# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# SCHEDULE 13D

**Under the Securities Exchange Act of 1934** (Amendment No. 13)\*

# **Evolve Transition Infrastructure LP**

(Name of Issuer)

#### **COMMON UNITS**

(Title of Class of Securities)

#### 30053M104

(CUSIP Number)

**Adrienne Saunders General Counsel** c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W. 34th St., 48th Floor New York, NY 10001 212-907-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### October 29, 2021

(Date of Event which Requires Filing of this Statement)

If the filing persons has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.  $\Box$ Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 30053M104 Page 2 of 13 Pages

1	NAMES OF REPORTING PERSONS				
_	SP COMMON EQUITY SUBSIDIARY LLC				
2	СНЕС	(a) □ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) □			
3	SEC U	JSE ONLY			
4	SOUR OO	CE OF FUNDS (SEE INSTRUCTIONS)			
5	CHEC 2(E)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware				
	7	SOLE VOTING POWER 0			
NUMBER OF SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 4,509,792			
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0			
	10	SHARED DISPOSITIVE POWER 4,509,792			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,509,792				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.2%				
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO				

CUSIP NO. 30053M104 Page 3 of 13 Pages

1	NAMES OF REPORTING PERSONS					
1	STONEPEAK CATARINA HOLDINGS LLC					
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC U	SE ONLY				
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4		CE OF FUNDS (SEE INSTRUCTIONS)				
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5	СНЕС 2(E)	K BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR				
6	CITIZ	ENSHIP OR PLACE OF ORGANIZATION				
U	Delawa	Delaware				
		SOLE VOTING POWER				
	7	0				
		0				
NUMBER OF		SHARED VOTING POWER				
SHARES BENEFICIALLY	8	84,429,950 (1)				
OWNED BY		SOLE DISPOSITIVE POWER				
EACH REPORTING	9					
PERSON WITH		0				
		SHARED DISPOSITIVE POWER				
	10	84,429,950 (1)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	84,429,950 (1)					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
	INSTRUCTIONS)					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	70.7%					
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	00, HC					

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 4 of 13 Pages

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1	NAMES OF REPORTING PERSONS					
1	STONEPEAK TEXAS MIDSTREAM HOLDCO LLC					
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □			
2			(b) 🗆			
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	CITIZ	ENSHIP OR PLACE OF ORGANIZATION				
6	Delaware					
		SOLE VOTING POWER				
	7	0				
NUMBER OF		SHARED VOTING POWER				
NUMBER OF SHARES	8					
BENEFICIALLY OWNED BY		84,429,950 (1)				
EACH REPORTING	9	SOLE DISPOSITIVE POWER				
PERSON WITH		0				
	10	SHARED DISPOSITIVE POWER				
	10	84,429,950 (1)				
44	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	84,429,950 (1)					
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12		RUCTIONS)				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	70.7%					
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
14						
	00, HC					

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 5 of 13 Pages

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4	NAMES OF REPORTING PERSONS						
1	STONEPEAK CATARINA UPPER HOLDINGS LLC						
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BENEFICIALLY OWNED BY		84,429,950 (1)					
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1 Dieser ( ) = = =	$\vdash \vdash \vdash$	SHARED DISPOSITIVE POWER					
	10						
	<u> </u>	84,429,950 (1)					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	84,429,950 (1)						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
		INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	70.7%						
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1 ,	OU, HC						

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 6 of 13 Pages

1	NAMES OF REPORTING PERSONS						
1	STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP						
_	CHEC	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
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		SOLE VOTING POWER					
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NUMBER OF SHARES	8						
BENEFICIALLY OWNED BY		84,429,950 (1)					
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		84,429,950 (1)					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	84,429,950 (1)						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	70.7%						
	ТҮРЕ	OF REPORTING PERSON (SEE INSTRUCTIONS)					
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<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 7 of 13 Pages

1	NAMES OF REPORTING PERSONS					
1	STONEPEAK ASSOCIATES LLC					
_	CHEC	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2			(b) □			
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5	-(-)					
6	CITIZ	CITIZENSHIP OR PLACE OF ORGANIZATION				
U	Delaware					
		SOLE VOTING POWER				
	7	0				
NUMBER OF		SHARED VOTING POWER				
SHARES BENEFICIALLY	8	84,429,950 (1)				
OWNED BY		SOLE DISPOSITIVE POWER				
EACH REPORTING	9	0				
PERSON WITH						
	10	SHARED DISPOSITIVE POWER				
	10	84,429,950 (1)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	84,429,950 (1)					
12		CK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE RUCTIONS)				
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
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1.4	TYPE	OF REPORTING PERSON (SEE INSTRUCTIONS)				
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<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 8 of 13 Pages

1	NAMES OF REPORTING PERSONS					
1	STONEPEAK GP HOLDINGS LP					
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2			(b) 🗆			
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4	SOUR	CE OF FUNDS (SEE INSTRUCTIONS)				
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		K BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR				
5	<b>-</b> (-)	2(E)				
	- Yenra					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
U	Delaware					
	7	SOLE VOTING POWER				
	/	0				
NUMBER OF		SHARED VOTING POWER				
SHARES BENEFICIALLY	8	84,429,950 (1)				
OWNED BY EACH	_	SOLE DISPOSITIVE POWER				
REPORTING PERSON WITH	9	0				
	10	SHARED DISPOSITIVE POWER				
	10	84,429,950 (1)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	84,429,950 (1)					
12		K BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE RUCTIONS)				
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	<b>13</b>					
1.4	TYPE	OF REPORTING PERSON (SEE INSTRUCTIONS)				
14	PN, HO					

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 9 of 13 Pages

1	NAMES OF REPORTING PERSONS					
1	STONEPEAK GP INVESTORS LLC					
_	CHEC	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
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_	CHEC 2(E)	CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR				
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	CITIZ	ZENSHIP OR PLACE OF ORGANIZATION				
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	Delaware					
	7	SOLE VOTING POWER				
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NUMBER OF		SHARED VOTING POWER				
SHARES BENEFICIALLY	8	84,429,950 (1)				
OWNED BY EACH		SOLE DISPOSITIVE POWER				
REPORTING PERSON WITH	9	0				
TEROOT.	$\vdash$	SHARED DISPOSITIVE POWER				
	10	84,429,950 (1)				
	AGGI	REGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11						
	84,429,950 (1)					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE					
14	INSTF	INSTRUCTIONS)				
40	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	70.7%					
	ТҮРЕ	OF REPORTING PERSON (SEE INSTRUCTIONS)				
14	OO, H	i.C				

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 10 of 13 Pages

1	NAMES OF REPORTING PERSONS						
1	STONEPEAK GP INVESTORS MANAGER LLC						
2	CHEC	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) □				
2			(b) 🗆				
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	SOUR	CE OF FUNDS (SEE INSTRUCTIONS)					
4	WC						
	CHEC 2(E)	K BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR					
5	2(L)						
6	CITIZ	CITIZENSHIP OR PLACE OF ORGANIZATION					
0	Delaware						
	7	SOLE VOTING POWER					
	7	0					
NUMBER OF	_	SHARED VOTING POWER					
SHARES BENEFICIALLY	8	84,429,950 (1)					
OWNED BY EACH	•	SOLE DISPOSITIVE POWER					
REPORTING PERSON WITH	9	0					
	10	SHARED DISPOSITIVE POWER					
	10	84,429,950 (1)					
44	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	84,429,950 (1)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE						
12		RUCTIONS)					
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	70.7%						
1.4	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
14	OO, HC						

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 11 of 13 Pages

1	NAMES OF REPORTING PERSONS					
1	MICHAEL DORRELL					
	CHEC	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2			(b) □			
	SEC U	USE ONLY				
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	SOLID					
4		CE OF FUNDS (SEE INSTRUCTIONS)				
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	CHEC 2(E)	CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR				
5	2(E)					
6	CITIZ	CITIZENSHIP OR PLACE OF ORGANIZATION				
U	United States of America					
	_	SOLE VOTING POWER				
	7	0				
NUMBER OF		SHARED VOTING POWER				
SHARES BENEFICIALLY	8	84,429,950 (1)				
OWNED BY		SOLE DISPOSITIVE POWER				
EACH REPORTING	9					
PERSON WITH		0				
	10	SHARED DISPOSITIVE POWER				
	ΙU	84,429,950 (1)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	84,429,950 (1)					
	27126					
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
	DERC	ENT OF CLASS DEDDESENTED BY AMOUNT IN ROW (11)				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	70.7%					
14	TYPE	OF REPORTING PERSON (SEE INSTRUCTIONS)				
14	IN, HC					

<sup>1.</sup> This amount includes approximately 12,198,222 Common Units that the Reporting Person currently has the right to acquire upon exercise of the Warrant.

CUSIP NO. 30053M104 Page 12 of 13 Pages

#### Item 1. Security and Issuer

*Item 1 of the Schedule 13D is hereby amended by adding the following:* 

This Amendment No. 13 to Schedule 13D ("Amendment No. 13") is being filed by the undersigned, pursuant to \$240.13d-2(a), with respect to the Common Units (the "Common Units") of Evolve Transition Infrastructure LP (the "Issuer" or the "Partnership") that the Reporting Persons are deemed to beneficially own. The Issuer's principal executive offices are located at 1360 Post Oak Blvd, Suite 2400, Houston, TX, 77056. This Amendment No. 13 amends and supplements the statement on the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 26, 2015, as amended by Amendment No. 1, filed with the SEC on January 27, 2017, Amendment No. 2, filed with the SEC on February 22, 2017, Amendment No. 3, filed with the SEC on May 31, 2017, Amendment No. 4 filed with the SEC on February 4, 2019, Amendment No. 5, filed with the SEC on August 6, 2019, Amendment No. 6, filed with the SEC on September 4, 2020, Amendment No. 7, filed with the SEC on September 9, 2020, Amendment No. 8, filed with the SEC on October 5, 2020, Amendment No. 9, filed with the SEC on November 18, 2020, Amendment No. 10, filed with the SEC on February 1, 2021, Amendment No. 11 filed with the SEC on May 4, 2021, and Amendment No. 12 filed with the SEC on August 3, 2021 (collectively the "Schedule 13D"). Except as specifically provided herein, this Amendment No. 13 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein and not otherwise defined in this Amendment No. 13 have the meanings set forth in the Schedule 13D.

#### Item 4. Purpose of Transaction

*Item 4 of the Schedule 13D is hereby amended by adding the following:* 

Pursuant to Stonepeak Catarina's right under the Letter Agreement described in Amendment No. 9, on April 30, 2021, SP Holdings, a wholly-owned subsidiary of Stonepeak Catarina and the sole member of the General Partner, provided notice to the Board of its election to receive the third quarter 2021 quarterly distribution on the Class C Preferred Units in the form of Common Units (in lieu of payment-in-kind Class C Preferred Units), pursuant to which Stonepeak Catarina will acquire 10,832,186 Common Units on November 22, 2021.

#### Item 5. Interest in Securities of the Issuer

*Item* 5(a) - (c) of the Schedule 13D is hereby amended by adding the following:

(a) As of the date hereof, each of the Catarina Reporting Persons may be deemed the beneficial owner of 84,429,950 Common Units, which amount represents approximately 70.7% of the outstanding Common Units. This amount includes: (i) 67,721,936 Common Units held directly by Stonepeak Catarina; (ii) approximately 12,198,222 Common Units that the Catarina Reporting Persons currently have the right to acquire upon exercise of the Warrant held directly by Stonepeak Catarina; and (iii) 4,509,792 Common Units held directly by SPCE Sub. As of the date hereof, SPCE Sub may be deemed the beneficial owner of 4,509,792 Common Units, which amount represents approximately 4.2% of the outstanding Common Units.

The foregoing beneficial ownership percentages are based on the sum of (i) 107,297,405 Common Units outstanding as provided by the Issuer, plus, (ii) for purposes of calculating the Catarina Reporting Persons' beneficial ownership pursuant to Rule 13d-3(d)(i) under the Act, the approximately 12,198,222 Common Units currently issuable upon exercise of the Warrant, for approximately 119,495,627 Common Units outstanding.

- (b) The Catarina Reporting Persons have shared voting power and shared dispositive power with regard to the 67,721,936 Common Units held directly by Stonepeak Catarina and the approximately 12,198,222 Common Units that the Catarina Reporting Persons currently have the right to acquire upon exercise of the Warrant held directly by Stonepeak Catarina. The Reporting Persons have shared voting power and shared dispositive power with regard to the 4,509,792 Common Units held directly by SPCE Sub.
- (c) The response to Item 4 of this Amendment No. 13 is incorporated by reference herein. Except as set forth in the Amendment No. 13, there were no transactions in Common Units by the Reporting Persons since the most recent filing of Schedule 13D by the Reporting Persons.

# CUSIP NO. 30053M104 Page 13 of 13 Pages

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### SP COMMON EQUITY SUBSIDIARY LLC

By: STONEPEAK CATARINA HOLDINGS LLC, its sole member

By: STONEPEAK TEXAS MIDSTREAM HOLDCO LLC, its managing member

By: STONEPEAK ASSOCIATES LLC, its managing member

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

#### STONEPEAK CATARINA HOLDINGS LLC

By: STONEPEAK TEXAS MIDSTREAM HOLDCO LLC, its managing member

By: STONEPEAK ASSOCIATES LLC, its managing member

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u>
Name: Michael Dorrell
Title: Managing Member

#### STONEPEAK TEXAS MIDSTREAM HOLDCO LLC

By: STONEPEAK ASSOCIATES LLC, its managing member

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

### STONEPEAK CATARINA UPPER HOLDINGS LLC

By: STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP, its managing member

By: STONEPEAK ASSOCIATES LLC, its general partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

#### STONEPEAK INFRASTRUCTURE FUND (ORION AIV) LP

By: STONEPEAK ASSOCIATES LLC, its general partner

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

#### STONEPEAK ASSOCIATES LLC

By: STONEPEAK GP HOLDINGS LP, its sole member

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

## STONEPEAK GP HOLDINGS LP

By: STONEPEAK GP INVESTORS LLC, its general partner

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u> Name: Michael Dorrell Title: Managing Member

### STONEPEAK GP INVESTORS LLC

By: STONEPEAK GP INVESTORS MANAGER LLC, its managing member

By: <u>/s/ Michael Dorrell</u>
Name: Michael Dorrell
Title: Managing Member

STONEPEAK GP INVESTORS MANAGER LLC By: /s/ Michael Dorrell Name: Michael Dorrell Title: Managing Member

November 2, 2021

Attention: Intentional misstatements or omissions of act constitute federal violations (see 18 U.S.C. 1001)