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March 28, 2022

Ms. Amy Sweeney  
Office of Regulation, Analysis, and Engagement  
Office of Fossil Energy and Carbon Management  
U.S. Department of Energy  
1000 Independence Ave., SW, FE-34  
Washington, D.C. 20585

**Re: Notice of Corporate Reorganization and Request for Transfer  
Corpus Christi Liquefaction Stage III, LLC  
FE Dkt. No. 18-78-LNG  
Order Nos. 4277, 4490, 4277-A, 4490-A, & 4641**

Dear Ms. Sweeney:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy and Carbon Management’s (“DOE/FECM”)<sup>1</sup> authorizations issued in the above-captioned proceeding, as well as DOE/FECM policy, Corpus Christi Liquefaction Stage III, LLC (“CCL Stage III”) hereby requests that the authorizations issued to CCL Stage III be updated to reflect Corpus Christi Liquefaction, LLC (“CCL”) as the authorization holder upon completion of an expected corporate reorganization resulting in the merger of CCL Stage III with and into CCL, with CCL as the surviving entity and successor in interest to all of CCL Stage III’s assets and obligations. As described below, the corporate reorganization will not affect the governance of the authorization holder, and does not amount to a change-in-control over the authorization holder, nor does it impact DOE’s public interest analysis underlying the authorizations.

### **Background**

CCL Stage III is a limited liability company organized under the laws of Delaware, and a wholly-owned direct subsidiary of Cheniere Energy, Inc. (“Cheniere”), with its primary place of business in Houston, Texas. CCL is also a limited liability company organized under the laws of Delaware, and a wholly-owned indirect subsidiary of Cheniere, with its primary place of business in Houston, Texas.

DOE has issued long-term orders in FE Docket No. 18-78-LNG under Section 3 of the Natural Gas Act (“NGA”) authorizing CCL Stage III to export liquefied natural gas (“LNG”) from the proposed natural gas liquefaction and export facilities (“Stage 3 LNG Facilities”) associated with

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<sup>1</sup> DOE/FECM was previously known as the DOE Office of Fossil Energy or “DOE/FE” which is used herein when citing to prior orders.



the Stage 3 Project<sup>2</sup> to be located at the existing Corpus Christi LNG Terminal in San Patricio and Nueces Counties, Texas, to nations with which the United States has a free trade agreement requiring the national treatment for trade in natural gas and LNG (“FTA Nations”) and to nations with which the United States has no such agreement (“Non-FTA Nations”). Specifically, DOE has authorized LNG exports in an amount of up to the equivalent of approximately 582.14 billion cubic feet per year (“Bcf/y”) of natural gas to Non-FTA Nations,<sup>3</sup> and exports of LNG in an amount of up to the equivalent of approximately 582.14 Bcf/y of natural gas to FTA Nations (on a non-additive basis).<sup>4</sup> The term of both of the authorizations has been extended through December 31, 2050<sup>5</sup> and DOE has amended the authorizations to include short-term export authority (including to export commissioning volumes)<sup>6</sup> (collectively with the FTA Order and Non-FTA Order, “Stage 3 Authorizations”).

DOE’s regulations state 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>7</sup> In the Non-FTA Order authorizing LNG exports from the Stage 3 LNG Facilities, DOE noted that this limitation on transferability also applies to “any change of control of the authorization holder.”<sup>8</sup> Furthermore, DOE has explained that it “construes a change in control to mean a change, directly or indirectly, of the power to direct the management or policies of an entity.”<sup>9</sup>

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<sup>2</sup> The Stage 3 Project means the Stage 3 LNG Facilities, together with the Stage 3 Pipeline, which is being developed by Cheniere Corpus Christi Pipeline, L.P.

<sup>3</sup> *Corpus Christi Liquefaction Stage III, LLC*, Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations, DOE/FE Order No. 4490, FE Docket No. 18-78-LNG (Feb. 10, 2020) (“Non-FTA Order”).

<sup>4</sup> *Corpus Christi Liquefaction Stage III, LLC*, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Stage 3 LNG Facilities to be Located at the Corpus Christi LNG Terminal in San Patricio and Nueces Counties, Texas, to Free Trade Agreement Nations, DOE/FE Order No. 4277, FE Docket No. 18-78-LNG (Nov. 9, 2018) (“FTA Order”).

<sup>5</sup> *Corpus Christi Liquefaction Stage III, LLC*, Order Extending Export Term for Authorizations to Free Trade and Non-Free Trade Agreement Nations Through December 31, 2050, DOE/FE Order Nos. 4277-A & 4490-A, FE Docket No. 18-78-LNG (Oct. 21, 2020).

<sup>6</sup> *DOE*, Order Amending Long-Term Authorizations for the Export of Natural Gas to Include Short-Term Export Authority on a Non-Additive Basis, and Vacating Related Short-Term Authority in Separate Orders, DOE/FE Order No. 4641, FE Docket Nos. 10-85-LNG, et al. (Dec. 18, 2020).

<sup>7</sup> 10 C.F.R. § 590.405 (2021).

<sup>8</sup> *Non-FTA Order*, at pg. 50.

<sup>9</sup> *See Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas*, 79 Fed. Reg. 65,541, 65,542 (Nov. 5, 2014).



### **Description of Proposed Transaction**

Cheniere currently owns 100% of both CCL Stage III and CCL. Prior to or concurrent with Cheniere making a final investment decision on the Stage 3 LNG Facilities, and conditional on Cheniere taking a final investment decision to proceed with development of the Stage 3 LNG Facilities, Cheniere intends to merge CCL Stage III into CCL, with CCL as the surviving entity and successor in interest to all of CCL Stage III's assets and obligations. The corporate reorganization described herein is currently targeted to occur in mid-year 2022. Cheniere will remain the 100% ultimate, indirect owner of all CCL Stage III assets before and after the corporate reorganization described herein.<sup>10</sup>

### **There Will Be No Change in Control or Impact on DOE's Prior Public Interest Determinations**

While the transaction described above will result in the merger of the authorization holder with and into another entity and a name change, it will not constitute a change in control. First, there will be no change in ultimate ownership of the authorization holder. Cheniere will remain the ultimate parent company and 100% owner of the authorization holder after the reorganization. DOE has previously held that its Change in Control Procedures "pertain[] to external transfers or assignments, not purely internal corporate reorganizations"<sup>11</sup> and has previously found no change in control occurred as a result of an internal reorganization where the ultimate parent company remained the same after a requested transfer.<sup>12</sup> Second, there will be no change in the operation or manner in which the authorization holder is managed, or in any aspect of the facilities or operations of the Stage 3 LNG Facilities or of the terms and conditions of its associated export arrangements, as a result of the above-referenced transactions.

In any event, the changes described herein will have no effect on the grounds underlying the NGA Section 3 public interest determinations previously made<sup>13</sup> by DOE in issuing orders authorizing LNG exports from the Stage 3 LNG Facilities. No change to the facilities or operation of the Stage 3 LNG Facilities is proposed in association with the corporate reorganization, nor will it affect the total volume of LNG to be exported. Therefore, CCL Stage III respectfully requests that DOE/FECM update the Stage 3 Authorizations to reflect CCL as the authorization holder upon

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<sup>10</sup> See Attachment 1 for organizational charts illustrating the proposed reorganization.

<sup>11</sup> *Port Arthur LNG, LLC*, DOE Letter re: Notice of Internal Corporate Reorganization, FE Docket Nos. 15-53-LNG, 18-162-LNG, and 15-96-LNG (Apr. 11, 2019).

<sup>12</sup> *ECA LIQUEFACTION, S. DE R.L. DE C.V.* (Formerly Energía Costa Azul, S. de R.L. de C.V.), Order Granting Request To Transfer Authorizations - Mid-Scale Project, DOE/FE Order Nos. 4317-A & 4364-A, FE Docket No. 18-144-LNG (Oct. 7, 2019).

<sup>13</sup> *Id.* (granting the requested transfer of Non-FTA authorization upon a finding that the transfer does not alter DOE's public interest determination in granting the authorization).

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March 28, 2022  
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merger of CCL Stage III with and into CCL. CCL will promptly notify DOE/FECM when the proposed transaction is complete.

Should you have any questions about this letter, please feel free to contact the undersigned at (212) 506-3710.

Respectfully submitted,

Janna Romaine Chesno  
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*/s/ Lisa M. Tonery*  
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& Corpus Christi Liquefaction, LLC*

Enclosures

LMT

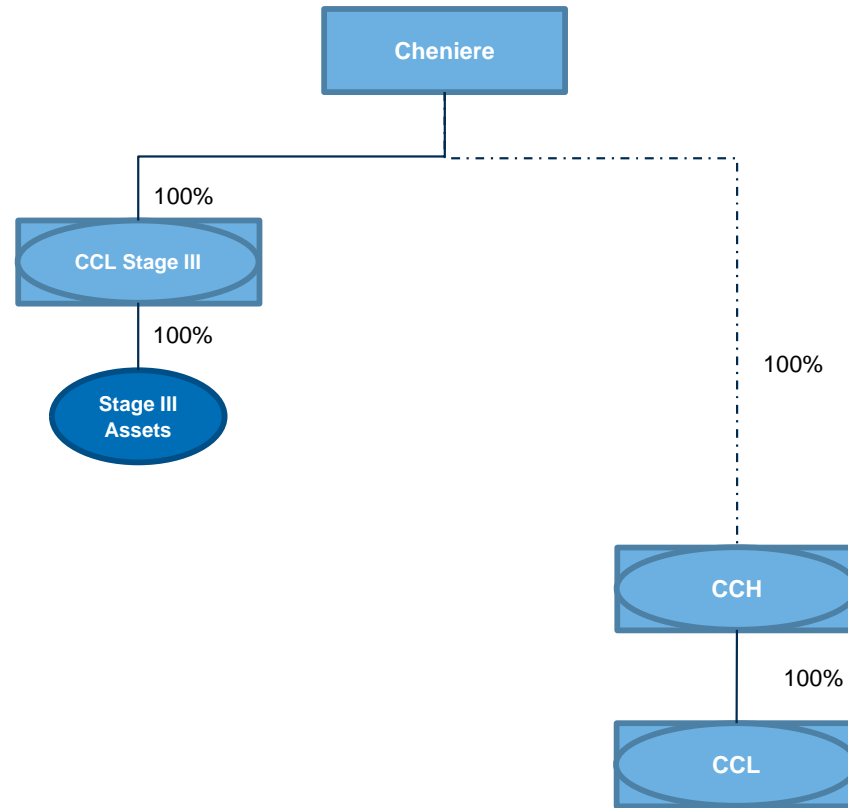
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## Attachment 1

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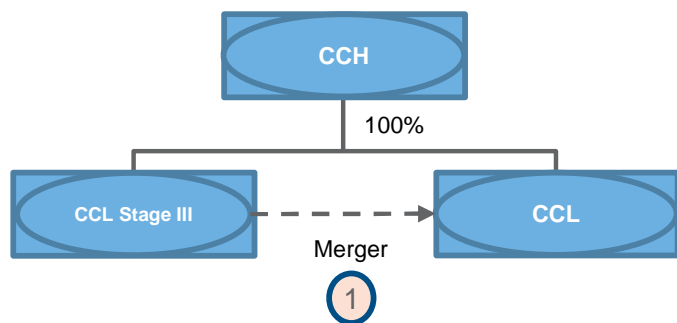
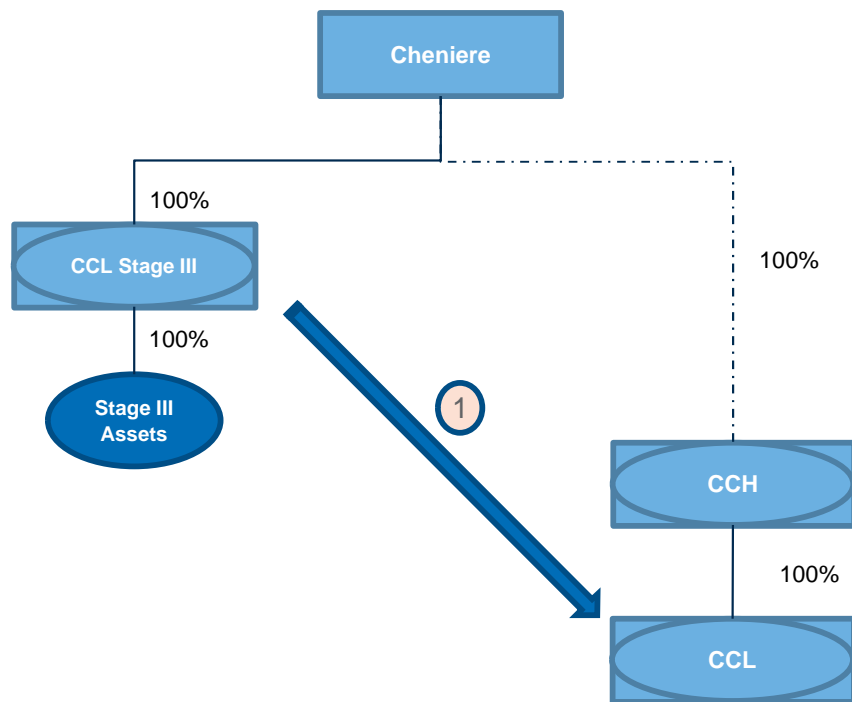
# Attachment 1 – Current Structure (proposed reorganization)



Cheniere currently owns (directly or indirectly) 100% of CCL Stage III and CCL as illustrated above.

<b>Cheniere</b>	Cheniere Energy, Inc.
<b>CCL Stage III</b>	Corpus Christi Liquefaction Stage III, LLC
<b>CCH</b>	Cheniere Corpus Christi Holdings, LLC
<b>CCL</b>	Corpus Christi Liquefaction, LLC

# Attachment 1 – Proposed Structure (reorganization)

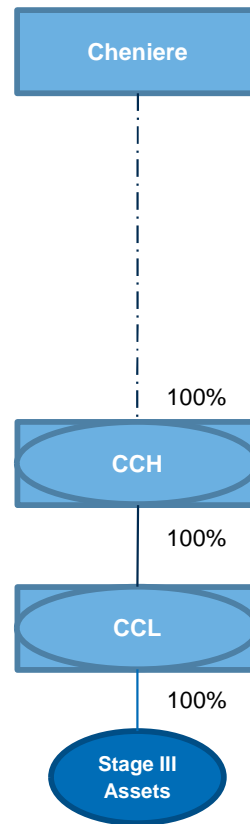


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Prior to or concurrent with Cheniere making a final investment decision on the Stage 3 LNG Facilities, Cheniere intends to merge CCL Stage III into CCL with CCL as the surviving entity and successor in interest to all of CCL Stage III's assets and obligations

<b>Cheniere</b>	Cheniere Energy, Inc.
<b>CCL Stage III</b>	Corpus Christi Liquefaction Stage III, LLC
<b>CCH</b>	Cheniere Corpus Christi Holdings, LLC
<b>CCL</b>	Corpus Christi Liquefaction, LLC

# Attachment 1 – Proposed Structure (ending structure)



<b>Cheniere</b>	Cheniere Energy, Inc.
<b>CCL Stage III</b>	Corpus Christi Liquefaction Stage III, LLC
<b>CCH</b>	Cheniere Corpus Christi Holdings, LLC
<b>CCL</b>	Corpus Christi Liquefaction, LLC



**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 this proceeding.

Dated at New York, N.Y. this 28th day of March, 2022.

/s/ Dionne McCallum-George  
Dionne McCallum-George  
*Legal Secretary on behalf of*  
*Corpus Christi Liquefaction Stage III, LLC*  
*& Corpus Christi Liquefaction, LLC*