Risk Factors Comparison 2024-02-29 to 2023-03-01 Form: 10-K

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An investment in our Class A common stock involves a high degree of risk. You should carefully consider the risks described below. If any of the following risks were to occur, the value of our Class A common stock could be materially adversely affected or our business, financial condition and results of operations could be materially adversely affected and thus indirectly cause the value of our Class A common stock to decline. Additional risks not presently known to us or that we currently deem immaterial could also materially affect our business and the value of our Class A common stock. As a result of any of these risks, known or unknown, you may lose all or part of your investment in our Class A common stock. The risks discussed below also include forward- looking statements, and actual results may differ substantially from those discussed in these forward- looking statements. See " Cautionary Statement on Forward- Looking Statements. " ~~. Unless the context otherwise requires, references to " Company, " " NFE, " " we, " " our, " " us " or like terms refer to (i) prior to the completion of Mergers, New Fortress Energy Inc. and its subsidiaries, excluding Hygo Energy Transition Ltd. (" Hygo ") and its subsidiaries and Golar LNG Partners LP (" GMLP ") and its subsidiaries, and (ii) after completion of the Mergers, New Fortress Energy Inc. and its subsidiaries, including Hygo and its subsidiaries and GMLP and its subsidiaries.~~ Summary Risk Factors Some of the factors that could materially and adversely affect our business, financial condition, results of operations or prospects include the following: Risks Related to Our Business ~~• We have a limited operating history, which may not be sufficient to evaluate our business and prospects;~~ • Our ability to implement our business strategy may be materially and adversely affected by many known and unknown factors; • We are subject to various construction risks; • Operation of our infrastructure, facilities and vessels involves significant risks; • We depend on third- party contractors, operators and suppliers; • Failure of LNG to be a competitive source of energy in the markets in which we operate, and seek to operate, could adversely affect our expansion strategy; • We operate in a highly regulated environment and our operations could be adversely affected by actions by governmental entities or changes to regulations and legislation; • Failure to obtain and maintain permits, approvals and authorizations from governmental and regulatory agencies and third parties on favorable terms could impede operations and construction; • When we invest significant capital to develop a project, we are subject to the risk that the project is not successfully developed and that our customers do not fulfill their payment obligations to us following our capital investment in a project; • Failure to maintain sufficient working capital could limit our growth and harm our business, financial condition and results of operations; • Our ability to generate revenues is substantially dependent on our current and future long- term agreements and the performance by customers under such agreements; • Our current lack of asset and geographic diversification could have an adverse effect on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects; • Because we are currently dependent upon a limited number of customers, the loss of a significant customer could adversely affect our operating results; • We may not be able to convert our anticipated customer pipeline into binding long- term contracts, and if we fail to convert potential sales into actual sales, we will not generate the revenues and profits we anticipate; • Our contracts with our customers are subject to termination under certain circumstances; • Competition in the LNG industry is intense, and some of our competitors have greater financial, technological and other resources than we currently possess; • Cyclical or other changes in the demand for and price of LNG and natural gas may adversely affect our business and the performance of our customers; • Our risk management strategies cannot eliminate all LNG price and supply risks. In addition, any non- compliance with our risk management strategies could result in significant financial losses; • **Any use of hedging arrangements may adversely affect our future operating results or liquidity; •** We are dependent on third- party LNG suppliers and **the development of** ~~may not be able to purchase or~~ **our** ~~receive physical delivery of~~ **own portfolio is subject to various risks and assumptions; •** LNG **that is processed** ~~or natural gas in sufficient quantities~~ and / or **stored on FSRUs and transported via pipeline is subject to risk of loss or damage; • We rely on tankers and other vessels outside of our fleet for our LNG transportation and transfer; • Hire rates for FSRUs and LNG carriers may fluctuate substantially. If rates are lower when we are seeking a new charter, our earnings may decline; • The operation of our vessels is dependent on our ability to deploy our vessels to an NFE terminal or to long- term charters; • Vessel values may fluctuate substantially and, if these values are lower** at ~~economically attractive prices~~ **a time when we are attempting** to **dispose of vessels** ~~satisfy our delivery obligations under the GSAs~~ , ~~PPAs and SSAs~~ **we may incur a loss; • Maritime claimants could arrest our vessels, which could interrupt our cash flow** ; • We seek to develop innovative and new technologies as part of our strategy that are not yet proven and may not realize the time and cost savings we expect to achieve **; • Technological innovation may impair the economic attractiveness of our projects** ; • Our Fast LNG technology is not yet proven and we may not be able to implement it as planned or at all; • We have incurred, and may in the future incur, a significant amount of debt; • Our business is dependent upon obtaining substantial additional funding from various sources, which may not be available or may only be available on unfavorable terms; • **We have entered into, and may in the future enter into or modify existing, joint ventures that might restrict our operational and corporate flexibility or require credit support; • Existing and future environmental, social, health and safety laws and regulations could result in increased or more stringent compliance requirements, which may be difficult to comply with or result in additional costs and may otherwise lead to significant liabilities and reputational damage; • We are subject to numerous governmental export laws, and trade and economic sanctions laws and regulations, and anti- corruption laws and regulation; The swaps regulatory and other provisions of the Dodd- Frank Act and the rules adopted thereunder and other regulations, including EMIR and REMIT, could adversely affect our ability to hedge risks associated with our business and our operating results and cash flows; • We may incur impairments to long- lived assets; •** Weather events or other natural or manmade disasters or phenomena, some of which may be adversely impacted by global climate change, could have a material adverse effect on our operations and projects, as well as on the economies in the markets in which we operate or plan to operate; • **Our charterers may inadvertently violate applicable sanctions and / or call on ports located in, or engage in transactions with, countries that are subject to restrictions imposed by the U. S. or other governments, which could adversely affect its business; • Increasing transportation regulations may increase our costs and negatively impact our results of operations; • Our chartered vessels operating in certain jurisdictions, including the United States, now or in the future, may be subject to cabotage laws, including the Merchant Marine Act of 1920, as amended (the " Jones Act "); • We may not own the land on which our projects are located and are subject to leases, rights- of- ways, easements and other property rights for our operations; • We could be negatively impacted by environmental, social, and governance (" ESG ") and sustainability- related matters; • Information technology failures and cyberattacks could affect us significantly; • Our insurance may be insufficient to cover losses that may occur to our property or result from our operations. • Our success depends on key members of our management, the loss of any of whom could disrupt our business operations; •** We may experience increased labor costs and regulation, and the unavailability of skilled workers or our failure to attract and retain qualified personnel, as well as our ability to comply with such labor laws, could adversely affect **us; • Our business could be affected adversely by labor disputes, strikes or work stoppages** ; Risks Related to the Jurisdictions in Which We Operate • We are subject to the economic, political, social and other conditions in the jurisdictions in which we operate; • Our financial condition and operating results may be adversely affected by foreign exchange fluctuations; Risks Related to Ownership of Our Class A Common Stock • **The market price and trading volume of our Class A common stock may be volatile, which could result in rapid and substantial losses for our stockholders; • We are a " controlled company " within the meaning of Nasdaq rules and, as a result, qualify for and intend to rely on exemptions from certain corporate governance requirements; •** A small number of our original investors have the ability to direct the voting of a majority of our stock, and their interests may conflict with those of our other stockholders **; • Our Certificate of Incorporation and By- Laws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our Class A common stock and could deprive our investors of the opportunity to receive a premium for their Class A common stock; • Our By- Laws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents** ; • The declaration and payment of dividends to holders of our Class A common stock is at the discretion of our board of directors and there can be no assurance that we will continue to pay dividends in amounts or on a basis consistent with prior distributions to our investors, if at all **; • The incurrence or issuance of debt which ranks senior to our Class A common stock upon our liquidation and future issuances of equity or equity- related securities, which would dilute the holdings of our existing Class A common stockholders and may be senior to our Class A common stock for the purposes of making distributions, periodically or upon liquidation, may negatively affect the market price of our Class A common stock; • We may issue preferred stock, the terms of which could adversely affect the voting power or value of our Class A common stock; • Sales or issuances of our Class A common stock could adversely affect the market price of our Class A common stock; • An active, liquid and orderly trading market for our Class A common stock may not be maintained and the price of our Class A common stock may fluctuate significantly** ; General Risks • We are a holding company and our operational and consolidated financial results are dependent on the results of our subsidiaries, affiliates, joint ventures and special purpose entities in which we invest; • We may engage in mergers, sales and acquisitions, reorganizations or similar transactions related to our businesses or assets in the future and we may fail to successfully complete such transaction or to realize the expected value; • ~~We are unable to predict the extent to which the global COVID- 19 pandemic will negatively affect our operations, financial performance, nor our ability to achieve our strategic objectives. We are also unable to predict how this global pandemic may affect our customers and suppliers; and •~~ A change in tax laws in any country in which we operate could adversely affect us ~~.~~ **; •** We have ~~a limited operating history~~ **been and may be involved in legal proceedings and may experience unfavorable outcomes; • If we fail to develop or maintain an effective system of internal controls** , ~~which~~ **we** may not be ~~sufficient~~ **able** to ~~evaluate~~ **accurately report our financial results** ~~our~~ **or prevent fraud** ~~business and prospects. We have a limited operating history and track record~~ . As a result, **current** ~~our prior operating history~~ and ~~historical~~ **potential stockholders could lose confidence in our** financial **reporting, which would harm** ~~statements may not be a reliable basis for evaluating~~ our business **and** ~~prospects or~~ the ~~value~~ **trading price** of our Class A common stock ~~.~~ **; • If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our Class A common stock or if our operating results do not meet their expectations, our share price could decline; and •** We ~~commenced~~ **are unable to predict the extent to which global pandemics and health crises will negatively affect our** operations ~~on February 25~~ , ~~2014~~ **financial performance** , **nor our ability to achieve our strategic objectives** ~~and we had net losses of approximately $ 78. 2 million in 2018, $ 204. 3 million in 2019, and $ 264. 0 million in 2020~~ . We **are** ~~recognized income of $ 92. 7 million in 2021 and $ 184. 8 million in 2022. Our limited operating history~~ also ~~means that we continue to develop and implement our strategies, policies and procedures, including those related to project development planning, operational supply chain planning, data privacy and other matters. We cannot give you any assurance that our strategy will be successful or that we will be able~~ **unable** to **predict how** ~~implement our strategy on~~ a **global pandemic may affect** ~~timely basis, if at all, or~~ **our customers and suppliers** ~~achieve our internal model or that our assumptions will be accurate~~ . Our ability to implement our business strategy may be materially and adversely affected by many known and unknown factors. Our business strategy relies on a variety of factors, including our ability to successfully market LNG, natural gas, steam, and power to **our customers** ~~end- users~~ , develop and maintain cost- effective logistics in our supply chain and construct, develop and operate energy- related infrastructure in the countries where we operate, and expand our projects and operations to other countries where we do not currently operate, among others. These assumptions are subject to significant economic, competitive, regulatory and operational uncertainties, contingencies and risks, many of which are beyond our control, including, among others: • inability to achieve our target costs for the purchase, liquefaction and export of natural gas and / or LNG and our target pricing for long- term contracts; • failure to develop strategic relationships; • failure to obtain required governmental and regulatory approvals for the construction and operation of these projects and other relevant approvals; • unfavorable laws and regulations, changes in laws or unfavorable interpretation or application of laws and regulations; and • uncertainty regarding the timing, pace and extent of ~~an~~ economic ~~recovery~~ **growth** in the United States, the other jurisdictions in which we operate and elsewhere, which in turn will likely affect demand for crude oil and natural gas. Furthermore, as part of our business strategy, we target customers who have not been traditional purchasers of natural gas, including customers in developing countries, and these customers may have greater credit risk than typical natural gas purchasers. Therefore, we may be exposed to greater customer credit risk than other companies in the industry. Our credit procedures and policies may be inadequate to sufficiently eliminate risks of nonpayment and nonperformance. Our strategy may evolve over time. Our future ability to execute our business strategy is uncertain, and it can be expected that one or more of our assumptions will prove to be incorrect and that we will face unanticipated events and circumstances that may adversely affect our ability to execute our business strategy and adversely affect our business, financial condition and results of operations. We are subject to various construction risks. We are involved in the development of complex small, medium and large- scale engineering and construction projects, including our facilities, liquefaction facilities, power plants, and related infrastructure, which are often developed in multiple stages involving commercial and governmental negotiations, site planning, due diligence, permit requests, environmental impact studies, permit applications and review, marine logistics planning and transportation and end- user delivery logistics. In addition to our facilities, these infrastructure projects can include the development and construction of facilities as part of our customer contracts. Projects of this type are subject to a number of risks including, among others: • engineering, environmental or geological problems; • shortages or delays in the delivery of equipment and supplies; • government or regulatory approvals, permits or other authorizations; • failure to meet technical specifications or adjustments being required based on testing or commissioning; • construction accidents that could result in personal injury or loss of life; • lack of adequate and qualified personnel to execute the project; • weather interference; and • potential labor shortages, work stoppages or labor union disputes. Furthermore, because of the nature of our infrastructure, we are dependent on interconnection with transmission systems and other infrastructure projects of third parties, including our customers, and / or governmental entities. Such third- party projects can be greenfield or brownfield projects, including modifications to existing infrastructure or increases in capacity to existing facilities, among others, and are subject to various construction risks **and additional operational monitoring and balancing requirements that may impact the design of facilities to be constructed** . Delays from such third parties or governmental entities could prevent connection to our projects and generate delays in our ability to develop our own projects. In addition, a primary focus of our business is the development of projects in foreign jurisdictions, including in locations where we have no prior development experience, and we expect to continue expanding into new jurisdictions in the future. These risks can be increased in jurisdictions where legal processes, language differences, cultural expectations, currency exchange requirements, political relations with the U. S. government, changes in the political views and structure, government representatives, new regulations, regulatory reviews, employment laws and diligence requirements can make it more difficult, time- consuming and expensive to develop a project. See " – Risks Related to the Jurisdictions in Which We Operate — We are subject to the economic, political, social and other conditions in the jurisdictions in which we operate. " The occurrence of any one of these factors, whatever the cause, could result in unforeseen delays or cost overruns to our projects. Delays in the development beyond our estimated timelines, or amendments or change orders to our construction contracts, could result in increases to our development costs beyond our original estimates, which could require us to obtain additional financing or funding and could make the project less profitable than originally estimated or possibly not profitable at all. Further, any such delays could cause a delay in our anticipated receipt of revenues, a loss of one or more customers ~~in the event of significant delays~~ , and our inability to meet milestones or conditions precedents in our customer contracts, which could lead to delay penalties and potentially a termination of agreements with our customers. We have experienced time delays and cost overruns in the construction and development of our projects as a result of the occurrence of various of the above factors, and no assurance can be given that we will not continue to experience in the future similar events, any of which could have a material adverse effect on our business, operating results, cash flows and liquidity. Operation of our infrastructure, facilities and vessels involves significant risks. Our existing infrastructure, facilities and vessels and expected future operations and businesses face operational risks, including, but not limited to, the following: • performing below expected levels of efficiency or capacity or required changes to specifications for continued operations; • breakdowns or failures of equipment or shortages or delays in the delivery of supplies; • operational errors by trucks, including trucking accidents while transporting natural gas, LNG or any other chemical or hazardous substance; • risks related to operators and service providers of tankers or tugs used in our operations; • operational errors by us or any contracted facility, port or other operator of related **third- party** infrastructure; • failure to maintain the required government or regulatory approvals, permits or other authorizations; • accidents, fires, explosions or other events or catastrophes; • lack of adequate and qualified personnel; • potential labor shortages, work stoppages or labor union disputes; • weather- related or natural disaster interruptions of operations; • pollution, release of or exposure to toxic substances or environmental contamination affecting ~~operation~~ **operations** ; • inability, or failure, of any counterparty to any facility- related agreements to perform their contractual obligations; • decreased demand by our customers ~~, including as a result of the COVID- 19 pandemic~~ ; and • planned and unplanned power outages or failures to supply due to scheduled or unscheduled maintenance. In particular, we are subject to risks related to the operation of power plants, liquefaction facilities, marine and other LNG operations with respect to our facilities, ~~floating storage regasification units ("~~ FSRU ~~")~~ and LNG carriers, which operations are complex and technically challenging and subject to mechanical risks and problems. In particular, marine LNG operations are subject to a variety of risks, including, among others, marine disasters, piracy, bad weather, mechanical failures, environmental accidents, epidemics, grounding, fire, explosions and collisions, human error, and war and terrorism. An accident involving our cargos or any of our chartered vessels could result in death or injury to persons, loss of property or environmental damage; delays in the delivery of cargo; loss of revenues; termination of charter contracts; governmental fines, penalties or restrictions on conducting business; higher insurance rates; and damage to our reputation and customer relationships generally. Any of these circumstances or events could increase our costs or lower our revenues. If our chartered vessels suffer damage as a result of such an incident, they may need to be repaired. Repairs and maintenance costs for existing vessels are difficult to predict and may be substantially higher than for vessels we have operated since they were built and result in higher than anticipated operating expenses or require additional capital expenditures. The loss of earnings while these vessels are being repaired would decrease our results of operations. If a vessel we charter were involved in an accident with the potential risk of environmental impacts or contamination, the resulting media coverage could have a material adverse effect on our reputation, our business, our results of operations and cash flows and weaken our financial condition. Our offshore operating expenses depend on a variety of factors including crew costs, provisions, deck and engine stores and spares, lubricating oil, insurance, maintenance and repairs and shipyard costs, many of which are beyond ~~its~~ **our** control, such as the overall economic impacts caused by the global COVID- 19 outbreak. Other factors, such as increased cost of qualified and experienced seafaring crew and changes in regulatory requirements, could also increase operating expenditures. Future increases to operational costs are likely to occur. If costs rise, they could materially and adversely affect our results of operations. In addition, operational problems may lead to loss of revenue or higher than anticipated operating expenses or require additional capital expenditures. Any of these results could harm our business, financial condition and results of operations. We cannot assure you that future occurrences of any of the events listed above or any other events of a similar or dissimilar nature would not significantly decrease or eliminate the revenues from, or significantly increase the costs of operating, our facilities or assets. We depend on third- party contractors, operators and suppliers. We rely on third- party contractors, equipment manufacturers, suppliers and operators for the development, construction and operation of our projects and assets. We have not yet entered into binding contracts for the construction, development and operation of all of our facilities and assets, and we cannot assure you that we will be able to enter into the contracts required on commercially favorable terms, if at all, which could expose us to fluctuations in pricing and potential changes to our planned schedule. If we are unable to enter into favorable contracts, we may not be able to construct and operate these assets as expected, or at all. Furthermore, these agreements are the result of arms-length negotiations and subject to change. There can be no assurance that contractors and suppliers will perform their obligations successfully under their agreements with us. If any contractor is unable or unwilling to perform according to the negotiated terms and timetable of its respective agreement for any reason or terminates its agreement for any reason, we would be required to engage a substitute contractor, which could be particularly difficult in certain of the markets in which we plan to operate. ~~For example, each of our vessels is operated and maintained by GLNG or its affiliates pursuant to ship management agreements. Any failure by GLNG or its affiliates in the operation of our vessels could have an adverse effect on our maritime operations and could result in our failure to deliver LNG to our customers as required under our customer agreements.~~ Although some agreements may provide for liquidated damages if the contractor or supplier fails to perform in the manner required with respect to its obligations, the events that trigger such liquidated damages may delay or impair the completion or operation of the facility, and any liquidated damages that we receive may be delayed or insufficient to cover the damages that we suffer as a result of any such delay or impairment, including, among others, any covenants or obligations by us to pay liquidated damages or penalties under our agreements with our customers, development services, the supply of natural gas, LNG or steam and the supply of power, as well as increased expenses or reduced revenue. Such liquidated damages may also be subject to caps on liability, and we may not have full **indemnification** ~~protection to seek payment~~ from our contractors to compensate us for such payments and other consequences. We may hire contractors to perform work in jurisdictions where they do not have previous experience, or contractors we have not previously hired to perform work in jurisdictions we are beginning to develop, which may lead to such contractors being unable to perform according to ~~its~~ **their** respective ~~agreement~~ **agreements** . Furthermore, we may have disagreements with our contractors about different elements of the construction process, which could lead to the assertion of rights and remedies under their contracts and increase the cost of the applicable facility or result in a contractor’ s unwillingness to perform further work. If we are unable to construct and commission our facilities and assets as expected, or, when and if constructed, they do not accomplish our goals **or performance expectations** , or if we experience delays or cost overruns in **design,** construction **, commissioning or operation** , our business, operating results, cash flows and liquidity could be materially and adversely affected. Failure of LNG to be a competitive source of energy in the markets in which we operate, and seek to operate, could adversely affect our expansion strategy. Our operations are, and will be, dependent upon LNG being a competitive source of energy in the markets in which we operate. In the United States, due mainly to a historic abundant supply of natural gas and discoveries of substantial quantities of unconventional or shale natural gas, imported LNG has not developed into a significant energy source. The success of the domestic liquefaction component of our business plan is dependent, in part, on the extent to which natural gas can, for significant periods and in significant volumes, be produced in the United States at a lower cost than the cost to produce some domestic supplies of other alternative energy sources, and that it can be transported at reasonable rates through appropriately scaled infrastructure. ~~Since August 2021,~~ LNG prices have increased materially **in the past, including in August 2021 through the end of 2022** , and global events, such as the COVID- 19 pandemic, Russia ~~'~~**’** s invasion of Ukraine and global inflationary pressures, have generated further energy pricing volatility, which ~~can~~ **have had and may in the future** have an adverse effect on market pricing of LNG and global demand for our products, as well as our ability to remain competitive in the markets in which we operate. Potential expansion in the Caribbean, Latin America and other parts of **the** world where we may operate is primarily dependent upon LNG being a competitive source of energy in those geographical locations. For example, in the Caribbean, due mainly to a lack of regasification infrastructure and an underdeveloped international market for natural gas, natural gas has not yet developed into a significant energy source. In Brazil, hydroelectric power generation is the predominant source of electricity and LNG is one of several other energy sources used to supplement hydroelectric generation. The success of our operations is dependent, in part, on the extent to which LNG can, for significant periods and in significant volumes, be produced internationally and delivered to our customers at a lower cost than the cost to deliver other alternative energy sources. Political instability in foreign countries that export LNG, or strained relations between such countries and countries in the Caribbean and Latin America, may also impede the willingness or ability of LNG suppliers and merchants in such countries to export LNG to the Caribbean, Latin America and other countries where we operate or seek to operate. Furthermore, some foreign suppliers of LNG may have economic or other reasons to direct their LNG to other markets or from or to our competitors' LNG facilities. Natural gas also competes with other sources of energy, including coal, oil, nuclear, **hydrogen,** hydroelectric, wind and solar energy, which may become available at a lower cost in certain markets. As a result of these and other factors, natural gas may not be a competitive source of energy in the markets we intend to serve or elsewhere. The failure of natural gas to be a competitive supply alternative to oil and other alternative energy sources could adversely affect our ability to deliver LNG or natural gas to our customers on a commercial basis, which could have a material adverse effect on our business, ability to realize benefits from future projects, results of operations, financial condition, liquidity and prospects. Our business is highly regulated and subject to numerous governmental laws, rules, regulations and requires permits, authorizations and various governmental and agency approvals, in the various jurisdictions in which we operate, that impose various restrictions and obligations that may have material effects on our business and results of operations. Each of the applicable regulatory requirements and limitations is subject to change, either through new regulations enacted on the federal, state or local level, or by new or modified regulations that may be implemented under existing law. The nature and extent of any changes in these laws, rules, regulations and permits may be unpredictable, have retroactive effects, and may have material effects on our business. Future legislation and regulations or changes in existing legislation and regulations, or interpretations thereof, such as those relating to power, natural gas or LNG operations, including exploration, development and production activities, liquefaction, regasification or transportation of our products, could cause additional expenditures, restrictions and delays in connection with our operations as well as other future projects, the extent of which cannot be predicted and which may require us to limit substantially, delay or cease operations in some circumstances. In addition, these rules and regulations are assessed, managed, administered and enforced by various governmental agencies and bodies, whose actions and decisions could adversely affect our business or operations. In the United States and Puerto Rico, approvals of the Department of Energy (~~"~~**“** DOE ~~"~~**”**) under Section 3 of the NGA, as well as several other material governmental and regulatory permits, approvals and authorizations, including under the CAA and the CWA and their state analogues, may be required in order to construct and operate an LNG facility and export LNG. Permits, approvals and authorizations obtained from the DOE and other federal and state regulatory agencies also contain ongoing conditions, and additional requirements may be imposed **. For example, in February 2024, the Biden Administration announced a temporary pause on pending approvals of LNG exports to non-FTA countries. While the duration of the pause remains unclear, any restrictions on or delays in approving natural gas exports could negatively impact our business in the future** . Certain federal permitting processes may trigger the requirements of the National Environmental Policy Act (" NEPA "), which requires federal agencies to evaluate major agency actions that have the potential to significantly impact the environment. Compliance with NEPA may extend the time and / or increase the costs for obtaining necessary governmental approvals associated with our operations and create independent risk of legal challenges to the adequacy of the NEPA analysis, which could result in delays that may adversely affect our business, contracts, financial condition, operating results, cash flow, liquidity and profitability. On July 15, 2020, the White House Council on Environmental Quality issued a final rule revising its NEPA regulations. ~~These regulations have taken legal effect, and although they have been challenged in court, they have not been stayed.~~ The Council on Environmental Quality has announced that it is engaged in an ongoing and comprehensive review of the revised regulations and is assessing whether and how the Council may ultimately undertake a new rulemaking to revise the regulations. The impacts of any such future revisions that may be adopted are uncertain and indeterminable for the foreseeable future. On June 18, 2020, we received an order from FERC, which asked us to explain why our San Juan Facility is not subject to FERC' s jurisdiction under section 3 of the NGA. On March 19, 2021, as upheld on rehearing on July 15, 2021, FERC determined that our San Juan Facility is subject to its jurisdiction and directed us to file an application for authorization to operate the San Juan Facility ~~within 180 days of the order, which was September 15, 2021,~~ but also found that allowing operation of the San Juan Facility to continue during the pendency of an application is in the public interest ~~. The FERC orders were affirmed by the United States Court of the Appeals for the District of Columbia Circuit on June 14, 2022~~ . In order to comply with the FERC' s directive, on September 15, 2021, we filed an application for authorization to operate the San Juan Facility, which remains pending. We may not comply with each of these requirements in the future, or at all times, including any changes to such laws and regulations or their interpretation. The failure to satisfy any applicable legal requirements may result in the suspension of our operations, the imposition of fines and / or remedial measures, suspension or termination of permits or other authorization, as well as potential administrative, civil and criminal penalties, which may significantly increase compliance costs and the need for additional capital expenditures. Failure to obtain and maintain permits, approvals and authorizations from governmental and regulatory agencies and third parties on favorable terms could impede operations and construction. The design, construction and operation of our infrastructure, facilities and businesses, including our FSRUs, FLNG units and LNG carriers, the import and export of LNG, exploration and development activities, and the transportation of natural gas, among others, are highly regulated activities at the national, state and local levels and are subject to various approvals and permits. The process to obtain the permits, approvals and authorizations we need to conduct our business, and the interpretations of those rules, is complex, time- consuming, challenging and varies in each jurisdiction in which we operate. We may be unable to obtain such approvals on terms that are satisfactory for our operations and on a timeline that meets our commercial obligations. Many of these permits, approvals and authorizations require public notice and comment before they can be issued, which can lead to delays to respond to such comments, and even potentially to revise the permit application. **Jurisdiction- specific employment, labor, and subcontracting laws may also affect contracting strategies and impact construction and operations.** We may also be (and have been in select circumstances) subject to local opposition, including citizens groups or non- governmental organizations such as environmental groups, which may create delays and challenges in our permitting process and may attract negative publicity, which may create an adverse impact on our reputation. In addition, such rules change frequently and are often subject to discretionary interpretations, including administrative and judicial challenges by regulators, all of which may make compliance more difficult and may increase the length of time it takes to receive regulatory approval for our operations, particularly in countries where we operate, such as Mexico and Brazil. For example, in Mexico, we have obtained substantially all permits but are awaiting **final approvals** ~~regasification and transmission permits~~ for our power plant and permits necessary to operate our terminal. In connection with our application to the U. S. Maritime Administration (" MARAD") related to our FLNG project off the coast of Louisiana **(as discussed further below)** , MARAD announced it had initially paused the statutory 356- day application review timeline on August 16, 2022 pending receipt of additional information, and restarted the timeline on October 28, 2022. MARAD issued a second stop notice on November 23, 2022 and on December 22, 2022, MARAD issued a third data request for supplemental information. Following review of NFE ~~’~~**'**s response to the December 2022 data requests, MARAD extended the stop **-** clock on February 21, 2023 pending clarification of responses and receipt of additional information **. In addition, jurisdiction- specific employment, labor, and subcontracting laws may also affect contracting strategies and impact construction and operations** . No assurance can be given that we will be able to obtain approval of this application and receive the required permits, approvals and authorizations from governmental and regulatory agencies related to our project on a timely basis or at all. We intend to apply for updated permits for the Pennsylvania Facility with the aim of obtaining these permits to coincide with the commencement of construction activities. We cannot **make any** ~~assure~~ **assurance as to** if or when we will receive these permits, which are needed prior to commencing certain construction activities related to the facility. Any administrative and judicial challenges can delay and protract the process for obtaining and implementing permits and can also add significant costs and uncertainty. We cannot control the outcome of any review or approval process, including whether or when any such permits and authorizations will be obtained, the terms of their issuance, or possible appeals or other potential interventions by third parties that could interfere with our ability to obtain and maintain such permits and authorizations or the terms thereof. Furthermore, we are developing new technologies and operate in jurisdictions that may lack mature legal and regulatory systems and may experience legal instability, which may be subject to regulatory and legal challenges, instability or clarity of application of laws, rules and regulations to our business and new technology, which can result in difficulties and instability in obtaining or securing required permits or authorizations. There is no assurance that we will obtain and maintain these permits and authorizations on favorable terms, or that we will be able to obtain them on a timely basis, and we may not be able to complete our projects, start or continue our operations, recover our investment in our projects and may be subject to financial penalties or termination under our customer and other agreements, which could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects. When we invest significant capital to develop a project, we are subject to the risk that the project is not successfully developed and that our customers do not fulfill their payment obligations to us following our capital investment in a project. A key part of our business strategy is to attract new customers by agreeing to finance and develop new facilities, power plants, liquefaction facilities and related infrastructure in order to win new customer contracts for the supply of natural gas, LNG, steam or power. This strategy requires us to invest capital and time to develop a project in exchange for the ability to sell our products and generate fees from customers in the future. When we develop these projects, our required capital expenditure may be significant, and we typically do not generate meaningful fees from customers until the project has commenced commercial operations, which may take a year or more to achieve. If the project is not successfully developed for any reason, we face the risk of not recovering some or all of our invested capital, which may be significant. If the project is successfully developed, we face the risks that our customers may not fulfill their payment obligations or may not fulfill other performance obligations that impact our ability to collect payment. Our customer contracts and development agreements do not fully protect us against this risk and, in some instances, may not provide any meaningful protection from this risk. This risk is heightened in foreign jurisdictions, particularly if our counterparty is a government or government- related entity because any attempt to enforce our contractual or other rights may involve long and costly litigation where the ultimate outcome is uncertain. If we invest capital in a project where we do not receive the payments we expect, we will have less capital to invest in other projects, our liquidity, results of operations and financial condition could be materially and adversely affected, and we could face the inability to comply with the terms of our existing debt or other agreements, which would exacerbate these adverse effects. Failure to maintain sufficient working capital could limit our growth and harm our business, financial condition and results of operations. We have significant working capital requirements, primarily driven by the ~~delay~~ **time difference** between the **time when we incur costs to build and / or** purchase ~~of~~ **our Facilities** and ~~payment~~ **other projects and the time in which we receive revenues from customers after such Facilities and other projects are complete. We also experience timing date differences between the date we pay** for natural gas and the ~~extended~~ payment **dates** ~~terms that~~ we offer our customers. Differences between the date when we pay our suppliers and the date when we receive payments from our customers may adversely affect our liquidity and our cash flows. We expect our working capital needs to increase as our total business increases. If we do not have sufficient working capital, we may not be able to pursue our growth strategy, respond to competitive pressures or fund key strategic initiatives, such as the development of our facilities, which may harm our business, financial condition and results of operations. Our ability to generate revenues is substantially dependent on our current and future long- term agreements and the performance by customers under such agreements. Our business strategy relies upon our ability to successfully market our products to our existing and new customers and enter into or replace our long-term supply and services agreements for the sale of natural gas, LNG, steam and power. If we contract with our customers on short- term contracts, our pricing can be subject to more fluctuations and less favorable terms, and our earnings are likely to become more volatile. An increasing emphasis on the short- term or spot LNG market may in the future require us to enter into contracts based on variable market prices, as opposed to contracts based on a fixed rate, which could result in a decrease in ~~its~~ **our** cash flow in periods when the market price for shipping LNG is depressed or insufficient funds are available to cover ~~its~~ **our** financing costs for related vessels. Our ability to generate cash is dependent on these customers' continued willingness and ability to continue purchasing our products and services and to perform their obligations under their respective contracts. Their obligations may include certain nomination or operational responsibilities, construction or maintenance of their own facilities which are necessary to enable us to deliver and sell natural gas or LNG, and compliance with certain contractual representations and warranties. Further, adverse economic conditions in our industry increase the risk of nonpayment and nonperformance by customers, particularly customers that have sub- investment grade credit ratings. The **impact of a pandemic, such as** COVID- 19 ~~pandemic could adversely impact our customers through decreased demand for power due to decreased economic activity and tourism, or through the adverse economic impact of the pandemic on their power customers. The impact of the COVID- 19 pandemic~~ , including governmental and other third- party responses thereto, on our customers could enhance the risk of nonpayment by such customers under our contracts, which would negatively affect our business, results of operations and financial condition. In particular, JPS and SJPC, which are public utility companies in Jamaica, could be subject to austerity measures imposed on Jamaica by the International Monetary Fund (the " IMF ") and other international lending organizations. Jamaica is currently subject to certain public spending limitations imposed by agreements with the IMF, and any changes under these agreements could limit JPS' s and SJPC' s ability to make payments under their long- term GSAs and, in the case of JPS, its ability to make payments under its PPA, with us. In addition, PREPA is currently subject to bankruptcy proceedings pending in the U. S. District Court for the District of Puerto Rico. As a result, PREPA' s ability to meet its payment obligations under its contracts will be largely dependent upon funding from federal sources. Specifically, PREPA' s contracting practices in connection with restoration and repair of PREPA' s electrical grid in Puerto Rico, and the terms of certain of those contracts, have been subject to comment and are the subject of review and hearings by U. S. federal and Puerto Rican governmental entities. Certain of our subsidiaries are counterparties to contracts with governmental entities, including PREPA. Although these contracts require payment and performance of certain obligations, we remain subject to the statutory limitations on enforcement of those contractual provisions that protect these governmental entities. In the event that PREPA or any applicable governmental counterparty does not have or does not obtain the funds necessary to satisfy their obligations to us under our agreements, or if they terminate our agreements prior to the end of the agreed term, our financial condition, results of operations and cash flows could be materially and adversely affected. If any of these customers fails to perform its obligations under its contract for the reasons listed above or for any other reason, our ability to provide products or services and our ability to collect payment could be negatively impacted, which could materially adversely affect our operating results, cash flow and liquidity, even if we were ultimately successful in seeking damages from such customer for a breach of contract. Our current lack of asset and geographic diversification could have an adverse effect on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects. Our results of operations for the year ended December 31, ~~2022~~ **2023** , include our Montego Bay Facility, Old Harbour Facility, San Juan Facility, certain industrial end- users and our Miami Facility. In addition, we placed a portion of our La Paz Facility into service in **the fourth quarter of** ~~2022~~ **2021** , and our revenue and results of operations have begun to be impacted by operations in Mexico, including agreements with certain power generation facilities in Baja California Sur. Our results for ~~2022~~ **2023** exclude other developments, including our Puerto Sandino Facility, the Barcarena Facility, Santa Catarina Facility and Ireland Facility. Jamaica, Mexico and Puerto Rico have historically experienced economic volatility and the general condition and performance of their economies, over which we have no control, may affect our business, financial condition and results of operations. Jamaica, Mexico and Puerto Rico are subject to acts of terrorism or sabotage and natural disasters, in particular hurricanes, extreme weather conditions, crime and similar other risks which may negatively impact our operations in the region. See " — Risks Related to the Jurisdictions in Which We Operate — We are subject to the economic, political, social and other conditions in the jurisdictions in which we operate. " We may also be affected by trade restrictions, such as tariffs or other trade controls. Additionally, tourism is a significant driver of economic activity in these geographies and directly and indirectly affects local demand for our LNG and therefore our results of operations. Trends in tourism in these geographies are primarily driven by the economic condition of the tourists' home country or territory, the condition of their destination, and the availability, affordability and desirability of air travel and cruises. Additionally, unexpected factors could reduce tourism at any time, including local or global economic recessions, terrorism, travel restrictions, pandemics, ~~including the COVID- 19 pandemic,~~ severe weather or natural disasters. Due to our current lack of asset and geographic diversification, an adverse development at our operating facilities, in the energy industry or in the economic conditions in these geographies, would have a significantly greater impact on our financial condition and operating results than if we maintained more diverse assets and operating areas. Because we are currently dependent upon a limited number of customers, the loss of a significant customer could adversely affect our operating results. Our current results of operations and liquidity are, and will continue to be in the near future, substantially dependent upon a limited number of customers, including JPS ~~(as defined herein)~~ , SJPC **, CFE** ~~(as defined herein)~~ and PREPA ~~(as defined herein)~~ , which have each entered into long- term GSAs and, in the case of JPS, a PPA in relation to the power produced at the CHP Plant ~~(as defined herein)~~ , with us, and Jamalco ~~(as defined herein)~~ , which has entered into a long- term SSA with us, and which represent a substantial majority of our income. Our operating results are currently contingent on our ability to maintain LNG, natural gas, steam and power sales to these customers. Our near- term ability to generate cash is dependent on these customers' continued willingness and ability to continue purchasing our products and services and to perform their obligations under their respective contracts. The loss of any of these customers could have an adverse effect on our revenues and we may not be able to enter into a replacement agreement on terms as favorable as the terminated agreement. We may be unable to accomplish our business plan to diversify and expand our customer base by attracting a broad array of customers, which could negatively affect our business, results of operations and financial condition. We may not be able to convert our anticipated customer pipeline into binding long- term contracts, and if we fail to convert potential sales into actual sales, we will not generate the revenues and profits we anticipate. We are actively pursuing a significant number of new contracts for the sale of LNG, natural gas, steam, and power with multiple counterparties in multiple jurisdictions. Counterparties commemorate their purchasing commitments for these products in various degrees of formality ranging from traditional contracts to less formal arrangements, including non- binding letters of intent, non- binding memorandums of understanding, non- binding term sheets and ~~responding~~ **responses** to requests for proposals with potential customers. These agreements and any award following a request for proposals are subject to negotiating final definitive documents. The negotiation process may cause us or our potential counterparty to adjust the material terms of the agreement, including the price, term, schedule and any related development obligations. We cannot assure you if or when we will enter into binding definitive agreements for transactions initially described in non- binding agreements, and the terms of our binding agreements may differ materially from the terms of the related non- binding agreements. In addition, the effectiveness of our binding agreements can be subject to a number of conditions precedent that may not materialize, rendering such agreements non- effective. Moreover, while certain of our long- term contracts contain minimum volume commitments, our expected sales to customers under existing contracts may be substantially in excess of such minimum volume commitments. Our near- term ability to generate cash is dependent on these customers' continued willingness and ability to nominate in excess of such minimum quantities and to perform their obligations under their respective contracts. Given the variety of sales processes and counterparty acknowledgements of the volumes they will purchase, we sometimes identify potential sales volumes as being either " Committed " or " In Discussion. " " Committed " volumes generally refer to the volumes that management expects to be sold under binding contracts or awards under requests for proposals. " In Discussion " volumes generally refer to volumes related to potential customers that management is actively negotiating, responding to a request for proposals, or with respect to which management anticipates a request for proposals or competitive bid process to be announced based on discussions with potential customers. Management' s estimations of " Committed " and " In Discussion " volumes may prove to be incorrect. Accordingly, we cannot assure you that " Committed " or " In Discussion " volumes will result in actual sales, and such volumes should not be used to predict the Company' s future results. We may never sign a binding agreement to sell our products to the counterparty, or we may sell much less volume than we estimate, which could result in our inability to generate the revenues and profits we anticipate, having a material adverse effect on our results of operations and financial condition. Our contracts with our customers are subject to termination under certain circumstances. Our contracts with our customers contain various termination rights. For example, each of our long- term customer contracts, including the contracts with JPS, SJPC, Jamalco and PREPA, contain various termination rights allowing our customers to terminate the contract, including, without limitation: • upon the occurrence of certain events of force majeure; • if we fail to make available specified scheduled cargo quantities; • the occurrence of certain uncured payment defaults; • the occurrence of an insolvency event; • the occurrence of certain uncured, material breaches; and ~~• if we fail to commence commercial operations or achieve financial close within the agreed timeframes.~~ We may not be able to replace these contracts on desirable terms, or at all, if they are terminated. Contracts that we enter into in the future may contain similar provisions. If any of our current or future contracts are terminated, such termination could have a material adverse effect on our business, contracts, financial condition, operating results, cash flows, liquidity and prospects. Competition in the LNG industry is intense, and some of our competitors have greater financial, technological and other resources than we currently possess. A substantial majority of our revenue **is** ~~in 2022 was~~ dependent upon our LNG sales to third parties. We operate in the highly competitive industry for LNG and face intense competition from independent, technology- driven companies as well as from both major and other independent oil and natural gas companies and utilities, in the various markets in which we operate and many of which have been in operation longer than us. Various factors relating to competition may prevent us from entering into new or replacement customer contracts on economically comparable terms to existing customer contracts, or at all, including, among others: • increases in worldwide LNG production capacity and availability of LNG for market supply; • increases in demand for natural gas but at levels below those required to maintain current price equilibrium with respect to supply; • increases in the cost to supply natural gas feedstock to our liquefaction projects; • increases in the cost to supply LNG feedstock to our facilities; • decreases in the cost of competing sources of natural gas, LNG or alternate fuels such as coal, **HFO** ~~heavy fuel oil~~ and ~~automotive diesel oil ("~~ ADO ~~")~~ ; • decreases in the price of LNG; and • displacement of LNG or fossil fuels more broadly by alternate fuels or energy sources or technologies (including but not limited to nuclear, wind **, hydrogen** , solar, biofuels and batteries) in locations where access to these energy sources is not currently available or prevalent. In addition, we may not be able to successfully execute on our strategy to supply our existing and future customers with LNG produced primarily at our own liquefaction facilities upon completion of the Pennsylvania Facility or through our Fast LNG solution. Various competitors have and are developing LNG facilities in other markets, which will compete with our LNG facilities, including our Fast LNG solution. Some of these competitors have longer operating histories, more development experience, greater name recognition, larger staffs, larger and more versatile fleets, and substantially greater financial, technical and marketing resources than we currently possess. We also face competition for the contractors needed to build our facilities and skilled employees. See " — We may experience increased labor costs and regulation, and the unavailability of skilled workers or our failure to attract and retain qualified personnel, as well as our ability to comply with such labor laws, could adversely affect us. " The superior resources that some of these competitors have available for deployment could allow them to compete successfully against us, which could have a material adverse effect on our business, ability to realize benefits from future projects, results of operations, financial condition, liquidity and prospects. We anticipate that an increasing number of offshore transportation companies, including many with strong reputations and extensive resources and experience will enter the LNG transportation market and the FSRU market. This increased competition may cause greater price competition for our products. As a result of these factors, we may be unable to expand our relationships with existing customers or to obtain new customers on a favorable basis, if at all, which would have a material adverse effect on our business, results of operations and financial condition. Cyclical or other changes in the demand for and price of LNG and natural gas may adversely affect our business and the performance of our customers. Our business and the development of energy- related infrastructure and projects generally is based on assumptions about the future availability and price of natural gas and LNG and the prospects for international natural gas and LNG markets. Natural gas and LNG prices have at various times been and may become volatile due to one or more of the following factors: • additions to competitive regasification capacity in North America, Brazil, Europe, Asia and other markets, which could divert LNG or natural gas from our business; • imposition of tariffs by China or any other jurisdiction on imports of LNG from the United States; • insufficient or oversupply of natural gas liquefaction or export capacity worldwide; • insufficient LNG tanker capacity; • weather conditions and natural disasters; • reduced demand and lower prices for natural gas; • increased natural gas production deliverable by pipelines, which could suppress demand for LNG; • decreased oil and natural gas exploration activities, including shut- ins and possible proration, which may decrease the production of natural gas; • cost improvements that allow competitors to offer LNG regasification services at reduced prices; • changes in supplies of, and prices for, alternative energy sources, such as coal, oil, nuclear, hydroelectric, wind and solar energy, which may reduce the demand for natural gas; • changes in regulatory, tax or other governmental policies regarding imported or exported LNG, natural gas or alternative energy sources, which may reduce the demand for imported or exported LNG and / or natural gas; • political conditions in natural gas producing regions; • adverse relative demand for LNG compared to other markets, which may decrease LNG imports into or exports from North America; and • cyclical trends in general business and economic conditions that cause changes in the demand for natural gas. Adverse trends or developments affecting any of these factors, including the timing of the impact of these factors in relation to our purchases and sales of natural gas and LNG could result in increases in the prices we have to pay for natural gas or LNG, which could materially and adversely affect the performance of our customers, and could have a material adverse effect on our business, contracts, financial condition, operating results, cash flows, liquidity and prospects. ~~The COVID- 19 pandemic and certain~~ **Certain** actions by the Organization of Petroleum Exporting Countries (" OPEC") related to the supply of oil in the market have caused volatility and disruption in the price of oil which may negatively impact our potential customers' willingness or ability to enter into new contracts for the purchase of natural gas. Additionally, in situations where our supply chain has capacity constraints and as a result we are unable to receive all volumes under our long- term LNG supply agreements, our supplier may sell volumes of LNG in a mitigation sale to third parties. In these cases, the factors above may impact the price and amount we receive under mitigation sales and we may incur losses that would have an adverse impact on our financial condition, results of operations and cash flows. Conversely, ~~current~~ **as in recent years,** market conditions ~~have~~ **may** ~~increased~~ **increase** LNG values to historically high levels. ~~The~~ **These** elevated market values ~~could~~ increase the economic incentives an LNG seller has to fail to deliver LNG cargos to us if they can sell the same LNG cargos at a higher price to another buyer in the market after giving effect to any contractual penalties the seller would owe to us for failing to deliver. Our contracts may not require an LNG seller to compensate us for the full current market value of an LNG cargo that we have purchased, and if so, we may not be contractually entitled to receive full economic indemnification upon an LNG seller ~~'~~ **'** s failure to deliver an LNG cargo to us. Recently, the LNG industry has experienced increased volatility. If market disruptions and bankruptcies of third- party LNG suppliers and shippers negatively impacts our ability to purchase a sufficient amount of LNG or significantly increases our costs for purchasing LNG, our business, operating results, cash flows and liquidity could be materially and adversely affected. There can be no assurance we will achieve our target cost or pricing goals. In particular, because we have not currently procured fixed- price, long- term LNG supply to meet all future customer demand, increases in LNG prices and / or shortages of LNG supply could adversely affect our profitability. Our actual costs and any profit realized on the sale of our LNG may vary from the estimated amounts on which our contracts for feedgas were originally based. There is inherent risk in the estimation process, including significant changes in the demand for and price of LNG as a result of the factors listed above, many of which are outside of our control. If LNG were to become unavailable for current or future volumes of natural gas due to repairs or damage to supplier facilities or tankers, lack of capacity, impediments to international shipping or any other reason, our ability to continue delivering natural gas, power or steam to end- users could be restricted, thereby reducing our revenues. Any permanent interruption at any key LNG supply chains that caused a material reduction in volumes transported on or to our tankers and facilities could have a material adverse effect on our business, financial condition, operating results, cash flow, liquidity and prospects. Our risk management strategies cannot eliminate all LNG price and supply risks. In addition, any non- compliance with our risk management strategies could result in significant financial losses. Our strategy is to maintain a manageable balance between LNG purchases, on the one hand, and sales or future delivery obligations, on the other hand. Through these transactions, we seek to earn a margin for the LNG purchased by selling LNG for physical delivery to third- party users, such as public utilities, shipping / marine cargo companies, industrial users, railroads, trucking fleets and other potential end- users converting from traditional ADO or oil fuel to natural gas. These strategies cannot, however, eliminate all price risks. For example, any event that disrupts our anticipated supply chain could expose us to risk of loss resulting from price changes if we are required to obtain alternative supplies to cover these transactions. We are also exposed to basis risks when LNG is purchased against one pricing index and sold against a different index. Moreover, we are also exposed to other risks, including price risks on LNG we own, which must be maintained in order to facilitate transportation of the LNG to our customers or to our facilities. If we were to incur a material loss related to commodity price risks, it could have a material adverse effect on our financial position, results of operations and cash flows. Any use of hedging arrangements may adversely affect our future operating results or liquidity. To reduce our exposure to fluctuations in the price, volume and timing risk associated with the purchase of natural gas, we have entered and may in the future enter into futures, swaps and option contracts traded or cleared on the Intercontinental Exchange and the New York Mercantile Exchange or over- the- counter (" OTC ") options and swaps with other natural gas merchants and financial institutions. Hedging arrangements would expose us to risk of financial loss in some circumstances, including when expected supply is less than the amount hedged, the counterparty to the hedging contract defaults on its contractual obligations, or there is a change in the expected differential between the underlying price in the hedging agreement and actual prices received. The use of derivatives also may require the posting of cash collateral with counterparties, which can impact working capital when commodity prices change. We are dependent on third- party LNG suppliers and **the development of** ~~may not be able to purchase or~~ **our own portfolio is subject** ~~receive physical delivery of LNG or natural gas in sufficient quantities and / or at economically attractive prices~~ to **various risks** ~~satisfy our delivery obligations under the GSAs, PPAs~~ and ~~SSAs~~ **assumptions** . Under our GSAs, PPAs and SSAs, we are required to deliver to our customers specified amounts of LNG, natural gas, power and steam, respectively, at specified times and within certain specifications, all of which requires us to obtain sufficient amounts of LNG from third- party LNG suppliers or our own portfolio. We may not be able to purchase or receive physical delivery of sufficient quantities of LNG to satisfy those delivery obligations, which may provide a counterparty with the right to terminate its GSA, PPA or SSA, as applicable, or subject us to **remedial** ~~penalties and indemnification~~ obligations under those agreements. While we have entered into supply agreements for the purchase of LNG between ~~2023~~ **2024** and ~~2030~~ **2047** , we may need to purchase significant additional LNG volumes to meet our delivery obligations to our downstream customers. Price fluctuations in natural gas and LNG may make it expensive or uneconomical for us to acquire adequate supply of these items or to sell our inventory of natural gas or LNG at attractive prices. Failure to secure contracts for the purchase of a sufficient amount of LNG or at favorable prices could materially and adversely affect **our business, operating results, cash flows and liquidity. The development of our own portfolio of LNG is subject to various risks and assumptions. In particular, the estimation of proved gas reserves involves subjective judgements and determinations based on available geological, technical, contractual, and economic information. Estimates can change over time because of new information from production or drilling activities, changes in economic factors, such as oil and gas prices, alterations in the regulatory policies of host governments, or other events. Estimates also change to reflect acquisitions, divestments, new discoveries, extensions of existing fields and mines, and improved recovery techniques. Published proved gas reserves estimates could also be subject to correction because of errors in the application of rules and changes in guidance. Downward adjustments could indicate lower future production volumes and could also lead to impairment of assets. This could have a material adverse effect on** our business, operating results, cash flows and liquidity. Additionally, we are dependent upon third- party LNG suppliers and shippers and other tankers and facilities to provide delivery options to and from our tankers and energy- related infrastructure. If any third parties were to default on their obligations under our contracts or seek bankruptcy protection, we may not be able to replace such contracts or purchase LNG on the spot market or receive a sufficient quantity of LNG in order to satisfy our delivery obligations under our GSAs, PPAs and SSAs or at favorable terms. Under tanker charters, we **are** ~~will be~~ obligated to make payments for our chartered tankers regardless of use. We may not be able to enter into contracts with purchasers of LNG in quantities equivalent to or greater than the amount of tanker capacity we have purchased, as our vessels ~~maybe~~ -- **may** be too small for those obligations. Any such failure to purchase or receive delivery of LNG or natural gas in sufficient quantities could result in our failure to satisfy our obligations to our customers, which could lead to losses, penalties, indemnification and potentially a termination of agreements with our customers. Furthermore, we may seek to litigate any such breaches by our third- party LNG suppliers and shippers. Such legal proceedings may involve claims for substantial amounts of money and we may not be successful in pursing such claims. Even if we are successful, any litigation may be costly and time- consuming. If any such proceedings were to result in an unfavorable outcome, we may not be able to recover our losses (including lost profits) or any damages sustained from our agreements with our customers. See " — General Risks — We are and may be involved in legal proceedings and may experience unfavorable outcomes. " These actions could also expose us to adverse publicity, which might adversely affect our reputation and therefore, our results of operations. Further, ~~if,~~ it could have an adverse effect on our business, operating results, cash flows and liquidity, which could in turn materially and adversely affect our liquidity to make payments on our debt or comply with our financial ratios and other covenants. See " — We have incurred, and may in the future incur, a significant amount of debt. " ~~have chartered in,but subsequently not outchartered an FSRU,which in turn results in our being unable to transfer risk of loss or damage,we could bear the risk of loss or damage to all those volumes of LNG for the period of time during which those applicable volumes of LNG are stored on an FSRU or are dispatched to a pipeline.Any such disruption to the supply of LNG and natural gas may lead to delays,disruptions or curtailments in the production of power at our facilities,which could materially and adversely affect our revenues,financial condition and results of operations.~~ We rely on tankers and other vessels outside of our fleet for our LNG transportation and transfer.In addition to our own fleet of vessels,we rely on third- party ocean- going tankers and freight carriers (for ISO containers) for the transportation of LNG and ship- to- ship kits to transfer LNG between ships.We may not be able to successfully enter into contracts or renew existing contracts to charter tankers on favorable terms or at all,which may result in us not being able to meet our obligations.Our ability to enter into contracts or renew existing contracts will depend on prevailing market conditions upon expiration of the contracts governing the leasing or charter of the applicable assets.Therefore,we may be exposed to increased volatility in terms of charter rates and contract provisions.Fluctuations in rates result from changes in the supply of and demand for capacity and changes in the demand for seaborne carriage of commodities.Because the factors affecting the supply and demand are outside of our control and are highly unpredictable,the nature,timing,direction and degree of changes in industry conditions are also unpredictable.Likewise,our counterparties may seek to terminate or renegotiate their charters or leases with us.If we are not able to renew or obtain new charters or leases in direct continuation,or if new charters or leases are entered into at rates substantially above the existing rates or on terms otherwise less favorable compared to existing contractual terms,our business,prospects,financial condition,results of operations and cash flows could be materially adversely affected.Furthermore,our ability to provide services to our customers could be adversely impacted by shifts in tanker market dynamics,shortages in available cargo carrying capacity,changes in policies and practices such as scheduling,pricing,routes of service and frequency of service,or increases in the cost of fuel,taxes and labor,emissions standards,maritime regulatory changes and other factors not within our control.The availability of the tankers could be delayed to the detriment of our LNG business and our customers because the construction and delivery of LNG tankers require significant capital and long construction lead times.Changes in ocean freight capacity,which are outside our control,could negatively impact our ability to provide natural gas if LNG shipping capacity is adversely impacted and LNG transportation costs increase because we may bear the risk of such increases and may not be able to pass these increases on to our customers.The operation of ocean- going tankers and kits carries inherent risks.These risks include the possibility of natural disasters;mechanical failures;grounding,fire,explosions and collisions;piracy;human error;epidemics;and war and terrorism.We do not currently maintain a redundant supply of ships,ship- to- ship kits or other equipment.As a result,if our current equipment fails,is unavailable or insufficient to service our LNG purchases,production,or delivery commitments we may need to procure new equipment,which may not be readily available or be expensive to obtain.Any such occurrence could delay the start of operations of facilities we intend to commission,interrupt our existing operations and increase our operating costs.Any of these results could have a material adverse effect on our business,financial condition and operating results.Hire rates for FSRUs and LNG carriers may fluctuate substantially.If rates are lower when we are seeking a new charter,our earnings may decline.Hire rates for FSRUs and LNG carriers fluctuate over time as a result of changes in the supply- demand balance relating to current and future FSRU and LNG carrier capacity.This supply- demand relationship largely depends on a number of factors outside of our control.For example,driven in part by an increase in LNG production capacity,the market supply particularly of LNG carriers has been increasing.We believe that this and any future expansion of the global LNG carrier fleet may have a negative impact on charter **hire rates,vessel utilization and vessel values,the impact of which could be amplified if the expansion of LNG production capacity does not keep pace with fleet growth.The LNG market is also closely connected to world natural gas prices and energy markets,which it cannot predict.A substantial or extended decline in demand for natural gas or LNG could adversely affect our ability to charter or re- charter our vessels at acceptable rates or to acquire and profitably operate new vessels.Accordingly,this could have a material adverse effect on our earnings,financial condition,operating results and prospects.** We may not be able to fully utilize the capacity of our FSRUs and other facilities. Our FSRU facilities have ~~significant~~ excess capacity that is currently not dedicated to a particular anchor customer. Part of our business strategy is to utilize undedicated excess capacity of our FSRU facilities to serve additional downstream customers in the regions in which we operate. However, we have not secured, and we may be unable to secure, commitments for all of our excess capacity. Factors which could cause us to contract less than full capacity include difficulties in negotiations with potential counterparties and factors outside of our control such as the price of and demand for LNG. Failure to secure commitments for less than full capacity could impact our future revenues and materially adversely affect our business, financial condition and operating results . LNG that is processed and /......, financial condition and results of operations . The operation of our vessels is dependent on our ability to deploy our vessels to an NFE terminal or to long- term charters. Our principal strategy for our FSRU and LNG carriers is to provide steady and reliable shipping, regasification and offshore operations to NFE terminals and, to the extent favorable to our business, replace or enter into new long- term carrier time charters for our vessels. **For** ~~Most requirements for~~ new LNG projects continue to be provided on a long- term basis, though the level of spot voyages and short- term time charters of less than 12 months in duration together with medium term charters of up to five years has increased in recent years. This trend is expected to continue as the spot market for LNG expands. More frequent changes to vessel sizes, propulsion technology and emissions profile, together with an increasing desire by charterers to access modern tonnage could also reduce the appetite of charterers to commit to long- term charters that match their full requirement period. As a result, the duration of long- term charters could also decrease over time. We may also face increased difficulty entering into long- term time charters upon the expiration or early termination of our contracts. The process of obtaining long- term charters for FSRUs and LNG carriers is highly competitive and generally involves an intensive screening process and competitive bids, and often extends for several months. If we lose any of our charterers and are unable to re- deploy the related vessel to a NFE terminal or into a new replacement contract for an extended period of time, we will not receive any revenues from that vessel, but we will be required to pay expenses necessary to maintain the vessel in seaworthy operating condition and to service any associated debt. We rely on tankers and other vessels...... condition, operating results and prospects. Vessel values may fluctuate substantially and, if these values are lower at a time when we are attempting to dispose of vessels, we may incur a loss. Vessel values can fluctuate substantially over time due to a number of different factors, including: • prevailing economic conditions in the natural gas and energy markets; • a substantial or extended decline in demand for LNG; • increases in the supply of vessel capacity without a commensurate increase in demand; • the size and age of a vessel; and • the cost of retrofitting, steel or modifying existing vessels, as a result of technological advances in vessel design or equipment, changes in applicable environmental or other regulations or standards, customer requirements or otherwise. As our vessels age, the expenses associated with maintaining and operating them are expected to increase, which could have an adverse effect on our business and operations if we do not maintain sufficient cash reserves for maintenance and replacement capital expenditures. Moreover, the cost of a replacement vessel would be significant. During the period a vessel is subject to a charter, we will not be permitted to sell it to take advantage of increases in vessel values without the charterers' consent. If a charter terminates, we may be unable to re- deploy the affected vessels at attractive rates or for our operations and, rather than continue to incur costs to maintain and finance them, we may seek to dispose of them. When vessel values are low, we may not be able to dispose of vessels at a reasonable price when we wish to sell vessels, and conversely, when vessel values are elevated, we may not be able to acquire additional vessels at attractive prices when we wish to acquire additional vessels, which could adversely affect our business, results of operations, cash flow, and financial condition. The carrying values of our vessels may not represent their fair market value at any point in time because the market prices of secondhand vessels tend to fluctuate with changes in charter rates and the cost of new build vessels. Our vessels are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. **We** ~~Although we did not recognize~~ **recognized** an impairment charge on ~~any~~ **one of our** vessels for the year ended December 31, ~~2022~~ **2023** ~~,~~ **and** we cannot assure you that we will not recognize impairment losses on our vessels in future years. Any impairment charges incurred as a result of declines in charter rates could negatively affect our business, financial condition, or operating results. Maritime claimants could arrest our vessels, which could interrupt our cash flow. If we are in default on certain kinds of obligations related to our vessels, such as those to our lenders, crew members, suppliers of goods and services to our vessels or shippers of cargo, these parties may be entitled to a maritime lien against one or more of our vessels. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. In a few jurisdictions, claimants could try to assert " sister ship " liability against one vessel in our fleet for claims relating to another of our vessels. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay to have the arrest lifted. Under some of our present charters, if the vessel is arrested or detained (for as few as 14 days in the case of one of our charters) as a result of a claim against us, we may be in default of our charter and the charterer may terminate the charter. This would negatively impact our revenues and cash flows. We seek to develop innovative and new technologies as part of our strategy that are not yet proven and may not realize the time and cost savings we expect to achieve. We analyze and seek to implement innovative and new technologies that complement our businesses to reduce our costs, achieve efficiencies for our business and our customers and advance our long- term goals, such as our ISO container distribution system, our Fast LNG solution and our green hydrogen project. The success of our current operations and future projects will depend in part on our ability to create and maintain a competitive position in the natural gas liquefaction industry. We have developed our Fast LNG strategy to procure and deliver LNG to our customers more quickly and cost- effectively than traditional LNG procurement and delivery strategies used by other market participants. See " — Our Fast LNG technology is not yet proven and we may not be able to implement it as planned or at all. " We are also making investments to develop green hydrogen energy technologies as part of our long- term goal to become one of the world' s leading providers of carbon- free energy. We continue to develop our ISO container distribution systems in the various markets where we operate. We expect to make additional investments in this field in the future. Because these technologies are innovative, we may be making investments in unproven business strategies and technologies with which we have limited or no prior development or operating experience. As an investor in these technologies, it is also possible that we could be exposed to claims and liabilities, expenses, regulatory challenges and other risks. We may not be able to successfully develop these technologies, and even if we succeed, we may ultimately not be able to realize the time, revenues and cost savings we currently expect to achieve from these strategies, which could adversely affect our financial results. Technological innovation may impair the economic attractiveness of our projects. The success of our current operations and future projects will depend in part on our ability to create and maintain a competitive position in the natural gas liquefaction industry. In particular, although we plan to build out our delivery logistics chain in Northern Pennsylvania using proven technologies such as those currently in operation at our Miami Facility, we do not have any exclusive rights to any of these technologies. In addition, such technologies may be rendered obsolete or uneconomical by legal or regulatory requirements, technological advances, more efficient and cost- effective processes or entirely different approaches developed by one or more of our competitors or others, which could materially and adversely affect our business, ability to realize benefits from future projects, results of operations, financial condition, liquidity and prospects. We have developed our Fast LNG strategy to procure and deliver LNG to our customers more quickly and cost- effectively than traditional LNG procurement and delivery strategies used by other market participants. Our ability to create and maintain a competitive position in the natural gas liquefaction industry may be adversely affected by our inability to effectively implement our Fast LNG technology. We are **about to** ~~finalizing~~ **finalize** construction of our first Fast LNG solution, **but we have not yet produced or supplied any LNG from that facility,** and are **therefore subject to construction risks, risks associated with third- party contracting and service providers, permitting and regulatory risks. We are also developing our first onshore LNG facility and are also** therefore subject to construction risks, risks associated with third- party contracting and service providers, permitting and regulatory risks. See " — We are subject to various construction risks " and " — We depend on third-party contractors, operators and suppliers. " Because our Fast LNG technology has not been previously implemented, tested or proven, we are also exposed to unknown and unforeseen risks associated with the development of new technologies, including failure to meet design, engineering, or performance specifications, incompatibility of systems, inability to contract or employ third parties with sufficient experience in technologies used or inability by contractors to perform their work, delays and schedule changes, high costs and expenses that may be subject to increase or difficult to anticipate, regulatory and legal challenges, instability or clarity of application of laws, rules and regulations to the technology, and added difficulties in obtaining or securing required permits or authorizations, among others. See " — Failure to obtain and maintain permits, approvals and authorizations from governmental and regulatory agencies and third parties on favorable terms could impede operations and construction. " The success and profitability of our Fast LNG technology is also dependent on the volatility of the price of natural gas and LNG compared to the related levels of capital spending required to implement the technology. Natural gas and LNG prices have at various times been and may become volatile due to one or more factors. Volatility or weakness in natural gas or LNG prices could render our LNG procured through Fast LNG too expensive for our customers, and we may not be able to obtain our anticipated return on our investment or make our technology profitable. In addition, we may seek to construct and develop floating offshore liquefaction units as part of our Fast LNG in jurisdictions which could potentially expose us to increased political, economic, social and legal instability, a lack of regulatory clarity of application of laws, rules and regulations to our technology, or additional jurisdictional risks related to currency exchange, tariffs and other taxes, changes in laws, civil unrest, and similar risks. See " — Risks Related to the Jurisdictions in ~~which~~ **Which** ~~we~~ **We** Operate — We are subject to the economic, political, social and other conditions in the jurisdictions in which we operate. " Furthermore, as part of our business strategy for Fast LNG, we may enter into tolling agreements with third parties, including in developing countries, and these counterparties may have greater credit risk than typical. Therefore, we may be exposed to greater customer credit risk than other companies in the industry. Our credit procedures and policies may be inadequate to sufficiently eliminate risks of nonpayment and nonperformance. We may not be able to successfully develop, construct and implement our Fast LNG solution, and even if we succeed in developing and constructing the technology, we may ultimately not be able to realize the cost savings and revenues we currently expect to achieve from it, which could result in a material adverse effect upon our operations and business. On an ongoing basis, we engage with lenders and other financial institutions in an effort to improve our liquidity and capital resources. As of December 31, ~~2022~~ **2023** , we had approximately $ ~~4~~ **6** , ~~582~~ **919. 5** million aggregate principal amount of indebtedness outstanding on a consolidated basis. The terms and conditions of our indebtedness include restrictive covenants that may limit our ability to operate our business, to incur or refinance our debt, engage in certain transactions, and require us to maintain certain financial ratios, among others, any of which may limit our ability to finance future operations and capital needs, react to changes in our business and in the economy generally, and to pursue business opportunities and activities. If we fail to comply with any of these restrictions or are unable to pay our debt service when due, our debt could be accelerated or cross- accelerated, and we cannot assure you that we will have the ability to repay such accelerated debt. Any such default could also have adverse consequences to our status and reporting requirements, reducing our ability to quickly access the capital markets. Our ability to service our existing and any future debt will depend on our performance and operations, which is subject to factors that are beyond our control and compliance with covenants in the agreements governing such debt. We may incur additional debt to fund our business and strategic initiatives. If we incur additional debt and other obligations, the risks associated with our substantial leverage and the ability to service such debt would increase, which could have a material adverse effect on our business, results of operation and financial condition. Our business is dependent upon obtaining substantial additional funding from various sources, which may not be available or may only be available on unfavorable terms. We believe we will have sufficient liquidity, cash flow from operations and access to additional capital sources to fund our capital expenditures and working capital needs for the next 12 months and the reasonably foreseeable future. In the future, we expect to incur additional indebtedness to assist us in developing our operations and we are considering alternative financing options, including in specific markets or the opportunistic sale of one of our non- core assets. We also historically have relied, and in the future will likely rely, on borrowings under term loans and other debt instruments to fund our capital expenditures. If any of the lenders in the syndicates backing these debt instruments were unable to perform on its commitments, we may need to seek replacement financing. We cannot assure you that such additional funding will be available on acceptable terms, or at all. Our ability to raise additional capital on acceptable terms will depend on financial, economic and market conditions, which have increased in volatility and at times have been negatively impacted due to ~~the COVID- 19 pandemic,~~ our progress in executing our business strategy and other factors, many of which are beyond our control, including domestic or international economic conditions, increases in key benchmark interest rates and / or credit spreads, the adoption of new or amended banking or capital market laws or regulations, the re- pricing of market risks and volatility in capital and financial markets, risks relating to the credit risk of our customers and the jurisdictions in which we operate, as well as general risks applicable to the energy sector. Additional debt financing, if available, may subject us to increased restrictive covenants that could limit our flexibility in conducting future business activities and could result in us expending significant resources to service our obligations. Additionally, we may need to adjust the timing of our planned capital expenditures and facilities development depending on the requirements of our existing financing and availability of such additional funding. If we are unable to obtain additional funding, approvals or amendments to our financings outstanding from time to time, or if additional funding is only available on terms that we determine are not acceptable to us, we may be unable to fully execute our business plan, we may be unable to pay or refinance our indebtedness or to fund our other liquidity needs, and our financial condition or results of operations may be materially adversely affected. We have entered into, and may in the future enter into or modify existing, joint ventures that might restrict our operational and corporate flexibility or require credit support. We have entered into, and may in the future enter, into joint venture arrangements with third parties in respect of our projects and assets. ~~In~~ **For example, in** August 2022, we established Energos, as a joint venture platform with certain funds or investment vehicles managed by Apollo, for the development of a global marine infrastructure platform, of which we ~~own~~ **owned** 20 % **prior to our sale of our 20 % stake in February 2024** . As we do not operate the assets owned by these joint ventures, our control over their operations is limited by provisions of the agreements we have entered into with our joint venture partners and by our percentage ownership in such joint ventures. Because we do not control all of the decisions of our joint ventures, it may be difficult or impossible for us to cause the joint venture to take actions that we believe would be in its or the joint venture' s best interests. For example, we cannot unilaterally cause the distribution of cash by our joint ventures. Additionally, as the joint ventures are separate legal entities, any right we may have to receive assets of any joint venture or other payments upon their liquidation or reorganization will be effectively subordinated to the claims of the creditors of that joint venture (including tax authorities, trade creditors and any other third parties that require such subordination, such as lenders and other creditors). Moreover, joint venture arrangements involve various risks and uncertainties, such as our commitment to fund operating and / or capital expenditures, the timing and amount of which we may not control, and our joint venture partners may not satisfy their financial obligations to the joint venture. We have provided and may in the future provide guarantees or other forms of credit support to our joint ventures and / or affiliates. Failure by any of our joint ventures, equity method investees and / or ~~affiliate~~ **affiliates** to service their debt requirements and comply with any provisions contained in their commercial loan agreements, including paying scheduled installments and complying with certain covenants, may lead to an event of default under the related loan agreement. As a result, if our joint ventures, equity method investees and / or affiliates are unable to obtain a waiver or do not have enough cash on hand to repay the outstanding borrowings, the relevant lenders may foreclose their liens on the relevant assets or vessels securing the loans or seek repayment of the loan from us, or both. Either of these possibilities could have a material adverse effect on our business. Further, by virtue of our guarantees with respect to our joint ventures and / or affiliates, this may reduce our ability to gain future credit from certain lenders . The swaps regulatory and other provisions......, cash flow, liquidity and prospects . Existing and future environmental, social, health and safety laws and regulations could result in increased or more stringent compliance requirements, which may be difficult to comply with or result in additional costs and may otherwise lead to significant liabilities and reputational damage. Our business is now and will in the future be subject to extensive national, federal, state, municipal and local laws, rules and regulations, in the United States and in the jurisdictions where we operate, relating to the environment, social, health and safety and hazardous substances. These requirements regulate and restrict, among other things: the siting and design of our facilities; discharges to air, land and water, with particular respect to the protection of human health, the environment and natural resources and safety from risks associated with storing, receiving and transporting LNG, natural gas and other substances; the handling, storage and disposal of hazardous materials, hazardous waste and petroleum products; and remediation associated with the release of hazardous substances. Many of these laws and regulations, such as the CAA and the CWA, and analogous laws and regulations in the jurisdictions in which we operate, restrict or prohibit the types, quantities and concentrations of substances that can be emitted into the environment in connection with the construction and operation of our facilities and vessels, and require us to obtain and maintain permits and provide governmental authorities with access to our facilities and vessels for inspection and reports related to our compliance. For example, the Pennsylvania Department of Environmental Protection laws and regulations will apply to the construction and operation of the Pennsylvania Facility. Changes or new environmental, social, health and safety laws and regulations could cause additional expenditures, restrictions and delays in our business and operations, the extent of which cannot be predicted and which may require us to limit substantially, delay or cease operations in some circumstances. For example, in October 2017, the U. S. Government Accountability Office issued a legal determination that a 2013 interagency guidance document was a “ rule ” subject to the Congressional Review Act (“ CRA ”). This legal determination could open a broader set of agency guidance documents to potential disapproval and invalidation under the CRA, potentially increasing the likelihood that laws and regulations applicable to our business will become subject to revised interpretations in the future that we cannot predict. Revised, reinterpreted or additional laws and regulations that result in increased compliance costs or additional operating or construction costs and restrictions could have a material adverse effect on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects. Any failure in environmental, social, health and safety performance from our operations may result in an event that causes personal harm or injury to our employees, other persons, and / or the environment, as well as the imposition of injunctive relief and / or penalties or fines for non- compliance with relevant regulatory requirements or litigation. Such a failure, or a similar failure elsewhere in the energy industry (including, in particular, LNG liquefaction, storage, transportation or regasification operations), could generate public concern, which may lead to new laws and / or regulations that would impose more stringent requirements on our operations, have a corresponding impact on our ability to obtain permits and approvals, and otherwise jeopardize our reputation or the reputation of our industry as well as our relationships with relevant regulatory agencies and local communities. As the owner and operator of our facilities and owner or ~~charteror~~ **charterer** of our vessels, we may be liable, without regard to fault or the lawfulness of the original conduct, for the release of certain types or quantities of hazardous substances into the environment at or from our facilities and for any resulting damage to natural resources, which could result in substantial liabilities, fines and penalties, capital expenditures related to cleanup efforts and pollution control equipment, and restrictions or curtailment of our operations. Any such liabilities, fines and penalties ~~that~~ **could** exceed the limits of our insurance coverage. See “ — Our insurance may be insufficient to cover losses that may occur to our property or result from our operations. ” Individually or collectively, these developments could adversely impact our ability to expand our business, including into new markets. Greenhouse Gases / Climate Change. The threat of climate change continues to attract considerable attention in the United States and around the world. Numerous proposals have been made and could continue to be made at the international, national, regional and state government levels to monitor and limit existing and future GHG emissions. As a result, our operations are subject to a series of risks associated with the processing, transportation, and use of fossil fuels and emission of GHGs. In the United States to date, no comprehensive climate change legislation has been implemented at the federal level, although various individual states and state coalitions have adopted or considered adopting legislation, regulations or other regulatory initiatives, including GHG cap and trade programs, carbon taxes, reporting and tracking programs, and emission restrictions, pollution reduction incentives, or renewable energy or low-carbon replacement fuel quotas. At the international level, the United Nations- sponsored “ Paris Agreement ” was signed by 197 countries who agreed to limit their GHG emissions through non- binding, individually- determined reduction goals every five years after 2020. The United States rejoined the Paris Agreement, effective **in** February ~~19,~~ 2021, and other countries where we operate or plan to operate, including Jamaica, Brazil, Ireland, Mexico, and Nicaragua, have signed or acceded to this agreement. However, the scope of future climate and GHG emissions- focused regulatory requirements, if any, remain uncertain. Governmental, scientific, and public concern over the threat of climate change arising from GHG emissions has resulted in increasing political uncertainty in the United States and worldwide. For example, based in part on the publicized climate plan and pledges by ~~President Biden~~ **the U. S. government** , there may be significant legislation, rulemaking, or executive orders that seek to address climate change, incentivize low- carbon infrastructure or initiatives, or ban or restrict the exploration and production of fossil fuels. For example, executive orders may be issued or federal legislation or regulatory initiatives may be adopted to achieve U. S. goals under the Paris Agreement. Climate- related litigation and permitting risks are also increasing, as a number of cities, local governments and private organizations have sought to either bring suit against oil and natural gas companies in state or federal court, alleging various public nuisance claims, or seek to challenge permits required for infrastructure development. Fossil fuel producers are also facing general risks of shifting capital availability due to stockholder concern over climate change and potentially stranded assets in the event of future, comprehensive climate and GHG- related regulation. While several of these cases have been dismissed, there is no guarantee how future lawsuits might be resolved. The adoption and implementation of new or more comprehensive international, federal or state legislation, regulations or other regulatory initiatives that impose more stringent restrictions on GHG emissions could result in increased compliance costs, and thereby reduce demand for or erode value for, the natural gas that we process and market. The potential increase in our operating costs could include new costs to operate and maintain our facilities, install new emission controls on our facilities, acquire allowances to authorize our GHG emissions, pay taxes related to our GHG emissions, and administer and manage a GHG emissions program. We may not be able to recover such increased costs through increases in customer prices or rates. In addition, changes in regulatory policies that result in a reduction in the demand for hydrocarbon products that are deemed to contribute to GHGs, or restrict their use, may reduce volumes available to us for processing, transportation, marketing and storage. Furthermore, political, litigation, and financial risks may result in reduced natural gas production activities, increased liability for infrastructure damages as a result of climatic changes, or an impaired ability to continue to operate in an economic manner. One or more of these developments could have a material adverse effect on our business, financial condition and results of operation. Fossil Fuels. Our business activities depend upon a sufficient and reliable supply of natural gas feedstock, and are therefore subject to concerns in certain sectors of the public about the exploration, production and transportation of natural gas and other fossil fuels and the consumption of fossil fuels more generally. For example, PHMSA has promulgated detailed regulations governing LNG facilities under its jurisdiction to address siting, design, construction, equipment, operations, maintenance, personnel qualifications and training, fire protection and security. While the Miami Facility is subject to these regulations, none of our LNG facilities currently under development are subject to PHMSA' s jurisdiction, but regulators and governmental agencies in the **other** jurisdictions in which we operate can impose similar siting, design, construction and operational requirements that can affect our projects, facilities, infrastructure and operations. Legislative and regulatory action, and possible litigation, in response to such public concerns may also adversely affect our operations. We may be subject to future laws, regulations, or actions to address such public concern with fossil fuel generation, distribution and combustion, greenhouse gases and the effects of global climate change. Our customers may also move away from using fossil fuels such as LNG for their power generation needs for reputational or perceived risk- related reasons. These matters represent uncertainties in the operation and management of our business, and could have a material adverse effect on our financial position, results of operations and cash flows. Hydraulic Fracturing. Certain of our suppliers of natural gas and LNG employ hydraulic fracturing techniques to stimulate natural gas production from unconventional geological formations (including shale formations), which currently entails the injection of pressurized fracturing fluids (consisting of water, sand and certain chemicals) into a well bore. Moreover, hydraulically fractured natural gas wells account for a significant percentage of the natural gas production in the U. S.; the U. S. Energy Information Administration reported in 2016 that hydraulically fractured wells provided two- thirds of U. S. marketed gas production in 2015. Hydraulic fracturing activities can be regulated at the national, federal or local levels, with governmental agencies asserting authority over certain hydraulic fracturing activities and equipment used in the production, transmission and distribution of oil and natural gas, including such oil and natural gas produced via hydraulic fracturing. Such authorities may seek to further regulate or even ban such activities. For example, the Delaware River Basin Commission (" DRBC "), a regional body created via interstate compact responsible for, among other things, water quality protection, water supply allocation, regulatory review, water conservation initiatives, and watershed planning in the Delaware River Basin, has implemented a de facto ban on hydraulic fracturing activities in that basin since 2010 pending the approval of new regulations governing natural gas production activity in the basin. More recently, the DRBC has stated that it will consider new regulations that would ban natural gas production activity, including hydraulic fracturing, in the basin. If additional levels of regulation or permitting requirements were imposed on hydraulic fracturing operations, natural gas prices in North America could rise, which in turn could materially adversely affect the relative pricing advantage that has existed in recent years in favor of domestic natural gas prices (based on Henry Hub pricing). The requirements for permits or authorizations to conduct these activities vary depending on the location where such drilling and completion activities will be conducted. Several jurisdictions have adopted or considered adopting regulations to impose more stringent permitting, public disclosure or well construction requirements on hydraulic fracturing operations, or to ban hydraulic fracturing altogether. As with most permitting and authorization processes, there is a degree of uncertainty as to whether a permit will be granted, the time it will take for a permit or approval to be issued and any conditions which may be imposed in connection with the granting of the permit. See " — Failure to obtain and maintain permits, approvals and authorizations from governmental and regulatory agencies and third parties on favorable terms could impede operations and construction. " Certain regulatory authorities have delayed or suspended the issuance of permits or authorizations while the potential environmental impacts associated with issuing such permits can be studied and appropriate mitigation measures evaluated. In addition, some local jurisdictions have adopted or considered adopting land use restrictions, such as city or municipal ordinances, that may restrict the performance of or prohibit the well drilling in general and / or hydraulic fracturing in particular. Increased regulation or difficulty in permitting of hydraulic fracturing, and any corresponding increase in domestic natural gas prices, could materially adversely affect demand for LNG and our ability to develop commercially viable LNG facilities. Indigenous Communities. Indigenous communities — including, in Brazil, Afro-indigenous (" Quilombola ") communities — are subject to certain protections under international and national laws. Brazil has ratified the International Labor Organization' s Indigenous and Tribal Peoples Convention (" ILO Convention 169 "), which states that governments are to ensure that members of tribes directly affected by legislative or administrative measures, including the grant of government authorizations, such as are required for our Brazilian operations, are consulted through appropriate procedures and through their representative institutions, particularly using the principle of consultation and participation of indigenous and traditional communities under the basis of free, prior, and informed consent (" FPIC "). Brazilian law does not specifically regulate the FPIC process for indigenous and traditional people affected by undertakings, nor does it set forth that individual members of an affected community shall render their FPIC on an undertaking that may impact them. However, in order to obtain certain environmental licenses for our operations, we are required to comply with the requirements of, consult with, and obtain certain authorizations from a number of institutions regarding the protection of indigenous interests: IBAMA, local environmental authorities in the localities in which we operate, the Federal Public Prosecutor' s Office and the National Indian Foundation (Fundação Nacional do Índio or **"** FUNAI **"**) (for indigenous people) or Palmares Cultural Foundation (Fundação Cultural Palmares) (for Quilombola communities). Additionally, the American Convention on Human Rights (“ ACHR ”), to which Brazil is a party, sets forth rights and freedoms prescribed for all persons, including property rights without discrimination due to race, language, and national or social origin. The ACHR also provides for consultation with indigenous communities regarding activities that may affect the integrity of their land and natural resources. If Brazil’ s legal process for consultation and the protection of indigenous rights is challenged under the ACHR and found to be inadequate, it could result in orders or judgments that could ultimately adversely impact ~~its~~ **our** operations. For example, in February 2020, the Interamerican Court of Human Rights (“ IACtHR ”) found that Argentina had not taken adequate steps, in law or action, to ensure the consulting of indigenous communities and obtaining those communities’ free prior and informed consent for a project impacting their territories. IACtHR further found that Argentina had thus violated the ACHR due to infringements on the indigenous communities’ rights to property, cultural identity, a healthy environment, and adequate food and water by failing to take effective measures to stop harmful, third- party activities on the indigenous communities’ traditional land. As a result, IACtHR ordered Argentina, among other things, to achieve the demarcation and grant of title to the indigenous communities over their territory and the removal of third parties from the indigenous territory. We cannot predict whether this decision will result in challenges regarding the adequacy of existing Brazilian legal requirements related to the protection of indigenous rights, changes to the existing Brazilian government body consultation process, or impact our existing development agreements or negotiations for outstanding development agreements with indigenous communities in the areas in which we operate. There are several indigenous communities that surround our operations in Brazil. Certain of our subsidiaries have entered into agreements with some of these communities that mainly provide for the use of their land for our operations, provide compensation for any potential adverse impact that our operations may indirectly cause to them, and negotiations with other such communities are ongoing. If we are not able to timely obtain the necessary authorizations or obtain them on favorable terms for our operations in areas where indigenous communities reside, our relationship with these communities deteriorates in future, or that such communities do not comply with any existing agreements related to our operations, we could face construction delays, increased costs, or otherwise experience adverse impacts on its business and results of operations. Offshore operations. Our operations in international waters and in the territorial waters of other countries are regulated by extensive and changing international, national and local environmental protection laws, regulations, treaties and conventions in force in international waters, the jurisdictional waters of the countries in which we operate, as well as the countries of our vessels’ registration, including those governing oil spills, discharges to air and water, the handling and disposal of hazardous substances and wastes and the management of ballast water. The International Maritime Organization (“ IMO ”) International Convention for the Prevention of Pollution from Ships of 1973, as amended from time to time, and generally referred to as “ MARPOL, ” can affect operations of our chartered vessels. In addition, our chartered LNG vessels may become subject to the International Convention on Liability and Compensation for Damage in Connection with the Carriage of Hazardous and Noxious Substances by Sea (the “ HNS Convention ”), adopted in 1996 and subsequently amended by a Protocol to the HNS Convention in April 2010. Other regulations include, but are not limited to, the designation of Emission Control Areas under MARPOL, the IMO International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended from time to time, the International Convention on Civil Liability for Bunker Oil Pollution Damage, the IMO International Convention for the Safety of Life at Sea of 1974, as amended from time to time, the International Safety Management Code for the Safe Operations of Ships and for Pollution Prevention, the IMO International Convention on Load Lines of 1966, as amended from time to time and the International Convention for the Control and Management of Ships’ Ballast Water and Sediments in February 2004. In particular, development of offshore operations of natural gas and LNG are subject to extensive environmental, industry, maritime and social regulations. For example, ~~any~~ **1the** development and ~~future~~ operation of **our** ~~the potential Lakach project, which would be developed as a deepwater natural gas field in Mexico, as well as the development of a~~ new FLNG ~~hub~~ **facility** off the coast of Altamira, State of Tamaulipas, **is** ~~would be~~ subject to regulation by Mexico’ s Ministry of Energy (Secretaría de Energía) (“ SENER ”), Mexico' s National Hydrocarbon Commission (~~"~~**“** CNH ~~"~~**”**), the National Agency of Industrial Safety and Environmental Protection of the Hydrocarbons Sector (~~"~~**“** ASEA ~~"~~**”**), among other relevant Mexican regulatory bodies. The laws and regulations governing activities in the Mexican energy sector have undergone significant reformation over the past decade, and the legal regulatory framework continues to evolve as SENER, the CNH and other Mexican regulatory bodies issue new regulations and guidelines as the industry develops. Such regulations are subject to change, so it is possible that SENER, the CNH or other Mexican regulatory bodies may impose new or revised requirements that could increase our operating costs and / or capital expenditures for operations in Mexican offshore waters. In addition, our operations in waters off the coast of Mexico are subject to regulation by ASEA. The laws and regulations governing the protection of health, safety and the environment from activities in the Mexican energy sector are also relatively new, having been significantly reformed in 2013 and 2014, and the legal regulatory framework continues to evolve as ASEA and other Mexican regulatory bodies issue new regulations and guidelines as the industry modernizes and adapts to market changes. Such regulations are subject to change, and it is possible that ASEA or other Mexican regulatory bodies may impose new or revised requirements that could increase our operating costs and / or capital expenditures for operations in Mexican offshore waters. Moreover, the overall trends are towards more regulations and more stringent requirements which are likely to add to our costs of doing business. For example, IMO regulations ~~, which became applicable on January 1, 2020,~~ limit the sulfur content of fuel oil for ships to 0. 5 weight percent starting ~~January 1, 2020~~ , thus increasing the cost of fuel and increasing expenses for us. Likewise, the European Union is considering extending its emissions trading scheme to maritime transport to reduce GHG emissions from vessels. We contract with industry leading vessel providers in the LNG market and look for them to take the lead in maintaining compliance with all such requirements, although the terms of our charter agreements may call for us to bear some or all of the associated costs. While we believe we are similarly situated with respect to other companies that charter vessels, we cannot assure you that these requirements will not have a material effect on our business. Our chartered vessels operating in U.

S. waters, now or in the future, will also be subject to various federal, state and local laws and regulations relating to protection of the environment, including the OPA, the CERCLA, the CWA and the CAA. In some cases, these laws and regulations require governmental permits and authorizations before conducting certain activities. These environmental laws and regulations may impose substantial penalties for noncompliance and substantial liabilities for pollution. Failure to comply with these laws and regulations may result in substantial civil and criminal fines and penalties. As with the industry generally, our chartered vessels' operations will entail risks in these areas, and compliance with these laws and regulations, which may be subject to frequent revisions and reinterpretation, may increase our overall cost of business. We are subject to numerous governmental export laws, and trade and economic sanctions laws and regulations, and anti- corruption laws and regulation. We conduct business throughout the world, and our business activities and services are subject to various applicable import and export control laws and regulations of the United States and other countries, particularly countries in the Caribbean, Latin America, Europe and the other countries in which we seek to do business. We must also comply with trade and economic sanctions laws, including the U. S. Commerce Department' s Export Administration Regulations and economic and trade sanctions regulations maintained by the U. S. Treasury Department' s Office of Foreign Assets Control. For example, in 2018, U. S. legislation was approved to restrict U. S. aid to Nicaragua and between 2018 and 2022, U. S. and European governmental authorities imposed a number of sanctions against entities and individuals in or associated with the ~~government~~ **governments** of Nicaragua and Venezuela. Following the invasion of Ukraine by Russia in 2022, U. S. ~~and~~ **,** European **, U. K. and other** governmental authorities imposed a number of sanctions against entities and individuals in Russia or connected to Russia, including sanctions specifically targeting the Russian oil and gas industry. ~~Although we take precautions to comply with all such laws and regulations, violations~~ **Violations** of governmental export control and economic sanctions laws and regulations could result in negative consequences to us, including government investigations, sanctions, criminal or civil fines or penalties, more onerous compliance requirements, loss of authorizations needed to conduct aspects of our international business, reputational harm and other adverse consequences. Moreover, it is possible that we could invest both time and capital into a project involving a counterparty who may become subject to sanctions. If any of our counterparties becomes subject to sanctions as a result of these laws and regulations, changes thereto or otherwise, we may face an array of issues, including, but not limited to, (i) having to suspend our development or operations on a temporary or permanent basis, (ii) being unable to recuperate prior invested time and capital or being subject to lawsuits, or (iii) investigations or regulatory proceedings that could be time- consuming and expensive to respond to and which could lead to criminal or civil fines or penalties. We are also subject to anti- corruption laws and regulations, including the **FCPA, the** U. ~~S~~ **K** . **Bribery** ~~Foreign Corrupt Practices~~ Act ~~(" FCPA ")~~ **and local anti- bribery laws** , which generally prohibit companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business and / or other benefits. Some of the jurisdictions in which we currently ~~, or may in the future,~~ operate ~~may~~ present heightened risks for FCPA issues, such as Nicaragua, Jamaica, Brazil and Mexico **. Furthermore,** ~~or~~ **our** ~~other~~ **strategy has been, and** ~~countries~~ -- **continues to be, dependent in part on our ability to expand our operations in additional emerging markets, including** in Latin America, Asia and Africa **. Efforts to expand our operations in these markets could expose us to additional risks related to anti- corruption laws and regulations** . Although we have adopted policies and procedures that are designed to **assist us** ~~ensure that we~~ , our **officers, directors,** employees and other intermediaries **in** ~~comply~~ **complying** with the FCPA ~~, it is highly challenging to adopt policies~~ and ~~procedures that ensure compliance in all respects with the~~ **other anti** ~~FCPA, particularly in high- risk jurisdictions.~~ **corruption laws and regulations,** ~~Developing~~ **developing** ~~and~~ **,** implementing **and maintaining** policies and procedures is a complex endeavor **, particularly given the high level of complexity of these laws and regulations** . There is no assurance that these policies and procedures **have or** will work effectively all of the time or protect us against liability under anti- corruption laws and regulations, including the FCPA, for actions taken by our **officers, directors,** employees and other intermediaries with respect to our business or any businesses that we may acquire **, particularly** ~~. If we are not~~ in ~~compliance~~ **high risk jurisdictions. Failure to comply** with trade and economic sanctions laws and anti- corruption laws and regulations, including the FCPA, ~~we~~ **the U. K. Bribery Act and local anti- bribery laws,** may ~~be~~ subject **us** to costly and intrusive criminal and civil investigations as well **as** significant potential criminal and civil penalties and other remedial measures, including changes or enhancements to our procedures, policies and ~~control~~ **controls** , the imposition of an independent compliance monitor, as well as potential personnel ~~change~~ **changes** and disciplinary actions. In addition, non- compliance with such laws could constitute a breach of certain covenants in ~~operational~~ **our commercial** or debt agreements, and cross- default provisions in certain of our agreements could mean that an event of default under certain of our commercial **or debt** agreements could trigger an event of default under our other agreements, including our debt agreements. Any adverse finding against us could also negatively affect our relationship and reputation with current and potential customers. In addition, in certain countries we serve or expect to serve our customers through third- party agents and other intermediaries. **On occasion, we also use third- party agents and other intermediaries to assist us in exploring and entering new markets and to retain business.** Violations of applicable import, export, trade and economic sanctions, and anti- corruption laws and regulations by these third- party agents or intermediaries may also result in adverse consequences and repercussions to us ~~. There can be no assurance that we and our agents and other intermediaries will be in compliance with these provisions in the future~~ . The occurrence of any of these events could have a material adverse impact on our business, results of operations, financial condition, **reputation,** liquidity and future business prospects. The U. S. sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may **change and** be amended or strengthened over time. **Any such violation of** ~~Although we believe that we have been in compliance with all~~ applicable sanctions, embargo and anti- corruption laws and regulations ~~, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation~~ could result in fines, penalties or other sanctions that could severely impact our ability to access U. S. capital markets and conduct our business. In addition, certain financial institutions may have policies against lending or extending credit to companies that have contracts with U. S. embargoed countries or countries identified by the U. S. government as state sponsors of terrorism, which could adversely affect our ability to access funding and liquidity, our financial condition **.The swaps** regulatory and other provisions of the Dodd- Frank Act and the rules adopted thereunder and other regulations,including EMIR and REMIT,could adversely affect our ability to hedge risks associated with our business and our operating results and cash flows.We have entered and may in the future enter into futures,swaps and option contracts traded or cleared on the Intercontinental Exchange and the New York Mercantile Exchange or OTC options and swaps with other natural gas merchants and financial institutions.Title VII of the Dodd- Frank Act established federal regulation of the OTC derivatives market and made other amendments to the Commodity Exchange Act that are relevant to our business.The provisions of Title VII of the Dodd- Frank Act and the rules adopted thereunder by the Commodity Futures Trading Commission (the " CFTC "),the SEC and other federal regulators may adversely affect the cost and availability of the swaps that we may use for hedging,including,without limitation,rules setting limits on the positions in certain contracts,rules regarding aggregation of positions,requirements to clear through specific derivatives clearing organizations and trading platforms,requirements for posting of margins,regulatory requirements on swaps market participants.Our counterparties that are also subject to the capital requirements set out by the Basel Committee on **the** Banking Supervision in 2011,commonly referred to as " Basel III," may increase the cost to us of entering into swaps with them or,although not required to collect margin from us under the margin rules,require us to post collateral with them in connection with such swaps in order to offset their increased capital costs or to reduce their capital costs to maintain those swaps on their balance sheets.Our subsidiaries and affiliates operating in Europe and the Caribbean may be subject to the European Market Infrastructure Regulation (" EMIR ") and the Regulation on Wholesale Energy Market Integrity and Transparency (" REMIT ") as wholesale energy market participants,which may impose increased regulatory obligations,including a prohibition to use or disclose insider information or to engage in market manipulation in wholesale energy markets,and an obligation to report certain data,as well as requiring liquid collateral.These regulations could significantly increase the cost of derivative contracts (including through requirements to post margin or collateral),materially alter the terms of derivative contracts,reduce the availability of derivatives to protect against certain risks that we encounter,and reduce our ability to monetize or restructure derivative contracts and to execute our hedging strategies.If,as a result of the swaps regulatory regime discussed above,we were to forgo the use of swaps to hedge our risks,such as commodity price risks that we encounter in our operations,our operating results and cash flows may become more volatile and could be otherwise adversely affected.We may incur impairments to long- lived assets.We test our long- lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable.Significant negative industry or economic trends,decline of our market capitalization,reduced estimates of future cash flows for our business segments or disruptions to our business,or adverse actions by governmental entities,changes to regulation or legislation ~~have in the past and~~ could ~~in the future~~ lead to an impairment charge of our long- lived assets.Our valuation methodology for assessing impairment requires management to make judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance.Projections of future operating results and cash flows may vary significantly from results.In addition,if our analysis results in an impairment to our long- lived assets,we may be required to record a charge to earnings in our consolidated financial statements during a period in which such impairment is determined to exist,which may negatively impact our operating results.Weather events or other natural or manmade disasters or phenomena,some of which may be adversely impacted by global climate change,could have a material adverse effect on our operations and projects,as well as on the economies in the markets in which we operate or plan to operate.Weather events such as storms and related storm activity and collateral effects,or other disasters,accidents,catastrophes or similar events,natural or manmade,such as explosions,fires,seismic events,floods or accidents,could result in damage to our facilities,liquefaction facilities,or related infrastructure,interruption of our operations or our supply chain,as well as delays or cost increases in the construction and the development of our proposed facilities or other infrastructure.Changes in the global climate may have significant physical effects,such as increased frequency and severity of storms,floods and rising sea levels;if any such effects were to occur,they could have an adverse effect on our onshore and offshore operations.Due to the nature of our operations,we are particularly exposed to the risks posed by hurricanes,tropical storms and their collateral effects,in particular with respect to fleet operations,floating offshore liquefaction units and other infrastructure we may develop in connection with our Fast LNG technology.In particular,we may seek to construct and develop floating offshore liquefaction units as part of our Fast LNG in locations that are subject to risks posed by hurricanes and similar severe weather conditions or natural disasters or other adverse events or conditions that could severely affect our infrastructure,resulting in damage or loss,contamination to the areas,and suspension of our operations.For example,our operations in coastal regions in southern Florida,the Caribbean,the Gulf of Mexico and Latin America are frequently exposed to natural hazards such as sea- level rise,coastal flooding,cyclones,extreme heat,hurricanes,and earthquakes.These climate risks can affect our operations,potentially even damaging or destroying our facilities,leading to production downgrades,costly delays,reduction in workforce productivity,and potential injury to our people.In addition,jurisdictions with increased political,economic,social and legal instability,lack of regulatory clarity of application of laws,rules and regulations to our technology,and could potentially expose us to additional jurisdictional risks related to currency exchange,tariffs and other taxes,changes in laws,civil unrest,and similar risks.In addition,because of the location of some of our operations,we are subject to other natural phenomena,including earthquakes,such as the one that occurred near Puerto Rico in January 2020,which resulted in a temporary delay of development of our Puerto Rico projects,hurricanes and tropical storms.If one or more tankers,pipelines,facilities,liquefaction facilities,vessels,equipment or electronic systems that we own,lease or operate or that deliver products to us or that supply our facilities,liquefaction facilities,and customers' facilities are damaged by severe weather or any other disaster,accident,catastrophe or similar event,our construction projects and our operations could be significantly interrupted,damaged or destroyed.These delays,interruptions and damages could involve substantial damage to people,property or the environment,and repairs could take a significant amount of time,particularly in the event of a major interruption or substantial damage.We do not,nor do we intend to,maintain insurance against all of these risks and losses.We may not be able to maintain desired or required insurance in the future at rates that we consider reasonable.See " — Our insurance may be insufficient to cover losses that may occur to our property or result from our operations." The occurrence of a significant event,or the threat thereof,could have a material adverse effect on our business,contracts,financial condition,operating results,cash flow **,liquidity and prospects** and prospects. Our charterers may inadvertently violate applicable sanctions and / or call on ports located in, or engage in transactions with, countries that are subject to restrictions imposed by the U. S. or other governments, which could adversely affect its business. None of our vessels have called on ports located in countries subject to comprehensive sanctions and embargoes imposed by the U. S. government or countries identified by the U. S. government as state sponsors of terrorism. When we charter our vessels to third parties we conduct comprehensive due diligence of the charterer and include prohibitions on the charterer calling on ports in countries subject to comprehensive U. S. sanctions or otherwise engaging in commerce with such countries. However, our vessels may be sub- chartered out to a sanctioned party or call on ports of a sanctioned nation on charterers' instruction, and without our knowledge or consent. If our charterers or sub- charterers violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us, those violations could in turn negatively affect our reputation and cause us to incur significant costs associated with responding to any investigation into such violations. Increasing transportation regulations may increase our costs and negatively impact our results of operations. We are developing a transportation system specifically dedicated to transporting LNG using ISO tank containers and trucks to our customers and facilities. This transportation system may include trucks that we or our affiliates own and operate. Any such operations would be subject to various trucking safety regulations in the various countries where we operate, including those which are enacted, reviewed and amended by the Federal Motor Carrier Safety Administration (" FMCSA "). These regulatory authorities exercise broad powers, governing activities such as the authorization to engage in motor carrier operations, driver licensing, insurance requirements, and transportation of hazardous materials. To a large degree, intrastate motor carrier operations are subject to state and / or local safety regulations that mirror federal regulations but also regulate the weight and size dimensions of loads. Any trucking operations would be subject to possible regulatory and legislative changes that may increase our costs. Some of these possible changes include changes in environmental regulations, changes in the hours of service regulations which govern the amount of time a driver may drive or work in any specific period, onboard black box recorder device requirements **, requirements to use electric vehicles** or limits on vehicle weight and size. In addition to increased costs, fines and penalties, any non- compliance or violation of these regulations, could result in the suspension of our operations, which could have a material adverse effect on our business and consolidated results of operations and financial position. Our chartered vessels operating in certain jurisdictions, including the United States, now or in the future, may be subject to cabotage laws, including the Merchant Marine Act of 1920, as amended (the " Jones Act "). Certain activities related to our logistics and shipping operations may constitute " coastwise trade " within the meaning of laws and regulations of the U. S. and other jurisdictions in which we operate. Under these laws and regulations, often referred to as cabotage laws, including the Jones Act in the U. S., only vessels meeting specific national ownership and registration requirements or which are subject to an exception or exemption, may engage in such " coastwise trade. " When we operate or charter foreign- flagged vessels, we do so within the current interpretation of such cabotage laws with respect to permitted activities for foreign- flagged vessels. Significant changes in cabotage laws or to the interpretation of such laws in the places where we operate could affect our ability to operate or charter, or competitively operate or charter, our foreign- flagged vessels in those waters. If we do not continue to comply with such laws and regulations, we could incur severe penalties, such as fines or forfeiture of any vessels or their cargo, and any noncompliance or allegations of noncompliance could disrupt our operations in the relevant jurisdiction. Any noncompliance or alleged noncompliance could have a material adverse effect on our reputation, our business, our results of operations and cash flows, and could weaken our financial condition. We ~~do~~ **may** not own the land on which our projects are located and are subject to leases, rights- of- ways, easements and other property rights for our operations. We have obtained long- term leases and corresponding rights- of- way agreements and easements with respect to the land on which various of our projects are located, including the Jamaica Facilities, the pipeline connecting the Montego Bay Facility to the Bogue Power Plant (as defined herein), the Miami Facility, the San Juan Facility and the CHP Plant are situated, facilities in Brazil such as the Garuva- Itapoa pipeline connecting the TBG pipeline to the Sao Francisco do Sul terminal, rights of way to the Petrobras / Transpetro OSPAR oil pipeline facilities, among others. In addition, our operations will require agreements with ports proximate to our facilities capable of handling the transload of LNG direct from our occupying vessel to our transportation assets. We ~~do~~ **may** not own the land on which these facilities are located. As a result, we are subject to the possibility of increased costs to retain necessary land use rights as well as applicable law and regulations, including permits and authorizations from governmental agencies or third parties. If we were to lose these rights or be required to relocate, we would not be able to continue our operations at those sites and our business could be materially and adversely affected. ~~For example, our ability to operate the CHP Plant is dependent on our ability to enforce the related lease. General Alumina Jamaica Limited (" GAJ "), one of the lessors, is a subsidiary of Noble Group, which completed a financial restructuring in 2018. If GAJ is involved in a bankruptcy or similar proceeding, such proceeding could negatively impact our ability to enforce the lease. If we are unable to enforce the lease due to the bankruptcy of GAJ or for any other reason, we could be unable to operate the CHP Plant or to execute on our contracts related thereto.~~ If we are unable to enter into favorable contracts or to obtain the necessary regulatory and land use approvals on favorable terms, we may not be able to construct and operate our assets as anticipated, or at all, which could negatively affect our business, results of operations and financial condition. We could be negatively impacted by environmental, social, and governance (" ESG ") and sustainability- related matters. Governments, investors, customers, employees and other stakeholders are increasingly focusing on corporate ESG practices and disclosures, and expectations in this area are rapidly evolving. We have announced, and may in the future announce, sustainability- focused goals, initiatives, investments and partnerships. These initiatives, aspirations, targets or objectives reflect our current plans and aspirations and are not guarantees that we will be able to achieve them. Our efforts to accomplish and accurately report on these initiatives and goals present numerous operational, regulatory, reputational, financial, legal, and other risks, any of which could have a material negative impact, including on our reputation and stock price. In addition, the standards for tracking and reporting on ESG matters are relatively new, have not been harmonized and continue to evolve. Our selection of disclosure frameworks that seek to align with various voluntary reporting standards may change from time to time and may result in a lack of comparative data from period to period. Moreover, our processes and controls may not always align with evolving voluntary standards for identifying, measuring, and reporting ESG metrics, our interpretation of reporting standards may differ from those of others, and such standards may change over time, any of which could result in significant revisions to our goals or reported progress in achieving such goals. In this regard, the criteria by which our ESG practices and disclosures are assessed may change due to the quickly evolving landscape, which could result in greater expectations of us and cause us to undertake costly initiatives to satisfy such new criteria. The increasing attention to corporate ESG initiatives could also result in increased investigations and litigation or threats thereof. If we are unable to satisfy such new criteria, investors may conclude that our ESG and sustainability practices are inadequate. If we fail or are perceived to have failed to achieve previously announced initiatives or goals or to accurately disclose our progress on such initiatives or goals, our reputation, business, financial condition and results of operations could be adversely impacted. Information technology failures and cyberattacks could affect us significantly. We rely on electronic systems and networks to communicate, control and manage our operations and prepare our financial management and reporting information. If we record inaccurate data or experience infrastructure outages, our ability to communicate and control and manage our business could be adversely affected. We face various security threats, including cybersecurity threats from third parties and unauthorized users to gain unauthorized access to sensitive information or to render data or systems unusable, threats to the security of our facilities, liquefaction facilities, and infrastructure or third- party facilities and infrastructure, such as processing plants and pipelines, and threats from terrorist acts. Our network systems and storage and other business applications, and the systems and storage and other business applications maintained by our third- party providers, have been in the past, and may be in the future, subjected to attempts to gain unauthorized access to our network or information, malfeasance or other system disruptions. Our implementation of various procedures and controls to monitor and mitigate security threats and to increase security for our information, facilities, liquefaction facilities, and infrastructure may result in increased capital and operating costs. Moreover, there can be no assurance that such procedures and controls will be sufficient to prevent security breaches from occurring. If security breaches were to occur, they could lead to losses of sensitive information, critical infrastructure or capabilities essential to our operations. If we were to experience an attack and our security measures failed, the potential consequences to our business and the communities in which we operate could be significant and could harm our reputation and lead to financial losses from remedial actions, loss of business or potential liability. Our current operations and future projects are subject to the inherent risks associated with construction of energy- related infrastructure, LNG, natural gas, power and maritime operations, shipping and transportation of hazardous substances, including explosions, pollution, release of toxic substances, fires, seismic events, hurricanes and other adverse weather conditions, acts of aggression or terrorism, and other risks or hazards, each of which could result in significant delays in commencement or interruptions of operations and / or result in damage to or destruction of the facilities, liquefaction facilities and assets or damage to persons and property. We do not, nor do we intend to, maintain insurance against all of these risks and losses. In particular, we do not generally carry business interruption insurance or political risk insurance with respect to political disruption in the countries in which we operate and that may in the future experience significant political volatility. Therefore, the occurrence of one or more significant events not fully insured or indemnified against could create significant liabilities and losses or delays to our development timelines, which could have a material adverse effect on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects. Even if we choose to carry insurance for these events in the future, it may not be adequate to protect us from loss, which may include, for example, losses as a result of project delays or losses as a result of business interruption related to a political disruption. Any attempt to recover from loss from political disruption may be time- consuming and expensive, and the outcome may be uncertain. In addition, our insurance may be voidable by the insurers as a result of certain of our actions. Furthermore, we may be unable to procure adequate insurance coverage at commercially reasonable rates in the future. For example, environmental regulations have led in the past to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution. Changes in the insurance markets attributable to terrorist attacks or political change may also make certain types of insurance more difficult or costly for us to obtain. Our success depends on key members of our management, the loss of any of whom could disrupt our business operations. We depend to a large extent on the services of our chief executive officer, Wesley R. Edens, some of our other executive officers and other key employees. Mr. Edens does not have an employment agreement with us. The loss of the services of Mr. Edens or one or more of our other key executives or employees could disrupt our operations and increase our exposure to the other risks described in this Item 1A. Risk Factors. We do not maintain key man insurance on Mr. Edens or any of our employees. As a result, we are not insured against any losses resulting from the death of our key employees. We are dependent upon the available labor pool of skilled employees for the construction and operation of our facilities and liquefaction facilities, as well as our FSRUs, FLNGs and LNG carriers. We compete with other energy companies and other employers to attract and retain qualified personnel with the technical skills and experience required to construct and operate our infrastructure and assets and to provide our customers with the highest quality service. In addition, the tightening of the labor market due to the shortage of skilled employees may affect our ability to hire and retain skilled employees, impair our operations and require us to pay increased wages. We are subject to labor laws in the jurisdictions in which we operate and hire our personnel, which can govern such matters as minimum wage, overtime, union relations, local content requirements and other working conditions. For example, Brazil and Indonesia, where some of our vessels operate, require we hire a certain portion of local personnel to crew our vessels. Any inability to attract and retain qualified local crew members could adversely affect our operations, business, results of operations and financial condition. ~~Furthermore~~ **In addition** , **jurisdiction** ~~should there be an outbreak of COVID-~~ - **specific employment** ~~19 on our facilities or vessels~~ , **labor** ~~adequate staffing or crewing may not be available to fulfill the obligations under our contracts. Due to COVID- 19~~ , ~~we could face (i) difficulty in finding healthy qualified replacement employees; (ii) local or international transport or quarantine restrictions limiting the ability to transfer infected employees from or to our facilities or vessels,~~ and **subcontracting laws may** ~~(iii) restrictions in availability of supplies needed for our projects due to disruptions to third- party suppliers or transportation alternatives. See " — General Risks — We are unable to predict the extent to which the global COVID- 19 pandemic will negatively~~ affect ~~our~~ **contracting strategies and impact construction and** operations ~~, financial performance, nor our ability to achieve our strategic objectives~~ . ~~We are also unable to predict how this global pandemic may affect our customers and suppliers. "~~ A shortage in the labor pool of skilled workers or other general inflationary pressures or changes in applicable laws and regulations, could make it more difficult for us to attract and retain qualified personnel and could require an increase in the wage and benefits packages that we offer, thereby increasing our operating costs. Any increase in our operating costs could materially and adversely affect our business, financial condition, operating results, liquidity and prospects. Our business could be affected adversely by labor disputes, strikes or work stoppages. Some of our employees, particularly those in our Latin American operations, are represented by a labor union and are covered by collective bargaining agreements pursuant to applicable labor legislation. As a result, we are subject to the risk of labor disputes, strikes, work stoppages and other labor-relations matters. We could experience a disruption of our operations or higher ongoing labor costs, which could have a material adverse effect on our operating results and financial condition. Future negotiations with the unions or other certified bargaining representatives could divert management attention and disrupt operations, which may result in increased operating expenses and lower net income. Moreover, future agreements with unionized and non- unionized employees may be on terms that are ~~note~~ - **not** as attractive as our current agreements or comparable to agreements entered into by our competitors. Labor unions could also seek to organize some or all of our non- unionized workforce. Our projects are located in ~~Jamaica and~~ the United States (including Puerto Rico), the Caribbean, Brazil, Mexico, Ireland, Nicaragua and other geographies and we have operations and derive revenues from additional markets. Furthermore, part of our strategy consists in seeking to expand our operations to other jurisdictions. As a result, our projects, operations, business, results of operations, financial condition and prospects are materially dependent upon economic, political, social and other conditions and developments in these jurisdictions. Some of these countries have experienced political, security, and social economic instability in the recent past and may experience instability in the future, including changes, sometimes frequent or marked, in energy policies or the personnel administering them, expropriation of property, cancellation or modification of contract rights, changes in laws and policies governing operations of foreign- based companies, unilateral renegotiation of contracts by governmental entities, redefinition of international boundaries or boundary disputes, foreign exchange restrictions or controls, currency fluctuations, royalty and tax increases and other risks arising out of governmental sovereignty over the areas in which our operations are conducted, as well as risks of loss due to acts of social unrest, terrorism, corruption and bribery. For example, in 2019, public demonstrations in Puerto Rico led to the governor' s resignation and the resulting political change interrupted the bidding process for the privatization of PREPA' s transmission and distribution systems. While our operations to date have not been materially impacted by the demonstrations or political changes in Puerto Rico, any substantial disruption in our ability to perform our obligations under any agreements with PREPA **and / or Puerto Rico Public- Private Partnerships Authority (P3A)** could have a material adverse effect on our financial condition, results of operations and cash flows. Furthermore, we cannot predict how our relationship ~~with~~ **that one of our subsidiaries, as agent of** PREPA **,** could change ~~given~~ **their role as operator of** PREPA ~~'~~ **'** s **legacy** ~~privatization of its transmission, distribution and power~~ generation ~~system~~ **assets** . **Additionally,** PREPA may seek to find alternative power sources or purchase substantially less natural gas from us than what we currently expect to sell to PREPA. In addition, we cannot predict how local sentiment and support for our subsidiaries' operations in Puerto Rico could change **now that** ~~following the privatization of~~ Puerto Rico' s power generation systems **have been privatized** . Should our operations face material local opposition, it could materially adversely affect our ability to perform our obligations under our contracts or could materially adversely impact PREPA or any applicable governmental counterparty' s performance of its obligations to us. The governments in these jurisdictions differ widely with respect to structure, constitution and stability and some countries lack mature legal and regulatory systems. As our operations depend on governmental approval and regulatory decisions, we may be adversely affected by changes in the political structure or government representatives in each of the countries in which we operate. In addition, these jurisdictions, particularly emerging countries, are subject to risk of contagion from the economic, political and social developments in other emerging countries and markets. Furthermore, some of the regions in which we operate have been subject to significant levels of terrorist activity and social unrest, particularly in the shipping and maritime industries. Past political conflicts in certain of these regions have included attacks on vessels, mining of waterways and other efforts to disrupt shipping in the area. In addition to acts of terrorism, vessels trading in these and other regions have also been subject, in limited instances, to piracy. Tariffs, trade embargoes and other economic sanctions by the United States or other countries against countries in the Middle East, Southeast Asia, Africa or elsewhere as a result of terrorist attacks, hostilities or otherwise may limit trading activities with those countries. See " — Our Charterers may inadvertently violate applicable sanctions and / or call on ports located in, or engage in transactions with, countries that are subject to restrictions imposed by the U. S. or other governments, which could adversely affect its business. " We do not, nor do we intend to, maintain insurance (such as business interruption insurance or terrorism) against all of these risks and losses. Any claims covered by insurance will be subject to deductibles, which may be significant, and we may not be fully reimbursed for all the costs related to any losses created by such risks. See " — Our insurance may be insufficient to cover losses that may occur to our property or result from our operations. " As a result, the occurrence of any economic, political, social and other instability or adverse conditions or developments in the jurisdictions in which we operate, could have a material adverse effect on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects. Our financial condition and operating results may be adversely affected by foreign exchange fluctuations. While our consolidated financial statements are presented in U. S. dollars, we generate revenues and incur operating expenses and indebtedness in local currencies in the countries where we operate, such as, among others, the euro, the Mexican peso and the Brazilian real. The amount of our revenues denominated in a particular currency in a particular country typically varies from the amount of expenses or indebtedness incurred by our operations in that country given that certain costs may be incurred in a currency different from the local currency of that country, such as the U. S. dollar. Therefore, fluctuations in exchange rates used to translate other currencies into U. S. dollars could result in potential losses and reductions in our margins resulting from currency fluctuations, which may impact our reported consolidated financial condition, results of operations and cash flows from period to period. These fluctuations in exchange rates will also impact the value of our investments and the return on our investments. Additionally, some of the jurisdictions in which we operate may limit our ability to exchange local currency for U. S. dollars and elect to intervene by implementing exchange rate regimes, including sudden devaluations, periodic mini devaluations, exchange controls, dual exchange rate markets and a floating exchange rate system. There can be no assurance that non- U. S. currencies will not be subject to volatility and depreciation or that the current exchange rate policies affecting these currencies will remain the same. For example, the Mexican peso and the Brazilian real have experienced significant fluctuations relative to the U. S. dollar in the past. We may choose not to hedge, or we may not be effective in efforts to hedge, this foreign currency risk. See " — Risks Related to our Business — Any use of hedging arrangements may adversely affect our future operating results or liquidity. " Depreciation or volatility of these currencies against the U. S. dollar could cause counterparties to be unable to pay their contractual obligations under our agreements or to lose confidence in us and may cause our expenses to increase from time to time relative to our revenues as a result of fluctuations in exchange rates, which could affect the amount of net income that we report in future periods. The market price and trading volume of our Class A common stock may be volatile, which could result in rapid and substantial losses for our stockholders. The market price of our Class A common stock may be highly volatile and could be subject to wide fluctuations. In addition, the trading volume in our Class A common stock may fluctuate and cause significant price variations to occur. If the market price of our Class A common stock declines significantly, you may be unable to resell your shares at or above your purchase price, if at all. The market price of our Class A common stock may fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our Class A common stock include: • a shift in our investor base; • our quarterly or annual earnings, or those of other comparable companies; • actual or anticipated fluctuations in our operating results; • changes in accounting standards, policies, guidance, interpretations or principles; • announcements by us or our competitors of significant investments, acquisitions or dispositions; • the failure of securities analysts to cover our Class A common stock; • changes in earnings estimates by securities analysts or our ability to meet those estimates; • the operating and share price performance of other comparable companies; • overall market fluctuations; • general economic conditions; and • developments in the markets and market sectors in which we participate. Stock markets in the United States have experienced extreme price and volume fluctuations. Market fluctuations, as well as general political and economic conditions such as acts of terrorism, prolonged economic uncertainty, a recession or interest rate or currency rate fluctuations, could adversely affect the market price of our Class A common stock. We are a " controlled company " within the meaning of Nasdaq rules and, as a result, qualify for and intend to rely on exemptions from certain corporate governance requirements. Affiliates of certain entities controlled by Wesley R. Edens, Randal A. Nardone and affiliates of Fortress Investment Group LLC (" Founder Entities "), together with affiliates of Energy Transition Holdings LLC, hold a majority of the voting power of our stock. In addition, pursuant to the Shareholders' Agreement, dated as of February 4, 2019, by and among the Company and the respective parties thereto (the " Shareholders' Agreement "), the Founder Entities currently have the right to nominate a majority of the members of our Board of Directors. Furthermore, the Shareholders' Agreement provides that the parties thereto will use their respective reasonable efforts (including voting or causing to be voted all of the Company' s voting shares beneficially owned by each) to cause to be elected to the Board, and to cause to continue to be in office the director nominees selected by the Founder Entities. Affiliates of Energy Transition Holdings LLC are parties to the Shareholders' Agreement and as of December 31, ~~2022~~ **2023** hold approximately 12. ~~2~~ **5** % of the voting power of our stock. As a result, we are a controlled company within the meaning of the Nasdaq corporate governance standards. Under Nasdaq rules, a company of which more than 50 % of the voting power for the election of directors is held by an individual, a group or another company is a controlled company and may elect not to comply with certain Nasdaq corporate governance requirements, including the requirements that: • a majority of the board of directors consist of independent directors as defined under the rules of Nasdaq; • the nominating and governance committee be composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities; and • the compensation committee be composed entirely of independent directors with a written charter addressing the committee' s purpose and responsibilities. These requirements will not apply to us as long as we remain a controlled company. A controlled company does not need its board of directors to have a majority of independent directors or to form independent compensation and nominating and governance committees. We intend to utilize some or all of these exemptions. Accordingly, our corporate governance may not afford the same protections as companies that are subject to all of the corporate governance requirements of Nasdaq. A small number of our original investors have the ability to direct the voting of a majority of our stock, and their interests may conflict with those of our other stockholders. As of December 31, ~~2022~~ **2023** , affiliates of the Founder Entities own an aggregate of approximately 87, 136, 768 shares of Class A common stock, representing ~~41~~ **approximately 42** . ~~7~~ **5** % of our voting power, and affiliates of Energy Transition Holdings LLC, party to the Shareholders ~~'~~ **'** Agreement, own an aggregate of approximately 25, 559, 846 shares of **our** Class A common stock, representing approximately 12. ~~2~~ **5** % of the voting power of our Class A common stock. The beneficial ownership of greater than 50 % of our voting stock means affiliates of the Founder

Entities and Energy Transition Holdings LLC are able to control matters requiring stockholder approval, including the election of directors, changes to our organizational documents and significant corporate transactions. This concentration of ownership makes it unlikely that any other holder or group of holders of our Class A common stock will be able to affect the way we are managed or the direction of our business. The interests of these parties with respect to matters potentially or actually involving or affecting us, such as future acquisitions, financings and other corporate opportunities and attempts to acquire us, may conflict with the interests of our other stockholders, including holders of the Class A common stock. Given this concentrated ownership, the affiliates of the Founder Entities and Energy Transition Holdings LLC would have to approve any potential acquisition of us. The existence of a significant stockholder may have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management, or limiting the ability of our other stockholders to approve transactions that they may deem to be in the best interests of our company. Moreover, the concentration of stock ownership with affiliates of the Founder Entities and Energy Transition Holdings LLC may adversely affect the trading price of our securities, including our Class A common stock, to the extent investors perceive a disadvantage in owning securities of a company with a significant stockholder. Furthermore, New Fortress Energy Holdings has assigned, pursuant to the terms of the Shareholders' Agreement, to the Founder Entities, New Fortress Energy Holdings' right to designate a certain number of individuals to be nominated for election to our board of directors so long as its assignees collectively beneficially own at least 5 % of the outstanding Class A common stock. The Shareholders' Agreement provides that the parties to the Shareholders' Agreement (including certain former members of New Fortress Energy Holdings) shall vote their stock in favor of such nominees. In addition, our Certificate of Incorporation provides the Founder Entities the right to approve certain material transactions so long as the Founder Entities and their affiliates collectively, directly or indirectly, own at least 30 % of the outstanding Class A common stock. Our Certificate of Incorporation and By- Laws, as well as Delaware law, contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our Class A common stock and could deprive our investors of the opportunity to receive a premium for their Class A common stock. Our Certificate of Incorporation and By- Laws authorize our board of directors to issue preferred stock **(including the Series A Convertible Preferred Stock to be issued upon closing of the Barcarena PPA Exchange)** without stockholder approval in one or more series, designate the number of stock constituting any series, and fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series. If our board of directors elects to issue preferred stock, it could be more difficult for a third ~~-~~party to acquire us. In addition, some provisions of our Certificate of Incorporation and By- Laws could make it more difficult for a third ~~-~~party to acquire control of us, even if the change of control would be beneficial to our ~~securityholders~~ **security holders** . These provisions include: • dividing our board of directors into three classes of directors, with each class serving staggered three- year terms; • providing that any vacancies may, except as otherwise required by law, or, if applicable, the rights of holders of a series of preferred stock, only be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum (provided that vacancies that results from newly created directors requires a quorum); • permitting special meetings of our stockholders to be called only by (i) the chairman of our board of directors, (ii) a majority of our board of directors, or (iii) a committee of our board of directors that has been duly designated by the board of directors and whose powers include the authority to call such meetings; • prohibiting cumulative voting in the election of directors; • establishing advance notice provisions for stockholder proposals and nominations for elections to the board of directors to be acted upon at meetings of the stockholders; and • providing that the board of directors is expressly authorized to adopt, or to alter or repeal ~~our~~ certain provisions of our organizational documents to the extent permitted by law. Additionally, our Certificate of Incorporation provides that we have opted out of Section 203 of the Delaware General Corporation Law. However, our Certificate of Incorporation includes a similar provision, which, subject to certain exceptions, prohibits us from engaging in a business combination with an " interested stockholder, " unless the business combination is approved in a prescribed manner. Subject to certain exceptions, an " interested stockholder " means any person who, together with that person' s affiliates and associates, owns 15 % or more of our outstanding voting stock or an affiliate or associate of ours who owned 15 % or more of our outstanding voting stock at any time within the previous three years, but shall not include any person who acquired such stock from the Founder Entities or Energy Transition Holdings LLC (except in the context of a public offering) or any person whose ownership of stock in excess of 15 % of our outstanding voting stock is the result of any action taken solely by us. Our Certificate of Incorporation provides that the Founder Entities and Energy Transition Holdings LLC and any of their respective direct or indirect transferees, and any group as to which such persons are a party, do not constitute " interested stockholders " for purposes of this provision. Our By- Laws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents. Our By- Laws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is, to the fullest extent permitted by applicable law, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders, (iii) any action asserting a claim against us or any of our directors, officers or employees arising pursuant to any provision of our organizational documents or the Delaware General Corporation Law, or (iv) any action asserting a claim against us or any of our directors, officers or employees that is governed by the internal affairs doctrine, in each such case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in our stock will be deemed to have notice of, and consented to, the provisions described in the preceding sentence. This choice of forum provision may limit a stockholder' s ability to bring a claim in a judicial forum that it considers more likely to be favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and such persons. Alternatively, if a court were to find these provisions of our organizational documents inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition, results of operations or prospects. The declaration and payment of dividends to holders of our Class A common stock is at the discretion of our board of directors and there can be no assurance that we will continue to pay dividends in amounts or on a basis consistent with prior distributions to our investors, if at all. The declaration and payment of dividends to holders of our Class A common stock will be at the discretion of our board of directors in accordance with applicable law after taking into account various factors, including actual results of operations, liquidity and financial condition, net cash provided by operating activities, restrictions imposed by applicable law, our taxable income, our operating expenses and other factors our board of directors deem relevant. There can be no assurance that we will continue to pay dividends in amounts or on a basis consistent with prior distributions to our investors, if at all. Because we are a holding company and have no direct operations, we will only be able to pay dividends from our available cash on hand and any funds we receive from our subsidiaries and our ability to receive distributions from our subsidiaries may be limited by the financing agreements to which they are subject. The incurrence or issuance of debt which ranks senior to our Class A common stock upon our liquidation and future issuances of equity or equity- related securities, which would dilute the holdings of our existing Class A common stockholders and may be senior to our Class A common stock for the purposes of making distributions, periodically or upon liquidation, may negatively affect the market price of our Class A common stock. We have incurred and may in the future incur or issue debt or issue equity or equity- related securities to finance our operations, acquisitions or investments. Upon our liquidation, lenders and holders of our debt and holders of our preferred stock ~~(if any)~~ **, such as the Series A Convertible Preferred Stock to be issued upon closing of the Barcarena PPA Exchange,** would receive a distribution of our available assets before Class A common stockholders. Any future incurrence or issuance of debt would increase our interest cost and could adversely affect our results of operations and cash flows. We are not required to offer any additional equity securities to existing Class A common stockholders on a preemptive basis. Therefore, additional issuances of Class A common stock, **whether** directly ~~or~~ **,** through convertible **securities, such as the Series A Convertible Preferred Stock,** or exchangeable securities (including limited partnership interests in our operating partnership), warrants or options, will dilute the holdings of our existing Class A common stockholders and such issuances, or the perception of such issuances, may reduce the market price of our Class A common stock. Any preferred stock issued by us would likely **, and the Series A Convertible Preferred Stock will,** have a preference on distribution payments, periodically or upon liquidation, which could eliminate or otherwise limit our ability to make distributions to Class A common stockholders. Because our decision to incur or issue **additional** debt or ~~issue~~ equity or equity- related securities **(other than the Series A Convertible Preferred Stock, which will be issued upon satisfaction of the closing conditions for the Barcarena PPA Exchange)** in the future will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing, nature or success of our future capital raising efforts. Thus, Class A common stockholders bear the risk that our future incurrence or issuance of debt or issuance of equity or equity- related securities will adversely affect the market price of our Class A common stock. We may issue preferred stock, the terms of which could adversely affect the voting power or value of our Class A common stock. Our Certificate of Incorporation and By- Laws authorize us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our Class A common stock in respect of dividends and distributions, as our board of directors may determine. **As part of the Barcarena PPA Exchange, we agreed to issue approximately 125, 000 shares of the Series A Convertible Preferred Stock upon the satisfaction of the closing conditions for the Barcarena PPA Exchange.** The terms of **the Series A Convertible Preferred Stock or** one or more classes or series of **other** preferred stock could adversely impact the voting power or value of our Class A common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might assign to holders of preferred stock could affect the residual value of the Class A common stock **. For example, each share of the Series A Convertible Preferred Stock will, if issued, have a liquidation preference of $ 1, 000** . Sales or issuances of our Class A common stock could adversely affect the market price of our Class A common stock. Sales of substantial amounts of our Class A common stock in the public market, or the perception that such sales might occur, could adversely affect the market price of our Class A common stock. The issuance of our Class A common stock in connection with property, portfolio or business acquisitions or the exercise of outstanding options or otherwise could also have an adverse effect on the market price of our Class A common stock. An active, liquid and orderly trading market for our Class A common stock may not be maintained and the price of our Class A common stock may fluctuate significantly. Prior to January 2019, there was no public market for our Class A common stock. An active, liquid and orderly trading market for our Class A common stock may not be maintained. Active, liquid and orderly trading markets usually result in less price volatility and more efficiency in carrying out investors' purchase and sale orders. The market price of our Class A common stock could vary significantly as a result of a number of factors, some of which are beyond our control. In the event of a drop in the market price of our Class A common stock, you could lose a substantial part or all of your investment in our Class A common stock. **.** We are a holding company and our operational and consolidated financial results are dependent on the results of our subsidiaries, affiliates, joint ventures and special purpose entities in which we invest. We conduct our business mainly through our operating subsidiaries and affiliates, including joint ventures and other special purpose entities, which are created specifically to participate in projects or manage a specific asset. Our ability to meet our financial obligations is therefore related in part to the cash flow and earnings of our subsidiaries and affiliates and the ability or willingness of these entities to make distributions or other transfers of earnings to us in the form of dividends, loans or other advances and payments, which are governed by various shareholder agreements, joint venture financing and operating arrangements. In addition, some of our operating subsidiaries, joint venture and special purpose entities are subject to restrictive covenants related to their indebtedness, including restrictions on dividend distributions. Any additional debt or other financing could include similar restrictions, which would limit their ability to make distributions or other transfers of earnings to us in the form of dividends, loans or other advances and payments. Similarly, we may fail to realize anticipated benefits of any joint venture or similar arrangement, which could adversely affect our financial condition and results of operation. We may engage in mergers, sales and acquisitions, divestments, reorganizations or similar transactions related to our businesses or assets in the future and we may fail to successfully complete such transaction or to realize the expected value. In furtherance of our business strategy, we may engage in mergers, purchases or sales, divestments, reorganizations or other similar transactions related to our businesses or assets in the future. Any such transactions may be subject to significant risks and contingencies, including the risk of integration, valuation and successful implementation, and we may not be able to realize the benefits of any such transactions. We may also engage in sales of our assets or sale and leaseback transactions that seek to monetize our assets and there is no guarantee that such sales of assets will be executed at the prices we desire or higher than the values we currently carry these assets at on our balance sheet. We do not know if we will be able to successfully complete any such transactions or whether we will be able to retain key personnel, suppliers or distributors. Our ability to successfully implement our strategy through such transactions depends upon our ability to identify, negotiate and complete suitable transactions and to obtain the required financing on terms acceptable to us. These efforts could be expensive and time consuming, disrupt our ongoing business and distract management. If we are unable to successfully complete our transactions, our business, financial condition, results of operations and prospects could be materially adversely affected. ~~We are unable to predict the extent to~~ **A change in tax laws in any country in** which ~~the global pandemics and health crisis, such as the COVID- 19 pandemic, will negatively affect our operations, financial performance, nor our ability to achieve our strategic objectives. We are also unable to predict how this global pandemic may affect our customers and suppliers. The COVID- 19 pandemic has caused, and is expected to continue to cause, economic disruptions in various regions, disruptions in global supply chains, significant volatility and disruption of financial markets and in the price of oil and other commodities. In addition, the pandemic has made, and any future global health crisis or pandemic could make, travel and commercial activity significantly more cumbersome and less efficient compared to pre- pandemic conditions. Because the severity, magnitude and duration of any such crisis or pandemic and its economic consequences are uncertain, rapidly- changing and difficult to predict, its impact on our operations and financial performance, as well as its impact on our ability to successfully execute our business strategies and initiatives, remains or could be uncertain and difficult to predict. Further, the ultimate impact of any such pandemic or crisis on our operations and financial performance depends on many factors that are not within our control, including, but not limited, to: governmental, business and individuals' actions that have been and continue to be taken in response to the COVID- 19 pandemic (including restrictions on travel and transport and workforce pressures); the impact of such pandemic or crisis and actions taken in response on global and regional economies, travel, and economic activity; the availability of federal, state, local or non- U. S. funding programs, as well as other monetary and financial policies enacted by governments (including monetary policy, taxation, exchange controls, interest rates, regulation of banking and financial services and other industries, government budgeting and public sector financing); the duration and severity of resurgences of any variants; general economic uncertainty in key global markets and financial market volatility; global economic conditions and levels of economic growth; and the pace of recovery when the pandemic or crisis subsides. Our operations, financial performance and financial condition have been subjected to the COVID- 19 pandemic and could be subjected to a number of operational financial risks in any such future pandemic or crisis. Although the services~~ we **operate** ~~provide are generally deemed essential, we may face negative impacts from increased operational challenges based on the need to protect employee health and safety, workplace disruptions and restrictions on the movement of people including our employees and subcontractors, and disruptions to supply chains related to raw materials and goods both at our own facilities, liquefaction facilities and at customers and suppliers. We may also experience a lower demand for natural gas at our existing customers and a decrease in interest from potential customers as a result of the pandemic' s impact on the operations and financial condition of our customers and potential customers, as well as the price of available fuel options, including oil- based fuels as well as strains the pandemic places on the capacity of potential customers to evaluate purchasing our goods and services. We may experience customer requests for potential payment deferrals or other contract modifications and delays of potential or ongoing construction projects due to government guidance or customer requests. Conditions in the financial and credit markets may limit the availability of funding and pose heightened risks to future financings we may require. These and other factors we cannot anticipate~~ could adversely affect **us** ~~our business, financial position and results of operations. It is possible that the longer this period of economic and global supply chain and disruption continues, the greater the uncertainty will be regarding the possible adverse impact on our business operations, financial performance and results of operations~~ . Tax laws, regulations and treaties are highly complex and subject to interpretation. Consequently, we are subject to changing laws, treaties and regulations in and between the countries in which we operate. Our tax expense is based on our interpretation of the tax laws in effect at the time the expense was incurred. A change in tax laws, regulations, or treaties, or in the interpretation thereof, could result in a materially higher tax expense or a higher effective tax rate on our earnings. Our after- tax profitability could be affected by numerous factors, including the availability of tax credits, exemptions and other benefits to reduce our tax liabilities, changes in the relative amount of our earnings subject to tax in the various jurisdictions in which we operate, the potential expansion of our business into or otherwise becoming subject to tax in additional jurisdictions, changes to our existing businesses and operations, the extent of our intercompany transactions and the extent to which taxing authorities in the relevant jurisdictions respect those intercompany transactions. Our after- tax profitability may also be affected by changes in the relevant tax laws and tax rates, regulations, administrative practices and principles, judicial decisions, and interpretations, in each case, possibly with retroactive effect. **For example, the Organization for Economic Cooperation and Development is coordinating negotiations among more than 140 countries with the goal of achieving consensus around substantial changes to international tax policies, including the implementation of a minimum global effective tax rate of 15 %. Various countries have implemented the legislation and others may in the**

future, which could increase our effective tax rate. We ~~are~~ **have been and may be involved in legal proceedings and may experience unfavorable outcomes. We have been** and may in the future be subject to material legal proceedings in the course of our business or otherwise, including, but not limited to, actions relating to contract disputes, business practices, intellectual property, real estate and leases, and other commercial, tax, regulatory and permitting matters. Such legal proceedings may involve claims for substantial amounts of money or for other relief or might necessitate changes to our business or operations, and the defense of such actions may be both time- consuming and expensive. Moreover, the process of litigating requires substantial time, which may distract our management. Even if we are successful, any litigation may be costly, and may approximate the cost of damages sought. These actions could also expose us to adverse publicity, which might adversely affect our reputation and therefore, our results of operations. Further, if any such proceedings were to result in an unfavorable outcome, it could have an adverse effect on our business, financial position and results of operations. If we fail to develop or maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm our business and the trading price of our Class A common stock. Effective internal controls are necessary for us to provide reliable financial reports, prevent fraud and operate successfully as a publicly traded company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. We cannot be certain that we will be able to maintain adequate controls over our financial processes and reporting in the future or that we will be able to comply with our obligations under Section 404 of the Sarbanes- Oxley Act. Any failure to develop or maintain effective internal controls, or difficulties encountered in implementing or improving our internal controls, could harm our operating results or cause us to fail to meet our reporting obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our Class A common stock. ~~The requirements of being a public company, including compliance with the reporting requirements of the Securities Exchange Act of 1934, as amended (the " Exchange Act "), and the requirements of the Sarbanes- Oxley Act, may strain our resources, increase costs and distract management, and we may be unable to comply with these requirements in a timely or cost- effective manner. As a public company with stock listed on Nasdaq, we are subject to an extensive body of regulations, including certain provisions of the Sarbanes- Oxley Act, the Dodd- Frank Act, regulations of the SEC and Nasdaq requirements. Compliance with these rules and regulations increases our legal, accounting, compliance and other expenses. For example, as a result of becoming a public company, we added independent directors and created additional board committees. We entered into an administrative services agreement with FIG LLC, an affiliate of Fortress Investment Group (which currently employs Messrs. Edens, our chief executive officer and chairman of our Board of Directors, and Nardone, one of our Directors), in connection with the IPO, pursuant to which FIG LLC provides us with certain back- office services and charges us for selling, general and administrative expenses incurred to provide these services. In addition, we may incur additional costs associated with our public company reporting requirements and maintaining directors' and officers' liability insurance. It is possible that our actual incremental costs of being a publicly traded company will be higher than we currently estimate, and the incremental costs may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.~~ If securities or industry analysts do not publish research or reports about our business, if they adversely change their recommendations regarding our Class A common stock or if our operating results do not meet their expectations, our share price could decline. The trading market for our Class A common stock will be influenced by the research and reports that industry or securities analysts publish about us or our business. If one or more of these analysts cease coverage of our company or fail to publish reports on us regularly, we could lose viability in the financial markets, which in turn could cause our share price or trading volume to decline. **We are unable to predict the extent to which global pandemics and health crises will negatively affect our operations, financial performance, nor our ability to achieve our strategic objectives. We are also unable to predict how a global pandemic may affect our customers and suppliers. The COVID- 19 pandemic caused economic disruptions in various regions, disruptions in global supply chains, significant volatility and disruption of financial markets and in the price of oil and other commodities. Any future global health crisis or pandemic could make, travel and commercial activity significantly more cumbersome and less efficient compared to pre- pandemic conditions. Because the severity, magnitude and duration of any such crisis or pandemic and its economic consequences are uncertain, rapidly- changing and difficult to predict, its impact on our operations and financial performance, as well as its impact on our ability to successfully execute our business strategies and initiatives, could be uncertain and difficult to predict. Further, the ultimate impact of any such pandemic or crisis on our operations and financial performance depends on many factors that are not within our control, including, but not limited, to: governmental, business and individuals' actions that may be taken in response to the pandemic (including restrictions on travel and transport and workforce pressures); the impact of such pandemic or crisis and actions taken in response on global and regional economies, travel, and economic activity; the availability of federal, state, local or non- U. S. funding programs, as well as other monetary and financial policies enacted by governments (including monetary policy, taxation, exchange controls, interest rates, regulation of banking and financial services and other industries, government budgeting and public sector financing); the duration and severity of resurgences of any variants; general economic uncertainty in key global markets and financial market volatility; global economic conditions and levels of economic growth; and the pace of recovery when the pandemic or crisis subsides. Our operations, financial performance and financial condition could be subjected to a number of operational financial risks in any such future pandemic or crisis. Although the services we provide are generally deemed essential, we may face negative impacts from increased operational challenges based on the need to protect employee health and safety, workplace disruptions and restrictions on the movement of people including our employees and subcontractors, and disruptions to supply chains related to raw materials and goods both at our own facilities, liquefaction facilities and at customers and suppliers. We may also experience a lower demand for natural gas at our**

existing customers and a decrease in interest from potential customers as a result of the pandemic' s impact on the operations and financial condition of our customers and potential customers, as well as the price of available fuel options, including oil- based fuels as well as strains the pandemic places on the capacity of potential customers to evaluate purchasing our goods and services. We may experience customer requests for potential payment deferrals or other contract modifications and delays of potential or ongoing construction projects due to government guidance or customer requests. Conditions in the financial and credit markets may limit the availability of funding and pose heightened risks to future financings we may require. These and other factors we cannot anticipate could adversely affect our business, financial position and results of operations. It is possible that the longer this period of economic and global supply chain and disruption continues, the greater the uncertainty will be regarding the possible adverse impact on our business operations, financial performance and results of operations.