

REPRESENTATIVE ENERGY AND NATURAL RESOURCES TRANSACTIONS

We are deeply involved and deal on a day-to-day basis with the most important energy projects being developed in Mexico. We are currently representing clients in this sector, among others, from the US, Canada, Brazil, Egypt, Puerto Rico, Nigeria, Norway, Russia, Argentina, France, Puerto Rico and Mexico. Below please find some of the relevant transactions in which lawyers of our firm have recently participated in the hydrocarbons upstream sector:

- Legal advice as a part of a group of Mexican lawyers, in the acquisition and financing of the main portfolio of power generation plants and one gas pipeline in Mexico in the amount of USD\$750 MM. Likewise, legal advice in the governmental procurement procedure related to the “Norte II” power generation plant.
- Legal strategy and defense of the project for the development of certain LBG terminals with the initial development of a 1.3 BCF located at Baja California, Mexico. This matter involved the handling of several amparo lawsuits, administrative remedies and nullity claims.
- Counsel to a certain photovoltaic technology provider with respect to renewable energy projects in Mexico.
- Legal assistance to a large Mexican company in the negotiation of an O&M agreement regarding the transmission line of certain windfarm project in Oaxaca.
- Legal assistance to a large Mexican Company in the negotiation of a co-investment and acquisition agreement regarding a wind power generation project in the municipality of Cananea, Sonora.
- Members of our firm provided legal advise in the bid of the Manzanillo LNG regasification terminal for the delivery to the Federal Electricity Commission (*Comision Federal de Electricidad*) of up to 14.1584 million cubic meters per day.
- Representation and legal advice by members of our firm in governmental force majeure case submitted by a holder of a natural gas distribution permit in the Guadalajara geographic zone, before the Energy Regulatory Commission (*Comision Reguladora de Energia*). Likewise, legal assistance to such company in a complaint due to alleged monopoly practices related to API Altamira.
- We assisted one of the largest operators in the US Gulf of Mexico in the prequalification of the bidding procedure No. CNH-R01-L01/014 (i.e. bid #1 of Round One) for the award of “production sharing contracts for the exploration and extraction of hydrocarbons in shallow waters” called by the Mexico’s National Hydrocarbons Commission (*Comisión Nacional de Hidrocarburos*) (“CNH”).

- MCM Abogados is assisting one of the largest Mexican companies, as non-operator financing partner, in its participation in the bidding procedure No. CNH-R01-L02/2015 (i.e. bid #2 of Round One), called by CNH for the award of “production sharing contracts for the extraction of hydrocarbons in shallow water – Second Call”. As part of this project, we have provided legal advise in the preparation of the corporate structure, JBA, JOA and other transaction documents, as well as the documentation for the access to the Data Room, prequalification documents, etc.
- MCM Abogados is providing legal advise to one of the largest Egyptian operators in the Gulf of Suez in the prequalification of the bidding procedure No. CNH-R01-L02/2015 called by CNH, and also in its potential participation in the bidding procedure No. CNH-R01-L03/2015 called by CNH for the award of certain “License Agreements for the Extraction of Hydrocarbons in Onshore Contractual Areas – Third Call”. As part of these matters, we have provided legal assistance in the preparation of the corporate structure, JBA, JOA and other transaction documents, as well as the documentation for the access to the Data Room, prequalification documents, etc.
- We are assisting a global consortium actively involved in the Nigerian and West African sub region oil/gas sector, in obtaining access to CNH’s Data Room and its prequalification in the bidding procedure No. CNH-R01-L02/2015 called by CNH.
- We are assisting in the “migration” of two onshore blocks located in Tamaulipas and Veracruz – North Region of Mexico – to Production Sharing Contracts, and the negotiation of the corresponding JOAs with Pemex; likewise, we are providing legal advise in the negotiations of the fiscal terms with Mexico’s Ministry of Finance and Public Credit (“SHCP”), the T&C of the PSC, the exploration and developments plans with the Ministry of Energy (“SENER”) and other regulatory aspects thereof with CNH. We are representing two different operators in those negotiations. We successfully assisted in all legal matters of both of them, during the bidding procedures in Y2012 and Y2014 with Pemex, as well as in the pre-operation stage, during the evaluation period and in the first development period of those fields.
- We are successfully representing a Norway seismic company in obtaining the approval from CNH for the performance and commercialization of one of the largest multi-client projects in the Mexican Gulf of Mexico (470,000 km² of study). This was approved in May 2015 in Extraordinary Session of CNH. As part of this project, we are helping in the definition of the corporate structure, commercialization strategy, establishment of the business in Mexico, and all related legal matters in connection with this project.
- We have assisted a large Russian seismic company in its registration with the National Hydrocarbons Commission, for works to be performed in Mexico’s Gulf of Mexico.
- We are assisting the largest subsea systems company in the world in its business

development efforts in Mexico, mostly focused in deepwater projects (including during its recent participation in the “Lakach” gas field bidding procedure by Pemex).

- Likewise, we assist on a daily basis the largest oilfield service companies working in Mexico in sub-sectors, such as the following: jackups (with and w/o operation), platform rigs, supply boats, seismic, fluids, fracking & completion, drilling, onshore and offshore workovers (we represent the only liftboat company actively working in the Cantarell field), catering services, etc., including the following:
 - Legal advice in the financing and the Mexican security packages for the acquisition of major onshore and offshore assets for the oil and gas E&P sector, such as: (i) 15 onshore rig packages by an international onshore workovers company (USD\$55 MM), and (ii) 2 offshore jack-up rigs from Rongsheng Offshore & Marine to Alyar Offshore (each in approx. US\$186.5MM), and (iii) 2 modular platforms rigs from an Italian EPC company to a Mexican rig company (approx. USD\$80 MM and USD\$83 MM). Some of the foregoing, including pre-merger report and notices to the Mexican antitrust authority.
 - Legal assistance in the acquisition of one of the largest geophysical services companies doing business in Mexico, including the due diligence process, negotiation and closing of the transaction documents, and post-closing related actions. Likewise, legal advise regarding the structure through which the purchaser may participate through its joint-venture vehicle (Seabed) in Pemex bids.
 - Legal assistance in the sale of one of the main drilling fluids companies in Mexico to WFT, including during the due diligence process, negotiation and closing of the transaction documents, and post-closing related actions.
 - Legal assistance to a Canadian company in the analysis of Pemex’ pipeline integrity projects in Mexico.
 - Legal assistance to one of the members of a consortium in the participation in the third round of the long-term “incentive-based contracts” for hydrocarbons E&P services, issued by Pemex in the Chicontepec area.
 - Legal assistance in the participation of a US company in the fast track procurement procedure issued by Pemex for the award of “incentive-based contracts” for hydrocarbons E&P services in Chicontepec.
 - Preparation of legal strategy and assistance to the only workovers liftboat company doing business offshore in Mexico, with respect to its project in the Cantarell area of the Gulf of Mexico.

- Legal assistance to a Mexican company in the negotiation and performance of major offshore assets contracts with Pemex (e.g. Tabasco rig and Campeche rig (approx. USD\$416 MM), Tamaulipas modular rig and Veracruz modular rig (approx. USD\$107 MM each).
- Legal assistance to the consortium integrated by a Mexican drilling services company and in the participation in the International Public Bid for the Integral Works of Drilling and Completion of Onshore Wells in the North and South Regions of Pemex; this matter involved the negotiation of a JV with a US fracking company that would work for the first time in the Mexican market.
- Negotiation in Y2013, Y2014 and Y2015 of the financing and security package for certain Canadian oil wells workover company, with respect to its projects in Mexico.
- Legal strategy and defense of the BOT project of the wastewater treatment plant “Atotonilco”, the most important in Mexico and one of the most relevant plants worldwide. Likewise, legal advice in several contractual, corporate and governmental procurement aspects related to such project.
- Assistance in the TS2 and TS3 suburban railway bids in Mexico.
- Internal due diligence and regularization related to commercial and business practices of certain companies of the oil and commodities sector under FCPA standards during years 2010 and 2011.