GULFSTREAM NATURAL GAS SYSTEM, L.L.C. FINANCIAL STATEMENTS

December 31, 2021



Report of Independent Registered Public Accounting Firm

To the Management Committee and Members of Gulfstream Natural Gas System, L.L.C.:

Opinion on the Financial Statements

We have audited the accompanying statements of financial position of Gulfstream Natural Gas System, L.L.C. (the "Company") as of December 31, 2021 and 2020, and the related statements of earnings, comprehensive income, changes in members' equity and cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the relevant ethical requirements relating to our audit, which include standards of the American Institute of Certified Public Accountants (AICPA) Code of Professional Conduct.

We conducted our audits of these financial statements in accordance with the auditing standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to those charged with governance and that (i) relate to accounts or disclosures that are material to the financial statements and (ii) involved our especially challenging, subjective, or complex judgments. We determined there are no critical audit matters.

Pricewaterhouse Cooper LLP

Houston, Texas February 28, 2022

We have served as the Company's auditor since 2018.

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. STATEMENTS OF EARNINGS

Year ended December 31,	2021	2020	2019
(millions of United States dollars)			
Operating revenues (Note 4)	281.6	281.7	280.3
Operating expenses			
Operating, maintenance and other	3.3	0.9	3.6
Operating, maintenance and other - affiliates	22.2	19.8	20.2
Depreciation	34.7	34.8	35.1
Property and other taxes	10.7	10.6	11.4
Total operating expenses	70.9	66.1	70.3
Operating income	210.7	215.6	210.0
Other income	2.0	0.6	0.6
Interest expense	(60.1)	(62.0)	(62.2)
Earnings	152.6	154.2	148.4

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. STATEMENTS OF COMPREHENSIVE INCOME

Year ended December 31,	2021	2020	2019
(millions of United States dollars)			
Earnings	152.6	154.2	148.4
Other comprehensive loss, net of tax			
Reclassification of cash flow hedges into earnings	(0.4)	(0.4)	(0.4)
Comprehensive income	152.2	153.8	148.0

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. STATEMENTS OF CHANGES IN MEMBERS' EQUITY

	Spectra Energy Partners, LP	Williams Partners Operating, L.L.C.	Total Members' Equity
(millions of United States dollars)			
Balance at December 31, 2018	224.4	224.4	448.8
Earnings	74.2	74.2	148.4
Reclassification of cash flow hedges into earnings	(0.2)	(0.2)	(0.4)
Distributions to members	(85.7)	(85.7)	(171.4)
Contributions from members	3.5	3.5	7.0
Attributed deferred tax expense	(0.1)	(0.1)	(0.2)
Balance at December 31, 2019	216.1	216.1	432.2
Earnings	77.1	77.1	154.2
Reclassification of cash flow hedges into earnings	(0.2)	(0.2)	(0.4)
Distributions to members	(93.2)	(93.2)	(186.4)
Contributions from members	3.0	3.0	6.0
Balance at December 31, 2020	202.8	202.8	405.6
Earnings	76.3	76.3	152.6
Reclassification of cash flow hedges into earnings	(0.2)	(0.2)	(0.4)
Distributions to members	(90.4)	(90.5)	(180.9)
Contributions from members	25.9	26.0	51.9
Balance at December 31, 2021	214.4	214.4	428.8

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. STATEMENTS OF CASH FLOWS

Year ended December 31,	2021	2020	2019
(millions of United States dollars)			
Operating activities			
Earnings	152.6	154.2	148.4
Adjustments to reconcile earnings to net cash provided by operating activities:			
Depreciation	34.7	34.8	35.1
Allowance for funds used during construction - equity	(2.0)	(0.5)	(0.3)
Changes in operating assets and liabilities	9.2	(0.3)	(2.3)
Net cash provided by operating activities	194.5	188.2	180.9
Investing activities			
Capital expenditures	(55.7)	(6.5)	(12.1)
Net cash used in investing activities	(55.7)	(6.5)	(12.1)
Financing activities			
Distributions to members	(180.9)	(186.4)	(171.4)
Contributions from members	51.9	6.0	7.0
Net cash used in financing activities	(129.0)	(180.4)	(164.4)
Net change in cash	9.8	1.3	4.4
Cash and cash equivalents at beginning of year	9.7	8.4	4.0
Cash and cash equivalents at end of year	19.5	9.7	8.4
Supplementary cash flow information			
Cash paid for interest, net of amount capitalized	59.2	61.8	61.8

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. STATEMENTS OF FINANCIAL POSITION

	December 31, 2021	December 31, 2020
(millions of United States dollars)		
Assets		
Current assets		
Cash and cash equivalents	19.5	9.7
Accounts receivable - trade	23.6	23.7
Accounts receivable - affiliates	—	0.3
Regulatory assets (Note 5)	2.1	—
Inventory	1.8	8.9
Other	_	0.7
Other - affiliates	1.8	2.6
	48.8	45.9
Property, plant and equipment, net (Note 6)	1,538.8	1,513.6
Regulatory assets (Note 5)	10.5	10.3
Total assets	1,598.1	1,569.8
Liabilities and members' equity		
Current liabilities		
Accounts payable - trade	2.8	0.5
Accounts payable - affiliates	6.8	1.3
Taxes accrued	1.9	1.7
Interest accrued	14.2	14.2
Regulatory liabilities (Note 5)	_	2.7
Other	0.1	0.1
	25.8	20.5
Long-term debt (Note 7)	1,143.5	1,143.7
	1,169.3	1,164.2
Commitments and contingencies (Note 10)		
Members' equity		
Members' equity	427.2	403.6
Accumulated other comprehensive income	1.6	2.0
	428.8	405.6
Total liabilities and members' equity	1,598.1	1,569.8

GULFSTREAM NATURAL GAS SYSTEM, L.L.C. NOTES TO FINANCIAL STATEMENTS

1. BUSINESS OVERVIEW

Gulfstream Natural Gas System, L.L.C. (collectively, "we", "our", "us" and "Company") owns an interstate natural gas pipeline system and is owned 50% by Spectra Energy Partners, LP (Spectra Energy Partners) and 50% by Williams Partners Operating, L.L.C. (Williams Partners). We are operated under joint management by Spectra Energy, LLC. (Spectra Energy), which provides the business functions, and The Williams Companies, Inc. (Williams), which provides the technical functions. We transport natural gas that we receive from various onshore and offshore supply sources in the Mississippi and Alabama area, across the Gulf of Mexico, and deliver that natural gas to markets in central and southern Florida. Our interstate natural gas transmission operations are subject to the rules and regulations of the Federal Energy Regulatory Commission (FERC). We were formed on May 17, 1999 as a Delaware limited liability company.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

These financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (US GAAP). The financial statements reflect the results of operations, financial position and cash flows of the Company. The financial statements do not include any of the assets, liabilities, revenues or expenses of the members. Amounts are stated in United States (US) dollars unless otherwise noted.

USE OF ESTIMATES

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the financial statements. Estimates and assumptions used in the preparation of the financial statements include, but are not limited to: carrying values of regulatory assets and liabilities (Note 5); expected credit losses; depreciation rates and carrying value of property, plant and equipment (Note 6); and commitments and contingencies (Note 10). Actual results could differ from these estimates.

FAIR VALUE MEASUREMENTS

We measure the fair value of financial assets and liabilities by maximizing the use of observable inputs and minimizing the use of unobservable inputs. Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The fair value of cash and cash equivalents, accounts receivable, and accounts payable are not materially different from their carrying amounts because of the short-term nature of these instruments or because the stated rates approximate market rates.

COST-BASED REGULATION

The economic effects of regulation can result in a regulated company recording assets for costs that have been or are expected to be approved for recovery from customers or recording liabilities for amounts that are expected to be returned to customers, or for instances where the regulator provides current rates that are intended to recover costs that are expected to be incurred in the future. Accordingly, we record assets and liabilities that result from the regulated ratemaking process that may not be recorded under US GAAP for non-regulated entities. We continually assess whether regulatory assets are probable of future recovery by considering factors such as applicable regulatory changes and recent rate orders to other regulated entities. Based on this assessment, we believe our existing regulatory assets are probable of recovery. These regulatory assets are classified in the Statements of Financial Position as Regulatory assets. We evaluate our regulated assets and consider factors such as regulatory changes and the effect of competition. If cost-based regulation ends or competition increases, we may have to reduce our asset balances to reflect a market basis less than cost and write off the associated regulatory assets and liabilities. See *Note 5- Regulatory Matters* for further discussion.

REVENUE RECOGNITION

Revenues from the transportation of natural gas are recognized when the service has been performed, the amount of revenue can be reliably measured and collectibility is reasonably assured. Revenues related to these services provided but not yet billed are estimated each month. These estimates are generally based on contract data, regulatory information and preliminary throughput and allocation measurements. Final bills for the current month are billed and collected in the following month. Differences between actual and estimated revenues are immaterial.

ALLOWANCE FOR FUNDS USED DURING CONSTRUCTION

Allowance for funds used during construction (AFUDC), which represents the estimated debt and equity costs of capital funds necessary to finance the construction and expansion of certain new regulated facilities, consists of two components, an equity component, and an Interest expense component. The equity component is a non-cash item. After construction is completed, we are permitted to recover these costs through inclusion in the rate base and in the depreciation provision. AFUDC is capitalized as a component of Property, plant and equipment cost in the Statements of Financial Position, with offsetting credits to the Statements of Earnings through Other income for the equity component and Interest expense for the interest component.

INCOME TAXES

We are not subject to federal income taxes, but rather our taxable income or loss is reported on the income tax returns of our members. We are subject to cost-based regulation and consequently record a regulatory tax asset in connection with the tax gross up of AFUDC equity.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include short-term investments with a term to maturity of three months or less when purchased.

INVENTORY

Inventory consists mainly of natural gas retained from shippers for fuel and also includes materials and supplies. Natural gas is recorded at the lower of cost or market value. Materials and supplies are recorded at cost, using the average cost method.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less accumulated depreciation. We capitalize all construction-related direct labor and material costs, as well as indirect construction costs. Indirect costs include general engineering, taxes, administrative and general costs, as well as the cost of funds used during construction. The costs of renewals and betterments that extend the useful life or increase the expected output of property, plant and equipment are also capitalized. The costs of repairs, replacements and major maintenance projects that do not extend the useful life or increase the expected output of property, plant and equipment are also capitalized. The costs of repairs, replacements and major maintenance projects that do not extend the useful life or increase the expected output of property, plant and equipment are expensed as incurred. Depreciation is generally computed over the asset's estimated useful life using the straight-line method.

When we retire property, plant and equipment, we charge the original cost plus the cost of retirement, less salvage value, to accumulated depreciation. When we sell entire regulated operating units, or retire or sell certain non-regulated properties, the cost is removed from the property account and the related accumulated depreciation account is reduced. Any gain or loss is recorded in earnings, unless otherwise required by FERC.

PRELIMINARY PROJECT COSTS

Project development costs, including expenditures for preliminary surveys, plans, investigations, environmental studies, regulatory applications and other costs incurred for the purpose of determining the feasibility of capital expansion projects, are capitalized when it is determined that recovery of such costs through regulated revenues of the completed project is probable.

LONG-LIVED ASSET IMPAIRMENTS

We review the carrying values of our long-lived assets as events or changes in circumstances warrant. If it is determined that the carrying value of an asset exceeds the undiscounted cash flows expected from the asset, we calculate fair value based on the discounted cash flows and write the assets down to the extent that the carrying value exceeds the fair value.

We assess the fair value of long-lived assets using commonly accepted techniques and may use more than one source. Sources to determine fair value include, but are not limited to, recent third-party comparable sales, internally developed discounted cash flow analyses and analyses from outside advisors. Significant changes in market conditions resulting from events such as changes in natural gas available to our systems, the condition of an asset, a change in our intent to utilize the asset or a significant change in contracted revenues or regulatory recoveries would generally require us to reassess the cash flows related to the long-lived assets.

ASSET RETIREMENT OBLIGATIONS COSTS

We have determined that substantially all of our assets have an indeterminate life and as such the fair values of the Asset retirement obligations (ARO) are not reasonably estimable. These assets include pipelines whose retirement dates will depend mostly on the various natural gas supply sources that connect to our systems and the ongoing demand for natural gas usage in the markets we serve. We expect these supply sources and market demands to continue for the foreseeable future, therefore we are unable to estimate retirement dates that would result in ARO.

TRANSACTION COSTS

Transaction costs are incremental costs directly related to the acquisition of a financial asset or the issuance of a financial liability. We incur transaction costs primarily from the issuance of debt and account for these costs as a deduction from Long-term debt on the Statements of Financial Position. These costs are amortized using the effective interest rate method over the term of the related debt instrument and are recorded in Interest expense. Any call premiums or unamortized expenses associated with refinancing higher-cost debt obligations to finance regulated assets and operations are amortized consistently with the regulatory treatment of those items, where appropriate.

CURRENT EXPECTED CREDIT LOSSES

For accounts receivable, a loss allowance matrix is utilized to measure lifetime expected credit losses. The matrix contemplates historical credit losses by age of receivables, adjusted for any forward-looking information and management expectations. Other loan receivables and applicable off-balance sheet commitments utilize a discounted cash flow methodology which calculates the current expected credit losses based on historical default probability rates associated with the credit rating of the counterparty and the related term of the loan or commitment, adjusted for forward-looking information and management expectations.

3. CHANGES IN ACCOUNTING POLICIES

CHANGES IN ACCOUNTING POLICIES

There were no changes in accounting policies during the year ended December 31, 2021.

ADOPTION OF NEW ACCOUNTING STANDARDS

Accounting for Contract Assets and Liabilities from Contracts with Customers in a Business Combination

Effective November 1, 2021, we adopted Accounting Standards Update (ASU) 2021-08 on a retrospective basis beginning January 1, 2021. The new standard was issued in October 2021 to amend business combination accounting specific to contract assets and contract liabilities resulting from contracts with customers, requiring measurement in accordance with Accounting Standards Codification (ASC) 606. The ASU is also applicable to contract assets and contract liabilities from other contracts to which ASC 606 applies, such as contract liabilities from the sale of nonfinancial assets within the scope of ASC 610-20. The adoption of this ASU did not have a material impact on our financial statements

FUTURE ACCOUNTING POLICY CHANGES

Disclosures About Government Assistance

ASU 2021-10 was issued in November 2021 to increase the transparency of government assistance to business entities. The ASU adds new disclosure requirements for transactions with government that are accounted for using a grant or contribution accounting model by analogy. The required disclosures include information about the nature of transactions, accounting policy applied, impacted financial statement line items and significant terms and conditions. ASU 2021-10 is effective January 1, 2022 and can be applied either prospectively or retrospectively with early adoption permitted. The adoption of ASU 2021-10 is not expected to have a material impact on our financial statements.

4. REVENUES

Disaggregation of Revenue

All significant operating revenues for the year ended December 31, 2021 were earned from contracts with customers for the transportation of natural gas.

Contract Balances

	Contracts Receivable
(millions of US dollars)	
Balance at December 31, 2021	23.6
Balance at December 31, 2020	23.7

Contract receivables represent the amount of receivables derived from contracts with customers. There were no contract assets or liabilities as at December 31, 2021 or 2020.

Revenue from Unfulfilled Performance Obligations

Total revenue from performance obligations expected to be fulfilled in future periods is approximately \$3.4 billion. The following table presents our revenue to be recognized from performance obligations expected to be fulfilled for the years indicated:

	2022	2023	2024	2025	2026	Thereafter
(millions of US dollars)						
Transportation of Natural Gas	277.8	297.4	297.5	298.6	293.6	1,959.2

Excluded from these amounts are variable considerations, effects of escalation on certain contracts that have a duration of one year or less pursuant to the practical expedient provision of the standard, and interruptible contracts not enforceable until volumes are nominated by customers for transportation.

Long-Term Transportation Agreements

Transportation revenue earned from firm contracted capacity arrangements is recognized ratably over the contract period. Transportation revenue from interruptible or volumetric-based arrangements is recognized when services are performed.

Performance Obligations Satisfied Over Time

For arrangements involving the transportation of natural gas where the transportation services or commodities are simultaneously received and consumed by the customer, we recognize revenue over time using an output method based on volumes of commodities delivered or transported. The measurement of the volumes delivered or transported corresponds directly to the benefits received by the customer during that period. All operating revenues earned by us for the years ended December 31, 2021, 2020 and 2019 were from services performed over time.

Determination of Transaction Prices

Prices for transportation services are determined based on the capital cost of the facilities, pipelines and associated infrastructure required to provide such services, plus a rate of return on invested capital that is determined either through negotiations with customers or through regulatory processes for those operations that are subject to rate regulation.

Payment Terms

Payments are received monthly from customers under long-term transportation contracts.

5. REGULATORY MATTERS

We record assets and liabilities that result from the regulated ratemaking process that would not be recorded under US GAAP for non-regulated entities. See *Note 2 Significant Accounting Policies* for further discussion.

Rate-Related Information

We continue to operate under rates approved by the FERC in 2007.

Financial Statement Effects

Accounting for rate-regulated activities has resulted in the recognition of the following regulatory assets and liabilities in the Statements of Financial Position:

December 31,	2021	2020
(millions of US dollars)		
Current regulatory assets		
Under-recovery of fuel costs	1.7	—
Other current regulatory assets	0.4	—
Total current regulatory assets	2.1	
Long-term regulatory assets		
Regulatory assets related to income taxes ^{1,2}	10.5	10.3
Total long-term regulatory assets	10.5	10.3
Total regulatory assets	12.6	10.3
Current regulatory liabilities ³		
Over-recovery of fuel costs	_	2.7
Total regulatory liabilities		2.7

Relates to tax gross-up of AFUDC equity portion and is included in Regulatory assets.
Amortized over the life of the related property, plant and equipment.

3 All regulatory liabilities are excluded from rate base.

6. PROPERTY, PLANT AND EQUIPMENT

December 31,	Weighted Average Depreciation Rate	2021	2020
(millions of US dollars)			
Natural gas transmission	1.7 %	1,839.9	1,846.4
Land and right-of-way ¹	1.7 %	134.0	134.0
Interconnection costs and other	4.7 %	43.6	43.8
Under construction	— %	70.2	13.0
Total property, plant and equipment		2,087.7	2,037.2
Total accumulated depreciation		(548.9)	(523.6)
Property, plant and equipment, net		1,538.8	1,513.6

1 The measurement of weighted average depreciation rate excludes non-depreciable assets.

All of our property, plant and equipment is regulated with estimated useful lives based on depreciation rates approved by the FERC.

7. DEBT

December 31,	Maturity	2021	2020
(millions of US dollars)			
Unsecured note payable, 4.60%	2025	550.0	550.0
Unsecured note payable, 6.19%	2025	350.0	350.0
Unsecured note payable, 5.95%	2045	250.0	250.0
Unamortized debt discount		(2.0)	(1.0)
Unamortized debt issuance costs		(4.5)	(5.3)
Total long-term debt		1,143.5	1,143.7

As at December 31, 2021, we were in compliance with all debt covenants.

8. RISK MANAGEMENT

CREDIT RISK

Our principal customers for natural gas transportation services are utilities located throughout the state of Florida. We have concentrations of receivables from this sector throughout the region. These concentrations of customers may affect our overall credit risk in that risk factors can negatively affect the credit quality of the entire sector. Where exposed to credit risk, we analyze the customers' financial condition prior to entering into an agreement, establish credit limits and monitor the appropriateness of those limits on an ongoing basis. We also obtain parental guarantees, cash deposits or letters of credit from customers to provide credit support, where appropriate, based on our financial analysis of the customer and the regulatory or contractual terms and conditions applicable to each contract.

9. RELATED PARTY TRANSACTIONS

Gulfstream Management & Operating Services, L.L.C. (GMOS), owned 50% by Spectra Energy Partners and 50% by Williams Partners, provides management, construction and operating services pursuant to agreements entered into with us and with affiliates of Spectra Energy and Williams. GMOS bills us for services rendered including labor and benefit costs, employee expenses, overhead costs and in some cases, third-party costs. Such amounts are reflected in the Statements of Earnings as Operating, maintenance and other - affiliates or in the Statements of Financial Position as Accounts receivable - affiliates; Current assets - Other - affiliates; and Accounts payable - affiliates as appropriate.

Transactions billed from affiliates, included within Property, plant and equipment, net in the Statements of Financial Position were \$16.6 million in 2021 and \$2.0 million in 2020.

10. COMMITMENTS AND CONTINGENCIES

General Insurance

We maintain, either independently, or through inclusion in the corporate insurance programs maintained by our respective members in proportion to their respective interest in our company, insurance coverage in types and amounts, and with terms and conditions, that are generally consistent with coverage considered customary for our industry.

Environmental

We are subject to various federal, state and local laws and regulations regarding air and water quality, hazardous and solid waste disposal and other environmental matters. These laws and regulations can change from time to time, imposing new obligations on us.

Like others in the energy industry, we and our affiliates may be responsible for environmental remediation at various contaminated sites. These include some properties that are part of our ongoing operations, sites formerly owned or used by us, and sites owned by third parties. Remediation typically involves management of contaminated soils and may involve groundwater remediation. Managed in conjunction with relevant federal, state and local agencies, activities vary with site conditions and locations, remedial requirements, complexity and sharing of responsibility. If remediation activities involve statutory joint and several liability provisions, strict liability, or cost recovery or contribution actions, we or our affiliates could potentially be held responsible for contamination caused by other parties. In some instances, we may share liability associated with contamination with other potentially responsible parties, and may also benefit from contractual indemnities that cover some or all cleanup costs. All of these sites generally are managed in the normal course of business or affiliated operations.

Litigation and Legal Proceedings

We are involved in various legal and regulatory actions and proceedings which arise in the normal course of business, including interventions in regulatory proceedings and challenges to regulatory approvals and permits. While the final outcome of such actions and proceedings cannot be predicted with certainty, management believes that the resolution of such actions and proceedings will not have a material impact on our financial position or results of operations.

Legal costs related to the defense of loss contingencies are expensed as incurred. We had no material reserves for legal matters recorded at either December 31, 2021 or 2020, related to litigation.

Commitments

As at December 31, 2021, we have contractual obligations for capital commitments of \$28.3 million with payments due in less than a year.

11. SUBSEQUENT EVENTS

We have evaluated significant events and transactions that occurred from January 1, 2022 through February 28, 2022, the date the financial statements were issued, and no subsequent events requiring disclosure were noted.