

REFINITIV

DELTA REPORT

10-K

ARIS - ARIS WATER SOLUTIONS, INC

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

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TOTAL DELTAS 3611

█ CHANGES 366

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, **2022** **2023**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-40955



Aris Water Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware

87-1022110

(State or other jurisdiction of incorporation or organization)

(I.R.S. employer identification number)

9811 9651 Katy Freeway, Suite **700** 400

Houston, Texas

77024

(Address of principal executive offices)

(Zip Code)

281 (832501-3070) 304-7003

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Class A Common Stock, \$0.01 par value per share

ARIS

New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for

such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input checked="" type="checkbox"/>

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Aggregate market value of Common Stock held by nonaffiliates as of **June 30, 2022** **June 30, 2023: \$416.1 million** **\$329.8 million**

As of **March 3, 2023** **February 26, 2024**, the registrant had **30,072,875** **30,251,613** shares of Class A common stock, \$0.01 par value per share, and **27,554,566** **27,543,565** shares of Class B common stock, \$0.01 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for the **2023 2024** Annual Meeting of Shareholders, which will be filed with the Securities and Exchange Commission within 120 days after **December 31, 2022** **December 31, 2023**, are incorporated by reference into Part III of this Annual Report.

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The terms and abbreviations defined in this section are used throughout this Annual Report.

AMI. Area of mutual interest

ASC. Accounting Standards Codification

BGEPA. The Bald and Golden Eagle Protection Act.

BLM. Bureau of Land Management.

bwpd. Barrels of water per day.

CAA. The United States Clean Air Act.

CERCLA. The federal Comprehensive Environmental Response, Compensation and Liability Act, also known as the "Superfund law."

Code. The Internal Revenue Code of 1986, as amended.

Consumer Price Index. The Consumer Price Index.

COVID-19. The infectious novel coronavirus disease caused by the "severe acute respiratory syndrome coronavirus 2" (SARS-CoV-2) virus, including variants such as Delta, Omicron and others.

CPI. The Consumer Price Index.

CWA. The Federal Water Pollution Control Act, also known as the Clean Water Act.

Delaware Basin. A geologic depositional and structural basin in West Texas and Southeastern New Mexico which is a part of the Permian Basin, (see below).

DGCL. Delaware General Corporation Law.

E&P. Exploration and production.

EPA. The United States Environmental Protection Agency.

ESA. The Endangered Species Act.

ESG. Environmental, social and governance.

GAAP. Generally accepted accounting principles used in the United States.

GHG. Greenhouse Gas.

IPO. The initial public offering of equity of Aris Water Solutions, Inc. which was completed on October 26, 2021.

IRS. The Internal Revenue Service.

kbwpd. One thousand barrels of water per day.

KPI. Key performance indicator.

Legacy Owners. Owners of Solaris LLC units at the time of the IPO.

LIBOR. London Inter-bank Offered Rate.

Midland Basin. A geologic depositional and structural basin in West Texas which is a part of the Permian Basin (see below).

MBTA. The federal Migratory Bird Treaty Act.

mmbw. One million barrels of water.

MVC. Minimum volume commitment.

NAAQS. The National Ambient Air Quality Standard.

NGL. Natural gas liquids.

NMOCD. The New Mexico Oil Conservation Division.

NORM. Naturally occurring radioactive materials.

NWP. Nationwide permit.

NYSE. New York Stock Exchange.

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OPEC. The Organization of the Petroleum Exporting Countries.

OPEC+. OPEC plus the countries of Azerbaijan, Bahrain, Brunei, Kazakhstan, Malaysia, Mexico, Oman, Russia, South Sudan and Sudan.

OSHA. The United States Occupational Safety and Health Administration.

PSU. Performance-based restricted stock unit.

Permian Basin. A large sedimentary basin located in West Texas and Southeastern New Mexico.

RCRA. The federal Resource Conservation and Recovery Act.

Sarbanes-Oxley Act. The Sarbanes-Oxley Act of 2002.

SDWA. The federal Safe Drinking Water Act.

SEC. The United States Securities and Exchange Commission.

SOFR. Secured Overnight Financing Rate.

SRA. Seismic Response Area.

TRA. Tax Receivable Agreement.

TRC. The Texas Railroad Commission.

TSCA. The Toxic Substances Control Act.

UIC. Underground Injection Control.

USFWS. The U.S. Fish and Wildlife Service

WTI. West Texas Intermediate, a crude oil pricing index reference.

Introductory Note Regarding Definitions

The registrant, Aris Water Solutions, Inc. ("Aris Inc."), was incorporated on May 26, 2021 as a Delaware corporation. Aris Inc. was formed to serve as the issuer in an initial public offering ("IPO") IPO of equity, which was completed on October 26, 2021. Concurrent with the completion of the IPO, Aris Inc. became the new parent holding company of Solaris Midstream Holdings, LLC ("Solaris LLC"), a Delaware limited liability company. Except as otherwise indicated

or required by the context, all references to "Aris Inc.," "Solaris LLC," the "Company," "we," "our," and "us" or similar terms refer to (i) Solaris LLC and its consolidated subsidiaries before the completion of the Corporate Reorganization, defined below, in connection with the IPO and (ii) Aris Inc. and its consolidated subsidiaries as of the completion of the Corporate Reorganization and thereafter.

Cautionary Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K (the "Annual Report") includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact contained in this Annual Report, including, without limitation, statements regarding our future results of operations or financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "anticipate," "guidance," "preliminary," "project," "estimate," "outlook," "expect," "continue," "will," "intend," "plan," "targets," "believe," "forecast," "future," "potential," "should," "may," "possible," "could" and variations of such words or similar expressions.

You should not rely on forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. The outcome of the events described in these forward-looking statements is subject to

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risks, uncertainties and other factors described in the section titled "Risk Factors" and elsewhere in this Annual Report, including, but not limited to, the following:

- the impact of the current Russia-Ukraine conflict and Israel-Hamas conflicts on the global economy, including its impacts on financial markets and the energy industry;
- the impacts of cost inflation on our operating margins;
- the impact of current and future laws, rulings and federal and state governmental regulations, including those related to hydraulic fracturing, accessing water, handling of produced water, carbon pricing, taxation of emissions, seismic activity, drilling and right-of-way access on federal lands and various other matters;
- the level of capital spending and development by oil and gas companies, including potential reductions in capital expenditures by oil and gas producers in response to commodity price volatility and/or reduced demand;
- our reliance on a limited number of customers and a particular region for substantially all of our revenues;
- our ability to successfully implement our business plan;
- regional impacts to our business, including our infrastructure assets within the Delaware Basin and Midland Basin formations of the Permian Basin;

- our access to capital to fund expansions, acquisitions and our working capital needs and our ability to obtain debt or equity financing on satisfactory terms;
- the impact of competition on our operations, including our ability to renew or replace expiring contracts on acceptable terms;
- the degree to which our E&P customers may elect to operate their water-management services in-house rather than outsource these services to companies like us;
- changes in general economic conditions and commodity prices;
- our customers' ability to complete and produce new wells;
- our ability to comply with covenants contained in our debt instruments;
- changes in general economic conditions and commodity prices;
- our customers' ability to complete and produce new wells;
- risks related to acquisitions and organic growth projects, including our ability to realize their expected benefits;
- capacity constraints on regional oil, natural gas and water gathering, processing and pipeline systems that result in a slowdown or delay in drilling and completion activity, and thus a slowdown or delay in the demand for our services;
- the degree to which consolidation among our customers may affect spending on U.S. drilling and completions in the near-term;
- the continued development of the novel coronavirus ("COVID-19") pandemic, which caused reduced demand for oil and natural gas, economic slowdowns, governmental actions, stay-at-home orders, and interruptions to our operations or our exploration and production ("E&P") customers' operations;
- the potential deterioration of our customers' financial condition, including defaults resulting from actual or potential insolvencies;

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- our ability to retain key management and employees and to hire and retain skilled labor;
- our health, safety and environmental performance;
- the impact of competition, current and future laws, rulings and federal and state governmental regulations, including those related to hydraulic fracturing, accessing water, handling of produced water, carbon

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pricing, taxation of emissions, seismic activity, drilling and right-of-way access on our operations; federal and state lands and various other matters;

- the degree to which our E&P customers may elect to operate their water-management services in-house rather than outsource these services to companies like us;
- delays or restrictions in obtaining, utilizing or maintaining permits and/or rights-of-way by us or our customers;
- constraints in supply or availability of equipment used in our business;
- advances in technologies or practices that reduce the amount of water used or produced in the oil and gas production process, thereby reducing demand for our services;
- changes in global political or economic conditions, both generally, and in the specific markets we serve;
- physical, electronic and cybersecurity breaches;
- accidents, weather, seasonality or other events affecting our business;
- changes in tax laws, regulations or policies;
- the effects of litigation;
- the continued development of the COVID-19 pandemic; and
- plans, objectives, expectations and intentions contained in this report that are not historical.

Many of the factors that will determine our future results are beyond the ability of management to control or predict. Should one or more of the risks or uncertainties described in this Annual Report occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. All forward-looking statements, expressed or implied, included in this Annual Report are expressly qualified in their entirety by this cautionary statement.

The forward-looking statements made in this Annual Report relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report to reflect events or circumstances after the date of this Annual Report or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments.

For the definitions of certain terms and abbreviations used in this Annual Report, see Glossary of Terms.

Summary of Our Risk Factors

An investment in our Class A common stock involves substantial risks and uncertainties that may materially adversely affect our business, financial condition and results of operations and cash flows. Some of the more significant challenges and risks relating to an investment in our Company are summarized below. The following is only a summary of the principal risks that may materially adversely affect our business, financial condition, results of operations and cash flows. The following should be read in conjunction with the more complete discussion of the risk factors we face, which are set forth in Part I, Item 1A – Risk Factors in this Annual Report.

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complete discussion of the risk factors we face, which are set forth in Part I, Item 1A – Risk Factors in this Annual Report.

Risks Related to Our Business

- Our business depends on capital spending by the oil and gas industry in the Permian Basin, which could be negatively impacted by industry and market conditions over which we have no control.
- If oil prices or natural gas prices remain volatile or were to decline, the demand for our services could be adversely affected, affected, and have an impact on our contract pricing and skim oil sales.
- We may be unable to implement price increases or maintain profit margins on our services.
- Cost and wage inflation may have a negative impact on our operating margin.
- Supply chain disruptions could affect our ability to execute our growth strategies.
- We operate in a highly competitive industry, which could negatively affect our ability to expand our operations, including limiting our access to rights-of-way.
- Growing or adapting our business by constructing new transportation systems and facilities subjects us to construction risks.
- We may face opposition to the operation of our water pipelines and facilities from various groups.
- Efforts among those in the investment community that are opposed to the oil and natural gas industry may adversely affect our business.
- We may be unable to attract and retain key members of management, qualified members of our Board of Directors ("the Board" (the "Board")) and other key personnel.
- Inherent risks associated with our operations may not be fully covered under our insurance policies.
- The loss of one or more of our customers could adversely affect our business.
- Because a significant portion of our revenues is derived from ConocoPhillips, any development that materially and adversely affects ConocoPhillips' operations, financial condition or market reputation could have a material adverse impact on us.
- Our lack of diversification increases the risk of an investment in us and we are vulnerable to risks associated with operating primarily in one geographic area.
- We may not be able to keep pace with technological developments in our industry.
- We may be required to take write-downs of the carrying values of certain assets and goodwill.
- Restrictive covenants under our debt instruments may limit our financial flexibility.

Legal and Regulatory Risks

- Restrictions on the ability to procure water could decrease the demand for our services.

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- We may face increased obligations relating to the closing of our water handling facilities.
- Fuel conservation measures could reduce demand for our services.
- Legislation or regulatory initiatives intended to address seismic activity could restrict our ability to handle produced water.

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- We may face increased obligations relating to the closing of our water handling facilities.
- Fuel conservation measures could reduce demand for our services.
- We may be subject to claims for personal injury and property damage.
- Climate change legislation, laws, and regulations, including ESG-related disclosure requirements, could have a material adverse effect on our financial condition, results of operations and cash flows, as well as our reputation.
- A portion of our customers' oil and gas leases are granted by the federal government, which may suspend or terminate such leases.
- Laws and regulations related to hydraulic fracturing could result in increased costs and additional operating restrictions that may reduce demand for our services.
- Delays or restrictions in obtaining or renewing permits by us for our operations or by our customers for their operations could impair our business.

Risks Related to Our Class A Common Stock

- Our sole material asset is our equity interest in Solaris LLC and we are accordingly dependent upon distributions from Solaris LLC to pay taxes and other expenses.
- For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements that apply to other public companies.
- Certain of our directors have significant duties with, and spend significant time serving, entities that may compete with us in seeking acquisitions and business opportunities and, accordingly, may have conflicts of interest in allocating time or pursuing business opportunities.

- Our governing organizational documents, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals.
- We cannot assure that we will continue to pay any dividends on our Class A common stock, and our indebtedness could limit our ability to pay dividends on our Class A common stock.
- Payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement.
- We may issue preferred stock whose terms could adversely affect the voting power or value of our Class A common stock.
- The market price per share of our Class A common stock is more volatile as there is a less active trading market for the shares.

You should carefully read and consider the information set forth under "Item 1A. Risk Factors."

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Part I

Items 1. and 2. Business and Properties

Our Company

We are a leading, growth-oriented environmental infrastructure and solutions company that directly helps our customers reduce their water and carbon footprints. We deliver full-cycle water handling and recycling solutions that increase the sustainability of energy company operations. Our integrated pipelines and related

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infrastructure create long-term value by delivering high-capacity, comprehensive produced water management, recycling and supply solutions to operators in the core areas of the Permian Basin.

We provide critical environmental solutions to many of the most active and well-capitalized companies operating in the Permian Basin, including the following companies and/or their affiliates: ConocoPhillips, Chevron Corporation and Mewbourne Oil Company, Inc. and Chevron Corporation. Operators are increasingly focused on minimizing their environmental impact as a measure of success with an emphasis on rapidly increasing the use of recycled produced water in their operations. Our expansive infrastructure, advanced logistics and water treatment methods allow us to

reliably gather our customers' produced water and recycle it for use in their operations. We believe our solutions make a significant contribution to the ability of our customers to achieve their sustainability-related objectives. Since inception, we have been committed to responsibly developing, operating and deploying technology to safely reduce our customers' environmental footprint.

Our Commitment to Environmental, Social and Governance Leadership

Our business strategy and operations align with the increasing focus of local communities, regulators and stakeholders on ensuring the safety of oil and gas operations and minimizing environmental and local community impacts. We have a leading track record in social and environmental stewardship in the areas in which we operate by setting and meeting ambitious sustainability targets. This leadership highlights the strong technical, operational and financial capabilities of our management team that has decades of experience operating and leading companies in the environmental, infrastructure, water treatment and energy industries. As further demonstration of our environmental leadership, we adopted a Sustainability-Linked Bond Framework in March 2021, which publishes our goals with respect to our water recycling operations. In accordance with this framework, we issued the first sustainability-linked notes ("Senior Sustainability-Linked Notes" or "Notes") in the produced water infrastructure industry. See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements – Senior Sustainability-Linked Notes.

Our business provides reliable and sustainable water solutions which address the operational and environmental demands of the energy industry and actively reduce emissions. Through our significant investment in permanent pipeline infrastructure to safely gather and transport produced water, we minimize the need for produced water trucking, a major contributor of greenhouse gas ("GHG") GHG emission, traffic congestion and road safety concerns in the communities in which we operate. Additionally, we are leaders in the evaluation, piloting and advancement of water treatment technologies, including the development of solutions for the use of treated produced water outside of the oil and gas industry. For example, we are piloting and developing proprietary processes for treating produced water for environmental, agricultural and industrial water demand, including evaluating the use of treated produced water as process water for recharging aquifer systems, carbon sequestration and direct air capture.

Our strong company culture includes commitments to our employees and our shareholders, which we believe will benefit all of our constituents. We have created a work environment that fosters a diverse and inclusive company culture with over 50% minority and/or female representation in our workforce as of December 31, 2022 December 31, 2023. Additionally, we prioritize safety in our operations through rigorous training, structured protocols and ongoing automation of our operations.

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We believe alignment of our management and our Board with our shareholders, including the establishment of a diverse and independent Board, is conducive to creating long-term value. Additionally, through our management's substantial ownership and our compensation and incentive programs, our management team remains highly motivated to continue creating shareholder value.

Our Full-Cycle Water Handling and Recycling Solutions

Produced Water

Produced water naturally exists in underground formations and is brought to the surface during crude oil and natural gas production. Produced water is produced throughout the entire life of the well and is of particular importance to operators in the Permian Basin given the high produced water-to-oil ratio prevalent across the basin. Many of our customers have stated goals of managing produced water volumes in an environmentally-responsible and cost-effective manner, highlighting the importance of our water management expertise and

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integrated and extensive asset base. We believe they will increasingly outsource water management to integrated produced water infrastructure and recycling companies like us to manage their water-related needs in a cost and capital effective manner, creating new business development and acquisition opportunities for us.

Water Recycling

Recycling produced water displaces the use of scarce groundwater which would otherwise be used for oil and gas operations. Treatment of produced water is required prior to reuse, which involves the removal of residual hydrocarbons, reduction of free iron and other solids along with the removal of bacteria to customer specifications. We have made a significant investment in our vast network of produced water gathering pipelines and recycling facilities, which has positioned us as a leading independent third-party provider of recycled produced water gathered on a proprietary network in the Permian Basin. The scale of our system allows us to gather significant produced water volumes across a wide geographic area from multiple customers. The increasing volumes of produced water aggregated on our systems provide differentiated support for our recycling operations and ensures that sufficient volumes of recycled water are available to our customers when and where needed. Our expansive asset base allows us to deliver cost-effective, high-capacity and reliable produced water recycling solutions to operators, encouraging and enabling their rapid adoption of the use of recycled produced water while minimizing the use of groundwater in energy production.

Between July 2019 (the month which we began recycling at scale) and December 31, 2022 December 31, 2023, we recycled approximately 177 million 295 million barrels, or approximately 7.4 billion 12.4 billion gallons, of produced water. Our innovative technologies and recycling capabilities provide We are committed to providing our customers with a more secure and sustainable alternative to fresh and other sources of groundwater. groundwater through our innovative technologies and recycling capabilities. By reducing our customers' dependence on groundwater, we can contribute to their sustainability efforts and the sustainability of the broader energy industry while also providing benefits to our stakeholders and the communities in which we operate.

Full-Cycle Water Management

The volume of water required for hydraulic fracturing and the volume of produced water generated from oil and gas production have significantly increased in the Permian Basin. Additionally, energy producers are increasingly focused

on maximizing sustainability and minimizing the environmental impact in the areas in which they operate. These trends represent significant challenges for energy producers. We believe energy producers will increasingly depend on our expansive integrated produced water gathering and recycling assets that are designed specifically to meet these challenges. By developing these partnerships and outsourcing full-cycle produced water management, energy producers can preserve capital for their core operations and ultimately lower water management costs. We provide access to a substantial and growing source of produced water that can be recycled to support energy production, enabling energy producers to lower their water management costs and do so in an environmentally-responsible way.

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The figure below demonstrates the movement of produced water through our pipelines for handling or recycling and the multiple points at which we can collect fees on the same barrel of water:



Graphic

Our Operations and Assets

Our Operations

We manage our business through a single operating segment comprising two primary revenue streams, Produced Water Handling and Water Solutions.

Our Produced Water Handling business gathers, transports and, unless recycled, handles produced water generated from oil and natural gas production. Our Produced Water Handling business is supported by long-term contracts with acreage dedications or **minimum volume commitments ("MVCs")**, **MVCs**, primarily with large, **investment-grade well-capitalized** operators.

Our Water Solutions business develops and operates recycling facilities to treat, store and recycle produced water. By aggregating significant volumes of produced water from multiple customers on our connected pipeline networks, we can efficiently recycle large volumes of produced water and deliver this recycled water back to our customers in the time frames, volumes and specifications required by their operations. As needed, we also supplement our recycled produced water with non-potable groundwater to meet the **demands of our customers' operations**.

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demands of our customers' operations. We also transferred groundwater on behalf of third-party purchasers and sellers, which related assets were sold in the first quarter of 2022.

Our business is driven by gathering produced water volumes for our Produced Water Handling business and delivering recycled water volumes to customers for our Water Solutions business. In our Produced Water Handling business, we grew our handling volumes from approximately **707,000 barrels per day for the year ended December 31, 2021 to approximately 873,000 barrels per day for the year ended December 31, 2022 to approximately 1,042,000 barrels per day for the year ended December 31, 2023**, an increase of **23% 19%**. Within our Water Solutions business, we grew our recycled volumes sold from approximately **123,000 barrels per day on average for the year ended December 31, 2021 to approximately 300,000 barrels per day on average for the year ended December 31, 2022 to approximately 324,000 barrels per day on average for the year ended December 31, 2023**, an increase of **144%**.

Recent Operating Developments

TPL Alliance

In March 2022, 8%, and we announced an expansion of increased our alliance with Texas Pacific Land Corporation ("TPL"). As part of the expanded relationship, we have access across TPL's Northern Delaware Basin surface acreage to provide a full suite of produced water services, including incremental water recycling for two leading large-cap customers operating groundwater volumes sold from approximately 105,000 barrels per day on TPL royalty and surface acreage. In addition, we received key additional shallow interval water handling locations with the ability to permit more as needed.

Chevron Alliance

In May 2022, we announced a new long-term full-cycle water management agreement with Chevron U.S.A. Inc. ("Chevron U.S.A.") in the Permian Basin. Under the arrangement, we will provide produced water handling and recycling services in a portion of Chevron U.S.A.'s core position in the Delaware Basin, including acreage in Eddy and Lea Counties, New Mexico and Culberson and Reeves Counties, Texas.

Delaware Energy Asset Acquisition

In August 2022, we acquired from Delaware Energy, LLC certain produced water handling facilities and associated gathering lines in Lea County and Eddy County, New Mexico. In connection with the closing of the acquisition and as consideration average for the assets, we issued year ended December 31, 2022 to approximately 126,000 barrels per day on average for the seller 3,365,907 shares year ended December 31, 2023, an increase of our Class A common stock and included a small, volumetric-based contingent consideration. Contemporaneously with the issuance of such shares of Class A common stock, Solaris LLC issued 3,365,907 Solaris LLC units to Aris Inc. See *Part II. Item 8. Financial Statements and Supplementary Data – Note 4. Acquisitions* 20%.

Water Standard Asset Acquisition

In October 2022, we acquired certain intellectual property rights and related proprietary treatment technologies and assets from Water Standard Management (US), Inc. ("Water Standard") that will support and accelerate the advanced treatment and beneficial reuse of produced water in the Permian Basin. Additionally, we agreed with Water Standard to collaborate in the future on certain advanced water treatment projects that draw on each party's demonstrated expertise and capabilities. See *Part II. Item 8. Financial Statements and Supplementary Data – Note 4. Acquisitions* and "*Innovation in Recycling and Sustainable Water Management – Water Standard Asset Acquisition*," below.

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Operating Metrics

Total volumes and per barrel operating metrics were as follows for the periods indicated:

<i>(in thousands, except per barrel data)</i>	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Produced Water Handling Volumes (kbwpd)	873	707	570	1,042	873	707
Water Solutions Volumes (kbwpd) (1)	411	240	116	450	411	240
Total Water Volumes (kbwpd)	1,284	947	686	1,492	1,284	947
<i>Per Barrel Operating Metrics (2)</i>						
Produced Water Handling Revenue/Barrel	\$ 0.77	\$ 0.72	\$ 0.68	\$ 0.78	\$ 0.77	\$ 0.72
Water Solutions Revenue/Barrel	\$ 0.51	\$ 0.50	\$ 0.70	\$ 0.56	\$ 0.51	\$ 0.50

Revenue/Barrel of Total Volumes	\$ 0.68	\$ 0.66	\$ 0.68	\$ 0.72	\$ 0.68	\$ 0.66
Direct Operating Costs/Barrel (3)	\$ 0.30	\$ 0.26	\$ 0.38	\$ 0.33	\$ 0.30	\$ 0.26
Gross Margin/Barrel	\$ 0.24	\$ 0.22	\$ 0.13	\$ 0.25	\$ 0.24	\$ 0.22
Adjusted Operating Margin/Barrel (4)	\$ 0.39	\$ 0.41	\$ 0.36	\$ 0.39	\$ 0.39	\$ 0.41

- (1) Includes recycled volumes sold of approximately 324,000, 300,000 and 123,000 barrels per day for the years ended December 31, 2023, 2022 and 2021, respectively. Also includes groundwater transfer volumes of approximately 6,000 and 44,000 barrels per day for the years ended December 31, 2022, and 2021, and 2020, respectively. Also includes groundwater transfer volumes of approximately 6,000, 44,000, and 11,000 barrels per day for year ended December 31, 2022, 2021, and 2020, respectively, which related assets were sold in the first quarter of 2022.
- (2) Per barrel operating metrics are calculated independently. Therefore, the sum of individual amounts may not equal the total presented.
- (3) Direct operating costs include landowner royalties, power expenses for handling and treatment facilities, direct labor, chemicals for water treatment, water filtration expenses, workover expense, repair and maintenance of facilities, equipment rentals and environmental remediation.
- (4) Adjusted Operating Margin/Barrel is a Non-GAAP measure. See See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures.

Asset Overview

Our recognized operational capability is supported by our automated and high-capacity integrated pipeline network. Our pipeline and water handling assets are comprised primarily of pipelines, pumps and handling and recycling facilities located entirely in the Delaware and Midland sub-basins of the broader Permian Basin. These interconnected assets support both our Produced Water Handling and Water Solutions businesses. We currently have approximately 695 745 miles of produced water pipeline, and 65 which includes approximately 550 miles of larger diameter (12- to 24-inch) pipelines. We have 66 produced water handling facilities and we operate 23 high-capacity produced water recycling facilities. Our systems provide an alternative to operators managing their own produced water infrastructure. Increasingly, customers are requesting longer-term agreements that will continue to enable us to expand our asset base. Our assets and operations are located entirely in the Delaware and Midland sub-basins of the broader Permian Basin.

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The following map describes our active assets as of December 31, 2022 December 31, 2023:



Our Assets

Our Assets

Our pipeline and water handling assets are comprised primarily of pipelines, pumps and handling and recycling facilities in the core of the Delaware and Midland Basins. These interconnected assets support both our Produced Water Handling and Water Solutions businesses. Our pipeline network consists of approximately 695 installed miles of gathering pipelines, which includes approximately 492 miles of larger diameter (12- to 24-inch) pipelines.

Produced Water Handling Facilities

Our handling facilities, which are designed to process, store and/or dispose of produced water that is not recycled, are essential to our ability to deliver reliable and cost-effective water gathering services to existing and prospective customers across a large geographic footprint. As of December 31, 2022 December 31, 2023, we have 65 66 produced water handling facilities which had 1.7 million approximately 1.8 million barrels per day of capacity.

	Number of Water Handling		
	Pipelines (Miles)	Handling Facilities	Capacity (kbwpd)
December 31, 2022			
Installed (1)	695	65	1,705
December 31, 2023			
Installed			
	Number of Water Handling		
	Pipelines (Miles)	Handling Facilities	Capacity (kbwpd)
	745	66	1,750

(1) Includes two facilities currently scheduled to be plugged and abandoned in 2023.

We have secured significant permits and rights-of-way for additional pipelines and water handling facilities. As of December 31, 2022 December 31, 2023, we had over 200 approximately 220 miles of additional permitted pipeline rights-of-way and approved permits for an additional 4235 produced water handling facilities with over approximately 1.2 million barrels per day of permitted handling capacity. This significant backlog of permitted handling capacity provides us with valuable optionality and a competitive advantage as it allows us to react quickly to meet existing and new customer demand without potential permitting delays.

	Number of Water Handling		
	Pipelines (miles)	Handling Facilities	Capacity (kbwpd)
December 31, 2022			
Permitted, Not Installed	205	42	1,234

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	Pipelines	Number of Water	Water Handling
	(miles)	Handling Facilities	Capacity (kbwpd)
December 31, 2023			
Permitted, Not Installed	220	35	1,180

Recycling Facilities

Our recycling facilities include water filtration, treatment, storage and redelivery assets. We construct our recycling facilities at strategic locations on our pipeline network where there is both significant customer demand for recycled produced water and high volumes of produced water available. We currently have As of December 31, 2023, we had 23 facilities operational in the Delaware Basin with over 1.2 million approximately 1.5 million barrels per day of treatment capacity and access to over 17.7 million approximately 19.5 million barrels of owned or leased storage capacity.

	Number of Water Facilities	Water Recycling Capacity (kbwpd)
December 31, 2022		
December 31, 2023		
Active Facilities	23	1250
	23	1,500

We also have the option to rapidly expand our recycling footprint as needed by developing an additional 17 21 locations that are either permitted or in the process of being permitted. We operate and construct both fixed treatment facilities and modular treatment systems that we can quickly assemble to capitalize on market opportunities.

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	Number of Water Facilities	Water Recycling Capacity (kbwpd)
December 31, 2022		
December 31, 2023		
Facilities Permitted or in Process of Permitting	17	1,250
	21	1,300

Our Customers and Contracts

Customers

We have long-term contracts with some of the most active and well-capitalized oil and gas operators in the Permian Basin which that are increasingly focused on sustainability and minimizing the environmental impact of their operations. Since inception, we have consistently won new contracts and deepened relationships with existing customers, many of which have executed multiple contracts with us. As of December 31, 2022 December 31, 2023, we have over 150 approximately 95 contracts for our Produced Water Handling and Water Solutions businesses with more than 40 approximately 35 different customers across approximately 654,000 625,000 dedicated acres.

As of December 31, 2022 December 31, 2023, the weighted average remaining life of our produced water handling acreage dedication contracts was approximately 8.3 7.8 years. Our largest customers for the year ended December

31, 2022 December 31, 2023 were affiliates of ConocoPhillips, Chevron Corporation and Mewbourne Oil Company, Inc. and Chevron Corporation. These customers represented approximately 57% 62% of our revenue for the year ended December 31, 2022 December 31, 2023. See See Part II, Item 8. Financial Statements and Supplementary Data – Note 3. Additional Financial Statement Information.

Contracts — Produced Water Handling

As produced water volumes from oil and natural gas production in the Permian Basin have significantly grown in recent years, long-term contract structures like those used in the hydrocarbon midstream sector have been adopted for water services. In our Produced Water Handling business, we primarily enter into two types of contracts with our customers: acreage dedications and MVCs. These contractual arrangements are generally long-term. All produced water transported on our gathering pipeline infrastructure for handling or recycling is subject to fee-based contracts, which are generally subject to limited annual Consumer Price Index ("CPI") based CPI-based adjustments.

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Acreage Dedications. Acreage dedications are term contracts pursuant to which a customer dedicates all water produced from current and future wells that they own or operate in a dedicated area to our system. In turn, we commit to gather and handle such produced water. During 2022, 2023, we added approximately 14,000 7,400 net dedicated acres and divested assets with approximately 34,500 net acres. As of December 31, 2022 December 31, 2023, our acreage dedications covered a total of approximately 654,000 625,000 acres and had a weighted average remaining life of approximately 8.3 7.8 years.

MVCs. Under our MVC contracts, our customers guarantee to (i) deliver a certain minimum daily volume of produced water to our pipeline network at an agreed upon fee, or (ii) pay a deficiency fee if the minimum daily volume is not met for a specified period. As of December 31, 2022 December 31, 2023, our contracted aggregate MVCs totaled approximately 155,000 130,000 bwpd of produced water, and the weighted average remaining life of our MVCs was three 2.7 years.

Spot Arrangements. We also enter into spot arrangements whereby we can elect to gather and handle our customers' produced water to the extent we have capacity on our systems when they request offtake capacity. We refer to these volumes as spot volumes. When producers have a need for produced water handling services at locations which are not otherwise contracted to us, we will enter into spot arrangements in order to utilize available capacity and increase volume throughput on our systems.

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The following table provides an overview of our active contracts:

Percentage of Produced Water Handling Revenue	Year Ended December 31,	
	2022	2021
Acreage Dedication	67%	70%
Minimum Volume Commitments ("MVC's")	9%	16%
Spot Volumes	13%	9%
Skim Oil Sales	11%	5%
Total	100%	100%

Percentage of Produced Water Handling Revenue	Year Ended December 31,		
	2023	2022	2021
Acreage Dedication	72%	67%	70%
Minimum Volume Commitments	12%	9%	16%
Spot Volumes	6%	13%	9%
Skim Oil Sales	10%	11%	5%
Total	100%	100%	100%

Acreage dedications and minimum volume commitments were as follows:

	December 31, 2022	2023
Acreage Dedication		
Acreage Under Contract (thousands of acres)	654	625
Weighted Average Remaining Life (years)	8.3	7.8
Minimum Volume Commitments		
Volumetric Commitment (kbwpd)	155	130
Weighted Average Remaining Life (years)	3.0	2.7

Certain contracts included in the table above include both an acreage dedication and a minimum volume commitment. These contracts represent approximately 56,000 acres of the total acreage under contract and 85 kbwpd of the total volumetric commitment.

Delivery Commitment

During the first quarter of 2023, we entered into an agreement with an unaffiliated water disposal company to dispose a minimum volume of produced water over a term of seven years, for a total financial commitment of approximately \$28.0 million, undiscounted. We began delivering produced water under this agreement in June 2023. As of December 31, 2023, the remaining minimum commitment was \$25.8 million, undiscounted. See *Part II, Item 1. Financial Statements – Note 13. Commitments and Contingencies* for more information.

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Contracts – Water Solutions

Our Water Solutions contracts are primarily structured as spot contracts or acreage dedications where we agree to supply water, including recycled water, to our customers for their operations.

We believe our integrated business model, history of operational execution, asset footprint and commitment to produced water recycling are important to current and prospective customers and support our leading position in water recycling in the Permian Basin. **We are increasingly entering into longer-term contracts with new and existing customers to provide them with recycled water and groundwater.**

Innovation in Recycling and Sustainable Water Management

Our goal is to maximize the amount of produced water we recycle as a percentage of the produced water we gather. We are partnering with leading oil and gas operators, scientists and universities in the field of water treatment to identify, adapt and pilot innovative technologies for beneficial reuse of produced water. We are actively working with the U.S. Department of Energy and the New Mexico Produced Water Research Consortium to advance certain initiatives related to produced water management, treatment technologies and beneficial reuse. We have identified potential opportunities to treat and discharge produced water for beneficial use including supplementing irrigation water demand, recharging aquifer systems, providing irrigation for range grasses for carbon sequestration and process water for direct air capture carbon sequestration.

WeResearch Grant by the Department of Energy

In December 2023, we were selected by the Department of Energy ("DOE") to receive a research grant related to the treatment and desalination of produced water as an irrigation source for non-consumptive agriculture. The terms and conditions of the grant are also striving currently being negotiated and if awarded, would allow us to reduce further expand our ongoing greenhouse study with Texas A&M AgriLife Extension Service, which uses treated and desalinated produced water to grow cotton and grasses. A wide range of partners from academia, agriculture and the amount of groundwater used in oil and gas operations by increasing the amount of recycled industry are expected to contribute to this ongoing study, which we will continue to lead. The study is designed to demonstrate and optimize field-scale produced water as a percentage treatment and desalination which is customized for agricultural irrigation applications.

In addition, the study is expected to be expanded to evaluate the extraction of total water volumes supplied to customers. For valuable minerals and constituents contained in the year ended December 31, 2022, 74% of all water we sold was sourced from recycled produced water, exceeding such as ammonia, with the target objective of investigating direct-use products for the agriculture industry. Importantly, the study is expected to support further evaluation of carbon sequestration benefits that are related to specific agricultural applications using treated produced water.

Beneficial Reuse Strategic Agreement

In November 2022, we announced that we had entered into a strategic agreement (the "Beneficial Reuse Strategic Agreement") with Chevron U.S.A. Inc. ("Chevron U.S.A.") and ConocoPhillips to develop and pilot technologies and

processes to treat produced water for potential beneficial reuse opportunities. In January 2023, ExxonMobil Corporation ("ExxonMobil") joined the Beneficial Reuse Strategic Agreement to develop and pilot technologies and processes to treat produced water for potential beneficial reuse opportunities. Aris Inc., Chevron U.S.A., ConocoPhillips and ExxonMobil's goal of 60% set under the KPI Beneficial Reuse Strategic Agreement is to develop cost effective and scalable methods of our Sustainability-Linked Bond Framework, treating produced water to create a potential water source for industrial, commercial and non-consumptive agricultural purposes.

We are leading the engineering, construction and execution of the testing protocols and pilot projects, while leveraging the combined technical expertise of Chevron U.S.A., ConocoPhillips and ExxonMobil. We expect the treated water may be reused in a variety of research projects, including non-consumptive agriculture, low emission hydrogen production and the direct air capture of atmospheric carbon dioxide. Aris Inc., Chevron U.S.A., ConocoPhillips and ExxonMobil are working with appropriate regulators, with a goal to complete testing and performance evaluation of pilot technologies by the end of the third quarter of 2024.

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Water Standard Asset Acquisition

In October 2022, we acquired certain intellectual property rights and related proprietary treatment technologies and assets from Water Standard Management (US), Inc. ("Water Standard") that will support and are currently being applied onsite in pilot operations to accelerate the advanced treatment and beneficial reuse of produced water in the Permian Basin. Additionally, we agreed with Water Standard to collaborate in the future on certain advanced water treatment projects that draw on each party's demonstrated expertise. See Part II, Item 8. Financial Statements and capabilities.

Strategic Agreement with Chevron U.S.A., ConocoPhillips and ExxonMobil Supplementary Data – Note 4. Acquisitions

In November 2022, we announced that we had entered into a strategic agreement with Chevron U.S.A. Inc. and ConocoPhillips to develop and pilot technologies and processes to treat produced water for potential beneficial reuse opportunities. In January 2023, Exxon Mobil Corporation ("ExxonMobil") joined the agreement. Aris, Chevron U.S.A., ConocoPhillips, and ExxonMobil's goal under the strategic agreement is to develop cost effective and scalable methods of treating produced water to create a potential water source for industrial, commercial, and non-consumptive agricultural purposes.

Aris will lead the engineering, construction, and execution of the testing protocols and pilot projects while leveraging the combined technical expertise of Chevron U.S.A., ConocoPhillips, and ExxonMobil. The treated water will then be reused in a variety of ongoing research projects, including non-consumptive agriculture, low emission hydrogen production, and the direct air capture of atmospheric carbon dioxide. Aris, Chevron U.S.A., ConocoPhillips, and ExxonMobil will work with appropriate regulators, with a goal to complete testing and performance evaluation of pilot technologies by the end of 2023..

Our People

As December 31, 2022 of December 31, 2023, we had a total of 196,251 employees, 92,94 of which service our corporate function, and 104,157 work in field locations. We hire independent contractors on an as needed basis. We and our employees are not subject to any collective bargaining agreements.

Safety is one of our greatest priorities, and we have implemented safety management systems, procedures, trainings and other tools to help protect our employees and contractors. We strive to hire local employees and have provided mentoring programs for employees to develop specialized skills necessary for our industry. We also provide career development programs to create opportunities for advancement. We encourage development of local leadership and team-based collaboration at our worksites. Our benefits include (i) health care for full-time employees and their eligible dependents, (ii) access to a Safe Harbor 401(k) Plan with a company match of up to 4% of the employee's salary, which increased to 6% effective January 1, 2024, (iii) basic life, accidental death &and dismemberment, and short and long-term disability insurance, (iv) a family and medical leave policy which affords eligible (hourly and salaried) employees with up to 12 weeks leave for a serious health condition, the care of a family member, or the birth or adoption of a child, (v) wages that exceed state and federal standards and minimums, and (vi) our 2021 Equity Incentive Plan, which gives certain key employees an opportunity to share in our success.

We aim to foster a diverse attract and inclusive retain talented individuals. Our employee demographic profile aids us in promoting inclusion of thought, skill, knowledge and culture and across our organization. As of December 31, 2023, greater than 50% of our workforce is minority and/or female as of December 31, 2022, female. We also support local communities where we operate by giving to and volunteering with first responders and local charities.

Organizational Structure and Corporate Information

Initial Public Offering

On October 26, 2021, we completed the IPO of 20,297,500 shares of our Class A common stock, par value \$0.01 per share ("Class A common stock"), which included 2,647,500 shares of Class A common stock issued and sold pursuant to the underwriters' exercise of their option in full to purchase additional shares of

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Class A common stock, at a price to the public of \$13.00 per share (\$12.14 per share net of underwriting discounts and commissions and other issuance costs). After deducting underwriting discounts and commissions and offering expenses payable by us, we received net proceeds of approximately \$246.4 million. We contributed all of the net proceeds of the IPO received to Solaris LLC in exchange for Solaris LLC units. Solaris LLC distributed approximately \$213.2 million of the net proceeds to the owners of Solaris LLC units at the time of the IPO ("Legacy Owners") Owners and retained the remaining \$33.2 million of the net proceeds for general corporate purposes, which may include included capital expenditures, working capital and potential acquisitions and strategic transactions.

At the conclusion of the IPO, we owned an approximate 38% interest in Solaris LLC and the Legacy Owners owned an approximate 62% interest in Solaris LLC. We report a noncontrolling interests interest on our consolidated balance sheet related to the portion of Solaris LLC units not held by us. See Consolidation, below.

[Table of Contents](#)*Consolidation*

We are a holding company, and our principal asset is a membership interest in Solaris LLC. As the sole managing member of Solaris LLC, we operate and control all of the business and affairs of Solaris LLC, and through Solaris LLC and its subsidiaries, conduct its business. We are responsible for all operational, management and administrative decisions relating to Solaris LLC's business. As a result, beginning in the fourth quarter of 2021, we consolidate the financial results of Solaris LLC and its subsidiaries and report a noncontrolling interests interest related to the portion of Solaris LLC units not owned by us, which reduces net income attributable to our Class A common stockholders.

Corporate Reorganization

The transactions described above (altogether, the "Corporate Reorganization") have been accounted for as a reorganization of entities under common control. As a result, our consolidated financial statements recognize the assets and liabilities received in the Corporate Reorganization at their historical carrying amounts, as reflected in the historical financial statements of Solaris LLC. We consolidate Solaris LLC in our consolidated financial statements and record a non-controlling noncontrolling interest related to the Solaris LLC units held by the Class B stockholders in our consolidated balance sheet and statement of operations.

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[Table of Contents](#)*Ownership Structure*

The following diagram reflects our ownership structure as of December 31, 2022 December 31, 2023:



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Redemption Rights

Under the Solaris LLC Agreement, Legacy Owners of Solaris LLC units, subject to certain limitations, have the right, pursuant to a redemption right, to cause Solaris LLC to acquire all or a portion of their Solaris LLC units for, at Solaris LLC's election, (x) shares of our Class A common stock at a redemption ratio of one share of Class A common stock for each Solaris LLC unit redeemed, subject to conversion rate adjustments for stock splits, stock dividends and reclassifications or (y) an equivalent amount of cash. Alternatively, upon the exercise of the redemption right, we have the right, pursuant to a call right, to acquire each tendered Solaris LLC unit directly from the Legacy Owner for, at our election, (x) one share of Class A common stock or (y) an equivalent amount of cash.

During the years ended December 31, 2022 December 31, 2023 and 2021, 2022, 31,954 and 4,140,585 and 1,486,396 Solaris LLC units, respectively, were converted (together with an equal number of shares of Class B common stock) into shares of our Class A common stock. As of December 31, 2022 December 31, 2023, we owned an approximate 52% interest in Solaris LLC, and the Legacy Owners owned an approximate 48% interest in Solaris LLC. On March 1, 2023, an additional 20,953 Solaris LLC units were converted (together with an equal number of shares of Class B common stock) into shares of our Class A common stock.

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Emerging Growth Company

We qualify as an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). The JOBS Act provides that an emerging growth company may take advantage of an extended transition period for complying with new or revised accounting standards. This provision allows an emerging growth company to delay the adoption of accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of this extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption is required for private companies.

Tax Receivable Agreement

At the closing of the IPO, we entered into a Tax Receivable Agreement (the “TRA”) TRA with the Legacy Owners of Solaris LLC units (each such person, a “TRA Holder,” and together, the “TRA Holders”). The Tax Receivable Agreement generally provides for the payment by us to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) or are deemed to realize in certain circumstances in periods after the IPO as a result of certain increases in tax basis that occur as a result of our acquisition of Solaris LLC’s redemption, respectively, of all or a portion of such TRA Holder’s Solaris LLC units in connection with the IPO or pursuant to the exercise of a redemption right or call right. We retain the remaining 15% of these cash savings. The future benefit of these cash savings is included, alongside other tax attributes, in our total deferred tax asset balances at December 31, 2022 December 31, 2023 and 2021, 2022. As of December 31, 2022 December 31, 2023, the TRA liability totaled \$98.0 million \$98.3 million.

We estimate that if all the remaining Solaris LLC units were converted to Class A common stock on December 31, 2022 December 31, 2023, the TRA liability would be approximately \$240.4 million \$208.5 million. If we experience a change of control (as defined under the TRA, which includes certain mergers, asset sales and other forms of business combinations and change of control events) or the TRA terminates early (at our election or as a result of our breach), we could be required to make an immediate lump-sum payment under the terms of the TRA. As of December 31, 2022 December 31, 2023, we estimate the liability associated with this lump-sum payment (or “early termination payment”) would be approximately \$159.0 million \$159.3 million, discounted. The amount of this liability for a change of control can be significantly impacted by the closing price of our Class A shares on the applicable exchange date. We currently do not anticipate experiencing a change of control or an early termination of the TRA.

See See Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Tax Receivable Agreement.

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Quarterly Dividends

For each quarter of the year ended **December 31, 2022** **December 31, 2023**, our Board declared a dividend of \$0.09 per share on our Class A common stock. In conjunction with the dividend payments, quarterly distributions of \$0.09 per unit were paid to unit holders of Solaris LLC. The dividends and distributions were **also paid during the year ended December 31, 2022** **December 31, 2023**.

On **March 3****February 23, 2024**, **2023**, we announced that our Board declared a dividend of \$0.09 per share on our Class A common stock for the first quarter of **the year ended December 31, 2023** of \$0.09 per share. **2024**. In conjunction with the dividend payment, a distribution of \$0.09 per unit will be paid to unit holders of Solaris LLC. The dividend will be paid on **March 29, 2023** **March 21, 2024** to holders of record of our Class A common stock as of the close of business on **March 17, 2023**. **March 7, 2024**. The distribution to unit holders of Solaris LLC will be subject to the same payment and record dates.

See**See** Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Dividends and Distributions.

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General

Aris Inc. was incorporated as a Delaware corporation on May 26, 2021. Our principal executive office is located at **9811** **9651** Katy Freeway, Suite **700**, **400**, Houston, Texas 77024, and we have additional offices in Midland, Texas and Carlsbad, New Mexico.

Our website address is www.ariswater.com. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Exchange Act are available, free of charge, through our website, as soon as reasonably practicable after those reports and other information are electronically filed with or furnished to the SEC.

Also posted on our website under "Investor Relations – Corporate Governance – Governance Documents," and available in print upon request made by any shareholder to the Investor Relations Department, are our Code of Business Conduct and Ethics and Principles of Corporate Governance, as well as our charters for our Nominating and ESG Committee, Compensation Committee and Audit Committee. Within the time period required by the SEC and the New York Stock Exchange ("NYSE"), **NYSE**, as applicable, we will post on our website any modifications to the Codes and any waivers applicable to senior officers as defined in the applicable Code, as required by the Sarbanes-Oxley **Act of 2002** (the "Sarbanes-Oxley Act"). **Act**.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our

financial performance, including SEC filings, investor events and presentations and press and earnings releases, as part of our investor relations website. We intend for our website to be a forum of public dissemination for purposes of Regulation FD.

Information contained on our website or linked therein or otherwise connected thereto does not constitute part of and is not incorporated by reference into this Annual Report.

Competition

We compete with public and private water infrastructure companies as well as operators developing systems in-house for produced water handling and recycling in the areas in which we operate. Competition in the water infrastructure industry is based on the geographic location of facilities, business reputation, operating reliability and flexibility, business service offerings, available capacity and pricing arrangements for the services offered. We compete with other companies that provide similar services in our areas of operations, but we benefit from our relationships with large operators in the Permian Basin, including ConocoPhillips, and our reputation as a proven, reliable service provider and our deep commitment to recycling and sustainability.

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As we seek to expand our water gathering, recycling and handling services to new customers, we will continue to face a high level of competition.

Seasonality

In general, seasonal factors do have not have had a significant direct effect on our business. business other than timing impacts of oil and gas completion activity that have historically been weighted to the back half of the year. However, extreme weather conditions during parts of the year could adversely impact the well-completion activities of our customers, who are oil and natural gas operators, thereby reducing the amount of produced water to be gathered and either recycled or handled, as well as the volume of Water Solutions barrels sold to our customers.

Insurance

Our assets may experience physical damage as a result of an accident or natural disaster. These hazards can also cause personal injury and loss of life, severe damage to and destruction of property and equipment, pollution or environmental damage and suspension of operations. Litigation arising from such an event may

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result in us being named a defendant in lawsuits asserting large claims. We maintain our own general liability, product liability, property, business interruption, ~~directors~~ directors' and ~~officers~~ officers' liability, workers compensation, cybersecurity and pollution liability insurance policies, among other policies, at varying levels of deductibles and limits that we believe are reasonable and prudent under the circumstances to cover our operations and assets. As we continue to grow, we will continue to evaluate our policy limits and retentions as they relate to the overall cost and scope of our insurance program.

Regulation

We are subject to a variety of laws in connection with our operations, including those related to the environment, health and safety, personal privacy and data protection, intellectual property, advertising and marketing, labor, competition and taxation. These laws and regulations are constantly evolving and may be interpreted, implemented or amended in a manner that could harm our business. It also is possible that as our business grows and evolves, we will become subject to additional laws and regulations. There is no assurance that compliance with current laws and regulations or amended or newly adopted laws and regulations can be maintained in the future or that future expenditures required to comply with all such laws and regulations in the future will not be material. In the course of implementing our programs to ensure compliance with applicable laws and regulations, certain instances of potential non-compliance may be identified from time to time. We cannot predict the outcome of these matters, and cannot estimate a range of reasonably possible losses, if any. This section sets forth the summary of material laws and regulations relevant to our business operations.

Environmental and Occupational Safety and Health Matters

Our operations and the operations of our customers are subject to federal, state and local laws and regulations in the U.S. relating to protection of natural resources and the environment, health and safety aspects of our operations and waste management, including the disposal of waste and other materials. Numerous governmental entities, including the ~~United States Environmental Protection Agency ("EPA")~~ EPA and analogous state agencies, have the power to enforce compliance with these laws and regulations and the permits issued under them, often requiring difficult and costly actions. These laws and regulations may, among other things (i) require the acquisition of permits to take fresh water from surface water and groundwater, construct pipelines or containment facilities, drill wells and other regulated activities; (ii) restrict the types, quantities and concentration of various substances that can be released into the environment or injected into non-producing belowground formations; (iii) limit or prohibit our operations on certain lands lying within wilderness, wetlands and other protected areas; (iv) require remedial measures to mitigate pollution from former and ongoing operations; (v) impose specific safety and health criteria addressing worker protection; and (vi) impose substantial liabilities for pollution resulting from our operations. Any failure on our part or the part of our customers to comply with

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these laws and regulations could result in the impairment or cancellation of operations, assessment of sanctions, including administrative, civil and criminal penalties, injunctions, reputational damage, the imposition of investigatory,

remedial, and corrective action obligations or the incurrence of capital expenditures; the occurrence of restrictions, delays or cancellations in the permitting, development or expansion of projects; and the issuance of injunctions restricting or prohibiting some or all of our activities in a particular area.

The trend in U.S. environmental regulation is typically to place more restrictions and limitations on activities that may affect the environment. Any new laws and regulations, amendment of existing laws and regulations, reinterpretation of legal requirements or increased governmental enforcement that result in more stringent and costly construction, completion or water-management activities, or waste handling, storage transport, disposal, or remediation requirements could have a material adverse effect on our financial position and results of operations. The following is a summary of the more significant existing environmental and occupational safety and health laws in the U.S., as amended from time to time, to which our operations are subject and for which compliance may have a material adverse impact on our capital expenditures, results of operations or financial position.

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Hazardous substances and wastes. The federal Resource Conservation and Recovery Act ("RCRA"), RCRA, and comparable state statutes regulate the generation, transportation, treatment, storage, disposal and cleanup of hazardous and non-hazardous wastes. Pursuant to rules issued by the EPA, the individual states administer some or all of the provisions of RCRA, sometimes in conjunction with their own, more stringent requirements. Drilling fluids, produced waters, and most of the other wastes associated with the exploration, development, and production of oil or gas, if properly handled, are currently exempt from regulation as hazardous waste under RCRA, and instead are regulated under RCRA's less stringent non-hazardous waste provisions, state laws or other federal laws. However, it is possible that certain oil and gas drilling and production wastes now classified as non-hazardous could be classified as hazardous wastes in the future. Any loss of the RCRA exclusion for drilling fluids, produced waters and related wastes could result in an increase in our and our oil and gas producing customers' costs to manage and dispose of generated wastes, which could have a material adverse effect on our and our customers' results of operations and financial position. Effective December 7, 2023, the EPA issued "technical corrections" to RCRA hazardous waste regulations, correcting and clarifying specific provisions promulgated in the Hazardous Waste Generator Improvements rule, the Hazardous Waste Pharmaceuticals rule, and the Definition of Solid Waste rule. States may adopt these rules and may also modify them to become more stringent.

Wastes containing naturally occurring radioactive materials ("NORM") NORM may also be generated in connection with our operations. Certain processes used to produce oil and gas may enhance the radioactivity of NORM, which may be present in oilfield wastes. NORM is subject primarily to individual state radiation control regulations. Texas and New Mexico have both enacted regulations governing the handling, treatment, storage and disposal of NORM. In addition, NORM handling and management activities are governed by regulations promulgated by the U.S. Occupational Safety and Health Administration ("OSHA"). OSHA. These state and OSHA regulations impose certain requirements concerning worker protection, the treatment, storage and disposal of NORM waste, the management of waste piles, containers and tanks containing NORM, as well as restrictions on the uses of land with NORM contamination.

The federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), CERCLA, also known as the Superfund law, and comparable state laws impose liability, without regard to fault or legality of conduct, on classes of persons considered to be responsible for the release of a "hazardous substance" into the environment. These persons include the current and past owner or operator of the site where the hazardous substance release occurred and anyone who disposed or arranged for the disposal of a hazardous substance released at the site. Under CERCLA, such persons may be subject to joint and several, strict liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek to recover from the responsible classes of persons the costs they incur. In addition, neighboring landowners and other third parties may file claims for personal injury and property

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damage allegedly caused by the hazardous substances released into the environment. We generate materials in the course of our operations that may be regulated as hazardous substances.

Water discharges and use. The Federal Water Pollution Control Act, also known as the Clean Water Act ("CWA"), and analogous state laws, impose restrictions and strict controls with respect to the discharge of pollutants, including spills and leaks of oil and hazardous substances, into state waters and waters of the U.S. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. Spill Prevention, Control and Countermeasure Plan requirements imposed under the CWA require appropriate containment berms and similar structures to help prevent the contamination of navigable waters in the event of a petroleum hydrocarbon tank spill, rupture or leak. In addition, the CWA and analogous state laws require individual permits or coverage under general permits for discharges of stormwater runoff from certain types of facilities. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the CWA and analogous state laws and regulations.

The CWA also prohibits the discharge of dredge and fill material into regulated waters, including wetlands, unless authorized by permit. In 2015, the EPA and the U.S. Army Corps of Engineers (the "Corps") under the Obama Administration published a final rule attempting to clarify the federal jurisdictional reach over waters of the U.S. However, the EPA rescinded this rule in 2019 and promulgated the Navigable Waters Protection Rule in 2020. The Navigable Waters Protection Rule defined what waters qualify as navigable waters of the

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United States under Clean Water Act jurisdiction. This rule has generally been viewed as narrowing the scope of waters of the United States as compared to the 2015 rule, and litigation has been filed in multiple federal district courts challenging the rescission of the 2015 rule and the promulgation of the Navigable Waters Protection Rule. In June 2021, the Biden Administration announced plans to develop its own definition for such waters, and in August 2021, a federal judge for the U.S. District Court for the District of Arizona issued an order striking down the Navigable Water Protection Rule. On December 7, 2021, the U.S. Environmental Protection Agency and the Department of the Army ("the agencies") announced a proposed rule to revise the definition of "waters of the United States." The agencies propose to put back into place the pre-2015 definition of "waters of the United States," updated to reflect consideration of Supreme Court decisions. The public comment period on the proposed rule closed on February 7, 2022. The final revised definition of "waters of the United States" was issued on December 30, 2022, which will be effective 60 days after its publication in the Federal Register at 33 C.F.R. 328.3 and 40 C.F.R. 120.2. The rule broadens the scope of the "waters of the United States" consistent with the framework of the pre-2015 regulations (also called the 1986 regulations). Expansion of the scope of the Clean Water Act's jurisdiction in areas where we conduct operations could cause us to incur increased costs and restrictions, delays or cancellations in permitting or projects, which developments could expose us to significant costs and liabilities. In addition, For example, on January 24, 2022, the Supreme Court agreed to consider the scope of the Clean Water Act again in Sackett v. EPA; EPA. In its decision issued on May 25, 2023, however, the case was argued on October 3, 2022, and Supreme Court held that the Clean Water Act extends only to wetlands that have a decision remains pending.

Separately, in April 2020, continuous surface connection with "waters of the United States"—a Montana federal judge vacated the Corps' Nationwide Permit ("NWP") 12 and enjoined the Corps from authorizing any dredge or fill activities under NWP 12 until the agency completed formal consultation with the U.S. Fish and Wildlife Service (the "USFWS") under the Endangered Species Act (the "ESA") regarding NWP 12 generally. The court later revised its order to vacate NWP 12 only as it relates to the construction narrowing (and reversal) of new oil and natural gas pipelines, and that order was partially vacated by the Ninth Circuit Court of Appeals as moot based on the Corps' re-issuance of NWPs in 2021. The reissued NWP 12 has been challenged again by environmental groups in federal court because the Corps allegedly failed to consult with USFWS. Circuit's decision.

Water handling facilities and seismicity. Saltwater disposal via underground injection is regulated pursuant to the Underground Injection Control ("UIC") UIC program established under the federal Safe Drinking Water Act (the "SDWA") SDWA and analogous state and local laws and regulations. The UIC program includes requirements for permitting, testing, monitoring, recordkeeping and reporting of injection well activities, as well as a prohibition against the migration of fluid containing any contaminant into underground sources of drinking water. State regulations require a permit from the applicable regulatory agencies to operate underground injection wells. Although we monitor the injection process of our wells, any leakage from the subsurface portions of the injection wells could cause degradation of fresh groundwater resources, potentially resulting in suspension of our UIC permit, issuance of fines and penalties from governmental agencies, incurrence of expenditures for remediation of the affected resource and imposition of liability by third parties claiming damages for alternative water supplies, property and personal injuries. A change in UIC disposal well regulations or the inability to obtain permits for new disposal wells in the future may affect our ability to dispose of produced water and other substances, which could affect our business.

Furthermore, in response to seismic events in the past several years near underground disposal wells used for the disposal by injection of produced water resulting from oil and gas activities, federal and some state agencies are investigating whether such wells have caused or contributed to increased seismic activity, and some states have restricted, suspended, or shut down the use of disposal wells within the vicinity of seismic events. In response to these concerns, regulators in some states have imposed, or are considering imposing, additional requirements in the permitting of produced water disposal wells or otherwise to assess any relationship between seismicity and the use of such wells.

We currently operate in the states of New Mexico and Texas, where the New Mexico Oil Conservation Division (the "NMOCD") and the Texas Railroad Commission (the "TRC"), respectively, have the authority to regulate disposal activity, including the authority to address seismic activity in their respective states. For example, the TRC requires applicants for new disposal wells that will receive non-hazardous produced water

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or other oil and natural gas waste to conduct seismic activity searches utilizing the U.S. Geological Survey. The searches are intended to determine the potential for earthquakes within a circular area of 100 square miles around a proposed new disposal well. If the permittee or an applicant for a disposal well permit fails to demonstrate that the produced water or other fluids are confined to the disposal zone, or if scientific data indicates such a disposal well is likely to be, or determined to be, contributing to seismic activity, then the TRC may deny, modify, suspend or terminate the permit application or existing operating permit for that disposal well. The TRC has used this authority to deny permits for certain waste disposal wells.

Most recently, in 2021, the NMOCD and TRC created Seismic Response Areas ("SRAs") with action plans to address seismic activity as further discussed below.

New Mexico

The NMOCD has implemented a Seismic Response Protocol, which outlines certain reporting and curtailment requirements for operators in SRAs to follow in response to seismic events based on the magnitude and proximity to the event. The NMOCD also created the Hat Mesa SRA in Northern Lea County, New Mexico in response to a seismic event that occurred in that area in the fourth quarter of 2021. The Hat Mesa SRA and associated Seismic Response Protocol resulted in additional reporting requirements, including more frequent reporting with daily injection volume and pressure data for operators within 10 miles of the seismic event, and the reduction of monthly injection volumes for wells within six miles of the seismic event. We operate four wells located within the Hat Mesa SRA that are subject to the protocol and protocol. In September 2023, we temporarily curtailed one of these wells in response to a seismic event on September 22, 2023, in Lea County, New Mexico. Due to the uncertainty regarding the causal factors of the event, the NMOCD did not create an SRA nor require the operators of disposal wells within 10 miles of the seismic event to follow the established Seismicity Response Protocol. Therefore, we returned the temporarily curtailed well to pre-curtailment levels beginning on November 1, 2023. As of December 31, 2023, we have partially curtailed injection

in one of the wells by approximately 5 kbwpd. We ~~kbwpd~~ and continue to operate ~~our~~ the partially curtailed well. However, to date we have not had an operational impact on gathering volumes. We are also required to submit daily injection and pressure volumes on a weekly reporting basis. As there was no further seismic activity within the Hat Mesa SRA in 2022 or 2023, the NMOCD reduced curtailment requirements.

Texas

The TRC established the Gardendale SRA in September 2021, the North Culberson-Reeves SRA in October 2021 and the Stanton SRA in January 2022.

The Gardendale SRA is located in northwest Midland County and parts of neighboring Ector, Martin and Andrews Counties. The TRC issued a response in December 2021 to operators of deep interval disposal wells suspending all disposal well permits injecting into deep strata, defined as formations below the base of the Wolfcamp formation. As of December 31, 2022, we owned one well within the Gardendale SRA, which well was plugged and abandoned subsequent to year end 2022.

The Northern Culberson-Reeves SRA was expanded in 2022, which expansion partially overlaps our operations in Northern Culberson, Reeves, and Loving Counties, Texas. However, to date the Northern-Culberson-Reeves SRA has not had ~~an~~ a material impact on our operations.

The Stanton SRA is located in Martin County and the western portion of Howard County. Saltwater disposal well operators within the Stanton SRA created a response plan which began on May 15, 2022. The plan ~~employs~~

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~~employed~~ a two-tiered approach based on the depth of the disposal zone (shallow versus deep disposal wells) and includes expanded data collection efforts, contingency responses for future seismicity, and scheduled checkpoint updates with TRC staff. ~~We participate~~ Following the sale of our assets located in Martin County in the response plan and as third quarter of December 31, 2022, our participation in 2023, we no longer operate any wells within the response plan has not had an impact on our operations. Stanton SRA.

~~See~~ See Part I, Item 1A. Risk Factors — Legislation or regulatory initiatives intended to address seismic activity could restrict our ability to recycle or handle produced water gathered from our E&P customers and, accordingly, could have a material adverse effect on our business.

See also Part II, Item 7. Management's Discussion and Analysis of Results of Operations — General Trends and Outlook – Seismicity for a discussion of the impact on our business.

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Hydraulic fracturing activities. Hydraulic fracturing involves the injection of water, sand or other proppants and chemical additives under pressure into targeted geological formations to fracture the surrounding rock and stimulate production. Hydraulic fracturing is an important and common practice that is typically regulated by state oil and natural gas commissions or similar agencies. However, the practice continues to be controversial in certain parts of the country, resulting in increased scrutiny and regulation of the hydraulic fracturing process, including by federal agencies that have asserted regulatory authority or pursued investigations over certain aspects of the hydraulic fracturing process. For example, the EPA has asserted regulatory authority pursuant to the SDWA UIC program over hydraulic fracturing activities involving the use of diesel and issued guidance covering such activities, as well as published an Advanced Notice of Proposed Rulemaking regarding **Toxic Substances Control Act ("TSCA")** **TSCA** reporting of the chemical substances and mixtures used in hydraulic fracturing.

Additionally, in 2016, the EPA published an effluent limit guideline final rule prohibiting the discharge of wastewater from onshore unconventional oil and gas extraction facilities to publicly owned wastewater treatment plants. Also, in late 2016, the EPA released its final report on the potential impacts of hydraulic fracturing on drinking water resources, concluding that "water cycle" activities associated with hydraulic fracturing may impact drinking water resources under some circumstances.

Various policy makers, regulatory agencies and political candidates at the federal, state and local levels have proposed restrictions on hydraulic fracturing, including its outright prohibition. **In January 2021, President Biden signed an executive order that, among other things, instructed the Secretary of the Interior to pause new oil and natural gas leases on public lands or in offshore waters pending completion of a comprehensive review and reconsideration of federal oil and natural gas permitting and leasing practices. Following that executive order, the acting Secretary of the Interior issued an order imposing a 60-day pause on the issuance of new leases, permits and right-of-way grants for oil and gas drilling on federal lands, unless approved by senior officials at the Department of the Interior. In March 2021, prior to the expiration of the Secretary of the Interior's order, President Biden announced that career staff at the Department of the Interior would resume processing oil and gas drilling permits. In June 2021, a federal judge for the U.S. District Court of the Western District of Louisiana issued a nationwide preliminary injunction against the pause of oil and natural gas leasing on public lands or in offshore waters while litigation challenging that aspect of the executive order is ongoing. The full impact of these federal actions remains unclear, and if other restrictions or prohibitions become effective in the future, they could have an adverse impact on our business, financial condition, results of operations and cash flows.** Some state and local governments have adopted, and other governmental entities are considering adopting, regulations that could impose more stringent permitting, disclosure and well-construction requirements on hydraulic fracturing operations, including states where we or our customers operate. In recent years, for example, various bills have been introduced in the New Mexico Senate to place a moratorium on hydraulic fracturing.

In the event that new federal, state or local restrictions or bans on the hydraulic fracturing process are adopted in areas where we or our customers conduct business, we or our customers may incur additional costs or permitting requirements to comply with such requirements that may be significant in nature and our customers could experience added restrictions, delays or cancellations in their exploration, development, or production activities, which would in turn reduce the demand for our services and have a material adverse effect on our liquidity, consolidated results of operations, and consolidated financial condition.

Air Emissions. The **U.S. Clean Air Act ("CAA")** **CAA** and comparable state laws restrict the emission of air pollutants from many sources through air emissions standards, construction and operating permit programs and the imposition of

other compliance standards. These laws and regulations may require us to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce or significantly increase air emissions, obtain and strictly comply with stringent air permit requirements or utilize specific equipment or technologies to control emissions of certain pollutants. The need to obtain permits has the potential to delay our projects as well as our customers' development of oil and gas projects. Over the next several years, we or our customers may incur certain capital expenditures for air pollution control equipment or other air emissions-related issues. For example, in 2015, the EPA issued a final rule under the CAA,

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lowering the National Ambient Air Quality Standard ("NAAQS") for ground-level ozone from the current standard of 75 parts per million to 70 parts per million under both the primary and secondary standards to provide requisite protection of public health and welfare, respectively. Since that time, the EPA has issued area designations with respect to ground-level ozone and final requirements that apply to state, local, and tribal air agencies for implementing the 2015 NAAQS for ground-level ozone.

Climate Change. Climate change continues to attract considerable public, political and scientific attention. As a result, numerous regulatory initiatives related to climate change have been enacted, and are likely to continue to be developed, at the international, national, regional and state levels of government to monitor and limit existing emissions of GHGs as well as to restrict or eliminate such future emissions. At the federal

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level, in December 2009, the EPA determined that emissions of carbon dioxide, methane and other GHGs endanger public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth's atmosphere and other climatic changes. Based on these findings, the EPA began adopting and implementing regulations to restrict emissions of GHGs under existing provisions of the CAA. In November 2021, the EPA also proposed New Source Performance Standards updates and emission guidelines to reduce methane and other pollutants from the oil and gas industry.

President Biden and the Democratic Party have identified climate change as a priority, and it is expected that new executive orders, regulatory action and/or legislation targeting GHG emissions, or prohibiting or restricting oil and gas development activities in certain areas, will be proposed and/or promulgated during the Biden Administration. The Biden Administration, for example, reentered the United States into the Paris Agreement in February 2021. In addition, the Biden Administration has already issued multiple executive orders pertaining to environmental regulations and

climate change, including the Executive Order on Protecting Public Health and the Environment and Restoring Science to Tackle the Climate Crisis and Executive Order on Tackling the Climate Crisis at Home and Abroad. In the latter executive order, President Biden established climate change as a primary foreign policy and national security consideration, affirmed that achieving net-zero GHG emissions by or before midcentury is a critical priority, affirmed the Biden Administration's desire to establish the United States as a leader in addressing climate change, generally further integrated climate change and environmental justice considerations into government agencies' decision-making, and eliminated fossil fuel subsidies, among other measures. Under the Paris Agreement, the Biden Administration has committed the United States to reducing its GHG emissions by 50-52% from 2005 levels by 2030. In August 2022, the Inflation Reduction Act of 2022 was enacted and included a \$369 billion investment in modernizing the American energy system. The legislation is aimed at helping the United States achieve the 50-52% reduction of GHGs from 2005 levels by 2030. In November 2021, the United States and other countries entered into the Glasgow Climate Pact, which includes a range of measures designed to address climate change, including but not limited to the phase-out of fossil fuel subsidies, reducing methane emissions 30% by 2030, and cooperating toward the advancement of the development of clean energy. In December 2022, the EPA issued a supplemental proposal to update, strengthen, and expand the standards proposed in November 2021 and further reduce methane and volatile organic compound emissions from oil and natural gas facilities. In May 2023, the EPA proposed revised new source performance standards under Clean Air Act section 111(b) for GHG emissions from certain sources.

While Congress has from time to time considered legislation to reduce emissions of GHGs, there has not been significant activity in the form of adopted legislation to reduce emissions of GHGs in recent years. In the absence of Congressional action, many states have established rules aimed at reducing or tracking GHG emissions. In January 2019, New Mexico's governor signed an executive order declaring that New Mexico would support the goals of the Paris Agreement by joining the U.S. Climate Alliance, a bipartisan coalition of governors committed to reducing GHG emissions consistent with the goals of the Paris Agreement. The stated objective of the executive order is to achieve a statewide reduction in GHG emissions of at least 45% by 2030 as compared to 2005 levels. The executive order also requires New Mexico regulatory agencies to create an "enforceable regulatory framework" to ensure methane emission reductions. Pursuant to that executive order, in 2020, the New Mexico Oil Conservation Division and New Mexico Environment Department proposed certain rules regarding the reduction of natural gas waste and the control of emissions. The final rule, known as the Ozone Precursor Rule, was published on July 26, 2022 and became effective on August 5, 2022. It is more protective than current federal requirements. The New Mexico Ozone Precursor Rule includes, among other things, requirements that upstream and midstream operators reduce natural gas waste by a fixed amount each year and achieve a reduction in ozone precursor pollutants (volatile organic compounds and oxides of nitrogen) of approximately 260 million pounds annually. The Ozone Precursor Rule

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contains requirements applicable to produced water management units ("PWMUs") (defined to include recycling facilities, permanent pits, and ponds designed to accumulate produced water—the incidental byproduct of well completion and oil and gas production—with storage capacity of at least 50,000 barrels), such as emissions standards, monitoring requirements, and recordkeeping requirements. Similar efforts have been made in the New

Mexico state legislature, including introduction in January 2022 of the Clean Future Act to establish GHG emissions limits; the Clean Future Act was postponed indefinitely in committee.

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Many states have also established or begun participating in GHG cap and trade programs. Most of these cap and trade programs work by requiring major sources of emissions, such as electric power plants, or major producers of fuels, such as refineries and natural gas processing plants, to acquire and surrender emission allowances. The number of allowances available for purchase is reduced each year in an effort to achieve the overall GHG emission reduction goal.

Endangered Species. The ESA restricts activities that may affect endangered or threatened species or their habitats. Similar protections are offered to migratory birds under the federal Migratory Bird Treaty Act (the "MBTA") MBTA and Bald and Golden Eagle Protection Act ("BGEPA"). BGEPA. To the degree that species listed under the ESA or similar state laws, or are protected under the MBTA or BGEPA, live in the areas where we or our oil and gas producing customers operate, our and our customers' abilities to conduct or expand operations and construct facilities could be limited or be forced to incur material additional costs. Moreover, our customers' drilling activities may be delayed, restricted, or cancelled in protected habitat areas or during certain seasons, such as breeding and nesting seasons. Some of our operations and the operations of our customers are located in areas that are designated as habitats for protected species. In addition, the USFWS may make determinations on the listing of unlisted species as endangered or threatened under the ESA. The USFWS declared the southern population of the lesser prairie-chicken as an endangered species on November 25, 2022. We entered into the voluntary Candidate Conservation Agreement ("CCAA") in January 2023. By voluntarily participating in the CCAA, our ongoing oil and gas activities have greater flexibility in project development in the lesser-prairie lesser-prairie chicken range and we avoid a lengthy project consultation on each new project between the BLM and USFWS. The designation of previously unidentified endangered or threatened species could indirectly cause us to incur additional costs, cause our or our oil and gas producing customers' operations to become subject to operating restrictions or bans and limit future development activity in affected areas. The USFWS and similar state agencies may designate critical or suitable habitat areas that they believe are necessary for the survival of threatened or endangered species. Such a designation could materially restrict use of or access to federal, state, and private lands.

Chemical Safety. We are subject to a wide array of laws and regulations governing chemicals, including the regulation of chemical substances and inventories, such as TSCA in the U.S. These laws and regulations change frequently and have the potential to limit or ban altogether the types of chemicals we may use in our products, as well as result in increased costs related to testing, storing, and transporting our products prior to providing them to our customers. For example, in 2016, President Obama signed into law the Frank R. Lautenberg Chemical Safety for the 21st 21st Century Act (the "Lautenberg Act"), which substantially revised TSCA. Amongst Among other items, the Lautenberg Act eliminated the cost-benefit approach to analyzing chemical safety concerns with a health-based safety standard and requires all chemicals in commerce, including those "grandfathered" under TSCA, to undergo a safety review. The Lautenberg Act also requires safety findings before a new chemical can enter the market. Although it is not possible at this time to predict how EPA will implement and interpret the new provisions of the Lautenberg Act, or how legislation

or new regulations that may be adopted pursuant to these regulatory and legislative efforts would impact our business, any new restrictions on the development of new products, increases in regulation, or disclosure of confidential, competitive information could have an adverse effect on our operations and our cost of doing business.

Furthermore, governmental, regulatory and societal demands for increasing levels of product safety and environmental protection could result in increased pressure for more stringent regulatory control with respect to the chemical industry. These concerns could influence public perceptions regarding our products and operations, the viability of certain products, our reputation, the cost to comply with regulations, and the ability to attract and retain employees. Moreover, changes in environmental, health and safety regulations could

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inhibit or interrupt our operations, or require us to modify our facilities or operations. Accordingly, environmental or regulatory matters may cause us to incur significant unanticipated losses, costs or liabilities, which could reduce our profitability.

Occupational Safety and Health and other legal requirements. We are subject to the requirements of the federal Occupational Safety and Health Act and comparable state statutes whose purpose is to protect the health and safety of workers. In addition, the OSHA's hazard communication standard, the EPA's Emergency

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Planning and Community Right-to-Know Act and comparable state regulations and any implementing regulations require that we organize and/or disclose information about hazardous materials used or produced in our operations and that this information be provided to employees, state and local governmental authorities and citizens. We have an internal program of inspection designed to monitor and enforce compliance with worker safety requirements.

Item 1A. Risk Factors

Described below are certain risks that we believe are applicable to our business. The risks described below are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial individually or in the aggregate may also impair our business operations. This information should be considered carefully, together with other information in this report and other reports and materials we file with the SEC. If any of these risks were to occur, our business, financial condition, results of operations or liquidity and the trading price of our Class A common stock could be materially adversely affected.

Risks Related to Our Business

Our business depends on capital spending by the oil and gas industry in the Permian Basin and reductions in capital spending could have a material adverse effect on our liquidity, results of operations and financial condition.

Demand for our services is directly affected by current and anticipated oil and natural gas prices and demand and related capital spending by our customers to explore for, develop and produce oil and gas in the Permian Basin. Our produced water handling revenues are substantially dependent upon oil, natural gas and natural gas liquids ("NGL") production from our customers' upstream activity. Our Water Solutions revenues are substantially dependent upon the number of wells drilled and completed by our customers and the amount of water used in completing each well. In addition, there is a natural decline in production from existing wells that are connected to our gathering systems. We have no control over the amount of resources that our customers devote to the development of oil and gas reserves, and our customers have the ability to reduce or curtail such development at their discretion. Prices for oil and gas historically have been extremely volatile and are expected to continue to be volatile, particularly in light of the impacts of the COVID-19 pandemic, the ongoing Russia-Ukraine conflict and recent increases in inflation. Prices are also impacted by decisions made by the Organization of the Petroleum Exporting Countries ("OPEC") plus the countries of Azerbaijan, Bahrain, Brunei, Kazakhstan, Malaysia, Mexico, Oman, Russia, South Sudan and Sudan (together with OPEC, "OPEC+") to either increase or cut production of oil and gas.

During the year ended December 31, 2022, the average West Texas Intermediate ("WTI") spot price was \$94.90, versus an average price of \$67.99 for the year ended December 31, 2021. While oil prices have improved since their lows in April 2020, the continued impact of the COVID-19 pandemic, recent increases in inflation and world conflict events, such as the Russia-Ukraine conflict, and the associated impacts to oil demand will result in continued uncertainty around the near-term price of oil.

If oil and gas prices decline, our customers may further reduce their exploration, development and production activities and demand lower rates for our services or delay, modify, or terminate their use of our services. Volatility or weakness in oil prices or natural gas prices (or the perception that oil prices or natural gas prices will decrease) affects the spending patterns of our customers and may result in the drilling or completion of fewer new wells or lower production spending on existing wells. This, in turn, could lead to lower demand for

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our services and may cause lower rates and lower utilization of our assets. Even in an environment of stronger oil and gas prices, fewer oil and gas completions in our market areas as a result of decreased capital spending may have a negative long-term impact on our business. Any of these conditions or events could adversely affect our operating results, as they did in 2020 and may do so in the future. If our customers fail to maintain or increase their capital spending and demand for our services, it could have a material adverse effect on our liquidity, results of operations and financial condition. reserves.

Industry conditions that affect capital spending are influenced by numerous factors over which we have no control, including, among other things:

- the severity and duration of world health events, related economic repercussions and the resulting severe disruption in the oil and gas industry and negative impact on demand for oil and gas, which negatively impacts the demand for our services;
- domestic and foreign political and economic conditions and supply of and demand for oil and gas;
- the level of prices, and expectations regarding future prices, of oil and gas;
- the level of global oil and gas exploration and production and storage capacity;
- actions by the members of OPEC+ with respect to oil production levels and announcements of potential changes in such levels, including the ability of the OPEC+ countries to agree on and comply with supply limitations;
- governmental regulations, including environmental restrictions and the policies of governments regarding the exploration for and production and development of their oil and gas reserves;
- releases from strategic oil reserves;
- supply chain disruptions or constraints;

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- governmental laws, policies, regulations, subsidies and other actions to promote the use of renewable energy sources;
- federal and state regulators responses to seismicity;
- taxation and royalty charges;
- political and economic conditions in oil and gas producing countries;
- global weather conditions, pandemics and natural disasters;
- armed conflict, terrorist attacks and worldwide political, military and economic conditions, events, including the Russia-Ukraine conflict and Israel-Hamas conflicts and any related political or economic responses;
- the cost of producing and delivering oil and gas;
- the discovery rates of new oil and gas reserves and the availability of commercially viable geographic areas in which to explore and produce crude oil and natural gas;
- activities by non-governmental organizations to limit certain sources of funding for the energy sector or restrict the exploration, development and production of oil and gas;
- the ability of oil and gas producers to access capital;

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- technical advances affecting production efficiencies and overall energy consumption; and
- the potential acceleration of the development of alternative fuels.

Prior adverse changes in the global economic environment and capital markets and declines in prices for crude oil and natural gas have caused many customers to reduce capital budgets for future periods and have caused decreased demand for crude oil and natural gas. Limitations on the availability of capital, or higher costs of capital, for financing expenditures have caused and may continue to cause customers to make additional reductions to capital budgets in the future even if commodity prices increase from current levels. If oil and gas prices decline, our customers may further reduce their exploration, development and production activities and demand lower rates for our services or delay, modify, or terminate their use of our services. If our customers fail to maintain or increase their capital spending and demand for our services, it could have a material adverse effect on our liquidity, results of operations and financial condition.

If oil prices or natural gas prices remain volatile or were to decline, the demand for our services could be adversely affected.

The volume of water we process is driven in large part by the level of crude oil production, which is primarily determined by current and anticipated oil and natural gas prices and demand and the related levels of capital spending and drilling activity in the areas in which we have operations. Volatility or weakness in oil prices or natural gas prices (or the perception that oil prices or natural gas prices will decrease) affects the spending patterns of our customers and may result in the drilling or completion of fewer new wells or lower production spending on existing wells. This, in turn, could lead to lower demand for our services and may cause lower rates and lower utilization of our assets. Prices for oil and natural gas historically have been extremely volatile and are expected to continue to be volatile. During the year ended December 31, 2023, the average WTI spot price was \$77.58 versus an average price of \$94.90 for the year ended December 31, 2022. If oil prices or natural gas prices decline, or if completions activity is reduced, the demand for our services and our results of operations could be materially and adversely affected. Even in an environment of stronger oil and gas prices, fewer oil and gas completions in our market areas as a result of decreased capital spending may have a negative long-term impact on our business. In addition, certain of our contracts, including a contract with one of our significant customer contracts provides customers, provide for rates that periodically fluctuate within a defined range in response to

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changes in WTI; the WTI price; therefore, a portion of our revenue is directly exposed to fluctuations in the price of crude oil.

As Additionally, as part of our water processing activities, we aggregate and sell recovered crude oil, also known as skim oil. A portion of our cash flow from operations is dependent on skim oil sales revenue, which is directly exposed to fluctuations in the price of crude oil. Fluctuations and decreases in production volume or the price that we receive for skim oil could impact our liquidity, results of operations or financial condition.

Prices for oil and gas historically have been extremely volatile and are expected to continue to be volatile. During 2022, WTI prices ranged from a low of \$71.05 to a high of \$123.64 per barrel. If the prices of oil and natural gas decline, our operations, financial condition, cash flows and level of expenditures may be materially and adversely affected.

The crude oil and natural gas production industry tends to run in cycles and may, at any time, cycle into a downturn; if that occurs, the rate at which it returns to former levels, if ever, will be uncertain. Prior adverse changes in the global economic environment and capital markets and declines in prices for crude oil and natural gas have caused many customers to reduce capital budgets for future periods and have caused decreased demand for crude oil and natural gas. Limitations on the availability of capital, or higher costs of capital, for financing expenditures have caused and may continue to cause customers to make additional reductions to capital budgets in the future even if commodity prices increase from current levels. These cuts in spending may curtail drilling programs and other discretionary spending, which could result in a reduction in business opportunities and demand for our services, the rates we can charge and our utilization. In addition, certain of our customers could become unable to satisfy their contractual commitments, including to us, which could materially and adversely affect our results of operation. These unprecedented conditions also make it more difficult for us to forecast future results.

The fees charged to customers under our agreements for the gathering, transportation or handling of produced water may not escalate sufficiently to cover increases in costs and the agreements may be suspended in some circumstances, which would affect our profitability.

Our costs may increase more rapidly than the fees that we charge to customers pursuant to our contracts with them. For example, the United States has been experiencing a period of cost and wage inflation, as evidenced by increases in the CPI, and inflation is expected to continue in 2023. If inflation and other cost increases, such as the cost for labor, chemical treatment, rental equipment and fuel expenses, continue to outpace the fees we charge to customers, as they have from time to time during recent periods, our profit margins will be reduced. Additionally, some customers' obligations under their agreements with us may be permanently or temporarily reduced upon the occurrence of certain events, some of which are beyond our control, including force majeure events wherein the supply of produced water is curtailed or cut off. Force majeure events generally include (but are not limited to) revolutions, wars,

insufficient to cover increased costs, or if any customer suspends or terminates its contracts with us, our profitability could be materially affected.

Constraints in the supply of equipment or materials used in providing services to our customers could affect our ability to execute our growth strategies.

Market conditions, such as the COVID-19 pandemic and the Russia-Ukraine conflict and the international response to each of those events, could trigger constraints in the supply chain of certain equipment, replacement parts for such equipment, or materials, such as chemicals, that we use for providing services to our customers, which could have a material adverse effect on our business. We have heightened risk associated with supply chain constraints where we have a relationship with a single supplier for a particular resource.

We operate in a highly competitive industry, which may intensify as if our competitors expand their water supply, produced water recycling, and produced water handling operations or customers elect to operate their water-management services in-house or enter into arrangements with other oil and gas producers for water-management services rather than outsource these services from companies like us, thereby causing us to lose market share, and which could negatively affect our ability to expand our operations.

The Produced Water Handling and Water Solutions businesses are highly competitive and include numerous companies capable of competing effectively in our markets on a local basis. In our Water Solutions business, we compete with landowners, water supply and transfer companies, and companies who engage in the sale or treatment of produced water. Our Produced Water Handling business is in direct and indirect competition with other businesses, including water handling and other produced water treatment businesses. Some of our larger diversified competitors have a similarly broad geographic scope, as well as greater financial and other resources than us, while others focus on specific basins only and may have locally competitive cost efficiencies as a result.

Additionally, there may be new companies that enter the water solutions business, or our existing and potential customers may develop their own water solutions businesses. Our ability to maintain current revenue and cash flows, and our ability to expand our operations, could be adversely affected by the activities of our competitors and our customers. If our competitors substantially increase the resources they devote to the development and marketing of competitive services or substantially decrease the prices at which they offer their services, we may be unable to effectively compete. If our existing and potential customers develop choose to operate their water-management services in-house or enter into arrangements with other oil and gas producers for water-management services rather than outsource these services from companies like us, including by developing their own water handling or solutions businesses, we may not be able to effectively replace that revenue. All of these competitive pressures could have a material adverse effect on our business, results of operations and financial condition.

The oil and gas industry is intensely competitive, and in certain businesses we compete with other companies that have greater resources than us. Many 30

Table of our larger competitors provide a broader base of services on a regional, national or worldwide basis. These companies may have a greater ability to continue providing water infrastructure services during periods of low commodity prices, to contract for equipment, to secure trained personnel, to secure contracts, permits and rights-of-way and to absorb the burden of present and future federal, state, provincial, local and other laws and regulations (as

[applicable\). Any inability to compete effectively with larger companies could have a material adverse impact on our financial condition and results of operations. **Contents**](#)

Growing or adapting our business by constructing new transportation systems and facilities subjects us to construction risks and risks that supplies for such systems and facilities will not be available upon completion thereof.

One of the ways we intend to grow our business is through the construction of expansions to our systems and/or the construction of new produced water pipelines, treatment facilities and water handling facilities. These expansion projects require the expenditure of significant amounts of capital, which may exceed our

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resources, and involve numerous regulatory, environmental, political and legal uncertainties, including political opposition by landowners, environmental activists and others. There can be no assurance that we will complete these projects on schedule, or at all, or at the budgeted cost. We could also encounter technical difficulties during the drilling of a disposal well leading to a reduction in capacity or a shorter useful life. Our revenues may not increase upon the expenditure of funds on a particular project. Moreover, we may undertake expansion projects to capture anticipated future growth in production in a region in which anticipated production growth does not materialize or for which we are unable to acquire new customers. As a result, our new facilities and infrastructure may not be able to attract enough demand for our services to achieve our expected investment return, which could materially and adversely affect our consolidated results of operations and financial position. In addition, we may also deem it necessary to construct new wells and related pipelines so as to ensure the desired or required amount of spacing between wells. This can require substantial costs, delays in growth of operations, or risks of entering new areas.

We face opposition to the development or operation of our water pipelines and facilities from various individuals and groups.

We have experienced opposition to the development or operation of our water pipelines and facilities from landowners and other third parties and may in the future face opposition from various individuals or groups such as government officials, environmental groups, tribal groups, local groups and other advocates. Such opposition can take many forms, including the delay or denial of required governmental permits, organized protests, attempts to block or sabotage our operations, intervention in regulatory or administrative proceedings related to our permitting efforts or otherwise involving our assets, or lawsuits or other actions designed to prevent, disrupt or delay the operation of our assets and business. For example, repairing our pipelines often involves securing consent from individual landowners to access their property and provide us with sufficient temporary space to allow us to conduct repairs. One or more landowners may resist our efforts to make needed repairs, which could lead to an interruption in the operation of the affected pipeline or facility for a period of time that is significantly longer than would have otherwise been the case. In addition, acts of sabotage or eco-terrorism could cause significant damage or injury to people, property or the environment or lead to extended interruptions of our operations. Moreover, governmental authorities exercise considerable discretion in the timing and scope of permit issuance and the public may engage in the permitting process, including through intervention in the courts. Negative public perception could cause the permits we require to conduct our operations to

be withheld, delayed or burdened by requirements that restrict our ability to profitably conduct our business. Any such event that delays or otherwise interrupts the revenues generated by our operations, or which causes us to make significant expenditures not covered by insurance, could adversely affect our results of operations and financial condition.

There is uncertainty related to the future profitability of the oil and natural gas industry broadly.

Although we are not directly engaged in the extraction of oil and natural gas, produced water is a natural byproduct of crude oil and natural gas production so efforts in recent years in the investment community to reduce access to capital markets and pressure lenders to limit funding or increase the cost of lending to companies engaged in the extraction of oil and natural gas may adversely affect our business and limit our access to capital. The negative sentiment toward the oil and natural gas industry compared to other industries has led to lower oil and gas representation in certain key equity market indices. Some investors, including certain pension funds, university endowments and family foundations, have stated policies to reduce or eliminate their investments in the oil and gas sector based on social and environment environmental considerations. Many political and regulatory authorities, along with certain financing sources and well-funded environmental activist

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groups, are devoting substantial resources and efforts to minimize or eliminate the use of oil and natural gas as a source of electricity, energy, domestically and internationally, thereby reducing which could reduce the demand and pricing for ancillary services, including our services, interfere with our customers' business activities and operations, and potentially materially and adversely impacting impact our future financial results, liquidity, ability to raise capital and growth prospects.

Concerns about the environmental impacts of the oil and natural gas industry, including impacts on global climate, are resulting in increased regulation of GHG emissions, unfavorable lending policies toward the

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financing of oil and natural gas operations and divestment efforts affecting the industry and the investment community, which could adversely affect demand for our services. Members of the investment community are also increasing their focus on ESG practices and disclosures, including practices and disclosures related to GHGs and climate change in the energy industry in particular. As a result, we may face increasing pressure regarding our ESG practices and disclosures. We have announced, and may announce in the future, various sustainability or other ESG related commitments, goals or targets that are ambitious and we may be unable to meet such commitments, goals or targets

in the manner or on the timeline as initially contemplated, which could expose us to investor scrutiny, government enforcement actions and private litigation. Regardless of our reporting regime or content, certain investors and organizations may publish ratings or views on our sustainability or other ESG efforts or disclosures that are not favorable. This could limit our access to capital, impair our ability to attract talent, and have an adverse impact on our business.

In addition, increasing attention to the risks of climate change has resulted in an increased possibility of lawsuits brought by public and private entities against oil and natural gas operators. If any of our customers are targeted by any such litigation and incur liability, which, to the extent that societal pressures or political or other factors are involved, could be imposed without regard to our causation of or contribution to the asserted damage or to other mitigating factors, demand for our services could be adversely affected.

The ability to attract and retain key members of management, other key personnel and qualified Board members and other key personnel is critical to the success of our business and may be challenging.

Our success ~~will depend~~ depends to a large extent upon the efforts and abilities of our senior management team and ~~having experienced individuals serving on~~ other key personnel and the experience and knowledge of our Board ~~who are also knowledgeable about our operations and our industry. The success of our business also depends on other key personnel.~~ members. The ability to attract and retain these key personnel may be difficult in light of the volatility of our business. Acquiring and keeping personnel could prove more difficult or cost substantially more than estimated. These factors could cause us to incur greater costs or prevent us from pursuing our business strategy as quickly as we would otherwise wish to do. If executives or other key personnel resign, retire or are terminated, or their service is otherwise interrupted, we may not be able to replace them adequately or in a timely manner and we could experience significant declines in productivity.

~~Our industry has experienced a high rate of employee turnover. Any~~ We may have difficulty ~~we experience replacing or adding personnel could have a material adverse effect on~~ securing sufficient labor to meet our liquidity, results of operations and financial condition. needs.

We are dependent upon the available labor pool of skilled employees and may not be able to find enough ~~skilled~~ labor to meet our needs, which could have a negative effect on our growth. We are also subject to the Fair Labor Standards Act, which governs such matters as minimum wage, overtime and other working conditions. Our services require skilled workers who can perform physically demanding work. As a result of our industry volatility, pronounced declines in drilling and completions activity, as well as the demanding nature of the work, many workers have left the oilfield services sector to pursue employment in different fields. If we are unable to retain or meet the growing demand for skilled technical personnel, our operating results and our ability to execute our growth strategies may be adversely affected.

The growth of our business through acquisitions may expose us to various risks, including those relating to difficulties in identifying suitable, accretive acquisition opportunities and integrating businesses, assets and personnel, as well as difficulties in obtaining financing for targeted acquisitions and the potential for increased leverage or debt service requirements.

As a component of our business strategy, we pursue acquisitions of assets, businesses and technologies. Acquisitions involve numerous risks, including:

- unanticipated costs and assumption of liabilities and exposure to unforeseen liabilities of the acquired business, including but not limited to environmental liabilities;

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- difficulties in integrating the operations and assets of the acquired business and the acquired personnel;
- limitations on our ability to properly assess and maintain an effective internal control environment over an acquired business;
- potential losses of key employees and customers of the acquired business;
- risks of entering markets in which we have limited prior experience; and
- increases in our expenses and working capital requirements.

In evaluating acquisitions, we generally prepare one or more financial cases based on a number of business, industry, economic, legal, regulatory and other assumptions applicable to the proposed transaction. Although we expect a reasonable basis will exist for those assumptions, the assumptions will generally involve current estimates of future conditions. Realization of many of the assumptions will be beyond our control. Moreover, the uncertainty and risk of inaccuracy associated with any financial projection will increase with the length of the forecasted period. Some acquisitions may not be accretive in the near term and will be accretive in the long-term only if we are able to timely and effectively integrate the underlying assets and such assets perform at or near the levels anticipated in our acquisition projections.

The process of integrating an acquired business may involve unforeseen costs and delays or other operational, technical and financial difficulties and may require a significant amount of time and resources. Our failure to successfully incorporate the acquired business and assets into our existing operations or to minimize any unforeseen operational difficulties could have a material adverse effect on our financial condition and results of operations. Furthermore, there is intense competition for acquisition opportunities in our industry. Competition for acquisitions may increase the cost of, or cause us to refrain from, completing acquisitions.

In addition, we may not have sufficient capital resources to complete any additional acquisitions. We may incur substantial indebtedness to finance future acquisitions and also may issue equity, debt or convertible securities in connection with such acquisitions. Debt service requirements could represent a significant burden on our results of operations and financial condition and the issuance of additional equity or convertible securities could be dilutive to our existing equity holders. Furthermore, we may not be able to obtain additional financing on satisfactory terms. Even if

we have access to the necessary capital, we may be unable to continue to identify suitable acquisition opportunities, negotiate acceptable terms or successfully acquire identified targets.

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Our operations are subject to inherent risks in the oil and gas industry, some of which are beyond our control. These risks may be self-insured, or may not be fully covered under our insurance policies.

Our operations are subject to hazards inherent in the oil and gas industry, such as, but not limited to, accidents and releases of produced water into the environment. These conditions can cause:

- disruption in operations;
- substantial repair, workover or remediation costs;
- technical difficulties encountered during disposal well drilling activities that require significant incremental capital expenditure or that render the well unfit for future service;
- personal injury or loss of human life;

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- significant damage to or destruction of property, plant and equipment;
- environmental pollution, including groundwater contamination;
- impairment or suspension of operations; and
- substantial revenue loss.

The occurrence of a significant event or adverse claim in excess of the insurance coverage that we maintain or that is not covered by insurance could have a material adverse effect on our liquidity, consolidated results of operations and consolidated financial condition. Any interruption in our services due to pipeline breakdowns or necessary maintenance, workovers or repairs could reduce sales our revenues and earnings. In addition, variability Variability of maintenance, workover or repair expense could have a significant negative impact on our gross margin and earnings. In addition, the hazards and risks associated with the transport, storage, handling, treatment and disposal of produced water has and may continue to expose us to claims from our employees, customers, and third parties, including, but not limited to, personal injury claims, property damage claims (including claims related to reservoir damage or subsurface trespass) and/or environmental liability claims. Litigation arising from a significant or catastrophic

occurrence at a location where our equipment and services are being used may result in our being named as a defendant in lawsuits asserting large claims, claims for which we may not be adequately indemnified or for which we have agreed to indemnify a customer or other third-party. Due to the unpredictable nature of such events and litigation, it is not possible to predict their impact on our results or the ultimate outcome of any current or future claims or lawsuits with certainty, and we may be held liable for significant losses.

We do not have insurance against all foreseeable risks, either because insurance is not available or because of the high premium costs. The occurrence of an event not fully insured against or the failure of an insurer to meet its insurance obligations could result in substantial losses. In addition, we may not be able to maintain adequate insurance in the future at rates we consider reasonable. Insurance may not be available to cover any or all of the risks to which we are subject, or, even if available, it may be inadequate, or insurance premiums or other costs could rise significantly in the future so as to make such insurance prohibitively expensive. Insurance may be inadequate in circumstances where, among others, we are unable to enforce the contractual allocation of potential liability and risks in our agreements with third-parties, where we incur an unforeseen liability falling outside the scope of such allocation or where we are required to enter into agreements in which such allocation is otherwise unfavorable to us. As a result, we may incur substantial losses which could materially and adversely affect our financial condition and results of operations.

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A loss of one or more significant customers could materially or adversely affect our results of operations.

We expect to continue to depend on a limited number of key customers to support our revenues for the foreseeable future. Any development that materially and adversely affects these customers could result in a reduction in our customers' spending for our services. Our three largest customers for the year ended December 31, 2022 December 31, 2023 represented approximately 57% 62% of our revenues. The loss of key customers, failure to renew contracts upon expiration, or a sustained decrease in demand by key customers could result in a substantial loss of revenues and could have a material and adverse effect on our consolidated results of operations.

Because a significant portion of our revenues is derived from ConocoPhillips, any development that materially and adversely affects ConocoPhillips' operations, financial condition or market reputation could have a material adverse impact on us.

ConocoPhillips is our largest customer, is a significant shareholder in us and is expected to play a significant role in our success. Accordingly, we are indirectly subject to the business risks of ConocoPhillips. Because a significant portion of our revenues is derived from ConocoPhillips, any development that materially and adversely affects ConocoPhillips' operations, financial condition or market reputation could have a material adverse impact on us. For the year ended December 31, 2022 December 31, 2023, ConocoPhillips and its affiliates accounted for approximately 34% 33% of our total consolidated revenues. As of December 31, 2022 December 31, 2023, ConocoPhillips and its affiliates accounted for approximately 36% 28% of our accounts receivable.

Our lack of diversification increases the risk of an investment in us and we are vulnerable to risks associated with operating primarily in one geographic area.

All of our operations are in the Permian Basin in Texas and New Mexico, making us vulnerable to risks associated with operating in one geographic area. Due to the concentrated nature of our business activities, a number of our properties could experience any of the same conditions at the same time, resulting in a

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relatively greater impact on our results of operations than they might have on other companies that are more diversified. In particular, we may be disproportionately exposed to the impact of regional supply and demand factors, availability of equipment, facilities, personnel or services, significant governmental regulation, natural disasters, adverse weather conditions, water shortages or other drought related conditions. Such delays or interruptions could have a material adverse effect on our financial condition, results of operations and cash flows.

Seasonal weather conditions and natural or man-made disasters could severely disrupt normal operations and have an adverse effect on our business, financial position and results of operations.

We operate in the Permian Basin which may be adversely affected by seasonal weather conditions and natural or man-made disasters. During periods of heavy snow, ice, rain or extreme weather conditions such as high winds and tornados or after other natural disasters such as earthquakes or wildfires, we may be unable to access our assets and our facilities may be damaged, thereby reducing our ability to provide services and generate revenues. For example, numerous earthquakes have been recorded recently in West Texas and Southeastern New Mexico. In addition, hurricanes or other severe weather in areas where we do not operate, such as the Gulf Coast region (including those weather-related events which may be caused or exacerbated by climate change), could seriously disrupt the supply of products and cause serious shortages in various areas, including the areas in which we do operate. Such disruptions could potentially have a material adverse impact on our business, consolidated financial position, results of operations and cash flows.

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We engage in transactions with related parties and such transactions present possible conflicts of interest that could have an adverse effect on us.

We have historically entered into a number of transactions with related parties. In particular, we have entered into a water gathering and handling agreement with ConocoPhillips, which owned approximately 47% of our Class B

common stock and a 22% interest in Solaris LLC (representing approximately 22% of our combined economic interest and voting power), as of **December 31, 2022** **December 31, 2023**. In addition, a member of our Board of Directors is affiliated with ConocoPhillips. Related party transactions create the possibility of conflicts of interest with regard to our management. Such a conflict could cause an individual in our management to seek to advance his or her economic interests above ours. Further, the appearance of conflicts of interest created by related party transactions could impair the confidence of our investors. Notwithstanding this, it is possible that a conflict of interest could have a material adverse effect on our liquidity, results of operations and financial condition. While the indenture that governs our Senior Sustainability-Linked Notes due 2026 (as defined under Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements) places restrictions on our ability to transact with ConocoPhillips, those restrictions are subject to significant exceptions.

The default Defaults by customers and counterparties could adversely affect our business, financial condition, and results of operations.

The deterioration in the financial condition of one or more of our significant customers or counterparties could result in their failure to perform under the terms of their agreement with us or default in the payment owed to us. Our customers and counterparties include crude oil and natural gas producers, equipment suppliers and groundwater suppliers whose creditworthiness may be suddenly and disparately impacted by, among other factors, commodity price volatility, deteriorating energy market conditions, and public and regulatory opposition to energy producing activities. Additionally, we depend on a limited number of customers for a significant portion of our revenues. In 2022, approximately 57% of our total consolidated revenues was generated from three of our customers, of which ConocoPhillips and its affiliates accounted for approximately 34% of total consolidated revenues. The concentration of credit risk may be affected by changes in economic or other conditions within our industry and may accordingly affect our overall credit risk. While we have credit approval procedures and policies in place, we are unable to completely eliminate the performance and credit risk to us associated with doing business with these parties. In a low commodity price environment, certain of our customers have been or could be negatively impacted, causing them significant economic stress resulting, in some cases, in a customer bankruptcy filing or an effort to renegotiate our contracts. The

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deterioration in the creditworthiness of our customers and the resulting increase in nonpayment and/or nonperformance by them could cause us to write down or write off accounts receivables or tangible and intangible assets. Such write-downs or write-offs could negatively affect our operating results in the periods in which they occur, and, if significant, could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

We may not be able to keep pace with technological developments in our industry.

The oil and gas industry is characterized by rapid and significant technological advancements and introductions of new products and services using new technologies. As others use or develop new technologies, we may be placed at a competitive disadvantage, and competitive pressures may force us to implement those new technologies at substantial cost. In addition, other water companies may have greater financial, technical and personnel resources that allow

them to enjoy technological advantages and may allow them to implement new technologies before we can. We may not be able to respond to these competitive pressures and implement new technologies on a timely basis or at an acceptable cost. If one or more of the technologies we use now or in the future were to become obsolete or if we are unable to use the most advanced commercially available technology, our business, financial condition, results of operations and cash flows could be adversely affected.

Our initiatives related to the development of technologies for the beneficial reuse of produced water require a substantial investment by us in research and development expenses and may not be successful or achieve market acceptance.

We have incurred significant expenditures to fund our research and development efforts related to the development of technologies for the beneficial reuse of produced water, and we intend to continue those

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expenditures in the future. However, research and development is by its nature speculative, and there can be no assurances that these expenditures will result in the development of new technology or that any new technology we develop will be commercially marketable or profitable to us. Many of our competitors in the development of such technology are large multinational companies that have significantly greater financial and personnel resources than we have, and they may be able to devote greater resources to research and development of technologies than us. In addition, our ability to compete effectively in the beneficial reuse space may also depend on our ability to obtain patents on proprietary technology. The inability to protect any innovations through patents could adversely affect our business, financial condition and results of operations.

We may be required to take write-downs of the carrying values of our long-lived assets and finite-lived intangible assets.

We evaluate our long-lived assets, such as property and equipment, and finite-lived intangible assets for impairment whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Recoverability is measured by a comparison of their carrying amount to the estimated undiscounted cash flows to be generated by those assets. Based on specific market factors and circumstances at the time of prospective impairment reviews and the continuing evaluation of development plans, economics and other factors, we may be required to write down the carrying value of our long-lived and finite-lived intangible assets. For the years ended **December 31, 2022**, **December 31, 2023** and **2021**, we recognized abandoned well costs of **\$15.8 million**, **\$1.3 million** and **\$28.5 million**, **\$15.8 million**, respectively, and long-lived asset impairment expense of **\$15.6 million**, **zero** and **none**, **\$15.6 million**, respectively.

We may be required to take a write-down of the carrying value of goodwill.

We conduct our annual goodwill impairment assessment during the fourth quarter of each year, or more frequently if an event or circumstance indicates that the carrying value of a reporting unit may exceed the fair value. When possible

impairment is indicated, we value the implied goodwill to compare it with the carrying amount of goodwill. If the carrying amount of goodwill exceeds its implied fair value, an impairment charge is recorded. We may use a combination of the income approach and the market approach to determine the fair

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value of a reporting unit. The fair value of goodwill may be based on estimates and assumptions applied by us such as revenue growth rates, gross margins, weighted average costs of capital, market multiples, and future market conditions and is affected by numerous factors, including the general economic environment and levels of exploration and production activity of oil and gas companies, our financial performance and trends, and our strategies and business plans, among others. As a result of this annual impairment assessment, we may be required to write down the carrying value of goodwill.

We previously identified a material weakness [37](#)

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Deficiencies in our internal control over financial reporting could prevent us from accurately and timely reporting our financial results.

We may identify additional material weaknesses in the future or otherwise fail to maintain an effective system of internal controls, which may result in material misstatements of our financial statements or cause us to fail to meet our periodic reporting obligations.

Prior to our IPO, we were a private company with limited accounting personnel and other resources with which to address our internal controls and procedures. We identified a material weakness **deficiencies** in our internal control over financial reporting as of December 31, 2020 caused by **in** the misapplication of accounting principles related to the estimate of amortization in connection with our intangible assets. We have taken steps to remediate this **future**, including significant deficiencies and material **weakness** and have implemented additional controls around identifying and determining the appropriate amount of amortization to record in connection with intangible assets. **weaknesses**. A "material weakness" **significant deficiency** is a deficiency or a combination of deficiencies in internal **controls** **control** over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of a company's financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement **in** of a company's annual or interim financial statements will not be prevented or detected on a timely basis. A deficiency in internal control exists when the design or operation of a control does not allow management or

employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis.

Although we took steps Failure to remediate the material weakness and the error amount was fully reflected and adjusted in our 2020 year-end financial statements, we can give no assurance that additional material weaknesses or significant deficiencies in our internal control over financial reporting will not be identified in a timely manner or to remediate any deficiencies, or the identification of material weaknesses or significant deficiencies in the future. Our failure to design, implement and maintain effective internal control over financial reporting could result in errors in our financial statements that could result in a restatement of our financial statements and cause us to fail to meet our reporting obligations.

Our debt instruments have restrictive covenants that could limit our financial flexibility.

Our Credit Facility (as described under Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements) and the indenture that governs our Notes contain financial and other restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our ability to borrow under our Credit Facility is subject to compliance with certain financial covenants, including leverage and interest coverage ratios. Our Credit Facility and the indenture that governs our Notes include other restrictions that, among other things limit our ability to:

- incur indebtedness;
- grant liens;
- engage in mergers, consolidations and liquidations;
- make asset dispositions, restricted payments and investments;
- enter into transactions with affiliates; and
- amend, modify or prepay certain indebtedness.

Our business plan and our compliance with these covenants are based on a number of assumptions, the most important of which is relatively stable oil and gas production, including our customers' planned development and production activity remaining consistent with their communications with us, relatively predictable costs for our capital improvements, a materially consistent legal and regulatory environment, and

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increased demand for recycled water along with margin improvements. The significant deterioration of oil and gas production or our customers' development activity from current levels, higher capital expenditures or reduced recycling and higher operating costs could lead to lower revenues, cash flows and earnings, which in turn could lead to a default under certain financial covenants contained in the Credit Facility. Our leverage may also make our results of operations more susceptible to adverse economic and industry conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive

disadvantage as compared to our competitors that have less debt. See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements.

Our failure to comply with these covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all of our debts. We may not have sufficient working capital to satisfy our debt obligations in the event of an acceleration of all or a significant portion of our outstanding indebtedness. Any of these events could have a material adverse effect on our business, financial condition and results of operations. Our leverage may also make our results of operations more susceptible to adverse economic and industry conditions by limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and may place us at a competitive disadvantage as compared to our competitors that have

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less debt. See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements.

Our leverage may limit our ability to borrow additional funds, comply with the terms of our indebtedness or capitalize on business opportunities.

Our leverage may adversely affect our ability to fund future working capital, capital expenditures and other general corporate requirements, future acquisitions, construction or development activities, or to otherwise fully realize the value of our assets and opportunities because of the need to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness or to comply with any restrictive terms of our indebtedness. Other companies with which we compete may have greater liquidity, more unencumbered assets, less indebtedness, greater access to credit and other financial resources, lower cost structures, more effective risk management policies and procedures, greater ability to incur losses, longer-standing relationships with customers, or greater potential for profitability than we do.

Constructing and maintaining water infrastructure used in the oil and gas industry requires significant capital. We may require additional capital in the future to develop and construct water handling, sourcing, transfer and other related infrastructure to execute our growth strategy. For the years ended December 31, 2022 December 31, 2023 and 2021, 2022, cash capital expenditures were \$146.5 million, \$169.7 million and \$74.7 million \$146.5 million, respectively. Historically, we have financed these investments through cash flows from operations, external borrowings and equity capital contributions. These sources of capital may not be available to us in the future. The inability to obtain additional financing to operate our business or capitalize on business opportunities, whether because of the restrictions set forth above or otherwise, could have a material adverse effect on our business, financial condition and results of operations.

Increases in interest rates could adversely impact the price of our shares, our ability to issue equity or incur debt for acquisitions or other purposes.

In March 2022, the Federal Reserve began and is expected to continue, to raise raising interest rates in an effort to curb inflation. inflation and continued to raise rates through July 2023. In this higher interest rate environment, interest

rates on future borrowings, credit facilities and debt offerings could be higher than current levels, remain elevated, causing our financing costs to increase accordingly. relative to existing costs. Changes in interest rates, either positive or negative, may also affect the yield requirements of investors who invest in our shares, and the rising interest rate environment could have an adverse impact on the price of our shares, or our ability to issue equity or incur debt for acquisitions or other purposes.

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Our business is difficult to evaluate because we have a limited operating history.

We were formed in May 2021 and do not have historical financial operating results prior to the IPO. For purposes of this Annual Report, our accounting predecessor is Solaris LLC, which was formed in November 2015. Except as expressly noted otherwise, our historical financial information and operational data described in this Annual Report is that of Solaris LLC and its consolidated subsidiaries. As a result, there is only limited historical financial and operating information available upon which to base an evaluation of our performance.

The risk 39

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A terrorist attack, armed conflict or unrest in various energy producing regions may adversely affect the economy and the price and availability of oil and natural gas. could harm our business.

The occurrence or threat of terrorist attacks in the U.S. or any of the major energy producing regions of the world or elsewhere, anti-terrorist efforts and other armed conflicts involving the U.S. or other countries, including continued hostilities in the Middle East, may adversely affect the U.S. and global economies and could result in disruptions in the supply of crude oil and natural gas. For example, the ongoing conflict, and the continuation of, or any increase in the severity of, the Russia-Ukraine conflict, has led and may continue to lead to an increase in the volatility of global oil and natural gas prices. Such disruptions could have a material impact on both availability and price of oil and natural gas, and which could prevent us from meeting our financial and other obligations. Additionally, destructive forms of protest and opposition by extremists and other disruptions, including acts of sabotage or eco-terrorism, against oil and natural gas development and production activities could potentially result in personal injury to persons, damages to property, natural resources or the environment, or lead to extended interruptions of our or our customers' operations. If any of these events occur, the resulting political instability and societal disruption could reduce overall demand for oil and gas, potentially putting downward pressure on demand for our services and causing a reduction in our revenues. Oil and gas related facilities could be direct targets of terrorist attacks, and our operations could be adversely impacted if infrastructure integral to our or our customers' operations is destroyed or damaged. Costs Expenses related to

security and costs for insurance and other security may increase as a result of these threats, and some insurance coverage may become more difficult to obtain, if available at all.

Complications with the design or implementation of our new enterprise resource planning system could adversely impact our business and operations.

We rely extensively on information systems and technology to manage our business and summarize operating results. We are in the process of implementing a new enterprise resource planning ("ERP") system. This ERP system will replace our existing operating and financial systems. The ERP system is designed to accurately maintain our financial records, enhance operational functionality and provide timely information to our management team related to the operation of the business. The ERP system implementation process will require the investment of personnel and financial resources. We may be unable to successfully implement the ERP system without experiencing delays, increased costs and other difficulties. If we are unable to successfully design and implement the new ERP system as planned, our financial position, results of operations and cash flows could be negatively impacted. Additionally, if we do not effectively implement the ERP system as planned or the ERP system does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected or our ability to assess those controls adequately could be delayed.

We are subject to cybersecurity attacks on any of our facilities or those of third parties. A cyber incident could occur and result in information theft, data corruption, operational disruption and/or financial loss.

The oil and gas industry has become increasingly dependent on digital technologies to conduct certain processing activities. For example, we depend on digital technologies to perform many of our services and to process and record financial and operating data. At the same time, cyber incidents, including deliberate attacks or unintentional events, have increased. The U.S. government has issued public warnings that indicate that energy assets might be specific targets of cybersecurity threats. Our technologies, systems and networks, and those of our vendors, suppliers and other business partners, may become the target of cyber attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of proprietary and other information, or other disruption of business operations. In addition, certain cyber incidents, such as surveillance, may remain undetected for an extended period. Our financial results could also be adversely affected if an employee causes our systems to fail, either as a result of inadvertent error or by deliberately tampering with or manipulating our systems. In addition, dependence upon automated systems may further increase the risk related to operational system flaws, and employee tampering or manipulation of those systems will result in losses that are difficult to detect. Further, the increasing prevalence of remote work arrangements among our own employees and those of third parties may increase the risk of cyber incidents. Our systems for protecting against cybersecurity risks may not be sufficient. As cyber incidents continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to

privacy laws, regulatory penalties, damage to our reputation or loss of confidence in us, or

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additional costs for remediation and modification or enhancement of our information systems to prevent future occurrences, all of which could have a material and adverse effect on our business, financial condition or results of operations.

Risks Related to Our Legal and Regulatory Environment

Restrictions on the ability to procure water or changes in water sourcing requirements could decrease the demand for our services.

Our business includes water transfer for use in our customers' oil and gas E&P activities. Our access to the water we supply may be limited due to reasons such as prolonged drought or our inability to acquire or maintain water sourcing permits or other rights. In addition, some state and local governmental authorities have begun to monitor or restrict the use of water subject to their jurisdiction for hydraulic fracturing to ensure adequate local water supply. For instance, some states require E&P companies to report certain information regarding the water they use for hydraulic fracturing and to monitor the quality of groundwater surrounding some wells stimulated by hydraulic fracturing. Any such decrease in the availability of water, or demand for water services, could adversely affect our business and results of operations.

Legislation or regulatory initiatives intended to address seismic activity could restrict our ability to recycle or handle produced water gathered from our E&P customers and, accordingly, could have a material adverse effect on our business.

Recent seismic events in the U.S. near underground disposal wells used for the disposal by injection of produced water resulting from oil and gas activities, including recent seismic events occurring in the Permian Basin near Midland, Texas, have led to concerns of the public or governmental authorities regarding disposal activities. In response to concerns regarding induced seismicity, regulators in some states have imposed, or are considering imposing, additional requirements in the permitting of produced water disposal wells to assess any relationship between seismicity and the use of such wells. Among other things, these rules require companies seeking permits for disposal wells to provide seismic activity data in permit applications, provide for more frequent monitoring and reporting for certain wells and allow the state to modify, suspend or terminate permits on grounds that a disposal well is likely to be, or determined to be, causing seismic activity. States have issued orders to temporarily shut down or to curtail the injection depth of existing wells in the vicinity of seismic events. Increased regulation and attention given to induced seismicity could also lead to greater opposition, including litigation that limits or prohibits oil and natural gas activities utilizing injection wells for produced water disposal.

We currently operate in the states of New Mexico and Texas, where the NMOCD and TRC have recently addressed seismic activity in their respective states by curtailing injected volumes and/or suspending certain permits for disposal

wells injecting into deep strata. See Items 1. and 2. Business and Properties – Regulation – Environmental and Occupational Safety and Health Matters – Water handling facilities and seismicity for recent changes in regulations.

We currently operate wells in the SRAs in Texas and New Mexico. Should the TRC take additional action in the existing SRAs or establish new SRAs near our operations, it could have a significant adverse effect on our business. Additionally, the adoption and implementation of any new laws, regulations or directives that restrict our ability to dispose of produced water gathered from our customers by limiting volumes, disposal rates, disposal well locations or otherwise, or requiring us to shut down disposal wells, could have a material adverse effect on our business, financial condition, and results of operations. See Part II, Item 7. Management's Discussion and Analysis of Results of Operations – General Trends and Outlook – Seismicity for a discussion of the impact on our business.

Additional potential consequences of seismic activity are lawsuits alleging that disposal well operations have caused damage to neighboring properties or otherwise violated state and federal rules regulating waste disposal. These developments could result in additional regulation and restrictions on the use of injection

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wells. Increased regulation and attention given to induced seismicity could lead to greater opposition to oil and gas activities utilizing injection wells for waste disposal. The adoption and implementation of any new laws, regulations or directives that restrict our ability to recycle or handle produced water gathered from our customers by limiting volumes, disposal rates, disposal well locations or otherwise, or requiring us to shut down disposal wells, or our inability to serve our customers as required by our contracts, could result in asset impairment and could have a material adverse effect on our business, financial condition and results of operations.

In the future we may face increased obligations relating to the closing of our produced water handling facilities and may be required to provide an increased level of financial assurance to guarantee the appropriate closure activities occur for a produced water handling facility.

Obtaining a permit to own or operate produced water handling facilities generally requires us to establish performance bonds, letters of credit or other forms of financial assurance to address clean-up and closure obligations. As we acquire additional produced water handling facilities or construct additional produced water handling facilities, these obligations will increase. Additionally, in the future, regulatory agencies may require us to increase the amount of our closure bonds at existing produced water handling facilities. Asset retirement obligations related to future closure obligations of our produced water handling facilities totaled \$19.8 million as of **December 31, 2022** **December 31, 2023**. Moreover, actual costs could exceed our current expectations, as a result of, among other things, federal, state or local government regulatory action, increased costs charged by service providers that assist in closing produced water handling facilities and additional environmental remediation requirements. The obligation to satisfy increased regulatory requirements associated with our produced water handling facilities could result in an increase of our operating costs and have a material adverse effect on our business, financial position and results of operations.

Our sales of groundwater and our gathering, handling and recycling of produced water expose us to potential regulatory risks.

There are unique risks associated with recycling and/or handling produced water and the legal requirements related to handling produced water, or the disposal of produced water into a non-producing geologic formation by means of underground injection wells, are subject to change based on concerns of the public or governmental authorities. There remains substantial uncertainty regarding the disposal of produced water by means of underground injection wells, which could result in substantial additional liabilities or costs to us that cannot be predicted. These include liabilities related to the handling, treatment, storage, disposal, transport, release and use of radioactive materials, which could be in produced water received from our oil and natural gas producer customers, and uncertainties regarding the ultimate, and potential exposure to, technical and financial risks associated with modifying or decommissioning produced water handling facilities. Federal or state regulatory agencies could require the shutdown of produced water handling facilities for safety reasons or refuse to permit restart of any facility after unplanned or planned outages. New or amended safety requirements and regulatory laws may give rise to additional operation and maintenance costs and capital expenditures. Additionally, aging equipment may require more capital expenditures to keep each of these

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produced water handling facilities operating efficiently or in compliance with applicable laws and regulations. This equipment is also likely to require periodic upgrading and improvement in order to maintain compliance and probability. Although the safety record of produced water handling generally has been very good, accidents and other unforeseen problems have occurred. The consequences of a major incident could be severe and include loss of life and property damage. Any resulting liability from a major environmental or catastrophic incident could exceed our resources, including insurance coverage.

Fuel conservation measures could reduce demand for oil and natural gas which would, in turn, reduce the demand for our services.

Fuel conservation measures, alternative fuel requirements and increasing consumer demand for alternatives to oil and natural gas could reduce demand for oil and natural gas. The impact of the changing demand for oil and natural gas may have a material adverse effect on our business, financial condition, prospects, results of

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operations and cash flows. Additionally, the increased competitiveness of alternative energy sources (such as wind, solar, geothermal, tidal, fuel cells and biofuels) could reduce demand for hydrocarbons and therefore for our services, which would lead to a reduction in our revenues.

We may be subject to claims for personal injury and property damage, which could materially adversely affect our financial condition and results of operations.

We operate with most of our customers under water services agreements that endeavor to allocate potential liabilities and risks between the parties. As part of that allocation, we generally agree to certain indemnification obligations in connection with the services we provide, such as agreeing to indemnify our customers for liabilities arising from personal injury to or death of any of our employees, unless resulting from gross negligence or willful misconduct of the customer, and agreeing to indemnify our customers for loss or destruction of property or equipment we own. Even if our customers agree to indemnify us in certain cases as part of the potential liability and risk allocation in our agreement, we may nevertheless have liability in such cases if we are negligent or commit willful acts. We may also not succeed in enforcing the contractual allocation of potential liability and risk in our agreements, we may incur an unforeseen liability falling outside the scope of such allocation or we may be required to enter into a water services agreement in which such allocation is otherwise unfavorable to us. As a result, we may incur substantial losses which could materially and adversely affect our financial condition and results of operations.

Unsatisfactory safety performance may negatively affect our customer relationships and, to the extent we fail to retain existing customers or attract new customers, adversely impact our revenues.

Our ability to retain existing customers and attract new business is dependent on many factors, including our ability to demonstrate that we can reliably and safely operate our business and stay current on constantly changing rules, regulations, training and laws. Existing and potential customers consider the safety record of their service providers to be of high importance in their decision to engage third-party services. If one or more accidents were to occur at one of our operating sites, the affected customer may might seek to terminate or cancel its use of our facilities or services, and may be less likely to continue to use our services, which could cause us to lose substantial revenues. Further, A deterioration of our safety record could also negatively impact our ability to attract new customers and retain other customers.

Fuel conservation measures could reduce demand for oil and natural gas which would, in turn, reduce the demand for our services.

Fuel conservation measures, alternative fuel requirements and increasing consumer demand for alternatives to oil and natural gas could reduce demand for oil and natural gas. The impact of the changing demand for oil and natural gas may be impaired if they elect not have a material adverse effect on our business, financial condition, prospects, results of operations and cash flows. Additionally, the increased competitiveness of alternative energy sources (such as wind, solar, geothermal, tidal, fuel cells and biofuels) could reduce demand for hydrocarbons and therefore for our services, which would lead to purchase a reduction in our third-party services because they view our safety record as unacceptable. In addition, it is possible that we will experience numerous or particularly severe accidents in the future, causing our safety record to deteriorate. This may be more likely as we continue to grow, if we experience high employee turnover or labor shortage, or add inexperienced personnel. revenues.

We are subject to environmental and occupational health and safety laws and regulations that may expose us to significant liabilities for penalties, damages or costs of remediation or compliance.

Our operations and the operations of our customers are subject to federal, state and local laws and regulations in the U.S. relating to protection of natural resources and the environment, health and safety aspects of our operations and waste management, including the disposal of waste and other materials. These laws and regulations may impose numerous obligations on our operations and the operations of our customers, including the acquisition of permits to take fresh water from surface and underground sources, construct pipelines or containment facilities, drill wells or

conduct other regulated activities, the incurrence of capital expenditures to mitigate or prevent releases of materials from our facilities or from customer locations where we are providing services, the imposition of substantial liabilities for pollution resulting from our operations, and the application of specific health and safety criteria addressing worker protection. Any failure on our part or the part of our customers to comply with these laws and regulations could result in the impairment or cancellation of operations, assessment of sanctions, including administrative, civil and criminal penalties, injunctions, reputational damage, the imposition of investigatory, remedial, and corrective action obligations or the incurrence of capital expenditures; the occurrence of restrictions, delays or cancellations in the permitting, development or expansion of projects; and the issuance of injunctions restricting or prohibiting some or all of our activities in a particular area.

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Our business activities present risks of incurring significant environmental regulatory compliance costs and liabilities, including costs and liabilities resulting from our handling of byproducts of the oil and natural gas production process, because of air emissions and produced water discharges related to our operations. Our businesses include the operation of recycling facilities and oilfield waste disposal injection wells that pose risks of environmental liability, including leakage or accidental spills from the wells to surface or subsurface soils, surface water or groundwater. In addition, private parties, including the owners of properties upon which we perform services and facilities where our wastes are taken for recycling or disposal, also may have the right to pursue legal actions to enforce compliance as well as to seek damages for non-compliance with

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environmental laws and regulations or for personal injury or property or natural resource damages. Some environmental laws and regulations may impose strict and/or joint and several liability, which means that in some situations we could be exposed to liability as a result of our conduct that was lawful at the time it occurred or the conduct of, or conditions (such as environmental contamination) caused by, prior operators or other third parties. Remedial costs and other damages arising as a result of environmental laws and costs associated with changes in environmental laws and regulations could be substantial and could have a material adverse effect on our liquidity, results of operations and financial condition.

Over time, laws and regulations protecting the environment generally have the tendency to become more stringent, potentially leading to material increases in costs for future environmental compliance and remediation. The adoption of any new laws or regulations, amendment of existing laws and regulations, changes in interpretation of legal requirements or increased enforcement could restrict, delay or cancel exploratory or developmental drilling for oil and

gas and could limit well servicing opportunities. We may not be able to recover some or any of our costs of compliance with these laws and regulations from insurance.

Legislation or regulatory initiatives intended to address seismic activity could restrict our ability to recycle or handle produced water gathered from our E&P customers and, accordingly, could have a material adverse effect on our business.

Recent seismic events in the U.S. near underground disposal wells used for the disposal by injection of produced water resulting from oil and gas activities, including recent seismic events occurring in the Permian Basin near Midland, Texas, have led to concerns of the public or governmental authorities regarding disposal activities. In response to concerns regarding induced seismicity, regulators in some states have imposed, or are considering imposing, additional requirements in the permitting of produced water disposal wells to assess any relationship between seismicity and the use of such wells. Among other things, these rules require companies seeking permits for disposal wells to provide seismic activity data in permit applications, provide for more frequent monitoring and reporting for certain wells and allow the state to modify, suspend or terminate permits on grounds that a disposal well is likely to be, or determined to be, causing seismic activity. States have also issued, and may in the future issue, orders to temporarily shut down or to curtail the injection depth of existing wells in the vicinity of seismic events.

We currently operate in the states of New Mexico and Texas, where the NMOCD and TRC have recently addressed seismic activity in their respective states by curtailing injected volumes and/or suspending certain permits for disposal wells injecting into deep strata. See Items 1. and 2. Business and Properties – Regulation – Environmental and Occupational Safety and Health Matters – Water handling facilities and seismicity for recent changes in regulations.

We currently operate wells in the SRAs in Texas and New Mexico. Should the TRC or NMOCD take additional action in the existing SRAs or establish new SRAs near our operations, it could have a significant adverse effect on our business. Additionally, the adoption and implementation of any new laws, regulations or directives that restrict our ability to dispose of produced water gathered from our customers by limiting volumes, disposal rates, disposal well locations or otherwise, or requiring us to shut down disposal wells, could have a material adverse effect on our business, financial condition, and results of operations. See Part II, Item 7. Management's Discussion and Analysis of Results of Operations – General Trends and Outlook – Seismicity for a discussion of the impact on our business.

Additional potential consequences of seismic activity are lawsuits alleging that disposal well operations have caused damage to neighboring properties or otherwise violated state and federal rules regulating waste disposal. These developments could result in additional regulation and restrictions on the use of injection wells. Increased regulation and attention given to induced seismicity could lead to greater opposition to oil and gas activities utilizing injection wells for waste disposal. The adoption and implementation of any new laws, regulations or directives that restrict our ability to recycle or handle produced water gathered from our customers by limiting volumes, disposal rates, disposal well locations or otherwise, or requiring us to shut down disposal wells, or our inability to serve our customers as required by our contracts, could result in asset

impairment and could have a material adverse effect on our business, financial condition and results of operations.

Climate change legislation, laws and regulations restricting GHG emissions, promoting the development of alternative sources of energy, prohibiting, restricting, or delaying oil and gas development on public lands, or legal or other action taken by public or private entities related to climate change could force our customers to incur increased capital and operating costs and could have a material adverse effect on our financial condition, results of operations and cash flows, as well as our reputation.

In recent years, As discussed above in Items 1. and 2. Business and Properties – Regulation – Environmental and Occupational Safety and Health Matters, international, federal, state and local governments have taken steps to reduce GHG emissions. The EPA has finalized a series of GHG monitoring, reporting and emissions control rules for the oil and natural gas industry, and the U.S. Congress has, from time to time, considered adopting legislation to reduce emissions. Given the long-term trend toward increasing regulation, future federal GHG regulations of the oil and gas industry remain a possibility, and states in the US have taken measures to reduce GHG emissions primarily through the development of GHG emission inventories and/or regional GHG cap-and-trade programs.

During 2022, the administration has focused on addressing climate change and is likely to take executive action or support legislation in furtherance of achieving certain GHG emissions goals. In February 2021, the United States rejoined the Paris Agreement. In April 2021, President Biden set a new goal for the United States to achieve a 50-52% reduction from 2005 levels in economy-wide net GHG pollution in 2030. Further, in November 2021, the United States and other countries entered into the Glasgow Climate Pact, which includes a range of measures designed to address climate change, including but not limited to the phase-out of fossil fuel subsidies, reducing methane emissions 30% by 2030, and cooperating toward the advancement of the development of clean energy. In August 2022, the Inflationary Reduction Act of 2022 was enacted and included a \$369 billion investment in modernizing the American energy system. The legislation is aimed at helping the United States to achieve the 50-52% reduction of GHGs from 2005 levels by 2030. The adoption of legislation or regulatory programs or other government action to reduce emissions of GHGs or restrict, delay or prohibit oil and gas development on public lands could further require our customers and us to incur increased operating costs, such as costs to purchase and operate emissions control systems, to acquire emissions allowances or to comply with new regulatory or reporting requirements, or prevent us from conducting operations in certain areas. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, the oil and gas our customers produce. Additionally, political, financial and litigation risks may result in our customers restricting, delaying or canceling production activities or impairing the ability to continue to operate in an economic manner. Consequently,

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legislation and regulatory programs to reduce emissions of GHGs could have an adverse effect on our business, financial condition, results of operations and cash flows.

In addition, some scientists have concluded that increasing concentrations of GHGs in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events. If such climatic events were to occur more frequently or with greater

intensity, our customers' exploration and development activities could be adversely affected, as these events could cause a loss of production from temporary cessation of activity or damaged facilities and equipment. If any such events were to occur, they could have an adverse effect on the demand for our services and our financial condition, results of operations and cash flows. For a more complete discussion of environmental laws and regulations intended to address climate change and their impact on our business and operations, see *Items 1. and 2. Business and Properties – Regulation – Environmental and Occupational Safety and Health Matters*.

There have also been efforts in recent years For a discussion of the influence of environmental laws and regulations intended to **influence** address climate change on the investment community, **including investment advisors** see **Risk Factor** titled "There is uncertainty related to the future profitability of the oil and certain sovereign wealth, pension and endowment funds, as well as other stakeholders, promoting divestment of fossil fuel equities and pressuring lenders to limit funding to companies engaged in the extraction of fossil fuel reserves. Such environmental activism and initiatives aimed at limiting climate change and reducing air pollution could reduce the demand for our services and interfere with our customers' business activities and operations. **natural gas industry broadly.**"

A portion of our customers' oil and gas leases are granted by the federal government. To the extent such leases are suspended or terminated, or we or our customers are unable to obtain permits or right-of-way grants required for operations on such leases, our operations could be materially affected.

A portion of our customers' leases in New Mexico are granted by the federal government and administered by the **Bureau of Land Management ("BLM")**, **BLM**, a federal agency. Operations conducted by us and our customers on federal oil and gas leases must comply with numerous additional statutory and regulatory restrictions, including permitting obligations. In addition, the U.S. Department of the Interior (via various of its agencies, including the BLM and the Office of Natural Resources Revenue) has certain authority over our activities on federal and tribal lands. These leases contain relatively standardized terms requiring compliance with detailed regulations. Under certain

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circumstances, the BLM may require operations on federal leases to be suspended or terminated or may deny permits or right-of-way grants required for operations on such leases. Any such suspension or termination, or inability to obtain required permits or right-of-way grants, could materially and adversely affect our interests.

Additionally, as noted above, the Biden Administration has taken several actions to curtail oil and gas activities on federal lands, including, for example, taking a pause on new oil and natural gas leases on public lands or in offshore waters. Although the Department of the Interior has resumed processing oil and gas drilling permits, we cannot guarantee that further action will not be taken that could curtail or limit oil and gas development on federal land.

Further, environmental incidents such as the Macondo well incident could result in similar drilling moratoria, and could result in increased federal, state, and international regulation of our and our customers' operations that could negatively impact our earnings, prospects and the availability and cost of insurance coverage. Any additional regulation of the exploration and production industry as a whole could result in fewer companies being financially

qualified to operate offshore or onshore in the U.S. or in non-U.S. jurisdictions, resulting in higher operating costs for our customers and reduced demand for our products and services.

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Federal, state and local legislation and regulatory initiatives relating to hydraulic fracturing, as well as governmental reviews of such activities, could result in increased costs and additional operating restrictions, delays or cancellations in the drilling and completion of oil and gas wells that may reduce demand for our services and could have a material adverse effect on our liquidity, consolidated results of operations and consolidated financial condition.

We do not conduct hydraulic fracturing operations, but many of our customers' oil and natural gas production operations require hydraulic fracturing as part of the well completion process. **Hydraulic fracturing involves the injection of water, sand or other propping agents and chemicals under pressure into rock formations to stimulate oil and gas production.** Although certain aspects of hydraulic fracturing operations **including the use of diesel fuel in fracturing fluids, capture of volatile organic compounds released during hydraulic fracturing and discharge of wastewater,** are subject to current guidance or regulation, Congress has not adopted legislation to provide for federal regulation of hydraulic fracturing; however, President Biden could seek to pursue legislative, regulatory or executive initiatives that restrict hydraulic fracturing activities, though we cannot predict when or the scope of any such legislation at this time.

In addition, a number of states and local regulatory authorities and federal politicians are considering or have implemented more stringent regulatory requirements applicable to hydraulic fracturing, including bans/moratoria on drilling that effectively prohibit further production of oil and gas through the use of hydraulic fracturing or similar operations.

The adoption of new laws or regulations imposing reporting or operational obligations on, or otherwise limiting or prohibiting, the hydraulic fracturing process could make it more difficult for our customers to complete oil and gas wells in unconventional plays. In addition, if hydraulic fracturing becomes regulated at the federal level as a result of federal legislation or regulatory initiatives by the EPA, hydraulic fracturing activities could become subject to additional permitting requirements, and also to attendant permitting delays and potential increases in cost, which could adversely affect the demand for our services and results of operations.

Restrictions on drilling and related activities intended to protect certain species of wildlife or their habitat may adversely affect our customers' ability to conduct drilling and related activities in some of the areas where we operate.

Various federal and state statutes prohibit certain actions that harm endangered or threatened species and their habitats, migratory birds, wetlands and natural resources. These statutes include the ESA, the MBTA, the BGEPA, the CWA, CERCLA and the OPA. The U.S. Fish and Wildlife Service may designate critical habitat and suitable habitat areas that it believes are necessary for survival of threatened or endangered species. A critical habitat or suitable habitat designation could result in further material restrictions to federal land use and private land use and could delay

or prohibit our customers' land access or oil and gas development. If adverse impact to species or damages to wetlands, habitat or natural resources occur or may

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occur as result of our or our customers' activities, government entities or, at times, private parties may act to prevent such activities or seek damages for harm to species, habitat or natural resources resulting from our activities or our customers' drilling, construction or releases of oil, wastes, hazardous substances or other regulated materials, which could reduce the demand for our services.

For example, there have been repeated calls for on June 30, 2023, the USFWS to list U.S. Fish and Wildlife Service proposed that the dunes sagebrush lizard, which is found only in the active and semi-stable shinnery oak dunes of Southeastern New Mexico and adjacent portions of Texas, including areas where we operate. operate, be listed as endangered under the ESA. The comment period on the proposed rule ended on October 2, 2023. The lesser prairie-chicken, which can also be found in areas where we operate, was listed under the ESA effective January 24, 2023.

Although To the dunes sagebrush lizard has not yet been listed under the ESA, to the extent the lesser prairie-chicken or other species are listed under the ESA or similar state laws, or previously unprotected species are designated as threatened or endangered in areas where our assets and operations are located, operations in those areas could incur increased costs arising from species protection measures and face delays or limitations with respect to production activities thereon.

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Delays or restrictions in obtaining or renewing permits by us for our operations or by our customers for their operations could impair our business.

Our operations and the operations of our oil and gas producing customers typically require that we and our customers obtain and maintain a number of permits from one or more governmental agencies in order to perform drilling and completion activities, secure water rights, construct impoundments tanks, and construct and operate pipelines, handling facilities and recycling facilities. Many of these permits require a significant amount of monitoring, record keeping and reporting in order to demonstrate compliance with the underlying permit. Noncompliance or incomplete documentation of our compliance status may result in the imposition of fines, penalties and injunctive relief. Such permits are typically issued by state agencies, but federal and local governmental permits may also be required. As of December 31, 2022 December 31, 2023, we had permits for (i) 205 approximately 220 miles of pipelines, (ii) 42 35 produced water handling facilities and (iii) 56 recycling facilities that, in each case, have not been constructed. We

may not be able to achieve commercial operations on any particular permitted site. A decision by a governmental agency to deny or delay the renewal of any of these permits or other approval, or to revoke or substantially modify an existing permit or other approval, could adversely affect our ability to initiate or complete construction of any of these pipelines or facilities and we can provide no assurance that we will complete these projects on schedule, or at all. Additionally, these permits were issued pursuant to existing laws and regulations that are subject to change, which could result in the imposition of more stringent requirements and impair our ability to initiate or complete the construction of these pipelines and facilities.

In addition, some of our customers' drilling and completion activities in the U.S. may take place on federal land or Native American lands, requiring leases and other approvals from the federal government or Native American tribes to conduct such drilling and completion activities. Under certain circumstances, federal agencies may cancel proposed leases for federal lands and refuse to grant or delay required approvals. Therefore, our customers' operations in certain areas of the U.S. may be interrupted or suspended for varying lengths of time, causing a loss of revenue to us and adversely affecting our results of operations in support of those customers.

Risks Related to the Ownership of Our Class A Common Stock

We are a holding company. Our sole material asset is our equity interest in Solaris LLC and we are accordingly dependent upon distributions from Solaris LLC to pay taxes, make payments under the Tax Receivable Agreement and cover our corporate and other overhead expenses.

We are a holding company and have no material assets other than our equity interest in Solaris LLC. See Items 1. and 2. Business and Property ■■■ Organizational Structure and Corporate Information ■■■ Corporate Reorganization. We have no independent means of generating revenue. To the extent Solaris LLC has available cash, we intend to cause Solaris LLC to make (i) generally pro rata advance distributions to Aris Inc.

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in an amount at least sufficient to allow us to pay our taxes, (ii) non-pro rata advance distributions to allow us to make payments under the Tax Receivable Agreement we have entered into with the TRA Holders and any subsequent tax receivable agreements that we may enter into in connection with future acquisitions and (iii) non-pro rata payments to us to reimburse us for our corporate and other overhead expenses. To the extent that we need funds and Solaris LLC or its subsidiaries are restricted from making such distributions or payments under applicable law or regulation or under the terms of the credit facility, Credit Facility, the indenture governing the Notes or any future financing arrangements, or are otherwise unable to provide such funds, our liquidity and financial condition could be materially adversely affected.

Moreover, because we have no independent means of generating revenue, our ability to make payments under the Tax Receivable Agreement is dependent on the ability of Solaris LLC to make distributions to us in an amount sufficient to cover our obligations under the Tax Receivable Agreement. This ability, in turn, may depend on the ability of Solaris LLC's subsidiaries to make distributions to it. The ability of Solaris LLC, its subsidiaries and other entities in which it directly or indirectly holds an equity interest to make such distributions will be subject to, among other things,

(i) the applicable provisions of Delaware law (or other applicable jurisdiction) that may limit the amount of funds available for distribution and (ii) restrictions in

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relevant debt instruments issued by Solaris LLC or its subsidiaries and/other entities in which it directly or indirectly holds an equity interest. To the extent that we are unable to make payments under the Tax Receivable Agreement for any reason, such payments will be deferred and will accrue interest until paid.

For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to other public companies.

We are classified as an “emerging growth company” under the JOBS Act. For as long as we are an emerging growth company, we will not be required to, among other things: (i) provide an auditor’s attestation report on management’s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; (ii) comply with any new requirements if adopted by the PCAOB requiring mandatory audit firm rotation or a supplement to the auditor’s report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; (iii) provide certain disclosures regarding executive compensation required of larger public companies; or (iv) hold nonbinding advisory votes on executive compensation. We will remain an emerging growth company up until the last day of the fiscal year following the fifth anniversary of our IPO, or such earlier time that we have more than \$1.235 billion of revenues in a fiscal year, have more than \$700.0 million in market value of our common stock held by non-affiliates (and have been a public company for at least 12 months), or issue more than \$1.0 billion of non-convertible debt over a three-year period.

To the extent that we rely on any of the exemptions available to emerging growth companies, there will be less information available about our executive compensation and internal control over financial reporting than issuers that are not emerging growth companies. If some investors find our Class A common stock to be less attractive as a result, there may be a less active trading market for our Class A common stock and our stock price may be more volatile.

In addition, once we are no longer an emerging growth company, compliance with rules and regulations that do not currently apply to us as an emerging growth company may increase our compliance costs, may make some activities more difficult or time-consuming, and may otherwise strain our systems and resources and distract management.

Our principal stockholders collectively hold a substantial portion of the voting power of our common stock.

Holders of Class A common stock and Class B common stock will vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law or our amended and restated certificate of incorporation. As of December 31, 2022 December 31, 2023, the Legacy Owners

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of Solaris LLC own 100% of our Class B common stock equating to a 48% economic and voting power interest in Solaris LLC of which, (i) ConocoPhillips owns approximately 47% of our Class B common stock and an approximate 22% economic interest and voting power and (ii) Yorktown Energy Partners XI, L.P. ("Yorktown") owns approximately 37% of our Class B common stock and an approximate 18% economic interest and voting power.

Although the owners of our Class B common stock are entitled to act separately in their own respective interests with respect to their ownership in us, if they choose to act in concert, they will together have the ability to strongly influence all matters requiring stockholder approval, including mergers and other material transactions, as well as the composition of our Board or a change in control of our company that could deprive our stockholders of an opportunity to receive a premium for their Class A common stock as part of a sale of our company. The existence of significant stockholders may also have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management, or limiting the ability of our other stockholders to approve transactions that they may deem to be in the best interests of our company.

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In addition, we entered into a director nomination agreement with affiliates of ConocoPhillips and Yorktown in connection with the closing of the IPO. The director nomination agreement provided such holders with the right, but not the obligation, to nominate directors for election to our Board as follows: (i) ConocoPhillips has the right to nominate one nominee for election to our Board for so long as ConocoPhillips and its affiliates beneficially own at least 12.5% of the voting power of our common stock and such nominee will be a Class III director and (ii) Yorktown has the right to nominate one nominee for election to our Board for so long as Yorktown and its affiliates beneficially own at least 12.5% of the voting power of our common stock and such nominee will be a Class I director. In addition, each of ConocoPhillips and Yorktown are entitled to designate the successor for its respective Board designee whose Board service terminates prior to the end of the director's term. The rights of each of ConocoPhillips and Yorktown will terminate on the date when such holder ceases to beneficially own at least 12.5% of the voting power of our common stock (or earlier upon written notice by such holder agreeing to terminate its rights under the agreement).

So long as the owners of our Class B common stock continue to control a significant amount of our common stock, each will continue to be able to strongly influence all matters requiring stockholder approval, regardless of whether or not other stockholders believe that a potential transaction is in their own best interests. In any of these matters, the interests of the owners of our Class B common stock may differ or conflict with the interests of our other stockholders. In addition, certain of the owners of our Class B common stock and their respective affiliates may, from time to time, acquire interests in businesses that directly or indirectly compete with our business, as well as businesses that are significant existing or potential customers. Such owners of our Class B common stock and their respective affiliates may acquire or seek to acquire assets that we seek to acquire and, as a result, those acquisition opportunities may not be available to us or may be more expensive for us to pursue. Moreover, this concentration of stock ownership may

also adversely affect the trading price of our Class A common stock to the extent investors perceive a disadvantage in owning stock of a company with significant stockholders.

Certain of our directors have significant duties with, and spend significant time serving, entities that may compete with us in seeking acquisitions and business opportunities and, accordingly, may have conflicts of interest in allocating time or pursuing business opportunities.

Certain of our directors hold positions of responsibility with other entities (including affiliated entities) that are in the oil and natural gas industry. These directors may become aware of business opportunities that may be appropriate for presentation to us as well as to the other entities with which they are or may become affiliated. Due to these existing and potential future affiliations, they may present potential business opportunities to other entities prior to presenting them to us, which could cause additional conflicts of interest. They may also decide that certain opportunities are more appropriate for other entities with which they are affiliated, and as a result, they may elect not to present those opportunities to us. These conflicts may not be resolved in our favor.

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Certain Designated Parties are not limited in their ability to compete with us, and the corporate opportunity provisions in our amended and restated certificate of incorporation could enable such Designated Parties and their respective affiliates to benefit from corporate opportunities that might otherwise be available to us.

Our governing documents provide that Yorktown and COG Operating LLC, a wholly-owned subsidiary of ConocoPhillips, and their respective interests in other entities and affiliates (collectively, the "Designated Parties") are not restricted from owning assets or engaging in businesses that compete directly or indirectly with us.

In particular, subject to the limitations of applicable law, our amended and restated certificate of incorporation, among other things:

- permits such Designated Parties to conduct business that competes with us and to make investments in any kind of property in which we may make investments; and

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- provides that if such Designated Parties, or any employee, partner, member, manager, officer or director of such Designated Parties who is also one of our directors, becomes aware of a potential business opportunity, transaction or other matter, they will have no duty to communicate or offer that opportunity to us.

The Designated Parties may become aware, from time to time, of certain business opportunities (such as acquisition opportunities) and may direct such opportunities to other businesses in which they have invested, in which case we may not become aware of or otherwise have the ability to pursue such opportunity. Furthermore, such businesses may choose to compete with us for these opportunities, possibly causing these opportunities to not be available to us or causing them to be more expensive for us to pursue.

Our amended and restated certificate of incorporation and amended and restated bylaws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our Class A common stock and could deprive our investors of the opportunity to receive a premium for their shares.

Our amended and restated certificate of incorporation authorizes our Board to issue preferred stock without stockholder approval in one or more series, designate the number of shares constituting any series, and fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series. If our Board elects to issue preferred stock, it could be more difficult for a third party to acquire us. In addition, some provisions of our amended and restated certificate of incorporation and amended and restated bylaws could make it more difficult for a third party to acquire control of us, even if the change of control would be beneficial to our stockholders. These provisions include:

- dividing our Board into three classes of directors, with each class serving staggered three-year terms;
- providing that all vacancies, including newly created directorships, shall, except as otherwise required by law or, if applicable, the rights of holders of a series of preferred stock, only be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum (prior to such time, vacancies may also be filled by stockholders holding a majority of the outstanding shares);
- permitting any action by stockholders to be taken only at an annual meeting or special meeting rather than by a written consent of the stockholders, subject to the rights of any series of preferred stock with respect to such rights;

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- permitting special meetings of our stockholders to be called only by our Board pursuant to a resolution adopted by the affirmative vote of a majority of the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships;
- requiring the affirmative vote of the holders of at least 66-2/3% in voting power of all then outstanding common stock entitled to vote generally in the election of directors, voting together as a single class, to remove any or all of the directors from office at any time, and directors will be removable only for “cause”;
- prohibiting cumulative voting in the election of directors;
- establishing advance notice provisions for stockholder proposals and nominations for elections to the Board to be acted upon at meetings of stockholders;

- requiring the approval of the affirmative vote of the holders of at least 66-2/3% of all then outstanding common stock entitled to vote thereon, voting together as a single class, to amend certain provisions of the amended and restated certificate of incorporation and amended and restated bylaws; and

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- providing that the Board is expressly authorized to adopt, or to alter or repeal our bylaws.

*In addition, we are a Delaware corporation and governed by the **Delaware General Corporation Law ("DGCL")**. DGCL. In general, Section 203 of the DGCL, an anti-takeover law, prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock, which person or group is considered an interested stockholder under the DGCL, for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. We elected in our certificate of incorporation not to be subject to Section 203. However, our certificate of incorporation contains provisions that have the same effect as Section 203, except that they provide that the Designated Parties, their affiliates, and their respective successors (other than our company), as well as their direct and indirect transferees, are not deemed to be "interested stockholders," regardless of the percentage of our voting stock owned by them, and accordingly are not subject to such restrictions. In addition, certain change of control events have the effect of accelerating the payment due under the Tax Receivable Agreement, which could be substantial and accordingly serve as a disincentive to a potential acquirer of our company. See – In certain cases, payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement.*

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, and the federal district courts as the exclusive forum for Securities Act claims, which could limit our stockholders' ability to obtain what such stockholders believe to be a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our amended and restated certificate of incorporation provides that, unless we select or consent in writing to the selection of an alternative forum, all complaints asserting any internal corporate claims (defined as claims, including claims in the right of our Company: (i) that are based upon a violation of a duty by a current or former director, officer, employee, or stockholder in such capacity; or (ii) as to which the DGCL confers jurisdiction upon the Court of Chancery), to the fullest extent permitted by law, and subject to applicable jurisdictional requirements, shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have, or declines to accept, subject matter jurisdiction, another state court or a federal court located within the State of Delaware). Further, unless we select or consent to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. Our choice of forum provision does not apply to suits brought to enforce any liability or duty created by the Exchange Act and investors

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cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of, and consented to, the provisions of our amended and restated certificate of incorporation described in the preceding sentence. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and such persons. Alternatively, if a court were to find these provisions of our amended and restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

We cannot assure that we will pay any future dividends on our Class A common stock. Our indebtedness could limit our ability to pay future dividends on our Class A common stock.

Any payment of any future dividends will be at the discretion of our Board, which comprises a majority of independent directors. We have not adopted and do not expect to adopt a written dividend policy. Although our Board declared quarterly dividends on our Class A common stock for the fourth quarter of 2021 and each quarter of 2022 and 2023, our Board may determine not to declare any cash dividends in the future. Such decision will

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depend on, among other things, our financial condition, results of operations, projections, liquidity, earnings, legal requirements, and restrictions in our debt. In addition, our ability to pay dividends depends on our receipt of distributions from our operating subsidiaries, which may further restrict our ability to pay dividends as a result of the laws of their jurisdiction of organization, agreements of our subsidiaries or covenants under any indebtedness we or our subsidiaries incur, including the Restated Credit Agreement (as defined in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Debt Agreements) and the indenture that governs our Notes. For more information about these restrictions, see Part II, Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities – Our Dividend and Distribution Policy.

Future sales of our Class A common stock in the public market, or the perception that such sales may occur, could reduce our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute ownership in us.

We may sell additional shares of our Class A common stock in future offerings. In addition, subject to certain limitations and exceptions, the Legacy Owners of Solaris LLC units may redeem their Solaris LLC units (together with a corresponding number of shares of Class B common stock) for shares of Class A common stock (on a one-for-one basis, subject to conversion rate adjustments for stock splits, stock dividends and reclassification and other similar transactions) and then sell those shares of Class A common stock. As of December 31, 2022 December 31, 2023 we had 29,919,217 30,251,613 outstanding shares of Class A common stock and 27,575,519 27,543,565 outstanding shares of Class B common stock. Shares of Class B common stock represented approximately 48% of our total outstanding common stock. All such shares were restricted from immediate resale under the federal securities laws and were subject to the lock-up agreements between such parties and the underwriters until the expiration of the lock-up agreements on April 19, 2022. These shares may be sold into the market in the future. Certain of the owners of our Class B shares are party to a registration rights agreement with us that requires us to effect the registration of their shares in certain circumstances no earlier than the expiration of the lock-up period.

We have also filed a registration statement with the SEC on Form S-8 providing for the registration of 5,350,000 shares of our Class A common stock issued or reserved for issuance under our 2021 Equity Incentive Plan. Subject to the satisfaction of vesting conditions, the expiration of lock-up agreements and the requirements of Rule 144, shares registered under the registration statement on Form S-8 may be made available for resale immediately in the public market without restriction.

We cannot predict the size of future issuances of our Class A common stock or securities convertible into Class A common stock or the effect, if any, that future issuances and sales of shares of our Class A common

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stock will have on the market price of our Class A common stock. Sales of substantial amounts of our Class A common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of our Class A common stock. This impact could be increased to the extent there is a less active trading market for our shares.

Aris Inc. will be required to make payments under the Tax Receivable Agreement for certain tax benefits that it may claim, and the amounts of such payments could be significant.

In connection with the closing of the IPO, Aris Inc. entered into a Tax Receivable Agreement with the TRA Holders. This agreement generally provides for the payment by Aris Inc. to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that Aris Inc. actually realizes (computed using simplifying assumptions to address the impact of state and local taxes) or is deemed to realize in certain circumstances in periods after the IPO as a result of certain increases in tax basis and deemed interest deductions arising from these payments. Aris Inc. will retain the remaining 15% of these cash savings.

The term of the Tax Receivable Agreement commenced on October 26, 2021 and will continue until all tax benefits that are subject to the Tax Receivable Agreement have been utilized or expired, unless we exercise our right to terminate the Tax Receivable Agreement (or the Tax Receivable Agreement is terminated due to

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other circumstances, including our breach of a material obligation thereunder or certain mergers, asset sales, other forms of business combination or other changes of control), and we make the termination payment specified in the Tax Receivable Agreement.

The payment obligations under the Tax Receivable Agreement are Aris Inc.'s obligations and not obligations of Solaris LLC. For the year ended **December 31, 2022** December 31, 2023, we made no payments under the Tax Receivable Agreement. However, we expect that the payments we will be required to make under the Tax Receivable Agreement in the future will be substantial over the life of the agreement. We could also be required to make a lump-sum payment as discussed in the following risk factor. Estimating the amount and timing of payments that may become due under the Tax Receivable Agreement is by its nature imprecise. For purposes of the Tax Receivable Agreement, cash savings in tax generally are calculated by comparing our actual tax liability (determined by using the actual applicable U.S. federal income tax rate and an assumed combined state and local income and franchise tax rate) to the amount we would have been required to pay had we not been able to utilize any of the tax benefits subject to the Tax Receivable Agreement. The actual increase in tax basis that may result in cash tax savings to Aris Inc. under the Tax Receivable Agreement, as well as the amount and timing of any payments under the Tax Receivable Agreement, will vary depending upon a number of factors, including the timing of any acquisition or redemption of Solaris LLC units, the price of our Class A common stock at the time of each acquisition or redemption, the extent to which such acquisition or redemption is a taxable transaction, the amount and timing of the taxable income we generate in the future, the U.S. federal income tax rates then applicable, and the portion of our payments under the Tax Receivable Agreement that give rise to depreciable or amortizable tax basis.

The payments under the Tax Receivable Agreement will not be conditioned upon a holder of rights under the Tax Receivable Agreement having a continued ownership interest in us. See Items 1. and 2. – Business and Properties – Organizational Structure and Corporate Information – Tax Receivable Agreement.

In certain cases, payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, we realize in respect of the tax attributes subject to the Tax Receivable Agreement.

If we experience a change of control (as defined under the Tax Receivable Agreement, which includes certain mergers, asset sales and other forms of business combinations and change of control events) or the Tax Receivable Agreement terminates early (at our election or as a result of our breach), we could be required to make an immediate lump-sum payment (or "early termination payment"). This payment would equal the present value of hypothetical future payments that could be required to be paid under the Tax Receivable

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Agreement (determined by applying a discount rate of one-year **London Interbank Offered Rate ("LIBOR")** **Term SOFR plus the related Benchmark Replacement Adjustment, as defined under the Tax Receivable Agreement**, plus 200 basis points). The calculation of hypothetical future payments will be based upon certain assumptions and deemed events set forth in the Tax Receivable Agreement, including that (i) we have sufficient taxable income to fully utilize the tax benefits covered by the Tax Receivable Agreement (including having sufficient taxable income to utilize any accumulated net operating loss carryforwards in the manner described in the Tax Receivable Agreement) and (ii) any Solaris LLC units (other than those held by Aris Inc.) outstanding on the termination date are deemed to be redeemed on the termination date. As of **December 31, 2022** **December 31, 2023**, we estimate the liability associated with this lump-sum payment would be approximately **\$159.0 million** **\$159.3 million**, discounted. Any early termination payment may be made significantly in advance of, and may materially exceed, the actual realization, if any, of the future tax benefits to which the termination payment relates.

If we experience a change of control (as defined under the Tax Receivable Agreement) or the Tax Receivable Agreement otherwise terminates early, our obligations under the Tax Receivable Agreement could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales or other forms of business combinations or changes of control.

See Items 1. and 2. – Business and Properties – Organizational Structure and Corporate Information – Tax Receivable Agreement.

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We will not be reimbursed for any payments made under the Tax Receivable Agreement in the event that any tax benefits are subsequently disallowed.

Payments under the Tax Receivable Agreement will be based on the tax reporting positions that we will determine. The TRA Holders will not reimburse us for any payments previously made under the Tax Receivable Agreement if any tax benefits that have given rise to payments under the Tax Receivable Agreement are subsequently disallowed, except that excess payments made to any TRA Holder will be netted against payments that would otherwise be made to such TRA Holder, if any, after our determination of such excess. As a result, in such circumstances, we could make payments that are greater than our actual cash tax savings, if any, and may not be able to recoup those payments, which could adversely affect our liquidity.

We may be required to pay additional taxes because of the U.S. federal partnership audit rules and potentially also state and local tax rules.

Under the rules applicable to U.S. federal income tax audits of entities such as limited liability companies that are taxed as partnerships (which generally are effective for taxable years beginning after December 31, 2017), subject to certain exceptions, audit adjustments to items of income, gain, loss, deduction, or credit of an entity (and any holder's

share thereof) **is** determined, and taxes, interest, and penalties attributable thereto, are assessed and collected, at the entity level. It is possible that these rules could result in Solaris LLC (or any of its applicable subsidiaries or other entities in which Solaris LLC directly or indirectly invests that are treated as partnerships for U.S. federal income tax purposes) being required to pay additional taxes, interest and penalties as a result of an audit adjustment, and we, as a member of Solaris LLC (or such other entities), could be required to indirectly bear the economic burden of those taxes, interest, and penalties even though we may not otherwise have been required to pay additional corporate-level taxes as a result of the related audit adjustment. Audit adjustments for state or local tax purposes could similarly result in Solaris LLC (or any of its applicable subsidiaries or other entities in which Solaris LLC directly or indirectly invests) being required to pay or indirectly bear the economic burden of state or local taxes and associated interest, and penalties.

Under certain circumstances, Solaris LLC or an entity in which Solaris LLC directly or indirectly invests may be eligible to make an election to cause members of Solaris LLC (or such other entity) to take into account the amount of any tax understatement, including any interest and penalties, in accordance with such member's share in Solaris LLC in the year under audit. We will decide whether or not to cause Solaris LLC to

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make this election; however, there are circumstances in which the election may not be available and, in the case of an entity in which Solaris LLC directly or indirectly invests, such decision may be outside of our control. If Solaris LLC or an entity in which Solaris LLC directly or indirectly invests does not make this election, the then-current members of Solaris LLC (including Aris Inc.) could economically bear the burden of the understatement.

If Solaris LLC were to become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, Aris Inc. and Solaris LLC might be subject to potentially significant tax inefficiencies.

We intend to operate such that Solaris LLC does not become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes. A "publicly traded partnership" is an entity like a limited liability company treated as a partnership for tax purposes and the interests of which are traded on an established securities market or readily tradable on a secondary market or the substantial equivalent thereof. Under certain circumstances, exchanges of Solaris LLC units pursuant to certain transfers of Solaris LLC units could cause Solaris LLC to be treated like a publicly traded partnership. From time to time the U.S. Congress has considered legislation to change the tax treatment of partnerships and there can be no assurance that any such legislation will not be enacted or if enacted will not be adverse to us. If Solaris LLC were to become a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes,

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significant tax inefficiencies might result for Aris Inc. and Solaris LLC, including as a result of Aris Inc.'s inability to file a consolidated U.S. federal income tax return with Solaris LLC.

Aris Inc. depends on distributions from Solaris LLC to pay any dividends, if declared, taxes and other expenses.

We are a holding company and our only business is to act as the managing member of Solaris LLC. We do not have any independent means of generating revenue. We anticipate that Solaris LLC will continue to be treated as a partnership for U.S. federal income tax purposes and, as such, generally will not be subject to any entity-level U.S. federal income tax, except as otherwise described above regarding partnership audit rules. Instead, taxable income will be allocated to the members of Solaris LLC. Accordingly, Aris Inc. will be required to pay income taxes on its allocable share of any net taxable income of Solaris LLC. Subject to funds being available for distribution, we intend to cause Solaris LLC to make tax distributions to Aris Inc. in an amount intended to enable Aris Inc. to pay certain applicable taxes. In addition, Solaris LLC will reimburse Aris Inc. for corporate and other overhead expenses. If the amount of tax distributions to be made exceeds the amount of funds available for distribution, Aris Inc. shall receive the full amount of its tax distribution before the other members receive any distribution and the balance, if any, of funds available for distribution shall be distributed to the other members. To the extent that Aris Inc. needs funds, and Solaris LLC is restricted from making such distributions under applicable laws or regulations, or is otherwise unable to provide such funds, it could materially and adversely affect Aris Inc.'s ability to pay dividends and taxes and other expenses and affect our liquidity and financial condition.

In certain circumstances, Solaris LLC will be required to make distributions to us and the other members of Solaris LLC, and the distributions that Solaris LLC will be required to make may be substantial.

Solaris LLC is expected to continue to be treated as a partnership for U.S. federal income tax purposes and, as such, is not subject to U.S. federal income tax. Instead, taxable income will be allocated to members, including Aris Inc. Pursuant to the Solaris LLC operating agreement and subject to funds being available for distribution, Solaris LLC will make tax distributions to Aris Inc. to help Aris Inc. pay taxes on its allocable share of Solaris LLC's net taxable income. If an advance is made to Aris Inc. to enable it to pay certain applicable taxes, Aris Inc. will use commercially reasonable efforts to cause Solaris LLC to make advance distributions to each of the members of Solaris LLC. The advance distributions, if any, made to the members of Solaris LLC generally will be pro rata based on each member's ownership of Solaris LLC units, calculated based on the amount distributed to Aris Inc.

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Funds used by Solaris LLC to satisfy its tax distribution obligations will not be available for reinvestment in our business. Moreover, the tax distributions Solaris LLC will be required to make may be substantial, and may

significantly exceed (as a percentage of Solaris LLC's income) the overall effective tax rate applicable to a similarly situated corporate taxpayer. In addition, because these payments will be calculated based on the anticipated tax liability of Aris Inc. at the time of each distribution, these payments may significantly exceed the actual tax liability for many of the members of Solaris LLC (including Aris Inc.).

We may receive distributions significantly in excess of our tax liabilities. We may choose to manage these excess distributions through a number of different approaches, including through the payment of dividends to our Class A common stockholders or by applying them to other corporate purposes.

We may issue preferred stock whose terms could adversely affect the voting power or value of our Class A common stock.

Our amended and restated certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our Class A common stock respecting dividends and distributions, as our Board may determine. The terms of one or more classes or series of preferred stock

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could adversely impact the voting power or value of our Class A common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of the Class A common stock.

Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results of operations and financial condition.

We are subject to taxes by the U.S. federal, state, and local tax authorities. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- allocation of expenses to and among different jurisdictions;
- changes in the valuation of our deferred tax assets and liabilities;
- expected timing and amount of the release of any tax valuation allowances;
- tax effects of stock-based compensation;
- costs related to intercompany restructurings;
- changes in tax laws, tax treaties, regulations or interpretations thereof; or
- lower than anticipated future earnings in jurisdictions where we have lower statutory tax rates and higher than anticipated future earnings in jurisdictions where we have higher statutory tax rates.

In addition, we may be subject to audits of our income, sales and other taxes by U.S. federal, state, and local, taxing authorities. Outcomes from these audits could have an adverse effect on our operating results and financial condition.

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General Risk Factors

We may be adversely affected by uncertainty in the global financial markets and a worldwide economic downturn.

Our future results may be impacted by uncertainty caused by a worldwide economic downturn, continued volatility or deterioration in the debt and equity capital markets, changes in interest rates, continued high inflation, deflation or other adverse economic conditions that may negatively affect us or parties with whom we do business resulting in a reduction in our customers' spending and their non-payment or inability to perform obligations owed to us, such as the failure of customers to honor their commitments. Additionally, credit market conditions may change, slowing our collection efforts as customers may experience increased difficulty in obtaining requisite financing, potentially leading to lost revenue and higher than normal accounts receivable. In the event of the financial distress or bankruptcy of a customer, we could lose all or a portion of such outstanding accounts receivable associated with that customer. Further, if a customer were to enter into bankruptcy, it could also result in the cancellation of all or a portion of our service contracts with such customer at significant expense to us.

The current global economic environment may adversely impact our ability to issue debt. Any economic uncertainty may cause institutional investors to respond to their borrowers by increasing interest rates, enacting tighter lending standards or refusing to refinance existing debt upon its maturity or on terms similar to the expiring debt. Due to the above-listed factors, we cannot be certain that additional funding will be available if needed and, to the extent required, on acceptable terms.

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The widespread outbreak of an illness or any other communicable disease, or any other public health crisis, such as the COVID-19 pandemic, could adversely affect our business, results of operations and financial condition.

The initial phase of the COVID-19 pandemic caused, and any resurgence of the pandemic or other public health crisis could again cause, disruptions to our business and operational plans, which included, and may in the future include

(i) shortages of qualified employees in a given area, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which we rely, (iv) recommendations of, or restrictions imposed by, government and health authorities, including quarantines, (v) restrictions that we and our contractors and subcontractors impose, including facility shutdowns or access restrictions, to ensure the safety of employees, and (vi) reductions, delays or cancellations of planned operations by our customers. **Additionally, these** These disruptions could negatively impact adversely affect our business, results of operations and financial results. condition.

Further, the effects COVID-19 pandemic caused, and any resurgence of the COVID-19 pandemic and concerns regarding its global spread may continue to negatively impacted the global economy, reduce or other public health crisis could again cause, economic volatility, including reduced global oil demand, disrupted global supply chains and create significant volatility and disruption of financial and commodities markets, which could lead to our customers curtailing existing production due to lack of downstream demand or storage capacity as well as reducing or eliminating the number of wells completed in the near to medium term.

The extent to which our operating and financial results will continue to be affected by COVID-19 will depend on various factors, many of which are uncertain and cannot be predicted. An additional extended period of global supply chain and economic disruption, as well as significantly decreased demand for oil and gas, could materially affect our business, results of operations, access to sources of liquidity and financial condition. markets.

Item 1B. Unresolved Staff Comments

None.

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Item 1C. Cybersecurity

Our cybersecurity program is designed to protect our information systems and information against cybersecurity threats that may impact the confidentiality, integrity and availability of our information systems and information. Our program includes policies, processes and technologies to assess, identify and manage risks from cybersecurity threats and aligns with the National Institute of Standards and Technology ("NIST") Cybersecurity Framework.

Governance

The Board, in coordination with the Audit Committee, oversees the Company's processes for assessing and managing risk. Our Board has delegated primary responsibility for overseeing our enterprise risk management process, including oversight of information technology, cybersecurity, and data privacy risks, to the Audit Committee. Despite this delegation of primary responsibility, both the Audit Committee and the Board are actively involved in risk oversight. The Board and Audit Committee regularly review the measures implemented by the Company to identify and mitigate data protection and cybersecurity risks. The Board and Audit Committee meet quarterly, or more frequently as needed, with members of the Company's Cybersecurity Committee, which is responsible at the management level for the implementation, monitoring, and maintenance of the cybersecurity and data protection practices across the Company.

Management is responsible for identifying and assessing cybersecurity risks, establishing processes to ensure that such cybersecurity risk exposures are monitored, implementing proactive mitigation measures and responding in the event of an incident. We seek to identify and mitigate cybersecurity risks through a comprehensive, cross-functional approach. The Cybersecurity Committee headed by our Vice President of Information Technology, also includes our Chief Financial Officer and senior representatives from various corporate and operational functions. The Cybersecurity Committee meets periodically with our Chief Executive Officer and other members of our senior management to provide updates on the Company's cyber risks and threats, cybersecurity incidents (if any), the status of projects to strengthen our information security systems, assessments of the information security program and the emerging threat landscape. The individual serving as our Vice President of Information Technology, who possesses deep experience in technology and cybersecurity gained over a career of over 20 years, leads our information technology team, which is responsible for managing our internal IT and cybersecurity processes. We have processes in place to guide our assessment, response and notification procedures upon the occurrence of a cybersecurity incident. Depending on the nature and severity of the cybersecurity incident, this process provides for notifying and escalating the incident to our Board.

Risk Management and Strategy

Our information and operational technology networks, those of our operators and managers, and those of third parties on whom we rely, are important to our ability to perform day-to-day operations of our business. Our business operations rely on the secure collection, storage, transmission and other processing of proprietary, confidential or sensitive data. As a part of our cybersecurity risk management program, we review the Company's cybersecurity policy on an annual basis and have implemented procedures for responding to cybersecurity incidents. We provide training and awareness programs for team members that includes periodic and ongoing assessments to drive adoption and awareness of cybersecurity processes and controls. We have implemented network monitoring, containment and incident response tools, vulnerability management processes and penetration testing. We also actively engage with key vendors and third party advisors and consultants that assist us to identify, assess and manage cybersecurity risks to our business and employ processes to detect and monitor unusual network activity. In connection with our use of third-parties, we employ systems and processes designed to oversee, identify and reduce the potential impact of a security incident at such vendor or service provider.

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Material Cybersecurity Risks, Threats and Incidents

The oil and gas industry has become increasingly dependent on information technology and operational technology to conduct certain processing activities. At the same time, cybersecurity incidents, including deliberate attacks or unintentional events, have increased. Due to evolving cybersecurity threats, it has and will continue to be difficult to prevent, detect, mitigate, and remediate cybersecurity incidents.

As detailed elsewhere in this Annual Report, we rely on information technology to manage our business and support our operations, including our secure processing of proprietary and other types of information. Despite ongoing efforts, our systems for protecting against cybersecurity risks may not be sufficient, and a cyber attack or security breach could result in liability under data privacy laws, regulatory penalties, damage to our reputation or loss of confidence in us, or additional costs for remediation and modification or enhancement of our information systems to prevent future occurrences. As of the date of this report, we have not experienced any material cybersecurity incidents and are not aware of any material risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect the Company, including our business strategy, results of operations or financial condition. This does not guarantee that future attacks, incidents or threats will not have a material impact or that we are not currently the subject of an undetected incident or threat that may have such an impact. For additional information on cybersecurity risks we face, see Part I, Item 1A. Risk Factors – We are subject to cybersecurity attacks on any of our facilities or those of third parties. A cyber incident could occur and result in information theft, data corruption, operational disruption and/or financial loss, which should be read in conjunction with the foregoing information.

Item 3. Legal Proceedings

Due to the nature of our business, we may become, from time to time, involved in routine litigation or subject to disputes or claims related to our business activities. In the opinion of our management, there are no pending litigation, disputes or claims against us which, if decided adversely, will have a material adverse effect on our financial condition, cash flows or results of operations. See See Part II, Item 8. Financial Statements and Supplementary Data – Note 14.13. Commitments and Contingencies.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock

Our Class A common stock is listed on the NYSE under the symbol “ARIS.” As of **March 3, 2023** **February 26, 2024**, **30,072,875** **30,251,613** shares of Class A common stock were outstanding. As of **March 3, 2023** **February 26, 2024**, **27,554,566** **27,543,565** shares of Class B common stock were outstanding. There is no established public trading market for the Class B common stock.

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Transfer Agent and Registrar

The Transfer Agent and Registrar for our Class A common stock is Broadridge Corporate Issuer Solutions, Inc.

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Shareholders' Profile

As of **March 3, 2023** **February 26, 2024**, the number of holders of record of our Class A common stock was 66. This number does not include stockholders whose shares are held in trust by other entities. As of **March 3, 2023** **February 26, 2024**, the number of holders of record of our Class B common stock was **21.18**.

Stock Repurchases

The following table summarizes repurchases of our common stock occurring in the fourth quarter **2022** of **2023**.

Period	(1)	Total	Number of	Total	Approximate
		Shares	Shares	Dollar Value of	
		Purchased	Purchased	Shares that as Part of Publicly Announced Under the Plans or Programs	
10/1/2022 - 10/31/2022	94,551	\$ 14.10	-	-	-
11/1/2022 - 11/30/2022	2,598	15.61	-	-	-
12/1/2022 - 12/31/2022	89,422	15.47	-	-	-
Total	186,571	\$ 14.78	-	-	-

(1) Represents shares of our Class A common stock received by us from employees for the payment of withholding taxes due on shares of common stock issued under our 2021 Equity Incentive Plan.

Recent Sales of Unregistered Equity Securities

On October 27, 2022, in connection with the closing of an acquisition of certain intellectual property rights and related proprietary treatment technologies and assets from Water Standard, Aris Inc. issued 85,193 shares of its Class A common stock to the affiliate of the seller of such rights, technologies and assets as partial consideration therefor. Contemporaneously with the issuance of such shares of Class A common stock, Solaris LLC issued 85,193 Solaris LLC units to Aris Inc. Such shares of Class A common stock and Solaris LLC units were issued in a private placement not involving a public offering pursuant to the exemption from the registration requirements of Securities Act provided by Section 4(a)(2) of the Securities Act.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
			Announced Plans or Programs	Plans or Programs
10/1/2023 - 10/31/2023 (1)	38,774	\$ 8.34	-	-
11/1/2023 - 11/30/2023 (2)	16,553	18.42	-	-
12/1/2023 - 12/31/2023 (1)	52,419	7.88	-	-
Total	107,746	\$ 9.67	-	-

(1) Represents shares of our Class A common stock received by us from employees for the payment of withholding taxes due as a result of the settlement of vested stock awards issued under our 2021 Plan.

(2) Represents shares of our Class A common stock released from escrow for the non-cash reimbursement of certain post-acquisition workover costs in connection with the acquisition from Delaware Energy, LLC of certain produced water handling facilities and associated gathering lines in August 2022. The price shown reflects the price of such shares under the terms of the asset purchase agreement. The cost at the date of receipt of such shares by the Company was \$8.26.

Our Dividend and Distribution Policy

Our Board declared dividends of \$0.09 per share on our Class A common stock for each quarter of 2022, 2023. Our Board also declared a dividend of \$0.09 per share on our Class A common stock for the first quarter of 2023, 2024.

Depending on factors deemed relevant by our Board, our Board may elect to declare future cash dividends on our Class A common stock, subject to our compliance with applicable law, and depending on, among other things, our financial condition, results of operations, projections, liquidity, earnings, legal requirements and restrictions in our debt. The payment of any future dividends will be at the discretion of our Board from time to time. We have not adopted a written dividend policy. Our Board may determine not to declare any cash dividends in the future. See See Part I, Item 1A. Risk Factors ■ We cannot assure that we will pay any future dividends on our Class A common stock. Our indebtedness could limit our ability to pay dividends on our Class A common stock. To the extent we pay any cash dividends on our Class A common stock, under the terms of

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our organizational documents, Solaris LLC will pay an equivalent cash distribution on the Solaris LLC units, and each share of Class A common stock and each Solaris LLC unit will receive the same cash amount.

Our ability to pay any dividends depends on our receipt of cash dividends from our operating subsidiaries, which may further restrict our ability to pay dividends as a result of the laws of their jurisdiction of organization, agreements of our subsidiaries or covenants under any existing and future outstanding indebtedness we or our subsidiaries incur. Our Restated Credit Agreement generally permits Solaris LLC to pay distributions to us if (i) such distributions are funded using only Available Cash (as defined in the Restated Credit Agreement), (ii) Solaris LLC's leverage ratio (calculated pursuant to the terms of the Restated Credit Agreement) is less than and (ii) no Default or equal to 3.75 to 1.00 on a

pro forma basis and (iii) Solaris LLC has liquidity in excess of 15% of the existing commitments under the Restated Credit Agreement. If no loans are outstanding under our Restated Credit Agreement before Default exists or after such distribution, the leverage ratio specified in clause (ii) is increased to 4.00 to 1.00 and clause (iii) does not apply. would result therefrom.

The indenture that governs our Notes generally permits Solaris LLC to pay distributions to us if Solaris LLC's Consolidated Leverage Ratio (as defined in such indenture) is less than or equal to 3.50 to 1.00 on a pro forma basis after giving effect to such distribution. In addition, as long as Solaris LLC's Fixed Charge Coverage Ratio (as defined in the indenture) for the prior four fiscal quarters is not less than 2.00 to 1.00, the

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indenture permits Solaris LLC to make distributions to us so long as such distribution, together with other distributions, does not exceed a basket amount determined by adding (i) 50% of Solaris LLC's Consolidated Net Income (as defined in the indenture) taken as one period from January 1, 2022 to the most recently completed fiscal quarter, plus (ii) cash contributions to the equity of Solaris LLC and the fair market value of property acquired with Solaris LLC's equity interests or contributed to its common equity capital, plus (iii) certain other others items, which basket amount is reduced by distributions made pursuant to the Consolidated Leverage Ratio test described in the immediately prior sentence. Solaris LLC also has the ability under the indenture to make distributions in an amount not in excess of \$15.0 million since the date of the indenture. See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations — Debt Agreements.

As the managing member of Solaris LLC, and subject to funds being legally available, we intend to cause Solaris LLC to make (i) generally pro rata advance distributions to us in an amount at least sufficient to allow us to pay taxes, and (ii) non-pro rata advance distributions to allow us to make payments under the Tax Receivable Agreement and any subsequent tax receivable agreements that we may enter into in connection with future acquisitions, and (iii) non-pro rata payments to us to reimburse us for corporate and other overhead expenses. If an advance is made to us to enable us to pay certain applicable taxes, we will use commercially reasonable efforts to cause Solaris LLC to make advance distributions to each of the members of Solaris LLC. The advance distributions, if any, made to the members of Solaris LLC generally will be pro rata based on each member's ownership of Solaris LLC units, calculated based on the amount distributed to us. If the amount of tax distributions to be made exceeds the amount of funds available for distribution, we will receive a portion of our tax distribution (such portion determined based on the tax rate applicable to us rather than the assumed tax rate on which tax distributions are generally based) before the other members receive any distribution and the balance, if any, of funds available for tax distributions will be distributed to the other members. Holders of our Class B common stock will not be entitled to dividends distributed by us but will share in the distributions made by Solaris LLC on a pro rata basis.

Stock Performance Graph

The graph below compares the cumulative return to holders of our Class A common stock, the Russell 2000 and the Alerian MLP Index during the period beginning on October 26, 2021 October 22, 2021, and ending on December 31, 2022 December 31, 2023. The performance graph was prepared based on the following assumptions: (i) \$100 was

invested in our Class A common stock and in each of the indices at the beginning of the period, and (ii) dividends were reinvested on the relevant payment dates. The stock price performance included in this graph is historical and not necessarily indicative of future stock price performance.

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Note that there have been both a less active trading market and a relatively short trading period for our Class A common stock.



Graphic

Pursuant to Instruction 7 to Item 201(e) of Regulation S-K, the above stock performance graph and related information is being furnished and is not being filed with the SEC, and as such shall not be deemed to be incorporated by reference into any filing that incorporates this Annual Report by reference.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. Operations

You should read the following discussion of our historical performance, financial condition and prospects in conjunction with our consolidated financial statements as of and for the three years ended December 31, 2022 December 31, 2023 included in Item 8. Financial Statements and Supplementary Data of this Annual Report. The information provided below supplements, but does not form part of, our historical financial statements. This discussion includes forward-looking statements that are based on the views and beliefs of our management, as well as assumptions and estimates made by our management. Actual results could differ materially from

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such forward-looking statements because of various risk factors, including those that may not be in the

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control of management. For further information on items that could impact our future operating performance or financial condition, see Part I, Item 1A. Risk Factors and the section entitled "Cautionary Statement Regarding Forward-Looking Statements" elsewhere in this Annual Report. We assume no obligation to update any of these forward-looking statements, except as required by law.

We have applied provisions of the SEC's FAST Act Modernization and Simplification of Regulation S-K, which limits the discussion to the two most recent fiscal years. This discussion and analysis deals with comparisons of material changes in the consolidated financial statements for the years ended December 31, 2022 December 31, 2023 and 2021.2022. For the comparison of the years ended December 31, 2021 December 31, 2022 and 2020,2021, see Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2021 December 31, 2022 filed with the SEC on March 1, 2022 March 9, 2023.

Business Overview

For an overview of our business, [see](#) Part I, Items 1. and 2. Business and Properties – Our Company.

Year-end Results

Significant financial and operating highlights for the year ended December 31, 2022 December 31, 2023 include:

- Increase of approximately 14,000 net dedicated acres

- Total water volumes handled or sold of **1,284** **1,492** kbwpd, an increase of **36%** **16%** from the prior year
- Recycled produced water volumes sold of **300** **324** kbwpd, an increase of **144%** **8%** from the prior year
- **Total revenue** **Groundwater volumes sold** of **\$321.0** million, **126** kbwpd, an increase of **40%** **20%** from the prior year
- **Abandoned well costs** **Total revenue of \$15.8** million, a decrease **\$392.1** million, an increase of **45%** **22%** from the prior year
- **Impairment expense of \$15.6** million
- Net income of **\$4.8** million **\$43.4** million, an increase of **805%** as compared with a net loss of **\$7.0** million for the prior year
- Adjusted EBITDA (non-GAAP financial measure) of **\$149.0** million **\$175.0** million, an increase of **24%** **17%** from the prior year
- **Closed on the sale of certain assets for a gain of \$2.6** million
- **Abandoned well costs of \$1.3** million as compared with **\$15.8** million during the prior year
- Dividend of \$0.09 per share declared on our Class A common stock, along with a distribution of \$0.09 per unit paid to unit holders of Solaris LLC units, for each quarter of **2022** **2023**
- **Expansion of TPL alliance**
- **New long-term full-cycle water management agreement with Chevron U.S.A.**
- **Delaware Energy asset acquisition**
- **Water Standard asset acquisition**
- **ExxonMobil joined the Beneficial Reuse Strategic** **beneficial reuse agreement** **Agreement** with **Chevron U.S.A. Inc.** and **ConocoPhillips** with **ExxonMobil joining the agreement** in January 2023

Recent Developments

For a discussion of our recent developments, see Part I, Items 1. and 2. Business and Properties – Our Operations and Assets – Recent Operating Developments. For additional information regarding our non-GAAP financial measures, see Non-GAAP Financial Measures below.

Recent Developments

Beneficial Reuse Strategic Agreement

In January 2023, ExxonMobil Corporation joined our Beneficial Reuse Strategic Agreement with Chevron U.S.A. and ConocoPhillips to develop and pilot technologies and processes to treat produced water for potential beneficial reuse opportunities. For more information regarding the Beneficial Reuse Strategic Agreement, see Part I, Items 1. and 2. Business Properties – Innovation in Recycling and Sustainable Water Management – Beneficial Reuse Strategic Agreement.

For the years ended December 31, 2023 and December 31, 2022, we incurred \$6.4 million and \$91 thousand, respectively, in total research and development expenses related to the Beneficial Reuse Strategic Agreement, which was offset by \$4.8 million and \$68 thousand, respectively, in amounts due from the other alliance members for reimbursement of these shared costs. As of December 31, 2023, we recorded a net receivable balance of \$0.3 million due from the other alliance members for reimbursement of shared costs. See Part II, Item 8. Financial Statements and Supplementary Data – Note 2. Summary of Significant Accounting Policies for more information.

Research Grant by the Department of Energy

See Part I, Items 1. and 2. Business Properties – Innovation in Recycling and Sustainable Water Management – Research Grant by the Department of Energy for a discussion of our research grant related to the treatment and desalination of produced water as an irrigation source for non-consumptive agriculture.

General Trends and Outlook

Market Dynamics

The current ongoing Russia-Ukraine conflict between Russia has had, and Ukraine is having the ongoing Israel-Hamas conflict may also have, significant global economic implications and may result in higher inflation, weaker real GDP growth impacts on financial markets and disruption to global financial markets. the energy industry. The extent of these impacts will depend on the length severity and duration of the conflict these conflicts and whether the conflict spreads beyond Ukraine's borders. conflicts spread to other countries or regions.

In addition, there are particular impacts on commodity prices due to are being impacted by multiple factors such as supply disruptions which are resulting in significantly higher WTI crude oil prices. As the U.S. economy began recovering from the COVID-19 pandemic in the latter half of 2021, domestic crude oil prices began to increase. and current recessionary concerns. During the year ended December 31, 2022 December 31, 2023, the average WTI West Texas Intermediate ("WTI") crude oil spot price was \$94.90 per barrel \$77.58 as compared with \$67.99 per barrel \$94.90 for the year ended December 31, 2021 December 31, 2022.

The continuing impact on commodity Commodity prices will also continue to depend on the responses of the Organization of Petroleum Exporting Countries and other oil exporting nations ("OPEC+") to supply disruptions and higher prices. On October 5, 2022, In April and July 2023, OPEC+ announced that it would reduce further oil production by two million barrels per day, output reductions, which are expected to continue through the largest cut since April 2020. The reduction is equivalent of 2024, and led to approximately 2% higher prices during the second half of global demand. 2023.

We believe there are several industry trends that continue to provide meaningful support for future growth. Our key customers' capital allocation to the Permian Basin and New Mexico in particular remains consistent and significant, including on acreage where the water sourcing and production is dedicated to us. Additionally, operators continue Permian Basin oil and associated water production growth continues to average longer horizontal lateral lengths which corresponds to increased water sourcing and produced water handling volumes. outpace production growth in other parts of the United States.

Many industry trends such as simultaneous multi-well operations and reuse applications of produced water, particularly in the areas of the Permian Basin where we operate, are improving efficiencies and returns and provide us with significant opportunities for both our Produced Water Handling and Water Solutions businesses.

Cost Inflation

During Since 2021, the U.S. began experiencing has experienced increased wage and price inflation, as evidenced by increases in the CPI. The annual Although the current rate of consumer inflation in the U.S. reached 6.5% in December 2022, a reduction from the 9.1% annual rate reported in June 2022. Through December 31, 2022, the Federal Reserve has approved seven interest rate hikes that total a 4.25 percentage point increase. The Federal Reserve has indicated additional rate increases may be approved in the future. eased, core inflation remains high. The degree of inflation, and length of time it continues, will be impacted by any further steps the U.S. Federal Reserve Bank takes to combat inflationary pressures, such as by continuing to adjust interest rates.

During 2022, our revenue growth was partially offset by higher than anticipated cost inflation. Our long-term, fee-based produced water handling Produced Water Handling contracts are generally subject to limited annual CPI based CPI-based adjustments. However, many of our contractual CPI based CPI-based adjustments are capped at a maximum annual increase and, therefore, our costs have, in certain circumstances, increased may increase more rapidly than the fees that we charge to customers

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pursuant to our contracts with them. If inflation in the CPI were to remain significantly is higher than our contractually allowed fee increases, we could experience negative impacts to our operating margins.

Seismicity

In New Mexico, we operate four wells located within the Hat Mesa Seismic Response Area ("SRA") SRA that are subject to the associated Seismic Response Protocol and Protocol. In September 2023, we temporarily curtailed one of these wells in response to a seismic event on September 22, 2023, in Lea County, New Mexico. Due to the uncertainty regarding the causal factors of the event, the NMOCD did not create an SRA nor require the operators of disposal wells within 10 miles of the seismic event to follow the established Seismicity Response Protocol. Therefore, we returned the temporarily curtailed well to pre-curtailment levels beginning on November 1, 2023. We have partially curtailed injection in one well within the Hat Mesa SRA as of the wells. We December 31, 2023, and continue to operate our partially curtailed well. As there has been no further seismic activity within the Hat Mesa SRA in 2022 or 2023, the New Mexico Oil Conservation Division reduced curtailment requirements.

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In Texas, during the third quarter of 2022, we sold one deep injection well along with the permit to recomplete the deep well to a shallow injector. The well was located within the Gardendale SRA where the Texas Railroad Commission

suspended all active permits to inject oil and gas waste into deep strata. As of December 31, 2022, we owned one well within the Gardendale SRA, which well was plugged and abandoned **subsequent to year end 2022**. **during 2023**.

Due to the integrated nature of our pipeline network and our system-wide redundancy, we have been able to **comply with adapt to** regulator responses to seismic activity, while continuing to provide service to our customers without **significant material** disruption in our operations. In addition, **although we cannot anticipate with any certainty future regulatory actions and the effect such actions could have on our business**, our compliance with state regulator seismic response actions to **date** has not resulted in any material volumetric, revenue or cash flow decreases.

How We Generate Revenue

We manage our business through a single operating segment comprising two primary revenue streams, Produced Water Handling and Water Solutions. Our **produced water handling** **Produced Water Handling** revenue is driven by the volumes of produced water we gather from our customers, and our **water solutions** **Water Solutions** revenue is driven by the quantities of recycled produced water and groundwater delivered to our customers to support their well completion activities. See Part I, Items 1. and 2. **Business Properties – Our Customers and Contracts –Contracts – Produced Water Handling and Contracts and Our Customers and Contracts – Water Solutions** for a description of our contracts.

Under our contracts with our customers, which are generally subject to periodic and limited index-based adjustments such as CPI, we receive a fixed fee per barrel of produced water received from our customers, which water is either handled or recycled, and a fixed fee per barrel of recycled water or groundwater sold to our customers. In addition, one of our significant customer contracts provides for rates that periodically fluctuate within a defined range in response to changes in WTI. See Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Costs of Conducting Our Business

Direct Operating Costs

We incur direct operating costs primarily as a function of the number of barrels of water received, handled and treated. The major categories of direct operating costs are landowner royalties, power expenses for handling and treatment facilities, direct labor, chemicals for water treatment, water filtration expenses, workover expense, repair and maintenance of facilities, equipment rental and environmental remediation. We seek to minimize, to the extent appropriate for safe and reliable operations, expenses directly tied to

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operating and maintaining our assets. Certain expenses, such as workover and repair and maintenance expense, may occur on an irregular basis, resulting in volatility in our operating margin.

General and Administrative Expenses

General and administrative expenses are costs incurred for overhead, including payroll and benefits for our corporate staff, stock-based compensation, costs of maintaining our offices, costs of managing our permitting operations, information technology expenses, insurance, audit and other fees for professional services and other costs incurred as a result of our being a public company.

How We Evaluate Our Results of Operations

We use a variety of financial and operational metrics to evaluate our performance. These metrics help us identify factors and trends that impact our operating results, cash flows and financial condition. The key metrics we use to evaluate our business are provided below.

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Produced Water Handling Volumes

We continually seek to bring additional produced water volumes onto our system to maintain or increase throughput on our systems. These volumes are a primary revenue driver and serve as a water source for our Water Solutions business. Changes in **produced water handling** **Produced Water Handling** throughput are driven primarily by the level of production and pace of completions activity on our contracted acreage. We define **Produced Water Handling Volumes** as all produced water barrels received from customers and any barrels that are deficient under minimum volume commitment agreements.

Water Solutions Barrels Sold and Transferred

Our recycled water and groundwater sales are driven primarily by our customers' oil and gas well completion activities. We continually seek to gain market share and expand our customer base for recycled water and groundwater sales in the Permian Basin. We believe our access to abundant produced water volumes and the scale of our systems allows us to distribute recycled water for our customers' completion activities in an efficient, cost effective and environmentally conscious manner. We define **Water Solutions Barrels Sold and Transferred** as the total of all recycled water and groundwater barrels sold plus groundwater barrels transferred on behalf of third parties.

Revenue

We analyze our revenue and assess our performance by comparing actual revenue to our internal projections and across periods. We examine revenue per barrel of water handled or sold to evaluate pricing trends and customer mix impacts. We also assess incremental changes in revenue compared to incremental changes in direct operating costs and selling, general and administrative expenses to identify potential areas for improvement and to determine whether our performance is meeting our expectations.

We generate revenue by providing fee-based services related to our **Produced Water Handling** and **Water Solutions** businesses.

The services related to produced water are fee-based arrangements which are based on the volume of water that flows through our systems and facilities. Revenue from **produced water handling** **Produced Water Handling** consists primarily of per barrel fees charged to our customers for the use of our transportation and water handling services. For our **produced water handling** **Produced Water Handling** contracts, revenue is recognized over time utilizing the output method based on the volume of produced water accepted from the customer. As part of our water processing activities, we aggregate and sell recovered crude oil, also known as skim oil. Included in our **Produced Water Handling** revenues is **skim oil sales revenue**, which is recognized when custody is transferred to the purchaser and sold at market rates, net of marketing costs.

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The sale of recycled produced water and groundwater are priced based on negotiated rates with our customers. For contracts that involve recycled produced water and groundwater, revenue is recognized at a point in time when control of the product is transferred to the customer.

Adjusted EBITDA

We use *Adjusted EBITDA* as a performance measure to assess the ability of our assets to generate sufficient cash to pay interest costs, support indebtedness and, at the discretion of our Board of Directors, return capital to equity holders. We also use *Adjusted EBITDA* **is as a non-GAAP financial measure**, **performance measure under our short-term incentive plan**. We define *Adjusted EBITDA* as net income (loss) plus: interest expense; income taxes; depreciation, amortization and accretion expense; abandoned well costs, asset impairment and abandoned project charges; losses on the sale of assets; transaction costs; research and development expense; **change in payables related to the Tax Receivable Agreement as a result of state tax rate changes**; loss on debt modification; stock-based compensation expense; and other non-recurring or unusual expenses or charges **(including severance, (such as temporary power costs, discussed below, litigation expenses and IPO transaction bonus) severance costs)**, less any gains on the sale of assets. (For the fourth quarter of 2022, we began including research and development expense in our calculation of *Adjusted EBITDA* due to our new beneficial reuse pilot projects, which are discreet, non-revenue initiatives. See **Non-GAAP Financial Measures** below for more information regarding this financial measure, including a reconciliation to its most directly comparable **GAAP measure**.)

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Adjusted Operating Margin and Adjusted Operating Margin per Barrel

Our **Adjusted Operating Margin** and **Adjusted Operating Margin per Barrel** are dependent upon the volume of produced water we gather and handle, the volume of recycled water and groundwater we sell and transfer, the fees we charge for such services, and the recurring operating expenses we incur to perform such services. We define **Adjusted Operating Margin** as **Gross Margin plus depreciation, amortization and accretion and temporary power costs**. We define **Adjusted Operating Margin per Barrel** as **Adjusted Operating Margin divided by total volumes handled, sold or transferred**. **Adjusted Operating Margin** and **Adjusted Operating Margin per Barrel** are non-GAAP financial measures. See See Non-GAAP Financial Measures below for more information regarding this financial measure, including a reconciliation to its most directly comparable GAAP measures for each measure.

We seek to maximize our **Adjusted Operating Margin** in part by minimizing, to the extent appropriate, expenses directly tied to operating our assets. Landowner royalties, utilities, direct labor costs, chemical costs, workover, and repair and maintenance costs and contract services comprise the most significant portion of our expenses. Our operating expenses are largely variable and as such, generally fluctuate in correlation with throughput volumes.

Our **Adjusted Operating Margin** is incrementally benefited from increased Water Solutions recycled water sales. When produced water is recycled, we recognize cost savings from reduced landowner royalties, reduced pumping costs, lower chemical treatment and filtration costs and reduced power consumption.

Factors Affecting the Comparability 66

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Temporary Power Costs

In the past, we constructed assets in advance of permanent grid power infrastructure availability in order to secure long-term produced water handling contracts. As a result, we rented temporary power generation equipment that would not have been necessary if grid power connections had been available. We estimated temporary power costs by taking temporary power and rental expenses incurred during the period and subtracting estimated expenses that would have been incurred during such period had permanent grid power been available. Power infrastructure and permanent power availability rapidly expanded in the Permian Basin in 2020 and the first half of 2021, and, accordingly, we were able to make significant progress in reducing these expenses over that period. By the end of September 2021, all of our significant produced water handling facilities were being supported by permanent power. Beginning in the third quarter of 2021, we were no longer adjusting for temporary power costs.

We remove temporary power costs when calculating **Adjusted Operating Margin** to accurately assess long-term profitability and cash flow on a basis consistent with our long-term projections and current operating cost profile.

Results of Operations

Aris Inc. was formed in May 2021 and does not have historical financial operating results. For purposes of this Annual Report, our accounting predecessor is Solaris LLC. Solaris LLC was formed in November 2015. Following our IPO and operations were as follows for the transactions related thereto, we became a holding company whose sole material asset consists of Solaris LLC units. We became the managing member of Solaris LLC and are responsible for all operational, management and administrative decisions relating to Solaris LLC's business and, as a result, consolidate the financial results of Solaris LLC and its subsidiaries. The financial data discussed below reflect periods indicated:

(in thousands)	Year Ended December 31,			
	2023	2022	2023 vs. 2022	
Revenue				
Produced Water Handling	\$ 195,207	\$ 151,360	\$ 43,847	29 %
Produced Water Handling—Affiliate	102,322	93,107	9,215	10 %
Water Solutions	66,625	60,672	5,953	10 %
Water Solutions—Affiliate	25,611	15,156	10,455	69 %
Other Revenue	2,353	706	1,647	233 %
Total Revenue	392,118	321,001	71,117	22 %
Cost of Revenue				
Direct Operating Costs	177,973	139,480	38,493	28 %
Depreciation, Amortization and Accretion	76,632	67,524	9,108	13 %
Total Cost of Revenue	254,605	207,004	47,601	23 %
Operating Costs and Expenses				
Abandoned Well Costs	1,303	15,771	(14,468)	(92) %
General and Administrative	50,454	45,220	5,234	12 %
Impairment of Long-Lived Assets	—	15,597	(15,597)	N/M %
Research and Development Expense	3,120	691	2,429	352 %
Other Operating (Income) Expense, Net	(1,230)	2,212	(3,442)	(156) %
Total Operating Expenses	53,647	79,491	(25,844)	(33) %
Operating Income	83,866	34,506	49,360	143 %
Other Expense				
Interest Expense, Net	32,853	29,185	3,668	13 %
Other	107	—	107	N/M %
Total Other Expense	32,960	29,185	3,775	13 %
Income Before Income Taxes	50,906	5,321	45,585	857 %
Income Tax Expense	7,494	524	6,970	1,330 %
Net Income	\$ 43,412	\$ 4,797	\$ 38,615	805 %

N/M Not Meaningful

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the historical results of operations and financial position of Solaris LLC, our predecessor for accounting purposes prior to the date of our IPO closing.

Results of operations were as follows for the periods indicated:

(in thousands)	Year Ended December 31,

	2022	2021	2022 vs. 2021	
Revenue				
Produced Water Handling	\$ 151,360	\$ 98,486	\$ 52,874	54%
Produced Water Handling—Affiliates	93,107	86,598	6,509	8%
Water Solutions	60,672	25,121	35,551	142%
Water Solutions—Affiliates	15,156	19,046	(3,890)	(20)%
Other Revenue	706	—	706	N/M
Total Revenue	321,001	229,251	91,750	40%
Cost of Revenue				
Direct Operating Costs	139,480	90,914	48,566	53%
Depreciation, Amortization and Accretion	67,524	60,767	6,757	11%
Total Cost of Revenue	207,004	151,681	55,323	36%
Operating Costs and Expenses				
Abandoned Well Costs	15,771	28,505	(12,734)	(45)%
General and Administrative	45,220	27,266	17,954	66%
Impairment of Long-Lived Assets	15,597	—	15,597	N/M
Research and Development Expense	691	—	691	N/M
Other Operating Expense	2,212	2,657	(445)	(17)%
Total Operating Expenses	79,491	58,428	21,063	36%
Operating Income				
Interest Expense, Net	29,185	25,473	3,712	15%
Other	—	380	(380)	(100)%
Income (Loss) Before Income Taxes	5,321	(6,711)	12,032	(179)%
Income Tax Expense	524	298	226	76%
Net Income (Loss)	\$ 4,797	\$ (7,009)	\$ 11,806	(168)%

N/M = Not Meaningful

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Operating Metrics

The amount of revenue we generate depends primarily on the volumes of water which we handle for, sell to or transfer for our customers.

Our volumes were as follows for the periods indicated:

Year Ended	Year Ended
December 31,	December 31,

	2022	2021	2022 vs. 2021		2023	2022	2023 vs. 2022	
<i>(thousands of barrels of water per day)</i>								
Produced Water Handling Volumes	873	707	166	23%	1,042	873	169	19 %
Water Solutions Volumes								
Recycled Produced Water Volumes Sold	300	123	177	144%	324	300	24	8 %
Groundwater Volumes Sold	105	73	32	44%	126	105	21	20 %
Groundwater Volumes Transferred ⁽¹⁾	6	44	(38)	(86)%	—	6	(6)	N/M %
Total Water Solutions Volumes	411	240	171	71%	450	411	39	9 %
Total Water Volumes	1,284	947	337	36%	1,492	1,284	208	16 %
<i>Per Barrel Operating Metrics ⁽²⁾</i>								
Produced Water Handling Revenue/Barrel	\$ 0.77	\$ 0.72	\$ 0.05	7%	\$ 0.78	\$ 0.77	\$ 0.01	1 %
Water Solutions Revenue/Barrel	\$ 0.51	\$ 0.50	\$ 0.01	2%	\$ 0.56	\$ 0.51	\$ 0.05	10 %
Revenue/Barrel of Total Volumes	\$ 0.68	\$ 0.66	\$ 0.02	3%	\$ 0.72	\$ 0.68	\$ 0.04	6 %
Direct Operating Costs/Barrel	\$ 0.30	\$ 0.26	\$ 0.04	15%	\$ 0.33	\$ 0.30	\$ 0.03	10 %
Gross Margin/Barrel	\$ 0.24	\$ 0.22	\$ 0.02	9%	\$ 0.25	\$ 0.24	\$ 0.01	4 %
Adjusted Operating Margin/Barrel ⁽³⁾	\$ 0.39	\$ 0.41	\$ (0.02)	(5)%	\$ 0.39	\$ 0.39	\$ -	- %

N/M Not Meaningful

⁽¹⁾ The groundwater transfer assets were sold in the first quarter of 2022.

⁽²⁾ Per barrel operating metrics are calculated independently. Therefore, the sum of individual amounts may not equal the total presented.

⁽³⁾ See *Non-GAAP Financial Measures below*.

Our skim oil volumes recovered were as follows for the periods indicated:

	Year Ended			Year Ended		
	December 31,		2023 vs. 2022	December 31,		
	2022	2021	2022 vs. 2021	2023	2022	2023 vs. 2022
Skim Oil Volumes (bpd)	792	397	395 99%	1,219	792	427 54 %
Skim Oil Sales Revenue/Barrel ⁽¹⁾	\$ 85.29	\$ 60.67	\$ 24.62 41%			
Skim Oil Volumes/Produced Water Handling Volumes				0.12%	0.09%	0.03% 33 %
Skim Oil Sales Revenue/Barrel of Skim Oil ⁽¹⁾				\$ 69.57	\$ 85.29	\$ (15.72)(18)%

⁽¹⁾ Skim oil price received from the purchaser is net of certain customary deductions, including severance taxes.

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Revenue

An analysis of revenue is as follows:

Produced Water Handling Revenue

Total produced water handling revenues and produced water handling revenues per barrel of produced water are as follows: follows for the periods indicated:

(in thousands)	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2022 vs. 2021	2023	2022	2023 vs. 2022
Produced Water Handling Fees	\$ 219,817	\$ 176,287	\$ 43,530 25%	\$ 266,573	\$ 219,817	\$ 46,756 21 %
Skim Oil Sales Revenue	24,650	8,797	15,853 180%	30,956	24,650	6,306 26 %
Total Produced Water Handling Revenue	\$ 244,467	\$ 185,084	\$ 59,383 32%	\$ 297,529	\$ 244,467	\$ 53,062 22 %
Produced Water Handling Fees/Bbl	\$ 0.69	\$ 0.68	\$ 0.01 1%			
Skim Oil Sales Revenue/Bbl	0.08	0.03	0.05 167%			
Total Produced Water Handling Revenue/Bbl	\$ 0.77	\$ 0.72	\$ 0.05 7%			
Produced Water Handling Fees/Barrel				\$ 0.70	\$ 0.69	\$ 0.01 1 %
Skim Oil Sales Revenue/Barrel of Produced Water				0.08	0.08	- - %
Total Produced Water Handling Revenue/Barrel				\$ 0.78	\$ 0.77	\$ 0.01 1 %

Total produced water handling revenues and produced water handling revenues per barrel of produced water are as follows: follows for the year ended December 31, 2022 December 31, 2023 as compared with the year ended December 31, 2021 December 31, 2022 primarily due primarily to:

- an increase of \$41.8 million due to a 166 kbwpd volume increase driven primarily by activity associated with our long-term acreage dedication agreements,
- an increase of \$1.7 million due to customer mix and contractual price adjustments, and
- an increase of \$15.9 million in skim oil sales revenue due to higher crude oil prices and increased volumes on the system and improved skim oil recovery rates.

Water Solutions Revenue

Water Solutions revenue increased for the year ended December 31, 2022 December 31, 2023 as compared with the year ended December 31, 2021 December 31, 2022 primarily due primarily to:

- an increase of \$6.5 million primarily due to a 21 kbwpd volume increase in groundwater volumes sold,
- an increase of \$4.9 million primarily related to higher realized prices on recycled volumes, and
- an increase of \$4.0 million primarily due to a 24 kbwpd volume increase in recycled volumes sold.

Expenses

An analysis of \$31.5 million in revenue related to the 171 kbwpd net volume increase. The volume increase was driven by an increase in recycling volumes from higher completion activities across the Permian Basin in response to recovering commodity prices expenses is as well as newly signed commercial agreements follows.

Direct Operating Costs

Direct operating costs increased for the year ended December 31, 2022 December 31, 2023 as compared with the year ended December 31, 2021 December 31, 2022 primarily due to higher volumes as well as cost inflation for both Produced Water Handling and Water Solutions and the related increase in expense, which included higher field labor chemical treatment, rental equipment of \$7.7 million, higher landowner royalties paid on increased skim oil revenue of \$5.2 million, higher facility repairs and maintenance of \$4.2 million, higher electricity and fuel expense, offset by the absence costs of temporary power generation expenses. On a per barrel basis, \$3.4 million and higher filtration and waste disposal costs of \$3.1 million. The 2023 direct operating costs increased due to the also included higher labor, chemical treatment, rental equipment and fuel expenses, which increased due to inflationary pressure, partially offset by reduced temporary power generation expenses.

All our significant produced water handling facilities have been on permanent power since the end workover expense of June 2021. For the year ended December 31, 2021, the estimated incremental impact of temporary power expenses was \$4.3 million or approximately \$0.01 per barrel.

See *Factors Affecting the Comparability of our Results of Operations — Temporary Power Costs* for additional information.

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Direct operating costs increased \$0.03 on a per barrel basis, year over year, primarily due to higher field labor, increased repair and maintenance expense, higher workover expense, increased filtration and waste disposal costs at produced water handling and recycling facilities and higher landowner royalties.

Depreciation, Amortization and Accretion Expense

Depreciation, amortization and accretion expense increased for the year ended December 31, 2022 December 31, 2023 as compared with the year ended December 31, 2021 December 31, 2022 primarily due primarily to higher amortization expense related to a previously acquired customer contract, as well as depreciation expense related to new assets placed in service.

Abandoned Well Costs

Abandoned well costs for the year ended December 31, 2022 related to the abandonment of SWD wells that were no longer economically beneficial to the operations of the Company, as well as the abandonment of a well under construction. See *Part II, Item 8. Financial Statements and Supplementary Data — Note 5. Property, Plant and Equipment*.

General and Administrative Expenses

General and administrative ("G&A") expenses increased for the year ended December 31, 2022 December 31, 2023 as compared with the year ended December 31, 2021 December 31, 2022 primarily due primarily to increased higher compensation and benefits expenses travel, associated with higher headcount of \$3.9 million, higher professional fees of \$0.9 million primarily related to contracted accounting and insurance costs corresponding with the

increased headcount required tax services and additional resources needed for our larger asset footprint. enterprise resource platform implementation, as well as higher office rent expense of \$0.7 million primarily related to our new corporate office lease. G&A expenses include stock-based compensation expense of \$11.4 million \$10.8 million and \$1.5 million \$11.4 million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Impairment Expense

Impairment expense for the year ended December 31, 2022 related to Midland Basin assets reclassified to assets held for sale during the first quarter of 2022. The assets were re-measured at their fair values less costs to sell, which resulted in the recognition of pre-tax impairment expense. See See Part II, Item 8. Financial Statements and Supplementary Data – Note 5. Property, Plant and Equipment.

Research and Development Expense

Research and development ("R&D") expense is related to the development of technologies for the beneficial reuse of produced water. Research and development expense increased for the year ended December 31, 2023 as compared to the prior year due to internal beneficial reuse research and development, as well as the Beneficial Reuse Strategic Agreement entered into in the fourth quarter of 2022, as described above. Research and development expense related to the Company's share of expense associated with the Beneficial Reuse Strategic Agreement was \$1.6 million for the year ended December 31, 2023, as compared to \$23 thousand of related research and development expense for the year ended December 31, 2022.

Other Operating (Income) Expense, Net

Other operating (income) expense, net includes net gains and losses on asset sales, transaction costs, abandoned project costs and other expenses. See See Part II, Item 8. Financial Statements and Supplementary Data – Note 3. Additional Financial Statement Information.

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Interest Expense, Net

Components of interest expense, net are as follows for the periods indicated:

(in thousands)	Year Ended December 31,		Year Ended December 31,	
	2022	2021	2023	2022
Interest on Debt Instruments	\$ 31,609	\$ 26,221	\$ 34,639	\$ 31,609
Amortization of Financing Costs	2,440	2,043		
Amortization of Debt Issuance Costs			2,590	2,440
Total Interest Expense	34,049	28,264	37,229	34,049
Less: Capitalized Interest	(4,864)	(2,791)	(4,376)	(4,864)
Interest Expense, Net	\$ 29,185	\$ 25,473	\$ 32,853	\$ 29,185

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Total Interest expense, net for the year ended December 31, 2022 December 31, 2023 increased as compared with the year ended December 31, 2021 December 31, 2022 due to increases Credit Facility borrowings and was partially offset by a decrease in total debt outstanding and the average capitalized interest rate related to outstanding debt. a decrease in assets under construction. The average outstanding debt balance for the year ended December 31, 2022 December 31, 2023 was \$406.7 million \$444.8 million compared with \$374.6 million \$406.7 million for the year ended December 31, 2021 December 31, 2022. The average interest rate on outstanding debt was 7.61% 7.654% for the year ended December 31, 2022 December 31, 2023 as compared with 6.67% 7.614% for the year ended December 31, 2021 December 31, 2022.

Capitalized interest for the year ended December 31, 2022 increased primarily as a result of an increase in the amount of assets under construction as well as a slightly higher average interest rate.

Income Tax Provision

Income tax (benefit) expense included in our consolidated statements of operations for the years ended December 31, 2022 December 31, 2023 and 2021 2022 is calculated based only on our allocable share of income (loss) of Solaris LLC, which is taxed as a partnership. See See Part II, Item 8. Financial Statements and Supplementary Data — Note 12.11. Income Taxes for a discussion of our income tax provision and effective tax rate.

Non-GAAP Financial Measures

Adjusted EBITDA, Adjusted Operating Margin and Adjusted Operating Margin Per Barrel are supplemental non-GAAP measures that we use to evaluate current, past and expected future performance. Although these non-GAAP financial measures are important factors in assessing our operating results and cash flows, they should not be considered in isolation or as a substitute for net income or gross margin or any other measures prepared under GAAP.

We believe this presentation is used by investors and professional research analysts for the valuation, comparison, rating, and investment recommendations of companies within our industry. Additionally, we use this information for comparative purposes within our industry. Adjusted EBITDA, Adjusted Operating Margin and Adjusted Operating Margin per Barrel are not measures of financial performance under GAAP and should not be considered as measures of liquidity or as alternatives to net income or gross margin. Adjusted EBITDA, Adjusted Operating Margin and Adjusted Operating Margin per Barrel as defined by us may not be comparable to similarly titled measures used by other companies and should be considered in conjunction with net income and other measures prepared in accordance with GAAP, such as gross margin, operating income or cash flows from operating activities.

Adjusted EBITDA

We use Adjusted EBITDA as a performance measure to assess the ability of our assets to generate sufficient cash to pay interest costs, support indebtedness and, at the discretion of our Board of Directors, return capital to equity holders. We also use Adjusted EBITDA as a performance measure under our short-term incentive plan. We define

Adjusted EBITDA as net income (loss) plus: interest expense; income taxes; depreciation, amortization and accretion expense; abandoned well costs, asset impairment and abandoned project charges; losses on the sale of assets; transaction costs; research and development expense; **change in payables related to the Tax Receivable Agreement liability as a result of state tax rate changes;** loss on debt modification; stock-based compensation expense; and other non-recurring or unusual expenses or charges **(including severance,**

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(such as temporary power costs, **discussed above, litigation expenses** and **IPO transaction bonus**) **severance costs**), less any gains on **the** sale of assets.

Adjusted Operating Margin and Adjusted Operating Margin per Barrel

Our Adjusted Operating Margin and Adjusted Operating Margin per Barrel are dependent upon the volume of produced water we gather and handle, the volume of recycled water and groundwater we sell and transfer, the fees we charge for such services and the recurring operating expenses we incur to perform such services. We define Adjusted Operating Margin as Gross Margin plus depreciation, amortization and accretion and temporary power costs. We define Adjusted Operating Margin per Barrel as Adjusted Operating

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Margin divided by total volumes handled, sold or transferred. Adjusted Operating Margin and Adjusted Operating Margin per Barrel are non-GAAP financial measures.

We seek to maximize our Adjusted Operating Margin in part by minimizing, to the extent appropriate, expenses directly tied to operating our assets. Landowner royalties, utilities, direct labor costs, chemical costs, workover, **and** repair and maintenance costs and contract services comprise the most significant portion of our expenses. Our operating expenses are largely variable and as such, generally fluctuate in correlation with throughput volumes.

Our Adjusted Operating Margin is incrementally benefited from increased Water Solutions recycled water sales. When produced water is recycled, we recognize cost savings from reduced landowner royalties, reduced pumping costs, lower chemical treatment and filtration costs and reduced power consumption.

The following table sets forth a reconciliation of net income **(loss)** as determined in accordance with GAAP to Adjusted EBITDA and gross margin as determined in accordance with GAAP to Adjusted Operating Margin for the periods indicated:

(in thousands)	Year Ended December 31,	
	2023	2022
Net Income	\$ 43,412	\$ 4,797
Interest Expense, Net	32,853	29,185
Income Tax Expense	7,494	524
Depreciation, Amortization and Accretion	76,632	67,524
Abandoned Well Costs	1,303	15,771
Impairment of Long-Lived Assets	—	15,597
Stock-Based Compensation	11,569	12,034
(Gain) Loss on Disposal of Asset, Net	(2,606)	478
Transaction Costs	802	1,520
Research and Development Expense	3,120	691
Change in Payables Related to Tax Receivable Agreement Liability	413	—
Other	(20)	880
Adjusted EBITDA	\$ 174,972	\$ 149,001
 Total Revenue	 \$ 392,118	 \$ 321,001
Cost of Revenue	(254,605)	(207,004)
Gross Margin	137,513	113,997
Depreciation, Amortization and Accretion	76,632	67,524
Adjusted Operating Margin	\$ 214,145	\$ 181,521
Total Volumes (<i>Thousands of BBLs</i>)	544,647	468,401
Adjusted Operating Margin/BBL	\$ 0.39	\$ 0.39

(in thousands)	Year Ended December 31,	
	2022	2021
Net Income (Loss)	\$ 4,797	\$ (7,009)
Interest Expense, Net	29,185	25,473
Income Tax Expense	524	298
Depreciation, Amortization and Accretion	67,524	60,767
Abandoned Well Costs	15,771	28,505
Impairment of Long-Lived Assets	15,597	—
Stock-Based Compensation	12,034	1,586
Abandoned Projects	72	2,047
Loss (Gain) on Disposal of Asset, Net	478	275
Transaction Costs	1,520	335
Research & Development Expense	691	—
Temporary Power Costs	—	4,253
Loss on Debt Modification	—	380
IPO Transaction Bonus	—	3,367
Severance and Other	808	221
Adjusted EBITDA	\$ 149,001	\$ 120,498

Total Revenue	\$ 321,001	\$ 229,251
Cost of Revenue	(207,004)	(151,681)
Gross Margin	113,997	77,570
Depreciation, Amortization and Accretion	67,524	60,767
Temporary Power Costs	—	4,253
Adjusted Operating Margin	\$ 181,521	\$ 142,590
Total Volumes (<i>Thousands of BBLs</i>)	468,401	345,576
Adjusted Operating Margin/BBL	\$ 0.39	\$ 0.41

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Liquidity and Capital Resources

Overview

We have a disciplined capital allocation process and evaluate all growth capital expenditures on a project-level returns basis. We maintain close relationships and open communication with our customers, which

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allows us to accelerate or delay our capital plans in real-time as we seek to maximize our efficiency and return on capital deployed.

Our management has successfully permitted, developed, constructed and operated the assets needed to service growing total barrels handled, sold or transferred in the Permian Basin, while maintaining a conservative capital structure and what we believe to be sufficient liquidity and ample financial flexibility to meet our objectives and those of our customers. We intend to continue to pursue accretive growth projects that meet our return thresholds and strategically improve the value of our assets. Our integrated network provides accretive, organic growth opportunities where we expect to expand and enhance the value of our existing infrastructure.

In addition, we plan to evaluate and strategically pursue acquisitions that create synergies, strengthen our relationships with existing and prospective customers and meet our financial return thresholds while maintaining significant balance sheet flexibility.

Our primary needs for cash are permitting, development and construction of water handling and recycling assets to meet customers' needs, payment of contractual obligations including debt and working capital obligations. When

appropriate, we may enhance shareholder returns by returning capital to shareholders, such as through dividends and share buybacks (to the extent determined by our Board). Funding for these cash needs may be provided by any combination of internally generated cash flow, borrowings under the Credit Facility or accessing the capital markets. We believe that our cash flows, **undrawn availability under our Credit Facility and conservative leverage profile** provide us with the financial flexibility to fund attractive growth opportunities in the future.

As of **December 31, 2022** **December 31, 2023**, we had **a cash balance of \$5.1 million and working capital, defined as current assets less current liabilities, of \$47.6 million** **\$11.9 million**. We had \$400.0 million face value of Notes outstanding and **\$35.0** **\$26.0 million** outstanding under our Credit Facility, with **\$164.85** **\$323.9 million** of availability under **the** **our** Credit Facility. As of **December 31, 2022** **December 31, 2023**, we were in compliance with all the covenants under our Credit Facility and the indenture governing the Notes.

As of **March 3, 2023**, **February 26, 2024**, we had **\$45.0** **\$21.0 million** of outstanding borrowings under our Credit Facility at a weighted average interest rate of **7.54** **8.18 %**. The borrowings are primarily being used to fund our capital program.

Dividends and Distributions

Dividends reflect our confidence that we can return cash to our shareholders while also continuing to invest in high-return growth projects and manage our balance sheet. Our infrastructure, scale, and customer base will allow us to balance attractive reinvestment opportunities with a conservative balance sheet and consistent return of capital to shareholders. Dividends are also paid on unvested shares of restricted stock and restricted stock units. Dividends accrue on performance-based restricted stock units and are paid upon vesting.

Our Board declared quarterly dividends on our Class A common stock of \$0.09 per share for each quarter in **2022**, **2023**. In conjunction with the dividend payments, distributions of \$0.09 per unit per quarter were paid to unit holders of Solaris LLC. The **2022**, **2023** quarterly dividends and distributions declared totaled **\$20.7 million**, **\$21.6 million**, which included dividends on performance-based restricted stock units that will be paid upon vesting.

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On **March 3, 2023**, we announced that **February 23 2024**, our Board declared a dividend on our Class A common stock for the first quarter of **2023**, **2024** of \$0.09 per share. In conjunction with the dividend payment, a distribution of \$0.09 per unit will be paid to unit holders of Solaris LLC. The dividend will be paid on **March 29, 2023**, **March 21, 2024** to holders of record of our Class A common stock as of the close of business on **March 17, 2023**, **March 7, 2024**. The distribution to unit holders of Solaris LLC will be subject to the same payment and record dates.

Cash Flows from Operating Activities

Net cash provided by operating activities totaled **\$183.9 million** for the year ended **December 31, 2023** as compared with **\$70.2 million** for the year ended **December 31, 2022** as compared with **\$58.8 million** for the year ended **December 31, 2021**. The net increase is primarily due primarily to the

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increase in total revenue offset by increases in direct operating costs and general and administrative expenses. Net cash provided by operating activities also included reductions a net increase (decrease) of \$49.3 million \$43.3 million and \$30.2 million (\$49.3) million for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively, associated with changes in working capital items, other than cash. Changes in working capital items adjust for the timing of receipts and payment of actual cash. The reductions in working capital are generally linked cash, primarily due to increases in accounts lower receivable from increased revenue and overall slower payment by customers as they manage their working capital in a rising cost environment. balances associated with improved collections timing.

Cash Flows from Investing Activities

Net cash used in investing activities totaled \$149.6 million for the year ended December 31, 2023 as compared with \$136.9 million for the year ended December 31, 2022 as compared with \$74.7 million for the year ended December 31, 2021. Expenditures for property plant and equipment increased to were \$169.7 million for the year ended December 31, 2023, as compared with \$146.5 million for the year ended December 31, 2022, as compared with \$74.7 million for the year ended December 31, 2021, primarily due primarily to increased capital activity to support our growing operations, including the our long-term full-cycle water management agreement we entered into in 2022 with Chevron U.S.A. entered into in 2022. For the year ended December 31, 2022, net cash used in investing activities also included \$5.1 million cash paid for asset acquisitions, and net Net cash provided by investing activities for the year ended December 31, 2023 included \$14.7 million \$20.1 million in cash proceeds related to an asset sale, as compared with \$14.7 million in cash proceeds from the sale of property, plant and equipment. equipment during the year ended December 31, 2022. The year ended December 31, 2022 also included \$5.1 million cash paid for asset acquisitions. See Part II, Item 8. *Financial Statements and Supplementary Data – Note 4. Acquisitions and Note 5. Property, Plant and Equipment* for more information.

Cash Flows from Financing Activities

Net cash used in financing activities totaled \$30.4 million for the year ended December 31, 2023 and included \$9.0 million in net Credit Facility repayments. Also included is \$3.9 million in debt issuance costs related to the amended and restated Credit Agreement, as well as \$21.4 million cash dividends and distributions paid and \$1.4 million treasury stock repurchases related to tax withholding on stock awards that vested. Net cash used in financing activities for the year ended December 31, 2023 also included a \$6.6 million insurance premium financing agreement entered into in December 2023, partially offset by \$1.3 million in payments on the agreement. See below and Part II, Item 8. *Financial Statements and Supplementary Data – Note 9. Debt* for additional information.

Net cash provided by financing activities totaled \$7.8 million for the year ended December 31, 2022 and included \$35.0 million of borrowings under our Credit Facility used primarily to fund our capital program, offset by \$24.5 million cash dividends and distributions paid. paid

Net cash provided by financing activities totaled \$51.0 million for the year ended December 31, 2021 and included the issuance of our \$400.0 million aggregate principal amount of 7.625% Senior Sustainability-Linked Notes \$2.8 million

treasury stock repurchases related to tax withholding on April 1, 2021, with net proceeds of \$390.6 million used to pay down the outstanding Credit Facility balance of \$297.0 million and redeem the redeemable preferred units for \$74.4 million. In addition, net cash provided by financing activities included IPO proceeds of \$246.4 million, of which \$213.2 million was distributed to Solaris LLC unit holders, resulting in net IPO proceeds of \$33.2 million. stock awards that vested.

Capital Requirements

Our business is capital intensive, requiring the maintenance of existing pipelines, pumps and handling and recycling facilities, SWD salt water disposal ("SWD") well recompletions or workovers, and the acquisition or construction and development of new assets and facilities.

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We maintain significant flexibility around the timing of capital expenditures. However, we are subject to certain capital requirements to support our customers' development plans associated with acreage dedication agreements.

Accordingly, we work proactively with our customers to anticipate their future needs for water handling and recycling assets to support their activities. For 2023, 2024, we expect our capital expenditures will be between approximately \$140.0 million \$85.0 million to \$155.0 million \$105.0 million, which is based on our currently contracted customers' latest outlooks on our dedicated acreage. Factors that could result in an increase in our capital expenditures include an increase in expected drilling activity due to the sale or exchange of dedicated acreage to customers with more active drilling practices and other changes in drilling programs. We intend to fund capital requirements through our primary sources of liquidity, which include cash on hand and cash flows from operations and, if needed, our borrowing capacity under the Credit Facility.

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Debt Agreements

Credit Facility

On April 1, 2021, we entered into our In May 2023, the Credit Agreement was amended and restated credit agreement (the "Restated Credit Agreement") to, among other things, (i) decrease transition the commitments loans under the Credit Facility to \$200.0 million be made at Secured Overnight Financing Rate ("SOFR") instead of LIBOR and to allow

financial reporting to be satisfied based on delivery of the consolidated financial statements of Aris Water Solutions, Inc., so long as it remains a passive holding company, instead of Solaris Midstream Holdings, LLC.

In October 2023, the Credit Agreement was amended and restated to provide for, among other things, (i) commitments of \$350.0 million, (ii) extend the maturity date of October 12, 2027, with a springing maturity of 91 days ahead of the Notes' due date of April 1, 2026 in the event the Notes are not voluntarily redeemed, repurchased, refinanced or otherwise retired in full prior to April 1, 2025, such springing maturity date, (iii) reprice the loans made under the Credit Facility and unused commitment fees to be determined based on a leverage ratio ranging from 3.00:1.00 to 4.50:1.00, (iv) provide for a \$75.0 million incremental revolving facility, which shall be on an accordion feature permitting the same terms as under Company to seek an increase of the Credit Facility of up to \$150.0 million, subject to certain conditions, (v) annualize EBITDA for 2021 for the purpose of covenant calculations for 2021, (vi) amend the leverage ratio covenant to comprise which comprises a maximum total funded debt to EBITDA ratio, net of \$40.0 million of unrestricted cash and cash equivalents if the facility is drawn, and net of all unrestricted cash and cash equivalents if the facility is undrawn, (vii) increase the (vi) a leverage ratio covenant test level for the first two fiscal quarters of 2021 to 5.00 to 1.00, for the third quarter of 2021 to 4.75 to 1.00, and thereafter to which is currently 4.50 to 1.00 and (viii) add (vii) a secured leverage covenant of 2.50 to 1.00.

The Credit Facility provides for, at our option:

- i. Base rate borrowings bearing interest at the highest of (a) the prime rate, (b) the federal funds effective rate plus 0.50% and (c) Term SOFR for an interest period of one month plus 1.00%; plus a margin ranging from 175 basis points to 275 basis points, depending upon our leverage ratio; or
- ii. SOFR borrowings bearing interest at Term SOFR plus SOFR Adjustment of 0.10% plus a margin ranging from 275 basis points to 375 basis points, depending upon our leverage ratio.

The Credit Facility is secured by all of the real and material personal property owned by Solaris LLC or any of its subsidiaries, other than certain excluded assets.

During the fourth quarter of 2022, we borrowed a total of \$35.0 million under the Credit Facility. The borrowings were primarily used to fund our capital program.

As of December 31, 2022 December 31, 2023, we were in compliance with all covenants under the Credit Facility.

Senior Sustainability-Linked Notes

We have \$400.0 million aggregate principal amount of 7.625% Senior Sustainability-Linked Notes ("Notes") outstanding, which are due April 1, 2026. The Notes were issued by Solaris LLC on April 1, 2021 and are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The Notes are guaranteed on a senior unsecured basis by all of Solaris LLC's wholly owned subsidiaries. Interest on the Notes is payable on April 1 and October 1 of each year. We may redeem all or part of the Notes at any time on or after April 1, 2023 at redemption prices ranging from 103.8125% on or after April 1, 2023 through March 31,

2025 to 100% on or after April 1, 2025. In addition, on or before April 1, 2023, we may redeem up to 40% of the aggregate principal amount of the Notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 107.625% of the principal amount of the Notes, plus accrued interest. At any time prior to April 1, 2023, we may also redeem the Notes, in whole or in part, at a price equal to 100% of the principal amount of the Notes plus a "make-whole" premium.

Certain of these redemption prices are subject to increase if we fail to satisfy the Sustainability Performance Target (as defined in the indenture governing the Notes and referred to herein as "SPT") and provide notice of such satisfaction to the trustee. If we undergo a change of control, we may be required to repurchase all or a portion of the Notes at a price equal to 101% of the principal amount of the Notes, plus accrued interest.

We used the proceeds from the issuance of the Notes to repay all borrowings outstanding under our Credit Facility, to redeem our Preferred Units all outstanding redeemable preferred units in full and for general corporate purposes.

The indenture that governs the Notes contains covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to:

- incur or guarantee additional indebtedness or issue certain preferred stock;
- pay dividends on capital stock or redeem, repurchase or retire our capital stock or subordinated indebtedness;

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- transfer or sell assets;
- make investments;
- create certain liens;
- enter into agreements that restrict dividends or other payments from our restricted subsidiaries to us;
- consolidate, merge or transfer all or substantially all of our assets;
- engage in transactions with affiliates; and
- create unrestricted subsidiaries.

Our key performance indicator under our Sustainability-Linked Bond Framework is to increase recycled produced water sold and reduce groundwater withdrawals sold expressed as a percentage of barrels of recycled produced water sold per year divided by total barrels of water sold per year (the "Recycling KPI"). Our Recycling KPI is was designed to reduce groundwater withdrawal for water intensive industrial operations in the water stressed Permian Basin by increasing our sales of recycled produced water. Our SPT is Sustainability Performance Target (as defined in the indenture governing the Notes) was to increase our annual Recycling KPI to 60% by 2022 from a 2020 baseline of 42.1%, with an observation date of December 31, 2022.

As of December 31, 2022, our annual Recycling KPI was approximately 74%. During 2023, we notified the trustee for the Notes that, for the year ended December 31, 2022, we had satisfied the Sustainability Performance Target in accordance with the requirements and procedures of the indenture. As a result, the interest rate on the Notes will remain 7.625% for the remainder of the term of the Notes.

We were in compliance with all covenants under the indenture governing the Notes as of December 31, 2022 December 31, 2023.

Insurance Premium Financing

In the fourth quarter of 2023, we entered into a short-term agreement with a third-party to finance certain insurance premiums for an aggregate amount of \$6.6 million. Under the terms and provisions of the agreement, the insurance premium financing is repayable in 11 monthly installments of principal and interest through September 2024, at a weighted-average annual percentage rate of 7.49%. As of December 31, 2023, the remaining balance was \$5.5 million and is included in "Insurance Premium Financing Liability" on the consolidated balance sheet.

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Tax Receivable Agreement

At the closing of the IPO, we entered into the TRA with the TRA Holders. The TRA generally provides for the payment by us to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) or are deemed to realize in certain circumstances in periods after the IPO as a result of certain increases in tax basis that occur as a result of our acquisition or Solaris LLC's redemption, respectively, of all or a portion of such TRA Holder's Solaris LLC units in connection with the IPO or pursuant to the exercise of a redemption right or call right. We retain the remaining 15% of these cash savings. The future benefit of these cash savings is included, alongside other tax attributes, in our total deferred tax asset balances at December 31, 2022 December 31, 2023 and 2021, 2022. As of December 31, 2022, December 31, 2023 and 2022, the estimated TRA liability totaled \$98.3 million and \$98.0 million, respectively. The increase to the TRA liability is primarily the result of a state tax rate change, which increased the liability \$0.4 million, partially offset by adjustments reflected in the 2022 federal income tax return.

We expect to fund any payments related to annual tax savings with cash on hand or cash from operations that would otherwise be used by us to pay taxes. In addition, such payments will only be made to the extent we are able to realize actual tax savings, and generally we may elect to defer payments due under the TRA if we do not have available cash to satisfy our payment obligations under the TRA or if our contractual obligations limit our ability to make these payments. Any such deferred payments under the TRA generally will accrue interest.

We estimate that if all the remaining Solaris LLC units were converted to shares of our Class A common stock on December 31, 2022 December 31, 2023, the TRA liability would be approximately \$240.4 million \$208.5 million. If we experience a change of control (as defined under the TRA, which includes certain mergers, asset sales and other forms of business combinations and change of control events) or the TRA terminates early (at our election or as a

result of our breach), we could be required to make a substantial, immediate lump-sum payment (or "early termination payment") under the terms of the TRA. As of December 31, 2022 December 31, 2023, we estimate the liability associated with this lump-sum payment would be approximately \$159.0 million \$159.3 million, discounted. We currently do not anticipate experiencing a change of control or an early termination of the TRA.

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Other Commitments

In the normal course of business, we have entered into certain short-term purchase obligations and commitments for products and services, primarily related primarily to purchases of pipe, pumps and other components. As of December 31, 2022 December 31, 2023, we had purchase obligations and commitments of approximately \$40.8 million \$21.1 million due in the next twelve months.

During the first quarter of 2023, we entered into an agreement with an unaffiliated water disposal company to dispose a minimum volume of produced water over a term of seven years, for a total financial commitment of approximately \$28.0 million, undiscounted. We began delivering produced water under this agreement in June 2023. As of December 31, 2023, the remaining minimum commitment was \$25.8 million, undiscounted. See *Part II, Item 8. Financial Statements and Supplementary Data – Note 13. Commitments and Contingencies* for more information.

We are a party to various surface use and compensation agreements by which we have committed to make minimum royalty payments in exchange for rights to access and use the land for purposes that are generally limited to conducting water operations. These agreements do not meet the definition of a lease under ASC Topic 842. As of December 31, 2022 December 31, 2023, the minimum royalty payments associated with these contracts are as follows: \$8.7 million for 2023, \$9.8 million for 2024, \$10.6 million \$10.5 million for 2025, \$11.3 million for 2026, \$1.4 million for 2027, \$1.4 million for 2028 and \$3.1 million \$1.7 million thereafter.

We are party to a fixed price power purchase contract to manage the volatility of the price of power needed for ongoing operations. We have elected the normal purchase and normal sale accounting treatment for this

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contract and therefore record it at cost. The contract has a term that ends in May 2025, and the remaining minimum commitment under the contract is \$6.5 million \$3.8 million as of December 31, 2022 December 31, 2023.

See *Item 1. Financial Statements – Note 13. Commitments and Contingencies* for additional information.

See also *Tax Receivable Agreement*, above.

We have not entered into any other transactions, agreements or other contractual arrangements that would result in off-balance sheet liabilities.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with GAAP requires the selection and application of appropriate accounting principles to the relevant facts and circumstances of our operations and the use of assumptions and estimates made by management. We have identified base our assumptions, estimates and judgments on historical experience, current trends and other factors believed to be relevant at the time our consolidated financial statements are prepared.

Our significant accounting policies are discussed in *Item 1. Financial Statements – Note 2. Summary of Significant Accounting Policies*. We believe the following accounting policies that estimates are the most important critical to the portrayal of aid in fully understanding and evaluating our consolidated reported financial position and results of operations. The application of these accounting policies, estimates, which requires our most subjective or complex judgments regarding estimates and projected outcomes of future events, and changes in these accounting policies, estimates, could have a material effect on our financial statements.

Revenue Recognition

We generate revenue by providing services related to our Produced Water Handling and Water Solutions businesses. The services related to produced water handling are fee-based arrangements and are based on the volume of water that flows through our systems and facilities. The services related to water solutions, including the sale of recycled produced water and groundwater, are priced based on negotiated rates with the customer.

We have customer contracts that contain minimum transportation and/or disposal volume delivery requirements and we are entitled to deficiency payments if such minimum contractual volumes are not delivered by the customer. These deficiency amounts are based on fixed, daily minimum volumes (measured over monthly, quarterly and annual periods depending on the contract) at a fixed rate per barrel. We are typically entitled to shortfall payments if such minimum contractual obligations are not maintained by our customers. We invoice the customer on a monthly, quarterly or annual basis, as provided in the contract.

In determining the appropriate amount of revenue to be recognized as we fulfill our obligations under the contracts, the following steps must be performed at contract inception: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to

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the performance obligations; and (v) recognition of revenue when (or as) we satisfy each performance obligation.

Revenue from produced water handling consist primarily of per barrel fees charged to customers for the use of our system and disposal services. For all of our produced water transfer and disposal contracts, revenue is recognized over time utilizing the output method based on the volume of wastewater accepted from the customer. We typically charge our customers a disposal and transportation fee on a per barrel basis under our contracts. In some contracts, we are entitled to shortfall payments if minimum contractual obligations are not satisfied by our customers. Minimum contractual obligations have not been maintained, and thus we have recognized revenue related to shortfalls on such take or pay contractual obligations to date. Some contracts also have a mechanism that allows for shortfalls to be made up over a limited period of time.

For contracts that involve recycled produced water and groundwater, revenue is recognized at a point in time, based on when control of the product is transferred to the purchaser or customer, as the case may be.

Principles of Consolidation

Our consolidated financial statements include the accounts of Aris Inc. and the consolidated accounts of Solaris LLC and its subsidiaries. Solaris LLC is a variable interest entity ("VIE") of which Aris Inc. is the primary beneficiary. A VIE is required to be consolidated by its primary beneficiary, which is generally defined as the party who has (i) the power to direct the activities that most significantly impact the VIE's economic performance, and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. This assessment requires a significant amount of judgment by management in identifying and analyzing various factors that should be included in the analysis. We evaluate our relationship with Solaris LLC on an ongoing basis to determine whether we continue to be the primary beneficiary. Affiliate or third-party ownership interests in Solaris LLC are presented as ~~a~~ noncontrolling interests, interest.

Acquisitions

To determine if a transaction should be accounted for as a business combination or an acquisition of assets, we first calculate the relative fair values of the assets acquired. If substantially all of the relative fair value is concentrated in a single asset or group of similar assets, or, if not, but the transaction does not include a significant process (does not meet the definition of a business), we record the transaction as an acquisition of assets. For acquisitions of assets, the purchase price is allocated based on the relative fair values. For an acquisition of assets, goodwill is not recorded. All other transactions are recorded as business combinations.

Fair values of assets acquired and liabilities assumed are based upon available information and may involve engaging an independent third party to perform an appraisal. Estimating fair values can be complex and subject to significant business judgment. We must also identify and include in the allocation all acquired tangible and intangible assets that meet certain criteria, including assets that were not previously recorded by the acquired entity. The estimates most commonly involve the fair value of property, plant and equipment and intangible assets, including those with indefinite lives. The estimates also include lives, the fair value of ~~contracts~~ contracts and contingent consideration liabilities. For a business combination, the excess of the purchase price over the net fair value of acquired assets and assumed liabilities is recorded as goodwill, which is not amortized but instead is evaluated for

impairment at least annually. Pursuant to GAAP, an entity is allowed a reasonable period of time (not to exceed one year) to obtain the information necessary to identify and measure the fair value of the assets acquired and liabilities assumed in a business combination.

The assumptions made in performing these valuations require significant judgment on the part of management and may include, but are not limited to, discount rate, future revenue and operating costs, projections of capital costs, and other assumptions believed to be consistent with those used by principal market participants.

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Impairment of Long-Lived Assets

We evaluate the carrying value of our long-lived assets (property, plant and equipment and amortizable intangible assets) for potential impairment when events and circumstances warrant such a review. A long-lived asset group is considered impaired when the anticipated undiscounted future cash flows from the use and eventual disposition of the asset group is less than its carrying value. We compare the carrying value of the long-lived asset to the estimated undiscounted future cash flows expected to be generated from that asset. Estimates of future net cash flows include estimating future volumes and margins, future operating costs and other estimates and assumptions consistent with our business plans. If we determine that an asset's unamortized cost may not be recoverable due to impairment, we may be required to reduce the carrying value and the subsequent useful life of the asset. Any such write-down of the value and unfavorable change in the useful life of a long-lived asset would increase costs and expenses at that time. Fair value calculations for long-lived assets and intangible assets contain uncertainties because it requires us to apply judgment and estimates concerning future cash flows associated with operating the asset, strategic plans, useful lives and market performance. We also apply judgment in the selection of a discount rate that reflects the risk inherent in the current business model.

For the years ended **December 31, 2022** **December 31, 2023** and **2021**, we recognized abandoned well costs of **\$15.8 million** **\$1.3 million** and **\$28.5 million** **\$15.8 million**, respectively, and long-lived asset impairment expense of **\$15.6 million** **zero** and **none**, **\$15.6 million**, respectively.

Impairment of Goodwill

Goodwill is subject to at least an annual assessment for impairment. We perform our annual impairment assessment during the fourth quarter of our fiscal year, and more frequently if circumstances warrant. For our reporting unit, we perform a qualitative assessment of relevant events and circumstances about the likelihood of goodwill impairment. If it is deemed more likely than not that the fair value of the reporting unit is less than its carrying value, we calculate the fair value of the reporting unit. Otherwise, further testing is not required. We base our qualitative assessment on factors relevant to the business, such as macroeconomic, industry, market, cost factors, overall financial performance, other entity specific events, or any other factors that have a significant bearing on fair value.

During the first quarter of 2023, we conducted a quantitative interim test of goodwill due to a decline in the price of our Class A common stock during the period. As a result of our interim test, no goodwill impairment was identified. The fair value of our reporting unit exceeded the carrying value by more than 10%. We performed our annual goodwill impairment test using qualitative factors during the fourth quarter of 2023 and concluded there were no new impairment triggering events as of and for the year ended December 31, 2023. As such, there was no goodwill impairment as of December 31, 2023.

If it is necessary to determine the fair value of a reporting unit, we may use a combination of the income approach and the market approach. Under the income approach, the determination of a reporting unit's fair value is predicated on our assumptions regarding the future economic prospects of the reporting unit. Such assumptions include (i) discrete financial forecasts for the assets contained within the reporting unit, which rely on our estimates of gross margins, (ii) long-term growth rates for cash flows beyond the discrete forecast period, (iii) appropriate discount rates and (iv) estimates of the cash flow multiples to apply in estimating the market value of our reporting units.

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Under the market approach, we estimate the value of the reporting unit by comparison to similar businesses whose securities are actively traded in the public market. This requires management to make certain judgments about the selection of comparable companies and/or comparable recent company and asset transactions and transaction premiums. We use a peer company multiple method for the market approach. Market multiples represent market estimates of fair value based on selected financial metrics. We use earnings before interest, taxes, **DD&A**, **depreciation, amortization** and **amortization accretion** expense (also known as EBITDA) as our financial metric as we believe it more accurately compares companies in our industry.

Determining the fair value of a reporting unit is judgmental in nature and involves the use of significant estimates and assumptions. For example, reporting unit fair value may be calculated using a discounted cash flow model, which would require the use of significant unobservable inputs including assumptions such as discount rate, revenue growth rates, future operating margins, future capital expenditures, changes in working capital requirements and terminal growth rates. Such estimates would represent a Level 3 fair value measurement.

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If the fair value of the reporting unit (including its inherent goodwill) is less than its carrying value, we recognize an impairment charge for the amount by which the carrying amount exceeds the implied fair value; however, the loss recognized may not exceed the total amount of goodwill allocated to that reporting unit.

If future results are not consistent with our estimates, we could be exposed to future impairment losses that could be material to our results of operations. We monitor the markets for our products and services, in addition to the overall market, to determine if a triggering event occurs that would indicate that the fair value of a reporting unit is less than its carrying value.

Income Taxes

Our provision for income taxes includes both federal and state taxes of the jurisdictions in which we operate. We estimate our overall tax rate using a combination of the enacted federal statutory tax rate, and a blend of enacted state tax rates. Acquisitions or dispositions of assets and changes in our operations by tax jurisdiction could change the apportionment of our state taxes, which would impact our overall tax rate.

We account for income taxes in accordance with ASC 740, "Accounting for Income Taxes" ("ASC 740"), which requires the recognition of tax benefits or expenses on temporary differences between the financial reporting and tax bases of our assets and liabilities by applying the enacted tax rates in effect for the year in which the differences are expected to reverse. Such net tax effects on temporary differences are reflected in our consolidated balance sheet as deferred tax assets. Deferred tax assets are reduced by a valuation allowance when we believe that it is more likely than not that some portion or all of the deferred tax assets will not be realized.

ASC 740 prescribes a two-step approach for the recognition and measurement of tax benefits associated with the positions taken or expected to be taken in a tax return that affect amounts reported in the **consolidated** financial statements. We have reviewed and will continue to review the conclusions reached regarding uncertain tax positions, which may be subject to review and adjustment at a later date based on ongoing analyses of tax laws, regulations and interpretations thereof. For the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, **2021**, no unrecognized tax benefit was recorded. To the extent that our assessment of the conclusions reached regarding uncertain tax positions changes as a result of the evaluation of new information, such change in estimate will be recorded in the period in which such determination is made. We report income tax-related interest and penalties relating to uncertain tax positions, if applicable, as a component of other (income) expense. For the years ended **December 31, 2022** **December 31, 2023**, **2021** **2022** and **2020**, **2021**, no such amounts were recorded.

Our federal and state income tax returns are not prepared or filed before the consolidated financial statements are prepared; therefore, we estimate the tax basis of our assets and liabilities and tax attributes, which are based on numerous judgments and assumptions inherent in the determination of taxable income,

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at the end of each period. In addition, the calculation of our income tax expense (benefit) involves dealing with uncertainties in the application of complex tax laws and regulations in the jurisdictions in which we operate. Adjustments related to these estimates are recorded in our tax provision in the period in which we finalize our income tax returns. Material changes to our tax accruals and uncertain tax positions may occur in the future based on audits, changes in legislation or resolution of pending matters.

In addition, material changes in our tax provision, tax accruals and uncertain tax positions could have a significant impact on our TRA liability. See *TRA Liability*, below.

TRA Liability

In connection with the IPO, we entered into a TRA which generally provides for the payment by us to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) or are deemed to realize in certain circumstances in periods after the IPO as a result of certain increases in tax basis that occur as a result of our acquisition or Solaris LLC's redemption, respectively, of all

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or a portion of such TRA Holder's Solaris LLC units in connection with the IPO or pursuant to the exercise of a redemption right or call right. The estimated TRA liability totaled ~~\$98.0 million~~ \$98.3 million as of ~~December 31, 2022~~ December 31, 2023.

At the time of conversion or redemption of Solaris LLC units, we recognize a corresponding TRA liability on the consolidated balance sheet based on the estimated undiscounted future payments under the TRA. The most significant estimates utilized by management to calculate the corresponding liability is our increase in tax basis related to exchanges, future cash tax savings rates, which are projected based on current tax laws and our historical and future tax profile, and the allocation of the liability between short-term and long-term based on when we expect to realize certain tax attributes.

The calculation of the TRA liability is complex and data-intensive due to: 1) the intricacy of the provisions of the TRA; 2) historical tax data with asset step-ups in connection with previous acquisitions and/or equity offerings; 3) the need to make assumptions and allocations on an asset by asset basis for both the historical tax basis and the step-up tax basis due to transactions; 4) the need to identify the underlying attributes associated with numerous individual TRA Holders' accounts in order to complete specific Legacy Owner calculations; and 5) various tax elections that can be made upon the filing of the tax return.

Therefore, the balance of the TRA liability resulting from the IPO and the subsequent conversion of Solaris LLC units to Class A common stock during the years ended ~~December 31, 2022~~ December 31, 2023 and ~~2021~~ 2022, which were recorded in additional paid-in-capital, may change substantially in the future as we refine our initial estimates and calculations and consider tax elections to be made as part of our tax return filings. Any changes in the balance of the TRA liability related to the IPO and subsequent conversions of Solaris LLC units to Class A common stock will be recorded as adjustments to additional paid-in-capital. Additionally, subsequent changes in the TRA liability due to future conversions of Solaris LLC units to shares of our Class A common stock will also be recorded as an adjustment to paid-in-capital. Future changes in the TRA liability due to changes in tax law and/or our historical and projected future tax profile will be recorded in earnings.

Emerging Growth Company Status

We are an “emerging growth company,” as defined in the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not “emerging growth companies.” We may take advantage of these exemptions until we are no longer an “emerging growth company.” Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards. We have elected to use the extended transition period for complying with new or revised accounting standards and as a result of this election, our **consolidated** financial statements may not be comparable to companies that comply with public company effective dates. We will remain an emerging growth company up until the last day of the fiscal year following the fifth anniversary of our IPO, or such

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earlier time that we have more than \$1.235 billion of revenues in a fiscal year, have more than \$700 million in market value of our common stock held by non-affiliates (and have been a public company for at least 12 months), or issue more than \$1.0 billion of non-convertible debt over a three-year period.

Recent Accounting Pronouncements

See See Part II, Item 8. Financial Statements and Supplementary Data – Note 2. Summary of Significant Accounting Policies.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk. Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices. Currently, our market risks relate to potential changes in the fair value of our long-term debt due to fluctuations in applicable market interest rates. Going forward our market risk exposure generally will be limited to those risks that arise in the normal course of business, as we do not engage in speculative, non-operating transactions, nor do we utilize financial instruments or derivative instruments for trading purposes.

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Commodity Price Risk

The market for our services is indirectly exposed to fluctuations in the prices of crude oil and natural gas to the extent such fluctuations impact drilling and completion activity levels and thus impact the activity levels and timing of activity of our customers in the exploration and production and oilfield services industries.

A portion of our revenue is directly exposed to fluctuations in the price of crude oil because one of our largest customer contracts provides for rates that periodically fluctuate within a defined range in response to changes in WTI. According to the terms of the contract, the per barrel fee increases when WTI exceeds a certain base price. In addition, skim oil sales revenue is directly exposed to fluctuations in the price of crude oil.

We do not currently intend to hedge our exposure to commodity price risk.

Interest Rate Risk

We are subject to interest rate risk on a portion of our long-term debt under the Credit Facility. As of December 31, 2022 December 31, 2023, we had \$35.0 million \$26.0 million of outstanding borrowings under our Credit Facility at a weighted-average interest rate of 6.967% 8.276%. The outstanding borrowings under our Credit Facility generally bear a rate of interest of LIBOR (after giving effect to the October 2023 amendment and restatement) at the SOFR plus 0.1% plus an alternative base rate spread and are therefore susceptible to interest rate fluctuations. A hypothetical one percentage point increase in interest rates on our borrowings outstanding under our Credit Facility at December 31, 2022 December 31, 2023 would increase our annual interest expense by approximately \$0.4 million \$0.3 million. In anticipation of the phase-out of LIBOR as a reference rate, our amended and restated credit agreement was amended to, among other things, transition the loans under the Credit Facility to be made at Term SOFR instead of LIBOR in May 2023. We cannot predict the consequences of the replacement of LIBOR on financial markets generally or on our business, financial condition or results of operations specifically, and our transition to successor rates could cause the amount of interest payable on our long-term debt to be different or higher than expected.

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Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
 Aris Water Solutions, Inc.
 Houston, Texas

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Aris Water Solutions, Inc., and subsidiaries (the "Company") as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of operations, stockholders' and members' equity, and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 December 31, 2023 and 2021, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP P.C.

We have served as the Company's auditor since 2017.

Houston, Texas

March 9, 2023 February 29, 2024

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Aris Water Solutions, Inc.
Consolidated Balance Sheets

(in thousands, except for share and per share amounts)	December 31,	
	2022	2021
Assets		
Cash	\$ 1,122	\$ 60,055
Accounts Receivable, Net	81,683	41,973
Accounts Receivable from Affiliates	46,029	20,191
Other Receivables	4,354	4,126
Prepays and Deposits	5,805	6,043
Total Current Assets	138,993	132,388
Fixed Assets		
Property, Plant and Equipment	907,784	700,756
Accumulated Depreciation	(88,681)	(67,749)
Total Property, Plant and Equipment, Net	819,103	633,007
Intangible Assets, Net	269,845	304,930
Goodwill	34,585	34,585
Deferred Income Tax Assets, Net	30,424	19,933
Right-of-Use Assets	9,135	—
Other Assets	1,281	1,850
Total Assets	\$ 1,303,366	\$ 1,126,693
Liabilities and Stockholders' Equity		
Accounts Payable	\$ 22,982	\$ 7,082
Payables to Affiliates	3,021	1,499
Accrued and Other Current Liabilities	65,411	40,464
Total Current Liabilities	91,414	49,045
Long-Term Debt, Net of Debt Issuance Costs	428,921	392,051
Asset Retirement Obligation	17,543	6,158
Tax Receivable Agreement Liability	97,980	75,564
Other Long-Term Liabilities	10,421	1,336
Total Liabilities	646,279	524,154
Commitments and Contingencies (see Note 14)		
Stockholders' Equity		
Preferred Stock \$0.01 par value, 50,000,000 authorized.		
None issued or outstanding as of December 31, 2022 and December 31, 2021	—	—
Class A Common Stock \$0.01 par value, 600,000,000 authorized, 30,115,979 issued and 29,919,217 outstanding as of December 31, 2022; 21,858,022 issued and 21,847,831 outstanding as of December 31, 2021	300	218
Class B Common Stock \$0.01 par value, 180,000,000 authorized, 27,575,519 issued and outstanding as of December 31, 2022; 31,716,104 issued and outstanding as of December 31, 2021	276	317

Treasury Stock (at Cost), 196,762 shares as of December 31, 2022; 10,191 shares as of December 31, 2021	(2,891)	(135)
Additional Paid-in-Capital	319,545	212,926
Accumulated Deficit	(7,722)	(457)
Total Stockholders' Equity Attributable to Aris Water Solutions, Inc.	309,508	212,869
Noncontrolling Interests	347,579	389,670
Total Stockholders' Equity	657,087	602,539
Total Liabilities and Stockholders' Equity	\$ 1,303,366	\$ 1,126,693
<i>(in thousands, except for share and per share amounts)</i>		
	December 31,	December 31,
	2023	2022
Assets		
Cash	\$ 5,063	\$ 1,122
Accounts Receivable, Net	59,393	81,683
Accounts Receivable from Affiliate	22,963	46,029
Other Receivables	12,767	4,354
Prepays and Deposits	8,364	5,805
Total Current Assets	108,550	138,993
Fixed Assets		
Property, Plant and Equipment	1,041,703	907,784
Accumulated Depreciation	(121,989)	(88,681)
Total Property, Plant and Equipment, Net	919,714	819,103
Intangible Assets, Net	232,277	269,845
Goodwill	34,585	34,585
Deferred Income Tax Assets, Net	22,634	30,424
Right-of-Use Assets	16,726	9,135
Other Assets	5,995	1,281
Total Assets	\$ 1,340,481	\$ 1,303,366
Liabilities and Stockholders' Equity		
Accounts Payable	\$ 25,925	\$ 22,982
Payables to Affiliate	894	3,021
Insurance Premium Financing Liability	5,463	—
Accrued and Other Current Liabilities	64,416	65,411
Total Current Liabilities	96,698	91,414
Long-Term Debt, Net of Debt Issuance Costs	421,792	428,921
Asset Retirement Obligations	19,030	17,543
Tax Receivable Agreement Liability	98,274	97,980
Other Long-Term Liabilities	16,794	10,421
Total Liabilities	652,588	646,279
Commitments and Contingencies (see Note 13)		
Stockholders' Equity		
Preferred Stock \$0.01 par value, 50,000,000 authorized. None issued or outstanding as of December 31, 2023 and December 31, 2022	—	—

Class A Common Stock \$0.01 par value, 600,000,000 authorized, 30,669,932 issued and 30,251,613 outstanding as of December 31, 2023; 30,115,979 issued and 29,919,217 outstanding as of December 31, 2022	306	300
Class B Common Stock \$0.01 par value, 180,000,000 authorized, 27,543,565 issued and outstanding as of December 31, 2023; 27,575,519 issued and outstanding as of December 31, 2022	275	276
Treasury Stock (at Cost), 418,319 shares as of December 31, 2023; 196,762 shares as of December 31, 2022	(5,133)	(2,891)
Additional Paid-in-Capital	328,543	319,545
Accumulated Deficit	(87)	(7,722)
Total Stockholders' Equity Attributable to Aris Water Solutions, Inc.	323,904	309,508
Noncontrolling Interest	363,989	347,579
Total Stockholders' Equity	687,893	657,087
Total Liabilities and Stockholders' Equity	\$ 1,340,481	\$ 1,303,366

The accompanying notes are an integral part of these consolidated financial statements

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Aris Water Solutions, Inc.
Consolidated Statements of Operations

<i>(in thousands, except for share and per share amounts)</i>	Year Ended			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Revenue						
Produced Water Handling	\$ 151,360	\$ 98,486	\$ 90,163	\$ 195,207	\$ 151,360	\$ 98,4
Produced Water Handling—Affiliates	93,107	86,598	51,496			
Produced Water Handling—Affiliate				102,322	93,107	86,5
Water Solutions	60,672	25,121	14,802	66,625	60,672	25,1
Water Solutions—Affiliates	15,156	19,046	15,011			
Water Solutions—Affiliate				25,611	15,156	19,0
Other Revenue	706	—	—	2,353	706	
Total Revenue	321,001	229,251	171,472	392,118	321,001	229,2
Cost of Revenue						
Direct Operating Costs	139,480	90,914	95,431	177,973	139,480	90,9
Depreciation, Amortization and Accretion	67,524	60,767	44,027	76,632	67,524	60,7
Total Cost of Revenue	207,004	151,681	139,458	254,605	207,004	151,6

Operating Costs and Expenses								
Abandoned Well Costs		15,771	28,505	—	1,303	15,771	28,5	
General and Administrative		45,220	27,266	18,663	50,454	45,220	27,2	
Impairment of Long-Lived Assets		15,597	—	—	—	15,597		
Research and Development Expense		691	—	—	3,120	691		
Other Operating Expense		2,212	2,657	5,647				
Other Operating (Income) Expense, Net					(1,230)	2,212	2,6	
Total Operating Expenses		79,491	58,428	24,310		53,647	79,491	58,4
Operating Income		34,506	19,142	7,704		83,866	34,506	19,1
Other Expense								
Interest Expense, Net		29,185	25,473	7,674	32,853	29,185	25,4	
Other		—	380	—	107	—	3	
Total Other Expense		29,185	25,853	7,674		32,960	29,185	25,8
Income (Loss) Before Income Taxes		5,321	(6,711)	30	50,906	5,321	(6,7	
Income Tax Expense		524	298	23	7,494	524	2	
Net Income (Loss)		\$ 4,797	\$ (7,009)	\$ 7		\$ 43,412	\$ 4,797	\$ (7,0
Equity Accretion and Dividend—Redeemable Preferred Units								
Net Income (Loss)—Stockholders'/Members' Equity		—	21	(4,335)	—	—	—	
Net (Loss), Equity Accretion and Dividend Prior to IPO								
Net Income Attributable to Noncontrolling Interests		3,097	2,209					
Net Loss, Equity Accretion and Dividend Prior to IPO								
Net Income Attributable to Noncontrolling Interest								
Net Income Attributable to Aris Water Solutions, Inc.		\$ 1,700	\$ 1,112			\$ 18,888	\$ 1,700	\$ 1,1
Net Income Per Share of Class A Common Stock⁽¹⁾								
Basic		\$ 0.04	\$ 0.05		\$ 0.59	\$ 0.04	\$ 0.0	
Diluted		\$ 0.04	\$ 0.05		\$ 0.59	\$ 0.04	\$ 0.0	
Weighted Average Shares of Class A Common Stock Outstanding ⁽¹⁾								
Basic		24,070,934	20,888,675		30,037,681	24,070,934	20,888,6	
Diluted		24,146,215	20,888,675		30,037,681	24,146,215	20,888,6	

⁽¹⁾ For 2021, represents earnings per share of Class A common stock and weighted-average shares of Class A common stock outstanding for the period from October 26, 2021 through December 31, 2021, the period following the reorganization transactions and IPO.

The accompanying notes are an integral part of these consolidated financial statements

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Aris Water Solutions, Inc.
Consolidated Statements of Cash Flows

(in thousands)	Year Ended December 31,		
	2022	2021	2020
Cash Flow from Operating Activities			
Net Income (Loss)	\$ 4,797	\$ (7,009)	\$ 7
Adjustments to reconcile Net Income (Loss) to Net Cash provided by Operating Activities			
Depreciation, Amortization and Accretion	67,524	60,767	44,027
Deferred Income Tax Expense	466	379	—
Stock Based Compensation	12,034	1,586	—
Impairment of Long-Lived Assets	15,597	—	—
Abandoned Well Costs	15,771	28,505	—
Loss (Gain) on Disposal of Asset, Net	478	275	133
Abandoned Projects	72	2,047	2,125
Amortization of Debt Issuance Costs, Net	2,143	1,873	783
Other	623	596	446
Changes in Operating Assets and Liabilities			
Accounts Receivable	(38,811)	(21,456)	10,620
Accounts Receivable from Affiliates	(25,838)	(8,653)	5,195
Other Receivables	(838)	364	(3,659)
Prepays, Deposits and Other Current Assets	238	(2,178)	(58)
Accounts Payable	1,903	(8,271)	193
Payables to Affiliates	1,522	(385)	—
Deferred Revenue	14	(139)	1,300
Accrued Liabilities and Other	12,518	10,511	6,659
Net Cash Provided by Operating Activities	70,213	58,812	67,771
Cash Flow from Investing Activities			
Property, Plant and Equipment Expenditures	(146,525)	(74,664)	(139,589)
Cash Paid for Asset Acquisitions	(5,100)	—	—
Proceeds from the Sale of Property, Plant and Equipment	14,700	—	—
Net Cash Used in Investing Activities	(136,925)	(74,664)	(139,589)
Cash Flow from Financing Activities			
Dividends and Distributions Paid	(24,465)	(213,186)	—
Repurchase of Shares	(2,756)	(135)	—
Proceeds from Credit Facility	35,000	—	77,000
Repayment of Credit Facility	—	(297,000)	—
Proceeds from issuance of Class A Common Stock sold in Initial Public Offering, net of underwriting discounts and commissions	—	249,355	—
Payment of Issuance Costs of Class A Common Stock	—	(2,913)	—
Proceeds from Senior Sustainability-Linked Notes	—	400,000	—
Payments of Financing Costs Related to Issuance of Senior Sustainability-Linked Notes	—	(9,352)	—

Redemption of Redeemable Preferred Units	—	(74,357)	—
Payments of Financing Costs Related to Credit Facility	—	(1,442)	(536)
Members' Contributions	—	5	13,203
Net Cash Provided by Financing Activities	7,779	50,975	89,667
Net (Decrease) / Increase in Cash	(58,933)	35,123	17,849
Cash, Beginning of Year	60,055	24,932	7,083
Cash, End of Year	\$ 1,122	\$ 60,055	\$ 24,932
Supplementary Cash Flow Data			
Cash Paid for Interest, net of amount capitalized	\$ 25,933	\$ 18,649	\$ 4,790
Cash Paid for Income Taxes	6	—	—

<i>(in thousands)</i>	Year Ended December 31,		
	2023	2022	2021
Cash Flow from Operating Activities			
Net Income (Loss)	\$ 43,412	\$ 4,797	\$ (7,009)
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided by Operating Activities			
Deferred Income Tax Expense	7,299	466	379
Depreciation, Amortization and Accretion	76,632	67,524	60,767
Stock-Based Compensation	11,569	12,034	1,586
Impairment of Long-Lived Assets	—	15,597	—
Abandoned Well Costs	1,303	15,771	28,505
(Gain) Loss on Disposal of Assets, Net	(2,606)	478	275
Abandoned Projects	216	72	2,047
Amortization of Debt Issuance Costs, Net	2,280	2,143	1,873
Change in Payables Related to Tax Receivable Agreement Liability	413	—	—
Other	93	623	596
Changes in Operating Assets and Liabilities			
Accounts Receivable	20,716	(38,811)	(21,456)
Accounts Receivable from Affiliate	23,104	(25,838)	(8,653)
Other Receivables	(9,648)	(838)	364
Prepays and Deposits	(2,559)	238	(2,178)
Accounts Payable	3,937	1,903	(8,271)
Payables to Affiliates	(2,127)	1,522	(385)
Accrued Liabilities and Other	9,839	12,532	10,372
Net Cash Provided by Operating Activities	183,873	70,213	58,812
Cash Flow from Investing Activities			
Property, Plant and Equipment Expenditures	(169,736)	(146,525)	(74,664)
Cash Paid for Asset Acquisitions	—	(5,100)	—
Proceeds from the Sale of Property, Plant and Equipment	20,154	14,700	—
Net Cash Used in Investing Activities	(149,582)	(136,925)	(74,664)
Cash Flow from Financing Activities			
Dividends and Distributions Paid	(21,429)	(24,465)	(213,186)

Repurchase of Shares	(1,363)	(2,756)	(135)
Repayment of Credit Facility	(118,000)	—	(297,000)
Proceeds from Credit Facility	109,000	35,000	—
Proceeds from Issuance of Class A Common Stock sold in Initial Public Offering, net of underwriting discounts and commissions	—	—	249,355
Payment of Issuance Costs of Class A Common Stock	—	—	(2,913)
Proceeds from Senior Sustainability-Linked Notes	—	—	400,000
Payment of Debt Issuance Costs Related to Issuance of Senior Sustainability-Linked Notes	—	—	(9,352)
Redemption of Redeemable Preferred Units	—	—	(74,357)
Payment of Debt Issuance Costs Related to Credit Facility	(3,942)	—	(1,442)
Members' Contributions	—	—	5
Proceeds from Insurance Premium Financing	6,636	—	—
Payment of Insurance Premium Financing	(1,252)	—	—
Net Cash (Used in) Provided by Financing Activities	(30,350)	7,779	50,975
Net Increase (Decrease) in Cash	3,941	(58,933)	35,123
Cash, Beginning of Year	1,122	60,055	24,932
Cash, End of Year	\$ 5,063	\$ 1,122	\$ 60,055
Supplementary Cash Flow Data			
Cash Paid for Interest, Net of Amount Capitalized	\$ 29,598	\$ 25,933	\$ 18,649
Cash Paid for Income Taxes	97	6	—

The accompanying notes are an integral part of these consolidated financial statements

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Aris Water Solutions, Inc.
Consolidated Statements of Stockholders' and Members' Equity

(in thousands, except for share and per share amounts)											
	Class A		Class B		Additional			Non-		Total	
	Members'	Common Stock	Common Stock	Paid-in	Treasury Stock	Accumulated	controlling	Stockholders'	Stockholders'		
	Equity	Amount	Shares	Amount	Shares	Capital	Amount	Shares	Deficit	Interests	Equity
Balance at January 1, 2020	\$ 545,508	\$ -	-	\$ -	-	\$ -	\$ -	-	\$ -	\$ 545,508	

Accretion Related to Redeemable											
Preferred Units	21	-	-	-	-	-	-	-	-	-	21
Net Loss Prior to Reorganization	(10,330)	-	-	-	-	-	-	-	-	-	(10,330)
Effect of Corporate Reorganization and											
IPO	(623,611)	203	20,297,500	332	33,202,500	248,675	-	-	-	407,656	33,255
Establish TRA Liability at IPO and											
Exchange of LLC Units for Class A Shares	-	-	-	-	-	(75,564)	-	-	-	-	(75,564)
Deferred Tax Assets Acquired	-	-	-	-	-	20,312	-	-	-	-	20,312
Exchange of Class B Shares for Class A											
Shares	-	15	1,486,396	(15)	(1,486,396)	18,885	-	-	-	(18,885)	-
Stock-based Compensation Expense	-	-	74,126	-	-	618	-	-	-	968	1,586
Dividends and Distributions (\$0.07 per											
share or unit)	-	-	-	-	-	-	-	-	(1,569)	(2,278)	(3,847)
Purchase of Treasury Stock	-	-	-	-	-	(135)	10,191	-	-	-	(135)
Net Income	-	-	-	-	-	-	-	-	1,112	2,209	3,321
Balance at December 31, 2021	\$	-	218	21,858,022	\$	317	31,716,104	\$	212,926	\$	(457)
											389,670
											\$ 602,539
Class A Shares Issued for Acquisitions	-	35	3,451,100	-	-	55,801	-	-	-	16,763	72,599
Redemption of Class B Shares for Class A											
Shares	-	41	4,140,585	(41)	(4,140,585)	52,433	-	-	-	(52,433)	-
Stock-based Compensation Expense	-	6	666,272	-	-	9,843	-	-	-	2,185	12,034
Increase in TRA Liability Related to Share											
Redemption	-	-	-	-	-	(23,970)	-	-	-	-	(23,970)
Deferred Tax Assets Acquired	-	-	-	-	-	12,512	-	-	-	-	12,512
Dividends and Distributions (\$0.36 per											
share or unit)	-	-	-	-	-	-	-	-	(8,965)	(11,703)	(20,668)
Purchase of Treasury Stock	-	-	-	-	-	(2,756)	186,571	-	-	-	(2,756)
Net Income	-	-	-	-	-	-	-	-	1,700	3,097	4,797
Balance at December 31, 2022	\$	-	300	30,115,979	\$	276	27,575,519	\$	319,545	\$	(2,891)
											196,762
											\$ 347,579
											\$ 657,087
Redemption of Class B Shares for Class A											
Shares	-	1	31,954	(1)	(31,954)	410	-	-	-	(410)	-
Stock-based Compensation Expense	-	5	521,999	-	-	9,070	-	-	-	2,494	11,569
Decrease in TRA Liability Related to											
Share Redemption, Net	-	-	-	-	-	119	-	-	-	-	119
Deferred Tax Liabilities Acquired, Net	-	-	-	-	-	(491)	-	-	-	-	(491)
Dividends and Distributions (\$0.36 per											
share or unit)	-	-	-	-	-	-	-	-	(11,253)	(10,309)	(21,562)
Purchase of Treasury Stock	-	-	-	-	-	(110)	(2,242)	221,557	-	111	(2,241)
Net Income	-	-	-	-	-	-	-	-	18,888	24,524	43,412
Balance at December 31, 2023	\$	-	306	30,669,932	\$	275	27,543,565	\$	328,543	\$	(5,133)
											418,319
											\$ 363,989
											\$ 687,893

The accompanying notes are an integral part of these consolidated financial statements

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Aris Water Solutions, Inc.
Notes to Consolidated Financial Statements

1. Organization and Background of Business

Aris Water Solutions, Inc. ("Aris Inc.", the "Company", "we", "Company," "we," "our," or "us") is an independent, environmentally-focused company headquartered in Houston, Texas, that, through its controlling interest in Solaris Midstream Holdings, LLC, a Delaware limited liability company ("Solaris LLC"), provides sustainability-enhancing services to oil and natural gas operators. We strive to build long-term value through the development, construction and operation of integrated produced water handling and recycling infrastructure that provides high-capacity, comprehensive produced water management, recycling and supply solutions for operators in the Permian Basin.

We were incorporated on May 26, 2021 as a Delaware corporation and were formed to serve as the issuer in an initial public offering of equity (the "IPO"). Concurrent with the completion of the IPO, we became the new parent holding company of Solaris LLC, a Delaware limited liability company.

As a holding company, our principal asset is a membership interest in Solaris LLC. As the sole managing member of Solaris LLC, we operate and control all of the business and affairs of Solaris LLC, and through Solaris LLC and its subsidiaries, conduct its business. We consolidate the financial results of Solaris LLC and report a noncontrolling interest related to the portion of Solaris LLC units not owned by us.

Initial Public Offering

On October 21, 2021, we announced the pricing of our IPO of 17,650,000 shares of Class A common stock at a price to the public of \$13.00 per share. In addition, we granted the underwriters a 30-day option to purchase up to an additional 2,647,500 shares of our Class A common stock at the public offering price, less underwriting discounts and commissions. On October 22, 2021, the underwriters fully exercised such option to purchase an additional 2,647,500 shares of Class A common stock. The IPO, including the underwriters' option, closed on October 26, 2021.

The closing of the IPO, including the underwriters' option, resulted in net proceeds of approximately \$246.4 million, after deducting underwriting discounts and commissions and other issuance costs. We contributed all of the net IPO proceeds to Solaris LLC in exchange for a single class of units in Solaris LLC and shares of our Class B common stock. Solaris LLC distributed approximately \$213.2 million of the net proceeds to the Legacy Owners of Solaris LLC units and retained the remaining \$33.2 million of the net proceeds for general corporate purposes, which included capital expenditures, working capital and acquisitions and strategic transactions.

Amended and Restated Solaris LLC Agreement

On October 26, 2021, in connection with the IPO, the Solaris LLC Agreement was amended and restated. The amendments to the Solaris LLC Agreement, include, among other things:

- (i) provisions to convert all of the membership interests in Solaris LLC into (a) a single class of units in Solaris LLC representing in the aggregate 33,202,500 Solaris LLC units and (b) the right to receive the distributions of proceeds described above and an aggregate of 33,202,500 shares of Aris Inc.'s Class B Common Stock and
- (ii) the admission of Aris Inc. as the sole managing member of Solaris LLC.

In accordance with the terms of the amended and restated Solaris LLC Agreement, the holders of Solaris LLC units generally have the right to exchange their Solaris LLC units (and a corresponding number of shares of the Class B Common Stock), for an aggregate of 33,202,500 shares of the Class A Common Stock at an

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exchange ratio of one share of Class A Common Stock for each Solaris LLC unit (and corresponding share of

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Class B Common Stock) exchanged, subject to conversion rate adjustments for stock splits, stock dividends and reclassifications.

Redemption Rights

Following the IPO, under the Solaris LLC Agreement, Legacy Owners of Solaris LLC units, subject to certain limitations, have the right, pursuant to a redemption right, to cause Solaris LLC to acquire all or a portion of their Solaris LLC units for, at Solaris LLC's election, (x) shares of our Class A common stock at a redemption ratio of one share of Class A common stock for each Solaris LLC unit redeemed, subject to conversion rate adjustments for stock

splits, stock dividends and reclassifications or (y) an equivalent amount of cash. Alternatively, upon the exercise of the redemption right, we have the right, pursuant to a call right, to acquire each tendered Solaris LLC unit directly from the Legacy Owner for, at our election, (x) one share of Class A common stock or (y) an equivalent amount of cash.

On December 6, 2021, In December 2021, 1,486,396 Solaris LLC units were converted (together with an equal number of shares of our Class B common stock) into shares of our Class A common stock. During the year years ended December 31, 2022, December 31, 2023 and 2022, 31,954 and 4,140,585 Solaris LLC units were converted (together with an equal number of shares of our Class B common stock) into shares of our Class A common stock. As of December 31, 2022, we own approximately 52% of Solaris LLC. On March 1, 2023, an additional 20,953 Solaris LLC units were converted (together with an equal number of shares of our Class B common stock) into shares of our Class A common stock. stock, respectively. As of December 31, 2023, we own approximately 52% of Solaris LLC.

Corporate Reorganization

The transactions described above (altogether, the "Corporate Reorganization"), have been accounted for as a reorganization of entities under common control. As a result, our consolidated financial statements recognize the assets and liabilities received in the Corporate Reorganization at their historical carrying amounts, as reflected in the historical financial statements of Solaris LLC.

2. Summary of Significant Accounting Policies

Basis of Presentation

Our consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

All dollar amounts, except per share/unit amounts, in the consolidated financial statements and tables in the notes are stated in thousands of dollars unless otherwise indicated.

In these consolidated financial statements, periods prior to IPO closing on October 26, 2021 reflect the financial statements of Solaris LLC and its subsidiaries, described below (referred to herein as the "Predecessor"). Periods subsequent to IPO closing on October 26, 2021 reflect the financial statements of the consolidated Company including Aris Inc., Solaris LLC and Solaris LLC's subsidiaries (referred to herein as the "Successor").

On January 15, 2021, ConocoPhillips acquired Concho Resources, Inc. ("Concho"). We refer to Concho as ConocoPhillips, their successor, throughout these consolidated financial statements.

Consolidation

We have determined that the members with equity at risk in Solaris LLC lack the authority, through voting rights or similar rights, to direct the activities that most significantly impact Solaris LLC's economic performance; therefore, Solaris LLC is considered a variable interest entity ("VIE"). As the managing member of Solaris LLC, we operate and control all of the business and affairs of Solaris LLC, as well as have the

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obligation to absorb losses or the right to receive benefits that could be potentially significant to us. Therefore, we are considered the primary beneficiary and consolidate Solaris LLC.

The **consolidated** financial statements include the accounts of the Company, Solaris LLC and Solaris LLC's wholly owned subsidiaries which include Solaris Water Midstream, LLC, Solaris **Water Midstream Services, LLC**, Solaris Midstream DB-TX, LLC, Solaris Midstream MB, LLC, Solaris Midstream DB-NM, LLC, Solaris Services Holdings, LLC, 829 Martin County Pipeline, LLC and Clean H2O Technologies, LLC (collectively, the "subsidiaries"). All material intercompany transactions and balances have been eliminated upon consolidation.

*Noncontrolling **Interest***

Our consolidated financial statements include **a** noncontrolling **interests related to interest representing** the **portion** **percentage** of Solaris LLC units not held by Aris Inc.

Use of Estimates

Management has made certain estimates and assumptions that affect reported amounts in these consolidated financial statements and disclosures of contingencies. These **critical** estimates include, among others, determining the fair values of assets acquired, liabilities assumed, and/or contingent consideration paid in acquisitions or nonmonetary exchanges or disposed through sale, determining the fair value and related impairment of **long-lived assets, held for sale**, determining the fair value of performance-based restricted stock units ("PSUs"), useful lives of property, plant and equipment and amortizable intangible assets, **goodwill impairment testing**, the fair value of asset retirement obligations ("ARO"), accruals for environmental matters, the income tax provision, valuation allowances for deferred tax assets and **the liability associated with** our Tax Receivable Agreement ("TRA") liability.

Management evaluates estimates and assumptions on an ongoing basis using historical experience and other factors, including current economic and industry conditions. Actual results could differ from management's estimates as additional information or actual results become available in the future, and those differences could be material.

Reclassification of Prior Year Presentation

Certain **2021 and 2020** **prior period** amounts have been reclassified for consistency with the **2022** **current period** presentation. These reclassifications had no effect on the reported results of operations.

Cash

We place our cash with financial institutions that are insured by the Federal Deposit Insurance Corporation; however, we maintain deposits in banks which exceed the amount of deposit insurance available. Management routinely assesses the financial condition of the institutions and believes that any possible credit loss would be minimal.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable consists of trade receivables recorded at the invoice amount, plus accrued revenue that is earned but not yet billed, less an estimated allowance for credit losses. Accounts receivable are generally due within 60 days or less. Management determines the measurement of all expected credit losses for accounts receivable held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. As of December 31, 2022 December 31, 2023, and 2021, the allowance for credit losses totaled zero, \$0.3 million and \$0.2 million, respectively.

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[Table The “Accounts Receivable, Net” and “Accounts Receivable from Affiliate” balances were \\$42.0 million and \\$20.2 million, respectively, as of December 31, 2023.](#)

Revenue Recognition

We generate revenue by providing services related to our Produced Water Handling and Water Solutions businesses. The services related to produced water handling are fee-based arrangements and are based on the volume of water that flows through our systems and facilities. Services related to water solutions, Water Solutions, including the sales of recycled produced water and groundwater, are priced based on negotiated rates with the customer.

We have customer contracts that contain minimum transportation and/or disposal volume delivery requirements, and we are entitled to deficiency payments if such minimum contractual volumes are not delivered by the customer. These deficiency amounts are based on fixed, daily minimum volumes (measured over monthly, quarterly or annual periods depending on the contract) at a fixed rate per barrel.

In determining the appropriate amount of revenue to be recognized as we fulfill our obligations under contracts, the following steps must be performed at contract inception: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) we satisfy each performance obligation.

For all of our produced water transfer and disposal contracts, revenue is recognized over time utilizing the output method based on the volume of wastewater accepted from the customer. We have determined that the performance obligation is satisfied over time as the customer simultaneously receives and consumes the benefits provided by performance of services, typically as customers' wastewater is accepted. We typically charge customers a disposal and transportation fee on a per barrel basis according to the applicable contract.

For some contracts, we are entitled to shortfall payments if a customer does not deliver a contractually minimum volume of water for handling over a certain period. In these cases, we recognize volumes and the revenue for the difference between the physical volumes handled and the contractual minimum. Moreover, some contracts also have a mechanism that allows for shortfalls to be made up over a limited period of time. We had no long-term deferred

revenue contract liabilities of none and \$1.2 million related to these contracts as of December 31, 2022 December 31, 2023 and 2022, respectively.

As part of our water processing activities, we aggregate and sell recovered crude oil, also known as skim oil. Included in our Produced Water Handling revenues is skim oil sales revenue, which is recognized when custody is transferred to the purchaser and sold at market rates, net of marketing costs. For the years ended December 31, 2023, 2022 and 2021, we recognized \$31.0 million, \$24.7 million and \$8.8 million in skim oil sales revenue, respectively.

For contracts that involve sales of recycled produced water and groundwater, revenue is recognized at a point in time, based on when control of the product is transferred to the customer.

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Property, Plant and Equipment

Property, plant and equipment is stated at cost, or at fair value for assets acquired in a business combination, less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful service lives of the assets, as noted below:

Pipelines	30-50 years
Wells, Facilities, Water Ponds	25-30 years
Machinery and Equipment	15 years
Vehicles, Computers and Office Furniture	5-10 years

All costs necessary to place an asset into operation are capitalized. Maintenance and repairs are expensed when incurred. Upgrades and enhancements that substantially extend the useful lives of the assets or that substantially increase the capacity of the assets are capitalized. When property is abandoned, retired or otherwise disposed of, the cost and accumulated depreciation are removed from appropriate accounts and any gain or loss is included in earnings. Costs incurred for construction of facilities and related equipment and pipelines are included in construction in progress. Direct project costs on potential future projects are capitalized and included in construction in

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progress. These costs generally relate to acquiring the appropriate permits, rights-of-way and other related expenditures necessary prior to construction. No depreciation is recorded for these assets as they have not been

placed in operation. See Note 5. *Property, Plant and Equipment*.

Capitalization of Interest

We capitalize interest costs associated with significant projects undergoing construction that is necessary to bring them to their intended use. Interest is capitalized using an interest rate equivalent to the weighted average interest rate we pay on long-term debt, including our Senior Sustainability-Linked Notes and Credit Facility. Capitalized interest is included in the cost of property, plant and equipment and depreciated with other costs on a straight-line basis.

Debt Issuance Costs

We capitalize costs incurred in connection with the issuance of debt and amortize such costs as additional interest expense over the term of the related debt.

Asset Retirement Obligations

*Our ARO relate primarily to the dismantlement, removal, site reclamation and similar activities of our pipelines, water handling facilities and associated operations. The fair value of a liability for an ARO is recognized in the period in which it is incurred. These obligations are those for which we have a legal obligation for settlement. The fair value of the liability is added to the carrying amount of the associated asset. The significant unobservable inputs to this fair value measurement include estimates of plugging, abandonment and remediation costs, inflation rates, credit-adjusted risk-free rate and facilities lives. This additional carrying amount is then depreciated over the life of the asset. The liability increases due to the passage of time based on the time value of money until the obligation is settled. Subsequent adjustments in the cost estimate are reflected as revisions to the liability and the amounts continue to be amortized over the useful life of the related asset. See Note 7. *Asset Retirement Obligations*.*

Definite-Lived Intangible Assets

*Substantially all of our intangible assets are related to customer contracts that were acquired in connection with previous acquisitions. Amortization of these assets is based primarily on the percentage of discounted cash flows expected to occur over the lives of the contracts. See Note 6. *Intangible Assets*.*

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Goodwill

Goodwill represents the excess of the purchase price of a business over the estimated fair value of the identifiable assets acquired and liabilities assumed. Goodwill is not amortized, but instead is tested for impairment on an annual basis, or when events or changes in circumstances indicate the fair value of the reporting unit may have been reduced below its carrying value. For our reporting unit, we perform a qualitative assessment of relevant events and circumstances about the likelihood of goodwill impairment. If it is deemed more likely than not that the fair value of the reporting unit is less than its carrying value, we calculate the fair value of the reporting unit. Otherwise, management concludes that no impairment has occurred, and further testing is not required. If the fair value of the reporting unit

(including goodwill) is less than its carrying value, goodwill is considered to be impaired, and the goodwill balance is reduced by the difference between the fair value and the carrying value of the reporting unit.

Estimates and assumptions used to perform the impairment evaluation are inherently uncertain and can significantly affect the outcome of the analysis. The estimates and assumptions we use in the annual goodwill impairment assessment include market participant considerations and future forecasted operating results. Changes in operating results and other assumptions could materially affect these estimates. We have not recognized any

During the first quarter of 2023, we conducted a quantitative interim test of goodwill due to a decline in the price of our Class A common stock during the period. As a result of our interim test, no goodwill impairment associated with any was identified. The fair value of our acquisitions reporting unit exceeded the carrying value by more than 10%. We performed our annual goodwill impairment test using qualitative factors during the fourth quarter of 2023 and concluded there were no new impairment triggering events as of and for the year ended December 31, 2023. As such, there was no goodwill impairment as of December 31, 2023.

Impairment of Long-Lived Assets

Long-lived assets, such as property, plant, equipment and definite-lived intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be

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recoverable. Individual assets are first grouped based on the lowest level for which identifiable cash flows are largely independent of the cash flows from other assets. Management then compares estimated future undiscounted cash flows expected to result from the use and eventual disposition of the asset group to its carrying amount. If the carrying amount is not recoverable, we would recognize an impairment loss equal to the amount by which the carrying amount exceeds fair value. Management estimates fair value based on projected future discounted cash flows. Fair value calculations for long-lived assets and intangible assets contain uncertainties because they require us to apply judgment and estimates concerning future cash flows, strategic plans, useful lives and market performance. We also apply judgment in the selection of a discount rate that reflects the risk inherent in the current business model. See Note 5. Property, Plant and Equipment.

Fair Value Measurements

Our financial assets and liabilities are to be measured using inputs from the three levels of the fair value hierarchy, of which the first two are considered observable and the last unobservable, which are as follows:

Level 1—Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that management has the ability to access at the measurement date;

Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not

active or other inputs corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3—Unobservable inputs that reflect management's assumptions that market participants would use in pricing assets or liabilities based on the best information available.

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Fair Value on a Non-Recurring Basis

Nonfinancial assets and liabilities measured at fair value on a non-recurring basis include certain nonfinancial assets acquired and liabilities assumed in a business combination, shares/units granted in acquisitions and the initial recognition of ARO, for which fair value is used. These assets and liabilities are recorded at fair value when acquired/incurred but not re-measured at fair value in subsequent periods.

ARO estimates are derived from historical data as well as management's expectation of future cost environments, scope of work and other unobservable inputs. As there is no corroborating market activity to support the assumptions used, management has designated these measurements as Level 3.

Additional Fair Value Disclosures

The fair value of our Senior Sustainability-Linked Notes, which are fixed-rate debt, is estimated based on the published market prices for the same or similar issues. Management has designated this measurement as Level 2. The fair value of our Credit Facility approximates carrying value as the debt bears interest at a variable rate which is reflective of current rates otherwise available to us. Management has designated this measurement as Level 3. See Note 9. Long-Term Debt.

Fair value information regarding our debt is as follows:

(in thousands)	December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022	
	Carrying	Fair	Carrying	Fair	Carrying	Fair	Carrying	Fair
	Amount	Value	Amount	Value	Amount	Value	Amount	Value
Senior Sustainability-Linked Notes	\$400,000	\$398,828	\$400,000	\$424,000	\$400,000	\$405,090	\$400,000	\$398,828
Credit Facility	\$ 35,000	\$ 35,000	\$ —	\$ —	\$ 26,000	\$ 26,000	\$ 35,000	\$ 35,000

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The carrying values of our financial instruments, consisting of cash, accounts receivable, and accounts payable and our insurance premium financing liability, approximate their fair values due to the short maturity of such instruments.

Treasury Stock

Purchase of treasury stock represents shares of our Class A common stock received by us from employees for the payment of withholding taxes due on shares of common stock issued under our 2021 Equity Incentive Plan ("2021 (the "2021 Plan"). We record treasury stock purchases at cost, which includes incremental direct transaction costs. Amounts are recorded as reductions in shareholders' equity in the consolidated balance sheets. In connection with the assets acquired from Delaware Energy, as discussed below, certain shares of our Class A common stock issued to the seller are held in escrow and can be released to us under certain conditions, including for the reimbursement of certain post-acquisition workover costs pursuant to the terms of the asset purchase agreement. Upon release and return of these shares, they are recorded at their fair market value at the date of receipt. See Note 4. Acquisitions and Note 12. Stockholders' and Members' Equity for more information.

Transaction Costs

Transaction costs are comprised of acquisition related expenses and/or expenses incurred as part of our capital restructuring activities and are included in other operating expense. Transaction costs associated with the IPO are netted against IPO proceeds, as a component of equity.

Research and Development Expense

Research and development costs are expense is related to the development of technologies for the beneficial reuse of produced water and is expensed as incurred.

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TRA Liability

We update our accrual for the TRA liability on a quarterly basis, based on current period conversions of Solaris LLC units, current estimates of taxable income and current income tax rates in effect at the time of the accrual. See Note 8. TRA Liability.

Income Taxes

Income tax expense (benefit) included in our consolidated statements of operations for the years ended December 31, 2022 December 31, 2023, 2022 and 2021 is calculated based only on our allocable share of income (loss) of Solaris LLC, which is taxed as a partnership. We recognize the amount of taxes payable or refundable for the current year and deferred tax assets and liabilities for the future tax consequences of events that have been recognized in our consolidated financial statements or tax returns. We measure current and deferred tax assets and liabilities based on provisions of enacted tax law. We evaluate the realization of our deferred tax assets based on all available evidence

and establish a valuation allowance to reduce deferred tax assets when it is more likely than not that they will not be realized.

We recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the tax position.

Our policy is to recognize accrued interest and penalties related to uncertain tax positions in other expense in the consolidated statements of operations. At December 31, 2022 December 31, 2023 and 2021, 2022, there were no liabilities recorded for payment of interest and penalties associated with uncertain tax positions. See Note 12, 11. Income Taxes.

Stock-Based Compensation

Restricted stock and restricted stock units (collectively "RSUs") and performance-based restricted stock units ("PSUs") issued to employees and directors are recorded on grant-date at fair value. Expense is recognized on a straight-line basis over the employee's and director's requisite service period (generally the vesting period of the award) as either operating expense or general and administrative expense in the consolidated statements of operations. We have elected to account for forfeitures as they occur (e.g., when an employee or director leaves the Company). Therefore, compensation cost previously recognized for an award that is

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forfeited because of a failure to satisfy a service condition will be reversed in the period of the forfeiture. See Note 16, 15. Stock-Based Compensation and Other Compensation Plans.

Earnings Per Share Attributable to Aris Inc.

We use the two-class method to give effect to participating securities in periods in which there is net income. Basic earnings (loss) per share (EPS) ("EPS") of our Class A common stock is computed on the basis of the weighted average number of shares outstanding during each period. The diluted EPS of our Class A common stock includes the effect of outstanding common stock equivalents, except in periods in which there is a net loss. In the event of a net loss, we exclude the effect of outstanding common stock equivalents from the calculation of diluted EPS as the inclusion would be anti-dilutive.

In addition, although we include shares of restricted stock granted to members of our Board of Directors in our count of Class A common stock outstanding, we exclude those shares of restricted stock from our EPS calculation because vesting of the restricted stock is contingent upon continued service as Board members.

All net earnings (loss) for the Predecessor period from January 1, 2021 to October 26, 2021 and for the year ended December 31, 2020 were entirely allocable to Predecessor shareholders and non-controlling noncontrolling interest. See Note 15, 14. Earnings Per Share.

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Acquisitions

To determine if a transaction should be accounted for as a business combination or an acquisition of assets, we first calculate the relative fair values of the assets acquired. If substantially all of the relative fair value is concentrated in a single asset or group of similar assets, or, if not, but the transaction does not include a significant process (does not meet the definition of a business), the transaction is recorded as an acquisition of assets. For acquisitions of assets, the purchase price is allocated based on the relative fair values, and no goodwill is recorded. All other transactions are recorded as business combinations. We record the assets acquired and liabilities assumed in a business combination at their acquisition date fair values. Transactions in which we acquire control of a business are accounted for under the acquisition method. The identifiable assets, liabilities and any non-controlling noncontrolling interests are recorded at the estimated fair value as of the acquisition date. The purchase price in excess of the fair value of assets acquired and liabilities assumed is recorded as goodwill. See See Note 4. Acquisitions.

Environmental Matters

We are subject to various federal, state and local laws and regulations relating to the protection of the environment. Management has established procedures for the ongoing evaluation of our operations to identify potential environmental exposures and to comply with regulatory policies and procedures. Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations and do not contribute to current or future revenue generation are expensed as incurred. Liabilities are recorded, on an undiscounted basis, when environmental costs are probable and the costs can be reasonably estimated. We maintain insurance which may cover in whole or in part certain environmental expenditures. See Note 14. 13. Commitments and Contingencies.

Segment Information

Operating segments are identified as components of an enterprise about which separate, discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions on how to allocate resources and assess performance. Our chief operating decision maker is the Chief Executive Officer. We view our operations and manage the business as one operating segment, as the assets support all revenue streams. All of our assets reside in the United States.

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Recently Adopted Accounting Pronouncements

Leases. Effective January 1, 2022, we adopted Accounting Standards Update ("ASU") No. 2016-02: Leases and its subsequent amendments (collectively, "ASC Topic 842"). ASC Topic 842 supersedes prior accounting guidance for leases and requires, among other things, lessees to recognize substantially all right-of-use ("ROU") assets and lease liabilities on the balance sheet. Certain practical expedients are allowed for leases with terms of 12 months or less. ASC Topic 842 also requires disclosures designed to give financial statement users information on the amount, timing, and uncertainty of cash flows arising from leases. Our adoption and implementation of ASC Topic 842 as of January 1, 2022 resulted in the recognition of ROU assets of \$7.9 million and lease liabilities of \$7.3 million.

We made policy elections not to capitalize short-term leases for all asset classes and not to separate non-lease components from lease components for all asset classes, except for real estate leases. We also did not elect the package of practical expedients that allowed for certain considerations under the original "Leases (Topic 840)" accounting standard to be carried forward upon adoption of ASU 2016-02.

ASU No. 2018-11, "Targeted Improvements," provides a transition election not to restate comparative periods for the effects of applying the new lease standard. This transition election permits entities to change the date of initial application to the beginning of the year of adoption and to recognize the effects of applying the new standard as a cumulative-effect adjustment to the opening balance of retained earnings. We elected this transition approach; however, the cumulative impact of adoption in the opening balance of retained earnings as of January 1, 2022 was zero.

Our accounting policy for leases is as follows:

We determine whether an arrangement contains a lease based on the conveyed rights and obligations at the inception date. If an agreement contains an operating or financing lease, at the commencement date, we record an ROU asset a Right-of-Use Asset and a corresponding lease liability based on the present value of the minimum lease payments.

As most of our leases do not provide an implicit borrowing rate, to determine the present value of lease payments, we use our hypothetical secured borrowing rate based on information available at lease commencement. Further, we make a number of estimates and judgments regarding the lease term and lease payments.

Lease Term — Leases with an initial term of 12 months or less are not recorded on the balance sheet, and we recognize lease expense for these leases on a straight-line basis over the lease term. Most leases include one or more options to renew, with renewal terms that can extend the lease term from one month to one year or more. Additionally, some of our leases include an option for early termination. We include renewal periods and exclude termination periods from our lease term if, at commencement, it is reasonably likely that we will exercise the option.

Lease Payments — Certain of our lease agreements include rental payments that are adjusted periodically for inflation or passage of time. These step payments are included within our present value calculation as they

are known adjustments at commencement. Some of our lease agreements, including sublease agreements, include variable payments that are excluded from our present value calculation.

Additionally, we have lease agreements that include lease and non-lease components, such as equipment maintenance, which are generally accounted for as a single lease component. For these leases, lease payments include all fixed payments stated within the contract. For real estate lease agreements, including our sublease agreements, we account for lease and non-lease components separately. Our lease agreements do not contain any material residual value guarantees that would impact our lease payments.

See Note 10. Leases.

Collaborative Arrangements

In November 2022, we announced that we had entered into the Beneficial Reuse Strategic Agreement with Chevron U.S.A. Inc. and ConocoPhillips to develop and pilot technologies and processes to treat produced water for potential beneficial reuse opportunities. In January 2023, ExxonMobil Corporation (together with the Company, Chevron U.S.A. Inc. and ConocoPhillips, the "alliance members") joined the Beneficial Reuse Strategic Agreement.

The Beneficial Reuse Strategic Agreement is accounted for as a collaborative arrangement pursuant to Accounting Standards Codification 808, "Collaborative Arrangements" ("ASC 808"), as the arrangement involves a joint operating activity pursuant to which the Company is an active participant and is exposed to significant risks and rewards dependent on the commercial success of the activity. ASC 808 describes arrangements within its scope and considerations surrounding presentation and disclosure, with recognition matters subjected to other authoritative guidance, in certain cases by analogy. We have concluded that ASC 730, "Research and Development," should be applied to the Beneficial Reuse Strategic Agreement.

We account for reimbursements of research and development costs under the Beneficial Reuse Strategic Agreement as contra-expenses in the period such expenses are incurred. This reflects the joint risk sharing nature of these activities within the collaborative arrangement. We classify advance billings or receivables recorded as "Accrued and Other Current Liabilities" or "Other Receivables," respectively, on our consolidated balance sheet.

For the years ended December 31, 2023 and 2022, we incurred \$6.4 million and \$91 thousand, respectively, in total research and development expenses relating to the Beneficial Reuse Strategic Agreement, which was offset by \$4.8 million and \$68 thousand, respectively, in amounts due from the other alliance members for reimbursement of these shared costs. As of December 31, 2023, we recorded \$1.4 million due from the other alliance members for reimbursement of shared costs in "Other Receivables" on the consolidated balance sheet, which is partially offset by \$1.1 million in related advance billings included in "Accrued and Other Current Liabilities" on the consolidated balance sheet. No receivables or advance billings were recorded as of December 31, 2022. See Note 3. Additional Financial Statement Information.

Cloud Computing Arrangements

During the fourth quarter of 2023, we began the process of implementing a new enterprise resource planning ("ERP") system. Based on the provisions of ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software, we may capitalize certain implementation costs associated with hosting arrangements that are service contracts. Accordingly, we capitalized \$0.4 million in implementation costs incurred during the development phase, which are included in "Prepays and Deposits" on the consolidated balance sheet as of December 31, 2023. The capitalized costs will be amortized over the term of the hosting arrangement, commencing when the capitalized asset is ready for its intended

use, which is expected to be in the second half of 2024. Costs related to preliminary project activities and post-implementation activities are expensed as incurred.

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Recently Adopted Accounting Pronouncements

In September 2022, the Financial Instruments – Credit Losses Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-04 Liabilities Supplier Finance Programs (Topic 405): Disclosure of Supplier Finance Program Obligations. Amendments in this update require annual and interim disclosure of the key terms of outstanding supplier finance programs and a rollforward of the related obligations. These amendments do not affect the recognition, measurement or financial statement presentation of the supplier finance program obligations. The amendments are effective retrospectively for fiscal years beginning after December 15, 2022, except for the rollforward requirements, which are effective for fiscal years beginning after December 15, 2023. Effective January 1, 2022, we adopted ASU 2016-13, Financial Instruments – Credit Losses and its subsequent amendments (collectively, "ASC Topic 326"). ASC Topic 326

requires this accounting pronouncement, except for the measurement disclosure of all expected credit losses for financial assets held at rollforward activity, in December 2023, in connection with the reporting date based execution of a short-term agreement to finance certain insurance premiums, resulting in new disclosures related to the \$5.5 million presented within "Insurance Premium Financing Liability" on historical experience, current conditions, and reasonable and supportable forecasts. the consolidated balance sheet as of December 31, 2023. The adoption of ASC ASU 2022-04 did not affect our recognition or measurement of supplier finance program obligations on the consolidated financial statements. See Note 9. Debt for more information on the new disclosures.

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The ASU provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions that reference the London Interbank Offered Rate ("LIBOR") interest rate or another reference rate expected to be discontinued because of reference rate reform. This guidance was to be effective prospectively upon issuance through December 31, 2022 and applied from the beginning of an interim period that included the issuance date of this ASU. However, in December 2022, the FASB issued ASU 2022-06, "Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 326 848" which deferred the sunset date from December 31, 2022 to December 31, 2024. All other provisions of ASU 2020-04 were unchanged. In May 2023, the Credit Agreement (as defined below) was amended to, among other things, transition the loans under the Credit Facility to be made at the Secured Overnight Financing Rate ("SOFR") instead of LIBOR. We adopted this accounting pronouncement in May 2023 with the execution of the amendment to the Credit Agreement. See Note 9. Debt for further discussion of the Company's accounting for its outstanding debt, credit facility and related issuance costs. This guidance provides an optional practical expedient that allows qualifying modifications to be accounted for as a debt modification rather than be analyzed under existing guidance to determine if the modification should be accounted for as a debt extinguishment. In adopting this accounting standard, we have elected to apply this optional expedient. Adopting this accounting standard did not have a material impact on our consolidated financial statements.

Goodwill. In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. This pronouncement removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. We adopted the standard effective January 1, 2022. statements and related disclosures.

Recent Accounting Pronouncements

The Company is an "emerging growth company", as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until those standards apply to private companies. We have elected to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our **consolidated** financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates.

In December 2023, the FASB issued ASU 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The amendments in this ASU primarily relate to the rate reconciliation and income taxes paid disclosures and improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. This ASU is effective for annual periods beginning after December 15, 2024 and may be applied prospectively or retrospectively. Other than the required disclosures, we do not expect a material impact on the consolidated financial statements and related disclosures upon adoption.

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In November 2023, the FASB issued ASU 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The ASU improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in this ASU require disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more decision-useful financial analyses. This ASU is effective for annual periods beginning after December 15, 2024 and should be applied prospectively. Other than the required disclosures, we do not expect a material impact on the consolidated financial statements and related disclosures upon adoption.

3. Additional Financial Statement Information

Balance Sheet

Other Balance Sheet information is as follows:

(in thousands)	December 31,		
	2022	2021	
Other Receivables			
Insurance and Third Party Receivables for Remediation Expenses	\$ 3,600	\$ 3,099	
Reimbursable Projects and Other	754	1,027	
Total Other Receivables	\$ 4,354	\$ 4,126	
Prepays and Deposits			
Prepaid Insurance and Other	\$ 5,744	\$ 5,953	
Deposits	61	90	
Total Prepays and Deposits	\$ 5,805	\$ 6,043	
Accrued and Other Current Liabilities			
Accrued Operating Expense	\$ 28,877	\$ 17,774	
Accrued Capital Costs	16,161	4,603	
Accrued Interest	8,262	7,625	
Accrued Compensation	4,809	4,551	
Dividends and Distributions Payable	52	3,847	
Lease Liabilities	1,176	—	
Asset Retirement Obligation	2,242	—	
Other	3,832	2,064	
Total Accrued and Other Current Liabilities	\$ 65,411	\$ 40,464	
Other Long-Term Liabilities			
Noncurrent Lease Liabilities	\$ 7,719	\$ —	
Contingent Consideration Liability	2,702	—	
Other	—	1,336	
Total Other Long-Term Liabilities	\$ 10,421	\$ 1,336	

(in thousands)	December 31,		
	2023	2022	
Other Receivables			
Insurance and Third Party Receivables for Remediation Expenses	\$ 4,064	\$ 3,600	
Reimbursable Research and Development Receivable	1,450	—	
Property Insurance Receivable	4,000	—	
Reimbursable Projects and Other	3,253	754	
Total Other Receivables	\$ 12,767	\$ 4,354	
Prepays and Deposits			
Prepaid Insurance	\$ 5,494	\$ 4,609	
Other Prepays and Deposits	2,870	1,196	
Total Prepays and Deposits	\$ 8,364	\$ 5,805	
Accrued and Other Current Liabilities			
Accrued Operating Expense	\$ 33,491	\$ 28,877	

Accrued Capital Costs	3,812	16,161
Accrued Interest	8,510	8,262
Accrued Compensation	10,118	4,809
Lease Liabilities	1,676	1,176
Asset Retirement Obligation	763	2,242
Contingent Consideration Liability	1,221	1,350
Advance Billings for Reimbursable Research and Development Expense	1,120	—
Other	3,705	2,534
Total Accrued and Other Current Liabilities	\$ 64,416	\$ 65,411
Other Long-Term Liabilities		
Noncurrent Lease Liabilities	\$ 14,716	\$ 7,719
Contingent Consideration Liability	2,078	2,702
Total Other Long-Term Liabilities	\$ 16,794	\$ 10,421

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Statement of Operations

Other Statement of Operations information is as follows:

(in thousands)	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Depreciation, Amortization and Accretion						
Depreciation - Property, Plant and Equipment	\$ 30,254	\$ 27,880	\$ 23,388	\$37,859	\$30,254	\$27,880
Amortization - Intangible Assets	36,735	32,605	20,413	37,569	36,735	32,605
Accretion of Asset Retirement Obligations	535	282	226	1,204	535	282
Total Depreciation, Amortization and Accretion	\$ 67,524	\$ 60,767	\$ 44,027	\$76,632	\$67,524	\$60,767
Other Operating Expense						
Loss (Gain) on Disposal of Asset, Net	\$ 478	\$ 275	\$ 133			
Other Operating (Income) Expense, Net						
(Gain) Loss on Disposal of Asset, Net				\$ (2,606)	\$ 478	\$ 275
Transaction Costs	1,520	335	3,389	802	1,520	335
Abandoned Projects (1)	72	2,047	2,125			
Other	142	—	—			
Total Other Operating Expense	\$ 2,212	\$ 2,657	\$ 5,647			
Other (1)				574	214	2,047

Total Other Operating (Income) Expense, Net				\$ (1,230)	\$ 2,212	\$ 2,657
Interest Expense, Net						
Interest on Debt Instruments	\$ 31,609	\$ 26,221	\$ 10,711	\$34,639	\$31,609	\$26,221
Amortization of Financing Costs	2,440	2,043	783			
Amortization of Debt Issuance Costs				2,590	2,440	2,043
Total Interest Expense	34,049	28,264	11,494	37,229	34,049	28,264
Less: Capitalized Interest	(4,864)	(2,791)	(3,820)	(4,376)	(4,864)	(2,791)
Total Interest Expense, Net	\$ 29,185	\$ 25,473	\$ 7,674	\$32,853	\$29,185	\$25,473

(1) **Abandoned projects** The 2021 expense is related primarily to abandonment costs for expirations of legacy permits and rights-of-way for projects that were not ultimately constructed.

Significant Customers

Customers that comprised more than 10% of our total revenue are as follows:

	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
ConocoPhillips	34 %	46 %	38 %	33 %	34 %	46 %
Chevron U.S.A. Inc.				18 %	11 %	** %
Mewbourne Oil Company	12 %	** %	** %	11 %	12 %	** %
Chevron U.S.A. Inc.	11 %	** %	** %			
Oxy USA Inc.	** %	10 %	15 %	** %	** %	10 %
XTO Energy Inc.	** %	** %	10 %			

** Revenue was less than 10% of total revenue.

As of December 31, 2023, ConocoPhillips accounted for 28% and Chevron Corporation accounted for 27% of accounts receivable. As of December 31, 2022, ConocoPhillips accounted for 36% and Mewbourne Oil Company accounted for 11% of accounts receivable. As of December 31, 2021, ConocoPhillips accounted for 37%, Chevron U.S.A. Inc. accounted for 11% and Marathon Oil Corporation accounted for 10% of accounts receivable.

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Supplemental Non-Cash Disclosure

Significant non-cash activity for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 is discussed in the following locations:

Non-Cash Item	Location
Cash Paid for Interest	Consolidated Statements of Cash Flows
Cash Paid for Income Taxes	Consolidated Statements of Cash Flows
Non-Cash Investing and Financing Activities	
Accretion and Dividend Related to Redeemable Preferred Units	Consolidated Statements of Stockholders' and Members' Equity
Shares of Class A Common Stock Issued in Acquisition	Note 4. Acquisitions
Accrued Additions to Property, Plant and Equipment	Note 5. Property, Plant and Equipment
Asset Retirement Obligations	Note 7. Asset Retirement Obligations
Increase in TRA Liability Related to Share Redemption	Note 8. TRA Liability
Right-of-Use Assets Obtained in Exchange for Operating Lease	Note 10. Leases
Liabilities, Net	
Treasury Stock Reimbursement	Note 12. Stockholders' and Members' Equity

4. Acquisitions

Delaware Energy Asset Acquisition

On August 1, 2022, we acquired from Delaware Energy, LLC ("Delaware Energy") certain produced water handling facilities and associated gathering lines other related assets and rights in Lea County and Eddy County, New Mexico. In connection with the closing and as consideration for the assets, we issued to the seller 3,365,907 shares of our Class A common stock and included volumetric-based contingent consideration. We estimated the fair value of the contingent consideration using a discounted cash flow model based on estimated royalty payments to be made over a five-year contractual period. Allocation of the purchase price to the acquired assets was based on relative fair values.

The following table sets forth our purchase price allocation:

(in thousands, except share and per share amounts)	
<i>Equity Consideration</i>	
Number of Class A Shares Issued	3,365,907
Fair Value Per Share on Transaction Closing Date	\$ 21.16
Total Fair Value of Equity Consideration	\$ 71,223
Fair Value of Contingent Consideration (1)	3,899
Total Fair Value of Consideration	\$ 75,122
<i>Purchase Price Allocation</i>	
Produced Water Handling Facilities	\$ 72,736
Gathering Systems and Pipelines	2,716
Total Fair Value of Property Acquired	75,452
Less: ARO Liabilities Assumed	(330)
Total Purchase Price Allocation	\$ 75,122

(in thousands, except share and per share amounts)

Equity Consideration

Number of Class A Shares Issued (1)	3,365,907
Fair Value Per Share on Transaction Closing Date	\$ 21.16
Total Fair Value of Equity Consideration	\$ 71,223
Fair Value of Contingent Consideration (2)	3,899
Total Fair Value of Consideration	\$ 75,122

Purchase Price Allocation

Produced Water Handling Facilities	\$ 72,736
Gathering Systems and Pipelines	2,716
Total Fair Value of Property Acquired	75,452
Less: ARO Liabilities Assumed	(330)
Total Purchase Price Allocation	\$ 75,122

(1) A portion of these shares are held in escrow and are released pursuant to the terms and conditions of the asset purchase agreement with Delaware Energy. During the year ended December 31, 2023, 85,471 of these shares were released and returned to the Company for the reimbursement of certain post-acquisition workover costs. See *Note 12. Stockholders' and Members' Equity* for further details.

(2) As of December 31, 2022, December 31, 2023 and 2022, liabilities for contingent consideration of \$1.3 million \$1.2 million and \$2.7 million \$1.3 million are included in accrued "Accrued and other current Other Current Liabilities," respectively, on the consolidated balance sheet, and liabilities for contingent consideration of \$2.1 million and other long-term liabilities, respectively, \$2.7 million are included in "Other Long-Term Liabilities," respectively, on the consolidated balance sheet.

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Contemporaneously with the issuance of the shares of Class A common stock, Solaris LLC issued 3,365,907 Solaris LLC units to Aris Inc.

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Water Standard Asset Acquisition

In October 2022, we acquired certain intellectual property rights and related proprietary treatment technologies and assets from Water Standard Management (US), Inc. ("Water Standard") that will support and accelerate the advanced

treatment and beneficial reuse of produced water in the Permian Basin. In connection with the closing and as consideration for the assets, we issued the seller 85,193 shares of our Class A common stock, which was valued on the acquisition date at \$16.16 per share for total equity consideration of \$1.4 million. We also paid the seller \$1.2 million in cash for total consideration of \$2.6 million. Contemporaneously with the issuance of the shares of Class A common stock, Solaris LLC issued 85,193 Solaris LLC units to Aris Inc.

Other Asset Acquisitions During the Year Ended December 31, 2022

During the second half of 2022, we purchased six ponds from ConocoPhillips, a related party, for a cash purchase price of \$3.9 million.

Concho Lea County Acquisition

On June 11, 2020, we acquired certain produced water handling, transportation and water disposal assets in Lea County, New Mexico (the "Lea County Acquisition") from a wholly-owned subsidiary of Concho.

The following table sets forth our purchase price allocation:

<i>(in thousands)</i>	
<i>Fair Value of Consideration</i>	
Class A Units Issued to Seller	\$ 77,602
Redeemable Preferred Units Issued to Seller	71,974
Total Consideration	\$ 149,576
 <i>Fair Value of Assets Acquired and Liabilities Assumed</i>	
Property, Plant and Equipment - Water Handling Facilities	\$ 18,566
Property, Plant and Equipment - Pipelines (including right of way)	33,897
Intangible Assets - Contracts	90,300
Asset Retirement Obligations	(776)
Total Assets Acquired	\$ 141,987
Goodwill	7,589

During the year ended December 31, 2020, we recorded revenue and earnings of \$4.0 million and \$1.5 million, respectively, associated with the Concho Lea County Acquisition in the consolidated statement of operations. We incurred \$1.6 million of acquisition-related costs, which are included in other operating expense in 2020.

5. Property, Plant and Equipment

Property, plant and equipment ("PP&E") is stated at cost, less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful service life of the asset.

PP&E consists of the following:

(in thousands)	December 31,		December 31, December 31,	
	2022	2021	2023	2022
Wells, Facilities, Water Ponds, and Related Equipment	\$ 437,894	\$ 329,935	\$ 561,059	\$ 437,894
Wells, Facilities, Water Ponds and Related Equipment	363,577	327,140	427,528	363,577
Pipelines	463	2,063		
Land	20,219	17,359	24,496	20,219
Vehicles, Equipment, Computers and Office Furniture	822,153	676,497	1,013,083	821,690
Assets Subject to Depreciation			463	463
Land	85,631	24,259	28,157	85,631
Projects and Construction in Progress	907,784	700,756	1,041,703	907,784
Total Property, Plant and Equipment	(88,681)	(67,749)	(121,989)	(88,681)
Total Property, Plant and Equipment, Net	\$ 819,103	\$ 633,007	\$ 919,714	\$ 819,103

Depreciation expense totaled \$30.3 million, \$27.9 million, and \$23.4 million for the years ended December 31, 2022, 2021 and 2020, respectively. PP&E cash expenditures totaled \$146.5 million, \$74.7 million, and \$139.6 million for the years ended December 31, 2022, 2021 and 2020, respectively.

Accrued PP&E additions totaled \$13.1 million, \$26.4 million and \$5.5 million at December 31, 2023, 2022 and \$13.2 million at December 31, 2022, 2021, and 2020, respectively.

Asset Exchanges

No asset exchanges were completed during the year ended December 31, 2023.

During the year ended December 31, 2022, we completed multiple nonmonetary transactions. The transactions included exchanges of wells, facilities, permits and other assets. The total net book value of the divested assets and liabilities was \$3.8 million. The acquired assets were recorded at a total fair value of \$3.2 million, which resulted in a total pre-tax loss of \$0.6 million.

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[Assets Sold and Asset Disposals](#) [Impairment](#)

During the third quarter of 2023, we closed the sale of certain assets and received cash consideration of \$20.1 million. We recorded a gain of \$2.6 million, which is included in "Other Operating (Income) Expense" in the consolidated statements of operations for the year ended December 31, 2023.

During the first quarter of 2022, management committed to a plan to sell certain assets located in the Midland Basin and determined that these assets met all the criteria for classification as assets held for sale. These assets were re-measured at their fair values less costs to sell, which resulted in the recognition of pre-tax impairment expense of \$15.6 million during the first quarter of 2022. We estimated the fair value of the assets using indicative bids, which were representative of a Level 2 fair value measurement, and we ceased recording depreciation on the assets. During the third quarter of 2022, we closed the sale of these assets for proceeds of \$7.4 million and recorded a gain of \$0.1 million.

For the year ended December 31, 2022, we disposed of other assets. We received \$7.3 million in cash and recognized a de minimis gain on disposal of assets. The asset cost and accumulated depreciation related to these assets were \$8.0 million and \$0.8 million, respectively, at the time of disposal.

For the year ended December 31, 2021, we recognized a loss on disposal of assets of \$0.2 million. The asset cost and accumulated depreciation related to these assets were \$0.8 million and \$0.3 million, respectively, at the time of disposal, and the salvage value received was \$0.3 million.

For Abandoned Assets

Total abandonment expense for the years ended December 31, 2023, 2022 and 2021 was \$1.3 million, \$15.8 million and \$28.5 million, respectively, and primarily related to the following:

In the third quarter of 2023, management determined a stand-alone produced water handling facility was no longer economically beneficial to the operations of the Company and should be shut-in and taken out of service. Accordingly, we removed the costs and the associated accumulated depreciation and recognized a \$1.2 million charge for the remaining book value of the asset. This charge is included in "Abandoned Well Costs" in the consolidated statements of operations for the year ended December 31, 2020, we recognized a loss on disposal of assets of \$0.1 million. The asset cost and accumulated depreciation related to these assets were \$0.4 million and \$0.2 million, respectively, at the time of disposal, and the salvage value received was \$0.1 million.

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Abandoned Assets December 31, 2023.

In June the second quarter of 2022, management determined that two previously acquired saltwater disposal ("SWD") wells facilities were no longer economically beneficial to the operations of the Company due to required workover costs and determined that the SWD wells should be shut-in and taken out of service. Accordingly, we removed the cost and the associated accumulated depreciation and recognized Management also determined that a charge of \$4.2 million for the remaining book value of the SWD wells.

In late second quarter 2022, management removed the cost of a SWD well that was under construction in Texas. The Texas needed to be abandoned after the well had encountered technical difficulties during the drilling phase and progress on the well had ceased. Management's evaluation of the well these assets determined that abandoning the

~~asset~~ assets was the most prudent course of action. Accordingly, we removed the ~~cost~~ costs and the associated accumulated depreciation of the ~~asset~~ assets and recognized a ~~an~~ abandonment charge of \$1.6 million, \$5.8 million for the remaining book value.

In the third quarter of 2022, we recognized a ~~an~~ abandonment charge of \$9.2 million related to a stand-alone SWD well produced water handling facility that ~~has been~~ was taken out of service.

In the fourth quarter of 2022, we commenced the retirement work on several SWD salt water disposal ("SWD") wells that had previously been taken out of service and had their ~~cost~~ costs removed. In connection with this work, we revised the asset retirement obligation related to these SWD wells to reflect the estimated cost of the retirement work. The resulting charge of \$1.1 million was recorded to abandoned well costs.

In ~~late the~~ third quarter of 2021, management completed its evaluation of the performance of a SWD well, located in Eddy County, New Mexico and concluded that the well should be shut-in and taken out of service. We drilled this well in the second quarter of 2017 and encountered technical difficulties requiring significant incremental capital expenditure. The asset was put into service in May of 2018. During July 2021, we ~~re-entered~~ re-

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~~entered the well bore to address anomalies. After technical testing, management concluded that it was probable that abandoning the asset was the most prudent course of action as the well is was unable to remain in service in its then current condition. Accordingly, we removed the ~~cost~~ costs and the associated accumulated depreciation and recognized a charge of \$28.5 million for the remaining net book value of the well.~~

[Asset Impairment Abandoned Projects](#)

~~In addition to the impairment loss on assets disposed We recognized \$0.2 million, \$0.1 million and \$1.6 million of abandoned project expense during the year ended December 31, 2022, noted above, we recognized a loss on impairment of assets of \$0.1 million, \$1.6 million, \$1.0 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively, which is included in abandoned projects expense. In 2021, "Other Operating (Income) Expense" in the asset consolidated statements of operation. The amount of expense recorded during each year was equal to the recorded cost and for each of the assets. No accumulated depreciation was recorded related to these assets was \$1.6 million and \$0, respectively at the time of impairment. In 2020, the asset cost and accumulated depreciation related to these assets was \$1.0 million and \$0, respectively at the time of impairment assets.~~

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6. **Intangible Assets**

All of our intangible assets are subject to amortization and substantially all are related to customer contracts acquired through acquisitions. The components of the intangible assets are as follows:

(in thousands)	December 31,		December 31, December 31,	
	2022	2021	2023	2022
Gross Value	\$ 366,683	\$ 365,032	\$ 366,683	\$ 366,683
Accumulated Amortization	(96,838)	(60,102)	(134,406)	(96,838)
Net Carrying Value	\$ 269,845	\$ 304,930	\$ 232,277	\$ 269,845

Substantially all of the net carrying value of our intangible assets is attributable to contracts that expire in 2035. The table below shows the expected amortization of intangibles as of December 31, 2022 December 31, 2023:

(in thousands)	Amount	Amount
2023	\$ 37,569	
2024	37,053	\$ 37,053
2025	35,215	35,215
2026	32,123	32,123
2027	27,893	27,893
2028	23,190	
Thereafter	99,992	76,803

Amortization expense totaled \$36.7 million \$37.6 million, \$32.6 million, \$36.7 million and \$20.4 million \$32.6 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, and 2020, respectively.

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7. **Asset Retirement Obligations**

Our ARO are related primarily to the dismantlement, removal, site reclamation and similar activities of our pipelines, water handling facilities and associated operations. A reconciliation of the changes in ARO is as follows:

(in thousands)	Year Ended December 31,		Year Ended December 31,	
	2022	2021	2023	2022
Asset Retirement Obligations, Beginning Balance	\$ 6,158	\$ 5,291	\$ 19,785	\$ 6,158

<i>Liabilities Incurred</i>	1,085	585	930	1,085
<i>Liabilities Incurred on Acquisition</i>	459	—	—	459
<i>Accretion Expense</i>	535	282	1,204	535
<i>Reduction for Assets Sold</i>	(272)	—	(554)	(272)
<i>Liabilities Settled</i>	(368)	—	(2,056)	(368)
<i>Revision of Estimates</i>	12,188	—	484	12,188
<i>Asset Retirement Obligations, Ending Balance</i>	\$ 19,785	\$ 6,158	\$ 19,793	\$ 19,785

Revision of estimates for the year ended December 31, 2022 related to increases in expected future scope of work and higher costs. costs and contributed to the increase in accretion expense for the year ended December 31, 2023.

8. TRA Liability

At the closing of the IPO, we entered into a Tax Receivable Agreement, or TRA, with the Legacy Owners of Solaris LLC units (each such person, a "TRA Holder," and together, the "TRA Holders"). The TRA generally provides for the payment by us to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax that we actually realize (computed using simplifying assumptions to address the impact of state and local taxes) or, are deemed to realize in certain circumstances, in periods

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after the IPO as a result of certain increases in tax basis that occur as a result of our acquisition or Solaris LLC's redemption, respectively, of all or a portion of such TRA Holder's Solaris LLC units in connection with the IPO or pursuant to the exercise of a redemption right or call right. We retain the remaining 15% of these cash savings.

A reconciliation of the changes in the TRA liability is as follows:

(in thousands)	Year Ended		Year Ended	
	December 31,	2022	December 31,	2023
<i>TRA Liability, Beginning Balance</i>	\$ 75,564	\$ —	\$ 97,980	\$ 75,564
<i>Establish Liability at IPO and Exchange of LLC Units for Class A Shares</i>	—	75,564		
<i>Increase in TRA Liability Related to Share Redemption</i>	23,970	—		
<i>Increase in TRA Liability Related to Current Year Share Redemption</i>	232	23,970		
<i>Change in Payables Related to TRA Liability</i>	413	—		
<i>Adjustments Reflected in 2021 Federal Income Tax Return</i>	(1,554)	—	—	(1,554)
<i>Adjustments Reflected in 2022 Federal Income Tax Return</i>	(351)	—		
<i>TRA Liability, Ending Balance</i>	\$ 97,980	\$ 75,564	\$ 98,274	\$ 97,980

The calculation of the TRA liability is complex and data-intensive due to: 1) the intricacy of the provisions of the TRA; 2) historical tax data with asset step-ups in connection with previous acquisitions and/or equity offerings; 3) the need to make assumptions and allocations on an asset by asset basis for both the historical tax basis and the step-up tax basis due to transactions; 4) the need to identify the underlying attributes associated with numerous individual TRA Holders' accounts in order to complete specific Legacy Owner calculations; and 5) various tax elections that can be made upon the filing of our tax returns.

Therefore, the balance of the TRA liability resulting from the IPO and the subsequent conversions of Solaris LLC units to Class A common stock, which were recorded in additional paid-in-capital, may change substantially in the future as we refine our initial estimates and calculations and consider tax elections to be

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made as part of our tax return filings for the 2022 2023 tax year to be made later in 2023 2024. Any change in the balance of the TRA liability related to the IPO and subsequent conversions of Solaris LLC units to Class A common stock will be recorded as an adjustment to additional paid-in-capital. Additionally, subsequent changes in the TRA liability due to future conversions of Solaris LLC units to shares of our Class A common stock will also be recorded as an adjustment to additional paid-in-capital. Future changes in the TRA liability due to changes in tax law and/or our historical and projected future tax profile will be recorded in earnings.

As of December 31, 2023 and 2022, the estimated TRA liability totaled \$98.3 million and \$98.0 million, respectively. The increase to the TRA liability is primarily the result of a state tax rate change, which increased the liability \$0.4 million, partially offset by adjustments reflected in the 2022 federal income tax return.

We estimate if all the remaining Solaris LLC units were converted to Class A common stock on December 31, 2022 December 31, 2023, the TRA liability would be approximately \$240.4 million \$208.5 million. If we experience a change of control (as defined under the TRA, which includes certain mergers, asset sales and other forms of business combinations and change of control events) or the TRA terminates early (at our election or as a result of our breach), we could be required to make an immediate lump-sum payment under the terms of the TRA. As of December 31, 2022 December 31, 2023, we estimate the liability associated with this lump-sum payment (or "early termination payment") would be approximately \$159.0 million \$159.3 million, discounted. The amount of this liability for a change of control can be significantly impacted by the closing price of our Class A shares on the applicable exchange date. We currently do not anticipate experiencing a change of control or an early termination of the TRA.

9. Long-Term Debt

Our long-term At December 31, 2023 and 2022, our debt consists consisted of the following:

(in thousands)	December 31,
----------------	--------------

	2022	2021
7.625% Senior Sustainability-Linked Notes	\$ 400,000	\$ 400,000
Credit Facility	35,000	—
Total Long-Term Debt	435,000	400,000
Less: Unamortized Debt Issuance Costs	(6,079)	(7,949)
Total Long-Term Debt, Net of Debt Issuance Costs	\$ 428,921	\$ 392,051

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(in thousands)	December 31, December 31,	
	2023	2022
7.625% Senior Sustainability-Linked Notes	\$ 400,000	\$ 400,000
Credit Facility	26,000	35,000
Total Long-Term Debt	426,000	435,000
Less: Unamortized Debt Issuance Costs	(4,208)	(6,079)
Total Long-Term Debt, Net of Debt Issuance Costs	\$ 421,792	\$ 428,921
Insurance Premium Financing Liability	\$ 5,463	\$ —
Total Debt	\$ 427,255	\$ 428,921

Senior Sustainability-Linked Notes

In April 2021, we issued \$400.0 million aggregate principal amount of 7.625% Senior Sustainability-Linked Notes (the “Notes”) due April 1, 2026. Proceeds from the offering were \$390.6 million, net of \$9.4 million of debt issuance costs, and were used to repay \$297.0 million of borrowings under the Credit Facility, redeem all outstanding redeemable preferred units for \$74.4 million, and for general corporate purposes.

The Notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The Notes are guaranteed on a senior unsecured basis by our wholly- owned subsidiaries. Interest on the Notes is payable on April 1 and October 1 of each year. We may redeem all or part of the Notes at any time on or after April 1, 2023 at redemption prices ranging from 103.8125% on or after April 1, 2023 through March 31, 2025 to 100% on or after April 1, 2025. In addition, on or before April 1, 2023, we may redeem up to 40% of the aggregate principal amount of the Notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 107.625% of the principal amount of the Notes, plus accrued interest. At any time prior to April 1, 2023, we may also redeem the Notes, in whole or in part, at a price equal to 100% of the principal amount of the Notes plus a “make-whole” premium. If we undergo a change of control, we may be required to repurchase all or a portion of the Notes at a price equal to 101% of the principal amount of the Notes, plus accrued interest.

As of During 2023, we notified the trustee for the Notes that, for the year ended December 31, 2022 and 2021, certain of these redemption prices are subject to increase if, we fail to satisfy had satisfied the Sustainability Performance Target (as defined in the indenture governing the Notes) in accordance with the requirements and referred to herein as “SPT”) and provide notice procedures of such satisfaction to the trustee. From and including the interest

period ending on October 1, 2023, indenture. As a result, the interest rate shall be increased by 25 basis points to 7.875% per annum unless we notify on the trustee Notes will remain 7.625% for the Notes at least 30 days prior to October 1, 2023 that, for the year ending December 31, 2022: (i) the SPT has been satisfied and (ii) the satisfaction remainder of the SPT has been confirmed in accordance with customary procedures. term of the Notes.

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Credit Facility

Concurrent with the Notes offering in April 2021, we entered into an amended and restated credit agreement (the "Restated Credit (as it may be amended and/or restated from time to time, the "Credit Agreement") to, among other things, (i) decrease the commitments under the Credit Facility to \$200.0 million, (ii) extend the maturity date to April 1, 2025, (iii) reprice the loans made under the Credit Facility and unused commitment fees to be determined based on a leverage ratio ranging from 3.00:1.00 to 4.50:1.00, (iv) provide for a \$75.0 million incremental revolving facility, which shall be on include an accordion feature permitting the same terms as under Company to seek an increase of the Credit Facility (v) annualize EBITDA for 2021 for the purpose of covenant calculations for 2021, (vi) up to \$75.0 million, subject to certain conditions, (v) amend the leverage ratio covenant to comprise of a maximum total funded debt to EBITDA ratio, net of \$40.0 million of unrestricted cash and cash equivalents if the facility is drawn, and net of all unrestricted cash and cash equivalents if the facility is undrawn, (vii) increase the leverage ratio covenant test level for the first two fiscal quarters of 2021 to 5.00 to 1.00, for the third quarter of 2021 to 4.75 to 1.00, and thereafter to 4.50 to 1.00 and (viii) add a secured leverage covenant of 2.50 to 1.00.

The Credit Facility provides provided for, at our option:

- (i) Base rate borrowings that bear interest at the highest of (a) the prime rate, (b) the federal funds effective rate plus 0.50% and (c) LIBOR plus 1%; plus a margin that ranges from 175 basis points to 275 basis points, depending upon our leverage ratio; or
- (ii) Eurodollar borrowings that bear interest at the lesser of (i) LIBOR plus a margin that ranges from 275 basis points to 375 basis points, depending upon our leverage ratio;
- (iii) Plus commitment fee rates that range from 37.5 basis points to 50.0 basis points, depending upon our leverage ratio.

In May 2023, the Credit Agreement was amended to, among other things, transition the loans under the Credit Facility to be made at SOFR instead of LIBOR and to allow financial reporting to be satisfied based on delivery of the consolidated financial statements of Aris Water Solutions, Inc., so long as it remains a passive holding company, instead of Solaris Midstream Holdings, LLC.

In October 2023, the Credit Agreement was amended and restated to provide for, among other things, (i) commitments of \$350.0 million, (ii) a maturity date of October 12, 2027, with a springing maturity of 91 days ahead of the Notes' due date of April 1, 2026 in the event the Notes are not voluntarily redeemed, repurchased, refinanced or otherwise retired in full prior to such springing maturity date, (iii) loans made under the Credit Facility and unused commitment fees to be determined based on a leverage ratio ranging from 3.00:1.00 to 4.50:1.00, (iv) an accordion feature permitting the

Company to seek an increase of the Credit Facility of up to \$150.0 million, subject to certain conditions, (v) a leverage ratio covenant which comprises a maximum total funded debt to EBITDA ratio, net of \$40.0 million of unrestricted cash and cash equivalents if the facility is drawn, and net of all unrestricted cash and cash equivalents if the facility is undrawn, (vi) a leverage ratio covenant test level which is currently 4.50 to 1.00 and (vii) a secured leverage covenant of 2.50 to 1.00.

The Credit Facility provides for, at our option:

- i. Base rate borrowings that bear interest at the highest of (a) the prime rate, (b) the federal funds effective rate plus 0.50% and (c) Term SOFR for an interest period of one month plus 1.00%; plus a margin that ranges from 175 basis points to 275 basis points, depending upon our leverage ratio; or
- ii. SOFR borrowings that bear interest at Term SOFR plus SOFR Adjustment of 0.10% plus a margin that ranges from 275 basis points to 375 basis points, depending upon our leverage ratio.

We incurred \$3.9 million of expenses in 2023 to refinance the Credit Facility that is included in "Other Assets" on the consolidated balance sheet and "Payment of Debt Issuance Costs Related to Credit Facility" on the consolidated statements of cash flows and will be amortized over the remaining loan term. This was

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We incurred \$1.4 million of expenses in 2021 to refinance the Credit Facility that is included in other long- term assets. We accounted for the Restated Credit Agreement as a debt modification, and we recognized a loss of \$0.4 million \$0.1 million in April 2021. the fourth quarter of 2023 which is included in "Other" expense on the consolidated statements of operations and consolidated statements of cash flows.

In the second quarter of 2021, we refinanced the Credit Facility and recognized a debt modification loss of \$0.4 million, which is included in "Other" expense on the consolidated statements of operations.

Our weighted average interest rate on outstanding borrowings under the Credit Facility was 8.276% and 6.967% as of December 31, 2023 and 2022, respectively. As of December 31, 2022 December 31, 2023, we had \$35.0 million \$26.0 million of outstanding borrowings under the Credit Facility, at a weighted average interest rate of 6.967%. We also had \$0.15 million \$150 thousand in letters of credit outstanding and \$164.85 million \$323.9 million in revolving commitments available.

The Credit Facility is secured by all of the real and material personal property owned by Solaris LLC or any of its subsidiaries, other than certain excluded assets. As of December 31, 2022 December 31, 2023, we were in compliance with all covenants contained in the Credit Facility.

[Insurance Premium Financing](#)

In the fourth quarter of 2023, we entered into a short-term agreement with a third-party to finance certain insurance premiums for an aggregate amount of \$6.6 million, which is secured by all sums payable to the Company with reference to the insurance policies financed pursuant to this agreement, including any gross return premiums and any payment on account of loss which results in reduction of unearned premium in accordance with the term of the

agreement. Under the terms and provisions of the agreement, the insurance premium financing is repayable in 11 monthly installments of principal and interest through September 2024, at a weighted-average annual percentage rate of 7.49%. As of December 31, 2023, the remaining balance was \$5.5 million and is included in "Insurance Premium Financing Liability" on the consolidated balance sheet.

Debt Maturities

The following table provides the scheduled maturities of debt outstanding at December 31, 2023, for each of the next five years and thereafter. The amounts presented exclude unamortized discounts and debt issuance costs:

(in thousands)	
2024	\$ 5,463
2025	—
2026	400,000
2027	26,000
2028	—
<i>Thereafter</i>	—
Total Debt Payments	\$ 431,463

10. Leases

In the normal course of business, we enter into operating lease agreements to support our operations. Our leased assets include right-of-way easements for our wells and facilities, office space and other assets. We currently have no finance leases.

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Balance Sheet Information

The following table provides supplemental consolidated balance sheet information related to leases:

(in thousands)	Classification	December 31, 2022		December 31, 2023		December 31, 2022	
		Classification	2023	2022	Classification	2023	2022
Assets							
Right-of-Use Assets	Consolidated			Right-of-Use Assets			
Assets	Balance Sheet	\$ 9,135			\$ 16,726	\$ 9,135	
Liabilities							

Current Lease Liabilities	Accrued and Other Current Liabilities	Accrued and Other Current Liabilities
Noncurrent Lease Liabilities	Other Long-Term Liabilities	\$ 1,176 \$ 1,676 \$ 1,176
		Other Long-Term Liabilities
	7,719	14,716 7,719

Statement of Operations Information

The following table provides the components of lease cost, excluding lease cost related to short-term leases:

(in thousands)	Year Ended	
	December 31,	
	2022	Year Ended December 31,
Direct Operating Costs	\$ 969	\$ 1,253 \$ 969
General and Administrative	700	1,144 700
Total Lease Cost	\$ 1,669	\$ 2,397 \$ 1,669

Short-term Leases

Our short-term lease cost, which consisted costs, consisting primarily of field equipment rentals, totaled \$14.6 million and \$11.1 million for the years ended December 31, 2022 December 31, 2023 and 2022, respectively.

Cash Flow Information

The following table summarizes supplemental cash flow information related to leases:

(in thousands)	Year Ended December 31,	
	2023	2022
Cash Paid for Amounts Included in Lease Liabilities	\$ 1,543	\$ 1,282
Right-of-Use Assets Obtained in Exchange for Operating Lease Liabilities, Net	10,052	2,639

The operating lease for our new corporate office space in Houston, Texas commenced on September 30, 2023 and expires in September 2033, with options for renewal. On the commencement date, the Company recorded a right-of-use asset of \$7.7 million, a current lease liability of \$0.3 million and a noncurrent lease liability of \$6.4 million. We are also responsible for certain operating expenses associated with the office building, including utilities, which are considered variable lease payments and not included in the balance of the right-of-use asset and lease liability.

Lease Terms and Discount Rates

The following table provides lease terms and discount rates related to leases:

	<i>December</i>	
	<i>31, 2023</i>	<i>December 31, 2022</i>
<i>Weighted Average Remaining Lease Term (Years)</i>	7.6	6.6
<i>Weighted Average Discount Rate</i>	6.30%	2.85%

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Cash Flow Information

The following table summarizes supplemental cash flow information related to leases:

	<i>Year Ended</i>	
	<i>December 31,</i>	
<i>(in thousands)</i>	<i>2022</i>	
<i>Cash Paid for Amounts Included in Lease Liabilities</i>	\$ 1,282	
<i>Right-of-Use Assets Obtained in Exchange for Operating Lease Liabilities, net</i>	2,639	

Lease Terms and Discount Rates

The following table provides lease terms and discount rates related to leases:

	<i>December 31, 2022</i>
<i>Weighted Average Remaining Lease</i>	6.6
<i>Term (Years)</i>	6.6
<i>Weighted Average Discount Rate</i>	2.85%

Annual Lease Maturities

The following table provides maturities of lease liabilities at December 31, 2022 December 31, 2023:

<i>(in thousands)</i>		
2023	\$ 1,290	
2024	1,206	
2025	952	
2026	671	
2027	1,597	
<i>Thereafter</i>	4,250	

<i>Total Lease Payments</i>	9,966
<i>Less: Interest</i>	(1,071)
<i>Present Value of Lease Liabilities</i>	\$ 8,895

<i>(in thousands)</i>	
2024	\$ 2,419
2025	2,178
2026	1,921
2027	3,112
2028	2,678
<i>Thereafter</i>	8,790
<i>Total Lease Payments</i>	21,098
<i>Less: Interest</i>	(4,706)
<i>Present Value of Lease Liabilities</i>	\$ 16,392

Future Minimum Lease Commitments Subleases

Future minimum lease commitments under non-cancellable leases at December 31, 2021 were as follows:

<i>(in thousands)</i>	
2022	\$ 824
2023	638
2024	622
2025	514
2026	438
<i>Thereafter</i>	816
<i>Total</i>	\$ 3,852

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Leases That Have Not Yet Commenced

During the fourth quarter of 2022, 2023, we entered into an additional two subleases related to our previous office space in Houston, Texas. The first sublease commenced in October 2023 and expires in December 2025, with no option for renewal. The second sublease commenced in November 2023 and expires in October 2028, with no option for renewal. The subtenants are also responsible for certain operating expenses associated with the office building, including utilities, which are considered variable lease payments.

We recognized sublease income of \$79 thousand for office space. We anticipate that this the year ended December 31, 2023, which is recorded as a reduction of rent expense under our head lease will commence during 2023.

Undiscounted future lease payments of \$10.1 million will be and is included in "General and Administrative" expense on the determination consolidated statements of operations.

The following table provides the right-of-use asset and lease liability upon lease commencement, sublease income we expect to recognize, undiscounted, as of December 31, 2023:

Redeemable Preferred Units

(in thousands)	
2024	\$ 369
2025	388
2026	287
2027	292
2028	248
Total Sublease Income	\$ 1,584

On June 11, 2020, we issued 7,500 redeemable preferred units (the "Preferred Units") to ConocoPhillips as part of the consideration in the Lea County Acquisition. The Preferred Units, which had a face value of \$75.0 million, were initially recorded at \$72.0 million, their issuance-date fair value.

On November 9, 2020, we issued a capital call to ConocoPhillips for \$1.9 million. ConocoPhillips elected to redeem 193 Preferred Units in exchange for 192,981 Solaris LLC Class A units to satisfy this call.

Because the Preferred Units would have become redeemable by ConocoPhillips following the fifth anniversary of the issuance and were redeemable by us at any time, we elected to accrete changes in the redemption value over the period from the date of issuance to the date that the instrument would have been redeemable, using the effective interest method.

Concurrent with the closing of the Notes discussed in Note 9, Long-Term Debt, we repaid and redeemed all outstanding Preferred Units on April 1, 2021 for cash of \$74.4 million.

12.11. Income Taxes

Income (Loss) Before Income Taxes

Our income (loss) before income taxes is comprised of the following:

(in thousands)	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Domestic	\$ 5,321	\$ (6,711)	\$ 30	\$ 50,906	\$ 5,321	\$ (6,711)
Foreign	-	-	-	-	-	-
Total	\$ 5,321	\$ (6,711)	\$ 30	\$ 50,906	\$ 5,321	\$ (6,711)

The income (loss) before income taxes above includes the pre- and post-IPO periods during the year ended December 31, 2021. Prior to the IPO, Solaris LLC was structured as a partnership and, therefore, was subject to certain limited liability corporation entity-level taxes, but generally not subject to U.S. federal income taxes. As part of the Corporate Reorganization, Aris Inc. was created as a C Corporation and is now subject to U.S. federal and state taxes. See Note 1, Organization and Background of Business.

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As part of the Corporate Reorganization, Aris Inc. was created as a C Corporation and is now subject to U.S. federal and state taxes. See Note 1. Organization and Background of Business.

Income Tax Provision

The income tax provision consists of the following:

(in thousands)	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021
Current Income Tax Expense (Benefit)						
Federal	\$ 1	\$ -	\$ -	\$ 23	\$ 1	\$ -
State	57	(81)	23	172	57	(81)
Total Current Income Tax Expense (Benefit)	58	(81)	23	195	58	(81)
Deferred Income Tax Expense						
Federal	410	323	-	5,697	410	323
State	56	56	-	1,602	56	56
Total Deferred Income Tax Expense	466	379	-	7,299	466	379
Total Income Tax Expense	\$ 524	\$ 298	\$ 23	\$ 7,494	\$ 524	\$ 298

Federal income taxes payable (receivable) were \$12 thousand and (\$1) thousand as of December 31, 2023 and 2022, respectively. State income taxes payable were \$137 thousand and \$42 thousand as of December 31, 2023 and 2022, respectively.

Effective Tax Rate ("ETR")

A reconciliation of the U.S. federal statutory income tax rate to our effective tax rate is comprised of the following:

(in thousands, except percentages)	Year Ended December 31,					
	2022		2021		2020 (1)	
	\$	%	\$	%	\$	%
Statutory Rate Applied to Income (Loss) Before Taxes						
Taxes	\$ 1,117	21.0 %	\$ (1,409)	21.0 %	\$ -	- %
Effect of						
State Taxes, Net of Federal Benefit	113	2.1 %	45	(0.7)%	-	-
Noncontrolling Interests	(617)	(11.6)%	(464)	6.9 %	-	-
Return to Provision	(259)	(4.9)%	-	- %	-	-
Pre-IPO Non-taxable/Deductible Income	-	- %	2,186	(32.5)%	-	-

Texas Tax Payable Write-off	-	- %	(81)	1.2 %	-	-
Other	170	3.2 %	21	(0.3)%	-	-
Total Effective Tax Rate	\$ 524	9.8 %	\$ 298	(4.4)%	\$ 298	(4.4)%

⁽¹⁾ Prior to the IPO, Solaris LLC was structured as a partnership and, therefore, was generally not subject to U.S. federal income taxes.

(in thousands, except percentages)	Year Ended December 31,					
	2023		2022		2021	
	\$	%	\$	%	\$	%
<i>Statutory Rate Applied to Income (Loss) Before</i>						
Taxes	\$ 10,690	21.0 %	\$ 1,117	21.0 %	\$ (1,409)	21.0 %
<i>Effect of</i>						
State Taxes, Net of Federal Benefit	1,444	2.8 %	113	2.1 %	45	(0.7)%
Noncontrolling Interest	(5,155)	(10.1)%	(617)	(11.6)%	(464)	6.9 %
Return to Provision	190	0.4 %	(259)	(4.9)%	-	- %
Pre-IPO Non-taxable/Deductible Income	-	- %	-	- %	2,186	(32.5)%
Texas Tax Payable Write-off	-	- %	-	- %	(81)	1.2 %
Other	325	0.6 %	170	3.2 %	21	(0.3)%
Total Effective Tax Rate	\$ 7,494	14.7 %	\$ 524	9.8 %	\$ 298	(4.4)%

The total effective tax rates for the years ended December 31, 2022 December 31, 2023, 2022 and 2021 were 14.7%, 9.8% and 2020 were 9.8%, (4.4)%, and 0.0% (4.4%), respectively.

For the year years ended December 31, 2022, December 31, 2023 and 2022, the difference between the U.S. federal statutory tax rate and the total effective tax rate was primarily due primarily to the impact of the noncontrolling interests interest.

For the year ended December 31, 2021, the difference between the U.S. federal statutory tax rate and the total effective tax rate was primarily due primarily to the organizational structure discussed above whereby the U.S. income (loss) flowed through to partners. The most significant items impacting the effective tax rate included the non-controlling noncontrolling interest and the non-deductible pre-IPO loss.

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As part of the Corporate Reorganization, Aris, Inc. acquired an ownership interest in Solaris LLC and its subsidiaries. Solaris LLC is treated as a partnership for U.S. federal tax purposes and in most applicable jurisdictions for state and local income tax purposes. Any taxable income or loss generated by Solaris LLC,

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after Aris Inc.'s acquisition of its portion of Solaris LLC, is passed through and included in the taxable income or loss of its members, including Aris Inc., in accordance with the terms of the Solaris LLC operating agreement. Aris Inc. is a C Corporation and is subject to U.S. federal, state and local income taxes with respect to its allocable share of any taxable income of Solaris LLC. As Solaris LLC and its subsidiaries are consolidated in our financial statements, we remove U.S. pre-tax book income (loss) not attributable to Aris Inc., which resulted in a decrease no change to the tax benefit of none and \$2.2 million for the pre-IPO loss for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively, and an increase to the benefit of \$0.6 million \$5.2 million and \$0.5 million \$0.6 million for the noncontrolling interests interest for the years ended December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

Deferred Tax Assets and Liabilities

The tax effects of each type of temporary difference and carryforward that give rise to a significant deferred tax asset or liability as of December 31, 2022 December 31, 2023 and 2021 2022 are as follows:

(in thousands)	December 31,		December 31,	
	2022	2021	2023	2022
Deferred Income Tax Assets				
Net Operating Losses	\$ 79,725	\$ 67,769	\$ 81,787	\$ 79,725
Other	3,696	-		
Interest Expense Carryforward and Other			6,727	3,696
Total Deferred Income Tax Assets	83,421	67,769	88,514	83,421
Valuation Allowance	(608)	(608)	(608)	(608)
Net Deferred Income Tax Assets	82,813	67,161	87,906	82,813
Deferred Income Tax Liabilities				
Investment in Partnership	(52,389)	(47,228)	(65,272)	(52,389)
Total Deferred Income Tax Liabilities	(52,389)	(47,228)	(65,272)	(52,389)
Net Deferred Income Tax Asset	\$ 30,424	\$ 19,933	\$ 22,634	\$ 30,424

The net deferred income tax asset at December 31, 2023 is comprised of total deferred income tax assets net of valuation allowance of \$87.9 million, related primarily to net operating losses ("NOLs"), offset by a deferred income tax liability of \$65.3 million pertaining to investment in partnership.

The net deferred income tax asset at December 31, 2022 is comprised of total deferred income tax assets net of valuation allowance of \$82.8 million, related primarily to net operating losses ("NOLs"), offset by a deferred income tax liability of \$52.4 million pertaining to investment in partnership.

The net deferred income tax asset at December 31, 2021 is comprised of total deferred income tax assets net of valuation allowance of \$67.2 million, related primarily to NOLs, offset by a deferred income tax liability of \$47.2 million pertaining to investment in partnership. The initial recognition of the deferred income tax asset was recorded as an increase to additional paid-in capital on the date of IPO and subsequent conversion of Solaris LLC units as a result of the Corporate Reorganization.

At December 31, 2022 December 31, 2023, we had unused federal NOL carryforwards for federal income tax purposes of approximately \$330.0 million \$341.4 million, which can be carried forward indefinitely, and \$1.4 million, which expire from 2037 through 2038 and may be used to offset future taxable income. In addition, at December 31, 2023, we had unused NOL carryforwards for state income tax purposes of approximately \$190.7 million \$197.1 million, which can be carried forward indefinitely, and \$13.0 million, which expire from 2038 2037 through 2040. All deferred tax assets are evaluated using positive and negative evidence as to their future realization.

As of December 31, 2022 December 31, 2023, we believe that it is more likely than not that the benefit from certain state NOL carryforwards will not be realized. In recognition of this, we have provided a valuation allowance of \$0.6 million on the deferred tax assets related to these state NOL carryforwards. carryforwards, as of December 31, 2023. The valuation allowance was also \$0.6 million as of December 31, 2022.

Because of the change of ownership provisions of the Tax Reform Act of 1986, use of a portion of our domestic NOL and tax credit carryforwards may be limited in future periods. Further, a portion of the state carryforwards may expire before being applied to reduce future income tax liabilities. If there is a change in

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our assessment of the amount of deferred income tax assets that are realizable, adjustments to the valuation allowance will be made in future periods.

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Other

Our predecessor, Solaris LLC, is a Delaware limited liability company treated as a partnership for federal income tax purposes and, therefore, has not been subject to U.S. federal income tax at an entity level. As a result, the consolidated net income (loss) in our historical financial statements does not reflect the tax expense (benefit) we would have incurred if we were subject to U.S. federal income tax at an entity level during periods prior to the IPO. Solaris LLC continues to be treated as a partnership for U.S. federal income tax purposes and, as such, is not subject to U.S. federal income tax. Instead, taxable income is allocated to members, including Aris Inc., and except for Texas franchise tax, any taxable income of Solaris LLC is reported in the respective tax returns of its members.

Management evaluates uncertain tax positions for recognition and measurement in the consolidated financial statements. To recognize a tax position, we determine whether it is more likely than not that the tax position will be sustained upon examination, including resolution of any related appeals or litigation, based on the technical merits of

the position. A tax position that meets the more likely than not threshold is measured to determine the amount of benefit to be recognized in the consolidated financial statements. As of December 31, 2022 December 31, 2023, we have no significant uncertain tax positions.

Solaris LLC files income tax returns in the U.S. federal jurisdiction and various states. There are currently no federal or state income tax examinations underway for these jurisdictions. Its federal and state returns remain open to examination for tax years 2018 2019 through 2022 2023.

Solaris LLC is subject to a franchise tax imposed by the State of Texas. The franchise tax rate is 1%, calculated on taxable margin. Taxable margin is defined as total revenue less deductions for cost of goods sold or compensation and benefits in which the total calculated taxable margin cannot exceed 70% of total revenue. Total expense related to Texas margin tax was immaterial \$137 thousand and \$88 thousand for the years ended December 31, 2022 December 31, 2023 and 2021. Solaris LLC is also subject to New Mexico corporate income and franchise taxes.2022, respectively.

13.12. Stockholders' and Members' Equity

Stockholders' Equity

Holders of our Class A common stock and our Class B common stock vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law or our amended and restated certificate of incorporation. To the extent we pay any cash dividends on our Class A common stock, under the terms of our organizational documents, Solaris LLC will pay an equivalent cash distribution on the Solaris LLC units, and each share of Class A common stock and each Solaris LLC unit will receive the same cash amount.

Members' Equity

Prior to the amendment and restatement of the Solaris LLC agreement, Solaris LLC's operations were governed by the provisions of a limited liability company agreement that set forth the rights and obligations of each class of membership interest. Solaris LLC previously had four classes of membership units outstanding – Class A, B, C and D. Allocations of net income and loss were made to the members based on a hypothetical liquidation. As part of the IPO, all classes of Solaris LLC membership units were consolidated into a single class of unit. See also Note 1. Organization and Background of Business.

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Redemptions

During the year ended December 31, 2023, a total of 31,954 Solaris LLC units, together with an equal number of shares of our Class B common stock, were redeemed for shares of our Class A common stock on a one-for-one basis.

During the year ended December 31, 2022, a total of 4,140,585 Solaris LLC units, together with an equal number of shares of our Class B common stock, were redeemed for shares of our Class A common stock on a one-for-one basis.

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Dividends and Distributions

For each quarter of the year ended December 31, 2023, our Board of Directors declared a dividend of \$0.09 per share on our Class A common stock. The dividends declared totaled \$11.3 million and were paid during 2023. In conjunction with the dividend payments, distributions of \$0.09 per unit were paid to unit holders of Solaris LLC during each quarter. The distributions, totaling \$10.3 million, were also paid during 2023.

For each quarter of the year ended December 31, 2022, our Board of Directors declared a dividend of \$0.09 per share on our Class A common stock. The dividends, totaling \$9.0 million, were paid during 2022. In conjunction with the dividend payments, distributions of \$0.09 per unit were paid to unit holders of Solaris LLC during each quarter. Distributions totaled \$11.7 million, were also paid during 2022.

On December 6, 2021, we announced that in the fourth quarter of 2021, our Board of Directors had declared a dividend on our Class A common stock for the fourth quarter of 2021 of \$0.07 per share, which equates to \$0.09 per share for the fourth quarter of 2021 pro-rated for the period following completion of our IPO. The dividend, which totaled \$1.6 million, was paid on January 27, 2022 to holders of record of our Class A common stock as of the close of business on January 6, 2022. In conjunction with the dividend payment, a distribution of \$0.07 per unit was paid to unit holders of Solaris LLC. The distribution to unit holders of Solaris LLC, which totaled \$2.3 million, was subject to the same payment and record dates, also paid in January 2022.

On March 3, 2023 February 23, 2024, we announced that our Board of Directors had declared a dividend on our Class A common stock for the first quarter of 2023 2024 of \$0.09 per share. In conjunction with the dividend payment, a distribution of \$0.09 per unit will be paid to unit holders of Solaris LLC. The dividend will be paid on March 29, 2023 March 21, 2024 to holders of record of our Class A common stock as of the close of business on March 17, 2023 March 7, 2024. The distribution to unit holders of Solaris LLC will be subject to the same payment and record dates.

Treasury Stock

In connection with the assets acquired from Delaware Energy, as discussed above, certain shares of our Class A common stock issued to the seller are held in escrow and can be released to us under certain conditions, including for the reimbursement of certain post-acquisition workover costs pursuant to the terms of the asset purchase agreement. During the second half of 2023, 85,471 of these escrow shares were released and returned to the Company for reimbursement of such workover costs and are included in "Treasury Stock" at a value of \$0.9 million, which was their fair market value at the date of receipt. The receipt of these shares was recorded as a non-cash treasury stock transaction, with an allocation of the difference between the contractually ascribed value of the shares per the asset

purchase agreement and the cost of the shares at the date of receipt recorded against the workover costs in the amount of \$0.7 million.

14.13. Commitments and Contingencies

In the normal course of business, we are subject to various claims, legal actions, contract negotiations and disputes. We provide for losses, if any, in the period in which they become probable and can be reasonably estimated. In management's opinion, there are currently no such matters outstanding that would have a material effect on the accompanying consolidated financial statements.

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Additionally, we are party to a guarantee related to a lease agreement with Solaris Energy Management, LLC ("SEM"), a related party of the Company, for the rental of office space at our previous corporate headquarters. As of December 31, 2022 December 31, 2023, our share of SEM's future commitment is included in our lease liabilities. See Note 10. Leases and Note 17.16. Related Party Transactions.

Delivery Commitment

In the first quarter of 2023, we entered into an agreement with an unaffiliated water disposal company to dispose a minimum volume of produced water over a term of seven years, for a total financial commitment of approximately \$28.0 million, undiscounted. The agreement requires us to make payments for any shortfall in delivering an annual minimum volume under the commitment as well as a cumulative minimum volume over the duration of the term of the commitment. The minimum volume commitment is contingent on several performance factors to be achieved by the unaffiliated water disposal company throughout the term of the contract, which, if not achieved, would provide us with the option of cancelling the contract and discharging the remaining minimum volume commitment. We began delivering produced water under this agreement in June 2023. As of December 31, 2023, the remaining minimum commitment was \$25.8 million, undiscounted, which includes a minimum annual commitment of \$4.0 million for each of the years 2024 through 2028 and \$5.8 million thereafter, based on the current contract rate and not considering rate increases.

Other Commitments

In the normal course of business, we enter into short-term purchase obligations for products and services, primarily related primarily to purchases of pipe, pumps and other components. As of December 31, 2023, we had purchase obligations and commitments of approximately \$21.1 million due in the next twelve months.

We are a party to various surface use and compensation agreements by which we have committed to make minimum royalty payments in exchange for rights to access and use the land for purposes that are generally limited to conducting our water operations. These agreements do not meet the definition of a lease under ASC Topic 842.

We are party to a fixed price power purchase contract to manage the volatility of the price of power needed for ongoing operations. We have elected the normal purchase and normal sale accounting treatment for this contract and

therefore record it at cost. The contract has a term that ends in May 2025.

The table below provides estimates of the timing of future payments that we are contractually obligated to make based on agreements in place as of December 31, 2023:

(in thousands)

	2024	2025	2026	2027	2028	Thereafter	Total
Purchase Obligations and Commitments	\$ 21,131	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21,131
Surface Use and Compensation Agreements	9,793	10,555	11,300	1,350	1,400	1,700	36,098
Fixed Price Power Purchase Contract	2,757	1,026	-	-	-	-	3,783
Total	\$ 33,681	\$ 11,581	\$ 11,300	\$ 1,350	\$ 1,400	\$ 1,700	\$ 61,012

Environmental

We are also subject to various federal, state and local laws and regulations relating to the protection of the environment. For the years ended December 31, 2023, 2022 and 2021, we recognized \$4.6 million, \$3.0 million and \$3.1 million of expenses, respectively, related to environmental matters that are recorded in "Direct Operating Costs" in the consolidated statements of operations. We also accrued \$4.1 million and \$3.6 million of insurance proceeds and third-party receivables at December 31, 2023 and 2022, respectively, that we believe are probable to collect and are reasonably estimable. Although we believe these estimates are reasonable, actual results could differ from these estimates.

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The table below provides estimates of the timing of future payments that we are contractually obligated to make based on agreements in place as of December 31, 2022:

(in thousands)

	2023	2024	2025	2026	2027	Thereafter	Total
Purchase Obligations and Commitments	\$ 40,841	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 40,841
Surface Use and Compensation Agreements	8,680	9,793	10,555	11,300	1,350	3,100	44,778
Fixed Price Power Purchase Contract	2,737	2,757	1,026	-	-	-	6,520
Total	\$ 52,258	\$ 12,550	\$ 11,581	\$ 11,300	\$ 1,350	\$ 3,100	\$ 92,139

Environmental

We are also subject to various federal, state and local laws and regulations relating to the protection of the environment. For the years ended December 31, 2022, 2021 and 2020, we recognized \$3.0 million, \$3.1 million, and \$6.5 million of expenses, respectively, related to environmental matters that were recorded in direct operating costs. We also accrued \$3.6 million and \$3.1 million of insurance proceeds receivable at December 31, 2022 and 2021 that we believe are probable to collect and are reasonably estimable. Although we believe these estimates are reasonable, actual results could differ from these estimates.

15.14. Earnings Per Share

Net Income Per Share

Basic and diluted net income per share attributable to our Class A common stock is computed by dividing net income attributable to Aris Water Solutions, Inc. for periods subsequent to the IPO by the weighted average number of shares of Class A common stock outstanding for the same period, including RSUs, which receive nonforfeitable dividends. Shares issued during the period are weighted for the portion of the period in which the shares were outstanding.

Prior to the IPO, Solaris LLC's capital structure included Class A, Class B, Class C and Class D units. We determined that the presentation of net income (loss) per unit for the period prior to the IPO would not be meaningful due to the significant impact of the Corporate Reorganization on the capital structure at the IPO date. Therefore, net income (loss) per unit information has not been presented for periods prior to the IPO.

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The following table sets forth the computation of basic and diluted net income per share attributable to our Class A common stock for the periods indicated:

(in thousands, except for share and per share amounts)	Period of		Year Ended	Year Ended	Period of October 26
	Year Ended	October 26–			
	December	December 31,			
Net Income Attributable to Stockholders'			Year Ended	Year Ended	Period of October 26
Equity	\$ 4,797	\$ 3,321	\$ 43,412	\$ 4,797	\$ 3,321
Less: Net Income Attributable to Noncontrolling Interests	(3,097)	(2,209)			
Less: Net Income Attributable to Noncontrolling Interest			(24,524)	(3,097)	(2,209)
Net Income Attributable to Aris Water Solutions, Inc.	1,700	1,112	18,888	1,700	1,112
Dividends for Participating Securities (1)	(686)	-			
Participating Basic Earnings (1)			(1,144)	(686)	-

<i>Basic Net Income Attributable to Aris Water Solutions, Inc.</i>	\$ 1,014	\$ 1,112	\$ 17,744	\$ 1,014	\$ 1,112
<i>Reallocation of Participating Net Income (Loss)</i>	-	-	-	-	-
<i>Diluted Net Income Attributable to Aris Water Solutions, Inc.</i>	\$ 1,014	\$ 1,112	\$ 17,744	\$ 1,014	\$ 1,112
<i>Basic Weighted Average Shares Outstanding</i>	24,070,934	20,888,675	30,037,681	24,070,934	20,888,675
<i>Dilutive Performance-Based Stock Units</i>	75,281	-	-	75,281	-
<i>Dilutive Weighted Average Shares Outstanding</i>	24,146,215	20,888,675	30,037,681	24,146,215	20,888,675
<i>Basic Net Income Per Share of Class A Common Stock</i>	\$ 0.04	\$ 0.05	\$ 0.59	\$ 0.04	\$ 0.05
<i>Diluted Net Income Per Share of Class A Common Stock</i>	\$ 0.04	\$ 0.05	\$ 0.59	\$ 0.04	\$ 0.05

⁽¹⁾ Unvested shares of restricted stock and RSUs represent participating securities because they participate in nonforfeitable dividends or distributions with the common equity holders of the Company. Participating earnings represent the distributed and undistributed earnings of the Company attributable to participating securities. Unvested RSUs do not participate in undistributed net losses as they are not contractually obligated to do so.

Shares of Class B common stock are considered potentially dilutive shares of Class A common stock because they may be redeemed for shares of Class A common stock on a one-for-one basis. A total of 27,554,221 shares of Class B common stock and 27,308 PSUs outstanding were determined to be antidilutive and were excluded from the computation of diluted earnings per share of Class A common stock for the year ended December 31, 2023.

A total of 30,929,045 shares of Class B common stock and 4,771 PSUs outstanding were determined to be antidilutive and were excluded from the computation of diluted earnings per share of Class A common stock for the year ended December 31, 2022.

A total of 31,716,104 shares of Class B common stock were determined to be anti-dilutive and were excluded from the computation of diluted earnings per share of Class A common stock for the period October 26 through December 31, 2021.

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16.15. Stock-Based Compensation and Other Compensation Plans

2021 Equity Incentive Plan

In connection with the IPO, our Board of Directors adopted the 2021 Plan. Equity Incentive Plan (the "2021 Plan"). The 2021 Plan allows for the grant of stock options, both incentive stock options and "non-qualified" stock options; stock appreciation rights, (SARs), alone or in conjunction with other awards; restricted stock and restricted stock units (RSUs) ("RSUs"); incentive bonuses, which may be paid in cash, stock or a combination thereof; and other stock-based awards. We refer to these collectively herein as Awards. "Awards".

The 2021 Plan is administered by our compensation committee, or such other committee designated by our Board of Directors to administer the plan.

The maximum number of shares of Class A common stock that may be issued under the 2021 Plan will not exceed 5,350,000 shares, (the "Share Pool"), subject to certain adjustments in the event of a change in our capitalization.

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Restricted Stock and Restricted Stock Units

RSU activity during the period was as follows:

	RSUs	Weighted-Average Grant Date Fair Value	RSUs	Weighted-Average Grant Date Fair Value
<i>Outstanding at December 31, 2021</i>	1,439,029	\$ 12.68		
<i>Outstanding at December 31, 2022</i>			1,317,072	\$ 13.78
<i>Granted</i>	714,559	15.06	1,120,528	10.26
<i>Forfeited</i>	(159,722)	13.98	(272,124)	11.80
<i>Vested</i>	(676,794)	14.18	(559,173)	13.61
<i>Outstanding at December 31, 2022</i>	1,317,072	\$ 13.78		
<i>Outstanding at December 31, 2023</i>			1,606,303	\$ 11.72

The RSUs granted generally vest in the following installments: (i) one-third at the first anniversary of the award date, (ii) one-third at the second anniversary of the award date and (iii) one-third at the third anniversary of the award date. The grant date fair value of the awards was determined using the Company's closing stock price on the last business day prior to the date of grant. Unvested shares of restricted stock and RSUs participate in nonforfeitable dividends or distributions with the common equity holders of the Company.

The total fair value of RSUs that vested during the years ended December 31, 2023, 2022 and 2021 was \$7.6 million, \$9.8 million, million and zero, respectively.

The weighted average grant date fair value of RSUs granted during 2022 and 2021 was \$15.06 per share and \$12.68 per share, respectively.

As of December 31, 2022 December 31, 2023, \$15.1 13.2 million of compensation cost related to all of our unvested shares of restricted stock and RSUs remained to be recognized. The cost is expected to be recognized over a weighted-average period of 2.0 1.0 years. Common stock dividends are paid on unvested shares of restricted stock and RSUs. We issue new shares of our common stock when awarding restricted stock and RSUs.

Performance-Based Restricted Stock Units

PSU activity during the period was as follows:

		Weighted-Average Grant	
	PSUs	Date Fair Value	
Outstanding at December 31, 2022	144,526	\$	25.36
Granted	358,551		8.44
Forfeited	(98,084)		14.29
Outstanding at December 31, 2023	404,993	\$	13.06

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During the year ended December 31, 2022 December 31, 2023, we granted 167,228 358,551 PSUs, with a weighted average grant date fair value of \$25.36, \$8.44, to management under the 2021 Plan. The performance criteria for the PSUs are split as follows:

- Relative PSUs: 50% of the PSUs are based on total shareholder return relative to the total shareholder return of a predetermined group of peer companies. This relative total shareholder return is calculated at the end of the performance periods stipulated in the PSU agreement.
- Absolute PSUs: 50% of the PSUs have a performance criteria of absolute total shareholder return calculated at the end of the performance period stipulated in the PSU agreement.

The vesting and payout of the PSUs occur when the related service condition is completed, which is approximately three years after the grant date regardless of the duration of the stipulated performance period. The PSUs can be paid out in either Class A common stock or cash, at our election. Dividends accrue on PSUs and are paid upon vesting. As of December 31, 2022 December 31, 2023, \$2.6 2.8 million of compensation cost related to unvested PSUs remained to be recognized. The cost is expected to be recognized over a weighted-average period of 2.0 1.7 years.

The grant date fair value was determined using the Monte Carlo simulation method and is expensed ratably over the service period. Expected volatilities used in the fair value simulation were estimated using historical periods consistent with the remaining performance periods. The risk-free rate was based on the U.S.

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Treasury rate for a term commensurate with the expected life of the grant.

We used the following assumptions to estimate the fair value of PSUs granted during the year ended December 31, 2023:

Assumptions	
Risk-free Interest Rate	4.32%
Volatility Range	24.31% - 78.49%

During the year ended December 31, 2022, we granted 167,228 PSUs, with a weighted average grant date fair value of \$25.36, to management under the 2021 Plan.

We used the following assumptions to estimate the fair value of PSUs granted during the year ended December 31, 2022:

Assumptions	
Risk-free Interest Rate	1.44%
Volatility Range	35.95% - 154.23%
Assumptions	
Risk-free Interest Rate	1.44%
Volatility Range	35.95% - 154.23%

PSU activity during the period was as follows:

	PSUs	Weighted-Average Grant Date Fair Value
Outstanding at December 31, 2021	-	\$ -
Granted	167,228	25.36
Forfeited	(22,702)	25.36
Outstanding at December 31, 2022	144,526	\$ 25.36

Compensation Cost

For the years ended December 31, 2022 December 31, 2023, 2022 and 2021, we recognized total stock-based compensation expense of \$11.6 million, \$12.0 million and \$1.6 million \$1.6 million, respectively, of which \$10.8 million, \$11.4 million and \$1.5 million \$1.5 million, respectively, was included in general and administrative expenses and \$0.8

million, \$0.6 million and \$0.1 million \$0.1 million, respectively, was included in direct operating costs. The related tax benefit was \$1.2 million, \$1.3 million and \$0.2 million \$0.2 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, respectively.

401(k) Plan

We sponsor a Safe Harbor 401(k) Plan with a Company match of up to 4% of the employee's salary. salary, which increased to 6% effective January 1, 2024. We made contributions of \$0.7 million, \$0.6 million and \$0.4 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, respectively.

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117.6. Related Party Transactions

Solaris Energy Management, LLC

We have an administrative services arrangement with SEM, a company owned by William A. Zartler, our Founder and Executive Chairman, for the provision of administrative services at cost. In addition, SEM provides office space and services for equipment and supplies to us under the administrative services agreement.

For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we incurred \$0.6 million \$0.7 million, \$0.6 million and \$0.5 million \$0.6 million, respectively, of expense for these services, which is included in general "General and administrative expenses. Administrative" expenses on the consolidated statements of operations.

We had \$0.05 million and \$0.05 million no accrued payables to SEM at December 31, 2022 December 31, 2023 and 2021, respectively, \$53 thousand in accrued payables to SEM at December 31, 2022. As of December 31, 2022 December 31, 2023 and 2021, 2022, we had a prepaid balance to SEM of \$0.2 million, respectively, to cover future rent and other expenses.

Solaris Energy Capital, LLC

There are certain de minimis general and administrative expenses that are paid on our behalf by Solaris Energy Capital, LLC, a company owned by William A. Zartler, and are recorded in general and administrative

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expenses. Accrued We had no accrued payables to Solaris Energy Capital, LLC as of December 31, 2022 were de minimis. We had no December 31, 2023, and the accrued payables as of December 31, 2021. December 31, 2022 were de minimis.

Blanco Aviation, LLC

We are a party to an aircraft "dry" lease arrangement with Blanco Air Services, LLC, a company owned by William A. Zartler, for the use of certain aircrafts billed at an hourly rate. We incurred expense of \$78 thousand, \$76 thousand \$70 thousand, and \$64 \$70 thousand for the years ended December 31, 2022 December 31, 2023, 2021, 2022 and 2020, 2021, respectively, which is recorded in general and administrative expenses. Accrued payables to Blanco Aviation, LLC as of December 31, 2022 were de minimis. We had no accrued payables to Blanco Aviation, LLC at December 31, 2021. as of December 31, 2023, and the accrued payables as of December 31, 2022 were de minimis.

Vision Resources, Inc.

We purchase brackish water for use in our water solutions Water Solutions activities from Vision Resources, Inc ("Vision"). Vision is a Legacy Owner of Solaris LLC. For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we made purchases of \$0.2 million, \$2.0 million, \$1.4 million and \$1.5 million, and \$1.7 million, respectively, for water and services. We Accrued payables to Vision as of December 31, 2023 were \$79 thousand, and we had no related accrued payables to Vision as of December 31, 2022 and 2021.

We also rent office space from an affiliate of Vision in Carlsbad, New Mexico and have incurred rent expense of \$0.2 million, \$0.2 million, and \$0.2 million for each of the years ended December 31, 2022 December 31, 2023, 2021, 2022 and 2020, respectively. 2021.

ConocoPhillips

We and ConocoPhillips, one of our principal owners, entered have a 13-year water gathering and handling agreement, pursuant to which ConocoPhillips agreed to dedicate dedicates all the produced water generated from its current and future acreage in a defined area of mutual interest ("AMI") in New Mexico and Texas. As of December 31, 2022 December 31, 2023 and 2021, 2022, we had a receivable of \$46.0 million \$23.0 million and \$20.2 million \$46.0 million, respectively, from ConocoPhillips that was recorded in accounts receivable "Accounts Receivable from affiliates. Affiliate" on the consolidated balance sheet. As of December 31, 2022 December 31, 2023 and 2021, 2022, we had a payable of \$3.0 million \$0.9 million and \$1.4 million \$3.0 million, respectively, to ConocoPhillips that was

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recorded in payables "Payables to affiliates. Affiliate" on the consolidated balance sheet. The following table shows revenue and expenses from ConocoPhillips:

(in thousands)	Year Ended December 31,			Year Ended December 31,		
	2022	2021	2020	2023	2022	2021

Revenue from ConocoPhillips	\$108,263	\$105,644	\$66,507	\$127,933	\$108,263	\$105,644
Operating Expenses Reimbursed to ConocoPhillips	\$ 1,447	\$ 1,302	\$ 3,532	\$ (1,223)	\$ 1,447	\$ 1,302

Operating expenses reimbursed to ConocoPhillips are related to ConocoPhillips' costs for operating certain assets on our behalf between closing and the transfer of the acquired assets and other ongoing operating expenses.

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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, we have evaluated, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2022 December 31, 2023. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based on the evaluation of our disclosure controls and procedures as of December 31, 2022 December 31, 2023, our principal executive officer and principal financial officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Annual Report on Internal Control over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements in a timely manner. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2022 December 31, 2023, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria established in "Internal Control - Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that the Company maintained effective internal control over financial reporting at December 31, 2022 December 31, 2023.

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Attestation Report of Independent Registered Public Accounting Firm

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal controls over financial reporting. We are not required to have, or to engage our independent audit firm to perform, an audit of the effectiveness of our internal controls over financial reporting for as long as we are an "emerging growth company" pursuant to the provisions of the JOBS Act.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during our last fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Item 9B. Other Information

None.

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[Table](#) During the quarter ended December 31, 2023, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

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PART III. OTHER INFORMATION

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated herein by reference to the **2023 2024** Proxy Statement, which will be filed with the SEC not later than 120 days subsequent to **December 31, 2022 December 31, 2023**.

We have adopted a Code of Ethics that applies to all of our directors, officers and employees, including our principal executive, principal financial and principal accounting officers, or persons performing similar functions. Our Code of Ethics is posted on our website located at <https://ir.ariswater.com/corporate-governance/governance-documents>. We intend to disclose future amendments to certain provisions of the Code of Ethics, and waivers of the Code of Ethics granted to executive officers and directors, on the website within four business days following the date of the amendment or waiver.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the **2023 2024** Proxy Statement, which will be filed with the SEC not later than 120 days subsequent to **December 31, 2022 December 31, 2023**.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated herein by reference to the **2023 2024** Proxy Statement, which will be filed with the SEC not later than 120 days subsequent to **December 31, 2022 December 31, 2023**.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to the **2023 2024** Proxy Statement, which will be filed with the SEC not later than 120 days subsequent to **December 31, 2022 December 31, 2023**.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to the **2023 2024** Proxy Statement, which will be filed with the SEC not later than 120 days subsequent to **December 31, 2022 December 31, 2023**.

Part IV

Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as a part of this report:

- (1) Financial Statements: The consolidated financial statements and related notes, together with the report of BDO USA, LLP, P.C., Independent Registered Public Accounting Firm, appear in Part II, Item **8**, **8**, Financial Statements and Supplementary Data, of this Form 10-K.
- (2) Financial Statement Schedules: All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instruction or are inapplicable and, therefore, have been omitted.

(3) Exhibits: The exhibits listed below on the Index to Exhibits are filed or incorporated by reference as part of this Form 10-K.

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Item 16. Form 10-K Summary

None.

INDEX TO EXHIBITS

Exhibit	Description
3.1	Second Amended and Restated Certificate of Incorporation of Aris Water Solutions, Inc. (incorporated by reference to Exhibit 4.1.3.2 to the Company's Registration Statement Current Report on Form S-8 K filed on October 26, 2021 June 9, 2023, File No. 333-260499) 001-40955).
3.2	Amended and Restated Bylaws of Aris Water Solutions, Inc. (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-8 filed on October 26, 2021, File No. 333-260499).
4.1 4.1*	Description of Securities of the Registrant. (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on March 1, 2022). Registrant.
4.2	Registration Rights Agreement, dated October 26, 2021, by and among Aris Water Solutions, Inc., Solaris Midstream Holdings, LLC and the other parties thereto (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on October 27, 2021, File No. 333-260499).
4.3	Amendment No. 1 to Registration Rights Agreement, dated March 18, 2022, by and among Aris Water Solutions, Inc., Solaris Midstream Holdings, LLC and the other parties thereto (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2022).
4.4	Indenture, dated as of April 1, 2021, among Solaris Midstream Holdings, LLC, the guarantors party thereto and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 filed on September 23, 2021, File No. 333-259740).
10.1	Fourth Amended and Restated Limited Liability Company Agreement of Solaris Midstream Holdings, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 27, 2021, File No. 333-260499).

10.2	Director Nomination Agreement, dated October 26, 2021, by and among Aris Water Solutions, Inc., COG Operating LLC and Yorktown Energy Partners XI, L.P (incorporated by reference to Exhibit 10.12 to the Company's Current Report on Form 8-K filed on October 27, 2021, File No. 333-260499).
10.3	Tax Receivable Agreement, dated October 26, 2021, by and among Aris Water Solutions, Inc. and the other parties thereto (incorporated by reference to Exhibit 10.13 to the Company's Current Report on Form 8-K filed on October 27, 2021, File No. 333-260499).
10.4	Second Third Amended and Restated Credit Agreement, dated as of April 1, 2021 October 12, 2023, among Solaris Midstream Holdings, LLC, the lenders party thereto, and Wells Fargo Bank, National Association, as administrative agent and lead arranger collateral agent (incorporated by reference to Exhibit 10.4 10.1 to the Company's Registration Statement Current Report on Form S-18 K filed on September 23, 2021 October 12, 2023, File No. 333-259740, 001-40955).

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Exhibit	Description
10.5#	Amended and Restated Water Gathering and Disposal Agreement, dated June 11, 2020, by and among Solaris Midstream DB-NM, LLC, COG Operating LLC, COG Production LLC, Concho Oil & Gas LLC and COG Acreage LP (incorporated by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1/A filed on October 7, 2021, File No. 333-260499).

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Exhibit	Description
10.6†	Aris Water Solutions, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 filed on October 26, 2021, File No. 333-260499).

10.7† [Letter Agreement between Solaris Midstream Holdings, LLC and William Zartler dated January 29, 2021 \(incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1/A filed on October 7, 2021, File No. 333-260499\).](#)

10.8† [Letter Agreement between Solaris Midstream Holdings, LLC and Amanda Brock dated January 29, 2021 \(incorporated by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1/A filed on October 7, 2021, File No. 333-260499\).](#)

10.9† [Form of Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K filed on March 1, 2022\).](#)

10.10† [Form of Director Restricted Stock Award Agreement \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2022\).](#)

10.11† [Form of Performance Unit Award Agreement \(incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 10, 2022\).](#)

10.12† [Aris Water Solutions, Inc. Executive Change in Control Severance Plan \(incorporated by reference to Exhibit 10.1 of to the Company's Current Report on Form 8-K filed on June 13, 2022, File No. 001-40955\).](#)

10.13†* [Form of Indemnification Agreement between Aris Water Solutions, Inc. and each of the officers and directors thereof, thereof \(incorporated by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed on March 9, 2023\).](#)

10.14† [Aris Water Solutions, Inc. Executive Severance Plan \(incorporated by reference to Exhibit 10.1 of to the Company's Current Report on Form 8-K filed on May 16, 2023, File No. 001-40955\).](#)

10.15† [Form of Director Restricted Stock Unit Award Agreement \(incorporated by reference to Exhibit 10.2 of to the Company's Quarterly Report on Form 10-Q filed on August 3, 2023\).](#)

21.1* [List of Subsidiaries of the Registrant.](#)

23.1* [Consent of Independent Registered Public Accounting Firm – BDO USA, LLP, P.C.](#)

31.1* [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

31.2* [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) or 15d-14\(a\) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

32.1** [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

32.2** [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

[Table of Contents](#)**Exhibit** **Description**

101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
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101.SCH*	Inline XBRL Schema Document.
101.CAL*	Inline XBRL Calculation Linkbase Document.
101.DEF*	Inline XBRL Definition Linkbase Document.
101.LAB*	Inline XBRL Label Linkbase Document.
101.PRE*	Inline XBRL Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** *Furnished herewith and not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

† Management contract or compensatory plan or arrangement.

Certain confidential information contained in this agreement has been omitted because it is both (i) not material and (ii) the type of information that the Company treats as private or confidential.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 9, 2023 February 29, 2024

Aris Water Solutions, Inc.

By:

/s/ Amanda

M. Brock

Amanda M.
President

/s/ Stephan
Stephan E.
Chief

/s/ Dustin A.
Dustin A.
Chief

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on

the dates indicated.

<u>Date</u>	<u>Signature</u>
March 9, 2023	/s/ Amanda M. Brock Amanda M. Brock President, Chief Executive Officer, and Director
March 9, 2023	/s/ Stephan E. Tompsett Stephan E. Tompsett Chief Financial Officer
March 9, 2023	/s/ Dustin A. Hatley Dustin A. Hatley Chief Accounting Officer
March 9, 2023	/s/ William A. Zartler William A. Zartler Chairman of the Board
March 9, 2023	/s/ Joseph Colonnetta Joseph Colonnetta Director
March 9, 2023	/s/ Debra G. Coy Debra G. Coy Director
March 9, 2023	/s/ W. Howard Keenan, Jr. W. Howard Keenan, Jr. Director
March 9, 2023	/s/ Andrew O'Brien Andrew O'Brien Director
March 9, 2023	/s/ Donald C. Templin Donald C. Templin Director
March 9, 2023	/s/ M. Max Yzaguirre M. Max Yzaguirre Director

<u>Date</u>	<u>Signature</u>
<i>February 29, 2024</i>	<i>/s/ Amanda M. Brock</i> <i>Amanda M. Brock</i> <i>President, Chief Executive Officer, and</i> <i>Director</i> <i>(principal executive officer)</i>
<i>February 29, 2024</i>	<i>/s/ Stephan E. Tompsett</i> <i>Stephan E. Tompsett</i> <i>Chief Financial Officer</i> <i>(principal financial officer)</i>
<i>February 29, 2024</i>	<i>/s/ Jeffrey K. Hunt</i> <i>Jeffrey K. Hunt</i> <i>Chief Accounting Officer</i> <i>(principal accounting officer)</i>
<i>February 29, 2024</i>	<i>/s/ William A. Zartler</i> <i>William A. Zartler</i> <i>Chairman of the Board</i>
<i>February 29, 2024</i>	<i>/s/ Joseph Colonna</i> <i>Joseph Colonna</i> <i>Director</i>
<i>February 29, 2024</i>	<i>/s/ Debra G. Coy</i> <i>Debra G. Coy</i> <i>Director</i>
<i>February 29, 2024</i>	<i>/s/ Jacinto J. Hernandez</i> <i>Jacinto J. Hernandez</i> <i>Director</i>
<i>February 29, 2024</i>	<i>/s/ W. Howard Keenan, Jr.</i> <i>W. Howard Keenan, Jr.</i> <i>Director</i>
<i>February 29, 2024</i>	<i>/s/ Andrew O'Brien</i> <i>Andrew O'Brien</i> <i>Director</i>
<i>February 29, 2024</i>	<i>/s/ Donald C. Templin</i> <i>Donald C. Templin</i> <i>Director</i>

Exhibit 10.134.1**INDEMNIFICATION AGREEMENT Description of Securities**

This Indemnification Agreement (this "Agreement") is entered into as of the authorized capital stock of [•], 2021 (the "Effective Date") by and between Aris Water Solutions, Inc., a Delaware corporation (the "Company"), which consists of 600,000,000 shares of Class A common stock, \$0.01 par value per share, of which 21,858,022 shares are issued and [•] (the "Indemnitee"). 21,847,831 are outstanding, 180,000,000 shares of Class B common stock, \$0.01 par value per share, of which 31,716,104 shares are issued and outstanding and 50,000,000 shares of preferred stock, \$0.01 par value per share, of which no shares are issued and outstanding.

The following summary of the capital stock and amended and restated certificate of incorporation and amended and restated bylaws of Aris does not purport to be complete and is qualified in its entirety by reference to the provisions of applicable law and to our amended and restated certificate of incorporation and amended and restated bylaws.

RECITALS Class A Common Stock

WHEREAS, Voting Rights. Holders of shares of Class A common stock are entitled to one vote per share held of record on all matters to be voted upon by the stockholders. The holders of Class A common stock do not have cumulative voting rights in the election of directors.

Dividend Rights. Holders of shares of our Class A common stock are entitled to ratably receive dividends when and if declared by our Board out of Directors (the "Board") has determined funds legally available for that purpose, subject to any statutory or contractual restrictions on the inability to pay dividends and to attract any prior rights and retain qualified persons as directors and officers is detrimental preferences that may be applicable to any outstanding preferred stock.

Liquidation Rights. Upon our liquidation, dissolution, distribution of assets or other winding up, the holders of Class A common stock are entitled to receive ratably the assets available for distribution to the best interests stockholders after payment of liabilities and the Company's stockholders and that the Company should act to assure such persons that there shall be adequate certainty liquidation preference of protection through insurance and indemnification against risks any of claims and actions against them arising out our outstanding shares of their service to and activities on behalf of the Company; preferred stock.

WHEREAS, the Company has adopted Other Matters. The shares of Class A common stock have no preemptive or conversion rights and are not subject to further calls or assessment by us. There are no redemption or sinking fund provisions in its Bylaws providing for indemnification and advancement of expenses of its directors and officers applicable to the fullest extent authorized Class A common stock. All outstanding shares of our Class A common stock are fully paid and non-assessable.

Class B Common Stock

Voting Rights. Holders of shares of our Class B common stock are entitled to one vote per share held of record on all matters to be voted upon by the General Corporation Law stockholders. Holders of the State shares of Delaware (the "DGCL"), our Class A common stock and the Company wishes Class B common stock vote together as a single class on all matters presented to clarify and enhance the rights and obligations of the Company and the Indemnitee with respect to indemnification and advancement of expenses;

WHEREAS, in order to induce and encourage highly experienced and capable persons such as the Indemnitee to serve and continue to serve as directors and officers of the Company and in any other capacity our stockholders for their vote or approval, except with respect to the Company amendment of certain provisions of our amended and restated certificate of incorporation that would alter or change the powers, preferences or special rights of the Class B common stock so as to affect them adversely, which amendments must be by a majority of the Company may request, and to otherwise promote the desirable end that such persons shall resist what they consider unjustified lawsuits and claims made against them in connection with the good faith performance of their duties to the Company, with the knowledge that certain costs, judgments, penalties, fines, liabilities, and expenses incurred by them in their defense of such litigation are votes entitled to be borne cast by the Company and they shall receive appropriate protection against such risks and liabilities, the Board has determined that the following Agreement is reasonable and prudent to promote and ensure the best interests holders of the Company and its stockholders; and

WHEREAS, shares affected by the Company desires to have the Indemnitee continue to serve amendment, voting as a director/separate class, or officer as otherwise required by applicable law.

Dividend and Liquidation Rights. Holders of our Class B common stock do not have any right to receive dividends, unless the Company and in any dividend consists of shares of our Class B common stock or of rights, options, warrants or other capacity securities convertible or exercisable into or redeemable for shares of Class B common stock paid proportionally with respect to each outstanding share of our Class B common stock and a dividend consisting of shares of Class A common stock or of rights, options, warrants or other securities convertible or exercisable into or redeemable for shares of Class A common stock on the Company same terms is simultaneously paid to the holders of Class A common stock. Holders of our Class B common stock do not have any right to receive a distribution upon a liquidation or winding up of Aris.

Preferred Stock

Our amended and restated certificate of incorporation authorizes our Board, subject to any limitations prescribed by law, without further stockholder approval, to establish and to issue from time to time one or more classes or series of preferred stock, par value \$0.01 per share, covering up to an aggregate of 50,000,000 shares of preferred stock. Each class or series of preferred stock will have the powers, preferences, rights, qualifications, limitations and restrictions determined by the Board, which may include, among others, dividend rights, liquidation preferences, voting rights, conversion rights, preemptive rights and redemption rights. Except as provided by law or in a preferred stock designation, the Companyholders of preferred stock are not entitled to vote at or receive notice of any meeting of stockholders.

Anti-Takeover Effects of Provisions of Our Amended and Restated Certificate of Incorporation, Our Amended and Restated Bylaws and Delaware Law

Some provisions of Delaware law, and our amended and restated certificate of incorporation and our amended and restated bylaws contain provisions that could make the following transactions more difficult: acquisitions of us by means of a tender offer, a proxy contest or otherwise; or removal of our incumbent officers and directors. These provisions may request, as also have the case effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish or could deter transactions that stockholders may otherwise consider to be free from undue concern in their best interest or in our best interests, including transactions that might result in a premium over the market price for unpredictable, inappropriate, our shares.

These provisions are intended to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with us. We believe that the benefits of increased protection and our potential ability to negotiate with the proponent of an unfriendly or unreasonable legal risks and personal liabilities by reason unsolicited proposal to acquire or restructure us outweigh the disadvantages of discouraging these proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware Law

We have opted out of Section 203 of the *Indemnitee acting DGCL*; however, our amended and restated certificate of incorporation contains similar provisions providing that we may not engage in good faith certain "business combinations" with any "interested stockholder" for a three-year period following the time that the stockholder became an interested stockholder, unless:

- prior to such time, the Board approved either the business combination
- or the transaction which resulted in the stockholder becoming an interested stockholder, or;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of our voting stock outstanding at the time the transaction commenced, excluding certain shares; or
- at or subsequent to such time, the business combination is approved by the Board and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative

- vote of at least 66 2/3% in voting power of the outstanding shares of stock of the Corporation entitled to vote thereon which is not owned by the interested stockholder.

Generally, a "business combination" includes a merger, asset or stock sale or other transaction resulting in the performance of the Indemnitee's duty a financial benefit to the Company, interested stockholder. Subject to certain exceptions, an "interested stockholder" is a person who, together with that person's affiliates and associates, owns, or within the Indemnitee desires to continue so to serve the Company, provided, and on the express condition, that he previous three years owned, 15% or she is furnished with the protections set forth hereinafter.

AGREEMENT

NOW, THEREFORE, in consideration more of the Indemnitee's continued service as a director or officer of the Company, the parties hereto agree as follows:

1. Definitions. our voting stock. For purposes of this Agreement:section only, "voting stock" has the meaning given to it in Section 203 of the DGCL.

Under certain circumstances, this provision makes it more difficult for a person who would be an "interested stockholder" to effect various business combinations with a corporation for a three-year period. This provision may encourage companies interested in acquiring the Company to negotiate in advance with our Board because the stockholder approval requirement would be avoided if our Board approves either the business combination or the transaction which results in the stockholder becoming an interested stockholder. These provisions also may have the effect of preventing changes in our Board and may make it more difficult to accomplish transactions which stockholders may otherwise deem to be in their best interests.

Our amended and restated certificate of incorporation provides that the Designated Parties (as defined in our amended and restated certificate of incorporation), their respective affiliates and successors, and their respective direct and indirect transferees do not constitute "interested stockholders" for purposes of this provision.

Our Amended and Restated Certificate of Incorporation and Our Amended and Restated Bylaws

Provisions of our amended and restated certificate of incorporation and our amended and restated bylaws may delay or discourage transactions involving an actual or potential change in control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our Class A common stock.

Among other things, our amended and restated certificate of incorporation and amended and restated bylaws:

establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely,

- notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary date of the annual meeting for the preceding year. Our amended and restated bylaws specify the requirements as to form and content of all stockholders' notices. These requirements may preclude stockholders from bringing matters before the stockholders at an annual or special meeting;
- provide our Board the ability to authorize undesignated preferred stock. This ability makes it possible for our Board to issue, without stockholder approval, preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in control or management of our company;
- provide that the authorized number of directors may be changed only by resolution of the Board;
- provide that all vacancies, including newly created directorships, shall, except as otherwise required by law or, if applicable, the rights of holders of a series of preferred stock, only be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- (a) A "Change in Control" will be deemed to have occurred if, with respect to any particular 24-month period, the individuals who, at the beginning
- provide that any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting
- of stockholders and may not be effected by any consent in writing in lieu of a meeting of such stockholders, subject to the rights of the holders of any series of preferred stock with respect to such series;
- provide that certain provisions of our amended and restated certificate of incorporation and amended and restated bylaws may be amended by the affirmative vote of the holders of at least two-thirds of our then outstanding Class A common stock entitled to vote thereon, voting together as a single class;
- provide that special meetings of our stockholders may only be called by our Board pursuant to a resolution adopted by the affirmative vote of a majority of the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships;

provide for our Board to be divided into three classes of directors, with each class as nearly equal in number as possible, serving staggered three year terms, other than directors which may be elected by holders

- of preferred stock, if any. This system of electing and removing directors may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of us, because it generally makes it more difficult for stockholders to replace a majority of the directors;
- provide that the affirmative vote of the holders of at least 66-2/3% of the voting power of all then outstanding Class A common stock entitled to
- vote generally in the election of directors, voting together as a single class, shall be required to remove any or all of the directors from office and such removal may only be for cause; and
- provide that our amended and restated bylaws can be amended by the Board.

Corporate Opportunity

Under our amended and restated certificate of such 24-month period, constituted the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent incorporation, to the beginning extent permitted by law:

- the Designated Parties have the right to, and have no duty to abstain from, exercising such right to, conduct business with any business that is competitive or in the same line of business as us, do business with any of our clients or customers, or invest or own any interest publicly or privately in, or develop a business relationship with, any business that is competitive or in the same line of business as us;
- if the Designated Parties acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty to offer such corporate opportunity to us; and
- we have renounced any interest or expectancy in, or in being offered an opportunity to participate in, such corporate opportunities.

Forum Selection

Our amended and restated certificate of such 24-month period whose election, incorporation provides that, unless we select or nomination for election by consent in writing to the stockholders of the Company, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result selection of an actual or threatened election contest with respect to the election or

removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board.

(b) "Disinterested Director" means a director of the Company who is not or was not a party to the Proceeding in respect of which indemnification is being sought by the Indemnitee.

(c) "Expenses" includes, without limitation, expenses incurred in connection with the defense or settlement of alternative forum, all complaints asserting any action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, judicial, administrative, or legislative hearing, or any other threatened, pending, or completed proceeding, whether brought by or internal corporate claims (defined as claims, including claims in the right of the Company or otherwise, including any and all appeals, whether our Company: (i) that are based upon a violation of a civil, criminal, administrative, legislative, investigative, duty by a current or other nature, attorneys' fees, witness fees and expenses, fees and expenses of accountants and other advisors, retainers and disbursements and advances thereon, the premium, security for, and other costs relating to any bond (including cost bonds, appraisal bonds, or their equivalents), and any expenses of establishing a right to indemnification or advancement under Sections 9, 11, 13, and 16 hereof, but shall not include the amount of judgments, fines, ERISA excise taxes, or penalties actually levied against the Indemnitee, or any amounts paid in settlement by or on behalf of the Indemnitee.

(d) "Independent Counsel" means a law firm or a member of a law firm that neither is presently nor in the past five years has been retained to represent (i) the Company or the Indemnitee in any matter material to either such party or (ii) any other party to the Proceeding giving rise to a request for indemnification hereunder. Notwithstanding the foregoing, the term "Independent Counsel" shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Company or the Indemnitee in an action to determine the Indemnitee's right to indemnification under this Agreement.

(e) "Proceeding" means any action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, judicial, administrative, or legislative hearing, or any other threatened, pending, or completed proceeding, whether brought by or in the right of the Company or otherwise, including any and all appeals, whether of a civil, criminal, administrative, legislative, investigative, or other nature, to which the Indemnitee was or is a party or is threatened to be made a party or is otherwise involved in by reason of the fact that the Indemnitee is or was a former director, officer, employee, agent, or trustee of the Company or

while a director, officer, employee, agent, or trustee of the Company is or was serving at the request of the Company as a director, officer, employee, agent, or trustee of another corporation or of a

partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, or by reason of anything done or not done by the Indemnitee in any such capacity, whether or not the Indemnitee is serving stockholder in such capacity at the time any expense, liability, capacity, or loss is incurred for which indemnification or advancement can be provided under this Agreement.

2. Service by the Indemnitee. The Indemnitee shall serve and/or continue to serve as a director or officer of the Company faithfully and to the best of the Indemnitee's ability so long as the Indemnitee is duly elected or appointed and until such time as the Indemnitee's successor is elected and qualified or the Indemnitee is removed as permitted by applicable law or tenders a resignation in writing.

3. Indemnification and Advancement of Expenses. The Company shall indemnify and hold harmless the Indemnitee, and shall pay to the Indemnitee in advance of the final disposition of any Proceeding all Expenses incurred by the Indemnitee in defending any such Proceeding, to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended, all on the terms and conditions set forth in this Agreement. Without diminishing the scope of the rights provided by this Section, the rights of the Indemnitee to indemnification and advancement of Expenses provided hereunder shall include but shall not be limited to those rights hereinafter set forth, except that no indemnification or advancement of Expenses shall be paid to the Indemnitee:

(a) to the extent expressly prohibited by applicable law or the Bylaws of the Company;

(b) for and to the extent that payment is actually made to the Indemnitee under a valid and collectible insurance policy or under a valid and enforceable indemnity clause, provision of the certificate of incorporation or bylaws, or agreement of the Company or any other company or other enterprise (and the Indemnitee shall reimburse the Company for any amounts paid by the Company and subsequently so recovered by the Indemnitee), except with respect to any excess beyond the amount actually paid to the Indemnitee under any insurance policy, provision of the certificate of incorporation or bylaws, or other agreement; or

(c) *in connection with an action, suit, or proceeding, or part thereof voluntarily initiated by the Indemnitee (including claims and counterclaims, whether such counterclaims are asserted by (i) the Indemnitee, or (ii) the Company in an action, suit, or proceeding initiated by the Indemnitee), except a judicial proceeding or arbitration pursuant to Section 11 to enforce rights under this Agreement, unless the action, suit, or proceeding, or part thereof, was authorized or ratified by the Board of Directors of the Company or the Board of Directors otherwise determines that indemnification or advancement of Expenses is appropriate.*

4. *Action or Proceedings Other than an Action by or in the Right of the Company.* Except as limited by Section 3 above, the Indemnitee shall be entitled to the indemnification rights provided in this Section if the Indemnitee was or is a party or is threatened to be made a party to, or was or is otherwise involved in, any Proceeding (other than an action by or in the right of the Company) by reason of the fact that the Indemnitee is or was a director, officer, employee, agent, or trustee of the Company or while a director, officer, employee, agent, or

trustee of the Company is or was serving at the request of the Company as a director, officer, employee, agent, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, or by reason of anything done or not done by the Indemnitee in any such capacity. Pursuant to this Section, the Indemnitee shall be indemnified against all expense, liability, and loss (including judgments, fines, ERISA excise taxes, penalties, amounts paid in settlement by or on behalf of the Indemnitee, and Expenses) actually and reasonably incurred by the Indemnitee in connection with such Proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal Proceeding, had no reasonable cause to believe his or her conduct was unlawful.

5. *Indemnity in Proceedings by or in the Right of the Company.* Except as limited by Section 3 above, the Indemnitee shall be entitled to the indemnification rights provided in this Section if the Indemnitee was or is a party or is threatened to be made a party to, or was or is otherwise involved in, any Proceeding brought by or in the right of the Company to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, agent, or trustee of the Company or while a director, officer, employee, agent, or trustee of the Company is or was serving at the request of the Company as a director, officer, employee, agent, or

trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, or by reason of anything done or not done by the Indemnitee in any such capacity. Pursuant to this Section, the Indemnitee shall be indemnified against all expense, liability, and loss (including judgments, fines, ERISA excise taxes, penalties, amounts paid in settlement by or on behalf of the Indemnitee, and Expenses) actually and reasonably incurred by the Indemnitee in connection with such Proceeding if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Company; provided, however, that no such indemnification shall be made in respect of any claim, issue, or matter as to which the DGCL expressly prohibits such indemnification by reason confers jurisdiction upon the Court of any adjudication of liability of the Indemnitee Chancery), to the Company, unless fullest extent permitted by law, and only subject to the extent that applicable jurisdictional requirements, shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have, or declines to accept, subject matter jurisdiction, another state court or a federal court located within the court in which such Proceeding was brought shall determine upon application that, despite State of Delaware). Further, unless we select or consent to the adjudication selection of liability but in view of all an alternative forum, the circumstances federal district courts of the case, United States shall be the Indemnitee exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended ("Securities Act"). Our choice of forum provision does not apply to suits brought to enforce any liability or duty created by the Exchange Act and investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder.

Our amended and restated certificate of incorporation also provides that any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is entitled deemed to indemnification have notice of, and to have consented to, this forum selection provision. Although we believe these provisions benefit us by providing increased consistency in the application of Delaware law for such expense, liability, the specified types of actions and loss as such court shall deem proper.

6. Indemnification for Costs, Charges, proceedings, the provisions may have the effect of discouraging lawsuits against our directors, officers, employees and Expenses agents. The enforceability of Successful Party. Notwithstanding any limitations similar exclusive forum provisions in other companies' certificates of Sections 3(c), 4 and 5 above, to the extent that the Indemnitee incorporation has been successful, on the merits or otherwise, challenged in whole or in part, in defense of any Proceeding, or in defense of any claim, issue, or matter therein, including, without limitation, the dismissal of any action without prejudice, or if legal proceedings, and it is ultimately determined, by final judicial decision possible that, in connection with one or more actions or proceedings described above, a court could rule that this provision in our amended and restated certificate of incorporation is inapplicable or unenforceable.

Limitations on Liability and Indemnification of Officers and Directors

Our amended and restated certificate of incorporation limits the liability of our directors and officers for monetary damages for breach of their fiduciary duty as directors and officers, except for liability that cannot be eliminated under the DGCL. Delaware law provides that directors and officers of a court company will not be personally liable for monetary damages for breach of competent jurisdiction from which there is no further right to appeal, that the Indemnitee is otherwise entitled to be indemnified against Expenses, the Indemnitee shall be indemnified against all Expenses actually their fiduciary duty as directors and reasonably incurred by the Indemnitee in connection therewith.

7. **Partial Indemnification.** If the Indemnitee is entitled under any provision of this Agreement to indemnification by the Company officers, except for some or a portion of the expense, liability, liabilities:

- for any breach of their duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

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- for unlawful payment of dividend or unlawful stock repurchase or redemption, as provided under Section 174 of the DGCL; or
- for any transaction from which the director or officer derived an improper personal benefit.

Any amendment, repeal or modification of these provisions will be prospective only and loss (including judgments, fines, ERISA excise taxes, penalties, amounts paid in settlement by or would not affect any limitation on behalf liability of the Indemnitee, and Expenses) actually and reasonably incurred in connection with any Proceeding, or in connection with any judicial proceeding or arbitration pursuant to Section 11 to enforce rights under this Agreement, but not, however, for all of the total amount thereof, the Company shall nevertheless indemnify the Indemnitee for the portion of such expense, liability, and loss actually and reasonably incurred to which the Indemnitee is entitled.

8. **Indemnification for Expenses of a Witness.** Notwithstanding any other provision of this Agreement, to the maximum extent permitted by the DGCL, the Indemnitee shall be entitled to indemnification against all Expenses actually and reasonably incurred by the Indemnitee or on the Indemnitee's behalf if the Indemnitee appears as a witness or otherwise incurs legal expenses as a result of or related to the Indemnitee's service as a director or officer of the Company, in any threatened,

pending, for acts or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation, inquiry, judicial, administrative, or legislative hearing, or any other threatened, pending, or completed proceeding, whether of a civil, criminal, administrative, legislative, investigative, or other nature, to which the Indemnitee neither is, nor is threatened to be made, a party.

9. Determination of Entitlement to Indemnification. To receive indemnification under this Agreement, the Indemnitee shall submit a written request to the Secretary of the Company. Such request shall include documentation or information omissions that is necessary for such determination and is reasonably available to the Indemnitee. Upon receipt by the Secretary of the Company of a written request by the Indemnitee for indemnification, the entitlement of the Indemnitee to indemnification, to the extent not required pursuant to the terms of Section 6 or Section 8 of this Agreement, shall be determined by the following person or persons who shall be empowered to make such determination (as selected by the Board of Directors, except with respect to Section 9(e) below): (a) the Board of Directors of the Company by a majority vote of Disinterested Directors, whether or not such majority constitutes a quorum; (b) a committee of Disinterested Directors designated by a majority vote of such directors, whether or not such majority constitutes a quorum; (c) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the Indemnitee; (d) the stockholders of the Company; or (e) in the event that a Change in Control has occurred by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the Indemnitee. Such Independent Counsel shall be selected by the Board of Directors and approved by the Indemnitee, except that in the event that a Change in Control has occurred, Independent Counsel shall be selected by the Indemnitee. Upon failure of the Board of Directors so to select such Independent Counsel or upon failure of the Indemnitee so to approve (or so to select, in the event a Change in Control has occurred), such Independent Counsel shall be selected upon application to a court of competent jurisdiction. The determination of entitlement to indemnification shall be made and, unless a contrary determination is made, such indemnification shall be paid in full by the Company not later than 60 calendar days after receipt by the Secretary of the Company of a written request for indemnification. If the person making such determination shall determine that the

Indemnitee is entitled to indemnification as to part (but not all) of the application for indemnification, such person shall reasonably prorate such partial indemnification among the claims, issues, or matters at issue at the time of the determination.

10. Presumptions and Effect of Certain Proceedings. The Secretary of the Company shall, promptly upon receipt of the Indemnitee's written request for indemnification, advise in writing the Board of Directors or such other person or persons empowered to make the determination as provided in Section 9 that the Indemnitee has made such request for indemnification. Upon making such request for indemnification, the Indemnitee shall be presumed to be entitled to indemnification hereunder and the Company shall have the burden of proof in making any determination contrary to such presumption. If the person or persons so empowered to make such determination shall have failed to make the requested determination with respect to indemnification within 60 calendar days after receipt by the Secretary of the Company of such request, a requisite determination of entitlement to indemnification shall be deemed to have been made and the Indemnitee shall be absolutely entitled to such indemnification, absent actual fraud in the request for indemnification. The termination of any Proceeding described in Sections 4 or 5 by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself (a) create a presumption that the Indemnitee did not act in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Company, and with respect prior to any criminal Proceeding, had reasonable cause to believe his such amendment, repeal or her conduct was unlawful or (b) otherwise adversely affect the rights of the Indemnitee to indemnification except as may be provided herein.*modification.*

11. Remedies of the Indemnitee in Cases of Determination Not to Indemnify or to Advance Expenses; Right to Bring Suit. In the event Our amended and restated bylaws also provide that a determination is made that the Indemnitee is not entitled to indemnification hereunder or if payment is not timely made following a determination of entitlement to indemnification pursuant to Sections 9*we must indemnify our directors and 10, or if an advancement of Expenses is not timely made pursuant to Section 16, the*

Indemnitee may at any time thereafter bring suit against the Company seeking an adjudication of entitlement to such indemnification or advancement of Expenses, and any such suit shall be brought in the Court of Chancery of the State of Delaware. Alternatively, the Indemnitee at the Indemnitee's option may seek an award in an arbitration to be conducted by a single arbitrator in the State of Delaware pursuant to the rules of the American Arbitration Association, such award to be made within 60 calendar days following the filing of the demand for arbitration. The Company shall not oppose the Indemnitee's right to seek any such adjudication or award in arbitration. In any suit or arbitration brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit or arbitration brought by the Indemnitee to enforce a right to an advancement of Expenses), it shall be a defense that the Indemnitee has not met any applicable standard of conduct for indemnification set forth in the DGCL, including the standard described in Section 4 or 5, as applicable. Further, in any suit brought by the Company to recover an advancement of Expenses pursuant to the terms of an undertaking, the Company shall be entitled to recover such Expenses upon a final judicial decision of a court of competent jurisdiction from which there is no further right to appeal that the Indemnitee has not met the standard of conduct described above. Neither the failure of the Company (including the Disinterested Directors, a committee of Disinterested Directors, Independent Counsel, or its stockholders) to have made a determination prior to the commencement of such suit or arbitration that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the standard of conduct described above, nor an actual determination by the Company (including the Disinterested Directors, a committee of Disinterested Directors, Independent Counsel, or its stockholders) that the Indemnitee has not met the standard of conduct described above shall create a presumption that the Indemnitee has not met the standard of conduct described above, or, in the case of such a suit

brought by the Indemnitee, be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of Expenses hereunder, or brought by the Company to recover an advancement of Expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section 11 or otherwise shall be on the Company. If a determination is made or deemed to have been made

pursuant to the terms of Section 9 or 10 that the Indemnitee is entitled to indemnification, the Company shall be bound by such determination and is precluded from asserting that such determination has not been made or that the procedure by which such determination was made is not valid, binding, and enforceable. The Company further agrees to stipulate in any court or before any arbitrator pursuant to this Section 11 that the Company is bound by all the provisions of this Agreement and is precluded from making any assertions to the contrary. If the court or arbitrator shall determine that the Indemnitee is entitled to any indemnification or advancement of Expenses hereunder, the Company shall pay all Expenses actually and reasonably incurred by the Indemnitee in connection with such adjudication or award in arbitration (including, but not limited to, any appellate proceedings) officers to the fullest extent permitted by Delaware law. Our amended and restated bylaws also permit us to purchase insurance on behalf of any officer, director, employee or other agent for any liability arising out of that person's actions as our officer, director, employee or agent, regardless of whether Delaware law would permit indemnification. We have entered into indemnification agreements with each of our current and in any suit brought by the Company future directors and officers. These agreements require us to recover an advancement of Expenses pursuant to the terms of an undertaking, the Company shall pay all Expenses actually and reasonably incurred by the Indemnitee in connection with such suit to the extent the Indemnitee has been successful, on the merits or otherwise, in whole or in part, in defense of such suit, indemnify these individuals to the fullest extent permitted under Delaware law against liability that may arise by law.

12. Non-Exclusivity of Rights. The rights their service to indemnification us, and to the advancement of Expenses provided by this Agreement shall not be deemed exclusive advance expenses incurred as a result of any other right that the Indemnitee may now or hereafter acquire under any applicable law, agreement, vote of stockholders or Disinterested Directors, provisions of a charter or bylaws (including the Certificate of Incorporation or Bylaws of the Company), or otherwise.

13. Expenses to Enforce Agreement. In the event that the Indemnitee is subject to or intervenes in any action, suit, or proceeding in which the validity or enforceability of this Agreement is at issue or seeks an adjudication or award in arbitration to enforce the Indemnitee's rights under, or to recover damages for breach of, this Agreement, the Indemnitee, if the Indemnitee prevails in whole or in part in such action, suit, or proceeding, shall be entitled to recover from the Company and shall be indemnified by the Company against any Expenses actually and reasonably incurred by the Indemnitee in connection therewith.

14. Continuation of Indemnity. All agreements and obligations of the Company contained herein shall continue during the period the

Indemnitee is a director, officer, employee, agent, or trustee of the Company or while a director, officer, employee, agent, or trustee is serving at the request of the Company as a director, officer, employee, agent, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan, and shall continue thereafter with respect to any possible claims based on the fact that the Indemnitee was a director, officer, employee, agent, or trustee of the Company or was serving at the request of the Company as a director, officer, employee, agent, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to an employee benefit plan. This Agreement shall be binding upon all successors and assigns of the Company (including any transferee of all

or substantially all of its assets and any successor by merger or operation of law) and shall inure to the benefit of the Indemnitee's heirs, executors, and administrators.

15. Notification and Defense of Proceeding. Promptly after receipt by the Indemnitee of notice of any Proceeding, the Indemnitee shall, if a request for indemnification or an advancement of Expenses in respect thereof is to be made against the Company under this Agreement, notify the Company in writing of the commencement thereof; but the omission so to notify the Company shall not relieve it from any liability that it may have to the Indemnitee. Notwithstanding any other provision of this Agreement, with respect to any such Proceeding of which the Indemnitee notifies the Company:

(a) *The Company shall be entitled to participate therein at its own expense;*

(b) *Except as otherwise provided in this Section 15(b), to the extent that it may wish, the Company, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Company to the Indemnitee of its election so to assume the defense thereof, the Company shall not be liable to the Indemnitee under this Agreement for any expenses of counsel subsequently incurred by the Indemnitee in connection with the defense thereof except as otherwise provided below. The Indemnitee shall*

have the right to employ the Indemnitee's own counsel in such Proceeding, but the fees and expenses of such counsel incurred after notice from the Company of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (i) the employment of counsel by the Indemnitee has been authorized by the Company, (ii) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Company and the Indemnitee in the conduct of the defense of such Proceeding, or (iii) the Company shall not within 60 calendar days of receipt of notice from the Indemnitee in fact have employed counsel to assume the defense of the Proceeding, in each of which cases the fees and expenses of the Indemnitee's counsel shall be at the expense of the Company. The Company shall not be entitled to assume the defense of any Proceeding brought by or on behalf of the Company or them as to which they could be indemnified. We believe that the Indemnitee shall have made limitation of liability provision that in our amended and restated certificate of incorporation and the conclusion provided indemnification agreements facilitate our ability to continue to attract and retain qualified individuals to serve as directors and officers.

Transfer Agent and Registrar

The Transfer Agent and Registrar for in (ii) above; and our Class A common stock is Broadridge Corporate Issuer Solutions, Inc.

(c) Notwithstanding any other provision of this Agreement, Listing

Our Class A common stock is listed on the Company shall not be liable to indemnify the Indemnitee under this Agreement for any amounts paid in settlement of any Proceeding effected without the Company's written consent, or for any judicial or other award, if the Company was not given an opportunity, in accordance with this Section 15, to participate in the defense of such Proceeding. The Company shall not settle any Proceeding in any manner that would impose any penalty or limitation on or disclosure obligation with respect to the Indemnitee, or that would directly or indirectly constitute or impose any admission or acknowledgment of fault or culpability with respect to the Indemnitee, without the Indemnitee's written consent. Neither the Company nor the Indemnitee shall unreasonably withhold its consent to any proposed settlement.

16. Advancement of Expenses. All Expenses incurred by the Indemnitee in defending any Proceeding described in Section 4 or 5 shall be paid by the Company in advance of the final disposition of such Proceeding at the request of the Indemnitee. The Indemnitee's right to advancement shall not be subject to the satisfaction of any standard of conduct and

advances shall be made without regard to the Indemnitee's ultimate entitlement to indemnification **NYSE** under the provisions of this Agreement or otherwise. To receive an advancement of Expenses under this Agreement, the Indemnitee shall submit a written request to the Secretary of the Company. Such request shall reasonably evidence the Expenses incurred by the Indemnitee and shall include or be accompanied by an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced if it shall ultimately be determined, by final judicial decision of a court of competent jurisdiction from which there is no further right to appeal, that the Indemnitee is not entitled to be indemnified for such Expenses by the Company as provided by this Agreement or otherwise. The Indemnitee's undertaking to repay any such amounts is not required to be secured. Each such advancement of Expenses shall be made within 20 calendar days after the receipt by the Secretary of the Company of such written request. The Indemnitee's entitlement to Expenses under this Agreement shall include those incurred in connection with any action, suit, or proceeding by the Indemnitee seeking an adjudication or award in arbitration pursuant to Section 11 of this Agreement (including the enforcement of this provision) to the extent the court or arbitrator shall determine that the Indemnitee is entitled to an advancement of Expenses hereunder.

17. Severability; Prior Indemnification Agreements. If any provision or provisions of this Agreement shall be held to be invalid, illegal, or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law (a) the validity, legality, and enforceability of such provision in any other circumstance and of the remaining provisions of this Agreement (including, without limitation, all portions of any paragraphs of this Agreement containing any such provision held to be invalid, illegal, or unenforceable, that are not by themselves invalid, illegal, or unenforceable) and the application of such provision to other persons or entities or circumstances shall not in any way be affected or impaired thereby, and (b) to the fullest extent possible, the provisions of this Agreement (including, without limitation, all portions of any paragraph of this Agreement containing any such provision held to be invalid, illegal, or unenforceable, that are not themselves invalid, illegal, or unenforceable) shall be construed so as to give effect to the intent of the parties that the Company provide protection to the Indemnitee to the fullest extent set forth in this Agreement. This Agreement shall supersede and replace any prior indemnification agreements entered into by and between the Company and the Indemnitee and any such prior agreements shall be terminated upon execution of this Agreement.

18. Headings; References; Pronouns. The headings of the sections of this Agreement are inserted for convenience only and shall not be deemed to constitute part of this Agreement or to affect the construction thereof. References herein to section numbers are to sections of this Agreement. All pronouns and any variations thereof shall be deemed to refer to the singular or plural as appropriate.

19. Other Provisions.

(a) This Agreement and all disputes or controversies arising out of or related to this Agreement shall be governed by, and construed in accordance with, the internal laws of the State of Delaware, without regard to the laws of any other jurisdiction that might be applied because of conflicts of laws principles of the State of Delaware.

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(b) This Agreement may be executed in two or more counterparts, all of which shall be considered one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party.

(c) This Agreement shall not be deemed an employment contract between the Company and any Indemnitee who is an officer of the Company, and, if the Indemnitee is an officer of the Company, the Indemnitee specifically acknowledges that the Indemnitee may be discharged at any time for any reason, with or without cause, and with or without severance compensation, except as may be otherwise provided in a separate written contract between the Indemnitee and the Company.

(d) In the event of payment under this Agreement, the Company shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnitee (excluding insurance obtained on the Indemnitee's own behalf), and the Indemnitee shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Company effectively to bring suit to enforce such rights.

(e) This Agreement may not be amended, modified, or supplemented in any manner, whether by course of conduct or otherwise,

except by an instrument in writing specifically designated as an amendment hereto, signed on behalf of each party. No failure or delay of either party in exercising any right or remedy hereunder shall operate as a waiver thereof, and no single or partial exercise of any such right or power, or any abandonment or discontinuance of steps to enforce such right or power, or any course of conduct, shall preclude any other or further exercise thereof or the exercise of any other right or power.

[The remainder of this page is intentionally left blank.]

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IN WITNESS WHEREOF, the Company and the Indemnitee have caused this Agreement to be executed as of the date first written above.

ARIS WATER SOLUTIONS, INC.

By: _____
Name: _____
Title: _____

Indemnitee

SIGNATURE PAGE TO INDEMNIFICATION AGREEMENT symbol "ARIS."

Exhibit 21.1

Aris Water Solutions, Inc.

List of Subsidiaries

Name	Jurisdiction of Organization
829 Martin County Pipeline, LLC	Texas

<i>Clean H2O Technologies, LLC</i>	<i>Delaware</i>
<i>Solaris Midstream DB-NM, LLC</i>	<i>Delaware</i>
<i>Solaris Midstream DB-TX, LLC</i>	<i>Delaware</i>
<i>Solaris Midstream Holdings, LLC</i>	<i>Delaware</i>
<i>Solaris Midstream MB, LLC</i>	<i>Delaware</i>
<i>Solaris Services Holdings, LLC</i>	<i>Delaware</i>
<i>Solaris Water Midstream, LLC</i>	<i>Delaware</i>
<i>Solaris Water Midstream Services, LLC</i>	<i>Delaware</i>

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Aris Water Solutions, Inc.

Houston, Texas

*We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-268310) and Form S-8 (No. 333-260499) of Aris Water Solutions, Inc. of our report dated **March 9, 2023** **February 29, 2024**, relating to the consolidated financial statements, which appears in this **Annual Report on Form 10-K**.*

/s/ BDO USA, LLP

Houston, Texas

March 9, 2023

Houston, Texas

February 29, 2024

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Amanda M. Brock, certify that:

1. I have reviewed this Annual Report on Form 10-K of Aris Water Solutions, Inc. (the " registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 9, 2023** **February 29, 2024**

/s/ Amanda M. Brock

Amanda M. Brock

President and Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS AMENDED**

I, Stephan E. Tompsett, certify that:

1. I have reviewed this Annual Report on Form 10-K of Aris Water Solutions, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **March 9, 2023** **February 29, 2024**

/s/ Stephan E. Tompsett

Stephan E. Tompsett

Chief Financial Officer (Principal
Financial Officer)

EXHIBIT 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (SUBSECTIONS
(a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES
CODE)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Amanda M. Brock, President and Chief Executive Officer of Aris Water Solutions, Inc., (the "Company"), hereby certify, to my knowledge, that:

- (1) the Company's Annual Report on Form 10-K for the Year ended **December 31, 2022** **December 31, 2023** (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **March 9, 2023** **February 29, 2024**

/s/ Amanda M. Brock

Amanda M. Brock

President and Chief Executive Officer

EXHIBIT 32.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (SUBSECTIONS
(a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES
CODE)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), I, Stephan E. Tompsett, Chief Financial Officer of Aris Water Solutions, Inc., (the "Company"), hereby certify, to my knowledge, that:

- (1) the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023** (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **March 9, 2023** **February 29, 2024**

/s/ Stephan E. Tompsett

Stephan E. Tompsett

Chief Financial Officer

Exhibit 97.1

ARIS WATER SOLUTIONS, INC.

COMPENSATION RECOUPMENT (CLAWBACK) POLICY

Recoupment of Incentive-Based Compensation

It is the policy of Aris Water Solutions, Inc. (the "Company") that, in the event the Company is required to prepare an accounting restatement of the Company's financial statements due to material non-compliance with any financial reporting requirement under the federal securities laws (including any such correction that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period), the Company will recover on a reasonably prompt basis the amount of any Incentive-Based Compensation Received by a Covered Executive during the Recovery Period that exceeds the amount that otherwise would have been Received had it been determined based on the restated financial statements.

Policy Administration and Definitions

This Compensation Recoupment (Clawback) Policy (this "Policy") is administered by the

Compensation Committee (the "Committee") of the Company's Board of Directors and is intended to comply with, and as applicable to be administered and interpreted consistent with, and subject to the exceptions set forth in, Listing Standard 303A.14 adopted by the New York Stock Exchange to implement Rule 10D-1 under the Securities Exchange Act of 1934, as amended (collectively, "Rule 10D-1").

For purposes of this Policy:

"Incentive-Based Compensation" means any compensation granted, earned, or vested based in whole or in part on the Company's attainment of a financial reporting measure that was Received by a person (i) on or after October 2, 2023, and after the person began service as a Covered Executive, and (ii) who served as a Covered Executive at any time during the performance period for the Incentive-Based Compensation. A financial reporting measure is (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements and any measure derived wholly or in part from such a measure, and (ii) any measure based in whole or in part on the Company's stock price or total shareholder return.

Incentive-Based Compensation is deemed to be “Received” in the fiscal period during which the relevant financial reporting measure is attained, regardless of when the compensation is actually paid or awarded.

“Covered Executive” means any “executive officer” of the Company as defined under Rule 10D-1.

“Recovery Period” means the three completed fiscal years immediately preceding the date that the Company is required to prepare the accounting restatement described in this Policy.

all as determined pursuant to Rule 10D-1, and any transition period of less than nine months that is within or immediately following such three fiscal years.

If the Committee determines the amount of Incentive-Based Compensation Received by a Covered Executive during a Recovery Period exceeds the amount that would have been Received if determined or calculated based on the Company’s restated financial results, such excess amount of Incentive-Based Compensation shall be subject to recoupment by the Company pursuant to this Policy. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement, the Committee will determine the amount based on a reasonable estimate of the effect of the accounting restatement on the relevant stock price or total shareholder return. In all cases, the calculation of the excess amount of Incentive-Based Compensation to be recovered will be determined without regard to any taxes paid with respect to such compensation. The Company will maintain and will provide to the New York Stock Exchange documentation of all determinations and actions taken in complying with this Policy, in accordance with Rule 10D-1. Any determinations made by the Committee under this Policy shall be final and binding on all affected individuals.

The Company may effect any recovery pursuant to this Policy by requiring payment of such amount(s) to the Company, by set-off, by reducing future compensation, or by such other means or combination of means as the Committee determines to be

appropriate. The Company need not recover the excess amount of Incentive-Based Compensation if and to the extent that the Committee determines that such recovery is impracticable, subject to and in accordance with any applicable exceptions under the New York Stock Exchange listing rules, and not required under Rule 10D-1, including if the Committee determines that the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered after making a reasonable attempt to recover such amounts. The Company is authorized to take appropriate steps to implement this Policy with respect to Incentive-Based Compensation arrangements with Covered Executives.

Any right of recoupment or recovery pursuant to this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any other policy, any employment agreement or plan or award terms, and any other legal remedies available to the Company; provided that the Company shall not recoup amounts pursuant to such other policy, terms or remedies to the extent it is recovered pursuant to this Policy. The Company shall not indemnify any Covered Executive against the loss of any Incentive-Based Compensation pursuant to this Policy.

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