



DEPARTMENT OF ENERGY

[Docket Nos. 15-190-LNG]

Change In Control: Rio Grande LNG, LLC

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 Statement and Notice of Change in Control (Notice) filed by Rio Grande LNG, LLC (Rio Grande LNG) on August 16, 2023. The Notice describes changes in Rio Grande LNG's upstream ownership. The Notice 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

Rio Grande LNG states that pursuant to certain subscription agreements and an amended and restated limited liability company agreement (collectively, Investment Agreements), each executed and closed on July 12, 2023, its ownership has changed. According to Rio Grande LNG, prior to the Investment Agreements, Rio Grande LNG was 100% owned by NextDecade LNG, LLC (NextDecade LNG).

Rio Grande LNG states that under the Investment Agreements, by means of the transaction (Transaction) on July 12, 2023, 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 become direct or indirect members of Rio Grande LNG Intermediate Holdings, LLC (RGIH), which will in turn indirectly own 100% of Rio Grande LNG.¹ According to Rio Grande LNG, the economic

¹ Rio Grande LNG states that Devonshire is an affiliated investment holding company of an investment company that manages the Government of Singapore's foreign reserves; and that MIC is an indirect wholly owned subsidiary of a sovereign investor that manages a portfolio aimed at generating sustainable financial returns for the Government of Abu Dhabi. Accordingly, the described change in control may also require the approval of the Committee on Foreign Investment in the United States (CFIUS). DOE expresses no opinion regarding the need for review by CFIUS. Additional information may be obtained at: <https://home.treasury.gov/policy-issues/international/the-committee-on-foreign-investment-in-the-united-states-cfius>.

ownership interests of RGIH will be comprised of: NextDecade LNG (up to 20.79%); GIP (a minimum of 46.12%); Devonshire (a minimum of 9.85%); TotalEnergies (16.67%); and MIC (a minimum of 6.57%).² These members will make direct or indirect capital contributions to fund the design, engineering, development, construction, operation and maintenance, along with other activities, of the first three trains and related common facilities at the Rio Grande LNG Terminal (Terminal).

According to Rio Grande LNG, 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 with their respective direct and indirect interests in RGIH. Rio Grande states that both Class A and B Managers, except in respect of certain related party transactions, will share in governance rights of RGIH. Rio Grande adds that in connection with the Transaction, TotalEnergies is also acquiring a 17.5% common stock position in Rio Grande LNG's publicly traded parent company, NextDecade Corporation (NextDecade Parent). Rio Grande LNG further adds 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.

Rio Grande LNG states that the Terminal will be operated exclusively by NextDecade LNG, which will act as operator, coordinator, export administrator, vessel coordinator, and LNG marketer under several agreements executed by Rio Grande LNG as owner of the first three trains and the related common facilities at the Terminal.

Charts illustrating the ownership structure of Rio Grande LNG before and after the Investment Agreements are attached as Exhibit A to the Notice. Additional details can be found in the Notice, posted on the DOE website at: <https://www.energy.gov/sites/default/files/2023-08/15-190->

² According to Rio Grande LNG, the percentage of economic ownership interests, as described herein, are derived from the distributions of available cash by RGIH allocatable to the direct and indirect holders of such economic interests.

DOE Evaluation

DOE will review the Notice in accordance with its Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas (CIC Procedures).³ Consistent with the CIC Procedures, this notice addresses Rio Grande LNG'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. 4492, as amended.⁴ 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

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 Rio Grande LNG's Notice.⁵ 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 Notice. 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:

³ 79 FR 65541 (Nov. 5, 2014).

⁴ Rio Grande LNG's Notice also applies to its existing authorizations to export LNG to FTA countries in Docket No. 15-190-LNG. DOE will respond to those portions of the filing separately pursuant to the CIC Procedures, 79 FR 65542.

⁵ Intervention, if granted, would constitute intervention only in the change in control portion of these proceedings, as described herein.

(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. 15-190-LNG” in the title line, or “Rio Grande LNG, LLC 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 Notice, 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 August 29, 2023.

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