



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

18 November 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, OPERATIONS, AND MAINTENANCE OF THE BOHOL-
PANGLAO INTERNATIONAL AIRPORT ("TAG") PUBLIC-PRIVATE
PARTNERSHIP ("PPP") PROJECT**

Dear **Ms. Canilao**:

We formally notify you that on 15 November 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 Bohol-Panglao International Airport ("TAG") Public-Private Partnership ("PPP") Project (the "Project"), with a total Project Cost of **Four Billion Five Hundred Twenty Six Million One Hundred Fifty Thousand Eight Hundred Ninety Eight Pesos and Two Centavos (PHP 4,526,150,898.02)**, 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. Operation performance security in the form of an irrevocable standby letter of credit for the amount of **One Hundred Million 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 (except for the individual shares to be held by each director in accordance with applicable law). 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. Certified true copy issued by the authorized officer of the Original Proponent, duly notarized, of resolution adopted by the Board of Directors of the Original Proponent attesting that the Original Proponent has committed to an equity infusion into the Special Purpose Company in the amount of at least 20% of the total Project Cost of **Four Billion Five Hundred Twenty Six Million One Hundred Fifty Thousand Eight Hundred Ninety Eight Pesos and Two Centavos (PHP 4,526,150,898.02)**.
6. 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).
7. 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.
8. 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.
9. Proof of reimbursement of the Philippine Peso equivalent of **Four Hundred Twenty-Nine Thousand US Dollars (USD 429,000.00)** at the time of reimbursement (without any deductions whatsoever for charges or other withholdings) 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 |

10. 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.**



The Post-Award Requirements shall be submitted to the following address:

TIMOTHY JOHN R. BATAN
Chairperson, Pre-Qualifications, Bids, and Awards Committee
DEPARTMENT OF TRANSPORTATION


Thru:
THE CONTRACT MANAGEMENT DIVISION
Unit 62 The Columbia Tower, Ortigas Avenue
Brgy. Wack-wack, Mandaluyong City, 1555
Tel No. (02) 8790-8400 loc. 6202
Email: proc-cmd@dotr.gov.ph
Website: www.dotr.gov.ph

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 INFRACAPITAL INC.
BY:

COSETTE V. CANILAO
President and Chief Executive Officer

Date: _____