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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 6, 2019

NEXTDECADE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36842
(Commission File Number)

46-5723951
(IRS 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)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 1.01.**Entry into a Material Definitive Agreement.****Lease**

On March 6, 2019, Rio Grande LNG, LLC ("RGLNG"), a subsidiary of NextDecade Corporation (the "Company"), entered into a lease agreement (the "Lease") with the Brownsville Navigation District of Cameron County, Texas (the "Landlord") pursuant to which RGLNG has agreed to lease approximately 984 acres of land situated in Brownsville, Cameron County, Texas (the "Leased Premises") for the purposes of constructing, operating, and maintaining (i) a liquefied natural gas facility and export terminal (the "LNG Facility") and (ii) gas treatment and gas pipeline facilities. Prior to the entry into the Lease Agreement, NextDecade LNG, LLC, a subsidiary of the Company and the parent of RGLNG ("NextDecade"), and the Landlord were parties to (i) a lease agreement concerning ten (10) acres of the Leased Premises (the "Ten-Acre Lease") and (ii) a site option agreement concerning the remainder of the Leased Premises that were not the subject of the Ten-Acre Lease (as amended, the "Site Option Agreement" and, together with the Lease and the Ten-Acre Lease, the "Brownsville Land Agreements").

The initial term of the Lease is for thirty (30) years (the "Primary Term"), which will commence on the date specified (the "Effective Date") in a written notice by RGLNG to the Landlord (the "Effective Date Notice"), if given, confirming that RGLNG or a RGLNG affiliate has made its final investment decision for the first phase of the LNG Facility. The Effective Date may be no later than November 6, 2019 (the "Outside Effective Date"), *provided, however*, that in the event RGLNG does not deliver the Effective Date Notice prior to the Outside Effective Date due to reasons unrelated to an act or omission of its own or its inability to secure one or more of the required permits for the LNG Facility, then the Outside Effective Date will be automatically extended on a month-to-month basis for a maximum of six (6) months. If after such six-month period RGLNG does not deliver an Effective Date Notice to the Landlord, then the Lease will automatically terminate and be of no further force or effect and the Landlord will be entitled to retain any amounts prepaid under the Brownsville Land Agreements, unless otherwise agreed. RGLNG has the option to renew and extend the term of the Lease beyond the Primary Term for up to two (2) consecutive renewal periods of ten (10) years each provided that it has not caused an event of default under the Lease.

For the first five (5) years of the Primary Term, RGLNG will pay the Landlord rent for the Leased Premises of approximately \$6.3 million per annum (the "Rent"), subject to adjustments pursuant to the terms of the Lease. After completion of such five-year period, the Rent will automatically be adjusted based on the Consumer Price Index ("CPI") in February once every five (5) years, however, the Rent will not be increased by a percentage more than the percentage increase of the CPI during such period. In addition to Rent, RGLNG will be responsible for certain costs and charges specified in the Lease, including certain Project expenses incurred by the Landlord, insurance costs, maintenance costs and taxes.

The foregoing description of the Lease does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Lease, a redacted copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2019. The Company intends to submit a Confidential Treatment Request to the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, requesting that it be permitted to redact certain portions of the Lease.

Guaranty, Security Deposit

NextDecade has agreed to deliver to the Landlord simultaneously with the Effective Date Notice, if given, (i) a guaranty for RGLNG's payment and performance obligations arising under the Lease, (ii) a security deposit in the amount of three (3) months' Rent, or approximately \$1.5 million in total, and (iii) evidence of the insurances required under the Lease.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference in response to this Item 2.03.

Item 7.01. Regulation FD Disclosure.

On March 7, 2019, the Company issued a press release regarding the Lease described above under Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release, dated March 7, 2019.](#)

SIGNATURE

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 hereunto duly authorized.

Dated: March 7, 2019

NEXTDECADE CORPORATION

By: /s/ Krysta De Lima

Name: Krysta De Lima

Title: General Counsel

NextDecade Executes Site Lease for Rio Grande LNG Project in Brownsville

HOUSTON, Texas, USA (March 7, 2019) -- NextDecade Corporation (NextDecade) (NASDAQ: NEXT) announced today that Rio Grande LNG, LLC, a NextDecade subsidiary, has entered into a lease agreement with the Brownsville Navigation District (BND). The lease agreement was considered and approved during a meeting of the BND Board of Commissioners.

The lease agreement, which covers an approximately 984-acre parcel of land in Cameron County, Texas, carries an initial term of thirty years, with two options to renew and extend the term of the lease for periods of ten years each. The lease agreement supersedes exclusive site option agreements.

On the site in the Port of Brownsville, NextDecade plans to construct, operate, and maintain a large-scale liquefied natural gas (LNG) export terminal, including gas treatment, liquefaction, and other supporting facilities and infrastructure.

“We are pleased to have formally executed our lease agreement with the Brownsville Navigation District, and appreciate the ongoing support of Chairman Reed and the BND Commission,” said Matt Schatzman, NextDecade’s President and Chief Executive Officer. “As we continue to advance our Rio Grande LNG project, we look forward to creating opportunities for local workers and communities across the Rio Grande Valley.”

Currently one of the largest proposed private investments in the State of Texas, Rio Grande LNG and its associated Rio Bravo Pipeline could result in more than \$15 billion of investment in Cameron County. The proposed facility and pipelines are expected to create more than 5,000 jobs. Additionally, exports from Rio Grande LNG could significantly improve the U.S. balance of trade and support key allies around the world by providing access to reliable, clean natural gas.

Pending the achievements of commercial milestones and receipt of requisite regulatory approvals, NextDecade anticipates making a positive final investment decision on its Rio Grande LNG project by the end of the third quarter of 2019.

###

About NextDecade Corporation

NextDecade is an LNG development company focused on LNG export projects and associated pipelines in Texas. NextDecade intends to develop the largest LNG export solution linking Permian Basin associated gas to the global LNG market, creating value for producers, customers, and stockholders. Its portfolio of LNG projects includes the 27 mtpa Rio Grande LNG export facility in Brownsville, Texas and the 4.5 Bcf/d Rio Bravo Pipeline that would transport natural gas from the Agua Dulce area to Rio Grande LNG. NextDecade's technology selections are expected to foster operational reliability and afford NextDecade's customers access to reliable, low-cost, abundant natural gas from the Permian Basin, Eagle Ford Shale, and other basins. NextDecade's common stock is listed on the Nasdaq Stock Market under the symbol "NEXT." NextDecade is headquartered in Houston, Texas.

CAUTIONARY INFORMATION ABOUT FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of U.S. federal securities laws. The words "believe," "expect," "intend," "plan," "potential," and similar expressions are intended to identify forward-looking statements, and these statements may relate to the business of NextDecade and its subsidiaries. These statements have been based on NextDecade's current assumptions, expectations, and projections about future events and involve a number of known and unknown risks, which may cause actual results to differ materially from expectations expressed or implied in the forward-looking statements. These risks include uncertainties about NextDecade's Rio Grande LNG and Rio Bravo Pipeline projects and other matters discussed in the "Risk Factors" section of NextDecade's Annual Report on Form 10-K for the year ended December 31, 2018 and other subsequent reports filed with the Securities and Exchange Commission, all of which are incorporated herein by reference.

Any development of the projects remains contingent upon completing required commercial agreements; acquiring all necessary permits and approvals; securing all financing commitments and potential tax incentives; achieving other customary conditions; and making a final investment decision to proceed. The forward-looking statements in this press release speak as of the date of this release. Although NextDecade believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that the expectations will prove to be correct. NextDecade may from time to time voluntarily update its prior forward-looking statements, however, it disclaims any commitment to do so except as required by securities laws.

For further information:

Investors: Patrick Hughes | + 1 (832) 209 8131 | phughes@next-decade.com

Media: Ashley Helmer | + 1 (281) 249 5453 | ahelmer@next-decade.com