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**UNITED STATES OF AMERICA  
DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY**

14-003-CIC

**In The Matter Of:** )  
**Pangea LNG (North America) Holdings, LLC** )  
)

**Docket No. 12-174-LNG**

**APPLICATION TO AMEND AUTHORIZATION TO REVISE THE POINT FROM WHICH EXPORT OF LNG TO FREE TRADE AGREEMENT NATIONS IS TO OCCUR AND, AS MAY BE NECESSARY, TO EFFECT TRANSFERS OF CONTROL OF PANGEA LNG (NORTH AMERICA) HOLDINGS, LLC**

Pursuant to Section 3 of the Natural Gas Act (“NGA”), 15 U.S.C. § 717b (2006), and Section 590.201 of the Department of Energy’s Office of Fossil Energy (“FE”) regulations (10 C.F.R. § 590.201 (2014)) (“Section 590.201”), and such other portions of the FE’s regulations as may be applicable,<sup>1</sup> Pangea LNG (North America) Holdings, LLC (“Pangea”) hereby requests the FE to (1) amend Pangea’s existing authorization<sup>2</sup> to export natural gas in the form of LNG to countries with which the U.S. has Free Trade Agreements requiring the national treatment of trade in natural gas (“FTA Countries”) to reflect the relocation of the point of export to another location in Texas along the Gulf of Mexico, and (2) revise the *Pangea FTA Authorization* to reflect changes in ownership or otherwise approve such changes in ownership, as may be necessary. Except as otherwise described herein, Pangea is not proposing any other changes to its South Texas LNG Project (“ST LNG Project”) and is not seeking any other changes to the *Pangea FTA Authorization*. Due to the need to preserve certainty with respect to the *Pangea*

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<sup>1</sup> Please see the discussion in Section II B. below.

<sup>2</sup> *Pangea LNG (North America) Holdings, LLC*, DOE/FE Order No. 3227 (Jan. 30, 2013) (“*Pangea FTA Authorization*”).

*FTA Authorization*, Pangea respectfully further requests FE to (1) waive for good cause shown<sup>3</sup> the requirement that applications be filed at least ninety (90) days in advance of the requested action,<sup>4</sup> and (2) grant this application no later than May 30, 2014.

In further support of its application, Pangea states as follows:

**I.**  
**COMPANY INFORMATION**

The exact legal name of Pangea is Pangea LNG (North America) Holdings, LLC. Pangea is a limited liability company organized under the laws of Delaware. It has recently moved its principal place of business from 21 Waterway Avenue, Suite 550, The Woodlands, Texas 77380 to 3 Waterway Square Place, Suite 400, The Woodlands, Texas 77380. Its telephone remains (832) 403-3040, and its facsimile number is now the same as its telephone number, a change from the information previously submitted to the FE.

**II.**  
**DISCUSSION**

Pangea is not seeking a change in the volume of its export authorization (*i.e.*, up to 398.5 Bcf/y of natural gas in the form of LNG, which is the equivalent of approximately 8 MTPA); the manner of exports (*i.e.*, by vessel); the permitted destination of such exports (*i.e.*, any FTA Country); the term of permitted exports (*i.e.*, 25 years); the time from which such term will run (*i.e.*, the date of first export, with such first export to occur no later than January 30, 2020); the conditions imposed on it with respect to exporting on its own behalf and as agent for third parties; or the FE's contract submission and disclosure requirements.

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<sup>3</sup> The structuring of commercial arrangements to export LNG, especially where the development of new export facilities is contemplated, is a lengthy and costly process and there is considerable competition in the U.S. LNG export industry. Under these circumstances it is important for the changes requested herein to be approved as quickly as practicable, consistent with the FE's other responsibilities, so that Pangea can continue to vigorously pursue development of its project.

<sup>4</sup> This rule is set forth in Section 590.201(b) of the FE's Rules, 10 C.F.R. § 590.201(b)(2014), but expressly allows exceptions if good cause is shown.

Pangea will continue to rely on the ST LNG Project to liquefy U.S. sourced gas and perform the other functions necessary to produce marketable LNG and load it on vessels for export. Its business plans remain unchanged with respect to supplying liquefaction and export services for itself and others, including its affiliates, pursuant to long-term contracts. The gas supply underlying these long-term contracts is still planned to come from various sources in the United States through the ST LNG Project's connection to the interstate and intrastate pipeline grid via the ST Pipeline (*i.e.*, a pipeline to be developed, owned and operated by a Pangea affiliate). Despite the proposed change in location of the ST LNG Project described below, which will necessarily change the downstream terminus of the ST Pipeline, the location of the upstream terminus of the pipeline will not materially change, accessing the same natural gas marketing regional hub at Agua Dulce and leaving the relevant pipeline interconnects and gas supply situation unchanged. Compression will be used as necessary to ensure that adequate gas flows can be achieved from the interconnected pipelines into the ST Pipeline and to the ST LNG Project at the delivery pressure required by the liquefaction process.

#### **A. Change in Project Location**

Pangea's preferred site for the ST LNG Project is now a 500 acre parcel of land in Cameron County, TX, which is located at approximately Latitude (North) : 26° 01'15.04" and Longitude (West): 97° 15'33.06", as further described in Appendices A & B (the "San Martin – Boca Chica Site"). While the new site is slightly smaller, as to total acres, than Pangea's prior site, the San Martin – Boca Chica Site has a much more regular shape, which allows for a better facility layout while maintaining necessary safety buffer zones. Among other things, the improved layout will allow Phase II of the ST LNG Project to be constructed with minimal interference with the operation of Phase I. In addition, the San Martin – Boca Chica Site enjoys

easy access to the Brownsville Ship Channel, which is currently dredged to 42 feet and has been approved to be dredged down to a controlling depth of 52 feet. This will allow the ST LNG Project to be constructed with much less dredging than would have been required at the original site, producing a cost savings and reducing potential environmental impacts.<sup>5</sup> Pangea believes the fact that the San Martin – Boca Chica Site lies farther from occupied structures not associated with the ST LNG Project is another advantage to the new site. Finally, through the use of a longer pipeline (approximately 125 miles in total length) with appropriate compression,<sup>6</sup> Pangea will be able to interconnect to the same pipelines previously proposed in its initial application and thus rely on the same supplies of natural gas as originally contemplated.

Pangea's affiliate, NextDecade, LLC, currently has an option to enter into a long-term lease for the San Martin – Boca Chica Site and will assign its option (as permitted by the terms of the option) to Pangea once the FE has approved the requested change to the point of export/ST LNG Project location.

## **B. Changes in Ownership**

On March 17, 2014, Next Decade Partners, LLC ("NDP") entered into an agreement to take a 100% ownership interest in Pangea, replacing Pangea LNG B.V.<sup>7</sup> NDP is a US based company that is developing LNG liquefaction solutions in North America. NDP is owned by

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<sup>5</sup> Of course the ST LNG Project and its associated supply pipeline will be the subject of extensive environmental review by the Federal Energy Regulatory Commission before the facilities associated with Pangea's proposed export of LNG can be constructed.

<sup>6</sup> Considered in isolation, the rerouted, longer ST Pipeline represents a minor disadvantage to the new site. However, an affiliate of Pangea is currently considering the development of a distinct LNG export project to be located along the Brownsville Ship Channel at a second site. If both projects proceed, they would likely utilize a shared pipeline (designed to accommodate their combined requirements) for most of the route, leading to a cost savings and avoiding environmental impacts. However, the exports that are the subject of this application do not depend on the second project going forward. Moreover, Pangea has concluded, on the basis of detailed engineering and design work, that the amount of dredging required at the San Martin – Boca Chica Site is substantially less than for the original, Corpus Christi site. The savings from the reduced dredge requirements are expected to more than offset the higher expected cost of the ST Pipeline. (Despite such savings, Pangea's cost estimate has gone up for the project as a whole due to factors that would apply to either site. It now stands at approximately \$9 billion).

<sup>7</sup> Pangea B.V. will no longer hold an ownership interest in Pangea once the transaction is completed.

four individual investors (three of which are U.S. citizens and the fourth is a citizen of the United Kingdom of Great Britain and Northern Ireland), and Cryztal Capital, LLC, a Delaware corporation. Cryztal Capital, LLC is an investment firm operating in the US-Indian corridor since 2001. The change in ownership is conditioned upon receipt of FE approval, as may be required.

The change in ownership will not impair the day-to-day management of Pangea's project development effort or have a negative impact of Pangea's long-term vision for its project. The Managing Partner of NDP is also the Chief Executive Officer ("CEO") of Pangea and has been Pangea's CEO since its inception. Two individual owners of NDP were also owners of NextDecade International Coöperatief U.A., which was an owner of Pangea B.V., and the four owners were the primary developers of the ST LNG project. After the transaction is consummated these individuals' combined interests will represent the majority ownership in Pangea.

Pangea has not transferred or assigned, and is not proposing to transfer or assign, the *Pangea FTA Authorization* to a third-party. Therefore, Section 590.405 of the FE's regulations, 10 C.F.R. § 590.405 (2014), which states: "Authorizations ... to ... export natural gas shall not be transferable or assignable, unless specifically authorized by the Assistant Secretary", is not applicable. Further, unlike FE's previously issued orders authorizing entities to export natural gas in the form of LNG to countries with which the U.S. does not have free trade agreements requiring the national treatment of trade in natural gas ("non-FTA Countries"), the *Pangea FTA*

*Authorization* does not include a condition that Pangea obtain prior approval of changes in Pangea's upstream ownership.<sup>8</sup>

The different treatment afforded to holders of LNG export authorizations, depending on whether exports are being made to FTA Countries or non-FTA Countries, is sensible. The FE's basis for imposing the requirement to seek prior approval of changes in upstream control of exporters to non-FTA Countries lies in the need to make a public interest determination.<sup>9</sup> In contrast, upstream ownership is not a consideration in granting authorizations to export to FTA Countries. Therefore, it appears that prior approval of upstream changes of control of holders of authorizations to export to FTA Countries is neither required nor warranted.<sup>10</sup>

However, it has recently come to Pangea's attention that a small number of holders of authorizations to export to FTA Countries have sought FE approval of changes of upstream ownership in advance of such changes.<sup>11</sup> Consequently, to ensure that Pangea is in complete compliance with any implicit FE requirement that holders of authorizations to export to FTA Countries obtain FE approval of any upstream changes in ownership, Pangea hereby requests FE to approve the above described change in control to the extent necessary.

In addition, Pangea hereby informs the FE that consistent with an executed Letter of Intent dated October 22, 2013, Pangea has commenced working closely with Oil and Natural Gas

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<sup>8</sup> Compare, e.g., *Sabine Pass Liquefaction, LLC, Opinion and Order Conditionally Granting Long-Term Authorization to Export Liquefied Natural Gas from Sabine Pass LNG Terminal to Non-Free Trade Agreement Nations*, FE Docket No. 10-111-LNG, DOE/FE Order No. 2961, at 38-39 (May 20, 2011) ("*Sabine Pass Non-FTA Authorization*") and *Pangea FTA Authorization*. The *Sabine Pass Non-FTA Authorization* states it is adding the pre-approval of changes in control requirement as a condition on top of what is already required by the FE's regulations with respect to direct transfers and assignments of export authorizations.

<sup>9</sup> See, e.g., *Sabine Pass Non-FTA Authorization*, at 39.

<sup>10</sup> At least one holder of such an authorization has acted consistently with this reading of the FE's orders and regulations. See October 4, 2013 letter from counsel for Excelerate Liquefaction Solutions I, LLC in FE Docket No. 12-61 LNG, notifying the FE of a change in ownership of a 50% stake in the authorization holder. The FE has taken no action in that docket to suggest that subsequent notification of a change was anything less than what the FE requires.

<sup>11</sup> See, e.g., May 30, 2013 FE Letter Order in FE Dockets No. 11-71-LNG and No. 11-141-LNG with respect to Carib Energy (USA) LLC.

Corporation (“ONGC”) on the development of the ST LNG Project. ONGC is an Indian multinational oil and gas company headquartered in Dehradun, India. It is a Public Sector Undertaking of the Government of India, administered by the Ministry of Petroleum and Natural Gas. It is India's largest oil and gas exploration and production company producing almost two-thirds of India’s natural gas supply. Further, ONGC and Pangea are in active negotiations with respect to ONGC acquiring up to a 49% equity stake in Pangea and utilizing up to 100% of the liquefaction and export capacity of the ST LNG Project. In light of these circumstances and the above discussion, Pangea is requesting the FE also approve this proposed further change in Pangea’s ownership to the extent that FE’s approval is required. In any event, Pangea commits to promptly notifying FE if and when such change in ownership occurs.

**III.**  
**APPLICANT CONTACT INFORMATION**

All correspondence and communications concerning this application, including all service of pleadings and notices, should be directed to the following persons:<sup>12</sup>

Shaun Davison  
Project Director  
Pangea LNG (North America) Holdings, LLC  
3 Waterway Square Place  
Suite 400  
The Woodlands, TX 77380  
Telephone & Facsimile: (832) 403-3040  
Email: shaun@nextdecadepartners.com

Erik J.A. Swenson  
Partner  
Fulbright & Jaworski LLP  
801 Pennsylvania Avenue, NW  
Washington, D.C. 20004  
Telephone: (202) 662-4555  
Facsimile: (202) 662-4643  
Email:  
erik.j.a.swenson@nortonrosefulbright.com

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<sup>12</sup> Pangea requests waiver of Section 590.202(a) of FE’s regulations, 10 C.F.R. § 590.202(a), to the extent necessary to include outside counsel on the official service list in this proceeding. In addition, Pangea hereby designates Pangea’s current Project Director, Shaun Davison (whose contact information is provided herein), as the Pangea point of contact with respect to any reports that may be required with respect to the Pangea FTA Authorization and this application.

Ray Eisbrenner  
Project Administration  
Pangea LNG (North America) Holdings, LLC  
3 Waterway Square Place  
Suite 400  
The Woodlands, TX 77380  
Telephone & Facsimile: (832) 426-1871  
Email: ray@nextdecadepartners.com

Islara Rodriguez  
Associate  
Fulbright & Jaworski LLP  
1301 McKinney, Suite 5100  
Houston, TX 77010-3095  
Telephone: (713) 651-3703  
Facsimile: (713) 651-5246  
Email:  
islara.rodriguez@nortonrosefulbright.com

Pursuant to Section 590.103(a) of the FE regulations, 10 C.F.R. §590.103(a) (2014), Pangea hereby certifies that the persons listed above and the undersigned are the duly authorized representatives of Pangea.

#### **IV. STANDARD OF LEGAL REVIEW**

Pursuant to the Energy Policy Act of 1992, applications for authorization to export natural gas and LNG to FTA Countries are deemed to be in the public interest and must be granted without modification or delay.<sup>13</sup> The FE has consistently found that, in light of its statutory obligation, there is no need for it to engage in an analysis of factors affecting the public interest in acting on such applications. In this regard, in *Jordan Cove Energy Project, L.P.*, the FE noted that its authority under NGA Section 3(c), as amended by the Energy Policy Act of 1992, is limited to two (2) areas: “(1) to ensure that applications are filed with sufficient information to confirm that the applicant is engaged in a meaningful (*i.e.*, not frivolous) effort to undertake natural gas export or import activities, and (2) to provide in any order granting a section 3(c) application that the applicant will report its export or import activities in sufficient

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<sup>13</sup> See 15 U.S.C. §717b. See also *Sabine Pass Liquefaction, LLC*, DOE/FE Order No. 2833 (Sept. 7, 2010); *Jordan Cove Energy Project, L.P.*, DOE/FE Order No. 3041 (Dec. 7, 2011); *Carib Energy (USA) LLC*, DOE/FE Order No. 2993 (July 27, 2011).



detail to enable DOE to monitor import and export activities.”<sup>14</sup> Accordingly, Pangea is not submitting a detailed public interest analysis in support of this application, but nonetheless notes that, as discussed in the Original Application, it is evident from the supply/demand balance of natural gas in the United States that its request for authorization to export domestic natural gas production from the ST LNG Project is in the public interest.

**V.**  
**MISCELLANEOUS**

Pangea requests secondary distribution of the order by email. FE should communicate with Pangea by email, telephone, and fax.

The \$50.00 fee required, by Section 590.207 of the FE’s Regulations, 10 C.F.R. §590.207 (2014), to be submitted with all applications filed pursuant to Section 590.201 is provided herewith.

A signed opinion of legal counsel, as required by Section 590.202(c) of the FE’s Regulations, 10 C.F.R. §590.202(c), is included as Appendix C.

A verification, as required by Section 590.103(b) of the FE’s Regulations, 10 C.F.R. §590.103(b) (2014) (“Section 590.103(b)”), is included as Appendix D.

A certificate of service, as required by Section 590.103(b), is included as Appendix E.

To the best of undersigned’s knowledge, neither this nor any related matter is being considered by any other part of the U.S. Department of Energy.

**VI.**  
**APPENDICES**

The following appendices are included with this Application:

Appendix A Locator Maps and Project Location Information

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<sup>14</sup> *Jordan Cove Energy Project, L.P.*, DOE/FE Order No. 3041 at pp. 8-9 (Dec. 7, 2011).

Appendix B Assignment of Purchase Option Agreement and Option to Lease

Appendix C Opinion of Counsel

Appendix D Verification

Appendix E Certificate of Service

**VII.**  
**CONCLUSION**

For the foregoing reasons, Pangea respectfully requests that FE take notice of the changes if facts described herein, amend Pangea's existing authorization to export LNG to FTA Countries to reflect those changes in facts, and, as may be necessary approve such changes.

Respectfully submitted,



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Erik J.A. Swenson

Islara Rodriguez

*Attorneys for Pangea LNG (North America) Holdings, LLC*

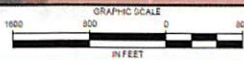
Dated: March 31, 2014

# APPENDIX A

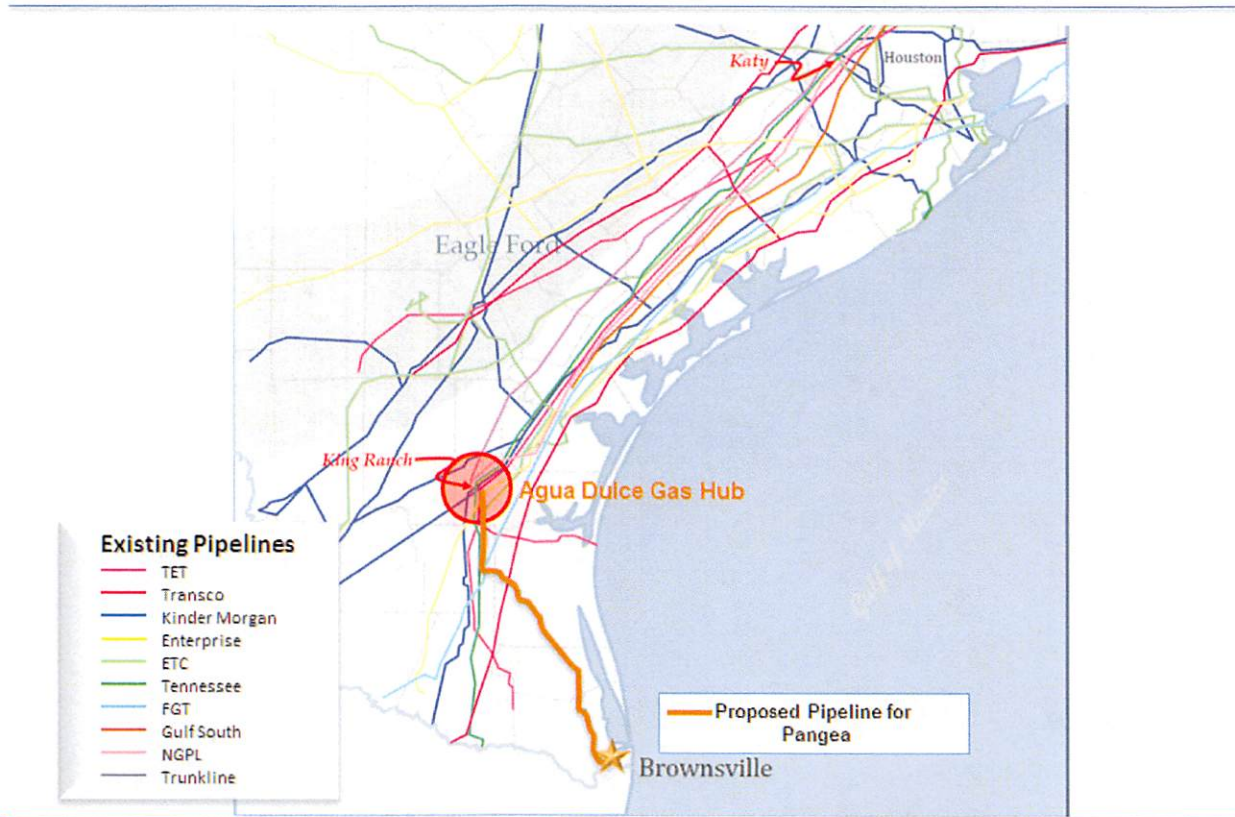
## LOCATOR MAP AND PROJECT LOCATION INFORMATION



**SUBJECT TO SURVEY**



BROWNSVILLE NAVIGATION DISTRICT  
ENGINEERING DEPARTMENT  
BROWNSVILLE, TEXAS  
PHONE: (361) 848-1234 FAX: (361) 848-1235  
EMAIL: [info@portbrownsville.com](mailto:info@portbrownsville.com)



**APPENDIX B**

**ASSIGNMENT OF PURCHASE OPTION AGREEMENT AND OPTION TO LEASE**



3 Waterway Square Place, Suite 400  
The Woodlands, TX 77380  
001-713-574-1880  
info@next-decade.com  
www.next-decade.com

**NEXTDECADE™**

March 24, 2014

Erik Swenson | Partner  
Norton Rose Fulbright LLP  
801 Pennsylvania Avenue,  
NW, Washington, D.C.  
20004-2623, United States  
Tel +1 202 662 4555 | Fax +1 202 662 4643

TO WHOM IT MAY CONCERN:

Next Decade, LLC, a Delaware limited liability company ("ND"), holds the right, title and interest in and to that certain Option to Lease a certain parcel of land (the "Premises"), by and between Brownsville Navigation District and recorded on December 6, 2013 at the Cameron County Clerk office of Cameron, Texas. The Option To Lease Agreement ("Option") (attached hereto as Annex A) was signed on November 6, 2013 and recorded in the Official Public Records in Cameron County, Texas.

Pangea LNG (North America) Holdings, LLC ("Pangea LNG"), a Delaware limited liability company is the holder of an authorization to export LNG to certain countries via a facility currently proposed to be located at the Port of Corpus Christi in Ingleside, TX. Pangea LNG has concluded that the Premises would be a superior location from which to conduct its LNG export activities and is undertaking to apply to the Department of Energy to amend such export authorization to provide for exports via facilities located on, or berthed at, the Premises, in lieu of the site previously identified to the DOE.

By this letter, ND with cooperation of the Port of Brownsville, confirms that it will assign its right, title and interest in the Option to Pangea LNG upon Pangea LNG's export authorization being appropriately amended to allow LNG exports to be made from facilities to be located at the Premises.

Regards,

Kathleen Eisbrenner  
CEO

Cameron County  
Joe G Rivera  
County Clerk  
Brownsville, TX 78520



70 2013 00046198

Instrument Number: 2013-00046198

As

Recorded On: December 06, 2013

Real Property

Parties:

Billable Pages: 5

To

Number of Pages: 6

Comment:

( Parties listed above are for Clerks reference only )

**\*\* Examined and Charged as Follows: \*\***

Real Property	42.00
Total Recording:	42.00

\*\*\*\*\* DO NOT REMOVE. THIS PAGE IS PART OF THE INSTRUMENT \*\*\*\*\*

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

**File Information:**

Document Number: 2013-00046198  
Receipt Number: 669308  
Recorded Date/Time: December 06, 2013 04:09:04P  
Book-Vol/Pg: BK-OR VL-19837 PG-55  
User / Station: I Guerra - Cash Station # 5

**Record and Return To:**

RENTFRO LAW FIRM  
P.O. BOX 6355  
BROWNSVILLE TX 78523

I hereby certify that this instrument was filed on the date and time stamped hereon and was duly recorded in the Official Public Records in Cameron County, Texas



Joe G. Rivera  
Cameron County Clerk





**MEMORANDUM OF OPTION**

STATE OF TEXAS           §  
  §  
COUNTY OF CAMERON   §

This Memorandum of Option is executed pursuant to a certain Option to Lease dated effective November 6, 2013 (the "**Option Agreement**"), by and between the Brownsville Navigation District of Cameron County, Texas, a political subdivision of the State of Texas, whose address is 1000 Foust Road, Brownsville, Texas 78521 ("**Optionor**") and Next Decade, LLC, a Delaware limited liability company, and its successors and assigns whose address is 21 Waterway Avenue, Suite 550, The Woodlands, Texas 77380 ("**Optionee**"). This Memorandum of Option and the Option Agreement constitute an agreement concerning that certain real property located in Cameron County, Texas, as more particularly described on Exhibit A attached hereto and incorporated herein (the "**Property**").

Pursuant to the Option Agreement, Optionor granted Optionee the exclusive right and option to lease the Property at the price and under the terms and conditions described in the Option Agreement.

This Memorandum of Option may be executed in multiple counterparts, each of which will be considered an original for all purposes, and the signature pages from such counterparts may be attached to a single instrument for recording purposes.

*[Signatures appear on following page.]*

Executed as of the dates of the acknowledgment below, but effective for all purposes as of the 6th day of November, 2013.

**OPTIONOR:**

**BROWNSVILLE NAVIGATION  
DISTRICT OF CAMERON COUNTY,  
TEXAS**

By: [Signature]  
Sergio Tito Lopez, Chairman

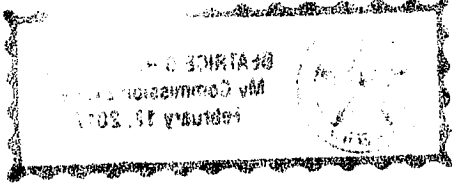
STATE OF TEXAS

COUNTY OF CAMERON

This instrument was acknowledged before me this 2nd day of December, 2013, by Sergio Tito Lopez, Chairman of Brownsville Navigation District of Cameron County, Texas, on behalf of said District.

[Signature]  
Notary Public, State of Texas





**OPTIONEE:**

**NEXT DECADE, LLC**, a Delaware limited liability company

By: *Ray Eisbrenner*

Name: Ray Eisbrenner

Title: Chief Administrative Officer

STATE OF TEXAS

COUNTY OF ~~CAMERON~~ MONTGOMERY

This instrument was acknowledged before me this 6<sup>th</sup> day of November, 2013, by Ray Eisbrenner, Chief Admin. Officer of Next Decade, LLC, a Delaware limited liability company, on behalf of said limited liability company.



*Christine Marie Coit*  
Notary Public, State of Texas



EXHIBIT "A"

**NEXT DECADE, LLC**  
**METES AND BOUNDS DESCRIPTION**  
**500.0 ACRE TRACT**

November 26, 2013

**BEING** 500.0 ACRES of land out of Share 3, San Martin Grant, Cameron County, Texas, said 500.0 Acre Tract being more particularly described as follows:

**BEGINNING** at the intersection point of the U.S.E.D. Station 40+626.52 and the North 6+00 Reference Line from the original centerline of the Brownsville Ship Channel, said point being the Southeast corner of the 200.0 Ft. Gayman Channel Easement, for the Southwest corner and **PLACE OF BEGINNING** of this tract;

**THENCE** along the East line of said 200.0 Ft. Gayman Channel Easement, North 55 deg. 54 min. 55 sec. West, 2,225.49 feet to the Northeast corner of said Gayman Channel Easement, said point being on the South Right-of-Way line of State Highway No. 48, for the Northwest corner of this tract;

**THENCE** along the South Right-of-Way line of said State Highway No. 48, North 57 deg. 38 min. 35 sec. East, 1,728.00 feet to a point for a corner of this tract;

**THENCE** South 86 deg. 49 min. 22 sec. West, 205.11 feet to a point on the South Right-of-Way line of said State Highway No. 48, for a corner of this tract;

**THENCE** along the South Right-of-Way line of said State Highway No. 48, North 57 deg. 38 min. 35 sec. East, 8,375.96 feet to a point for the Northeast corner of this tract;

**THENCE** South 55 deg. 54 min. 55 sec. East, 2,690.41 feet to a point on the North 6+00 Reference Line from the original centerline at the Brownsville Ship Channel, for the Southeast corner of this tract;

**THENCE** along the North 6+00 Reference Line from the original centerline of the Brownsville Ship Channel, South 62 deg. 25 min. 27 sec. West, 3,647.96 feet to the point of curvature of a curve to the left for a corner of this tract;

**THENCE** continuing along the North 6+00 Reference Line from the original centerline of the Brownsville Ship Channel and along said curve to the left having a radius of 6,354.65 feet, a delta of 04 deg. 46 min. 52 sec. and a total length curve of 530.29 feet, to the point of tangency on the Corps of Engineers Station 34+680.76 for a corner of this tract;

**THENCE** continuing along the North 6+00 Reference Line from the original centerline of the Brownsville Ship Channel, South 57 deg. 38 min. 35 min. West, 5,945.76 feet to the **PLACE OF BEGINNING**, containing 500.0 Acres of land more or less.

*This description is not based on an on-the-ground survey.*

Doc Bk Vol Pg  
00046198 DR 19837 60

FILED AND RECORDED  
OFFICIAL PUBLIC RECORDS  
On: Dec 06, 2013 at 04:09P

Document Number: 00046198

By  
Ivan Guerra  
Joe G Rivera, County Clerk  
Cameron County

**APPENDIX C**

**OPINION OF COUNSEL**



# COGAN & PARTNERS LLP

1001 McKinney, Suite 1600  
Houston, Texas 77002  
www.coganpartners.com  
t: 713.651.1881 f: 713.651.1888

## OPINION OF COUNSEL

March 31, 2014

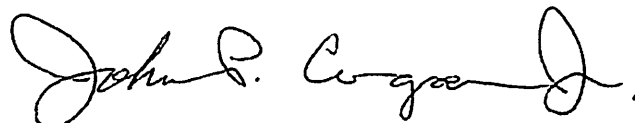
Mr. John A. Anderson  
Office of Fossil Energy  
U.S. Department of Energy  
Docket Room 3F-056, FE 50  
Forrestal Building  
1000 Independence Avenue, S.W.  
Washington, DC 20585

RE: (1) Application to Amend Authorization Necessary to Effect a Transfer of Control of Pangea LNG (North America) Holdings, LLC and Revise the Point from which the Export of LNG to Free Trade Agreement Nations Is to Occur, DOE/FE Docket No. 12-174-LNG; and (2) Pangea LNG (North America) Holdings, LLC, Amendment of Application to Export LNG to Non-Free Trade Agreement Countries, DOE/FE Docket No. 12-184-LNG

Dear Mr. Anderson:

This opinion of counsel is submitted pursuant to Section 590.202(c) of the regulations of the U.S. Department of Energy, 10 C.F.R. § 590.202(c) (2014). I am counsel to Pangea LNG (North America) Holdings, LLC ("Pangea LNG"). I have reviewed the organizational and internal governance documents of Pangea LNG and it is my opinion that (1) the proposed transfer of control of Pangea LNG, and (2) the proposed change in location of the ST LNG Project and point of export of LNG by Pangea LNG, as described in the foregoing document to which this Opinion of Counsel is attached as Appendix C, is within the company powers of Pangea LNG and that, even with such changes, the export of LNG as previously proposed by Pangea LNG to the Department of Energy's Office of Fossil Energy will remain within the corporate powers of Pangea LNG.

Respectfully submitted,



**APPENDIX D**

**VERIFICATION**

**UNITED STATES OF AMERICA DEPARTMENT OF ENERGY  
OFFICE OF FOSSIL ENERGY**

**VERIFICATION**

Shaun Davison, first being sworn, states that he is Project Director for Pangea LNG (North America) Holdings, LLC with responsibility for the proposed South Texas LNG Export Project; that he is duly authorized to execute this Verification; that he has read the foregoing filing and is familiar with the contents thereof; and that all of the statements of fact therein contained are true and correct to the best of his knowledge and belief.



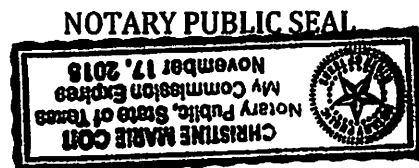
Shaun Davison  
On behalf of  
Pangea LNG (North America) Holdings, LLC

STATE OF TEXAS )

Subscribed and sworn to before me on this 28th day of March, 2014, by Shaun Davison proved to me on the basis of satisfactory evidence to be the person who appeared before me.



NOTARY PUBLIC SIGNATURE



**APPENDIX E.**

**CERTIFICATE OF SERVICE**

**Certificate of Service**

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list compiled by the Secretary in this proceeding.

Dated at Washington, D.C. this 31<sup>st</sup> day of March, 2014.

/s/ Maguette Ndiaye  
Maguette Ndiaye  
*Paralegal on behalf of*  
*Pangea LNG (North America), LLC*