



INDEPENDENT ADVISORY AND CONSULTING SERVICES
ENERGY, OIL & GAS, INDUSTRIAL PROJECTS
LEGAL AND REGULATION, FINANCE, STRATEGY, RISK
MANAGEMENT, PLANNING AND STRUCTURING
2019



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Huasteca Ventures S.C.



Huasteca Ventures S.C. is an Independent legal and business consulting firm composed of a multidisciplinary team with more than 15 years of private sector experience in energy, O&G, fuels, infrastructure, regulation, energy law, contracts, project management, structuring & origination, finance, risk management, strategic planning, and development.



Our team members have substantial Mexican experience before and after Mexico's structural and energy reforms of 2013-2014. They also have industry experience in China, the U.S., Portugal, Brazil, Colombia, and the U.K. They have consulted and advised leading Mexican and international companies in opening and developing markets from both supplier and end-user sides.

“Understanding the whole picture is critical for the success of any business or project”

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http://huastecaventures.com/nuestro_equipo

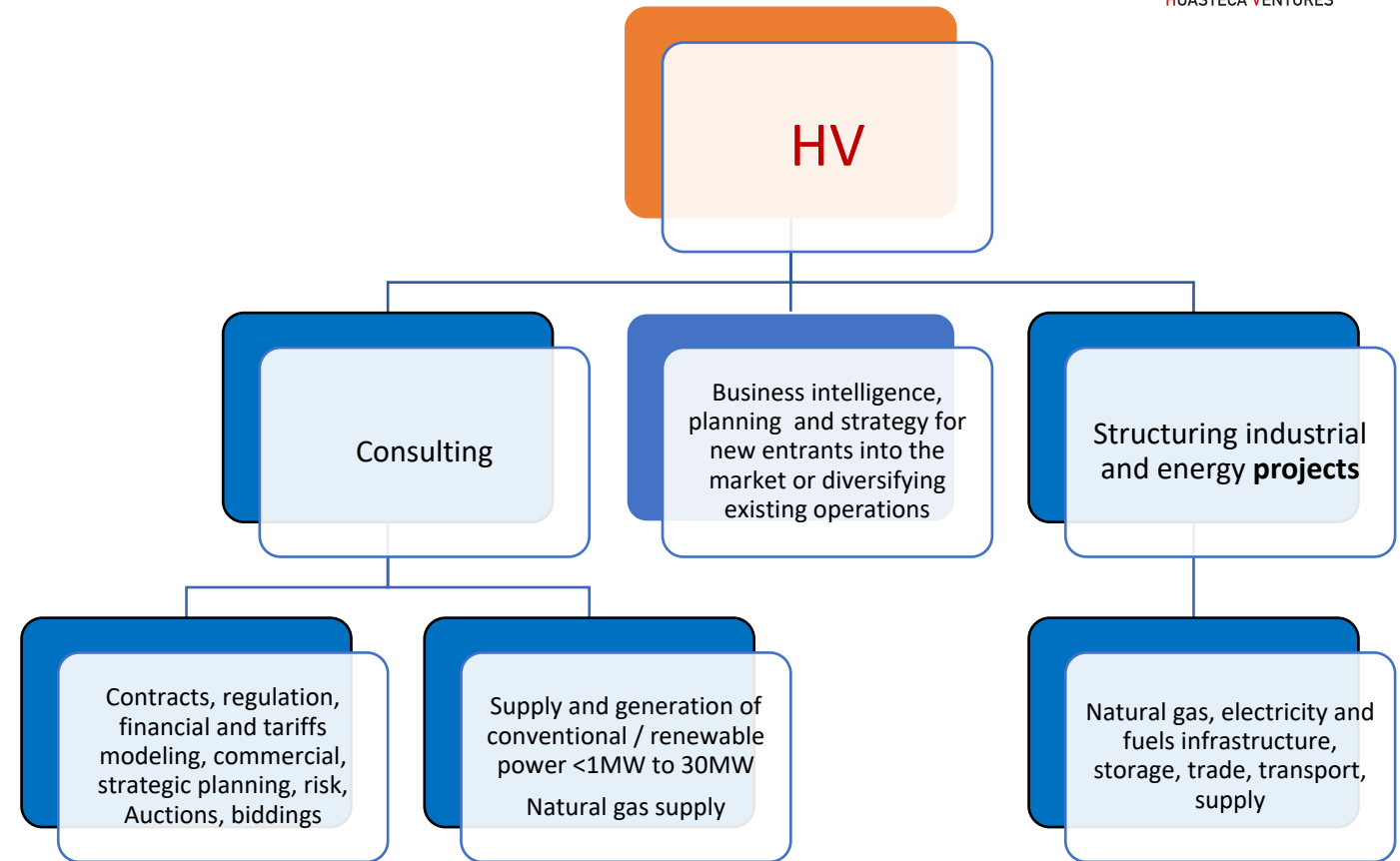
What we do?



Our services are divided into three broad types: *

- ❑ Consultation and advising for companies with existing operations in Mexico with the aim of diversifying or expanding their activities here.
- ❑ Structuring and implementation guidance for specific projects in order to become operational in business planning, development, structuring, origination, and execution. We also manage outsourced business development and related activities on behalf of our clients.
- ❑ Pure consulting consisting of legal, regulatory, business analysis, contracts, finance, strategy, risk, and commercial planning.

The companies we have represented and our clients range from end-users, projects promoters and developers, industrial services companies, equipment suppliers and investors.



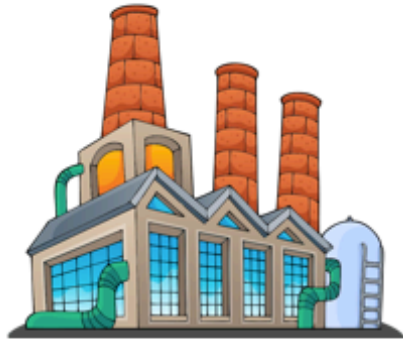
* For more information please visit: www.huastecaventures.com

We guide and help our clients to find the best way to develop and materialize their projects providing them with the tools for them to decide what to do y how to do it, always following a strict ethical code.

What we do? (2)

Bridging the gap between end users, solutions and suppliers

End Users



Developers



Buyers



Ad Hoc Solutions and Projects

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Suppliers

Services (1)

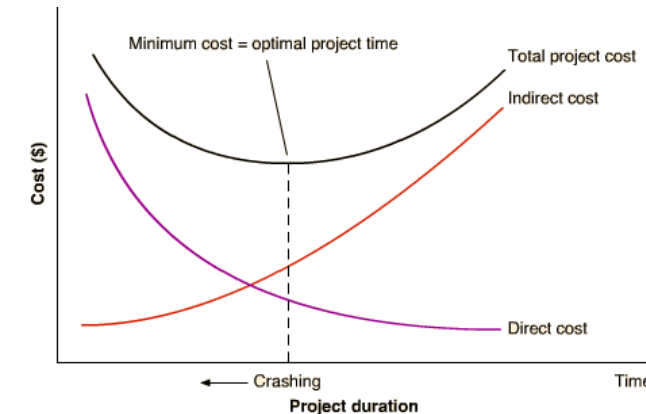


Legal

- ✓ Regulatory analysis, permits, structuring of contracts or subcontracts and legal strategy
- ✓ Administration, evaluation and management of Natural gas, liquid fuels and electricity supply contracts.
- ❖ Analysis of the financial, operational and economic impacts and implications of the terms, conditions and obligations of a given Contract or Subcontract (EPC, PPA, Supply, JV, PPP, BOO, BOT, DBOOT, Services...)
- ✓ Legal advise in business matters, market entry or exit strategies, regulatory and risk opinions and analysis.
- ✓ Representation and negotiations before

Financial

- ✓ Financial and tariffs models.
- ✓ Offer-demand, risks, cost-benefit, pre-investment and analytical models.
- ✓ Financing, investment and capital.
- ✓ Decision tools.



Services (2)



□ Business

- ✓ Structuring, evaluation, development and integration of projects, businesses and solutions.
 - ✓ Planning, strategy and risk management.
 - ✓ Supply options and optimization e.g. NAESB, PPAs, contracts, private bidding processes, equipment supply, hedges...
 - ✓ Executive projects, case studies and research.
 - ✓ Support in administrative processes before governmental entities and regulators such as CENAGAS, CRE, CENACE, PEMEX, SENER, CFE among others.
 - ✓ Economic, financial and market feasibility and analysis for specific projects e.g. On-site power generation, last mile pipelines, virtual pipelines...
 - ✓ Outsource of non-core activities i.e. Business development, legal...
- Other related services as required by our clients



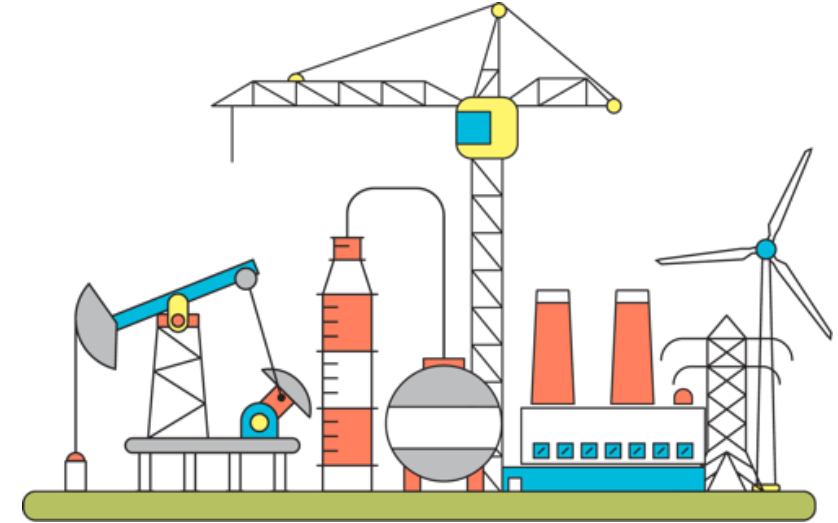
Areas of practice

➤ Energy

- ❑ Natural gas, electricity and refined products supply contracts and transactions
- ❑ Midstream and downstream infrastructure
- * Pipelines, substations, storage facilities, gas processing plants etc.
- ❑ Hydrocarbons E&P support services
- ❑ Electricity generation and transmission, MEM or Wholesale market
- ❑ On-site and distributed power generation renewable (wind, solar, geothermal, hydro, hybrid...) or conventional (natural gas) for industrial or commercial use

➤ Infrastructure

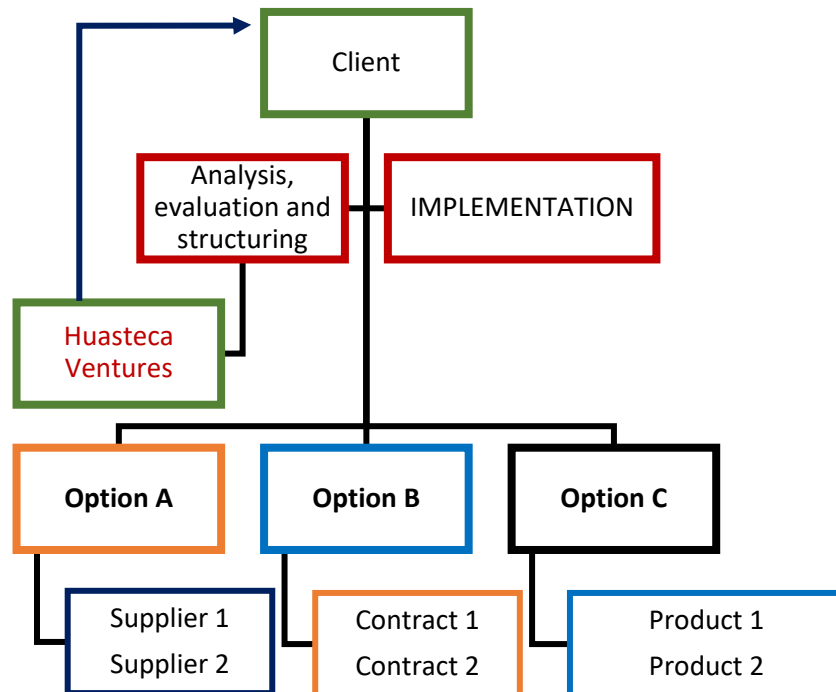
- ❑ Industrial process plants (Industrial parks, equipment, production lines...)
- ❑ Roads and highways
- ❑ Urban transport – BRT
- ❑ Waste water treatment and desalination
- ❑ Chemical products production and distribution
- ❑ Industrial parks on-site power generation
- ❑ Energy efficiency



Our Value Proposition



- ❑ HV provides consulting, advisory services, solutions and structure projects based in facts and knowledge from an unbiased, objective and ethical stand point in the best interest of our clients according to their requirements, needs and goals for the short, mid and long term.
- ❑ We are under **NO obligation** to recommend or use products, instruments or solutions produced by any given company or association and we **do not** have a political or private agenda.

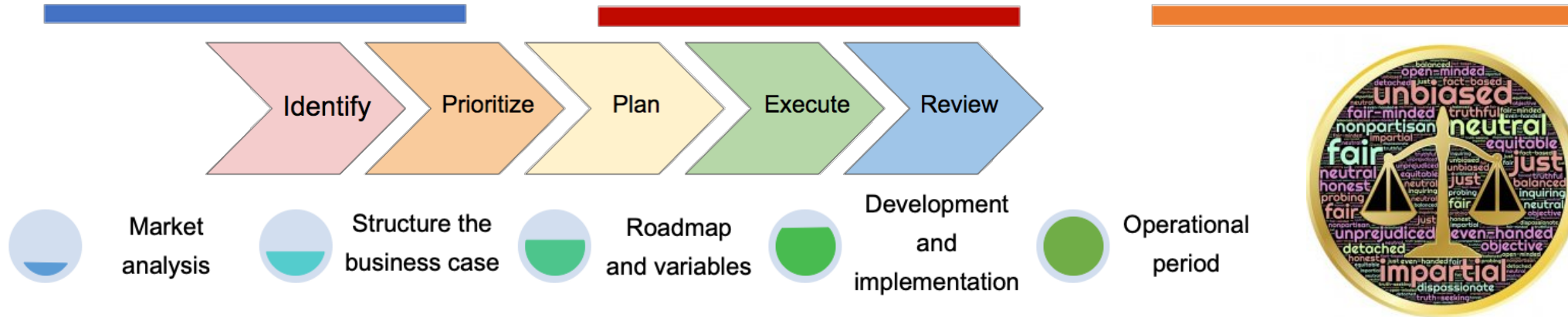


“Always be prepared for the unexpected”



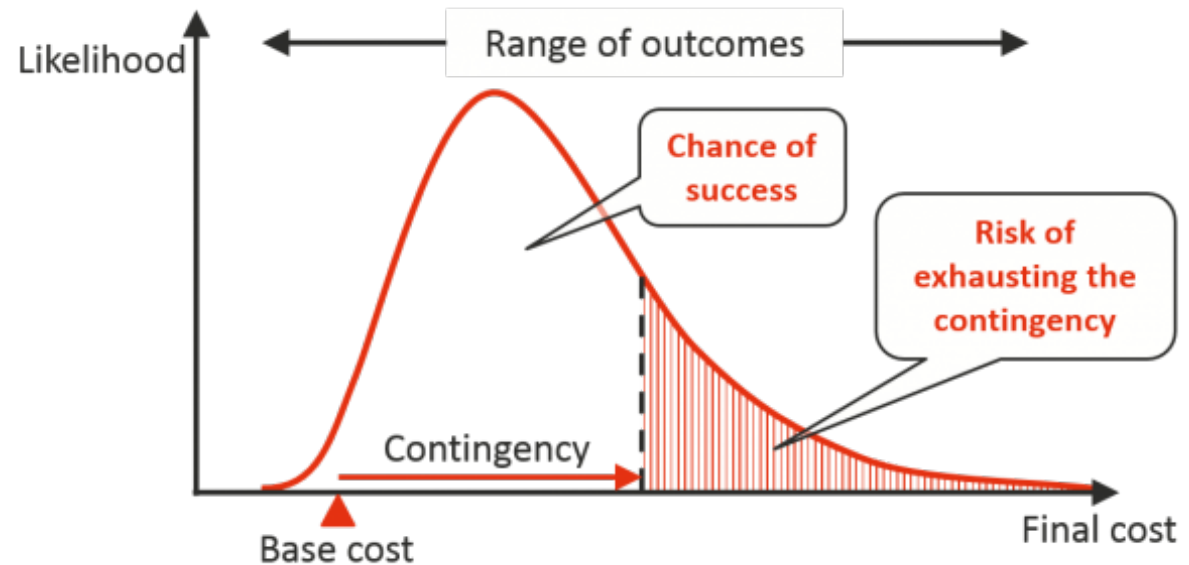
- ❑ We offer and design personalized solutions for matching our client's specific necessities.
- ❑ Huasteca Ventures is an Independent legal and business consulting and advisory firm, as such we **do not** represent any political party or ideology, association, public, government or private market participant not suggest, propose, promote or disesteem any technology, preset project, service or specific product from any given company.

Huasteca Ventures' Process



Today's world is full of changes, preconceived ideas and biased **information** which makes the companies' internal decision making process more complex.

The needs and requirements of some companies might look similar in essence but they are different not only at the operational level but at the basic level of risk-returns and value creation for the shareholders.



Planning based on the company's operations and specific requirements will bring more opportunities of success for any new business, diversification strategy or market entrant.

Example of a Contract or Project



Who structure and makes the decision of what option is the best solution for the Client?



- ❑ How can my Company evaluate the benefits and risks of an option according to our operational/budget requirements. What's my risk-profile? What is the total value of one or other option?
- ❑ As a developer or promoter, Which would be the best product and services offering for my potential clients?
- ❑ As a new entrant in the market, What services could I offer?

Client (user) Tuxpan Manufacturing Co.	Contractual scheme options	Promoters, developers and suppliers	Contractual conditions	All pros and cons in the short, mid and long term	All risks and potential contingencies	Preset package (solution) or with different options?	Direct and indirect costs	Tangible and intangible benefits	NPV, ROIC, risk exposure...	Contractual and operational risks	How are the promised returns and savings calculated? Are they right?
Saving money in electricity consumption and secure continous supply (Goal)	PPA (BOO, BOT, DBOOT...)	123x Energy Inc.	No upfront investment but 15- 20 years supply contract	?	?	Solar	?	?	?	?	?
	Self-generation on-site	3457 Solar Energy Inc.	Upfront investment + financing or partnership	?	?	Wind	?	?	?	?	?
	CFE	CFE	Supply as usual	?	?	Biomass	?	?			
	Grid (MEM)	247 Energy Advisors Inc.	Supply contract under MEM rules (reselling electricity)	?	?	Hydro	?	?	?	?	?
	Grid + Self-generation	890 Energy Co.	Supply contract + self-consumption	?	?	Natural Gas	?	?	?	?	?
	Other	Others	Others	?	?	Hybrid	?	?	?	?	?

* This chart is for informative purposes only.

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Huasteca Ventures Team (1)

Rogelio Calderon

- Lawyer from the Universidad Anahuac with an MBA from UT at Austin.
- Energy and investment projects specializations at ITAM University.
- More than 14 years of experience in business development and projects integration in Mexico plus 3 years in Shanghai, China sourcing different commercial products for overseas clients.
- Developed and opened the Cuban market for a Japanese company focusing mainly in natural resources and supply of industrial production lines.
- He has experience working for Transnational companies such as Banco Santander, Marubeni Corporation and World Fuel Services in the legal area, contracts and energy law, projects financing, investment, business development of industrial infrastructure, oil, gas, sales and development, negotiated and executed the first natural gas transport contract with the CENAGAS and other natural gas and electricity supply contracts (e.g. Michelin: Qualified supply 20MW) under the new regulations. Also have participated in the Unsolicited Proposal for CFE Natural gas transport by ship to Baja California peninsula, CFE gas pipelines, power generation projects such as TRES Mesas wind farm in Tamaulipas, nitrogen production plant in Campeche, desalination plant in Oaxaca, rail and subway projects in Mexico City and strategic alliances negotiations, among others.
- Opened the Mexican natural gas and electricity supply and retail business for a US energy company under the new regulations.
- Have drafted diverse opinions and studies related to energy regulations in regard to specific requirements from clients for complying with existing or new legal provisions, for making strategic business decisions and understanding of the market conditions in Mexico.



Marubeni



Huasteca Ventures Team (2)



Paulo Fernandes

- Economist and Master in Economy from the University of Oporto, Portugal.
- More than 20 years financing and structuring infrastructure and O&G projects, financial modelling for E&P, taxes and infrastructure development.
- During the last 12 years worked in Portuguese company Mota-Engil for Mexico in business development and financial areas as CFO.
- External financial advisor for TOTAL Angola in E&P projects.
- Has participated in projects such as a solar 300MW project in Sonora, light rail in Guadalajara, financial and economic modeling for Galem Energy in the Round 3.1 shallow waters in Mexico.
- Structured a liquid fuels storage project for a Mexican investment fund.
- During his career, he has been awarded by Latin Finance the following: 2013 Best Transport Financing in Latin America, 2013 Best Road Financing, 2013 Best Local Currency Infrastructure Financing, also Best Implementation of BPM (Business Process Management) in Brazil.



Huasteca Ventures Team (3)



Rajan Vig

- Degree in Modern Languages from the University of Manchester and a Master of Science in Latin American Politics and Economics from the University of Oxford.
- Strong experience in strategic consulting in a Firm based in London, focused on FTSE 100 companies working at the WPP Group.
- In 2014 moved to Houston, Texas to create a human capital consultancy within Sir Peter Ogden's portfolio where he oversaw the commercial build out of energy companies in emerging markets throughout Latin America.
- In 2016 moved to Mexico City as Country Manager of an US trading company to manage the company's market implementation for liquid fuels, natural gas and electricity.
- Advisor to Western Power Trading Forum Mexico and fuel trading companies.



Huasteca Ventures Team (4)



José Rodrigo Piñeiro Villanueva

- Lawyer with public law specialization at Universidad Panamericana.
- Master in international business and commerce law (LLM) by Fordham University in New York and Energy law specialization at Escuela Libre de Derecho.
- More than 7 years of experience in energy focused international law firms in Mexico City (power generation, FPSOs, projects financing, transmission and trading of natural gas, petroleum products and electricity).
- Ample experience in processing permits before the CRE, CENACE, Energy Secretary, and other regulators.
- Has performed regulation analysis and given advise for electricity sales-purchase contracts between power generators and off-takers.



Holland & Knight



Huasteca Ventures Team (5)



Alejandro Belmares

- Mechanical engineer from the Universidad Autonoma de Nuevo Leon.
- More than 15 years in Business Development and Projects Management.
- He has held positions in operational, quality control and BD areas in Mexican and international companies such as Vitro and Bredero Shaw.
- Has given advise to companies such as Engie in EPC projects.



NOTE: If required, depending on our confidentiality obligations, Huasteca Ventures will share the resume of each team member and additional information of other companies they have worked with and represented.

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Marcos Lasses

- Chemical engineer with specialization in petrochemicals from the UNAM – Mexico.
- Public-Private Partnerships and Marketing studies by ITAM University.
- More than 25 years of experience in waste water treatment, process and residual water projects, worked in companies such as Veolia, Degremont – Suez Environment and Empresas Publicas de Medellin – EPM.
- During the last 10 years he held positions such as Commercial Director in transnational companies in charge of business development mainly for projects to be developed with the public sector (Pemex, CFE, Conagua, O&M companies)



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