



DEPARTMENT OF ENERGY

[Docket Nos. 11-128-LNG and 22-22-LNG]

Change in Control: Cove Point LNG, LP

AGENCY: Office of Fossil Energy and Carbon Management, Department of Energy.

ACTION: Notice of change in control.

SUMMARY: The Office of Fossil Energy and Carbon Management (FECM) of the Department of Energy (DOE) gives notice of receipt of a Notification in Accordance with Procedures for Changes in Control (Notification) filed by Cove Point LNG, LP (CPLNG) on July 11, 2023. The Notification describes an expected change in CPLNG's upstream ownership. The Notification was filed under the Natural Gas Act (NGA).

DATES: Protests, motions to intervene, or notices of intervention, as applicable, and written comments are to be filed as detailed in the **Public Comment Procedures** section no later than 4:30 p.m., Eastern time, [INSERT DATE 15 DAYS AFTER DATE OF PUBLICATION IN *THE FEDERAL REGISTER*].

ADDRESSES:

Electronic Filing by email (Strongly encouraged): fergas@hq.doe.gov.

Postal Mail, Hand Delivery, or Private Delivery Services (e.g., FedEx, UPS, etc.)

U.S. Department of Energy (FE-34)
Office of Regulation, Analysis, and Engagement
Office of Fossil Energy and Carbon Management
Forrestal Building, Room 3E-056
1000 Independence Avenue SW,
Washington, DC 20585.

Due to potential delays in DOE's receipt and processing of mail sent through the U.S. Postal Service, we encourage respondents to submit filings electronically to ensure timely receipt.

FOR FURTHER INFORMATION CONTACT:

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SUPPLEMENTARY INFORMATION:

Summary of Change in Control

CPLNG states that, on July 9, 2023, Berkshire Hathaway Energy Company (BHE), Eastern MLP Holding Company II, LLC (Eastern MLP II), DECP Holdings, Inc. (DECP Holdings), and Dominion Energy, Inc. (DEI) entered into a Purchase and Sale Agreement (PSA) affecting CPLNG's upstream ownership. CPLNG states that it is a Delaware limited partnership that owns and operates the Cove Point Terminal, located in Lusby, Maryland, along with an 88-mile natural gas pipeline corridor connecting the Cove Point Terminal to the interstate pipeline grid. According to CPLNG, Eastern MLP II, a Virginia limited liability company, is a wholly owned indirect subsidiary of BHE, which is an Iowa corporation and a subsidiary of Berkshire Hathaway Inc., a Delaware corporation, and DECP Holdings, a Virginia corporation, is a wholly owned indirect subsidiary of DEI, a Virginia corporation. Prior to the PSA, DECP Holdings held a 50% limited partnership interest in CPLNG, and Eastern MLP II held a 25% limited partnership interest in CPLNG. Under the PSA, DECP Holdings would transfer all of its limited partnership interest in CPLNG to Eastern MLP II. The transaction would increase Eastern MLP II's limited partnership interest in CPLNG (and therefore BHE's indirect ownership) from 25% to 75% and would end DEI's ownership of any interest in CPLNG. CPLNG states that Berkshire Hathaway Inc. indirectly owns 100% of the general partnership interest in CPLNG through its

wholly owned indirect subsidiary Cove Point GP Holding Company, LLC, and that the transaction would not affect this ownership stake. CPLNG further states that “[t]he parties anticipate closing the transaction upon receipt of all regulatory approvals.”

Charts illustrating the ownership structure of CPLNG before and after the PSA are attached to the Notification as Attachments A-1 and A-2, respectively. Additional details can be found in the Notification, posted on the DOE website at: www.energy.gov/sites/default/files/2023-07/Final%20BHE%20Cove%20Point%20DOE%20CIC%20Filing%20%287.11.2023%29.pdf.

DOE Evaluation

DOE will review the Notification in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).¹ Consistent with the CIC Procedures, this notice addresses CPLNG’s existing authorizations to export liquefied natural gas (LNG) to countries with which the United States has not entered into a free trade agreement (FTA) requiring national treatment for trade in natural gas (FTA countries) and with which trade is not prohibited by United States law or policy (non-FTA countries), granted in DOE/FE Order No. 3331-A, as amended, and DOE/FECM Order No. 4849.² If no interested person protests the change in control and DOE takes no action on its own motion, the proposed change in control will be deemed granted 30 days after publication in the *Federal Register*. If one or more protests are submitted, DOE will review any motions to intervene, protests, and answers, and will issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorizations inconsistent with the public interest.

Public Comment Procedures

¹ 79 FR 65541 (Nov. 5, 2014).

² CPLNG’s Notification also applies to its existing authorizations to export LNG to FTA countries in Docket No. 11-115-LNG and to import LNG from various international sources for two years in Docket No. 22-155-LNG. DOE will respond to those portions of the filing separately pursuant to the CIC Procedures, 79 FR 65542.

Interested persons will be provided 15 days from the date of publication of this notice in the *Federal Register* to move to intervene, protest, and answer CPLNG's Notification.³ Protests, motions to intervene, notices of intervention, and written comments are invited in response to this notice only as to the change in control described in the Notification. All protests, comments, motions to intervene, or notices of intervention must meet the requirements specified by DOE's regulations in 10 CFR part 590, including the service requirements.

Filings may be submitted using one of the following methods:

(1) Submitting the filing electronically at *fergas@hq.doe.gov*;

(2) Mailing the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section; or

(3) Hand delivering the filing to the Office of Regulation, Analysis, and Engagement at the address listed in the **ADDRESSES** section.

For administrative efficiency, DOE prefers filings to be filed electronically. All filings must include a reference to "Docket No. 11-128-LNG" in the title line, or "Cove Point LNG, LP Change in Control" in the title line.

For electronic submissions: Please include all related documents and attachments (*e.g.*, exhibits) in the original email correspondence. Please do not include any active hyperlinks or password protection in any of the documents or attachments related to the filing. All electronic filings submitted to DOE must follow these guidelines to ensure that all documents are filed in a timely manner.

The Notification, and any filed protests, motions to intervene, notices of intervention, and comments will be available electronically on the DOE website at *www.energy.gov/fecm/regulation*.

Signed in Washington, D.C., on July 27, 2023.

³ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

Amy R. Sweeney,
Director, Office of Regulation, Analysis, and Engagement,
Office of Resource Sustainability.

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