American Midstream Partners, LP
Form PRE 14A
November 25, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

AMERICAN MIDSTREAM PARTNERS, LP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

ý No fee required.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

AMERICAN MIDSTREAM PARTNERS, LP
1400 16th Street, Ste. 310
Denver, CO 80202

NOTICE OF SPECIAL MEETING OF UNITHOLDERS
To Be Held On [, 2015]

To the Unitholders of American Midstream Partners, LP:

The special meeting of unitholders of American Midstream Partners, LP, a Delaware limited partnership (the "Partnership"), will be held on [day and date], at 9:00 a.m., local time, at [location] located at [address] for the following purpose:

To consider and vote upon a proposal to approve the Third Amended and Restated American Midstream GP, LLC Long-Term Incentive Plan (including an increase in the number of common units available for issuance thereunder).

Your Board of Directors recommends that you vote "FOR" the approval of the Third Amended and Restated American Midstream GP, LLC Long-Term Incentive Plan, which the Board of Directors believes is an important tool to attract and retain qualified individuals who are essential to the future success of the Partnership.

The Board of Directors of American Midstream GP, LLC, the general partner of the Partnership (which we refer to as the Board of Directors), has fixed the close of business on [date] as the record date for the determination of unitholders entitled to notice of and to vote at the special meeting or any adjournment or postponement thereof. Holders of record of common units representing limited partnership interests of the Partnership, Series A Convertible Preferred Units, and Series B Convertible Preferred Units as of the close of business on the record date are entitled to notice of and to vote at the meeting.

Your vote is important. All unitholders are cordially invited to attend the meeting. We urge you, whether or not you plan to attend the meeting, to submit your proxy by voting over the Internet or, if you received a paper copy of a proxy or voting instruction card by mail, by completing, signing, dating and mailing the proxy or voting instruction card in the postage-paid envelope provided. If a unitholder who has submitted a proxy attends the meeting in person, such unitholder may revoke the proxy and vote in person on all matters submitted at the meeting.

By Order of the Board of Directors

Stephen W. Bergstrom
President and Chief Executive Officer

[Signature Date]

Important Notice Regarding the Availability of Proxy Materials
for the Special Meeting of Unitholders to be Held on [Date]:
The Notice of Meeting, this Proxy Statement and the accompanying Proxy Card are available at:
[http://   ]

AMERICAN MIDSTREAM PARTNERS, LP
1400 16th Street, Ste. 310
Denver, Colorado 80202

PROXY STATEMENT
For Special Meeting of Unitholders
To Be Held On [Date]

GENERAL

These proxy materials have been made available on the Internet or delivered in paper copy to unitholders of American Midstream Partners, LP (the "Partnership") in connection with the solicitation by the Board of Directors of American Midstream GP, LLC, the general partner (our “General Partner”) of the Partnership (the "Board of Directors" or “Board”), of proxies for use at the special meeting of unitholders to be held at the time and place and for the purposes set forth in the accompanying notice. The approximate date this proxy statement is first furnished to unitholders is [Date]. If you received a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction card for the special meeting.

Proxies and Voting Instructions

We are mailing to many of our unitholders a notice about the Internet availability of the proxy materials instead of a paper copy of the proxy materials. All unitholders receiving the notice will have the ability to access the proxy materials over the Internet and may request to receive a paper copy of the proxy materials by mail. Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found on the notice. In addition, the notice contains instructions on how unitholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis. We are providing some of our unitholders, including unitholders who have previously requested to receive paper copies of the proxy materials, with paper copies of the proxy materials instead of a notice about the Internet availability of the proxy materials. All unitholders who do not receive the notice will receive a paper copy of the proxy materials by mail.

If you hold common units representing limited partnership interests of the Partnership ("Common Units"), Series A Convertible Preferred Units (the “Series A Units”), or Series B Convertible Preferred Units (the “Series B Units” and, together with the Series A Units, the "Preferred Units") in your name, you can submit your proxy in the following manners:

By Internet—Unitholders who received a notice about the Internet availability of the proxy materials may submit proxies over the Internet by following the instructions on the notice. Unitholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies over the Internet by following the instructions on the proxy card or voting instruction card.

By Mail—Unitholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies by completing, signing and dating their proxy card or voting instruction card and mailing it in the accompanying postage paid envelope. Proxy cards must be received by us before voting begins at the special meeting.

If you hold Preferred Units or Common Units (referred to collectively herein as “Units”) through someone else, such as a bank, broker or other nominee, you may receive material from them asking you how you want to vote your Units.

You may revoke your proxy at any time prior to its exercise by:

- Giving written notice of the revocation to our corporate secretary;
- Appearing and voting in person at the special meeting;
- Properly voting again by Internet at a subsequent time; or
- Properly submitting a later-dated proxy by delivering a later-dated proxy card to our corporate secretary.

If you attend the special meeting in person without voting, this will not automatically revoke your proxy. If you revoke your proxy during the meeting, this will not affect any vote previously taken. If you hold Units through someone else, such as a bank, broker or other nominee, and you desire to revoke your proxy, you should follow the instructions provided by your nominee.

Voting Procedures and Tabulation

We will appoint one or more inspectors of election to act at the special meeting and to make a written report thereof. Prior to the special meeting, the inspectors will sign an oath to perform their duties in an impartial manner and according to the best of their ability. The inspectors will ascertain the number of Units outstanding and the voting power of each, determine the Units represented at the special meeting and the validity of proxies and ballots, count all votes and ballots and perform certain other duties as required by law. The determination of the inspectors as to the validity of proxies will be final and binding.

Abstentions and broker non-votes (i.e., proxies submitted by brokers that do not indicate a vote for a proposal because they do not have discretionary voting authority and have not received instructions as to how to vote on the proposal) are counted as present in determining whether the quorum requirement for the special meeting is satisfied. For purposes of determining the outcome of any matter to be voted upon as to which the broker has indicated on the proxy that the broker does not have discretionary authority to vote, these Units will be treated as not present at the meeting and not entitled to vote with respect to that matter, even though those Units are considered to be present at the meeting for quorum purposes and may be entitled to vote on other matters. Brokers and nominees do not have discretionary authority to vote with respect to the Third Amended and Restated American Midstream GP, LLC Long-Term Incentive Plan. Abstentions, on the other hand, are considered to be present at the meeting and entitled to vote on the matter abstained from.

Approval of the proposal to approve the Third Amended and Restated American Midstream GP, LLC Long-Term Incentive Plan requires the affirmative vote of a majority of the Units (including the Series A Units and Series B units, which vote on an as-converted basis) present in person or represented by proxy and entitled to be voted on the proposal. With regard to such proposal, an abstention will have the same effect as a vote against the proposal. Broker non-votes and other limited proxies will have no effect on the outcome of the vote with respect to such proposal.

Our General Partners owned 1,349,609 Series B Units, or approximately 3.29% of the Units, on an as-converted basis, outstanding and entitled to vote at the special meeting, as of the record date (the "GP Units"). High Point Infrastructure Partners, LLC ("HPIP"), which controls our General Partner, owned 6,447,957 Series A Units, or approximately 15.73% of the Units, on an as-converted basis, outstanding and entitled to vote at the special meeting, as of the record date (the "HPIP Units"). Magnolia Infrastructure Partners, LLC (“Magnolia”), which controls HPIP, owned 2,762,503 Series A Units and 618,921 Common Units, or approximately 6.74% of the Units, on an as-converted basis, outstanding and entitled to vote at the special meeting, as of the record date (the "Magnolia Units" and, together with the GP Units and the HPIP Units, the “ArcLight Units”). In total, there are 11,178,990 ArcLight Units, or approximately 27.27% of the Units, on an as-converted basis, outstanding and entitled to vote at the special meeting, as of the record date, ArcLight Capital Partners, LLC (“ArcLight”), which indirectly controls Magnolia, HPIP and our General Partner, has stated its intention to cause each of Magnolia, HPIP and our General Partner to vote their respective ArcLight Units in favor of the proposal. Because the approval of the proposal by ArcLight is not sufficient to approve the proposal, we encourage you to take part in the decision process by voting by proxy or at the special meeting.

VOTING SECURITIES

Only holders of record of Common Units and Preferred Units at the close of business on [date], the record date for the special meeting, are entitled to notice of and to vote at the special meeting. On the record date for the special meeting, there were 30,426,380 Common Units, 9,210,460 Series A Units and 1,349,609 Series Units outstanding and entitled to be voted at the special meeting, totaling 40,986,449 Units outstanding, on an as-converted basis, and entitled to be voted at the special meeting. The holders of the Units will vote together as a single class. A majority of such Units, present in person or represented by proxy, is necessary to constitute a quorum. Each Common Unit is entitled to one vote and each Preferred Unit is entitled to one vote for each Common Unit such Preferred Unit is convertible into.

PROPOSAL: APPROVAL OF THE THIRD AMENDED AND RESTATED AMERICAN MIDSTREAM GP, LLC LONG-TERM INCENTIVE PLAN

General Description of the Third Amendment and Restatement

Our Board of Directors believes that it is important to have equity-based incentives available to attract and retain qualified outside directors, employees, consultants and independent contractors who are essential to the success of the Partnership and its affiliates and that it is important to link the interests and efforts of such persons to the long-term interest of the unitholders of the Partnership. Accordingly, in 2009, our Board of Directors adopted the American Midstream GP, LLC Long-Term Incentive Plan (as it may be amended and restated from time to time, the "Plan"), which has been amended and restated since its initial adoption.

As of November 25, 2015, approximately 394,658 Common Units remained available for future issuance under the Plan to employees, consultants, independent contractors and directors. On November 19, 2015, subject to unitholder approval, the Compensation Committee of the Board of Directors (the "Compensation Committee") and the Board of Directors approved the Third Amended and Restated American Midstream GP, LLC Long-Term Incentive Plan, which increased the number of Common Units authorized for issuance under the Plan by 6,000,000 Common Units to an aggregate of 7,175,352 Common Units, which will increase the number of Common Units that remain available for awards under the Plan to 6,394,658 Common Units.

Our unitholders are being requested to approve the Third Amended and Restated Plan at the special meeting.

Description of the Third Amended and Restated Plan

The following summary of the principal features of the Third Amended and Restated Plan is qualified in its entirety by the specific language of the Third Amended and Restated Plan, a copy of which is attached as Exhibit A to this proxy statement.

General

The purposes of the Third Amended and Restated Plan are to promote the interests of the Partnership by providing to (i) employees, consultants and independent contractors of our General Partner and (ii) outside directors of our Board of Directors, who perform services for the Partnership, incentive compensation to enhance the ability of our General Partner to attract and retain the services of individuals who are essential for the growth and profitability of the Partnership and to encourage them to devote their best efforts to the business of the Partnership, thereby advancing the interests of the Partnership and its limited partners. Awards to participants under the Third Amended and Restated Plan may be made in the form of options, restricted units, unit appreciation rights, phantom units, distribution equivalent rights (“DERs”), unit awards and other unit-based awards.

Units Subject to the Third Amended and Restated Plan

Under the Third Amended and Restated Plan, a maximum of 6,000,000 Common Units may be issued to participants. As of November 25, 2015 and prior to the amendment and restatement described herein, approximately 394,658 Common Units remained available under the Plan for future issuance to participants. The Third Amended and Restated Plan provides for the award of options, restricted units, unit appreciation rights, phantom units, DERs, unit awards and other unit-based awards (collectively, "Awards") of up to 6,000,000 Common Units, of which 6,000,000 Common Units remain available for future issuance to participants.

The maximum number of Common Units set forth above is subject to appropriate adjustment in the event of a recapitalization of the capital structure of the Partnership or a reorganization of the Partnership. Common Units underlying Awards that are forfeited, terminated or expire unexercised become immediately available for additional Awards under the Third Amended and Restated Plan.

As of [Date], the last reported sale price of Common Units on NYSE was [$].

Administration and Eligibility

The Compensation Committee will administer the Third Amended and Restated Plan. The administrator has the power to determine the terms of the Awards granted, including the exercise price of the options (which shall be equal to at least 100% of the fair market value of the Common Units underlying the options on the date of grant), the exercisability thereof and the form of consideration payable upon exercise, and the number of Common Units subject to each Award. In addition, the administrator has the authority to grant waivers of Plan terms, conditions, restrictions and limitations, and the administrator or our Board of Directors may amend, suspend or terminate the Third Amended and Restated Plan, provided that no such change in any Award may materially reduce the benefit to a participant without the consent of such participant. Awards may be granted to employees, independent contractors and consultants of our General Partner and to outside directors of our General Partner.

Awards

The LTIP provides for awards of (i) options to purchase Common Units, (ii) restricted Common Units, (iii) unit appreciation rights, (iv) phantom units, (v) DERs, (vi) unit awards and (vii) other unit-based awards to eligible participants. All awards, further described below, are subject to the conditions, limitations, restrictions, vesting and forfeiture provisions determined by the Committee, in its discretion, subject to such limitations that are set forth in the LTIP. The number of Common Units subject to any award is also determined by the Committee in its discretion. The Board or Committee will also have the authority to determine the recipients to whom options shall be granted, provided that for purposes of compliance with Section 409A of the Code, only employees of us and our 50% owned subsidiaries are eligible for awards of options or unit appreciation rights. The term of each award will be for a period as determined by the Committee, but may not exceed 10 years.

In the event of a change in control, recapitalization, reorganization, merger, consolidation, combination, exchange or other relevant change in capitalization of or involving us, any change in accounting principles affective our financial statements, the Committee, in its sole discretion, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the LTIP or an outstanding award or mitigate any unfavorable accounting consequences, may: (i) provide for either (a) the cancellation and termination of any award in exchange for an amount of cash, other property or securities equal to the amount that would have been attained upon the exercise of the award or realization of the participant's rights or (b) the replacement of the award with or the conversion of the award into cash or other securities with other rights or property selected by the Committee in its sole discretion; (ii) provide that the award be assumed by the successor or survivor entity or be exchanged for similar options with appropriate adjustments as to the number and kind of equity interests and prices; (iii) make adjustment in the number and type of units (or other securities or property) subject to outstanding awards, in the number and kind of outstanding awards or in the terms and conditions of, and the vesting and performance criteria included in, outstanding awards, or both; (iv) provide that such award may be exercisable or payable; and (v) provide that the award cannot be exercised or become payable after such event. The Committee will not make any such adjustments to the extent that such action would cause (a) the application of Section 409A of the Code to the award or (b) create adverse tax consequences under Section 409A of the Code should that Code section apply to the award.

Other Provisions

Except as required by applicable law or the rules of the principal securities exchange on which the Common Units are traded, the Board or the Committee may amend, alter, suspend, discontinue, or terminate the LTIP in any manner, including increasing the number of Common Units available for awards under the LTIP, without the consent of any partner, participant, other holder or beneficiary of an award, or other person. The Committee may also, in its discretion, waive any conditions or rights under, amend any terms of, or alter any award theretofore granted, provided no change, other than pursuant to the following paragraph, in any award shall materially reduce the benefit to participant without the consent of such participant.

Plan Benefits

Because the granting of Awards under the Third Amended and Restated Plan is at the discretion of the Compensation Committee, it is not now possible to determine which persons (including outside directors, officers, employees, independent contractors and consultants of our General Partner) may be granted Awards. Also, it is not now possible to estimate the number of Common Units that may be awarded.

U.S. Federal Income Tax Consequences

The following is a general description of the current federal income tax consequences of awards granted under the LTIP.

Options. There are no federal income tax consequences to optionees upon the grant of an option to purchase Common Units under the LTIP. Generally, upon the exercise of an option, the optionee will be treated as receiving compensation taxable as ordinary income in the year of exercise equal to the excess of the fair market value of the Common Units on the date of exercise over the option price paid for the Common Units.

Restricted Units. The recipient of a restricted unit award will not recognize income upon the grant of restricted units if such units are subject to a substantial risk of forfeiture for federal income tax purposes. If the recipient makes an election under Section 83(b) of the Internal Revenue Code within 30 days after the transfer of the restricted units to him or her, he or she will recognize ordinary income in the year of receipt in an amount equal to the excess of the fair market value of the units at the time of transfer over the amount paid, if any, by the recipient for the units. In addition, after the Section 83(b) election, the recipient will be treated as a unitholder for tax purposes.

If the recipient does not make a Section 83(b) election, the recipient will recognize ordinary income when the forfeiture restrictions lapse, in an amount equal to the excess of the fair market value of the Common Units on the date the forfeiture restrictions lapse over the amount paid, if any, for the Common Units. A recipient that does not make a Section 83(b) election will not be treated as a unitholder for tax purposes until the forfeiture restrictions lapse.

Unit Appreciation Rights. The recipient of a unit appreciation right will not recognize income at the time of the award. Upon exercise of a unit appreciation right, the recipient will recognize ordinary income equal to the fair market value of any cash or Common Units received.

Phantom Units. The recipient of a phantom unit award will not recognize income at the time of the award. Upon the payment of cash or transfer of Common Units in satisfaction of the award, the recipient will recognize ordinary income equal to the fair market value of any cash or Common Units received.

Distribution Equivalent Rights. The recipient of a DER will not recognize income at the time of the award. Upon a distribution with respect to a DER, the recipient will recognize ordinary income equal to the fair market value of any cash or Common Units received.

Unit Awards. The recipient of a unit award will recognize ordinary income upon the receipt of Common Units in satisfaction of the award, in an amount equal to the fair market value of the Common Units received

Interested Persons

Employees, consultants and independent contractors of the Partnership, our General Partner or any of their affiliates, as well as the outside directors of our Board of Directors, will be eligible to receive awards under the Third Amended and Restated Plan if it is approved. Accordingly, the members of our Board of Directors and our executive officers have an interest in the passage of the Proposal.

Recommendation and Required Affirmative Vote

The affirmative vote of the holders of a majority of our Units outstanding as of the record date and entitled to vote at the special meeting is required for approval of the proposal to adopt the Third Amended and Restated Plan. Our Board of Directors believes that the Third Amended and Restated Plan is in the best interests of the Partnership and its unitholders, and should be approved for the following reasons:

- The adoption of the Third Amended and Restated Plan will aid in attracting and retaining key individuals who are important to our success and will motivate such individuals to exert maximum efforts for our success;

- The Third Amended and Restated Plan provides a means whereby such key individuals may develop a sense of proprietorship and personal involvement in the development and financial success of our partnership; and

- The Third Amended and Restated Plan is intended to align potential increases in compensation of such key individuals to our financial results that generally drive the value of our Common Units.

Accordingly, our Board of Directors unanimously recommends that you vote "FOR" approval of Proposal One.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of units as of November 25, 2015 and the related transactions by:

- each person who is known to us to beneficially own 5% or more of such units to be outstanding;
- our General Partner;
- each of the directors and named executive officers of our General Partner; and
- all of the directors and executive officers of our General Partner as a group.

All information with respect to beneficial ownership has been furnished by the respective directors, officers or 5% or more unitholders as the case may be.

Our General Partner is owned 95% by HPIP and 5% by AIM Midstream Holdings. ArcLight controls HPIP. AIM Universal Holdings, LLC, a Delaware limited liability ("AIM") holds an aggregate 84.4% indirect interest in AIM Midstream Holdings.

The amounts and percentage of units beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to vote or to direct the voting of such security, or investment power," which includes the power to dispose of or to direct the disposition of such security. In computing the number of Common Units beneficially owned by a person and the percentage ownership of that person, Common Units subject to options or warrants held by that person that are currently exercisable or exercisable within 60 days of November 25, 2015, if any, are deemed outstanding, but are not deemed outstanding for computing the percentage ownership of any other person. Except as indicated by footnote, the persons named in the table below have sole voting and investment power with respect to all units shown as beneficially owned by them, subject to community property laws where applicable.

Name of Beneficial Owner	Common Units Beneficially Owned	Percentage of Common Units Beneficially Owned		Preferred Series A Units Beneficially Owned	Series B Units Beneficially Owned (a)	Percentage of Total Common and Preferred Series A and Series B Units Beneficially Owned	
ArcLight Capital Partners, LLC (b)	618,921	*		9,210,460	1,349,609	27.3	%
High Point Infrastructure Partners, LLC (b)	618,921	*		9,210,460	1,349,609	27.3	%
Energy Spectrum Securities Corp (c)	6,468,529	21.3	%	—	—	*	
Neuberger Berman LLC (d)	3,807,352	12.5	%	—	—	*	
Oppenheimer Funds, Inc. (e)	3,035,509	10.0	%	—	—	*	
Salient Capital Advisors, LLC (f)	1,282,540	4.2	%	—	—	*	
Stephen W. Bergstrom (g)	44,208	*		—	—	*	
Daniel C. Campbell (g)	19,168	*		—	—	*	
William B. Mathews (g)	55,242	*		—	—	*	
Matthew W. Rowland (g)	17,364	*		—	—	*	
Kevin J. Sullivan (g)(h)	676,743	2.2	%	—	—	*	
Robert W. Bourne (h)(i)	661,743	2.9	%	—	—	*	
Daniel R. Revers (a)(g)	618,921	*		9,210,460	1,349,609	27.3	%
John F. Erhard (g)	—	*		0	0	*	
Donald R. Kendall Jr. (g)	18,675	*		—	—	*	
Rose M. Robeson (g)	6,119	*		—	—	*	
Joseph W. Sutton (g)	—	*		—	—	*	
Lucius H. Taylor (g)	—	*		—	—	*	
Gerald A. Tywoniuk (g)(j)	15,530	*		—	—	*	
All directors and executive officers as a group (consisting of 14 persons)	1,471,970	4.8	%	9,210,460	1,349,609	29.4	%

* An asterisk indicates that the person or entity owns less than one percent.

(a) The Series B Units are held by American Midstream GP, LLC, our General Partner, which is controlled by High Point Infrastructure Partners, LLC ("HPIP"), which is in turn controlled, indirectly, by ArcLight Capital Partners, LLC ("ArcLight Partners"). HPIP and ArcLight Capital Partners disclaim ownership of the Series B Units except to their extent of the pecuniary interest therein.

(b) ArcLight Capital Holdings, LLC ("ArcLight Holdings") is the sole manager and member of ArcLight Partners. ArcLight Holdings is the investment adviser to ArcLight Energy Partners Fund V, L.P. ("Fund V") and ArcLight PEF GP V, LLC ("Fund GP") is the general partner of Fund V. HPIP is controlled by Magnolia Infrastructure Partners, LLC ("Magnolia"), which is in turn controlled by Fund V (collectively, HPIP, Magnolia, Fund V, Fund GP, ArcLight Holdings and ArcLight Partners are the "ArcLight Entities"). ArcLight Partners is the manager of the general partner of Fund V. Mr. Revers is a manager of ArcLight Holdings and a managing partner of ArcLight Partners and has certain voting and dispositive rights as a member of ArcLight Partners' investment committee. Fund V, through indirectly controlled subsidiaries, owns approximately 90% of the ownership interest in HPIP, which in turn owns 95% of the General Partner. As a result, the ArcLight Entities and Mr. Revers may be deemed to indirectly beneficially own the securities of the Issuer held by HPIP and the General Partner, but disclaim beneficial ownership except to the extent of their respective pecuniary interests therein. The address for this person or entity is 200 Claredon Street, 55th Floor, Boston, MA 02117.

(c) Energy Spectrum Securities Corporation ("ESSC") owns 100% of the issued and outstanding membership interest of Energy Spectrum VI, LLC, a Texas limited liability company ("ESLLC"), which serves as the general partner of Energy Spectrum Capital VI LP, a Delaware limited partnership ("ESCLP"), which serves as the general partner of Energy Spectrum Partners VI LP, a Delaware limited partnership ("ESP" and together with ESSC, ESLLC, and ESCLP, the "Energy Spectrum Entities"). ESP is the record holder of the Common Units and has a direct pecuniary interest in such Common Units. ESSC, ESLLC, and ESCLP beneficially own the Common Units for the purposes of Section 13(d) of the Exchange Act and have an indirect pecuniary interest in such Common Units. The address for this person or entity is 5956 Sherry Lane, Suite 900, Dallas, TX 75225. This information is based solely on information included in the Schedule 13G/A filed by the beneficial owner on October 24, 2014.

(d) The address for this person or entity is 605 Third Avenue, New York, NY 10158. This information is based solely on information included in the Schedule 13G/A filed by the beneficial owner on October 9, 2015.

(e) The address for this person or entity is Two World Financial Center, 225 Liberty Street, New York, NY 10281. This information is based solely on information included in the Schedule 13G filed by the beneficial owner on October 13, 2015.

(f) The address for this person or entity is 4265 San Felipe, 8th Floor, Houston, TX 77027. This information is based solely on information included in the Schedule 13G/A filed by the beneficial owner on October 13, 2015.

(g) The address for this person or entity is c/o American Midstream Partners, LP, 1400 16th Street, Suite 310, Denver, CO 80202.

(h) Includes 15,000 units held directly by Mr. Sullivan. Mr. Sullivan is a member of Costar Midstream Energy LLC but disclaims beneficial ownership of such units except to the extent of his pecuniary interest therein. Of the 661,743 units held by Costar Midstream Energy LLC, 237,342 are currently being held in escrow and a subject to forfeiture to satisfy claims arising as a result of breaches of certain representations and warranties contained in that certain Purchase and Sale Agreement, dated as of October 13, 2014, by and between Costar Midstream Energy LLC, Energy Spectrum Partners VI LP and American Midstream, LLC. The address for this person or entity is c/o American Midstream Partners, LP, 1400 16th Street, Suite 310, Denver, CO 80202.

(i) Mr. Bourne is a member of Costar Midstream Energy LLC but disclaims beneficial ownership of such units except to the extent of his pecuniary interest therein. Of the 661,742 units held by Costar Midstream Energy LLC, 237,342 are currently being held in escrow and a subject to forfeiture to satisfy claims arising as a result of breaches of certain representations and warranties contained in that certain Purchase and Sale Agreement, dated as of October 13, 2014, by and between Costar Midstream Energy LLC, Energy Spectrum Partners VI LP and American Midstream, LLC. The address for this person or entity is c/o American Midstream Partners, LP, 1400 16th Street, Suite 310, Denver, CO 80202.

(j) The units are held in The Gerald Allen Tywoniuk Trust dated June 25, 2010, for which Mr. Tywoniuk is the trustee

The percentage of units beneficially owned is based on a total of 30,426,830Common Units, 9,210,460 Series A Units, and 1,349,609 Series B Units, as applicable, outstanding at November 25, 2015.

Securities Authorized for Issuance Under Equity Compensation Plans

Our General Partner manages our operations and activities and employs the personnel who provide support to our operations. On November 2, 2009, the board of directors of our General Partner adopted a long-term incentive plan for its employees, consultants and directors who perform services for it or its affiliates. On May 25, 2010, the board of directors of our General Partner adopted an amended and restated long-term incentive plan. On July 11, 2012, the board of directors of our General Partner adopted a second amended and restated long-term incentive plan that effectively increased available awards by 871,750 units. At December 31, 2014, 2013 and 2012, there were 688,976, 855,089 and 920,193 units, respectively, available for future grant under the LTIP.

EXECUTIVE COMPENSATION

Our General Partner, under the direction of the Board is responsible for managing our operations and employs all of the employees that operate our business. The compensation payable to the officers of our General Partner is paid by our General Partner and such payments are reimbursed by us on a dollar-for-dollar basis.

The following is a discussion of the compensation policies and decisions of the Compensation Committee of the Board, with respect to the following individuals, who were executive officers of our General Partner and referred to as the "named executive officers" for the fiscal year ended December 31, 2014:

- Stephen W. Bergstrom, President and Chief Executive Officer;
- Daniel C. Campbell, Senior Vice President and Chief Financial Officer;
- Matthew W. Rowland, Senior Vice President and Chief Operating Officer;
- Kevin J. Sullivan, Executive Vice President;
- Robert W. Bourne, Senior Vice President of Business Development; and
- William B. Mathews, Senior Vice President and Chief Legal Officer, General Counsel and Secretary.

Our compensation program is designed to recognize key managers are critical to our Partnership's profitability and growth. We utilize compensation to attract and retain management talent and to motivate key employees to focus consistently on growth and value creation. In addition, our compensation program aligns incentives for management and unitholders, focusing on long-term value creation rather than short-term gain. To do this, our compensation program for key managers is made up of the following main components: i) base salary, designed to compensate our executives for work performed during the fiscal year; ii) short-term incentive programs, designed to reward our executives for our yearly performance and for their individual performances during the fiscal year; and iii) equity-based awards, meant to align our executives interests with our long-term performance.

This section should be read together with the compensation tables that follow, which disclose the compensation awarded to, earned by or paid to the named executive officers with respect to the three years ended December 31, 2014.

Role of the Board, the Compensation Committee and Management

The Board has appointed the Compensation Committee to assist the Board in discharging its responsibilities relating to compensation matters, including matters relating to compensation programs for directors and executive officers of the General Partner. The Compensation Committee has overall responsibility for evaluating and approving our compensation plans, policies and programs, setting the compensation and benefits of executive officers, and granting awards under and administering our equity compensation plans. The Compensation Committee is charged with, among other things, establishing compensation practices and programs that are i) designed to attract, retain and motivate exceptional leaders, ii) structured to align compensation with our overall performance and growth in distributions to unitholders, iii) implemented to promote achievement of short-term and long-term business objectives consistent with our strategic plans, and iv) applied to reward performance.

As described in further detail below under "— Elements of the Compensation Programs," the compensation programs for our executive officers consist of base salaries, annual incentive bonuses and awards under the American Midstream GP, LLC, Long-Term Incentive Plan, which we refer to as our LTIP, currently in the form of equity-based phantom units, as well as other customary employment benefits such as a 401(k) plan, and health and welfare benefits. We expect that total compensation of our executive officers and the components of compensation and allocation among components of their annual compensation will be reviewed on at least an annual basis by the Compensation Committee.

During 2014, the Compensation Committee discussed executive compensation issues at several meetings, and the Compensation Committee expects to hold additional executive compensation-related meetings in 2015 and future years. Topics discussed and to be discussed at these meetings included and will include, among other things, i) assessing the performance of the Chief Executive Officer, or the CEO, with respect to our results for the prior year, ii) reviewing and assessing the personal performance of the executive officers and other key managers for the preceding year and iii) determining the amount of the bonus pool to be paid to our executives and other key managers for a given year after taking into account the target bonus amounts established for those executives and other key managers at the outset of the year. In addition, at these meetings, and after taking into account the recommendations of our CEO only with respect to executive officers and key managers other than our CEO, base salary levels and target bonus amounts (representing the bonus that may be awarded expressed as a dollar amount or as a percentage of base salary for the year) for our executive officers will be established by the Compensation Committee. In addition, the Compensation Committee will make its decisions with respect to any awards under the LTIP and recommended awards to the Board. Our CEO will provide periodic recommendations to the Compensation Committee regarding the performance and compensation of the other named executive officers as well as the amounts allocated to the short-term incentive plan and LTIP compensation pools.

Compensation Objectives and Methodology

The principal objective of our executive compensation program is to attract and retain individuals of demonstrated competence, experience and leadership who share our business aspirations, values, ethics and culture. A further objective is to provide incentives to and reward our executive officers and other key employees for positive contributions to our business and operations, and to align their interests with our unitholders' interests.

In setting our compensation programs, we consider the following objectives:

- to create unitholder value through sustainable earnings and cash available for distribution;
- to provide a significant percentage of total compensation that is "at-risk" or variable;
- to encourage significant equity holdings to align the interests of executive officers and other key employees with those of unitholders;
- to provide competitive, performance-based compensation programs that allow us to attract and retain superior talent; and
- to develop a strong linkage between business performance, safety, environmental stewardship, cooperation and executive compensation.

Taking account of the foregoing objectives, we structure total compensation for our executives to provide a guaranteed amount of cash compensation in the form of base salaries, while also providing a meaningful amount of annual cash compensation that is at risk and dependent on our performance and individual performance of the executives, in the form of discretionary annual bonuses. We also seek to provide a portion of total compensation in the form of equity-based awards under our LTIP, in order to align the interests of executives and other key employees with those of our unitholders and for retention purposes.

Compensation decisions for individual executive officers are the result of the subjective analysis of a number of factors, including the individual executive officer's experience, skills or tenure with us and changes to the individual executive officer's position. In evaluating the contributions of executive officers and our performance, although no pre-determined numerical goals were established, a variety of financial measures have been generally considered, including non-GAAP financial measures used by management to assess our financial performance, such as adjusted EBITDA and cash available for distribution. For a definition of adjusted EBITDA and a reconciliation to its most directly comparable financial measure calculated and presented in accordance with GAAP and a discussion of how we use adjusted EBITDA to evaluate our operating performance, please read "Management's Discussion and Analysis —How We Evaluate Our Operations." In addition, a variety of factors related to the individual performance of the executive officer were taken into consideration.

In making individual compensation decisions, the Compensation Committee historically has not relied on pre-determined performance goals or targets. Instead, determinations regarding compensation have resulted from the exercise of judgment based on all reasonably available information and, to that extent, were discretionary. The amount of each executive officer's current compensation will be considered as a base against which determinations are made as to whether increases are appropriate to retain the executive officer in light of competition or in order to provide continuing performance incentives. Subject to the provisions contained in the executive officer's employment agreement, if any, the Compensation Committee has discretion to adjust any of the components of compensation to achieve our goal of recruiting, promoting and retaining executive officers and key individuals with the skills necessary to execute our business strategy and develop, grow and manage our business.

The Compensation Committee has also utilized benchmarking compensation levels across a range of publicly traded Master Limited Partnerships operating in the midstream market to inform specific award levels for Named Executive Officers and key managers. Going forward, we expect that the Compensation Committee will make compensation decisions taking into account trends occurring within our industry, including from a peer group of companies, which we expect will include, but not be limited to, the following similar publicly traded partnerships: Atlas Pipeline Partners LP, Blueknight Energy Partners LP, Crestwood Midstream Partners LP, Eagle Rock Energy Partners LP, Genesis Energy LP, JP Energy Partners LP, Martin Midstream Partners LP, QEP Midstream Partners LP, and Rose Rock Midstream, LP.

Elements of the Compensation Programs

Overall, the executive officer compensation programs are designed to be consistent with the philosophy and objectives set forth above. The principal elements of our executive officer compensation programs are summarized in the table below, followed by a more detailed discussion of each compensation element.

Element	Characteristics	Purpose
Base Salaries	Fixed annual cash compensation. Executive officers are eligible for periodic increases in base salaries. Increases may be based on performance or such other factors as the Compensation Committee may determine.	Keep our annual compensation competitive with the defined market for skills and experience necessary to execute our business strategy.
Annual Incentive Bonuses	Performance-related annual cash incentives earned based on our objectives and individual performance of the executive officers. Increases or adjustments may be made based on both company and individual performance or such factors as the Compensation Committee may determine.	Align performance to our objectives that drive our business and reward executive officers for achieving our yearly performance objectives and for their individual contributions to these objectives during the fiscal year.
Equity-Based Awards (Phantom-units and Distribution Equivalent Rights)	Performance-related, equity-based awards granted at the discretion of the Compensation Committee. Awards are based on our performance and we expect that, going forward, and take into account competitive practices at peer companies. Grants typically consist of phantom units that vest ratably over four years and may be settled upon vesting with either a net cash payment or an issuance of Common Units, at the discretion of the Board. Historically, the Board has issued Common Units upon vesting of phantom units. Distribution Equivalent Rights, or DERs, have not been granted as part of the 2014 LTIP, but future awards may be eligible for DERs at the discretion of the Compensation Committee and approval by the Board.	Align interests of executive officers with unitholders and motivate and reward executive officers to increase unitholder value over the long term. Ratable vesting over a four-year period is designed to facilitate retention of executive officers. Issuance of Common Units upon vesting encourages equity ownership in order to align interests of executive officers with those of unitholders.
Retirement Plan	Qualified retirement plan benefits are available for our executive officers and all other regular full-time employees. At our formation, we adopted and are maintaining a tax-deferred or after-tax 401(k) plan in which all eligible employees can elect to defer compensation for retirement up to IRS imposed limits. The 401(k) plan permits us to make annual	Provide our executive officers and other employees with the opportunity to save for their future retirement.

	discretionary matching contributions to the plan. For 2014, we matched employee contributions to 401(k) plan accounts up to a maximum employer contribution of 5% of the employee's eligible compensation.	
Health and Welfare Benefits	Health and welfare benefits (medical, dental, vision, disability insurance and life insurance) are available for our executive officers and all other regular full-time employees.	Provide benefits to meet the health and wellness needs of our executive officers, other employees and their families.

Base Salaries

Base salaries for our executive officers will be determined annually by an assessment of our overall financial and operating performance, each executive officer's performance evaluation and changes in executive officer responsibilities. While many aspects of performance can be measured in financial terms, senior management will also be evaluated in areas of performance that are more subjective. These areas include development and execution of strategic plans, leading the development of management and other employees, innovation and improvement in our business activities and each executive officer's involvement in industry groups and in the communities that we serve.
We seek to compensate executive officers for their performance throughout the year with annual base salaries that are fair and competitive within our marketplace. We believe that executive officer base salaries should be competitive with salaries for executive officers in similar positions and with similar responsibilities in our marketplace and adjusted for financial and operating performance and each executive officer's performance evaluation, length of service with us and previous work experience. Individual salaries have historically been established by the Compensation Committee based on the general industry knowledge and experience of its members, in alignment with these considerations, to ensure the attraction, development and retention of superior talent. Going forward, we expect that salary decisions will continue to focus on the above considerations and will also take into account relevant market data, including the market data and peer group data.
We expect that base salaries will be reviewed annually to ensure continuing consistency with market levels and our level of financial performance during the previous year. Future adjustments to base salaries and salary ranges will reflect movement in the competitive market as well as individual performance. Annual base salary adjustments, if any, for the CEO will be determined by the Compensation Committee. Annual base salary adjustments, if any, for the other executive officers will be determined by the Compensation Committee, taking into account input from the CEO.
The Compensation Committee approved the following base salaries for 2014 for the named executive officers as provided in the table below.

Name		Base Salary at the end of 2014
Stephen W. Bergstrom (a)	$	nm
Daniel C. Campbell		285,000
Matthew W. Rowland		285,000
Kevin J. Sullivan		240,000
Robert W. Bourne		240,000
William B. Mathews		245,000

(a) Mr. Bergstrom was compensated in 2014 through an agreement with HPIP, the majority owner of our General Partner. Accordingly, during 2014 Mr. Bergstrom allocated time to HPIP and our General Partner on matters not related to the Partnership, none of which is considered compensation for services rendered in conjunction with his role as President and CEO of the Partnership.

(b) Messrs. Sullivan and Bourne base salaries were compensated by Costar Midstream Energy, LLC prior to being employed by our General Partner in October 2014.

nm Not meaningful

Annual Incentive Bonuses

As one way of accomplishing compensation objectives, executive officers are rewarded for their contribution to our financial and operational success through the award of discretionary annual cash incentive bonuses. Annual cash incentive awards, if any, for the CEO are determined by the Compensation Committee. Annual cash incentive awards, if any, for the other executive officers are determined by the Compensation Committee taking into account input from the CEO.

We expect to review cash bonus awards for the named executive officers annually to determine award payments for the prior fiscal year, as well as to establish target bonus amounts for the current fiscal year. At the beginning of each year, the Compensation Committee meets with the CEO to discuss partnership and individual goals for the year and what each executive is expected to contribute in order to help the partnership achieve those goals. However, the amounts of the annual bonuses have been and are determined at the discretion of the Compensation Committee with input from the CEO.

While target bonuses for our executive officers who have entered into employment agreements have been initially set at dollar amounts that are 75% to 100% of their base salaries, the Compensation Committee has had broad discretion to retain, reduce or increase the award amounts when making its final bonus determinations. Bonuses (similar to other elements of the compensation provided to executive officers) historically have not been solely based on a prescribed formula or pre-determined goals, specified performance targets but rather have been determined on a discretionary basis and generally have been based on a subjective evaluation of individual, company-wide and industry performances. Target bonus amounts for 2014 for all of the executive officers, which are specified in their employment agreements, are set forth in the table below. Please refer to "—Employment Agreements with Named Executive Officers" below for a description of the employment agreements.

The Board and the Compensation Committee believe that this approach to assessing performance results in a more comprehensive evaluation for compensation decisions. In 2014, the Compensation Committee recognized the following factors in making discretionary annual bonus recommendations and determinations:

- a subjective company performance evaluation based on company-wide financial performance including actual EBITDA versus budgeted EBITDA to assess company performance and adjusted as needed for new acquisitions and major capital programs in 2014;
- a subjective individual performance evaluation for executive officers and other factors the CEO may deem relevant; and
- the scope, level of expertise and experience required for the executive officer's position.

These factors were selected as the most appropriate measures upon which to base the annual incentive cash bonus decisions because our Compensation Committee believes that they help to align individual compensation with performance and contribution. With respect to its evaluation of company-wide financial performance, although no pre-determined numerical goals are established, the Compensation Committee generally reviewed our results with respect to adjusted EBITDA as compared to operating budget and cash available for distribution in making annual bonus determinations.
Following its performance assessment, and based on our financial performance with respect to these criteria and the Compensation Committee's qualitative assessment of individual performance, the Compensation Committee determines to award the base salary and incentive bonus amounts, which may be paid in cash or Common Units, set forth in the table below to our named executive officers for performance in 2014.

Name	2014 Base Salary	2014 Target Bonus	2014 Bonus Earned
Stephen W. Bergstrom	$ nm	$ —	$ —
Daniel C. Campbell	285,000	213,750	271,000
Matthew W. Rowland	285,000	213,750	159,200
Kevin J. Sullivan (a)	240,000	—	—
Robert W. Bourne (a)	240,000	—	—
William B. Mathews	245,000	183,750	147,000

(a) Messrs. Sullivan and Bourne base salaries were compensated by Costar Midstream Energy, LLC prior to being employed by our General Partner in October 2014. 2014 Bonuses earned were paid in their entirety by Costar Midstream Energy, LLC. as disclosed below. Due to the timing of their employment by our General Partner, they were not eligible for 2014 bonuses paid in 2015.

Beginning in 2014, the Compensation Committee expected that it would determine base annual incentive compensation award recommendations on additional company-wide criteria as well as industry criteria, recognizing the following factors as part of its determination of annual incentive bonuses (without assigning any particular weighting to any factor):

- financial performance for the prior fiscal year, including adjusted EBITDA and cash available for distribution;
- distribution performance for the prior fiscal year;
- unitholder total return for the prior fiscal year; and
- competitive compensation data of executive officers.

These factors were selected as the most appropriate measures upon which to base the annual cash incentive bonus decisions going forward because the Compensation Committee believes that they will most directly correlate to increases in long-term value for our unitholders.

Equity-Based Awards

Design. The LTIP was adopted in 2009 in connection with our formation and most recently amended and restated in 2012. In adopting the LTIP, the Board recognized that it needed a source of equity to attract new members to and retain members of the management team, as well as to provide an equity incentive to other key employees and non-employee directors. We believe the LTIP promotes a long-term focus on results and aligns executive and unitholder interests. As part of this initial formation, we granted phantom units with associated DERs to provide long-term incentives to our named executive officers. DERs enabled the recipients of phantom unit awards to receive cash distributions on our phantom units to the same extent generally as unitholders receive cash distributions on our Common Units. Units awarded as part of the 2014 LTIP will not be eligible for DERs. Future awards may be eligible for DERs. The CEO may recommend to the Compensation Committee the distribution of DERs associated with subsequent awards but payout of DERs must be approved by the Board.

The LTIP is designed to encourage responsible and profitable growth while taking into account non-routine factors that may be integral to our success. Long-term incentive compensation in the form of equity grants are used to provide incentives for performance that leads to enhanced unitholder value, encourage retention and closely align the executive officers' interests with unitholders' interests. Equity grants provide a vital link between the long-term results achieved for our unitholders and the rewards provided to executive officers and other key employees.

Phantom Units. The only awards made under the LTIP since its adoption have been phantom units. A phantom unit is a notional unit granted under the LTIP that entitles the holder to receive an amount of cash equal to the fair market value of one common unit upon vesting of the phantom unit, unless the Board elects to pay such vested phantom unit with a common unit in lieu of cash. Historically, our Board has always issued Common Units instead of cash. Unless an individual award agreement provides otherwise, the LTIP provides that unvested phantom units are forfeited at the time the holder terminates employment or board membership, as applicable. The terms of the award agreements of our named executive officers provide that a termination due to death or long-term disability results in full acceleration of vesting. In general, phantom units awarded under our LTIP vest as to 25% of the award on each of the first four anniversaries of the date of grant.

Equity-Based Award Policies. The LTIP is administered by the board of directors of our General Partner. The board of directors of our General Partner, at its discretion, may elect to settle such vested phantom units with a number of units equivalent to the fair market value at the date of vesting in lieu of cash. Although our General Partner has the option to settle in cash upon the vesting of phantom units, our General Partner has not historically settled these awards in cash. Although other types of awards are contemplated under the LTIP, the only currently outstanding awards are phantom units without DERs.

Generally, grants issued under the LTIP vest in increments of 25% on each grant anniversary date and do not contain any vesting requirements other than continued employment. Ownership in the awards is subject to forfeiture until the vesting date.

Deferred Compensation. Tax-qualified retirement plans are a common way that companies assist employees in preparing for retirement. We provide our eligible executive officers and other employees with an opportunity to save for their retirement by participating in our 401(k) savings plan. The 401(k) plan allows executive officers and other employees to defer compensation (up to IRS imposed limits) for retirement and permits us to make annual discretionary matching contributions to the plan. For 2014, we matched employee contributions to 401(k) plan accounts up to a maximum employer contribution of 5% of the employee's eligible compensation. Decisions regarding this element of compensation do not impact any other element of compensation.

Other Benefits. Each of the named executive officers is eligible to participate in our employee benefit plans which provide for medical, dental, vision, disability insurance and life insurance benefits, which are provided on the same terms as available generally to all salaried employees. In 2014 and 2013, no perquisites were provided to the named executive officers.

Recoupment Policy. We currently do not have a recoupment policy applicable to annual incentive bonuses or equity awards. The Compensation Committee expects to continue to evaluate the need to adopt such a policy in 2015, in light of current legislative policies as well as economic and market conditions.

Employment and Severance Arrangements. The Board and the Compensation Committee consider the maintenance of a sound management team to be essential to protecting and enhancing our best interests. To that end, we recognize that the uncertainty that may exist among management with respect to their "at-will" employment with our General Partner may result in the departure or distraction of management personnel to our detriment. Accordingly, our General Partner previously entered into employment agreements with each of Messrs. Campbell and Rowland, which contain severance arrangements that we believed were appropriate to encourage the continued attention and dedication of members of our management. These employment agreements are described more fully below under "— Existing Employment Agreements with Named Executive Officers."

Summary Compensation Table for the Three Years ended December 31, 2014

The following table sets forth certain information with respect to the compensation paid to the named executive officers for the three years ended December 31, 2014 .

	Year	Salary	Bonus	Unit Awards (a)	All Other Compensation	Total Compensation
Stephen W. Bergstrom Executive Chairman, President and Chief Executive Officer	2014	$ nm	$ —	$ —	$ —	$ —
	2013	nm	—	—	—	—
	2012					
Daniel C. Campbell Senior Vice President and Chief Financial Officer	2014	285,000	250,000	352,492	—	887,492
	2013	235,000	132,000	213,230	—	580,230
	2012	162,692	—	214,000	—	376,692
Matthew W. Rowland Senior Vice President and Chief Operating Officer	2014	285,000	250,000	352,492	—	887,492
	2013	122,577	—	527,000	—	649,577
	2012					
Kevin J. Sullivan (b) Executive Vice President	2014	240,000	150,000	—	—	390,000
	2013	240,000	120,000	—	—	360,000
	2012	215,000	—	—	—	215,000
Robert W. Bourne (b) Senior Vice President of Business Development	2014	240,000	150,000	—	—	390,000
	2013	240,000	120,000	—		