

DCP Midstream, LP  
Form 10-K  
February 26, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2017

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-32678

DCP MIDSTREAM, LP  
(Exact name of registrant as specified in its charter)

Delaware 03-0567133  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

370 17th Street, Suite 2500 80202  
Denver, Colorado  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 595-3331

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

Title of Each Class: Name of Each Exchange on Which Registered:  
Common Units Representing Limited Partner Interests New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Exchange Act of 1934, or the Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Act 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of regulation S-T (§232.405

Edgar Filing: DCP Midstream, LP - Form 10-K

of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) 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

The aggregate market value of common units held by non-affiliates of the registrant on June 30, 2017, was approximately \$3,060,364,000. The aggregate market value was computed by reference to the last sale price of the registrant's common units on the New York Stock Exchange on June 30, 2017.

As of February 22, 2018, there were 143,309,828 common units representing limited partner interests outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:  
None.

---

DCP MIDSTREAM, LP  
 FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2017  
 TABLE OF CONTENTS

Item	Page
PART I	
1. Business	<u>1</u>
1A. Risk Factors	<u>19</u>
1B. Unresolved Staff Comments	<u>45</u>
2. Properties	<u>45</u>
3. Legal Proceedings	<u>45</u>
4. Mine Safety Disclosures	<u>46</u>
PART II	
5. Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Common Units	<u>46</u>
6. Selected Financial Data	<u>48</u>
7. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>50</u>
7A. Quantitative and Qualitative Disclosures about Market Risk	<u>80</u>
8. Financial Statements and Supplementary Data	<u>86</u>
9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	<u>140</u>
9A. Controls and Procedures	<u>140</u>
9B. Other Information	<u>142</u>
PART III	
10. Directors, Executive Officers and Corporate Governance	<u>142</u>
11. Executive Compensation	<u>149</u>
12. Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters	<u>163</u>
13. Certain Relationships and Related Transactions, and Director Independence	<u>164</u>
14. Principal Accountant Fees and Services	<u>166</u>
PART IV	
15. Exhibits and Financial Statement Schedules	<u>168</u>
16. Form 10-K Summary	<u>200</u>
Signatures	<u>201</u>

## GLOSSARY OF TERMS

The following is a list of certain industry terms used throughout this report:

Bbl	barrel
Bbls/d	barrels per day
Bcf	billion cubic feet
Bcf/d	billion cubic feet per day
Btu	British thermal unit, a measurement of energy
Fractionation	the process by which natural gas liquids are separated into individual components
MBbls	thousand barrels
MBbls/d	thousand barrels per day
MMBtu	million Btus
MMBtu/d	million Btus per day
MMcf	million cubic feet
MMcf/d	million cubic feet per day
NGLs	natural gas liquids
Throughput	the volume of product transported or passing through a pipeline or other facility

## CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

Our reports, filings and other public announcements may from time to time contain statements that do not directly or exclusively relate to historical facts. Such statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You can typically identify forward-looking statements by the use of forward-looking words, such as “may,” “could,” “should,” “intend,” “assume,” “project,” “believe,” “anticipate,” “expect,” “es,” “potential,” “plan,” “forecast” and other similar words.

All statements that are not statements of historical facts, including, but not limited to, statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, the risks set forth in Item 1A. “Risk Factors” in this Annual Report on Form 10-K, including the following risks and uncertainties:

- the extent of changes in commodity prices and the demand for our products and services, our ability to effectively limit a portion of the adverse impact of potential changes in commodity prices through derivative financial instruments, and the potential impact of price, and of producers’ access to capital on natural gas drilling, demand for our services, and the volume of NGLs and condensate extracted;
- the demand for crude oil, residue gas and NGL products;
- the level and success of drilling and quality of production volumes around our assets and our ability to connect supplies to our gathering and processing systems, as well as our residue gas and NGL infrastructure;
- volatility in the price of our common units;
- general economic, market and business conditions;
- our ability to continue the safe and reliable operation of our assets;
- our ability to construct and start up facilities on budget and in a timely fashion, which is partially dependent on obtaining required construction, environmental and other permits issued by federal, state and municipal governments, or agencies thereof, the availability of specialized contractors and laborers, and the price of and demand for materials;
- our ability to access the debt and equity markets and the resulting cost of capital, which will depend on general market conditions, our financial and operating results, inflation rates, interest rates, our ability to comply with the covenants in our credit agreement and the indentures governing our notes, as well as our ability to maintain our credit ratings;
- the creditworthiness of our customers and the counterparties to our transactions;
- the amount of collateral we may be required to post from time to time in our transactions;
- industry changes, including the impact of bankruptcies, consolidations, alternative energy sources, technological advances and changes in competition;
- our ability to grow through organic growth projects, or acquisitions, and the successful integration and future performance of such assets;
- our ability to hire, train, and retain qualified personnel and key management to execute our business strategy;
- new, additions to, and changes in, laws and regulations, particularly with regard to taxes, safety and protection of the environment, including, but not limited to, climate change legislation, regulation of over-the-counter derivatives market and entities, and hydraulic fracturing regulations, or the increased regulation of our industry, and their impact on producers and customers served by our systems;
- weather, weather-related conditions and other natural phenomena, including, but not limited to, their potential impact on demand for the commodities we sell and the operation of company-owned and third party-owned infrastructure;
- security threats such as military campaigns, terrorist attacks, and cybersecurity breaches, against, or otherwise impacting, our facilities and systems;
- our ability to obtain insurance on commercially reasonable terms, if at all, as well as the adequacy of insurance to cover our losses; and
- the amount of natural gas we gather, compress, treat, process, transport, store and sell, or the NGLs we produce, fractionate, transport, store and sell, may be reduced if the pipelines and storage and fractionation facilities to which

we deliver the natural gas or NGLs are capacity constrained and cannot, or will not, accept the natural gas or NGLs. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. The forward-looking statements in this report speak as of the filing date of this report. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

iii

---

## PART I

### Item 1. Business

#### OVERVIEW

DCP Midstream, LP (together with its consolidated subsidiaries, “we”, “our”, “us”, the “registrant”, or the “Partnership”) is a Delaware limited Partnership formed in 2005 by DCP Midstream, LLC to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. DCP Midstream, LLC and its subsidiaries and affiliates, collectively referred to as DCP Midstream, LLC is owned 50% by Phillips 66 and 50% by Enbridge Inc. and its affiliates, or Enbridge.

The diagram below depicts our organizational structure as of December 31, 2017.

Our operations are organized into two reportable segments: (i) Gathering and Processing and (ii) Logistics and Marketing. Our Gathering and Processing segment consists of gathering, compressing, treating, and processing natural gas, producing and fractionating NGLs, and recovering condensate. Our Logistics and Marketing segment includes transporting, trading, marketing, and storing natural gas and NGLs, fractionating NGLs, and wholesale propane logistics. The remainder of our business operations are presented as “Other,” and consist of unallocated corporate costs.

## OUR BUSINESS STRATEGY

Our primary business objectives are to achieve sustained company profitability, a strong balance sheet and profitable growth, thereby sustaining and ultimately growing our cash distribution per unit. We intend to accomplish these objectives by prudently executing the following business strategies:

**Operational Performance.** We believe our operating efficiency and reliability enhance our ability to attract new natural gas supplies by enabling us to offer more competitive terms, services and service flexibility to producers. Our gathering and processing systems and logistics assets consist of high-quality, well-maintained facilities, resulting in low-cost, efficient operations. Our goal is to establish a reputation in the midstream industry as a reliable, safe and low cost supplier of services to our customers. We will continue to pursue new contracts, cost efficiencies and operating improvements of our assets through process and technology improvements. We seek to increase the utilization of our existing facilities by providing additional services to our existing customers and by establishing relationships with new customers. In addition, we maximize efficiency by coordinating the completion of new facilities in a manner that is consistent with the expected production that supports them.

**Organic Growth.** We intend to use our strategic asset base in the United States and our position as one of the largest gatherers of natural gas, and as one of the largest producers and marketers of NGLs in the United States, as a platform for future growth. We plan to grow our business by constructing new NGL and natural gas pipeline infrastructure, expanding existing infrastructure, and constructing new gathering lines and processing facilities.

**Strategic Partnerships and Acquisitions.** We intend to pursue economically attractive and strategic partnership and acquisition opportunities within the midstream energy industry, both in new and existing lines of business, and areas of operation.

## OUR COMPETITIVE STRENGTHS

We are one of the largest gatherers of natural gas and one of the largest producers and marketers of NGLs in the United States. In 2017, our total wellhead volume was approximately 4.5 Bcf/d of natural gas and we produced an average of approximately 375 MBbls/d of NGLs. We provide natural gas gathering services to the wellhead, and leverage our strategic footprint to extend the value chain through our integrated NGL and natural gas pipelines and marketing infrastructure. We believe our ability to provide all of these services gives us an advantage in competing for new supplies of natural gas because we can provide substantially all services to move natural gas and NGLs from wellhead to market and creates value for our customers. We believe that we are well positioned to execute our business strategies and achieve one of our primary business objectives of sustaining our cash distribution per unit because of the following competitive strengths:

**Strategically Located Gas Gathering and Processing Operations.** Our assets are strategically located in areas with the potential for increasing our wellhead volumes and cash flow generation. We have operations in some of the largest producing regions in the United States: Denver-Julesburg Basin (“DJ Basin”), Permian Basin, Midcontinent, and Eagle Ford. In addition, we operate one of the largest portfolios of natural gas processing plants in the United States. Our gathering systems and processing plants are connected to numerous key natural gas pipeline systems that provide producers with access to a variety of natural gas market hubs.

**Integrated Logistics and Marketing Operations.** We believe the strategic location of our assets coupled with their geographic diversity and our reputation for running our business reliably and effectively, presents us with continuing opportunities to provide competitive services to our customers and attract new natural gas production to our gathering and processing operations. We have connected our gathering and processing operations to key markets with NGL pipelines that we own or operate to offer our customers a competitive, integrated midstream service. We have strategically located NGL transportation pipelines that provide takeaway capabilities for our gathering and processing operations in the Permian Basin, DJ Basin, Midcontinent, East Texas, Gulf Coast, South Texas, and Central Texas. Our NGL pipelines connect to various natural gas processing plants and transport the NGLs to large fractionation facilities, a petrochemical plant, a third party underground NGL storage facility and other markets along the Gulf Coast. Our Logistics and Marketing operations also consists of multiple downstream assets including NGL fractionation facilities, an NGL storage facility and a residue gas storage facility.

**Stable Cash Flows.** Our operations consist of a mix of fee-based and commodity-based services, which together with our commodity hedging program, are intended to generate relatively stable cash flows. Growth in our fee-based earnings will reduce the impact of unhedged margins. Additionally, while certain of our gathering and processing



contracts subject us to commodity price risk, we have mitigated a portion of our currently anticipated commodity price risk associated with the equity volumes from our gathering and processing operations with fixed price commodity swaps, settling through the first quarter of 2019.

Established Relationships with Oil, Natural Gas and Petrochemical Companies. We have long-term relationships with many of our suppliers and customers, and we expect that we will continue to benefit from these relationships.

2

---

Experienced Management Team. Our senior management team and board of directors have extensive experience in the midstream industry. We believe our management team has a proven track record of enhancing value through organic growth and the acquisition, optimization and integration of midstream assets.

Affiliation with DCP Midstream, LLC and its owners. Our relationship with DCP Midstream, LLC and its owners, Phillips 66 and Enbridge, should continue to provide us with significant business opportunities. Through our relationship with DCP Midstream, LLC and its owners, we believe our strong commercial relationships throughout the energy industry, including with major producers of natural gas and NGLs in the United States, will help facilitate the implementation of our strategies.

DCP Midstream, LLC has a significant interest in us through its ownership of an approximately 2% general partner interest, an approximately 36% limited partner interest and all of our incentive distribution rights.

## OUR OPERATING SEGMENTS

### Gathering and Processing Segment

#### General

Our Gathering and Processing segment consists of a geographically diverse complement of assets and ownership interests that provide a varied array of wellhead to market services for our producer customers in Alabama, Colorado, Kansas, Louisiana, Michigan, New Mexico, Oklahoma, Texas and Wyoming. These services include gathering, compressing, treating, and processing natural gas, producing and fractionating NGLs, and recovering condensate. Our Gathering and Processing segment's operations are organized into four regions: North, Permian, Midcontinent and South. Our geographic diversity helps to mitigate our natural gas supply risk in that we are not tied to one natural gas resource type or producing area. We believe our current geographic mix of assets is an important factor for maintaining and growing overall volumes and cash flow for this segment. Our assets are positioned in certain areas with active drilling programs and opportunities for organic growth.

We provide our producer customers with gathering and processing services that allow them to move their raw (unprocessed) natural gas to market. Raw natural gas is gathered, compressed and transported through pipelines to our processing facilities. In order for the raw natural gas to be accepted by the downstream market, we remove water, nitrogen and carbon dioxide and separate NGLs for further processing. Processed natural gas, usually referred to as residue natural gas, is then recompressed and delivered to natural gas pipelines and end users. The separated NGLs are in a mixed, unfractionated form and are sold and delivered through natural gas liquids pipelines to fractionation facilities for further separation.

We own or operate 61 natural gas processing plants and an interest in one additional plant through our 40% equity interest in Discovery Producer Services, LLC, or Discovery. At some of these facilities, we fractionate NGLs into individual components (ethane, propane, butane and natural gasoline).

We receive natural gas from a diverse group of producers under contracts with varying durations, and we receive fees or commodities from the producers to transport the natural gas from the wellhead to the processing plant. We receive fees or commodities as payment for our natural gas processing services, depending on the types of contracts we enter into with each supplier. We purchase or take custody of substantially all of our natural gas from producers, principally under fee-based or percent-of-proceeds/index processing contracts.

We actively seek new producing customers of natural gas on all of our systems to increase throughput volume and to offset natural declines in the production from connected wells. We obtain new natural gas supplies in our operating areas by contracting for production from new wells, by connecting new wells drilled on dedicated acreage and by obtaining natural gas that has been directly received or released from other gathering systems.

Our contracts with our producing customers in our Gathering and Processing segment are a mix of non-commodity sensitive fee-based contracts and commodity sensitive percent-of-proceeds and percent-of-liquids contracts.

Percent-of-proceeds contracts are directly related to the price of natural gas, NGLs and condensate and percent-of-liquids contracts are directly related to the price of NGLs and condensate. Additionally, these contracts may include fee-based components. Generally, the initial term of these purchase agreements is three to five years and in some cases, the life of the lease. As we negotiate new agreements and renegotiate existing agreements, this may result in a change in contract mix period over period.

We enter into derivative financial instruments to mitigate a portion of the risk of weakening natural gas, NGL and condensate prices associated with our gathering, processing and sales activities, thereby stabilizing our cash flows. Our commodity derivative instruments used for our hedging program are a combination of direct NGL product, crude oil, and natural gas hedges.

During 2017, total wellhead volume on our assets was approximately 4.5 Bcf/d, originating from a diversified mix of customers. Our systems each have significant customer acreage dedications that we expect will continue to provide

opportunities for growth as those customers execute their drilling plans over time. Our gathering systems also attract new natural gas volumes through numerous smaller acreage dedications and also by contracting with undedicated producers who are operating in or around our gathering footprint. During 2017, the combined NGL production from our processing facilities was approximately 375 MBbls/d and was delivered and sold into various NGL takeaway pipelines.

The following is operating data for our Gathering and Processing segment by region:

Operating Data

Regions	Plants	Approximate Gathering and Transmission Systems (Miles)	Approximate Net Nameplate Plant Capacity (MMcf/d) (a)	Year Ended December 31, 2017	
				Natural Gas Volume (MMcf/d)	NGL Production (MBbls/d)
North	13	4,000	1,260	1,121	86
Permian	16	16,500	1,460	941	103
Midcontinent	12	29,000	1,765	1,229	94
South	20	7,500	3,295	1,240	92
Total	61	57,000	7,780	4,531	375

(a) Represents total capacity or total volumes allocated to our proportionate ownership share.

## North Region

Our North region primarily consists of our DJ Basin system. We have a broad network of gathering and processing facilities in Weld County, Colorado that provide significant optionality and flexibility.

We are constructing a new 200 MMcf/d cryogenic natural gas processing plant, Mewbourn 3, and further expanding our Grand Parkway gathering system, both of which are expected to be placed in service in the third quarter of 2018.

Our Mewbourn 3 plant will increase capacity to support the growing processing needs of producers in the DJ Basin.

Our 200 MMcf/d O'Connor 2 plant and associated gathering infrastructure is progressing and expected to be in service in 2019.

Our DJ Basin system delivers to the Mont Belvieu hub in Mont Belvieu, Texas via the Front Range and Texas Express pipelines, owned 33.33% and 10% by us, respectively, and to the Conway hub in Bushton, Kansas via our Wattenberg pipeline in our Logistics and Marketing segment.

Permian Region

Our Permian region primarily includes our West Texas system in the Midland Basin and our Southeast New Mexico system in the Delaware Basin. Producers continue to focus drilling activity on the most attractive acreage in the Midland and Delaware Basins. Our gathering and processing assets in the Permian region provide NGL takeaway service via our Sand Hills pipeline, which is owned 66.67% by us and 33.33% by Phillips 66, to fractionation facilities along the Gulf Coast and to the Mont Belvieu hub.

6

---

### Midcontinent Region

Our Midcontinent region primarily includes our Liberal system, Panhandle system, and our South Central Oklahoma system. We gather and process raw natural gas primarily from the Ardmore and Anadarko Basins, including the South Central Oklahoma Oil Province (“SCOOP”) play and the Sooner Trend Anadarko Basin Canadian and Kingfisher (“STACK”) play.

Existing production in the western Midcontinent region, which includes our Liberal and Panhandle systems, is typically from mature fields with shallow decline profiles that we expect will provide our plants with a dependable source of raw natural gas over a long term. We believe the infrastructure of our plants and gathering facilities is uniquely positioned to pursue our consolidation strategy in the western Midcontinent region. Our gathering system footprint in the eastern Midcontinent region, which includes our South Central Oklahoma system, serves the SCOOP and STACK plays.

Our gathering and processing assets in the Midcontinent region deliver NGLs primarily to the Gulf Coast and Mont Belvieu via our Southern Hills pipeline, owned 66.67% by us and 33.33% by Phillips 66.

### South Region

Our South region primarily includes our Eagle Ford system, East Texas system, and our 40% interest in the Discovery system. We are pursuing cost efficiencies and increasing the utilization of our existing assets.

Our Eagle Ford system delivers NGLs to the Gulf Coast petrochemical markets and to Mont Belvieu through our Sand Hills pipeline and other third party NGL pipelines. Our East Texas system provides NGL takeaway service through the Panola pipeline, owned 15% by us, and delivers gas primarily through its Carthage Hub which delivers residue gas to multiple interstate and intrastate pipelines.

The Discovery system is operated by Williams Partners L.P., which owns a 60% interest, and offers a full range of wellhead-to-market services to both onshore and offshore natural gas producers. The assets are primarily located in the eastern Gulf of Mexico and Louisiana, and have access to downstream pipelines and markets.

### Competition

We face strong competition in acquiring raw natural gas supplies. Our competitors in obtaining additional gas supplies and in gathering and processing raw natural gas includes major integrated oil and gas companies, interstate and intrastate pipelines, and companies that gather, compress, treat, process, transport, store and/or market natural gas.

Competition is often the greatest in geographic areas experiencing robust drilling by producers and during periods of high commodity prices for crude oil, natural gas and/or NGLs. Competition is also increased in those geographic areas where our commercial contracts with our customers are shorter term and therefore must be renegotiated on a more frequent basis.



## Logistics and Marketing Segment

### General

We market our NGLs, residue gas and condensate and provide logistics and marketing services to third-party NGL producers and sales customers in significant NGL production and market centers in the United States. This includes purchasing NGLs on behalf of third-party NGL producers for shipment on our NGL pipelines and resale in key markets.

Our NGL services include plant tailgate purchases, transportation, fractionation, flexible pricing options, price risk management and product-in-kind agreements. Our primary NGL operations are located in close proximity to our Gathering and Processing assets in each of the operating regions.

Our NGL pipelines transport NGLs from natural gas processing plants to fractionation facilities, a petrochemical plant and a third party underground NGL storage facility. Our pipelines provide transportation services to customers primarily on a fee basis. Therefore, the results of operations for this business are generally dependent upon the volume of product transported and the level of fees charged to customers. The volumes of NGLs transported on our pipelines are dependent on the level of production of NGLs from processing plants connected to our NGL pipelines. When natural gas prices are high relative to NGL prices, it is less profitable to recover NGLs from natural gas because of the higher value of natural gas compared to the value of NGLs. As a result, we have experienced periods, and will likely experience periods in the future, when higher relative natural gas prices reduce the volume of NGLs produced at plants connected to our NGL pipelines.

Our natural gas systems have the ability to deliver gas into numerous downstream transportation pipelines and markets. We sell residue gas on behalf of our producer customers and residue gas which we earn under our gas supply agreements, supplying the residue gas demands of end-use customers physically attached to our pipeline systems and managing excess capacity of our owned storage and transportation assets. End-users include large industrial companies, natural gas distribution companies and electric utilities. We are focused on extracting the highest possible value for the residue gas that results from our processing and transportation operations. We sell the residue gas at market-based prices.

Our ownership in various intrastate natural gas pipelines give us access to market centers/hubs such as Waha, Texas; Katy, Texas and the Houston Ship Channel and are used in our natural gas asset based trading activities.

The following is operating data for our Logistics and Marketing segment:

Operating Data

System	Approximate System Length (Miles)	Fractionators	Approximate Throughput Capacity (MBbls/d) (a)	Approximate NGL Storage Capacity (MMBbls)	Approximate Natural Gas Storage Capacity (Bcf)	Year Ended December 31, 2017	
						Pipeline Throughput (MBbls/d) (a)	Fractionator Throughput (MBbls/d) (a)
Sand Hills pipeline	1,300	—	227	—	—	192	—
Southern Hills pipeline	950	—	117	—	—	69	—
Front Range pipeline	455	—	50	—	—	36	—
Texas Express pipeline	595	—	28	—	—	15	—
Other pipelines	1,200	—	241	—	—	148	—
Mont Belvieu fractionators	—	2	60	—	—	—	48
Storage facilities	—	—	—	8	12	—	—
Total	4,500	2	722	8	12	460	48

(a) Represents total NGL capacity or throughput allocated to our proportionate ownership share for 2017 divided by 365 days.

NGL Pipelines

DCP Sand Hills Pipeline, LLC, or the Sand Hills pipeline, an interstate NGL pipeline in which we own a 66.67% interest, is a common carrier pipeline which provides takeaway service from plants in the Permian and the Eagle Ford basins to fractionation facilities along the Texas Gulf Coast and at the Mont Belvieu, Texas market hub. We have completed the expansion of the Sand Hills pipeline to 365 MBbls/d in the first quarter of 2018. Further Sand Hills pipeline expansion to 450 MBbls/d is progressing and includes a partial looping of the pipeline and the addition of new pump stations, and is expected to be in service in the second half of 2018.

DCP Southern Hills Pipeline, LLC, or the Southern Hills pipeline, an interstate NGL pipeline in which we own a 66.67% interest, provides takeaway service from the Midcontinent to fractionation facilities at the Mont Belvieu, Texas market hub.

Front Range Pipeline LLC, or the Front Range pipeline, an interstate NGL pipeline in which we own a 33.33% interest, originates in the DJ Basin and extends to Skellytown, Texas. The Front Range pipeline connects to our O'Connor, Lucerne 1, Lucerne 2, and Mewbourn plants as well as third party plants in the DJ Basin. Enterprise Products Partners L.P., or Enterprise, is the operator of the pipeline.

Texas Express Pipeline LLC, or the Texas Express pipeline, an intrastate NGL pipeline in which we own a 10% interest, originates near Skellytown in Carson County, Texas, and extends to Enterprise's natural gas liquids fractionation and storage complex at Mont Belvieu, Texas. The pipeline also provides access to other third party facilities in the area. Enterprise is the operator of the pipeline.

The Southern Hills, Sand Hills, Texas Express, and Front Range pipelines have in place long-term, fee-based transportation agreements, a portion of which are ship-or-pay, with us as well as third party shippers. These NGL pipelines collect fee-based transportation revenue under regulated tariffs.

NGL Fractionation Facilities

We own a 12.5% interest in the Enterprise fractionator operated by Enterprise and a 20% interest in the Mont Belvieu 1 fractionator operated by ONEOK Partners, both located in Mont Belvieu, Texas. The fractionation facilities separate NGLs received from processing plants into their individual components. These fractionation services are provided on a fee basis. The



results of operations for this business are generally dependent upon the volume of NGLs fractionated and the level of fees charged to customers.

#### Storage Facilities

Our NGL storage facility, which stores ethane, propane and butane, is located in Marysville, Michigan and has strategic access to the Marcellus, Utica and Canadian NGLs. Our facility includes 11 underground salt caverns with approximately 8 MMBbls of storage capacity. Our facility serves regional refining and petrochemical demand, and helps to balance the seasonality of propane distribution in the Midwestern and Northeastern United States and in Sarnia, Canada. We provide services to customers primarily on a fee basis under multi-year storage agreements. The results of operations for this business are generally dependent upon the volume stored and the level of fees charged to customers.

Our Spindletop natural gas storage facility is located in Texas and plays an important role in our ability to act as a full-service natural gas marketer. The facility has capacity for residue gas of approximately 12 Bcf. We may lease a portion of the facility's capacity to third-party customers, and use the balance to manage relatively constant natural gas supply volumes with uneven demand levels, provide "backup" service to our customers and support our asset based trading activities. Our asset based trading activities are designed to realize margins related to fluctuations in commodity prices, time spreads and basis differentials and to maximize the value of our storage facility.

#### Wholesale Propane

We operate a wholesale propane logistics business in the mid-Atlantic, upper Midwest and Northeastern United States. We purchase large volumes of propane supply from fractionation facilities and crude oil refineries, primarily located in the Marcellus/Utica area, Canada and other international sources, and transport these volumes of propane supply by pipeline, rail or ship to our terminals and storage facilities. We primarily sell propane on a wholesale basis to propane distributors under annual sales agreements who in turn resell propane to their customers. Our operations include one owned marine terminal, five owned propane rail terminals and one joint venture rail terminal, with access to several open access pipeline terminals.

The wholesale propane marketing business is significantly impacted by seasonal and weather-driven demand, particularly in the winter, which can impact the price and volume of propane sold in the markets we serve.

#### Trading and Marketing

Our energy trading operations are exposed to market variables and commodity price risk. We manage commodity price risk related to our natural gas storage and pipeline assets by engaging in natural gas asset based trading and marketing. We may enter into physical contracts and financial instruments with the objective of realizing a positive margin from the purchase and sale of commodity-based instruments.

Our NGL proprietary trading activity includes trading energy related products and services. We undertake these activities through the use of fixed forward sales and purchases, basis and spread trades, storage opportunities, put/call options, term contracts and spot market trading. These energy trading operations are exposed to market variables and commodity price risk with respect to these products and services, and these operations may enter into physical contracts and financial instruments with the objective of realizing a positive margin from the purchase and sale of commodity-based instruments.

We may execute a time spread transaction when the difference between the current price of natural gas (cash or futures) and the futures market price for natural gas exceeds our cost of storing physical gas in our owned and/or leased storage facilities. The time spread transaction allows us to lock in a margin when this market condition exists. A time spread transaction is executed by establishing a long gas position at one point in time and establishing an equal short gas position at a different point in time.

We may execute basis spread transactions when the market price differential between locations on a pipeline asset exceeds our cost of transporting physical gas through our owned and/or leased pipeline asset. When this market condition exists, we may execute derivative instruments around this differential at the market price. This basis spread transaction allows us to lock in a margin on our physical purchases and sales of gas.

#### Customers and Contracts

We sell our commodities to a variety of customers ranging from large, multi-national petrochemical and refining companies to small regional retail propane distributors. Substantially all of our NGL sales are made at market-based prices, including approximately 22% of our NGL production which was committed to Phillips 66 and Chevron

Phillips Chemical, or CPChem as of December 31, 2017. The primary production commitment on certain contracts began a ratable wind down period in December 2014 and expires in January 2019. We anticipate continuing to purchase and sell commodities with Phillips 66 and CPChem in the ordinary course of business.

## Competition

The Logistics and Marketing business is highly competitive in our markets and includes interstate and intrastate pipelines, integrated oil and gas companies that produce, fractionate, transport, store and sell natural gas and NGLs, and underground storage facilities. Competition is often the greatest in geographic areas experiencing robust drilling by producers and strong petrochemical demand and during periods of high NGL prices relative to natural gas. Competition is also increased in those geographic areas where our contracts with our customers are shorter term and therefore must be renegotiated on a more frequent basis.

Competition in the NGLs marketing area comes from other midstream NGL marketing companies, international producers/traders, chemical companies, refineries and other asset owners. Along with numerous marketing competitors, we offer price risk management and other services. We believe it is important that we tailor our services to the end-use customer to remain competitive.

## Other Segment Information

For additional information on our segments, please see Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Note 21 of the Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data."

We have no revenue attributable to international activities.

## REGULATORY AND ENVIRONMENTAL MATTERS

### Safety and Maintenance Regulation

We are subject to regulation by the United States Department of Transportation, or DOT, under the Hazardous Liquids Pipeline Safety Act of 1979, as amended, or HLPESA, and comparable state statutes with respect to design, installation, testing, construction, operation, replacement and management of pipeline facilities. HLPESA applies to interstate and intrastate pipeline facilities and the pipeline transportation of liquid petroleum and petroleum products, including NGLs and condensate, and requires any entity that owns or operates pipeline facilities to comply with such regulations, to permit access to and copying of records and to file certain reports and provide information as required by the United States Secretary of Transportation. These regulations include potential fines and penalties for violations. We believe that we are in compliance in all material respects with these HLPESA regulations.

We are also subject to the Natural Gas Pipeline Safety Act of 1968, as amended, or NGPSA, and the Pipeline Safety Improvement Act of 2002. The NGPSA regulates safety requirements in the design, construction, operation and maintenance of gas pipeline facilities while the Pipeline Safety Improvement Act establishes mandatory inspections for all United States oil and natural gas transportation pipelines in high-consequence areas within 10 years. DOT, through the Pipeline and Hazardous Materials Safety Administration (PHMSA), has developed regulations implementing the Pipeline Safety Improvement Act that requires pipeline operators to implement integrity management programs, including more frequent inspections and other safety protections in areas where the consequences of potential pipeline accidents pose the greatest risk to people and their property.

Pipeline safety legislation enacted in 2012, the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011, (the Pipeline Safety and Job Creations Act) reauthorizes funding for federal pipeline safety programs through 2015, increases penalties for safety violations, establishes additional safety requirements for newly constructed pipelines, and requires studies of certain safety issues that could result in the adoption of new regulatory requirements for existing pipelines, including the expansion of integrity management, use of automatic and remote-controlled shut-off valves, leak detection systems, sufficiency of existing regulation of gathering pipelines, use of excess flow valves, verification of maximum allowable operating pressure, incident notification, and other pipeline-safety related requirements. New rules proposed by DOT's PHMSA address many areas of this legislation. Extending the integrity management requirements to our gathering lines would impose additional obligations on us and could add material cost to our operations.

The Pipeline Safety and Job Creation Act requires more stringent oversight of pipelines and increased civil penalties for violations of pipeline safety rules. The legislation gives PHMSA civil penalty authority up to \$200,000 per day per violation, with a maximum of \$2 million for any related series of violations. Any material penalties or fines under these or other statutes, rules, regulations or orders could have a material adverse impact on our business, financial condition, results of operation and cash flows.

We currently estimate we will incur approximately \$47 million between 2018 and 2022 to implement integrity management program testing along certain segments of our natural gas transmission and NGL pipelines. We believe that we are in compliance in all material respects with the NGPSA and the Pipeline Safety Improvement Act of 2002 and the Pipeline Safety and Job Creation Act.

States are largely preempted by federal law from regulating pipeline safety but may assume responsibility for enforcing intrastate pipeline regulations at least as stringent as the federal standards. In practice, states vary considerably in their authority and capacity to address pipeline safety. We do not anticipate any significant problems in complying with applicable state laws and regulations in those states in which we or the entities in which we own an interest operate. Our natural gas transmission and regulated gathering pipelines have ongoing inspection and compliance programs designed to keep the facilities in compliance with pipeline safety and pollution control requirements.

In addition, we are subject to the requirements of the federal Occupational Safety and Health Act, or OSHA, and comparable state statutes, whose purpose is to protect the health and safety of workers, both generally and within the pipeline industry. In addition, the OSHA hazard communication standard, the Environmental Protection Agency, or EPA, community right-to-know regulations under Title III of the federal Superfund Amendment and Reauthorization Act and comparable state statutes require that information be maintained concerning hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens. We and the entities in which we own an interest are also subject to OSHA Process Safety Management and EPA Risk Management Program regulations, which are designed to prevent or minimize the consequences of catastrophic releases of toxic, reactive, flammable or explosive chemicals. The OSHA regulations apply to any process which involves a chemical at or above specified thresholds, or any process which involves flammable liquid or gas, pressurized tanks, caverns and wells holding or handling these materials in quantities in excess of 10,000 pounds at various locations. Flammable liquids stored in atmospheric tanks below their normal boiling point without the benefit of chilling or refrigeration are exempt from these standards. The EPA regulations have similar applicability thresholds. We have an internal program of inspection designed to monitor and enforce compliance with worker safety requirements. We believe that we are in compliance in all material respects with all applicable laws and regulations relating to worker health and safety.

#### Propane Regulation

National Fire Protection Association Codes No. 54 and No. 58, which establish rules and procedures governing the safe handling of propane, or comparable regulations, have been adopted as the industry standard in all of the states in which we operate. In some states these laws are administered by state agencies, and in others they are administered on a municipal level. The transportation of propane by rail is regulated by the Federal Railroad Administration. We conduct ongoing training programs to help ensure that our operations are in compliance with applicable regulations. We maintain various permits that are necessary to operate our facilities, some of which may be material to our propane operations. We believe that the procedures currently in effect at all of our facilities for the handling, storage and distribution of propane are consistent with industry standards and are in compliance in all material respects with applicable laws and regulations.

#### FERC and State Regulation of Operations

FERC regulation of interstate natural gas pipelines, the marketing and sale of natural gas in interstate commerce and the transportation of NGLs in interstate commerce may affect certain aspects of our business and the market for our products and services. Regulation of gathering systems and intrastate transportation of natural gas and NGLs by state agencies may also affect our business.

#### Interstate Natural Gas Pipeline Regulation

Our Cimarron River, Discovery, and Dauphin Island Gathering Partners systems, or portions thereof, are some of our natural gas pipeline assets that are subject to regulation by FERC, under the Natural Gas Act of 1938, as amended, or NGA. Natural gas companies subject to the NGA may only charge rates that have been determined to be just and reasonable. In addition, FERC authority over natural gas companies that provide natural gas pipeline transportation services in interstate commerce includes:

- certification and construction of new facilities;
- abandonment of services and facilities;
- maintenance of accounts and records;
- acquisition and disposition of facilities;
- initiation and discontinuation of transportation services;
- terms and conditions of transportation services and service contracts with customers;



- depreciation and amortization policies;
- conduct and relationship with certain affiliates; and
- various other matters.

Generally, the maximum filed recourse rates for an interstate natural gas pipeline's transportation services are based on the pipeline's cost of service including recovery of and a return on the pipeline's actual prudent investment cost. Key determinants in the ratemaking process are costs of providing service, including an income tax allowance, allowed rate of return and volume

throughput and contractual capacity commitment assumptions. The allocation of costs to various pipeline services and the manner in which rates are designed also can impact a pipeline's profitability. The maximum applicable recourse rates and terms and conditions for service are set forth in each pipeline's FERC-approved gas tariff. FERC-regulated natural gas pipelines are permitted to discount their firm and interruptible rates without further FERC authorization down to the minimum rate or variable cost of performing service, provided they do not "unduly discriminate." Tariff changes can only be implemented upon approval by FERC. Two primary methods are available for changing the rates, terms and conditions of service of an interstate natural gas pipeline. Under the first method, the pipeline voluntarily seeks a tariff change by making a tariff filing with FERC justifying the proposed tariff change and providing notice, generally 30 days, to the appropriate parties. If FERC determines, as required by the NGA, that a proposed change is just and reasonable, FERC will accept the proposed change and the pipeline will implement such change in its tariff. However, if FERC determines that a proposed change may not be just and reasonable as required by NGA, then FERC may suspend such change for up to five months beyond the date on which the change would otherwise go into effect and set the matter for an administrative hearing. Subsequent to any suspension period ordered by FERC, the proposed change may be placed into effect by the company, pending final FERC approval. In most cases, a proposed rate increase is placed into effect before a final FERC determination on such rate increase, and the proposed increase is collected subject to refund (plus interest). Under the second method, FERC may, on its own motion or based on a complaint, initiate a proceeding to compel the company to change or justify its rates, terms and/or conditions of service. If FERC determines that the existing rates, terms and/or conditions of service are unjust, unreasonable, unduly discriminatory or preferential, then any rate reduction or change that it orders generally will be effective prospectively from the date of the FERC order requiring this change.

The natural gas industry historically has been heavily regulated; therefore, there is no assurance that a more stringent regulatory approach will not be pursued by FERC and Congress, especially in light of potential market power abuse by marketing companies engaged in interstate commerce. In the Energy Policy Act of 2005, or EPACT 2005, Congress amended the NGA and Federal Power Act to add anti-fraud and anti-manipulation requirements. EPACT 2005 prohibits the use of any "manipulative or deceptive device or contrivance" in connection with the purchase or sale of natural gas, electric energy or transportation subject to FERC jurisdiction. FERC adopted market manipulation and market behavior rules to implement the authority granted under EPACT 2005. These rules, which prohibit fraud and manipulation in wholesale energy markets, are subject to broad interpretation. Given FERC's broad mandate granted in EPACT 2005, if energy prices are high, or exhibit what FERC deems to be "unusual" trading patterns, FERC may investigate energy markets to determine if behavior unduly impacted or "manipulated" energy prices.

In addition, EPACT 2005 gave FERC increased penalty authority for violations of the NGA and FERC's rules and regulations thereunder. FERC may issue civil penalties of up to \$1 million per day per violation, and violators may be subject to criminal penalties of up to \$1 million per violation and five years in prison. FERC may also order disgorgement of profits obtained in violation of FERC rules. FERC relies on its enforcement authority in issuing a number of natural gas enforcement actions. Failure to comply with the NGA and FERC's rules and regulations thereunder could result in the imposition of civil penalties and disgorgement of profits.

#### Intrastate Natural Gas Pipeline Regulation

Intrastate natural gas pipeline operations are not generally subject to rate regulation by FERC, but they are subject to regulation by various agencies in the respective states where they are located. While the regulatory regime varies from state to state, state agencies typically require intrastate gas pipelines to provide service that is not unduly discriminatory and to file and/or seek approval of their rates with the agencies and permit shippers to challenge existing rates or proposed rate increases. For example, our Guadalupe system is an intrastate pipeline regulated as a gas utility by the Railroad Commission of Texas. To the extent that an intrastate pipeline system transports natural gas in interstate commerce, the rates and terms and conditions of such interstate transportation service are subject to FERC rules and regulations under Section 311 of the Natural Gas Policy Act, or NGPA. Certain of our systems are subject to FERC jurisdiction under Section 311 of the NGPA for their interstate transportation services. Section 311 regulates, among other things, the provision of transportation services by an intrastate natural gas pipeline on behalf of a local distribution company or an interstate natural gas pipeline. Under Section 311, rates charged for transportation must be fair and equitable, and amounts collected in excess of fair and equitable rates are subject to refund with interest. Rates for service pursuant to Section 311 of the NGPA are generally subject to review and approval by FERC

at least once every five years. Additionally, the terms and conditions of service set forth in the intrastate pipeline's Statement of Operating Conditions are subject to FERC approval. Non-compliance with FERC's rules and regulations established under Section 311 of the NGPA, including failure to observe the service limitations applicable to transportation services provided under Section 311, failure to comply with the rates approved by FERC for Section 311 service, and failure to comply with the terms and conditions of service established in the pipeline's FERC-approved Statement of Operating Conditions could result in the imposition of civil and criminal penalties. Among other matters, EPACT 2005 also amended the

NGPA to give FERC authority to impose civil penalties for violations of the NGPA up to \$1 million for any one violation and violators may be subject to criminal penalties of up to \$1 million per violation and five years in prison.

#### Gathering Pipeline Regulation

Section 1(b) of the NGA exempts natural gas gathering facilities from the jurisdiction of FERC under the NGA. We believe that our natural gas gathering facilities meet the traditional tests FERC has used to establish a pipeline's status as a gatherer not subject to FERC jurisdiction. However, the distinction between FERC-regulated transmission services and federally unregulated gathering services continues to be a current issue in various FERC proceedings with respect to facilities that interconnect gathering and processing plants with nearby interstate pipelines, so the classification and regulation of our gathering facilities may be subject to change based on future determinations by FERC and the courts. State regulation of gathering facilities generally includes various safety, environmental, and, in many circumstances, nondiscriminatory take requirements and complaint-based rate regulation.

Our purchasing, gathering and intrastate transportation operations are subject to ratable take and common purchaser statutes in the states in which they operate. The ratable take statutes generally require gatherers to take, without undue discrimination, natural gas production that may be tendered to the gatherer for handling. Similarly, common purchaser statutes generally require gatherers to purchase without undue discrimination as to source of supply or producer. These statutes are designed to prohibit discrimination in favor of one producer over another producer or one source of supply over another source of supply. These statutes have the effect of restricting our right as an owner of gathering facilities to decide with whom we contract to purchase or transport natural gas.

Natural gas gathering may receive greater regulatory scrutiny at both the state and federal levels where FERC has recognized a jurisdictional exemption for the gathering activities of interstate pipeline transmission companies and a number of such companies have transferred gathering facilities to unregulated affiliates. Many of the producing states have adopted some form of complaint-based regulation that generally allows natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to natural gas gathering access and rate discrimination. Our gathering operations could be adversely affected should they be subject in the future to the application of state or federal regulation of rates and services. Additional rules and legislation pertaining to these matters are considered or adopted from time to time. We cannot predict what effect, if any, such changes might have on our operations, but the industry could be required to incur additional capital expenditures and increased costs depending on future legislative and regulatory changes.

#### Sales of Natural Gas

The price at which we buy and sell natural gas currently is not subject to federal regulation and, for the most part, is not subject to state regulation. However, with regard to our interstate purchases and sales of natural gas, and any related hedging activities that we undertake, we are required to observe anti-market manipulation laws and related regulations enforced by FERC and/or the Commodity Futures Trading Commission, or CFTC. Should we violate the anti-market manipulation laws and regulations, in addition to civil and criminal penalties, we could be subject to related third party damage claims by, among others, market participants, sellers, royalty owners and taxing authorities. Our sales of natural gas are affected by the availability, terms and cost of pipeline transportation. As noted above, the price and terms of access to pipeline transportation are subject to extensive federal and state regulation. FERC is continually proposing and implementing new rules and regulations affecting those segments of the natural gas industry, most notably interstate natural gas transmission companies that remain subject to FERC jurisdiction. These initiatives also may affect the intrastate transportation of natural gas under certain circumstances. The stated purpose of many of these regulatory changes is to promote competition among the various sectors of the natural gas industry. We cannot predict the ultimate impact of these regulatory changes to our natural gas marketing operations.

#### Interstate NGL Pipeline Regulation

Certain of our pipelines, including Sand Hills and Southern Hills, are common carriers that provide interstate NGL transportation services subject to FERC regulation. FERC regulates interstate common carriers under its Oil Pipeline Regulations, the Interstate Commerce Act of 1887, as amended, or ICA, and the Elkins Act of 1903, as amended. FERC requires that common carriers file tariffs containing all the rates, charges and other terms for services provided by such pipelines. The ICA requires that tariffs apply to the interstate movement of NGLs, as is the case with the Sand Hills, Southern Hills, Black Lake, Wattenberg and Front Range pipelines. Pursuant to the ICA, rates must be just, reasonable, and nondiscriminatory, and can be challenged at FERC either by protest when they are initially filed or

increased or by complaint at any time they remain on file with FERC.

In October 1992, Congress passed EPACT, which among other things, required FERC to issue rules establishing a

15

---

simplified and generally applicable ratemaking methodology for pipelines regulated by FERC pursuant to the ICA. FERC responded to this mandate by issuing several orders, including Order No. 561 that enables common carrier pipelines to charge rates up to their ceiling levels, which are adjusted annually based on an inflation index. Specifically, the indexing methodology requires a pipeline to adjust the ceiling level for its rates annually by the inflation index established by the FERC. FERC reviews the indexing methodology every five years, and in 2015, the indexing methodology for the five years beginning July 1, 2016 was changed to be the Producer Price Index for Finished Goods plus 1.23 percent. Rate increases made pursuant to the indexing methodology are subject to protest, but such protests must show that the portion of the rate increase resulting from application of the index is substantially in excess of the pipeline's increase in costs from the previous year. If the indexing methodology results in a reduced ceiling level that is lower than a pipeline's filed rate, the pipeline is required to reduce its rate to comply with the lower ceiling unless doing so would reduce a rate "grandfathered" under EPACT below the grandfathered level. A pipeline must, as a general rule, utilize the indexing methodology to change its rates. FERC, however, retained cost-of-service ratemaking, market-based rates, and settlement as alternatives to the indexing approach, which alternatives may be used in certain specified circumstances. The ceiling levels calculated for our interstate NGL pipelines are typically increased each year pursuant to the indexing methodology, but may be subject to decrease, which occurred in 2016 and resulted in the decrease in the tariff rates for many such pipelines.

On October 20, 2016, FERC issued an Advance Notice of Proposed Rulemaking, which presented significant changes to the indexing mechanism and reporting requirements of common carriers subject to FERC's jurisdiction under the ICA. The proposed changes to the indexing methodology, would prohibit an increase in a common carrier's ceiling level and rates if a complaint was filed and the return as reported by the common carrier in two previous annual reports exceeded a predetermined threshold. Additionally, the FERC proposed multiple changes to its annual reporting requirements. We cannot predict the outcome of the proceeding, but the proposal, if implemented, could adversely impact future rate increases of our common carriers and place additional administration and reporting burdens on our business.

#### Intrastate NGL Pipeline Regulation

NGL and other common carrier petroleum pipelines that provide intrastate transportation services are subject to regulation by various agencies in the respective states where they are located. While the regulatory regime varies from state to state, state agencies typically require intrastate petroleum pipelines to file tariffs and their rates with the agencies and permit shippers to challenge existing rates or proposed rate increases. For example, certain of our pipelines have tariffs filed with the Railroad Commission of Texas for their intrastate NGL transportation services.

#### Environmental Matters

##### General

Our operation of pipelines, plants and other facilities for gathering, compressing, treating, processing, transporting, fractionating, storing or selling natural gas, NGLs and other products is subject to stringent and complex federal, state and local laws and regulations governing the emission or discharge of materials into the environment or otherwise relating to the protection of the environment.

As an owner or operator of these facilities, we must comply with these laws and regulations at the federal, state and local levels. These laws and regulations can restrict or impact our business activities in many ways, such as: requiring the acquisition of permits or authorizations to conduct regulated activities and imposing obligations in those permits, potentially including capital expenditures or operational requirements, that reduce or limit impacts to the environment;

restricting the ways that we can handle or dispose of our wastes;

limiting or prohibiting construction or operational activities in sensitive areas such as wetlands, coastal regions or areas inhabited by threatened and endangered species;

requiring remedial action to mitigate pollution conditions caused by our operations or attributable to former operations; and

enjoining, or compelling changes to, the operations of facilities deemed not to be in compliance with permits issued pursuant to such environmental laws and regulations.

Failure to comply with these laws and regulations may trigger a variety of administrative, civil, or potentially criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements, potential citizen lawsuits, and the issuance of orders enjoining or affecting future operations. Certain environmental statutes impose strict liability or joint and several liability for costs required to clean up and restore sites where hazardous substances, or in some cases hydrocarbons, have been disposed or otherwise released. Moreover, it is not uncommon for neighboring landowners and

other third parties to file claims for property damage or personal injury allegedly caused by the release of substances or other waste products into the environment.

The overall trend in federal and state environmental programs is to expand regulatory requirements, placing more restrictions and limitations on activities that may affect the environment. Thus, there can be no assurance as to the amount or timing of future expenditures for environmental compliance or remediation, and actual future expenditures may be different from the amounts we currently anticipate. We try to anticipate future regulatory requirements that might be imposed and plan accordingly to remain in compliance with changing environmental laws and regulations, participate as applicable in the public process to ensure such new requirements are well founded and reasonable or to revise them if they are not, and to manage the costs of such compliance. We also actively participate in industry groups that help formulate recommendations for addressing existing or future regulations.

We do not believe that compliance with federal, state or local environmental laws and regulations will have a material adverse effect on our business, financial position or results of operations. Below is a discussion of the more significant environmental laws and regulations that relate to our business.

#### Impact of Air Quality Standards and Climate Change

A number of states have adopted or considered programs to reduce “greenhouse gases,” or GHGs, which can include methane, and, depending on the particular program or jurisdiction, we could be required to purchase and surrender allowances, either for GHG emissions resulting from our operations (e.g., compressor units) or from downstream combustion of fuels (e.g., oil or natural gas) that we process, or we may otherwise be required by regulation to take steps to reduce emissions of GHGs. Also, the EPA has declared that GHGs “endanger” public health and welfare, and is regulating GHG emissions from mobile sources such as cars and trucks. The EPA's 2010 action on the GHG vehicle emission rule triggered regulation of carbon dioxide and other GHG emissions from stationary sources under certain Clean Air Act programs at both the federal and state levels, including the Prevention of Significant Deterioration (“PSD”) program and Title V permitting. In 2016 EPA proposed a rule to revise the PSD and Title V permitting regulations applicable to GHGs in response to a 2014 U.S. Supreme Court decision and subsequent D.C. Circuit decision striking down its 2011 rules. The proposed revisions required that major sources of non-GHG air pollutants, such as volatile organic compounds or nitrogen oxides, which also emit 100,000 tons per year or more of CO<sub>2</sub> equivalent (or modifications of these sources that result in an emissions increase of 75,000 tons per year or more of CO<sub>2</sub> equivalent), obtain permits addressing emissions of greenhouse gases. The EPA has not acted to finalize this proposed rule. The EPA also has published various rules relating to the mandatory reporting of GHG emissions, including mandatory reporting requirements of GHGs from petroleum and natural gas systems. In October 2015, the EPA amended and expanded greenhouse gas reporting requirements to all segments of the oil and gas sector starting with the 2016 reporting year. In June 2016, the EPA published final new source performance standards (“NSPS”) for methane (a greenhouse gas) from new and modified oil and gas sector sources. These regulations expand upon the 2012 EPA rulemaking for oil and gas equipment-specific emissions controls, for example, regulating well head production emissions with leak detection and repair requirements, pneumatic controllers and pumps requirements, compressor requirements, and instituting leak detection and repair requirements for natural gas compressor and booster stations for the first time. In June 2017, EPA published a proposed rule to stay certain requirements of the 2016 NSPS rule for two years while it completes reconsideration of certain aspects of the rule and reviews the entire rule. In October 2015, the EPA finalized a reduction of the ambient ozone standard from 75 parts per billion to 70 parts per billion under the Clean Air Act. At EPA’s request, the judicial challenge to the ozone standard in the D.C. Circuit was put in abeyance while EPA reviews the standard. The EPA has also indicated that it will request comments on entirely withdrawing the October 2016 Control Techniques Guidelines for emissions of volatile organic compounds from oil and gas sector sources that were to be implemented or utilized by states in ozone nonattainment areas, with an expected co-benefit of reduced methane emissions. The permitting, regulatory compliance and reporting programs, taken as a whole, increase the costs and complexity of oil and gas operations with potential to adversely affect the cost of doing business for our customers resulting in reduced demand for our gas processing and transportation services, and which may also require us to incur certain capital and operating expenditures in the future to meet regulatory requirements or for air pollution control equipment, for example, in connection with obtaining and maintaining operating permits and approvals for air emissions associated with our facilities and operations.



#### Hazardous Substances and Waste

Our operations are subject to environmental laws and regulations relating to the management and release of hazardous substances, or solid or hazardous wastes, including petroleum hydrocarbons. These laws generally regulate the generation, storage, treatment, transportation and disposal of solid and hazardous waste, and may impose strict liability or joint and several liability for the investigation and remediation of areas at a facility where hazardous substances, or in some cases hydrocarbons, may have been released or disposed. For instance, the Comprehensive Environmental Response, Compensation, and Liability Act, as amended, or CERCLA, also known as the Superfund law, and comparable state laws impose liability, without regard to

fault or the legality of the original conduct, on certain classes of persons that contributed to the release of a hazardous substance into the environment. These persons include current and prior owners or operators of the site where the release occurred and companies that disposed or arranged for the disposal of the hazardous substances found at the site. Under CERCLA, these persons may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek to recover from the responsible parties the costs that the agency incurs. Despite the "petroleum exclusion" of CERCLA Section 101(14), which encompasses natural gas, we may nonetheless handle hazardous substances within the meaning of CERCLA, or similar state statutes, in the course of our ordinary operations and, as a result, may be jointly and severally liable under CERCLA for all or part of the costs required to clean up sites at which these hazardous substances have been released into the environment.

We also generate solid wastes, including hazardous wastes that are subject to the requirements of the Resource Conservation and Recovery Act, as amended, or RCRA, and comparable state statutes. While RCRA regulates both solid and hazardous wastes, it imposes strict requirements on the generation, storage, treatment, transportation and disposal of hazardous wastes. Certain petroleum and natural gas production wastes are excluded from RCRA's hazardous waste regulations. However, it is possible that these wastes, which could include wastes currently generated during our operations, may in the future be designated by the EPA as hazardous wastes and therefore be subject to more rigorous and costly disposal requirements. Any such changes in the laws and regulations could have a material adverse effect on our maintenance capital expenditures and operating expenses.

We currently own or lease properties where petroleum hydrocarbons are being or have been handled for many years. Although we have utilized operating and disposal practices that were standard in the industry at the time, petroleum hydrocarbons or other wastes may have been disposed of or released on or under the properties owned or leased by us, or on or under the other locations where these petroleum hydrocarbons and wastes have been taken for treatment or disposal. In addition, certain of these properties may have been operated by third parties whose treatment and disposal or release of petroleum hydrocarbons or other wastes was not under our control. These properties and wastes disposed or released thereon may be subject to CERCLA, RCRA and analogous state laws, or separate state laws that address hydrocarbon releases. Under these laws, we could be required to remove or remediate releases of hydrocarbon materials, or previously disposed wastes (including wastes disposed of or released by prior owners or operators), or to clean up contaminated property (including contaminated groundwater) or to perform remedial operations to prevent future contamination. We are not currently aware of any facts, events or conditions relating to the application of such requirements that could reasonably have a material impact on our operations or financial condition.

#### Water

The Federal Water Pollution Control Act of 1972, as amended, also referred to as the Clean Water Act, or CWA, and analogous state laws impose restrictions and strict controls regarding the discharge of pollutants into navigable waters. Pursuant to the CWA and analogous state laws, permits must be obtained to discharge pollutants into state and federal waters. The CWA also requires implementation of spill prevention, control and countermeasure plans, also referred to as "SPCC plans," in connection with on-site storage of threshold quantities of oil or certain other materials. The CWA imposes substantial potential civil and criminal penalties for non-compliance. State laws for the control of water pollution also provide varying civil and criminal penalties and liabilities. In addition, some states maintain groundwater protection programs that require permits for discharges or operations that may impact groundwater. The EPA has also promulgated regulations that require us to have permits in order to discharge certain storm water. The EPA has entered into agreements with certain states in which we operate whereby the permits are issued and administered by the respective states. These permits may require us to monitor and sample the storm water discharges. We believe that compliance with existing permits and compliance with foreseeable new permit requirements will not have a material adverse effect on our financial condition or results of operations.

The Oil Pollution Act of 1990, or OPA, which is part of the Clean Water Act, addresses prevention, containment and cleanup, and liability associated with oil pollution. OPA applies to vessels, offshore platforms, and onshore facilities, including natural gas gathering and processing facilities, terminals, pipelines, and transfer facilities. OPA subjects owners of such facilities to strict liability for containment and removal costs, natural resource damages, and certain other consequences of oil spills into jurisdictional waters. Any unpermitted release of petroleum or other pollutants

from our operations could result in government penalties and civil liability. We are not currently aware of any facts, events or conditions relating to the application of such requirements that could reasonably have a material impact on our operations or financial condition.

#### Anti-Terrorism Measures

The federal Department of Homeland Security regulates the security of chemical and industrial facilities pursuant to regulations known as the Chemical Facility Anti-Terrorism Standards. These regulations apply to oil and gas facilities, among others, that are deemed to present “high levels of security risk.” Pursuant to these regulations, certain of our facilities are required to comply with certain regulatory provisions, including requirements regarding inspections, audits, recordkeeping, and protection of chemical-terrorism vulnerability information.

#### Employees

We do not have any employees. Our operations and activities are managed by our general partner, DCP Midstream GP, LP, which is managed by its general partner, DCP Midstream GP, LLC, or the General Partner, which is 100% owned by DCP Midstream, LLC. As of December 31, 2017, approximately 2,650 employees of DCP Services, LLC, a wholly-owned subsidiary of DCP Midstream, LLC, provided support for our operations pursuant to the Services and Employee Secondment Agreement between DCP Services, LLC and us. For additional information, refer to Item 10. "Directors, Executive Officers and Corporate Governance" and Item 13. "Certain Relationships and Related Transactions, and Director Independence" in this Annual Report on Form 10-K.

#### General

We make certain filings with the Securities and Exchange Commission ("SEC"), including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments and exhibits to those reports, which are available free of charge through our website, [www.dcpmidstream.com](http://www.dcpmidstream.com), as soon as reasonably practicable after they are filed with the SEC. Our website and the information contained on that site, or connected to that site, are not incorporated by reference into this report. The filings are also available through the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or by calling 1-800-SEC-0330. Also, these filings are available on the internet at [www.sec.gov](http://www.sec.gov). Our annual reports to unitholders, press releases and recent analyst presentations are also available on our website. We have also posted our code of business ethics on our website.

#### Item 1A. Risk Factors

Limited partner interests are inherently different from capital stock of a corporation, although many of the business risks to which we are subject are similar to those that would be faced by a corporation engaged in similar businesses. You should consider carefully the following risk factors together with all of the other information included in this Annual Report on Form 10-K in evaluating an investment in our common units.

If any of the following risks were actually to occur, our business, financial condition or results of operations could be materially affected. In that case, we might not be able to pay the minimum quarterly distribution on our common units, the trading price of our common units could decline and you could lose all or part of your investment.

#### Risks Related to Our Business

Our cash flow is affected by natural gas, NGL and crude oil prices.

Our business is affected by natural gas, NGL and crude oil prices. In the past, the prices of natural gas, NGLs and crude oil have been volatile, and we expect this volatility to continue.

The level of drilling activity is dependent on economic and business factors beyond our control. Among the factors that impact drilling decisions are commodity prices, the liquids content of the natural gas production, drilling requirements for producers to hold leases, the cost of finding and producing natural gas and crude oil and the general condition of the financial markets. Commodity prices experienced significant volatility during 2017, as illustrated by the following table:

Year Ended	
December 31,	December
2017	31, 2017

Edgar Filing: DCP Midstream, LP - Form 10-K

Commodity:	Daily	Daily	
	High	Low	
NYMEX Natural Gas (\$/MMBtu)	\$3.42	\$2.56	\$ 2.95
NGLs (\$/Gallon)	\$0.76	\$0.50	\$ 0.76
Crude Oil (\$/Bbl)	\$60.42	\$42.53	\$ 60.42

19

---

During periods of natural gas price decline and/or if the price of NGLs and crude oil declines, the level of drilling activity could decrease further. When combined with a reduction of cash flow resulting from lower commodity prices, a reduction in our producers' borrowing base under reserve-based credit facilities and lack of availability of debt or equity financing for our producers may result in a significant reduction in our producers' spending for crude oil and natural gas drilling activity, which could result in lower volumes being transported on our pipeline systems. Other factors that impact production decisions include the ability of producers to obtain necessary drilling and other governmental permits and regulatory changes. Because of these factors, even if new natural gas reserves are discovered in areas served by our assets, producers may choose not to develop those reserves. If we are not able to obtain new supplies of natural gas to replace the declines resulting from reductions in drilling activity, throughput on our pipelines and the utilization rates of our treating and processing facilities would decline, which could have a material adverse effect on our business, results of operations, financial position and cash flows and our ability to make cash distributions.

Market conditions, including commodity prices, may impact our earnings, financial condition and cash flows.

The markets and prices for natural gas, NGLs, condensate and crude oil depend upon factors beyond our control and may not always have a close relationship. These factors include supply of and demand for these commodities, which fluctuate with changes in domestic and export markets and economic conditions and other factors, including:

- the level of domestic and offshore production;
- the availability of natural gas, NGLs and crude oil and the demand in the U.S. and globally for these commodities;
- a general downturn in economic conditions;
- the impact of weather, including abnormally mild winter or summer weather that cause lower energy usage for heating or cooling purposes, respectively, or extreme weather that may disrupt our operations or related upstream or downstream operations;
- actions taken by foreign oil and gas producing and importing nations;
- the availability of local, intrastate and interstate transportation systems and condensate and NGL export facilities;
- the availability and marketing of competitive fuels; and
- the extent of governmental regulation and taxation.

Our primary natural gas gathering and processing arrangements that expose us to commodity price risk are our percent-of-proceeds arrangements. Under percent-of-proceeds arrangements, we generally purchase natural gas from producers for an agreed percentage of the proceeds from the sale of residue gas and/or NGLs resulting from our processing activities, and then sell the resulting residue gas and NGLs at market prices. Under these types of arrangements, our revenues and our cash flows increase or decrease, whichever is applicable, as the price of natural gas and NGLs fluctuate.

Our NGL pipelines could be adversely affected by any decrease in NGL prices relative to the price of natural gas.

The profitability of our NGL pipelines is dependent on the level of production of NGLs from processing plants. When natural gas prices are high relative to NGL prices, it is less profitable to process natural gas because of the higher value of natural gas compared to the value of NGLs and because of the increased cost (principally that of natural gas as a feedstock and fuel) of separating the NGLs from the natural gas. As a result, we may experience periods in which higher natural gas prices relative to NGL prices reduce the volume of natural gas processed at plants connected to our NGL pipelines, as well as reducing the amount of NGL extraction, which would reduce the volumes and gross margins attributable to our NGL pipelines and NGL storage facilities.

Our hedging activities and the application of fair value measurements may have a material adverse effect on our earnings, profitability, cash flows, liquidity and financial condition.

We are exposed to risks associated with fluctuations in commodity prices. The extent of our commodity price risk is related largely to the effectiveness and scope of our hedging activities. For example, the derivative instruments we utilize are based on posted market prices, which may differ significantly from the actual natural gas, NGL and condensate prices that we realize in our operations. To mitigate a portion of our cash flow exposure to fluctuations in the price of natural gas and NGLs, we have entered into derivative financial instruments relating to the future price of natural gas and NGLs, as well as crude oil. Furthermore, we have entered into derivative transactions related to only a portion of the volume of our expected natural gas supply and production of NGLs and condensate from our processing plants; as a result, we will continue to have direct commodity price risk to the portion not covered by derivative transactions. Our actual future production may be significantly higher or lower than we estimate at the time we entered into the derivative transactions for that period. If the actual amount is higher than we estimate, we will have greater commodity price risk than we intended. If the actual amount is lower than the amount that is subject to our derivative financial instruments, we might be forced to satisfy all or a portion of our derivative transactions without the benefit of the cash flow from our sale of the underlying physical commodity, reducing our liquidity.

We record all of our derivative financial instruments at fair value on our balance sheet primarily using information readily observable within the marketplace. In situations where market observable information is not available, we may use a variety of data points that are market observable, or in certain instances, develop our own expectation of fair value. We will continue to use market observable information as the basis for our fair value calculations; however, there is no assurance that such information will continue to be available in the future. In such instances, we may be required to exercise a higher level of judgment in developing our own expectation of fair value, which may be significantly different from the historical fair values, and may increase the volatility of our earnings.

We will continue to evaluate whether to enter into any new derivative arrangements, but there can be no assurance that we will enter into any new derivative arrangement or that our future derivative arrangements will be on terms similar to our existing derivative arrangements. Additionally, although we enter into derivative instruments to mitigate a portion of our commodity price and interest rate risk, we also forego the benefits we would otherwise experience if commodity prices or interest rates were to change in our favor.

Our derivative instruments may require us to post collateral based on predetermined collateral thresholds. Depending on the movement in commodity prices, the amount of posted collateral required may increase, reducing our liquidity.

Our hedging activities may not be as effective as we intend and may actually increase the volatility of our earnings and cash flows. In addition, even though our management monitors our hedging activities, these activities can result in material losses. Such losses could occur under various circumstances, including if a counterparty does not or is unable to perform its obligations under the applicable derivative arrangement, the derivative arrangement is imperfect or ineffective, or our risk management policies and procedures are not properly followed or do not work as planned.

We could incur losses due to impairment in the carrying value of our goodwill or long-lived assets.

We periodically evaluate goodwill and long-lived assets for impairment. Our impairment analyses for long-lived assets require management to apply judgment in evaluating whether events and circumstances are present that indicate an impairment may have occurred. If we believe an impairment may have occurred judgments are then applied in estimating future cash flows as well as asset fair values, including forecasting useful lives of the assets, assessing the probability of different outcomes, and selecting the discount rate that reflects the risk inherent in future cash flows. To perform the impairment assessment for goodwill, we primarily use a discounted cash flow analysis, supplemented by a market approach analysis. Key assumptions in the analysis include the use of an appropriate discount rate, terminal year multiples, and estimated future cash flows including an estimate of operating and general and administrative costs. In estimating cash flows, we incorporate current market information (including forecasted volumes and commodity prices), as well as historical and other factors. If actual results are not consistent with our assumptions and estimates, or our assumptions and estimates change due to new information, we may be exposed to impairment charges. Adverse changes in our business or the overall operating environment, such as lower commodity prices, may affect our estimate of future operating results, which could result in future impairment due to the potential impact on our operations and cash flows.

A reduction in demand for NGL products by the petrochemical, refining or other industries or by the fuel markets could materially adversely affect our results of operations and financial condition.

The NGL products we produce have a variety of applications, including as heating fuels, petrochemical feedstocks and refining blend stocks. A reduction in demand for NGL products, whether because of general or industry specific economic conditions, new government regulations, global competition, reduced demand by consumers for products made with NGL products (for example, reduced petrochemical demand observed due to lower activity in the automobile and construction industries), increased competition from petroleum-based feedstocks due to pricing differences, mild winter weather for some NGL applications or other reasons, could result in a decline in the



volume of NGL products we handle or reduce the fees we charge for our services.

Volumes of natural gas dedicated to our systems in the future may be less than we anticipate.

If the reserves connected to our gathering systems are less than we anticipate and we are unable to secure additional sources of natural gas, then the volumes of natural gas on our systems in the future could be less than we anticipate.

We depend on certain natural gas producer customers for a significant portion of our supply of natural gas and NGLs.

We identify as primary natural gas suppliers those suppliers individually representing 10% or more of our total natural gas and NGLs supply. We have no natural gas supplier representing 10% or more of our total natural gas supply during the year ended December 31, 2017. While some of these customers are subject to long-term contracts, we may be unable to negotiate extensions or replacements of these contracts on favorable terms, if at all. The loss of all or even a portion of the natural gas and NGL volumes supplied by these customers, as a result of competition or otherwise, could have a material adverse effect on our business.

Because of the natural decline in production from existing wells, our success depends on our ability to obtain new sources of supplies of natural gas and NGLs.

Our gathering and transportation pipeline systems are connected to or dependent on the level of production from natural gas and crude wells, from which production will naturally decline over time. As a result, our cash flows associated with these wells will also decline over time. In order to maintain or increase throughput levels on our gathering and transportation pipeline systems and NGL pipelines and the asset utilization rates at our natural gas processing plants, we must continually obtain new supplies. The primary factors affecting our ability to obtain new supplies of natural gas and NGLs, and to attract new customers to our assets include the level of successful drilling activity near these assets, the demand for natural gas, crude oil and NGLs, producers' desire and ability to obtain necessary permits in an efficient manner, natural gas field characteristics and production performance, surface access and infrastructure issues, and our ability to compete for volumes from successful new wells. If we are not able to obtain new supplies of natural gas to replace the natural decline in volumes from existing wells or because of competition, throughput on our pipelines and the utilization rates of our treating and processing facilities would decline, which could have a material adverse effect on our business, results of operations, financial position and cash flows, and our ability to make cash distributions.

Third party pipelines and other facilities interconnected to our natural gas and NGL pipelines and facilities may become unavailable to transport, process or produce natural gas and NGLs.

We depend upon third party pipelines and other facilities that provide delivery options to and from our pipelines and facilities for the benefit of our customers. Since we do not own or operate any of these third-party pipelines or other facilities, their continuing operation is not within our control and may become unavailable to transport, process or produce natural gas and NGLs.

We may not successfully balance our purchases and sales of natural gas and propane.

We purchase from producers and other customers a substantial amount of the natural gas that flows through our natural gas gathering, processing and transportation systems for resale to third parties, including natural gas marketers and end-users. In addition, in our wholesale propane logistics business, we purchase propane from a variety of sources and resell the propane to distributors. We may not be successful in balancing our purchases and sales. A producer or supplier could fail to deliver contracted volumes or deliver in excess of contracted volumes, or a purchaser could purchase less than contracted volumes. Any of these actions could cause our purchases and sales to be unbalanced. While we attempt to balance our purchases and sales, if our purchases and sales are unbalanced, we will face increased exposure to commodity price risks and could have increased volatility in our operating income and cash flows.

Our ability to manage and grow our business effectively could be adversely affected if we or DCP Midstream, LLC and its subsidiaries fail to attract and retain key management personnel and skilled employees.

We rely on our executive management team to manage our day-to-day affairs and establish and execute our strategic business and operational plans. This executive management team has significant experience in the midstream energy industry. The loss of any of our executives or the failure to fill new positions created by expansion, turnover or retirement could adversely affect our ability to implement our business strategy. In addition, our operations require engineers, operational and field technicians and other highly skilled employees. Competition for experienced executives and skilled employees is intense and increases when the demand from other energy companies for such personnel is high. Our ability to execute on our business strategy and to grow or continue our level of service to our current customers may be impaired and our business may be adversely impacted if we or DCP Midstream, LLC and its subsidiaries are unable to attract, train and retain such personnel, which may have an adverse effect on our results of operations and ability to make cash distributions.

A downgrade of our credit rating could impact our liquidity, access to capital and our costs of doing business, and independent third parties determine our credit ratings outside of our control.

In January 2017, our credit rating was lowered and the cost of borrowing under our Credit Agreement increased. The further lowering of our credit rating could further increase our cost of borrowing under our Credit Agreement and could require us to post collateral with third parties, including our hedging arrangements, which could negatively impact our available liquidity and increase our cost of debt.

Credit rating agencies perform independent analysis when assigning credit ratings. The analysis includes a number of criteria including, but not limited to, business composition, market and operational risks, as well as various financial tests. Credit rating agencies continue to review the criteria for industry sectors and various debt ratings and may make changes to those criteria from time to time. Credit ratings are not recommendations to buy, sell or hold our securities, although such credit ratings may affect the market value of our debt instruments. Ratings are subject to revision or withdrawal at any time by the ratings agencies.

Our debt levels may limit our flexibility in obtaining additional financing and in pursuing other business opportunities.

We continue to have the ability to incur additional debt, subject to limitations within our Credit Agreement. Our level of debt could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;
- an increased amount of cash flow will be required to make interest payments on our debt;
- our debt level will make us more vulnerable to competitive pressures or a downturn in our business or the economy generally; and
- our debt level may limit our flexibility in responding to changing business and economic conditions.

Our ability to obtain new debt funding or service our existing debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors. In addition, our ability to service debt under our Credit Agreement will depend on market interest rates. If our operating results are not sufficient to service our current or future indebtedness, we may take actions such as reducing distributions, reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital. We may not be able to effect any of these actions on satisfactory terms, or at all.

Restrictions in our Credit Agreement and the indentures governing our notes may limit our ability to make distributions to unitholders and may limit our ability to capitalize on acquisitions and other business opportunities. Our Credit Agreement and the indentures governing our notes contain covenants limiting our ability to make distributions, incur indebtedness, grant liens, make acquisitions, investments or dispositions and engage in transactions with affiliates. Furthermore, our Credit Agreement contains covenants requiring us to maintain a certain leverage ratio and certain other tests. Any subsequent replacement of our Credit Agreement or any new indebtedness could have similar or greater restrictions. If our covenants are not met, whether as a result of reduced production levels of natural gas and NGLs as described above or otherwise, our financial condition, results of operations and ability to make distributions to our unitholders could be materially adversely affected.

Changes in interest rates may adversely impact our ability to issue additional equity or incur debt, as well as the ability of exploration and production companies to finance new drilling programs around our systems.

Interest rates on future credit facilities and debt offerings could be higher than current levels, causing our financing costs to increase. As with other yield-oriented securities, our unit price is impacted by the level of our cash

distributions and implied distribution yield. The distribution yield is often used by investors to compare and rank related yield-oriented securities for investment decision-making purposes. Therefore, changes in interest rates, either positive or negative, may affect the yield requirements of investors who invest in our units, and a rising interest rate environment could impair our ability to issue additional equity or incur debt to make acquisitions, for other purposes. Increased interest costs could also inhibit the financing of new capital drilling programs by exploration and production companies served by our systems.

The outstanding senior notes and junior subordinated notes, or notes, are unsecured obligations of our operating subsidiary, DCP Midstream Operating, LP, or DCP Operating, and are not guaranteed by any of our subsidiaries. As a result, our notes are effectively junior to DCP Operating's existing and future secured debt and to all debt and other liabilities of its subsidiaries.

The 2.70% Senior Notes due 2019, 9.75% Senior Notes due 2019, 5.35% Senior Notes due 2020, 4.75% Senior Notes due 2021, 4.95% Senior Notes due 2022, 3.875% Senior Notes due 2023, 8.125% Senior Notes due 2030, 6.450% Senior Notes due 2036, 6.750% Senior Notes due 2037, and 5.60% Senior Notes due 2044, or the Senior Notes, are senior unsecured obligations of DCP Operating and rank equally in right of payment with all of its other existing and future senior unsecured debt and effectively junior to any of its future secured indebtedness to the extent of the collateral securing such indebtedness. The 5.85% Fixed-to-Floating Rate Junior Subordinated Notes due 2043 are junior subordinated obligations of DCP Operating and rank junior in right of payment with all of its other existing and future senior unsecured debt. All of our operating assets are owned by our subsidiaries, and none of these subsidiaries guarantee DCP Operating's obligations with respect to the notes. Creditors of DCP Operating's subsidiaries may have claims with respect to the assets of those subsidiaries that rank effectively senior to the notes. In the event of any distribution or payment of assets of such subsidiaries in any dissolution, winding up, liquidation, reorganization or bankruptcy proceeding, the claims of those creditors would be satisfied prior to making any such distribution or payment to DCP Operating in respect of its direct or indirect equity interests in such subsidiaries. Consequently, after satisfaction of the claims of such creditors, there may be little or no amounts left available to make payments in respect of our notes. As of December 31, 2017, DCP Operating's subsidiaries had no debt for borrowed money owing to any unaffiliated third parties. However, such subsidiaries are not prohibited under the indentures governing the notes from incurring indebtedness in the future.

In addition, because our notes and our guarantees of our notes are unsecured, holders of any secured indebtedness of us would have claims with respect to the assets constituting collateral for such indebtedness that are senior to the claims of the holders of our notes. Currently, we do not have any secured indebtedness. Although the indentures governing our notes places some limitations on our ability to create liens securing debt, there are significant exceptions to these limitations that will allow us to secure significant amounts of indebtedness without equally and ratably securing the notes. If we incur secured indebtedness and such indebtedness is either accelerated or becomes subject to a bankruptcy, liquidation or reorganization, our assets would be used to satisfy obligations with respect to the indebtedness secured thereby before any payment could be made on our notes. Consequently, any such secured indebtedness would effectively be senior to our notes and our guarantee of our notes, to the extent of the value of the collateral securing the secured indebtedness. In that event, our noteholders may not be able to recover all the principal or interest due under our notes.

Our significant indebtedness and the restrictions in our debt agreements may adversely affect our future financial and operating flexibility.

As of December 31, 2017, our consolidated principal indebtedness was \$4,725 million. Our significant indebtedness and the additional debt we may incur in the future for potential acquisitions may adversely affect our liquidity and therefore our ability to make interest payments on our notes and distributions on our units.

Debt service obligations and restrictive covenants in our Credit Agreement, and the indentures governing our notes may adversely affect our ability to finance future operations, pursue acquisitions and fund other capital needs as well as our ability to make cash distributions to our unitholders. In addition, this leverage may make our results of operations more susceptible to adverse economic or operating conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive disadvantage as compared to our competitors that have less debt.

If we incur any additional indebtedness, including trade payables, that ranks equally with our notes, the holders of that debt will be entitled to share ratably with the holders of our notes in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of us or DCP Operating. This may have the effect of reducing the amount of proceeds paid to our noteholders. If new debt is added to our current debt levels, the related risks that we now face could intensify.

The adoption of financial reform legislation by the United States Congress could have an adverse effect on our ability to use derivative instruments to hedge risks associated with our business.

We hedge a portion of our commodity risk and our interest rate risk. In its rulemaking under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Act, the Commodities Futures Trading Commission, or CFTC, adopted regulations

to set position limits for certain futures and option contracts in the major energy markets and for swaps that are their economic equivalents, but these rules were successfully challenged in Federal district court by the Securities Industry Financial Markets Association and the International Swaps and Derivatives Association and largely vacated by the court. In December 2016, the CFTC repropose rules that place limits on speculative positions in certain physical commodity futures and options contracts and their "economically equivalent" swaps, including NYMEX Henry Hub Natural Gas and NYMEX Light Sweet Crude Oil contracts, subject to exceptions for certain bona fide hedging transactions. The CFTC has sought comment on the position limits rules as repropose, but since these rules are not yet final, the impact of those provisions on us is uncertain at this time. Under the repropose rules, we believe our hedging transactions will qualify for the non-financial, commercial end user exception, which exempts derivatives intended to hedge or mitigate commercial risk from the mandatory swap clearing requirement, and as a result, we do not expect our hedging activity to be subject to mandatory clearing. The Act may also require us to comply with margin requirements in connection with our hedging activities, although the application of those provisions to us is uncertain at this time. The Act may also require the counterparties to our derivative instruments to spin off some of their hedging activities to a separate entity, which may not be as creditworthy as the current counterparty. The new legislation and related regulations could significantly increase the cost of derivatives contracts for our industry (including requirements to post collateral which could adversely affect our available liquidity), materially alter the terms of derivatives contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure our existing derivatives contracts, and increase our exposure to less creditworthy counterparties, particularly if we are unable to utilize the commercial end user exception with respect to certain of our hedging transactions. If we reduce our use of hedging as a result of the legislation and regulations, our results of operations may become more volatile and our cash flows may be less predictable, which could adversely affect our ability to plan for and fund capital expenditures and fund unitholder distributions. Finally, the legislation was intended, in part, to reduce the volatility of oil and natural gas prices, which some legislators attributed to speculative trading in derivatives and commodity instruments related to oil and natural gas. Our revenues could therefore be adversely affected if a consequence of the legislation and regulations is to lower commodity prices. Any of these consequences could have a material adverse effect on our business, our financial condition, and our results of operations.

Future disruptions in the global credit markets may make equity and debt markets less accessible and capital markets more costly, create a shortage in the availability of credit and lead to credit market volatility, which could disrupt our financing plans and limit our ability to grow.

From time to time, public equity markets experience significant declines, and global credit markets experience a shortage in overall liquidity and a resulting disruption in the availability of credit. Future disruptions in the global financial marketplace, including the bankruptcy or restructuring of financial institutions, could make equity and debt markets inaccessible, and adversely affect the availability of credit already arranged and the availability and cost of credit in the future. We have availability under our Credit Agreement to borrow additional capital, but our ability to borrow under that facility could be impaired if one or more of our lenders fails to honor its contractual obligation to lend to us.

As a publicly traded partnership, these developments could significantly impair our ability to make acquisitions or finance growth projects. We distribute all of our available cash, as defined in our Partnership Agreement ("Partnership Agreement"), to our common unitholders on a quarterly basis. We rely upon external financing sources, including the issuance of debt and equity securities and bank borrowings, to fund acquisitions or expansion capital expenditures or fund routine periodic working capital needs. Any limitations on our access to external capital, including limitations caused by illiquidity or volatility in the capital markets, may impair our ability to complete future acquisitions and construction projects on favorable terms, if at all. As a result, we may be at a competitive disadvantage as compared to businesses that reinvest all of their available cash to expand ongoing operations, particularly under adverse economic conditions.



Volatility in the capital markets may adversely impact our liquidity.

The capital markets may experience volatility, which may lead to financial uncertainty. Our access to funds under the Credit Agreement is dependent on the ability of the lenders that are party to the Credit Agreement to meet their funding obligations. Those lenders may not be able to meet their funding commitments if they experience shortages of capital and liquidity. If lenders under the Credit Agreement were to fail to fund their share of the Credit Agreement, our available borrowings could be further reduced. In addition, our borrowing capacity may be further limited by the Credit Agreement's financial covenants.

A significant downturn in the economy could adversely affect our results of operations, financial position or cash flows. In the event that our results were negatively impacted, we could require additional borrowings. A deterioration of the capital markets could adversely affect our ability to access funds on reasonable terms in a timely manner.

We have a holding company structure in which our subsidiaries conduct our operations and own our operating assets.

The partnership is a holding company, and our subsidiaries conduct all of our operations and own all of our operating assets. We do not have significant assets other than equity in our subsidiaries and equity investees. As a result, our ability to make required payments on our notes depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to make distributions to us may be restricted by, among other things, credit instruments, applicable state business organization laws and other laws and regulations. If our subsidiaries are prevented from distributing funds to us, we may be unable to pay all the principal and interest on the notes when due.

We may incur significant costs and liabilities resulting from implementing and administering pipeline and asset integrity programs and related repairs.

Pursuant to the Pipeline Safety Improvement Act of 2002, PHMSA has adopted regulations requiring pipeline operators to develop integrity management programs for transportation pipelines located where a leak or rupture could do the most harm in “high consequence areas.” The regulations require operators to:

- perform ongoing assessments of pipeline integrity;
- identify threats to pipeline segments that could impact a high consequence area and assess the risks that such threats pose to pipeline integrity;
- collect, integrate, and analyze data regarding threats and risks posed to the pipeline;
- repair and remediate the pipeline as necessary; and
- implement preventive and mitigating actions.

Pipeline safety legislation enacted in 2012, the Pipeline Safety, Regulatory Certainty, and Job Creation Act of 2011, or the Pipeline Safety and Job Creations Act, reauthorizes funding for federal pipeline safety programs through 2015, increases penalties for safety violations, establishes additional safety requirements for newly constructed pipelines, and requires studies of certain safety issues that could result in the adoption of new regulatory requirements for existing pipelines, including the expansion of integrity management, use of automatic and remote-controlled shut-off valves, leak detection systems, sufficiency of existing regulation of gathering pipelines, use of excess flow valves, verification of maximum allowable operating pressure, incident notification, and other pipeline-safety related requirements. New rules proposed by PHMSA, address many areas of this legislation. Extending the integrity management requirements to our gathering lines would impose additional obligations on us and could add material cost to our operations.

Although many of our natural gas facilities currently are not subject to pipeline integrity requirements, we may incur significant costs and liabilities associated with repair, remediation, preventative or mitigation measures associated with non-exempt pipelines. Such costs and liabilities might relate to repair, remediation, preventative or mitigating actions that may be determined to be necessary as a result of the testing program, or new requirements that may be imposed as a result of the Pipeline Safety and Job Creation Act, as well as lost cash flows resulting from shutting down our pipelines during the pendency of such repairs. Additionally, we may be affected by the testing, maintenance and repair of pipeline facilities downstream from our own facilities. With the exception of our Wattenberg pipeline, our NGL pipelines are also subject to integrity management and other safety regulations imposed by the Texas Railroad Commission, or TRRC.

We currently estimate that we will incur approximately \$47 million between 2018 and 2022 to implement pipeline integrity management program testing along certain segments of our natural gas and NGL pipelines. This does not include the costs, if any, of any repair, remediation, preventative or mitigating actions that may be determined to be necessary as a result of the testing program, or new requirements that may be imposed as a result of the Pipeline Safety and Job Creation Act, which costs could be substantial.

We currently transport NGLs produced at our processing plants on our owned and third party NGL pipelines. Accordingly, in the event that an owned or third party NGL pipeline becomes inoperable due to any necessary repairs resulting from integrity testing programs or for any other reason for any significant period of time, we would need to transport NGLs by other means. There can be no assurance that we will be able to enter into alternative transportation arrangements under comparable terms.

Any new or expanded pipeline integrity requirements or the adoption of other asset integrity requirements could also increase our cost of operation and impair our ability to provide service during the period in which assessments and repairs take place, adversely affecting our business. Further, execution of and compliance with such integrity programs may cause us to

incur greater than expected capital and operating expenditures for repairs and upgrades that are necessary to ensure the continued safe and reliable operation of our assets.

State and local legislative and regulatory initiatives relating to oil and gas operations could adversely affect our third-party customers' production and, therefore, adversely impact our midstream operations.

Certain states in which we operate have adopted or are considering adopting measures that could impose new or more stringent requirements on oil and gas exploration and production activities. For example, the potential for adverse impacts to our business is present where local governments have enacted ordinances directly regulating pipeline assets and operations, and private individuals have sponsored citizen initiatives to limit hydraulic fracturing, increase mandatory setbacks of oil and gas operations from occupied structures, and achieve more restrictive state or local control over such activities.

In the event state or local restrictions or prohibitions are adopted in our areas of operations, our customers may incur significant compliance costs or may experience delays or curtailment in the pursuit of their exploration, development, or production activities, and possibly be limited or precluded in the drilling of certain wells altogether. Any adverse impact on our customers' activities would have a corresponding negative impact on our throughput volumes. In addition, while the general focus of debate is on upstream development activities, certain proposals may, if adopted, directly impact our ability to competitively locate, construct, maintain, and operate our own assets. Accordingly, such restrictions or prohibitions could have a material adverse effect on our business, prospects, results of operations, financial condition, cash flows and ability to make distributions to our unitholders.

We may incur significant costs and liabilities in the future resulting from a failure to comply with existing or new environmental regulations or an accidental release of hazardous substances or hydrocarbons into the environment.

Our operations are subject to stringent and complex federal, state and local environmental laws and regulations. These include, for example, (1) the federal Clean Air Act and comparable state laws and regulations, including federal and state air permits, that impose obligations related to air emissions; (2) the federal Resource Conservation and Recovery Act, as amended, or RCRA, and comparable state laws that impose requirements for the management, storage and disposal of solid and hazardous waste from our facilities; (3) the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, or CERCLA, also known as "Superfund," and comparable state laws that regulate the cleanup of hazardous substances that may have been released at properties currently or previously owned or operated by us or locations to which we have sent waste for disposal; (4) the Clean Water Act and the Oil Pollution Act, and comparable state laws that impose requirements on discharges to waters as well as requirements to prevent and respond to releases of hydrocarbons to waters of the United States and regulated state waters; and (5) state laws that impose requirements on the response to and remediation of hydrocarbon releases to soil and managing related wastes. Failure to comply with these laws and regulations or newly adopted laws or regulations may trigger a variety of administrative, civil and potentially criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements, and the issuance of orders enjoining or affecting future operations. Certain environmental regulations, including CERCLA and analogous state laws and regulations, impose strict liability and joint and several liability for costs required to clean up and restore sites where hazardous substances, and in some cases hydrocarbons, have been disposed or otherwise released.

There is inherent risk of the incurrence of environmental costs and liabilities in our business due to our handling of natural gas, NGLs and other petroleum products, air emissions related to our operations, and historical industry operations and waste management and disposal practices. For example, an accidental release from one of our facilities could subject us to substantial liabilities arising from environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury and property damage, governmental claims for natural resource damages or imposing fines or penalties for related violations of environmental laws, permits or regulations. In addition, it is possible that stricter laws, regulations or enforcement policies could significantly

increase our compliance costs and the cost of any remediation that may become necessary. We may not be able to recover some or any of these costs from insurance or third-party indemnification.

A change in the jurisdictional characterization of some of our assets by federal, state or local regulatory agencies or a change in policy by those agencies may result in increased regulation of our assets.

The majority of our natural gas gathering and intrastate transportation operations are exempt from FERC regulation under the NGA but FERC regulation still affects these businesses and the markets for products derived from these businesses. FERC's policies and practices across the range of its oil and natural gas regulatory activities, including, for example, its policies on open access transportation, ratemaking, capacity release and market center promotion, indirectly affect intrastate markets. In recent years, FERC has pursued pro-competitive policies in its regulation of interstate oil and natural gas pipelines. However, we cannot assure that FERC will continue this approach as it considers matters such as pipeline rates and rules and policies that

may affect rights of access to oil and natural gas transportation capacity. In addition, the distinction between FERC-regulated transportation services and federally unregulated gathering services has been the subject of regular litigation, so the classification and regulation of some of our gathering facilities and intrastate transportation pipelines may be subject to change based on any reassessment by us of the jurisdictional status of our facilities or on future determinations by FERC and the courts.

In addition, the rates, terms and conditions of some of the transportation services we provide on certain of our pipeline systems are subject to FERC regulation under Section 311 of the NGPA. Under Section 311, rates charged for transportation must be fair and equitable, and amounts collected in excess of fair and equitable rates are subject to refund with interest.

Several of our pipelines are interstate transporters of NGLs and are subject to FERC jurisdiction under the Interstate Commerce Act and the Elkins Act. The base interstate tariff rates for our NGL pipelines are determined either by a FERC cost-of-service proceeding or by agreement with an unaffiliated party, and adjusted annually through the FERC's indexing methodology. The NGL pipelines may also provide incentive rates, which offer tariff rates below the base tariff rates for high volume shipments.

Should we fail to comply with all applicable FERC-administered statutes, rules, regulations and orders, we could be subject to substantial penalties and fines. Under EPACT 2005, FERC has civil penalty authority under the NGA to impose penalties of up to \$1 million per day for each violation and possible criminal penalties of up to \$1 million per violation and five years in prison. Under the NGPA, FERC may impose civil penalties of up to \$1 million for any one violation and may impose criminal penalties of up to \$1 million and five years in prison.

Other state and local regulations also affect our business. Our non-proprietary gathering lines are subject to ratable take and common purchaser statutes. Ratable take statutes generally require gatherers to take, without undue discrimination, oil or natural gas production that may be tendered to the gatherer for handling. Similarly, common purchaser statutes generally require gatherers to purchase without undue discrimination as to source of supply or producer. These statutes restrict our right as an owner of gathering facilities to decide with whom we contract to purchase or transport oil or natural gas. Federal law leaves any economic regulation of natural gas gathering to the states. The states in which we operate have adopted complaint-based regulation of oil and natural gas gathering activities, which allows oil and natural gas producers and shippers to file complaints with state regulators in an effort to resolve grievances relating to oil and natural gas gathering access and rate discrimination. Other state regulations may not directly regulate our business, but may nonetheless affect the availability of natural gas for purchase, processing and sale, including state regulation of production rates and maximum daily production allowable from gas wells. While our proprietary gathering lines are currently subject to limited state regulation, there is a risk that state laws will be changed, which may give producers a stronger basis to challenge the proprietary status of a line, or the rates, terms and conditions of a gathering line providing transportation service.

The interstate tariff rates of certain of our pipelines are subject to review and possible adjustment by federal regulators.

FERC, pursuant to the NGA, regulates many aspects of our interstate natural gas pipeline transportation service, including the rates our pipelines are permitted to charge for such service. Under the NGA, interstate transportation rates must be just and reasonable and not unduly discriminatory. If FERC fails to permit our requested tariff rate increases, or if FERC lowers the tariff rates we are permitted to charge, on its own initiative, or as a result of challenges raised by customers or third parties, our tariff rates may be insufficient to recover the full cost of providing interstate transportation service. In certain circumstances, FERC also has the power to order refunds.

Should we fail to comply with all applicable FERC-administered statutes, rules, regulations and orders, we could be subject to substantial penalties and the disgorgement of profits. Under EPACT 2005, FERC has civil penalty authority

under the NGA to impose penalties for current violations of up to \$1 million per day for each violation and possible criminal penalties of up to \$1 million per violation and five years in prison.

The transportation rates for our NGL pipelines that provide interstate transportation services, our interstate natural gas pipelines, and our intrastate pipelines that provide interstate services under Section 311 of the NGPA could be adversely impacted by potential changes to FERC's income tax allowance policy for partnership pipelines.

Under current policy, FERC permits pipelines to include, in the cost-of-service used as the basis for calculating the pipeline's regulated rates, a tax allowance reflecting the actual or potential income tax liability on public utility income attributable to all partnership or limited liability company interests, if the ultimate owner of the interest has an actual or potential income tax liability on such income. Under current policy, whether a pipeline's owners have such actual or potential income tax liability is reviewed by FERC on a case-by-case basis, and our pipelines' ability to recover an income tax allowance

in a cost-of-service proceeding before FERC is subject to this review and potentially impacted by ultimate partnership ownership. On December 15, 2016, FERC issued a Notice of Inquiry (NOI) regarding its income tax recovery policy following a decision by the U.S. Court of Appeals for the D.C. Circuit, issued in July 2016, that found FERC did not demonstrate there is no double recovery of income taxes for a partnership owned pipeline as a result of the income tax allowance and return on equity policies in a cost-of-service proceeding for an oil pipeline. While the Court of Appeals remand to FERC focused on a specific case, FERC's issuance of an NOI seeks comments on how to address any double-recovery of income taxes and also broader industry comments related to the impact on all regulated industries, including natural gas pipelines, oil pipelines and electric utilities. We cannot predict the outcome of this proceeding, but any shift in policy could impact future rate proceedings for our pipelines organized as partnerships and could adversely affect our revenues for our rates calculated using a cost-of-service methodology.

Moreover, in the NOI proceeding, parties have requested that FERC adjust the rates for interstate pipeline services based on the reduction in the federal income tax rates for corporations, as well as partners and other owners of pass-through entities, in the recently enacted Law to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018. While we believe there is considerable regulatory precedent and laws that afford pipelines due process rights if their rates are contested, FERC has not yet responded to the motions and we cannot predict the outcome. Any action by FERC could impact the rates for our regulated interstate pipeline services. Additionally, the reduction in the federal income tax rates for corporations and individuals could impact the income tax allowance included in the cost-of-service calculations in future rate proceedings for our regulated interstate pipeline services.

Recently proposed or finalized rules imposing more stringent requirements on the oil and gas industry could cause our customers and us to incur increased capital expenditures and operating costs as well as reduce the demand for our services.

On August 16, 2012, the EPA issued final regulations under the Clean Air Act that, among other things, require additional emissions controls for natural gas and natural gas liquids production, including New Source Performance Standards, or NSPS, to address emissions of sulfur dioxide and volatile organic compounds, or VOCs, and a separate set of emission standards to address hazardous air pollutants frequently associated with such production activities. The final regulations require, among other things, the reduction of VOC emissions from existing natural gas wells that are re-fractured, as well as newly-drilled and fractured wells through the use of reduced emission completions or "green completions" and well completion combustion devices, such as flaring, as of January 1, 2015. In addition, these rules establish specific requirements regarding emissions from compressors and controllers at natural gas gathering and boosting stations and processing plants together with emissions reduction requirements for dehydrators and storage tanks at natural gas processing plants, compressor stations and gathering and boosting stations. The rules further establish new requirements for detection and repair of VOC leaks exceeding 500 parts per million in concentration at new or modified natural gas processing plants. The EPA made certain revisions to the regulation from 2013 to 2015, and the regulation is also the subject of Petitions for Review before the U.S. Circuit Court of Appeals for the District of Columbia. In addition, in June 2016, the EPA expanded the NSPS regulations for new or modified sources of VOCs to include methane emissions. Among other things, this regulation imposes leak detection and repair requirements for VOCs and methane on producer well site equipment and on midstream equipment such as compressor and booster stations, impose additional emission reduction requirements on specific pieces of oil and gas equipment, and is a regulatory pre-condition to EPA acting to regulate existing oil and gas methane sources in the future under Section 111(d) of the Clean Air Act. This regulation is the subject of a Petition for Review before the U.S. Circuit Court of Appeals for the District of Columbia. This regulation is also the subject of review pursuant to the March 28, 2017, Presidential Executive Order on Promoting Energy Independence and Economic Growth, which ordered the EPA Administrator to review this regulation for consistency with the Executive Order's policy to review existing regulations impacting natural gas development and, if appropriate, "suspend, revise, or rescind the guidance or publish for notice and comment proposed rules suspending, revising or rescinding those rules." In response to the Executive Order, in June 2017, EPA published a proposed rule to stay the compliance requirements of the regulation



while it reviews the rule. The EPA separately withdrew the information request that it had issued in November 2016 as part of an effort to develop standards for methane and other emissions from existing sources in the oil and natural gas industry. The EPA, in October 2015, revised and lowered the ambient air quality standard for ozone in the U.S. under the Clean Air Act, from 75 parts per billion to 70 parts per billion, which is likely to result in more, and expanded, ozone non-attainment areas, which in turn will require states to adopt implementation plans to reduce emissions of ozone-forming pollutants, like VOCs and nitrogen oxides, that are emitted from, among others, the oil and gas industry. Persistent non-attainment status, such as for ozone, can result in lower major source permitting thresholds (making it more costly and complex to site and permit major new or modified facilities) and additional control requirements. In October 2016, the EPA also finalized Control Techniques Guidelines for VOC emissions from existing oil and natural gas equipment and processes in moderate ozone non-attainment areas. These Control Techniques Guidelines provide recommendations for states and local air agencies to consider when determining what emissions control requirements apply to sources in the non-attainment areas. In late 2017, however, EPA indicated that it will request comments on withdrawing the guidelines in their entirety. Collectively, these regulations

could require modifications to the operations of our exploration and production customers, as well as our operations, including the installation of new equipment and new emissions management practices, which could result in significant additional costs, both increased capital expenditures and operating costs. The incurrence of such expenditures and costs by our customers could also result in reduced production by those customers and thus translate into reduced demand for our services, which could in turn have an adverse effect on our business and cash available for distributions.

We may incur significant costs in the future associated with proposed climate change regulation and legislation.

The United States Congress and some states where we have operations may consider legislation related to greenhouse gas emissions, including methane emissions, which may compel reductions of such emissions. In addition, there have been international conventions and efforts to establish standards for the reduction of greenhouse gases globally, including the Paris accords in December 2015. The conditions for entry into force of the Paris accords were met on October 5, 2016 and the Agreement went into force 30 days later on November 4, 2016. In August 2017, however, the U.S. notified the United Nations Secretary-General that it intends to withdraw from the agreement as soon as it is able to do so, or November 2019. Legislative proposals have included or could include limitations, or caps, on the amount of greenhouse gas that can be emitted, as well as a system of emissions allowances. For example, legislation passed by the U.S. House of Representatives in 2010, which was not taken up by the Senate, would have placed the entire burden of obtaining allowances for the carbon content of NGLs on the owners of NGLs at the point of fractionation. In June 2013, President Obama announced a climate action plan that targets methane emissions from the oil and gas industry as part of a comprehensive interagency methane reduction strategy. Many of the actions taken under the Obama Administration have been targeted by the Trump Administration. For instance, in June 2017 EPA proposed a two-year stay of the compliance requirements for the new source performance standards for methane emissions (a greenhouse gas) from new and modified oil and gas industry sources that EPA has finalized in 2016. The EPA also indicated that it will request comments on entirely withdrawing the October 2016 Control Techniques Guidelines for emissions of VOCs from existing oil and gas industry sources in ozone nonattainment areas, which had an expected co-benefit of reduced methane emissions. Relatedly, the D.C. Circuit Court challenge to the October 2015 EPA regulation reducing the ambient ozone standard from 75 parts per billion to 70 parts per billion under the Clean Air Act was put in abeyance while the EPA reviews the regulation. Separately, the EPA in 2011 issued permitting rules for sources of greenhouse gases; however, in June 2014, the U.S. Supreme Court reversed a D.C. Circuit Court of Appeals decision upholding these rules and struck down the EPA's greenhouse gas permitting rules to the extent they impose a requirement to obtain a permit based solely on emissions of greenhouse gases. Under the Court ruling and the EPA's subsequent proposed rules, major sources of other air pollutants, such as VOCs or nitrogen oxides, could still be required to implement process or technology controls and obtain permits regarding emissions of greenhouse gases. These proposed rules have not been finalized. The EPA has issued rules requiring reporting of greenhouse gas, on an annual basis, for certain onshore natural gas and oil production facilities, and in October 2015, the EPA amended and expanded those greenhouse gas reporting requirements to all segments of the oil and gas industry effective January 1, 2016. To the extent legislation is enacted or additional regulations are promulgated that regulate greenhouse gas emissions, it could significantly increase our costs to (i) acquire allowances; (ii) permit new large facilities; (iii) operate and maintain our facilities; (iv) install new emission controls or institute emission reduction measures; and (v) manage a greenhouse gas emissions program. If such legislation becomes law or additional rules are promulgated in the United States or any states in which we have operations and we are unable to pass these costs through as part of our services, it could have an adverse effect on our business and cash available for distributions.

Increased regulation of hydraulic fracturing could result in reductions, delays or increased costs in drilling and completing new oil and natural gas wells, which could adversely impact our revenues by decreasing the volumes of natural gas that we gather, process and transport.

Certain of our customers' natural gas is developed from formations requiring hydraulic fracturing as part of the completion process. Fracturing is a process where water, sand, and chemicals are injected under pressure into

subsurface formations to stimulate hydrocarbon production. While the underground injection of fluids is regulated by the EPA under the Safe Drinking Water Act, or SDWA, fracturing is excluded from regulation unless the injection fluid is diesel fuel. The EPA has published an interpretive memorandum and permitting guidance related to regulation of fracturing fluids using this regulatory authority. The EPA has finalized various regulatory programs directed at hydraulic fracturing. For example, in June 2016, the EPA issued regulations under the federal Clean Water Act to further regulate wastewater discharges from hydraulic fracturing and other natural gas production to publicly-owned treatment works. The EPA also expanded, as discussed herein, existing Clean Air Act new source performance standards for new and modified air emissions sources, and finalized Control Techniques Guidelines for existing sources in ozone non-attainment areas, to reduce emissions of methane or VOCs from oil and gas sources, including drilling and production processes. The adoption of new laws or regulations imposing reporting obligations on, or otherwise limiting or regulating, the hydraulic fracturing process could make it more difficult for our customers to complete oil and natural gas wells in shale formations and increase their costs of compliance. In addition, the EPA has studied the potential adverse impact that each stage of hydraulic fracturing may have on the environment; the EPA released a final assessment report

of the potential impacts of hydraulic fracturing on drinking water resources in December 2016. Several states in which our customers operate have also adopted regulations requiring disclosure of fracturing fluid components or otherwise regulate their use more closely. In Oklahoma, induced seismicity from injection of fluids in wastewater disposal wells has resulted in regulatory limitations on wastewater disposal into such wells. Under a recent settlement agreement, the EPA will decide by March 2019 whether to initiate rulemaking governing the disposal of wastewater from oil and gas development. The implementation of rules relating to hydraulic fracturing could result in increased expenditures for our exploration and production customers, which could cause them to reduce their production and thereby result in reduced demand for our services by these customers.

On March 28, 2017, President Trump issued Executive Order 13783 entitled “Promoting Energy Independence and Economic Growth.” Executive Order 13783 directed executive departments and agencies to review regulations that potentially burden the development or use of domestically produced energy resources and, as appropriate, suspend, revise, or rescind those that unduly burden domestic energy resources development. On March 26, 2015, the federal Bureau of Land Management (“BLM”) finalized regulations requiring disclosure of chemicals used in hydraulic fracturing activities upon Native American Indian and other federal lands, and added requirements on the use of hydraulic fracturing techniques and management of produced water on these lands. The rule was never implemented due to court challenges. On December 29, 2017, the BLM rescinded the rule. On November 18, 2016, the BLM finalized regulations to, among other things, curtail the flaring during the production of natural gas and oil on Native American Indian and other federal lands, which affects how hydraulically fractured wells are developed and operated. The U.S. District Court denied a preliminary injunction sought by industry groups and the regulation went into effect on January 17, 2017; however, on December 8, 2017, the BLM finalized a rule suspending or delaying many of the provisions of the regulation while it reviews the regulation. Our customers will continue to be subject to uncertainty associated with new regulatory suspensions, revisions, or rescissions and conflicting state and federal regulatory mandates, which could adversely affect their production and thereby result in reduced demand for our services by these customers.

Construction of new assets is subject to regulatory, environmental, political, legal, economic, civil protest, and other risks that may adversely affect our financial results.

The construction of new midstream facilities or additions or modifications to our existing midstream asset systems or propane terminals involves numerous regulatory, environmental, political, legal, and economic uncertainties beyond our control and may require the expenditure of significant amounts of capital. For example, public participation in review and permitting processes can introduce uncertainty and additional costs associated with project timing and completion. Relatedly, civil protests regarding environmental and social issues, including construction of infrastructure associated with fossil fuels, may lead to increased legislative and regulatory initiatives and review at federal, state, and local levels of government that could prevent or delay the construction of such infrastructure and realization of associated revenues. Construction expenditures may occur over an extended period of time, yet we will not receive any material increases in cash flow until the project is completed and fully operational. Moreover, our cash flow from a project may be delayed or may not meet our expectations. These projects may not be completed on schedule or within budgeted cost, or at all. We may construct facilities to capture anticipated future growth in production in a region in which such growth does not materialize. Since we are not engaged in the exploration for and development of natural gas and oil reserves, we often do not have access to third party estimates of potential reserves in an area prior to constructing facilities in such area. To the extent we rely on estimates of future production in our decision to construct new systems or additions to our systems, such estimates may prove to be inaccurate because there are numerous uncertainties inherent in estimating quantities of future production. As a result, these facilities may not be able to attract enough throughput to achieve our expected investment return, which could adversely affect our results of operations and financial condition. The construction of new systems or additions to our existing gathering, transportation and propane terminal assets may require us to obtain new rights-of-way prior to constructing these facilities. We may be unable to obtain such rights-of-way to connect new natural gas supplies to our existing gathering lines, expand our network of propane terminals, or capitalize on other attractive expansion opportunities. The

construction of new systems or additions to our existing gathering, transportation and propane terminal assets may require us to rely on third parties downstream of our facilities to have available capacity for our delivered natural gas, NGLs, or propane. If such third party facilities are not constructed or operational at the time that the addition to our facilities is completed, we may experience adverse effects on our results of operations and financial condition. The construction of additional systems may require greater capital investment if the commodity prices of certain supplies such as steel increase. Construction also subjects us to risks related to the ability to construct projects within anticipated costs, including the risk of cost overruns resulting from inflation or increased costs of equipment, materials, labor, or other factors beyond our control that could adversely affect results of operations, financial position or cash flows.

We are exposed to the credit risks of our key producer customers and propane purchasers, and any material nonpayment or nonperformance by our key producer customers or our propane purchasers could reduce our ability to make distributions to our unitholders.

We are subject to risks of loss resulting from nonpayment or nonperformance by our producer customers and propane purchasers. Any material nonpayment or nonperformance by our key producer customers or our propane purchasers could reduce our ability to make distributions to our unitholders. Furthermore, some of our producer customers or our propane purchasers may be highly leveraged and subject to their own operating and regulatory risks, which could increase the risk that they may default on their obligations to us. Additionally, a decline in the availability of credit to producers in and surrounding our geographic footprint could decrease the level of capital investment and growth that would otherwise bring new volumes to our existing assets and facilities.

If we do not make acquisitions on economically acceptable terms, our future growth could be limited.

Our ability to make acquisitions that are accretive to our cash generated from operations per unit is based upon our ability to identify attractive acquisition candidates or negotiate acceptable purchase contracts with them and obtain financing for these acquisitions on economically acceptable terms. Furthermore, even if we do make acquisitions that we believe will be accretive, these acquisitions may nevertheless result in a decrease in the cash generated from operations per unit. Additionally, net assets contributed by DCP Midstream, LLC represent a transfer of net assets between entities under common control, and are recognized at DCP Midstream, LLC's basis in the net assets transferred. The amount of the purchase price in excess of DCP Midstream, LLC's basis in the net assets, if any, is recognized as a reduction to partners' equity. Conversely, the amount of the purchase price less than DCP Midstream's basis in the net assets, if any, is recognized as an increase to partners' equity.

Any acquisition involves potential risks, including, among other things:

- mistaken assumptions about volumes, future contract terms with customers, revenues and costs, including synergies;
- an inability to successfully integrate the businesses we acquire;
- the assumption of unknown liabilities;
- limitations on rights to indemnity from the seller;
- mistaken assumptions about the overall costs of equity or debt;
- the diversion of management's and employees' attention from other business concerns;
- change in competitive landscape;
- unforeseen difficulties operating in new product areas or new geographic areas; and
- customer or key employee losses at the acquired businesses.

If we consummate any future acquisitions, our capitalization and results of operations may change significantly, and unitholders will not have the opportunity to evaluate the economic, financial and other relevant information that we will consider in determining the application of these funds and other resources.

In addition, any limitations on our access to substantial new capital to finance strategic acquisitions will impair our ability to execute this component of our growth strategy. If the cost of such capital becomes too expensive, our ability to develop or acquire accretive assets will be limited. We may not be able to raise the necessary funds on satisfactory terms, if at all. The primary factors that influence our cost of capital include market conditions and offering or borrowing costs such as interest rates or underwriting discounts.

We may not be able to grow or effectively manage our growth.

Historically, a principal focus of our strategy was to continue to grow the per unit distribution on our units by expanding our business. The Transaction resulted in significant growth of the Partnership, but also in the loss of certain future drop down opportunities from DCP Midstream, LLC. Our future growth will depend upon a number of

factors, some of which we can control and some of which we cannot. These factors include our ability to:

- complete construction projects and consummate accretive acquisitions or joint ventures;
- identify businesses engaged in managing, operating or owning pipelines, processing and storage assets or other midstream assets for acquisitions, joint ventures and construction projects;
- appropriately identify liabilities associated with acquired businesses or assets;
- integrate acquired or constructed businesses or assets successfully with our existing operations and into our operating and financial systems and controls;
- hire, train and retain qualified personnel to manage and operate our growing business; and
- obtain required financing for our existing and new operations at reasonable rates.

A deficiency in any of these factors could adversely affect our ability to sustain the level of our cash flows or realize benefits from acquisitions, joint ventures or construction projects. In addition, competition from other buyers could reduce our acquisition opportunities. DCP Midstream, LLC and its affiliates are not restricted from competing with us. DCP Midstream, LLC and its affiliates may acquire, construct or dispose of midstream or other assets in the future without any obligation to offer us the opportunity to purchase or construct those assets. Furthermore, in recent years we have grown through organic projects, dropdowns and acquisitions. If we fail to properly integrate these assets successfully with our existing operations, if the future performance of these assets does not meet our expectations, if we did not properly value the assets, or we did not identify significant liabilities associated with acquired assets, the anticipated benefits from these transactions may not be fully realized.

Acquisitions may not be beneficial to us.

Acquisitions involve numerous risks, including:

- the failure to realize expected profitability, growth or accretion;
- an increase in indebtedness and borrowing costs;
- potential environmental or regulatory compliance matters or liabilities;
- potential title issues;
- the incurrence of unanticipated liabilities and costs; and
- the temporary diversion of management's attention from managing the remainder of our assets to the process of integrating the acquired businesses.

Assets recently acquired will also be subject to many of the same risks as our existing assets. If any of these risks or unanticipated liabilities or costs were to materialize, any desired benefits of these acquisitions may not be fully realized, if at all, and our future financial performance and results of operations could be negatively impacted.

Our assets and operations can be affected by weather, weather-related conditions and other natural phenomena.

Our assets and operations can be adversely affected by hurricanes, floods, tornadoes, wind, lightning, cold weather and other natural phenomena, which could impact our results of operations and make it more difficult for us to realize historic rates of return. Although we carry insurance on the vast majority of our assets, insurance may be inadequate to cover our loss and in some instances, we have been unable to obtain insurance on some of our assets on commercially reasonable terms, if at all. If we incur a significant disruption in our operations or a significant liability for which we were not fully insured, our financial condition, results of operations and ability to make distributions to our unitholders could be materially adversely affected.

We may not have sufficient cash from operations following the establishment of cash reserves and payment of fees and expenses, including cost reimbursements to our general partner, to enable us to continue to make cash distributions to our unitholders.

The amount of cash we can distribute on our units principally depends upon the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- the fees we charge and the margins we realize for our services;
- the prices of, level of production of, and demand for natural gas, condensate, NGLs and propane;
- the success of our commodity and interest rate hedging programs in mitigating fluctuations in commodity prices and interest rates;
- the volume and quality of natural gas we gather, compress, treat, process, transport and sell, and the volume of NGLs we process, transport, sell and store, and the volume of propane we transport, sell and store;
- the operational performance and efficiency of our assets, including our plants and equipment;
- the operational performance and efficiency of third-party processing, fractionation or other facilities that provide services to us;
- the relationship between natural gas, NGL and crude oil prices;



- the level of competition from other energy companies;
- the impact of weather conditions on the demand for natural gas, NGLs and propane;
- the level of our operating and maintenance and general and administrative costs; and
- prevailing economic conditions.

In addition, the actual amount of cash we will have available for distribution will depend on other factors, some of which are beyond our control, including:

- the level of capital expenditures we make;

- the cost and form of payment for acquisitions;
- our debt service requirements and other liabilities;
- fluctuations in our working capital needs;
- our ability to borrow funds and access capital markets at reasonable rates;
- restrictions contained in our Credit Agreement and the indentures governing our notes;
- the timing of our producers' obligations to make volume deficiency payments to us;
- the amount of cash distributions we receive from our equity interests;
- the amount of cost reimbursements to our general partner;
- the amount of cash reserves established by our general partner; and
- new, additions to and changes in laws and regulations.

We have partial ownership interests in various joint ventures, which could adversely affect our ability to operate and control these entities. In addition, we may be unable to control the amount of cash we will receive from the operation of these entities and we could be required to contribute significant cash to fund our share of their operations, which could adversely affect our ability to distribute cash to our unitholders.

Our inability, or limited ability, to control the operations and management of joint ventures in which we have a partial ownership interest may mean that we will not receive the amount of cash we expect to be distributed to us. In addition, for joint ventures in which we have a minority ownership interest, we will be unable to control ongoing operational decisions, including the incurrence of capital expenditures that we may be required to fund. Specifically,

- we have limited ability to control decisions with respect to the operations of these joint ventures, including decisions with respect to incurrence of expenses and distributions to us;
- these joint ventures may establish reserves for working capital, capital projects, environmental matters and legal proceedings which would otherwise reduce cash available for distribution to us;
- these joint ventures may incur additional indebtedness, and principal and interest made on such indebtedness may reduce cash otherwise available for distribution to us; and
- these joint ventures may require us to make additional capital contributions to fund working capital and capital expenditures, our funding of which could reduce the amount of cash otherwise available for distribution.

All of these items could significantly and adversely impact our ability to distribute cash to our unitholders.

The amount of cash we have available for distribution to our unitholders depends primarily on our cash flow and not solely on profitability.

Profitability may be significantly affected by non-cash items. As a result, we may make cash distributions during periods when we record losses for financial accounting purposes and may not make cash distributions during periods when we record net earnings for financial accounting purposes.

We do not own all of the land on which our pipelines, facilities and rail terminals are located, which may subject us to increased costs.

Upon contract lease renewal, we may be subject to more onerous terms and/or increased costs to retain necessary land use if we do not have valid rights of way or if such rights of way lapse or terminate. Certain of our leases contain renewal provisions that allow for our continued use and access of the subject land and, although we review and renew our leases as a routine business matter, there may be instances where we may not be able to renew our contract leases on commercially reasonable terms or may have to commence eminent domain proceedings to establish our right to continue to use the land. We obtain the rights to construct and operate our pipelines, surface sites and rail terminals on land owned by third parties and governmental agencies for a specific period of time.

Our business involves many hazards and operational risks, some of which may not be fully covered by insurance.

Our operations, and the operations of third parties, are subject to many hazards inherent in the gathering, compressing, treating, processing, storing, transporting and fractionating, as applicable, of natural gas, propane and NGLs, including:

- damage to pipelines, plants, terminals, storage facilities and related equipment and surrounding properties caused by hurricanes, tornadoes, floods, fires and other natural disasters and acts of terrorism;
- inadvertent damage from construction, farm and utility equipment;
- leaks of natural gas, propane, NGLs and other hydrocarbons from our pipelines, plants, terminals, or storage facilities, or losses of natural gas, propane or NGLs as a result of the malfunction of equipment or facilities;
- contaminants in the pipeline system;

fires and explosions; and  
other hazards that could also result in personal injury and loss of life, pollution and suspension of operations.

These risks could result in substantial losses due to personal injury and/or loss of life, severe damage to and destruction of property and equipment and pollution or other environmental damage and may result in curtailment or suspension of our related operations. We are not fully insured against all risks inherent to our business, including offshore wind. Although we insure most of our underground pipeline systems against property damage, certain of our gathering pipelines are not covered. We are not insured against all environmental accidents that might occur, which may include toxic tort claims, other than those considered to be sudden and accidental. In some instances, certain insurance could become unavailable or available only for reduced amounts of coverage, or may become prohibitively expensive, and we may elect not to carry such a policy.

Our business could be negatively impacted by security threats, including cybersecurity threats, terrorist attacks, the threat of terrorist attacks, sustained military campaigns and related disruptions.

We face cybersecurity threats to gain unauthorized access to sensitive information or to render data or systems unusable. Cybersecurity threats are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. These events could damage our reputation and lead to financial losses from remedial actions, loss of business or potential liability.

We face the threat of future terrorist attacks on both our industry in general and on us, including the possibility that infrastructure facilities could be direct targets of, or indirect casualties of, an act of terror. The increased security measures we have taken as a precaution against possible terrorist attacks have resulted in increased costs to our business. Any physical damage to facilities resulting from acts of terrorism may not be covered, or covered fully, by insurance. We may be required to expend material amounts of capital to repair any facilities, the expenditure of which could adversely affect our business and cash flows. Changes in the insurance markets attributable to terrorist attacks may make certain types of insurance more difficult for us to obtain. Moreover, the insurance that may be available to us may be significantly more expensive than our existing insurance coverage. Instability in the financial markets as a result of terrorism or war could also affect our ability to raise capital.

The amount of natural gas we gather, compress, treat, process, transport, sell and store, or the NGLs we produce, fractionate, transport, sell and store, may be reduced if the pipelines and storage fractionation facilities to which we deliver the natural gas or NGLs are capacity constrained and cannot, or will not, accept the natural gas or NGLs. The natural gas we gather, compress, treat, process, transport, sell and store is delivered into pipelines for further delivery to end-users. If these pipelines are capacity constrained and cannot, or will not, accept delivery of the gas due to downstream constraints on the pipeline or changes in interstate pipeline gas quality specifications, we may be forced to limit or stop the flow of gas through our pipelines and processing and treating facilities. In addition, interruption of pipeline service upstream of our processing facilities would limit or stop flow through our processing and fractionation facilities. Likewise, if the pipelines into which we deliver NGLs are interrupted, we may be limited in, or prevented from conducting, our NGL transportation operations. Any number of factors beyond our control could cause such interruptions or constraints on pipeline service, including necessary and scheduled maintenance, or unexpected damage to the pipelines. Because our revenues and net operating margins depend upon (i) the volumes of natural gas we process, gather and transmit, (ii) the throughput of NGLs through our transportation, fractionation and storage facilities and (iii) the volume of natural gas we gather and transport, any reduction of volumes could adversely affect our operations and cash flows available for distribution to our unitholders.

Risks Inherent in an Investment in Our Common Units

Conflicts of interest may exist between our individual unitholders and DCP Midstream, LLC, our general partner, which has sole responsibility for conducting our business and managing our operations.

DCP Midstream, LLC owns and controls our general partner. Some of our general partner's directors and all of its executive officers are directors or executive officers of DCP Midstream, LLC or its owners. Therefore, conflicts of interest may arise between DCP Midstream, LLC and its affiliates and our unitholders. In resolving these conflicts of interest, our general partner may favor its own interests and the interests of its affiliates over the interests of our unitholders. These conflicts include, among others, the following situations:

neither our Partnership Agreement nor any other agreement requires DCP Midstream, LLC to pursue a business strategy that favors us. DCP Midstream, LLC's directors and officers have a fiduciary duty to make these decisions in the best interests of the owners of DCP Midstream, LLC, which may be contrary to our interests;

our general partner is allowed to take into account the interests of parties other than us, such as DCP Midstream, LLC and its affiliates, in resolving conflicts of interest;

DCP Midstream, LLC and its affiliates, including Phillips 66 and Enbridge, are not limited in their ability to compete with us. Please read “DCP Midstream, LLC and its affiliates are not limited in their ability to compete with us” below; once certain requirements are met, our general partner may make a determination to receive a quantity of our Class B units in exchange for resetting the target distribution levels related to its incentive distribution rights without the approval of the special committee of our general partner or our unitholders;

our general partner has limited its liability and reduced its fiduciary duties, and has also restricted the remedies available to our unitholders for actions that, without the limitations, might constitute breaches of fiduciary duty;

our general partner determines the amount and timing of asset purchases and sales, borrowings, issuance of additional partnership securities and reserves, each of which can affect the amount of cash that is distributed to unitholders;

our general partner determines the amount and timing of any capital expenditures and whether a capital expenditure is a maintenance capital expenditure, which reduces operating surplus, or an expansion capital expenditure, which does not reduce operating surplus. This determination can affect the amount of cash that is distributed to our unitholders;

our general partner determines which costs incurred by it and its affiliates are reimbursable by us;

our Partnership Agreement does not restrict our general partner from causing us to pay it or its affiliates for any services rendered to us or entering into additional contractual arrangements with any of these entities on our behalf;

our general partner intends to limit its liability regarding our contractual and other obligations and, in some circumstances, is entitled to be indemnified by us;

our general partner may exercise its limited right to call and purchase common units if it and its affiliates own more than 80% of the common units;

our general partner controls the enforcement of obligations owed to us by our general partner and its affiliates; and

our general partner decides whether to retain separate counsel, accountants or others to perform services for us.

DCP Midstream, LLC and its affiliates are not limited in their ability to compete with us, which could cause conflicts of interest and limit our ability to acquire additional assets or businesses, which in turn could adversely affect our results of operations and cash available for distribution to our unitholders.

Neither our Partnership Agreement nor the Services and Employee Secondment Agreement, or the Services Agreement, between us and DCP Midstream, LLC prohibits DCP Midstream, LLC and its affiliates, including Phillips 66 and Enbridge, from owning assets or engaging in businesses that compete directly or indirectly with us. In addition, DCP Midstream, LLC and its affiliates, including Phillips 66 and Enbridge, may acquire, construct or dispose of additional midstream or other assets in the future, without any obligation to offer us the opportunity to purchase or construct any of those assets. Each of these entities is a large, established participant in the midstream energy business, and each has significantly greater resources than we have, which factors may make it more difficult for us to compete with these entities with respect to commercial activities as well as for acquisition candidates. As a result, competition from these entities could adversely impact our results of operations and cash available for distribution.

Cost reimbursements due to our general partner and its affiliates for services provided, which will be determined by our general partner, will be material.

Pursuant to the Services Agreement, DCP Midstream, LLC and its affiliates will receive reimbursement for the payment of operating expenses related to our operations and for the provision of various general and administrative services for our benefit. Payments for these services will be material. In addition, under Delaware partnership law, our general partner has unlimited liability for our obligations, such as our debts and environmental liabilities, except for our contractual obligations that are expressly made without recourse to our general partner. To the extent our general partner incurs obligations on our behalf, we are obligated to reimburse or indemnify it. If we are unable or unwilling to reimburse or indemnify our general partner, our general partner may take actions to cause us to make payments of these obligations and liabilities. These factors may reduce the amount of cash otherwise available for distribution to our unitholders.

Our Partnership Agreement limits our general partner's fiduciary duties to holders of our common units.

Although our general partner has a fiduciary duty to manage us in a manner beneficial to us and our unitholders, the directors and officers of our general partner have a fiduciary duty to manage our general partner in a manner beneficial to its

36

---

owner, DCP Midstream, LLC. Our Partnership Agreement contains provisions that reduce the standards to which our general partner would otherwise be held by state fiduciary duty laws. For example, our Partnership Agreement permits our general partner to make a number of decisions either in its individual capacity, as opposed to in its capacity as our general partner or otherwise free of fiduciary duties to us and our unitholders. This entitles our general partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting, us, our affiliates or any limited partner. Examples include:

the exercise of its right to reset the target distribution levels of its incentive distribution rights at higher levels and receive, in connection with this reset, a number of Class B units that are convertible at any time following the first anniversary of the issuance of these Class B units into common units;

its limited call right;

its voting rights with respect to the units it owns;

its registration rights; and

its determination whether or not to consent to any merger or consolidation of the partnership or amendment to the Partnership Agreement.

By purchasing a common unit, a common unitholder will agree to become bound by the provisions in the Partnership Agreement, including the provisions discussed above.

Our Partnership Agreement restricts the remedies available to holders of our common units for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty.

Our Partnership Agreement contains provisions that restrict the remedies available to our unitholders for actions taken by our general partner that might otherwise constitute breaches of fiduciary duty. For example, our Partnership Agreement:

provides that our general partner will not have any liability to us or our unitholders for decisions made in its capacity as a general partner so long as it acted in good faith, meaning it believed the decision was in the best interests of our partnership;

generally provides that affiliated transactions and resolutions of conflicts of interest not approved by the special committee of the board of directors of our general partner and not involving a vote of our unitholders must be on terms no less favorable to us than those generally being provided to or available from unrelated third parties or must be "fair and reasonable" to us, as determined by our general partner in good faith and that, in determining whether a transaction or resolution is "fair and reasonable," our general partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly advantageous or beneficial to us; and provides that our general partner and its officers and directors will not be liable for monetary damages to us, our limited partners or assignees for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that the general partner or those other persons acted in bad faith or engaged in fraud or willful misconduct or, in the case of a criminal matter, acted with knowledge that the conduct was criminal.

Our general partner may elect to cause us to issue Class B units to it in connection with a resetting of the target distribution levels related to our general partner's incentive distribution rights without the approval of the special committee of our general partner or holders of our common units. This may result in lower distributions to holders of our common units in certain situations.

Our general partner currently has the right to reset the initial cash target distribution levels at higher levels based on the distribution at the time of the exercise of the reset election. Following a reset election by our general partner, the minimum quarterly distribution amount will be reset to an amount equal to the average cash distribution amount per common unit for the two fiscal quarters immediately preceding the reset election, or the reset minimum quarterly distribution, and the target distribution levels will be reset to correspondingly higher levels based on percentage increases above the reset minimum quarterly distribution amount. Currently, our distribution to our general partner



related to its incentive distribution rights is at the highest level.

In connection with resetting these target distribution levels, our general partner will be entitled to receive a number of Class B units. The Class B units will be entitled to the same cash distributions per unit as our common units and will be convertible into an equal number of common units. The number of Class B units to be issued will be equal to that number of common units whose aggregate quarterly cash distributions equaled the average of the distributions to our general partner on the incentive distribution rights in the prior two quarters. We anticipate that our general partner would exercise this reset right in order to facilitate acquisitions or internal growth projects that would not be sufficiently accretive to cash distributions per common unit without such conversion; however, it is possible that our general partner could exercise this reset election at a time when it is experiencing, or may be expected to experience, declines in the cash distributions it receives related to its

37

---

incentive distribution rights and may therefore desire to be issued our Class B units, which are entitled to receive cash distributions from us on the same priority as our common units, rather than retain the right to receive incentive distributions based on the initial target distribution levels. As a result, in certain situations, a reset election may cause our common unitholders to experience dilution in the amount of cash distributions that they would have otherwise received had we not issued new Class B units to our general partner in connection with resetting the target distribution levels related to our general partner incentive distribution rights.

Holders of our common units have limited voting rights and are not entitled to elect our general partner or its directors.

Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business and, therefore, limited ability to influence management's decisions regarding our business. Our unitholders do not elect our general partner or its board of directors, and have no right to elect our general partner or its board of directors on an annual or other continuing basis. The board of directors of our general partner are chosen by the members of our general partner. As a result of these limitations, the price at which the common units trade could be diminished because of the absence or reduction of a takeover premium in the trading price.

Our common units may experience price volatility.

Our common unit price has experienced volatility in the past, and volatility in the price of our common units may occur in the future as a result of any of the risk factors contained herein and the risks described in our other public filings with the SEC. For instance, our common units may experience price volatility as a result of changes in investor sentiment with respect to our competitors, our business partners and our industry in general, which may be influenced by volatility in prices for NGLs, natural gas and crude oil. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies but affect the market price of their securities. These market fluctuations may also materially and adversely affect the market price of our common units.

Even if our unitholders are dissatisfied, they may be unable to remove our general partner without its consent.

The unitholders may be unable to remove our general partner without its consent because our general partner and its affiliates own a significant percentage of our outstanding units. The vote of the holders of at least 66 2/3% of all outstanding common units is required to remove the general partner. As of December 31, 2017, our general partner and its affiliates owned approximately 36% of our outstanding common units.

Our Partnership Agreement restricts the voting rights of our unitholders owning 20% or more of any class of our units.

Our unitholders' voting rights are further restricted by the Partnership Agreement provision providing that any units held by a person that owns 20% or more of any class of units then outstanding, other than our general partner, its affiliates, their transferees and persons who acquired such units with the prior approval of the board of directors of our general partner, cannot vote on any matter. Our Partnership Agreement also contains provisions limiting the ability of our unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting our unitholders' ability to influence the manner or direction of management.

If we are deemed an "investment company" under the Investment Company Act of 1940, it would adversely affect the price of our common units and could have a material adverse effect on our business.

Our assets include certain equity investments, such as minority ownership interests in joint ventures, which may be deemed to be "investment securities" within the meaning of the Investment Company Act of 1940, as amended (the

"Investment Company Act"). In the future, we may acquire additional minority-owned interests in joint ventures that could be deemed "investment securities." If a sufficient amount of our assets are deemed to be "investment securities" within the meaning of the Investment Company Act, we would either have to register as an investment company under the Investment Company Act, obtain exemptive relief from the SEC or modify our organizational structure or our contract rights to fall outside the definition of an investment company. Registering as an investment company could, among other things, materially limit our ability to engage in transactions with affiliates, including the purchase and sale of certain securities or other property to or from our affiliates, restrict our ability to borrow funds or engage in other transactions involving leverage and require us to add additional directors who are independent of us or our affiliates. The occurrence of some or all of these events may have a material adverse effect on our business.

Moreover, treatment of us as an investment company would prevent our qualification as a partnership for federal income tax purposes in which case we would be treated as a corporation for federal income tax purposes, and be subject to federal

income tax at the corporate tax rate, which could significantly reduce the cash available for distributions. Additionally, distributions to our unitholders would be taxed again as corporate distributions and none of our income, gains, losses or deductions would flow through to our unitholders.

Additionally, as a result of our desire to avoid having to register as an investment company under the Investment Company Act, we may have to forgo potential future acquisitions of interests in companies that may be deemed to be investment securities within the meaning of the Investment Company Act or dispose of our current interests in any of our assets that are deemed to be “investment securities.”

Control of our general partner may be transferred to a third party without unitholder consent.

Our general partner may transfer its general partner interest to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Furthermore, under our Partnership Agreement the owners of our general partner may pledge, impose a lien or transfer all or a portion of their respective ownership interest in our general partner to a third party. Any new owners of our general partner would then be in a position to replace the board of directors and officers of the general partner with its own choices and thereby influence the decisions taken by the board of directors and officers.

We may generally issue additional units, including units that are senior to our common units, without our unitholders' approval, which would dilute our unitholders' existing ownership interests.

Our Partnership Agreement does not limit the number of additional common units that we may issue at any time without the approval of our unitholders. The issuance by us of additional common units, preferred units, or other equity securities of equal or senior rank will have the following effects:

- our unitholders' proportionate ownership interest in us will decrease, including a relative dilution of any voting rights;
- the amount of cash available for distribution on each unit may decrease;
- the ratio of taxable income to distributions may increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the common units may decline.

We are prohibited from paying distributions on our common units if distributions on our Series A Preferred Units are in arrears.

The holders of our Series A Preferred Units are entitled to certain rights that are senior to the rights of holders of common units, such as rights to distributions and rights upon liquidation of the Partnership. If we do not pay the required distributions on our Series A Preferred Units, we will be unable to pay distributions on our common units. Additionally, because distributions to our Series A Preferred Unitholders are cumulative, we will have to pay all unpaid accumulated preferred distributions before we can pay any distributions to our common unitholders. Also, because distributions to our common unitholders are not cumulative, if we do not pay distributions on our common units with respect to any quarter, our common unitholders will not be entitled to receive distributions covering any prior periods if we later commence paying distributions on our common units. The preferences and privileges of the Series A Preferred Units could adversely affect the market price for our common units, or could make it more difficult for us to sell our common units in the future.

Our Series A Preferred Units are subordinated to our existing and future debt obligations, and your interests could be diluted by the issuance of additional units, including additional Series A Preferred Units, and by other transactions.

The Series A Preferred Units are subordinated to all of our existing and future indebtedness. The payment of principal and interest on our debt reduces cash available for distribution to our limited partners, including the holders of Series A Preferred Units. The issuance of additional units on parity with or senior to the Series A Preferred Units (including

additional Series A Preferred Units) would dilute the interests of the holders of the Series A Preferred Units, and any issuance of equal or senior ranking securities or additional indebtedness could affect our ability to pay distributions on, redeem or pay the liquidation preference on the Series A Preferred Units.

We distribute all of our available cash to our common unitholders and are not required to accumulate cash for the purpose of meeting our future obligations to holders of the Series A Preferred Units, which may limit the cash available to make distributions on the Series A Preferred Units.

Our Partnership Agreement requires us to distribute all of our “available cash” each quarter to our common unitholders. “Available cash” is defined in our Partnership Agreement and described below under “Item 5. Market for Registrant’s Common

Equity, Related Unitholder Matters and Issuer Purchases of Common Units—Distributions of Available Cash—Definition of Available Cash.” As a result, we do not expect to accumulate significant amounts of cash. Depending on the timing and amount of our cash distributions, these distributions could significantly reduce the cash available to us in subsequent periods to make payments on the Series A Preferred Units.

Our general partner including its affiliates may sell units in the public or private markets, which could reduce the market price of our outstanding common units.

If our general partner or its affiliates holding unregistered common units were to dispose of a substantial portion of these units in the public market, whether in a single transaction or series of transactions, it could reduce the market price of our outstanding common units. In addition, these sales, or the possibility that these sales may occur, could make it more difficult for us to sell our common units in the future.

Our general partner has a limited call right that may require our unitholders to sell their units at an undesirable time or price.

If at any time our general partner and its affiliates own more than 80% of the common units, our general partner will have the right, but not the obligation, which it may assign to any of its affiliates or to us, to acquire all, but not less than all, of the common units held by unaffiliated persons at a price not less than their then-current market price. As a result, our common unitholders may be required to sell their common units at an undesirable time or price and may not receive any return on their investment. Our common unitholders may also incur a tax liability upon a sale of their common units.

The liability of holders of limited partner interests may not be limited if a court finds that unitholder action constitutes control of our business.

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to the general partner. Our partnership is organized under Delaware law and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. Holders of limited partner interests could be liable for any and all of our obligations as if such holder were a general partner if:

- a court or government agency determined that we were conducting business in a state but had not complied with that particular state’s partnership statute; or
- the right of holders of limited partner interests to act with other unitholders to remove or replace the general partner, to approve some amendments to our Partnership Agreement or to take other actions under our Partnership Agreement constitute “control” of our business.

Unitholders may have liability to repay distributions that were wrongfully distributed to them.

Under certain circumstances, our unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to our unitholders if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Substituted limited partners are liable for the obligations of the assignor to make contributions to the partnership that are known to the substituted limited partner at the time it became a limited partner and for unknown obligations if the liabilities could be determined from the Partnership Agreement. Liabilities to partners on account of their partnership interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

## Tax Risks to Unitholders

Our tax treatment depends on our status as a partnership for federal income tax purposes, as well as our being subject to minimal entity-level taxation by individual states. If the Internal Revenue Service, or IRS, were to treat us as a corporation for federal income tax purposes, or we become subject to a material amount of entity-level taxation for state tax purposes, it would substantially reduce the amount of cash available for distribution to our unitholders.

The anticipated after-tax economic benefit of an investment in the common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS regarding our status as a partnership.

Despite the fact that we are a limited partnership under Delaware law, it is possible in certain circumstances for a partnership such as ours to be treated as a corporation for federal income tax purposes. Although we do not believe based upon our current operations that we will be treated as a corporation, the IRS could disagree with the positions we take or a change in our business (or a change in current law) could cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to taxation as an entity.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently 21% for taxable years beginning after December 31, 2017, and would likely pay state income tax at varying rates. Distributions to a unitholder would generally be taxed again as corporate dividends (to the extent of our current and accumulated earnings and profits), and no income, gains, losses, deductions, or credits would flow through to the unitholder. Because a tax would be imposed upon us as a corporation, our cash available for distribution to a unitholder would be substantially reduced. Therefore, treatment of us as a corporation for federal tax purposes would result in a material reduction in the anticipated cash flow and after-tax return to a unitholder, likely causing a substantial reduction in the value of our units.

The Partnership Agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity level taxation for federal, state or local income tax purposes, the minimum quarterly distribution amount and the target distribution levels will be adjusted to reflect the impact of that law on us.

The tax treatment of publicly traded partnerships or an investment in our units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis.

The present federal income tax treatment of publicly traded partnerships, including us, or an investment in our units, may be modified by administrative, legislative or judicial interpretation at any time. Any modification to the federal income tax laws and interpretations thereof may or may not be applied retroactively. Moreover, any such modification could make it more difficult or impossible for us to meet the exception that allows publicly traded partnerships that generate qualifying income to be treated as partnerships (rather than corporations) for federal income tax purposes, affect or cause us to change our business activities, or affect the tax consequences of an investment in our units. The U.S. Treasury Department issued final regulations interpreting the scope of activities that generate qualifying income under Section 7704 of the Internal Revenue Code of 1986, as amended, or the Code. We believe that the income we currently treat as qualifying income satisfies the requirements for qualifying income under the final regulations.

Recently enacted legislation provides a deduction to a non-corporate common unitholder, for taxable years beginning after December 31, 2017 and ending on or before December 31, 2025, equal to 20% of his or her allocable share of our “qualified business income.” For purposes of this deduction, our “qualified business income” is equal to the sum of the net amount of our items of income, gain, deduction and loss to the extent such items are included or allowed in the determination of taxable income for the year, excluding, however, certain specified types of passive investment income (such as capital gains and dividends); and any gain recognized upon a disposition of our units to the extent such gain is attributable to certain assets, such as depreciation recapture and our “inventory items,” and is thus treated as ordinary income under Section 751 of the Code. This legislation also includes certain new limitations on the use of losses and other deductions to offset taxable income. Various aspects of this deduction and these limitations may be modified by administrative, legislative or judicial interpretations at any time, which may or may not be applied retroactively.

Because of widespread state budget deficits and other reasons, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise and other forms of taxation, which would reduce the cash available for distribution to our unitholders. For example, we are required to pay the State of Texas a margin tax that is assessed at 0.75% of taxable margin apportioned to Texas. The Partnership



Agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal, state or local income tax purposes, the minimum quarterly distribution amount and the target distribution levels will be adjusted to reflect the impact of that law on us.

Changes in tax laws could adversely affect our performance.

We are subject to extensive tax laws and regulations, with respect to federal, state and foreign income taxes and transactional taxes such as excise, sales/use, payroll, franchise and ad valorem taxes. New tax laws and regulations and changes in existing tax laws and regulations are continuously being enacted that could result in increased tax expenditures in the future.

If tax authorities contest the tax positions we take, the market for our units may be adversely impacted, and the cost of any contest with a tax authority would reduce our cash available for distribution to our unitholders.

We have not requested a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes. Tax authorities may adopt positions that differ from the conclusions of our counsel or from the positions we take, and the tax authority's positions may ultimately be sustained. It may be necessary to resort to administrative or court proceedings to sustain some or all of our counsel's conclusions or the positions we take. A court may not agree with some or all of our counsel's conclusions or positions we take. Any contest with a tax authority, and the outcome of any such contest, may increase a unitholder's tax liability and result in adjustment to items unrelated to us and could materially and adversely impact the market for our units and the price at which they trade. In addition, our costs of any contest with any tax authority will be borne indirectly by our unitholders and our general partner because such costs will reduce our cash available for distribution.

For taxable years beginning after December 31, 2017, the procedures for auditing large partnerships and the procedures for assessing and collecting taxes due (including applicable penalties and interest) as a result of an audit have changed. Unless we are eligible to (and choose to) elect to issue revised Schedules K-1 to our partners with respect to an audited and adjusted return, the IRS may assess and collect taxes (including any applicable penalties and interest) directly from us in the year in which the audit is completed under the new procedures. If we are required to pay taxes, penalties and interest as the result of audit adjustments, cash available for distribution to our unitholders may be substantially reduced. In addition, because payment would be due for the taxable year in which the audit is completed, unitholders during that taxable year would bear the expense of the adjustment even if they were not unitholders during the audited taxable year.

Our unitholders may be required to pay taxes on income from us even if the unitholders do not receive any cash distributions from us.

Because our unitholders will be treated as partners to whom we will allocate taxable income, which could be different in amount than the cash we distribute, unitholders will be required to pay any federal income taxes and, in some cases, state and local income taxes on their share of our taxable income even if they receive no cash distributions from us. Unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the tax liability that results from that income.

Certain actions that we may take, such as issuing additional units, may increase the federal income tax liability of unitholders.

In the event we issue additional units or engage in certain other transactions in the future, the allocable share of nonrecourse liabilities allocated to the unitholders will be recalculated to take into account our issuance of any additional units. Any reduction in a unitholder's share of our nonrecourse liabilities will be treated as a distribution of cash to that unitholder and will result in a corresponding tax basis reduction in a unitholder's units. A deemed cash distribution may, under certain circumstances, result in the recognition of taxable gain by a unitholder, to the extent that the deemed cash distribution exceeds such unitholder's tax basis in its units.

In addition, the federal income tax liability of a unitholder could be increased if we dispose of assets or make a future offering of units and use the proceeds in a manner that does not produce substantial additional deductions, such as to repay indebtedness currently outstanding or to acquire property that is not eligible for depreciation or amortization for federal income tax purposes or that is depreciable or amortizable at a rate significantly slower than the rate currently applicable to our assets.

Tax gain or loss on disposition of common units could be more or less than expected.

If a unitholder sells its common units, the unitholder will recognize a gain or loss equal to the difference between the amount realized and the unitholder's tax basis in those common units. Because distributions to a unitholder in excess of the total net taxable income allocated to it for a common unit decreases its tax basis in that common unit, the amount, if any, of such prior excess distributions with respect to the units sold will, in effect, become taxable income to the unitholder if the common unit is sold at a price greater than their tax basis in that common unit, even if the price is less than their original cost. Furthermore, a substantial portion of the amount realized, whether or not representing gain, may be taxed as ordinary income due to potential recapture items, including depreciation recapture. In addition, because the amount realized includes a unitholder's share of our nonrecourse liabilities, if a unitholder sells its units, the unitholder may incur a tax liability in excess of the amount of cash the unitholder receives from the sale.

Tax-exempt entities and non-U.S. persons face unique tax issues from owning units that may result in adverse tax consequences to them.

Investment in units by tax-exempt entities, such as individual retirement accounts, or IRAs, other retirement plans and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations that are exempt from federal income tax, including IRAs and other retirement plans, will be unrelated business taxable income, which may be taxable to them.

Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file United States federal tax returns and pay tax on their share of our taxable income. Gain recognized from a sale or other disposition of our units by a non-U.S. person will be subject to federal income tax as income effectively connected with a U.S. trade or business. Moreover, the transferee of our units is generally required to withhold 10% of the amount realized by the transferor unless the transferor certifies that it is not a foreign person, and we are required to deduct and withhold from the transferee amounts that should have been withheld by the transferees but were not withheld. Because the "amount realized" includes a partner's share of the partnership's liabilities, 10% of the amount realized could exceed the total cash purchase price for the units. However, the IRS has suspended the application of this withholding rule to open market transfers of interest in publicly traded partnerships, pending promulgation of regulations or other guidance that address the amount to be withheld, the reporting necessary to determine such amount and the appropriate party to withhold such amounts. It is not clear if or when such regulations or other guidance will be issued.

If a unitholder is a tax-exempt entity or a non-U.S. person, the unitholder should consult its tax advisor before investing in our units.

We treat each purchaser of our common units as having the same tax benefits without regard to the actual common units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.

Because we cannot match transferors and transferees of common units and because of other reasons, we have adopted depreciation and amortization positions that may not conform to all aspects of existing Treasury regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to the unitholders. It also could affect the timing of these tax benefits or the amount of gain from the sale of common units and could have a negative impact on the value of our common units or result in audit adjustments to our unitholders' tax returns.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units each month based upon the ownership of our units on the first day of each month, instead of on the basis of the date a particular unit is transferred. The U.S. Treasury Department has adopted final regulations that provide a safe harbor pursuant to which publicly traded partnerships may use a similar monthly simplifying convention to allocate tax items among transferor and transferee unitholders. These regulations do not specifically authorize the proration method we have previously used. If the IRS were to challenge our proration method or new Treasury regulations were issued, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

A unitholder whose units are loaned to a “short seller” to cover a short sale of units may be considered as having disposed of those units. If so, the unitholder would no longer be treated for tax purposes as a partner with respect to those units during the period of the loan and may be required to recognize gain or loss from the disposition.

Because a unitholder whose units are loaned to a “short seller” to cover a short sale of units may be considered as having disposed of the loaned units, the unitholder may no longer be treated for tax purposes as a partner with respect to those units during the period of the loan to the short seller and such unitholder may be required to recognize gain or loss from such disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to modify any applicable brokerage account agreements to prohibit their brokers from borrowing and lending their units.

We have adopted certain valuation methodologies that may result in a shift of income, gain, loss and deduction between the general partner and the unitholders. The IRS may challenge this treatment, which could adversely affect the value of the units.

When we issue additional units or engage in certain other transactions, we determine the fair market value of our assets and allocate any unrealized gain or loss attributable to our assets to the capital accounts of our unitholders and our general partner. Our methodology may be viewed as understating the value of our assets. In that case, there may be a shift of income, gain, loss and deduction between certain unitholders and the general partner, which may be unfavorable to such unitholders. Moreover, subsequent purchasers of our units may have a greater portion of their adjustment under Section 743(b) of the Code allocated to our tangible assets and a lesser portion allocated to our intangible assets. The IRS may challenge our valuation methods, or our allocation of the Section 743(b) adjustment attributable to our tangible and intangible assets, and allocations of income, gain, loss and deduction between the general partner and certain of our unitholders.

A successful IRS challenge to these methods or allocations could adversely affect the amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders’ sale of our units and could have a negative impact on the value of our units or result in audit adjustments to our unitholders’ tax returns without the benefit of additional deductions.

Treatment of distributions on our Series A Preferred Units as guaranteed payments for the use of capital creates a different tax treatment for the holders of Series A Preferred Units than the holders of our common units.

The tax treatment of distributions on our Series A Preferred Units is uncertain. We will treat the holders of our Series A Preferred Units as partners for tax purposes and will treat distributions on our Series A Preferred Units as guaranteed payments for the use of capital that will generally be taxable to the holders of our Series A Preferred Units as ordinary income and will not be eligible for the deduction provided for under Code Section 199A. Although a holder of our Series A Preferred Units could recognize taxable income from the accrual of such a guaranteed payment even in the absence of a contemporaneous distribution, we anticipate accruing and making the guaranteed payment distributions semi-annually through and including December 15, 2022 and quarterly thereafter. Because the guaranteed payment for each unit must accrue as income to a holder during the taxable year of the accrual, the guaranteed payment attributable to the period beginning December 15 and ending December 31 will accrue as income to the holder of record of a Series A Preferred Unit on December 31 for such period, regardless of whether such holder continues to own the Series A Preferred Unit at the time the actual distribution is made. Otherwise, the holders of our Series A Preferred Units are generally not anticipated to share in our items of income, gain, loss or deduction, except to the extent necessary to provide, to the extent possible, the Series A Preferred Units with the benefit of the liquidation preference. We will not allocate any share of our nonrecourse liabilities to the holders of our Series A Preferred Units. If our Series A Preferred Units were treated as indebtedness for tax purposes, rather than as

partnership interests, distributions on our Series A Preferred Units likely would be treated as payments of interest by us to the holders of our Series A Preferred Units, rather than as guaranteed payments for the use of capital.

A holder of our Series A Preferred Units will be required to recognize gain or loss on a sale of its Series A Preferred Units equal to the difference between the amount realized by such holder and tax basis in the Series A Preferred Units sold. The amount realized generally will equal the sum of the cash and the fair market value of other property such holder receives in exchange for such Series A Preferred Units. Subject to general rules requiring a blended basis among multiple partnership interests, the tax basis of a Series A Preferred Unit will generally be equal to the sum of the cash and the fair market value of other property paid by the holder of the Series A Preferred Unit to acquire such Series A Preferred Unit. Gain or loss recognized by a holder of a Series A Preferred Unit on the sale or exchange of a Series A Preferred Unit held for more than one year generally will be taxable as long-term capital gain or loss. Because holders of our Series A Preferred Units will generally not be

allocated a share of our items of depreciation, depletion or amortization, it is not anticipated that such holders would be required to recharacterize any portion of their gain as ordinary income as a result of the recapture rules.

Unitholders may be subject to state and local taxes and return filing requirements in states where they do not live as a result of investing in our units.

In addition to federal income taxes, unitholders may be subject to other taxes, including foreign, state and local taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we do business or own property, even if the unitholders do not live in any of those jurisdictions. Unitholders may be required to file foreign, state and local income tax returns and pay state and local income taxes in some or all of these jurisdictions. Further, the unitholder may be subject to penalties for failure to comply with those requirements. As we make acquisitions or expand our business, we may own assets or do business in additional states that impose a personal income tax or an entity level tax. It is each unitholder's responsibility to file all United States federal, foreign, state and local tax returns. Our counsel has not rendered an opinion on the foreign, state or local tax consequences of an investment in our units.

#### Item 1B. Unresolved Staff Comments

None.

#### Item 2. Properties

For details on our plants, fractionation and storage facilities, propane terminals and pipeline systems, please read Item 1. "Business - Our Operating Segments". We believe that our properties are generally in good condition, well maintained and are suitable and adequate to carry on our business at capacity for the foreseeable future.

Our real property falls into two categories: (1) parcels that we own in fee; and (2) parcels in which our interest derives from leases, easements, rights-of-way, permits or licenses from landowners or governmental authorities permitting the use of such land for our operations. Portions of the land on which our plants and other major facilities are located are owned by us in fee title, and we believe that we have satisfactory title to these lands. The remainder of the land on which our plant sites and major facilities are located are held by us pursuant to ground leases between us, as lessee, and the fee owner of the lands, as lessors. We, or our predecessors, have leased these lands for many years without any material challenge known to us relating to the title to the land upon which the assets are located, and we believe that we have satisfactory leasehold estates to such lands. We have no knowledge of any challenge to the underlying fee title of any material lease, easement, right-of-way, permit or license held by us or to our title to any material lease, easement, right-of-way, permit or lease, and we believe that we have satisfactory title to all of our material leases, easements, rights-of-way, permits and licenses.

Our principal executive offices are located at 370 17th Street, Suite 2500, Denver, Colorado 80202, our telephone number is 303-595-3331 and our website address is [www.dcpmidstream.com](http://www.dcpmidstream.com).

#### Item 3. Legal Proceedings

We are not a party to any significant legal proceedings, but are a party to various administrative and regulatory proceedings and commercial disputes that have arisen in the ordinary course of our business. Management currently believes that the ultimate resolution of these matters, taken as a whole, and after consideration of amounts accrued, insurance coverage or other indemnification arrangements, will not have a material adverse effect upon our consolidated results of operations, financial position or cash flows. For more information, please read "Environmental Matters."

Environmental — The operation of pipelines, plants and other facilities for gathering, transporting, processing, treating, fractionating, or storing natural gas, NGLs and other products is subject to stringent and complex laws and regulations pertaining to health, safety and the environment. As an owner or operator of these facilities, we must comply with laws and regulations at the federal, state and, in some cases, local levels that relate to worker safety, air and water quality, solid and hazardous waste management and disposal, and other environmental matters. The cost of planning,

designing, constructing and operating pipelines, plants, and other facilities incorporates compliance with environmental laws and regulations, worker safety standards, and safety standards applicable to our various facilities. In addition, there is increasing focus from (i) city, state and federal regulatory officials and through litigation, on hydraulic fracturing and the real or perceived environmental impacts of this technique, which indirectly presents some risk to our available supply of natural gas and the resulting supply of NGLs, (ii) from federal regulatory agencies regarding pipeline system safety which could impose additional regulatory burdens and increase the cost of our operations, and (iii) from state and federal regulatory officials regarding the emission of greenhouse gases which could impose regulatory burdens and increase the cost of our operations, and (iv) regulatory bodies and communities that could prevent or delay the development of fossil fuel energy infrastructure such as pipelines, plants, and other



facilities used in our business. Failure to comply with these various health, safety and environmental laws and regulations may trigger a variety of administrative, civil and potentially criminal enforcement measures, including citizen suits, which can include the assessment of monetary penalties, the imposition of remedial requirements, and the issuance of injunctions or restrictions on operation. Management believes that, based on currently known information, compliance with these existing laws and regulations will not have a material adverse effect on our results of operations, financial position or cash flows.

#### Item 4. Mine Safety Disclosures

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Common Units Market Information

Our common units are listed on the New York Stock Exchange ("NYSE") under the symbol "DCP". The following table sets forth intra-day high and low sales prices of the common units, as reported by the NYSE, as well as the amount of cash distributions declared per quarter for 2017 and 2016.

Quarter Ended	High	Low	Distribution
			Per Common Unit
December 31, 2017	38.03	32.08	0.78
September 30, 2017	36.10	29.95	0.78
June 30, 2017	40.29	29.70	0.78
March 31, 2017	42.45	35.64	0.78
December 31, 2016	39.43	31.03	0.78
September 30, 2016	36.21	31.23	0.78
June 30, 2016	38.15	24.70	0.78
March 31, 2016	28.53	15.09	0.78

As of February 22, 2018, there were approximately 40 unitholders of record of our common units. This number does not include unitholders whose common units are held in trust by other entities.

#### Distributions of Available Cash

General - Our Partnership Agreement requires that, within 45 days after the end of each quarter, we distribute all of our Available Cash (defined below) to unitholders of record on the applicable record date, as determined by our general partner.

Definition of Available Cash - Available Cash, for any quarter, consists of all cash and cash equivalents on the date of determination of available cash for that quarter:

- less the amount of cash reserves established by our general partner to:
  - provide for the proper conduct of our business, including reserves for future capital expenditures and anticipated credit needs;
  - comply with applicable law or any debt instrument or other agreement or obligation;
  - provide funds to make payments on the 7.375% Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Units; or
  - provide funds for distributions to our common unitholders and to our general partner for any one or more of the next four quarters.
- plus, if our general partner so determines, all or a portion of cash and cash equivalents on hand on the date of determination of Available Cash for the quarter.

Minimum Quarterly Distribution - The Minimum Quarterly Distribution, as set forth in the Partnership Agreement, is \$0.35 per unit per quarter, or \$1.40 per unit per year. Our current quarterly distribution is \$0.78 per unit, or \$3.12 per unit



annualized. There is no guarantee that we will maintain our current distribution or pay the Minimum Quarterly Distribution on the units in any quarter. Even if our cash distribution policy is not modified or revoked, the amount of distributions paid under our policy and the decision to make any distribution is determined by our general partner, taking into consideration the terms of our Partnership Agreement. Please read “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Capital Requirements - Liquidity and Capital Resources” for a discussion of the restrictions included in our Credit Agreement that may restrict our ability to make distributions. General Partner Interest and Incentive Distribution Rights - As of December 31, 2017, the General Partner was entitled to a percentage of all quarterly distributions equal to its General Partner interest of approximately 2% and limited partner interest of 36%. The General Partner has the right, but not the obligation, to contribute a proportionate amount of capital to us to maintain its current General Partner interest. The General Partner’s interest may be reduced if we issue additional units in the future and our General Partner does not contribute a proportionate amount of capital to us to maintain its current General Partner interest.

The incentive distribution rights held by our General Partner entitle it to receive an increasing share of Available Cash as pre-defined distribution targets have been achieved. Currently, our distribution to our General Partner related to its incentive distribution rights is at the highest level. Our General Partner’s incentive distribution rights have not been reduced as a result of our common unit offerings, and will not be reduced if we issue additional units in the future and the General Partner does not contribute a proportionate amount of capital to us to maintain its current General Partner interest.

As part of the Transaction, Phillips 66 and Enbridge agreed, if required, to provide a reduction to incentive distributions payable to our General Partner under our Partnership Agreement of up to \$100 million annually through 2019 to target an approximate 1.0 times distribution coverage ratio. Under the terms of our amended Partnership Agreement, the amount of incentive distributions paid to our General Partner will be evaluated by our General Partner on both a quarterly and annual basis and may be reduced each quarter by an amount determined by our General Partner (the “IDR giveback”). If no determination is made by our General Partner, the quarterly IDR giveback will be \$20 million. The IDR giveback, of up to \$100 million annually, will be subject to a true-up at the end of the year by taking our total distributable cash flow (as adjusted under our amended Partnership Agreement) less the total annual distribution payable to our unitholders, adjusted to target an approximate 1.0 times coverage ratio.

Please read the Distributions of Available Cash section in Note 14 of the Notes to Consolidated Financial Statements in Item 8. “Financial Statements and Supplementary Data” for more details about the distribution targets and their impact on the General Partner’s incentive distribution rights.

On January 23, 2018, we announced that the board of directors of DCP Midstream GP, LLC declared a quarterly distribution of \$0.78 per unit, which was paid on February 14, 2018, to unitholders of record on February 7, 2018.

Preferred Unit Distributions - On November 20, 2017, we issued 500,000 of our Series A Preferred Units (“Series A Preferred Units”), representing limited partnership interests at a price of \$1,000 per unit. We used the net proceeds of \$487 million from the issuance of the Series A Preferred Units to partially repay the \$500 million 2.50% Senior Notes which were due on December 1, 2017.

Distributions of the Series A Preferred Units are payable out of available cash, accrue and are cumulative from the date of original issuance of the Series A Preferred Units and are payable in arrears on June 15th and December 15th through and including December 15, 2022, and, after December 15, 2022, quarterly in arrears on March 15th, June 15th, September 15th, and December 15th of each year to holders of record as of the close of business on the first business day of the month. The initial distribution rate will be 7.375% per year of the \$1,000 liquidation preference per unit (equal to \$73.75 per unit). On and after December 15, 2022, distributions will accumulate at a percentage of the \$1,000 liquidation preference equal to an annual floating rate of the three-month LIBOR plus a spread of 5.148%. The Series A Preferred Units rank senior to our common units with respect to distribution rights and rights upon liquidation.

At any time prior to December 15, 2022, within 120 days of a ratings event (as described in our Partnership Agreement), we may, at our option, redeem the Series A Preferred Units in whole, but not in part, at a redemption

price per unit equal to \$1,020 (102% of the liquidation preference), plus an amount equal to all accumulated and unpaid distributions. At any time on or after December 15, 2022, we may redeem, in whole or in part, the units at a redemption price of \$1,000 per unit, plus an amount equal to all accumulated and unpaid distributions. Upon occurrence of a change in control triggering event (as described in our Partnership Agreement), we may, at our option, (i) redeem the Series A Preferred Units, in whole or in part, within 120 days, by paying \$1,000 per unit, plus all accumulated and unpaid distributions, and (ii) each holder of Series A Preferred Units will have the right (unless the Partnership provided notice of its election to redeem such holder's Series A

Preferred Units) to convert some or all of the Series A Preferred Units held by such holder on the change of control conversion date into a number of the Partnership's common units per Series A Preferred Unit as defined in our Partnership Agreement. Holders of the Series A Preferred Units have no voting rights except for limited protective voting rights set forth in our Partnership Agreement.

#### Securities Authorized for Issuance Under Equity Compensation Plans

The information relating to our equity compensation plans required by Item 5 is incorporated by reference to such information as set forth in Item 12. "Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters" contained herein.

#### Item 6. Selected Financial Data

The following table shows our selected financial data for the periods and as of the dates indicated, which is derived from our consolidated financial statements. The information contained herein should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements and the accompanying notes included elsewhere in this Form 10-K.

Our operating results incorporate a number of significant estimates and uncertainties. Such matters could cause the data included herein to not be indicative of our future financial condition or results of operations. The table should also be read together with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The following table shows our selected financial and operating data for the periods and as of the dates indicated, which is derived from our consolidated financial statements.

Edgar Filing: DCP Midstream, LP - Form 10-K

Year Ended December 31,  
2017 2016 2015 2014 2013  
(millions, except per unit amounts)

Statements of Operations Data:

Sales of natural gas, NGLs and condensate	\$7,850	\$6,269	\$6,779	\$13,420	\$11,539
Transportation, processing and other	652	647	532	517	463
Trading and marketing (losses) gains, net	(40 )	(23 )	119	88	36
Total operating revenues	8,462	6,893	7,430	14,025	12,038
Operating costs and expenses:					
Purchases and related costs	6,885	5,461	5,981	11,828	9,967
Operating and maintenance expense	661	670	732	773	691
Depreciation and amortization expense	379	378	377	348	314
General and administrative expense	290	292	281	277	280
Asset impairments	48	—	912	18	—
Other expense (income), net	11	(65 )	10	7	—
(Gain) loss on sale of assets, net	(34 )	(35 )	(42 )	7	(22 )
Restructuring costs	—	13	11	—	—
Total operating costs and expenses	8,240	6,714	8,262	13,258	11,230
Operating income (loss)	222	179	(832 )	767	808
Interest expense	(289 )	(321 )	(320 )	(287 )	(249 )
Earnings from unconsolidated affiliates (a)	303	282	184	82	35
Income (loss) before income taxes	236	140	(968 )	562	594
Income tax (expense) benefit	(2 )	(46 )	102	(11 )	(10 )
Net income (loss)	234	94	(866 )	551	584
Net income attributable to noncontrolling interests	(5 )	(6 )	(5 )	(4 )	(5 )
Net income (loss) attributable to partners	229	88	(871 )	547	579
Net loss (income) attributable to predecessor operations (b)	—	224	1,099	(130 )	(404 )
General partner interest in net income	(164 )	(124 )	(124 )	(114 )	(70 )
Series A preferred limited partners' interest in net income	(4 )	—	—	—	—
Net income allocable to limited partners	\$61	\$188	\$104	\$303	\$105
Net income per limited partner unit-basic and diluted	\$0.43	\$1.64	\$0.91	\$2.84	\$1.34

Year Ended December 31,  
2017 2016 2015 2014 2013  
(millions, except per unit amounts)

Balance Sheet Data (at period end):

Property, plant and equipment, net	\$8,983	\$9,069	\$9,428	\$9,537	\$8,420
Total assets	\$13,878	\$13,611	\$13,885	\$13,628	\$12,684
Accounts payable	\$1,076	\$735	\$545	\$977	\$1,413
Long-term debt	\$4,707	\$4,907	\$5,669	\$5,191	\$4,925
Partners' equity	\$7,408	\$2,601	\$2,772	\$2,993	\$1,945
Predecessor equity	\$—	\$4,220	\$4,287	\$2,189	\$2,410
Noncontrolling interests	\$30	\$32	\$33	\$33	\$34
Total equity	\$7,438	\$6,853	\$7,092	\$5,215	\$4,389

Other Information:

Cash distributions declared per unit	\$3.1200	\$3.1200	\$3.1200	\$3.0525	\$2.8630
Cash distributions paid per unit	\$3.1200	\$3.1200	\$3.1200	\$3.0050	\$2.8200

(a) Includes our proportionate share of the earnings of our unconsolidated affiliates. Earnings include the amortization of the net difference between the carrying amount of the investments and the underlying equity of the entities.



Includes net (loss) income attributable to the DCP Midstream Business prior to the date of our acquisition from (b)DCP Midstream, LLC. For additional details, please read Footnote 1 in Item 8. "Financial Statements" in this Annual Report on Form 10-K.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion analyzes our financial condition and results of operations. You should read the following discussion of our financial condition and results of operations in conjunction with our consolidated financial statements and notes included elsewhere in this Annual Report on Form 10-K.

Overview

We are a Delaware limited partnership formed by DCP Midstream, LLC to own, operate, acquire and develop a diversified portfolio of complementary midstream energy assets. Our operations are organized into two reportable segments: (i) Gathering and Processing and (ii) Logistics and Marketing. Our Gathering and Processing segment consists of gathering, compressing, treating, and processing natural gas, producing and fractionating NGLs, and recovering condensate. Our Logistics and Marketing segment includes transporting, trading, marketing and storing natural gas and NGLs, fractionating NGLs and wholesale propane logistics.



## General Trends and Outlook

We anticipate our business will continue to be affected by the following key trends. Our expectations are based on assumptions made by us and information currently available to us. To the extent our underlying assumptions about or interpretations of available information prove to be incorrect, our actual results may vary materially from our expected results.

Our business is impacted by commodity prices and volumes. We mitigate a portion of commodity price risk on an overall Partnership basis by growing our fee based assets and by executing on our hedging program, in which we hedge commodity prices associated with a portion of our expected natural gas, NGL and condensate equity volumes in our Gathering and Processing segment. Various factors impact both commodity prices and volumes, and as indicated in Item 7A. "Quantitative and Qualitative Disclosures about Market Risk," we have sensitivities to certain cash and non-cash changes in commodity prices. Drilling activity levels vary by geographic area; we will continue to target our strategy in geographic areas where we expect producer drilling activity.

In the long-term, our belief is that commodity prices will be at levels we believe will support growth in natural gas, condensate and NGL production. We expect future commodity prices will be influenced by the severity of winter and summer weather, the level of North American production and drilling activity by exploration and production companies and the balance of trade between imports and exports of liquid natural gas, NGLs and crude oil. NGL prices are impacted by the demand from petrochemical and refining industries and export facilities. The petrochemical industry has been making significant investment in building and expanding facilities to convert chemical plants from a heavier oil-based feedstock to lighter NGL-based feedstocks, including ethane. We believe this will cause increased demand in the next year, which should provide support for the increasing supply of ethane. As these facilities commence operations, ethane prices could remain weak with supply in excess of demand. In addition, export facilities are being expanded and built, which provide support for the increasing supply of NGLs. Although there can be, and has been, volatility in NGL prices, longer term we believe there will be sufficient demand in NGLs to support increasing supply.

We believe our contract structure with our producers provides us with significant protection from credit risk since we generally hold the product, sell it and withhold our fees prior to remittance of payments to the producer. Currently, our top 20 producers account for a majority of the total natural gas that we gather and process and of these top 20 producers, eight have investment grade credit ratings while the remainder do not.

In addition to the U.S. financial markets, many businesses and investors continue to monitor global economic conditions. Uncertainty abroad may contribute to volatility in domestic financial and commodity markets.

We believe we are positioned to withstand current and future commodity price volatility as a result of the following:

• Our growing fee-based business represents a significant portion of our margins.

• We have positive operating cash flow from our well-positioned and diversified assets.

• We have a well-defined and targeted hedging program.

• We manage our disciplined capital growth program with a significant focus on fee-based agreements and projects with long term volume outlooks.

• We believe we have a solid capital structure and balance sheet.

• We believe we have access to sufficient capital to fund our growth.

During 2018, our strategic objectives will continue to focus on maintaining stable Distributable Cash Flows from our existing assets and executing on opportunities to sustain and ultimately grow our long-term Distributable Cash Flows. We believe the key elements to stable Distributable Cash Flows are the diversity of our asset portfolio, our fee-based business which represents a significant portion of our estimated margins, plus our hedged commodity position, the objective of which is to protect against downside risk in our Distributable Cash Flows.

We have engaged in a disciplined growth strategy in recent years focusing on our key areas of operations. Our targeted strategy may take numerous forms such as organic build opportunities within our footprint, joint venture opportunities, and acquisitions. Growth opportunities will be evaluated in cooperation with producers and customers based on the expected level of drilling activity in these geographic regions and the impacts of higher costs of capital.



Some of our growth projects include the following:

• Within our Gathering and Processing segment, we increased capacity in the DJ Basin by up to 40 MMcf/d starting in June 2017 by placing additional field compression and plant bypass infrastructure in service.

We are constructing a 200 MMcf/d natural gas processing plant, the Mewbourn 3 plant, and further expanding our Grand Parkway gathering system, both of which are located in the DJ Basin and expected to be in service in the third quarter of 2018.

Our 200 MMcf/d O'Connor 2 plant and associated gathering infrastructure, located in the DJ Basin, is also approved and expected to be in service in 2019. Engineering and permitting are underway, and we have begun purchasing equipment for the construction of the plant.

• Within our Logistics and Marketing segment, we have completed the expansion of the Sand Hills pipeline to 365 MBbls/d.

• Further Sand Hills pipeline expansion to 450 MBbls/d is progressing and includes a partial looping of the pipeline and the addition of new pump stations, and is expected to be in service in the second half of 2018.

We executed definitive joint venture agreements on our 25% interest in the joint development of the Gulf Coast Express pipeline project, or the "GCX project". The approximately \$1.75 billion GCX project is designed to transport up to 1.98 Bcf/d of natural gas. The gas takeaway pipeline is expected to be in service in 2019, pending regulatory approvals.

We are jointly developing the Cheyenne Connector pipeline ("Cheyenne Connector") with Tallgrass Energy Partners, LP (operator), and Western Gas Partners, LP and hold an option to invest in this project at a later date. Cheyenne Connector will provide gas takeaway for the DJ Basin, connecting to the Rockies Express Pipeline's Cheyenne Hub where it can then be delivered to numerous demand markets across the country. It will have an initial capacity of at least 600 MMcf/day and is expected to be in service in the second half of 2019, subject to certain conditions, including required approvals from the Federal Energy Regulatory Commission.

We incur capital expenditures for our consolidated entities and our unconsolidated affiliates. Our 2018 plan includes maintenance capital expenditures of between \$100 million and \$120 million, and expansion capital expenditures between \$650 million and \$750 million associated with approved projects. Expansion capital expenditures include the construction of the Mewbourn 3 plant, Grand Parkway Phase 2 and O'Connor bypass in our DJ Basin system, and the capacity expansions of the Sand Hills pipeline, which are shown as an investment in unconsolidated affiliates in our consolidated statements of cash flows.

Our 2018 earnings from unconsolidated affiliates and distributions from unconsolidated affiliates from our investment in Discovery in our Gathering and Processing segment are forecasted to be lower than 2017 by approximately \$60 million to \$70 million. Approximately \$30 million to \$40 million of this decrease is associated with significant volume declines from two offshore wells and an additional \$30 million is associated with a contractual dispute with certain producers regarding demand charges, which is being challenged by Discovery.

#### Recent Events

On November 20, 2017, we issued 500,000 of our Series A Preferred Units representing limited partnership interests at a price of \$1,000 per unit. We used the net proceeds of \$487 million from the issuance of the Series A Preferred Units to partially repay the \$500 million 2.50% Senior Notes which were due on December 1, 2017.

We announced a quarterly distribution of \$0.78 per unit for the fourth quarter of 2017. This distribution per common unit remains unchanged from the previous quarter and the fourth quarter of 2016.

On February 14, 2018, the Partnership distributed \$40 million of IDR givebacks to our owners, in conjunction with the quarterly distribution, that were previously withheld under the amended Partnership agreement.



## Factors That May Significantly Affect Our Results

### Gathering and Processing Segment

Our results of operations for our Gathering and Processing segment are impacted by (1) the prices of and relationship between commodities such as NGLs, crude oil and natural gas, (2) increases and decreases in the wellhead volume and quality of natural gas that we gather, (3) the associated Btu content of our system throughput and our related processing volumes, (4) the operating efficiency and reliability of our processing facilities, (5) potential limitations on throughput volumes arising from downstream and infrastructure capacity constraints, and (6) the terms of our processing contract arrangements with producers. This is not a complete list of factors that may impact our results of operations but, rather, are those we believe are most likely to impact those results.

Volume and operating efficiency generally are driven by wellhead production, plant recoveries, operating availability of our facilities, physical integrity and our competitive position on a regional basis, and more broadly by demand for natural gas, NGLs and condensate. Historical and current trends in the price changes of commodities may not be indicative of future trends. Volume and prices are also driven by demand and take-away capacity for residue natural gas and NGLs.

Our processing contract arrangements can have a significant impact on our profitability and cash flow. Our actual contract terms are based upon a variety of factors, including the commodity pricing environment at the time the contract is executed, natural gas quality, geographic location, customer requirements and competition from other midstream service providers. Our gathering and processing contract mix and, accordingly, our exposure to natural gas, NGL and condensate prices, may change as a result of producer preferences, impacting our expansion in regions where certain types of contracts are more common as well as other market factors. We generate our revenues and our gross margin for our Gathering and Processing segment principally from contracts that contain a combination of fee based arrangements and percent-of-proceeds/liquids arrangements.

Our Gathering and Processing segment operating results are impacted by market conditions causing variability in natural gas, crude oil and NGL prices. The midstream natural gas industry is cyclical, with the operating results of companies in the industry significantly affected by drilling activity, which may be impacted by prevailing commodity prices. The number of active oil and gas drilling rigs in the United States has increased, from 563 on December 31, 2016 to 882 on December 31, 2017 (Source: IHS). Although the prevailing price of residue natural gas has less short-term significance to our operating results than the price of NGLs, in the long-term, the growth and sustainability of our business depends on commodity prices being at levels sufficient to provide incentives and capital for producers to explore for and produce natural gas.

The prices of NGLs, crude oil and natural gas can be extremely volatile for periods of time, and may not always have a close relationship. Due to our hedging program, changes in the relationship of the price of NGLs and crude oil may cause our commodity price exposure to vary, which we have attempted to capture in our commodity price sensitivities in Item 7A in this 2017 Form 10-K, "Quantitative and Qualitative Disclosures about Market Risk." Our results may also be impacted as a result of non-cash lower of cost or market inventory or imbalance adjustments, which occur when the market value of commodities decline below our carrying value.

We face strong competition in acquiring raw natural gas supplies. Our competitors in obtaining additional gas supplies and in gathering and processing raw natural gas includes major integrated oil and gas companies, interstate and intrastate pipelines, and companies that gather, compress, treat, process, transport, store and/or market natural gas. Competition is often the greatest in geographic areas experiencing robust drilling by producers and during periods of high commodity prices for crude oil, natural gas and/or NGLs. Competition is also increased in those geographic areas where our commercial contracts with our customers are shorter term and therefore must be renegotiated on a more frequent basis.

### Logistics and Marketing Segment

Our Logistics and Marketing segment operating results are impacted by, among other things, the throughput volumes of the NGLs we transport on our NGL pipelines and the volumes of NGLs we fractionate and store. We transport, fractionate and store NGLs primarily on a fee basis. Throughput may be negatively impacted as a result of our customers operating their processing plants in ethane rejection mode, often as a result of low ethane prices relative to natural gas prices. Factors that impact the supply and demand of NGLs, as described above in our Gathering and Processing segment, may also impact the throughput and volume for our Logistics and Marketing segment.



These contractual arrangements may require our customers to commit a minimum level of volumes to our pipelines and facilities, thereby mitigating our exposure to volume risk. However, the results of operations for this business segment are generally dependent upon the volume of product transported, fractionated or stored and the level of fees charged to customers. We do not take title to the products transported on our NGL pipelines, fractionated in our fractionation facilities or stored in our storage facility; rather, the customer retains title and the associated commodity price risk. The volumes of NGLs transported on our pipelines are dependent on the level of production of NGLs from processing plants connected to our NGL pipelines. When natural gas prices are high relative to NGL prices, it is less profitable to process natural gas because of the higher value of natural gas compared to the value of NGLs and because of the increased cost of separating the NGLs from the natural gas. As a result, we have experienced periods in the past, in which higher natural gas or lower NGL prices reduce the volume of NGLs extracted at plants connected to our NGL pipelines and, in turn, lower the NGL throughput on our assets.

Our results of operations for our Logistics and Marketing segment are also impacted by increases and decreases in the volume, price and basis differentials of natural gas associated with our natural gas storage and pipeline assets, as well as our underlying derivatives associated with these assets. We manage commodity price risk related to our natural gas storage and pipeline assets through our commodity derivative program. The commercial activities related to our natural gas storage and pipeline assets primarily consist of the purchase and sale of gas and associated time spreads and basis spreads. A time spread transaction is executed by establishing a long gas position at one point in time and establishing an equal short gas position at a different point in time. Time spread transactions allow us to lock in a margin supported by the injection, withdrawal, and storage capacity of our natural gas storage assets. We may execute basis spread transactions to mitigate the risk of sale and purchase price differentials across our system. A basis spread transaction allows us to lock in a margin on our physical purchases and sales of gas, including injections and withdrawals from storage.

We manage our wholesale propane margins by selling propane to propane distributors under annual sales agreements negotiated each spring which specify floating price terms that provide us a margin in excess of our floating index-based supply costs under our supply purchase arrangements. Our portfolio of multiple supply sources and storage capabilities allows us to actively manage our propane supply purchases and to lower the aggregate cost of supplies. Based on the carrying value of our inventory, timing of inventory transactions and the volatility of the market value of propane, we have historically and may continue to periodically recognize non-cash lower of cost or market inventory adjustments. In addition, we may use financial derivatives to manage the value of our propane inventories.

#### Weather

The economic impact of severe weather may negatively affect the nation's short-term energy supply and demand, and may result in commodity price volatility. Additionally, severe weather may restrict or prevent us from fully utilizing our assets, by damaging our assets, interrupting utilities, and through possible NGL and natural gas curtailments downstream of our facilities, which restricts our production. These impacts may linger past the time of the actual weather event. Although we carry insurance on the vast majority of our assets, insurance may be inadequate to cover our loss in some instances, and in certain circumstances we have been unable to obtain insurance on commercially reasonable terms, if at all.

#### Capital Markets

Volatility in the capital markets may impact our business in multiple ways, including limiting our producers' ability to finance their drilling programs and operations and limiting our ability to support or fund our operations and growth. These events may impact our counterparties' ability to perform under their credit or commercial obligations. Where possible, we have obtained additional collateral agreements, letters of credit from highly rated banks, or have managed credit lines to mitigate a portion of these risks.

#### Impact of Inflation

Inflation has been relatively low in the United States in recent years. However, the inflation rates impacting our business fluctuate throughout the broad economic and energy business cycles. Consequently, our costs for chemicals, utilities, materials and supplies, labor and major equipment purchases may increase during periods of general business inflation or periods of relatively high energy commodity prices.



#### Other

The above factors, including sustained deterioration in commodity prices and volumes, other market declines or a decline in our common unit price, may negatively impact our results of operations, and may increase the likelihood of a non-cash impairment charge or non-cash lower of cost or market inventory adjustments.

#### How We Evaluate Our Operations

Our management uses a variety of financial and operational measurements to analyze our performance. These measurements include the following: (1) volumes; (2) gross margin and segment gross margin; (3) operating and maintenance expense, and general and administrative expense; (4) adjusted EBITDA; (5) adjusted segment EBITDA; and (6) Distributable Cash Flow. Gross margin, segment gross margin, adjusted EBITDA, adjusted segment EBITDA, and Distributable Cash Flow are not measures under accounting principles generally accepted in the United States of America, or GAAP. To the extent permitted, we present certain non-GAAP measures and reconciliations of those measures to their most directly comparable financial measures as calculated and presented in accordance with GAAP. These non-GAAP measures may not be comparable to a similarly titled measure of another company because other entities may not calculate these non-GAAP measures in the same manner.

Volumes - We view wellhead, throughput and storage volumes as important factors affecting our profitability. We gather and transport some of the natural gas and NGLs under fee-based transportation contracts. Revenue from these contracts is derived by applying the rates stipulated to the volumes transported. Pipeline throughput volumes from existing wells connected to our pipelines will naturally decline over time as wells deplete. Accordingly, to maintain or to increase throughput levels on these pipelines and the utilization rate of our natural gas processing plants, we must continually obtain new supplies of natural gas and NGLs. Our ability to maintain existing supplies of natural gas and NGLs and obtain new supplies are impacted by: (1) the level of workovers or recompletions of existing connected wells and successful drilling activity in areas currently dedicated to our pipelines; and (2) our ability to compete for volumes from successful new wells in other areas. The throughput volumes of NGLs and gas on our pipelines are substantially dependent upon the quantities of NGLs and gas produced at our processing plants, as well as NGLs and gas produced at other processing plants that have pipeline connections with our NGL and gas pipelines. We regularly monitor producer activity in the areas we serve and in which our pipelines are located, and pursue opportunities to connect new supply to these pipelines. We also monitor our inventory in our NGL and gas storage facilities, as well as overall demand for storage based on seasonal patterns and other market factors such as weather and overall demand.

## Results of Operations

## Consolidated Overview

The following table and discussion is a summary of our consolidated results of operations for the years ended December 31, 2017, 2016 and 2015. The results of operations by segment are discussed in further detail following this consolidated overview discussion.

	Year Ended December 31,			Variance 2017 vs. 2016		Variance 2016 vs. 2015	
	2017	2016	2015	Increase (Decrease)	Percent	Increase (Decrease)	Percent
(millions, except operating data)							
Operating revenues (a):							
Gathering and Processing	\$5,467	\$4,490	\$4,910	\$977	22 %	\$(420)	(9) %
Logistics and Marketing	7,757	6,186	6,487	1,571	25 %	(301)	(5) %
Inter-segment eliminations	(4,762)	(3,783)	(3,967)	(979)	(26) %	184	5 %
Total operating revenues	8,462	6,893	7,430	1,569	23 %	(537)	(7) %
Purchases and related costs							
Gathering and Processing	(4,090)	(3,263)	(3,697)	827	25 %	(434)	(12) %
Logistics and Marketing	(7,557)	(5,981)	(6,251)	1,576	26 %	(270)	(4) %
Inter-segment eliminations	4,762	3,783	3,967	(979)	(26) %	184	5 %
Total purchases	(6,885)	(5,461)	(5,981)	1,424	26 %	(520)	(9) %
Operating and maintenance expense	(661)	(670)	(732)	(9)	(1) %	(62)	(8) %
Depreciation and amortization expense	(379)	(378)	(377)	1	— %	1	— %
General and administrative expense	(290)	(292)	(281)	(2)	(1) %	11	4 %
Asset impairments	(48)	—	(912)	48	*	(912)	*
Other (expense) income, net	(11)	65	(10)	(76)	*	75	*
Gain on sale of assets, net	34	35	42	(1)	(3) %	(7)	(17) %
Restructuring costs	—	(13)	(11)	(13)	*	2	18 %
Earnings from unconsolidated affiliates (b)	303	282	184	21	7 %	98	53 %
Interest expense	(289)	(321)	(320)	(32)	(10) %	1	— %
Income tax (expense) benefit	(2)	(46)	102	(44)	(96) %	(148)	*
Net income attributable to noncontrolling interests	(5)	(6)	(5)	(1)	(17) %	1	20 %
Net income (loss) attributable to partners	\$229	\$88	\$(871)	\$141	*	\$959	*
Other data:							
Gross margin (c):							
Gathering and Processing	\$1,377	\$1,227	\$1,213	\$150	12 %	\$14	1 %
Logistics and Marketing	200	205	236	(5)	(2) %	(31)	(13) %
Total gross margin	\$1,577	\$1,432	\$1,449	\$145	10 %	\$(17)	(1) %
Non-cash commodity derivative mark-to-market	\$(28)	\$(139)	\$46	\$111	*	\$(185)	*
Natural gas wellhead (MMcf/d) (d)	4,531	5,124	5,604	(593)	(12) %	(480)	(9) %
NGL gross production (MBbls/d) (d)	375	393	408	(18)	(5) %	(15)	(4) %
NGL pipelines throughput (MBbls/d) (d)	460	420	298	40	10 %	122	41 %

\* Percentage change is not meaningful.

(a) Operating revenues include the impact of trading and marketing gains (losses), net.

Earnings for Discovery, Sand Hills, Southern Hills, Front Range, Mont Belvieu 1 and Texas Express include the (b) amortization of the net difference between the carrying amount of the investments and the underlying equity of the entities.

Gross margin consists of total operating revenues less purchases and related costs. Segment gross margin for each (c) segment consists of total operating revenues for that segment less purchases and related costs for that segment.

Please read "Reconciliation of Non-GAAP Measures".

(d) For entities not wholly-owned by us, includes our share, based on our ownership percentage, of the wellhead and throughput volumes and NGL production.

Year ended December 31, 2017 vs. Year ended December 31, 2016

Total Operating Revenues — Total operating revenues increased \$1,569 million in 2017 compared to 2016 primarily as a result of the following:

\$1,571 million increase for our Logistics and Marketing segment primarily due to increased commodity prices and favorable commodity derivative activity, partially offset by lower gas and NGL sales volumes and the sale of our Northern Louisiana System;

\$977 million increase for our Gathering and Processing segment primarily due to higher commodity prices, higher gas and NGL sales volumes primarily related to our North region which impacts both sales and purchases, and higher transportation, processing and other, primarily related to fee based contract realignment efforts. These increases were partially offset by lower gas and NGL sales volumes in the South, Midcontinent and Permian regions, unfavorable commodity derivative activity and the sale of our Northern Louisiana system and Douglas gathering system;

These increases were partially offset by:

\$979 million increase in inter-segment eliminations, which relate to sales of gas and NGL volumes from our Gathering and Processing segment to our Logistics and Marketing segment, primarily due to higher commodity prices, partially offset by lower gas and NGL sales volumes.

Total Purchases — Total purchases increased \$1,424 million in 2017 compared to 2016 primarily as a result of the following:

\$1,576 million increase for our Logistics and Marketing segment for the reasons discussed above;

\$827 million increase for our Gathering and Processing segment for the reasons discussed above;

These increases were partially offset by:

\$979 million increase in inter-segment eliminations, which relate to sales of gas and NGL volumes from our Gathering and Processing segment to our Logistics and Marketing segment, primarily due to higher commodity prices, partially offset by lower gas and NGL sales volumes.

Operating and Maintenance Expense — Operating and maintenance expense decreased in 2017 compared to 2016 primarily as a result of the sale of our Northern Louisiana system in July 2016 and Douglas gathering system in June 2017, decreased base operating costs resulting from cost savings initiatives, partially offset by increased gathering pipeline remediation spending, planned maintenance spending associated with anticipated volume growth and additional expenses related to Hurricane Harvey.

General and Administrative Expense - General and administrative expense increased in 2017 compared to 2016, primarily due to investment in digital transformation, offset by nonrecurring costs in 2016 driven by the closing of the Transaction as described in Item 8. "Financial Statements."

Asset impairments — Asset impairments in 2017 represent the impairment of property, plant and equipment and intangible assets in our South region.

Other (Expense) Income — Other expense in 2017 primarily represents the write-off of property, plant and equipment associated with the expiration of a lease. Other income in 2016 primarily represents a producer settlement, net of legal fees, partially offset by the write-off of property, plant and equipment and other long-term assets.

Gain on Sale of Assets, net — The gain on sale in 2017 represents the sale of our Douglas gathering system. The gain on sale in 2016 represents the sale of our Northern Louisiana system, partially offset by a loss on sale of non-core assets.

Restructuring Costs - Restructuring costs in 2016 related to our headcount reduction in April of 2016.

Earnings from Unconsolidated Affiliates — Earnings from unconsolidated affiliates increased in 2017 compared to 2016 primarily as a result of the expansion and volume ramp up of the Sand Hills NGL pipeline in our Logistics and Marketing segment partially offset by a decrease from Discovery in our Gathering and Processing segment primarily due to lower production volumes from two offshore wells at Discovery. We expect continued volume declines from these wells to impact future earnings.

Interest Expense - Interest expense decreased in 2017 compared to 2016 as a result of lower average outstanding debt balances.

Income Tax (Expense) Benefit — Income tax expense decreased in 2017 compared to 2016 primarily due to the conversion of a subsidiary from a corporation to a limited liability company for federal income tax purposes in 2016.

Net Income Attributable to Partners — Net income attributable to partners increased in 2017 compared to 2016 for the reasons discussed above.

Gross Margin — Gross margin increased \$145 million in 2017 compared to 2016 primarily as a result of the following: \$150 million increase for our Gathering and Processing segment primarily related to higher commodity prices, increased volume from growth projects, higher margins associated with a specific producer arrangement, higher NGL recoveries and a producer settlement in our North region, and contract realignment efforts in our Permian and Midcontinent regions. These increases were partially offset by lower volumes across our South, Midcontinent, and Permian regions due to reduced drilling activity in prior periods, the impact of Hurricane Harvey primarily in the South and Permian regions, the sale of our Northern Louisiana system, the sale of our Douglas gathering system and unfavorable commodity derivative activity.

These increases were partially offset by:

\$5 million decrease for our Logistics and Marketing segment primarily related to lower margins on wholesale propane and the expiration of a contract, the sale of our Northern Louisiana system, lower gas storage margins and lower transportation volumes on certain of our NGL pipelines, partially offset by higher NGL marketing margins, higher gas marketing margins and favorable commodity derivative activity.

Year ended December 31, 2016 vs. Year ended December 31, 2015

Total Operating Revenues — Total operating revenues decreased \$537 million in 2016 compared to 2015 primarily as a result of the following:

\$420 million decrease for our Gathering and Processing segment primarily due to lower commodity prices, lower gas and NGL volumes in the South, Midcontinent and Permian regions which impacted both sales and purchases, and unfavorable commodity derivative activity, which was partially offset by higher gas and NGL volumes in our North region and fee based contract realignment efforts; and improved operational efficiencies in the Permian and Midcontinent regions; and

\$301 million decrease for our Logistics and Marketing segment primarily due to lower commodity prices, lower gas and NGL sales volumes, unfavorable commodity derivative activity and lower wholesale propane fees partially offset by new connections on certain of our NGL pipelines.

These decreases were partially offset by:

\$184 million decrease in inter-segment eliminations, which related to sales of gas and NGL volumes from our Gathering and Processing segment to our Logistics and Marketing segment, primarily due to lower commodity prices and lower gas and NGL sales volumes.

Total Purchases — Total purchases decreased \$520 million in 2016 compared to 2015 primarily as a result of the following:

\$434 million decrease for our Gathering and Processing segment for the reasons discussed above; and



\$270 million decrease for our Logistics and Marketing segment for the reasons discussed above.

These decreases were partially offset by:

\$184 million decrease in inter-segment eliminations, which related to sales of gas and NGL volumes from our Gathering and Processing segment to our Logistics and Marketing segment, primarily due to lower commodity prices and lower gas and NGL sales volumes.

Operating and Maintenance Expense — Operating and maintenance expense decreased in 2016 compared to 2015 primarily as a result of our headcount reduction in April 2016, plant consolidations and other cost savings initiatives, the disposition of our Northern Louisiana system in July 2016, the sale of certain gas processing plants and gathering systems in the Permian region in 2015, partially offset by the completion of our Lucerne 2 plant in the DJ Basin system in July 2015 and the completion of our Zia II plant in the Southeast New Mexico system in August 2015.

General and Administrative Expense — General and administrative expense increased in 2016, compared to 2015, primarily due to nonrecurring costs driven by the closing of the Transaction as described in Item 8. "Financial Statements," partially offset by our headcount reduction in April 2016 and other cost savings initiatives.

Asset Impairments - Asset impairments in 2015 represented impairments of goodwill, property, plant and equipment and intangible assets.

Other Income (Expense), net — Other income, net in 2016 represented a producer settlement net of legal fees, partially offset by charges for discontinued construction projects. Other expense, net in 2015 primarily represented charges for discontinued construction projects.

Earnings from Unconsolidated Affiliates — Earnings from unconsolidated affiliates increased in 2016 compared to 2015, primarily as a result of Enbridge's contribution of its interests in Sand Hills and Southern Hills in November 2015, higher pipeline throughput volumes on Southern Hills, Sand Hills and Front Range due to growth in NGL production from new plants placed into service in 2015 and as a result of the ramp-up of the Keathley Canyon volumes at Discovery.

Income Tax (Expense) Benefit — Income tax benefit decreased in 2016 compared to 2015 primarily due to impairments of property, plant and equipment and intangible assets recorded in the fourth quarter of 2015.

Gain (loss) on Sale of Assets, Net — Gain on sale of assets during 2016 primarily related to the sale of our Northern Louisiana system. During 2015, we recognized gains related to the sale of certain gas processing plants and gathering systems.

Net Income Attributable to Partners — Net income attributable to partners increased in 2016 compared to 2015 for the reasons discussed above.

Gross Margin — Gross margin decreased \$17 million in 2016 compared to 2015 primarily as a result of the following:

\$31 million decrease for our Logistics and Marketing segment primarily related to unfavorable commodity derivative activity, the sale of our Northern Louisiana system in July 2016 and lower wholesale propane fees, partially offset by new connections on certain of our NGL pipelines.

These decreases were partially offset by:

\$14 million increase for our Gathering and Processing segment primarily due to the ramp-up of the Lucerne 2 plant in June 2015, completion of the Grand Parkway gathering system in January 2016, higher margins on a specific producer arrangement, higher NGL recoveries in our North region, completion of the Zia II plant in August 2015 in our Permian region, ramp-up of the National Helium plant in September 2015 in our Midcontinent region, fee based contract realignment efforts and improved operational efficiencies in our Permian and Midcontinent regions, partially offset by lower commodity prices, lower volumes across our South, Midcontinent and Permian regions due to reduced drilling activity in prior periods, unfavorable derivative activity and the sale of our Northern Louisiana system.

## Supplemental Information on Unconsolidated Affiliates

The following table presents financial information related to unconsolidated affiliates:

Earnings from investments in unconsolidated affiliates were as follows:

	Year Ended		
	December 31,		
	2017	2016	2015
	(Millions)		
DCP Sand Hills Pipeline, LLC	\$148	\$110	\$63
Discovery Producer Services LLC	61	73	54
DCP Southern Hills Pipeline, LLC	47	44	18
Front Range Pipeline LLC	17	19	17
Texas Express Pipeline LLC	9	9	8
Mont Belvieu Enterprise Fractionator	13	16	15
Mont Belvieu 1 Fractionator	6	9	9
Other	2	2	—
Total earnings from unconsolidated affiliates	\$303	\$282	\$184

Distributions received from unconsolidated affiliates were as follows:

	Year Ended		
	December 31,		
	2017	2016	2015
	(Millions)		
DCP Sand Hills Pipeline, LLC	\$169	\$139	\$71
Discovery Producer Services LLC	85	94	69
DCP Southern Hills Pipeline, LLC	62	56	24
Front Range Pipeline LLC	17	24	17
Texas Express Pipeline LLC	12	11	11
Mont Belvieu Enterprise Fractionator	13	18	13
Mont Belvieu 1 Fractionator	6	11	12
Other	3	3	—
Total distributions from unconsolidated affiliates	\$367	\$356	\$217

## Results of Operations — Gathering and Processing Segment

The results of operations for our Gathering and Processing segment are as follows:

	Year Ended December 31,			Variance		Variance	
	2017	2016	2015	2017 vs. 2016		2016 vs. 2015	
				Increase (Decrease)	Percent	Increase (Decrease)	Percent
(millions, except operating data)							
Operating revenues:							
Sales of natural gas, NGLs and condensate	\$4,943	\$3,955	\$4,377	\$988	25 %	\$(422 )	(10 )%
Transportation, processing and other	590	580	465	10	2 %	115	25 %
Trading and marketing (losses) gains, net	(66 )	(45 )	68	(21 )	*	(113 )	*
Total operating revenues	5,467	4,490	4,910	977	22 %	(420 )	(9 )%
Purchases and related costs	(4,090 )	(3,263 )	(3,697 )	827	25 %	(434 )	(12 )%
Operating and maintenance expense	(602 )	(611 )	(668 )	(9 )	(1 )%	(57 )	(9 )%
Depreciation and amortization expense	(343 )	(344 )	(343 )	(1 )	— %	1	— %
General and administrative expense	(19 )	(14 )	(22 )	5	36 %	(8 )	(36 )%
Asset impairments	(48 )	—	(876 )	(48 )	*	(876 )	*
Other income (expense), net	—	73	(1 )	(73 )	*	74	*
Gain on sale of assets, net	34	19	42	15	79 %	(23 )	(55 )%
Earnings from unconsolidated affiliates (a)	60	73	54	(13 )	(18 )%	19	35 %
Segment net income (loss)	459	423	(601 )	36	9 %	1,024	*
Segment net income attributable to noncontrolling interests	(5 )	(6 )	(5 )	(1 )	(17 )%	1	20 %
Segment net income (loss) attributable to partners	\$454	\$417	\$(606 )	\$37	9 %	\$1,023	*
Other data:							
Segment gross margin (b)	\$1,377	\$1,227	\$1,213	\$150	12 %	\$14	1 %
Non-cash commodity derivative mark-to-market	\$(24 )	\$(119 )	\$47	\$95	(80 )%	\$(166 )	*
Natural gas wellhead (MMcf/d) (c)	4,531	5,124	5,604	(593 )	(12 )%	(480 )	(9 )%
NGL gross production (MBbls/d) (c)	375	393	408	(18 )	(5 )%	(15 )	(4 )%

\* Percentage change is not meaningful.

Earnings from unconsolidated affiliates includes our 40% ownership of Discovery. Earnings for Discovery include (a) the amortization of the net difference between the carrying amount of our investment and the underlying equity of the entity.

(b) Segment gross margin consists of total operating revenues, less purchases and related costs. Please read “Reconciliation of Non-GAAP Measures”.

(c) For entities not wholly-owned by us, includes our share, based on our ownership percentage, of the wellhead volume and NGL production.



Year Ended December 31, 2017 vs. Year Ended December 31, 2016

Total Operating Revenues — Total operating revenues increased \$977 million in 2017 compared to 2016, primarily as a result of the following:

• \$1,280 million increase attributable to higher commodity prices, which impacted both sales and purchases, before the impact of derivative activity;

• \$100 million increase attributable to higher gas and NGL sales volumes due to the impact of a specific producer arrangement and growth projects primarily related to our DJ Basin system in our North region;

• \$10 million increase in transportation, processing and other primarily related to fee based contract realignment efforts, partially offset by lower volumes in the South region and the sale of our Northern Louisiana system and Douglas gathering system;

These increases were partially offset by:

• \$392 million decrease primarily as a result of lower volumes across our South, Midcontinent and Permian regions due to reduced drilling activity in prior periods and the impact of Hurricane Harvey primarily related to the South and Permian regions; and

• \$21 million decrease as a result of commodity derivative activity attributable to a \$116 million increase in realized cash settlement losses, partially offset by a decrease in unrealized commodity derivative losses of \$95 million due to movements in forward prices of commodities in 2017.

Purchases and Related Costs — Purchases and related costs increased \$827 million in 2017 compared to 2016 as a result of higher commodity prices and higher gas and NGL sales volumes in our North region, partially offset by decreased volumes in our South, Midcontinent and Permian regions.

Operating and Maintenance Expense — Operating and maintenance expense decreased in 2017 compared to 2016 primarily as a result of the sale of our Northern Louisiana system in July 2016 and Douglas gathering system in June 2017, decreased base operating costs resulting from cost savings initiatives, partially offset by increased gathering pipeline remediation spending, planned maintenance spending associated with anticipated volume growth and additional expenses related to Hurricane Harvey.

General and Administrative Expense — General and administrative expense increased in 2017 compared to 2016 primarily as a result higher sales tax refunds in 2016 from cost savings initiatives.

Asset impairments — Asset impairments in 2017 represent the impairment of property, plant and equipment and intangible assets in our South region.

Other Income (Expense) — Other income in 2016 represents a producer settlement, net of legal fees partially offset by the write-off of property, plant and equipment.

Gain on sale of assets, net - The gain on sale in 2017 represents the sale of our Douglas gathering system. The gain on sale in 2016 represents the sale of our Northern Louisiana system partially offset by a loss on sale of non-core assets.

Earnings from Unconsolidated Affiliates — Earnings from unconsolidated affiliates decreased in 2017 compared to 2016 primarily due to lower production volumes from two offshore wells at Discovery. We expect continued volume declines from these wells to impact future earnings.

Segment Gross Margin — Segment gross margin increased \$150 million in 2017 compared to 2016, primarily as a result of the following:

• \$231 million increase as a result of higher commodity prices;

• \$35 million increase as a result of increased volume from growth projects, higher margins associated with a specific producer arrangement, and higher NGL recoveries primarily related to our DJ Basin system and a producer settlement in our North region;

These increases were partially offset by:

• \$79 million decrease primarily as a result of lower volumes across our South, Midcontinent and Permian regions due to reduced drilling activity in prior periods and the impact of Hurricane Harvey, partially offset by fee based

contract realignment efforts in the Permian and Midcontinent regions and operational efficiencies associated with our investment in digital transformation;

\$16 million decrease as a result of the sale of our Northern Louisiana system in our South region and Douglas gathering system in our North region; and

\$21 million decrease as a result of commodity derivative activity as discussed above.

Total Wellhead — Natural gas wellhead decreased in 2017 compared to 2016 reflecting lower volumes primarily from (i) lower volumes associated with general declines within the South, Permian and Midcontinent regions (ii) the sale of our Northern Louisiana system within our South region and (iii) the sale of our Douglas gathering system within our North region and (iv) the impact of Hurricane Harvey primarily related to the South and Permian regions, partially offset by (v) general volume increases due to maximizing capacity utilization and growth projects within the North region.

NGL Gross Production — NGL production decreased in 2017 compared to 2016 primarily as a result of (i) lower volumes associated with general declines within the South, Permian and Midcontinent regions, (ii) the sale of our Northern Louisiana system within our South region and (iii) the sale of our Douglas gathering system within our North region and (iv) the impact of Hurricane Harvey primarily related to the South and Permian regions, partially offset by (v) general volume increases due to maximizing capacity utilization within the North region and (vi) intermittent higher ethane recoveries across all regions.

Year Ended December 31, 2016 vs. Year Ended December 31, 2015

Total Operating Revenues — Total operating revenues decreased \$420 million in 2016 compared to 2015, primarily as a result of the following:

\$163 million decrease attributable to lower commodity prices, which impacted both sales and purchases, before the impact of derivative activity;

\$444 million decrease attributable to lower volumes across our South, Midcontinent and Permian regions due to reduced drilling activity in prior periods, partially offset by improved operational efficiencies in the Permian and Midcontinent regions; and

\$113 million decrease as a result of commodity derivative activity attributable to an increase in unrealized commodity derivative losses of \$166 million in 2016 which were partially offset by a \$53 million increase in realized cash settlement gains due to movements in forward prices of commodities.

These decreases were partially offset by:

- \$185 million increase attributable to higher gas and NGL sales volumes and the impact of a specific producer arrangement primarily related to our DJ Basin system in our North region;

\$115 million increase in transportation, processing and other primarily related to fee based contract realignment efforts, partially offset by lower volumes in the South region and the sale of our Northern Louisiana System.

Purchases and Related Costs — Purchases and related costs decreased \$434 million in 2016 compared to 2015 as a result of decreased commodity prices and lower gas and NGL sales volumes in our South, Midcontinent and Permian regions, partially offset by increased volumes in our North region.

Operating and Maintenance Expense — Operating and maintenance expense decreased in 2016 compared to 2015 primarily as a result of our headcount reduction in April 2016, plant consolidations and other cost savings initiatives, the disposition of our Northern Louisiana system in July 2016 and the sale of certain gas processing plants and gathering systems in the Permian region in 2015, partially offset by the completion of our Lucerne 2 plant in the DJ Basin system in July 2015 and the completion of our Zia II plant in the Southeast New Mexico system in August 2015.

General and Administrative Expense — General and administrative expense decreased in 2016 compared to 2015 primarily as a result of our headcount reduction in April 2016 and other cost savings initiatives.

**Asset Impairments** — Asset impairments in 2015 represented impairments of goodwill, property, plant and equipment and intangible assets.

**Other Income (Expense), net** — Other income, net in 2016 represented a producer settlement net of legal fees, partially offset by charges from discontinued construction projects.

**Earnings from Unconsolidated Affiliates** — Earnings from unconsolidated affiliates increased in 2016 compared to 2015 primarily as a result of the ramp-up of the Keathley Canyon volumes at Discovery.

**Gain on Sale of Assets, net** — Gain on sale of assets during 2016 primarily related to the sale of our Northern Louisiana system in our South region. During 2015, we recognized gains related to the sale of certain gas processing plants and gathering systems in our Midcontinent and Permian regions.

**Segment Gross Margin** — Segment gross margin increased \$14 million in 2016 compared to 2015, primarily as a result of the following:

\$76 million increase primarily as a result of higher volumes following the ramp-up of the Lucerne 2 plant, completion of the Grand Parkway gathering system in January 2016, higher margins on specific producer arrangements and higher NGL recoveries primarily related to our DJ Basin system in our North region;

\$77 million increase primarily as a result of the completion of the Zia II plant in the Southeast New Mexico system in our Permian region in August 2015, ramp-up of the National Helium plant in the Liberal system in our Midcontinent region in September 2015 and improved operational efficiencies in the Permian and Midcontinent regions; and

\$12 million increase primarily as a result of fee based contract realignment efforts in the Permian and Midcontinent regions, partially offset by lower volumes across our South, Midcontinent and Permian regions due to reduced drilling activity in prior periods.

These increases were partially offset by:

\$113 million decrease as a result of commodity derivative activity as discussed above;

\$30 million decrease as a result of lower commodity prices; and