

Edgar Filing: Summit Midstream Partners, LP - Form 10-Q/A

Summit Midstream Partners, LP  
Form 10-Q/A  
September 01, 2016

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

Form 10-Q  
(Amendment No. 2)  
(Mark One)

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

For the quarterly period ended March 31, 2016

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: 001-35666

Summit Midstream Partners, LP  
(Exact name of registrant as specified in its charter)  
Delaware 45-5200503  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

1790 Hughes Landing Blvd, Suite 500 77380  
The Woodlands, TX (Zip Code)  
(Address of principal executive offices)

(832) 413-4770  
(Registrant's telephone number, including area code)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).

Yes  No

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

Large  
accelerated  
Accelerated filer   
filer

Smaller reporting company   
filer

(Do  
not  
check

if  
a  
smaller  
reporting  
company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	As of April 30, 2016
Common Units	66,587,235 units
General Partner Units	1,354,700 units

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EXPLANATORY NOTE

The purpose of this Amendment No. 2 to our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 (the "Original Filing"), originally filed with the Securities and Exchange Commission ("SEC") on May 9, 2016 and as amended on July 22, 2016, is to include additional disclosure required in a footnote to our unaudited condensed consolidated financial statements under Rule 3-10 of Regulation S-X ("Rule 3-10") and to amend Item 4. Controls and Procedures to reflect an update to our conclusions on the effectiveness of disclosure controls and procedures as of March 31, 2016. The additional disclosure results from a change in our organizational structure following our March 2016 purchase of an interest in certain natural gas, crude oil and produced water gathering systems located in the Utica Shale, the Williston Basin and the DJ Basin, as well as ownership interests in a natural gas gathering system and a condensate stabilization facility, both located in the Utica Shale (the "2016 Drop Down"). The corresponding condensed consolidated financial information included herein was included in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016.

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements.

## SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES

## UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2016	December 31, 2015
	(In thousands)	
Assets		
Current assets:		
Cash and cash equivalents	\$13,087	\$21,793
Accounts receivable	49,550	89,581
Other current assets	2,887	3,573
Total current assets	65,524	114,947
Property, plant and equipment, net	1,833,765	1,812,783
Intangible assets, net	452,667	461,310
Goodwill	16,211	16,211
Investment in equity method investees	757,869	751,168
Other noncurrent assets	8,847	8,253
Total assets	\$3,134,883	\$3,164,672
Liabilities and Partners' Capital		
Current liabilities:		
Trade accounts payable	\$18,783	\$40,808
Due to affiliate	395	1,149
Deferred revenue	677	677
Ad valorem taxes payable	4,288	10,271
Accrued interest	7,733	17,483
Accrued environmental remediation	6,687	7,900
Other current liabilities	12,523	13,297
Total current liabilities	51,086	91,585
Long-term debt	1,312,158	1,267,270
Deferred purchase price obligation	514,890	—
Deferred revenue	46,959	45,486
Noncurrent accrued environmental remediation	5,764	5,764
Other noncurrent liabilities	7,440	7,268
Total liabilities	1,938,297	1,417,373
Commitments and contingencies (Note 15)		
Common limited partner capital (66,587 units issued and outstanding at March 31, 2016 and 42,063 units issued and outstanding at December 31, 2015)	1,155,650	744,977
Subordinated limited partner capital (0 units issued and outstanding at March 31, 2016 and 24,410 units issued and outstanding at December 31, 2015)	—	213,631
General partner interests (1,355 units issued and outstanding at March 31, 2016 and December 31, 2015)	29,631	25,634
Noncontrolling interest	11,305	—
Summit Investments' equity in contributed subsidiaries	—	763,057
Total partners' capital	1,196,586	1,747,299
Total liabilities and partners' capital	\$3,134,883	\$3,164,672
The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.		



SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three months ended March 31,	
	2016	2015
	(In thousands, except per-unit amounts)	
Revenues:		
Gathering services and related fees	\$78,100	\$68,440
Natural gas, NGLs and condensate sales	7,588	12,613
Other revenues	4,883	5,034
Total revenues	90,571	86,087
Costs and expenses:		
Cost of natural gas and NGLs	6,290	9,441
Operation and maintenance	25,842	22,791
General and administrative	12,879	11,599
Transaction costs	1,174	110
Depreciation and amortization	27,728	25,530
Gain on asset sales	(63 )	—
Total costs and expenses	73,850	69,471
Other income	22	1
Interest expense	(15,882 )	(14,904 )
Deferred purchase price obligation expense	(7,463 )	—
(Loss) income before income taxes	(6,602 )	1,713
Income tax benefit (expense)	77	(430 )
Income (loss) from equity method investees	2,860	(3,768 )
Net loss	\$(3,665 )	\$(2,485 )
Less:		
Net income (loss) attributable to Summit Investments	2,745	(4,152 )
Net income attributable to noncontrolling interest	44	—
Net (loss) income attributable to SMLP	(6,454 )	1,667
Less net (loss) income attributable to general partner, including IDRs	1,810	1,568
Net (loss) income attributable to limited partners	\$(8,264 )	\$99
(Loss) earnings per limited partner unit:		
Common unit – basic	\$(0.12 )	\$0.00
Common unit – diluted	\$(0.12 )	\$0.00
Subordinated unit – basic and diluted		\$0.00
Weighted-average limited partner units outstanding:		
Common units – basic	66,493	34,439
Common units – diluted	66,493	34,585
Subordinated units – basic and diluted		24,410

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL

	Partners' capital Limited partners			Summit Investments'	Total
	Common	Subordinated	General partner	equity in contributed subsidiaries	
	(In thousands)				
Partners' capital, January 1, 2015	\$ 649,060	\$ 293,153	\$ 24,676	\$ 863,792	\$ 1,830,681
Net income (loss)	58	41	1,568	(4,152 )	(2,485 )
Distributions to unitholders	(19,279 )	(13,670 )	(2,144 )	—	(35,093 )
Unit-based compensation	1,312	—	—	—	1,312
Tax withholdings on vested SMLP LTIP awards	(910 )	—	—	—	(910 )
Cash advance to Summit Investments from contributed subsidiaries, net	—	—	—	(14,468 )	(14,468 )
Expenses paid by Summit Investments on behalf of contributed subsidiaries	—	—	—	8,408	8,408
Capitalized interest allocated to contributed subsidiaries from Summit Investments	—	—	—	156	156
Capital expenditures paid by Summit Investments on behalf of contributed subsidiaries	—	—	—	—	—
Class B membership interest noncash compensation	—	—	—	251	251
Partners' capital, March 31, 2015	\$ 630,241	\$ 279,524	\$ 24,100	\$ 853,987	\$ 1,787,852

SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL  
 (continued)

	Partners' capital Limited partners			Noncontrolling interest	Summit Investments' equity in contributed subsidiaries	Total
	Common	Subordinated	General partner			
	(In thousands)					
Partners' capital, January 1, 2016	\$744,977	\$ 213,631	\$25,634	\$ —	\$ 763,057	\$1,747,299
Net (loss) income	(9,304 )	1,040	1,810	44	2,745	(3,665 )
Distributions to unitholders	(24,186 )	(14,034 )	(2,755 )	—	—	(40,975 )
Unit-based compensation	1,761	—	—	—	—	1,761
Tax withholdings on vested SMLP LTIP awards	(786 )	—	—	—	—	(786 )
Subordinated units conversion	200,637	(200,637 )	—	—	—	—
Purchase of 2016 Drop Down Assets	—	—	—	—	(867,427 )	(867,427 )
Establishment of noncontrolling interest	—	—	—	11,261	(11,261 )	—
Distribution of debt related to Carve-Out Financial Statements of Summit Investments	—	—	—	—	342,926	342,926
Excess of consideration paid and recognized over acquired carrying value of 2016 Drop Down Assets	242,486	—	4,942	—	(247,428 )	—
Cash advance from Summit Investments to contributed subsidiaries, net	—	—	—	—	12,214	12,214
Expenses paid by Summit Investments on behalf of contributed subsidiaries	—	—	—	—	4,821	4,821
Capitalized interest allocated from Summit Investments to contributed subsidiaries	—	—	—	—	223	223
Class B membership interest noncash compensation	65	—	—	—	130	195
Partners' capital, March 31, 2016	\$1,155,650	\$—	\$29,631	\$ 11,305	\$—	\$1,196,586

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.



SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Cash flows from operating activities:		
Net loss	\$(3,665)	\$(2,485)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	27,865	25,781
Amortization of deferred loan costs	905	1,108
Deferred purchase price obligation expense	7,463	—
Unit-based and noncash compensation	1,956	1,563
(Income) loss from equity method investees	(2,860)	3,768
Distributions from equity method investees	11,804	6,849
Gain on asset sales	(63)	—
Changes in operating assets and liabilities:		
Accounts receivable	40,031	41,780
Trade accounts payable	(817)	(1,575)
Due to affiliate	(754)	1,054
Change in deferred revenue	1,473	3,745
Ad valorem taxes payable	(5,982)	(5,097)
Accrued interest	(9,750)	(11,125)
Accrued environmental remediation	—	(13,719)
Other, net	(757)	(3,984)
Net cash provided by operating activities	66,849	47,663
Cash flows from investing activities:		
Capital expenditures	(61,326)	(49,470)
Contributions to equity method investees	(15,645)	(27,830)
Acquisitions of gathering systems from affiliate, net of acquired cash	(360,000)	(2,941)
Other, net	(377)	—
Net cash used in investing activities	(437,348)	(80,241)

SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (continued)

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Cash flows from financing activities:		
Distributions to unitholders	(40,975 )	(35,093 )
Borrowings under revolving credit facility	424,300	89,000
Repayments under revolving credit facility	(35,300 )	(26,000 )
Deferred loan costs	(2,413 )	(65 )
Cash advance from (to) Summit Investments to (from) contributed subsidiaries, net	12,214	(14,468 )
Expenses paid by Summit Investments on behalf of contributed subsidiaries	4,821	8,408
Other, net	(854 )	(1,056 )
Net cash provided by financing activities	361,793	20,726
Net change in cash and cash equivalents	(8,706 )	(11,852 )
Cash and cash equivalents, beginning of period	21,793	27,811
Cash and cash equivalents, end of period	\$13,087	\$15,959
Supplemental cash flow disclosures:		
Cash interest paid	\$25,164	\$25,464
Less capitalized interest	716	527
Interest paid (net of capitalized interest)	\$24,448	\$24,937
Cash paid for taxes	\$—	\$—
Noncash investing and financing activities:		
Capital expenditures in trade accounts payable (period-end accruals)	\$13,769	\$45,292
Issuance of deferred purchase price obligation to affiliate to partially fund the 2016 Drop Down	507,427	—
Capitalized interest allocated to contributed subsidiaries from Summit Investments	223	156
Excess of consideration paid and recognized over acquired carrying value of 2016 Drop Down Assets	247,428	—
Distribution of debt related to Carve-Out Financial Statements of Summit Investments (see Notes 2 and 9)	342,926	—

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION, BUSINESS OPERATIONS AND PRESENTATION AND CONSOLIDATION

Organization. Summit Midstream Partners, LP ("SMLP" or the "Partnership"), a Delaware limited partnership, was formed in May 2012 and began operations in October 2012 in connection with its initial public offering ("IPO") of common limited partner units. SMLP is a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of unconventional resource basins, primarily shale formations, in the continental United States. Our business activities are conducted through various operating subsidiaries, each of which is owned or controlled by our wholly owned subsidiary holding company, Summit Midstream Holdings, LLC ("Summit Holdings"), a Delaware limited liability company. References to the "Partnership," "we," or "our" refer collectively to SMLP and its subsidiaries.

Summit Midstream GP, LLC (the "general partner"), a Delaware limited liability company, manages our operations and activities. Summit Midstream Partners, LLC ("Summit Investments"), a Delaware limited liability company, is the ultimate owner of our general partner and has the right to appoint the entire board of directors of our general partner. Summit Investments is controlled by Energy Capital Partners II, LLC and its parallel and co-investment funds (collectively, "Energy Capital Partners" or our "Sponsor").

In addition to its 2% general partner interest in SMLP (including the incentive distribution rights ("IDRs") in respect of SMLP), Summit Investments has direct and indirect ownership interests in our common units. As of March 31, 2016, Summit Investments beneficially owned 29,854,581 SMLP common units.

Neither SMLP nor its subsidiaries have any employees. All of the personnel that conduct our business are employed by Summit Investments, but these individuals are sometimes referred to as our employees.

On February 25, 2016, the Partnership and Summit Midstream Partners Holdings, LLC ("SMP Holdings"), a wholly owned subsidiary of Summit Investments, entered into a contribution agreement (the "Contribution Agreement") pursuant to which SMP Holdings agreed to contribute to the Partnership substantially all of its limited partner interest in Summit Midstream OpCo, LP ("OpCo"), a Delaware limited partnership that owns (i) 100% of the issued and outstanding membership interests of Summit Midstream Utica, LLC ("Summit Utica"), Meadowlark Midstream Company, LLC ("Meadowlark Midstream") and Tioga Midstream, LLC ("Tioga Midstream" and collectively with Summit Utica and Meadowlark Midstream, the "Contributed Entities"), each a Delaware limited liability company, and (ii) a 40.0% ownership interest in each of Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (collectively with OpCo and the Contributed Entities, the "2016 Drop Down Assets") (the "2016 Drop Down"). The 2016 Drop Down closed on March 3, 2016. Subsequent to closing, SMP Holdings retained a 1.0% noncontrolling interest in OpCo, which is managed by Summit Midstream OpCo GP, LLC ("OpCo GP"), a Delaware limited liability company and a wholly owned subsidiary of Summit Holdings.

Business Operations. We provide natural gas gathering, treating and processing services as well as crude oil and produced water gathering services pursuant to primarily long-term and fee-based agreements with our customers. Our results are driven primarily by the volumes of natural gas that we gather, treat, compress and process as well as by the volumes of crude oil and produced water that we gather. Our gathering systems and the unconventional resource basins in which they operate are as follows:

Summit Utica, a natural gas gathering system operating in the Appalachian Basin, which includes the Utica and Point Pleasant shale formations in southeastern Ohio;

Bison Midstream, LLC ("Bison Midstream"), an associated natural gas gathering system, operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Polar Midstream, LLC ("Polar Midstream" or "Polar and Divide"), crude oil and produced water gathering systems and transmission pipelines located in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Tioga Midstream, crude oil, produced water and associated natural gas gathering systems, operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Grand River Gathering, LLC ("Grand River"), a natural gas gathering and processing system located in the Piceance Basin, which includes the Mesaverde formation and the Mancos and Niobrara shale formations in western Colorado and eastern Utah;



Niobrara Gathering and Processing ("Niobrara G&P"), an associated natural gas gathering and processing system operating in the Denver-Julesburg ("DJ") Basin, which includes the Niobrara and Codell shale formations in northeastern Colorado;

DFW Midstream Services LLC ("DFW Midstream"), a natural gas gathering system, operating in the Fort Worth Basin, which includes the Barnett Shale formation in north-central Texas; and

Mountaineer Midstream gathering system ("Mountaineer Midstream"), a natural gas gathering system, operating in the Appalachian Basin, which includes the Marcellus Shale formation in northern West Virginia.

Meadowlark Midstream is the legal entity which owns (i) certain crude oil and produced water gathering pipelines, which is managed and reported as part of the Polar and Divide system subsequent to the 2016 Drop Down and (ii) Niobrara G&P, which is managed and reported as part of the Grand River system subsequent to the 2016 Drop Down. Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (collectively, "Ohio Gathering") operate a natural gas gathering system and a condensate stabilization facility in the Appalachian Basin, which includes the Utica and Point Pleasant formations in southeastern Ohio.

**Presentation and Consolidation.** We prepare our unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These principles are established by the Financial Accounting Standards Board (the "FASB"). We make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet dates, including fair value measurements, the reported amounts of revenue and expense and the disclosure of contingencies. Although management believes these estimates are reasonable, actual results could differ from its estimates.

The unaudited condensed consolidated financial statements include the assets, liabilities and results of operations of SMLP and its subsidiaries. All intercompany transactions among the consolidated entities have been eliminated in consolidation. The financial position, results of operations and cash flows of acquired drop down assets, liabilities, expenses or entities that were carved out of entities held by Summit Investments and included herein have been derived from the accounting records of the respective Summit Investments' subsidiary on a carve-out basis (see Note 2).

These unaudited condensed consolidated financial statements have been prepared pursuant to the rules and the regulations of the Securities and Exchange Commission (the "SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations. We believe that the disclosures made are adequate to make the information not misleading. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments, including normal recurring accruals, which are necessary to fairly present the unaudited condensed consolidated balance sheet as of March 31, 2016, the unaudited condensed consolidated statements of operations, partners' capital and cash flows for the three-month periods ended March 31, 2016 and 2015. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto that are included in our annual report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 29, 2016 (the "2015 Annual Report"). The results of operations for an interim period are not necessarily indicative of results expected for a full year.

SMLP recognized its drop down acquisitions at Summit Investments' historical cost because the acquisitions were executed by entities under common control. The excess of Summit Investments' net investment over the purchase price paid and recognized for a contributed subsidiary is recognized as an addition to partners' capital, while the excess of purchase price paid and recognized over net investment is recognized as a reduction to partners' capital. Due to the common control aspect, we account for drop down transactions on an "as-if pooled" basis for the periods during which common control existed.

**Correction of Omission.** Subsequent to the initial issuance of the Partnership's March 31, 2016 unaudited condensed consolidated financial statements, management became aware of additional disclosures that should have been included therein in accordance with Rule 3-10 of Regulation S-X ("Rule 3-10"). As a result, we have corrected the omission of the condensed consolidating financial information required thereby in Note 17 using the amended guarantor structure described in Note 9.

**Reclassifications.** In the first quarter of 2016, we adopted Accounting Standards Update ("ASU") No. 2015-03 Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs ("ASU

2015-03"). As a result, we reclassified \$9.2 million of deferred loan costs from other noncurrent assets to long-term debt at December 31, 2015 (see Note 2).

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In 2015, we made certain reclassifications to conform to current presentation. We evaluated our historical classification of (i) gathering fee revenue associated with certain Bison Midstream percent-of-proceeds contracts and (ii) certain pass-through expenses also for Bison Midstream. As a result of this evaluation, we determined that certain amounts that had previously been recognized in cost of natural gas and NGLs would be more appropriately reflected as gathering services and related fees and other revenues to enhance reporting transparency. The impact of these reclassifications, which had no impact on net (loss) income, total partners' capital or segment adjusted EBITDA, follows.

	Three months ended March 31, 2015 (In thousands)
Gathering services and related fees	\$ 3,419
Other revenues	638
Net impact on total revenues	\$ 4,057
Cost of natural gas and NGLs	\$ 4,057
Net impact on cost of natural gas and NGLs and total costs and expenses	\$ 4,057

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Property, Plant, and Equipment.** We record property, plant, and equipment at historical cost of construction or fair value of the assets at acquisition. We capitalize expenditures that extend the useful life of an asset or enhance its productivity or efficiency from its original design over the expected remaining period of use. For maintenance and repairs that do not add capacity or extend the useful life of an asset, we recognize expenditures as an expense as incurred. We capitalize project costs incurred during construction, including interest on funds borrowed to finance the construction of facilities, as construction in progress. To the extent that Summit Investments incurs interest expense related to capital projects of assets that have been acquired by the Partnership, the associated interest expense is allocated to the drop down assets as a noncash equity contribution and capitalized into the basis of the asset. We record depreciation on a straight-line basis over an asset's estimated useful life. We base our estimates for useful life on various factors including age (in the case of acquired assets), manufacturing specifications, technological advances and historical data concerning useful lives of similar assets. Estimates of useful lives follow.

	Useful lives (In years)
Gathering and processing systems and related equipment	30
Other	4-15

Construction in progress is depreciated consistent with its applicable asset class once it is placed in service. Land and line fill are not depreciated.

We base an asset's carrying value on estimates, assumptions and judgments for useful life and salvage value. Upon sale, retirement or other disposal, we remove the carrying value of an asset and its accumulated depreciation from our balance sheet and recognize the related gain or loss, if any.

Accrued capital expenditures are reflected in trade accounts payable.

**Equity Method Investments.** We account for investments in which we exercise significant influence using the equity method so long as we (i) do not control the investee and (ii) are not the primary beneficiary. We recognize these investments in investment in equity method investees in the accompanying consolidated balance sheets. We recognize our proportionate share of net income or loss on a one-month lag.

We recognize an other-than-temporary impairment for losses in the value of equity method investees when evidence indicates that the carrying amount is no longer supportable. Evidence of a loss in value might include, but would not necessarily be limited to, absence of an ability to recover the carrying amount of the investment or inability of the

equity method investee to sustain an earnings capacity that would justify the carrying amount of the investment. A current fair value of an investment that is less than its carrying amount may indicate a loss in value of

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the investment. We evaluate our equity method investments whenever evidence exists that would indicate a need to assess the investment for potential impairment.

**Other Noncurrent Assets.** Other noncurrent assets primarily consist of external costs incurred in connection with the closing of our revolving credit facility and related amendments. We capitalize and then amortize these deferred loan costs over the life of the respective debt instrument. We recognize amortization of deferred loan costs in interest expense.

**Deferred Purchase Price Obligation Income or Expense.** We recognized a liability for the deferred purchase price obligation to reflect the expected value of the remaining consideration to be paid in 2020 for the acquisition of the 2016 Drop Down Assets. The calculation of the remaining consideration incorporates estimates of projected capital expenditures and Business Adjusted EBITDA. For balance sheet recognition purposes, we discount the remaining consideration using a commensurate risk-adjusted discount rate and recognize the change in present value in earnings in the period of change. The income or expense represents the change in present value, which comprises a time value of money concept as well as adjustments to projections and the expected value of the remaining consideration (see Note 16).

**Commitments and Contingencies.** We record accruals for loss contingencies when we determine that it is probable that a liability has been incurred and that such economic loss can be reasonably estimated. Such determinations are subject to interpretations of current facts and circumstances, forecasts of future events, and estimates of the financial impacts of such events. We record receivables for gain contingencies when they are realized.

**Noncontrolling Interest.** Noncontrolling interest represents the ownership interests of third-party entities in the net assets of our consolidated subsidiaries, including SMP Holdings' ownership interest in OpCo. For financial reporting purposes, we consolidate OpCo and its wholly owned subsidiaries with our wholly owned subsidiaries and SMP Holdings' interest is shown as noncontrolling interest in partners' capital. We reflect changes in our ownership of OpCo as adjustments to noncontrolling interest.

**Earnings or Loss Per Unit ("EPU").** We determine basic EPU by dividing the net income or loss that is attributed, in accordance with the net income and loss allocation provisions of our partnership agreement, to limited partners under the two-class method, after deducting (i) the 1% noncontrolling interest in OpCo (for periods subsequent to the 2016 Drop Down), (ii) any net income or loss of contributed subsidiaries that is attributable to Summit Investments, (iii) the general partner's 2% interest in net income or loss, and (iv) any payment of IDRs, by the weighted-average number of limited partner units outstanding. Diluted EPU reflects the potential dilution that could occur if securities or other agreements to issue common units, such as unit-based compensation, were exercised, settled or converted into common units and included in the weighted-average number of units outstanding. When it is determined that potential common units resulting from an award subject to performance or market conditions should be included in the diluted EPU calculation, the impact is reflected by applying the treasury stock method.

**Comprehensive Income or Loss.** Comprehensive income or loss is the same as net income or loss for all periods presented.

**Environmental Matters.** We are subject to various federal, state and local laws and regulations relating to the protection of the environment. Liabilities for loss contingencies, including environmental remediation costs, arising from claims, assessments, litigation, fines, and penalties and other sources are charged to expense when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. We accrue for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Such accruals are adjusted as further information develops or circumstances change. Recoveries of environmental remediation costs from other parties or insurers are recorded as assets when their receipt is deemed probable.

**Carve-Out Entities, Assets, Liabilities and Expenses.** For drop down transactions involving entities that were carved out of other entities, the majority of the assets and liabilities allocated to the carve-out entity are specifically identified based on the original entity's existing divisional organization. Goodwill is allocated to the carve-out entity based on initial purchase accounting estimates. Revenues and depreciation and amortization are specifically identified based on the relationship of the carve-out entity to the original entity's existing divisional structure. Operation and maintenance and general and administrative expenses are allocated to the carve-out entity based on volume throughput.

For drop down transactions involving assets, liabilities and expenses that were carved out of other entities, the majority of the assets and liabilities allocated to the carve-out are specifically identified based on the original entity's existing divisional organization. Depreciation and amortization are specifically identified based on the relationship of

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the carve-out entity to the original entity's existing divisional structure. General and administrative expenses are allocated to the carve-out entity based on an allocation of Summit Investments' consolidated expenses.

**Allocation of Certain Liabilities in Drop Downs.** For drop down transactions involving assets for which their development was funded with parent company debt which was replaced with bank borrowings or debt capital at the Partnership, we allocate a portion of that debt, net of deferred loan costs, to the drop down assets during the common control period. Interest expense is allocated and recognized during the common control period. Any outstanding debt balance or principal is included in the calculation of the excess or deficit of acquired carrying value over consideration paid and recognized.

**Recent Accounting Pronouncements.** Accounting standard setters frequently issue new or revised accounting rules. We review new pronouncements to determine the impact, if any, on our financial statements. Accounting standards that have or could possibly have a material effect on our financial statements are discussed below.

**Recently Adopted Accounting Pronouncements.** In April 2015, the FASB issued ASU 2015-03. Under ASU 2015-03, entities that have historically presented debt issuance costs as an asset, related to a recognized debt liability, will be required to present those costs as a direct deduction from the carrying amount of that debt liability. In August 2015, the FASB amended ASU 2015-03 to address the presentation and subsequent measurement of debt issuance costs related to line of credit ("LOC") arrangements. The amendment permits an entity to defer and present debt issuance costs as an asset and subsequently amortize deferred debt issuance costs ratably over the term of a LOC arrangement, regardless of whether there are outstanding borrowings under that LOC arrangement. This new standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. The January 2016 adoption of this update resulted in a reclassification from other noncurrent assets to long-term debt of the debt issuance costs associated with our senior notes (see Note 9). Debt issuance costs associated with the Partnership's revolving credit facility will remain in other noncurrent assets. This standard had no impact on interest expense, net income or loss, EPU or partners' capital.

**Accounting Pronouncements Pending Adoption.** We are currently in the process of evaluating the applicability and/or impact of the following accounting pronouncements:

ASU No. 2014-09 Revenue From Contracts With Customers (Topic 606) ("ASU 2014-09"). There has been no to our position regarding ASU 2014-09 during the first quarter of 2016. See Note 2 to the consolidated financial statements included in the 2015 Annual Report for additional information.

ASU No. 2016-02 Leases (Topic 842) ("ASU 2016-02"). ASU 2016-02 requires that lessees recognize all leases on the balance sheet, with the exception of short-term leases. A lease liability will be recorded for the obligation of a lessee to make lease payments arising from a lease. A right-of-use asset, will be recorded which represents the lessee's right to use, or to control the use of, a specified asset for a lease term. Under the new guidance, lessor accounting is largely unchanged. ASU 2016-02 is effective for public companies for fiscal years beginning after December 15, 2019, and requires the modified retrospective approach for transition.

ASU No. 2016-08 Revenue From Contracts With Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net) ("ASU No. 2016-08"). ASU No. 2016-08 does not change the core principle of Topic 606, rather it clarifies the implementation guidance on principal versus agent considerations. The effective date and transition for this update are the same as ASU 2014-09.

ASU No. 2016-09 Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). ASU 2016-09 simplifies several aspects for share-based payment award transactions, including income tax consequences, the liability or equity classification of awards and classification on the statement of cash flows. ASU 2016-09 is effective for public companies for fiscal years beginning after December 15, 2016. It does not specify a single transition approach, rather it specifies retrospective, modified retrospective and/or prospective transition approaches based on the aspect being applied.

ASU No. 2016-10 Revenue From Contracts With Customers (Topic 606): Identifying Performance Obligations and Licensing ("ASU No. 2016-10"). ASU No. 2016-10 clarifies the following two aspects of Topic 606 (i) identifying performance obligations and (ii) the licensing implementation guidance, while retaining the related principles for those areas. The effective date and transition for this update are the same as ASU 2014-09.

Recent accounting guidance not discussed above is not applicable, did not have, or is not expected to have a material impact on our financial statements. For additional information on new accounting pronouncements and



recent accounting guidance and their impact, if any, on our financial position or results of operations, see Note 2 of the notes to the consolidated financial statements included in the 2015 Annual Report.

### 3. SEGMENT INFORMATION

As of March 31, 2016, our reportable segments are:

- the Utica Shale, which includes our ownership interest in Ohio Gathering and also is served by Summit Utica;
- the Williston Basin, which is served by Bison Midstream, Polar and Divide and Tioga Midstream;
- the Piceance/DJ Basins, which is served by Grand River and Niobrara G&P;
- the Barnett Shale, which is served by DFW Midstream; and
- the Marcellus Shale, which is served by Mountaineer Midstream.

Each of our reportable segments provides midstream services in a specific geographic area. Our reportable segments reflect the way in which we internally report the financial information used to make decisions and allocate resources in connection with our operations.

As noted above, our investment in Ohio Gathering is included in the Utica Shale reportable segment. Segment assets for the Utica Shale includes the associated investment in equity method investees. Income or loss from equity method investees, as reflected on the statements of operations, solely relates to Ohio Gathering and is recognized and disclosed on a one-month lag (see Note 7). No other line items in the statements of operations or cash flows, as disclosed in the tables below, include results for our investment in Ohio.

Corporate represents those assets and liabilities and revenues and expenses that are not specifically attributable to a reportable segment, not individually reportable, or that have not been allocated to our reportable segments.

Assets by reportable segment follow.

	March 31, 2016	December 31, 2015
	(In thousands)	
Assets:		
Utica Shale (1)	\$922,717	\$886,223
Williston Basin	725,641	740,361
Piceance/DJ Basins	829,608	866,095
Barnett Shale	411,118	416,586
Marcellus Shale	232,017	233,116
Total reportable segment assets	3,121,101	3,142,381
Corporate	13,782	22,291
Total assets	\$3,134,883	\$3,164,672

(1) Represents the investment in equity method investees for Ohio Gathering (see Note 7) and total assets for Summit Utica.

Revenues by reportable segment follow.

	Three months ended March 31, 2016 2015 (In thousands)	
Revenues:		
Utica Shale	\$4,283	\$389
Williston Basin	30,008	23,066
Piceance/DJ Basins	28,993	30,894
Barnett Shale	20,402	23,897
Marcellus Shale	6,885	7,841
Total reportable segment revenues and total revenues	\$90,571	\$86,087

Counterparties accounting for more than 10% of total revenues were as follows:

Three  
months  
ended  
March 31,  
2016 2015

Percentage of total revenues:

Counterparty A - Piceance/DJ Basins \* 13%

\* Less than 10%

Depreciation and amortization, including the amortization expense associated with our favorable and unfavorable gas gathering contracts as reported in other revenues, by reportable segment follows.

	Three months ended March 31, 2016 2015 (In thousands)	
Depreciation and amortization:		
Utica Shale	\$844	\$139
Williston Basin	8,357	7,368
Piceance/DJ Basins	12,273	11,783
Barnett Shale	4,056	4,157
Marcellus Shale	2,219	2,168
Total reportable segment depreciation and amortization	27,749	25,615
Corporate	116	166
Total depreciation and amortization	\$27,865	\$25,781

Capital expenditures by reportable segment follow.

	Three months ended March 31, 2016 2015 (In thousands)	
Capital expenditures:		
Utica Shale	\$34,988	\$22,565
Williston Basin	18,034	18,310
Piceance/DJ Basins	5,824	6,808
Barnett Shale	563	893
Marcellus Shale	1,738	496
Total reportable segment capital expenditures	61,147	49,072
Corporate	179	398

Total capital expenditures	\$61,326	\$49,470
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We assess the performance of our reportable segments based on segment adjusted EBITDA. We define segment adjusted EBITDA as total revenues less total costs and expenses; plus (i) other income excluding interest income, (ii) our proportional adjusted EBITDA for equity method investees, (iii) depreciation and amortization, (iv) adjustments related to MVC shortfall payments, (v) impairments and (vi) other noncash expenses or losses, less other noncash income or gains. We define proportional adjusted EBITDA for our equity method investees as the product of total revenues less total expenses, plus amortization for deferred contract costs multiplied by our ownership interest in Ohio Gathering during the respective period.

Segment adjusted EBITDA by reportable segment follows.

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Reportable segment adjusted EBITDA:		
Utica Shale (1)	\$15,577	\$5,206
Williston Basin	19,719	10,975
Piceance/DJ Basins	24,817	28,702
Barnett Shale	14,077	16,760
Marcellus Shale	4,600	6,536
Total reportable segment adjusted EBITDA	\$78,790	\$68,179

(1) Includes our proportional share of adjusted EBITDA for Ohio Gathering and is reflected as the proportional adjusted EBITDA for equity method investees in the reconciliation of income or loss before income taxes to segment adjusted EBITDA.

A reconciliation of loss before income taxes to total reportable segment adjusted EBITDA follows.

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Reconciliation of Loss Before Income Taxes to Segment Adjusted EBITDA:		
Loss before income taxes	\$(6,602)	\$1,713
Add:		
Allocated corporate expenses	8,781	6,623
Interest expense	15,882	14,904
Deferred purchase price obligation expense	7,463	—
Depreciation and amortization	27,865	25,781
Proportional adjusted EBITDA for equity method investees	12,388	5,263
Adjustments related to MVC shortfall payments	11,142	12,333
Unit-based and noncash compensation	1,956	1,563
Loss on asset sales	—	—
Less:		
Interest income	22	1
Gain on asset sales	63	—
Total reportable segment adjusted EBITDA	\$78,790	\$68,179

Segment adjusted EBITDA excludes the effect of allocated corporate expenses, such as certain general and administrative expenses (including compensation-related expenses and professional services fees), transaction costs, interest expense, deferred purchase price obligation income or expense and income tax expense.

Adjustments related to MVC shortfall payments account for:

the net increases or decreases in deferred revenue for MVC shortfall payments and our inclusion of expected annual MVC shortfall payments. We include a proportional amount of these historical or expected MVC shortfall payments in each quarter prior to the quarter in which we actually





recognize the shortfall payment. These adjustments have not been billed to our customers and are not recognized in our unaudited condensed consolidated financial statements.

Adjustments related to MVC shortfall payments by reportable segment follow.

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Adjustments related to MVC shortfall payments:		
Williston Basin	\$3,536	\$2,653
Piceance/DJ Basins	7,517	9,903
Barnett Shale	89	(223 )
Total adjustments related to MVC shortfall payments	\$11,142	\$12,333

#### 4. PROPERTY, PLANT, AND EQUIPMENT, NET

Details on property, plant, and equipment follow.

	March 31, 2016	December 31, 2015
	(In thousands)	
Gathering and processing systems and related equipment	\$1,918,080	\$1,883,139
Construction in progress	77,596	75,132
Land and line fill	11,436	11,055
Other	32,931	32,427
Total	2,040,043	2,001,753
Less accumulated depreciation	206,278	188,970
Property, plant, and equipment, net	\$1,833,765	\$1,812,783

Depreciation expense and capitalized interest follow.

	Three months ended March 31,	
	2016	2015
	(In thousands)	
Depreciation expense	\$17,370	\$15,264
Capitalized interest	716	527

#### 5. AMORTIZING INTANGIBLE ASSETS AND UNFAVORABLE GAS GATHERING CONTRACT

Details regarding our intangible assets and the unfavorable gas gathering contract (included in other noncurrent liabilities), all of which are subject to amortization, follow.

	March 31, 2016			
	Useful lives (In years)	Gross carrying amount	Accumulated amortization	Net
		(Dollars in thousands)		
Favorable gas gathering contracts	18.7	\$24,195	\$(9,872 )	\$14,323
Contract intangibles	12.5	426,464	(119,906 )	306,558
Rights-of-way	26.1	152,195	(20,409 )	131,786
Total intangible assets		\$602,854	\$(150,187 )	\$452,667
Unfavorable gas gathering contract	10.0	\$10,962	\$(6,278 )	\$4,684



	December 31, 2015			
	Useful lives (In years)	Gross carrying amount  (Dollars in thousands)	Accumulated amortization	Net
Favorable gas gathering contracts	18.7	\$24,195	\$ (9,534 )	\$ 14,661
Contract intangibles	12.5	426,464	(111,052 )	315,412
Rights-of-way	26.3	150,143	(18,906 )	131,237
Total intangible assets		\$600,802	\$ (139,492 )	\$461,310

Unfavorable gas gathering contract 10.0 \$ 10,962 \$ (6,077 ) \$ 4,885

We recognized amortization expense in other revenues as follows:

Three months  
ended March  
31,  
2016 2015  
(In thousands)

Amortization expense – favorable gas gathering contracts \$(338) \$(426)

Amortization expense – unfavorable gas gathering contract 201 175

We recognized amortization expense in costs and expenses as follows:

Three months  
ended March  
31,  
2016 2015  
(In thousands)

Amortization expense – contract intangibles \$8,854 \$8,835

Amortization expense – rights-of-way 1,503 1,431

The estimated aggregate annual amortization expected to be recognized for the remainder of 2016 and each of the four succeeding fiscal years follows.

	Unfavorable	
	Intangible assets	gas gathering contract
	(In thousands)	
2016	\$32,500	\$ 729
2017	42,028	1,047
2018	41,482	1,035
2019	41,727	1,045
2020	44,373	828

## 6. GOODWILL

We evaluate goodwill for impairment annually on September 30 and whenever events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. There have been no impairments of goodwill during the three months ended March 31, 2016.

Fourth Quarter 2015 Goodwill Impairment. In the first quarter of 2016, we finalized our calculations of the fair values of the identified assets and liabilities in step two of the December 31, 2015 goodwill impairment testing for the Grand River and Polar and Divide reporting units. This process confirmed the preliminary goodwill impairments of \$45.5 million for Grand River and \$203.4 million for Polar and Divide that were recognized as of December 31, 2015.

Fair Value Measurement. Our impairment determinations, in the context of (i) our annual impairment evaluations and (ii) our other-than-annual impairment evaluations involved significant assumptions and judgments, as discussed in the

2015 Annual Report. Differing assumptions regarding any of these inputs could have a significant effect on the various valuations. As such, the fair value measurements utilized within these models are classified as non-

recurring Level 3 measurements in the fair value hierarchy because they are not observable from objective sources. Due to the volatility of the inputs used, we cannot predict the likelihood of any future impairment.

## 7. EQUITY METHOD INVESTMENTS

Ohio Gathering owns, operates and is currently developing midstream infrastructure consisting of a liquids-rich natural gas gathering system, a dry natural gas gathering system and a condensate stabilization facility in the Utica Shale Play in southeastern Ohio. Ohio Gathering provides gathering services pursuant to primarily long-term, fee-based gathering agreements, which include acreage dedications.

In January 2014, Summit Investments acquired a 1.0% ownership interest in Ohio Gathering from Blackhawk Midstream, LLC ("Blackhawk") for \$190.0 million. Concurrent with this acquisition, Summit Investments made an \$8.4 million capital contribution to Ohio Gathering to maintain its 1.0% ownership interest.

The ownership interest Summit Investments acquired from Blackhawk included an option to increase the holder's ownership interest in Ohio Gathering to 40.0% (the "Option"). In May 2014, Summit Investments exercised the Option to increase its ownership to 40.0% (the "Option Exercise") and made the following payments (i) \$326.6 million of capital contribution true-ups, (ii) \$50.4 million of additional capital contributions to maintain its 40.0% ownership interest, and (iii) \$5.1 million of management fee payments that were recognized as capital contributions in its Ohio Gathering capital accounts. Concurrent with and subsequent to the Option Exercise, the non-affiliated owners have retained their respective 60.0% ownership interest in Ohio Gathering (the "Non-affiliated Owners").

Summit Investments accounted for its initial ownership interests in Ohio Gathering under the cost method due to its ownership percentage and because it determined that it was not the primary beneficiary. Subsequent to the Option Exercise, Summit Investments accounted for its ownership interests in Ohio Gathering as equity method investments because it had joint control with the Non-affiliated Owners, which gave it significant influence. This shift from the cost method to the equity method required that Summit Investments retrospectively reflect its investment in Ohio Gathering and the associated results of operations as if it had been utilizing the equity method since the inception of its investment.

Summit Investments recognized the \$190.0 million that it paid to Blackhawk as an investment in Ohio Gathering at inception. In addition, Ohio Gathering had assigned a value of \$7.5 million to the Option, recognized it initially as an asset and concurrently attributed the value of the Option to Blackhawk's capital account. Upon acquiring Blackhawk's interest, the Option was reclassified from Blackhawk's capital account to Summit Investments' capital account in Ohio Gathering's records. Neither of these transactions involved a flow of funds to or from Ohio Gathering. As such, they created a basis difference between its recorded investment in equity method investees and that recognized and attributed to Summit Investments by Ohio Gathering. In accordance with the retrospective recognition triggered by the Option Exercise, in February 2014, Summit Investments began amortizing these basis differences over the weighted-average remaining life of the contracts underlying Ohio Gathering's operations. The impact of amortizing these two basis differences will result in a net decrease to its investment in equity method investees.

Subsequent to the Option Exercise, Summit Investments continued to make capital contributions to Ohio Gathering along with receiving distributions such that it maintained its 40.0% ownership interest through the 2016 Drop Down, at which point SMLP began making contributions and receiving distributions such that it maintained its 40.0% ownership interest through March 31, 2016.

A rollforward of the investment in equity method investees follows.

	2016	2015
	(In thousands)	
Investment in equity method investees, January 1	\$751,168	\$706,172
Cash contributions	15,645	27,830
Cash distributions	(11,804 )	(6,849 )
Income (loss) from equity method investees	6,198	(430 )
Amortization of basis difference in equity method investees	(3,338 )	(3,338 )
Investment in equity method investees, March 31	757,869	723,385
March cash contributions	(4,291 )	—
March cash distributions	4,816	1,884
Basis difference	(153,551 )	(166,903 )
Investment in equity method investees, net of basis difference, February 29, 2016 and February 28, 2015	\$604,843	\$558,366

The following table presents summarized balance sheet information for Ohio Gathering.

	February 29, 2016	February 28, 2015
	(In thousands)	
Total assets	\$1,513,668	\$1,427,142
Total liabilities	45,176	74,674
Members' equity	1,468,492	1,352,468

The following table presents summarized statements of operations information for Ohio Gathering for the three-month periods ended February 29, 2016 and February 28, 2015.

	Three months ended February 29, 2016	Three months ended February 28, 2015
	(In thousands)	
Total revenues	\$42,997	\$23,680
Total operating expenses	27,092	24,757
Net income (loss)	15,725	(1,077 )

## 8. DEFERRED REVENUE

A rollforward of current deferred revenue follows.

	W. Blount Bassett Bassett	Piceance/DJ Basins	Total current
	(In thousands)		
Current deferred revenue, January 1, 2016	\$—	\$ 677	\$ 677
Additions	—	2,722	2,722
Less revenue recognized	—	(2,722 )	(2,722)
Current deferred revenue, March 31, 2016	\$—	\$ 677	\$ 677

A rollforward of noncurrent deferred revenue follows.

	Williston Basin	Barnett Shale	Piceance/DJ Basins	Total noncurrent
	(In thousands)			
Noncurrent deferred revenue, January 1, 2016	\$29,002	\$	—\$ 16,484	\$ 45,486
Additions	235	—	1,238	1,473
Less revenue recognized	—	—	—	—
Noncurrent deferred revenue, March 31, 2016	\$29,237	\$	—\$ 17,722	\$ 46,959

As of March 31, 2016, accounts receivable included \$1.6 million of shortfall billings related to MVC arrangements that can be utilized to offset gathering fees in subsequent periods.

## 9. DEBT

Debt consisted of the following:

	March 31, 2016	December 31, 2015
	(In thousands)	
Summit Holdings variable rate senior secured revolving credit facility (3.19% at March 31, 2016 and 2.93% at December 31, 2015) due November 2018	\$721,000	\$344,000
SMP Holdings variable rate senior secured revolving credit facility (2.43% at December 31, 2015) (1)	—	115,000
SMP Holdings variable rate senior secured term loan (2.43% at December 31, 2015) (1)	—	217,500
Summit Holdings 5.50% Senior unsecured notes due August 2022	300,000	300,000
less unamortized deferred loan costs (2)	(3,981)	(4,139)
Summit Holdings 7.50% Senior unsecured notes due July 2021	300,000	300,000
less unamortized deferred loan costs (2)	(4,861)	(5,091)
Total long-term debt	\$1,312,158	\$1,267,270

(1) Debt was allocated to the 2016 Drop Down Assets prior to the closing of the 2016 Drop Down but was retained by Summit Investments after close.

(2) Issuance costs are being amortized over the life of the notes.

Revolving Credit Facility. We have a senior secured revolving credit facility which allows for revolving loans, letters of credit and swingline loans (the "revolving credit facility"). On February 25, 2016, we closed on an amendment to the revolving credit facility, which became effective concurrent with the March 3, 2016 closing of the 2016 Drop Down. In connection with this amendment, (i) the revolving credit facility's borrowing capacity increased from \$700.0 million to \$1.25 billion, (ii) a new investment basket allowing the Co-Issuers (as defined below) to buy back up to \$100.0 million of our outstanding senior unsecured notes was included, (iii) the total leverage ratio was increased to 5.50 to 1.0 through December 31, 2016 and (iv) various amendments were approved to facilitate the 2016 Drop Down. The revolving credit facility matures in November 2018 and includes a \$200.0 million accordion feature. It is secured by the membership interests of Summit Holdings and those of its subsidiaries. Substantially all of Summit Holdings' and its subsidiaries' assets are pledged as collateral under the revolving credit facility. As of March 31, 2016, the revolving credit facility, and Summit Holdings' obligations, were guaranteed by SMLP and each of its subsidiaries.

Following the 2016 Drop Down in March 2016, OpCo GP, OpCo, Summit Utica, Meadowlark Midstream and Tioga Midstream became subsidiary guarantors of the revolving credit facility and the Senior Notes (as defined below). On August 5, 2016, a consent and waiver agreement to the revolving credit facility was executed effective March 30, 2016 which removed the guarantees of OpCo, Summit Utica, Meadowlark Midstream and Tioga Midstream (collectively, the "Non-Guarantor Subsidiaries") from the revolving credit facility and concurrently, from the Senior Notes.



Borrowings under the revolving credit facility bear interest at the London Interbank Offered Rate ("LIBOR") or an Alternate Base Rate ("ABR") plus an applicable margin ranging from 0.75% to 1.75% for ABR borrowings and

1.75% to 2.75% for LIBOR borrowings, with the commitment fee ranging from 0.30% to 0.50% in each case based on our relative leverage at the time of determination. At March 31, 2016, the applicable margin under LIBOR borrowings was 2.75%, the interest rate was 3.19% and the unused portion of the revolving credit facility totaled \$529.0 million (subject to a commitment fee of 0.50%).

The revolving credit agreement contains affirmative and negative covenants customary for credit facilities of its size and nature that, among other things, limit or restrict the ability to: (i) incur additional debt; (ii) make investments; (iii) engage in certain mergers, consolidations, acquisitions or sales of assets; (iv) enter into swap agreements and power purchase agreements; (v) enter into leases that would cumulatively obligate payments in excess of \$30.0 million over any 12-month period; and (vi) prohibits the payment of distributions by Summit Holdings if a default then exists or would result therefrom, and otherwise limits the amount of distributions Summit Holdings can make. In addition, the revolving credit facility requires Summit Holdings to maintain a ratio of consolidated trailing 12-month earnings before interest, income taxes, depreciation and amortization ("EBITDA," as defined in the credit agreement) to net interest expense of not less than 2.5 to 1.0 (as defined in the credit agreement) and a ratio of total net indebtedness to consolidated trailing 12-month EBITDA of not more than 5.0 to 1.0, or not more than 5.5 to 1.0 for up to 270 days following certain acquisitions. Additionally, the total leverage ratio upper limit can be increased from 5.0 to 1.0 to 5.5 to 1.0 at our option, subject to the inclusion of a senior secured leverage ratio (senior secured net indebtedness to consolidated trailing 12-month EBITDA, as defined in the credit agreement) upper limit of 3.75 to 1.0.

As of March 31, 2016, we were in compliance with the revolving credit facility's covenants. There were no defaults or events of default during the three months ended March 31, 2016.

**Senior Notes.** In July 2014, Summit Holdings and its 100% owned finance subsidiary, Summit Midstream Finance Corp. ("Finance Corp.," and together with Summit Holdings, the "Co-Issuers"), co-issued \$300.0 million of 5.50% senior unsecured notes maturing August 15, 2022 (the "5.5% senior notes"). In June 2013, the Co-Issuers co-issued \$300.0 million of 7.50% senior unsecured notes maturing July 1, 2021 (the "7.5% senior notes").

Following execution of the August 2016 consent and waiver agreement noted above, Bison Midstream and its subsidiaries, Grand River and its subsidiary, DFW Midstream Services and OpCo GP (collectively, the "Guarantor Subsidiaries") and SMLP have fully and unconditionally and jointly and severally guaranteed the 5.5% senior notes and the 7.5% senior notes (collectively, the "Senior Notes")(see Note 17). Prior to execution of the consent and waiver agreement, the Senior Notes were guaranteed by SMLP and its then-subsiaries other than the Co-Issuers. At no time have the Senior Notes been guaranteed by the Co-Issuers. There are no significant restrictions on the ability of SMLP or Summit Holdings to obtain funds from its subsidiaries by dividend or loan. Finance Corp. has had no assets or operations since inception in 2013.

As of March 31, 2016, we were in compliance with the covenants of the Senior Notes. There were no defaults or events of default during the three months ended March 31, 2016.

## 10. FINANCIAL INSTRUMENTS

**Concentrations of Credit Risk.** Financial instruments that potentially subject us to concentrations of credit risk consist of cash and accounts receivable. We maintain our cash in bank deposit accounts that frequently exceed federally insured limits. We have not experienced any losses in such accounts and do not believe we are exposed to any significant risk.

Accounts receivable primarily comprise amounts due for the gathering, treating and processing services we provide to our customers and also the sale of natural gas liquids ("NGLs") resulting from our processing services. This industry concentration has the potential to impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic, industry or other conditions. We monitor the creditworthiness of our counterparties and can require letters of credit for receivables from counterparties that are judged to have substandard credit, unless the credit risk can otherwise be mitigated. Our top five customers or counterparties accounted for 49% of total accounts receivable at March 31, 2016, compared with 68% as of December 31, 2015.

**Fair Value.** The carrying amount of cash and cash equivalents, accounts receivable and trade accounts payable reported on the balance sheet approximates fair value due to their short-term maturities.

The deferred purchase price obligation's carrying value is its fair value because carrying value represents the present value of the payment expected to be made in 2020 (see Note 16 for additional information). Our calculation of the present value of the expected cash payment for the 2016 Drop Down Assets involved significant assumptions

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and judgments. Differing assumptions regarding any of these inputs could have a material effect on the cash payment and its present value. As such, its fair value measurement is classified as a non-recurring Level 3 measurement in the fair value hierarchy because our assumptions and judgments are not observable from objective sources (see Note 16). The roll-forward of the Level 3 liabilities measured at fair value on a recurring basis follows.

	Three months ended March 31, 2016	Three months ended March 31, 2015
	(In thousands)	
Level 3 liabilities, beginning of period	\$—	\$ —
Additions	507,427	—
Change in fair value	7,463	—
Level 3 liabilities, end of period	\$514,890	\$ —

A summary of the estimated fair value of our debt financial instruments follows.

	March 31, 2016		December 31, 2015	
	Carrying value	Estimated fair value (1)	Carrying value	Estimated fair value (1)
	(In thousands)			
Summit Holdings revolving credit facility	\$721,000	\$721,000	\$344,000	\$344,000
SMP Holdings revolving credit facility (2)	—	—	115,000	115,000
SMP Holdings term loan (2)	—	—	217,500	217,500
5.5% Senior notes (\$300.0 million principal)	296,019	213,000	295,861	224,000
7.5% Senior notes (\$300.0 million principal)	295,139	237,750	294,909	257,000

(1) All estimated fair value calculations are Level 2.

(2) Debt was allocated to the 2016 Drop Down Assets prior to the closing of the 2016 Drop Down but was retained by Summit Investments after close.

The outstanding balance on the revolving credit facility is its fair value due to its floating interest rate. The fair value for the senior notes is based on an average of nonbinding broker quotes as of March 31, 2016 and December 31, 2015. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value of the senior notes.

## 11. PARTNERS' CAPITAL

A rollforward of the number of common limited partner, subordinated limited partner and general partner units follows.

	Common	Subordinated	General partner	Total
Units, January 1, 2016	42,062,644	24,409,850	1,354,700	67,827,194
Net units issued under SMLP LTIP	114,741	—	—	114,741
Subordinated unit conversion	24,409,850	(24,409,850)	—	—
Units, March 31, 2016	66,587,235	—	1,354,700	67,941,935

Subordination. Prior to the end of the subordination period, the principal difference between our common units and subordinated units was that holders of the subordinated units were not entitled to receive any distribution of available cash until the common units had received the minimum quarterly distribution ("MQD") plus any arrearages in the payment of the MQD from prior quarters. The subordination period ended in conjunction with the February 2016 distribution payment in respect of the fourth quarter of 2015 and the then-outstanding subordinated units converted to

common units on a one-for-one basis.

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Noncontrolling Interest. We have recorded Summit Investments' retained ownership interest in OpCo and its subsidiaries as a noncontrolling interest in the consolidated financial statements.

Summit Investments' Equity in Contributed Subsidiaries. Summit Investments' equity in contributed subsidiaries represents its position in the net assets of the 2016 Drop Down Assets and Polar and Divide that have been acquired by SMLP. The balance also reflects net income or loss attributable to Summit Investments for the 2016 Drop Down Assets and Polar and Divide for the periods beginning on the dates they were acquired or formed by Summit Investments and ending on the dates they were acquired by the Partnership. During the three months ended March 31, 2016 and 2015, net income or loss was attributed to Summit Investments for:

the 2016 Drop Down Assets for the period from January 1, 2015 to March 3, 2016 and  
Polar and Divide for the period from January 1, 2015 to May 18, 2015.

Although included in partners' capital, any net income or loss attributable to Summit Investments is excluded from the calculation of EPU.

2016 Drop Down. On March 3, 2016, we acquired the 2016 Drop Down Assets from a subsidiary of Summit Investments. We paid cash consideration of \$360.0 million and recognized a deferred purchase price obligation of \$507.4 million in exchange for Summit Investments' \$1.11 billion net investment in the 2016 Drop Down Assets (see Note 15). We recognized a capital contribution from Summit Investments for the difference between (i) the cash consideration paid and the deferred purchase price obligation and (ii) Summit Investments' net investment in the 2016 Drop Down Assets.

The calculation of the capital distribution and its allocation to partners' capital follows (in thousands).

Summit Investments' net investment in the 2016 Drop Down Assets	\$771,929
SMP Holdings borrowings allocated to 2016 Drop Down Assets and retained by Summit Investments	342,926
Acquired carrying value of 2016 Drop Down Assets	\$1,114,855
Deferred purchase price obligation	\$507,427
Borrowings under revolving credit facility	360,000
Total consideration paid and recognized by SMLP	867,427
Excess of acquired carrying value over consideration paid and recognized	\$247,428
Allocation of capital contribution:	
General partner interest	\$4,942
Common limited partner interest	242,486
Partners' capital contribution – excess of acquired carrying value over consideration paid and recognized	\$247,428

Cash Distributions Paid and Declared. We paid the following per-unit distributions during the three months ended March 31:

	Three months ended March 31,	
	2016	2015

Per-unit distributions to unitholders	\$0.575	\$0.560
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On April 21, 2016, the board of directors of our general partner declared a distribution of \$0.575 per unit for the quarterly period ended March 31, 2016. This distribution, which totaled \$41.0 million, will be paid on May 13, 2016 to unitholders of record at the close of business on May 6, 2016. We allocated the May 2016 distribution using a 25% marginal percentage interest in accordance with the third target distribution level.

Incentive Distribution Rights. Our general partner also currently holds IDRs that entitle it to receive increasing percentage allocations, up to a maximum of 50.0%, of the cash we distribute from operating surplus in excess of \$0.46 per unit per quarter. Our payment of IDRs as reported in distributions to unitholders – general partner in the statement of partners' capital during the three months ended March 31 follow.



Three months  
ended March  
31,  
2016 2015  
(In thousands)

IDR payments \$1,935 \$1,442

For the purposes of calculating net income or loss attributable to general partner, the financial impact of IDRs is recognized in respect of the quarter for which the distributions were declared. For the purposes of calculating distributions to unitholders in the statements of partners' capital and cash flows, IDR payments are recognized in the quarter in which they are paid.

## 12. EARNINGS PER UNIT

The following table details the components of EPU.

	Three months ended March 31, 2016 2015 (In thousands, except per-unit amounts)	
Numerator for basic and diluted EPU:		
Allocation of net (loss) income among limited partner interests:		
Net (loss) income attributable to common units	\$ (8,264)	\$ 69
Net income attributable to subordinated units (1)		30
Net (loss) income attributable to limited partners	\$ (8,264)	\$ 99
Denominator for basic and diluted EPU:		
Weighted-average common units outstanding – basic	66,493	34,439
Effect of nonvested phantom units	—	146
Weighted-average common units outstanding – diluted	66,493	34,585
Weighted-average subordinated units outstanding – basic and diluted (1)		24,410
(Loss) earnings per limited partner unit:		
Common unit – basic	\$ (0.12	)