Mexico

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GENERAL

Development

1 | Describe the areas of energy development in the country.

In December 2013, a constitutional reform was published, aimed at opening up the hydrocarbons and electricity industries to private investment. The areas of energy development in Mexico are as follows.

Exploration and production of hydrocarbons

After the Energy Bill published in 2013, the Constitution established that the state shall carry out exploration and production activities of hydrocarbons through assignment to productive state-owned companies, or through contracts to be executed with them or private parties.

To date, the Mexican state-owned petroleum company PEMEX has 396 allocations (258 for extraction, 93 for exploration and 45 for safeguard) divided between shallow waters and terrestrial areas granted by the Ministry of Energy. The exploration and production contracts are awarded through a bidding process conducted by the National Hydrocarbons Commission (CNH). To date, 107 contracts have been awarded to 73 national and international companies for terrestrial, shallow and deepwater areas.

Midstream and downstream

The Ministry of Energy is responsible for the issuance of policies concerning minimum oil, gas and products storage levels to guarantee national security supply. On 12 December 2017, the Minimum Storage Policy for Petroleum Products was enacted with the purpose of safeguarding the supply of petroleum products within Mexico based on the best international practices. Starting 1 January 2020, the minimum required stocks are equivalent to five days of sales of gasoline, diesel and jet fuel.

Almost 70 storage terminals projects have been set up in the country since 2013, according to the Ministry of Energy. The storage terminals are essential for the development of the hydrocarbons sector in Mexico; they keep the product extracted from the onshore and offshore contractual areas and also imported substances.

Currently, 8,946 square kilometres of pipelines have been developed, but more infrastructure is still needed. For oil and gas policies to succeed, the storage and transport activities will require an integrated infrastructure system that interconnects the transportation and storage facilities, operating under the same tariff scheme.

Power generation

Mexico is growing rapidly in the development of renewable energy projects such as hydroelectric, wind, geochemical, solar and nuclear. The country is ranked in the top five countries in the world for electricity from geochemical sources and in the top three most attractive countries for investing in solar and wind energy. States such as Oaxaca and Tamaulipas have a large concentration of wind parks, while Sonora and Chihuahua have more photovoltaic plants. The approximate investment for the next 15 years is calculated at US$81.4 billion.

Moreover, Mexico has recently modified its regulatory framework to ensure that a percentage of annual energy production was generated by a renewable source of energy (also called green energy); this policy is promoted through the application of an administrative instrument called the clean energy certificates (CEL).

A CEL is a title issued by the Energy Regulatory Commission (CRE) that proves the production of a certain amount of electric power is provided from a renewable source of energy, and it is assigned to all 'green energy' power plants for each MW generated.

Initially, the legal framework established that all clean energy power plants whose entry into operation after 11 August 2014 had the right to receive CELs with the purpose of encouraging the installation of new green energy power plants.

Currently, and due to the recent amendment of the Regulations (October 2019), clean energy power plants that entered into operation prior to 11 August 2014 can receive CELs, a situation that is triggering a CEL oversupply.

Role of government

2 | Describe the government's role in the ownership and development of energy resources. Outline the current energy policy.

In accordance with the Mexican Constitution, the state continues to be the owner of the petroleum and solid, liquid or gaseous hydrocarbons found below the surface. The state may explore and exploit oil and other hydrocarbons through assignment to productive state-owned companies, or through contracts to be executed with them or private parties. No concessions are allowed. Nowadays, the state allows the participation of private players over the entire value chain of the hydrocarbons sector.

Also, the state is the only one allowed to carry out the planning and control over the national electric system, and over the power transmission and distribution utilities. Nevertheless, following the Energy Bill, incentives were created to improve the transmission and distribution network. In such terms, the government can now contract with private entities to extend, upgrade, finance or operate its transmission projects and modernise distribution networks. Likewise, particular entities may participate in other activities of the value chain through the correspondent permits granted by the CRE.

COMMERCIAL/CIVIL LAW – SUBSTANTIVE

Rules and industry standards

3 Describe any industry-standard form contracts used in the energy sector in your jurisdiction.

Mexican law provides for no specific forms of contracts, therefore – and considering the recent reform – Mexican industry has adopted the models provided by international organisations such as the Association of International Petroleum Negotiators. These have been broadly accepted and used by government agencies and private participants when modelling their own contracts.

All exploration and production activities in Mexico are regulated by the CNH and awarded through bidding rounds. For such purposes, the CNH has produced model contracts with little to no room for negotiation.

4 What rules govern contractual interpretation in (non-consumer) contracts in general? Do these rules apply to energy contracts?

Mexican legislators have acknowledged the rules of objective interpretation of contracts. Pursuant to the Federal Civil Code, a contract should be interpreted in its literal sense – if its terms are clear. Articles 1851 to 1857 further detail the rules of interpretation based on objective criteria of strict interpretation of its wording and the usage of the country. In addition, article 1858 provides for the principle of subjective will of the parties, whenever the terms of the contract are unclear.

These same rules of interpretation apply to energy contracts subject to Mexican law.

5 Describe any commonly recognised industry standards for establishing liability.

Mexican contractual liability is standardised by the civil codes, and concepts such as breach of contract, negligence, misrepresentation, default, damage or loss or profit are common standards widely applied in Mexican contracts including those of the energy sector. However, Mexican contracts for the energy sector are heavily influenced by international practice. Therefore, standard forms (the Association of International Petroleum Negotiators, among others) have brought to the newly reformed Mexican sector new terms and references that have been accepted as industry standards.

It is common to find terminology such as 'industry practices', 'best efforts', 'international practice' to measure the expected conduct of a certain party to an energy contract. Certain terms such as 'reasonable and prudent operator', 'owner prudence', 'wilful misconduct', 'gross negligence' are frequently used and have gained acceptance in the sector.

Performance mitigation

6 Are concepts of force majeure, commercial impracticability or frustration, or other concepts that would excuse performance during periods of commodity price or supply volatility, recognised in your jurisdiction?

Force majeure and fortuitous events are concepts recognised by Mexican law that are commonly included in energy contracts. According to the Mexican Supreme Court of Justice, both concepts preclude the obligee from fulfilling his or her obligations without any direct or indirect liability.

Also, some contracts have adopted the principles of commercial impracticability. However, if this concept is not based on objective parameters (such as objective damage or losses) or the party claiming it is unable to prove its case, then chances are that Mexican courts will not accept such a principle as a valid excuse of performance.

Nuisance

7 What are the rules on claims of nuisance to obstruct energy development? May operators be subject to nuisance and negligence claims from third parties?

Nuisance claims are valid and enforceable under Mexican law. If the nuisance is caused by an act of authority or derived from the application of a statutory disposition or law, then the affected party may initiate an *amparo* proceeding against the said authority aiming to suspend the act or activity or against the law aiming to suspend its application.

Currently, almost 20 power plants have filed an *amparo* against the CEL amendment of October 2019, requesting the Judicial Branch nullify it, based on the argument that the oversupply of CELs will negatively affect their investments in Mexico.

If the nuisance is caused by a private entity (an operator or a contractor, for example), civil law provides for actions against the nuisance conduct, claiming damages and losses (profit loss).

The recent reform provides for compensation to landowners, social and environmental impact assessments and other pre-operational duties aimed at avoiding or diminishing adverse effects on third parties. However, if third parties' rights are definitely affected, then operators, contractors or authorities can – as a general rule – be held liable.

Liability and limitations

8 How may parties limit remedies by agreement?

The Mexican legal system allows the parties to agree to limitations of remedies, except for statutory rights that the law strictly prohibits from being waived.

Among other things, although Mexican law does not provide for the concept of liquidated damages, the parties can agree to contractual penalties by assigning specific value to specific damages, whose penalties can be limited in time (exercise) or amount (penalty value).

9 Is strict liability applicable for damage resulting from any activities in the energy sector?

Yes. Strict liability is recognised in the Civil Code, determining that any person who uses mechanisms, instruments, apparatus or substances that are dangerous per se, by the speed at which they work, explosive nature or other similar reasons, shall be held liable for any damage caused. There is no need to prove fault, negligence or intention.

Also, the environmental laws such as the General Law for Ecological Balance and Environmental Protection, the General Law for the Prevention and Integral Management of Wastes and, the Federal Law of Environmental Liability, recognise the strict liability of any persons contaminating the environment as a consequence of the use of mechanisms or substances that are in themselves dangerous or risky.

With this in mind, and as that the oil and gas industry is considered a risky sector, the National Agency for Industrial Safety and Environmental Protection for the Hydrocarbons Sector incorporates an article for information purposes in all the general administrative provisions that regulate an activity that involves risk, that any person who carries out hydrocarbon activities shall be held responsible for any damage or loss caused to third parties or to the environment as a consequence of his or her actions.

COMMERCIAL/CIVIL LAW – PROCEDURAL

Enforcement

10 How do courts in your jurisdiction resolve competing clauses in multiple contracts relating to a single transaction, lease, licence or concession, with respect to choice of forum, choice of law or mode of dispute resolution?

Mexican post-reform practice in the industry has been to submit sector contracts to Mexican federal laws. International arbitration or Mexican courts have been the widely preferred choice of forum. However, there is nothing to stop the parties from adopt competing clauses in various contracts of a single transaction.

General procedural rules provide for the accumulation of processes whenever various processes involve the same parties in the same transaction. Other rules allow Mexican courts to deny competence over a dispute whenever there is another court handling an open case related to the same transaction.

However, the principles of choice of forum and mode of dispute resolution will prevail over the court administrative procedural rules. Therefore, whenever multiple contracts provide for different dispute resolution mechanisms or a different forum, Mexican courts will respect the will of the parties and will wait for the competent forum to resolve the dispute. Mexican law provides for the recognition and enforcement of foreign sentences or rulings and arbitral awards.

11 Are stepped and split dispute clauses common? Are they enforceable under the law of your jurisdiction?

Stepped dispute clauses are commonly used and enforceable under Mexican law. A typical scheme would initiate by submitting the dispute to the opinion of a committee formed by the parties' representatives, then it can escalate to top management discussions and upon failing to reach an agreement in a certain agreed period of time, the parties would be allowed to initiate legal actions. Pre-arbitration mediation and amicable composition schemes are also widely used and valid under Mexican law.

Split clauses are not common in Mexico; however, nothing in Mexican law prevents the parties from agreeing to split mechanisms. Reference should be made to the current models used by the National Hydrocarbons Commission, where disputes related to the administrative rescission are exclusively reserved for the competence of federal courts.

12 How is expert evidence used in your courts? What are the rules on engagement and use of experts?

Mexican law accepts the submission of expert evidence in judicial procedures. The parties may offer third-party expert testimonials, analysis or opinions to support either parties' arguments and counter arguments. Certain procedural rules exist to offer and admit expert evidence, which mostly aim for transparency and relate to the opportunity of the submission (articles 143 to 160 of the Federal Code of Civil Procedures). If the party submitting the expert evidence successfully observes these rules, the court will accept the evidence and shall evaluate and consider it in its analysis when issuing its decision, only if the reasoning and the methodology used by the expert is scientifically or technically valid and related to the facts of the controversy (article 211 of the Federal Code of Civil Procedures and Federal Branch ruling with registry number 2011819).

13 What interim and emergency relief may a court in your jurisdiction grant for energy disputes?

Claimants (or counter claimants, as the case may be) may seek an *amparo* proceeding or interim measures to preserve their rights. However, no specific measures or relief exist for energy disputes other than those available under general civil or commercial laws.

14 What is the enforcement process for foreign judgments and foreign arbitral awards in energy disputes in your jurisdiction?

The recognition and enforcement of an award shall be requested before the commercial courts. Mexican commercial law regarding the recognition and enforcement of foreign arbitral awards is based on the New York Convention.

Alternative dispute resolution

15 Are there any arbitration institutions that specifically administer energy disputes in your jurisdiction?

There are no specific arbitration institutions for energy disputes in Mexico. Typically, Mexican contracts that provide for arbitration adopt the International Chamber of Commerce rules.

16 Is there any general preference for litigation over arbitration or vice versa in the energy sector in your jurisdiction?

The use of arbitration is substantially growing through the country; for instance, state-owned companies such as Pemex and the Federal Electricity Commission include arbitration clauses in their contracts. However, it is worth mentioning that energy contracts foresee that an administrative rescission shall not be subject to arbitration; instead, these disputes should be resolved before federal courts.

17 Are statements made in settlement discussions (including mediation) confidential, discoverable or without prejudice?

Confidentiality shall be agreed by the parties. In the case of mediation before a court, if a party breaches an agreement settled through such mediation, this may prejudice the breaching party in another judicial or arbitral proceeding.

Privacy and privilege

18 Are there any data protection, trade secret or other privacy issues for the purposes of e-disclosure/e-discovery in a proceeding?

According to article 86-bis 1 of the Mexican Industrial Property Law, the authorities shall prevent disclosure of an administrative or judicial proceeding whereby trade secret or privacy issues are involved. Mexican law does not regulate e-disclosure or e-discovery in a proceeding. However, it does allow the parties to submit evidence based or supported on electronic means.

19 What are the rules in your jurisdiction regarding attorney-client privilege and work product privileges?

According to the federal law that regulates the professions in Mexico, professionals are obliged to keep confidential all the information provided by their clients.

Furthermore, article 362 of the National Code of Criminal Procedures foresees that the testimony rendered by attorneys, doctors, psychologists,

among others, will not be admissible in a judicial proceeding if they have received such information for the exercise of their profession.

Jurisdiction

20 | Must some energy disputes, as a matter of jurisdiction, first be heard before an administrative agency?

No, administrative law foresees that if a dispute is optional the claimant should submit the case before the administrative agency or before an administrative court.

REGULATORY

Relevant agencies

21 | Identify the principal agencies that regulate the energy sector and briefly describe their general jurisdiction.

The principal agencies involved in the regulation of the energy sector are as follows.

The Ministry of Energy is responsible for:

- the delimitation, conducting and coordination of the country's energy policy;
- establishing the appropriate contract model for each contractual area that undergoes a bidding process;
- selecting the contractual areas pursuant to the criteria it adopts with the technical assistance from the CNH;
- approving the five-year bidding plan for contractual areas;
- granting permits to perform treatment and refining of petroleum, processing of natural gas and the export and import of hydrocarbons and petroleum products; and
- evaluates the social impact assessment of all energy projects.

The Ministry of Finance and Public Credit is responsible for:

- determining the economic conditions relating to the fiscal terms of the bidding processes and contracts;
- participating in the administration and accounting audits pertaining to the fiscal terms of the exploration and production contracts; and
- determining the award variables for the bidding processes.

The Ministry of Economy is responsible for regulating compliance of national content.

The CNH is responsible for:

- providing technical assistance to the Ministry of Energy in the selection of contractual areas for the five-year plan, and to the Ministry of Finance and Public Credit and the Mexican Petroleum Fund for Stabilisation and Development in the performance of their tasks;
- conducting the bidding processes and executing the contracts on behalf of the Mexican state;
- managing and supervising of the exploration and production contracts in technical terms; and
- approving the amendment, cancellation or termination of the above-mentioned contracts.

The National Industrial Safety and Environmental Protection for the Hydrocarbons Sector Agency is the regulator responsible of ensuring industrial safety and environmental protection for the hydrocarbon sector. Meanwhile the Ministry of Environment evaluates the environmental impact of all electricity projects.

The CRE is one of the two coordinated regulatory authorities in energy matters, it is part of the centralised public administration, is the regulator for electric power and midstream and downstream activities. It also grants permits for the generation of electricity, for the transportation, storage, distribution, compression, liquefaction, decompression, regasification, marketing and sale to the public of hydrocarbons, petroleum products and petrochemicals, as well as the management of integrated systems.

The National Energy Control Centre is entitled to operate the national electricity system, the Wholesale Electricity Market and for the interconnection to the national and general transmission and distribution networks.

Finally, the National Gas Control Centre is in charge of operating the pipeline system.

Access to infrastructure

22 | Do new entrants to the market have rights to access infrastructure? If so, may the regulator intervene to facilitate access?

Yes. The Hydrocarbons Law establishes the procedure of open season with the aim of providing equity and transparency in the assignment or acquisition of available capacity of a system or a new project to third parties or as the result of a permanent waiver of reserved capacity.

The CRE is the competent authority to regulate the open season's procedures.

All permit holders that perform transportation and distribution services to third parties by pipelines, as well as the storage of hydrocarbons, petroleum products and petrochemicals, will have the obligation of providing not unduly discriminatory open access to their facilities and services, subject to the availability of capacity in its systems.

The National Centre for Natural Gas Control conducts open seasons to auction capacity rights to the country's natural gas pipeline grid.

Regarding electric power activities, the transporters and distributors are also obligated to permit, on a non-discriminatory basis, the interconnection of all generation facilities that request such interconnection. The National Energy Control Centre has the authority to instruct the relevant transporter or distributor to enter into the required interconnection agreement.

Judicial review

23 | What is the mechanism for judicial review of decisions relating to the sector taken by administrative agencies and other public bodies? Are non-judicial procedures to challenge the decisions of the energy regulator available?

Administrative decisions may be reviewed by two mechanisms. The first is through a contentious administrative trial that is heard before administrative courts. The second is through a constitutional trial, which aims to protect the constitutionality of administrative resolutions. Both mechanisms may nullify the administrative resolutions issued by the authority.

Fracking

24 | What is the legal and regulatory position on hydraulic fracturing in your jurisdiction?

Hydraulic fracturing in unconventional deposits has not yet been banned in Mexico. On 30 August 2017, the National Water Commission published in the Federal Official Gazette provisions that contain rules on water conservation and protection measures that companies must comply with when carrying out exploration and extraction activities in unconventional reservoirs.

On 16 March 2017, the National Industrial Safety and Environmental Protection for the Hydrocarbons Sector Agency issued general administrative provisions with the rules that companies must comply with in matters of industrial safety and environmental protection when carrying out exploration and extraction activities in unconventional reservoirs.

To date, no tender process has been conducted to award the exploitation of unconventional reservoirs in onshore areas.

Other regulatory issues

25 Describe any statutory or regulatory protection for indigenous groups.

The Hydrocarbons Law and the Industrial Power Law obligates any entity that performs any energy activity to submit a social impact assessment to the Ministry of Energy that includes the identification, classification, prediction and assessment of the social impacts that could result from their activities. It also has to explain the mitigation measures that will be undertaken.

On 1 June 2018, the Ministry published the General Administrative Provisions for the Social Impact Assessment in the Energy Sector with the purpose of regulating the process and the general terms and conditions that must be fulfilled for the preparation and presentation of the social impact assessment.

In such terms, the Law provides that the resolution issued by the Ministry of Energy should be presented by the assignation holders, contractors, permit holders or authorised parties for the effects of the authorisation of the environmental impact assessment.

Also, both regulations indicate that when the construction of an energy project may impact indigenous rights, an indigenous consultation must be carried out. For this reason, the Supreme Court of Justice has indicated that the following are considered as significative impacts to indigenous groups that must be subject to consultation:

- loss of territories and traditional lands;
- the eviction of their lands;
- possible resettlement;
- depletion, destruction and affectation of their natural resources;
- social and community disorganisation; and
- health and nutritional impacts.

In December 2018, the Law of the National Indigenous Institute was published. This law creates the National Indigenous Institute, an authority that will be in charge of the promotion and protection of the indigenous rights.

Currently, a legislative initiative that will regulate the conduction of the indigenous consultation is being discussed in the Congress. The initiative will probably be enacted next year.

26 Describe any legal or regulatory barriers to entry for foreign companies looking to participate in energy development in your jurisdiction.

In general terms, foreign companies that are interested in developing energy projects do not have any legal or regulatory barriers others than obtaining all the permits and authorisations set forth in the regulations and the exploration and extraction contract.

27 What criminal, health and safety, and environmental liability do companies in the energy sector most commonly face, and what are the associated penalties?

In accordance with the Federal Law of Environmental Liability, companies that cause an environmental damage, are obliged to restored it, and if such restoration is not possible, a compensation must be executed. Beside the environmental restoration and compensation, administrative and criminal sanctions may be imposed. In general, sanctions include, among others:

- fines;
- definite, total or partial closure of the work or activity;
- administrative arrest for up to 36 hours; and
- revocation of authorisations.

For the oil and gas industry the Regulations of the National Agency of Industrial Security and Environmental Protection of the Hydrocarbon Sector provides for specific administrative sanctions in the event that companies in the hydrocarbon sector breach that law. These administrative sanctions may consist of the following:

- fines ranging from the peso equivalent of about US$328,593.75 to US$32,859,375;
- definite, total or partial closure of the work or activity;
- administrative arrest for up to 36 hours;
- revocation of authorisations; and
- personnel discharge.

OTHER

Sovereign boundary disputes

28 Describe any actual or anticipated sovereign boundary disputes involving your jurisdiction that could affect the energy sector.

Currently there is no actual or anticipated sovereign boundary dispute that could affect the energy sector.

Energy treaties

29 Is your jurisdiction party to the Energy Charter Treaty or any other energy treaty?

No, Mexico is not a member of the Energy Charter. However, Mexico is a party to the following treaties: the Statute of the International Renewable Energy Agency, and the Agreement establishing the Latin American Energy Organization, among others, related to renewable and nuclear energies.

Investment protection

30 Describe any available measures for protecting investors in the energy industry in your jurisdiction.

The Mexican judicial system does not differentiate between a foreign and a local investor. However, in a great development in investment protection, on 11 January 2018, Mexico signed its accession to the Convention on the Settlement of Investment Disputes between States and Nationals of Other States, which aims to promote international investment.

Due to the CELs amendment (October 2019), many electricity investors are considering initiating legal actions against the Ministry of Energy before the International Center Settlement of Investment Disputes between States and Nationals of Other States, arguing direct damage to their investment projects.

Cybersecurity

31 Describe any legal standards or best practices regarding cybersecurity relevant to the energy industry in your jurisdiction, including those related to the applicable standard of care.

There are no legal provisions regarding cybersecurity; however, in 2018, the Mexican government initiated the implementation of the National Cybersecurity Strategy, which defines cybercrime as 'criminal actions that use information and communication technologies as a means or as an end and that are classified by a criminal code or other national code' and cybersecurity as 'a set of policies, controls, procedures, risk management methods and standards associated with the protection of society, government, economy and national security in cyberspace and

public telecommunication networks', and proposes five strategic objectives: society and rights, economy and innovation, public institutions, public security and national security.

UPDATE AND TRENDS

Update and trends

32 List any major developments (case law, statute or regulation) that are anticipated to affect the energy sector in your jurisdiction in the next 12 months, including any developments related to the taxation of energy projects. What is the anticipated impact of climate change regulations, treaties and public opinion on energy disputes?

The following amendments to the Mexican legal framework may have an impact in the energy sector over the following months.

Hydrocarbon sector

On 17 December 2019, the CRE nullified Rule A/057/2018, which contained the calculation methodology for PEMEX's first-hand sale price of gasoline and diesel.

Pursuant to this Rule, PEMEX had to set a unique price for each first-hand sale spot and a sole price list in each storage facility to constrain its market concentration, thus promoting the gradual entrance of new players. PEMEX was obliged to apply the said methodology until the moment in which at least 30 per cent of the overall supply of gasoline and diesel was provided by private third parties (other than PEMEX).

The nullification of Rule A/057/2018 may jeopardise free competition, since now PEMEX will be entitled to impose higher or lower prices for first-hand sales, as it deems applicable.

Also, on December 2019, the Revenue Hydrocarbons Law was modified to progressively reduce the rate applicable to the duty for shared profit from 65 per cent valid to 31 December 2019, to 58 per cent starting 1 January 2020, and 54 per cent starting on 1 January 2021.

Power generation

Initially, with the constitutional reform of 2013, it was established that all clean energy power plants whose entry into operation was after 11 August 2014 had the right to receive CELs with the purpose of encouraging the installation of new green energy power plants. Nevertheless, with the amendment of 28 October 2019, all clean energy power plants (regardless of the date of their entrance into operation) will be able to obtain the certificates, a situation that will definitively create an oversupply of certificates.

Climate change

Regarding climate change regulations, Mexican government has been developing an emission trading system that can be carried out with the minor possible cost, in a measurable, reportable and verifiable way, without violating the competitiveness of the participating sectors against the international market, with the purpose of reducing greenhouse gas emissions by 22 per cent and 51 per cent of emissions from black carbon by 2030.

Currently, Mexico's emissions trading system is in its first phase, called Pilot or Trial Phase, with a 36-month term from 1 January 2020 to 31 December 2022, and the energy sector, along with the industrial sectors, will participate in it (hydrocarbon subsector and electricity subsector).

It is important to emphasise that public opinion has only accepted the implementation of the emission trading system, but still rejects the CELs amendment and the nullification of Rule A/057/2018, expressing that with such actions the government is showing its intention to monopolise the energy sector once again.

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