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**By Docket Room at 11:22am, Aug. 8, 2025**

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August 8, 2025

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

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, Division of Natural Gas Regulation  
Office of Regulation, Analysis, and Engagement

**Re: CIC – Mexico Pacific Limited LLC, Docket Nos. 18-70-LNG and 22-167-LNG –  
Third Supplement to March 5, 2025 CIC Notice**

Dear Ms. Sweeney:

I write on behalf of Mexico Pacific Limited LLC (“MXP”), the holder of, and applicant for, authorizations under Section 3 of the Natural Gas Act to export natural gas from the United States to Mexico and to re-export natural gas in the form of LNG from Mexico. The purposes of this letter are to further supplement the notice of a change in control which MXP submitted in the captioned proceedings on March 5, 2025 to describe: (i) changes in the form of organization and name of Mexico Pacific Holdings, LLC (“MXP Holdings”), the entity which owns MXP; (ii) changes in the form of organization and name of the managing member of MXP Holdings; (iii) the addition of three minority investors as members of MXP Holdings; and (iv) the adoption of new corporate governance arrangements at both the MXP Holdings and MXP levels.

MXP believes that the modifications described in this supplement do not constitute “changes in control” as the Office of Fossil Energy and Carbon Management (“DOE/FECM”) has defined the

term. Nevertheless, out of an abundance of caution and in the interest of transparency, MXP is making this supplemental submission so that DOE/FECM is aware of the forms of organization that have been adopted by the entities that own MXP and of the manner in which MXP and its owner will be governed going forward.

*Summary of Previously Documented Transactions Involving Changes in Control of Mexico Pacific Limited LLC*

As MXP has previously informed DOE/FECM, by means of a transaction that closed effective as of February 3, 2025 and a second transaction that closed effective as March 3, 2025, MXP's ownership changed, with one new member (MXP Holdings) becoming the owner of the controlling membership interest in MXP. This change was effected by the execution of the Second Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC by Kronos Polo, L.P., as MXP's sole member, with effect as of March 3, 2025. On that date, pursuant to an Assignment and Assumption Agreement between Kronos Polo, L.P. and Mexico Pacific Holdings, L.P., MXP Holdings became the sole member of MXP. Under the Second Amended and Restated Limited Liability Company Agreement, MXP established a Board of Managers that was to have the power and authority to manage MXP's business and affairs.

On March 21, 2025, MXP supplemented its March 5, 2025 change in control notice to provide a description of the ownership of MXP membership interests before and after the transactions described in that notice. MXP also offered in that supplement an explanation of changes in ownership percentages that resulted from the former controlling interest owner's contributions of capital required to support the development of the MXP project following that owner's acquisition of control of MXP as of September 30, 2021.

Following the March 21 supplement, MXP's sole member, MXP Holdings, executed the Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC, with effect as of March 31, 2025. That agreement amended and restated the Second Amended and Restated Limited Liability Company Agreement, identified MXP Holdings as MXP's sole member, and provided that the full and exclusive right, power and authority to manage MXP would be retained by and reserved to MXP Holdings. The Third Amended and Restated Limited Liability Company Agreement thus substituted MXP Holdings for the Board of Managers contemplated by the Second Amended and Restated Limited Liability Company Agreement, making MXP a member-managed limited liability company. The result was a change in governance of MXP, not a change in control of MXP (since MXP Holdings remained the entity with the power to manage the business and affairs of MXP).<sup>1</sup>

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<sup>1</sup> With its second supplement, MXP submitted to DOE/FECM the Third Amended and Restated Limited Liability Company Agreement of Mexico Pacific Limited LLC effective as of March 31, 2025, as amended, under seal on a confidential basis and not for public disclosure, as provided in 10 C.F.R. § 1004.11.

*Summary of Organizational and Governance Changes to MXP Holdings and its Ownership Effective July 9, 2025*

MXP informed DOE/FECM in its second supplemental submission that it anticipated that new investors would soon be added at the MXP Holdings level. This has now occurred. In order to accommodate the addition of these new investors, effective as of July 9, 2025, (i) MXP Holdings converted its form of organization from that of a Delaware limited partnership to a Delaware limited liability company (Mexico Pacific Holdings, LLC) governed by a limited liability company agreement adopted at the same time, and (ii) the then sole member and manager of MXP Holdings, Mexico Pacific Holdings GP, LLC (a Delaware limited liability company), was renamed Windsor Cliff Sponsor, LLC (“Windsor Cliff Sponsor”). On that same date, three investors (two Florida limited liability companies and an individual) each acquired ten percent (10%) economic interests in MXP Holdings. A diagram depicting MXP’s ownership following the July 9, 2025 admission of new investors and related changes is attached to this letter as **Exhibit A**.

MXP submits that the described conversion and membership interest acquisitions should not be deemed to have effected a change in control of MXP. The conversion of MXP Holdings from a limited partnership to a limited liability company is the sort of “purely internal corporate reorganization” which DOE/FECM has concluded should not be treated as resulting in a transfer of control.<sup>2</sup> Nor should the acquisition of economic interests in MXP Holdings be treated as having resulted in a change in control. Under the terms of the MXP Holdings limited liability company agreement adopted on July 9, 2025, a Board of Managers has been established to which each of the ten percent economic interest owners may appoint one representative, and Windsor Cliff Sponsor may appoint four, with decisions of the Board generally requiring a majority vote of the appointed representatives. Thus control of MXP Holdings (and through MXP Holdings, of MXP) remains in its former managing member, previously known as Mexico Pacific Holdings, GP, LLC and now known as Windsor Cliff Sponsor, which owns seventy percent (70%) of the economic interest in MXP Holdings. In this regard nothing has materially changed from the situation described in MXP’s previous CIC submission, as supplemented: MXP Holdings still controls MXP, the export authorization holder and applicant, and MXP Holdings is still controlled by its former sole member, now known as Windsor Cliff Sponsor.

Windsor Cliff Sponsor’s managing member is Chapel Ridge Partners, L.P., a Delaware limited partnership. That partnership, in turn, is owned by trusts beneficially owned by a U.S. citizen.

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<sup>2</sup> Letter from Amy R. Sweeney, Director, Division of Natural Gas Regulation, to Jerrod L. Harrison, Senior Counsel, Port Arthur LNG, LLC, re: Notice of Internal Corporate Reorganization, *Port Arthur LNG, LLC*, FE Docket Nos. 15-53-LNG, 18-162-LNG, and 15-96-LNG (April 11, 2019) at 4 (“DOE/FE’s Procedures are thus focused on a change in control of the authorization holder from one owner to another, not simply a reshuffling of wholly-owned subsidiaries within the same parent organization.”) (cited at “Change in Control (or Transfer) of Authorizations to Import or Export Natural Gas”, available at: <https://www.energy.gov/fecm/articles/change-control-or-transfer-authorizations-import-or-export-natural-gas> (last visited July 22, 2025)).

Amy Sweeney  
Office of Fossil Energy and Carbon Management  
U.S. Department of Energy  
August 8, 2025  
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Although MXP is controlled by MXP Holdings, MXP's day-to-day operations will be directed by the MXP Executive Committee.

*Conclusion*

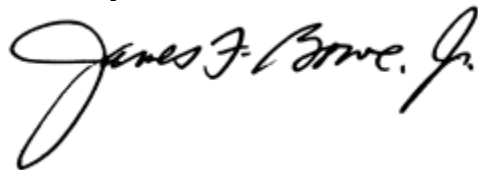
MXP submits that in its change in control notice, as supplemented, it has provided information as to ownership, control and governance of MXP that is more than sufficient to enable DOE/FECM to find that the described change in control would not render MXP's existing non-FTA authorization, or the supplemental non-FTA authorization MXP has requested in Docket No. 22-167-LNG, inconsistent with the public interest under NGA section 3(a). MXP therefore requests that DOE/FECM accept and give effect to MXP's notification of change in control, and that it confirm that it has taken this action as promptly as possible.

*Procedural Matters*

I include with this supplemental submission a Verification and Certificate of Service. I am serving this submission and this supplement on all parties on the service list in the captioned proceedings.

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

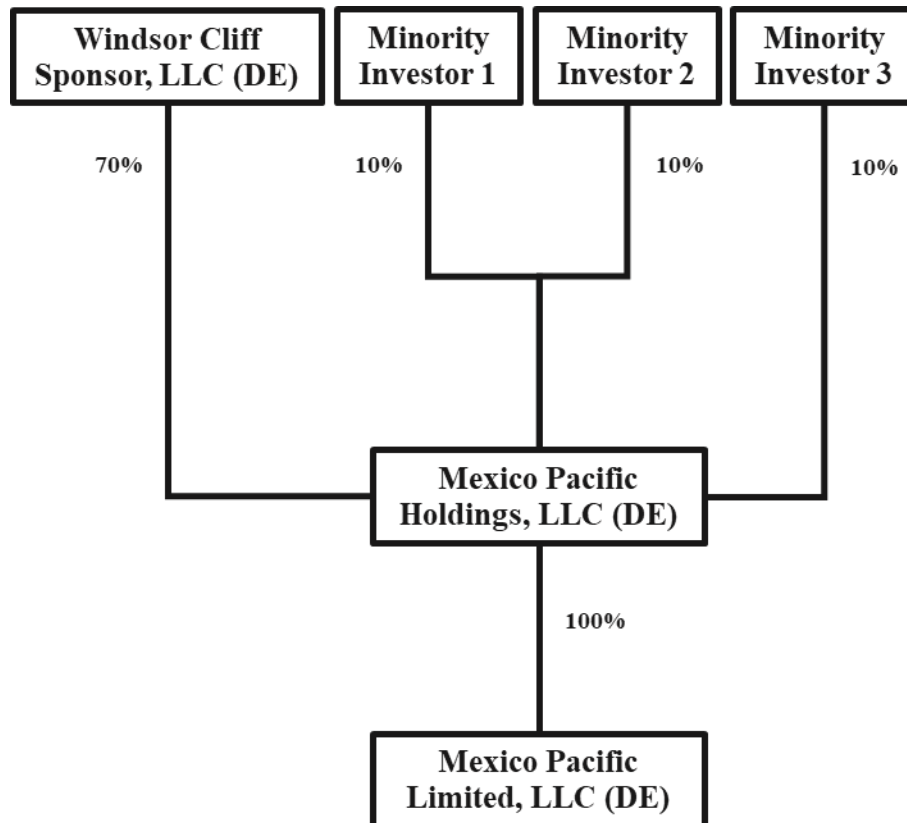
Sincerely,

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

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

## Exhibit A

Diagram Depicting Post July 9, 2025 Ownership of MXP and MXP Holdings



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

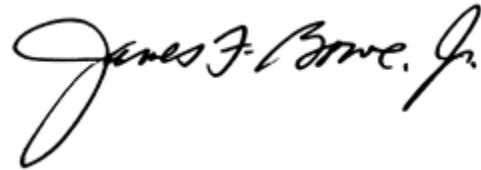
**Mexico Pacific Limited LLC**

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**Docket No. 18-70-LNG  
Docket No. 22-167-LNG**

**CERTIFICATE OF SERVICE**

Pursuant to 10 C.F.R. § 590.107, I, James F. Bowe, Jr., hereby certify that I caused the accompanying Third Supplement to March 5, 2025 CIC Notice to be served on the persons included on the official service list for the captioned dockets, as provided by DOE/FECM, on August 8, 2025.

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

James F. Bowe, Jr.  
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1700 Pennsylvania Avenue, NW  
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Washington, D.C. 20006

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

**Mexico Pacific Limited LLC**

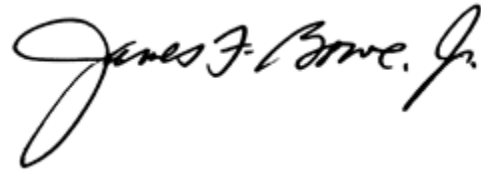
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**Docket No. 18-70-LNG  
Docket No. 22-167-LNG**

**VERIFICATION**

Pursuant to 28 U.S.C. § 1746, I, James F. Bowe, Jr., hereby verify under penalty of perjury that I am authorized to execute this verification, that I have read the accompanying Third Supplement to March 5, 2025 CIC Notice, and that the facts stated therein are true and correct to the best of my knowledge.

Electronically signed at Washington, DC, on August 8, 2025.

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

James F. Bowe, Jr.  
King & Spalding LLP  
1700 Pennsylvania Avenue, NW  
Suite 900  
Washington, D.C. 20006