

Hoegh LNG Partners LP  
Form 6-K  
August 24, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2017**

**Commission File Number 001-36588**

**Höegh LNG Partners LP**

**(Translation of registrant's name into English)**

**Wessex House, 5<sup>th</sup> Floor**

**45 Reid Street**

**Hamilton, HM 12 Bermuda**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(1).

Yes       No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7).

Yes       No

**HÖEGH LNG PARTNERS LP**

**REPORT ON FORM 6-K FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2017**

**Table of Contents**

	<b>Page</b>
<u>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	3
<u>FORWARD LOOKING STATEMENTS</u>	29
<u>INDEX TO FINANCIAL STATEMENTS</u>	F-1
<u>Unaudited Condensed Interim Consolidated Statements of Income for the Three Months And Six Months Ended June 30, 2017 and 2016</u>	F-2
<u>Unaudited Condensed Interim Consolidated Statements of Comprehensive Income for the Three Months And Six Months Ended June 30, 2017 and 2016</u>	F-3
<u>Unaudited Condensed Interim Consolidated Balance Sheets as of June 30, 2017 and December 31, 2016</u>	F-4
<u>Unaudited Condensed Interim Consolidated Statements of Changes in Partners’ Capital for the Six Months Ended June 30, 2017 and the Year Ended December 31, 2016</u>	F-6
<u>Unaudited Condensed Interim Consolidated Statements of Cash Flows for the Three and Six Months Ended June 30, 2017 and 2016</u>	F-7
<u>Notes to Unaudited Condensed Interim Consolidated Financial Statements</u>	F-9
<u>EXHIBITS</u>	
<u>SIGNATURE</u>	

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following is a discussion of our financial condition and results of operations for the three and six months ended June 30, 2017 and 2016. References in this report to "Hoegh LNG Partners," "we," "our," "us" and "the Partnership" refer to Hoegh LNG Partners LP or any one or more of its subsidiaries, or to all such entities unless the context otherwise indicates. References in this report to "Hoegh Lampung" refer to Hoegh LNG Lampung Pte Ltd., a wholly owned subsidiary of our operating company. References in this report to "Hoegh FSRU III" refer to Hoegh LNG FSRU III Ltd., a wholly owned subsidiary of our operating company. References in this report to "Hoegh Cyprus" refer to Hoegh LNG Cyprus Limited including its wholly owned branch, Hoegh LNG Cyprus Limited Egypt Branch ("Egypt Branch"), a wholly owned subsidiary of Hoegh FSRU III and the owner of the Hoegh Gallant. References in this report to "PT Hoegh" refer to PT Hoegh LNG Lampung, the owner of the PGN FSRU Lampung. References in this report to "Hoegh Colombia Holding" refer to Hoegh LNG Colombia Holding Ltd., a 51% owned subsidiary of our operating company. References in this report to "Hoegh FSRU IV" refers to Hoegh LNG FSRU IV Ltd., a wholly owned subsidiary of Hoegh Colombia Holding and the owner of the Hoegh Grace. References in this report to "Hoegh Colombia" refer to Hoegh LNG Colombia S.A.S., a wholly owned subsidiary of Hoegh Colombia Holding. References in this report to our or the "joint ventures" refer to SRV Joint Gas Ltd. and/or SRV Joint Gas Two Ltd., the joint ventures that own two of the vessels in our fleet, the Neptune and the GDF Suez Cape Ann, respectively. References in this report to "GDF Suez" refer to GDF Suez LNG Supply S.A., a subsidiary of ENGIE. References in this Report to "PGN LNG" refer to PT PGN LNG Indonesia, a subsidiary of PT Perusahaan Gas Negara (Persero) Tbk ("PGN"). References in this report to "SPEC" refer to Sociedad Portuaria El Cayao S.A. E.S.P.*

*References in this report to "Hoegh LNG" refer, depending on the context, to Hoegh LNG Holdings Ltd. and to any one or more of its direct and indirect subsidiaries, other than us. References in this Report to "EgyptCo" refer to Hoegh LNG Egypt LLC, a wholly owned subsidiary of Hoegh LNG.*

You should read this section in conjunction with the unaudited condensed interim consolidated financial statements as of and for the periods ended June 30, 2017 and 2016 and the related notes thereto included elsewhere in this report, as well as our historical consolidated financial statements and related notes included in our report on Form 20-F filed with the Securities and Exchange Commission ("SEC") on April 6, 2017. This discussion includes forward looking statements which, although based on assumptions that we consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those currently anticipated and expressed or implied by such forward looking statements. See also the discussion in the section entitled "Forward Looking Statements" below.

### Highlights

## Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Reported total time charter revenues of \$35.0 million for the second quarter of 2017 compared to \$22.8 million of time charter revenues for the second quarter of 2016

Generated operating income of \$23.1 million, net income of \$12.2 million and partners' interest in net income of \$9.4 million for the second quarter of 2017 compared to operating income of \$11.3 million, net income of \$4.1 million and partners' interest in net income of \$4.1 million for the second quarter of 2016; operating income, net income and partners' interest in net income were impacted by unrealized gains and losses on derivative instruments mainly on the Partnership's share of equity in earnings (losses) of joint ventures in the second quarter of 2017 and 2016

On August 14, 2017, paid a \$0.43 per unit distribution with respect to the second quarter of 2017, equivalent to \$1.72 per unit on an annualized basis

On August 24, 2017, announced our subsidiary had entered into a term-sheet to acquire an additional 23.5% interest in each of the joint ventures owning the FSRUs *Neptune* and *GDF Suez Cape Ann* and 23.5% of the related outstanding shareholder loans.

**Our results of operations**

(in thousands of U.S. dollars, except per unit amounts)	Three months ended		Six months ended	
	June 30, 2017	2016	June 30, 2017	2016
<b>Statement of Income Data:</b>				
Time charter revenues	\$35,024	22,785	70,101	\$44,454
Total revenues	35,024	22,785	70,101	44,454
Vessel operating expenses	(5,628 )	(4,252 )	(11,805 )	(8,034 )
Construction contract expenses	(151 )	(315 )	(151 )	(315 )
Administrative expenses	(2,465 )	(2,395 )	(5,222 )	(4,700 )
Depreciation and amortization	(5,263 )	(2,636 )	(10,526 )	(5,265 )
Total operating expenses	(13,507 )	(9,598 )	(27,704 )	(18,314 )
Equity in earnings (losses) of joint ventures	1,551	(1,866 )	6,360	(8,575 )
Operating income (loss)	23,068	11,321	48,757	17,565
Interest income	113	232	243	505
Interest expense	(7,752 )	(6,354 )	(15,488 )	(12,760 )
Gain (loss) on derivative instruments	247	326	910	662
Other items, net	(1,422 )	(962 )	(2,224 )	(2,001 )
Income (loss) before tax	14,254	4,563	32,198	3,971
Income tax expense	(2,042 )	(501 )	(3,797 )	(949 )
Net income (loss)	\$12,212	4,062	28,401	\$3,022
Non-controlling interest in net income	2,812	—	5,556	—
Partners' interest in net income (loss)	\$9,400	4,062	22,845	\$3,022
<b>Earnings per unit</b>				
Common unit public (basic and diluted)	\$0.28	\$0.15	\$0.68	\$0.11
Common unit Höegh LNG (basic and diluted)	\$0.30	\$0.16	\$0.71	\$0.12
Subordinated unit (basic and diluted)	\$0.30	\$0.16	\$0.71	\$0.12
<b>Cash Flow Data:</b>				
Net cash provided by (used in) operating activities	\$15,178	\$7,493	\$34,755	\$19,436
Net cash provided by (used in) investing activities	446	2,788	5,057	4,994
Net cash provided by (used in) financing activities	\$(18,939)	\$(18,566)	\$(43,275)	\$(39,292)
<b>Other Financial Data:</b>				
Segment EBITDA(1)	\$29,598	\$24,294	\$59,052	\$48,421

Segment EBITDA is a non-GAAP financial measure. Please read “Non-GAAP Financial Measure” for a definition of (1) Segment EBITDA and a reconciliation of Segment EBITDA to net income, the comparable U.S. GAAP financial measure



**Six Months ended June 30, 2017 Compared with the Six Months ended June 30, 2016**

*Time Charter Revenues.* The following table sets forth details of our time charter revenues for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Time charter revenues	\$ 70,101	\$ 44,454	\$ 25,647

Time charter revenues for the six months ended June 30, 2017 were \$70.1 million, an increase of \$25.6 million from the six months ended June 30, 2016. The increase mainly relates to the revenue for the *Höegh Grace*, which was consolidated on January 1, 2017. Excluding the revenue for the *Höegh Grace*, time charter revenues increased by \$0.2 million mainly due to higher time charter revenue for the *Höegh Gallant* in the six months ended June 30, 2017. The *Höegh Gallant* had 8 days of scheduled maintenance and several days of reduced hire for the first six months ended June 30, 2017. During the first six months of 2016, the *Höegh Gallant* incurred 15 days of off-hire due to scheduled maintenance and reduced hire equivalent to approximately two days of off-hire.

Time charter revenues for the *PGN FSRU Lampung* consist of the lease element of the time charter, accounted for as a direct financing lease using the effective interest rate method, as well as fees for providing time charter services, reimbursement for vessel operating expenses and withholding taxes borne by the charterer. Time charter revenues for the *Höegh Gallant* consist of the fixed daily hire rate which covers the operating lease and the provision of time charter services including the costs incurred to operate the vessel. Time charter revenues for the *Höegh Grace* consist of a lease element accounted for as an operating lease, as well as fees for providing time charter services, reimbursement of vessel operating expenses and certain taxes incurred.

*Vessel Operating Expenses.* The following table sets forth details of our vessel operating expenses for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Vessel operating expenses	\$ (11,805 )	\$ (8,034 )	\$ (3,771 )



Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Vessel operating expenses for the six months ended June 30, 2017 were \$11.8 million, an increase of \$3.8 million from the six months ended June 30, 2016. The increase reflects approximately \$3.6 million of higher vessel operating expenses due to the inclusion of the *Höegh Grace* and \$0.2 million in higher operating expenses for the *Höegh Gallant* and the *PGN FSRU Lampung*.

*Construction Contract Expenses.* The following table sets forth details of our construction contract expenses for the six months ended June 30, 2017 and 2016:

	Six months ended June 30,		Positive
(in thousands of U.S. dollars)	2017	2016	(negative) variance
Construction contract expenses	\$ (151 )	\$ (315 )	\$ 164

Construction contract expenses relate to an offshore installation that is used to moor the *PGN FSRU Lampung* to offload natural gas into an offshore pipe that transports the gas to a land terminal for the charterer, PGN LNG (the “Mooring”). The Mooring was constructed on behalf of, and was sold to, PGN LNG and was accounted for using the percentage of completion method. Under the percentage of completion method, construction contract revenues and expenses of the Mooring were reflected in the consolidated and combined carve-out statements of income until December 31, 2014 when the Mooring project was completed. As of December 31, 2014, the Partnership recorded a warranty allowance of \$2.0 million for technical issues that required the replacement of equipment parts for the Mooring. During the second quarter of 2016, the final replacement parts were ordered and an updated estimate was prepared for the installation cost to complete the warranty replacements. As a result, an additional warranty provision of \$0.3 million was recorded as of June 30, 2016. The warranty work, including the installation of the replacement parts, was completed during second quarter of 2017, and the final cost exceeded the remaining warranty allowance. As a result additional construction contract expense of \$0.2 million was recorded as of June 30, 2017.

We anticipate that part of the costs incurred, net of deductible amounts, will be recoverable under our insurance coverage. An insurance claim is in the process of being filed with the insurance carrier since the final costs have been incurred. The insurance claims can only be recognized in the consolidated financial statements when the claims submitted are probable of recovery. We are indemnified by Höegh LNG for all warranty provisions, subject to repayment to the extent recovered by insurance.

*Administrative Expenses.* The following table sets forth details of our administrative expenses for the six months ended June 30, 2017 and 2016:

	Six months ended June 30,		Positive
(in thousands of U.S. dollars)	2017	2016	(negative)
			variance
Administrative expenses	\$ (5,222 )	\$ (4,700 )	\$ (522 )

Administrative expenses for the six months ended June 30, 2017 were \$5.2 million, an increase of \$0.5 million from \$4.7 million for the six months ended June 30, 2016. The main reason for the increase was \$0.6 million in additional administrative expenses related to the *Höegh Grace* which were not included for the corresponding period of 2016.

*Depreciation and Amortization.* The following table sets forth details of our depreciation and amortization for the six months ended June 30, 2017 and 2016:

	Six months ended June 30,		Positive
(in thousands of U.S. dollars)	2017	2016	(negative)
			variance
Depreciation and amortization	\$ (10,526 )	\$ (5,265 )	\$ (5,261 )

Depreciation and amortization for the six months ended June 30, 2017 was \$10.5 million, an increase of \$5.3 million compared to the six months ended June 30, 2016. The increase was due to the inclusion of the depreciation expense of the *Höegh Grace* for the six months ended June 30, 2017 as a result of the acquisition.

*Total Operating Expenses.* The following table sets forth details of our total operating expenses for the six months ended June 30, 2017 and 2016:

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Total operating expenses	\$ (27,704 )	\$ (18,314 )	\$ (9,390 )

Total operating expenses for the six months ended June 30, 2017 were \$27.7 million, an increase of \$9.4 million from \$18.3 million for the six months ended June 30, 2016. The increase is mainly due to the additional vessel operating expenses and depreciation in the six months ended June 30, 2017 as a result of acquiring the *Höegh Grace*.

*Equity in Earnings (Losses) of Joint ventures.* The following table sets forth details of our equity in earnings (losses) of joint ventures for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Equity in earnings (losses) of joint ventures	\$ 6,360	\$ (8,575 )	\$ 14,935

Equity in earnings of joint ventures for the six months ended June 30, 2017 was \$6.4 million, an increase of \$14.9 million from equity in losses of joint ventures of \$8.6 million for the six months ended June 30, 2016. Unrealized gains and losses on derivative instruments in our joint ventures significantly impacted the equity in earnings (losses) of joint ventures for the six months ended June 30, 2017 and 2016. The reason for the loss for the six months ended June 30, 2016 was an unrealized loss on derivative instruments in our joint ventures. By comparison, the equity in earnings of joint ventures for the six months ended June 30, 2017 was impacted by an unrealized gain on derivative instruments.

Our share of our joint ventures' operating income was \$11.6 million for the six months ended June 30, 2017, compared with \$12.3 million for the six months ended June 30, 2016. Our share of other income (expense), net, principally consisting of interest expense, was \$7.0 million for the six months ended June 30, 2017, a decrease of \$0.7 million from \$7.7 million for the six months ended June 30, 2016.

Our share of unrealized gain on derivative instruments was \$1.7 million for the six months ended June 30, 2017, an increase of \$14.9 million from unrealized loss of \$13.2 million for the six months ended June 30, 2016.

There was no accrued income tax expense for the six months ended June 30, 2017 and 2016. Our joint ventures did not pay any dividends for the six months ended June 30, 2017 and 2016.

*Operating Income (Loss).* The following table sets forth details of our operating income (loss) for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Operating income (loss)	\$ 48,757	\$ 17,565	\$ 31,192

Operating income for the six months ended June 30, 2017 was \$48.8 million, an increase of \$31.2 million from operating income of \$17.6 million for the six months ended June 30, 2016. Excluding the impact of the unrealized gains (losses) on derivatives for the six months ended June 30, 2017 and 2016 impacting the equity in earnings (losses) of joint ventures, operating income for the six months ended June 30, 2017 would have been \$47.0 million, an increase of \$16.3 million from \$30.7 million for the six months ended June 30, 2016. The increase for the six months ended June 30, 2017 is primarily due to the inclusion of the results of the *Höegh Grace* consolidated on January 1, 2017.

*Interest Income.* The following table sets forth details of our interest income for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Interest income	\$ 243	\$ 505	\$ (262 )

Interest income for the six months ended June 30, 2017 was \$0.2 million, a decrease of \$0.3 million from \$0.5 million for the six months ended June 30, 2016. Interest income is mainly related to interest accrued on the advances to our joint ventures for the six months ended June 30, 2017 and 2016, respectively. The decrease in interest income from joint ventures is due to repayment by our joint ventures of the amounts due under the shareholder loans between the periods. The interest rate under the shareholder loans is a fixed rate of 8.0% per year.

*Interest Expense.* The following table sets forth details of our interest expense for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive (negative) variance
	2017	2016	
Interest expense	\$ (14,561 )	\$ (11,115 )	\$ (3,446 )
Commitment fees	(504 )	(602 )	98
Amortization of debt issuance cost and fair value of debt assumed	(423 )	(1,043 )	620
Total interest expense	\$ (15,488 )	\$ (12,760 )	\$ (2,728 )

Interest expense for the six months ended June 30, 2017 was \$15.5 million, an increase of \$2.7 million from \$12.8 million for the six months ended June 30, 2016. Interest expense consists of the interest incurred, commitment fees and amortization of debt issuance cost and fair value of debt assumed for the period.

The interest incurred of \$14.6 million for the six months ended June 30, 2017, increased by \$3.5 million compared to \$11.1 million for the six months ended June 30, 2016, principally due to higher outstanding loan balances. On January 3, 2017, we acquired a 51% ownership interest in Höegh Colombia Holding, the owner of the entities that own and operate the *Höegh Grace* (the “*Höegh Grace* entities”) and assumed the long-term loan facility related to the *Höegh Grace* (the “*Grace* facility”). In August 2016, November 2016, February 2017 and May 2017, we drew \$5.4 million, \$3.2 million, \$1.6 million and \$10.1 million, respectively, on the \$85 million revolving credit facility. In connection with the 2015 acquisition of the *Höegh Gallant*, we financed part of the acquisition with a seller’s credit note. Accordingly, the interest incurred for the six months ended June 30, 2017 included interest for the Lampung, Gallant and Grace facilities and the seller’s credit note and the outstanding balance on the revolving credit facility.

Commitment fees were \$0.5 million for the six months ended June 30, 2017, a decrease of \$0.1 million for the six months ended June 30, 2016. The commitment fees relate to the undrawn portion of the \$85 million revolving credit facility.

Amortization of debt issuance cost and fair value of debt assumed for the six months ended June 30, 2017 was \$0.4 million, a decrease of \$0.6 million compared to \$1.0 million for the six months ended June 30, 2016. As a result of the acquisition of the *Höegh Grace*, the long term debt assumed under the Grace facility was recognized at its fair value which is amortized to interest expense using the effective interest method. The impact for the six months ended June 30, 2017 was a reduction to interest expense of approximately \$0.3 million compared to the corresponding period of 2016.

*Gain (Loss) on Derivative Instruments.* The following table sets forth details of our gain (loss) on derivative instruments for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive (negative)
	2017	2016	variance
Gain (loss) on derivative instruments	\$ 910	\$ 662	\$ 248

Gain on derivative instruments for the six months ended June 30, 2017 was \$0.9 million, an increase of \$0.2 million from \$0.7 million for the six months ended June 30, 2016. Gain on derivative instruments for the six months ended June 30, 2017 related to the interest rate swaps for the Gallant facility and the Grace facility, partly offset by loss on interest rate swaps on the Lampung facility. The increase is mainly due to amortization of the amount excluded from hedge effectiveness for the Grace facility.

*Other Items, Net.* The following table sets forth details of our other items, net for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive (negative)
	2017	2016	variance
Foreign exchange gain (loss)	\$ (944 )	\$ (365 )	\$ (579 )
Bank charges, fees and other	(52 )	(91 )	39
Withholding tax on interest expense and other	(1,228 )	(1,545 )	317
Total other items, net	\$ (2,224 )	\$ (2,001 )	\$ (223 )

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Other items, net were \$2.2 million for the six months ended June 30, 2017, an increase of \$0.2 million from \$2.0 million for the six months ended June 30, 2016. The increase is mainly due to increased foreign exchange loss partly offset by reduced withholding tax expenses.

*Income (Loss) Before Tax.* The following table sets forth details of our income (loss) before tax for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Income (loss) before tax	\$ 32,198	\$ 3,971	\$ 28,227

Income before tax for the six months ended June 30, 2017 was \$32.2 million, an increase of \$28.2 million from \$4.0 million for the six months ended June 30, 2016. The income before tax for both periods was impacted by unrealized gains (losses) on derivative instruments mainly on the Partnership's share of equity in earnings (losses) of joint ventures. Excluding all the unrealized gains (losses) on derivative instruments, income before tax for the six months ended June 30, 2017 was \$29.6 million, an increase of \$13.1 million from \$16.5 million for the six months ended June 30, 2016. Excluding the unrealized gain (loss) on derivative instruments, the increase is primarily due to the inclusion of the results of the *Höegh Grace*.

*Income Tax Expense.* The following table sets forth details of our income tax expense for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Income tax expense	\$ (3,797 )	\$ (949 )	\$ (2,848 )

Income tax expense for the six months ended June 30, 2017 was \$3.8 million, an increase of \$2.9 million compared to \$0.9 million for the six months ended June 30, 2016. We are not subject to Marshall Islands income taxes. However, we are subject to tax for earnings of our subsidiaries incorporated in Singapore, Indonesia, Colombia, Cyprus and the UK and certain Colombian source income. For the six months ended June 30, 2017, the income tax expense largely related to the subsidiaries in Indonesia, Colombia and Singapore. The income tax expense for the six months ended June 30, 2016 mainly related to the subsidiaries in Singapore and Indonesia. The Singapore subsidiary's taxable income mainly arises from internal interest income. The charterer in Colombia pays certain taxes directly to the Colombian tax authorities on behalf of the Partnership's subsidiaries that own and operate the *Höegh Grace*. The tax payments are a mechanism for advance collection of income taxes for the Colombian subsidiary and a final income tax on Colombian source income for the non-Colombian subsidiary. We concluded these third party payments to the tax authorities represent income taxes that must be accounted for under the US GAAP guidance for income taxes. The amount of non-cash income tax expense was \$0.4 million for the six-months ended June 30, 2017.

Benefits of uncertain tax positions are recognized when it is more-likely-than-not that a tax position taken in a tax return will be sustained upon examination based on the technical merits of the position. For the six months ended June 30, 2017, the estimated generation of taxable income resulted in the utilization of \$0.2 million of tax loss carryforward in Indonesia which was not recognized due to the uncertainty of this tax position. As a result, a long-term income tax payable of \$0.2 million was recorded for the uncertain tax position.

*Net Income (Loss).* The following table sets forth details of our net income (loss) for the six months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Six months ended June 30,		Positive
	2017	2016	(negative) variance
Net income (loss)	\$ 28,401	\$ 3,022	\$ 25,379
Non-controlling interest in net income	5,556	—	5,556
Partners' interest in net income (loss)	\$ 22,845	\$ 3,022	\$ 19,823



As a result of the foregoing, net income for the six months ended June 30, 2017 was \$28.4 million, an increase of \$25.4 million from net income of \$3.0 million for the six months ended June 30, 2016. Net income of \$5.6 million was attributable to non-controlling interest for the 49% interest in the *Höegh Grace* entities not owned by the Partnership. The Partners' interest in net income, which includes the Partnership's 51% interest in the *Höegh Grace* entities, for the six months ended June 30, 2017 was \$22.8 million, an increase of \$19.8 million from net income of \$3.0 million for the six months ended June 30, 2016.

### *Segments*

There are two operating segments. The segment profit measure is Segment EBITDA, which is defined as earnings before interest, taxes, depreciation, amortization and other financial items (gains and losses on derivative instruments and other items, net) less the non-controlling interest in Segment EBITDA. Segment EBITDA is reconciled to operating income and net income in the segment presentation below. The two segments are "Majority held FSRUs" and "Joint venture FSRUs." In addition, unallocated corporate costs that are considered to benefit the entire organization, interest income from advances to joint ventures and interest expense related to the seller's credit note and the outstanding balance on the \$85 million revolving credit facility are included in "Other."

For the six months ended June 30, 2017, Majority held FSRUs includes the direct financing lease related to the *PGN FSRU Lampung*, the operating leases related to the *Höegh Gallant* and the *Höegh Grace*. For the six months ended June 30, 2016, Majority held FSRUs includes only the direct financing lease related to the *PGN FSRU Lampung* and the operating lease related to the *Höegh Gallant*.

As of June 30, 2017 and 2016, Joint venture FSRUs include two 50% owned FSRUs, the *Neptune* and the *GDF Suez Cape Ann*, that operate under long term time charters with one charterer.

The accounting policies applied to the segments are the same as those applied in the financial statements, except that i) Joint venture FSRUs are presented under the proportional consolidation method for the segment note and in the tables below, and under equity accounting for the consolidated financial statements and ii) non-controlling interest in Segment EBITDA is subtracted in the segment note and the tables below to reflect the Partnership's interest in Segment EBITDA as the Partnership's segment profit measure, Segment EBITDA. Under the proportional consolidation method, 50% of the Joint venture FSRUs' revenues, expenses and assets are reflected in the segment note. Management monitors the results of operations of joint ventures under the proportional consolidation method and not the equity method of accounting. On January 1, 2017, the Partnership began consolidating its acquired 51% interest in the *Höegh Grace* entities. Since the Partnership obtained control of the *Höegh Grace* entities, it consolidates 100% of the revenues, expenses, assets and liabilities of the *Höegh Grace* entities and the interest not owned by the Partnership is reflected as non-controlling interest in net income and non-controlling interest in total equity under US GAAP. Management monitors the results of operations of the *Höegh Grace* entities based on the Partnership's 51% interest in Segment EBITDA of such entities and, therefore, subtracts the non-controlling interest in Segment EBITDA to present Segment EBITDA. The adjustment to non-controlling interest in Segment EBITDA is reversed to reconcile to operating income and net income in the segment presentation below. The following tables include the results for the segments for the six months ended June 30, 2017 and 2016.

*Majority held FSRUs.* The following table sets forth details of segment results for the Majority held FSRUs for the six months ended June 30, 2017 and 2016:

	Six months ended		Positive
	June 30,		(negative)
Majority held FSRUs (in thousands of U.S. dollars)	2017	2016	variance
Time charter revenues	\$70,101	\$44,454	\$ 25,647
Total revenues	70,101	44,454	25,647
Vessel operating expenses	(11,805)	(8,034 )	(3,771 )
Construction contract expense	(151 )	(315 )	164
Administrative expenses	(2,150 )	(1,671 )	(479 )
Less: Non-controlling interest in Segment EBITDA	(10,417)	—	(10,417 )
Segment EBITDA	45,578	34,434	11,144
Add: Non-controlling interest in Segment EBITDA	10,417	—	10,417
Depreciation and amortization	(10,526)	(5,265 )	(5,261 )
Operating income (loss)	45,469	29,169	16,300
Gain (loss) on derivative instruments	910	662	248
Other financial income (expense), net	(15,483)	(12,220)	(3,263 )
Income (loss) before tax	30,896	17,611	13,285
Income tax expense	(3,797 )	(946 )	(2,851 )
Net income (loss)	\$27,099	\$16,665	\$ 10,434
Non-controlling interest in net income	5,556	—	5,556
Partners' interest in net income (loss)	\$21,543	\$16,665	\$ 4,878

## Edgar Filing: Hoegh LNG Partners LP - Form 6-K

The segment time charter revenues and all the expenses, gains and losses include 100% of the results of the *Höegh Grace* entities which is consistent with our consolidated income statement. However, Segment EBITDA is reduced for non-controlling interest in Segment EBITDA in the *Höegh Grace* entities to reflect our 51% interest in the *Höegh Grace* entities.

Time charter revenues for the six months ended June 30, 2017 were \$70.1 million, an increase of \$25.6 million from the six months ended June 30, 2016. As discussed in more detail above, the main reason for higher time charter revenues was the inclusion of the *Höegh Grace* from January 1, 2017. In addition, the *Höegh Gallant* had fewer days offhire. The *PGN FSRU Lampung* and the *Höegh Grace* were on-hire for the entire first half of 2017.

Vessel operating expenses for the six months ended June 30, 2017 were \$11.8 million compared to \$8.0 million for the six months ended June 30, 2016. The increase reflects approximately \$3.6 million higher vessel operating expenses due to the inclusion of the *Höegh Grace* and \$0.2 million in higher operating expenses for the *Höegh Gallant* and the *PGN FSRU Lampung*.

Construction contract expenses were \$0.2 million and \$0.3 million for the six months ended June 30, 2017 and 2016, respectively. As discussed in more detail above, the expenses were for installation of replacement parts under a warranty related to the Mooring.

Administrative expenses for the six months ended June 30, 2017 were \$2.2 million, an increase of \$0.5 million from \$1.7 million for the six months ended June 30, 2016. Higher expenses in the three months ended June 30, 2017 were mainly due to activities associated with the *Höegh Grace* consolidated as of January 1, 2017.

Segment EBITDA for the six months ended June 30, 2017 was \$45.6 million, an increase of \$11.2 million from \$34.4 million for the six months ended June 30, 2016 mainly due to our 51% interest in the contribution from the operations of the *Höegh Grace*. However, the contribution from the *PGN FSRU Lampung* and the *Höegh Gallant* also improved the Segment EBITDA for the six months ended June 30, 2017 compared with the corresponding period of 2016.

*Joint venture FSRUs.* The following table sets forth details of segment results for the Joint venture FSRUs for the six months ended June 30, 2017 and 2016:

Joint venture FSRUs (in thousands of U.S. dollars)	Six months ended		Positive (negative) variance
	June 30, 2017	2016	
Time charter revenues	\$21,149	\$21,117	\$ 32
Vessel operating expenses	(4,231 )	(3,610 )	(621 )
Administrative expenses	(372 )	(491 )	119
Segment EBITDA	16,546	17,016	(470 )
Depreciation and amortization	(4,916 )	(4,755 )	(161 )
Operating income (loss)	11,630	12,261	(631 )
Gain (loss) on derivative instruments	1,711	(13,166)	14,877
Other income (expense), net	(6,981 )	(7,670 )	689
Income (loss) before tax	6,360	(8,575 )	14,935
Income tax expense	—	—	—
Net income (loss)	\$6,360	\$(8,575 )	\$ 14,935

The segment results for the Joint venture FSRUs are presented using the proportional consolidation method (which differs from the equity method used in the historical unaudited condensed interim consolidated financial statements).

Total time charter revenues were \$21.1 million for each of the six months ended June 30, 2017 and 2016. Higher time charter revenues for the three months ended March 31, 2017 for reimbursements of costs incurred for the *Neptune* for

operation in Turkey were largely offset by lower revenues for the three months ended June 30, 2017 for recovery of costs incurred in Turkey.

Vessel operating expenses were \$4.2 million for the six months ended June 30, 2017, an increase of \$0.6 million compared to \$3.6 million for the six months ended June 30, 2016. The increase in vessel operating expenses was largely due to costs related to the operations in Turkey in the six months ended June 30, 2017.

Administrative expenses were \$0.4 million for the six months ended June 30, 2017, compared to \$0.5 million for the six months ended June 30, 2016.

Segment EBITDA was \$16.5 million for the six months ended June 30, 2017 compared with \$17.0 million for the six months ended June 30, 2016.

*Other.* The following table sets forth details of other results for the six months ended June 30, 2017 and 2016:

Other (in thousands of U.S. dollars)	Six months ended June 30,		Positive (negative) variance
	2017	2016	
Administrative expenses	\$(3,072)	\$(3,029)	\$ (43 )
Segment EBITDA	(3,072)	(3,029)	(43 )
Operating income (loss)	(3,072)	(3,029)	(43 )
Other financial income (expense), net	(1,986)	(2,036)	50
Income (loss) before tax	(5,058)	(5,065)	7
Income tax expense	—	(3 )	3
Net income (loss)	\$(5,058)	\$(5,068)	\$ 10

Administrative expenses and Segment EBITDA for the six months ended June 30, 2017 were \$3.1 million, an increase of \$0.1 million from \$3.0 million for the six months ended June 30, 2016.

Other financial income (expense), net, which is not part of the segment measure of profits, is related to the interest income accrued on the advances to our joint ventures and interest expense on a seller's credit note issued in connection with the acquisition of *Höegh Gallant* and the \$85 million revolving credit facility.

Other financial income (expense), net was an expense of \$2.0 million for each of the six months ended June 30, 2017 and 2016.

### **Three Months Ended June 30, 2017 Compared with the Three Months Ended June 30, 2016**

*Time Charter Revenues.* The following table sets forth details of our time charter revenues for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive (negative) variance
	2017	2016	
Time charter revenues	\$ 35,024	\$ 22,785	\$ 12,239

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Time charter revenues for the three months ended June 30, 2017 were \$35.0 million, an increase of \$12.2 million from the three months ended June 30, 2016. The increase mainly relates to the revenue for the *Höegh Grace*, which was consolidated on January 1, 2017. This was offset by \$0.8 million lower time charter revenue for the *PGN FSRU Lampung* and the *Höegh Gallant* mainly due to 8 days scheduled maintenance in the second quarter of 2017 for the *Höegh Gallant*.

*Vessel Operating Expenses.* The following table sets forth details of our vessel operating expenses for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Vessel operating expenses	\$ (5,628 )	\$ (4,252 )	\$ (1,376 )

Vessel operating expenses for the three months ended June 30, 2017 were \$5.6 million, an increase of \$1.4 million from the three months ended June 30, 2016. The increase reflects approximately \$1.7 million higher vessel operating expenses due to the inclusion of the *Höegh Grace* and \$0.3 million in reduced operating expenses for the *Höegh Gallant* and the *PGN FSRU Lampung*.

*Construction Contract Expenses.* The following table sets forth details of our construction contract expenses for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Construction contract expenses	\$ (151 )	\$ (315 )	\$ 164

As discussed in more detail above, the construction contract expenses were for installation of replacement parts under a warranty related to the Mooring. The construction contract expenses were \$0.2 million and \$0.3 million for the three months ended June 30, 2017 and 2016, respectively. We anticipate that part of the costs incurred, net of deductible amounts, will be recoverable under our insurance coverage. An insurance claim is in the process of being filed with the insurance carrier since the final costs have been incurred. The insurance claims can only be recognized in the consolidated financial statements when the claims submitted are probable of recovery. We are indemnified by Höegh LNG for all warranty provisions, subject to repayment to the extent recovered by insurance.

*Administrative Expenses.* The following table sets forth details of our administrative expenses for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Administrative expenses	\$ (2,465 )	\$ (2,395 )	\$ (70 )

Administrative expenses for the three months ended June 30, 2017 were \$2.5 million, an increase of \$0.1 million from \$2.4 million for the three months ended June 30, 2016. The main reason for the increase was \$0.3 million in additional administrative expenses related to the *Höegh Grace* which were not included for the corresponding period of 2016. This increase was partly offset by lower administrative expenses for the *Höegh Gallant*, the *PGN FSRU Lampung* and the Other segment for the three months ended June 30, 2017.

*Depreciation and Amortization.* The following table sets forth details of our depreciation and amortization for the three months ended June 30, 2017 and 2016:

	Three months ended June 30,	Positive (negative)
--	-----------------------------	------------------------



Edgar Filing: Hoegh LNG Partners LP - Form 6-K

(in thousands of U.S. dollars)	2017	2016	variance
Depreciation and amortization	\$ (5,263 )	\$ (2,636 )	\$ (2,627 )

Depreciation and amortization for the three months ended June 30, 2017 was \$5.3 million, an increase of \$2.6 million compared to the three months ended June 30, 2016. The increase was due to the inclusion of the depreciation of the *Höegh Grace* in the three months ended June 30, 2017 as a result of the acquisition.

*Total Operating Expenses.* The following table sets forth details of our total operating expenses for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive (negative)
	2017	2016	variance
Total operating expenses	\$ (13,507 )	\$ (9,598 )	\$ (3,909 )

Total operating expenses for the three months ended June 30, 2017 were \$13.5 million, an increase of \$3.9 million from \$9.6 million for the three months ended June 30, 2016. The increase is mainly due to the additional vessel operating expenses and depreciation in the three months ended June 30, 2017 as a result of acquiring the *Höegh Grace*, with no comparative expenses for the three months ended June 30, 2016. This was partly offset by \$0.6 million in lower operating expenses mainly for the *Höegh Gallant* and the *PGN FSRU Lampung*.

*Equity in Earnings (Losses) of Joint ventures.* The following table sets forth details of our equity in earnings (losses) of joint ventures for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Equity in earnings (losses) of joint ventures	\$ 1,551	\$ (1,866	) \$ 3,417

Equity in earnings of joint ventures for the three months ended June 30, 2017 was \$1.6 million, an increase of \$3.4 million from equity in losses of joint ventures of \$1.9 million for the three months ended June 30, 2016. Unrealized losses on derivative instruments in our joint ventures significantly impacted the equity in earnings (losses) of joint ventures for the three months ended June 30, 2017 and 2016.

Our share of our joint ventures' operating income was \$5.8 million for the three months ended June 30, 2017, compared with \$6.1 million for the three months ended June 30, 2016. Our share of other expense, net, principally consisting of interest expense, was \$3.4 million for the three months ended June 30, 2017, a decrease of \$0.4 million from \$3.8 million for the three months ended June 30, 2016.

Our share of unrealized losses on derivative instruments was \$0.8 million for the three months ended June 30, 2017, a decrease of \$3.4 million from unrealized losses of \$4.2 million for the three months ended June 30, 2016.

There was no accrued income tax expense for the three months ended June 30, 2017 and 2016. Our joint ventures did not pay any dividends for the three months ended June 30, 2017 and 2016.

*Operating Income (Loss).* The following table sets forth details of our operating income (loss) for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Operating income (loss)	\$ 23,068	\$ 11,321	\$ 11,747

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Operating income for the three months ended June 30, 2017 was \$23.1 million, an increase of \$11.8 million from operating income of \$11.3 million for the three months ended June 30, 2016. Excluding the impact of the unrealized gains (losses) on derivatives for the three months ended June 30, 2017 and 2016 impacting the equity in earnings (losses) of joint ventures, operating income for the three months ended June 30, 2017 would have been \$23.9 million, an increase of \$8.4 million from \$15.5 million for the three months ended June 30, 2016. The increase for the three months ended June 30, 2017 is primarily due to the inclusion of the results of the *Höegh Grace* consolidated on January 1, 2017.

*Interest Income.* The following table sets forth details of our interest income for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive (negative) variance
	2017	2016	
Interest income	\$ 113	\$ 232	\$ (119 )

Interest income for the three months ended June 30, 2017 was \$0.1 million, a decrease of \$0.1 million from \$0.2 million for the three months ended June 30, 2016. Interest income is mainly related to interest accrued on the advances to our joint ventures for the three months ended June 30, 2017 and 2016, respectively. The decrease in interest income from joint ventures is due to repayment by our joint ventures of amounts due under the shareholder loans between the periods. The interest rate under the shareholder loans is a fixed rate of 8.0% per year.

*Interest Expense.* The following table sets forth details of our interest expense for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive (negative) variance
	2017	2016	
Interest expense	\$ (7,301 )	\$ (5,533 )	\$ (1,768 )
Commitment fees	(241 )	(301 )	60
Amortization of debt issuance cost and fair value of debt assumed	(210 )	(520 )	310
Total interest expense	\$ (7,752 )	\$ (6,354 )	\$ (1,398 )

Interest expense for the three months ended June 30, 2017 was \$7.3 million, an increase of \$1.8 million from \$5.5 million for the three months ended June 30, 2016. Interest expense consists of the interest incurred, commitment fees and amortization of debt issuance cost and fair value of debt assumed for the period.

The interest incurred of \$7.3 million for the three months ended June 30, 2017 increased by \$1.8 million compared to \$5.5 million for the three months ended June 30, 2016, principally due to higher outstanding loan balances. On January 3, 2017, we acquired the *Höegh Grace* entities and assumed the long-term loan facility related to the *Höegh Grace*. In August 2016, November 2016, February 2017 and May 2017, we drew \$5.4 million, \$3.2 million, \$1.6 million and \$10.1 million, respectively, on the \$85 million revolving credit facility. In connection with the 2015 acquisition of the *Höegh Gallant*, we financed part of the acquisition with a seller's credit note. Accordingly, the interest incurred for the three months ended June 30, 2017 included interest for the Lampung, Gallant and Grace facilities, the seller's credit note and the outstanding balance on the revolving credit facility.

Commitment fees were \$0.2 million for the three months ended June 30, 2017, a decrease of \$0.1 million for the three months ended June 30, 2016. The commitment fees relate to the undrawn portion of the \$85 million revolving credit facility.

Amortization of debt issuance cost and fair value of debt assumed for the three months ended June 30, 2017 was \$0.2 million, a decrease of \$0.3 million compared to \$0.5 million for the three months ended June 30, 2016. As a result of the acquisition of the *Höegh Grace*, the long term debt assumed under the Grace facility was recognized at its fair value which is amortized to interest expense using the effective interest method. The impact for the three months ended June 30, 2017 was a reduction to interest expense of approximately \$0.2 million compared to the corresponding period of 2016.

*Gain (Loss) on Derivative Instruments.* The following table sets forth details of our gain (loss) on derivative instruments for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Gain (loss) on derivative instruments	\$ 247	\$ 326	\$ (79 )

Gain on derivative instruments for the three months ended June 30, 2017 was \$0.2 million, a decrease of \$0.1 million compared to the three months ended June 30, 2016. The decrease was due to a loss on derivative instruments for the three months ended June 30, 2017 related to the interest rate swaps for the Lampung facility, which was partly offset by gain on derivative instruments for the Gallant facility and the Grace facility, while the gain on derivative

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

instruments for the three months ended June 30, 2016 related to the interest rate swaps for the Gallant and Lampung facility.

*Other Items, Net.* The following table sets forth details of our other items, net for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Foreign exchange gain (loss)	\$ (811 )	\$ (28 )	\$ (783 )
Bank charges, fees and other	(29 )	(11 )	(18 )
Withholding tax on interest expense and other	(582 )	(923 )	341
Total other items, net	\$ (1,422 )	\$ (962 )	\$ (460 )

Other items, net for the three months ended June 30, 2017 was \$1.4 million, an increase of \$0.4 million from \$1.0 million for the three months ended June 30, 2016. The increase is mainly due to increased foreign exchange loss partly offset by reduced withholding tax expenses.

*Income (Loss) Before Tax.* The following table sets forth details of our income (loss) before tax for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Income (loss) before tax	\$ 14,254	\$ 4,565	\$ 9,689

Income before tax for the three months ended June 30, 2017 was \$14.3 million, an increase of \$9.7 million from income before tax of \$4.6 million for the three months ended June 30, 2016. The income before tax for both periods was impacted by the unrealized gains (losses) on derivative instruments mainly on the Partnership's share of equity in earnings (losses) of joint ventures. Excluding all the unrealized gains (losses) on derivative instruments, income before tax for the three months ended June 30, 2017 was \$14.8 million, an increase of \$6.4 million from \$8.4 million for the three months ended June 30, 2016. Excluding the unrealized gain (loss) on derivative instruments, the increase is primarily due to the inclusion of the results of the *Höegh Grace*.

*Income Tax Expense.* The following table sets forth details of our income tax expense for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Income tax expense	\$ (2,042 )	\$ (501 )	\$ (1,541 )

Income tax expense for the three months ended June 30, 2017 was \$2.0 million, an increase of \$1.5 million compared to \$0.5 million for the three months ended June 30, 2016. We are not subject to Marshall Islands income taxes. However, we are subject to tax for earnings of our subsidiaries incorporated in Singapore, Indonesia, Colombia, Cyprus and the UK and certain Colombian source income. For the three months ended June 30, 2017 and 2016, the income tax expense largely related to the subsidiaries in Indonesia, Colombia and Singapore. The income tax expense for the three months ended June 30, 2016 mainly related to the subsidiaries in Singapore and Indonesia. The Singapore subsidiary's taxable income mainly arises from internal interest income. The charterer in Colombia pays certain taxes directly to the Colombian tax authorities on behalf of the Partnership's subsidiaries that own and operate the *Höegh Grace*. The tax payments are a mechanism for advance collection of income taxes for the Colombian subsidiary and a final income tax on Colombian source income for the non-Colombian subsidiary. We concluded these third party payments to the tax authorities represent income taxes that must be accounted for under the US GAAP guidance for income taxes. The amount of non-cash income tax expense was \$0.4 million for the three months ended June 30, 2017.

Benefits of uncertain tax positions are recognized when it is more-likely-than-not that a tax position taken in a tax return will be sustained upon examination based on the technical merits of the position. For the three months ended June 30, 2017, the estimated generation of taxable income resulted in the utilization of \$0.1 million of tax loss carryforward in Indonesia which was not recognized due to the uncertainty of this tax position. As a result, a long-term income tax payable of \$0.1 million was recorded for the uncertain tax position.

*Net Income (Loss).* The following table sets forth details of our net income (loss) for the three months ended June 30, 2017 and 2016:

(in thousands of U.S. dollars)	Three months ended June 30,		Positive
	2017	2016	(negative) variance
Net income (loss)	\$ 12,212	\$ 4,062	\$ 8,150
Non-controlling interest in net income	2,812	—	2,812
Partners' interest in net income (loss)	\$ 9,400	\$ 4,062	\$ 5,338

As a result of the foregoing, net income for the three months ended June 30, 2017 was \$12.2 million, an increase of \$8.1 million from net income of \$4.1 million for the three months ended June 30, 2016. Net income of \$2.8 million was attributable to non-controlling interest for the 49% interest in the *Höegh Grace* entities not owned by the Partnership. The Partners' interest in net income, which includes the Partnership's 51% interest in the *Höegh Grace* entities, for the three months ended June 30, 2017 was \$9.4 million, an increase of \$5.3 million from net income of \$4.1 million for the three months ended June 30, 2016.

*Segments*

*Majority held FSRUs.* The following table sets forth details of segment results for the Majority held FSRUs for the three months ended June 30, 2017 and 2016:

	Three months ended		Positive
Majority held FSRUs (in thousands of U.S. dollars)	June 30, 2017	2016	(negative) variance
Time charter revenues	\$ 35,024	\$ 22,785	\$ 12,239
Total revenues	35,024	22,785	12,239
Vessel operating expenses	(5,628 )	(4,252 )	(1,376 )
Construction contract expense	(151 )	(315 )	164
Administrative expenses	(1,065 )	(871 )	(194 )
Add: Non-controlling interest in Segment EBITDA	(5,423 )	—	(5,423 )
Segment EBITDA	22,757	17,347	5,410
Less: Non-controlling interest in Segment EBITDA	5,423	—	5,423
Depreciation and amortization	(5,263 )	(2,636 )	(2,627 )
Operating income (loss)	22,917	14,711	8,206
Gain (loss) on derivative instruments	247	326	(79 )
Other financial income (expense), net	(8,028 )	(6,048 )	(1,980 )
Income (loss) before tax	15,136	8,989	6,147
Income tax expense	(2,042 )	(500 )	(1,542 )
Net income (loss)	13,094	8,489	4,605
Non-controlling interest in net income	2,812	—	2,812
Partners' interest in net income (loss)	\$ 10,282	\$ 8,489	\$ 1,793

The segment time charter revenues and all the expenses, gains and losses include 100% of the results of the *Höegh Grace* entities which is consistent with our consolidated income statement. However, Segment EBITDA is reduced for non-controlling interest in Segment EBITDA in the *Höegh Grace* entities to reflect our 51% interest in the *Höegh Grace* entities.

Time charter revenues for the three months ended June 30, 2017 were \$35.0 million, an increase of \$12.2 million from the three months ended June 30, 2016. As discussed above, the main reason for higher time charter revenues was the inclusion of the *Höegh Grace* from January 1, 2017. The increase was partly offset by lower time charter revenues for the *PGN FSRU Lampung* and the *Höegh Gallant* mainly as a result of more days offhire due to scheduled maintenance. The *PGN FSRU Lampung* and the *Höegh Grace* were on-hire for the entire second quarter of 2017.



## Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Vessel operating expenses for the three months ended June 30, 2017 were \$5.6 million compared to \$4.3 million for the three months ended June 30, 2016. The increase reflects approximately \$1.7 million higher vessel operating expenses due to the inclusion of the *Höegh Grace* and \$0.3 million in reduced operating expenses for the *Höegh Gallant* and the *PGN FSRU Lampung*.

Construction contract expenses were \$0.2 million for the three months ended June 30, 2017, a decrease of \$0.1 million from \$0.3 million for the three months ended June 30, 2016. As discussed in more detail above, construction contract expenses related to replacement of equipment parts under the Mooring warranty.

Administrative expenses for the three months ended June 30, 2017 were \$1.1 million, an increase of \$0.2 million from \$0.9 million for the three months ended June 30, 2016. Higher expenses in the three months ended June 30, 2017 were mainly due to activities associated with the *Höegh Grace*, partly offset by \$0.1 million lower administrative expenses for the *Höegh Gallant* and the *PGN FSRU Lampung*.

Segment EBITDA for the three months ended June 30, 2017 was 22.8 million, an increase of \$5.5 million from \$17.3 million for the three months ended June 30, 2016 mainly due to our 51% interest in the contribution from the operations of the *Höegh Grace*.

*Joint venture FSRUs.* The following table sets forth details of segment results for the Joint venture FSRUs for the three months ended June 30, 2017 and 2016:

Joint venture FSRUs (in thousands of U.S. dollars)	Three months ended		Positive
	June 30, 2017	2016	(negative) variance
Time charter revenues	\$ 10,225	\$ 10,379	\$ (154 )
Vessel operating expenses	(1,834 )	(1,666 )	(168 )
Administrative expenses	(150 )	(242 )	92
Segment EBITDA	8,241	8,471	(230 )
Depreciation and amortization	(2,476 )	(2,376 )	(100 )
Operating income (loss)	5,765	6,095	(330 )
Gain (loss) on derivative instruments	(785 )	(4,174 )	3,389
Other income (expense), net	(3,429 )	(3,787 )	358
Income (loss) before tax	1,551	(1,866 )	3,417
Income tax expense	—	—	—
Net income (loss)	\$ 1,551	\$ (1,866 )	\$ 3,417

Total time charter revenues for the three months ended June 30, 2017 were \$10.2 million, a decrease of \$0.2 million compared to \$10.4 million for the three months ended June 30, 2016. Time charter revenues for the three months ended June 30, 2017 reflected lower recovery of cost incurred related to the operations of the *Neptune* in Turkey.

Vessel operating expenses were \$1.8 million for the three months ended June 30, 2017 compared to \$1.7 million for the three months ended June 30, 2016. The increase in vessel operating expenses was largely due to costs related to the operations of the *Neptune* in Turkey in the three months ended June 30, 2017.

Administrative expenses were \$0.2 million for each of the three months ended June 30, 2017 and 2016.

Segment EBITDA was \$8.2 million for the three months ended June 30, 2017 compared with \$8.5 million for the three months ended June 30, 2016.

*Other.* The following table sets forth details of other results for the three months ended June 30, 2017 and 2016:

	Three months ended	Positive
--	--------------------	----------

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Other (in thousands of U.S. dollars)	June 30,		(negative)
	2017	2016	variance
Administrative expenses	\$ (1,400 )	\$ (1,524 )	\$ 124
Segment EBITDA	(1,400 )	(1,524 )	124
Operating income (loss)	(1,400 )	(1,524 )	124
Other financial income (expense), net	(1,033 )	(1,036 )	3
Income (loss) before tax	(2,433 )	(2,560 )	127
Income tax expense	—	(1 )	1
Net income (loss)	\$ (2,433 )	\$ (2,561 )	\$ 128

Administrative expenses and Segment EBITDA for the three months ended June 30, 2017 were \$1.4 million, a decrease of \$0.1 million from \$1.5 million for the three months ended June 30, 2016.

Other financial income (expense), net, which is not part of the segment measure of profits, is related to the interest income accrued on the advances to our joint ventures and interest expense on a seller's credit note issued in connection with the acquisition of *Höegh Gallant* and the \$85 million revolving credit facility.

Other financial income (expense), net was an expense of \$1.0 million for each of the six months ended June 30, 2017 and 2016.

## **Liquidity and Capital Resources**

### *Liquidity and Cash Needs*

We operate in a capital-intensive industry, and we expect to finance the purchase of additional vessels and other capital expenditures through a combination of cash from operations, the utilization of borrowings from commercial banks and debt and equity financings. Our liquidity requirements relate to paying our unitholder distributions, servicing interest and quarterly repayments on our debt (“debt amortization”), funding working capital and maintaining cash reserves against fluctuations in operating cash flows. The liquidity requirements of our joint ventures relate to the servicing of debt, including repayment of shareholder loans, funding working capital, including drydocking, and maintaining cash reserves against fluctuations in operating cash flows.

Our sources of liquidity include cash balances, cash flows from our operations, interest payments from our advances to our joint ventures and our current undrawn balance under the \$85 million revolving credit facility from Höegh LNG. The advances to our joint ventures (shareholder loans including accrued interest from prior periods) are subordinated to the joint ventures’ long-term bank debt, consisting of the Neptune facility and the Cape Ann facility. The original principal on the shareholder loans have been repaid and the remaining balance includes accrued interest from prior periods. The outstanding balance accrues interest until repaid. Under terms of the shareholder loan agreements, the repayments shall be prioritized over any dividend payment to the owners of the joint ventures. Dividend distributions from our joint ventures require a) agreement of the other joint venture owners; b) fulfilment of requirements of the long-term bank loans; and c) under Cayman Islands law may be paid out of profits or capital reserves subject to the joint venture being solvent after the distribution. Dividends from Höegh Lampung may only be paid out of profits under Singapore law. Dividends from PT Höegh may only be paid if its retained earnings are positive under Indonesian law and requirements are fulfilled under the Lampung facility. In addition, PT Höegh, as an Indonesian incorporated company, is required to establish a statutory reserve equal to 20% of its paid up capital. The dividend can only be distributed if PT Höegh’s retained earnings are positive after deducting the statutory reserve. As of June 30, 2017, PT Höegh had negative retained earnings and therefore cannot make dividend payments under Indonesia law. However, subject to meeting a debt service ratio of 1.20 to 1.00, PT Höegh can distribute cash from its cash flow from operations to us as payment of intercompany accrued interest and/or intercompany debt, after quarterly payments of the Lampung facility and fulfilment of the “waterfall” provisions to meet operating requirements as defined by the Lampung facility. Under Cayman Islands law, Höegh FSRU III, Höegh FSRU IV and Höegh Colombia Holding may only pay distributions out of profits or capital reserves if the entity is solvent after the distribution. In addition, Höegh FSRU IV would also need to remain in compliance with the financial covenants under the Gallant/Grace facility. Dividends from Höegh Cyprus may only be distributed (i) out of profits and not from the share capital of the company and (ii) if after the dividend payment, Höegh Cyprus would remain in compliance with the financial covenants under the Gallant/Grace facility. Dividends from Höegh Colombia may only be distributed if after the dividend payment, Höegh Colombia would remain in compliance with the financial covenants under the Gallant/Grace facility.

## Edgar Filing: Hoegh LNG Partners LP - Form 6-K

For a description of our credit facilities and the seller's credit note issued in connection with the acquisition of the *Höegh Gallant*, please see Notes 14 and 17 to the audited consolidated and combined financial statements contained in our 2016 Form 20-F as well as Note 12 to the unaudited condensed interim consolidated financial statements contained in this Report on Form 6-K.

As of June 30, 2017, we do not have material commitments for capital expenditures for our current business. Our expected expenditures for our current business include final payments under warranty provisions. The expenditures are indemnified by Höegh LNG under the omnibus agreement that we entered into with Höegh LNG in connection with the closing of the IPO (the "omnibus agreement"). The funding for these expenditures was provided by Höegh LNG in the third quarter of 2017.

On August 24, 2017, we announced our subsidiary had entered into a term-sheet to acquire an additional 23.5% interest in each of the joint ventures owning the FSRUs *Neptune* and *GDF Suez Cape Ann* and 23.5% of the related outstanding shareholder loans (the "Acquisition"). Closing of the Acquisition is subject to the execution of a definitive purchase agreement as well as certain other documentation and final board approvals. The purchase price of the Acquisition is \$27.3 million including the 23.5% of outstanding shareholder loans from MOL. The Partnership currently owns 50% of each joint venture. Following the transaction, MOL will continue to hold 25% of each joint venture. The Partnership has completed a preliminary assessment of the accounting to be applied that following the transaction. Based on this assessment, it expects to continue to account for the joint ventures using the equity method. We expect to finance the acquisition through raising equity, incurring debt or a combination of the two.

As of June 30, 2017, the Partnership had cash and cash equivalents of \$15.5 million and \$64.7 million of the undrawn portion of the \$85 million revolving credit facility. In August 2017, the Partnership drew \$4.0 million on the revolving credit facility. Following the drawdown in August, the undrawn balance on the revolving credit facility was \$60.7 million. In December 2016, the Partnership completed the sale of 6,588,389 common units in a public offering raising approximately \$111.5 million in net proceeds after directly attributable expenses. On January 3, 2017, the Partnership closed the acquisition for a 51% interest in the *Höegh Grace* entities for a cash payment of \$91.8 million. Cash from the proceeds of the public offering to be used for this purpose had been classified as non-current cash designated for the acquisition as of December 31, 2016. In December 2016, the Partnership had used \$12.6 million of the proceeds to repay part of the seller's credit and \$6.6 million to settle the working capital adjustment; both of which arose from the 2015 acquisition of the *Höegh Gallant*. In the second quarter of 2017, we repaid \$0.4 million of the working capital adjustment from the 2016 acquisition of the *Höegh Grace*.

Current restricted cash for operating obligations of the *PGN FSRU Lampung* was \$11.9 million and long-term restricted cash required under the Lampung facility was \$14.1 million as of June 30, 2017.

The Partnership's book value and outstanding principal of total long-term debt was \$557.3 million and \$563.1 million, respectively, as of June 30, 2017, including long-term debt financing our FSRUs, and the revolving credit facility and seller's credit note due to owners and affiliates. This includes 100% of the long-term debt of the *Höegh Grace* entities which are consolidated. The long-term debt is repayable in quarterly installments of \$11.4 million. As of June 30, 2017, the Partnership had outstanding interest rate swap agreements for a total notional amount of \$434.8 million to hedge against the interest rate risks of its long-term debt under the Lampung, Gallant and Grace facilities. For additional information, refer to "Qualitative and Quantitative Disclosure About Market Risk" and note 16 to the unaudited condensed interim consolidated financial statements. As of June 30, 2017, the Partnership's total current liabilities exceeded total current assets by \$22.5 million. This is partly a result of mark-to-market valuations of its interest rate swaps (derivative instruments) of \$3.8 million and the current portion of long-term debt of \$45.5 million being classified current while the restricted cash of \$14.1 million associated with the Lampung facility is classified as long-term asset. We do not plan to terminate the interest rate swaps before their maturity and, as a result, we will not realize these liabilities. Further, the current portion of long-term debt reflects principal payments for the next twelve months which will be funded, for the most part, by future cash flows from operations. We do not intend to maintain a cash balance to fund our next twelve months' net liabilities. The Partnership believes its current resources, including the undrawn balance under the revolving credit facility, are sufficient to meet the Partnership's working capital requirements for its current business for the next twelve months.

On May 15, 2017, the Partnership paid a quarterly cash distribution with respect to the quarter ended March 31, 2017 of \$0.43 per unit. The total amount of the distribution was \$14.4 million.

On August 14, 2017, the Partnership paid a quarterly cash distribution with respect to the quarter ended June 30, 2017 of \$0.43 per unit which corresponds to an annualized distribution of \$1.72 per unit. The total amount of the distribution was \$14.4 million.

In August 2017, the Partnership drew \$4.0 million on the revolving credit facility.

In the second quarter of 2017, the Partnership filed and was paid \$0.6 million of claims for indemnification from Höegh LNG for the three months ended March 31, 2017 for non-budgeted expenses under the omnibus agreement related to the *PGN FSRU Lampung* and losses with respect to the commencement of services under the time charter with EgyptCo pursuant to the contribution, purchase and sale agreement for the acquisition of the *Höegh Gallant*. The Partnership filed claims for \$0.2 million in the third quarter of 2017 for indemnification of the additional warranty cost for the Mooring for the three months ended June 30, 2017. In the third quarter of 2017, the Partnership was paid \$1.1 million for warranty costs incurred as of June 30, 2017 based on claims filed for the second quarter of 2017 and

earlier periods.

Please read notes 6, 14 and 17 to our unaudited condensed interim consolidated financial statements included in this Report for more information.

### *Cash Flows*

The following table summarizes our net cash flows from operating, investing and financing activities and our cash and cash equivalents for the periods presented:

(in thousands of U.S. dollars)	Three months ended		Six months ended	
	June 30, 2017	2016	June 30, 2017	2016
Net cash provided by (used in) operating activities	\$ 15,178	7,493	34,755	\$ 19,436
Net cash provided by (used in) investing activities	446	2,788	5,057	4,994
Net cash provided by (used in) financing activities	(18,939)	(18,566)	(43,275)	(39,292)
Increase (decrease) in cash and cash equivalents	(3,315)	(8,285)	(3,463)	(14,862)
Cash and cash equivalents, beginning period	18,767	26,291	18,915	32,868
Cash and cash equivalents, end of period	\$ 15,452	18,006	15,452	\$ 18,006

**Six Months ended June 30, 2017 Compared with the Six Months ended June 30, 2016**

***Net Cash Provided by (Used in) Operating Activities***

Net cash provided by operating activities was \$34.8 million for the six months ended June 30, 2017, an increase of \$15.4 million compared with \$19.4 million for the six months ended June 30, 2016. Cash provided by operating activities, before changes in working capital, increased by \$20.8 million primarily due to inclusion of the operations of the *Höegh Grace* for the six months ended June 30, 2017 compared to the six months ended June 30, 2016. As discussed further below, increased interest payments of \$2.9 million on the advances from the joint ventures for the six months ended June 30, 2017 compared to the six months ended June 30, 2016 were part of the reason for the increase in cash provided by operating activities, before changes in working capital. Changes in working capital reduced net cash provided by operating activities by \$5.0 million, a decrease of \$5.5 million from a positive contribution of \$0.5 million for the six months ended June 30, 2017 and 2016, respectively.

***Net Cash Provided by (Used in) Investing Activities***

Net cash provided by investing activities was \$5.1 million and \$5.0 million for the six months ended June 30, 2017 and 2016, respectively. The increase in net cash provided by investing activities of \$0.1 million between the periods was the result of \$3.8 million in cash acquired in the purchase of the *Höegh Grace* entities, a \$4.0 million decrease in the receipts from principal repayments on advances to joint ventures, \$0.5 million less expenditures for vessels and other equipment and \$0.1 million in increased receipts from repayment on principal on the direct financing lease related to the *PGN FSRU Lampung*. The joint ventures have repaid the original principal on the advances to joint ventures and all of the payments for the six months ended June 30, 2017 represent payments of interest, including accrued interest repaid at the end of the loans. Interest payments are treated as return on investment and included as a component of net cash provided by operating activities in the consolidated statements of cash flows. For the six months ended June 30, 2017, cash provided by investing activities includes \$1.7 million in receipts of repayment on principal on the direct financing lease since the *PGN FSRU Lampung* is accounted for as a financial lease compared to \$1.6 million for the corresponding period of 2016.

***Net Cash Provided by (Used in) Financing Activities***

Net cash used in financing activities for the six months ended June 30, 2017 was \$43.3 million compared with net cash used in financing activities of \$39.3 million for the six months ended June 30, 2016.



## Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Net cash used in financing activities for the six months ended June 30, 2017 was mainly due to the repayment of \$9.5 million on the Lampung facility, \$6.6 million on the Gallant facility, \$6.6 million on the Grace facility, payment of \$1.3 million on a customer loan for funding of VAT on import in Indonesia, our payment of cash distributions to our unitholders of \$28.2 million and cash distributions to non-controlling interest of \$3.9 million. This was partially offset by receipt of \$11.7 million under the revolving credit facility and \$1.0 million from Höegh LNG for the indemnification claimed for non-budgeted expenses and losses incurred for technical issues related to 2016 and the first quarter of 2017.

Net cash used in financing activities during the six months ended June 30, 2016 was mainly due to the repayment of \$9.5 million on the Lampung facility and \$6.6 million on the Gallant facility, payment of \$2.9 million on a customer loan for funding of VAT on import in Indonesia, and our payment of cash distributions to our unitholders of \$21.9 million. This was partially offset by the receipt of \$1.3 million from Höegh LNG for the indemnification claim for non-budgeted expenses related to 2015 and the first quarter of 2016.

As a result of the foregoing, cash and cash equivalents decreased by \$3.5 million for the six months ended June 30, 2017 and decreased by \$14.9 million for the six months ended June 30, 2016.

### **Three Months Ended June 30, 2017 Compared with the Three Months Ended June 30, 2016**

#### ***Net Cash Provided by (Used in) Operating Activities***

Net cash provided by operating activities was \$15.2 million for the three months ended June 30, 2017, an increase of \$7.7 million compared with \$7.5 million for the three months ended June 30, 2016. Cash provided by operating activities, before changes in working capital, increased by \$10.7 million primarily due to inclusion of the operations of the *Höegh Grace* for the three months ended June 30, 2017 compared to the three months ended June 30, 2016. As discussed further below, increased interest payments of \$1.5 million on the advances from the joint ventures for the three months ended June 30, 2017 compared to the three months ended June 30, 2016 were part of the reason for the increase in cash provided by operating activities, before changes in working capital. However, net cash provided by changes in working capital decreased by \$3.0 million for the three months ended June 30, 2017 compared to the three months ended June 30, 2016, mainly due to increased restricted cash in our Indonesian subsidiary.

#### ***Net Cash Provided by (Used in) Investing Activities***

Net cash provided by investing activities was \$0.4 million and \$2.8 million for the three months ended June 30, 2017 and 2016, respectively. The decrease in net cash provided by investing activities of \$2.4 million between the periods was mainly the result of a \$2.3 million decrease in the receipts from principal repayments on advances to joint ventures and the payment of \$0.4 million of the working capital adjustment related to the acquisition of the *Höegh Grace* entities. The joint ventures have repaid the original principal on the advances to joint ventures and all of the payments for the three months ended June 30, 2017 represent payments of interest, including accrued interest repaid at the end of the loans. Interest payments are treated as return on investment and included as a component of net cash provided by operating activities in the consolidated statements cash flow. For the three months ended June 30, 2017, cash provided by investing activities includes \$0.9 million in receipts of repayment on principal on the direct financing lease since the *PGN FSRU Lampung* is accounted for as a financial lease compared to \$0.8 million for the corresponding period of 2016.

#### ***Net Cash Provided by (Used in) Financing Activities***

Net cash used in financing activities for the three months ended June 30, 2017 was \$18.9 million compared with \$18.6 million for the three months ended June 30, 2016.

Net cash used in financing activities for the three months ended June 30, 2017 was mainly due to the quarterly repayment of \$4.8 million on the Lampung facility, \$3.3 million on the Gallant facility and \$3.3 million on the Grace facility, our payment of cash distributions to our unitholders of \$14.4 million and cash distributions to non-controlling interest of \$3.9 million. This was partially offset by receipt of \$10.1 million under the revolving credit facility and \$0.6 million from Höegh LNG for the indemnification claimed for non-budgeted expenses and losses incurred for technical issues related to first quarter of 2017.

Net cash used in financing activities for the three months ended June 30, 2016 was mainly due to the quarterly repayment of \$4.8 million on the Lampung facility and \$3.3 million on the Gallant facility, and our payment of cash distributions to our unitholders of \$11.0 million. This was partially offset by the receipt of \$0.3 million from Höegh LNG for the indemnification claim for non-budgeted expenses related to first quarter of 2016.

As a result of the foregoing, cash and cash equivalents decreased by \$3.3 million and \$8.3 million for the three months ended June 30, 2017 and 2016, respectively.

#### **Qualitative and Quantitative Disclosures About Market Risk**

We are exposed to various market risks, including foreign exchange risk, interest rate risk, credit risk and concentrations of risk.

*Foreign Exchange Risk*

All financing, interest expenses from financing and most of the Partnership's revenue and expenditures for vessel improvements are denominated in U.S. dollars. Certain operating expenses can be denominated in currencies other than U.S. dollars. For the three months ended June 30, 2017, and 2016, no derivative financial instruments have been used to manage foreign exchange risk. The Gallant time charter provides that revenues are denominated 90% in U.S. dollars and 10% in Egyptian pounds, or as otherwise agreed between the parties from time to time. For the three and six months ended June 30, 2017, the revenues from the *Höegh Gallant* were denominated 94% in U.S. dollars and 6% in Egyptian pounds. The revenues from the *Höegh Gallant* were denominated 93% and 92% in U.S. dollars and 7% and 8% in Egyptian pounds for the three and six months ended June 30, 2016, respectively. A limited amount of operating expenses was also denominated in Egyptian pounds. Due to restrictions in Egypt, exchangeability between Egyptian pounds and other currencies was more than temporarily lacking or limited during 2016 and 2017. There are two official published rates for Egyptian pounds. The lower rate is applied in the Partnership's consolidated financial statements for revenues, expenses, assets and liabilities. For most of 2016 and all of 2017, the Partnership has agreed to the payment of monthly revenues denominated in Egyptian pounds that align with its working capital needs for the next month which reduces its foreign exchange rate exposure to a minimal amount and the risk of loss should the Egyptian pound be devalued.

*Interest Rate Risk*

Interest rate swaps are utilized to exchange a receipt of floating interest for a payment of fixed interest to reduce the exposure to interest rate variability on our outstanding floating-rate debt. As of June 30, 2017 there are interest rate swap agreements on the Lampung, Gallant and Grace facilities floating rate debt that are designated as cash flow hedges for accounting purposes. As of June 30, 2017, the following interest rate swap agreements were outstanding:

<b>(in thousands of U.S. dollars)</b>	<b>Interest rate index</b>	<b>Notional amount</b>	<b>Fair value carrying amount liability</b>	<b>Term</b>	<b>Fixed interest rate (1)</b>
LIBOR-based debt					
Lampung interest rate swaps (2)	LIBOR	\$ 164,677	(5,625 )	Sept 2026	2.8%
Gallant interest rate swaps (2)	LIBOR	129,188	(823 )	Sept 2019	1.9%
Grace interest rate swaps (2)	LIBOR	\$ 140,938	(2,219 )	March 2020	2.3%

- 1) Excludes the margins paid on the floating-rate debt.
- 2) All interest rate swaps are U.S. dollar denominated and principal amount reduces quarterly.

### *Credit Risk*

Credit risk is the exposure to credit loss in the event of non-performance by the counterparties related to cash and cash equivalents, restricted cash, trade receivables and interest rate swap agreements. In order to minimize counterparty risk, bank relationships are established with counterparties with acceptable credit ratings at the time of the transactions. Credit risk related to receivables is limited by performing ongoing credit evaluations of the customers' financial condition. In addition, Höegh LNG guarantees the payment of the *Höegh Gallant* time charter hire by EgyptCo under certain circumstances.

### *Concentrations of Risk*

Financial instruments, which potentially subject the Partnership to significant concentrations of credit risk, consist principally of cash and cash equivalents, restricted cash, trade receivables and derivative contracts (interest rate swaps). The maximum exposure to loss due to credit risk is the book value at the balance sheet date. The Partnership does not have a policy of requiring collateral or security. Cash and cash equivalents and restricted cash are placed with qualified financial institutions. Periodic evaluations are performed of the relative credit standing of those financial institutions. In addition, exposure is limited by diversifying among counterparties. There are three charterers so there is a concentration of risk related to trade receivables. Credit risk related to trade receivables is limited by performing ongoing credit evaluations of the customer's financial condition. In addition, Höegh LNG guarantees the payment of the *Höegh Gallant* time charter hire by EgyptCo under certain circumstances. No allowance for doubtful accounts was recorded for the three month periods ended June 30, 2017 and 2016 and the year ended December 31, 2016. While the maximum exposure to loss due to credit risk is the book value of trade receivables at the balance sheet date, should any of the time charters terminate prematurely, there could be delays in obtaining a new time charter and the rates could be lower depending upon the prevailing market conditions

***Non-GAAP Financial Measure***

*Segment EBITDA.* EBITDA is defined as earnings before interest, depreciation and amortization and taxes. Segment EBITDA is defined as earnings before interest, depreciation and amortization, taxes and other financial items less non-controlling interest in Segment EBITDA. Other financial items consist of gains and losses on derivative instruments and other items, net (including foreign exchange gains and losses and withholding tax on interest expenses). Segment EBITDA is used as a supplemental financial measure by management and external users of financial statements, such as the Partnership's lenders, to assess its financial and operating performance. The Partnership believes that Segment EBITDA assists its management and investors by increasing the comparability of its performance from period to period and against the performance of other companies in the industry that provide Segment EBITDA information. This increased comparability is achieved by excluding the potentially disparate effects between periods or companies of interest, other financial items, depreciation and amortization and taxes, which items are affected by various and possibly changing financing methods, capital structure and historical cost basis and which items may significantly affect net income between periods. The Partnership believes that including Segment EBITDA as a financial and operating measure benefits investors in (a) selecting between investing in it and other investment alternatives and (b) monitoring its ongoing financial and operational strength in assessing whether to continue to hold common units. Segment EBITDA is a non-GAAP financial measure and should not be considered as an alternative to net income, operating income or any other measure of financial performance presented in accordance with U.S. GAAP. Segment EBITDA excludes some, but not all, items that affect net income, and these measures may vary among other companies. Therefore, Segment EBITDA as presented below may not be comparable to similarly titled measures of other companies. The following tables reconcile Segment EBITDA for each of the segments and the Partnership as a whole to net income (loss), the comparable U.S. GAAP financial measure, for the periods presented:

(in thousands of U.S. dollars)	Six months ended June 30, 2017					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations(1)	Consolidated reporting
Reconciliation to net income (loss)						
Net income (loss)	\$27,099	6,360	(5,058)	28,401		\$ 28,401 (3)
Interest income	—	(24)	(243)	(267)	24	(243) (4)
Interest expense	13,282	6,987	2,206	22,475	(6,987)	15,488 (4)
Depreciation and amortization	10,526	4,916	—	15,442	(4,916)	10,526 (5)
Other financial items (2)	1,291	(1,693)	23	(379)	1,693	1,314 (6)
Income tax (benefit) expense	3,797	—	—	3,797		3,797
<i>Equity in earnings of JVs:</i>						
Interest (income) expense, net	—	—	—	—	6,963	6,963 (4)
<i>Equity in earnings of JVs:</i>						
Depreciation and amortization	—	—	—	—	4,916	4,916 (5)
<i>Equity in earnings of JVs:</i>						
Other financial items (2)	—	—	—	—	(1,693)	(1,693) (6)
Non-controlling interest in Segment EBITDA	(10,417)	—	—	(10,417)		(10,417)
Segment EBITDA	\$45,578	16,546	(3,072)	59,052		\$ 59,052

Eliminations reverse each of the income statement reconciling line items of the proportional amounts for Joint venture FSRUs that are reflected in the consolidated net income for the Partnership's share of the Joint venture (1) FSRUs net income (loss) on the Equity in earnings (loss) of joint ventures line item in the consolidated income statement. Separate adjustments from the consolidated net income to Segment EBITDA for the Partnership's share of the Joint venture FSRUs are included in the reconciliation lines starting with “*Equity in earnings of JVs.*”

(2) Other financial items consist of gains and losses on derivative instruments and other items, net including foreign exchange gains or losses and withholding tax on interest expense.

(3) There is no adjustment between net income for Total Segment reporting and the Consolidated reporting because the net income under the proportional consolidation and equity method of accounting is the same.

(4) Interest income and interest expense for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the interest income and interest expense in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs: Interest (income) expense* for the Consolidated reporting.

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

(5) Depreciation and amortization for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the depreciation and amortization in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Depreciation and amortization for the Consolidated reporting.

(6) Other financial items for the Joint venture FSRUs is eliminated from the Segment reporting to agree to the Other financial items in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Other financial items for the Consolidated reporting.



(in thousands of U.S. dollars)	Six months ended June 30, 2016						
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)		Other	Total Segment reporting	Eliminations(1)	Consolidated reporting
		FSRUs	(proportional consolidation)				
Reconciliation to net income (loss)							
Net income (loss)	\$16,665	(8,575	)	(5,068)	3,022		\$ 3,022 (3)
Interest income	—	—		(505 )	(505 )	— (4)	(505 )
Interest expense	10,257	7,652		2,503	20,412	(7,652 )(4)	12,760
Depreciation and amortization	5,265	4,755		—	10,020	(4,755 )(5)	5,265
Other financial items(2)	1,301	13,184		38	14,523	(13,184 )(6)	1,339
Income tax (benefit) expense	946	—		3	949		949
<i>Equity in earnings of JVs:</i>							
Interest (income) expense, net	—	—		—	—	7,652 (4)	7,652
<i>Equity in earnings of JVs:</i>							
Depreciation and amortization	—	—		—	—	4,755 (5)	4,755
<i>Equity in earnings of JVs:</i>							
Other financial items(2)	—	—		—	—	13,184 (6)	13,184
Segment EBITDA	\$34,434	17,016		(3,029)	48,421		\$ 48,421

Eliminations reverse each of the income statement reconciling line items of the proportional amounts for Joint venture FSRUs that are reflected in the consolidated net income for the Partnership's share of the Joint venture (1) FSRUs net income (loss) on the Equity in earnings (loss) of joint ventures line item in the consolidated income statement. Separate adjustments from the consolidated net income to Segment EBITDA for the Partnership's share of the Joint venture FSRUs are included in the reconciliation lines starting with "*Equity in earnings of JVs.*"

(2) Other financial items consist of gains and losses on derivative instruments and other items, net including foreign exchange gains or losses and withholding tax on interest expense.

(3) There is no adjustment between net income for Total Segment reporting and the Consolidated reporting because the net income under the proportional consolidation and equity method of accounting is the same.

(4) Interest income and interest expense for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the interest income and interest expense in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs: Interest (income) expense* for the Consolidated reporting.

(5) Depreciation and amortization for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the depreciation and amortization in the Consolidated reporting and reflected as a separate adjustment to the

equity accounting on the line *Equity in earnings of JVs*: Depreciation and amortization for the Consolidated reporting.

Other financial items for the Joint venture FSRUs is eliminated from the Segment reporting to agree to the Other (6) financial items in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Other financial items for the Consolidated reporting.

(in thousands of U.S. dollars)	Three months ended June 30, 2017					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations(1)	Consolidated reporting
Reconciliation to net income (loss)						
Net income (loss)	\$13,094	1,551	(2,433)	12,212		\$ 12,212 (3)
Interest income	—	(13 )	(113 )	(126 )	13 (4)	(113 )
Interest expense	6,615	3,442	1,137	11,194	(3,442 )(4)	7,752
Depreciation and amortization	5,263	2,476	—	7,739	(2,476 )(5)	5,263
Other financial items (2)	1,166	785	9	1,960	(785 )(6)	1,175
Income tax (benefit) expense	2,042	—	—	2,042		2,042
<i>Equity in earnings of JVs:</i>						
Interest (income) expense, net	—	—	—	—	3,429 (4)	3,429
<i>Equity in earnings of JVs:</i>						
Depreciation and amortization	—	—	—	—	2,476 (5)	2,476
<i>Equity in earnings of JVs:</i>						
Other financial items (2)	—	—	—	—	785 (6)	785
Non-controlling interest in Segment EBITDA	(5,423 )	—	—	(5,423 )		(5,423 )
Segment EBITDA	\$22,757	8,241	(1,400)	29,598		\$ 29,598

Eliminations reverse each of the income statement reconciling line items of the proportional amounts for Joint venture FSRUs that are reflected in the consolidated net income for the Partnership's share of the Joint venture (1) FSRUs net income (loss) on the Equity in earnings (loss) of joint ventures line item in the consolidated income statement. Separate adjustments from the consolidated net income to Segment EBITDA for the Partnership's share of the Joint venture FSRUs are included in the reconciliation lines starting with “*Equity in earnings of JVs.*”

(2) Other financial items consist of gains and losses on derivative instruments and other items, net including foreign exchange gains or losses and withholding tax on interest expense.

(3) There is no adjustment between net income for Total Segment reporting and the Consolidated reporting because the net income under the proportional consolidation and equity method of accounting is the same.

(4) Interest income and interest expense for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the interest income and interest expense in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs: Interest (income) expense* for the Consolidated reporting.

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

(5) Depreciation and amortization for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the depreciation and amortization in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Depreciation and amortization for the Consolidated reporting.

(6) Other financial items for the Joint venture FSRUs is eliminated from the Segment reporting to agree to the Other financial items in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Other financial items for the Consolidated reporting.

(in thousands of U.S. dollars)	Three months ended June 30, 2016						
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)		Other	Total Segment reporting	Eliminations(1)	Consolidated reporting
		FSRUs	(proportional consolidation)				
Reconciliation to net income (loss)							
Net income (loss)	\$8,489	(1,866	) (2,561)	4,062			\$ 4,062 (3)
Interest income	—	—	(232 )	(232 )	—	(4)	(232 )
Interest expense	5,102	3,787	1,252	10,141	(3,787 )	(4)	6,354
Depreciation and amortization	2,636	2,376	—	5,012	(2,376 )	(5)	2,636
Other financial items(2)	620	4,174	16	4,810	(4,174 )	(6)	636
Income tax (benefit) expense	500	—	1	501			501
<i>Equity in earnings of JVs:</i>							
Interest (income) expense, net	—	—	—	—	3,787	(4)	3,787
<i>Equity in earnings of JVs:</i>							
Depreciation and amortization	—	—	—	—	2,376	(5)	2,376
<i>Equity in earnings of JVs:</i>							
Other financial items(2)	—	—	—	—	4,174	(6)	4,174
Segment EBITDA	\$17,347	8,471	(1,524)	24,294			\$ 24,294

Eliminations reverse each of the income statement reconciling line items of the proportional amounts for Joint venture FSRUs that are reflected in the consolidated net income for the Partnership's share of the Joint venture

(1) FSRUs net income (loss) on the Equity in earnings (loss) of joint ventures line item in the consolidated income statement. Separate adjustments from the consolidated net income to Segment EBITDA for the Partnership's share of the Joint venture FSRUs are included in the reconciliation lines starting with "Equity in earnings of JVs."

(2) Other financial items consist of gains and losses on derivative instruments and other items, net including foreign exchange gains or losses and withholding tax on interest expense.

(3) There is no adjustment between net income for Total Segment reporting and the Consolidated reporting because the net income under the proportional consolidation and equity method of accounting is the same.

(4) Interest income and interest expense for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the interest income and interest expense in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs: Interest (income) expense* for the Consolidated reporting.

(5) Depreciation and amortization for the Joint venture FSRUs is eliminated from the Total Segment reporting to agree to the depreciation and amortization in the Consolidated reporting and reflected as a separate adjustment to the

equity accounting on the line *Equity in earnings of JVs*: Depreciation and amortization for the Consolidated reporting.

Other financial items for the Joint venture FSRUs is eliminated from the Segment reporting to agree to the Other (6) financial items in the Consolidated reporting and reflected as a separate adjustment to the equity accounting on the line *Equity in earnings of JVs*: Other financial items for the Consolidated reporting.

## FORWARD LOOKING STATEMENTS

This report contains certain forward-looking statements concerning future events and our operations, performance and financial condition. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words “believe,” “anticipate,” “expect,” “estimate,” “project,” “will be,” “will continue,” “will likely result,” “plan,” “intend” or words or phrases of similar meanings. statements involve known and unknown risks and are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially include, but are not limited to:

- FSRU and LNG carrier market trends, including hire rates and factors affecting supply and demand;
- our anticipated growth strategies;
- our anticipated receipt of dividends and repayment of indebtedness from subsidiaries and joint ventures;
- effects of volatility in global prices for crude oil and natural gas
- the effect of the worldwide economic environment;
- turmoil in the global financial markets;
- fluctuations in currencies and interest rates;
- general market conditions, including fluctuations in hire rates and vessel values;
- changes in our operating expenses, including drydocking and insurance costs;
- our ability to make or increase cash distributions on our units and the amount of any such distributions;

our ability to comply with financing agreements and the expected effect of restrictions and covenants in such agreements;

·the future financial condition of our existing or future customers;

·our ability to make additional borrowings and to access public equity and debt capital markets;

·planned capital expenditures and availability of capital resources to fund capital expenditures;

·the exercise of purchase options by our customers;

·our ability to maintain long-term relationships with our customers;

·our ability to leverage Höegh LNG's relationships and reputation in the shipping industry;

our ability to consummate the acquisition of the 23.5% interest in the joint ventures that own the Neptune and the GDF Suez Cape Ann from MOL which depends on, but is not limited to, the execution of a definitive purchase agreement and other definitive documentation and receipt of board approvals for the Acquisition; the timing of the Acquisition and the satisfaction of the conditions to closing thereof; the Partnership's ability to finance the acquisition;

our ability to purchase the 49% interest in the *Höegh Grace* entities or additional vessels from Höegh LNG in the future;

our ability to integrate and realize the anticipated benefits from the acquisition of the 51% interest in the *Höegh Grace* entities;

·our continued ability to enter into long-term, fixed-rate charters;



- the operating performance of our vessels and any related claims by customers;
- our ability to maximize the use of our vessels, including the redeployment or disposition of vessels no longer under long-term charters;
- expected pursuit of strategic opportunities, including the acquisition of vessels;
- our ability to compete successfully for future chartering and newbuilding opportunities;
- timely acceptance of our vessels by their charterers;
  - termination dates and extensions of charters;
- the cost of, and our ability to comply with, governmental regulations and maritime self-regulatory organization standards, as well as standard regulations imposed by our charterers applicable to our business;
- demand in the FSRU sector or the LNG shipping sector in general and the demand for our vessels in particular;
- availability of skilled labor, vessel crews and management;
- our incremental general and administrative expenses as a publicly traded limited partnership and its fees and expenses payable under our ship management agreements, the technical information and services agreement and the administrative services agreements;
- the anticipated taxation of the Partnership and distributions to unitholders;
- estimated future maintenance and replacement capital expenditures;
- our ability to retain key employees;
- customers' increasing emphasis on environmental and safety concerns;

- potential liability from any pending or future litigation;
  
- potential disruption of shipping routes due to accidents, political events, piracy or acts by terrorists;
  
- future sales of our common units in the public market;
  
- our business strategy and other plans and objectives for future operations;
  
- our ability to successfully remediate any material weaknesses in our internal control over financial reporting and our disclosure controls and procedures; and
  
- other factors listed from time to time in the reports and other documents that we files with the SEC, including our Annual Report on Form 20-F for the year ended December 31, 2016 and subsequent quarterly reports on Form 6-K.

All forward-looking statements included in this report are made only as of the date of this report. New factors emerge from time to time, and it is not possible for the Partnership to predict all of these factors. Further, the Partnership cannot assess the impact of each such factor on its business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement. The Partnership does not intend to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with respect thereto or any change in events, conditions or circumstances on which any such statement is based.

**HÖEGH LNG PARTNERS LP**

**INDEX TO UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**Table of Contents**

	<b>Page</b>
<u>Unaudited Condensed Interim Consolidated Statements of Income for the Three and Six Months Ended June 30, 2017 and 2016</u>	F-2
<u>Unaudited Condensed Interim Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 30, 2017 and 2016</u>	F-3
<u>Unaudited Condensed Interim Consolidated Balance Sheets as of June 30, 2017 and December 31, 2016</u>	F-4
<u>Unaudited Condensed Interim Consolidated Statements of Changes in Partners' Capital for the Six Months Ended June 30, 2017 and the Year Ended December 31, 2016</u>	F-6
<u>Unaudited Condensed Interim Consolidated Statements of Cash Flows for the Three and Six Months Ended June 30, 2017 and 2016</u>	F-7
<u>Notes to Unaudited Condensed Interim Consolidated Financial Statements</u>	F-9

F-1

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED  
STATEMENTS OF INCOME****(in thousands of U.S. dollars, except per unit amounts)**

		Three months ended		Six months ended	
		June 30,		June 30,	
	Notes	2017	2016	2017	2016
<b>REVENUES</b>					
Time charter revenues	5	\$ 35,024	22,785	70,101	\$44,454
Total revenues	5	35,024	22,785	70,101	44,454
<b>OPERATING EXPENSES</b>					
Vessel operating expenses		(5,628 )	(4,252 )	(11,805 )	(8,034 )
Construction contract expenses	6	(151 )	(315 )	(151 )	(315 )
Administrative expenses		(2,465 )	(2,395 )	(5,222 )	(4,700 )
Depreciation and amortization	10	(5,263 )	(2,636 )	(10,526 )	(5,265 )
Total operating expenses		(13,507 )	(9,598 )	(27,704 )	(18,314 )
Equity in earnings (losses) of joint ventures	5,13	1,551	(1,866 )	6,360	(8,575 )
Operating income (loss)	5	23,068	11,321	48,757	17,565
<b>FINANCIAL INCOME (EXPENSE), NET</b>					
Interest income		113	232	243	505
Interest expense		(7,752 )	(6,354 )	(15,488 )	(12,760 )
Gain (loss) on derivative instruments		247	326	910	662
Other items, net		(1,422 )	(962 )	(2,224 )	(2,001 )
Total financial income (expense), net	7	(8,814 )	(6,758 )	(16,559 )	(13,594 )
Income (loss) before tax		14,254	4,563	32,198	3,971
Income tax expense	8	(2,042 )	(501 )	(3,797 )	(949 )
Net income (loss)	5	\$ 12,212	4,062	28,401	\$3,022
Non-controlling interest in net income		2,812	—	5,556	—
Partners' interest in net income (loss)		\$9,400	4,062	22,845	\$3,022
<b>Earnings per unit</b>					
Common unit public (basic and diluted)	18	\$0.28	\$0.15	\$0.68	\$0.11
Common unit Höegh LNG (basic and diluted)	18	\$0.30	\$0.16	\$0.71	\$0.12
Subordinated unit (basic and diluted)	18	\$0.30	\$0.16	\$0.71	\$0.12

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED  
STATEMENTS OF COMPREHENSIVE INCOME****(in thousands of U.S. dollars)**

		Three months ended		Six months ended	
		June 30,		June 30,	
	Notes	2017	2016	2017	2016
Net income (loss)		\$ 12,212	4,062	28,401	\$ 3,022
Unrealized gains (losses) on cash flow hedge	16	(1,029 )	(2,349 )	111	(8,387 )
Income tax benefit (expense)	16	(83 )	(82 )	(175 )	(146 )
Other comprehensive income (loss)		(1,112 )	(2,431 )	(64 )	(8,533 )
Comprehensive income (loss)		\$ 11,100	1,631	28,337	\$ (5,511 )
Non-controlling interest in comprehensive income		2,640	—	5,541	—
Partners' interest in comprehensive income (loss)		\$ 8,460	1,631	22,796	\$ (5,511 )

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED  
BALANCE SHEETS****(in thousands of U.S. dollars)**

	Notes	As of June 30, 2017	December 31, 2016
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	15	\$15,452	\$ 18,915
Restricted cash	15	11,918	8,055
Trade receivables		6,719	2,088
Amounts due from affiliates	14,15	4,169	4,237
Advances to joint ventures	9,15	4,623	6,275
Inventory		666	697
Current portion of net investment in direct financing lease		3,642	3,485
Prepaid expenses and other receivables		840	609
Total current assets		48,029	44,361
Long-term assets			
Restricted cash	15	14,076	14,154
Cash designated for acquisition	4	—	91,768
Vessels, net of accumulated depreciation	10	689,241	342,591
Other equipment		597	592
Intangibles and goodwill	11	26,200	16,241
Advances to joint ventures	9,15	—	943
Net investment in direct financing lease		284,765	286,626
Long-term deferred tax asset	8	72	791
Other long-term assets		10,633	12,400
Total long-term assets		1,025,584	766,106
Total assets		\$1,073,613	\$ 810,467

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED  
BALANCE SHEETS****(in thousands of U.S. dollars)**

	Notes	As of June 30, 2017	December 31, 2016
<b>LIABILITIES AND EQUITY</b>			
Current liabilities			
Current portion of long-term debt	12,15	\$45,458	\$ 32,208
Trade payables		283	972
Amounts due to owners and affiliates	14,15	615	1,374
Value added and withholding tax liability		1,082	796
Derivative instruments	15,16	3,825	3,534
Accrued liabilities and other payables		19,289	18,932
Total current liabilities		70,552	57,816
Long-term liabilities			
Accumulated losses of joint ventures	13	19,526	25,886
Long-term debt	12,15	457,169	300,440
Revolving credit and seller's credit due to owners and affiliates	14,15	54,705	43,005
Derivative instruments	15,16	4,842	3,511
Long-term tax liability		2,452	2,228
Long-term deferred tax liability		2,766	1,556
Other long-term liabilities		10,485	11,235
Total long-term liabilities		551,945	387,861
Total liabilities		622,497	445,677
<b>EQUITY</b>			
Common units public		318,439	321,091
Common units Höegh LNG		6,689	6,849
Subordinated units		41,591	42,586
Accumulated other comprehensive income (loss)		(5,785 )	(5,736 )
Total partners' capital		360,934	364,790
Non-controlling interest		90,182	—
Total equity		451,116	364,790
Total liabilities and equity		\$1,073,613	\$ 810,467

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED****STATEMENTS OF CHANGES IN PARTNERS' CAPITAL****(in thousands of U.S. dollars)**

	Partners' Capital						
	Common Units Public	Common Units Höegh LNG	Sub- ordinated Units	Accumulated Other Comprehensive Income	Non- controlling interest	Total Equity	
Consolidated balance as of December 31, 2015	\$209,372	6,604	41,063	(7,241 )	—	\$249,798	
Net income	18,133	3,221	20,023	—	—	41,377	
Cash distributions to unitholders	(18,225 )	(3,554 )	(22,098 )	—	—	(43,877 )	
Cash contribution from Höegh LNG	—	532	3,311	—	—	3,843	
Other comprehensive loss	—	—	—	1,505	—	1,505	
Net proceeds from issuance of common units	111,529	—	—	—	—	111,529	
Issuance of units for Board of Directors' fee	189	—	—	—	—	189	
Other and contributions from owners	93	46	287	—	—	426	
Consolidated balance as of December 31, 2016	321,091	6,849	42,586	(5,736 )	—	364,790	
Non-controlling interest acquired from the purchase of the <i>Höegh Grace</i> entities	—	—	—	—	88,561	88,561	
Net income	11,940	1,511	9,394	—	5,556	28,401	
Cash distributions to unitholders	(14,861 )	(1,842 )	(11,452 )	—	—	(28,155 )	
Cash distributions to non-controlling interest	—	—	—	—	(3,920 )	(3,920 )	
Cash contribution from Höegh LNG	—	140	869	—	—	1,009	
Other comprehensive income	—	—	—	(49 )	(15 )	(64 )	
Issuance of units for Board of Directors' fees	189	—	—	—	—	189	
Contributions from owners	80	31	194	—	—	305	
Consolidated balance as of June 30, 2017	\$318,439	6,689	41,591	(5,785 )	90,182	\$451,116	

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*



**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED****STATEMENTS OF CASH FLOWS****(in thousands of U.S. dollars)**

	Three months ended		Six months ended	
	June 30,		June 30,	
	2017	2016	2017	2016
<b>OPERATING ACTIVITIES</b>				
Net income (loss)	\$ 12,212	4,062	28,401	\$ 3,022
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Depreciation and amortization	5,263	2,636	10,526	5,265
Equity in losses (earnings) of joint ventures	(1,551 )	1,866	(6,360 )	8,575
Changes in accrued interest income on advances to joint ventures	1,398	(138 )	2,595	(303 )
Amortization of deferred debt issuance cost and fair value of debt assumed	210	520	423	1,043
Amortization in revenue for above market contract	906	598	1,801	1,196
Changes in accrued interest expense	93	(273 )	(96 )	(221 )
Net currency exchange losses (gains)	787	23	921	(27 )
Unrealized loss (gain) on derivative instruments	(247 )	(326 )	(910 )	(662 )
Non-cash revenue: tax paid directly by charterer	(432 )	—	(432 )	—
Non-cash income tax expense: tax paid directly by charterer	432	—	432	—
Deferred tax expense and uncertain tax position	924	470	1,978	811
Issuance of units for Board of Directors' fees	189	189	189	189
Other adjustments	151	37	308	64
Changes in working capital:				
Restricted cash	(3,078 )	(453 )	(3,844 )	559
Trade receivables	182	(22 )	(185 )	(27 )
Inventory	17	16	31	33
Prepaid expenses and other receivables	690	284	1	9
Trade payables	(625 )	(395 )	(874 )	(877 )
Amounts due to owners and affiliates	(2,437 )	(3,393 )	(1,313 )	(1,174 )
Value added and withholding tax liability	652	1,595	1,909	2,446
Accrued liabilities and other payables	(558 )	197	(746 )	(485 )
Net cash provided by (used in) operating activities	15,178	7,493	34,755	19,436
<b>INVESTING ACTIVITIES</b>				
Expenditure for purchase of Höegh Grace entities	(407 )	—	(92,175)	—
Cash acquired in the purchase of the Höegh Grace entities	—	—	3,774	—
Decrease in restricted cash designated for purchase of the Höegh Grace entities	—	—	91,768	—

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Expenditure for vessel and other equipment	(8 )	(317 )	(14 )	(537 )
Receipts from repayment of principal on advances to joint ventures	—	2,316	—	3,970
Receipts from repayment of principal on direct financing lease	861	789	1,704	1,561
Net cash provided by (used in) investing activities	\$ 446	2,788	5,057	\$4,994

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

F-7

**HÖEGH LNG PARTNERS LP****UNAUDITED CONDENSED INTERIM CONSOLIDATED****STATEMENTS OF CASH FLOWS****(in thousands of U.S. dollars)**

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
<b>FINANCING ACTIVITIES</b>				
Proceeds from loans and promissory notes due to owners and affiliates	\$ 10,100	—	11,700	\$—
Repayment of long-term debt	(11,364 )	(8,053 )	(22,729 )	(16,105 )
Repayment of customer loan for funding of value added liability on import	—	—	(1,258 )	(2,869 )
Payment of debt issuance cost	—	5	—	—
Cash distributions to unitholders	(14,438 )	(10,967 )	(28,155 )	(21,934 )
Cash distributions to non-controlling interest	(3,920 )	—	(3,920 )	—
Proceeds from indemnifications received from Höegh LNG	605	292	1,009	1,257
(Increase) decrease in restricted cash	78	157	78	359
Net cash provided by (used in) financing activities	(18,939 )	(18,566 )	(43,275 )	(39,292 )
Increase (decrease) in cash and cash equivalents	(3,315 )	(8,285 )	(3,463 )	(14,862 )
Cash and cash equivalents, beginning of period	18,767	26,291	18,915	32,868
Cash and cash equivalents, end of period	\$ 15,452	18,006	15,452	\$ 18,006

*The accompanying notes are an integral part of the unaudited condensed interim consolidated financial statements.*

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 1. Description of business

Höegh LNG Partners LP (the “Partnership”) is a publicly traded Marshall Islands limited partnership initially formed for the purpose of acquiring from Höegh LNG Holdings Ltd. (“Höegh LNG”) their interests in Hoegh LNG Lampung Pte. Ltd., PT Hoegh LNG Lampung (the owner of the *PGN FSRU Lampung* and the Tower Yoke Mooring System), SRV Joint Gas Ltd. (the owner of the *Neptune*), and SRV Joint Gas Two Ltd. (the owner of the *GDF Suez Cape Ann*) in connection with the Partnership’s initial public offering of its common units (the “IPO”) which was completed in August 2014. As of June 30, 2017, the Partnership has a fleet of five floating storage regasification units (“FSRUs”).

Under the partnership agreement, the general partner has irrevocably delegated to the Partnership’s board of directors the power to oversee and direct the operations of, manage and determine the strategies and policies of the Partnership. Four of the seven board members were elected by the common unitholders at the Partnership’s first annual meeting of unitholders held on September 24, 2014. As a result, Höegh LNG, as the owner of the general partner, does not have the power to control the Partnership’s board of directors or the Partnership, and the Partnership is not considered to be under the control of Höegh LNG for United States generally accepted accounting principles (“US GAAP”) purposes. Therefore, the sale of a business from Höegh LNG to the Partnership is a change of control. As a result, the Partnership accounts for acquisitions of businesses under the purchase method of accounting and not as transfers of entities under common control.

In December 2016, the Partnership issued and sold 6,588,389 common units in an underwritten public offering (refer to note 18) to be used primarily to fund the purchase price of the acquisition of a 51% ownership interest in Höegh LNG Colombia Holding Ltd., the owner of the entities that own and operate the *Höegh Grace* (the “*Höegh Grace* entities”).

On January 3, 2017, the Partnership closed the acquisition of a 51% ownership interest in the *Höegh Grace* entities pursuant to a purchase, sale and contribution agreement that the Partnership entered into with Höegh LNG on December 1, 2016. On January 1, 2017, the Partnership entered an agreement with Höegh LNG, under which Höegh LNG granted to the Partnership the authority to make decisions about operations of Höegh LNG Colombia Holding Ltd. from January 1, 2017 to the closing date of the acquisition. As a result, the Partnership has recorded the results of operations of the entities that own and operate *Höegh Grace* in its consolidated income statement from January 1, 2017. Refer to note 4.

The Partnership's 50% interests in SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd., collectively, are referred to as the "joint ventures" and the remaining entities owned by the Partnership, as reflected in the table below are, collectively, referred to as the "subsidiaries" in these consolidated financial statements. The *PGN FSRU Lampung*, the *Höegh Gallant*, the *Höegh Grace*, the *Neptune* and the *GDF Suez Cape Ann* are FSRUs and, collectively, referred to in these consolidated financial statements as the vessels or the FSRUs. The Tower Yoke Mooring System (the "Mooring") is an offshore installation that is used to moor the *PGN FSRU Lampung* to offload the gas into an offshore pipe that transports the gas to a land terminal. PT Hoegh LNG Lampung, Hoegh LNG Cyprus Limited, the owner of the *Höegh Gallant*, Höegh LNG FSRU IV Ltd., the owner of the *Höegh Grace*, and the two joint ventures, SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd., are collectively referred to as the "FSRU-owning entities."

The *Neptune* and the *GDF Suez Cape Ann* operate under long-term time charters with expiration dates in 2029 and 2030, respectively, and, in each case, with an option for the charterer, GDF Suez Global LNG Supply SA, a subsidiary of ENGIE, to extend for up to two additional periods of five years each. The *PGN FSRU Lampung*, operates under a long term time charter which started in July 2014 with an expiration date in 2034 (with an option for the charterer to extend for up to one additional period of ten years or two additional periods of five years each) and uses the Mooring that was constructed and installed and sold to the charterer, PT PGN LNG Indonesia ("PGN LNG"), a subsidiary of PT Perusahaan Gas Negara (Persero) Tbk ("PGN"). The *Höegh Gallant* operates under a long term time charter which started in April 2015 with an expiration date in April 2020 with Hoegh LNG Egypt LLC ("EgyptCo"), a subsidiary of Höegh LNG. EgyptCo has a charter with the government-owned Egyptian Natural Gas Holding Company ("EGAS"). Pursuant to an option agreement, the Partnership has the right to cause Höegh LNG to charter the *Höegh Gallant* from the expiration or termination of the EgyptCo charter until July 2025. The *Höegh Grace* operates under a long term time charter which started in December 2016 with Sociedad Portuaria El Cayao S.A. E.S.P. ("SPEC"). The non cancellable charter period is 10 years. The initial term of the charter is 20 years. However, each party has an unconditional option to cancel the charter after 10 and 15 years without penalty. However, if SPEC waives its right to terminate in year 10 within a certain deadline, the Partnership will not be able to exercise its right to terminate in year 10.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

The following table lists the entities included in these consolidated financial statements and their purpose as of June 30, 2017.

<b>Name</b>	<b>Jurisdiction of Incorporation or Registration</b>	<b>Purpose</b>
Hoegh LNG Partners LP	Marshall Islands	Holding Company
Hoegh LNG Partners Operating LLC (100% owned)	Marshall Islands	Holding Company
Hoegh LNG Services Ltd (100% owned)	United Kingdom	Administration Services Company
Hoegh LNG Lampung Pte. Ltd. (100% owned)	Singapore	Owens 49% of PT Hoegh LNG Lampung
PT Hoegh LNG Lampung (49% owned) (1)	Indonesia	Owens <i>PGN FSRU Lampung</i>
SRV Joint Gas Ltd. (50% owned) (2)	Cayman Islands	Owens <i>Neptune</i>
SRV Joint Gas Two Ltd. (50% owned) (2)	Cayman Islands	Owens <i>GDF Suez Cape Ann</i>
Hoegh LNG FSRU III Ltd. (100% owned) (3)	Cayman Islands	Owens 100% of Hoegh LNG Cyprus Limited
Hoegh LNG Cyprus Limited (100% owned) (3)	Cyprus	Owens <i>Höegh Gallant</i>
Hoegh LNG Cyprus Limited Egypt Branch (100% owned) (3)	Egypt	Branch of Hoegh LNG Cyprus Limited
Hoegh LNG Colombia Holding Ltd. (51% owned) (4)	Cayman Islands	Owens 100% of Höegh LNG FSRU IV Ltd. and Höegh LNG Colombia S.A.S.
Hoegh LNG FSRU IV Ltd. (51% indirectly owned) (4)	Cayman Islands	Owens <i>Höegh Grace</i>
Hoegh LNG Colombia S.A.S. (51% indirectly owned) (4)	Colombia	Operating Company

(1) PT Hoegh LNG Lampung is a variable interest entity, which is controlled by Hoegh LNG Lampung Pte. Ltd. and is, therefore, 100% consolidated in the consolidated financial statements.

(2) The remaining 50% interest in each joint venture is owned by Mitsui O.S.K. Lines, Ltd. and Tokyo LNG Tanker Co.

(3) The ownership interests were acquired on October 1, 2015.

(4) The 51% ownership interests were acquired on January 3, 2017. Refer to note 4.

## **2. Significant accounting policies**

### **a. Basis of presentation**

The accompanying unaudited condensed interim consolidated financial statements are prepared in accordance with US GAAP for interim financial information. In the opinion of Management, all adjustments considered necessary for a fair presentation, which are of a normal recurring nature, have been included. All inter-company balances and transactions are eliminated. The footnotes are condensed and do not include all of the disclosures required for a complete set of financial statements. Therefore, the unaudited condensed interim consolidated financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2016, included in the Partnership's Annual Report on Form 20-F (the "Annual Report").

It has been determined that PT Hoegh LNG Lampung, Höegh LNG FSRU III Ltd., Höegh LNG Colombia Holding Ltd., SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd. are variable interest entities. A variable interest entity ("VIE") is defined by US GAAP as a legal entity where either (a) the voting rights of some investors are not proportional to their rights to receive the expected residual returns of the entity, their obligations to absorb the expected losses of the entity, or both, and substantially all of the entity's activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights, or (b) the equity holders have not provided sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support, or (c) equity interest holders as a group lack the characteristics of a controlling financial interest, including decision making ability and an interest in the entity's residual risks and rewards. The guidance requires a VIE to be consolidated if any of its interest holders are entitled to a majority of the entity's residual returns or are exposed to a majority of its expected losses.

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

Based upon the criteria set forth in US GAAP, the Partnership has determined that PT Hoegh LNG Lampung is a VIE, as the equity holders, through their equity investments, may not participate fully in the entity's expected residual returns and substantially all of the entity's activities either involve, or are conducted on behalf of, the Partnership. The Partnership is the primary beneficiary, as it has the power to make key operating decisions considered to be most significant to the VIE and receives all the expected benefits or expected losses. Therefore, 100% of the assets, liabilities, revenues and expenses of PT Hoegh LNG Lampung are included in the consolidated financial statements. Dividends may only be paid if the retained earnings are positive under Indonesian law and requirements are fulfilled under the Lampung Facility. As of June 30, 2017, PT Hoegh LNG Lampung has negative retained earnings and therefore cannot make dividend payments under Indonesia law. Under the Lampung facility, there are limitations on cash dividends and loans that can be made to the Partnership. Refer to note 12.

The Partnership has also determined that Höegh LNG FSRU III Ltd. is a VIE, as the equity investment does not provide sufficient equity to permit the entity to finance its activities without financial guarantees. The Partnership is the primary beneficiary, as it has the power to make key operating decisions considered to be most significant to the VIE and receives all the expected benefits or expected losses. Therefore, 100% of the assets, liabilities, revenues and expenses of Höegh LNG FSRU III Ltd. are included in the consolidated financial statements. Under Cayman Islands law, dividends may only be paid out of profits or capital reserves if the entity is solvent after the distribution. Under the Gallant/Grace facility, there are limitations on dividends and loans distributions that can be made to the Partnership. Refer to note 12. The Partnership is a guarantor of the Gallant/Grace facility.

Höegh LNG Colombia Holding Ltd. is a VIE since the entity would not be able to finance its activities without financial guarantees under its subsidiary's facility to finance *Höegh Grace*. As of January 1, 2017, the Partnership is the primary beneficiary, as it has the power to make key operating decisions considered to be most significant to the VIE and receives the majority of the expected benefits or expected losses. Therefore, 100% of the assets, liabilities, revenues and expenses of Höegh LNG Colombia Holding Ltd., and subsidiaries, are included in the consolidated financial statements with a non-controlling interest is reflected for the minority share. Under Cayman Islands law, dividends may only be paid out of profits or capital reserves if the entity is solvent after the distributions.

In addition, the Partnership has determined that the two joint ventures, SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd., are VIEs since each entity did not have a sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support at the time of its initial investment. The entities have been financed with third party debt and subordinated shareholders loans. The Partnership is not the primary beneficiary, as the Partnership cannot make key operating decisions considered to be most significant to the VIEs, but has joint control



with the other equity holders. Therefore, the joint ventures are accounted for under the equity method of accounting as the Partnership has significant influence. The Partnership's carrying value is recorded in advances to joint ventures and accumulated losses of joint ventures in the consolidated balance sheets. For SRV Joint Gas Ltd., the Partnership had a receivable for the advances of \$3.0 million and \$3.9 million, respectively, and the Partnership's accumulated losses or its share of net liabilities were \$8.1 million and \$11.2 million, respectively, as of June 30, 2017 and December 31, 2016. The Partnership's carrying value for SRV Joint Gas Two Ltd., consists of a receivable for the advances of \$1.6 million and \$3.3 million, respectively, and the Partnership's accumulated losses or its share of net liabilities were \$11.4 million and \$14.7 million, respectively, as of June 30, 2017 and December 31, 2016. The major reason that the Partnership's accumulated losses in the joint ventures are net liabilities is due to the fair value adjustments for the interest rate swaps recorded as liabilities on the combined balance sheets of SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd. The maximum exposure to loss is the carrying value of the receivables, which is subordinated to the joint ventures' long-term bank debt, the investments in the joint ventures (accumulated losses), as the shares are pledged as security for the joint ventures' long-term bank debt and Höegh LNG's commitment under long-term bank loan agreements to fund its share of drydocking costs and remarketing efforts in the event of an early termination of the charters. Dividend distributions require a) agreement of the other joint venture owners; b) fulfilment of requirements of the long-term bank loans; c) and under Cayman Islands law may be paid out of profits or capital reserves subject to the joint venture being solvent after the distribution.

#### **b. Significant accounting policies**

The accounting policies used in the preparation of the unaudited condensed interim consolidated financial statements are consistent with those applied in the audited financial statements for the year ended December 31, 2016 included in the Partnership's Annual Report, except as described below:

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

*Colombian tax paid directly by charterer:* Under terms of the contracts for the *Höegh Grace* (see note 4), the charterer in Colombia pays the full invoiced amount for the time charter to the Partnership's subsidiaries. In addition, the charterer pays certain taxes directly to the Colombian tax authorities on behalf of the Partnership's subsidiaries. The tax payments are a mechanism in Colombia for advance collection of income taxes for the Höegh LNG Colombia S.A.S and a final income tax on Colombian source income for Höegh LNG FSRU IV Ltd.

The Partnership concluded these third party payments to the tax authorities represent income taxes that must be accounted for under the US GAAP guidance for income taxes. As a result, the amount of taxes paid by the charterer is recorded as a component of time charter revenues and current income tax expense. The non-cash time charter revenues and non-cash income tax expense (note 8) was \$432 and \$432, respectively, for the three and six months ended June 30, 2017 and are separately disclosed in the consolidated statement of cash flows.

#### **c. Recent accounting pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued a new accounting standard, *Revenue from Contracts with Customers*, as subsequently updated by the FASB. Under the new standard, an entity must identify performance obligations and the transaction price in a contract, and allocate the transaction price to specific performance obligations to recognized revenue when the obligations are completed. Revenue for most contracts with customers will be recognized when promised goods or services are transferred to customers in an amount that reflects consideration that the entity expects to be entitled, subject to certain limitations. Under the new standard, additional qualitative and quantitative disclosures are required. The scope of this guidance does not apply to leases, financial instruments, guarantees and certain non-monetary transactions. However, the scope of the guidance does apply to the allocation of the transaction price to lease elements and non-lease elements. The standard is effective for annual periods beginning after December 15, 2017, including interim periods within those annual periods. The Partnership made an initial assessment in 2016 of the impact of this standard on its contracts for evaluating potential material effects of this standard on its consolidated financial statements when adopted. The most significant implementation matters identified for the Partnership involved the allocation of the contract consideration, subject to certain limitations, to the lease element, covered by other guidance, and the non-lease or service element for which this guidance applies. At the FASB's meeting on June 21, 2017, the FASB answered an implementation question related to the allocation of contract consideration to revenue and lease components, noting that it did not intend for an entity to revisit the allocation of contract consideration to lease components when it adopts the new revenue standard. Based upon the analysis to date and the clarification by the FASB, the Partnership does not expect material effects on the timing or amounts of revenue recognized under the guidance of this standard. The Partnership is in the process of completing a detailed analysis on a contract by contract basis of the implementation of the standard and is evaluating

the impact of disclosure requirements. The Partnership will implement the standard on January 1, 2018 and expects to apply the modified retrospective approach with the cumulative effect of initially applying the standard as an adjustment to the opening balance of equity.

In February 2016, the FASB issued revised guidance for leasing, *Leases*. The objective is to establish the principles that lessors and lessees shall apply to report useful information to users of financial statements about the amount, timing and uncertainty of cash flows arising from a lease. The Partnership is the lessor for the time charters for its FSRUs. Accounting by a lessor is largely unchanged from the previous standard. The Partnership does not have any material leased assets. A lessee will be required to recognize in its balance sheet a lease liability to make lease payments and a right-of-use asset. The standard provides for practical expedients in implementing the standard under the modified retrospective approach. The practical expedients will, in effect, allow an entity to continue to account for leases that commence before the effective date in accordance with the previous standard, unless the lease is modified, except that lessees are required to recognize a right-of-use asset and a lease liability for all operating leases. The standard is effective for annual periods beginning after December 15, 2018, and including interim periods within those annual periods. Early adoption is permitted. The Partnership expects to apply the modified retrospective approach and does not expect material effects on the accounting for leases applied in the consolidated financial statements. The Partnership is currently assessing the impact of the disclosure requirements will have on the consolidated financial statements.

Refer to the audited consolidated financial statements for the year ended December 31, 2016 in our Annual Report for additional information on recent accounting pronouncements.

There are no accounting pronouncements effective for the period, whose adoption had a material impact on the consolidated financial statements in the current period.

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 3. Formation transactions and Initial Public Offering

During August 2014, the following transactions in connection with the transfer of equity interests, shareholder loans and promissory notes and accrued interest to the Partnership and the IPO occurred:

##### *Capital contribution*

Höegh LNG contributed the following to the Partnership:

- (i) Its interests in Hoegh LNG Lampung Pte. Ltd., PT Hoegh LNG Lampung, SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd.;
- (ii) Its shareholder loans made by Höegh LNG to each of SRV Joint Gas Ltd. and SRV Joint Gas Two Ltd., in part to finance the operations of such joint ventures;
- (iii) Its receivables for the \$40 million promissory note due to Höegh LNG as well as accrued interest on such note and two other promissory notes relating to Hoegh LNG Lampung Pte. Ltd.;

These transactions were accounted for as a capital contribution by Höegh LNG to the Partnership.

##### *Recapitalization of the Partnership*

- The Partnership issued to Höegh LNG 2,116,060 common units and 13,156,060 subordinated units and 100% of
- (i) incentive distribution rights (“IDRs”), which entitle Höegh LNG to increasing percentages of the cash the Partnership distributes in excess of \$0.388125 per unit per quarter.

- (ii) The Partnership issued to Höegh LNG GP LLC, a wholly owned subsidiary of Höegh LNG, a non-economic general partner interest in the Partnership.

*Initial Public Offering*

The Partnership issued and sold through the underwriters to the public 11,040,000 common units (including 1,440,000 common units exercised pursuant to the underwriters' option to purchase additional common units), representing approximately 42% limited partnership interest in the Partnership. The common units were sold for (i) \$20.00 per unit resulting in gross proceeds of \$220.8 million. The net proceeds of the offering were approximately \$203.5 million. Net proceeds is after deduction of underwriters' discounts, structuring fees and reimbursements and the incremental direct costs attributable to the IPO that were deferred and charged against the proceeds of the offering.

The Partnership applied the net proceeds of the offering as follows: (i) \$140 million to make a loan to Höegh LNG (ii) in exchange for a note bearing interest at a rate of 5.88% per annum, (ii) \$20 million for general partnership purposes and (iii) the remainder of approximately \$43.5 million to make a cash distribution to Höegh LNG.

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

At the completion of the IPO, Höegh LNG owned 2,116,060 common units and 13,156,060 subordinated units, representing an approximate 58% limited partnership interest in the Partnership.

#### *Agreements*

In connection with the IPO the Partnership entered into several agreements including:

- (i) An \$85 million revolving credit facility with Höegh LNG, which was undrawn at the closing of the IPO;
  - (ii) An omnibus agreement with Höegh LNG, the general partner, and Höegh LNG Partners Operating LLC governing, among other things:
    - a. To what extent the Partnership and Höegh LNG may compete with each other;
    - b. The Partnership's rights of first offer on certain FSRUs and LNG carriers operating under charters of five or more years; and
    - c. Höegh LNG's provision of certain indemnities to the Partnership.
  - (iii) An administrative services agreement with Höegh LNG Services Ltd., UK ("Höegh UK"), pursuant to which Höegh UK provides certain administrative services to the Partnership; and
- Höegh UK has entered into administrative services agreements with Höegh LNG AS ("Höegh Norway") and Leif Höegh (U.K.) Limited, pursuant to which Höegh Norway and Leif Höegh (U.K.) Limited provide Höegh UK
- (iv) certain administrative services. Additionally, the operating company has entered into an administrative services agreement with Leif Höegh (U.K.) Limited to allow Leif Höegh (U.K.) Limited to provide services directly to Höegh LNG Partners Operating LLC.

Existing agreements remain in place for provision of certain services to the Partnership's vessel owning joint ventures or entity, of which the material agreements are as follows:

The joint ventures are parties to ship management agreements with Höegh LNG Fleet Management AS ("Höegh LNG Management") pursuant to which Höegh LNG Management provides the joint ventures with technical and maritime management and crewing of the *Neptune* and the *GDF Suez Cape Ann*, and Höegh Norway is a party to a sub-technical support agreement with Höegh LNG Management pursuant to which Höegh LNG Management provides technical support services with respect to the *PGN FSRU Lampung*; and

The joint ventures are parties to commercial and administration management agreements with Höegh Norway, and PT Hoegh LNG Lampung is a party to a technical information and services agreement with Höegh Norway.

F-14

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 4. Business combinations

On January 3, 2017, the Partnership closed the acquisition of a 51% ownership interest in Höegh LNG Colombia Holding Ltd., the owner of the entities that own and operate *Höegh Grace* pursuant to a purchase, sale and contribution agreement that the Partnership entered into with Höegh LNG on December 1, 2016. The cash consideration was \$91.8 million, excluding the working capital adjustment. The working capital adjustment was \$0.4 million.

In December 2016, the Partnership sold 6,588,389 common units, representing limited partner interests in an underwritten public offering. The Partnership's net proceeds from the public offering were \$111.5 million. The Partnership used \$91.8 million of the net proceeds as cash consideration to acquire the 51% ownership interest in the *Höegh Grace* entities on January 3, 2017. During December 2016, net proceeds of \$12.6 million and \$6.6 million was used to repay part of the seller's credit note and to settle the working capital adjustment, respectively, related to the 2015 acquisition of the *Höegh Gallant*. During the second quarter of 2017, the Partnership paid the working capital adjustment of \$0.4 million.

The *Höegh Grace* was constructed by Hyundai Heavy Industries Co., Ltd. ("HHI") and was delivered to Höegh LNG in March 2016.

On November 1, 2014, Höegh LNG FSRU IV Ltd., a Cayman Islands company, that owns the *Höegh Grace*, entered into an International Leasing Agreement ("ILA") with SPEC for the lease of the *Höegh Grace*. The *Höegh Grace* will serve as a LNG import terminal in Cartagena, on the Atlantic coast of Colombia. The initial term of the lease is 20 years. However, the Charterer has an unconditional option to cancel the lease after 10 and 15 years. As a result, non cancellable lease period is for 10 years. The lease commenced in December 2016. On November 1, 2014 Höegh LNG also entered into an Operation and Service Agreement ("OSA") with SPEC to operate and provide certain services for the *Höegh Grace* for SPEC for the duration of the ILA.

Under terms of the Höegh LNG Colombia Holding Ltd.'s memorandum and articles of association, the Partnership has the power to make key operating decisions considered to be most significant to the *Höegh Grace* entities and,



therefore, has control over the *Höegh Grace* entities through the Partnership's ownership of the equity interest of Höegh LNG Colombia Holding Ltd. As a result, the Partnership has accounted for the acquisition of the 51% interest in Höegh LNG Colombia Holding Ltd. as a business combination. On January 1, 2017, the Partnership entered an agreement with Höegh LNG, under which Höegh LNG granted to the Partnership the authority to make decisions over the operations of Höegh LNG Colombia Holding Ltd. from January 1, 2017 to the closing date of the acquisition. As a result, the Partnership has recorded the results of operations of the *Höegh Grace* entities in its consolidated income statement as of January 1, 2017.

The preliminary purchase price of the acquisition has been allocated to the identifiable fair values allocated to each class of identifiable assets acquired.

Under the purchase method of accounting when control is obtained, the non-controlling interest is required to be measured at its fair value at the acquisition date. Management has concluded that the pro-rata values of the controlling and non-controlling interests are the same. The fair value of the consideration transferred and the fair value of the 49% interest of the non-controlling interest has been allocated to assets acquired and liabilities assumed as of the acquisition date with any remaining unallocated amount recognized as goodwill.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

The following summarizes the fair values of assets and liabilities assumed:

(in thousands of US dollars)

Consideration		
Use of proceeds from public offering (issuance of 6,588,389 common units to the public)	\$91,768	
Working capital adjustment	407	
Total consideration		\$92,175
Assets acquired		
Cash and cash equivalents	3,774	
Restricted cash	19	
Trade receivables	4,446	
Prepaid expenses and other receivables	51	
Vessel	357,138	
Other equipment	30	
Intangibles: Above market time charter	11,760	
Other long term assets	830	
Total long term assets		378,048
Liabilities assumed		
Trade payables	(193 )	
Amounts due to owners and affiliates	(622 )	
Accrued liabilities and other payables	(1,569 )	
Total long term debt	(192,286)	
Derivative instruments	(2,642 )	
Total liabilities assumed		(197,312)
Total identifiable net assets		180,736
Non-controlling interest in total identifiable net assets		88,561
Acquired share in total identifiable net asset		\$92,175

**HÖEGH LNG PARTNERS LP**

**NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

One contract related intangible has been identified. The Partnership recorded \$11.8 million for the favorable time charter contract with SPEC. The intangible for the above market value of the time charter contract associated with the *Höegh Grace* is amortized to time charter revenue on a straight line basis calculated per day over the remaining non-cancellable charter term of approximately 9.5 years as of the acquisition date.

The premium arising in a business combination for the difference in the fair value of the debt assumed compared to the outstanding principal is reported in the consolidated balance sheet as a direct adjustment to the outstanding principal of the related debt and amortized on an effective interest rate method over the term of relevant loan. Amortization of fair value of the debt assumed is included as a component of interest expense.

The fair value of assets acquired and the liabilities assumed approximated the total consideration; therefore, no residual amount has been recognized as goodwill for the acquisition.

Total revenues of \$25.4 million and net income of \$11.3 million have been included in the Partnership's consolidated statement of income from the acquisition date of January 1, 2017 through June 30, 2017.

The following unaudited pro forma information assumes the acquisition of the *Höegh Grace* entities occurred as of January 1, 2016. The unaudited information is for illustration purposes only. The *Höegh Grace* was delivered from HHI on March 30, 2016 and did not begin operations under the time charter until December 2016. Periods prior to December 2016 reflect only costs incurred during the construction and pre-contract period of operations and would not be indicative of the future results of operations or the cash flows that the Partnership will consolidate going forward.

(in thousands of U.S. dollars)	Year ended December 31, 2016
Total revenue	\$ 96,526
Net income (loss)	23,382
Non-controlling interest in net income (loss)	(8,818 )

Partners' interest in net income (loss)      \$ 32,200

F-17

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 5. Segment information

There are two operating segments. The segment profit measure is Segment EBITDA, which is defined as earnings before interest, taxes, depreciation, amortization and other financial items (gains and losses on derivative instruments and other items, net) less the non-controlling interest in Segment EBITDA. Segment EBITDA is reconciled to operating income and net income in the segment presentation below. The two segments are “Majority held FSRUs” and “Joint venture FSRUs.” In addition, unallocated corporate costs that are considered to benefit the entire organization, interest income from advances to joint ventures and interest expense related to the seller’s credit note and the outstanding balance on the \$85 million revolving credit facility are included in “Other.”

For the three and six months ended June 30, 2017, Majority held FSRUs includes the direct financing lease related to the *PGN FSRU Lampung* and the operating leases related to the *Höegh Gallant* and *Höegh Grace*. For the three and six months ended June 30, 2016, Majority held FSRUs includes the direct financing lease related to the *PGN FSRU Lampung* and the operating lease related to the *Höegh Gallant*.

As of June 30, 2017 and 2016, Joint venture FSRUs include two 50% owned FSRUs, the *Neptune* and the *GDF Suez Cape Ann*, that operate under long term time charters with one charterer.

The accounting policies applied to the segments are the same as those applied in the financial statements, except that i) Joint venture FSRUs are presented under the proportional consolidation method for the segment note and in the tables below, and under equity accounting for the consolidated financial statements and ii) non-controlling interest in Segment EBITDA is subtracted in the segment note to reflect the Partnership’s interest in Segment EBITDA as the Partnership’s segment profit measure, Segment EBITDA. Under the proportional consolidation method, 50% of the Joint Venture FSRUs’ revenues, expenses and assets are reflected in the segment note. Management monitors the results of operations of joint ventures under the proportional consolidation method and not the equity method of accounting. On January 1, 2017, the Partnership began consolidating its acquired 51% interest in the *Höegh Grace* entities. Since the Partnership obtained control of the *Höegh Grace* entities, it consolidates 100% of the revenues, expenses, assets and liabilities of the *Höegh Grace* entities and the interest not owned by the Partnership is reflected as non-controlling interest in net income and non-controlling interest in total equity under US GAAP. Management monitors the results of operations of the *Höegh Grace* entities based on the Partnership’s 51% interest in Segment EBITDA of such entities and, therefore, subtracts the non-controlling interest in Segment EBITDA to present

Segment EBITDA. The adjustment to non-controlling interest in Segment EBITDA is reversed to reconcile to operating income and net income in the segment presentation below.

In time charters, the charterer, not the Partnership, controls the choice of locations or routes the FSRUs serve. Accordingly, the presentation of information by geographical region is not meaningful. The following tables include the results for the segments for the three and six months ended June 30, 2017 and 2016.

F-18

## HÖEGH LNG PARTNERS LP

## NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	Three months ended June 30, 2017					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations	Consolidated reporting
Time charter revenues	\$35,024	10,225	—	45,249	(10,225)(1)	\$ 35,024
Total revenues	35,024	10,225	—	45,249		35,024
Operating expenses	(6,693 )	(1,984 )	(1,400)	(10,077 )	1,984 (1)	(8,093 )
Construction contract expenses	(151 )	—	—	(151 )		(151 )
Equity in earnings (losses) of joint ventures	—	—	—	—	1,551 (1)	1,551
Less: Non-controlling interest in Segment EBITDA	(5,423 )	—	—	(5,423 )	5,423 (2)	—
Segment EBITDA	22,757	8,241	(1,400)	29,598		
Add: Non-controlling interest in Segment EBITDA	5,423	—	—	5,423	(5,423 )(2)	—
Depreciation and amortization	(5,263 )	(2,476 )	—	(7,739 )	2,476 (1)	(5,263 )
Operating income (loss)	22,917	5,765	(1,400)	27,282		23,068
Gain (loss) on derivative instruments	247	(785 )	—	(538 )	785 (1)	247
Other financial income (expense), net	(8,028 )	(3,429 )	(1,033)	(12,490)	3,429 (1)	(9,061 )
Income (loss) before tax	15,136	1,551	(2,433)	14,254	—	14,254
Income tax expense	(2,042 )	—	—	(2,042 )	—	(2,042 )
Net income (loss)	\$13,094	1,551	(2,433)	12,212	—	\$ 12,212
Non-controlling interest in net income	2,812	—	—	2,812		2,812
Partners' interest in net income (loss)	\$10,282	1,551	(2,433)	9,400	—	\$ 9,400

Eliminations reverse each of the income statement line items of the proportional amounts for Joint venture FSRUs (1) and record the Partnership's share of the Joint venture FSRUs net income (loss) to Equity in earnings (loss) of joint ventures.

Eliminations reverse the adjustment to Non-controlling interest in Segment EBITDA included for Segment (2) EBITDA and the adjustment to reverse the Non-controlling interest in Segment EBITDA to reconcile to operating income and net income.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	Three months ended June 30, 2016					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations (1)	Consolidated reporting
Time charter revenues	\$22,785	10,379	—	33,164	(10,379 )	\$ 22,785
Total revenues	22,785	10,379	—	33,164		22,785
Operating expenses	(5,123 )	(1,908 )	(1,524)	(8,555 )	1,908	(6,647 )
Construction contract expenses	(315 )	—	—	(315 )		(315 )
Equity in earnings (losses) of joint ventures	—	—	—	—	(1,866 )	(1,866 )
Segment EBITDA	17,347	8,471	(1,524)	24,294		
Depreciation and amortization	(2,636 )	(2,376 )	—	(5,012 )	2,376	(2,636 )
Operating income (loss)	14,711	6,095	(1,524)	19,282		11,321
Gain (loss) on derivative instruments	326	(4,174 )	—	(3,848 )	4,174	326
Other financial income (expense), net	(6,048 )	(3,787 )	(1,036)	(10,871 )	3,787	(7,084 )
Income (loss) before tax	8,989	(1,866 )	(2,560)	4,563	—	4,563
Income tax expense	(500 )	—	(1 )	(501 )	—	(501 )
Net income (loss)	\$8,489	(1,866 )	(2,561)	4,062	—	\$ 4,062

Eliminations reverse each of the income statement line items of the proportional consolidation amounts for Joint (1) venture FSRUs and record the Partnership's share of the Joint venture FSRUs' net income (loss) to Equity in earnings (loss) of joint ventures.



**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	Six months ended June 30, 2017					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations	Consolidated reporting
Time charter revenues	\$70,101	21,149	—	91,250	(21,149)(1)	\$ 70,101
Total revenues	70,101	21,149	—	91,250		70,101
Operating expenses	(13,955)	(4,603 )	(3,072)	(21,630 )	4,603 (1)	(17,027 )
Construction contract expenses	(151 )	—	—	(151 )		(151 )
Equity in earnings (losses) of joint ventures	—	—	—	—	6,360 (1)	6,360
Less: Non-controlling interest in Segment EBITDA	(10,417)	—	—	(10,417 )	10,417 (2)	—
Segment EBITDA	45,578	16,546	(3,072)	59,052		
Add: Non-controlling interest in Segment EBITDA	10,417	—	—	10,417	(10,417)(2)	—
Depreciation and amortization	(10,526)	(4,916 )	—	(15,442 )	4,916 (1)	(10,526 )
Operating income (loss)	45,469	11,630	(3,072)	54,027		48,757
Gain (loss) on derivative instruments	910	1,711	—	2,621	(1,711 )(1)	910
Other financial income (expense), net	(15,483)	(6,981 )	(1,986)	(24,450 )	6,981 (1)	(17,469 )
Income (loss) before tax	30,896	6,360	(5,058)	32,198	—	32,198
Income tax expense	(3,797 )	—	—	(3,797 )	—	(3,797 )
Net income (loss)	\$27,099	6,360	(5,058)	28,401	—	\$ 28,401
Non-controlling interest in net income	5,556	—	—	5,556		5,556
Partners' interest in net income (loss)	\$21,543	6,360	(5,058)	22,845	—	\$ 22,845

Eliminations reverse each of the income statement line items of the proportional amounts for Joint venture FSRUs (1) and record the Partnership's share of the Joint venture FSRUs net income (loss) to Equity in earnings (loss) of joint ventures.

Eliminations reverse the adjustment to Non-controlling interest in Segment EBITDA included for Segment (2) EBITDA and the adjustment to reverse the Non-controlling interest in Segment EBITDA to reconcile to operating income and net income.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	As of June 30, 2017			Total Segment reporting	Elimin- ations	Consolidated reporting
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other			
Vessels, net of accumulated depreciation	\$689,241	270,382	—	959,623	(270,382)(1)	\$ 689,241
Net investment in direct financing lease	288,407	—	—	288,407	—	288,407
Goodwill	251	—	—	251	—	251
Advances to joint ventures	—	—	4,623	4,623	—	4,623
Total assets	1,061,914	290,739	11,699	1,364,352	(290,739)(1)	1,073,613
Accumulated losses of joint ventures	—	—	50	50	(19,576 )(1)	(19,526 )
Expenditures for vessels & equipment	—	365	—	365	(365 )(2)	—
Expenditures for drydocking	—	—	—	—	— (2)	—
Principal repayment direct financing lease	1,704	—	—	1,704	—	1,704
Amortization of above market contract	1,801	—	—	1,801	—	1,801
Non-controlling interest: amortization of above market contract	\$(299 )	—	—	(299 )	—	\$—

Eliminates the proportional share of the Joint venture FSRUs' Vessels, net of accumulated depreciation and Total (1) assets and reflects the Partnership's share of net assets (assets less liabilities) of the Joint venture FSRUs as Accumulated losses of joint ventures.

- (2) Eliminates the Joint venture FSRUs' Expenditures for vessels & equipment and drydocking to reflect the consolidated expenditures of the Partnership

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	Six months ended June 30, 2016					
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other	Total Segment reporting	Eliminations (1)	Consolidated reporting
Time charter revenues	\$44,454	21,117	—	65,571	(21,117 )	\$ 44,454
Total revenues	44,454	21,117	—	65,571		44,454
Operating expenses	(9,705 )	(4,101 )	(3,029)	(16,835 )	4,101	(12,734 )
Construction contract expenses	(315 )	—	—	(315 )		(315 )
Equity in earnings (losses) of joint ventures	—	—	—	—	(8,575 )	(8,575 )
Segment EBITDA	34,434	17,016	(3,029)	48,421		
Depreciation and amortization	(5,265 )	(4,755 )	—	(10,020 )	4,755	(5,265 )
Operating income (loss)	29,169	12,261	(3,029)	38,401		17,565
Gain (loss) on derivative instruments	662	(13,166 )	—	(12,504 )	13,166	662
Other financial income (expense), net	(12,220)	(7,670 )	(2,036)	(21,926 )	7,670	(14,256 )
Income (loss) before tax	17,611	(8,575 )	(5,065)	3,971	—	3,971
Income tax expense	(946 )	—	(3 )	(949 )	—	(949 )
Net income (loss)	\$16,665	(8,575 )	(5,068)	3,022	—	\$ 3,022

Eliminations reverse each of the income statement line items of the proportional consolidation amounts for Joint (1) venture FSRUs and record the Partnership's share of the Joint venture FSRUs' net income (loss) to Equity in earnings (loss) of joint ventures.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	As of December 31, 2016			Total Segment reporting	Elimin- ations	Consolidated reporting
	Majority held FSRUs	Joint venture FSRUs (proportional consolidation)	Other			
Vessels, net of accumulated depreciation	\$342,591	274,932	—	617,523	(274,932)(1)	\$ 342,591
Net investment in direct financing lease	290,111	—	—	290,111	—	290,111
Goodwill	251	—	—	251	—	251
Advances to joint ventures	—	—	7,218	7,218	—	7,218
Total assets	698,869	298,712	111,598	1,109,179	(298,712)(1)	810,467
Accumulated losses of joint ventures	—	—	50	50	(25,936 )(1)	(25,886 )
Expenditures for vessels & equipment	537	783	—	1,320	(783 )(2)	537
Expenditures for drydocking	—	135	—	135	(135 )(2)	—
Principal repayment direct financing lease	3,192	—	—	3,192	—	3,192
Amortization of above market contract	\$2,405	—	—	2,405	—	\$ 2,405

Eliminates the proportional share of the Joint venture FSRUs' Vessels, net of accumulated depreciation and Total (1) assets and reflects the Partnership's share of net assets (assets less liabilities) of the Joint venture FSRUs as Accumulated losses of joint ventures.

- (2) Eliminates the Joint venture FSRUs' Expenditures for vessels & equipment and drydocking to reflect the consolidated expenditures of the Partnership

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**6. Construction contract expenses**

The Mooring is an offshore installation that is used to moor the *PGN FSRU Lampung* to offload natural gas into an offshore pipe that transports the gas to a land terminal for the charterer, PGN LNG. The Mooring was constructed on behalf of, and was sold to, PGN LNG and was accounted for using the percentage of completion method. Under the percentage of completion method, construction contract revenues and expenses of the Mooring were reflected in the consolidated and combined carve-out statements of income until December 31, 2014 when Mooring project was completed. As of December 31, 2014, the Partnership recorded a warranty allowance of \$2.0 million to construction contract expenses for technical issues that required the replacement of equipment parts for the Mooring. During the second quarter of 2016, the final replacement parts were ordered and an updated estimate was prepared for the installation cost to complete the warranty replacements. As a result, an additional warranty provision of \$0.3 million was recorded as of June 30, 2016. The warranty work, including the installation of the replacement parts, was completed in the second quarter of 2017. The actual cost exceeded the remaining warranty allowance resulting in additional expense of \$0.2 million as of June 30, 2017. The Partnership anticipates that part of the costs incurred for the remaining warranty replacements, net of deductible amounts, will be recoverable under the Partnership's insurance coverage. An insurance claim is in the process of being filed with the insurance carrier since the final costs have been incurred. The insurance claims can only be recognized in the consolidated financial statements when the claims submitted are probable of recovery. The Partnership is indemnified by Höegh LNG for all warranty provisions at the time the costs are incurred, subject to repayment to the extent recovered by insurance. Refer to notes 14 and 17.

**7. Financial income (expense)**

The components of financial income (expense) are as follows:

(in thousands of U.S. dollars)	Three months ended		Six months ended	
	June 30, 2017	2016	June 30, 2017	2016
Interest income	\$ 113	232	243	\$ 505
Interest expense:				
Interest expense	(7,301 )	(5,533 )	(14,561 )	(11,115 )
Commitment fees	(241 )	(301 )	(504 )	(602 )

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Amortization of debt issuance cost and fair value of debt assumed	(210 )	(520 )	(423 )	(1,043 )
Total interest expense	(7,752 )	(6,354 )	(15,488 )	(12,760 )
Gain (loss) on derivative instruments	247	326	910	662
Other items, net:				
Foreign exchange gain (loss)	(811 )	(28 )	(944 )	(365 )
Bank charges, fees and other	(29 )	(11 )	(52 )	(91 )
Withholding tax on interest expense and other	(582 )	(923 )	(1,228 )	(1,545 )
Total other items, net	(1,422 )	(962 )	(2,224 )	(2,001 )
Total financial income (expense), net	\$ (8,814 )	(6,758 )	(16,559 )	\$(13,594)

F-25

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 8. Income tax

The Partnership is not subject to Marshall Islands corporate income taxes. The Partnership is subject to tax for earnings of its subsidiaries incorporated in Singapore, Indonesia, Colombia, Cyprus and the UK and certain Colombian source income. The income tax expense recorded in the consolidated income statements was \$2,042 and \$501 for the three months ended June 30, 2017 and 2016, respectively, and \$ 3,797 and \$949 for the six months ended June 30, 2017 and 2016, respectively. For the three and six months ended June 30, 2017, the income tax expense largely related to the subsidiaries in Singapore, Indonesia and Colombia. The income tax expense for the three and six months ended June 30, 2016 mainly related to the subsidiaries in Singapore and Indonesia. The Singapore subsidiary's taxable income mainly arises from internal interest income. The charterer in Colombia pays certain taxes directly to the Colombian tax authorities on behalf of the Partnership's subsidiaries that own and operate the *Höegh Grace*. The tax payments are a mechanism for advance collection of income taxes for the Colombian subsidiary and a final income tax on Colombian source income for the non-Colombian subsidiary. The Partnership concluded these third party payments to the tax authorities represent income taxes that must be accounted for under the US GAAP guidance for income taxes. The amount of non-cash income tax expense was \$432 for the three and six-months ended June 30, 2017.

Benefits of uncertain tax positions are recognized when it is more-likely-than-not that a tax position taken in a tax return will be sustained upon examination based on the technical merits of the position. For the three and six months ended June 30, 2017, the estimated generation of taxable income resulted in the utilization of \$65 and \$224, respectively, of tax loss carry forward in Indonesia which was not recognized due to the uncertainty of this tax position. As a result, a long-term income tax payable of \$224 was recorded for the uncertain tax position for the six-month period ended June 30, 2017. Refer to note 17.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**9. Advances to joint ventures**

(in thousands of U.S. dollars)	As of June 30, 2017	December 31, 2016
Current portion of advances to joint ventures	\$4,623	\$ 6,275
Long-term advances to joint ventures	—	943
Advances/shareholder loans to joint ventures	\$4,623	\$ 7,218

The Partnership had advances of \$3.0 million and \$3.9 million due from SRV Joint Gas Ltd. as of June 30, 2017 and December 31, 2016, respectively. The Partnership had advances of \$1.6 million and \$3.3 million due from SRV Joint Gas Two Ltd. as of June 30, 2017 and December 31, 2016, respectively. The joint ventures have repaid the original principal of all shareholder loans and all of the payments for the three and six months ended June 30, 2017 represent payments of interest, including accrued interest repaid at the end of the loans. Interest payments are treated as return on investment and included as a component of net cash provided by operating activities in the consolidated statements of cash flows.

**10. Vessels, net**

(in thousands of U.S. dollars)	Vessel	Dry- docking	Total
Historical cost December 31, 2015	\$352,433	3,267	\$355,700
Additions	—	—	—
Historical cost December 31, 2016	352,433	3,267	355,700
Depreciation for the year	(9,687 )	(800 )	(10,487 )
Accumulated depreciation December 31, 2016	(12,109 )	(1,000 )	(13,109 )
Vessels, net December 31, 2016	340,324	2,267	342,591
Historical cost December 31, 2016	352,433	3,267	355,700
Additions (note 4)	353,738	3,400	357,138
Historical cost June 30, 2017	706,171	6,667	712,838



Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Depreciation for the period	(9,688 )	(800 )	(10,488 )
Accumulated depreciation June 30, 2017	(21,797 )	(1,800 )	(23,597 )
Vessels, net June 30, 2017	\$684,374	4,867	\$689,241

F-27

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**11. Intangibles and goodwill**

(in thousands of U.S. dollars)	Above market time charter	Option for time charter extension	Total intangibles	Goodwill	Total
Historical cost December 31, 2016	\$ 11,000	8,000	19,000	251	\$ 19,251
Accumulated amortization, December 31, 2016	(3,010 )	—	(3,010 )	—	(3,010 )
Intangibles and goodwill, December 31, 2016	7,990	8,000	15,990	251	16,241
Additions (note 4)	11,760	—	11,760	—	11,760
Historical cost June 30, 2017	22,760	8,000	30,760	251	31,011
Amortization for the period	(1,801 )	—	(1,801 )	—	(1,801 )
Accumulated amortization, June 30, 2017	(4,811 )	—	(4,811 )	—	(4,811 )
Intangibles and goodwill, June 30, 2017	\$ 17,949	8,000	25,949	251	\$ 26,200

The intangible for the above market value of the time charter contract associated with the *Höegh Gallant* is amortized to time charter revenue on a straight line basis over the remaining term of the contract. The intangible for the above market value of time charter contract associated with the *Höegh Grace* is amortized to time charter revenue on a straight line basis calculated per day over the remaining non-cancellable charter term of approximately 9.5 years as of the acquisition date. Höegh LNG and the Partnership have entered into an option agreement pursuant to which the Partnership has the right to cause Höegh LNG to charter the *Höegh Gallant* from the expiration or termination for the existing charter in May 2020 until July 2025. The intangible for the option for time charter extension will be amortized on a straight line basis over the extension period starting in May 2020, subject to impairment testing for recoverability in the preceding periods.

The following table presents estimated future amortization expense for the intangibles.

	Total
July - December, 2017	\$ 1,830
2018	3,631
2019	3,631
2020	3,053
2021	2,755

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

2022	2,755
2023 and thereafter	\$8,294

F-28

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**12. Long-term debt**

(in thousands of U.S. dollars)	As of	
	June 30, 2017	December 31, 2016
Lampung facility:		
Export credit tranche	\$ 131,425	\$ 138,868
FSRU tranche	33,252	35,340
Gallant facility:		
Commercial tranche	125,482	130,222
Export credit tranche	34,833	36,667
Grace facility:		
Commercial tranche	151,188	—
Export credit tranche	32,250	—
Outstanding principal	508,430	341,097
Lampung facility unamortized debt issuance cost	(8,411 )	(9,357 )
Gallant facility unamortized fair value of debt assumed	729	908
Grace facility unamortized fair value of debt assumed	1,879	—
Total debt	502,627	332,648
Less: Current portion of long-term debt	(45,458 )	(32,208 )
Long-term debt	\$ 457,169	\$ 300,440

*Lampung facility*

PT Hoegh LNG Lampung is the Borrower and Höegh LNG is the guarantor for the Lampung facility.

The primary financial covenants under the Lampung facility are as follows:

Borrower must maintain a minimum debt service coverage ratio of 1.10 to 1.00 for the preceding nine-month period tested beginning from the second quarterly repayment date of the export credit tranche;

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

- Guarantor's book equity must be greater than the higher of (i) \$200 million and (ii) 25% of total assets; and
- Guarantor's free liquid assets (cash and cash equivalents or available draws on credit facilities) must be greater than \$20 million.

As of June 30, 2017, the borrower and the guarantor were in compliance with the financial covenants under the Lampung facility.

The Lampung facility requires cash reserves that are held for specifically designated uses, including working capital, operations and maintenance and debt service reserves. Distributions are subject to "waterfall" provisions that allocate revenues to specified priorities of use (such as operating expenses, scheduled debt service, targeted debt service reserves and any other reserves) with the remaining cash being distributable only on certain dates and subject to satisfaction of certain conditions, including meeting a 1.20 historical debt service coverage ratio, no default or event of default then continuing or resulting from such distribution and the guarantor not being in breach of the financial covenants applicable to it. The Lampung facility limit, among other things, the ability of the borrower to change its business, sell or grant liens on its property including the *PGN FSRU Lampung*, incur additional indebtedness or guarantee other indebtedness, make investments or acquisitions, enter into intercompany transactions and make distributions.

F-29

**HÖEGH LNG PARTNERS LP**

**NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

*Gallant/Grace facility*

The Gallant/Grace facility includes two borrowers, the Partnership’s subsidiaries owning the *Höegh Gallant* and the *Höegh Grace*, respectively. The Gallant/Grace facility includes two commercial tranches and the export credit tranche related to the *Höegh Gallant* (the “Gallant facility”) and a commercial tranche and the export credit tranche related to the *Höegh Grace* (the “Grace facility”).

Höegh LNG, Höegh LNG Colombia Holdings Ltd., Höegh LNG FSRU III Ltd. and the Partnership are guarantors for the facility.

The primary financial covenants under the Gallant/Grace facility are as follows:

Höegh LNG must maintain

- o Consolidated book equity (excluding hedge reserves and mark to market value of derivatives) equal to the greater of
  - § \$200 million, and
  - § 25% of total assets
- o Free liquid assets (cash and cash equivalents, publicly trade debt securities with an A rating with Standard & Poor’s and available draws under a bank credit facility for a term of more than 12 months) equal to the greater of
  - § \$20 million,
  - § 5% of total consolidated indebtedness provided on a recourse basis, and
  - § Any amount specified to be a minimum liquidity requirement under any legal obligation

The Partnership must maintain

- o Consolidated book equity (excluding hedge reserves and mark to market value of derivatives) equal to the greater of
  - § \$150 million, and
  - § 25% of total assets
- o Free liquid assets (cash and cash equivalents, publicly trade debt securities with an A rating with Standard & Poor’s and available draws under a bank credit facility for a term of more than 12 months) equal to the greater of
  - § \$15 million, and

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

§ \$3 million multiplied by the number of vessels owned or leased by the Partnership

Each borrower must maintain

- o Current assets greater than current liabilities as defined in the agreements, and
- o A ratio of EBITDA to debt service (principal repayments, guarantee commission and interest expense) of a minimum of 115%

In addition, a security maintenance ratio based on the aggregate market value of the *Höegh Gallant*, the *Höegh Grace* and any additional security must be at least 125% of the aggregate outstanding loan balance.

If the security maintenance ratio is not maintained, the relevant Borrower has 30 days to provide more security or to repay part of the loan to be in compliance with the ratio no later than 30 days after notice from the lenders.

As of June 30, 2017, Höegh LNG, the Partnership and each Borrower were in compliance with the financial covenants.

Under the Gallant/Grace facility, cash accounts are freely available for the use of the Borrowers, unless there is an event of default. Cash can be distributed as dividends or to service loans of owners and affiliates provided that after the distribution the Borrowers would remain in compliance with the financial covenants and security maintenance ratio. The Gallant/Grace facility limits, among other things, the ability of either Borrower to change its business, sell or grant liens on its property including the *Höegh Gallant* or the *Höegh Grace*, incur additional indebtedness or guarantee other indebtedness, make investments or acquisitions and enter into intercompany debt that is not subordinated to the Gallant/Grace facility.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**13. Investments in joint ventures**

	As of	
	June 30,	December 31,
(in thousands of U.S. dollars)	2017	2016
Accumulated losses of joint ventures	\$ 19,526	\$ 25,886

The Partnership has a 50% interest in each of SRV Joint Gas Ltd. (owner of *Neptune*) and SRV Joint Gas Two Ltd. (owner of *GDF Suez Cape Ann*). The following table presents the summarized financial information for 100% of the combined joint ventures on an aggregated basis.

	Three months ended		Six months ended	
	June 30,		June 30,	
(in thousands of U.S. dollars)	2017	2016	2017	2016
Time charter revenues	\$ 20,449	20,757	42,297	\$ 42,235
Operating expenses	(3,967 )	(3,815 )	(9,205 )	(8,202 )
Depreciation and amortization	(5,106 )	(4,905 )	(10,142)	(9,818 )
Operating income	11,376	12,037	22,950	24,215
Unrealized gain (loss) on derivative instruments	(1,570 )	(8,347 )	3,422	(26,332)
Other financial expense, net	(6,858 )	(7,576 )	(13,962)	(15,340)
Net income (loss)	\$ 2,948	(3,886 )	12,410	\$(17,457)
Share of joint ventures owned	50 %	50 %	50 %	50 %
Share of joint ventures net income (loss) before eliminations	1,474	(1,943 )	6,205	(8,729 )
Eliminations	77	77	155	154
Equity in earnings (losses) of joint ventures	\$ 1,551	(1,866 )	6,360	\$(8,575 )



**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

	As of	
(in thousands of U.S. dollars)	June 30, 2017	December 31, 2016
Cash and cash equivalents	\$3,208	\$ 9,506
Restricted cash	8,583	8,458
Other current assets	3,783	4,492
Total current assets	15,574	22,456
Restricted cash	25,141	25,107
Vessels, net of accumulated depreciation	557,779	567,187
Total long-term assets	582,920	592,294
Current portion of long-term debt	24,242	23,503
Amounts and loans due to owners and affiliates	9,209	13,654
Derivative instruments	14,238	13,588
Other current liabilities	14,846	20,145
Total current liabilities	62,535	70,890
Long-term debt	441,826	453,957
Loans due to owners and affiliates	—	1,887
Derivative instruments	75,461	79,533
Other long-term liabilities	40,707	42,929
Total long-term liabilities	557,994	578,306
Net liabilities	\$(22,035 )	\$ (34,446 )
Share of joint ventures owned	50 %	50 %
Share of joint ventures net liabilities before eliminations	(11,018 )	(17,223 )
Eliminations	(8,508 )	(8,663 )
Accumulated losses of joint ventures	\$(19,526 )	\$ (25,886 )

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**14. Related party transactions***Income (expense) from related parties*

The Partnership has several agreements with Höegh LNG (and certain of its subsidiaries) for the provision of services. Höegh LNG and its subsidiaries provide general and corporate management services to the Partnership. Subsidiaries of Höegh LNG provide technical ship management and /or other similar services for *PGN FSRU Lampung*, the *Höegh Gallant* and the *Höegh Grace*.

Amounts included in the consolidated statements of income for the three and six months ended June 30, 2017 and 2016 or capitalized in the consolidated balance sheets as of June 30, 2017 and December 31, 2016 are as follows:

Statement of income: (in thousands of U.S. dollars)	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Revenues				
Time charter revenue <i>Höegh Gallant</i> (1)	\$ 11,232	11,945	23,146	\$23,000
Operating expenses				
Vessel operating expenses (2)	(5,147 )	(3,733 )	(10,543 )	(7,043 )
Hours, travel expense and overhead (3) and Board of Directors' fees (4)	(648 )	(857 )	(1,678 )	(1,474 )
Interest income from joint ventures (5)	102	221	230	482
Interest expense and commitment fees to Höegh LNG (6)	(1,137 )	(1,252 )	(2,206 )	(2,503 )
Total	\$ 4,402	6,324	8,949	\$ 12,462

Balance sheet (in thousands of U.S. dollars)	As of	
	June 30, 2017	December 31, 2016
Equity		
Cash contribution from Höegh LNG (7)	\$ 1,009	\$ 3,843

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Issuance of units for Board of Directors' fees (4)	189	189
Other and contribution from owner (8)	305	426
Total	\$1,503	\$ 4,458

- 1) *Time charter revenue Höegh Gallant*: A subsidiary of Höegh LNG, EgyptCo, leases the *Höegh Gallant*.
- 2) *Vessel operating expenses*: Subsidiaries of Höegh LNG provides ship management of vessels, including crews and the provision of other services and supplies.  
*Hours, travel expense and overhead*: Subsidiaries of Höegh LNG provide management, accounting, bookkeeping and administrative support under administrative service agreements. These services are charges based upon the
- 3) actual hours incurred for each individual as registered in the time-write system based on a rate which includes a provision for overhead and any associated travel expenses.

F-33

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

*Board of Directors' fees:* Effective May 22, 2017, a total of 9,805 common units of the Partnership were awarded to non-employee directors as compensation of \$189 for part of directors' fees under the Höegh LNG Partners LP Long Term Incentive Plan which were recorded as administrative expense and as an issuance of common units. Effective 4) June 3, 2016, a total of 10,650 common units of the Partnership were awarded to non-employee directors as compensation of \$189 for part of directors' fees under the Höegh LNG Partners LP Long Term Incentive Plan which were recorded as administrative expense and as an issuance of common units. Common units are recorded when issued.

*Interest income from joint ventures:* The Partnership and its joint venture partners have provided subordinated 5) financing to the joint ventures as shareholder loans. Interest income for the Partnership's shareholder loans to the joint ventures is recorded as interest income.

*Interest expense and commitment fees to Höegh LNG and affiliates:* Höegh LNG and its affiliates provided an \$85 6) million revolving credit facility for general partnership purposes which incurs a commitment fee on the undrawn balance and interest expense on the drawn balance and a seller's credit note to finance part of the *Höegh Gallant* acquisition which incurs interest expense.

*Cash contribution from Höegh LNG:* As described under "Indemnifications" below, Höegh LNG made 7) indemnification payments to the Partnership which were recorded as contributions to equity.

*Other and contribution from owner:* Höegh LNG granted share-based incentives to certain key employees whose services are invoiced to the Partnership. Related expenses are recorded as administrative expenses and as a 8) contribution from owner since the Partnership is not invoiced for this employee benefit. Effective June 3, 2016, the Partnership granted the Chief Executive Officer and Chief Financial Officer 21,500 phantom units in the Partnership. Related expenses are recorded as an administrative expense and as increase in equity.

*Acquisition from Höegh LNG:* On January 3, 2017, the Partnership acquired from Höegh LNG 51% of the shares of Höegh LNG Colombia Holding Ltd., the owner of the entities that own and operate the *Höegh Grace*. Refer to note 4. The Partnership's Board of Directors (the "Board") and the Conflicts Committee of the Board (the "Conflicts Committee") approved the purchase price for the acquisition. The Conflicts Committee retained financial advisors to assist with its evaluation of the transaction.

*Dividends to Höegh LNG:* The Partnership has declared and paid quarterly distributions to Höegh LNG totaling \$13.7 million and \$12.8 million to Höegh LNG for each of the six months ended June 30, 2017 and 2016, respectively.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

*Receivables and payables from related parties**Amounts due from affiliates*

	As of June 30,	December 31,
(in thousands of U.S. dollars)	2017	2016
Amounts due from affiliates	\$4,169	\$ 4,237

The amount due from affiliates is a receivable for time charter hire from a subsidiary of Höegh LNG, EgyptCo, for the *Höegh Gallant* time charter. The time charter hire is due 18 days from the receipt of the invoice. Time charter hire is invoiced at the end of the month in arrears.

*Amounts due to owners and affiliates*

	As of June 30,	December 31,
(in thousands of U.S. dollars)	2017	2016
Amounts due to owners and affiliates	\$615	\$ 1,374

Amounts due to owners and affiliates principally relate to trade payables for services provided by subsidiaries of Höegh LNG. The balance does not bear interest.

*Revolving credit and seller's credit due to owners and affiliates*

(in thousands of U.S. dollars)	As of	
	June 30, 2017	December 31, 2016
Revolving credit facility	\$20,322	\$ 8,622
Seller's credit note	34,383	34,383
Revolving credit and seller's credit due to owners and affiliates	\$54,705	\$ 43,005

In August 2014, upon the closing of the IPO, the Partnership entered into an \$85 million revolving credit facility with Höegh LNG, to be used to fund acquisitions and working capital requirements of the Partnership. The credit facility is unsecured and any outstanding balance is due January 1, 2020. Interest on drawn amounts is payable quarterly at LIBOR plus a margin of 4.0%. Additionally, a 1.4% quarterly commitment fee is due to Höegh LNG on undrawn available amounts.

On October 1, 2015, the Partnership financed part of the acquisition of the *Höegh Gallant* with a seller's credit note from a subsidiary of Höegh LNG. The unsecured seller's credit note is subordinated to the obligations of the Partnership and the Borrower under the Gallant facility, bears interest at 8% and matures on January 1, 2020. In December 2016, the Partnership repaid \$12.6 million of the seller's credit note.

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### *Indemnifications*

##### *Environmental indemnifications:*

Under the omnibus agreement, Höegh LNG will indemnify the Partnership until August 12, 2019 against certain environmental and toxic tort liabilities with respect to the assets contributed or sold to the Partnership to the extent arising prior to the time they were contributed or sold to the Partnership. Liabilities resulting from a change in law are excluded from the environmental indemnity. There is an aggregate cap of \$5.0 million on the amount of indemnity coverage provided by Höegh LNG for environmental and toxic tort liabilities. No claim may be made unless the aggregate dollar amount of all claims exceeds \$0.5 million, in which case Höegh LNG is liable for claims only to the extent such aggregate amount exceeds \$0.5 million.

##### *Other indemnifications:*

Under the omnibus agreement, Höegh LNG will also indemnify the Partnership for losses:

1. related to certain defects in title to the assets contributed or sold to the Partnership and any failure to obtain, prior to the time they were contributed to the Partnership, certain consents and permits necessary to conduct the business, which liabilities arise within three years after the closing of the IPO;
2. related to certain tax liabilities attributable to the operation of the assets contributed or sold to the Partnership prior to the time they were contributed or sold;
3. in the event that the Partnership does not receive hire rate payments under the *PGN FSRU Lampung* time charter for the period commencing on August 12, 2014 through the earlier of (i) the date of acceptance of the *PGN FSRU Lampung* or (ii) the termination of such time charter; The Partnership was indemnified by Höegh LNG for certain invoices not paid by PGN for the year ended December 31, 2014;
4. with respect to any obligation to pay liquidated damages to PGN under the *PGN FSRU Lampung* time charter for failure to deliver the *PGN FSRU Lampung* by the scheduled delivery date set forth in the *PGN FSRU Lampung* time charter; and
- 5.

with respect to any non-budgeted expenses (including repair costs) incurred in connection with the *PGN FSRU Lampung* project (including the construction of the Mooring) occurring prior to the date of acceptance of the *PGN FSRU Lampung* pursuant to the time charter.

pursuant to a letter agreement dated August 12, 2015, Höegh LNG confirmed that the indemnification provisions of the omnibus agreement include indemnification for all non-budgeted, non-creditable Indonesian value added taxes and non-budgeted Indonesian withholding taxes, including any related impact on cash flow from PT Hoegh LNG Lampung and interest and penalties associated with any non-timely Indonesian tax filings related to the ownership or operation of the PGN FSRU Lampung and the Mooring whether incurred (i) prior to the closing date of the IPO, 6. (ii) after the closing date of the IPO to the extent such taxes, interest, penalties or related impact on cash flows relate to periods of ownership or operation of the PGN FSRU Lampung and the Mooring and are not subject to prior indemnification payments or deemed reimbursable by the charterer under its audit of the taxes related to the *PGN FSRU Lampung* time charter for periods up to and including June 30, 2015, or (iii) after June 30, 2015 to the extent withholding taxes exceed the minimum amount of withholding tax due under Indonesian tax regulations due to lack of documentation or untimely withholding tax filings.

In the second quarter of 2017, the Partnership received indemnification payments with respect to non-budgeted expenses of \$0.3 million for the first quarter of 2017 which were recorded as a contribution to equity. The Partnership filed claims for \$0.2 million in the third quarter of 2017 for indemnification of the additional warranty cost for the Mooring for the three months ended June 30, 2017. In the third quarter of 2017, the Partnership was paid \$1.1 million for warranty costs incurred as of June 30, 2017 based on claims filed for the second quarter of 2017 and earlier periods. The Partnership received payments for filed claims for indemnification with respect to non-budgeted expenses (including the warranty provision, value added tax, withholding tax and costs related to the restatement of the Partnership's financial statements filed with the SEC on November 30, 2015) of approximately \$1.0 million and \$2.4 million in the six months ended June 30, 2016 and the year ended December 31, 2016, respectively, which were recorded as a contribution to equity. The Partnership filed claims and was paid \$0.8 million in the third quarter of 2016 for indemnification of non-budgeted expenses for the three months ended June 30, 2016. Refer to note 17.



## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

Under the contribution, purchase and sale agreement entered into with respect to the purchase of Höegh LNG FSRU III Ltd., the entity that indirectly owns the *Höegh Gallant*, Höegh LNG will indemnify the Partnership for:

1. losses from breach of warranty;
2. losses related to certain environmental liabilities, damages or repair costs and tax liabilities attributable to the operation of the *Höegh Gallant* prior to the closing date;
3. all capital gains tax or other export duty incurred in connection with the transfer of the *Höegh Gallant* outside of Höegh LNG Cyprus Limited's permanent establishment in a Public Free Zone in Egypt;
4. any recurring non-budgeted costs owed to Höegh LNG Management with respect to payroll taxes;
5. any non-budgeted losses suffered or incurred in connection with the commencement of services under the time charter with EgyptCo or EgyptCo's time charter with EGAS; and
6. liabilities under the Gallant/Grace facility not attributable to the *Höegh Gallant*.

Additionally, Höegh LNG has guaranteed the payment of hire by EgyptCo pursuant to the time charter for the *Höegh Gallant* under certain circumstances.

In the second quarter of 2017, the Partnership received indemnification payments with respect to losses incurred in connection with the commencement of services under the time charter with EgyptCo due to technical issues of \$0.3 million for the first quarter of 2017 which were recorded as a contribution to equity. The Partnership filed claims and was paid \$0.9 million in the third quarter of 2016 for indemnification of losses incurred in connection with the commencement of services under the time charter with EgyptCo due to start up technical issues and \$0.1 million for other costs incurred for the three months ended June 30, 2016. Refer to note 17.

Under the contribution, purchase and sale agreement entered into with respect to the acquisition of the 51% ownership interest in the *Höegh Grace* entities, Höegh LNG will indemnify the Partnership for:

1. losses from breach of warranty;
2. losses related to certain environmental liabilities, damages or repair costs and tax liabilities attributable to the operation of the *Höegh Grace* prior to the closing date;
- 3.

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

any recurring non-budgeted costs owed to tax authorities with respect to payroll taxes, taxes related to social security payments, corporate income taxes (including income tax for equality and surcharge on income tax for equality), withholding tax, port associations, local Cartagena tax, and financial transaction tax, including any penalties associated with taxes to the extent not reimbursed by the charterer;

4. any non-budgeted losses suffered or incurred in connection with commencement of services under the *Hoegh Grace* charter with SPEC; and
5. any losses suffered or incurred in relation to the performance guarantee the Partnership provided with respect to the *Hoegh Grace* charter, up to Hoegh LNG's pro rata share of such losses, based on its remaining ownership interest in Hoegh LNG Colombia Holding Ltd.

F-37

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 15. Financial Instruments

##### *Fair value measurements*

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

**Cash and cash equivalents and restricted cash** – The fair value of the cash and cash equivalents and restricted cash approximates its carrying amounts reported in the consolidated balance sheets.

**Amounts due from (to) owners and affiliates** – The fair value of the non-interest bearing receivables or payables approximates their carrying amounts reported in the consolidated balance sheets since the receivables or payables are to be settled consistent with trade receivables and payables.

**Derivative instruments** – The fair values of the interest rates swaps are estimated based on the present value of cash flows over the term of the instruments based on the relevant LIBOR interest rate curves, adjusted for the subsidiary's credit worthiness given the level of collateral provided and the credit worthiness of the counterparty to the derivative.

**Advances (shareholder loans) to joint ventures** – The fair values of the fixed rate subordinated shareholder loans are estimated using discounted cash flow analyses based on rates currently available for debt with similar terms and remaining maturities and the current credit worthiness of the joint ventures.

**Long-term receivable** – The fair value of long-term receivable approximates its carrying amounts reported in the consolidated balance sheet.

**Loans and promissory notes due to owners and affiliates** – The fair values of the loans and promissory notes approximates their carrying amounts of the accrued commitment fees reported in the consolidated balance sheets since the commitment fees are to be settled in the following month. Refer to note 12.

**Lampung, Gallant and Grace facilities** – The fair values of the debt are estimated based on the present value of cash flows over the term of the instruments based on the estimated currently available margins, LIBOR interest rates or applicable interest rates as of the balance sheet date for debt with similar terms and remaining maturities and the current credit worthiness of the Partnership.

**Revolving credit and seller's credit due to owners and affiliates** – The fair value of the fixed rate debt is estimated using discounted cash flow analyses based on rates currently available for debt with similar terms and remaining maturities and the current credit worthiness of the Partnership.

The fair value estimates are categorized by a fair value hierarchy based on the inputs used to measure fair value. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value as follows:

Level 1: Observable inputs such as quoted prices in active markets;

Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

The following table includes the estimated fair value and carrying value of those assets and liabilities that are measured at fair value on a recurring and non-recurring basis, as well as the estimated fair value of the financial instruments that are not accounted for at a fair value on a recurring basis.

	Level	As of June 30, 2017		As of December 31, 2016	
		Carrying amount Asset (Liability)	Fair value Asset (Liability)	Carrying amount Asset (Liability)	Fair value Asset (Liability)
(in thousands of U.S. dollars)					
Recurring:					
Cash and cash equivalents	1	\$ 15,452	15,452	18,915	\$ 18,915
Restricted cash	1	25,994	25,994	22,209	22,209
Amounts due from affiliate	2	4,169	4,169	4,237	4,237
Derivative instruments	2	(8,667 )	(8,667 )	(7,045 )	(7,045 )
Other:					
Advances (shareholder loans) to joint ventures	2	4,623	4,687	7,218	7,355
Current amounts due to owners and affiliates	2	(615 )	(615 )	(1,374 )	(1,374 )
Cash designated for acquisition	1	—	—	91,768	91,768
Other long-term receivables	2	—	—	6,195	6,195
Lampung facility	2	(156,266)	(173,700 )	(164,851)	(183,585)
Gallant facility	2	(161,044)	(162,081 )	(167,797)	(168,889)
Grace facility	2	(185,317)	(185,465 )	—	—
Revolving credit and seller's credit due to owners and affiliates	2	\$(54,705 )	(56,530 )	(43,005 )	\$(44,098 )

Following dialogue with local tax authorities, it was possible to amend a VAT filing reducing the VAT liability on a customer invoice with the result that a credit note was issued for the other long-term receivable of \$6,195.

***Financing Receivables***

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

The following table contains a summary of the loan receivables by type of borrower and the method by which the credit quality is monitored on a quarterly basis:

Class of Financing Receivables (in thousands of U.S. dollars)	Credit Quality		As of	
	Indicator	Grade	June 30, 2017	December 31, 2016
Trade receivable and long-term receivable	Payment activity	Performing	\$6,719	\$ 8,283
Amounts due from affiliate	Payment activity	Performing	4,169	4,237
Advances to joint ventures	Payment activity	Performing	\$4,623	\$ 7,218

F-39

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

#### 16. Risk management and concentrations of risk

Derivative instruments can be used in accordance with the overall risk management policy.

##### *Foreign exchange risk*

All financing, interest expenses from financing and most of the Partnership's revenue and expenditures for vessel improvements are denominated in U.S. dollars. Certain operating expenses can be denominated in currencies other than U.S. dollars. For the three and six months ended June 30, 2017, and 2016, no derivative financial instruments have been used to manage foreign exchange risk. The Gallant time charter provides that revenues are denominated 90% in U.S. dollars and 10% in Egyptian pounds, or as otherwise agreed between the parties from time to time. For the three and six months ended June 30, 2017, the revenues from the *Höegh Gallant* were denominated 94% in U.S. dollars and 6% in Egyptian pounds. The revenues from the *Höegh Gallant* were denominated 93% and 92% in U.S. dollars and 7% and 8% in Egyptian pounds for the three and six months ended June 30, 2016, respectively. A limited amount of operating expenses was also denominated in Egyptian pounds. Due to restrictions in Egypt, exchangeability between Egyptian pounds and other currencies was more than temporarily lacking during 2016 and 2017. There are two official published rates for the Egyptian pound. The lower rate is applied in the Partnership's consolidated financial statements for revenues, expenses, assets and liabilities. For most of 2016 and all of 2017, the Partnership has agreed to the payment of monthly revenues denominated in Egyptian pounds that align with its working capital needs for the next month which reduces its foreign exchange rate exposure to a minimal amount and the risk of loss should the Egyptian pound be devalued.

##### *Interest rate risk*

Interest rate swaps are utilized to exchange a receipt of floating interest for a payment of fixed interest to reduce the exposure to interest rate variability on its outstanding floating-rate debt. As of June 30, 2017, there are interest rate swap agreements on the Lampung, Gallant and Grace facilities' floating rate debt that are designated as cash flow hedges for accounting purposes. As of June 30, 2017, the following interest rate swap agreements were outstanding:

(in thousands of U.S. dollars)	Interest rate index	Notional amount	Fair value carrying amount liability	Term	Fixed interest rate (1)
LIBOR-based debt					
Lampung interest rate swaps (2)	LIBOR	\$ 164,677	(5,625 )	Sept 2026	2.8%
Gallant interest rate swaps (2)	LIBOR	129,188	(823 )	Sept 2019	1.9%
Grace interest rate swaps (2)	LIBOR	\$ 140,938	(2,219 )	March 2020	2.3%

1) Excludes the margins paid on the floating-rate debt.

2) All interest rate swaps are U.S. dollar denominated and principal amount reduces quarterly.

F-40



**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

The following table presents the location and fair value amounts of derivative instruments, segregated by type of contract, on the consolidated and balance sheets.

(in thousands of U.S. dollars)	Current liabilities: derivative instruments	Long-term liabilities: derivative instruments
As of June 30, 2017		
Interest rate swaps	\$ (3,825 )	\$ (4,842 )
As of December 31, 2016		
Interest rate swaps	\$ (3,534 )	\$ (3,511 )

The following effects of cash flow hedges relating to interest rate swaps are included in gain on derivative financial instruments in the consolidated statements of income for the three and six months ended June 30, 2017 and 2016.

(in thousands of U.S. dollars)	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Interest rate swaps:				
Ineffective portion of cash flow hedge	\$ (354 )	(54 )	(350 )	\$ (17 )
Amortization of amount excluded from hedge effectiveness	815	594	1,688	1,107
Reclassification from accumulated other comprehensive income	(214 )	(214 )	(428 )	(428 )
Unrealized gains (losses)	247	326	910	662
Realized gains (losses)	—	—	—	—
Total gains (losses) on derivative instruments	\$ 247	326	910	\$ 662

The effect of cash flow hedges relating to interest rate swaps and the related tax effects on other comprehensive income and changes in accumulated other comprehensive income (“OCI”) in the consolidated statements of changes in partners’ capital is as follows for the periods ended and as of June 30, 2017 and 2016 included in the consolidated statements of other comprehensive income.

F-41

**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

(in thousands of U.S. dollars)	Cash Flow Hedge			Accumulated OCI
	Before tax gains (losses)	Tax benefit (expense)	Net of tax	
Balance as of December 31, 2016	\$(6,947)	1,211	(5,736 )	\$ (5,736 )
Effective portion of unrealized loss on cash flow hedge	(317 )	—	(317 )	(317 )
Reclassification of amortization of cash flow hedge to earnings	428	(175 )	253	253
Other comprehensive income for period	111	(175 )	(64 )	(64 )
Balance as of June 30, 2017	\$(6,836)	1,036	(5,800 )	\$ (5,800 )

(in thousands of U.S. dollars)	Cash Flow Hedge			Accumulated OCI
	Before tax gains (losses)	Tax benefit (expense)	Net of tax	
Balance as of December 31, 2015	\$(8,830 )	1,589	(7,241 )	\$ (7,241 )
Effective portion of unrealized loss on cash flow hedge	(8,815 )	—	(8,815 )	(8,815 )
Reclassification of amortization of cash flow hedge to earnings	428	(146 )	282	282
Other comprehensive income for period	(8,387 )	(146 )	(8,533 )	(8,533 )
Balance as of June 30, 2016	\$(17,217)	1,443	(15,774 )	\$ (15,774 )

*Credit risk*

Credit risk is the exposure to credit loss in the event of non-performance by the counterparties related to cash and cash equivalents, restricted cash, trade receivables and interest rate swap agreements. In order to minimize counterparty risk, bank relationships are established with counterparties with acceptable credit ratings at the time of the transactions. Credit risk related to receivables is limited by performing ongoing credit evaluations of the customers' financial condition. In addition, Höegh LNG guarantees the payment of the *Höegh Gallant* time charter hire by EgyptCo under certain circumstances.

*Concentrations of risk*

Financial instruments, which potentially subject the Partnership to significant concentrations of credit risk, consist principally of cash and cash equivalents, restricted cash, trade receivables, amounts due from owners and affiliates and derivative contracts (interest rate swaps). The maximum exposure to loss due to credit risk is the book value at the balance sheet date. The Partnership does not have a policy of requiring collateral or security. Cash and cash equivalents and restricted cash are placed with qualified financial institutions. Periodic evaluations are performed of the relative credit standing of those financial institutions. In addition, exposure is limited by diversifying among counterparties. There are three charterers so there is a concentration of risk related to trade receivables. Credit risk related to trade receivables is limited by performing ongoing credit evaluations of the customer's financial condition. In addition, Höegh LNG guarantees the payment of the *Höegh Gallant* time charter hire by EgyptCo under certain circumstances. No allowance for doubtful accounts was recorded for the three and six month periods ended June 30, 2017 and 2016 and the year ended December 31, 2016. While the maximum exposure to loss due to credit risk is the book value of trade receivables at the balance sheet date, should any of the time charters terminate prematurely, there could be delays in obtaining a new time charter and the rates could be lower depending upon the prevailing market conditions.

**HÖEGH LNG PARTNERS LP**

**NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**17. Commitments and contingencies**

*Contractual commitments*

As of June 30, 2017, there were no material contractual purchase commitments.

*Claims and Contingencies*

*Joint venture contingency*

Under the *Neptune* and the *GDF Suez Cape Ann* time charters, the joint ventures undertake to ensure that the vessel meets specified performance standards at all times during the term of the time charters. The performance standards include the vessel not exceeding a maximum average daily boil-off of LNG, subject to certain contractual exclusions, as specified in the time charter. The hire rate is subject to deduction by the charterer by, among other things, sums due in respect of the joint ventures' failure to satisfy the specified performance standards during the period. The charterer has requested that the joint ventures calculate and present the boil-off, since the beginning of the charters, compared with maximum average daily boil-off allowed under the time charter. It is reasonably possible this evaluation could result in an excess boil-off amount. Determination of the potential excess boil-off amount depends on a variety of interpretations of the application of contractual provisions and contractual exclusions to the performance standard. To the extent that an excess boil-off amount results in a settlement, the Partnership would be indemnified by Höegh LNG for its share of the cash impact of any settlement. Höegh LNG and the other major owner guarantee the performance and payment obligations of the joint ventures under the time charter. The guarantee is joint and several for the performance obligations and several for the payment obligations.

*Indonesian corporate income tax*

In 2015, the Indonesian Minister of Finance issued regulations that provided that Indonesian corporate taxpayers are subject to a limit in claiming interest expense as tax deduction where their debt to equity ratio exceeds 4:1 which was effective from January 1, 2016. Certain industries, including the infrastructure industry, are exempted from the debt to equity ratio requirements. The infrastructure industry is not defined in the regulations; however, additional guidance was expected to be provided in early 2016. As of June 30, 2017, the additional guidance had not yet been provided. Therefore it is not certain if guidance will be provided to clarify whether the Partnership's Indonesian subsidiary would qualify as part of the infrastructure industry and be exempted from the requirements. As a result, the limitations on the deductibility of interest expense have been applied for the year ended December 31, 2016 and the three and six months ended June 30, 2017, increasing the taxable income and the income tax expense of the Indonesian subsidiary. Due to the uncertainty of realizing the benefit of a 2013 tax loss carryforward in Indonesia, no income tax benefit was recognized. As a result of being able to utilize the prior year tax loss, a long-term income tax liability of \$2.2 million and \$2.4 million was recognized for the year ended December 31, 2016 and the six months ended June 30, 2017, respectively, for the uncertain tax position (refer to note 8). To the extent that the long-term income tax liability becomes payable, the current income tax payable is expected to qualify for reimbursement by PGN LNG under terms of the time charter.

Based upon the Partnership's experience in Indonesia, tax regulations, guidance and interpretation in Indonesia may not always be clear and may be subject to alternative interpretations or changes in interpretations over time. The Partnership's Indonesian subsidiary is subject to examination by the Indonesian tax authorities for up to five years following the completion of a fiscal year. The examinations may lead to ordinary course adjustments or proposed adjustments to the Partnership's taxes or tax loss carryforwards with respect to years under examination. The Partnership has recognized a provision in 2013 related to an uncertain tax position for the 2013 tax loss carryforward. It is reasonably possible within the next 12 months that the Partnership's Indonesian subsidiary will be subject to a tax examination. Such an examination may or may not result in changes to the Partnership's provisions on tax filings from 2013 through 2016. To date, there has been no tax audit on the Partnership's operations in Indonesia.

*PGN LNG claims including delay liquidated damages*

The Partnership was indemnified by Höegh LNG for non-budgeted expenses (including repair and warranty costs) incurred in connection with the *PGN FSRU Lampung* project and for certain costs related to the restatement of the Partnership's financial statements filed with the SEC on November 30, 2015.

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

In the second quarter of 2017, the Partnership received indemnification payments with respect to non-budgeted expenses of \$0.3 million for the first quarter of 2017 which were recorded as a contribution to equity. The Partnership filed claims for \$0.2 million in the third quarter of 2017 for indemnification of the additional warranty cost for the Mooring for the three months ended June 30, 2017. In the third quarter of 2017, the Partnership was paid \$1.1 million for warranty costs incurred as of June 30, 2017 based on claims filed for the second quarter of 2017 and earlier periods. Indemnification payments received from Höegh LNG are subject to repayment to the extent the amounts are subsequently recovered from insurance. Refer to note 6. The Partnership received payments for filed claims for indemnifications with respect to non-budgeted expenses (including the warranty provisions, value added tax, withholding tax, costs related to the restatement of the Partnership's financial statements filed with the SEC on November 30, 2015 and other non-budgeted expenses) of approximately \$1.0 million and \$2.4 million for the six months ended June 30, 2016 and year ended December 31, 2016, respectively, which were recorded as a contribution to equity. The Partnership filed claims and was paid \$0.8 million in the third quarter of 2016 for indemnification of non-budgeted expenses for the three months ended June 30, 2016.

#### *Höegh Gallant claims and indemnification*

The Partnership was indemnified by Höegh LNG for losses incurred in connection with the commencement of services under the time charter with EgyptCo (including technical issues) incurred in connection with *Höegh Gallant*.

In the second quarter of 2017, the Partnership received indemnification payments with respect to losses incurred in connection with the commencement of services under the time charter due to technical issues of \$0.3 million for the first quarter of 2017 which were recorded as a contribution to equity. For the three months ended June 30, 2016, repairs and improvements were required for the *Höegh Gallant* resulting in short periods of reduced hire or off-hire. As a result, revenues were reduced, certain liquated damages were due under the time charter with EgyptCo and higher costs and expenses were incurred. The Partnership filed claims and was paid \$0.9 million in the third quarter of 2016 for indemnification of losses incurred in connection with the commencement of services under the time charter with EgyptCo due to start up technical issues and \$0.1 million for other costs incurred the three months ended June 30, 2016. The Partnership received payments for filed claims of \$1.4 million for the year ended December 31, 2016 for indemnification of losses due to start up technical issues and for other costs incurred which were recorded as a contribution to equity.

F-44



**HÖEGH LNG PARTNERS LP****NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(in thousands of U.S. dollars, unless otherwise indicated)

**18. Earnings per unit and cash distributions**

The calculations of basic and diluted earnings per unit are presented below:

(in thousands of U.S. dollars, except per unit numbers)	Three months ended		Six months ended	
	June 30, 2017	2016	June 30, 2017	2016
Partners' interest in net income	\$9,400	\$4,062	22,845	\$3,022
Less: Dividends paid or to be paid (1)	(14,441)	(10,971)	(28,878)	(21,938)
Under (over) distributed earnings	(5,041)	(6,909)	(6,033)	(18,916)
Under (over) distributed earnings attributable to:				
Common units public	(2,702)	(2,901)	(3,233)	(7,941)
Common units Höegh LNG	(324)	(555)	(388)	(1,521)
Subordinated units Höegh LNG	(2,015)	(3,453)	(2,412)	(9,454)
	(5,041)	(6,909)	(6,033)	(18,916)
Basic weighted average units outstanding (in thousands)				
Common units public	17,643	11,042	17,641	11,041
Common units Höegh LNG	2,116	2,116	2,116	2,116
Subordinated units Höegh LNG	13,156	13,156	13,156	13,156
Diluted weighted average units outstanding (in thousands)				
Common units public	17,654	11,044	17,651	11,043
Common units Höegh LNG	2,116	2,116	2,116	2,116
Subordinated units Höegh LNG	13,156	13,156	13,156	13,156
Basic and diluted earnings per unit (2):				
Common unit public	\$0.28	\$0.15	\$0.68	\$0.11
Common unit Höegh LNG (3)	\$0.30	\$0.16	\$0.71	\$0.12
Subordinated unit Höegh LNG (3)	\$0.30	\$0.16	\$0.71	\$0.12

Includes all distributions paid or to be paid in relationship to the period, regardless of whether the declaration and (1) payment dates were prior to the end of the period, and is based on the number of units outstanding at the period end.

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

Effective June 3, 2016, the Partnership granted 21,500 phantom units to the CEO/CFO of the Partnership.

One-third of the phantom units vest as of December 31, 2017, 2018 and 2019, respectively. The phantom units (2) impact the diluted weighted average units outstanding, however, the increase in weighted average number of units was not significant enough to change the earnings per unit. Therefore, the basic and diluted earnings per unit are the same.

(3) Includes total amounts attributable to incentive distributions rights of \$285,234 and \$570,384 for the three and six months ended June 30, 2017, respectively, of which \$39,521 and \$79,031 were attributed to common units owned by Höegh LNG and \$245,713 and \$491,353 were attributed to subordinated units owned by Höegh LNG. For the three and six months ended June 30, 2016, includes total amounts attributable to incentive distributions rights of \$113,227 and \$226,407, respectively, of which \$15,688 and \$31,370 were attributed to common units owned by Höegh LNG and \$97,538 and \$195,037 were attributed to subordinated units owned by Höegh LNG.

F-45

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

As of June 30, 2017, the total number of units outstanding was 32,920,964. Common units outstanding were 19,764,904 of which 17,648,844 common units were held by the public and 2,116,060 common units were held by Höegh LNG. As of June 30, 2017, Höegh LNG owned 13,156,060 subordinated units. The General Partner has a non-economic interest and has no units.

Earnings per unit is calculated by dividing net income by the weighted average number of units outstanding during the applicable period.

The common unitholders' and subordinated unitholders' interest in net income are calculated as if all net income were distributed according to terms of the Partnership's First Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement"), regardless of whether those earnings would or could be distributed. The Partnership Agreement does not provide for the distribution of net income; rather, it provides for the distribution of available cash. Available cash, a contractual defined term, generally means all cash on hand at the end of the quarter after deduction for cash reserves established by the board of directors and the Partnership's subsidiaries to i) provide for the proper conduct of the business (including reserves for future capital expenditures and for the anticipated credit needs); ii) comply with applicable law, any of the debt instruments or other agreements; and iii) provide funds for distributions to the unitholders for any one or more of the next four quarters. Therefore, the earnings per unit is not indicative of future cash distributions that may be made. Unlike available cash, net income is affected by non-cash items, such as depreciation and amortization, unrealized gains or losses on derivative financial instruments and unrealized gains or losses on foreign exchange transactions.

During the subordination period, the common units will have the right under the Partnership Agreement to receive distributions of available cash from operating surplus in an amount equal to the minimum quarterly distribution of \$0.3375 per unit, plus any arrearages in the payment of the minimum quarterly distribution on the common units from prior quarters, before any distributions of available cash from operating surplus may be made on the subordinated units. Distribution arrearages do not accrue on the subordinated units.

Distributions of available cash from operating surplus are to be made in the following manner for any quarter during the subordination period:

Edgar Filing: Hoegh LNG Partners LP - Form 6-K

*first*, 100.0% to the common unitholders, pro rata, until the Partnership distributes for each outstanding common unit an amount equal to the minimum quarterly distribution of \$0.3375 for that quarter;

*second*, 100.0% to the common unitholders, pro rata, until the Partnership distributes for each outstanding common unit an amount equal to any arrearages in payment of the minimum quarterly distribution on the common units for any prior quarters during the subordination period; and

*third*, 100.0% to the subordinated unitholders, pro rata, until the Partnership distributes for each subordinated unit an amount equal to the minimum quarterly distribution of \$0.3375 for that quarter.

In addition, Höegh LNG currently holds all of the IDRs in the Partnership. IDRs represent the rights to receive an increasing percentage of quarterly distributions of available cash for operating surplus after the minimum quarterly distribution and the target distribution levels have been achieved.

F-46

## HÖEGH LNG PARTNERS LP

### NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(in thousands of U.S. dollars, unless otherwise indicated)

If for any quarter during the subordination period:

the Partnership has distributed available cash from operating surplus to the common and subordinated unitholders in an amount equal to the minimum quarterly distribution; and

the Partnership has distributed available cash from operating surplus on outstanding common units in an amount necessary to eliminate any cumulative arrearages in payment of the minimum quarterly distribution;

then, the Partnership will distribute any additional available cash from operating surplus for that quarter among the unitholders and the holders of the IDRs in the following manner:

*first*, 100.0% to all unitholders, pro rata, until each unitholder receives a total of \$0.388125 per unit for that quarter (the “first target distribution”);

*second*, 85.0% to all unitholders, pro rata, and 15.0% to the holders of the IDRs, pro rata, until each unitholder receives a total of \$0.421875 per unit for that quarter (the “second target distribution”);

*third*, 75.0% to all unitholders, pro rata, and 25.0% to the holders of the IDRs, pro rata, until each unitholder receives a total of \$0.50625 per unit for that quarter (the “third target distribution”); and

*thereafter*, 50.0% to all unitholders, pro rata, and 50.0% to the holders of the IDRs, pro rata.

In each case, the amount of the target distribution set forth above is exclusive of any distributions to common unitholders to eliminate any cumulative arrearages in payment of the minimum quarterly distribution. The percentage interests set forth above assume that the Partnership does not issue additional classes of equity securities.

#### 19. Subsequent events

On August 14, 2017, the Partnership paid a quarterly cash distribution with respect to the quarter ended June 30, 2017 of \$0.43 per unit. The total amount of the distribution was \$14.4 million.

In August 2017, the Partnership drew \$4.0 million on the \$85 million of revolving credit facility.

On August 24, 2017, the Partnership announced its subsidiary had entered into a term-sheet to acquire from MOL an additional 23.5% interest in each of the joint ventures owning the *Neptune* and *GDF Suez Cape Ann* and 23.5% of the related outstanding shareholder loans from MOL aggregating to \$1.5 million (the "Acquisition"). Closing of the Acquisition is subject to the execution of a definitive purchase agreement as well as certain other documentation and final board approvals. The purchase price of the Acquisition is \$27.3 million including the 23.5% of outstanding shareholder loans from MOL. The Partnership currently owns 50% of each joint venture. Following the transaction, MOL will continue to hold 25% of each joint venture.

## EXHIBITS

The following exhibits are filed as a part of this report:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
101	<p>The following financial information from Höegh LNG Partners LP's Report on Form 6-K for the three and six months ended June 30, 2017 formatted in XBRL (eXtensible Business Reporting Language):</p> <ul style="list-style-type: none"><li>(i) Unaudited Condensed Interim Consolidated Statements of Income for the Three Months And Six Months Ended June 30, 2017 and 2016</li><li>(ii) Unaudited Condensed Interim Consolidated Statements of Comprehensive Income for the Three Months And Six Months Ended June 30, 2017 and 2016</li><li>(iii) Unaudited Condensed Interim Consolidated Balance Sheets as of June 30, 2017 and December 31, 2016</li><li>(iv) Unaudited Condensed Interim Consolidated Statements of Changes in Partners' Capital for the Six Months Ended June 30, 2017 and the Year Ended December 31, 2016</li><li>(v) Unaudited Condensed Interim Consolidated Statements of Cash Flows for the Three and Six Months Ended June 30, 2017 and 2016</li><li>(vi) Notes to Unaudited Condensed Interim Consolidated Financial Statements</li></ul>

**SIGNATURE**

Pursuant to the requirements 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.

**HÖEGH LNG PARTNERS LP**

Date: August 24, 2017

By: /s/ Richard Tyrrell

Name: Richard Tyrrell

Title: Chief Executive Officer and Chief Financial Officer