



**REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION AND
COMMUNICATIONS
&
CIVIL AVIATION AUTHORITY OF THE PHILIPPINES**

***BACOLOD-SILAY, ILOILO (BUNDLE 1)
DAVAO, LAGUINDINGAN, AND NEW BOHOL (PANGLAO)
(BUNDLE 2)
REGIONAL AIRPORTS DEVELOPMENT AND
OPERATIONS AND MAINTENANCE PROJECTS***

**INSTRUCTIONS TO PROSPECTIVE BIDDERS
(ITPB)**

10 March 2015

DISCLAIMER

The information contained in this Instructions to Prospective Bidders and the other Invitation Documents subsequently provided to Prospective Bidder(s), whether verbally or in documentary or any other form, by or on behalf of the DOTC and CAAP or any of its employees or advisors, is provided to the Prospective Bidder(s) on the terms and conditions set out in the Invitation Documents and such other terms and conditions subject to which such information is provided.

The Invitation Documents are not agreements or offers by the DOTC and CAAP to the Prospective Bidders or any other person. The purpose of the Invitation Documents is to provide interested parties with information that may be useful to them for the purpose of pre-qualifying for the Projects pursuant to the Invitation Documents. The Invitation Documents include statements, which reflect various assumptions and assessments arrived at by the DOTC and CAAP in relation to Bundle 1 and Bundle 2 of the Regional Airports Projects. Such assumptions, assessments, and statements do not purport to contain all the information that each Prospective Bidder may require. The Invitation Documents may not be appropriate for all persons and it is not possible for the DOTC or CAAP, its employees, or its advisors to consider the investment objectives, financial situation, and particular needs of each party who reads or uses the Invitation Documents. The assumptions, assessments, statements, and information contained in the Invitation Documents and associated documents may not be complete, accurate, adequate or correct. Each Prospective Bidder should, therefore, conduct its own investigation and analysis and should check the accuracy, adequacy, correctness, reliability, and completeness of the assumptions, assessments, statements, and information contained in the Invitation Documents and obtain independent advice from appropriate sources.

Information provided in the Invitation Documents to the Prospective Bidder(s) is on a wide range of matters, some of which may depend upon interpretations 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 CAAP accepts no responsibility for the accuracy, or otherwise, of any interpretation or opinion on law expressed herein.

The DOTC and CAAP, its employees, and its advisors make no representation or warranty and shall have no liability to any person, including any Prospective Bidder, under any law, statute, rule or regulation, principle of restitution or unjust enrichment or otherwise for any loss, damages, cost or expense which may arise from or be incurred or suffered on account of anything contained in the Invitation Documents or otherwise, including the accuracy, adequacy, correctness, completeness or reliability of the Invitation Documents and any assessment, assumption, statement or information contained therein or deemed to form part of the Invitation Documents or arising in any way from participation in the Bidding Process.

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

The DOTC and CAAP may, in its absolute discretion, but without being under any obligation to do so, update, amend or supplement the information, assessment or assumptions contained in the Invitation Documents.

The issuance of the Invitation Documents does not imply that the DOTC and CAAP is bound to select a Prospective Bidder or to appoint a selected Bidder or Project Proponent, as the case may be, for either or both of Bundle 1 and/or Bundle 2 of the Regional Airports Projects and the DOTC and CAAP reserve the right to reject all or any of the Prospective Bidders or Bids without assigning any reason whatsoever.

Each Prospective Bidder shall bear all its costs associated with or relating to the preparation and submission of its Bid including but not limited to preparation, copying, postage, delivery fees, and expenses associated with any demonstrations or presentations which may be required by the DOTC and CAAP or any other costs incurred in connection with or relating to its Bid. All such costs and expenses will remain with the Prospective Bidder and the DOTC and CAAP shall not be liable in any manner whatsoever for the same or for any other costs or other expenses incurred by a Prospective Bidder in preparation or submission of the Bid, regardless of the conduct or outcome of the Bidding Process.

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REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS
CIVIL AVIATION AUTHORITY OF THE PHILIPPINES

**Bacolod-Silay, Iloilo (Bundle 1),
Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2)
Regional Airports Development and
Operations and Maintenance Projects**

INSTRUCTIONS TO PROSPECTIVE BIDDERS

INTRODUCTION

The Department of Transportation and Communications (“DOTC”) and Civil Aviation Authority of the Philippines (“CAAP”) invite Prospective Bidders to apply to pre-qualify and bid for the airport development and operations and maintenance of the Bundle 1 and Bundle 2 airports (the “Projects”) pursuant to a dual-stage public bidding process in accordance with the Philippine Build-Operate-Transfer (“BOT”) Law (Republic Act No. 6957, as amended by Republic Act No. 7718), and its 2012 Revised Implementing Rules and Regulations (“Revised IRR”), the applicable provisions of which are incorporated herein by reference.

The Projects consists of:

1. Taking-over the operations and maintenance of the existing facilities from CAAP, excluding the Tagbilaran airport and the Davao airport’s former landside structures and facilities located East of the runway, and except as otherwise provided below.
2. Enhancement/development of landside facilities, including passenger and cargo terminal(s), along with all associated infrastructures and facilities.
3. Enhancement/development of airside facilities to meet the enhanced scale of operations of the airports.
4. Installation of all required equipment and associated facilities.
5. Provision of required works with respect to the existing terminals (either facilities already in operation, as in the case of the Bacolod-Silay, Iloilo, Davao, and Laguindingan airports, or newly-constructed facilities, as in the case of the New Bohol (Panglao) airport), along with all associated infrastructure and facilities, necessary to handle operations until the expansion of the existing terminals and/or the development of new passenger terminal(s).
6. Operations and maintenance of landside facilities (including, among others, the passenger terminals) and associated airside facilities (including, among others, the apron, runway and taxiway), during the entire concession period.

All the above shall be as per the applicable standards and the Minimum Performance Standards and Specifications (“MPSS”) specified in the Concession Agreement.

The following are not included in the scope of the Projects and CAAP would continue to be responsible for:

1. Air Traffic Control (“ATC”) Services
2. Air Navigation Services (“ANS”)
3. Operations and Maintenance of ATC and ANS facilities

Further, the following services are not included in the scope of the Projects and would continue to be provided by the relevant agencies at the airports:

1. Customs
2. Immigration
3. Security
4. Quarantine
5. Services provided by the Philippine Overseas Employment Administration (POEA) and the Overseas Workers Welfare Administration (OWWA)

The PBAC reserves the right to revise, expand, reduce, and/or further specify the above inclusions and exclusions to the scope of the Projects.

The documents that describe the Projects and govern the process to be followed for Pre-Qualification are:

1. The Invitation to Pre-Qualify and Bid;
2. This Instructions to Prospective Bidders and its Annexes; and
3. The Project Information Memorandum.

References to “Invitation Documents” shall mean these three documents, collectively, and any 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 and Bid until the Qualification Documents Submission Date.

SECTION I- GENERAL CONDITIONS AND PROHIBITIONS

I-01 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 its Consortium Members and proposed Subcontractors, 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 its Consortium Members and proposed Subcontractors, their Affiliates, and their respective officers, employees, agents and advisers shall not commit any Corrupt Fraudulent, Coercive, Undesirable and Restrictive Practices.
- c. It, including all its Consortium Members and proposed Subcontractors, 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 Projects or attempt to influence the outcome of the Bidding Process.
- d. It accepts all the terms and conditions of the Invitation Documents.
- e. The PBAC has the right to modify any of the Invitation Documents at any time.
- f. The PBAC reserves the right to revise the bundling of the Regional Airports at any time.
- g. The interpretation and construction of the Invitation Documents shall rest solely with the PBAC. The PBAC shall not assume any responsibility for any erroneous interpretations or conclusions by the Bidders out of data furnished or indicated in the bidding documents.

I-02 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.

I-03 DEFINITIONS

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

- a. **"Affiliate"** means a person, corporation or any entity effectively Controlled by or Controlling the Prospective Bidder or Consortium Member (as the case may be) or associated with the Prospective Bidder or Consortium Member (as the case may be) under common ownership and Control.
- b. **"Airline"** is an individual, partnership, corporation, or any other juridical entity that is a holder of any of the following permits issued by the Civil Aeronautics Board ("CAB") of the Philippines: (1) a valid and effective Permit to Operate

Scheduled International Air Transportation Services; or (2) a valid and effective Permit to Operate Scheduled Domestic Air Transportation Services; or (3) a valid and effective Foreign Air Carrier's Permit and providing scheduled passenger services.

For avoidance of doubt, an individual, partnership, corporation, or any other juridical entity providing dedicated cargo transport services shall not be deemed an Airline for the purposes of this amended ITPB.

- c. **"Airline-Related Entity"** is an individual, partnership, corporation, or any other juridical entity that: (1) is an Airline; or (2) is an Affiliate of an Airline.
- d. **"Annual Passenger Throughput"** of an airport is the sum total of its arriving and departing passengers, on a scheduled or non-scheduled commercial flight, for one year. This would not include arriving and departing passengers on general aviation flights. A transit passenger, who does not leave the airport terminal is counted once, as an arriving passenger.
- e. **"Bidder"** means any individual, partnership, corporation, or any other juridical entity, or Consortium that participates in the Bidding Process.
- f. **"Bid Proposal"** means the Bid Letter, Bid Security, and Additional Requirements for Consortia with New Members, Technical Proposal, and Financial Proposal to be submitted by the Bidders pursuant to the Instructions to Bidders that will be released by PBAC after Pre-Qualification.
- g. **"Bid Proposals Submission Date"** means the day to be set by the PBAC for the submission of the Bid Proposals.
- h. **"Bid Security"** means the instrument provided by the Bidder to guarantee that it shall comply with all its obligations under the Instructions to Bidders.
- i. **"Bidding Documents"** means the documents enumerated in Section VI-07 which are furnished to the Pre-Qualified Bidders.
- j. **"Bidding Process" or "Bidding"** means the process beginning from the publication of the Invitation to Pre-Qualify and Bid until the signing of the Concession Agreement, as described in Section II-02.
- k. **"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 its Revised Implementing Rules and Regulations.
- l. **"Bundle 1"** comprises the Bacolod-Silay and Iloilo Airports Development and Operations and Maintenance Projects.
- m. **"Bundle 2"** comprises the Davao, Laguindingan, and New Bohol (Panglao) Development and Operations and Maintenance Projects.

- n. **“CAAP”** means the Civil Aviation Authority of the Philippines.
- o. **“Concession Agreement/s”** means the contract/s to be executed between the DOTC and CAAP with the Winning Bidder/s or the legal entity/ies formed by the Winning Bidder.
- p. **“Concession Period/s”** means the period/s over which Concession/s will be granted to the Winning Bidder/s, over a period of thirty (30) years, as per provisions to be defined in the Concession Agreements.
- q. **“Conflict of Interest”** is defined in Section VI-04.
- r. **“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.
- s. **“Consortium Member”** means any of the natural or juridical persons or group of 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 Project SPC/s if the Consortium is awarded and accepts the Projects.
- t. **“Control”** means, for purposes of defining an Affiliate, the power to direct or cause the direction of the management policies and actions of a body corporate whether through: (i) ownership of at least fifty percent (50%) plus one (1) share of the total outstanding voting shares or (ii) ownership of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent (50%) plus one (1) share of the voting rights through a voting trust or other voting agreements entered into at least one (1) 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) a legal agreement entered into at least one year before the Qualification Documents Submission Date.

In determining ownership of shares in a corporation, shares held both directly and indirectly will be counted.

The phrase "entered into at least one year before the Qualification Documents Submission Date" mentioned in items (ii) and (iii) above shall ONLY apply for purposes of identifying the Qualification Experience through an Affiliate of a Prospective Bidder or a Consortium Member.

For any other purpose, including identifying an Affiliate of an Airline, identifying Conflict of Interest etc., a legal agreement entered within the last one year before the Qualification Documents Submission Date would also be considered for establishing the existence of Control and, therefore, of an Affiliate relationship. In determining ownership by a corporation of the shares of another corporation, shares held both directly and indirectly will be counted.

- u. **“Corrupt Practice, Fraud, Collusion, Coercion, Undesirable Practice, and Restrictive Practices”** are each defined in Section VI-03.

- v. **“DOTC”** means the Department of Transportation and Communications.
- w. **“Eligible Period”** shall mean a period of last 10 years ending on 31st December 2014.
- x. **“Eligible Projects”** shall mean projects in the Infrastructure Sector with minimum development costs of One Billion Pesos (PhP 1.0 Billion) shall be considered as Eligible Projects for Development Experience.
- y. **“Facility Operator/s”** means the entity/ies designated by the Winning Bidder that will operate the airports, in accordance with the Concession Agreement/s.
- z. **“GIS”** means the General Information Sheet as per the format specified by the Philippine Securities and Exchange Commission (“SEC”).
- aa. **“Infrastructure Sector”** would be limited to airports, highways, expressways, power, ports, railways, metro rail, industrial parks/ estates, logistic parks, and real estate development.
- bb. **“International Airport”** means an airport that handles air passenger traffic, including chartered flights, with at least 10% of the total traffic as international.
- cc. **“Financial Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section II-09(3).
- dd. **“Invitation Documents”** means the Invitation to Pre-Qualify and Bid, this Instructions to Prospective Bidders, including its Annexes, the Project Information Memorandum, and any Bid Bulletins issued by the PBAC from the date of first publication of the Invitation to Pre-Qualify and Bid until the Qualification Documents Submission Date.
- ee. **“Lead Member”** means, for a Bidder that bids as a Consortium, the Consortium Member having the largest equity interest in the Consortium, and which should be designated in writing as such by the other Consortium Members.
- ff. **“Minimum Performance Standards and Specifications”** or **“MPSS”** means the set of minimum performance or functional standards and specifications that the Project SPC/s must comply with in undertaking the design, construction, operation and maintenance of the Projects.
- gg. **“Net Worth”** shall mean the sum of subscribed and paid up equity, including additional paid-in capital, and unrestricted retained earnings. Unrestricted retained earnings means the amount of accumulated profits and gains realized out of the normal and continuous operations of the company after deducting therefrom distributions to stockholders and transfers to capital stock or other accounts, and which is: (1) not appropriated by its Board of Directors for corporate expansion projects or programs; (2) not covered by a restriction for dividend declaration under a loan agreement; (3) not required to be retained

under special circumstances obtaining in the corporation such as when there is a need for a special reserve for probable contingencies (as defined in SEC Memorandum Circular No. 11-08, December 5, 2008); and (4) not otherwise covered by any other legal restriction on the ability of the company to distribute or otherwise apply its equity.

- hh. ***“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 in the Projects or contractor proposed by the Bidder or Consortium, on the one hand, and the DOTC or CAAP on the other, in connection with any project or contract of the DOTC or CAAP, provided such project or contracts 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 in the Projects has/have, in the opinion of the PBAC, committed a material default or breach of: [i] contract, [ii] any representation, or [iii] any warranty, which act prevents the DOTC or CAAP from fully or timely complying with its statutory obligations in the implementation of the Projects.
- ii. ***“PBAC”*** means the joint Prequalification, Bids and Awards Committee for Public-Private Partnership Projects of the DOTC and the CAAP for the Projects..
- jj. ***“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.
- kk. ***“Pre-Qualification Requirements”*** means the criteria which a Prospective Bidder must meet in order to pre-qualify to submit a Bid for the Projects, as described in Section II-09, and includes Legal Qualification Requirements, Technical Qualification Requirements, and Financial Qualification Requirements.
- ll. ***“Pre-Qualified Bidder”*** means a Prospective Bidder which passed Pre-Qualification.
- mm. ***“Projects” or “Regional Airports Projects”*** is defined as the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Regional Airports Development and Operations and Maintenance Projects.
- nn. ***“Project SPC/s”*** means a domestic special purpose company/ies incorporated pursuant to the Corporation Code of the Philippines for the purpose of undertaking the Projects.
- oo. ***“Prospective Bidder”*** means any individual, partnership, corporation, or any other juridical entity, or Consortium that participates in the Bidding Process by applying to pre-qualify and bid.

- pp. ***“Qualification Documents”*** mean the documents required to be submitted by the Prospective Bidder during the Pre-Qualification stage as provided in Section III.
- qq. ***“Qualification Documents Submission Date”*** means the date mentioned in Section II-02.
- rr. ***“Regional Airports”*** means the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) airports.
- ss. ***“SEC”*** means the Securities and Exchange Commission.
- tt. ***“Set-Aside Deposit”*** means the amount referred to in Section II-09 (3) (a) (1).
- uu. ***“Subcontractor”*** for the purpose of this Pre-qualification shall mean the Construction Contractor and/ or Design and Engineering Contractor as proposed by the Prospective Bidder.
- vv. ***“Technical Qualification Requirements”*** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section II-09(2).
- ww. ***“Unsatisfactory Performance”*** means any of the following:
1. within the last five (5) years prior to the Qualification Documents Submission Date -
 - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
 - b. expulsion from any project or contract, provided, that where the expulsion (i) results from an act of all or some of the other parties to such project or contract pursuant to the relevant project agreements, there being no fault on the part of the expelled party, as confirmed by a final court or arbitral judgment, if applicable, (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, there being no fault on the part of the expelled party, such expulsion shall not be deemed as an incident of Unsatisfactory Performance;
 - c. termination or suspension of any of its projects or contracts due to a breach of its obligations; or
 - d. material violation of laws and/or regulations applicable to any of its projects or contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.
 2. 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, corporation, or any other juridical entity, or as a member of a joint venture or consortium

3. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

xx. **“Winning Bidder/s”** means the highest ranked Bidder for each of Bundle 1 and Bundle 2 determined by the PBAC and issued a Notice of Award as described in Section II-02(q).

SECTION II – BIDDING PROCESS

II-01 THE PRE-QUALIFICATION, BIDS, AND AWARDS COMMITTEE

The joint PBAC for the Projects, created through Special Order No. 2014-257 dated 14 July 2014, as amended by Special Order No. 2014-460 dated 3 December 2014, shall administer the process of Pre-qualification and Bidding for the Projects.

II-02 OUTLINE OF THE BIDDING PROCESS

The international competitive public bidding for the Projects shall be conducted in accordance with the rules and procedures for public bidding set under the BOT Law and its Revised IRR, the applicable provisions of which are incorporated herein by reference.

An indicative timeline for the Bidding process is shown in the table below.

The following timeline may be subject to change by the PBAC either through the Instructions to Bidders or through Bid Bulletins.

Milestone	Party Responsible	Indicative Timeline
Publication of Invitation to Pre-Qualify and Bid	DOTC/CAAP	15 December 2014
Issuance of the Instructions to Prospective Bidders	DOTC/CAAP	10 March 2015
Deadline for Submission of Pre-Qualification Queries	Bidders	3 April 2015
Pre-Qualification Conference	DOTC/CAAP	7 April 2015
Release of Answers to Pre-Qualification Queries	DOTC/CAAP	17 April 2015
Qualification Documents Submission Date	Bidders	18 May 2015
Opening of Qualification Documents	DOTC/CAAP	18 May 2015
Notification of the results of evaluation of the Qualification Documents	DOTC/CAAP	within 5 calendar days from approval of Pre-Qualification results

Milestone	Party Responsible	Indicative Timeline
Issuance of Instructions to Bidders, Draft Concession Agreements & Draft MPSSs	DOTC/CAAP	June 2015
Pre-Bid Conference(s)	DOTC/CAAP	no later than 60 calendar days before Bid Proposals Submission Date
Bid Proposals Submission Date	Bidders	TBA in the Instructions to Bidders
Evaluation of Technical Proposals	DOTC/CAAP	within 20 calendar days from the date the bids are opened
Evaluation of Financial Proposals	DOTC/CAAP	within 15 calendar days from the date the technical evaluations have been completed
Issuance of Notice of Award	DOTC/CAAP	by March 2016
Submission of Post-Award Requirements	Winning Bidder/s	within 20 calendar days from receipt of the Notice of Award
Issuance of Notice of Complete Compliance with all Post-Award Requirements	DOTC/CAAP	within 5 calendar days from receipt of the Post-Award Requirements
Signing Date of Concession Agreements and Compliance with other requirements	DOTC, CAAP, and Winning Bidder/s / Project Proponent/s	within 5 calendar days from receipt of the Notice of Complete Compliance with all Post-Award Requirements

The general procedure for the Bidding will be as follows:

- a. Prospective Bidders may bid for only Bundle 1 or Bundle 2, or bid for both Bundle 1 and Bundle 2.
- b. The PBAC shall announce in a Bid Bulletin prior to the Qualifications Submission Date its policy on whether a Prospective Bidder may be awarded both bundles or whether a Prospective Bidder may only be awarded with one (1) bundle.
- c. For purposes of pre-qualification, Prospective Bidders do not have to indicate whether, if pre-qualified, they intend to bid for only Bundle 1 or Bundle 2, or for both Bundle 1 and Bundle 2.
- d. The PBAC will conduct the Pre-Qualification of Prospective Bidders. Prospective Bidders will be asked to apply to pre-qualify and bid by submitting their Qualification Documents, as described in greater detail in the Invitation Documents, on the Qualification Documents Submission Date.
- e. Prospective Bidders intending to bid for both Bundle 1 and Bundle 2 shall submit only one (1) set of Qualification Documents in the required number of copies provided in the Invitation Documents.
- f. Within twenty (20) calendar days from the Qualification Documents Submission Date, the PBAC shall determine which Prospective Bidders fulfill the Qualification Requirements in Section II-09. Thereafter, and within five (5) calendar days from approval of such Pre-Qualification results, the PBAC shall issue a notice to all Prospective Bidders who have been pre-qualified ("Pre-Qualified Bidders"). Only Pre-Qualified Bidders will be invited and allowed to submit their respective Bids for Bundle 1 and/or Bundle 2.
- g. Upon completion of the Pre-Qualification of the Prospective Bidders, the PBAC will announce the Bid Proposals Submission Date. The PBAC will also announce the date, time, and location of the Pre-Bid Conference/s, to which all Pre-Qualified Bidders will be invited. Pre-Qualified Bidders will be invited to raise any questions and issues regarding the Projects and the Bidding Process during the Pre-Bid Conference/s.
- h. The PBAC shall issue the Instructions to Bidders to all Pre-Qualified Bidders, wherein Pre-Qualified Bidders will be asked to bid for Bundle 1 and/or Bundle 2 by submitting their Bid Proposals - which will include both technical and financial proposals, Bid Security/ies, as well as other supporting documents - on the Bid Proposals Submission Date. 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 bid submission, bid evaluation, and post-bid requirements.
- i. Pre-Qualified Bidders that intend to bid for only Bundle 1 or Bundle 2 shall indicate in their Bid Proposal which bundle they are bidding for. Pre-Qualified Bidders that intend to bid for both Bundle 1 and Bundle 2 shall submit one Bid Proposal for each bundle, with each Bid Proposal to be submitted separately (*e.g.*, submitted in separate envelopes or boxes).

- j. The draft Concession Agreements and MPSSs for each of the Regional Airports shall likewise be provided to all Pre-Qualified Bidders to give each the opportunity to comment on the draft. The PBAC may consider these comments in refining the draft Concession Agreements and MPSSs leading up to the issuance of the final Concession Agreements and MPSSs on which the Pre-Qualified Bidders must base their bids.
- k. After submission of the Bid Proposals, the PBAC will review the Technical and Financial Proposals. The PBAC will first review the Bidders' Technical Proposals and evaluate them. 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 Bidders whose Technical Proposals do not pass the evaluation.
- l. For the Technical Proposals, the evaluation on a pass/fail basis shall involve the assessment of a Bidder's Technical Proposals for each airport in the bundle/s that it is bidding for vis-à-vis the MPSS and the requirements in the Instructions to Bidders that will be prescribed in the Bidding Documents for each airport. A Prospective Bidder's Technical Proposal for a bundle must pass the MPSS for all airports in that bundle. Failure to pass vis-à-vis at least one airport in a bundle shall merit a fail for that bundle. For Bidders that bid for both bundles, failure to pass vis-à-vis at least one airport in one bundle and passing for all airports in another bundle will disqualify the Bidder only for the bundle where it failed.
- m. Only those Bid Proposals that have been determined to have passed the technical evaluation shall be qualified and considered for the evaluation of the corresponding Financial Proposals. For Bidders that bid for both bundles, fails in one bundle, and passes in the other bundle, such Bidder shall be qualified and considered for the evaluation of its Financial Proposal only for the bundle where it passed. Such Bidder's Financial Proposal and Bid Security for the bundle where it failed will be returned. The Financial Proposal shall be returned unopened.
- n. Financial Proposals of Bidders for the bundle/s whose Technical Proposals for the respective bundle/s were rated passed will be opened and evaluated at a later date, with completion of the evaluation of the Financial Proposals no later than fifteen (15) calendar days after completion of the evaluation of the Technical Proposals.
- o. For the Financial Proposals, the evaluation shall involve the assessment and comparison of the Financial Proposals of the Bidders, based on the parameters stated in the Bidding Documents. The evaluation shall be made on a per-bundle basis.
- p. Following the evaluation of the Financial Proposals, the PBAC will determine the Winning Bidder for each bundle.
- q. The PBAC will recommend to the DOTC Secretary and the CAAP, through its Board of Directors, that the Winning Bidder/s be issued Notices of Award for all airports in a bundle. Within three (3) calendar days from the PBAC recommendation, the DOTC Secretary, with the concurrence of the CAAP, through its Board of Directors, shall decide and, within five (5) calendar days from such decision in case of approval, issue the Notice/s of Award to the Winning Bidder/s. The Notice/s of Award shall indicate the requirements that have to be submitted before the signing of the Concession Agreements for each of the airports in the bundles.

- r. The Winning Bidder/s will have to comply with all the requirements stated in the Notice/s of Award within twenty (20) calendar days from official receipt. Failure to comply with the requirements in the Notice/s of Award within the prescribed 20-day period will result in the forfeiture of the Bid Security and the cancellation of the Notice/s of Award. Within five (5) calendar days from the receipt by the PBAC of all the requirements of the Notice/s of Award, the DOTC Secretary and the CAAP, through its Board of Directors or its duly authorized representative, shall determine and notify the Winning Bidder/s of their compliance with all the requirements in the Notice/s of Award. Within five (5) calendar days from receipt by the Winning Bidder/s of such notice, the DOTC and CAAP shall enter into Concession Agreements with the Winning Bidder/s. Failure to enter into the Concession Agreements will result in the forfeiture of the Bid Security and the cancellation of the Notice/s of Award.
- s. The Winning Bidder/s shall cause the incorporation of the Project SPC/s that shall assume and accede to all the rights and obligations of the Winning Bidder/s under the Concession Agreements.

II-03 RESPONSIBILITY OF PROSPECTIVE BIDDERS

Notwithstanding any information given in the Invitation Documents and any additional communication from the DOTC, CAAP, or the PBAC, including Bid Bulletins, it is the sole responsibility of any Prospective Bidder to:

- a. Be fully acquainted with the laws, requirements, terms, and conditions of the Bidding Process.
- b. Examine all the Invitation Documents, including all instructions, annexes, forms, schedules, terms, specifications, etc.
- c. Familiarize itself with the Constitution, all existing laws, decrees, acts, rules, and ordinances, whether national or local, of the Philippines which may affect the Projects.
- 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 Projects, including but not limited to the location and nature of the Projects; the relevant terrain, geological, meteorological, and hydrological conditions; the requirements and availability of labor, materials, equipment, aggregate sources, water, power, roads, communications and other relevant factors; relevant resource requirements; and risks and contingencies that may affect the cost, duration, execution and completion of the Projects.

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.

II-04 COSTS AND EXPENSES OF PARTICIPATION

Interested parties and Prospective Bidders shall bear all costs associated with 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 CAAP

shall not be held responsible or liable in any way for such costs regardless of the results of the Bidding Process.

II-05 QUERIES AND BID BULLETINS

All parties who purchase the Invitation Documents may send any queries on any aspect of these documents in writing, by personal delivery and e-mail, to the Head of the PBAC, and copied to the PBAC Secretariat, the DOTC, the CAAP, the Public-Private Partnership Center (PPP Center) at the following addresses, e-mail addresses and fax numbers:

PBAC Head for the Regional Airports Projects

Attention: Undersecretary Jose Perpetuo M. Lotilla
Address: Unit 164, 16/F, The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: jpmilotilla@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 238 / 724 1728
Fax: (+63 2) 725 6609

PBAC Secretariat for the Regional Airports Projects

Attention: Assistant Secretary Camille R. Alcaraz
Address: Unit 22, 2/F, The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: bacsec@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 229/244 / 727 7992
Fax: (+63 2) 727 7992

TWG Head for the Regional Airports Projects

Attention: Dir. Ma. Cielo D. Eulin
Address: 6/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: cielo.eulin@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 367/269/286 / 725 0276
Fax: (+63 2) 725 0276

DOTC

Attention: Undersecretary Rene K. Limcaoco
Address: Unit 169 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: renelimcaoco@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 247/294/216 / 725 0204 / 725 0013
Fax: (+63 2) 726 6221

Copy Furnished: Assistant Secretary Jaime Fortunato A. Caringal

Address: Unit 169 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
Email: jfacaringal@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 247/294/216 / 725 0204 / 725 0013

Fax: (+63 2) 726 6221

CAAP

Attention: Lt. Gen. William K. Hotchkiss III AFP (Ret)
Address: Civil Aviation Authority of the Philippines
Old MIA Road, Pasay City
E-mail: odg.caap@gmail.com
Telephone: (+63 2) 879 9104
Fax: (+63 2) 879 9101

Copy Furnished: Brigadier General Rodante S. Joya AFP (Ret)
Address: Civil Aviation Authority of the Philippines
Old MIA Road, Pasay City
E-mail: rsjoya@yahoo.com
Telephone: (+63 2) 879 9104
Fax: (+63 2) 879 9101

Public-Private Partnership Center

Attention: Cosette V. Canilao
Address: 8th Floor One Cyberpod Centris
EDSA corner Quezon Avenue
Brgy. Pinyahan, Quezon City 1100
Email: cvcanilao@ppp.gov.ph
Telephone: (+63 2) 929 5187
Fax: (+63 2) 929 8593

Copy furnished to: RegionalAirports.ITPB@ppp.gov.ph

- * In case of a discrepancy between copies personally delivered and emailed, the copy personally delivered shall prevail.

The deadline for submission of queries is indicated in the timeline above.

While the PBAC will respond to all reasonable queries received , it is under no obligation to respond to all queries. Responses to queries and any modifications to the Invitation Documents will be done in writing through Bid Bulletins issued by the PBAC, and sent to all parties that purchased the Invitation Documents.

II-06 OWNERSHIP OF DOCUMENTS

Except for the Financial Proposals and Bid Securities that may be returned pursuant to Section II-02.m., all documents submitted in response to the Invitation to Pre-Qualify and Bid, including Qualification Documents and their attachments, shall become the property of the DOTC and the CAAP.

II-07 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, certified by the translator that the English translation is a complete and accurate translation of the original. The certification issued by the translator shall be authenticated by a Philippine consular official at the Philippine consular office having jurisdiction over the place where the certification is issued. In case of conflict, the English translation shall prevail.

All documents or certifications issued by foreign authorities or executed outside of the Philippines shall also be authenticated before a Philippine consular official at the Philippine consular office having jurisdiction over the place of issue or execution. For purposes of Pre-Qualification, the PBAC will accept the documents if they have been stamped “received” by the appropriate Philippine consular office, subject to submission of the same documents with the required authentication on the Bid Proposals Submission Date.

If a document was issued by a foreign authority, the Prospective Bidder should also submit a certified true copy of such document issued by such authority, in addition to the authentication by the appropriate Philippine consular official.

If the document is a foreign law or regulation, the Prospective Bidder should also submit (a) a certified true copy of such law or regulation issued by the relevant competent government authority or (b) a certification from the embassy or consular office of the relevant foreign country in the Philippines that such law is an accurate copy of the foreign law.

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 Philippine consular office having jurisdiction over the place of issue or execution.

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.

II-08 PRE-QUALIFICATION CONFERENCE

The DOTC and the CAAP through its PBAC will conduct a Pre-Qualification Conference for interested parties and Prospective Bidders to clarify any part of the Invitation Documents and to answer any relevant question from interested parties and Prospective Bidders. The details of the Pre-Qualification Conference will be announced in a Bid Bulletin to be issued by the PBAC.

Questions raised during the Pre-Qualification Conference shall not be deemed officially raised unless reduced in writing within two (2) calendar days from the Pre-Qualification Conference and sent pursuant to Section II-05.

All answers and other information given by DOTC, CAAP or PBAC shall not be deemed official unless reduced in writing in a Bid Bulletin.

II-09 QUALIFICATION REQUIREMENTS

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

1. Legal Qualification Requirements

The Prospective Bidder must be:

- a. An individual, partnership, corporation or any other juridical entity. In case of Philippine partnerships, or corporations created pursuant to the Corporation Code of the Philippines, such partnerships or corporations must be registered in the Philippines with the Philippine Securities and Exchange Commission (SEC), or in case of foreign partnerships, corporations, or other juridical entities, the appropriate government agency 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 II-09(2) have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B; or
- b. A Consortium whose members are individual(s), partnership(s), corporation(s) or any other juridical entity(ies). In case of Philippine partnerships, or corporations created pursuant to the Corporation Code of the Philippines, such partnerships or corporations must be registered in the Philippines with the Philippine Securities and Exchange Commission (SEC) or in case of foreign partnerships, corporations, or other juridical entities, the appropriate government agency 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 II-09(2) have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B.

Provided, that if the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, then the Prospective Bidder itself or its Affiliate for the duration of the Bidding Process cannot be an Airline-Related Entity. If the Prospective Bidder is a Consortium and any Consortium Member or such Consortium Members' Affiliates is an Airline-Related Entity, then such Consortium Member cannot own or be proposed to own more than 33% of the total equity in such Consortium. Provided further that if there is more than one (1) Consortium Member that is an Airline-Related Entity, then such Consortium Members cannot own or be proposed to own an aggregate of more than 33% total equity in such Consortium.

Provided further, that an Airline-Related Entity cannot have or be proposed to have more than 33% of the total equity in the Project SPC/s for the duration of the Concession Period. In case more than one (1) Project SPC is used for one bundle, An Airline-Related Entity cannot have or be proposed to have more than 33% of the

total equity vis-à-vis any one (1) of the Project SPCs or all the Project SPCs in aggregate.

Provided finally, that if there is more than one (1) Airline-Related Entity in the Project SPC/s, then such Airline-Related Entities cannot own or be proposed to own an aggregate of more than 33% total equity in any Project SPC (or all the Project SPCs in aggregate, as the case may be) for the duration of the Concession Period.

Notwithstanding the foregoing, an Airline-Related Entity shall not be designated as or shall not own any direct equity in any Facility Operator/s. However, an Airline-Related Entity can own or be proposed to own no more than 33% of the total equity in a Facility Operator/s if such Airline-Related Entity was the entity that fulfilled the Winning Bidder's Operations and Maintenance Experience, as provided in Section II-09 (2) (c); provided, that, an Airline cannot directly own or be proposed to directly own any equity in any Facility Operator/s.

In all cases, the participation of the Airline-Related Entity in the Board of Directors of any Project SPC and any Facility Operator shall be limited to the Airline-Related Entity's proportionate equity share in the relevant entity. In no case shall the management, operation, administration or control of any Project SPC and any Facility Operator be vested, directly or indirectly, in any Airline-Related Entity.

The Prospective Bidder, in case of an individual, partnership, corporation or any other juridical entity, or each Consortium Member, in case of a Consortium, which is not an Airline-Related Entity, must certify that it is not an Airline-Related Entity, as per the format provided in Annex QD-1C.

Provided further, that all Prospective Bidders, Consortia, Consortium Members, their Affiliates that are directly involved in the Projects, and subcontractors proposed by a Prospective Bidder or Consortium shall comply with the Constitution and other applicable laws, including those relating to nationality restrictions.

2. Technical Qualification Requirements

To qualify to bid for the Projects, the Prospective Bidder must meet the following technical requirements:

- Development Experience,
- Design and Engineering Experience, and
- Operations and Maintenance Experience.

Prospective Bidders must provide supporting documents, whenever applicable, as per the formats provided in Annexes QD-11 to QD-13, as evidence for meeting the technical requirements. Experience for any activity (Development / Design and Engineering / Operations and Maintenance) relating to an Eligible Project shall not be claimed by two or more Consortium Members. Accordingly, no double counting by a Consortium in respect of the same experience shall be permitted in any manner whatsoever.

a. Development Experience

1. The Prospective Bidder must have satisfactorily undertaken the development of Eligible Projects in terms of overall responsibility for designing, engineering, and construction, as evidenced by a certification of capital costs incurred for such Eligible Projects during the Eligible Period, such that the sum total of the capital costs incurred for the Eligible Projects is at least PhP 10.0 Billion, and there is at least one Eligible Project for which the capital costs incurred is at least PhP 2.0 Billion.
2. The entity which fulfils this requirement may be:
 - (i) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself or its Affiliate; or
 - (ii) If the Prospective Bidder is a Consortium, a Consortium Member having at least thirty-three and one third per cent (33 1/3%) interest in the Consortium, or such Consortium Member's Affiliate.
3. The entity whose experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member or any of their Affiliates – should submit a certificate from an Auditor, as per the format provided in Annex QD-11, to satisfactorily establish its claim.
4. The entity whose experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member or any of their Affiliates – must certify that they have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B.
5. The Prospective Bidder, in order to qualify for the technical requirements under the category of Development Experience, must propose at least two (2), and at most five (5), Construction Contractors, each of them possessing, in its own name:
 - (i) In case the proposed Construction Contractor is a Filipino entity, a valid license issued by the Philippine Contractors Accreditation Board (PCAB) for Large B Classification/License Category AAA, or in case of a foreign entity, an equivalent license issued by an equivalent accreditation institution in the foreign entity's country of origin, provided that such foreign entity must secure a license and accreditation from the PCAB after the Winning Bidder that proposed the foreign entity is awarded the Projects.
 - (ii) A valid International Organization for Standardization (ISO) 9001 certification or its equivalent (Quality Management System).
 - (iii) A valid ISO 14001 certification or its equivalent (Environmental Management System).
 - (iv) A valid ISO 18001 certification or its equivalent (Occupational Health and Safety System).

Any proposed Construction Contractor must certify that it has no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B and must also provide a statement of willingness to participate in, and capacity to undertake, the requirements of the Projects as per the format provided in Annex QD-16. After pre-qualifying, Construction Contractors may be asked to reiterate their willingness to participate in, and capacity to undertake, the requirements of the Projects at the time that Bid Proposals are submitted.

b. Design and Engineering Experience

1. The Prospective Bidder must have satisfactorily undertaken, during the Eligible Period, detailed architectural design and engineering, including airport planning, construction planning, and phasing in implementing projects for airport terminal facilities and associated infrastructure, in accordance with the applicable rules, ordinances, standards and recommended practices, with such design and engineering experience pertaining to at least one (1) International Airport which possesses all of the following criteria: (a) has a capacity of handling at least five (5) million passengers per annum; AND (b) has a terminal area of at least 40,000 square meters (sq. mt.); AND (c) has the capability to handle Code 4E aircrafts, demonstrating works undertaken for landside facilities such as passenger terminals and associated facilities, and airside facilities such as runway, taxiways, aprons, etc.
2. The entity which fulfills this requirement may be:
 - (i) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself or its Affiliate or a nominee Design and Engineering Contractor; or
 - (ii) If the Prospective Bidder is a Consortium, a Consortium Member or its Affiliate or a nominee Design and Engineering Contractor.

If this requirement is to be fulfilled by a Design and Engineering Contractor, the Prospective Bidder must propose at least two (2), and at most five (5), Design and Engineering Contractors, each of which must have the relevant experience and possess the necessary licenses.

Any proposed Design and Engineering Contractor must also provide a statement of willingness to participate in, and capacity to undertake, the requirements of the Projects. After pre-qualifying, the Design and Engineering Contractor may be asked to reiterate their willingness to participate in, and capacity to undertake, the requirements of the Projects at the time that Bid Proposals are submitted.

Prospective Bidders are free to propose separate contractors for the Design aspect and Engineering aspect, subject to compliance with the above requirements. In case of separate contractors, a Prospective Bidder must propose at least two (2), and at most five (5), Design Contractors and at least two (2), and at most five (5), Engineering Contractors, each of which must have the relevant experience and possess the necessary licenses.

3. The entity/ies whose Design and Engineering Experience is being submitted in fulfillment of this requirement should submit a certificate from an Auditor, as per the format provided in Annex QD-12, to satisfactorily establish such claim.
4. The entity/ies whose Design and Engineering Experience is being submitted in fulfillment of this requirement must certify that they have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B.

c. Operations and Maintenance (O&M) Experience

1. The Prospective Bidder must have experience in either:
 - (i) the operation and maintenance of an International Airport for a period of at least three (3) consecutive calendar years anytime within the Eligible Period, with such International Airport having handled an Annual Passenger Throughput of at least five (5) million passengers per annum within such three (3)-year period; OR
 - (ii) the operation and maintenance of more than one (1) International Airport, each for a period of at least three (3) consecutive calendar years anytime within the last five (5) years of the Eligible Period (*i.e.*, 1 January 2010 to 31 December 2014), with such airports having handled a cumulative Annual Passenger Throughput of at least five (5) million passengers per annum for at least three (3) consecutive calendar years within the last five (5) years of the Eligible Period, with at least one (1) of such airports having handled an Annual Passenger Throughput of at least three (3) million passengers per annum for a period of at least three (3) consecutive calendar years anytime within the last five (5) years of the Eligible Period.
2. The entity which fulfils this requirement may be:
 - (i) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself or its Affiliate;
 - (ii) If the Prospective Bidder is a Consortium, a Consortium Member having at least ten per cent (10%) interest in the Consortium, or such Consortium Member's Affiliate.
3. In case the Prospective Bidder proposes to use the experience of its Affiliate towards satisfying the requirement for O&M Experience, the PBAC will consider such experience in the following manner:
 - (i) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the experience of an Affiliate of the Prospective Bidder shall be considered as the experience of Prospective Bidder, and
 - (ii) If the Prospective Bidder is a Consortium, the experience of an Affiliate of a Consortium Member having at least ten per cent (10%) interest in the Consortium shall be considered as the experience of the Consortium Member.

4. The entity whose O&M Experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member or any of their Affiliates – should submit a certificate from an Auditor, as per the format provided in Annex QD-13, to satisfactorily establish such claim.
5. The entity whose O&M Experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member or any of their Affiliates – must certify that they have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B.
6. The Project SPC/s shall be required to have at least twenty (20%) interest in the Facility Operator/s for the airports.

d. Qualified Key Personnel

1. The Prospective Bidder, the Consortium Members, and/or the proposed Subcontractors must have, among them and their Affiliates' collective personnel with the required qualifications and experience described below.

Sr. No.	Experience Required	Minimum Years of Experience
1.	At least two (2) persons responsible for planning, coordination, integration, and implementation of both designing and development of the Projects and having experience of direction and administration of activities pertinent to the planning, design, and construction of at least three (3) Eligible Project/s, each with a project cost of at least PhP 2.0 billion, during the Eligible Period, provided that at least one (1) of such Eligible Projects pertains to the planning, design, and construction of an airport or airport terminal.	10
2.	At least three (3) persons responsible for coordination of the Operations and Maintenance of an airport (landside and airside facilities) and having experience of managing an airport (landside and airside facilities) having a capacity to handle at least three (3) million passengers per annum during the Eligible Period.	10
3.	At least one (1) person responsible for the commercial development and marketing of an airport, having experience in commercial management (aeronautical and non-aeronautical) at an airport that handles at least three (3) million passengers per annum during the Eligible Period.	10

2. There should be no replacement of Key Personnel before the issuance of the Notice of Award, except for justifiable reason, such as, illness, death, or resignation, provided it is duly supported by relevant certificates, or unreasonable delay in the Bidding Process. Once the Notice of Award has been issued, no replacement of Key Personnel shall be allowed, except for the foregoing justifiable reasons, subject to appropriate sanctions as prescribed in the Instruction to Bidders and Concession Agreements.

3. Financial Qualification Requirements

- a. To be financially qualified to bid for the Projects, a Prospective Bidder must meet the following Financial Qualification Requirements:

1. A Prospective Bidder must have [i] a Net Worth of at least PhP 2.0 billion, or its foreign currency equivalent,¹ as of the Prospective Bidder's latest audited financial statements, which must be for a financial year ending not earlier than 31 December 2013, or [ii] a Set-Aside Deposit equivalent to the same amount.

In case of a Consortium, the Net Worth of Consortium Members who have an equity share of at least twenty-five percent (25%) each in the Consortium may be added. Each Consortium Member whose Financial Qualification is submitted for evaluation and satisfaction of the Financial Qualification Requirements shall be required to hold an equity share capital of a certain proportion in the Project SPC/s for a certain duration of the Concession Agreement, as specified in Section VI-06 of this document.

2. It is anticipated that the Prospective Bidder will need to arrange for funding the estimated cost of the Projects using a combination of debt and equity. The Prospective Bidder shall provide a letter testimonial from a domestic universal/commercial bank or an international bank with a subsidiary/branch in the Philippines or any international bank recognized by the BSP attesting that the Prospective Bidder and/or members of the Consortium are banking with them, and that they are in good financial standing and are qualified to obtain credit accommodations from such banks to finance the Projects.

- b. The entity which fulfills this requirement may be:

1. If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself, or its Affiliate; and
2. If the Prospective Bidder is a Consortium, a Consortium Member with at least twenty-five per cent (25%) equity interest in the Consortium, or such Consortium Member's Affiliate.

- c. Each entity which is proposed to meet the Financial Qualification Requirement must also submit a Certification of Absence of Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B, but only in relation to the last two paragraphs of the definition of "Unsatisfactory Performance" which deal with:

1. 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

¹ Exchange Rate for the purpose of converting values in other currencies to Philippine Pesos will be the exchange rate specified by "Bangko Sentral ng Pilipinas" on a date 60 days prior to the Pre-Qualification Documents Submission Date.

Group, whether as an individual contractor, partnership, corporation, or any other juridical entity, or as a member of a joint venture or consortium; and; and

2. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

SECTION III - QUALIFICATION DOCUMENTS

On the Qualification Documents Submission Date, the Prospective Bidder must submit its Application to Pre-Qualify and Bid. The Application to Pre-Qualify and Bid consists of the following Qualification Documents, using the relevant forms in the Annexes:

1. Business Structure (using the form prescribed in Annex QD-1A for individuals, partnerships, corporations or any other juridical entity, or in Annex QD-1B for Consortia). For Consortia, this document must show the Lead Member and all Consortium Members, such that the sum total of the percentage interest of all Consortium Members must add up to one hundred percent (100%). The Business Structure must also indicate the entities which fulfill the Technical and Financial Qualification Requirements in Sections II-09 (2) and (3), and any Affiliates of these entities whose projects, experiences, or financial qualifications are being submitted to comply with the Qualification Requirements.

- (i) Required attachments:

If the Prospective Bidder will use an Affiliate to comply with the Technical Qualification Requirements in Section II-09 (2) and/or Financial Qualification Requirements in Section II-09 (3), provide evidence of such affiliation (using the form prescribed in Annex QD – 14).

2. As applicable, Certification of No Relationship with an Airline using the form prescribed in Annex QD-1C.
3. Basic Information Sheet (using the form prescribed in Annex QD-2).

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

- (ii) Required attachments:

In case of a corporation created pursuant to the Corporation Code of the Philippines, an SEC-certified true copy of its latest General Information Sheet (“GIS”).

In case of a foreign partnership, corporation or other juridical entity, the equivalent document (or a document providing similar information as required under a GIS) submitted to and acknowledged by the appropriate government agency 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 an appropriate government agency in a foreign country, or the entity’s corporate secretary or authorized representative. If it comes from the entity’s corporate secretary or authorized representative, the certification must be under oath and notarized. If the certification is issued or notarized outside

the Philippines, it must be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue.

4. Incorporation Documents

SEC-Certified True Copy of SEC Certificate of Incorporation, Articles of Incorporation, and By-Laws in case of corporations, or Certificate of Partnership and Articles of Partnership in case of partnerships, or in case of another juridical entity in the Philippines (e.g., chartered government corporations), a Corporate Secretary-certified copy of the document creating its juridical personality, or in case of a foreign corporation, partnership, or other juridical entity, the equivalent document, submitted to and acknowledged by the appropriate government agency in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity (using the form prescribed in Annex QD-3 and Annex QD-3A).

All certifications by the entity's corporate secretary or an authorized representative must be under oath and notarized. If the certification is issued or notarized outside the Philippines, it must be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue.

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

5. Notarized Certification of Absence of Unsatisfactory Performance Record-using the form prescribed in Annex QD-4A or QD-4B.

- (i) Individually by each of the authorized representative of each of the Prospective Bidder and the entities listed in all sections of the Business Structure (Annex QD-1A or QD-1B) or jointly by all such entities through an authorized representative designated using the form prescribed in Annexes QD-10A and QD-10B and specifically authorized for that purpose.

6. Development Experience (use the form prescribed in Annex QD-5).

- (i) To be submitted by the entity or entities which fulfill the Development Experience Requirement in Section II-09, as identified in the Business Plan (Annex QD-1A or QD-1B), Item 3.
- (ii) Required attachments for each project:
 - (a) Certificate for Details of Eligible Projects for Development Experience from an Auditor (use the form prescribed in Annex QD-11).
 - (b) If the project was completed by an Affiliate of the entity which fulfills the Development Experience Requirement, evidence of such affiliation (using the form prescribed in Annex QD – 14).

7. Design and Engineering Experience (use the form prescribed in Annex QD-6).
 - (i) To be submitted by the entity or entities which fulfill the Design and Engineering Experience Requirement in Section II-09, as identified in the Business Plan (Annex QD-1A or QD-1B), Item 4.
 - (ii) Required attachments for each project:
 - (a) Certificate for Details of Projects for Design and Engineering Experience from an Auditor (use the form prescribed in Annex QD-12).
 - (b) If the project was completed by an Affiliate of the entity which fulfills the Design and Engineering Experience Requirement, evidence of such affiliation (using the form prescribed in Annex QD – 14).
8. Operations and Maintenance Experience (use the form prescribed in Annex QD-7).
 - (i) To be submitted by the entity or entities which fulfill the Operations and Maintenance Experience Requirement in Section II-09, as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 5.
 - (ii) Required attachments for each project:
 - (a) Certificate for Details of Projects for Operations and Maintenance Experience from an Auditor (use the form prescribed in Annex QD-13).
 - (b) If the project was completed by an Affiliate of the entity which fulfills the Operations and Maintenance requirement, evidence of such affiliation (using the form prescribed in Annex QD – 14).
9. Notarized Statement of Financial Qualification (use the form prescribed in Annex QD-8).
 - (i) To be submitted by the entity or entities which fulfill the Financial Qualification Requirement in Section II-09(3), as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 6.
 - (ii) Required attachments:
 1. Certified True Copy of the latest audited financial statements, which must be dated not earlier than 31 December 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.

2. A letter testimonial from a domestic universal/commercial bank or an international bank with a subsidiary/branch in the Philippines or any international bank recognized by the BSP attesting that the Prospective Bidder or Consortium Members, or their Affiliates, as the case may be, are banking with them, and that they are in good financial standing and are qualified to obtain credit accommodations from such banks to finance the project.

If the Prospective Bidder will use an Affiliate or an Affiliate of the Lead Member to comply with the Financial Qualification Requirements in Section II-09(3), attach evidence of such affiliation (using the form prescribed in Annex QD – 14).

10. Notarized Application to Pre-Qualify and Bid (use the form prescribed in Annex QD-9).
 - (i) To be submitted by the Prospective Bidder.
11. Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative:
 - (i) For individuals, partnership, corporations or other juridical entities: Notarized Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative, using the form prescribed in Annex QD-10A.
 1. To be submitted by the Prospective Bidder.
 - (ii) For Consortia: Consortium Member's Notarized Authority to Participate in the Consortium and Apply to Pre-Qualify and Bid, and Designation of Lead Member and Authorized Representative of Consortium, using the form prescribed in Annex QD-10B.
 1. To be submitted by each Consortium Member
12. Certificate for Details of Eligible Projects for Development Experience (use the form prescribed in Annex QD-11).
13. Certificate for Details of Projects for Design and Engineering Experience (use the form prescribed in Annex QD-12).
14. Certificate for Details of Projects for Operations and Maintenance Experience (use the form prescribed in Annex QD-13).
15. Certificate for Establishing Relationship with Affiliates (use the form prescribed in Annex QD-14).
16. Key Personnel - list of qualified key personnel who fulfill the requirements of Section II-09(2), using the form prescribed in Annex QD-15.
 - (i) To be submitted by the Prospective Bidder.

17. Construction Contractor's Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of, the Projects (use the form prescribed in Annex QD-16).
18. Design and Engineering Contractor's Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of, the Projects (use the form prescribed in Annex QD-17).

SECTION IV - VALIDITY OF BIDS

IV-01 One Bidder, One Submission

Each Prospective Bidder may submit only one Application to Pre-Qualify and Bid, whether it intends to bid for either of Bundle 1 or Bundle 2 only, or for both Bundle 1 and Bundle 2.

IV-02 No Cross-Membership in Different Consortia

A Prospective Bidder or a Consortium Member of a Consortium (or any of their Affiliates) intending to bid for one (1) bundle cannot be a member of another Consortium that is bidding for the same bundle or for another bundle.

IV-03 Cross-Ownership and Affiliation Restrictions

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 Consortia. These are described in greater detail in Section V-04.

IV-04 Non-Exclusivity of Subcontractors

These restrictions do not limit the participation of proposed Subcontractors, which may be proposed by more than one Prospective Bidder, provided such Subcontractors are not: (i) Prospective Bidders, (ii) Consortium Members or (ii) Affiliates of any of the Prospective Bidders or Consortium Members.

SECTION V - SUBMISSION OF QUALIFICATION DOCUMENTS

V-01 FORMAT OF SUBMISSION OF QUALIFICATION DOCUMENTS

Each page of the original copy of the Qualification Documents, including any required attachments, shall be initialed on the right margin by the Prospective Bidder's authorized representative as identified in the form prescribed in Annex QD-10A or QD-10B.

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"
- Nine (9) Certified True Copies, clearly marked on each page as "COPY NO. ____"
- Five (5) readable compact disc (CD), flash drive or flash disk containing an electronic copy of all Qualification Documents, in Portable Document Format (.pdf) format.

The submission of one (1) original document that is certified, notarized, and authenticated, and which contains the same information or undertaking as, or serves as the equivalent of, two (2) or more other documents, shall be considered to be sufficiently compliant with the requirements of Section II-09. The use of photocopies of this same document in other parts of the original set should be acceptable. Apart from this exception, the general rule is that the original set should consist of original versions of all Qualifications Documents.

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 CD, flash drive or flash disk should also be placed in an envelope. Each of the ten (10) envelopes containing the Qualification Documents and the envelope containing the CD, flash drive or flash disk must be sealed and appropriately addressed and marked as follows:

**DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS
AND
CIVIL AVIATION AUTHORITY OF THE PHILIPPINES**

**Bacolod-Silay, Iloilo (Bundle 1),
Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2)
Airport Development and Operations and Maintenance Projects
QUALIFICATION DOCUMENTS**

[NAME AND ADDRESS OF PROSPECTIVE BIDDER]

DO NOT OPEN BEFORE MAY 18, 2015

All ten (10) sets of the Qualification Documents and the envelope containing the CD, flash drive or flash disk 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 any Qualification Documents.

V-02 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 for
Department of Transportation and Communications
Civil Aviation Authority of the Philippines
Regional Airports Projects
Unit 153, 15/F, The Columbia Tower, Ortigas Avenue, Mandaluyong City
Manila, Philippines**

The Pre-Qualification Documents must be submitted before 2:00 p.m. on the Pre-Qualification Documents Submission Date. Pre-Qualification Documents submitted after 2:00 p.m. on the Pre-Qualification Documents Submission Date shall not be accepted.

The date and time of submission shall be recorded through the use of an official clock designated by the PBAC for that purpose. 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.

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.

SECTION VI –EVALUATION OF QUALIFICATION DOCUMENTS

VI-01 EVALUATION OF QUALIFICATION DOCUMENTS

The PBAC shall examine the Qualification Documents over a period of not longer than twenty (20) calendar days after the Qualification Documents Submission Date. The detailed evaluation of the compliance by the Prospective Bidder with the Legal, Technical and Financial Qualification Requirements for the Projects shall be based solely upon the Qualification Documents submitted.

The PBAC reserves the right to seek clarifications from Prospective Bidders on the form and contents of their Qualification Documents. Prospective Bidders must respond to the PBAC within five (5) calendar days from receipt of the PBAC's request for clarification. The PBAC also reserves the right to reject any clarifications voluntarily submitted by 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 pre-qualification as set out in Sections II-09 and the documents required in Section III 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 overall rating will be "disqualified" if any criterion is rated "failed" and/or if any required Qualification Document and/or attachment is missing. In reviewing the Prospective Bidder's compliance with the requirements in Section II-09(2), if a Prospective Bidder submits the name of more than two (2) Subcontractors to fulfill the requirements, then as long as at least two (2) Subcontractors are rated "passed," then the Prospective Bidder will be rated "passed" for that criterion.

VI-02 OTHER GROUNDS FOR DISQUALIFICATION

In addition to the grounds for disqualification described in Section VI-01 above, a Prospective Bidder may also be disqualified from participation in the Bidding for any of the following reasons:

- a) material or willful misrepresentation in the Pre-Qualification process;
- b) Corrupt Practice, Fraud, Collusion, Coercion, Undesirable Practice or Restrictive Practice in the Pre-Qualification process, as defined in Section VI-03;
- c) any form of political or other lobbying with respect to the Pre-Qualification process;
- d) illegal conduct or attempt to influence the PBAC's evaluation of the Qualification Documents or the Pre-Qualification process;
- e) any Conflict of Interest that would give it any unfair advantage in the Pre-Qualification process, as defined in Section VI-04;
- f) any Outstanding Dispute with the government, as defined in Section I-03.

- g) failure to comply with any of the terms, conditions and instructions of the Invitation Documents; or
- h) other grounds for rejection or disqualification of Bidders under the Philippine BOT Law, the Revised IRR, and any other applicable laws.

The grounds for disqualification in this Section VI-02 shall also apply to all Consortium Members (in case the Prospective Bidder is a Consortium), and any Affiliates or Subcontractors proposed by a Prospective Bidder to fulfil any of the Qualification Requirements. The disqualification of any Consortium Member or Affiliates or Subcontractors of a Prospective Bidder, a Consortium or a Consortium Member, shall result in the disqualification of the Prospective Bidder or the entire Consortium.

VI-03 CORRUPT PRACTICE, FRAUD, COLLUSION, COERCION, UNDESIRABLE PRACTICE, AND RESTRICTIVE PRACTICE

For purposes of this Section VI-03, “Corrupt Practice,” “Fraud,” “Collusion,” “Coercion,” “Undesirable Practice,” and “Restrictive Practice” are defined as follows:

- a) ***“Corrupt Practice”*** means any behavior on the part of officials in the public or private sectors by which they improperly and unlawfully enrich themselves, others, or induce others to do so, by misusing the position in which they are placed, and includes the offering, giving, receiving, or soliciting of anything of value to influence the action of any such official in the Bidding or in contract execution; this also includes similar acts punishable under the Anti-Graft and Corrupt Practices Act (Republic Act No. 3019);
- b) ***“Fraud”*** means a misrepresentation of facts in order to influence the Bidding to the detriment of the government, and includes collusive practices among Bidders (prior to or after bid submission) designed to establish financial offers or prices at artificial, non-competitive levels and to deprive the government of the benefits of a free, transparent and open competition;
- c) ***“Collusion”*** means a scheme or arrangement between two or more Bidders, with or without the knowledge of the government, designed to establish financial offers or prices at artificial, non-competitive levels;
- d) ***“Coercion”*** means harming or threatening to harm, directly or indirectly, persons, or their property to influence their involvement in the Bidding, or affect the execution of the Concession Agreement;
- e) ***“Undesirable Practice”*** means (i) establishing contact with any person connected with or employed or engaged by the DOTC or the CAAP with the objective of canvassing or lobbying or (ii) in any manner influencing or attempting to influence the Bidding; 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 Bidders, Consortium Members,

Subcontractors, or the Affiliates of any of these entities, with the objective of restricting, subverting or manipulating a full and fair competition in the Bidding.

Aside from being disqualified from the Bidding, any person found to be engaging in any Corrupt Practice, Fraud, Collusion, Coercion, or 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 CAAP.

VI-04 CONFLICT OF INTEREST

- a) 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.
- b) Without limiting the generality of what would constitute a Conflict of Interest, any of the following shall be considered a Conflict of Interest because they constitute overt acts or situations which indicate collusion between two or more Bidders:
 - b.1) 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.2) A Prospective Bidder, any Consortium Member, or any of their Affiliates (of either a Prospective Bidder or of the Consortium Member) has ownership interest of at least thirty-three and one third percent (33 1/3%) 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).
 - b.3) 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 Projects, is also directly involved in any capacity related to the Bidding Process for the Projects, 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), during the course of the Bidding Process; provided, however, that in relation to professional advisors, there shall be no Conflict of Interest if prior written disclosure is submitted by such professional advisor to its client Prospective Bidders and the PBAC, together with a conflict management plan which must be approved in writing by the PBAC.

For purposes of this Section b.3, and without limiting the discretion of the PBAC to determine what constitutes Conflict of Interest, “direct involvement” shall mean actual participation in the deliberations and decision-making for the Bidding Process that would give the director, partner, officer, employee knowledge/information regarding the Bid Proposals of the Prospective Bidders and that will allow such director, partner, officer, employee to influence the Bid Proposals. For the avoidance of doubt, the matters listed under Section VI-04.b shall not be considered Collusion as defined under Section VI-03.c.

- c) 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, CAAP or the PPP Center for either or both bundles of the Projects:
 - c.1) A Prospective Bidder, any of its Consortium Members, any of its proposed Contractors, or any Affiliate of any of these entities, has been directly engaged as a consultant by the DOTC, CAAP or the PPP Center in the preparation of any Bidding Documents or the design, or technical specifications of either or both bundles of the Projects or in connection with the Bidding Process, with respect to the bundle/s that the Prospective Bidder or Consortium is bidding for; or
 - c.2) A Prospective Bidder, any of its Consortium Members, any of its proposed Contractors, or any Affiliate of any of these entities, engages any legal, financial, or technical advisor that the DOTC, CAAP or the PPP Center engaged in relation to either or both bundles of the Projects, or anyone who is or was an employee of the DOTC, CAAP or the PPP Center less than one (1) year before his or her engagement in relation to either or both bundles of the Projects by the Prospective Bidder, any of its Consortium Members, any of its proposed Contractors, or any Affiliate of any of these entities, with respect to the bundle/s that the Prospective Bidder or Consortium is bidding for.
- d) If at any time prior to the signing of the 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 VI-04 (Conflict of Interest), 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.
- e) A Construction Contractor and/or Design and/or Engineering Contractor may be proposed by more than one Prospective Bidder provided that such contractor is not a Prospective Bidder, Consortium Member or Affiliate of any Prospective Bidder or Consortium Member.

VI-05 LOCK-UP RULES DURING THE BIDDING PROCESS

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

- a) Corporation, Partnership or Other Juridical Entity
 - (i) For a Prospective Bidder that is a corporation, partnership or any other juridical entity, no restrictions shall be imposed on the ownership structure of such a Prospective Bidder.

Provided that, the Prospective Bidder shall ensure its continuing eligibility with respect to the individual Technical and Financial Qualification Requirements as provided in the Invitation Documents.
- b) Consortium
 - (i) Once a Consortium is pre-qualified to bid, the Consortium’s Lead Member and the Consortium Member proposed to meet the Development Experience under

the Technical Qualification Requirements, may not withdraw from the Consortium, nor reduce their percentage interests in the Consortium as declared in the Consortium's Qualification Documents.

- (ii) Except for the Lead Member and the Consortium Member proposed to meet the Development Experience under the Technical Qualification Requirements, the other members of the Consortium may withdraw from the Consortium prior to the Bid Proposals Submission Date. The Consortium Member proposed to meet the Design and Engineering Experience and Operations and Maintenance Experience under the Technical Qualification Requirements and the Financial Qualification Requirements that withdraw from the Consortium, need to be substituted by new members such that the Consortium continues its eligibility with respect to the individual Technical and Financial Qualification Requirements as provided in the Invitation Documents. The other Consortium Members that withdraw from the Consortium may be substituted by new members, at the discretion of the remaining members of the Consortium.

Withdrawing Consortium Members shall be prohibited from joining any other Consortium that has been pre-qualified to bid for either or both bundles of the Projects.

- (iii) Subject to the above, Consortium Members may increase their percentage interest in the Consortium between the submission of the Pre-Qualification Documents and Bid Proposals.
- (iv) A Consortium Member may form a holding company or a subsidiary which would hold its entire interest in the Consortium. All Consortium Members may form a holding company or subsidiary which would hold their collective interests in the Consortium. All limitations and restrictions applicable to the Consortium Members with respect to their interests in the Project SPC/s shall continue to apply to each of the Consortium Members irrespective of the holding structure they enter into.
- (v) Any change in the composition of the Consortium and/or in the list of Subcontractors must be approved by the PBAC.
- (vi) A Prospective Bidder may submit to the PBAC only one (1) application for all changes in the composition of the Consortium and/or in its list of Subcontractors. The application must be submitted to the PBAC at least forty-five (45) calendar days before the Bid Proposals Submission Date. Together with such application, the Bidder should re-submit all Qualification Documents as provided in the Invitation Documents, which should be revised to reflect the changes applied for.
- (vii) If the proposed change is not approved by the PBAC, the applying Prospective Bidder may revert to the original Consortium composition or the shareholding structure of the Consortium and its list of Subcontractors, as provided in the Qualification Documents it submitted on the Qualification Documents Submission Date.

- (viii) Subject to the above, in the event of a withdrawal, the Prospective Bidder must only inform the PBAC on the Bid Proposals Submission Date.
- c) Consequence of Violation of Bidding Process Lock-Up Rules during the Bidding Process:
 - (i) Any violation of the Bidding Process Lock-Up Rules shall be a ground for disqualification from the Bidding.

VI-06 LOCK-UP RULES DURING THE CONCESSION PERIOD

No changes shall be allowed in the shareholder or equity structure of the Winning Bidder from Bid Proposals Submission Date until the signing by the Project SPC/s of the accession agreements to the Concession Agreements. However, a Consortium Member of the Winning Bidder may form a holding company or a subsidiary which would hold its entire interest in the Winning Bidder. All Consortium Members may form a holding company or subsidiary which would hold their collective interests in the Winning Bidder. All limitations and restrictions applicable to the Consortium Members with respect to their interest in the Project SPC/s shall continue to apply to each of the Consortium Members irrespective of the holding structure they enter into.

Entities that are used by a Winning Bidder for purposes of satisfying the Qualification Requirements shall be subject to lock-up rules with respect to their ownership interest and/or affiliation with the Project SPC/s for the airports in each/both bundle/s for a defined period during the Concession Period, which lock-up rules shall be described in the Invitation to Bidders and incorporated in the Concession Agreements.

VI-07 NOTIFICATION OF RESULTS OF EVALUATION OF QUALIFICATION DOCUMENTS

The PBAC will notify all Prospective Bidders as to whether they passed the qualification stage not later than five (5) calendar days from approval of the Pre-Qualification results (“Notice of Pre-Qualification”). All Prospective Bidders that pass the qualification stage shall be known as Pre-Qualified Bidders.

If the Prospective Bidder proposed more than two (2) Subcontractors to fulfill the Technical Qualification Requirements in Sections II-09(2), the PBAC shall also notify each Prospective Bidders as to which of the Subcontractors they proposed were rated passed.

Pre-Qualified Bidders will be furnished 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 Concession Agreements;
- The Draft Minimum Performance Standards and Specifications, which will set out technical requirements for undertaking the Projects; and
- Other technical documents prepared by or on behalf of DOTC and/or the CAAP.

VI-08 SINGLE PROSPECTIVE BIDDER 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 Pre-Qualification Process shall proceed in accordance with the BOT Law and its Revised Implementing Rules and Regulations.

VI-09 RIGHT TO REJECT QUALIFICATION DOCUMENTS, WAIVE MINOR DEFECTS, AND NOT TO PROCEED WITH THE BIDDING

The PBAC reserves the right to accept or reject all or any Application to Pre-Qualify and Bid without assigning any reason whatsoever.

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

At any time, the DOTC and the CAAP reserve the right not to proceed with the Bidding Process and the execution of any or all of the Concession Agreements without prior notice or liability, and without any obligation to give any reason not to proceed.

ANNEX QD-1A: Business Structure (for a Prospective Bidder which is an individual, partnership, corporation or any other juridical entity)

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 Development 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of the Prospective Bidder, provide evidence of such affiliation using the form prescribed in Annex QD-14.

4. Construction Contractors (at least two)

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
iv. Telephone	
v. Fax	
vi. E-mail	

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
vii. Telephone	
viii. Fax	
ix. E-mail	

5. Entity which fulfills the Design and Engineering 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of the Prospective Bidder, provide evidence of such affiliation using the form prescribed in Annex QD-14.
- b. If this requirement is fulfilled by the Prospective Bidder proposing a Subcontractor, list at least two (2) and up to five (5) Subcontractors and provide the information above for each of them.

6. Entity which fulfills the Operations 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of the Prospective Bidder, provide evidence of such affiliation using the form prescribed in Annex QD-14.

7. Entity which fulfills the Financial 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of the Prospective Bidder, provide evidence of such affiliation using the form prescribed in Annex QD-14.

For and on behalf of
(individual/partnership/corporation/other
juridical entity)

(Signature of Authorized Representative)

(Name, Title, and Date)

ANNEX QD-1B: Business Structure (for a Prospective Bidder which is a Consortium)

Name of Consortium:

1. Consortium Members

	Lead Member	Other Member	Other Member	Other Member
Name				
Percentage Interest in the Consortium				
Type of Legal Entity (corporation/partnership/other juridical entity)				
Role in Consortium				

2. Contact Information of Consortium Members

a. Lead 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. Website	
c. Contact Person	
i. Telephone	

ii. Fax	
iii. E-mail	

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

3. Entity which fulfills the Development 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of a Consortium Member, provide evidence of such affiliation using the form prescribed in Annex QD-14.

4. Construction Contractors (at least two)

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
x. Telephone	
xi. Fax	
xii. E-mail	

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
xiii. Telephone	
xiv. Fax	
xv. E-mail	

5. Entity which fulfills the Design and Engineering 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of a Consortium Member, provide evidence of such affiliation using the form prescribed in Annex QD-14.
- b. If this requirement is fulfilled by the Prospective Bidder proposing a Subcontractor, list at least two (2) and up to five (5) Subcontractors and provide the information above for each of them.

6. Entity which fulfills the Operations 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of a Consortium Member, provide evidence of such affiliation using the form prescribed in Annex QD-14.

7. Entity which fulfills the Financial Qualification 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	

Note:

- a. If this requirement is fulfilled by an Affiliate of a Consortium Member, provide evidence of such affiliation using the form prescribed in Annex QD-14.

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

(Signature of Authorized Representative)

(Name, Title, and Date)

Annex QD-1C: Certification of No Relationship with an Airline

Republic of the Philippines)
) S.S.

Certification of No Relationship with an Airline

As per authenticated records, this is to certify that (*Name of the Applicant/Consortium Member/Affiliate*) is not an Airline-Related Entity in terms of Clause II-09 of the Instructions to Prospective Bidders, and that:

1. (*Name of the Applicant/Consortium Member/Affiliate*) is not an Airline;
2. (*Name of the Applicant/Consortium Member/Affiliate*) does not have the power to direct or cause the direction of the management policies and actions of an Airline whether through: (i) ownership of at least fifty percent (50%) plus one (1) share of the total outstanding voting shares or (ii) ownership of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent (50%) plus one (1) share of the voting rights through a voting trust or other voting agreements or (b) the ability to elect a majority of the members of the board of directors or (iii) a legal agreement.
3. No Airline has the power to direct or cause the direction of the management policies and actions of (*Name of the Applicant/Consortium Member/Affiliate*) whether through: (i) ownership of at least fifty percent (50%) plus one (1) share of the total outstanding voting shares or (ii) ownership of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent (50%) plus one (1) share of the voting rights through a voting trust or other voting agreements or (b) the ability to elect a majority of the members of the board of directors or (iii) a legal agreement.
4. (*Name of the Applicant/Consortium Member/Affiliate*) and an Airline are not subject to the same person's power to direct or cause the direction of their management policies and actions whether through: (i) ownership of at least fifty percent (50%) plus one (1) share of the total outstanding voting shares or (ii) ownership of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent (50%) plus one (1) share of the voting rights through voting trust or other voting agreements or (b) the ability to elect a majority of the members of the board of directors or (iii) a legal agreement

Certified by:

Name of the Authorized Representative:
(Signature, name and designation of the Authorized Signatory)

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-2: Basic Information Sheet

- a. To be submitted by all entities listed in all sections of the Business Structure (Annex QD-1A or QD-1B).
- b. Required attachment: In case of a corporation created pursuant to the Corporation Code of the Philippines, an SEC-certified true copy of its latest General Information Sheet (“GIS”). In case of a foreign partnership, corporation or other juridical entity, the equivalent document (or a document providing similar information as required under a GIS) 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.

1. Name of Entity	
2. Type of entity (please check one)	<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Others: (please specify) _____
3. Consortium Member or not? (please check one)	<input type="checkbox"/> Yes <input type="checkbox"/> No
3a. Airline Related Entity or not? (please check one)	<input type="checkbox"/> Yes <input type="checkbox"/> No
4. Subcontractor or not? (please check one)	<input type="checkbox"/> Yes <input type="checkbox"/> No
5. Affiliate of an entity listed in QD- 1A or QD-1B?	<input type="checkbox"/> Yes, Affiliate of _____ <input type="checkbox"/> No
6. Place of Incorporation or Registration	
7. Year of Incorporation or Registration	
8. Principal Purposes or Businesses	

9. Shareholder or Partner Information

Name of Shareholder or Partner	Nationality	Percentage total of shareholding or partnership interest

(Insert rows as necessary)

10. 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 Lead
Member)

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name, Title, and Date)

(Name, Title, and Date)

ANNEX QD-3: SEC-Certified True Copy of SEC Certificate of Incorporation, Articles of Incorporation, and By-Laws in case of corporations; Certificate of Partnership and Articles of Partnership in case of partnerships; in case of another juridical entity in the Philippines (e.g., chartered government corporations), a Corporate Secretary-certified copy of the document creating its juridical personality, or in case of a foreign corporation, partnership or other juridical entity, the equivalent document submitted to and acknowledged by the appropriate government agency in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity.

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

ANNEX QD-3A: Corporate Secretary-Certified True Copy of the extract of the object clause as appearing in the charter documents (Certificate of Incorporation, Articles of Incorporation, and By-Laws; Certificate of Partnership, Articles of Partnership; or in case of other juridical entities, a document recognizing its juridical personality or capacity) of the entities listed in all sections of the Business Structure empowering them to undertake the activity / role envisioned in the Business Structure.

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

ANNEX QD-4A: Notarized Certification of Absence of Unsatisfactory Performance Record (Individual)

- a. To be accomplished individually by the authorized representative of each of the Prospective Bidder and the entities listed in all sections of the Business Structure (Annex QD-1A or QD-1B) or jointly by their authorized representatives designated in Annexes QD-10A and QD-10B.
- b. For entities which are proposed to meet the Financial Qualification Requirement, the certification shall only be in relation to (i) non-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, corporation, or any other juridical entity, or as a member of a joint venture or consortium, and (ii) non-involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

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

Republic of the Philippines)
) S.S.

Certification of Absence of Unsatisfactory Performance Record

I, *(insert name)*, *(insert citizenship)*, of legal age, with office address at *(insert address)*, as the *(insert position/designation)* of *(insert name of the entity represented)*, a *(individual/partnership/corporation/other juridical entity)*, organized and existing under and by virtue of the laws of *(insert place of incorporation/registration)* hereby certify, for and on behalf of *(name of entity represented)*, that, based on the best of my knowledge, *(insert name of entity represented)* does not have any record of unsatisfactory performance on any of its projects and contracts. “Unsatisfactory Performance” means any of the following:

1. Within the last five (5) years prior to the Qualification Documents Submission Date -
 - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
 - b. expulsion from any project or contract, provided, that where the expulsion (i) results from an act of all or some of the other parties to such project or contract pursuant to the relevant project agreements, there being no fault on the part of the expelled party, as confirmed by a final court or arbitral judgment, if applicable, (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, there being no fault on the part of the expelled party, such expulsion shall not be deemed as an incident of Unsatisfactory Performance;
 - c. termination or suspension of any of its projects or contracts due to a breach of its obligations; or
 - d. material violation of laws and/or regulations applicable to any of its projects or contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.

The projects and contracts referred to in paragraph 1 of the definition above refers to any project or contract of the Prospective Bidder, Consortium Members, Affiliates whose experience is being used to meet any of the Technical Qualification Requirements, and subcontractors proposed by a Prospective Bidder or Consortia, which was commenced or was 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 Prospective Bidder, Consortium Members, Affiliates whose experience is being used to meet any of the Technical Qualification Requirements and to the laws and/or regulations applicable to such projects or contracts.

2. 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, corporation, or any other juridical entity, or as a member of a joint venture or consortium;
3. Involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

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*).

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ANNEX QD-4B: Notarized Certification of Absence of Unsatisfactory Performance Record (Joint)

Republic of the Philippines)
) S.S.

Certification of Absence of Unsatisfactory Performance Record

I, *(insert name)*, *(insert citizenship)*, of legal age, with office address at *(insert address)*, as the authorized representative of *(insert name of entity represented)*, a *(individual/corporation/partnership/other juridical entity, or Consortium)* organized and existing under and by virtue of the laws of *([insert place of incorporation/registration] or organized by agreement among its Consortium Members)*, as indicated by the authorization certificate attached as [Annex QD-10A (for a partnership or corporation): Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative] or Annex QD-10B (for a Consortium Prospective Bidder, to be submitted by each Consortium Member): Consortium Member's Authority to Participate in Consortium and Apply to Pre-Qualify and Bid, and Designation of Lead Member and Authorized Representative of Consortium], after having been duly sworn according to law, hereby certify for and on behalf of *(list the entities submitted in the Business Structure – Annex QD-1A or QD-1B)* that, based on the best of my knowledge, the said entities do not have any record of unsatisfactory performance on any of its projects and contracts. "Unsatisfactory Performance" means any of the following:

1. Within the last five (5) years prior to the Qualification Documents Submission Date
 -
 - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
 - b. expulsion from any project or contract, provided, that where the expulsion (i) results from an act of all or some of the other parties to such project or contract pursuant to the relevant project agreements, there being no fault on the part of the expelled party, as confirmed by a final court or arbitral judgment, if applicable, (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, there being no fault on the part of the expelled party, such expulsion shall not be deemed as an incident of Unsatisfactory Performance;
 - c. termination or suspension of any of its projects or contracts due to a breach of its obligations; or
 - d. material violation of laws and/or regulations applicable to any of its projects or contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.

The projects and contracts referred to in paragraph 1 of the definition above refers to any project or contract of the Prospective Bidder, Consortium Members, Affiliates whose experience is being used to meet any of the Technical Qualification Requirements, and subcontractors proposed by a Prospective Bidder or Consortia, 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 Prospective Bidder, Consortium Members, Affiliates whose experience is being used to meet any of the Technical Qualification Requirements and to the laws and/or regulations applicable to such projects or contracts.

2. 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, corporation, or any other juridical entity, or as a member of a joint venture or consortium;
3. Involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

Date and Place of Execution.

For and on behalf of (Name of Entities)

(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*).

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ANNEX QD-5: Development Experience

- a. To be submitted by the entity or entities which fulfill the Development Experience Requirement in Section II-09(2), as identified in the Business Structure (Annex QD-1A or QD-1B), Item 3.
- b. Required attachment for each project:
 - (i) Certificate for Details of Eligible Projects for Development Experience from an Auditor using the form prescribed in Annex QD-11.
 - (ii) If the project was completed by an Affiliate of the entity which fulfills the Development Experience requirement, evidence of such affiliation using the form prescribed in Annex QD-14.
1. Entity that fulfills the Development Experience Requirement in Section II-09(2), as identified in item 3 of the Business Structure (Annex QD-1A or QD-1B).

Prospective Bidder:	
Entity which fulfills the requirement:	
Relationship to Prospective Bidder:	<i>(Prospective Bidder / Consortium Member)</i>

2. Projects Completed[#] for Development Experience.

Name of Project	
Location	
Description	
Date of Contract	
Nature of Involvement	
Client*	
Cost of Contract	
Name of Entity which** Completed the Project	

[#] Please provide details of all the relevant projects.

*Please attach Certificate for Details of Eligible Projects for Development Experience from an Auditor, as per format provided in Annex QD-11.

**Must be the Entity identified in #1 or an Affiliate. If an Affiliate, please attach an Auditor Certificate of such affiliation as per format provided in Annex QD-14.

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name, Title, and Date)

(Name, Title, and Date)

ANNEX QD-6: Design and Engineering Experience

- a. To be submitted by the entity or entities which fulfill the Design and Engineering Experience Requirement in Section II-09(2) as identified in the Business Structure (Annex QD-1A or QD-1B), Item 4.
- b. Required attachment for each project:
 - (i) Certificate for Details of Projects for Design and Engineering Experience from an Auditor using the form prescribed in Annex QD-12.
 - (ii) If the project was completed by an Affiliate of the entity which fulfills the Design and Engineering Experience requirement, evidence of such affiliation using the form prescribed in Annex QD-14.
1. Entity which fulfils the Design and Engineering Experience Requirement in Section II-09(2), as identified in item 4 of the Business Structure (Annex QD-1A or QD-1B).

Prospective Bidder:	
Entity which fulfills the requirement:	
Relationship to Prospective Bidder:	<i>(Prospective Bidder / Consortium Member/ Design and Engineering Contractor)</i>

Name of Project	
Location	
Description	
Date of Contract	
Nature of Involvement	
Client*	
Cost of Contract	
Name of Entity which** Completed the Project	

Please provide details of all the relevant projects.

*Please attach Certificate for Details of Projects for Design and Engineering Experience from an Auditor, as per format provided in Annex QD-12.

**Must be the Entity identified in #1 or an Affiliate (except in case of a Design and Engineering Contractor). If an Affiliate, please attach Auditor Certificate of such affiliation as per format provided in Annex QD-14.

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name, Title, and Date)

(Name, Title, and Date)

ANNEX QD-7: Operations and Maintenance Experience

- a. To be submitted by the entity or entities which fulfill the Operations and Maintenance Experience Requirement in Section II-09(2), as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 5.
 - b. Required attachments for each project:
 - (i) Certificate for Details of Projects for Operations and Maintenance Experience from an Auditor using the form prescribed in Annex QD-13.
 - (ii) If the project was or is being undertaken by an Affiliate of the entity which fulfills the Operations and Maintenance Experience requirement, evidence of such affiliation using the form prescribed in Annex QD-14.
1. Entity which fulfills the Operations and Maintenance Experience Requirement in Section II-09(2), as identified in item 5 of the Business Plan (Annex QD-1A or QD-1B).

Prospective Bidder:	
Entity which fulfills the requirement:	
Relationship to Prospective Bidder:	<i>(Prospective Bidder / Consortium Member)</i>

Name of Project	
Location	
Description	
Start Date of Operation Period	
End Date of Operation Period	
Nature of Involvement	
Client*	
Cost of Contract	
Name of Entity which** Completed the Project	

Please provide details of all the relevant projects.

*Please attach Certificate for Details of Projects for Operations and Maintenance Experience from an Auditor, as per format provided in Annex QD-13.

**Must be the Entity identified in #1 or an Affiliate. If an Affiliate, please attach Auditor Certificate of such affiliation as per format provided in Annex QD-14.

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

(Name)
(Designation)

(Name)
(Designation)

ANNEX QD-8: Notarized Statement of Financial Qualification

- a. To be submitted by the entity or entities which fulfill the Financial Qualification Requirement in Section II-09(3), as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 6.
- b. Required attachments:
 - (i) Certified True Copy of latest audited financial statements which must be dated not earlier than 31 December 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.
 - (ii) A letter testimonial from a domestic universal/commercial bank or an international bank with a subsidiary/branch in the Philippines or any international bank recognized by the BSP attesting that the Prospective Bidder or Consortium Members, or their Affiliates, as the case may be, are banking with them, and that they are in good financial standing and are qualified to obtain credit accommodations from such banks to finance the project.
 - (iii) If an Affiliate will be used, attach evidence of such affiliation.

Prospective Bidder:	
Entity/ies which fulfill/s the requirement:	
Relationship to Prospective Bidder:	

Republic of the Philippines)
) S.S.

Notarized Statement of Financial Qualification

I, *(insert name)*, *(insert citizenship)*, of legal age, with office address at *(insert address)*, as the *(insert position/designation) of (insert name of entity)*, a *(individual/ partnership/ corporation/ other juridical entity)* organized and existing under and by virtue of the laws of *(insert 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 Qualification is true and that the attached documents are genuine and true copies of the original.

1. The Financial Summary of (Name of Entity) for the financial year 20XX is as follows:

Financial Information	20XX
(indicate last day of accounting year)	
1. Total Assets	
2. Total Liabilities	
3. Total Equity (sum of 4, 5, 6, 7, 8, 9, and 10)	
4. Subscribed and Paid Up Capital (at par)	
5. Additional Paid-In Capital	
6. Unrestricted Retained Earnings	
7. Retained Earnings Appropriated by the Board	
8. Retained Earnings Restricted under a Loan Covenant	
9. Retained Earnings Allocated as Contingencies Reserves	
10. Retained Earnings Covered by any other Legal Restriction on Distribution or Application	
11. Net Worth (sum of 4, 5, and 6)	
12. Profits Before Taxes	
13. Profits After Taxes	

2. (Name of Entity), which is a Prospective Bidder / Consortium Member / Affiliate of a Prospective Bidder or Consortium Member, is a customer in good standing in the following bank:

Name of Bank		
Address		
Contact Person		

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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ANNEX QD-9: Notarized Application to Pre-Qualify and Bid

- a. To be submitted by the Prospective Bidder.

[Letterhead]

Republic of the Philippines)
) S.S.

Notarized Application to Pre-Qualify and Bid for the Bacolod-Silay, Iloilo (Bundle 1),
Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and
Operations and Maintenance Projects

I, *(insert name)*, *(insert citizenship)*, of legal age, with office address at *(insert address)*, after
having been duly sworn according to law, hereby declare for and on behalf of *(name of
Prospective Bidder)* that:

I, *(insert name)*, *(insert citizenship)*, of legal age, with office address at *(insert address)*, as
the authorized representative of *(insert name of Prospective Bidder)*, a
*(individual/partnership/corporation/other juridical entity or Consortium) organized and
existing under and by virtue of the laws of [(insert place of incorporation/registration] or
organized by agreement among its Consortium Members)*, as indicated by the authorization
certificate attached as [Annex QD-10A (for an individual, partnership, corporation, or any
other juridical entity): Authority to Apply to Pre-Qualify and Bid and Designation of
Authorized Representative or Annex QD-10B (for a Consortium Prospective Bidder, to be
submitted by each Consortium Member): Consortium Member's Authority to Participate in
Consortium and Apply to Pre-Qualify and Bid, and Designation of Lead Member and
Authorized Representative of Consortium], after having been duly sworn according to law,
hereby certify for and on behalf of *(name of Prospective Bidder)* that:

1. In accordance with the Invitation Documents for the Bacolod-Silay, Iloilo (Bundle 1),
Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development
and Operations and Maintenance Projects (hereinafter referred to as the "Projects"),
the *Name of Prospective Bidder*, a *individual/partnership/corporation/other juridical
entity/Consortium* with business address at *(insert address)*, is applying to pre-qualify
to bid for the Projects and hereby submit its Qualification Documents.
2. This Application to Pre-Qualify and Bid consists of the following Qualification
Documents:

Annex No.	Name of Annex
Annex QD-1A (for a Prospective Bidder which is an individual, partnership, corporation or any other juridical entity) <i>or</i> Annex QD-1B	Business Structure

(for a Prospective Bidder which is a Consortium)	
Attachment No. 1 (Annex QD-14) (if an experience requirement is fulfilled by an Affiliate)	Certificate for Establishing Relationship with Affiliates
Annex QD-1C	Certification of No Relationship with an Airline
Annex QD-2 (to be submitted by all entities listed in all sections of Annex QD-1A/1B: Business Structure)	Basic Information Sheet
Attachment No. 1	SEC-certified true copy of latest GIS or, in case of foreign entities, its equivalent.
Annex QD-3 (to be submitted by all entities listed in all sections of Annex QD-1A/1B: Business Structure)	SEC-certified true copy of corporate or partnership charter documents; <i>e</i> Corporate Secretary-certified true copy of charter documents for other Philippine juridical entities; <i>or</i> Equivalent document for foreign entities.
Annex QD-3A (to be submitted by all entities listed in all sections of Annex QD-1A/1B: Business Structure)	Corporate Secretary-certified true copy of the clause in the juridical entity's charter empowering it to undertake the activity designated to it in the Business Structure
Annex QD-4A (to be submitted <i>individually</i> by the authorized representative of the Prospective Bidder and of all entities listed in all sections of Annex QD-1A/1B: Business Structure) <i>or</i> Annex QD-4B (to be submitted <i>jointly</i> by the authorized representative of the Prospective Bidder and of all entities listed in all sections of Annex QD-1A/1B: Business Structure)	Certification of Absence of Unsatisfactory Performance Record
Attachment No. 1 (Annex QD-10A or QD-10B)	Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative
Annex QD-5 (to be submitted by the entity/ies which fulfill the Development Experience Requirement)	Development Experience
Attachment No. 1 (Annex QD-11) (to be submitted for <i>each</i> reference project)	Certificate for Details of Eligible Projects for Development Experience
Attachment No. 2 (Annex QD-14)	Certificate for Establishing Relationship with Affiliates

(to be submitted for <i>each</i> reference project if such project was completed by an Affiliate)	
Annex QD-6 (to be submitted by the entity/ies which fulfill the Design and Engineering Experience Requirement)	Design and Engineering Experience
Attachment No. 1 (Annex QD-12) (to be submitted for <i>each</i> reference project)	Certificate for Details of Projects for Design and Engineering Experience
Attachment No. 2 (Annex QD-14) (to be submitted for <i>each</i> reference project if such project was completed by an Affiliate)	Certificate for Establishing Relationship with Affiliates
Annex QD-7 (to be submitted by the entity/ies which fulfill the Operations and Maintenance Experience Requirement)	Operations and Maintenance Experience
Attachment No. 1 (Annex QD-13) (to be submitted for <i>each</i> reference project)	Certificate for Details of Projects for Operations and Maintenance Experience
Attachment No. 2 (Annex QD-14) (to be submitted for <i>each</i> reference project if such project was completed by an Affiliate)	Certificate for Establishing Relationship with Affiliates
Annex QD-8 (to be submitted by the entity/ies which fulfill	Statement of Financial Qualification
Attachment No. 1	Certified true copy of audited financial statements dated no earlier than 31 December 2013, stamped received by the Bureau of Internal Revenue or its equivalent for foreign entities
Attachment No. 2	Letter testimonial from a bank
Attachment No. 3 (Annex QD-14) (if the requirement is fulfilled by an Affiliate)	Certificate for Establishing Relationship with Affiliates
Annex QD-9	Application to Pre-Qualify and Bid
Annex QD-10A (to be submitted by a Prospective Bidder which is a partnership or corporation) <i>or</i> Annex QD-10B (to be submitted by each Consortium Member in case the Prospective Bidder is a Consortium)	Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative Consortium Member's Authority to Participate in the Consortium and Apply to Pre-Qualify and Bid, and Designation of Lead Member and Authorized Representative of the Consortium

Annex QD-11 (submit as attachment to Annex QD-5)	Certificate for Details of Eligible Projects for Development Experience
Annex QD-12 (submit as attachment to Annex QD-6)	Certificate for Details of Projects for Design and Engineering Experience
Annex QD-13 (submit as attachment to Annex QD-7)	Certificate for Details of Projects for Operations and Maintenance Experience
Annex QD-14 (submit as attachment to the relevant Annexes above)	Certificate for Establishing Relationship with Affiliates
Annex QD-15	Undertaking Regarding Key Personnel
Annex QD-16 (to be submitted by the Construction Contractors proposed by the Prospective Bidder)	Construction Contractor's Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Projects
Annex QD-17 (to be submitted by the Design and/or Engineering Contractors proposed by the Prospective Bidder)	Design and/or Engineering Contractor's Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Projects

3. (Name of Prospective Bidder) confirms that all statements made and the information and documents provided in its Qualification Documents, including statements made by all Consortium Members, their Affiliates, and proposed Subcontractors in any of the Qualification Documents are true and correct, and any misrepresentation or false statement made therein shall be a ground for its disqualification.
4. (Name of Prospective Bidder) confirms that it is compliant with the ownership and control limitations applicable to Airline-Related Entities as provided under the Invitation Documents. [In case the Prospective Bidder is a Consortium] (Name of Consortium) represents and warrants that the aggregate proposed shareholdings of Airline-Related Entities in the Consortium does not exceed 33% of the total equity of the Consortium, as required under Section II-09 of the Instructions to Prospective Bidders.
5. (Name of Prospective Bidder) undertakes that the aggregate proposed shareholdings of Airline-Related Entities in the Project SPC/s shall not exceed the 33% of the total equity of the/any Project SPC/s for the duration of the Concession Period and that the applicable shareholdings restrictions in the Facility Operator/s are not exceeded, as specified in Section II-09 of the Instructions to Prospective Bidders. (Name of Prospective Bidder) further undertakes that the proposed participation of any Airline-Related Entity in the Board of Directors of the Project SPC/s and the Facility Operator/s shall be limited to the Airline-Related Entity's permitted proportionate share in the equity of the Project SPC/s and the Facility Operator/s, respectively.

6. (Name of Prospective Bidder) authorizes the DOTC and the CAAP to conduct any inquiries or investigations to verify the statements, documents, and information submitted in its Qualification Documents, and to seek clarification from its clients and bankers regarding any technical and financial aspects. (Name of Prospective Bidder) also permits third parties to supply information required to verify statements and information submitted in its Qualification Documents.
7. (Name of Prospective Bidder) acknowledges the right of the DOTC and the CAAP to reject its Qualification Documents without assigning any reason and to cancel the Bidding Process at any time, without incurring any liability, and accepts all the terms and conditions of the Instructions to Prospective Bidders and other Invitation Documents.
8. (Name of Prospective Bidder), including the entities it has identified to comply with the Qualification Requirements under the Invitation Documents, have not at any time engaged in any Corrupt Practice, Fraud, Collusion, Coercion, Undesirable Practice or Restrictive Practice, nor have a Conflict of Interest, as defined in the Instructions to Prospective Bidders.
9. (Name of Prospective Bidder), all Consortium Members in case of a Consortium, and their Affiliates identified to comply with the Qualification Requirements, do not have any Outstanding Dispute with the government, as defined in the Invitation Documents.
10. (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 and the CAAP 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 CAAP are undertaking this Bidding Process in the performance of their functions to ensure the provision of a critical basic necessity and that, therefore, the Projects is of paramount public interest and importance and that the DOTC and the CAAP 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 to bid for the Projects.
11. (Name of Prospective Bidder), confirms that there is no litigation (including court, arbitration and other proceedings) current or pending against us, which might have a material adverse effect on our ability to participate in the Bidding Process/undertake the Projects, if awarded.
12. (Name of Prospective Bidder), undertakes that in case due to any change in facts or circumstances during the pendency of the process of participation in the Bidding Process impacting our qualification under the Invitation Documents, I/We would intimate the same immediately to you.
13. (Name of Prospective Bidder) accedes that the interpretation and construction of the Invitation Documents shall rest solely with the PBAC. The PBAC shall not assume any responsibility for any erroneous interpretations or conclusions by the Bidders out

of data furnished or indicated in the Invitation Documents and the Bidding Documents.

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-10A: Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative

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

[Letterhead]

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 (name of Prospective Bidder) (the “Prospective Bidder”), a (partnership/corporation) 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 Firm, 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) (the “Prospective Bidder”) be, and is, authorized to participate in the Bidding Process for the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects (hereinafter called the “Projects”) and to apply for Pre-Qualification as Bidder for the Projects;

RESOLVED FURTHER, that (Name of Representative) be and is hereby appointed as the authorized representative of the Prospective Bidder during Pre-Qualification, authorized to execute, sign, and receive documents for, and otherwise act in the name of, the Prospective Bidder;

RESOLVED FURTHER, that (Name of Representative) be and is hereby authorized to sign the Certification of Absence of Unsatisfactory Performance Record (Annex QD-4A) for and on behalf of the Prospective Bidder, jointly with its Affiliates, and Subcontractors.

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;
5. That the above resolutions are in accordance with the records of the Prospective Bidder.

(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-10B: Consortium Member's Authority to Participate in the Consortium and Apply to Pre-Qualify and Bid, and Designation of Lead Member and Authorized Representative of the Consortium

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

[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 [name of Consortium Member (the "Firm")], a corporation/partnership/other juridical entity 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/Trustees of the Firm, 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 Firm 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 Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects (hereinafter called the "Projects") and to submit the Qualification Documents and Bid Proposals for the Projects;

Name of Consortium Member	Nationality	% Interest

RESOLVED FURTHER, that the Firm shall maintain its percentage interest in the Consortium in accordance with the Instructions to Prospective Bidders, Instructions to Bidders, and the Concession Agreement, and thereafter shall comply with the requirements and restrictions on changes in ownership as stated in the Concession Agreement;

RESOLVED FURTHER, that in the event the Firm is declared as Winning Bidder, the Firm will cooperate with the other Consortium Members to register a domestic corporation with the Philippines Securities and Exchange Commission and comply

with all other requirements specified in the Instructions to Prospective Bidders, Instructions to Bidders, and the Concession Agreement;

RESOLVED FURTHER, that the Firm jointly and severally binds itself with the other Consortium Members listed above in undertaking the obligations of the Consortium in the Bid for the Projects until, if the Consortium is selected as the Winning Bidder, the corporation formed by the Consortium signs the Concession Agreement and commences with the Start Date under the Concession Agreement, or if the Consortium is not declared as the Winning Bidder within one hundred twenty (120) calendar days after the Bid Submission Date, until one hundred twenty (120) days after the Bid Submission Date.

RESOLVED FURTHER, that in the event the Firm is declared as the Winning Bidder, it commits to fulfill all the requirements in the Instructions to Bidders, including the submission and completion of the requirements in the Notice of Award within twenty (20) calendar days from the issuance of the Notice of Award, and the signing of the Concession Agreement with DOTC and CAAP and fulfillment of other requirements within five (5) calendar days of being notified by DOTC and CAAP that it has complied with the requirements in the Notice of Award.

RESOLVED FURTHER, that *(Name of Firm's Representative)* be and is hereby appointed as the authorized representative of the Firm, authorized to execute, sign, and receive documents for, and otherwise act in the name of, the Firm;

RESOLVED FURTHER, that the Firm in the exercise of its interest in the Consortium hereby:

- (a) Designates *(Name of Lead Member of Consortium)* as Lead Member of the Consortium with the authority to represent the Consortium during the Bidding Process for the Projects;
- (b) authorizes *(Name of Authorized Representative of Name of Lead Member of Consortium)* as representative of the Consortium during the Bidding Process for the Projects, and for such purpose shall have the authority to execute, sign and receive documents for, and otherwise act in the name of the Consortium.

RESOLVED FURTHER, that *(Name of Representative)* be and is hereby authorized to sign the Certification of Absence of Unsatisfactory Performance Record (Annex QD-4B) for and on behalf of the Consortium, jointly with its Affiliates, and Subcontractors.

RESOLVED, FINALLY, that any and all acts done and/or performed by *(Name of Lead Member of Consortium)* and *(Name of Authorized 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 Firm;

5. That the above resolutions are in accordance with the records of the Firm.

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-11: Certificate for Details of Eligible Projects for Development Experience

For each project being cited as an experience towards the Development Experience requirement, a certificate shall need to be produced by the entity claiming such experience as an evidence for having the said experience. Such certificate shall need to be obtained from an Auditor. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Auditor (Applicable for Development Experience)

This is to certify that (*Name of the Prospective Bidder / Member of Consortium / Affiliate*) has developed the (name of project) which is (nature of project) and where the scope of the work included (design / construction / operation / maintenance / finance)². The project was commissioned on (Date of commissioning of the project).

We further certify that the total estimated capital cost of this project is PhP Million of which the capital cost incurred during the Eligible Period in the respective years is as per details presented below.

Year	(Capital Cost incurred in PHP Million)
Year 1	
Year 2	
....	
Year 10	

Certified by:

Name of the audit firm:

Seal of the audit firm:

Designation: (Signature, name and designation of the Authorized Signatory)

Date:

² In case the Prospective Bidder owned the project, this language may be modified to read: “ this is to certify that (*Name of the Prospective Bidder / Member of Consortium / Affiliate*) developed and/ or owned the (name of project) from (date) to (date)..

Annex QD-12: Certificate for Details of Projects for Design and Engineering Experience

For each project being cited as an experience towards the Design and Engineering Experience requirement, a certificate shall need to be produced by the entity claiming such experience as an evidence for having the said experience. Such certificate shall need to be obtained from an Auditor. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Auditor (Applicable for Design and Engineering Experience)

This is to certify that (*Name of the Prospective Bidder / Member of Consortium / Affiliate/ Design and Engineering Contractor*) was engaged by (*Name of the Owner of the Airport*) for designing and engineering (*Scope of operation – entire airport / specific component of the airport*) for (*Name of the Airport*).

During the Eligible Period, the *airport/ airport terminal* has a capacity of handling at least five (5) Million Passengers per annum, has a terminal area of at least 40,000 sq. mt., and has the capability to handle Code 4E aircrafts.

Certified by:

Name of the audit firm:

Seal of the audit firm:

Designation: (Signature, name and designation of the Authorized Signatory)

Annex QD-13: Certificate for Details of Projects for Operations and Maintenance Experience

For each project being cited as an experience towards the Operations and Maintenance Experience requirement, a certificate shall need to be produced by the entity claiming such experience as an evidence for having the said experience. Such certificate shall need to be obtained from an Auditor. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Auditor (Applicable for Operations and Maintenance Experience)

This is to certify that (*Name of the Prospective Bidder / Member of Consortium / Affiliate*) has operated and maintained the [..... (*name of the airport*)] / was engaged by [..... (*Name of the Owner of the Airport*)] to operate and maintain (*Name of the Airport*), from (*start date*) to (*end date*), during which period the total Annual Passenger Throughput at the airport was as stated below:

Year	Total Annual Passenger Throughput	International Annual Passenger Throughput
Year 1		
Year 2		
Year 3		
Year 4		
Year 5		

Where the Annual Passenger Throughput of an airport is the sum total of its arriving and departing passengers for a stated period of time. A transit passenger, who does not leave the airport terminal, is counted once as an arriving passenger.

Where Year 1 is the most recent calendar year (January – December) of operation of the said airport by the said entity and Year 2 shall be the year preceding Year 1 and so on.

The [..... (*name of the airport*)] qualifies as an International Airport as defined in the Instructions to Prospective Bidders.

* Please provide the above information and certification for any additional airports.

Certified by:

Name of the audit firm:

Seal of the audit firm:

Designation: (Signature, name and designation of the Authorized Signatory)

Annex QD-14: Certificate for Establishing Relationship with Affiliates

If the experience belongs to an Affiliate of the entity, a certificate providing evidence of such Affiliate relationship shall be provided, substantially covering the details prescribed in the format below:

Certificate from an Auditor regarding Affiliates

As per authenticated records, this is to certify that (*Name of the Applicant/Consortium Member/Affiliate*) is an Affiliate of (*name of Affiliate / Applicant/ Consortium Member*) as defined in the Instructions to Prospective Bidders.

A brief description of such affiliation is given below:

{Describe the share-holding of the Applicant/ Consortium Member and the Affiliate. In the event the Affiliates under common control with the Applicant/ Consortium Member, the relationship may be suitably described and similarly certified herein. In case the control is exercised through a legal agreement, provide provisions of such legal agreement evidencing such control.}

Certified by:

Name of the audit firm:

Seal of the audit firm:

Designation: (Signature, name and designation of the Authorized Signatory)

Annex QD-15: Undertaking Regarding Key Personnel

Name of Prospective Bidder:

1. Proposed [KEY PERSONNEL DESIGNATION]

Name	
Employer	
Position	
Nationality	
Date of Birth	

a. Key Experience (add columns as necessary)

Employer			
Position			
Start Date			
End Date			
Description of Projects Undertaken			

b. 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 Lead Member)

(Signature of Authorized Representative)

(Name, Title, and Date)

Annex QD-16: Construction Contractor's Notarized Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Projects

- a. To be submitted by any Construction Contractors proposed by the Prospective Bidder to qualify for the technical requirements under the category of Development Experience in Section II-09(2), as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 3.

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

Republic of the Philippines)
) s.s.

Notarized Statement of Willingness to Participate in, and
Capacity to Undertake the Requirements of the Projects

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

1. *(Name of Construction Contractor)* is willing to participate, through the *(Name of Prospective Bidder)* in the bid for the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects in accordance with the Invitation Documents.
2. *(Name of Construction Contractor)* has the required experience and capacity to undertake the requirements for its services in the Projects in accordance with the Invitation Documents.
3. Based on my personal knowledge or authentic documents, the information provided in Annex QD-4A/QD-4B are true and correct.
4. If selected by *(Name of Prospective Bidder)*, *(name of Construction Contractor)* shall formally enter into a contract with the Project Proponent to perform the obligations and assume the attendant liabilities as Construction Contractor for the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects.

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)*.

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Annex QD-17: Design and/or Engineering Contractor's Notarized Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Projects

- a. To be submitted by any Design and/or Engineering Contractors proposed by the Prospective Bidder to submit and qualify for the technical requirements under the category of Development Experience in Section II-09(2), as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 4.

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

Republic of the Philippines)
) s.s.

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

1. *(Name of Design and Engineering Contractor)* is willing to participate, through the *(Name of Prospective Bidder)* in the bid for the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects in accordance with the Invitation Documents.
2. *(Name of Design and Engineering Contractor)* has the required experience and capacity to undertake the requirements for its services in the Projects in accordance with the Invitation Documents.
3. Based on my personal knowledge or authentic documents, the information provided in Annex QD-4 and QD-6 is true and correct.
4. If selected by *(Name of Prospective Bidder)*, *(name of Design and Engineering Contractor)* shall formally enter into a contract with the Project Proponent to perform the obligations and assume the attendant liabilities as Design and Engineering Contractor for the Bacolod-Silay, Iloilo (Bundle 1), Davao, Laguindingan, and New Bohol (Panglao) (Bundle 2) Airport Development and Operations and Maintenance Projects.

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)*.

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