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October 31, 2024

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**Re: *Rio Grande LNG, LLC***  
**FE Docket No. 15-190-LNG**  
**Statement and Notice of Change in Control**

Dear Ms. Sweeney:

In accordance with the authorizations issued by the U.S. Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FECM”)<sup>1</sup> in the above-captioned proceeding and the *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas* (the “CIC Procedures”),<sup>2</sup> Rio Grande LNG, LLC (“Rio Grande”) hereby respectfully submits the following statement and notice of change in control with respect to a change in Rio Grande’s upstream ownership.

Specifically, pursuant to a transaction that closed on October 1, 2024 (the “Transaction”), BlackRock, Inc. (“BlackRock”) acquired 100 percent of the limited liability company interests in Global Infrastructure Management, LLC (“GIM”). GIM indirectly owns GIP V Velocity Acquisition Partners, L.P. (“GIP V Velocity”), an indirect upstream owner of a minimum of 46.12% economic interest in Rio Grande LNG Intermediate Holdings, LLC (“RGIH”), the upstream owner of Rio Grande. Consistent with the CIC Procedures, Rio Grande respectfully requests DOE/FECM give effect to the change in control resulting from the Transaction, as further described herein.

## **I. Background**

Rio Grande is authorized to export up to 1,318 billion cubic feet per year (approximately equivalent to 27 million metric tons per annum (“MTPA”)) of LNG to Free Trade Agreement

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<sup>1</sup> DOE/FECM was formerly known as the U.S. Department of Energy, Office of Fossil Energy or “DOE/FE”. DOE/FE and DOE/FECM are referred to interchangeably herein.

<sup>2</sup> *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas*, 79 Fed. Reg. 65,541 (Nov. 5, 2014).

(“FTA”) nations for a thirty-year term,<sup>3</sup> and to non-FTA nations, for a term expiring on December 31, 2050 (on a non-additive basis).<sup>4</sup>

As of issuance of Rio Grande’s Non-FTA Authorization, Rio Grande was 100 percent owned by NextDecade LNG, LLC.<sup>5</sup> On August 16, 2023, Rio Grande filed a Statement and Notice of Change in Control in the above-captioned proceeding reflecting a change in Rio Grande’s upstream ownership, including, among other changes, GIP V Velocity’s acquisition of an economic interest in RGIH (which indirectly owns 100 percent of Rio Grande).<sup>6</sup> DOE/FECM issued its response on January 3, 2024, finding that the change in control with respect to Rio Grande’s FTA Authorization had taken effect and the change in control with respect to Rio Grande’s Non-FTA Authorization was deemed granted.<sup>7</sup>

## **II. Change in Control Procedures**

Under DOE/FECM regulations, an authorization to import or export natural gas (including LNG) may not be transferred or assigned unless authorized by the Assistant Secretary for Fossil Energy and Carbon Management or the person to whom the Assistant Secretary further delegates such authority.<sup>8</sup> With respect to transfers or assignments triggered by changes in control, DOE/FECM issued the CIC Procedures which govern how import or export authorization holders notify DOE/FECM of certain changes in control.<sup>9</sup> Pursuant to the CIC Procedures, “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 an entity.”<sup>10</sup> Entities must file a notice of change in control to DOE/FECM before or after the consummation of a change in control, but no later than 30 days after the change in control has been effectuated.<sup>11</sup>

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<sup>3</sup> *Rio Grande LNG, LLC*, Order Granting Long-Term, Multi-Contract Authorization to Export Liquefied Natural Gas by Vessel from the Proposed Rio Grande LNG Terminal in Brownsville, Texas, to Free Trade Agreement Nations, DOE/FE Order No. 3869, FE Docket No. 15-190-LNG (Aug. 17, 2016) (“FTA Authorization”).

<sup>4</sup> *Rio Grande LNG, LLC*, Opinion and Order Granting Long-Term Authorization to Export Liquefied Natural Gas to Non-Free Trade Agreement Nations, DOE/FE Order No. 4492, FE Docket No. 15-190-LNG (Feb. 10, 2020); *Rio Grande LNG, LLC*, Order Extending Export Term for Authorization to Non-Free Trade Agreement Nations Through December 31, 2050, DOE/FE Order No. 4492-A, FE Docket No. 15-190-LNG (Oct. 21, 2020) (together, the “Non-FTA Authorization”).

<sup>5</sup> See *Non-FTA Authorization*, at 23.

<sup>6</sup> See *Rio Grande LNG, LLC*, Statement and Notice of Change in Control, FE Docket No. 15-190-LNG (Aug. 16, 2023).

<sup>7</sup> See *Rio Grande LNG, LLC*, DOE/FECM Response to Statement and Notice of Change in Control, FE Docket No. 15-190-LNG, at 6 (Jan. 3, 2024) (stating that because more than 30 days had passed since notice of the change in control was published in the *Federal Register*, the change in control with respect to Rio Grande’s Non-FTA Authorization was deemed granted and no further action required).

<sup>8</sup> 10 C.F.R. §§ 590.102(a) and 590.405.

<sup>9</sup> *CIC Procedures*, *supra* n.1.

<sup>10</sup> *Id.* at 65,542.

<sup>11</sup> *Id.*

Pursuant to the CIC Procedures, for FTA authorizations, DOE/FECM will give immediate effect to the change in control upon receipt of the notice and take no further action. For non-FTA authorizations, under the CIC Procedures, DOE/FECM will give immediate effect to the amendment, but will accept and consider motions to intervene, protest, and answer the statement of change in control by issuing a *Federal Register* notice and establishing a 15-day comment period. If no interested person protests the change in control and DOE/FECM takes no action on its own motion, the amendment will be deemed granted 30 days after such notice. If any protests are submitted, DOE/FECM will review such protests and “issue a determination as to whether the proposed change in control has been demonstrated to render the underlying authorization inconsistent with the public interest.”<sup>12</sup>

### **III. Description of the Transaction**

Pursuant to the Transaction, BlackRock<sup>13</sup> acquired 100 percent of the limited liability company interests in GIM,<sup>14</sup> which indirectly owns GIP V Velocity, an indirect upstream owner of a minimum of 46.12% economic interest in RGIH, which, in turn, indirectly owns 100 percent of Rio Grande. Accordingly, as a result of the Transaction, BlackRock indirectly owns a minimum of 46.12% economic interest in RGIH. Only the ownership of GIM is being modified as a result of the Transaction, and there are no modifications to GIM’s ownership of GIP V Velocity, GIP V Velocity’s ownership of RGIH, or RGIH’s ownership of Rio Grande.<sup>15</sup> Further, pursuant to the terms of the Transaction, the pre-Transaction management team of GIM continues to manage the key strategic direction, operations, and activities of the GIM-sponsored investment vehicles, including GIP V Velocity.

### **IV. Statement and Notice of Change in Control**

#### **a. FTA Export Authorization**

As discussed above, the CIC Procedures provide that with respect to FTA Authorizations, upon receipt of a statement of change in control, DOE/FECM shall give immediate effect to the change in control and take no further action.<sup>16</sup> Accordingly, with respect to Rio Grande’s FTA

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

<sup>13</sup> BlackRock is a publicly traded (NYSE: BLK) investment management firm domiciled in the United States that provides investment management services to its mutual funds, investment accounts, and other investment funds. The sole business of BlackRock and its subsidiaries is the provision of investment management and related services. No shareholder or affiliated group of shareholders owns or controls 10 percent or more of BlackRock’s common stock.

<sup>14</sup> GIM, which operates under the trading name Global Infrastructure Partners, is a global independent infrastructure fund manager headquartered in New York City, United States that invests in the energy, transportation, and waste sectors.

<sup>15</sup> Consistent with this, Rio Grande notes that there are no changes to the Class B interests as a result of the Transaction, from what was reflected in the August 16, 2023 Statement and Notice of Change in Control in this docket.

<sup>16</sup> *CIC Procedures*, at 65,542.

Authorization, Rio Grande respectfully requests DOE/FECM give immediate effect to the above-described change in control.

**b. Non-FTA Export Authorization**

For the Non-FTA Authorization, Rio Grande respectfully requests that DOE/FECM, consistent with the CIC Procedures, give immediate effect to the change in control with respect to the Non-FTA Authorization and publish notice of the proposed change in control in the *Federal Register*. If no protests are received, Rio Grande requests DOE/FECM take no further action on its own motion, and deem the change in control granted 30 days after publishing notice of the change in control in the *Federal Register*.<sup>17</sup>

No aspect of the Transaction will impact DOE/FECM's prior public interest finding. Although the change in control will result in a modification to the upstream ownership structure of Rio Grande, this change in control will have no substantive impact on the terms and conditions of Rio Grande's Non-FTA Authorization. The size and scale of the Rio Grande LNG Project (including the volumes of LNG capable of being produced and exported), Rio Grande's development schedule, the destinations for gas exported from the Rio Grande LNG Project pursuant to the Non-FTA Authorization, the price and commercial terms of exports, and the source of feed gas for the Rio Grande LNG Project all remain unchanged as a result of the upstream change in control.

Accordingly, consistent with DOE/FECM change in control precedent,<sup>18</sup> for these reasons, the Transaction and resulting changes in upstream ownership described herein will have no impact on DOE/FECM's prior finding that the Non-FTA Authorization was not inconsistent with the public interest, and any arguments to the contrary should be rejected.

**V. Conclusion**

Based on the foregoing, Rio Grande respectfully requests that DOE/FECM give effect to the change in control as described herein. Rio Grande submits that the Transaction and resulting

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

<sup>18</sup> *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 a change in control application after finding that the change of control would not impact any of the public interest considerations evaluated by DOE/FECM when issuing the authorization); *Brooklyn Union Gas Co.*, DOE/FE Opinion & Order No. 561, FE Docket Nos. 86-48-NG & 91-92-NG, Order Granting Transfer of Long-Term Import Authorization and Granting Intervention, 2-3, 7 (Dec. 19, 1991) (approving a change in control application after noting that there was no change 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); *Great Lakes Gas Transmission LP*, DOE/FE Opinion & Order No. 424, FE Docket No. 90-28-NG, Order Reassigning Existing Authorizations to Import and Export Natural Gas and Granting Interventions, 3 (Sept. 24, 1990) (approving a change in control application after finding that the contractual terms and conditions of the import and export agreements were not change).

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changes in upstream ownership will have no impact on DOE/FECM's prior finding that the Non-FTA Authorization was not inconsistent with the public interest.

Should you have any questions, please contact the undersigned at (212) 506-3710.  
Respectfully submitted,

*/s/ Lisa M. Tonery*

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*Attorneys for  
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*cc:  
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Counsel for Global Infrastructure Management,  
LLC*

**VERIFICATION**

I, Vera de Gyarfas, declare that I am the General Counsel and Corporate Secretary for NextDecade Corporation, and am duly authorized to make this Verification; that I have read the foregoing instrument and that the facts therein stated are true and correct to the best of my knowledge, information, and belief.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated at Houston, TX this 31<sup>st</sup> day of October, 2024.

/s/ Vera de Gyarfas

Vera de Gyarfas

General Counsel and Corporate Secretary

NextDecade Corporation

**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 31<sup>st</sup> day of October, 2024.

*/s/ Dionne McCallum-George*  
Dionne McCallum-George  
*Executive Assistant on behalf of*  
*Rio Grande LNG, LLC*