

UNITED STATES OF AMERICA

DEPARTMENT OF ENERGY

OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT

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IRVING OIL LIMITED AND )  
IRVING OIL TERMINALS OPERATIONS LLC )  
(formerly IRVING OIL COMMERCIAL GP AND )  
IRVING OIL TERMINALS OPERATIONS LLC) )

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DOCKET NO. 15-165-NG

ORDER GRANTING REQUEST TO AMEND AUTHORIZATION  
TO IMPORT AND EXPORT NATURAL GAS FROM AND TO CANADA  
TO REFLECT CORPORATE REORGANIZATION

DOE/FECM ORDER NO. 3765-D

AUGUST 25, 2022

On December 31, 2015, the Department of Energy’s (DOE) Office of Fossil Energy and Carbon Management (FECM)<sup>1</sup> issued DOE/FE Order No. 3765 (Docket No. 15-165-NG),<sup>2</sup> under section 3 of the Natural Gas Act (NGA).<sup>3</sup> DOE/FE Order No. 3765, as subsequently amended, jointly granted Irving Oil Commercial GP and Irving Oil Terminals Operations Inc., later known as Irving Oil Terminals Operations LLC (collectively, Irving Oil), long-term authorization to import up to 10 billion cubic feet (Bcf) of natural gas per year from Canada and to export up to 22 Bcf per year of natural gas to Canada for a 15-year term beginning on November 1, 2017.

On October 12, 2017, DOE received Irving Oil’s request to change the name of co-authorization holder Irving Oil Terminals Operations Inc. to Irving Oil Terminals Operations LLC, in light of that entity’s conversion to a limited liability company. On October 27, 2017, in DOE/FE Order No. 3765-A, Irving Oil’s authorization granted in DOE/FE Order No. 3765 was amended to reflect the corporate name change.<sup>4</sup> On February 17, 2018, DOE received Irving Oil’s request to amend its authority to increase its authorized import volume of natural gas from 10 Bcf to 14 Bcf per year, to increase its maximum authorized export volume of natural gas from 22 Bcf per year to 26 Bcf per year, and to extend the term of its authorization by one year, through October 31, 2033. On February 28, 2018, in DOE/FE Order No. 3765-B, Irving Oil’s authorization granted in DOE/FE Order No. 3765 was amended to reflect an increase in import

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<sup>1</sup> On July 4, 2021, the Office of Fossil Energy changed its name to the Office of Fossil Energy and Carbon Management.

<sup>2</sup> *Irving Oil Commercial GP and Irving Oil Terminal Operations Inc.*, DOE/FE Order No. 3765, Order Granting Long-Term Authorization to Import and Export Natural Gas from and To Canada (Dec. 31, 2015).

<sup>3</sup> Authority to regulate the imports and exports of natural gas, including liquefied natural gas, under section 3 of the NGA (15 U.S.C. § 717b) has been delegated to the Assistant Secretary for FECM in Redelegation Order No. S4-DEL-FE1-2022, issued on June 13, 2022.

<sup>4</sup> *Irving Oil Commercial GP and Irving Oil Terminal Operations LLC (formerly Irving Oil Commercial GP and Irving Oil Terminals Operations Inc.)*, DOE/FE Order No. 3765-A, Order Granting Request to Amend Authorization to Import and Export Natural Gas to Reflect Corporate Name Change (Oct. 27, 2017).

and export volumes of natural gas and the term of its authority.<sup>5</sup>

On February 14, 2019, DOE received Irving Oil's request to amend its authority to increase its authorized import volume of natural gas from 14 Bcf to 22 Bcf per year, to increase its maximum authorized export volume of natural gas from 26 Bcf per year to 34 Bcf per year, and to extend the term of its authorization through October 31, 2041. On March 11, 2019, in DOE/FE Order No. 3765-C, Irving Oil's authorization granted in DOE/FE Order No. 3765 was amended to import up to 22 Bcf of natural gas per year from Canada, to export up to 34 Bcf of natural gas per year to Canada, and to extend the effective term of Irving Oil's authorization through October 31, 2041.<sup>6</sup>

By letter received June 23, 2022, Irving Oil Limited of Saint John, New Brunswick, Canada (Irving Oil Limited), the parent company of Irving Oil Commercial GP, notified DOE of its intent to dissolve Irving Oil Commercial GP and assume all of Irving Oil Commercial GP's assets and obligations.<sup>7</sup> The dissolution and transfer took effect July 1, 2022.<sup>8</sup> As Irving Oil Commercial GP was a wholly-owned subsidiary of Irving Oil Limited, the company asserted that "[t]here will be no change in control, and the internal corporate reorganization will have no impact on the company's external operations."<sup>9</sup> To reflect the reorganization, Irving Oil Limited

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<sup>5</sup> *Irving Oil Commercial GP and Irving Oil Terminal Operations LLC*, DOE/FE Order No. 3765-B, Order Granting Request to Amend Authorization to Import and Export Natural Gas from and to Canada (Feb. 28, 2018).

<sup>6</sup> *Irving Oil Commercial GP and Irving Oil Terminal Operations LLC*, DOE/FE Order No. 3765-C, Order Granting Request to Amend Authorization to Import and Export Natural Gas from and to Canada (Mar. 11, 2019).

<sup>7</sup> See Letter from Andrea Grant and Martin Schaefermeier, Counsel, Irving Oil Commercial GP, Irving Oil Terminals Operations LLC, and Irving Oil Limited, to DOE (Irving Oil Letter), at 1 (June 23, 2022).

<sup>8</sup> See Certificate of Dissolution of Partnership, Ref. No. 640808 (July 1, 2022).

<sup>9</sup> Irving Oil Letter at 1-2.

requested that DOE amend DOE/FE Order No. 3765-C to transfer all authorizations therein to Irving Oil Limited and Irving Oil Terminals Operations LLC.<sup>10</sup>

DOE finds that Irving Oil Limited's corporate reorganization does not constitute a change in control. Irving Oil Limited's stated intent was "to dissolve Irving Oil Commercial GP and transfer its entire business (e.g. all assets, liabilities, contracts and related matters) to the parent company, Irving Oil Limited" as of July 1, 2022.<sup>11</sup> Further, Irving Oil Limited did not indicate any change in ownership or control of Irving Oil Terminals Operations LLC, the co-authorization holder. DOE therefore agrees that no change in control will occur as a result of the corporate reorganization as described by Irving Oil Limited.

DOE further finds that the request to amend the specified authorization to reflect the corporate reorganization is consistent with the public interest, pursuant to NGA section 3.

### **ORDER**

Pursuant to section 3 of the Natural Gas Act, it is ordered that:

- A. Effective July 1, 2022, the name of the authorization holders of DOE/FE Order No. 3765 is amended to Irving Oil Limited of Saint John, New Brunswick, Canada and Irving Oil Terminals Operations LLC.

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<sup>10</sup> *See id.* at 2.

<sup>11</sup> Irving Oil Letter at 1.

B. All obligations arising under DOE/FE Order No. 3765, as amended, no longer apply to Irving Oil Commercial GP, and now apply to Irving Oil Limited of Saint John, New Brunswick, Canada.

Issued in Washington, D.C., on August 25, 2022.

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