



UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS AND
MANAGEMENT'S NARRATIVE ANALYSIS OF RESULTS OF OPERATIONS

CNX Midstream Partners LP

As of September 30, 2022 and December 31, 2021 and for the Three and Nine Months Ended September 30, 2022 and 2021

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PART I: FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

CNX MIDSTREAM PARTNERS LP
CONSOLIDATED STATEMENTS OF OPERATIONS
(Dollars in thousands)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Revenue and Other Income				
Gathering revenue — related party	\$ 72,206	\$ 74,010	\$ 222,258	\$ 202,133
Gathering revenue — third party	15,279	18,346	48,597	54,701
Miscellaneous income — related party <i>(Note 4)</i>	958	1,773	3,234	6,185
Total Revenue and Other Income	88,443	94,129	274,089	263,019
Expenses				
Operating expense — related party <i>(Note 4)</i>	2,990	3,414	10,838	10,600
Operating expense — third party	10,213	8,222	26,076	20,745
General and administrative expense — related party <i>(Note 4)</i>	2,321	2,370	6,904	7,038
General and administrative expense — third party	1,091	6,573	2,918	8,940
Loss on debt extinguishment	—	10,549	—	10,549
Loss on asset sales and abandonments	839	86	902	648
Depreciation expense	8,504	8,374	25,415	24,802
Interest expense	7,062	6,955	19,971	22,785
Total Expense	33,020	46,543	93,024	106,107
Net Income	\$ 55,423	\$ 47,586	\$ 181,065	\$ 156,912

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

CNX MIDSTREAM PARTNERS LP
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	(Unaudited) September 30, 2022	December 31, 2021
ASSETS		
Current Assets:		
Cash	\$ 1,427	\$ 1,332
Receivables — related party	24,200	27,609
Receivables — third party, net <i>(Note 2)</i>	21,893	9,350
Other current assets	1,904	2,939
Total Current Assets	49,424	41,230
Property and Equipment <i>(Note 5)</i> :		
Property and equipment	1,295,036	1,271,244
Less — accumulated depreciation	190,181	164,709
Property and Equipment — Net	1,104,855	1,106,535
Other Assets:		
Long-term receivables — third party <i>(Note 2)</i>	—	21,600
Other assets	3,841	4,383
Total Other Assets	3,841	25,983
TOTAL ASSETS	<u>\$ 1,158,120</u>	<u>\$ 1,173,748</u>
LIABILITIES AND PARTNERS' CAPITAL		
Current Liabilities:		
Trade accounts payable	\$ 4,849	\$ 5,060
Accrued interest payable	9,148	5,491
Accrued liabilities	8,288	5,745
Due to related party <i>(Note 4)</i>	2,545	3,727
Contract liability — related party <i>(Note 4)</i>	1,525	12,000
Contract liability — third party <i>(Note 2)</i>	3,927	4,368
Total Current Liabilities	30,282	36,391
Other Non-Current Liabilities:		
Operating lease liabilities	148	—
Contract liability — third party <i>(Note 2)</i>	14,308	18,900
Revolving credit facility <i>(Note 6)</i>	148,150	185,000
Senior Notes <i>(Note 7)</i>	394,590	393,880
Total Non-Current Liabilities	557,196	597,780
TOTAL LIABILITIES	587,478	634,171
Partners' Capital:		
Partners' Capital	570,642	539,577
Total Partners' Capital	570,642	539,577
TOTAL LIABILITIES AND PARTNERS' CAPITAL	<u>\$ 1,158,120</u>	<u>\$ 1,173,748</u>

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

CNX MIDSTREAM PARTNERS LP
CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(Dollars in thousands)
(Unaudited)

	Three Months Ended September 30, 2022
Balance at June 30, 2022	\$ 540,219
Net income	55,423
Quarterly distributions to unitholders	(25,000)
Balance at September 30, 2022	<u>\$ 570,642</u>

	Three Months Ended September 30, 2021
Balance at June 30, 2021	\$ 551,773
Net income	47,586
Quarterly distributions to unitholders	(50,000)
Balance at September 30, 2021	<u>\$ 549,359</u>

	Nine Months Ended September 30, 2022
Balance at December 31, 2021	\$ 539,577
Net income	181,065
Quarterly distributions to unitholders	(150,000)
Balance at September 30, 2022	<u>\$ 570,642</u>

	Nine Months Ended September 30, 2021
Balance at December 31, 2020	\$ 442,447
Net income	156,912
Quarterly distributions to unitholders	(50,000)
Balance at September 30, 2021	<u>\$ 549,359</u>

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

CNX MIDSTREAM PARTNERS LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2022	2021
Cash Flows from Operating Activities:		
Net income	\$ 181,065	\$ 156,912
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense and amortization of debt issuance costs	26,806	26,199
Loss on asset sales and abandonments	902	648
Loss on debt extinguishment	—	10,549
Other	—	13
Changes in assets and liabilities:		
Contract liability — related party	(10,475)	12,000
Contract liability — third party	(5,033)	4,500
Due to/from affiliate	2,311	(2,089)
Receivables — third party	9,057	36
Other current and non-current assets	238	(874)
Accounts payable and other accrued liabilities	5,240	(2,843)
Net Cash Provided by Operating Activities	210,111	205,051
Cash Flows from Investing Activities:		
Capital expenditures	(23,160)	(19,034)
Net Cash Used in Investing Activities	(23,160)	(19,034)
Cash Flows from Financing Activities:		
Distributions to unitholders	(150,000)	(50,000)
Repurchase of 2026 Senior Notes	—	(174,614)
Net payments on secured \$600.0 million credit facility	(36,850)	(145,000)
Proceeds from issuance of 2030 Senior Notes, net of discount	—	395,000
Debt issuance costs	(6)	(175)
Net Cash (Used in) Provided by Financing Activities	(186,856)	25,211
Net Increase in Cash	95	211,228
Cash at Beginning of Period	1,332	9,316
Cash at End of Period	\$ 1,427	\$ 220,544
Cash Paid During the Period for:		
Interest	\$ 15,232	\$ 28,922
Noncash Investing Activities:		
Accrued capital expenditures	\$ 6,219	\$ 1,097

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

CNX MIDSTREAM PARTNERS LP
NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — DESCRIPTION OF BUSINESS

CNX Midstream Partners LP (the “Partnership”, or “we”, “us”, or “our”) is focused on the ownership, operation, development and acquisition of midstream energy infrastructure in the Appalachian Basin. We currently provide midstream services to our customers’ production in the Marcellus Shale and Utica Shale in Pennsylvania and West Virginia under long-term, fixed-fee contracts. Our assets include natural gas gathering pipelines and compression and dehydration facilities, as well as condensate gathering, collection, separation and stabilization facilities. We are a wholly owned subsidiary of CNX Resources Corporation (NYSE: CNX) (“CNX Resources” or “CNX”). Accordingly, CNX Resources is the sole Sponsor of the Partnership, and we may refer to CNX Resources as the “Sponsor” throughout this quarterly report.

Description of Business

Our midstream assets consist of one operating area that we refer to as our “Anchor Systems” in which the Partnership owns a 100% controlling interest. The Anchor Systems include five primary midstream systems (the McQuay, Majorsville, Dry Ridge, Mamont and Shirley-Penns Systems), a 20” high-pressure pipeline and all related assets.

In order to maintain operational flexibility, our operations are conducted through, and our operating assets are owned by, our operating subsidiaries. However, neither we nor our operating subsidiaries have any employees. Our general partner has the sole responsibility for providing the personnel necessary to conduct our operations, whether through directly hiring employees or by obtaining the services of others, which may include personnel of CNX Resources as provided through contractual relationships with the Partnership. All of the personnel who conduct our business are employed or contracted by our general partner and its affiliates, including our Sponsor, but we sometimes refer to these individuals as our employees because they provide services directly to us. See Note 4 – Related Party Transactions for additional information.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and various disclosures. Actual results could differ from those estimates, which are evaluated on an ongoing basis, utilizing historical experience and other methods considered reasonable under the particular circumstances. Although these estimates are based on management’s best available knowledge at the time, changes in facts and circumstances or discovery of new facts or circumstances may result in revised estimates and actual results may differ from these estimates. Effects on the Partnership’s business, financial position and results of operations resulting from revisions to estimates are recognized when the facts that give rise to the revision become known. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the accompanying consolidated financial statements have been included.

The balance sheet at December 31, 2021 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the Consolidated Financial Statements and related notes for the year ended December 31, 2021 included on CNX Midstream Partners LP’s website at www.cnxmidstream.com under the Financials tab.

Principles of Consolidation

The consolidated financial statements include the accounts of the Partnership and all of its 100% controlled subsidiaries.

Transactions between the Partnership and CNX Resources have been identified in the consolidated financial statements as transactions between related parties and are disclosed in Note 4 – Related Party Transactions.

Revenue Recognition

We record revenue when obligations under the terms of the contracts with our shippers are satisfied; generally, this occurs on a daily basis as we gather natural gas at the wellhead. Revenue is measured as the amount of consideration we expect to receive in exchange for providing the natural gas gathering services.

Nature of performance obligations

At contract inception, we assess the services promised in our contracts with customers and identify a performance obligation for each promised service that is distinct. To identify the performance obligations, we consider all of the services

promised in the contract, regardless of whether they are explicitly stated or are implied by customary business practices.

Our revenue is generated from natural gas gathering activities. The gas gathering services are interruptible in nature and include charges for the volume of gas actually gathered and do not guarantee access to the system. Volumetric-based fees relate to actual volumes gathered. In general, the interruptible gathering of each unit of one million British Thermal Units (MMBtu) of natural gas represents a separate performance obligation. Payment terms for these contracts require payment within 25 days of the end of the calendar month in which the hydrocarbons are gathered.

Transaction price allocated to remaining performance obligations

We are required to disclose the aggregate amount of transaction price that is allocated to performance obligations that have not yet been satisfied. However, the guidance provides certain practical expedients that limit this requirement. Substantially all of our revenues are derived from contracts that have terms of greater than one year. Under these contracts, the interruptible gathering of each unit of natural gas represents a separate performance obligation.

For revenue associated with the Shirley-Penns System, for which we have remaining contractual performance obligations, the aggregate amount of the transaction price allocated to those remaining performance obligations was \$242.8 million at September 30, 2022. See Note 4 – Related Party Transactions for a detailed breakout of the minimum revenue by year.

The amount of revenue associated with this Shirley Penns System contract up to the minimum volume commitment (“MVC”) is fixed in nature, and volumes that we may gather above the MVC will be variable in nature. As of September 30, 2022, no future performance obligations exist relative to volumes to be gathered in excess of the MVC as the related volumes have not yet been nominated for gathering. Therefore, we have not disclosed the value of unsatisfied performance obligations for the variable aspect of this agreement, nor have we disclosed the value of other unsatisfied performance obligations that are variable in nature.

One of our third party customers failed to meet their commitment to drill and complete an additional nine wells in the Majorsville area within the Anchor Systems by the end of 2021. This entitled us to a deficiency payment of \$2.8 million per shortfall well for a total deficiency payment obligation of \$25.2 million. The total obligation was to be paid in seven equal installments of \$0.4 million per shortfall well over a seven year period.

On September 27, 2022, we entered into the Second Amendment to the Second Amended and Restated Gathering Agreement with the customer, which modified the payment terms related to the well shortfall. Per the Amendment, the total deficiency payment obligation was reduced from \$25.2 million to \$20.4 million, which resulted in CNXM recording a cumulative catch-up to revenue that reflected the amended transaction price. As a result, a \$1.4 million decrease in revenue related to the modified payment terms was recorded in the three and nine months ended September 30, 2022 in the Consolidated Statements of Operations. The remaining amount owed of \$16.8 million will be paid in twelve equal monthly installments over the next twelve months beginning on September 30, 2022 and ending on August 31, 2023.

We will recognize a total of \$1.3 million in additional revenue each year through December 31, 2033. The receivable as well as the long-term deferred portion of the revenue associated with the deficiency payments are included as Receivables – third party and Contract liability – third party in the Consolidated Balance Sheets at September 30, 2022 and December 31, 2021, respectively, and the Consolidated Statements of Cash Flows at September 30, 2022.

Prior-period performance obligations

We record revenue when obligations under the terms of the contracts with our shippers are satisfied; generally this occurs on a daily basis when we gather gas at the wellhead. In some cases, we are required to estimate the amount of natural gas that we have gathered during an accounting period and record any differences between our estimates and the actual units of natural gas that we gathered in the following month. We have existing internal controls for our revenue estimation process and related accruals; historically, any identified differences between our revenue estimates and actual revenue received have not been significant. For the three and nine months ended September 30, 2022 and 2021, revenue recognized in the reporting period related to performance obligations satisfied in prior reporting periods was not material.

Contract balances

We invoice customers once our performance obligations have been satisfied, at which point payment becomes unconditional. At September 30, 2022, contract assets were \$15.4 million, all recorded within current assets, and contract liabilities were \$18.2 million (\$3.9 million current and \$14.3 million non-current) associated with the minimum well deficiency payment obligations from one of our third party customers as discussed above. We have no contract assets recognized from the costs to obtain or fulfill a contract with a customer.

Classification

The fees we charge our affiliates, including our Sponsor, are recorded in gathering revenue — related party in our consolidated statements of operations. Fees from midstream services we perform for third-party shippers are recorded in

gathering revenue — third-party in our consolidated statements of operations.

Payments related to the Release of Dedicated Production Agreement with CNX are included in Miscellaneous income — related party.

Cash

Cash includes cash on hand and on deposit at banking institutions. The following table provides a reconciliation of cash and restricted cash to amounts shown in the statement of cash flows:

<i>(in thousands)</i>	September 30,	
	2022	2021
Cash	\$ 1,427	\$ 158
Restricted Cash	—	220,386
Total Cash and Restricted Cash	<u>\$ 1,427</u>	<u>\$ 220,544</u>

Restricted Cash

Restricted cash consists of cash held by the Trustee that, pursuant to the indentures governing the 6.5% Senior Notes due March 2026 (the “2026 Senior Notes”), was restricted in its use to fund the redemption of the remaining outstanding 2026 Senior Notes recorded in the Consolidated Balance Sheets as of September 30, 2021 under the terms of the Tender Offer. See Note 7 – Senior Notes for more information.

Contract Liability

Contract liability consists of advance payments for services that have yet to be performed or revenues that have yet to be earned.

Receivables

Under the Financial Accounting Standards Board (the “FASB”) Accounting Standard Update (“ASU”) 2016-13 Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, the measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Management recorded an allowance for credit losses related to the collectability of third-party customers receivables using the historical aging of the customer receivable balance. Related party receivables between entities under common control are excluded from Topic 326. The collectability was determined based on past events, including historical experience, customer credit rating, as well as current market conditions. We will continue to monitor customer ratings and collectability on a quarterly basis. Account balances will be charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. All activity related to allowances for credit losses as of September 30, 2022 and December 31, 2021 and for the nine months ended September 30, 2022 and 2021 is immaterial.

Fair Value Measurement

The FASB Accounting Standards Codification (“ASC”) Topic 820, Fair Value Measurements and Disclosures, clarifies the definition of fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This guidance also relates to all nonfinancial assets and liabilities that are not recognized or disclosed on a recurring basis (e.g., the initial recognition of asset retirement obligations and impairments of long-lived assets). The fair value is the price that we estimate we would receive upon selling an asset or that we would pay to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy is used to prioritize input to valuation techniques used to estimate fair value. An asset or liability subject to the fair value requirements is categorized within the hierarchy based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. The highest priority (Level 1) is given to unadjusted quoted market prices in active markets for identical assets or liabilities, and the lowest priority (Level 3) is given to unobservable inputs. Level 2 inputs are data, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

The carrying values on our balance sheets of our current assets, current liabilities and revolving credit facility approximate fair values due to their short maturities. We estimate the fair value of our Senior Notes, which is not actively traded, using an income approach model that utilizes a discount rate based on market rates for other debt with similar remaining time to maturity and credit risk (Level 2). The estimated fair value of our Senior Notes was approximately \$315.1 million and \$399.9 million at September 30, 2022 and December 31, 2021, respectively.

Property and Equipment

Property and equipment is recorded at cost upon acquisition and is depreciated on a straight-line basis over the assets' estimated useful lives or over the lease terms of the assets. Expenditures which extend the useful lives of existing property and equipment are capitalized. When properties are retired or otherwise disposed, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss on disposition is recognized.

The Partnership evaluates whether long-lived assets have been impaired during any given quarter and has processes in place to ensure that we become aware of such indicators. Impairment indicators may include, but are not limited to, sustained decreases in commodity prices, a decline in customer well results and lower throughput forecasts, and increases in construction or operating costs. For such long-lived assets, impairment exists when the carrying amount of an asset or group of assets exceeds our estimates of the undiscounted cash flows expected to result from the use and eventual disposition of the asset or group of assets. If the carrying amount of the long-lived asset or asset group is not recoverable, based on the estimated future undiscounted cash flows, the impairment loss would be measured as the excess of the asset's carrying amount over its estimated fair value. In the event that impairment indicators exist, we conduct an impairment test.

Fair value represents the estimated price between market participants to sell an asset in the principal or most advantageous market for the asset, based on assumptions a market participant would make. When warranted, management assesses the fair value of long-lived assets using commonly accepted techniques and may use more than one source in making such assessments. Sources used to determine fair value include, but are not limited to, recent third-party comparable sales, internally developed discounted cash flow analyses and analyses from outside advisors. Significant changes, such as the condition of an asset or management's intent to utilize the asset, generally require management to reassess the cash flows related to long-lived assets. No property and equipment impairments were identified during the periods presented in the accompanying consolidated financial statements.

Variable Interest Entities

The Partnership fully consolidated the Anchor Systems through its ownership of CNX Midstream Operating Company LLC (the "Operating Company"). The Anchor System is structured as a limited partnership and a variable interest entity ("VIE") and includes information regarding the Partnership's involvement and relative contributions to our financial position, operating results and cash flows.

The Operating Company, through its general partner ownership interest in the Anchor Systems, is considered to be the primary beneficiary for accounting purposes and has the power to direct all substantive strategic and day-to-day operational decisions of the Anchor Systems.

Income Taxes

We are treated as a partnership for federal and state income tax purposes, with each partner being separately taxed on its share of the Partnership's taxable income. Accordingly, no provision for federal or state income taxes has been recorded in the Partnership's consolidated financial statements for any period presented in the accompanying consolidated financial statements.

NOTE 3 — CASH DISTRIBUTIONS

There is no formal policy for cash distributions.

On August 3, 2022, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the second quarter of 2022 of \$25.0 million. The total quarterly cash distribution of \$25.0 million was paid on August 12, 2022.

On May 4, 2022, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the first quarter of 2022 of \$25.0 million. The total quarterly cash distribution of \$25.0 million was paid on May 5, 2022.

On February 1, 2022, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the fourth quarter of 2021 of \$100.0 million. The total quarterly cash distribution of \$100.0 million was paid on February 3, 2022.

On August 12, 2021, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the second quarter of 2021 of \$50.0 million. The total quarterly cash distribution of \$50.0 million was paid on August 13, 2021.

NOTE 4 — RELATED PARTY TRANSACTIONS

In the ordinary course of business, we engage in related party transactions with CNX Resources (and certain of its subsidiaries) and CNX Gathering, which include the fees we charge and revenues we receive under a fixed fee gathering agreement (including fees associated with electrically-powered compression that CNX Resources reimburses to us) and our reimbursement of certain expenses to CNX Resources under several agreements, discussed below. In addition, we may waive or modify certain terms under these arrangements in the ordinary course of business, including the provisions of the fixed fee gathering agreement, when we determine it is in the best interests of the Partnership to do so.

Operating expense – related party were derived from CNX Resources and consisted of the following:

<i>(in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Operational services	\$ 1,490	\$ 1,506	\$ 5,376	\$ 5,042
Electrical compression	1,500	1,908	5,462	5,558
Total Operating Expense — Related Party	\$ 2,990	\$ 3,414	\$ 10,838	\$ 10,600

Related party payables due to CNX Resources consisted of the following:

<i>(in thousands)</i>	September 30, 2022	December 31, 2021
Expense reimbursements	\$ 751	\$ 382
Capital expenditures reimbursements	47	150
General and administrative services	2,048	3,657
Release from dedication reimbursement	(301)	(462)
Due to related party	\$ 2,545	\$ 3,727

All related party receivables were due from CNX Resources at September 30, 2022 and December 31, 2021.

Release of Dedicated Production Agreement

In 2021, the Partnership entered into a Release of Dedicated Production Agreement with CNX Resources, which resulted in \$1.0 million and 1.8 million in Miscellaneous income – related party in the Consolidated Statements of Operations for the three months ended September 30, 2022 and 2021, respectively, and \$3.2 million and \$6.2 million for the nine months ended September 30, 2022 and 2021, respectively. Under this agreement, the Partnership released from dedication the production from the NV62 Marcellus Unit in exchange for payment equal to an amount that would have been charged at the dry gas rate with respect to each MMBtu minus \$0.25 per MMBtu.

Operational Services Agreement

Upon the closing of the initial public offering of our common units (our “IPO”), we entered into an operational services agreement with CNX Resources, which was amended and restated on December 1, 2016. Under the agreement, CNX Resources provides certain operational services to us in support of our gathering pipelines and dehydration, treating and compressor stations and facilities, including routine and emergency maintenance and repair services, routine operational activities, routine administrative services, construction and related services and such other services as we and CNX Resources may mutually agree upon from time to time. CNX Resources prepares and submits for our approval a maintenance, operating and capital budget on an annual basis. CNX Resources submits actual expenditures for reimbursement on a monthly basis, and we reimburse CNX Resources for any direct third-party costs incurred by CNX Resources in providing these services.

Omnibus Agreement

We are party to an omnibus agreement with CNX Resources, CNX Gathering and our general partner that addresses the following matters:

- our payment of an annually-determined administrative support fee (approximately \$6.7 million for the year ending December 31, 2022 and \$6.4 million for the year ended December 31, 2021) for the provision of certain services by CNX Resources and its affiliates, including executive costs. Such costs may not necessarily reflect the actual expenses that the Partnership would incur on a stand-alone basis, and we are unable to estimate what those expenses would be on a stand-alone basis;
- our obligation to reimburse CNX Resources for all other direct or allocated costs and expenses incurred by CNX

Resources in providing general and administrative services (which reimbursement is in addition to certain expenses of our general partner and its affiliates that are reimbursed under our partnership agreement);

- our right of first offer to acquire (i) CNX Gathering's retained interests in our Additional Systems, (ii) CNX Gathering's other ancillary midstream assets and (iii) any additional midstream assets that CNX Gathering develops; and
- our obligation to indemnify CNX Gathering for events and conditions associated with the use, ownership or operation of our assets that occur after the closing of the IPO, including environmental liabilities.

The omnibus agreement will remain in full force and effect throughout the period in which CNX Gathering controls our general partner. If CNX Gathering ceases to control our general partner, either party may terminate the omnibus agreement, provided that the indemnification obligations will remain in full force and effect in accordance with their terms.

Gathering Agreements

On January 3, 2018, we entered into the Second Amended and Restated gas gathering agreement ("GGA") with CNX Gas, which is a 20-year, fixed-fee gathering agreement, under which we continue to gather, compress, dehydrate and deliver all of CNX Gas' dedicated natural gas in the Marcellus Shale on a first-priority basis and gather, inject, stabilize and store all of CNX Gas' dedicated condensate on a first-priority basis. Under this agreement, during the year ending December 31, 2022, we will receive a fee based on the type and scope of the midstream services we provide, summarized as follows:

- For the services we provide with respect to natural gas from the Marcellus Shale formation that does not require downstream processing, or dry gas, we will receive a fee of \$0.4760 per MMBtu.
- For the services we provide with respect to natural gas from the Marcellus Shale formation that requires downstream processing, or wet gas, we will receive a fee of \$0.6537 per MMBtu.
- Our fees for condensate services will be \$5.9445 per Bbl in the Majorsville area and in the Shirley-Penns area.

Each of the foregoing fees escalates by 2.5% on January 1 each year through the end of the initial term. Commencing on January 1, 2035, and as of January 1 thereafter, each of the applicable fees will be adjusted pursuant to the percentage change in CPI-U, but such fees will never escalate or decrease by more than 3% per year.

The Second Amended and Restated GGA also dedicated an additional 63,000 acres in the Utica Shale in and around the McQuay area. The gas gathering and compression rate effective January 1, 2022 was \$0.2488 per MMBtu for the McQuay Utica area.

- Compression:
 - For areas not benefiting from system expansion pursuant to the Second Amended and Restated GGA, compression services are included in the base fees; and
 - In the McQuay area, effective January 1, 2022, we will receive additional fees of \$0.0718 per MMBtu for Tier 1 pressure services (maximum receipt point of pressure of 600 psi) and \$0.1435 per MMBtu for Tier 2 pressure services (maximum receipt point of pressure of 300 psi).

In addition, the Second Amended and Restated GGA committed CNX Gas to drill and complete 140 total wells in the McQuay area within the Anchor Systems, provided that if 125 wells have been drilled and completed in the Marcellus Shale, then the remainder of such planned wells must be drilled in the Utica Shale. To the extent the requisite number of wells are not drilled and completed by CNX Gas in a given period, we will be entitled to a deficiency payment per shortfall well as set forth below:

- January 1, 2018 to December 31, 2018 - 30 wells (CNX Gas exceeded this requirement by eight wells)
- January 1, 2019 to April 30, 2020 - 40 wells (CNX Gas exceeded this requirement by two wells)
- May 1, 2020 to April 30, 2021 - 40 wells (CNX Gas did not meet the 40 minimum well requirement for this minimum well period and paid a deficiency payment on six wells at \$2.0 million per well for a total of \$12.0 million, which was included as Contract liability – related party in the Consolidated Balance Sheets and Consolidated Statements of Cash Flows at December 31, 2021.)
- May 1, 2021 to April 30, 2022 - 30 wells (CNX Gas exceeded this requirement by five wells and elected to have the Partnership refund \$10.0 million of the \$12.0 million deficiency payment related to the shortfalls of the preceding period, which was paid during the three months ended June 30, 2022. The remaining deficiency payment was included as Contract liability – related party in the Consolidated Balance Sheets and Consolidated Statements of Cash Flows at September 30, 2022.)

In the event that CNX Gas drills wells and completes a number of wells in excess of the number of wells required to be drilled and completed in such period, (i) the number of excess wells drilled and completed during such period will be applied to

the minimum well requirement in the succeeding period or (ii) to the extent CNX Gas was required to make deficiency payments for shortfalls in the preceding period, CNX Gas may elect to cause the Partnership to pay a refund in an amount equal to (x) the number of excess wells drilled and completed during the period, multiplied by (y) the deficiency payment paid per well during the period in which the shortfall occurred.

On March 16, 2018, we entered into the First Amendment to the Second Amended and Restated GGA, which added the MVC on volumes associated with the Shirley-Penns System through December 31, 2031. The MVC commits CNX Gas to pay the Partnership the wet gas fee under the GGA for all natural gas we gather up to a specified amount per day through December 31, 2031. During the MVC period, if CNX Gas actually delivers volumes in a given quarter in excess of the volume commitment for such quarter, CNX Gas is entitled to credit such excess volumes against amounts otherwise payable under the MVC in the future.

We will recognize minimum revenue on volumes throughout the term of the GGA, as set forth below:

<i>(in millions)</i>	Minimum Revenue
Remainder of year ending December 31, 2022*	\$ —
Year ending December 31, 2023	29.2
Year ending December 31, 2024	39.6
Year ending December 31, 2025	36.0
Year ending December 31, 2026	26.3
Remainder of term	111.7
Total minimum revenue to be recognized pursuant to Shirley-Penns MVC	\$ 242.8

*For 2022, the minimum revenue per the MVC has been met

For all natural gas the Partnership gathers in excess of the MVC, the Partnership will receive a fee of \$0.3864 per MMBtu in 2022, which escalates by 2.5% on January 1 of each year. Since the Shirley-Penns acquisition in 2018, CNX Gas has met or exceeded the required MVC calculation each quarter. For the quarter ended September 30, 2022, CNX Gas met the required MVC calculation by a combination of actual volumes and a prior period credit for excess volumes of 2.2 BBtu, leaving a remaining credit for excess volumes of 39.2 BBtu.

On May 2, 2018, we completed a transaction with our Sponsor, pursuant to which we entered into the Second Amendment to the Second Amended and Restated GGA, which committed CNX Gas to drill and complete an additional 40 wells in the Majorsville/Mamont area within the Anchor Systems by the end of 2023. To the extent the requisite number of wells are not drilled and completed by CNX Gas in a given period, we will be entitled to a deficiency payment per shortfall well as set forth below:

- July 1, 2018 to December 31, 2020 - 15 wells (CNX Gas exceeded this requirement by twelve wells)
- January 1, 2021 to December 31, 2023 - 25 wells (deficiency payment of \$2.8 million per well)

CNX Gas provides us with quarterly updates on its drilling and development operations, which include detailed descriptions of the drilling plans, production details and well locations for periods that range from up to 24-48 months, as well as more general development plans that may extend as far as ten years. In addition, we regularly meet with CNX Gas to discuss our current plans to timely construct the necessary facilities to be able to provide midstream services to them on our dedicated acreage. In the event that we do not perform our obligations under our GGA, CNX Gas will be entitled to certain rights and procedural remedies thereunder, including the temporary and/or permanent release from dedication and indemnification from us.

There are no restrictions under our GGAs with CNX Gas on the ability of CNX Gas to transfer acreage in the right of first offer ("ROFO") area, and any such transfer of acreage in the ROFO area will not be subject to our right of first offer.

Upon completion of its 20-year term in 2037, our GGA with CNX Gas will continue in effect from year to year until such time as the agreement is terminated by either us or CNX Gas on or before 180 days prior written notice.

NOTE 5 — PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

<i>(in thousands)</i>	September 30, 2022	December 31, 2021	Estimated Useful Lives in Years
Land	\$ 54,488	\$ 54,500	N/A
Gathering equipment	741,253	732,296	25 — 40
Compression equipment	456,475	431,820	30 — 40
Processing equipment	30,979	30,979	40
Assets under construction	11,841	21,649	N/A
Total Property and Equipment	\$ 1,295,036	\$ 1,271,244	
Less: Accumulated depreciation			
Gathering equipment	\$ 122,518	\$ 107,579	
Compression equipment	58,606	48,693	
Processing equipment	9,057	8,437	
Total Accumulated Depreciation	\$ 190,181	\$ 164,709	
Property and Equipment — Net	\$ 1,104,855	\$ 1,106,535	

The Partnership capitalized approximately \$0.1 million and \$0.3 million of interest on assets under construction during each of the three and nine months ended September 30, 2022 and 2021, respectively.

During the nine months ended September 30, 2022, the Partnership incurred a loss of \$0.9 million primarily related to materials for assets under construction considered to be obsolete.

During the nine months ended September 30, 2021, the Partnership abandoned the construction of a pipeline project that was designed to support additional production within certain areas of the Anchor System, resulting in a loss of \$0.6 million.

NOTE 6 — REVOLVING CREDIT FACILITY

On May 5, 2022 CNXM amended the Amended and Restated Credit Agreement dated October 6, 2021, which provides for a \$600.0 million senior secured revolving credit facility (as amended, the “CNXM Credit Agreement”) that matures on October 6, 2026. Revisions were made to replace LIBOR as a benchmark interest rate with SOFR, or the secured overnight financing rate. CNXM remains the borrower and certain of its subsidiaries remain as guarantor loan parties on the Amended and Restated Credit Agreement. The CNXM Credit Agreement replaced the Partnership’s prior credit facility and is not subject to semi-annual redetermination. CNX is not a guarantor under the CNXM Credit Agreement.

In addition to refinancing all outstanding amounts under the Partnership’s prior credit facility, borrowings under the CNXM Credit Agreement may be used by the Partnership for general corporate purposes.

Interest on the outstanding indebtedness under the CNXM Credit Agreement currently accrues, at our option, at a rate based on either:

- the highest of (i) PNC Bank, National Association’s prime rate, (ii) the federal funds open rate plus 0.50%, and (iii) the one-month SOFR rate plus 1.0%, in each case, plus a margin ranging from 1.00% to 2.00%; or
- the one-month SOFR rate plus a margin ranging from 2.10% to 3.10%.

In addition, the Partnership is obligated to maintain at the end of each fiscal quarter (x) a maximum net leverage ratio of no greater than between 5.00 to 1.00 ranging to no greater than 5.25 to 1.00 in certain circumstances; (y) a maximum secured leverage ratio of no greater than 3.25 to 1.00 and (z) a minimum interest coverage ratio of no less than 2.50 to 1.00, in each case as calculated in accordance with the terms and definitions determining such ratios contained in the CNXM Credit Agreement. The Partnership was in compliance with all financial covenants at September 30, 2022.

At September 30, 2022, the CNXM Credit Agreement had \$148.2 million of borrowings outstanding and \$0.03 million of letters of credit outstanding, leaving \$451.8 million of unused capacity.

At December 31, 2021, the CNXM Credit Agreement had \$185.0 million of borrowings outstanding and \$0.03 million of letters of credit outstanding, leaving \$415.0 million of unused capacity.

NOTE 7 — SENIOR NOTES

In September 2021, CNXM completed a private offering of \$400.0 million aggregate principal amount of 4.75% Senior Notes due April 2030 (the “2030 Senior Notes”). The notes, along with the related guarantees, were issued pursuant to an indenture, dated September 22, 2021, among the Partnership, the guarantors party thereto and UMB Bank, N.A., as trustee. The notes accrue interest from September 22, 2021 at a rate of 4.75% per year. Interest is payable semi-annually in arrears on April 15 and October 15 of each year, beginning April 15, 2022. The 2030 Senior Notes mature on April 15, 2030. The Notes rank equally in right of payment with all of the Partnership’s existing and future senior indebtedness and senior to any subordinated indebtedness that the Partnership may incur. The Guarantees rank equally in right of payment to all of the Guarantors’ existing and future senior indebtedness.

A portion of the net proceeds from the offering, together with cash on hand and borrowings under its revolving credit facility, were used to redeem \$165.8 million in aggregate principal amount of outstanding 6.5% Senior Notes due March 2026 (the “2026 Senior Notes”) and pay related prepayment premiums and transaction fees and expenses. As a result of the partial redemption of the 2026 Notes, the Partnership incurred a loss on extinguishment of \$10.5 million, comprised of \$8.8 million of prepayment premium costs and a \$1.7 million write-off of the unamortized debt issuance costs, which was included in Loss on Debt Extinguishment in the Consolidated Statements of Operations. Following completion of the partial redemption of the 2026 Notes, \$234.2 million aggregate principal amount of the 2026 Notes remained outstanding.

On October 15, 2021, the Partnership redeemed the remaining \$234.2 million aggregate principal amount of the 6.5% 2026 Senior Notes at a total cost of \$246.9 million, inclusive of redemption premiums of \$11.4 million and interest of \$1.3 million.

The Partnership’s Senior Notes consisted of the following:

<i>(in thousands)</i>	September 30, 2022	December 31, 2021
Senior Notes due April 2030 at 4.75%	\$ 400,000	\$ 400,000
Less: Unamortized debt issuance costs	1,035	1,312
Less: Unamortized bond discount	4,375	4,808
Total Senior Notes	\$ 394,590	\$ 393,880

NOTE 8 — COMMITMENTS AND CONTINGENCIES

Litigation

The Partnership may become involved in certain legal proceedings from time to time, and where appropriate, we have accrued our estimate of the probable costs for the resolution of these claims. The Partnership believes that the ultimate outcome of any matter currently pending against the Partnership will not materially affect the Partnership’s business, financial condition, results of operations, liquidity or ability to make distributions.

UNAUDITED MANAGEMENT'S NARRATIVE ANALYSIS OF RESULTS OF OPERATIONS

The following analysis of our results of operations should be read in conjunction with our consolidated financial statements and the related notes included herein. The following discussion and analysis may contain forward-looking statements that involve known and unknown risks, uncertainties and assumptions. The forward-looking statements are not historical facts, but rather reflect our future plans, estimates, beliefs and expected performance. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. We do not undertake any obligation to publicly update any forward-looking statements except as otherwise required by applicable law.

Overview

CNX Midstream Partners LP ("CNXM", the "Partnership", "we", "us", or "our") is focused on the ownership, operation, development and acquisition of midstream energy infrastructure in the Appalachian Basin. We currently provide midstream services to our customers' production in the Marcellus Shale and Utica Shale in Pennsylvania and West Virginia under long-term, fixed-fee contracts. Our assets include natural gas gathering pipelines and compression and dehydration facilities, as well as condensate gathering, collection, separation and stabilization facilities. We are a wholly owned subsidiary of CNX Resources Corporation (NYSE: CNX) ("CNX Resources" or "CNX"). Accordingly, CNX Resources is the sole Sponsor of the Partnership, and we may refer to CNX Resources as the "Sponsor" throughout this report.

Inflation

Heightened levels of inflation continue to present risk for CNXM and the broader natural gas industry. CNXM experienced higher capital costs from inflation in the first nine months of 2022, if inflation continues at its current levels or increases further for any extended period of time, and CNXM is unable to successfully mitigate the impact, our costs could increase further, having a greater impact on our financial position. Rising interest rates could also increase our borrowing costs on new debt and could affect the fair value of our investments. CNXM remains committed to our ongoing efforts to increase the efficiency of our operations and improve costs, which may, in part, offset cost increases from inflation.

Results of Operations

Three Months Ended September 30, 2022 Compared to the Three Months Ended September 30, 2021

	Three Months Ended September 30,			
	2022	2021	Change (\$)	Change (%)
<i>(in thousands)</i>				
Revenue and Other Income				
Gathering revenue — related party	\$ 72,206	\$ 74,010	\$ (1,804)	(2.4)%
Gathering revenue — third party	15,279	18,346	(3,067)	(16.7)%
Miscellaneous income — related party	958	1,773	(815)	(46.0)%
Total Revenue and Other Income	88,443	94,129	(5,686)	(6.0)%
Expenses				
Operating expense — related party	2,990	3,414	(424)	(12.4)%
Operating expense — third party	10,213	8,222	1,991	24.2 %
General and administrative expense — related party	2,321	2,370	(49)	(2.1)%
General and administrative expense — third party	1,091	6,573	(5,482)	(83.4)%
Loss on debt extinguishment	—	10,549	(10,549)	(100.0)%
Loss on asset sales and abandonments	839	86	753	875.6 %
Depreciation expense	8,504	8,374	130	1.6 %
Interest expense	7,062	6,955	107	1.5 %
Total Expense	33,020	46,543	(13,523)	(29.1)%
Net Income	\$ 55,423	\$ 47,586	\$ 7,837	16.5 %

Operating Statistics - Gathered Volumes

	Three Months Ended September 30,			
	2022	2021	Change (\$)	Change (%)
Dry Gas (BBtu/d) ¹	1,398	1,320	78	5.9 %
Wet Gas (BBtu/d) ¹	416	586	(170)	(29.0)%
Other (BBtu/d) ²	269	294	(25)	(8.5)%
Total Gathered Volumes	2,083	2,200	(117)	(5.3)%

¹ One billion British Thermal Units per day - BBtu/d Classification as dry or wet is primarily based upon system area. In certain situations, we may elect to allow customers to access alternate delivery points within our system, which would be a negotiated change addressed on a case-by-case basis.

² Includes third-party volumes we gather under high-pressure short-haul agreements (266 BBtu/d and 284 BBtu/d for the three months ended September 30, 2022 and 2021, respectively) as well as condensate handling.

Revenue and Other Income

Our revenue typically increases or decreases as our customers' production on our dedicated acreage increases or decreases. Since we charge a higher fee for natural gas that is shipped through our wet system than through our dry system, our revenue can also be impacted by the relative mix of gathered volumes by area, which may vary dependent upon our customers' elections as to where to deliver their produced volumes, which may change dynamically depending on the most current commodity prices at the time of shipment.

Total revenue and other income decreased 6.0% to approximately \$88.4 million for the three months ended September 30, 2022 compared to approximately \$94.1 million for the three months ended September 30, 2021. The decrease was primarily due to a 29.0% decrease in gathered volumes of wet gas, partially offset by a 5.9% increase in gathered volumes of dry gas.

In addition, there was a 25 BBtu/d decrease in other volumes gathered period over period, primarily due to activity under short-haul gathering contracts. Volumes gathered under short-haul gathering contracts do not have as significant an impact on revenues as volumes gathered at our standard dry or wet gas rates.

During the three months ended September 30, 2022, CNXM entered into a Second Amendment to the Second Amended and Restated Gathering Agreement with one of our third party customers who failed to meet their commitment to drill and complete an additional nine wells in the Majorsville area within the Anchor System by the end of 2021 (see Note 2 – Significant Accounting Policies for additional information). As a result, we recognized a \$1.4 million decrease in revenue related to the modified payment terms.

The Partnership entered into a Release of Dedicated Production Agreement with CNX Resources (See Note 4 – Related Party Transactions for additional information), which resulted in \$1.0 million and \$1.8 million in Miscellaneous income - related party in the consolidated Statement of Operations for the three months ended September 30, 2022 and 2021, respectively.

Operating Expense

Operating expense primarily includes electrically-powered compression, direct labor, repairs and maintenance and compression expenses. Total operating expenses were approximately \$13.2 million in the three months ended September 30, 2022 compared to approximately \$11.6 million in the three months ended September 30, 2021. Included in total operating expense was electrically-powered compression expense of \$3.8 million for the three months ended September 30, 2022 compared to \$3.7 million for the three months ended September 30, 2021, which was reimbursed by our customers pursuant to our gas gathering agreements and included in revenue. Operating expenses increased approximately 17.9% after adjusting for the electrically-powered compression expense reimbursement in the three months ended September 30, 2022 when compared to the prior period. This was primarily due to an increase in repairs and maintenance costs in the current period.

General and Administrative Expense

General and administrative expense primarily includes direct charges for the management and operation of our assets. Total general and administrative expense was approximately \$3.4 million for the three months ended September 30, 2022 compared to approximately \$8.9 million for the three months ended September 30, 2021. The decrease was primarily due to a decrease in legal and professional fees incurred during the three months ended September 30, 2022.

Loss on Debt Extinguishment

During the three months ended September 30, 2021, the Partnership purchased and retired \$165.8 million in aggregate principal amount of outstanding 6.50% Senior Notes due 2026. As part of this transaction, the Partnership incurred a loss on debt extinguishment of \$10.5 million, comprised of \$8.8 million of prepayment premium costs and \$1.7 million write-off of the unamortized debt issuance costs (See Note 7 – Senior Notes for additional information).

Loss on Asset Sales and Abandonments

During the three months ended September 30, 2022, the Partnership recognized a loss of \$0.8 million primarily related to materials for assets under construction considered to be obsolete.

During the three months ended September 30, 2021, due to ongoing assessments of projects that generate the highest returns on invested capital, the Partnership abandoned the construction of a pipeline project that was designed to support additional production within certain areas of the Anchor System. After evaluating the amount of project spending that could be repurposed to other ongoing projects, management determined that the loss on abandoning this project was \$0.1 million.

Depreciation Expense

Depreciation expense is recognized on gathering and other equipment on a straight-line basis, with useful lives ranging from 25 years to 40 years. Total depreciation expense was approximately \$8.5 million in the three months ended September 30, 2022 compared to approximately \$8.4 million in the three months ended September 30, 2021. The increase was the result of additional assets placed into service over time.

Interest Expense

Interest expense in the current period is comprised of interest on our 4.75% Senior Notes due 2030 (the “2030 Senior Notes”), and on the outstanding balance of our revolving credit facility.

Interest expense was approximately \$7.1 million for the three months ended September 30, 2022 compared to approximately \$7.0 million for the three months ended September 30, 2021. The increase in interest expense was primarily due to the issuance of the 2030 Senior Notes during the year ended December 31, 2021 and higher interest paid on the CNXM Credit Agreement. This increase was partially offset by the purchase and retirement of our 6.50% Senior Notes due 2026 during the year ended December 31, 2021 (see Note 7 – Senior Notes in the Notes to the Consolidated Financial Statements).

Results of Operations

Nine Months Ended September 30, 2022 Compared to the Nine Months Ended September 30, 2021

	Nine Months Ended September 30,			
	2022	2021	Change (\$)	Change (%)
<i>(in thousands)</i>				
Revenue and Other Income				
Gathering revenue — related party	\$ 222,258	\$ 202,133	\$ 20,125	10.0 %
Gathering revenue — third party	48,597	54,701	(6,104)	(11.2)%
Miscellaneous income — related party	3,234	6,185	(2,951)	(47.7)%
Total Revenue and Other Income	274,089	263,019	11,070	4.2 %
Expenses				
Operating expense — related party	10,838	10,600	238	2.2 %
Operating expense — third party	26,076	20,745	5,331	25.7 %
General and administrative expense — related party	6,904	7,038	(134)	(1.9)%
General and administrative expense — third party	2,918	8,940	(6,022)	(67.4)%
Loss on debt extinguishment	—	10,549	(10,549)	(100.0)%
Loss on asset sales and abandonments	902	648	254	39.2 %
Depreciation expense	25,415	24,802	613	2.5 %
Interest expense	19,971	22,785	(2,814)	(12.4)%
Total Expense	93,024	106,107	(13,083)	(12.3)%
Net Income	\$ 181,065	\$ 156,912	\$ 24,153	15.4 %

Operating Statistics - Gathered Volumes

	Nine Months Ended September 30,			
	2022	2021	Change	Change (%)
Dry Gas (BBtu/d) ¹	1,386	1,213	173	14.3 %
Wet Gas (BBtu/d) ¹	459	555	(96)	(17.3)%
Other (BBtu/d) ²	265	326	(61)	(18.7)%
Total Gathered Volumes	2,110	2,094	16	0.8 %

¹ One billion British Thermal Units per day - BBtu/d Classification as dry or wet is primarily based upon system area. In certain situations, we may elect to allow customers to access alternate delivery points within our system, which would be a negotiated change addressed on a case-by-case basis.

² Includes third-party volumes we gather under high-pressure short-haul agreements (261 BBtu/d and 319 BBtu/d for the nine months ended September 30, 2022 and 2021, respectively) as well as condensate handling.

Revenue and Other Income

Our revenue typically increases or decreases as our customers' production on our dedicated acreage increases or decreases. Since we charge a higher fee for natural gas that is shipped through our wet system than through our dry system, our revenue can also be impacted by the relative mix of gathered volumes by area, which may vary dependent upon our customers' elections as to where to deliver their produced volumes, which may change dynamically depending on the most current commodity prices at the time of shipment.

Total revenue and other income increased 4.2% to \$274.1 million for the nine months ended September 30, 2022 compared to \$263.0 million for the nine months ended September 30, 2021. The increase was primarily due to a 14.3% increase in gathered volumes of dry gas, which was the result of well turn-in-line activity that occurred over the past twelve months.

In addition, there was a 61 BBtu/d decrease in other volumes gathered period over period, due primarily to activity under short-haul gathering contracts. Volumes gathered under short-haul gathering contracts do not have as significant an impact on revenues as volumes gathered at our standard dry or wet gas rates.

During the nine months ended September 30, 2022, CNXM entered into a Second Amendment to the Second Amended and Restated Gathering Agreement with one of our third party customers who failed to meet their commitment to drill and complete an additional nine wells in the Majorsville area within the Anchor System by the end of 2021 (see Note 2 – Significant Accounting Policies for additional information). As a result, we recognized a \$1.4 million decrease in revenue related to the modified payment terms.

The Partnership entered into a Release of Dedicated Production Agreement with CNX Resources (See Note 4 – Related Party for additional information), which resulted in \$3.2 million and \$6.2 million in Miscellaneous income – related party in the Consolidated Statements of Operations for the nine months ended September 30, 2022 and 2021, respectively.

Operating Expense

Total operating expenses were \$36.9 million for the nine months ended September 30, 2022 compared to \$31.3 million for the nine months ended September 30, 2021. Included in total operating expense was electrically-powered compression expense of \$11.8 million for the nine months ended September 30, 2022 compared to \$10.4 million for the nine months ended September 30, 2021, which was reimbursed by our customers pursuant to our gas gathering agreements and included in revenue. Operating expenses increased by 19.8% after adjusting for the electrically-powered compression expense reimbursement in the nine months ended September 30, 2022 when compared to the prior period. This was primarily due to an increase in repairs and maintenance costs in the current year.

General and Administrative Expense

General and administrative expense is comprised of direct charges for the management and operation of our assets. Total general and administrative expense was \$9.8 million for the nine months ended September 30, 2022 compared to \$16.0 million for the nine months ended September 30, 2021. The decrease was primarily due to a decrease in legal and professional fees incurred during the nine months ended September 30, 2022.

Loss on Debt Extinguishment

During the nine months ended September 30, 2021, the Partnership purchased and retired \$165.8 million in aggregate principal amount of outstanding 6.50% Senior Notes due 2026. As part of this transaction, the Partnership incurred a loss on debt extinguishment of \$10.5 million, comprised of \$8.8 million of prepayment premium costs and \$1.7 million write-off of the unamortized debt issuance costs (See Note 7 – Senior Notes for additional information).

Loss on Asset Sales and Abandonments

During the nine months ended September 30, 2022, the Partnership recognized a loss of \$0.9 million primarily related to materials for assets under construction considered to be obsolete.

During the nine months ended September 30, 2021, due to ongoing assessments of projects that generate the highest returns on invested capital, the Partnership abandoned the construction of a pipeline project that was designed to support additional production within certain areas of the Anchor System. After evaluating the amount of project spending that could be repurposed to other ongoing projects, management determined that the loss on abandoning this project was \$0.6 million.

Depreciation Expense

Depreciation expense is recognized on gathering and other equipment on a straight-line basis, with useful lives ranging from 25 years to 40 years. Total depreciation expense was \$25.4 million for the nine months ended September 30, 2022 compared to \$24.8 million for the nine months ended September 30, 2021. The increase was the result of additional assets placed into service over time.

Interest Expense

Interest expense in the current period is comprised of interest on our 4.75% Senior Notes due 2030 (the “2030 Senior Notes”), and on the outstanding balance of our revolving credit facility.

Interest expense was \$20.0 million in the nine months ended September 30, 2022 compared to \$22.8 million for the nine months ended September 30, 2021. The decrease in interest expense was primarily due to the purchase and retirement of our 6.50% Senior Notes due 2026 during the year ended December 31, 2021. The decrease was offset in part by the issuance of the 2030 Senior Notes during the year ended December 31, 2021 and higher interest paid on the CNXM Credit Agreement (see Note 7 – Senior Notes in the Notes to the Consolidated Financial Statements).

Liquidity and Capital Resources

Liquidity and Financing Arrangements

We have historically satisfied our working capital requirements, funded capital expenditures, acquisitions and debt service obligations, and made cash distributions with cash generated from operations, borrowings under our revolving credit facility and issuance of debt and equity securities. If necessary, we may issue additional debt securities to satisfy the expenditure requirements necessary to fund future growth. We believe that cash generated from these sources will continue to be sufficient to meet these needs in the future. Nevertheless, the ability of the Partnership to satisfy its working capital requirements, to service its debt obligations, to fund planned capital expenditures, or to pay distributions will depend upon future operating performance, which will be affected by prevailing economic conditions in the natural gas industry and other financial and business factors, some of which are beyond our control.

We continuously review our liquidity and capital resources. If market conditions were to change, for instance due to a significant decline in natural gas, NGLs and/or crude oil prices, and our revenue was reduced significantly or operating costs were to increase significantly, our cash flows and liquidity could be reduced.

As of September 30, 2022, we were in compliance with all our debt covenants.

Cash Flows

Net cash provided by or used in operating activities, investing activities and financing activities were as follows for the periods presented:

<i>(in millions)</i>	Nine Months Ended September 30,		
	2022	2021	Change
Net Cash Provided by Operating Activities	\$ 210.1	\$ 205.1	\$ 5.0
Net Cash Used in Investing Activities	\$ (23.2)	\$ (19.0)	\$ (4.2)
Net Cash (Used in) Provided by Financing Activities	\$ (186.9)	\$ 25.2	\$ (212.1)

Net cash provided by operating activities changed \$5.0 million during the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. The increase was primarily due to an increase in net income of \$24.2 million, offset in part by a \$22.5 million change in the related party contract liability and an adjustment for the loss on debt extinguishment of \$10.5 million in the prior year. The remainder of the change was primarily due to reductions in working capital.

Net cash used in investing activities changed \$4.2 million in the current year period compared to the prior year period due to an overall increase in costs related to inflation and an increase in capital projects.

Net cash (used in) provided by financing activities changed \$212.1 million in the current year period compared to the prior year period primarily due to net proceeds of \$220.4 million which consisted of restricted cash held by the Trustee that, pursuant to the indentures governing the 2026 Senior Notes, was restricted in its use to fund the redemption of the remaining outstanding 2026 Senior Notes under the terms of the Tender Offer (see Note 7 – Senior Notes for more information). Additionally, distributions to unitholders increased \$100.0 million year over year. These variances were offset in part by \$36.9 million of net payments on the revolver in the nine months ended September 30, 2022 compared to \$145.0 million of net payments on the revolver during the nine months ended September 30, 2021.

Indebtedness

Revolving Credit Facility

On May 5, 2022 CNXM amended its Amended and Restated Credit Agreement dated October 6, 2021, which provides for \$600.0 million senior secured revolving credit facility (the “CNXM Credit Agreement”) that matures on October 6, 2026. Revisions were made to replace LIBOR as a benchmark interest rate with SOFR, or the secured overnight financing rate. CNXM remains the borrower and certain of its subsidiaries remain as guarantor loan parties on the Amended and Restated Credit Agreement. The CNXM Credit Agreement replaced the Partnership’s prior senior secured revolving credit facility and is not subject to semi-annual redetermination. Borrowings under the CNXM Credit Agreement may be used by CNXM for general corporate purposes.

Interest on outstanding indebtedness under the CNXM Credit Agreement currently accrues, at the Partnership’s option, at a rate based on either:

- the highest of (i) PNC Bank, National Association’s prime rate, (ii) the federal funds open rate plus 0.50%, and (iii) the one-month SOFR rate plus 1.0%, in each case, plus a margin ranging from 1.00% to 2.00%; or
- the SOFR rate plus a margin ranging from 2.10% to 3.10%.

In addition, the Partnership is obligated to maintain at the end of each fiscal quarter (x) a maximum net leverage ratio of no greater than between 5.00 to 1.00 ranging to no greater than 5.25 to 1.00 in certain circumstances; (y) a maximum secured leverage ratio of no greater than 3.25 to 1.00 and (z) a minimum interest coverage ratio of no less than 2.50 to 1.00; in each case as calculated in accordance with the terms and definitions determining such ratios contained in CNXM Credit Agreement. The CNXM Credit Agreement also contains various reporting requirements.

We incurred interest expense of \$4.6 million on our revolving credit facility (not including amortization of revolver fees) during the nine months ended September 30, 2022. At September 30, 2022, the Partnership had an outstanding balance on the revolving credit facility of \$148.2 million and \$0.03 million of letters of credit outstanding, leaving \$451.8 million available for borrowing.

For additional information on our revolving credit facility, see Note 6 – Revolving Credit Facility in the Notes to the Unaudited Consolidated Financial Statements.

Senior Notes due 2030

On September 22, 2021, the Partnership completed a private offering of \$400.0 million in 4.75% Senior Notes due April 2030 (the “2030 Senior Notes”), and received net proceeds of approximately \$395.0 million, after deducting the initial purchasers’ discount. In connection with the issuance of the 2030 Senior Notes, the Partnership capitalized related offering expenses, which are recorded in our consolidated balance sheet as a reduction to the principal amount. The 2030 Senior Notes mature on April 15, 2030 and accrue interest at a rate of 4.75% per year, which is payable semi-annually, in arrears, on April 15 and October 15 each year, beginning April 15, 2022. We incurred interest expense of \$14.2 million (not including amortization of capitalized bond issue costs) on the 2030 Senior Notes during the nine months ended September 30, 2022.

For additional information regarding our Senior Notes, see Note 7 – Senior Notes in the Notes to the Unaudited Consolidated Financial Statements.