

Southcross Energy Partners, L.P.  
Form 425  
December 21, 2017

**Filed by American Midstream Partners LP**

**Pursuant to Rule 425 under the Securities Act of 1933  
and Rule 14a-12 under the Securities Exchange Act of 1934**

**Subject Company: Southcross Energy Partners, L.P.**

**Commission File No.: 001-35719**

**AMID / SXE INTEGRATION UPDATE**

Issue 3

**SOLID PLANNING**

It's hard to believe that the holiday season has arrived along with the year-end. The Integration Team has been busy establishing integration processes and roles, developing project plans, and meeting as many SXE employees as possible. We think that these activities position for us aggressive attainment of all deliverables required for a flawless transition after the close.

As we reflect upon our accomplishments of 2017, we extend our thanks for everyone's contribution preparing for the day when we operate as a single entity.

Happy Holidays!

**Functional Team Report Out**

We are pleased to report the Functional Teams and Steering Committee leadership met face-to-face in a collaborative working session on Dec. 14, 2017 to report out on our initial plans for Day 1 readiness. During the session, we reviewed key accomplishments, recognized challenges, and identified many critical Day 1 milestones. We're pleased to recognize the extensive amount of effort that has been put into the project plans. In our effort to continually improve our integration process, the plans will evolve, but we feel that most of the functions have solid plans in place. We expect to baseline these plans in January.

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*We're pleased to recognize the extensive effort put into Functional Team project plans.*

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Another common activity that all teams made progress on was on their analysis of the SXE people who will be converting or transitioning to

AMID because of the integration. Converting SXE employees are those who will have a role in the combined entity post close. Transitioning SXE employees are those whose employment with the combined entity will terminate after a pre-determined transition period post close. We've reviewed rosters, spoken with existing SXE management, and met many of the dedicated and hard-working team at SXE. AMID is excited about the prospects of having talented employees from SXE join the team, and we're committed to completing the end-to-end assessment of the SXE team by Dec. 31.

Some of the key highlights from the various functions are:

### Commercial

The team put a great amount of effort into documenting the SXE Texas Assets and the SXE Contract-to-Cash process. This effort specifically focused on

TIES/Quorum. One outcome of these discussions is identification of possible opportunities to optimize Quorum, scheduling, measurement, reporting, contracts and invoicing that will lead to AMID improvements that will be of value beyond the integration with SXE. Evaluation of that opportunity has begun.

Next steps include:

- Continue discovery work around gas scheduling and nominations processes, gaps, and opportunities
- Conduct SXE working sessions focused on asset management, customer communications and management
- Begin planning Day 1 customer communications and potential targeted customer meetings

### Finance & Treasury

The team conducted preliminary Financial Planning & Analysis (FP&A) discovery efforts, and scheduled a FP&A SXE model walkthrough in Dallas on Dec. 19. Preliminary evaluations of data sources and how that data needs to be mapped to AMID Gathering & Transport have begun. Budget data will be mapped into OneStream, and we expect completion of that mapping process 30 to 60 days after the close. The team will be reviewing all SXE insurance policies, and the plan is to remarket the combined company post close. The Treasury team will have all SXE lease information will be loaded into the Box collaboration tool by the end of the year. The strategy around corporate cards have been established.

Next steps include:

- Conduct in-depth SXE model walkthrough
- Review and analyze SXE Line of Credit (LC), leases, and parental company guarantees (PCGs)
- Devise insurance strategy with Lockton

### Internal Audit

Preliminary reviews indicate that our internal audit approaches are very complementary. The team understands the integration points, and is looking at key controls to identify gaps. Internal Audit (IA) dependencies have been communicated to other functional teams, who will ensure they are include in the functional team work plans. IA met with the IT function to make sure that system dependencies are reflected in the IA project plan.

Next steps include:

- Preparation of Controls mapping between the two companies
- Continue collecting requested documentation

### Accounting

The Accounting team has been focused on doing as much pre-planning work as possible, in anticipation of a lull in accounting integration activities while they complete year-end close reports in January and February. They have met with the IT function to make sure that system dependencies are reflected in the Accounting project plan. The integration team was instructed to capture integration costs in the same manner as was done in connection with AMID s merger with JPE. SXE also has a plan for capturing their related costs.

Next steps include:

Staffing transition plan finalization and commencement of hiring process  
Working on chart of accounts

Continue collecting requested documentation

#### Technical & Shared Services

A list of GIS data and system requirements has been completed. Gas and liquid integrity management plans have been received.

Next steps include:

Functional teams review of VDR files

Complete the project plan

#### Ops Services & Control Center

Senior management visited each of these SXE sites in December for meet-and-greet meetings with employees:

Texas

- o Lancaster Sour Gas Plant
- o Lone Star Gas Plant
- o Woodsboro Gas Plant
- o Victoria office
- o Bonnie View area team at the local community center

Mississippi

- o Pearl office

Alabama

- o Fayette office

While there, they provided SXE employees with an introduction to AMID, and held question and answer sessions.

#### EHS & Regulatory

SXE is planning to adopt AMID Operations and Maintenance Safety plans before the close. They are in the process of issuing new SXE branded policies and procedures that are duplicates of what AMID uses. This will provide earlier adoption of these critical safety plans, and ease of integration. There is a budget for rebranding. The plan is to apply stickers with the AMID logo and emergency phone numbers to SXE pipelines. The SXE fleet inventory and replacement plans have been reviewed. AMID has requested that SXE delay executing new leases until after the close. This will give us the opportunity to consolidate to a single vendor that has a full-service plan, and leverage buying power.

Next steps:

Understand impact the legal entities will have on rebranding

#### Legal

AMID has established deadlines for document requests from SXE, and performed a gap analysis regarding form contracts and policies. The filing for Mississippi is currently in process, as are updates to the AMID Delegation of Authority (DOA).

Next steps:

Review Records Management Policy  
Ongoing gap analysis

## Human Resources

HR has collected and evaluated SXE organizational structure, job titles, pay grades, incentives plans, appraisal system, drug screening policy, employee handbook and benefit structure. The AMID management team had and continues to have conversations with SXE employees to determine their level of interest in becoming part of the AMID team. HR is in the process of concluding the SXE employee transitions / conversion plans, and is on-track to have that complete by the end of the month. Tentative dates for SXE open enrollment meetings have been secured, and 401K conversion date options with Fidelity have been reserved.

Next steps:

- Complete workforce transition and conversion analysis
- Develop SXE transition and conversion letters for all SXE employees
- Finalize plan to communicate drug test requirements
- Build recruiting plan

## Information Technology

Business Technology (BT): The IT integration team distributed the first iteration of the SXE systems landscape diagram to the integration management team. The document is intended to provide a common baseline understanding of the IT systems supporting SXE as the integration teams, enhance future business process discussions and continue to identify dependencies between business processes. The IT and Commercial integration teams have completed the first review of the Contract-to-Cash process (TIES/Quorum integration), and plan to perform additional reviews of the Procure-to-Pay and Hire-to-Retire processes over the next several weeks. Based on the actions completed to date, the IT integration team has identified key post-close BT integration milestones.

Enterprise Technology (ET): The IT integration team has initiated planning for Day 1 activation of current SXE employees on Microsoft Office 365 for AMID email support. On Day 1, SXE employees will have an AMID email account, however, historical email data cannot be moved to AMID until after the close. SXE employees can expect additional communication in the next several months regarding more specific timing on the transfer of historical data. In addition, the AMID intranet will be accessible to SXE employees on Day 1. The IT team will begin the integration of content post-close and are targeting Q3 for full integration of Intranet content and SharePoint data.

Next steps:

- Continue reviews of IT landscape diagram with all functional areas
- Confirm business processes impacting IT systems by functional area
- Interlock system timelines with functional business leads
- Continue identification of IT milestones and dependencies
- Finalize enterprise technology Day 1 cut-over plans

*All integration work involves planning for how the integrated company will operate after the transaction closes. Until the transaction is completed, the parties remain separate and independent competitors in the market, and it remains business as usual for each company. This issue is purely informational and does not provide any binding right for employees of either AMID or SXE.*

### **Additional Information and Where to Find it**

This communication relates to a proposed business combination between American Midstream Partners, LP ( AMID ) and Southcross Energy Partners, L.P. ( SXE ). In connection with the proposed transaction, AMID and/or SXE expect to file a proxy statement/prospectus and other documents with the Securities and Exchange Commission ( SEC ).

WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Any definitive proxy statement(s) (if and when available) will be mailed to unitholders of SXE. Investors and security holders will be able to obtain these materials (if and when they are available) free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov). In addition, copies of any documents filed with the SEC may be obtained free of charge from SXE's internet website for investors at <http://investors.southcrossenergy.com>, and from AMID's investor relations website at <http://www.americanmidstream.com/investorrelations>. Investors and security holders may also read and copy any reports, statements and other information filed by AMID and SXE with the SEC at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

### **No Offer or Solicitation**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Participation in the Solicitation of Votes**

AMID and SXE and their respective directors and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding SXE's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 9, 2017. Information regarding AMID's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 28, 2017. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.