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April 27, 2022

U.S. Department of Energy  
Office of Fossil Energy and Carbon Management  
FE-34 - ROOM 3E-056  
1000 Independence Avenue, S.W.  
Washington DC 20585  
Attention: Amy Sweeney  
Director, Office of Regulation, Analysis, and Engagement  
Office of Oil and Natural Gas

Re: ***Mexico Pacific Limited LLC, FE Docket No. 18-70-LNG*** –  
Submission of Long-Term LNG Sale Agreement

Dear Ms. Sweeney:

As required by the Department of Energy, Office of Fossil Energy and Carbon Management (“DOE/FE”) Order Nos. 4248 and 4312 (defined below),<sup>1</sup> I am hereby submitting on behalf of Mexico Pacific Limited LLC (“MPL”) and Mexico Pacific LNG Exports, S. de R.L. de C.V. (“MPL Exports”) a copy of an executed long-term liquefied natural gas (“LNG”) sale and purchase agreement associated with the export of 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 in Mexico. This agreement is an LNG Sale and Purchase Agreement between MPL Exports and Mexico Pacific LNG Markets Pte Ltd (“MPL Markets”), and is designated as having become effective as of December 16, 2020 (the “SPA”).

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 the State of Sonora to countries with which the United States has entered into

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

a free trade agreement (“FTA”) requiring national treatment for trade in natural gas, and with which trade is not prohibited by U.S. law or policy (“FTA countries”) for end use in FTA countries. The volume authorized in DOE/FE Order No. 4248 was up to the equivalent of 621 Bcf/yr of natural gas for a 20-year term. In a subsequent order dated December 14, 2018 (“DOE/FE Order No. 4312”), 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. DOE/FE Order No. 4312 authorizes MPL to export LNG as an agent for others, after such other entities register with DOE/FE. On April 25, 2022, MPL and MPL Exports have filed with DOE/FE the registration materials required by DOE/FE Order No. 4312 to allow MPL to act as agent for MPL Exports.

In accordance with Finding (6) in DOE/FE Order No. 4248 and the Ordering Paragraph G in DOE/FE Order No. 4312, this transmittal contains:

- (A) the SPA (attached as Exhibit A hereto); and
- (B) a summary of the major provisions of the SPA (attached as Exhibit B hereto).

The unredacted SPA contains highly sensitive and confidential commercial, financial, and proprietary information and is being filed with DOE under seal on a confidential basis and not for public disclosure, as authorized by DOE/FE Order Nos. 4248 and 4312. MPL and MPL Exports submit that the SPA meets the six criteria set forth in 10 C.F.R. § 1004.11(f) of DOE’s regulations for determining whether information is exempt from mandatory disclosure pursuant to the Administrative Procedure Act, 5 U.S.C. § 552(b)(4):

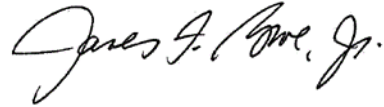
- (1) The SPA has been held in confidence by MPL Exports and MPL Markets.
- (2) The SPA contains information of a type that is customarily held in confidence by the parties, and there is a reasonable basis to keep sensitive commercial terms, including but not limited to pricing terms, confidential to avoid competitive harm.
- (3) MPL and MPL Exports are submitting the SPA to DOE/FE under seal, with a request to keep the SPA confidential.
- (4) The SPA is not publicly available.
- (5) Public disclosure of the SPA by DOE/FE is likely to cause other export license holders or registrants to be reluctant to submit unredacted copies of their gas supply agreements to DOE/FE; thus, public disclosure could impair DOE/FE’s ability to obtain similar information from others in the future; and
- (6) Disclosure of the unredacted SPA is likely to cause substantial harm to the competitive positions of MPL Exports and MPL Markets.

Amy Sweeney  
April 27, 2022  
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For the foregoing reasons, MPL and MPL Exports respectfully request that the non-redacted copy of the SPA be kept confidential by DOE/FE.

Please contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, reading "James F. Bowe, Jr." in a cursive script.

James F. Bowe, Jr.  
Partner

JFB:  
Attachments

**EXHIBIT A**

**LNG Sale and Purchase Agreement dated December 16, 2020**

**PRIVILEGED AND CONFIDENTIAL INFORMATION HAS BEEN REMOVED**

## EXHIBIT B

### LNG Sale and Purchase Agreement dated December 16, 2020

#### SUMMARY OF MAJOR PROVISIONS

1. *DOE Order/FE Docket No(s):*  
DOE/FE Order Nos. 4248 and 4312  
FE Docket No. 18-70-LNG
2. *LNG Liquefaction/Export Facility and Location:*  
The MPL Facility is located adjacent to Puerto Libertad, State of Sonora, Mexico.
3. *Describe affiliation with LNG Liquefaction Export Facility (e.g., owner, capacity holder, etc.):*  
Mexico Pacific Limited LLC (“MPL”) is the owner of the MPL Facility and Mexico Pacific LNG Exports, S. de R.L. de C.V. (“MPL Exports”) is a wholly-owned subsidiary of MPL.
4. *Exact Legal Name of Parties/Counterparties to Contract:*  
**Seller:** Mexico Pacific LNG Exports, S. de R.L. de C.V. (“Seller”)  
**Buyer:** Mexico Pacific LNG Markets Pte Ltd (“Buyer” or “Customer”)
5. *a. Contract Types (e.g. Purchase and Sale Agreement, Liquefaction Tolling Agreement, etc.):*  
LNG sale and purchase agreement.  
*b. Firm or Interruptible Contract:*  
Firm
6. *Date of the Contract:*  
December 16, 2020
7. *Contract Term:*  
Twenty (20) years from the commencement of deliveries date.
8. *Annual Quantity:*  
Seller agrees to supply, and Buyer agrees to purchase, the entirety of the LNG from the MPL Facility, up to 12 mpta plus all excess quantities.
9. *Take or Pay (or equivalent) Provisions/Conditions:*  
Yes.
10. *Legal Name of Entity (ies) that has (have) Title to the Natural Gas and LNG through the LNG Facility until Export (at the loading of the ISO container onto a container ship):*

Mexico Pacific LNG Exports, S. de R.L. de C.V.

11. *Export Destination Restrictions in the Contracts:*

Section 11 of the SPA allows Seller to terminate the SPA if there is a Buyer breach of governmental permits or approvals for LNG or natural gas exports or Buyer's breach of related applicable laws.

12. *Resale Provisions:*

None.

13. *Other Major Non-proprietary Provisions, if Applicable:*

None.