UNITED STATES OF AMERICA DEPARTMENT OF ENERGY OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT

Mexico Pacific Limited LLC

Docket Nos. 18–70–LNG 22–167–LNG

Protest of Public Citizen, Inc., Natural Resources Defense Council and Sierra Club, and Intervention of Natural Resources Defense Council and Sierra Club

Mexico Pacific Limited LLC (MPL) is developing a proposed liquefied natural gas (LNG) export facility in Sonora, Mexico utilizing natural gas sourced from the United States. We protest the March 6 change in control¹ because it is deficient and therefore inconsistent with the public interest. The notice lists a Second Transaction where a shell company, Mexico Pacific Holdings L.P., obtained voting control of MPL pursuant to the terms of a *Second Restated MXP Agreement*, with control of MPL's "business and affairs" vested in a Board of Managers comprised initially of three persons.² The notice fails to identify the persons or entities that control Mexico Pacific Holdings, L.P.

The Department of Energy's change in control regulations require applications seeking to export natural gas from the United States to identify "all the participants in the transaction, including the parent company, if any, and identification of any corporate or other affiliations among the participants" with "a rebuttable presumption that control exists ... from the ownership or the power to vote, directly or indirectly, 10 percent or more of the voting securities of such entity."³ Mexico Pacific's decision to only list a shell company— Mexico Pacific Holdings L.P.— fails the Department of Energy's change in control disclosure requirements.

At a minimum, the Department of Energy must compel public disclosure of:

- The limited liability agreement of Mexico Pacific Holdings L.P., which will detail what entities or individuals have rights and can control it.
- The entire *Second Restated MXP Agreement*, as it will describe what entities or persons can control it.
- The identities of the people serving on its Board of Managers, since they direct the management of MPL.

Absent these disclosures, the Department of Energy and the public have no idea who controls Mexico Pacific Holdings L.P. or MPL. It is inconsistent with the public interest to approve a change in control that divulges nothing but a shell company as the ultimate upstream owner.

¹ www.govinfo.gov/content/pkg/FR-2025-05-07/pdf/2025-07939.pdf

² March 5 *notice*, at page 3.

 $^{^3~79~}FR~65541, www.federalregister.gov/documents/2014/11/05/2014-25143/procedures-for-changes-incontrol-affecting-applications-and-authorizations-to-import-or-export$

Slightly more information is available about the owner in the First Transaction from February 3 through March 3, Kronos Polo L.P., because of Texas incorporation records, but even these secondary disclosures are inadequate and inconsistent with the public interest.⁴ Exhibit A is the December 17, 2024 *Certificate of Formation* of Kronos Polo LP, listing Michael LaGatta of Fort Worth, Texas as its registered agent and Kronos Polo Advisors LLC as its general partner. Exhibit B is the December 17, 2024 *Certificate of Formation* of Kronos Polo Advisors LLC, which lists Michael LaGatta and Alberto Lacarra as managers. Exhibit C is the December 31, 2024 *public information report* of Kronos Polo Advisors LLC which lists Kronos Holding Advisors LLC as its parent company. Exhibit D is the November 5, 2024 *Certificate of Formation* of Kronos LLC which lists Michael LaGatta as the registered agent and Alberto Lacarra as its manager.

The change in control notice states that "[t]he prior controlling equity holder, Quantum LNG Holdings, LLC, will retain a material non-equity economic interest in the project together with prior minority equity owners,"⁵ with a media report adding that "Mexico Pacific, through a spokesperson, said Quantum [Capital] remains a partner in the project with an economic interest."⁶ This appears to suggest that one potential purpose of the shuffle involving Kronos and Mexico Pacific Holdings, L.P. is to obscure current and future investors as limited partners instead of equity owners in an effort to conceal the identities of future owners and investors.

Absent additional disclosure of Mexico Pacific Holdings L.P.—including its limited liability agreement, the entire *Second Restated MXP Agreement* and the identities of all people serving on its Board of Managers—the change in control should be deemed deficient because the Department of Energy and the public have absolutely no idea who actually controls MPL, and therefore the current change in control notice is inconsistent with the public interest.

Intervention of Natural Resources Defense Council

On May 7, 2025, the Office of Fossil Energy and Carbon Management ("FECM") of the Department of Energy ("DOE") published a notice in the Federal Register, indicating that it would accept protests, motions to intervene, notices of intervention, and written comments through a public comment period through May 22, 2025. 90 Fed. Reg. 19288. Hence, DOE should permit the Natural Resources Defense Council (NRDC) to intervene in the docket for the purpose of responding to Mexico Pacific Limited's Change in Control. The Department requires would-be-intervenors to set out the "facts upon which [their] claim of interest is based" and "the position taken by the movant." 10 C.F.R. § 590.303(b)-(c). As explained in the following section, NRDC's position is that MPL's Change in Control Notice should be denied. NRDC's interests are based on the impact that the project's proposed exports will have on its members and mission.

⁴ www.sos.state.tx.us/corp/sosda/

⁵ At page 3.

⁶ Ruth Liao, *Quantum Capital Divests Control at Mexico Pacific LNG in Shuffle*, March 6, 2025, Bloomberg Terminal.

NRDC is a national non-profit membership organization with more than three million members and engaged community participants worldwide, including in domestic areas with significant gas infrastructure development. NRDC has hundreds of members throughout the southwest, including the Permian Basin region and other areas that will be impacted by increased gas production utilized to supply gas to the MPL project. NRDC is committed to the preservation and protection of the environment, public health, and natural resources. To this end, NRDC conceives and develops policies that reduce greenhouse gas emissions and other forms of pollution, and that accelerate the deployment of energy efficiency and renewable energy. NRDC continues to have a longstanding and active interest in ensuring need-driven and efficient energy resource development, protecting consumers from rising energy costs, promoting environmental justice, curbing harmful fossil fuel expansion, expanding clean energy resources, and protecting the public from environmental threats, including the protection of waterbodies and wetlands.

MPL's Change in Control will harm NRDC's members by increasing gas production and associated air pollution, including (but not limited to) global greenhouse gas emissions, air pollutants, and ozone precursors; increasing energy prices; and harming wildlife that NRDC's members enjoy viewing. The Change in Control Notice lacks the necessary information for NRDC and its members to adequately consider the harms associated with this project.

Pursuant to 10 C.F.R. § 590.303(d), NRDC identifies the following persons for the official service list:

Joel Reynolds Senior Attorney, Nature Natural Resources Defense Council 1314 2nd Street Santa Monica, CA 90401 jreynolds@nrdc.org 310-434-2343

Jamie Y. Lee International Climate Specialist Natural Resources Defense Council 1152 15th Street NW, Suite 300 Washington, DC 20005 jlee@nrdc.org 202-289-2430

Intervention of Sierra Club

The U.S. Department of Energy should permit Sierra Club to intervene in the docket for the purpose of responding to Mexico Pacific's Change in Control. The Department requires would-be-intervenors to set out the "facts upon which [their] claim of interest is based" and "the position taken by the movant." 10 C.F.R. § 590.303(b)-(c). As explained in the following section, Sierra Club's position is that MPL's Change in Control Notice should be denied. Sierra Club has previously intervened in the underlying Mexico Pacific Limited DOE docket, and has an interest in the information necessary to adequately review the project's change in control. Sierra Club's interests are based on the impact that the project's proposed exports will have on its members and mission.

Sierra Club is a national, non-profit organization with 67 chapters and over 600,000 members nationally, dedicated to exploring, enjoying, and protecting the wild places of the earth; to practicing and promoting the responsible use of the earth's ecosystems and resources; to educating and enlisting humanity to protect and restore the quality of the natural and human environment; and to using all lawful means to carry out these objectives. Sierra Club has many members throughout the southwest, including within the Permian Basin region and other areas that will likely be impacted by increased gas production associated with this project. The export anticipated by this project will harm Sierra Club and its members by increasing the prices they pay for energy, including both gas and electricity. As the Department and the Energy Information Administration have previously explained, each marginal increase in export volumes is also expected to further increase domestic energy prices. The Change in Control Notice lacks the necessary information for Sierra Club and its members to adequately consider the harms associated with this project.

The proposed exports associated with the project will further harm Sierra Club members by increasing gas production and associated air pollution, including (but not limited to) emission of greenhouse gases and ozone precursors. Additionally, the project will have harmful impacts to the environment and human health.

Pursuant to 10 C.F.R. § 590.303(d), Sierra Club identifies the following persons for the official service list:

Rebecca McCreary Staff Attorney 1650 38th St., Ste. 103W Boulder, CO 80301 rebecca.mccreary@sierraclub.org 303-449-5595 ext. 103 Doug Hayes Senior Attorney Sierra Club 1650 38th St., Ste. 103W doug.hayes@sierraclub.org 303-449-5595 ext. 100

Respectfully submitted,

Tyson Slocum Energy Program Director Public Citizen, Inc. 215 Pennsylvania Ave SE Washington, DC 20003 (202) 454-5191 tslocum@citizen.org

Jamie Y. Lee International Climate Specialist Natural Resources Defense Council 1152 15th Street NW, Suite 300 Washington, DC 20005 jlee@nrdc.org Rebecca McCreary Staff Attorney Sierra Club Environmental Law Program 1650 38th St. Suite 103W Boulder, CO 80301 (303) 449-5595 ext. 103 rebecca.mccreary@sierraclub.org

Joel Reynolds Senior Attorney, Nature Natural Resources Defense Council 1314 2nd Street Santa Monica, CA 90401 jreynolds@nrdc.org

Filed May 22, 2025

EXHIBIT A

Form 207	INTE OF	
Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709		Filed in the Office of the Secretary of State of Texas Filing #: 805824537 12/17/2024 Document #: 1434854240003
Filing Fee: \$750	Certificate of Formation Limited Partnership	Image Generated Electronically for Web Filing
Article 1 - Entity Name and Type		
The filing entity being formed is a limited partnership. The name of the entity is:		
Kronos Polo, L.P.		
The name must contain the words "Limited Partnership," or "Limited," or the abbreviation "L.P.," "LP," or "Ltd." The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.		
Article 2 - Principal Office		
The address of the principal office in the United States where records of the partnership are to be kept or made available is set forth below:		
248 Casa Blanca Circle, Fort Worth, TX, USA 76107-76102		
Article 3 – Registered Agent and Registered Office		
A. The initial registered agent is an organization (cannot be limited partnership named above) by the name of:		
OR		
■B. The initial registered agent is an individual resident of the state whose name is set forth below:		
Name: Michael LaGatta		
C. The business address of the registered agent and the registered office address is:		
Street Address: 3437 West 7th Suite 218 Fort Worth TX 76107-76107		
Consent of Registered Agent		
A. A copy of the consent of registered agent is attached.		
OR		
B. The consent of the registered agent is maintained by the entity. Article 4 - General Partner Information		
The name and address of each general partner are as follows:		
General Partner 1: (Business Name) Kronos Polo Advisors, LLC		
Address: 248 Casa Blanca Circle Fort Worth TX, USA 76107-76102		
Supplemental Provisions / Information		
[The attached addendum, if any, is incorporated herein by reference.]		
Effectiveness of Filing		
A. This document becomes effective when the document is filed by the secretary of state.		

 \square B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Initial Mailing Address

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is:

248 Casa Blanca Circle Fort Worth, TX 76107 USA

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Signature of General Partner 1: Kronos Polo Advisors, LLC, by Michael LaGatta, Authorized Signatory

FILING OFFICE COPY

Exhibit B

Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709

Filing Fee: \$300



Certificate of Formation Limited Liability Company

Filed in the Office of the Secretary of State of Texas Filing #: 805824527 12/17/2024 Document #: 1434854240002 Image Generated Electronically for Web Filing

Article 1 - Entity Name and Type The filing entity being formed is a limited liability company. The name of the entity is: Kronos Polo Advisors, LLC Article 2 – Registered Agent and Registered Office A. The initial registered agent is an organization (cannot be company named above) by the name of: OR B. The initial registered agent is an individual resident of the state whose name is set forth below: Name: Michael LaGatta C. The business address of the registered agent and the registered office address is: Street Address: 3437 West 7th Suite 218 Fort Worth TX 76107-76107 **Consent of Registered Agent** \Box A. A copy of the consent of registered agent is attached. OR B. The consent of the registered agent is maintained by the entity. **Article 3 - Governing Authority** A. The limited liability company is to be managed by managers. OR B. The limited liability company will not have managers. Management of the company is reserved to the members. The names and addresses of the governing persons are set forth below: Title: Manager Manager 1: Michael LaGatta Address: 3437 West 7th Suite 218 Fort Worth TX, USA 76107-76107 Manager 2: Alberto Lacarra Title: Manager Address: 3437 West 7th Suite 218 Fort Worth TX, USA 76107-76107 Article 4 - Purpose The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

Supplemental Provisions / Information

Initial Mailing Address

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is: 248 Casa Blanca Circle Fort Worth, TX 76107 USA

Organizer

The name and address of the organizer are set forth below. Michael LaGatta 3437 W 7th Street, Suite 218, Fort Worth, Texas 76107

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

 \Box B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Michael LaGatta

Signature of Organizer

FILING OFFICE COPY

Exhibit C

Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC) and Financial Institutions This report MUST be signed and filed to satisfy franchise tax requirements

(Rev.9-11/30)

Comptroller 05-102 of Public Accounts (Rev.9-Tcode 13196 Franchise Taxpayer number Report year You have certain rights under Chapter 552 and 559, Government Code, to review, request, and correct information we have on file about you. 5 3 2 0 9 7 9 9 8 4 4 0 2 0 2 Contact us at (800) 252-1381or (512) 463-4600. Taxpayer name **KRONOS POLO ADVISORS, LLC** Mailing address Secretary of State (SOS) file number or 248 CASA BLANCA CIR Comptroller file number City Plus 4 State ^{Lode} 76107 FORT WORTH ТΧ 0805824527 Blacken circle if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C. ()Principal office Principal place of business Officer, director and manager information is reported as of the date a Public Information Please sign below! Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers, directors, or managers change throughout the year. SECTION A Name, title and mailing address of each officer, director or manager. 3209799844025 Name Title Director m d d m У Term () YES Manager and Sole member Alberto Lacarra expiration ZIP Code **76107** Mailing address City State 248 Casa Blanca Circle Fort Worth ТΧ Title Name Director m d d m y y Term **Michael LaGatta** Manager () YES expiration ZIP Cod Mailing address State City 248 Casa Blanca Cir Fort Worth TX 76107 Title Director Name m m d d у v Term () YES expiration Mailing address ZIP Code City State SECTION B Enter the information required for each corporation or LLC, if any, in which this entity owns an interest of 10 percent or more. Name of owned (subsidiary) corporation or limited liability company State of formation Texas SOS file number, if any Percentage of ownership Name of owned (subsidiary) corporation or limited liability company State of formation Texas SOS file number, if any Percentage of ownership SECTION C Enter the information required for each corporation or LLC, if any, that owns an interest of 10 percent or more in this entity or limited liability company. State of formation Name of owned (parent) corporation or limited liability company exas SOS file number, if any Percentage of ownership Kronos Holding Advisors LLC ТΧ 805773380 100.0 Registered agent and registered office currently on file. (see instructions if you need to make changes, Blacken circle if you need forms to change MICHAEL LAGATTA the registered agent or registered office information Agent: State City Code 76107 Office: 3437 WEST 7TH SUITE 218 FORT WORTH ТΧ The above information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection. I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director or manager and who is not currently employed by this, or a related, corporation or limited liability company. Area code and phone number Date sign Title here Stephanie Sierraalta Electronic 02-12-2025 407) 495 - 5061 Texas Comptroller Official Use Only VE/DE **PIR IND** ()

Exhibit D

Secretary of State P.O. Box 13697 Austin, TX 78711-3697 FAX: 512/463-5709

Filing Fee: \$300



Certificate of Formation Limited Liability Company

Filed in the Office of the Secretary of State of Texas Filing #: 805773380 11/05/2024 Document #: 1421005390003 Image Generated Electronically for Web Filing

Article 1 - Entity Name and Type The filing entity being formed is a limited liability company. The name of the entity is: Kronos Holdings Advisors, LLC Article 2 – Registered Agent and Registered Office A. The initial registered agent is an organization (cannot be company named above) by the name of: OR **B**. The initial registered agent is an individual resident of the state whose name is set forth below: Name: Michael LaGatta C. The business address of the registered agent and the registered office address is: Street Address: 3437 West 7th Suite 218 Fort Worth TX 76107-76107 **Consent of Registered Agent** \Box A. A copy of the consent of registered agent is attached. OR B. The consent of the registered agent is maintained by the entity. **Article 3 - Governing Authority** A. The limited liability company is to be managed by managers. OR B. The limited liability company will not have managers. Management of the company is reserved to the members. The names and addresses of the governing persons are set forth below: Title: Manager Manager 1: Alberto Lacarra Address: 3437 West 7th Suite 218 Fort Worth TX, USA 76107-76107 Article 4 - Purpose The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code. **Supplemental Provisions / Information**

Initial Mailing Address

Address to be used by the Comptroller of Public Accounts for purposes of sending tax information.

The initial mailing address of the filing entity is: 3437 West 7th Suite 218 Fort Worth, TX 76107 USA

Organizer

The name and address of the organizer are set forth below. Michael LaGatta 3437 W 7th Street, Suite 218, Fort Worth, Texas 76107

Effectiveness of Filing

A. This document becomes effective when the document is filed by the secretary of state.

OR

 \Box B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

MIchael LaGatta

Signature of Organizer

FILING OFFICE COPY

UNITED STATES OF AMERICA DEPARTMENT OF ENERGY OFFICE OF FOSSIL ENERGY AND CARBON MANAGEMENT

Mexico Pacific Limited LLC

Docket Nos. 18–70–LNG 22–167–LNG

VERIFICATION

Pursuant to 10 C.F.R. § 590.103(b), I, Rebecca McCreary, hereby verify under penalty of perjury that I am authorized to execute this verification, that I have read the foregoing document, and that the facts stated therein are true and correct to the best of my knowledge.

Executed at Boulder, CO on May 22, 2025.

<u>/s/ Rebecca McCreary</u> Rebecca McCreary Staff Attorney 1650 38th St., Ste. 103W Boulder, CO 80301 rebecca.mccreary@sierraclub.org 303-449-5595 ext. 103 *Attorney for Sierra Club*

UNITED STATES OF AMERICA DEPARTMENT OF ENERGY OFFICE OF FOSSIL ENERGY

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IN THE MATTER OF

Mexico Pacific Limited, LLC

FE Docket Nos. 18-70-LNG 22-167-LNG

NRDC CERTIFIED STATEMENT OF AUTHORIZED REPRESENTATIVE

Pursuant to 10 C.F.R. § 590.103(b), I hereby certify that I am a duly authorized representative of the NRDC, and that I am authorized to sign and file with the Department of Energy, Office of Fossil Energy and Carbon Management, on behalf of NRDC, the foregoing documents and in the above captioned proceeding.

Dated: May 22, 2025

<u>/s/ Joel Reynolds</u> Joel Reynolds Natural Resources Defense Council 1314 2nd Street Santa Monica, CA 90401 jreynolds@nrdc.org

UNITED STATES OF AMERICA DEPARTMENT OF ENERGY OFFICE OF FOSSIL ENERGY

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IN THE MATTER OF

Mexico Pacific Limited, LLC

FE Docket Nos. 18-70-LNG 22-167-LNG

NRDC VERIFICATION

Pursuant to 10 C.F.R. § 590.103(b), I hereby verify under penalty of perjury that I am authorized to execute this verification, that I have read the foregoing document, and that the facts stated therein are true and correct to the best of my knowledge.

Dated: May 22, 2025

<u>/s/ Joel Reynolds</u> Joel Reynolds Natural Resources Defense Council 1314 2nd Street Santa Monica, CA 90401 jreynolds@nrdc.org

VERIFICATION

Pursuant to 10 CFR § 590.103(b), I, Tyson Slocum, declare that I am Energy Program Director for Public Citizen, Inc. and am authorized to make this verification; that I have authored and read the foregoing filing and that the facts therein stated are true and correct to the best of my knowledge, information, and belief.

Pursuant to 28 U.SC § 1746, I declare under penalty of perjury that the foregoing is true and correct. Executed on May 22, 2025.

Tyson Slocum

Tyson Slocum Energy Program Director Public Citizen, Inc. 215 Pennsylvania Ave SE Washington, DC 20003

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon the applicant and intervenors for this docketed proceeding in accordance with 10 CFR § 590.107(b). Dated at Washington, DC this 22^{nd} day of May 2025.

Signed,

Tyson Slocum Tyson Slocum

Tyson Slocum Energy Program Director Public Citizen, Inc. 215 Pennsylvania Ave SE Washington, DC 20003 (202) 454-5191 tslocum@citizen.org