UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2021

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-36842

NEXTDECADE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	**46-5723951**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1000 Louisiana Street, Suite 3900, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

(713) 574-1880
(Registrant’s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	**Trading Symbol**	**Name of each exchange on which registered:**
Common Stock, $0.0001 par value	NEXT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 28, 2021, the issuer had 122,493,653 shares of common stock outstanding.

NEXTDECADE CORPORATION

FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2021

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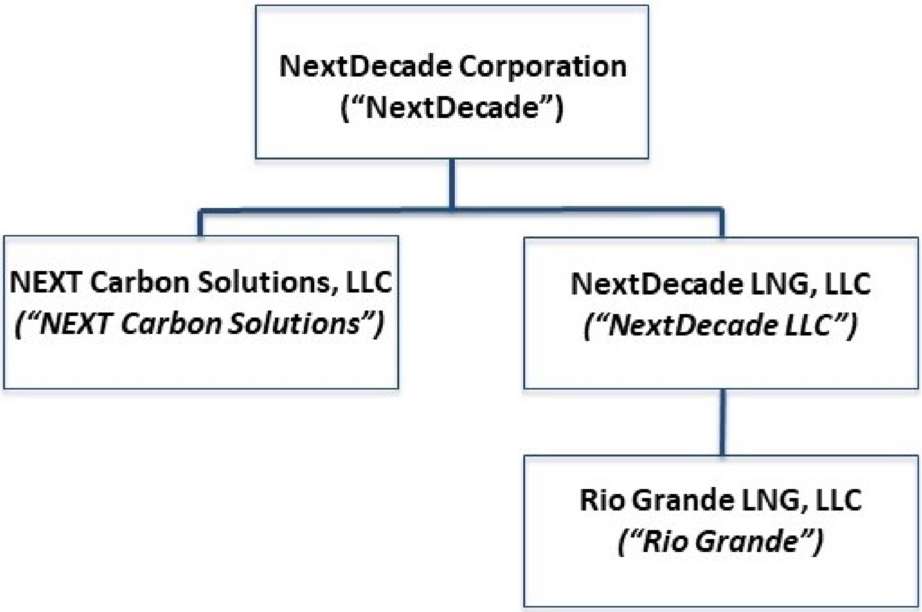
Organizational Structure

The following diagram depicts our abbreviated organizational structure as of June 30, 2021 with references to the names of certain entities discussed in this Quarterly Report on Form 10-Q.



Unless the context requires otherwise, references to "NextDecade," the "Company," "we," "us" and "our" refer to NextDecade Corporation (NASDAQ: NEXT) and its consolidated subsidiaries.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

NextDecade Corporation
Consolidated Balance Sheets
(in thousands, except per share data)
(unaudited)

	June 30, 2021	December 31, 2020
Assets		
Current assets		
Cash and cash equivalents	$ 40,595	$ 22,608
Prepaid expenses and other current assets	763	670
Total current assets	41,358	23,278
Property, plant and equipment, net	168,176	161,662
Operating lease right-of-use assets, net	860	429
Other non-current assets, net	18,695	16,299
Total assets	$ 229,089	$ 201,668
Liabilities, Convertible Preferred Stock and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 200	$ 207
Share-based compensation liability	182	182
Accrued liabilities and other current liabilities	4,277	1,032
Current common stock warrant liabilities	9,168	3,290
Current operating lease liabilities	504	432
Total current liabilities	14,331	5,143
Non-current common stock warrant liabilities	3,068	874
Non-current operating lease liabilities	333	—
Other non-current liabilities	23,000	22,916
Total liabilities	40,732	28,933
Commitments and contingencies (Note 12)		
Series A Convertible Preferred Stock, $1,000 per share liquidation preference Issued and outstanding: 69,477 shares and 65,507 shares at June 30, 2021 and December 31, 2020, respectively	59,509	55,522
Series B Convertible Preferred Stock, $1,000 per share liquidation preference Issued and outstanding: 66,396 shares and 62,612 shares at June 30, 2021 and December 31, 2020, respectively	60,549	56,781
Series C Convertible Preferred Stock, $1,000 per share liquidation preference Issued and outstanding: 35,190 shares and no shares at June 30, 2021 and December 31, 2020, respectively	33,173	—
Stockholders' equity		
Common stock, $0.0001 par value Authorized: 480.0 million shares at June 30, 2021 and December 31, 2020 Issued and outstanding: 118.5 million shares and 117.8 million shares at June 30, 2021 and December 31, 2020, respectively	12	12
Treasury stock: 300,493 shares and 249,742 shares at June 30, 2021 and December 31, 2020, respectively, at cost	(1,171)	(1,031)
Preferred stock, $0.0001 par value Authorized: 0.8 million, after designation of the Convertible Preferred Stock Issued and outstanding: none at June 30, 2021 and December 31, 2020	—	—
Additional paid-in-capital	199,553	209,481
Accumulated deficit	(163,268)	(148,030)
Total stockholders' equity	35,126	60,432
Total liabilities, convertible preferred stock and stockholders' equity	$ 229,089	$ 201,668

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NextDecade Corporation
Consolidated Statements of Operations
(in thousands, except per share data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
Revenues	$ —	$ —	$ —	$ —
Operating expenses				
General and administrative expense	6,533	4,700	7,903	11,515
Land option and lease expense	234	447	438	858
Depreciation expense	45	64	93	80
Total operating expenses	6,812	5,211	8,434	12,453
Total operating loss	(6,812)	(5,211)	(8,434)	(12,453)
Other income (expense)				
(Loss) gain on common stock warrant liabilities	(4,768)	(565)	(6,806)	7,774
Loss on redemption of investment securities	—	—	—	(412)
Interest income, net	—	2	2	235
Other	—	—	—	(16)
Total other (expense) income	(4,768)	(563)	(6,804)	7,581
Net loss attributable to NextDecade Corporation	(11,580)	(5,774)	(15,238)	(4,872)
Preferred stock dividends	(3,876)	(3,509)	(7,751)	(6,952)
Deemed dividends on Series A Convertible Preferred Stock	(15)	(21)	(31)	(97)
Net loss attributable to common stockholders	$ (15,471)	$ (9,304)	$ (23,020)	$ (11,921)
Net loss per common share - basic and diluted	$ (0.13)	$ (0.08)	$ (0.19)	$ (0.10)
Weighted average shares outstanding - basic and diluted	118,382	117,388	118,322	117,370

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NextDecade Corporation
Consolidated Statement of Stockholders' Equity and Convertible Preferred Stock
(in thousands)
(unaudited)

For the Three Months Ended June 30, 2021

	Common Stock		Treasury Stock							
	Shares	Par Value Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Series A Convertible Preferred Stock	Series B Convertible Preferred Stock	Series C Convertible Preferred Stock
Balance at March 31, 2021	118,342	$ 12	269	$ (1,075)	$ 202,176	$ (151,688)	$ 49,425	$ 57,516	$ 58,665	$ 23,629
Share-based compensation	—	—	—	—	1,268	—	1,268	—	—	—
Restricted stock vesting	171	—	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(31)	—	31	(96)	—	—	(96)	—	—	—
Issuance of Series C Convertible Preferred Stock	—	—	—	—	—	—	—	—	—	9,544
Preferred stock dividends	—	—	—	—	(3,876)	—	(3,876)	1,978	1,884	—
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(15)	—	(15)	15	—	—
Net loss	—	—	—	—	—	(11,580)	(11,580)	—	—	—
Balance at June 30, 2021	118,482	$ 12	300	$ (1,171)	$ 199,553	$ (163,268)	$ 35,126	$ 59,509	$ 60,549	$ 33,173

For the Six Months Ended June 30, 2021

	Common Stock		Treasury Stock							
	Shares	Par Value Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Series A Convertible Preferred Stock	Series B Convertible Preferred Stock	Series C Convertible Preferred Stock
Balance at December 31, 2020	117,829	$ 12	249	$ (1,031)	$ 209,481	$ (148,030)	$ 60,432	$ 55,522	$ 56,781	$ —
Share-based compensation	—	—	—	—	(2,146)	—	(2,146)	—	—	—
Restricted stock vesting	305	—	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(51)	—	51	(140)	—	—	(140)	—	—	—
Stock dividend	399	—	—	—	—	—	—	—	—	—
Issuance of Series C Convertible Preferred Stock	—	—	—	—	—	—	—	—	—	33,173
Preferred stock dividends	—	—	—	—	(7,751)	—	(7,751)	3,956	3,768	—
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(31)	—	(31)	31	—	—
Net loss	—	—	—	—	—	(15,238)	(15,238)	—	—	—
Balance at June 30, 2021	118,482	$ 12	300	$ (1,171)	$ 199,553	$ (163,268)	$ 35,126	$ 59,509	$ 60,549	$ 33,173

The accompanying notes are an integral part of these unaudited consolidated financial statements.

	For the Three Months Ended June 30, 2020								
	Common Stock		Treasury Stock					Series A	Series B
	Shares	Par Value Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Convertible Preferred Stock	Convertible Preferred Stock
Balance at March 31, 2020	117,388	$ 12	148	$ (742)	$ 218,972	$ (132,799)	85,443	$ 49,917	$ 51,487
Share-based compensation	—	—	—	—	365	—	365	—	—
Restricted stock vesting	134	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(30)	—	30	(54)	—	—	(54)	—	—
Preferred stock dividends	—	—	—	—	(3,509)	—	(3,509)	1,789	1,705
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(21)	—	(21)	21	—
Net loss	—	—	—	—	—	(5,774)	(5,774)	—	—
Balance at June 30, 2020	117,492	$ 12	178	$ (796)	$ 215,807	$ (138,573)	$ 76,450	$ 51,727	$ 53,192

	For the Six Months Ended June 30, 2020								
	Common Stock		Treasury Stock					Series A	Series B
	Shares	Par Value Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Convertible Preferred Stock	Convertible Preferred Stock
Balance at December 31, 2019	117,329	$ 12	137	$ (685)	$ 224,091	$ (133,701)	89,717	$ 48,084	$ 49,814
Share-based compensation	—	—	—	—	(1,235)	—	(1,235)	—	—
Restricted stock vesting	204	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(41)	—	41	(111)	—	—	(111)	—	—
Preferred stock dividends	—	—	—	—	(6,952)	—	(6,952)	3,546	3,378
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(97)	—	(97)	97	—
Net loss	—	—	—	—	—	(4,872)	(4,872)	—	—
Balance at June 30, 2020	117,492	$ 12	178	$ (796)	$ 215,807	$ (138,573)	$ 76,450	$ 51,727	$ 53,192

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NextDecade Corporation.
Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Operating activities:		
Net loss attributable to NextDecade Corporation	$ (15,238)	$ (4,872)
Adjustment to reconcile net loss to net cash used in operating activities		
Depreciation	93	80
Share-based compensation expense (forfeiture)	(2,862)	(1,596)
Loss (gain) on common stock warrant liabilities	6,806	(7,774)
Realized loss on investment securities	—	423
Amortization of right-of-use assets	281	655
Amortization of other non-current assets	708	688
Changes in operating assets and liabilities:		
Prepaid expenses	(114)	(17)
Accounts payable	(9)	(384)
Operating lease liabilities	(307)	(502)
Accrued expenses and other liabilities	2,942	(5,483)
Net cash used in operating activities	(7,700)	(18,782)
Investing activities:		
Acquisition of property, plant and equipment	(5,481)	(28,163)
Acquisition of other non-current assets	(3,104)	(7,857)
Proceeds from sale of investment securities	—	61,972
Purchase of investment securities	—	(188)
Net cash (used in) provided by investing activities	(8,585)	25,764
Financing activities:		
Proceeds from sale of Rio Bravo	—	15,000
Proceeds from sale of Series C Convertible Preferred Stock	34,500	—
Preferred stock dividends	(27)	(28)
Equity issuance costs	(61)	—
Shares repurchased related to share-based compensation	(140)	(111)
Net cash provided by financing activities	34,272	14,861
Net increase in cash and cash equivalents	17,987	21,843
Cash and cash equivalents – beginning of period	22,608	15,736
Cash and cash equivalents – end of period	$ 40,595	$ 37,579
Non-cash investing activities:		
Accounts payable for acquisition of property, plant and equipment	$ 18	$ 342
Accrued liabilities for acquisition of property, plant and equipment	975	529
Pipeline assets obtained in exchange for other non-current liabilities	84	—
Non-cash financing activities:		
Paid-in-kind dividends on Series A and Series B Convertible Preferred Stock	7,724	6,924
Accretion of deemed dividends on Series A Convertible Preferred Stock	31	97

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NextDecade Corporation
Notes to Consolidated Financial Statements
(unaudited)

Note 1 — Background and Basis of Presentation

NextDecade Corporation engages in development activities related to the liquefaction and sale of liquefied natural gas ("LNG") and the reduction of CO_2 emissions. We have focused and continue to focus our development activities on the Rio Grande LNG terminal facility at the Port of Brownsville in southern Texas (the "Terminal") and a carbon capture and storage project at the Terminal (the "CCS project").

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and disclosures required by GAAP for complete financial statements and should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2020. In our opinion, all adjustments, consisting only of normal recurring items, which are considered necessary for a fair presentation of the unaudited consolidated financial statements, have been included. The results of operations for the three months ended June 30, 2021 are not necessarily indicative of the operating results for the full year.

Note 2 — Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Prepaid subscriptions	$ 383	$ 29
Prepaid insurance	60	314
Prepaid marketing and sponsorships	60	60
Other	260	267
Total prepaid expenses and other current assets	$ 763	$ 670

Note 3 — Sale of Equity Interests in Rio Bravo

On March 2, 2020, NextDecade LLC closed the transactions (the "Closing") contemplated by that certain Omnibus Agreement, dated February 13, 2020, with Spectra Energy Transmission II, LLC, a wholly owned subsidiary of Enbridge Inc. ("Buyer"), pursuant to which NextDecade LLC sold one hundred percent of the equity interests (the "Equity Interests") in Rio Bravo Pipeline Company, LLC ("Rio Bravo") to Buyer for consideration of approximately $19.4 million. Buyer paid $15.0 million of the Purchase Price to NextDecade LLC at the Closing and the remainder will be paid within five business days after the date that Rio Grande has received, after a final positive investment decision, the initial funding of financing for the development, construction and operation of the Terminal. Rio Bravo is developing a proposed interstate natural gas pipeline (the "Pipeline") to supply natural gas to the Terminal. In connection with the Closing, Rio Grande LNG Gas Supply LLC, an indirect wholly-owned subsidiary of the Company ("Rio Grande Gas Supply"), entered into (i) a Precedent Agreement for Firm Natural Gas Transportation Service for the Rio Bravo Pipeline (the "RBPL Precedent Agreement") with Rio Bravo and (ii) a Precedent Agreement for Natural Gas Transportation Service (the "VCP Precedent Agreement") with Valley Crossing Pipeline, LLC ("VCP"). VCP and, as of the Closing, Rio Bravo are wholly owned subsidiaries of Enbridge Inc. The Valley Crossing Pipeline is owned and operated by VCP.

Pursuant to the RBPL Precedent Agreement, Rio Bravo agreed to provide Rio Grande Gas Supply with firm natural gas transportation services on the Pipeline in a quantity sufficient to match the full operational capacity of each proposed liquefaction train of the Terminal. Rio Bravo's obligation to construct, install, own, operate and maintain the Pipeline is conditioned on its receipt, no later than December 31, 2023, of notice that Rio Grande Gas Supply or its affiliate has issued a full notice to proceed to the engineering, procurement and construction contractor (the "EPC Contractor") for the construction of the Terminal. Under the RBPL Precedent Agreement, in consideration for the provision of such firm transportation services, Rio Bravo will be remunerated on a dollar-per-dekatherm, take-or-pay basis, subject to certain adjustments, over a term of at least twenty years, all in compliance with the federal and state authorizations associated with the Pipeline.

Pursuant to the VCP Precedent Agreement, VCP agreed to provide Rio Grande Gas Supply with natural gas transportation services on the Valley Crossing Pipeline in a quantity sufficient to match the commissioning requirements of each proposed liquefaction train of the Terminal. VCP's obligation to construct, install, own, operate and maintain the necessary interconnection to the Terminal and the Pipeline is conditioned on its receipt, no later than December 31, 2023, of notice that Rio Grande Gas Supply or its affiliate has issued a full notice to proceed to the EPC Contractor for the construction of the Terminal. VCP will be responsible, at its sole cost and expense, to construct, install, own, operate and maintain the tap, riser and valve facilities (the "VCP Transporter Facilities"), which shall connect to Rio Grande Gas Supply's custody transfer meter and such other facilities as necessary in order for the Terminal to receive gas from the VCP Transporter Facilities (the "Rio Grande Gas Supply Facilities"). Rio Grande Gas Supply will be responsible, at its sole cost and expense, to construct, install, own, operate and maintain the Rio Grande Gas Supply Facilities. Under the VCP Precedent Agreement, in consideration for the provision of the commissioning transportation services, VCP will be remunerated on the same dollar-per-dekatherm, take-or-pay basis as set forth in the RBPL Precedent Agreement for the duration of such commissioning services, all in compliance with the federal and state authorizations associated with the Valley Crossing Pipeline.

If Rio Grande or its affiliate fails to issue a full notice to proceed to the EPC Contractor on or prior to December 31, 2023, Buyer has the right to sell the Equity Interests back to NextDecade LLC and NextDecade LLC has the right to repurchase the Equity Interests from Buyer, in each case at a price not to exceed $23 million. Accordingly, the proceeds from the sale of the Equity Interests and additional costs incurred by Buyer are presented as a non-current liability and the assets of Rio Bravo have not been de-recognized in the consolidated balance sheet at June 30, 2021.

Note 4 — Property, Plant and Equipment

Property, plant and equipment consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Fixed Assets		
Computers	$ 487	$ 487
Furniture, fixtures, and equipment	464	464
Leasehold improvements	101	101
Total fixed assets	1,052	1,052
Less: accumulated depreciation	(753)	(660)
Total fixed assets, net	299	392
Project Assets (not placed in service)		
Terminal	146,776	140,253
Pipeline	21,101	21,017
Total Terminal and Pipeline assets	167,877	161,270
Total property, plant and equipment, net	$ 168,176	$ 161,662

Depreciation expense was $45 thousand and $64 thousand for the three months ended June 30, 2021 and 2020, respectively, and $93 thousand and $80 thousand for the six months ended June 30, 2021 and 2020, respectively.

Note 5 — Leases

Our leased assets primarily consist of office space and land sites.

Operating lease right-of-use assets are as follows (in thousands):

	June 30, 2021	December 31, 2020
Office leases	$ 860	$ 429
Total operating lease right-of-use assets, net	$ 860	$ 429

Operating lease liabilities are as follows (in thousands):

	June 30, 2021	December 31, 2020
Office leases	$ 504	$ 432
Total current lease liabilities	$ 504	$ 432
Non-current office leases	333	—
Total lease liabilities	$ 837	$ 432

Operating lease expense is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Office leases	$ 164	$ 248	$ 314	$ 453
Land leases	—	112	—	219
Total operating lease expense	164	360	314	672
Short-term lease expense	70	86	124	177
Land option expense	—	1	—	9
Total land option and lease expense	$ 234	$ 447	$ 438	$ 858

Maturity of operating lease liabilities as of June 30, 2021 are as follows (in thousands, except lease term and discount rate):

2021 (remaining)	$ 228
2022	690
2023	—
2024	—
2025	—
Thereafter	—
Total undiscounted lease payments	918
Discount to present value	(81)
Present value of lease liabilities	$ 837
Weighted average remaining lease term - years	1.4
Weighted average discount rate - percent	12.0

Other information related to our operating leases is as follows (in thousands):

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Cash paid for amounts included in the measurement of operating lease liabilities:		
Cash flows from operating activities	$ 452	$ 461
Noncash right-of-use assets recorded for operating lease liabilities:		
In exchange for new operating lease liabilities during the period	712	605

Note 6 — Other Non-Current Assets

Other non-current assets consisted of the following (in thousands)

	June 30, 2021	December 31, 2020
Permitting costs(1)	$ 7,409	$ 7,385
Enterprise resource planning system, net	1,097	1,805
Rio Grande Site Lease initial direct costs	10,189	7,109
Total other non-current assets, net	$ 18,695	$ 16,299

(1) Permitting costs primarily represent costs incurred in connection with permit applications to the United States Army Corps of Engineers and the U.S. Fish and Wildlife Service for mitigation measures for potential impacts to wetlands and habitat that may be caused by the construction of the Terminal and the Pipeline.

Note 7 — Accrued Liabilities and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Employee compensation expense	$ 2,604	$ 14
Terminal costs	975	650
Accrued legal services	154	5
Other accrued liabilities	544	363
Total accrued liabilities and other current liabilities	$ 4,277	$ 1,032

Note 8 – Preferred Stock and Common Stock Warrants

Preferred Stock

In August 2018, we sold an aggregate of 50,000 shares of Series A Convertible Preferred Stock, par value $0.0001 per share (the “Series A Preferred Stock), at $1,000 per share for an aggregate purchase price of $50 million and we issued an additional 1,000 shares of Series A Preferred Stock in aggregate as origination fees to the purchasers of the Series A Preferred Stock.

In September 2018, we sold an aggregate of 29,055 shares of Series B Convertible Preferred Stock, par value $0.0001 per share (the “Series B Preferred Stock”), at $1,000 per share for an aggregate purchase price of $29.055 million and we issued an additional 581 shares of Series B Preferred Stock in aggregate as origination fees to the purchasers of the Series B Preferred Stock.

In May 2019, we sold an aggregate of 20,945 shares of Series B Preferred Stock at $1,000 per share for an aggregate purchase price of $20.945 million and we issued an additional 418 shares of Series B Preferred Stock in aggregate as origination fees to the purchasers of such shares of Series B Preferred Stock.

In March 2021, we sold an aggregate of 24,500 shares of Series C Convertible Preferred Stock, par value $0.0001 per share (the “Series C Preferred Stock” and, together with the Series A Preferred Stock and the Series B Preferred Stock, the “Convertible Preferred Stock”), at $1,000 per share for an aggregate purchase price of $24.5 million and we issued an additional 490 shares of Series C Preferred Stock in aggregate as origination fees to the purchasers of the Series C Preferred Stock.

In April 2021, we sold 10,000 shares of Series C Preferred Stock, at $1,000 per share for a purchase price of $10 million and we issued an additional 200 shares of Series C Preferred Stock as an origination fee to the purchaser of the Series C Preferred Stock.

Warrants, exercisable for Company common stock, were issued together with the shares of Convertible Preferred Stock (collectively, “Common Stock Warrants”).

The shares of Convertible Preferred Stock bear dividends at a rate of 12% per annum, which are cumulative and accrue daily from the respective dates of issuance on the $1,000 stated value. Such dividends are payable quarterly and may be paid in cash or in-kind. During the six months ended June 30, 2021 and 2020, the Company paid-in-kind $7.7 million and $6.9 million of dividends, respectively, to the holders of the Convertible Preferred Stock. On July 7, 2021, the Company declared dividends to the holders of the Convertible Preferred Stock as of the close of business on June 15, 2021. On July 15, 2021, the Company paid-in-kind $5.2 million of dividends to the holders of the Convertible Preferred Stock.

As of June 30, 2021, shares of Series A Preferred Stock and Series B Preferred Stock were convertible into shares of common stock at a conversion price of $6.65 per share and shares of Series C Preferred Stock were convertible into shares of common stock at a conversion price of $2.96 per share.

Initial Fair Value Allocation

Net proceeds from the sales of Series C Preferred Stock were allocated on a fair value basis to the warrants issued together with the shares of the Series C Preferred Stock and on a relative fair value basis to the Series C Preferred Stock. The allocation of net cash proceeds from the sale of Series C Preferred Stock is as follows (in thousands):

		Allocation of Proceeds	
		Series C Warrants	Series C Preferred Stock
Gross proceeds	$ 34,500		
Equity issuance costs	61		
Net proceeds - Initial Fair Value Allocation	$ 34,439	$ 1,266	$ 33,173
Per balance sheet upon issuance		$ 1,266	$ 33,173

Common Stock Warrants

The Company revalues the Common Stock Warrants at each balance sheet date and recognized losses of $4.8 million and $0.6 million during the three months ended June 30, 2021 and 2020, respectively, and a loss of $6.8 million and a gain of $7.8 million during the six months ended June 30, 2021 and 2020, respectively. The Common Stock Warrant liabilities are included in Level 3 of the fair value hierarchy.

The Company used a Monte Carlo simulation model to estimate the fair value of the Common Stock Warrants using the following assumptions:

	June 30, 2021	December 31, 2020
Stock price	$ 4.13	$ 2.09
Exercise price	$ 0.01	$ 0.01
Risk-free rate	0.1%	0.1%
Volatility	58.4%	58.6%
Term (years)	0.9	0.8

Beneficial Conversion Feature

ASC 470-20-20 – Debt – Debt with conversion and Other Options (“ASC 470-20”) defines a beneficial conversion feature (“BCF”) as a nondetachable conversion feature that is in the money at the issuance date. The Company was required by ASC 470-20 to allocate a portion of the proceeds from the Series A Preferred Stock equal to the intrinsic value of the BCF to additional paid-in capital. We are recording the accretion of the $2.5 million Series A Preferred Stock discount attributable to the BCF as a deemed dividend using the effective yield method over the period prior to the expected conversion date.

Note 9 — Net Loss Per Share

The following table (in thousands, except for loss per share) reconciles basic and diluted weighted average common shares outstanding for each of the three and six months ended June 30, 2021 and 2020:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Weighted average common shares outstanding:				
Basic	118,382	117,388	118,322	117,370
Dilutive unvested stock, convertible preferred stock, Common Stock Warrants and IPO Warrants	—	—	—	—
Diluted	118,382	117,388	118,322	117,370
Basic and diluted net loss per share attributable to common stockholders	$ (0.13)	$ (0.08)	$ (0.19)	$ (0.10)

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Potentially dilutive securities not included in the diluted net loss per share computations because their effect would have been anti-dilutive were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Unvested stock (1)	1,555	930	1,453	1,034
Convertible preferred stock	27,129	16,380	26,380	16,143
Common Stock Warrants	2,873	1,971	2,474	1,967
IPO Warrants(2)	12,082	12,082	12,082	12,082
Total potentially dilutive common shares	43,639	31,363	42,389	31,226

(1) Does not include 2.6 million shares for each of the three and six months ended June 30, 2021 and 3.0 million shares for each of the three and six months ended June 30, 2020, of unvested stock because the performance conditions had not yet been satisfied as of June 30, 2021 and 2020, respectively.

(2) The IPO Warrants were issued in connection with our initial public offering in 2015. The IPO Warrants are exercisable at a price of $11.50 per share and expire on July 24, 2022. The Company may redeem the IPO Warrants at a price of $0.01 per IPO Warrant upon 30 days' notice only if the last sale price of our common stock is at least $17.50 per share for any 20 trading days within a 30 trading day period. If the Company redeems the IPO Warrants in this manner, the Company will have the option to do so on a cashless basis with the issuance of an economically equivalent number of shares of Company common stock.

Note 10 — Share-based Compensation

We have granted shares of Company common stock and restricted Company common stock to employees, consultants and non-employee directors under our 2017 Omnibus Incentive Plan, as amended (the "2017 Plan"), and in connection with our special meeting of stockholders held on July 24, 2017.

Total share-based compensation consisted of the following (in thousands):

	Three months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Share-based compensation:				
Equity awards	$ 1,268	$ 365	$ (2,146)	$ (1,235)
Liability awards	—	—	—	—
Total share-based compensation	1,268	365	(2,146)	(1,235)
Capitalized share-based compensation	(401)	(101)	(716)	(361)
Total share-based compensation expense	$ 867	$ 264	$ (2,862)	$ (1,596)

Note 11 — Income Taxes

Due to our cumulative loss position, we have established a full valuation allowance against our deferred tax assets at June 30, 2021 and December 31, 2020. Due to our full valuation allowance, we have not recorded a provision for federal or state income taxes during either of the three and six months ended June 30, 2021 or 2020.

In response to the global pandemic related to COVID-19, President Trump signed into law the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") on March 27, 2020 and the Consolidated Appropriations Act, 2021 (the "CAA") on December 27, 2020. The CARES Act and the CAA provide numerous relief provisions for corporate taxpayers, including modification of the utilization limitations on NOLs, favorable expansions of the deduction for business interest expense under Internal Revenue Code Section 163(j), and the ability to accelerate timing of refundable alternative minimum tax credits. For the three and six months ended June 30, 2021, there were no material tax impacts to our consolidated financial statements from the CARES Act, the CAA or other COVID-19 measures. The Company continues to monitor additional guidance issued by the U.S. Treasury Department, the Internal Revenue Service and others.

Note 12 — Commitments and Contingencies

Rio Grande Site Lease

On March 6, 2019, Rio Grande entered into a lease agreement (the "Rio Grande Site Lease") with the Brownsville Navigation District of Cameron County, Texas ("BND") for the lease by Rio Grande of approximately 984 acres of land situated in Brownsville, Cameron County, Texas for the purposes of constructing, operating, and maintaining (i) a liquefied natural gas facility and export terminal and (ii) gas treatment and gas pipeline facilities.

On April 30, 2020, Rio Grande and the BND amended the Rio Grande Site Lease (the "Rio Grande Site Lease Amendment") to extend the effective date for commencing the Rio Grande Site Lease to May 6, 2021 (the "Effective Date"). The Rio Grande Site Lease Amendment further provides that Rio Grande has the right, exercisable in its sole discretion, to extend the Effective Date to May 6, 2022 by providing the BND with written notice of its election no later than the close of business on the Effective Date. On April 28, 2021, Rio Grande delivered a notice to the Port of Brownsville electing to extend the Effective Date of the Rio Grande Site Lease Amendment to May 6, 2022.

In connection with the Rio Grande Site Lease Amendment, Rio Grande is committed to pay approximately $1.5 million per quarter to the BND through the earlier of the Effective Date and lease commencement.

Obligation under LNG Sale and Purchase Agreement

In March 2019, we entered into a 20-year sale and purchase agreement (the “SPA”) with Shell NA LNG LLC (“Shell”) for the supply of approximately two million tonnes per annum of liquefied natural gas from the Terminal. Pursuant to the SPA, Shell will purchase LNG on a free-on-board (“FOB”) basis starting from the date the first liquefaction train of the Terminal that is commercially operable, with approximately three-quarters of the purchased LNG volume indexed to Brent and the remaining volume indexed to domestic United States gas indices, including Henry Hub.

In the first quarter of 2020, pursuant to the terms of the SPA, the SPA became effective upon the conditions precedent in the SPA being satisfied or waived. The SPA obligates Rio Grande to deliver the contracted volumes of LNG to Shell at the FOB delivery point, subject to the first liquefaction train at the Terminal being commercially operable.

Legal Proceedings

From time to time the Company may be subject to various claims and legal actions that arise in the ordinary course of business. As of June 30, 2021, management is not aware of any claims or legal actions that, separately or in the aggregate, are likely to have a material adverse effect on the Company’s financial position, results of operations or cash flows, although the Company cannot guarantee that a material adverse effect will not occur.

Note 13 — Recent Accounting Pronouncements

The following table provides a brief description of recent accounting standards that have not been adopted by the Company as of June 30, 2021:

Standard	Description	Expected Date of Adoption	Effect on our Consolidated Financial Statements or Other Significant Matters
ASU 2020-06, Accounting for Convertible Instruments and Contracts in Entity's Own Equity *(Subtopic 815-40)*	This standard requires entities to provide expanded disclosures about the terms and features of convertible instruments. For convertible instruments, the instruments primarily affected are those issued with beneficial conversion features or cash conversion features because the accounting models for those specific features are removed.	January 1, 2022	We are currently evaluating the effect of this standard on our Consolidated Financial Statements.

Note 14 — Subsequent Events

Series C Preferred Stock

On July 30, 2021, pursuant to the Series C Convertible Preferred Stock Agreement, dated as of July 30, 2021, by and between the Company and TEP Next Decade, LLC, an affiliate of Energy & Power Transition Partners, LLC (“TEP”), the Company issued to TEP (i) 5,000 shares of Series C Preferred Stock at $1,000 per share for a purchase price of $5 million, (ii) an additional 100 shares of Series C Preferred Stock as an origination fee and (iii) warrants representing the right to acquire in the aggregate a number of shares of the Company's common stock equal to approximately 7.1 basis points (.071%) of all outstanding shares of common stock, measured on a fully diluted basis, on the exercise date for an exercise price of $0.01 per share.

The Company has evaluated subsequent events through August 2, 2021, the date the financial statements were issued. Any material subsequent events that occurred during this time have been properly recognized and/or disclosed in these financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact contained in this Quarterly Report on Form 10-Q, including statements regarding our future results of operations and financial position, strategy and plans, and our expectations for future operations, are forward-looking statements. The words "anticipate," "contemplate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "might," "will," "would," "could," "should," "can have," "likely," "continue," "design" and other words and terms of similar expressions, are intended to identify forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, strategy, short-term and long-term business operations and objectives and financial needs.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, actual results could differ from those expressed in our forward-looking statements. Our future financial position and results of operations, as well as any forward-looking statements are subject to change and inherent risks and uncertainties, including those described in the section titled "Risk Factors" in our most recent Annual Report on Form 10-K. You should consider our forward-looking statements in light of a number of factors that may cause actual results to vary from our forward-looking statements including, but not limited to:

- our progress in the development of our liquefied natural gas ("LNG") liquefaction and export projects and the timing of that progress;
- our final investment decision ("FID") in the construction and operation of a LNG terminal at the Port of Brownsville in southern Texas (the "Terminal") and the timing of that decision;
- the successful completion of the Terminal by third-party contractors and a pipeline to supply gas to the Terminal being developed by a third-party;
- our ability to develop the carbon capture and storage project at the Terminal (the "CCS project") to reduce carbon emissions from the Terminal;
- our ability to secure additional debt and equity financing in the future to complete the Terminal;
- our ability to secure additional debt and equity financing in the future to complete the CCS project, if implemented;
- the accuracy of estimated costs for the Terminal;
- the accuracy of estimated costs for the CCS project;
- statements that the Terminal and the CCS project, when completed, will have certain characteristics, including amounts of liquefaction capacities and amount of CO_2 reduction;
- the development risks, operational hazards, regulatory approvals applicable to the Terminal's, the CCS project's and the third-party pipeline's construction and operations activities;
- technological innovation which may lessen our anticipated competitive advantage;
- the global demand for and price of LNG;
- the availability of LNG vessels worldwide;
- changes in legislation and regulations relating to the LNG industry, including environmental laws and regulations that impose significant compliance costs and liabilities;
- global pandemics, including the 2019 novel coronavirus ("COVID-19") pandemic, and their impact on our business and operating results, including any disruptions in our operations or development of the Terminal and the health and safety of our employees, and on our customers, the global economy and the demand for LNG;
- risks related to doing business in and having counterparties in foreign countries;
- our ability to maintain the listing of our securities on a securities exchange or quotation medium;
- changes adversely affecting the business in which we are engaged;
- management of growth;
- general economic conditions;
- our ability to generate cash;
- compliance with environmental laws and regulations; and
- the result of future financing efforts and applications for customary tax incentives.

Should one or more of the foregoing risks or uncertainties materialize in a way that negatively impacts us, or should the underlying assumptions prove incorrect, our actual results may vary materially from those anticipated in our forward-looking statements, and our business, financial condition, and results of operations could be materially and adversely affected.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are made as of the date of this Quarterly Report on Form 10-Q. You should not rely upon forward-looking statements as predictions of future events. In addition, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements.

Except as required by applicable law, we do not undertake any obligation to publicly correct or update any forward-looking statements. All forward-looking statements attributable to us are expressly qualified in their entirety by these cautionary statements as well as others made in our most recent Annual Report on Form 10-K as well as other filings we have made and will make with the Securities and Exchange Commission (the "SEC") and our public communications. You should evaluate all forward-looking statements made by us in the context of these risks and uncertainties.

Overview

NextDecade Corporation engages in development activities related to the liquefaction and sale of LNG and the reduction of CO_2 emissions, in part, through the CCS project. We have focused and continue to focus our development activities on the Terminal and recently announced our planned development of the CCS project (described further under "*Recent Developments*"). We have undertaken and continue to undertake various initiatives to evaluate, design and engineer the Terminal and the CCS project that we expect will result in demand for LNG supply at the Terminal, which would enable us to seek construction financing to develop the Terminal and the CCS project. We believe the Terminal possesses competitive advantages in several important areas, including, engineering, design, commercial, regulatory, emission reductions, and gas supply. We submitted a pre-filing request for the Terminal to the Federal Energy Regulatory Commission (the "FERC") in March 2015 and filed a formal application with the FERC in May 2016. In November 2019, the FERC issued an order authorizing the siting, construction and operation of the Terminal. We also believe we have robust commercial offtake and gas supply strategies.

Unless the context requires otherwise, references to "NextDecade," "the Company," "we," "us," and "our" refer to NextDecade Corporation and its consolidated subsidiaries.

Recent Developments

COVID-19 Pandemic and its Effect on our Business

The business environment in which we operate has been impacted by the recent downturn in the energy market as well as the outbreak of COVID-19 and its progression into a pandemic in March 2020. We have modified and may continue to modify certain business and workforce practices to protect the safety and welfare of our employees. Furthermore, we have implemented and may continue to implement certain mitigation efforts to ensure business continuity. We will continue to actively monitor the situation and may take further actions altering our business operations that we determine are in the best interests of our employees, customers, partners, suppliers, and stakeholders, or as required by federal, state, or local authorities. It is not clear what the potential effects any such alterations or modifications may have on our business, including the effects on our customers, employees, and prospects, or on our financial results for fiscal year 2021 or beyond.

NEXT Carbon Solutions

On March 18, 2021, we announced the formation of NEXT Carbon Solutions that is expected to (i) develop one of the largest CCS projects in North America at the Terminal, (ii) advance proprietary processes to lower the cost of utilizing CCS technology, (iii) help other energy companies to reduce their greenhouse gas ("GHG") emissions associated with the production, transportation, and use of natural gas and, (iv) generate high-quality, verifiable carbon offsets to support companies in their efforts to achieve net-zero emissions. NEXT Carbon Solutions' CCS project is expected to reduce permitted CO_2 emissions at the Terminal by more than 90 percent without major design changes to the Terminal.

Series C Convertible Preferred Stock Offering

In March, April and July 2021, we sold an aggregate of 39,500 shares of Series C Convertible Preferred Stock, par value $0.0001 per share (the "Series C Preferred Stock"), at $1,000 per share for an aggregate purchase price of $39.5 million and issued an additional 790 shares of Series C Preferred Stock in aggregate as origination fees. Warrants were issued together with the issuances of the Series C Preferred Stock.

For further descriptions of the Series C Preferred Stock, see Note 9 - *Preferred Stock and Common Stock Warrants* and Note 14 - *Subsequent Events*, and for additional details on the issuances of the Series C Preferred Stock and the transactions in connection therewith, please refer to our Current Reports on Form 8-K filed with the SEC on March 18, 2021, March 26, 2021, March 29, 2021 and August 2, 2021.

CCS project

On March 25, 2021, we announced the execution of a term sheet with Oxy Low Carbon Ventures ("OLCV"), a subsidiary of Occidental Petroleum Corporation, for the offtake and storage of CO_2 captured from the Terminal. Under the terms of the agreement, OLCV will offtake and transport CO_2 from the Terminal and permanently sequester it in an underground geologic formation in the Rio Grande Valley, where there is believed to be vast CO_2 storage capacity, pursuant to a CO_2 Offtake Agreement and a Sequestration and Monitoring Agreement to be negotiated by the parties.

We have partnered with Mitsubishi Heavy Industries, an experienced developer of post-combustion carbon capture technology to assist with the planned CCS project at the Terminal.

Terminal

In April 2021, we announced a joint pilot project with Project Canary for the monitoring, reporting, and independent third-party measurement and certification of the GHG intensity of LNG to be sold from the Terminal.

Rio Grande Site Lease

On March 6, 2019, Rio Grande entered into a lease agreement (the “Rio Grande Site Lease”) with the Brownsville Navigation District of Cameron County, Texas (the "BND") for the lease by Rio Grande of approximately 984 acres of land situated in Brownsville, Cameron County, Texas for the purposes of constructing, operating, and maintaining (i) a liquefied natural gas facility and export terminal and (ii) gas treatment and gas pipeline facilities.

On April 30, 2020, Rio Grande and the BND amended the Rio Grande Site Lease (the “Rio Grande Site Lease Amendment”) to extend the effective date for commencing the Rio Grande Site Lease to May 6, 2021 (the “Effective Date”). The Rio Grande Site Lease Amendment further provides that Rio Grande has the right, exercisable in its sole discretion, to extend the Effective Date to May 6, 2022 by providing the BND with written notice of its election no later than the close of business on the Effective Date.

On April 28, 2021, Rio Grande extended the Effective Date to May 6, 2022.

Liquidity and Capital Resources

Capital Resources

We have funded and continue to fund the development of the Terminal, CCS project, and general working capital needs through our cash on hand and proceeds from the issuance of equity and equity-based securities. Our capital resources consisted of approximately $40.6 million of cash and cash equivalents as of June 30, 2021.

Sources and Uses of Cash

The following table summarizes the sources and uses of our cash for the periods presented (in thousands):

	Six Months Ended June 30,	
	2021	**2020**
Operating cash flows	$ (7,700)	$ (18,782)
Investing cash flows	(8,585)	25,764
Financing cash flows	34,272	14,861
Net increase in cash and cash equivalents	17,987	21,843
Cash and cash equivalents – beginning of period	22,608	15,736
Cash and cash equivalents – end of period	$ 40,595	$ 37,579

Operating Cash Flows

Operating cash outflows during the six months ended June 30, 2021 and 2020 were $7.7 million and $18.8 million, respectively. The decrease in operating cash outflows during the six months ended June 30, 2021 compared to the six months ended June 30, 2020 was due to reduced employee costs and lease costs among other actions taken in response to the COVID-19 pandemic.

Investing Cash Flows

Investing cash outflows during the six months ended June 30, 2021 were $8.6 million and investing cash inflows during the six months ended June 30, 2020 were $25.8 million. The investing cash outflows during the six months ended June 30, 2021 were primarily the result of cash used in the development of the Terminal of $8.6 million. The investing cash inflows during the six months ended June 30, 2020 were primarily the result of the sale of $62.0 million of investment securities partially offset by cash used in the development of the Terminal of $36.0 million.

Financing Cash Flows

Financing cash inflows during the six months ended June 30, 2021 and 2020 were $34.3 million and $14.9 million, respectively. For the six months ended June 30, 2021 financing cash inflows were primarily the result of proceeds from the sale of Series C Preferred Stock. For the six months ended June 30, 2020 financing cash inflows were primarily the result of $15.0 million of proceeds from the sale of Rio Bravo.

Pre-FID Liquidity

In 2021, we expect to incur $42 million on pre-FID development activities in support of the Terminal and the CCS project. Approximately $9 million and $17 million of these costs were incurred in the three and six months ended June 30, 2021, respectively.

Capital Development Activities

We are primarily engaged in developing the Terminal and the CCS project, which may require additional capital to support further project development, engineering, regulatory approvals and compliance, and commercial activities in advance of a FID made to finance and construct the Terminal and CCS project. Even if successfully completed, the Terminal will not begin to operate and generate significant cash flows until at least several years from now. Construction of the Terminal and CCS project would not begin until, among other requirements for project financing, all required federal, state and local permits have been obtained. As a result, our business success will depend, to a significant extent, upon our ability to obtain the funding necessary to construct the Terminal and CCS project, to bring them into operation on a commercially viable basis and to finance our staffing, operating and expansion costs during that process.

We have engaged SG Americas Securities, LLC (a business unit of Société Générale) and Macquarie Capital (USA) Inc. to advise and assist us in raising capital for post-FID construction activities.

We currently expect that the long-term capital requirements for the Terminal and the CCS project will be financed predominately through project financing and proceeds from future debt and equity offerings by us. There can be no assurance that we will succeed in securing additional debt and/or equity financing in the future to complete the Terminal and CCS project or, if successful, that the capital we raise will not be expensive or dilutive to stockholders. Additionally, if these types of financing are not available, we will be required to seek alternative sources of financing, which may not be available on terms acceptable to us, if at all.

Contractual Obligations

There have been no material changes to our contractual obligations from those disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

Results of Operations

The following table summarizes costs, expenses and other income for the periods indicated (in thousands):

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2021	2020	Change	2021	2020	Change
Revenues	$ —	$ —	$ —	$ —	$ —	$ —
General and administrative expense	6,533	4,700	1,833	7,903	11,515	(3,612)
Land option and lease expense	234	447	(213)	438	858	(420)
Depreciation expense	45	64	(19)	93	80	13
Operating loss	(6,812)	(5,211)	(1,601)	(8,434)	(12,453)	4,019
(Loss) gain on common stock warrant liabilities	(4,768)	(565)	(4,203)	(6,806)	7,774	(14,580)
Loss on redemption of investment securities	—	—	—	—	(412)	412
Interest income, net	—	2	(2)	2	235	(233)
Other	—	—	—	—	(16)	16
Net loss attributable to NextDecade Corporation	(11,580)	(5,774)	(5,806)	(15,238)	(4,872)	(10,366)
Preferred stock dividends	(3,876)	(3,509)	(367)	(7,751)	(6,952)	(799)
Deemed dividends on Series A Convertible Preferred Stock	(15)	(21)	6	(31)	(97)	66
Net loss attributable to common stockholders	$ (15,471)	$ (9,304)	$ (6,167)	$ (23,020)	$ (11,921)	$ (11,099)

Our consolidated net loss was $15.5 million, or $0.13 per common share (basic and diluted), for the three months ended June 30, 2021 compared to a net loss of $9.3 million, or $0.08 per common share (basic and diluted), for the three months ended June 30, 2020. The $6.2 million increase in net loss was primarily a result of an increase in the loss on common stock warrant liabilities and an increase in general and administrative expenses.

Our consolidated net loss was $23.0 million, or $0.19 per common share (basic and diluted), for the six months ended June 30, 2021 compared to a net loss of $11.9 million, or $0.10 per common share (basic and diluted), for the six months ended June 30, 2020. The $11.1 million increase in net loss was primarily a result of an increase in the loss on common stock warrant liabilities partially offset by a decrease in general and administrative expenses.

General and administrative expense during the three months ended June 30, 2021 increased $1.8 million compared to the same period in 2020 primarily due to an increase in salaries and wages, share-based compensation expense and professional fees in the aggregate of $1.9 million. The increase in salaries and wages, share-based compensation expense and professional fees is primarily due to additional head count added during the three months ended June 30, 2021.

General and administrative expense during the six months ended June 30, 2021 decreased $3.6 million compared to the same period in 2020 primarily due to decreases in share-based compensation expense, professional fees, travel expenses and marketing and conference sponsorship costs, office expenses and marketing and promotional expenses in the aggregate of $3.7 million.

(Loss) gain on common stock warrant liabilities for the three and six months ended June 30, 2021 and 2020 is primarily due to changes in the share price of Company common stock and an increase in the number of common stock warrants outstanding with the issuance of Series C Preferred Stock.

Preferred stock dividends for the three months ended June 30, 2021 of $3.9 million consisted of dividends paid-in kind with the issuance of 1,978 additional shares of Series A Convertible Preferred Stock, par value $0.0001 per share (the “Series A Preferred Stock”), and 1,884 additional shares of Series B Convertible Preferred Stock, par value $0.0001 per share (the “Series B Preferred Stock”), compared to preferred stock dividends of $3.5 million for the three months ended June 30, 2020 that consisted of dividends paid-in kind with the issuance of 1,789 and 1,705 additional shares of Series A Preferred Stock and Series B Preferred Stock, respectively.

Preferred stock dividends for the six months ended June 30, 2021 of $7.8 million consisted of dividends paid-in kind with the issuance of 3,956 additional shares of Series A Preferred Stock and 3,768 additional shares of Series B Preferred Stock compared to preferred stock dividends of $7.0 million for the six months ended June 30, 2020 that consisted of dividends paid-in kind with the issuance of 3,546 additional shares of Series A Preferred Stock and 3,378 additional shares of Series B Preferred Stock.

Deemed dividends on the Series A Preferred Stock for the three and six months ended June 30, 2021 and 2020 represents the accretion of the beneficial conversion feature associated with the Series A Preferred Stock issued in the third quarter of 2018.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of June 30, 2021.

Summary of Critical Accounting Estimates

The preparation of our Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make certain estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. There have been no significant changes to our critical accounting estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2020.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of “our disclosure controls and procedures,” as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the fiscal quarter ended June 30, 2021. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of June 30, 2021, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the most recent fiscal quarter, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

The information presented below updates, and should be read in conjunction with, the risk factors disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Except as presented below, there were no changes to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

Technological innovation, competition or other factors may negatively impact our anticipated competitive advantage or our processes.

Our success will depend on our ability to create and maintain a competitive position in the natural gas liquefaction industry. We do not have any exclusive rights to any of the LNG technologies that we will be utilizing. In addition, the LNG technology we anticipate using in the Terminal may face competition due to the technological advances of other companies or solutions, including more efficient and cost-effective processes or entirely different approaches developed by one or more of our competitors or others.

The technology we intend to use in our carbon capture and storage project at the Terminal to reduce expected carbon dioxide emissions at the Terminal may not achieve expected results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer

The following table summarizes stock repurchases for the three months ended June 30, 2021:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share (2)	Total Number of Shares Purchased as a Part of Publicly Announced Plans	Maximum Number of Units That May Yet Be Purchased Under the Plans
April 2021	—	$ —	—	—
May 2021	14,325	2.10	—	—
June 2021	16,888	3.94	—	—

(1) Represents shares of Company common stock surrendered to us by participants in the 2017 Plan to settle the participants' personal tax liabilities that resulted from the lapsing of restrictions on shares awarded to the participants under the 2017 Plan.

(2) The price paid per share of Company common stock was based on the closing trading price of such stock on the dates on which we repurchased shares of Company common stock from the participants under the 2017 Plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
3.1(1)	Second Amended and Restated Certificate of Incorporation of NextDecade Corporation, dated July 24, 2017.
3.2(2)	Amended and Restated Bylaws of NextDecade Corporation, dated July 24, 2017.
3.3(3)	Certificate of Designations of Series A Convertible Preferred Stock, dated August 9, 2018.
3.4(4)	Certificate of Designations of Series B Convertible Preferred Stock, dated September 28, 2018.
3.5(5)	Certificate of Designations of Series C Convertible Preferred Stock, dated March 17, 2021.
3.6(6)	Certificate of Amendment to Certificate of Designations of Series A Convertible Preferred Stock, dated July 12, 2019.
3.7(7)	Certificate of Amendment to Certificate of Designations of Series B Convertible Preferred Stock, dated July 12, 2019.
3.8(8)	Certificate of Increase to Certificate of Designations of Series A Convertible Preferred Stock of NextDecade Corporation, dated July 15, 2019.
3.9(9)	Certificate of Increase to Certificate of Designations of Series B Convertible Preferred Stock of NextDecade Corporation, dated July 15, 2019.
3.10(10)	Amendment No. 1 to the Amended and Restated Bylaws of NextDecade Corporation.
4.1(11)	Specimen Common Share Certificate.
4.2(12)	Specimen Unit Certificate.
4.3(13)	Specimen IPO Warrant Certificate.
4.4(14)	Form of Warrant Agreement between Harmony Merger Corp. and Continental Stock Transfer & Trust Company.
4.5(15)	Form of Warrant Agreement for the Series A Warrants.
4.6(16)	Form of Warrant Agreement for the Series B Warrants.
4.7(17)	Form of Warrant Agreement for the Series C Warrants.
10.1*†	Amendment No. 2 to Employment Agreement, effective June 1, 2021, by and between NextDecade Corporation and Matthew K. Schatzman.
10.2(18)	Amended and Restated NextDecade Corporation 2017 Omnibus Incentive Plan.
10.3(19)	Amendment of the NextDecade Corporation 2017 Omnibus Incentive Plan.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document).
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

(1) Incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K, filed July 28, 2017.
(2) Incorporated by reference to Exhibit 3.2 of the Registrant’s Current Report on Form 8-K, filed July 28, 2017.
(3) Incorporated by reference to Exhibit 4.3 of the Registrant’s Registration Statement on Form S-3, filed December 20, 2018.
(4) Incorporated by reference to Exhibit 3.4 of the Registrant’s Quarterly Report on Form 10-Q, filed November 9, 2018.
(5) Incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K, filed March 18, 2021.
(6) Incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, filed July 15, 2019.
(7) Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed July 15, 2019.
(8) Incorporated by reference to Exhibit 3.7 of the Registrant's Quarterly Report on Form 10-Q, filed August 6, 2019.
(9) Incorporated by reference to Exhibit 3.8 of the Registrant's Quarterly Report on Form 10-Q, filed August 6, 2019.
(10) Incorporated by reference to Exhibit 3.1 of the Registrant’s Current Report on Form 8-K, filed March 4, 2021.
(11) Incorporated by reference to Exhibit 4.1 of the Registrant's Form 10-K, filed March 3, 2020.
(12) Incorporated by reference to Exhibit 4.1 of the Amendment No. 7 to the Registrant’s Registration Statement on Form S-1, filed March 13, 2015.
(13) Incorporated by reference to Exhibit 4.3 of the Amendment No. 7 to the Registrant’s Registration Statement on Form S-1, filed March 13, 2015.
(14) Incorporated by reference to Exhibit 4.4 of the Amendment No. 7 to the Registrant’s Registration Statement on Form S-1, filed March 13, 2015.
(15) Incorporated by reference to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K, filed August 7, 2018.
(16) Incorporated by reference to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K, filed August 24, 2018.
(17) Incorporated by reference to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K, filed March 18, 2021.
(18) Incorporated by reference to Exhibit 10.1 of the Registrant’s Registration Statement on Form S-8, filed July 15, 2021.
(19) Incorporated by reference to Exhibit 10.2 of the Registrant’s Registration Statement on Form S-8, filed July 15, 2021.

* Filed herewith.
** Furnished herewith.
† Indicates management contract or compensatory plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	NEXTDECADE CORPORATION
Date: August 2, 2021	By: /s/ Matthew K. Schatzman Matthew K. Schatzman Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
Date: August 2, 2021	By: /s/ Brent E. Wahl Brent E. Wahl Chief Financial Officer (Principal Financial Officer)

Exhibit 10. 1

AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

This Amendment No. 2 (this "Amendment") to the Employment Agreement dated September 18, 2017, as amended by Amendment No. 1 thereto dated January 1, 2019 (collectively, the "Agreement") is entered into by and between NextDecade Corporation (the "Company") and Matthew K. Schatzman (the "Executive") as of June 1, 2021 (the "Effective Date").

WHEREAS, Company and Executive mutually desire to further amend certain provisions of the Agreement by entering into this Amendment.

Now, therefore, in consideration for the promises and mutual agreements contained herein, Company and Executive hereby agree as follows:

1. **Amendments**: As of the Effective Date, the Agreement has been and is hereby further amended as follows:

   a. Section 4.1 is hereby deleted and replaced in its entirety with the following clause which shall become the new Section 4.1:
   4.1 Base Salary*: The Company will pay the Executive an annual base salary of six hundred fifty thousand dollars ($650,000.00), before all applicable payroll deductions ("Base Salary"). This Base Salary will be paid in accordance with the usual payroll practices of the Company. The Base Salary may be increased (but not decreased) by the Board (or any duly constituted committee thereof) as determined in its sole discretion. The Base Salary payable to Executive hereunder in respect of any calendar year during which Executive is employed by the Company for less than the entire year shall be prorated in accordance with the total number of calendar days in such calendar year during which he is so employed.*

   b. Section 4.2(a) is hereby deleted and replaced in its entirety with the following clause which shall become the new Section 4.2(a):
   4.2 (a) Bonus: *Subject to the provisions of Section 4.2(b) below, the Company shall (subject to the following sentence), during the Term of this Agreement, pay or cause to be paid to the Executive an annual cash bonus with a target of one hundred ten percent (110%) of the Base Salary ("Annual Bonus"). In accordance with the Company's governing documents, the amount of any such bonus shall be determined by the Board (or any duly constituted committee thereof) based on target objectives and/or metrics with respect to the Executive's individual performance and the overall performance of the Company which are mutually agreed upon by the Executive and the Board at the beginning of each fiscal year (but no later than January 31 of the applicable year).*

2. **Definitions:** Terms not defined in this Amendment shall have the meaning set forth in the Agreement.

3. **Priority and Effect:** To the extent any provisions of this Amendment are inconsistent with, conflict with, or vary from the provisions of the Agreement, the provisions of this Amendment shall control. All other terms and conditions of the Agreement shall remain in full force and effect except as otherwise modified by this Amendment. Company and Executive agree that this Amendment is incorporated into the Agreement and, upon execution by the parties, shall become a part thereof.

4. **Counterparts:** This Amendment may be signed in any number of counterparts and each counterpart shall represent a fully executed original as if signed by each of the parties. Facsimile signatures shall be deemed as effective as original signatures.

The signatures of the parties' authorized officers in the space below will confirm the parties' acceptance of and agreement to this Amendment as of the Effective Date.

NEXTDECADE CORPORATION	**MATTHEW K. SCHATZMAN**
/s/ Krysta De Lima	/s/ Matthew K. Schatzman
By: Krysta De Lima	Date: June 2, 2021
General Counsel	
Date: June 2, 2021	

Exhibit 31.1

CERTIFICATION BY CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a) UNDER THE EXCHANGE ACT

I, Matthew K. Schatzman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NextDecade Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2021

/s/ Matthew K. Schatzman
Matthew K. Schatzman
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION BY CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a) UNDER THE EXCHANGE ACT

I, Brent E. Wahl, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NextDecade Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 2, 2021

/s/ Brent E. Wahl
Brent E. Wahl
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew K. Schatzman, Chairman of the Board and Chief Executive Officer of NextDecade Corporation (the "Company"), hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2021 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 2, 2021

/s/ Matthew K. Schatzman
Matthew K. Schatzman
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Brent E. Wahl, Chief Financial Officer of NextDecade Corporation (the “Company”), hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2021 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 2, 2021

/s/ Brent E. Wahl
Brent E. Wahl
Chief Financial Officer
(Principal Financial Officer)