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October 27, 2021

**VIA ELECTRONIC FILING
(FERGAS@HQ.DOE.GOV)**

Ms. Amy R. Sweeney
Director, Office of Regulation, Analysis, and Engagement,
Office of Resource Sustainability
Office of Fossil Energy and Carbon Management
U.S. Department of Energy
P.O. Box 44375
Washington DC 20026-4375

**Re: CIC – Mexico Pacific Limited LLC, FE Docket No. 18-70-LNG
Notification Regarding Change in Control**

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MPL”) to notify the Department of Energy, Office of Fossil Energy (“DOE/FE”), of a recent transaction through which a change in control of MPL has been effected. This notice is submitted in accordance with the authorizations to export natural gas which DOE/FE granted to MPL in the captioned proceeding¹ and the “Procedures for Changes in Control Affecting Applications and Authorizations To Import or Export Natural Gas” which DOE/FE adopted in November 2014.²

By order dated September 19, 2018 (DOE/FE Order No. 4248), DOE granted MPL authorization to export U.S.-sourced natural gas by pipeline from the United States to Mexico for end use in Mexico and/or, after liquefaction in Mexico, by vessel from the proposed MPL Facility to be constructed in in the State of Sonora to countries with which the United States has entered into a free trade agreement (“FTA”) requiring national treatment for trade in natural gas, and with

¹ *Mexico Pacific Limited LLC*, DOE/FE Order No. 4248 (Sept. 19, 2018); *Mexico Pacific Limited LLC*, DOE/FE Order No. 4312 (Dec. 14, 2018).

² 79 Fed. Reg. 65,541 (Nov. 5, 2014) (the “CIC Procedures”).

which trade is not prohibited by U.S. law or policy (“FTA countries”) for end use in FTA countries. The volume authorized in that Order was up to the equivalent of 621 Bcf/yr of natural gas for a 20-year term.³ In a subsequent order dated December 14, 2018, DOE/FE granted MPL authorization to export U.S.-sourced natural gas by pipeline from the United States for liquefaction in the MPL Facility and to re-export the natural gas from the MPL Facility in the form of LNG in a volume up to the equivalent of 621 Bcf/yr of natural gas to both FTA countries and countries with which the U.S. does not have a FTA requiring national treatment for trade in natural gas, for a term of 20 years.⁴ Both orders obligate MPL to report any change in control of MPL in accordance with the CIC Procedures.⁵

At the time it filed its application in the captioned proceeding and through October 21, 2019, MPL’s membership interests were held by two entities, DKRW Energy Sonora Holding LLC and ACAP Sonora Energy LLC. Through a transaction that closed effective as of October 22, 2019, MPL’s ownership changed, with several new entities becoming holders of MPL membership interests, two of which increased their ownership percentages by more than 10%. MPL notified DOE of this change by letter dated November 18, 2019, as supplemented on January 14, 2020. DOE acknowledged this change in control and informed MPL that it had been deemed to have been authorized by letter dated March 30, 2020.⁶

By means of a transaction that closed effective as of September 30, 2021, MPL’s ownership has again changed, with one new entity becoming a holder of more than 10% of the membership interest in MPL. The purpose of this transaction was to secure additional sources of new capital to fund the continued development of the MPL project.

The charts attached in **Exhibit A** describe the ownership of MPL membership interests before and after the referenced transaction. As Exhibit A shows, MPL is now controlled by Q-LNG Holdings, LLC. The three largest equity owners of MPL in terms of total ownership are now Q-LNG Holdings LLC (38.235%), AVAIO MPL Special, LP (24.302%), and DKRW Energy Partners, LLC (8.014%).

Effective as of September 30, 2021, the members of MPL have entered into an amended and restated limited liability company agreement (the “Amended MPL Agreement”) reflecting the new MPL ownership structure. The Amended MPL Agreement provides that the management and control of MPL’s business and affairs remain vested in Managers, and establishes the number of Managers initially at five. Of these, Q-LNG Holdings, LLC may appoint two, AVAIO MPL SPV, LP may appoint two, and one Manager (the Chairman) is appointed by the Board of Managers. Q-LNG Holdings, LLC now holds majority voting control of MPL. MPL’s existence was continued

³ Order No. 4248, Ordering Paragraph A.

⁴ Order No. 4312, Ordering Paragraph A.

⁵ Order No. 4248, Ordering Paragraph O; Order No. 4312, Ordering Paragraph O.

⁶ Notification Regarding Change in Control, FE Docket No. 18-70-LNG (March 30, 2020) (available at <https://www.energy.gov/fecm/articles/change-transfer-control-cic-authorizations-import-or-export-natural-gas>).

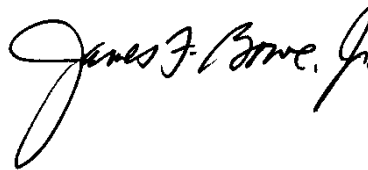
under the Amended MPL Agreement, and MPL remains the holder of the natural gas export authorizations granted in the captioned proceeding.

The change in control resulting from the described transaction will not in any way affect the parameters of the LNG export project MPL described in its application and supplements filed in this proceeding. This change in control, therefore, presents no basis on which DOE/FE should modify the public interest determination it reached in granting the natural gas export authorizations MPL now holds. DOE/FE has routinely given effect to changes in control of export authorization holders in comparable circumstances.⁷ MPL asks that it do likewise in response to this notification.

In accordance with the CIC Procedures and consistent with its established practice, DOE/FE should give immediate effect to this notification. This action should be deemed final and no further action should be needed with respect to the FTA export authorization issued to MPL in Order No. 4248. With respect to the non-FTA authorization issued in Order No. 4312, DOE/FE should publish notice of this submission in the *Federal Register*, provide in that notice fifteen days for interventions, comments or answers, and state that, if no protests are filed and DOE/FE takes no action of its own on this submission, authorization for the change in control of MPL will be deemed granted thirty days after publication of the notice in the *Federal Register*. If any protest is submitted, DOE/FE should nevertheless find that the proposed change in control has not been shown to render the authorizations previously granted to MPL inconsistent with the public interest, and should reaffirm its conclusion that the natural gas exports it has authorized MPL to undertake remain not inconsistent with the public interest.

If you have any questions regarding this submission, please contact me at (202) 626-9601 or by email at jbowe@kslaw.com. Thank you for your assistance.

Sincerely,



James F. Bowe, Jr.
Counsel for Mexico Pacific Limited LLC

Attachment

cc: Douglas D, Shanda, MPL
Alberto Alonso, MPL
Jake Lewis, MPL

⁷ See, e.g., Letter from Amy R. Sweeney, Director, Division of Natural Gas Regulation, DOE/FE to William H. Daughdrill, Director, Health, Safety, and Environment, Fairwood Peninsula Energy Corporation re Notice of Change in Control Through Indirect Equity Ownership Changes, *Delfin LNG, LLC*, FE Docket No. 13-147-LNG (March 11, 2019); see also, e.g., *Freeport LNG Expansion, L.P., et al.*, Order Approving Change in Control in Export Authorization, DOE/FE Order No. 3495 (Sept. 23, 2014); *Cameron LNG, LLC*, Order Approving Change in Control in Export Authorization, DOE/FE Order No. 3452 (June 27, 2014).

Exhibit A

**Ownership of Mexico Pacific Limited LLC
Prior to September 30, 2021**

Mexico Pacific Limited, LLC - SCHEDULE OF PREFERRED MEMBERS

4.2(a) sets forth a complete and accurate list that (i) reflects the total number of issued and outstanding Units and (ii) the name of each Member of the Company and the Units in the Company, in each case owned of record by each such Member and as of immediately prior to the execution of this Agreement.

Preferred Member	Capital Contributions	Series A-1 Units	Series A-2 Units	Series A-1 and Series A-2 Units	Series B Units	Series A Percentage Interest	Series B Percentage Interest
ACAP Sonora Energy LLC 1999 Avenue of the Stars, 36th Floor Los Angeles, CA 90067 Contact: David Gan Email: David.Gan@aecom.com Phone: (213) 593-8038	8,500,000.00	0	0	0	85,000	0.000%	100.000%
AVAIO MPL Special, LP 88 Richmond Hill Rd. Greenwich, CT 06831 Contact: Mark McComiskey Email: mark.mccomiskey@avaiocapital.com Phone: (203) 321-9800	2,098,631.76	434,461	0	434,461.0	0	40.680%	0.000%
Tortoise Essential Assets Income Term Fund c/o Tortoise Capital Advisors 6363 College Boulevard Overland Park, KS 66211 Contact: Stephen Pang Email Address: Spang@tortoiseecofin.com Phone: (913) 333-6674	2,028,200.54	99,451	0	99,451.0	0	9.312%	0.000%
Tortoise Direct Opportunities Fund II, LP c/o Tortoise Capital Advisors 6363 College Boulevard Overland Park, KS 66211 Contact: Stephen Pang Email Address: Spang@tortoise Phone: (913) 333-6674	2,028,197.87	99,450	0	99,450.0	0	9.312%	0.000%
DKRW Energy Partners, LLC 5005 Riverway Suite 220 Houston, Texas 77056 Contact: Robert Kelly Email: rkelly@dkrwpartners.com Phone (O): (713) 425-6552 Phone (M): (713) 899-1541	1,771,759.73	115,497	27,778	143,275	0	13.415%	0.000%
Douglas D. Shanda 5535 Memorial Drive F614 Houston, Texas 77007 Contact: Douglas D Shanda Email: ddshanda69@gmail.com Phone: (713) 315-0340	451,428.03	70,043	0	70,043	0	6.558%	0.000%
Maxson LNG Ventures LLC 6500 Acorn Dr Edmond, OK 73025 Contact: Page Maxson Email: pfmanson@hotmail.com Phone: (512) 713-9902	627,682.07	70,043	0	70,043	0	6.558%	0.000%
Bilby LNG LLC 5444 Westheimer Road, Suite 1985 Houston, TX 77056 Contact: Sarah Bairstow Email: BilbyLNG@outlook.com Phone: +62 408 774 516	495,485.63	70,044	0	70,044	0	6.558%	0.000%
Rilin Energy LLC 7 Panamint Ct. The Woodlands, TX 77389 Contact: Josh Loftus Email: loftus_josh@hotmail.com Phone: (312) 771-9582	229,735.79	20,026	0	20,026	0	1.875%	0.000%
Gray Eastern LLC 5443 Kinglet Street Houston, TX 77096 Contact: Jacob Lewis Email: jakelew2018@gmail.com Phone: (832) 236-9339	53,001.08	3,346	0	3,346	0	0.313%	0.000%
John R. Collett 777 Preston Street, 37M Houston, Texas 77002 Contact: John R. Collett Email: collett@optonline.net Phone: (917) 902-9313	467,157.72	51,183	0	51,183	0	4.792%	0.000%
Joseph Dougherty 103 Isles End Road Tiki Island, TX 77554 Contact: Joseph Dougherty Email: jcd1052002@gmail.com Phone: (917) 902-9313	150,000.00	6,667	0	6,667	0	0.624%	0.000%
Total	18,901,280.22	1,040,211	27,778	1,067,989	85,000	100.000%	100.000%

Exhibit A

**Ownership of Mexico Pacific Limited LLC
As of and After September 30, 2021**

LLCA APPENDIX A

Mexico Pacific Limited, LLC - SCHEDULE OF PREFERRED MEMBERS

Preferred Member	Preferred Percentage Interest
AVAIO MPL Special, LP	24.302%
Tortoise Essential Assets Income Term Fund c/o Tortoise Capital Advisors	5.563%
Tortoise Direct Opportunities Fund II, LP c/o Tortoise Capital Advisors	5.563%
DKRW Energy Partners, LLC	8.014%
Douglas D. Shanda	4.706%
Maxson LNG Ventures LLC	3.918%
Bilby LNG LLC	4.543%
Riilin Energy LLC	1.120%
Gray Eastern LLC	0.187%
John R. Collett	2.863%
Joseph Dougherty	0.986%
Q-LNG Holdings, LLC	38.235%
Total	100.000%