



Republic of the Philippines
**DEPARTMENT OF TRANSPORTATION and
CIVIL AVIATION AUTHORITY OF THE PHILIPPINES**

23 September 2024

COSETTE V. CANILAO
President and Chief Executive Officer
Aboitiz Infracapital, Inc.
NAC Tower, 32nd Street
Bonifacio Global City, Taguig 1634

Subject: NOTICE OF AWARD AND POST-AWARD REQUIREMENTS FOR THE UNSOLICITED PROPOSAL (“USP”) FOR THE UPGRADE, EXPANSION, OPERATION, AND MAINTENANCE OF THE LAGUINDINGAN INTERNATIONAL AIRPORT (“CGY”) PUBLIC-PRIVATE PARTNERSHIP (“PPP”) PROJECT

Dear Ms. Canilao:

We formally notify you that on 20 September 2024, the Secretary of the Department of Transportation (“DOTr”) and the Board of Directors of the Civil Aviation Authority of the Philippines (“CAAP”) approved the resolution of the Pre-Qualifications, Bids, and Awards Committee for the DOTr and its Attached Agencies’ Co-Granted PPP Projects (“PBAC”) recommending the award of the contract for the Unsolicited Proposal (“USP”) for the Upgrade, Expansion, Operations, and Maintenance of the Laguindingan International Airport (“CGY”) Public-Private Partnership (“PPP”) Project (the “Project”), with a total Project Cost of **Twelve Billion Seven Hundred Forty-Eight Million, Three Hundred Fifty Thousand, Ninety-Seven Philippine Pesos and Fifteen Centavos (PHP 12,748,350,097.15)**, in favor of Aboitiz InfraCapital, Inc. (“Original Proponent”).

In accordance with Republic Act No. 11966, otherwise known as the Public-Private Partnership Code of the Philippines (“PPP Code”), and its Implementing Rules and Regulations (“IRR”), and pursuant to the Instructions to Challengers (“ITC”) issued for the Project, we are issuing this Notice of Award (“NOA”) of even date to the Original Proponent. For purposes of this NOA, “**Special Purpose Company**” shall be the special purpose company set up by the Original Proponent to undertake the Project.

Accordingly, you are hereby **required to conform** to this NOA by affixing your name and signature on the space provided below and return the same to the PBAC **within twenty (20) calendar days from official receipt of this NOA** with the following documents (“**Post-Award Requirements**”):

1. NOA signed by the authorized representative of the Original Proponent. 

2. Operations performance security in the form of an irrevocable standby letter of credit for the amount of **One Hundred Million Philippine Pesos (PHP 100,000,000.00)**.
3. If already incorporated, evidence of the formation of the Special Purpose Company, consisting or certified true copies issued by the SEC of the Certificate of Incorporation, Articles of Incorporation, and By-Laws of the Special Purpose Company, and the Registration Data Sheet or a photocopy of the page(s) showing entries in the Special Purpose Company's Stock and Transfer Book, certified true by the Corporate Secretary, wherein the Special Purpose Company shall be 100% owned by the Original Proponent. If the Original Proponent has not yet formed the Special Purpose Company, the Original Proponent shall execute the Concession Agreement and shall have the Special Purpose Company accede to the Concession Agreement upon incorporation as per the terms of the Concession Agreement and as set out in Section 11.2 of the ITC.
4. Certified true copies issued by the authorized officer of the Original Proponent (or, if already incorporated, the Special Purpose Company), duly notarized, of resolutions adopted by the Board of Directors of the Original Proponent or the Special Purpose Company (as the case may be): (a) attesting that the Original Proponent or the Special Purpose Company (as the case may be) conducted an organizational meeting of its stockholders and elected its regular Board of Directors and corporate officers; and (b) authorizing the execution, delivery and performance of the Concession Agreement and the Transaction Documents as this term is defined in the Concession Agreement.
5. Letters of intent from reputable financial institutions that they will provide sufficient credit facilities to the Original Proponent (or, if already incorporated, the Special Purpose Company).
6. Treasurer's Affidavit attesting to the actual paid-up capital of the Original Proponent (or, if already incorporated, the Special Purpose Company), and if the Special Purpose Company is already incorporated, the Subscription Agreement between the Original Proponent and the Special Purpose Company or Shareholders Agreement between the Original Proponent and the Special Purpose Company.
7. Certified true copy of a valid Tax Clearance Certificate, issued by the appropriate office in the Bureau of Internal Revenue, pursuant to Executive Order No. 398 (series of 2005), as implemented by Revenue Regulation No. 3-2005, of the Original Proponent (or, if already incorporated, the Special Purpose Company).
8. Proof of reimbursement of the Philippine Peso equivalent of **Three Hundred Ninety-Six Thousand US Dollars (USD 396,000.00)** at the time of reimbursement (exclusive of any bank charges), representing the fees for the Transaction Advisory Services for the Project disbursed from the Project Development and Monitoring.

Facility ("PDMF"), plus 10% Cost Recovery Fee. Proof of reimbursement shall be in the form of a bank document evidencing deposit or remittance. Deposit/remittance shall be made to the following PPP Center bank account:

Account Name	Public-Private Partnership Center of the Philippines
Account Number	1872-1034-02
Name of Bank	Land Bank of the Philippines - EDSA NIA Branch
Bank Address	DPWH Compound, EDSA, Diliman, Quezon City

9. Proof of payment to the International Finance Corporation ("IFC") of the amount of **Nine Hundred Forty-Five Thousand US Dollars (USD 945,000.00)** representing the Success Fee for the Project. Payment of the Success Fee to the IFC shall be made in United States Dollars, in accordance with the invoice to be presented by IFC, in immediately available funds, without any deductions whatsoever for taxes, duties, charges or other withholdings (all of which shall be borne by the Original Proponent), into IFC's bank account, details of which are as follows:

Beneficiary Bank Details:

Name: CITIBANK N.A.

SWIFT Code: CITIUS33XXX

Address: 388 Greenwich Street, New York, NY 10013 USA

Beneficiary Details:

Name: IBRD

Account Number: 36397302

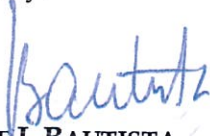
Please be reminded that **failure by the Original Proponent (or, if already incorporated, the Special Purpose Company) to comply with the requirements described herein within twenty (20) calendar days** from receipt of this NOA, or within any extensions granted by the PBAC, without reasonable justification acceptable to the DOTr and CAAP, **shall result in the forfeiture of the Original Proponent's Bid Security and the withdrawal of this NOA.**

Within five (5) calendar days from receipt of the requirements in this NOA, the DOTr Secretary and CAAP Board of Directors shall determine compliance with all of the requirements stated in this NOA, and notify the Original Proponent (or, if already incorporated, the Special Purpose Company) thereafter.

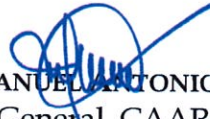
The Original Proponent (or, if already incorporated, the Special Purpose Company) **must execute the Concession Agreement within five (5) calendar days** from its receipt of notification of compliance with the Post-Award Requirements. **Failure to enter** into the Concession Agreement by the Original Proponent (or, if already incorporated, the Special Purpose Company) within the prescribed period **shall be a ground for the forfeiture** of the Original Proponent's Bid Security and the withdrawal of this NOA.

We thank Aboitiz Infracapital, Inc. for participating in this Project.

Sincerely,



JAIME J. BAUTISTA
Secretary, DOTr



CAPT. MANUEL ANTONIO L. TAMAYO
Director General, CAAP

Agreed and accepted:

ABOITIZ INFRA CAPITAL INC.

By:

Cosette V. Canilao

President and Chief Executive Officer

Date: _____