

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

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarter ended March 31, 2024

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 001-39163

Hess Midstream LP

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

84-3211812

(I.R.S. Employer Identification Number)

1501 McKinney Street

Houston, TX

(Address of principal executive offices)

77010

(Zip Code)

(Registrant's telephone number, including area code, is (713) 496-4200)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A shares representing limited partner interests	HESM	New York Stock Exchange

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by checkmark 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

79,921,383 Class A shares representing limited partner interests ("Class A Shares") in the registrant were outstanding as of April 30, 2024.

**HESS MIDSTREAM LP**  
**FORM 10-Q**  
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**CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

**Item 1. Financial Statements**

	March 31, 2024	December 31, 2023
(in millions, except share amounts)		
<b>Assets</b>		
Cash and cash equivalents	\$ 4.2	\$ 5.4
Accounts receivable from contracts with customers:		
Accounts receivable—trade	2.8	1.9
Accounts receivable—affiliate	127.8	122.5
Other current assets	4.5	7.0
<b>Total current assets</b>	<b>139.3</b>	<b>136.8</b>
Equity investments	89.4	90.2
Property, plant and equipment, net	3,215.0	3,229.2
Long-term receivable—affiliate	0.2	0.3
Deferred tax asset	410.5	324.4
Other noncurrent assets	8.4	8.6
<b>Total assets</b>	<b>\$ 3,862.8</b>	<b>\$ 3,789.5</b>
<b>Liabilities</b>		
Accounts payable—trade	\$ 31.2	\$ 38.5
Accounts payable—affiliate	21.2	41.2
Accrued liabilities	86.1	105.9
Current maturities of long-term debt	15.0	12.5
Other current liabilities	3.7	12.1
<b>Total current liabilities</b>	<b>157.2</b>	<b>210.2</b>
Long-term debt	3,310.4	3,198.9
Deferred tax liability	0.4	0.5
Other noncurrent liabilities	13.1	16.7
<b>Total liabilities</b>	<b>3,481.1</b>	<b>3,426.3</b>
<b>Partners' capital</b>		
Class A shares (79,921,383 shares issued and outstanding as of March 31, 2024; 68,367,647 shares issued and outstanding as of December 31, 2023)	404.3	340.2
Class B shares (143,624,540 shares issued and outstanding as of March 31, 2024; 157,941,441 shares issued and outstanding as of December 31, 2023)	-	-
<b>Total Class A and Class B partners' capital</b>	<b>404.3</b>	<b>340.2</b>
Noncontrolling interest	(22.6)	23.0
<b>Total partners' capital</b>	<b>381.7</b>	<b>363.2</b>
<b>Total liabilities and partners' capital</b>	<b>\$ 3,862.8</b>	<b>\$ 3,789.5</b>

See accompanying notes to unaudited consolidated financial statements.

**PART I—FINANCIAL INFORMATION (CONT'D)**  
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**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
<i>(in millions, except per share data)</i>		
<b>Revenues</b>		
Affiliate services	\$ 349.4	\$ 303.4
Third-party services	5.3	0.9
Other income	0.9	0.7
<b>Total revenues</b>	<b>355.6</b>	<b>305.0</b>
<b>Costs and expenses</b>		
Operating and maintenance expenses (exclusive of depreciation shown separately below)	78.1	62.5
Depreciation expense	49.8	47.4
General and administrative expenses	5.7	6.4
<b>Total operating costs and expenses</b>	<b>133.6</b>	<b>116.3</b>
<b>Income from operations</b>	<b>222.0</b>	<b>188.7</b>
Income from equity investments	2.7	1.6
Interest expense, net	48.5	41.6
<b>Income before income tax expense</b>	<b>176.2</b>	<b>148.7</b>
<b>Income tax expense</b>	<b>14.3</b>	<b>6.5</b>
<b>Net income</b>	<b>161.9</b>	<b>142.2</b>
Less: Net income attributable to noncontrolling interest	117.3	121.5
<b>Net income attributable to Hess Midstream LP</b>	<b>\$ 44.6</b>	<b>\$ 20.7</b>
<b>Net income attributable to Hess Midstream LP per Class A share:</b>		
Basic	\$ 0.60	\$ 0.47
Diluted	\$ 0.59	\$ 0.47
<b>Weighted average Class A shares outstanding</b>		
Basic	75.1	44.0
Diluted	75.2	44.1

See accompanying notes to unaudited consolidated financial statements.

**PART I—FINANCIAL INFORMATION (CONT'D)**  
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**CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL (DEFICIT)**  
**(UNAUDITED)**

	Partners' Capital		Noncontrolling Interest	Total
	Class A Shares	Class B Shares		
(in millions)				
Balance at December 31, 2023	\$ 340.2	\$ -	\$ 23.0	\$ 363.2
Net income	44.6	-	117.3	161.9
Equity-based compensation	0.5	-	-	0.5
Distributions - \$0.6343 per share	(50.7)	-	(92.9)	(143.6)
Recognition of deferred tax asset	100.4	-	-	100.4
Sale of shares held by Sponsors	5.2	-	(5.2)	-
Class B unit repurchase	(35.6)	-	(64.4)	(100.0)
Transaction costs	(0.3)	-	(0.4)	(0.7)
Balance at March 31, 2024	\$ 404.3	\$ -	\$ (22.6)	\$ 381.7
Balance at December 31, 2022	\$ 245.1	\$ -	\$ 283.9	\$ 529.0
Net income	20.7	-	121.5	142.2
Equity-based compensation	0.6	-	-	0.6
Distributions - \$0.5696 per share	(25.1)	-	(111.6)	(136.7)
Recognition of deferred tax asset	4.3	-	-	4.3
Class B unit repurchase	(17.5)	-	(82.5)	(100.0)
Transaction costs	(0.2)	-	(0.7)	(0.9)
Balance at March 31, 2023	\$ 227.9	\$ -	\$ 210.6	\$ 438.5

See accompanying notes to unaudited consolidated financial statements.

**PART I—FINANCIAL INFORMATION (CONT'D)**  
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**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

	<b>Three Months Ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
<i>(in millions)</i>		
Cash flows from operating activities		
Net income	\$ 161.9	\$ 142.2
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	49.8	47.4
Income from equity investments	(2.7)	(1.6)
Distributions from equity investments	3.5	2.6
Amortization of deferred financing costs	2.1	2.1
Equity-based compensation expense	0.5	0.6
Deferred income tax expense	14.2	6.5
Changes in assets and liabilities:		
Accounts receivable – trade	(0.9)	(0.8)
Accounts receivable – affiliate	(5.2)	14.8
Other current and noncurrent assets	2.1	2.5
Accounts payable – trade	(7.3)	4.8
Accounts payable – affiliate	(15.8)	(3.7)
Accrued liabilities	(4.7)	(10.5)
Other current and noncurrent liabilities	(12.2)	(8.2)
Net cash provided by operating activities	<u>185.3</u>	<u>198.7</u>
Cash flows from investing activities		
Additions to property, plant and equipment	(54.8)	(64.3)
Net cash used in investing activities	<u>(54.8)</u>	<u>(64.3)</u>
Cash flows from financing activities		
Net proceeds from (repayments of) bank borrowings with maturities of 90 days or less	115.0	103.0
Bank borrowings with maturities of greater than 90 days		
Repayments	(2.5)	-
Transaction costs	(0.6)	(0.2)
Class B unit repurchase	(100.0)	(100.0)
Distributions to shareholders	(50.7)	(25.1)
Distributions to noncontrolling interest	(92.9)	(111.6)
Net cash used in financing activities	<u>(131.7)</u>	<u>(133.9)</u>
Increase (decrease) in cash and cash equivalents	(1.2)	0.5
Cash and cash equivalents, beginning of period	5.4	3.1
Cash and cash equivalents, end of period	<u>\$ 4.2</u>	<u>\$ 3.6</u>
Supplemental disclosure of non-cash investing and financing activities:		
(Increase) decrease in accrued capital expenditures and related liabilities	\$ 19.6	\$ 7.0
Recognition of deferred tax asset	\$ 100.4	\$ 4.3

See accompanying notes to unaudited consolidated financial statements.

**PART I – FINANCIAL INFORMATION (CONT'D)**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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**Note 1. Basis of Presentation**

Unless the context otherwise requires, references in this report to the “Company,” “we,” “our,” “us” or like terms, refer to Hess Midstream LP and its subsidiaries.

The consolidated financial statements included in this report reflect all normal and recurring adjustments which, in the opinion of management, are necessary for a fair presentation of our consolidated financial position at March 31, 2024 and December 31, 2023, the consolidated results of operations for the three months ended March 31, 2024 and 2023, and the consolidated cash flows for the three months ended March 31, 2024 and 2023. The Company has no items of other comprehensive income (loss); therefore, net income (loss) is equal to comprehensive income (loss). The unaudited results of operations for the interim periods reported are not necessarily indicative of results to be expected for the full year.

The consolidated financial statements were prepared in accordance with the requirements of the Securities and Exchange Commission (“SEC”) for interim reporting. As permitted under those rules, certain notes or other financial information that are normally required by U.S. generally accepted accounting principles (“GAAP”) have been condensed or omitted from these interim consolidated financial statements. These financial statements, therefore, should be read in conjunction with the financial statements and related notes included in the Company’s annual report on Form 10-K for the year ended December 31, 2023.

We consolidate the activities of Hess Midstream Operations LP (“the Partnership”), as a variable interest entity (“VIE”) under U.S. GAAP. We have concluded that we are the primary beneficiary of the VIE, as defined in the accounting standards, since we have the power, through our ownership, to direct those activities that most significantly impact the economic performance of the Partnership. This conclusion was based on a qualitative analysis that considered the Partnership’s governance structure and the delegation of control provisions, which provide us the ability to control the operations of the Partnership. All financial statement activities associated with the VIE are captured within gathering, processing and storage, and terminaling and export segments (see Note 11, *Segments*). We currently do not have any independent assets or operations other than our interest in the Partnership. Our noncontrolling interest represents the approximate 64.2% interest in the Partnership retained by Hess Corporation (“Hess”) and GIP II Blue Holding, L.P. (“GIP” and together with Hess, the “Sponsors”) at March 31, 2024 (69.8% at December 31, 2023). See Note 2, *Equity Transactions* for a description of changes in noncontrolling interest related to the equity transactions.

***New Accounting Pronouncements***

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This ASU adds required disclosures of significant expenses for each reportable segment, as well as certain other disclosures to help users of financial statements understand how the chief operating decision maker evaluates segment expenses and operating results. The ASU does not change how an entity identifies its operating segments. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. We continue to assess the impact of this ASU on our consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. This ASU requires, among other disclosures, greater disaggregation of information, the use of certain categories in the rate reconciliation, and the disaggregation of income taxes paid by jurisdiction. The ASU is effective for public business entities for fiscal years beginning after December 15, 2024, and interim periods within fiscal years beginning after December 15, 2025, with early adoption permitted. We continue to assess the impact of this ASU on our consolidated financial statements.

**Note 2. Equity Transactions**

***Equity Offering Transaction***

On February 8, 2024, GIP sold an aggregate of 11,500,000 of our Class A shares representing limited partner interests (the “Class A Shares”), inclusive of the underwriters’ option to purchase up to 1,500,000 of additional shares, which was fully exercised, in an underwritten public offering at a price of \$33.10 per Class A Share, less underwriting discounts. GIP received net proceeds from the offering of approximately \$377.5 million, after deducting underwriting discounts.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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The Company did not receive any proceeds in the equity offering transaction. The above equity offering transaction was conducted pursuant to a registration rights agreement among us and the Sponsors. The Class A Shares sold in the offering were obtained by GIP by exchanging to us the respective number of their Class B units representing limited partner interests in the Partnership (the “Class B Units”), together with an equal number of Class B shares representing limited partner interests in the Company (the “Class B Shares”) held by the Company’s general partner. As a result, the total number of Class A and Class B Shares did not change. The Company retained control in the Partnership based on the delegation of control provisions, as described in Note 1, *Basis of Presentation*. As a result of the equity offering transaction described above, we recognized adjustments increasing the carrying amount of the Class A shareholders’ capital balance by \$5.2 million and decreasing the carrying amount of noncontrolling interest by an equal amount to reflect the change in ownership interest.

***Class B Unit Repurchases***

On March 27, 2023, the Company, the Partnership and our Sponsors entered into a unit repurchase agreement pursuant to which the Partnership agreed to purchase from the Sponsors 3,619,254 Class B Units for an aggregate purchase price of approximately \$100.0 million. The repurchase transaction was consummated on March 30, 2023. The purchase price per Class B Unit was \$27.63, the closing price of the Class A Shares on March 27, 2023.

On March 11, 2024, the Company, the Partnership and our Sponsors entered into a unit repurchase agreement pursuant to which the Partnership agreed to purchase from the Sponsors 2,816,901 Class B Units for an aggregate purchase price of approximately \$100.0 million. The repurchase transaction was consummated on March 14, 2024. The purchase price per Class B Unit was \$35.50, the closing price of the Class A Shares on March 11, 2024.

The repurchase transactions described above were funded using borrowings under the Partnership’s existing revolving credit facility (see Note 6, *Debt and Interest Expense*). Pursuant to the terms of the repurchase agreements described above, immediately following each purchase of the Class B Units from the Sponsors, the Partnership cancelled the repurchased units, and the Company cancelled, for no consideration, an equal number of its Class B Shares.

The repurchase transactions were accounted for in accordance with ASC 810 whereby changes in a parent’s ownership interest while the parent retains its controlling financial interest in its subsidiary are accounted for as equity transactions. The carrying amounts of the noncontrolling interest were adjusted to reflect the changes in the ownership interest with the difference between the amounts of consideration paid and the amounts by which the noncontrolling interest were adjusted recognized as a reduction in equity attributable to Class A shareholders. Distributions to noncontrolling interest holders related to the March 11, 2024 repurchase transaction exceeded the noncontrolling interest’s carrying value resulting in a deficit balance as shown in the accompanying consolidated statement of changes in partners’ capital (deficit).

We incurred approximately \$0.7 million of costs directly attributable to the repurchase transactions that were charged to equity (three months ended March 31, 2023: \$0.9 million).

As a result of the equity offering and the unit repurchase transactions described above, we also recognized an additional deferred tax asset of \$100.4 million (three months ended March 31, 2023: \$4.3 million) related to the change in the temporary difference between the carrying amount and the tax basis of our investment in the Partnership. The effect of recognizing the additional deferred tax asset was included in Class A shareholders’ equity balance in the accompanying consolidated statement of changes in partners’ capital (deficit) due to the transactions being characterized as transactions among or with shareholders.

**Note 3. Related Party Transactions**

In addition to the Class B Unit repurchase transactions and distributions to the Sponsors disclosed elsewhere in the Notes to consolidated financial statements, we had the following related party transactions:

***Commercial Agreements***

We have long-term fee based commercial agreements with certain subsidiaries of Hess to provide i) gas gathering, ii) crude oil gathering, iii) gas processing and fractionation, iv) storage services, v) terminaling and export services, and (vi) water handling services.



**PART I – FINANCIAL INFORMATION (CONT'D)**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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For the services performed under these commercial agreements, we receive a fee per barrel of crude oil, barrel of water, Mcf of natural gas, or Mcf equivalent of NGLs, as applicable, delivered during each month, and Hess is obligated to provide us with minimum volumes of crude oil, water, natural gas and NGLs. Minimum volume commitments (“MVCs”) are equal to 80% of Hess’ nominations in each development plan that apply on a three-year rolling basis such that MVCs are set for the three years following the most recent nomination. Without our consent, the MVCs resulting from the nominated volumes for any quarter or year contained in any prior development plan cannot be reduced by any updated development plan unless dedicated production is released by us. The applicable MVCs may, however, be increased as a result of the nominations contained in any such updated development plan. If Hess fails to deliver its applicable MVCs during any quarter, then Hess will pay us a shortfall fee equal to the volume of the deficiency multiplied by the applicable fee.

Except for the water services agreements and except for a certain gathering sub-system as described below, each of our commercial agreements with Hess has an initial 10-year term effective January 1, 2014 (“Initial Term”). For this gathering sub-system, the Initial Term is 15 years effective January 1, 2014 and for the water services agreements the Initial Term is 14 years effective January 1, 2019. Each of our commercial agreements other than our storage services agreement includes an inflation escalator capped at 3% in any calendar year and a fee recalculation mechanism that allows fees to be adjusted annually during the Initial Term for updated estimates of cumulative throughput volumes and our capital and operating expenditures in order to target a return on capital deployed over the Initial Term of the applicable commercial agreement (or, with respect to the crude oil services fee under our terminal and export services agreement, the 20-year period commencing on the effective date of the agreement).

For certain crude oil gathering, terminaling, storage, gas processing and gas gathering commercial agreements with Hess, we exercised our renewal options to extend each of these commercial agreement for one additional 10-year term (“Secondary Term”) effective January 1, 2024 through December 31, 2033. There were no changes to any provisions of the existing commercial agreements as a result of the exercise of the renewal options. For the remaining gathering sub-system, the Secondary Term is 5 years, and for the water services agreements the Secondary Term is 10 years, and we have the sole option to renew these remaining agreements for their Secondary Term that is exercisable at a later date. Upon the expiration of the Secondary Term, if any, the agreements will automatically renew for subsequent one-year periods unless terminated by either party no later than 180 days prior to the end of the applicable Secondary Term.

Consistent with the existing terms of the commercial agreements, during the Secondary Term of each of our commercial agreements other than our storage services agreement and terminal and export services agreement (with respect to crude oil terminaling services), the fee recalculation model under each applicable agreement is replaced by an inflation-based fee structure. The initial fee for the first year of the Secondary Term is determined based on the average fees paid by Hess under the applicable agreement during the last three years of the Initial Term (with such fees adjusted for inflation through the first year of the Secondary Term). For each year following the first year of the Secondary Term, the applicable fee will be adjusted annually based on the percentage change in the consumer price index, provided that we may not increase any fee by more than 3% in any calendar year solely by reason of an increase in the consumer price index, and no fee will ever be reduced below the amount of the applicable fee payable by Hess in the prior year as a result of a decrease in the consumer price index. During the Secondary Term, MVCs continue to be set at 80% of Hess' nominated volumes in each development plan set three years in advance. Except for the crude oil terminaling and water handling services, Hess is entitled to receive a credit, calculated in barrels or Mcf, as applicable, with respect to the amount of any shortfall fee paid by Hess and may apply such credit against any volumes delivered to us under the applicable agreement in excess of Hess’s nominated volumes during any of the following four quarters after such credit is earned, after which time any unused credits will expire. The shortfall amounts received under MVCs during the Secondary Term (except for the crude oil terminaling and water handling services) are recorded as deferred revenue and recognized as revenue as the credits are utilized or expire. At March 31, 2024, deferred revenue included in Accrued liabilities in the accompanying consolidated balance sheet was \$1.3 million (December 31, 2023: none).

For the three months ended March 31, 2024 and 2023, approximately 98% and 100%, respectively, of our revenues were attributable to our fee-based commercial agreements with Hess, including revenues from third-party volumes contracted with Hess and delivered to us under these agreements. In 2023, we began providing our services directly to third-party customers. Together with Hess, we are pursuing strategic relationships with third-party producers and other midstream companies with operations in the Bakken in order to maximize our utilization rates.

**PART I – FINANCIAL INFORMATION (CONT'D)**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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Revenues from contracts with customers, including affiliated services and third-party services, on a disaggregated basis are as follows:

(in millions)	Three Months Ended March 31,	
	2024	2023
Affiliate services		
Oil and gas gathering services	\$ 159.3	\$ 144.6
Processing and storage services	135.4	113.8
Terminaling and export services	27.4	25.2
Water gathering and disposal services	27.3	19.8
Total affiliate services	\$ 349.4	\$ 303.4
Third-party services	5.3	0.9
Total revenues from contracts with customers	\$ 354.7	\$ 304.3
Other income	0.9	0.7
Total revenues	\$ 355.6	\$ 305.0

During the three months ended March 31, 2024, we earned \$0.1 million of MVC shortfall fees (three months ended March 31, 2023: \$4.3 million).

The following table presents third-party pass-through costs for which we recognize revenues in an amount equal to the costs. These pass-through revenues are included in Affiliate services and the related pass-through costs are included in Operating and maintenance expenses in the accompanying unaudited consolidated statements of operations.

(in millions)	Three Months Ended March 31,	
	2024	2023
Electricity and other related fees	\$ 13.4	\$ 11.0
Produced water trucking and disposal costs	9.8	8.3
Rail transportation costs	-	(1.8)
Total	\$ 23.2	\$ 17.5

***Omnibus and Employee Secondment Agreements***

Under our omnibus and employee secondment agreements, Hess provides substantial operational and administrative services to us in support of our assets and operations. For the three months ended March 31, 2024 and 2023, we had the following charges from Hess. The classification of these charges between operating and maintenance expenses and general and administrative expenses is based on the fundamental nature of the services being performed for our operations.

(in millions)	Three Months Ended March 31,	
	2024	2023
Operating and maintenance expenses	\$ 19.1	\$ 17.9
General and administrative expenses	3.5	3.9
Total	\$ 22.6	\$ 21.8

**PART I – FINANCIAL INFORMATION (CONT'D)**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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**LM4 Agreements**

Separately from our commercial agreements with Hess, we entered into a gas processing agreement with Little Missouri 4 (“LM4”), a 50/50 joint venture with Targa Resources Corp., under which we pay a processing fee per Mcf of natural gas and reimburse LM4 for our proportionate share of electricity costs. These processing fees are included in Operating and maintenance expenses in the accompanying consolidated statements of operations. In addition, we share profits and losses and receive distributions from LM4 under the LM4 amended and restated limited liability company agreement based on our ownership interest. For the three months ended March 31, 2024 and 2023, we had the following activity related to our agreements with LM4:

	<u>Three Months Ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
(in millions)		
Processing fee incurred	\$ 6.8	\$ 5.0
Earnings from equity investments	2.7	1.6
Distributions received from equity investments	3.5	2.6

**Note 4. Property, Plant and Equipment**

Property, plant and equipment, at cost, is as follows:

	<u>Estimated useful lives</u>	<u>March 31, 2024</u>	<u>December 31, 2023</u>
(in millions, except for number of years)			
Gathering assets			
Pipelines	22 years	\$ 1,717.2	\$ 1,703.7
Compressors, pumping stations and terminals	22 to 25 years	1,085.9	1,026.4
Gas plant assets			
Pipelines, pipes and valves	22 to 25 years	460.0	460.0
Equipment	12 to 30 years	428.2	428.2
Processing and fractionation facilities	25 years	425.3	424.7
Buildings	35 years	182.3	182.3
Logistics facilities and railcars	20 to 25 years	409.3	409.2
Storage facilities	20 to 25 years	19.9	19.9
Other	20 to 25 years	28.2	28.0
Construction-in-progress	N/A	97.8	136.3
Total property, plant and equipment, at cost		4,854.1	4,818.7
Accumulated depreciation		(1,639.1)	(1,589.5)
Property, plant and equipment, net		<u>\$ 3,215.0</u>	<u>\$ 3,229.2</u>

**Note 5. Accrued Liabilities**

Accrued liabilities are as follows:

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
(in millions)		
Accrued interest	\$ 29.3	\$ 35.8
Accrued capital expenditures	27.7	42.9
Other accruals	29.1	27.2
Total	<u>\$ 86.1</u>	<u>\$ 105.9</u>

**PART I – FINANCIAL INFORMATION (CONT'D)**  
**HESS MIDSTREAM LP**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

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**Note 6. Debt and Interest Expense**

***Fixed-Rate Senior Notes***

As of March 31, 2024, the Partnership had:

- \$400.0 million aggregate principal amount of 5.500% fixed-rate senior unsecured notes due 2030 that were issued to qualified institutional investors. Interest is payable semi-annually on April 15 and October 15.
- \$750.0 million aggregate principal amount of 4.250% fixed-rate senior unsecured notes due 2030 that were issued to qualified institutional investors. Interest is payable semi-annually on February 15 and August 15.
- \$550.0 million aggregate principal amount of 5.125% fixed-rate senior unsecured notes due 2028 that were issued to qualified institutional investors. Interest is payable semi-annually on June 15 and December 15.
- \$800.0 million aggregate principal amount of 5.625% fixed-rate senior unsecured notes due 2026 that were issued to qualified institutional investors. Interest is payable semi-annually on February 15 and August 15.

The notes described above are guaranteed by certain subsidiaries of the Partnership. Each of the indentures for the senior unsecured notes described above contains customary covenants that restrict our ability and the ability of our restricted subsidiaries to (i) declare or pay any dividend or make any other restricted payments; (ii) transfer or sell assets or subsidiary stock; (iii) incur additional debt; or (iv) make restricted investments, unless, at the time of and immediately after giving pro forma effect to such restricted payments and any related incurrence of indebtedness or other transactions, no default has occurred and is continuing or would occur as a consequence of such restricted payment and if the leverage ratio does not exceed 4.25 to 1.00. As of March 31, 2024, we were in compliance with all debt covenants under the indentures.

In addition, the covenants included in the indentures governing the senior unsecured notes contain provisions that allow the Company to satisfy the Partnership's reporting obligations under the indenture, as long as any such financial information of the Company contains information reasonably sufficient to identify the material differences, if any, between the financial information of the Company, on the one hand, and the Partnership and its subsidiaries on a stand-alone basis, on the other hand and the Company does not directly own capital stock of any person other than the Partnership and its subsidiaries, or material business operations that would not be consolidated with the financial results of the Partnership and its subsidiaries. The Company is a holding company and has no independent assets or operations. Other than the interest in the Partnership and the effect of federal and state income taxes that are recognized at the Company level, there are no material differences between the consolidated financial statements of the Partnership and the consolidated financial statements of the Company.

***Credit Facilities***

As of March 31, 2024, the Partnership had \$1.4 billion senior secured credit facilities (the "Credit Facilities") consisting of a \$1.0 billion 5-year revolving credit facility and a \$400.0 million 5-year Term Loan A facility. The Credit Facilities mature in July 2027. Facility fees accrue on the total capacity of the revolving credit facility. Borrowings under the 5-year Term Loan A facility generally bear interest at Secured Overnight Financing Rate ("SOFR") plus the applicable margin ranging from 1.65% to 2.55%, while the applicable margin for the 5-year syndicated revolving credit facility ranges from 1.375% to 2.050%. Pricing levels for the facility fee and interest rate margins are based on the Partnership's ratio of total debt to EBITDA (as defined in the Credit Facilities). If the Partnership obtains an investment grade credit rating, the pricing levels will be based on the Partnership's credit ratings in effect from time to time. As of March 31, 2024, borrowings of \$455.0 million were drawn and outstanding under the Partnership's revolving credit facility, and borrowings of \$395.0 million, excluding deferred issuance costs, were drawn and outstanding under the Partnership's Term Loan A facility.

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**HESS MIDSTREAM LP**

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The Credit Facilities can be used for borrowings and letters of credit for general corporate purposes. The Credit Facilities are guaranteed by each direct and indirect wholly owned material domestic subsidiary of the Partnership, and are secured by first priority perfected liens on substantially all of the presently owned and after-acquired assets of the Partnership and its direct and indirect wholly owned material domestic subsidiaries, including equity interests directly owned by such entities, subject to certain customary exclusions. The Credit Facilities contain representations and warranties, affirmative and negative covenants and events of default that the Partnership considers to be customary for an agreement of this type, including a covenant that requires the Partnership to maintain a ratio of total debt to EBITDA (as defined in the Credit Facilities) for the prior four fiscal quarters of not greater than 5.00 to 1.00 as of the last day of each fiscal quarter (5.50 to 1.00 during the specified period following certain acquisitions) and, prior to the Partnership obtaining an investment grade credit rating, a ratio of secured debt to EBITDA for the prior four fiscal quarters of not greater than 4.00 to 1.00 as of the last day of each fiscal quarter. As of March 31, 2024, the Partnership was in compliance with these financial covenants.

**Fair Value Measurement**

At March 31, 2024, our total debt had a carrying value of \$3,325.4 million and had a fair value of approximately \$3,249.1 million, based on Level 2 inputs in the fair value measurement hierarchy. The carrying value of the amounts under the Term Loan A facility and revolving credit facility at March 31, 2024, approximated their fair value. Any changes in interest rates do not impact cash outflows associated with fixed rate interest payments or settlement of debt principal, unless a debt instrument is repurchased prior to maturity.

**Note 7. Partners' Capital and Distributions**

Our partnership agreement requires that, within 45 days after the end of each quarter, we distribute all of our available cash, as defined in the partnership agreement, to shareholders of record on the applicable record date. The following table details the distributions declared and/or paid for the periods presented:

<u>Period</u>	<u>Record Date</u>	<u>Distribution Date</u>	<u>Distribution per Class A Share</u>	
First Quarter 2023	May 4, 2023	May 12, 2023	\$	0.5851
Second Quarter 2023	August 3, 2023	August 14, 2023	\$	0.6011
Third Quarter 2023	November 2, 2023	November 14, 2023	\$	0.6175
Fourth Quarter 2023	February 8, 2024	February 14, 2024	\$	0.6343
First Quarter 2024 <sup>(1)</sup>	May 2, 2024	May 14, 2024	\$	0.6516

<sup>(1)</sup> For more information, see Note 12, Subsequent Events.

**Note 8. Earnings per Share**

We calculate earnings per Class A Share as we do not have any other participating securities. Substantially all of income tax expense is attributed to earnings of Class A Shares reflective of our organizational structure. Class B Units of the Partnership together with the equal number of Class B Shares of the Company are convertible to Class A Shares of the Company on a one-for-one basis. In addition, our restricted equity-based awards may have a dilutive effect on our earnings per share. Diluted earnings per Class A Share are calculated using the "treasury stock method" or "if-converted method," whichever is more dilutive.

(in millions, except per share amounts)	<u>Three Months Ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
Net income	\$ 161.9	\$ 142.2
Less: Net income attributable to noncontrolling interest	117.3	121.5
Net income attributable to Hess Midstream LP	44.6	20.7
Net income attributable to Hess Midstream LP per Class A share:		
Basic:	\$ 0.60	\$ 0.47
Diluted:	\$ 0.59	\$ 0.47
Weighted average Class A shares outstanding:		
Basic:	75.1	44.0
Diluted:	75.2	44.1

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For the three months ended March 31, 2024 and 2023 the weighted average number of Class A Shares outstanding included 40,427 and 60,566 dilutive restricted shares, respectively.

**Note 9. Concentration of Credit Risk**

As of March 31, 2024 and 2023, Hess and its affiliates represented approximately 98% and 100%, respectively, of accounts receivable from contracts with customers. Total revenues attributable to Hess for the three months ended March 31, 2024 and 2023 were approximately 98% and 100%, respectively.

**Note 10. Commitments and Contingencies**

***Environmental Contingencies***

The Company is subject to federal, state and local laws and regulations relating to the environment. On August, 12, 2022, the Company became aware of a produced water release from an underground pipeline located approximately 8 miles north of Ray, North Dakota. It is estimated that approximately 34,000 barrels of produced water were released, causing impacts to soils, crops, and groundwater. Remediation infrastructure was put in place and remediation and monitoring is ongoing.

As of March 31, 2024 our reserves for all estimated remediation liabilities, inclusive of the produced water release above, in Accrued liabilities and Other noncurrent liabilities were \$2.2 million and \$3.8 million, respectively, compared with \$1.7 million and \$5.3 million, respectively, as of December 31, 2023.

***Legal Proceedings***

In the ordinary course of business, the Company is from time to time party to various judicial and administrative proceedings. We regularly assess the need for accounting recognition or disclosure of these contingencies. In the case of a known contingency, we accrue a liability when the loss is probable and the amount is reasonably estimable. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued.

On or about March 14, 2023, the Company received a Notice of Violation (the “Notice”) from the North Dakota Department of Environmental Quality (“DEQ”) in connection with the produced water release described under Environmental Contingencies above. The Notice alerts the Company that it may have violated the State’s water pollution control laws, but neither imposes nor waives any enforcement action. On January 11, 2024, the DEQ proposed an Administrative Consent Agreement (“ACA”) that included an administrative penalty of \$0.4 million and further line monitoring practices with respect to certain water gathering pipelines. The Company is evaluating the proposed ACA and is engaging in further discussions with the DEQ.

Based on currently available information, we believe it is remote that the outcome of known matters, including the produced water release described above, would have a material adverse impact on our financial condition, results of operations or cash flows. Accordingly, as of March 31, 2024 and December 31, 2023, we did not have material accrued liabilities for legal contingencies.

**PART I – FINANCIAL INFORMATION (CONT'D)**  
**HESS MIDSTREAM LP**

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**Note 11. Segments**

Our operations are located in the United States and are organized into three reportable segments: (1) gathering, (2) processing and storage and (3) terminaling and export. Our reportable segments comprise the structure used by our Chief Operating Decision Maker (“CODM”) to make key operating decisions and assess performance. These segments are strategic business units with differing products and services. Our CODM evaluates the segments’ operating performance based on multiple measures including Adjusted EBITDA, defined as net income (loss) before net interest expense, income tax expense (benefit), depreciation and amortization and our proportional share of depreciation of equity affiliates, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, such as transaction costs, other income and other non-cash, non-recurring items, if applicable. The following tables reflect certain financial data for each reportable segment:

(in millions)	<u>Gathering</u>	<u>Processing and Storage</u>	<u>Terminating and Export</u>	<u>Interest and Other</u>	<u>Consolidated</u>
<b>For the Three Months Ended March 31, 2024</b>					
Revenues and other income	\$ 188.1	\$ 139.1	\$ 28.4	\$ -	\$ 355.6
Net income (loss)	108.9	100.7	17.3	(65.0)	161.9
Net income (loss) attributable to Hess Midstream LP	36.4	33.4	5.9	(31.1)	44.6
Depreciation expense	30.8	14.7	4.3	-	49.8
Proportional share of equity affiliates' depreciation	-	1.3	-	-	1.3
Income from equity investments	-	2.7	-	-	2.7
Interest expense, net	-	-	-	48.5	48.5
Income tax expense	-	-	-	14.3	14.3
Adjusted EBITDA	139.7	116.7	21.6	(2.2)	275.8
Capital expenditures	31.7	3.4	0.1	-	35.2

(in millions)	<u>Gathering</u>	<u>Processing and Storage</u>	<u>Terminating and Export</u>	<u>Interest and Other</u>	<u>Consolidated</u>
<b>For the Three Months Ended March 31, 2023</b>					
Revenues and other income	\$ 164.7	\$ 114.4	\$ 25.9	\$ -	\$ 305.0
Net income (loss)	95.1	80.1	17.6	(50.6)	142.2
Net income (loss) attributable to Hess Midstream LP	17.4	14.5	3.3	(14.5)	20.7
Depreciation expense	28.8	14.5	4.1	-	47.4
Proportional share of equity affiliates' depreciation	-	1.3	-	-	1.3
Income from equity investments	-	1.6	-	-	1.6
Interest expense, net	-	-	-	41.6	41.6
Income tax expense	-	-	-	6.5	6.5
Adjusted EBITDA	123.9	95.9	21.7	(2.5)	239.0
Capital expenditures	49.4	0.9	7.0	-	57.3

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Total assets for the reportable segments are as follows:

	<u>March 31, 2024</u>	<u>December 31, 2023</u>
(in millions)		
Gathering	\$ 2,139.0	\$ 2,138.6
Processing and Storage <sup>(1)</sup>	1,041.7	1,048.4
Terminating and Export	259.9	264.4
Interest and Other	422.2	338.1
Total assets	<u>\$ 3,862.8</u>	<u>\$ 3,789.5</u>

*(1) Includes investment in equity investees of \$89.4 million as of March 31, 2024 and \$90.2 million as of December 31, 2023.*

**Note 12. Subsequent Events**

On April 22, 2024, the board of directors of our general partner declared a quarterly cash distribution of \$0.6516 per Class A Share for the quarter ended March 31, 2024. The distribution represents an approximate 2.7% increase in the quarterly distribution per Class A Share for the first quarter of 2024 as compared with the fourth quarter of 2023. The distribution will be payable on May 14, 2024, to shareholders of record as of the close of business on May 2, 2024. Simultaneously, the Partnership will make a distribution of \$0.6516 per Class B Unit of the Partnership to the Sponsors.



**Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*Management’s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the unaudited financial statements and accompanying footnotes included under Item 1. Financial Statements and in conjunction with the audited consolidated financial statements and accompanying footnotes in our Annual Report on Form 10-K for the year ended December 31, 2023 (our “2023 Annual Report”).*

*Unless otherwise stated or the context otherwise indicates, references in this report to “Hess Midstream LP,” “the Company,” “us,” “our,” “we” or similar terms refer to Hess Midstream LP, including its consolidated subsidiaries. References to “Partnership” refer to Hess Midstream Operations LP.*

*This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in our 2023 Annual Report.*

**Overview**

We are a fee-based, growth-oriented, limited partnership that owns, operates, develops and acquires a diverse set of midstream assets and provides fee-based services to Hess Corporation (“Hess”) and third-party customers. We are managed and controlled by Hess Midstream GP LLC, the general partner of our general partner that is owned 50/50 by Hess and GIP II Blue Holding, L.P. (“GIP” and together with Hess, the “Sponsors”). Our assets are primarily located in the Bakken and Three Forks shale plays in the Williston Basin area of North Dakota, which we collectively refer to as the Bakken.

On February 8, 2024, GIP sold an aggregate of 11,500,000 of our Class A Shares representing limited partner interests in the Company (“Class A Shares”), inclusive of the underwriters’ option to purchase up to 1,500,000 of additional shares, which was fully exercised, in an underwritten public offering at a price of \$33.10 per Class A Share, less underwriting discounts. GIP received net proceeds from the offering of approximately \$377.5 million, after deducting underwriting discounts. The Company did not receive any proceeds from the offering transaction. The offering transaction was conducted pursuant to a registration rights agreement among us and the Sponsors.

On March 14, 2024, the Partnership purchased directly from the Sponsors 2,816,901 Class B units representing limited partner interests in the Partnership (“Class B Units”) for an aggregate purchase price of approximately \$100 million. The purchase price per Class B Unit was \$35.50, the closing price of the Class A shares on March 11, 2024. The repurchase transaction was funded using borrowings under the Partnership’s existing revolving credit facility.

As a result of the equity offering and unit repurchase transactions described above, our public ownership increased from approximately 29.8% at December 31, 2023, to approximately 35.3% at March 31, 2024, on a consolidated basis.

We utilized the excess free cash flow beyond our growing distributions to provide increased return of capital to our shareholders through an immediate 1.5% increase in our quarterly distribution level per Class A Share in the first quarter of 2024 in addition to the quarterly 1.2% increase per Class A Share consistent with our target of at least 5% growth in annual distributions per Class A Share.

Our assets and operations are organized into the following three reportable segments: (1) gathering (2) processing and storage and (3) terminaling and export.

**First Quarter Results**

Significant financial and operating highlights for the first quarter of 2024 included:

- Consolidated net income of \$161.9 million;
- Net income attributable to Hess Midstream LP after deduction for noncontrolling interest of \$44.6 million, or \$0.60 basic earnings per Class A Share;
- Net cash provided by operating activities of \$185.3 million;
- Adjusted EBITDA of \$275.8 million;
- Cash distribution of \$0.6516 per Class A Share declared on April 22, 2024, an approximate 2.7% increase in the quarterly distribution per Class A Share for the first quarter of 2024 as compared with the fourth quarter of 2023. The increase consists of an approximate 1.5% increase in the Company’s distribution level per Class A Share in addition to the quarterly 1.2% increase per Class A Share consistent with its target of at least 5% growth in annual distributions per Class A Share.

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Revenues and other income in the first quarter of 2024 were \$355.6 million compared with \$305.0 million in the prior-year quarter. First quarter 2024 revenues and other income were up \$50.6 million compared to the prior-year quarter primarily due to higher physical volumes, partially offset by lower shortfall fees due to the 2023 transition to actual physical volumes that are at or above MVCs. Total operating costs and expenses in the first quarter of 2024 were \$133.6 million, compared with \$116.3 million in the prior-year quarter. The increase was primarily attributable to higher maintenance expenses, pass-through expenses and higher depreciation expense for additional assets placed in service. Interest expense in the first quarter of 2024 was \$48.5 million, up from \$41.6 million in the prior-year quarter, primarily attributable to higher interest rates on our credit facilities and higher borrowings on our revolving credit facility. Income tax expense increased \$7.8 million resulting from ownership changes following secondary equity offering transactions and Class B Unit repurchases. As a result, consolidated net income increased \$19.7 million and Adjusted EBITDA increased \$36.8 million for the first quarter of 2024 compared with the first quarter of 2023.

Throughput volumes increased 16% for gas gathering and gas processing in the first quarter of 2024 compared with the first quarter of 2023, primarily due to higher production, including third-party volumes, and higher gas capture. Throughput volumes increased 14% for crude oil gathering and 13% for terminaling in the first quarter of 2024 compared with the first quarter of 2023, primarily due to higher production and higher third-party volumes. Water gathering volumes increased 47%, reflecting higher crude oil production and increased utilization of our water gathering infrastructure.

For additional discussion of the results of operations at the segment level, see “*Results of Operations*” below. For additional information regarding Adjusted EBITDA, our non-GAAP financial measure, see “*How We Evaluate Our Operations*” and “*Reconciliation of Non-GAAP Financial Measure*” below.

**How We Generate Revenues**

We generate substantially all of our revenues by charging fees for gathering, compressing and processing natural gas and fractionating NGLs; gathering, terminaling, loading and transporting crude oil and NGLs; storing and terminaling propane; and gathering and disposing of produced water. We have entered into long-term, fee-based commercial agreements with Hess effective January 1, 2014, for oil and gas services agreements, and effective January 1, 2019, for water services agreements.

Except for the water services agreements and except for a certain gathering sub-system, as described below, each of our commercial agreements with Hess had an initial 10-year term. We exercised our renewal options to extend each of these commercial agreements for one additional 10-year term (“Secondary Term”) effective January 1, 2024, through December 31, 2033. There were no changes to any provisions of the existing commercial agreements as a result of the exercise of the renewal options. For this gathering sub-system, the initial term is 15 years effective January 1, 2014, and the Secondary Term is 5 years. For the water services agreements the initial term is 14 years effective January 1, 2019, and the Secondary Term is 10 years. We have the sole option to renew these remaining agreements for their Secondary Term that is exercisable at a later date. Upon the expiration of the Secondary Term, if any, the agreements will automatically renew for subsequent one-year periods unless terminated by either party no later than 180 days prior to the end of the applicable Secondary Term.

These agreements include dedications covering substantially all of Hess’ existing and future owned or controlled production in the Bakken, minimum volume commitments, inflation escalators and fee recalculation mechanisms, all of which are intended to provide us with cash flow stability and growth, as well as downside risk protection. In particular, Hess’ minimum volume commitments under our commercial agreements provide minimum levels of cash flows and the fee recalculation mechanisms under the agreements allow fees to be adjusted annually to provide us with cash flow stability during the initial term of the agreements. During the Secondary Term of the agreements, the fee recalculation model is replaced by an inflation-based fee structure. See Note 3, *Related Party Transactions* for additional description of our commercial agreements.

Our revenues also include revenues from (i) third-party volumes contracted directly with us, (ii) third-party volumes contracted with Hess and delivered to us under the commercial agreements with Hess described above, and (iii) pass-through third-party rail transportation costs, third-party produced water trucking and disposal costs, electricity fees and certain other third-party fees, for which we recognize revenues in an amount equal to the costs. Together with Hess, we are pursuing strategic relationships with third-party producers and other midstream companies with operations in the Bakken in order to maximize our utilization rates.

### **How We Evaluate Our Operations**

Our management uses a variety of financial and operating metrics to analyze our operating results and profitability. These metrics include (i) volumes, (ii) operating and maintenance expenses, and (iii) Adjusted EBITDA.

**Volumes.** The amount of revenues we generate primarily depends on the volumes of crude oil, natural gas, NGLs and produced water that we handle at our gathering, processing, terminaling, storage facilities and disposal facilities. These volumes are affected primarily by the supply of and demand for crude oil, natural gas and NGLs in the markets served directly or indirectly by our assets, including changes in crude oil prices, which may further affect volumes delivered by Hess. Although Hess has committed to minimum volumes under our commercial agreements described above, our results of operations will be impacted by our ability to:

- utilize the remaining uncommitted capacity on, or add additional capacity to, our existing assets, and optimize our existing assets;
- identify and execute expansion projects, and capture incremental throughput volumes from Hess and third parties for these expanded facilities;
- increase throughput volumes at our Ramberg Terminal Facility, Tioga Rail Terminal and the Johnson's Corner Header System by interconnecting with new or existing third-party gathering pipelines; and
- increase gas throughput volumes by interconnecting with new or existing third-party gathering pipelines.

**Operating and Maintenance Expenses.** Our management seeks to maximize the profitability of our operations by effectively managing operating and maintenance expenses. These expenses are comprised primarily of costs charged to us under our omnibus agreement and employee secondment agreement, third-party contractor costs, utility costs, insurance premiums, third-party service provider costs, related property taxes and other non-income taxes and maintenance expenses, such as expenditures to repair, refurbish and replace storage facilities and to maintain equipment reliability, integrity and safety. These expenses generally remain relatively stable across broad ranges of throughput volumes but can fluctuate from period to period depending on the mix of activities performed during that period and the timing of substantial expenses, such as gas plant turnarounds. We seek to manage our maintenance expenditures by scheduling periodic maintenance on our assets in order to minimize significant variability in these expenditures and minimize their impact on our cash flow.

**Adjusted EBITDA.** We define Adjusted EBITDA as net income (loss) before net interest expense, income tax expense (benefit), depreciation and amortization and our proportional share of depreciation of our equity affiliates, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, such as transaction costs, other income and other non-cash and non-recurring items, if applicable. We use Adjusted EBITDA to analyze our performance and liquidity.

Adjusted EBITDA is a non-GAAP supplemental financial measure that management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies, may use to assess:

- our operating performance as compared to other publicly traded companies in the midstream energy industry, without regard to historical cost basis or financing methods;
- the ability of our assets to generate sufficient cash flow to make distributions to our shareholders;
- our ability to incur and service debt and fund capital expenditures; and
- the viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

We believe that the presentation of Adjusted EBITDA provides useful information to investors in assessing our financial condition and results of operations. The GAAP measures most directly comparable to Adjusted EBITDA are net income (loss) and net cash provided by (used in) operating activities. Adjusted EBITDA should not be considered as an alternative to GAAP net income (loss), income (loss) from operations, net cash provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP. Adjusted EBITDA has important limitations as an analytical tool because it excludes some but not all items that affect net income and net cash provided by operating activities. You should not consider Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Additionally, because Adjusted EBITDA may be defined differently by other companies in our industry, our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

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**Results of Operations**

**Three Months Ended March 31, 2024 Compared to Three Months Ended March 31, 2023**

Results of operations for the three months ended March 31, 2024 and 2023 are presented below (in millions, unless otherwise noted).

For the Three Months Ended March 31, 2024	Gathering	Processing and Storage	Terminaling and Export	Interest and Other	Consolidated Hess Midstream LP
<b>Revenues</b>					
Affiliate services	\$ 186.6	\$ 135.4	\$ 27.4	\$ -	\$ 349.4
Third-party services	1.5	3.7	0.1	-	5.3
Other income	-	-	0.9	-	0.9
<b>Total revenues</b>	<b>188.1</b>	<b>139.1</b>	<b>28.4</b>	<b>-</b>	<b>355.6</b>
<b>Costs and expenses</b>					
Operating and maintenance expenses (exclusive of depreciation shown separately below)	46.3	25.2	6.6	-	78.1
Depreciation expense	30.8	14.7	4.3	-	49.8
General and administrative expenses	2.1	1.2	0.2	2.2	5.7
<b>Total operating costs and expenses</b>	<b>79.2</b>	<b>41.1</b>	<b>11.1</b>	<b>2.2</b>	<b>133.6</b>
<b>Income (loss) from operations</b>	<b>108.9</b>	<b>98.0</b>	<b>17.3</b>	<b>(2.2)</b>	<b>222.0</b>
Income from equity investments	-	2.7	-	-	2.7
Interest expense, net	-	-	-	48.5	48.5
<b>Income (loss) before income tax expense</b>	<b>108.9</b>	<b>100.7</b>	<b>17.3</b>	<b>(50.7)</b>	<b>176.2</b>
Income tax expense	-	-	-	14.3	14.3
<b>Net income (loss)</b>	<b>108.9</b>	<b>100.7</b>	<b>17.3</b>	<b>(65.0)</b>	<b>161.9</b>
Less: Net income (loss) attributable to noncontrolling interest	72.5	67.3	11.4	(33.9)	117.3
<b>Net income (loss) attributable to Hess Midstream LP</b>	<b>\$ 36.4</b>	<b>\$ 33.4</b>	<b>\$ 5.9</b>	<b>\$ (31.1)</b>	<b>\$ 44.6</b>
<b>Throughput volumes</b>					
Gas gathering (MMcf/d)	404				404
Crude oil gathering (MBbl/d)	106				106
Gas processing (MMcf/d)		393			393
Crude oil terminaling (MBbl/d)			117		117
NGL loading (MBbl/d)			14		14
Water gathering (MBbl/d)	116				116

<sup>(1)</sup> Million cubic feet per day

<sup>(2)</sup> Thousand barrels per day

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For the Three Months Ended March 31, 2023	<u>Gathering</u>	<u>Processing and Storage</u>	<u>Terminals and Export</u>	<u>Interest and Other</u>	<u>Consolidated Hess Midstream LP</u>
<b>Revenues</b>					
Affiliate services	\$ 164.4	\$ 113.8	\$ 25.2	\$ -	\$ 303.4
Third-party services	0.3	0.6	-	-	0.9
Other income	-	-	0.7	-	0.7
<b>Total revenues</b>	<b>164.7</b>	<b>114.4</b>	<b>25.9</b>	<b>-</b>	<b>305.0</b>
<b>Costs and expenses</b>					
Operating and maintenance expenses (exclusive of depreciation shown separately below)	38.4	20.2	3.9	-	62.5
Depreciation expense	28.8	14.5	4.1	-	47.4
General and administrative expenses	2.4	1.2	0.3	2.5	6.4
<b>Total operating costs and expenses</b>	<b>69.6</b>	<b>35.9</b>	<b>8.3</b>	<b>2.5</b>	<b>116.3</b>
Income (loss) from operations	95.1	78.5	17.6	(2.5)	188.7
Income from equity investments	-	1.6	-	-	1.6
Interest expense, net	-	-	-	41.6	41.6
Income (loss) before income tax expense	95.1	80.1	17.6	(44.1)	148.7
Income tax expense	-	-	-	6.5	6.5
Net income (loss)	95.1	80.1	17.6	(50.6)	142.2
Less: Net income (loss) attributable to noncontrolling interest	77.7	65.6	14.3	(36.1)	121.5
<b>Net income (loss) attributable to Hess Midstream LP</b>	<b>\$ 17.4</b>	<b>\$ 14.5</b>	<b>\$ 3.3</b>	<b>\$ (14.5)</b>	<b>\$ 20.7</b>

<b>Throughput volumes</b>					
Gas gathering (MMcf/d)	347				347
Crude oil gathering (MBbl/d)	93				93
Gas processing (MMcf/d)		338			338
Crude oil terminaling (MBbl/d)			104		104
NGL loading (MBbl/d)			9		9
Water gathering (MBbl/d)	79				79

<sup>(1)</sup> Million cubic feet per day

<sup>(2)</sup> Thousand barrels per day

**Gathering**

Revenues and other income increased \$23.4 million in the first quarter of 2024 compared to the first quarter of 2023, of which \$14.2 million is attributable to higher gas gathering volumes that were above MVCs in the first quarter of 2024 and 2023, \$6.0 million is attributable to higher water gathering and disposal revenue, \$4.0 million is attributable to higher pass-through revenue, and \$2.5 million is attributable to higher crude oil gathering volumes that were above MVCs in the first quarter of 2024 and above MVC levels of the first quarter of 2023. Additionally, \$1.2 million of the increase is attributable to services provided directly to third parties. These revenue increases were partially offset by \$4.5 million attributable to lower crude oil tariff rates.

Operating and maintenance expenses increased \$7.9 million, of which \$4.0 million is attributable to higher pass-through costs, including produced water trucking and disposal and electricity fees, \$2.9 million is attributable to compressor stations overhauls and other maintenance activities, and \$1.0 million is attributable to higher employee costs allocated to us under our omnibus and employee secondment agreements. Depreciation expense increased \$2.0 million due to new compressors and other new gathering assets brought into service.

## **PART I – FINANCIAL INFORMATION (CONT'D)**

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### ***Processing and Storage***

Revenues and other income increased \$24.7 million in the first quarter of 2024 compared to the first quarter of 2023, of which \$14.3 million is attributable to higher gas processing volumes that were above MVCs in the first quarter of 2024 and 2023, \$7.4 million is attributable to higher tariff rates, and \$3.0 million is primarily attributable to services provided directly to third parties.

Operating and maintenance expenses increased \$5.0 million, of which \$2.6 million is attributable to higher maintenance activity, \$1.8 million is attributable to higher third-party processing fees, and \$0.6 million is attributable to all other costs.

Income from equity investments increased \$1.1 million in the first quarter of 2024 compared to the first quarter of 2023 primarily due to higher volumes processed at the LM4 plant.

### ***Terminaling and Export***

Revenues and other income increased \$2.5 million in the first quarter of 2024 compared to the first quarter of 2023, of which \$2.1 million is attributable to higher crude oil terminaling volumes that were above MVCs in the first quarter of 2024 and above MVC levels of the first quarter of 2023, and \$2.1 million is primarily attributable to pass-through revenue. These revenue increases were partially offset by \$1.7 million attributable to lower tariff rates.

Operating and maintenance expenses increased \$2.7 million in the first quarter of 2024 compared to the first quarter of 2023, of which \$1.8 million is attributable to rail transportation pass-through costs and \$0.9 million is attributable to other maintenance expenses.

### ***Interest and Other***

Interest expense, net of interest income, increased \$6.9 million in the first quarter of 2024 compared to the first quarter of 2023, primarily attributable to higher interest rates on our credit facilities and higher borrowings on our revolving credit facility. Income tax expense increased \$7.8 million in the same period driven by increased ownership of the Partnership by Hess Midstream LP following equity offering and unit repurchase transactions in 2023 and 2024.

**Other Factors Expected to Significantly Affect Our Future Results**

We currently generate substantially all of our revenues under fee-based commercial agreements with Hess, including third parties contracted with affiliates of Hess. These contracts provide cash flow stability and minimize our direct exposure to commodity price fluctuations, since we generally do not own any of the crude oil, natural gas, or NGLs that we handle and do not engage in the trading of crude oil, natural gas, or NGLs. However, commodity price fluctuations indirectly influence our activities and results of operations over the long-term, since they can affect production rates and investments by Hess and third parties in the development of new crude oil and natural gas reserves. The markets for oil and natural gas are volatile and will likely continue to be volatile in the future.

The throughput volumes at our facilities depend primarily on the volumes of crude oil and natural gas produced by Hess and third parties in the Bakken, which, in turn, are ultimately dependent on Hess' and third parties' exploration and production margins. Exploration and production margins depend on the price of crude oil, natural gas, and NGLs. These prices are volatile and influenced by numerous factors beyond our or our customers' control, including the domestic and global supply of and demand for crude oil, natural gas and NGLs. Sustained periods of low prices for oil and natural gas could materially and adversely affect the quantities of oil and natural gas that Hess and third parties can economically produce. The commodities trading markets, as well as global and regional supply and demand factors, may also influence the selling prices of crude oil, natural gas and NGLs. To the extent our plans include revenues for volumes above currently established MVC levels, such revenues could decline to the MVC levels as a result of market volatility. Furthermore, our ability to execute our growth strategy in the Bakken, including attracting third-party volumes, will depend on crude oil and natural gas production in that area, which is also affected by the supply of and demand for crude oil and natural gas.

The majority of our systems entered the Secondary Term of our commercial agreements, which includes a fixed fee structure based on the average fees paid by Hess during 2021-2023 adjusted annually for inflation up to 3% a year. Such a fee structure may provide less downside risk protection in the future compared to the fee structure we had during the initial term of the commercial agreements. For our terminaling and water gathering systems, the rates will continue to be reset through our annual rate redetermination process through 2033. For all of our systems, MVCs will continue to provide downside risk protection through 2033. Generally, all of our volumes are expected to be above currently established MVC levels in 2024, 2025 and 2026.



**PART I – FINANCIAL INFORMATION (CONT'D)**

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**Reconciliation of Non-GAAP Financial Measure**

The following table presents a reconciliation of Adjusted EBITDA to net income and net cash provided by operating activities, the most directly comparable GAAP financial measures, for each of the periods indicated.

(in millions)	<u>Three Months Ended March 31,</u>	
	<u>2024</u>	<u>2023</u>
Reconciliation of Adjusted EBITDA and to net income:		
Net income	\$ 161.9	\$ 142.2
Plus:		
Depreciation expense	49.8	47.4
Proportional share of equity affiliates' depreciation	1.3	1.3
Interest expense, net	48.5	41.6
Income tax expense	14.3	6.5
Adjusted EBITDA	<u>\$ 275.8</u>	<u>\$ 239.0</u>
Reconciliation of Adjusted EBITDA to net cash provided by operating activities:		
Net cash provided by operating activities	\$ 185.3	\$ 198.7
Changes in assets and liabilities	44.0	1.1
Amortization of deferred financing costs	(2.1)	(2.1)
Proportional share of equity affiliates' depreciation	1.3	1.3
Interest expense, net	48.5	41.6
Distribution from equity investments	(3.5)	(2.6)
Income from equity investments	2.7	1.6
Other	(0.4)	(0.6)
Adjusted EBITDA	<u>\$ 275.8</u>	<u>\$ 239.0</u>

(1) Excludes amortization of deferred financing costs.

**Capital Resources and Liquidity**

We expect our ongoing sources of liquidity to include:

- cash on hand;
- cash generated from operations;
- borrowings under our revolving credit facility;
- issuances of additional debt securities; and
- issuances of additional equity securities.

We believe that cash generated from these sources will be sufficient to meet our operating requirements, our planned short-term capital expenditures, debt service requirements, our quarterly cash distribution requirements, future internal growth projects or potential acquisitions.

Our partnership agreement requires that we distribute all of our available cash, as defined in the agreement, to our shareholders. On April 22, 2024, we declared a quarterly cash distribution of \$0.6516 per Class A Share, to be paid on May 14, 2024 to shareholders of record on May 2, 2024. Simultaneously, the Partnership will make a distribution of \$0.6516 per Class B Unit of the Partnership to the Sponsors.

***Fixed-Rate Senior Notes***

As of March 31, 2024, the Partnership had:

- \$400.0 million aggregate principal amount of 5.500% fixed-rate senior unsecured notes due 2030 that were issued to qualified institutional investors. Interest is payable semi-annually on April 15 and October 15.
- \$750.0 million aggregate principal amount of 4.250% fixed-rate senior unsecured notes due 2030 that were issued to qualified institutional investors. Interest is payable semi-annually on February 15 and August 15.
- \$550.0 million aggregate principal amount of 5.125% fixed-rate senior unsecured notes due 2028 that were issued to qualified institutional investors. Interest is payable semi-annually on June 15 and December 15.
- \$800.0 million aggregate principal amount of 5.625% fixed-rate senior unsecured notes due 2026 that were issued to qualified institutional investors. Interest is payable semi-annually on February 15 and August 15.

The notes described above are guaranteed by certain subsidiaries of the Partnership. Each of the indentures for the senior notes described above contains customary covenants that restrict our ability and the ability of our restricted subsidiaries to (i) declare or pay any dividend or make any other restricted payments; (ii) transfer or sell assets or subsidiary stock; (iii) incur additional debt; or (iv) make restricted investments, unless, at the time of and immediately after giving pro forma effect to such restricted payments and any related incurrence of indebtedness or other transactions, no default has occurred and is continuing or would occur as a consequence of such restricted payment and if the leverage ratio does not exceed 4.25 to 1.00. As of March 31, 2024, we were in compliance with all debt covenants under the indentures.

In addition, the covenants included in the indentures governing the senior notes contain provisions that allow the Company to satisfy the Partnership's reporting obligations under the indenture, as long as any such financial information of the Company contains information reasonably sufficient to identify the material differences, if any, between the financial information of the Company, on the one hand, and the Partnership and its subsidiaries on a stand-alone basis, on the other hand and the Company does not directly own capital stock of any person other than the Partnership and its subsidiaries, or material business operations that would not be consolidated with the financial results of the Partnership and its subsidiaries. The Company is a holding company and has no independent assets or operations. Other than the interest in the Partnership and the effect of federal and state income taxes that are recognized at the Company level, there are no material differences between the consolidated financial statements of the Partnership and the consolidated financial statements of the Company.

## PART I – FINANCIAL INFORMATION (CONT'D)

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#### **Credit Facilities**

As of March 31, 2024, the Partnership had \$1.4 billion senior secured credit facilities (the “Credit Facilities”) consisting of a \$1.0 billion 5-year revolving credit facility and a \$400.0 million 5-year Term Loan A facility. The Credit Facilities mature in July 2027. Facility fees accrue on the total capacity of the revolving credit facility. Borrowings under the 5-year Term Loan A facility generally bear interest at Secured Overnight Financing Rate (“SOFR”) plus the applicable margin ranging from 1.65% to 2.55%, while the applicable margin for the 5-year syndicated revolving credit facility ranges from 1.375% to 2.050%. Pricing levels for the facility fee and interest rate margins are based on the Partnership’s ratio of total debt to EBITDA (as defined in the Credit Facilities). If the Partnership obtains an investment grade credit rating, the pricing levels will be based on the Partnership’s credit ratings in effect from time to time. As of March 31, 2024, borrowings of \$455.0 million were drawn and outstanding under the Partnership’s revolving credit facility, and borrowings of \$395.0 million, excluding deferred issuance costs, were drawn and outstanding under the Partnership’s Term Loan A facility.

The Credit Facilities can be used for borrowings and letters of credit for general corporate purposes. The Credit Facilities are guaranteed by each direct and indirect wholly owned material domestic subsidiary of the Partnership, and are secured by first priority perfected liens on substantially all of the presently owned and after-acquired assets of the Partnership and its direct and indirect wholly owned material domestic subsidiaries, including equity interests directly owned by such entities, subject to certain customary exclusions. The Credit Facilities contain representations and warranties, affirmative and negative covenants and events of default that the Partnership considers to be customary for an agreement of this type, including a covenant that requires the Partnership to maintain a ratio of total debt to EBITDA (as defined in the Credit Facilities) for the prior four fiscal quarters of not greater than 5.00 to 1.00 as of the last day of each fiscal quarter (5.50 to 1.00 during the specified period following certain acquisitions) and, prior to the Partnership obtaining an investment grade credit rating, a ratio of secured debt to EBITDA for the prior four fiscal quarters of not greater than 4.00 to 1.00 as of the last day of each fiscal quarter. As of March 31, 2024, we were in compliance with these financial covenants.

#### **Cash Flows**

*Operating Activities.* Net cash provided by operating activities decreased \$13.4 million for the three months ended March 31, 2024, compared to the same period in 2023. The change in operating cash flows resulted primarily from an increase in cash used by changes in working capital of \$42.9 million, an increase in expenses, other than depreciation and other non-cash gains and losses of \$22.0 million, partially offset by an increase in revenue and other income of \$50.6 million and an increase in distributions received from equity investments of \$0.9 million.

*Investing Activities.* Net cash used in investing activities decreased \$9.5 million for the three months ended March 31, 2024, compared to the same period in 2023 driven by lower payments for additions to property, plant, and equipment.

*Financing Activities.* Net cash used in financing activities decreased \$2.2 million for the three months ended March 31, 2024, compared to the same period in 2023. In the first three months of 2024, we paid higher distributions to shareholders and noncontrolling interests of \$6.9 million and paid higher transactions costs of \$0.4 million as compared to the same period in 2023. Our net proceeds from bank borrowings were \$9.5 million higher in the first three months of 2024 compared to the same period in 2023.

#### **Capital Expenditures**

Our operations can be capital intensive, requiring investments to expand, upgrade, maintain or enhance existing operations and to meet environmental and operational regulations.

The following table sets forth a summary of capital expenditures and reconciles capital expenditures on an accrual basis to additions to property, plant and equipment on a cash basis:

(in millions)	Three Months Ended March 31,	
	2024	2023
Total capital expenditures	35.2	57.3
(Increase) decrease in accrued capital expenditures	15.2	2.2
(Increase) decrease in capital expenditures included in accounts payable - affiliate	4.4	4.8
Additions to property, plant and equipment	\$ 54.8	\$ 64.3

## **PART I – FINANCIAL INFORMATION (CONT'D)**

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Capital expenditures in 2024 are primarily attributable to continued expansion of our compression capacity and gas capture capabilities to meet Hess' and third parties' current and future production growth and gas capture targets. The activities focus on the construction of two new compressor stations and associated pipeline infrastructure, which are expected to be placed in service in 2025. Capital expenditures in 2023 were also attributable to continued expansion of our compression capacity.

**Cautionary Note Regarding Forward-looking Information**

This Quarterly Report on Form 10-Q, including information incorporated by reference herein, contains “forward-looking statements” within the meaning of U.S. federal securities laws. Words such as “anticipate,” “estimate,” “expect,” “forecast,” “guidance,” “could,” “may,” “should,” “would,” “believe,” “intend,” “project,” “plan,” “predict,” “will,” “target” and similar expressions identify forward-looking statements, which are not historical in nature. Our forward-looking statements may include, without limitation: our future financial and operational results; our business strategy; our industry; our expected revenues; our future profitability; our maintenance or expansion projects; our projected budget and capital expenditures and the impact of such expenditures on our performance; and future economic and market conditions in the oil and gas industry.

Forward-looking statements are based on our current understanding, assessments, estimates and projections of relevant factors and reasonable assumptions about the future. Forward-looking statements are subject to certain known and unknown risks and uncertainties that could cause actual results to differ materially from our historical experience and our current projections or expectations of future results expressed or implied by these forward-looking statements. The following important factors could cause actual results to differ materially from those in our forward-looking statements:

- the ability of Hess and other parties to satisfy their obligations to us, including Hess’ ability to meet its drilling and development plans on a timely basis or at all, its ability to deliver its nominated volumes to us, and the operation of joint ventures that we may not control;
- our ability to generate sufficient cash flow to pay current and expected levels of distributions;
- reductions in the volumes of crude oil, natural gas, NGLs and produced water we gather, process, terminal or store;
- the actual volumes we gather, process, terminal and store for Hess in excess of our MVCs and relative to Hess’ nominations;
- fluctuations in the prices and demand for crude oil, natural gas and NGLs;
- changes in global economic conditions and the effects of a global economic downturn or inflation on our business and the business of our suppliers, customers, business partners and lenders;
- our ability to comply with government regulations or make capital expenditures required to maintain compliance, including our ability to obtain or maintain permits necessary for capital projects in a timely manner, if at all, or the revocation or modification of existing permits;
- our ability to successfully identify, evaluate and timely execute our capital projects, investment opportunities and growth strategies, whether through organic growth or acquisitions;
- costs or liabilities associated with federal, state and local laws, regulations and governmental actions applicable to our business, including legislation and regulatory initiatives relating to environmental protection and health and safety, such as spills, releases, pipeline integrity and measures to limit greenhouse gas emissions and climate change;
- our ability to comply with the terms of our credit facility, indebtedness and other financing arrangements, which, if accelerated, we may not be able to repay;
- reduced demand for our midstream services, including the impact of weather or the availability of the competing third-party midstream gathering, processing and transportation operations;
- potential disruption or interruption of our business due to catastrophic events, such as accidents, severe weather events, labor disputes, information technology failures, constraints or disruptions and cyber-attacks;
- any limitations on our ability to access debt or capital markets on terms that we deem acceptable, including as a result of weakness in the oil and gas industry or negative outcomes within commodity and financial markets;
- liability resulting from litigation;
- risks and uncertainties associated with Hess’ proposed merger with Chevron Corporation (“Chevron”), including the following:
  - o the risk that regulatory approvals are not obtained or are obtained subject to conditions that are not anticipated by Chevron and Hess;
  - o potential delays in consummating the potential transaction, including as a result of regulatory approvals or the ongoing arbitration proceedings regarding preemptive rights in the Stabroek Block joint operating agreement;
  - o risks that such ongoing arbitration is not satisfactorily resolved and the potential transaction fails to be consummated;
  - o Chevron’s ability to integrate Hess’ operations in a successful manner and in the expected time period;
  - o the possibility that any of the anticipated benefits and projected synergies of the potential transaction will not be realized or will not be realized within the expected time period;

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- o the occurrence of any event, change or other circumstance that could give rise to the termination of the Chevron merger agreement;
  - o risks that the anticipated tax treatment of the potential transaction is not obtained, or other unforeseen or unknown liabilities;
  - o customer, shareholder, regulatory and other stakeholder approvals and support, or unexpected future capital expenditures;
  - o potential litigation relating to the potential transaction that could be instituted against Chevron and Hess or their respective directors, and the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events;
  - o the effect of the announcement, pendency or completion of the potential transaction on the parties' business relationships and business generally, and the risks that the potential transaction disrupts current plans and operations of Chevron or Hess and potential difficulties in Hess employee retention as a result of the transaction, as well as the risk of disruption of Chevron's or Hess' management and business disruption during the pendency of, or following, the potential transaction;
  - o the receipt of required Chevron board of directors' authorizations to implement capital allocation strategies, including future dividend payments, and uncertainties as to whether the potential transaction will be consummated on the anticipated timing or at all, or if consummated, will achieve its anticipated economic benefits, including as a result of risks associated with third-party contracts containing material consent, anti-assignment, transfer, other provisions that may be related to the potential transaction which are not waived or otherwise satisfactorily resolved or changes in commodity prices;
  - o negative effects of the announcement of the transaction, and the pendency or completion of the proposed acquisition on the market price of Chevron's or Hess' common stock and/or operating results;
  - o rating agency actions and Chevron's and Hess' ability to access short- and long-term debt markets on a timely and affordable basis; and
- other factors described in Item 1A — Risk Factors in our Annual Report on Form 10-K, as well as any additional risks described in our other filings with the Securities and Exchange Commission.

As and when made, we believe that our forward-looking statements are reasonable. However, given these risks and uncertainties, caution should be taken not to place undue reliance on any such forward-looking statements since such statements speak only as of the date when made and there can be no assurance that such forward-looking statements will occur and actual results may differ materially from those contained in any forward-looking statement we make. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events or otherwise.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the risk of loss arising from adverse changes in market rates and prices. We generally do not take ownership of the crude oil, natural gas or NGLs that we currently gather, process, terminal, store or transport for our customers. Because we generate substantially all of our revenues by charging fees under long-term commercial agreements with Hess with minimum volume commitments, Hess bears the risks associated with fluctuating commodity prices and we have minimal direct exposure to commodity prices.

In the normal course of our business, we are exposed to market risks related to changes in interest rates. Our financial risk management activities may include transactions designed to reduce risk by reducing our exposure to interest rate movements. Interest rate swaps may be used to convert interest payments on certain long-term debt. At March 31, 2024, we did not have in place any derivative instruments to hedge any exposure to changes in interest rates.

At March 31, 2024, our total debt had a carrying value of \$3,325.4 million and a fair value of approximately \$3,249.1 million, based on Level 2 inputs in the fair value measurement hierarchy. A 15% increase or decrease in interest rates would decrease or increase the fair value of our fixed rate debt by approximately \$78.6 million or \$76.4 million, respectively. The carrying value of the amounts under our Term Loan A facility and revolving credit facility at the quarter-end approximated their fair value. Any changes in interest rates do not impact cash outflows associated with fixed rate interest payments or settlement of debt principal, unless a debt instrument is repurchased prior to maturity. Our exposure to market risk related to changes in interest rates has not materially changed from what we previously disclosed in our 2023 Annual Report.

## **PART I – FINANCIAL INFORMATION (CONT'D)**

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### **Item 4. Controls and Procedures**

Based upon their evaluation of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2024, John B. Hess, Chief Executive Officer, and Jonathan C. Stein, Chief Financial Officer, concluded that these disclosure controls and procedures were effective as of March 31, 2024.

There was no change in internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, in the quarter ended March 31, 2024 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

## **PART II – OTHER INFORMATION**

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### **Item 1. Legal Proceedings**

Information regarding legal proceedings is contained in Note 10, *Commitments and Contingencies* in the Notes to Consolidated Financial Statements and is incorporated herein by reference.

### **Item 1A. Risk Factors**

Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023 includes certain risk factors that could materially affect our business, financial condition, or future results. Those risk factors have not materially changed.

### **Item 5. Other Information**

During the three months ended March 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.



**PART II – OTHER INFORMATION (CONT'D)**

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**Item 6. Exhibits**

Exhibits

10.1	<a href="#">Unit Repurchase Agreement, dated as of March 11, 2024, by and among Hess Midstream LP, Hess Midstream Operations LP, Hess Investments North Dakota LLC and GIP II Blue Holding, L.P. (incorporated by reference herein to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 14, 2024)</a>
31.1	<a href="#">Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))</a>
31.2	<a href="#">Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))</a>
32.1*	<a href="#">Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)</a>
32.2*	<a href="#">Certification required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) or Rule 15d-14(b) (17 CFR 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)</a>
101(INS)	Inline 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 Taxonomy Extension Schema Document With Embedded Linkbase Documents
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Furnished herewith

## SIGNATURES

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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.

HESS MIDSTREAM LP (Registrant)

By: HESS MIDSTREAM GP LP, its General Partner

By: HESS MIDSTREAM GP LLC, its General Partner

By /s/ John B. Hess

**John B. Hess**

*Chairman of the Board of Directors and Chief Executive Officer*

By /s/ Jonathan C. Stein

**Jonathan C. Stein**

*Chief Financial Officer*

Date: May 7, 2024

**CERTIFICATION PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, John B. Hess, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hess Midstream 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(s) 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(s) 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 the 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: May 7, 2024

By /s/ John B. Hess  
John B. Hess  
Chairman of the Board of Directors and  
Chief Executive Officer  
HESS MIDSTREAM GP LP, its General Partner  
HESS MIDSTREAM GP LLC, its General Partner

**CERTIFICATION PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Jonathan C. Stein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Hess Midstream 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(s) 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(s) 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 the 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: May 7, 2024

By /s/ Jonathan C. Stein  
Jonathan C. Stein  
Chief Financial Officer  
HESS MIDSTREAM GP LP, its General Partner  
HESS MIDSTREAM GP LLC, its General Partner

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hess Midstream LP (the "Partnership") on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John B. Hess, Chairman of the Board of Directors and Chief Executive Officer of Hess Midstream GP 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, that:

- (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: May 7, 2024

By /s/ John B. Hess  
John B. Hess  
Chairman of the Board of Directors and Chief  
Executive Officer  
HESS MIDSTREAM GP LP, its General Partner  
HESS MIDSTREAM GP LLC, its General Partner

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.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hess Midstream LP (the "Partnership") on Form 10-Q for the period ended March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan C. Stein, Chief Financial Officer of Hess Midstream GP 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, that:

- (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: May 7, 2024

By /s/ Jonathan C. Stein  
Jonathan C. Stein  
Chief Financial Officer  
HESS MIDSTREAM GP LP, its General Partner  
HESS MIDSTREAM GP LLC, its General Partner

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.

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