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, 2018

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 001-38050

Hess Midstream Partners LP
(Exact name of Registrant as specified in its charter)

DELAWARE *(State or other jurisdiction of incorporation or organization)*	**36-4777695** *(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)

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 submitted electronically and posted on its Corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐		Accelerated filer	☐
Non-accelerated filer	☒	(Do not check if a smaller reporting company)	Smaller reporting company	☐
			Emerging growth company	☒

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 ☒

At May 4, 2018, the registrant had 27,295,295 common units and 27,279,654 subordinated units outstanding.

HESS MIDSTREAM PARTNERS LP
FORM 10-Q

TABLE OF CONTENTS

Table of Contents

CONSOLIDATED BALANCE SHEETS

Item 1. Financial Statements

(in millions, except unit amounts)	March 31, 2018 (unaudited)	December 31, 2017
Assets		
Cash and cash equivalents	$ 37.5	$ 47.2
Accounts receivable—affiliate:		
From contracts with customers	66.8	58.5
Other receivables	0.9	1.3
Other current assets	1.8	4.4
Total current assets	107.0	111.4
Equity investments	24.3	-
Property, plant and equipment, net	2,527.1	2,520.5
Other noncurrent assets	2.9	3.2
Total assets	$ 2,661.3	$ 2,635.1
Liabilities		
Accounts payable—trade	$ 14.8	$ 12.2
Accounts payable—affiliate	20.7	22.5
Accrued liabilities	33.1	32.7
Other current liabilities	1.8	7.0
Total current liabilities	70.4	74.4
Other noncurrent liabilities	5.5	5.4
Total liabilities	75.9	79.8
Partners' capital		
Common unitholders—public (16,997,000 units issued and outstanding as of March 31, 2018 and December 31, 2017)	357.6	357.7
Common unitholders—affiliate (10,282,654 units issued and outstanding as of March 31, 2018 and December 31, 2017)	40.4	40.5
Subordinated unitholders—affiliate (27,279,654 units issued and outstanding as of March 31, 2018 and December 31, 2017)	107.3	107.8
General partner	14.7	14.8
Total Hess Midstream Partners LP partners' capital	520.0	520.8
Noncontrolling interest	2,065.4	2,034.5
Total partners' capital	2,585.4	2,555.3
Total liabilities and partners' capital	$ 2,661.3	$ 2,635.1

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended March 31,	
(in millions, except per unit amounts)	2018	2017 *Predecessor*
Revenues		
Affiliate services	$ 156.8	$ 130.3
Other income	0.2	-
Total revenues	157.0	130.3
Costs and expenses		
Operating and maintenance expenses (exclusive of depreciation shown separately below)	34.6	38.9
Depreciation expense	30.0	26.8
General and administrative expenses	3.1	1.5
Total costs and expenses	67.7	67.2
Income from operations	89.3	63.1
Interest expense, net	0.3	-
Net income	89.0	$ 63.1
Less: Net income attributable to noncontrolling interest	72.0	
Net income attributable to Hess Midstream Partners LP	17.0	
Less: General partner's interest in net income attributable to Hess Midstream Partners LP	0.3	
Limited partners' interest in net income attributable to Hess Midstream Partners LP	$ 16.7	
Net income attributable to Hess Midstream Partners LP per limited partner unit (basic and diluted):		
Common	$ 0.30	
Subordinated	$ 0.30	
Weighted average limited partner units outstanding (basic and diluted):		
Common	27.3	
Subordinated	27.3	
Cash distributions declared per unit (*)	$ 0.3333	

(*) Represents cash distributions declared during the month following the end of each respective quarterly period. See Note 13, Subsequent Event.

See accompanying notes to unaudited consolidated financial statements.

Table of Contents

CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL (UNAUDITED)

	Partners' Capital						
	Limited Partners						
(in millions)	Common Unitholders Public	Common Unitholders Affiliate	Subordinated Unitholders Affiliate	General Partner	Noncontrolling Interest	Net Parent Investment Predecessor	Total
Balance at December 31, 2016	$ -	$ -	$ -	$ -	$ -	$ 2,238.4	$ 2,238.4
Net income						63.1	63.1
Other contributions from (distributions to) parent, net	-	-	-	-	-	(28.2)	(28.2)
Balance at March 31, 2017	$ -	$ -	$ -	$ -	$ -	$ 2,273.3	$ 2,273.3
Balance at December 31, 2017	$ 357.7	$ 40.5	$ 107.8	$ 14.8	$ 2,034.5	$ -	$ 2,555.3
Net income	5.2	3.2	8.3	0.3	72.0	-	89.0
Unit-based compensation	0.1	-	-	-	-	-	0.1
Distributions to unitholders	(5.4)	(3.3)	(8.8)	(0.4)	-	-	(17.9)
Distributions to noncontrolling interest	-	-	-	-	(61.7)	-	(61.7)
Contributions from noncontrolling interest	-	-	-	-	20.6	-	20.6
Balance at March 31, 2018	$ 357.6	$ 40.4	$ 107.3	$ 14.7	$ 2,065.4	$ -	$ 2,585.4

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in millions)	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017 *Predecessor*
Cash flows from operating activities		
Net income	$ 89.0	$ 63.1
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation expense	30.0	26.8
Amortization of deferred financing costs	0.3	-
Unit-based compensation expense	0.1	-
Changes in assets and liabilities:		
Accounts receivable – affiliate	(7.9)	(15.7)
Other current and noncurrent assets	2.6	(0.8)
Accounts payable – trade	2.6	(17.6)
Accounts payable – affiliate	(1.8)	26.0
Accrued liabilities	0.7	(3.4)
Other current and noncurrent liabilities	(5.1)	(2.8)
Net cash provided by (used in) operating activities	110.5	75.6
Cash flows from investing activities		
Payments for equity investments	(24.3)	-
Additions to property, plant and equipment	(36.9)	(47.4)
Net cash provided by (used in) investing activities	(61.2)	(47.4)
Cash flows from financing activities		
Cash distributions to parent prior to the IPO on April 10, 2017	-	(95.3)
Cash contributions from parent prior to the IPO on April 10, 2017	-	67.1
Distribution to unitholders	(17.9)	-
Distributions to noncontrolling interest	(61.7)	-
Contributions from noncontrolling interest	20.6	-
Net cash provided by (used in) financing activities	(59.0)	(28.2)
Increase (decrease) in cash and cash equivalents	(9.7)	-
Cash and cash equivalents, beginning of period	47.2	0.3
Cash and cash equivalents, end of period	$ 37.5	$ 0.3

See accompanying notes to unaudited consolidated financial statements.

Note 1. Description of Business

Hess Midstream Partners LP (the "Partnership") is a fee-based, growth oriented traditional master limited partnership formed by Hess Infrastructure Partners LP ("Hess Infrastructure Partners"), a midstream joint venture with a 50% ownership interest held by affiliates of Hess Corporation (collectively "Hess") and a 50% ownership interest held by GIP II Blue Holding Partnership LP ("GIP"), to own, operate, develop and acquire a diverse set of midstream assets to provide services to Hess and third-party customers.

On April 10, 2017, the Partnership completed its initial public offering ("IPO") of 16,997,000 common units, which included 2,217,000 common units issued pursuant to the exercise of the underwriters' over-allotment options, representing 30.5% limited partner interests in the Partnership at a price to the public of $23.00 per common unit. In connection with the Partnership's IPO, Hess Infrastructure Partners contributed a 20% controlling economic interest in each of (i) Hess North Dakota Pipelines Operations LP ("Gathering Opco"), which owns crude oil and natural gas gathering pipelines and compressor stations in North Dakota, (ii) Hess TGP Operations LP ("HTGP Opco") which owns the Tioga Gas Plant ("TGP"), a natural gas processing and fractionation plant, including a residue gas pipeline in North Dakota, and (iii) Hess North Dakota Export Logistics Operations LP ("Logistics Opco"), which owns a crude oil and natural gas liquids ("NGL") rail loading facility, crude oil rail cars and a crude oil pipeline and truck receipt terminal in North Dakota, and a 100% ownership interest in Hess Mentor Storage Holdings LLC ("Mentor Storage Terminal"), which owns a propane storage cavern and related rail and truck loading and unloading and storage terminal in Minnesota, (collectively, the "Contributed Businesses") to the Partnership.

On January 25, 2018, we entered into a 50/50 joint venture with Targa Resources Corp. to construct a new 200 million standard cubic feet per day gas processing plant called Little Missouri Four ("LM4"). Our 50% interest in the joint venture is held through HTGP Opco, in which we own a 20% controlling economic interest and Hess Infrastructure Partners owns the remaining 80% economic interest. Targa Resources Corp. manages the construction of LM4 and will operate the plant.

The terms "we," "our" and "us" as used in this report for periods prior to the IPO refer collectively to Hess Midstream Partners LP Predecessor, our predecessor for accounting purposes ("the Predecessor"), and for periods after the IPO refer to the Partnership, unless the context suggests otherwise. These terms are used for convenience only and are not intended as a precise description of any separate legal entity within the Predecessor or the Partnership. The term "parent" refers to Hess Infrastructure Partners.

Our assets and operations are organized into the following three segments: (1) gathering, (2) processing and storage and (3) terminaling and export (see Note 12, Segments).

Note 2. Basis of Presentation

Presentation. 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, 2018 and December 31, 2017, the consolidated results of operations for the three months ended March 31, 2018 and 2017, and consolidated cash flows for the three months ended March 31, 2018 and 2017. 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 Partnership's annual report on Form 10-K for the year ended December 31, 2017.

Prior to the Partnership's IPO on April 10, 2017, our financial position, results of operations and cash flows consisted of the Predecessor, which represented a combined reporting entity. Subsequent to the IPO, our financial position, results of operations and cash flows consist of consolidated Hess Midstream Partners LP activities and balances. The assets and liabilities in our consolidated financial statements have been reflected on a historical cost basis as immediately prior to the IPO all of the assets and liabilities presented were wholly-owned by Hess Infrastructure Partners and were transferred within the Hess Infrastructure Partners consolidated group.

Consolidation. We consolidate the activities of Gathering Opco, HTGP Opco and Logistics Opco, which qualify as variable interest entities ("VIE") under U.S. GAAP. We have concluded that we are the primary beneficiary of each VIE, as defined in the accounting standards, since we have the power through our general partner interests to direct those activities that most significantly impact the economic performance of the Contributed Businesses and have a right to receive benefits and an obligation to absorb losses that could potentially be significant. All financial statement activities associated with VIEs are captured within gathering, processing and storage, and terminaling and export segments (see Note 12, Segments). We reflect a noncontrolling interest representing the retained limited partner interest owned by Hess Infrastructure Partners in the Contributed Businesses in the consolidated financial statements of the Partnership. All intercompany transactions and balances within the Partnership have been eliminated.

Equity Investments. We account for our investment in LM4 under the equity method of accounting, as we do not control, but have a significant influence over, its operations. As of March 31, 2018, we contributed $24.3 million of cash for our consolidated interest in LM4. We do not have a basis difference between the amount at which the investment is carried and the amount of underlying equity in net assets of the investee.

Income Taxes. We are not a separate taxable entity for U.S. Federal and state income tax purposes; therefore, we do not provide for income tax benefit or expense. Each partner is subject to income taxes on its share of the Partnership's earnings.

Comprehensive Income. We have not reported comprehensive income, since there were no items of other comprehensive income during the periods presented in this report.

Summary of Significant Accounting Policies

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2014-09, *Revenue from Contracts with Customers*, as a new Accounting Standards Codification (ASC) Topic, ASC 606. We adopted ASC 606 as of January 1, 2018 using the modified retrospective method that requires application of the new standard prospectively from the date of adoption. The adoption of ASC 606 did not have a material impact on the timing or amount of revenue recognition for our uncompleted contracts at January 1, 2018 based on the requirements of the standard and, as a result, no cumulative effect adjustment was required to be recorded to our partners' capital balance as of January 1, 2018. Accounts receivable from contracts with customers are presented separately in the consolidated balance sheet with the prior year balance recast to conform to the current period presentation.

Accounts Receivable. We record affiliate accounts receivable upon performance of services to affiliated companies. There were no doubtful accounts written off, nor have we provided an allowance for doubtful accounts, as of March 31, 2018 and December 31, 2017.

Revenue Recognition—Contracts with Customers. We earn 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, and storing and terminaling propane. We do not own or take title to the volumes that we handle. Effective January 1, 2014, we entered into i) gas gathering, ii) crude oil gathering, iii) gas processing and fractionation, iv) storage services, and v) terminal and export services fee-based commercial agreements with certain subsidiaries of Hess, each of which has an initial 10-year term. We have the unilateral right to extend each commercial agreement for one additional 10-year term. These agreements include dedications covering substantially all of Hess's existing and future owned or controlled production in the Bakken, minimum volume commitments, inflation escalators, and fee recalculation mechanisms.

We recognize revenues for each performance obligation under our commercial agreements over-time as services are rendered using the output method. The majority of the transaction price, as this term is defined in ASC 606, is variable at inception of each of the commercial agreements. As the variability is resolved prior to the recognition of revenue, we do not apply a constraint to the transaction price at the inception of the commercial agreements. We elected the practical expedient to recognize revenue in the amount to which we have a right to invoice as permitted under ASC 606. Due to this election and as the transaction price allocated to our unsatisfied performance obligations at March 31, 2018 is entirely variable, we have elected the exemption provided by ASC 606 from the disclosure of revenue recognizable in future periods as our unsatisfied performance obligations are fulfilled.

Revenues associated with minimum volume shortfall fees are recognized in the period when the shortfall between the actual volumes delivered and the minimum volume commitments for that period is earned and is not subject to future reduction or offset. Under our commercial agreements, as amended and restated on December 31, 2016, volume deficiencies are measured quarterly and recognized as revenue in the same period, as associated shortfall payments are not subject to future reduction or offset. There are no significant financing components in any of our commercial agreements.

Our revenues also include pass-through third-party rail transportation costs and electricity fees for which we recognize revenues in an amount equal to the costs.

Refer to Note 12, Segments, for the presentation of our revenues on a disaggregated basis. All Affiliate services revenue which reflects activity associated with our commercial agreements with Hess, represents revenue from contracts with customers under the scope of ASC 606.

New Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases*, as a new ASC Topic, ASC 842. The new standard will require the recognition of assets and liabilities for all leases with lease terms greater than one year, including leases currently treated as operating leases under the existing standard. This ASU is effective for us beginning in the first quarter of 2019, with early adoption permitted. We have developed and are executing a project plan for the implementation of ASC 842 in the first quarter of 2019. We are progressing our assessment of existing leases and evaluating our disclosure process with reference to the requirements of the standard. We continue to assess the impact of the ASU on our consolidated financial statements.

Note 3. Related Party Transactions

Commercial Agreements

Under our commercial agreements with Hess, we provide gathering, compression, processing, fractionation, storage, terminaling, loading and transportation services to Hess, and Hess is obligated to provide us with minimum volumes of crude oil, natural gas and NGLs. During the three months ended March 31, 2018 and 2017, we earned $16.6 million and $21.4 million, respectively, of minimum volume shortfall fee payments.

For the three months ended March 31, 2018 and 2017, approximately 100% 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. 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 and diversify our customer base.

During the three months ended March 31, 2018 and 2017, we recognized, as part of affiliate revenues, $4.2 million and $5.5 million, respectively, of reimbursements from Hess related to third-party rail transportation costs. In addition, during the three months ended March 31, 2018 and 2017, we recognized, as part of affiliate revenues, $6.7 million and $5.7 million, respectively, of reimbursements from Hess related to electricity fees. The related costs were included in Operating and maintenance expenses in the accompanying unaudited consolidated statements of operations.

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, 2018 and 2017, 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.

	Three Months Ended March 31,	
	2018	2017
(in millions)		*Predecessor*
Operating and maintenance expenses	$ 11.4	$ 14.2
General and administrative expenses	1.9	1.5
Total	$ 13.3	$ 15.7

Note 4. Property, Plant and Equipment

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

(in millions, except for number of years)	Estimated useful lives	March 31, 2018	December 31, 2017
Gathering assets			
Pipelines	22 years	$ 903.3	$ 890.8
Compressors, pumping stations and terminals	22 to 25 years	543.9	535.5
Gas plant assets			
Pipelines, pipes and valves	22 to 25 years	460.0	460.0
Equipment	12 to 30 years	428.2	428.2
Buildings	35 years	182.3	182.3
Processing and fractionation facilities	25 years	158.5	158.4
Logistics facilities and railcars	20 to 25 years	371.2	371.1
Storage facilities	20 to 25 years	19.5	19.5
Other	20 to 25 years	9.2	9.2
Construction-in-progress	N/A	85.0	69.5
Total property, plant and equipment, at cost		3,161.1	3,124.5
Accumulated depreciation		(634.0)	(604.0)
Property, plant and equipment, net		$ 2,527.1	$ 2,520.5

Note 5. Accrued Liabilities

Accrued liabilities are as follows:

(in millions)	March 31, 2018	December 31, 2017
Accrued capital expenditures	$ 22.5	$ 22.8
Other accruals	10.6	9.9
Total	$ 33.1	$ 32.7

Note 6. Debt and Interest Expense

Revolving Credit Facility

On March 15, 2017, we entered into a four-year, $300.0 million senior secured revolving credit facility that became available to us upon the closing of the IPO on April 10, 2017. Borrowings on the credit facility generally bear interest at the London Interbank Offered Rate (LIBOR) plus an applicable margin of 1.275%. The interest rate is subject to adjustment based on the Partnership's leverage ratio, which is calculated as total debt to Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA) (as defined in the credit agreement). Facility fees accrue at 0.275% per annum and are paid quarterly. If the Partnership obtains credit ratings, pricing levels will be based on our credit ratings in effect from time to time. The Partnership is subject to customary covenants in the credit agreement, including a financial covenant that generally requires a leverage ratio of no more than 4.5 to 1.0 for the prior four fiscal quarters. As of March 31, 2018, the revolving credit facility remained undrawn. The credit facility is secured by first priority perfected liens on substantially all directly owned assets of the Partnership and its wholly-owned subsidiaries, including equity interests in subsidiaries, subject to certain customary exclusions.

Note 7. Distributions

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

Period	Record Date	Distribution Date	Distribution per Common and Subordinated Unit
Second Quarter 2017(1)	August 4, 2017	August 14, 2017	$ 0.2703
Third Quarter 2017	November 3, 2017	November 13, 2017	$ 0.3107
Fourth Quarter 2017	February 2, 2018	February 13, 2018	$ 0.3218
First Quarter 2018(2)	May 4, 2018	May 14, 2018	$ 0.3333

(1) The distribution for the second quarter 2017 was prorated from the closing of the Partnership's IPO on April 10, 2017 and equated to a minimum quarterly distribution of $0.3000 per unit on a full quarter basis.
(2) For more information, see Note 13, Subsequent Event.

Note 8. Unit-Based Compensation

In 2017, the Partnership adopted the Hess Midstream Partners LP 2017 Long-Term Incentive Plan (the "LTIP"). Awards under the LTIP are available for officers, directors and employees of our general partner or its affiliates, and any individuals who perform services for the Partnership. The LTIP provides the Partnership with the flexibility to grant unit awards, restricted units, phantom units, unit options, unit appreciation rights, distribution equivalent rights, profits interest units and other unit-based awards. The LTIP initially limits the number of common units that may be delivered pursuant to vested awards to 3,000,000 common units.

Under the LTIP, we granted awards of phantom units with distribution equivalent rights to certain officers, employees and directors. These phantom units and distribution equivalent rights vest ratably over a three-year period for officers and employees, and vest after one year for directors. Cash distributions on the phantom units accumulate and are paid upon vesting. Fair value of phantom units is based on the fair value of the Partnership's common units on the grant date.

Unit-based award activity for the three months ended March 31, 2018 was as follows:

	Number of Units	Weighted Average Award Date Fair Value
Outstanding and unvested units at December 31, 2017	44,127	$ 22.85
Granted	90,594	20.51
Forfeited	(1,087)	23.00
Outstanding and unvested units at March 31, 2018	133,634	$ 21.26

As of March 31, 2018, $2.4 million of compensation cost related to unvested phantom units awarded under the LTIP remains to be recognized over an expected weighted-average period of 2.6 years.

Note 9. Net Income per Limited Partner Unit

Net income per limited partner unit is computed by dividing the respective limited partners' interest in net income attributable to Hess Midstream Partners LP by the weighted average number of common and subordinated units outstanding. Because we have more than one class of participating securities, we use the two-class method when calculating net income per limited partner unit. The classes of participating securities include common units, subordinated units, general partner units and incentive distribution rights.

Net income per limited partner unit is only calculated for the periods subsequent to the IPO as no units were outstanding prior to April 10, 2017. The following table illustrates the Partnership's calculation of net income per limited partner unit:

(in millions, except per unit amounts)	Three Months Ended March 31, 2018
Net income	$ 89.0
Less: Net income attributable to noncontrolling interest	72.0
Net income attributable to Hess Midstream Partners LP	17.0
Less: General partner's interest in net income attributable to Hess Midstream Partners LP	0.3
Limited partners' interest in net income attributable to Hess Midstream Partners LP	$ 16.7
Common unitholders' interest in net income attributable to Hess Midstream Partners LP	$ 8.4
Subordinated unitholders' interest in net income attributable to Hess Midstream Partners LP	$ 8.3
Net income attributable to Hess Midstream Partners LP per limited partner unit:	
Common (basic and diluted)	$ 0.30
Subordinated (basic and diluted)	$ 0.30
Weighted average number of limited partner units outstanding:	
Common (basic and diluted)	27.3
Subordinated (basic and diluted)	27.3

Note 10. Concentration of Credit Risk

Hess represented approximately 100% of our total revenues and accounts receivable for the three months ended March 31, 2018 and 2017.

Note 11. Commitments and Contingencies

Environmental Contingencies

The Partnership is subject to federal, state and local laws and regulations relating to the environment. As of March 31, 2018, our reserves for estimated remediation liabilities included in Accrued liabilities and Other noncurrent liabilities were $0.9 million and $2.4 million, respectively, compared with $1.0 million and $2.4 million, respectively, as of December 31, 2017.

Legal Proceedings

In the ordinary course of business, the Partnership 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.

As of March 31, 2018 and December 31, 2017, we did not have accrued liabilities for any legal contingencies. Based on currently available information, we believe it is remote that the outcome of known matters would have a material adverse impact on our financial condition, results of operations or cash flows.

Note 12. 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 earnings before interest, income tax, depreciation and amortization, as further adjusted for other non-cash, non-recurring items, if applicable.

The following tables reflect certain financial data for each reportable segment:

(in millions)	Gathering	Processing and Storage	Terminaling and Export	Interest and Other	Consolidated Hess Midstream Partners LP
For the Three Months Ended March 31, 2018					
Revenues and other income	$ 78.5	$ 58.3	$ 20.2	$ -	$ 157.0
Net income (loss)	49.2	33.2	8.1	(1.5)	89.0
Net income (loss) attributable to Hess Midstream Partners LP	10.0	7.0	1.5	(1.5)	17.0
Depreciation expense	15.2	10.9	3.9	-	30.0
Interest expense, net	-	-	-	0.3	0.3
Adjusted EBITDA	64.4	44.1	12.0	(1.2)	119.3
Adjusted EBITDA attributable to Hess Midstream Partners LP	13.0	9.2	2.3	(1.2)	23.3
Capital expenditures	33.0	3.3	0.3	-	36.6

(in millions)	Gathering	Processing and Storage	Terminaling and Export	Interest and Other	Consolidated Hess Midstream Partners LP Predecessor
For the Three Months Ended March 31, 2017					
Revenues and other income	$ 60.2	$ 53.2	$ 16.9	$ -	$ 130.3
Net income (loss)	32.0	28.5	2.6	-	63.1
Depreciation expense	12.3	10.9	3.6	-	26.8
Adjusted EBITDA	44.3	39.4	6.2	-	89.9
Capital expenditures	19.2	2.5	5.3	-	27.0

Total assets for the reportable segments are as follows:

(in millions)	March 31, 2018	December 31, 2017
Gathering	$ 1,301.1	$ 1,280.5
Processing and Storage	990.6	972.8
Terminaling and Export	328.7	330.8
Interest and Other	40.9	51.0
Total assets	$ 2,661.3	$ 2,635.1

Note 13. Subsequent Event

On April 24, 2018, the board of directors of our general partner declared a quarterly cash distribution of $0.3333 per common and subordinated unit for the quarter ended March 31, 2018, an increase of 3.6% compared with the prior quarter. The distribution will be payable on May 14, 2018, to unitholders of record as of the close of business on May 4, 2018.

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, 2017 (our "2017 Annual Report").

Unless the context otherwise requires, references in this report to (i) "we," "us," "our" or like terms, when used for periods prior to the IPO, refer to Hess Midstream Partners LP Predecessor, our Predecessor for accounting purposes (the "Predecessor"), and, when used for periods after the IPO, these terms refer to Hess Midstream Partners LP and its subsidiaries (the "Partnership"); (ii) "our general partner" refers to Hess Midstream Partners GP LP; (iii) "Hess" refers collectively to Hess Corporation and its subsidiaries, other than us, our subsidiaries and our general partner; (iv) "GIP" refers to GIP II Blue Holding Partnership, L.P., which owns interests in us and in Hess Infrastructure Partners, which in turn indirectly owns our general partner, and the funds managed by Global Infrastructure Management, LLC, and such funds' subsidiaries and affiliates, that hold interests in GIP II Blue Holding Partnership, L.P.; (v) "Hess Infrastructure Partners" or "parent" refers to Hess Infrastructure Partners LP, a midstream joint venture between Hess and GIP that, directly or indirectly, holds all of the interests in our general partner, and its subsidiaries, other than us and our subsidiaries.

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 the section entitled "Risk Factors" included in our 2017 Annual Report.

Overview

We are a fee-based, growth-oriented, traditional master limited partnership formed by Hess Infrastructure Partners to own, operate, develop and acquire a diverse set of midstream assets to provide services to Hess and third-party customers. Our assets are primarily located in the Bakken and Three Forks shale plays in the Williston Basin area of North Dakota, which we refer to collectively as the Bakken.

On April 10, 2017, the Partnership completed its initial public offering ("IPO") of 16,997,000 common units, which included 2,217,000 common units issued pursuant to the exercise of the underwriters' over-allotment options, representing 30.5% limited partner interests in the Partnership at a price to the public of $23.00 per common unit. In connection with the Partnership's IPO, Hess Infrastructure Partners contributed a 20% controlling economic interest in each of Hess North Dakota Pipelines Operations LP ("Gathering Opco"), Hess TGP Operations LP ("HTGP Opco") and Hess North Dakota Export Logistics Operations LP ("Logistics Opco"), and a 100% ownership interest in Hess Mentor Storage Holdings LLC to the Partnership. We refer to the assets owned by Gathering Opco, HTGP Opco and Logistics Opco collectively as our "joint interest assets."

On January 25, 2018, we entered into a 50/50 joint venture with Targa Resources Corp. to construct a new 200 million standard cubic feet per day gas processing plant called Little Missouri Four ("LM4"). Our 50% interest in the joint venture is held through HTGP Opco, in which we own a 20% controlling economic interest and Hess Infrastructure Partners owns the remaining 80% economic interest. Targa Resources Corp. manages the construction of LM4 and will operate the plant.

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 2018 included:

- Net income of $89.0 million, of which $17.0 million is attributable to the Partnership;
- Net cash provided by operating activities of $110.5 million;
- Adjusted EBITDA of $119.3 million, of which $23.3 million is attributable to the Partnership;
- Distributable cash flow of $23.2 million;
- Cash distribution of $0.3333 per unit, declared on April 24, 2018;
- Execution of strategic 50/50 joint venture with Targa Resources Corp. to build a new gas processing plant located south of the Missouri River near Watford City, North Dakota;
- Compared with the prior-year quarter, throughput volume increased by 27% for each of gas gathering, crude oil gathering and gas processing, respectively, and 70% for crude terminaling, driven by strong operating performance of the Partnership's assets and completion of key gathering and terminaling projects during the second half of 2017.

For additional information regarding our non-GAAP financial measures, see How We Evaluate Our Operations and Reconciliation of Non-GAAP Financial Measures 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; and storing and terminaling propane. We have entered into long-term, fee-based commercial agreements with Hess, each of which has an initial 10-year term and is dated effective January 1, 2014. We have the unilateral right to renew each of these agreements for one additional 10-year term. These agreements include dedications covering substantially all of Hess's 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's 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. Our revenues also include revenues from third-party volumes contracted with Hess and delivered to us under these commercial agreements with Hess, as well as pass-through third-party rail transportation costs and electricity fees for which we recognize revenues in an amount equal to the costs. 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 and diversify our customer base.

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, (iii) Adjusted EBITDA and (iv) distributable cash flow.

Volumes. The amount of revenues we generate primarily depends on the volumes of crude oil, natural gas and NGLs that we handle at our gathering, processing, terminaling, and storage 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 of, 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 throughput volumes at our Tioga Gas Plant 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.

Adjusted EBITDA and Distributable Cash Flow. We define Adjusted EBITDA as net income (loss) plus net interest expense, income tax expense (benefit) and depreciation and amortization, as further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, such as other income and other non-cash, non-recurring items, if applicable. We define Adjusted EBITDA attributable to Hess Midstream Partners LP as Adjusted EBITDA less Adjusted EBITDA attributable to Hess Infrastructure Partners' retained interests in our joint interest assets. We use distributable cash flow to analyze our liquidity and performance. We define distributable cash flow as Adjusted EBITDA attributable to Hess Midstream Partners LP less cash paid for interest and maintenance capital expenditures. Distributable cash flow does not reflect changes in working capital balances. We have not quantified distributable cash flow for periods prior to the IPO on April 10, 2017.

Adjusted EBITDA and distributable cash flow are non-GAAP supplemental financial measures 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 partnerships in the midstream energy industry, without regard to historical cost basis or, in the case of Adjusted EBITDA, financing methods;
- the ability of our assets to generate sufficient cash flow to make distributions to our unitholders;
- 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 and distributable cash flow provides useful information to investors in assessing our financial condition and results of operations. Adjusted EBITDA and distributable cash flow should not be considered as alternatives 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 and distributable cash flow have important limitations as analytical tools because they exclude some but not all items that affect net income and net cash provided by operating activities. Adjusted EBITDA or distributable cash flow should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Additionally, because Adjusted EBITDA and distributable cash flow may be defined differently by other companies in our industry, our definition of Adjusted EBITDA and distributable cash flow may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

Table of Contents

Results of Operations

Three Months Ended March 31, 2018 Compared to Three Months Ended March 31, 2017

Results of operations for the three months ended March 31, 2018 and 2017 are presented below. Unless otherwise noted herein, all results included in this report reflect the results of our Predecessor for accounting purposes, for periods prior to the closing of our IPO on April 10, 2017, as well as the results of the Partnership, for the period subsequent to the closing of the IPO (in millions, unless otherwise noted).

For the Three Months Ended March 31, 2018	**Gathering**	**Processing and Storage**	**Terminaling and Export**	**Interest and Other**	**Consolidated Hess Midstream Partners LP**
Revenues					
Affiliate services	$ 78.5	$ 58.3	$ 20.0	$ -	$ 156.8
Other income	-	-	0.2	-	0.2
Total revenues	78.5	58.3	20.2	-	157.0
Costs and expenses					
Operating and maintenance expenses (exclusive of depreciation shown separately below)	13.2	13.3	8.1	-	34.6
Depreciation expense	15.2	10.9	3.9	-	30.0
General and administrative expenses	0.9	0.9	0.1	1.2	3.1
Total costs and expenses	29.3	25.1	12.1	1.2	67.7
Income (loss) from operations	49.2	33.2	8.1	(1.2)	89.3
Interest expense, net	-	-	-	0.3	0.3
Net income (loss)	$ 49.2	$ 33.2	$ 8.1	$ (1.5)	$ 89.0
Less: net income (loss) attributable to noncontrolling interest	39.2	26.2	6.6	-	72.0
Net income (loss) attributable to Hess Midstream Partners	$ 10.0	$ 7.0	$ 1.5	$ (1.5)	$ 17.0
Throughput volumes					
Gas gathering (MMcf/d)(1)	233				233
Crude oil gathering (MBbl/d)(2)	80				80
Gas processing (MMcf/d)(1)		214			214
Crude terminals (MBbl/d)(2)			92		92
NGL loading (MBbl/d)(2)			11		11

(1) Million cubic feet per day
(2) Thousand barrels per day

For the Three Months Ended March 31, 2017	Gathering	Processing and Storage	Terminaling and Export	Interest and Other	Consolidated Hess Midstream Partners LP Predecessor
Revenues					
Affiliate services	$ 60.2	$ 53.2	$ 16.9	$ -	$ 130.3
Total revenues	60.2	53.2	16.9	-	130.3
Costs and expenses					
Operating and maintenance expenses (exclusive of depreciation shown separately below)	14.9	13.5	10.5	-	38.9
Depreciation expense	12.3	10.9	3.6	-	26.8
General and administrative expenses	1.0	0.3	0.2	-	1.5
Total costs and expenses	28.2	24.7	14.3	-	67.2
Net Income (loss)	$ 32.0	$ 28.5	$ 2.6	$ -	$ 63.1
Throughput volumes					
Gas gathering (MMcf/d)(1)	183				183
Crude oil gathering (MBbl/d)(2)	63				63
Gas processing (MMcf/d)(1)		169			169
Crude terminals (MBbl/d)(2)			54		54
NGL loading (MBbl/d)(2)			11		11

(1) Million cubic feet per day
(2) Thousand barrels per day

Gathering

Revenue increased $18.3 million in the first quarter of 2018 compared to the first quarter of 2017, of which $10.1 million is attributable to higher gas gathering and compression volumes, driven by full quarter operation of the Hawkeye Gas Facility and additional third-party volumes contracted with Hess and delivered to us. In addition, $3.1 million of the increase is attributable to higher shortfall fees related to minimum volume commitments recognized in revenue in the first quarter of 2018, and $2.6 million is attributable to higher tariff rates and pass-through electricity fees in 2018 compared to 2017. The remaining increase of $2.5 million is attributable to higher crude oil gathering volumes, driven by completion of the Hawkeye Oil Facility in the fourth quarter of 2017. Operating and maintenance expenses decreased $1.7 million, of which $1.2 million is attributable to lower allocations to us from Hess and $0.5 million is attributable to lower maintenance activity in the first quarter of 2018. Depreciation expense increased $2.9 million primarily due to the Hawkeye Gas Facility being brought into service in the first quarter of 2017. General and administrative expenses remained relatively flat compared to the same quarter last year.

Processing and Storage

Revenues increased $5.1 million in the first quarter of 2018 compared to the first quarter of 2017, of which $10.8 million of the increase is attributable to higher volumes processed through the Tioga Gas Plant, driven by full quarter operation of the Hawkeye Gas Facility and additional third-party volumes contracted with Hess and delivered to us. In addition, $1.4 million of the increase is attributable to higher NGL loading volumes and pass-through electricity fees in 2018 compared to 2017. These increases were partially offset by $7.1 million of lower shortfall fees related to minimum volume commitments. Operating and maintenance expenses and depreciation expense remained relatively flat compared to the same quarter last year. General and administrative expenses increased $0.6 million primarily driven by additional legal fees associated with the LM4 joint venture transaction.

Terminaling and Export

Revenues and other income increased $3.3 million in the first quarter of 2018 compared to the first quarter of 2017, of which $3.1 million of the increase is attributable to higher crude oil throughput volumes at our terminals, driven by completion of the Johnson's Corner Header System and the Hawkeye Oil Facility in the second half of 2017, and increased third-party volumes contracted with Hess and delivered to us. In addition, $1.6 million of the increase is attributable to higher tariff rates in 2018 compared to 2017, and $0.7 million is attributable to higher NGL loading and other revenue. These increases were partially offset by $1.3 million lower rail transportation pass-through revenue and $0.8 million lower shortfall fees related to minimum volume commitments recognized in revenue in the first quarter of 2018 compared to 2017. Operating and maintenance expenses decreased $2.4 million, of which $1.3 million is attributable to lower rail transportation costs due to lower rail export volumes, and $1.1 million is primarily attributable to lower allocations to us from Hess. Depreciation expense and general and administrative expenses remained relatively flat compared to the same quarter last year.

Interest and Other

During the first quarter of 2018, we incurred $1.2 million of incremental general and administrative expenses as a result of being a separate publicly traded partnership that are not reflected in our Predecessor's historical consolidated financial statements. Additionally, during the first quarter of 2018, we incurred $0.3 million of expenses related to our revolving credit facility, net of interest income.

Table of Contents

Reconciliation of Non-GAAP Financial Measures

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.

	Three Months Ended March 31,	
(in millions)	2018	2017 *Predecessor*
Reconciliation of Adjusted EBITDA attributable to Hess Midstream Partners LP and Distributable Cash Flow attributable to Hess Midstream Partners LP to net income:		
Net income	$ 89.0	$ 63.1
Plus:		
Depreciation expense	30.0	26.8
Interest expense, net	0.3	-
Adjusted EBITDA	119.3	$ 89.9
Less:		
Adjusted EBITDA attributable to noncontrolling interest	96.0	
Adjusted EBITDA attributable to Hess Midstream Partners LP	$ 23.3	
Less:		
Cash interest paid, net	0.1	
Maintenance capital expenditures(a)	-	
Distributable cash flow attributable to Hess Midstream Partners LP	$ 23.2	
Reconciliation of Adjusted EBITDA attributable to Hess Midstream Partners LP and Distributable Cash Flow attributable to Hess Midstream Partners LP to net cash provided by operating activities:		
Net cash provided by operating activities	$ 178.2	
Changes in assets and liabilities	(58.8)	
Amortization of deferred financing costs	(0.3)	
Unit-based compensation	(0.1)	
Interest expense, net	0.3	
Adjusted EBITDA	119.3	
Less:		
Adjusted EBITDA attributable to noncontrolling interest	96.0	
Adjusted EBITDA attributable to Hess Midstream Partners LP	$ 23.3	
Less:		
Cash interest paid, net	0.1	
Maintenance capital expenditures(a)	-	
Distributable cash flow attributable to Hess Midstream Partners LP	$ 23.2	

(a) Under our contribution agreement, Hess Infrastructure Partners agreed to bear the full costs we incurred for maintenance capital expenditures during the periods presented.

Capital Resources and Liquidity

We expect our ongoing sources of liquidity to include:

- cash generated from operations;
- borrowings under our revolving credit facility;
- issuances of 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 and debt service requirements and our quarterly cash distribution requirements. We believe that long-term growth projects or potential acquisitions will be funded primarily through borrowings under our revolving credit facility or through the issuance of debt and equity securities.

Our partnership agreement requires that we distribute all of our available cash to unitholders. On April 24, 2018, we declared a quarterly cash distribution of $0.3333 per common and subordinated unit, to be paid on May 14, 2018 to unitholders of record on May 4, 2018.

Revolving Credit Facility

On March 15, 2017, we entered into a four-year, $300.0 million senior secured revolving credit facility that became available to us upon the closing of the IPO on April 10, 2017. We have the option to extend the revolving credit facility for two additional one-year terms and to increase the overall capacity of the revolving credit facility by up to an additional $100.0 million subject to, among other things, the consent of the lenders. As of March 31, 2018, the credit facility remained undrawn.

Borrowings on the credit facility generally bear interest at the London Interbank Offered Rate (LIBOR) plus an applicable margin of 1.275%. The interest rate is subject to adjustment based on the Partnership’s leverage ratio, which is calculated as total debt to Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA) (as defined in the credit agreement). Facility fees accrue at 0.275% per annum and are paid quarterly. If the Partnership obtains credit ratings, pricing levels will be based on our credit ratings in effect from time to time. The Partnership is subject to customary covenants in the credit agreement, including a financial covenant that generally requires a leverage ratio of no more than 4.5 to 1.0 for the prior four fiscal quarters (5.0 to 1.0 during the specified period following certain acquisitions). The credit facility is secured by first priority perfected liens on substantially all directly owned assets of the Partnership and its wholly-owned subsidiaries, including equity interests in subsidiaries, subject to certain customary exclusions.

Cash Flows

Operating Activities. Cash flows provided by operating activities increased $34.9 million for the first quarter of 2018 compared to the first quarter of 2017. The change in operating cash flows resulted from an increase in revenues and other income of $26.7 million, a decrease in expenses, other than depreciation, amortization and unit-based compensation, of $2.8 million, and a decrease in cash used from changes in working capital of $5.4 million.

Investing Activities. Cash flows used in investing activities increased $13.8 million for the first quarter of 2018 compared to the first quarter of 2017, due to our investment in the LM4 joint venture of $24.3 million, offset by a decrease in payments for capital expenditures of $10.5 million.

Financing Activities. Cash flows used in financing activities increased $30.8 million for the first quarter of 2018 compared to the first quarter of 2017 primarily related to distributions to unitholders of $17.9 million and higher net distributions to Hess Infrastructure Partners of $12.9 million.

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. Our capital requirements consist of maintenance capital expenditures and expansion capital expenditures. Our partnership agreement requires that we distinguish between maintenance capital expenditures and expansion capital expenditures. Maintenance capital expenditures are capital expenditures made to maintain, over the long term, our operating capacity, operating income or revenue. Examples of maintenance capital expenditures are expenditures to repair, refurbish or replace existing assets, to maintain equipment reliability, integrity and safety and to address environmental laws and regulations. In contrast, expansion capital expenditures are expenditures incurred for acquisitions or capital improvements that we expect will increase our operating capacity, operating income or revenue over the long term. Examples of expansion capital expenditures include the acquisition of equipment, construction, development or acquisition of additional capacity, or expenditures for connecting additional wells to our gathering systems, to the extent such capital expenditures are expected to expand our long-term operating capacity, operating income or revenue.

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

	Three Months Ended March 31,	
	2018	2017
(in millions)		*Predecessor*
Maintenance	$ 1.2	$ 1.7
Expansion	35.4	25.3
Total capital expenditures	36.6	27.0
Decrease in accrued liabilities	0.3	20.4
Additions to property, plant and equipment	$ 36.9	$ 47.4

The increase in capital expenditures is primarily attributable to engineering and procurement work related to our planned gas compression expansion projects and key system build outs, including connecting wells to our expanding gathering system.

Forward-looking Information

Certain sections in this Quarterly Report on Form 10-Q, including information incorporated by reference herein, contain "forward-looking" statements, as defined under the Private Securities Litigation Reform Act of 1995. Generally, the words "anticipate," "estimate," "expect," "forecast," "guidance," "could," "may," "should," "believe," "intend," "project," "plan," "predict," "will," "target" and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements related to our operations and financial conditions are based on our current understanding, assessments, estimates and projections. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our current projections or expectations. As and when made, we believe that these forward-looking statements are reasonable. However, 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. We are not obligated to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Risk factors that could materially impact future actual results are discussed in the section entitled "Risk Factors" included in our 2017 Annual Report.

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. 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.

Any debt that we incur under our revolving credit facility will bear interest at a variable rate, which will expose us to interest rate risk. Unless interest rates increase significantly in the future, our exposure to interest rate risk should be minimal. We do not currently have in place any derivative instruments to hedge any exposure to variable interest rates.

Table of Contents

Item 4. Controls and Procedures

Based upon their evaluation of the Partnership's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2018, 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, 2018.

There was no change in internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), in the quarter ended March 31, 2018 that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

PART II – OTHER INFORMATION

Table of Contents

Item 1. Legal Proceedings

Information regarding legal proceedings is contained in Note 11, Commitments and Contingencies in the Notes to Consolidated Financial Statements and is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Item 1A. Risk Factors of our 2017 Annual Report.

Table of Contents

Item 6. Exhibits

a. Exhibits

31.1	Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))
31.2	Certification required by Rule 13a-14(a) (17 CFR 240.13a-14(a)) or Rule 15d-14(a) (17 CFR 240.15d-14(a))
32.1	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).
32.2	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)
101(INS)	XBRL Instance Document
101(SCH)	XBRL Schema Document
101(CAL)	XBRL Calculation Linkbase Document
101(LAB)	XBRL Labels Linkbase Document
101(PRE)	XBRL Presentation Linkbase Document
101(DEF)	XBRL Definition Linkbase Document

SIGNATURES

Table of Contents

Pursuant to the requirements 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 PARTNERS LP (Registrant)

By: HESS MIDSTREAM PARTNERS GP LP, its General Partner

By: HESS MIDSTREAM PARTNERS 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 11, 2018

Exhibit 31.1

CERTIFICATE 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 Partners LP;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) 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) 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

   (c) 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 11, 2018

By /s/ John B. Hess

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

Exhibit 31.2

**CERTIFICATE 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 Partners LP;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) 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) 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

   (c) 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 11, 2018

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

Exhibit 32.1

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 Partners LP (the "Partnership") on Form 10-Q for the period ended March 31, 2018 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 Partners 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 11, 2018

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

Exhibit 32.2

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 Partners LP (the “Partnership”) on Form 10-Q for the period ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jonathan C. Stein, Chief Financial Officer of Hess Midstream Partners 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 to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

Date: May 11, 2018

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