



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

CNX Midstream Partners LP

As of December 31, 2022 and 2021 and for the Years Ended December 31, 2022, 2021 and 2020

**CNX MIDSTREAM PARTNERS LP**  
**TABLE OF CONTENTS**

	<b>Page</b>
<a href="#">Management's Narrative Analysis of Results of Operations (Unaudited)</a>	<a href="#">3</a>
<a href="#">Report of Independent Auditors</a>	<a href="#">10</a>
<a href="#">Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021 and 2020</a>	<a href="#">12</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2022 and 2021</a>	<a href="#">13</a>
<a href="#">Consolidated Statements of Partners' Capital for the Years Ended December 31, 2022, 2021 and 2020</a>	<a href="#">14</a>
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021 and 2020</a>	<a href="#">15</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">16</a>

## 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.*

*This section has been limited to the discussion for the two most recent fiscal years. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included in this section can be found in "Management's Narrative Analysis of Results of Operations and Consolidated Financial Statements as of December 31, 2021 and 2020."*

### 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.

### General

CNXM continually monitors factors that could cause actual results of operations to differ from historical results or current expectations. Examples include the conflict between Russia and Ukraine that has had an impact on global commodity prices. These and other factors could affect the Partnership's operations, earnings and cash flows for any period and could cause such results to not be comparable to those of the same period in previous years. The results presented in this report are not necessarily indicative of future operating results.

### Inflation

Heightened levels of inflation continue to present risk for CNXM and the broader natural gas industry. CNXM experienced higher capital costs from inflation during the year ended December 31, 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

### Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

(in thousands)	For the Years Ended December 31,			
	2022	2021	Change (\$)	Change (%)
<b>Revenue and Other Income</b>				
Gathering revenue — related party	\$ 293,150	\$ 280,750	\$ 12,400	4.4 %
Gathering revenue — third party	65,004	78,276	(13,272)	(17.0)%
Miscellaneous income — related party	4,099	7,650	(3,551)	(46.4)%
<b>Total Revenue and Other Income</b>	<b>362,253</b>	<b>366,676</b>	<b>(4,423)</b>	<b>(1.2)%</b>
<b>Expenses</b>				
Operating expense — related party	14,380	13,037	1,343	10.3 %
Operating expense — third party	36,898	30,293	6,605	21.8 %
General and administrative expense — related party	9,987	10,550	(563)	(5.3)%
General and administrative expense — third party	4,087	11,552	(7,465)	(64.6)%
Loss on debt extinguishment	—	25,727	(25,727)	(100.0)%
Loss on asset sales and abandonments	898	648	250	38.6 %
Depreciation expense	34,157	33,245	912	2.7 %
Interest expense	27,554	29,494	(1,940)	(6.6)%
<b>Total Expense</b>	<b>127,961</b>	<b>154,546</b>	<b>(26,585)</b>	<b>(17.2)%</b>
<b>Net Income</b>	<b>\$ 234,292</b>	<b>\$ 212,130</b>	<b>\$ 22,162</b>	<b>10.4 %</b>

### Operating Statistics - Gathered Volumes

	For the Years Ended December 31,			
	2022	2021	Change (\$)	Change (%)
Dry Gas (BBtu/d) <sup>1</sup>	1,365	1,270	95	7.5 %
Wet Gas (BBtu/d) <sup>1</sup>	457	554	(97)	(17.5)%
Other (BBtu/d) <sup>2</sup>	288	313	(25)	(8.0)%
<b>Total Gathered Volumes</b>	<b>2,110</b>	<b>2,137</b>	<b>(27)</b>	<b>(1.3)%</b>

<sup>1</sup> 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.

<sup>2</sup> Includes third-party volumes we gather under high-pressure short-haul agreements (284 BBtu/d and 306 BBtu/d for the years ended December 31, 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 1.2% to approximately \$362.3 million for the year ended December 31, 2022 compared to \$366.7 million for the year ended December 31, 2021. The decrease was primarily due to a 17.5% decrease in gathered volumes of wet gas, offset in part by a 7.5% increase in gathered volumes of dry gas. The overall decrease in volumes was primarily due to normal production declines, offset in part by the turn-in-line of new wells throughout 2022.

In addition, there was a 25 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 year ended December 31, 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 Systems at 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. During the year ended December 31, 2021, we recognized a \$6.3 million increase in Gathering revenue - third party for these deficiency payments.

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 a \$4.1 million and \$7.7 million increase in Miscellaneous Income-related party during the years ended December 31, 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 \$51.3 million for the year ended December 31, 2022 compared to \$43.3 million for the year ended December 31, 2021. Included in total operating expense was electrically-powered compression expense of \$16.0 million for the year ended December 31, 2022 compared to \$13.8 million for the year ended December 31, 2021, which was reimbursed by our customers pursuant to our gas gathering agreements and included in revenue. Operating expenses increased by approximately 19.8% after adjusting for the electrically-powered compression expense reimbursement in the year ended December 31, 2022 when compared to the prior year 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 primarily includes direct charges for the management and operation of our assets. Total general and administrative expense was \$14.1 million for the year ended December 31, 2022 compared to \$22.1 million for the year ended December 31, 2021. The decrease was primarily due to a decrease in contingency liabilities incurred during the year ended December 31, 2022.

### ***Loss on Debt Extinguishment***

During the year ended December 31, 2021, the Partnership purchased and retired the \$400.0 million in aggregate principal amount of outstanding 6.50% Senior Notes due March 2026. As part of the transaction the Partnership incurred a loss on debt extinguishment of \$25.7 million, comprised of \$21.5 million of prepayment premium costs and a \$4.2 million write-off of the unamortized debt issuance costs (see Note 7 – Senior Notes in the Notes to the Consolidated Financial Statements). No such transactions occurred during the year ended December 31, 2022.

### ***Loss on Asset Sales and Abandonments***

During the year ended December 31, 2022, the Partnership recognized a loss of \$0.9 million primarily related to materials for assets under construction considered to be obsolete.

During the year ended December 31, 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 and rights-of-way 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 \$34.2 million for the year ended December 31, 2022 compared to \$33.2 million for the year ended December 31, 2021. The increase was the result of additional assets placed into service over time.

### ***Interest Expense***

Interest expense is comprised of interest on, prior to their redemption, the 6.50% Senior Notes due 2026 (the “2026 Senior Notes”), the 4.75% Senior Notes due 2030 (the “2030 Senior Notes”) and on the outstanding balance of our revolving credit facility. Interest expense was \$27.6 million in the year ended December 31, 2022 compared to \$29.5 million for the year ended December 31, 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 4.75% 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 December 31, 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:

(in millions)	For the Years Ended December 31,		
	2022	2021	Change
Net Cash Provided by Operating Activities	\$ 274.5	\$ 276.6	\$ (2.1)
Net Cash Used in Investing Activities	\$ (29.5)	\$ (32.0)	\$ 2.5
Net Cash Used in Financing Activities	\$ (246.3)	\$ (252.6)	\$ 6.3

Net cash provided by operating activities decreased \$2.1 million during the year ended December 31, 2022 compared to the prior year. The decrease was primarily due to a \$28.5 million change in the third party contract liability, an adjustment for the loss on debt extinguishment of \$25.7 million in the prior year and a \$22.5 million change in the related party contract liability, offset in part by a \$38.0 million change in third party receivables and an increase in net income of \$22.2 million. The remainder of the change was primarily due to reductions in working capital.

Net cash used in investing activities decreased \$2.5 million in the current year period compared to the prior year period due to a decrease in capital projects, offset in part by an increase in costs related to inflation.

Net cash used in financing activities decreased \$6.3 million in the current year period compared to the prior year period primarily due to decreased net payments on the revolver of \$74.7 million and the purchase and retirement of the 2026 Senior Notes for \$421.5 million followed by the closing of the 2030 Senior Notes for cash proceeds of \$395.0 million both in the prior period. The decreases were offset, in part, by an increase in distributions to unitholders of \$100.0 million.

### 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 a total of \$7.0 million in interest expense related to our original and as amended credit agreement (not including amortization of revolver fees) during the year ended December 31, 2022. On December 31, 2022, the Partnership had an outstanding balance on the CNXM Credit Agreement of \$153.7 million and \$0.03 million of letters of credit outstanding, leaving \$446.3 million, available for borrowing.

For additional information on our CNXM Credit Agreement, including details relating to the amendment that was completed in October 2021, see Note 6 – Revolving Credit Facility in the Notes to the 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 \$19.0 million (not including amortization of capitalized bond issue costs) on the 2030 Senior Notes during the year ended December 31, 2022.

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

#### **Contractual Obligations**

The following table details the future projected payments associated with our contractual obligations as of December 31, 2022 in total and by year:

<i>(thousands)</i>	<b>Payments Due by Years Ending December 31,</b>				
	<b>2022</b>	<b>2023-24</b>	<b>2025-26</b>	<b>Thereafter</b>	<b>Total</b>
Revolving Credit Facility <sup>(1)</sup>	\$ —	\$ —	\$ 153,700	\$ —	\$ 153,700
Senior Notes <sup>(2)</sup>	—	—	—	400,000	400,000
Interest on Senior Notes <sup>(2)</sup>	19,000	38,000	38,000	48,344	143,344
Total Contractual Obligations	<u>\$ 19,000</u>	<u>\$ 38,000</u>	<u>\$ 191,700</u>	<u>\$ 448,344</u>	<u>\$ 697,044</u>

<sup>(1)</sup> We have an outstanding balance of \$153.7 million on our revolving credit facility at December 31, 2022. Amounts were classified in the table above based on its maturity date of October 6, 2026 and do not include future commitment fees, interest expense or other fees on our revolving credit facility as they are variable in nature. We cannot determine with accuracy the timing of future loan advances, repayments, or future interest rates to be charged. See Note 6 – Revolving Credit Facility in the Notes to the Consolidated Financial Statements.

<sup>(2)</sup> For additional information relating to our Senior Notes, see Note 7 – Senior Notes in the Notes to the Consolidated Financial Statements.

#### **Critical Accounting Policies**

For a description of the Partnership’s accounting policies and any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements, see Note 2 – Significant Accounting Policies in the Notes to our Consolidated Financial Statements. The application of the Partnership’s accounting policies may require management to make judgments and estimates about the amounts reflected in the Consolidated Financial Statements. If applicable, management uses historical experience and all available information to make these estimates and judgments. Different amounts could be reported using different assumptions and estimates.

As of December 31, 2022, the Partnership did not have any accounting policies that we deemed to be critical or that would require significant judgment.

#### **Legal Proceedings**

Refer to Note 8 – Commitments and Contingencies in the Notes to the Consolidated Financial Statements included in this report.

## **Quantitative and Qualitative Disclosures about Market Risk**

This information has been omitted.

## **CONTROLS AND PROCEDURES**

### ***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of the fiscal year covered by this report that have materially affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.

## FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	<b>Page</b>
<a href="#"><u>Report of Independent Auditors</u></a>	<a href="#"><u>10</u></a>
<a href="#"><u>Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021, and 2020</u></a>	<a href="#"><u>12</u></a>
<a href="#"><u>Consolidated Balance Sheets at December 31, 2022 and 2021</u></a>	<a href="#"><u>13</u></a>
<a href="#"><u>Consolidated Statements of Partners' Capital for the Years Ended December 31, 2022, 2021, and 2020</u></a>	<a href="#"><u>14</u></a>
<a href="#"><u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021, and 2020</u></a>	<a href="#"><u>15</u></a>
<a href="#"><u>Notes to the Consolidated Financial Statements</u></a>	<a href="#"><u>16</u></a>



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## **Report of Independent Auditors**

To the Partners and Management of CNX Midstream Partners LP:

### **Opinion**

We have audited the consolidated financial statements of CNX Midstream Partners LP (the Partnership), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the related consolidated statements of operations, partners' capital and cash flows for the years ended, and the related notes to the financial statements

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Partnership and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.



In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Partnership's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

*Ernst & Young LLP*

February 9, 2023

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

	For the Years Ended December 31,		
	2022	2021	2020
<b>Revenue and Other Income</b>			
Gathering revenue — related party	\$ 293,150	\$ 280,750	\$ 239,535
Gathering revenue — third party	65,004	78,276	62,750
Miscellaneous income — related party <i>(Note 4)</i>	4,099	7,650	—
Miscellaneous income — third party	—	—	151
<b>Total Revenue and Other Income</b>	<b>362,253</b>	<b>366,676</b>	<b>302,436</b>
<b>Expenses</b>			
Operating expense — related party <i>(Note 4)</i>	14,380	13,037	16,089
Operating expense — third party	36,898	30,293	28,599
General and administrative expense — related party <i>(Note 4)</i>	9,987	10,550	12,899
General and administrative expense — third party	4,087	11,552	9,873
Loss on debt extinguishment <i>(Note 7)</i>	—	25,727	—
Loss on asset sales and abandonments <i>(Note 5)</i>	898	648	2,097
Depreciation expense	34,157	33,245	32,817
Interest expense	27,554	29,494	33,973
<b>Total Expense</b>	<b>127,961</b>	<b>154,546</b>	<b>136,347</b>
<b>Net Income</b>	<b>\$ 234,292</b>	<b>\$ 212,130</b>	<b>\$ 166,089</b>
Less: Net loss attributable to noncontrolling interest	—	—	(639)
<b>Net Income Attributable to General and Limited Partner Ownership Interest in CNX Midstream Partners LP</b>	<b>\$ 234,292</b>	<b>\$ 212,130</b>	<b>\$ 166,728</b>

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

**CNX MIDSTREAM PARTNERS LP**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in thousands, except number of units)

	<b>December 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 60	\$ 1,332
Receivables — related party	23,566	27,609
Receivables — third party, net <i>(Note 2)</i>	17,911	9,350
Other current assets	2,341	2,939
<b>Total Current Assets</b>	<b>43,878</b>	<b>41,230</b>
Property and Equipment <i>(Note 5)</i> :		
Property and equipment	1,301,230	1,271,244
Less — accumulated depreciation	198,942	164,709
<b>Property and Equipment — Net</b>	<b>1,102,288</b>	<b>1,106,535</b>
Other Assets:		
Long-term receivables - third party <i>(Note 2)</i>	—	21,600
Other assets	3,487	4,383
<b>Total Other Assets</b>	<b>3,487</b>	<b>25,983</b>
<b>TOTAL ASSETS</b>	<b>\$ 1,149,653</b>	<b>\$ 1,173,748</b>
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Current Liabilities:		
Trade accounts payable	\$ 3,287	\$ 5,060
Accrued interest payable	4,546	5,491
Accrued liabilities	9,152	5,745
Due to related party <i>(Note 4)</i>	5,691	3,727
Contract liability — related party <i>(Note 4)</i>	1,500	12,000
Contract liability — third party <i>(Note 2)</i>	4,056	4,368
<b>Total Current Liabilities</b>	<b>28,232</b>	<b>36,391</b>
Other Non-Current Liabilities:		
Operating lease liabilities	93	—
Contract liability - third party <i>(Note 2)</i>	13,991	18,900
Revolving credit facility <i>(Note 6)</i>	153,700	185,000
Senior Notes <i>(Note 7)</i>	394,768	393,880
<b>Total Non-Current Liabilities</b>	<b>562,552</b>	<b>597,780</b>
<b>TOTAL LIABILITIES</b>	<b>590,784</b>	<b>634,171</b>
<b>Partners' Capital:</b>		
Partners' Capital	558,869	539,577
<b>Total Partners' Capital</b>	<b>558,869</b>	<b>539,577</b>
<b>TOTAL LIABILITIES AND PARTNERS' CAPITAL</b>	<b>\$ 1,149,653</b>	<b>\$ 1,173,748</b>

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

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

	Partners' Capital			Capital	Noncontrolling	
	Limited Partners	Class B Units	General Partner	Attributable to Partners	Interest	Total
<b>Balance at December 31, 2019</b>	<u>\$ 380,473</u>	<u>\$ —</u>	<u>\$ 7,280</u>	<u>\$ 387,753</u>	<u>\$ 68,860</u>	<u>\$ 456,613</u>
Net Income (Loss)	166,728	—	—	166,728	(639)	166,089
Quarterly distributions to unitholders	(89,545)	—	—	(89,545)	—	(89,545)
IDR elimination transaction	(27,310)	34,590	(7,280)	—	—	—
Merger Transaction	34,590	(34,590)	—	—	—	—
Disposition of Additional Systems	(95,536)	—	—	(95,536)	—	(95,536)
Sale of the Additional Systems	71,871	—	—	71,871	(68,221)	3,650
Unit-based compensation	1,485	—	—	1,485	—	1,485
Vested units withheld for taxes	(309)	—	—	(309)	—	(309)
<b>Balance at December 31, 2020</b>	<u>\$ 442,447</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 442,447</u>	<u>\$ —</u>	<u>\$ 442,447</u>
Net Income	212,130	—	—	212,130	—	212,130
Distributions to unitholders	(115,000)	—	—	(115,000)	—	(115,000)
<b>Balance at December 31, 2021</b>	<u>\$ 539,577</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 539,577</u>	<u>\$ —</u>	<u>\$ 539,577</u>
Net Income	234,292	—	—	234,292	—	234,292
Distributions to unitholders	(215,000)	—	—	(215,000)	—	(215,000)
<b>Balance at December 31, 2022</b>	<u>\$ 558,869</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 558,869</u>	<u>\$ —</u>	<u>\$ 558,869</u>

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

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

	For the Years Ended December 31,		
	2022	2021	2020
<b>Cash Flows from Operating Activities:</b>			
Net Income	\$ 234,292	\$ 212,130	\$ 166,089
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation expense and amortization of debt issuance costs	36,015	35,634	34,704
Unit-based compensation	—	—	1,485
Loss on asset sales and abandonments	898	648	2,097
Loss on debt extinguishment	—	25,727	—
Other	16	541	730
Changes in assets and liabilities:			
Contract liability — related party	(10,500)	12,000	—
Contract liability — third party	(5,221)	23,268	—
Due to/from affiliate	5,943	(4,263)	(3,344)
Receivables — third party	13,039	(24,958)	1,943
Other current and non-current assets	(183)	(887)	4,947
Accounts payable and other accrued liabilities	197	(3,268)	(25,453)
<b>Net Cash Provided by Operating Activities</b>	<b>274,496</b>	<b>276,572</b>	<b>183,198</b>
<b>Cash Flows from Investing Activities:</b>			
Capital expenditures	(29,462)	(31,960)	(67,194)
Proceeds from sale of assets	—	—	235
<b>Net Cash Used in Investing Activities</b>	<b>(29,462)</b>	<b>(31,960)</b>	<b>(66,959)</b>
<b>Cash Flows from Financing Activities:</b>			
Distributions to unitholders	(215,000)	(115,000)	(89,545)
Repurchase of 2026 Senior Notes	—	(421,467)	—
Net payments on secured \$600.0 million credit facility	(31,300)	(106,000)	(20,750)
Proceeds from issuance of 2030 Senior Notes, net of discount	—	395,000	—
Debt issuance costs	(6)	(5,129)	—
Vested units withheld for unitholder taxes	—	—	(309)
Sale of the Additional Systems	—	—	3,650
<b>Net Cash Used in Financing Activities</b>	<b>(246,306)</b>	<b>(252,596)</b>	<b>(106,954)</b>
<b>Net (Decrease) Increase in Cash</b>	<b>(1,272)</b>	<b>(7,984)</b>	<b>9,285</b>
<b>Cash at Beginning of Period</b>	<b>1,332</b>	<b>9,316</b>	<b>31</b>
<b>Cash at End of Period</b>	<b>\$ 60</b>	<b>\$ 1,332</b>	<b>\$ 9,316</b>
<b>Cash Paid During the Period For:</b>			
Interest	\$ 26,989	\$ 29,777	\$ 33,603
<b>Noncash Investing Activities:</b>			
Accrued capital expenditures	\$ 5,944	\$ 5,479	\$ 11,380

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

**CNX MIDSTREAM PARTNERS LP**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 — DESCRIPTION OF BUSINESS**

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.

**Description of Business**

Our midstream assets historically consisted of two operating areas that we referred to as our “Anchor Systems” and “Additional Systems” based on their relative current cash flows, growth profiles, capital expenditure requirements and the timing of their development. Our Anchor Systems, in which the Partnership owns a 100% controlling interest, include our most developed midstream systems that generate the largest portion of our current cash flows, including our five primary midstream systems (the McQuay, Majorsville, Dry Ridge, Mamont and Shirley-Penns Systems), a 20” high-pressure pipeline and related assets.

On December 31, 2020, the Partnership sold its 5% interest in the Additional Systems to CNX Gathering, LLC (a related party) whereby the Partnership agreed to transfer, sell, convey and assign to CNX Gathering, and CNX Gathering agreed to purchase and acquire, all right, title and interest in and to the Subject Interests, which Subject Interests, in the aggregate, represent 100% of all of the limited liability company interests in the Additional Systems and had a value equal to 100% of the equity value of Additional Systems, in exchange for \$3.65 million (“Sale of the Additional Systems”). Our Additional Systems, in which the Partnership owned a 5% controlling interest prior to the Sale of the Additional Systems on December 31, 2020, included several gathering systems throughout our dedicated acreage. Revenues from our Additional Systems were derived primarily from the Pittsburgh Airport area, which is within the wet gas region of our dedicated acreage, and the Wadestown area in the dry gas region.

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.

**Merger Agreement**

In July 2020, CNX entered into an Agreement and Plan of Merger (the “Merger Agreement”) with CNXM, CNX Midstream GP LLC (the “General Partner”) and CNX Resources Holding LLC, a wholly owned subsidiary of CNX (“Merger Sub”), pursuant to which Merger Sub merged with and into CNXM with CNXM surviving as an indirect wholly owned subsidiary of CNX (the “Merger Transaction”). As a result of the Merger Transaction and subsequent delisting of the Partnership’s common units, CNXM’s common units are no longer publicly traded.

Except for the Class B units of CNXM, which were automatically canceled immediately prior to the effective time of the Merger Transaction for no consideration in accordance with CNXM’s partnership agreement, the interests in CNXM owned by CNX and its subsidiaries remain outstanding as limited partner interests in the surviving entity. The General Partner will continue to own the non-economic general partner interest in the surviving entity.

**IDR Elimination Transaction**

On January 29, 2020, prior to the Merger Transaction, CNX and CNXM had entered into agreements and consummated a transaction that eliminated CNXM’s incentive distribution rights (“IDRs”) held by the General Partner and converted the 2.0% general partner interest in CNXM into a non-economic general partnership interest (collectively, the “IDR Elimination Transaction”).

CNX received the following under the IDR Elimination Transaction in exchange for the cancellation of the IDRs and conversion of the 2.0% general partner interest:

- 26 million CNXM common units;

- Three million new CNXM Class B units, which were subsequently canceled immediately prior to the effective time of the Merger Transaction for no consideration in accordance with CNXM's partnership agreement;
- \$135.0 million, to be paid in three installments of \$50.0 million due December 31, 2020, \$50.0 million due December 31, 2021 and \$35.0 million due December 31, 2022, which in November 2020 were canceled and terminated in connection with the Merger Transaction.

## **NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation and Use of Estimates**

The accompanying audited 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.

### **Principles of Consolidation**

The consolidated financial statements include the accounts of the Partnership and all of its controlled subsidiaries, including 100% of each of the Anchor Systems and Additional Systems in the applicable periods presented. Although the Partnership had less than a 100% economic interest in the Additional Systems for the period prior to December 31, 2020, it was consolidated fully with the results of the Partnership in the applicable period as the Partnership was considered to be the primary beneficiary and had a controlling financial interest and the power through its ownership to direct the activities of the Additional Systems. After adjusting for noncontrolling interests, net income attributable to general and limited partner ownership interests in the Partnership reflect only that portion of net income that is attributable to the Partnership. All non-controlling interests in the Additional Systems were held by a subsidiary of CNX until December 31, 2020, when the Partnership sold its economic interest in the Additional Systems. See Note 1 – Description of Business for additional information.

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 \$229.8 million at December 31, 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 December 31, 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 during the year ended December 31, 2022 in the Consolidated Statements of Operations. During the year ended December 31, 2021, we recognized a \$6.3 million increase in Gathering revenue - third party for these deficiency payments. The remaining amount owed of \$11.2 million will be paid in equal monthly installments 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, respectively, in the Consolidated Balance Sheets and Consolidated Statements of Cash Flows at December 31, 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 years ended December 31, 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 December 31, 2022, contract assets were \$11.2 million, all recorded within current assets, and contract liabilities were \$18.1 million (\$4.1 million current and \$14.0 million non-current) associated with the minimum well deficiency payment obligation 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.

#### ***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 December 31, 2022 and December 31, 2021 and for the years ended December 31, 2022, 2021 and 2020 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 \$329.1 million at December 31, 2022 and \$399.9 million at December 31, 2021.

## 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.

## Leases

We determine if an arrangement is a lease at inception. Operating leases are included in other asset, accrued liabilities and operating lease liabilities on our consolidated balance sheets. Operating lease right-of-use (ROU) assets and operating lease

liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date of the lease in determining the present value of future payments. In accordance with ASC 842, it is our policy to exclude leases with a term of 12 months or less and to not separate lease components from non-lease components for any asset class. The operating lease ROU asset also includes any lease payments made and excludes lease incentives and initial direct costs incurred. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

The Partnership's non-cancelable operating leases consisted primarily of compression equipment. Only one non-cancelable operating lease was in effect as of December 31, 2022, with a remaining lease term of 1.42 years and a discount rate of 4.26%. No operating leases were in effect during the year ended December 31, 2021. Cash paid for amounts included in the measurement of lease liabilities was immaterial for the years ended December 31, 2022 and 2021, there was cash paid of \$4.3 million in operating cash flows from operating leases for the year ended December 31, 2020.

Total operating lease expense, which includes short-term leases, was \$7.3 million, \$7.1 million and \$7.4 million for the years ended December 31, 2022, 2021 and 2020, respectively. These expenses are included within Operating expense—third party in our Consolidated Statements of Operations.

### **Environmental Matters**

We are subject to various federal, state and local laws and regulations relating to the protection of the environment. Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or clean-ups are probable, and the costs can be reasonably estimated. At this time, we are unable to assess the timing and/or effect of potential liabilities related to greenhouse gas emissions or other environmental issues. As of December 31, 2022 and 2021, we had no material environmental matters that required the recognition of a separate liability or specific disclosure.

### **Asset Retirement Obligations**

Our gathering pipelines and compressor stations have an indeterminate life. If properly maintained, they should operate for an indeterminate period as long as supply and demand for natural gas exists, which we expect for the foreseeable future. We are under no legal or contractual obligation to restore or dismantle our gathering system upon abandonment. Therefore, we have not recorded any liabilities for asset retirement obligations at December 31, 2022 or 2021.

### **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.

### **Equity Compensation**

Equity compensation expense for all unit-based compensation awards was based on the grant date fair value estimated in accordance with the provisions of ASC 718—Compensation—Stock Compensation. We recognized unit-based compensation costs on a straight-line basis over the requisite service period of an award, which is generally the same as the award's vesting term. See Note 9 – Long-Term Incentive Plan for further discussion.

## **NOTE 3 — CASH DISTRIBUTIONS**

Prior to the Merger Transaction, our partnership agreement required that we distribute an amount equal to 100% of Available Cash from Operating Surplus, as those terms were defined in the partnership agreement, within 45 days after the end of each quarter to unitholders of record on the applicable record date, in accordance with the terms below. Subsequent to the Merger Transaction there is no formal policy for cash distributions.

## Allocations of Available Cash from Operating Surplus and Incentive Distribution Rights

Prior to the IDR Elimination Transaction on January 29, 2020 (See Note 1 – Description of Business), the percentage allocations of available cash from operating surplus between the unitholders and our general partner was based on the specified target distribution levels. IDRs represented the right to receive an increasing percentage, up to a maximum of 48% (which did not include the 2% general partner interest), of quarterly distributions of available cash from operating surplus after the minimum quarterly distribution and the target distribution levels had been achieved.

### Cash Distributions

On October 24, 2022, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the third quarter of 2022 of \$65.0 million. The total quarterly cash distribution of \$65.0 million was paid on November 14, 2022.

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 November 3, 2021, the Board of Directors of the Partnership's general partner declared a cash distribution to the Partnership's unitholders with respect to the third quarter of 2021 of \$65.0 million. The total quarterly cash distribution of \$65.0 million was paid on November 3, 2021.

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:

(in thousands)	For the Years Ended December 31,		
	2022	2021	2020
Operational services	\$ 7,163	\$ 5,699	\$ 8,274
Electrical compression	7,217	7,338	7,815
<b>Total Operating Expense — Related Party</b>	<b>\$ 14,380</b>	<b>\$ 13,037</b>	<b>\$ 16,089</b>

Related party payables due to CNX Resources consisted of the following at December 31:

(in thousands)	2022	2021
Expense reimbursements	\$ 1,259	\$ 382
Capital expenditures reimbursements	—	150
General and administrative services	5,297	3,657
Release from dedication reimbursement	(865)	(462)
<b>Due to related party</b>	<b>\$ 5,691</b>	<b>\$ 3,727</b>

All related party receivables were due from CNX Resources at December 31, 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 \$4.1 million and \$7.7 million in Miscellaneous income – related party in the Consolidated Statements of Operations for the years ended December 31, 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.

### **Merger Agreement**

See Note 1 – Description of Business for additional information.

### **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 ended 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 ended December 31, 2022, we received 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 received 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 received a fee of \$0.6537 per MMBtu.
- Our fees for condensate services were \$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 year ended December 31, 2022. The remaining deficiency payment was included as Contract liability – related party in the Consolidated Balance Sheets and Consolidated Statements of Cash Flows at December 31, 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>	<b>Minimum Revenue</b>
Year ending December 31, 2023	\$ 16.2
Year ending December 31, 2024	39.6
Year ending December 31, 2025	36.0
Year ending December 31, 2026	26.3
Year ending December 31, 2027	24.3
Remainder of term	87.4
<b>Total minimum revenue to be recognized pursuant to Shirley-Penns MVC</b>	<b>\$ 229.8</b>

For all natural gas the Partnership gathers in excess of the MVC, the Partnership received 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 year ended December 31, 2022, the MVC calculation was met by a combination of actual volumes and prior period credits for excess volumes of 0.3 BBtu. This leaves a remaining credit for excess volumes of 40.7 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 at December 31:

<i>(in thousands)</i>	2022	2021	Estimated Useful Lives in Years
Land	\$ 54,488	\$ 54,500	N/A
Gathering equipment	742,434	732,296	25 — 40
Compression equipment	458,776	431,820	30 — 40
Processing equipment	30,979	30,979	40
Assets under construction	14,553	21,649	N/A
<b>Total Property and Equipment</b>	<b>\$ 1,301,230</b>	<b>\$ 1,271,244</b>	
Less: Accumulated depreciation			
Gathering equipment	\$ 127,543	\$ 107,579	
Compression equipment	62,135	48,693	
Processing equipment	9,264	8,437	
<b>Total Accumulated Depreciation</b>	<b>\$ 198,942</b>	<b>\$ 164,709</b>	
<b>Property and Equipment — Net</b>	<b>\$ 1,102,288</b>	<b>\$ 1,106,535</b>	

The Partnership capitalized approximately \$0.3 million and \$0.4 million of interest on assets under construction during the years ended December 31, 2022 and 2021, respectively.

During the year ended December 31, 2022, the Partnership incurred a loss of \$0.9 million primarily related to materials for assets under construction considered to be obsolete.

During the year ended December 31, 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 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 SOFR rate plus a margin ranging from 2.10% to 3.10%.

We incurred a total of \$7.0 million in interest expense related to our original and as amended revolving credit agreement (not including amortization of revolver fees) during the year ended December 31, 2022.

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 December 31, 2022.

At December 31, 2022, the CNXM Credit Agreement had \$153.7 million of borrowings outstanding and \$0.03 million of letters of credit outstanding, leaving \$446.3 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.

The net proceeds from the offering, together with cash on hand and borrowings under its revolving credit facility, were used to purchase and retire \$400.0 million in aggregate principal amount of outstanding 6.50% Senior Notes due March 2026 (the "2026 Senior Notes") and pay related prepayment premiums and transaction fees and expenses. As a result of the redemption of the 2026 Notes, the Partnership incurred a loss on debt extinguishment of \$25.7 million, comprised of \$21.5 million of prepayment premium costs and a \$4.2 million write-off of the unamortized debt issuance costs, which was included in Loss on Debt Extinguishment in the Consolidated Statements of Operations during the year ended December 31, 2021.

The Partnership's Senior Notes consisted of the following:

<i>(in thousands)</i>	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Senior Notes due April 2030 at 4.75%	\$ 400,000	\$ 400,000
Less: Unamortized debt issuance costs	1,001	1,312
Less: Unamortized bond discount	4,231	4,808
<b>Total Senior Notes</b>	<b>\$ 394,768</b>	<b>\$ 393,880</b>

## 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.

**NOTE 9 — LONG-TERM INCENTIVE PLAN**

Pursuant to the Merger Transaction, as further disclosed in Note 1 – Description of Business, all outstanding phantom units previously granted under the CNXM long-term incentive plan were converted into the right to receive 0.88 common shares of common stock of CNX. As such, all outstanding phantom units were converted, effective as of the closing of the Merger Transaction, into CNX restricted stock units. Therefore, the Partnership did not recognize any compensation expense during the years ended December 31, 2022 or 2021. Each CNX restricted stock unit will be subject to the same vesting, forfeiture and other terms and conditions applicable to the converted CNXM phantom units.

The Partnership recognized \$1.5 million of compensation expense for the year ended December 31, 2020, which was included in General and administrative expense – related party in the Consolidated Statements of Operations.

**NOTE 10 — SUBSEQUENT EVENTS**

On February 1, 2023, 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 2022 of \$40.0 million which was paid on February 3, 2023.