

Goodnight Midstream Announces Significant Capital Investment From Tailwater Capital

Continued Partnership Provides Growth Capital to Scale Platform and Meet Increasing Demand for Produced Water Infrastructure

DALLAS, October 8, 2019— Goodnight Midstream (“Goodnight” or the “Company”), a leading produced water midstream infrastructure company, today announces the closing of a significant capital investment and an incremental commitment from Tailwater Capital LLC (“Tailwater”), an energy-focused private equity firm based in Dallas, which has been an investor in the Company since 2016.

As part of this transaction, Tailwater has committed over \$500 million of growth capital to support Goodnight’s strategic objectives and to allow the Company to continue to expand its best-in-class service offering for its blue-chip customer base.

Goodnight is a pioneer in the produced water midstream sector, which is expected to require multi-billion dollar investments to accommodate projected volume growth in Goodnight’s basins of operation. Since receiving its initial investment from Tailwater in 2016, Goodnight has expanded its Bakken operations and entered the Delaware Basin, Midland Basin and Eagle Ford shale. Today, Goodnight’s facilities and trans-basin pipeline systems in the Delaware Basin include more than 700,000 barrels per day of throughput capacity providing producers in the region with a safe and reliable solution for flow assurance.

The total Goodnight platform now consists of 500 miles of produced water pipelines with 1.6 million barrels per day of throughput capacity. The Company recently signed five new long-term customer contracts in the Delaware Basin and Bakken that will assure Goodnight’s eighth consecutive year of double digit volume growth on Goodnight-built, greenfield systems.

“We are thrilled to continue our partnership with the team at Tailwater, who has added tremendous value to Goodnight over the past three years,” said Patrick Walker, CEO and Co-Founder of Goodnight Midstream. “This investment will provide a significant amount of equity growth capital from a trusted partner who understands that long-term growth in this sector requires a strong balance sheet. With this capital flexibility, we will continue to meet the increasing demand from our customers for scalable produced water infrastructure solutions and remain focused on providing safe, reliable and environmentally sustainable produced water logistics services to our customers.”

“As a long-standing investor in Goodnight, our focus is on helping to position the Company for ongoing success,” said Jason Downie, Co-Founder and Managing Partner of Tailwater Capital. “We are excited to expand our partnership with the Goodnight team and to provide them with the capital to grow their footprint throughout North America. With a best-in-class management team, an industry leading platform and a robust portfolio of long-term contracts, we are confident that the future is bright for Goodnight.”

“We are thrilled to have the opportunity to support the next phase of Goodnight’s growth,” said Edward Herring, Co-Founder and Managing Partner of Tailwater Capital. “With favorable market dynamics driving further investment in the produced water midstream sector, and the Company’s numerous customer contract wins, our team at Tailwater has strong conviction in Goodnight’s industry leadership and continued success.”

About Goodnight Midstream LLC

Goodnight Midstream builds and operates midstream oilfield water infrastructure for oil and gas producers. The Company owns and operates an extensive network of water gathering pipelines and saltwater disposal wells focused on gathering, transporting, and disposing of produced saltwater for its

customers. Goodnight's midstream approach minimizes environmental impact and improves health and safety while lowering lease operating expense and improving reliability for its customers. Goodnight Midstream operates in the most active basins in the United States with significant positions in the Permian Basin and the Bakken Formation as well as an expanding footprint in the Eagle Ford Shale. For more information, please visit www.goodnightmidstream.com.

About Tailwater Capital LLC

Dallas-based Tailwater Capital is a growth-oriented energy private equity firm with a well-established track record of working constructively with proven management teams to deliver value-added solutions. Tailwater currently manages more than \$3.4 billion in committed capital and the team has executed more than 100 energy transactions in the upstream and midstream sectors representing over \$19 billion in transaction value.

For more information, please visit www.tailwatercapital.com.

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