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**REPUBLIC OF THE PHILIPPINES  
DEPARTMENT OF TRANSPORTATION AND  
COMMUNICATIONS  
&  
MACTAN-CEBU INTERNATIONAL  
AIRPORT AUTHORITY**

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*MACTAN-CEBU INTERNATIONAL AIRPORT PROJECT*

**INSTRUCTIONS TO PROSPECTIVE BIDDERS  
(ITPB)**

**27 December 2012**

## **DISCLAIMER**

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

The Invitation Documents are not agreements or offers by the DOTC and MCIAA 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 in making their financial offers pursuant to the Invitation Documents. The Invitation Documents include statements, which reflect various assumptions and assessments arrived at by the DOTC and MCIAA in relation to the Mactan-Cebu International Airport 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 DOTC or MCIAA, 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 investigations 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 interpretation of law. The information given is not intended to be an exhaustive account of statutory requirements and should not be regarded as a complete or authoritative statement of law. The DOTC and MCIAA accepts no responsibility for the accuracy or otherwise for any interpretation or opinion on law expressed herein.

The DOTC and MCIAA, 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 for participation in the Bidding Process.

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

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

The issuance of the Invitation Documents does not imply that the DOTC and MCIAA is bound to select a Prospective Bidder or to appoint a selected Bidder or Project Proponent, as the case may be, for the Mactan-Cebu International Airport Project and the DOTC and MCIAA reserve the right to reject all or any of the Prospective Bidders or Bids without assigning any reason whatsoever.

Each Prospective Bidder shall bear all its costs associated with or relating to the preparation and submission of its Bid including but not limited to preparation, copying, postage, delivery fees, and expenses associated with any demonstrations or presentations which may be required by the DOTC and MCIAA or any other costs incurred in connection with or relating to its Bid. All such costs and expenses will remain with the Prospective Bidder and the DOTC and MCIAA 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.

REPUBLIC OF THE PHILIPPINES  
DEPARTMENT OF TRANSPORTATION AND COMMUNICATIONS  
MACTAN-CEBU INTERNATIONAL AIRPORT AUTHORITY

## **Mactan-Cebu International Airport Project**

### **INSTRUCTIONS TO PROSPECTIVE BIDDERS**

#### **INTRODUCTION**

The Department of Transportation and Communications (“DOTC”) and Mactan-Cebu International Airport Authority (“MCIAA”) invite Prospective Bidders to apply to pre-qualify and bid for the construction of a new passenger terminal; rehabilitation and expansion of the existing terminal; operation, maintenance and management of the terminals; and other works at Mactan-Cebu International Airport (the “Project”) pursuant to a dual-stage public bidding process in accordance with the Philippine Build-Operate-Transfer (“BOT”) Law (Republic Act No. 6957, as amended by Republic Act No. 7718), and its 2012 Revised Implementing Rules and Regulations (“Revised IRR”), the applicable provisions of which are incorporated herein by reference.

The Project consists of:

1. Construction of the new passenger terminal, along with all associated infrastructure and facilities as per Philippines/international guidelines and ICAO standards;
2. Construction of apron for the new passenger terminal;
3. Rehabilitation and expansion of the existing terminal along with all associated infrastructure and facilities as per Philippines/international guidelines and ICAO standards to handle domestic operations;
4. Installation of all the required equipment and other associated facilities as per Philippines/international guidelines and ICAO standards;
5. Installation of the required IT and other equipment commensurate with the operations; and
6. Operation and maintenance of both the passenger terminals (new and the existing terminal) during the entire concession period.

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

- a. The Invitation to Pre-Qualify and Bid;
- b. This Instructions to Prospective Bidders and its Annexes; and
- c. The Project Background.

References to “Invitation Documents” shall mean these three documents collectively, and any supplemental notices and bid bulletins issued by the Pre-Qualification, Bids and Awards Committee (“PBAC”) from the date of the first publication of the Invitation to Pre-Qualify and Bid until the Qualification Documents Submission Date.

## SECTION I – BIDDING PROCESS

### I-01 THE PRE-QUALIFICATION, BIDS AND AWARDS COMMITTEE

The joint PBAC for Public Private Partnership Projects of the DOTC and the MCIAA created by DOTC and MCIAA through Special Order No. 2012-189 dated 13 August 2012 shall administer the process of Pre-qualification and Bidding for the Project.

### I-02 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 and its Revised IRR, the applicable provisions of which are incorporated herein by reference.

An indicative timeline for the Bidding process is shown in the following table. The following timeline may be subject to change by the PBAC either through the Instructions to Bidders or through Supplemental Bid Bulletins.

Milestone	Party Responsible	Indicative Timelines
Publication of Invitation to Pre-qualify and Bid	DOTC/MCIAA	21 December 2012
Issuance of the Instructions to Prospective Bidders	DOTC/MCIAA	27 December 2012
Pre-Qualification Conference	DOTC/MCIAA	28 January 2013
Qualification Documents Submission Date	Bidders	18 February 2013
Opening of Qualification Documents	DOTC/MCIAA	18 February 2013
Notification of the results of evaluation of the Qualification Documents	DOTC/MCIAA	15 March 2013
Issuance of Instructions to Bidders, Draft Concession Agreement & Draft MPSS	DOTC/MCIAA	02 April 2013
Pre-Bid Conference(s)	DOTC/MCIAA	03 May 2013 03 June 2013
Deadline for Bidder's Comments to the Instructions to Bidders, Draft Concession Agreement & Draft MPSS	Bidders	15 June 2013
Issuance of Final Concession Agreement and MPSS	DOTC/MCIAA	05 July 2013

<b>Milestone</b>	<b>Party Responsible</b>	<b>Indicative Timelines</b>
Bid Proposals Submission Date	Bidders	02 August 2013
Opening of Technical Proposal	DOTC/MCIAA	02 August 2013
Notification of the results of evaluation of the Technical Proposals	DOTC/MCIAA	22 August 2013
Opening of Financial Proposal	DOTC/MCIAA	23 August 2013
Issuance of Notice of Award	DOTC/MCIAA	17 September 2013
Submission of Post-Award Requirements	Winning Bidder	7 October 2013
Issuance of Notice of complete compliance with all Post-Award Requirements	DOTC/MCIAA	14 October 2013
Signing Date of Concession Agreement and Compliance with other requirements	DOTC, MCIAA, and Winning Bidder/Project Proponent	21 October 2013

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 this document, 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 I-09. Thereafter and within five (5) calendar days from approval of such Pre-Qualification results, the PBAC shall issue a notice to all Prospective Bidders who have been pre-qualified ("Pre-Qualified Bidders"). Only Pre-Qualified Bidders will be invited and allowed to submit their respective Bids for the Project.
- c. Upon completion of 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. Pre-Qualified Bidders will be asked to bid for the Project by submitting their Bid Proposals - which will include both technical and financial proposals, a Bid Security, as well as other supporting documents - on the Bid Proposals Submission Date. The PBAC shall issue the Instructions to Bidders to all Pre-Qualified Bidders. 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 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 leading up to the issuance of the final Concession Agreement on which the Pre-Qualified Bidders must base their bids.
- f. After submission of Bid Proposals, the PBAC will review the Technical and Financial Proposals. The PBAC will first review the Bidders' Technical Proposals and evaluate them. Bidders will be informed as to whether their Technical Proposals were rated passed. The PBAC will return the Financial Proposals and Bid Securities of Prospective Bidders whose Technical Proposals did not pass the evaluation.
- g. For the Technical Proposal, the evaluation on a pass/fail basis shall involve the assessment of the Bidder's Technical Proposal vis-à-vis the requirements and criteria/minimum standards and basic parameters that may be prescribed in the bidding documents.
- h. Only those Bids that have been determined to have passed the first stage of evaluation shall be qualified and considered for the evaluation of its Financial Proposal.
- i. 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) days after completion of the evaluation of the Technical Proposals.
- j. For the Financial Proposal, the evaluation shall involve the assessment and comparison of the financial proposals of the Bidders, based on the parameters stated in the Bidding Documents.
- k. Following the evaluation of the Financial Proposals, the highest-ranked Bidder will be designated the Winning Bidder, and the PBAC will recommend to the DOTC Secretary and the MCIAA, through its Board of Directors, that the Winning Bidder be issued a Notice of Award. Within three (3) calendar days from the PBAC recommendation, the DOTC Secretary with the concurrence of the MCIAA, 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. This Notice of Award shall indicate the requirements that have to be submitted before the signing of the Concession Agreement.
- l. The Winning Bidder will have to comply with all the requirements stated in the Notice of Award within twenty (20) calendar days from official receipt of the Notice of Award. 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 DOTC Secretary and the MCIAA, through its Board of Directors or its duly authorized representative, shall determine and notify the Winning Bidder of its compliance with all the requirements of the Notice of Award. Within five (5) calendar days from receipt by the Winning Bidder of such notice, the DOTC and MCIAA 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.

### **I-03 RESPONSIBILITY OF PROSPECTIVE BIDDERS**

Notwithstanding any information given in the Invitation Documents and any additional communication from the DOTC and/or MCIAA, or the PBAC, including supplemental notices and 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 all of the Invitation Documents.

### **I-04 COSTS AND EXPENSES OF PARTICIPATION**

Interested parties and Prospective Bidders shall bear all costs associated with their participation in the Bidding Process, including the preparation and submission of their Qualification Documents, and all possible losses or damages resulting thereto. The DOTC and the MCIAA shall not be held responsible or liable in any way for such costs regardless of the results of the Bidding Process.

### **I-05 QUERIES AND SUPPLEMENTAL NOTICES**

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 or fax, to the Head of the PBAC, and copied to the PBAC Secretariat, the DOTC, the MCIAA, the Public-Private Partnership Center (PPP Center) at the following addresses, e-mail addresses and fax numbers:



PBAC Head for the Mactan-Cebu International Airport Project

Attention: Undersecretary Jose Perpetuo M. Lotilla  
Address: Unit 153, 15/F, The Columbia Tower  
Ortigas Avenue, Mandaluyong City  
E-mail: juloti1@gmail.com  
Telephone: (+63 2) 727 7960 / 724 1728  
Fax: (+63 2) 725 6609

PBAC Secretariat for the Mactan-Cebu International Airport Project

Attention: Assistant Secretary Catherine Jennifer P. Gonzales  
Address: Unit 153, 15/F, The Columbia Tower  
Ortigas Avenue, Mandaluyong City  
E-mail: catherinepgonzales@yahoo.com  
Telephone: (+63 2) 727 7790 to 79  
Fax: (+63 2) 654 7725

TWG Head for the Mactan-Cebu International Airport Project

Attention: Atty. Emerson Paul Passion  
Address: 4/F The Columbia Tower  
Ortigas Avenue, Mandaluyong City  
E-mail: paulmpasion@gmail.com  
Telephone: (+63 2) 727 7960 loc. 214  
Fax: (+63 2) 654 7725

DOTC

Attention: Undersecretary Rene K. Limcaoco  
Address: 16/F The Columbia Tower  
Ortigas Avenue, Mandaluyong City  
E-mail: reneklimcaoco@yahoo.com  
Telephone: (+63 2) 727 7960 / 725 0204  
Fax: (+63 2) 726 6221

MCIAA

Attention: Nigel Paul Villarete  
Address: Mactan-Cebu International Airport Authority  
Lapu-lapu City, Cebu  
E-mail: paul\_villarete@yahoo.com  
Telephone: (+03 2) 340 0226 / 340 2313  
Fax: (+03 2) 340 0228

Public-Private Partnership Center

Attention: Cosette V. Canilao  
Address: Public-Private Partnership Center

NEDA Complex  
Diliman, Quezon City  
Email: cvcanilao@ppp.gov.ph  
Telephone: (+63 2) 929 8592  
Fax: (+63 2) 929 8593

While the PBAC will attempt to respond to all reasonable queries received up to ten (10) days before the Qualification Documents Submission Date, it is under no obligation to do so. Responses to queries and any modifications to the Invitation Documents will be done in writing through Supplemental Notices or Bid Bulletins issued by the PBAC, and sent to all parties that purchased the Invitation Documents.

#### **I-06 OWNERSHIP OF DOCUMENTS**

All documents submitted in response to the Invitation to Pre-Qualify and Bid, including Qualification Documents and their attachments, shall become the property of the DOTC and the MCI AA.

#### **I-07 LANGUAGE AND FOREIGN DOCUMENTS**

The Qualification Documents, and all correspondence and documents relating to the Invitation Documents and the Bid, shall be prepared and written in the English language. Any printed literature or document furnished by Prospective Bidders written in another foreign language shall be accompanied by an English translation, certified by the translator that the English translation is a complete and accurate translation of the original. The certification issued by the translator shall be authenticated by the Philippine Consular office having jurisdiction over the place where the certification is issued. In case of conflict, the English translation shall prevail.

All documents or certifications issued by foreign authorities or executed outside of the Philippines shall also be authenticated before a Philippine consular official at the Philippine consulate near the place of issue or execution. For purposes of the Pre-Qualification, the PBAC will accept the documents if they have been stamped "received" by such Philippine consulate, subject to submission of the same documents duly authenticated before a Philippine consular official on the Bid Proposals Submission Date.

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

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

For documents issued or executed outside of the Philippines, notarization made separately before a notary public, civil officer or other person authorized under foreign law to administer oaths or to authenticate signatures shall be allowed, provided that the notarized document must be authenticated before a Philippine consular official at the relevant Philippine consulate.

For each instance in the Instructions to Prospective Bidders where authentication by a Philippine consular official is required, the form, including language, of the authentication shall be subject to the forms and rules applicable in the relevant Philippine consular office.

## **I-08 PRE-QUALIFICATION CONFERENCE**

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

## **I-09 QUALIFICATION REQUIREMENTS**

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

### **1. Legal Qualification Requirements**

The Prospective Bidder must be:

- a. An individual, partnership, corporation or any other juridical entity. In case of Philippine partnerships, or corporations created pursuant to the Corporation Code of the Philippines, such partnerships or corporations must be registered in the Philippines with the Philippine Securities and Exchange Commission (SEC), or in case of foreign partnerships, corporations, or other juridical entities, the appropriate government agency in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. The Prospective Bidder must certify that it and its Affiliates whose projects and experience are being submitted as evidence of fulfillment of the requirements in Section I-09(2) have no Unsatisfactory Performance Record; or
- b. A Consortium whose members are individual(s), partnership(s), corporation(s) or any other juridical entity(ies). In case of Philippine partnerships, or corporations created pursuant to the Corporation Code of the Philippines, such partnerships or corporations must be registered in the Philippines with the Philippine Securities and Exchange Commission (SEC) or in case of foreign partnerships, corporations, or other juridical entities, the appropriate government agency in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity. Each Consortium Member must certify that it and its Affiliates whose projects and experience are being submitted as evidence of fulfillment of the requirements in Section I-09(2) have no Unsatisfactory Performance Record.

Provided that if the Prospective Bidder is an individual, partnership, corporation, or any other juridical entity, the Prospective Bidder itself or its Affiliate; and if the Prospective Bidder is a Consortium, any Consortium Member or such Consortium Members' Affiliates for the duration of the Bidding Process: (1) cannot be an entity providing air transport services (airlines) in the Philippines, be they domestic or

international; (2) cannot have any interest, direct or indirect, in such entity; or (3) cannot be owned by such entity. Nor shall such entity have any interest, direct or indirect, in or be under common ownership or interest, direct or indirect, with the Prospective Bidder itself or its Affiliate; or if the Prospective Bidder is a Consortium, in any Consortium Member or such Consortium Members' Affiliates. This shall apply to arrangements or structures with like or similar effect.

Provided further that, any entity providing air transport services (airlines) in the Philippines, be they domestic or international, for the duration of the Concession Period: (1) cannot be the Facility Operator; (2) cannot have any interest, direct or indirect, in the Project SPC or the Facility Operator; or (3) cannot be owned by the Project SPC or the Facility Operator. Nor shall such entity have any interest, direct or indirect, in or be under common ownership or interest, direct or indirect, with the Project SPC or the Facility Operator. This shall apply to arrangements or structures with like or similar effect.

## **2. 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 & Maintenance Experience.

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

### **a. Development Experience**

1. The Prospective Bidder must have satisfactorily undertaken development of Eligible Projects in terms of overall responsibility for designing, engineering, and construction as evidenced by certification of capital costs incurred for such Eligible Projects during the Eligible Period, such that the sum total of such capital costs incurred for Eligible Projects is at least PhP 10.0 Billion and there is at least one Eligible Project for which the capital costs incurred at least PhP 2.0 Billion.
2. The entity, which fulfils this requirement, may be:
  - (i) If the Prospective Bidder is an individual, partnership, corporation, or any other juridical entity, the Prospective Bidder itself or its Affiliate; or
  - (ii) If the Prospective Bidder is a Consortium, a Consortium Member having at least thirty-three and one third percent (33 1/3%) interest in the Consortium or such Consortium Member's Affiliate.

3. The entity whose experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member and any Affiliates of any of these entities, should submit a certificate from an Auditor, as per the format provided at Annex QD-11 to satisfactorily establish its claim.
4. The entity, whose experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member and any Affiliates of any of these entities must certify that they have no Unsatisfactory Performance Record as per the format provided at Annex QD-4A or Annex QD-4B.
5. The Prospective Bidder, in order to qualify the technical requirements under the category of Development Experience, must propose at least one, and at most five, Construction Contractors, possessing:
  - (iii) A valid license issued by the Philippine Contractors Accreditation Board (PCAB) for Large B Classification/License Category AAA, in the case the Prospective Bidder is a Filipino entity, or by an equivalent accreditation institution in the Prospective Bidder's country of origin, in the case of a foreign entity, provided that such foreign entity must secure a license and accreditation from the PCAB after the Winning Bidder is awarded the Project;
  - (iv) A valid International Organization for Standardization (ISO) 9001 certification or its equivalent; and
  - (v) A valid ISO 14001 certification or its equivalent

Any proposed Construction Contractor must also provide a statement of willingness to participate in, and capacity to undertake, the requirements of the Project. 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.

b. Design and Engineering Experience

1. The Prospective Bidder must have satisfactorily undertaken detailed architectural design and engineering, including airport planning and 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 for at least one airport terminal having a capacity of handling at least five (5) million passengers per annum AND with area of at least 20,000 square meters (sq. mt.) during the Eligible Period.
2. The entity, which fulfills this requirement, may be:
  - (i) If the Prospective Bidder is an individual, partnership, corporation, or any other juridical entity, the Prospective Bidder itself or its Affiliate or a nominee Design and Engineering Contractor; or

- (ii) If the Prospective Bidder is a Consortium, a Consortium Member or its Affiliate or a nominee Design and Engineering Contractor.

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

Any proposed Design and Engineering Contractor must also provide a statement of willingness to participate in, and capacity to undertake, the requirements of the Project. 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.

- 3. The entity, whose Design and Engineering Experience is being submitted in fulfillment of this requirement, should submit a certificate from an Auditor, as per the format provided at Annex QD-12 to satisfactorily establish such claim.
- 4. The entity, 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 at Annex QD-4A or Annex QD-4B.

c. Operations & Maintenance (O&M) Experience

- 1. The Prospective Bidder must have experience in the operation and maintenance of an International Airport for at least a period of three (3) consecutive calendar during the Eligible Period with such International Airport having handled an Annual Passenger Throughput of at least five (5) million passengers per annum during such period of three (3)-year period.
- 2. The entity, which fulfils this requirement, may be:
  - (i) If the Prospective Bidder is an individual, partnership, corporation or any other juridical entity, the Prospective Bidder itself or its Affiliate;
  - (ii) If the Prospective Bidder is a Consortium, a Consortium Member having at least ten percent (10%) interest in the Consortium, or such Consortium Member's Affiliate.
- 3. In case the Prospective Bidder proposes to use the experience of its Affiliate towards satisfying the above specified requirements of Operation and Maintenance (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, experience of an Affiliate of the Prospective Bidder shall be considered as the experience of Prospective Bidder, and
  - (ii) If the Prospective Bidder is a Consortium, experience of an Affiliate of a Consortium Member having at least ten percent (10%) interest in the

Consortium shall be considered as the experience of the Consortium Member.

4. The entity, whose Operation & Maintenance Experience is being submitted in fulfillment of this requirement – whether the Prospective Bidder or a Consortium Member and any Affiliates of any of these entities, should submit a certificate from an Auditor, as per the format provided at Annex QD-13 to satisfactorily establish such claim.
5. The entity, whose Operation & Maintenance Experience is being submitted in fulfillment of this requirement- whether the Prospective Bidder or a Consortium Member and any Affiliates of any of these entities, must certify that they have no Unsatisfactory Performance Record as per the format provided at Annex QD-4A or Annex QD-4B.

In all cases, the Winning Bidder shall conform to requirements of the BOT Law and the Revised IRR, with respect to *inter alia*, licensing and accreditation requirements for Construction Contractors to be engaged for the Project and requirements pertaining to Facility Operator of a Public Utility Project.

d. Qualified Key Personnel

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

Sr. No.	Experience Required	Minimum Years of Experience
1.	Person responsible for planning, coordination, integration and implementation of both designing and development of the Project and having experience of direction and administration of activities pertinent to the planning, design and construction of at least three (3) Eligible Project(s) in Infrastructure Sector(s) with Project Cost of at least PhP 1.0 billion during the Eligible Period such that at least one of such Eligible Projects pertains to planning, design and construction of an airport/ airport terminal.	10
2.	Person responsible for coordination of Operations and Maintenance of the terminal and other associated landside facilities and having experience of managing an airport terminal having a capacity to handle at least five (5) million passengers per annum during the Eligible Period.	10
3.	A Civil/Structural Engineer responsible for all technical and engineering designs and experience in the supervision/implementation of at least three (3) Eligible Project(s) in Infrastructure Sector(s) with Project Cost of at least PhP 2.0 billion during the Eligible Period.	10
4.	An Architect having experience in airport design with experience in site planning, landscaping and architectural design of building structures and shall be responsible for getting all relevant	10

Sr. No.	Experience Required	Minimum Years of Experience
	approvals for architectural designs from regulatory agencies.	

### 3. Financial Qualification Requirements

a. To be financially qualified to bid for the Project, the Prospective Bidder must meet the following Financial qualification requirements:

1. Have one (1) Net Worth of at least PhP 2.0 billion<sup>1</sup>, or its equivalent as of its latest audited financial statements, which must be for financial year ending not earlier than 31 December 2011, or (2) a Set-Aside Deposit equivalent to the same amount.

In case of a Consortium, the combined net worth of those Consortium Member(s), who have an equity share of at least twenty-five percent (25%) each in the Consortium. Each Consortium Member, whose Financial qualification is considered for evaluation and satisfaction of the Financial Qualification Requirements, shall be required to hold equity share capital of certain proportion of the Project SPC for a certain duration of the Concession Agreement, as specified in Section V-06 of this document.

2. 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/or are qualified to obtain credit accommodations from such banks to finance the Project.

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

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

c. Each entity which is proposed to meet the Financial Qualification Requirement must also submit a Certification of Absence of Unsatisfactory Performance Record (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:

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



1. inclusion in a blacklist issued by any governmental agency of the Philippines or in the Debarred and Cross-Debarred Firms & Individuals list posted in the World Bank website ([www.worldbank.org/debarr](http://www.worldbank.org/debarr)), whether as an individual contractor, partnership, corporation, or any other juridical entity, or as a member of a joint venture or consortium; and
2. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

## **SECTION II - QUALIFICATION DOCUMENTS**

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

1. Business Structure (Using the form in Annex QD-1A for individual, partnership, corporation, or any other juridical entity, or Annex QD-1B for Consortia). For Consortia, this document must show the Lead Member and all Consortium Members, such that the sum total of percentage interest of all Consortium Members must be one hundred percent (100%). The Business Structure must also indicate the entities which fulfill the Technical and Financial Qualification Requirements in Sections I-09 (2) and (3), and any Affiliates of these entities whose projects, experiences, or financial qualifications are being submitted to comply with the Qualification Requirements.
  - (i) Required attachments: If the Prospective Bidder will use an Affiliate to comply with the Technical Qualification Requirements in Section I-09 (2) and Financial Qualification Requirements in Section I-09 (3), attach evidence of such affiliation (using the form in Annex QD – 14).
2. Basic Information Sheet (Using the form in Annex QD-2)
  - (i) To be submitted by all entities listed in all sections of the Business Structure (Annex QD-1A or QD-1B).
  - (ii) Required attachment:

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

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 nearest the place of issue.

3. Incorporation Documents

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 other juridical entity in Philippines (e.g., chartered government corporations), a certified copy of the document creating its juridical personality or in case of a foreign partnership, corporation or other juridical entity, the equivalent document, including Deeds of Trust, 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 and Annex QD-3A)

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

- (i) To be submitted by each of the Prospective Bidder, Consortium Member, their Affiliates and Subcontractors identified in the Business Structure (Annex QD-1A or QD-1B).

4. Notarized Certification of Absence of Unsatisfactory Performance Record- using the form in Annex QD-4.

- (i) Individually by each of the Prospective Bidder, Consortium Member, their Affiliates and Subcontractors identified in the Business Structure (Annex QD-1A or QD-1B) or jointly by all such entities through an authorized representative designated in Annexes QD-10A and QD-10B and specifically authorized for that purpose.

5. Development Experience (use the form at Annex QD-5)

- (i) To be submitted by the entity or entities that fulfill the Development Experience requirement in Section I-09, as identified in the Business Plan (Annex QD-1A or QD-1B), item 3.
- (ii) Required attachment for each project:

- (a) Certificate of Project Completion or Ongoing Project from an Auditor
  - (b) If the project was completed by an Affiliate of the entity which fulfills the Development Experience requirement, evidence of such affiliation.
  
- 6. Design and Engineering Experience (use the form at Annex QD-6)
  - (i) To be submitted by the entity or entities which fulfill the Design and Engineering Experience requirement in Section I-09, as identified in the Business Plan (Annex QD-1A or QD-1B), item 4.
  - (ii) Required attachment for each project:
    - (a) Certificate of Project Completion or Ongoing Project from an Auditor; and
    - (b) If the project was completed by an Affiliate of the entity which fulfills the Development Experience requirement, evidence of such affiliation.
  
- 7. Operation and Maintenance Experience (use the form at Annex QD-7)
  - (i) To be submitted by the entity that fulfills the Operation and Maintenance Experience requirement in Section I-09, as identified in the Business Plan (Annex QD-1A or Annex QD-1B), item 5.
  - (ii) Required attachment for each project:
    - (a) Certificate of Project Completion or Ongoing Project from an Auditor; and
    - (b) If the project was completed by an Affiliate of the entity which fulfills the Development Experience requirement, evidence of such affiliation.
  
- 8. Notarized Statement of Financial Qualification - using the form provided as Annex QD-8.
  - (i) To be submitted by the entity/ entities, that fulfills the Financial Qualification requirement in Section I-09(3), as identified in the Business Structure (Annex QD-1A or Annex QD-1B), item 6.
  - (ii) Required attachments:
    - 1. Certified True Copy of latest audited financial statements which must be dated not earlier than 31 December 2011, stamped “received” by the Bureau of Internal Revenue or for foreign entities, the appropriate government agency equivalent to the Bureau of Internal Revenue in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity.

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

If the Prospective Bidder will use an Affiliate or an Affiliate of the Lead Member to comply with the Financial Qualification Requirements in Section I-09(3), attach evidence of such affiliation.

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

- (i) To be submitted by the Prospective Bidder.
  - (ii) More than one name can be submitted for each position; however, at least one must be submitted.
16. Construction Contractor's Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of, the Project (use the form at Annex QD-16.)
17. Design and Engineering Contractor Notarized Statement of Willingness to Participate In, and Capacity to Undertake the Requirements of the Project (use the form at Annex QD-17.)

### **SECTION III- VALIDITY OF BIDS**

#### **III-01 One Bidder, One Submission**

Each Prospective Bidder may submit only one Application to Pre-Qualify and Bid. A Prospective Bidder may not be a member of another Consortium, nor have an Affiliate which is a member of another Consortium. No Consortium Member may be a member of more than one Consortium, nor have an Affiliate that is a member of another Consortium.

To ensure a level playing field and a competitive Bidding Process, there are restrictions on the extent of affiliation and ownership between Prospective Bidders and members of different Consortia. These are described in greater detail in Section V-04.

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 IV - SUBMISSION OF QUALIFICATION DOCUMENTS**

#### **IV-01 FORMAT OF SUBMISSION OF QUALIFICATION DOCUMENTS**

Each page of the original copy of the Qualification Document, including any required attachments, shall be initialed on the right margin by the Prospective Bidder's authorized representative as identified in the form 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.

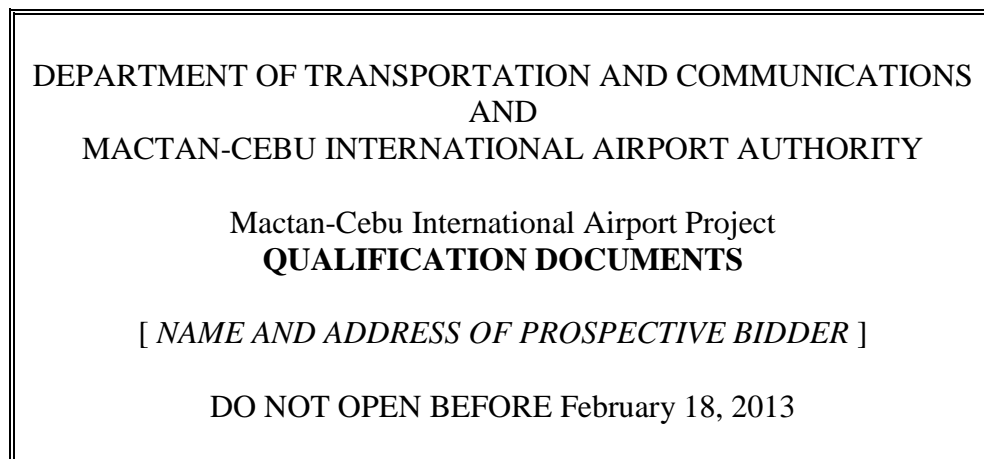
Prospective Bidders shall submit the Qualification Documents in the following form:

- One (1) complete original set, clearly marked on each page as "ORIGINAL"
- Nine (9) Certified True Copies, clearly marked on each page as "COPY NO. \_\_\_"

- Five (5) readable compact disc (CD), flash drive or flash disk containing an electronic copy of each Qualification Document, 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 sufficiently compliant with the requirements of Section I-09. The use of photocopies of this same document in other parts of the original set should be acceptable. Apart from this exception, the general rule is that the original set should consist of original versions of the Qualifications Documents.

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



All ten (10) sets of the Qualification Documents and the envelope containing the CD, flash drive or flash disk shall be placed in one, or if necessary, more sealed outer envelope(s) or box.

If any of the envelopes are not properly sealed and/or marked as instructed above, the PBAC shall not assume any responsibility for the loss of the Qualification Documents.

**IV-02 PROCEDURES FOR SUBMISSION AND OPENING OF QUALIFICATION DOCUMENTS ON THE QUALIFICATION DOCUMENTS SUBMISSION DATE**

On the Qualification Documents Submission Date, Prospective Bidders are required to submit their Qualification Documents to:

**Pre-Qualification, Bids and Awards Committee for  
Department of Transportation and Communications  
Mactan-Cebu International Airport Authority  
Mactan-Cebu International Airport Project**

**Unit 153, 15/F, The Columbia Tower, Ortigas Avenue, Mandaluyong City  
Manila, Philippines**

The Pre-Qualification Documents must be submitted before 3:00 p.m. on the Pre-Qualification Documents Submission Date. Pre-Qualification Documents submitted after 3:00 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 3:00 p.m. on the Qualification Documents Submission Date, the PBAC will begin the opening proceedings by announcing the names of the Prospective Bidders who have submitted Qualification Documents and any such other details as the PBAC may consider appropriate. The PBAC will then proceed with opening the envelopes of each Prospective Bidder, one at a time, in the order in which the same were received. The duly authorized representatives for each Prospective Bidder who attend the opening proceedings shall sign the register confirming their attendance.

## **SECTION V –EVALUATION OF QUALIFICATION DOCUMENTS**

### **V-01 EVALUATION OF QUALIFICATION DOCUMENTS**

The PBAC shall examine the Qualification Documents over a period of not longer than twenty (20) calendar days after the Qualification Documents Submission Date. The detailed evaluation of the compliance by the Prospective Bidder with the Legal, Technical and Financial Qualification Requirements for the 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) days from receipt of the PBAC's request for clarification. The PBAC also reserves the right to make inquiries with any person, government authority, client organization, Consortium Member, officer, director, employee or other agent of any Prospective Bidder for the purpose of clarifying any matter included in its Qualification Documents.

All submitted information and any clarifications requested by the PBAC shall be assessed against the criteria for pre-qualification as set out in Sections I-09 and the documents required in Sections II 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" or if any required Qualification Document and attachment is missing. In reviewing the Prospective Bidder's compliance with the requirements in Section I-09(2), if a Prospective Bidder submits the name of more than one Subcontractor to fulfill these requirements, then as long as at least one Subcontractor is rated "passed" then the Prospective Bidder will be rated "passed" for that criterion.

## **V-02 OTHER GROUNDS FOR DISQUALIFICATION**

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

- a) material or willful misrepresentation in the Pre-Qualification process;
- b) corrupt practice, fraud, collusion, coercion, undesirable or restrictive practice in the Pre-Qualification process;
- 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 V-04;
- f) failure to comply with any of the terms, conditions and instructions of the Invitation Documents; or
- g) other grounds for rejection or disqualification of Bidders under the Philippine BOT Law, the Revised IRR, and all other applicable laws.

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

## **V-03 CORRUPT PRACTICE/FRAUD/COLLUSION/COERCION/UNDESIRABLE PRACTICE/RESTRICTIVE PRACTICE**

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

- a) "***Corrupt Practice***" means any behavior on the part of officials in the public or private sectors by which they improperly and unlawfully enrich themselves, others, or induce others to do so, by misusing the position in which they are placed, and includes the offering, giving, receiving, or soliciting of anything of value to influence the action of any such official in the Bidding or in contract



execution; this also includes similar acts punishable under the Anti-Graft and Corrupt Practices Act (Republic Act No. 3019);

- b) **"Fraud"** means a misrepresentation of facts in order to influence the Bidding to the detriment of the government, and includes collusive practices among Bidders (prior to or after bid submission) designed to establish financial offers or prices at artificial, non-competitive levels and to deprive the government of the benefits of a free, transparent and open competition;
- c) **"Collusion"** means a scheme or arrangement between two or more Bidders, with or without the knowledge of the government, designed to establish financial offers or prices at artificial, non-competitive levels;
- d) **"Coercion"** means harming or threatening to harm, directly or indirectly, persons, or their property to influence their involvement in the Bidding, or affect the execution of the Concession Agreement;
- e) **"Undesirable Practice"** means (i) establishing contact with any person connected with or employed or engaged by the DOTC or the MCIAA with the objective of canvassing or lobbying or (ii) in any manner influencing or attempting to influence the Bidding; and
- f) **"Restrictive Practice"** means any act, scheme, plan or agreement such as forming a group, clique, cartel, trust, syndicate, combine, pool and the like or arriving at any understanding or arrangement among Bidders, Consortium Members, Subcontractors, or the Affiliates of any of these entities, with the objective of restricting, subverting or manipulating a full and fair competition in the Bidding.

Aside from being disqualified from the Bidding, any person found to be engaging in any Corrupt Practice, Fraud, Collusion, Coercion, or Undesirable or Restrictive Practices shall incur civil and criminal liability under the applicable laws and regulations and shall be prohibited from participating in any bidding conducted by the DOTC or the MCIAA.

#### **V-04 CONFLICT OF INTEREST**

Prospective Bidders and Consortium Members (if the Prospective Bidder is a Consortium), including their Affiliates, must not have any Conflict of Interest. Without limiting the generality of what would constitute a Conflict of Interest, any of the following will be considered a Conflict of Interest:

- a) 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 Prospective Bidder or a member of another Consortium;
- b) a Prospective Bidder, any Consortium Member, or any of their Affiliates (of either a Prospective Bidder or of the Consortium Member) is proposed as a Subcontractor of another Prospective Bidder;

- c) 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 twenty percent (20%) in any other Prospective Bidder, any Consortium Member of any other Prospective Bidder, or any of their Affiliates (of either the other Prospective Bidder or any of its Consortium Members);
- d) 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), 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), within a period of two (2) years prior to the publication of the Invitation to Pre-Qualify and Bid and one (1) year after award of the Project;
- e) a Prospective Bidder, any of its Consortium Members, any of its proposed Subcontractors, or any Affiliate of any of these entities, has participated as a consultant to the DOTC or the MCIAA in the preparation of any documents, design, or technical specifications of the Project or in connection with the Bidding Process; or
- f) a Prospective Bidder, any of its Consortium Members, any of its proposed Subcontractors, or any Affiliate of any of these entities, engages any legal, financial, or technical adviser of the DOTC or the MCIAA in relation to the Project, or anyone who is or was an employee of the DOTC or the MCIAA less than one (1) year before his or her engagement by the Prospective Bidder, any of its Consortium Members, any of its proposed Subcontractors, or any Affiliate of any of these entities.

If at any time prior to the signing of the Concession Agreement, any Prospective Bidder or Bidder, Consortium Member, proposed Subcontractor, or any Affiliate of any of these entities, is found to have a Conflict of Interest as defined in this Section V-04, it shall be disqualified from further participating in the Bidding Process. If the Conflict of Interest involves another Prospective Bidder or Bidder, then both Prospective Bidders or Bidders shall be disqualified.

#### **V-05 LOCK-UP RULES DURING THE BIDDING PROCESS**

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

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

Provided that, the Prospective Bidder shall ensure its continued eligibility with respect to the individual Technical and Financial Qualification Requirements as provided in this document.

- b) Consortium

- (i) Once a Consortium is pre-qualified to bid, the Consortium's Lead Member and the Consortium Member proposed to meet the Development Experience under Technical Qualification Requirements, may not withdraw from the Consortium, nor reduce their percentage interests in the Consortium as declared in the Consortium's Qualification Documents.
  - (ii) Except for the Lead Member and the Consortium Member proposed to meet the Development Experience under Technical Qualification Requirements, the other members of the Consortium may withdraw from the Consortium prior to the Bid Proposals Submission Date. The Consortium Member proposed to meet Operation and Maintenance Experience under 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 this document. 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. Any new members of the Consortium must comply with the Legal Qualification Requirements in Section I-09(1). Withdrawing Consortium Members shall be prohibited from joining any other Consortium that has been pre-qualified to bid for the Project.
  - (iii) Subject to the above, Consortium Members may increase their percentage interest in the Consortium between the submission of Pre-Qualification Documents and Bid Proposals.
  - (iv) Any change in the composition of the Consortium must be approved by the PBAC.
  - (v) A Prospective Bidder may submit to the PBAC only one (1) application for all changes in the composition of the Consortium. The application must be submitted to the PBAC at least forty-five (45) days before the Bid Proposals Submission Date. Together with such application, the Bidder should re-submit the entire Qualification Documents that should be revised to reflect the changes applied for.
  - (vi) 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, as provided in its Qualification Documents.
  - (vii) Subject to the above, in the event of a withdrawal, the Prospective Bidder must only inform the PBAC on the Bid Proposals Submission Date.
- c) Consequence of Violation of Bidding Process Lock-Up Rules during the Bidding Process
- (i) Any violation of the Bidding Process Lock-Up Rules shall be a ground for disqualification from the Bidding.

## **V-06 LOCK-UP RULES DURING THE CONCESSION PERIOD**

No changes shall be allowed in the shareholder or equity structure of the Winning Bidder from Bid Proposals Submission Date until the signing by the Project SPC of the accession agreement to the Concession Agreement.

The following rules (“Concession Period Lock-Up Rules”) shall apply from the signing by the Project SPC of the accession agreement to the Concession Agreement:

- a. If the Winning Bidder is an individual, partnership, corporation, or any other juridical entity, the Winning Bidder must undertake that it or its Affiliates shall own at least fifty percent plus one (50%+1) of the voting and non-voting shares of the Project SPC until the end of the second (2nd) year from the commercial operations date of the New International Passenger Terminal (CoD Date) and at least thirty-three and one-third percent (33 1/3%) of both voting and non-voting shares of the Project SPC until the end of the fifth (5th) year from the CoD Date.
- b. In case the Winning Bidder is a Consortium:
  - (i) The Lead Member, or its Affiliates, shall own the highest percentage equity interest with at least thirty-three and one-third percent (33 1/3%) of both voting and non-voting shares in the Project SPC until the end of the fifth (5th) year from the CoD Date, the Lead Member or its Affiliates may transfer or deal with any shares in the Project SPC, provided however that notwithstanding any such transfer or any such dealing, the Lead Member or its Affiliates continues to retain the highest percentage equity interest and at least thirty-three and one-third (33 1/3%) of both voting and non-voting shares in the Project SPC during the said period.
  - (ii) The Consortium Member that fulfills the Development Experience under the Technical Qualifications Requirements, or its Affiliates, shall own at least thirty-three and one-third percent (33 1/3%) of both voting and non-voting shares of the Project SPC until the end of the fifth (5th) year from the CoD Date, such Consortium Member or its Affiliates may transfer or deal with any shares in the Project SPC, provided however that notwithstanding any such transfer or any such dealing, the Consortium Member or its Affiliates continues to retain at least thirty-three and one-third percent (33 1/3%) of both voting and non-voting shares of the Project SPC during the said period.
  - (iii) The Consortium Member that fulfills the Operations and Maintenance Experience under the Technical Qualifications Requirements, or its Affiliates, shall own at least ten percent (10.00%) of both voting and non-voting shares of the Project SPC until the end of the fifth (5th) year from the CoD Date, such Consortium Member or its Affiliates may transfer or deal with any shares in the Project SPC, provided however that notwithstanding any such transfer or any such dealing, the Consortium Member or its Affiliates continues to retain at least ten percent (10.00%) of both voting and non-voting shares in the Project SPC during the said period.
  - (iv) Each of the Consortium Members that fulfill the Financial Qualification Requirements, or their respective Affiliates, shall own at least twenty-five percent plus one (25%+1) of both voting and non-voting shares of the

Project SPC until the end of the one (1) year from the CoD Date, such Consortium Member or its Affiliates may transfer or deal with any shares in the Project SPC, provided however that notwithstanding any such transfer or any such dealing, the relevant Consortium Member or its Affiliates continues to retain at least twenty-five percent plus one (25%+1) of both voting and non-voting shares of the Project SPC during the said period.

Provided that, in case the Winning Bidder is a Consortium, the Consortium Members that fulfill the Development Experience, the Operation and Maintenance Experience, and the Financial Qualification Requirements, or their respective Affiliates, shall collectively hold at least fifty percent plus one (50% + 1) of the voting and non-voting shares of the Project SPC until the end of the second (2nd) year from the CoD Date.

Provided further that, in the event that a Consortium Member is considered to satisfy more than one (1) qualification requirement as provided in sub-clause (i) to (iv) above, the sub-clause under which the Consortium Member shall be required to retain a higher equity share for a longer period of time shall be applicable.

*As illustration, in case a Consortium Member is designated as a Lead Member and it also fulfills the Operation and Maintenance Experience as well as for Financial Qualification Requirements, the restrictions on Transfer of Rights related to a Lead Member shall be applicable on the Consortium Member.*

- c. The Bidder shall ensure its continued eligibility with respect to the individual Technical and Financial Qualification Requirements as provided in this document until such respective periods (vis-à-vis the specific Technical and Financial Qualification Requirements) as specified in Section V-06.

Provided that, the shareholders may pledge or otherwise encumber their shares for the purpose of financing the Project.

## **V-07 NOTIFICATION OF RESULTS OF EVALUATION OF QUALIFICATION DOCUMENTS**

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

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

Pre-Qualified Bidders will be furnished the following Bidding Documents immediately upon notification that they have been pre-qualified:

- Instructions to Bidders, which will give detailed information about the requirements for the preparation of Bid Proposals;
- The Draft Concession 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 DOTC and/or the MCIAA.

#### **V-08 SINGLE PROSPECTIVE BIDDER PROCESS**

If only one Prospective Bidder submits its Qualification Documents, or if there is only one Pre-Qualified Bidder after the evaluation of Qualification Documents, the Pre-Qualification Process shall proceed in accordance with the BOT Law and its Revised Implementing Rules and Regulations.

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

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

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

At any time, the DOTC and the MCIAA 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.

### **SECTION VI - GENERAL CONDITIONS AND PROHIBITIONS**

#### **VI-01 GENERAL CONDITIONS AND PROHIBITIONS**

By submitting Qualification Documents and participating in the Pre-Qualification process, the Prospective Bidder acknowledges and agrees that:

- d. 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.
- e. 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.
- f. 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;
- g. It accepts all the terms and conditions of the Invitation Documents; and

- h. the PBAC has the right to modify any of the Invitation Documents at any time, in accordance with this Section VI.

## **VI-02 GOVERNING LAW AND RULES**

The provisions of the BOT Law and other applicable Philippine laws shall govern all matters not specifically covered by the Instructions to Prospective Bidders and other Invitation Documents.

## **VI-03 DEFINITIONS**

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

- a. ***“Affiliate”*** means a corporation or entity effectively Controlled by or Controlling the Prospective Bidder or associated with the Prospective Bidder under common ownership and Control.
- b. ***“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.
- c. ***“Bid”*** means a valid offer to undertake the Project to be submitted by a Bidder. It shall also mean the Qualification Documents and Bid Proposals submitted to MCIAA.
- d. ***“Bidder”*** means any individual, partnership, corporation, or any other juridical entity, or Consortium that participates in the Bidding Process.
- e. ***“Bid Proposal”*** means the Bid Letter, Bid Security, and Additional Requirements for Consortia with New Members, Technical Proposal, and Financial Proposal to be submitted by the Bidders pursuant to the Instructions to Bidders that will be released by PBAC after Pre-Qualification.
- f. ***“Bid Proposals Submission Date”*** means the day to be set by the PBAC for the submission of the Bid Proposals.
- g. ***“Bid Security”*** means the instrument provided by the Bidder to guarantee that it shall comply with all its obligations under the Instructions to Bidders.
- h. ***“Bidding Documents”*** means the documents enumerated in Section V-07 which are furnished to the Pre-Qualified Bidders.
- i. ***“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 I-02.

- j. **“BOT Law”** means Republic Act No. 6957, as amended by Republic Act No. 7718, entitled “An Act Authorizing the Financing, Construction, Operation and Maintenance of Infrastructure Projects by the Private Sector and for Other Purposes”, and its Revised Implementing Rules and Regulations.
- k. **“Concession Agreement”** means the contract to be executed between the DOTC and MCIAA with the Winning Bidder or a legal entity formed by the Winning Bidder.
- l. **“Concession Period”** means the period over which Concession will be granted to the Winning Bidder, over a period of twenty (20) years, as per provisions to be defined in the RFP.
- m. **“Conflict of Interest”** is defined in Section V-04.
- n. **“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.
- o. **“Consortium Member”** means any of the natural or juridical persons or group of persons comprising a Consortium, each having a definite interest in the common undertaking, solidarily liable in the Bid and whose interest will be converted into an equivalent equity participation in the corporation that will become the Project SPC if the Consortium is awarded and accepts the Project.
- p. **“Construction”** means all aspects of construction work and activities relating to the Project, as provided in the Concession Agreement.
- q. **“Control”** means, for purposes of defining an Affiliate, the power to direct or cause the direction of the management policies and actions of a body corporate whether through: (i) ownership of at least fifty percent (50%) plus one share of the outstanding voting shares or (ii) ownership of at least twenty percent (20%) of the outstanding voting shares and (a) possession of at least fifty percent (50%) plus one share of the voting rights through voting trust or other voting agreements entered into at least one year before the Qualification Documents Submission Date or (b) the ability to elect a majority of the members of the Affiliate’s board of directors or (iii) a legal agreement entered into at least one year before the Qualification Documents Submission Date.  
  
In determining ownership by a corporation of the shares of another corporation, shares held both directly and indirectly will be counted.
- r. **“Corrupt Practice, Fraud, Collusion, Coercion, Undesirable Practice, and Restrictive Practices”** are each defined in Section V-03.
- s. **“DOTC”** means the Department of Transportation and Communications.
- t. **“Eligible Period”** shall mean a period of last 10 years ending on 31<sup>st</sup>



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- u. **“Eligible Projects”** shall mean projects in the Infrastructure Sector with minimum development costs of PhP 1.0 Billion (One Billion Pesos) shall be considered as Eligible Projects for Development Experience.
- v. **“Facility Operator”** means the entity designated by the Winning Bidder that will undertake Operation and Maintenance of the Project, in accordance with the Concession Agreement.
- w. **“GIS”** means the General Information Sheet as per the format specified by the Philippine Securities and Exchange Commission (SEC).
- x. **“Infrastructure Sector”** would be limited to airports, highways, expressways, power, ports, railways, metro rail, industrial parks/ estates, logistic parks, and real estate development
- y. **“International Airport”** means an airport that handles both domestic and international air passenger traffic, with at least 10% of the total traffic as international
- z. **“Financial Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section I-09(3).
- aa. **“Invitation Documents”** means the Invitation to Pre-Qualify and Bid, this Instructions to Prospective Bidders, including its Annexes, the Project Background, and any supplemental notices and 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 .
- bb. **“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.
- cc. **“Maintenance”** means the day-to-day upkeep and repair of the Mactan-Cebu International Airport necessary or required for its safe and proper and timely operation, including the provision of labor, materials, equipment, and supervision, in accordance with the Concession Agreement and Minimum Performance Standards and Specifications.
- dd. **“MCIAA”** means the Mactan-Cebu International Airport Authority.
- ee. **“Minimum Performance Standards and Specifications”** 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.
- ff. **“PBAC”** means the joint Prequalification, Bids and Awards Committee for

Public-Private Partnership Projects of the DOTC and the MCIAA constituted under DOTC Special Order No. 2012-189 dated 13 August 2012 pursuant to the BOT Law.

- gg. **“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.
- hh. **“Pre-Qualified Bidder”** means a Prospective Bidder which passed Pre-Qualification.
- ii. **“Project”** is defined in the Introduction of this Instructions to Prospective Bidders.
- jj. **“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.
- kk. **“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 I-09, and includes Legal Qualification Requirements, Technical Qualification Requirements, and Financial Qualification Requirements.
- ll. **“Qualification Documents”** mean the documents required to be submitted by the Prospective Bidder during the Pre-Qualification stage as provided in Section II.
- mm. **“Qualification Documents Submission Date”** means the date mentioned in Section I-02.
- nn. **“Project SPC”** means a domestic special purpose company incorporated pursuant to the Corporation Code of the Philippines.
- oo. **“SEC”** means the Securities and Exchange Commission.
- pp. **“Set-Aside Deposit”** means the amount referred to in Section I-09(3)(i).
- qq. **“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.
- rr. **“Technical Qualification Requirements”** refers to the Qualification Requirements that must be met by a Prospective Bidder, as provided in Section I-09(2).
- ss. **“Unsatisfactory Performance”** means any of the following:
  - 1. within the last five (5) years prior to the Qualification Documents

## Submission Date

- a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
  - b. expulsion from any project or contract;
  - c. termination or suspension of any of its projects or contracts due to breach of its obligations; or
  - d. material violation of laws and/ or regulations applicable to any of its projects or contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.
2. inclusion in a blacklist issued by any governmental agency of the Philippines or in the Debarred and Cross-Debarred Firms & Individuals list posted in the World Bank website ([www.worldbank.org/debarr](http://www.worldbank.org/debarr)), whether as an individual contractor, partnership, corporation, or any other juridical entity, or as a member of a joint venture or consortium; or
  3. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.
- tt. **“Winning Bidder”** means the highest ranked Bidder determined by the PBAC and issued a Notice of Award as described in Section I-02(h).

**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, attach evidence of such affiliation.

4. 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, attach evidence of such affiliation.
- b. If this requirement is fulfilled by the Prospective Bidder proposing a Subcontractor, list at least one and up to five (5) Subcontractors and provide the information above for each of them.

5. Entity which fulfills the Operation 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, attach evidence of such affiliation.

6. 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, attach evidence of such affiliation.

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

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name, Title and Date)

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

Name of Consortium:

---

1. Consortium Members

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

2. Contact Information of Consortium Members

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

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

a. Consortium Member	
b. Website	
c. Contact Person	
i. Telephone	
ii. Fax	
iii. E-mail	

a. 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, please provide evidence of such affiliation.
- b. The Prospective Bidder must also list at least one and up to five (5) Subcontractors and provide the information above for each of them.

4. 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, please provide evidence of such affiliation.
- b. If this requirement is fulfilled by the Prospective Bidder proposing a Subcontractor, list at least one and up to five (5) Subcontractors and provide the information above for each of them.

5. Entity which fulfills the Operation 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, please provide evidence of such affiliation.

6. 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, please provide evidence of such affiliation.

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

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name, Title and Date)



**ANNEX QD-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 certified true copy of its latest General Information Sheet (“GIS”), stamped “received” by the SEC.

For a foreign partnership, corporation or other juridical entity, the equivalent document (or a document providing similar information as required under GIS) submitted to and acknowledged by the appropriate government agency equivalent to the SEC in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity.

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

9. Shareholder or Partner Information

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

--	--	--

(Insert rows as necessary)

10. Information on Beneficial Owners who own more than 5% Beneficial Interest

Name of Beneficial Owner	Nationality	Percentage total of Beneficial Ownership

(Insert rows as necessary)

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name, Title and Date)

\_\_\_\_\_  
(Name, Title and Date)

- ANNEX QD-3:** Certified True Copy of Certificate of Incorporation, Articles of Incorporation and By-Laws, Certificate of Partnership, Articles of Partnership, Deeds of Trust, or in case of an individual or other juridical entity, a document recognizing or creating its juridical personality or capacity or in case of a foreign entity, the equivalent document submitted to and acknowledged by the appropriate government agency in the foreign country where the foreign entity was registered for recognition or creation of its juridical personality or capacity.
- a.** To be submitted by all entities listed in all sections of the Business Structure (Annex QD-1A or QD-1B)

**ANNEX QD-3A:** 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; Deeds of Trust; or in case of an individual or other juridical entity, a document recognizing its juridical personality or capacity) of the Prospective Bidder/each member of the Consortium empowering it to undertake the activity/role envisioned as the Prospective Bidder/Member of the Consortium.

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



contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.

The projects and contracts referred to in paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being used to meet any of the Technical Qualification Requirements which was commenced or in the process of implementation within the last five (5) years before the Qualification Documents Submission Date, and not just to the particular projects or contracts being submitted to meet such Technical Qualification Requirements.

Paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being proposed to meet any of the Technical Qualification Requirements and to the laws and/or regulations applicable to such projects or contracts. Paragraph 3 refers to the present Bidding for this Project.

2. inclusion in a blacklist issued by any governmental agency of the Philippines or in the Debarred and Cross-Debarred Firms & Individuals list posted in the World Bank website ([www.worldbank.org/debarr](http://www.worldbank.org/debarr)), whether as an individual contractor, partnership, corporation, or any other juridical entity, or as a member of a joint venture or consortium; or
3. involvement in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practice or having Conflicts of Interest.

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

\_\_\_\_\_

(Name)

(Designation)

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

Notary Public

Doc. No.: \_\_\_\_\_

Page No.: \_\_\_\_\_

Book No.: \_\_\_\_\_

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

Republic of the Philippines )  
 ) S.S.

Certification of Absence of Unsatisfactory Performance Record

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

1. within the last five (5) years prior to the Qualification Documents Submission Date -
  - a. failure to satisfactorily perform any of its material obligations on any contract, as evidenced by the imposition of a judicial pronouncement or arbitration award;
  - b. expulsion from any project or contract;
  - c. termination or suspension of any of its projects or contracts due to breach of its obligations; or
  - d. material violation of laws and/or regulations applicable to any of its projects or contracts, including but not limited to environmental, health, safety, labor and social welfare laws and regulations.

The projects and contracts referred to in paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being used to meet any of the Technical Qualification Requirements which was commenced or in the process of implementation within the last five (5) years before the Qualification Documents Submission Date, and not just to the particular projects or contracts being submitted to meet such Technical Qualification Requirements.

Paragraph 1 of the definition above refers to any project or contract of the entity or entities whose experience is being proposed to meet any of the Technical Qualification Requirements and to the laws and/or regulations applicable to such projects or contracts. Paragraph 3 refers to the present Bidding for this Project.

2. inclusion in a blacklist issued by any governmental agency of the Philippines or in the

Debarred and Cross-Debarred Firms & Individuals list posted in the World Bank website ([www.worldbank.org/debarr](http://www.worldbank.org/debarr)), whether as an individual contractor, partnership, corporation, or any other juridical entity, or as a member of a joint venture or consortium; or

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

Date and Place of Execution.

For and on behalf of (Name of Entities)

(Signature of Authorized Representative)

\_\_\_\_\_

(Name)

(Designation)

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

Notary Public

Doc. No.: \_\_\_\_\_

Page No.: \_\_\_\_\_

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Series of 2012.



**ANNEX QD-5: Development Experience**

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

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

2. Projects Completed<sup>#</sup> with Value of at least 1 Billion PhP 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 of Project Completion from an Auditor, as per format provided in Annex QD-11

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

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name, Title and Date)

\_\_\_\_\_  
(Name, Title and Date)

**ANNEX QD-6: Design and Engineering Experience**

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

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

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

# Please provide details of all the relevant projects

\*Please attach Certificate of Project Completion from an Auditor, as per format provided in Annex QD-12

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

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name, Title and Date)

\_\_\_\_\_  
(Name, Title and Date)

**ANNEX QD-7: Operation and Maintenance Experience**

- a. To be submitted by the entity which fulfills the Operation and Maintenance Experience requirement in Section I-09(2), as identified in the Business Structure (Annex QD-1A or Annex QD-1B), item 5.
  - b. Required attachments for each project:
    - (i) Certificate of Project Completion or Ongoing Project from an Auditor.
    - (ii) If the project was or is being undertaken by an Affiliate of the entity which fulfills the Operation and Maintenance Experience requirement, evidence of such affiliation.
1. Entity which fulfills the Operation and Maintenance Experience Requirement in Section I-09(2), as identified in item 5 of the Business Plan (Annex QD-1A or QD-1B).

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

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

# Please provide details of all the relevant projects

\*Please attach Certificate of Project Completion from an Auditor, as per format provided in Annex QD-13

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

For and on behalf of (Name of Entity)

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

(Signature of Authorized Representative)

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name)  
(Designation)

\_\_\_\_\_  
(Name)  
(Designation)



2. Total Liabilities	
3. Total Net Worth	
4. Profits before Taxes	
5. Profits after Taxes	

2. The (Name of Entity) which is a Prospective Bidder/Lead Member/Consortium Member is a customer in good standing in the following banks (provide the names of at least two banks):

Name of Bank		
Address		
Contact Person		

Date and Place of Execution.

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

\_\_\_\_\_

(Name)

(Designation)

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

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

- a. To be submitted by the Prospective Bidder.

*[Letterhead]*

Republic of the Philippines)  
) S.S.

Notarized Application to Pre-Qualify and Bid for the Mactan-Cebu International Airport  
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 *(name of Prospective Bidder)* that:

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

1. In accordance with the Bidding Documents for the Mactan-Cebu International Airport Project (hereinafter referred to as the "Project"), the *Name of Prospective Bidder*, a *individual/partnership/corporation/other juridical entity/Consortium* with business address at *(insert address)*, is applying to pre-qualify to bid for the Project and submit its Qualification Documents.
2. *(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, 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.
3. *(Name of Prospective Bidder)* authorizes the DOTC and the MCIAA to conduct any inquiries or investigations to verify the statements, documents, and information submitted in its Qualification Documents, and to seek clarification from its clients and bankers regarding any technical and financial aspects. *(Name of Prospective Bidder)* also permits third parties to supply information required to verify statements and information submitted in its Qualification Documents.

4. (Name of Prospective Bidder) acknowledges the right of the DOTC and the MCIAA 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.
5. (Name of Prospective Bidder), including the entities it has identified to comply with the Qualification Requirements under the Instructions to Prospective Bidders, have not at any time engaged in any Corrupt, Fraudulent, Coercive, Undesirable, or Restrictive Practices, nor have a Conflict of Interest.
6. (Name of Prospective Bidder) waives any right to and shall not seek or obtain any restraining order, writ of injunction or prohibition or any other form of coercive judicial, quasi-judicial or administrative writ, process or issuance against the DOTC and the MCIAA to restrain, prevent, suspend, or in any manner forestall, hinder or render inconvenient the Bidding Process. (Name of Prospective Bidder) acknowledges that the DOTC and the MCIAA 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 DOTC and the MCIAA will suffer serious and irreparable damage on account of any breach by (Name of Prospective Bidder) of these undertakings, and agree that the breach of these undertakings shall result in (Name of Prospective Bidder)'s automatic disqualification to bid for the Project.
7. (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 into the Bidding Process/undertake the Project, if awarded.
8. (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 this ITPB, I/We would intimate the same immediately to you.

For and on behalf of  
(Name of Prospective Bidder/Name of Consortium/List of Consortium Members)

(Signature of Authorized Representative)

---

(Name)  
(Designation)

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

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

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

*[Letterhead]*

Republic of the Philippines )  
 ) S.S.

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

1. I am a (Filipino) citizen, of legal age and a resident of [\*];
2. I am the duly elected (Corporate Secretary or equivalent officer) of (name of Prospective Bidder) (the “Prospective Bidder”), a (partnership/corporation) organized and existing under and by virtue of the laws of (the Philippines);
3. At a regular/special meeting of the Board of Directors/Partners of the Firm, held on (date) at (place), in which meeting a quorum was present and acting throughout, the following Resolutions were unanimously passed and approved:

RESOLVED, AS IT IS HEREBY RESOLVED, that (name of Prospective Bidder) (the “Prospective Bidder”) be, and is, authorized to participate in the Bidding Process for the financing, design, construction, operation and maintenance of the Mactan-Cebu International Airport Project (hereinafter called the “Project”) and to apply for Pre-Qualification as Bidder for the Project;

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

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

RESOLVED, FINALLY, that any and all acts done and/or performed by (Name of Representative) under and by virtue of this resolution be, as they are hereby, confirmed and ratified.

4. These resolutions have not been revoked, amended or modified and remain valid and binding on the Prospective Bidder;
5. That the above resolutions are in accordance with the records of the Prospective Bidder.

(Place, Date of Execution)

\_\_\_\_\_  
[Corporate Secretary or Equivalent Officer]

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

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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 120 days after the Bid Submission Date, until 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 of the Notice of Award within twenty (20) days from the issuance of the Notice of Award, and the signing of the Concession Agreement with DOTC and MCIAA and fulfillment of other requirements within five (5) days of being notified by DOTC and MCIAA that it has complied with the requirements of the Notice of Award.

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

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

- (a) Designates (Name of Lead Member of Consortium) as Lead Member of the Consortium with the authority to represent Consortium during the Bidding Process for the Project;
- (b) authorizes (Name of Authorized Representative of Name of Lead Member of Consortium) as representative 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.

RESOLVED, FINALLY, that any and all acts done and/or performed by (Name of Lead Member of Consortium) and (Name of Authorized Representative) under and by virtue of this resolution be, as they are hereby, confirmed and ratified.

4. These resolutions have not been revoked, amended or modified and remain valid and binding on the Firm;

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

Place, Date of Execution.

\_\_\_\_\_  
[Corporate Secretary or Equivalent Officer]

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

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**Annex QD-11: Certificate for Details of Eligible Projects for Development Experience**

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

**Certificate from an Auditor (Applicable for Development Experience)**

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

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

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

Certified by:  
Name of the audit firm:  
Seal of the audit firm:  
Designation: (Signature, name and designation of the Authorized Signatory)  
Date:

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

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

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

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

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

The *airport/airport terminal* has a capacity of handling at least 5 Million Passengers per annum and area of at least 20,000 sq. mt. during the Eligible Period.

Certified by:

Name of the audit firm:

Seal of the audit firm:

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

**Annex QD-13: Certificate for Details of Eligible Projects for Operation & Maintenance Experience**

**Certificate from an Auditor (Applicable for Operation and Maintenance Experience of Airport Operator)**

This is to certify that ..... (*Name of the Prospective Bidder/Member of Consortium/Affiliate*) that has operated the ..... (*name of the airport*), from ..... (*date of financial close*) to ..... (*date*).

The airport has been operated for ..... (*no. of years*) from date of commercial operations) by ..... (*Name of the Prospective Bidder/Member of Consortium/Affiliate*) during which period the airport registered an Annual Passenger Throughput as mentioned below:

Year 1 (.....) : .....

Year 2 (.....) : .....

Year 3 (.....) : .....

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

Certified by:

Name of the audit firm:

Seal of the audit firm:

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



**Certificate from an Auditor (Applicable for Operation and Maintenance Experience of O&M Operator)**

This is to certify that ..... (*Name of the Prospective Bidder/Member of Consortium/Affiliate*) has been engaged by ..... (*Name of the Owner of the Airport*) to operate and maintain ..... (*Name of the Airport*) for ..... (*Scope of operation – entire airport / specific component of the airport*). The airport has been operated by this entity from ..... (*start date*) to ..... (*end date, if applicable*) during which period the total Annual Passenger Throughput of the airport has been as follows:

Year 1 (.....) : .....

Year 2 (.....) : .....

Year 3 (.....) : .....

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

Certified by:

Name of the audit firm:

Seal of the audit firm:

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

**Annex QD-14: Certificate for establishing relationship with Affiliates**

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

<b>Certificate from an Auditor regarding Affiliates</b>
<p>As per the authenticated records, this is to certify that <i>(Name of the Applicant/Consortium Member/Affiliate)</i> is an Affiliate of ..... <i>(name of Affiliate/Applicant/Consortium Member)</i> in terms of Clause VI-03 of the Instructions to Prospective Bidders.</p> <p>A brief description of such affiliation is given below:</p> <p><i>{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.}</i></p> <p>Certified by:</p> <p>Name of the audit firm:</p> <p>Seal of the audit firm:</p> <p>Designation: (Signature, name and designation of the Authorized Signatory)</p>

**Annex QD-15: Undertaking regarding Key Personnel**

Name of Prospective Bidder:

---

1. Proposed [KEY PERSONNEL DESIGNATION]

Name	
Employer	
Position	
Nationality	
Date of Birth	

a. Key Experience (add columns as necessary)

Employer			
Position			
Start Date			
End Date			
Description of Projects Undertaken			

b. Educational Background

College Degree:	School:	Year Graduated:
Graduate Studies:	School:	Year Graduated:
Professional License:	Year:	

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

(Signature of Authorized Representative)

---

(Name, Title and Date)

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

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

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

Republic of the Philippines )  
 ) s.s.

Notarized Statement of Willingness to Participate in, and  
Capacity to Undertake the Requirements of the 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. *(Name of Construction Contractor)* is willing to participate, through the *(Name of Prospective Bidder)* in the bid for the Mactan-Cebu International Airport Project in accordance with the Instructions to Prospective Bidders.
2. *(Name of Construction Contractor)* has the required experience and capacity to undertake the requirements for its services in the Project in accordance with the provisions of the Invitation Documents.
3. Based on my personal knowledge or authentic documents that the information provided in Annex QD-4 to QD-5 are true and correct.
4. If selected by *(Name of Prospective Bidder)*, *(name of Construction Contractor)* shall formally enter into a contract with the Project Proponent to perform the obligations and assume the attendant liabilities as Construction Contractor for the Mactan-Cebu International Airport Project.

Date and Place of Execution.

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

\_\_\_\_\_  
(Name)  
(Designation)

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

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**Annex QD-17: Design and 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 Engineering Contractors proposed by the Prospective Bidder to submit and qualify the technical requirements under the category of Development Experience in Section I-09(2), as identified in the Business Plan (Annex QD-1A or Annex QD-1B), item 4.

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

Republic of the Philippines )  
 ) s.s.

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

1. *(Name of Design and Engineering Contractor)* is willing to participate, through the *(Name of Prospective Bidder)* in the bid for the Mactan-Cebu International Airport Project in accordance with the Instructions to Prospective Bidders.
2. *(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 provisions of the Invitation Documents.
3. Based on my personal knowledge or authentic documents that the information provided in Annex QD-4 and QD-6 are true and correct.
4. If selected by *(Name of Prospective Bidder)*, *(name of Design and Engineering Contractor)* shall formally enter into a contract with the Project Proponent to perform the obligations and assume the attendant liabilities as Design and Engineering Contractor for the Mactan-Cebu International Airport Project.

*Date and Place of Execution.*

For and on behalf of (Name of Entity)

(Signature of Authorized Representative)

\_\_\_\_\_

(Name)

(Designation)

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

Notary Public

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