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 September 30, 2020

☐ **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 October 30, 2020, the issuer had 120,517,339 shares of common stock outstanding.

NEXTDECADE CORPORATION

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2020

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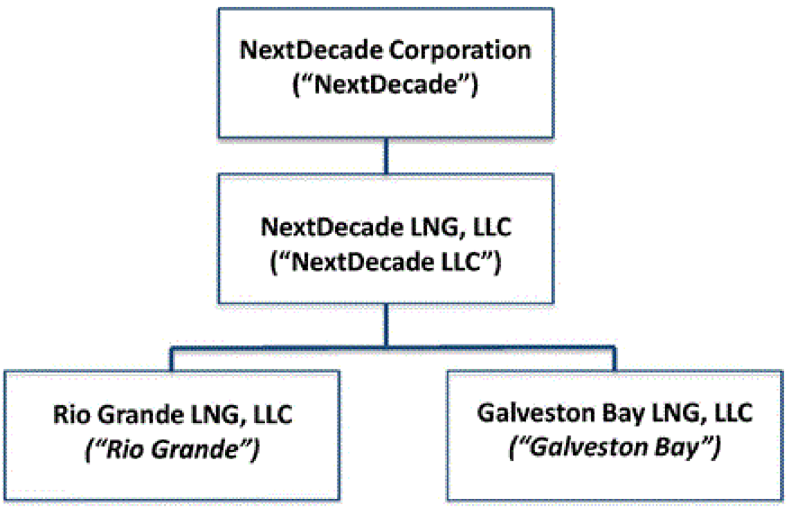
Organizational Structure

The following diagram depicts our abbreviated organizational structure as of September 30, 2020 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.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

NextDecade Corporation

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

	September 30, 2020	December 31, 2019
Assets		
Current assets		
Cash and cash equivalents	$ 29,933	$ 15,736
Investment securities	—	62,207
Prepaid expenses and other current assets	800	859
Total current assets	30,733	78,802
Property, plant and equipment, net	158,363	134,591
Operating lease right-of-use assets, net	675	1,054
Other non-current assets, net	15,096	6,748
Total assets	$ 204,867	$ 221,195
Liabilities, Series A and Series B Convertible Preferred Stock and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 561	$ 11,912
Share-based compensation liability	182	182
Accrued liabilities and other current liabilities	1,374	8,751
Current common stock warrant liabilities	4,655	—
Current operating lease liabilities	596	698
Total current liabilities	7,368	21,543
Non-current common stock warrant liabilities	1,233	12,034
Non-current operating lease liabilities	—	3
Other non-current liabilities	21,670	—
Total liabilities	30,271	33,580
Commitments and contingencies (Note 13)		
Series A Convertible Preferred Stock, $1,000 per share liquidation preference Issued and outstanding: 63,586 shares and 58,197 shares at September 30, 2020 and December 31, 2019, respectively	53,586	48,084
Series B Convertible Preferred Stock, $1,000 per share liquidation preference Issued and outstanding: 60,780 shares and 55,645 shares at September 30, 2020 and December 31, 2019, respectively	54,949	49,814
Stockholders' equity		
Common stock, $0.0001 par value Authorized: 480.0 million shares at September 30, 2020 and December 31, 2019 Issued and outstanding: 117.7 million shares and 117.3 million shares at September 30, 2020 and December 31, 2019, respectively	12	12
Treasury stock: 281,036 shares and 137,860 shares at September 30, 2020 and December 31, 2019, respectively, at cost	(1,007)	(685)
Preferred stock, $0.0001 par value Authorized: 0.9 million, after designation of the Series A and Series B Convertible Preferred Stock Issued and outstanding: none at September 30, 2020 and December 31, 2019	—	—
Additional paid-in-capital	212,807	224,091
Accumulated deficit	(145,751)	(133,701)
Total stockholders' equity	66,061	89,717
Total liabilities, Series A and Series B Convertible Preferred Stock and stockholders' equity	$ 204,867	$ 221,195

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 September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Revenues	$ —	$ —	$ —	$ —
Operating expenses				
General and administrative expense	5,069	3,579	16,582	10,405
Invitation to bid contract costs	—	—	—	10,163
Land option and lease expense	423	754	1,281	1,750
Depreciation expense	65	80	146	164
Total operating expenses	5,557	4,413	18,009	22,482
Total operating loss	(5,557)	(4,413)	(18,009)	(22,482)
Other income (expense)				

(Loss) gain on common stock warrant liabilities	(1,627)	873	6,147	(965)
Loss on redemption of investment securities	—	—	(412)	—
Interest income, net	7	319	241	1,193
Other	(1)	(7)	(17)	264
Total other (expense) income	(1,621)	1,185	5,959	492
Net loss attributable to NextDecade Corporation	(7,178)	(3,228)	(12,050)	(21,990)
Preferred stock dividends	(3,613)	(2,849)	(10,565)	(7,821)
Deemed dividends on Series A Convertible Preferred Stock	(16)	(286)	(113)	(1,324)
Net loss attributable to common stockholders	$ (10,807)	$ (6,363)	$ (22,728)	$ (31,135)
Net loss per common share - basic and diluted	$ (0.09)	$ (0.06)	$ (0.19)	$ (0.29)
Weighted average shares outstanding - basic and diluted	117,564	107,181	117,450	107,062

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

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

For the Three Months Ended September 30, 2020

	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
Balance at June 30, 2020	117,492	$ 12	178	$ (796)	$ 215,807	$ (138,573)	$ 76,450	$ 51,727	$ 53,192
Share-based compensation	—	—	—	—	629	—	629	—	—
Restricted stock vesting	292	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(64)	—	64	(211)	—	—	(211)	—	—
Preferred stock dividends	—	—	—	—	(3,613)	—	(3,613)	1,843	1,757
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(16)	—	(16)	16	—
Net income (loss)	—	—	—	—	—	(7,178)	(7,178)	—	—
Balance at September 30, 2020	117,720	$ 12	242	$ (1,007)	$ 212,807	$ (145,751)	$ 66,061	$ 53,586	$ 54,949

For the Nine Months Ended September 30, 2020

	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
Balance at December 31, 2019	117,329	$ 12	137	$ (685)	$ 224,091	$ (133,701)	$ 89,717	$ 48,084	$ 49,814
Share-based compensation	—	—	—	—	(606)	—	(606)	—	—
Restricted stock vesting	496	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(105)	—	105	(322)	—	—	(322)	—	—
Preferred stock dividends	—	—	—	—	(10,565)	—	(10,565)	5,389	5,135
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(113)	—	(113)	113	—
Net income	—	—	—	—	—	(12,050)	(12,050)	—	—
Balance at September 30, 2020	117,720	$ 12	242	$ (1,007)	$ 212,807	$ (145,751)	$ 66,061	$ 53,586	$ 54,949

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

For the Three Months Ended September 30, 2019

	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
Balance at June 30, 2019	107,169	$ 11	103	$ (466)	$ 170,374	$ (116,592)	$ 53,327	$ 44,263	$ 46,987
Share-based compensation	—	—	—	—	(4,648)	—	(4,648)	—	—
Restricted stock vesting	88	—	—	—	—	—	—	—	—
Shares repurchased related to share-based compensation	(34)	—	34	(219)	—	—	(219)	—	—
Preferred stock dividends	—	—	—	—	(2,850)	—	(2,850)	1,637	1,201
Deemed dividends - accretion of	—	—	—	—	(286)	—	(286)	286	—

	Shares	Par Value Amount	Treasury Shares	Treasury Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Series A Convertible Preferred Stock	Series B Convertible Preferred Stock
beneficial conversion feature									
Net income	—	—	—	—	—	(3,228)	(3,228)	—	—
Balance at September 30, 2019	107,223	$ 11	137	$ (685)	$ 162,590	$ (119,820)	$ 42,096	$ 46,186	$ 48,188

	For the Nine Months Ended September 30, 2019								
	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
Balance at December 31, 2018	106,856	$ 11	6	$ (35)	$ 180,862	$ (97,617)	83,221	$ 40,091	$ 26,159
Adoption of ASC Topic 842	—	—	—	—	—	(213)	(213)	—	—
Adoption of ASU 2018-07	—	—	—	—	2,116	—	2,116	—	—
Share-based compensation	—	—	—	—	(11,738)	—	(11,738)	—	—
Restricted stock vesting	498	—	—	—	495	—	495	—	—
Shares repurchased related to share-based compensation	(131)	—	131	(650)	—	—	(650)	—	—
Issuance of Series B Convertible Preferred Stock	—	—	—	—	—	—	—	—	19,009
Preferred stock dividends	—	—	—	—	(7,821)	—	(7,821)	4,771	3,020
Deemed dividends - accretion of beneficial conversion feature	—	—	—	—	(1,324)	—	(1,324)	1,324	—
Net loss	—	—	—	—	—	(21,990)	(21,990)	—	—
Balance at September 30, 2019	107,223	$ 11	137	$ (685)	$ 162,590	$ (119,820)	$ 42,096	$ 46,186	$ 48,188

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

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

	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Operating activities:		
Net loss attributable to NextDecade Corporation	$ (12,050)	$ (21,990)
Adjustment to reconcile net loss to net cash used in operating activities		
Depreciation	146	164
Share-based compensation expense (forfeiture)	(759)	(12,537)
(Gain) loss on common stock warrant liabilities	(6,147)	965
Gain on investment securities	—	(276)
Realized loss (gain) on investment securities	423	(39)
Amortization of right-of-use assets	984	673
Amortization of other non-current assets	1,042	—
Changes in operating assets and liabilities:		
Prepaid expenses	61	323
Accounts payable	(478)	84
Operating lease liabilities	(710)	(803)
Accrued expenses and other liabilities	(5,258)	153
Net cash used in operating activities	(22,746)	(33,283)
Investing activities:		
Acquisition of property, plant and equipment	(30,088)	(18,609)
Acquisition of other non-current assets	(9,390)	—
Proceeds from sale of investment securities	61,972	48,500
Purchase of investment securities	(188)	(16,106)
Net cash provided by investing activities	22,306	13,785
Financing activities:		
Proceeds from sale of Rio Bravo	15,000	—
Proceeds from equity issuance	—	20,945
Preferred stock dividends	(41)	(30)
Equity issuance costs	—	(95)
Shares repurchased related to share-based compensation	(322)	(650)
Net cash provided by financing activities	14,637	20,170
Net increase in cash and cash equivalents	14,197	672
Cash and cash equivalents – beginning of period	15,736	3,169
Cash and cash equivalents – end of period	$ 29,933	$ 3,841
Non-cash investing activities:		
Accounts payable for acquisition of property, plant and equipment	$ 479	$ 964
Accrued liabilities for acquisition of property, plant and equipment	382	15,316

Pipeline assets obtained in exchange for other non-current liabilities	6,670	—
Non-cash financing activities:		
Accrued liabilities for equity issuance costs	—	103
Paid-in-kind dividends on Series A and Series B Convertible Preferred Stock	10,524	7,791
Accretion of deemed dividends on Series A Convertible Preferred Stock	113	1,324

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

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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"). 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"). We also have executed surface lease agreements with the City of Texas City and the State of Texas for a 994-acre site for another potential LNG terminal (the "Galveston Bay Terminal").

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, 2019. 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 September 30, 2020 are not necessarily indicative of the operating results for the full year.

Certain reclassifications have been made to conform prior period information to the current presentation. The reclassifications did not have a material effect on our consolidated financial position, results of operations or cash flows.

Note 2 — Prepaid Expenses and Other Current Assets

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

	September 30, 2020	December 31, 2019
Prepaid subscriptions	$ 139	$ 161
Prepaid insurance	316	292
Prepaid marketing and sponsorships	60	25
Other	285	381
Total prepaid expenses and other current assets	$ 800	$ 859

Note 3 — Investment Securities

We previously invested in Class L shares of the JPMorgan Managed Income Fund. In March 2020, we redeemed the balance of the JPMorgan Managed Income Fund and realized a loss of $0.4 million.

Investment securities consisted of the following (in thousands):

	September 30, 2020		December 31, 2019	
	Fair value	Cost	Fair value	Cost
JPMorgan Managed Income Fund	$ —	$ —	$ 62,207	$ 62,178

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Note 4 — 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 in consideration of (i) approximately $17.4 million plus (ii) the amount of direct and indirect costs incurred by Rio Bravo, the Company or any of its other affiliates in respect of the proposed Rio Bravo Pipeline, the 137-mile interstate natural gas pipeline (the "Pipeline") being developed by Rio Bravo to supply natural gas to the Terminal, from October 1, 2019 through the Closing (the "Purchase Price"); provided, that the Purchase Price may not exceed $25 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. 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 fail 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 September 30, 2020.

Note 5 — Property, Plant and Equipment

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

	September 30, 2020	December 31, 2019
Fixed Assets		
Computers	$ 487	$ 487
Furniture, fixtures, and equipment	464	471
Leasehold improvements	101	547
Total fixed assets	1,052	1,505
Less: accumulated depreciation	(611)	(793)
Total fixed assets, net	441	712
Project Assets (not placed in service)		
Terminal	138,151	121,081
Pipeline	19,771	12,798
Total Terminal and Pipeline assets	157,922	133,879
Total property, plant and equipment, net	$ 158,363	$ 134,591

Depreciation expense was $65 thousand and $80 thousand for the three months ended September 30, 2020 and 2019, respectively, and $146 thousand and $164 thousand for the nine months ended September 30, 2020 and 2019, respectively.

Note 6 — Leases

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

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

	September 30, 2020	December 31, 2019
Office leases	$ 562	$ 610
Land leases	113	444
Total operating lease right-of-use assets, net	$ 675	$ 1,054

Operating lease liabilities are as follows (in thousands):

	September 30, 2020	December 31, 2019
Office leases	$ 596	$ 698
Land leases	—	—
Total current lease liabilities	596	698
Non-current office leases	—	3
Non-current land leases	—	—
Total lease liabilities	$ 596	$ 701

Operating lease expense is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Office leases	$ 238	$ 232	$ 691	$ 381
Land leases	113	328	332	815
Total operating lease expense	351	560	1,023	1,196
Short-term lease expense	72	38	249	78
Land option expense	—	156	9	476
Total land option and lease expense	$ 423	$ 754	$ 1,281	$ 1,750

Maturity of operating lease liabilities as of September 30, 2020 are as follows (in thousands, except lease term and discount rate):

2020 (remaining)	$ 123
2021	508
2022	—
2023	—
2024	—
Thereafter	—
Total undiscounted lease payments	631
Discount to present value	(35)
Present value of lease liabilities	$ 596
Weighted average remaining lease term - years	0.9
Weighted average discount rate - percent	12.0

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

	Nine Months Ended September 30,	
	2020	2019
Cash paid for amounts included in the measurement of operating lease liabilities:		
Cash flows from operating activities	$ 600	$ 969
Noncash right-of-use assets recorded for operating lease liabilities:		
Adoption of Topic 842	—	1,562
In exchange for new operating lease liabilities during the period	605	446

Note 7 — Other Non-Current Assets

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

	September 30, 2020	December 31, 2019
Permitting costs(1)	$ 7,362	$ 2,621
Enterprise resource planning system, net	2,159	3,181
Rio Grande Site Lease initial direct costs	5,575	946
Total other non-current assets, net	$ 15,096	$ 6,748

(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 8 — Accrued Liabilities and Other Current Liabilities

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

	September 30, 2020	December 31, 2019
Employee compensation expense	$ 715	$ 4,221
Terminal and Pipeline asset costs	382	2,503
Accrued legal services	15	1,060
Other accrued liabilities	262	967
Total accrued liabilities and other current liabilities	$ 1,374	$ 8,751

Note 9 – 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" and, together with the Series A Preferred Stock, the "Convertible 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. Warrants, exercisable for Company common stock, were issued together with the shares of Series A Preferred Stock and the Series B Preferred Stock (collectively, "Common Stock Warrants").

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. Common Stock Warrants were issued together with such shares of Series B Preferred Stock.

The shares of Convertible Preferred Stock bear dividends at a rate of 12% per annum, which are cumulative and accrue daily from the date of issuance on the $1,000 stated value. Such dividends are payable quarterly and may be paid in cash or in-kind. During the nine months ended September 30, 2020 and 2019, the Company paid-in-kind $10.5 million and $7.8 million of dividends, respectively, to the holders of the Convertible Preferred Stock. On October 8, 2020, the Company declared dividends to the holders of the Convertible Preferred Stock as of the close of business on September 15, 2020. On October 15, 2020, the Company paid-in-kind $3.8 million of dividends to the holders of the Convertible Preferred Stock.

Common Stock Warrants

The Company revalues the Common Stock Warrants at each balance sheet date and recognized a loss of $1.6 million and a gain of $0.9 million during the three months ended September 30, 2020 and 2019, respectively, and a gain of $6.1 million and a loss of $1.0 million during the nine months ended September 30, 2020 and 2019, 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:

	September 30, 2020	December 31, 2019
Stock price	$ 2.98	$ 6.14
Exercise price	$ 0.01	$ 0.01
Risk-free rate	0.1%	1.6%
Volatility	53.9%	27.6%
Term (years)	1.1	1.8

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 10 — 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 nine months ended September 30, 2020 and 2019:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Weighted average common shares outstanding:				
Basic	117,564	107,181	117,450	107,062
Dilutive unvested stock, convertible preferred stock, Common Stock Warrants	—	—	—	—

	2020	2019	2020	2019
and IPO Warrants				
Diluted	117,564	107,181	117,450	107,062
Basic and diluted net loss per share attributable to common stockholders	$ (0.09)	$ (0.06)	$ (0.19)	$ (0.29)

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 September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Unvested stock (1)	848	989	993	768
Convertible preferred stock	16,869	14,678	16,386	12,829
Common Stock Warrants	1,979	1,801	1,972	1,576
IPO Warrants(2)	12,082	12,082	12,082	12,082
Total potentially dilutive common shares	31,778	29,550	31,433	27,255

(1) Does not include 3.0 million shares for each of the three and nine months ended September 30, 2020 and 3.2 million shares for the three and nine months ended September 30, 2019, of unvested stock because the performance conditions had not yet been satisfied as of September 30, 2020 and 2019, 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 11 — 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 (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 September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Share-based compensation:				
Equity awards	$ 629	$ (4,648)	$ (606)	$ (11,738)
Liability awards	—	—	—	(20)
Total share-based compensation	629	(4,648)	(606)	(11,758)
Capitalized share-based compensation	211	(71)	(153)	(780)
Total share-based compensation expense	$ 840	$ (4,719)	$ (759)	$ (12,538)

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Note 12 — Income Taxes

Due to our cumulative loss position, we have established a full valuation allowance against our deferred tax assets at September 30, 2020 and December 31, 2019. Due to our full valuation allowance, we have not recorded a provision for federal or state income taxes during either of the three and nine months ended September 30, 2020 or 2019.

In response to the global pandemic related to COVID-19, the President signed into law the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") on March 27, 2020. The CARES Act provides numerous relief provisions for corporate tax payers, including modification of the utilization limitations on net operating losses, favorable expansions of the deduction for business interest expense under Internal Revenue Code Section 163(j), and the ability to accelerate timing of refundable AMT credits. For the three and nine months ended September 30, 2020, there were no material tax impacts to our consolidated financial statements from the CARES Act 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 13 — 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.

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 September 30, 2020, 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 14 — Recent Accounting Pronouncements

The following table provides a brief description of recent accounting standards that have not been adopted by the Company as of September 30, 2020:

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 15 — Subsequent Events

Extension of Contract Validity of Engineering, Procurement and Construction Contracts

On May 24, 2019, Rio Grande entered into two lump-sum separated turnkey engineering, procurement and construction agreements with Bechtel Oil, Gas and Chemicals, Inc. ("Bechtel") for the construction of (i) two LNG trains with expected aggregate production capacity up to approximately 11.74 million tonnes per annum ("mtpa"), two 180,000m3 full containment LNG tanks, one marine loading berth, related utilities and facilities, and all related appurtenances thereto, together with certain additional work options (the "Trains 1 and 2 EPC Agreement") and (ii) a LNG train with expected production capacity of up to approximately 5.87 mtpa, related utilities and facilities, and all related appurtenances thereto (the "Train 3 EPC Agreement").

By amendment dated October 5, 2020, Rio Grande and Bechtel amended the Trains 1 and 2 EPC Agreement to extend the contract validity from July 31, 2021 to December 31, 2021. By amendment dated October 5, 2020, Rio Grande and Bechtel amended the Train 3 EPC Agreement to extend the contract validity from July 31, 2021 to December 31, 2021.

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 an approximately 137-mile pipeline to supply gas to the Terminal being developed by a third-party (the “Pipeline”) ;
- our ability to secure additional debt and equity financing in the future to complete the Terminal;
- the accuracy of estimated costs for the Terminal;
- statements that the Terminal, when completed, will have certain characteristics, including amounts of liquefaction capacities;
- the development risks, operational hazards, regulatory approvals applicable to the Terminal’s and the third-party pipeline's construction and operations activities;
- our anticipated competitive advantage and technological innovation which may render our anticipated competitive advantage obsolete;
- the global demand for and price of natural gas (versus the price of imported 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;
- the 2019 novel coronavirus (“COVID-19”) pandemic and its 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. We have focused and continue to focus our development activities on the Terminal and have undertaken and continue to undertake various initiatives to evaluate, design and engineer the Terminal 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. We believe the Terminal possesses competitive advantages in several important areas, including, engineering, design, commercial, regulatory, and gas supply. We submitted a pre-filing request for the Terminal and the Pipeline 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 and the Pipeline. 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

Carbon-Neutrality at the Terminal

On October 6, 2020, we announced that we have developed proprietary processes that, with the addition of carbon capture and storage technology, which we believe is the most feasible technical solution for the Terminal, could reduce carbon dioxide equivalent ("CO_2e") emissions at the Terminal by approximately 90 percent. While we are advancing our work in this area, we are also exploring options to address the remaining CO_2e emissions to enable the Terminal to achieve carbon-neutrality.

Terminal Optimization

The original front-end engineering and design for the Terminal was based on six LNG trains capable of producing 27 mtpa of LNG for export. The technologies that were selected and filed with the FERC in 2015 and 2016 have evolved over the five-year permitting period; the LNG trains are now more efficient and will produce more LNG with lower total CO_2e emissions. Multiple optimizations have been identified that will lead to the delivery of a world-class LNG project capable of producing 27 mtpa with just five LNG trains instead of six.

We expect these optimizations to result in several environmental and community benefits when compared with our original six-train project including (i) approximately 21 percent lower CO_2e emissions, (ii) shortened construction timeline for the full 27 mtpa project, (iii) reduced facility footprint, and (iv) an expected reduction in traffic on roadways.

On August 13, 2020, the FERC approved the change of the design for the Terminal from six trains to five trains. On October 9, 2020, the FERC issued a notice of denial of rehearing for such approval in regards to challenges to its approval of the design change.

Any future development of Train 6 will require us to secure authorization from the FERC, the U.S. Department of Energy, and any other relevant federal or state agency with jurisdiction over the export project.

Permits and FERC Order for Terminal

On December 12, 2018, the Texas Commission on Environmental Quality ("TCEQ") Commissioners voted to issue a series of air permits for the Terminal. Following receipt of such air permits, certain plaintiffs filed requests for hearing and a motion for reconsideration, which were denied by the TCEQ. The plaintiffs then petitioned the U.S. Court of Appeals for the Fifth Circuit to review the TCEQ's grant of such air permits. On July 31, 2020, the U.S. Court of Appeals for the Fifth Circuit dismissed the plaintiffs' petition for lack of standing and upheld the validity of the air permits for the Terminal.

On November 22, 2019, the FERC issued an order authorizing the siting, construction and operation of the Terminal (the "FERC Order"). Following receipt of the FERC Order two requests for re-hearing were filed. One of those requests for rehearing also requested that the FERC stay the FERC Order. On January 22, 2020, the FERC issued an order extending the time by which it would respond to these requests for rehearing. On January 23, 2020, the FERC issued its Order on Rehearing and Stay, by which FERC denied all re-hearings and requests for stay. The parties who filed the requests for re-hearing have petitioned the U.S. Court of Appeals for the District of Columbia to review the FERC Order and the FERC order denying rehearing, and that appeal is still pending. Similar appeals are also pending in the U.S. Court of Appeals for the Fifth Circuit in respect of other permits issued by the U.S. Army Corps of Engineers and the U.S. Fish and Wildlife Service.

Sale of Rio Bravo Pipeline Company, LLC

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 in consideration of (i) approximately $17.4 million plus (ii) the amount of direct and indirect costs incurred by Rio Bravo, the Company or any of its other affiliates in respect of the proposed Rio Bravo Pipeline, the 137-mile interstate natural gas pipeline (the "Pipeline") being developed by Rio Bravo to supply natural gas to the Terminal, from October 1, 2019 through the Closing (the "Purchase Price"); provided, that the Purchase Price may not exceed $25 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. 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 fail 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.

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 January 27, 2020, the City of Port Isabel, Texas and other parties filed a lawsuit in state court in Cameron County against the BND seeking to enjoin the federally-authorized siting, construction, and operation of LNG terminals on land owned by the BND. On August 5, 2020, the state court dismissed the lawsuit.

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Extension of Contract Validity of Engineering, Procurement and Construction Contracts

On May 24, 2019, Rio Grande entered into two lump-sum separated turnkey engineering, procurement and construction agreements with Bechtel Oil, Gas and Chemicals, Inc. ("Bechtel") for the construction of (i) two LNG trains with expected aggregate production capacity up to approximately 11.74 million tonnes per annum ("mtpa"), two 180,000m^3 full containment LNG tanks, one marine loading berth, related utilities and facilities, and all related appurtenances thereto, together with certain additional work options (the "Trains 1 and 2 EPC Agreement") and (ii) a LNG train with expected production capacity of up to approximately 5.87 mtpa, related utilities and facilities, and all related appurtenances thereto (the "Train 3 EPC Agreement").

By amendment dated April 22, 2020, Rio Grande and Bechtel amended the Trains 1 and 2 EPC Agreement to extend the contract price validity to July 31, 2020. By amendment dated April 22, 2020, Rio Grande and Bechtel amended the Train 3 EPC Agreement to extend the contract price validity to July 31, 2020.

By amendment dated October 5, 2020, Rio Grande and Bechtel amended the Trains 1 and 2 EPC Agreement to extend the contract validity from July 31, 2021 to December 31, 2021. By amendment dated October 5, 2020, Rio Grande and Bechtel amended the Train 3 EPC Agreement to extend the contract validity from July 31, 2021 to December 31, 2021.

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 the remainder of fiscal year 2020 or beyond.

Liquidity and Capital Resources

Capital Resources

We have funded and continue to fund the development of the Terminal 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 $29.9 million of cash and cash equivalents as of September 30, 2020.

Sources and Uses of Cash

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

	Nine Months Ended September 30,	
	2020	**2019**
Operating cash flows	$ (22,746)	$ (33,283)
Investing cash flows	22,306	13,785
Financing cash flows	14,637	20,170
Net increase in cash and cash equivalents	14,197	672
Cash and cash equivalents – beginning of period	15,736	3,169
Cash and cash equivalents – end of period	$ 29,933	$ 3,841

Operating Cash Flows

Operating cash outflows during the nine months ended September 30, 2020 and 2019 were $22.7 million and $33.3 million, respectively. The decrease in operating cash outflows during the nine months ended September 30, 2020 compared to the nine months ended September 30, 2019 was primarily related to the decrease in invitation to bid contract costs of $10.2 million in the nine months ended September 30, 2020.

Investing Cash Flows

Investing cash inflows during the nine months ended September 30, 2020 and 2019 were $22.3 million and $13.8 million, respectively. The investing cash inflows during the nine months ended September 30, 2020 were primarily the result of the sale of investment securities of $62.0 million partially offset by cash used in the development of the Terminal of $39.5 million. The investing cash inflows during the nine months ended September 30, 2019 were primarily the result of the sale of $48.5 million of investment securities partially offset by cash used in the development of the Terminal and Pipeline of $18.6 million and the purchase of investment securities of $16.1 million.

Financing Cash Flows

Financing cash inflows during the nine months ended September 30, 2020 and 2019 were $14.6 million and $20.2 million, respectively. For the nine months ended September 30, 2020 financing cash inflows were primarily the result of proceeds from the sale of the Pipeline of $15.0 million. For the nine months ended September 30, 2019 financing cash inflows were primarily the result of proceeds from the sale of Series B Convertible Preferred Stock, par value $0.0001 per share ("Series B Preferred Stock").

Pre-FID Liquidity

In 2020, we expect to incur $72 million on pre-FID development activities in support of the Terminal. Approximately $8 million and $64 million of these costs were incurred in the three and nine months ended September 30, 2020, respectively. During the three months ended September 30, 2020, we incurred less than $1 million in engineering, procurement, and permitting activities in support of the FERC process. To preserve pre-FID liquidity, we have implemented certain measures to manage costs:

- Since December 31, 2019, full-time headcount has decreased 38 percent.
- Our Chief Executive Officer and certain other members of our executive team have voluntarily reduced their base salaries by ten percent for the remainder of 2020.
- We and Bechtel have agreed to a limited scope of ongoing work which will provide for continued engineering progress for the Terminal.
- We have reduced our office space under lease and deferred additional information technology spending until FID is achieved.

We believe that the above listed measures will ensure that we can sustain pre-FID development activities through year-end 2021. We expect pre-FID development spending to average approximately $2 million per month through year-end 2021. We believe that the measures taken to manage costs will not negatively affect our ability to successfully deliver the Terminal and will create value for stockholders.

Capital Development Activities

We are primarily engaged in developing the Terminal, 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. 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 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, to bring it 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 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 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, 2019.

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Results of Operations

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

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2020	**2019**	**Change**	**2020**	**2019**	**Change**
Revenues	$ —	$ —	$ —	$ —	$ —	$ —
General and administrative expense (recovery)	5,069	3,579	1,490	16,582	10,405	6,177
Invitation to bid contract costs	—	—	—	—	10,163	(10,163)
Land option and lease expense	423	754	(331)	1,281	1,750	(469)
Depreciation expense	65	80	(15)	146	164	(18)
Operating loss	(5,557)	(4,413)	(1,144)	(18,009)	(22,482)	4,473
(Loss) gain on common stock warrant liabilities	(1,627)	873	(2,500)	6,147	(965)	7,112
Loss on redemption of investment securities	—	—	—	(412)	—	(412)
Interest income, net	7	319	(312)	241	1,193	(952)
Other	(1)	(7)	6	(17)	264	(281)
Net loss attributable to NextDecade Corporation	(7,178)	(3,228)	(3,950)	(12,050)	(21,990)	9,940
Preferred stock dividends	(3,613)	(2,849)	(764)	(10,565)	(7,821)	(2,744)
Deemed dividends on Series A Convertible Preferred Stock	(16)	(286)	270	(113)	(1,324)	1,211
Net loss attributable to common stockholders	$ (10,807)	$ (6,363)	$ (4,444)	$ (22,728)	$ (31,135)	$ 8,407

Our consolidated net loss was $10.8 million, or $0.09 per common share (basic and diluted), for the three months ended September 30, 2020 compared to a net loss of $6.4 million, or $0.06 per common share (basic and diluted), for the three months ended September 30, 2019. The $4.4 million increase in net loss was primarily a result of an increase in the loss on common stock warrant liabilities, increased general and administrative expenses and increased preferred stock dividends.

Our consolidated net loss was $22.7 million, or $0.19 per common share (basic and diluted), for the nine months ended September 30, 2020 compared to a net loss of $31.1 million, or $0.29 per common share (basic and diluted), for the nine months ended September 30, 2019. The $8.4 million decrease in net loss was primarily a result of a decrease in invitation to bid contract costs and an increase in the gain on common stock warrant liabilities, partially offset by increases in general and administrative expense and preferred stock dividends, discussed separately below.

General and administrative expense during the three months ended September 30, 2020 increased $1.5 million compared to the same period in 2019 primarily due to an increase in share-based compensation expense of $5.6 million partially offset by decreases in salaries and wages, professional fees, travel expenses and marketing and conference sponsorship costs, office expenses and marketing and promotional expenses. The increase in share-based compensation expense is primarily due to forfeitures that occurred during the three months ended September 30, 2019.

General and administrative expense during the nine months ended September 30, 2020 increased $6.2 million compared to the same period in 2019 primarily due to an increase in share-based compensation expense of $11.8 million partially offset by decreases in professional fees, office expenses, travel expenses and marketing and conference sponsorship costs. The increase in share-based compensation expense is primarily due to forfeitures that occurred during the nine months ended September 30, 2019.

(Loss) gain on common stock warrant liabilities for the three and nine months ended September 30, 2020 and 2019 is primarily due to changes in the share price of Company common stock.

Interest income, net during the three and nine months ended September 30, 2020 decreased $0.3 million and $1.0 million, respectively, compared to the same periods in 2019, due to lower average balances maintained in our cash, cash equivalent and investment securities accounts.

Preferred stock dividends for the three and nine months ended September 30, 2020 of $3.6 million and $10.6 million , respectively, consisted of dividends paid-in kind with the issuance of 1,843 and 5,389 additional shares of Series A Convertible Preferred Stock, respectively, par value $0.0001 per share (the “Series A Preferred Stock”), and 1,757 and 5,135 additional shares of Series B Convertible Preferred Stock, par value $0.0001 per share (the “Series B Preferred Stock”), respectively, compared to preferred stock dividends of $2.8 million and $7.8 million for the three and nine months ended September 30, 2019 of which $5.0 million were paid-in-kind.

Deemed dividends on the Series A Preferred Stock for the three and six months ended September 30, 2020 represents the accretion of the beneficial conversion feature associated with the Series A Preferred Stock issued in the third quarter of 2018. Due to the price of our common stock as of the closing date of the Series B Preferred Stock, the Series B Preferred Stock does not have a beneficial conversion feature.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of September 30, 2020.

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, 2019.

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 September 30, 2020. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2020, 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, 2019. 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, 2019.

The outbreak of COVID-19 and volatility in the energy markets may materially and adversely affect our business, financial condition, operating results, cash flow, liquidity and prospects, including our efforts to reach a final investment decision with respect to the Rio Grande LNG Terminal.

The outbreak of COVID-19 and its development into a pandemic in March 2020 have resulted in significant disruption globally. Actions taken by various governmental authorities, individuals and companies around the world to prevent the spread of COVID-19 have restricted travel, business operations, and the overall level of individual movement and in-person interaction across the globe. Furthermore, the impact of the pandemic, including a resulting reduction in demand for natural gas, coupled with the sharp decline in commodity prices following the announcement of price reductions and production increases in March 2020 by members of the Organization of the Petroleum Exporting Countries ("OPEC") led to significant global economic contraction generally and in our industry in particular. While an agreement to cut production was announced by OPEC and its allies, the situation, coupled with the impact of COVID-19, has continued to result in a significant downturn in the oil and gas industry. Prospects for the development and financing of the Terminal are based in part on factors including global economic conditions that have been, and are likely to continue to be, adversely affected by the COVID-19 pandemic.

The COVID-19 pandemic has caused us to modify our business practices, including by restricting employee travel, requiring employees to work remotely and cancelling physical participation in meetings, events and conferences, and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by COVID-19 or otherwise be satisfactory to government authorities. If a number of our employees were to contract COVID-19 at the same time, our operations could be adversely affected.

A sustained disruption in the capital markets from the COVID-19 pandemic, specifically with respect to the energy industry, could negatively impact our ability to raise capital. In the past, we have financed our operations by the issuance of equity securities. However, we cannot predict when the macro-economic disruption stemming from COVID-19 will ebb or when the economy will return to pre-COVID-19 levels, if at all. This macro-economic disruption may disrupt our ability to raise additional capital to finance our operations in the future, which could materially and adversely affect our business, financial condition and prospects, and could ultimately cause our business to fail.

The COVID-19 pandemic may also have the effect of heightening many of the other risks described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, such as risks related to the development of the Terminal, postponement in making a positive FID, doing business in foreign countries, obtaining governmental approvals, and exported LNG remaining a competitive source of energy for international markets, global demand for and price of natural gas, and fluctuation in the price of our common stock.

The extent to which COVID-19 ultimately impacts our business, results of operations and financial condition will depend on future developments, which are uncertain and cannot be predicted, including, but not limited to, the duration and spread of COVID-19, its severity, the actions to contain COVID-19 or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. Even after COVID-19 has subsided, we may continue to experience materially adverse impacts to our business as a result of its global economic impact, including any recession that has occurred or may occur in the future, and lasting effects on the price of natural gas.

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

Purchase of Equity Securities by the Issuer

The following table summarizes stock repurchases for the three months ended September 30, 2020:

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
July 2020	15,301	$ 2.02	—	—
August 2020	704	1.47	—	—
September 2020	47,793	3.75	—	—

(1) Represents shares of Company common stock surrendered to us by participants in our 2017 Omnibus Incentive Plan (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.

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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 Amendment to Certificate of Designations of Series A Convertible Preferred Stock, dated July 12, 2019
3.6(6)	Certificate of Amendment to Certificate of Designations of Series B Convertible Preferred Stock, dated July 12, 2019
3.7(7)	Certificate of Increase to Certificate of Designations of Series A Convertible Preferred Stock of NextDecade Corporation, dated July 15, 2019
3.8(8)	Certificate of Increase to Certificate of Designations of Series B Convertible Preferred Stock of NextDecade Corporation, dated July 15, 2019
4.1(9)	Specimen Common Share Certificate.
4.2(10)	Specimen Unit Certificate.

4.3(11)	Specimen Warrant Certificate.
4.4(12)	Form of Warrant Agreement between Harmony Merger Corp. and Continental Stock Transfer & Trust Company.
4.5(13)	Form of Warrant Agreement for the Series A Warrants.
4.6(14)	Form of Warrant Agreement for the Series B Warrants.
10.1*	Second Amendment to the Fixed Price Turnkey Agreement for the Engineering, Procurement and Construction of Trains 1 and 2 of the Rio Grande Natural Gas Liquefaction Facility, made and executed as of October 5, 2020, by and between Rio Grande LNG, LLC and Bechtel, Oil, Gas and Chemicals, Inc.
10.2*	Second Amendment to the Fixed Priced Turnkey Agreement for the Engineering, Procurement and Construction of Train 3 of the Rio Grande Natural Gas Liquefaction Facility, made and executed as of October 5, 2020, by and between Rio Grande LNG, LLC and Bechtel, Oil, Gas and Chemicals, Inc.
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).

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(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 July 15, 2019.
(6) Incorporated by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K, filed July 15, 2019.
(7) Incorporated by reference to Exhibit 3.7 of the Registrant's Quarterly Report on Form 10-Q, filed August 6, 2019.
(8) Incorporated by reference to Exhibit 3.8 of the Registrant's Quarterly Report on Form 10-Q, filed August 6, 2019.
(9) Incorporated by reference to Exhibit 4.2 of the Amendment No. 2 to the Registrant’s Registration Statement on Form S-1, filed October 10, 2014.
(10) 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.
(11) 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.
(12) 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.
(13) Incorporated by reference to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K, filed August 7, 2018.
(14) Incorporated by reference to Exhibit 4.1 of the Registrant’s Current Report on Form 8-K, filed August 24, 2018.

* Filed herewith.
** Furnished herewith.

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: November 4, 2020

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

Date: November 4, 2020

By: /s/ Benjamin A. Atkins
Benjamin A. Atkins
Chief Financial Officer
(Principal Financial Officer)

Exhibit 10.1

SECOND AMENDMENT TO THE FIXED PRICE TURNKEY AGREEMENT FOR THE ENGINEERING, PROCUREMENT AND CONSTRUCTION OF TRAINS 1 AND 2 OF THE RIO GRANDE NATURAL GAS LIQUEFACTION FACILITY

THIS SECOND AMENDMENT TO THE FIXED PRICE TURNKEY AGREEMENT FOR THE ENGINEERING, PROCUREMENT AND CONSTRUCTION OF TRAINS 1 AND 2 OF THE RIO GRANDE NATURAL GAS LIQUEFACTION FACILITY (this "***Amendment***") is made and executed as of the 5th day of October, 2020 (the "***Amendment Effective Date***"), by and between Rio Grande LNG, LLC, a Texas limited liability company ("***Owner***") and Bechtel, Oil, Gas and Chemicals, Inc. a corporation organized under the laws of Delaware ("***Contractor***").

RECITALS

WHEREAS, Owner and Contractor entered into that certain Fixed Price Turnkey Agreement for the Engineering, Procurement and Construction of Trains 1 and 2 of the Rio Grande Natural Gas Liquefaction Facility dated May 24, 2019, as amended by that certain First Amendment dated April 22, 2020 (collectively, the "***Agreement***") (capitalized terms defined therein having the same meaning when used herein).

WHEREAS, Owner and Contractor wish to amend the Agreement on the terms set forth herein.

AMENDMENT

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties hereby agree as follows:

1. Definition of Final NTP Deadline. In Section 5.2E.3 of the Agreement, "July 31, 2021" shall be deleted and replaced with "December 31, 2021".

2. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the state of Texas (without giving effect to the principles thereof relating to conflicts of law).

3. Counterparts. This Amendment may be signed in any number of counterparts and each counterpart (when combined with all other counterparts) shall represent a fully executed original as if one copy had been signed by each of the Parties. Electronic signatures shall be deemed as effective as original signatures.

4. No Other Amendment. Except as expressly amended hereby, the terms and provisions of the Agreement remain in full force and effect and are ratified and confirmed by Owner and Contractor in all respects as of the Amendment Effective Date.

5. Miscellaneous Provisions. The terms of this Amendment are hereby incorporated by reference into the Agreement. This Amendment shall be binding upon and shall inure to the benefit of the Parties and their respective successors and assigns. The recitals set forth in the recitals above are incorporated herein by this reference. Captions and headings throughout this Amendment are for convenience and reference only and the words contained therein shall in no way be held to define or add to the interpretation, construction, or meaning of any provision.

[Signature Page Follows]

IN WITNESS WHEREOF, Owner and Contractor have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

Owner:

RIO GRANDE LNG, LLC

By: /s/ Ivan van der Walt
Name: Ivan van der Walt
Title: Vice President

Contractor:

BECHTEL OIL, GAS AND CHEMICALS, INC.

By: /s/ Steven M. Smith
Name: Steven M. Smith
Title: Principal Vice President

SECOND AMENDMENT TO THE FIXED PRICE TURNKEY AGREEMENT FOR THE ENGINEERING, PROCUREMENT AND CONSTRUCTION OF TRAIN 3 OF THE RIO GRANDE NATURAL GAS LIQUEFACTION FACILITY

THIS SECOND AMENDMENT TO THE FIXED PRICE TURNKEY AGREEMENT FOR THE ENGINEERING, PROCUREMENT AND CONSTRUCTION OF TRAIN 3 OF THE RIO GRANDE NATURAL GAS LIQUEFACTION FACILITY (this "***Amendment***") is made and executed as of the 5th day of October, 2020 (the "***Amendment Effective Date***"), by and between Rio Grande LNG, LLC, a Texas limited liability company ("***Owner***") and Bechtel, Oil, Gas and Chemicals, Inc. a corporation organized under the laws of Delaware ("***Contractor***").

RECITALS

WHEREAS, Owner and Contractor entered into that certain Fixed Price Turnkey Agreement for the Engineering, Procurement and Construction of Train 3 of the Rio Grande Natural Gas Liquefaction Facility dated May 24, 2019, as amended by that certain First Amendment dated April 22, 2020 (collectively, the "***Agreement***") (capitalized terms defined therein having the same meaning when used herein).

WHEREAS, Owner and Contractor wish to amend the Agreement on the terms set forth herein.

AMENDMENT

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties hereby agree as follows:

1. Definition of Final NTP Deadline. In Section 5.2D.3 of the Agreement, "July 31, 2021" shall be deleted and replaced with "December 31, 2021".

2. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the state of Texas (without giving effect to the principles thereof relating to conflicts of law).

3. Counterparts. This Amendment may be signed in any number of counterparts and each counterpart (when combined with all other counterparts) shall represent a fully executed original as if one copy had been signed by each of the Parties. Electronic signatures shall be deemed as effective as original signatures.

4. No Other Amendment. Except as expressly amended hereby, the terms and provisions of the Agreement remain in full force and effect and are ratified and confirmed by Owner and Contractor in all respects as of the Amendment Effective Date.

5. Miscellaneous Provisions. The terms of this Amendment are hereby incorporated by reference into the Agreement. This Amendment shall be binding upon and shall inure to the benefit of the Parties and their respective successors and assigns. The recitals set forth in the recitals above are incorporated herein by this reference. Captions and headings throughout this Amendment are for convenience and reference only and the words contained therein shall in no way be held to define or add to the interpretation, construction, or meaning of any provision.

[Signature Page Follows]

IN WITNESS WHEREOF, Owner and Contractor have caused this Amendment to be executed by their duly authorized representatives as of the Amendment Effective Date.

Owner:

RIO GRANDE LNG, LLC

By: /s/ Ivan van der Walt
Name: Ivan van der Walt
Title: Vice President

Contractor:

BECHTEL OIL, GAS AND CHEMICALS, INC.

By: /s/ Steven M. Smith
Name: Steven M. Smith
Title: Principal Vice President

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: November 4, 2020

/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, Benjamin A. Atkins, 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: November 4, 2020

/s/ Benjamin A. Atkins
Benjamin A. Atkins
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, President 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 September 30, 2020 (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.

November 4, 2020

/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, Benjamin A. Atkins, 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 September 30, 2020 (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.

November 4, 2020

/s/ Benjamin A. Atkins
Benjamin A. Atkins
Chief Financial Officer
(Principal Financial Officer)