



REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION AND
COMMUNICATIONS

&

LIGHT RAIL TRANSIT AUTHORITY

PPP FOR THE
OPERATIONS AND MAINTENANCE OF
LRT LINE 2
INSTRUCTIONS TO PROSPECTIVE BIDDERS
(ITPB)

22 SEPTEMBER 2014

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Information provided in the Invitation Documents and the Information Memorandum is on a wide range of matters, some of which may depend upon interpretation of law. The information given is not intended to be an exhaustive account of statutory requirements and should not be regarded as a complete or authoritative statement of law. The DOTC and the LRTA accept no responsibility for the accuracy or otherwise for any interpretation or opinion on law expressed herein.

The DOTC, the LRTA, their employees and advisors make no undertaking, assurance, representation or warranty and shall have no liability to any person, including any Prospective Bidder, under any law, statute, rules or regulations, principles of restitution or unjust enrichment or otherwise, for any loss, damages, cost or expense that may arise from or be incurred or suffered on account of anything contained in the Invitation Documents, Information Memorandum or other information provided to Prospective Bidders, including the completeness, adequacy accuracy, correctness, and reliability of the Invitation Documents, Information Memorandum and any assessment, assumption, statement or information contained therein or deemed to form part of the Invitation Documents, Information Memorandum or arising in any way from participation in the Bidding Process.

The DOTC and the LRTA also accept no liability of any nature, whether resulting from negligence or howsoever caused, arising from reliance of any Prospective Bidder upon the statements contained in the Invitation Documents or Information Memorandum.

The DOTC and the LRTA may, in its absolute discretion, but without being under any obligation to do so, amend, update, or supplement the information, assessments or assumptions contained in the Invitation Documents or Information Memorandum. However, the DOTC, the LRTA, their employees and advisors shall not be liable to any Prospective Bidder (including the Winning Bidder) in respect of any failure to (i) disclose or make available any information, documents or data; (ii) amend, update, or supplement the Invitation Documents or Information Memorandum; or (iii) provide any information regarding any inaccuracy, error, omission, defect or inadequacy in the Invitation Documents or Information Memorandum.

The issuance of the Invitation Documents or Information Memorandum does not imply that the DOTC and the LRTA are bound to select a Pre-qualified Bidder or to appoint the Winning Bidder, as the case may be, for the Project, and the DOTC and LRTA reserve the right to reject all or any of the Prospective Bidders or Bids without assigning any reason whatsoever.

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Republic of the Philippines

**DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS
& LIGHT RAIL TRANSIT AUTHORITY**

LRT LINE 2 OPERATIONS AND MAINTENANCE PROJECT

INSTRUCTIONS TO PROSPECTIVE BIDDERS

1 Introduction

1.1. The Project

The DOTC and the LRTA invite Prospective Bidders to apply to pre-qualify to bid to operate and maintain the LRT Line 2 (“**LRT2**”) Operations and Maintenance Project (“**Project**”). The Project consists of:

- a) operation and maintenance of the existing LRT2 system for ten (10) to fifteen (15) years composed of the depot, electrical and mechanical system, rolling stock, station, track and other related assets (the “**Existing System**”);
- b) operation and maintenance of the Existing System and the Masinag Extension System (see Section 1.2. below) (the “**Integrated System**”), and
- c) operation and maintenance of any future extensions to the LRT2 system (the “**Further Integrated System**”)

The Information Memorandum describes the Project and its indicative contract terms in greater detail.

The documents which govern the process to be followed for Pre-qualification are:

- a) the Invitation to Pre-qualify to Bid; and
- b) this Instructions to Prospective Bidders and its Annexes.

References to “Invitation Documents” shall mean these two (2) documents collectively, and any supplemental notices and bid bulletins issued by the Pre-qualification Bids and Awards Committee (“**PBAC**”) from the date of the first publication of the Invitation to Pre-qualify to Bid until the Qualification Documents Submission Date.

1.2. Background of Masinag Extension

The DOTC and the LRTA plan to undertake the financing, procurement, construction, installation and commissioning of an extension of the existing LRT2 Line system up to Masinag, Rizal (the “**Masinag Extension System**”). The DOTC and the LRTA will include the following components in their scope of work for the Masinag Extension System:

- a) design, procurement, engineering, construction, installation, completion, testing, and commissioning of the Masinag extension facilities which will include:
 - (i) railway infrastructure component that will extend the Existing System by approximately another 4.19 kilometres to the East, adding two new stations, up to Masinag in Antipolo City.
 - (ii) railway systems component which includes provisions for train control and signalling system, traction power supply distribution system, and telecommunications system.
- b) financing the integration of the Existing System and the Masinag Extension System.

2 Definitions

The following words or terms shall have the following meanings in this Instruction to Prospective Bidders and other Invitation Documents:

- a) **“Affiliate”** means in relation to a person, a person who is effectively Controlled by or Controlling the other person or is associated with such other person under common ownership and Control. For this purpose, the term “person” includes natural persons, partnerships, corporations, joint ventures, trusts, associations, organizations or other entities (whether or not having a separate legal personality).
- b) **“Bid”** means the offer submitted by a Pre-qualified Bidder to the PBAC to undertake the Project, consisting of the Pre-qualified Bidder’s Bid Proposal.
- c) **“Bid Proposal”** means the bid letter, Bid Security, additional requirements for Consortiums with new members, technical proposal and financial proposal to be submitted by the Pre-qualified Bidders pursuant to the Instructions to Bidders that will be released by the PBAC after Pre-qualification.
- d) **“Bid Proposals Submission Date”** means the day to be set by the PBAC for the submission of the Bid Proposals.
- e) **“Bid Security”** means the instrument to be provided by the Pre-qualified Bidder to guarantee that it shall comply with all its obligations under the Instructions to Bidders and, if declared the Winning Bidder that it shall comply with all the Post-Award Requirements, execute the O&M Concession Agreement, and that the special purpose corporation it shall form for the Project shall thereafter accede to the O&M Concession Agreement.
- f) **“Bidding Documents”** means the documents enumerated in Section 18.
- g) **“Bidding Process” or “Bidding”** means the procurement process beginning from the first publication of the Invitation to Pre-qualify to Bid until the signing of the O&M Concession Agreement, as described in Section 4.

- h) **“BOT Law”** means Republic Act No. 6957, as amended by Republic Act No. 7718, entitled “An Act Authorizing the Financing, Construction, Operation and Maintenance of Infrastructure Projects by the Private Sector and for Other Purposes” and the “Revised Implementing Rules and Regulations of Republic Act No. 6957, as amended by Republic Act No. 7718.”
- i) **“Concessionaire”** means the counter-party of the DOTC and the LRTA under the O&M Concession Agreement and which will undertake the Project.
- j) **“Conflict of Interest”** is defined in Section 17.2.
- k) **“Consortium”** means an unincorporated association of natural or juridical persons bound by contract or law, solidarily undertaking by mutual written agreement a common enterprise which is to participate in the Bidding Process.
- l) **“Consortium Member”** means any of the natural or juridical persons comprising a Consortium, each having a definite interest in the common undertaking, solidarily liable in the Bid and whose interest will be converted into an equivalent equity participation in the corporation that will become the Concessionaire if the Consortium is awarded and accepts the Project.
- m) **“Control”** means, for purposes of defining an Affiliate, the power to direct or cause the direction of the management policies of a body corporate whether through: (i) ownership of at least fifty percent plus one (50% + 1) share of the outstanding voting shares or (ii) ownership, whether directly or indirectly, of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent plus one (50% + 1) share of the voting rights through voting trust or other voting agreements entered into at least one year before the Qualification Documents Submission Date or (b) the ability to elect a majority of the members of the Affiliate’s board of directors; or (iii) any legal agreement entered into at least one year before Pre-qualification Documents Submission Date, which has an arrangement with similar effect as in (i) or (ii) above.
- n) **“Corrupt, Fraudulent, Coercive, Undesirable, and Restrictive Practices”** are each defined in Section 17.1.
- o) **“day”** means a calendar day, unless otherwise specified.
- p) **“DBP”** means the Development Bank of the Philippines.
- q) **“DOTC”** means the Department of Transportation and Communications.
- r) **“Existing System”** means the existing LRT Line 2 system composed of the depot, electrical and mechanical system, rolling stock, station, track and other related assets.
- s) **“Financial Capability Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as

provided in Section 11.3.

- t) **“Financial Member”** means, for a Prospective Bidder which bids as a Consortium, the Consortium Member having the most significant interest in the Consortium, which should not be less than thirty four percent (34%), and which should be designated in writing as such by the other Consortium Members.
- u) **“Further Integrated System”** means the Existing System, the Masinag Extension System and any further extensions to the Integrated System.
- v) **“IFC”** means the International Finance Corporation.
- w) **“Integrated System”** means the Existing System and the Masinag Extension System developed as part of the Project.
- x) **”Invitation Documents”** means the Invitation to Pre-qualify to Bid, this Instructions to Prospective Bidders, including its Annexes, and any supplemental notices and bid bulletins issued by the PBAC from the date of first publication of the Invitation to Pre-qualify to Bid until the Qualification Document Submission Date.
- y) **“ISO”** means the International Organization for Standardization.
- z) **“Legal Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section 11.1.
- aa) **“LRTA”** means the Light Rail Transit Authority.
- bb) **“O&M”** means operation and maintenance.
- cc) **“O&M Concession Agreement”** means the contract to be executed among the DOTC, the LRTA and the Winning Bidder or a legal entity formed by the Winning Bidder.
- dd) **“O&M Experience”** refers to the Technical Qualification Requirements that must be met by a Prospective Bidder, as provided in Section 11.2.1.
- ee) **“Outstanding Dispute”** with government refers to any pending judicial, administrative or alternative dispute resolution proceeding, including suspension or blacklisting proceedings, between the Prospective Bidder, any Consortium Member, their Affiliates that are directly involved with the Project, or Consortium, on the one hand, and the DOTC and/or the LRTA, on the other, in connection with any transportation project or contract of the DOTC and/or the LRTA provided such project or contract is:
 - a) intended to provide a critical basic necessity, and
 - b) is of paramount public interest and importance, and

- c) where the Prospective Bidder, any Consortium member, or their Affiliates that are directly involved with the Project, has/have committed a default or breach of:
 - (i) contract,
 - (ii) any representation, or
 - (iii) any warranty,
 which act prevents the DOTC and/or the LRTA from fully or timely complying with their statutory obligations in the implementation of the Project.
- ff) **“Pre-qualification”** means the first stage of the Bidding Process involving the submission, opening and evaluation of the Qualification Documents submitted by the Prospective Bidders.
- gg) **“Pre-qualified Bidder”** means a Prospective Bidder which passed Pre-qualification.
- hh) **“Project”** is defined in Section 1.1.
- ii) **“Project Email”** means *LRT2OM_bid@ppp.gov.ph*.
- jj) **“Prospective Bidder”** means any partnership, corporation, or Consortium which participates in the Bidding Process by applying to pre-qualify to bid.
- kk) **“Qualification Documents”** mean the documents required to be submitted by the Prospective Bidder during the Pre-qualification stage as provided in Section 12.
- ll) **“Qualification Documents Submission Date”** means November 20, 2014.
- mm) **“Qualification Requirements”** means the criteria which a Prospective Bidder must meet in order to pre-qualify to submit a Bid for the Project, as described in Section 11, and includes Legal Qualification Requirements, Technical Qualification Requirements and Financial Capability Qualification Requirements.
- nn) **“Safety Case Manual”** means a manual which defines the minimum acceptable safety standards for all of the safety critical actions and operations that may be necessary on a railway system.
- oo) **“Safety Management System Manual”** means a manual or plan providing for a systematic, explicit and comprehensive process for managing safety risks.
- pp) **“PBAC”** means the Pre-qualification, Bids and Awards Committee for the Project created under DOTC Special Order No. 2014-333, dated September 8, 2014, pursuant to the BOT Law.
- qq) **“SEC”** means the Securities and Exchange Commission.

- rr) ***“Technical Qualification Requirements”*** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section 11.2.
- ss) ***“Unsatisfactory Performance”*** means any of the following:
1. In relation to any project or contract that was commenced or in the process of implementation within the last five years prior to the Qualification Documents Submission Date by any entity whose experience is proposed by the Prospective Bidder to meet the Technical Qualification Requirements -
 - a. failure to satisfactorily perform any of its material obligations for such project or contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
 - b. termination or suspension of any such project or contract due to breach of its obligations; or
 - c. material violation of laws and/or regulations applicable to any such project or contract, including but not limited to environmental, health, safety, labor and social welfare laws and regulations; or
 2. current inclusion in a blacklist issued by any governmental agency of the Philippines or in the Debarred and Cross-Debarred Firms & Individuals list of major international financial institutions such as the World Bank, European Bank for Reconstruction and Development, Asian Development Bank, Inter-American Development Bank and African Development Bank Group, whether as an individual contractor, partnership or corporation or as a member of a joint venture or consortium; or
 3. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

The projects and contracts referred to in paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being used to meet any of the Technical Qualification Requirements which was commenced or in the process of implementation within the last five (5) years before the Qualification Documents Submission Date, and not just to the particular projects or contracts being submitted to meet such Technical Qualification Requirements.

Paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being proposed to meet any of the Technical Qualification Requirements and to the laws and/or regulations applicable to such projects or contracts. Paragraph 3 refers to the present Bidding for this Project.

- tt) **“Winning Bidder”** means the Pre-qualified Bidder determined by the PBAC as having the best complying post-qualified Bid and issued a Notice of Award as described in Section 4(d).
- uu) **“year”** means a calendar year, unless otherwise specified.

3 PBAC & ADVISORS

3.1 Role of the PBAC

The PBAC created under DOTC Special Order No. 2014-333 (issued on September 8, 2014) shall be responsible for all aspects of the pre-bidding and bidding process for the Project. The PBAC is responsible for interpreting the rules regarding the bidding.

3.2 Role of the DBP & IFC

The Development Bank of the Philippines (**“DBP”**) and the International Finance Corporation (**“IFC”**), the private sector arm of the World Bank Group, have been appointed by the DOTC to act as its transaction advisors for the international competitive Bidding. As transaction advisors, the DBP and the IFC will assist the DOTC and the LRTA in undertaking and ensuring a fair, transparent and competitive selection process that will mobilize private sector participation in the implementation of the Project. The assistance of the DBP and the IFC covers all Project activities including due diligence review, transaction structuring, marketing and promotion, contract preparation, and support to the DOTC and the LRTA in the development of bid documents, conduct of the bidding, evaluation of the bids and the award of the Project to the Winning Bidder. Supporting the DBP and the IFC in its advisory work is a team of international technical and legal service firms composed of URS and MPillay, respectively, and Gatmaytan Yap Patacsil Gutierrez & Protacio (C&G Law) as local legal consultants.

4 Outline of the Bidding Process

The table below contains the indicative schedule for the bidding process:

Milestone	Indicative Date
Qualification Documents Submission Date	November 20, 2014
Notice of Pre-qualified Bidders	December 20, 2014
Invitation to Pre-qualified Bidders to purchase Bid Documents including draft Invitation to Bid and draft O&M Concession Agreement	December 20, 2014
Pre-Bid Conference	February 2, 2015
First round of one on one meetings with Pre-qualified Bidders	February 3-6, 2015
Second round of one on one meetings with Pre-qualified Bidders	April 1-7, 2015
Bid Submission	May-June 2015

The actual schedule may be changed by the PBAC at any time, without incurring any liability to the Prospective or Pre-qualified Bidders. Prospective and Pre-qualified Bidders shall be notified by the PBAC of any changes in the indicative milestone dates through bid bulletins

The international competitive public bidding for the Project will be conducted in accordance with the procurement rules and procedures for public bidding set out in Republic Act No. 6957, as amended by Republic Act No. 7718 (“**BOT Law**”) and its Revised Implementing Rules and Regulations (2012) (“**Revised IRR**”), the applicable provisions of which are deemed incorporated herein by reference.

The general procedure for the Bidding will be as follows:

- a) The DOTC will conduct a Pre-qualification Conference for any interested parties and Prospective Bidders to clarify any part of the Invitation Documents and to answer any relevant questions from interested parties and Prospective Bidders. The Pre-qualification Conference will be held on October 21th 2014, at LRT 2 Depot. Additional details of the Pre-qualification Conference, if any, will be provided for in a bid bulletin to be issued by the PBAC.
- b) The PBAC will conduct the Pre-qualification of Prospective Bidders. Prospective Bidders will be asked to apply to pre-qualify to bid by submitting their Qualification Documents, as described in greater detail in this document, on 20 November 2014, the Qualification Documents Submission Date. After reviewing the documents, the PBAC will determine which of the Prospective Bidders fulfill the Qualification Requirements and inform all Prospective Bidders who are pre-qualified within twenty (20) days of the Qualification Documents Submission Date. Only Pre-qualified Bidders will be invited and allowed to submit a Bid for the Project.
- c) After Pre-qualification is completed, the PBAC will announce the Bid Proposals Submission Date, which will be no less than ninety (90) days after the Prospective Bidders are notified that they have pre-qualified to bid for the Project. The PBAC will also announce the date, time, and location of the pre-bid conference, to which all Pre-qualified Bidders will be invited, which should not be later than sixty (60) days before submission of bids. Pre-qualified Bidders will be invited to give comments regarding the Project and the Bidding Process during the pre-bid conference. In addition, the PBAC will make arrangements for Pre-qualified Bidders which wish to have one-on-one discussions with it. Pre-qualified Bidders will be asked to bid for the Project by submitting their Bid Proposals - which will include technical and financial proposals, a Bid Security, as well as other supporting documents. The PBAC shall issue the Instructions to Bidders to all Pre-qualified Bidders. The Instructions to Bidders shall provide in detail the form and required contents of the Bid Proposals and the detailed procedures to be followed for submission, bid evaluation, and post-bid requirements. The draft O&M Concession Agreement shall likewise be provided to all Pre-qualified Bidders to give each the opportunity to comment on the draft. The DOTC and the LRTA may consider these comments in refining the draft O&M Concession Agreement leading up to the issuance of the final draft O&M Concession Agreement on which the Pre-qualified Bidders must base their Bids. This will ensure

that binding unconditional Bids are submitted on the basis of the final O&M Concession Agreement.

- d) After submission of Bid Proposals, the PBAC will first review Qualified Bidders' technical proposals and evaluate them on a pass/fail basis. Qualified Bidders will be informed as to whether their technical proposals were rated passed. The PBAC will return the unopened financial proposals and Bid Securities of Qualified Bidders whose technical proposals do not pass the evaluation.

Financial Proposals of Qualified Bidders whose Technical Proposals were rated passed will be opened and evaluated at a later date, which evaluation will be based on the financial bid parameter and criteria to be specified by the PBAC in the Instructions to Bidders. The Pre-qualified Bidder whose Technical Proposal is rated passed and who submits the best Financial Proposal will be determined. PBAC will reserve the right to verify for accuracy and authenticity the statements, information and documents provided by such Bidder in its Pre-qualification and bid submissions. If the accuracy and authenticity of its submissions is established, such Pre-qualified Bidder will be designated as the Winning Bidder and, within three (3) days from the completion of the evaluation of its Financial Proposal, the PBAC will recommend to the DOTC Secretary the issuance of a notice of award to the Winning Bidder. Within two (2) days from the PBAC recommendation, the DOTC Secretary and the Board of Directors of the LRTA shall approve the award and issue the notice of award to the Winning Bidder. This notice of award shall indicate the requirements that have to be submitted before the signing of the O&M Concession Agreement.

- e) The Winning Bidder will have to comply with all the requirements stated in the notice of award within twenty (20) days from receipt of the notice of award. Failure to comply with the requirements in the notice of award within the prescribed twenty (20)-day period will result in the forfeiture of the Bid Security and the cancellation of the notice of award. Within five (5) days from the receipt by the PBAC of all the requirements indicated in the notice of award, the DOTC Secretary and the Board of Directors of the LRTA shall determine and notify the Winning Bidder of its compliance with all the requirements in the notice of award. Immediately after, the Winning Bidder will have to enter into the O&M Concession Agreement with the DOTC and the LRTA. Failure by the Winning Bidder to enter into the O&M Concession Agreement within the timeframe specified in the Invitation to Bidders will result in the forfeiture of the Bid Security and the cancellation of the notice of award.

5 Responsibilities of Prospective Bidders

Notwithstanding any information given in the Invitation Documents and any additional communications from the DOTC, the LRTA, or the PBAC, including any notices and bid bulletins, it is the sole responsibility of the Prospective Bidder to:

- a) be fully acquainted with the laws, requirements, terms, and conditions of the Pre-qualification Process;

- b) examine all the Invitation Documents, including all instructions, annexes, forms, schedules, terms, specifications, and drawings, and verify the correctness, accuracy, completeness, and reliability of the information contained in these documents;
- c) familiarize itself with all existing laws and regulations of the Philippines, whether national or local, that may affect the Pre-qualification Process and the Project; and
- d) determine and satisfy itself, at its own cost and risk, and by such means as it considers necessary and desirable, as to all matters pertaining to the execution of the Project, and any risks and contingencies that may affect the Project.

The Prospective Bidders (including any Consortium Members or Affiliates) shall not be entitled to and shall not make any claim against the DOTC, the LRTA, or any other associated party, whether on the basis of contract, quasi-delict or delict, for damages, extensions of time or payments on the grounds:

- (1) of any misunderstanding or misapprehension in respect of the Invitation Documents and the Project; or
- (2) that incorrect or insufficient information relating to the Invitation Documents and the Project was given to them by the DOTC, the LRTA, or any other associated party.

By submitting Qualification Documents, a Prospective Bidder shall be presumed to have fully examined and accepted all the terms and conditions in all of the Invitation Documents.

6 Costs and Expenses of Participation

Interested parties and Prospective Bidders shall bear all costs associated with or resulting from their participation in the Bidding Process including the preparation and submission of their Qualification Documents, and all possible losses or damages resulting thereto. The DOTC and the LRTA shall not be held responsible or liable in any way for such costs, losses or damages incurred by any Prospective Bidder (whether incurred by it directly or indirectly, or by its advisers, contractors, Affiliates or other persons), regardless of the results of the Bidding.

7 Queries and Supplemental Notices

All parties who obtain the Invitation Documents must send any queries on any aspect of these documents in writing, by personal delivery, e-mail or fax, to the Head of the PBAC, and copied to the DOTC, LRTA, Public-Private Partnership Center (PPP Center), DBP, IFC and the Project Email at the following addresses and, e-mail addresses. Documents may also be faxed to the following fax numbers:

Chairman of the PBAC

Attention: Undersecretary Jose Perpetuo M. Lotilla
Address: 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: juloti1@gmail.com
Telephone: (+63 2) 727 7960 / 724 1728
Fax: (+63 2) 725 6609

DOTC

Attention: Undersecretary Rene K. Limcaoco
Address: 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: reneklimcaoco.dotc@gmail.com
Telephone: (+63 2) 727 7960 / 725 0204
Fax: (+63 2) 726 6221

PBAC Secretariat

Attention: Assistant Secretary Camille R. Alcaraz
Address: 17th Floor, The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: bacsec@dotc.gov.ph
Telephone: (+63 2) 727 7960 local 328 or 272
Fax: (+63 2) 723 1507

LRTA

Attention: Administrator Honorito D. Chaneco
Address: Light Rail Transit Authority
CAPEX II-A Building
Andrews Avenue, Pasay City
E-mail: j.chaneco@gmail.com
Telephone: (+ 63 2) 8832466
Fax: (+ 63 2) 8523431

PPP Center

Attention: Undersecretary Cosette V. Canilao
Address: Public-Private Partnership Center
NEDA Complex
Diliman, Quezon City
E-mail: cvcanilao@ppp.gov.ph
Telephone: (+63 2) 929 5187
Fax: (+63 2) 929 8592

DBP

Attention: Head, Investment Banking
Address: DBP Head Office,
Sen. Gil Puyat corner Makati Avenue,
Makati City
E-mail: fnmchua@dbp.ph
Telephone: (+63 2) 818 9511
Fax: (+63 2) 893 4748

IFC

Attention: PPP Advisory Services
Address: 23rd Floor, One Global Place, 5th Avenue corner
25th Street, Bonifacio Global City, Taguig
E-mail: c/o jleber@ifc.org, nbernardo@ifc.org, rramirez@ifc.org, swidiastuti@ifc.org
Telephone: (+632) 465 2721
Fax: (+632) 465 2747

Project Email

LRT2OM_bid@ppp.gov.ph

Prospective Bidders must use the template below for all of its queries/comments:

Date:	[Insert Date of Submission]
Prospective Bidder Name:	[Insert Prospective Bidder Name]

Topic	[Name of Document & Section # of Document]	Query/Comment	Proposed Redraft (if any)

Although the PBAC will attempt to respond to all reasonable queries received up to ten (10) days before the Qualification Documents Submission Date, it is under no obligation to do so. Responses to queries and any modifications to the Bidding Documents will be made on a non-attributable basis and shall be in writing and provided to Prospective Bidders through supplemental notices or bid bulletins issued by the PBAC. All supplemental notices and bid bulletins issued by the PBAC shall be deemed to be incorporated in and made an integral part of this ITPB and/or the relevant Bidding Documents.

8 Ownership of Documents

All documents submitted in response to the Invitation to Pre-qualify to Bid, including the Qualification Documents and their attachments, shall become the property of the DOTC and the LRTA and any information obtained by the DOTC and the LRTA from such documents may be reasonably used by them subject to the confidentiality clause in Section 10 (*Confidentiality*).

9 Language and Foreign Documents

The Qualification Documents, and all correspondence and documents relating to the Invitation Documents and the Bid, shall be prepared and written in the English language. Any printed literature or document furnished by Prospective Bidders written in another foreign language shall be accompanied by an English translation authenticated by a Philippine consular official. In case of conflict, the English translation shall prevail.

1. All documents issued or executed in a foreign country must be authenticated before a Philippine consular official at the Philippine consulate nearest the place of issue or execution.
2. If the document was issued by a foreign authority, the Prospective Bidder should also submit a certified true copy of such document issued by such foreign authority, in addition to the authentication by the relevant Philippine consular official in no. 1 above.
3. If the document is a foreign law or regulation, the Prospective Bidder should submit (a) a certified true copy of such law or regulation issued by the competent government authority in addition to the authentication by the relevant Philippine consular official in no. 1 above or (b) a certification from the embassy or the consular office of the relevant foreign country in the Philippines that such law is an accurate copy of the foreign law.
4. If the document is written in a foreign language, the Prospective Bidder should also submit an accurate English translation of such document, accompanied by a notarized certification by the Prospective Bidder that such translation is accurate in addition to the authentication by the relevant Philippine consular official in no. 1 above.

For documents issued or executed outside of the Philippines, notarization made separately before a notary public, civil officer or other person authorized under foreign law to administer oaths or to authenticate signatures shall be allowed, *provided* that, the notarized document must be authenticated before a Philippine consular official at the relevant Philippine consulate.

For each instance in the Instructions to Prospective Bidders where authentication by a Philippine consular official is required, the form, including language, of the authentication shall be subject to the forms and rules applicable in the relevant Philippine consular office in no.1 above.

For purposes of the Pre-qualification, the PBAC will accept photocopies of documents/certifications that are required to be authenticated by the relevant Philippine

consular official in no. 1 above if such are accompanied by proof that such documents/certifications have been submitted to and received by the Philippine consulate nearest the place of issue/execution, subject to the submission on the Bid Proposals Submission Date of identical documents in original form duly notarized and authenticated before a Philippine consular official in no.1 above.

10 Confidentiality

Information relating to the examination, clarification, evaluation and comparison of Pre-qualification Documents shall not be disclosed to any of the Prospective Bidders or other persons not officially involved in the Bidding Process; *provided* that, the DOTC and the LRTA, including the PBAC, shall not have the obligation to keep any information submitted by a Prospective Bidder confidential after award of the Project.

11 Qualification Requirements

Prospective Bidders must fulfill all the Legal, Technical, and Financial Capability Qualification Requirements listed below.

11.1. Legal Qualification Requirements

The Prospective Bidder must be either:

- a) a partnership or corporation registered with the Philippine Securities and Exchange Commission (“SEC”) or in case of a foreign entity, it must be registered with the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The Prospective Bidder must certify that it and its Affiliates whose projects and experience are being submitted as evidence of fulfillment of the requirements in Section 11.2 have no Unsatisfactory Performance record; or
- b) a Consortium whose members must be partnerships or corporations registered with the SEC or in case of a foreign entity, the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity; each Consortium Member must certify that it and its Affiliates whose projects and experience are being submitted as evidence of fulfillment of the requirements in Section 11.2 have no Unsatisfactory Performance record; and if the Prospective Bidder is a Consortium and becomes the Winning Bidder, it will have to show proof of incorporation prior to the execution of the O&M Concession Agreement. “Proof of incorporation” means mandatory registration with the Securities and Exchange Commission.

For both 11.1.a and 11.1.b above, the minimum Filipino-owned shareholding requirement must be met, which in accordance with Article XII, Section 11 of 1987 Constitution of the

Philippines must be at least 60% Filipino nationals. Prospective Bidders must present their Articles of Incorporation.

If an Affiliate of a Prospective Bidder or Consortium Member is proposed to meet either the Technical Qualification Requirements or Financial Capability Requirements, such proposed entity must remain an Affiliate of such Prospective Bidder or Consortium Member during the lock-up period set out in Section 17.3.

11.2 Technical Qualification Requirements

All entities which are proposed to meet any of the Technical Qualification Requirements must submit a Certification of Absence of Unsatisfactory Performance Record, as required under Section 12.3(c).

11.2.1 Operations and Maintenance Experience

a. The Prospective Bidder, any Consortium Member, or any Affiliate of either a Prospective Bidder or of the Consortium Member must have experience in all of the following:

1. Operation and maintenance of a representative metropolitan passenger rail transit system which is capable of transporting at least fifty (50) million passengers and has actually transported twenty (20) million passengers in average per fiscal year, for a period of at least three (3) full consecutive fiscal years, within the last five (5) years prior to the Qualification Documents Submission Date;

For the purposes of 11.2.1.a.1, a representative project means a metropolitan passenger rail transit system:

- With a total route length of at least ten (10) kilometers,
- With a minimum service frequency of at least ten (10) trains per peak hour. (Peak hours should be considered as the hours when the representative project has the highest frequency of trains),
- Average annual traffic of at least twenty (20) million passengers in the three (3) consecutive years for which the Prospective Bidder is claiming experience, and
- Fitted with automatic train protection, automatic train operation or control, and automatic train supervision systems.

2. Experience in the commissioning process for a metropolitan passenger rail transit system, or a section of such system, within the last fifteen (15) years prior to the Qualification Documents Submission Date.

For the purposes of 11.2.1.a.2, the representative project shall be capable to:

- transport at least ten (10) million passengers per fiscal year, or managed an average annual traffic of at least ten (10) million for a period of at least three (3) full consecutive fiscal years, within the last five (5) years, and
- fitted with automatic train protection, automatic train operation or control and automatic train supervision systems.

Experience in commissioning shall mean experience in performing pre-operation tasks such as providing inputs and assistance on testing and commissioning of a representative project and other associated activities which include staffing, training,

etc. in preparation for the commencement of passenger services at a representative project.

3. Have received average aggregate revenue of at least Four Billion Four Hundred Million Philippine Pesos (PhP 4,400,000,000.00) or its equivalent from or in connection with the O&M (excluding revenue from commercial business) of one or more mass rapid transit system(s), bus rapid transit system(s), tramway(s), or equivalent(s) as of its last three (3) audited financial statements. If the revenues presented in a Prospective Bidder's audited financial statements are not entirely from the transport business, i.e., the operations of mass rapid transit rail systems, bus rapid transit systems and/or tramways or equivalent or do not state the segmental revenues earned by the Prospective Bidder from or in connection with the operations of mass rapid transit rail systems, bus rapid transit systems and/or tramways or equivalent, then in addition to submitting its audited financial statements, the Prospective Bidder shall submit its pro forma unaudited financial statements duly certified by a chartered accountant, stating the revenues earned by it from or in connection with its transport business, i.e. the operations of mass rapid transit rail systems, bus rapid transit systems and/or tramways or equivalent for each of the three (3) Fiscal Years.
4. The entity proposed to meet the O&M Experience shall have been in existence for at least ten (10) years prior to the Qualification Documents Submission Date. In the event that the entity proposed to meet the O&M Experience does not meet the requirement set out in this Section 11.2.1.a.4 due to its merger with another or other entities, the years of existence (prior to the merger) of the entity proposed to meet the O&M Experience that has become part of the new merged entity may be used to comply with the requirement under this Section 11.2.1.a.4.

b. the experience enumerated in the preceding paragraph 11.2.1.a.1 and 11.2.1.a.2 may be fulfilled by a single project. Alternatively, one project may be proposed to meet the operation and maintenance experience required in paragraph (1) above respectively, and another project may be proposed to meet the commissioning experience required under paragraph (2). In addition, the Prospective Bidder shall submit written confirmation from the client, regulator or other appropriate government entity of the project(s) proposed to meet the experience enumerated in the preceding paragraph 11.2.1.a.1 and 11.2.1.a.2 confirming that the Prospective Bidder or a related entity has performed satisfactorily.

c. The entity proposed to meet the O&M Experience may be:

1. the Prospective Bidder, or
2. a Consortium Member regardless of the amount of its equity interest in the Consortium.

d. The entity proposed by the Prospective Bidder to meet the O&M Experience must meet such experience on its own or through an Affiliate. Experience must be shown in at least one (1) project for each of the requirements in Section 11.2.1.a, but the entity proposed need not use the same project to comply with all of the said requirements.

e. For purposes of determining whether the Prospective Bidder fulfills this O&M Experience requirement, a project completed by an Affiliate of a Prospective Bidder or Consortium

Member will be considered as having been completed by that Prospective Bidder or Consortium Member.

f. The entity whose completed projects are being submitted to fulfill the O&M Experience requirement:

1. must certify that it has no Unsatisfactory Performance record;
2. must possess the following certifications:
 - (i) a valid ISO 9001 certification or its equivalent, and
 - (ii) a valid ISO 14001 certification or its equivalent.

The entity proposed to meet the O&M Experience Qualification Requirement may submit a document equivalent to the ISO 9001 or ISO 14001 certification in lieu of such ISO certifications. One possible “equivalent document” for an entity being proposed to meet the O&M Experience could be a notarized certification from the competent regulatory authority stating that:

1. it is the regulatory authority in the country where the entity being proposed to meet the O&M Experience was registered for creation or recognition of its juridical personality or capacity and it has jurisdiction over such entity;
2. the laws in such country do not require entities like the entity being proposed to meet the O&M Experience to secure ISO certifications;
3. the entity proposed to meet the O&M Experience is compliant with the relevant policies, procedures and programs required by applicable laws, rules and regulations of such country; and
4. the entity being proposed to meet the O&M Experience requirement has in place internal procedures and processes substantially equivalent to those required under ISO 9001 and ISO 14001 certifications.

Together with this notarized certification, the entity being proposed to meet the O&M Experience Qualification Requirement must prove that it has substantially equivalent internal procedures as those required for ISO 9001 and ISO 14001, as evidenced by the submission of a notarized document describing the entity’s approved internal quality and environmental management system, and must submit the following documents for the project/s proposed to meet this requirement:

1. a Safety Case Manual table of contents
2. a Safety Management System Manual table of contents
3. annual performance reports for the last three (3) years;
4. annual audited safety reports for the last three (3) years; and
5. annual audited financial reports for the last three (3) years.

PBAC reserves the right to seek further evidence from the Prospective Bidder to demonstrate the Prospective Bidder's experience in operations, maintenance and/or commissioning of a project or that the project qualifies as a representative project at any time during the evaluation of the O&M Qualification Requirements. If such request is made, the Prospective Bidder shall procure that such evidence or information is provided within the time prescribed by the PBAC.

11.2.2 Qualified Key Personnel

The Prospective Bidder, Consortium Members, and any Affiliates of these entities whose projects are being submitted in fulfillment of the Operation and Maintenance Experience requirements, must have, among their personnel, individuals with the following required qualifications and experience:

Minimum Experience & Qualification Required	Minimum Years of Experience
<p>Experience in the operation and maintenance of a metropolitan passenger rail transit system capable of transporting at least fifty (50) million passengers per fiscal year and has actually transported twenty (20) million passengers in average per fiscal year, for a period of at least three (3) full consecutive fiscal years, within the last five (5) years prior to the Qualification Documents Submission Date</p> <p>Relevant degree and recognized professional qualification or license in railway operations and maintenance</p>	10 years
<p>Experience in the financial management of an operational metropolitan passenger rail transit system capable of transporting at least fifty (50) million passengers per fiscal year and has actually transported twenty (20) million passengers in average per fiscal year, for a period of at least three (3) full consecutive fiscal years, within the last five (5) years prior to the Qualification Documents Submission Date</p> <p>Relevant degree and recognized professional qualification or license in finance, engineering or management</p>	10 years

No specific position is required for the key personnel described in Section 11.2.2. They need only to comply with the minimum experience/qualifications provided in Section 11.2.2.

11.3 Financial Capability Qualification Requirements

To qualify to bid for the Project, the Prospective Bidder or a related entity, as described below, must meet the following Financial Capability Qualification Requirements:

- a. have a minimum net worth of at least Two Billion Philippine Pesos (PhP 2,000,000,000.00) or its equivalent as of its latest audited financial statements, which must be dated not earlier than 30 June 2013; and
- b. provide a testimonial letter from a domestic universal or commercial bank duly licensed by the Bangko Sentral ng Pilipinas attesting that the Prospective Bidder or the Financial Member in case of a Consortium, or any of their

Affiliates, is banking with them and that it is in good financial standing and/or qualified to obtain credit facilities from such bank of at least PhP500,000,000.00 and/or has a cash balance of no less than PhP500,000,000.00.

The entity which fulfills the requirement of 11.3.a and 11.3.b above must be:

- (i) if the Prospective Bidder is a partnership or corporation:
 - 1. the Prospective Bidder itself or
 - 2. an Affiliate of the Prospective Bidder, and
- (ii) if the Prospective Bidder is a Consortium:
 - 1. the Financial Member of the Consortium or
 - 2. an Affiliate of the Financial Member of the Consortium.

The Financial Member of the Consortium must be the Consortium Member with the largest equity interest in the Consortium, and this interest must be at least thirty-four percent (34%) of both voting and non-voting shares.

A Prospective Bidder shall be allowed to nominate only a single entity to meet the Financial Capability Qualification Requirements, which entity must meet the above-requirements on its own.

The entity which is proposed to meet the Financial Capability Qualification Requirement must also submit a Certification of Absence of Unsatisfactory Performance Record.

12 Qualification Documents

12.1. General Rule

In all instances in Section 12 of the Instruction to Prospective Bidders where a “certified true copy” of a document is required, such certification may be executed by a duly authorized officer of the corporation required to submit such document.

12.2. Exception

For the following documents, namely:

- 1. SEC Certificate of Incorporation or its equivalent in the case of a foreign entity,
- 2. ISO 9001 certification or its equivalent, and
- 3. ISO 14001 certification or its equivalent,

the certified true copies must be issued by the relevant authority issuing such certificate or license.

12.3. Qualification Documents Submission

On the Qualification Documents Submission Date, the Prospective Bidder must submit its application to pre-qualify to bid. The application to pre-qualify to bid consists of the following Qualification Documents, using the relevant forms in the Annexes:

- a. Business Plan - using the form in **Annex QD-1A** for partnerships or corporations, or **Annex QD-1B** for Consortiums. For Consortiums, this document must show the Financial Member and all Consortium Members, the proposed equity interest of each Consortium Member, and the total percentage interest of all Consortium Members must be one hundred percent (100%). The Business Plan must also indicate the entities which fulfill the Technical and Financial Qualification Requirements in Sections 11.2 and 11.3, and any Affiliates of these entities whose projects, experience, or financial capability are being submitted to comply with the Qualification Requirements.

If an Affiliate will be used to comply with any of the Technical Qualification Requirements or the Financial Capability Qualification Requirements, evidence of affiliation must be submitted as in the document mentioned in Section 12.3.b(ii)(a).

- b. Basic Information Sheet - using the form in **Annex QD-2**.
 - (i) To be submitted by all entities listed in all sections of the Business Plan (Form QD-1A or QD-1B).
 - (ii) Required attachments: for all entities submitting this form:
 - (a) Certified true copy of its latest General Information Sheet, stamped “received” by the SEC or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The certification may come from either the SEC or its equivalent in a foreign country, or the entity’s corporate secretary. If it comes from the entity’s corporate secretary, the certification must be under oath and notarized.
 - (b) Certified true copy of SEC Certificate of Incorporation or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The SEC Certificate of Incorporation or the equivalent document for a foreign entity, must be certified by the SEC or its equivalent in a foreign country.
 - (c) Certified true copy of latest Articles of Incorporation or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was

registered for recognition or creation of its juridical personality or capacity. The Articles of Incorporation may be certified either by the SEC or its equivalent in a foreign country, or by the entity's corporate secretary. All certifications by the entity's corporate secretary must be under oath and notarized.

(d) Certified true copy of latest By-Laws or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The By-Laws may be certified either by the SEC or its equivalent in a foreign country, or by the entity's corporate secretary. All certifications by the entity's corporate secretary must be under oath and notarized.

c. Notarized Certification of Absence of Unsatisfactory Performance Record - using the form in **Annex QD-3**.

(i) To be submitted by all entities listed in all sections of the Business Plan (Form QD-1A or QD-1B).

All entities which are proposed to meet any of the Technical Qualification Requirements or Financial Capability Qualification Requirements must submit a Certification of Absence of Unsatisfactory Performance Record.

d. Operation and Maintenance Experience - using the form in **Annex QD-4A**.

(i) To be submitted by the entity which fulfills the Operation and Maintenance Experience requirement in Section 11.2.3, as identified in the Business Plan (Form QD-1A or QD-1B).

(ii) Required attachments:

(a) notarized certificate of project completion or that the project is ongoing or in operation from the project's owner;

1. When the original certificate of project completion issued by the project owner or its authorized representative is not notarized or issued under oath, the PBAC, will accept a copy of the original certificate or project completion, *provided* it is accompanied by a notarized certification issued by the relevant officer of the project owner that such copy is a true and faithful reproduction of the original certificate of project completion.

2. The name of the certificate of project completion is not controlling. Any certificate, regardless of its name, shall be accepted if the significance of the certificate's issuance to the entity which is now being proposed to meet a particular Technical Qualification Requirement is that such entity would be allowed to commence commercial operations of the project.

3. A certificate of project completion issued by authorized representative of the project owner is acceptable.

- (b) if the project was completed by an Affiliate of the entity which fulfills the Operation and Maintenance Experience requirement, evidence of such affiliation as in the document mentioned in Section 12.3.b(ii)(a);
- (c) certified true copy of a valid ISO 9001 certification or its equivalent;
- (d) certified true copy of a valid ISO 14001 certification or its equivalent;

For the Pre-qualification, the PBAC will accept a copy of the ISO certification (or the equivalent foreign document), *provided* that it is accompanied by a notarized certification issued by the relevant officer of the entity required to submit this document that such copy is a true and faithful reproduction of the original certification (or equivalent foreign document). If the bidder is pre-qualified, it shall be required to submit on the Bid Proposals Submission Date the certified true copy of such certification (or equivalent foreign document) issued by the accredited body (or equivalent foreign body) which issued such certification.

The entity proposed to meet the O&M Experience Qualification Requirement may submit a document equivalent to the ISO 9001 or ISO 14001 certification in lieu of such ISO certifications. One possible “equivalent document” for an entity being proposed to meet the O&M Experience could be a notarized certification from the competent regulatory authority stating that:

- (i) it is the regulatory authority in the country where the entity being proposed to meet the O&M Experience was registered for creation or recognition of its juridical personality or capacity and it has jurisdiction over such entity;
- (ii) the laws in such country do not require entities like the entity being proposed to meet the O&M Experience to secure ISO certifications;
- (iii) the entity proposed to meet the O&M Experience is compliant with the relevant policies, procedures and programs required by applicable laws, rules and regulations of such country; and
- (iv) the entity being proposed to meet the O&M Experience requirement has in place internal procedures and processes substantially equivalent to those required under ISO 9001 and ISO 14001 certifications.

Together with this notarized certification, the entity being proposed to meet the O&M Experience Qualification Requirement must prove that it has substantially equivalent internal procedures as those required for ISO 9001 and ISO 14001, as evidenced by the submission of a notarized document describing the entity's approved internal quality and environmental management system.

- (e) certified true copy of a Safety Case Manual table of contents;
 - (f) certified true copy of a Safety Management System Manual table of contents;
 - (g) certified true copy of annual O&M performance reports for the last three (3) years;
 - (h) certified true copy of annual audited safety report for the last three (3) years; and
 - (i) certified true copy of annual audited financial report for the last three (3) years.
- (iii) Certificates of Operation Experience – using the form in **Annex QD-4B**, to be issued by the client for each of the projects identified in the O&M Experience Qualification Criteria (Annex QD-4A).
- e. Key Personnel (This is a list of qualified key personnel who fulfill the requirements of Section 11.2.2.) - using the form in **Annex QD-5**.
 - f. Notarized Statement of Financial Capability - using the form in **Annex QD-6**.
 - (i) To be submitted by the entity which fulfills the Financial Capability Requirements in Section 11.3 as identified in the Business Plan (Form QD-1A or Form QD-1B).
 - (ii) Required Attachments:
 - (a) Certified true copy of audited financial statements dated not earlier than 30 June 2013, stamped “received” by the Bureau of Internal Revenue or for foreign entities, the appropriate government agency equivalent to the Bureau of Internal Revenue in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The certification may be issued by an officer of the entity proposed to meet the Financial Capability Qualification Requirements, in which case the certification must be under oath and notarized.
 - (b) If the Prospective Bidder will use an Affiliate or an Affiliate of the Financial Member to comply with the Financial Qualification Requirements in Section 11.3, attach evidence of such affiliation as in the document mentioned in Section 12.3.b(ii)(a).

- (c) A testimonial letter from a domestic universal or commercial bank duly licensed by the Bangko Sentral ng Pilipinas attesting that the Prospective Bidder or the Financial Member in case of a Consortium, or any of their Affiliates, is banking with them and that it is in good financial standing and/or qualified to obtain credit facilities from such bank.
- g. Notarized Application to Pre-qualify to Bid – using the form of **Annex QD-7**.
 - (i) To be submitted by the Prospective Bidder.
- h. Authority to Apply to Pre-qualify and Designation of Authorized Representative
 - (i) For Partnerships or Corporations: Notarized Authority to Apply to Pre-qualify and Designation of Authorized Representative - using the form in **Annex QD-8A**.
 - (a) To be submitted by the Prospective Bidder.
 - (ii) For Consortiums: Consortium Member’s Notarized Authority to Participate in Consortium and Apply to Pre-qualify, and Designation of Financial Member and Authorized Representative of Consortium - using the form in **Annex QD-8B**.
 - (b) To be submitted by each Consortium Member.
- i. Copies of Annual O&M Performance Reports & Audited Safety and Financial Reports For the Past 3 Fiscal years - **Annex QD-9**.
 - (i) To be submitted by the entity which fulfills the operation and maintenance Qualification Criteria in Section 11.2.1, as identified in the Business Plan (Annex QD-1A or Annex QD-1B).
- j. Certified True Copy of Safety Case Manual Table of Contents - **Annex QD-10**.
 - (i) To be submitted for each of the projects identified in the O&M Experience Qualification Criteria (Annex QD-4A).
 - (ii) Submitted as evidence of a systematic and risk reduction approach to maintaining and operating a rail enterprise.
- k. Certified True Copy of Safety Management System Table of Contents – **Annex QD-11**.
 - (i) To be submitted by the entity which is proposed to meet the operation and maintenance Qualification Criteria in Section 11.2.1, as identified in item 4 of the Business Plan (Annex QD-1A or Annex QD-1B).
 - (ii) Document must demonstrate how compliance with applicable regulatory and legal requirements is achieved.

l. Certified True Copy of Valid ISO 9001 Compliance – **Annex QD-12.**

- (i) To be submitted by the entity which is proposed to meet the operation and maintenance Qualification Criteria in Section 11.2.1, as identified in item 4 of the Business Plan (Annex QD-1A or Annex QD-1B).
- (ii) Submitted as evidence of a systematic approach to managing processes across the organizational structure.

m. Certified True Copy of Valid ISO 14001 Compliance – **Annex QD-13.**

- (i) To be submitted by the entity which is proposed to meet the operation and maintenance Qualification Criteria in Section 11.2.1, as identified in item 4 of the Business Plan (Annex QD-1A or Annex QD-1B).
- (ii) Submitted as evidence of a learning organization utilizing the continuous improvement cycle.

The following table contains a checklist of all the Qualification Documents:

No	Document	Description	Present? Y/N or N/A
1	QD-1A	BUSINESS PLAN (FOR A PROSPECTIVE BIDDER WHICH IS A PARTNERSHIP OR CORPORATION)	
2	QD-1B	BUSINESS PLAN (FOR A PROSPECTIVE BIDDER WHICH IS A CONSORTIUM)	
3	QD-2	BASIC INFORMATION SHEET (with attachments) - Certified true copy of latest GIS or equivalent - Certified true copy of SEC Certificate of Incorporation or equivalent - Certified true copy of latest Articles of Incorporation or equivalent - Certified true copy of latest By-Laws or equivalent	
4	QD-3	CERTIFICATION OF ABSENCE OF UNSATISFACTORY PERFORMANCE	

		RECORD	
5	QD-4A	<p>OPERATION AND MAINTENANCE EXPERIENCE</p> <p>(with attachments)</p> <ul style="list-style-type: none"> - Notarized certificate of project completion or that the project is ongoing or in operation from the project's owner - Evidence of affiliation if the project was completed by an Affiliate of the entity that fulfills the Operation and Maintenance Qualification Requirement 	
6	QD-4B	CERTIFICATE OF OPERATIONS EXPERIENCE	
7	QD-5	KEY PERSONNEL	
8	QD-6	NOTARIZED STATEMENT OF FINANCIAL CAPABILITY	
9	QD-7	NOTARIZED APPLICATION TO PRE-QUALIFY TO BID	
10	QD-8A	NOTARIZED AUTHORITY TO APPLY TO PRE-QUALIFY AND DESIGNATION OF AUTHORIZED REPRESENTATIVE	
11	QD-8B	CONSORTIUM MEMBER'S NOTARIZED AUTHORITY TO PARTICIPATE IN CONSORTIUM AND APPLY TO PRE-QUALIFY, AND DESIGNATION OF FINANCIAL MEMBER AND AUTHORIZED REPRESENTATIVE OF CONSORTIUM	
12	QD-9	COPIES OF ANNUAL O&M PERFORMANCE REPORTS & AUDITED SAFETY AND FINANCIAL REPORTS FOR THE PAST 3 FISCAL YEARS	
13	QD-10	CERTIFIED TRUE COPY OF SAFETY CASE MANUAL TABLE OF CONTENTS	
14	QD-11	CERTIFIED TRUE COPY OF SAFETY MANAGEMENT SYSTEM MANUAL	

		TABLE OF CONTENTS	
15	QD-12	CERTIFIED TRUE COPY OF VALID ISO 9001 COMPLIANCE or notarized certification in lieu of the ISO 9001	
16	QD-13	CERTIFIED TRUE COPY OF VALID ISO 14001 COMPLIANCE or notarized certification in lieu of the ISO 14001	

13 One Prospective Bidder, One Submission

Each Prospective Bidder may submit only one application to pre-qualify to bid. A Prospective Bidder may not be a member of another Consortium, nor have an Affiliate which is a member of another Consortium. No Consortium Member may be a member of more than one Consortium, nor have an Affiliate which is a member of another Consortium.

To ensure a level playing field and a competitive Bidding Process, there are restrictions on the extent of affiliation and ownership between Prospective Bidders and members of different Consortiums. These are described in greater detail in Section 17.2.

14 Format of Submission of Qualification Documents

Each page of each Qualification Document, including any required attachments, shall be initialed on the right margin by the Prospective Bidder’s authorized representative as identified in the form in Annex QD-8A or QD-8B.

Qualification Documents must be printed either in standard A4 or letter size (8 ½” x 11”) paper and bound together in ring binders or folders of appropriate size. Documents must be paginated and text must be at least of 12-font size.

Prospective Bidders shall submit the Qualification Documents in the following form:

- one (1) complete original set, clearly marked on each page as “ORIGINAL”;
- four (4) photocopies, initialed on the right margin of every page of each set by the Prospective Bidder’s authorized representative as identified in the form in Annex QD-14A or QD-14B clearly marked on each page as “COPY NO. ___”; and
- five (5) readable compact discs (CD-R) or external drive, each containing electronic files of all of the Qualification Documents in both Portable Document Format (.pdf) and Microsoft Word (.doc) formats, and electronic files of all of the attachments of each Qualification Document in Portable Document Format (.pdf).

The submission of one (1) original document that is certified, notarized and authenticated, and which serves as the equivalent of two (2) or more documents, shall be considered sufficiently compliant with the requirements of Section 14. The use of photocopies of this same document in other parts of the original set should be acceptable.

Apart from the exception above, the general rule is that the original set should consist of original versions of the Qualifications.

Each set of the Qualification Documents should contain a table of contents. Each set of the Qualification Documents must be placed in an envelope. The five (5) CDs should also be placed in an envelope. Each of the five (5) envelopes containing the Qualification Documents and the envelope containing the five (5) CDs must be sealed and appropriately addressed and marked as follows:

DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS & LIGHT RAIL TRANSIT AUTHORITY
LRT LINE 2 OPERATIONS AND MAINTENANCE PROJECT QUALIFICATION DOCUMENTS
[STATE NAME AND ADDRESS OF BIDDER]
DO NOT OPEN UNTIL [•], 2014

All five (5) sets of the Qualification Documents and the envelope containing the CDs shall be placed in one or, if necessary, more sealed outer envelope(s) or box.

If any of the envelopes are not properly sealed and/or marked as instructed above, the PBAC shall not assume any responsibility for the loss of the Qualification Documents.

15 Procedures for Submission and Opening of Qualification Documents on the Qualification Documents Submission Date

On the Qualification Documents Submission Date, Prospective Bidders are required to submit their Qualification Documents to:

**Pre-qualification Bids and Awards Committee of
Department of Transportation and Communications & Light Rail Transit Authority
For LRT Line 2 Operations and Maintenance Project**

The Qualification Documents must be submitted between 9:00 a.m. and 2:00 p.m. on the Qualification Documents Submission Date. The date and time of submission shall be recorded through the use Philippine Standard Time from the website of the Department of Science & Technology (<http://www.dost.gov.ph/>). Each set of the Qualification Documents submitted shall be numbered in the order received and stamped with the time of receipt. In addition, the receipt of each set of Qualification Documents will be recorded in a register in

the order of receipt specifying the date, time and name of the Prospective Bidder submitting the same.

Prospective Bidders who submit Qualification Documents after 2:00 p.m. on the Qualification Documents Submission Date shall be disqualified.

Immediately after 2:00 p.m. on the Qualification Documents Submission Date, the PBAC will begin the opening proceedings by announcing the names of the Prospective Bidders who have submitted Qualification Documents and any such other details as the PBAC may consider appropriate. The PBAC will then proceed with opening the envelopes of each Prospective Bidder, one at a time, in the order in which the same were received. The duly authorized representatives for each Prospective Bidder who attend the opening proceedings shall sign the register confirming their attendance.

16 Evaluation of Qualification Documents

The PBAC shall examine the Qualification Documents over a period of not longer than twenty (20) days after the Qualification Documents Submission Date. The detailed evaluation of the compliance by the Prospective Bidder with the Legal, Technical and Financial Capability Qualification Requirements for the Project shall be based solely upon the Qualification Documents submitted. The PBAC reserves the right to seek clarification from Prospective Bidders on the form and contents of their Qualification Documents. The PBAC also reserves the right to make inquiries with any person, government authority, client organization, Consortium Member, officer, director, employee or other agent of any Prospective Bidder for the purpose of clarifying any matter included in its Qualification Documents.

All submitted information and any clarifications requested by the PBAC shall be assessed against the criteria for qualification as set out in Section 11 and the documents required in Section 12 and rated on a “pass-or-fail” basis. The overall rating for the evaluation will be “qualified” if each criterion is rated passed and each required Qualification Document and attachment is completely submitted. The Prospective Bidder will be disqualified if any criterion is rated failed or if any required Qualification Document or attachment is missing.

17 Other Grounds for Disqualification

In addition to the grounds for disqualification described in Section 16, a Prospective Bidder may also be disqualified from participation in the Bidding for any of the following reasons:

- a) late submission of the Qualification Documents or any part thereof;
- b) material or willful misrepresentation in the Pre-qualification process;
- c) any Corrupt, Fraudulent, Collusive, Coercive, Undesirable or Restrictive Practices in the Pre-qualification process;

- d) any form of political or other lobbying with respect to the Pre-qualification process;
- e) illegal conduct or attempt to influence the PBAC's evaluation of the Qualification Documents or the Pre-qualification process;
- f) any Conflict of Interest that would give it any unfair advantage in the Pre-qualification process;
- g) failure to comply with any of the terms, conditions and instructions of the Invitation Documents;
- h) any Outstanding Dispute with government as defined under Section 2; or
- i) other grounds for rejection or disqualification of Prospective Bidders under the Philippine BOT Law, the Revised IRR, and all other applicable laws.

The grounds for disqualification in this Section 17 shall also apply to all Consortium Members (in case the Prospective Bidder is a Consortium), and any Affiliates or contractors proposed by the Prospective Bidder to fulfil any of the Qualification Requirements.

17.1 Corrupt, Fraudulent, Collusive, Coercive, Undesirable and Restrictive Practices

For purposes of this Section 17, the following terms shall have the meanings as follows:

- a) **"Corrupt Practice"** means any of the prohibited acts and omissions punishable under Republic Act No. 3019 (**"Anti-Graft and Corrupt Practices Act"**), Act No. 3815 (**"Revised Penal Code"**), Republic Act No. 6713 (**"Code of Conduct and Ethical Standards for Public Officials and Employees"**), Republic Act No. 7080 (**"Plunder Law"**) and other applicable laws and relevant rules and procedures, by which a person improperly and unlawfully enriches or benefits himself or others, or induces others to do so, and includes the offering, giving, receiving, or soliciting of anything of value to influence the action of any person connected with the Bidding Process;
- b) **"Fraudulent Practice"** means any hoax, delusion, falsification, scheme, artifice, dishonesty, trickery, deceit, cheating and the like, especially when involving misrepresentation, omission, concealment, suppression, non-disclosure or disclosure of incomplete facts, in order to influence the Bidding Process;
- c) **"Collusive Practice"** means a scheme or arrangement between two or more Prospective Bidders, with or without the knowledge of the government, designed to establish financial offers or prices at artificial, non-competitive levels;
- d) **"Coercive Practice"** means impairing or harming, or threatening to impair or harm, directly or indirectly, or exercising undue influence upon any person or property in order to influence any person's participation in the Bidding Process, or affect the execution of the O&M Concession Agreement;

- e) **“Undesirable Practice”** means (i) establishing contact with any person connected with or employed or engaged by the DOTC, the LRTA or the PPP Center with the objective of canvassing or lobbying or (ii) in any manner influencing or attempting to influence the Bidding Process; and
- f) **“Restrictive Practice”** means any act, scheme, plan or agreement such as forming a group, clique, cartel, trust, syndicate, combine, pool and the like or arriving at any understanding or arrangement among Prospective Bidders, Consortium Members, or the Affiliates of any of these entities, with the objective of restricting, subverting or manipulating a full and fair competition in the Bidding Process.

Aside from being disqualified from the Bidding, any person found to be engaging in any Corrupt, Fraudulent, Collusive, Coercive, Undesirable or Restrictive Practices shall incur civil and criminal liability under the applicable laws and regulations and shall be prohibited from participating in any bidding conducted by the DOTC or the LRTA.

17.2 Conflict of Interest

Prospective Bidders and Consortium Members (if the Prospective Bidder is a Consortium), including their Affiliates, must not have any Conflict of Interest. The assessment of the existence of a Conflict of Interest shall be based on the specific facts of each case.

17.2.1 Without limiting the generality of what would constitute a Conflict of Interest, Prospective Bidders, Consortium Members, and Affiliates ***in the Project***, must not have any Conflicts of Interest. Any of the following will be considered a Conflict of Interest because they constitute overt acts or situations which indicate collusion between two or more Prospective Bidders:

- a) a Prospective Bidder, any Consortium Member, or any of their Affiliates (of either a Prospective Bidder or of the Consortium Member) is a member of another Consortium, or an Affiliate of a member of another Consortium;
- b) a Prospective Bidder, any Consortium Member, or any of their Affiliates (of either a Prospective Bidder or of the Consortium Member) which are used to meet any of the Technical Qualification Requirements or Financial Qualification Requirements has ownership interest of at least twenty percent (20%) in any other Prospective Bidder, any Consortium Member of any other Prospective Bidder, or any of their Affiliates (of either the other Prospective Bidder or any of its Consortium Members) that are used to meet any of the Qualification Requirements;
- c) a member of the board of directors, partner, officer, employee, professional advisor or agent of a Prospective Bidder, any Consortium Member, or any of their Affiliates (of either the Prospective Bidder or any of its Consortium Members), who is directly involved in the Bidding Process for the Project, is also directly involved in any capacity related to the Bidding Process for the Project for another Prospective Bidder, any Consortium Member of any other Prospective Bidder, or any of their Affiliates (of either the Prospective Bidder or any of its Consortium Members); *provided*, however, that in relation to a professional advisor, there shall be no Conflict of Interest if prior written disclosure is submitted by such

professional advisor to its client Prospective Bidder and the DOTC, together with a conflict management plan which must be approved by the DOTC;

For purposes of this Section 17.2.1(c), and without limiting the discretion of the PBAC to determine what constitutes Conflict of Interest, “direct involvement” means actual participation in the deliberations and decision-making for the Bidding Process that would give the director, partner, officer, employee knowledge/information regarding the Bids of the Prospective Bidders and which allow such director, partner, officer, employee to influence the Bids.

For the avoidance of doubt, matters listed under Section 17.2.1 shall not be considered Collusive Practice as defined under Section 17.1.

17.2.2 Without limiting the generality of what constitutes Conflict of Interest, any of the following shall be considered a Conflict of Interest because of engagement by the DOTC, the LRTA or the PPP Center for the Project.

- a) a Prospective Bidder, any of its Consortium Members, or any Affiliate of any of these entities, has been directly engaged as a consultant by the DOTC, the LRTA or the PPP Center in the preparation of any Bidding Documents or the design, or technical specifications of the Project or in connection with the Bidding Process; or
- b) a Prospective Bidder, any of its Consortium Members, or any Affiliate of any of these entities, engages any legal, financial, or technical adviser of the DOTC, the LRTA or the PPP Center in relation to the Project, or anyone who is or was an employee of the DOTC, the LRTA or the PPP Center and was directly involved in the Project less than one year before his or her engagement in relation to the Project by the Prospective Bidder, any of its Consortium Members, or any Affiliate of any of these entities.

If at any time prior to the signing of the O&M Concession Agreement, any Prospective Bidder, Consortium Member, or any Affiliate of any of these entities, is found to have a Conflict of Interest as defined in this Section 17.2, it shall be disqualified from further participating in the Bidding Process. If the Conflict of Interest involves another Prospective Bidder, then both Prospective Bidders shall be disqualified.

17.3 Lock-Up Rules

The following rules (“**Lock-Up Rules**”) shall apply from the Qualification Documents Submission Date to the Bid Proposals Submission Date (“**Qualification Period**”):

a) Corporation & Partnership

- (i) For a Pre-qualified Bidder which is a corporation or partnership, no restrictions shall be imposed on the ownership structure of such a Pre-qualified Bidder.
- (ii) However, if a Pre-qualified Bidder which is a corporation or a partnership proposes an Affiliate to meet any of the Qualification Requirements, the proposed Affiliate must remain as such in accordance with the criteria for Affiliates as provided in Section 2 of these Instructions to Prospective Bidders.

b) Consortium

- (i) A Consortium Member, may leave the Consortium and not be replaced by any other entity (“**Withdrawal**”), subject to the following conditions:
 - 1. A Consortium Member proposed to meet the Technical Qualification Requirements cannot Withdraw from the Consortium, except in the event of a Substitution as provided in paragraph (b)(ii).
 - 2. Any Consortium Member not proposed to meet the Technical or Financial Qualification Requirements may Withdraw from the Consortium.
- (ii) A Consortium Member may be replaced by another entity not previously identified in the Consortium’s Business Plan (Annex QD-1B) (“**Substitution**”), subject to the following conditions:
 - 1. Any Consortium Member can be substituted by another entity.
 - 2. If the Consortium Member leaving the Consortium is the only entity which is proposed to meet the Financial Qualification Requirement, then the substitute should meet the particular Financial Qualification Requirement which such Consortium Member was proposed to meet and the Legal Qualification Requirements.
 - 3. If the Consortium Member leaving the Consortium is the only entity which is proposed to meet a particular Technical Qualification Requirement, then the substitute should meet the particular Technical Qualification Requirement which such Consortium Member was proposed to meet and the Legal Qualification Requirements.
 - 4. The substitute should not be any of the entities identified in Annex QD-1B (Business Plan) of another Pre-qualified Bidder. For the avoidance of doubt, Pre-qualified Bidders shall not include those Prospective Bidders that failed to pre-qualify to bid for the Project.
- (iii) Any Consortium Member, whether or not they are proposed to meet the Technical or Financial Qualification Requirements, can increase or reduce its committed percentage equity interest in the Concessionaire as specified in Annex QD-1B (Business Plan).
- (iv) In the event of a Withdrawal, Substitution or change in equity interest in the Concessionaire, the following requirements must be met:
 - 1. The Financial Member must –
 - a. maintain its commitment to own at least thirty-four percent (34%) of the voting and non-voting shares of the Concessionaire; and

- b. always own the highest percentage of outstanding voting shares of the Concessionaire.
2. No Consortium Member, on its own or together with its Affiliates, shall own a greater percentage of outstanding voting shares in the Concessionaire than the Financial Member, on its own or together with its Affiliates.
3. Any change in the composition of the Consortium or the shareholding structure of the Concessionaire must be approved by the PBAC.
4. A Pre-qualified Bidder may only submit a single application with the PBAC during the Qualification Period for all changes in the composition of the Consortium or in the proposed equity structure of the Concessionaire. The application must be submitted to the PBAC at least forty-five (45) days before the Bid Proposals Submission Date. Together with its application, the Pre-qualified Bidder should submit the relevant Qualification Documents which should be revised to reflect the changes applied for.
5. Notwithstanding the foregoing, in the event of a Withdrawal, the Pre-qualified Bidder may inform the PBAC of such Withdrawal on the Bid Proposals Submission Date.
6. If the proposed change is not approved by the PBAC, the applying Pre-qualified Bidder may revert to the original Consortium composition or proposed Concessionaire shareholding structure, as provided in its Qualification Documents.

c) Consequence of Violation of Lock-Up Rules

Any violation of the Lock-Up Rules may be a ground for disqualification from the Bidding.

18 Notification of Results of Evaluation of Qualification Documents

The PBAC will notify all Prospective Bidders as to whether they passed the Pre-qualification stage not later than twenty (20) days after the Qualification Documents Submission Date (“**Notice of Pre-qualification**”). All Prospective Bidders which pass the Pre-qualification stage shall be known as Pre-qualified Bidders.

Pre-qualified Bidders will be allowed to purchase for PhP 100,000.00 the following Bidding Documents immediately upon notification that they have been pre-qualified:

- Instructions to Bidders, which will give detailed information about the requirements for the preparation of Bid Proposals;
- the Draft O&M Concession Agreement;

- the minimum performance standards and specifications, which will set out the technical requirements for the commissioning, operation, and maintenance of the Project throughout the concession period; and
- other technical documents prepared by or on behalf of DOTC and/or the LRTA.

19 Failure of Qualification Process

If only one Prospective Bidder submits its Qualification Documents, or if there is only one Pre-qualified Bidder after the evaluation of Qualification Documents, the PBAC shall proceed in accordance with the BOT Law.

20 Right to Reject Qualification Documents, Waive Minor Defects, and Not Proceed with the Bidding & Interpretation of Bidding Rules

The PBAC reserves the right to accept or reject all or any application to pre-qualify to bid without assigning any reason whatsoever.

The PBAC reserves the right to waive any minor defects in the bids, and accept the offer it deems most advantageous to government.

At any time, the PBAC reserves the right not to proceed with the Bidding Process and the execution of the O&M Concession Agreement without prior notice or liability, and without any obligation to give any reason not to proceed.

21 General Conditions and Prohibitions

By submitting Qualification Documents and participating in the Pre-qualification process, the Prospective Bidder acknowledges and agrees that:

- a) it, including all Consortium Members, their Affiliates, and their respective officers, employees, agents and advisers shall observe the highest standard of ethics during the Bidding Process;
- b) it, including all Consortium Members, their Affiliates, and their respective officers, employees, agents and advisers shall not commit any Corrupt, Fraudulent, Coercive, Undesirable and Restrictive acts or practices;
- c) it, including all Consortium Members, their Affiliates, and their respective officers, employees, agents and advisers, will not engage in any form of political or other lobbying with respect to the Project or attempt to influence the outcome of the Bidding Process;
- d) it accepts all the terms and conditions of the Invitation Documents; and

- e) the PBAC has the right to modify any of the Invitation Documents at any time, in accordance with Section 7.

22 Governing Law and Rules

The provisions of the BOT Law and other applicable Philippine laws shall govern all matters not specifically covered by the Instructions to Prospective Bidders and other Invitation Documents.

ANNEX QD-1A

BUSINESS PLAN (FOR A PROSPECTIVE BIDDER WHICH IS A PARTNERSHIP OR CORPORATION)

1. Name of Prospective Bidder:

2. Contact Information of Prospective Bidder

a. Address	
b. Website	
c. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

3. Entity which fulfills the Operation and Maintenance Experience Requirement

a. Name of Entity	
b. Relationship to Prospective Bidder	
c. Address	
d. Website	
e. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

4. Affiliate, if any, of the entity which fulfills the Operation and Maintenance Experience Requirement whose experience is being submitted as evidence of that entity's operation and maintenance experience.

Name	
Address	
Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

5. Entity which fulfills the Financial Capability Qualification Requirement

a. Name of Entity	
b. Relationship to Prospective Bidder	
c. Address	
d. Website	
e. Contact Person	

i. Telephone	
ii. Fax	
iii. E-mail	

6. Affiliate, if any, of the entity which fulfills the Financial Capability Qualification Requirement, whose financial capability is being submitted as evidence of that entity's financial capability.

Name	
Address	
Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

For and on behalf of (Name of Prospective Bidder/if Consortium, Name of Consortium and Financial Member)

(Signature of Authorized Representative)

(Name, Title, and Date)

ANNEX QD-1B

BUSINESS PLAN (FOR A PROSPECTIVE BIDDER WHICH IS A CONSORTIUM)

Name of Consortium:

1. Consortium Members

	Financial Member	Other Member	Other Member	Other Member
Name				
Percentage Interest in the Consortium				
Type of Legal Entity (corporation/partnership)				

2. Contact Information of Consortium Members

a. Financial Member	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

a. Consortium Member	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

a. Consortium Member	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

a. Consortium Member	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

a. Consortium Member	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

3. Entity which fulfills the Operation and Maintenance Experience Requirement

a. Name of Entity	
b. Consortium Member to which this entity is related	
c. Relationship to Consortium Member	
d. Address	
e. Website	
f. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

4. Affiliate, if any, of the entity which fulfills the Operation and Maintenance Experience requirement, whose experience is being submitted as evidence of that entity's operation and maintenance experience.

Name	
Address	
Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

5. Entity which fulfills the Financial Capability Qualification Requirement

a. Name of Entity	
b. Relationship to Financial Member	

c. Address	
d. Website	
e. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

6. Affiliate, if any, of the entity which fulfills the Financial Capability Qualification Requirement, whose financial capability is being submitted as evidence of that entity's financial capability.

A Consortium may only designate a single entity as Financial Member which entity must have the largest equity interest in the Consortium (at least 34% of both voting and non-voting shares) and must fully meet the two Financial Capability Qualification Requirements prescribed in Section 11.3.

Name	
Address	
Contact Person	
i. Telephone	
i. Fax	
ii. E-mail	

For and on behalf of (Name of Prospective Bidder/if Consortium, Name of Consortium and Financial Member)

(Signature of Authorized Representative)

(Name, Title, and Date)

ANNEX QD-2

BASIC INFORMATION SHEET

- a. To be submitted by all entities listed in all sections of the Business Plan (Form QD-1A or QD-1B).
- b. Required attachments: For all entities submitting this form:
 1. Certified true copy of its latest General Information Sheet, stamped “received” by the SEC or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The certification may come from either the SEC or its equivalent in a foreign country, or the entity’s corporate secretary. If it comes from the entity’s corporate secretary, the certification must be under oath and notarized.
 2. Certified true copy of SEC Certificate of Incorporation or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The SEC Certificate of Incorporation, or the equivalent document for a foreign entity, must be certified by the SEC or its equivalent in a foreign country.
 3. Certified true copy of latest Articles of Incorporation or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The Articles of Incorporation may be certified either by the SEC or its equivalent in a foreign country, or by the entity’s corporate secretary. All certifications by the entity’s corporate secretary must be under oath and notarized.
 4. Certified true copy of latest By-Laws or for a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The By-Laws may be certified either by the SEC or its equivalent in a foreign country, or by the entity’s corporate secretary. All certifications by the entity’s corporate secretary must be under oath and notarized.

1. Name of Entity	
2. Type of entity (please check one)	<input type="checkbox"/> Partnership <input type="checkbox"/> Corporation
3. Consortium Member or not? (please check one)	<input type="checkbox"/> Yes <input type="checkbox"/> No

4. Affiliate of an entity listed in QD-1A or QD-1B?	<input type="checkbox"/> Yes, Affiliate of _____ <input type="checkbox"/> No
5. Place of Incorporation or Registration	
6. Year of Incorporation or Registration	
7. Principal Purposes or Businesses	

8. Shareholder or Partner Information

Name of Shareholder or Partner	Nationality	Percentage Total of Shareholding or Partnership Interest

(Insert rows as necessary)

9. Information on Beneficial Owners who own more than 5% Beneficial Interest

Name of Beneficial Owner	Nationality	Percentage Total of Beneficial Ownership

(Insert rows as necessary)

For and on behalf of (Name of Entity)

For and on behalf of (Name of Prospective Bidder/if Consortium, Name of Consortium and Financial Member)

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name, Title, and Date)

(Name, Title, and Date)

ANNEX QD-3:

**CERTIFICATION OF ABSENCE OF UNSATISFACTORY PERFORMANCE
RECORD**

- a. To be submitted by all entities listed in all sections of the Business Plan (Form QD-1A or QD-1B).

All entities which are proposed to meet any of the Technical Qualification Requirements or Financial Capability Qualification Requirements must submit a Certification of Absence of Unsatisfactory Performance Record.

Prospective Bidder	
Entity which fulfills a Qualification Requirement	
Qualification Requirement	
Relationship to Prospective Bidder	

Republic of the Philippines)
) s.s.

Certification of Absence of Unsatisfactory Performance Record

I, *(name)*, *(citizenship)*, of legal age, with office address at *(address)*, as the *(position/designation)* of *(name of company represented)*, a *(corporation/partnership)* organized and existing under and by virtue of the laws of *(place of incorporation/registration)* hereby certify, for and on behalf of *(name of company represented)*, that *(name of company represented)* does not have any record of Unsatisfactory Performance, as defined in Section 2(aaa) of the Instructions to Prospective Bidders, in any of its projects and contracts.

Date and Place of Execution.

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

(Name)
(Designation)

SUBSCRIBED AND SWORN TO before me this (____) day of *(month and year)* at *(place)*, affiant exhibiting to me his/her *(proof of identity acceptable under Philippine notarial regulations)*, issued at *(city)* on *(date)*.

Notary Public

Doc. No.: _____
Page No.: _____
Book No.: _____
Series of 2014.

ANNEX QD-4A

OPERATION AND MAINTENANCE EXPERIENCE

- a. To be submitted by the entity which fulfills the Operation and Maintenance Experience as identified in the Business Plan (Form QD-1A or QD-1B).
- b. Required attachments:
 1. notarized certificate of project completion or that the project is ongoing, from the project's owner (Form QD-4B);
 2. if the project was completed by an Affiliate of the entity which fulfills the Operation and Maintenance Experience Requirement, evidence of such affiliation;
 3. certified true copy of a valid ISO 9001 certification or its equivalent (accompanied by a written explanation of why it is considered an equivalent to an ISO 9001 certification);
 4. certified true copy of a valid ISO 14001 certification or its equivalent (accompanied by a written explanation of why it is considered an equivalent to an ISO 14001 certification);

The entity proposed to meet the O&M Experience Qualification Requirement may submit a document equivalent to the ISO 9001 or ISO 14001 certification in lieu of such ISO certifications. One possible "equivalent document" for an entity being proposed to meet the O&M Experience could be a notarized certification from the competent regulatory authority stating that:

- (i) it is the regulatory authority in the country where the entity being proposed to meet the O&M Experience was registered for creation or recognition of its juridical personality or capacity and it has jurisdiction over such entity;
- (ii) the laws in such country do not require entities like the entity being proposed to meet the O&M Experience to secure ISO certifications;
- (iii) the entity proposed to meet the O&M Experience is compliant with the relevant policies, procedures and programs required by applicable laws, rules and regulations of such country; and
- (iv) the entity being proposed to meet the O&M Experience requirement has in place internal procedures and processes substantially equivalent to those required under ISO 9001 and ISO 14001 certifications.

Together with this notarized certification, the entity being proposed to meet the O&M Experience Qualification Requirement must prove that it has substantially equivalent internal procedures as those required for ISO 9001 and ISO 14001, as evidenced by the submission of a notarized document describing the entity's approved internal quality and environmental management system.

- (i) certified true copy of a Safety Case Manual table of contents;
- (ii) certified true copy of a Safety Management System Manual table of contents;
- (iii) certified true copy of annual performance reports for the last three (3) years;
- (iv) certified true copy of annual audited safety report for the last three (3) years; and
- (v) certified true copy of annual audited financial report for the last three (3) years.

1. Entity which fulfills the O&M Experience requirement in Section 11.2.3, as identified in Business Plan (Form QD-1A or QD-1B).

Prospective Bidder	
Entity which fulfills the requirement	
Relationship to Prospective Bidder	

2. Project demonstrating local or international experience in the –

- a. Operation and maintenance of a metropolitan passenger rail transit system fitted with automatic train protection, automatic train operation or control and automatic train supervision systems capable of transporting at least fifty (50) million passengers and has actually transported at least twenty (20) million passengers per fiscal year, for a period of at least three (3) full consecutive fiscal year, within the last five (5) years prior to the Qualification Documents Submission Date; and
- b. Experience (as defined in Section 11.2.1.a.2) in the commissioning process for a metropolitan passenger rail transit system fitted with automatic train protection, automatic train control and automatic train supervision systems, or a section of such system within the last ten (10) years prior to the Qualification Documents Submission Date.

Name of Project	
Location	
Description	
Start Date of Operation Period	
End Date of Operation Period	
Nature of Involvement	
Client*	
Name of Entity which Completed the Project**	
Service frequency (trains/peak hour)	
Route length (kms)	
Design passenger capacity (millions of passengers per annum)	
Traffic Y1 (millions of passengers per annum)	
Traffic Y2 (millions of passengers per annum)	

Traffic Y3 (millions of passengers per annum)	
Average annual traffic over 3 years (million p.p.a.)	

*Please attach notarized Certificate of Project Completion or Ongoing project from Owner.

**Must be the entity identified in #1 or an Affiliate. If an Affiliate, please attach evidence of such affiliation.

3. Other Projects

Name of Project	
Location	
Description	
Start Date of Operation Period	
End Date of Operation Period	
Nature of Involvement	
Client*	
Name of Entity which Completed the Project**	
Name of entity which* completed the project	
Service frequency (trains/peak hour)	
Route length (kms)	
Design passenger capacity (millions of passengers per annum)	
Traffic Y1 (millions of passengers per annum)	
Traffic Y2 (millions of passengers per annum)	
Traffic Y3 (millions of passengers per annum)	
Average annual traffic over 3 years (million p.p.a.)	

*Please attach notarized Certificate of Project Completion or Ongoing project from Owner.

**Must be the entity identified in #1 or an Affiliate. If an Affiliate, please attach evidence of such affiliation.

Name of Project	
Location	
Description	
Start Date of Operation Period	

End Date of Operation Period	
Nature of Involvement	
Client*	
Name of Entity which Completed the Project**	
Name of entity which* completed the project	
Service frequency (trains/peak hour)	
Route length (kms)	
Design passenger capacity (millions of passengers per annum)	
Traffic Y1 (millions of passengers per annum)	
Traffic Y2 (millions of passengers per annum)	
Traffic Y3 (millions of passengers per annum)	
Average annual traffic over 3 years (million p.p.a.)	

*Please attach notarized Certificate of Project Completion or Ongoing project from Owner.

**Must be the entity identified in #1 or an Affiliate. If an Affiliate, please attach evidence of such affiliation.

For purposes of proving compliance with the requirement of having received average aggregate revenue of at least Four Billion Four Hundred Million Philippine Pesos (PhP 4,400,000,000.00) or its equivalent from or in connection with the O&M of one or more mass rapid transit system(s), bus rapid transit system(s), tramway(s), or equivalent(s) as of its last three (3) audited financial statements (as set out in Section 11.2.1.a.3):

	Year 1 <i>(most recent fiscal year)</i>	Year 2	Year 3
Aggregate revenue from O&M of mass rapid transit system(s), bus rapid transit system(s), tramway(s), or equivalent			

For purposes of proving compliance with the requirement that the entity proposed to meet the O&M Experience shall have been in existence for at least ten (10) years prior to the Qualification Documents Submission Date (as set out in Section 11.2.1.a.4), the entity's year of establishment:

Year of establishment of the entity proposed to meet the O&M Experience:	
--	--

For and on behalf of (Name of Entity)

For and on behalf of (Name of Prospective Bidder/if Consortium, Name of Consortium and Financial Member)

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name)
(Designation)

(Name)
(Designation)

ANNEX QD-4B

CERTIFICATE OF OPERATIONS EXPERIENCE

Note: To be issued by the client for each of the projects identified in Annex QD-4A (O&M Experience Qualification Criteria).

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	

I, *(name of representative of client)*, *(citizenship)*, of legal age, with office address at *(address)*, as the *(position/designation)* of *(name of client)*, a *(corporation/partnership)* organized and existing under and by virtue of the laws of *(place of incorporation/registration)* hereby declare for and on behalf of *(name of client)* that:

1. *(Name of client)* certifies, based on [*published information/information submitted to (name of client) and authenticated by us*], that *(name of the proposed entity)* was engaged by *(name of the entity)* to operate and maintain a rail based mass rapid transit system at *(name of the mass rapid transit system)*.

2. The *(name of the mass rapid transit system)* was commissioned into service on *(date of commissioning of the project)* and it has been in continuous operations after such commissioning. The design capacity of the mass rapid transit system is *(insert number)* million passengers per annum.

3. The *(name of the mass rapid transit system)* has been operational for the continuous period between *(insert date)* and *(insert end date of continuous 3 fiscal year period)*, with the traffic in each of those 3 fiscal years as follows:

- (FY1)* *(insert number)* million passengers per annum
- (FY2)* *(insert number)* million passengers per annum
- (FY3)* *(insert number)* million passengers per annum

4. The average annual traffic handled at the mass rapid transit system in the 3 fiscal year period mentioned in paragraph 3 was (insert number) million passengers per annum.

5. The (name of the proposed entity) engaged by (name of the entity) to operate and maintain a rail based mass rapid transit system at (name of the mass rapid transit system) has operated and maintained the rail based mass rapid transit system satisfactorily.

Date and place of execution.

For and on behalf of (name of client)

(signature of representative of project owner)

(Name)

(Designation)

SUBSCRIBED AND SWORN TO before me this (____) day of (month and year) at (place), affiant exhibiting to me his/her (proof of identity acceptable under Philippine notarial regulations), issued at (city) on (date).

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ANNEX QD-5

KEY PERSONNEL

Name of Prospective Bidder:

1. Individual with at least ten (10) years experience in the operation and maintenance of a metropolitan passenger rail transit system which is capable of transporting at least fifty (50) million passengers per fiscal year and has actually transported twenty (20) million passengers in average per fiscal year, for a period of at least three (3) full consecutive fiscal years, within the last five (5) years prior to the Qualification Documents Submission Date, and with relevant degree and recognized professional qualification or license in railway operations and maintenance

a. Name	
b. Employer	
c. Position	
d. Nationality	
e. Date of Birth	

- f. Key Experience (add columns as necessary)

Employer			
Position			
Start Date			
End Date			
Description of Projects Undertaken			

- g. Educational Background

College Degree:	School:	Year Graduated:
Graduate Studies:	School:	Year Graduated:
Professional License:	Year:	

2. Individual with at least ten (10) years experience in the financial management of an operational metropolitan passenger rail transit system capable of transporting at least fifty (50) million passengers per fiscal year and has actually transported twenty (20) million passengers in average per fiscal year, for a period of at least three (3) full consecutive fiscal years, within the last five (5) years prior to the Qualification Documents Submission Date, and with a relevant degree and recognized professional qualification or license in finance, engineering or management

a. Name	
b. Employer	
c. Position	

d. Nationality	
e. Date of Birth	

f. Key Experience (add columns as necessary)

Employer			
Position			
Start Date			
End Date			
Description of Projects Undertaken			

g. Educational Background

College Degree:	School:	Year Graduated:
Graduate Studies:	School:	Year Graduated:
Professional License:	Year:	

For and on behalf of (Name of Prospective Bidder/if Consortium, Name of Consortium and Financial Member)

(Signature of Authorized Representative)

(Name, Title, and Date)

ANNEX QD-6

NOTARIZED STATEMENT OF FINANCIAL CAPABILITY

- a. To be submitted by the entity which fulfills the Financial Capability Qualification Requirement in Section 11.3, as identified in the Business Plan (Form QD-1A or Form QD-1B), item 9.

- b. Required Attachments:
 - 1. Certified true copy of audited financial statements dated not earlier than 30 June 2013, stamped "received" by the Bureau of Internal Revenue or for foreign entities, the appropriate government agency equivalent to the Bureau of Internal Revenue in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The certification may be issued by an officer of the entity proposed to meet the Financial Capability Qualification Requirements, in which case the certification must be under oath and notarized.

 - 2. If the Prospective Bidder will use an Affiliate or an Affiliate of the Financial Member to comply with the Financial Capability Qualification Requirements in Section 10.3, attach evidence of such affiliation.

 - 3. A testimonial letter from a domestic universal or commercial bank duly licensed by the Bangko Sentral ng Pilipinas attesting that the Prospective Bidder or the Financial Member in case of a Consortium, or any of their Affiliates, is banking with them and that it is in good financial standing and/or qualified to obtain credit facilities from such bank of at least PhP500,000,000.00 and/or has a cash balance of no less than PhP500,000,000.00.

Prospective Bidder	
Entity which fulfills the requirement	
Relationship to Prospective Bidder	

Republic of the Philippines)
) s.s.

Notarized Statement of Financial Capability

I, (name), (citizenship), of legal age, with office address at (address), as the (position/designation) of (name of entity), a (corporation/partnership) organized and existing under and by virtue of the laws of (place of incorporation /registration), after having been duly sworn according to law, hereby certify for and on behalf of (name of entity) that the information stated in this Notarized Statement of Financial Capability is true and that the attached documents are genuine and true copies of the original.

1. The *(name of entity)* has a minimum net worth equivalent to at least Two Billion Philippine Pesos (Php 2,000,000,000.00) or its equivalent as of its audited financial statements for the most recent fiscal year, a certified true copy of which is attached to this certificate.
2. The financial summary of *(name of entity)* from is as follows:

Financial Information	<u>(Most recent fiscal year)</u>
(indicate last day of accounting year)	
1. Total assets	
2. Total liabilities	
3. Total net worth	

Date and Place of Execution.

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

(Name)

(Designation)

SUBSCRIBED AND SWORN TO before me this (____) day of *(month and year)* at *(place)*, each affiant exhibiting to me his/her *(proof of identity acceptable under Philippine notarial regulations)*, issued at *(city)* on *(date)*.

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5. *(name of Prospective Bidder)*, including the entities it has identified to comply with the Qualification Requirements under the Instructions to Prospective Bidders, have not at any time engaged in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practices, nor have a Conflict of Interest.

6. *(name of Prospective Bidder)* waives any right to and shall not seek or obtain any restraining order, writ of injunction or prohibition or any other form of coercive judicial, quasi-judicial or administrative writ, process or issuance against the DOTC or the LRTA to restrain, prevent, suspend, or in any manner forestall, hinder or render inconvenient the Bidding Process. *(name of Prospective Bidder)* acknowledges that the DOTC and the LRTA are undertaking this Bidding Process in the performance of their functions to ensure the provision of a critical basic necessity and that, therefore, the Project is of paramount public interest and importance and that the DOTC and the LRTA will suffer serious and irreparable damage on account of any breach by *(name of Prospective Bidder)* of these undertakings, and agree that the breach of these undertakings shall result in *(name of Prospective Bidder)*'s automatic disqualification from the Bidding.

For and on behalf of *(Name of Prospective Bidder/Name of Consortium / List of Consortium Members)*

(Signature of Authorized Representative)

(Name)
(Designation)

SUBSCRIBED AND SWORN TO before me this (____) day of *(month and year)* at *(place)*, each affiant exhibiting to me his/her *(proof of identity acceptable under Philippine notarial regulations)*, issued at *(city)* on *(date)*.

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ANNEX QD-8A

**NOTARIZED AUTHORITY TO APPLY TO PRE-QUALIFY AND DESIGNATION
OF AUTHORIZED REPRESENTATIVE**

a. To be submitted by a Prospective Bidder which is a partnership or corporation

[Letterhead]

Republic of the Philippines)
) s.s.

I, (*name of corporate secretary or equivalent officer*), after having been duly sworn according to law, hereby depose and state that:

1. I am a (*Filipino*) citizen, of legal age and a resident of [**•**];
2. I am the duly elected (*corporate secretary or equivalent officer*) of (*name of Prospective Bidder*) (the “Prospective Bidder”), a (*corporation/partnership*) organized and existing under and by virtue of the laws of (*the Philippines*);
3. At a (*regular/special*) meeting of the (*board of directors/partners*) of the Prospective Bidder, held on (*date*) at (*place*), in which meeting a quorum was present and acting throughout, the following Resolutions were unanimously passed and approved:

RESOLVED, AS IT IS HEREBY RESOLVED, that (*name of Prospective Bidder*) be, and is, authorized to participate in the Bidding Process for the operation and maintenance of the LRT Line 2 Operations and Maintenance Project (“**Project**”) and to apply for Pre-qualification as a Pre-qualified Bidder for the Project;

RESOLVED FURTHER, that (*name of representative*) and (*name of representative*)¹ are hereby appointed as the authorized representative of the Prospective Bidder during Pre-qualification, authorized to execute, sign, submit and receive documents for, and otherwise act in the name of, the Prospective Bidder;

RESOLVED, FINALLY, that any and all acts done and/or performed by (*name of representative*) under and by virtue of this resolution be, as they are hereby, confirmed and ratified.

4. These resolutions have not been revoked, amended or modified and remain valid and binding on the Prospective Bidder; and
5. The above resolutions are in accordance with the records of the Prospective Bidder.

¹ Prospective Bidders are required to provide two authorized representatives

Place, Date of Execution.

[Corporate Secretary or Equivalent Officer]

SUBSCRIBED AND SWORN TO before me this (____) day of (*month and year*) at (*place*), each affiant exhibiting to me his/her (*proof of identity acceptable under Philippine notarial regulations*), issued at (*city*) on (*date*).

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ANNEX QD-8B

**CONSORTIUM MEMBER’S NOTARIZED AUTHORITY TO PARTICIPATE IN
CONSORTIUM AND APPLY TO PRE-QUALIFY, AND DESIGNATION OF
FINANCIAL MEMBER AND AUTHORIZED REPRESENTATIVE OF
CONSORTIUM**

- a. For a Prospective Bidder which is a Consortium, to be submitted by each Consortium Member

Each Consortium Member must submit Annex QD-8B, which document should contain the resolutions indicated in such Annex.

[Letterhead of Prospective Bidder]

Republic of the Philippines)
) s.s.

I, (*corporate secretary or equivalent officer*), after having been duly sworn according to law, hereby depose and state that:

1. I am a (*Filipino*) citizen, of legal age and a resident of [•];
2. I am the duly elected (*corporate secretary or equivalent officer*) of (*Consortium Member*), a (*corporation/partnership*) organized and existing under and by virtue of the laws of (*the Philippines*);
3. At a regular/special meeting of the (*board of directors/partners*) of (*Consortium Member*), held on (*date*) at (*place*), in which meeting a quorum was present and acting throughout, the following Resolutions were unanimously passed and approved:

RESOLVED, AS IT IS HEREBY RESOLVED, that the (*Consortium Member*) be, and is, authorized to participate, through a Consortium consisting of the following Members and their respective nationalities and percentage interests in the Consortium, in the Bidding Process for the operation and maintenance of the LRT Line 2 Operations and Maintenance Project (“**Project**”) and to apply for Pre-qualification of Prospective Bidders for the Project;

Name of Consortium Member	Nationality	% Interest

RESOLVED FURTHER, that the (*Consortium Member*) in the exercise of its interest in the Consortium hereby:

- (a) designates (*name of Financial Member of Consortium*) as Financial Member of the Consortium with the authority to represent Consortium during the Pre-qualification of Prospective Bidders for the Project;
- (b) authorizes (*name of authorized representative*) of (*name of Financial Member of Consortium*) as representative of the Consortium during the Pre-qualification of Prospective Bidders for the Project, and for such purpose shall have the authority to execute, sign, submit and receive documents for, and otherwise act in the name of the Consortium.

RESOLVED, FURTHER, that any and all acts done and/or performed by (*name of Financial Member of Consortium*) and (*name of authorized representative*) under and by virtue of this resolution be, as they are hereby, confirmed and ratified.

RESOLVED, FURTHER, that in the event the Consortium is declared as the Winning Bidder, the (*Consortium Member*) will cooperate with the other Consortium Members to register a domestic corporation with the Philippine Securities and Exchange Commission which corporation shall undertake to bind itself to be liable for the obligations of the Concessionaire under the O&M Concession Agreement.

RESOLVED, FINALLY, that until the O&M Concession Agreement has been awarded and the domestic corporation has been formed, the (*Consortium Member*) binds itself jointly and severally for all the obligations of the Prospective Bidder under the Instructions to Prospective Bidders and the obligations of the Pre-qualified Bidder under the Instructions to Bidders, and those of the Concessionaire under the O&M Concession Agreement, as may be applicable.

4. These resolutions have not been revoked, amended or modified and remain valid and binding on the (*Consortium Member*); and

5. The above resolutions are in accordance with the records of the (*Consortium Member*).

Place, Date of Execution.

[Corporate Secretary or Equivalent Officer]

SUBSCRIBED AND SWORN TO before me this (____) day of (*month and year*) at (*place*), each affiant exhibiting to me his/her (*proof of identity acceptable under Philippine notarial regulations*), issued at (*city*) on (*date*).

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ANNEX QD-9

**COPIES OF ANNUAL O&M PERFORMANCE REPORTS
& AUDITED SAFETY AND FINANCIAL REPORTS FOR THE PAST 3 FISCAL
YEARS**

Note: To be submitted by the entity which fulfills the operation and maintenance Qualification Criteria requirement in Section 11.2.1, as identified in item 4 of the business plan (Annex QD-1A or Annex QD-1B).

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	

ANNEX QD-10

CERTIFIED TRUE COPY OF SAFETY CASE MANUAL TABLE OF CONTENTS

Note:

- a. To be submitted for each of the projects identified in Annex QD-4A.*
- b. Submitted as evidence of a systematic and risk reduction approach to maintaining and operating a rail enterprise.*

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	

ANNEX QD-11

**CERTIFIED TRUE COPY OF SAFETY MANAGEMENT SYSTEM MANUAL
TABLE OF CONTENTS**

Note:

- a. *To be submitted for each of the projects identified in Annex QD-4A.*
- b. *Submitted as evidence of a systematic and risk reduction approach to maintaining and operating a rail enterprise.*

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	

ANNEX QD-12

CERTIFIED TRUE COPY OF VALID ISO 9001 COMPLIANCE

Note:

- a. *To be submitted by the entity which is proposed to meet the operation and maintenance Qualification Criteria requirement in Section 11.2.1, as identified in item 4 of the business plan (Annex QD-1A or Annex QD-1B).*
- b. *Submitted as evidence of a systematic approach to managing processes across the organizational structure.*

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	

ANNEX QD-13

CERTIFIED TRUE COPY OF VALID ISO 14001 COMPLIANCE

Note:

- a. *To be submitted by the entity which is proposed to meet the operation and maintenance Qualification Criteria requirement in Section 11.2.1, as identified in item 4 of the business plan (Annex QD-1A or Annex QD-1B).*
- b. *Submitted as evidence of a learning organization utilizing the continuous improvement cycle.*

Prospective Bidder:	
Entity which fulfils the requirement:	
Relationship to Prospective Bidder:	