

### ASSET DISPOSITION PROGRAM (ADP)

### COMPETITIVE CHALLENGE FOR THE SELECTION OF BCDA'S JOINT VENTURE PARTNER FOR THE PRIVATIZATION AND DEVELOPMENT OF THE BONIFACIO SOUTH POINTE

## ADP Supplemental Notice No. 2

06 December 2017

The following clarifications/responses are being issued to address the queries of Interested Proponents relevant to the subject *Competitive Challenge*:

	Question	Clarification/Answer
1.	What is the committed deadline for BCDA to provide the Winning Private Sector Partner (PSP) with the Detailed Architectural and Engineering Design (DAED) of the structures and facilities for replication within the Property? (i.e., including ASCOM/SSU/DACC and BNS/PMC parcels?	For the structures and facilities within the ASCOM/SSU/DACC parcel, the DAED, which has already been awarded to a design consultant, is expected to be completed before 30 June 2018. The DAED shall be made available to the Winning PSP as soon the same is approved by the DND-AFP.  With regard to the military structures and facilities within the BNS/PMC parcel, the DAED, which takes about six (6) months to complete, will be procured as soon as the corresponding Memorandum of Agreement (MOA) is signed between BCDA and the Department of National Defense-Armed Forces of the Philippines (DND-AFP). The signing of the subject MOA is expected to take place within the 1st quarter of 2018.
2.	Where is the relocation site/s for the structures and facilities within the Property, and when would the Property be ready for development?	<ul> <li>The DND-AFP has approved the following relocation sites:</li> <li>ASCOM Facilities in Camp Aquino, Tarlac; and</li> <li>SSU/DACC Facilities within the Philippine Army Retention Area in Fort Bonifacio.</li> <li>For the BNS/PMC Facilities, the proposed relocation site is in Morong, Bataan.</li> <li>The Winning PSP may start the development of the Property as soon as the Property, or a portion of it, is cleared of military facilities.</li> </ul>

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3.	Upon completion of the
	relocation and functional
	replication requirements, how
	many months would it take
	for the DND-AFP to inspect,
	accept and transfer to the
	new facilities and, hence,
	trigger the start of the
	development of the Property?

The Winning PSP may start the development works on the Property, or a portion of it, after the BCDA and DND-AFP have issued the Certificate of Completion to the Winning PSP.

4. Are there encroachments on the Property? If yes, may we request for a copy of the map identifying these encroachments and the total area affected?

There are no other encroachments on the Property except for an area of not more than 800 square meters at the western boundary of the Property adjacent to the Navy Village which is encroached by informal settlers.

A map showing the subject encroachment is attached as Annex "A".

5. Who are the prospective bidders for the Property? We do not disclose the names of the prospective bidders for our bidding activities.

6. Regarding the transfer of military facilities currently occupying the Property,

Please confirm that:

- We confirm that:
- 1) The cost of: (i) the relocation site for the military facilities currently occupying the Property, and (ii) any disturbance compensation for the military or its personnel resulting from the transfer, shall be solely for the account of the BCDA;
- 1) The cost of the relocation site for the military facilities and any disturbance compensation shall be for the account of BCDA;

- 2) BCDA, DND and AFP shall keep the Winning PSP free and harmless from any liability resulting from the demolition of the military facilities/structures currently occupying the Property; and
- 2) That BCDA, DND and AFP shall keep the Winning PSP free and harmless from any liability resulting from the demolition of the military facilities/structures currently occupying the Property; and

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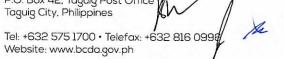
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	3) BCDA, DND and AFP shall be responsible for securing an ECC from the DENR for the relocation site, if required.	3) If required, the BCDA, DND and AFP shall be responsible for securing an ECC for the relocation site from the DENR.
7.	What is the deadline for the AFP to vacate the Property once the Certificate of Completion and the Certificate of Acceptance has been issued by BCDA and DND-AFP?	The DND-AFP shall vacate the Property upon issuance of the Certificate of Completion/Turnover of the replicated facilities by BCDA.
8.	Can the DND-AFP also issue a certification that no toxic substances have been stored, buried or is embedded in any portion of the Property?	No, the DND-AFP does not issue any such certification.
9.	Can the DND-AFP be responsible for clearing the Property of any explosive materials or munitions?  Can the DND-AFP issue a certification that the DND-AFP has cleared the Property of any explosive materials or munitions after they vacate the Property and that they hold the Winning PSP free and harmless from any and all liabilities?	The DND-AFP will be responsible for the physical transfer to the new relocation site of all explosive materials or munitions found on the Property.  No, the DND-AFP does not issue any such certification. The Winning PSP, however, shall have the opportunity to inspect the Property after the same has been vacated by the DND-AFP.
10.	Regarding the disposition (whether sale or lease) of units allocated to BCDA (as indicated in Sections 8 -11 of the draft Joint Venture Agreement (JVA)), please confirm that:	
	the disposition of said units are not covered by regulations (e.g., COA) that cover the disposition of government assets (e.g., publications, public bidding, etc.); and	This Competitive Challenge is not covered by the COA Rules and Regulation on disposition of Government Assets. As stated in the Terms of Reference (TOR), this disposition is governed by the 2008 NEDA JV Guidelines.

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➢ BCDA can appoint a private sector entity to handle the disposition of said units and that the private sector entity can dispose (without the need for the required publication and public bidding), sign/execute documents for and in behalf of BCDA.

As provided in the JVA, BCDA shall appoint the Winning PSP as its exclusive marketing and management agent for its allocated units.

We would like to request for a copy of the Office of the Government Corporate Counsel (OGCC) opinion that the terms and conditions of the said sections have legal bases and are implementable.

The aforesaid provisions have been passed upon by the OGCC in their review of previous executed JVAs and the current draft JVA.

11. Is an "Additional Advance Revenue Share" (Section 11 of the draft JVA) creditable against the immediate succeeding year's Minimum Annual Secured Revenue Share of BCDA? The Additional Revenue Share refers to a situation when the net proceeds for a particular selling period is more than the MASRS.

This particular Section of the draft JVA has been corrected accordingly. Please refer to amendments to the TOR below.

12. What is the actual JV sharing % between BCDA and SMLI? In Section 6 of the draft JVA, it stated that BCDA's "share in the total saleable or leasable GFA shall not be lower than ten percent (10%)". Does this mean that the share can be set higher than 10% in the competitive challenge bid?

Based on SMLI's proposal, BCDA's share shall be 10% of the GFA.

A prospective bidder may propose a higher percentage share for BCDA, but it will not be considered in the evaluation of the Financial Proposal.

13. In Section 11 of the draft JVA, what is the definition or coverage of the term "Other Advances" (1st line, 3rd paragraph)?

The "Other Advances" refers to advances made by the Winning PSP as authorized by BCDA, such as the cost of replication of military facilities under Section 5.2 of the draft JVA.

14. In Section 15 of the draft JVA, the Winning PSP may at any time prepay all or a part of BCDA's MASRS. Should the Winning PSP decide to prepay all of BCDA's total

The Winning PSP may at any time prepay all or a part of BCDA's MASRS, but this will not result in the termination of the JV. The prepayment shall only relieve the Winning PSP of the obligation to pay the applicable MASRS.

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outstanding MASRS computed at its present value equivalent using the prescribed discount rate, will this result in the end of the JV and that the Winning PSP would no longer have any further financial obligation to BCDA?

As an extreme case, does the TOR allow the Winning PSP to pay BCDA upfront the entire bid value or NPV on year 0 and effectively extinguish all of its future financial obligations?

No, the TOR provides that the Winning PSP shall pay the Upfront Cash and the MASRS for 20 years in accordance with the conditions set in the TOR. Prepayment of the MASRS may only be allowed after the signing of the JVA, and shall extinguish obligations for payment of said MASRS, as the case may be.

15. In Section 16.2 of the draft JVA, can the amount of the Performance Bond be proportionately reduced over time based on outstanding financial obligation of the Winning PSP?

Yes, the Performance Bond will be proportionately reduced based on the outstanding financial obligation of the Winning PSP and the remaining amount of committed development cost.

16. The draft JVA does not have any provision/covenant against "Contingent Fee". A similar provision is included in other government contracts, to wit:

BCDA adheres to the "No Corruption Policy".

"The Winning PSE warrants that it has not given or promised to give any money, gift or special benefits to any official or employee of (name of government agency) to secure this (nature of contract), and that violation of said warranty shall be sufficient ground for (name of government agency) to cancel this (nature of contract)."

Under Section 8 of the required *Eligibility* Statement (Annexes G1 and G2 of the TOR), a similar provision may be found.

17. In Item 10 of the Certification of Successful Negotiation, it was stated that the Upfront Cash "shall be recoverable against the proceeds from

Yes, the Upfront Cash shall be recoverable against the net proceeds in excess of MASRS for a particular period.

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sale or lease of BCDA Allocated Units in excess of BCDA's MASRS". However, no provision in the Draft JVA refers to this item. The draft JVA has been revised to incorporate this provision. Please refer to amendments to the TOR below.

Can the Upfront Cash or its remaining balance (assuming that certain portions have already been previously recovered) be creditable to the MASRS of BCDA during the initial years of the JV?

No, the Upfront Cash shall only be recoverable from the excess of the net proceeds over MASRS.

## 18. Regarding the widening of the Lawton Avenue:

Are the 2 hectares to be used for the widening of Lawton Avenue part of the area classified as "access lots" or are they part of the "buildable area" or are they both?

The 2 hectares to be used for the widening of the Lawton Avenue are not part of the buildable area.

Currently, what are the projected dimensions (i.e., length x width) of the 2 hectares to be used for the widening of Lawton Avenue?

Estimated length is 1.2km and the width ranges from 10m to 20m.

Currently, who owns/manages the overhead power lines, communication lines and other utilities? Meralco and other utility providers own the existing utility lines.

If they are owned by third party utility companies, shouldn't said companies be primarily responsible for the cost and relocation of said utilities?

Under this *Competitive Challenge*, relocation of utility lines shall be under the responsibility of the Winning PSP.

19. How many appraisal companies conducted the 2017 appraisal?

The Asian Appraisers Inc., a third party appraisal company, was engaged to conduct the appraisal study for the Property in 2017.

- Who were these companies?

The 2017 appraisal value for the Property is Php90,000 per square meter.

 What were the appraisal values arrived at per appraisal company?

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20.	Financial Requirements
	(Section VI Competitive
	Challenge B. Eligibility
	Criteria) - In case of a
	consortium, can the Php5.0
	Billion amount of cash bank
	balance or credit line be on an
	aggregate (total) basis rather
	than any member basis?
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In case of a consortium, the financial qualification should be possessed by any consortium member and not the aggregate members.

21. What is the timing of the infusion of the Php20 billion committed capital?

The Php20 billion committed development cost shall be spent over the 20 year JV period, based on approved project implementation plan of the Winning PSP.

Relative to this, can the PV of the Php20 billion be used as a basis for determining the minimum value of the mixed-use project that is required for eligibility?

No, the Php20 billion shall be the nominal amount to be spent over the JV period.

- 22. We would like to request for copies of the following:
  - Presentation made during the Pre-bid Conference last November 21, 2017.
  - Supreme Court Decision covering the Competitive Challenge

A copy of the Presentation given by BCDA during the Pre-bid Conference is attached as Annex "B".

For the Supreme Court Decision on the Competitive Challenge, please refer to SC GR 203655.

- We would like to request that a data room be set up to enable prospective bidders to view the following:
  - Unsolicited Proposal (technical and financial proposal of SMLI)
  - MOA among BCDA, DND and AFP for the relocation of military facilities currently existing on the Property, if any
  - 2017 Appraisal Reports

For this Competitive Challenge, we will not be setting up any data room. Thus, for the requested documents, please be guided as follows:

- 1. SMLI's Unsolicited Proposal refer to the Certification of Successful Negotiation (Annex B of the TOR), which is already the negotiated proposal of SMLI.
- 2. MOA among BCDA/DND/AFP on:
  - i. ASCOM/SSU/DACC signed and will be available to the Winning PSP; and
  - ii. BNS/PMC under negotiation
- 3. 2017 Appraisal Report sections pertaining to the Property will be made available to the Winning PSP

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- Any other documents
pertinent to the Competitive
Challenge

24. In the Location Map (Annex A) of the TOR, the main road that is near to the Property is labelled "Subic-Clark-Tarlac Expressway". As such, we would like confirmation that the property is located in Fort Bonifacio, Taguig.

We wish to clarify that the Property is located along Lawton Avenue in Fort Bonifacio, Taguig City.

Moreover, the main road near to the Property, as depicted in the Location Map in the TOR, should have been labelled "South Luzon Expressway" and not Subic-Clark-Tarlac Expressway.

25. Section VI.A.1.a of the TOR states that "The Minimum Net Present Value of the Cash Flows to be paid to BCDA for 20 years, discounted using the rate of 10%, should be higher than SMLI's proposal of Thirty-Six Thousand Nine Hundred Pesos (Php36,900.00) per square meter..."

Year 0 is the date of the signing of the JVA. One year after the signing date shall be Year 1, and so on and so forth.

Since the minimum bid of Php36,000.00 per square meter required in the TOR is based on SMLI's original proposal which used 2010 as the base year (Year 0) in its NPV per square meter calculation, should the competitive challenge bid also use the base year of 2010 as year 0 for consistency to take into account the time value of money and inflation between 2010 and 2018, or should the competitive challenge bid use 2018 instead as year 0 in the NPV computations? The TOR seems to be silent on this methological issue. Please clarify.

26. Please confirm that the Winning PSP is not obligated to match or submit a proposal for the "Unsecured Revenues" proposed by SMLI (as

We confirm that the Winning PSP is not obligated to submit any unsecured revenues in its Financial Proposal, since unsecured revenues shall essentially be the excess of the net proceeds over MASRS.

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presented in the Certification of Successful Negotiation -**Summary Information** Requirements for Financial Criteria Evaluation)

The following changes effectively amend the Terms of Reference (TOR), including the Annexes, for the Competitive Challenge:

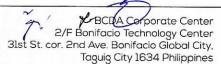
Reference	Amendment
Reference  Draft Joint Venture Agreement (Annex K of the TOR) Section 11: Collection and Remittance of Sales or Lease Proceeds of BCDA-Allocated Units	Amendment  Paragraphs 3 and 4 of this Section are hereby amended as follows:  "Xxx  If the Net Proceeds are more than BCDA's Minimum Annual Secured Revenue Share due to BCDA for a particular Selling Period, less any refund due the WINNING PSP and Other Advances made by the WINNING PSP for BCDA's account, if any, the WINNING PSP shall, within thirty (30) days after each Selling Period, remit to BCDA by
	depositing in BCDA's account, the amount corresponding to the Net Proceeds determined to be due to BCDA from the sale and/or lease of BCDA Allocated Units for the applicable Selling Period, less any amount corresponding to BCDA's Minimum Annual Secured Revenue Share falling due within the applicable Selling Period that may have already been remitted in advance to BCDA and Other Deductions, whenever applicable. Any excess from the Net Proceeds shall be treated as Additional Revenue Share for the particular Selling Period.
	If the Net Proceeds are less than BCDA's Minimum Annual Secured Revenue Share due to BCDA for the particular Selling Period less any refund due the WINNING PSP and the Other Advances made by the WINNING PSP for BCDA's account, if any, the WINNING PSP shall still remit to BCDA the total Minimum Annual Secured Revenue Share for the particular Selling Period.  X x x "

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Draft Joint Venture Agreement (Annex K of the TOR) Section 12: Upfront Cash and Other Advances	Section 12.1 (Upfront Cash) of the draft JVA shall include a third paragraph, which reads:  "The Upfront Cash shall be recoverable against the proceeds from sale or lease of BCDA Allocated Units in excess of BCDA's MASRS".
Annex A of the TOR: Location Map of the Property	The subject map attached to the TOR is hereby replaced by the one attached hereto as Annex "C".
Annex E of the TOR: Parcel Map of the Property Showing the Various Existing Military Facilities	The subject map attached to the TOR is hereby replaced by the one attached hereto as Annex "D".

The clarifications/amendments herein issued effectively amend, modify or revise provisions of the TOR which are inconsistent or contradictory thereto.

Thank you for your continued interest in BCDA's Asset Disposition Program.

FOR THE JOINT VENTURE SELECTION COMMITTEE

NENA D. RADOC Chairperson

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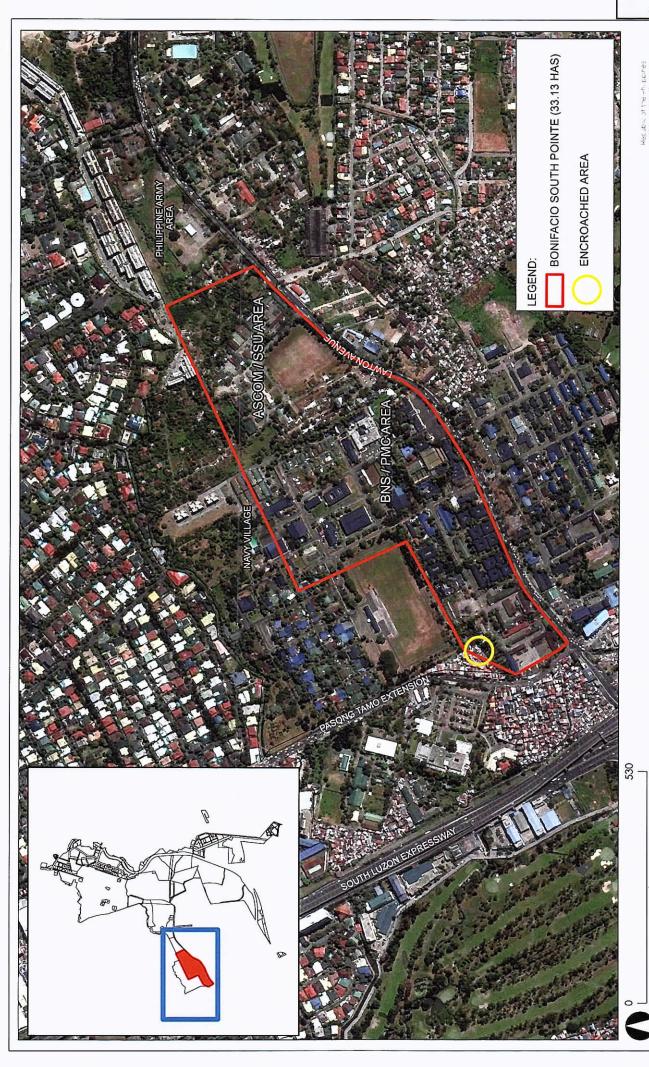
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# **BONIFACIO SOUTH POINTE**

cartography by: VMDEFRANCIA

Areas indicated are indicative only. Actual areas will be based on the verified and approved survey plan. Satellite images based from Google Earth Imagery

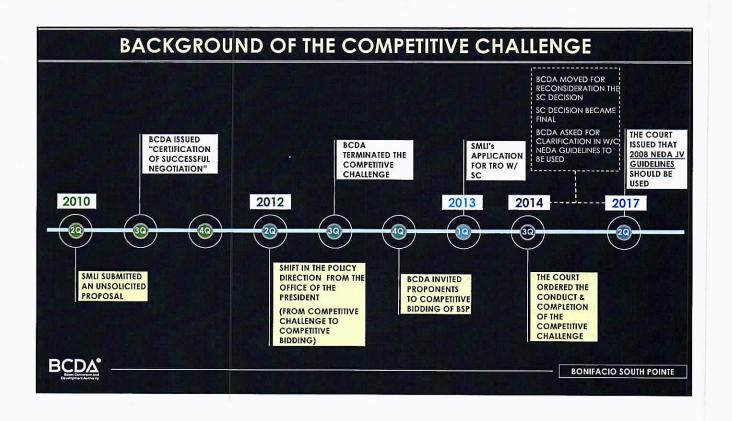
approved by: RBMCEPE

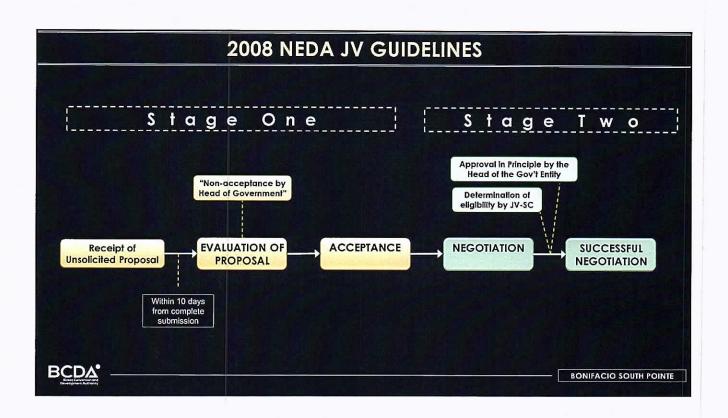
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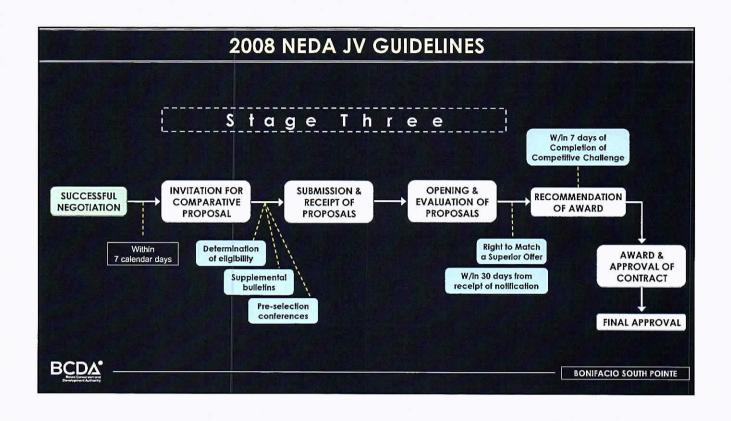


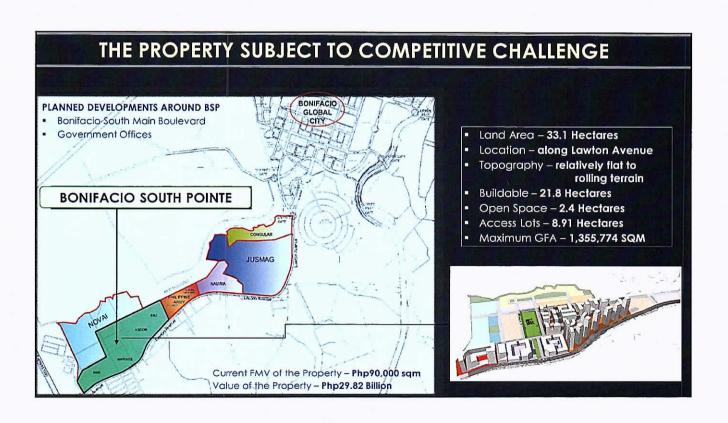
## PRESENTATION OUTLINE

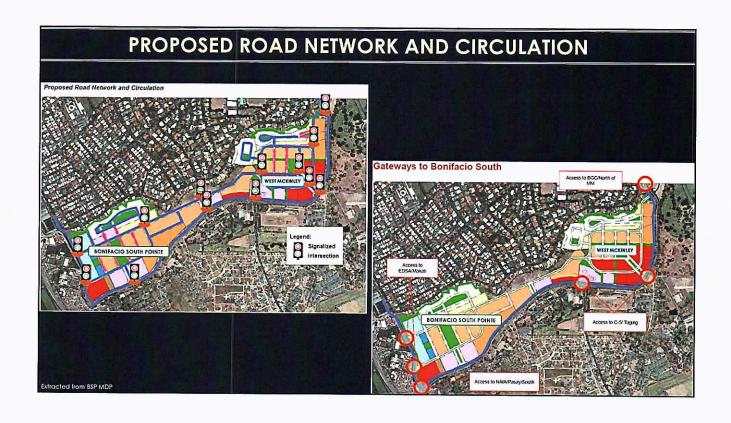
- 1. BACKGROUND OF THE COMPETITIVE CHALLENGE
- 2. 2008 NEDA JV GUIDELINES
- 3. BRIEF DESCRIPTION OF THE PROPERTY
- 4. PROPOSED ROAD NETWORK AND CIRCULATION
- 5. ELIGIBILITY CRITERIA
- 6. ASSUMPTIONS FOR THE CHALLENGERS' FINANCIAL PROPOSAL
- 7. SUBJECT OF THE COMPETITIVE CHALLENGE
- 8. INSTRUCTION ON THE SUBMISSION OF THE BIDDING DOCUMENTS
- 9. TIMELINE OF ACTIVITIES



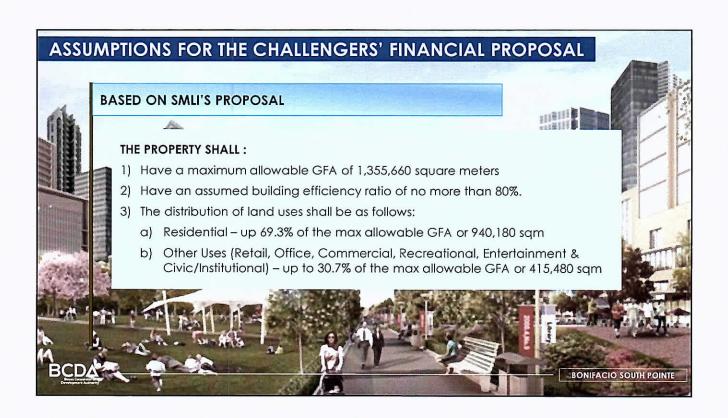


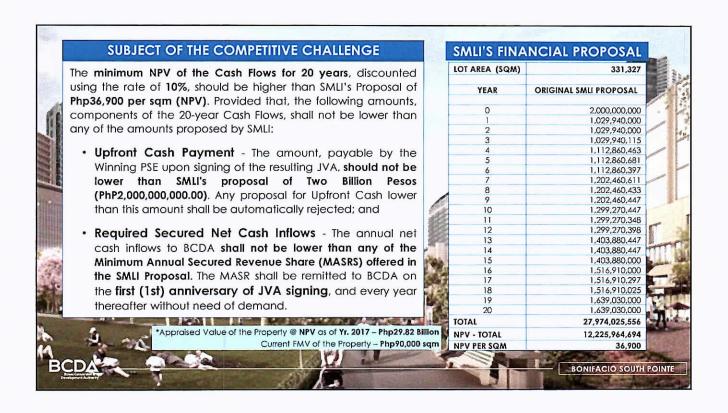


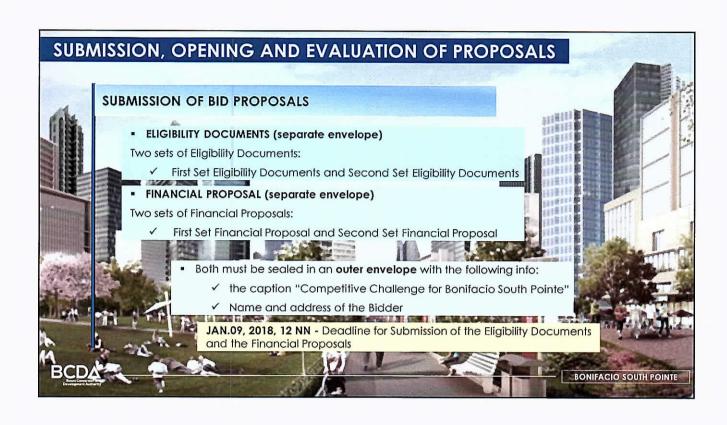












ITIES
REVISED TIMETABLE
03, 10 and 17 November 2017
03 November to 08 January 2018
21 November 2017; 9:00 a.m.
04 December 2017; 5:00 p.m.
09 January 2018; 12:00 noon
09 January 2018 ; 2:00 p.m.
12 January 2018
12 February 2018
12 February 2018 to 23 February 2018
28 February 2018
07 March 2018

## **BONIFACIO SOUTH POINTE**

FORT BONIFACIO, TAGUIG CITY



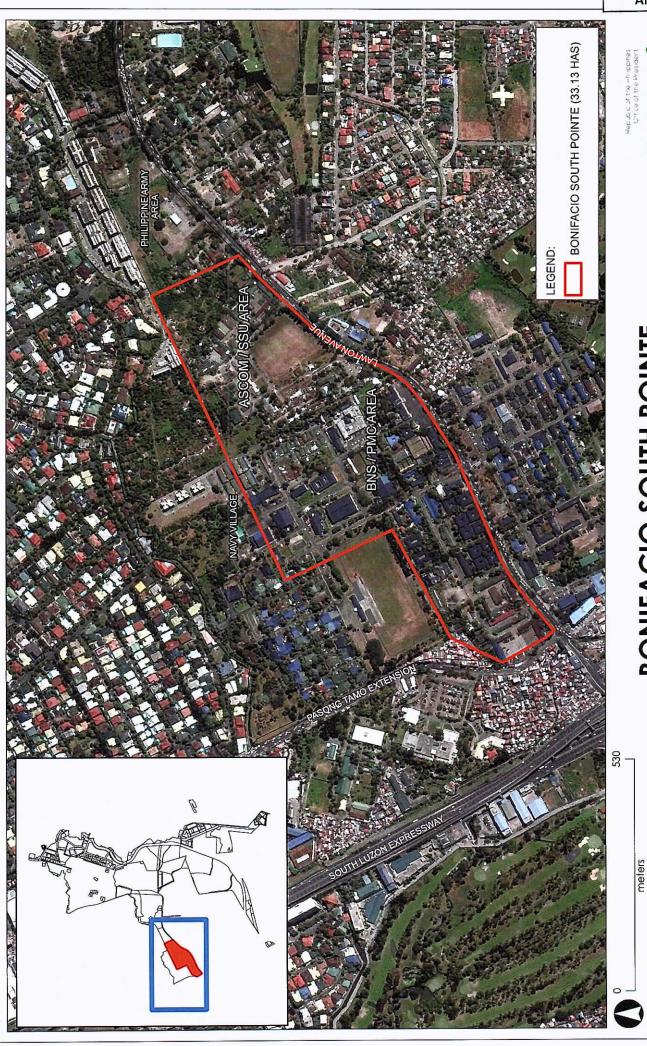
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Satellite images based from Google Earth Imagery

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