AMERIGAS PARTNERS, L.P.

ANNUAL REPORT

FOR THE FISCAL YEAR ENDED

September 30, 2021

AmeriGas Partners, L.P. ("AmeriGas") is an indirect, wholly owned subsidiary of UGI Corporation ("UGI"), with no class of securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As a result, AmeriGas Partners is not subject to the current and periodic reporting requirements of the Exchange Act. This annual report is provided to bondholders for informational purposes only pursuant to contractual requirements under certain indentures governing the rights of bondholders, and shall not constitute an offer to sell or the solicitation of an offer to buy any securities. As a result, none of UGI, AmeriGas Partners nor any of their respective affiliates accepts, and each specifically disclaims, any liability under federal securities laws whatsoever in connection with the provision of this annual report, including any liability under the Exchange Act or the Securities Act of 1933, as amended.

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GLOSSARY OF TERMS AND ABBREVIATIONS

Terms and abbreviations used in this Annual Report are defined below:

<u>AmeriGas Partners, L.P. and Related Entities</u>

AmeriGas OLP - AmeriGas Propane, L.P., the principal operating subsidiary of AmeriGas Partners; also referred to as the "Operating Partnership"

AmeriGas Partners - AmeriGas Partners, L.P., a Delaware limited partnership and an indirect wholly-owned subsidiary of UGI

AmeriGas Propane - AmeriGas Propane, Inc., a wholly owned subsidiary of UGI Corporation, the sole general partner of AmeriGas Partners, L.P. and AmeriGas Propane, L.P. (through September 29, 2019); also referred to as the "General Partner"

AmeriGas Propane GP, LLC - a Delaware limited liability company and wholly owned subsidiary of AmeriGas Partners, an indirect and wholly owned subsidiary of UGI and the general partner of AmeriGas OLP effective September 30, 2019

AmeriGas Propane Holdings, Inc. - A Delaware corporation and an indirect wholly-owned subsidiary of UGI

AmeriGas Propane Holdings, LLC - A Delaware limited liability company and an indirect wholly owned subsidiary of UGI

Energy Services - UGI Energy Services, LLC, a wholly owned subsidiary of UGI

General Partner - AmeriGas Propane, Inc., an indirect wholly owned subsidiary of UGI and the general partner of AmeriGas Partners and, through September 30 2019, the general partner of AmeriGas OLP

Merger Sub - AmeriGas Propane Holdings, LLC, an indirect wholly owned subsidiary of UGI

Partnership - AmeriGas Partners, AmeriGas OLP and all of their subsidiaries collectively

UGI - UGI Corporation

UGI Europe - UGI Europe, Inc., an indirect wholly owned subsidiary of UGI

<u>Other Terms and Abbreviations</u>

ACE - AmeriGas Cylinder Exchange

AmeriGas Merger - The transaction contemplated by the Merger Agreement pursuant to which AmeriGas Propane Holdings, LLC merged with and into the Partnership, with the Partnership surviving as an indirect wholly owned subsidiary of UGI

AmeriGas OLP Credit Agreement - The second amended and restated credit agreement entered into by AmeriGas OLP providing for borrowings of up to $600 million, including a letter of credit subfacility of up to $150 million

ASC - Accounting Standards Codification

ASC 606 - ASC 606, "Revenue from Contracts with Customers"

ASC 820 - ASC 820, "Fair Value Measurement"

ASC 842 - ASC 842, "Leases" (effective October 1, 2019)

ASU - Accounting Standards Update

Btu - British thermal unit

CERCLA - Comprehensive Environmental Response, Compensation and Liability Act

CDC - Centers for Disease Control and Prevention

Common Units **-** Limited partnership ownership interests in AmeriGas Partners

COVID-19 - A novel strain of coronavirus disease discovered in 2019

DOT **-** U.S. Department of Transportation

EBITDA **-** A non-GAAP financial measure comprising the Partnership's earnings before interest expense, income taxes, depreciation and amortization

Eighth Circuit - United States Court of Appeals for the Eighth Circuit

Exchange Act **-** Securities Exchange Act of 1934, as amended

FASB **-** Financial Accounting Standards Board

FDIC **-** Federal Deposit Insurance Corporation

FIFO - First-in, first-out inventory valuation method

Fiscal 2019 - The fiscal year ended September 30, 2019

Fiscal 2020 - The fiscal year ended September 30, 2020

Fiscal 2021 - The fiscal year ended September 30, 2021

Fiscal 2022 - The fiscal year ending September 30, 2022

Fiscal 2023 - The fiscal year ending September 30, 2023

Fiscal 2024 - The fiscal year ending September 30, 2024

Fiscal 2025 - The fiscal year ending September 30, 2025

Fiscal 2026 - The fiscal year ending September 30, 2026

GAAP **-** U.S. generally accepted accounting principles

GHG **-** Greenhouse gas

IDR **-** Incentive distribution right

LPG **-** Liquefied petroleum gas

MD&A **-** Management's Discussion and Analysis of Financial Condition and Results of Operations

Merger Agreement - Agreement and Plan of Merger, dated as of April 1, 2019, among UGI, AmeriGas Propane Holdings, Inc., AmeriGas Propane Holdings, LLC, AmeriGas Partners and AmeriGas Propane

MGP **-** Manufactured gas plant

MLP **-** Master limited partnership

NOAA **-** National Oceanic and Atmospheric Administration

NPNS **-** Normal purchase and normal sale

NYDEC **-** New York State Department of Environmental Conservation

OSHA - Occupational Safety and Health Act

Partnership Agreement - Fourth Amended and Restated Agreement of Limited Partnership of AmeriGas Partners dated as of July 27, 2009, as amended

PRP - Potentially responsible party

ROU - Right-of-use

ROD - Record of Decision

SEC - U.S. Securities and Exchange Commission

Western Missouri District Court - The United States District Court for the Western District of Missouri

WHO - World Health Organization

FORWARD-LOOKING INFORMATION

Information contained in this Annual Report may contain forward-looking statements. Such statements use forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," or other similar words. These statements discuss plans, strategies, events or developments that we expect or anticipate will or may occur in the future.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We believe that we have chosen these assumptions or bases in good faith and that they are reasonable. However, we caution you that actual results almost always vary from assumed facts or bases, and the differences between actual results and assumed facts or bases can be material, depending on the circumstances. When considering forward-looking statements, you should keep in mind our Risk Factors below and the following important factors that could affect our future results and could cause those results to differ materially from those expressed in our forward-looking statements: (1) weather conditions, including increasingly uncertain weather patterns due to climate change, resulting in reduced demand, and the seasonal nature of our business; (2) cost volatility and availability of propane, as well as the availability of propane cylinders, and the capacity to transport propane to our customers; (3) the availability of, and our ability to consummate, acquisition or combination opportunities; (4) successful integration and future performance of acquired assets or businesses and achievement of anticipated synergies; (5) changes in laws and regulations, including safety, tax, consumer protection, data privacy, accounting, and environmental matters, such as regulatory responses to climate change; (6) competitive pressures from the same and alternative energy sources; (7) failure to acquire new customers or retain current customers thereby reducing or limiting any increase in revenues; (8) liability for environmental claims; (9) increased customer conservation measures due to high energy prices and improvements in energy efficiency and technology resulting in reduced demand; (10) adverse labor relations and our ability to address existing or potential workforce shortages; (11) customer, counterparty, supplier, or vendor defaults; (12) liability for uninsured claims and for claims in excess of insurance coverage, including those for personal injury and property damage arising from explosions, terrorism, natural disasters, pandemics and other catastrophic events that may result from operating hazards and risks incidental to transporting, storing and distributing propane and butane; (13) political, regulatory and economic conditions in the United States and foreign countries; (14) capital market conditions, including reduced access to capital markets and interest rate fluctuations; (15) changes in commodity market prices resulting in significantly higher cash collateral requirements; (16) the impact of pending and future legal or regulatory proceedings, inquiries or investigations; (17) the availability, timing, and success of our acquisitions, commercial initiatives and investments to grow our business; (18) the interruption, disruption, failure or malfunction of our information technology systems, and those of our third-party vendors or service providers, including due to cyber attack; (19) our ability to achieve the operational benefits and cost efficiencies expected from the completion of pending and future business transformation initiatives, including the impact of customer service disruptions resulting in potential customer loss due to the transformation activities; (20) uncertainties related to a global pandemic, including the duration and/or impact of the COVID-19 pandemic; and (21) our ability to overcome supply chain issues that may result in delays or shortages in, as well as increased costs of, equipment, materials or other resources that are critical to our business operations.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. We undertake no obligation to update any forward-looking statement whether as a result of new information or future events.

BUSINESS

General

AmeriGas Partners, L.P. is a limited partnership formed under Delaware law on November 2, 1994. We are the largest retail propane distributor in the U.S. based on the volume of propane gallons distributed annually. The Partnership serves nearly 1.4 million residential, commercial, industrial, agricultural, wholesale and motor fuel customers in all 50 states from approximately 1,600 propane distribution locations.

We are a holding company and we conduct our business principally through our subsidiary, AmeriGas Propane, L.P. ("AmeriGas OLP"), a Delaware limited partnership. AmeriGas OLP is sometimes referred to herein as "the Operating Partnership." AmeriGas Propane, Inc. is our general partner (the "General Partner") and is responsible for managing our operations. The General Partner is a wholly owned subsidiary of UGI Corporation ("UGI"), a publicly traded company listed on the New York Stock Exchange. In this Report, the terms "Partnership" and "AmeriGas Partners," as well as the terms "our," "we," and "its," are used sometimes as abbreviated references to AmeriGas Partners, L.P. itself or collectively, AmeriGas Partners, L.P. and its consolidated subsidiaries, including the Operating Partnership. For further information on the meaning of certain terms used in this Report, see "Glossary of Terms and Abbreviations."

Our executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and our telephone number is (610) 337-7000. The Partnership's website can be found at www.amerigas.com. Information on our website is not intended to be incorporated into this Report.

Business Strategy

Our strategy is to grow by (i) developing internal sales and marketing programs to improve customer service and attract and retain customers, (ii) leveraging our scale and driving productivity through the development of technology, (iii) executing on our multi-year business transformation initiatives, and (iv) historically, by pursuing opportunistic acquisitions. Although we did not complete any material acquisitions during Fiscal 2020 or Fiscal 2021, we regularly consider and evaluate opportunities for growth through the acquisition of local, regional, and national propane distributors. We expect that internal growth will be provided in part from the expansion of our ACE program, through which consumers can purchase propane cylinders or exchange propane cylinders at various retail locations, our Cynch program, through which cylinder home delivery is available in select markets, and our National Accounts program, through which we encourage multi-location propane users to enter into a supply agreement with us rather than with multiple suppliers.

During Fiscal 2021, we made technology and other investments to promote the safety of our employees and the communities we serve. For example, (i) we continued installing cameras in our delivery and service vehicles to facilitate in-cab coaching capabilities, among other functionality and (ii) we continued to install fall protection towers on rail terminals that are designed to prevent employees from falling during the process of offloading propane into bulk storage.

Moreover, in Fiscal 2021, AmeriGas Propane continued executing on multi-year business transformation initiatives designed to improve long-term operational performance by, among other things, reducing costs and improving efficiency and effectiveness in the following key areas: customer digital experience; customer relationship management; operating process redesign and specialization; distribution and routing optimization; sales and marketing effectiveness; purchasing and general and administrative efficiencies; and supply and logistics. These transformation activities are substantially complete and are expected to provide total annual benefits of more than $150 million by the end of Fiscal 2022. For further information on these initiatives, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview - Impact of Strategic Initiatives."

Products, Services and Marketing

The Partnership serves nearly 1.4 million customers in all 50 states from approximately 1,600 propane distribution locations. Typically, propane distribution locations are in suburban and rural areas where natural gas is not readily available. Our local offices generally consist of operations facilities and propane storage. As part of its overall transportation and distribution infrastructure, the Partnership operates as an interstate carrier in all states throughout the continental U.S.

The Partnership sells propane primarily to residential, commercial/industrial, motor fuel, agricultural and wholesale customers. The Partnership distributed approximately 1.1 billion gallons of propane in Fiscal 2021. Approximately 88% of the Partnership's Fiscal 2021 sales (based on gallons sold) was to retail accounts and approximately 12% was to wholesale and supply customers. Sales to residential customers in Fiscal 2021 represented approximately 32% of retail gallons sold; commercial/industrial customers 41%; motor fuel customers 19%; and agricultural customers 4%. Transport gallons, which are large-scale deliveries to retail customers other than residential, accounted for 4% of Fiscal 2021 retail gallons. No single customer represents, or is anticipated to represent, more than 5% of the Partnership's consolidated revenues.

The ACE program continued to be an important element of the Partnership's business in Fiscal 2021. At September 30, 2021, ACE cylinders were available at over 50,000 retail locations throughout the U.S. Sales of our ACE cylinders to retailers are included in commercial/industrial sales. The ACE program enables consumers to purchase or exchange propane cylinders at various retail locations such as home centers, gas stations, mass merchandisers and grocery and convenience stores. In addition, in Fiscal 2021, we continued to expand our Cynch propane home delivery service, which is now available in twenty-two cities as of September 30, 2021, and plan to expand into additional markets in Fiscal 2022 and Fiscal 2023. We also supply retailers with large propane tanks to enable them to replenish customers' propane cylinders directly at the retailer's location.

Residential and commercial customers use propane primarily for home heating, water heating and cooking purposes. Commercial users include hotels, restaurants, churches, warehouses, and retail stores. Industrial customers use propane to fire furnaces, as a cutting gas and in other process applications. Other industrial customers are large-scale heating accounts and local gas utility customers that use propane as a supplemental fuel to meet peak load deliverability requirements. As a motor fuel, propane is burned in internal combustion engines that power school buses and other over-the-road vehicles, forklifts, and stationary engines. Agricultural uses include tobacco curing, chicken brooding, crop drying, and orchard heating. In its wholesale operations, the Partnership principally sells propane to large industrial end-users and other propane distributors.

Retail deliveries of propane are usually made to customers by means of bobtail and rack trucks. Propane is pumped from the bobtail truck, which generally holds 2,400 to 3,000 gallons of propane, into a stationary storage tank on the customer's premises. The Partnership owns most of these storage tanks and leases them to its customers. The capacity of these tanks ranges from approximately 120 gallons to approximately 1,200 gallons. The Partnership also delivers propane in portable cylinders, including ACE and motor fuel cylinders. Some of these deliveries are made to the customer's location, where cylinders are either picked up or replenished in place.

Propane Supply and Storage

The U.S. propane market has more than 180 domestic and international sources of supply, including the spot market. Supplies of propane from the Partnership's sources historically have been readily available; however, beginning in April 2020 and continuing through Fiscal 2021, certain geographies experienced varying levels of reduced propane availability as a result of COVID-19 and transportation issues within the supply chain. While some refineries have returned to normal production, others have ceased operations entirely. In response to these supply and transportation challenges, the Partnership utilized a combination of increased regional storage as well as rail and transport supply from different origins to offset localized supply/demand imbalances that occurred during Fiscal 2021.

In addition to these factors, the availability and pricing of propane supply has historically been dependent upon, among other things, the severity of winter weather, the price and availability of competing fuels such as natural gas and crude oil, and the amount and availability of exported supply and, to a much lesser extent, imported supply. For more information on risks relating to our supply chain, see "Risk Factors - Risks Relating to Our Supply Chain and Our Ability to Obtain Adequate Quantities of LPG."

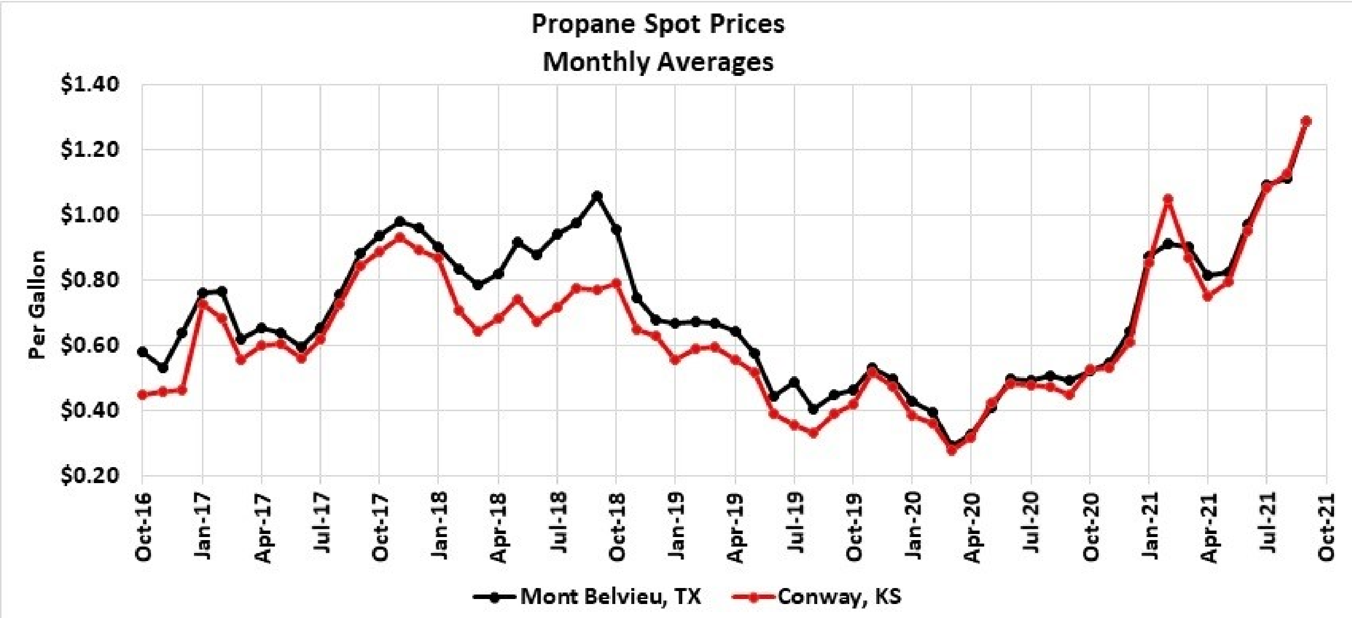
During Fiscal 2021, approximately 98% of the Partnership's propane supply was purchased under supply agreements with terms of one to three years. Although no assurance can be given that supplies of propane will be readily available in the future, management currently expects to be able to secure adequate supplies during Fiscal 2022. If supply from major sources were interrupted, however, the cost of procuring replacement supplies and transporting those supplies from alternative locations might be materially higher and, at least on a short-term basis, margins could be adversely affected. In Fiscal 2021, the Partnership derived approximately 11% of its propane supply from each of Enterprise Products Operating LLC and Targa Liquids Marketing and Trade. No other single supplier provided more than 10% of the Partnership's total propane supply in Fiscal 2021. In certain geographic areas, however, a single supplier provides more than 50% of the Partnership's requirements. Disruptions in supply in these areas could also have an adverse impact on the Partnership's margins.

The Partnership's supply contracts typically provide for pricing based upon (i) index formulas using the current prices established at a major storage point such as Mont Belvieu, Texas, or Conway, Kansas, or (ii) posted prices at the time of delivery. In addition, some agreements provide maximum and minimum seasonal purchase volume guidelines. The percentage of contract purchases, and the amount of supply contracted for at fixed prices, will vary from year to year. The Partnership uses a number of interstate pipelines, as well as railroad tank cars, delivery trucks and barges, to transport propane from suppliers to storage and distribution facilities. The Partnership stores propane at various storage facilities and terminals located in strategic areas across the U.S.

Because the Partnership's profitability is sensitive to changes in wholesale propane costs, the Partnership generally seeks to pass on increases in the cost of propane to customers. There is no assurance, however, that the Partnership will always be able to pass on product cost increases fully, or keep pace with such increases, particularly when product costs rise rapidly. Product cost increases can be triggered by periods of severe cold weather, supply interruptions, increases in the prices of base commodities such as crude oil and natural gas, or other unforeseen events. The Partnership has supply acquisition and product cost risk management practices to reduce the effect of volatility on selling prices. These practices currently include the use of summer storage, forward purchases and derivative commodity instruments, such as propane price swaps. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures."

The following graph shows the average prices of propane on the propane spot market during the last five fiscal years at Mont Belvieu, Texas and Conway, Kansas, both major storage areas.

Average Propane Spot Market Prices



General Industry Information

Propane is separated from crude oil during the refining process and also extracted from natural gas or oil wellhead gas at processing plants. Propane is normally transported and stored in a liquid state under moderate pressure or refrigeration for economy and ease of handling in shipping and distribution. When the pressure is released or the temperature is increased, it is usable as a flammable gas. Propane is colorless and odorless; an odorant is added to allow for its detection. Propane is considered a clean alternative fuel under the Clean Air Act Amendments of 1990, producing negligible amounts of pollutants when properly consumed.

Competition

Propane competes with other sources of energy, some of which are less costly for equivalent energy value. Propane distributors compete for customers with suppliers of electricity, fuel oil and natural gas, principally on the basis of price, service, availability and portability. Electricity is generally more expensive than propane on a Btu equivalent basis, but the convenience and efficiency of electricity make it an attractive energy source for consumers and developers of new homes. Fuel oil, which is also a major competitor of propane, is currently more expensive than propane and is a less environmentally attractive energy source. Furnaces and appliances that burn propane will not operate on fuel oil, and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Propane serves as an alternative to natural gas in rural and suburban areas where natural gas is unavailable or portability of product is required. Natural gas is generally a significantly less expensive source of energy than propane, although in areas where natural gas is available, propane is used for certain industrial and commercial applications and as a standby fuel during interruptions in natural gas service. The gradual expansion of the nation’s natural gas distribution systems has resulted in the availability of natural gas in some areas that previously depended upon propane. However, natural gas pipelines are not present in many areas of the country where propane is sold for heating and cooking purposes.

For motor fuel customers, propane competes with gasoline, diesel fuel, electric batteries, fuel cells and, in certain applications, LNG and compressed natural gas. Wholesale propane distribution is a highly competitive, low margin business. Propane sales to other retail distributors and large-volume, direct-shipment industrial end-users are price sensitive and frequently involve a competitive bidding process.

Retail propane industry volumes have been declining for several years and no or modest growth in total demand is foreseen in the next several years. Therefore, the Partnership’s ability to grow within the industry is dependent on the success of its sales and marketing programs designed to attract and retain customers, the success of business transformation initiatives, its ability to achieve internal growth, which includes expansion of the ACE, Cynch and National Accounts programs (through which multi-location propane users enter into a single AmeriGas Propane supply agreement rather than agreements with multiple suppliers), and its ability to acquire other retail distributors. The failure of the Partnership to retain and grow its customer base would have an adverse effect on its long-term results.

The domestic propane retail distribution business is highly competitive. The Partnership competes in this business with other large propane marketers, including other full-service marketers, and thousands of small independent operators. Some farm cooperatives, rural electric cooperatives, and fuel oil distributors include propane distribution in their businesses and the Partnership competes with them as well. The ability to compete effectively depends on providing high quality customer service, maintaining competitive retail prices and controlling operating expenses. The Partnership also offers customers various payment and service options, including guaranteed price programs, fixed price arrangements and pricing arrangements based on published propane prices at specified terminals.

In Fiscal 2021, the Partnership's retail propane sales totaled nearly 970 million gallons. Based on the most recent annual survey by the Propane Education & Research Council, 2019 domestic retail propane sales (annual sales for other than chemical uses) in the U.S. totaled approximately 10.1 billion gallons. Based on LP-GAS magazine rankings, 2019 sales volume of the ten largest propane distribution companies (including AmeriGas Partners) represented approximately 31% of domestic retail propane sales.

Trade Names, Trade and Service Marks

The Partnership markets propane and other services principally under the "AmeriGas®," "America's Propane Company®," "Propane That's Pro-You℠" and "Cynch®" trade names and related service marks and continues to maintain the "Driving Every Day®" and "Relationships Matter®" trademarks. UGI owns, directly or indirectly, all the right, title and interest in the "AmeriGas" name and related trade and service marks. The General Partner owns all right, title and interest in the "America's Propane Company" trade name and related service marks. The Partnership has an exclusive (except for use by UGI, AmeriGas, Inc., AmeriGas Polska Sp. z.o.o. and the General Partner), royalty-free license to use these trade names and related service marks. UGI and the General Partner each have the option to terminate its respective license agreement (except its licenses with permitted transferees and on 12 months' prior notice in the case of UGI), without penalty, if the General Partner is removed as general partner of the Partnership for cause. If the General Partner ceases to serve as the general partner of the Partnership other than for cause, the General Partner has the option to terminate its license agreement upon payment of a fee to AmeriGas Propane, L.P. equal to the fair market value of the licensed trade names. UGI has a similar termination option; however, UGI must provide 12 months' prior notice in addition to paying the fee to AmeriGas OLP. UGI and the General Partner each also have the right to terminate its respective license agreement in order to settle any claim of infringement, unfair competition or similar claim or if the agreement has been materially breached without appropriate cure.

Seasonality

Because many customers use propane for heating purposes, the Partnership's retail sales volume is seasonal. During Fiscal 2021, approximately 65% of the Partnership's retail sales volume occurred, and substantially all of the Partnership's operating income was earned, during the peak heating season from October through March. As a result of this seasonality, revenues are typically higher in the Partnership's first and second fiscal quarters (October 1 through March 31). Cash receipts are generally greatest during the second and third fiscal quarters when customers pay for propane purchased during the winter heating season. For more information on the risks associated with the seasonality of our business, see "Risk Factors - Our business is seasonal and decreases in the demand for propane because of warmer-than-normal heating season weather or unfavorable weather conditions may adversely affect our results of operations."

Sales volume for the Partnership traditionally fluctuates from year-to-year in response to variations in weather, prices, competition, customer mix and other factors, such as conservation efforts and general economic conditions. For information on national weather statistics, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Government Regulation

The Partnership is subject to various federal, state and local environmental, health, safety and transportation laws and regulations governing the storage, distribution and transportation of propane and the operation of bulk storage propane terminals.

Environmental

Generally, applicable environmental laws impose limitations on the discharge of pollutants, establish standards for the handling of solid and hazardous substances, and require the investigation and cleanup of environmental contamination. These laws include, among others, the Resource Conservation and Recovery Act, CERCLA, the Clean Air Act, the Clean Water Act, the Homeland Security Act of 2002, the Emergency Planning and Community Right-to-Know Act, comparable state statutes and any applicable amendments. The Partnership incurs expenses associated with compliance with its obligations under federal and state environmental laws and regulations, and we believe that the Partnership is in material compliance with its obligations. The Partnership maintains various permits that are necessary to operate its facilities, some of which may be material to its operations. The Partnership continually monitors its operations with respect to potential environmental issues, including changes in legal requirements.

The Partnership is investigating and remediating contamination at a number of present and former operating sites in the U.S., including sites where its predecessor entities operated manufactured gas plants. CERCLA and similar state laws impose joint and several liability on certain classes of persons considered to have contributed to the release or threatened release of a “hazardous substance” into the environment without regard to fault or the legality of the original conduct. Propane is not a hazardous substance within the meaning of CERCLA.

Health and Safety

The Partnership is subject to the requirements of OSHA and comparable state laws that regulate the protection of the health and safety of our workers. These laws require the Partnership, among other things, to maintain information about materials, some of which may be hazardous or toxic, that are used, released, or produced in the course of our operations. Certain portions of this information must be provided to employees, federal and state and local governmental authorities and responders, commercial and industrial customers and local citizens in accordance with applicable federal and state Emergency Planning and Community Right-to-Know Act requirements. The Partnership’s operations are also subject to federal safety hazard communication requirements and reporting obligations.

All states in which the Partnership operates have adopted fire safety codes that regulate the storage, distribution, and use of propane. In some states, these laws are administered by state agencies, and in others they are administered on a municipal level. The Partnership conducts training programs to help ensure that its operations are in compliance with applicable governmental regulations. With respect to general operations, the Partnership is subject in all jurisdictions in which it operates to rules and procedures governing the safe handling of propane, including those established by National Fire Protection Association Pamphlets No. 54 and No. 58, various state, local and international codes (including international fire, building and fuel gas codes), and OSHA fall protection standards. Management believes that the policies and procedures currently in effect at all of its facilities for the handling, storage, distribution and use of propane, as well as its fall protection standards, are consistent with industry standards and are in compliance, in all material respects, with applicable laws and regulations.

With respect to the transportation of propane by truck, the Partnership is subject to regulations promulgated under federal legislation, including the Federal Motor Carrier Safety Act, the Hazardous Materials & Transportation Act and the Homeland Security Act of 2002. Regulations under these statutes cover the security and transportation of hazardous materials, including propane for purposes of these regulations, and are administered by the Pipeline and Hazardous Materials Safety Administration of the DOT. The Natural Gas Safety Act of 1968 required the DOT to develop and enforce minimum safety regulations for the transportation of gases by pipeline. The DOT's pipeline safety regulations apply to, among other things, a propane gas system that supplies 10 or more residential customers or two or more commercial customers from a single source and to a propane gas system any portion of which is located in a public place. The DOT’s pipeline safety regulations require operators of all gas systems to provide operator qualification standards and training and written instructions for employees and third party contractors working on covered pipelines and facilities, establish written procedures to minimize the hazards resulting from gas pipeline emergencies, and conduct and keep records of inspections and testing. Operators are subject to the Pipeline Safety Improvement Act of 2002. Management believes that the procedures currently in effect at all of the Partnership’s facilities for the handling, storage, transportation and distribution of propane are consistent with industry standards and are in compliance, in all material respects, with applicable laws and regulations.

Climate Change

There continues to be concern, both nationally and internationally, about climate change and the contribution of GHG emissions, most notably carbon dioxide, to global warming. Because propane is considered a clean alternative fuel under the federal Clean Air Act Amendments of 1990, the Partnership anticipates that this will provide it with a competitive advantage over other sources of energy, such as fuel oil and coal, to the extent new climate change regulations become effective. At the same time, increased regulation of GHG emissions, especially in the transportation sector, could impose significant additional costs on the Partnership, its suppliers, its vendors and its customers. In recent years, there has been an increase in state initiatives aimed at regulating GHG emissions. For example, the California Environmental Protection Agency established a Cap & Trade program that requires certain covered entities, including propane distribution companies, to purchase allowances to compensate for the GHG emissions created by their business operations. Compliance with these types of regulations may increase our operating costs if we are unable to pass on these costs to our customers.

Employees

The Partnership does not directly employ any persons responsible for managing or operating the Partnership. The General Partner provides these services and is reimbursed for its direct and indirect costs and expenses, including all compensation and benefit costs. At September 30, 2021, the General Partner had approximately 5,800 employees, including more than 100 part-time, seasonal and temporary employees, working on behalf of the Partnership. UGI also performs, and is reimbursed for, certain financial and administrative services on behalf of the Partnership and AmeriGas OLP.

RISK FACTORS

There are many factors that may affect our business, financial condition and results of operations, including the following risks relating to: (1) the demand for our products and services and our ability to grow our customer base; (2) our business operations, including internal and external factors that may impact our operational continuity; (3) our supply chain and our ability to obtain and transport adequate quantities of LPG; (4) government regulation and oversight; (5) general factors that may impact our business; (6) our debt securities; and (7) taxation.

Risks Relating to the Demand for Our Products and Services and Our Ability to Grow Our Customer Base

Our business is seasonal and decreases in the demand for propane because of warmer-than-normal heating season weather or unfavorable weather conditions may adversely affect our results of operations.

Because many of our customers rely on propane as a heating fuel, our results of operations are adversely affected by warmer-than-normal heating season weather. Weather conditions have a significant impact on the demand for propane for both heating and agricultural purposes. Accordingly, the volume of propane sold is at its highest during the peak heating season of October through March and is directly affected by the severity of the winter weather. For example, historically approximately 60% to 70% of our annual retail propane volumes are sold during these months. There can be no assurance that normal winter weather in our service territories will occur in the future.

The agricultural demand for propane is also affected by weather, as dry or warm weather during the harvest season may reduce the demand for propane. Our ACE operations experience higher volumes in the spring and summer, mainly due to the grilling season. Sustained periods of unfavorable weather conditions, including periods of significant rainfall, can negatively affect our ACE revenues. Unfavorable weather conditions may also cause a reduction in the purchase and use of grills and other propane appliances, which could reduce the demand for our ACE cylinders.

The potential effects of climate change may affect our business, operations, supply chain and customers, which could adversely impact our financial condition and results of operations.

Shifts and fluctuations in weather patterns and other environmental conditions, including temperature and precipitation levels, may affect consumer demand for our energy products and services. In addition, the potential physical effects of climate change, such as increased frequency and severity of storms, floods and other climatic events, could disrupt our operations and supply chain, and cause us to incur significant costs in preparing for or responding to these effects. These or other meteorological changes could lead to increased operating costs, capital expenses or supply costs. Our commercial and residential customers may also experience the potential physical impacts of climate change and may incur significant costs in preparing for or responding to these efforts, including increasing the mix and resiliency of their energy solutions and supply. The impact of any one or all of the foregoing factors may adversely affect our financial condition and results of operations.

In addition to the direct physical impact that climate change may have on our business, financial condition and results of operations, we may also be adversely impacted by other environmental factors, including: (i) technological advances designed to promote energy efficiency and limit environmental impact; (ii) increased competition from alternative energy sources; (iii) regulatory responses aimed at decreasing GHG emissions; and (iv) litigation or regulatory actions that address the environmental impact of our energy products and services. For more information on these risks, please refer to the risk factors included elsewhere in this section.

Our potential to increase revenues may be affected by the decline of the retail propane industry and our ability to retain and grow our customer base.

The retail propane industry has been declining over the past several years, with no or modest growth (or decline) in total demand foreseen in the near future. Therefore, our ability to grow within the industry is dependent on our ability to achieve internal growth, which includes expansion of our ACE, Cynch and National Accounts programs, as well as the success of our sales and marketing programs designed to attract and retain customers, and our ability to acquire other retail distributors. Any failure to retain and grow our customer base and successfully acquire other distributors would have an adverse impact on our results.

Our ability to grow our businesses will be adversely affected if we are not successful in identifying and completing business combinations, asset acquisitions or investments in joint ventures intended to advance our business strategy, or if we are unable to realize the anticipated benefits from such transactions we have completed.

One element of our business strategy is to grow through investments. We may choose to finance such future investments with debt, equity, cash or a combination of the three. We can give no assurances that we will find attractive investment opportunities in the future, that we will be able to complete and finance these transactions on economically acceptable terms, that any investments and related transactions will not be dilutive to earnings or that any additional debt incurred to finance such investment will not affect our ability to service our existing debt. Moreover, certain investments, including some acquisitions, may require antitrust and other regulatory clearances. We may have to offer commitments (such as agreements not to compete for certain businesses) or divest assets in order to obtain clearance, which may adversely affect the overall economics and risk profile of the contemplated transaction.

To the extent we are successful in executing these transactions, such transactions involve a number of risks. These risks include, but are not limited to, the assumption of material liabilities, environmental liabilities, the diversion of management's attention from the management of daily operations to the integration of acquired operations, difficulties in the assimilation and retention of employees and difficulties in the assimilation of different cultures and practices and internal controls, challenges with consolidating the operations of acquired companies into our own, as well as in the assimilation of broad and geographically dispersed personnel and operations. Future investments could also result in, among other things, the failure to identify material issues during due diligence, the risk of overpaying for assets, unanticipated capital expenditures, the failure to maintain effective internal control over financial reporting, recording goodwill and other intangible assets at values that ultimately may be subject to impairment charges and fluctuations in quarterly results. There can also be no assurance that our past and future investments will deliver the strategic, financial, operational and environmental benefits that we anticipate, nor can we be certain that strategic investments will remain available in the future.

The failure to successfully identify, complete, and implement investments intended to advance our business strategy could have an adverse impact on our business, cash flows, financial condition and results of operations.

Our operations may be adversely affected by competition from other energy sources.

Propane competes with other energy sources, some of which are less costly on an equivalent energy basis. In addition, we cannot predict the effect that the development of alternative energy sources might have on our operations. We compete for customers against suppliers of electricity, fuel oil and natural gas.

Electricity is a major competitor of propane but is generally more expensive than propane on a Btu equivalent basis for space heating, water heating, and cooking. Notwithstanding cost, the convenience and efficiency of electricity make it an attractive energy source for consumers and developers of new homes. Fuel oil, which is also a major competitor of propane, is currently more expensive than propane and is a less environmentally attractive energy source. Furnaces and appliances that burn propane will not operate on fuel oil and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Our customers generally have an incentive to switch to fuel oil only if fuel oil becomes significantly less expensive than propane. Except for certain industrial and commercial applications, propane is generally not competitive with natural gas in areas where natural gas pipelines already exist because natural gas is generally a significantly less expensive source of energy than propane. As long as natural gas remains a less expensive energy source than propane, our business will lose customers in each region into which natural gas distribution systems are expanded. The gradual expansion of the nation's natural gas distribution systems has resulted, and may continue to result, in the availability of natural gas in some areas that previously depended upon propane.

Risks Relating to Our Business Operations, Including Internal and External Factors that May Impact Our Operational Continuity

Our efforts to create operational benefits and cost efficiencies through internal business transformation initiatives may be disruptive and adversely affect our business, financial condition and results of operations.

We may make adjustments to our workforce in response to management changes, product changes, performance issues, changes in strategy, acquisitions or other internal and external considerations. These adjustments may result in increased costs and temporarily reduced productivity, as well as a disruption in our ability to perform functions critical to our strategy, including, but not limited to, disruptions in customer service. The effects of such adjustments could recur in connection with any current or future business transformation initiatives or we may not achieve or sustain the expected growth or cost savings benefits of any such initiatives, or do so within the expected timeframe. As a result, our business, financial condition and results of operations could be negatively affected.

We have substantially completed business transformation initiatives designed to achieve operational benefits and cost efficiencies and to leverage technology to provide an enhanced customer experience. If we are unable to deliver the strategic and financial benefits that we anticipate, the achievement of these benefits is delayed, or the volume and nature of change challenges available resources, then our business operations and financial results could be materially and adversely impacted. Our ability to successfully manage and execute these initiatives and realize expected savings and benefits in the amounts and at the times anticipated is important to our business success. Any failure to do so, which could result from our inability to successfully execute organizational change and business transformation initiatives, unanticipated costs or charges, loss of key personnel, customer loss and other factors described herein, could have a material adverse effect on our business, financial condition and results of operations. For further information on these initiatives, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview - Impact of Strategic Initiatives."

Our information technology systems and those of our third-party vendors have been the target of cyber-security attacks in the past. If we are unable to protect our information technology systems against future service interruption, misappropriation of data, or breaches of security resulting from cyber-security attacks or other events, or if we encounter other unforeseen difficulties in the design, implementation or operation of our information technology systems, or if our third-party vendors or service providers experience compromises to their information technology systems, our operations could be disrupted, our business and reputation may suffer, and our internal controls could be adversely affected.

In the ordinary course of business, we rely on information technology systems, including the Internet and third-party hosted services, to support a variety of business processes and activities and to store sensitive data, including (i) intellectual property, (ii) our proprietary business information and that of our suppliers and business partners, (iii) personally identifiable information of our customers and employees, and (iv) data with respect to invoicing and the collection of payments, accounting, procurement, and supply chain activities. In addition, we rely on our information technology systems to process financial information and results of operations for internal reporting purposes and to comply with financial reporting, legal, and tax requirements.

Cyber-security incidents have recently increased in both frequency and magnitude and have involved malicious software and attempts to gain unauthorized access to data and systems, including ransomware attacks where a target's access to its information systems is blocked until a ransom has been paid. The White House and various regulators, including the SEC, have accordingly increased their focus on companies' cybersecurity vulnerabilities and risks. Despite our security measures, our technologies, systems, and networks have been and may continue to be the target of cyber-security attacks or information security breaches that could result in the unauthorized release, misuse, loss or destruction of proprietary and other information, or other disruption of our business operations. Due to increasingly sophisticated threat actors, we may be unable to detect, identify or prevent attacks, and even if detected, we may be unable to adequately stop, investigate or remediate our systems given the tools and techniques being used by threat actors to circumvent controls and to remove or obfuscate forensic evidence. Attacks and incidents may also occur due to malfeasance by employees or contractors, as well as human error as in the case of social engineering and phishing campaigns. As a result of the COVID-19 pandemic, a number of our employees have transitioned to working remotely; as a result, more of our employees are working from locations where our cyber-security program may be less effective and information technology security may be less robust. Similarly, our third-party vendors or service providers have been impacted by cyber-security attacks and incidents and are subject to many if not all of the same risks and disruptions as described above. A loss of our information technology systems, or temporary interruptions in the operation of our information technology systems, or those of our third-party vendors or service providers, or any other misappropriation of data, or breaches of security could lead to investigations and fines or penalties, litigation, increased costs for compliance and for remediation or rebuilding of our systems, and could have a material adverse effect on our business, financial condition, results of operations, and reputation. In addition, a cyber-security attack could provide a cyber-intruder with the ability to control or alter our pipeline operations. Such an act could result in critical pipeline failures.

The efficient execution of our businesses is dependent upon the proper design, implementation and functioning of its current and future internal systems, such as the information technology systems that support our underlying business processes. Any significant failure or malfunction of such information technology systems may result in disruptions of our operations. In addition, the effectiveness of our internal controls could be adversely affected if we encounter unforeseen problems with respect to the operation of our information technology systems.

Moreover, as cyber incidents increase in frequency and magnitude, we may be unable to obtain cyber-security insurance in amounts and on terms we view as adequate for our operations, including the agreement to certain indemnification provisions by our insurance providers.

Risks Relating to Our Supply Chain and Our Ability to Obtain Adequate Quantities of LPG

We are dependent on our principal propane suppliers, which increases the risks from an interruption in supply and transportation.

During Fiscal 2021, AmeriGas Propane purchased approximately 83% of its propane needs from 20 suppliers. If supplies from these sources were interrupted, the cost of procuring replacement supplies and transporting those supplies from alternative locations might be materially higher and, at least on a short-term basis, our earnings could be affected. Additionally, in certain geographic areas, a single supplier may provide more than 50% of our propane requirements. Disruptions in supply in these geographic areas could also have an adverse impact on our earnings.

Our ability to obtain sufficient quantities of LPG is dependent on transportation facilities and providers.

Spikes in demand caused by weather or other factors can limit our access to port terminals and other transportation and storage facilities, disrupt transportation and limit our ability to obtain sufficient quantities of LPG. A significant increase in port and similar fees and fuel prices may also adversely affect our transportation costs and business. Transportation providers (rail and truck) in some circumstances have limited ability to provide additional resources in times of peak demand. Moreover, the ability of our transportation providers to maintain a staff of qualified truck drivers is critical to the success of our business. Regulatory requirements and an improvement in the economy could reduce the number of eligible drivers or require us to pay higher transportation fees as our transportation providers seek to pass on additional labor costs associated with attracting and retaining drivers.

High propane prices can lead to customer conservation and attrition, resulting in reduced demand for our product.

Prices for propane are subject to volatile fluctuations in response to changes in supply and other market conditions. During periods of high propane costs our prices generally increase. High prices can lead to customer conservation and attrition, resulting in reduced demand for our product.

Our profitability is subject to propane pricing and inventory risk.

The retail propane business is a “margin-based” business in which gross profits are dependent upon the excess of the sales price over the propane supply costs. Propane is a commodity, and, as such, its unit price is subject to fluctuations in response to changes in supply or other market conditions. We have no control over supplies, commodity prices or market conditions. Consequently, the unit price of the propane that we and other marketers purchase can change rapidly over a short period of time. Most of our propane product supply contracts permit suppliers to charge posted prices at the time of delivery or the current prices established at major storage points such as Mont Belvieu, Texas or Conway, Kansas. Because our profitability is sensitive to changes in wholesale propane supply costs, it will be adversely affected if we cannot pass on increases in the cost of propane to our customers, or if there is a delay in passing on such cost increases. Due to competitive pricing in the industry, we may not fully be able to pass on product cost increases to our customers when product costs rise, or when our competitors do not raise their product prices in a timely manner. Finally, market volatility may cause us to sell inventory at less than the price we purchased it, which would adversely affect our operating results.

Changes in commodity market prices may have a significant negative effect on our liquidity.

Depending on the terms of our contracts with suppliers as well as our use of financial instruments to reduce volatility in the cost of propane, changes in the market price of propane can create margin payment obligations for us and expose us to increased liquidity risk. In addition, increased demand for domestically produced propane overseas may, depending on production volumes in the U.S., result in higher domestic propane prices and expose us to additional liquidity risks.

Supplier and derivative counterparty defaults may have a negative effect on our operating results.

Depending on changes in the market prices of propane compared to the prices secured in our contracts with suppliers of propane, a default of or force majeure by one or more of our suppliers under such contracts could cause us to purchase propane at higher prices from alternate suppliers, which would have a negative impact on our operating results.

Additionally, we economically hedge the market risk associated with a substantial portion of our supply purchases using certain derivative instruments. Such changes in market prices of the aforementioned commodities could result in material exposures or significant concentrations of balances with derivative counterparties. If certain counterparties were unable to meet the obligations set forth in these derivative contracts and we were unable to fully mitigate this exposure via collateral deposit requirements and master netting arrangements, such outcomes could also result in a negative effect on our operating results.

Our business is dependent on the global supply chain to ensure that equipment, materials and other resources are available to both expand and maintain services in a safe and reliable manner. Moreover, prices of equipment, materials and other resources have increased recently and may continue to increase in the future. Failure to secure equipment, materials and other resources on economically acceptable terms may adversely impact our financial condition and results of operations.

Current domestic and global supply chain issues are delaying the delivery, and in some cases resulting in shortages of, materials, equipment and other resources that are critical to our business operations. Failure to eliminate or manage the constraints in the supply chain may eventually impact the availability of items that are necessary to support normal operations as well as materials that are required for continued infrastructure growth, including the replacement of end-of-life assets.

Moreover, inflation has recently become an area of increasing economic concern, both domestically and internationally. Changes in the costs of providing our energy products and services, including price increases in equipment and materials as well as increases in labor costs, may negatively impact our financial condition and results of operations and/or result in corresponding price increases for the energy products and services we offer our customers.

Risks Relating to Government Regulation and Oversight

Our cash flow and net income will decrease if we are required to incur additional costs to comply with new governmental safety, health, transportation, and environmental regulations.

We are subject to various federal, state and local safety, health, transportation, and environmental laws and regulations governing the storage, distribution and transportation of propane. We have implemented safety and environmental programs and policies designed to avoid potential liability and costs under applicable laws. It is possible, however, that we will incur increased costs as a result of complying with new safety, health, transportation and environmental regulations and such costs will reduce our net income. It is also possible that material environmental liabilities will be incurred, including those relating to claims for damages to property and persons.

Our operations, financial results and cash flows may be adversely affected by existing and future climate change laws and regulations, including with respect to GHG emission restrictions, as well as market responses thereto.

Climate change continues to attract considerable public and scientific attention in the U.S. and in foreign countries. As a result, numerous proposals have been made and could continue to be made at the international, national, regional, state and local levels of government to monitor and limit GHG emissions and climate impact. These efforts have included consideration of cap-and-trade programs, carbon taxes, GHG reporting and tracking programs, and regulations that directly limit GHG emissions from certain sources. Increased regulation of GHG emissions, or climate impact generally, could have significant additional adverse impacts on us, our suppliers, our vendors, and our customers. The following provides a brief overview of the material climate-related regulatory provisions that may impact our business.

In September 2009, the EPA issued a final rule establishing a system for mandatory reporting of GHG emissions. In November 2010, the EPA expanded the reach of its GHG reporting requirements to include the petroleum and natural gas industries, which include certain facilities of our natural gas distribution business. These subject facilities have been required to monitor emissions since January 2011 and to submit detailed annual reports beginning in March 2012.

In March 2021, the Biden Administration announced a framework for the "Build Back Better" agenda. The proposed framework included policies to address climate change across the federal government through the tax code, an energy efficiency and clean energy standard, research and development, among other areas of focus. Relatedly, the U.S. House Energy and Commerce Committee released, and has been holding hearings on, the Climate Leadership and Environmental Action for our Nation's ("CLEAN") Future Act, which is expected to influence legislation furthering the "Build Back Better" agenda. The CLEAN Future Act proposes, among other things, a clean electricity standard that would require electricity suppliers to procure and retire clean energy credits offsetting, in aggregate, 80% of the energy sold by 2030 and 100% by 2035. It would establish an auction-based mechanism for these credits and award partial credits to certain types of carbon-emitting generation that have lower-than-average emissions rates.

"Build Back Better" has been on two tracks in Congress, with a bipartisan "core infrastructure" bill that has passed in the Senate and House of Representatives and was signed into law on November 15, 2021, which includes climate provisions focused on transportation and resiliency and an expected multi-trillion budget social spending bill that is being advanced under the reconciliation process to address additional priorities, including the climate impacts of energy production. A Clean Electricity Standard, or similar program, remains a goal of the Biden Administration, despite an unclear political path forward. The reconciliation bill may also include energy tax credits, which are expected to incentivize producers and purchasers of certain forms of energy, such as solar, wind, and nuclear, but not other forms of energy production. Although the social spending bill and Clean Electricity Standard proposals have not yet resulted in any new legislation being enacted or regulations promulgated, we are closely monitoring both legislative and executive agency action.

In April 2021, President Biden announced that the United States' Nationally Defined Contribution to the international Paris Climate Agreement will be an economy-wide reduction in GHG emissions of 50-52% by 2030, relative to 2005 levels. In advance of the November 2021 Conference of the Parties 26 meeting in Glasgow, Scotland, the Biden Administration released details on its strategy to achieve those targets as part of the "Build Back Better" agenda.

In addition to climate-related initiatives at the federal level, some states have adopted provisions designed to regulate GHG emissions for some industry sectors. Examples include (i) the California cap-and-trade program that requires certain covered entities, including propane companies, to purchase GHG emission allowances, and (ii) the Regional Northeast Gas Initiative, in which a number of states in the northeastern U.S. participate and have agreed to establish cap and trade programs to reduce power plant emissions.

The adoption and implementation of any U.S. federal, state or local laws or regulations imposing obligations on, or limiting GHG emissions from, our equipment and operations could require us to incur significant costs to reduce GHG emissions associated with our operations or could adversely affect demand for our energy products. The potential increase in our operating costs could include new costs to operate and maintain our facilities, install new emission controls on our facilities, acquire allowances to authorize our GHG emissions, pay taxes related to our GHG emissions, administer and manage a GHG emissions reduction program, and adversely impact the value of certain assets. We may not be able to pass on resulting increases in costs to customers. In addition, changes in regulatory policies that result in a reduction in the demand for hydrocarbon products and carbon-emitting fuel sources that are deemed to contribute to climate change, or restrict the use of such products or fuel sources, may reduce volumes available to us for processing, transportation, marketing and storage and cause potential increases in costs or production disruptions. These developments could have a material adverse effect on our results of operations, financial results, valuation and useful life of assets, and cash flows.

Changes in data privacy and data protection laws and regulations, or any failure to comply with such laws and regulations, could adversely affect our business and financial results.

There has been increased public attention regarding the use of personal information and data transfers, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer and personal privacy. The laws in these areas continue to develop and the changing nature of data protection, information security and privacy laws in the U.S. and other jurisdictions could impact our processing of the personal information of our employees, vendors and customers, which could lead to increased operating costs. We expect that there will continue to be new laws, regulations and industry standards concerning data privacy and data protection in the U.S. and other jurisdictions, and we cannot yet determine the impact such laws, regulations, interpretations and standards may have on our business.

The State of California legislature passed the California Consumer Privacy Act of 2018 (the "CCPA"), effective January 1, 2020, which grants certain rights to California residents with respect to their personal information, and the California electorate recently approved Proposition 24, the California Privacy Rights Act (the "CPRA"), which will expand the CCPA effective January 1, 2023 and grant additional rights to California residents as well as create a new state privacy regulator.

The CCPA requires companies to make new extensive disclosures to consumers about such companies' data collection, use, and sharing practices and inform consumers of their personal information rights (such as deletion rights), allows consumers to opt out of data sales to third parties, and provides a new cause of action for data breaches. The CPRA will add more disclosure obligations (including an obligation to disclose retention periods or criteria for categories of personal information), grant consumers additional rights (including rights to correct their data, limit the use and disclosure of sensitive personal information, and opt out of the sharing of personal information for certain targeted behavioral advertising purposes), and impose a requirement that a covered business' use, retention and sharing of personal information of California residents be reasonably necessary and proportionate to the purposes of collection or processing. The CPRA also creates a new California Privacy Protection Agency (CPPA) to serve as California's chief privacy regulator, which will likely result in greater regulatory activity and enforcement in the privacy area.

Comprehensive privacy laws with some similarities to the CCPA and CPRA have been proposed or passed at the U.S. federal and state levels, including the Virginia Consumer Data Protection Act, which will take effect on January 1, 2023, and the Colorado Privacy Act, which will take effect on July 1, 2023. The State of Nevada also recently amended its online privacy law to allow consumers to submit requests to prevent websites and online service providers from selling personal information that is collected through a website or online service. Additionally, the Federal Trade Commission and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of data as well as requiring disclosures about these practices.

The emerging and changing data privacy and data protection requirements, including CCPA and CPRA, and Virginia's and Colorado's new privacy laws, may cause us to incur additional substantial costs or require us to change our business practices. Any failure or perceived failure to comply may result in proceedings or actions against us by government entities or individuals. Moreover, any inquiries or investigations, any other government actions, or any actions by individuals, may be costly to comply with, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines, demands or orders that we modify or cease existing business practices.

General Risks that May Impact Our Business

The COVID-19 pandemic and the spread of variant strains could adversely impact our business, financial condition and results of operations.

The COVID-19 pandemic, including the spread of variant strains, has resulted in widespread impacts on the global economy and on our employees, customers, third-party business partners and other stakeholders. There is considerable uncertainty regarding the extent to which COVID-19 and variant strains will continue to spread and the extent and duration of measures designed to contain the spread, including travel bans and restrictions, quarantines, shelter-in-place orders, vaccination mandates and business and government shutdowns. These restrictions may, among other things:

- negatively impact the financial condition of our customers and their ability to pay for our products and services;
- reduce energy consumption by certain of our customers, which would affect demand for our products;
- result in operational delays, including delay in the delivery of our products to customers;
- result in temporary or permanent shortages in our workforce;
- delay the timeliness of our ability to source goods; and
- result in impairment relating to certain current and long-lived assets.

Additionally, while we have modified or restricted certain business and workforce practices (including employee travel, presence at employee work locations, and physical participation in meetings, events, and conferences) to protect the health and safety of our workforce, and to conform to government orders, as well as regulatory and public health authority guidance, we depend on our workforce to operate our facilities, deliver our products and provide services to customers. If a large portion of our operational workforce were to contract COVID-19 simultaneously, we would rely upon our business continuity plans in an effort to continue operations, but there is no certainty that such measures would be sufficient to mitigate the adverse impact to our operations.

We are also monitoring announcements by the Biden Administration requiring that: (i) certain employees working on or in connection with covered federal government contracts or subcontracts become fully vaccinated against COVID-19, with limited exceptions; and (ii) employers with workforces of more than 100 employees require their employees to either become fully vaccinated for COVID-19 or be subjected to weekly testing. The deadlines for these requirements remain fluid; however, both are currently expected to be effective in January 2022. Failure to comply with these requirements may result in monetary penalties to the employer for each violation. While we are still assessing the potential impact of the foregoing, including monitoring legal challenges to the rules, we may incur monetary costs and/or experience a reduction in our workforce, which may adversely impact our operational continuity, financial condition and/or results of operations.

Finally, if we seek to raise additional capital, our access to and cost of financing will depend on, among other things, global economic conditions, conditions in the financing markets, the availability of sufficient amounts of financing, our prospects and our credit ratings. Nonetheless, if our credit ratings were to be downgraded, or general market conditions were to ascribe higher risk to our rating levels, our industry, or us, our access to capital and the cost of any future debt financing could be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or conflict with covenant restrictions then in effect. As a result, there is no guarantee that financings will be available in the future to fund our obligations, or that they will be available on terms consistent with our expectations.

The degree to which COVID-19 and variant strains may impact our business operations, financial condition, liquidity and results of operations is unknown at this time and will depend on future developments, including the continued spread of the virus and its variants, the severity of the disease, the duration of the pandemic, actions prescribed or ordered by governmental authorities, public health authority guidance, and when and to what extent economic and operating conditions can return to pre-pandemic levels.

We may not be able to collect on the accounts of our customers.

We depend on the viability of our customers for collections of accounts receivable. Moreover, our businesses serve numerous retail customers, and as we grow our businesses organically and through acquisitions, our retail customer base is expected to expand. There can be no assurance that our customers will not experience financial difficulties in the future or that we will be able to collect all of our outstanding accounts receivable or notes receivable. Any such nonpayment by our customers could adversely affect our business.

We are subject to operating and litigation risks that may not be covered by insurance.

Our business operations are subject to all of the operating hazards and risks normally incidental to handling, storing, transporting and otherwise providing combustible liquids, such as propane, for use by consumers. These risks could result in substantial losses due to personal injury and/or loss of life, and severe damage to and destruction of property and equipment arising from explosions and other catastrophic events, including acts of terrorism. As a result of these and other incidents, we are sometimes a defendant in legal proceedings and litigation arising in the ordinary course of business, including regulatory investigations, claims, lawsuits and other proceedings. Additionally, environmental contamination or other incidents resulting in an environmental impact could result in future legal or regulatory proceedings. There can be no assurance that our insurance coverage will be adequate to protect us from all material expenses related to pending and future claims or that such levels of insurance would be available in the future at economical prices. Moreover, defense and settlement costs may be substantial, even with respect to claims and investigations that have no merit. If we cannot resolve these matters favorably, our business, financial condition, results of operations and future prospects may be materially adversely affected.

The risk of natural disasters, pandemics and catastrophic events, including terrorism, may adversely affect the economy and the price and availability of propane.

Natural disasters, pandemics and catastrophic events, such as fires, earthquakes, explosions, floods, tornadoes, hurricanes, terrorist attacks, political unrest and other similar occurrences, may adversely impact the demand for, price and availability of propane, which could adversely impact our financial condition and results of operations, our ability to raise capital and our future growth. The impact that the foregoing may have on our industries in general, and on us in particular, is not known at this time. A natural disaster, pandemic or an act of terror could result in disruptions of crude oil or natural gas supplies and markets (the sources of propane), cause price volatility in the cost of propane, and our infrastructure facilities could be directly or indirectly impacted. Additionally, if our means of supply transportation, such as rail, truck or pipeline, are delayed or temporarily unavailable due to a natural disaster, pandemic or terrorist activity, we may be unable to transport propane in a timely manner or at all. A lower level of economic activity could result in a decline in energy consumption, which could adversely affect our revenues or restrict our future growth. Instability in the financial markets as a result of a natural disaster, pandemic or terrorism could also affect our ability to raise capital. We have opted to purchase insurance coverage for natural disasters and terrorist acts within our property and casualty insurance programs, but we can give no assurance that our insurance coverage would be adequate to fully compensate us for any losses to our business or property resulting from natural disasters or terrorist acts.

Volatility in credit and capital markets may restrict our ability to grow, increase the likelihood of defaults by our customers and counterparties and adversely affect our operating results.

Volatility in credit and capital markets may create additional risks to our business in the future. We are exposed to financial market risk (including refinancing risk) resulting from, among other things, changes in interest rates and conditions in the credit and capital markets. Adverse developments in the credit markets may increase our possible exposure to the liquidity, default and credit risks of our suppliers and vendors, counterparties associated with derivative financial instruments and our customers. Although we believe that current financial market conditions, if they were to continue for the foreseeable future, will not have a significant impact on our ability to fund our existing operations, less favorable market conditions could restrict our ability to grow through acquisitions, limit the scope of major capital projects if access to credit and capital markets is limited, or adversely affect our operating results.

We depend on our intellectual property and failure to protect that intellectual property could adversely affect us.

We seek trademark protection for our brands in each of our businesses, and we invest significant resources in developing our business brands. Failure to maintain our trademarks and brands could adversely affect our customer-facing businesses and our operational results.

Risks Relating to Our Debt Securities

Restrictive covenants in the agreements governing our indebtedness and other financial obligations may reduce our operating flexibility.

The various agreements governing our and the Operating Partnership's indebtedness and other financing transactions contain various negative and affirmative covenants applicable to us and the Operating Partnership and some of these agreements require us and the Operating Partnership to maintain specified financial ratios. If we or the Operating Partnership violate any of these covenants or requirements, a default may result. These covenants limit our and the Operating Partnership's ability to, among other things:

- incur additional indebtedness;
- engage in transactions with affiliates;
- create or incur liens;
- sell assets;
- make restricted payments, loans and investments;
- enter into business combinations and asset sale transactions; and
- engage in other lines of business.

We are a holding company and have no material operations or assets. Accordingly, holders of our notes will be paid only if we receive distributions from the Operating Partnership after it meets its own financial obligations.

We are a holding company for our subsidiaries, with no material operations and only limited assets. Holders of our notes will not receive payments required by our outstanding notes unless the Operating Partnership is able to make distributions to us after it first satisfies its obligations under the terms of its own borrowing arrangements and reserves any necessary amounts to meet its own financial obligations.

In addition, debt securities issued by us or our other subsidiaries contain restrictive covenants, including financial ratio requirements. If we violate any of these covenants or requirements, a default may result and our cash available to pay amounts due under any outstanding notes would be adversely affected.

Holders of our notes may not know whether we are obligated to purchase the notes upon a change of control because of the ambiguity as to the meaning of a sale of "all or substantially all" of our assets.

The indenture for our outstanding notes provides that noteholders may require us to purchase their notes upon the occurrence of any "change of control" event specified in the indenture for the notes. The meaning of "all or substantially all" varies according to the facts and circumstances of the subject transaction and has no clearly established meaning under New York law, which law governs the indenture. This ambiguity as to when a sale of all or substantially all of our assets has occurred may make it difficult for holders of the notes to determine whether the issuers have properly identified a change of control.

We are not likely to be able to purchase all outstanding notes upon a change of control.

We are not likely to be able to purchase all outstanding notes upon a change of control because we may not have access to sufficient funds to purchase all such notes at that time. In addition, we may be unable to purchase outstanding notes because the Operating Partnership's existing credit facility limits the Operating Partnership's ability to make distributions and we are not likely to have sufficient immediate financial resources for the repurchase.

Our substantial debt could impair our financial condition and our ability to operate our business.

Our substantial debt and our ability to incur significant additional indebtedness, subject to the restrictions under AmeriGas OLP's bank credit agreement and the indentures governing our outstanding notes of the master limited partnership, could limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate and place us at a competitive disadvantage compared to our competitors that have proportionately less debt. If we are unable to meet our debt service obligations, we could be forced to restructure or refinance our indebtedness, seek additional equity capital or sell assets. We may be unable to obtain financing or sell assets on satisfactory terms, or at all.

Tax Risks

Our tax treatment depends on our status as a partnership for federal income tax purposes. If the IRS were to treat us as a corporation, then our financial condition could be negatively affected.

If we were classified as a corporation for federal income tax purposes, we would be required to pay tax on our income at corporate tax rates (currently a maximum 21% federal rate, in addition to state and local income taxes at varying rates). Because a tax would be imposed upon us as an entity, the cash available to service our debt would be substantially reduced. No ruling from the IRS as to our status as a partnership for federal income tax purposes has been or is expected to be requested.

If the IRS makes audit adjustments to our income tax returns for tax years beginning after December 31, 2017, it may assess and collect any resulting taxes (including any applicable penalties and interest) directly from us, which could negatively affect our financial condition.

Pursuant to the Bipartisan Budget Act of 2015, for tax years beginning after December 31, 2017, if the IRS makes audit adjustments to our income tax returns, it may assess and collect any resulting taxes (including any applicable penalties and interest) directly from us. We will generally have the ability to shift any such tax liability to our General Partner and our former unitholders in accordance with their interests in us during the year under audit, but there can be no assurance that we will be able to do so under all circumstances. If we are required to make payments of taxes, penalties and interest resulting from audit adjustments, our financial condition could be negatively affected.

PROPERTIES

As of September 30, 2021, the Partnership owned approximately 87% of its approximately 530 local offices throughout the country. The transportation of propane requires specialized equipment. The trucks and railroad tank cars utilized for this purpose carry specialized steel tanks that maintain the propane in a liquefied state. As of September 30, 2021, the Partnership operated a transportation fleet with the following assets:

Approximate Quantity & Equipment Type		% Owned	% Leased
880	Trailers	71%	29%
340	Tractors	5%	95%
680	Railroad tank cars	0%	100%
2,470	Bobtail trucks	9%	91%
320	Rack trucks	12%	88%
2,950	Service and delivery trucks	15%	85%

Other assets owned at September 30, 2021 included approximately 960,000 stationary storage tanks with typical capacities of more than 120 gallons, approximately 4.1 million portable propane cylinders with typical capacities of 1 to 120 gallons, 21 terminals and 12 transflow units.

LEGAL PROCEEDINGS

With the exception of the matters set forth in Note 13 to Consolidated Financial Statements, no material legal proceedings are pending involving the Partnership, any of its subsidiaries, or any of their properties, and no such proceedings are known to be contemplated by governmental authorities other than claims arising in the ordinary course of the Partnership's business.

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

MD&A discusses our results of operations and our financial condition. MD&A should be read in conjunction with our sections titled "Business," "Risk Factors," and "Properties" and our Consolidated Financial Statements below.

Our results are significantly influenced by temperatures in our service territories particularly during the heating season months of October through March. As a result, our earnings, after adjusting for the effects of gains and losses on commodity derivative instruments not associated with current period transactions as further discussed below, are significantly higher in our first and second fiscal quarters.

AmeriGas Partners does not designate its commodity derivative instruments as hedges under GAAP. As a result, volatility in net income attributable to AmeriGas Partners can occur as gains and losses on commodity derivative instruments not associated with current-period transactions, principally comprising non-cash changes in unrealized gains and losses, are reflected in cost of sales. However, we expect that such gains and losses on such derivative instruments will be largely offset by gains and losses on anticipated future commodity purchases.

AmeriGas Partners' management presents the non-GAAP measures "adjusted net income," "adjusted total margin," and "adjusted operating income" in order to assist in the evaluation of the Partnership's overall performance. Management believes that these non-GAAP measures provide meaningful information to investors about AmeriGas Partners' performance because they eliminate the impact of (1) changes in unrealized gains and losses on commodity derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of year-over-year results. For additional information on these non-GAAP measures including reconciliations of these non-GAAP measures to the most closely associated GAAP measures, see "Non-GAAP Financial Measures" below.

Executive Overview

Net income attributable to AmeriGas Partners increased $101 million during Fiscal 2021. Net income attributable to AmeriGas Partners for Fiscal 2021 and Fiscal 2020 reflect the effects of net unrealized gains of $167 million and $72 million, respectively, on commodity derivative instruments not associated with current-period transactions. This increase is primarily attributable to the significant rise in commodity prices during Fiscal 2021. Net income attributable to AmeriGas Partners also reflects business transformation expenses of $54 million and $44 million, respectively, in Fiscal 2021 and Fiscal 2020.

Adjusted net income attributable to AmeriGas Partners increased $16 million during Fiscal 2021. This increase principally reflects lower operating and administrative expenses compared to Fiscal 2020 and higher other income attributable to customer fees and gains on the early settlement of certain commodity derivative instruments during Fiscal 2021. Lower interest expense and depreciation and amortization expense in Fiscal 2021 also contributed to the improvement. These positive impacts were partially offset by a decrease in total adjusted margin. During Fiscal 2021, average temperatures were 2.8% warmer than normal and 2.2% warmer than Fiscal 2020.

Recent Developments

In March 2020, the WHO declared a global pandemic attributable to the outbreak and continued spread of COVID-19 that has had a significant impact throughout the global economy. In connection with the mitigation and containment procedures recommended by the WHO, the CDC, and as imposed by federal, state, and local governmental authorities, including shelter-in-place orders, quarantines and similar restrictions, we implemented a variety of procedures to protect our employees, third-party business partners, and customers. Although our results continue to be impacted by COVID-19, we continue to provide essential products and services to our customers in a safe and reliable manner and will continue to do so in compliance with mandated restrictions presented by each of the markets we serve. We continue to evaluate and react to the potential effects of a prolonged disruption and the continued impact on our results of operations. These items may include, but are not limited to: the financial condition of our customers; decreased availability and demand for our products and services; realization of accounts receivable; impairment considerations related to certain current assets, long-lived assets and goodwill; delays related to current and future projects; and the effects of government stimulus efforts in response to COVID-19.

We cannot predict the duration or magnitude of the pandemic and its total effects on our business, financial position, results of operations, liquidity or cash flows at this time, but we remain focused on managing our financial condition and liquidity throughout this global crisis.

Impact of Strategic Initiatives

We began executing on business transformation initiatives during Fiscal 2019 focused on efficiency and effectiveness in the following key areas: customer digital experience; customer relationship management; operating process redesign and specialization; distribution and routing optimization; sales and marketing effectiveness; purchasing and general and administrative efficiencies; and supply and logistics. These transformation activities are substantially complete and are expected to provide total annual benefits of more than $150 million by the end of Fiscal 2022. These benefits will allow us to continue to improve profitability and cash flow through operational efficiencies and expense reductions and enable increased investment into base business customer retention and growth initiatives, including the reduction of margins in select segments of our base business. The total cost of executing on these initiatives, including approximately $110 million of related capital expenditures, will amount to approximately $220 million.

Non-GAAP Financial Measures

Our non-GAAP financial measures comprise adjusted total margin, adjusted operating income and adjusted net income attributable to AmeriGas Partners. Management believes the presentations of these non-GAAP financial measures provide useful information to investors to more effectively evaluate the period-over-period results of operations of the Partnership. Management uses these non-GAAP financial measures because they eliminate the impact of (1) changes in unrealized gains and losses on commodity derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of year-over-year results.

The following tables include reconciliations of adjusted total margin, adjusted operating income and adjusted net income to the most directly comparable financial measures calculated and presented in accordance with GAAP:

	Year Ended September 30,	
(Millions of dollars)	2021	2020
Adjusted total margin:		
Total revenues	$ 2,614	$ 2,381
Cost of sales - propane	(954)	(796)
Cost of sales - other	(96)	(92)
Total margin	1,564	1,493
Subtract net gains on commodity derivative instruments not associated with current-period transactions	(167)	(72)
Adjusted total margin	$ 1,397	$ 1,421
Adjusted operating income:		
Operating income	$ 498	$ 402
Subtract net gains on commodity derivative instruments not associated with current-period transactions	(167)	(72)
Business transformation expenses	54	44
Adjusted operating income	$ 385	$ 374
Adjusted net income:		
Net income	$ 337	$ 236
Subtract net gains on commodity derivative instruments not associated with current-period transactions	(167)	(72)
Business transformation expenses	54	44
Adjusted net income	$ 224	$ 208

Analysis of Results of Operations

(Dollars in millions)	2021	2020	Increase (Decrease)	
Gallons sold (millions):				
Retail	968	987	(19)	(2)%
Wholesale	129	91	38	42 %
	1,097	1,078	19	2 %
Revenues:				
Retail propane	$ 2,203	$ 2,037	$ 166	8 %
Wholesale propane	139	63	76	121 %
Other	272	281	(9)	(3)%
	$ 2,614	$ 2,381	$ 233	10 %
Total margin (a)	$ 1,564	$ 1,493	$ 71	5 %
Operating and administrative expenses (b)	$ 923	$ 934	$ (11)	(1)%
Depreciation and amortization	$ 173	$ 178	$ (5)	(3)%
Operating income	$ 498	$ 402	$ 96	24 %
Net income attributable to AmeriGas Partners	$ 337	$ 236	$ 101	43 %
Non-GAAP financial measures (c):				
Adjusted total margin	$ 1,397	$ 1,421	$ (24)	(2)%
Adjusted operating income	$ 385	$ 374	$ 11	3 %
Adjusted net income attributable to AmeriGas Partners	$ 224	$ 208	$ 16	8 %
Degree days — % warmer than normal (d)	(2.8)%	(0.7)%	—	—

(a) Total margin represents total revenues less "Cost of sales — propane" and "Cost of sales — other." Total margin for Fiscal 2021 and Fiscal 2020 includes the impact of net unrealized gains of $167 million and $72 million, respectively, on commodity derivative instruments not associated with current-period transactions.
(b) Operating and administrative expenses include $54 million and $44 million of business transformation expenses in Fiscal 2021 and Fiscal 2020, respectively.
(c) These financial measures are non-GAAP financial measures and are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not a substitute for, the comparable GAAP measures. See section "Non-GAAP Financial Measures" above.
(d) Beginning in Fiscal 2021, deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data based on weather statistics provided by NOAA for 344 regions in the United States, excluding Alaska and Hawaii. Prior-period amounts have been restated to conform to the current-period presentation.

Average temperatures during Fiscal 2021 were 2.8% warmer than normal and 2.2% warmer than the prior year. Total retail gallons sold decreased during Fiscal 2021 principally reflecting structural conservation and other residual volume loss and the greater impact of COVID-19 on commercial volumes compared to Fiscal 2020. These decreases were partially offset by higher resale and motor fuel volumes during Fiscal 2021.

Total revenues increased $233 million during Fiscal 2021 largely reflecting higher average propane selling prices ($255 million) and increased wholesale volumes ($26 million) partially offset by the lower retail propane volumes ($39 million) compared to Fiscal 2020. Average daily wholesale propane commodity prices during Fiscal 2021 at Mont Belvieu, Texas, one of the major supply points in the U.S., were approximately 97% higher than such prices during Fiscal 2020.

Total cost of sales increased $162 million during Fiscal 2021 compared to the prior year period. Cost of sales in Fiscal 2021 and Fiscal 2020 include $167 million and $72 million of unrealized gains, respectively, on commodity derivative instruments not associated with current-period transactions. Excluding the effects on cost of sales of these commodity derivative instruments, increased $257 million during Fiscal 2021 largely attributable to the higher average propane product costs ($245 million) and higher wholesale propane volumes ($24 million), partially offset by the lower retail propane volumes ($16 million).

Total margin (which includes the effects of the unrealized gains and losses on commodity derivative instruments not associated with current-period transactions) increased $71 million during Fiscal 2021. Adjusted total margin decreased $24 million in Fiscal 2021 largely attributable to the lower retail propane volumes ($24 million) and decreased non-propane margin ($13 million) principally reflecting lower fees and services partially offset by increased cylinder sales. These decreases were partially offset by higher average propane margin ($10 million) resulting from the rising propane cost environment and effective margin management efforts.

Operating income (which includes the effects of the unrealized gains and losses on commodity derivative instruments not associated with current-period transactions, business transformation expenses) was $96 million higher in Fiscal 2021 compared to the prior year. Adjusted operating income increased $11 million during Fiscal 2021 reflecting lower operating and administrative expenses excluding the effects of business transformation expenses ($21 million) compared to Fiscal 2020, higher other income ($10 million) attributable to customer fees and gains on the early settlement of certain commodity derivative instruments during Fiscal 2021, and lower depreciation and amortization expense ($5 million). These positive impacts were largely offset by the previously mentioned decrease in adjusted total margin ($24 million). The decrease in operating and administrative expenses excluding the effects of business transformation expenses in Fiscal 2021 reflects, among other things, lower employee compensation and benefits-related costs ($26 million), decreased equipment operating and maintenance expenses ($7 million), and lower general insurance costs ($4 million) compared to Fiscal 2020. These decreases were partially offset by increased advertising expenses ($7 million) and higher vehicle lease expense ($4 million) compared to Fiscal 2020. These lower operating and administrative expenses reflect the partial benefits related to the previously mentioned ongoing business transformation initiatives.

Net income attributable to AmeriGas Partners (which includes the effects of the unrealized gains on commodity derivative instruments not associated with current-period transactions and business transformation expenses) increased $101 million compared to Fiscal 2020. Adjusted net income attributable to AmeriGas Partners increased $16 million in Fiscal 2021 reflecting the previously mentioned increase in adjusted operating income and lower interest expense due to lower average credit agreement borrowings outstanding during Fiscal 2021.

Financial Condition and Liquidity

Capitalization and Liquidity

The Partnership expects to have sufficient liquidity including cash on hand and available credit agreement borrowings to continue to support long-term commitments and ongoing operations despite uncertainties associated with the outbreak and continued spread of COVID-19. The Partnership does not have any near-term senior note maturities. While the Partnership's operations and financial performance has been significantly impacted by COVID-19 during Fiscal 2021, it is a rapidly evolving situation and the Partnership cannot predict the ultimate impact that COVID-19 will have on its liquidity, debt covenants, financial condition or the timing of capital expenditures. The Partnership was in compliance with its debt covenants as of September 30, 2021.

The Partnership's cash and cash equivalents at September 30, 2021 and 2020 was $14 million and $5 million, respectively. The Partnership's debt outstanding at September 30, 2021, totaled $2,730 million (including current maturities of long-term debt of $1 million and short-term borrowings of $170 million). The Partnership's debt outstanding at September 30, 2020, totaled $2,746 million (including current maturities of long-term debt of $3 million and short-term borrowings of $186 million). Total long-term debt outstanding at September 30, 2021, including current maturities, comprises $2,575 million of AmeriGas Partners' Senior Notes and $1 million of other long-term debt, and is net of $16 million of unamortized debt issuance costs.

At September 30, 2021 and 2020, there were $170 million and $186 million, respectively, of credit agreement borrowings outstanding under the AmeriGas OLP Credit Agreement. The weighted average interest rates on credit agreement borrowings at September 30, 2021 and 2020, were 2.58% and 2.61%, respectively. Issued and outstanding letters of credit under the AmeriGas OLP Credit Agreement, which reduce the amounts available for borrowings, totaled $60 million and $62 million at September 30, 2021 and 2020, respectively. The average daily and peak short-term borrowings outstanding under the AmeriGas OLP Credit Agreement during Fiscal 2021 were $168 million and $293 million, respectively. The average daily and peak short-term borrowings outstanding under the AmeriGas OLP Credit Agreement during Fiscal 2020 were $245 million and $359 million, respectively. At September 30, 2021, the Partnership's available borrowing capacity under the AmeriGas OLP Credit Agreement was $370 million.

Based on existing cash balances, cash expected to be generated from operations, and borrowings available under the AmeriGas OLP Credit Agreement, the Partnership's management believes that the Partnership will be able to meet its anticipated contractual commitments and projected cash needs during Fiscal 2022.

Partnership Distributions

Pursuant to the Partnership Agreement, the Partnership makes distributions to its partners approximately 45 days after the end of each fiscal quarter in a total amount equal to its Available Cash (as defined in the Partnership Agreement) for such quarter. The General Partner may establish reserves for the proper conduct of the Partnership's business and for distributions during the next four quarters.

Prior to the AmeriGas Merger, distributions of Available Cash were made 98% to limited partners and 2% to the General Partner (representing a 1% General Partner interest in AmeriGas Partners and 1.01% interest in AmeriGas OLP) in accordance with available cash and target distribution tiers (as defined in the Partnership Agreement). When available cash exceeded a certain distribution tier in any quarter, the General Partner would receive a greater percentage of the total Partnership distribution (the "incentive distribution") but only with respect to the amount by which the distribution exceeded the defined amount.

During Fiscal 2019 (prior to the AmeriGas Merger), the Partnership made quarterly distributions in excess of the defined amount. As a result, the General Partner received a greater percentage of the total Partnership distribution than its aggregate 2% general partner interest in AmeriGas OLP and AmeriGas Partners. During Fiscal 2019, distributions received by the General Partner with respect to its aggregate 2% general partner ownership interests totaled $54 million, which included incentive distributions of $46 million.

Cash Flows

Operating Activities:

Due to the seasonal nature of the Partnership's business, cash flows from operating activities are generally greatest during the second and third fiscal quarters when customers pay for propane consumed during the heating-season months. Conversely, operating cash flows are generally at their lowest levels during the first and fourth fiscal quarters when the Partnership's investment in working capital, principally accounts receivable and inventories, is generally greatest. The Partnership may use the AmeriGas OLP Credit Agreement to satisfy its seasonal operating cash flow needs.

Comparisons of year-over-year cash flow from operating activities are affected by the impact on operating cash flow from changes in operating working capital resulting from changes in commodity prices for propane. Cash flow from operating activities in Fiscal 2021 and Fiscal 2020 was $268 million and $374 million, respectively. Cash flow from operating activities before changes in operating working capital was $355 million in Fiscal 2021 and $341 million in Fiscal 2020. Changes in operating working capital (used) provided operating cash flow of $(87) million in Fiscal 2021 and $33 million in Fiscal 2020. Cash flow from changes in operating working capital primarily reflects the impact of significantly higher propane prices on cash receipts from customers as reflected in changes in accounts receivable, cash paid for propane purchased as reflected in changes in inventories and accounts payable, and cash received for collateral deposits related to our commodity derivative instruments.

Investing Activities:

Investing activity cash flow principally comprises expenditures for property, plant and equipment and proceeds from disposals of assets. We spent $130 million for property, plant and equipment in Fiscal 2021 and $135 million in Fiscal 2020, including $35 million and $50 million of expenditures associated with our business transformation initiative, respectively.

Financing Activities:

Financing activity cash flow principally comprises distributions on AmeriGas Partners Common Units, issuances and repayments of long-term debt and short-term borrowings/repayments. Distributions on Common Units and the General Partner interest totaled $138 million and $110 million in Fiscal 2021 and Fiscal 2020, respectively. Net repayments of short-term borrowings totaled $16 million and $142 million in Fiscal 2021 and Fiscal 2020, respectively. Also, during Fiscal 2021, AmeriGas Partners received $9 million pursuant to a Platform Contribution Agreement with UGI International, as further described in Note 14 to the consolidated financial statements.

Capital Expenditures

Capital expenditures include amounts to increase as well as maintain the operating capacity of the Partnership. During Fiscal 2021 and 2020, our capital expenditures totaled $130 million and $135 million, respectively. Capital expenditures in Fiscal 2021 and Fiscal 2020 reflect the impact of expenditures associated with our previously mentioned business transformation initiative. We expect capital expenditures of approximately $160 million in Fiscal 2022 and anticipate financing these Fiscal 2022 capital expenditures principally from cash generated by operations.

Contractual Cash Obligations and Commitments

The Partnership has certain contractual cash obligations that extend beyond Fiscal 2021. The following table presents significant contractual cash obligations as of September 30, 2021:

	Payments Due by Period				
(millions of dollars)	Total	Fiscal 2022	Fiscal 2023 - 2024	Fiscal 2025 - 2026	Thereafter
Long-term debt (a)	$ 2,576	$ 1	$ 675	$ 1,375	$ 525
Interest on long-term fixed-rate debt (b)	605	146	279	161	19
Operating leases	371	76	127	87	81
Propane supply contracts	17	17	—	—	—
Total	$ 3,569	$ 240	$ 1,081	$ 1,623	$ 625

(a) Based upon stated maturity dates for debt outstanding at September 30, 2021.
(b) Based upon stated interest rates.

"Other noncurrent liabilities" included in our Consolidated Balance Sheet at September 30, 2021, principally consist of operating lease liabilities (see Note 12) to the Consolidated Financial Statements), property and casualty liabilities and, to a much lesser extent, liabilities associated with executive compensation plans and employee post-employment benefit programs. These liabilities, with the exception of operating lease liabilities, are not included in the table of Contractual Cash Obligations and Commitments because they are estimates of future payments and not contractually fixed as to timing or amount.

Related Party Transactions

See Note 14 to Consolidated Financial Statements for discussion of related party transactions.

Market Risk Disclosures

Our primary financial market risks include commodity prices for propane and interest rates on borrowings. Although we use derivative financial and commodity instruments to reduce market price risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for speculative or trading purposes.

Commodity Price Risk

The risk associated with fluctuations in the prices the Partnership pays for propane is principally a result of market forces reflecting changes in supply and demand for propane and other energy commodities. The Partnership's profitability is sensitive to changes in propane supply costs and the Partnership generally passes on increases in such costs to customers. The Partnership may not, however, always be able to pass through product cost increases fully, or on a timely basis, particularly when product costs rise rapidly. In order to reduce the volatility of the Partnership's propane market price risk, we use contracts for the forward purchase or sale of propane, propane fixed-price supply agreements, and over-the-counter derivative commodity instruments including price swap contracts. Over-the-counter derivative commodity instruments utilized by the Partnership to hedge forecasted purchases of propane are generally settled at expiration of the contract. These derivative financial instruments contain collateral provisions.

In addition, the Partnership from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. At September 30, 2021, volumes associated with these price swap contracts were not material.

The fair value of unsettled commodity price risk sensitive instruments at September 30, 2021, was a net gain of $175 million. A hypothetical 10% adverse change in the market price of propane would result in a decrease in such fair value of $38 million.

Interest Rate Risk

The Partnership has both fixed-rate and variable-rate debt. Changes in interest rates impact the cash flows of variable-rate debt but generally do not impact their fair value. Conversely, changes in interest rates impact the fair value of fixed-rate debt but do not impact their cash flows.

At September 30, 2021, our variable-rate debt includes borrowings under the AmeriGas OLP Credit Agreement. AmeriGas OLP Credit Agreement borrowings have interest rates that are generally indexed to short-term market interest rates. At September 30, 2021, there were $170 million of borrowings outstanding under the AmeriGas OLP Credit Agreement. Based upon the average level of borrowings outstanding under the AmeriGas OLP Credit Agreement during Fiscal 2021, an increase in short-term interest rates of 100 basis points (1%) would have increased our Fiscal 2021 annual interest expense by approximately $2 million.

The remainder of our debt outstanding is subject to fixed rates of interest. A 100 basis point increase in market interest rates would result in decreases in the fair value of this fixed-rate debt of approximately $124 million at September 30, 2021. A 100 basis point decrease in market interest rates would result in increases in the fair market value of this debt of approximately $49 million at September 30, 2021.

Our long-term debt is typically issued at fixed rates of interest based upon market rates for debt having similar terms and credit ratings. As these long-term debt issues mature, we may refinance such debt with new debt having interest rates reflecting then-current market conditions. This debt may have an interest rate that is more or less than the refinanced debt.

Derivative Instruments Credit Risk

The Partnership is exposed to credit loss in the event of nonperformance by counterparties to derivative financial and commodity instruments. Our derivative instrument counterparties principally comprise major energy companies and major U.S. financial institutions. We maintain credit policies with regard to our counterparties that we believe reduce overall credit risk. These policies include evaluating and monitoring our counterparties’ financial condition, including their credit ratings, and entering into agreements with counterparties that govern credit limits. Certain of these agreements call for the posting of collateral by the counterparty or by the Partnership in the forms of letters of credit, parental guarantees or cash

We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on an ongoing basis. As of September 30, 2021, the maximum amount of loss, based upon the gross fair values of the derivative instruments, we would incur if these counterparties failed to perform according to the terms of their contracts was $176 million. At September 30, 2021 the Partnership had received cash collateral from derivative instrument counterparties totaling $53 million. In addition, we may have offsetting derivative liabilities and certain accounts payable balances with certain of these counterparties, which further mitigates the previously mentioned maximum amount of losses. Certain of our derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade in the Partnership’s debt rating. At September 30, 2021, if the credit-risk-related contingent features were triggered, the amount of collateral required to be posted would not be material.

Critical Accounting Policies and Estimates

The accounting policies and estimates discussed in this section are those that we consider to be the most critical to an understanding of our financial statements because they involve significant judgments and uncertainties. The application of these accounting policies and estimates necessarily requires management’s most subjective or complex judgments regarding estimates and projected outcomes of future events. Changes in these policies and estimates could have a material effect on the financial statements. Also, see Note 2 to Consolidated Financial Statements which discusses our significant accounting policies.

Goodwill Impairment Evaluation. Our goodwill is the result of business acquisitions. We do not amortize goodwill, but test it at least annually for impairment at the reporting unit level. A reporting unit is an operating segment, or one level below an operating segment (a component), if it constitutes a business for which discrete financial information is available and regularly reviewed by segment management. Components are aggregated into a single reporting unit if they have similar economic characteristics. A reporting unit with goodwill is required to perform an impairment test annually or whenever events or circumstances indicate that the value of goodwill may be impaired.

From time to time, we assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. We have an unconditional option to bypass the qualitative assessment and perform the quantitative assessment by comparing the fair value of the reporting unit with its carrying amount, including goodwill. We determine fair values generally based on a weighting of income and market approaches. For purposes of the income approach, fair values are determined based upon the present value of the reporting unit’s estimated future cash flows, including an estimate of the reporting unit’s terminal value based upon these cash flows, discounted at appropriate risk-adjusted rates. We use our internal forecasts to estimate future cash flows, which may include estimates of long-term future growth rates based upon our most recent reviews of the long-term outlook. Cash flow estimates used to establish fair values under our income approach involve management judgments based on a broad range of information and historical results. In addition, external economic and competitive conditions can influence future performance. For purposes of the market approach, we use valuation multiples for companies comparable to our reporting unit. The market approach requires judgment to determine the appropriate valuation multiples. If the carrying amount of our reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to such excess but not to exceed the total amount of the goodwill of the reporting unit. As of September 30, 2021, our goodwill totaled $2,004 million. No impairments of goodwill were recorded during any of the periods presented.

Loss Contingencies and Environmental Remediation Liabilities. We are involved in litigation that arises in the normal course of business, and we are subject to risk of loss for general, automobile and product liability and workers' compensation claims for which we obtain insurance coverage subject to self-insured retentions or deductibles. We are also subject to environmental laws and regulations intended to mitigate or remove the effects of past operations and improve or maintain the quality of the environment. These laws and regulations require the removal or remedy of the effect on the environment of the disposal or release of certain specified hazardous substances at current or former operating sites.

We establish reserves for loss contingencies including pending litigation, and for pending and incurred but not reported claims associated with general and product liability, automobile and workers' compensation when it is probable that a liability exists and the amount or range of amounts related to such liability can be reasonably estimated. When no amount within a range of possible loss is a better estimate than any other amount within the range, liabilities recorded are based upon the low end of the range. For litigation and pending claims including those covered by insurance policies, the analysis of probable loss is performed on a case by case basis and includes an evaluation of the nature of the claim, the procedural status of the matter, the probability or likelihood of success in prosecuting or defending the claim, the information available with respect to the claim, the opinions and views of outside counsel and other advisors, and past experience in similar matters. With respect to unasserted claims arising from unreported incidents, we may use the work of specialists to estimate the ultimate losses to be incurred using actuarially determined loss development factors applied to actual claims data. Our estimated reserves for loss contingencies may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted.

The likelihood of a loss with respect to a particular loss contingency is often difficult to predict. In addition, a reasonable estimate of the loss, or a range of possible loss, may not be practicable based upon the information available and the potential effects of future events and decisions by third parties that will determine the ultimate resolution of the loss contingency. Reasonable estimates involve management judgments based on a broad range of information and prior experience and include an evaluation of the nature of the claim, the procedural status of the matter, the probability or likelihood of success of prosecuting or defending the claim, the information available with respect to the claim, the opinions and views of outside counsel and other advisors, and past experience in similar matters. These judgments are reviewed quarterly as more information is received, and the amounts reserved are updated as necessary. Our estimated reserves for loss contingencies may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted.

We accrue reserves for environmental remediation when assessments indicate that it is probable a liability has been incurred and an amount can be reasonably estimated. Amounts recorded as environmental liabilities on the Consolidated Balance Sheets represent our best estimate of costs expected to be incurred or, if no best estimate can be made, the minimum liability associated with a range of expected environmental investigation and remediation costs. These estimates are based upon a number of factors including whether the Partnership will be responsible for such remediation, the scope and cost of the remediation work to be performed, the portion of costs that will be shared with other potentially responsible parties, the timing of the remediation and possible impact of changes in technology, and the regulations and requirements of local governmental authorities. Our estimated reserves for environmental remediation may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted.

Impairment of Long-Lived Assets. An impairment test for long-lived assets (or an asset group) is required when circumstances indicate that such assets may be impaired. If it is determined that a triggering event has occurred, we perform a recoverability test based upon estimated undiscounted cash flow projections expected to be realized over the remaining useful life of the long-lived asset. If the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, we determine its fair value. If the fair value is determined to be less than its carrying amount, the long-lived asset is reduced to its estimated fair value and an impairment loss is recognized in an amount equal to such shortfall. When determining whether a long-lived asset has been impaired, management groups assets at the lowest level that has identifiable cash flows. Performing an impairment test on long-lived assets involves judgment in areas such as identifying when a triggering event requiring evaluation occurs; identifying and grouping assets; and, if the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, determining the fair value of the long-lived asset. Although cash flow estimates are based upon relevant information at the time the estimates are made, estimates of future cash flows are by nature highly uncertain and contemplate factors that change over time such as the expected use of the asset including future production and sales volumes, expected fluctuations in prices of commodities and expected proceeds from disposition. No material provisions for impairments of long-lived assets were recorded during any of the periods presented.

Recently Issued Accounting Pronouncements

See Note 3 to Consolidated Financial Statements for a discussion of the effects of recently issued accounting guidance.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

CONTROLS AND PROCEDURES

(a) The General Partner's disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by the Partnership in this Annual Report is (i) recorded, processed, summarized, and reported within the time periods specified in the indentures, and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. The General Partner's management, with the participation of the General Partner's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Partnership's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Partnership's disclosure controls and procedures, as of September 30, 2021, were effective at the reasonable assurance level.

(b) **General Partner's Reports**

Financial Statements

The Partnership's consolidated financial statements and other financial information contained in this Annual Report were prepared by the management of the General Partner, AmeriGas Propane, Inc., which is responsible for their fairness, integrity and objectivity. The consolidated financial statements and related information were prepared in accordance with GAAP and include amounts that are based on management's best judgments and estimates.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Partnership. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, of the Partnership's internal control over financial reporting as of September 30, 2021, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria").

Internal control over financial reporting refers to the process, designed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, and effected by the General Partners' Board of Directors, to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Partnership; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Partnership are being made only in accordance with authorizations of management and directors of the General Partner; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Partnership's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changing conditions, or the degree of compliance with the policies or procedures may deteriorate.

Based on its assessment, management has concluded that the Partnership's internal control over financial reporting was effective as of September 30, 2021, based on the COSO criteria.

(c) During the most recent fiscal quarter, the Partnership implemented a new propane inventory management and accounting system to better integrate and modernize this process. The Partnership considers this system implementation to be material. Where appropriate, we have made changes to our internal controls to address system changes and to ensure we maintain effective internal controls over financial reporting. Other than this system implementation, there were no changes in the Partnership's internal control over financial reporting that have affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PRINCIPAL ACCOUNTING FEES AND SERVICES

The aggregate fees billed by Ernst & Young LLP, the Partnership's independent auditor in Fiscal 2021 and Fiscal 2020, were as follows:

	2021	2020
Audit Fees (1)	$ 1,494,000	$ 1,692,000
Audit-Related Fees (2)	35,000	535,000
Tax Fees (3)	9,000	208,000
Total Fees for Services Provided	$ 1,538,000	$ 2,435,000

(1) Audit Fees for Fiscal 2021 and Fiscal 2020 were for audit services, including (i) the annual audit of the consolidated financial statements of the Partnership, (ii) review of the interim financial statements included in the Quarterly Reports now furnished on our website, and (iii) other services that only the independent registered public accounting firm can reasonably be expected to provide.

(2) Audit-Related Fees for Fiscal 2021 and Fiscal 2020 relate to audits of subsidiary financial statements, debt compliance letters, and pre-system implementation reviews.

(3) Tax Fees for Fiscal 2021 and Fiscal 2020 were for tax compliance or advisory services at the Partnership.

EXHIBITS, FINANCIAL STATEMENT SCHEDULES

EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification by the Principal Executive Officer.
31.2	Certification by the Chief Financial Officer.
32	Certification by the Principal Executive Officer and Chief Financial Officer.

SIGNATURES

The Partnership has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIGAS PARTNERS, L.P.

By: AmeriGas Propane, Inc.,
Its General Partner

Date: November 19, 2021

By: /s/ Ann P. Kelly
Ann P. Kelly
Vice President - Finance and Chief Financial Officer

This Report has been signed below on November 19, 2021, by the following persons on behalf of the Partnership in the capacities indicated.

Signature	Title
/s/ Paul M. Ladner Paul M. Ladner	President (Principal Executive Officer) and Director
/s/ Ann P. Kelly Ann P. Kelly	Vice President - Finance and Chief Financial Officer (Principal Financial Officer)
/s/ Roger Perreault Roger Perreault	Chairman and Director
/s/ Monica M. Gaudiosi Monica M. Gaudiosi	Director
/s/ Ted J. Jastrzebski Ted J. Jastrzebski	Director

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

FINANCIAL INFORMATION

FOR INCLUSION IN ANNUAL REPORT

FOR THE YEAR ENDED September 30, 2021

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

We have omitted all other financial statement schedules because the required information is either (1) not present; (2) not present in amounts sufficient to require submission of the schedule; or (3) included elsewhere in the financial statements or related notes.

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Building a better working world

Report of Independent Auditors

To the Partners and Management of AmeriGas Partners, L.P.

We have audited the accompanying consolidated financial statements of AmeriGas Partners, L.P. and subsidiaries (the Partnership), which comprise the consolidated balance sheets as of September 30, 2021 and 2020, and the related consolidated statements of operations, cash flows, and partners' capital for each of the three years in the period ended September 30, 2021, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of AmeriGas Partners, L.P. and subsidiaries at September 30, 2021 and 2020, and the consolidated results of their operations and their cash flows for each of the three years in the period ended September 30, 2021, in conformity with U.S. generally accepted accounting principles.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying Schedule I - Condensed Financial Information of Parent Company and Schedule II – Valuation and Qualifying Accounts are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst & Young LLP

November 19, 2021

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(Millions of dollars)

	September 30, 2021	September 30, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	$ 14	$ 5
Accounts receivable (less allowances for doubtful accounts of $16 and $11, respectively)	244	167
Accounts receivable — related parties	15	15
Inventories	186	108
Derivative instruments	96	4
Prepaid expenses	32	31
Other current assets	54	21
Total current assets	641	351
Property, plant and equipment (less accumulated depreciation of $1,404 and $1,340, respectively)	1,074	1,097
Goodwill	2,004	2,004
Intangible assets	164	200
Derivative instruments	26	9
Other assets	372	396
Total assets	$ 4,281	$ 4,057
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:		
Current maturities of long-term debt	$ 1	$ 3
Short-term borrowings	170	186
Accounts payable — trade	230	128
Accounts payable — related parties	7	4
Employee compensation and benefits accrued	76	78
Interest accrued	44	44
Customer deposits and advances	88	96
Derivative instruments	—	6
Other current liabilities	152	173
Total current liabilities	768	718
Long-term debt	2,559	2,557
Other noncurrent liabilities	363	399
Total liabilities	3,690	3,674
Commitments and contingencies (Note 13)		
Partner's capital	591	383
Total liabilities and partner's capital	$ 4,281	$ 4,057

See accompanying Notes to Consolidated Financial Statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
Revenues:			
Propane	$ 2,342	$ 2,100	$ 2,405
Other	272	281	277
	2,614	2,381	2,682
Costs and expenses:			
Cost of sales — propane (excluding depreciation and amortization shown below)	954	796	1,225
Cost of sales — other (excluding depreciation and amortization shown below)	96	92	83
Operating and administrative expenses	923	934	949
Depreciation and amortization	173	178	179
Other operating income, net	(30)	(21)	(21)
	2,116	1,979	2,415
Operating income	498	402	267
Interest expense	(159)	(164)	(167)
Income before income taxes	339	238	100
Income tax expense	(2)	(2)	(3)
Net income including noncontrolling interest	337	236	97
Deduct net income attributable to noncontrolling interest	—	—	(2)
Net income attributable to AmeriGas Partners, L.P.	$ 337	$ 236	$ 95
General partner's interest in net income attributable to AmeriGas Partners, L.P.	$ —	$ —	$ 47
Limited partners' interest in net income attributable to AmeriGas Partners, L.P.	$ 337	$ 236	$ 48

See accompanying Notes to Consolidated Financial Statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Millions of dollars)

	Year Ended September 30		
	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income including noncontrolling interest	$ 337	$ 236	$ 97
Adjustments to reconcile net income including noncontrolling interest to net cash provided by operating activities:			
Depreciation and amortization	173	178	179
Provision for uncollectible accounts	16	13	13
Change in unrealized gains and losses on derivative instruments	(167)	(72)	117
Other, net	(4)	(14)	7
Net change in:			
Accounts receivable	(93)	(17)	19
Inventories	(78)	(10)	33
Accounts payable	105	24	(30)
Derivative instruments collateral deposits received (paid)	53	21	(28)
Other current assets	(34)	53	(13)
Other current liabilities	(40)	(38)	21
Net cash provided by operating activities	268	374	415
CASH FLOWS FROM INVESTING ACTIVITIES			
Expenditures for property, plant and equipment	(130)	(135)	(107)
Proceeds from disposals of assets	20	18	12
Net cash used by investing activities	(110)	(117)	(95)
CASH FLOWS FROM FINANCING ACTIVITIES			
Distributions	(138)	(110)	(403)
Noncontrolling interest activity	—	—	(5)
(Decrease) increase in short-term borrowings	(16)	(142)	96
Repayment of long-term debt	(4)	(8)	(9)
Proceeds associated with equity based compensation plans, net of tax withheld	—	—	2
Contribution related to common control transaction (see Note 14)	9	—	—
Net cash used by financing activities	(149)	(260)	(319)
Cash and cash equivalents increase (decrease)	$ 9	$ (3)	$ 1
CASH AND CASH EQUIVALENTS			
End of year	$ 14	$ 5	$ 8
Beginning of year	5	8	7
Increase (decrease)	$ 9	$ (3)	$ 1
SUPPLEMENTAL CASH FLOW INFORMATION			
Cash paid for interest	$ 155	$ 160	$ 164

See accompanying Notes to Consolidated Financial Statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(Millions of dollars, except unit data)

	Number of Common Units	Common unitholders	General partner	Total AmeriGas Partners, L.P. partners' capital	Noncontrolling Interest	Total partners' capital
Balance at September 30, 2018	92,977,072	$ 524	$ 13	$ 537	$ 33	$ 570
Net income including noncontrolling interest		48	47	95	2	97
Distributions		(354)	(49)	(403)	(5)	(408)
Unit-based compensation expense		1	—	1	—	1
Contribution of General partner interest in AmeriGas OLP	1,058,368	30	—	30	(30)	—
AmeriGas Merger related adjustments	10,615,711	7	(11)	(4)	—	(4)
Common Units issued in connection with employee and director plans, net of tax withheld	22,632	—	—	—	—	—
Balance at September 30, 2019	104,673,783	256	—	256	—	256
Net income including noncontrolling interest		236	—	236	—	236
Distributions		(110)	—	(110)	—	(110)
Unit-based compensation expense		1	—	1	—	1
Balance at September 30, 2020	104,673,783	383	—	383	—	383
Net income		337	—	337	—	337
Distributions		(138)	—	(138)	—	(138)
Contribution related to common control transaction (see Note 14)		9	—	9	—	9
Balance at September 30, 2021	104,673,783	$ 591	$ —	$ 591	$ —	$ 591

See accompanying Notes to Consolidated Financial Statements.

AmeriGas Partners and Subsidiaries
Notes to Consolidated Financial Statements
(Millions of dollars, except per unit amounts and where indicated otherwise)

Index to Notes:

Note 1 — Nature of Operations

AmeriGas Partners conducts a national propane distribution business through its principal operating subsidiary AmeriGas OLP. AmeriGas Partners and AmeriGas OLP are Delaware limited partnerships. AmeriGas OLP is engaged in the distribution of propane and related equipment and supplies. AmeriGas OLP comprises the largest retail propane distribution business in the United States serving residential, commercial, industrial, motor fuel and agricultural customers in all 50 states.

UGI's wholly owned second-tier subsidiary, AmeriGas Propane, Inc. serves as the general partner of AmeriGas Partners. Prior to the AmeriGas Merger described below, the General Partner held IDRs that entitled it to receive distributions from AmeriGas Partners in excess of its general partner interest under certain circumstances (see Note 6).

On August 21, 2019, the AmeriGas Merger was completed in accordance with the terms of the Merger Agreement entered into on April 1, 2019. Under the terms of the Merger Agreement, UGI acquired all of the outstanding Common Units not already held by UGI or its subsidiaries for cash and shares of UGI Common Stock, and AmeriGas Partners was merged with and into Merger Sub, with AmeriGas Partners surviving as an indirect wholly owned subsidiary of UGI. Also as a result of the AmeriGas Merger, the IDRs held by the General Partner were canceled and the General Partner received 10,615,711 Common Units in conjunction with the cancellation of the IDRs. In addition, the General Partner interest was converted to a non-economic general partner interest in AmeriGas Partners. Effective with completion of the AmeriGas Merger, Common Units are no longer publicly traded. Also pursuant to the Merger Agreement, on August 21, 2019 Partnership equity-based awards were cancelled and replaced with cash settled restricted stock units relating to UGI Common Stock based upon the terms of conversion included in the Merger Agreement. The AmeriGas Merger had no impact on the book value of the assets and liabilities of the Partnership. For additional information on the AmeriGas Merger, see Note 5.

On September 30, 2019, the General Partner contributed its 1.01% general partner interest in AmeriGas OLP to AmeriGas Partners which contributed such general partner interest to its newly formed, wholly owned subsidiary, AmeriGas Propane GP, LLC. The General Partner received 1,058,368 Common Units in AmeriGas Partners in consideration for the contribution of the 1.01% general partner interest in AmeriGas OLP.

AmeriGas Partners and AmeriGas OLP have no employees. Employees of the General Partner conduct, direct and manage our operations. The General Partner is reimbursed monthly for all direct and indirect expenses it incurs on the Partnership's behalf (see Note 14).

Note 2 — Summary of Significant Accounting Policies

Basis of Presentation

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and costs. These estimates are based on management's knowledge of current events, historical experience and various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may be different from these estimates and assumptions.

For purposes of comparability, certain prior-year amounts have been reclassified to conform to the current-year presentation.

Principles of Consolidation

The consolidated financial statements include the accounts of AmeriGas Partners, its operating subsidiary AmeriGas OLP, and its finance subsidiaries AmeriGas Finance Corp., AmeriGas Eagle Finance Corp., AP Eagle Finance Corp., and AmeriGas Finance LLC, each of which was 100% owned at September 30, 2019. Prior to September 30, 2019, AmeriGas Partners and AmeriGas OLP were under the common control of the General Partner. The General Partner of AmeriGas Partners, which was also the general partner of AmeriGas OLP, made all decisions for AmeriGas OLP; limited partners of AmeriGas OLP did not have the ability to remove the General Partner or participate in the decision-making for AmeriGas OLP. The accounts of AmeriGas OLP were included in the consolidated financial statements based upon the determination that AmeriGas Partners had a controlling financial interest in, and was the primary beneficiary of AmeriGas OLP. As previously mentioned, on September 30, 2019, the General Partner contributed its 1.01% general partner interest in AmeriGas OLP to AmeriGas Partners which contributed such general partner interest to its newly formed, wholly owned subsidiary, AmeriGas Propane GP, LLC. As a result, AmeriGas OLP became a wholly owned subsidiary of AmeriGas Partners through AmeriGas Partners' limited partner interest and its indirect 1.01% general partner interest in AmeriGas OLP.

Finance Corps

AmeriGas Finance Corp., AmeriGas Eagle Finance Corp., AP Eagle Finance Corp. and AmeriGas Finance LLC are 100%-owned finance subsidiaries of AmeriGas Partners. Their sole purpose is to serve as issuers or co-obligors for debt securities issued or guaranteed by AmeriGas Partners.

Fair Value Measurements

The Partnership applies fair value measurements on a recurring and, as otherwise required under ASC 820, on a nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value measurements performed on a recurring basis principally relate to commodity derivative instruments.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

We use the following fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets and liabilities that we have the ability to access at the measurement date.

- Level 2 — Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived from observable market data by correlation or other means.

- Level 3 — Unobservable inputs for the asset or liability including situations where there is little, if any, market activity for the asset or liability.

Fair value is based upon assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and risks inherent in valuation techniques and inputs to valuations. This includes not only the credit standing of counterparties and credit enhancements but also the impact of our own nonperformance risk on our liabilities. We evaluate the need for credit adjustments to our derivative instrument fair values. These credit adjustments were not material to the fair values of our derivative instruments.

Derivative Instruments

Derivative instruments are reported on the Consolidated Balance Sheets at their fair values, unless the NPNS exception is elected. Since we do not currently have derivative instruments that are designated and qualify as cash flow hedges, changes in fair value of our commodity derivative instruments that are not subject to the NPNS exception are reflected in "Cost of sales — propane" on the Consolidated Statements of Operations. Cash flows from commodity derivative instruments are included in cash flows from operating activities on the Consolidated Statements of Cash Flows.

For a more detailed description of the derivative instruments we use, our accounting for derivatives, our objectives for using them and other information, see Note 16.

Revenue Recognition

In accordance with ASC 606, the Partnership recognizes revenue when control of promised goods or services is transferred to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. Certain revenues are not within the scope of ASC 606 such as revenue from leases, financial instruments, other revenues that are not from contracts with customers, and other contractual rights or obligations and we account for such revenues in accordance with other GAAP. Revenue-related taxes collected on behalf of customers and remitted to taxing authorities, principally sales and use taxes, are not included in revenues. The Partnership has elected to use the practical expedient to expense the costs to obtain contracts when incurred as such amounts are generally not material. See Note 4 for additional disclosures regarding the Partnership's revenue from contracts with customers.

Accounts Receivable

Accounts receivable are reported on the Consolidated Balance Sheets at the gross outstanding amount adjusted for an allowance for doubtful accounts. Accounts receivable that are acquired are initially recorded at fair value on the date of acquisition. Provisions for uncollectible accounts are established based upon our collection experience and the assessment of the collectability of specific amounts, and the Partnership's best estimate of current expected credit losses. Accounts receivable are written off in the period in which the receivable is deemed uncollectible.

Delivery Expenses

Expenses associated with the delivery of propane to customers (including vehicle expenses, expenses of delivery personnel, vehicle repair and maintenance and general liability expenses) are classified as "Operating and administrative expenses" on the Consolidated Statements of Operations. Depreciation expense associated with delivery vehicles is classified in "Depreciation and amortization" on the Consolidated Statements of Operations.

Income Taxes

AmeriGas Partners and AmeriGas OLP are not directly subject to federal income taxes. Instead, their taxable income or loss is allocated to their individual partners. AmeriGas OLP has subsidiaries which operate in corporate form and are directly subject to federal and state income taxes. Accordingly, our consolidated financial statements reflect income taxes related to these corporate subsidiaries. Legislation in certain states allows for taxation of partnership income and the accompanying financial statements reflect state income taxes resulting from such legislation. Net income for financial statement purposes may differ significantly from taxable income reportable to unitholders. This is a result of (1) differences between the tax basis and financial reporting basis of assets and liabilities and (2) the taxable income allocation requirements of the Partnership Agreement and the Internal Revenue Code.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash in banks and highly liquid investments with maturities of three months or less when purchased.

Inventories

Our inventories are stated at the lower of cost or net realizable value. We determine cost using an average cost method for propane, specific identification for appliances and the FIFO method for all other inventories.

Property, Plant and Equipment and Related Depreciation

We record property, plant and equipment at the lower of original cost or fair value, if impaired. The amounts assigned to property, plant and equipment of acquired businesses are based upon estimated fair value at date of acquisition. When we retire or otherwise dispose of plant and equipment, we eliminate the associated cost and accumulated depreciation and recognize any resulting gain or loss in "Other operating income, net" on the Consolidated Statements of Operations.

We record depreciation expense on plant and equipment on a straight-line basis over estimated economic useful lives. We include in property, plant and equipment costs associated with computer software we develop or obtain for use in our businesses. We classify amortization of computer software and related costs included in property, plant and equipment as depreciation expense.

No depreciation expense is included in cost of sales on the Consolidated Statements of Operations.

Goodwill and Intangible Assets

Intangible Assets. We amortize intangible assets over their estimated useful lives unless we determine their lives to be indefinite. Estimated useful lives of definite-lived intangible assets, do not exceed 15 years. We test definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the associated carrying amounts may be impaired. Determining whether an impairment loss occurred requires comparing the carrying amount to the estimated fair value of the asset in accordance with ASC 820.

Goodwill. We do not amortize goodwill, but test it at least annually for impairment at the reporting unit level. A reporting unit is an operating segment, or one level below an operating segment (a component) if it constitutes a business for which discrete financial information is available and regularly reviewed by segment management. Components are aggregated into a single reporting unit if they have similar economic characteristics. A reporting unit with goodwill is required to perform an impairment test annually or whenever events or circumstances indicate that the value of goodwill may be impaired.

We are required to recognize an impairment charge under GAAP if the carrying amount of a reporting unit exceeds its fair value. From time to time, we may assess qualitative factors to determine whether it is more likely than not that the fair value of such reporting unit is less than its carrying amount. We may bypass the qualitative assessment and perform the quantitative assessment by comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to such excess but not to exceed the total amount of the goodwill of the reporting unit.

There were no accumulated goodwill impairment losses at September 30, 2021 and 2020. There were no provisions for goodwill impairments recognized for all periods presented and there were no provisions for intangible asset impairments recorded during all periods presented. No amortization expense of intangible assets is included in cost of sales on the Consolidated Statements of Operations. For further information on our goodwill and intangible assets, see Note 11.

Impairment of Long-Lived Assets

Impairment testing for long-lived assets (or an asset group) is required when circumstances indicate that such assets may be impaired. If it is determined that a triggering event has occurred, we perform a recoverability test based upon estimated undiscounted cash flow projections expected to be realized over the remaining useful life of the long-lived asset. If the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, we determine its fair value. If the fair value is determined to be less than its carrying amount, the long-lived asset is reduced to its estimated fair value and an impairment loss is recognized in an amount equal to such short fall. When determining whether a long-lived asset has been impaired, management groups assets at the lowest level that has identifiable cash flows. No material provisions for impairments of long-lived assets were recorded during all periods presented.

Customer Deposits

We offer certain of our customers prepayment programs which require customers to pay a fixed periodic amount or to otherwise prepay a portion of their anticipated propane purchases. Customer prepayments, in excess of associated billings, are classified as “Customer deposits and advances” on the Consolidated Balance Sheets.

Environmental Matters

We are subject to environmental laws and regulations intended to mitigate or remove the effects of past operations and improve or maintain the quality of the environment. These laws and regulations require the removal or remedy of the effect on the environment of the disposal or release of certain specified hazardous substances at current or former operating sites.

Environmental reserves are accrued when assessments indicate that it is probable that a liability has been incurred and an amount can be reasonably estimated. Amounts recorded as environmental liabilities on the Consolidated Balance Sheets represent our best estimate of costs expected to be incurred or, if no best estimate can be made, the minimum liability associated with a range of expected environmental investigation and remediation costs. These estimates are based upon a number of factors including whether the Partnership will be responsible for such remediation, the scope and cost of the remediation work to be performed, the portion of costs that will be shared with other potentially responsible parties, the timing of the remediation and possible impact of changes in technology, and the regulations and requirements of local governmental authorities. Our estimated liability for environmental contamination is reduced to reflect anticipated participation of other responsible parties but is not reduced for possible recovery from insurance carriers. Under GAAP, if the amount and timing of cash payments associated with environmental investigation and cleanup are reliably determinable, such liabilities are discounted to reflect the time value of money. We intend to pursue recovery of incurred costs through all appropriate means.

Loss Contingencies Subject to Insurance

The Partnership is subject to risk of loss for general, automobile and product liability, and workers’ compensation claims for which it obtains insurance coverage under insurance policies that are subject to self-insured retentions or deductibles. In accordance with GAAP, the Partnership records accruals when it is probable that a liability exists and the amount or range of amounts can be reasonably estimated. When no amount within a range of possible loss is a better estimate than any other amount within the range, liabilities recorded are based upon the low end of the range. For litigation and pending claims including those covered by insurance policies, the analysis of probable loss is performed on a case by case basis and includes an evaluation of the nature of the claim, the procedural status of the matter, the probability or likelihood of success in prosecuting or defending the claim, the information available with respect to the claim, the opinions and views of outside counsel and other advisors, and past experience in similar matters. With respect to unasserted claims arising from unreported incidents, we use the work of specialists to estimate the ultimate losses to be incurred using actuarially determined loss development factors applied to actual claims data. Our estimated reserves for loss contingencies may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted. The Partnership maintains insurance coverage such that its net exposure for claims covered by insurance would be limited to the self-insured retentions or deductibles, claims above which would be paid by the insurance carrier. For such claims, the Partnership records a receivable related to the amount of the liability expected to be paid by insurance.

Allocation of Net Income (Loss)

Prior to the AmeriGas Merger, net income attributable to AmeriGas Partners, L.P. for partners’ capital and statement of operations presentation purposes was allocated to the General Partner and the limited partners in accordance with their respective ownership percentages after giving effect to amounts distributed to the General Partner in excess of its general partner interest in AmeriGas Partners based on its IDRs under the Partnership Agreement (see Note 6). Effective with the completion of the AmeriGas Merger, the limited partners are allocated 100% of the Partnership’s net income.

Subsequent Events

Management has evaluated the impact of subsequent events through November 19, 2021, the date these consolidated financial statements were issued and the effects, if any, of such evaluation have been reflected in the consolidated financial statements and related disclosures.

Note 3 — Accounting Changes

New Accounting Standards Adopted in Fiscal 2021

Credit Losses. Effective October 1, 2020, the Partnership adopted ASU 2016-13, "Measurement of Credit Losses on Financial Instruments," including subsequent amendments, using a modified retrospective transition approach. This ASU, as subsequently amended, requires entities to estimate lifetime expected credit losses for financial instruments not measured at fair value through net income, including trade and other receivables, net investments in leases, financial receivables, debt securities, and other financial instruments, which may result in earlier recognition of credit losses. Further, the new current expected credit loss model may affect how entities estimate their allowance for losses related to receivables that are current with respect to their payment terms. The adoption of the new guidance did not have a material impact on our consolidated financial statements.

Note 4 — Revenue from Contracts with Customers

We recognize revenue when control of the promised goods or services is transferred to our customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. The Partnership generally has the right to consideration from a customer in an amount that corresponds directly with the value to the customer for our performance completed to date. As such, we elected to recognize revenue in the amount to which we have a right to invoice.

We do not have a significant financing component in our contracts because we receive payment shortly before, at, or shortly after the transfer of control of the good or service. Because the period between the time the performance obligation is satisfied and payment received is one year or less, the Partnership has elected to apply the significant financing component practical expedient and no amount of consideration has been allocated as a financing component.

The Partnership records revenue principally from the sale of propane to retail and wholesale customers. The primary performance obligation associated with the sale of propane is the delivery of propane to (1) the customer's point of delivery for retail customers and (2) the customer's specified location where propane is picked up by wholesale customers, at which point control of the propane is transferred to the customer, the performance obligation is satisfied, and the associated revenue is recognized. For contracts with retail customers that consume propane from a metered tank, the Partnership recognizes revenue as the propane is consumed, at which point we have the right to invoice, and generally invoice monthly based on consumption.

Contracts with customers comprise different types of contracts with varying length terms, fixed or variable prices, and fixed or variable quantities. Contracts with our residential customers, which comprise a substantial number of our customer contracts, are generally one year or less. Customer contracts for the sale of propane include fixed-price, fixed-quantity contracts under which propane is provided to a customer at a fixed price and a fixed volume, and contracts that provide for the sale of propane at market prices at date of delivery with no fixed volumes. The Partnership offers contracts that permit customers to lock in a fixed price for their volumes for a fee and also provide customers with the option to pre-buy a fixed amount of propane at a fixed price. Amounts received under pre-buy arrangements are recorded as a contract liability when received and recorded as revenue when propane is delivered and control is transferred to the customer. Fee revenue associated with fixed-price contracts are recorded as contract liabilities and recorded ratably over the contract period.

The Partnership also distributes propane to customers in portable cylinders. Under certain contracts, filled cylinders are delivered, and control is transferred, to a reseller. In such instances, the reseller is our customer and we record revenue upon delivery to the reseller. Under other contracts, filled cylinders are delivered to a reseller, but the Partnership retains control of the cylinders. In such instances, we record revenue at the time the reseller transfers control of the cylinder to the customer.

Certain retail propane customers receive credits which we account for as variable consideration. We estimate these credits based upon past practices and historical customer experience and we reduce our revenues recognized for these credits.

Other revenues from contracts with customers are generated primarily from certain fees the Partnership charges associated with the delivery of propane including hazmat safety compliance, inspection, metering, installation, fuel recovery and certain other services. Revenues from fees are typically recorded when the propane is delivered to the customer or the associated service is completed. Other revenues from contracts with customers are also generated from the Partnership's parts and service business. The performance obligations of this business include installation and repair services. The performance obligations under these contracts are satisfied, and revenue is recognized, as control of the product is transferred or the services are rendered.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Revenue Disaggregation

The following table presents our disaggregated revenues during Fiscal 2021, Fiscal 2020 and Fiscal 2019:

	2021	2020	2019
Revenues from contracts with customers:			
Propane:			
Retail	$ 2,203	$ 2,037	$ 2,341
Wholesale	139	63	64
Other	206	215	213
Total revenues from contracts with customers	2,548	2,315	2,618
Other revenues (a)	66	66	64
Total revenues	$ 2,614	$ 2,381	$ 2,682

(a) Primarily represents revenues from tank rentals that are not within the scope of ASC 606 and accounted for in accordance with other GAAP.

Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers or cash receipts. Contract assets represent the Partnership's right to consideration after the performance obligations have been satisfied when such right is conditioned on something other than the passage of time. Contract assets were not material at September 30, 2021 and 2020. Substantially all of the Partnership's receivables are unconditional rights to consideration and are included in "Accounts receivable" on the Consolidated Balance Sheets. Amounts billed are generally due within the following month.

Contract liabilities arise when payment from a customer is received before the performance obligations have been satisfied and represent the Partnership's obligations to transfer goods or services to a customer for which the Partnership has received consideration from the customer. The balances of contract liabilities were $82 and $87 at September 30, 2021 and 2020, respectively, and are included in "Customer deposits and advances" and "Other current liabilities" on the Consolidated Balance Sheets. Revenue recognized during Fiscal 2021, Fiscal 2020 and Fiscal 2019 from the amount included in contract liabilities at September 30, 2020, September 30, 2019 and October 1, 2018 was $71, $71 and $76 respectively.

Remaining Performance Obligations

The Partnership excludes disclosures related to the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period because these contracts have an initial expected term of one year or less or we have a right to bill the customer in an amount that corresponds directly with the value of services provided to the customer to date.

Note 5 — AmeriGas Merger

On August 21, 2019, the AmeriGas Merger was completed in accordance with the terms of the Merger Agreement entered into on April 1, 2019. Under the terms of the Merger Agreement, the Partnership was merged with and into Merger Sub, with the Partnership surviving as an indirect wholly owned subsidiary of UGI. Each outstanding Common Unit other than the Common Units owned by UGI or its subsidiaries, comprising 69,242,822 Common Units, was automatically converted at the effective time of the AmeriGas Merger into the right to receive, at the election of each holder of such Common Units, one of the following forms of merger consideration (subject to proration designed to ensure the number of shares of UGI Common Stock issued would equal approximately 34.6 million):

(i) 0.6378 shares of UGI Common Stock (the "Share Multiplier");
(ii) $7.63 in cash, without interest, and 0.500 shares of UGI Common Stock; or
(iii) $35.325 in cash, without interest.

Pursuant to the terms of the Merger Agreement, effective on August 21, 2019, UGI issued 34,612,847 shares of UGI Common Stock and paid $529 in cash to the holders of Common Units other than UGI, for a total implied consideration of $2,228. In addition, the IDRs held by the General Partner were canceled and the General Partner received 10,615,711 Common Units in conjunction with the cancellation of the IDRs. Following the completion of the AmeriGas Merger, the General Partner interest was converted to a non-economic interest. Transaction costs incurred by the Partnership totaling $6 are reflected in "Operating and administrative expenses" on the 2019 Consolidated Statement of Operations.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Effective upon completion of the AmeriGas Merger, Common Units are no longer publicly traded. Also pursuant to the Merger Agreement, Partnership equity-based awards were canceled and replaced with cash-settled restricted stock units relating to UGI Common Stock using the Share Multiplier ratio.

Note 6 — Quarterly Distributions of Available Cash

Pursuant to the Partnership Agreement, the Partnership makes distributions to its partners approximately 45 days after the end of each fiscal quarter in a total amount equal to its Available Cash (as defined in the Partnership Agreement) for such quarter. The General Partner may establish reserves for the proper conduct of the Partnership's business and for distributions during the next four quarters.

Prior to the AmeriGas Merger, distributions of Available Cash were made 98% to limited partners and 2% to the General Partner (representing a 1% General Partner interest in AmeriGas Partners and 1.01% interest in AmeriGas OLP) in accordance with available cash and target distribution tiers (as defined in the Partnership Agreement). When available cash exceeded a certain distribution tier in any quarter, the General Partner would receive a greater percentage of the total Partnership distribution (the "incentive distribution") but only with respect to the amount by which the distribution exceeded the defined amount.

During Fiscal 2019 (prior to the AmeriGas Merger), the Partnership made quarterly distributions in excess of the defined amount. As a result, the General Partner received a greater percentage of the total Partnership distribution than its aggregate 2% general partner interest in AmeriGas OLP and AmeriGas Partners. During Fiscal 2019, distributions received by the General Partner with respect to its aggregate 2% general partner ownership interests totaled $54, which included incentive distributions of $46.

Note 7 — Debt

AmeriGas OLP Credit Agreement

Information about the AmeriGas OLP Credit Agreement, which is scheduled to expire in December 2022 and includes a $150 sublimit for letters of credit, is presented in the following table. Borrowings on the AmeriGas OLP Credit Agreement bear interest at a rate indexed to a short-term market rate. Borrowings outstanding, if any, are classified as "Short-term borrowings" on the Consolidated Balance Sheets.

	Total Capacity	Borrowings Outstanding	Letters of Credit and Guarantees Outstanding	Available Borrowing Capacity	Weighted Average Interest Rate - End of Year
September 30, 2021	$ 600	$ 170	$ 60	$ 370	2.58 %
September 30, 2020	$ 600	$ 186	$ 62	$ 352	2.61 %

(Millions of dollars, except per unit amounts and where indicated otherwise)

Long-term Debt

Long-term debt comprises the following at September 30:

	2021	2020
AmeriGas Partners Senior Notes (a):		
5.50% due May 2025	$ 700	$ 700
5.875% due August 2026	675	675
5.625% due May 2024	675	675
5.75% due May 2027	525	525
Other	1	5
Less: unamortized debt issuance costs	(16)	(20)
Total long-term debt	2,560	2,560
Less: current maturities	(1)	(3)
Total long-term debt due after one year	$ 2,559	$ 2,557

(a) AmeriGas Partners and AmeriGas Finance Corp. co-issued these senior notes.

Scheduled principal repayments of long-term debt for each of the next five fiscal years ending September 30 are as follows: Fiscal 2022 — $1; Fiscal 2024 — $675; Fiscal 2025 — $700; Fiscal 2026 — $675. There are no principal repayments due in Fiscal 2023.

Restrictive Covenants

Our long-term debt and the AmeriGas OLP Credit Agreement generally contain customary covenants and default provisions which may include, among other things, restrictions on the incurrence of additional indebtedness and also restrict liens, guarantees, investments, loans and advances, payments, mergers, consolidations, asset transfers, transactions with affiliates, sales of assets, acquisitions and other transactions. These agreements contain standard provisions which require compliance with certain financial ratios. The Partnership was in compliance with its debt covenants as of September 30, 2021.

At September 30, 2021, the amount of net assets of the Partnership's subsidiaries that was restricted from transfer as a result of the amount of Available Cash, computed in accordance with the Partnership Agreement, applicable debt agreements and AmeriGas OLP's partnership agreement, totaled approximately $2,800.

Note 8 — Employee Retirement Plans

The General Partner sponsors a 401(k) savings plan for eligible employees. Participants in the savings plan may contribute a portion of their compensation on a before-tax basis. Generally, employee contributions are matched on a dollar-for-dollar basis up to 5% of eligible compensation. The cost of benefits under our savings plan was $11 in Fiscal 2021, $12 in Fiscal 2020 and $12 in Fiscal 2019.

The General Partner also sponsors a nonqualified deferred compensation plan and a nonqualified supplemental executive retirement plan. These plans provide benefits to executives that would otherwise be provided under the Partnership's retirement plans but are prohibited due to Internal Revenue Code limits. Costs associated with these plans were not material for all periods presented.

Note 9 — Inventories

Inventories comprise the following at September 30:

	2021	2020
Propane gas	$ 164	$ 90
Materials, supplies and other	15	10
Appliances for sale	7	8
Total inventories	$ 186	$ 108

(Millions of dollars, except per unit amounts and where indicated otherwise)

In addition to inventories on hand, we also enter into contracts to purchase propane to meet a portion of our supply requirements. Generally, these contracts are one- to three-year agreements subject to annual price and quantity adjustments.

Note 10 — Property, Plant and Equipment

Property, plant and equipment comprise the following at September 30:

	2021	2020	Estimated Useful Life
Land	$ 133	$ 135	
Buildings and improvements	210	205	15 - 40 years
Transportation equipment	192	210	3 - 10 years
Equipment, primarily cylinders and tanks	1,629	1,600	6 - 30 years
Other	275	221	3 - 10 years
Work in process	39	66	
Gross property, plant and equipment	2,478	2,437	
Less accumulated depreciation	(1,404)	(1,340)	
Net property, plant and equipment	$ 1,074	$ 1,097	

Depreciation expense totaled $137, $138 and $139 in Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively.

Note 11 — Intangible Assets

The Partnership's intangible assets comprise the following at September 30:

	2021	2020
Customer relationships	$ 474	$ 474
Trademarks and tradenames	8	8
Noncompete agreements	24	24
Accumulated amortization	(342)	(306)
Intangible assets, net	$ 164	$ 200

Amortization expense of intangible assets was $36, $40, and $40 in Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively. Estimated amortization expense of intangible assets during the next five fiscal years is as follows: Fiscal 2022 — $33; Fiscal 2023 — $32; Fiscal 2024 — $31; Fiscal 2025 — $30; Fiscal 2026 — $30.

Note 12 — Leases

Lessee

We lease various buildings and other facilities, real estate, vehicles, rail cars and other equipment, which are operating leases. We determine if a contract is or contains a lease by evaluating whether the contract explicitly or implicitly identifies an asset, whether we have the right to obtain substantially all of the economic benefits of the identified leased asset and to direct its use.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. We recognize ROU assets at the lease commencement date at the value of the lease liability adjusted for any prepayments, lease incentives received, and initial direct costs incurred. Lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. These payments are discounted using the discount rate implicit in the lease, when available. We apply an incremental borrowing rate, which is developed utilizing a credit notching approach based on information available at the lease commencement date, to substantially all of our leases as the implicit rate is often not available.

Lease expense is recognized on a straight-line basis over the expected lease term. Renewal and termination options are not included in the lease term unless we are reasonably certain that such options will be exercised. Leases with an original lease term of one year or less, including consideration of any renewal options assumed to be exercised, are not included in the Consolidated Balance Sheets.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Certain lease arrangements, primarily fleet vehicle leases with lease terms of one to ten years, contain purchase options. The Partnership generally excludes purchase options in evaluating its leases unless it is reasonably certain that such options will be exercised. Additionally, leases of fleet vehicles often contain residual value guarantees that are due at the end of the lease. Such amounts are included in the determination of lease liabilities when we are reasonably certain that they will be owed.

Certain leasing arrangements require variable payments that are dependent on asset usage or are based on changes in index rates, such as the Consumer Price Index. The variable payments component of such leases cannot be determined at lease commencement and is not recognized in the measurement of ROU assets or lease liabilities, but is recognized in earnings in the period in which the obligation occurs.

ROU assets and lease liabilities recorded in the Consolidated Balance Sheets as of September 30 are as follows:

	2021	2020	Location on the Balance Sheet
Operating lease ROU assets	$ 321	$ 360	Other assets
Lease liabilities:			
Operating lease liabilities — current	$ 65	$ 72	Other current liabilities
Operating lease liabilities — noncurrent	264	295	Other noncurrent liabilities
Total lease liabilities	$ 329	$ 367	

The components of lease cost for Fiscal 2021 and Fiscal 2020 are as follows:

	2021	2020
Operating lease cost	$ 84	$ 83
Variable lease cost	4	5
Short-term lease cost	2	2
Total lease cost	$ 90	$ 90

The following table presents the cash and non-cash activity related to lease liabilities included in the Consolidated Statements of Cash Flows occurring during Fiscal 2021 and Fiscal 2020:

	2021	2020
Cash paid related to lease liabilities:		
Operating cash flows — operating leases	$ 83	$ 83
Non-cash lease liability activities:		
ROU assets obtained in exchange for operating lease liabilities (a)	$ 41	$ 429

(a) Fiscal 2020 includes the impact of the adoption of ASC 842.

The following table presents the weighted-average remaining lease term and weighted-average discount rate for operating leases:

	2021	2020
Weighted-average remaining lease term (in years)	6.2	6.3
Weighted-average discount rate (%)	4.0%	4.1%

(Millions of dollars, except per unit amounts and where indicated otherwise)

Expected annual lease payments based on maturities of operating leases, as well as a reconciliation to the lease liabilities on the Consolidated Balance Sheet, as of September 30, 2021, were as follows:

	Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026	After Fiscal 2026	Total Lease Payments	Imputed Interest	Lease Liabilities
Operating leases	$ 76	$ 68	$ 59	$ 49	$ 38	$ 81	$ 371	$ (42)	$ 329

At September 30, 2021, operating leases that had not yet commenced were not material.

Lessor

We enter into lessor arrangements that grant customers the right to use small, medium and large storage tanks to store propane, which we classify as operating leases. In general, these arrangements are typically short-term (12 months or less) and can be extended on a year-to-year basis. Lease income is generally recognized on a straight-line basis over the lease term and included in “Revenues – Other” on the Consolidated Statements of Operations (see Note 4).

Note 13 — Commitments and Contingencies

Saranac Lake Environmental Matter. In 2008, the NYDEC notified AmeriGas OLP that the NYDEC had placed property purportedly owned by AmeriGas OLP in Saranac Lake, New York on the New York State Registry of Inactive Hazardous Waste Disposal Sites. A site characterization study performed by the NYDEC disclosed contamination related to a former MGP. AmeriGas OLP responded to the NYDEC in 2009 to dispute the contention it was a PRP as it did not operate the MGP and appeared to only own a portion of the site. In 2017, the NYDEC communicated to AmeriGas OLP that the NYDEC had previously issued three RODs related to remediation of the site totaling approximately $28 and requested additional information regarding AmeriGas OLP’s purported ownership. AmeriGas renewed its challenge to designation as a PRP and identified potential defenses. The NYDEC subsequently identified a third party PRP with respect to the site.

The NYDEC commenced implementation of the remediation plan in the spring of 2018. Based on our evaluation of the available information as of September 30, 2021 and 2020, the Partnership has an undiscounted environmental remediation liability of $8 related to the site. Our share of the actual remediation costs could be significantly more or less than the accrued amount.

Purported Class Action Lawsuits. Between May and October of 2014, purported class action lawsuits were filed in multiple jurisdictions against the Partnership/UGI and a competitor by certain of their direct and indirect customers. The class action lawsuits allege, among other things, that the Partnership and its competitor colluded, beginning in 2008, to reduce the fill level of portable propane cylinders from 17 pounds to 15 pounds and combined to persuade their common customer, Walmart Stores, Inc., to accept that fill reduction, resulting in increased cylinder costs to retailers and end-user customers in violation of federal and certain state antitrust laws. The claims seek treble damages, injunctive relief, attorneys’ fees and costs on behalf of the putative classes.

On October 16, 2014, the United States Judicial Panel on Multidistrict Litigation transferred all of these purported class action cases to the Western Missouri District Court. As the result of rulings on a series of procedural filings, including petitions filed with the Eighth Circuit and the U.S. Supreme Court, both the federal and state law claims of the direct customer plaintiffs and the state law claims of the indirect customer plaintiffs were remanded to the Western Missouri District Court. The decision of the Western Missouri District Court to dismiss the federal antitrust claims of the indirect customer plaintiffs was upheld by the Eighth Circuit. On April 15, 2019, the Western Missouri District Court ruled that it has jurisdiction over the indirect purchasers’ state law claims and that the indirect customer plaintiffs have standing to pursue those claims. On August 21, 2019, the District Court partially granted the Partnership’s motion for judgment on the pleadings and dismissed the claims of indirect customer plaintiffs from ten states and the District of Columbia.

On October 2, 2019, the Partnership reached an agreement to resolve the claims of the direct purchaser class of plaintiffs; the agreement received final court approval on June 18, 2020. On September 18, 2020, the Partnership and counsel for the indirect purchaser plaintiffs filed a joint statement with the court that they had reached an agreement in principle to settle the claims of the remaining classes and plaintiffs, the settlement received final court approval on March 30, 2021. As of September 30, 2021 there were no further liabilities associated with this matter.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Although we cannot predict the final results of these pending claims and legal actions, we believe, after consultation with counsel, that the final outcome of these matters will not have a material effect on our financial statements.

In addition to the matters described above, there are other pending claims and legal actions arising in the normal course of our businesses. Although we cannot predict the final results of these pending claims and legal actions, we believe, after consultation with counsel, that the final outcome of these matters will not have a material effect on our financial statements.

Note 14 — Related Party Transactions

Partnership and Management Services Agreement. The General Partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of the Partnership. These costs include employee compensation and benefit expenses of employees of the General Partner and general and administrative expenses.

Administrative Services. UGI provides certain financial and administrative services to the General Partner. UGI bills the General Partner monthly for all direct and indirect corporate expenses incurred in connection with providing these services and the General Partner is reimbursed by the Partnership for these expenses. The allocation of indirect UGI corporate expenses to the Partnership utilizes a weighted, three-component formula based on the relative percentage of the Partnership's revenues, operating expenses and net assets employed to the total of such items for all UGI operating subsidiaries for which general and administrative services are provided. The General Partner believes that this allocation method is reasonable and equitable to the Partnership.

In addition, UGI and certain of its subsidiaries provide office space, stop loss medical coverage and automobile liability insurance to the Partnership. These costs were not material during Fiscal 2021, Fiscal 2020 and Fiscal 2019.

Propane Purchases and Sales. AmeriGas OLP purchases propane on an as needed basis from Energy Services. The price of the purchases is generally based on market price at the time of purchase. Purchases of propane by AmeriGas OLP from Energy Services during Fiscal 2021, Fiscal 2020 and Fiscal 2019 were not material.

In addition, AmeriGas OLP sells propane to affiliates of UGI. Sales of propane to affiliates of UGI were not material during Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively.

The following related party transactions are included in "Operating and administrative expenses" on the Consolidated Statements of Operations:

	2021	2020	2019
Partnership and Management Services Agreement:			
Direct and indirect expenses incurred on behalf of Partnership	$ 528	$ 563	$ 583
Administrative Services:			
Administrative services provided by UGI	$ 24	$ 20	$ 15

Platform Contribution Agreement. Pursuant to a Platform Contribution Agreement, on October 1, 2020, AmeriGas OLP sold the right to use certain business strategies, models, technology and other similar proprietary information used in operating its business to UGI Europe for $9. Because the transaction was between entities under common control, the proceeds received by AmeriGas OLP in excess of the carrying value of such assets transferred was considered an equity transaction and has been recorded as an increase in "Partner's capital" on the September 30, 2021 Consolidated Balance Sheet.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Note 15 — Fair Value Measurements

Derivative Instruments

The following table presents on a gross basis our derivative assets and liabilities including both current and noncurrent portions, that are measured at fair value on a recurring basis within the fair value hierarchy as described in Note 2:

	Asset (Liability)			
	Level 1	Level 2	Level 3	Total
September 30, 2021:				
Derivative instruments:				
Assets:				
Commodity contracts	$ —	$ 176	$ —	$ 176
Liabilities:				
Commodity contracts	$ —	$ (1)	$ —	$ (1)
September 30, 2020:				
Derivative instruments:				
Assets:				
Commodity contracts	$ —	$ 20	$ —	$ 20
Liabilities:				
Commodity contracts	$ —	$ (13)	$ —	$ (13)

The fair values of our non-exchange traded commodity derivative contracts included in Level 2 are based upon indicative price quotations available through brokers, industry price publications or recent market transactions and related market indicators.

Other Financial Instruments

The carrying amounts of other financial instruments included in current assets and current liabilities (except for current maturities of long-term debt) approximate their fair values because of their short-term nature. We estimate the fair value of long-term debt by using current market rates and by discounting future cash flows using rates available for similar type debt (Level 2). The carrying amounts and estimated fair values of our long-term debt (including current maturities but excluding unamortized debt issuance costs) were as follows:

	2021	2020
Carrying amount	$ 2,576	$ 2,580
Estimated fair value	$ 2,870	$ 2,789

Financial instruments other than derivative instruments, such as short-term investments and trade accounts receivable could expose us to concentrations of credit risk. We limit credit risk from short-term investments by investing only in investment-grade commercial paper, money market mutual funds, securities guaranteed by the U.S. Government or its agencies and FDIC insured bank deposits. The credit risk arising from concentrations of trade accounts receivable is limited because we have a large customer base that extends across many different U.S. markets and a number of foreign countries. For information regarding concentrations of credit risk associated with our derivative instruments, see Note 18.

Note 16 — Derivative Instruments and Hedging Activities

The Partnership is exposed to certain market risks associated with its ongoing business operations. Management uses derivative financial and commodity instruments, among other things, to primarily manage commodity price risk. Although we use derivative financial and commodity instruments to reduce market risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for speculative or trading purposes. The use of derivative instruments is controlled by our risk management and credit policies which govern, among other things, the derivative instruments the Partnership can use, counterparty credit limits and contract authorization limits. Although our commodity derivative instruments extend over a number of years, a significant portion of our commodity derivative instruments economically hedge commodity price risk during the next twelve months. For additional information on the accounting for our derivative instruments, see Note 2.

Commodity Price Risk

In order to manage market risk associated with the Partnership's fixed-price programs, the Partnership uses over-the-counter derivative commodity instruments, principally price swap contracts. In addition, the Partnership, from time to time, enters into price swap agreements to reduce the effects of short-term commodity price volatility. At September 30, 2021 and 2020, total volumes associated with propane commodity derivatives totaled 330 million gallons and 487 million gallons, respectively. At September 30, 2021, the maximum period over which we are economically hedging propane market price risk is 24 months.

To mitigate short-term market volatility associated with commodity instruments, the Partnership from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. The volumes associated with diesel swap contracts were not material for all periods presented.

Derivative Instruments Credit Risk

The Partnership is exposed to credit loss in the event of nonperformance by our derivative instrument counterparties. Our derivative instrument counterparties principally comprise major energy companies and major U.S. financial institutions. We maintain credit policies with regard to our counterparties that we believe reduce overall credit risk. These policies include evaluating and monitoring our counterparties' financial condition, including their credit ratings, and entering into agreements with counterparties that govern credit limits. Certain of these agreements call for the posting of collateral by the counterparty or by the Partnership in the forms of letters of credit, parental guarantees or cash.

We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on and ongoing basis. As of September 30, 2021, the maximum amount of loss, based upon the gross fair values of the derivative instruments, we would incur if these counterparties failed to perform according to the terms of their contracts was $176. At September 30, 2021 the Partnership had received cash collateral from derivative instrument counterparties totaling $53. In addition, we may have offsetting derivative liabilities and certain accounts payable balances with certain of these counterparties, which further mitigates the previously mentioned maximum amount of losses. Certain of our derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade in the Partnership's debt rating. At September 30, 2021, if the credit-risk-related contingent features were triggered, the amount of collateral required to be posted would not be material.

Offsetting Derivative Assets and Liabilities

Derivative assets and liabilities are presented net by counterparty on the Consolidated Balance Sheets if the right of offset exists. Our derivative instruments comprise over-the-counter transactions. Over-the-counter contracts are bilateral contracts that are transacted directly with a third party. Certain over-the-counter contracts contain contractual rights of offset through master netting arrangements and contract default provisions. In addition, the contracts are subject to conditional rights of offset through counterparty nonperformance, insolvency, or other conditions.

In general, many of our over-the-counter transactions are subject to collateral requirements. Types of collateral generally include cash or letters of credit. Cash collateral paid by us to our over-the-counter derivative counterparties, if any, is reflected in the table below to offset derivative liabilities. Cash collateral received by us from our over-the-counter derivative counterparties, if any, is reflected in the table below to offset derivative assets. Certain other accounts receivable and accounts payable balances recognized on the Consolidated Balance Sheets with our derivative counterparties are not included in the table below but could reduce our net exposure to such counterparties because such balances are subject to master netting or similar arrangements.

(Millions of dollars, except per unit amounts and where indicated otherwise)

Fair Value of Derivative Instruments

The following table presents our derivative assets and liabilities by type, as well as the effects of offsetting, as of September 30:

	2021	2020
Derivative assets:		
Derivatives not designated as hedging instruments:		
Commodity contracts	$ 176	$ 20
Total derivative assets — gross	176	20
Gross amounts offset in the balance sheet	(1)	(7)
Cash collateral received	(53)	—
Total derivative assets — net	$ 122	$ 13
Derivative liabilities:		
Derivatives not designated as hedging instruments:		
Commodity contracts	$ (1)	$ (13)
Total derivative liabilities — gross	(1)	(13)
Gross amounts offset in the balance sheet	1	7
Total derivative liabilities — net	$ —	$ (6)

Effects of Derivative Instruments

Derivative instruments gains (losses) reflected on the Consolidated Statements of Operations comprise the following:

	Gain (Loss) Recognized in Income			
Derivatives Not Designated as Hedging Instruments:	2021	2020	2019	Location of Gain (Loss) Recognized in Income
Commodity contracts	$ 273	$ 17	$ (155)	Cost of sales — propane
Commodity contracts	5	—	—	Other operating income, net
Total	278	17	(155)	

We are also a party to a number of contracts that have elements of a derivative instrument. These contracts include, among others, binding purchase orders, contracts that provide for the purchase and delivery of propane and service contracts that require the counterparty to provide commodity storage or transportation service to meet our normal sales commitments. Although certain of these contracts have the requisite elements of a derivative instrument, these contracts qualify for NPNS accounting under GAAP because they provide for the delivery of products or services in quantities that are expected to be used in the normal course of operating our business and the price in the contract is based on an underlying that is directly associated with the price of the product or service being purchased or sold.

Note 17 — Other Operating Income, Net

Other operating income, net, comprises the following:

	2021	2020	2019
Finance charges	$ 17	$ 9	$ 17
Gains on sales of fixed assets	5	8	3
Gain on early derivative termination	5	—	—
Other	3	4	1
Total other operating income, net	$ 30	$ 21	$ 21

Note 18 — Business Transformation Initiatives

Beginning in Fiscal 2019, we began executing on a multi-year business transformation initiative. This initiative is designed to improve long-term operational performance by, among other things, reducing costs and improving efficiency in the areas of sales and marketing, supply and logistics, operations, purchasing, and administration. In addition, this business transformation initiative also focuses on enhancing the customer experience through, among other things, enhanced sales and marketing initiatives and an improved digital customer experience. This business transformation initiative is substantially complete, and we recognized expenses of $54, $44 and $15 during Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively. These costs principally comprise consulting, advisory, and employee-related costs and are reflected in “Operating and administrative expenses” on the Consolidated Statements of Operations.

Note 19 — Impact of Global Pandemic

In March 2020, the WHO declared a global pandemic attributable to the outbreak and continued spread of COVID-19 that has had a significant impact throughout the global economy. In connection with the mitigation and containment procedures recommended by the WHO, the CDC, and as imposed by federal, state, and local governmental authorities, including shelter-in-place orders, quarantines and similar restrictions, the Partnership implemented a variety of procedures to protect its employees, third-party business partners, and customers. The Partnership continues to provide essential products and services to its customers in a safe and reliable manner, and will continue to do so in compliance with mandated restrictions presented by each of the markets it serves. The Partnership continues to evaluate and react to the potential effects of a prolonged disruption and the continued impact on its results of operations. These items may include, but are not limited to: the financial condition of its customers; decreased availability and demand for its products and services; realization of accounts receivable; impairment considerations related to certain current assets, long-lived assets and goodwill; delays related to current and future projects; and the effects of government stimulus efforts. While its operations and financial performance continue to be impacted by COVID-19, the Partnership cannot predict the duration or magnitude of the outbreak and the total effects on its business, financial position, results of operations, liquidity or cash flows at this time.

AMERIGAS PARTNERS, L.P.
SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY

BALANCE SHEETS
(Millions of dollars)

	September 30, 2021		September 30, 2020	
ASSETS				
Current assets:				
Cash	$	2	$	—
Total current assets		2		—
Investment in AmeriGas Propane, L.P.		3,199		2,988
Total assets	$	3,201	$	2,988
LIABILITIES AND PARTNERS' CAPITAL				
Current liabilities:				
Accounts payable and other liabilities	$	7	$	6
Accrued interest		44		44
Total current liabilities		51		50
Long-term debt		2,559		2,555
Commitments and contingencies				
Partner's capital		591		383
Total liabilities and partner's capital	$	3,201	$	2,988

Commitments and Contingencies

Scheduled principal repayments of long-term debt during the next five fiscal years include $675 in Fiscal 2024, $700 in Fiscal 2025 and $675 in Fiscal 2026.

AMERIGAS PARTNERS, L.P.
SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY

STATEMENTS OF OPERATIONS
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
Interest expense (including related party interest expense)	$ (150)	$ (150)	$ (150)
Loss before equity in income of AmeriGas Propane, L.P.	(150)	(150)	(150)
Equity in income of AmeriGas Propane, L.P.	487	386	245
Net income attributable to AmeriGas Partners	$ 337	$ 236	$ 95
General partner's interest in net income attributable to AmeriGas Partners	$ —	$ —	$ 47
Limited partners' interest in net income attributable to AmeriGas Partners	$ 337	$ 236	$ 48

AMERIGAS PARTNERS, L.P.
SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY

STATEMENTS OF CASH FLOWS
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
NET CASH PROVIDED BY OPERATING ACTIVITIES (a)	$ 140	$ 108	$ 402
CASH FLOWS FROM INVESTING ACTIVITIES			
Net cash used by investing activities	—	—	—
CASH FLOWS FROM FINANCING ACTIVITIES			
Distributions	(138)	(110)	(402)
Proceeds associated with equity based compensation plans, net of tax withheld	—	—	1
Net cash used by financing activities	(138)	(110)	(401)
Increase (decrease) in cash and cash equivalents	$ 2	$ (2)	$ 1
CASH AND CASH EQUIVALENTS:			
End of year	$ 2	$ —	$ 2
Beginning of year	—	2	1
Increase (decrease) in cash and cash equivalents	$ 2	$ (2)	$ 1

(a) Includes cash distributions received from AmeriGas Propane, L.P. of $285, $255 and $549 for Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES
SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
(Millions of dollars)

	Balance at beginning of year	Charged to costs and expenses	Other	Balance at end of year
Year Ended September 30, 2021				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 11	$ 16	$ (11) (1)	$ 16
Year Ended September 30, 2020				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 12	$ 13	$ (14) (1)	$ 11
Year Ended September 30, 2019				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	$ 13	$ 13	$ (14) (1)	$ 12

(1) Uncollectible accounts written off, net of recoveries.

EXHIBIT 31.1

CERTIFICATION

I, Paul M. Ladner, certify that:

1. I have reviewed this annual report of AmeriGas Partners, L.P. (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 19, 2021

/s/ Paul M. Ladner

Paul M. Ladner

President and Principal Executive Officer of
AmeriGas Propane, Inc.

EXHIBIT 31.2

CERTIFICATION

I, Ann P. Kelly, certify that:

1. I have reviewed this annual report of AmeriGas Partners, L.P. (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and

5. The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors:

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: November 19, 2021

/s/ Ann P. Kelly

Ann P. Kelly

Vice President - Finance and Chief Financial Officer of
AmeriGas Propane, Inc.

EXHIBIT 32

Certification by the Principal Executive Officer and Chief Financial Officer Relating to a Periodic Report Containing Financial Statements

I, Paul M. Ladner, Principal Executive Officer, and I, Ann P. Kelly, Chief Financial Officer, of AmeriGas Propane, Inc., a Pennsylvania corporation, the General Partner of AmeriGas Partners, L.P. (the “Company”), hereby certify that to our knowledge:

(1) The Company’s annual report for the period ended September 30, 2021 (the “Annual Report”) fully complies, in all material respects, with the requirements of the indentures; and

(2) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

* * *

PRINCIPAL EXECUTIVE OFFICER	CHIEF FINANCIAL OFFICER
/s/ Paul M. Ladner	/s/ Ann P. Kelly
Paul M. Ladner	Ann P. Kelly
Date: November 19, 2021	Date: November 19, 2021