

# STONEPEAK INFRASTRUCTURE PARTNERS



EMPLOYEES' RETIREMENT SYSTEM OF RHODE ISLAND

APRIL 22, 2020

FOR DISCUSSION PURPOSES ONLY



STONEPEAK  
INFRASTRUCTURE PARTNERS

# Executive Summary

1

We truly appreciate and have enjoyed the partnership with Rhode Island over the course of Stonepeak Fund II and Fund III to-date

2

Stonepeak maintains \$18.2bn in AUM<sup>1</sup> and our latest flagship fund (Fund III) is now approximately 82% committed and reserved (as of April 2020)<sup>2</sup>

3

Fund IV expects to continue the same strategy as our prior flagship funds (Fund I, Fund II, and Fund III), which have generated since-inception gross returns of 20.7% IRR<sup>3</sup> with a 0% loss ratio to-date<sup>4</sup>

4

We are well progressed towards our expected first closing date for Fund IV of April 30, 2020

5

Stonepeak greatly values the ongoing support and deep relationship with Rhode Island, and hopes to continue to build on this partnership with Fund IV

Note: All figures are as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. There is no guarantee that Stonepeak Infrastructure Fund IV LP ("Fund IV") will be successful. For additional information on the performance information, including calculation of returns and assumptions related thereto along with information about realized and unrealized investments, please see the "Important Information" at the end of this presentation.

- 1) Stonepeak's assets under management calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP ("Fund I"), Stonepeak Infrastructure Fund II LP ("Fund II"), Stonepeak Infrastructure Fund III LP ("Fund III"), and together with Fund I and Fund II, the "Funds" and each a "Fund", Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of December 31, 2019, and (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of December 31, 2019.
- 2) On February 11, 2020, Fund III committed ~\$360 million in connection with the acquisition of TRAC Intermodal Holding Corp., which closed on March 27, 2020, and is reflected in the committed capital for Fund III. On February 18, 2020, Fund III committed ~1.1 billion in connection with the acquisition of Xplornet (inclusive of anticipated growth equity needs for the business in the coming years). This transaction has not yet closed but is reflected in the committed capital for Fund III. There is no guarantee that it will close or that if it closes it will be on the terms currently contemplated.
- 3) This calculation is based on all realized and unrealized investments across Fund I, Fund II, and Fund III weighted by dollar value. The composite, aggregated performance figures are presented on a gross basis and do not reflect the deduction of management fees, organizational expenses, partnership expenses, carried interest, taxes, and other expenses borne by the investors in such funds. Such performance figures are hypothetical and presented for illustrative purposes only and do not represent returns achieved by actual investors with respect to their investments in any single fund, and certain investments were made in older investment cycles. Actual returns of these funds may differ materially from the composite, aggregated performance shown herein. **Please refer to pages 5-7 for the gross internal rate of return ("IRR") and gross multiple on invested capital ("MOIC") and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.**
- 4) Represents the aggregate amount by which the valuation of any fund investment (realized or unrealized) is below the total equity invested in that investment (including only those investments with a realized or unrealized loss at the latest reporting quarter), divided by total equity invested across all investments.

# Stonepeak Overview

## Independent, infrastructure-focused investment firm with \$18.2 billion of AUM<sup>1</sup>

### Firm Overview

- Founded in 2011 by Michael Dorrell and Trent Vichie
- Founders previously worked together at Blackstone and Macquarie
- Independent manager - wholly-owned by Stonepeak team
- Team of 85 people plus 20 operating partners/senior advisors/ industrial specialists<sup>2</sup>
- Offices in New York City (headquarters), Houston, Austin, and Hong Kong

### Investment Philosophy

- Diversified infrastructure strategy
  - Long-lived, hard-asset businesses and projects that provide essential services to customers
- Overriding focus on downside protection and disciplined value-orientation
- Countercyclical and opportunistic approach to target markets
- Focus on quality – assets, partners, people, principles

### Funds Managed

- Stonepeak Infrastructure Fund LP (\$1.6 billion<sup>3</sup>; 2012)
  - Fully committed or reserved for investments
- Stonepeak Infrastructure Fund II LP (\$3.5 billion<sup>3</sup>; 2015)
  - Fully committed or reserved for investments<sup>4</sup>
- Stonepeak Infrastructure Fund III LP (\$7.2 billion<sup>3</sup>; 2017)
  - 82% committed and reserved (as of April 2020)<sup>5</sup>

### Investment History

- Total of 25 investments to-date across Fund I, Fund II, and Fund III
- Over \$14.3 billion total equity committed by Fund I, Fund II, and Fund III<sup>5</sup>
- Target portfolio returns for Fund I, Fund II, Fund III, and Fund IV:
  - 15% / 12% (gross / net IRR)<sup>6</sup>

Note: All information is as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that any fund, vehicle, or account sponsored by Stonepeak will achieve comparable results, achieve its investment objectives, or avoid substantial losses. Please see the "Important Information" at the end of this presentation for additional information about performance results.

1) Stonepeak's assets under management calculation provided herein is determined by taking into account (i) unfunded capital commitments of Fund I, Fund II, Fund III, Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of December 31, 2019 and (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of December 31, 2019.

2) As of April 2020. "Operating Partners", "Senior Advisors", and "Industrial Specialists" are not employees or affiliates of Stonepeak and are often compensated by Stonepeak, its funds, or its portfolio companies.

3) This amount excludes the general partner's commitment.

4) Although the Fund II investment period has not yet been terminated, we believe that Fund II is likely effectively fully invested when taking into account Fund II's capital commitments that have been drawn down, committed and/or reserved for investments. While Fund II's investment period remains open to enable Fund II to fund additional capital into existing deals in accordance with Stonepeak's capital deployment plan for each investment, Stonepeak does not currently intend that Fund II will participate in "new" investments going forward. However, in the event additional available capital becomes available in Fund II, Stonepeak reserves the right to allocate deals to Fund II in accordance with the amended and restated limited partnership agreement of Fund II.

5) As of March 27, 2020. Includes capital committed across 25 deals from, and co-investment generated for, Fund I, Fund II, and Fund III as well as Stonepeak co-investors. Fund III is in the process of offering co-investment for Lineage and as of March 3, 2020 has closed on ~\$385 million reducing the commitment to Lineage to \$1.1 billion, which is reflected in the committed capital for Fund III. There is no guarantee that any future co-investment will be consummated. Fund III's initial commitment to the Whistler Pipeline by way of the Stonepeak-West Texas Gas joint venture on June 5, 2019 was \$120 million, but Stonepeak expects to increase this commitment to up to \$400 million, which is reflected in the committed capital for Fund III. There is no guarantee that such commitment increase will be consummated. On February 11, 2020, Fund III committed ~\$360 million in connection with the acquisition of TRAC Intermodal Holding Corp., which closed on March 27, 2020, and is reflected in the committed capital for Fund III. On February 18, 2020, Fund III committed ~1.1 billion in connection with the acquisition of Xplornet (inclusive of anticipated growth equity needs for the business in the coming years). This transaction has not yet closed but is reflected in the committed capital for Fund III. There is no guarantee that it will close or that if it closes it will be on the terms currently contemplated.

6) Target returns and cash yield are hypothetical, not a guarantee or prediction of performance, and are based on a variety of assumptions made by Stonepeak, which include among other things: (i) an average hold period for each Fund investment of 5-7 years, (ii) an estimated deployment period of 3-4 years, (iii) average portfolio company leverage of 50-60%, and (iv) a management fee rate of 1.5% and carried interest rate of 20%. Target returns for individual investments may be either greater or less than the target returns shown above.

# Stonepeak Snapshot

Funds	Returns	Approach
\$18.2bn AUM <sup>1</sup>	0% overall loss ratio <sup>2</sup>	64% “off-the-run” sourcing to-date
\$14.3bn capital committed to 25 total investments <sup>3</sup>	20.7% overall gross IRR <sup>4</sup>	43% average debt capitalization
120+ total investors from 18 countries <sup>5</sup>	Combined 26% gross IRR across 6 full and 2 partial realizations <sup>6</sup>	\$4.8bn in potential co-investment <sup>3</sup>


**WE BELIEVE OUR RISK-ADJUSTED RETURNS ARE MARKET LEADING – 20.7% GROSS IRR<sup>4</sup>, 0% LOSS RATIO<sup>2</sup> AND 43% AVERAGE DEBT TO CAPITALIZATION**

Note: All figures are as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. For additional information on the performance information contained in the table above, including calculation of returns and assumptions related thereto along with information regarding realized and unrealized investments, please see the “Important Information” at the end of this presentation.

- Stonepeak’s assets under management calculation provided herein is determined by taking into account (i) unfunded capital commitments of Fund I, Fund II, Fund III, Stonepeak Infrastructure Credit Fund I LP, and any co-invest vehicles managed by Stonepeak as of December 31, 2019 and (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of December 31, 2019.
- Represents the aggregate amount by which the valuation of any fund investment (realized or unrealized) is below the total equity invested in that investment (including only those investments with a realized or unrealized loss at the latest reporting quarter), divided by total equity invested across all investments.
- As of March 27, 2020. Includes capital committed across 25 deals from, and co-investment generated for, Fund I, Fund II, and Fund III as well as Stonepeak co-investors. Fund III is in the process of offering co-investment for Lineage and as of March 3, 2020 has closed on ~\$385 million reducing the commitment to Lineage to \$1.1 billion, which is reflected in the committed capital for Fund III. There is no guarantee that any future co-investment will be consummated. Fund III’s initial commitment to the Whistler Pipeline by way of the Stonepeak-West Texas Gas joint venture on June 5, 2019 was \$120 million, but Stonepeak expects to increase this commitment to up to \$400 million, which is reflected in the committed capital for Fund III. There is no guarantee that such commitment increase will be consummated. On February 11, 2020, Fund III committed ~\$360 million in connection with the acquisition of TRAC Intermodal Holding Corp., which closed on March 27, 2020, and is reflected in the committed capital for Fund III. On February 18, 2020, Fund III committed ~1.1 billion in connection with the acquisition of Xplorinet (inclusive of anticipated growth equity needs for the business in the coming years). This transaction has not yet closed but is reflected in the committed capital for Fund III. There is no guarantee that it will close or that if it closes it will be on the terms currently contemplated.
- This calculation is based on all realized and unrealized investments across Fund I, Fund II, and Fund III weighted by dollar value. The composite, aggregated performance figures are presented on a gross basis and do not reflect the deduction of management fees, organizational expenses, partnership expenses, carried interest, taxes, and other expenses borne by the investors in such funds. Such performance figures are hypothetical and presented for illustrative purposes only and do not represent returns achieved by actual investors with respect to their investments in any single fund, and certain investments were made in older investment cycles. Actual returns of these funds may differ materially from the composite, aggregated performance shown herein. **Please refer to pages 5-7 for the gross IRR and gross MOIC and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.**
- This represents the aggregate number of investors from countries in Fund I, Fund II, and Fund III.
- Represents the combined gross IRR of the 6 full and 2 partially realized (with any transaction for which gross realized MOIC is at least 0.5x classified as partially realized) investments, including both realized cash flows to-date and remaining unrealized valuations as of December 31, 2019 where applicable. **Please refer to pages 5-7 for the gross IRR and gross MOIC and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.**

# Stonepeak Portfolio Overview: Fund I

We believe Fund I continues to exhibit positive performance with a growing track record of realizations.

Investment	 NorthStar RENEWABLE POWER	 TIDEWATER TRANSPORTATION & LOGISTICS	 Desalination Project WATER TREATMENT & LOGISTICS	 COR	 PARADIGM MIDSTREAM PARTNERS, L.P.	 verticalbridge	 extenei SYSTEMS	 SANCHEZ MIDSTREAM PARTNERS	 PLAINS MIDSTREAM PARTNERS	Total Fund I
Initial Inv. Date	August 2012	December 2012	December 2012	October 2013	March 2014	November 2014	November 2015 <sup>5</sup>	October 2015	January 2016 <sup>5</sup>	Fully committed over 3.5 years
Status	Realized (Aug 2014)	Realized (Dec 2018)	Realized (May 2019)	Realized (Oct 2015)	Realized (Sept 2018)	Active, Partially Realized	Active, Operating	Active, Operating	Active, Operating	Five full and one partial realizations
Asset Classification <sup>1</sup>	Core	Value-Add	Core	Core Plus	Core Plus	Core Plus	Core Plus	Core Plus	Core Plus	Primarily core / core plus
Exclusively Sourced	✓	Limited Process	✓	✓	✓	✓	Limited Process	✓	✓	7 of 9 exclusively sourced (78%)
Sector	Power & Utilities	Transport and Logistics	Water	Transport and Logistics	Midstream	Comms	Comms	Midstream	Midstream	Diversified exposure across 5 sectors
Fund I Equity Commitment <sup>2</sup>	\$11m	\$120m	\$108m	\$64m	\$350m	\$150m	\$247m <sup>4</sup>	\$344m	\$101m <sup>4</sup>	\$1.5 billion (fully committed and reserved)
Total Equity <sup>5</sup>	\$11m	\$120m	\$170m	\$64m	\$350m	\$1.0bn	\$1.1bn <sup>4</sup>	\$344m	\$1.6bn <sup>4</sup>	\$4.8 billion
Gross IRR <sup>3</sup>										17.0% gross IRR 12.0% net IRR
Gross MOIC <sup>3</sup>										1.7x gross MOIC 1.5x net MOIC

- Denotes realized or partially realized investments

Note: All figures are as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. For additional information on the performance information contained in the table above, including calculation of returns and assumptions related thereto along with information regarding realized and unrealized investments, please see the "Important Information" at the end of this presentation.

1) Asset classifications reflect Stonepeak's internal view of the classification of infrastructure assets.

2) Fund I Equity Commitment reflects the total amount of equity capital committed by Fund I to the particular portfolio company (exclusive of co-investment) based on underwriting at the time such investment was made (as updated from time to time), to be invested as required and/or when certain conditions precedent are met. This is not an amount that Fund I is necessarily obligated to invest, but is rather an estimate of how much Stonepeak anticipates Fund I investing over the life of Fund I's ownership of that particular portfolio company.


3) Investors should bear in mind that unless otherwise indicated, returns are presented on a "gross" basis (i.e., gross MOIC and gross IRR are based upon standalone investment performance and do not reflect deductions for management fees, organizational expenses, partnership expenses, the general partners' carried interest, taxes and other expenses to be borne by investors in a fund, all of which in the aggregate is expected to be substantial and will result in the net returns being materially lower).

4) Fund I and Fund II invested in this asset.

5) Total Equity reflects Stonepeak's equity commitment plus any co-investment commitments and third-party capital.

# Stonepeak Portfolio Overview: Fund II

We believe Fund II has produced particularly compelling risk-return to date.

Investment														Total Fund II
Initial Inv. Date	January 2016 <sup>1</sup>	March 2016	May 2016	June 2016	September 2016	December 2016	March 2017	October 2017	January 2018	February 2018 <sup>1</sup>	June 2018	April 2019 <sup>1</sup>	April 2019 <sup>1</sup>	Fully committed over ~3.25 years
Status	Active, Operating	Active, Partially Realized	Active, Operating	Active, Operating	Active, Operating	Realized (Jan 2019)	Active, Operating	Active, Operating	Active, Operating	Active, Under Construction	Active, Operating	Active, Operating	Active, Operating	One full and one partial realizations
Asset Classification <sup>2</sup>	Core Plus	Core Plus	Core Plus	Core Plus	Core	Core Plus	Value-Add	Core Plus	Value-Add	Core Plus	Core Plus	Value-Add	Core Plus	Primarily core plus
Exclusively Sourced	✓	✓	✓	✓	✓	Limited Process	Auction	Limited Process	✓	Limited Process	Auction	✓	Limited Process	7 of 13 exclusively sourced (54%)
Sector	Midstream	Midstream	Midstream	Transport and Logistics + Power	Power & Utilities	Power & Utilities	Comms.	Midstream	Comms.	Midstream	Power & Utilities	Midstream	Comms	Diversified exposure across 4 sectors
Fund II Equity Commit. <sup>3</sup>	\$40m <sup>1</sup>	\$437m	\$440m	\$400m	\$135m	\$487m	\$631m	\$301m	\$250m	\$34m <sup>1</sup>	\$280m	\$155m <sup>1</sup>	\$150m <sup>1</sup>	\$3.7 billion <sup>6</sup> (fully committed and reserved)
Total Equity <sup>4</sup>	\$1.6bn	\$1.0bn	\$1.0bn	\$400m	\$135m	\$638m	\$1.2bn	\$1.1bn	\$862m	\$154m <sup>1</sup>	\$280m	\$2.8bn <sup>1</sup>	\$1.1bn <sup>1</sup>	\$12.3 billion
Gross IRR <sup>5</sup>														18.9% gross IRR 14.3% net IRR
Gross MOIC <sup>5</sup>														1.4x gross MOIC 1.3x net MOIC

 - Denotes investments where we are preferred in capital structure  - Denotes realized or partially realized investments

Note: All figures are as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. For additional information on the performance information contained in the table above, including calculation of returns and assumptions related thereto along with information regarding realized and unrealized investments, please see the "Important Information" at the end of this presentation.

1) Both Fund I and Fund II invested in Plains All American and ExteNet, and both Fund II and Fund III invested in Targa JV Co. and Oryx.

2) Asset classifications reflect Stonepeak's internal view of the classification of infrastructure assets.

3) Fund II Equity Commitment reflects the total amount of equity capital committed by Fund II to the particular portfolio company (exclusive of co-investment) based on underwriting at the time such investment was made (as updated from time to time), to be invested as required and/or when certain conditions precedent are met. This is not an amount that Fund II is necessarily obligated to invest, but is rather an estimate of how much Stonepeak anticipates Fund II investing over the life of Fund II's ownership of that particular portfolio company.






4) Total Equity reflects Stonepeak's equity commitment plus any co-investment commitments and third-party capital.

5) Investors should bear in mind that unless otherwise indicated, returns are presented on a "gross" basis (i.e., gross MOIC and gross IRR are based upon standalone investment performance and do not reflect deductions for management fees, organizational expenses, partnership expenses, the general partners' carried interest, taxes and other expenses to be borne by investors in a fund, all of which in the aggregate is expected to be substantial and will result in the net returns being materially lower).

6) The aggregate equity commitment amount with respect to the Fund II investments exceeds \$3.5 billion, because in addition to capital commitments this amount takes into account recycled capital.

# Stonepeak Portfolio Overview: Fund III

We believe Fund III has exhibited the strongest start to any of our funds despite an expensive market backdrop.

Investment	 TARGA JV Co	 Lineage	 RYX MIDSTREAM SERVICES	VENTURE GLOBAL LNG Calcasieu Pass	WTG Joint Venture - Whistler Pipeline Company	 TRAC INTERMODAL	 XPLOARNET	Total Fund III
Initial Inv. Date	February 2018 <sup>1</sup>	May 2018 <sup>2</sup>	April 2019 <sup>1</sup>	May 2019	June 2019 <sup>2</sup>	February 2020	February 2020	Year two of investment period
Status	Active, Under Construction	Active, Operating	Active, Operating	Active, Under Construction	Active, Under Construction	Active, Operating	Signed, pending closing	6 investments closed, 1 additional signed and pending closing
Asset Classification <sup>3</sup>	Core Plus	Core Plus	Value-Add	Core	Core	Value-Add	Value-Add	Mix of core, core-plus, and value-add
Exclusively Sourced	Limited Process	✓	✓	✓	✓	Auction	Limited Process	4 of 7 exclusively sourced (57%)
Sector	Midstream	Transport and Logistics	Midstream	Transport and Logistics	Midstream	Transport and Logistics	Communications	Exposure across three sectors
Fund III Equity Commit. <sup>4</sup>	\$119m <sup>1</sup>	\$1.1bn <sup>2</sup>	\$1.1bn <sup>1</sup>	\$1.1bn	\$400m <sup>2</sup>	\$360m <sup>2</sup>	\$1.1bn <sup>2</sup>	\$5.3 billion committed
Total Equity <sup>5</sup>	\$154m <sup>1</sup>	\$1.2bn <sup>2</sup>	\$2.8bn <sup>1</sup>	\$1.3bn	\$400m <sup>2</sup>	\$360m <sup>2</sup>	\$1.1bn <sup>2</sup>	\$7.3 billion
Gross IRR <sup>6, 7</sup>								39.0% gross IRR 25.8% net IRR
Gross MOIC <sup>6, 7</sup>								1.3x gross MOIC 1.2x net MOIC

Note: All figures are as of December 31, 2019, unless otherwise noted. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. For additional information on the performance information contained in the table above, including calculation of returns and assumptions related thereto along with information regarding realized and unrealized investments, please see the "Important Information" at the end of this presentation.

1) Fund II and Fund III invested in this asset.

2) On May 10, 2018, Fund III committed \$525.5 million to Lineage. On February 6, 2019, Fund III committed an additional \$500 million to support the acquisition of Preferred Freezer. Fund III also agreed to commit up to an additional \$215 million, \$136 million of which was funded in August 2019. Fund III is in the process of offering co-investment for Lineage and as of March 3, 2020 has closed on ~\$385 million reducing the commitment to Lineage to \$1.1 billion, which is reflected in the committed capital for Fund III. There is no guarantee that any future co-investment will be consummated. Fund III's initial commitment to the Whistler Pipeline by way of the Stonepeak-West Texas Gas joint venture on June 5, 2019 was \$120 million, but Stonepeak expects to increase this commitment to up to \$400 million, which is reflected in the committed capital for Fund III. There is no guarantee that such commitment increase will be consummated. On February 11, 2020, Fund III committed ~\$360 million in connection with the acquisition of TRAC Intermodal Holding Corp., which closed on March 27, 2020, and is reflected in the committed capital for Fund III. On February 18, 2020, Infrastructure Fund III committed ~1.1 billion in connection with the acquisition of Xplornet (inclusive of anticipated growth equity needs for the business in the coming years). This transaction has not yet closed but is reflected in the committed capital for Fund III. There is no guarantee that it will close or that if it closes it will be on the terms currently contemplated.

3) Asset classifications reflect Stonepeak's internal view of the classification of infrastructure assets.

4) Fund III Equity Commitment reflects the total amount of equity capital committed by Fund III to date to the particular portfolio company (exclusive of co-investment) based on underwriting at the time such investment was made (as updated from time to time), to be invested as required and/or when certain conditions precedent are met. This is not an amount that Fund III is necessarily obligated to invest, but is rather an estimate of how much Stonepeak anticipates Fund III investing over the life of Fund III's ownership of that particular portfolio company.

5) Total Equity reflects Stonepeak's equity commitment plus any co-investment commitments and third-party capital.

6) Investors should bear in mind that unless otherwise indicated, returns are presented on a "gross" basis (i.e., gross MOIC and gross IRR are based upon standalone investment performance and do not reflect deductions for management fees, organizational expenses, partnership expenses, the general partners' carried interest, taxes and other expenses to be borne by investors in a fund, all of which in the aggregate is expected to be substantial and will result in the net returns being materially lower).

7) This figure is artificially high due to the short hold period of the investment to date and is expected to reduce over time.

# Our Key Differentiators

1

## Demonstrated Track Record of Consistent Outperformance

- Since inception gross IRR of 20.7%<sup>1</sup>
- Realized track record of 26% gross IRR and 1.8x gross MOIC across eight full or partial exits<sup>2</sup>
- Sector-level returns at or above 14% gross IRR target across all five sectors

2

## Acute Focus on Downside Protection

- 0% overall loss ratio<sup>3</sup>
- Focus on stable geographies and low-risk, true-infrastructure assets
- Conservative approach to leverage, with an overall 43% weighted average debt to capitalization

3

## Proven Pure-Play Strategy

- Extensive industry expertise with a consistent focus on North American, diversified infrastructure across each fund

4

## Deep, Highly Experienced, and Strongly-Aligned Team

- 85 total employees of which 44 are investment professionals<sup>4</sup>
- 20 total Operating Partners, Senior Advisors, and Industrial Specialists<sup>4</sup>

5

## Differentiated, “Off-the-Run” Deal Origination

- 64% “off-the-run” sourcing
- Deep and long-standing industry relationships
- Thematic approach to identifying and pursuing niche or systematically overlooked assets and sub-sectors

6

## Hands-on, Value-Add Approach to Portfolio Management

- Investment team augmented by 20 Operating Partners, Senior Advisors, and Industrial Specialists, and a dedicated internal portfolio operations group<sup>4</sup>
- Estimated 41% of total value-creation since inception attributed to operational value-add activities

**WE BELIEVE OUR DIFFERENTIATED STRATEGY DRIVES CONSISTENT AND REPEATABLE INVESTMENT RETURNS**

1) This calculation is based on all realized and unrealized investments across Fund I, Fund II, and Fund III weighted by dollar value. The composite, aggregated performance figures are presented on a gross basis and do not reflect the deduction of management fees, organizational expenses, partnership expenses, carried interest, taxes, and other expenses borne by the investors in such funds. Such performance figures are hypothetical and presented for illustrative purposes only and do not represent returns achieved by actual investors with respect to their investments in any single fund, and certain investments were made in older investment cycles. Actual returns of these funds may differ materially from the composite, aggregated performance shown herein. **Please refer to pages 5-7 for the gross IRR and gross MOIC and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.**

2) Represents the combined returns of the 6 full and 2 partially realized (with any transaction for which gross realized MOIC is at least 0.5x classified as partially realized) investments, including both realized cash flows to-date and remaining unrealized valuations as of December 31, 2019 where applicable. **Please refer to pages 5-7 for the gross IRR and gross MOIC and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.**


3) Represents the aggregate amount by which the valuation of any fund investment (realized or unrealized) is below the total equity invested in that investment (including only those investments with a realized or unrealized loss at the latest reporting quarter), divided by total equity invested across all investments.

4) As of April 2020. “Operating Partners”, “Senior Advisors”, and “Industrial Specialists” are not employees or affiliates of Stonepeak and are often compensated by Stonepeak, its funds, or its portfolio companies. Please see the “Important Information” at the end of this presentation for additional information.



# 85-Person Team Dedicated to Infrastructure

## SENIOR MANAGEMENT

 <b>Michael Dorrell</b> Chairman, CEO and Co-Founder Executive Committee Member	 <b>Trent Vichie</b> Executive Vice-Chairman and Co-Founder Executive Committee Member	 <b>Jack Howell</b> Senior MD – Midstream Executive Committee Member	 <b>Luke Taylor</b> Senior MD – Transport Executive Committee Member	 <b>Michael Allison</b> Senior MD – Power & Renewables
 <b>Peter Bruce</b> Senior MD, CFO and COO	 <b>Brian McMullen</b> Senior MD – Comms.; Water	 <b>Hajir Naghdy</b> Senior MD – Power & Renewables	 <b>Adrienne Saunders</b> Senior MD, GC, and CCO	 <b>James Wyper</b> Senior MD - Transport

## INVESTMENT (44)

 <b>Ryan Chua</b> Managing Director	 <b>John Jackman</b> Managing Director	 <b>Brad Kim</b> Managing Director	 <b>Ryan Roberge</b> Managing Director	 <b>Daniel Schmitz</b> Managing Director	 <b>George Watts</b> Managing Director	 <b>Kyu-Dong Yu</b> Managing Director	 <b>Michael Bricker</b> Principal
 <b>Cyrus Gentry</b> Principal	 <b>Nick Hertlein</b> Principal	 <b>William Schleier</b> Principal	 <b>Andrew Thomas</b> Principal	 <b>Michael Turner</b> Principal	 <b>Rohan Bhargava</b> Vice President	 <b>Kylie Chan</b> Vice President	 <b>Ben Judson</b> Vice President
 <b>Raymond Law</b> Vice President	 <b>Petros Lekakis</b> Vice President	 <b>Chris Partridge</b> Vice President	 <b>Daniel Raubolt</b> Vice President	 <b>Seunghee Yu</b> Vice President	 <b>David Xia</b> Vice President	 <b>Joe Bush</b> Associate	 <b>Matthew Deveny</b> Associate
 <b>Priyanka Duvvuru</b> Associate	 <b>Blake Dwyer</b> Associate	 <b>Zach Ennis</b> Associate	 <b>Sravya Jasti</b> Associate	 <b>Katherine Krey</b> Associate	 <b>John Parker</b> Associate	 <b>Robert Pohlen</b> Associate	 <b>Megan Roberts</b> Associate
 <b>Ani Sailesh</b> Associate	 <b>Aishwerya Sharma</b> Associate	 <b>Sean Spellberg</b> Associate	 <b>Jenny Wong</b> Associate				

## FINANCE & OPERATIONS, LEGAL & COMPLIANCE, AND INVESTOR RELATIONS (27)

 <b>Steve Mlynar</b> Chief Accounting Officer	 <b>James Cork</b> VP, Corporate Development and ESG officer	 <b>Regina Jakobson</b> Corporate Controller	 <b>Olga Vaynerman</b> Fund Controller	 <b>Deesha Parmar</b> Assistant Fund Controller	 <b>Michelle Yang</b> Assistant Corporate Controller	 <b>Kristen Luke</b> Assistant Fund Controller	 <b>Matthew Lindquist</b> Portfolio Ops.
 <b>Brenden Woods</b> Managing Director, IR	 <b>Peng Li</b> Managing Director, IR	 <b>Daniel Zinic</b> Managing Director, IR	 <b>Alexander Morgan</b> Principal, IR	 <b>David Velasquez</b> Vice President, IR	 <b>Madeline Rodriguez</b> Associate, IR	 <b>Akilah McLemore</b> Analyst, IR	 <b>Kate Sampson</b> Head of Human Resources
 <b>Caroline Conway</b> Deputy General Counsel	 <b>Saira Khan</b> Deputy General Counsel	 <b>Michelle Healy</b> Legal Associate	 <b>Brie Neumann</b> Legal Associate	 <b>Zachary Zangl</b> Sr. Compliance Officer	 <b>Edvina Lila</b> Compliance Analyst	 <b>Joni Sciascia</b> Head of Administration	 <b>Jason Lisnak</b> IT Manager
 <b>Jenny Parsard</b> Accounts Payable Analyst							

Note: As of April 2020. Employee count includes 14 members of the administrative staff not pictured.

# 20-Person Team for Operational Value Add Capabilities

## OPERATING PARTNERS AND SENIOR ADVISORS (16 TOTAL)



**Tom Buchanan**

**Midstream**  
35 years experience  
Former CEO of Provident Energy Trust and Board Member of Pembina Pipelines



**Ken desGarennes**

**Comms**  
20+ years experience  
Former CFO and Cofounder of Zayo Group



**Bill Fathers**

**Comms**  
20 years experience  
Current Chairman and CEO of Cologix, Former President of Savvis, EVP at VMware, Director of Telx



**DJ Gribbin**

**Government Relations**  
25 years experience  
Former Special Assistant to the President for Infrastructure, Chief Counsel of the U.S. DOT



**Mike Heim**

**Midstream**  
20+ years experience  
Former President and COO of Targa Resources Corp.



**Denis Hughes**

**Government Relations**  
40 years experience  
Former President of the New York AFL-CIO, Chairman of the Federal Reserve Bank of New York



**Flemming Jacobs**

**Transportation**  
50+ years experience  
Former CEO of Neptune Orient Lines, CEO of American President Lines and CEO of Maersk Tankers



**David Kinder**

**Midstream**  
20 years experience  
Former VP of Corporate Development, Treasurer and head of Investor Relations for Kinder Morgan Inc.



**Chris Morley**

**Comms**  
20+ years experience  
Former President and COO of Zayo Group



**Jeff Myers**

**Power, Renew. & Utilities**  
30 years experience  
Co-founder, former Chairman and CEO of Pristine Power Inc.



**Rich Roth**

**Water**  
36 years experience  
Former Chairman, President & CEO of San Jose Water



**Fran Shammo**

**Comms**  
30+ years experience  
Former EVP and CFO of Verizon Communications



**John Steen**

**Midstream**  
15+ years experience  
Former business development roles at Sage Midstream, Energy Transfer, and LDH Energy



**David Tolley**

**Comms (Senior Advisor)**  
25 years experience  
Former Blackstone Senior Managing Director and Director of numerous communications firms



**John Trani**

**Operations**  
40 years experience  
Former GE senior executive with CEO experience across multiple businesses



**Kevin Walsh**

**Renewables**  
35+ years experience  
Former Managing Director of GE Capital Power and Renewable Energy

## INDUSTRIAL SPECIALISTS (4 TOTAL)



**Rich Brain**

**EPC Management**  
Engaged on Golar

38 years experience in the complete energy project EPCM life cycle



**Jon Dietrich**

**Desalination Operations**  
Engaged on Carlsbad

29 years experience at AECOM, Telesco Consulting



**Pedro Litsek**

**Brazilian Power**  
Engaged on Golar

27 years experience at CPFL Energia, Eneva, MPX Energia



**Bruce Patterson**

**Water Facility Construction**  
Engaged on Carlsbad and Golar

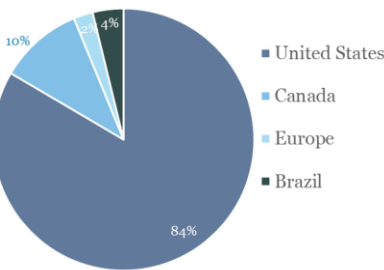
45 years experience at Kiewit Corporation and other firms

Note: As of April 2020, "Operating Partners", "Senior Advisors", and "Industrial Specialists" are not employees or affiliates of Stonepeak and are often compensated by Stonepeak, its funds, or its portfolio companies. Please see the "Important Information" at the end of this presentation for additional information.

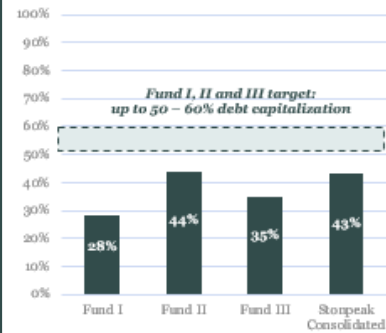
# Absolute Focus on Downside Protection

## Low Risk Geographic Focus

By Committed Capital – Aggregate Fund I, Fund II, and Fund III

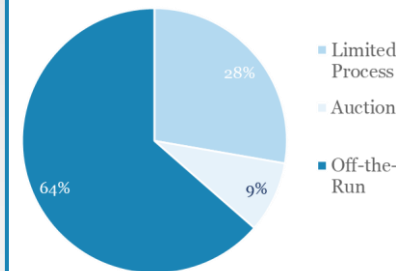


## Intentionally Conservative Use of Leverage



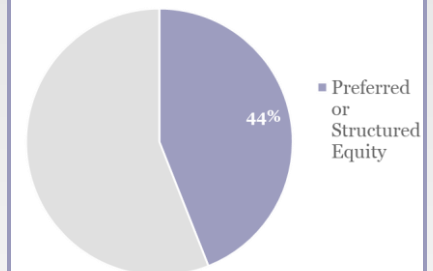
## Off-the-Run Sourcing to Drive Discount Entry Valuations

By Committed Capital – Aggregate Fund I, Fund II, and Fund III

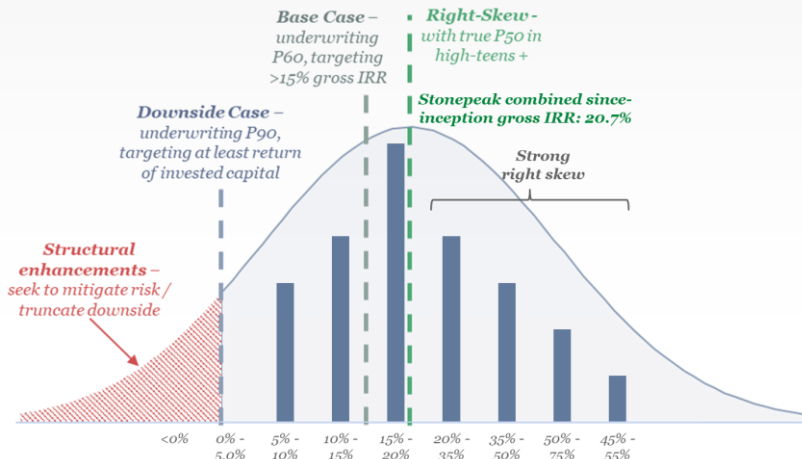


## Additional Protection from Structural Enhancements

By Number of Deals – Aggregate Fund I, Fund II, and Fund III



## Distribution of Stonepeak Investment Returns<sup>1</sup>







- Focus on recognizing and mitigating key investment risks:
  - **Operational risk:** low risk, true infrastructure assets predominantly (94%) located in the U.S. and Canada
  - **Financial risk:** prudent use of leverage (43% average debt capitalization across Stonepeak portfolio) to minimize excess financial risk
  - **Valuation risk:** focus on off-the-run sourcing drives attractive entry valuations, providing margin for error
- Seek to further enhance risk-return profile of investments with structural enhancements (e.g. preferred equity)
- **Resulting distribution of investment returns to-date demonstrates strong downside protection (0% loss ratio) with significant right-skew**

<sup>1</sup>) Presented for illustrative purposes only. Figure reflects the actual distribution of gross IRRs with respect to each investment made by the Funds as compared to Stonepeak's estimate of the probability that such Fund would achieve its targeted gross IRR for an individual investment and/or at a combined fund performance level based on certain underlying assumptions, which is further detailed in the "Important Information" section of this presentation. Past performance is not necessarily indicative of future results, and there can be no assurance that such returns will be achieved or that any other Stonepeak fund will achieve comparable results or avoid substantial losses. Further information is available upon request. Please see the "Important Information" at the end of this presentation for additional information about calculation of returns, including combined returns, and performance. Please refer to pages 5-7 for the gross IRR and gross MOIC and net IRR and net MOIC of each of Fund I, Fund II, and Fund III.

# Differentiated, Multi-Dimensional Sourcing

64% of Stonepeak investments to date have been exclusively sourced

Deep Sector Relationships	Thematic Research	Early Engagement	Reputation for Execution
<ul style="list-style-type: none"> <li>➤ Co-founders investing in North American infrastructure market for 18 years</li> <li>➤ In our view, sector leads bring focused, systematic relationship development across target markets</li> </ul>	<ul style="list-style-type: none"> <li>➤ Comprehensive sub-sector coverage effort</li> <li>➤ Systematic prioritization of research ideas</li> <li>➤ Proactive outreach to potential partners and counterparties</li> </ul>	<ul style="list-style-type: none"> <li>➤ Patient fostering of relationships with management teams / owners of development assets</li> <li>➤ Lend (non-financial) support and credibility to advance development efforts in exchange for exclusivity option for project equity financing</li> </ul>	<ul style="list-style-type: none"> <li>➤ Stonepeak has established a reputation for efficient execution of complex and highly structured transactions</li> <li>➤ Allows Stonepeak to pre-empt competitive processes and differentiate itself as a partner</li> </ul>
<p><b>Fund I Case Study:</b>  <b>THE CARLSBAD Desalination Project</b></p> <ul style="list-style-type: none"> <li>• Longstanding relationship between Mike Dorrell and the developers (Poseidon Resources) beginning in mid-2000's</li> <li>• We believe proactive and frequent engagement with management throughout development phase solidified Stonepeak's position as preferred financial partner</li> <li>• Stonepeak bilaterally and exclusively negotiated financial terms for providing construction equity well in advance of financial close</li> </ul>	<p><b>Fund II Case Study:</b>  <b>Golar Power</b></p> <ul style="list-style-type: none"> <li>• Early to identify and explore the niche FSRU market through ongoing review and research of transportation sector dynamics</li> <li>• Proactively approached all key FSRU market participants and proposed bespoke JV structures</li> <li>• Recognized opportunity to gain low-risk, long-term contracted transportation and power exposure, while exploiting weakness in MLP and related financing markets / valuations</li> </ul>	<p><b>Fund I Case Study:</b>  <b>CCR</b></p> <ul style="list-style-type: none"> <li>• Early engagement with project development partners (Cogent and Granite Peak) facilitated "first look" at Casper rail terminal</li> <li>• Obtained exclusive right (but not obligation) to provide construction equity at financial close, with favorable economic terms due to early stage of engagement</li> <li>• Stonepeak supported management in negotiating and securing key take-or-pay customer offtake agreements, a key condition to achieving financial close</li> </ul>	<p><b>Fund II Case Study:</b>  <b>Dominion MIDSTREAM PARTNERS</b></p> <ul style="list-style-type: none"> <li>• Competitive dynamic included small number of contending investors</li> <li>• Stonepeak benefitted from existing close relationship with key members of the management team</li> <li>• Credibility further bolstered by prior deal execution with Dominion's lawyers and bankers</li> <li>• Stonepeak led and exclusively negotiated the deal, despite <i>not</i> offering the most favorable economic terms</li> </ul>

**OFF-MARKET SOURCING CAN PROVIDE OPPORTUNITIES FOR ATTRACTIVE ENTRY VALUATIONS AND STRUCTURED TRANSACTIONS**

Note: Please refer to pages 5-7 for a complete list of investments made by Fund I, Fund II, and Fund III. Past performance is not indicative of future results. There can be no assurance that a Fund will be able to implement its investment strategy, achieve its objectives, or avoid losses. Please see the "Important Information" at the end of this presentation for more information. The selected case studies are included above solely for the purpose of illustrating investments made by the Funds that have been exclusively sourced. Such case studies are not representative of the entire portfolio managed by Stonepeak, the number and types of opportunities that will be available to a Fund, the opportunities that Stonepeak will consider suitable for investment by a Fund or the investments that will be made by a Fund. Although the representative investments presented in these case studies are believed to be generally consistent with the investment strategy of such Fund in terms of infrastructure asset type, target size, expected holding period, etc., other potential investments evaluated by Stonepeak and not described herein could be deemed to be consistent with the investment strategy of a Fund.

# Off-the-Run Sourcing

	Relationship-Driven	Thematic Research	Early Engagement	Execution / Reputation	Result
NorthStar RENEWABLE POWER	✓	✓	✓		Off-the-Run
TIDEWATER					Limited Process
Desalination Project	✓		✓		Off-the-Run
COR	✓		✓		Off-the-Run
PARADIGM	✓		✓		Off-the-Run
verticalbridge	✓	✓	✓		Off-the-Run
exlenet	✓	✓			Limited Process
SANCHEZ	✓	✓	✓		Off-the-Run
PLAINS	✓	✓	✓		Off-the-Run
TARGA	✓	✓	✓	✓	Off-the-Run
MPLX	✓	✓	✓	✓	Off-the-Run
IRONCLAD	✓		✓		Off-the-Run
Golar Power		✓	✓	✓	Off-the-Run
Dominion	✓	✓	✓	✓	Limited Process
cologix		✓		✓	Auction
Phillips 66	✓	✓		✓	Limited Process
eunetworks	✓	✓		✓	Off-the-Run
TARGA JV Co	✓		✓	✓	Limited Process
CANAL DIGITAL		✓	✓	✓	Auction
Lineage	✓	✓	✓		Off-the-Run
PRAX	✓	✓	✓	✓	Off-the-Run
VENTURE GLOBAL LNG Calcasieu Pass	✓	✓	✓	✓	Off-the-Run
WTG Joint Venture - Whistler Pipeline Company	✓	✓	✓	✓	Off-the-Run
TRAC		✓			Auction
XPLOARNET		✓		✓	Limited Process
<b>25 Total Investments</b>	<b>Total: 19 (76%)</b>	<b>Total: 20 (80%)</b>	<b>Total: 18 (72%)</b>	<b>Total: 13 (52%)</b>	<b>16 Off-the-Run (64%)</b>

## 25 Fund I, II, and, III investments / commitments sourced by 10 different investment team members

➤ We believe early engagement with management teams during development phase allowed Stonepeak to build high-quality core / core-plus assets at cost vs. buying operating assets in a high-priced environment

➤ Identified secular growth trends in data-usage and resulting opportunities for build-out of critical communications infrastructure assets / expansion of existing networks

➤ Macro-awareness of global energy dynamics allowed anticipation of MLP dislocation months in advance

➤ Identified high-quality partners and utilized existing industry relationships to approach early in the cycle

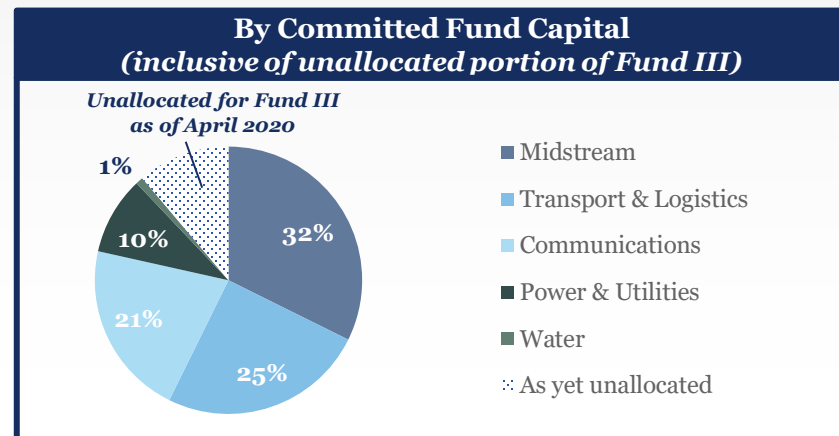
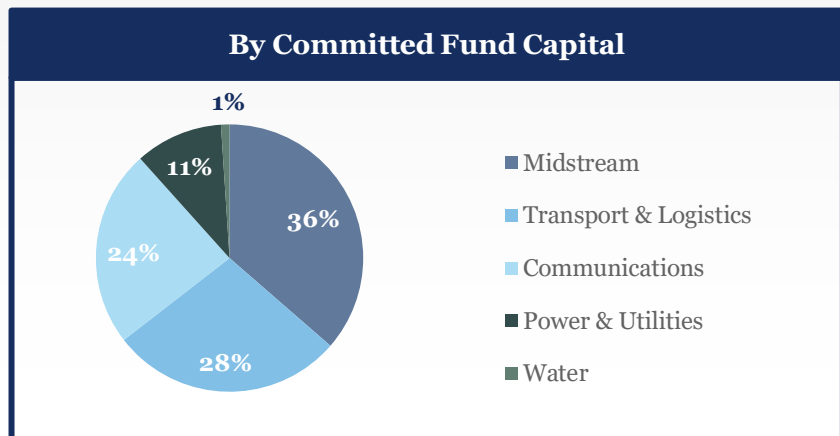
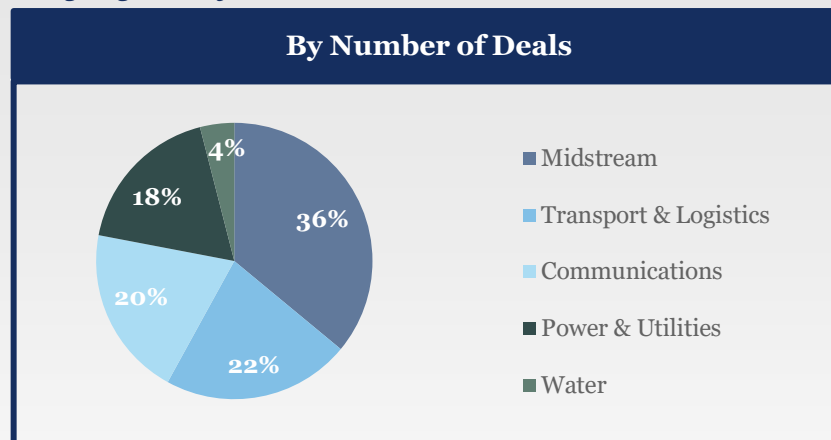
➤ Leveraged growing reputation / market awareness to further differentiate Stonepeak despite increasingly competitive environment

➤ Recognized opportunity to exploit what we viewed to be MLP market related weakness to gain non-midstream sector exposure (transport, power, and regulated utilities)

➤ Thematic identification of cold storage as a less traditionally understood sub-segment of transportation and logistics infrastructure, allowing for partnership with leading industry player at what we view as a highly attractive valuation

# Consistent Sector Diversification

Stonepeak has sought to craft funds with strong diversification characteristics, specifically seeking to consider diversification by sector, to recognize and mitigate against overexposure or correlation across the portfolio to any one underlying risk factor





# Fund I Investment

## Carlsbad Desalination Project (Realized)

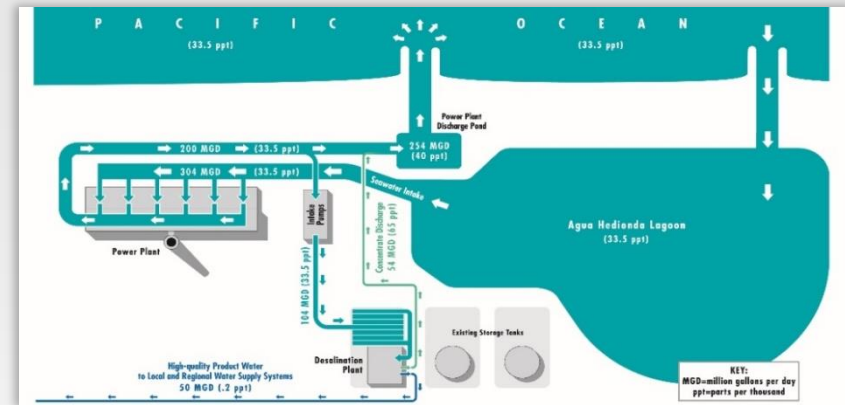
### INVESTMENT OVERVIEW

<b>Date of Initial Investment</b>	December 2012
<b>Location</b>	Carlsbad, California
<b>Status</b>	Realized (May 2019) <sup>1</sup>
<b>Sector</b>	Water
<b>Commitment<sup>2</sup></b>	\$108 million

### TRANSACTION & BUSINESS OVERVIEW

- Carlsbad comprises a reverse-osmosis seawater desalination plant capable of producing approximately 65,000 acre-feet per year of drinkable water (54 million gallons per day), and an associated 10-mile water delivery pipeline
- Located in the City of Carlsbad, it currently provides 7-9% of San Diego County's water supply
- We believe low operational risk and stable cash flows (no price or volume risk) permit the project to produce a strong cash flow yield:
  - 30-year off-take for full production of plant with AA-rated counterparty
  - 30-year fixed-price O&M agreement
  - Minimum production guarantee from OEM
  - Fully amortizing debt structure (no refinancing risk)
- Construction was completed under a fixed-price, date-certain turnkey construction contract with Peter Kiewit, backed by an AA-rated insurance wrap

### PROJECT SITE



### INVESTMENT PERFORMANCE

- ✓ Stonepeak successfully managed a \$1 billion three-year construction process at Carlsbad, with construction and commissioning completed in Q4 2015, which was in line with project construction schedule
  - Carlsbad has logged over three and a half years of operating history
- ✓ Through September 2019, the facility had produced over 50,000 acre-feet of water since commissioning
- ✓ In April 2016, Stonepeak completed a refinancing process that resulted in the return of 100% of invested capital to Fund I (and co-investors), while retaining full ongoing ownership of the project
- ✓ On May 29, 2019, Fund I announced the sale of Carlsbad to a consortium of investors led by affiliates of Aberdeen Standard Investments, which closed on November 13, 2019.

Note: Past or projected performance is not necessarily indicative of future results and there can be no assurance that such returns will be achieved, that any Stonepeak fund will achieve comparable results or that any Stonepeak fund will be able to implement its investment strategy, achieve its investment objectives or avoid substantial losses. Please see the "Important Information" at the end of this presentation for additional information about performance results. This case study is being included at the investor's specific request

- 1) On May 29, 2019, Fund I announced its sale of Carlsbad to a consortium of investors led by affiliates of Aberdeen Standard Investments. The Carlsbad sale closed on November 13, 2019, after the Q3 reporting period. Please see the "Important Information" at the end of this presentation for additional information about performance results.
- 2) Commitment reflects the total amount of equity capital committed by Fund I to the particular portfolio company based on underwriting at the time such investment was made (as updated from time to time), to be invested as required and/or when certain conditions precedent are met. This is not an amount that Fund I is necessarily obligated to invest, but is rather an estimate of how much Stonepeak anticipates Fund I investing over the life of Fund I's ownership of that particular portfolio company.

# Fund III Investment

## Lineage Logistics



### INVESTMENT OVERVIEW

<b>Date of Initial Investment</b>	May 2018
<b>Location</b>	Novi, MI
<b>Status</b>	Active, Operating
<b>Sector</b>	Transport and Logistics
<b>Commitment<sup>1</sup></b>	\$1.1 billion

### TRANSACTION & BUSINESS OVERVIEW

- In May 2018, Stonepeak made an initial \$500mm commitment to Lineage Logistics, LLC (“Lineage”), which was subsequently upsized to \$1.1 billion
- Following its acquisition of Preferred Services, LLC (“Preferred Freezer”) in May 2019, Lineage is the largest owner and operator of temperature-controlled warehouses globally with over 200 locations and 1.3 billion cubic feet of cold storage and distribution center capacity across the United States, Europe and Asia
- Stonepeak believes Lineage has been a very successful consolidator in a highly-fragmented industry, and its strong reputation has made it the buyer of choice
- The transaction was sourced off-the-run following several years of thesis-driven networking, allowing Stonepeak to secure an attractive entry point into the temperature-controlled logistics infrastructure industry, in Stonepeak’s view

### LINEAGE ASSET MAP



### OVERVIEW OF THESIS

- Cold storage is a critical component of the global food supply-chain and transportation network, which exhibits stable long-term demand growth, significant barriers to entry, and durable through-cycle performance
  - Aggregate total demand for cold storage facilities has exhibited stable growth over time and resilience during economic downturns
  - High customer switching costs associated with regulatory scrutiny and logistics integration support barriers to entry
- Stonepeak believes Lineage has built the best-suited aggregator in a defensive sector characterized by high returns on capital, a vast M&A opportunity, and significant potential for operational improvement
- Stonepeak believes the company has developed the most sophisticated data-driven operating platform in the industry and is well positioned to benefit from the ongoing trend towards increasingly automated and sophisticated operations
- Lineage’s portfolio is diversified across geography, customers, and facility type

Note: Past or projected performance is not necessarily indicative of future results and there can be no assurance that such returns will be achieved, that any Stonepeak fund will achieve comparable results or that any Stonepeak fund will be able to implement its investment strategy, achieve its investment objectives or avoid substantial losses. Please see the “Important Information” at the end of this presentation for additional information about performance results. This case study is being included at the investor’s specific request

1) Commitment reflects the total amount of equity capital committed by Fund III to date to the particular portfolio company based on underwriting at the time such investment was made (as updated from time to time), to be invested as required and/or when certain conditions precedent are met. This is not an amount that Fund III is necessarily obligated to invest, but is rather an estimate of how much Stonepeak anticipates Fund III investing over the life of Fund III’s ownership of that particular portfolio company. On May 10, 2018, Fund III committed \$525.5 million to Lineage. On February 6, 2019, Fund III committed an additional \$500 million to support the acquisition of Preferred Freezer. Fund III also agreed to commit up to an additional \$215 million, \$136 million of which was funded in August 2019. Fund III is in the process of offering co-investment for Lineage and as of March 3, 2020 has closed on ~\$385 million reducing the commitment to Lineage to \$1.1 billion, which is reflected in the committed capital for Fund III. There is no guarantee that any future co-investment will be consummated.





# Expected Fund IV Terms

<b>TARGET FUND SIZE</b>	<ul style="list-style-type: none"> <li>▪ \$10.0 billion</li> </ul>
<b>GP COMMITMENT</b>	<ul style="list-style-type: none"> <li>▪ 1.5% of capital commitments</li> </ul>
<b>PREFERRED RETURN</b>	<ul style="list-style-type: none"> <li>▪ 8% per annum</li> </ul>
<b>CARRIED INTEREST</b>	<ul style="list-style-type: none"> <li>▪ 20%</li> </ul>
<b>MANAGEMENT FEE</b>	<ul style="list-style-type: none"> <li>▪ Paid on committed capital during the investment period and invested capital thereafter             <ul style="list-style-type: none"> <li>▪ Capital commitments of &lt; \$200 million: 1.50%</li> <li>▪ Capital commitments of \$200 million or more but &lt; \$250 million: 1.375%</li> <li>▪ Capital commitments of \$250 million or more: 1.25%</li> </ul> </li> </ul>
<b>FIRST CLOSE DISCOUNT</b>	<ul style="list-style-type: none"> <li>▪ Management fee reduction of 0.15% for 3 years</li> </ul>
<b>INVESTMENT PERIOD</b>	<ul style="list-style-type: none"> <li>▪ Five years from the first closing date</li> </ul>
<b>TERM</b>	<ul style="list-style-type: none"> <li>▪ 12 years from the first closing date with up to three one-year extensions (subject to objection by the limited partner advisory committee)</li> </ul>
<b>INVESTMENT OBJECTIVE</b>	<ul style="list-style-type: none"> <li>▪ To generate attractive returns primarily through privately-negotiated equity and equity-related investments in infrastructure assets and businesses in the United States and Canada</li> </ul>

Note: Certain preliminary terms of Fund IV are highlighted above. The terms contained in this summary do not purport to be complete and are subject to change. This summary is qualified in its entirety by the more detailed information contained in the confidential private placement memorandum of Fund IV (as amended, restated or otherwise modified from time to time), the amended and restated exempted limited partnership agreement of Fund IV and related documentation, all of which should be reviewed carefully and contain additional terms to those included in this summary.

# Summary

- 1 All three prior funds performing ahead of target returns**
- 2 Realized track record building nicely and ahead of targets**
- 3 Conditions have turned from late-cycle to likely recession and significant market volatility; we believe our existing portfolios remain well protected and resilient, and that we are well positioned to capitalize on potentially more attractive entry valuations going forward**
- 4 We believe our deal sourcing has been strong, and we have exhibited a high degree of patience**
- 5 Our operational value-add capabilities have become a real differentiator**
- 6 We expect Fund IV to hold a first closing in April 2020**

# Important Information

This presentation is provided upon request to certain institutional investors for discussion and informational purposes only to provide background information with respect to Stonepeak Partners LP (together with its affiliates, "Stonepeak") and its investment activities and is not an offer to sell or the solicitation of an offer to buy an interest in any current or future vehicle, account, product, or fund sponsored or managed by Stonepeak (each a "Fund"). The distribution of this presentation in certain jurisdictions may be restricted by law. This presentation does not constitute an offer to sell or the solicitation of an offer to buy in any state of the United States or other U.S. or non-U.S. jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction.

This presentation is not intended to form the basis of any investment decision for sale of an interest in a Fund, and you agree and acknowledge that you are not relying on the information contained in this presentation as the basis for any such investment decision you may make in the future. Any offer or solicitation with respect to a Fund will only be made pursuant to the final confidential private placement memorandum issued with respect to such Fund, which qualifies in its entirety the information set forth herein and which should be read carefully prior to any investment in such Fund for a description of the merits and risks of such an investment.

In considering case studies and investment performance information contained in this presentation, prospective investors should bear in mind that past or projected performance and past investment activity information is not necessarily indicative of future results and there can be no assurance that a Fund will achieve comparable results, that it will be able to implement its investment objectives or that targeted, projected or underwritten returns, cash yields or asset allocations will be met. Unless otherwise indicated, all compound annual internal rates of return ("IRR"), cash yields and multiples of invested capital ("MOIC") are presented on a gross basis (i.e., prior to the drawdown of management fees, organizational and partnership expenses, and the general partner's allocation of profits, taxes and other expenses borne by investors in the applicable fund, which in the aggregate may be substantial, but after partnership expenses withheld from investment proceeds). Net returns calculated after such fees, expenses, management fees, organizational expenses, partnership expenses, the general partner's allocation of profits and partnership expenses withheld from investment proceeds, taxes paid by the respective fund and other expenses (but not after deduction of any taxes borne by the limited partners) would generally be expected to be substantially lower. For a description of such types of fees and expenses with respect to a Fund, see Form ADV Part 2A maintained by Stonepeak, a copy of which will be furnished to a prospective investor prior to its admission to such Fund.

The gross IRR calculations for individual investments are made on the basis of the actual timing of investment inflows and outflows received or made by the relevant fund, and the return is annualized. Net IRRs are computed from the due dates specified in the applicable call notice, until the dates distributions are made. This treatment also applies in instances where a fund utilizes borrowings under a fund's subscription credit facility in lieu of, or in advance of receiving capital contributions from limited partners to repay any such borrowings. As a result, use of a subscription line (or other long-term leverage) will impact calculations of returns and will result in a higher reported net IRR than if the amounts borrowed had instead been funded through capital contributions made by the limited partners to the fund.

The calculation of combined or composite gross IRR or gross returns shown herein reflects the gross IRR for all realized and unrealized investments across Fund I, Fund II and Fund III weighed by dollar value. Such performance figures are hypothetical and presented for illustrative purposes only. The actual returns for each of Fund I, Fund II and Fund III may be higher or lower than the combined or composite gross IRR.

Any IRRs or MOICs with respect to unrealized investments assume that such investments were sold for cash at their indicated unrealized values and the proceeds therefrom distributed to investors. Unrealized investments are valued in accordance with Stonepeak's valuation policies and guidelines, which reflect a combination of valuation methodologies and are based on proceeds received and/or Stonepeak's assumptions regarding valuation and proceeds projected or expected to be received and involve a significant degree of judgment. Although Stonepeak's valuations are based on assumptions that Stonepeak currently believes are reasonable under the circumstances, there is no guarantee that the conditions on which such assumptions are based will materialize or otherwise be applicable to a Fund's investments. Actual realized returns on unrealized investments will depend on, among other factors, future operating results, the value of the assets, and market conditions at the time of disposition, legal and contractual restrictions, any related transaction costs, and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the valuations used in the prior performance data contained herein are based. Accordingly, the actual realized returns on these unrealized investments may differ materially from the returns indicated herein.

Unless otherwise noted, all performance information herein excludes co-investment or co-invested capital subscribed for by third parties alongside or controlled by, Stonepeak, and any actual or committed debt financing or equity from joint venture partners.

In addition, certain information contained herein constitutes "forward-looking statements" regarding future events, targets or expectations regarding a Fund or its strategies. Due to various risks and uncertainties actual events or results or actual performance of a Fund or any investments described herein may differ materially from those reflected or contemplated in such forward-looking statements. As a result, a prospective investor should not rely on such forward-looking statements in making their investment decisions. No representation or warranty is made as to future performance or such forward-looking statements. In addition, with respect to the market information, outlook and trends set forth in this presentation, there can be no assurance that such information, outlooks and trends will continue or that such information will remain accurate based on current and future market conditions. Statements contained herein (including those relating to current and future market conditions, trends and expected financial performance of the portfolio companies described herein) that are not historical facts are based on current expectations, estimates, projections, opinions and/or beliefs of Stonepeak. Such statements are subject to a number of assumptions and involve known and unknown risks, uncertainties and other factors, and should not be relied upon. Unless otherwise noted, the information provided herein is based on matters as they exist as of the date of the preparation of this presentation and not of any future date.

# Important Information (Cont'd)

Further information regarding the assumptions underlying such statements is available from Stonepeak upon request. Investment highlights reflect Stonepeak's subjective judgment of the primary features that may make investment in the relevant sector attractive. They do not represent an exclusive list of features, and are inherently based on Stonepeak's opinion and belief based on its own analysis of selected market and economic data and its experience generally. Qualitative statements regarding regulatory, market, and economic environments and opportunities are based on Stonepeak's opinion, belief, and judgment.

Further details can be provided upon request. No representation or warranty is made as to the reasonableness of the assumptions made or that all assumptions used have been stated or fully considered. Actual performance may differ substantially from the forecasted performance presented. Changes in the assumptions may have a material impact on the forecasted performance presented. The data presented represents the assumptions and estimates of Stonepeak and is believed by Stonepeak to be reliable; however, Stonepeak does not guarantee or give any warranty as to the accuracy, adequacy, timeliness or completeness of such assumptions. Nothing contained herein may be relied upon as a guarantee, promise or forecast or a representation as to the future.

The performance information presented in or referred to in this presentation or otherwise available as referenced herein, as well as any information derived by you from the information contained in this presentation, are presented for illustrative purposes only and may not be representative of all transactions of a given type or of investments generally and are intended to be illustrative of some of the types of investments that may be made by a Fund employing the investment strategies described herein. There can be no assurance that a Fund will be able to obtain comparable returns, implement its investment strategy, achieve its investment objectives, or avoid substantial losses.

Certain information in this presentation relates to portfolio companies of the Funds and their operations and/or financial condition (including information in respect of Stonepeak's valuation of such portfolio companies). They are intended to provide insight into Stonepeak's investment strategy. They are not representative of all investments that will be made by a Fund, and it should not be assumed that a Fund will make equally successful or comparable investments. Past performance is not indicative of future results. Moreover, the actual investments to be made by a Fund will be made under different market conditions and differ from those investments presented or referenced in this presentation. Information relating to a Fund's portfolio companies and their operations and/or financial condition is commercially sensitive. While Stonepeak believes the statements made herein with respect to current and future operating performance and financial condition of such portfolio companies are reasonable under the circumstances, there can be no guarantee of future performance of such portfolio companies, which is difficult to predict and subject to a number of uncertainties and risks (both known and unknown). There can be no assurance that the conditions upon which such Stonepeak's assumptions are based will materialize. Prospective investors acknowledge that the valuations and other information set forth herein relating to portfolio companies and their operations are, unless historical facts, preliminary estimates based on current information available to Stonepeak and its beliefs regarding their valuation and performance.

Certain information contained in this presentation (including certain forward looking statements and information) has been obtained from sources other than Stonepeak. In addition, certain information contained herein may have been obtained from companies in which investments have been made by Stonepeak. Although such sources are believed to be reliable, none of Stonepeak, any Fund, or any of their respective directors, officers, employees, partners, members, shareholders, or their affiliates, or any other person, assumes any responsibility for the accuracy or completeness of such information and each Fund is under no obligation to update or keep current such information. This presentation is not intended to, and does not, include all information necessary to make the statements herein not misleading.

Any reference contained in this presentation to transactions or experience of Stonepeak personnel includes the tenure of such personnel at other firms before joining Stonepeak.

"Operating Partners" and "Senior Advisors" are not employees or affiliates of Stonepeak and are often compensated by Stonepeak, its Funds, or its portfolio companies. The nature of the relationship varies considerably; compensation can include retainers and expense reimbursements, such as for travel. Payments to Operating Partners and Senior Advisors are not deemed paid to or received by Stonepeak and do not offset the management fee or any other fee paid to a Fund's investment advisor. From time to time, Stonepeak adds additional Operating Partners and Senior Advisors who were not acting as such, and thus were not named in offering documents, at the time of a Fund's offering. "Industrial Specialists" are also not employees or affiliates of Stonepeak and are specialist executives who provide services to certain portfolio companies, but who report directly to Stonepeak and have historically been used to monitor certain processes or augment management teams. The fees, costs and expenses of any Industrial Specialists are borne by the portfolio companies for which they perform services and thereby, indirectly by the Funds.

All rights to the trademarks and/or logos listed herein belong to their respective owners and Stonepeak's use hereof does not imply an affiliation with, or endorsement by, the owners of these trademarks and/or logos.

Prospective investors should be aware that an investment in a Fund involves a high degree of risk. The following is a summary of only certain considerations and is qualified in its entirety by the more detailed section describing risk factors and potential conflicts of interest (or similar section) which will be set forth in the private placement memorandum of each Fund, which must be read carefully prior to investing in such Fund (see next page):

# Important Information (Cont'd)

**Past Performance is Not Indicative of Future Results.** Past performance is not necessarily indicative of future results, and there can be no assurance that a Fund will achieve results comparable to those of any of Stonepeak's prior Funds, or that a Fund will be able to implement its investment strategy or achieve its investment objectives or otherwise be profitable. In considering the performance information contained herein, prospective investors should bear in mind that there can be no assurance that a Fund will achieve comparable results or avoid significant losses, that it will be able to effectively implement its investment objective, or that any other objectives will be met. No representation, warranty or covenant is made as to future performance or any other forward-looking statement. Prospective investors should bear in mind that although certain aspects of the investment programs of a Fund may overlap with another Fund in certain respects, except as otherwise expressly indicated herein, such other Stonepeak-sponsored funds each have different investment objectives, may be primarily managed on a day-to-day basis by different Stonepeak investment professionals.

**No Assurance of Investment Return.** There can be no assurance that a Fund's objectives will be achieved, that the past, targeted, or estimated results presented herein will be achieved or that a limited partner will receive any distribution from a Fund. An investment should only be considered by persons who can afford a loss of their entire investment.

**Leveraged Investments.** The portfolio companies (which includes projects, assets and/or businesses) in which a Fund invests (including those discussed herein) may employ significant leverage. The leveraged capital structure of such portfolio companies may increase their exposure to certain factors such as rising interest rates, downturns in the economy, or deterioration in the financial condition of such portfolio companies or industry. In the event an asset cannot generate adequate cash flow to meet its debt service, a Fund will suffer a partial or total loss of capital invested in the asset, which would adversely affect the returns of a Fund and/or the performance of its investments.

**No Market for Limited Fund Interests and Restrictions on Transfer.** Interests in each Fund have not been registered under the securities laws of any jurisdiction, and, therefore, cannot be sold unless they are subsequently registered under applicable securities laws or an exemption from registration is available. There is no public market for interests in each Fund and one is not expected to develop. A limited partner will generally not be permitted to assign, sell, exchange, or transfer its interest in a Fund without the consent of the Fund's general partner.

**No Assurance of Co-Investment Syndication.** Stonepeak intends, from time to time, to syndicate a portion of certain investments as co-investments to Stonepeak's existing limited partners and, where applicable, other co-investors. There can be no assurance that any such co-investment syndication will be successful.

**Potential Conflicts of Interests.** There may be occasions when Stonepeak and/or any of its affiliates encounter potential conflicts of interest in connection with a Fund's investment activities including, without limitation, the activities of Stonepeak. There may be restructuring and/or disposition opportunities with respect to certain investments that Stonepeak cannot take advantage of because of such conflicts.

**Failure to Make Payments.** If a limited partner fails to make capital contributions or other payments when due to a Fund, such limited partner will be generally subject to various remedies including, without limitation, preclusion from further investment in such Fund, reductions in its capital or loan account balance, and a forced sale of its interest in such Fund.

**Highly Competitive Market for Investment Opportunities.** The activity of identifying, completing, and realizing attractive investments is highly competitive and involves a high degree of uncertainty. There can be no assurance that a Fund will be able to locate, consummate, and exit investments that satisfy such Fund's rate of return objectives or realize upon their values or that it will be able to invest fully its committed capital.

**Reliance on the General Partner and the Investment Advisor.** The success of a Fund will depend in part upon the skill and expertise of the professionals of employed by its general partner. The interests of these professionals in the general partner and the investment advisor should tend to discourage them from withdrawing from participation in a Fund's investment activities. However, there can be no assurance that such professionals will continue to be associated with the general partner or its affiliates throughout the life of a Fund.

**Advisors and Operating Partners.** Stonepeak engages and retains strategic advisors, senior advisors, consultants, operating partners and other similar professionals who are not employees or affiliates of Stonepeak and who, from time to time, receive payments from, or allocations with respect to, portfolio companies (as well as from Stonepeak or certain Funds). In such circumstances, such payments from, or allocations with respect to, portfolio companies and / or a Fund are typically treated as partnership expenses and will not, even if they have the effect of reducing any retainers or minimum amounts otherwise payable by Stonepeak, be deemed paid to or received by Stonepeak and such amounts will not be subject to a Fund's offset provisions. These strategic advisors, senior advisors, consultants, operating partners and / or other professionals typically have the right or are offered the ability to co-invest alongside the Funds, including in those investments in which they are involved, or otherwise participate in equity plans for management of any such portfolio company, or invest directly in certain Funds subject to reduced or waived management fees and/or carried interest, and such co-investment and / or participation (which generally will reduce the amount invested by a Fund in any investment) generally will not be considered as part of Stonepeak's side-by-side co-investment rights.

**Material, Non-Public Information.** By reason of their responsibilities in connection with other activities of Stonepeak, certain employees of the general partner, the investment advisor, and their respective affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. A Fund will not be free to act upon any such information. Due to these restrictions, a Fund may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an Investment that it otherwise might have sold.

**Legal, Tax and Regulatory Risk.** Legal, tax and regulatory changes (including changing enforcement priorities, changing interpretations of legal and regulatory precedents or varying applications of laws and regulations to particular facts and circumstances) could occur during the term of a Fund that may adversely affect such Fund and its partners.