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February 22, 2022

**BY ELECTRONIC FILING**

Amy Sweeney  
Director, Division of Natural Gas Regulation  
Office of Regulation, Analysis and Engagement  
Office of Fossil Energy, FE-34  
1000 Independence Ave., S.W.  
Washington, DC 20585

**Re: Cameron LNG, LLC, FE Docket Nos. 11-145-LNG, 11-162- LNG, 14-204-LNG, 15-36-LNG, 15-67-LNG, 15-90-LNG, 19-62-LNG  
Ecogas Mexico S. de R.L. de C.V., FE Docket No. 21-50-NG  
ECA Liquefaction, S. de R.L. de C.V., FE Docket No. 18-144-LNG  
Energía Costa Azul S. de R.L. de C.V., FE Docket No. 18-145-LNG  
Port Arthur LNG, LLC, FE Docket Nos. 15-53-LNG, 15-96-LNG, 18-162-LNG  
Port Arthur LNG Phase II, LLC, FE Docket No. 20-23-LNG  
Sempra Gas & Power Marketing, LLC, FE Docket No. 20-43-NG  
Sempra LNG International, LLC, FE Docket No. 21-83-NG  
Sempra LNG Marketing, LLC, FE Docket No. 20-52-LNG  
Termoelectrica de Mexicali, S. de R.L. de C.V., FE Docket No. 20-145-NG  
Vista Pacifico LNG S.A.P.I de C.V., FE Docket No. 20-153-LNG  
**Statement of Change in Control****

Dear Ms. Sweeney,

Pursuant to the authorizations issued by the Department of Energy's Office of Fossil Energy ("DOE/FE") in the above-captioned proceedings and the *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas* ("CIC Procedures"),<sup>1</sup> Cameron LNG, LLC ("Cameron LNG"), Ecogas Mexico S. de R.L. de C.V. ("Ecogas"), Energía Costa Azul S. de R.L. de C.V. ("ECA"), ECA Liquefaction, S. de R.L. de C.V. ("ECA Liquefaction"), Port Arthur LNG, LLC ("PALNG"), Port Arthur LNG Phase II, LLC ("PALNG Phase II"), Sempra Gas & Power Marketing, LLC ("Sempra Gas & Power"), Sempra LNG International, LLC ("Sempra LNG International"), Sempra LNG Marketing, LLC ("Sempra LNG Marketing"), Termoelectrica de Mexicali, S. de R.L. de C.V. ("Termoelectrica"), and Vista Pacifico LNG S.A.P.I de C.V. ("Visa Pacifico") (collectively, "Authorization Holders")

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<sup>1</sup> 79 Fed. Reg. 65541 (Nov. 5, 2014) [hereinafter CIC Procedures].

respectfully submit this Statement of Change in Control with respect to a change in the Authorization Holders' upstream ownership.

As described further below, this ownership change is the result of the acquisition by Black Silverback ZC 2022 LP, a wholly owned indirect subsidiary of the Abu Dhabi Investment Authority ("ADIA")<sup>2</sup> (collectively, "Buyer"), of a non-controlling 10% interest in the equity of Sempra Infrastructure Partners, LP. ("SI Partners").

### **Background**

As summarized in the table below, each of the Authorization Holders is authorized to import gas, or to export gas or liquefied natural gas ("LNG") to nations with which there is in effect a free trade agreement ("FTA") requiring national treatment for trade in natural gas ("FTA Authorizations") and/or to non-FTA nations (the "Non-FTA Authorizations"). Each of these DOE/FE authorizations to import or export gas or LNG is summarized below.

**Table 1: List of DOE/FE Export and Import Authorizations**

<b>Authorization Holder</b>	<b>Docket No.</b>	<b>Order Nos.</b>	<b>Volume</b>	<b>Type</b>
Cameron LNG, LLC	11-145-LNG	3059	620.0 Bcf/yr	Export  FTA, long-term, multi-contract
	14-204-LNG	3620	152.0 Bcf/yr	Export  FTA, long-term, multi-contract
	15-36-LNG	3680	515.0 Bcf/yr	Export  FTA, long-term, multi-contract
	11-162-LNG	3391-A	620.0 Bcf/yr	Export  Non-FTA, long-term, multi-contract

<sup>2</sup> ADIA was established by the government of the Emirate of Abu Dhabi in 1976 as an independent investment institution.

	15-67-LNG	3797	152.0 Bcf/yr	Export Non-FTA, long-term, multi- contract
	15-90-LNG	3846	515.0 Bcf/yr	Export Non-FTA, long-term, multi-contract
Ecogas Mexico S. de R.L. de C.V.	21-50-NG	4702	35 Bcf	Import and export FTA, short-term
ECA Liquefaction, S. de R.L. de C.V.	18-144-LNG	4317	182 Bcf/yr	Export FTA, long-term, multi- contract
	18-144-LNG	4364	161 Bcf/yr	Export Non-FTA, long- term, multi- contract
Energía Costa Azul, S. de R.L. de C.V.	18-145-LNG	4318-B	727 Bcf/y	Export FTA, long-term, multi- contract
	18-145-LNG	4365	475 Bcf/y	Export Non-FTA, long- term, multi- contract
Port Arthur LNG, LLC	15-53-LNG, 18-162-LNG	3698	698 Bcf/yr	Export FTA, long-term, multi- contract
	15-96-LNG	4372	698 Bcf/yr	Export Non-FTA, long- term, multi- contract
Port Arthur LNG Phase II, LLC	20-23-LNG	4562	698 Bcf/yr	Export

				FTA, long-term, multi- contract
Sempra Gas & Power Marketing, LLC	20-43-NG	4534	100 Bcf (import), 300 Bcf (export)	Import and export  FTA, short-term
Sempra LNG International, LLC	21-83-NG	4730	800 Bcf	Import and export  FTA, short-term
Sempra LNG Marketing, LLC	20-52-LNG	4547	800 Bcf	Import  FTA and Non-FTA, short-term
Termoelectrica de Mexicali, S. de R.L. de C.V.	20-145-NG	4632	300 Bcf	Import and export  FTA, short-term
Vista Pacifico LNG S.A.P.I de C.V.	20-153-LNG	4688	240 Bcf/yr	Export  FTA, long-term, multi-contract

Additionally, ECA, PALNG Phase II, and Vista Pacifico have filed the following export applications that are currently pending before DOE/FE.

**Table 2: List of Pending DOE/FE Applications**

<b>Applicant</b>	<b>Docket No.</b>	<b>Volume</b>	<b>Type</b>
Energía Costa Azul, S. de R.L. de C.V.	18-145-LNG	161 Bcf/yr	Export  Non-FTA, long-term, multi-contract
Port Arthur LNG Phase II, LLC	20-23-LNG	698 Bcf/yr	Export  Non-FTA, long-term, multi-contract
Vista Pacifico LNG S.A.P.I de C.V.	20-153-LNG	200 Bcf/yr	Export  Non-FTA, long-term, multi-contract

### **Description of the Transaction**

Under the terms and conditions of the Purchase Agreement, Buyer will acquire, for an aggregate purchase price of \$1.785 billion (subject to certain adjustments), outstanding Class A

Units representing a non-controlling 10% of the equity interests of SI Partners. Following consummation of the Transaction, Sempra Energy will continue to maintain control of SI Partners as the 70% majority owner, with Buyer having certain customary minority protections, including the ability to appoint a manager to the board of managers that will manage SI Partners. At the time of the closing of the Transaction, Sempra Energy and the other partners of SI Partners will enter into a second amended and restated agreement of limited partnership of SI Partners, which will govern Sempra Energy and SI Partners's minority owners' respective rights and obligations with respect to their ownership of SI Partners.

The ownership of each of the Authorization Holders prior to the Transaction is summarized as follows:

- **Cameron LNG, LLC:** Cameron LNG, LLC is wholly owned by Cameron LNG Holdings LLC ("Cameron LNG Holdings"). Cameron LNG Holdings, in turn, is directly owned by Sempra LNG Holdings II, LLC ("Sempra LNG Holdings") (50.2% interest); and by Global LNG North America Corp.,<sup>3</sup> Mitsui & Co. Cameron LNG Investment LLC;<sup>4</sup> and Japan LNG Investment, LLC<sup>5</sup> (each of which holds a 16.6% interest). As is relevant here, Sempra LNG Holdings is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy,<sup>6</sup> and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.<sup>7</sup>
- **Ecogas Mexico S. de R.L. de C.V.:** Currently, 83.92% of Ecogas Mexico S. de R.L. de C.V. is owned by Infraestructura Energetica Nova, S.A.B. de C.V. ("IEnova"), and 16.1% owned by an affiliate of Sempra Energy. Currently, 70.17% of the shares in IEnova are

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<sup>3</sup> Global LNG North America Corp. is an indirect affiliate of Total S.A.

<sup>4</sup> Mitsui & Co. Cameron LNG Investment LLC is an indirect affiliate of Mitsui & Co., Ltd.

<sup>5</sup> Japan LNG Investment, LLC is an indirect affiliate owned by Nippon Yusen Kabushiki Kaisha (30%) and Mitsubishi Corp. (70%).

<sup>6</sup> The Authorization Holders understand that The Vanguard Group ("Vanguard") acquired more than 10% of the public stock in Sempra Energy through institutional investor activity. Vanguard has filed Schedule 13G/A with the Securities and Exchange Commission in which Vanguard has certified that its shares of Sempra Energy common stock were "acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect. . . ." See, e.g., The Vanguard Group, Schedule 13G/A (Feb. 8, 2021). As in prior proceedings, Port Arthur LNG, LLC and the other Authorization Holders request that in such circumstances the DOE/FE recognize an exception to the rebuttable presumption that the acquisition of 10 percent or more of an entity's stock results in a change in control. See Request for Recognition of Exception and Description of Upstream Equity Ownership Information, *Port Arthur LNG LLC*, Docket Nos. 15-53-LNG & 15-96-LNG (March 30, 2018) (request pending).

<sup>7</sup> On April 30, 2021, the Authorization Holders filed a Statement of Change in Control in connection with a change in the Authorization Holders' upstream ownership resulting from the acquisition by KKR Pinnacle Aggregator L.P., an affiliate of KKR & Co., Inc. ("KKR"), of a non-controlling 20% interest in SI Partners. In the course of that transaction, KKR formed KKR Pinnacle Investor, L.P., which acquired KKR's equity interests in the transaction by assignment.

held by Semco Holdco, S. de R.L. de C.V., which in turn is wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In addition, 29.75% of the shares in IEnova are held by Sempra Energy International Holdings B.V., which in turn is also wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In the aggregate, 99.92% of the shares in IEnova are indirectly owned by SI Partners and the remainder are owned by unrelated entities.

- **ECA Liquefaction, S. de R.L. de C.V.:** Over 99.9% of ECA Liquefaction, S. de R.L. de C.V. is owned by ECA LNG Holdings B.V. (“ECA LNG Holdings”). ECA LNG Holdings is in turn 41.7% owned by IEnova, 41.7% owned by Sempra LNG Holding, LP, and 16.6% owned by Total Gaz Electricite Holdings France.<sup>8</sup> As is relevant here, Sempra LNG Holding, LP is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.
- **Energía Costa Azul, S. de R.L. de C.V.:** Over 99.99% of Energia Costa Azul, S. de R.L. de C.V. is owned by IEnova, and the remaining shares are owned by an affiliate of Sempra Energy. Currently, 70.17% of the shares in IEnova are held by Semco Holdco, S. de R.L. de C.V., which in turn is wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In addition, 29.75% of the shares in IEnova are held by Sempra Energy International Holdings B.V., which in turn is also wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In the aggregate, 99.92% of the shares in IEnova are indirectly owned by SI Partners and the remainder are owned by unrelated entities.
- **Port Arthur LNG, LLC:** Port Arthur LNG, LLC is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.
- **Port Arthur LNG Phase II, LLC:** Port Arthur LNG Phase II, LLC is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.
- **Sempra Gas & Power Marketing, LLC:** Sempra Gas & Power Marketing, LLC is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings LP, which in turn is wholly owned by SI Partners, which in turn is 80%

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<sup>8</sup> Total Gaz Electricite Holdings France is an indirect affiliate owned by Total S.A.

owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.

- **Sempra LNG International, LLC:** Sempra LNG International, LLC is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.
- **Sempra LNG Marketing, LLC:** Sempra LNG Marketing, LLC is wholly owned by Sempra LNG Holding, LP, which in turn is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.
- **Termoelectrica de Mexicali, S. de R.L. de C.V.:** Over 99% of Termoelectrica de Mexicali, S. de R.L. de C.V. is wholly owned by IEnova. Currently, 70.17% of the shares in IEnova are held by Semco Holdco, S. de R.L. de C.V., which in turn is wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In addition, 29.75% of the shares in IEnova are held by Sempra Energy International Holdings B.V., which in turn is also wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In the aggregate, 99.92% of the shares in IEnova are indirectly owned by SI Partners and the remainder are owned by unrelated entities.
- **Vista Pacifico LNG S.A.P.I de C.V.:** Currently, 50% of Vista Pacifico LNG S.A.P.I de C.V. is owned by IEnova, and 50% is owned by Sempra LNG Holding, LP. Currently, 70.17% of the shares in IEnova are held by Semco Holdco, S. de R.L. de C.V., which in turn is wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In addition, 29.75% of the shares in IEnova are held by Sempra Energy International Holdings B.V., which in turn is also wholly owned by Sempra Energy International, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc. In the aggregate, 99.92% of the shares in IEnova are indirectly owned by SI Partners and the remainder are owned by unrelated entities. Sempra LNG Holding, LP is wholly owned by Sempra Global Holdings, LP, which in turn is wholly owned by SI Partners, which in turn is 80% owned by Sempra Energy, and 20% owned by KKR Pinnacle Investor, L.P., a subsidiary of KKR & Co. Inc.

A chart illustrating the ownership structure of the Authorization Holders prior to the Transaction is attached herewith as Appendix A. A chart illustrating the ownership structure of Authorization Holders following the Transaction is attached herewith as Appendix B.

### **Change in Control Procedures**

Section 590.405 of DOE's regulations provides that "[a]uthorizations by the Assistant Secretary to import or export natural gas shall not be transferable or assignable, unless specifically authorized by the Assistant Secretary."<sup>9</sup> DOE construes a change of control to mean:

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.<sup>10</sup>

DOE has explained that 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.<sup>11</sup>

The procedures for notifying DOE/FE of a change in control are set forth in the CIC Procedures, pursuant to which a holder of an export authorization may notify DOE/FE of a transaction by submitting a statement of change in control to DOE/FE no later than 30 days after such changes have been effectuated.<sup>12</sup>

### ***FTA Export Authorizations and Import Authorizations***

With respect to FTA long-term export and import authorizations and Non-FTA long-term import authorizations, the CIC Procedures provide that upon receipt of a statement of change in control, DOE/FE will give effect to the change in control and take no further action.<sup>13</sup>

Buyer's acquisition of a 10% ownership interest in SI Partners, an upstream owner of the Authorization Holders, may trigger DOE/FE's threshold for a rebuttable presumption that a change in control has occurred. With respect to the FTA export authorizations and import authorizations<sup>14</sup> set forth in Table 1 above, the relevant Authorization Holders respectfully request that DOE/FE

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<sup>9</sup> 10 C.F.R. § 590.405 (2021).

<sup>10</sup> CIC Procedures at 65542. *See also, e.g.*, DOE/FE Order No. 4364 at 48-94.

<sup>11</sup> CIC Procedures at 65542.

<sup>12</sup> *Id.*

<sup>13</sup> *Id.*

<sup>14</sup> Although the CIC Procedures explicitly apply to *long-term* import authorizations, the relevant Authorization Holders respectfully request that DOE/FE provide the same treatment to the short-term, blanket import authorizations referenced herein. Accordingly, the relevant Authorization Holders request that DOE/FE give immediate effect to the change in control resulting from the Transaction with respect to the short-term import authorizations set forth in Table 1 of this Statement.



give immediate effect to the change in control described herein upon receipt of this Statement, in accordance with the CIC Procedures.

### ***Non-FTA Export Authorizations***

For existing Non-FTA export authorizations, upon receipt of a statement of change in control, the CIC Procedures provide that DOE/FE will publish a notice of the change in the *Federal Register*.<sup>15</sup> If no interested person protests the change in control and DOE/FE takes no action of its own motion, the change in control is deemed granted 30 days after publication.<sup>16</sup> If a protest is filed, DOE/FE will make a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.<sup>17</sup>

Where a transfer or assignment will not result in any substantive changes in the terms and conditions of the initial authorization, DOE/FE has generally relied on its previous determination that the import or export is consistent with the public interest when evaluating the transfer or assignment.<sup>18</sup> For example, DOE/FE has approved transfers of control that involve no changes 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.<sup>19</sup> DOE/FE has also approved transfers in control upon a finding that “the contractual terms and conditions of the import and export arrangements upon which the section 3 determinations were based would remain the same, and there [was] no other information in the record . . . to support or compel reexamination under section 3.”<sup>20</sup> Similarly, the Transaction has no substantive effect on

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<sup>15</sup> CIC Procedures at 65542.

<sup>16</sup> *Id.*

<sup>17</sup> *Id.*

<sup>18</sup> See *Cameron LNG, LLC*, DOE/FE 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 change in control application, finding “it has not been shown that the change in control will impact any of the public interest considerations evaluated by DOE/FE in issuing [the] authorizations.”); *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561 at 7 (1991) (“To the extent that the transfer does not effect (sic) the terms and conditions of the underlying import arrangement, the DOE can rely on its previous determinations regarding the arrangement when considering the transfer application.”); *Nw. Pipeline Corp.*, DOE Opinion & Order No. 664, at 6-7 (1992), *reh’g denied*, DOE/FE Opinion & Order No. 664-A, *order terminating long-term authorization*, DOE/FE Order No. 664-B (1994), *order amending authorization*, DOE/FE Order No. 664-C (1999), *order amending authorization*, DOE/FE Order No. 664-D (1999) (“The burden of proof, however, belongs to [protesters] and they have failed to rebut DOE’s previous finding of need . . . , a finding which was based on circumstances that will not change as a result of the proposed transfer.”); *Great Lakes Gas Transmission LP*, DOE Opinion & Order No. 424 (1990); *Midwestern Gas Transmission Co.*, DOE Opinion & Order No. 318 at 3 (1989) (“Viking will succeed Midwestern as buyer under the contracts underlying the authorizations. In no other respect will the terms and conditions of these contracts change. Only the identity of the importer will change.”); *Consumer Power Co.*, DOE/Opinion & Order No. 390 (1990), *order amending authorization*, DOE/FE Order No. 390-A (1994), *order terminating authorization*, DOE/FE Order No. 390-B (1995).

<sup>19</sup> See *Brooklyn Union Gas Co.*, DOE Opinion & Order No. 561, at 2-3, 7.

<sup>20</sup> *Great Lakes Gas Transmission Co.*, DOE Opinion & Order No. 424, at 3.

the terms and conditions of the Non-FTA export authorizations listed in Table 1 above—the change in control has no effect on the scope of the projects, the amount of gas exported, the commencement or completion dates of the projects, the sources of the gas supply, or the prices or other transactional terms. Operation and maintenance of the relevant terminals will continue to be under the control of the respective Authorization Holder. The relevant Authorization Holders will continue to hold the export authorizations described herein and will remain the points of contact with DOE/FE with respect to reporting and administration under the authorizations.

Moreover, DOE/FE has approved applications to transfer or assign an authorization from the authorization holder to one or more of its customers where the general terms and conditions otherwise remain unchanged and the total authorized volumes do not increase.<sup>21</sup> Similarly, there will be no substantive changes to the terms and conditions, including the volumes, of the existing authorizations as a result of the acquisition of an upstream, non-controlling ownership interest by Buyer. DOE/FE has also held that the inflow of foreign capital to finance construction of LNG liquefaction and export facilities is not inconsistent with the public interest.<sup>22</sup>

Based on the foregoing, the relevant Authorization Holders submit that the Transaction and resulting changes in upstream ownership have no effect on the grounds underlying the public interest determination previously made by DOE/FE in issuing the Non-FTA export authorizations set forth in Table 1.

### ***Pending Non-FTA Export Applications***

For pending Non-FTA export applications, applicants may amend their applications to reflect a change in control by submitting notice of such amendment to DOE/FE and serving that notice on other parties in the proceeding.<sup>23</sup> 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 pleadings.<sup>24</sup> No further action will be taken by DOE/FE on the change in control and the amendment will continue to have effect, unless opponents of the change in control demonstrate that the change results in the underlying application being inconsistent with the public interest or unless DOE/FE independently makes such a determination.<sup>25</sup>

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<sup>21</sup> See *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).

<sup>22</sup> See *Jordan Cove Energy Project, L.P.*, Docket No. 12-32-LNG, Order No. 3413, at 118-120 (Mar. 24, 2014); *Freeport LNG Expansion*, Docket Nos. 10-161-LNG *et al.*, Letter Order, at 4 (June 17, 2016).

<sup>23</sup> CIC Procedures at 65542.

<sup>24</sup> *Id.*

<sup>25</sup> *Id.*

With respect to its pending Non-FTA export application in FE Docket No. 20-23-LNG, PALNG Phase II hereby submits notice of an amendment to the application to reflect its amended upstream ownership as a result of the Transaction described herein.

With respect to its pending Non-FTA export application in FE Docket No. 20-153-LNG, Vista Pacifico hereby submits notice of an amendment to the application to reflect its amended upstream ownership as a result of the Transaction described herein.

With respect to the Non-FTA portion of its pending export application in FE Docket No. 18-145-LNG, ECA hereby submits notice of an amendment to the application to reflect the amended upstream ownership of the applicant as a result of the Transaction described herein.

PALNG Phase II, Vista Pacifico, and ECA respectfully request that DOE/FE give immediate effect to the amendment and find that the change in control does not render the underlying applications to be inconsistent with the public interest. As previously discussed, the transfer of a 10% interest in SI Partners to Buyer will not result in any substantive changes in the terms and conditions of the initial authorizations, to the identities of the DOE/FE authorization holders, or to the operations of the subject LNG terminals. Accordingly, the Transaction and resulting changes in upstream ownership will have no effect on the grounds underlying the public interest analyses in these pending applications.

### **Conclusion**

For the foregoing reasons, the Authorization Holders respectfully request that DOE/FE give effect to the change in control described herein.

Please contact the undersigned with any questions regarding this submission.

Respectfully submitted,

/s/ Brett A. Snyder  
Brett A. Snyder

*Counsel to Cameron LNG, LLC, Ecogas Mexico S. de R.L. de C.V., Energía Costa Azul S. de R.L. de C.V., ECA Liquefaction, S. de R.L. de C.V., Port Arthur LNG, LLC, Port Arthur LNG Phase II, LLC, Vista Pacifico LNG S.A.P.I de C.V., Sempra Gas & Power Marketing, LLC, Sempra LNG International, LLC, Sempra LNG Marketing, LLC, and Termoelectrica de Mexicali, S. de R.L. de C.V.*

BAS:lnr

cc: Jerrod L. Harrison

## **APPENDIX A**



## **APPENDIX B**



**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served the foregoing document upon each person designated on the official service list in the following proceedings: FE Docket Nos. 11-145-LNG; 11-162-LNG; 14-204-LNG; 15-36-LNG; 15-67-LNG; 15-90-LNG; 15-53-LNG; 15-96-LNG; 18-144-LNG; 18-145-LNG; 18-162-LNG; 19-62-LNG; 20-23-LNG; 20-52-LNG; 20-153-LNG; 20-23-LNG; 20-43-NG; 20-145-NG; 20-153-LNG; 21-50-NG; 21-83-NG.

Dated at Washington, DC this 22nd day of February 2022.

/s/ Charles J. Dickenson

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