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August 8, 2023

Ms. Amy Sweeney
Director, Office of Regulation, Analysis, and Engagement
(FE-34)
Office of Resource Sustainability
Office of Fossil Energy and Carbon Management
U.S. Department of Energy
1000 Independence Ave., S.W.
Washington, DC 20585

**Re: *Rio Grande LNG, LLC* – DOE/FECM Dkt. No. 15-190-LNG
Statement and Notice of Change in Control**

Dear Ms. Sweeney:

In accordance with the authorizations issued by the U.S. Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FECM”) in the captioned proceeding and the *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas* (the “CIC Procedures”),¹ Rio Grande LNG, LLC (“RGLNG”) hereby respectfully submits the following statement and notice of change in control with respect to RGLNG’s corporate ownership.

Pursuant to certain subscription agreements and that certain amended and restated limited liability company agreement (the “Investment Agreements”), each executed and closed on July 12, 2023, NextDecade LNG, LLC (“NextDecade LNG”); GIP V Velocity Acquisition Partners, L.P., a limited partnership managed by Global Infrastructure Partners (“GIP”); Devonshire Investment Pte. Ltd., a Singapore exempt private company (“Devonshire”); Global LNG North America Corp., a subsidiary of TotalEnergies SE (“TotalEnergies”); and MIC TI Holding Company 2 RSC Limited, an Abu Dhabi Global Market Restricted Scope Company (“MIC”), will make direct or indirect

¹ 79 Fed. Reg. 65541 (Nov. 5, 2014).

capital contributions to fund the design, engineering, development, procurement, construction, installation, testing, completion, ownership, operation and maintenance of the first three trains and related common facilities of the RGLNG liquefied natural gas (“LNG”) export terminal (the “RGLNG Terminal”) and become direct or indirect members of Rio Grande LNG Intermediate Holdings, LLC (“RGIH”), which will in turn indirectly own 100% of RGLNG (collectively, the “Transaction”). Consistent with DOE’s CIC Procedures, RGLNG respectfully requests DOE/FECM give effect to the change in control resulting from the Transaction, as further described herein.

Background

RGLNG is a limited liability company with its principal place of business in Houston, Texas. RGLNG is developing the RGLNG Terminal that will be located on the Brownsville Ship Channel in Cameron County, Texas. RGLNG is authorized to export up to 1,318 billion cubic feet per year (approximately equivalent to 27 million metric tons per annum (“MTPA”)) of LNG to Free Trade Agreement (“FTA”) nations for a thirty-year term,² and to non-FTA nations,³ for a term expiring on December 31, 2050 (on a non-additive basis).⁴ As of the issuance of RGLNG’s Non-FTA Authorization, RGLNG was 100% owned by NextDecade LNG.⁵

Change in Control Procedures

Under DOE’s regulations, an authorization to import or export natural gas (including LNG) may not be transferred or assigned unless authorized by the Assistant Secretary for Fossil Energy and Carbon Management or the person to whom the Assistant Secretary further delegates such authority.⁶ With respect to transfers or assignments triggered by changes in control, DOE/FECM issued the CIC Procedures which govern how import or export authorization holders notify DOE/FECM of certain changes in control.⁷ Pursuant to the CIC Procedures, “a rebuttable presumption that control exists will arise from the ownership or the power to vote, directly or indirectly, 10 percent or more of the voting securities of an entity.”⁸ Entities must file a notice of

² *Rio Grande LNG, LLC*, DOE/FECM Order No. 3869, FE Docket No. 15-190-LNG, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Rio Grande LNG Terminal in Brownsville, Texas, to Free Trade Agreement Nations (Aug. 17, 2016) (“FTA Authorization”).

³ *Rio Grande LNG, LLC*, DOE/FECM Order No. 4492, FE Docket No. 15-190-LNG, Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations (Feb. 10, 2020) (“Non-FTA Authorization”).

⁴ *Rio Grande LNG, LLC*, DOE/FECM Order No. 4492-A, Order Extending Export Term for Authorization to Non-Free Trade Agreement Nations Through December 31, 2050 (Oct. 21, 2020).

⁵ Non-FTA Authorization at 23.

⁶ 10 C.F.R. §§ 590.102(a) and 590.405.

⁷ CIC Procedures, *supra* note 1.

⁸ *Id.* at 65542.

change in control to DOE/FECM before or after the consummation of a change in control, but no later than 30 days after the change in control has been effectuated.⁹

Pursuant to the CIC Procedures, for FTA authorizations, DOE/FECM will give immediate effect to the change in control upon receipt of the notice and take no further action. For Non-FTA authorizations, under the CIC Procedures, DOE will give immediate effect to the amendment, but will accept and consider motions to intervene, protest, and answer the statement of change in control by issuing a *Federal Register* notice and holding a 15-day comment period. If no interested person protests the change in control and DOE takes no action on its own motion, the amendment will be deemed granted 30 days after such notice. If any protests are submitted, DOE/FECM will review such protests and “issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.”¹⁰

Description of the Transaction

As stated above, under the Investment Agreements, ownership of RGIH (which indirectly owns 100% of RGLNG) will be as follows:

- NextDecade LNG (up to 20.8% economic interest);¹¹
- GIP (a minimum of 46.1% economic interest);¹²
- Devonshire (a minimum of 9.9% economic interest);¹³
- TotalEnergies (16.67% economic interest);¹⁴ and
- MIC (a minimum of 6.6% economic interest).¹⁵

Additional details regarding RGIH’s upstream ownership, equity and voting interests are provided in Exhibit A to this filing.

Under the Transaction, the RGIH Board of Managers will be comprised of Class A Managers, appointed by NextDecade LNG, and Class B Managers, appointed by GIP, Devonshire, TotalEnergies, and MIC, in proportion to their respective direct or indirect interests in RGIH.

⁹ *Id.*

¹⁰ *Id.*

¹¹ The percentage economic interests, as described herein, are derived from the distributions of available cash by RGIH allocable to the direct or indirect holders of such economic interests.

¹² GIP is an infrastructure investment fund headquartered in New York City that invests in the energy, transportation, water, and waste sectors.

¹³ Devonshire is an affiliate of GIC and GIC SI (as such terms are defined herein).

¹⁴ The TotalEnergies company (*i.e.*, TotalEnergies SE and the companies it controls directly or indirectly) is a French multinational energy company that produces and markets fuels, natural gas and electricity.

¹⁵ MIC is an indirect wholly owned subsidiary of Mubadala (as such term is defined herein).

Except in respect of certain related party transactions, all decisions of the RGIH Board of Managers will require the approval of both Class A and Class B Managers, and certain specified “qualified matters,” “supermajority matters,” and “unanimous matters” are reserved to the approval of the direct or indirect members of RGIH directly or indirectly holding a requisite percentage of the applicable classes of limited liability company interests in RGIH.

The RGLNG Terminal will be operated exclusively by NextDecade LNG for the benefit of RGLNG, and in accordance with RGLNG’s FTA and Non-FTA Authorizations. NextDecade LNG will act as operator, coordinator, export administrator, vessel coordinator and LNG marketer under a number of agreements executed with RGLNG as owner of the first three trains and the related common facilities at the RGLNG Terminal.

In addition to TotalEnergies’ acquisition of interests in connection with the Transaction, TotalEnergies is also acquiring a 17.5% common stock position in RGLNG’s publicly traded parent company, NextDecade Corporation (“NextDecade Parent”), in three tranches for a total amount of \$219.4 million. As part of the Transaction, TotalEnergies’ affiliate, TotalEnergies Gas & Power North America, Inc. executed a 20-year sale and purchase agreement (“TotalEnergies SPA”) with RGLNG for 5.4 MTPA of LNG from the RGLNG Terminal.¹⁶ Pursuant to multiple SPAs, including the TotalEnergies SPA, RGLNG has 16.2 MTPA of LNG under long-term export contracts with TotalEnergies Gas & Power North America, Inc., Shell NA LNG LLC, ENN LNG Pte Ltd, Engie S.A., ExxonMobil LNG Asia Pacific, Guangdong Energy Group, China Gas Hongda Energy Trading Co., Galp Trading S.A. and Itochu Corporation. Consistent with its obligations pursuant to its FTA and Non-FTA Authorizations, RGLNG has provided summaries of the major provisions of these SPAs for posting publicly on DOE’s website.

Statement and Notice of Change in Control

FTA Export Authorization

As discussed above, the CIC Procedures provide that with respect to FTA Authorizations, upon receipt of a statement of change in control, DOE/FECM shall give immediate effect to the change in control and take no further action.¹⁷ Accordingly, with respect to RGLNG’s FTA Authorization, DOE/FECM Order No. 3869, RGLNG respectfully requests DOE/FECM give immediate effect to the above-described change in control.

¹⁶ Consistent with DOE regulations and Ordering Paragraph I(i) of its Non-FTA Authorization, RGLNG filed with DOE under separate cover the long-term offtake contract executed with TotalEnergies.

¹⁷ CIC Procedures, *supra* note 1 at 65542.

Non-FTA Export Authorization

For RGLNG's Non-FTA Authorization, RGLNG respectfully requests that DOE/FECM, consistent with the CIC Procedures, give immediate effect to the change in control with respect to the Non-FTA Authorization issued in Order No. 4492, as amended in Order No. 4492-A, publish notice of the proposed change in control in the *Federal Register* and, assuming no contrary determination, take no further action on its own motion, and allow the change in control to be deemed granted 30 days after publishing notice of the change in control in the *Federal Register*.¹⁸

If a protest is filed with respect to this change in control filing, DOE/FECM should reject any arguments raised in opposition to the filing, and instead determine that the change in control does not "render the underlying authorization inconsistent with the public interest."¹⁹

No aspect of the proposed change in control will impact DOE/FECM's prior public interest finding. Although the change in control will result in a modification to the upstream ownership structure of RGLNG, this change in control will have no substantive impact on the terms and conditions of RGLNG's Non-FTA Authorization. Consistent with DOE/FECM change in control precedent,²⁰ the size and scale of the RGLNG Terminal (including the volumes of LNG capable of being produced and exported), RGLNG's development schedule, the destinations for gas exported from the RGLNG Terminal pursuant to RGLNG's Non-FTA Authorization, the price and commercial terms of exports, and the source of feed gas for the RGLNG Terminal all remain unchanged as a result of the change in control. RGLNG also notes that under the proposed change in control, the majority of RGIH (approximately 67 percent) will remain economically owned by U.S. entities, NextDecade Parent and GIP. GIP is an experienced investor in and developer of energy infrastructure in the United States. Importantly, as explained above, the Investment Agreements and project agreements are all purposefully structured to ensure NextDecade LNG and RGLNG have exclusive responsibility for the day-to-day operations of the RGLNG Terminal, including corresponding with DOE/FECM and ensuring complete compliance with the terms and conditions of RGLNG's Non-FTA Authorization.

¹⁸ *Id.*

¹⁹ *Id.*

²⁰ *Cameron LNG, LLC*, DOE/FECM Order No. 3452, FE Docket Nos. 14-001-CIC, 11-162-LNG & 11-145-LNG, Order Approving Change in Control of Export Authorizations at 7 (June 27, 2014) (approving a change in control application after finding that the change of control would not impact any of the public interest considerations evaluated by DOE/FECM when issuing the authorization); *Brooklyn Union Gas Co.*, DOE/FECM Opinion & Order No. 561, FE Docket Nos. 86-48-NG & 91-92-NG, Order Granting Transfer of Long-Term Import Authorization and Granting Intervention, 2-3, 7 (Dec. 19, 1991) (approving a change in control application after noting that there was no change to the scope of a project, total volumes of gas, date of commencement or completion, source and security of gas supply, price and other transactional terms, or proven need for the supply); *Great Lakes Gas Transmission LP*, DOE/FECM Opinion & Order No. 424, FE Docket No. 90-28-NG, Order Reassigning Existing Authorizations to Import and Export Natural Gas and Granting Interventions, 3 (Sept. 24, 1990) (approving a change in control application after finding that the contractual terms and conditions of the import and export agreements were not change).

With regard to foreign ownership interests, DOE/FECM has previously rejected allegations that changes in control resulting in foreign ownership of a domestic LNG exporter render DOE/FECM's underlying Non-FTA export authorizations inconsistent with the public interest.²¹ Devonshire, which will indirectly own a minimum of 9.9% of RGIH, is an affiliated investment holding company of GIC Private Limited ("GIC"), an investment company that manages the Government of Singapore's foreign reserves, and of GIC Special Investments Pte. Ltd. ("GIC SI"), the private equity and infrastructure arm of GIC and a wholly owned subsidiary of GIC. Singapore is an FTA nation, and a country with which the United States has strong relations. MIC, which will indirectly own a minimum of 6.6% of RGIH, is an indirect wholly owned subsidiary of Mubadala Investment Company PJSC ("Mubadala"), which is a sovereign investor that manages a global portfolio aimed at generating sustainable financial returns for the Government of Abu Dhabi. DOE/FECM has expressly stated in prior proceedings that the United Arab Emirates is a "U.S. trading partner with strong diplomatic ties to the United States."²² RGLNG has previously informed DOE/FECM of an ownership interest that Nineteenth Investment Company, LLC, an indirect wholly owned subsidiary of Mubadala, holds in NextDecade Parent.²³ Finally, TotalEnergies' participation in the RGLNG Terminal project, as a subsidiary of TotalEnergies SE, a global energy corporation headquartered in France, is critical to ensuring our European allies strengthen energy security as they seek to reduce and ultimately eliminate their reliance on Russian supplies of natural gas. Moreover, DOE/FECM permits offtakers to hold an ownership interest in the authorization holder, provided that the terms and conditions of the offtake agreement are not changed, and the total authorized export volumes are not exceeded.²⁴

Accordingly, for these reasons, the Transaction and resulting changes in upstream ownership described herein will have no impact on DOE/FECM's prior finding that the Non-FTA Authorization was not inconsistent with the public interest, and any arguments to the contrary should be rejected.

²¹ *Cameron LNG, LLC*, DOE/FECM Order No. 4815, FE Docket Nos. 11-145-LNG *et al.*, Order Approving Change in Control at 8-9 (May 3, 2022) (approving change in control application and rejecting arguments that a change in control providing for foreign ownership of an upstream owner rendered the Non-FTA authorization inconsistent with the public interest) citing *Jordan Cove Energy Project L.P.*, DOE/FECM Order No. 3413-A, FE Docket No. 12-32-LNG, Final Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations, at 94 (July 6, 2020) (stating that DOE/FECM "has never required an applicant to have domestic ownership under NGA section 3(a)") (internal citations omitted) (order vacated at Jordan Cove's request).

²² *Cameron LNG, LLC*, DOE/FECM Order No. 4815 at 9.

²³ *Rio Grande LNG, LLC* Updates to Existing FTA Authorization and Pending Non-FTA Application, Docket No. 15-190-LNG (Feb. 3, 2020).

²⁴ See, e.g. *Port Arthur LNG, LLC*, Statement of Change in Control, FE Docket No. 15-53-LNG *et al.* (Dec. 21, 2022) (granted, Apr. 18, 2023) (citing *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664 (1992); *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 416 (1990); *Consumer Power Co.*, DOE Opinion & Order No. 390; *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 207 (1987); *Great Lakes Gas Transmission Co.*, DOE/ERA Opinion & Order No. 157 (1987)).

Conclusion

Based on the foregoing, RGLNG respectfully requests that DOE/FECM give effect to the change in control as described herein. RGLNG submits that the Transaction and resulting changes in upstream ownership will have no impact on DOE/FECM's prior finding that the Non-FTA Authorization was not inconsistent with the public interest.

Thank you for your attention to this matter. Please contact me with any questions regarding this filing.

Best regards,

A handwritten signature in black ink, appearing to read "D. L. Wochner". The signature is fluid and cursive, with a long horizontal stroke at the end.

David L. Wochner
Counsel for Rio Grande LNG, LLC

CERTIFICATE OF SERVICE

I certify that I have this 8th day of August, 2023, serviced copies of the foregoing document filed with DOE/FECM on the designated representatives of all of the parties to this proceeding, in accordance with 10 C.F.R. § 590.107(a)

/s/ Timothy J. Furdyna
Timothy J. Furdyna
Counsel for Rio Grande LNG, LLC

**UNITED STATES OF AMERICA
BEFORE THE DEPARTMENT OF ENERGY
OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT**

In the Matter of)	
)	FE Docket No. 15-190-LNG
Rio Grande LNG, LLC)	

VERIFICATION

I, Vera de Gyarfas, declare that I am General Counsel and Corporate Secretary of NextDecade Corporation, corporate parent to Rio Grande LNG, LLC, and am duly authorized to make this Verification; that I have read the foregoing instrument and that the facts therein stated are true and correct to the best of my knowledge, information, and belief.

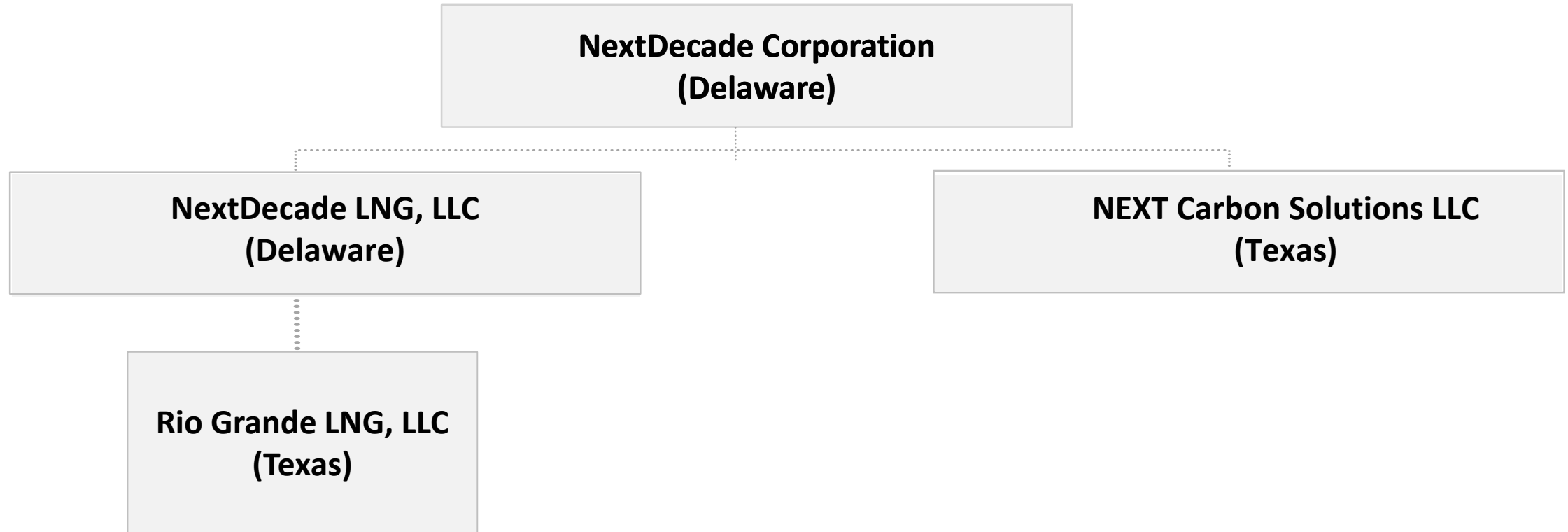
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed in Houston, Texas on August 8, 2023.

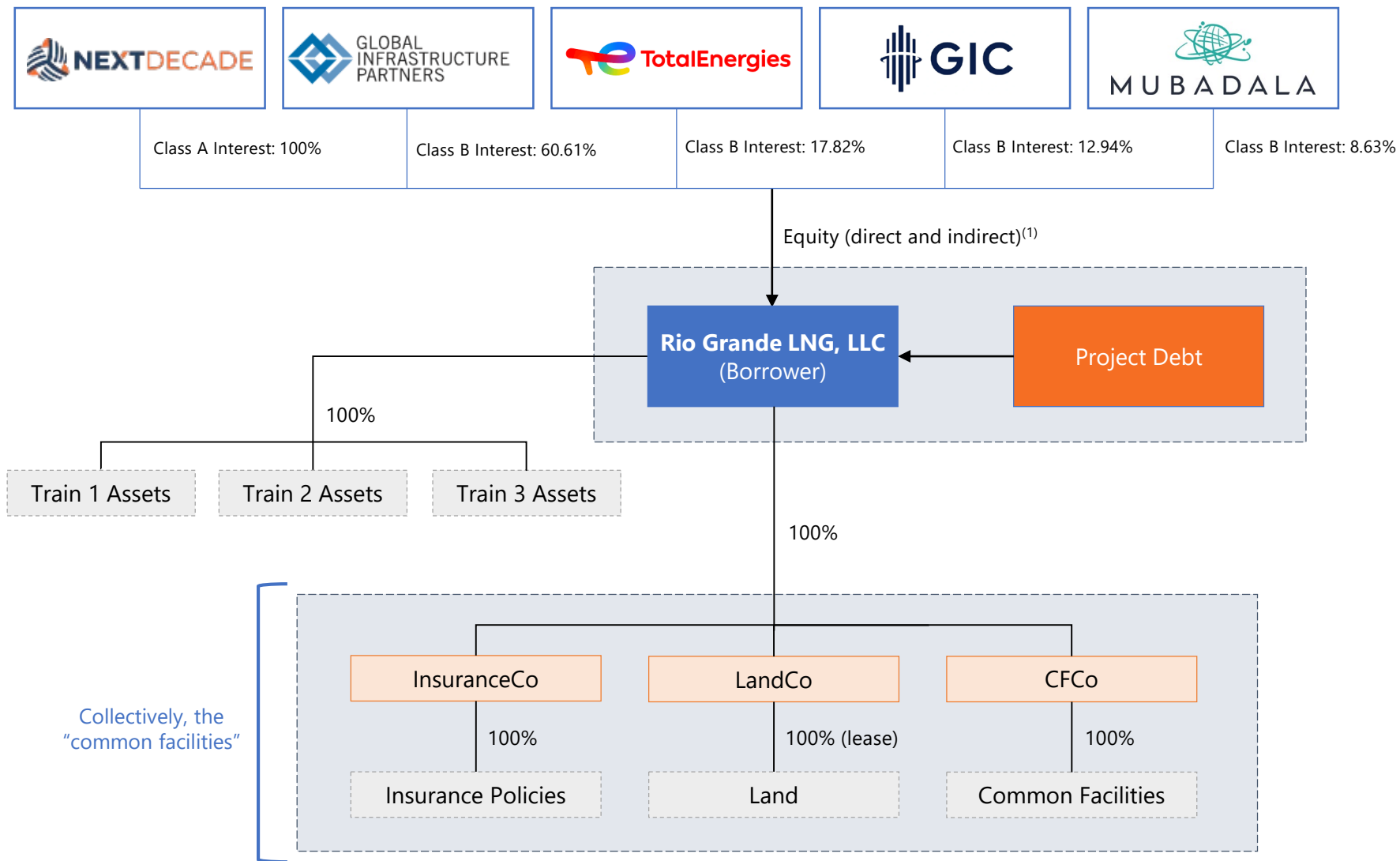
/s/ Vera de Gyarfas
Vera de Gyarfas
General Counsel and Corporate Secretary
NextDecade Corporation

Exhibit A - Organizational Charts

Pre-FID Simplified Structure



Post-FID Simplified Structure



⁽¹⁾ See notes on immediately following page.

Notes:

(1) Each of GIP, Devonshire and MIC (as defined in the Statement and Notice of Change in Control) have invested in RGIH indirectly through an aggregator entity, GIP V Velocity Aggregator, L.P., a Delaware limited partnership (“Aggregator”). Pursuant to the limited liability company agreement of RGIH, NextDecade LNG will be entitled to receive up to approximately 20.8% of distributions of available cash of RGIH to its members during operations of the RGLNG Terminal; provided, that a majority of the distributions to which NextDecade LNG is otherwise entitled will be paid for any distribution period only after Aggregator receives an agreed distribution threshold in respect of such distribution period and certain other deficit payments from prior distribution periods, if any, are made. Any such shortfall in distributions that NextDecade LNG would otherwise have been entitled to will accrue as an arrearage to be paid out in future periods in which RGIH meets the applicable target distribution threshold for Aggregator.

Aggregator’s percentage of Class B voting interest is exercised by Devonshire, MIC, and GIP collectively, each on a pass-through basis based on their indirect Class B Interest, as voting by Aggregator of its aggregate Class B voting interest is not done on a block-basis.