



Summit Midstream Partners, LP Announces Expiration and Pricing Terms of Cash Tender Offer to Purchase Any and All of Its Subsidiaries' 8.500% Senior Secured Second Lien Notes Due 2026

July 23, 2024 at 7:53 PM EDT

HOUSTON, July 23, 2024 /PRNewswire/ -- Summit Midstream Partners, LP (NYSE: SMLP) ("Summit," "SMLP" or the "Partnership") announced today the results and the pricing terms of the previously announced cash tender offer (the "Tender Offer") by Summit Midstream Holdings, LLC ("Holdings") and Summit Midstream Finance Corp. (together with Holdings, the "Issuers"), which are subsidiaries of the Partnership, to purchase any and all of their outstanding 8.500% Senior Secured Second Lien Notes due 2026 (the "Notes") from holders thereof (the "Holders"). The Tender Offer expired at 5:00 P.M., New York City Time, on July 23, 2024 (the "Expiration Time"). As of the Expiration Time, \$649,805,000 or 85.00% of the \$764,464,000 outstanding aggregate principal amount of the Notes had been validly tendered and not validly withdrawn in the Tender Offer. The principal amount tendered excludes \$113,000 aggregate principal amount of the Notes tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase (as defined below) and the related Notice of Guaranteed Delivery provided in connection therewith, which remain subject to the Holders' performance of the delivery requirements under such procedures.



The settlement date for the Notes validly tendered (and not validly withdrawn) at or prior to the Expiration Time and accepted for purchase in the Tender Offer, including Notes submitted using the Notice of Guaranteed Delivery, is expected to occur on July 26, 2024 (the "Settlement Date").

The Issuers intend to fund the Purchase Price (as defined below) with net proceeds Holdings receives from the sale of \$575,000,000 in aggregate principal amount of Holdings' 8.625% Senior Secured Second Lien Notes due 2029 (the "New Financing"). The consummation of the Tender Offer and the Issuers' obligation to pay for Notes validly tendered and accepted pursuant to the Tender Offer is subject to the satisfaction or waiver of the conditions set forth in the Offer to Purchase, dated July 17, 2024 (the "Offer to Purchase"), including the consummation of the New Financing, the receipt of net proceeds therefrom and certain other customary conditions.

The consideration to be paid under the Tender Offer will be \$1,029.64 per \$1,000 principal amount of Notes (the "Purchase Price") validly tendered and accepted for purchase pursuant to the Tender Offer, plus accrued and unpaid interest to, but not including, the Settlement Date, which was determined in the manner described in the Offer to Purchase by reference to the fixed spread for the Notes specified below plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified below, as quoted on the Bloomberg Bond Trader FIT3 series of pages, at 2:00 P.M., New York City time, on July 23, 2024.

Certain information regarding the Notes and the pricing terms is set forth in the table below.

Title of Security (1)	CUSIP Numbers	Aggregate Principal Amount Outstanding	U.S. Treasury Reference Security	Bloomberg Reference Page	Reference Yield	Fixed Spread	Total Purchase Price (2)	Aggregate Principal Amount Tendered and Accepted for Purchase (3)
8.500% Senior Secured Second Lien Notes due 2026	144A: 86614WAE6 Reg S: U8604TAB2	\$764,464,000	0.625% U.S. Treasury due October 15, 2024	FIT3	5.376 %	0 bps	\$1,029.64	\$649,805,000

(1) The interest rate was increased to 9.500% on April 1, 2024.

(2) Per \$1,000 principal amount. Excludes accrued and unpaid interest.

(3) The principal amount tendered excludes \$113,000 aggregate principal amount of Notes tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase and the related Notice of Guaranteed Delivery provided in connection therewith, which remain subject to the Holders' performance of the delivery requirements under such procedures.

The Tender Offer was made pursuant to the Offer to Purchase and the Notice of Guaranteed Delivery, which set forth the complete terms and conditions of the Tender Offer. The Tender Offer was made only by and pursuant to the terms set forth in the Offer to Purchase and the Notice of Guaranteed Delivery, and the information in this press release is qualified by reference to such document. In connection with the Tender Offer, the Issuers retained RBC Capital Markets, LLC as the Dealer Manager. Questions regarding the Tender Offer should be directed to RBC Capital Markets, LLC at liability.management@rbccm.com, Attn: Liability Management or by calling collect at (212) 618-7843 or toll-free at (877) 381-2099. Copies of the Offer to Purchase may be requested from the tender agent for the Tender Offer, D.F. King & Co., Inc., at (866) 342-4883 (Toll-Free) or (212) 269-5550, or by email at smlp@dfking.com, and may be accessed online at www.dfking.com/smlp.

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any Notes.

About Summit Midstream Partners, LP

SMLP is a value-driven limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located

in the core producing areas of unconventional resource basins, primarily shale formations, in the continental United States. SMLP provides natural gas, crude oil and produced water gathering, processing and transportation services pursuant to primarily long-term, fee-based agreements with customers and counterparties in four unconventional resource basins: (i) the Williston Basin, which includes the Bakken and Three Forks shale formations in North Dakota; (ii) the Denver-Julesburg Basin, which includes the Niobrara and Codell shale formations in Colorado and Wyoming; (iii) the Fort Worth Basin, which includes the Barnett Shale formation in Texas; and (iv) the Piceance Basin, which includes the Mesaverde formation as well as the Mancos and Niobrara shale formations in Colorado. SMLP has an equity method investment in Double E Pipeline, LLC, which provides interstate natural gas transportation service from multiple receipt points in the Delaware Basin to various delivery points in and around the Waha Hub in Texas. SMLP is headquartered in Houston, Texas.

Forward-Looking Statements

This press release includes certain statements concerning expectations for the future that are forward-looking within the meaning of the federal securities laws. Forward-looking statements include, without limitation, any statement that may project, indicate or imply future results, events, performance or achievements and may contain the words "expect," "intend," "plan," "anticipate," "estimate," "believe," "will be," "will continue," "will likely result," and similar expressions, or future conditional verbs such as "may," "will," "should," "would," and "could," including, but not limited to, statements regarding the expected closing of the New Financing and the intended use of the net proceeds therefrom and the anticipated Settlement Date. In addition, any statement concerning future financial performance (including future revenues, earnings or growth rates), ongoing business strategies and possible actions taken by SMLP or its subsidiaries are also forward-looking statements. Forward-looking statements also contain known and unknown risks and uncertainties (many of which are difficult to predict and beyond management's control) that may cause SMLP's actual results in future periods to differ materially from anticipated or projected results. An extensive list of specific material risks and uncertainties affecting SMLP is contained in its Annual Report on Form 10-K for the year ended December 31, 2023, which the Partnership filed with the Securities and Exchange Commission (the "SEC") on March 15, 2024, as amended and updated from time to time, including by the Partnership's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, which the Partnership filed with the SEC on May 6, 2024, and by Exhibit 99.1 to the Partnership's Current Report on Form 8-K filed with the SEC on June 3, 2024. Any forward-looking statements in this press release are made as of the date of this press release and SMLP undertakes no obligation to update or revise any forward-looking statements to reflect new information or events.

 View original content to download multimedia: <https://www.prnewswire.com/news-releases/summit-midstream-partners-lp-announces-expiration-and-pricing-terms-of-cash-tender-offer-to-purchase-any-and-all-of-its-subsidiaries-8-500-senior-secured-second-lien-notes-due-2026--302204658.html>

SOURCE Summit Midstream Partners, LP

832-413-4770, ir@summitmidstream.com