

JOINT VENTURE SELECTION COMMITTEE (JVSC)

SELECTION OF JOINT VENTURE PARTNER FOR THE COMMERCIALIZATION OF THE INFORMATION AND COMMUNICATIONS TECHNOLOGY INFRASTRUCTURE PROJECT IN NEW CLARK CITY (NCC)

BID BULLETIN NO. 12

In connection with the ongoing Selection of Joint Venture partner for the commercialization of Information and Communications Technology Infrastructure Project in NCC, we are hereby issuing this bid bulletin to provide interested Private Sector Participants (PSPs) of the following:

Responses to the Queries from the Prospective Bidders

No.	Referenced Section	Query	Response
1	EF-10E Section 3.2.6.1 Commercialization and experience requirements	In lieu of the contract to prove our in-house and external wholesale (passive infrastructure) leasing experience, may we recommend a certification of summary of service agreements stating a) Nature of Service, b) location/site. Signed by the authorized representative. See attached template for your perusal.	<p>Section 4.2.3 and EF-10E of IPSP Volume enumerate the acceptable forms of documentation to be submitted.</p> <p>1. For client-facing experience, copy of at least one Wholesale Services Agreement with a 3rd party, which demonstrates the available services and pricing in a contract or Reference Offer; or</p> <p>2. For in-house experience, copies of OLA between business units, which demonstrate the available services and commercial arrangements.</p> <p>Inasmuch as the proposed template provides neither the contracting parties involved in the OLA nor the commercial arrangements between the two, it is not acceptable.</p> <p>If the concern is disclosing other</p>

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			<p>commercially sensitive information in the agreements other than those required to evaluate the Technical Capability of the nominated entity, BCDA shall accept the submission of redacted copies as long as the following are available:</p> <ul style="list-style-type: none"> (a) Name of the contracting parties; (b) Date of execution; (c) Proof of execution (e.g., signature and notarization pages); and (d) (i) for Wholesale Services Agreement, the available services and pricing in a contract or Reference Offer; or (ii) for OLAs, the available services and commercial agreements. <p>Accordingly, the relevant portions of Section 4.2.3 and EF-10E of IPSP Volume 1 are amended as follows:</p> <ol style="list-style-type: none"> 1. For client-facing experience, copy of at least one Wholesale Services Agreement with a 3rd party, which demonstrates the available services and pricing in a contract or Reference Offer <u>(such documentation may be redacted, if necessary, in case other commercially sensitive information needs to be removed)</u>; or

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			<p>2. For in-house experience, copies of OLA between business units, which demonstrate the available services and commercial arrangements <u>(such documentation may be redacted, if necessary, in case other commercially sensitive information needs to be removed)</u>.</p> <p>Finally, kindly note that EF-10C must be submitted by the PSP <i>regardless</i> of whether it is using client-facing experience or in-house experience.</p>
2	EF-7B AUTHORIZATION LETTER	Is the signatory in EF7B the corporate secretary only? Under EF7B, we noticed that there are two (2) declarations, one for the corporate secretary and another for representative of the consortium. However, the signing portion of the form only requires Corporate Secretary. May we clarify if the declaration for the representative of the consortium is not required?	<p>Yes, the signatory for EF-7B is the Corporate Secretary only. To avoid confusion, IPSP Volume 1 EF-7B is revised as follows:</p> <p>I, <i>(name of corporate secretary or equivalent officer)</i>, after having been duly sworn according to law, hereby depose and state that:</p> <p>I, <i>(name of authorized representative of Consortium)</i>, after having been duly sworn according to law, hereby depose and state that:</p>

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3	Forms and Annexures Signatures	<p>We noted that there are two signatures required in the following Forms:</p> <p>Basic Information Sheet EF-4</p> <p>Design Experience Requirements EF-10A</p> <p>Construction Experience Requirements EF-10B</p> <p>Maintenance Experience Requirements EF-10D</p> <p>Commercialization Experience Requirements EF-10E</p> <p>Could you confirm our understanding that the two signatures required in such Forms are the following:</p> <p>-The signature of the authorized representative of the PSP who is named in Annex EF-2A/2B,</p> <p>-The signature of the representative of the company ("Nominee Company"), whose details are provided in each form (for example, for EF-10A, the representative of the company who is nominated to fulfill the Design Experience Requirements is required to sign EF-10A).</p>	<p>Yes, your understanding is correct. The following are the signatories to Annex EF-4, EF-10A, EF-10B, EF-10D, and EF-10:</p> <p>(a) the authorized representative of the nominated entity; and</p> <p>(b) the authorized representative of the PSP named in Annex EF-2A (for PSP that is not a consortium) or Annex EF-2B (for PSP that is a consortium).</p>
4	Forms and Annexures Signatures	<p>If our understanding of the signatures required above is correct, can you confirm that there is no requirement under the IPSP for the Nominee Company to submit a Secretary's Certificate or Power of Attorney naming</p>	<p>Yes, EF-10A, EF-10B, EF-10C, EF-10D, and EF-12 do not require the submission of a Secretary's Certificate naming the authorized signatory of the nominated entity.</p> <p>That said, kindly note that the</p>

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		<p>the person who is authorized to sign for the entities who are nominated to meet the Technical and Financial Capability requirements?</p>	<p>nominated entities must also submit EF-4 (i.e., Basic Information Sheet) and its attachments. If the an officer other than the Corporate Secretary of the nominated entity or if the representative of the PSP will certify that the attachments are true copies of the original using EF-8, a certification by the relevant Corporate Secretary (authorizing such officer of the entity or authorized representative of the PSP to certify the aforementioned documents and stating that such officer or authorized representative has access to or custody of the originals of the aforementioned documents of the relevant entity) must be submitted.</p> <p>Please refer to Bid Bulletin No. 7.</p>
5	Section 13.2.1	<p>Can you confirm that a member of the consortium (or any of its affiliates) does not necessarily have to be nominated to meet any one of the Technical Capability Requirements or the Financial Capability Requirement? This appears to be implied from Section 13.2.1 of the IPSP.</p>	<p>No, that is not the implication. Section 13.2.1 of IPSP Volume 1 must be read in conjunction with its Section 3.3.2. To clarify, a Consortium Member –</p> <p>(a) does not have to be nominated to meet Technical Capability Requirements as long as the Consortium is able to satisfy the requirements of IPSP Volume 1; but</p> <p>(b) will be considered in assessing the Financial Capability Requirement of the Consortium in accordance with Section 3.3.2.(b).</p>

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			<p>This means that if the entity will be nominated to meet the Design or Construction Technical Experience Requirement but cannot or does not want to be considered in determining the Financial Capability of the Consortium, such entity must be nominated as a Contractor and not as a Consortium Member.</p> <p>Further, if the Consortium Member will not be nominated to meet any Technical Capability Requirement, its interest in the Consortium cannot exceed 30%. In this regard, Section 1.2 and 3.1.3 of IPSP Volume 1 are revised to read as follows:</p> <p>Section 1.2</p> <p>“Consortium” means an incorporated or unincorporated association of Consortium Members, in which (a) each of the Consortium Member/s satisfying the Maintenance Experience Requirement and/or Commercialization Experience Requirement having not less than 20% interest, (b) and the Consortium Member/s satisfying the Design Experience Requirement and/or Construction Experience Requirement having not more than 30% interest, and (c) the</p>

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			<p><u>Consortium Member/s not nominated to fulfill any Technical Capability Requirement having not more than 30% total interest</u>, bound by contract or law, solidarily undertaking, by mutual written agreement, a common enterprise which is to participate in the Competitive Selection Process for the Project.</p> <p>Section 3.1.3</p> <p>If the PSP is a Consortium, ... or capacity.</p> <p>Each Consortium ... Forms and Annexures).</p> <p><u>The total interest in the Consortium of all Consortium Member/s not nominated to satisfy any of the Technical Capability Requirements shall not exceed 30%.</u></p>
6	Technical Capability Requirements	Can you confirm that if a PSP is a consortium, all the Technical Capability Requirements and the Financial Capability Requirement may be fulfilled by the same entity in such consortium?	<p>All the Technical Capability Requirements may be fulfilled by the same Consortium Member.</p> <p>Nevertheless, the Financial Capability of the Consortium will be determined by combining the respective net worth of all its</p>

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			<p>Consortium Members in relation to their percentage of participation in the Consortium.</p> <p>Please refer to Section 3.3.2 of IPSP Volume 1 and the response in Query No. 5 above.</p>
7	Technical Capability Requirements	<p>If an entity in a consortium is proposed to fulfill the Design and/or Construction Experience Requirement and is also the same entity that is proposed to fulfill the Maintenance or Commercialization Experience Requirement, please confirm that such entity may have equity share in the consortium of more than 30% (see 3.2.4.2), provided that each of the other members of the consortium have at least 20% equity share in the consortium (see 13.2.4).</p>	<p>Yes, a Consortium Member that is nominated to fulfill both the (i) Design and/or Construction Experience Requirements and (ii) the Maintenance Experience Requirement and/or Commercialization Experience Requirement may have an equity share of more than 30% in the Consortium. The 30% equity limitation in Section 3.2.4.2 of IPSP Volume 1 only applies if a Consortium Member is nominated for the Design and/or Construction Experience Requirements only.</p> <p>Please see our response to Query No. 5 in relation to a Consortium Member/s that is/are not nominated to fulfill any of the Technical Capability Requirements.</p> <p>For clarity, Section 13.2.4(a) of IPSP Vol. 1 is revised to read as follows:</p> <p><u>(a) Except with respect to the Consortium Members nominated to fulfill the Design and Construction Experience Requirements only and to Consortium</u></p>

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			<p><u>Members not nominated to fulfill any Technical Capability Requirement.</u> <u>e</u>Each Consortium Member's equity interest must be at least 20% and the Lead Member must always own the highest percentage interest in the Consortium.</p>
8	EF-6C	<p>Section 2.12 of the IPSP requires all Consortium Members and nominated Contractors and PSP Industry Affiliates accept the Eligibility Requirements and waive rights to enjoin the project. The form of EF-6C indicates that it should be submitted by all PSP Industry Affiliates.</p> <p>Please confirm that only nominated PSP Industry Affiliates (and not all PSP Industry Affiliates of the Consortium Members) are required to execute EF-6C.</p>	<p>As defined under Section 1.2 of IPSP Volume 1 – Eligibility Requirements, “PSP Industry Affiliates” include all Affiliates of the PSP and Consortium Members engaged in the ICT industries.” This is not limited to PSP Industry Affiliates that are nominated to meet the Technical Capability Requirements.</p> <p>Nevertheless, Section 4.1.6 of IPSP Volume 1 is revised as follows:</p> <p>A Notarized Acceptance of Criteria and Waiver of Rights to Enjoin Activity (using the form in Annex EF-6A of IPSP: Volume 1 – Forms and Annexures for a PSP which is a partnership or corporation, Annex EF-6B of IPSP: Volume 1 – Forms and Annexures for a PSP which is a Consortia, Annex EF-6C of IPSP: Volume 1 – Forms and Annexures for all <u>PSPs with</u> PSP Industry Affiliates).</p> <p>Annex EF-6C of IPSP: Volume 1</p>

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			<p>–is also revised to make it easier for PSPs to satisfy this requirement. Please refer to Annex A below for the revised EF-6C to be submitted by PSPs with PSP Industry Affiliates.</p>
9	EF-4	<p>In lieu of the COI, can we submit the 1st page of our amended AOI because our COI still contains the name of the entity that we acquired.</p>	<p>No. For entities that amended their corporate names, the Certificate of Incorporation reflecting the previous name of the entity and the Certificate of Filing of Amended Articles of Incorporation must be submitted.</p> <p>If the amendment of the Articles of Incorporation is still being evaluated by the Securities and Exchange Commission, proof of filing of the Amended Articles of Incorporation may be submitted in lieu of the Certificate of Filing of Amended Articles of Incorporation.</p>
10	EF-10B Constructions Experience Requirements	<p>We note that Design Experience Requirements and Construction Experience Requirements each require three eligible project/facilities. May we clarify if a PSP can nominate different entities to fulfill each of the requirements for Design and/or Construction. For example, if a Contractor is nominated to fulfill the Design Experience Requirement, may the following projects be submitted by the PSP which is a Consortium?</p> <p>a. Design of underground</p>	<p>No. Please refer to ISPS Vol 1 Sec 3.2.4. for clarification. The experiences of different entities shall not be aggregated.</p>

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		<p>optical fiber multi-conduit network project done by a Consortium Member;</p> <p>b. Design of fiber installations to address Mixed End User Base including residential and enterprise buildings, government, and other end points done by its Subcontractor A; and</p> <p>c. Design of passive wholesale network services done by its Subcontractor B</p> <p>Or must all eligible projects/facilities under the Design Experience Requirement in the example above be fulfilled by only one entity?</p>	
11	EF-8 Notarized Certification Relating to Eligibility	<p>(a) Who can sign EF-8? Can it be signed by the authorized representative/relevant officer of the entity (e.g. consortium member) submitting the document, or only the authorized representative of the consortium named in EF-2B is allowed to sign EF-8?</p> <p>If the authorized representative/relevant officer of the entity submitting the document can sign EF-8, will the BCDA require the submission of a Secretary's Certificate</p>	<p>(a) Please refer to Sections 4.1.4(a), 4.2.1(b), 4.2.2(b), 4.2.2(c), 4.2.3(b), 4.2.3(c), and 4.3.1(a) of IPSP Volume 1.</p> <p>For Section 4.1.4(a), EF-8 must be signed by the entity's corporate secretary, any officer of the entity duly authorized to make such certification, or the authorized representative/s of the PSP.</p> <p>For Sections 4.2.1(b), 4.2.2(b), and 4.2.3(b), EF-8 must be signed by the relevant officer of the project owner or authorized entity or the relevant officer of the entity</p>

No.	Referenced Section	Query	Response
		<p>showing the authority of the entity's authorized representative/relevant officer?</p>	<p>which fulfills the relevant Technical Capability Requirement.</p> <p>For Sections 4.2.2(c) and 4.2.3(c), EF-8 must be signed by the relevant officer of the project owner, authorized entity, or the relevant officer of the PSP.</p> <p>For Section 4.3.1(a), EF-8 must be signed by the relevant officer of the entity that fulfills the Financial Capability Requirements.</p> <p>As to whether BCDA will require the submission of a Secretary's Certificate showing the authority of the entity's authorized representative/relevant officer, please refer to the response in Query No. 4 above.</p>
		<p>(b) May the authorized representative of the PSP/Consortium execute EF-8 in relation to documents pertaining to a Consortium Member or nominated Contractor?</p> <p>(c) For technical capability documents, please confirm that the EF-8 may be signed by any officer of the project owner or entity (ex. Project Manager). Please confirm that a</p>	<p>(b) Please refer to the response in Query No. 11.</p> <p>(c) Yes, for documents pertaining to Technical Capability Requirements (<i>i.e.</i>, Sections 4.1.4(a), 4.2.1(b), 4.2.2(b), 4.2.2(c), 4.2.3(b), 4.2.3(c) of IPSP Volume 1), any officer of the project owner or entity</p>

No.	Referenced Section	Query	Response
		Secretary's certificate on the authority of such relevant officer is not required to be submitted.	(e.g., Project Manager) may sign. We also confirm that there is no separate requirement to attach a Secretary's Certificate on the authority of such a relevant officer. Please refer to the response in Query No. 4 above.

This Bid Bulletin No. 12 is being issued to amend, revise, modify and update previous postings/issuances pertaining to the items discussed above related to the subject disposition.

For your guidance and information.

Issued this 26th day of February 2024.

JOINT VENTURE SELECTION COMMITTEE

[SIGNED]

HEDDA LOURDES Y. RULONA
Chairperson

[SIGNED]

VIRGIL M. ALVAREZ
Vice Chairperson

[ON LEAVE]

MARIA SOLEDAD C. SAN PABLO
Member

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RYAN S. GALURA
Member

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CHRISTIAN T. DULDULAO
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