

CONTRACT FOR CONSULTING SERVICES FOR THE DETAILED ENGINEERING DESIGN (DED) OF THE LONG-TERM SOLUTION OF THE PASIG-POTRERO BRIDGE AT SUBIC-CLARK-TARLAC EXPRESSWAY (SCTEX)

THE PUBLIC IS INFORMED:

This **Contract** is executed between:

BASES CONVERSION AND DEVELOPMENT AUTHORITY, a government instrumentality vested with corporate powers, created by virtue of Republic Act No. 7227, as amended, with principal office address at the BCDA Corporate Center, 2nd Floor Bonifacio Technology Center, 31st Street corner 2nd Avenue, Bonifacio Global City, Taguig City, represented herein by its President and CEO, **JOSHUA M. BINGCANG**, who is duly authorized for this purpose as evidenced by a Secretary's Certificate dated 06 November 2023, a copy of which is hereto attached as **Annex "A"**, hereinafter referred to as "**BCDA**";

- and -

NIPPON KOEI CO., LTD. AND PHILKOEI INTERNATIONAL, INC. JOINT VENTURE (JV), an entity duly organized and existing under the laws of the Republic of the Philippines, with office address at Units 3301 and 3302, 33rd Floor, Corporate Finance Plaza, Ruby St. Ortigas Center, Pasig City 1605, represented herein by its Authorized Representative, **MASASHI SADAIE**, who is duly authorized for this purpose as evidenced by a Power of Attorney dated 24 November 2023, a copy of which is hereto attached as **Annex "B"**, hereinafter referred to as "**Consultant**".

Each individually referred to as "Party" and collectively as "Parties."

ANTECEDENTS:

On 25 October 2023, the BCDA Board of Directors approved the procurement of consulting services or technical expert who will prepare a detailed engineering design (DED) for the long-term or permanent solution for the Subic-Clark-Tarlac Expressway (SCTEX) Pasig Potrero Bridge through Emergency Procurement. The corresponding Approved Budget Contract (ABC) for this project is Php 122,810,057.88.

On 23 November 2023, the Strategic Projects Management Department (SPMD) formally requested the Bids and Awards Committee for Consulting Services (BAC-C) to facilitate the procurement of the services of a consultant who will prepare the detailed engineering design (DED) for the long-term solution for the Pasig Potrero Bridge at SCTEX through Negotiated Procurement under Emergency Cases in accordance with Section 53.2 of the 2016 Revised Implementing Rules and Regulations and Regulations (RIRR) of Republic Act (RA) No. 9184.

The Project qualifies for emergency procurement as the SCTEX Pasig Potrero Bridge, in its current condition, is highly susceptible to lateral forces, including seismic activities or earthquakes, due to the extensive quarrying activities along the Pasig Potrero River, thus, posing great danger and risks to the motorists and the public.

With the authority delegated by the Head of Procuring Entity, the BAC-C sent a request for Proposal (RFP) to Nippon Koei Co., Ltd. and Philkoei International, Inc., a consultant endorsed by the SPMD.

The BAC-C negotiated with Nippon Koei Co., Ltd. and Philkoei International, Inc.

After careful evaluation and thorough deliberation of the bid proposal submitted for the Project, the BAC-C recommended the award of contract to Nippon Koei Co., Ltd. and Philkoei International, Inc. in the amount of Php 121,838,000.00, inclusive of all applicable taxes and fees.

On 07 December 2023, the BCDA, through its Board of Directors, approved the recommendation of the BAC-C to award the contract to Nippon Koei Co., Ltd. and Philkoei International, Inc.

BCDA is desirous that the Consultant execute the CONTRACT FOR CONSULTING SERVICES FOR THE DETAILED ENGINEERING DESIGN (DED) OF THE LONG-TERM SOLUTION OF THE PASIG-POTRERO BRIDGE AT SCTEX (hereinafter called "the Consulting Services") and BCDA has accepted the bid for **Pesos: One Hundred Twenty-One Million Eight Hundred Thirty Eight Thousand and 00/100 (PhP 121,838,000.00)**, inclusive of all applicable taxes, fees and other charges, by the Consultant for the execution and completion of such Consulting Services and the remedying of any defects therein.

ACCORDINGLY, the Parties agree as follows:

1. In this Contract, words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract hereinafter referred to.
2. The following documents shall be attached, deemed to form, and be read and construed as part of this Contract, to wit:
 - (a) Terms of Reference;
 - (b) Eligibility requirements, documents and/or statements;
 - (c) Performance Security;
 - (d) Notice of Award of Contract and the Consultant's conforme thereto;
 - (e) Other contract documents that may be required by existing laws and/or BCDA.
3. In consideration of the payments to be made by BCDA to the Consultant as hereinafter mentioned, the Consultant hereby covenants with BCDA to execute and complete the Consulting Services and remedy the defects therein in conformity with the provisions of this Contract in all respects.
4. BCDA hereby covenants to pay the Consultant in consideration of the execution and completion of the Consulting Services, the Contract Price or such other sum as may become payable under the provisions of this Contract at the times and in the manner prescribed by this Contract.

SIGNED BY THE PARTIES on 02 February 2024 in Taguig City, Philippines.



[Redacted signature lines with handwritten initials and marks]

BASES CONVERSION AND DEVELOPMENT AUTHORITY

NIPPON KOEI CO., LTD. AND PHILKOEI INTERNATIONAL, INC. JOINT VENTURE (JV)

By:

[Redacted Signature]

JOSHUA M. BINGCANG
President and CEO

By:

[Redacted Signature]

MASASHI SADAIE
Authorized Representative

Signed in the presence of:

[Redacted Signature]

GISELA Z. KALALO
Executive Vice President, BCDA

[Redacted Signature]

PETER S. SAMOZA
President, Philkoei International Inc.

ACKNOWLEDGMENT

Republic of the Philippines)
Taguig City) ss.

BEFORE ME, a Notary Public, for and in Taguig City, personally appeared the following:

Name	Government Issued ID	Date/Place Issued
JOSHUA M. BINGCANG	PASSPORT P7489803B	8-27-2021 DPA ANGEBOS
MASASHI SADAIE	Japan Passport: TS4142332	Issued by: Min. of Foreign Affairs, Japan Issued on: 14 August 2019 Date of Expiry: 14 August 2029

known to me to be the same persons who executed the foregoing instrument and they acknowledge to me that their signatures confirm their own free acts and the entities they represent.

SIGNED AND SEALED on FEB 28 2024 in Taguig City, Philippines.

Doc. No. 246
Page No. 51
Book No. 4
Series of 2024

ATTY. MARICEL C. CORONACION-SANTOS
NOTARY PUBLIC FOR AND IN TAGUIG CITY
NOTARIAL COMMISSION UNTIL DECEMBER 31, 2025
ROLL OF ATTORNEYS NO. 63834
IBP NO. 423/44 / 1-16-2024 / RIZAL
PTR NO. 6089649 - 1-16-2024 / TAGUIG CITY
MCLE COMPLIANCE NO VII-0005788 30 JULY 2021

SECRETARY'S CERTIFICATE

Republic of the Philippines)
Taguig City) SS.

I, **CHRISTIAN T. DULDULAO**, of legal age, being the Corporate Secretary of the Bases Conversion and Development Authority (BCDA), with office address at the 2/F Bonifacio Technology Center, 31st Street corner 2nd Avenue, Bonifacio Global City, Taguig City, do hereby certify that that on the occasion of the 648th Regular BCDA Board Meeting held on 07 December 2023 with a quorum being present, the Board of Directors, upon motion duly seconded, unanimously approved the following resolution:

Resolution No. 2023-12-202

Resolve, as it is hereby resolved, that the award of the contract for the Detailed Engineering Design (DED) of Long-Term Solution of Pasig-Potrero Bridge to the Nippon Koei Co., Ltd. and Philkoei International Inc. Joint Venture in the amount of One Hundred Twenty-One Million Eight Hundred Thirty-Eight Thousand and 00/100 (PhP 121,838,000.00), inclusive of all applicable taxes and fees be, as it is hereby APPROVED.

This certification is being issued subject to the final approval of the Minutes of the 07 December 2023 BCDA Board Meeting.


IN WITNESS WHEREOF, I have hereunto affixed my signature this 14th day of December 2023.


CHRISTIAN T. DULDULAO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this DEC 20 2023 at Taguig City, Philippines, by Atty. CHRISTIAN T. DULDULAO who exhibited to me his Passport No. P8274275B, issued at DFA Manila on 24 November 2021 and valid until 23 November 2031.

Doc. No. 150
Page No. 31
Book No. 4
Series of 2023.

Purpose: As an attachment to the Memo
SC2023-188
YB2023-0681


ATTY. MARICEL C. CORONACION-SANTOS
NOTARY PUBLIC FOR AND IN TAGUIG CITY
NOTARIAL COMMISSION EXTENDED UNTIL DECEMBER 31, 2023
ROLL OF ATTORNEYS NO 63834
IBP NO 273119 / 01-06-2023 / RIZAL
PTR NO A-5700892 / 01-05-23 / TAGUIG CITY
MCLE COMPLIANCE NO. Vi. J005758 / 30 JULY 2023

SECRETARY'S CERTIFICATE

Republic of the Philippines)
Taguig City) SS.

I, ELVIRA V. ESTANISLAO, of legal age, being the Corporate Secretary of the Bases Conversion and Development Authority (BCDA), with office address at the 2/F Bonifacio Technology Center, 31st Street corner 2nd Avenue, Bonifacio Global City, Taguig City, do hereby certify that that on the occasion of 645th Regular BCDA Board Meeting held on 25 October 2023 with a quorum being present, the Board of Directors, upon motion duly seconded, unanimously approved the following resolution:

Resolution No. 2023-10-158

Resolve, as it is hereby resolved, that the authority to procure the Consulting Services for the Detailed Engineering Design of the Long-Term Solution of the Pasig-Potrero Bridge via Negotiated Procurement under Emergency Cases (Section 53.2 of Republic Act No. 9184) through the Bids and Awards Committee for Consultancy with an Approved Budget for the Contract of One Hundred Twenty-Two Million Eight Hundred Ten Thousand Fifty-Seven and 88/100 Pesos (Php122,810,057.88) inclusive of all applicable taxes and fees be, as it is hereby APPROVED.

Resolve further, as it is hereby further resolved, that the Terms of Reference (TOR) of the Project be, as it is hereby APPROVED.

Resolve further, as it is hereby further resolved, that the supplemental budget amounting to Php122,810,057.88, chargeable against the BCDA Corporate Funds be, as it is hereby APPROVED.

Resolve further, as it is hereby further resolved, that the inclusion of the Project in the Annual Procurement Plan be, as it is hereby APPROVED.

Resolve further, as it is hereby further resolved, that the authority of the President and Chief Executive Officer (PCEO) and/or the Executive Vice President and Chief Operating Officer (EVP/COO) or in their absence, the Officer-in-Charge (OIC) of the Office of the PCEO to approve and sign the following documents be, as it is hereby APPROVED:

- Approved Budget for the Contract
- Changes in the TOR; if any
- Contract
- Notice to Proceed
- All other documents related to the procurement of the Project

Resolve, finally as it is hereby finally resolved, that the authority of the PCEO and/or the EVP/COO, or in their absence, the OIC-OPCEO to sign the Notice of Award upon approval of the BCDA Board be, as it is hereby APPROVED.

This certification is being issued subject to the final approval of the Minutes of the 25 October 2023 BCDA Board Meeting.


IN WITNESS WHEREOF, I have hereunto affixed my signature this 6th day of November 2023.


ELVIRA V. ESTANISLAO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 06 2023 at Taguig City, Philippines, by Atty. ELVIRA V. ESTANISLAO who exhibited to me her Passport No. P6212014A, issued at the City of Manila on 28 February 2018 and valid until 27 February 2028.

Doc. No. 384
Page No. 78
Book No. 1
Series of 2023.

*Purpose: As an attachment to the Memo
SC2023-167
YB2023-0583*


FERNANDO T. GALLARDO JR.
Notary Public for Taguig City, Philippines
2/F BTC, 31st Street, BGC, Taguig City, 1634
Notarial Commission valid until: 31 December 2023
PTR No. A-5422669, 28 January 2022/Taguig City
Roll of Attorneys No. 38050/01 June 1992
IBP Life Member Roll No. 00365/19 July 1995
MCLE Compliance NO VII-0006604/06 October 2021

Business Promotion Operations
5-4 Kojimachi Chiyoda-ku,
Tokyo 102-8539, JAPAN
Tel : +81-3-5276-3596
Fax : +81-3-5276-3002
E-mail : int.a@gx.n-koei.co.jp

Reference: PA-133- 2024

Date: 24th November 2023

To Whom It May Concern

POWER OF ATTORNEY

I, the undersigned, Yasusuke KUROSAKI, Representative Director and Senior Managing Corporate Officer of Nippon Koei Co., Ltd., having its main office at 5-4 Kojimachi, Chiyoda-ku, Tokyo 102-8539 Japan, hereby declare that by virtue of this instrument, I appoint:

Mr. Masashi SADAIE
Chief Representative of Manila Office of Nippon Koei Co., Ltd. and
Vice President for Finance of Philkoei International, Inc.

and/or

Mr. Peter S Samoza
President of Philkoei International Inc.

as Nippon Koei's true and lawful attorneys, and on behalf of and in the name of Nippon Koei, to represent it in connection with the following tasks for "Detailed Engineering Design (DED) of the Long-Term Solution of Pasig-Potrero Bridge" in the Philippines.

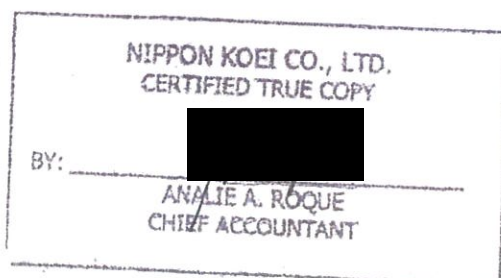
- Signing and submitting the technical and financial proposals and any related documents to the proposals
- Proceeding contract negotiations and signing and submitting contract agreements and any related documents to the contracts

In witness whereof, I have executed this document in Tokyo, Japan, on this 24th November 2023.

Yours Sincerely,



Yasusuke KUROSAKI
Representative Director and
Senior Managing Corporate Officer
Nippon Koei Co., Ltd.,





Registered No. 2559

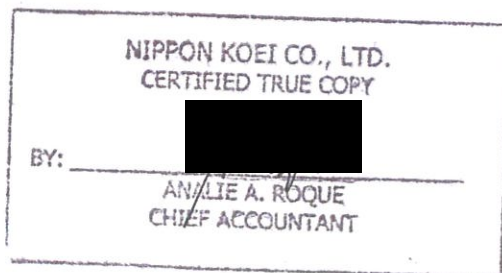
NOTARIAL CERTIFICATE

This is to certify that Ms. Kaori SHIMOYAMA, agent of Mr. Yasusuke KUROSAKI, Representative Director and Senior Managing Corporate Officer of Nippon Koei Co., Ltd., located at 5-4 Kojimachi, Chiyoda-ku, Tokyo, Japan, has stated in my very presence that said Mr. Yasusuke KUROSAKI has acknowledged himself that the signature on the attached document is his own.

Date: November 27, 2023



Notary: UKAWA Haruhiko
Notary Office
4-4-7 Kojimachi, Chiyoda-ku, Tokyo
Tokyo Legal Affairs Bureau





令和5年登簿第 2559 号
認 証

囑託人 日本工営株式会社（本店 東京都千代田区麹町5丁目4番地）代表取締役専務執行役員 黒崎 靖介 は、添付証書の署名が自己のものに相違ない旨、代理人下山香織を通じ本公証人に対し自認した。

よって、これを認証する。

令和5年 11 月 27 日、本公証人役場において
東京都千代田区麹町4丁目4番7号
東京法務局所属

公 証 人
Notary

UKAWA Haruhiko

証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

令和5年 11 月 27 日

東京法務局長

平 九 信 隆

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by UKAWA Haruhiko
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of UKAWA Haruhiko, Notary
Certified
5. at Tokyo
6. 27th November, 2023
7. by the Ministry of Foreign Affairs
8. 23- **N083565**
9. Seal/stamp:
10. Signature



MAEJIMA Tadashi

For the Minister for Foreign Affairs

NIPPON KOEI CO., LTD.
CERTIFIED TRUE COPY

BY:

ANILIE A. ROQUE
CHIEF ACCOUNTANT