

CONTRACT AGREEMENT

THIS CONTRACT, made this 24th day of May, 2024 between:

The **PUBLIC-PRIVATE PARTNERSHIP CENTER OF THE PHILIPPINES**, an agency of the Government of the Republic of the Philippines attached to the National Economic and Development Authority by virtue of Executive Order No. 8, Series of 2010 and Republic Act No. 11966 or the Public-Private Partnership (PPP) Code of the Philippines, with principal office at 8th Floor, One Cyberpod Centris, EDSA cor. Quezon Ave., Brgy. Pinyahan, Quezon City, Philippines, hereinafter referred to as "**PPP CENTER**" (also "**CLIENT**" or "**PROCURING ENTITY**") and represented by its Executive Director, **MA. CYNTHIA C. HERNANDEZ**.

- and -

ISLA LIPANA & CO., in association with Cabrera & Company (Philippines), PricewaterhouseCoopers Pvt Limited (India), Systra Philippines, Inc (Philippines), Angel Lazaro & Associates International (Philippines) and CEST Incorporated (Philippines)] as sub-consultants), with principal office at 29F AIA Tower (formerly PhilamLife), 8767 Paseo de Roxas, 1226 Makati City, Metro Manila, Philippines, hereinafter referred to as the "**CONSULTANT**" and represented by its Managing Partner, **MARY JADE T. ROXAS-DIVINAGRACIA**.

The PPP Center and Consultant shall be collectively referred to as "**Parties**".

ANTECEDENTS

On December 21, 2023, the Head of Procuring Entity approved the recommendation of the Special Bids and Awards Committee (SBAC), through Resolution No. 2023-009, on the following:

1. To resort to negotiated procurement Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR (Adjacent or Contiguous Contract) for the North Long-Haul (NCR-Ilocos Norte and Cagayan) Inter-Regional Railway Project;
2. To issue a Supplemental Annual Procurement Plan and the necessary negotiation documents for the negotiated procurement under Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR prior to negotiation with the existing Consultant for the aforesaid Project; and
3. To authorize the SBAC to negotiate with the existing Consultant for the continuation of the remaining services under the pre-existing Contract for Consultant's Services (CCS) for the Project through an adjacent or contiguous contract following negotiated procurement under Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR.

On December 22, 2023, the Supplemental Procurement Plan, which includes the Procurement of Project Preparation Services for the North Long-Haul (NCR-Ilocos Norte and Cagayan) Inter-Regional Railway Project under Section 53.4 of the IRR of RA 9184, was signed by the authorized signatories of the PPP Center.

On December 27, 2023, the SBAC issued the Invitation for Negotiated Procurement to the Consultant.

On January 2, 2024, the Consultant submitted the legal, technical, and financial eligibility documents requested by the SBAC in response to the Invitation for Negotiated Procurement.

On January 4, 2024, the contract negotiation between the PPP Center, the Department of Transportation (DOTr), and the Consultant was held. The negotiations with the Consultant successfully concluded on April 3, 2024.

On May 3, 2024, the Notice of Award was issued and conformed with by the Consultant.

The PPP Center and the Consultant then executed this negotiated Contract, with the conformity of the DOTr. The Contract covers the Project Preparation Services for the North Long-Haul (NCR to Ilocos Norte and Cagayan) Inter-Regional Railway Project wherein the Consultant agreed to undertake the Services in the contract amount of Two Million One Hundred Ninety-Seven Thousand and Three Hundred Fifty Two and 43/100 US Dollars (USD 2,197,352.43), inclusive of taxes.

NOW THE PARTIES AND DOTR AGREE AS FOLLOWS:

1. In this Contract, words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract hereinafter referred to.
2. The following documents shall be attached, deemed to form, and be read and construed as part of this Agreement, to wit:
 - a. Annex A – General and Special Conditions of Contract
 - b. Annex B – Terms of Reference (TOR)
 - c. Annex C - Invitation for Negotiated Procurement
 - d. Annex D - Minutes of Contract Negotiation
 - e. Annex E - Notice of Award of Contract with the Consultant's *Conforme*
 - f. Annex F - Performance Security
 - g. The following Appendices

Appendix I – Description of Services

- Appendix IA – Work Schedule for Planning and Deliverables
- Appendix IB – Personnel Schedule
- Appendix IC – Expanded Team Composition, Assignment and Key Experts' Inputs

Appendix II – Reporting Requirements

Appendix III – Key Personnel and Subconsultants

- Appendix IIIA – Curriculum Vitae of Key and Non-Key Experts

Appendix IV – Breakdown of Contract Price

- F1 – Remuneration – Foreign and Local Key Experts/Personnel
- F2 – Remuneration – Foreign and Local Non-Key Experts/Personnel
- F3 – Reimbursable Expenses – Foreign and Local

Appendix V – Services and Facilities Provided by the Client

Appendix VI – Consultant's Representations Regarding Costs and Charges

Appendix VII – Breakdown of Agreed Fixed Rates

3. In consideration of the payments to be made by the PPP Center to the Consultant as set forth in the TOR, the Consultant agrees with the PPP Center to execute and complete the Consulting Services and remedy any defects therein in conformity with the provisions of this Contract in all respects.
4. The PPP Center agrees to pay the Consultant in consideration of the execution and completion of the Consulting Services, the Contract Price or such other sum as may become payable under the provisions of this Contract at the times and in the manner prescribed by this Contract.

IN WITNESS WHEREOF the parties thereto have caused this Agreement to be executed the day and year first before written.

For and on behalf of Public-Private
Partnership Center of the Philippines,
Government of the Republic of the
Philippines

For and on behalf of Isla Lipana & Co.

[Redacted Signature]

ELEAZAR E. RICOTE
Deputy Executive Director
and Officer-In-Charge

[Redacted Signature]

MARY JADE T. ROXAS-DIVINAGRACIA
Authorized Representative
Managing Partner

For and on behalf of Department of Transportation,
Government of the Republic of the Philippines

[Redacted Signature]

JAIME J. BAUTISTA
Secretary

