

Nader, Hayaux & Goebel advised Reddy Ice in the acquisition of 100% of the stock of Aguafría.

Category: Firm news

written by Nader, Hayaux & Goebel | octubre 10, 2024

Hayaux & Goebel (NHG) advised Reddy Ice, LLC, a leading ice manufacturer and distributor in the United States, in its acquisition of 100% of the capital stock of Fábrica de Hielo Apodaca, S.A. de C.V. (known as Aguafría), the largest ice manufacturer in Mexico, which services over 6,000 customers in several locations of Mexico.

This marks Reddy Ice's first international acquisition, significantly expanding its market presence beyond the U.S. and solidifying its position as the largest manufacturer and distributor of packaged ice products.

The legal review of Aguafría required a comprehensive understanding of the Mexican law, encompassing water, environmental, real estate, and regulatory aspects, and thoroughly examining the assets and liabilities comprising Aguafría's ice business.

The transaction involved complex due diligence and negotiations around a cross-border stock purchase agreement concerning an existing lender whose debt and collateral were successfully repaid and released on the closing date.

Counsels to Reddy Ice:

Partners:

- Vanessa Franyutti
- Antitrust Matters: Alejandro Mendiola
- Tax Matters: Adalberto Valadez
- Environmental Matters: Marcela Ánimas

Associates

- Gabriela Zorrilla
 - Fernando Castillo V.
 - Sandra Portillo
 - Allan Pastor
 - David Arguedas
 - Mario Herrera
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Our Energy team worked on the Chamber's Renewable Energy 2024 guide.

Category: Publications

written by Nader, Hayaux & Goebel | octubre 10, 2024

The guide is a comprehensive resource, providing the latest legal information on the energy transition and renewable energy technologies. It covers the laws and regulatory authorities governing the energy sector, the generation, transportation and storage of electricity, gas (including hydrogen and biofuels) and heat, trade and supply, the financing, development, and subsidization of renewable energy projects, and the outlook for the sector.

The global renewable energy sector is undergoing unprecedented growth and transformation, driven by economic instabilities, geopolitics and the urgent need to address climate change. Solar, wind, and energy storage technologies are at the forefront of this transformation, offering scalable, cost-effective, and increasingly reliable alternatives to fossil fuels.

Our Mexico Renewable Energy chapter was written by partners Javier Arreola, Santiago Medina, and associate Ana Alpízar. Explore the latest trends and

understand the pressing issues in the Energy sector with our expert insights.

SEMARNAT presenta nueva política pública socioambiental 2024-2030

Category: Legal Alerts

written by Nader, Hayaux & Goebel | octubre 10, 2024

El pasado 4 de octubre de 2024, la titular de la Secretaría de Medio Ambiente y Recursos Naturales (SEMARNAT), Dra. Alicia Bárcenas, presentó la política socioambiental que adoptará en los próximos años dicha dependencia. La política se centra en tres pilares principales: la prevención, la economía circular y la restauración, teniendo como eje rector un paradigma de “Humanismo Sustentable”, dejando atrás lo que la titular de SEMARNAT refirió como “neoliberalismo extractivista” de la política ambiental del pasado.

Entre los programas eje de la administración se encuentra: (i) el Programa Nacional de Restauración Ambiental, que incluye la reforestación y protección de ecosistemas críticos, siguiendo una senda enfocada en las “4 R: Restauración, Remediación, Ríos y Residuos”; (ii) el plan “30, 30, 30”, que consiste en generar el 30% de Áreas Naturales Protegidas Terrestres y el 30% de Marinas para el año 2030, así como (iii) la colaboración en el plan nacional de energías con el fin de aumentar la transición a energías limpias y alcanzar mayores reducciones de GEI.

Lo anterior constituye un cambio relevante de política pública, con perspectiva de inclusión, protección a derechos humanos y un enfoque puesto en la sustentabilidad, que anticipa la necesidad de ajustar proyectos de inversión, cláusulas que hasta ahora se consideraban estándar o de mercado en diversas transacciones y las estrategias para la tramitación y obtención de permisos ambientales.

Nader, Hayaux & Goebel Advises Murano on Pioneering US\$300 Million Bond Refinancing of Grand Island Cancun Project

Category: Firm news

written by Nader, Hayaux & Goebel | octubre 10, 2024

Leading Mexican law firm Nader Hayaux & Goebel (NHG) has advised Murano Group, through its affiliates and trust vehicles, on the successful refinancing of its Grand Island Cancun hotel project. The transaction involved the issuance of US\$300 million in Senior Secured Notes due 2031, under Rule 144A and Regulation S of the U.S. Securities Act.

The Grand Island Cancun project is a major development featuring a five-star, upper-scale resort with 3,000 rooms, located along the Nichupté Lagoon in Cancún.

The transaction involved features of both a secured financing and a securitization of hotel-related receivables.

The Notes are backed by cash flows from a hotel management agreement for the Grand Island Cancun project, and secured with a security interest on related real estate, assets and other rights.

Murano PV, S.A. de C.V., a Murano sub-holding company, along with Operadora Hotelera G.I., S.A. de C.V., and two additional project trusts governed by Mexican law, provided guarantees for the Notes. Murano Global Investments PLC also served as sponsor of the Notes under a Sponsor Support and Indemnification Agreement.

Proceeds from the offering were allocated to prepay existing construction and development debt, fund a debt service reserve, provide working capital, and cover

remaining project completion costs. Additionally, net proceeds will be applied to Eligible Projects under Murano's Green Bond Framework.

Murano is a global development group specializing in the structuring, development, and management of industrial, residential, corporate, and hotel projects across Mexico.

This Notes issuance represents Murano's first debt international markets transaction, marking a pivotal milestone in the company's evolution as a public entity. In May 2024, NHG advised Murano in connection with the execution of a Business Combination Agreement with HCM Acquisition Corp (NASDAQ: HCMA), a SPAC incorporated in the Cayman Islands. This was the first ever De-SPAC transaction involving a Mexican hospitality company, and one of the very few transactions where Mexican companies have accessed the United States public capital markets in this manner

Counsels to Murano:

Partners:

- Michell Nader
- Julián Garza
- Alejandro Rojas
- Antitrust Matters: Alejandro Mendiola
- Tax Matters: Adalberto Valadez
- Environmental Matters: Marcela Ánimas

Associates

- Fernando Castillo V.
- Rose M. Harfush M.
- Diana Torres
- Diego Hagemann
- Patricio Rodriguez
- Antitrust Matters: Sandra Portillo
- Tax Matters: David Arguedas

NHG Adds Francisco Palmero As Partner

Category: Firm news

written by Nader, Hayaux & Goebel | octubre 10, 2024

P R E S S R E L E A S E

Mexico City, September 11, 2024

Nader, Hayaux & Goebel (NHG) is delighted to announce the addition of Francisco Palmero, as new partner of the Firm, effective September 11, 2024.

Francisco is an expert in tax and administrative litigation and consultation work, with more than 15 years of experience.

Francisco's practice is focused on supporting and handling complex tax and administrative disputes before local and federal courts, as well as advising and accompanying clients in tax audits, conclusive agreements and procedures for tax refunds. Francisco also has extensive experience advising on tax matters and consultations regarding federal and local taxes and the application of treaties to avoid double taxation, among other matters.

The incorporation of Francisco as a partner to NHG will strengthen the Firm's client service and tax practice, expanding the capabilities of NHG to provide comprehensive services to its clients.

Francisco comments: "It is a great honor to join a Firm that stands out for its professionalism and excellence. My main objective is to support clients with comprehensive services of the highest quality, which have made NHG an outstanding top tier Firm."

NHG's tax partner, Adalberto Valadez, commented: "The incorporation of Francisco

to our tax team evidences the commitment of our Firm to the continuous growth of our tax practice. The addition of litigation capabilities to the array of services that we offer will certainly allow us to better serve our clients, with the same level of service that we strive to provide.”

Alerta de Competencia Económica - PMR en servicios de pago y bienes de consumo

Category: Legal Alerts

written by Nader, Hayaux & Goebel | octubre 10, 2024

Alerta de Competencia Económica - COFECE inicia investigación por posibles prácticas monopólicas relativas en el mercado de la prestación de servicios de recaudación, depósitos, retiros u otros, y comercialización de bienes de consumo, a través de establecimientos minoristas, así como servicios similares o relacionados

A través de un aviso publicado en el Diario Oficial de la Federación el 4 de septiembre de 2024, la Comisión Federal de Competencia Económica (Comisión) informó el inicio de una investigación por la posible comisión de **prácticas monopólicas relativas** en el mercado de la prestación de servicios de **recaudación, depósitos, retiros u otros, y comercialización de bienes de consumo, a través de establecimientos minoristas**, así como servicios similares o relacionados

Dicho aviso señala que la investigación se fundamenta, entre otros artículos, en el 56, fracción IV, de la Ley Federal de Competencia Económica, que establece a las exclusividades como un tipo de práctica monopólica relativa.

La investigación inició el 30 de mayo de 2024, y podrá durar 120 días hábiles, con

cuatro posibles extensiones de 120 días cada una.

La Comisión puede imponer sanciones de hasta el 8% de los ingresos de las empresas que sean identificadas como responsables de cometer esta práctica, además de las sanciones administrativas y civiles que pueden resultar aplicables para los individuos involucrados.

Si requiere información o asesoría en relación con esta investigación, contacte a nuestro equipo de competencia económica.

Alejandro Mendiola

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Antitrust Alert - COFECE launches investigation into potential abuse of dominance (relative monopolistic practices) in the market for collection services, deposits, withdrawals, or other services, and the commercialization of consumer goods through retail establishments, as well as similar or related services.

Through a notice published in the Official Gazette of the Federation on September 4, 2024, the Federal Economic Competition Commission (Commission) announced the launch of an investigation into the possible commission of an **abuse of dominance conduct (relative monopolistic practices)** in the market for **collection services, deposits, withdrawals, or other services, and the commercialization of consumer goods through retail establishments**, as well as similar or related services.

The notice indicates that the investigation is based, among other articles, on Article 56, section IV of the Federal Economic Competition Law, which establishes the exclusivities as a type of abuse of dominance.

The investigation began on May 30, 2024, and may last 120 business days, with four possible extensions of 120 days each.

The Commission may impose fines of up to 8% of the revenue of companies identified as responsible for committing this practice, in addition to the administrative and civil penalties that may apply to the individuals involved.

If you need information or advice regarding this investigation, please contact our competition & antitrust team.

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Nader, Hayaux & Goebel successfully guided HSBC Mexico through an asset-backed revolving facility to Dimex.

Category: Firm news

written by Nader, Hayaux & Goebel | octubre 10, 2024

Nader, Hayaux & Goebel successfully advised HSBC Mexico regarding an asset-backed revolving facility for MXN **1,500,000,000.00** granted to Dimex through a Mexican irrevocable security trust (acting as borrower under the facility). This facility was backed by proceeds from eligible pension loans granted by Dimex to its clients. It was conveyed to the irrevocable security trust acting as the borrower, where HSBC Mexico has a first-priority beneficial interest.

This is an asset-backed non-recourse financing. Dimex's obligations under the financing documents are limited to complying with specific financial parameters. The implementation of this facility has involved the participation of a Master

Servicer to assist Dimex in certain servicing activities and issue or validate the reports delivered to HSBC México under the financing documents.

Counsels to HSBC:

Hans Goebel (Partner)

Julián Garza (Partner)

Paulina Bracamontes (Associate)

Diego Hagemann (Associate)

ITR World Tax 2025

Category: Firm news

written by Nader, Hayaux & Goebel | octubre 10, 2024

We are honored to have been recognized by ITR World Tax 2025.

For the sixth consecutive year, we were recognized in General Corporate Tax, Transactional Tax, and Tax Controversy.

Likewise, three of our professionals were considered in this year's results.

We sincerely thank our clients and friends for their continued trust and support. Your partnership is integral to our success, and we look forward to continuing our journey together.

Chambers 2025

Category: Firm news

written by Nader, Hayaux & Goebel | octobre 10, 2024

We are thrilled to announce that for the **twelfth year in a row**, Chambers and Partners has ranked **NHG** as a **Band 1 Firm** in the following core practice areas:

- Banking and Finance
- Capital Markets
- Corporate/M&A: The Elite
- Insurance
- Projects
- Real Estate

The following practice areas continue to be recognized as well by this respected publication:

- Aviation
- Bankruptcy/Restructuring
- Competition/Antitrust
- Energy & Natural Resources
- Tax: Non-contentious

Congratulations to our **15 exceptional attorneys** who have been individually recognized by Chambers and Partners, a testament to their dedication and expertise!

These prestigious recognitions underscore our unwavering commitment to delivering exceptional legal services. We are dedicated to providing our clients with the highest quality of legal support, and these rankings validate our efforts.

We sincerely thank our clients and friends for their continued trust and support. We look forward to continuing our journey together.

Our Telecoms team worked on The Legal 500's Country Comparative Guide on TMT

Category: Publications

written by Nader, Hayaux & Goebel | octubre 10, 2024

This prestigious guide offers the in-house legal community a practical overview of the laws and regulations in key jurisdictions, all compiled in an easy-to-use Q&A format.

Our chapter on Mexico's TMT provides comprehensive insights into the regulatory regime that governs software, Proprietary Rights, and Software Transactions, giving readers a thorough understanding of the local legislation. Produced by The Legal 500 in association with leading lawyers from around the globe, this guide includes hot-topic articles that analyze current trends and developments.

Our Mexico TMT chapter was written by partner Julián Garza and associate Paulina Bracamontes. Explore the latest trends and gain a deeper understanding of the pressing issues in the TMT sector with our expert insights.