
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

Form 10-Q

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2021

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File No. 001-35779

USA Compression Partners, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-2771546
(I.R.S. Employer
Identification No.)

111 Congress Avenue, Suite 2400
Austin, Texas
(Address of principal executive offices)

78701
(Zip Code)

(512) 473-2662

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common units representing limited partner interests	USAC	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 28, 2021, there were 97,096,137 common units outstanding.

TABLE OF CONTENTS

	Page
PART I. FINANCIAL INFORMATION	1
ITEM 1. Financial Statements	1
Unaudited Condensed Consolidated Balance Sheets	1
Unaudited Condensed Consolidated Statements of Operations	2
Unaudited Condensed Consolidated Statements of Changes in Partners' Capital	3
Unaudited Condensed Consolidated Statements of Cash Flows	4
Notes to Unaudited Condensed Consolidated Financial Statements	5
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	18
ITEM 3. Quantitative and Qualitative Disclosures About Market Risk	34
ITEM 4. Controls and Procedures	35
PART II. OTHER INFORMATION	36
ITEM 1. Legal Proceedings	36
ITEM 1A. Risk Factors	36
ITEM 6. Exhibits	36
SIGNATURES	37

GLOSSARY

The abbreviations, acronyms and industry terminology used in this Quarterly Report are defined as follows:

COVID-19	novel coronavirus 2019
Credit Agreement	Sixth Amended and Restated Credit Agreement by and among USA Compression Partners, LP, as borrower, USAC OpCo 2, LLC, USAC Leasing 2, LLC, USA Compression Partners, LLC, USAC Leasing, LLC, CDM Resource Management LLC, CDM Environmental & Technical Services LLC and USA Compression Finance Corp., the lenders party thereto from time to time, JPMorgan Chase Bank, N.A., as agent and a letter of credit issuer, JPMorgan Chase Bank, N.A., Barclays Bank PLC, Regions Capital Markets, a division of Regions Bank, RBC Capital Markets and Wells Fargo Bank, N.A., as joint lead arrangers and joint book runners, Barclays Bank PLC, Regions Bank, RBC Capital Markets and Wells Fargo Bank, N.A., as syndication agents, and MUFG Union Bank, N.A., SunTrust Bank and The Bank of Nova Scotia, as senior managing agents, as amended, and may be further amended from time to time
DERs	distribution equivalent rights
DRIP	distribution reinvestment plan
EBITDA	earnings before interest, taxes, depreciation and amortization
ET	Energy Transfer LP, for periods following its merger with Energy Transfer Operating, L.P., and to Energy Transfer Operating, L.P. for periods prior to such merger
Exchange Act	Securities Exchange Act of 1934, as amended
GAAP	generally accepted accounting principles of the United States of America
Preferred Units	Series A Preferred Units representing limited partner interests in USA Compression Partners, LP
SEC	United States Securities and Exchange Commission
Senior Notes 2026	\$725.0 million aggregate principal amount of senior notes due on April 1, 2026
Senior Notes 2027	\$750.0 million aggregate principal amount of senior notes due on September 1, 2027
U.S.	United States of America

PART I. FINANCIAL INFORMATION**ITEM 1. Financial Statements**

USA COMPRESSION PARTNERS, LP
Unaudited Condensed Consolidated Balance Sheets
(in thousands)

	September 30, 2021	December 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	\$ 250	\$ 2
Accounts receivable:		
Trade, net of allowances for credit losses of \$2,388 and \$4,982, respectively	63,077	63,727
Other	40	3,707
Related party receivables	45,004	45,043
Inventories	84,527	84,632
Prepaid expenses and other assets	6,041	2,444
Total current assets	198,939	199,555
Property and equipment, net	2,256,930	2,380,633
Lease right-of-use assets	20,927	22,766
Identifiable intangible assets, net	311,756	333,791
Other assets	7,999	11,955
Total assets	<u>\$ 2,796,551</u>	<u>\$ 2,948,700</u>
Liabilities, Preferred Units and Partners' Capital		
Current liabilities:		
Accounts payable	\$ 16,564	\$ 13,531
Accrued liabilities	101,319	109,539
Deferred revenue	49,576	47,202
Total current liabilities	167,459	170,272
Long-term debt, net	1,961,697	1,927,005
Operating lease liabilities	19,313	21,220
Other liabilities	13,248	15,239
Total liabilities	2,161,717	2,133,736
Commitments and contingencies		
Preferred Units	477,309	477,309
Partners' capital:		
Common units, 97,096 and 96,962 units issued and outstanding, respectively	143,546	323,676
Warrants	13,979	13,979
Total partners' capital	157,525	337,655
Total liabilities, Preferred Units and partners' capital	<u>\$ 2,796,551</u>	<u>\$ 2,948,700</u>

See accompanying notes to unaudited condensed consolidated financial statements.

USA COMPRESSION PARTNERS, LP
Unaudited Condensed Consolidated Statements of Operations
(in thousands, except per unit amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Contract operations	\$ 151,622	\$ 156,632	\$ 455,947	\$ 492,419
Parts and service	4,122	1,986	7,978	7,770
Related party	2,883	3,048	8,777	9,127
Total revenues	158,627	161,666	472,702	509,316
Costs and expenses:				
Cost of operations, exclusive of depreciation and amortization	49,159	46,715	143,391	155,848
Depreciation and amortization	59,265	60,072	179,522	179,172
Selling, general and administrative	13,524	12,716	42,612	45,416
Loss (gain) on disposition of assets	48	1,686	(2,312)	(115)
Impairment of compression equipment	—	1,706	4,953	5,629
Impairment of goodwill	—	—	—	619,411
Total costs and expenses	121,996	122,895	368,166	1,005,361
Operating income (loss)	36,631	38,771	104,536	(496,045)
Other income (expense):				
Interest expense, net	(32,222)	(32,004)	(96,860)	(96,297)
Other	18	20	88	67
Total other expense	(32,204)	(31,984)	(96,772)	(96,230)
Net income (loss) before income tax expense	4,427	6,787	7,764	(592,275)
Income tax expense	312	268	590	983
Net income (loss)	4,115	6,519	7,174	(593,258)
Less: distributions on Preferred Units	(12,188)	(12,188)	(36,563)	(36,563)
Net loss attributable to common unitholders' interests	\$ (8,073)	\$ (5,669)	\$ (29,389)	\$ (629,821)
Weighted average common units outstanding – basic and diluted	97,085	96,882	97,039	96,776
Basic and diluted net loss per common unit	\$ (0.08)	\$ (0.06)	\$ (0.30)	\$ (6.51)
Distributions declared per common unit for respective periods	\$ 0.525	\$ 0.525	\$ 1.575	\$ 1.575

See accompanying notes to unaudited condensed consolidated financial statements.

USA COMPRESSION PARTNERS, LP
Unaudited Condensed Consolidated Statements of Changes in Partners' Capital
(in thousands, except per unit amounts)

	For the Nine Months Ended September 30, 2021		
	Common units	Warrants	Total
Partners' capital ending balance, December 31, 2020	\$ 323,676	\$ 13,979	\$ 337,655
Vesting of phantom units	391	—	391
Distributions and DERs, \$0.525 per unit	(50,931)	—	(50,931)
Issuance of common units under the DRIP	463	—	463
Unit-based compensation for equity classified awards	52	—	52
Net loss attributable to common unitholders' interests	(11,816)	—	(11,816)
Partners' capital ending balance, March 31, 2021	261,835	13,979	275,814
Vesting of phantom units	277	—	277
Distributions and DERs, \$0.525 per unit	(50,963)	—	(50,963)
Issuance of common units under the DRIP	402	—	402
Unit-based compensation for equity classified awards	54	—	54
Net loss attributable to common unitholders' interests	(9,500)	—	(9,500)
Partners' capital ending balance, June 30, 2021	202,105	13,979	216,084
Vesting of phantom units	9	—	9
Distributions and DERs, \$0.525 per unit	(50,987)	—	(50,987)
Issuance of common units under the DRIP	438	—	438
Unit-based compensation for equity classified awards	54	—	54
Net loss attributable to common unitholders' interests	(8,073)	—	(8,073)
Partners' capital ending balance, September 30, 2021	\$ 143,546	\$ 13,979	\$ 157,525

	For the Nine Months Ended September 30, 2020		
	Common units	Warrants	Total
Partners' capital ending balance, December 31, 2019	\$ 1,166,619	\$ 13,979	\$ 1,180,598
Vesting of phantom units	1,065	—	1,065
Distributions and DERs, \$0.525 per unit	(50,755)	—	(50,755)
Issuance of common units under the DRIP	301	—	301
Unit-based compensation for equity classified awards	55	—	55
Net loss attributable to common unitholders' interests	(614,648)	—	(614,648)
Partners' capital ending balance, March 31, 2020	502,637	13,979	516,616
Vesting of phantom units	659	—	659
Distributions and DERs, \$0.525 per unit	(50,801)	—	(50,801)
Issuance of common units under the DRIP	612	—	612
Unit-based compensation for equity classified awards	56	—	56
Net loss attributable to common unitholders' interests	(9,504)	—	(9,504)
Partners' capital ending balance, June 30, 2020	443,659	13,979	457,638
Vesting of phantom units	20	—	20
Distributions and DERs, \$0.525 per unit	(50,874)	—	(50,874)
Issuance of common units under the DRIP	499	—	499
Unit-based compensation for equity classified awards	55	—	55
Net loss attributable to common unitholders' interests	(5,669)	—	(5,669)
Partners' capital ending balance, September 30, 2020	\$ 387,690	\$ 13,979	\$ 401,669

See accompanying notes to unaudited condensed consolidated financial statements.

USA COMPRESSION PARTNERS, LP
Unaudited Condensed Consolidated Statements of Cash Flows
(in thousands)

	Nine Months Ended September 30,	
	2021	2020
Cash flows from operating activities:		
Net income (loss)	\$ 7,174	\$ (593,258)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	179,522	179,172
Provision for expected credit losses	(2,400)	3,700
Amortization of debt issuance costs	6,866	6,113
Unit-based compensation expense	11,924	4,071
Deferred income tax expense (benefit)	(101)	350
Gain on disposition of assets	(2,312)	(115)
Impairment of compression equipment	4,953	5,629
Impairment of goodwill	—	619,411
Changes in assets and liabilities:		
Accounts receivable and related party receivables, net	4,878	14,403
Inventories	(10,147)	(12,106)
Prepaid expenses and other current assets	(3,596)	(735)
Other assets	2,685	2,445
Accounts payable	3,461	(4,097)
Accrued liabilities and deferred revenue	(18,539)	(31,161)
Other liabilities	—	1,829
Net cash provided by operating activities	184,368	195,651
Cash flows from investing activities:		
Capital expenditures, net	(29,393)	(97,881)
Proceeds from disposition of property and equipment	4,168	2,367
Proceeds from insurance recovery	1,559	1,324
Net cash used in investing activities	(23,666)	(94,190)
Cash flows from financing activities:		
Proceeds from revolving credit facility	528,515	628,804
Payments on revolving credit facility	(496,608)	(534,628)
Cash paid related to net settlement of unit-based awards	(461)	(1,125)
Cash distributions on common units	(154,768)	(153,541)
Cash distributions on Preferred Units	(36,563)	(36,563)
Deferred financing costs	(164)	(3,780)
Other	(405)	(636)
Net cash used in financing activities	(160,454)	(101,469)
Increase (decrease) in cash and cash equivalents	248	(8)
Cash and cash equivalents, beginning of period	2	10
Cash and cash equivalents, end of period	\$ 250	\$ 2
Supplemental cash flow information:		
Cash paid for interest, net of capitalized amounts	\$ 115,737	\$ 115,973
Cash paid for income taxes	\$ 819	\$ 633
Supplemental non-cash transactions:		
Non-cash distributions to certain common unitholders (DRIP)	\$ 1,303	\$ 1,412
Transfers from inventories to property and equipment	\$ 9,807	\$ 13,401
Changes in capital expenditures included in accounts payable and accrued liabilities	\$ 199	\$ (9,536)
Financing costs included in accounts payable and accrued liabilities	\$ 120	\$ 115

See accompanying notes to unaudited condensed consolidated financial statements.

USA COMPRESSION PARTNERS, LP
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) Organization and Description of Business

Unless otherwise indicated, the terms “our,” “we,” “us,” “the Partnership” and similar language refer to USA Compression Partners, LP, collectively with its consolidated operating subsidiaries.

We are a Delaware limited partnership. Through our operating subsidiaries, we provide compression services under fixed-term contracts with customers in the natural gas and crude oil industries, using natural gas compression packages that we design, engineer, own, operate and maintain. We also own and operate a fleet of equipment used to provide natural gas treating services, such as carbon dioxide and hydrogen sulfide removal, cooling, and dehydration. We primarily provide compression services in a number of shale plays throughout the U.S., including the Utica, Marcellus, Permian Basin, Delaware Basin, Eagle Ford, Mississippi Lime, Granite Wash, Woodford, Barnett, Haynesville, Niobrara and Fayetteville shales.

USA Compression GP, LLC, a Delaware limited liability company, serves as our general partner and is referred to herein as the “General Partner.” Prior to April 1, 2021, the General Partner was wholly owned by Energy Transfer Operating, L.P. (“ETO”), an affiliate of Energy Transfer LP. On April 1, 2021, Energy Transfer LP, ETO and certain of their affiliates consummated an internal reorganization. In connection with the reorganization, ETO merged with and into Energy Transfer LP, with Energy Transfer LP surviving the merger (the “ET Merger”). As a result of the ET Merger, the General Partner became wholly owned by Energy Transfer LP.

The accompanying unaudited condensed consolidated financial statements include the accounts of the Partnership and its operating subsidiaries, all of which are wholly owned by us.

(2) Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

Our accompanying unaudited condensed consolidated financial statements have been prepared in accordance with GAAP and pursuant to the rules and regulations of the SEC.

In the opinion of our management, such financial information reflects all normal recurring adjustments necessary for a fair presentation of these interim unaudited condensed consolidated financial statements in accordance with GAAP. Operating results for the three and nine months ended September 30, 2021 are not necessarily indicative of the results that may be expected for the year ending December 31, 2021. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements contained in our annual report on Form 10-K for the year ended December 31, 2020 filed on February 16, 2021 (our “2020 Annual Report”).

Use of Estimates

Our unaudited condensed consolidated financial statements have been prepared in conformity with GAAP, which includes the use of estimates and assumptions by management that affect the reported amounts of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities that existed at the date of the unaudited condensed consolidated financial statements. Although these estimates were based on management’s available knowledge of current and expected future events, actual results could differ from these estimates.

Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents consist of all cash balances. We consider investments in highly liquid financial instruments purchased with an original maturity of 90 days or less to be cash equivalents.

Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount.

Allowance for Credit Losses

We evaluate our allowance for credit losses related to our trade accounts receivable measured at amortized cost. Due to the short-term nature of our trade accounts receivable, we consider the amortized cost to be the same as the carrying amount of the receivable, excluding the allowance for credit losses.

Our determination of the allowance for credit losses requires us to make estimates and judgments regarding our customers' ability to pay amounts due. We continuously evaluate the financial strength of our customers and the overall business climate in which our customers operate and make adjustments to the allowance for credit losses as necessary. We evaluate the financial strength of our customers by reviewing the aging of their receivables, our collection experience with the customer, correspondence, financial information and third-party credit ratings. We evaluate the business climate in which our customers operate by reviewing various publicly available materials regarding our customers' industry, including the solvency of various companies in the industry.

Inventories

Inventories consist of serialized and non-serialized parts used primarily on compression units. All inventories are stated at the lower of cost or net realizable value. Serialized parts inventories are determined using the specific identification cost method, while non-serialized parts inventories are determined using the weighted average cost method. Purchases of inventories are considered operating activities on the unaudited condensed consolidated statements of cash flows.

Property and Equipment

Property and equipment are carried at cost except for (i) certain acquired assets which are recorded at fair value on their respective acquisition dates and (ii) impaired assets which are recorded at fair value on the last impairment evaluation date for which an adjustment was required. Overhauls and major improvements that increase the value or extend the life of compression equipment are capitalized and depreciated over three to five years. Ordinary maintenance and repairs are charged to cost of operations, exclusive of depreciation and amortization.

When property and equipment is retired or sold, its carrying value and the related accumulated depreciation are removed from our accounts and any associated gains or losses are recorded on the unaudited condensed consolidated statements of operations in the period of sale or disposition.

Capitalized interest is calculated by multiplying our monthly effective interest rate on outstanding debt by the amount of qualifying costs, which include upfront payments to acquire certain compression units. Capitalized interest was approximately \$51,000 and \$152,000 for the three and nine months ended September 30, 2021, respectively, and approximately \$6,000 and \$192,000 for the three and nine months ended September 30, 2020, respectively.

Impairment of Long-Lived Assets

Long-lived assets with recorded values that are not expected to be recovered through future cash flows are written-down to estimated fair value. We test long-lived assets for impairment when events or circumstances indicate that the assets' carrying value may not be recoverable or will no longer be utilized in the operating fleet. The most common circumstance requiring compression units to be evaluated for impairment is when idle units do not meet the desired performance characteristics of our active revenue generating horsepower.

The carrying value of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the carrying value of the long-lived asset exceeds the sum of the undiscounted cash flows associated with the asset, an impairment loss equal to the amount of the carrying value exceeding the fair value of the asset is recognized. The fair value of the asset is measured using quoted market prices or, in the absence of quoted market prices, based on an estimate of discounted cash flows, the expected net sale proceeds compared to the other similarly configured fleet units we recently sold or a review of other units recently offered for sale by third parties, or the estimated component value of the equipment we plan to use.

Refer to Note 5 for more detailed information about impairment charges during the three and nine months ended September 30, 2021 and 2020.

Identifiable Intangible Assets

Identifiable intangible assets are recorded at cost and amortized using the straight-line method over their estimated useful lives, which is the period over which the assets are expected to contribute directly or indirectly to our future cash flows. The estimated useful lives of our intangible assets range from 15 to 25 years.

Revenue Recognition

Revenue is recognized when obligations under the terms of a contract with our customer are satisfied; generally this occurs with the transfer of our services or goods. Revenue is measured at the amount of consideration we expect to receive in exchange for providing services or transferring goods. Incidental items, if any, that are immaterial in the context of the contract are recognized as expenses.

Income Taxes

We are organized as a partnership for U.S. federal and state income tax purposes. As a result, our partners are responsible for U.S. federal and state income taxes based upon their distributive share of our items of income, gain, loss or deduction. Texas imposes an entity-level income tax on partnerships that is based on Texas sourced taxable margin (the "Texas Margin Tax"). We have included in the unaudited condensed consolidated financial statements a provision for the Texas Margin Tax.

Pass Through Taxes

Sales taxes incurred on behalf of, and passed through to, customers are accounted for on a net basis.

Fair Value Measurements

Accounting standards on fair value measurements establish a framework for measuring fair value and stipulate disclosures about fair value measurements. The standards apply to recurring and non-recurring financial and non-financial assets and liabilities that require or permit fair value measurements. Among the required disclosures is the fair value hierarchy of inputs we use to value an asset or a liability. The three levels of the fair value hierarchy are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date.

Level 2 inputs are those other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

As of September 30, 2021, our financial instruments consisted primarily of cash and cash equivalents, trade accounts receivable, trade accounts payable and long-term debt. The book values of cash and cash equivalents, trade accounts receivable and trade accounts payable are representative of fair value due to their short-term maturities. The carrying amount of our revolving credit facility approximates fair value due to the floating interest rates associated with the debt.

The fair value of our Senior Notes 2026 and Senior Notes 2027 were estimated using quoted prices in inactive markets and are considered Level 2 measurements.

The following table summarizes the aggregate principal amount and fair value of our Senior Notes 2026 and Senior Notes 2027 (in thousands):

	September 30, 2021	December 31, 2020
Senior Notes 2026, aggregate principal	\$ 725,000	\$ 725,000
Fair value of Senior Notes 2026	756,719	761,250
Senior Notes 2027, aggregate principal	750,000	750,000
Fair value of Senior Notes 2027	795,000	800,625

Operating Segment

We operate in a single business segment, the compression services business.

(3) Trade Accounts Receivable

The allowance for credit losses, which was \$2.4 million and \$5.0 million as of September 30, 2021 and December 31, 2020, respectively, is our best estimate of the amount of probable credit losses included in our existing accounts receivable.

The following summarizes activity within our trade accounts receivable allowance for credit losses balance (in thousands):

	Allowance for Credit Losses
Balance as of December 31, 2020	\$ 4,982
Current-period provision for expected credit losses	(2,400)
Writeoffs charged against the allowance	(194)
Balance as of September 30, 2021	<u>\$ 2,388</u>

For the three and nine months ended September 30, 2021, we recognized a reversal of \$1.1 million and \$2.4 million of our provision for expected credit losses, respectively. Improved market conditions for customers due to the recovery in crude oil prices and higher natural gas prices was the primary factor contributing to the decrease to the allowance for credit losses for the three and nine months ended September 30, 2021.

For the nine months ended September 30, 2020, we recognized a \$3.7 million provision for expected credit losses. Low crude oil prices, driven by decreased demand for and global oversupply of crude oil as a result of the COVID-19 pandemic, was the primary factor contributing to the higher allowance for credit losses for the nine months ended September 30, 2020.

(4) Inventories

Components of inventories are as follows (in thousands):

	September 30, 2021	December 31, 2020
Serialized parts	\$ 43,227	\$ 42,233
Non-serialized parts	41,300	42,399
Total inventories	<u>\$ 84,527</u>	<u>\$ 84,632</u>

(5) Property and Equipment, Identifiable Intangible Assets and Goodwill

Property and Equipment

Property and equipment consisted of the following (in thousands):

	September 30, 2021	December 31, 2020
Compression and treating equipment	\$ 3,507,337	\$ 3,480,660
Computer equipment	54,021	53,887
Automobiles and vehicles	32,084	33,412
Leasehold improvements	8,679	8,218
Buildings	5,334	5,334
Furniture and fixtures	1,105	1,110
Land	77	77
Total property and equipment, gross	3,608,637	3,582,698
Less: accumulated depreciation and amortization	(1,351,707)	(1,202,065)
Total property and equipment, net	<u>\$ 2,256,930</u>	<u>\$ 2,380,633</u>

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets as follows:

Compression equipment, acquired new	25 years
Compression equipment, acquired used	5 - 25 years
Furniture and fixtures	3 - 10 years
Vehicles and computer equipment	1 - 10 years
Buildings	5 years
Leasehold improvements	5 years

Depreciation expense on property and equipment and loss (gain) on disposition of assets were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Depreciation expense	\$ 51,920	\$ 52,727	\$ 157,487	\$ 157,137
Loss (gain) on disposition of assets	48	1,686	(2,312)	(115)

As of September 30, 2021 and December 31, 2020, there was \$3.0 million and \$2.8 million, respectively, of property and equipment purchases in accounts payable and accrued liabilities.

On a quarterly basis, we evaluate the future deployment of our idle fleet under current market conditions. For the nine months ended September 30, 2021, we determined to retire 22 compressor units for a total of approximately 9,600 horsepower that were previously used to provide compression services in our business. As a result, we recorded an impairment of compression equipment of \$5.0 million for the nine months ended September 30, 2021.

For the three and nine months ended September 30, 2020, we determined to retire 16 and 27 compressor units, respectively, for a total of approximately 3,900 and 9,000 horsepower, respectively, that were previously used to provide compression services in our business. As a result, we recorded impairments of compression equipment of \$1.7 million and \$5.6 million for the three and nine months ended September 30, 2020, respectively.

The primary causes for these impairments were: (i) units were not considered marketable in the foreseeable future, (ii) units were subject to excessive maintenance costs or (iii) units were unlikely to be accepted by customers due to certain performance characteristics of the unit, such as the inability to meet current quoting criteria without excessive retrofitting costs. These compression units were written down to their respective estimated salvage values, if any.

Identifiable Intangible Assets

Identifiable intangible assets, net consisted of the following (in thousands):

	Customer Relationships	Trade Names	Total
Net balance as of December 31, 2020	\$ 302,952	\$ 30,839	\$ 333,791
Amortization expense	(19,579)	(2,456)	(22,035)
Net balance as of September 30, 2021	\$ 283,373	\$ 28,383	\$ 311,756

Accumulated amortization of intangible assets was \$238.9 million and \$216.9 million as of September 30, 2021 and December 31, 2020, respectively. The expected amortization of the intangible assets for each of the five succeeding years is \$29.4 million.

Goodwill

During the first quarter of 2020 certain potential impairment indicators were identified, specifically (i) the decline in the market price of our common units, (ii) the decline in global commodity prices and (iii) the COVID-19 pandemic; which together indicated the fair value of the reporting unit was less than its carrying amount as of March 31, 2020.

We performed a quantitative goodwill impairment test as of March 31, 2020 and determined fair value using a weighted combination of the income approach and the market approach. Determining fair value of a reporting unit requires judgment and use of significant estimates and assumptions. Such estimates and assumptions include revenue growth rates, EBITDA margins, weighted average costs of capital and future market conditions, among others. We believe the estimates and assumptions used

were reasonable and based on available market information, but variations in any of the assumptions could have resulted in materially different calculations of fair value and determinations of whether or not an impairment is indicated. Under the income approach, we determined fair value based on estimated future cash flows, including estimates for capital expenditures, discounted to present value using the risk-adjusted industry rate, which reflects the overall level of inherent risk of the Partnership. Cash flow projections were derived from four-year operating forecasts plus an estimate of later period cash flows, all of which were developed by management. Subsequent period cash flows were developed using growth rates that management believed were reasonably likely to occur. Under the market approach, we determined fair value by applying valuation multiples of comparable publicly-traded companies to the projected EBITDA of the Partnership and then averaging that estimate with similar historical calculations using a three-year average. In addition, we estimated a reasonable control premium representing the incremental value that would accrue to us if we were to be acquired.

Based on the quantitative goodwill impairment test described above, our carrying amount exceeded fair value and as a result, we recognized a goodwill impairment of \$619.4 million for the nine months ended September 30, 2020.

(6) Other Current Liabilities

Components of other current liabilities included the following (in thousands):

	September 30, 2021	December 31, 2020
Accrued sales tax contingencies (1)	\$ 44,923	\$ 44,923
Accrued interest expense	5,601	31,125
Accrued payroll and benefits	12,605	8,416
Accrued unit-based compensation liability	16,621	9,183
Accrued property taxes	8,641	4,459

(1) Refer to Note 13 for further information on the accrued sales tax contingencies.

(7) Lease Accounting

Lessor Accounting

We granted a bargain purchase option to a customer with respect to certain compressor packages leased to the customer. The bargain purchase option provided the customer with an option to acquire the equipment at a value significantly less than the fair market value at the end of the lease term.

During the second quarter of 2021, the customer exercised its bargain purchase option resulting in a gain of \$1.1 million recognized within loss (gain) on disposition of assets for the nine months ended September 30, 2021.

Prior to the customer exercising its bargain purchase option, revenue and interest income related to the lease was recognized over the lease term. We recognized maintenance revenue within contract operations revenue and interest income within interest expense, net. Maintenance revenue and interest income were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Maintenance revenue	\$ —	\$ 323	\$ 323	\$ 968
Interest income	—	87	48	316

(8) Long-term Debt

Our long-term debt, of which there is no current portion, consisted of the following (in thousands):

	September 30, 2021	December 31, 2020
Senior Notes 2026, aggregate principal	\$ 725,000	\$ 725,000
Senior Notes 2027, aggregate principal	750,000	750,000
Less: deferred financing costs, net of amortization	(19,020)	(21,805)
Total senior notes, net	1,455,980	1,453,195
Revolving credit facility	505,717	473,810
Total long-term debt, net	<u>\$ 1,961,697</u>	<u>\$ 1,927,005</u>

Revolving Credit Facility

As of September 30, 2021, we were in compliance with all of our covenants under the Credit Agreement. The Credit Agreement has an aggregate commitment of \$1.6 billion (subject to availability under our borrowing base), with a further potential increase of \$400 million, and has a maturity date of April 2, 2023.

As of September 30, 2021, we had outstanding borrowings under the Credit Agreement of \$505.7 million, \$1.1 billion of borrowing base availability and, subject to compliance with the applicable financial covenants, available borrowing capacity of \$114.3 million. Our weighted average interest rate in effect for all borrowings under the Credit Agreement as of September 30, 2021 was 2.96%, with a weighted average interest rate of 3.01% for the nine months ended September 30, 2021. There were no letters of credit issued as of September 30, 2021. We pay a commitment fee of 0.375% on the unused portion of the Credit Agreement.

The Credit Agreement was amended on August 3, 2020 (the “Amendment Effective Date”) to amend, among other things, the requirements of certain covenants and the date on which certain covenants in the Credit Agreement must be met beginning on the Amendment Effective Date until the last day of the fiscal quarter ending December 31, 2021 (the “Covenant Relief Period”).

The Credit Agreement permits us to make distributions of available cash to unitholders so long as (i) no default under the facility has occurred, is continuing or would result from the distribution, (ii) immediately prior to and after giving effect to such distribution, we are in compliance with the facility’s financial covenants and (iii) immediately prior to and after giving effect to such distribution, we have availability under the Credit Agreement of at least \$250 million (reverting to \$100 million after the Covenant Relief Period).

The Credit Agreement also contains various financial covenants, including covenants requiring us to maintain:

- a minimum EBITDA to interest coverage ratio of 2.5 to 1.0, determined as of the last day of each fiscal quarter, for the annualized trailing three months; and
- a maximum funded debt to EBITDA ratio, determined as of the last day of each fiscal quarter, for the annualized trailing three months of 5.25 to 1.00 for the fiscal quarters ending September 30, 2021 and December 31, 2021 (reverting to 5.00 to 1.00 after the Covenant Relief Period). In addition, the amendment provides that the 0.50 increase in maximum funded debt to EBITDA ratio applicable to certain future acquisitions (for the six consecutive month period in which any such acquisition occurs) is available beginning with the fiscal quarter ending September 30, 2021, and in any case shall not increase the maximum funded debt to EBITDA ratio above 5.50 to 1.00.

In addition, during the Covenant Relief Period, the applicable margin for Eurodollar borrowings is increased from a range of 2.00% – 2.75% to a range of 2.25% – 3.00%. The amendment further provides that the Partnership becomes guarantor of the secured obligations of all other guarantors under the Credit Agreement.

The Credit Agreement is a “revolving credit facility” that includes a lock box arrangement, whereby remittances from customers are forwarded to a bank account controlled by the administrative agent and are applied to reduce borrowings under the facility.

Senior Notes 2026

On March 23, 2018, the Partnership and its wholly owned finance subsidiary, USA Compression Finance Corp. (“Finance Corp”), co-issued the Senior Notes 2026. The Senior Notes 2026 mature on April 1, 2026 and accrue interest at the rate of 6.875% per year. Interest on the Senior Notes 2026 is payable semi-annually in arrears on each of April 1 and October 1.

The indenture governing the Senior Notes 2026 (the “2026 Indenture”) contains certain financial ratios that we must comply with in order to make certain restricted payments as described in the 2026 Indenture. As of September 30, 2021, we were in compliance with such financial covenants under the 2026 Indenture.

The Senior Notes 2026 are fully and unconditionally guaranteed (the “2026 Guarantees”), jointly and severally, on a senior unsecured basis by all of our existing subsidiaries (other than Finance Corp), and will be fully and unconditionally guaranteed, jointly and severally, by each of our future restricted subsidiaries that either borrows under, or guarantees, the Credit Agreement or guarantees certain of our other indebtedness (collectively, the “Guarantors”). The Senior Notes 2026 and the 2026 Guarantees are general unsecured obligations and rank equally in right of payment with all of the Guarantors’, Finance Corp’s, and our existing and future senior indebtedness and senior to the Guarantors’, Finance Corp’s, and our future subordinated indebtedness, if any. The Senior Notes 2026 and the 2026 Guarantees are effectively subordinated in right of payment to all of the Guarantors’, Finance Corp’s, and our existing and future secured debt, including debt under the Credit Agreement and guarantees thereof, to the extent of the value of the assets securing such debt, and are structurally subordinated to all indebtedness of any of our subsidiaries that do not guarantee the Senior Notes 2026.

Senior Notes 2027

On March 7, 2019, the Partnership and Finance Corp co-issued the Senior Notes 2027. The Senior Notes 2027 mature on September 1, 2027 and accrue interest at the rate of 6.875% per year. Interest on the Senior Notes 2027 is payable semi-annually in arrears on each of March 1 and September 1.

The indenture governing the Senior Notes 2027 (the “2027 Indenture”) contains certain financial ratios that we must comply with in order to make certain restricted payments as described in the 2027 Indenture. As of September 30, 2021, we were in compliance with such financial covenants under the 2027 Indenture.

The Senior Notes 2027 are fully and unconditionally guaranteed (the “2027 Guarantees”), jointly and severally, on a senior unsecured basis by the Guarantors. The Senior Notes 2027 and the 2027 Guarantees are general unsecured obligations and rank equally in right of payment with all of the Guarantors’, Finance Corp’s, and our existing and future senior indebtedness and senior to the Guarantors’, Finance Corp’s, and our future subordinated indebtedness, if any. The Senior Notes 2027 and the 2027 Guarantees are effectively subordinated in right of payment to all of the Guarantors’, Finance Corp’s, and our existing and future secured debt, including debt under the Credit Agreement and guarantees thereof, to the extent of the value of the assets securing such debt, and are structurally subordinated to all indebtedness of any of our subsidiaries that do not guarantee the Senior Notes 2027.

We have no assets or operations independent of our subsidiaries, and there are no significant restrictions upon our ability to obtain funds from our subsidiaries by dividend or loan. Each of the Guarantors is 100% owned by us. None of the assets of our subsidiaries represent restricted net assets pursuant to Rule 4-08(e)(3) of Regulation S-X under the Securities Act.

(9) Preferred Units

We had 500,000 Preferred Units outstanding as of September 30, 2021 and December 31, 2020, respectively, with a face value of \$1,000 per Preferred Unit.

The Preferred Units rank senior to the common units with respect to distributions and rights upon liquidation. The holders of the Preferred Units are entitled to receive cumulative quarterly cash distributions equal to \$24.375 per Preferred Unit.

We have declared and paid quarterly cash distributions to the holders of the Preferred Units of record as follows:

Payment Date	Distribution per Preferred Unit
February 7, 2020	\$ 24.375
May 8, 2020	24.375
August 10, 2020	24.375
November 6, 2020	24.375
2020 total distributions	<u>\$ 97.500</u>
February 5, 2021	\$ 24.375
May 7, 2021	24.375
August 6, 2021	24.375
2021 total distributions	<u>\$ 73.125</u>

Announced Quarterly Distribution

On October 14, 2021, we declared a cash distribution of \$24.375 per unit on the Preferred Units. The distribution will be paid on November 5, 2021 to the holders of the Preferred Units of record as of close of business on October 25, 2021.

Changes in the Preferred Units balance are as follows (in thousands):

	Preferred Units
Balance as of December 31, 2020	\$ 477,309
Net income allocated to Preferred Units	36,563
Cash distributions on Preferred Units	(36,563)
Balance as of September 30, 2021	<u>\$ 477,309</u>

Redemption and Conversion Features

The Preferred Units are convertible, at the option of the holder, into common units in accordance with the terms of our Second Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement") as follows: one third are convertible on or after April 2, 2021, two thirds are convertible on or after April 2, 2022, and 100% are convertible on or after April 2, 2023. The conversion rate for the Preferred Units is the quotient of (a) the sum of (i) \$1,000, plus (ii) any unpaid distributions on the applicable Preferred Unit, divided by (b) \$20.0115 for each Preferred Unit. On or after April 2, 2023, we have the option to redeem all or any portion of the Preferred Units then outstanding, subject to certain minimum redemption threshold amounts, for a redemption price set forth in the Partnership Agreement. On or after April 2, 2028, each Preferred Unitholder will have the right to require us to redeem all or a portion of their Preferred Units, subject to certain minimum redemption threshold amounts, for a redemption price set forth in the Partnership Agreement, which we may elect to pay up to 50% in common units, subject to certain additional limits.

(10) Partners' Capital

Common Units

The change in common units outstanding was as follows:

	Units Outstanding
Number of units outstanding as of December 31, 2020	96,962,323
Vesting of phantom units	44,679
Issuance of common units under the DRIP	89,135
Number of units outstanding as of September 30, 2021	<u>97,096,137</u>

As of September 30, 2021, ET held 46,056,228 common units, including 8,000,000 common units held by the General Partner and controlled by ET.

Cash Distributions

We have declared and paid quarterly distributions per unit to our limited partner unitholders of record, including holders of our common units and phantom units, as follows (dollars in millions, except distribution per unit):

Payment Date	Distribution per Limited Partner Unit	Amount Paid to Common Unitholders	Amount Paid to Phantom Unitholders	Total Distribution
February 7, 2020	\$ 0.525	\$ 50.7	\$ 0.9	\$ 51.6
May 8, 2020	0.525	50.8	0.9	51.7
August 10, 2020	0.525	50.9	0.8	51.7
November 6, 2020	0.525	50.9	0.7	51.6
2020 total distributions	\$ 2.10	\$ 203.3	\$ 3.3	\$ 206.6
February 5, 2021	\$ 0.525	\$ 50.9	\$ 1.1	\$ 52.0
May 7, 2021	0.525	50.9	1.1	52.0
August 6, 2021	0.525	51.0	1.1	52.1
2021 total distributions	\$ 1.575	\$ 152.8	\$ 3.3	\$ 156.1

Announced Quarterly Distribution

On October 14, 2021, we announced a cash distribution of \$0.525 per unit on our common units. The distribution will be paid on November 5, 2021 to common unitholders of record as of the close of business on October 25, 2021.

DRIP

During the nine months ended September 30, 2021, distributions of \$1.3 million were reinvested under the DRIP resulting in the issuance of 89,135 common units.

Warrants

As of September 30, 2021 and December 31, 2020, we had two tranches of warrants outstanding, which includes warrants to purchase (i) 5,000,000 common units with a strike price of \$17.03 per common unit and (ii) 10,000,000 common units with a strike price of \$19.59 per common unit (collectively, the "Warrants"). The Warrants may be exercised by the holders at any time before April 2, 2028.

Loss per Unit

The computation of loss per unit is based on the weighted average number of participating securities, which includes our common units and certain equity-based awards, outstanding during the applicable period. Basic loss per unit is determined by dividing net income (loss) allocated to participating securities after deducting the distributions on Preferred Units, by the weighted average number of participating securities outstanding during the period. Loss attributable to unitholders is allocated to participating securities based on their respective shares of the distributed and undistributed earnings for the period. To the extent cash distributions exceed net income (loss) attributable to unitholders for the period, the excess distributions are allocated to all participating securities outstanding based on their respective ownership percentages.

Diluted loss per unit is computed using the treasury stock method, which considers the potential issuance of limited partner units associated with our long-term incentive plan and Warrants. Unvested phantom units and unexercised Warrants are not included in basic loss per unit, as they are not considered to be participating securities, but are included in the calculation of diluted loss per unit to the extent they are dilutive, and in the case of Warrants to the extent they are considered "in the money."

For the three and nine months ended September 30, 2021, approximately 889,000 and 801,000 incremental unvested phantom units, respectively, were excluded from the calculation of diluted loss per unit because the impact was anti-dilutive and our outstanding Warrants were not included in the computation as they are not considered "in the money" for either period.

For the three and nine months ended September 30, 2020, approximately 584,000 and 542,000 incremental unvested phantom units, respectively, were excluded from the calculation of diluted loss per unit because the impact was anti-dilutive and our outstanding Warrants were not included in the computation as they are not considered "in the money" for either period.

(11) Revenue Recognition

Disaggregation of Revenue

The following table disaggregates our revenue by type of service (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Contract operations revenue	\$ 154,554	\$ 159,682	\$ 464,756	\$ 501,685
Retail parts and services revenue	4,073	1,984	7,946	7,631
Total revenues	\$ 158,627	\$ 161,666	\$ 472,702	\$ 509,316

The following table disaggregates our revenue by timing of provision of services or transfer of goods (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Services provided over time:				
Primary term	\$ 103,955	\$ 113,816	\$ 315,729	\$ 349,198
Month-to-month	50,599	45,866	149,027	152,487
Total services provided over time	154,554	159,682	464,756	501,685
Services provided or goods transferred at a point in time	4,073	1,984	7,946	7,631
Total revenues	\$ 158,627	\$ 161,666	\$ 472,702	\$ 509,316

Contract Assets

We record contract assets when we have completed performance under a contract but our right to consideration is not yet unconditional. We had no contract assets as of September 30, 2021 and December 31, 2020.

Deferred Revenue

We record deferred revenue when cash payments are received or due in advance of our performance. Components of deferred revenue were as follows (in thousands):

	Balance sheet location	September 30, 2021	December 31, 2020
Current (1)	Deferred revenue	\$ 49,576	\$ 47,202
Noncurrent	Other liabilities	6,296	8,200
Total		\$ 55,872	\$ 55,402

(1) We recognized \$1.3 million and \$42.1 million of revenue during the three and nine months ended September 30, 2021, respectively, related to our deferred revenue balance as of December 31, 2020.

Performance Obligations

As of September 30, 2021, we had unsatisfied performance obligations related to our contract operations revenue of \$440.6 million. We expect to recognize these remaining performance obligations as follows (in thousands):

	2021 (remainder)	2022	2023	2024	Thereafter	Total
Remaining performance obligations	\$ 96,613	\$ 220,819	\$ 82,442	\$ 31,998	\$ 8,684	\$ 440,556

(12) Transactions with Related Parties

We provide compression services to entities affiliated with ET, which as of September 30, 2021 owned approximately 47% of our limited partner interests and 100% of the General Partner. Revenue recognized from such affiliated ET entities on our unaudited condensed consolidated statements of operations were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Related party revenues	\$ 2,883	\$ 3,048	\$ 8,777	\$ 9,127

We had approximately \$81,000 and \$120,000 within related party receivables on our unaudited condensed consolidated balance sheets as of September 30, 2021 and December 31, 2020, respectively, from such affiliated ET entities. Additionally, the Partnership had a \$44.9 million related party receivable from ET as of September 30, 2021 and December 31, 2020 related to indemnification for sales tax contingencies. See Note 13 for more information related to such sales tax contingencies.

(13) Commitments and Contingencies*(a) Major Customers*

We did not have revenue from any single customer representing 10% or more of total revenue for the three and nine months ended September 30, 2021 or 2020.

(b) Litigation

From time to time, we and our subsidiaries may be involved in various claims and litigation arising in the ordinary course of business. In management's opinion, the resolution of such matters is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

(c) Sales Tax Contingencies

Our compliance with state and local sales tax regulations is subject to audit by various taxing authorities. Certain taxing authorities have either claimed or issued an assessment that specific operational processes, which we and others in our industry regularly conduct, result in transactions that are subject to state sales taxes. We and others in our industry have disputed these claims and assessments based on either existing tax statutes or published guidance by the taxing authorities.

We are currently protesting certain assessments made by the Oklahoma Tax Commission ("OTC"). We believe it is reasonably possible that we could incur losses related to this assessment depending on whether the administrative law judge assigned by the OTC accepts our position that the transactions are not taxable and we ultimately lose any and all subsequent legal challenges to such determination. We estimate that the range of losses we could incur is from \$0 to approximately \$21.8 million, including penalty and interest. The upper end of this range assumes that all compression services in Oklahoma are taxable, which we believe is remote.

As of September 30, 2021 and December 31, 2020, we have recorded a \$44.9 million accrued liability and \$44.9 million related party receivable from ET related to open audits with the Office of the Texas Comptroller of Public Accounts.

For more information, see Note 17 to the consolidated financial statements included in our 2020 Annual Report.

(14) Recent Accounting Pronouncements

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2020-04, *Reference Rate Reform ("Topic 848"): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The amendment to Topic 848 provides relief from certain contract modification accounting requirements for the transition away from the London Interbank Offered Rate and certain other reference rates. Adoption of the amendments in this update are optional, effective upon issuance and may be adopted during any interim or annual period through December 31, 2022. Modifications to our Credit Agreement during the effective period of this amendment will be assessed and if the modifications meet the criteria for the optional expedients and exceptions, we intend to adopt Topic 848 and apply the amendments as applicable.

In August 2020, FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. ASU 2020-06 changes how entities account for convertible instruments and contracts in

an entity's own equity, as well as updates guidance on earnings per unit and other related disclosures. The amendments in this update are effective for interim and annual periods beginning after December 15, 2021, with early adoption permitted for fiscal years beginning after December 15, 2020. We plan to adopt this new standard on January 1, 2022. We expect the impact on our disclosures will not be material and there to be no impact to our consolidated financial statements.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This report contains "forward-looking statements." All statements other than statements of historical fact contained in this report are forward-looking statements, including, without limitation, statements regarding our plans, strategies, prospects and expectations concerning our business, results of operations and financial condition. You can identify many of these statements by looking for words such as "believe," "expect," "intend," "project," "anticipate," "estimate," "continue," "if," "outlook," "will," "could," "should," or similar words or the negatives thereof.

Known material factors that could cause our actual results to differ from those in these forward-looking statements are described in Part I, Item 1A "Risk Factors" of our 2020 Annual Report on Form 10-K, as well as our subsequent filings with the SEC. Important factors that could cause our actual results to differ materially from the expectations reflected in these forward-looking statements include, among other things:

- changes in the long-term supply of and demand for crude oil and natural gas, including as a result of uncertainty regarding the length of time it will take for the U.S. and the rest of the world to slow the spread of COVID-19 to the point where applicable authorities are comfortable continuing to ease, or declining to reinstate certain restrictions on various commercial and economic activities; such restrictions are designed to protect public health but also have the effect of reducing demand for crude oil and natural gas;
- the severity and duration of world health events, including the COVID-19 outbreak, related economic repercussions, actions taken by governmental authorities and other third parties in response to the pandemic, which has caused and may in the future cause disruptions in the oil and gas industry and negatively impact demand for oil and gas;
- changes in general economic conditions, including inflation, and changes in economic conditions of the crude oil and natural gas industries specifically, including the ability of members of the Organization of the Petroleum Exporting Countries ("OPEC") and Russia (together with OPEC and other allied producing countries, "OPEC+") to agree on and comply with supply limitations;
- uncertainty regarding the timing, pace and extent of an economic recovery in the U.S. and elsewhere, which in turn will likely affect demand for crude oil and natural gas and therefore the demand for the compression and treating services we provide and the commercial opportunities available to us;
- the deterioration of the financial condition of our customers, which may result in the initiation of bankruptcy proceedings with respect to customers;
- renegotiation of material terms of customer contracts;
- competitive conditions in our industry, including competition for employees in a tight labor market;
- our ability to realize the anticipated benefits of acquisitions;
- actions taken by our customers, competitors and third-party operators;
- changes in the availability and cost of capital, including changes to interest rates under our Credit Agreement;
- operating hazards, natural disasters, epidemics, pandemics (such as COVID-19), weather-related delays, casualty losses and other matters beyond our control;
- operational challenges relating to the COVID-19 pandemic and efforts to mitigate the spread of the virus, including logistical challenges, protecting the health and well-being of our employees, remote work arrangements, performance of contracts and supply chain disruptions;
- the restrictions on our business that are imposed under our long-term debt agreements;
- information technology risks including the risk from cyberattack;
- the effects of existing and future laws and governmental regulations; and
- the effects of future litigation.

Many of the foregoing risks and uncertainties are, and will be, exacerbated by the COVID-19 pandemic and any consequent worsening of the global business and economic environment. New factors emerge from time to time, and it is not possible for us to predict all such factors. Should one or more of the risks or uncertainties described in this Quarterly Report occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements included in this report are based on information available to us on the date of this report and speak only as of the date of this report. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements.

Operating Highlights

The following table summarizes certain horsepower and horsepower utilization percentages for the periods presented and excludes certain gas treating assets for which horsepower is not a relevant metric.

	Three Months Ended September 30,		Percent Change	Nine Months Ended September 30,		Percent Change
	2021	2020		2021	2020	
Fleet horsepower (at period end) (1)	3,687,601	3,725,053	(1.0)%	3,687,601	3,725,053	(1.0)%
Total available horsepower (at period end) (2)	3,690,361	3,732,553	(1.1)%	3,690,361	3,732,553	(1.1)%
Revenue generating horsepower (at period end) (3)	2,919,362	3,009,773	(3.0)%	2,919,362	3,009,773	(3.0)%
Average revenue generating horsepower (4)	2,914,100	3,042,786	(4.2)%	2,951,142	3,184,952	(7.3)%
Average revenue per revenue generating horsepower per month (5)	\$ 16.62	\$ 16.62	— %	\$ 16.59	\$ 16.77	(1.1)%
Revenue generating compression units (at period end)	3,928	3,984	(1.4)%	3,928	3,984	(1.4)%
Average horsepower per revenue generating compression unit (6)	741	754	(1.7)%	749	742	0.9 %
Horsepower utilization (7):						
At period end	83.0 %	83.2 %	(0.2)%	83.0 %	83.2 %	(0.2)%
Average for the period (8)	82.3 %	83.9 %	(1.9)%	82.6 %	88.1 %	(6.2)%

- (1) Fleet horsepower is horsepower for compression units that have been delivered to us (and excludes units on order).
- (2) Total available horsepower is revenue generating horsepower under contract for which we are billing a customer, horsepower in our fleet that is under contract but is not yet generating revenue, horsepower not yet in our fleet that is under contract but not yet generating revenue and that is subject to a purchase order, and idle horsepower. Total available horsepower excludes new horsepower on order for which we do not have an executed compression services contract.
- (3) Revenue generating horsepower is horsepower under contract for which we are billing a customer.
- (4) Calculated as the average of the month-end revenue generating horsepower for each of the months in the period.
- (5) Calculated as the average of the result of dividing the contractual monthly rate, excluding standby or other temporary rates, for all units at the end of each month in the period by the sum of the revenue generating horsepower at the end of each month in the period.
- (6) Calculated as the average of the month-end revenue generating horsepower per revenue generating compression unit for each of the months in the period.
- (7) Horsepower utilization is calculated as (i) the sum of (a) revenue generating horsepower, (b) horsepower in our fleet that is under contract but is not yet generating revenue, and (c) horsepower not yet in our fleet that is under contract but not yet generating revenue and that is subject to a purchase order, divided by (ii) total available horsepower less idle horsepower that is under repair. Horsepower utilization based on revenue generating horsepower and fleet horsepower as of September 30, 2021 and 2020 was 79.2% and 80.8%, respectively.
- (8) Calculated as the average utilization for the months in the period based on utilization at the end of each month in the period. Average horsepower utilization based on revenue generating horsepower and fleet horsepower for the three months ended September 30, 2021 and 2020 was 79.0% and 81.7%, respectively. Average horsepower utilization based on revenue generating horsepower and fleet horsepower for the nine months ended September 30, 2021 and 2020 was 79.7% and 85.8%, respectively.

The 1.0% decrease in fleet horsepower as of September 30, 2021 compared to September 30, 2020 was primarily due to (i) the exercise of a lease purchase option on certain compression units by a customer during the current period, (ii) compression units impaired since the previous period, partially offset by (iii) compression units added to our fleet primarily for specific customer demand for our compression services. The 1.1% decrease in total available horsepower as of September 30, 2021 compared to September 30, 2020 was primarily due to the exercise of a lease purchase option on certain compression units by a customer during the current period and compression units impaired since the previous period. The 3.0% decrease in revenue generating horsepower as of September 30, 2021 compared to September 30, 2020 was primarily due to returns of compression

units from our customers, which also caused a 1.4% decrease in revenue generating compression units over the same period. The returns of compression units from our customers were primarily due to continued capital discipline and optimization of existing compression service requirements by our customers.

The 1.1% decrease in average revenue per revenue generating horsepower per month during the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to reduced pricing in our small horsepower fleet. The 1.7% decrease and 0.9% increase in average horsepower per revenue generating compression unit during the three and nine months ended September 30, 2021 compared to the three and nine months ended September 30, 2020, respectively, were driven primarily by the composition of compression unit returns.

Average horsepower utilization decreased to 82.3% during the three months ended September 30, 2021 compared to 83.9% during the three months ended September 30, 2020. The 1.9% decrease in average horsepower utilization was primarily due to (i) a 2.3% increase in our idle horsepower from compression units returned to us, partially offset by (ii) a 0.9% increase in horsepower that is on-contract or pending-contract but not yet active. Average horsepower utilization decreased to 82.6% during the nine months ended September 30, 2021 compared to 88.1% during the nine months ended September 30, 2020. The 6.2% decrease in average horsepower utilization was primarily due to an increase in our average idle horsepower from compression units returned to us. The increases in average idle horsepower are primarily due to continued capital discipline and optimization of existing compression service requirements by our customers during the three and nine months ended September 30, 2021.

Average horsepower utilization based on revenue generating horsepower and fleet horsepower decreased to 79.0% during the three months ended September 30, 2021 compared to 81.7% during the three months ended September 30, 2020. The 3.3% decrease in average horsepower utilization based on revenue generating horsepower and fleet horsepower was primarily due to (i) a 3.8% increase in our average idle horsepower from compression units returned to us, partially offset by (ii) a 1.3% decrease in our average idle horsepower composed of new compression units. Average horsepower utilization based on revenue generating horsepower and fleet horsepower decreased to 79.7% during the nine months ended September 30, 2021 compared to 85.8% during the nine months ended September 30, 2020. The 7.1% decrease in average horsepower utilization based on revenue generating horsepower and fleet horsepower was primarily due to an increase in our average idle horsepower from compression units returned to us. The increases in average idle horsepower are primarily due to continued capital discipline and optimization of existing compression service requirements by our customers during the three and nine months ended September 30, 2021.

Financial Results of Operations

Three months ended September 30, 2021 compared to the three months ended September 30, 2020

The following table summarizes our results of operations for the periods presented (dollars in thousands):

	Three Months Ended September 30,		Percent Change
	2021	2020	
Revenues:			
Contract operations	\$ 151,622	\$ 156,632	(3.2)%
Parts and service	4,122	1,986	*
Related party	2,883	3,048	(5.4)%
Total revenues	158,627	161,666	(1.9)%
Costs and expenses:			
Cost of operations, exclusive of depreciation and amortization	49,159	46,715	5.2 %
Depreciation and amortization	59,265	60,072	(1.3)%
Selling, general and administrative	13,524	12,716	6.4 %
Loss on disposition of assets	48	1,686	*
Impairment of compression equipment	—	1,706	*
Total costs and expenses	121,996	122,895	(0.7)%
Operating income	36,631	38,771	(5.5)%
Other income (expense):			
Interest expense, net	(32,222)	(32,004)	0.7 %
Other	18	20	(10.0)%
Total other expense	(32,204)	(31,984)	0.7 %
Net income before income tax expense	4,427	6,787	(34.8)%
Income tax expense	312	268	16.4 %
Net income	\$ 4,115	\$ 6,519	(36.9)%

* Not meaningful

Contract operations revenue. The \$5.0 million decrease in contract operations revenue for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to a decrease in demand for compression services driven by continued capital discipline and optimization of existing compression service requirements by our customers since the previous period, which resulted in a 4.2% decrease in average revenue generating horsepower. The decrease in average revenue generating horsepower per month was partially offset by compression units moving from standby to full billing rate since the previous period.

Our contract operations revenue was not materially impacted by any renegotiations of our contracts during the period with our customers. Additionally, average revenue per revenue generating horsepower per month associated with our compression services provided on a month-to-month basis did not significantly differ from the average revenue per revenue generating horsepower per month associated with our compression services provided under contracts in their primary term during the period.

Parts and service revenue. The \$2.1 million increase in parts and service revenue for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to an increase in maintenance work performed on units at our customers' locations that are outside the scope of our core maintenance activities and offered as a courtesy to our customers, and freight and crane charges that are directly reimbursable by customers. Demand for retail parts and services fluctuates from period to period based on the varying needs of our customers.

Related party revenue. Related party revenue was earned through related party transactions in the ordinary course of business with various affiliated entities of ET and was consistent period over period.

Cost of operations, exclusive of depreciation and amortization. The \$2.4 million increase in cost of operations, exclusive of depreciation and amortization, for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to (i) a \$1.9 million increase in retail parts and services expenses, which had a corresponding increase in parts and service revenue, (ii) a \$1.6 million increase in property taxes, (iii) a \$1.2 million increase in outside maintenance costs due to greater use of third-party labor during the current period, and (iv) a \$0.7 million increase in expenses related to our vehicle fleet, primarily due to increased fuel costs, partially offset by (v) a \$2.2 million decrease in direct expenses, primarily driven by fluids and parts, and (vi) a \$0.7 million decrease in direct labor expenses, which were primarily driven by the decrease in average revenue generating horsepower and reduced headcount in the current period.

Depreciation and amortization expense. The \$0.8 million decrease in depreciation and amortization expense for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to lower vehicle depreciation related to a decrease in our vehicle fleet in the current period.

Selling, general and administrative expense. The \$0.8 million increase in selling, general and administrative expense for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to (i) a \$2.2 million increase in unit-based compensation expense and (ii) a \$0.5 million increase in other taxes primarily due to refunds received in the prior period, partially offset by (iii) a \$1.1 million decrease in the provision for expected credit losses and (iv) a \$0.6 million decrease in employee-related expenses.

The increase in unit-based compensation expense is primarily due to the overall change in our unit price as of September 30, 2021, and the related mark-to-market change to our unit-based compensation liability. The change to the provision for expected credit losses is related to improved market conditions for customers due to the recovery in crude oil prices and higher natural gas prices in the current period as compared to the prior period. The decrease in employee-related expenses is primarily due to reduced headcount during the current period and cost saving measures.

Loss on disposition of assets. The \$1.6 million decrease in loss on disposition of assets for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to losses recognized on compression asset disposals in the prior period.

Impairment of compression equipment. The \$1.7 million impairment of compression equipment for the three months ended September 30, 2020 was primarily the result of our evaluations of the future deployment of our idle fleet under the current market conditions at the time. The primary causes for these impairments were: (i) units were not considered marketable in the foreseeable future, (ii) units were subject to excessive maintenance costs or (iii) units were unlikely to be accepted by customers due to certain performance characteristics of the unit, such as the inability to meet current quoting criteria without excessive retrofitting costs. These compression units were written down to their respective estimated salvage values, if any.

As a result of our evaluation during the three months ended September 30, 2020, we determined to retire 16 compressor units for a total of approximately 3,900 horsepower that was previously used to provide compression services in our business.

Interest expense, net. Interest expense, net was consistent period over period as our average outstanding borrowings and the applicable weighted average interest rate under the Credit Agreement were consistent during both periods.

Average outstanding borrowings under the Credit Agreement were \$479.2 million and \$468.9 million for the three months ended September 30, 2021 and 2020, respectively, and the weighted average interest rate applicable to borrowings under the Credit Agreement was 2.92% and 2.90% for the three months ended September 30, 2021 and 2020, respectively.

Income tax expense. The increase in income tax expense for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily related to current taxes associated with the Texas Margin Tax.

Nine months ended September 30, 2021 compared to the nine months ended September 30, 2020

The following table summarizes our results of operations for the periods presented (dollars in thousands):

	Nine Months Ended September 30,		Percent Change
	2021	2020	
Revenues:			
Contract operations	\$ 455,947	\$ 492,419	(7.4)%
Parts and service	7,978	7,770	2.7 %
Related party	8,777	9,127	(3.8)%
Total revenues	<u>472,702</u>	<u>509,316</u>	(7.2)%
Costs and expenses:			
Cost of operations, exclusive of depreciation and amortization	143,391	155,848	(8.0)%
Depreciation and amortization	179,522	179,172	0.2 %
Selling, general and administrative	42,612	45,416	(6.2)%
Gain on disposition of assets	(2,312)	(115)	*
Impairment of compression equipment	4,953	5,629	(12.0)%
Impairment of goodwill	—	619,411	*
Total costs and expenses	<u>368,166</u>	<u>1,005,361</u>	*
Operating income (loss)	<u>104,536</u>	<u>(496,045)</u>	*
Other income (expense):			
Interest expense, net	(96,860)	(96,297)	0.6 %
Other	88	67	31.3 %
Total other expense	<u>(96,772)</u>	<u>(96,230)</u>	0.6 %
Net income (loss) before income tax expense	7,764	(592,275)	*
Income tax expense	590	983	(40.0)%
Net income (loss)	<u>\$ 7,174</u>	<u>\$ (593,258)</u>	*

* Not meaningful

Contract operations revenue. The \$36.5 million decrease in contract operations revenue for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to a decrease in demand for compression services driven by continued capital discipline and optimization of existing compression service requirements by our customers since the previous period. These factors resulted in a 7.3% decrease in average revenue generating horsepower and a 1.1% decrease in average revenue per revenue generating horsepower per month, which decreased to \$16.59 for the nine months ended September 30, 2021 compared to \$16.77 for the nine months ended September 30, 2020.

Our contract operations revenue was not materially impacted by any renegotiations of our contracts during the period with our customers. Additionally, average revenue per revenue generating horsepower per month associated with our compression services provided on a month-to-month basis did not significantly differ from the average revenue per revenue generating horsepower per month associated with our compression services provided under contracts in their primary term during the period.

Parts and service revenue. Parts and service revenue was consistent period over period and is related to maintenance work performed on units at our customers' locations that are outside the scope of our core maintenance activities and offered as a courtesy to our customers, and freight and crane charges that are directly reimbursable by customers. Demand for retail parts and services fluctuates from period to period based on the varying needs of our customers.

Related party revenue. Related party revenue was earned through related party transactions in the ordinary course of business with various affiliated entities of ET and was consistent period over period.

Cost of operations, exclusive of depreciation and amortization. The \$12.5 million decrease in cost of operations, exclusive of depreciation and amortization, for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to (i) a \$6.7 million decrease in direct labor expenses, (ii) a \$4.5 million decrease in

direct expenses, driven by fluids and parts, (iii) a \$3.8 million decrease in non-income taxes, primarily due to sales tax refunds received in the current period related to prior periods, and (iv) a \$0.8 million decrease in training and other indirect expenses, partially offset by (v) a \$2.3 million increase in outside maintenance expenses due to greater use of third-party labor during the current period and (vi) a \$0.8 million increase in expenses related to our vehicle fleet, primarily due to increased fuel costs.

The decreases in direct labor, fluids and parts, training and other indirect expenses are primarily driven by the decrease in average revenue generating horsepower and reduced headcount during the current period.

Depreciation and amortization expense. The \$0.4 million increase in depreciation and amortization expense for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily related to compression unit overhauls and new compression units placed in service throughout 2020 to meet then existing demand by customers, partially offset by lower vehicle depreciation related to a decrease in our vehicle fleet in the current period.

Selling, general and administrative expense. The \$2.8 million decrease in selling, general and administrative expense for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to (i) a \$6.1 million decrease in the provision for expected credit losses, (ii) a \$2.2 million decrease in employee-related expenses, and (iii) a \$1.9 million decrease in severance charges primarily due to the departure of one of our executives during the prior period, partially offset by (iv) a \$7.9 million increase in unit-based compensation expense.

The change to the provision for expected credit losses is related to improved market conditions for customers due to the recovery in crude oil prices and higher natural gas prices in the current period as compared to the prior period, where we made provision for the potential negative impact to our customers of low crude oil prices driven by decreased demand due to the COVID-19 pandemic and the global oversupply of crude oil during that time. The decrease in employee-related expenses is primarily due to reduced headcount during the current period and cost saving measures. The increase in unit-based compensation expense is primarily due to the overall change in our unit price as of September 30, 2021, and the related mark-to-market change to our unit-based compensation liability.

Gain on disposition of assets. The \$2.2 million increase in gain on disposition of assets for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to the exercise of a lease purchase option on certain compression units by a customer during the current period.

Impairment of compression equipment. The \$5.0 million and \$5.6 million impairments of compression equipment for the nine months ended September 30, 2021 and 2020, respectively, were primarily the result of our evaluations of the future deployment of our idle fleet under the current market conditions at the time. The primary causes for these impairments were: (i) units were not considered marketable in the foreseeable future, (ii) units were subject to excessive maintenance costs or (iii) units were unlikely to be accepted by customers due to certain performance characteristics of the unit, such as the inability to meet current quoting criteria without excessive retrofitting costs. These compression units were written down to their respective estimated salvage values, if any.

As a result of our evaluations during the nine months ended September 30, 2021 and 2020, we determined to retire 22 and 27 compressor units, respectively, for a total of approximately 9,600 and 9,000 horsepower, respectively, that were previously used to provide compression services in our business.

Impairment of goodwill. During the first quarter of 2020 certain potential impairment indicators of goodwill were identified, specifically (i) the decline in the market price of our common units, (ii) the decline in global commodity prices, and (iii) the COVID-19 pandemic; which together indicated the fair value of the reporting unit was less than its carrying amount as of March 31, 2020. We performed a quantitative goodwill impairment test as of March 31, 2020 and determined fair value using a weighted combination of the income approach and the market approach and, as a result, recognized a goodwill impairment of \$619.4 million for the three months ended March 31, 2020. We had no remaining goodwill on our unaudited condensed consolidated balance sheets subsequent to the goodwill impairment for the three months ended March 31, 2020.

Interest expense, net. The \$0.6 million increase in interest expense, net for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to increased borrowings under the Credit Agreement, partially offset by lower weighted average interest rates under the Credit Agreement.

Average outstanding borrowings under the Credit Agreement were \$485.3 million and \$446.0 million for the nine months ended September 30, 2021 and 2020, respectively, and the weighted average interest rate applicable to borrowings under the Credit Agreement was 3.01% and 3.36% for the nine months ended September 30, 2021 and 2020, respectively.

Income tax expense. The \$0.4 million decrease in income tax expense for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily related to deferred taxes associated with the Texas Margin Tax.

Other Financial Data

The following table summarizes other financial data for the periods presented (dollars in thousands):

Other Financial Data: (1)	Three Months Ended September 30,			Percent Change	Nine Months Ended September 30,			Percent Change
	2021	2020			2021	2020		
Gross margin	\$ 50,203	\$ 54,879	(8.5)%	\$ 149,789	\$ 174,296	(14.1)%		
Adjusted gross margin	\$ 109,468	\$ 114,951	(4.8)%	\$ 329,311	\$ 353,468	(6.8)%		
Adjusted gross margin percentage (2)	69.0 %	71.1 %	(3.0)%	69.7 %	69.4 %	0.4 %		
Adjusted EBITDA	\$ 99,634	\$ 103,940	(4.1)%	\$ 299,175	\$ 315,605	(5.2)%		
Adjusted EBITDA percentage (2)	62.8 %	64.3 %	(2.3)%	63.3 %	62.0 %	2.1 %		
DCF	\$ 51,973	\$ 56,911	(8.7)%	\$ 157,089	\$ 170,299	(7.8)%		
DCF Coverage Ratio	1.02 x	1.12 x	(8.9)%	1.03 x	1.12 x	(8.0)%		
Cash Coverage Ratio	1.03 x	1.13 x	(8.8)%	1.04 x	1.13 x	(8.0)%		

(1) Adjusted gross margin, Adjusted EBITDA, Distributable Cash Flow (“DCF”), DCF Coverage Ratio and Cash Coverage Ratio are all non-GAAP financial measures. Definitions of each measure, as well as reconciliations of each measure to its most directly comparable financial measure(s) calculated and presented in accordance with GAAP, can be found below under the caption “Non-GAAP Financial Measures.”

(2) Adjusted gross margin percentage and Adjusted EBITDA percentage are calculated as a percentage of revenue.

Gross margin. The \$4.7 million decrease in gross margin for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was due to (i) a \$3.0 million decrease in revenues and (ii) a \$2.4 million increase in cost of operations, exclusive of depreciation and amortization, offset by (iii) a \$0.8 million decrease in depreciation and amortization.

The \$24.5 million decrease in gross margin for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was due to (i) a \$36.6 million decrease in revenues and (ii) a \$0.4 million increase in depreciation and amortization, offset by (iii) a \$12.5 million decrease in cost of operations, exclusive of depreciation and amortization.

Adjusted gross margin. The \$5.5 million decrease in Adjusted gross margin for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was due to a \$3.0 million decrease in revenues and a \$2.4 million increase in cost of operations, exclusive of depreciation and amortization.

The \$24.2 million decrease in Adjusted gross margin for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was due to a \$36.6 million decrease in revenues, offset by a \$12.5 million decrease in cost of operations, exclusive of depreciation and amortization.

Adjusted EBITDA. The \$4.3 million decrease in Adjusted EBITDA for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to a \$5.5 million decrease in Adjusted gross margin, partially offset by a \$1.3 million decrease in selling, general and administrative expenses, excluding unit-based compensation expense, severance charges and transaction expenses.

The \$16.4 million decrease in Adjusted EBITDA for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to a \$24.2 million decrease in Adjusted gross margin, partially offset by a \$8.7 million decrease in selling, general and administrative expenses, excluding unit-based compensation expense, severance charges and transaction expenses.

DCF. The \$4.9 million decrease in DCF for the three months ended September 30, 2021 compared to the three months ended September 30, 2020 was primarily due to (i) a \$5.5 million decrease in Adjusted gross margin and (ii) a \$0.5 million increase in maintenance capital expenditures, partially offset by (iii) a \$1.3 million decrease in selling, general and administrative expenses, excluding unit-based compensation expense, severance charges and transaction expenses.

The \$13.2 million decrease in DCF for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to (i) a \$24.2 million decrease in Adjusted gross margin, partially offset by (ii) a \$8.7 million decrease in selling, general and administrative expenses, excluding unit-based compensation expense, severance charges and transaction expenses, and (iii) a \$3.2 million decrease in maintenance capital expenditures.

Coverage Ratios. The decreases in DCF Coverage Ratio and Cash Coverage Ratio for the three and nine months ended September 30, 2021 compared to the three and nine months ended September 30, 2020 was primarily due to the decrease in DCF.

Liquidity and Capital Resources

Overview

We operate in a capital-intensive industry, and our primary liquidity needs are to finance the purchase of additional compression units and make other capital expenditures, service our debt, fund working capital, and pay distributions. Our principal sources of liquidity include cash generated by operating activities, borrowings under the Credit Agreement and issuances of debt and equity securities, including common units under the DRIP.

We typically utilize cash generated by operating activities and, where necessary, borrowings under the Credit Agreement to service our debt, fund working capital, fund our estimated expansion capital expenditures, fund our maintenance capital expenditures and pay distributions to our unitholders. In response to current market conditions, we have reduced our planned capital spending significantly for 2021 compared to previous years. However, if market conditions worsen, this could further reduce our cash generated by operating activities and increase our leverage. Covenants in the Credit Agreement and other debt instruments require that we maintain certain leverage ratios, and if we predict that we may violate those covenants in the future we could: (i) delay discretionary capital spending and reduce operating expenses; (ii) request an amendment to the Credit Agreement; (iii) reduce or suspend distributions to our unitholders; or (iv) issue equity securities, including under the DRIP.

The Credit Agreement was amended on August 3, 2020 (the "Amendment Effective Date") to amend, among other things, the requirements of certain covenants and the date on which certain covenants in the Credit Agreement must be met beginning on the Amendment Effective Date until the last day of the fiscal quarter ending December 31, 2021 (the "Covenant Relief Period"). Please see "Revolving Credit Facility" below for additional information regarding the amendment.

Because we distribute all of our available cash, which excludes prudent operating reserves, we expect to fund any future expansion capital expenditures or acquisitions primarily with capital from external financing sources, such as borrowings under the Credit Agreement and issuances of debt and equity securities, including under the DRIP.

Capital Expenditures

The compression services business is capital intensive, requiring significant investment to maintain, expand and upgrade existing operations. Our capital requirements have consisted primarily of, and we anticipate that our capital requirements will continue to consist primarily of, the following:

- maintenance capital expenditures, which are capital expenditures made to maintain the operating capacity of our assets and extend their useful lives, to replace partially or fully depreciated assets, or other capital expenditures that are incurred in maintaining our existing business and related operating income; and
- expansion capital expenditures, which are capital expenditures made to expand the operating capacity or operating income capacity of assets, including by acquisition of compression units or through modification of existing compression units to increase their capacity, or to replace certain partially or fully depreciated assets that were not currently generating operating income.

We classify capital expenditures as maintenance or expansion on an individual asset basis. Over the long term, we expect that our maintenance capital expenditure requirements will continue to increase as the overall size and age of our fleet increases. Our aggregate maintenance capital expenditures for the nine months ended September 30, 2021 and 2020 were \$14.8 million and \$17.9 million, respectively. We currently plan to spend approximately \$20.0 million in maintenance capital expenditures for the year 2021, including parts consumed from inventory.

Without giving effect to any equipment we may acquire pursuant to any future acquisitions, we currently have budgeted between \$30.0 million and \$40.0 million in expansion capital expenditures for the year 2021. Our expansion capital expenditures for the nine months ended September 30, 2021 and 2020 were \$25.9 million and \$84.6 million, respectively.

Cash Flows

The following table summarizes our sources and uses of cash for the nine months ended September 30, 2021 and 2020 (in thousands):

	Nine Months Ended September 30,	
	2021	2020
Net cash provided by operating activities	\$ 184,368	\$ 195,651
Net cash used in investing activities	(23,666)	(94,190)
Net cash used in financing activities	(160,454)	(101,469)

Net cash provided by operating activities. The \$11.3 million decrease in net cash provided by operating activities for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was due to a \$19.4 million decrease in net income, as adjusted for non-cash items, and changes in working capital.

Net cash used in investing activities. The \$70.5 million decrease in net cash used in investing activities for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to a \$68.5 million decrease in capital expenditures, for purchases of new compression units, related equipment and reconfiguration costs, and a \$1.8 million increase in proceeds received from disposition of property and equipment.

Net cash used in financing activities. The \$59.0 million increase in net cash used in financing activities for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020 was primarily due to a decrease in net borrowings of \$62.3 million under the Credit Agreement and a \$1.2 million increase in cash distributions on common units. These changes were partially offset by a decrease of \$3.6 million in financing costs incurred in connection with the Credit Agreement amendment in the prior period.

Revolving Credit Facility

As of September 30, 2021, we were in compliance with all of our covenants under the Credit Agreement. As of September 30, 2021, we had outstanding borrowings under the Credit Agreement of \$505.7 million, \$1.1 billion of borrowing base availability and, subject to compliance with the applicable financial covenants, available borrowing capacity of \$114.3 million.

As of October 28, 2021, we had outstanding borrowings under the Credit Agreement of \$483.1 million.

On the Amendment Effective Date, we amended the Credit Agreement to, among other items, increase the maximum funded debt to EBITDA ratio to 5.25 to 1.00 for the fiscal quarters ending September 30, 2021 and December 31, 2021 (reverting to 5.00 to 1.00 for each fiscal quarter thereafter). In addition, the amendment provides that the 0.5 increase in maximum funded debt to EBITDA ratio applicable to certain future acquisitions (for the six consecutive month period in which any such acquisition occurs) is available beginning with the fiscal quarter ending September 30, 2021, and in any case shall not increase the maximum funded debt to EBITDA ratio above 5.50 to 1.00.

The amendment also provides that, during the Covenant Relief Period, the availability requirement in order to make restricted payments from capital contributions and from available cash are each increased from \$100 million to \$250 million and the availability requirement in order to make prepayments of our senior notes, any subordinated indebtedness or any other indebtedness for borrowed money is increased from \$100 million to \$250 million. In addition, during the Covenant Relief Period, the applicable margin for Eurodollar borrowings is increased from a range of 2.00% – 2.75% to a range of 2.25% – 3.00%. The amendment further provides that the Partnership becomes guarantor of the secured obligations of all other guarantors under the Credit Agreement.

For a more detailed description of the Credit Agreement, see Note 8 to our unaudited condensed consolidated financial statements in Part I, Item 1 “Financial Statements” of this report and Note 10 to the consolidated financial statements in Part II, Item 8 “Financial Statements and Supplementary Data” included in our 2020 Annual Report.

Senior Notes

As of September 30, 2021, we had \$725.0 million and \$750.0 million aggregate principal amount outstanding on our Senior Notes 2026 and Senior Notes 2027, respectively.

The Senior Notes 2026 mature on April 1, 2026 and accrue interest at the rate of 6.875% per year. Interest on the Senior Notes 2026 is payable semi-annually in arrears on each of April 1 and October 1.

The Senior Notes 2027 mature on September 1, 2027 and accrue interest at the rate of 6.875% per year. Interest on the Senior Notes 2027 is payable semi-annually in arrears on each of March 1 and September 1.

For more detailed descriptions of the Senior Notes 2026 and Senior Notes 2027, see Note 8 to our unaudited condensed consolidated financial statements in Part I, Item 1 “Financial Statements” of this report and Note 10 to the consolidated financial statements in Part II, Item 8 “Financial Statements and Supplementary Data” included in our 2020 Annual Report.

DRIP

During the nine months ended September 30, 2021, distributions of \$1.3 million were reinvested under the DRIP resulting in the issuance of 89,135 common units. Such distributions are treated as non-cash transactions in the accompanying unaudited condensed consolidated statements of cash flows included under Part I, Item 1 “Financial Statements” of this report.

Non-GAAP Financial Measures

Adjusted Gross Margin

Adjusted gross margin is a non-GAAP financial measure. We define Adjusted gross margin as revenue less cost of operations, exclusive of depreciation and amortization expense. We believe that Adjusted gross margin is useful as a supplemental measure to investors of our operating profitability. Adjusted gross margin is impacted primarily by the pricing trends for service operations and cost of operations, including labor rates for service technicians, volume and per unit costs for lubricant oils, quantity and pricing of routine preventative maintenance on compression units and property tax rates on compression units. Adjusted gross margin should not be considered an alternative to, or more meaningful than, gross margin or any other measure of financial performance presented in accordance with GAAP. Moreover, Adjusted gross margin as presented may not be comparable to similarly titled measures of other companies. Because we capitalize assets, depreciation and amortization of equipment is a necessary element of our costs. To compensate for the limitations of Adjusted gross margin as a measure of our performance, we believe that it is important to consider gross margin determined under GAAP, as well as Adjusted gross margin, to evaluate our operating profitability.

The following table reconciles Adjusted gross margin to gross margin, its most directly comparable GAAP financial measure, for each of the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Total revenues	\$ 158,627	\$ 161,666	\$ 472,702	\$ 509,316
Cost of operations, exclusive of depreciation and amortization	(49,159)	(46,715)	(143,391)	(155,848)
Depreciation and amortization	(59,265)	(60,072)	(179,522)	(179,172)
Gross margin	\$ 50,203	\$ 54,879	\$ 149,789	\$ 174,296
Depreciation and amortization	59,265	60,072	179,522	179,172
Adjusted gross margin	\$ 109,468	\$ 114,951	\$ 329,311	\$ 353,468

Adjusted EBITDA

We define EBITDA as net income (loss) before net interest expense, depreciation and amortization expense, and income tax expense. We define Adjusted EBITDA as EBITDA plus impairment of compression equipment, impairment of goodwill, interest income on capital lease, unit-based compensation expense (benefit), severance charges, certain transaction expenses, loss (gain) on disposition of assets and other. We view Adjusted EBITDA as one of management’s primary tools for evaluating our results of operations, and we track this item on a monthly basis both as an absolute amount and as a percentage of revenue compared to the prior month, year-to-date, prior year and budget. Adjusted EBITDA is used as a supplemental financial measure by our management and external users of our financial statements, such as investors and commercial banks, to assess:

- the financial performance of our assets without regard to the impact of financing methods, capital structure or historical cost basis of our assets;
- the viability of capital expenditure projects and the overall rates of return on alternative investment opportunities;

- the ability of our assets to generate cash sufficient to make debt payments and to pay distributions; and
- our operating performance as compared to those of other companies in our industry without regard to the impact of financing methods and capital structure.

We believe that Adjusted EBITDA provides useful information to investors because, when viewed with our GAAP results and the accompanying reconciliations, it may provide a more complete understanding of our performance than GAAP results alone. We also believe that external users of our financial statements benefit from having access to the same financial measures that management uses in evaluating the results of our business.

Adjusted EBITDA should not be considered an alternative to, or more meaningful than, net income (loss), operating income (loss), cash flows from operating activities or any other measure of financial performance or liquidity presented in accordance with GAAP as measures of operating performance and liquidity. Moreover, our Adjusted EBITDA as presented may not be comparable to similarly titled measures of other companies.

Because we use capital assets, depreciation, impairment of compression equipment, loss (gain) on disposition of assets and the interest cost of acquiring compression equipment are also necessary elements of our costs. Unit-based compensation expense related to equity awards to employees is also a necessary component of our business. Therefore, measures that exclude these elements have material limitations. To compensate for these limitations, we believe that it is important to consider both net income (loss) and net cash provided by operating activities determined under GAAP, as well as Adjusted EBITDA, to evaluate our financial performance and our liquidity. Our Adjusted EBITDA excludes some, but not all, items that affect net income (loss) and net cash provided by operating activities, and these measures may vary among companies. Management compensates for the limitations of Adjusted EBITDA as an analytical tool by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating this knowledge into their decision making processes.

The following table reconciles Adjusted EBITDA to net income (loss) and net cash provided by operating activities, its most directly comparable GAAP financial measures, for each of the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 4,115	\$ 6,519	\$ 7,174	\$ (593,258)
Interest expense, net	32,222	32,004	96,860	96,297
Depreciation and amortization	59,265	60,072	179,522	179,172
Income tax expense	312	268	590	983
EBITDA	\$ 95,914	\$ 98,863	\$ 284,146	\$ (316,806)
Interest income on capital lease	—	87	48	316
Unit-based compensation expense (1)	3,482	1,332	11,924	4,071
Transaction expenses (2)	—	136	—	136
Severance charges	190	130	416	2,963
Loss (gain) on disposition of assets	48	1,686	(2,312)	(115)
Impairment of compression equipment (3)	—	1,706	4,953	5,629
Impairment of goodwill (4)	—	—	—	619,411
Adjusted EBITDA	\$ 99,634	\$ 103,940	\$ 299,175	\$ 315,605
Interest expense, net	(32,222)	(32,004)	(96,860)	(96,297)
Non-cash interest expense	2,288	2,167	6,866	6,113
Income tax expense	(312)	(268)	(590)	(983)
Interest income on capital lease	—	(87)	(48)	(316)
Transaction expenses	—	(136)	—	(136)
Severance charges	(190)	(130)	(416)	(2,963)
Other	(1,118)	78	(2,501)	4,050
Changes in operating assets and liabilities	(22,783)	(25,341)	(21,258)	(29,422)
Net cash provided by operating activities	\$ 45,297	\$ 48,219	\$ 184,368	\$ 195,651

(1) For the three and nine months ended September 30, 2021, unit-based compensation expense included \$1.0 million and \$3.2 million, respectively, of cash payments related to quarterly payments of DERs on outstanding phantom unit awards and \$0.2 million for the nine months ended September 30, 2021 related to the cash portion of any settlement of phantom unit awards upon vesting. For the three and nine months ended September 30, 2020, unit-based compensation expense included \$0.7 million and \$2.5 million, respectively, of cash payments related to quarterly payments of DERs on outstanding phantom unit awards and \$0.5 million for the nine months ended September 30, 2020 related to the cash portion of any settlement of phantom unit awards upon vesting. The remainder of the unit-based compensation expense for all periods was related to non-cash adjustments to the unit-based compensation liability.

(2) Represents certain expenses related to potential and completed transactions and other items. We believe it is useful to investors to exclude these expenses.

(3) Represents non-cash charges incurred to write down long-lived assets with recorded values that are not expected to be recovered through future cash flows.

(4) For further discussion of our goodwill impairment recorded for the nine months ended September 30, 2020, see “Financial Results of Operations” above and Note 5 to our unaudited condensed consolidated financial statements in Part I, Item 1 “Financial Statements” of this report.

Distributable Cash Flow

We define DCF as net income (loss) plus non-cash interest expense, non-cash income tax expense (benefit), depreciation and amortization expense, unit-based compensation expense (benefit), impairment of compression equipment, impairment of goodwill, certain transaction expenses, severance charges, loss (gain) on disposition of assets, proceeds from insurance recovery and other, less distributions on Preferred Units and maintenance capital expenditures.

We believe DCF is an important measure of operating performance because it allows management, investors and others to compare basic cash flows we generate (after distributions on the Preferred Units but prior to any retained cash reserves established by the General Partner and the effect of the DRIP) to the cash distributions we expect to pay our common unitholders. Using DCF, management can quickly compute the coverage ratio of estimated cash flows to planned cash distributions.

DCF should not be considered an alternative to, or more meaningful than, net income (loss), operating income (loss), cash flows from operating activities or any other measure of financial performance presented in accordance with GAAP as measures of operating performance and liquidity. Moreover, our DCF as presented may not be comparable to similarly titled measures of other companies.

Because we use capital assets, depreciation, impairment of compression equipment, loss (gain) on disposition of assets, the interest cost of acquiring compression equipment and maintenance capital expenditures are necessary elements of our costs. Unit-based compensation expense related to equity awards to employees is also a necessary component of our business. Therefore, measures that exclude these elements have material limitations. To compensate for these limitations, we believe that it is important to consider both net income (loss) and net cash provided by operating activities determined under GAAP, as well as DCF, to evaluate our financial performance and our liquidity. Our DCF excludes some, but not all, items that affect net income (loss) and net cash provided by operating activities, and these measures may vary among companies. Management compensates for the limitations of DCF as an analytical tool by reviewing the comparable GAAP measures, understanding the differences between the measures and incorporating this knowledge into their decision making processes.

The following table reconciles DCF to net income (loss) and net cash provided by operating activities, its most directly comparable GAAP financial measures, for each of the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net income (loss)	\$ 4,115	\$ 6,519	\$ 7,174	\$ (593,258)
Non-cash interest expense	2,288	2,167	6,866	6,113
Depreciation and amortization	59,265	60,072	179,522	179,172
Non-cash income tax expense (benefit)	32	78	(101)	350
Unit-based compensation expense (1)	3,482	1,332	11,924	4,071
Transaction expenses (2)	—	136	—	136
Severance charges	190	130	416	2,963
Loss (gain) on disposition of assets	48	1,686	(2,312)	(115)
Impairment of compression equipment (3)	—	1,706	4,953	5,629
Impairment of goodwill (4)	—	—	—	619,411
Distributions on Preferred Units	(12,188)	(12,188)	(36,563)	(36,563)
Proceeds from insurance recovery	—	—	—	336
Maintenance capital expenditures (5)	(5,259)	(4,727)	(14,790)	(17,946)
DCF	\$ 51,973	\$ 56,911	\$ 157,089	\$ 170,299
Maintenance capital expenditures	5,259	4,727	14,790	17,946
Transaction expenses	—	(136)	—	(136)
Severance charges	(190)	(130)	(416)	(2,963)
Distributions on Preferred Units	12,188	12,188	36,563	36,563
Other	(1,150)	—	(2,400)	3,364
Changes in operating assets and liabilities	(22,783)	(25,341)	(21,258)	(29,422)
Net cash provided by operating activities	\$ 45,297	\$ 48,219	\$ 184,368	\$ 195,651

(1) For the three and nine months ended September 30, 2021, unit-based compensation expense included \$1.0 million and \$3.2 million, respectively, of cash payments related to quarterly payments of DERs on outstanding phantom unit awards and \$0.2 million for the nine months ended September 30, 2021 related to the cash portion of any settlement of phantom unit awards upon vesting. For the three and nine months ended September 30, 2020, unit-based compensation expense included \$0.7 million and \$2.5 million, respectively, of cash payments related to quarterly payments of DERs on outstanding phantom unit awards and \$0.5 million for the nine months ended September 30, 2020 related to the cash portion of any settlement of phantom unit awards upon vesting. The remainder of the unit-based compensation expense for all periods was related to non-cash adjustments to the unit-based compensation liability.

(2) Represents certain expenses related to potential and completed transactions and other items. We believe it is useful to investors to exclude these expenses.

(3) Represents non-cash charges incurred to write down long-lived assets with recorded values that are not expected to be recovered through future cash flows.

(4) For further discussion of our goodwill impairment recorded for the nine months ended September 30, 2020, see “Financial Results of Operations” above and Note 5 to our unaudited condensed consolidated financial statements in Part I, Item 1 “Financial Statements” of this report.

(5) Reflects actual maintenance capital expenditures for the period presented. Maintenance capital expenditures are capital expenditures made to maintain the operating capacity of our assets and extend their useful lives, replace partially or fully depreciated assets, or other capital expenditures that are incurred in maintaining our existing business and related cash flow.

Coverage Ratios

DCF Coverage Ratio is defined as DCF divided by distributions declared to common unitholders in respect of such period. Cash Coverage Ratio is defined as DCF divided by cash distributions expected to be paid to common unitholders in respect of such period, after taking into account the non-cash impact of the DRIP. We believe DCF Coverage Ratio and Cash Coverage Ratio are important measures of operating performance because they allow management, investors and others to gauge our ability to pay cash distributions to common unitholders using the cash flows that we generate. Our DCF Coverage Ratio and Cash Coverage Ratio as presented may not be comparable to similarly titled measures of other companies.

The following table summarizes certain coverage ratios for the periods presented (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
DCF	\$ 51,973	\$ 56,911	\$ 157,089	\$ 170,299
Distributions for DCF Coverage Ratio (1)	\$ 50,975	\$ 50,874	\$ 152,872	\$ 152,503
Distributions reinvested in the DRIP (2)	\$ 472	\$ 490	\$ 1,312	\$ 1,601
Distributions for Cash Coverage Ratio (3)	\$ 50,503	\$ 50,384	\$ 151,560	\$ 150,902
DCF Coverage Ratio	1.02 x	1.12 x	1.03 x	1.12 x
Cash Coverage Ratio	1.03 x	1.13 x	1.04 x	1.13 x

- (1) Represents distributions to the holders of our common units as of the record date.
- (2) Represents distributions to holders enrolled in the DRIP as of the record date.
- (3) Represents cash distributions declared for common units not participating in the DRIP.

Off-Balance Sheet Arrangements

We have no off-balance sheet financing activities.

Recent Accounting Pronouncements

For discussion on specific recent accounting pronouncements affecting us, see Note 14 to our unaudited condensed consolidated financial statements under Part I, Item 1 “Financial Statements” of this report.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Commodity Price Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices. We do not take title to any natural gas or crude oil in connection with our services and, accordingly, have no direct exposure to fluctuating commodity prices. However, the demand for our compression services depends upon the continued demand for, and production of, natural gas and crude oil. Sustained low natural gas or crude oil prices over the long term could result in a decline in the production of natural gas or crude oil, which could result in reduced demand for our compression services. We do not intend to hedge our indirect exposure to fluctuating commodity prices. A one percent decrease in average revenue generating horsepower for the nine months ended September 30, 2021 would result in an annual decrease of approximately \$5.9 million in revenue and \$4.1 million in Adjusted gross margin. Adjusted gross margin is a non-GAAP financial measure. For a reconciliation of Adjusted gross margin to gross margin, its most directly comparable financial measure, calculated and presented in accordance with GAAP, please read Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures” of this report.

Interest Rate Risk

We are exposed to market risk due to variable interest rates under our financing arrangements.

As of September 30, 2021, we had \$505.7 million of variable-rate indebtedness outstanding at a weighted average interest rate of 2.96%. A one percent increase or decrease in the effective interest rate on our variable-rate outstanding debt as of September 30, 2021 would result in an annual increase or decrease in our interest expense of approximately \$5.1 million.

For further information regarding our exposure to interest rate fluctuations on our debt obligations, see Note 8 to our unaudited condensed consolidated financial statements under Part I, Item 1 “Financial Statements” of this report. Although we do not currently hedge our variable rate debt, we may, in the future, hedge all or a portion of such debt.

Credit Risk

Our credit exposure generally relates to receivables for services provided. We cannot currently predict the duration or magnitude of the effects of the COVID-19 pandemic and crude oil market volatility on our customers and their ability to pay amounts due. If any significant customer of ours should have credit or financial problems resulting in a delay or failure to pay the amount it owes us, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

ITEM 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Exchange Act, we have evaluated, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures, and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon the evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of September 30, 2021 at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

From time to time, we may be involved in various legal or governmental proceedings and litigation arising in the ordinary course of business. In management's opinion, the resolution of such matters is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

ITEM 1A. Risk Factors

Security holders and potential investors in our securities should carefully consider the risk factors set forth in Part I, Item 1A. "Risk Factors" of our 2020 Annual Report and in subsequent filings we make with the SEC. We have identified these risk factors as important factors that could cause our actual results to differ materially from those contained in any written or oral forward-looking statements made by us or on our behalf.

ITEM 6. Exhibits

The following documents are filed, furnished or incorporated by reference as part of this report:

Exhibit Number	Description
3.1	Certificate of Limited Partnership of USA Compression Partners, LP (incorporated by reference to Exhibit 3.1 to Amendment No. 3 of the Partnership's registration statement on Form S-1 (Registration No. 333-174803) filed on December 21, 2011)
3.2	Second Amended and Restated Agreement of Limited Partnership of USA Compression Partners, LP (incorporated by reference to Exhibit 3.1 to the Partnership's Current Report on Form 8-K (File No. 001-35779) filed on April 6, 2018)
22.1	List of Subsidiary Guarantors and Co-Issuer (incorporated by reference to Exhibit 22.1 to the Partnership's Annual Report on Form 10-K for the year ended December 31, 2020 (File No. 001-35779) filed on February 16, 2021)
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1#	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2#	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.1*	The following materials from USA Compression Partners, LP's Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2021 formatted in Inline XBRL (eXtensible Business Reporting Language): (i) our Consolidated Balance Sheets as of September 30, 2021 and December 31, 2020, (ii) our Consolidated Statements of Operations for the three and nine months ended September 30, 2021 and 2020, (iii) our Consolidated Statements of Changes in Partners' Capital for the three and nine months ended September 30, 2021 and 2020, (iv) our Consolidated Statements of Cash Flows for the nine months ended September 30, 2021 and 2020, and (v) the related notes to our consolidated financial statements.
104*	The cover page from this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, formatted in Inline XBRL (included with Exhibit 101)

* Filed herewith.

Furnished herewith. Not considered to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 2, 2021

USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC
its General Partner

By: /s/ Matthew C. Liuzzi
Matthew C. Liuzzi
Vice President, Chief Financial Officer and Treasurer
(Principal Financial Officer)

By: /s/ G. Tracy Owens
G. Tracy Owens
Vice President of Finance and Chief Accounting Officer
(Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Eric D. Long, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of USA Compression Partners, LP (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 2, 2021

/s/ Eric D. Long

Name: Eric D. Long

Title: President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Matthew C. Liuzzi, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of USA Compression Partners, LP (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 2, 2021

/s/ Matthew C. Liuzzi

Name: Matthew C. Liuzzi

Title: Vice President, Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of USA Compression Partners, LP (the "Partnership") for the quarter ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Eric D. Long, as President and Chief Executive Officer of the Partnership's general partner, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ Eric D. Long

Eric D. Long
President and Chief Executive Officer

Date: November 2, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of USA Compression Partners, LP (the "Partnership") for the quarter ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Matthew C. Liuzzi, as Vice President, Chief Financial Officer and Treasurer of the Partnership's general partner, hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ Matthew C. Liuzzi

Matthew C. Liuzzi

Vice President, Chief Financial Officer and Treasurer

Date: November 2, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Partnership and will be retained by the Partnership and furnished to the Securities and Exchange Commission or its staff upon request.