

STONEPEAK DEA CAYMAN GP LLC

**CAPITAL EXPENDITURE COMMITTEE
CHARTER**

January 2021

CAPEX COMMITTEE CHARTER

I. Purpose of Committee

The purpose of the Capital Expenditure Committee (the “Committee”) of the Board of Managers (the “Board”) of Stonepeak DEA Cayman GP LLC (the “Company”), acting in its capacity as the general partner of DEA TopCo LP (the “Partnership” and, together with its subsidiaries and the Company, the “Partnership Group”) is to discharge the Board’s responsibilities relating to capital expenditure of the Partnership and to oversee the overseeing the financial and capital investment policies, planning and activities of the Company in support of the Company’s long-term strategic goals. Any term used herein but not otherwise defined shall have the same meanings ascribed to them in the Amended and Restated Exempted Limited Partnership Agreement (the “Partnership Agreement”), dated January 3, 2020, by and among the Company, Stonepeak DEA Holdings (Cayman) LLC (the “Stonepeak Limited Partner”), and the other parties listed as limited partners on Schedule I thereto (collectively with the Stonepeak Limited Partners, the “Limited Partners”)

II. Committee Membership

The Committee shall be composed of three members of the Board, each of whom is to be appointed in accordance with the terms of the Partnership Agreement. Each Committee member shall be appointed until such time as the member has resigned or has been otherwise removed by the Board.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically as often as necessary at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Unless otherwise required under the Partnership Agreement, all actions by the Committee shall be undertaken by simple majority.

The Committee shall keep adequate minutes of all of its proceedings and will report its actions to the Board at the next Board meeting. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Company’s Articles of Formation, (c) the Amended and Restated Limited Liability Company Agreement of the Company, (d) the Partnership Agreement, or (e) any applicable law, rule or regulation.

The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Review and approval of all capital expenditure projects involving expenditure in excess of the amounts set forth in the Partnership's approved Annual Operating Plan ("AOP").
2. Review and approval of any capital expenditure in respect of a specific matter or item previously approved by the Committee to the extent the spend in respect thereof is delayed beyond six months from the original contemplated date thereof; provided that, any capital expenditure shall not require re-approval of the Committee to the extent such expenditure when approved initially was expressly provided to apply in future time periods.
3. Review and approval of all (i) Asset Acquisitions with a value greater than, or annual capital expenditures in excess of, \$10,000,000, (ii) Organic Projects, and (iii) exploratory or business development expenses to pursue an opportunity which has not been approved as an Asset Acquisition or Organic Project in any target market in excess of \$2,000,000.
4. Any expenditure, or group of related expenditures, in excess of \$200,000, shall require the signature (or express prior written authorization) of one of the Committee members designated and nominated by the Stonepeak Limited Partner, whether or not previously approved by the Board or Committee.
5. Regularly discuss the Company's investment and capital expenditure policies, objectives and plans with management.
6. Periodically review the Company's performance on major capital investment or expenditure projects versus original projections.
7. Evaluate its performance on an annual basis and develop criteria for such evaluation.
8. Review and reassess the adequacy of this Charter annually. If any revisions to this Charter are deemed necessary or appropriate, submit such recommended changes to the Board for its consideration and approval.
9. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

V. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VI. Committee Reports

The Committee shall produce an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such

manner as the Committee deems appropriate. In the discretion of the Committee, the report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VII. Resources and Authority of the Committee

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain outside consultants to advise the Committee. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, or other advisors. The Committee shall have the ultimate authority and responsibility to engage or terminate any outside consultant and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.