

IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re:	)	Chapter 11	
	)		
SOUTHCROSS ENERGY PARTNERS, L.P.,	)	Case No. 19-10702 (MFW)	
<i>et al.</i> ,	)		
	)	Jointly Administered	
	)		
Debtors. <sup>1</sup>	)	Re: D.I. 816, 826, 830	
	)		
	)		

**NOTICE OF FILING OF SECOND AMENDED PLAN SUPPLEMENT TO THE DEBTORS’ FIRST AMENDED CHAPTER 11 PLAN FOR SOUTHCROSS ENERGY PARTNERS L.P. AND ITS AFFILIATED DEBTORS**

**PLEASE TAKE NOTICE** that, on April 1, 2019, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

**PLEASE TAKE FURTHER NOTICE** that, on January 7, 2020, the Court entered the *Order (I) Approving the Debtors’ Continued Solicitation of the Amended Chapter 11 Plan, (II) Approving the Adequacy of the Disclosure Statement Supplement in Connection with the Amended Chapter 11 Plan, (III) Establishing Certain Deadlines and Procedures in Connection with Confirmation of the Amended Chapter 11 Plan, and (IV) Granting Related Relief* [D.I. 814], after which, on January 7, 2020, the Debtors filed the solicitation version of the *First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 816] (as amended, the “**Plan**”).<sup>2</sup>

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.



**PLEASE TAKE FURTHER NOTICE** that, on January 9, 2020, the Debtors filed the *Notice of Filing Plan Supplement to the Debtors' First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 826] (the "**Original Plan Supplement**").

**PLEASE TAKE FURTHER NOTICE** that, on January 14, 2020, the Debtors filed the *Notice of Filing Amended Plan Supplement to the Debtors' First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 830] (the "**Amended Plan Supplement**").

**PLEASE TAKE FURTHER NOTICE** that attached as Exhibit C to the Amended Plan Supplement was the Proposed Members of New Board and Officers of Reorganized Debtors. The identities, affiliations, and information of the Members of the New Board were disclosed, except for the fifth member of the New Board, which was to be chosen in accordance with the New LLC Agreement.

**PLEASE TAKE FURTHER NOTICE** that the Amended Plan Supplement provides that the Debtors have the right to amend, modify, or supplement any of the documents and designations contained in the Amended Plan Supplement at any time prior to the Confirmation Hearing, or any such later date as may be permitted by the Plan or by order of the Court.

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file this second amended plan supplement (the "**Second Amended Plan Supplement**") in support of the Plan. This Second Amended Plan Supplement includes as Exhibit A the amended Proposed Members of New Board and Officers of Reorganized Debtors, which discloses the identity, affiliations, and information of the Members of the New Board, including the fifth member of the New Board.

**PLEASE TAKE FURTHER NOTICE** that certain documents, or portions thereof, contained in the Second Amended Plan Supplement remain subject to continuing negotiations among the Debtors and interested parties with respect thereto. Subject to the terms and conditions set forth in the Plan, the Debtors reserve all rights to amend, modify, or supplement the Second Amended Plan Supplement, and any of the documents and designations contained therein, at any time prior to the Confirmation Hearing, or any such later date as may be permitted by the Plan or by order of the Court. To the extent material amendments or modifications are made to any of the documents contained in the Second Amended Plan Supplement, the Debtors will file a blackline of such document(s) with the Court.

**PLEASE TAKE FURTHER NOTICE** that the forms of the documents contained in the Second Amended Plan Supplement are integral to, and are considered part of, the Plan. If the Plan is approved, the documents contained in the Second Amended Plan Supplement will be approved by the Court pursuant to the Confirmation Order.

**Obtaining Additional Information**

Copies of all documents referenced herein and filed with the Court are available free of charge on the Debtors' case information website, located at <http://www.kccllc.net/southcrossenergy> or can be requested by email at SouthcrossInfo@kccllc.com.

**Important Dates and Deadlines**<sup>3</sup>

1. **Confirmation Hearing.** A hearing to consider the confirmation of the Plan will be held before the Court on **January 27, 2020 at 10:30 a.m. (prevailing Eastern Time)** or such other date and time as determined by the Court, at 824 North Market Street, Wilmington, Delaware 19801.

*[Remainder of This Page Intentionally Left Blank]*

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<sup>3</sup> The following dates and deadlines may be subject to amendment by the Debtors (in consultation with the Ad Hoc Group) or the Court.

Dated: January 23, 2020  
Wilmington, Delaware

Respectfully submitted,  
MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Eric W. Moats

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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

Pursuant to the *First Amended Chapter 11 Plan for Southcross Energy Partners L.P. and its Affiliated Debtors* [D.I. 816] (as amended, the “**Plan**”),<sup>1</sup> and in accordance with section 1129(a)(5) of the Bankruptcy Code, the following individuals will serve as the members of the New Board and/or officers of the Reorganized Debtors:

**Members of the New Board**

<b>Name</b>	<b>Experience and Affiliations</b>
<b>James W. Swent III (Chairman)</b>	<p>James W. Swent III was elected as Chairman, President and Chief Executive Officer of the General Partner on September 17, 2018.</p> <p>Prior to joining the General Partner and Holdings GP, Mr. Swent served as the Chairman of the Board, President and Chief Executive Officer of Paragon Offshore Limited from July 2017 to April 2018, a global supplier of offshore jack up contract drilling services. From July 2003 to December 2015, he was Executive Vice President and Chief Financial Officer of Enscopl, a global provider of offshore contract drilling services. He joined Enscopl in July 2003 as Senior Vice President and Chief Financial Officer and retired in December 2015. Mr. Swent previously held various financial executive positions in the information technology, telecommunications and manufacturing industries, including positions with Memorex Corporation and Nortel Networks. He served as Chief Executive Officer and Chief Financial Officer of Cyrix Corporation from 1996 to 1997 and Chief Financial Officer and Chief Executive Officer of American Pad and Paper Company from 1998 to 2000. Prior to joining Enscopl, Mr. Swent served as Co-Founder and Managing Director of Amrita Holdings, LLC.</p>
<b>Jacqueline (Jacqui) Dimpel</b>	<p>Jacqueline (Jacqui) Dimpel currently is a managing partner for real estate companies that operate and develop properties in Utah, Wyoming, Indiana, and Michigan. Previously, Ms. Dimpel served as Vice President, Midstream at Anadarko Petroleum Corporation and Senior Vice President of Western Gas Partners, LP from 2013 – 2016. After joining Anadarko in 2006, she served in a variety of technical, operational and planning positions, including reservoir engineering manager, planning manager for the Southern Region, general manager for Carthage, Texas, business advisor for U.S. Onshore Operations and midstream operations manager for the Southern and Appalachia regions. Ms. Dimpel began her career in the oil and natural gas industry with ExxonMobil in 1989. She earned her bachelor of science degree in Mechanical Engineering</p>

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

	<p>from the University of Notre Dame. Ms. Dimpel is a professional licensed engineer in California and Texas. While at Anadarko, Ms. Dimpel served on the board of directors of the Texas Pipeline Association and the Midstream Committee and Pipeline Subcommittee of the American Petroleum Institute.</p>
<b>Bill Waldheim</b>	<p>Bill Waldheim has spent over 40 years in the energy industry serving in various leadership positions and board assignments. Currently, Mr. Waldheim is a member of the board of directors and audit chairman at USA Compression and previously served for 3 years on the board of directors and audit committee of Enbridge Energy Partners. While working, Mr. Waldheim held numerous leadership positions at DCP Midstream including President of DCP Midstream Partners and board member/Vice President of Commercial at DCP Midstream LLC. Mr. Waldheim previously held other managerial positions at Union Pacific Resources and Champlin Petroleum. He is a graduate of the University of Arizona with a bachelor's degree in accounting and is also a former CPA. Additionally, Mr. Waldheim graduated from Harvard Business School's Advanced Management Program. Mr. Waldheim has also served on other boards such as Junior Achievement-Rocky Mountain Inc., Colorado Oil &amp; Gas Association, Texas Pipeline Assn., and the Propane Education Research Council.</p>
<b>Pat Giroir</b>	<p>Pat Giroir has over 30 years of experience primarily in the energy midstream space. Mr. Giroir has most recently been a Senior Partner with Mill Rock Capital Management where he helped secure investments in Grammer Industries, a specialty chemical logistics company where he is a board member, and Cisco Equipment, a heavy equipment sales and rental business where he is the chairman. Prior to Mill Rock, he founded HC Midstream and worked with a number of PR firms focused on investing in ArkLaTex midstream assets. Previously, Mr. Giroir held various positions for Continuum Energy, Boardwalk Pipeline Partners, LLP, the midstream business unit at Eagle Rock Energy Partners, LLP. Prior to Eagle Rock, Mr. Giroir served as chief commercial officer and executive vice president for gathering, processing and transport at Regency Energy Partners, LLC. Earlier in his career, Mr. Giroir held a variety of leadership positions with CenterPoint Energy, El Paso Corp. and Tenneco. He started his career with Deloitte and was formerly a CPA licensed in Texas. Mr. Giroir earned a degree in hotel and restaurant administration from Washington State University and an MBA with an accounting emphasis from Tulane University.</p>
<b>Robert N. Fitzgerald</b>	<p>Robert N. Fitzgerald served as Executive Vice President and Chief Financial Officer of SemGroup Corporation, a midstream energy transportation, storage and processing company with</p>

	<p>extensive operations from Canada to the U.S. Gulf Coast, before retiring in January 2020. Mr. Fitzgerald also served as Chief Financial Officer and director of Rose Rock Midstream, L.P., a crude oil master limited partnership, from 2011 to 2016. Prior to joining SemGroup in 2009, he served as the Chief Financial Officer of Windsor Energy, a portfolio company owned by Wexford Capital and the predecessor of Diamondback Energy. Mr. Fitzgerald began his career at Amoco Corporation and spent over 20 years working in various financial and executive positions at Amoco, PriceWaterhouse Coopers and Williams. Mr. Fitzgerald has a master's degree in business administration from the University of Tulsa and a bachelor of business administration degree in accounting from Western Illinois University. Mr. Fitzgerald is a certified public accountant. His prior board experience includes SemCAMS Midstream ULC, Maurepas Pipeline LLC, and Rose Rock Midstream LP.</p>
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### Officers

Name	Experience and Affiliations
<p><b>James W. Swent III (President and Chief Executive Officer)</b></p>	<p>See above.</p>
<p><b>William C. Boyer (Chief Operating Officer)</b></p>	<p>William C. Boyer served as Senior Vice President of Operations of the General Partner since 2017 and previously served as Vice President of Operations of the General Partner since 2015.</p> <p>Before joining the General Partner, Mr. Boyer served as General Manager of Oxy Midstream Operating Company (“Oxy”), a company specializing in midstream services of petroleum products, from 2014 to 2015. In his role at Oxy, Mr. Boyer oversaw the operations, safety, compliance and overall P&amp;L for all of Occidental’s midstream businesses including Centurion Pipeline, its crude oil trucking, its NGL railcar terminal, and its propane and crude oil marine terminal businesses in Ingleside, Texas. Prior to joining Oxy, Mr. Boyer served as President of Centurion Pipeline from 2010 to 2014 where he led the operations, planning, risk management, safety and regulatory functions of the business. Concurrent with his role at Oxy, Mr. Boyer also served as President of Occidental Energy Transportation, a wholly-owned crude oil trucking subsidiary within Occidental Petroleum that gathered and transported crude oil in New Mexico and Texas. Prior to such roles, Mr. Boyer held various leadership positions at Occidental Petroleum Corporation</p>



	<p>over a span of 30 years, including Occidental of Elk Hills in California, Occidental Chemical Corporation in Houston, and Occidental Petroleum’s natural gas businesses at various locations. Mr. Boyer holds a Bachelor of Science in Chemical Engineering from the University of Oklahoma.</p>
<p><b>Gregory L. Hood (Chief Commercial Officer)</b></p>	<p>Gregory L. Hood was appointed Senior Vice President and Chief Commercial Officer of the General Partner in March 2019.</p> <p>Mr. Hood previously served as Principal for Energy Logistic Solutions since 2016. Mr. Hood was Senior Vice President of Gas Marketing for Occidental Petroleum Corporation or Oxy from 2000 to 2015, where he was responsible for running the natural gas group including physical and financial trading, origination, and supply and asset management operations. Prior to this, he served as Vice President of Trading for Oxy where he managed the sale of Oxy gas production in the Permian, South Texas and Gulf Coast regions. He also managed gas supply for Oxy chemical plants and co-gens.</p> <p>Before joining Oxy, Mr. Hood served as Director of Trading for KN Energy from 1998 to 2000 with responsibility for the trading of physical gas, managed transport and storage assets in various regions, as well as supplied gas for retail marketing efforts. Mr. Hood’s experience also includes leadership roles at MidCon Marketing from 1996 to 1998 and Natural Gas Pipeline Co from 1989 to 1996.</p> <p>Mr. Hood received a Bachelor of Science degree in Marketing and Finance from the University of Houston.</p>