

RECEIVED

By Docket Room at 3:26pm, July 6, 2020

Lord^{LLP}

Attorneys & Counselors

Jennifer Brough
Partner
101 Montgomery Street, Suite 1950
San Francisco, CA 94104
Telephone: 415-318-8803
jbrough@lockelord.com
www.lockelord.com

July 6, 2020

Via Email

Ms. Amy Sweeney
Director
U.S. Department of Energy
Office of Fossil Energy
Office of Regulation, Analysis, and Engagement
1000 Independence Avenue S.W.
Washington, D.C. 20585
fergas@hq.doe.gov

Re: Alaska LNG Project LLC
Docket No. 14-96-LNG
DOE/FE Order Nos. 3554 and 3643
Notification Regarding Change In Control

Dear Ms. Sweeney:

Pursuant to the authorizations issued by the Department of Energy Office of Fossil Energy (“DOE/FE”) in Docket No. 14-96-LNG and DOE/FE’s Change in Control Procedures,¹ Alaska LNG Project LLC provides notice of a change in control impacting one of the LLC members.

BACKGROUND

On July 18, 2014, Alaska LNG Project LLC submitted an application in Docket No. 14-96-LNG requesting long-term multi-contract LNG export authorization under Section 3 of the Natural Gas Act. On November 21, 2014, DOE/FE issued Order No. 3554 granting authorization to export LNG to free trade agreement nations. On May 28, 2015, DOE/FE issued Order No. 3643 granting conditional authorization to export LNG to non-free trade agreement nations.²

¹ U.S. Dep’t of Energy, Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, 79 Fed. Reg. 65,541 (Nov. 5, 2014) (“DOE/FE Change in Control Procedures”).

² Order No. 3643 is conditioned on the completion of the FERC environmental review process. On April 17, 2017, the Alaska Gasline Development Corporation (“AGDC”) filed the FERC application for the Project pursuant to Section 3 of the Natural Gas Act. On May 21, 2020, FERC issued an order approving AGDC’s application. *Alaska Gasline Development Corp.*, 171 FERC ¶ 61,134 (2020).

At the time of the application, the three members of Alaska LNG Project LLC were ExxonMobil Alaska LNG LLC, ConocoPhillips Alaska LNG Company and BP Alaska LNG LLC (collectively, the “Members”).

BP Alaska LNG LLC is a wholly owned subsidiary of BP Exploration (Alaska) Inc. (“BPXA”). Effective June 30, 2020, Hilcorp Alaska, LLC (“Hilcorp”) acquired the stock of BPXA, which includes the member interest in BP Alaska LNG LLC as part of a larger corporate transaction whereby Hilcorp and its affiliates acquired all of BP’s Alaska operations. As a result thereof, there has been a change in ownership of one of the Members of Alaska LNG Project LLC (33.33 percent interest).

NOTICE OF CHANGE IN CONTROL

The DOE/FE Change in Control Procedures define a change in control as “a change, directly or indirectly, of the power to direct the management or policies of an entity whether such power is exercised through one or more intermediary companies or pursuant to an agreement, written or oral, and whether such power is established through ownership or voting of securities, or common directors, officers, or stockholders, or voting trusts, holding trusts, or debt holdings, or contract, or any other direct or indirect means.”³ Additionally, “DOE has explained 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 such entity.”⁴

As Hilcorp has acquired the membership interest in BP Alaska LNG LLC, Alaska LNG Project LLC respectfully requests that DOE/FE accept this notice of the change in control. Alaska LNG Project LLC will remain the holder of the export authorizations and no changes are proposed to the Project.

With respect to non-final orders granting authorization to export to non-free trade agreement nations, the DOE/FE Change in Control Procedures require that applicants submit a notice of amendment of the application. Accordingly, Alaska LNG Project LLC submits this notice of amendment of the Docket No. 14-96-LNG application as it applies to Order No. 3643 (conditional long-term authorization to export to non-free trade agreement nations). This notice is being served on all parties as required by 10 C.F.R. Section 590.107 and the DOE/FE Change in Control Procedures. Under the DOE/FE Change in Control Procedures, DOE/FE will give immediate effect to the amendment but will accept and consider answers to the notice of amendment received within 15 days of service of the applicant’s pleading.

With respect to Order No. 3554 (long-term authorization to export to free trade agreement nations), the DOE/FE Change in Control Procedures provide that upon receipt of the notice of change in control, DOE/FE will give immediate effect to the change in control and take no further action.

³ DOE/FE Change in Control Procedures at 65,542.

⁴ *Id.*

July 6, 2020

Page 3

If you have any questions regarding this filing, please do not hesitate to contact me at (415) 318-8803 or jbrough@lockelord.com. Thank you for your assistance.

Respectfully submitted,

/s/ Jennifer Brough

Jennifer Brough

Counsel to Alaska LNG Project LLC

cc: Docket No. 14-96-LNG Service List