



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

***BACOLOD-SILAY AIRPORT DEVELOPMENT,
OPERATIONS AND MAINTENANCE PROJECT***

**INSTRUCTIONS TO PROSPECTIVE BIDDERS
(ITPB)**

24 February 2017

DISCLAIMER

The information contained in this Instructions to Prospective Bidders and the other Invitation Documents subsequently provided to Prospective Bidders, whether verbally or in documentary or any other form, by or on behalf of the DOTr 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 DOTr 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 Project pursuant to the Invitation Documents. The Invitation Documents include statements, which reflect various assumptions and assessments arrived at by the DOTr and CAAP in relation to the Project. 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 DOTr 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 DOTr and CAAP accepts no responsibility for the accuracy, or otherwise, of any interpretation or opinion on law expressed herein.

The DOTr 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 DOTr 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 DOTr 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 DOTr and CAAP is bound to select a Prospective Bidder or to appoint a selected Bidder or Project Proponent, as the case may be, for the Project, and the DOTr 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 DOTr 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 DOTr 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
CIVIL AVIATION AUTHORITY OF THE PHILIPPINES

**Bacolod-Silay Airport Development,
Operations and Maintenance Project**

INSTRUCTIONS TO PROSPECTIVE BIDDERS

INTRODUCTION

The Department of Transportation (DOT) and Civil Aviation Authority of the Philippines (CAAP) invite Prospective Bidders to apply to pre-qualify and bid for the development, operations and maintenance of the Bacolod-Silay Airport (the Project) pursuant to a dual-stage public bidding process in accordance with the Republic Act No. 6957, otherwise known as the Build-Operate-Transfer Law, as amended by Republic Act No. 7718, and its Revised Implementing Rules and Regulations, the applicable provisions of which are incorporated herein by reference.

The Project consists of:

1. Taking-over the operations and maintenance of the existing facilities from CAAP, 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 airport.
4. Installation of all required equipment and associated facilities.
5. Provision of required works with respect to the existing terminals (facilities already in operation), 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 of the Project.

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

1. Air Traffic Control (ATC) Services
2. Air Navigation Services (ANS)
3. Provision and operations of ATC and ANS facilities

4. Necessary upgrade and maintenance of ATC and ANS facilities
5. Existing CAAP administration building
6. Existing CAAP staff house

Further, the following services are not included in the scope of the Project and would continue to be provided by the relevant Philippine government agencies at the airport:

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)
6. Other services currently being provided by other Philippine government agencies

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

The documents that describe the Project 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 (3) documents, collectively, and any Bid Bulletins issued by the Pre-Qualification, Bids and Awards Committee (PBAC) until the Qualification Documents Submission Date.

SECTION 1 - GENERAL CONDITIONS AND PROHIBITIONS

1.1 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 Project 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 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.

1.2 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.

1.3 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 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 Instructions to Prospective Bidders.

- 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. **“Auditor”** means an external independent auditor who must be a reputable international auditing company with presence and operations in at least ten jurisdictions, including the Philippines. For the purpose of determining presence and scope of operations, an auditor’s partner firms in other jurisdictions will be considered.
- f. **“Authorized Issuer”** means the entity who should execute QD-11 (Certification for Details of Eligible Projects for Development Experience), QD-12 (Certification for Details of Projects for Design & Engineering Experience.), QD-13 (Certification for Details of Projects for Operations & Maintenance Experience), and QD-14 (Certification for Establishing Relationship with Affiliates).

For QD-11, QD-12, and QD-13, these may be executed by an Auditor or the reference project's Project Owner/Client, provided, that if the Project Owner/Client is a private entity and an Affiliate of the concerned Prospective Bidder, or is the Prospective Bidder itself, then QD-11, QD-12, and QD-13 may only be executed by an Auditor.

For QD-12 and QD-13, if the entity whose experience is being used to fulfill the Design & Engineering or Operations & Maintenance Experience Requirement is a contractor of the entity who has overall responsibility for the reference project, such entity who has overall responsibility for the reference project may execute QD-12 and QD-13, provided, that if such entity is a private entity and an Affiliate of the concerned Prospective Bidder, or is the Prospective Bidder itself, then QD-12, and QD-13 may only be executed by an Auditor.

For QD-14, this may be executed only by an Auditor.

- g. **“Project Owner/Client”** means the entity which bid out, commissioned, procured, awarded, accepted or received the infrastructure, assets or services under the reference project.
- h. **“Bidder”** means any individual, partnership, corporation, or any other juridical entity, or Consortium that pre-qualifies and participates in the second stage of the Bidding Process.
- i. **“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 the PBAC after Pre-Qualification.

- j. **“Bid Proposals Submission Date”** means the day to be set by the PBAC for the submission of the Bid Proposal.
- k. **“Bid Security”** means the instrument provided by the Bidder to guarantee that it shall comply with all its obligations under the Instructions to Bidders.
- l. **“Bidding Documents”** means the documents enumerated in Section 6.7 which are furnished to the Pre-Qualified Bidders.
- m. **“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 2.2.
- n. **“BOT Law”** means Republic Act No. 6957, otherwise known as the “Build-Operate-Transfer Law”, as amended by Republic Act No. 7718, entitled “An Act Authorizing the Financing, Construction, Operation and Maintenance of Infrastructure Project by the Private Sector and for Other Purposes”, and its Revised Implementing Rules and Regulations.
- o. **“BSP”** means the Bangko Sentral ng Pilipinas which is the central bank of the Republic of the Philippines established on 3 July 1993 pursuant to the provisions of the 1987 Philippine Constitution and Republic Act No. 7653, otherwise known as the “New Central Bank Act”.
- p. **“CAAP”** means the Civil Aviation Authority of the Philippines.
- q. **“Concession Agreement”** means the contract to be executed between the DOTr and CAAP with the Winning Bidder or the Project SPC formed by the Winning Bidder.
- r. **“Concession Period”** means the period over which the Concession will be granted to the Winning Bidder, over a period of thirty (30) years, as per provisions to be defined in the Concession Agreement.
- s. **“Conflict of Interest”** is defined in Section 6.4.
- t. **“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.
- u. **“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 equity participation in the corporation that will become the Project SPC if the Consortium is awarded and accepts the Project.
- v. **“Control”** means, for the purpose 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) of either or a combination of the following: (i.a) the total outstanding voting shares, or (i.b) the voting rights, in another entity, or (ii) the ability to elect a majority of the members of the other entity's board of directors, or (iii) any legal agreement or legal agreements, including a voting trust or other voting agreements.

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

For purposes of identifying a Qualification Experience through an Affiliate of a Prospective Bidder or a Consortium Member, only agreements entered into more than one (1) year before the Qualification Documents Submission Date will be considered.

For purposes of determining the existence of a Conflict of Interest, only agreements which are in effect during the Bidding Process will be considered.

- w. **"DOTr"** means the Department of Transportation.
- x. **"Eligible Period"** shall mean a period of last twelve (12) years ending on 31st December 2016
- y. **"Eligible Project"** shall mean projects in the Eligible Sector with minimum development costs of PhP 1 billion. Development costs must be adjusted to current prices using the following formula:

[Development Cost] x [CMWPI(t) / CMWPI(n)], where:

CMWPI(t) is the All Items Construction Materials Wholesale Price Index in the National Capital Region ("CMWPI") for the month of January 2017 (2000 = 100), which is 231.9; and

CMWPI(n) is the All Items CMWPI for the month when the reference development cost was incurred (2000 = 100), which CMWPI figures can be found in the website of the Philippine Statistics Authority¹.

Development costs denominated in foreign currency must first be converted to Philippine Pesos using the BSP Reference Rate on 31 January 2017, which is US\$1.00 : PhP49.814, then adjusted to current prices using the above formula.

For example, consider a development cost of US\$100 million incurred in April 2012. The adjusted cost for this will be:

$(US\$100 \text{ million} \times 49.814) \times (231.9 / 217.3) = \text{PhP}5,316.09 \text{ million}$, where 231.9 is the All Items CMWPI for January 2017 and 217.3 is the All Items CMWPI for March 2012.

¹ <https://psa.gov.ph/content/construction-materials-wholesale-price-index-national-capital-region-2000100-january-2017>

- z. **“Eligible Sector”** would be limited to airports, highways, expressways, power, ports, railways, metro rail, industrial parks/ estates, logistic parks, and real estate development. Real estate development shall mean the development of land for residential, commercial, industrial, institutional or recreational purposes, or any combination of such.
- aa. **“Facility Operator”** means the entity designated by the Winning Bidder that will operate the airport, in accordance with the Concession Agreement.
- bb. **“GIS”** means the General Information Sheet as per the format specified by the Philippine Securities and Exchange Commission (SEC).
- cc. **“International Airport”** means, for purposes of determining compliance with the Qualification Requirements in Section 2.9, an airport that handles air passenger traffic, including chartered flights, with at least 10% of the total traffic as international.
- dd. **“Financial Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section 2.9.c.
- ee. **“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.
- ff. **“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.
- gg. **“Minimum Performance Standards and Specifications”** or **“MPSS”** means the set of minimum performance or functional standards and specifications that the Project SPC must comply with in undertaking the design, construction, operation and maintenance of the Project.
- hh. **“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.
- ii. **“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 Project or contractor proposed by the Bidder or

- Consortium, on the one hand, and the DOTr or CAAP on the other, in connection with any project or contract of the DOTr 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 Project has, 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 DOTr or CAAP from fully or timely complying with its statutory obligations in the implementation of the Project.
- jj. **“PBAC”** means the joint Prequalification, Bids and Awards Committee of the DOTr and the CAAP for the Project.
 - kk. **“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.
 - ll. **“Pre-Qualification Requirements”** means the criteria which a Prospective Bidder must meet in order to pre-qualify to submit a Bid for the Project, as described in Section 2.9, and includes Legal Qualification Requirements, Technical Qualification Requirements, and Financial Qualification Requirements.
 - mm. **“Pre-Qualified Bidder”** means a Prospective Bidder which passed Pre-Qualification.
 - nn. **“Project”** means the Bacolod-Silay Airport Development, Operations and Maintenance Project.
 - oo. **“Project SPC”** means a domestic special purpose company incorporated pursuant to the Corporation Code of the Philippines for the purpose of undertaking the Project.
 - pp. **“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.
 - qq. **“Qualification Documents”** mean the documents required to be submitted by the Prospective Bidder during the Pre-Qualification stage as provided in Section 3.
 - rr. **“Qualification Documents Submission Date”** means the date mentioned in Section 2.2.
 - ss. **“SEC”** means the Philippines Securities and Exchange Commission.
 - tt. **“Set-Aside Deposit”** means the amount referred to in Section 2.9.c(1), which amount shall be deposited by the Prospective Bidder with a domestic universal/commercial bank or an international bank with a subsidiary/branch in the Philippines or any international bank recognized by the BSP and which amount shall not be withdrawn by the Prospective Bidder for the duration of the Bidding Process.
 - 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 2.9.b.

ww. **“Unsatisfactory Performance”** means any of the following:

(1) within the last seven (7) years prior to the Qualification Documents Submission Date -

- (a) failure to satisfactorily perform any of its material obligations on any contract, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the failure;
- (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, or (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, or (iv) results from agreements by way of settlement and compromise, in all cases there being no fault on the part of the expelled party, as evidenced by a final judicial pronouncement or arbitration award, 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the breach; 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the violation.

The references to “judicial pronouncement” and “arbitral award” above are not limited to those promulgated in the Philippines or by Philippine courts or entities.

(2) commission of offenses or violations during the competitive bidding or contract implementation for any project by any governmental agency of the Philippines as evidenced by any or all of the following:

- (a) suspension order issued by the head of a governmental agency;
- (b) contract termination order due to default of the contractor; or
- (c) blacklisting order issued by the head of a governmental agency

which are effective as of the Qualification Documents Submission Date.

(3) inclusion in the Debarred and Cross-Debarred Firms & Individuals list of major

international financial institutions such as, but not limited to, 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

- (4) involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.
- xx. ***“Winning Bidder”*** means the highest ranked Bidder for the Project determined by the PBAC and issued a Notice of Award as described in Section 2.2.

SECTION 2 – BIDDING PROCESS

2.1 THE PRE-QUALIFICATION, BIDS, AND AWARDS COMMITTEE

The PBAC for the Project, created through Special Order No. 2016-422 dated 27 October 2016, shall administer the process of Pre-Qualification and Bidding for the Project.

2.2 OUTLINE OF THE BIDDING PROCESS

The international competitive public bidding for the Project shall be conducted in accordance with the rules and procedures for public bidding set under the BOT Law, 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	DOTr/CAAP	24 January 2017
Issuance of the Instructions to Prospective Bidders	DOTr/CAAP	24 February 2017
Pre-Qualification Conference	DOTr/CAAP	13 March 2017
Deadline for Submission of Pre-Qualification Queries	Bidders	March 2017
Release of Answers to Pre-Qualification Queries	DOTr/CAAP	April 2017
Qualification Documents Submission Date	Bidders	26 April 2017
Opening of Qualification Documents	DOTr/CAAP	26 April 2017
Notification of the results of evaluation of the Qualification Documents	DOTr/CAAP	May 2017 (within 5 calendar days from approval of Pre-Qualification results)
Issuance of Instructions to Bidders, Draft Concession Agreements & Draft MPSSs	DOTr/CAAP	May 2017

Milestone	Party Responsible	Indicative Timeline
Pre-Bid Conference(s)	DOTr/CAAP	June 2017
Bid Proposals Submission Date	Bidders	November 2017 (exact and final date to be specified in the Instructions to Bidders)
Evaluation of Technical Proposals	DOTr/CAAP	December 2017 (within 20 calendar days from the date the bids are opened)
Evaluation of Financial Proposals	DOTr/CAAP	January 2018 (within 15 calendar days from the date the technical evaluations have been completed)
Issuance of Notice of Award	DOTr/CAAP	January 2018
Submission of Post-Award Requirements	Winning Bidder	March 2018 (within 20 calendar days from receipt of the Notice of Award)
Issuance of Notice of Complete Compliance with all Post-Award Requirements	DOTr/CAAP	March 2018 (within 5 calendar days from receipt of the Post-Award Requirements)
Signing Date of Concession Agreements and Compliance with other requirements	DOTr, CAAP, and Winning Bidder/Project Proponent/s	March 2018 (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. 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.
- b. Within twenty (20) calendar days from the Qualification Documents Submission Date, the PBAC shall determine which Prospective Bidders fulfill the Qualification Requirements in Section 2.9. 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 the Project.
- c. 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, to which all Pre-Qualified Bidders will be invited. Pre-Qualified Bidders will be invited to raise any questions and issues regarding the Project and the Bidding Process during the Pre-Bid Conference.
- d. The PBAC shall issue the Instructions to Bidders to all Pre-Qualified Bidders, wherein Pre-Qualified Bidders will be asked to bid for the Project by submitting their Bid Proposals - which will include both technical and financial proposals, Bid Security, 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.
- e. The draft Concession Agreement and MPSS for the Project 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 Agreement and MPSS leading up to the issuance of the final Concession Agreement and MPSS on which the Pre-Qualified Bidders must base their bids.
- f. 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. 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. Those who failed the evaluation of the Technical Proposal shall not be considered further and the PBAC shall return the unopened Financial Proposals and Bid Securities of Bidders whose Technical Proposals did not pass the evaluation.
- g. For the Technical Proposals, the evaluation on a pass/fail basis shall involve the assessment of a Bidder's Technical Proposals for the Project vis-à-vis the MPSS and the requirements in the Instructions to Bidders that will be prescribed in the Bidding Documents.

- h. Financial Proposals of Bidders whose Technical Proposals 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.
- i. 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.
- j. Following the evaluation of the Financial Proposals, the PBAC will determine the Winning Bidder.
- k. The PBAC will recommend to the DOTr Secretary and the CAAP, through its Board of Directors, that the Winning Bidder be issued a Notice of Award for the Project. Within three (3) calendar days from the PBAC recommendation, the DOTr 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 of Award to the Winning Bidder. The Notice of Award shall indicate the requirements that must be submitted before the signing of the Concession Agreement.
- l. The Winning Bidder must comply with all the requirements stated in the Notice of Award within twenty (20) calendar days from official receipt. Failure to comply with the requirements in the Notice of Award within the prescribed 20-day period will result in the forfeiture of the Bid Security and the cancellation of the Notice of Award. Within five (5) calendar days from the receipt by the PBAC of all the requirements of the Notice of Award, the DOTr Secretary and the CAAP, through its Board of Directors or its duly authorized representative, shall determine and notify the Winning Bidder of their compliance with all the requirements in the Notice of Award. Within five (5) calendar days from receipt by the Winning Bidder of such notice, the DOTr and CAAP shall enter into the Concession Agreement with the Winning Bidder. Failure to enter into the Concession Agreement will result in the forfeiture of the Bid Security and the cancellation of the Notice of Award.
- m. The Winning Bidder shall cause the incorporation of the Project SPC that shall assume and accede to all the rights and obligations of the Winning Bidder under the Concession Agreement.
- n. The Project SPC shall be required to have at least twenty (20%) interest in the Facility Operator for the airport.

2.3 RESPONSIBILITY OF PROSPECTIVE BIDDERS

Notwithstanding any information given in the Invitation Documents and any additional communication from the DOTr, 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 Project.
- d. Determine and satisfy itself, at its own cost and risk, and by such means as it considers necessary and desirable, as to all matters pertaining to the execution of the Project, including but not limited to the location and nature of the Project; 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 Project.

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

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

2.5 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 DOTr, the CAAP, the Public-Private Partnership Center (PPP Center) at the following addresses, e-mail addresses and fax numbers:

PBAC Chairman for the Project

Attention: RAOUL C. CREENCIA
Address: Unit 164 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: raoul.creencia@dotc.gov.ph
Telephone: (+63 2) 790 8300 local 247/294/216 / 725 0204 / 725 0013
Fax: (+63 2) 726 6221

PBAC Secretariat for the Project

Attention: RAUL E. CANON, JR
Address: Unit 22, 2/F, The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: pbacregairports@gmail.com
Telephone: (+63 2) 790 8300 local 229/244 / 727 7992
Fax: (+63 2) 727 7992

TWG Head for the Project

Attention: ROMMEL LLOYD P. MARTINEZ
Address: 6/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
E-mail: rlpmartinez128@gmail.com
Telephone: (+63 2) 790 8300 local 367/269/286 / 725 0276
Fax: (+63 2) 725 0276

DOTr

Copy Furnished: ROBERTO C.O. LIM
Address: Unit 169 16/F The Columbia Tower
Ortigas Avenue, Mandaluyong City
Email: bobbylim.dotr@gmail.com
Telephone: (+63 2) 790 8300 local 247/294/216 / 725 0204 / 725 0013
Fax: (+63 2) 726 6221

CAAP

Attention: JIM C. SYDIONGCO
Address: Civil Aviation Authority of the Philippines
Old MIA Road, Pasay City
E-mail: jim Syd@gmail.com
Telephone: (+63 2) 879 9104
Fax: (+63 2) 879 9101

Copy Furnished: DANJUN G. LUCAS
Address: Civil Aviation Authority of the Philippines
Old MIA Road, Pasay City
E-mail: dglucas@caap.gov.ph
Telephone: (+63 2) 879 9104
Fax: (+63 2) 879 9101

Public-Private Partnership Center

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

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

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

All queries submitted must indicate as a subject matter the complete name of the project, which is **“BACOLOD-SILAY AIRPORT DEVELOPMENT, OPERATIONS AND MAINTENANCE PROJECT”**.

The deadline for submission of queries will be specified in a separate bid bulletin.

While the PBAC will respond to all reasonable queries received within the deadline for submission of queries, 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.

2.6 OWNERSHIP OF DOCUMENTS

Except for the Financial Proposals and Bid Securities that may be returned pursuant to Section 2.2, 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 DOTr and the CAAP.

2.7 LANGUAGE AND FOREIGN DOCUMENTS

- a. The Qualification Documents, and all correspondence and documents relating to the Invitation Documents and the Bidding Process, shall be prepared and written in the English language. Any printed literature or document furnished by Prospective Bidders written in another foreign language must be accompanied by an English translation, certified by the translator as being complete and accurate translation of the original. Any certification issued by the translator outside the Philippines must be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place where the certification is issued. If the certification is issued within the Philippines, the same need only be notarized. Supporting materials which are not translated into English may not be considered. In case of conflict, the English translation shall prevail.
- b. All documents or certifications issued by foreign authorities must also be:
 - (1) if the document is not an original, accompanied by a certified true copy of such document issued by the foreign authority; and
 - (2) authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution.
- c. If the document is a foreign law or regulation, the Prospective Bidder need only submit a copy of the applicable excerpt of such law or its translation with a citation of its source, without need to submit a copy of the entire law, unless subsequently required by the PBAC. For this purpose, the Prospective Bidder must submit either:
 - (1) a certified true copy of such excerpt issued by the relevant competent government authority; or
 - (2) a certification from the embassy or consular office of the relevant foreign country in the Philippines that such excerpt is an accurate copy of the foreign law.

- d. For documents issued or executed outside of the Philippines and required to be notarized other than as prescribed in (b) and (c) above, the same must also be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution.
- e. For documents issued or executed outside the Philippines but not required to be notarized, the same must be duly acknowledged before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution. Acknowledgment is the consular official's witnessing of the signing of such document. If the document cannot be acknowledged before a Philippine consular official, the document must be notarized and thereafter duly authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution.
- f. For each instance in this 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 consulate.
- g. For purposes of Pre-Qualification, the PBAC will accept a translated, notarized, or Ministry of Foreign Affairs/State Department-authenticated document, or a document for authentication by a Philippine consular official, provided, that such has been stamped "received" by the appropriate Philippine consulate, or the official receipt issued by the Philippine consulate is submitted, subject to submission of the same documents with the required authentication on the Bid Proposals Submission Date.

2.8 PRE-QUALIFICATION CONFERENCE

The DOTr and the CAAP, through the PBAC for the Project, 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 2.5.

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

2.9 QUALIFICATION REQUIREMENTS

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

- a. Legal Qualification Requirements

The Prospective Bidder must be:

- (1) 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 2.9.b have no Unsatisfactory Performance Record, as per the format provided in Annex QD-4A or Annex QD-4B; or
- (2) 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 2.9.b 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 for the duration of the Concession Period.

Provided finally, that if there is more than one (1) Airline-Related Entity in the Project SPC, then such Airline-Related Entities cannot own or be proposed to own an aggregate of more than 33% total equity in any Project SPC 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. However, an Airline-Related Entity can own or be proposed to own no more than 33% of the total equity in a Facility Operator if such Airline-Related Entity was the entity that fulfilled the Winning Bidder's Operations and Maintenance Experience, as provided in Section 2.9.b, and/or is the Prospective Bidder; provided, that, the combined direct equity

interest in the Facility Operator of the Prospective Bidder and the Airline-Related Entity that fulfilled the Winning Bidder's Operations and Maintenance Experience requirement, as applicable, shall not exceed 33% of the total equity of the Facility Operator; provided further, that the direct and indirect equity interest in the Facility Operator of the Airline-Related Entity that fulfilled the Winning Bidder's Operations and Maintenance Experience requirement, as applicable, shall not exceed 33% of the total equity of the Facility Operator; provided further, that, an Airline cannot directly own or be proposed to directly own any equity in the Facility Operator.

In all cases, the participation of the Airline-Related Entity in the Board of Directors of the Project SPC and the 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 the 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.

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

The Prospective Bidder must be Filipino or, if a juridical entity, must be owned at least sixty percent (60%) by Filipinos or, if a Consortium, the ownership interest of Filipino Consortium Members in the Consortium must be at least sixty percent (60%).

The Facility Operator must be owned at least sixty percent (60%) by Filipinos.

For the purpose of determining an entity's compliance with the applicable nationality requirements, the Control Test shall be applied, except when there is doubt on the entity's nationality or on its equity ownership, in which case the Grandfather Rule shall be applied. A doubt shall exist when circumstances similar to those cited in the relevant Supreme Court decisions are present.

b. Technical Qualification Requirements

To qualify to bid for the Project, 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.

(1) Development Experience

- (a) 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 PhP5.0 billion, and there is at least one Eligible Project for which the capital costs incurred is at least PhP2.0 billion.
- (b) 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.
- (c) The entity whose experience is being submitted in fulfillment of this requirement ó whether the Prospective Bidder or a Consortium Member or any of their Affiliates ó should submit a certificate from an Authorized Issuer, as per the format provided in AnnexQD-11, to satisfactorily establish its claim.
- (d) The entity whose experience is being submitted in fulfillment of this requirement ó whether the Prospective Bidder or a Consortium Member or any of their Affiliates ó must certify that they have no Unsatisfactory Performance Record, as per the format provided in AnnexQD-4A or Annex QD-4B.
- (e) The Prospective Bidder, in order to qualify for the technical requirements under the category of Development Experience, must propose at least one (1), 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 Project.

In case the entity that is being proposed as a Construction Contractor is a foreign entity, and there is no accreditation institution and/or accreditation/licensing system in such foreign entity's country of origin that is equivalent to the PCAB or the accreditation/licensing system established under Republic Act No. 4566 (õContractor's License Lawö),

as the case may be, then the Prospective Bidder proposing such foreign entity must submit the following:

1. A sworn certification from the Corporate Secretary or authorized representative of the foreign entity stating that there is no accreditation institution and/or accreditation/licensing system in the foreign entity's country of origin that is equivalent to the PCAB or the accreditation/licensing system established under the Contractor's License Law, which certification must be authenticated before a Philippine notary public or consular official; and
2. A certificate from an Auditor or Corporate Secretary or authorized representative of the foreign entity certifying that the foreign entity meets the qualifications for securing a PCAB license for Large B Classification/License Category AAA,

Provided, that the foreign entity must obtain the required PCAB license and accreditation after the Winning Bidder that proposed such foreign entity is awarded the Project.

(ii) A valid International Organization for Standardization (ISO) 9001 certification (Quality Management System).

(iii) A valid ISO 14001 certification (Environmental Management 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 Project 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 Project at the time that Bid Proposals are submitted.

An Affiliate of the Prospective Bidder or of a Consortium Member may be proposed as a Construction Contractor, subject to the restrictions relating to Conflict of Interest in Section 6.4.

(2) Design and Engineering Experience

- (a) 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 two (2) million passengers per annum; AND (b) has a terminal area of at least seven thousand (7,000) 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.

For expansion projects, the design and engineering experience must involve upgrading the International Airport to meet all the above criteria, and involve at least (a) an increase in capacity of at least half a (0.50) million passengers per annum; AND/OR (b) an increase in terminal area of at least one thousand seven hundred (1,700) sq. mt.; AND/OR (c) an upgrade that allows the airport to handle Code 4E aircrafts.

- (b) 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 an Affiliate of such 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 or an Affiliate of such 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 one (1), and at most five (5), Design and Engineering Contractors, each of whom 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 Project as per the format provided in Annex QD-17. 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 Project 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 one (1), and at most five (5), Design Contractors and at least one (1), and at most five (5), Engineering Contractors, each of whom must have the relevant experience and possess the necessary licenses.

Necessary licenses pertain to licenses which are granted to authorize a person to practice a profession under the relevant laws, and which are granted to the architects and engineers of Design and Engineering Contractors.

- (c) The entity/ies whose Design and Engineering Experience is being submitted in fulfillment of this requirement should submit a certificate from an Authorized Issuer, as per the format provided in Annex QD-12, to satisfactorily establish such claim.

- (d) 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 AnnexQD-4A or Annex QD-4B.

(3) Operations and Maintenance (O&M) Experience

The Prospective Bidder must have experience in 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 two (2) million passengers per annum within such three (3)-year period.

Operating and maintaining an airport means managing the day-to-day operations of the airport (landside and airside) and maintaining the related infrastructure (landside and airside). A ground handling operator is not considered as an entity that operates and maintains an airport, since it only provides services to airlines.

- (a) 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 percent (10%) interest in the Consortium, or such Consortium Member's Affiliate.
- (b) 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 the 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.
- (c) The entity whose O&M Experience is being submitted in fulfillment of this requirement should submit a certificate from an Authorized Issuer, as per the format provided in AnnexQD-13, to satisfactorily establish such claim.
- (d) The entity whose O&M Experience is being submitted in fulfillment of this requirement must certify that they have no Unsatisfactory Performance Record, as per the format provided in AnnexQD-4A or Annex QD-4B.

(4) Qualified Key Personnel

- (a) The Prospective Bidder, the Consortium Members, and/or the proposed Subcontractors must have, among them and their Affiliates^ø collective personnel, the required qualifications and experience described below.

Sr. No.	Experience Required	Minimum Years of Experience
(1)	At least one (1) person having had the overall responsibility for the development (<i>i.e.</i> , planning, coordination, integration, and/or implementation of the designing, engineering, and construction) of at least three (3) Eligible Projects, each with a project cost of at least PhP500 million, with at least one (1) of such Project having a project cost of at least PhP1 billion, and with at least one of such Project being an airport. For the purpose of this requirement, holding two (2) or more different positions with respect to the same Eligible Project shall be considered as having been involved in two (2) or more Project.	10
(2)	At least one (1) person responsible for the coordination of the operations and maintenance of at least one (1) airport (landside and airside facilities) with an Annual Passenger Throughput of at least two (2) million passengers per annum for a period of at least three (3) consecutive calendar years anytime within the Eligible Period. For the purpose of this requirement, responsibility for landside and airside facilities may be separately accrued from different airports or from different periods in the same airport.	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 with an Annual Passenger Throughput of at least two (2) million passengers per annum for a period of at least three (3) consecutive calendar years anytime within the Eligible Period.	10

c. Financial Qualification Requirements

- (1) To be financially qualified to bid for the Project, a Prospective Bidder must meet the following Financial Qualification Requirements:

(a) A Prospective Bidder must have:

- (i) a Net Worth of at least one billion pesos (PhP1.0 billion), or its foreign currency equivalent², as of the Prospective Bidder^ø latest audited

² Exchange Rate for the purpose of converting values in other currencies to Philippine Pesos will be the exchange rate specified by the Bangko Sentral ng Pilipinas on 31 January 2017.

financial statements, which must be for a financial year ending not earlier than 31 December 2015; 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 for a certain duration of the Concession Agreement, as specified in Section 6.6 of this document.

- (b) It is anticipated that the Prospective Bidder will need to arrange for funding the estimated cost of the Project 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 Project.

- (2) The entity which fulfills this requirement may be:

- (a) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself, or its Affiliate; and
- (b) 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.

- (3) 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:

- (a) commission of offenses or violations during the competitive bidding or contract implementation for any project by any governmental agency of the Philippines as evidenced by a blacklisting order issued by the head of a governmental agency, which is effective as of the Qualification Documents Submission Date.
- (b) inclusion in the Debarred and Cross-Debarred Firms & Individuals list of major international financial institutions such as, but not limited to, 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; and

- (c) involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

SECTION 3- 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:

- a. 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 2.9(b) and (c), and any Affiliates of these entities whose projects, experiences, or financial qualifications are being submitted to comply with the Qualification Requirements.

- (1) Required attachments:

If the Prospective Bidder will use an Affiliate to comply with the Technical Qualification Requirements in Section 2.9.b and/or Financial Qualification Requirements in Section 2.9.c, provide evidence of such affiliation, using the form prescribed in Annex QD-14.

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

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

- (2) Required attachments:

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

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 or execution.

In case the foreign partnership, corporation or other juridical entity does not have a GIS or its equivalent, the entity shall submit a certification from its corporate secretary or authorized representative stating that no such document is available in the country where the entity is registered for recognition or creation of its juridical personality or capacity and such entity must also submit a document providing similar information as required in a GIS, certified either by the appropriate government agency in its home country, or by such entity's corporate secretary or authorized representative. If the certification comes from the entity's corporate secretary or authorized representative, the certification must be under oath and notarized. If the certification is made outside the Philippines, it must be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution.

d. Incorporation Documents

- (1) 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 (Annex QD-3).
- (2) 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 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 or execution.

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

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

- (1) To be submitted by the authorized representative of the Prospective Bidder and all 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.
- f. Development Experience using the form prescribed in Annex QD-5.
- (1) To be submitted by the entity which fulfill the Development Experience Requirement in Section 2.9.b, as identified in the Business Plan (Annex QD-1A or QD-1B), Item 3.
 - (2) Required attachments for the Project:
 - (a) Certificate for Details of Eligible Projects for Development Experience from an Authorized Issuer, using 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.
- g. Design and Engineering Experience using the form prescribed in Annex QD-6.
- (1) To be submitted by the entity or entities which fulfill the Design and Engineering Experience Requirement in Section 2.9.b, as identified in the Business Plan (Annex QD-1A or QD-1B), Item 5.
 - (2) Required attachments for the Project:
 - (a) Certificate for Details of Projects for Design and Engineering Experience from an Authorized Issuer, using 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.
- h. Operations and Maintenance Experience using the form prescribed in Annex QD-7.
- (1) To be submitted by the entity which fulfill the Operations and Maintenance Experience Requirement in Section 2.9.b, as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 6.
 - (2) Required attachments for the Project:
 - (a) Certificate for Details of Projects for Operations and Maintenance Experience from an Authorized Issuer, using 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.

- i. Notarized Statement of Financial Qualification (use the form prescribed in Annex QD-8).
 - (1) To be submitted by the entity or entities which fulfill the Financial Qualification Requirement in Section 2.9.c, as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 7.
 - (2) Required attachments:
 - (a) Certified True Copy of the latest audited financial statements, which must be dated not earlier than 31 December 2015 stamped and 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.
 - (b) 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 in case the Prospective Bidder is a Consortium and will use an Affiliate of a Consortium Member with at least twenty-five per cent (25%) equity interest in the Consortium to comply with the Financial Qualification Requirements in Section 2.9.c, attach evidence of such affiliation, using the form prescribed in Annex QD-14.
- j. Notarized Application to Pre-Qualify and Bid, using the form prescribed in Annex QD-9.
 - (1) To be submitted by the Prospective Bidder.
- k. Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative:
 - (1) 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.
 - (a) To be submitted by the Prospective Bidder.
 - (2) For Consortia: Consortium Members' 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.
 - (a) To be submitted by each Consortium Member

- l. Certificate for Details of Eligible Projects for Development Experience, using the form prescribed in Annex QD-11.
- m. Certificate for Details of Projects for Design and Engineering Experience, using the form prescribed in Annex QD-12.
- n. Certificate for Details of Projects for Operations and Maintenance Experience, using the form prescribed in Annex QD-13.
- o. Certificate for Establishing Relationship with Affiliates, using the form prescribed in Annex QD-14.
- p. Key Personnel - list of qualified key personnel who fulfill the requirements of Section 2.9.b, using the form prescribed in Annex QD-15.
 - (1) To be submitted by the Prospective Bidder.
- q. Construction Contractor's Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of, the Project, using the form prescribed in Annex QD-16.
 - (1) Required attachments:
 - (a) In case the proposed Construction Contractor is a Filipino entity, a certified duplicate copy of its PCAB license for Large B Classification/License Category AAA, or in case of a foreign entity, a certified duplicate copy of its equivalent license issued by an equivalent accreditation institution in its country of origin, or if there is no such equivalent, the documents listed in Section 2.9.b(1)(e)(i) of this Instruction to Prospective Bidders.
 - (b) A certified duplicate copy of its ISO 9001 certification (Quality Management System).
 - (c) A certified duplicate copy of its ISO 14001 certification (Environmental Management System).
- r. Design and Engineering Contractor's Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of, the Project, using the form prescribed in Annex QD-17.

SECTION 4 - VALIDITY OF BIDS

4.1 One Bidder, One Submission

Each Prospective Bidder may submit only one (1) Application to Pre-Qualify and Bid for the Project.

4.2 No Cross-Membership in Different Consortia

A Prospective Bidder other than a Consortium (or any of its Affiliates) or a Consortium Member of a Prospective Bidder that is a Consortium (or any of their Affiliates) intending to bid for the Project cannot be a member of another Consortium that is bidding for the Project.

4.3 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 5.4.

4.4 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 5 - SUBMISSION OF QUALIFICATION DOCUMENTS

5.1 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 1/2" 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"
- Six (6) 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 2.9. 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 seven (7) 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:

<p style="text-align:center">DEPARTMENT OF TRANSPORTATION AND CIVIL AVIATION AUTHORITY OF THE PHILIPPINES</p> <p style="text-align:center">Bacolod-Silay Airport Development, Operations and Maintenance Project QUALIFICATION DOCUMENTS</p> <p style="text-align:center"><i>[NAME AND ADDRESS OF PROSPECTIVE BIDDER]</i></p> <p style="text-align:center">DO NOT OPEN BEFORE _____</p>
--

All seven (7) envelopes containing the Qualification Documents and the envelope containing the CD, flash drive or flash disk must 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.

5.2 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
Civil Aviation Authority of the Philippines
Bacolod-Silay Airport
Development, Operations and Maintenance Project
Unit 164, 16/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 of 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 6 – EVALUATION OF QUALIFICATION DOCUMENTS

6.1 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 Project 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 Section 2.9 and the documents required in Section 3 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 2.9.b, if a Prospective Bidder submits the name of more than one (1) Subcontractor to fulfill the requirements, then as long as at least one (1) Subcontractor is rated "passed," then the Prospective Bidder will be rated "passed" for that criterion.

6.2 OTHER GROUNDS FOR DISQUALIFICATION

In addition to the grounds for disqualification described in Section 6.1 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 6.3;
- 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 6.4;
- f. failure to comply with any of the terms, conditions and instructions of the Invitation Documents; or
- g. any Outstanding Dispute with the government, as defined in Section 1.3;
- h. other grounds for rejection or disqualification of Bidders under the Philippine BOT Law and any other applicable laws.

The grounds for disqualification in this Section 6.2 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, shall result in the disqualification of the Prospective Bidder or the entire Consortium.

6.3 CORRUPT PRACTICE, FRAUD, COLLUSION, COERCION, UNDESIRABLE PRACTICE, AND RESTRICTIVE PRACTICE

For purposes of this Section 6.3, "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 DOTr 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 DOTr or the CAAP.

6.4 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:
 - (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 participating in the Project.
 - (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 and/or any Consortium Member of any other Prospective Bidder participating in the Project.

- (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 Project, is also directly involved in any capacity related to the Bidding Process for the Project, for another Prospective Bidder, any Consortium Member of any other Prospective Bidder, or any of their Affiliates (of either the Prospective Bidder or any of its Consortium Members), 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 Section 6.4.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 6.4.b shall not be considered Collusion as defined under Section 6.3.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 DOTr, CAAP or the PPP Center for the Project:
- (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 DOTr, CAAP or the PPP Center in the preparation of any Bidding Documents or the design, or technical specifications of the Project or in connection with the Bidding Process; or
 - (2) A Prospective Bidder, any of its Consortium Members, any of its proposed Contractors, or any Affiliate of any of these entities, for the purpose of its participation in the Bidding Process for the Project, engages any legal, financial, or technical advisor that the DOTr, CAAP or the PPP Center engaged in relation to the Project, or anyone who is or was an employee of the DOTr, CAAP or the PPP Center less than one (1) year before his or her engagement in relation to the Project by the Prospective Bidder, any of its Consortium Members, any of its proposed Contractors, or any Affiliate of any of these entities.
- 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 6.4 (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.

6.5 LOCK-UP RULES DURING THE BIDDING PROCESS

The following rules (öBidding Process Lock-Up Rulesö) shall apply from the Qualification Documents Submission Date to the Bid Proposals Submission Date (öQualification Periodö):

a. Corporation, Partnership or Other Juridical Entity

- (1) 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 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

- (1) 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.
- (2) 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 Members 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 the Project.

- (3) Subject to the above, Consortium Members may increase or decrease their percentage interest in the Consortium, and additional Consortium Members may be added to the Consortium, between the submission of the Pre-Qualification Documents and Bid Proposals, provided, that the Lead Member shall remain as the Consortium Member with the largest equity interest in the Consortium, and the Consortium Members proposed to meet any Qualification Requirements shall continue to own the minimum equity interest required for the purpose of the Qualification Requirement for which it is being proposed.
- (4) 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 shall continue to apply to each of the Consortium Members irrespective of the holding structure they enter into.

- (5) Any change in the composition of the Consortium and/or in the list of Subcontractors must be approved by the PBAC.
- (6) A Prospective Bidder may submit to the PBAC at most two (2) applications for changes in the composition of the Consortium and/or in its list of Subcontractors. Any 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.

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.

- (7) 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:

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

6.6 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 of the accession agreements to the Concession Agreement. 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, provided, that the shareholding or equity structure of such holding company or subsidiary shall reflect the Consortium Members' interest in the Consortium on Bid Proposals Submission Date, and such shareholding or equity structure shall not change until the signing by the Project SPC of the accession agreements to the Concession Agreement. All limitations and restrictions applicable to the Consortium Members with respect to their interest in the Project SPC 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 for the Project for a defined period during the Concession Period, which lock-up rules shall be described in the Instruction to Bidders and incorporated in the Concession Agreement.

6.7 NOTIFICATION OF RESULTS OF EVALUATION OF QUALIFICATION DOCUMENTS

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

If the Prospective Bidder proposed more than one (1) Subcontractor to fulfill the Technical Qualification Requirements in Sections 2.9.b, 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 Agreement;
- The Draft Minimum Performance Standards and Specifications, which will set out technical requirements for undertaking the Project; and
- Other technical documents prepared by or on behalf of DOTr and/or the CAAP.

6.8 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.

6.9 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 DOTr and CAAP reserve the right not to proceed with the Bidding Process and the execution of the Concession Agreement 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 one)

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

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. 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 one (1) 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 (*insert name of
Prospective Bidder*)

(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. Foper	
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. Consortium Member	
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 one)

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

a. Name of Entity	
b. Address	
c. Website	
d. Contact Person	
i. Telephone	
ii. Fax	
iii. 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 one (1) 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 (*insert name of
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 (*insert name of the Prospective Bidder/ Consortium Member*) is not an Airline-Related Entity in terms of Section 2.9 of the Instructions to Prospective Bidders, and that:

1. (*insert name of the Prospective Bidder/Consortium Member*) is not an Airline;
2. (*insert name of the Prospective Bidder/Consortium Member*) does not have the power to direct or cause the direction of the management policies and actions of an Airline, whether through: (i) direct or indirect ownership of at least fifty percent (50%) plus one (1) of either or a combination of the following: (i.a) the total outstanding voting shares, or (i.b) the voting rights, in an Airline, or (ii) the ability to elect a majority of the members of an Airline's board of directors, or (iii) any legal agreement or legal agreements, including a voting trust or other voting agreements;
3. No Airline has the power to direct or cause the direction of the management policies and actions of (*insert name of the Prospective Bidder/Consortium Member*), whether through: (i) direct or indirect ownership of at least fifty percent (50%) plus one (1) of either or a combination of the following: (i.a) the total outstanding voting shares, or (i.b) the voting rights, in (*insert name of the Prospective Bidder/Consortium Member*), or (ii) the ability to elect a majority of the members of (*insert name of the Prospective Bidder/Consortium Member*)'s board of directors, or (iii) any legal agreement or legal agreements, including a voting trust or other voting agreements; and
4. (*insert name of the Prospective Bidder/Consortium Member*) 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) direct or indirect ownership of at least fifty percent (50%) plus one (1) of either or a combination of the following: (i.a) the total outstanding voting shares, or (i.b) the voting rights, or (ii) the ability to elect a majority of the members of the board of directors, or (iii) any legal agreement or legal agreements, including a voting trust or other voting agreements.

Date and Place of Execution.

For and on behalf of (*insert 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-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, a SEC-certified true copy of its latest General Information Sheet (ōGISö).

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 or execution.

In case the foreign partnership, corporation or other juridical entity does not have a GIS or its equivalent, the entity shall submit a certification from its corporate secretary or authorized representative stating that no such document is available in the country where the entity is registered for recognition or creation of its juridical personality or capacity and such entity must also submit a document providing similar information as required in a GIS, certified either by the appropriate government agency in its home country, or by such entity’s corporate secretary or authorized representative. If the certification is made outside the Philippines, it must be authenticated before a Philippine consular official at the Philippine consulate having jurisdiction over the place of issue or execution.

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	<input type="checkbox"/> Yes, Affiliate of _____

listed in QD-1A or QD-1B?	<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)

For entities listed on the Philippine Stock Exchange (PSE), the Prospective Bidder must submit the listed entity's latest Public Ownership Report and List of Top 100 Stockholders, as submitted to the PSE. The information in such Report and List must be as of a date no earlier than 31 December 2016. Shares held by PCD Nominee may be lumped together in the List of Top 100 Stockholders.

For entities listed outside the Philippines, the Prospective Bidder must state where the entity is listed, and must submit the equivalent document/s that is/are submitted to the listed entity's public or private regulator. The most recent submission to such regulator must be submitted, provided, that such submission contains information as of a date no earlier than 31 December 2016.

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 (*insert name of entity*)

For and on behalf of (*insert 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 notarized 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).

ANNEXQD-3A: Notarized 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-commission of offenses or violations during the competitive bidding or contract implementation for any project by any governmental agency of the Philippines as evidenced by a blacklisting order issued by the head of a governmental agency, which is effective as of the Qualification Documents Submission Date, (ii) non-inclusion in the Debarred and Cross-Debarred Firms & Individuals list of major international financial institutions such as, but not limited to, 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 (iii) 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 seven (7) years prior to the Qualification Documents Submission Date -
 - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the failure;
 - 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, or (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, or (iv) results from agreements by way of settlement and compromise, in all cases there being no fault on the part of the expelled party, as evidenced by a final judicial pronouncement or arbitration award, 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the breach; 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the violation.

The projects and contracts referred to above refers to any project or contract of the entity or entities whose experience is being used to meet any of the Technical Qualification Requirements, which was commenced or was in the process of implementation within the last seven (7) years before the Qualification Documents Submission Date, and not just to the particular projects or contracts being submitted

to meet such Technical Qualification Requirements.

The laws and/or regulations referred to above refer to the laws and/or regulations applicable to the relevant projects or contracts.

2. Commission of offenses or violations during the competitive bidding or contract implementation for any project by any governmental agency of the Philippines as evidenced by any or all of the following:
 - a. suspension order issued by the head of a governmental agency;
 - b. contract termination order due to default of the contractor; or
 - c. blacklisting order issued by the head of a governmental agency

which are effective as of the Qualification Documents Submission Date.

3. Inclusion in the Debarred and Cross-Debarred Firms & Individuals list of major international financial institutions such as, but not limited to, 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;
4. 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 (*insert 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 Memberø 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. øUnsatisfactory Performanceö means any of the following:

1. Within the last seven (7) years prior to the Qualification Documents Submission Date -
 - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the failure;
 - 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, or (ii) results from the mutual agreement of the parties to the project or contract, or (iii) results from a final court or arbitral judgment, or (iv) results from agreements by way of settlement and compromise, in all cases there being no fault on the part of the expelled party, as evidenced by a final judicial pronouncement or arbitration award, 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and compromise wherein there is an acknowledgment of the breach; 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, as evidenced by a final judicial pronouncement or arbitration award or an agreement by way of settlement and

compromise wherein there is an acknowledgment of the violation.

The projects and contracts referred to above refers to any project or contract of the entity or entities whose experience is being used to meet any of the Technical Qualification Requirements, which was commenced or was in the process of implementation within the last seven (7) years before the Qualification Documents Submission Date, and not just to the particular projects or contracts being submitted to meet such Technical Qualification Requirements.

The laws and/or regulations referred to above refer to the laws and/or regulations applicable to the relevant projects or contracts.

2. Commission of offenses or violations during the competitive bidding or contract implementation for any project by any governmental agency of the Philippines as evidenced by any or all of the following:
 - a. suspension order issued by the head of a governmental agency;
 - b. contract termination order due to default of the contractor; or
 - c. blacklisting order issued by the head of a governmental agency

which are effective as of the Qualification Documents Submission Date.

3. Inclusion in the Debarred and Cross-Debarred Firms & Individuals list of major international financial institutions such as, but not limited to, 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;
4. 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 *(insert names 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)*.

Notary Public

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ANNEX QD-5: Development Experience

- a. To be submitted by the entity which fulfills the Development Experience requirement in Section 2.9.b, 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 Authorized Issuer 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 2.9.b, 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/Affiliate of Prospective Bidder/Affiliate of 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 Authorized Issuer, 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 (*insert name of entity*)

For and on behalf of (*insert 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)

ANNEXQD-6: Design and Engineering Experience

- a. To be submitted by the entity or entities which fulfill the Design and Engineering Experience requirement in Section 2.9.b as identified in the Business Structure (Annex QD-1A or QD-1B), Item 5.
 - b. Required attachment for each project:
 - (i) Certificate for Details of Projects for Design and Engineering Experience from an Authorized Issuer 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 2.9.b, as identified in item 5 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/Affiliate of Prospective Bidder/Affiliate of Consortium Member/Affiliate of 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 Authorized Issuer, 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 an Auditor Certificate of such affiliation as per format provided in Annex QD-14.

For and on behalf of *(insert name of entity)*

For and on behalf of *(insert 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 which fulfills the Operations and Maintenance Experience requirement in Section 2.9.b, as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 6.
 - b. Required attachments for each project:
 - (i) Certificate for Details of Projects for Operations and Maintenance Experience from an Authorized Issuer 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 2.9.b, as identified in item 6 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/Affiliate of Prospective Bidder/ Affiliate of 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 Authorized Issuer, as per format provided in Annex QD-13.

**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 *(insert name of entity)*

For and on behalf of *(insert 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 2.9.c, as identified in the Business Structure (Annex QD-1A or Annex QD-1B), Item 7.
- b. Required attachments:
 - (i) Certified True Copy of latest audited financial statements which must be dated not earlier than 31 December 2015 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, please attach an Auditor Certificate of such affiliation as per format provided in Annex QD-14.

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 (*insert 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 (*insert name of entity*) for the financial year (*insert year*) is as follows:

Financial Information	(<i>Insert year</i>)
(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. (Insert 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 (insert 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).

Notary Public

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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 Airport
Development, Operations and Maintenance Project

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 (*insert 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 (*insert name of Prospective Bidder*) that:

1. In accordance with the Invitation Documents for the Bacolod-Silay Airport Development, Operations and Maintenance Project (hereinafter referred to as the "Project"), the (*insert 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 Project and hereby submits 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 (for a Prospective Bidder which is a Consortium)	Business Structure

Attachment No. 1 (Annex QD-14) (if an experience requirement is fulfilled by an Affiliate)	Certificate for Establishing Relationship with Affiliates
Attachment No. 2 (for entities listed on the PSE)	For entities listed on the PSE, latest Public Ownership Report and List of Top 100 Stockholders, as submitted to the PSE. For entities listed outside the Philippines, a statement on where the entity is listed, and document/s equivalent to the above that is/are submitted to the listed entities' public or private regulator.
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 or, in case there is no equivalent, the required certification.
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>or</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-	Certification of Absence of Unsatisfactory Performance Record

<p>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)</p>	
<p>Attachment No. 1 (Annex QD-10A or QD-10B)</p>	<p>Authority to Apply to Pre-Qualify and Bid and Designation of Authorized Representative</p>
<p>Annex QD-5 (to be submitted by the entity/ies which fulfill the Development Experience Requirement)</p>	<p>Development Experience</p>
<p>Attachment No. 1 (Annex QD-11) (to be submitted for <i>each</i> reference project)</p>	<p>Certificate for Details of Eligible Projects for Development Experience</p>
<p>Attachment No. 2 (Annex QD-14) (to be submitted for <i>each</i> reference project if such project was completed by an Affiliate)</p>	<p>Certificate for Establishing Relationship with Affiliates</p>
<p>Annex QD-6 (to be submitted by the entity/ies which fulfill the Design and Engineering Experience Requirement)</p>	<p>Design and Engineering Experience</p>
<p>Attachment No. 1 (Annex QD-12) (to be submitted for <i>each</i> reference project)</p>	<p>Certificate for Details of Projects for Design and Engineering Experience</p>
<p>Attachment No. 2 (Annex QD-14) (to be submitted for <i>each</i> reference project if such project was completed by an Affiliate)</p>	<p>Certificate for Establishing Relationship with Affiliates</p>
<p>Annex QD-7 (to be submitted by the entity which fulfills the Operations and Maintenance Experience Requirement)</p>	<p>Operations and Maintenance Experience</p>
<p>Attachment No. 1 (Annex QD-13) (to be submitted for <i>each</i> reference project)</p>	<p>Certificate for Details of Projects for Operations and Maintenance Experience</p>

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 2015, 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	List of Key Personnel

Annex QD-16 (to be submitted by the Construction Contractor/s proposed by the Prospective Bidder)	Construction Contractor's Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Projects
Attachment No. 1 (to be submitted by each proposed Construction Contractor/s)	In case the proposed Construction Contractor is a Filipino entity, a certified duplicate copy of its PCAB license for Large B Classification/License Category AAA, or in case of a foreign entity, a certified duplicate copy of its equivalent license issued by an equivalent accreditation institution in its country of origin, or if there is no such equivalent, the documents listed in Section II-09 (2)(a)(5)(i) of the ITPB.
Attachment No. 2 (to be submitted by each proposed Construction Contractor/s)	A certified duplicate copy of its ISO 9001 certification (Quality Management System).
Attachment No. 3 (to be submitted by each proposed Construction Contractor/s)	A certified duplicate copy of its ISO 14001 certification (Environmental Management System).
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. (Insert 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. (Insert 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] (Insert Name of Consortium) represents and warrants that the aggregate proposed shareholdings of Airline-Related Entities in the Consortium do not exceed 33% of the total equity of the Consortium, as required under Section 2.9 of the Instructions to Prospective

Bidders.

5. (Insert name of Prospective Bidder) authorizes the DOTr 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. (Insert name of Prospective Bidder) also permits third parties to supply information required to verify statements and information submitted in its Qualification Documents.
6. (Insert name of Prospective Bidder) acknowledges the right of the DOTr 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.
7. (Insert 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.
8. (Insert 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.
9. (Insert 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 DOTr and the CAAP to restrain, prevent, suspend, or in any manner forestall, hinder or render inconvenient the Bidding Process. (Insert name of Prospective Bidder) acknowledges that the DOTr 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 Project is of paramount public interest and importance and that the DOTr and the CAAP will suffer serious and irreparable damage on account of any breach by (Insert name of Prospective Bidder) of these undertakings, and agree that the breach of these undertakings shall result in (Insert name of Prospective Bidder) automatic disqualification to bid for the Project.
10. (Insert 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 Project, if awarded.
11. (Insert 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.
12. (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.

Date and Place of Execution.

For and on behalf of (*insert 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*).

Notary Public

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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, (*insert name of Corporate Secretary or equivalent officer*), after having been duly sworn according to law, hereby depose and state that:

1. I am a (*insert citizenship*) citizen, of legal age and a resident of (*insert address*);
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 (*insert name of country*);
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 Airport Development, Operations and Maintenance Project (hereinafter called the "Project") and to apply for Pre-Qualification as Bidder for the Project;

RESOLVED FURTHER, that (*insert 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 (*insert 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 (*insert 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, (*insert name Corporate Secretary or equivalent officer*), after having been duly sworn according to law, hereby depose and state that:

1. I am a (*insert citizenship*) citizen, of legal age and a resident of [•];
2. I am the duly elected (*Corporate Secretary or equivalent officer*) of (*insert name of Consortium Member*) (the “Firm”), a corporation/partnership/other juridical entity organized and existing under and by virtue of the laws of (*insert name of country*);
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 Airport Development, Operations and Maintenance Project (hereinafter called the “Project”) and to submit the Qualification Documents and Bid Proposal for the Project;

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 Project 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 DOTr and CAAP and fulfillment of other requirements within five (5) calendar days of being notified by DOTr and CAAP that it has complied with the requirements in the Notice of Award.

RESOLVED FURTHER, that (*insert 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 Firms in the exercise of their interest in the Consortium hereby:

- (a) Designates (*insert 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 Project;
- (b) Authorizes (*insert name of Authorized Representative of Lead Member of Consortium*) and (*insert name of Authorized Representative*) as representatives of the Consortium during the Bidding Process for the Project, and for such purpose shall have the authority to execute, sign, and receive documents for, and otherwise act in the name of the Consortium, and to singly or alternately initial any such documents for the Consortium.

RESOLVED FURTHER, that (*insert name of Authorized 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 (*insert name of Authorized Representative of Lead Member of Consortium*) and (*insert 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 Authorized Issuer. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Authorized Issuer (Applicable for Development Experience)

This is to certify that *(insert name of the Prospective Bidder/Member of Consortium/Affiliate)* [developed/developed and owned] the *(insert name of project)* which is [a/an] *(insert nature of project)*, where *(insert name of the Prospective Bidder/Member of Consortium/Affiliate)* had the overall responsibility for designing, engineering, and constructing the project. The project was commissioned on *(insert date of commissioning of the project)*.

We further certify that the total estimated capital cost of this project, in current prices, is PhP *(insert amount)* million, of which the capital cost incurred during the Eligible Period in the respective years is as per the details presented below.

Year	(Capital Cost incurred in PhP million)	
	Historical Cost	Current Price
Year 1		
Year 2		
í .		
Year 10		
Total		

Certified by:

Name of the issuer:

Seal of the issuer:

Designation: (Signature, name and designation of the authorized signatory)

Date:

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

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 Authorized Issuer. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Authorized Issuer (Applicable for Design and Engineering Experience)

This is to certify that (insert name of the Prospective Bidder/Member of Consortium/Affiliate/Design and Engineering Contractor/Affiliate of Contractor) was engaged by (insert name of the owner of the International Airport) for [designing and/or engineering] the (insert description of scope of works) for (insert name of the International Airport).

[Or, if the airport is/was owned by the experience proponent:]

This is to certify that (insert name of the Prospective Bidder/Member of Consortium/Affiliate/Design and Engineering Contractor/Affiliate of Contractor) owned and itself [designed and/or engineered] the (insert description of scope of works) for (insert name of the International Airport).

We further certify that during the Eligible Period, the *airport/airport terminal* has a capacity of handling at least two (2) million passengers per annum; and has a terminal area of at least 7,000 square meters (sq. mt.); and (c) has the capability to handle Code 4E aircrafts.

Certified by:

Name of the issuer:

Seal of the issuer:

Designation: (Signature, name and designation of the authorized signatory)

Date:

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

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 Authorized Issuer. Such certificate shall substantially cover the details required in the format prescribed below:

Certificate from an Authorized Issuer (Applicable for Operations and Maintenance Experience)

This is to certify that *(insert name of the Prospective Bidder/Member of Consortium/Affiliate)* was engaged by *(insert name of the owner of the International Airport)* to operate and maintain *(insert name of the International Airport)*, from *(insert start date)* to *(insert end date)*, during which period the total Annual Passenger Throughput at the International Airport was as stated below:

[Or, if the airport is/was owned by the experience proponent:]

This is to certify that *(insert name of the Prospective Bidder/Member of Consortium/Affiliate)* owned and itself operated and maintained the *(insert name of the International Airport)*, from *(insert start date)* to *(insert end date)*, during which period the total Annual Passenger Throughput at the International Airport was as stated below:

Year	Total Annual Passenger Throughput	International Annual Passenger Throughput	International Passenger Throughput as a % of 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 ó December) of operation of the said airport by the said entity and Year 2 shall be the year preceding Year 1 and so on.

We further certify that the *(insert name of the International Airport)* qualifies as an International Airport as defined in the Instructions to Prospective Bidders.

Certified by:

Name of the issuer:

Seal of the issuer:

Designation: (Signature, name and designation of the authorized signatory)

Date:

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

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 (*insert name of the Prospective Bidder/Consortium Member/Affiliate/entity*) is an Affiliate of (*insert name of Prospective Bidder/Consortium Member/Affiliate/entity*) 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 auditor:

Seal of the auditor:

Designation:

(Signature, name and designation of the authorized signatory)

Date:

AnnexQD-15: List of 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 (*insert name of Prospective Bidder/if Consortium, Name of Consortium and Lead Member*)

(Signature of Authorized Representative)

(Name, Title, and Date)

AnnexQD-16: Construction Contractor’s Notarized Statement of Willingness to Participate in, and Capacity to Undertake the Requirements of, the Project

- 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 2.9.b, as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 4.
- b. Required attachments: Each proposed Construction Contractor must attach to its Notarized Statement the following:
 - (i) In case the proposed Construction Contractor is a Filipino entity, a certified duplicate copy of its PCAB license for Large B Classification/License Category AAA, or in case of a foreign entity, a certified duplicate copy of its equivalent license issued by an equivalent accreditation institution in its country of origin, or if there is no such equivalent, the documents listed in Section 2.9.b(1)(e)(i) of the ITPB.
 - (ii) A certified duplicate copy of its ISO 9001 certification (Quality Management System).
 - (iii) A certified duplicate copy of its ISO 14001 certification (Environmental Management System).

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 Project

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. (*Insert name of Construction Contractor*) is willing to participate, through the (*insert name of Prospective Bidder*) in the bid for the Bacolod-Silay Airport Development, Operations and Maintenance Project in accordance with the Invitation Documents.
2. (*Insert name of Construction Contractor*) has the required experience and capacity to undertake the requirements for its services in the Project 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 (*insert name of Prospective Bidder*), (*insert 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 Airport Development, Operations and Maintenance Project.

Date and Place of Execution.

For and on behalf of (*insert name of entity*)

(Signature of Authorized Representative)

(Name)
(Designation)

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

Notary Public

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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 Project

- 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 2.9.b, as identified in the Business Plan (Annex QD-1A or Annex QD-1B), Item 5.

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 *(insert name of Design and Engineering Contractor)* that:

1. *(Insert name of Design and Engineering Contractor)* is willing to participate, through the *(insert name of Prospective Bidder)* in the bid for the Bacolod-Silay Airport Development, Operations and Maintenance Project in accordance with the Invitation Documents.
2. *(Insert name of Design and Engineering Contractor)* has the required experience and capacity to undertake the requirements for its services in the Project 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 *(Insert name of Prospective Bidder)*, *(insert 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 Airport Development, Operations and Maintenance Project.

Date and Place of Execution.

For and on behalf of *(insert name of entity)*

(Signature of Authorized Representative)

(Name)

(Designation)

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

Notary Public

Doc. No.: _____

Page No.: _____

Book No.: _____

Series of 2017.