

BCDA BOARD COMMITTEES (As of 31 December 2023)

To aid in ensuring compliance with the principles of sound corporate governance, the Board has created committees to support it in the performance of its functions and in accordance with the Charter and to aid in good governance.

The BCDA Board has created the following Committees:

- Organization Development Committee
- Audit and Corporate Governance Committee
- Risk Management, Legal and External Relations Committee
- Finance and Investments Committee
- Business Development Committee

Organization Development Committee

In lieu of the Nomination Compensation/Remuneration Committee, the Board has created the Organization Development (OD) Committee which shall be composed of at least three (3) members, which shall include one (1) of the directors representing the labor sector.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the OD Committee as of 31 December 2021 are as follows:

Chairman	Director David L. Diwa
Members	Chairman Delfin N. Lorenzana PCEO Joshua M. Bingcang Director Ferdinand S. Golez (<i>on leave</i>) Director Reghis M. Romero III (<i>deceased</i>) Director Anthony Marvin G. Ponce de Leon Director Hilario B. Paredes Director Rolan C. Paulino Director Gerard R. Seno

The OD Committee is chaired by Director David L. Diwa. Mr. Diwa is an advocate of labor rights and trade union. He was appointed as a labor representative for the National Tripartite Industrial Peace Council under the Department of Labor and Employment (DOLE) – Bureau of Labor Relations in 2010. During this time, Mr. Diwa helped improved the formulation of labor and employment policies as part of the said advisory council. He also served as a commissioner for the National Wages and Productivity Commission, also an attached agency of DOLE.

The OD Committee met twice in 2023 and discussed the following agenda items:

- a. Implementation of the Compensation and Position Classification System (CPCS) in BCDA;
- b. Application with Governance Commission for GOCCs (GCG) for Authorization to Grant the 2020 Performance-Based Bonus (PBB) for qualified officers and employees of BCDA; and
- c. Procurement of Manpower Services for BCDA.

During the year, the Committee performed the following duties:

- Assisted the Board of Directors in the conduct of studies and policy formulation, pertaining to issues, concerns and problems affecting the organization and its personnel.
- Coordinated with Management in addressing specific key result areas (KRAs) and in adhering to existing policies on such matters as personnel recruitment, performance evaluation standards and processes, assignments, promotions and entitlements.
- Pursued organizational goals such as the promotion of meritocracy, the development of teamwork and the enhancement of morale among personnel.
- Conducted a review of the organizational structure to ensure that it remains responsive to BCDA's goals, objectives and strategies.

Audit and Corporate Governance Committee

The Committee shall be composed of at least three (3) members. An independent board member, if any, shall chair the Audit and Corporate Governance Committee. Each member shall have an adequate understanding of accounting and auditing principles in general and of the BCDA's financial management systems and environment in particular.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Audit and Corporate Governance Committee as of 31 December 2023 are as follows:

Chairman	Chairman Delfin N. Lorenzana
Members	Director Ferdinand S. Golez (<i>on leave</i>) Director David L. Diwa Director Reghis M. Romero III (<i>deceased</i>) Director Anthony Marvin G. Ponce de Leon Director Hilario B. Paredes Director Rolan C. Paulino Director Gerard R. Seno

The Audit Committee is headed by Chairman Delfin N. Lorenzana. Mr. Lorenzana has a master's degree in Business Administration from the Ateneo De Manila University and a certificate in Business Economics from University of Asia and the Pacific. He also holds a graduate diploma in Strategic Studies from Australian National University in Canberra, Australia.

The Audit Committee met four (4) times in CY 2023. Some of the agenda items that were taken up during the said meetings were as follows:

- Executive Briefing on the National Guidelines on Internal Control Systems (NGICS) and Revised Philippine Government Internal Audit Manual (RPGIAM)
- Audit Report on BCDA Procurement System
- Audit Report on BCDA Property Management System – Movable Contents of Infrastructure Project
- Audit Report on Serendra Retail
- Audit Report on BCDA's Investment in Clark International Airport Corporation (CIAC)
- Internal Audit Services Department (IASD) 2023 Annual Audit Plan.

During the year, the Committee performed the following functions:

- Reviewed and approved the Annual Audit Plan of the IASD;
- Reviewed the IASD’s audit report and recommended solutions that would address the audit findings to the BCDA Board. The Audit Committee likewise ensured that the resolutions, as concurred in by the BCDA Board, will be acted upon by Management to address the audit findings;
- Ensured that the IASD reviewed the periodic financial statements focusing on the propriety of changes in accounting policies and practices, significant adjustments resulting from the audit and compliance with accounting standards, and check the financial reports against its compliance with both the internal financial management policies and pertinent accounting standards, including regulatory requirements;
- Ensured that the IASD monitored and evaluated the adequacy of BCDA’s internal control systems, and that proper coordination was made with the Commission on Audit (COA); and
- Ensured that the IASD had free and full access to all the company’s records, properties and personnel relevant to the internal audit activity and that the internal audit activity was free from interference.

Risk Management, Legal and External Relations Committee

The Risk Management, Legal and External Relations Committee shall be composed of three (3) members. The Chairman of the Committee must possess an adequate understanding of Philippine Law and the legal system and knowledgeable in strategic publicity and issues management.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Risk Management, Legal and External Relations Committee as of 31 December 2023 are as follows:

Chairman	Director Anthony Marvin G. Ponce de Leon
Members	Chairman Delfin N. Lorenzana PCEO Joshua M. Bingcang Director Ferdinand S. Golez (<i>on leave</i>) Director David L. Diwa Director Reghis M. Romero III (<i>deceased</i>) Director Hilario B. Paredes Director Rolan C. Paulino Director Gerard R. Seno

The Risk Management, Legal and External Relations Committee is chaired by Director Anthony Marvin G. Ponce de Leon. He obtained his law degree from the Ateneo de Davao University on March 1995. He Holds a Business Management degree Major in Marketing from Xavier University in Cagayan de Oro City.

Since then he has been a law practioner for the past 27 years. His expertise lies in the Corporate, Election and Criminal law.

The Risk Management, Legal and External Relations Committee met ten (10) times in CY 2023. Some of the agenda items that were taken up during the meeting were as follows:



- a. Updates on Republic Act No. 7227 Amendment
- b. 2023 Revised Performance Scorecard
- c. Appointment of a New Chairman of the BCDA Directors and Officers Liability Fund (DOLF) Committee and New Member of the BCDA DOLF Technical Working Group (TWG)
- d. Termination of the Joint Venture Agreement (JVA) for Water and Wastewater Infrastructure Project in NCC
- e. Omnibus Authority for Office of the Solicitor General/Office of the Government Corporate Counsel/Legal Services Group (OSG/OGCC/LSG) lawyers to present BCDA and for the BCDA officers to verify complaints, petitions, appeals and other motions and pleadings, in cases for and against BCDA
- f. Updates on BCDA Legal Cases
- g. Memorandum of Agreement (MOA) between BCDA and the Philippine Hot Air Balloon Fiesta Foundation, Inc
- h. Updates on the Annotation of the Development and Usufructuary Rights (DUR) over the Bonifacio East Project.
- i. Results of the BCDA Strategic Planning
- j. Status of House Bill No. 8505 and Other Related Senate Bills
- k. Temporary Designation of BCDA Board Members as Board of Directors of the North Luzon Railways Corporation (Northrail)
- l. Proposed Amendments to the Deed of Conveyance for Serendra Parcels
- m. BCDA's Consent on the Usufruct for Clark Multi-Specialty Medical Center
- n. 2023 BCDA Corporate Risk Registry

During the year, the Committee undertook the following tasks:

- Monitored the creation of a risk management structure for the organization by Management;
- Reviewed, evaluated and monitored policy-level studies, risks and threat assessments and other reports provided by Management for consideration of the Board;
- Assessed the information provided by Management on risk exposures and risk management activities;
- Reviewed, evaluated and monitored Management's researches on the probable causes and possible solutions to risks that were faced by Management;
- Reviewed and recommended measures on legislative proposals affecting BCDA;
- Assessed the Annual Planning Program of the Corporate Planning Department as it relates to risk management;
- Provided oversight over Management's activities in managing market liquidity, operational, legal and other risks of the corporation;
- Reviewed and evaluated public affairs' issues affecting BCDA's activities, programs and projects, as identified and presented by Management. It also reviewed and evaluated the measures recommended by Management to address such issues for possible consideration of the Board; and
- Reviewed, evaluated and monitored Management's policies pertaining to the organization's relationship with its stakeholders, as well as with the national and local government units.

Finance and Investments Committee

The Finance and Investments Committee shall be composed of at least three (3) members. Each member must possess an adequate understanding of accounting and auditing principles in general and of BCDA's financial management systems and environment in particular.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

Below is the actual composition of the Finance and Investments Committee as of 31 December 2023:

Chairman	Director Hilario B. Paredes
Members	Chairman Delfin N. Lorenzana PCEO Joshua M. Bingcang Director Ferdinand S. Golez (<i>on leave</i>) Director David L. Diwa Director Anthony Marvin G. Ponce de Leon Director Reghis M. Romero III (<i>deceased</i>) Director Rolan C. Paulino Director Gerard R. Seno

The Finance and Investments Committee is headed by Director Hilario B. Paredes. Atty. Paredes is a lawyer and a businessman.

After passing the 1996 Bar Examinations, he immediately immersed himself in private practice, where he would further hone his skills as a litigator and a corporate lawyer. He started as an associate in various law firms. He later set up his own Law Firm on June 15, 2006, the Paredes Law Group, a full service firm, where, together with his 3 partners, they lead a team of young, dedicated, smart and competent lawyers and paralegals.

Mr. Paredes has developed extensive experience in the fields of Corporate and Commercial Law, Litigation, Public-Private Partnerships, Build-Operate-Transfer (BOT) Law and Government Infrastructure (Toll Roads, Rail and Power Plant projects both in the country and abroad), Banking and Corporate Finance, Real Estate Law, Succession and Estate Planning, Immigration, and Labor and Employment. Aside from his law practice, he is also involved in various businesses in real estate, telecommunication and information technology, distribution/trading, educational and consultancy services. He is currently the Chairman and President of Paredes Holdings, Asian Center For Legal Excellence, Inc. (a Supreme Court accredited MCLE provider), NorthTel Trading, Inc, Centel Trading, Inc., Prime Logistics Group and Consultancy, Inc. and other companies.

The Finance and Investments Committee met nine (9) times in CY 2023. Some of the agenda items that were taken up during the said meetings were as follows:

- a. 2023 Revised Corporate Operating Budget
- b. Collection Performance Report as of 31 December 2022
- c. 2022 BCDA Cash Position
- d. Supplemental Budget of Clark Development Corporation (CDC) and Clark International Airport Corporation (CIAC)
- e. Declaration and Remittance to the 2022 Dividend to the Bureau of the Treasury (BTr)
- f. 2024 Budget Estimates
- g. Remittance of Disposition Proceeds
- h. Issuance of BCDA 2022 Financial Statement
- i. Write-Off of BCDA Management Holdings, Inc. (BMHI) Dormant Receivable Accounts
- j. BCDA Authorized Representatives to Transact with Bureau of Internal Revenue (BIR)
- k. Certificate of Budget Inclusion for the General Appropriations Act (GAA) Funded Projects

- l. Supplemental Budget for the Implementation of Compensation and Position Classification System (CPCS)
- m. 2024 BCDA Performance Evaluation System Documents
- n. 2nd Quarter 2023 Financial Report
- o. Report on the Implementation of the Deactivation and Winding Down of BCDA Management and Holdings, Inc.
- p. Authority to File Notice of Closure for Bataan Technology Park, Inc. (BTPI) with Government Agencies and to Coordinate with the Governance Commission for Government-Owned or Controlled Corporations (GCG) regarding the Deactivation of BTPI
- q. 2024 BCDA's Corporate Operating Budget (COB)

During the year, the Committee discharged the following functions:

For Sale, Lease or Joint Venture Agreement involving BCDA properties

- Reviewed the financial feasibility of the mode of disposition of the project, as endorsed by the Business Development Department (BDD);
- Reviewed the continuing financial status and compliance with the agreement, as reported by the Subsidiaries, Affiliates and Projects Monitoring Department (SAPMD); and
- Identified key issues, provided guidance and proposed solutions for approval of the Board.

Exercise oversight function in the fiscal management of BCDA resources

- Formulated policies and guidelines for the annual and supplemental budgets of the BCDA and its subsidiaries for approval of the Board;
- Provided guidelines for the investment of corporate funds and conducted periodic review to determine the profitability of investments and/or placements for approval of the Board;
- Reviewed receivables and recommended actions to the Board to increase collection efficiency; and
- Determined the necessity of incurring loans or other financing arrangement, and reviewed proposed terms for approval by the Board.

Exercise financial oversight on BCDA Subsidiaries and Affiliates

- Recommended appropriate business model for, and reviewed the financial targets of the Performance Agreement with the Subsidiary;
- Reviewed the proposed annual and supplemental budget of the Subsidiaries for approval by the Board;
- Reviewed the performance and determine the financial viability of BCDA's subsidiaries and affiliates, and recommended the need for reorganization, streamlining, abolition or privatization for approval by the Board; and
- Provided financial policies and guidelines for approval by the Board and monitored compliance based on report of Management.

Business Development Committee

The Business Development Committee shall be composed of at least three (3) members. Each member shall have experience in the fields of business, economics, finance management and/or marketing.

The Committee shall meet at least once every quarter. The Chairperson of the Committee may call a special meeting whenever necessary. The presence of two (2) members shall constitute a quorum.

The actual composition of the Business Development Committee as of 31 December 2023 are as follows:

Chairman	Chairman Delfin N. Lorenzana
Members	PCEO Joshua M. Bingcang Director Ferdinand S. Golez (<i>on leave</i>) Directors David L. Diwa Director Reghis M. Romero III (<i>deceased</i>) Director Anthony Marvin G. Ponce de Leon Director Hilario B. Paredes Director Rolan C. Paulino Director Gerard R. Seno

The Business Development Committee is headed by Chairman Delfin N. Lorenzana. Mr. Lorenzana has a master’s degree in Business Administration from the Ateneo De Manila University and a certificate in Business Economics from University of Asia and the Pacific. He also holds a graduate diploma in Strategic Studies from Australian National University in Canberra, Australia.

The Committee convened nine (9) times in CY 2023. Some of the agenda items that were taken up during the said meeting were as follows:

- a. Memorandum of Understanding (MOU) between the Bases Conversion and Development Authority (BCDA) and New Energy and Industrial Technology Organization (NEDO) for the Proposed Demonstration Project for Smart Mobility in Clark and the New Clark City (NCC)
- b. Disposition of the 37-Hectare Lot in NCC for Large-Scale Solar Power Plant
- c. Conceptual Development Plan for the Virology and Vaccine Institute Complex in New Clark City
- d. Manila International Airport Authority (MIAA) Lease Renewal
- e. BCDA Information and Communications Technology (ICT) Strategy
- f. New Policies Pertinent to the BCDA Right of Way (ROW) Acquisition Procedure in Accordance with the Provisions of RA No. 10752
- g. Technical Assistance Agreement (TAA) for the Conduct of Business Case Study with Public Private Partnership (PPP) Center: Sanitary Landfill and Waste to Energy Project in New Clark City (NCC)
- h. Updates on BCDA Major Projects
- i. Updated Implementation Plan of Shin Clark Power Corporation (SCPC) and Award of the 69KV Transmission Line Construction Contract
- j. Review of the KEIO University Output: Smart City Urban Guidelines
- k. Terms of Reference for the Long-Term Lease of Voice of America (VOA) Loghome Units 3, 9 and 20A
- l. NCC Locators’ Updates
- m. Sale of Gross Floor Area (GFA) for the Development of the Eastgate Property
- n. Barangay Segregation or the Declaration of Camp John Hay (CJH) Housing Sites
- o. Presentation of One-Clark Strategy
- p. Philippine Hot Air Balloon Festival at New Clark City (NCC) – 5-year plan
- q. BCDA Process for Tax Incentives Administration Under the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Law (Republic Act [RA] No. 11534)
- r. MOA for the Preparation of Detailed Designs for Permanent Solution – Pasig Potrero Bridge
- s. Contract of Lease between BCDA and the Department of Information and Communications Technology (DICT) for the Data Center in Camp John Hay

- t. Memorandum of Agreement (MOA) among BCDA, Zenmov, Inc. and MC Metro Transport Operation, Inc. (MMTOI) for the Smart Mobility Demonstration Project for Clark and the New Clark City (NCC)
- u. MOA between BCDA and Filinvest BCDA Clark, Inc (FBCI) for the Water Supply, Wastewater Lift Station and Telecommunication Conduits
- v. Lease Renewal of Manila Japanese School (MJS)
- w. Supplemental MOA with Provincial Government of Tarlac (PGT)

During the year, the Committee performed the following duties and responsibilities:

- Reviewed the strategies and policies that generally affect the investment climate, marketing and after-sales service programs of BCDA;
- Conducted periodic review and validation to determine the viability of the assets for disposition;
- Conducted regular validation and review of the Master Development Plans of BCDA properties to determine its suitability to current real estate trends and developments;
- Formulated sound, strategic business management framework to maximize benefits from the disposition and development of land and other assets; and
- Assessed investment proposals which will require study for formulation of policies for approval by the Board.



BCDA BOARD COMMITTEES	NUMBER OF MEETINGS CONDUCTED IN CY 2023
Audit and Corporate Governance Committee	4
Finance and Investments Committee	2
Organization Development Committee	2
Legal, Risk Management and External Relations Committee	1
Joint Business Development and Legal, Risk Management and External Relations Committees	2
Joint Business Development, Finance and Investments, and Legal, Risk Management and External Relations Committees	7
Total Number of Meetings	18

Prepared by:


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BS V, Board Secretariat

Noted by:


ATTY. CHRISTIAN T. DULDULAO
Corporate Secretary