



The Building Blocks of Investor Confidence Industry-focused Quality work that investors can trust resources Regular and Extensive experience with PE investors and transparent On-time delivery communication portfolio companies Coordinated alternative Coordinated audit investments and and tax teams energy teams An excellent Teams large Experience with institutional investors reputation enough to scale

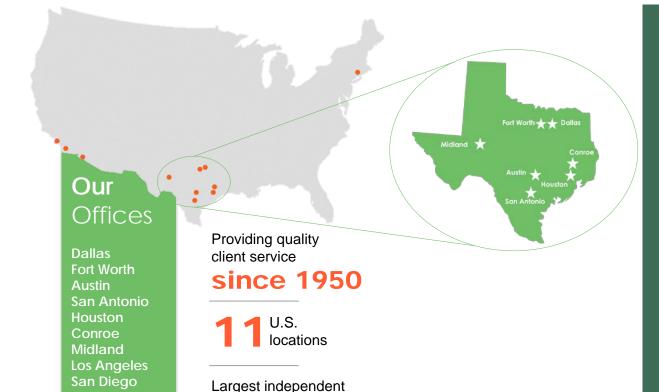
Resources for Tailwater Capital LLC

LOCAL TEAM WITH NATIONAL REACH

Woodland Hills

New York





accounting firm based in the

INSIDE INSIDE

BEST OF THE

Southwest

RECENT ACCOLADES

- Best of the Best | INSIDE Public Accounting (August 2019)
- 2019 IPA 100 | INSIDE Public Accounting (September 2019)
- Best and Brightest
 Companies to Work
 For® | Dallas/Fort
 Worth (2016-2017) and
 Houston (2014-2018)
- Largest Independent
 Firm based in the
 Southwest Region of
 the U.S. | Accounting
 Today (2017)
- ► Top 40 Firms | Accounting Today (2017)

Resources for Tailwater Capital LLC



FULL-SERVICE FIRM

ndustries

Oil and gas

- Oilfield services
- Renewable energy
- Manufacturing and distribution
- Technology
- Private equity
- Construction and real estate
- Financial services
- Financial institutions
- Healthcare
- Government
- Nonprofits
- Higher education

Services

Advisory Services

- Risk advisory services
- IT advisory services
- Financial institutions consulting
- Transaction advisory services
- Energy compliance services
- Forensic and litigation services

Assurance Services

- Audit, review and compilation
- Agreed-upon procedures
- Employee benefit plan audit
- SOC reporting
- Attestation services
- IFRS assessment and conversion

Tax Services

- Federal tax
- State and local tax
- International tax
- Wealth strategies

"Weaver partners and their staff have once again executed both the engagements in an outstanding manner. I would and have recommended them to other companies without reservation."

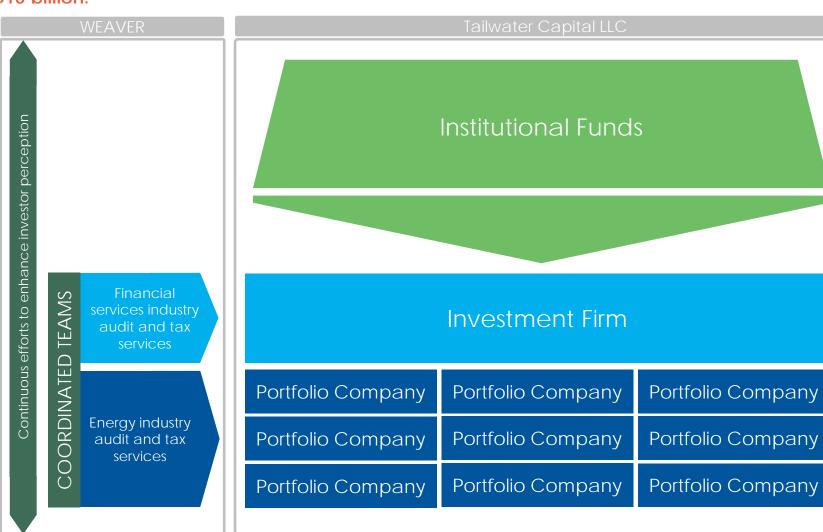
Chief Accounting OfficerMidland-based Oil & GasCompany

Most all of your needs can be addressed with one firm. Weaver provides a full range of service, more than many competitors of similar size. For you, creates efficiencies across your business.

Resources for Tailwater Capital LLC



Weaver serves more than 1,000 private investment funds with assets from \$2 million to more than \$10 billion.



Resources for Tailwater Capital LLC



Financial services industry audit and tax services

- → Dedicated alternative investments team within the financial services practice
- → Half of Weaver's financial services clients are private equity and funds
- → Alternative investment teams in key markets: TX, CA, NY

Energy industry audit and tax services

- → Largest industry practice at Weaver
- → Dedicated team of 30+ energy audit and tax professionals
- → 70% of the industry team has at least a decade of energy-focused experience

Other services, as needed

- → Advisory services: IT security, business process improvement, risk advisory, among many more
- → Transaction services: valuations, due diligence, postintegration



WE UNDERSTAND THE ENERGY INDUSTRY



When working with Weaver, you will work with a team of oil and gas professionals who are deeply experienced in creating solutions for the challenges you face.

2,600+

We serve more than 2,600 energy entities every year

One-Quarter

More than one-quarter of the firm's revenues originate from services to energy companies, and we dedicate resources accordingly

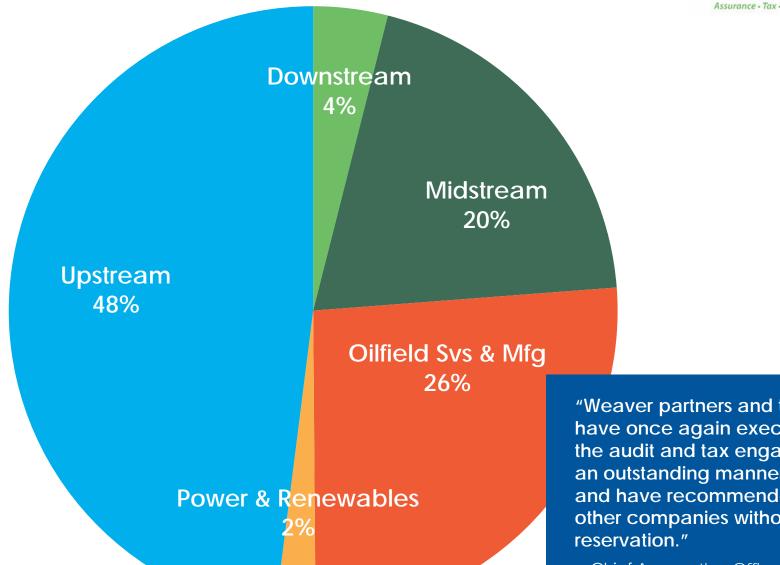
Strategic Focus

Energy is one of four strategic industry focuses at Weaver

Weaver provides services to hundreds of oil and gas companies, including SEC registrants and companies sponsored by major private equity investors.

The firm's energy clients include exploration and production, midstream and global energy companies, petroleum refiners, marketers and traders, biodiesel producers and renewable energy providers.





"Weaver partners and their staff have once again executed both the audit and tax engagements in an outstanding manner. I would and have recommended them to other companies without

- Chief Accounting Officer, Weaver Oil & Gas Client

Representative Clients

Glenn Pool Oil & Gas Trust

Goodnight Water Solutions, LLC

Private Equity/Investment Firm Relationships



Barclays

RKM Energy I and II



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Client Name	Investor
HKN Energy	Hillwood
Incline Energy Partners	Silverhawk
Journey Acquisition - II, L.P.	Bird
Kinetica Midstream	Red McCombs, various
Layne Water Midstream	Post Oak Energy Capital
Legend Natural Gas, LLC	Riverstone
Longhorn Minerals	Old Ironsides Energy
LPC Crude Oil	Vitol (joint venture partner)
LR Energy, Inc.	Longroad Capital
Lucid Energy Group, LLC	EnCap-Flatrock
Mettle Mistream	Natural Gas Partners & Pearl
Obsidian Natural Gas Trust	Barclays
Oryx Midstream	Post Oak Energy Capital
Periscope Resources, LLC	Talley
Petro Waste Holdings, LP	Tailwater Capital
Pivotal Petroleum Partners, LP	Tailwater Capital
Principle Petroleum Partners LLC	TPH
Producers Midstream, LLC	Tailwater
Rangeland Energy, LLC	EnCap Flatrock
Regis Energy Partners, L.P.	Regis Management Company
Rep III Holdco, LLC	Regis Energy
RSP Permian, LLC	Natural Gas Partners
Sierra Resources	GSO Capital & Post Oak Capital
Silver Creek Midstream	Tailwater
Silver Creek Oil & Gas	Old Ironsides Energy
Silver Oak Energy Partners, LLC	EnCap
Talon Oil & Gas, LLC	EnCap
Teal Natural Resources, LLC	Natural Gas Partners & Pearl
TopSail Energy LP	Tailwater
Toro Energy of California -SLO,	EPP Funds & TIAA Cref
LLC	
Toro Energy of California, LLC	EPP Funds & TIAA Cref
Toro/EPP II, LLC	EPP Funds & TIAA Cref
US Underwater Services, LLC	Coppermine Capital/Benford Capital
Valiant Midstream, LLC	Tailwater

Kayne Anderson

Willow Bend Oil LLC

Representative Clients



Lenders

In addition to being a trusted provider to private equity-sponsored companies and SEC registrants, Weaver has long been a trusted name among the largest lenders in the country. A number of Weaver's clients have credit facilities ranging from \$20 million to \$1 billion, with an average of approximately \$300 million. Representative lenders include:

Amegy Bank Bank of America Bank of Nova Scotia

Bank of Texas Barclays Group Capital One

Chambers Energy Capital

Comerica Bank

Credit Suisse AG Frost Bank

Guggenheim ING Capital

JP Morgan Chase

Macquarie Bank Limited

NGP Capital Prosperity Bank Regions Bank

Royal Bank of Scotland Siemens Financial Services

Societe General Texas Capital TPG Capital Union Bank, NA Wells Fargo, NA



WEAVER'S FIRMWIDE ENERGY EXPERIENCE

AUDIT SERVICES		TAX SERVICES	
PARTNER	YEARS OF EXPERIENCE	PARTNER	YEARS OF EXPERIENCE
Suhrid Thakore	30+	Larry Edgerton	30+
Bob Loritz	20+	Tracy Elms	30+
John Mackel	20+	Jon Bradley	30+
David Rook	20+	Jeff Sanders	30+
Trey Hunt	15+	Mary Thomas	25+
John Michael Jaramillo	15+	Jim Jones	20+
Dale Jensen	15+	James Flatt	20+
Andrew Johnston	15+	Sean Muller	20+
Mostafa Popal	15+	Laura Roman	20+
Colby Warr	15+	Sam Wren	20+
Adam McCane	15+	Robert Henry	15+
John Weihe	15+	Carrie Hardison	10+
Matt Federle	10+	Rob Myatt	10+
Andy Flores	10+	Jon Roberts	10+
Becky Reeder	10+	Shane Stewart	5+
Chad Valentine	10+		
SR. MANAGERS/MANAGERS	YEARS OF EXPERIENCE	SR. MANAGERS/MANAGERS	YEARS OF EXPERIENCE
Hillary Ballares	5+	Matt Martina	30+
Rachel Caston	5+	Annick Nguessan	10+
Greg Dean	5+	Faisal Ijaz	10+
James Jones	5+	Teresa Garza	10+
Tyler Martin	5+	Landon Flax	5+
Jason Valenzuela	5+	Katie Gully	5+
Philip Winfield	5+	Mike Kovacich	5+
		David Nolan	5+
		Marc Young	5+



Industry Memberships and Sponsorships (partial list)

- Advanced Biofuels Association
- American Fuel & Petrochemical Manufacturers (AFPM)
- American Institute of Certified Public Accountants (AICPA) National Oil & Gas Conference Sponsor
- ASTM International
- Coalition for Renewable Natural Gas, Inc. (RNG)
- ▶ COPAS Dallas, Fort Worth and Midland
- ► HART Executive Oil Conference
- Houston Society of CPAs Energy Conference Sponsorship
- ► Independent Petroleum Association of America (IPAA)
- ▶ Low Carbon Fuels Coalition (LCFC)
- ▶ NAPE Summit Attendees and reception sponsor
- ► National Biodiesel Board (NBB)
- North American Petroleum Accounting Conference (NAPAC) Sponsorship

- ► Permian Basin Petroleum Association (PBPA); annual meeting and Top Hand Banquet sponsors
- Petroleum Accountants Society of Houston (PASH)
 Education Day Sponsorship
- Petroleum Accountants Society of the Permian Basin (PASPB)
- Professional Development Institute (PDI) Course Sponsorships
- Weaver's Energy Leadership Series
- ► Women's Energy Network (WEN) Chapter Sponsorship
- ▶ World Oilman's Poker Tournament
- ➤ Young Professionals in Energy (YPE) Event Sponsorships (several events across markets)

"Every owner needs a comfort zone with any professional service. Weaver gives you that and more."

—Weaver Client, Satisfaction Survey Comment, 2017

Tax Services

MEET THE TEAM



Rob Myatt, CPA

Partner-in-Charge, Energy Services

- ▶ More than 12 years of public accounting experience focused on tax planning and compliance; practice concentration in consulting and compliance for partnerships, corporations, individuals, and state/local income tax; industry experience includes tax and accounting engagements in upstream (exploration and production), midstream (pipeline transportation), and manufacturing (multi-national and national corporations)
- Clients include entities backed by private equity groups and master limited partnerships, independent oil operators, oil field service companies, and individual investors in the energy industry



Samuel F. Wren, CPA

Partner-in-Charge, North Texas Tax Services

- ► More than 25 years of experience in tax planning and compliance for partnerships, corporations and individuals
- Currently serving as the partner-in-charge of tax and strategic business services for Weaver's North Texas region
- ▶ Significant industry experience in the energy sector, Tax Committee Chair, Council of Petroleum Accountants Societies (COPAS), Treasurer of COPAS Fort Worth and Former Small Oil and Gas Committee Chair

Assurance Services

MEET THE TEAM



Dale J. Jensen, CPA, CFE

Partner-in-Charge, Oil and Gas Services

- ▶ More than 17 years of experience in public accounting with extensive experience in the oil and gas industry, and a specific focus on upstream and midstream sectors
- ▶ Provides consulting services to SEC registrants including implementation of new accounting standards, purchase price allocation, preparation of hedge documentation and review of required SEC filings
- ► Energy clients include Caiman Energy, Dale Gas Partners, LR Energy, Marine Petroleum, Regis Energy Partners, and RSP Permian



Matt Federle, CPA

Partner, Assurance Services

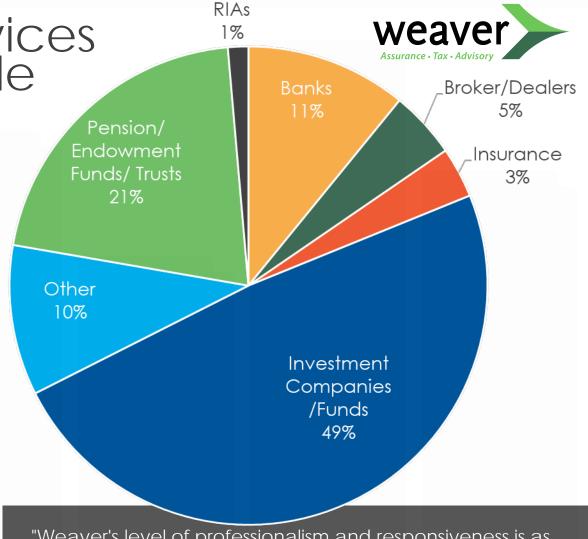
- ▶ More than 12 years of experience in public accounting with experience in energy and oil and gas industries with a specific focus public, private, and private-equity-funded companies including upstream and midstream oil and gas entities, oil field service companies
- Energy clients include Caiman Energy, Dale Gas Partners, Regis Energy Partners, Lucid Energy Group and RSP Permian



Financial Services Practice Profile

Industry Involvement

- Texas Hedge Fund Association (THFA)
- Texas Wall Street Women (TWSW)
- California Hedge Fund Association (CHFA)
- Real Estate Financial Executives Association (REFEA)
- Urban Land Institute (ULI)
- Real Estate Council of San Antonio
- Real Estate Council of Austin
- Commercial Real Estate Women (CREW)

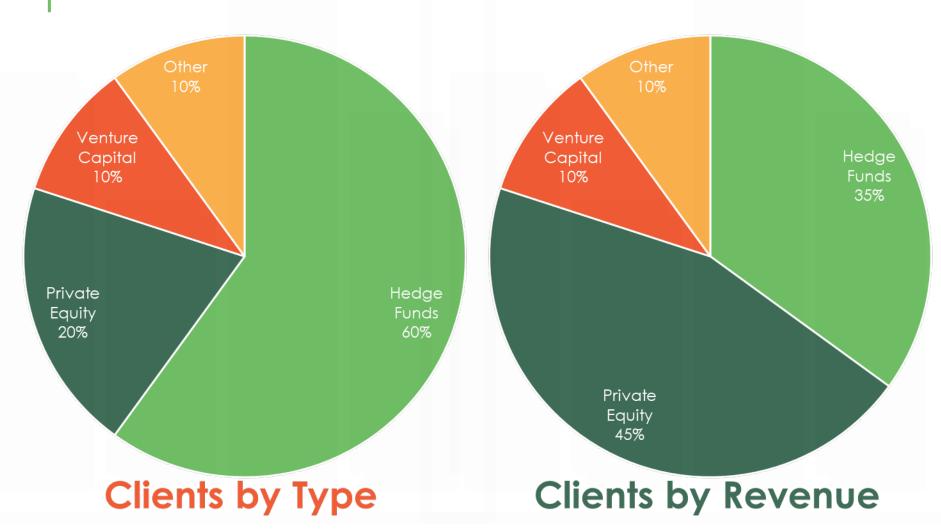


"Weaver's level of professionalism and responsiveness is as good as I have worked with. They are always available for questions and more importantly, quickly deliver an answer or solution. I would recommend Weaver without question."

—Weaver Client Satisfaction Survey Comment, 2017 (Senior Partner of a Houston-based Investment Firm)

Alternative Investments Practice





Financial Services

MEET THE TEAM



Kevin Sanford, CPA

Partner-in-Charge, National Financial Services and Alternative Investment Fund Audit Services

- ▶ More than 18 years of experience in public accounting, with extensive experience in accounting and auditing for financial institutions, hedge funds, professional service firms, mortgage underwriters, retailers, distributors, governmental agencies of all sizes and nonprofit entities
- ▶ Performs a wide range of internal audit and advisory services for multiple institutional pension funds, including the second-largest educational endowment fund in the U.S.
- ▶ Experience consulting on governmental investment funds up to \$30 billion in assets, such as the Permanent School Fund, including preparing statements for audit by the State Auditor's Office (SAO); evaluating and complex and non-routine alternative investments such as private equity, real estate, and derivative and foreign currency transactions; and performing internal control reviews over alternative assets



Rebekah Reeder, CPA

Partner, Assurance Services

- ► Thirteen years of audit experience
- ► Extensive experience in audit engagements for clients in the energy and financial services industry, including investment management/hedge funds, private equity and venture capital funds, broker-dealers, and financial institutions, as well as manufacturing and retail enterprises
- ▶ Additional experience includes audits of Securities and Exchange Commission (SEC) registrants

Financial Services

MEET THE TEAM



Shaun McLean, CPA

Partner, Investment Fund Tax Services

- More than 18 years of public accounting experience, including more than 15 years focused on investment funds, hedge funds, private equity funds and other investment industry clients
- Managed all tax aspects of a national accounting firm's Dallas-area energy practice, serving private equity-owned oil and gas operators, oilfield service companies and related GP/carry structure entities
- ► Concentrated experience serving hedge funds, fund of funds, private equity funds, general partner entities, management companies and related personal tax returns



Marcie Finnigan, CPA

Senior Manager, Tax Services

- ▶ Seventeen years of experience providing wealth management services and strategic planning for high net worth individuals, which included a ten-year background in family limited partnerships, gift, trusts and other estate planning vehicles
- ▶ More than 10 years' experience working with oil and gas, investment, private equity fund and management partnerships; Marcie offers clients strategic guidance in the complex area of tax planning and private equity interests

Financial Services

MEET THE TEAM



Matt Anderson, CPA

Partner-in-Charge, Alternative Investments Industry

- Over 17 years of diversified financial advisory experience ranging from acquisition due diligence to valuation services; before joining Weaver, served in Ernst & Young's Transaction Advisory Services group and founded Lone Star Value Advisors, Inc.
- Values transactions and portfolios related to financial reporting, gift and estate taxes, and mergers and acquisitions
- ▶ Industry experience in manufacturing, retail, software, distribution, professional services, and oil and gas



Matthew DiBrienza, CPA

Partner, Audit Services

- ▶ More than 20 years of experience providing both audit and tax services to clients in the energy and alternative investment industry, including domestic and offshore funds, hedge funds, commodity pools, master-feeder structures, private equity funds and fund-of-funds
- ▶ Leads audit and tax services for energy and financial services clients employing a variety of investment strategies, including long and short securities, debt instruments, swaps, commodities, private investments and PIPEs



Transaction Services





Widely recognized for delivering exceptional attention to detail, Weaver is also known for our personal level of service.

Our team is nimble, responsive and delivers a high level of expertise in a more cost effective manner than larger, national firms. Weaver's Financial Advisory Services (FAS) practice is always seeking ways to provide our clients a competitive edge and sourcing deal flow.

Weaver's FAS clients rely on our team for continuous support throughout an engagement — from initial due diligence and valuation to ongoing services such as annual goodwill impairment testing. By working with Weaver, your company will benefit from an efficient transaction process, enabling you to focus exclusively on your core business.

Key Financial Advisory Services:

Transaction Services

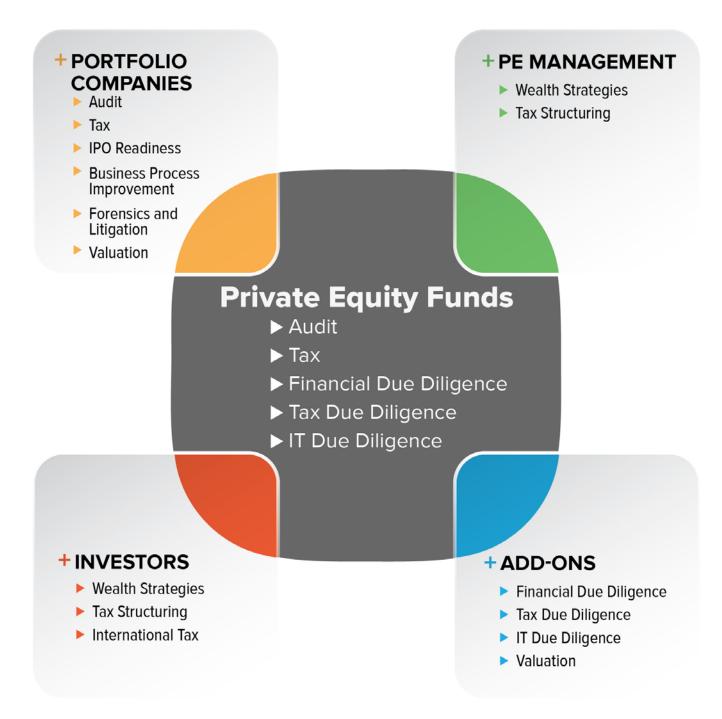
- Quality of earnings
- Accounting processes
- Working capital analysis
- Tax compliance and structuring
- IT applications and infrastructure

Valuation Services

- Purchase price allocations
- Goodwill impairment
- Fresh start accounting
- Mergers and acquisition
- Estate and gift tax

Client satisfaction is a priority and a differentiator. In Weaver's 2017 client satisfaction survey, the Financial Advisory Services group earned an average score of 9.8 out of 10.

Private Equity SERVICES



Transaction Services



Sell-side Due Diligence Overview

Service	Benefit	
Perform a pre-sale analysis	Identify any potential issues in an effort to avoid broken deals or decreased valuations	
Assist in the preparation of the information memorandum and transaction data room	Facilitate efficiency of the due diligence process	
Perform a cost and synergy analysis	Identify carve-out costs	
Maintain a consistent basis of accounting for due diligence information and financial schedules	Create efficiencies during the due diligence process	
Respond to buyer's due diligence questions	Provide support to the seller throughout the engagement to streamline the due diligence process	

Buy-side Due Diligence Overview

Service	Benefit	
Assess quality of earnings	Understand normalized earnings and certain GAAP deficiencies	
Analyze business trends	Determine what is driving revenue growth (or decline) and identify main drivers of earnings	
Identify and understand balance sheet risk	Reveal unrecorded liabilities or overvalued assets (e.g., obsolete inventory, unaccrued liabilities); understand normalized earnings and certain GAAP deficiencies	
Understand and identify cash flow considerations	Clarify expenditures (e.g., capital expenditures on new equipment) to better assess future cash flows impacting the buyer's valuation model	
Analyze forecast assumptions	Understand how current estimates bridge to actual results	

Transaction Services

MEET THE TEAM



Brian Reed, CPA/ABV

Partner-in-Charge, Transaction Advisory Services

- ▶ 17+ years of diversified financial advisory experience ranging from acquisition due diligence to valuation services; before joining Weaver, served in Ernst & Young's Transaction Advisory Services group and founded Lone Star Value Advisors, Inc.
- Values transactions and portfolios related to financial reporting, gift and estate taxes, and mergers and acquisitions
- Industry experience in manufacturing, retail, software, distribution, professional services, and oil and gas



Things we emphasize during an engagement:



- Client touchpoint with consulting-based mentality
- Emphasize accelerated timelines
- Quality and expertise
- Investor-base confidence
- Niche-based energy insight through energy team
- Dedicated and consistent teams
- Our relationship with you



The Weaver Way



Relationship Process

Weaver's relationship-building efforts and processes, characterized by:

- Weaver's engagement planning tool, which helps us establish a deeper knowledge of your business up front
- Bringing you relevant suggestions and services, because we know you and your team
- Superior quality in executing compliance services
- ► Client networking and trainings
- ► Continuous communications
- Understanding your industry and sharing emerging industry updates
- Offering full-firm resources with reasonable pricing
- ► Coordinating your portfolio of services in a seamless manner

- ✓ The overarching efforts and related processes that help us build an insightful relationship with you
- Based upon a deep understanding your business so we can better serve you
- Best characterized by how you feel when working with Weaver
- ✓ These are Weaver's key differentiators
- Falls within the relationship process
- The process and technical approaches we use to execute all services
- This is an important part of our relationship, but is often commoditized – there are many qualified firms

Many firms can provide accurate compliance services.

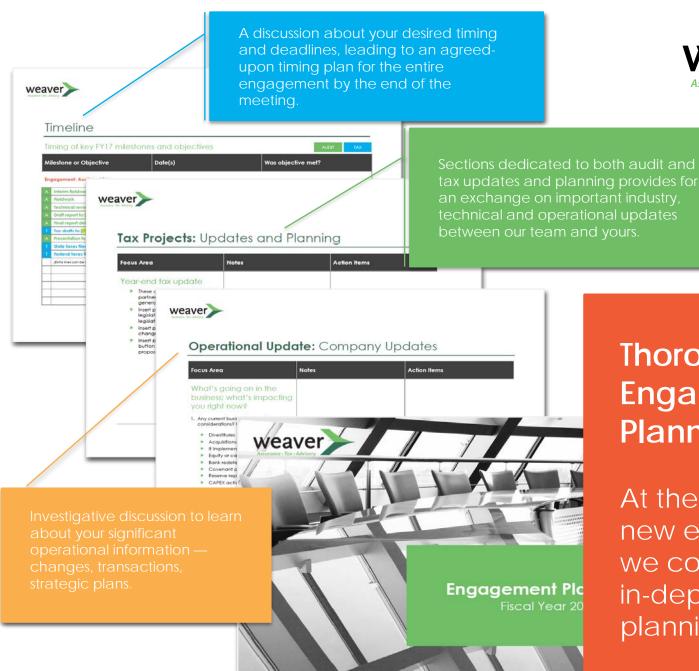
However, we go beyond compliance to learn what drives your business.

This allows us to bring you relevant insights and solutions that are aligned with your specific goals — that's how we're different, and that's what we mean by **The Weaver Way**.

Compliance Process

Weaver's technical processes in providing compliance services:

- ▶ Financial Audit
- ► Employee Benefit Plan Audit
- ► Tax Filings
- ▶ IT Advisory
- ▶ Due Diligence





Thorough Engagement Planning

At the start of every new engagement, we conduct an in-depth engagement planning meeting.

Key Contact

Rob Myatt, CPA

Partner-in-Charge, North Texas Tax Services

Direct: 972.448.9208

rob.myatt@weaver.com

"Everyone from Weaver is professional and knowledgeable. They do what they say they will do, and they do it when they say they will do it. I enjoy working with them."

—EVP and CFO of a Texas-based client, FY18 client satisfaction survey



Weaver Office Locations

AUSTIN

1601 S. MoPac Expressway

Ste. D250

Austin, Texas 78746 Phone: 512.609.1900

SAN ANTONIO

9311 San Pedro Avenue, Ste. 1400 San Antonio, Texas 78216 Phone: 210.737.1042

HOUSTON

24 Greenway Plaza, Ste. 1800 Houston, Texas 77046 Phone: 713.850.8787

CONROE

1406 Wilson Road, Ste. 100 Conroe, Texas 77304 Phone: 936.756.8127

DALLAS

2300 North Field Street, Ste. 1000 Dallas, Texas 75201

Phone: 972.490.1970

FORT WORTH

2821 W. 7th Street, Ste. 700 Fort Worth, Texas 76107 Phone: 817.429.5936

MIDLAND

400 W. Illinois Avenue, Ste. 1550 Midland, Texas 79701

Phone: 432.683.5226

LOS ANGELES

1230 Rosecrans Avenue, Ste. 510 Manhattan Beach, California 90266 Phone: 310.382.5380

WOODLAND HILLS

21800 Oxnard Street Suite 700 Woodland Hills, CA 91367

SAN DIEGO

4660 La Jolla Village Drive Suite 100 San Diego, CA 92122

NEW YORK

350 Park Avenue, 13th Floor New York, New York 10022 Phone: 212 405 2450