (LOSS) INCOME ATTRIBUTABLE TO NGL ENERGY PARTNERS LP                                       | \$ (397,007)         | \$ 360,047   | \$ (70,875)  |
| <b>NET LOSS FROM CONTINUING OPERATIONS ALLOCATED TO COMMON UNITHOLDERS (NOTE 3)</b>            |                      |              |              |
|  | \$ (367,246)         | \$ (171,153) | \$ (82,816)  |
| <b>NET (LOSS) INCOME FROM DISCONTINUED OPERATIONS ALLOCATED TO COMMON UNITHOLDERS (NOTE 3)</b> |                      |              |              |
|  | \$ (218,017)         | \$ 418,877   | \$ (48,110)  |
| <b>NET (LOSS) INCOME ALLOCATED TO COMMON UNITHOLDERS</b>                                       |                      |              |              |
|  | \$ (585,263)         | \$ 247,724   | \$ (130,926) |
| <b>BASIC (LOSS) INCOME PER COMMON UNIT</b>   |                      |              |              |
| Loss From Continuing Operations  | \$ (2.88)            | \$ (1.39)    | \$ (0.68)    |
| (Loss) Income From Discontinued Operations, net of Tax   | \$ (1.71)            | \$ 3.41      | \$ (0.40)    |
| Net (Loss) Income  | \$ (4.59)            | \$ 2.01      | \$ (1.08)    |
| <b>DILUTED (LOSS) INCOME PER COMMON UNIT</b>   |                      |              |              |
| Loss From Continuing Operations  | \$ (2.88)            | \$ (1.39)    | \$ (0.68)    |
| (Loss) Income From Discontinued Operations, net of Tax   | \$ (1.71)            | \$ 3.41      | \$ (0.40)    |
| Net (Loss) Income  | \$ (4.59)            | \$ 2.01      | \$ (1.08)    |
| <b>BASIC WEIGHTED AVERAGE COMMON UNITS OUTSTANDING</b>   |                      |              |              |
|  | 127,411,908          | 123,017,064  | 120,991,340  |
| <b>DILUTED WEIGHTED AVERAGE COMMON UNITS OUTSTANDING</b>                                       |                      |              |              |
|  | 127,411,908          | 123,017,064  | 120,991,340  |

The accompanying notes are an integral part of these consolidated financial statements.



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive (Loss) Income**  
(in Thousands)

|                                   | Year Ended March 31, |            |             |
|-----------------------------------|----------------------|------------|-------------|
|                                   | 2020                 | 2019       | 2018        |
| Net (loss) income                 | \$ (398,780)         | \$ 339,395 | \$ (69,605) |
| Other comprehensive (loss) income | (130)                | (9)        | 13          |
| Comprehensive (loss) income       | \$ (398,910)         | \$ 339,386 | \$ (69,592) |

The accompanying notes are an integral part of these consolidated financial statements.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**  
**For the Years Ended March 31, 2020, 2019, and 2018**  
**(in Thousands, except unit amounts)**

|  | Limited Partners   |            |            |             | Accumulated Other<br>Comprehensive Income<br>(Loss) | Noncontrolling<br>Interests | Total<br>Equity |              |
|--|--------------------|------------|------------|-------------|---|-----------------------------|-----------------|--------------|
|  | General<br>Partner | Preferred  |            | Common      |   |                             |                 |              |
|  |                    | Units      | Amount     | Units       |   |                             |                 | Amount       |
| BALANCES AT MARCH 31, 2017   | \$ (50,529)        | —          | \$ —       | 120,179,407 | \$ 2,192,413  | \$ (1,828)                  | \$ 26,746       | \$ 2,166,802 |
| Distributions to general and common unit partners and preferred unitholders (Note 10)              | (323)              | —          | —          | —           | (229,469)   | —                           | —               | (229,792)    |
| Distributions to noncontrolling interest owners  | —                  | —          | —          | —           | —   | —                           | (3,082)         | (3,082)      |
| Contributions  | —                  | —          | —          | —           | —   | —                           | 23              | 23           |
| Sawtooth joint venture (Note 17)   | —                  | —          | —          | —           | (16,981)  | —                           | 76,214          | 59,233       |
| Purchase of noncontrolling interest  | —                  | —          | —          | —           | (6,245)   | —                           | (16,638)        | (22,883)     |
| Redeemable noncontrolling interest valuation adjustment  | —                  | —          | —          | —           | (5,825)   | —                           | —               | (5,825)      |
| Repurchase of warrants (Note 10)   | —                  | —          | —          | —           | (10,549)  | —                           | —               | (10,549)     |
| Equity issued pursuant to incentive compensation plan (Note 10)                                    | 28                 | —          | —          | 2,260,011   | 34,623  | —                           | —               | 34,651       |
| Common unit repurchases and cancellations (Note 10)  | —                  | —          | —          | (1,574,346) | (15,817)  | —                           | —               | (15,817)     |
| Warrants exercised (Note 10)   | —                  | —          | —          | 607,653     | 6   | —                           | —               | 6            |
| Accretion of beneficial conversion feature of Class A convertible preferred units (Note 10)        | —                  | —          | —          | —           | (18,781)  | —                           | —               | (18,781)     |
| Issuance of Class B preferred units, net of offering costs (Note 10)                               | —                  | 8,400,000  | 202,731    | —           | —   | —                           | —               | 202,731      |
| Net income (loss)  | 5                  | —          | —          | —           | (70,880)  | —                           | 240             | (70,635)     |
| Other comprehensive income   | —                  | —          | —          | —           | —   | 13                          | —               | 13           |
| BALANCES AT MARCH 31, 2018   | (50,819)           | 8,400,000  | 202,731    | 121,472,725 | 1,852,495   | (1,815)                     | 83,503          | 2,086,095    |
| Distributions to general and common unit partners and preferred unitholders (Note 10)              | (330)              | —          | —          | —           | (236,303)   | —                           | —               | (236,633)    |
| Contributions  | —                  | —          | —          | —           | —   | —                           | 169             | 169          |
| Sawtooth joint venture (Note 17)   | —                  | —          | —          | —           | (63)  | —                           | (791)           | (854)        |
| Purchase of noncontrolling interest  | —                  | —          | —          | —           | (33)  | —                           | (3,927)         | (3,960)      |
| Redeemable noncontrolling interest valuation adjustment  | —                  | —          | —          | —           | (3,349)   | —                           | —               | (3,349)      |
| Repurchase of warrants (Note 10)   | —                  | —          | —          | —           | (14,988)  | —                           | —               | (14,988)     |
| Common unit repurchases and cancellations (Note 10)  | —                  | —          | —          | (26,993)    | (297)   | —                           | —               | (297)        |
| Equity issued pursuant to incentive compensation plan (Note 10)                                    | 22                 | —          | —          | 2,833,968   | 39,712  | —                           | —               | 39,734       |
| Warrants exercised (Note 10)   | —                  | —          | —          | 228,797     | 2   | —                           | —               | 2            |
| Accretion of beneficial conversion feature of Class A convertible preferred units (Note 10)        | —                  | —          | —          | —           | (67,239)  | —                           | —               | (67,239)     |
| Net income (loss)  | 387                | —          | —          | —           | 359,660   | —                           | (20,206)        | 339,841      |
| Other comprehensive loss   | —                  | —          | —          | —           | —   | (9)                         | —               | (9)          |
| Cumulative effect adjustment for adoption of ASC 606   | 139                | —          | —          | —           | 139,167   | —                           | —               | 139,306      |
| Cumulative effect adjustment for adoption of ASU 2016-01   | (2)                | —          | —          | —           | (1,567)   | 1,569                       | —               | —            |
| BALANCES AT MARCH 31, 2019   | (50,603)           | 8,400,000  | 202,731    | 124,508,497 | 2,067,197   | (255)                       | 58,748          | 2,277,818    |
| Distributions to general and common unit partners and preferred unitholders (Note 10)              | (342)              | —          | —          | —           | (258,020)   | —                           | —               | (258,362)    |
| Distributions to noncontrolling interest owners  | —                  | —          | —          | —           | —   | —                           | (1,145)         | (1,145)      |
| Issuance of Class B preferred units, net of offering costs (Note 10)                               | —                  | 4,185,642  | 102,737    | —           | —   | —                           | —               | 102,737      |
| Issuance of Class C preferred units, net of offering costs (Note 10)                               | —                  | 1,800,000  | 42,891     | —           | —   | —                           | —               | 42,891       |
| Issuance of warrants, net of offering costs (Note 10)  | —                  | —          | —          | —           | 52,742  | —                           | —               | 52,742       |
| Warrants exercised (Note 10)   | —                  | —          | —          | 1,458,371   | 15  | —                           | —               | 15           |
| Accretion of beneficial conversion feature of Class A convertible preferred units (Note 10)        | —                  | —          | —          | —           | (36,517)  | —                           | —               | (36,517)     |
| Class A convertible preferred units redemption - amount paid in excess of carrying value (Note 10) | —                  | —          | —          | —           | (78,797)  | —                           | —               | (78,797)     |
| Equity issued pursuant to incentive compensation plan (Note 10)                                    | 33                 | —          | —          | 2,938,481   | 32,931  | —                           | —               | 32,964       |
| Common unit repurchases and cancellations (Note 10)  | —                  | —          | —          | (133,634)   | (1,644)   | —                           | —               | (1,644)      |
| Mesquite acquisition (Note 4)  | —                  | —          | —          | —           | —   | —                           | 17,124          | 17,124       |
| Investment in NGL Energy Holdings LLC (Note 13)  | —                  | —          | —          | —           | (15,226)  | —                           | —               | (15,226)     |
| Net loss   | (478)              | —          | —          | —           | (396,529)   | —                           | (1,773)         | (398,780)    |
| Other comprehensive loss   | —                  | —          | —          | —           | —   | (130)                       | —               | (130)        |
| BALANCES AT MARCH 31, 2020   | \$ (51,390)        | 14,385,642 | \$ 348,359 | 128,771,715 | \$ 1,366,152  | \$ (385)                    | \$ 72,954       | \$ 1,735,690 |

The accompanying notes are an integral part of these consolidated financial statements.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
(in Thousands)

|  | Year Ended March 31, |             |             |
|--|----------------------|-------------|-------------|
|  | 2020                 | 2019        | 2018        |
| <b>OPERATING ACTIVITIES:</b>   |                      |             |             |
| Net (loss) income  | \$ (398,780)         | \$ 339,395  | \$ (69,605) |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: |                      |             |             |
| Loss (income) from discontinued operations, net of tax                                   | 218,235              | (418,850)   | 47,128      |
| Depreciation and amortization, including amortization of debt issuance costs             | 276,848              | 221,674     | 219,983     |
| Loss on early extinguishment or revaluation of liabilities, net                          | 7,853                | 6,967       | 43,917      |
| Non-cash equity-based compensation expense   | 26,510               | 41,367      | 35,241      |
| Loss (gain) on disposal or impairment of assets, net                                     | 261,786              | 34,296      | (17,118)    |
| Provision for doubtful accounts  | 1,002                | 381         | 584         |
| Net adjustments to fair value of commodity derivatives                                   | (85,941)             | (10,817)    | 41,263      |
| Equity in earnings of unconsolidated entities  | (1,291)              | (2,533)     | (7,539)     |
| Distributions of earnings from unconsolidated entities                                   | —                    | 2,206       | 4,632       |
| Lower of cost or net realizable value adjustments  | 33,973               | 14,305      | 410         |
| Other  | 2,541                | (485)       | (440)       |
| Changes in operating assets and liabilities, exclusive of acquisitions:                  |                      |             |             |
| Accounts receivable-trade and affiliates   | 436,349              | (185,717)   | (214,750)   |
| Inventories  | 29,779               | (10,093)    | 58,227      |
| Other current and noncurrent assets  | 14,081               | 43,996      | (31,689)    |
| Accounts payable-trade and affiliates  | (375,257)            | 87,739      | 197,273     |
| Other current and noncurrent liabilities   | (65,262)             | (12,308)    | (7,169)     |
| Net cash provided by operating activities-continuing operations                          | 382,426              | 151,523     | 300,348     |
| Net cash provided by (used in) operating activities-discontinued operations              | 81,629               | 185,727     | (162,381)   |
| Net cash provided by operating activities  | 464,055              | 337,250     | 137,967     |
| <b>INVESTING ACTIVITIES:</b>   |                      |             |             |
| Capital expenditures   | (555,713)            | (455,586)   | (133,761)   |
| Acquisitions, net of cash acquired   | (1,268,474)          | (300,614)   | (19,897)    |
| Net settlements of commodity derivatives   | 86,702               | (10,173)    | (39,113)    |
| Proceeds from sales of assets  | 17,621               | 16,177      | 33,844      |
| Proceeds from divestitures of businesses and investments, net                            | —                    | 335,809     | 329,780     |
| Transaction with Victory Propane (Note 13)   | —                    | —           | (6,424)     |
| Investments in unconsolidated entities   | (21,218)             | (389)       | (21,465)    |
| Distributions of capital from unconsolidated entities                                    | 440                  | 1,440       | 11,969      |
| Repayments on loan for natural gas liquids facility                                      | 3,022                | 10,336      | 10,052      |
| Loan to affiliate  | —                    | (1,515)     | (2,510)     |
| Repayments on loan to affiliate  | —                    | —           | 4,160       |
| Net cash (used in) provided by investing activities-continuing operations                | (1,737,620)          | (404,515)   | 166,635     |
| Net cash provided by investing activities-discontinued operations                        | 298,864              | 857,988     | 103,947     |
| Net cash (used in) provided by investing activities                                      | (1,438,756)          | 453,473     | 270,582     |
| <b>FINANCING ACTIVITIES:</b>   |                      |             |             |
| Proceeds from borrowings under Revolving Credit Facility                                 | 4,074,000            | 4,098,500   | 2,434,500   |
| Payments on Revolving Credit Facility  | (3,775,000)          | (3,897,000) | (2,279,500) |
| Issuance of senior unsecured notes and term credit agreement                             | 700,000              | —           | —           |
| Repayment and repurchase of senior secured and senior unsecured notes                    | (454)                | (737,058)   | (486,699)   |
| Payments on other long-term debt   | (653)                | (653)       | (877)       |
| Debt issuance costs  | (14,950)             | (1,383)     | (2,700)     |
| Contributions from noncontrolling interest owners, net                                   | —                    | 169         | 23          |
| Distributions to general and common unit partners and preferred unitholders              | (244,400)            | (236,633)   | (225,067)   |
| Distributions to noncontrolling interest owners  | (1,145)              | —           | (3,082)     |
| Proceeds from sale of preferred units, net of offering costs                             | 622,391              | —           | 202,731     |
| Payments for redemption of preferred units   | (265,128)            | —           | —           |
| Repurchase of warrants   | —                    | (14,988)    | (10,549)    |
| Common unit repurchases and cancellations  | (1,644)              | (297)       | (15,817)    |
| Payments for settlement and early extinguishment of liabilities                          | (98,958)             | (4,577)     | (3,408)     |
| Investment in NGL Energy Holdings LLC  | (15,226)             | —           | —           |
| Net cash provided by (used in) financing activities-continuing operations                | 978,833              | (793,920)   | (390,445)   |

|   |            |            |            |
|---|------------|------------|------------|
| Net cash used in financing activities-discontinued operations                             | —          | (325)      | (3,836)    |
| Net cash provided by (used in) financing activities                                       | 978,833    | (794,245)  | (394,281)  |
| Net increase (decrease) in cash and cash equivalents                                      | 4,132      | (3,522)    | 14,268     |
| Cash and cash equivalents, beginning of period  | 18,572     | 22,094     | 7,826      |
| Cash and cash equivalents, end of period  | \$ 22,704  | \$ 18,572  | \$ 22,094  |
| <b>Supplemental cash flow information:</b>  |            |            |            |
| Cash interest paid  | \$ 155,445 | \$ 170,632 | \$ 192,938 |
| Income taxes paid (net of income tax refunds)   | \$ 4,931   | \$ 2,423   | \$ 1,843   |
| <b>Supplemental non-cash investing and financing activities:</b>                          |            |            |            |
| Distributions declared but not paid to Class B, Class C and Class D preferred unitholders | \$ 18,687  | \$ 4,725   | \$ 4,725   |
| Accrued capital expenditures  | \$ 88,917  | \$ 19,121  | \$ 12,123  |

The accompanying notes are an integral part of these consolidated financial statements.

**Note 1—Nature of Operations and Organization**

NGL Energy Partners LP (“we,” “us,” “our,” or the “Partnership”) is a Delaware limited partnership formed in September 2010. NGL Energy Holdings LLC serves as our general partner. At March 31, 2020, our operations included:

- Our Crude Oil Logistics segment purchases crude oil from producers and marketers and transports it to refineries or for resale at pipeline injection stations, storage terminals, barge loading facilities, rail facilities, refineries, and other trade hubs, and provides storage, terminaling and transportation services through its owned assets. Our activities in this segment are supported by certain long-term, fixed rate contracts which include minimum volume commitments on our pipelines.
- Our Water Solutions segment transports, treats, recycles and disposes of produced and flowback water generated from crude oil and natural gas production. We also dispose of solids such as tank bottoms, drilling fluids and drilling muds and perform other ancillary services such as truck and frac tank washouts. As part of processing water, we are able to aggregate recovered crude oil, also known as skim oil, that was contained in the water and sell the crude oil. We also sell brackish non-potable water to our producer customers to be used in their crude oil exploration and production activities. Our activities in the Water Solutions segment are underpinned by long-term, fixed fee contracts and acreage dedications, some of which contain minimum volume commitments, with leading oil and gas companies including large, investment grade producer customers.
- Our Liquids and Refined Products segment conducts marketing operations for natural gas liquids, refined petroleum products and biodiesel to a broad range of commercial, retail and industrial customers across the United States and Canada. These operations are conducted through our 28 company-owned terminals, other third party storage and terminal facilities, common carrier pipelines and our extensive fleet of leased railcars. We also provide natural gas liquid and refined product terminaling and storage services at our salt dome storage facility joint venture in Utah and marine exports through our facility located in Chesapeake, Virginia. We employ a number of contractual and hedging strategies to minimize commodity exposure and maximize earnings stability of this segment.

*Recent Developments*

On September 30, 2019, we completed the sale of TransMontaigne Product Services, LLC (“TPSL”) and associated assets to Trajectory Acquisition Company, LLC (“Trajectory”) for total consideration of \$233.8 million, including equity consideration, inventory and net working capital (see Note 18). TPSL made up a significant portion of our former Refined Products and Renewables segment. The divested assets include the following: TPSL Terminaling Services Agreement with TransMontaigne Partners LP, including the exclusive rights to utilize 19 terminals; line space along Colonial and Plantation Pipelines; two wholly-owned refined products terminals in Georgia and multiple third-party throughput agreements; and customer contracts, inventory and other working capital associated with the assets. On January 3, 2020, we completed the sale of our refined products marketing business in the mid-continent region of the United States (“Mid-Con”) to a third-party. On March 30, 2020, we completed the sale of our gas blending business in the southeastern and eastern regions of the United States (“Gas Blending”) to another third-party. The Partnership had determined that these businesses were no longer core to the Partnership’s strategy. These transactions represent a strategic shift in our operations and will have a significant effect on our operations and financial results going forward. Accordingly, the results of operations and cash flows related to TPSL, Mid-Con and Gas Blending have been classified as discontinued operations for all periods presented and prior periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows. In addition, the assets and liabilities related to TPSL and certain assets and liabilities, particularly inventory, derivatives and leases, related to Mid-Con and Gas Blending have been classified as held for sale in our March 31, 2019 consolidated balance sheet. See Note 18 for a further discussion of the accounting for these transactions.

On March 30, 2018, we sold a portion of our Retail Propane segment to DCC LPG (“DCC”) for net proceeds of \$212.4 million in cash. The Retail Propane businesses subject to this transaction consisted of our operations across the Mid-Continent and Western portions of the United States. On July 10, 2018, we completed the sale of virtually all of our remaining Retail Propane segment to Superior Plus Corp. (“Superior”) for total consideration of \$889.8 million in cash. We retained our 50% ownership interest in Victory Propane, LLC (“Victory Propane”), which we subsequently sold on August 14, 2018 (see Note 13). These transactions represented a strategic shift in our operations and will have a significant effect on our operations and financial results going forward. Accordingly, the results of operations and cash flows related to our former Retail Propane segment (including equity in earnings of Victory Propane) have been classified as discontinued operations for all periods presented and prior periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows. See Note 18 for a further discussion of these transactions.

## **Note 2—Significant Accounting Policies**

### *Basis of Presentation*

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The accompanying consolidated financial statements include our accounts and those of our controlled subsidiaries. Intercompany transactions and account balances have been eliminated in consolidation. Investments we do not control, but can exercise significant influence over, are accounted for using the equity method of accounting. We also own an undivided interest in a crude oil pipeline, and include our proportionate share of assets, liabilities, and expenses related to this pipeline in our consolidated financial statements.

### *Use of Estimates*

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amount of assets and liabilities reported at the date of the consolidated financial statements and the amount of revenues and expenses reported during the periods presented.

Critical estimates we make in the preparation of our consolidated financial statements include, among others, determining the fair value of assets and liabilities acquired in acquisitions, the fair value of derivative instruments, the collectibility of accounts receivable, the recoverability of inventories, useful lives and recoverability of property, plant and equipment and amortizable intangible assets, the impairment of long-lived assets and goodwill, the fair value of asset retirement obligations, the value of equity-based compensation, accruals for environmental matters and estimating certain revenues. Although we believe these estimates are reasonable, actual results could differ from those estimates.

### *Fair Value Measurements*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value is based upon assumptions that market participants would use when pricing an asset or liability. We use the following fair value hierarchy, which prioritizes valuation technique inputs used to measure fair value into three broad levels:

- Level 1: Quoted prices in active markets for identical assets and liabilities that we have the ability to access at the measurement date.
- Level 2: Inputs (other than quoted prices included within Level 1) that are either directly or indirectly observable for the asset or liability, including (i) quoted prices for similar assets or liabilities in active markets, (ii) quoted prices for identical or similar assets or liabilities in inactive markets, (iii) inputs other than quoted prices that are observable for the asset or liability, and (iv) inputs that are derived from observable market data by correlation or other means. Instruments categorized in Level 2 include non-exchange traded derivatives such as over-the-counter commodity price swap and option contracts and forward commodity contracts. We determine the fair value of all of our derivative financial instruments utilizing pricing models for similar instruments. Inputs to the pricing models include publicly available prices and forward curves generated from a compilation of data gathered from third parties.
- Level 3: Unobservable inputs for the asset or liability including situations where there is little, if any, market activity for the asset or liability.

The fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). In some cases, the inputs used to measure fair value might fall into different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to a fair value measurement requires judgment, considering factors specific to the asset or liability.

### *Derivative Financial Instruments*

We record all derivative financial instrument contracts at fair value in our consolidated balance sheets except for certain physical contracts that qualify for the normal purchase and normal sale election. Under this accounting policy election, we do not record the physical contracts at fair value at each balance sheet date; instead, we record the purchase or sale at the contracted value once the delivery occurs.

We have not designated any financial instruments as hedges for accounting purposes. All changes in the fair value of our physical contracts that do not qualify as normal purchases and normal sales and settlements (whether cash transactions or non-cash mark-to-market adjustments) are reported either within revenue (for sales contracts) or cost of sales (for purchase contracts) in our consolidated statements of operations, regardless of whether the contract is physically or financially settled.

We utilize various commodity derivative financial instrument contracts to attempt to reduce our exposure to price fluctuations. We do not enter into such contracts for trading purposes. Changes in assets and liabilities from commodity derivative financial instruments result primarily from changes in market prices, newly originated transactions, and the timing of settlements and are reported within cost of sales on the consolidated statements of operations, along with related settlements. We attempt to balance our contractual portfolio in terms of notional amounts and timing of performance and delivery obligations. However, net unbalanced positions can exist or are established based on our assessment of anticipated market movements. Inherent in the resulting contractual portfolio are certain business risks, including commodity price risk and credit risk. Commodity price risk is the risk that the market value of crude oil, natural gas liquids, or refined and renewables products will change, either favorably or unfavorably, in response to changing market conditions. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract. Procedures and limits for managing commodity price risks and credit risks are specified in our market risk policy and credit policy, respectively. Open commodity positions and market price changes are monitored daily and are reported to senior management and to marketing operations personnel. Credit risk is monitored daily and exposure is minimized through customer deposits, restrictions on product liftings, letters of credit, and entering into master netting agreements that allow for offsetting counterparty receivable and payable balances for certain transactions.

#### *Cost of Sales*

We include all costs we incur to acquire products, including the costs of purchasing, terminaling, and transporting inventory, prior to delivery to our customers, in cost of sales. Cost of sales excludes depreciation of our property, plant and equipment.

#### *Depreciation and Amortization*

Depreciation and amortization in our consolidated statements of operations includes all depreciation of our property, plant and equipment and amortization of intangible assets other than debt issuance costs, for which the amortization is recorded to interest expense and certain contract-based intangible assets, for which the amortization is recorded to either cost of sales or operating expense.

#### *Income Taxes*

We qualify as a partnership for income tax purposes. As such, we generally do not pay United States federal income tax. Rather, each owner reports his or her share of our income or loss on his or her individual tax return. The aggregate difference in the basis of our net assets for financial and tax reporting purposes cannot be readily determined, as we do not have access to information regarding each partner's basis in the Partnership.

We have certain taxable corporate subsidiaries in the United States and Canada, and our operations in Texas are subject to a state franchise tax that is calculated based on revenues net of cost of sales. Our fiscal years 2016 to 2019 generally remain subject to examination by federal, state, and Canadian tax authorities. We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which these temporary differences are expected to be recovered or settled. Changes in tax rates are recognized in income in the period that includes the enactment date.

A publicly traded partnership is required to generate at least 90% of its gross income (as defined for federal income tax purposes) from certain qualifying sources. Income generated by our taxable corporate subsidiaries is excluded from this qualifying income calculation. Although we routinely generate income outside of our corporate subsidiaries that is non-qualifying, we believe that at least 90% of our gross income has been qualifying income for each of the calendar years since our IPO.

We have a deferred tax liability of \$56.4 million at March 31, 2020 as a result of acquiring corporations in connection with certain of our acquisitions, which is included within other noncurrent liabilities in our consolidated balance sheet. The

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

deferred tax liability is the tax effected cumulative temporary difference between the GAAP basis and tax basis of the acquired assets within the corporation. For GAAP purposes, certain of the acquired assets will be depreciated and amortized over time which will lower the GAAP basis. The deferred tax benefit recorded during the year ended March 31, 2020 was \$2.9 million with an effective tax rate of 27.8%.

We evaluate uncertain tax positions for recognition and measurement in the consolidated financial statements. To recognize a tax position, we determine whether it is more likely than not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation, based on the technical merits of the position. A tax position that meets the more likely than not threshold is measured to determine the amount of benefit to be recognized in the consolidated financial statements. We had no material uncertain tax positions that required recognition in our consolidated financial statements at March 31, 2020 or 2019.

*Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, demand and time deposits, and funds invested in highly liquid instruments with maturities of three months or less at the date of purchase. At times, certain account balances may exceed federally insured limits.

*Accounts Receivable and Concentration of Credit Risk*

We operate in the United States and Canada. We grant unsecured credit to customers under normal industry standards and terms, and have established policies and procedures that allow for an evaluation of each customer's creditworthiness as well as general economic conditions. The allowance for doubtful accounts is based on our assessment of the collectibility of customer accounts, which assessment considers the overall creditworthiness of customers and any specific disputes. Accounts receivable are considered past due or delinquent based on contractual terms. We write off accounts receivable against the allowance for doubtful accounts when collection efforts have been exhausted.

We execute netting agreements with certain customers to mitigate our credit risk. Receivables and payables are reflected at a net balance to the extent a netting agreement is in place and we intend to settle on a net basis.

Our accounts receivable consists of the following at the dates indicated:

| Segment                      | March 31, 2020    |                                 |                   | March 31, 2019      |                                 |                   |
|------------------------------|-------------------|---------------------------------|-------------------|---------------------|---------------------------------|-------------------|
|                              | Gross Receivable  | Allowance for Doubtful Accounts | Net               | Gross Receivable    | Allowance for Doubtful Accounts | Net               |
| (in thousands)               |                   |                                 |                   |                     |                                 |                   |
| Crude Oil Logistics          | \$ 228,432        | \$ —                            | \$ 228,432        | \$ 514,243          | \$ (15)                         | \$ 514,228        |
| Water Solutions              | 121,928           | (3,711)                         | 118,217           | 57,526              | (3,157)                         | 54,369            |
| Liquids and Refined Products | 220,820           | (829)                           | 219,991           | 430,034             | (844)                           | 429,190           |
| Corporate and Other          | 194               | —                               | 194               | 416                 | —                               | 416               |
| <b>Total</b>                 | <b>\$ 571,374</b> | <b>\$ (4,540)</b>               | <b>\$ 566,834</b> | <b>\$ 1,002,219</b> | <b>\$ (4,016)</b>               | <b>\$ 998,203</b> |

Changes in the allowance for doubtful accounts are as follows for the periods indicated:

|  | Year Ended March 31, |                   |                   |
|--|----------------------|-------------------|-------------------|
|  | 2020                 | 2019              | 2018              |
| (in thousands)                                       |                      |                   |                   |
| Allowance for doubtful accounts, beginning of period | \$ (4,016)           | \$ (3,851)        | \$ (3,604)        |
| Provision for doubtful accounts (1)                  | (1,202)              | (381)             | (584)             |
| Write off of uncollectible accounts                  | 678                  | 216               | 337               |
| Allowance for doubtful accounts, end of period       | <b>\$ (4,540)</b>    | <b>\$ (4,016)</b> | <b>\$ (3,851)</b> |

(1) The amount for the year ended March 31, 2020 includes \$0.2 million assumed in the Hillstone acquisition (see Note 4).



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Amounts in the tables above do not include accounts receivable or allowance for doubtful accounts related to TPSL, as these amounts have been classified as current assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

We did not have any customers that represented over 10% of consolidated revenues for fiscal years 2020, 2019 and 2018.

*Inventories*

Our inventories are valued at the lower of cost or net realizable value, with cost determined using either the weighted-average cost or the first in, first out (FIFO) methods, including the cost of transportation and storage, and with net realizable value defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. In performing this analysis, we consider fixed-price forward commitments.

Inventories consist of the following at the dates indicated:

|           | March 31,      |            |
|-----------|----------------|------------|
|           | 2020           | 2019       |
|           | (in thousands) |            |
| Crude oil | \$ 18,201      | \$ 51,359  |
| Propane   | 25,163         | 33,478     |
| Butane    | 9,619          | 15,294     |
| Diesel    | 2,414          | 9,186      |
| Ethanol   | 1,834          | 14,650     |
| Biodiesel | 8,195          | 4,679      |
| Other     | 4,208          | 7,482      |
| Total     | \$ 69,634      | \$ 136,128 |

Amounts in the table above do not include inventory related to Mid-Con, Gas Blending and TPSL, as these amounts have been classified as current assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

*Investments in Unconsolidated Entities*

Investments we do not control, but can exercise significant influence over, are accounted for using the equity method of accounting. Investments in partnerships and limited liability companies, unless our investment is considered to be minor, and investments in unincorporated joint ventures are also accounted for using the equity method of accounting. Under the equity method, we do not report the individual assets and liabilities of these entities on our consolidated balance sheets; instead, our ownership interests are reported within investments in unconsolidated entities on our consolidated balance sheets. Under the equity method, the investment is recorded at acquisition cost, increased by our proportionate share of any earnings and additional capital contributions and decreased by our proportionate share of any losses, distributions paid, and amortization of any excess investment. Excess investment is the amount by which our total investment exceeds our proportionate share of the net assets of the investee. We consider distributions received from unconsolidated entities which do not exceed cumulative equity in earnings subsequent to the date of investment to be a return on investment and are classified as operating activities in our consolidated statements of cash flows. We consider distributions received from unconsolidated entities in excess of cumulative equity in earnings subsequent to the date of investment to be a return of investment and are classified as investing activities in our consolidated statements of cash flows.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Our investments in unconsolidated entities consist of the following at the dates indicated:

| Entity                                   | Segment                      | Ownership Interest (1) | Date Acquired | March 31,        |                 |
|--|------------------------------|------------------------|---------------|------------------|-----------------|
|  |                              |                        |               | 2020             | 2019            |
| (in thousands)                           |                              |                        |               |                  |                 |
| Water services and land company (2)      | Water Solutions              | 50%                    | November 2019 | \$ 16,607        | \$ —            |
| Water services and land company (3)      | Water Solutions              | 50%                    | November 2019 | 2,092            | —               |
| Water services and land company (4)      | Water Solutions              | 10%                    | November 2019 | 3,384            | —               |
| Aircraft company (5)                     | Corporate and Other          | 50%                    | June 2019     | 447              | —               |
| Water services company (6)               | Water Solutions              | 50%                    | August 2018   | 449              | 920             |
| Natural gas liquids terminal company (7) | Liquids and Refined Products | 50%                    | March 2019    | 203              | 207             |
| <b>Total</b>                             |                              |                        |               | <b>\$ 23,182</b> | <b>\$ 1,127</b> |

- (1) Ownership interest percentages are at March 31, 2020.
- (2) This is an investment that we acquired as part of an acquisition in November 2019 (see Note 4), and represents certain membership interests in a limited liability company and are related to specific land operations.
- (3) This is an investment that we acquired as part of an acquisition in November 2019 (see Note 4), and represents certain membership interests in a limited liability company and are related to specific land operations.
- (4) This is an investment that we acquired as part of an acquisition in November 2019 (see Note 4), and represents certain membership interests in a limited liability company and are related to specific water services operations.
- (5) This is an investment with a related party. See Note 13 for a further discussion.
- (6) This is an investment that we acquired as part of an acquisition in August 2018.
- (7) This is an investment that we acquired as part of an acquisition in March 2019.

Combined summarized financial information for all of our unconsolidated entities is as follows for the dates and periods indicated. This information includes 100% of the activity of our unconsolidated entities and not just our ownership interest.

Balance sheets:

|                        | March 31,  |          |
|------------------------|------------|----------|
|                        | 2020       | 2019     |
| (in thousands)         |            |          |
| Current assets         | \$ 25,065  | \$ 1,328 |
| Noncurrent assets      | \$ 106,090 | \$ 519   |
| Current liabilities    | \$ 6,659   | \$ 178   |
| Noncurrent liabilities | \$ 3,469   | \$ —     |

Statements of operations:

|                | March 31, |           |            |
|----------------|-----------|-----------|------------|
|                | 2020      | 2019      | 2018       |
| (in thousands) |           |           |            |
| Revenues       | \$ 16,115 | \$ 21,036 | \$ 182,820 |
| Cost of sales  | \$ 5,945  | \$ 9,919  | \$ 114,890 |
| Net income     | \$ 3,958  | \$ 5,506  | \$ 26,438  |

At March 31, 2020, cumulative equity earnings and cumulative distributions of our unconsolidated entities since they were acquired were \$3.2 million and \$3.4 million, respectively.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Other Noncurrent Assets*

Other noncurrent assets consist of the following at the dates indicated:

|  | March 31,        |                   |
|--|------------------|-------------------|
|  | 2020             | 2019              |
|  | (in thousands)   |                   |
| Loans receivable (1)                             | \$ 5,374         | \$ 19,474         |
| Line fill (2)                                    | 25,763           | 33,437            |
| Minimum shipping fees - pipeline commitments (3) | 17,443           | 23,494            |
| Other  | 14,557           | 37,452            |
| <b>Total</b>                                     | <b>\$ 63,137</b> | <b>\$ 113,857</b> |

- (1) Represents the noncurrent portion of a loan receivable associated with our interest in the construction of a natural gas liquids loading/unloading facility (the "Facility") that is utilized by a third party. As of March 31, 2020, we are owed a total of \$26.7 million under this loan receivable, of which approximately \$24.2 million is recorded within prepaid expenses and other current assets in our consolidated balance sheet. Our loan receivable is secured by a lien on the Facility. The third party filed for Chapter 11 bankruptcy in July 2019. For a further discussion, see Note 17. The remaining amount represents the noncurrent portion of a loan receivable with Victory Propane.
- (2) Represents minimum volumes of product we are required to leave on certain third-party owned pipelines under long-term shipment commitments. At March 31, 2020, line fill consisted of 335,069 barrels of crude oil and 262,000 barrels of propane. During the three months ended March 31, 2020, we recorded an impairment of \$7.7 million primarily due to adjusting the cost basis of pipeline line fill to the market price of propane as of March 31, 2020. At March 31, 2019, line fill consisted of 335,069 barrels of crude oil and 262,000 barrels of propane. Line fill held in pipelines we own is included within property, plant and equipment (see Note 5).
- (3) Represents the noncurrent portion of minimum shipping fees paid in excess of volumes shipped, or deficiency credits, for one contract with a crude oil pipeline operator. This amount can be recovered when volumes shipped exceed the minimum monthly volume commitment (see Note 9). As of March 31, 2019, the deficiency credit was \$23.5 million. In October 2019, we extended our commitment with this crude oil pipeline operator and this extension allows us an additional 5.0 years to recapture the minimum shipping deficiency fees (see Note 9). As of March 31, 2020, the deficiency credit was \$21.7 million, of which \$4.3 million is recorded within prepaid expenses and other current assets in our consolidated balance sheet.

Amounts in the table above do not include other noncurrent assets related to TPSL, as these amounts have been classified as noncurrent assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

*Accrued Expenses and Other Payables*

Accrued expenses and other payables consist of the following at the dates indicated:

|   | March 31,         |                   |
|---|-------------------|-------------------|
|   | 2020              | 2019              |
|   | (in thousands)    |                   |
| Accrued compensation and benefits           | \$ 29,990         | \$ 19,312         |
| Excise and other tax liabilities            | 9,941             | 10,481            |
| Derivative liabilities                      | 17,777            | 4,960             |
| Accrued interest                            | 39,803            | 24,882            |
| Product exchange liabilities                | 1,687             | 5,945             |
| Gavilon legal matter settlement (Note 9)    | —                 | 12,500            |
| Contingent consideration liability (Note 4) | 102,419           | —                 |
| Other                                       | 30,445            | 29,679            |
| <b>Total</b>                                | <b>\$ 232,062</b> | <b>\$ 107,759</b> |

Amounts in the table above do not include accrued expenses and other payables related to TPSL and Mid-Con and Gas Blending derivative liabilities, as these amounts have been classified as current liabilities held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

### *Property, Plant and Equipment*

We record property, plant and equipment at cost, less accumulated depreciation. Acquisitions and improvements are capitalized, and maintenance and repairs are expensed as incurred. As we dispose of assets, we remove the cost and related accumulated depreciation from the accounts, and any resulting gain or loss is included within loss (gain) on disposal or impairment of assets, net. We compute depreciation expense of our property, plant and equipment using the straight-line method over the estimated useful lives of the assets (see Note 5).

### *Intangible Assets*

Our intangible assets include contracts and arrangements acquired in business combinations, including customer relationships, customer commitments, pipeline capacity rights, rights-of-way and easements, water rights, executory contracts and other agreements, covenants not to compete, and trade names. In addition, we capitalize certain debt issuance costs associated with the Revolving Credit Facility (as defined herein). We amortize the majority of our intangible assets on a straight-line basis over the estimated useful lives of the assets (see Note 7). We amortize debt issuance costs over the terms of the related debt using a method that approximates the effective interest method.

### *Impairment of Long-Lived Assets*

We evaluate the carrying value of our long-lived assets (property, plant and equipment and amortizable intangible assets) for potential impairment when events and circumstances warrant such a review. A long-lived asset group is considered impaired when the anticipated undiscounted future cash flows from the use and eventual disposition of the asset group is less than its carrying value. In that event, we recognize a loss equal to the amount by which the carrying value exceeds the fair value of the asset group. When we cease to use an acquired trade name, we test the trade name for impairment using the relief from royalty method and we begin amortizing the trade name over its estimated useful life as a defensive asset. See Note 5 and Note 7 for a further discussion of long-lived asset impairments recognized in the consolidated statements of operations.

We evaluate our equity method investments for impairment when we believe the current fair value may be less than the carrying amount and record an impairment if we believe the decline in value is other than temporary.

### *Goodwill*

Goodwill represents the excess of the consideration paid for the acquired businesses over the fair value of the individual assets acquired, net of liabilities assumed. Business combinations are accounted for using the "acquisition method" (see Note 4). We expect that all of our goodwill at March 31, 2020 is deductible for federal income tax purposes.

Goodwill and indefinite-lived intangible assets are not amortized, but instead are evaluated for impairment at least annually. We perform our annual assessment of impairment during the fourth quarter of our fiscal year, and more frequently if circumstances warrant.

To perform this assessment, we first consider qualitative factors to determine whether it is more likely than not that the fair value of each reporting unit exceeds its carrying amount. If we conclude that it is more likely than not that the fair value of a reporting unit does not exceed its carrying amount, we calculate the fair value for the reporting unit and compare the amount to its carrying amount, including goodwill. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered impaired. If the carrying amount of a reporting unit exceeds its fair value, goodwill is considered to be impaired and the goodwill balance is reduced by the difference between the fair value and carrying amount of the reporting unit.

Estimates and assumptions used to perform the impairment evaluation are inherently uncertain and can significantly affect the outcome of the analysis. The estimates and assumptions we used in the annual goodwill impairment assessment included market participant considerations and future forecasted operating results. Changes in operating results and other assumptions could materially affect these estimates. See Note 6 for a further discussion and analysis of our goodwill impairment assessment.

### *Product Exchanges*

Quantities of products receivable or returnable under exchange agreements are reported within prepaid expenses and other current assets and within accrued expenses and other payables in our consolidated balance sheets. We estimate the value

of product exchange assets and liabilities based on the weighted-average cost basis of the inventory we have delivered or will deliver on the exchange, plus or minus location differentials. Product exchanges related to TPSL have been classified as current assets and current liabilities held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

#### *Noncontrolling Interests*

Noncontrolling interests represent the portion of certain consolidated subsidiaries that are owned by third parties. Amounts are adjusted by the noncontrolling interest holder's proportionate share of the subsidiaries' earnings or losses each period and any distributions that are paid. Noncontrolling interests are reported as a component of equity, unless the noncontrolling interest is considered redeemable, in which case the noncontrolling interest is recorded between liabilities and equity (mezzanine or temporary equity) in our consolidated balance sheet. The redeemable noncontrolling interest is adjusted at each balance sheet date to its maximum redemption value if the amount is greater than the carrying value. During the year ended March 31, 2019, the redeemable noncontrolling interest of \$12.8 million was included in the sale of our former Retail Propane segment (see Note 18).

#### *Acquisitions*

To determine if a transaction should be accounted for as a business combination or an acquisition of assets, we first calculate the relative fair values of the assets acquired. If substantially all of the relative fair value is concentrated in a single asset or group of similar assets, or if not but the transaction does not include a significant process (does not meet the definition of a business), we record the transaction as an acquisition of assets. For acquisitions of assets, the purchase price is allocated based on the relative fair values. For an acquisition of assets, goodwill is not recorded. All other transactions are recorded as business combinations. We record the assets acquired and liabilities assumed in a business combination at their acquisition date fair values. For a business combination, the excess of the purchase price over the net fair value of acquired assets and assumed liabilities is recorded as goodwill, which is not amortized but instead is evaluated for impairment at least annually (as described above).

Pursuant to GAAP, an entity is allowed a reasonable period of time (not to exceed one year) to obtain the information necessary to identify and measure the fair value of the assets acquired and liabilities assumed in a business combination. As discussed in Note 4, certain of our acquisitions are still within this measurement period, and as a result, the acquisition date fair values we have recorded for the assets acquired and liabilities assumed are subject to change.

Also, as discussed in Note 4, we made certain adjustments during the year ended March 31, 2020 to our estimates of the acquisition date fair values of the assets acquired and liabilities assumed in business combinations that occurred during the year ended March 31, 2019.

#### *Reclassifications*

We have reclassified certain prior period financial statement information to be consistent with the classification methods used in the current fiscal year. These reclassifications did not impact previously reported amounts of assets, liabilities, equity, net income, or cash flows.

#### *Recent Accounting Pronouncements*

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, "Financial Instruments—Credit Losses." The ASU requires a financial asset (or a group of financial assets) measured at amortized cost to be presented at the net amount expected to be collected, which would include accounts receivable. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. We adopted ASU No. 2016-13 on April 1, 2020 and \$1.1 million will be recognized as a cumulative effect adjustment in the beginning balance of our retained earnings as a result of our implementation of this new guidance.

In February 2016, the FASB issued ASC 842, "Leases." This ASU replaced previous lease accounting guidance in GAAP. The new guidance requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases. It also retains a distinction between finance leases and operating leases. For lessors, the new accounting model remains largely the same, although some changes have been made to align it with the new lessee model and the ASC 606 revenue recognition guidance. We adopted ASC 842 effective April 1, 2019 using the modified retrospective method, with no adjustment to comparative period information, which remains reported under ASC 840, and no cumulative effect adjustment to equity. See Note 16 for a further discussion of the impact of adoption of ASC 842 to our consolidated financial statements.

**Note 3—(Loss) Income Per Common Unit**

The following table presents our calculation of basic and diluted weighted average common units outstanding for the periods indicated:

|  | <b>Year Ended March 31,</b> |             |             |
|--|-----------------------------|-------------|-------------|
|  | <b>2020</b>                 | <b>2019</b> | <b>2018</b> |
| Weighted average common units outstanding during the period: |                             |             |             |
| Common units - Basic   | 127,411,908                 | 123,017,064 | 120,991,340 |
| Common units - Diluted                                       | 127,411,908                 | 123,017,064 | 120,991,340 |

For the years ended March 31, 2020, 2019 and 2018 all potential common units or convertible securities were considered antidilutive.

Our (loss) income per common unit is as follows for the periods indicated:

|   | <b>Year Ended March 31,</b>                             |              |              |
|---|---|--------------|--------------|
|   | <b>2020</b>   | <b>2019</b>  | <b>2018</b>  |
|   | <b>(in thousands, except unit and per unit amounts)</b> |              |              |
| Loss from continuing operations   | \$ (180,545)  | \$ (79,455)  | \$ (22,477)  |
| Less: Continuing operations loss (income) attributable to noncontrolling interests              | 1,773   | 20,206       | (240)        |
| Net loss from continuing operations attributable to NGL Energy Partners LP                      | (178,772)   | (59,249)     | (22,717)     |
| Less: Distributions to preferred unitholders (1)  | (188,734)   | (111,936)    | (59,697)     |
| Less: Continuing operations net loss (income) allocated to general partner (2)                  | 260   | 32           | (53)         |
| Less: Repurchase of warrants (3)  | —   | —            | (349)        |
| Net loss from continuing operations allocated to common unitholders                             | \$ (367,246)  | \$ (171,153) | \$ (82,816)  |
| (Loss) income from discontinued operations, net of tax  | \$ (218,235)  | \$ 418,850   | \$ (47,128)  |
| Less: Discontinued operations loss (income) attributable to redeemable noncontrolling interests | —   | 446          | (1,030)      |
| Less: Discontinued operations net loss (income) allocated to general partner (2)                | 218   | (419)        | 48           |
| Net (loss) income from discontinued operations allocated to common unitholders                  | \$ (218,017)  | \$ 418,877   | \$ (48,110)  |
| Net (loss) income allocated to common unitholders   | \$ (585,263)  | \$ 247,724   | \$ (130,926) |
| Basic (loss) income per common unit   |   |              |              |
| Loss from continuing operations   | \$ (2.88)   | \$ (1.39)    | \$ (0.68)    |
| (Loss) income from discontinued operations, net of tax  | \$ (1.71)   | \$ 3.41      | \$ (0.40)    |
| Net (loss) income   | \$ (4.59)   | \$ 2.01      | \$ (1.08)    |
| Diluted (loss) income per common unit   |   |              |              |
| Loss from continuing operations   | \$ (2.88)   | \$ (1.39)    | \$ (0.68)    |
| (Loss) income from discontinued operations, net of tax  | \$ (1.71)   | \$ 3.41      | \$ (0.40)    |
| Net (loss) income   | \$ (4.59)   | \$ 2.01      | \$ (1.08)    |
| Basic weighted average common units outstanding   | 127,411,908   | 123,017,064  | 120,991,340  |
| Diluted weighted average common units outstanding   | 127,411,908   | 123,017,064  | 120,991,340  |

(1) This amount includes distributions to preferred unitholders, the final accretion for the beneficial conversion of the Class A Preferred Units (as defined herein) and the excess of the Class A Preferred Units repurchase price over the carrying value of the units, as discussed further in Note 10.

(2) Net loss (income) allocated to the general partner includes distributions to which it is entitled as the holder of incentive distribution rights.

(3) This amount represents the excess of the repurchase price over the fair value of the warrants, as discussed further in Note 10.

**Note 4—Acquisitions**

The following summarizes our business combinations and acquisitions of assets during the year ended March 31, 2020:

*Business Combinations*

*Hillstone Acquisition*

On October 31, 2019, we acquired all of the equity interests of Hillstone Environmental Partners, LLC (“Hillstone”) for \$642.5 million, subject to certain adjustments. Hillstone provides water pipeline and disposal infrastructure solutions to producers with a core operational focus in the state line area of southern Eddy and Lea Counties, New Mexico and northern Loving County, Texas in the Delaware Basin. Hillstone has a fully interconnected produced water pipeline transportation and disposal system, which consists of 19 saltwater disposal wells, representing approximately 580,000 barrels per day of permitted disposal capacity, and approximately 70 miles of a newly-built network of water pipelines, with approximately 680,000 barrels per day of transportation capacity. Hillstone also has an additional 22 permits to develop another 660,000 barrels per day of disposal capacity.

As part of this acquisition, we recorded contract and customer relationship intangible assets related to multiple long-term agreements, including acreage dedications and minimum volume commitments. We estimated the value of these intangible assets using the income approach, which uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts.

The agreement for this acquisition contemplates post-closing payments for certain working capital items. We are accounting for this transaction as a business combination. The following table summarizes the preliminary estimates of the fair values as of the acquisition date for the assets acquired and liabilities assumed (in thousands):

|  |    |                |
|--|----|----------------|
| Current assets                         | \$ | 32,972         |
| Property, plant and equipment          |    | 169,043        |
| Goodwill                               |    | 50,233         |
| Intangible assets                      |    | 446,000        |
| Investments in unconsolidated entities |    | 359            |
| Operating lease right-of-use assets    |    | 3,090          |
| Other noncurrent assets                |    | 811            |
| Assets held for sale                   |    | 5,100          |
| Current liabilities                    |    | (15,238)       |
| Operating lease obligations            |    | (3,090)        |
| Other noncurrent liabilities           |    | (1,448)        |
| Deferred tax liability                 |    | (44,533)       |
| Liabilities held for sale              |    | (786)          |
| Fair value of net assets acquired      | \$ | <u>642,513</u> |

As of March 31, 2020, the allocation of the purchase price is considered preliminary as we are continuing to gather additional information to (i) finalize the fair values of the property, plant and equipment and intangible assets, (ii) finalize the calculation of the deferred tax liability and (iii) finalize working capital items.

Goodwill represents the excess of the consideration paid for the acquired business over the fair value of the individual assets acquired, net of liabilities assumed. Goodwill represents a premium paid to expand the number of our disposal sites in an oilfield production basin currently serviced by us, thereby enhancing our competitive position as a provider of disposal services in this oilfield production basin. We expect that all of the goodwill will be deductible for federal income tax purposes.

The operations of these water solutions facilities have been included in our consolidated statement of operations since their acquisition date. Our consolidated statement of operations for the year ended March 31, 2020 includes revenues of \$37.9 million and operating income of \$5.4 million that were generated by the operations of these water solutions facilities. We

incurred \$12.3 million of transaction costs related to this acquisition during the year ended March 31, 2020, which is recorded within general and administrative expenses in our consolidated statement of operations. In addition, on December 31, 2019, the Partnership sold its interest in the unconsolidated entity acquired as part of this transaction.

*Mesquite Acquisition*

On July 2, 2019, we acquired all of the assets of Mesquite Disposals Unlimited, LLC (“Mesquite”) (including 34 saltwater disposal wells and approximately 175 miles of pipelines). The purchase price was comprised of (i) \$592.5 million in cash, (ii) the issuance of \$102.8 million of our Class B Preferred Units (as defined herein) and (iii) additional cash payments of \$200.0 million to be paid in two deferred installments contingent on the average daily volume of water processed utilizing the assets being acquired. The assets consist of a fully interconnected produced water pipeline transportation and disposal system in Eddy and Lea Counties, New Mexico, and Loving County, Texas. The vast majority of volumes on Mesquite’s system are contracted under long-term acreage dedications and minimum volume commitments.

To determine our preliminary purchase price of \$885.3 million, we included the fair value of the deferred payments at the date of acquisition of \$190.0 million, to the sum of the cash paid and the value of the preferred units issued. During the three months ended December 31, 2019, the volume of produced water processed utilizing the assets acquired surpassed both thresholds, thus triggering the payment of the full \$200.0 million. The agreement was amended by both parties for the payment to be made in six installments over the next six months. We made the first three installment payments totaling \$100.0 million prior to March 31, 2020. The agreement was further amended by both parties for the remaining balance to be paid in accordance with the following schedule: \$55.0 million on April 2, 2020, \$5.6 million on May 5, 2020, \$5.6 million on June 5, 2020, \$5.6 million on July 6, 2020, \$5.6 million on August 5, 2020, \$5.6 million on September 7, 2020, \$5.6 million on October 5, 2020, \$5.6 million on November 5, 2020 and \$5.6 million on December 7, 2020.

As part of this acquisition, we recorded customer commitment, customer relationship and right-of way intangible assets. We estimated the value of these intangible assets using the income approach, which uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts.

We are accounting for this transaction as a business combination. As of March 31, 2020, we completed the acquisition accounting for this acquisition. The following table summarizes the final fair values as of the acquisition date for the assets acquired and liabilities assumed (in thousands):

|                                   |    |                |
|-----------------------------------|----|----------------|
| Property, plant and equipment     | \$ | 370,923        |
| Goodwill                          |    | 77,549         |
| Intangible assets                 |    | 458,678        |
| Other noncurrent liabilities      |    | (4,769)        |
| Noncontrolling interests          |    | (17,124)       |
| Fair value of net assets acquired | \$ | <u>885,257</u> |

Goodwill represents the excess of the consideration paid for the acquired business over the fair value of the individual assets acquired, net of liabilities assumed. Goodwill represents a premium paid to expand the number of our disposal sites in an oilfield production basin currently serviced by us, thereby enhancing our competitive position as a provider of disposal services in this oilfield production basin. We expect that all of the goodwill will be deductible for federal income tax purposes.

The operations of these water solutions facilities have been included in our consolidated statement of operations since their acquisition date. Our consolidated statement of operations for the year ended March 31, 2020 includes revenues of \$92.4 million and operating income of \$14.4 million that were generated by the operations of these water solutions facilities. We incurred \$6.1 million of transaction costs related to this acquisition during the year ended March 31, 2020, which is recorded within general and administrative expenses in our consolidated statement of operations.

*Saltwater Disposal Facility Acquisition*

During the year ended March 31, 2020, we acquired one saltwater disposal facility (including three saltwater disposal wells) in Eddy County, New Mexico for total consideration of approximately \$53.0 million.

As part of this acquisition, we recorded customer relationship, favorable contract, non-compete agreement and right-of way intangible assets. We estimated the value of these intangible assets using the income approach, which uses valuation



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**Notes to Consolidated Financial Statements (Continued)**

techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts.

The agreement for this acquisition contemplates post-closing payments for certain working capital items. We are accounting for this transaction as a business combination. As of March 31, 2020, we completed the acquisition accounting for this acquisition. The following table summarizes the final fair values as of the acquisition date for the assets acquired and liabilities assumed (in thousands):

|                                   |    |               |
|-----------------------------------|----|---------------|
| Property, plant and equipment     | \$ | 27,243        |
| Goodwill                          |    | 1,982         |
| Intangible assets                 |    | 24,201        |
| Other noncurrent liabilities      |    | (426)         |
| Fair value of net assets acquired | \$ | <u>53,000</u> |

Goodwill represents the excess of the consideration paid for the acquired business over the fair value of the individual assets acquired, net of liabilities assumed. Goodwill represents a premium paid to expand the number of our disposal sites in an oilfield production basin currently serviced by us, thereby enhancing our competitive position as a provider of disposal services in this oilfield production basin. We expect that all of the goodwill will be deductible for federal income tax purposes.

The operations of these water solutions facilities have been included in our consolidated statement of operations since their acquisition date. Our consolidated statement of operations for the year ended March 31, 2020 includes revenues of \$6.4 million and operating income of \$2.1 million that were generated by the operations of these water solutions facilities. We incurred less than \$0.1 million of transaction costs related to this acquisition during the year ended March 31, 2020, which is recorded within general and administrative expenses in our consolidated statement of operations.

*Propane Terminal Acquisition*

On January 31, 2020, we completed the acquisition of a propane terminal located in West Point, Virginia, from Quarles Petroleum, Incorporated for total consideration of approximately \$5.6 million.

As part of this acquisition, we recorded a customer relationship intangible asset whereby we estimated the value of this intangible asset using the income approach, which uses valuation techniques to convert future amounts (for example, cash flows or earnings) to a single present amount (discounted). The measurement is based on the value indicated by current market expectations about those future amounts.

As of March 31, 2020, we completed the acquisition accounting for this acquisition. As of the acquisition date, we recorded \$2.6 million to property, plant and equipment, \$2.2 million to intangible assets and \$0.7 million to goodwill as the final fair values for the assets acquired.

Goodwill represents the excess of the consideration paid for the acquired business over the fair value of the individual assets acquired. Goodwill represents a premium paid to expand the number of our propane terminals in an area currently serviced by us, thereby enhancing our competitive position as a provider of services in this area. We expect that all of the goodwill will be deductible for federal income tax purposes.

The operations of this propane terminal have been included in our consolidated statement of operations since its acquisition date. Our consolidated statement of operations for the year ended March 31, 2020 includes revenues (including intercompany transactions) of \$0.1 million and operating income of \$0.1 million that were generated by the operations of this propane terminal. We incurred less than \$0.1 million of transaction costs related to this acquisition during the year ended March 31, 2020. These amounts are recorded within general and administrative expenses in our consolidated statement of operations.

*Acquisitions of Assets*

On November 7, 2019, we acquired the exclusive rights to use certain land in Lea County, New Mexico, for produced and treated water operations from one entity, certain membership interests (see Note 2) in another entity and other assets. The membership interests are in an entity that owns real property and provides brackish non-potable water services. In addition, we entered into a joint development agreement with the seller and affiliates to build and operate produced, treated and blended water facilities. The total purchase price for this transaction was \$56.5 million, of which \$36.1 million was allocated to the

produced and treated water rights (intangible asset), \$20.2 million to the membership interests and \$0.3 million to net other current and noncurrent assets.

During the year ended March 31, 2020, we also acquired land and two saltwater disposal wells in Pecos County, Texas, for total consideration of \$13.0 million, which we are accounting for as an acquisition of assets. The consideration paid for this transaction was allocated primarily to property, plant and equipment.

The following summarizes the status of the preliminary purchase price allocation of acquisitions prior to April 1, 2019:

*Saltwater Water Solutions Facilities*

During the three months ended June 30, 2019, we completed the acquisition accounting for all saltwater disposal facilities and saltwater disposal wells acquired during the fiscal year ended March 31, 2019. Due to the receipt of additional information, we recorded a decrease of \$2.3 million to intangible assets with the offset recorded to goodwill. There were no other adjustments to the fair value of assets acquired and liabilities assumed during the three months ended June 30, 2019.

*Brackish Non-Potable Water Solutions Facilities*

During the three months ended June 30, 2019, we completed the acquisition accounting for four brackish non-potable water facilities (including 16 brackish non-potable water wells). There were no adjustments to the fair value of assets acquired and liabilities assumed during the three months ended June 30, 2019 for this acquisition.

During the six months ended September 30, 2019, we completed the acquisition accounting for a separate brackish non-potable water acquisition. We paid \$2.5 million in cash to the sellers during the six months ended September 30, 2019 to complete the settlement of the acquisition. The offset of the cash payment was recorded to goodwill. There were no other adjustments to the fair value of assets acquired and liabilities assumed during the six months ended September 30, 2019.

*Natural Gas Liquids Terminal Business*

During the year ended March 31, 2020, we completed the acquisition accounting for this transaction and recorded a decrease of \$2.7 million to inventories, an increase of \$0.3 million to other current assets, an increase of \$0.1 million to property, plant and equipment, a decrease of \$0.9 million to current liabilities and a decrease of \$0.5 million to noncurrent liabilities related to working capital items. Also, due to the receipt of additional information, we recorded an increase of \$29.0 million to property, plant and equipment, a decrease of \$26.9 million to intangible assets and a decrease of \$2.1 million to goodwill. There were no other adjustments to the fair value of assets acquired and liabilities assumed during the year ended March 31, 2020.

**Note 5—Property, Plant and Equipment**

Our property, plant and equipment consists of the following at the dates indicated:

| Description                                     | Estimated    |   |    | March 31,      |              |
|---|--------------|---|----|----------------|--------------|
|   | Useful Lives |   |    | 2020           | 2019         |
|   | (in years)   |   |    | (in thousands) |              |
| Natural gas liquids terminal and storage assets | 2            | - | 30 | \$ 314,694     | \$ 280,106   |
| Pipeline and related facilities                 | 30           | - | 40 | 244,751        | 243,799      |
| Vehicles and railcars                           | 3            | - | 25 | 123,937        | 124,948      |
| Water treatment facilities and equipment        | 3            | - | 30 | 1,525,859      | 704,666      |
| Crude oil tanks and related equipment           | 2            | - | 30 | 234,143        | 225,476      |
| Barges and towboats                             | 5            | - | 30 | 125,162        | 103,735      |
| Information technology equipment                | 3            | - | 7  | 34,261         | 31,831       |
| Buildings and leasehold improvements            | 3            | - | 40 | 151,690        | 143,711      |
| Land  |              |   |    | 91,446         | 62,379       |
| Tank bottoms and line fill (1)                  |              |   |    | 20,346         | 20,071       |
| Other   | 3            | - | 20 | 14,627         | 14,870       |
| Construction in progress                        |              |   |    | 499,707        | 290,805      |
|   |              |   |    | 3,380,623      | 2,246,397    |
| Accumulated depreciation                        |              |   |    | (529,068)      | (417,457)    |
| Net property, plant and equipment               |              |   |    | \$ 2,851,555   | \$ 1,828,940 |

(1) Tank bottoms, which are product volumes required for the operation of storage tanks, are recorded at historical cost. We recover tank bottoms when the storage tanks are removed from service. Line fill, which represents our portion of the product volume required for the operation of the proportionate share of a pipeline we own, is recorded at historical cost.

Amounts in the table above do not include property, plant and equipment and accumulated depreciation related to TPSL, as these amounts have been classified as noncurrent assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

The following table summarizes depreciation expense and capitalized interest expense for the periods indicated:

|                              | Year Ended March 31, |            |           |
|------------------------------|----------------------|------------|-----------|
|                              | 2020                 | 2019       | 2018      |
|                              | (in thousands)       |            |           |
| Depreciation expense         | \$ 132,791           | \$ 101,515 | \$ 99,954 |
| Capitalized interest expense | \$ 650               | \$ 482     | \$ 182    |

Amounts in the table above do not include depreciation expense and capitalized interest related to TPSL and our former Retail Propane segment, as these amounts have been classified as discontinued operations within our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

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We record (gains) losses from the sales of property, plant and equipment and any write-downs in value due to impairment within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations. The following table summarizes (gains) losses on the disposal or impairment of property, plant and equipment by segment for the periods indicated:

|                              | Year Ended March 31, |                 |                 |
|------------------------------|----------------------|-----------------|-----------------|
|                              | 2020                 | 2019            | 2018            |
| (in thousands)               |                      |                 |                 |
| Crude Oil Logistics (1)      | \$ 36                | \$ 3,489        | \$ (3,144)      |
| Water Solutions (2)          | 22,491               | 3,067           | 8,117           |
| Liquids and Refined Products | (30)                 | 993             | 639             |
| Corporate                    | —                    | —               | 8               |
| <b>Total</b>                 | <b>\$ 22,497</b>     | <b>\$ 7,549</b> | <b>\$ 5,620</b> |

(1) Amount for the year ended March 31, 2018 primarily relates to a gain related to the sale of excess pipe, partially offset by losses from the disposal of certain assets and the write-down of other assets.

(2) Amount for the year ended March 31, 2020 relates to an impairment charge for inactive saltwater disposal facilities as well as losses from the disposal of certain assets and the write-down of other assets.

**Note 6—Goodwill**

The following table summarizes changes in goodwill by segment for the periods indicated (in thousands):

|  | Crude Oil<br>Logistics | Water<br>Solutions | Liquids and<br>Refined<br>Products | Total             |
|--|------------------------|--------------------|------------------------------------|-------------------|
|  | (in thousands)         |                    |                                    |                   |
| Balances at March 31, 2018                   | \$ 579,846             | \$ 424,465         | \$ 166,219                         | \$ 1,170,530      |
| Acquisitions (Note 4)                        | —                      | 74,189             | 20,472                             | 94,661            |
| Disposals (Note 17)                          | —                      | (88,515)           | —                                  | (88,515)          |
| Impairment                                   | —                      | —                  | (66,220)                           | (66,220)          |
| Balances at March 31, 2019                   | 579,846                | 410,139            | 120,471                            | 1,110,456         |
| Revisions to acquisition accounting (Note 4) | —                      | 4,755              | (2,103)                            | 2,652             |
| Acquisitions (Note 4)                        | —                      | 129,764            | 715                                | 130,479           |
| Impairment                                   | —                      | (250,000)          | —                                  | (250,000)         |
| Balances at March 31, 2020                   | <b>\$ 579,846</b>      | <b>\$ 294,658</b>  | <b>\$ 119,083</b>                  | <b>\$ 993,587</b> |

Amounts in the table above do not include goodwill that was allocated to TPSL and Gas Blending as the amounts have been classified as noncurrent assets held for sale within our consolidated balance sheets (see Note 1 and Note 18).

*Fiscal Year 2020 Goodwill Impairment Assessment*

We performed a qualitative assessment as of January 1, 2020 to determine whether it was more likely than not that the fair value of each reporting unit was greater than the carrying value of the reporting unit. Based on these qualitative assessments, we determined that the fair value of each of these reporting units was more likely than not greater than the carrying value of the reporting units as of January 1, 2020.

During the month of March 2020, our market capitalization declined significantly driven by current macroeconomic conditions including the collapse of oil prices driven by both the decrease in demand caused by the novel strain of coronavirus (COVID-19) pandemic and excess supply, as well as changing market conditions and expected lower crude oil production in certain regions, resulting in expected decreases in future cash flows for certain of our assets. In addition, the uncertainty related to oil demand continues to have a significant impact on the investment and operating plans of our primary customers. Based on these events, we concluded that a triggering event occurred which required us to perform a quantitative impairment test as of March 31, 2020 for our reporting units. We estimated the fair value of our reporting units based on the income approach, also known as the discounted cash flow method, which utilizes the present value of future expected cash flows to estimate the fair

value. The future cash flows of our reporting units were projected based upon estimates as of the test date of future revenues, operating expenses and cash outflows necessary to support these cash flows, including working capital and maintenance capital expenditures. We also considered expectations regarding: (i) the crude oil price environment as reflected in crude oil forward prices as of the test date, (ii) volumes based on historical information and estimates of future drilling and completion activity, as well expectations for future demand recovery and (iii) estimated fixed and variable costs. The discounted cash flows for each reporting unit were based on five years of projected cash flows and we applied discount rates and terminal multiples that we believe would be applied by a theoretical market participant in similar market transactions. Based on these tests, we concluded that the fair values of each of our reporting units exceeded their carrying values with the exception of our Water Solutions reporting unit, whose fair value was less than its carrying value by 7.3%.

During the three months ended March 31, 2020, in our Water Solutions reporting unit, we recorded a goodwill impairment charge of \$250.0 million within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations.

#### *Fiscal Year 2019 Goodwill Impairment Assessment*

Due to the continued decrease in demand for natural gas liquid storage and the resulting decline in revenues and earnings as compared to actual and projected results, we tested the goodwill within our natural gas liquids salt cavern storage reporting unit ("Sawtooth reporting unit"), which is part of our Liquids and Refined Products segment, for impairment at January 1, 2019. We estimated the fair value of our Sawtooth reporting unit based on the income approach, also known as the discounted cash flow method, which utilizes the present value of future expected cash flows to estimate the fair value. The future cash flows of our Sawtooth reporting unit were projected based upon estimates as of the test date of future revenues, operating expenses and cash outflows necessary to support these cash flows, including working capital and maintenance capital expenditures. We also considered expectations regarding: (i) expected storage volumes, which are assumed to increase in the coming years due to increased production of natural gas liquids, (ii) expected propane and butane prices, (iii) expected rental fees and (iv) the addition of storing refined products (which we acquired as part of the sale of a portion of the reporting unit (see Note 17). We assumed that commodity prices would be flat through the duration of the model and an average increase of approximately 7% increase in rental fees per year starting in April 2020, and held such prices and fees flat for periods in our model beyond our 2024 fiscal year. For expenses, we assumed an increase consistent with the increase in storage volumes, and maintenance capital was held flat throughout the model. The discount rate used in our discounted cash flow method was a risk adjusted weighted average cost of capital calculated as of January 1, 2019 of approximately 13.1%. The discounted cash flow results indicated that the estimated fair value of our Sawtooth reporting unit was less than its carrying value by approximately 35.2% at January 1, 2019.

During the three months ended March 31, 2019, we recorded a goodwill impairment charge of \$66.2 million, which was a write-off of the remaining goodwill within the Sawtooth reporting unit. The goodwill impairment charge was recorded within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations.

We performed a qualitative assessment as of January 1, 2019 to determine whether it was more likely than not that the fair value of each reporting unit was greater than the carrying value of the reporting unit. Based on these qualitative assessments, we determined that the fair value of each of these reporting units was more likely than not greater than the carrying value of the reporting units, other than the Sawtooth reporting unit as previously described.

#### *Fiscal Year 2018 Goodwill Impairment Assessment*

Due to the decreased demand for natural gas liquid storage and resulting decline in revenues and earnings as compared to actual and projected results of prior and future periods, we tested the goodwill within our Sawtooth reporting unit, which is part of our Liquids and Refined Products segment, for impairment at September 30, 2017. We estimated the fair value of our Sawtooth reporting unit based on the income approach, also known as the discounted cash flow method, which utilizes the present value of future expected cash flows to estimate the fair value. The future cash flows of our Sawtooth reporting unit were projected based upon estimates as of the test date of future revenues, operating expenses and cash outflows necessary to support these cash flows, including working capital and maintenance capital expenditures. We also considered expectations regarding: (i) expected storage volumes, which are assumed to increase in the coming years due to increased production of natural gas liquids, (ii) expected propane and butane prices and (iii) expected rental fees. We assumed a 2% per year increase in commodity prices and a 4% increase in rental fees per year starting in April 2018, and held such prices and fees flat for periods in our model beyond our 2023 fiscal year. For expenses, we assumed an increase consistent with the increase in storage volumes, and maintenance capital was held flat throughout the model. The discount rate used in our discounted cash flow method was a risk adjusted weighted average cost of capital calculated as of September 30, 2017 of 12%. The discounted cash

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**Notes to Consolidated Financial Statements (Continued)**

flow results indicated that the estimated fair value of our Sawtooth reporting unit was less than its carrying value by approximately 32% at September 30, 2017.

During the three months ended September 30, 2017, we recorded a goodwill impairment charge of \$116.9 million, which was recorded within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations. At September 30, 2017, our Sawtooth reporting unit had a goodwill balance of \$66.2 million.

In Note 17, we discuss a transaction in which we formed a joint venture which included our Sawtooth salt dome storage facility. As a result of this transaction, we tested the goodwill of our Sawtooth reporting unit, immediately prior to the closing of this transaction, for impairment. As of March 30, 2018, our Sawtooth reporting unit had a goodwill balance of \$66.2 million. Similar to the analysis we performed as of September 30, 2017, as discussed above, we estimated the fair value of our Sawtooth reporting unit based on the income approach, also known as the discounted cash flow method, which utilizes the present value of future expected cash flows to estimate the fair value. The future cash flows of our Sawtooth reporting unit were projected based upon estimates as of the test date of future revenues, operating expenses and cash outflows necessary to support these cash flows, including working capital and maintenance capital expenditures. We also considered expectations regarding: (i) expected storage volumes, which are assumed to increase in the coming years due to increased production of natural gas liquids, (ii) expected propane and butane prices and (iii) expected rental fees. We assumed a 2% per year increase in commodity prices and a 4% increase in rental fees per year starting in April 2018, and held such prices and fees flat for periods in our model beyond our 2023 fiscal year. For expenses, we assumed an increase consistent with the increase in storage volumes, and maintenance capital was held flat throughout the model. The discount rate used in our discounted cash flow method was a risk adjusted weighted average cost of capital calculated as of March 30, 2018 of 12.4%. The discounted cash flow results indicated that the estimated fair value of our Sawtooth reporting unit was greater than its carrying value by approximately 2% at March 30, 2018.

We performed a qualitative assessment as of January 1, 2018 to determine whether it was more likely than not that the fair value of each reporting unit was greater than the carrying value of the reporting unit. Based on these qualitative assessments, we determined that the fair value of each of these reporting units was more likely than not greater than the carrying value of the reporting units, other than the Sawtooth reporting unit as previously described.

**Note 7—Intangible Assets**

Our intangible assets consist of the following at the dates indicated:

| Description                              | Amortizable Lives<br>(in years) | March 31, 2020        |                          |              | March 31, 2019        |                          |            |
|--|---------------------------------|-----------------------|--------------------------|--------------|-----------------------|--------------------------|------------|
|  |                                 | Gross Carrying Amount | Accumulated Amortization | Net          | Gross Carrying Amount | Accumulated Amortization | Net        |
|  |                                 | (in thousands)        |                          |              |                       |                          |            |
| <b>Amortizable:</b>                      |                                 |                       |                          |              |                       |                          |            |
| Customer relationships                   | 3 - 30                          | \$ 1,435,573          | \$ (445,250)             | \$ 990,323   | \$ 742,832            | \$ (369,983)             | \$ 372,849 |
| Customer commitments                     | 10 - 25                         | 502,000               | (111,677)                | 390,323      | 310,000               | (74,917)                 | 235,083    |
| Pipeline capacity rights                 | 30                              | 7,799                 | (1,647)                  | 6,152        | 7,799                 | (1,387)                  | 6,412      |
| Rights-of-way and easements              | 1 - 45                          | 89,476                | (6,506)                  | 82,970       | 73,409                | (4,509)                  | 68,900     |
| Water rights                             | 13 - 30                         | 100,937               | (8,441)                  | 92,496       | 64,868                | (3,018)                  | 61,850     |
| Executory contracts and other agreements | 5 - 30                          | 48,570                | (18,210)                 | 30,360       | 47,230                | (17,212)                 | 30,018     |
| Non-compete agreements                   | 2 - 24                          | 12,723                | (4,735)                  | 7,988        | 12,723                | (2,570)                  | 10,153     |
| Debt issuance costs (1)                  | 3 - 5                           | 44,051                | (34,983)                 | 9,068        | 42,345                | (29,521)                 | 12,824     |
| Total amortizable                        |                                 | 2,241,129             | (631,449)                | 1,609,680    | 1,301,206             | (503,117)                | 798,089    |
| <b>Non-amortizable:</b>                  |                                 |                       |                          |              |                       |                          |            |
| Trade names                              |                                 | 2,800                 | —                        | 2,800        | 2,800                 | —                        | 2,800      |
| Total                                    |                                 | \$ 2,243,929          | \$ (631,449)             | \$ 1,612,480 | \$ 1,304,006          | \$ (503,117)             | \$ 800,889 |

(1) Includes debt issuance costs related to the Revolving Credit Facility (as defined herein). Debt issuance costs related to fixed-rate notes and Term Credit Agreement (as defined herein) are reported as a reduction of the carrying amount of long-term debt.

Amounts in the table above do not include intangible assets and accumulated amortization related to TPSL, as these amounts have been classified as noncurrent assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

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The weighted-average remaining amortization period for intangible assets is approximately 18.8 years.

*Write off of Intangible Assets*

During the year ended March 31, 2018, we wrote off \$1.8 million related to the non-compete agreement which was terminated as part of our acquisition of the remaining interest in NGL Solids Solutions, LLC.

Amortization expense is as follows for the periods indicated:

| <b>Recorded In</b>            | <b>Year Ended March 31,</b> |                   |                   |
|-------------------------------|-----------------------------|-------------------|-------------------|
|                               | <b>2020</b>                 | <b>2019</b>       | <b>2018</b>       |
|                               | <b>(in thousands)</b>       |                   |                   |
| Depreciation and amortization | \$ 132,521                  | \$ 110,458        | \$ 108,444        |
| Cost of sales                 | 349                         | 486               | 966               |
| Interest expense              | 5,462                       | 4,928             | 4,568             |
| Operating expenses            | 286                         | —                 | —                 |
| <b>Total</b>                  | <b>\$ 138,618</b>           | <b>\$ 115,872</b> | <b>\$ 113,978</b> |

Amounts in the table above do not include amortization expense related to TPSL and our former Retail Propane segment, as these amounts have been classified as discontinued operations within our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

Expected amortization of our intangible assets is as follows (in thousands):

| <b>Year Ending March 31,</b> |                     |
|------------------------------|---------------------|
| 2021                         | \$ 144,367          |
| 2022                         | 131,171             |
| 2023                         | 122,751             |
| 2024                         | 116,549             |
| 2025                         | 100,320             |
| Thereafter                   | 994,522             |
| <b>Total</b>                 | <b>\$ 1,609,680</b> |

**Note 8—Long-Term Debt**

Our long-term debt consists of the following at the dates indicated:

|                                      | March 31, 2020 |   |               | March 31, 2019 |   |               |
|--------------------------------------|----------------|---|---------------|----------------|---|---------------|
|                                      | Face<br>Amount | Unamortized<br>Debt Issuance<br>Costs (1) | Book<br>Value | Face<br>Amount | Unamortized<br>Debt Issuance<br>Costs (1) | Book<br>Value |
| (in thousands)                       |                |   |               |                |   |               |
| <b>Revolving credit facility:</b>    |                |   |               |                |   |               |
| Expansion capital borrowings         | \$ 1,120,000   | \$ —                                      | \$ 1,120,000  | \$ 275,000     | \$ —                                      | \$ 275,000    |
| Working capital borrowings           | 350,000        | —   | 350,000       | 896,000        | —   | 896,000       |
| <b>Senior unsecured notes:</b>       |                |   |               |                |   |               |
| 7.500% Notes due 2023 ("2023 Notes") | 607,323        | (5,405)                                   | 601,918       | 607,323        | (6,916)                                   | 600,407       |
| 6.125% Notes due 2025 ("2025 Notes") | 387,320        | (4,217)                                   | 383,103       | 389,135        | (5,092)                                   | 384,043       |
| 7.500% Notes due 2026 ("2026 Notes") | 450,000        | (6,975)                                   | 443,025       | —              | —   | —             |
| Term credit agreement                | 250,000        | (3,198)                                   | 246,802       | —              | —   | —             |
| Other long-term debt                 | 4,683          | —   | 4,683         | 5,331          | —   | 5,331         |
|                                      | 3,169,326      | (19,795)                                  | 3,149,531     | 2,172,789      | (12,008)                                  | 2,160,781     |
| Less: Current maturities             | 4,683          | —   | 4,683         | 648            | —   | 648           |
| Long-term debt                       | \$ 3,164,643   | \$ (19,795)                               | \$ 3,144,848  | \$ 2,172,141   | \$ (12,008)                               | \$ 2,160,133  |

(1) Debt issuance costs related to the Revolving Credit Facility are reported within intangible assets, rather than as a reduction of the carrying amount of long-term debt.

Amortization expense for debt issuance costs related to long-term debt in the table above was \$5.4 million, \$4.3 million and \$6.1 million during the years ended March 31, 2020, 2019 and 2018.

Expected amortization of debt issuance costs is as follows (in thousands):

| <b>Year Ending March 31,</b> |           |
|------------------------------|-----------|
| 2021                         | \$ 5,206  |
| 2022                         | 3,983     |
| 2023                         | 3,983     |
| 2024                         | 3,359     |
| 2025                         | 2,061     |
| Thereafter                   | 1,203     |
| Total                        | \$ 19,795 |

**Credit Agreement**

We are a party to a credit agreement ("Credit Agreement") with a syndicate of banks. The Credit Agreement provides up to \$1.915 billion in aggregate commitments and consists of a revolving credit facility to fund working capital needs, which had a capacity of \$641.5 million for cash borrowings and letters of credit (the "Working Capital Facility"), and a revolving credit facility to fund acquisitions and expansion projects, which had a capacity of \$1.273 billion (the "Expansion Capital Facility," and together with the Working Capital Facility, the "Revolving Credit Facility") at March 31, 2020. We had letters of credit of \$65.8 million on the Working Capital Facility at March 31, 2020. The capacity under the Working Capital Facility may be limited by a "borrowing base" (as defined in the Credit Agreement) which is calculated based on the value of certain working capital items at any point in time.

On April 27, 2020, we amended our Credit Agreement to reallocate availability between the two revolving credit facilities. We reduced the capacity of the Working Capital Facility to \$350.0 million and increased the Expansion Capital Facility to \$1.565 billion. This change was due to reduced working capital borrowing needs going forward due to the sale of the TPSL, Mid-Con and Gas Blending refined products businesses.



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The commitments under the Credit Agreement expire on October 5, 2021. We have the right to prepay outstanding borrowings under the Credit Agreement without incurring any penalties, and prepayments of principal may be required if we enter into certain transactions to sell assets or obtain new borrowings. The Credit Agreement is secured by substantially all of our assets.

At March 31, 2020, the borrowings under the Credit Agreement had a weighted average interest rate of 3.36%, calculated as the weighted average LIBOR rate of 0.85% plus a margin of 2.50% for LIBOR borrowings and the prime rate of 3.25% plus a margin of 1.50% on alternate base rate borrowings. At March 31, 2020, the interest rate in effect on letters of credit was 2.50%. Commitment fees are charged at a rate ranging from 0.375% to 0.50% on any unused capacity.

On October 30, 2019, we amended the Credit Agreement to, among other things, adjust the allocation of the commitments of the lenders to make revolving loans thereunder and, effective with the fiscal quarter ending December 31, 2019, amend the covenant package to include the senior secured leverage ratio, interest coverage ratio and total leverage indebtedness ratio financial covenants (each as defined in the Credit Agreement).

The following table summarizes the debt covenant levels specified in the Credit Agreement as of March 31, 2020 (as amended):

| Period Beginning             | Senior Secured<br>Leverage Ratio (1) | Interest<br>Coverage Ratio (2) | Total Leverage<br>Indebtedness Ratio (1) |
|------------------------------|--------------------------------------|--------------------------------|--|
| March 31, 2020               | 3.50                                 | 2.50                           | 5.75                                     |
| June 30, 2020 and thereafter | 3.50                                 | 2.50                           | 5.50                                     |

(1) Represents the maximum ratio for the period presented.

(2) Represents the minimum ratio for the period presented.

At March 31, 2020, our senior secured leverage ratio was approximately 2.56 to 1, our interest coverage ratio was approximately 3.98 to 1 and our total leverage indebtedness ratio was approximately 4.86 to 1.

The Credit Agreement contains various customary representations, warranties, and additional covenants, including, without limitation, limitations on fundamental changes and limitations on indebtedness and liens. Our obligations under the Credit Agreement may be accelerated following certain events of default (subject to applicable cure periods), including, without limitation, (i) the failure to pay principal or interest when due, (ii) a breach by the Partnership or its subsidiaries of any material representation or warranty or any covenant made in the Credit Agreement, or (iii) certain events of bankruptcy or insolvency.

We were in compliance with the covenants under the Credit Agreement at March 31, 2020.

**Senior Unsecured Notes**

The senior unsecured notes include, as defined below, the 2019 Notes, 2021 Notes, 2023 Notes, 2025 Notes and 2026 Notes (collectively, the "Senior Unsecured Notes").

The Partnership and NGL Energy Finance Corp. are co-issuers of the Senior Unsecured Notes, and the obligations under the Senior Unsecured Notes are fully and unconditionally guaranteed by certain of our existing and future restricted subsidiaries that incur or guarantee indebtedness under certain of our other indebtedness, including the Revolving Credit Facility. The indentures governing the Senior Unsecured Notes contain various customary covenants, including, (i) pay distributions on, purchase or redeem our common equity or purchase or redeem our subordinated debt, (ii) incur or guarantee additional indebtedness or issue preferred units, (iii) create or incur certain liens, (iv) enter into agreements that restrict distributions or other payments from our restricted subsidiaries to us, (v) consolidate, merge or transfer all or substantially all of our assets, and (vi) engage in transactions with affiliates.

Our obligations under the Senior Unsecured Notes may be accelerated following certain events of default (subject to applicable cure periods), including, without limitation, (i) the failure to pay principal or interest when due, (ii) experiencing an event of default on certain other debt agreements, or (iii) certain events of bankruptcy or insolvency.

*Issuances*

On July 9, 2014, we issued \$400.0 million of 5.125% Senior Unsecured Notes Due 2019 (the “2019 Notes”). Interest is payable on January 15 and July 15 of each year. The 2019 Notes were redeemed on March 15, 2019. See further discussion below.

On October 16, 2013, we issued \$450.0 million of 6.875% Senior Unsecured Notes Due 2021 (the “2021 Notes”). Interest is payable on April 15 and October 15 of each year. The 2021 Notes were redeemed on October 16, 2018. See further discussion below.

On October 24, 2016, we issued \$700.0 million of 7.50% 2023 Notes. Interest is payable on May 1 and November 1 of each year. The registration of the 2023 Notes became effective on July 11, 2017. The 2023 Notes mature on November 1, 2023.

On February 22, 2017, we issued \$500.0 million of 6.125% 2025 Notes. Interest is payable on March 1 and September 1 of each year. The registration of the 2025 Notes became effective on July 11, 2017. The 2025 Notes mature on March 1, 2025.

On April 9, 2019, we issued \$450.0 million of 7.50% 2026 Notes in a private placement. The 2026 Notes bear interest, which is payable on April 15 and October 15 of each year, beginning on October 15, 2019. We received net proceeds of \$442.1 million, after the initial purchasers’ discount of \$6.8 million and offering costs of \$1.1 million. The 2026 Notes mature on April 15, 2026.

We have the option to redeem all or a portion of the 2026 Notes at any time on or after April 15, 2022 at fixed redemption prices beginning at 103.750% on such date and declining annually and ratably to par for redemptions occurring on or after April 15, 2024 plus accrued and unpaid interest. At any time prior to April 15, 2022, we may redeem all or a portion of the 2026 Notes, at a redemption price equal to the “make whole price” specified in the indenture, plus accrued and unpaid interest.

In connection with the issuance of the 2026 Notes, we entered into a registration rights agreement in which we agreed to file a registration statement with the Securities and Exchange Commission (“SEC”) so that holders can exchange the 2026 Notes for registered notes that have substantially identical terms as the 2026 Notes and evidence the same indebtedness of the 2026 Notes. In addition, the subsidiary guarantors agreed to exchange the guarantee related to the 2026 Notes for a registered guarantee having substantially the same terms as the original guarantee. We filed a registration statement with the SEC for the 2026 Notes, and the related guarantees, which became effective on January 22, 2020 and 100% of the 2026 Notes were exchanged on February 21, 2020.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Redemptions*

The following table summarizes redemptions of Senior Unsecured Notes for the period indicated:

|  | <b>Year Ended March 31,</b> |          |
|--|-----------------------------|----------|
|  | <b>2019</b>                 |          |
|  | <b>(in thousands)</b>       |          |
| <b>2019 Notes (1)</b>                              |                             |          |
| Notes redeemed                                     | \$                          | 328,005  |
| Cash paid (excluding payments of accrued interest) | \$                          | 329,719  |
| Loss on early extinguishment of debt               | \$                          | (2,113)  |
| <b>2021 Notes (2)</b>                              |                             |          |
| Notes redeemed                                     | \$                          | 367,048  |
| Cash paid (excluding payments of accrued interest) | \$                          | 373,358  |
| Loss on early extinguishment of debt               | \$                          | (10,130) |

(1) On March 15, 2019, we redeemed all of the remaining outstanding 2019 Notes. Loss on the early extinguishment of debt for the 2019 Notes during the year ended March 31, 2019 is inclusive of the write off of debt issuance costs of \$0.4 million. The loss is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

(2) On October 16, 2018, we redeemed all of the remaining outstanding 2021 Notes. Loss on the early extinguishment of debt for the 2021 Notes during the year ended March 31, 2019 is inclusive of the write off of debt issuance costs of \$3.8 million. The loss is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

*Repurchases*

The following table summarizes repurchases of Senior Unsecured Notes for the periods indicated:

|  | <b>Year Ended March 31,</b> |       |             |        |             |         |
|--|-----------------------------|-------|-------------|--------|-------------|---------|
|  | <b>2020</b>                 |       | <b>2019</b> |        | <b>2018</b> |         |
|  | <b>(in thousands)</b>       |       |             |        |             |         |
| <b>2019 Notes</b>                                  |                             |       |             |        |             |         |
| Notes repurchased                                  | \$                          | —     | \$          | 25,419 | \$          | 26,034  |
| Cash paid (excluding payments of accrued interest) | \$                          | —     | \$          | 25,406 | \$          | 26,002  |
| Loss on early extinguishment of debt (1)           | \$                          | —     | \$          | (34)   | \$          | (140)   |
| <b>2023 Notes</b>                                  |                             |       |             |        |             |         |
| Notes repurchased                                  | \$                          | —     | \$          | 8,624  | \$          | 84,053  |
| Cash paid (excluding payments of accrued interest) | \$                          | —     | \$          | 8,575  | \$          | 83,967  |
| Loss on early extinguishment of debt (2)           | \$                          | —     | \$          | (63)   | \$          | (1,136) |
| <b>2025 Notes</b>                                  |                             |       |             |        |             |         |
| Notes repurchased                                  | \$                          | 1,815 | \$          | —      | \$          | 110,865 |
| Cash paid (excluding payments of accrued interest) | \$                          | 454   | \$          | —      | \$          | 107,050 |
| Gain on early extinguishment of debt (3)           | \$                          | 1,341 | \$          | —      | \$          | 2,046   |

(1) Loss on early extinguishment of debt for the 2019 Notes during the years ended March 31, 2019 and 2018 is inclusive of the write off of debt issuance costs of less than \$0.1 million and \$0.2 million, respectively. The loss is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

(2) Loss on early extinguishment of debt for the 2023 Notes during the years ended March 31, 2019 and 2018 is inclusive of the write off of debt issuance costs of \$0.1 million and \$1.2 million, respectively. The loss is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

(3) Gain on early extinguishment of debt for the 2025 Notes during the years ended March 31, 2020 and 2018 is inclusive of the write off of debt issuance costs of less than \$0.1 million and \$1.8 million, respectively. The gain is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

*Compliance*

At March 31, 2020, we were in compliance with the covenants under all of the Senior Unsecured Notes indentures.

***Term Credit Agreement***

On July 2, 2019 (the “Closing Date”), we entered into a term credit agreement (the “Term Credit Agreement”) with Toronto Dominion (Texas) LLC for a \$250.0 million term loan facility. Toronto Dominion (Texas) LLC and certain of its affiliates are also lenders under our Credit Agreement. Proceeds from the term loan facility were used to fund a portion of the purchase price for the Mesquite acquisition (see Note 4).

The commitments under the Term Credit Agreement expire on July 2, 2024. We are subject to prepayments of principal if we enter into certain transactions to sell assets, issue equity or obtain new borrowings.

The obligations under the Term Credit Agreement are guaranteed by the Partnership and certain of the Borrower’s wholly owned subsidiaries, and are secured by substantially all of the assets of the Borrower, the Partnership and the other subsidiary guarantors subject to certain customary exclusions.

All borrowings under the Term Credit Agreement bear interest, at either (a) an alternate base rate plus (i) during the first three-month period after the Closing Date, margin equal to the applicable margin for alternate base rate loans calculated under our existing revolving credit facility, (ii) 2.00% per annum for the second three-month period after the Closing Date, (iii) 2.25% per annum for the third three-month period after the Closing Date, (iv) 2.50% per annum for the fourth three-month period after the Closing Date, and (v) thereafter, the rate per year such that the alternate base rate equals a rate of interest agreed to between us and the administrative agent, or (b) an adjusted LIBOR rate plus (i) during the first three-month period after the Closing Date, margin equal to the applicable margin for LIBOR rate loans calculated under our existing revolving credit facility, (ii) 3.00% per annum for the second three-month period after the Closing Date, (iii) 3.25% per annum for the third three-month period after the Closing Date, (iv) 3.50% per annum for the fourth three-month period after the Closing Date, and (v) thereafter, such rate per annum such that the adjusted LIBOR rate equals a rate of interest agreed to between us and the administrative agent. At March 31, 2020, the borrowings under the Term Credit Agreement had an interest rate of 4.05% calculated as the LIBOR rate of 0.80% plus a margin of 3.25%.

The Term Credit Agreement contains various customary representations, warranties and covenants by the Partnership and its subsidiaries, including, without limitation, (i) commencing September 30, 2019, the Partnership and the subsidiary guarantors will be subject to financial covenants limiting leverage, including senior leverage, secured leverage and total leverage, and requiring a minimum interest coverage, (ii) negative covenants limiting indebtedness, liens, equity distributions and fundamental changes involving the Partnership or its subsidiaries and (iii) affirmative covenants requiring, among other things, reporting of financial information and material events and covenants to maintain existence and pay taxes, in each case substantially consistent with the Partnership’s existing Revolving Credit Facility.

On October 30, 2019, we amended the Term Credit Agreement, to, among other things, conform financial covenants in the Term Credit Agreement to the financial covenants set forth in the amended Credit Agreement, as described above.

***Senior Secured Notes***

On June 19, 2012, we entered into the Note Purchase Agreement (as amended, the “Senior Secured Notes Purchase Agreement”) whereby we issued \$250.0 million of senior secured notes in a private placement (the “Senior Secured Notes”). The Senior Secured Notes paid interest at a fixed rate of 6.65% which was payable quarterly. The Senior Secured Notes were required to be repaid in semi-annual installments of \$25.0 million beginning on December 19, 2017 and ending on the maturity date of June 19, 2022. We had the option to prepay outstanding principal, although we would incur a prepayment penalty. On December 29, 2017, we repurchased all of the remaining outstanding Senior Secured Notes. See below for the details related to the repurchase.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Repurchases*

The following table summarizes repurchases of Senior Secured Notes for the period indicated:

|  | <b>Year Ended March 31,<br/>2018</b> |          |
|--|--------------------------------------|----------|
|  | <b>(in thousands)</b>                |          |
| <b>Senior Secured Notes</b>                        |                                      |          |
| Notes repurchased                                  | \$                                   | 230,500  |
| Cash paid (excluding payments of accrued interest) | \$                                   | 250,179  |
| Loss on early extinguishment of debt (1)           | \$                                   | (23,971) |

(1) Loss on the early extinguishment of debt for the Senior Secured Notes during the year ended March 31, 2018 is inclusive of the write off of debt issuance costs of \$4.3 million. The loss is reported within gain (loss) on early extinguishment of liabilities, net within our consolidated statement of operations.

Prior to the December 29, 2017 repurchase of all the remaining outstanding Senior Secured Notes, we made a semi-annual principal installment payment of \$19.5 million on December 19, 2017.

**Sawtooth Credit Agreement**

On November 27, 2019, Sawtooth Caverns LLC (“Sawtooth”), a joint venture in which we own approximately a 71.5% interest, entered into a credit agreement with Zions Bancorporation (doing business as “Amegy Bank”). The Sawtooth credit agreement has a capacity of \$20.0 million. The commitments under the Sawtooth credit agreement expire on November 27, 2022. At March 31, 2020, no amounts had been borrowed under the Sawtooth credit agreement. Commitment fees are charged at a rate of 0.50% on any unused capacity.

**Other Long-Term Debt**

We have other notes payable related to equipment financing. The interest rates on these instruments range from 4.13% to 7.10% per year and have an aggregate principal balance of \$4.7 million at March 31, 2020.

**Debt Maturity Schedule**

The scheduled maturities of our long-term debt are as follows at March 31, 2020:

| <b>Year Ending March 31,</b> | <b>Revolving<br/>Credit Facility</b> | <b>Senior Unsecured<br/>Notes</b> | <b>Term Credit<br/>Agreement</b> | <b>Other<br/>Long-Term<br/>Debt</b> | <b>Total</b>        |
|------------------------------|--------------------------------------|-----------------------------------|----------------------------------|-------------------------------------|---------------------|
| 2021                         | \$ —                                 | \$ —                              | \$ —                             | \$ 4,683                            | \$ 4,683            |
| 2022                         | 1,470,000                            | —                                 | —                                | —                                   | 1,470,000           |
| 2023                         | —                                    | —                                 | —                                | —                                   | —                   |
| 2024                         | —                                    | 607,323                           | —                                | —                                   | 607,323             |
| 2025                         | —                                    | 387,320                           | 250,000                          | —                                   | 637,320             |
| Thereafter                   | —                                    | 450,000                           | —                                | —                                   | 450,000             |
| <b>Total</b>                 | <b>\$ 1,470,000</b>                  | <b>\$ 1,444,643</b>               | <b>\$ 250,000</b>                | <b>\$ 4,683</b>                     | <b>\$ 3,169,326</b> |

**Note 9—Commitments and Contingencies**

*Legal Contingencies*

In August 2015, LCT Capital, LLC (“LCT”) filed a lawsuit against NGL Energy Holdings LLC (the “GP”) and the Partnership seeking payment for investment banking services relating to the purchase of TransMontaigne Inc. and related assets in July 2014. After pre-trial rulings, LCT was limited to pursuing claims of (i) *quantum meruit* (the value of the services rendered by LCT) and (ii) fraudulent misrepresentation against the defendants. Following a jury trial conducted in Delaware state court from July 23, 2018 through August 1, 2018, the jury returned a verdict consisting of an award of \$4.0 million for

*quantum meruit* and \$29.0 million for fraudulent misrepresentation, subject to statutory interest. The GP and the Partnership contend that the jury verdict, at least in respect of fraudulent misrepresentation, is not supportable by either controlling law or the evidentiary record. On December 5, 2019, in response to the defendants' post-trial motion, the Court issued an Order overturning the jury's damages award and ordering the case to be set for a damages-only trial. Both parties filed applications with the trial court asking the trial court to certify the December 5th Order for interlocutory, immediate review by the Appellate Court. On December 23, 2019, the trial court issued an Order certifying for immediate review by the appellate court the issue of whether the types of damages awarded by the jury are legally supportable since it was also determined by the Court that there was no contract between the parties. On January 7, 2020, the Supreme Court of Delaware entered an Order expanding the issues to be reviewed on appeal to include the additional issues raised by the NGL parties' application - namely, whether the December 5th Order correctly set aside the jury's \$4.0 million *quantum meruit* award, whether certain jury instructions were correct and whether the evidence presented at trial supported the claims asserted by LCT. The Supreme Court consolidated the appeal proceedings for judicial efficiency; and set a briefing cycle for the parties whereby the appeal-related materials will likely be fully submitted by both parties by the Summer of 2020. It is our position that the awards, even if they each stand, are not cumulative. Any allocation of the ultimate verdict award between the GP and the Partnership will be made by the Board of Directors once all information is available to it and after the post-trial and any appellate process has run its course and the verdict is final as a matter of law. Because the Partnership is a named defendant in the suit, and any judgment ultimately awarded would be joint and several with the GP, we have determined that it is probable that the Partnership could be liable for a portion of this judgment. At this time, we believe the amount that could be allocated to the Partnership would not be material as it is estimated to be less than \$4.0 million. As of March 31, 2020, we have accrued \$2.5 million related to this matter.

We are party to various other claims, legal actions, and complaints arising in the ordinary course of business. In the opinion of our management, the ultimate resolution of these claims, legal actions, and complaints, after consideration of amounts accrued, insurance coverage, and other arrangements, is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, the outcome of such matters is inherently uncertain, and estimates of our liabilities may change materially as circumstances develop.

#### *Environmental Matters*

At March 31, 2020, we have an environmental liability, measured on an undiscounted basis, of \$2.0 million, which is recorded within accrued expenses and other payables in our consolidated balance sheet. Our operations are subject to extensive federal, state, and local environmental laws and regulations. Although we believe our operations are in substantial compliance with applicable environmental laws and regulations, risks of additional costs and liabilities are inherent in our business, and there can be no assurance that we will not incur significant costs. Moreover, it is possible that other developments, such as increasingly stringent environmental laws, regulations and enforcement policies thereunder, and claims for damages to property or persons resulting from the operations, could result in substantial costs. Accordingly, we have adopted policies, practices, and procedures in the areas of pollution control, product safety, occupational health, and the handling, storage, use, and disposal of hazardous materials designed to prevent material environmental or other damage, and to limit the financial liability that could result from such events. However, some risk of environmental or other damage is inherent in our business.

In 2015, as previously disclosed, the United States Environmental Protection Agency ("EPA") informed NGL Crude Logistics, LLC, formerly known as Gavilon, LLC ("Gavilon Energy"), of alleged violations that occurred in 2011 by Gavilon Energy of the Clean Air Act's renewable fuel standards regulations (prior to its acquisition by us in December 2013). On October 4, 2016, the United States Department of Justice, acting at the request of the EPA, filed a civil complaint in the Northern District of Iowa against Gavilon Energy and one of its then suppliers, Western Dubuque Biodiesel LLC ("Western Dubuque"). Consistent with the earlier allegations by the EPA, the civil complaint related to transactions between Gavilon Energy and Western Dubuque and the generation of biodiesel renewable identification numbers ("RINs") sold by Western Dubuque to Gavilon Energy in 2011. On December 19, 2016, we filed a motion to dismiss the complaint. On January 9, 2017, the EPA filed an amended complaint. The amended complaint seeks an order declaring Western Dubuque's RINs invalid and requiring the defendants to retire an equivalent number of valid RINs and that the defendants pay statutory civil penalties. On January 23, 2017, we filed a motion to dismiss the amended complaint. On May 24, 2017, the court denied our motion to dismiss. Subsequently, the EPA filed a second amended complaint seeking an order declaring Western Dubuque's RINs invalid, an order requiring us to retire an equivalent number of valid RINs and an award against us of statutory civil penalties. In May 2018, the parties completed briefing on cross-motions for summary judgment concerning liability issues in the case. On July 3, 2018, the Court denied our summary judgment motion and largely granted the plaintiff's two summary judgment motions on liability. On July 19, 2018, Gavilon Energy reached an agreement in principle with the EPA regarding the terms of a settlement of the case, which was memorialized in a consent decree lodged to the Court on September 27, 2018. Such terms will result in Gavilon Energy paying cash of \$25.0 million and retiring 36 million RINs, over a twelve-month period. The consent decree was approved by the Court on November 8, 2018. The consent decree resolves all matters between Gavilon Energy and the EPA in connection with the above-described complaint. During the year ended March 31, 2019, we

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

paid the EPA \$12.5 million and retired all 36 million RINs. During the year ended March 31, 2020, we paid the final EPA settlement amount of \$12.5 million.

*Asset Retirement Obligations*

We have contractual and regulatory obligations at certain facilities for which we have to perform remediation, dismantlement, or removal activities when the assets are retired. Our liability for asset retirement obligations is discounted to present value. To calculate the liability, we make estimates and assumptions about the retirement cost and the timing of retirement. Changes in our assumptions and estimates may occur as a result of the passage of time and the occurrence of future events. The following table summarizes changes in our asset retirement obligation, which is reported within other noncurrent liabilities in our consolidated balance sheets (in thousands):

|   |    |        |
|---|----|--------|
| Balance at March 31, 2018                       | \$ | 9,133  |
| Liabilities incurred                            |    | 586    |
| Liabilities assumed in acquisitions             |    | 438    |
| Liabilities associated with disposed assets (1) |    | (585)  |
| Liabilities settled                             |    | (546)  |
| Accretion expense                               |    | 697    |
| Balance at March 31, 2019                       |    | 9,723  |
| Liabilities incurred                            |    | 1,643  |
| Liabilities assumed in acquisitions             |    | 6,642  |
| Liabilities settled                             |    | (658)  |
| Accretion expense                               |    | 1,066  |
| Balance at March 31, 2020                       | \$ | 18,416 |

(1) This amount primarily relates to the sales of our Bakken and South Pecos water disposal businesses (see Note 17).

In addition to the obligations described above, we may be obligated to remove facilities or perform other remediation upon retirement of certain other assets. However, the fair value of the asset retirement obligation cannot currently be reasonably estimated because the settlement dates are indeterminable. We will record an asset retirement obligation for these assets in the periods in which settlement dates are reasonably determinable.

*Other Commitments*

We have noncancelable agreements for product storage, railcar spurs and real estate. The following table summarizes future minimum payments under these agreements at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b> |    |        |
|------------------------------|----|--------|
| 2021                         | \$ | 13,136 |
| 2022                         |    | 10,375 |
| 2023                         |    | 4,521  |
| 2024                         |    | 4,521  |
| 2025                         |    | 172    |
| Thereafter                   |    | 525    |
| Total                        | \$ | 33,250 |

As part of the Hillstone acquisition discussed in Note 4, we assumed an obligation to pay a quarterly subsidy payment in the event that specified volumetric thresholds are not exceeded at a third-party facility. This agreement expires on December 31, 2022. For the year ended March 31, 2020, we recorded \$0.8 million within operating expense in our consolidated statement of operations. At March 31, 2020, the range of potential payments we could be obligated to make pursuant to the subsidy agreement could be from \$0.0 million to \$8.9 million.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Pipeline Capacity Agreements*

We have noncancelable agreements with crude oil pipeline operators, which guarantee us minimum monthly shipping capacity on the pipelines. As a result, we are required to pay the minimum shipping fees if actual shipments are less than our allotted capacity. Under certain agreements we have the ability to recover minimum shipping fees previously paid if our shipping volumes exceed the minimum monthly shipping commitment during each month remaining under the agreement, with some contracts containing provisions that allow us to continue shipping up to six months after the maturity date of the contract in order to recapture previously paid minimum shipping delinquency fees. We currently have an asset recorded in prepaid expenses and other current assets and in other noncurrent assets in our consolidated balance sheet for minimum shipping fees paid in both the current and previous periods that are expected to be recovered in future periods by exceeding the minimum monthly volumes (see Note 2). In September 2019, we extended our commitment with one pipeline operator through March 31, 2025 and in October 2019, we extended our commitment with another pipeline operator through October 31, 2024. Both extensions are backed by long-term purchase agreements. The extension with the second operator also allows us an additional 5.0 years, as of March 31, 2020, to recapture the minimum shipping deficiency fees discussed above.

The following table summarizes future minimum throughput payments under these agreements at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b> |    |                |
|------------------------------|----|----------------|
| 2021                         | \$ | 35,314         |
| 2022                         |    | 35,314         |
| 2023                         |    | 35,314         |
| 2024                         |    | 35,410         |
| 2025                         |    | 30,897         |
| Total                        | \$ | <u>172,249</u> |

*Construction Commitments*

At March 31, 2020, we had construction commitments of \$5.1 million.

*Sales and Purchase Contracts*

We have entered into product sales and purchase contracts for which we expect the parties to physically settle and deliver the inventory in future periods.

At March 31, 2020, we had the following commodity purchase commitments (in thousands):

|  | Crude Oil (1)       |                        | Natural Gas Liquids |                        |
|--|---------------------|------------------------|---------------------|------------------------|
|  | Value               | Volume<br>(in barrels) | Value               | Volume<br>(in gallons) |
| <b>Fixed-Price Commodity Purchase Commitments:</b> |                     |                        |                     |                        |
| 2021   | \$ 52,420           | 2,134                  | \$ 10,142           | 23,994                 |
| 2022   | —                   | —                      | 2,495               | 5,766                  |
| Total  | <u>\$ 52,420</u>    | <u>2,134</u>           | <u>\$ 12,637</u>    | <u>29,760</u>          |
| <b>Index-Price Commodity Purchase Commitments:</b> |                     |                        |                     |                        |
| 2021   | \$ 522,123          | 23,374                 | \$ 377,992          | 1,169,741              |
| 2022   | 259,847             | 8,264                  | 11,636              | 36,545                 |
| 2023   | 191,584             | 5,482                  | —                   | —                      |
| 2024   | 150,682             | 4,110                  | —                   | —                      |
| Total  | <u>\$ 1,124,236</u> | <u>41,230</u>          | <u>\$ 389,628</u>   | <u>1,206,286</u>       |

(1) Our crude oil index-price purchase commitments exceed our crude oil index-price sales commitments (presented below) due primarily to our long-term purchase commitments for crude oil that we purchase and ship on the Grand Mesa Pipeline. As these purchase



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

commitments are deliver-or-pay contracts, whereby our counterparty is required to pay us for any volumes not delivered, we have not entered into corresponding long-term sales contracts for volumes we may not receive.

At March 31, 2020, we had the following commodity sale commitments (in thousands):

|  | Crude Oil  |                        | Natural Gas Liquids |                        |
|--|------------|------------------------|---------------------|------------------------|
|  | Value      | Volume<br>(in barrels) | Value               | Volume<br>(in gallons) |
| <b>Fixed-Price Commodity Sale Commitments:</b> |            |                        |                     |                        |
| 2021   | \$ 57,073  | 2,194                  | \$ 54,176           | 88,542                 |
| 2022   | —          | —                      | 4,472               | 8,164                  |
| 2023   | —          | —                      | 28                  | 36                     |
| Total  | \$ 57,073  | 2,194                  | \$ 58,676           | 96,742                 |
| <b>Index-Price Commodity Sale Commitments:</b> |            |                        |                     |                        |
| 2021   | \$ 325,215 | 14,120                 | \$ 278,304          | 605,250                |
| 2022   | —          | —                      | 723                 | 1,470                  |
| Total  | \$ 325,215 | 14,120                 | \$ 279,027          | 606,720                |

We account for the contracts shown in the tables above using the normal purchase and normal sale election. Under this accounting policy election, we do not record the physical contracts at fair value at each balance sheet date; instead, we record the purchase or sale at the contracted value once the delivery occurs. Contracts in the tables above may have offsetting derivative contracts (described in Note 11) or inventory positions (described in Note 2).

Certain other forward purchase and sale contracts do not qualify for the normal purchase and normal sale election. These contracts are recorded at fair value in our consolidated balance sheet and are not included in the tables above. These contracts are included in the derivative disclosures in Note 11, and represent \$25.2 million of our prepaid expenses and other current assets and \$17.1 million of our accrued expenses and other payables at March 31, 2020.

**Note 10—Equity**

*Partnership Equity*

The Partnership's equity consists of a 0.1% general partner interest and a 99.9% limited partner interest, which consists of common units. Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest. Our general partner is not required to guarantee or pay any of our debts or obligations. As of March 31, 2020, we owned 8.69% of our general partner.

*General Partner Contributions*

In connection with the issuance of common units for the vesting of restricted units and warrants that were exercised for common units during the years ended March 31, 2020, 2019 and 2018, we issued 4,268, 3,039, and 1,294, respectively, notional units to our general partner which represented less than \$0.1 million in each of the years, in order to maintain its 0.1% interest in us.

*Equity Issuances*

On August 24, 2016, we entered into an equity distribution agreement in connection with an at-the-market program (the "ATM Program") pursuant to which we may issue and sell up to \$200.0 million of common units. This ATM Program is registered with the SEC on an effective registration statement on Form S-3. During the year ended March 31, 2017, we sold 3,321,135 common units for net proceeds of \$64.4 million (net of offering costs of \$0.9 million). We did not sell any common units under the ATM Program during the years ended March 31, 2020, 2019 and 2018. The registration statement applicable to this program expired in July 2019.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

*Common Unit Repurchase Program*

On August 29, 2017, the board of directors of our general partner authorized a common unit repurchase program, under which we may repurchase up to \$15.0 million of our outstanding common units through December 31, 2017 from time to time in the open market or in other privately negotiated transactions. Under this program, we repurchased 1,516,848 common units for an aggregate price of \$15.0 million, including commissions. This program ended on December 31, 2017.

On August 30, 2019, the board of directors of our general partner authorized a common unit repurchase program, under which we may repurchase up to \$150.0 million of our outstanding common units through September 30, 2021 from time to time in the open market or in other privately negotiated transactions. We did not repurchase any units under this plan during the year ended March 31, 2020.

*Our Distributions*

The following table summarizes distributions declared on our common units during the last three fiscal years:

| <u>Date Declared</u> | <u>Record Date</u> | <u>Payment Date</u> | <u>Amount Per Unit</u> | <u>Amount Paid to Limited Partners</u> | <u>Amount Paid to General Partner</u> |
|----------------------|--------------------|---------------------|------------------------|--|---------------------------------------|
|                      |                    |                     |                        | (in thousands)                         | (in thousands)                        |
| April 24, 2017       | May 8, 2017        | May 15, 2017        | \$ 0.3900              | \$ 46,870                              | \$ 80                                 |
| July 20, 2017        | August 4, 2017     | August 14, 2017     | \$ 0.3900              | \$ 47,460                              | \$ 81                                 |
| October 19, 2017     | November 6, 2017   | November 14, 2017   | \$ 0.3900              | \$ 47,000                              | \$ 81                                 |
| January 23, 2018     | February 6, 2018   | February 14, 2018   | \$ 0.3900              | \$ 47,223                              | \$ 81                                 |
| April 24, 2018       | May 7, 2018        | May 15, 2018        | \$ 0.3900              | \$ 47,374                              | \$ 82                                 |
| July 24, 2018        | August 8, 2018     | August 14, 2018     | \$ 0.3900              | \$ 47,600                              | \$ 82                                 |
| October 23, 2018     | November 8, 2018   | November 14, 2018   | \$ 0.3900              | \$ 48,260                              | \$ 83                                 |
| January 22, 2019     | February 6, 2019   | February 14, 2019   | \$ 0.3900              | \$ 48,373                              | \$ 83                                 |
| April 24, 2019       | May 7, 2019        | May 15, 2019        | \$ 0.3900              | \$ 49,127                              | \$ 85                                 |
| July 23, 2019        | August 7, 2019     | August 14, 2019     | \$ 0.3900              | \$ 49,217                              | \$ 85                                 |
| October 23, 2019     | November 7, 2019   | November 14, 2019   | \$ 0.3900              | \$ 49,936                              | \$ 86                                 |
| January 23, 2020     | February 7, 2020   | February 14, 2020   | \$ 0.3900              | \$ 50,056                              | \$ 86                                 |
| April 27, 2020       | May 7, 2020        | May 15, 2020        | \$ 0.2000              | \$ 25,754                              | \$ 26                                 |

*Class A Convertible Preferred Units*

On April 21, 2016, we entered into a private placement agreement to issue \$200 million of 10.75% Class A Convertible Preferred Units (“Class A Preferred Units”) to Oaktree Capital Management L.P. and its co-investors (“Oaktree”). On June 23, 2016, the private placement agreement was amended to increase the aggregate principal amount from \$200 million to \$240 million. We received net proceeds of \$235.0 million (net of offering costs of \$5.0 million) in connection with the issuance of 19,942,169 Class A Preferred Units and 4,375,112 warrants, which have an exercise price of \$0.01. As noted below, the remaining Class A Preferred Units were redeemed and all remaining warrants were exercised during the year ended March 31, 2020.

We pay a cumulative, quarterly distribution in arrears at an annual rate of 10.75% on the Class A Preferred Units to the extent declared by the board of directors of our general partner. To the extent declared, such distributions will be paid for each such quarter within 45 days after each quarter end.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes distributions declared on our Class A Preferred Units during the last three fiscal years:

| Date Declared    | Payment Date      | Amount Paid to Class A Preferred Unitholders<br>(in thousands) |       |
|------------------|-------------------|--|-------|
| April 24, 2017   | May 15, 2017      | \$   | 6,449 |
| July 20, 2017    | August 14, 2017   | \$   | 6,449 |
| October 19, 2017 | November 14, 2017 | \$   | 6,449 |
| January 23, 2018 | February 14, 2018 | \$   | 6,449 |
| April 24, 2018   | May 15, 2018      | \$   | 6,449 |
| July 24, 2018    | August 14, 2018   | \$   | 6,449 |
| October 23, 2018 | November 14, 2018 | \$   | 6,449 |
| January 22, 2019 | February 14, 2019 | \$   | 6,449 |
| April 24, 2019   | May 10, 2019      | \$   | 4,034 |

We allocated the net proceeds on a relative fair value basis to the Class A Preferred Units, which includes the value of a beneficial conversion feature, and warrants. We recorded the accretion attributable to the beneficial conversion feature as a deemed distribution. Accretion for the beneficial conversion feature was \$36.5 million, \$67.2 million and \$18.8 million for the years ended March 31, 2020, 2019 and 2018, respectively.

During the year ended March 31, 2019, 228,797 warrants were exercised for common units and we received proceeds of less than \$0.1 million, and we repurchased 1,229,575 unvested warrants for a total purchase price of \$15.0 million on April 26, 2018. During the year ended March 31, 2018, 607,653 warrants were exercised for common units and we received proceeds of less than \$0.1 million, and we repurchased 850,716 unvested warrants for a total purchase price of \$10.5 million on June 23, 2017.

On April 5, 2019, we redeemed 7,468,978 of the Class A Preferred Units. The applicable Class A redemption price was \$13.389 per Class A Preferred Unit, calculated at 111.25% of \$12.035 (the Class A Preferred Unit price), plus accrued but unpaid and accumulated distributions of \$0.338. The amount per Class A Preferred Unit paid to each Class A preferred unitholder was \$13.727, for a total payment of \$102.5 million. On April 5, 2019, all 1,458,371 outstanding warrants to purchase common units were exercised for proceeds of less than \$0.1 million.

On May 11, 2019, we redeemed the remaining 12,473,191 outstanding Class A Preferred Units. The applicable Class A redemption price was \$13.2385 per Class A Preferred Unit, calculated at 110% of \$12.035 (the Class A Preferred Unit price), plus accrued but unpaid and accumulated distributions of \$0.1437. The amount per Class A Preferred Unit paid to each Class A preferred unitholder was \$13.3822, for a total payment of \$166.9 million. In addition, we paid the Class A preferred unitholders the distribution declared on April 24, 2019 for the quarter ended March 31, 2019 of \$4.0 million, or \$0.3234 per unit, which was paid to the holders of the Class A Preferred Units on May 10, 2019.

#### *Class B Preferred Units*

On June 13, 2017, we issued 8,400,000 of our 9.00% Class B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units ("Class B Preferred Units") representing limited partner interests at a price of \$25.00 per unit for net proceeds of \$202.7 million (net of the underwriters' discount of \$6.6 million and offering costs of \$0.7 million).

On July 2, 2019, we issued 4,185,642 Class B Preferred Units to fund a portion of the purchase price for the Mesquite acquisition (see Note 4).

At any time on or after July 1, 2022, we may redeem our Class B Preferred Units, in whole or in part, at a redemption price of \$25.00 per Class B Preferred Unit plus an amount equal to all accumulated and unpaid distributions to, but not including, the date of redemption, whether or not declared. We may also redeem the Class B Preferred Units upon a change of control as defined in our partnership agreement. If we choose not to redeem the Class B Preferred Units, the Class B preferred unitholders may have the ability to convert the Class B Preferred Units to common units at the then applicable conversion rate. Class B preferred unitholders have no voting rights except with respect to certain matters set forth in our partnership agreement.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Distributions on the Class B Preferred Units are payable on the 15th day of each January, April, July and October of each year to holders of record on the first day of each payment month. The initial distribution rate for the Class B Preferred Units from and including the date of original issue to, but not including, July 1, 2022 is 9.00% per year of the \$25.00 liquidation preference per unit (equal to \$2.25 per unit per year). On and after July 1, 2022, distributions on the Class B Preferred Units will accumulate at a percentage of the \$25.00 liquidation preference equal to the applicable three-month LIBOR plus a spread of 7.213%.

The current distribution rate for the Class B Preferred Units is 9.00% per year of the \$25.00 liquidation preference per unit (equal to \$2.25 per unit per year). The following table summarizes distributions declared on our Class B Preferred Units during the last three fiscal years:

| Date Declared      | Record Date        | Payment Date     | Amount Per Unit |        | Amount Paid to Class B Preferred Unitholders |
|--------------------|--------------------|------------------|-----------------|--------|--|
|                    |                    |                  |                 |        | (in thousands)                               |
| September 18, 2017 | September 29, 2017 | October 16, 2017 | \$              | 0.5625 | \$ 5,670                                     |
| December 19, 2017  | December 29, 2017  | January 15, 2018 | \$              | 0.5625 | \$ 4,725                                     |
| March 19, 2018     | April 2, 2018      | April 16, 2018   | \$              | 0.5625 | \$ 4,725                                     |
| June 19, 2018      | July 2, 2018       | July 16, 2018    | \$              | 0.5625 | \$ 4,725                                     |
| September 12, 2018 | October 1, 2018    | October 15, 2018 | \$              | 0.5625 | \$ 4,725                                     |
| December 17, 2018  | December 31, 2018  | January 15, 2019 | \$              | 0.5625 | \$ 4,725                                     |
| March 15, 2019     | April 1, 2019      | April 15, 2019   | \$              | 0.5625 | \$ 4,725                                     |
| June 14, 2019      | July 1, 2019       | July 15, 2019    | \$              | 0.5625 | \$ 4,725                                     |
| September 16, 2019 | October 1, 2019    | October 15, 2019 | \$              | 0.5625 | \$ 7,079                                     |
| December 16, 2019  | December 31, 2019  | January 15, 2020 | \$              | 0.5625 | \$ 7,079                                     |
| March 16, 2020     | March 31, 2020     | April 15, 2020   | \$              | 0.5625 | \$ 7,079                                     |

The distribution amount paid on April 15, 2020 is included in accrued expenses and other payables in our consolidated balance sheet at March 31, 2020.

*Class C Preferred Units*

On April 2, 2019, we issued 1,800,000 of our 9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units (“Class C Preferred Units”) representing limited partner interests at a price of \$25.00 per unit for net proceeds of \$42.9 million (net of the underwriters’ discount of \$1.4 million and estimated offering costs of \$0.7 million).

At any time on or after April 15, 2024, we may redeem our Class C Preferred Units, in whole or in part, at a redemption price of \$25.00 per Class C Preferred Unit plus an amount equal to all accumulated and unpaid distributions to, but not including, the date of redemption, whether or not declared. We may also redeem the Class C Preferred Units upon a change of control as defined in our partnership agreement. If we choose not to redeem the Class C Preferred Units, the Class C preferred unitholders may have the ability to convert the Class C Preferred Units to common units at the then applicable conversion rate. Class C preferred unitholders have no voting rights except with respect to certain matters set forth in our partnership agreement.

Distributions on the Class C Preferred Units are payable on the 15th day of each January, April, July and October of each year to holders of record on the first day of each payment month. On and after April 15, 2024, distributions on the Class C Preferred Units will accumulate at a percentage of the \$25.00 liquidation preference equal to the applicable three-month LIBOR plus a spread of 7.384%.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The current distribution rate for the Class C Preferred Units is 9.625% per year of the \$25.00 liquidation preference per unit (equal to \$2.41 per unit per year). The following table summarizes distributions declared on our Class C Preferred Units during the last fiscal year:

| <b>Date Declared</b> | <b>Record Date</b> | <b>Payment Date</b> | <b>Amount Per Unit</b> | <b>Amount Paid to Class C Preferred Unitholders</b> |       |
|----------------------|--------------------|---------------------|------------------------|---|-------|
|                      |                    |                     |                        | <b>(in thousands)</b>                               |       |
| June 14, 2019        | July 1, 2019       | July 15, 2019       | \$ 0.5949              | \$  | 1,071 |
| September 16, 2019   | October 1, 2019    | October 15, 2019    | \$ 0.6016              | \$  | 1,083 |
| December 16, 2019    | December 31, 2019  | January 15, 2020    | \$ 0.6016              | \$  | 1,083 |
| March 16, 2020       | March 31, 2020     | April 15, 2020      | \$ 0.6016              | \$  | 1,083 |

The distribution amount paid on April 15, 2020 is included in accrued expenses and other payables in our consolidated balance sheet at March 31, 2020.

*Class D Preferred Units*

On July 2, 2019, we completed a private placement of an aggregate of 400,000 preferred units (“Class D Preferred Units”) and warrants exercisable to purchase an aggregate of 17,000,000 common units for an aggregate purchase price of \$400.0 million. The private placement resulted in aggregate net proceeds to us of approximately \$385.4 million (net of a closing fee of \$14.6 million payable to affiliates of the purchasers and certain estimated expenses and expense reimbursements). We allocated the net proceeds, on a relative fair value basis, to the Class D Preferred Units (\$343.7 million) and warrants (\$41.7 million). Proceeds from this issuance of Class D Preferred Units were used to fund a portion of the purchase price for the Mesquite acquisition (see Note 4).

On October 31, 2019, we completed a private placement of an aggregate of 200,000 Class D Preferred Units and warrants exercisable to purchase an aggregate of 8,500,000 common units for an aggregate purchase price of \$200.0 million. The private placement resulted in aggregate net proceeds to us of approximately \$194.7 million (net of a closing fee of \$5.3 million payable to affiliates of the purchasers and certain estimated expenses and expense reimbursements). We allocated the net proceeds, on a relative fair value basis, to the Class D Preferred Units (\$183.6 million) and warrants (\$11.1 million). Proceeds from this issuance of Class D Preferred Units were used to fund a portion of the purchase price for the Hillstone acquisition (see Note 4).

The holders of the Class D Preferred Units are entitled to receive a cumulative, quarterly distribution in arrears on each Class D Preferred Unit then held at an annual rate of (i) 9.00% per annum for all periods during which the Class D Preferred Units are outstanding beginning on the Closing Date and ending on the date and including the last day of the eleventh full quarter following the Closing Date, (ii) 10.00% per annum for all periods during which the Class D Preferred Units are outstanding beginning on and including the first day of the twelfth full quarter following the Closing Date and ending on the last day of the nineteenth full quarter following the Closing Date, and (iii) thereafter, 10.00% per annum or, at the purchasers’ election from time to time, a floating rate equal to the applicable three-month LIBOR, plus 7.00% per annum. The current distribution rate for the Class D Preferred Units is 9.00% per year per unit (equal to \$90.00 per unit per year).

The following table summarizes distributions declared on our Class D Preferred Units during the last fiscal year:

| <b>Date Declared</b> | <b>Record Date</b> | <b>Payment Date</b> | <b>Amount Per Unit</b> | <b>Amount Paid to Class D Preferred Unitholders</b> |       |
|----------------------|--------------------|---------------------|------------------------|---|-------|
|                      |                    |                     |                        | <b>(in thousands)</b>                               |       |
| October 23, 2019     | November 7, 2019   | November 14, 2019   | \$ 11.25               | \$  | 4,450 |
| January 23, 2020     | February 7, 2020   | February 14, 2020   | \$ 11.25               | \$  | 6,075 |
| April 27, 2020       | May 7, 2020        | May 15, 2020        | \$ 11.25               | \$  | 6,868 |

The distributions paid in cash for the year ended March 31, 2020 of \$17.4 million represented 50% of the Class D Preferred Units distribution amount. In accordance with the terms of our Partnership Agreement, the value of each Class D Preferred Unit shall automatically increase by the non-cash accretion, which is approximately \$17.4 million in the aggregate with respect to the distributions for the year ended March 31, 2020.

At any time after the Closing Date, the Partnership shall have the right to redeem all of the outstanding Class D Preferred Units at a price per Class D Preferred Unit equal to the sum of the then-unpaid accumulations with respect to such Class D Preferred Unit and the greater of either the applicable multiple on invested capital or the applicable redemption price based on an applicable internal rate of return, as more fully described in the Amended and Restated Partnership Agreement. At any time on or after the eighth anniversary of the Closing Date, each Class D Preferred Unitholder will have the right to require the Partnership to redeem on a date not prior to the 180th day after such anniversary all or a portion of the Class D Preferred Units then held by such preferred unitholder for the then-applicable redemption price, which may be paid in cash or, at the Partnership's election, a combination of cash and a number of Common Units not to exceed one-half of the aggregate then-applicable redemption price, as more fully described in the Amended and Restated Partnership Agreement. Upon a Class D Change of Control (as defined in the Amended and Restated Partnership Agreement), each Class D Preferred Unitholder will have the right to require the Partnership to redeem the Class D Preferred Units then held by such Preferred Unitholder at a price per Class D Preferred Unit equal to the applicable redemption price. The Class D Preferred Units generally will not have any voting rights, except with respect to certain matters which require the vote of the Class D Preferred Units. The Class D Preferred Units generally do not have any voting rights, except that the Class D Preferred Units shall be entitled to vote as a separate class on any matter on which unitholders are entitled to vote that adversely affects the rights, powers, privileges or preferences of the Class D Preferred Units in relation to other classes of Partnership Interests (as defined in the Amended and Restated Partnership Agreement) or as required by law. The consent of a majority of the then-outstanding Class D Preferred Units, with one vote per Class D Preferred Unit, shall be required to approve any matter for which the preferred unitholders are entitled to vote as a separate class or the consent of the representative of the Class D Preferred Unitholders, as applicable.

The warrants issued in the July 2, 2019 private placement are exercisable for, in the aggregate, 17,000,000 common units, of which 10,000,000 were issued with an exercise price of \$17.45 per common unit (the "Premium Warrants"), and the remaining warrants to purchase 7,000,000 common units were issued with an exercise price of \$14.54 per common unit (the "Par Warrants"). The warrants issued in the October 31, 2019 private placement are exercisable for, in the aggregate, 8,500,000 common units, of which, 5,000,000 were issued with an exercise price of \$16.28 per common unit, and the remaining warrants to purchase 3,500,000 common units were issued with an exercise price of \$13.56 per common unit. The warrants may be exercised from and after the first anniversary of the date of issuance. Unexercised warrants will expire on the tenth anniversary of the date of issuance. The warrants will not participate in cash distributions.

Upon a change of control, all unvested warrants shall immediately vest and be exercisable in full. A change of control occurs when (a) the current general partner owners cease to own, directly or indirectly, at least 50% of the outstanding voting securities of the general partner, (b) the general partner withdraws or is removed by the limited partners, (c) the common units are no longer listed on a national exchange, or (d) the general partners and/or its affiliates become beneficial owner, directly or indirectly, of 80% or more of the outstanding common units or any transaction or event that occurs due to default on our credit agreement.

#### *Registration Rights Agreement*

In connection with the issuance of the Class D Preferred Units, we entered into a registration rights agreement ("Registration Rights Agreement") with the purchasers of the Class D Preferred Units ("Purchasers"), pursuant to which we are required to prepare and file a registration statement (the "Registration Statement") within 180 days of the Closing Date, to permit the public resale of (i) the Class D Preferred Units, (ii) the common units issued or issuable upon the exercise of the warrants, (iii) the common units that are issuable pursuant to the terms of the Class D Preferred Units in connection with a redemption of the Class D Preferred Units and (iv) any common units issued in lieu of cash as liquidated damages under the Registration Rights Agreement. The Partnership is also required to use its commercially reasonable efforts to cause the Registration Statement to become effective no later than 360 days after the Closing Date. The Registration Rights Agreement provides that if the Registration Statement is not declared effective on or prior to the Registration Statement Deadline, the Partnership will be liable to the Purchasers for liquidated damages in accordance with a formula, subject to the limitations set forth in the Registration Rights Agreement. Such liquidated damages would be payable in cash, or if payment in cash would breach any covenant or a cause a default under a credit facility or any other debt instrument filed by the Partnership as an exhibit to a periodic report filed with the SEC, then such liquidated damages would be payable in the form of newly issued common units. In addition, the Registration Rights Agreement grants the Purchasers piggyback registration rights. These registration rights are transferable to affiliates of the Purchasers and, in certain circumstances, to third parties. The Partnership's registration statement was declared effective by the SEC on February 7, 2020.

*Board Rights Agreement*

In connection with the issuance of the Class D Preferred Units, we entered into a board rights agreement pursuant to which affiliates of the Purchasers will have the right to designate one director on the board of directors of our general partner, so long as the Purchasers and their respective affiliates, in the aggregate, own either at least (i) (A) 50% of the number of Class D Preferred Units issued on the Closing Date or (B) 50% of the aggregate liquidation preference of any class or series of Class D Parity Securities (as defined in the Amended and Restated Partnership Agreement), or (ii) warrants and/or common units that, in the aggregate, comprise 10% or more of the then-outstanding common units.

*Amended and Restated Partnership Agreement*

On October 31, 2019, NGL Energy Holdings LLC executed the Seventh Amended and Restated Agreement of Limited Partnership. The preferences, rights, powers and duties of holders of Class D Preferred Units are defined in the Amended and Restated Partnership Agreement. The Class D Preferred Units rank senior to the common units with respect to payment of distributions and distribution of assets upon liquidation, dissolution and winding up, and are in parity with the Class B Preferred Units and Class C Preferred Units. The Class D Preferred Units have no stated maturity, but we may redeem the Class D Preferred Units at any time after the Closing Date or upon the occurrence of a change in control.

On April 2, 2019, NGL Energy Holdings LLC executed the Fifth Amended and Restated Agreement of Limited Partnership. The preferences, rights, powers and duties of holders of the Class C Preferred Units are defined in the amended and restated partnership agreement. The Class C Preferred Units rank senior to the common units, with respect to the payment of distributions and distribution of assets upon liquidation, dissolution and winding up, and are on parity with the Class A Preferred Units (see above discussion regarding the redemption of these units) and Class B Preferred Units. The Class C Preferred Units have no stated maturity but we may redeem the Class C Preferred Units at any time on or after April 15, 2024 or upon the occurrence of a change in control.

*Equity-Based Incentive Compensation*

Our general partner has adopted a long-term incentive plan (“LTIP”), which allows for the issuance of equity-based compensation. Our general partner has granted certain restricted units to employees and directors, which vest in tranches, subject to the continued service of the recipients. The awards may also vest upon a change of control, at the discretion of the board of directors of our general partner. No distributions accrue to or are paid on the restricted units during the vesting period.

The restricted units include awards that vest contingent on the continued service of the recipients through the vesting date (the “Service Awards”).

On April 1, 2017, we made an accounting policy election to account for actual forfeitures when they occur, rather than estimate forfeitures each period (as previously required). As a result, the cumulative effect adjustment, which represents the differential between the amount of compensation expense previously recorded and the amount that would have been recorded without assuming forfeitures, had no impact on our consolidated financial statements.

The following table summarizes the Service Award activity during the years ended March 31, 2020, 2019 and 2018:

|  |             |
|--|-------------|
| Unvested Service Award units at March 31, 2017 | 2,708,500   |
| Units granted                                  | 1,964,911   |
| Units vested and issued                        | (2,260,011) |
| Units forfeited                                | (134,525)   |
| Unvested Service Award units at March 31, 2018 | 2,278,875   |
| Units granted                                  | 3,141,993   |
| Units vested and issued                        | (2,833,968) |
| Units forfeited                                | (278,500)   |
| Unvested Service Award units at March 31, 2019 | 2,308,400   |
| Units granted                                  | 2,211,431   |
| Units vested and issued                        | (2,938,481) |
| Units forfeited                                | (209,925)   |
| Unvested Service Award units at March 31, 2020 | 1,371,425   |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The weighted-average grant prices for March 31, 2020, 2019 and 2018 were \$12.84, \$9.74 and \$12.44, respectively.

In connection with the vesting of certain restricted units during the year ended March 31, 2020, we canceled 133,634 of the newly-vested common units in satisfaction of \$1.6 million of employee tax liability paid by us. Pursuant to the terms of the LTIP, these canceled units are available for future grants under the LTIP.

The following table summarizes the scheduled vesting of our unvested Service Award units at March 31, 2020:

| <b>Year Ending March 31,</b> |                  |
|------------------------------|------------------|
| 2021                         | 912,700          |
| 2022                         | 458,725          |
| <b>Total</b>                 | <b>1,371,425</b> |

Service Awards are valued at the average of the high/low sales price as of the grant date less the present value of the expected distribution stream over the vesting period using a risk-free interest rate. We record the expense for each Service Award on a straight-line basis over the requisite period for the entire award (that is, over the requisite service period of the last separately vesting portion of the award), ensuring that the amount of compensation cost recognized at any date at least equals the portion of the grant-date value of the award that is vested at that date.

During the years ended March 31, 2020, 2019 and 2018, we recorded compensation expense related to Service Award units of \$8.5 million, \$12.0 million and \$16.2 million, respectively.

Of the restricted units granted and vested during the years ended March 31, 2020, 2019, and 2018, 1,886,131, 1,922,618 and 59,393 units, respectively, were granted for performance bonuses. The total amount of the bonus payment for the year ended March 31, 2020 was \$24.5 million, of which we had accrued \$8.7 million as of March 31, 2019. The total amount of the bonus payment for the year ended March 31, 2019 was \$22.8 million, of which we had accrued \$6.3 million as of March 31, 2018. The total amount of the bonus payment for the year ended March 31, 2018 was \$0.7 million.

The following table summarizes the estimated future expense we expect to record on the unvested Service Award units at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b> |                 |
|------------------------------|-----------------|
| 2021                         | \$ 5,013        |
| 2022                         | 1,720           |
| <b>Total</b>                 | <b>\$ 6,733</b> |

Beginning in April 2015, our general partner granted units to certain employees that vest contingent both on the continued service of the recipients through the vesting date and also on the performance of our common units relative to other entities in the Alerian MLP Index (the "Index") over specified periods of time (the "Performance Awards"). Performance was to be calculated based on the return on our common units (including changes in the market price of the common units and distributions paid during the performance period) relative to the returns on the common units of the other entities in the Index. During the three months ended December 31, 2018, the compensation committee of the board of directors of our general partner terminated the Performance Award plan and all unvested outstanding Performance Award units were canceled. Accordingly, as no replacement awards were granted, all previously unrecognized compensation cost was expensed as of the cancellation date. During the year ended March 31, 2019, we recorded compensation expense related to the cancellation of the Performance Award units of \$3.1 million which was recorded within general and administrative expense in our consolidated statement of operations for the year ended March 31, 2019.

The following table summarizes the Performance Award activity during the years ended March 31, 2019 and 2018:

|  |           |
|--|-----------|
| Unvested Performance Award units at March 31, 2017 | 1,189,000 |
| Units granted                                      | 224,000   |
| Units forfeited                                    | (496,000) |
| Unvested Performance Award units at March 31, 2018 | 917,000   |
| Units forfeited                                    | (445,500) |
| Units canceled                                     | (471,500) |
| Unvested Performance Award units at March 31, 2019 | —         |



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

During the July 1, 2015 through June 30, 2018 performance period, the return on our common units was below the return of the 50th percentile of our peer companies in the Index. As a result, no Performance Award units vested on July 1, 2018 and Performance Award units with the July 1, 2018 vesting date are considered to be forfeited.

The fair value of the Performance Awards was estimated using a Monte Carlo simulation at the grant date. The significant inputs used to calculate the fair value of these awards include (i) the price per our common units at the grant date and the beginning of the performance period, (ii) a compounded risk-free interest rate, (iii) our compounded dividend yield, (iv) our historical volatility, (v) the volatility and correlations of our peers and (vi) the remaining performance period. We recorded the expense on a straight-line basis over the period beginning with the grant date and ending with the vesting date of the tranche. During the years ended March 31, 2019, and 2018, we recorded compensation expense related to Performance Award units of \$4.9 million (including amounts recorded related to the cancellation of the Performance Award plan (see above)) and \$5.3 million, respectively.

The number of common units that may be delivered pursuant to awards under the LTIP is limited to 10% of our issued and outstanding common units. The maximum number of common units deliverable under the LTIP automatically increases to 10% of the issued and outstanding common units immediately after each issuance of common units, unless the plan administrator determines to increase the maximum number of units deliverable by a lesser amount. When an award is forfeited, canceled, exercised, paid or otherwise terminates or expires without the delivery of units, the units subject to such award are again available for new awards under the LTIP. As of March 31, 2020, there are approximately 2.9 million units remaining available for issuance under the LTIP.

**Note 11—Fair Value of Financial Instruments**

Our cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and other current assets and liabilities (excluding derivative instruments) are carried at amounts which reasonably approximate their fair values due to their short-term nature.

*Commodity Derivatives*

The following table summarizes the estimated fair values of our commodity derivative assets and liabilities reported in our consolidated balance sheet at the dates indicated:

|                                       | March 31, 2020       |                           | March 31, 2019       |                           |
|---------------------------------------|----------------------|---------------------------|----------------------|---------------------------|
|                                       | Derivative<br>Assets | Derivative<br>Liabilities | Derivative<br>Assets | Derivative<br>Liabilities |
|                                       | (in thousands)       |                           |                      |                           |
| Level 1 measurements                  | \$ 64,037            | \$ (2,235)                | \$ 3,754             | \$ (1,349)                |
| Level 2 measurements                  | 25,217               | (17,635)                  | 8,882                | (5,119)                   |
|                                       | 89,254               | (19,870)                  | 12,636               | (6,468)                   |
| Netting of counterparty contracts (1) | (2,282)              | 2,282                     | (1,577)              | 1,577                     |
| Net cash collateral (held) provided   | (50,104)             | (370)                     | 1,740                | (208)                     |
| Commodity derivatives                 | <u>\$ 36,868</u>     | <u>\$ (17,958)</u>        | <u>\$ 12,799</u>     | <u>\$ (5,099)</u>         |

(1) Relates to commodity derivative assets and liabilities that are expected to be net settled on an exchange or through a netting arrangement with the counterparty. Our physical contracts that do not qualify as normal purchase normal sale transactions are not subject to such netting arrangements.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes the accounts that include our commodity derivative assets and liabilities in our consolidated balance sheets at the dates indicated:

|   | March 31,        |                 |
|---|------------------|-----------------|
|   | 2020             | 2019            |
| (in thousands)                            |                  |                 |
| Prepaid expenses and other current assets | \$ 36,868        | \$ 12,799       |
| Accrued expenses and other payables       | (17,777)         | (4,960)         |
| Other noncurrent liabilities              | (181)            | (139)           |
| Net commodity derivative asset            | <u>\$ 18,910</u> | <u>\$ 7,700</u> |

The following table summarizes our open commodity derivative contract positions at the dates indicated. We do not account for these derivatives as hedges.

| Contracts                        | Settlement Period        | Net Long<br>(Short)            | Fair Value<br>of<br>Net Assets<br>(Liabilities) |
|----------------------------------|--------------------------|--------------------------------|---|
|                                  |                          | Notional Units<br>(in barrels) | (in thousands)                                  |
| At March 31, 2020:               |                          |                                |   |
| Crude oil fixed-price (1)        | April 2020–December 2021 | (2,252)                        | \$ 41,721                                       |
| Propane fixed-price (1)          | April 2020–December 2021 | 415                            | (738)   |
| Refined products fixed-price (1) | April 2020–January 2021  | (26)                           | 27,401  |
| Other                            | April 2020–March 2022    |                                | 1,000   |
|                                  |                          |                                | <u>69,384</u>                                   |
| Net cash collateral held         |                          |                                | (50,474)  |
| Net commodity derivative asset   |                          |                                | <u>\$ 18,910</u>                                |
| At March 31, 2019:               |                          |                                |   |
| Crude oil fixed-price (1)        | April 2019–December 2020 | (1,961)                        | \$ 979  |
| Propane fixed-price (1)          | April 2019–March 2020    | 198                            | 608   |
| Refined products fixed-price (1) | April 2019–January 2021  | (177)                          | 376   |
| Other                            | April 2019–March 2022    |                                | 4,205   |
|                                  |                          |                                | <u>6,168</u>                                    |
| Net cash collateral provided     |                          |                                | 1,532   |
| Net commodity derivative asset   |                          |                                | <u>\$ 7,700</u>                                 |

(1) We may have fixed price physical purchases, including inventory, offset by floating price physical sales or floating price physical purchases offset by fixed price physical sales. These contracts are derivatives we have entered into as an economic hedge against the risk of mismatches between fixed and floating price physical obligations.

The following table summarizes the net gains (losses) recorded from our commodity derivatives to revenues and cost of sales in our consolidated statements of operations for the periods indicated (in thousands):

| Year Ended March 31, |             |
|----------------------|-------------|
| 2020                 | \$ 85,941   |
| 2019                 | \$ 10,817   |
| 2018                 | \$ (41,263) |

Amounts in the tables above do not include commodity derivative contract positions related to Mid-Con, Gas Blending and TPSSL, as these amounts have been classified as current and noncurrent assets and liabilities held for sale within our March 31, 2019 consolidated balance sheet, and net gains (losses) from our commodity derivatives related to Mid-Con, Gas Blending, TPSSL and our former Retail Propane segment, as these amounts have been classified as discontinued operations within our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

*Credit Risk*

We have credit policies that we believe minimize our overall credit risk, including an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances, and the use of industry standard master netting agreements, which allow for offsetting counterparty receivable and payable balances for certain transactions. At March 31, 2020, our primary counterparties were retailers, resellers, energy marketers, producers, refiners, and dealers. This concentration of counterparties may impact our overall exposure to credit risk, either positively or negatively, as the counterparties may be similarly affected by changes in economic, regulatory or other conditions. If a counterparty does not perform on a contract, we may not realize amounts that have been recorded in our consolidated balance sheets and recognized in our net income.

*Interest Rate Risk*

The Revolving Credit Facility is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At March 31, 2020, we had \$1.5 billion of outstanding borrowings under the Revolving Credit Facility at a weighted average interest rate of 3.36%.

The Term Credit Agreement is variable-rate debt with interest rates that are generally indexed to bank prime or LIBOR interest rates. At March 31, 2020, we had \$250.0 million of outstanding borrowings under the Term Credit Agreement at an interest rate of 4.05%.

*Fair Value of Fixed-Rate Notes*

The following table provides fair values estimates of our fixed-rate notes at March 31, 2020 (in thousands):

| Senior Unsecured Notes: |    |         |
|-------------------------|----|---------|
| 2023 Notes              | \$ | 212,373 |
| 2025 Notes              | \$ | 122,490 |
| 2026 Notes              | \$ | 156,656 |

For the Senior Unsecured Notes, the fair value estimates were developed based on publicly traded quotes and would be classified as Level 2 in the fair value hierarchy.

**Note 12—Segments**

As a result of the sale of a large part of the assets that constituted the former Refined Products and Renewables reportable segment, the Chief Operating Decision Maker (CODM) decided during the fourth quarter of fiscal year 2020 that the remaining business within the former Refined Products and Renewables reportable segment will be aggregated with the former Liquids reportable segment and form the current Liquids and Refined Products reportable segment. Operating results for the reportable segments have been recast for the years ended March 31, 2019 and 2018 to reflect these changes. Our Crude Oil Logistics and Water Solutions reportable segments remain unchanged from what has been previously reported.

The following table summarizes revenues related to our segments. Revenues for reporting periods beginning after April 1, 2018 are presented under Topic 606 (see Note 15 for a further discussion), while prior periods are not adjusted and continue to be reported under the accounting standard in effect for those periods. Transactions between segments are recorded based on prices negotiated between the segments. The "Corporate and Other" category in the table below includes certain corporate expenses that are not allocated to the reportable segments.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

|   | Year Ended March 31, |                     |                     |
|---|----------------------|---------------------|---------------------|
|   | 2020                 | 2019                | 2018 (1)            |
| (in thousands)                              |                      |                     |                     |
| <b>Revenues:</b>                            |                      |                     |                     |
| <b>Crude Oil Logistics:</b>                 |                      |                     |                     |
| Topic 606 revenues                          |                      |                     |                     |
| Crude oil sales                             | \$ 2,383,812         | \$ 3,011,355        | \$ 2,151,203        |
| Crude oil transportation and other          | 170,138              | 148,738             | 122,786             |
| Non-Topic 606 revenues                      | 13,991               | 12,598              | —                   |
| Elimination of intersegment sales           | (18,174)             | (36,056)            | (13,914)            |
| Total Crude Oil Logistics revenues          | <u>2,549,767</u>     | <u>3,136,635</u>    | <u>2,260,075</u>    |
| <b>Water Solutions:</b>                     |                      |                     |                     |
| Topic 606 revenues                          |                      |                     |                     |
| Disposal service fees                       | 330,877              | 217,545             | 149,114             |
| Sale of recovered crude oil                 | 59,445               | 72,678              | 58,948              |
| Sale of brackish non-potable water          | 11,676               | 2,404               | —                   |
| Other service revenues                      | 20,061               | 9,017               | 21,077              |
| Non-Topic 606 revenues                      | —                    | 42                  | —                   |
| Total Water Solutions revenues              | <u>422,059</u>       | <u>301,686</u>      | <u>229,139</u>      |
| <b>Liquids and Refined Products:</b>        |                      |                     |                     |
| Topic 606 revenues                          |                      |                     |                     |
| Refined products                            | 2,399,642            | 2,535,243           | 1,874,260           |
| Propane sales                               | 842,400              | 1,169,117           | 1,203,486           |
| Butane sales                                | 562,053              | 628,063             | 562,066             |
| Other product sales                         | 484,373              | 592,889             | 806,239             |
| Service revenues                            | 37,938               | 26,655              | 22,461              |
| Non-Topic 606 revenues                      | 289,713              | 320,798             | —                   |
| Elimination of intersegment sales           | (4,983)              | (23,291)            | (4,953)             |
| Total Liquids and Refined Products revenues | <u>4,611,136</u>     | <u>5,249,474</u>    | <u>4,463,559</u>    |
| <b>Corporate and Other</b>                  |                      |                     |                     |
| Non-Topic 606 revenues                      | 1,038                | 1,362               | 1,174               |
| Total Corporate and Other revenues          | <u>1,038</u>         | <u>1,362</u>        | <u>1,174</u>        |
| Total revenues                              | <u>\$ 7,584,000</u>  | <u>\$ 8,689,157</u> | <u>\$ 6,953,947</u> |

(1) We adopted ASC 606 as of April 1, 2018. Revenue reported in fiscal year 2018 has not been changed from its previous presentation.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes depreciation and amortization expense and operating income (loss) by segment for the periods indicated.

|                                       | Year Ended March 31, |                   |                   |
|---------------------------------------|----------------------|-------------------|-------------------|
|                                       | 2020                 | 2019              | 2018              |
|                                       | (in thousands)       |                   |                   |
| <b>Depreciation and Amortization:</b> |                      |                   |                   |
| Crude Oil Logistics                   | \$ 70,759            | \$ 74,245         | \$ 80,725         |
| Water Solutions                       | 163,874              | 108,162           | 98,623            |
| Liquids and Refined Products          | 28,279               | 27,034            | 26,237            |
| Corporate and Other                   | 13,936               | 12,233            | 14,398            |
| Total depreciation and amortization   | <u>\$ 276,848</u>    | <u>\$ 221,674</u> | <u>\$ 219,983</u> |
| <b>Operating Income (Loss):</b>       |                      |                   |                   |
| Crude Oil Logistics                   | \$ 117,768           | \$ (7,379)        | \$ 122,904        |
| Water Solutions                       | (173,064)            | 210,525           | (24,231)          |
| Liquids and Refined Products          | 142,411              | 9,288             | 168,136           |
| Corporate and Other                   | (90,447)             | (85,706)          | (79,474)          |
| Total operating (loss) income         | <u>\$ (3,332)</u>    | <u>\$ 126,728</u> | <u>\$ 187,335</u> |

The following table summarizes additions to property, plant and equipment and intangible assets by segment for the periods indicated. This information has been prepared on the accrual basis, and includes property, plant and equipment and intangible assets acquired in acquisitions. This information below does not include goodwill by segment.

|                              | Year Ended March 31, |                   |                   |
|------------------------------|----------------------|-------------------|-------------------|
|                              | 2020                 | 2019              | 2018              |
|                              | (in thousands)       |                   |                   |
| Crude Oil Logistics          | \$ 28,828            | \$ 28,039         | \$ 36,762         |
| Water Solutions              | 2,076,866            | 567,637           | 102,261           |
| Liquids and Refined Products | 19,753               | 72,717            | 25,023            |
| Corporate and Other          | 7,968                | 1,819             | 1,472             |
| Total                        | <u>\$ 2,133,415</u>  | <u>\$ 670,212</u> | <u>\$ 165,518</u> |

All of the tables above do not include amounts related to Mid-Con, Gas Blending, TPSL and our former Retail Propane segment, as these amounts have been classified as discontinued operations within our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

The following tables summarize long-lived assets (consisting of property, plant and equipment, intangible assets, operating lease right-of-use assets and goodwill) and total assets by segment at the dates indicated:

|                                  | March 31,           |                     |
|----------------------------------|---------------------|---------------------|
|                                  | 2020                | 2019                |
|                                  | (in thousands)      |                     |
| <b>Long-lived assets, net:</b>   |                     |                     |
| Crude Oil Logistics              | \$ 1,567,503        | \$ 1,584,636        |
| Water Solutions                  | 3,382,727           | 1,600,836           |
| Liquids and Refined Products (1) | 654,530             | 528,244             |
| Corporate and Other              | 33,570              | 26,569              |
| Total                            | <u>\$ 5,638,330</u> | <u>\$ 3,740,285</u> |

(1) Includes \$25.9 million and \$0.5 million of non-US long-lived assets at March 31, 2020 and 2019, respectively.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

|                                  | March 31,    |              |
|----------------------------------|--------------|--------------|
|                                  | 2020         | 2019         |
| (in thousands)                   |              |              |
| Total assets:                    |              |              |
| Crude Oil Logistics              | \$ 1,886,211 | \$ 2,237,612 |
| Water Solutions                  | 3,539,328    | 1,668,292    |
| Liquids and Refined Products (1) | 972,684      | 1,104,034    |
| Corporate and Other              | 100,513      | 77,019       |
| Assets held for sale             | —            | 815,536      |
| Total                            | \$ 6,498,736 | \$ 5,902,493 |

(1) Includes \$37.8 million and \$12.0 million of non-US total assets at March 31, 2020 and 2019, respectively.

The two tables above do not include amounts related to Mid-Con, Gas Blending and TPSL as they have been classified as held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

**Note 13—Transactions with Affiliates**

A member of the board of directors of our general partner is an executive officer of WPX Energy, Inc. (“WPX”). We purchase crude oil from and sell crude oil to WPX (certain of the purchases and sales that were entered into in contemplation of each other are recorded on a net basis within revenues in our consolidated statement of operations). We also treat and dispose of produced water and solids received from WPX.

SemGroup Corporation (“SemGroup”) holds ownership interests in our general partner. We sell product to and purchase product from SemGroup, and these transactions are included within revenues and cost of sales, respectively, in our consolidated statements of operations. In December 2019, Energy Transfer LP (“ET”) acquired SemGroup. During the three months ended December 31, 2019, we reevaluated our related parties and determined that SemGroup/ET no longer meet the criteria to be disclosed as a related party. For the tables below, information disclosed in prior periods have been retained but we have not disclosed any information related to transactions for the six months ended March 31, 2020.

We purchased ethanol from E Energy Adams, LLC, in which we previously held an ownership interest as an equity method investee. We sold our interest in E Energy Adams, LLC on May 3, 2018 (see Note 17). These transactions are reported within cost of sales in our consolidated statements of operations.

The following table summarizes these related party transactions for the periods indicated:

|  | Year Ended March 31, |            |           |
|--|----------------------|------------|-----------|
|  | 2020                 | 2019       | 2018      |
| (in thousands)                                     |                      |            |           |
| Sales to WPX                                       | \$ 48,222            | \$ 28,026  | \$ —      |
| Purchases from WPX (1)                             | \$ 313,578           | \$ 329,525 | \$ —      |
| Sales to SemGroup                                  | \$ 458               | \$ 1,114   | \$ 606    |
| Purchases from SemGroup                            | \$ —                 | \$ 4,395   | \$ 5,034  |
| Sales to entities affiliated with management       | \$ 8,367             | \$ 21,385  | \$ 268    |
| Purchases from entities affiliated with management | \$ 3,799             | \$ 4,382   | \$ 3,870  |
| Sales to equity method investees                   | \$ 203               | \$ —       | \$ 294    |
| Purchases from equity method investees             | \$ 2,120             | \$ —       | \$ 66,820 |

(1) Amount primarily relates to purchases of crude oil under the definitive agreement we signed with WPX, as discussed further below.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Accounts receivable from affiliates consist of the following at the dates indicated:

|  | March 31,        |                  |
|--|------------------|------------------|
|  | 2020             | 2019             |
| (in thousands)                                       |                  |                  |
| Receivables from NGL Energy Holdings LLC             | \$ 7,781         | \$ 7,277         |
| Receivables from WPX                                 | 3,563            | 5,185            |
| Receivables from SemGroup                            |                  | 71               |
| Receivables from entities affiliated with management | 151              | 334              |
| Receivables from equity method investees             | 1,439            | —                |
| Total  | <u>\$ 12,934</u> | <u>\$ 12,867</u> |

Accounts payable to affiliates consist of the following at the dates indicated:

|   | March 31,        |                  |
|---|------------------|------------------|
|   | 2020             | 2019             |
| (in thousands)                                  |                  |                  |
| Payables to WPX                                 | \$ 17,039        | \$ 27,844        |
| Payables to entities affiliated with management | 149              | 625              |
| Payables to equity method investees             | 529              | —                |
| Total   | <u>\$ 17,717</u> | <u>\$ 28,469</u> |

**Other Related Party Transactions**

*Acquisition of Interest in KAIR2014 LLC*

During the three months ended June 30, 2019, we purchased a 50% interest in an aircraft company, KAIR2014 LLC, for \$0.9 million in cash and accounted for our interest using the equity method of accounting (see Note 2). The remaining interest in KAIR2014 LLC is owned by our Chief Executive Officer, H. Michael Krimbill.

*Acquisition of Interest in NGL Energy Holdings LLC*

During the year ended March 31, 2020, we purchased, in three transactions, a 2.97% interest in our general partner, NGL Energy Holdings LLC, for \$3.8 million in cash and accounted for this as a deduction within limited partners' equity in our consolidated balance sheet. We also purchased a 5.73% interest in our general partner, NGL Energy Holdings LLC, for \$11.5 million in cash and accounted for this as a deduction within limited partners' equity in our consolidated balance sheet. This interest was purchased from a fund controlled by The Energy & Minerals Group, which is represented on the board of directors of our general partner.

*Victory Propane*

On August 14, 2018, we sold our 50% interest in Victory Propane to Victory Propane, LLC. As consideration, we received a promissory note in the amount of \$3.4 million, which encompassed the purchase price for our 50% interest plus the outstanding balance of the loan receivable of \$2.6 million as of the date of the transaction. The promissory note bears no interest and matures on July 31, 2023. We discounted the promissory note to its net present value of \$2.6 million, with the amount of the reduction in the value of the promissory note recorded as a loss within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations. This was the final transaction in exiting the retail propane business and was considered to be inconsequential by management. As a result of the sale, Victory Propane is no longer considered a related party.

At March 31, 2018, we had a loan receivable from Victory Propane, an equity method investee at the time, of \$1.2 million.

During the three months ended December 31, 2017 we completed a transaction with Victory Propane, an equity method investee at the time, to purchase Victory Propane's Michigan assets. We paid Victory Propane \$6.4 million in cash and

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

received current assets, property, plant and equipment and customers. The allocation of the consideration was as follows (in thousands):

|  |    |              |
|--|----|--------------|
| Current assets                             | \$ | 276          |
| Property, plant and equipment              |    | 1,366        |
| Intangible assets (customer relationships) |    | 4,782        |
| Fair value of net assets acquired          | \$ | <u>6,424</u> |

Victory Propane recognized a gain on this transaction. As all intra-entity profits and losses are eliminated between an investor and investee until realized, we eliminated our proportionate share of the gain from this transaction on our books. As a result, our underlying equity in the net assets of Victory Propane exceeded our investment, and this difference was amortized as income over the remaining life of the noncurrent assets acquired until they were sold on August 14, 2018. As the sale of virtually all of our remaining Retail Propane segment to Superior (see Note 1) included Victory Propane's Michigan assets, we were able to recognize our proportionate share of the gain recognized by Victory Propane. As a result, we were able to reverse our proportionate share of their losses that had been recorded against the balance of the loan receivable and write up the value of our investment in Victory Propane to \$0.8 million.

*Agreement with WPX*

During the three months ended June 30, 2018, we entered into a definitive agreement with WPX. Under this agreement, we agreed to provide WPX the benefit of our minimum shipping fees or deficiency credits (fees paid in previous periods that were in excess of the volumes actually shipped) totaling \$67.7 million at the time of the transaction (as discussed further in Note 2), which can be utilized for volumes shipped that exceed the minimum monthly volume commitment in subsequent periods. As a result, we wrote-off these minimum shipping fees previously included within other noncurrent assets in our consolidated balance sheet (see Note 2) and recorded a loss within loss (gain) on disposal or impairment of assets, net. We also agreed that we would only ship crude oil that we are required to purchase from WPX in utilizing our allotted capacity on these pipelines and they agreed to be fully responsible to us for all deficiency payments (money due when our actual shipments are less than our allotted capacity) for the remaining term of our contract, which totaled \$50.3 million at June 30, 2018 (as discussed further in Note 9). As consideration for this transaction, we paid WPX a net \$35.3 million, which was recorded as a loss within loss (gain) on disposal or impairment of assets, net.

*Repurchase of Warrants*

On April 26, 2018 and June 23, 2017, we repurchased outstanding warrants, as discussed further in Note 10, from funds managed by Oaktree, who were represented on the board of directors of our general partner (see Note 10).

**Note 14—Employee Benefit Plan**

We have established a defined contribution 401(k) plan to assist our eligible employees in saving for retirement on a tax-deferred basis. The 401(k) plan permits all eligible employees to make voluntary pre-tax contributions to the plan, subject to applicable tax limitations. For every dollar that employees contribute up to 1% of their eligible compensation (as defined in the plan), we contribute one dollar, plus 50 cents for every dollar employees contribute between 1% and 6% of their eligible compensation (as defined in the plan). Our matching contributions vest over two years. Effective January 1, 2020, for every dollar that employees contribute up to 4% of their eligible compensation (as defined in the plan), we contribute one dollar, plus 50 cents for every dollar employees contribute between 4% and 6% of their eligible compensation (as defined in the plan). Expenses under the plan for the years ended March 31, 2020, 2019 and 2018 were \$2.3 million, \$1.9 million and \$1.7 million, respectively. Expenses for matching contributions related to Mid-Con, Gas Blending, TPSL and our former Retail Propane segment have been classified as discontinued operations within our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

**Note 15—Revenue from Contracts with Customers**

Effective April 1, 2018, we recognize revenue for services and products under revenue contracts as our obligations to either perform services or deliver or sell products under the contracts are satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. A contract's transaction price is allocated to each distinct performance obligation in the contract and is recognized as revenue when, or as, the performance obligation is satisfied. Our revenue contracts in scope under ASC 606 primarily have a single performance obligation. The evaluation of when performance obligations have been satisfied and the transaction price that is allocated to our performance obligations requires



significant judgment and assumptions, including our evaluation of the timing of when control of the underlying good or service has transferred to our customers and the relative stand-alone selling price of goods and services provided to customers under contracts with multiple performance obligations. Actual results can vary from those judgments and assumptions. We do not have any material contracts with multiple performance obligations or under which we receive material amounts of non-cash consideration. Our costs to obtain or fulfill our revenue contracts were not material as of March 31, 2020.

The majority of our revenue agreements are within scope under ASC 606 and the remainder of our revenue comes from contracts that are accounted for as derivatives under ASC 815 or that contain nonmonetary exchanges or leases and are in scope under Topics 845 and 842, respectively. See Note 12 for a detail of disaggregated revenue. Revenue from contracts accounted for as derivatives under ASC 815 within our Liquids and Refined Products segment includes \$5.0 million of net losses related to changes in the mark-to-market value of these arrangements recorded during the year ended March 31, 2020.

Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined our contracts generally do not include a significant financing component. The primary purpose of our invoicing terms is to allow customers to secure the right to reserve the product or storage capacity to be received or used at a later date, not to receive financing from our customers or to provide customers with financing.

We report taxes collected from customers and remitted to taxing authorities, such as sales and use taxes, on a net basis. We include amounts billed to customers for shipping and handling costs in revenues in our consolidated statements of operations.

#### *Crude Oil Logistics Performance Obligations*

Within the Crude Oil Logistics segment, revenue is disaggregated into two primary revenue streams that include revenue from the sale of commodities and service revenue. For sales of commodities, we are obligated to deliver a predetermined amount of product on a month-to-month basis to our customers. For these types of agreements, revenue is recognized at a point in time based on when the product is delivered and control is transferred to the customer.

For revenue received from services rendered, we are obligated to provide throughput services to move product via pipeline, truck, railcar, or marine vessel or to provide terminal maintenance services. In either case, the obligation is satisfied over time utilizing the output method based on each volume of product that is moved from the origination point to the final destination or based on the passage of time.

#### *Water Solutions Performance Obligations*

Within the Water Solutions segment, revenue is disaggregated into two primary revenue streams that include service revenue and commodity sales revenue. For contracts involving disposal services, we accept produced water and solids for disposal at our facilities. In cases where we have agreed within a contract or are required by law to remove crude oil from the produced water, the skim oil will be valued as non-cash consideration. Ordinarily, it is required that the fair value of the skim oil is to be estimated at contract inception; however, due to variability of the form of the non-cash consideration, the amount and dollar value is unknown at the contract inception date. Accordingly, ASC 606-10-32-11 allows us to value the skim oil on the date in which the value becomes known.

The Water Solutions segment has certain disposal contracts that contain the following types of terms or pricing structures that involve significant judgment that impacts the determination and timing of revenue.

- *Minimum volume commitments.* We receive a shortfall fee if the customer does not deliver a certain amount of volume of produced water over a specified period of time. At each reporting period, we make a determination as to the likelihood of earning this fee. We recognize revenue from these contracts when (i) actual volumes are received; and (ii) when the likelihood of a customer exercising its remaining rights to make up the deficient volumes under minimum volume commitments becomes remote (also known as the breakage model).
- *Tiered pricing.* For contracts with tiered pricing provisions, the period in which the tiers are earned and settled (i.e. the “reset period”) may vary from monthly to over a period of multiple months. If the tiered pricing is based on a month, we allocate the fee to the distinct daily service to which it relates. If the tiered pricing spans across multiple reporting periods, we estimate the total transaction price at the beginning of each reset period, based on the expected volumes. We revise our estimates of variable consideration at each reporting date throughout each reset period.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

- *Volume discount pricing.* Volume discount pricing is a form of variable consideration whereby the customer pays for the volumes delivered on a cumulative basis. Similar to tiered pricing, the period in which the cumulative volumes are earned and settled (i.e. the “reset period”) may vary from daily to over a period of multiple months. If the volume discount is based on a month, we allocate the fee to the distinct daily service to which it relates. If the volume discount period spans across multiple reporting periods, we estimate the total transaction price at the beginning of each reset period, based on the expected volumes. We revise the estimate of variable consideration at each reporting date.

For all of our disposal contracts within the Water Solutions segment, revenue will be recognized over time utilizing the output method based on the volume of produced water or solids we accept from the customer. For contracts that involve the sale of recovered crude oil and brackish non-potable water, we will recognize revenue at a point in time, based on when control of the product is transferred to the customer.

*Liquids and Refined Products Performance Obligations*

Within the Liquids and Refined Products segment, revenue is disaggregated into two primary revenue streams that include revenue from the sale of commodities and providing services. For commodity sales, we are obligated to deliver a specified amount of product over a specified period of time. For these types of agreements, revenue is recognized at a point in time based on when the product is delivered and control is transferred to the customer. For revenue received from services rendered, we offer a variety of services which include: (i) storage services where product is commingled; (ii) railcar transportation services; (iii) transloading services; and (iv) logistics services. We are obligated to provide these services over a predetermined period of time. All revenue from services is recognized over time utilizing the output method based on volumes stored or moved.

*Remaining Performance Obligations*

Most of our service contracts are such that we have the right to consideration from a customer in an amount that corresponds directly with the value to the customer of our performance completed to date. Therefore, we are utilizing the practical expedient in ASC 606-10-55-18 under which we recognize revenue in the amount to which we have the right to invoice. Applying this practical expedient, we are not required to disclose the transaction price allocated to remaining performance obligations under these agreements. The following table summarizes the amount and timing of revenue recognition for such contracts at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b> |                     |
|------------------------------|---------------------|
| 2021                         | \$ 232,732          |
| 2022                         | 212,816             |
| 2023                         | 206,089             |
| 2024                         | 175,319             |
| 2025                         | 148,858             |
| Thereafter                   | 165,209             |
| <b>Total</b>                 | <b>\$ 1,141,023</b> |

Many agreements are short-term in nature with a contract term of one year or less. For those contracts, we utilized the practical expedient in ASC 606-10-50 that exempts us from disclosure of the transaction price allocated to remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less. Additionally, for our product sales contracts, we have elected the practical expedient set out in ASC 606-10-50-14A, which states that we are not required to disclose the transaction price allocated to remaining performance obligations if the variable consideration is allocated entirely to a wholly unsatisfied performance obligation. Under these agreements, each unit of product represents a separate performance obligation and therefore future volumes are wholly unsatisfied and disclosure of transaction price allocated to remaining performance obligations is not required. Under product sales contracts, the variability arises as both volume and pricing (typically index-based) are not known until the product is delivered.

*Contract Assets and Liabilities*

Amounts owed from our customers under our revenue contracts are typically billed as the service is being provided on a monthly basis and are due within 1-30 days of billing, and are classified as accounts receivable-trade on our consolidated balance sheets. Under certain of our contracts, we recognize revenues in excess of billings, referred to as contract assets, within

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

prepaid expenses and other current assets in our consolidated balance sheets. Accounts receivable from contracts with customers are presented within accounts receivable-trade and accounts receivable-affiliates in our consolidated balance sheets. Our contract asset balances primarily relate to our underground cavern storage contracts with multi-period contracts in which the fee escalates each year and the customer provides upfront payment at the beginning of the contract period. We did not record any contract assets during this period.

Under certain of our contracts we may be entitled to receive payments in advance of satisfying our performance obligations under the contract. We recognize a liability for these payments in excess of revenue recognized, referred to as deferred revenue or contract liabilities, within advance payments received from customers in our consolidated balance sheets. Our deferred revenue primarily relates to:

- *Prepayments.* Some revenue contracts contain prepayment provisions within our Liquids and Refined Products segment. Revenue received related to our underground cavern storage services is received upfront at the beginning of the contract period and is deferred until services have been rendered. In some cases, we also receive prepayments from customers purchasing commodities, which allows the customer to secure the right to receive their requested volumes in a future period. Revenue from these contracts is initially deferred, thus creating a contract liability.
- *Multi-period contract in which fee escalates each subsequent year of the contract.* Revenue from these contracts is recognized over time based on a weighted average of what is expected to be received over the life of the contract. As the actual amount billed and received from the customer differs from the amount of revenue recognized, a contract liability is recorded.
- *Tiered pricing and volume discount pricing.* As described above, we revise our estimates of variable consideration at each reporting date throughout each reset period. As the actual amount billed and received from the customer differs from the amount of revenue recognized, a contract liability is recorded.
- *Capital reimbursements.* Certain contracts in our Water Solutions segment require that our customers reimburse us for capital expenditures related to the construction of long-lived assets, such as water gathering pipelines and custody transfer points, utilized to provide services to them under the revenue contracts. Because we consider these amounts as consideration from customers associated with ongoing services to be provided to customers, we defer these upfront payments in deferred revenue and recognize the amounts in revenue over the life of the associated revenue contract as the performance obligations are satisfied under the contract.

The following tables summarize the balances of our contract assets and liabilities at the dates indicated:

|   | Balance at     |                |
|---|----------------|----------------|
|   | March 31, 2019 | March 31, 2020 |
|   | (in thousands) |                |
| Accounts receivable from contracts with customers | \$ 613,827     | \$ 372,930     |
| Contract liabilities balance at March 31, 2019    |                | \$ 8,461       |
| Payment received and deferred                     |                | 65,857         |
| Payment recognized in revenue                     |                | (54,782)       |
| Contract liabilities balance at March 31, 2020    |                | \$ 19,536      |

Amount as of March 31, 2019 in the table above does not include contract assets related to TPSL, as these amounts have been classified as current assets held for sale within our March 31, 2019 consolidated balance sheet (see Note 1 and Note 18).

**Note 16—Leases**

We adopted ASC 842 effective April 1, 2019 using the modified retrospective method, with no adjustment to comparative period information, which remains reported under ASC 840, and no cumulative effect adjustment to equity. Upon adoption, we recorded operating lease right-of-use assets of \$551.2 million and operating lease obligations of \$549.0 million, including amounts classified as assets and liabilities held for sale. The adoption of this standard did not impact our unaudited condensed consolidated statement of operations or unaudited condensed consolidated statement of cash flows for the three months ended June 30, 2019.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

We also elected the following transitional practical expedients, which allowed us to (i) not evaluate land easements prior to April 1, 2019; (ii) use hindsight in determining the lease term; (iii) not reassess whether current or expired contracts contain leases; (iv) not reassess the lease classification for any expired or existing leases; and (v) not reassess initial costs.

***Lessee Accounting***

Our leasing activity primarily consists of product storage, office space, real estate, railcars, and equipment. We determine if an agreement contains a lease at the inception of the arrangement. If an arrangement is determined to contain a lease, we classify the lease as an operating lease or a finance lease depending on the terms of the arrangement. All of our leases are classified as operating leases. Operating lease right-of-use assets represent our right to use an underlying asset for the lease term when we control the use of the asset by obtaining substantially all of the economic benefits of the asset and direct the use of the asset. Operating lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease right-of-use assets and operating lease liabilities with an initial term of greater than one year are recognized at the commencement date based on the present value of lease payments over the lease term. As our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. Our incremental borrowing rate represents the interest rate which we would pay to borrow, on a collateralized basis, an amount equal to the lease payments over a similar term in a similar economic environment. We do not have any leases that provide for guarantees of residual value.

Our lease agreements may include options to extend or terminate the lease which are included in the measurement of our operating lease liability when it is reasonably certain that we will exercise the option. Lease renewal terms vary from one year to 30 years. Operating lease expense is recognized on a straight-line basis over the lease term. We have variable lease payments, including adjustments to lease payments based on an index or rate, such as a consumer price index, fair value adjustments to lease payments, and common area maintenance, real estate taxes, and insurance payments in certain real estate leases. We also have certain land leases within our Water Solutions segment that require us to pay a royalty, which could be based on a flat rate per barrel disposed or a percentage of revenue generated. Variable lease payments are excluded from operating lease right-of-use assets and operating lease liabilities and are expensed as incurred. Operating lease right-of-use assets also include any lease prepayments and exclude lease incentives. For leases acquired as a result of an acquisition, the right-of-use asset also includes adjustments for any favorable or unfavorable market terms present in the lease.

Short-term leases with an initial term of 12 months or less that do not include a purchase option, with the exception of railcar leases, are not recorded on the consolidated balance sheet. Operating lease expense for short-term leases is recognized on a straight-line basis over the lease term and amounts related to short-term leases are disclosed within our consolidated financial statements.

We have lease agreements with lease and non-lease components, which are generally accounted for separately. For certain leases of buildings and land, we account for the lease and non-lease components as a single lease component based on the election of the practical expedient to not separate lease components from non-lease components.

At March 31, 2020, we had operating lease right-of-use assets of \$180.7 million and current and noncurrent operating lease obligations of \$56.8 million and \$121.0 million, respectively, on our consolidated balance sheet. At March 31, 2020, the weighted-average remaining lease term and weighted-average discount rate for our operating leases was 6.74 years and 6.06%, respectively.

The following table summarizes the components of our lease expense for the period indicated:

|                          | <b>Year Ended March 31,</b> |
|--------------------------|-----------------------------|
|                          | <b>2020</b>                 |
|                          | <b>(in thousands)</b>       |
| Operating lease expense  | \$ 72,340                   |
| Variable lease expense   | 19,158                      |
| Short-term lease expense | 799                         |
| Total lease expense      | \$ 92,297                   |

Amounts in the table above do not include lease expense related to TPSL and Gas Blending, as these amounts have been classified within discontinued operations within our consolidated statement of operations (see Note 1 and Note 18).

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

Rental expense relating to operating leases was \$91.6 million and \$111.3 million for the year ended March 31, 2019 and March 31, 2018, respectively. Amounts above do not include rental expense related to Mid-Con, Gas Blending, TPSL and our former Retail Propane segment, as these amounts have been classified within discontinued operations in our consolidated statements of operations for all periods presented (see Note 1 and Note 18).

The following table summarizes maturities of our operating lease obligations at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b>      |                   |
|-----------------------------------|-------------------|
| 2021                              | \$ 64,386         |
| 2022                              | 45,804            |
| 2023                              | 32,576            |
| 2024                              | 19,170            |
| 2025                              | 10,770            |
| Thereafter                        | 50,603            |
| Total lease payments              | 223,309           |
| Less imputed interest             | (45,520)          |
| Total operating lease obligations | <u>\$ 177,789</u> |

The following table summarizes future minimum lease payments under various noncancelable operating lease agreements at March 31, 2019 (in thousands):

| <b>Year Ending March 31,</b> |                   |
|------------------------------|-------------------|
| 2020                         | \$ 78,348         |
| 2021                         | 60,417            |
| 2022                         | 43,259            |
| 2023                         | 29,552            |
| 2024                         | 18,341            |
| Thereafter                   | 41,845            |
| Total                        | <u>\$ 271,762</u> |

Amounts in the table above do not include future minimum lease payments related to Mid-Con, Gas Blending and TPSL, which have been classified as discontinued operations in our consolidated statements of operations (see Note 1 and Note 18).

The following table summarizes supplemental cash flow and non-cash information related to our operating leases for the period indicated:

|  | <b>Year Ended March 31,</b> |         |
|--|-----------------------------|---------|
|  | <b>2020</b>                 |         |
|  | <b>(in thousands)</b>       |         |
| Cash paid for amounts included in the measurement of operating lease obligations         | \$                          | 101,678 |
| Operating lease right-of-use assets obtained in exchange for operating lease obligations | \$                          | 598,734 |

***Lessor Accounting and Subleases***

Our lessor arrangements include storage and railcar contracts, of which certain agreements contain renewal options for periods of between one year and five years. We determine if an agreement contains a lease at the inception of the arrangement. If an arrangement is determined to contain a lease, we classify the lease as operating, sales-type or direct financing. Lessor accounting under ASC 842 is substantially unchanged and all of our leases will continue to be classified as operating leases. We also, from time to time, sublease certain of our storage capacity and railcars to third parties. Fixed rental revenue is recognized on a straight-line basis over the lease term. During the year ended March 31, 2020, fixed rental revenue was \$20.4 million, which includes \$4.6 million of sublease revenue.

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**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes future minimum lease payments receivable under various noncancelable operating lease agreements at March 31, 2020 (in thousands):

| <b>Year Ending March 31,</b> |           |               |
|------------------------------|-----------|---------------|
| 2021                         | \$        | 16,190        |
| 2022                         |           | 6,634         |
| 2023                         |           | 4,487         |
| 2024                         |           | 1,457         |
| 2025                         |           | 690           |
| Thereafter                   |           | 1,324         |
| <b>Total</b>                 | <b>\$</b> | <b>30,782</b> |

**Note 17—Other Matters**

*Third-party Loan Receivable*

As discussed in Note 2, we have outstanding a loan receivable of \$26.7 million, including accrued interest, associated with our interest in the construction of the Facility that is utilized by a third party. Our loan receivable is secured by a lien interest on the Facility. The third party filed for Chapter 11 bankruptcy in July 2019, at which time we filed our Proof of Claim within the bankruptcy case. The Chapter 11 plan, as supplemented, was approved by the bankruptcy court in February 2020, pursuant to which we were expected to be paid a \$26.7 million secured claim as an unimpaired creditor. After the approval of the supplemental plan, the third party has tried to negotiate with us to accept an amount less than the full amount of our claim or to take back the Facility in kind. In May 2020, we filed a motion with the bankruptcy court to compel the third-party to pay us the full amount of the claim in accordance with the approved plan. The bankruptcy court ruled in May 2020 that the third-party would need to either pay us the full amount of the claim, or deliver the Facility to us at a destination of our reasonable choosing. While at March 31, 2020 we expected to receive the full amount of our claim, the third-party has continued to try to negotiate a lower payment. As we are unable to estimate the resolution of this matter at this time, we have not impaired the value of our loan receivable.

*Sale of South Pecos Water Disposal Business*

On February 28, 2019, we completed the sale of our South Pecos water disposal business to a subsidiary of WaterBridge Resources LLC for \$232.2 million in net cash proceeds and recorded a gain on disposal of \$107.9 million during the year ended March 31, 2019. This gain is reported within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations. These operations include: (i) nine saltwater disposal facilities, (ii) all disposal agreements, commercial, surface and other contracts related to those facilities, (iii) pipelines connected to the facilities and (iv) several disposal permits. All of the assets sold in this transaction are located near the town of Pecos, Texas in southern Reeves and Ward counties. As part of this transaction, WaterBridge Resources LLC also has the option to acquire additional land and permits once the permitting process has been completed. During the year ended March 31, 2020, WaterBridge Resources LLC acquired two additional permits and we received proceeds of \$15.0 million.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations.

*Sale of Bakken Saltwater Disposal Business*

On November 30, 2018, we completed the sale of NGL Water Solutions Bakken, LLC to an affiliate of Tallgrass Energy, LP for \$85.0 million in net cash proceeds and recorded a gain on disposal of \$33.4 million during the year ended March 31, 2019 within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations. These operations include five saltwater disposal wells located in McKenzie and Dunn Counties, North Dakota.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Water Solutions segment have not been classified as discontinued operations.

*Sale of E Energy Adams, LLC*

On May 3, 2018, we sold our approximately 20% interest in E Energy Adams, LLC for net proceeds of \$18.6 million and recorded a gain on disposal of \$3.0 million during the year ended March 31, 2019 within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations.

*Sawtooth Joint Venture*

On March 30, 2018, we completed the transaction to form a joint venture with Magnum Liquids, LLC, a portfolio company of Haddington Ventures LLC, along with Magnum Development, LLC and other Haddington-sponsored investment entities (collectively "Magnum") to focus on the storage of natural gas liquids and refined products by combining our Sawtooth salt dome storage facility with Magnum's refined products rights and adjacent leasehold. Magnum acquired an approximately 28.5% interest in Sawtooth from us, in exchange for consideration consisting of a cash payment of approximately \$37.6 million (excluding working capital) and the contribution of certain refined products rights and adjacent leasehold, which we valued at \$21.6 million and recorded within intangible assets in our consolidated balance sheet. The disposition of this interest was accounted for as an equity transaction, no gain or loss was recorded and the carrying value of the noncontrolling interest was adjusted to reflect the change in ownership interest of the subsidiary. We own approximately 71.5% of the joint venture; and Magnum has an option to acquire our remaining interest for an additional \$182.4 million that expires on March 31, 2021.

*Sale of Interest in Glass Mountain Pipeline, LLC ("Glass Mountain")*

On December 22, 2017, we sold our 50% interest in Glass Mountain for net proceeds of \$292.1 million and recorded a gain on disposal of \$108.6 million during the three months ended December 31, 2017 within loss (gain) on disposal or impairment of assets, net in our consolidated statement of operations.

As this sale transaction did not represent a strategic shift that will have a major effect on our operations or financial results, operations related to this portion of our Crude Oil Logistics segment have not been classified as discontinued operations.

**Note 18—Assets and Liabilities Held for Sale and Discontinued Operations**

As discussed in Note 1, we have classified certain assets and liabilities of the Mid-Con and Gas Blending businesses as held for sale and the operations as discontinued. On January 3, 2020, we completed the sale of Mid-Con to a third-party whom assumed the Partnership's obligations under certain system storage agreements. The Partnership retained all of the outstanding accounts receivable and accounts payable balances associated with this business that related to transactions prior to the closing date. To facilitate the assignment of the system storage agreements, the Partnership paid \$6.3 million. On March 30, 2020, we completed the sale of Gas Blending to another third-party whom purchased the inventory and open derivative positions and assumed the Partnership's obligations under a lease storage agreement and blending service agreement. The Partnership retained all of the outstanding accounts receivable and accounts payable balances associated with this business that related to transactions prior to the closing date. To facilitate the assignment of these agreements, the Partnership paid \$1.4 million on March 30, 2020 and will pay the remaining \$8.5 million in six equal quarterly payments. The current portion of the remaining amount to be paid is included in accrued expenses and other payables and the noncurrent portion of the remaining amount to be paid is included in other noncurrent liabilities in our consolidated balance sheet at March 31, 2020.

As discussed in Note 1, the assets and liabilities of TPSL have been classified as held for sale and the operations as discontinued. On September 30, 2019, we completed the sale of TPSL and associated assets to Trajectory.

As discussed in Note 1, on March 30, 2018, we sold a portion of our Retail Propane segment to DCC, on July 10, 2018, we completed the sale of virtually all of our remaining Retail Propane segment to Superior and on August 14, 2018, we sold our interest in Victory Propane, and the operations of our Retail Propane segment have been classified as discontinued.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes the major classes of assets and liabilities classified as held for sale at March 31, 2019 (in thousands):

|   |           |                |
|---|-----------|----------------|
| <b>Current Assets Held for Sale</b>               |           |                |
| Accounts receivable-trade, net                    | \$        | 164,716        |
| Inventories                                       |           | 327,015        |
| Prepaid expenses and other current assets         |           | 89,254         |
| <b>Total current assets held for sale</b>         |           | <b>580,985</b> |
| <b>Noncurrent Assets Held for Sale</b>            |           |                |
| Property, plant and equipment, net                |           | 15,553         |
| Goodwill  |           | 35,405         |
| Intangible assets, net                            |           | 137,446        |
| Other noncurrent assets                           |           | 46,147         |
| <b>Total noncurrent assets held for sale</b>      |           | <b>234,551</b> |
| <b>Total assets held for sale</b>                 | <b>\$</b> | <b>815,536</b> |
| <b>Current Liabilities Held for Sale</b>          |           |                |
| Accounts payable-trade                            | \$        | 85,602         |
| Accrued expenses and other payables               |           | 140,691        |
| Advance payments received from customers          |           | 460            |
| <b>Total current liabilities held for sale</b>    |           | <b>226,753</b> |
| <b>Noncurrent Liabilities Held for Sale</b>       |           |                |
| Other noncurrent liabilities                      |           | 33             |
| <b>Total noncurrent liabilities held for sale</b> |           | <b>33</b>      |
| <b>Total liabilities held for sale</b>            | <b>\$</b> | <b>226,786</b> |



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

The following table summarizes the results of operations from discontinued operations for the periods indicated:

|   | Year Ended March 31, |               |               |
|---|----------------------|---------------|---------------|
|   | 2020                 | 2019          | 2018          |
|   | (in thousands)       |               |               |
| Revenues  | \$ 12,186,862        | \$ 15,398,608 | \$ 10,474,860 |
| Cost of sales   | 12,193,307           | 15,338,614    | 10,418,447    |
| Operating expenses  | 6,997                | 37,348        | 137,780       |
| General and administrative expense                          | 56                   | 2,716         | 11,471        |
| Depreciation and amortization                               | 749                  | 9,593         | 44,314        |
| Loss (gain) on disposal or impairment of assets, net (1)    | 203,990              | (407,608)     | (88,194)      |
| Operating (loss) income from discontinued operations        | (218,237)            | 417,945       | (48,958)      |
| Equity in earnings of unconsolidated entities               | —                    | 1,183         | 425           |
| Interest expense  | (111)                | (126)         | (421)         |
| Other income, net   | 133                  | 837           | 1,930         |
| (Loss) income from discontinued operations before taxes (2) | (218,215)            | 419,839       | (47,024)      |
| Income tax expense  | (20)                 | (989)         | (104)         |
| (Loss) income from discontinued operations, net of tax      | \$ (218,235)         | \$ 418,850    | \$ (47,128)   |

(1) Amount for the year ended March 31, 2020 includes a loss of \$182.1 million on the sale of TPSSL, a loss of \$6.3 million on the sale of Mid-Con, a loss of \$14.5 million on the sale of Gas Blending and a loss of \$1.0 million on the sale of virtually all of our remaining Retail Propane segment to Superior on July 10, 2018. Amount for the year ended March 31, 2019 includes a gain of \$408.9 million on the sale of virtually all of our remaining Retail Propane segment to Superior on July 10, 2018, partially offset by a loss of \$1.3 million on the sale of a portion of our Retail Propane segment to DCC on March 30, 2018 related to a working capital adjustment. Amount for the year ended March 31, 2018 includes a gain of \$89.3 million on the sale of a portion of our Retail Propane segment to DCC, partially offset by the sale of other assets prior to the sale to DCC.

(2) Amounts include income (loss) attributable to redeemable noncontrolling interests. Loss attributable to redeemable noncontrolling interests was \$0.4 million for the year ended March 31, 2019 and income attributable to redeemable noncontrolling interest was \$1.0 million for the year ended March 31, 2018.

*Continuing Involvement*

During the year ended March 31, 2020, we paid \$10.8 million to Trajectory for finished gasoline purchased from them during the period. During the year ended March 31, 2020, we received \$8.7 million from Trajectory for finished gasoline sold to them during the period.

As of March 31, 2020, we have commitments to sell up to 9.9 million gallons of propane, valued at \$4.6 million (based on the contract price) to Superior and DCC, the purchasers of our former Retail Propane segment, through March 2021. During the year ended March 31, 2020, we received a combined \$10.7 million from Superior and DCC for propane sold to them during the period.

**Note 19—Quarterly Financial Data (Unaudited)**

The following tables summarize our unaudited quarterly financial data. The computation of net income (loss) per common unit is done separately by quarter and year. The total of net income (loss) per common unit of the individual quarters may not equal net income (loss) per common unit for the year, due primarily to the income allocation between the general partner and limited partners and variations in the weighted average units outstanding used in computing such amounts.

Our Liquids and Refined Products segment is subject to seasonal fluctuations, as demand for propane and butane is typically higher during the winter months. Our operating revenues from our other segments are less weather sensitive. Additionally, the acquisitions described in Note 4 impact the comparability of the quarterly information within the year, and year to year.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

|  | Quarter Ended |                    |                   |                | Year Ended     |
|--|---------------|--------------------|-------------------|----------------|----------------|
|  | June 30, 2019 | September 30, 2019 | December 31, 2019 | March 31, 2020 | March 31, 2020 |
| (in thousands, except unit and per unit amounts)         |               |                    |                   |                |                |
| Total revenues   | \$ 1,871,891  | \$ 1,804,336       | \$ 2,226,529      | \$ 1,681,244   | \$ 7,584,000   |
| Total cost of sales                                      | \$ 1,689,930  | \$ 1,589,203       | \$ 1,935,472      | \$ 1,389,778   | \$ 6,604,383   |
| Income (loss) from continuing operations                 | \$ 8,982      | \$ (15,624)        | \$ 49,106         | \$ (223,009)   | \$ (180,545)   |
| Net income (loss)  | \$ 8,039      | \$ (201,366)       | \$ 42,991         | \$ (248,444)   | \$ (398,780)   |
| Net income (loss) attributable to NGL Energy Partners LP | \$ 8,307      | \$ (201,237)       | \$ 43,157         | \$ (247,234)   | \$ (397,007)   |
| Basic (loss) income per common unit                      |               |                    |                   |                |                |
| (Loss) income from continuing operations                 | \$ (0.95)     | \$ (0.26)          | \$ 0.23           | \$ (1.89)      | \$ (2.88)      |
| Net (loss) income  | \$ (0.96)     | \$ (1.72)          | \$ 0.18           | \$ (2.09)      | \$ (4.59)      |
| Diluted (loss) income per common unit                    |               |                    |                   |                |                |
| (Loss) income from continuing operations                 | \$ (0.95)     | \$ (0.26)          | \$ 0.22           | \$ (1.89)      | \$ (2.88)      |
| Net (loss) income  | \$ (0.96)     | \$ (1.72)          | \$ 0.18           | \$ (2.09)      | \$ (4.59)      |
| Basic weighted average common units outstanding          | 125,886,738   | 126,979,034        | 128,201,369       | 128,576,572    | 127,411,908    |
| Diluted weighted average common units outstanding        | 125,886,738   | 126,979,034        | 129,358,590       | 128,576,572    | 127,411,908    |

|  | Quarter Ended |                    |                   |                | Year Ended     |
|--|---------------|--------------------|-------------------|----------------|----------------|
|  | June 30, 2018 | September 30, 2018 | December 31, 2018 | March 31, 2019 | March 31, 2019 |
| (in thousands, except unit and per unit amounts)         |               |                    |                   |                |                |
| Total revenues   | \$ 2,054,952  | \$ 2,215,682       | \$ 2,295,369      | \$ 2,123,154   | \$ 8,689,157   |
| Total cost of sales                                      | \$ 1,946,565  | \$ 2,051,447       | \$ 2,048,661      | \$ 1,936,388   | \$ 7,983,061   |
| (Loss) income from continuing operations                 | \$ (202,799)  | \$ (31,723)        | \$ 97,199         | \$ 57,868      | \$ (79,455)    |
| Net (loss) income  | \$ (169,289)  | \$ 354,939         | \$ 110,528        | \$ 43,217      | \$ 339,395     |
| Net (loss) income attributable to NGL Energy Partners LP | \$ (168,546)  | \$ 355,505         | \$ 110,835        | \$ 62,253      | \$ 360,047     |
| Basic (loss) income per common unit                      |               |                    |                   |                |                |
| (Loss) income from continuing operations                 | \$ (1.83)     | \$ (0.45)          | \$ 0.55           | \$ 0.31        | \$ (1.39)      |
| Net (loss) income  | \$ (1.55)     | \$ 2.70            | \$ 0.65           | \$ 0.20        | \$ 2.01        |
| Diluted (loss) income per common unit                    |               |                    |                   |                |                |
| (Loss) income from continuing operations                 | \$ (1.83)     | \$ (0.45)          | \$ 0.54           | \$ 0.31        | \$ (1.39)      |
| Net (loss) income  | \$ (1.55)     | \$ 2.70            | \$ 0.64           | \$ 0.19        | \$ 2.01        |
| Basic weighted average common units outstanding          | 121,544,421   | 122,380,197        | 123,892,680       | 124,262,014    | 123,017,064    |
| Diluted weighted average common units outstanding        | 121,544,421   | 122,380,197        | 125,959,751       | 126,926,589    | 123,017,064    |

The following summarizes significant items recognized during the years ended March 31, 2020 and 2019:

*Year Ended March 31, 2020*

- During the fourth quarter of fiscal year 2020, we recorded a goodwill impairment charge related to the Water Solutions segment (see Note 6);
- On March 30, 2020, we sold Gas Blending and recorded a loss (see Note 18);
- On January 3, 2020, we sold Mid-Con and recorded a loss (see Note 18);
- On October 31, 2019, we acquired Hillstone (see Note 4);
- On September 30, 2019, we sold TPSL and recorded a loss (see Note 18); and
- On July 2, 2019, we acquired Mesquite (see Note 4).

*Year Ended March 31, 2019*

- During the fourth quarter of fiscal year 2019, we recorded a goodwill impairment charge related to Sawtooth (see Note 6);
- On February 28, 2019, we sold our South Pecos water disposal business and recorded a gain (see Note 17);
- On November 30, 2018, we sold our Bakken saltwater disposal business and recorded a gain (see Note 17);
- On July 10, 2018, we sold virtually all of our remaining Retail Propane segment and recorded a gain (see Note 18);
- On May 3, 2018, we sold our interest in E Energy Adams, LLC and recorded a gain (see Note 17); and
- During fiscal year 2019, we repurchased a portion of our 2019 Notes and 2023 Notes and redeemed the outstanding 2019 Notes and 2021 Notes and recorded a loss on the early extinguishment of these notes (see Note 8).

**Note 20—Subsequent Events**

On April 27, 2020, we amended our Credit Agreement. See Note 8 for a further discussion.

During April and May of 2020, we repurchased \$15.0 million of the 2023 Notes for a payment of \$8.8 million (including accrued interest of \$0.4 million), \$7.3 million of the 2025 Notes for a payment of \$3.7 million (including accrued interest of \$0.1 million) and \$24.9 million of the 2026 Notes for a payment of \$13.2 million (including accrued interest of \$0.2 million).

**Note 21—Consolidating Guarantor and Non-Guarantor Financial Information**

Certain of our wholly owned subsidiaries have, jointly and severally, fully and unconditionally guaranteed the Senior Unsecured Notes (see Note 8). Pursuant to Rule 3-10 of Regulation S-X, we have presented in columnar format the consolidating financial information for NGL Energy Partners LP (Parent), NGL Energy Finance Corp., the guarantor subsidiaries on a combined basis, and the non-guarantor subsidiaries on a combined basis in the tables below. NGL Energy Partners LP and NGL Energy Finance Corp. are co-issuers of the Senior Unsecured Notes. Since NGL Energy Partners LP received the proceeds from the issuance of the Senior Unsecured Notes, all activity has been reflected in the NGL Energy Partners LP (Parent) column in the tables below.

During the periods presented in the tables below, the status of certain subsidiaries changed, in that they either became guarantors of or ceased to be guarantors of the Senior Unsecured Notes. For purposes of the tables below, when the status of a subsidiary changes, all subsidiary activity is included in either the guarantor subsidiaries column or non-guarantor subsidiaries column based on the status of the subsidiary at the balance sheet date regardless of activity during the year.

There are no significant restrictions that prevent the parent or any of the guarantor subsidiaries from obtaining funds from their respective subsidiaries by dividend or loan. None of the assets of the guarantor subsidiaries (other than the investments in non-guarantor subsidiaries) are restricted net assets pursuant to Rule 4-08(e)(3) of Regulation S-X under the Securities Act of 1933, as amended.

For purposes of the tables below, (i) the consolidating financial information is presented on a legal entity basis, (ii) investments in consolidated subsidiaries are accounted for as equity method investments, and (iii) contributions, distributions, and advances to (from) consolidated entities are reported on a net basis within net changes in advances with consolidated entities in the consolidating statement of cash flow tables below.

As discussed further in Note 1 and Note 18, certain assets and liabilities related to Mid-Con and Gas Blending and the assets and liabilities related to TPSL have been classified as held for sale within our March 31, 2019 consolidated balance sheet. The results of operations and cash flows related to Mid-Con, Gas Blending, TPSL and our former Retail Propane segment (including equity in earnings of Victory Propane) have been classified as discontinued operations for all periods presented and prior periods have been retrospectively adjusted in the consolidated statements of operations and consolidated statements of cash flows.

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Balance Sheet**  
**(in Thousands)**

March 31, 2020

|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated        |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|---------------------|
| <b>ASSETS</b>   |                                       |                             |                           |                               |                              |                     |
| <b>CURRENT ASSETS:</b>  |                                       |                             |                           |                               |                              |                     |
| Cash and cash equivalents   | \$ 19,358                             | \$ —                        | \$ (354)                  | \$ 3,700                      | \$ —                         | \$ 22,704           |
| Accounts receivable-trade, net of allowance for doubtful accounts | —                                     | —                           | 563,023                   | 3,811                         | —                            | 566,834             |
| Accounts receivable-affiliates                                    | —                                     | —                           | 12,934                    | —                             | —                            | 12,934              |
| Inventories   | —                                     | —                           | 69,301                    | 333                           | —                            | 69,634              |
| Prepaid expenses and other current assets                         | —                                     | —                           | 101,764                   | 217                           | —                            | 101,981             |
| Total current assets  | 19,358                                | —                           | 746,668                   | 8,061                         | —                            | 774,087             |
| PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation    | —                                     | —                           | 2,659,647                 | 191,908                       | —                            | 2,851,555           |
| GOODWILL  | —                                     | —                           | 988,412                   | 5,175                         | —                            | 993,587             |
| INTANGIBLE ASSETS, net of accumulated amortization                | —                                     | —                           | 1,543,131                 | 69,349                        | —                            | 1,612,480           |
| INVESTMENTS IN UNCONSOLIDATED ENTITIES                            | —                                     | —                           | 23,182                    | —                             | —                            | 23,182              |
| NET INTERCOMPANY RECEIVABLES (PAYABLES)                           | 1,870,754                             | —                           | (1,800,708)               | (70,046)                      | —                            | —                   |
| INVESTMENTS IN CONSOLIDATED SUBSIDIARIES                          | 1,782,348                             | —                           | 121,058                   | —                             | (1,903,406)                  | —                   |
| OPERATING LEASE RIGHT-OF-USE ASSETS                               | —                                     | —                           | 177,100                   | 3,608                         | —                            | 180,708             |
| OTHER NONCURRENT ASSETS   | —                                     | —                           | 63,137                    | —                             | —                            | 63,137              |
| Total assets  | <u>\$ 3,672,460</u>                   | <u>\$ —</u>                 | <u>\$ 4,521,627</u>       | <u>\$ 208,055</u>             | <u>\$ (1,903,406)</u>        | <u>\$ 6,498,736</u> |
| <b>LIABILITIES AND EQUITY</b>                                     |                                       |                             |                           |                               |                              |                     |
| <b>CURRENT LIABILITIES:</b>                                       |                                       |                             |                           |                               |                              |                     |
| Accounts payable-trade  | \$ —                                  | \$ —                        | \$ 513,831                | \$ 1,218                      | \$ —                         | \$ 515,049          |
| Accounts payable-affiliates                                       | 1                                     | —                           | 17,716                    | —                             | —                            | 17,717              |
| Accrued expenses and other payables                               | 44,394                                | —                           | 186,576                   | 1,092                         | —                            | 232,062             |
| Advance payments received from customers                          | —                                     | —                           | 13,925                    | 5,611                         | —                            | 19,536              |
| Current maturities of long-term debt                              | —                                     | —                           | 4,683                     | —                             | —                            | 4,683               |
| Operating lease obligations                                       | —                                     | —                           | 56,451                    | 325                           | —                            | 56,776              |
| Total current liabilities   | 44,395                                | —                           | 793,182                   | 8,246                         | —                            | 845,823             |
| LONG-TERM DEBT, net of debt issuance costs and current maturities | 1,428,046                             | —                           | 1,716,802                 | —                             | —                            | 3,144,848           |
| OPERATING LEASE OBLIGATIONS                                       | —                                     | —                           | 117,909                   | 3,104                         | —                            | 121,013             |
| OTHER NONCURRENT LIABILITIES                                      | —                                     | —                           | 111,386                   | 2,693                         | —                            | 114,079             |
| CLASS D 9.00% PREFERRED UNITS                                     | 537,283                               | —                           | —                         | —                             | —                            | 537,283             |
| <b>EQUITY:</b>  |                                       |                             |                           |                               |                              |                     |
| Partners' equity  | 1,662,736                             | —                           | 1,782,348                 | 194,397                       | (1,976,360)                  | 1,663,121           |
| Accumulated other comprehensive loss                              | —                                     | —                           | —                         | (385)                         | —                            | (385)               |
| Noncontrolling interests  | —                                     | —                           | —                         | —                             | 72,954                       | 72,954              |
| Total equity  | 1,662,736                             | —                           | 1,782,348                 | 194,012                       | (1,903,406)                  | 1,735,690           |
| Total liabilities and equity                                      | <u>\$ 3,672,460</u>                   | <u>\$ —</u>                 | <u>\$ 4,521,627</u>       | <u>\$ 208,055</u>             | <u>\$ (1,903,406)</u>        | <u>\$ 6,498,736</u> |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Balance Sheet**  
**(in Thousands)**

March 31, 2019

|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated        |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|---------------------|
| <b>ASSETS</b>   |                                       |                             |                           |                               |                              |                     |
| CURRENT ASSETS:   |                                       |                             |                           |                               |                              |                     |
| Cash and cash equivalents   | \$ 12,798                             | \$ —                        | \$ 3,728                  | \$ 2,046                      | \$ —                         | \$ 18,572           |
| Accounts receivable-trade, net of allowance for doubtful accounts | —                                     | —                           | 996,192                   | 2,011                         | —                            | 998,203             |
| Accounts receivable-affiliates                                    | —                                     | —                           | 12,867                    | —                             | —                            | 12,867              |
| Inventories   | —                                     | —                           | 135,094                   | 1,034                         | —                            | 136,128             |
| Prepaid expenses and other current assets                         | —                                     | —                           | 65,443                    | 475                           | —                            | 65,918              |
| Assets held for sale  | —                                     | —                           | 580,985                   | —                             | —                            | 580,985             |
| <b>Total current assets</b>                                       | <b>12,798</b>                         | <b>—</b>                    | <b>1,794,309</b>          | <b>5,566</b>                  | <b>—</b>                     | <b>1,812,673</b>    |
| PROPERTY, PLANT AND EQUIPMENT, net of accumulated depreciation    | —                                     | —                           | 1,620,084                 | 208,856                       | —                            | 1,828,940           |
| GOODWILL  | —                                     | —                           | 1,105,281                 | 5,175                         | —                            | 1,110,456           |
| INTANGIBLE ASSETS, net of accumulated amortization                | —                                     | —                           | 725,542                   | 75,347                        | —                            | 800,889             |
| INVESTMENTS IN UNCONSOLIDATED ENTITIES                            | —                                     | —                           | 1,127                     | —                             | —                            | 1,127               |
| NET INTERCOMPANY RECEIVABLES (PAYABLES)                           | 862,186                               | —                           | (808,610)                 | (53,576)                      | —                            | —                   |
| INVESTMENTS IN CONSOLIDATED SUBSIDIARIES                          | 2,503,848                             | —                           | 170,690                   | —                             | (2,674,538)                  | —                   |
| OTHER NONCURRENT ASSETS   | —                                     | —                           | 113,857                   | —                             | —                            | 113,857             |
| ASSETS HELD FOR SALE  | —                                     | —                           | 234,551                   | —                             | —                            | 234,551             |
| <b>Total assets</b>   | <b>\$ 3,378,832</b>                   | <b>\$ —</b>                 | <b>\$ 4,956,831</b>       | <b>\$ 241,368</b>             | <b>\$ (2,674,538)</b>        | <b>\$ 5,902,493</b> |
| <b>LIABILITIES AND EQUITY</b>                                     |                                       |                             |                           |                               |                              |                     |
| CURRENT LIABILITIES:  |                                       |                             |                           |                               |                              |                     |
| Accounts payable-trade  | \$ —                                  | \$ —                        | \$ 872,122                | \$ 6,941                      | \$ —                         | \$ 879,063          |
| Accounts payable-affiliates                                       | 1                                     | —                           | 28,468                    | —                             | —                            | 28,469              |
| Accrued expenses and other payables                               | 25,497                                | —                           | 80,765                    | 1,497                         | —                            | 107,759             |
| Advance payments received from customers                          | —                                     | —                           | 7,550                     | 911                           | —                            | 8,461               |
| Current maturities of long-term debt                              | —                                     | —                           | 648                       | —                             | —                            | 648                 |
| Liabilities held for sale   | —                                     | —                           | 226,753                   | —                             | —                            | 226,753             |
| <b>Total current liabilities</b>                                  | <b>25,498</b>                         | <b>—</b>                    | <b>1,216,306</b>          | <b>9,349</b>                  | <b>—</b>                     | <b>1,251,153</b>    |
| LONG-TERM DEBT, net of debt issuance costs and current maturities | 984,450                               | —                           | 1,175,683                 | —                             | —                            | 2,160,133           |
| OTHER NONCURRENT LIABILITIES                                      | —                                     | —                           | 60,961                    | 2,581                         | —                            | 63,542              |
| NONCURRENT LIABILITIES HELD FOR SALE                              | —                                     | —                           | 33                        | —                             | —                            | 33                  |
| CLASS A 10.75% CONVERTIBLE PREFERRED UNITS                        | 149,814                               | —                           | —                         | —                             | —                            | 149,814             |
| EQUITY:   |                                       |                             |                           |                               |                              |                     |
| Partners' equity  | 2,219,070                             | —                           | 2,503,848                 | 229,693                       | (2,733,286)                  | 2,219,325           |
| Accumulated other comprehensive loss                              | —                                     | —                           | —                         | (255)                         | —                            | (255)               |
| Noncontrolling interests  | —                                     | —                           | —                         | —                             | 58,748                       | 58,748              |
| <b>Total equity</b>   | <b>2,219,070</b>                      | <b>—</b>                    | <b>2,503,848</b>          | <b>229,438</b>                | <b>(2,674,538)</b>           | <b>2,277,818</b>    |
| <b>Total liabilities and equity</b>                               | <b>\$ 3,378,832</b>                   | <b>\$ —</b>                 | <b>\$ 4,956,831</b>       | <b>\$ 241,368</b>             | <b>\$ (2,674,538)</b>        | <b>\$ 5,902,493</b> |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Operations**  
**(in Thousands)**

|   | Year Ended March 31, 2020             |                             |                           |                               |                              |              |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| REVENUES  | \$ —                                  | \$ —                        | \$ 7,548,659              | \$ 42,928                     | \$ (7,587)                   | \$ 7,584,000 |
| COST OF SALES   | —                                     | —                           | 6,610,304                 | 666                           | (6,587)                      | 6,604,383    |
| OPERATING COSTS AND EXPENSES:   |                                       |                             |                           |                               |                              |              |
| Operating   | —                                     | —                           | 318,547                   | 15,446                        | (1,000)                      | 332,993      |
| General and administrative  | —                                     | —                           | 112,810                   | 854                           | —                            | 113,664      |
| Depreciation and amortization   | —                                     | —                           | 252,224                   | 13,088                        | —                            | 265,312      |
| Loss (gain) on disposal or impairment of assets, net                                | —                                     | —                           | 261,790                   | (4)                           | —                            | 261,786      |
| Revaluation of liabilities  | —                                     | —                           | 9,194                     | —                             | —                            | 9,194        |
| Operating (Loss) Income   | —                                     | —                           | (16,210)                  | 12,878                        | —                            | (3,332)      |
| OTHER INCOME (EXPENSE):   |                                       |                             |                           |                               |                              |              |
| Equity in earnings of unconsolidated entities                                       | —                                     | —                           | 1,291                     | —                             | —                            | 1,291        |
| Interest expense  | (105,782)                             | —                           | (75,340)                  | (107)                         | 45                           | (181,184)    |
| Gain on early extinguishment of liabilities, net                                    | 1,341                                 | —                           | —                         | —                             | —                            | 1,341        |
| Other income, net   | —                                     | —                           | 1,670                     | 59                            | (45)                         | 1,684        |
| (Loss) Income From Continuing Operations Before Income Taxes                        | (104,441)                             | —                           | (88,589)                  | 12,830                        | —                            | (180,200)    |
| INCOME TAX EXPENSE  | —                                     | —                           | (345)                     | —                             | —                            | (345)        |
| EQUITY IN NET (LOSS) INCOME FROM CONTINUING OPERATIONS OF CONSOLIDATED SUBSIDIARIES | (292,566)                             | —                           | 14,603                    | —                             | 277,963                      | —            |
| (Loss) Income From Continuing Operations  | (397,007)                             | —                           | (74,331)                  | 12,830                        | 277,963                      | (180,545)    |
| Loss From Discontinued Operations, Net of Tax                                       | —                                     | —                           | (218,235)                 | —                             | —                            | (218,235)    |
| Net (Loss) Income   | (397,007)                             | —                           | (292,566)                 | 12,830                        | 277,963                      | (398,780)    |
| LESS: NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS                             |                                       |                             |                           |                               | 1,773                        | 1,773        |
| NET (LOSS) INCOME ATTRIBUTABLE TO NGL ENERGY PARTNER LP                             | \$ (397,007)                          | \$ —                        | \$ (292,566)              | \$ 12,830                     | \$ 279,736                   | \$ (397,007) |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Operations**  
**(in Thousands)**

|   | Year Ended March 31, 2019       |                          |                        |                            |                           |              |
|---|---------------------------------|--------------------------|------------------------|----------------------------|---------------------------|--------------|
|   | NGL Energy Partners LP (Parent) | NGL Energy Finance Corp. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
| REVENUES  | \$ —                            | \$ —                     | \$ 8,665,597           | \$ 27,542                  | \$ (3,982)                | \$ 8,689,157 |
| COST OF SALES   | —                               | —                        | 7,986,019              | 1,024                      | (3,982)                   | 7,983,061    |
| OPERATING COSTS AND EXPENSES:   |                                 |                          |                        |                            |                           |              |
| Operating   | —                               | —                        | 217,597                | 13,468                     | —                         | 231,065      |
| General and administrative  | —                               | —                        | 106,595                | 812                        | —                         | 107,407      |
| Depreciation and amortization   | —                               | —                        | 201,513                | 10,460                     | —                         | 211,973      |
| (Gain) loss on disposal or impairment of assets, net                                | —                               | —                        | (31,924)               | 66,220                     | —                         | 34,296       |
| Revaluation of liabilities  | —                               | —                        | (5,373)                | —                          | —                         | (5,373)      |
| Operating Income (Loss)   | —                               | —                        | 191,170                | (64,442)                   | —                         | 126,728      |
| OTHER INCOME (EXPENSE):   |                                 |                          |                        |                            |                           |              |
| Equity in earnings of unconsolidated entities                                       | —                               | —                        | 2,533                  | —                          | —                         | 2,533        |
| Interest expense  | (104,716)                       | —                        | (60,008)               | (46)                       | 45                        | (164,725)    |
| Loss on early extinguishment of liabilities, net                                    | (12,340)                        | —                        | —                      | —                          | —                         | (12,340)     |
| Other expense, net  | —                               | —                        | (30,187)               | —                          | (231)                     | (30,418)     |
| (Loss) Income From Continuing Operations Before Income Taxes                        | (117,056)                       | —                        | 103,508                | (64,488)                   | (186)                     | (78,222)     |
| INCOME TAX EXPENSE  | —                               | —                        | (1,233)                | —                          | —                         | (1,233)      |
| EQUITY IN NET INCOME (LOSS) FROM CONTINUING OPERATIONS OF CONSOLIDATED SUBSIDIARIES | 477,103                         | —                        | (44,865)               | —                          | (432,238)                 | —            |
| Income (Loss) From Continuing Operations  | 360,047                         | —                        | 57,410                 | (64,488)                   | (432,424)                 | (79,455)     |
| Income (Loss) From Discontinued Operations, Net of Tax                              | —                               | —                        | 419,693                | (1,029)                    | 186                       | 418,850      |
| Net Income (Loss)   | 360,047                         | —                        | 477,103                | (65,517)                   | (432,238)                 | 339,395      |
| LESS: NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS                             |                                 |                          |                        |                            | 20,206                    | 20,206       |
| LESS: NET LOSS ATTRIBUTABLE TO REDEEMABLE NONCONTROLLING INTERESTS                  |                                 |                          |                        |                            | 446                       | 446          |
| NET INCOME (LOSS) ATTRIBUTABLE TO NGL ENERGY PARTNER LP                             | \$ 360,047                      | \$ —                     | \$ 477,103             | \$ (65,517)                | \$ (411,586)              | \$ 360,047   |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Operations**  
**(in Thousands)**

|   | Year Ended March 31, 2018                      |                                     |                                   |                                       |                                      |                     |
|---|--|-------------------------------------|-----------------------------------|---------------------------------------|--------------------------------------|---------------------|
|   | <b>NGL Energy<br/>Partners LP<br/>(Parent)</b> | <b>NGL Energy<br/>Finance Corp.</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Adjustments</b> | <b>Consolidated</b> |
| REVENUES  | \$ —   | \$ —                                | \$ 6,935,485                      | \$ 19,954                             | \$ (1,492)                           | \$ 6,953,947        |
| COST OF SALES   | —  | —                                   | 6,263,562                         | 1,491                                 | (1,492)                              | 6,263,561           |
| OPERATING COSTS AND EXPENSES:   |  |                                     |                                   |                                       |                                      |                     |
| Operating   | —  | —                                   | 186,056                           | 7,020                                 | —                                    | 193,076             |
| General and administrative  | —  | —                                   | 97,402                            | 577                                   | —                                    | 97,979              |
| Depreciation and amortization   | —  | —                                   | 197,497                           | 10,901                                | —                                    | 208,398             |
| (Gain) loss on disposal or impairment of assets, net                                      | —  | —                                   | (133,993)                         | 116,875                               | —                                    | (17,118)            |
| Revaluation of liabilities  | —  | —                                   | 20,124                            | 592                                   | —                                    | 20,716              |
| Operating Income (Loss)   | —  | —                                   | 304,837                           | (117,502)                             | —                                    | 187,335             |
| OTHER INCOME (EXPENSE):   |  |                                     |                                   |                                       |                                      |                     |
| Equity in earnings of unconsolidated entities   | —  | —                                   | 7,539                             | —                                     | —                                    | 7,539               |
| Interest expense  | (142,159)                                      | —                                   | (56,989)                          | (46)                                  | 45                                   | (199,149)           |
| Loss on early extinguishment of liabilities, net  | (23,201)                                       | —                                   | —                                 | —                                     | —                                    | (23,201)            |
| Other income, net   | —  | —                                   | 7,152                             | 19                                    | (819)                                | 6,352               |
| (Loss) Income From Continuing Operations<br>Before Income Taxes                           | (165,360)                                      | —                                   | 262,539                           | (117,529)                             | (774)                                | (21,124)            |
| INCOME TAX EXPENSE  | —  | —                                   | (1,353)                           | —                                     | —                                    | (1,353)             |
| EQUITY IN NET INCOME (LOSS) FROM<br>CONTINUING OPERATIONS OF CONSOLIDATED<br>SUBSIDIARIES | 94,485   | —                                   | (116,224)                         | —                                     | 21,739                               | —                   |
| (Loss) Income From Continuing Operations  | (70,875)                                       | —                                   | 144,962                           | (117,529)                             | 20,965                               | (22,477)            |
| (Loss) Income From Discontinued Operations,<br>Net of Tax                                 | —  | —                                   | (50,477)                          | 2,575                                 | 774                                  | (47,128)            |
| Net (Loss) Income   | (70,875)                                       | —                                   | 94,485                            | (114,954)                             | 21,739                               | (69,605)            |
| LESS: NET INCOME ATTRIBUTABLE TO<br>NONCONTROLLING INTERESTS                              |  |                                     |                                   |                                       | (240)                                | (240)               |
| LESS: NET INCOME ATTRIBUTABLE TO<br>REDEEMABLE NONCONTROLLING INTERESTS                   |  |                                     |                                   |                                       | (1,030)                              | (1,030)             |
| NET (LOSS) INCOME ATTRIBUTABLE TO NGL<br>ENERGY PARTNER LP                                | \$ (70,875)                                    | \$ —                                | \$ 94,485                         | \$ (114,954)                          | \$ 20,469                            | \$ (70,875)         |



**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statements of Comprehensive (Loss) Income**  
**(in Thousands)**

|                                   | Year Ended March 31, 2020             |                             |                           |                               |                              |                     |
|-----------------------------------|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|---------------------|
|                                   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated        |
| Net (loss) income                 | \$ (397,007)                          | \$ —                        | \$ (292,566)              | \$ 12,830                     | \$ 277,963                   | \$ (398,780)        |
| Other comprehensive income (loss) | —                                     | —                           | 17                        | (147)                         | —                            | (130)               |
| Comprehensive (loss) income       | <u>\$ (397,007)</u>                   | <u>\$ —</u>                 | <u>\$ (292,549)</u>       | <u>\$ 12,683</u>              | <u>\$ 277,963</u>            | <u>\$ (398,910)</u> |

|                                   | Year Ended March 31, 2019             |                             |                           |                               |                              |                   |
|-----------------------------------|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|-------------------|
|                                   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated      |
| Net income (loss)                 | \$ 360,047                            | \$ —                        | \$ 477,103                | \$ (65,517)                   | \$ (432,238)                 | \$ 339,395        |
| Other comprehensive (loss) income | —                                     | —                           | (18)                      | 9                             | —                            | (9)               |
| Comprehensive income (loss)       | <u>\$ 360,047</u>                     | <u>\$ —</u>                 | <u>\$ 477,085</u>         | <u>\$ (65,508)</u>            | <u>\$ (432,238)</u>          | <u>\$ 339,386</u> |

|                                   | Year Ended March 31, 2018             |                             |                           |                               |                              |                    |
|-----------------------------------|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------------|
|                                   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated       |
| Net (loss) income                 | \$ (70,875)                           | \$ —                        | \$ 94,485                 | \$ (114,954)                  | \$ 21,739                    | \$ (69,605)        |
| Other comprehensive income (loss) | —                                     | —                           | 58                        | (45)                          | —                            | 13                 |
| Comprehensive (loss) income       | <u>\$ (70,875)</u>                    | <u>\$ —</u>                 | <u>\$ 94,543</u>          | <u>\$ (114,999)</u>           | <u>\$ 21,739</u>             | <u>\$ (69,592)</u> |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Cash Flows**  
**(in Thousands)**

|   | Year Ended March 31, 2020             |                             |                           |                               |              |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|--------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidated |
| <b>OPERATING ACTIVITIES:</b>  |                                       |                             |                           |                               |              |
| Net cash (used in) provided by operating activities-continuing operations   | \$ (86,814)                           | \$ —                        | \$ 426,481                | \$ 42,759                     | \$ 382,426   |
| Net cash provided by operating activities-discontinued operations           | —                                     | —                           | 81,629                    | —                             | 81,629       |
| Net cash (used in) provided by operating activities                         | (86,814)                              | —                           | 508,110                   | 42,759                        | 464,055      |
| <b>INVESTING ACTIVITIES:</b>  |                                       |                             |                           |                               |              |
| Capital expenditures  | —                                     | —                           | (508,152)                 | (47,561)                      | (555,713)    |
| Acquisitions, net of cash acquired  | —                                     | —                           | (1,268,474)               | —                             | (1,268,474)  |
| Net settlements of commodity derivatives                                    | —                                     | —                           | 86,702                    | —                             | 86,702       |
| Proceeds from sales of assets   | —                                     | —                           | 17,617                    | 4                             | 17,621       |
| Investments in unconsolidated entities                                      | —                                     | —                           | (21,218)                  | —                             | (21,218)     |
| Distributions of capital from unconsolidated entities                       | —                                     | —                           | 440                       | —                             | 440          |
| Repayments on loan for natural gas liquids facility                         | —                                     | —                           | 3,022                     | —                             | 3,022        |
| Net cash used in investing activities-continuing operations                 | —                                     | —                           | (1,690,063)               | (47,557)                      | (1,737,620)  |
| Net cash provided by investing activities-discontinued operations           | —                                     | —                           | 298,864                   | —                             | 298,864      |
| Net cash used in investing activities                                       | —                                     | —                           | (1,391,199)               | (47,557)                      | (1,438,756)  |
| <b>FINANCING ACTIVITIES:</b>  |                                       |                             |                           |                               |              |
| Proceeds from borrowings under Revolving Credit Facility                    | —                                     | —                           | 4,074,000                 | —                             | 4,074,000    |
| Payments on Revolving Credit Facility                                       | —                                     | —                           | (3,775,000)               | —                             | (3,775,000)  |
| Issuance of senior unsecured notes and term credit agreement                | 450,000                               | —                           | 250,000                   | —                             | 700,000      |
| Repayment and repurchase of senior secured and senior unsecured notes       | (454)                                 | —                           | —                         | —                             | (454)        |
| Payments on other long-term debt  | —                                     | —                           | (653)                     | —                             | (653)        |
| Debt issuance costs   | (8,101)                               | —                           | (6,598)                   | (251)                         | (14,950)     |
| Distributions to general and common unit partners and preferred unitholders | (244,400)                             | —                           | —                         | —                             | (244,400)    |
| Distributions to noncontrolling interest owners                             | —                                     | —                           | —                         | (1,145)                       | (1,145)      |
| Proceeds from sale of preferred units, net of offering costs                | 622,391                               | —                           | —                         | —                             | 622,391      |
| Payments for redemption of preferred units                                  | (265,128)                             | —                           | —                         | —                             | (265,128)    |
| Common unit repurchases and cancellations                                   | (1,644)                               | —                           | —                         | —                             | (1,644)      |
| Payments for settlement and early extinguishment of liabilities             | —                                     | —                           | (98,958)                  | —                             | (98,958)     |
| Investment in NGL Energy Holdings LLC                                       | (15,226)                              | —                           | —                         | —                             | (15,226)     |
| Net changes in advances with consolidated entities                          | (444,064)                             | —                           | 436,216                   | 7,848                         | —            |
| Net cash provided by financing activities                                   | 93,374                                | —                           | 879,007                   | 6,452                         | 978,833      |
| Net increase (decrease) in cash and cash equivalents                        | 6,560                                 | —                           | (4,082)                   | 1,654                         | 4,132        |
| Cash and cash equivalents, beginning of period                              | 12,798                                | —                           | 3,728                     | 2,046                         | 18,572       |
| Cash and cash equivalents, end of period                                    | \$ 19,358                             | \$ —                        | \$ (354)                  | \$ 3,700                      | \$ 22,704    |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Cash Flows**  
**(in Thousands)**

|   | Year Ended March 31, 2019             |                             |                           |                               |                              |              |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|--------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
| <b>OPERATING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |              |
| Net cash (used in) provided by operating activities-continuing operations   | \$ (116,033)                          | \$ —                        | \$ 295,293                | \$ (27,551)                   | \$ (186)                     | \$ 151,523   |
| Net cash provided by operating activities-discontinued operations           | —                                     | —                           | 182,506                   | 3,221                         | —                            | 185,727      |
| Net cash (used in) provided by operating activities                         | (116,033)                             | —                           | 477,799                   | (24,330)                      | (186)                        | 337,250      |
| <b>INVESTING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |              |
| Capital expenditures  | —                                     | —                           | (414,522)                 | (41,064)                      | —                            | (455,586)    |
| Acquisitions, net of cash acquired  | —                                     | —                           | (296,687)                 | (3,927)                       | —                            | (300,614)    |
| Net settlements of commodity derivatives                                    | —                                     | —                           | (10,173)                  | —                             | —                            | (10,173)     |
| Proceeds from sales of assets   | —                                     | —                           | 16,177                    | —                             | —                            | 16,177       |
| Proceeds from divestitures of businesses and investments, net               | —                                     | —                           | 335,809                   | —                             | —                            | 335,809      |
| Investments in unconsolidated entities                                      | —                                     | —                           | (389)                     | —                             | —                            | (389)        |
| Distributions of capital from unconsolidated entities                       | —                                     | —                           | 1,440                     | —                             | —                            | 1,440        |
| Repayments on loan for natural gas liquids facility                         | —                                     | —                           | 10,336                    | —                             | —                            | 10,336       |
| Loan to affiliate   | —                                     | —                           | (1,515)                   | —                             | —                            | (1,515)      |
| Net cash used in investing activities-continuing operations                 | —                                     | —                           | (359,524)                 | (44,991)                      | —                            | (404,515)    |
| Net cash provided by investing activities-discontinued operations           | —                                     | —                           | 851,006                   | 6,982                         | —                            | 857,988      |
| Net cash provided by (used in) investing activities                         | —                                     | —                           | 491,482                   | (38,009)                      | —                            | 453,473      |
| <b>FINANCING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |              |
| Proceeds from borrowings under Revolving Credit Facility                    | —                                     | —                           | 4,098,500                 | —                             | —                            | 4,098,500    |
| Payments on Revolving Credit Facility                                       | —                                     | —                           | (3,897,000)               | —                             | —                            | (3,897,000)  |
| Repayment and repurchase of senior secured and senior unsecured notes       | (737,058)                             | —                           | —                         | —                             | —                            | (737,058)    |
| Payments on other long-term debt  | —                                     | —                           | (653)                     | —                             | —                            | (653)        |
| Debt issuance costs   | (30)                                  | —                           | (1,353)                   | —                             | —                            | (1,383)      |
| Contributions from noncontrolling interest owners, net                      | —                                     | —                           | —                         | 169                           | —                            | 169          |
| Distributions to general and common unit partners and preferred unitholders | (236,633)                             | —                           | —                         | —                             | —                            | (236,633)    |
| Repurchase of warrants  | (14,988)                              | —                           | —                         | —                             | —                            | (14,988)     |
| Common unit repurchases and cancellations                                   | (297)                                 | —                           | —                         | —                             | —                            | (297)        |
| Payments for settlement and early extinguishment of liabilities             | —                                     | —                           | (4,577)                   | —                             | —                            | (4,577)      |
| Net changes in advances with consolidated entities                          | 1,100,922                             | —                           | (1,163,504)               | 62,396                        | 186                          | —            |
| Net cash provided by (used in) financing activities-continuing operations   | 111,916                               | —                           | (968,587)                 | 62,565                        | 186                          | (793,920)    |
| Net cash used in financing activities-discontinued operations               | —                                     | —                           | (295)                     | (30)                          | —                            | (325)        |
| Net cash provided by (used in) financing activities                         | 111,916                               | —                           | (968,882)                 | 62,535                        | 186                          | (794,245)    |
| Net (decrease) increase in cash and cash equivalents                        | (4,117)                               | —                           | 399                       | 196                           | —                            | (3,522)      |
| Cash and cash equivalents, beginning of period                              | 16,915                                | —                           | 3,329                     | 1,850                         | —                            | 22,094       |
| Cash and cash equivalents, end of period                                    | \$ 12,798                             | \$ —                        | \$ 3,728                  | \$ 2,046                      | \$ —                         | \$ 18,572    |

**NGL ENERGY PARTNERS LP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**

**Consolidating Statement of Cash Flows**  
**(in Thousands)**

|   | Year Ended March 31, 2018             |                             |                           |                               |                              |                  |
|---|---------------------------------------|-----------------------------|---------------------------|-------------------------------|------------------------------|------------------|
|   | NGL Energy<br>Partners LP<br>(Parent) | NGL Energy<br>Finance Corp. | Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated     |
| <b>OPERATING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |                  |
| Net cash (used in) provided by operating activities-continuing operations   | \$ (141,967)                          | \$ —                        | \$ 433,678                | \$ 9,411                      | \$ (774)                     | \$ 300,348       |
| Net cash (used in) provided by operating activities-discontinued operations | —                                     | —                           | (165,862)                 | 3,481                         | —                            | (162,381)        |
| Net cash (used in) provided by operating activities                         | (141,967)                             | —                           | 267,816                   | 12,892                        | (774)                        | 137,967          |
| <b>INVESTING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |                  |
| Capital expenditures  | —                                     | —                           | (130,760)                 | (3,001)                       | —                            | (133,761)        |
| Acquisitions, net of cash acquired  | —                                     | —                           | 3,100                     | (22,997)                      | —                            | (19,897)         |
| Net settlements of commodity derivatives                                    | —                                     | —                           | (39,113)                  | —                             | —                            | (39,113)         |
| Proceeds from sales of assets   | —                                     | —                           | 33,844                    | —                             | —                            | 33,844           |
| Proceeds from divestitures of businesses and investments, net               | —                                     | —                           | 292,112                   | 37,668                        | —                            | 329,780          |
| Transaction with Victory Propane (Note 13)                                  | —                                     | —                           | (6,424)                   | —                             | —                            | (6,424)          |
| Investments in unconsolidated entities                                      | —                                     | —                           | (21,465)                  | —                             | —                            | (21,465)         |
| Distributions of capital from unconsolidated entities                       | —                                     | —                           | 11,969                    | —                             | —                            | 11,969           |
| Repayments on loan for natural gas liquids facility                         | —                                     | —                           | 10,052                    | —                             | —                            | 10,052           |
| Loan to affiliate   | —                                     | —                           | (2,510)                   | —                             | —                            | (2,510)          |
| Repayments on loan to affiliate   | —                                     | —                           | 4,160                     | —                             | —                            | 4,160            |
| Net cash provided by investing activities-continuing operations             | —                                     | —                           | 154,965                   | 11,670                        | —                            | 166,635          |
| Net cash provided by (used in) investing activities-discontinued operations | —                                     | —                           | 104,666                   | (719)                         | —                            | 103,947          |
| Net cash provided by investing activities                                   | —                                     | —                           | 259,631                   | 10,951                        | —                            | 270,582          |
| <b>FINANCING ACTIVITIES:</b>  |                                       |                             |                           |                               |                              |                  |
| Proceeds from borrowings under Revolving Credit Facility                    | —                                     | —                           | 2,434,500                 | —                             | —                            | 2,434,500        |
| Payments on Revolving Credit Facility                                       | —                                     | —                           | (2,279,500)               | —                             | —                            | (2,279,500)      |
| Repayment and repurchase of senior secured and senior unsecured notes       | (486,699)                             | —                           | —                         | —                             | —                            | (486,699)        |
| Payments on other long-term debt  | —                                     | —                           | (877)                     | —                             | —                            | (877)            |
| Debt issuance costs   | (692)                                 | —                           | (2,008)                   | —                             | —                            | (2,700)          |
| Contributions from noncontrolling interest owners, net                      | —                                     | —                           | —                         | 23                            | —                            | 23               |
| Distributions to general and common unit partners and preferred unitholders | (225,067)                             | —                           | —                         | —                             | —                            | (225,067)        |
| Distributions to noncontrolling interest owners                             | —                                     | —                           | —                         | (3,082)                       | —                            | (3,082)          |
| Proceeds from sale of preferred units, net of offering costs                | 202,731                               | —                           | —                         | —                             | —                            | 202,731          |
| Repurchase of warrants  | (10,549)                              | —                           | —                         | —                             | —                            | (10,549)         |
| Common unit repurchases and cancellations                                   | (15,817)                              | —                           | —                         | —                             | —                            | (15,817)         |
| Payments for settlement and early extinguishment of liabilities             | —                                     | —                           | (3,408)                   | —                             | —                            | (3,408)          |
| Net changes in advances with consolidated entities                          | 688,718                               | —                           | (669,452)                 | (20,040)                      | 774                          | —                |
| Net cash provided by (used in) financing activities-continuing operations   | 152,625                               | —                           | (520,745)                 | (23,099)                      | 774                          | (390,445)        |
| Net cash used in financing activities-discontinued operations               | —                                     | —                           | (3,446)                   | (390)                         | —                            | (3,836)          |
| Net cash provided by (used in) financing activities                         | 152,625                               | —                           | (524,191)                 | (23,489)                      | 774                          | (394,281)        |
| Net increase in cash and cash equivalents                                   | 10,658                                | —                           | 3,256                     | 354                           | —                            | 14,268           |
| Cash and cash equivalents, beginning of period                              | 6,257                                 | —                           | 73                        | 1,496                         | —                            | 7,826            |
| Cash and cash equivalents, end of period                                    | <u>\$ 16,915</u>                      | <u>\$ —</u>                 | <u>\$ 3,329</u>           | <u>\$ 1,850</u>               | <u>\$ —</u>                  | <u>\$ 22,094</u> |

**DESCRIPTION OF THE REGISTRANT’S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

NGL Energy Partners LP (“NGL”), a limited partnership, has three classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of which is listed on the New York Stock Exchange (“NYSE”), as set forth in the table below:

| Title of Class  | Trading Symbol | Exchange |
|---|----------------|----------|
| Common Units (“Common Units”)   | NGL            | NYSE     |
| Class B fixed-to-floating rate cumulative redeemable perpetual preferred units (“Class B Preferred Units”)        | NGL-PB         | NYSE     |
| <b>Class C fixed-to-floating rate cumulative redeemable perpetual preferred units (“Class C Preferred Units”)</b> | NGL-PC         | NYSE     |

The following summary of the material terms of our Common Units, Class B Preferred Units and Class C Preferred Units is based upon our Seventh Amended and Restated Limited Partnership, dated October 31, 2019, as may be amended or amended and restated from time to time (the “Partnership Agreement”) relating to our outstanding classes of partnership interests. The summary is not complete and is qualified by reference to our Partnership Agreement, which we have incorporated by reference as an exhibit to this Annual Report on Form 10-K of which this exhibit is a part.

**Description of Common Units**

The Common Units represent limited partner interests that entitle the holders to participate in NGL’s partnership distributions and exercise the rights or privileges available to limited partners under our Partnership Agreement.

**Listing**

Our Common Units are traded on the New York Stock Exchange under the symbol “NGL.” Any additional Common Units that we issue also will be traded on the New York Stock Exchange.

**Voting Rights**

Each holder of Common Units is entitled to one vote for each unit on all matters submitted to a vote of the Common Unitholders, subject to any limitations contained in the Partnership Agreement. See “The Partnership Agreement—Voting Rights” below.

**Cash Distributions**

Our Partnership Agreement provides for a minimum quarterly distribution of \$0.3375 per Common Unit per complete quarter, or \$1.35 per unit on an annualized basis, subject to adjustments. Quarterly distributions, if any, will be paid within 45 days after the end of each quarter. Our ability to make cash distributions equal to the minimum quarterly distribution will be subject to various factors, including those described under “Risk Factors” in our annual and quarterly filings with the SEC. See “Our Cash Distribution Policy” below.

## **Transfer Agent and Registrar**

**Duties.** Equiniti Trust Company (formerly Wells Fargo Bank, National Association) serves as the registrar and transfer agent for the Common Units. We will pay all fees charged by the transfer agent for transfers of Common Units, except the following that must be paid by unitholders:

- surety bond premiums to replace lost or stolen certificates, taxes and other governmental charges in connection therewith;
- special charges for services requested by a common unitholder; and
- other similar fees or charges.

There will be no charge to our unitholders for disbursements of our cash distributions. We will indemnify the transfer agent, its agents and each of their stockholders, directors, officers and employees against all claims and losses that may arise out of acts performed or omitted for its activities in that capacity, except for any liability due to any gross negligence or intentional misconduct of the indemnified person or entity.

**Resignation or Removal.** The transfer agent may resign, by notice to us, or be removed by us. The resignation or removal of the transfer agent will become effective upon our appointment of a successor transfer agent and registrar and its acceptance of the appointment. If no successor is appointed, our general partner may act as the transfer agent and registrar until a successor is appointed.

## **Transfer of Common Units**

By transfer of Common Units in accordance with our Partnership Agreement, each transferee of Common Units shall be admitted as a limited partner with respect to the Common Units transferred when such transfer and admission are reflected in our books and records. Each transferee:

- automatically becomes bound by the terms and conditions of, and is deemed to have executed, our Partnership Agreement;
- represents that the transferee has the capacity, power and authority to become bound by our Partnership Agreement; and
- gives the consents, waivers and approvals contained in our Partnership Agreement.

Our general partner, NGL Energy Holdings LLC, will cause any transfers to be recorded on our books and records from time to time as necessary to accurately reflect the transfers.

We may, at our discretion, treat the nominee holder of a Common Unit as the absolute owner. In that case, the beneficial holder's rights are limited solely to those that it has against the nominee holder as a result of any agreement between the beneficial owner and the nominee holder.

Common Units are securities, and any transfers are subject to the laws governing the transfer of securities. In addition to other rights acquired upon transfer, the transferor gives the transferee the right to become a substituted limited partner in our partnership for the transferred Common Units.

Until a Common Unit has been transferred on our books, we and the transfer agent may treat the record holder of the unit as the absolute owner for all purposes, except as otherwise required by law or stock exchange regulations.

## DESCRIPTION OF PREFERRED UNITS

The Class B Preferred Units and Class C Preferred Units represent limited partner interests that entitle the holders to receive cash distributions and to exercise rights and privileges set forth in the Partnership Agreement. Please read “The Partnership Agreement” below.

### **Class B Preferred Units**

On June 13, 2017, we issued 8,400,000 of our 9.00% Class B Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units, liquidation preference \$25.00 per Class B Preferred Unit, representing limited partner interests in us (the “Class B Preferred Units”). On July 2, 2019, we issued 4,185,642 Class B Preferred Units in a private placement transaction pursuant to the terms of that certain Asset Purchase and Sale Agreement, dated as of May 13, 2019, by and among our wholly owned subsidiary, Mesquite Disposals Unlimited, LLC and Mesquite SWD, Inc.

**Distributions.** Distributions on the Class B Preferred Units are cumulative from date of issuance and will be payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year, when, as and if declared by our general partner out of legally available funds for such purpose. Distributions on the Class B Preferred Units are paid on an equal priority basis with distributions on outstanding parity securities, if any. Distributions are paid to holders of record as of the opening of business on the January 1, April 1, July 1 or October 1 next preceding the distribution payment date. The initial distribution rate for the Class B Preferred Units from and including the date of issuance to, but not including, July 1, 2022, will be 9.00% per annum of the \$25.00 liquidation preference per unit (equal to \$2.25 per Class B Preferred Unit per annum). On and after July 1, 2022, distributions on the Class B Preferred Units will accumulate for each quarterly distribution period at a percentage of the \$25.00 liquidation preference equal to the applicable Class B Three-Month LIBOR (as defined in our Partnership Agreement) plus a spread of 721.3 basis points.

No distribution may be declared or paid or set apart for payment on any junior securities (other than a distribution payable solely in junior securities), unless full cumulative distributions have been or contemporaneously are being paid or provided for on all outstanding Class B Preferred Units and any parity securities through the most recent respective distribution payment dates.

**Redemption.** At any time on or after July 1, 2022, we will have the right to redeem, in whole or in part, the Class B Preferred Units at a redemption price in cash of \$25.00 per Class B Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, regardless of whether declared. We must provide not less than 30 days’ and not more than 60 days’ advance written notice of any such redemption.

**Change of Control.** Upon the occurrence of a Class B Change of Control (as defined in our Partnership Agreement), we will have the right, at our option, to redeem the Class B Preferred Units, in whole or in part, within 120 days after the first date on which such Class B Change of Control occurred, by paying \$25.00 per Class B Preferred Unit, plus all accumulated and unpaid distributions to, but not including, the date of redemption, regardless of whether declared. If, prior to the Class B Change of Control Conversion Date (as defined in our Partnership Agreement), we exercise our redemption rights relating to Class B Preferred Units, holders of the Class B Preferred Units that we elected to redeem will not have the conversion right related to a Class B Change of Control.

Upon the occurrence of a Class B Change of Control, each holder of Class B Preferred Units will have the right (unless, prior to the Class B Change of Control Conversion Date, we provide notice of our election to redeem the Class B Preferred Units) to convert some or all of the Class B Preferred Units held by such holder on the Change of Class B Change of Control Conversion Date into a number of common units per Class B Preferred Unit to be converted equal to the lesser of (a) the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accumulated and unpaid distributions to, but not including, the Class B Change of Control Conversion Date (unless the Class B Change of Control Conversion Date is after a record date for a Class B Preferred Unit distribution payment and prior to the corresponding Class B Distribution Payment Date, in which

case no additional amount for such accumulated and unpaid distribution will be included in this sum) by (ii) the common unit price, and (b) 3.63636, subject, in each case, to certain exceptions and adjustments.

**Voting.** The Class B Preferred Units will have no voting rights, except as set forth below or as otherwise provided by Delaware law. Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Class B Preferred Units, voting as a separate class, we cannot adopt any amendment to our Partnership Agreement that has a material adverse effect on the terms of the Class B Preferred Units. In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Class B Preferred Units, voting as a single class with holders of any future parity securities upon which like voting rights have been conferred and are exercisable, we may not (a) create or issue any additional parity securities if the cumulative distributions payable on the then-outstanding Class B Preferred Units or parity securities are in arrears or (b) create or issue any senior securities. On any matter described above on which the holders of the Class B Preferred Units are entitled to vote as a class, such holders will be entitled to one vote per Class B Preferred Unit.

**Liquidation.** Any amounts distributed by us upon a liquidation will be made to our partners in accordance with their respective positive capital account balances. The holders of outstanding Class B Preferred Units will be specially allocated items of our gross income and gain in a manner designed to achieve, in the event of any liquidation, dissolution or winding up of the Partnership's affairs, whether voluntary or involuntary, a capital account balance equal to the liquidation preference of \$25.00 per Class B Preferred Unit (subject to adjustment for any splits, combinations or similar adjustment to the Class B Preferred Units). However, if the amount of the our gross income and gain available to be specially allocated to the Class B Preferred Units is not sufficient to cause the capital account of a Class B Preferred Unit to equal the liquidation preference of a Class B Preferred Unit, then the amount that a holder of Class B Preferred Units would receive upon liquidation may be less than the Class B Preferred Unit liquidation preference. Any accumulated and unpaid distributions on the Class B Preferred Units will be paid prior to any distributions in liquidation made in accordance with capital accounts.

### **Class C Preferred Units**

On April 2, 2019, we issued 1,800,000 of our 9.625% Class C Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units, liquidation preference \$25.00 per Class C Preferred Unit, representing limited partner interests in us (the "Class C Preferred Units").

**Distributions.** Distributions on the Class C Preferred Units are cumulative from date of issuance and will be payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year, when, as and if declared by our general partner out of legally available funds for such purpose. Distributions on the Class C Preferred Units are paid on an equal priority basis with distributions on outstanding parity securities, if any. Distributions are paid to holders of record as of the opening of business on the January 1, April 1, July 1 or October 1 next preceding the distribution payment date. The initial distribution rate for the Class C Preferred Units from and including the date of issuance to, but not including, April 15, 2024, will be 9.625% per annum of the \$25.00 liquidation preference per Class C Preferred Unit (equal to \$2.40625 per Class C Preferred Unit per annum). On and after April 15, 2024, distributions on the Class C Preferred Units will accumulate for each quarterly distribution period at a percentage of the \$25.00 liquidation preference equal to the applicable Class C Three-Month LIBOR (as defined in our Partnership Agreement) plus a spread of 738.4 basis points.

No distribution may be declared or paid or set apart for payment on any junior securities (other than a distribution payable solely in junior securities), unless full cumulative distributions have been or contemporaneously are being paid or provided for on all outstanding Class C Preferred Units and any parity securities through the most recent respective distribution payment dates.

**Redemption.** At any time on or after April 15, 2024, we will have the right to redeem, in whole or in part, the Class C Preferred Units at a redemption price in cash of \$25.00 per Class C Preferred Unit plus an amount equal to all accumulated and unpaid distributions thereon to, but not including, the date of redemption, regardless of whether declared. We must provide not less than 30 days' and not more than 60 days' advance written notice of any such redemption.



**Change of Control.** Upon the occurrence of a Class C Change of Control (as defined in our Partnership Agreement), we will have the right, at our option, to redeem the Class C Preferred Units, in whole or in part, within 120 days after the first date on which such Class C Change of Control occurred, by paying \$25.00 per Class C Preferred Unit, plus all accumulated and unpaid distributions to, but not including, the date of redemption, regardless of whether declared. If, prior to the Class C Change of Control Conversion Date (as defined in our Partnership Agreement), we exercise our redemption rights relating to Class C Preferred Units, holders of the Class C Preferred Units that we elected to redeem will not have the conversion right related to a Class C Change of Control.

Upon the occurrence of a Class C Change of Control, each holder of Class C Preferred Units will have the right (unless, prior to the Class C Change of Control Conversion Date, we provide notice of our election to redeem the Class C Preferred Units) to convert some or all of the Class C Preferred Units held by such holder on the Change of Class C Change of Control Conversion Date into a number of Common Units per Class C Preferred Unit to be converted equal to the lesser of (a) the quotient obtained by dividing (i) the sum of the \$25.00 liquidation preference plus the amount of any accumulated and unpaid distributions to, but not including, the Class C Change of Control Conversion Date (unless the Class C Change of Control Conversion Date is after a record date for a Class C Preferred Unit distribution payment and prior to the corresponding Class C Distribution Payment Date, in which case no additional amount for such accumulated and unpaid distribution will be included in this sum) by (ii) the Common Unit price, and (b) 3.5791, subject, in each case, to certain exceptions and adjustments.

**Voting.** The Class C Preferred Units will have no voting rights, except as set forth below or as otherwise provided by Delaware law. Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Class C Preferred Units, voting as a separate class, we cannot adopt any amendment to our Partnership Agreement that has a material adverse effect on the terms of the Class C Preferred Units. In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Class C Preferred Units, voting as a single class with holders of any future parity securities upon which like voting rights have been conferred and are exercisable, we may not (a) create or issue any additional parity securities if the cumulative distributions payable on the then-outstanding Class C Preferred Units or parity securities are in arrears or (b) create or issue any senior securities. On any matter described above on which the holders of the Class C Preferred Units are entitled to vote as a class, such holders will be entitled to one vote per Class C Preferred Unit.

**Liquidation.** Any amounts distributed by us upon a liquidation will be made to our partners in accordance with their respective positive capital account balances. The holders of outstanding Class C Preferred Units will be specially allocated items of our gross income and gain in a manner designed to achieve, in the event of any liquidation, dissolution or winding up of the Partnership's affairs, whether voluntary or involuntary, a capital account balance equal to the liquidation preference of \$25.00 per Class C Preferred Unit (subject to adjustment for any splits, combinations or similar adjustment to the Class C Preferred Units). However, if the amount of the our gross income and gain available to be specially allocated to the Class C Preferred Units is not sufficient to cause the capital account of a Class C Preferred Unit to equal the liquidation preference of a Class C Preferred Unit, then the amount that a holder of Class C Preferred Units would receive upon liquidation may be less than the Class C Preferred Unit liquidation preference. Any accumulated and unpaid distributions on the Class C Preferred Units will be paid prior to any distributions in liquidation made in accordance with capital accounts.

## OUR CASH DISTRIBUTION POLICY

### General

We have summarized below selected provisions of our Partnership Agreement. However, because this summary is not complete it is subject to and is qualified in its entirety by reference to our Partnership Agreement. We suggest that you read the complete text of our Partnership Agreement, which we have incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this exhibit is a part.

## **Our Minimum Quarterly Distribution**

Our Partnership Agreement provides for a minimum quarterly distribution of \$0.3375 per Common Unit per complete quarter, or \$1.35 per unit on an annualized basis, subject to adjustments. Quarterly distributions, if any, will be paid within 45 days after the end of each quarter. Based on the number of Common Units outstanding at March 31, 2020 (exclusive of unvested restricted units issued pursuant to employee and director compensation programs), if we made distributions equal to our minimum quarterly distribution of \$0.3375 per unit (\$1.35 annualized), total distributions on our Common Units would equal \$42.5 million per quarter (\$170.0 million per year). Our ability to make cash distributions equal to the minimum quarterly distribution will be subject to various factors, including those described under “Risk Factors” in our annual and quarterly filings with the SEC.

Our general partner currently is entitled to 0.1% of all distributions that we make prior to our liquidation. In the future, our general partner’s initial 0.1% general partner interest in these distributions may be reduced if we issue additional units and our general partner does not contribute a proportionate amount of capital to us to maintain its initial 0.1% general partner interest. Our general partner will also hold the incentive distribution rights, which entitle the holder to increasing percentages, up to a maximum of 48.0%, of the cash we distribute in excess of \$0.388125 per unit per quarter.

We do not have a legal obligation to pay distributions on our Common Units at our minimum quarterly distribution rate or at any other rate except as provided in our Partnership Agreement. Our Partnership Agreement requires that we distribute all of our available cash quarterly. Under our Partnership Agreement, available cash is generally defined to mean, for each quarter, cash generated from our business in excess of the amount of cash reserves established by our general partner to provide for the conduct of our business, to comply with applicable law, any of our debt instruments or other agreements or to provide for future distributions to our unitholders and our general partner for any one or more of the next four quarters. Our available cash may also include, if our general partner so determines, all or any portion of the cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter.

If we do not pay the minimum quarterly distribution on our Common Units, our unitholders will not be entitled to receive such payments in the future.

Although our unitholders may pursue judicial action to enforce provisions of our partnership agreement, including those related to requirements to make cash distributions as described above, our Partnership Agreement provides that any determination made by our general partner in its capacity as our general partner must be made in good faith and that any such determination will not be subject to any other standard imposed by the Delaware Revised Uniform Limited Partnership Act (the “Delaware LP Act”) or any other law, rule or regulation or at equity. Our Partnership Agreement provides that, in order for a determination by our general partner to be made in “good faith,” our general partner must believe that the determination is in, or not opposed to, our best interest.

Our cash distribution policy, as expressed in our Partnership Agreement, may not be modified or repealed without amending our Partnership Agreement. However, the actual amount of our cash distributions for any quarter is subject to fluctuations based on the amount of cash we generate from our business and the amount of reserves our general partner establishes in accordance with our Partnership Agreement as described above.

We will pay our distributions on the 14th or 15th of each February, May, August and November to holders of record on or about the 1st of each such month. If the distribution date does not fall on a business day, we will make the distribution on the business day immediately preceding the indicated distribution date.

## **Distributions of Available Cash**

**General.** Our Partnership Agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash to unitholders of record on the applicable record date.

**Definition of Available Cash.** Available cash, for any quarter, consists of all cash on hand at the end of that quarter:

- less, the amount of cash reserves established by our general partner at the date of determination of available cash for the quarter to:
  - provide for the proper conduct of our business;
  - comply with applicable law, any of our debt instruments or other agreements; and
  - provide funds for distributions to our unitholders and to our general partner for any one or more of the next four quarters (unless our general partner determines that the establishment of cash reserves for such purpose will prevent us from distributing the minimum quarterly distribution on all common units for the next four quarters);
- plus, if our general partner so determines, all or a portion of cash on hand on the date of determination of available cash for the quarter.

The purpose and effect of the last bullet point above is to allow our general partner, if it so decides, to use cash on hand after the end of the quarter but on or before the date of determination of available cash for that quarter to pay distributions to unitholders.

**Intent to Distribute the Minimum Quarterly Distribution.** We intend to distribute to our common unitholders on a quarterly basis at least the minimum quarterly distribution of \$0.3375 per unit, or \$1.35 on an annualized basis, to the extent we have sufficient cash from our operations after payment of distributions on our preferred units, establishment of cash reserves and payment of fees and expenses, including payments to our general partner and its affiliates. However, there is no guarantee that we will pay the minimum quarterly distribution or any amount on our Common Units in any quarter. Even if our cash distribution policy is not modified or revoked, the amount of distributions paid under our policy and the decision to make any distribution is determined by our general partner, taking into consideration the terms of our Partnership Agreement.

**General Partner Interest and Incentive Distribution Rights.** Our general partner currently is entitled to 0.1% of all quarterly distributions that we make prior to our liquidation. Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its current general partner interest. Our general partner's initial 0.1% interest in our distributions may be reduced if we issue additional limited partner interests in the future (other than the issuance of common units upon a reset of the incentive distribution rights) and our general partner does not contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest.

Our general partner also currently holds incentive distribution rights, which represent a potentially material variable interest in our distributions. Incentive distribution rights entitle our general partner to receive increasing percentages, up to a maximum of 48.1%, of the cash we distribute from operating surplus (as defined below) in excess of \$0.388125 per unit per quarter. The maximum distribution of 48.1% includes distributions paid to our general partner on its 0.1% general partner interest and assumes that our general partner maintains its general partner interest at 0.1%. The maximum distribution of 48.1% does not include any distributions that our general partner may receive on common units that it owns. See “—General Partner Interest and Incentive Distribution Rights” for additional information.

#### **Operating Surplus and Capital Surplus**

**General.** All cash distributed will be characterized as either being paid from “operating surplus” or “capital surplus.” Our Partnership Agreement requires that we distribute available cash from operating surplus differently than available cash from capital surplus.

**Operating Surplus.** Operating surplus for any period consists of:

- \$20.0 million; plus

- all of our cash receipts, excluding cash from interim capital transactions, which include the following:
  - borrowings, refinancing or refundings (including sales of debt securities) that are not working capital borrowings;
  - sales of equity interests;
  - sales or other dispositions of assets outside the ordinary course of business; and
  - capital contributions received;
  - provided that cash receipts from the termination of commodity hedges or interest rate hedges prior to their specified termination date shall be included in operating surplus in equal quarterly installments over the remaining scheduled life of such commodity hedge or interest rate hedge; *plus*
- working capital borrowings made after the end of the period but on or before the date of determination of operating surplus for the period; *plus*
- cash distributions paid on equity issued (including incremental distributions on incentive distribution rights), other than equity issued in our initial public offering, to finance all or a portion of the construction, acquisition or improvement of a capital improvement or replacement of a capital asset (such as equipment or facilities) and paid in respect of the period beginning on the date that we enter into a binding obligation to commence the construction, acquisition or improvement of a capital improvement or replacement of a capital asset and ending on the earlier to occur of the date the capital improvement or replacement capital asset commences commercial service and the date that it is abandoned or disposed of; *plus*
- cash distributions paid on equity issued (including incremental distributions on incentive distribution rights) to pay the construction period interest on debt incurred, or to pay construction period distributions on equity issued, to finance the capital improvements or capital assets referred to above; *less*
- all of our operating expenditures (as defined below); *less*
- the amount of cash reserves established by our general partner to provide funds for future operating expenditures; *less*
- all working capital borrowings not repaid within twelve months after having been incurred or repaid within such twelve-month period with the proceeds from additional working capital borrowings; *less*
- any loss realized in disposition of an investment capital expenditure.

Under our Partnership Agreement, working capital borrowings are borrowings that are made under a credit facility, commercial paper facility or similar financing arrangement, and in all cases are used solely for working capital purposes or to pay distributions to partners and with the intent of the borrower to repay such borrowings within twelve months from sources other than additional working capital borrowings.

As described above, operating surplus does not reflect actual cash on hand that is available for distribution to our unitholders and is not limited to cash generated by our operations. In addition, the effect of including, as described above, certain cash distributions on equity interests in operating surplus will be to increase operating surplus by the amount of any such cash distributions and to permit the distribution as operating surplus of additional amounts of cash that we receive from non-operating sources.

The proceeds of working capital borrowings increase operating surplus and repayments of working capital borrowings are generally operating expenditures, as described below, and thus reduce operating surplus when made. However, if a working capital borrowing is not repaid during the twelve-month period following the borrowing, it will be deemed repaid at the end of such period, thus decreasing operating surplus at such time.

When such working capital borrowing is in fact repaid, it will be excluded from operating expenditures because operating surplus will have been previously reduced by the deemed repayment.

We define operating expenditures as all of our cash expenditures, including, but not limited to, taxes, reimbursement of expenses to our general partner and its affiliates, payments made in the ordinary course of business under interest rate hedge agreements or commodity hedge contracts (provided that (i) with respect to amounts paid in connection with the initial purchase of an interest rate hedge contract or a commodity hedge contract, such amounts will be amortized over the life of the applicable interest rate hedge contract or commodity hedge contract and (ii) payments made in connection with the termination of any interest rate hedge contract or commodity hedge contract prior to the expiration of its stipulated settlement or termination date will be included in operating expenditures in equal quarterly installments over the remaining scheduled life of such interest rate hedge contract or commodity hedge contract), officer and other employee compensation, repayment of working capital borrowings, debt service payments and maintenance capital expenditures (as discussed in further detail below), provided that operating expenditures will not include:

- repayment of working capital borrowings deducted from operating surplus pursuant to the next to the last bullet point of the definition of operating surplus above when such repayment actually occurs;
- payments (including prepayments and prepayment penalties) of principal of and premium on indebtedness, other than working capital borrowings;
- expansion capital expenditures;
- investment capital expenditures;
- payment of transaction expenses (including taxes) relating to interim capital transactions; distributions to our partners (including distributions in respect of our incentive distribution rights); or
- repurchases of partnership interests except to fund obligations under employee benefit plans.

**Capital Surplus.** We define capital surplus as any distribution of available cash in excess of our cumulative operating surplus. A distribution from capital surplus would potentially be generated by a distribution of cash from:

- borrowings other than working capital borrowings;
- issuances of our equity and debt securities; and
- sales or other dispositions of assets for cash, other than inventory, accounts receivable and other assets sold in the ordinary course of business or as part of normal retirement or replacement of assets.

**Characterization of Cash Distributions.** Our Partnership Agreement requires that we treat all available cash distributed as coming from operating surplus until the sum of all available cash distributed since the completion of our initial public offering equals the operating surplus from the completion of our initial public offering through the end of the quarter immediately preceding that distribution. Our Partnership Agreement requires that we treat any amount distributed in excess of operating surplus, regardless of its source, as capital surplus. We do not anticipate that we will make any distributions from capital surplus.

## Capital Expenditures

Maintenance capital expenditures are cash expenditures (including expenditures for the addition or improvement to, or the replacement of, our capital assets or for the acquisition of existing, or the construction or development of new, capital assets) made to maintain, including over the long term, our operating capacity or operating income. Our Partnership Agreement provides that maintenance capital expenditures will also include interest (and related fees) on debt incurred and distributions on equity issued (including incremental distributions on incentive distribution rights) to finance all or any portion of the construction or development of a replacement asset that is paid in respect of the period that begins when we enter into a binding obligation to commence constructing or developing a replacement asset and ending on the earlier to occur of the date that any such replacement asset commences commercial service and the date that it is abandoned or disposed of.

Expansion capital expenditures are cash expenditures incurred for acquisitions or capital improvements and do not include maintenance capital expenditures or investment capital expenditures. Expansion capital expenditures are those capital expenditures that we expect will increase our operating capacity or operating income over the long term. Our Partnership Agreement provides that expansion capital expenditures will also include interest payments (and related fees) on debt incurred and distributions on equity issued (including incremental incentive distribution rights in respect of newly issued equity) to finance all or any portion of the construction of a capital improvement in respect of the period that commences when we enter into a binding obligation to commence construction of the capital improvement and ending on the earlier to occur of the date any such capital improvement commences commercial service and the date that it is abandoned or disposed of.

Investment capital expenditures are those capital expenditures that are neither maintenance capital expenditures nor expansion capital expenditures. Investment capital expenditures largely will consist of capital expenditures made for investment purposes. Examples of investment capital expenditures include traditional capital expenditures for investment purposes, such as purchases of securities, as well as other capital expenditures that might be made in lieu of such traditional investment capital expenditures, such as the acquisition of a capital asset for investment purposes or development of facilities that are in excess of the maintenance of our existing operating capacity or operating income, but which are not expected to expand, for more than the short term, our operating capacity or operating income.

Neither investment capital expenditures nor expansion capital expenditures will be included in operating expenditures, and thus will not reduce operating surplus. Because expansion capital expenditures include interest payments (and related fees) on debt incurred to finance all or a portion of the construction, replacement or improvement of a capital asset in respect of the period that begins when we enter into a binding obligation to commence construction of the capital asset and ending on the earlier to occur of the date the capital asset commences commercial service or the date that it is abandoned or disposed of, such interest payments are also not subtracted from operating surplus. Losses on disposition of an investment capital expenditure will reduce operating surplus when realized and cash receipts from an investment capital expenditure will be treated as a cash receipt for purposes of calculating operating surplus only to the extent the cash receipt is a return on principal.

Capital expenditures that are made in part for maintenance capital purposes, investment capital purposes and/or expansion capital purposes will be allocated as maintenance capital expenditures, investment capital expenditures or expansion capital expenditure by our general partner.

## Distributions of Available Cash From Operating Surplus

Our Partnership Agreement requires that we make distributions of available cash from operating surplus in the following manner, after payment of distributions on our preferred units:

- *first*, 99.9% to all unitholders (other than holders of preferred units), *pro rata*, and 0.1% to our general partner, until we distribute for each outstanding unit an amount equal to the minimum quarterly distribution for that quarter; and

- *thereafter*, in the manner described in “—General Partner Interest and Incentive Distribution Rights” below.

The preceding discussion assumes that our general partner maintains its 0.1% general partner interest and that we do not issue additional classes of equity interests.

### **General Partner Interest and Incentive Distribution Rights**

Our Partnership Agreement provides that our general partner initially was entitled to 0.1% of all distributions that we make prior to our liquidation.

Our general partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest if we issue additional units. Our general partner’s 0.1% general partner interest, and the percentage of our cash distributions to which it is entitled from its general partner interest, will be proportionately reduced if we issue additional units in the future (other than the issuance of Common Units upon a reset of the incentive distribution rights) and our general partner does not contribute a proportionate amount of capital to us in order to maintain its 0.1% general partner interest. Our Partnership Agreement does not require that the general partner fund its capital contribution with cash and our general partner may fund its capital contribution by the contribution to us of Common Units or other property.

Incentive distribution rights represent a potentially material variable interest in our distributions. The holder of the incentive distribution rights has the right to receive an increasing percentage (13.0%, 23.0% and 48.0%) of quarterly distributions of available cash from operating surplus after the minimum quarterly distribution and the target distribution levels have been achieved. Our general partner currently holds the incentive distribution rights, but may transfer these rights separately from its general partner interest, subject to restrictions in our Partnership Agreement that apply prior to the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering) unless the consent of a majority of our outstanding Common Units (excluding common units held by our general partner or its affiliates) is obtained first.

The following discussion assumes that our general partner maintains its 0.1% general partner interest and that our general partner continues to own all of the incentive distribution rights.

If, for any quarter, we have distributed available cash from operating surplus to the common unitholders in an amount equal to the minimum quarterly distribution, then our Partnership Agreement requires that we distribute any additional available cash from operating surplus for that quarter among the unitholders and the general partner in the following manner:

- *first*, 99.9% to all unitholders (other than holders of preferred units), *pro rata*, and 0.1% to our general partner, until each unitholder receives a total of \$0.388125 per unit for that quarter (the “first target distribution”);
- *second*, 86.9% to all unitholders (other than holders of preferred units), *pro rata*, and 13.1% to our general partner, until each unitholder receives a total of \$0.421875 per unit for that quarter (the “second target distribution”);
- *third*, 76.9% to all unitholders (other than holders of preferred units), *pro rata*, and 23.1% to our general partner, until each unitholder receives a total of \$0.50625 per unit for that quarter (the “third target distribution”); and
- *thereafter*, 51.9% to all unitholders (other than holders of preferred units), *pro rata*, and 48.1% to our general partner.

## Percentage Allocations of Available Cash From Operating Surplus

The following table illustrates the percentage allocations of available cash from operating surplus between the unitholders (other than holders of preferred units) and our general partner based on the specified target distribution levels. The amounts set forth under “Marginal Percentage Interest in Distributions” are the percentage interests of our general partner and the unitholders (other than holders of preferred units) in any available cash from operating surplus we distribute, after payment of distributions on our preferred units, up to and including the corresponding amount in the column “Total Quarterly Distribution per Unit.” The percentage interests shown for the minimum quarterly distribution are also applicable to quarterly distribution amounts that are less than the minimum quarterly distribution. The percentage interests set forth below for our general partner include its 0.1% general partner interest, assume our general partner has contributed any additional capital necessary to maintain its 0.1% general partner interest and has not transferred its incentive distribution rights.

|                                | Total Quarterly Distribution per Unit |    |          |       | Marginal Percentage Interest in Distributions |                 |       |       |
|--------------------------------|---------------------------------------|----|----------|-------|---|-----------------|-------|-------|
|                                |                                       |    |          |       | Limited Partner Unitholders                   | General Partner |       |       |
| Minimum Quarterly Distribution |                                       | \$ | 0.337500 |       |   | 99.9%           | 0.1%  |       |
| First target distribution      | above                                 | \$ | 0.337500 | up to | \$  | 0.388125        | 99.9% | 0.1%  |
| Second target distribution     | above                                 | \$ | 0.388125 | up to | \$  | 0.421875        | 86.9% | 13.1% |
| Third target distribution      | above                                 | \$ | 0.421875 | up to | \$  | 0.506250        | 76.9% | 23.1% |
| Thereafter                     | above                                 | \$ | 0.506250 |       |   |                 | 51.9% | 48.1% |

## General Partner’s Right to Reset Incentive Distribution Levels

Our general partner, as the initial holder of our incentive distribution rights, has the right under our Partnership Agreement to elect to relinquish the right to receive incentive distribution payments based on the initial target distribution levels and to reset, at higher levels, the minimum quarterly distribution amount and target distribution levels upon which the incentive distribution payments to our general partner would be set. If our general partner transfers all or a portion of our incentive distribution rights in the future, then the holder or holders of a majority of our incentive distribution rights will be entitled to exercise this right. The following discussion assumes that our general partner holds all of the incentive distribution rights at the time that a reset election is made. Our general partner’s right to reset the minimum quarterly distribution amount and the target distribution levels upon which the incentive distributions payable to our general partner are based may be exercised, without approval of our unitholders or our conflicts committee, at any time when we have made cash distributions to the holders of the incentive distribution rights at the highest level of incentive distribution for each of the prior four consecutive fiscal quarters. The reset minimum quarterly distribution amount and target distribution levels will be higher than the minimum quarterly distribution amount and the target distribution levels prior to the reset such there will be no incentive distributions paid under the reset target distribution levels until cash distributions per unit following this event increase as described below. We anticipate that our general partner would exercise this reset right in order to facilitate acquisitions or internal growth projects that would otherwise not be sufficiently accretive to cash distributions per common unit, taking into account the existing levels of incentive distribution payments being made to our general partner.

In connection with the resetting of the minimum quarterly distribution amount and the target distribution levels and the corresponding relinquishment by our general partner of incentive distribution payments based on the target distribution levels prior to the reset, our general partner will be entitled to receive a number of newly issued common units based on a predetermined formula described below that takes into account the “cash parity” value of the average cash distributions related to the incentive distribution rights received by our general partner for the two quarters prior to the reset event as compared to the average cash distributions per Common Unit during this period.



Our general partner's general partner interest in us (currently 0.1%) will be maintained at the percentage interest immediately prior to the reset election.

The number of Common Units that our general partner would be entitled to receive from us in connection with a resetting of the minimum quarterly distribution amount and the target distribution levels then in effect would be equal to the quotient determined by dividing (x) the average aggregate amount of cash distributions received by our general partner in respect of its incentive distribution rights during the two consecutive fiscal quarters ended immediately prior to the date of such reset election by (y) the average of the amount of cash distributed per Common Unit during each of these two quarters.

Following a reset election, the minimum quarterly distribution amount will be reset to an amount equal to the average cash distribution amount per unit for the two fiscal quarters immediately preceding the reset election (which amount we refer to as the "reset minimum quarterly distribution") and the target distribution levels will be reset to be correspondingly higher such that we would thereafter distribute all of our available cash from operating surplus for each quarter, after payment of distributions on our preferred units, as follows:

- *first*, 99.9% to all unitholders (other than holders of preferred units), *pro rata*, and 0.1% to our general partner, until each unitholder receives an amount per unit equal to 115.0% of the reset minimum quarterly distribution for that quarter;
- *second*, 86.9% to all unitholders (other than holders of preferred units), *pro rata*, and 13.1% to our general partner, until each unitholder receives an amount per unit equal to 125.0% of the reset minimum quarterly distribution for the quarter;
- *third*, 76.9% to all unitholders (other than holders of preferred units), *pro rata*, and 23.1% to our general partner, until each unitholder receives an amount per unit equal to 150.0% of the reset minimum quarterly distribution for the quarter; and
- *thereafter*, 51.9% to all unitholders (other than holders of preferred units), *pro rata*, and 48.1% to our general partner.

Our general partner will be entitled to cause the minimum quarterly distribution amount and the target distribution levels to be reset on more than one occasion, provided that it may not make a reset election except at a time when it has received incentive distributions for the prior four consecutive fiscal quarters based on the highest level of incentive distributions that it is entitled to receive under our Partnership Agreement.

### **Distributions From Capital Surplus**

***How Distributions from Capital Surplus Will Be Made.*** Our Partnership Agreement requires that we make distributions of available cash from capital surplus, if any, in the following manner, after payment of distributions on our preferred units:

- *first*, 99.9% to all unitholders (other than holders of preferred units), *pro rata*, and 0.1% to our general partner, until we distribute for each Common Unit that was issued in our initial public offering, an amount of available cash from capital surplus equal to the initial public offering price in our initial public offering; and
- *thereafter*, as if they were from operating surplus.

The preceding paragraph assumes that our general partner maintains its 0.1% general partner interest and that we do not issue additional classes of equity interests.

***Effect of a Distribution from Capital Surplus.*** Our Partnership Agreement treats a distribution of capital surplus as the repayment of the initial unit price from our initial public offering, which is a return of capital. The initial public

offering price less any distributions of capital surplus per unit is referred to as the “unrecovered initial unit price.” Each time a distribution of capital surplus is made, the minimum quarterly distribution and the target distribution levels will be reduced in the same proportion as the corresponding reduction in the unrecovered initial unit price. Because distributions of capital surplus will reduce the minimum quarterly distribution and target distribution levels after any of these distributions are made, it may be easier for our general partner to receive incentive distributions.

However, any distribution of capital surplus before the unrecovered initial unit price is reduced to zero cannot be applied to the payment of the minimum quarterly distribution.

Once we distribute capital surplus on a common unit issued in our initial public offering in an amount equal to the initial unit price, we will reduce the minimum quarterly distribution and the target distribution levels to zero. We will then make all future distributions from operating surplus, after payment of distributions on our preferred units, with 51.9% being paid to the unitholders (other than holders of preferred units), *pro rata*, and 48.1% to our general partner. The percentage interests shown for our general partner include its 0.1% general partner interest and assume our general partner has not transferred the incentive distribution rights.

### **Adjustment to the Minimum Quarterly Distribution and Target Distribution Levels**

In addition to adjusting the minimum quarterly distribution and target distribution levels to reflect a distribution of capital surplus, if we combine our units into fewer units or subdivide our units into a greater number of units, our Partnership Agreement specifies that the following items will be proportionately adjusted:

- the minimum quarterly distribution;
- the target distribution levels; and
- the unrecovered initial unit price as described below.

For example, if a two-for-one split of the units should occur, the minimum quarterly distribution, the target distribution levels and the unrecovered initial unit price would each be reduced to 50.0% of its initial level. Our Partnership Agreement provides that we do not make any adjustment by reason of the issuance of additional units for cash or property.

In addition, if as a result of a change in law or interpretation thereof, we or any of our subsidiaries is treated as an association taxable as a corporation or is otherwise subject to additional taxation as an entity for U.S. federal, state, local or non-U.S. income or withholding tax purposes, our general partner may, in its sole discretion, reduce the minimum quarterly distribution and the target distribution levels for each quarter by multiplying the minimum quarterly distribution and each target distribution level by a fraction, the numerator of which is available cash for that quarter (after deducting our general partner’s estimate of our additional aggregate liability for the quarter for such income and withholdings taxes payable by reason of such change in law or interpretation thereof) and the denominator of which is the sum of (i) available cash for that quarter, plus (ii) our general partner’s estimate of our additional aggregate liability for the quarter for such income and withholding taxes payable by reason of such change in law or interpretation thereof. To the extent that the actual tax liability differs from the estimated tax liability for any quarter, the difference will be accounted for in distributions with respect to subsequent quarters.

### **Distributions of Cash Upon Liquidation**

**General.** If we dissolve in accordance with our Partnership Agreement, we will sell or otherwise dispose of our assets in a process called liquidation.

We will first apply the proceeds of liquidation to the payment of our creditors. We will distribute any remaining proceeds to the unitholders and our general partner, in accordance with capital account balances, including any capital account balance attributable to the preferred unit liquidation preference, as adjusted to reflect any gain or loss

upon the sale or other disposition of our assets in liquidation. For additional information concerning the preferred unit liquidation preference, see “Description of Preferred Units.”

**Manner of Adjustments for Gain.** The manner of the adjustment for gain is set forth in our Partnership Agreement. Upon our liquidation, we will allocate any gain to our partners in the following manner:

- *first*, to our general partner to the extent of any negative balance in its capital account;
- *second*, 99.9% to the common unitholders, *pro rata*, and 0.1% to our general partner, until the capital account for each common unit is equal to the sum of:
  - the unrecovered initial unit price;
  - the amount of the minimum quarterly distribution for the quarter during which our liquidation occurs;
- *third*, 99.9% to all unitholders (other than holders of preferred units), *pro rata*, and 0.1% to our general partner, until we allocate under this paragraph an amount per unit equal to:
  - the sum of the excess of the first target distribution per unit over the minimum quarterly distribution per unit for each quarter of our existence; *less*
  - the cumulative amount per unit of any distributions of available cash from operating surplus in excess of the minimum quarterly distribution per unit that we distributed 99.9% to the unitholders, *pro rata*, and 0.1% to our general partner, for each quarter of our existence;
- *fourth*, 86.9% to all unitholders (other than holders of preferred units), *pro rata*, and 13.1% to our general partner, until we allocate under this paragraph an amount per unit equal to:
  - the sum of the excess of the second target distribution per unit over the first target distribution per unit for each quarter of our existence; *less*
  - the cumulative amount per unit of any distributions of available cash from operating surplus in excess of the first target distribution per unit that we distributed 86.9% to the unitholders, *pro rata*, and 13.1% to our general partner for each quarter of our existence;
- *fifth*, 76.9% to all unitholders (other than holders of preferred units), *pro rata*, and 23.1% to our general partner, until we allocate under this paragraph an amount per unit equal to:
  - the sum of the excess of the third target distribution per unit over the second target distribution per unit for each quarter of our existence; *less*
  - the cumulative amount per unit of any distributions of available cash from operating surplus in excess of the second target distribution per unit that we distributed 76.9% to the unitholders, *pro rata*, and 23.1% to our general partner for each quarter of our existence; and
- *thereafter*, 51.9% to all unitholders (other than holders of preferred units), *pro rata*, and 48.1% to our general partner.

The percentages set forth above for our general partner include its 0.1% general partner interest and assume our general partner has not transferred the incentive distribution rights and that we have not issued additional classes of equity interests.

**Manner of Adjustments for Losses.** Upon our liquidation, after making allocations of loss to the general partner and the unitholders in a manner

intended to offset in reverse order the allocations of gains that have previously been allocated, we will generally allocate any loss to our partners in the following manner:

- *first*, 99.9% to the holders of common units in proportion to the positive balances in their capital accounts and 0.1% to our general partner, until the capital accounts of the common unitholders have been reduced to zero;
- *second*, to the holders of preferred units in proportion to the positive balances on their capital accounts, until the capital accounts of the holders of preferred units have been reduced to zero; and
- *thereafter*, 100.0% to our general partner.

#### **Adjustments to Capital Accounts**

Our Partnership Agreement requires that we make adjustments to capital accounts upon the issuance of additional units. In this regard, our Partnership Agreement specifies that we allocate any unrealized and, for tax purposes, unrecognized gain resulting from the adjustments to the unitholders and the general partner in the same manner as we allocate gain upon liquidation. If we make positive adjustments to the capital accounts upon the issuance of additional units as a result of such gain, our Partnership Agreement requires that we generally allocate any negative adjustments to the capital accounts resulting from the issuance of additional units or upon our liquidation in a manner that results, to the extent possible, in the partners' capital account balances equaling the amount that they would have been if no earlier positive adjustments to the capital accounts had been made. By contrast to the allocations of gain, and except as provided above, we generally will allocate any unrealized and unrecognized loss resulting from the adjustments to capital accounts upon the issuance of additional units to the unitholders and our general partner based on their respective percentage ownership of us. In the event we make negative adjustments to the capital accounts as a result of such loss, future positive adjustments resulting from the issuance of additional units will be allocated in a manner designed to reverse the prior negative adjustments, and special allocations will be made upon liquidation in a manner designed to result, to the extent possible, in our unitholders' capital account balances equaling the amounts they would have been if no earlier adjustments for loss had been made.

## OUR PARTNERSHIP AGREEMENT

We have summarized below selected provisions of our Partnership Agreement. However, because this summary is not complete it is subject to and is qualified in its entirety by reference to our Partnership Agreement. We suggest that you read the complete text of our Partnership Agreement, which we have incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this exhibit is a part. The following provisions of our Partnership Agreement are summarized elsewhere in this exhibit: distributions of our available cash are described under “Cash Distribution Policy;” and rights of holders of Common Units and Preferred Units are described under “Description of Common Units” and “Description of Preferred Units.”

### Organization and Duration

Our partnership was organized in September 2010 and will have a perpetual existence.

### Purpose

Our purpose, as set forth in our Partnership Agreement, is limited to any business activity that is approved by our general partner and that lawfully may be conducted by a limited partnership organized under Delaware law; provided, that our general partner shall not cause us to engage, directly or indirectly, in any business activity that the general partner determines would be reasonably likely to cause us to be treated as an association taxable as a corporation or otherwise taxable as an entity for federal income tax purposes.

Although our general partner has the ability to cause us and our subsidiaries to engage in activities other than the businesses that we currently conduct, our general partner has no obligation to do so and may decline to do so free of any fiduciary duty or obligation whatsoever to us or the limited partners, including any duty to act in good faith or in the best interests of us or the limited partners. Our general partner is generally authorized to perform all acts it determines to be necessary or appropriate to carry out our purposes and to conduct our business.

### Cash Distributions

Our Partnership Agreement specifies the manner in which we will make cash distributions to holders of our Common Units, Preferred Units and other partnership securities as well as to our general partner in respect of its general partner interest and its incentive distribution rights. For a description of these cash distribution provisions, see “Our Cash Distribution Policy.”

### Capital Contributions

Unitholders are not obligated to make additional capital contributions, except as described below under “—Limited Liability.”

For a discussion of our general partner’s right to contribute capital to maintain its 0.1% general partner interest if we issue additional units, please read “—Issuance of Additional Partnership Interests.”

### Voting Rights

The following is a summary of the unitholder vote required for approval of the matters specified below. Matters that require the approval of a “Common Unit majority” require the approval of a majority of the Common Units, and matters that require the approval of either the Class B Preferred Units or Class C Preferred Units require the approval of two thirds of the applicable class of preferred units, voting separately as a class, with one vote per Class B or Class C Preferred Unit, as applicable.

In voting their Common Units, our general partner and its affiliates will have no fiduciary duty or obligation whatsoever to us or the limited partners, including any duty to act in good faith or in the best interests of us or the limited partners.

| Action  | Voting Right   |
|---|--|
| Issuance of additional units  | No approval right in respect of Common Unit issuances.<br><br>Approval of at least two thirds of each of the outstanding Class B Preferred Units and Class C Preferred Units, voting as a single class, and the consent of the Class D Preferred Unit Representative (defined below) is required for issuance of any senior securities. Approval of at least two thirds of each of the outstanding Class B Preferred Units and Class C Preferred Units, voting as a single class, is required for any issuance of parity securities if cumulative distributions payable on our then-outstanding parity securities are in arrears.  |
| Amendment of our Partnership Agreement  | Certain amendments may be made by our general partner without the approval of the unitholders. Other amendments generally require the approval of a Common Unit majority and/or two thirds of each of our outstanding Class B Preferred Units and Class C Preferred Units and/or the Class D Preferred Unit Representative (defined below). See “-Amendment of our Partnership Agreement.”   |
| Merger of our partnership or the sale of all or substantially all of our assets | Common Unit majority in certain circumstances. See “-Merger, Consolidation, Conversion, Sale or Other Disposition of Assets.”  |
| Dissolution of our partnership  | Common Unit majority. Please read “-Dissolution.”  |
| Continuation of our business upon dissolution                                   | Common Unit majority. Please read “-Dissolution.”  |
| Withdrawal of our general partner   | Prior to the first day of the first quarter beginning after May 17, 2021 (tenth anniversary of the closing date of our initial public offering), the approval of a Common Unit majority, excluding Common Units held by our general partner and its affiliates, is generally required for the withdrawal of our general partner. See “-Withdrawal or Removal of Our General Partner.”  |
| Removal of our general partner  | Not less than 66 2/3% of the outstanding units, including units held by our general partner and its affiliates. See “-Withdrawal or Removal of Our General Partner.”   |
| Transfer of our general partner interest  | Our general partner may transfer all, but not less than all, of its general partner interest in us without a vote of our unitholders to an affiliate or another person in connection with its merger or consolidation with or into, or sale of all or substantially all of its assets to, such person. The approval of a Common Unit majority, excluding Common Units held by our general partner and its affiliates, is required in other circumstances for a transfer of the general partner interest to a third party prior to the first day of the first quarter beginning after May 17, 2021 (tenth anniversary of the closing date of our initial public offering). See “-Transfer of General Partner Interest.” |
| Transfer of incentive distribution rights                                       | No approval rights after the first day of the first quarter beginning after May 17, 2021 (tenth anniversary of the closing date of our initial public offering) and limited approval rights prior to that time. See “-Transfer of Incentive Distribution Rights.”  |
| Transfer of ownership interests in our general partner                          | No approval required at any time. See “-Transfer of Ownership Interests in the General Partner.”   |

If any person or group other than our general partner and its affiliates acquires beneficial ownership of 20% or more of any class of units, that person or group loses voting rights on all of its units. This loss of voting rights does not apply to: (i) any person or group that acquired the units from our general partner or its affiliates; (ii) any person or group that acquired the units directly or indirectly from our general partner or its affiliates, provided that our general partner notifies such transferees that the limitation does not apply; (iii) any person or group that acquired 20% or more of any class of units with the prior approval of the general partner; or (iv) any holder of preferred units in connection with any vote, consent or approval of the holders of the preferred units as a separate class or together with any parity securities as a single class.

### **Applicable Law; Forum, Venue and Jurisdiction**

Our Partnership Agreement is governed by Delaware law. Our Partnership Agreement requires that any claims, suits, actions or proceedings:

- arising out of or relating in any way to our Partnership Agreement (including any claims, suits or actions to interpret, apply or enforce the provisions of our Partnership Agreement or the duties, obligations or liabilities among limited partners or of limited partners, or the rights or powers of, or restrictions on, the limited partners or us);
- brought in a derivative manner on our behalf;
- asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of us or our general partner, or owed by our general partner, to us or the limited partners;
- asserting a claim arising pursuant to any provision of the Delaware LP Act; and
- asserting a claim governed by the internal affairs doctrine shall be exclusively brought in the Court of Chancery of the State of Delaware, in each case regardless of whether such claims, suits, actions or proceedings sound in contract, tort, fraud or otherwise, are based on common law, statutory, equitable, legal or other grounds, or are derivative or direct claims.

By purchasing a Common Unit, a limited partner is irrevocably consenting to these limitations and provisions regarding claims, suits, actions or proceedings and submitting to the exclusive jurisdiction of the Court of Chancery of the State of Delaware in connection with any such claims, suits, actions or proceedings.

We believe these forum selection provisions will benefit us by providing increased consistency in the application of Delaware law for the specified types of actions and proceedings. However, such provisions may have the effect of discouraging lawsuits against our directors, officers, employees and agents.

In light of prior legal challenges of similar forum selection provisions in other companies' governing documents, a court could find that the forum selection provisions contained in our Partnership Agreement are inapplicable or unenforceable with respect to some particular claims, including with respect to claims arising under the federal securities laws. We believe that our limited partners will not be deemed, by operation of these forum selection provisions alone, to have waived, beyond what is legally permissible, any rights arising under the federal securities laws and the rules and regulations thereunder. However, we anticipate that these forum selection provisions should apply to the fullest extent permitted by applicable law to the types of actions and proceedings specified in those provisions, including, to the extent permitted by the federal securities laws, to lawsuits asserting both the above-specified claims and federal securities claims. The limitations imposed by applicable law would include those set forth in Section 27 of the Exchange Act, which provides: "The district courts of the United States ... shall have exclusive jurisdiction of violations of the Exchange Act or the rules and regulations thereunder, and of all suits in equity and actions at law brought to enforce any liability or duty created by the Exchange Act or the rules and regulations thereunder." Consequently, we anticipate that the forum selection provisions would not apply to actions

arising under the Exchange Act or the rules and regulations thereunder. However, Section 22 of the Securities Act provides for concurrent federal and state court jurisdiction over actions under the Securities Act and the rules and regulations thereunder, subject to a limited exception for certain “covered class actions” as defined in Section 16 of the Securities Act and interpreted by the courts. Accordingly, we believe that the forum selection provisions would apply to actions arising under the Securities Act or the rules and regulations thereunder, except to the extent a particular action fell within the exception for covered class actions.

### **Limited Liability**

Assuming that a limited partner does not participate in the control of our business within the meaning of the Delaware LP Act and that it otherwise acts in conformity with the provisions of our Partnership Agreement, the limited partner’s liability under the Delaware LP Act will be limited, subject to possible exceptions, to the amount of capital such limited partner is obligated to contribute to us for its common units plus its share of any undistributed profits and assets. However, if it were determined that the right, or exercise of the right, by the limited partners as a group:

- to remove or replace our general partner;
- to approve some amendments to our Partnership Agreement; or
- to take other action under our Partnership Agreement;

constituted “participation in the control” of our business for the purposes of the Delaware LP Act, then the limited partners could be held personally liable for our obligations under the laws of Delaware, to the same extent as our general partner. This liability would extend to persons who transact business with us under the reasonable belief that the limited partner is a general partner. Neither our Partnership Agreement nor the Delaware LP Act specifically provides for legal recourse against our general partner if a limited partner were to lose limited liability through any fault of our general partner. While this does not mean that a limited partner could not seek legal recourse, we know of no precedent for this type of a claim in Delaware case law.

Under the Delaware LP Act, a limited partnership may not make a distribution to a partner if, after the distribution, all liabilities of the limited partnership, other than liabilities to partners on account of their partnership interests and liabilities for which the recourse of creditors is limited to specific property of the partnership, would exceed the fair value of the assets of the limited partnership. Neither liabilities to partners on account of their partnership interests nor liabilities that are nonrecourse to the partnership are counted for purposes of determining whether a distribution is permitted. For the purpose of determining the fair value of the assets of a limited partnership, the Delaware LP Act provides that the fair value of property subject to liability for which recourse of creditors is limited shall be included in the assets of the limited partnership only to the extent that the fair value of that property exceeds the nonrecourse liability. The Delaware LP Act provides that a limited partner who receives a distribution and knew at the time of the distribution that the distribution was in violation of the Delaware LP Act shall be liable to the limited partnership for the amount of the distribution for three years. Under the Delaware LP Act, a substituted limited partner of a limited partnership is liable for the obligations of its assignor to make contributions to the partnership, except that such person is not obligated for liabilities unknown to it at the time it became a limited partner and that could not be ascertained from our Partnership Agreement.

Our subsidiaries conduct business in numerous states and we may have subsidiaries that conduct business in other states in the future. Maintenance of our limited liability as a member of the operating company may require compliance with legal requirements in the jurisdictions in which the operating company conducts business, including qualifying our subsidiaries to do business there.

Limitations on the liability of members or limited partners for the obligations of a limited liability company or limited partnership have not been clearly established in many jurisdictions. If, by virtue of our ownership interest in our operating company or otherwise, it were determined that we were conducting business in any state without compliance with the applicable limited partnership or limited liability company statute, or that the right or exercise of the right by the limited partners as a group to remove or replace our general partner, to approve some



amendments to our Partnership Agreement, or to take other action under our Partnership Agreement constituted “participation in the control” of our business for purposes of the statutes of any relevant jurisdiction, then the limited partners could be held personally liable for our obligations under the law of that jurisdiction to the same extent as our general partner under the circumstances. We will operate in a manner that our general partner considers reasonable and necessary or appropriate to preserve the limited liability of the limited partners.

### **Issuance of Additional Partnership Interests**

Our Partnership Agreement authorizes us to issue an unlimited number of additional partnership interests and options, rights, warrants and appreciation rights relating to partnership interests for the consideration and on the terms and conditions determined by our general partner without the approval of the unitholders, except as described herein.

We have and may continue to fund acquisitions through the issuance of additional Common Units or other partnership interests. Holders of any additional Common Units we issue will be entitled to share equally with the then-existing holders of Common Units in our distributions of available cash (subject to certain waivers of distributions that parties have or may agree to in the future). In addition, the issuance of additional Common Units or other partnership interests may dilute the value of the interests of the then-existing holders of Common Units in our net assets.

In accordance with Delaware law and the provisions of our Partnership Agreement, we may also issue additional partnership interests that, as determined by our general partner, may have special voting rights to which the Common Units are not entitled or may have other preferences, rights, powers and duties, which may be senior to existing classes and series of partnership interests. In addition, our Partnership Agreement does not prohibit our subsidiaries from issuing equity securities, which may effectively rank senior to the Common Units.

Approval of at least two thirds of each of the outstanding Class B Preferred Units and Class C Preferred Units, voting as a single class, and the consent of the Class D Preferred Unit Representative as defined in our Partnership Agreement, which represents our 400,000 Class D Preferred Units, representing limited partner interest, is required for issuance of any senior securities. Approval of at least two thirds of each of the outstanding Class B Preferred Units and Class C Preferred Units, voting as a single class, is required for any issuance of parity securities if cumulative distributions on our then-outstanding parity securities are in arrears. At all times, the consent of the Class D Preferred Unit Representative is required to issue parity securities unless we use the proceeds from an offering of parity securities to redeem a class or series of outstanding parity securities.

Upon issuance of additional partnership interests (other than the issuance of Common Units upon a reset of the incentive distribution rights) our general partner will be entitled, but not required, to make additional capital contributions to the extent necessary to maintain its 0.1% general partner interest in us. Our general partner’s 0.1% general partner interest in us will be reduced if we issue additional units in the future (other than in those circumstances described above) and our general partner does not contribute a proportionate amount of capital to us to maintain its 0.1% general partner interest. Moreover, our general partner will have the right, which it may from time to time assign in whole or in part to any of its affiliates or the beneficial owners thereof or any of their respective affiliates, to purchase Common Units or other partnership interests whenever, and on the same terms that, we issue those interests to persons other than our general partner and its affiliates and such beneficial owners, to the extent necessary to maintain the percentage interest of our general partner and its affiliates and such beneficial owners or any of their respective affiliates, including such interest represented by Common Units, that existed immediately prior to each issuance.

The holders of Common Units will not have preemptive rights under our Partnership Agreement to acquire additional Common Units or other partnership interests.

## **Amendment of the Partnership Agreement**

**General.** Amendments to our Partnership Agreement may be proposed only by or with the consent of our general partner. However, to the full extent permitted by law, our general partner will have no duty or obligation to propose any amendment and may decline to do so free of any fiduciary duty or obligation whatsoever to us or the limited partners, including any duty to act in good faith or in the best interests of us or the limited partners. To adopt a proposed amendment, other than the amendments discussed below, our general partner is required to seek written approval of the holders of the number of units required to approve the amendment or to call a meeting of the limited partners to consider and vote upon the proposed amendment. Except as described below, an amendment must be approved by a unit majority.

**Prohibited Amendments.** No amendment may be made that would:

- enlarge the obligations of any limited partner without its consent, unless approved by at least a majority of the type or class of limited partner interests so affected; or
- enlarge the obligations of, restrict, change or modify in any way any action by or rights of, or reduce in any way the amounts distributable, reimbursable or otherwise payable by us to our general partner or any of its affiliates without the consent of our general partner, which consent may be given or withheld at its option.

The provision of our Partnership Agreement preventing the amendments having the effects described in the clauses above can be amended upon the approval of the holders of at least 90.0% of the outstanding units (including units owned by our general partner and its affiliates).

Without the consent of (i) at least two thirds of the Class B Preferred Units or Class C Preferred Units, as applicable, or (ii) the Class D Preferred Unit Representative, as applicable, no amendment to our Partnership Agreement may be made that would:

- adversely alter or change the rights, powers, privileges or preferences or duties and obligations of the preferred units; or
- modify the terms of the preferred units.

**No Unitholder Approval.** Our general partner may generally make amendments to our Partnership Agreement without the approval of any limited partner to reflect:

- a change in our name, the location of our principal place of business, our registered agent or our registered office;
- the admission, substitution, withdrawal or removal of partners in accordance with our Partnership Agreement;
- a change that our general partner determines to be necessary or appropriate to qualify or continue our qualification as a limited partnership or a partnership in which the limited partners have limited liability under the laws of any state or to ensure that neither we nor any of our subsidiaries will be treated as an association taxable as a corporation or otherwise taxed as an entity for federal income tax purposes (to the extent not already so treated);
- an amendment that is necessary, in the opinion of our counsel, to prevent us or our general partner or its directors, officers, agents or trustees from in any manner being subjected to the provisions of the Investment Company Act of 1940, as amended, the Investment Advisers Act of 1940, as amended, or “plan asset” regulations adopted under the Employee Retirement Income Security Act of 1974, as

amended (“ERISA”), whether or not substantially similar to plan asset regulations currently applied or proposed;

- an amendment that our general partner determines to be necessary or appropriate in connection with the creation, authorization or issuance of additional partnership interests and options, rights, warrants and appreciation rights relating to the partnership interests;
- any amendment expressly permitted in our Partnership Agreement to be made by our general partner acting alone;
- an amendment effected, necessitated or contemplated by a merger agreement that has been approved under the terms of our Partnership Agreement;
- any amendment that our general partner determines to be necessary or appropriate for the formation by us of, or our investment in, any corporation, partnership, joint venture, limited liability company or other entity, as otherwise permitted by our Partnership Agreement;
- a change in our fiscal year or taxable year and related changes;
- conversions into, mergers with or conveyances to another limited liability entity that is newly formed and has no assets, liabilities or operations at the time of the conversion, merger or conveyance other than those it receives by way of the conversion, merger or conveyance; or
- any other amendments substantially similar to any of the matters described in the clauses above or the following paragraph.

Our general partner may also make amendments to our Partnership Agreement, without the approval of any limited partner, if our general partner determines that those amendments:

- do not adversely affect in any material respect the limited partners (or any particular class of limited partners);
- are necessary or appropriate to satisfy any requirements, conditions or guidelines contained in any opinion, directive, order, ruling or regulation of any federal or state agency or judicial authority or contained in any federal or state statute (including the Delaware LP Act);
- are necessary or appropriate to facilitate the trading of units or to comply with any rule, regulation, guideline or requirement of any securities exchange on which the units are or will be listed for trading;
- are necessary or appropriate for any action taken by our general partner relating to splits or combinations of partnership interests under the provisions of our Partnership Agreement; or
- are required to effect the intent of the provisions of our Partnership Agreement or are otherwise contemplated by our Partnership Agreement.

***Opinion of Counsel and Unitholder Approval.*** Our general partner will not be required to obtain an opinion of counsel that an amendment will not result in a loss of limited liability to the limited partners or result in our being treated as an entity for federal income tax purposes in connection with any of the amendments described above under “—No Unitholder Approval.” No other amendments to our Partnership Agreement will become effective without the approval of holders of at least 90.0% of the outstanding units voting as a single class unless we first obtain an opinion of counsel to the effect that the amendment will not affect the limited liability under applicable law of any of our limited partners.

In addition to the above restrictions, any amendment that would have a material adverse effect on the rights or preferences of any type or class of outstanding units in relation to other classes of units will require the approval of at least a majority of the type or class of units so affected. Any amendment that reduces the voting percentage required to take any action and any amendment which increases the voting percentage for the removal of our general partner or the calling of a special meeting must be approved by the affirmative vote of limited partners whose aggregate outstanding units constitute not less than the voting requirement sought to be reduced or increased, as applicable.

### **Merger, Consolidation, Conversion, Sale or Other Disposition of Assets**

A merger, consolidation or conversion of us requires the prior consent of our general partner. However, to the fullest extent permitted by law, our general partner will have no duty or obligation to consent to any merger, consolidation or conversion and may decline to do so free of any fiduciary duty or obligation whatsoever to us or the limited partners, including any duty to act in good faith or in the best interest of us or the limited partners.

In addition, our Partnership Agreement generally prohibits our general partner, without the prior approval of a unit majority, from causing us to sell, exchange or otherwise dispose of all or substantially all of our assets in a single transaction or a series of related transactions. Our general partner may, however, in our best interests, mortgage, pledge, hypothecate or grant a security interest in all or substantially all of our assets without such approval. Our general partner may also sell all or substantially all of our assets under a foreclosure or other realization upon those encumbrances without such approval. Finally, our general partner may consummate any merger without the prior approval of our unitholders if we are the surviving entity in the transaction, our general partner has received an opinion of counsel regarding limited liability and tax matters, the transaction would not result in an amendment to our Partnership Agreement (other than an amendment that the general partner could adopt without the consent of the limited partners), each of our units outstanding immediately prior to the transaction will be a substantially identical unit of our partnership following the transaction and the partnership interests to be issued do not exceed 20% of our outstanding partnership interests (other than the incentive distribution rights) immediately prior to the transaction.

If the conditions specified in our Partnership Agreement are satisfied, our general partner may convert us or any of our subsidiaries into a new limited liability entity or merge us or any of our subsidiaries into, or convey all of our assets to, a newly formed entity, if the sole purpose of that conversion, merger or conveyance is to effect a mere change in our legal form into another limited liability entity, our general partner has received an opinion of counsel regarding limited liability and tax matters and the governing instruments of the new entity provide the limited partners and our general partner with the same rights and obligations as contained in our Partnership Agreement.

Our unitholders are not entitled to dissenters' rights of appraisal under our Partnership Agreement or applicable Delaware law in the event of a conversion, merger or consolidation, a sale of substantially all of our assets or any other similar transaction or event.

### **Dissolution**

We will continue as a limited partnership until dissolved under our Partnership Agreement. We will dissolve upon:

- the election of our general partner to dissolve us, if approved by the holders of common units representing a common unit majority;
- there being no limited partners, unless we are continued without dissolution in accordance with applicable Delaware law;
- the entry of a decree of judicial dissolution of our partnership; or

- the withdrawal or removal of our general partner or any other event specified in our Partnership Agreement that results in its ceasing to be our general partner other than by reason of a transfer of its general partner interest in accordance with our Partnership Agreement or its withdrawal or removal following the approval and admission of a successor.

Upon a dissolution under the last clause above, the holders of a Common Unit majority may also elect, within specific time limitations, to continue our business on the same terms and conditions described in our Partnership Agreement by appointing as a successor general partner an entity approved by the holders of a Common Unit majority, subject to our receipt of an opinion of counsel to the effect that:

- the action would not result in the loss of limited liability under Delaware law of any limited partner; and
- neither our partnership nor any of our subsidiaries would be treated as an association taxable as a corporation or otherwise be taxable as an entity for federal income tax purposes upon the exercise of that right to continue (to the extent not already so treated or taxed).

### **Liquidation and Distribution of Proceeds**

Upon our dissolution, unless our business is continued, the liquidator authorized to wind up our affairs will, acting with all of the powers of our general partner that are necessary or appropriate, liquidate our assets and apply the proceeds of the liquidation as described in the Partnership Agreement. The liquidator may defer liquidation or distribution of our assets for a reasonable period of time or distribute assets to partners in kind if it determines that a sale would be impractical or would cause undue loss to our partners.

### **Withdrawal or Removal of Our General Partner**

Except as described below, our general partner has agreed not to withdraw voluntarily as our general partner prior to 11:59 p.m. Central Time on the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering) without obtaining the approval of a Common Unit majority, excluding Common Units held by our general partner and its affiliates, and furnishing an opinion of counsel regarding limited liability and tax matters. On or after 11:59 p.m. Central Time on the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering), our general partner may withdraw as general partner without first obtaining approval of any unitholder by giving 90 days' written notice, and that withdrawal will not constitute a violation of our Partnership Agreement.

Notwithstanding the information above, our general partner may withdraw without unitholder approval upon 90 days' notice to the limited partners if at least 50% of the outstanding Common Units are held or controlled by one person and its affiliates, other than our general partner and its affiliates. In addition, our Partnership Agreement permits our general partner, in some instances, to sell or otherwise transfer all of its general partner interest in us without the approval of the unitholders. See “—Transfer of General Partner Interest” and “—Transfer of Incentive Distribution Rights.”

Upon withdrawal of our general partner under any circumstances, other than as a result of a transfer by our general partner of all or a part of its general partner interest in us, the holders of a unit majority may select a successor to that withdrawing general partner to continue the business of the partnership. If a successor is not elected, or is elected but an opinion of counsel regarding limited liability and tax matters cannot be obtained, we will be dissolved, wound up and liquidated, unless within a specified period after that withdrawal, the holders of a unit majority agree in writing to continue our business and to appoint a successor general partner. Please read “—Dissolution.”

Our general partner may not be removed unless that removal is approved by the vote of the holders of not less than 66 2/3% of the outstanding units, voting together as a single class, including units held by our general partner and its affiliates, and we receive an opinion of counsel regarding limited liability and tax matters. Any removal of our general partner is also subject to the approval of a successor general partner by the vote of a unit majority (including

units held by our general partner and its affiliates). The ownership of more than 33 1/3% of the outstanding units by our general partner and its affiliates gives them the practical ability to prevent our general partner's removal.

In the event of the removal of our general partner under circumstances where cause exists or withdrawal of our general partner where that withdrawal violates our Partnership Agreement, a successor general partner will have the option to purchase the general partner interest and incentive distribution rights of the departing general partner for a cash payment equal to the fair market value of those interests. Under all other circumstances where our general partner withdraws or is removed by the limited partners, the departing general partner will have the option to require the successor general partner to purchase the general partner interest and the incentive distribution rights of the departing general partner or its affiliates for fair market value. In each case, this fair market value will be determined by agreement between the departing general partner and the successor general partner. If no agreement is reached, an independent investment banking firm or other independent expert selected by the departing general partner and the successor general partner will determine the fair market value. Or, if the departing general partner and the successor general partner cannot agree upon an expert, then an expert chosen by agreement of the experts selected by each of the departing general partner and the successor general partner will determine the fair market value.

If the option to purchase described above is not exercised by either the departing general partner or the successor general partner, the departing general partner's general partner interest and all of its or its affiliates' incentive distribution rights will automatically convert into common units equal to the preceding paragraph.

In addition, we will be required to reimburse the departing general partner for all amounts due the departing general partner, including, without limitation, all employee-related liabilities, including severance liabilities incurred as a result of the termination of any employees employed for our benefit by the departing general partner or its affiliates.

#### **Transfer of General Partner Interest**

Prior to the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering), except for transfer by our general partner of all, but not less than all, of its general partner interest to (i) an affiliate of our general partner (other than an individual) or (ii) another entity as part of the merger or consolidation of our general partner with or into another entity or the transfer by our general partner of all or substantially all of its assets to another entity, our general partner may not transfer all or any of its general partner interest to another person without the approval of a common unit majority, excluding common units held by our general partner and its affiliates. On or after the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering), our general partner may transfer all or any part of its general partner interest in us to another person without the approval of the unitholders. As a condition of this transfer, the transferee must, among other things, assume the rights and duties of our general partner, agree to be bound by the provisions of our Partnership Agreement and furnish an opinion of counsel regarding limited liability and tax matters.

Our general partner may, at any time, transfer common units to one or more persons, without unitholder approval.

#### **Transfer of Ownership Interests in the General Partner**

At any time, the owners of our general partner may sell or transfer all or part their ownership interests in our general partner to an affiliate or a third party without unitholder approval.

#### **Transfer of Incentive Distribution Rights**

Prior to the first day of the first quarter beginning after May 17, 2021 (the tenth anniversary of the closing date of our initial public offering), the consent of a unit majority (excluding common units held by our general partner and its affiliates) will be required to transfer the incentive distribution rights, except for transfers to an affiliate or to another person as part of our general partner's merger or consolidation, sale of all or substantially all of its assets, the sale of all of the ownership interests in our general partner, the pledge, encumbrance, hypothecation or mortgage of the incentive distribution rights in favor of a person providing bona-fide debt financing to such holder as security

or collateral for such debt financing and the transfer of incentive distribution rights in connection with exercise of any remedy of such person in connection therewith. After the expiration of this period, the incentive distribution rights may be freely transferred.

### **Change of Management Provisions**

Our Partnership Agreement contains specific provisions that are intended to discourage a person or group from attempting to remove NGL Energy Holdings LLC as our general partner or from otherwise changing our management. Please read “—Withdrawal or Removal of Our General Partner” for a discussion of certain consequences of the removal of our general partner. If any person or group, other than our general partner and its affiliates, acquires beneficial ownership of 20% or more of any class of units, that person or group loses voting rights on all of its units. This loss of voting rights does not apply in certain circumstances. Please read “—Meetings; Voting.”

### **Limited Call Right**

If at any time our general partner and its affiliates own more than 80% of the then-issued and outstanding limited partner interests of any class, our general partner will have the right, which it may assign in whole or in part to any of its affiliates or beneficial owners thereof or to us, to acquire for cash all, but not less than all, of the limited partner interests of the class held by unaffiliated persons as of a record date to be selected by our general partner, on at least 10 days’, but not more than 60 days’, notice. The purchase price in the event of this purchase is the greater of:

- the highest price paid by our general partner or any of its affiliates for any limited partner interests of the class purchased within the 90 days preceding the date on which our general partner first mails notice of its election to purchase those limited partner interests; and
- the average of the daily closing prices of the partnership securities of such class over the 20 consecutive trading days preceding the date three days before the date the notice is mailed.

As a result of our general partner’s right to purchase outstanding limited partner interests, a holder of limited partner interests may have its limited partner interests purchased at an undesirable time or a price that may be lower than market prices at various times prior to such purchase or lower than a unitholder may anticipate the market price to be in the future. The tax consequences to a unitholder of the exercise of this call right are the same as a sale by that unitholder of its Common Units in the market.

### **Non-Citizen Assignees; Redemption**

If our general partner, with the advice of counsel, determines we are subject to U.S. federal, state or local laws or regulations that, in the reasonable determination of our general partner, create a substantial risk of cancellation or forfeiture of any property that we have an interest in because of the nationality, citizenship or other related status of any limited partner, then our general partner may adopt such amendments to our Partnership Agreement as it determines necessary or advisable to:

- obtain proof of the nationality, citizenship or other related status of the limited partner or transferees (and their owners, to the extent relevant); and
- permit us to redeem the units held by any person whose nationality, citizenship or other related status creates substantial risk of cancellation or forfeiture of any property or who fails to comply with the procedures instituted by our general partner to obtain proof of the nationality, citizenship or other related status. The redemption price in the case of such a redemption will be the average of the daily closing prices per unit for the 20 consecutive trading days immediately prior to the date set for redemption.

## **Non-Taxpaying Assignees; Redemption**

If our general partner, with the advice of counsel, determines that our not being treated as an association taxable as a corporation or otherwise taxable as an entity for U.S. federal income tax purposes, coupled with the tax status (or lack of proof thereof) of one or more of our limited partners, has, or is reasonably likely to have, a material adverse effect on the maximum applicable rates chargeable to customers by us, then our general partner may adopt such amendments to our Partnership Agreement as it determines necessary or advisable to:

- obtain proof of the U.S. federal income tax status of the limited partner or transferees (and their owners, to the extent relevant); and
- permit us to redeem the units held by any person whose tax status has or is reasonably likely to have a material adverse effect on the maximum applicable rates or who fails to comply with the procedures instituted by our general partner to obtain proof of the U.S. federal income tax status. The redemption price in the case of such a redemption will be the average of the daily closing prices per unit for the 20 consecutive trading days immediately prior to the date set for redemption.

## **Meetings; Voting**

Except as described below regarding certain persons or groups owning 20% or more of any class of units then outstanding, record holders of units on the record date will be entitled to notice of, and to vote at, meetings of our limited partners and to act upon matters for which approvals may be solicited.

Our general partner does not anticipate that any meeting of our unitholders will be called in the foreseeable future.

Any action that is required or permitted to be taken by the unitholders may be taken either at a meeting of the unitholders or without a meeting, if consents in writing describing the action so taken are signed by holders of the number of units necessary to authorize or take that action at a meeting. Meetings of the unitholders may be called by our general partner or by unitholders owning at least 20% of the outstanding units of the class for which a meeting is proposed.

Unitholders may vote either in person or by proxy at meetings. The holders of a majority of the outstanding units of the class or classes for which a meeting has been called, represented in person or by proxy, will constitute a quorum, unless any action by the unitholders requires approval by holders of a greater percentage of the units, in which case the quorum will be the greater percentage.

Each record holder of a unit has a vote according to its percentage interest in us, although additional limited partner interests having special voting rights could be issued. See “—Issuance of Additional Partnership Interests.”

However, if at any time any person or group, other than those specified in “—Voting Rights,” acquires, in the aggregate, beneficial ownership of 20% or more of any class of units then outstanding, that person or group will lose voting rights on all of its units and the units may not be voted on any matter and will not be considered to be outstanding when sending notices of a meeting of unitholders, calculating required votes, determining the presence of a quorum or for other similar purposes.

Common Units held in nominee or street name account will be voted by the broker or other nominee in accordance with the instruction of the beneficial owner unless the arrangement between the beneficial owner and its nominee provides otherwise.

Any notice, demand, request, report or proxy material required or permitted to be given or made to record holders of Common Units under our Partnership Agreement will be delivered to the record holder by us or by the transfer agent.



## **Status as Limited Partner**

By transfer of common units in accordance with our Partnership Agreement, each transferee of common units shall be admitted as a limited partner with respect to the common units transferred when such transfer and admission are reflected in our books and records. Except as described under “—Limited Liability,” the Common Units will be fully paid, and unitholders will not be required to make additional contributions.

## **Indemnification**

Under our Partnership Agreement, in most circumstances, we will indemnify the following persons, to the fullest extent permitted by law, from and against all losses, claims, damages or similar events:

- our general partner;
- any departing general partner;
- any person who is or was an affiliate of our general partner or any departing general partner; any person who is or was an officer, director, manager, managing member, fiduciary or trustee of our partnership, our subsidiaries, or any entity described in the three bullet points above or any of their affiliates;
- any person who is or was serving, at the request of our general partner or any departing general partner or any of their respective affiliates, as a director, officer, manager, managing member, fiduciary or trustee of another person owing a fiduciary duty to us or our subsidiaries;
- any person who controls our general partner or any departing general partner; and
- any person designated by our general partner.

However, our Partnership Agreement provides that these persons will not be indemnified if there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that, with respect to the matter for which the person is seeking indemnification, the person acted in bad faith or engaged in fraud, willful misconduct or, in the case of a criminal matter, acted with knowledge that the person’s conduct was unlawful. Any indemnification under these provisions will only be out of our assets. Our general partner will not be personally liable for, or have any obligation to contribute or lend funds or assets to us to enable us to effectuate, indemnification. We may purchase insurance against liabilities asserted against and expenses incurred by persons for our activities, regardless of whether we would have the power to indemnify the person against liabilities under our Partnership Agreement.

## **Reimbursement of Expenses**

Our Partnership Agreement requires us to reimburse our general partner and its affiliates for all expenses they incur or payments they make on our behalf. These expenses include salary, bonus, incentive compensation and other amounts paid to persons who perform services for us or on our behalf and expenses allocated to our general partner by its affiliates. Our general partner is entitled to determine the expenses that are allocable to us and our subsidiaries.

## **Books and Reports**

Our general partner is required to keep appropriate books of our business at our principal offices. These books will be maintained for both tax and financial reporting purposes on an accrual basis. For tax purposes, our fiscal year is the calendar year. For fiscal reporting purposes, our fiscal year ends March 31st of each year.

We will furnish or make available to record holders of our common units, within 90 days after the close of each fiscal year, an annual report containing audited consolidated financial statements and a report on those consolidated financial statements by our independent public accountants. Except for our fourth quarter, we will also furnish or

make available summary financial information within 45 days after the close of each quarter. We will be deemed to have made any such report available if we file such report with the SEC or make the report available on a publicly available website which we maintain.

We will furnish each record holder with information reasonably required for federal and state tax reporting purposes within 90 days after the close of each calendar year. This information is expected to be furnished in summary form so that some complex calculations normally required of partners can be avoided. Our ability to furnish this summary information to our unitholders will depend on their cooperation in supplying us with specific information. Every unitholder will receive information to assist it in determining its federal and state tax liability and in filing its federal and state income tax returns, regardless of whether it supplies us with the necessary information.

### **Right to Inspect Our Books and Records**

Our Partnership Agreement provides that a limited partner can, for a purpose reasonably related to its interest as a limited partner, the reasonableness of which having been determined by our general partner, upon reasonable written demand stating the purpose of such demand and at such limited partner's own expense, have furnished to it:

- a current list of the name and last known address of each partner;
- a copy of our tax returns;
- information as to the amount of cash, and a description and statement of the agreed value of any other property or services, contributed or to be contributed by each partner and the date on which each partner became a partner;
- copies of our Partnership Agreement, our certificate of limited partnership and all amendments thereto;
- information regarding the status of our business and our financial condition; and
- any other information regarding our affairs as is just and reasonable.

To the full extent permitted by law, our general partner may, and intends to, keep confidential from the limited partners trade secrets or other information the disclosure of which our general partner believes is not in our best interests or could damage us or our business or that we are required by law or by agreements with third parties to keep confidential.

**AMENDMENT NO. 10 TO CREDIT AGREEMENT**

**AMENDMENT NO. 10 TO CREDIT AGREEMENT**, dated as of April 27, 2020 (this "**Amendment**"), to the Amended and Restated Credit Agreement dated as of February 14, 2017 (as amended by Amendment No. 1 to Credit Agreement dated as of March 31, 2017, Amendment No. 2 to Credit Agreement dated June 2, 2017, Amendment No. 3 to Credit Agreement dated February 5, 2018, Amendment No. 4 to Credit Agreement dated March 6, 2018, Amendment No. 5 to Credit Agreement dated May 24, 2018, Amendment No. 6 to Credit Agreement dated as of July 5, 2018, Amendment No. 7 to Credit Agreement dated as of February 6, 2019, Amendment No. 8 to Credit Agreement dated as of June 26, 2019, Amendment No. 9 dated as of October 30, 2019, and as otherwise amended, supplemented and modified from time to time, the "**Credit Agreement**") among NGL Energy Partners LP, a Delaware limited partnership ("**Parent**"), NGL Energy Operating LLC, a Delaware limited liability company ("**Borrowers' Agent**"), each subsidiary of the Parent identified as a "Borrower" under the Credit Agreement (together with the Borrowers' Agent, each, a "**Borrower**" and collectively, the "**Borrowers**"), each subsidiary of Parent identified as a "Guarantor" under the Credit Agreement (together with the Parent, each, a "**Guarantor**" and collectively, the "**Guarantors**") Deutsche Bank AG, New York Branch, as technical agent (in such capacity, together with its successors in such capacity, the "**Technical Agent**") and Deutsche Bank Trust Company Americas ("**DBTCA**"), as administrative agent for the Secured Parties (in such capacity, together with its successors in such capacity, the "**Administrative Agent**") and as collateral agent for the Secured Parties (as defined below) (in such capacity, together with its successors in such capacity, the "**Collateral Agent**") and each financial institution identified as a "Lender" or an "Issuing Bank" under the Credit Agreement (each, a "**Lender**" and together with the Technical Agent, the Administrative Agent and the Collateral Agent, the "**Secured Parties**").

RECITALS

WHEREAS, the Borrowers have requested certain amendments to the Credit Agreement; and

WHEREAS, the Lenders have agreed to amend the Credit Agreement solely upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the premises and the agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Defined Terms. Unless otherwise noted herein, terms defined in the Credit Agreement and used herein shall have the respective meanings given to them in the Credit Agreement.
2. Amendment to Section 2.15(a) (Letters of Credit) of the Credit Agreement. Clause (i) of Section 2.15(a) of the Credit Agreement is hereby amended by deleting the reference to "\$500,000,000" as it appears at the end of such clause and inserting in lieu thereof the following "the Total Working Capital Revolving Commitment".
3. Amendment to Section 6.17(b) (Risk Management Policy) of the Credit Agreement. Section 6.17(b) of the Credit Agreement is hereby amended by deleting Section 6.17(b) in its entirety and inserting in lieu thereof the following:
 

“(b) Keep the Risk Management Policy in full force and effect, and in accordance therewith, conduct its business in compliance with the Risk Management Policy, including ensuring that the Credit Parties’ Net Open Positions at no time exceed (i) 350,000 barrels or barrel equivalents of Crude Oil, (ii) 550,000 barrels of Natural Gas Liquids, and (iii) 150,000 barrels or barrel equivalents of Refined Petroleum Products and Renewable Products.”
4. Amendment to Schedule 1.1A (Revolving Credit Commitments) to the Credit Agreement. Schedule 1.1A of the Credit Agreement is hereby amended by deleting such Schedule in its entirety and inserting in lieu thereof the Schedule attached hereto as Exhibit A.
5. Representations and Warranties; No Default. To induce the Lenders to enter into this Amendment, each Credit Party that is a party hereto (by delivery of its respective counterpart to this Amendment) hereby (i) represents and warrants to the Administrative Agent and the Lenders that after giving effect to this Amendment, its representations and warranties contained in the Credit Agreement and other Loan Documents are true and correct in all material respects (except that any such representation or warranty that is qualified by materiality shall be true and correct in all respects as so qualified) on and as of the date hereof with the same effect as though made on and as of the date hereof, except to the extent such representations and warranties expressly

relate to an earlier date (in which case such representations and warranties were true and correct in all material respects as of such earlier date); (ii) represents and warrants to the Administrative Agent and the Lenders that it (x) has the requisite power and authority to make, deliver and perform this Amendment; (y) has taken all necessary corporate, limited liability company, limited partnership or other action to authorize its execution, delivery and performance of this Amendment, and (z) has duly executed and delivered this Amendment and (iii) certifies that no Default or Event of Default has occurred and is continuing under the Credit Agreement (after giving effect to this Amendment) or will result from the making of this Amendment.

6. Effectiveness of Amendments. This Amendment shall become effective upon the first date on which each of the following conditions has been satisfied:

(a) Amendment Documents. The Administrative Agent shall have received this Amendment, duly executed and delivered by (i) each of the Credit Parties, (ii) the Lenders constituting the Required Lenders and, (iii) with respect to each Lender increasing its Commitment to a Facility pursuant to this Amendment, such Lender;

(b) Proceedings and Documents. All corporate and other proceedings pertaining directly to this Amendment and all documents, instruments directly incident to this Amendment shall be satisfactory to the required Lenders and their respective counsel and the Technical Agent shall have received all such counterpart originals or certified or other copies of such documents as the Technical Agent may reasonably request, and

(c) Fees and Expenses. The Borrowers' Agent shall pay to the Administrative Agent the aggregate amount of the amendment fees due to the Lenders that return their counterparts to this Amendment prior to the deadline identified for such counterparts, which amendment fee shall be an amount, for each such Lender, equal to the product of (x) such Lender's Commitment, multiplied by (y) 2.5 basis points.

7. Limited Effect. Except as expressly provided hereby, all of the terms and provisions of the Credit Agreement and the other Loan Documents are and shall remain in full force and effect. The amendments contained herein shall not be construed as a waiver or amendment of any other provision of the Credit Agreement or the other Loan Documents or for any purpose, except as expressly set forth herein, or a consent to any further or future action on the part of any Credit Party that would require the waiver or consent of the Lenders. Upon the execution of this Agreement by each of the parties hereto, each reference in the Credit Agreement to "this Agreement," "hereunder," "hereof" or words of like import referring to the Credit Agreement and each reference in the other Loan Documents to "the Credit Agreement," "thereunder," "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement as modified hereby. This Amendment shall constitute a "Loan Document" for all purposes of the Credit Agreement and the other Loan Documents.

8. **GOVERNING LAW. THIS AMENDMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE SUBSTANTIVE LAW OF THE STATE OF NEW YORK.**

9. Counterparts. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same agreement, and any of the parties hereto may execute this Amendment by signing any such counterpart. Delivery of an executed counterpart hereof by facsimile, email transmission and electronic signatures shall have the same legal effect, validity and enforceability as a manually executed signature, as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act or any other similar State laws based on the Uniform Electronic Transactions Act.

10. Headings. Section or other headings contained in this Amendment are for reference purposes only and shall not in any way affect the meaning or interpretation of this Amendment.

11. Guarantor Acknowledgement. Each Guarantor party hereto hereby (i) consents to the modifications to the Credit Agreement contemplated by this Amendment, (ii) acknowledges and agrees that its guaranty pursuant to Section 10.18 of the Credit Agreement is, and shall remain, in full force and effect after giving effect to the Amendment, and (iii) reaffirms its grant of security under the Security Agreement to support the Secured Obligations.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

**BORROWERS' AGENT AND BORROWER:**

NGL ENERGY OPERATING LLC,  
a Delaware limited liability company

By: /s/ Robert W. Karlovich III  
Name: Robert W. Karlovich III  
Title: Chief Financial Officer and Executive Vice President

**PARENT:**

NGL ENERGY PARTNERS LP,  
a Delaware limited partnership, in its capacity as Parent and as Guarantor

By: /s/ Robert W. Karlovich III  
Name: Robert W. Karlovich III  
Title: Chief Financial Officer and Executive Vice President

*[Signature Page to Amendment No. 10 to Credit Agreement]*

**GUARANTORS:**

ANTICLINE DISPOSAL, LLC  
CENTENNIAL ENERGY, LLC  
CENTENNIAL GAS LIQUIDS ULC  
CHOYA OPERATING, LLC  
GRAND MESA PIPELINE, LLC  
NGL CRUDE CUSHING, LLC  
NGL CRUDE LOGISTICS, LLC  
NGL CRUDE TERMINALS, LLC  
NGL CRUDE TRANSPORTATION, LLC  
NGL ENERGY EQUIPMENT, LLC  
NGL ENERGY FINANCE CORP.  
NGL ENERGY HOLDINGS II, LLC  
NGL ENERGY LOGISTICS, LLC  
NGL ENERGY OPERATING LLC  
NGL ENERGY PARTNERS LP  
NGL LIQUIDS, LLC  
NGL MARINE, LLC  
NGL MILAN INVESTMENTS, LLC  
NGL SOUTH RANCH, INC.  
NGL SUPPLY TERMINAL COMPANY, LLC  
NGL SUPPLY WHOLESALE, LLC  
NGL WATER PIPELINES, LLC  
NGL WATER SOLUTIONS, LLC  
NGL WATER SOLUTIONS DJ, LLC  
NGL WATER SOLUTIONS EAGLE FORD, LLC  
NGL WATER SOLUTIONS - ORLA SWD, LLC  
NGL WATER SOLUTIONS PERMIAN, LLC  
TRANSMONTAIGNE LLC  
TRANSMONTAIGNE SERVICES LLC

By: /s/ Robert W. Karlovich III

Name: Robert W. Karlovich III

Title: Chief Financial Officer and Executive Vice President

[Signature Page to Amendment No. 10 to Credit Agreement]

**GUARANTORS (continued):**

HILLSTONE ENVIRONMENTAL PARTNERS, LLC  
GGCOF HEP BLOCKER, LLC  
GGCOF HEP BLOCKER II, LLC  
HEP INTERMEDIATE HOLDCO, LLC  
HEP INTERMEDIATE HOLDCO SUB, LLC  
HEP OPERATIONS HOLDINGS, LLC  
HEP OPERATIONS, LLC  
HEP SHALEWATER SOLUTIONS, LLC  
HILLSTONE DACO 76, LLC  
HILLSTONE DACO PERMIAN, LLC  
HILLSTONE PERMIAN PIPELINE, LLC  
HILLSTONE PERMIAN PIPELINE LOVING BR, LLC  
HILLSTONE PERMIAN POKER LAKE, LLC  
HILLSTONE PERMIAN RATTLESNAKE, LLC  
HILLSTONE PERMIAN REAGAN, LLC  
HILLSTONE PERMIAN SHULTZ, LLC  
HILLSTONE PERMIAN ST. LUCIA, LLC  
HILLSTONE PERMIAN ADAMS, LLC  
HILLSTONE PERMIAN HAMILTON, LLC  
SAND LAKE MIDSTREAM, LLC  
HILLSTONE PERMIAN ARTHUR, LLC  
HILLSTONE PERMIAN CLEVELAND, LLC  
HILLSTONE PERMIAN GARFIELD, LLC  
HILLSTONE PERMIAN HAYES, LLC  
HILLSTONE PERMIAN HARRISON, LLC  
HILLSTONE PERMIAN KNOX, LLC  
HILLSTONE PERMIAN MADISON, LLC  
HILLSTONE PERMIAN MCKINLEY, LLC  
HILLSTONE PERMIAN MONROE, LLC  
HILLSTONE PERMIAN ROOSEVELT, LLC  
HILLSTONE PERMIAN TAFT, LLC  
HILLSTONE PERMIAN WILSON, LLC  
LOVING FORTRESS, LLC  
RED ROCK MIDSTREAM, LLC  
DACO PERMIAN 76, LLC  
HILLSTONE PERMIAN FORTRESS, LLC  
AWR DISPOSAL, LLC  
NGL DELAWARE BASIN HOLDINGS, LLC

By: /s/ Robert W. Karlovich III

Name: Robert W. Karlovich III

Title: Chief Financial Officer and Executive Vice President

[Signature Page to Amendment No. 10 to Credit Agreement]

**SECURED PARTIES:**

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Administrative Agent and as Collateral Agent

By: /s/ Shai Bandner  
Name: Shai Bandner  
Title: Director

By: /s/ Juan Martin  
Name: Juan Martin  
Title: Managing Director

DEUTSCHE BANK AG, NEW YORK BRANCH,  
as a Lender, as Swingline Lender, as an Issuing Bank and as Technical Agent

By: /s/ Shai Bandner  
Name: Shai Bandner  
Title: Director

By: /s/ Juan Martin  
Name: Juan Martin  
Title: Managing Director

*[Signature Page to Amendment No. 10 to Credit Agreement]*



ROYAL BANK OF CANADA,  
as a Lender

By: /s/ Jason S. York  
Name: Jason S. York  
Title: Authorized Signatory

TORONTO DOMINION BANK, NEW YORK BRANCH,  
as a Lender

By: /s/ Michael Boroweicki  
Name: Michael Boroweicki  
Title: Authorized Signatory

BNP PARIBAS,  
as a Lender and Issuing Bank

By:  
Name:  
Title:

By:  
Name:  
Title:

ABN AMRO CAPITAL USA LLC,  
as a Lender

By: /s/ Darrell Holley  
Name: Darrell Holley  
Title: Managing Director

By: /s/ Anna C. Ferreira  
Name: Anna C. Ferreira  
Title: Vice President

[Signature Page to Amendment No. 10 to Credit Agreement]

PNC BANK, NATIONAL ASSOCIATION  
as a Lender

By: /s/ Kyle T. Helfrich  
Name: Kyle T. Helfrich  
Title: Vice President

MIZUHO BANK, LTD.,  
as a Lender

By: /s/ Edward Sacks  
Name: Edward Sacks  
Title: Authorized Signatory

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as a Lender

By: /s/ Nathan Starr  
Name: Nathan Starr  
Title: Director

BARCLAYS BANK PLC,  
as a Lender

By: /s/ Sydney G. Dennis  
Name: Sydney G. Dennis  
Title: Director

UBS AG, STAMFORD BRANCH,  
as a Lender

By: /s/ Darlene Arias  
Name: Darlene Arias  
Title: Director

By: /s/ Anthony Joseph  
Name: Anthony Joseph  
Title: Associate Director

GOLDMAN SACHS BANK USA,  
as a Lender

By: /s/ Jamie Minieri  
Name: Jamie Minieri  
Title: Authorized Signatory

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,  
as a Lender

By:  
Name:  
Title:

By:  
Name:  
Title:

CITIZENS BANK, N.A.,  
as a Lender

By: /s/ Scott Donaldson  
Name: Scott Donaldson  
Title: Senior Vice President

JPMORGAN CHASE BANK, N.A.,  
as a Lender

By: /s/ Stephanie Balette  
Name: Stephanie Balette  
Title: Authorized Officer

RAYMOND JAMES BANK, N.A.,  
as a Lender

By:  
Name:  
Title:

BBVA USA,  
as a Lender

By: /s/ Mark H. Wolf  
Name: Mark H. Wolf  
Title: Senior Vice President

BANC OF AMERICA CREDIT PRODUCTS, INC.,  
as a Lender

By:  
Name:  
Title:

By:  
Name:  
Title:

MACQUARIE BANK LIMITED,  
as a Lender

By:  
Name:  
Title:

By:  
Name:  
Title:

[Signature Page to Amendment No. 10 to Credit Agreement]

**SCHEDULE 1.1A**  
**REVOLVING CREDIT COMMITMENTS**

| <b>Lender</b>                             | <b>Working Capital<br/>Commitment Amount</b> | <b>Acquisition<br/>Commitment Amount</b> | <b>Total<br/>Commitment Amount</b> | <b>Percentage</b> |
|---|--|--|------------------------------------|-------------------|
| Deutsche Bank AG, New York Branch         | \$ 29,943,668.59                             | \$ 172,556,331.41                        | \$ 202,500,000.00                  | 10.5744%          |
| Royal Bank of Canada                      | \$ 29,943,668.59                             | \$ 172,556,331.41                        | \$ 202,500,000.00                  | 10.5744%          |
| Toronto-Dominion Bank, New York<br>Branch | \$ 24,398,544.78                             | \$ 140,601,455.22                        | \$ 165,000,000.00                  | 8.6162%           |
| BNP Paribas                               | \$ 46,482,127.84                             | \$ 93,517,872.16                         | \$ 140,000,000.00                  | 7.3107%           |
| ABN AMRO Capital USA LLC                  | \$ 19,223,095.88                             | \$ 110,776,904.12                        | \$ 130,000,000.00                  | 6.7885%           |
| PNC Bank, National Association            | \$ 18,483,746.04                             | \$ 106,516,253.96                        | \$ 125,000,000.00                  | 6.5274%           |
| Mizuho Bank Ltd.                          | \$ 18,483,746.04                             | \$ 106,516,253.96                        | \$ 125,000,000.00                  | 6.5274%           |
| Wells Fargo Bank, N.A.                    | \$ 18,483,746.04                             | \$ 106,516,253.96                        | \$ 125,000,000.00                  | 6.5274%           |
| Barclays Bank PLC                         | \$ 18,483,746.04                             | \$ 106,516,253.96                        | \$ 125,000,000.00                  | 6.5274%           |
| UBS AG, Stamford Branch                   | \$ 13,751,907.06                             | \$ 79,248,092.94                         | \$ 93,000,000.00                   | 4.8564%           |
| Goldman Sachs Bank USA                    | \$ 13,308,297.15                             | \$ 76,691,702.85                         | \$ 90,000,000.00                   | 4.6997%           |
| Credit Suisse AG, Cayman Island<br>Branch | \$ 29,881,367.90                             | \$ 60,118,632.10                         | \$ 90,000,000.00                   | 4.6997%           |
| Citizens Bank, N.A.                       | \$ 11,090,247.63                             | \$ 63,909,752.37                         | \$ 75,000,000.00                   | 3.9164%           |
| JPMorgan Chase Bank, N.A.                 | \$ 11,090,247.63                             | \$ 63,909,752.37                         | \$ 75,000,000.00                   | 3.9164%           |
| Raymond James Bank, N.A.                  | \$ 16,600,759.94                             | \$ 33,399,240.06                         | \$ 50,000,000.00                   | 2.6110%           |
| BBVA USA                                  | \$ 7,393,498.41                              | \$ 42,606,501.59                         | \$ 50,000,000.00                   | 2.6110%           |
| Banc of America Credit Products, Inc.     | \$ 16,317,280.45                             | \$ 15,682,719.55                         | \$ 32,000,000.00                   | 1.6710%           |
| Macquarie Bank Limited                    | \$ 6,640,303.99                              | \$ 13,359,696.01                         | \$ 20,000,000.00                   | 1.0444%           |
| <b>TOTALS</b>                             | \$ 350,000,000.00                            | \$ 1,565,000,000.00                      | \$ 1,915,000,000.00                | 100.0000%         |

## LIST OF SUBSIDIARIES OF NGL ENERGY PARTNERS LP

| Subsidiary                                | Jurisdiction of Organization |
|---|------------------------------|
| Accelerated Water Resources, LLC (1)      | Delaware                     |
| AntiCline Disposal, LLC                   | Wyoming                      |
| AWR Disposal, LLC                         | Delaware                     |
| B&D Water, LLC (2)                        | New Mexico                   |
| Centennial Energy, LLC                    | Colorado                     |
| Centennial Gas Liquids ULC                | Alberta                      |
| Choya Operating, LLC                      | Texas                        |
| DACO Permian 76, LLC                      | Texas                        |
| Disposals Operating, LLC                  | Delaware                     |
| GGCOF HEP Blocker, LLC                    | Delaware                     |
| GGCOF HEP Blocker II, LLC                 | Delaware                     |
| Grand Mesa Pipeline, LLC                  | Delaware                     |
| GSR Northeast Terminals LLC               | Delaware                     |
| HEP Hidden Bench Holdco, LLC (3)          | Delaware                     |
| HEP Intermediate Holdco, LLC              | Delaware                     |
| HEP Intermediate Holdco Sub, LLC          | Delaware                     |
| HEP Operations Holdings, LLC              | Delaware                     |
| HEP Operations, LLC                       | Delaware                     |
| HEP Shalewater Solutions, LLC             | Delaware                     |
| Hillstone DACO 76, LLC                    | Delaware                     |
| Hillstone DACO Permian, LLC               | Delaware                     |
| Hillstone Environmental Partners, LLC     | Delaware                     |
| Hillstone Permian Adams, LLC              | Delaware                     |
| Hillstone Permian Arthur, LLC             | Delaware                     |
| Hillstone Permian Cleveland, LLC          | Delaware                     |
| Hillstone Permian Fortress, LLC           | Texas                        |
| Hillstone Permian Garfield, LLC           | Delaware                     |
| Hillstone Permian Hamilton, LLC           | Delaware                     |
| Hillstone Permian Harrison, LLC           | Delaware                     |
| Hillstone Permian Hayes, LLC              | Delaware                     |
| Hillstone Permian Knox, LLC               | Delaware                     |
| Hillstone Permian Madison, LLC            | Delaware                     |
| Hillstone Permian McKinley, LLC           | Delaware                     |
| Hillstone Permian Monroe, LLC             | Delaware                     |
| Hillstone Permian Pipeline, LLC           | Delaware                     |
| Hillstone Permian Pipeline Loving BR, LLC | Delaware                     |
| Hillstone Permian Poker Lake, LLC         | Delaware                     |
| Hillstone Permian Rattlesnake, LLC        | Delaware                     |
| Hillstone Permian Reagan, LLC             | Delaware                     |
| Hillstone Permian Roosevelt, LLC          | Delaware                     |
| Hillstone Permian Shultz, LLC             | Delaware                     |
| Hillstone Permian St. Lucia, LLC          | Delaware                     |
| Hillstone Permian Taft, LLC               | Delaware                     |
| Hillstone Permian Wilson, LLC             | Delaware                     |
| Indigo Injection #3-1, LLC (4)            | Delaware                     |
| KAIR2014, LLC (5)                         | Oklahoma                     |
| Loving Fortress, LLC                      | Texas                        |
| Matagorda Bay Costa Azul Terminal, LLC    | Delaware                     |
| NGL Crude Cushing, LLC                    | Oklahoma                     |
| NGL Crude Logistics, LLC                  | Delaware                     |
| NGL Crude Terminals, LLC                  | Delaware                     |
| NGL Crude Transportation, LLC             | Colorado                     |
| NGL Delaware Basin Holdings, LLC          | Delaware                     |
| NGL Energy Equipment LLC                  | Colorado                     |

| <b>Subsidiary</b>                            | <b>Jurisdiction of Organization</b> |
|--|-------------------------------------|
| NGL Energy Finance Corp.                     | Delaware                            |
| NGL Energy GP LLC                            | Delaware                            |
| NGL Energy Holdings II, LLC                  | Delaware                            |
| NGL Energy Logistics, LLC                    | Delaware                            |
| NGL Energy Operating LLC                     | Delaware                            |
| NGL Energy Services, LLC (6)                 | Delaware                            |
| NGL Gateway Terminals, Inc.                  | Ontario                             |
| NGL Liquids, LLC                             | Delaware                            |
| NGL Marine, LLC                              | Texas                               |
| NGL Milan Investments, LLC                   | Colorado                            |
| NGL Recycling Services, LLC                  | Delaware                            |
| NGL South Ranch Holdings, LLC                | Texas                               |
| NGL South Ranch, Inc.                        | New Mexico                          |
| NGL Supply Terminal Company, LLC             | Delaware                            |
| NGL Supply Terminal Solution Mining, LLC (7) | Utah                                |
| NGL Supply Wholesale, LLC                    | Delaware                            |
| NGL TM LLC                                   | Delaware                            |
| NGL Waste Services, LLC                      | New Mexico                          |
| NGL Water Pipelines, LLC                     | Texas                               |
| NGL Water Solutions DJ, LLC                  | Colorado                            |
| NGL Water Solutions Eagle Ford, LLC          | Delaware                            |
| NGL Water Solutions, LLC                     | Colorado                            |
| NGL Water Solutions Orla-SWD, LLC            | Delaware                            |
| NGL Water Solutions Permian, LLC             | Colorado                            |
| Pine Tree Propane, LLC (8)                   | Maine                               |
| Red Rock Midstream, LLC                      | Delaware                            |
| Sand Lake Midstream, LLC                     | Delaware                            |
| Sawtooth Caverns, LLC (9)                    | Delaware                            |

(1) NGL Energy Partners LP owns a 50% member interest in Accelerated Water Resources, LLC.

(2) NGL Energy Partners LP owns a 50% member interest in B&D Water, LLC.

(3) NGL Energy Partners LP owns a 90% member interest in HEP Hidden Bench Holdco, LLC.

(4) NGL Energy Partners LP owns a 75% member interest in Indigo Injection #3-1, LLC.

(5) NGL Energy Partners LP owns a 50% member interest in KAIR2014, LLC.

(6) NGL Energy Partners LP owns an approximate 51% member interest in NGL Energy Services, LLC.

(7) NGL Energy Partners LP owns an approximate 71.5% member interest in NGL Supply Terminal Solution Mining, LLC.

(8) NGL Energy Partners LP owns a 50% member interest in Pine Tree Propane, LLC.

(9) NGL Energy Partners LP owns an approximate 71.5% member interest in Sawtooth Caverns, LLC.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated June 1, 2020, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of NGL Energy Partners LP on Form 10-K for the year ended March 31, 2020. We consent to the incorporation by reference of said reports in the Registration Statements of NGL Energy Partners LP on Forms S-3 (File No. 333-194035, File No. 333-214479, File No. 333-216079, and File No. 333-235736) and on Forms S-8 (File No. 333-227201 and File No. 333-234153).

/s/ GRANT THORNTON LLP

Tulsa, Oklahoma

June 1, 2020



## CERTIFICATION

I, H. Michael Krimbill, certify that:

1. I have reviewed this Annual Report on Form 10-K of NGL Energy Partners LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 1, 2020

/s/ H. Michael Krimbill

H. Michael Krimbill

Chief Executive Officer of NGL Energy Holdings LLC, the general partner of NGL Energy Partners LP

## CERTIFICATION

I, Robert W. Karlovich III, certify that:

1. I have reviewed this Annual Report on Form 10-K of NGL Energy Partners LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 1, 2020

/s/ Robert W. Karlovich III

Robert W. Karlovich III

Chief Financial Officer of NGL Energy Holdings LLC, the general partner  
of NGL Energy Partners LP

**CERTIFICATION  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of NGL Energy Partners LP (the "**Partnership**") on Form 10-K for the fiscal year ended March 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the "**Report**"), I, H. Michael Krimbill, Chief Executive Officer of NGL Energy Holdings LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("**Section 906**"), that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: June 1, 2020

/s/ H. Michael Krimbill

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H. Michael Krimbill

Chief Executive Officer of NGL Energy Holdings LLC, the general partner  
of NGL Energy Partners LP

This certification is being furnished solely pursuant to Section 906 and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION  
PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Annual Report of NGL Energy Partners LP (the “*Partnership*”) on Form 10-K for the fiscal year ended March 31, 2020 as filed with the Securities and Exchange Commission on the date hereof (the “*Report*”), I, Robert W. Karlovich III, Chief Financial Officer of NGL Energy Holdings LLC, the general partner of the Partnership, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“*Section 906*”), that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: June 1, 2020

/s/ Robert W. Karlovich III

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Robert W. Karlovich III

Chief Financial Officer of NGL Energy Holdings LLC, the general partner  
of NGL Energy Partners LP

This certification is being furnished solely pursuant to Section 906 and is not being filed as part of the Report or as a separate disclosure document.

A signed original of this written statement required by Section 906 has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.