

RECEIVED

By DOE/FE at 11:40 am, Jul 17, 2019

Law Office of Kevin M. Sweeney

1625 K Street, N.W., Suite 1100
Washington, D.C. 20006-1621

Kevin M. Sweeney
(202) 609-7709
ksweeney@kmsenergylaw.com

July 17, 2019

Amy R. Sweeney
Director, Division of Natural Gas Regulation
Office of Fossil Energy
United States Department of Energy
Room 3E-052
1000 Independence Ave. S.W.
Washington, DC 20585

Re: *Golden Pass LNG Terminal LLC and Golden Pass Products LLC*,
Docket Nos. FE12-156-LNG and FE12-88-156-LNG -- Statement of
Change in Control

Dear Ms. Sweeney:

Transmitted for filing on behalf of Golden Pass LNG Terminal LLC and Golden Pass Products LLC is a Statement of Change in Control in the referenced proceedings, pursuant to the Department of Energy/Office of Fossil Energy Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, as well as the ordering paragraphs of the DOE/FE orders issued in the referenced dockets.

Please contact the undersigned if you have any questions concerning this Statement.

Sincerely,

/s/ Kevin M. Sweeney
Kevin M. Sweeney

Attorney for
Golden Pass LNG Terminal LLC and
Golden Pass Products LLC

**UNITED STATES OF AMERICA
BEFORE THE
DEPARTMENT OF ENERGY**

**Golden Pass LNG Terminal LLC and) Docket Nos. FE12-156-LNG and
Golden Pass Products LLC) FE12-88-LNG**

**STATEMENT OF CHANGE IN CONTROL OF GOLDEN PASS PRODUCTS LLC AND
GOLDEN PASS LNG TERMINAL LLC TO REORGANIZE AND RESTRUCTURE
LIQUEFIED NATURAL GAS EXPORT AUTHORIZATIONS**

Pursuant to Section 3(a) of the Natural Gas Act (“NGA”), 15 U.S.C. § 717b(a), and Part 590 of the Regulations of the Department of Energy/Office of Fossil Energy (“DOE/FE”), Golden Pass Products LLC (“GP Products”) and Golden Pass LNG Terminal LLC (“Golden Pass LNG”) submit this Statement of Change in Control regarding the ownership of the corporate entity authorized to engage in the exportation from and importation to the United States of liquefied natural gas (“LNG”) in the captioned proceedings. As a result of a recent restructuring, certain authorizations currently held by GP Products to export LNG from the United States, as described below, have been assigned or transferred by merger to Golden Pass LNG.

This reorganization consolidates all ownership interests in the combined LNG import and export facilities in a single entity, Golden Pass LNG. GP Products and Golden Pass LNG emphasize that the identity of the owners and their respective equity interests in Golden Pass LNG following the merger and the restructuring are identical to the current ownership of GP Products, the current holder of the DOE/FE Section 3 export authorizations. Moreover, this restructuring does not entail any changes to the terms of the authorizations, only to the identity of the entity that holds these authorizations.

This Statement describes a transfer of authorizations between affiliated entities as part of a restructuring of business organizations. This Application does not request authorization for any

modifications to the terms of any authorizations to export and import LNG. Moreover, the consolidation of the ownership of integrated facilities benefits the public interest. GP Products and Golden Pass LNG accordingly urge the DOE/FE promptly issue notice of authorization to amend the authorizations to reflect this restructuring.

In support of this Statement, GP Products and Golden Pass LNG respectfully state as follows:

COMMUNICATIONS

GP Products and Golden Pass LNG request that correspondence and communications regarding this Application be directed to the following persons:

Blaine Yamagata
Vice President and General Counsel
Golden Pass LNG
Three Allen Center, Suite 802
333 Clay Street,
Houston, TX 77002
(713) 860-6352
blaine.yamagata@gpterminal.com

Joel Hindman
Regulatory Manager
Golden Pass LNG
Two Post Oak Central
1980 Post Oak Blvd, Suite 2175
Houston, TX 77056
(713) 860-6345
james.j.hindman@gpterminal.com

and

Kevin M. Sweeney
Law Office of Kevin M. Sweeney
1625 K Street, NW
Suite 1100
Washington, DC 20006
(202) 609-7709 (office)
ksweeney@kmsenergylaw.com

BACKGROUND

DOE/FE Order No. 3987 granted GP Products long-term, multi-contract authorization to export up to approximately 808 billion cubic feet (“Bcf”) annually of domestically produced LNG to any country with which the United States does not have a free trade agreement (“FTA”) requiring national treatment for trade in natural gas, and with which trade is not prohibited by U.S.

law or policy (“non-FTA countries”).¹ GP Products was authorized to export LNG by vessel from facilities it would construct and operate near Sabine Pass in Jefferson County, Texas. DOE/FE Order No. 3147 granted GP Products long-term, multi-contract authorization to export up to 740 Bcf of LNG to any country with which the U.S. has an FTA that provides for the national treatment of natural gas (“FTA countries”).² The non-FTA and FTA authorized quantities are non-additive.

On December 21, 2016, the Federal Energy Regulatory Commission (“FERC”) authorized GP Products under NGA Section 3 to construct, own and operate LNG export facilities contiguous to and integrated with the existing Golden Pass LNG import terminal near Sabine Pass, Texas.³ The FERC had authorized Golden Pass LNG to construct and operate the import facilities in 2005.⁴ The import facilities were placed into service in 2011.⁵ When the LNG export facilities approved in the December 2016 Order have been completed and placed in service, the combined terminal facilities will have the capability to export or import LNG.⁶

¹ *Golden Pass Products LLC*, FE Docket No. 12-156-LNG (DOE/FE Order No. 3978)(April 25, 2017).

² *Golden Pass Products LLC*, FE Docket No. 12-88-LNG (DOE/FE Order No. 3147)(September 27, 2012).

³ *Golden Pass Products LLC and Golden Pass Pipeline LLC*, 157 FERC ¶ 61,222 (2016)(“December 2016 Order”).

⁴ The FERC authorized the construction and operation of the Golden Pass LNG import terminal in *Golden Pass LNG Terminal LP and Golden Pass Pipeline LP*, 112 FERC ¶ 61,041 (2005)(July 2005 Order). Golden Pass LNG placed the Terminal in service in 2011. However, due to changed conditions in domestic U.S. and global natural gas markets, the Golden Pass LNG Terminal has not received imports since 2011.

⁵ Golden Pass LNG did not apply to DOE/FE for long-term authorization to import LNG. In 2010, DOE/FE issued long-term authorizations to ExxonMobil LNG Supply LLC, Docket No. 10-159-LNG (DOE/FE Order No. 2898, January 5, 2011) and ConocoPhillips Company, Docket No. 10-143-LNG, (DOE/FE Order No. 2889, December 13, 2010). However, Golden Pass LNG currently has blanket authorization from DOE/FE to import up to 50 Bcf of LNG over a two-year term beginning on March 30, 2018. *Golden Pass LNG Terminal LLC*, Docket No. FE18-06-LNG (DOE/FE Order No. 4146)(January 26, 2018).

⁶ Golden Pass Pipeline LLC (“GPPL”), a natural gas company under section 2(6) of the NGA affiliated with Golden Pass LNG and GP Products,⁶ is engaged in the transportation of natural gas in interstate commerce under authorizations granted by and subject to FERC jurisdiction. As part of the Golden Pass LNG import project, the FERC authorized GPPL to construct and operate an interstate pipeline to transport up to 2.5 Bcf/d of re-vaporized imported LNG from the import terminal to interconnections with various inter- and intrastate pipelines in Texas and Louisiana for ultimate delivery in domestic U.S. markets. The

Construction of the export facilities commenced in May 2019, following a final investment decision on January 30, 2019.

CHANGE IN CONTROL

At the time GP Products filed its applications for FTA and non-FTA export authorizations in DOE/FE Docket Nos. 12-88-LNG and 12-156-LNG, respectively, it was a Delaware limited liability company owned by QTL U.S. Terminal LLC and Golden Pass LNG Terminal Investments LLC. QTL U.S. Terminal LLC, an indirectly wholly owned subsidiary of Qatar Petroleum, held a 70% equity interest in GP Products. Golden Pass LNG Terminal Investments LLC, an indirect wholly owned subsidiary of Exxon Mobil Corporation, held a 30% equity interest in GP Products.

Effective June 18, 2019, GP Products was merged with and into Golden Pass LNG.⁷ This merger was undertaken following a final investment decision to proceed with the construction of the authorized GP Products LNG export facilities described above. The owners of Golden Pass LNG and GP Products sought through this merger to restructure and consolidate the ownership of the import and export terminal facilities in a single entity, Golden Pass LNG, which will own and operate all of the terminal facilities, both export and import, and will be authorized to engage in LNG exports under NGA Section 3. This restructuring of ownership of the terminal facilities does not entail any changes to the export or import authorizations granted by DOE/FE as described above, other than to amend the entity that holds the authorizations from GP Products to Golden Pass LNG.

The merger modified the ownership of Golden Pass LNG. Present owners QTL U.S.

2016 FERC Order authorizing the construction and operation of GP Products' export facilities also authorized GPPL to modify its pipeline system to enable it to transport up to 2.5 Bcf/d of natural gas southward to the GP Products' facility for liquefaction and export.

⁷ The Certificate of Merger is Attachment A to this Statement.

Terminal and Golden Pass LNG Terminal Investments Inc. now own equity interests of 70% and 30% in the combined import and export facilities comprised in the Golden Pass LNG Terminal, including all existing LNG import facilities and, upon completion of construction, all authorized export facilities. Thus, the ownership of Golden Pass LNG is now exactly the same as the ownership of GP Products as stated in both the FTA and non-FTA applications and when the DOE/FE approved GP Products' authorizations.⁸

DOE's regulations at 10 CFR § 590.405 state that authorizations to import or export natural gas shall not be transferable or assignable unless specifically authorized by the Assistant Secretary for Fossil Energy.⁹ In applying § 590.405, DOE has indicated that a change in control of the authorization holder may occur through asset sale or stock transfer or by other means. DOE has further indicated 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 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.¹⁰

DOE/FE will publish notice of the change in control giving rise to this filing in the *Federal*

⁸ Some amendments to the Golden Pass LNG Limited Liability Company Agreement are necessary, including, among other things, to authorize Golden Pass LNG to engage in LNG exports in addition to imports.

⁹ 10 C.F.R. § 590.405 (2018)("[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").

¹⁰ *Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas*, 79 Fed. Reg. 65541, 65542 (November 5, 2014)(Notice of Procedures). The DOE Notice of Procedures states that applicants seeking simultaneously to amend long-term FTA and non-FTA authorizations to indicate a change in control may provide a single notice or statement. 79 Fed. Reg. 65542. The Notice states further that "[e]ntities . . . must file notice of changes in control no later than 30 days after such changes have been effectuated." 79 Fed. Reg. 65541, 65542. Consistent with this requirement, this Notice is filed within 30 days of June 18, 2019, the date the merger of GP Products with and into Golden Pass LNG became effective.

Register, providing interested persons 15 days after publication to intervene, protest, or answer the statement of change in control. If no interested person protests, and DOE/FE takes no action on its own motion, the amendment to the authorization will be deemed granted 30 days after publication in the *Federal Register*.

Consistent with the DOE/FE regulations, GP Products' non-FTA and FTA authorizations, and the DOE/FE Change in Control Procedures, if and to the extent necessary, Golden Pass LNG and GP Products respectfully request that DOE/FE give immediate effect to this filing and amend the authorizations issued in Order Nos. 3147 (FTA) and 3978 (non-FTA) to show that Golden Pass LNG is the authorized entity, with no need for further action.¹¹ With respect to the non-FTA authorization issued in Order No. 3978, DOE/FE should give immediate effect to the change, publish notice of the change in control in the *Federal Register* and, in the absence of timely filed protests, take no further action with respect to that authorization.

Consolidation of ownership of the integrated and interdependent Golden Pass export and import facilities in a single entity, Golden Pass LNG, will improve the administration and

¹¹ *Driftwood LNG LLC*, FE Docket No. 16-144-LNG, Response of DOE to Notice of Change in Control at 2 (July 17, 2017)(giving immediate effect upon receipt by DOE to Notice of Change in Control of existing FTA authorization); *Pentagon Energy, L.L.C.*, FE Docket No. 14-63-CNG (June 16, 2017), Response of DOE to Notice of Change in Control at 2 (giving immediate effect to Change in Control of authorization holder for export of compressed natural gas to Free Trade Agreement countries); *Commonwealth LNG, LLC (formerly Waller LNG Services, LLC d/b/a Waller Point LNG)*, FE Docket Nos. 12-152-LNG and 13-153-LNG (February 17, 2016)(authorizing change-in-control and name change to reflect purchase and sale of LNG terminal project).

Order No. 3978 states that transfers of LNG export authorizations require prior approval by the Assistant Secretary for Fossil Energy. Order No. 3978, at p. 168. However, Ordering Paragraph P of the Order requires GP Products to comply with the Notice of Change in Control Procedures, which states that “[e]ntities may file notice of changes in control before such changes have been effectuated but, in all cases, must file notice of changes in control no later than 30 days after such changes have been effectuated or 30 days after publication of this document, whichever is later, unless good cause is shown for a later filing.” 79 Fed. Reg. 65542. GP Products and Golden Pass LNG are filing this Notice within 30 days of the effective date of the June 18, 2019 effective date of the merger described above.

regulation of these facilities.¹² The transfer of authorization is administrative in nature. An existing entity approved to construct and operate LNG export facilities is merged into an affiliated existing entity approved to engage in the ownership and operation of LNG import facilities, as part of several complex, integrated transactions and restructuring activities. All of these activities are intended to facilitate the export of LNG to non-FTA and FTA countries, which the DOE/FE has found to be in the public interest.

WHEREFORE, for the foregoing reasons, GP Products and Golden Pass LNG submit this Statement of Change in Control to restructure ownership of the corporate entity authorized in the referenced proceedings to engage in the exportation from and importation to the U.S. of LNG. GP Products and Golden Pass LNG request that DOE/FE give immediate effect to this filing and amend the authorizations issued in DOE/FE Order Nos. 3147 and 3978 to reflect that Golden Pass LNG is the authorized entity, with no need for further action.

Respectfully submitted,

Blaine Yamagata
Vice President and General Counsel
Golden Pass LNG
Three Allen Center, Suite 802
333 Clay Street,
Houston, TX 77002

/s/ Kevin M. Sweeney
Kevin M. Sweeney
Law Office of Kevin M. Sweeney
1625 K Street, NW, Suite 1100
Washington, DC 20006
(202) 609-7709
ksweeney@kmsenergylaw.com

***Counsel for
Golden Pass LNG LLC
Golden Pass Products LLC***

July 17, 2019

¹² In an order issued on December 20, 2018, the FERC authorized the transfer of GP Products' authorization under Section 3 of the Natural Gas Act to site, construct and operate the approved LNG terminal export facilities to Golden Pass LNG. *Golden Pass LNG Terminal LLC*, FERC Docket No. CP19-20-000, 165 FERC ¶ 61,261 (2018).

ATTACHMENT: CERTIFICATE OF MERGER

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GOLDEN PASS PRODUCTS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GOLDEN PASS LNG TERMINAL LLC" UNDER THE NAME OF "GOLDEN PASS LNG TERMINAL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2019, AT 11:14 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3726273 8100M
SR# 20195499006

Authentication: 203046043
Date: 06-18-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is

Golden Pass LNG Terminal LLC

and the name of the limited liability company being merged into this surviving limited liability company is Golden Pass Products LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is

Golden Pass LNG Terminal LLC

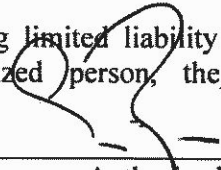
FOURTH: The merger is to become effective on June 18, 2019.

FIFTH: The Agreement of Merger is on file at 333 Clay Street
Suite 800, Houston, TX 77002

the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 18th day of June, A.D., 2019.

By: 
Authorized Person

Name: Sean Ryan
Print or Type

Title: Authorized Person

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 Washington, DC, this 17th day of July, 2019.

/s/ Kevin M. Sweeney
Kevin M. Sweeney
Law Office of Kevin M. Sweeney
1625 K Street, NW, Suite 1100
Washington, DC 20006
(202) 609-7709
ksweeney@kmsenergylaw.com