



TERMS OF REFERENCE GREEN ENERGY AUCTION - 5

The Department of Energy (DOE), through the Green Energy Auction Committee (GEAC), issues this Terms of Reference (TOR) for the Green Energy Auction-5 (GEA-5) pursuant to Section 9.3 of Department Circular No. DC2021-11-0036, titled "Providing the Revised Guidelines for the Green Energy Auction Program (GEAP) in the Philippines" (the "GEAP Guidelines").

This TOR includes the following annexes:

Annex A: Auction Design

Annex B: Bonds

B1: Bid Bond

B2: Performance Bond

B2.1: Irrevocable Standby Letter of Credit

B2.2: Form of Drawing Certificate

Annex C: Instruction to Bidders

Annex D: Bidding Data, Forms, and Templates

D1: Registration Form

D2: Letter of Intent

D3: Affidavit of Undertaking (No Legal Impediment and Good Faith)

D4: Secretary's Certificate

D5: Sample Board Resolution

D6: Bid Form

D7: Affidavit of Undertaking (To Deliver Offered Capacity on Committed Delivery Commencement Date)

Annex E: Available transmission capacity and location from 2028 – 2031

Annex F: Template Work Program

Annex G: Template Supplemental Wind Energy Service Contract and Offshore Wind Energy Service Contract

Annex H: Template Renewable Energy Purchase Agreement (REPA), if available

1. GENERAL SUPPLY DESCRIPTION

1.1. The auction shall be conducted dedicated to offshore wind (OSW) technology as a FIT-Eligible Technology.

1.2. Installation Target (MW)

Delivery Commencement Period	Installation Targets in MW
2028-2030	3,300.00

Note: A summary of the available transmission capacity from 2028 – 2030 and their location is attached as Annex E for reference.

47 1.3. Supply Delivery Period (SDP)
48

49 1.3.1. Subject to Section 1.4, Paragraph 3 of Energy Regulatory
50 Commission (ERC) Resolution No. 16, Series of 2010, and the
51 Rules on Entitlement to Green Energy Tariff (GET) in the table set
52 forth in Section 1.4. hereof, the Supply Delivery Period for any GEA
53 Winning Bidder shall be twenty (20) years.
54

55 1.3.2. Notwithstanding the twenty (20)-year SDP, Winning Bidders shall
56 be entitled to GET only if their respective OSW Facilities are
57 covered by valid and effective Wind Energy Service Contracts
58 (WESC) or Offshore Wind Energy Service Contracts (OsWESC),
59 as applicable. For this purpose, a Winning Bidder shall ensure
60 compliance with applicable rules, regulations and other issuances
61 of the DOE, the material terms and conditions under its WESC or
62 OsWESC.
63

64 1.3.2.1. In cases where the SDP shall extend beyond the
65 remaining term of the WESC or OsWESC of a Winning
66 Bidder, such Winning Bidder shall, not later than sixty (60)
67 calendar days from the issuance of Notice of Award, apply
68 for the renewal of its WESC or OsWESC in accordance
69 with Section 62 of Department Circular No. DC2024-06-
70 0018, subject to terms and conditions of the
71 WESC/OsWESC and other applicable DOE rules and
72 regulations.
73

74 1.3.2.2. Any such renewal shall be subject to DOE's evaluation of
75 the Winning Bidder's compliance with the terms and
76 conditions of the current WESC or OsWESC, submission
77 of all necessary documentary requirements, and the
78 conditions imposed under the Constitution. If the DOE
79 approves the application for renewal, the Supplemental
80 WESC or OsWESC, as applicable, following the template
81 under Annex "G" shall be executed with the Winning
82 Bidder.
83

84 1.3.2.3. The Supplemental WESC or OsWESC shall be submitted
85 as part of the Post Auction Requirements. Consistent with
86 the Supplemental WESC or OsWESC, the term of the
87 WESC or OsWESC, as renewed, shall commence upon
88 the Commercial Operation Date (COD) of the OSW
89 Project.
90

91 1.4. Delivery Commencement Date, Commercial Operation Date
92

93 1.4.1. The DCD refers to the committed delivery date in the bid offered by the
94 Winning Bidder, following the format YYYY/MM/DD, subject to the terms
95 provided in Section 14 hereof.
96

1.4.2. The COD refers to the date when the OSW Facility starts actual commercial operations, marked by effectivity of its Certificate of Compliance (COC) or Provisional Authority to Operate (PAO) issued by the ERC, and the formal notification (the "Notice") of commercial operations in the Wholesale Electricity Spot Market (WESM). The COD shall be the basis for eligibility for payment of the GET, which shall commence only upon effectivity of the COC or PAO, ensuring alignment with applicable Energy Regulatory Commission (ERC) rules and regulations.

1.4.3. The following rules on the entitlement of GET shall apply: *Provided, That the payment of the GET shall commence upon effectivity of the COC or PAO consistent with Section 1.4.2, hereof.*

Scenarios	Rules on Entitlement to GET
<p>1. COD falls earlier than the DCP.</p> <p>(Ex. DCD- November 30, 2029 COD- March 30, 2027 DCP- 2028-2030</p> <p>Winning Bidder shall be paid the market price from March 30, 2027 to December 31, 2027 based on actual energy generated and duly metered in accordance with the Wholesale Electricity Spot Market (WESM) Rules.</p> <p>Winning Bidder shall be paid with GET starting from the date indicated in the Notice which shall be any date from January 1, 2028 to November 29, 2029.</p>	<ul style="list-style-type: none"> The Winning Bidder shall be paid with GET upon submission of Notice of GET availment to the following: <ul style="list-style-type: none"> a. DOE; b. National Transmission Corporation (Transco) / GEA-All Fund Administrator; and c. Market Operator. <p>The SDP shall be reckoned from the date specified in the above Notice, subject to validation by the DOE that the Winning Bidder has no legal impediment to deliver the offered capacity from the date of GET availment.</p>
<p>2. COD falls before the DCD but within the DCP.</p> <p>(Ex. DCD- November 30, 2029 COD- March 30, 2028 DCP- 2028-2030)</p> <p>Winning Bidder shall specify in the Notice the start of availment</p>	<ul style="list-style-type: none"> The Winning Bidder shall be paid based on its GET upon submission of Notice of GET to the following: <ul style="list-style-type: none"> a. DOE; b. ERC; c. Transco / GEA-All Fund Administrator; and d. Market Operator.

Scenarios	Rules on Entitlement to GET
<p>of GET which shall be any date from March 30, 2028 to November 29, 2029.</p>	<ul style="list-style-type: none"> The SDP shall be reckoned from the date specified in the above Notice, subject to validation by the DOE that the Winning Bidder has no legal impediment to deliver the offered capacity from the date of GET availment.
<p>3. COD is after the DCD, and the delay is not attributable to Force Majeure or delay in OSW Infrastructure pursuant to Sections 11 and 14, hereof.</p> <p>The Winning Bidder shall submit supporting documentation proving the delay was caused by Force Majeure, OSW Infrastructure limitations, or other supervening events beyond its control.</p>	<ul style="list-style-type: none"> The Winning Bidder shall be entitled to GET beginning on the COD, subject to the submission of Notice of GET availment to: <ul style="list-style-type: none"> a. DOE; b. ERC; c. TransCo / GEA-All Fund Administrator; and d. Market Operator The SDP shall be reckoned from the date specified in the Notice, without an proportional reduction, provided that the DOE validates that the delay is not due to the default of the Winning Bidder.
<p>4. COD is after the DCD with a delay of less than 3 years from the DCD, and such delay is attributable to the default of the Winning Bidder.</p> <p>(Ex. DCD- March 30, 2029 COD- March 29, 2032 DCP- 2028-2030)</p> <p>GET may be availed but the Performance Bond shall be incrementally drawn.</p>	<ul style="list-style-type: none"> The Winning Bidder shall be paid based on its GET beginning on the COD. However, the Winning Bidder's Performance Bond (PB) shall be incrementally drawn in accordance with Section 9.6.3 hereof and the SDP shall be reckoned from the COD. The SDP shall be proportionally reduced by the number of days the COD is delayed beyond one (1) year after the DCD. The Winning Bidder shall be paid based on its GET upon submission of Notice of GET availment to the following: <ul style="list-style-type: none"> a. DOE; b. ERC c. National Transmission Corporation (Transco)/ GEA-All Fund Administrator; and

Scenarios	Rules on Entitlement to GET
	<p>d. Market Operator.</p> <ul style="list-style-type: none"> The SDP shall be reckoned from the date specified in the above Notice, subject to validation by the DOE that the Winning Bidder has no legal impediment to deliver the offered capacity from the date of GET availment.
<p>5. COD is after the DCD, with a delay of 3 years from the DCD, and such delay is attributable to the default of the Winning Bidder.</p>	<ul style="list-style-type: none"> The Winning Bidder shall not be eligible to be paid based on its GET. The Certificate of Award, COE-GET and other documents issued in favor of the Winning Bidder shall, after due notice, be deemed revoked pursuant to Section 9.6.4 hereof.

If the Winning Bidder does not give written notice of GET availment, such Winning Bidder agrees that it shall be paid for the actual energy generated and delivered in accordance with WESM Rules until the DCD or COD, whichever comes later. For the avoidance of doubt, beginning with the DCD or COD, whichever comes later, the Winning Bidder shall be paid based on its GET.

1.5. Type of OSW Technology

1.5.1. The OSW Facility is qualified under Section 6.1 of the GEAP Guidelines.

1.5.2. The GEA-5 shall be limited to fixed-bottom OSW projects, taking into consideration the current technical, regulatory, and infrastructure readiness of the Philippine power system.

1.6. Cost and Tariff Structure

From the date of issuance of PAO/COC or the date indicated in the COE-GET, whichever comes later, the amount payable to a Winning Bidder shall be in PHP/kWh corresponding to each Winning Bidder's GET, on a pay-as-bid basis, per lot. The applicable GET shall be subject to a one-time adjustment in accordance with Section 17 of the GEAP Guidelines, as amended.

The adjustment shall account for the period between the date of COA and the DCD of the OSW Facility. In cases where the delay in attaining the DCD is attributable to the OSW Infrastructure under Section 14 hereof, the adjustment shall be computed up to the COD. However, if the delay is default of the Winning Bidder, the adjustment shall be limited to the period from the date of COA to DCD.

2. REGISTRATION OF QUALIFIED SUPPLIER

2.1. Registration of Qualified Suppliers; Preparation of Registration Documents

The Registration Period for Qualified Suppliers shall be three (3) working days, which shall commence after one (1) working day from the date of issuance of GEAR Price of ERC. Only those registration requirements that had been filed until 03:00 pm of last day of the Registration Period shall be considered and accepted.

2.2. Registration Requirements and Procedures

2.2.1. The Qualified Supplier intending to register in the GEA-5, shall submit the following documents electronically through gea.5@doe.gov.ph, copy furnished Records Management Division through doermd.receiving@gmail.com:

2.2.1.1. The duly filled out Registration Form prescribed in Annex D1 and the required attachments;

2.2.1.2. Letter of Intent (LOI) to participate in the auction addressed to the Chairperson of the GEA-BEAC following the prescribed template provided in Annex D2;

2.2.1.3. A duly notarized Affidavit of Undertaking (No Legal Impediment) in accordance which shall comply with the prescribed template in Annex D3; and

2.2.1.4. A duly notarized Secretary's Certificate or Board Resolution authorizing the signatory of the above documents to execute and file the same and participate in this auction for and on behalf of the RE Developer.

2.2.2. For the avoidance of doubt, Qualified Suppliers refer to RE Developers/Generators (a) registered with the DOE pursuant to the Omnibus RE Guidelines, Revised Omnibus RE Guidelines, as applicable, and any amendment thereof, or (b) issued with COA under the latter, eligible to participate in the GEA as determined by the GEAC under Section 6.1 of the GEAP Guidelines, as amended.

2.2.3. For OSW Projects which shall be developed in phases, the Qualified Suppliers may submit registration requirements on a per-phase basis; *Provided*, That each phase has specific DCD, a dedicated metering facility and corresponding revenue meter.

2.2.4. The complete registration requirements in ".zip" format with the file name indicated below shall be attached to the email with a subject title (see examples below).

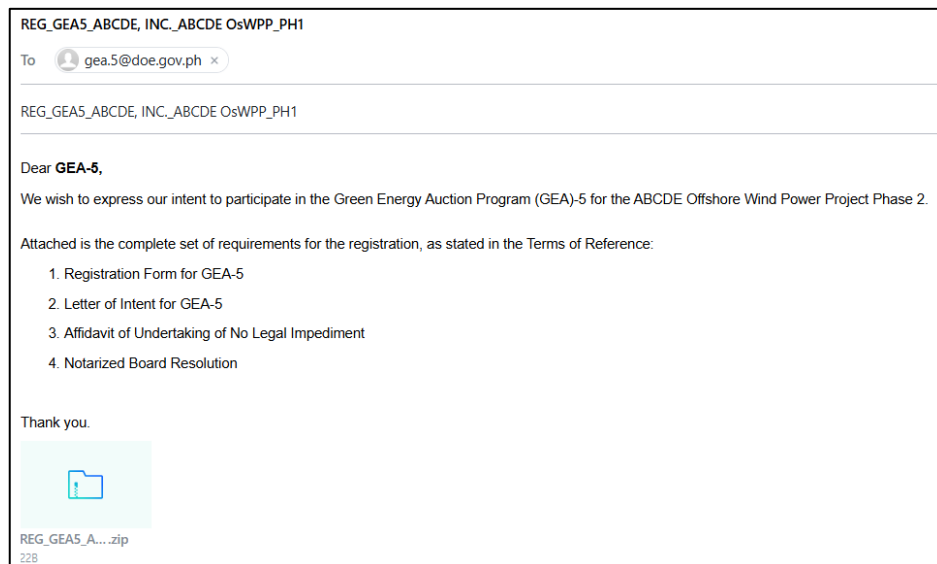
File Name and Subject Title: (Example for Ground-mounted Solar)

194
195 **REG_GEA5_ABCDE, INC._ABCDE OsWPP** (for Whole Facility)
196 **REG_GEA5_ABCDE, INC._ABCDE OsWPP_PH1** (for Phasing)
197 **REG_GEA5_ABCDE, INC._ABCDE OsWPP_PH1_UnitNo.1** (for
198 Specific Unit)
199

200 Note:

- 201
- 202 • OsWPP – Offshore Wind Power Project;
 - 203 • The Company Name should be abbreviated (e.g., ABCDE, INC.);
 - 204 • Indicate in the File Name and Subject Title and the Phase No.
205 and/or Unit No., if applicable; and
 - 206 • The File Name and Subject Title should be less than 200
207 characters.
- 208

209 Example:



227 2.2.5. The “Received” email timestamp shall be the basis for determining the
228 timeliness of filing. An auto-generated email acknowledgment to the
229 Qualified Supplier shall serve as notice of DOE’s receipt of the
230 submission.

231

232 2.2.6. Should there be multiple submissions with the same subject title, only
233 the documents submitted in the last email and received within the
234 registration period shall be considered for evaluation.

235

236 3. PRE-BID EVALUATION

237 3.1. Evaluation of Registration Documents

238

239

240 The GEAC-Technical Working Group (TWG) shall conduct an Evaluation
241 of Registration Documents within three (3) working days from the last day
242 of the Registration Period. The GEAC-TWG shall evaluate the submissions

and shall render a “Pass” or “Fail” mark depending on the completeness of the submissions of the bidder.

Failure to submit any required documents, or submission of unacceptable documents (e.g., unnotarized when notarization is required) shall be a ground for disqualification: *Provided*, That instruments executed outside the Philippines which are not apostilled shall be accepted if the Qualified Supplier’s Affidavit of Undertaking (No Legal Impediment and Good Faith) includes an undertaking to submit the original apostilled documents within thirty (30) calendar days from the last day of the Registration Period.

3.2. Notification to Qualified Bidders and Qualified Suppliers with Deficiencies

Within one (1) working day after the Evaluation of Registration Documents, the GEA-BEAC shall notify in writing the Qualified Bidders on their qualifications and the potential Suppliers who failed to comply with the registration requirements, stating therein the grounds for disqualification.

3.3. Filing of Motion/ Request for Reconsideration

The disqualified Supplier may file a Request for Reconsideration (RR) with the GEA-BEAC within three (3) working days from receipt of the written notification mentioned in Section 3.2. All relevant supporting documents must be submitted along with the RR. Upon receipt of the RR, no additional supporting documents shall be accepted. The GEA-BEAC shall resolve the RR within three (3) working days from receipt thereof. The decision of the GEA-BEAC on the RR shall be final and executory.

3.4. Posting of List of Qualified Bidders

After the period for evaluation of RR, the GEA-BEAC shall post the list of Qualified Bidders on the DOE website and send emails to such Qualified Bidders within one (1) working day.

4. PRE-BID CONFERENCE

4.1. The GEA-BEAC shall conduct a virtual Pre-Bid Conference, the schedule of which shall be posted on the DOE website.

4.2. Qualified Bidders are entitled to participate in the Pre-Bid Conference. Other stakeholders may attend the Pre-Bid Conference upon submission of a request therefor. The meeting link for the Pre-Bid Conference shall be provided through electronic mail.

4.3. Submission of Comments/Clarifications on the TOR

Qualified Bidders shall have one (1) working day within which to submit their comments, inputs or queries on the TOR, its Annexes and other relevant details of the Auction. Such period to submit shall begin after the

issuance of List of Qualified Bidders. Any comments submitted after the deadline shall not be accepted.

4.4. The Pre-Bid Conference shall address those comments, inputs or queries that were timely received. Pre-Bid Conference participants may raise questions, comments or clarifications on the TOR, its Annexes and other relevant details of the Auction which may be addressed directly therein. Additional queries/clarifications from the participants shall be accepted until 5:00 pm on the date of the Pre-Bid Conference.

4.5. GEA-BEAC Issuance of Bid Bulletin to be Posted on DOE Website

Comments, inputs or queries shall be submitted through the GEA official email. Thereafter, GEA-BEAC shall consider the comments/clarifications on the TOR, its Annexes and other relevant details of the Auction as consolidated by GEAC-TWG. The GEA-BEAC shall issue a Bid Bulletin to be posted on the DOE website not later than five (5) working days from the date of the Pre-Bid Conference containing the results of the Pre-Bid Conference, including any modification or amendment of the TOR and related documents as may be necessary. Such Bid Bulletin shall be signed by the GEA-BEAC Chair and shall be issued upon endorsement through the GEAC to, and approval of, the Secretary.

5. AUCTION PROPER

5.1. Posting of Bid Bond

5.1.1. Submission of Proof of Posting of Bid Bond

After the Posting of Bid Bulletin, Qualified Bidders shall have a period of ten (10) working days within which to submit their Proof of Posting of Bid Bond, in pdf file, through email at gea.5@doe.gov.ph. Submissions shall be accepted until 12:00 NN of the tenth working day. After the Auction Proper, Qualified Bidders shall personally submit the original copy of the Bid Bond within three (3) working days, addressed to:

Undersecretary Felix William B. Fuentebella

Green Energy Auction – Bids Evaluation & Awards Committee

Department of Energy

4th Floor, Bldg. 5, Energy Center, Rizal Drive

Bonifacio Global City, Taguig City

Telephone: (632) 8479-2900

5.1.2. A Qualified Bidder shall post a Bid Bond, in the form of Cash, Manager's Checks, or Irrevocable Letters of Credit with drawing certificate or bank guarantees as detailed in Annex B. The Bid Bond shall take effect on the date of the Auction Proper and should be valid for one hundred twenty (120) calendar days. Upon

Submission of Post Auction Requirements and due validation thereof, the Bid Bond shall be released as provided in Section 9.5.

5.1.2.1. A parent company, partner, affiliate, subsidiary, or any other third party may be allowed to secure the Bid Bond "For the Account" of the Qualified Bidder. Bonds issued by foreign banks or other financial institutions shall not be accepted, unless accompanied by the express confirmation of a local bank.

5.1.3. Evaluation of Physical Copy of Bid Bond

Upon the lapse of the period to submit mentioned in Section 5.1.1, the GEAC-TWG shall have three (3) working days to evaluate the original copy of the Bid Bond.

5.1.4. GEAC-TWG Evaluation of Proof of Posting of Bid Bond

Within two (2) working days from the lapse of the period for Submission of Proof of Posting of Bid Bond, the GEAC-TWG shall issue user-specific IDs to the respective authorized representatives of Qualified Bidders whose proof of posting of Bid Bond was duly validated, through email. For this purpose, each Qualified Bidder shall create individual email accounts for each participating OSW Project or phase thereof.

5.1.4.1. Unique IDs shall be issued to a bidder for each of its participating OSW facility or phases of the OSW Project. The GEA email shall also contain the log-in credentials to the Electronic Bidding Platform for bid submission.

5.1.5. It shall be the duty of the Qualified Bidder to: (a) acknowledge receipt of the GEA email; and (b) immediately change the default password of user-specific IDs. The Qualified Bidder agrees that the Auction Proper shall not be delayed or postponed if it is unable to participate therein by reason of its failure to comply with this Section.

5.2. Schedule of Activities

5.2.1. The Auction Proper shall be held on the day following the end of the period for the issuance of User-Specific IDs.

5.2.2. The auction has one (1) stage corresponding to the DCP with installation target. Qualified Bidders shall place and enter their bids with the corresponding DCDs, as shown below:

Opening of the Auction Platform	
9:00 AM	
2028-2030 Installation Target Auction	
9:30 AM	Auction Start
10:00 AM	Auction End
Close of the Auction Platform	
10:00 AM	

5.2.3. Upon Issuance of User-specific IDs, Qualified Bidders may log in twenty-four (24) hours before the start of the bidding process but may view only the landing page which contains the installation targets and other relevant information regarding the auction. Qualified Bidders may use this timeframe to test any log-in or platform accessibility issues. Any such issue encountered shall be reported to the GEA Secretariat through gea.5@doe.gov.ph or at mobile number provided during the Pre-Bid Conference for immediate resolution.

5.2.4. The Auction Platform shall be opened at 9:00 AM until 10:00 AM. From 9:45 AM until 10:00 AM, the Summary Page of Submitted and Accepted Bids will be accessible to the bidders and the observers.

5.2.5. Observers from Participating Qualified Bidders

5.2.5.1. The GEA-BEAC shall allow one (1) observer designated by the participating Qualified Bidders to be virtually present during the Auction Proper and observe the bidding process. A link shall be provided to the bidders' authorized representatives.

5.2.5.2. Access of the observers to the meeting platform shall be limited to viewing relevant information only.

5.2.6. Qualified Bidders' submission of observations during the Auction Proper

The Qualified Bidders' authorized representatives may submit their observations to the GEA-BEAC not later than one (1) working day after the Auction Proper.

5.3. Auction Platform and Procedures

5.3.1. This auction will be done through an Electronic Bidding Platform where Qualified Bidders shall gain access to their bid submission interface using the provided user-specific IDs for each of their OSW facilities.

5.3.2. The Electronic Bidding Platform shall feature a user interface with user-editable cells to enter the bids. The interactive Bid Form on the platform must be completed in the manner indicated therein with all the required

information filled out correctly and accurately. Upon clicking the “Submit” button in the interface, the Qualified Bidder will be prompted to confirm its bid submission. Once the bidder has confirmed, its bid will be submitted, timestamped, and stored in the Electronic Bidding Platform’s database.

5.3.3. Revisions to the submitted bids shall be allowed through the submission of new bids on the platform. Only the bid with the latest timestamp shall be considered in the ranking and stacking of offers. No revision shall be allowed beyond the bid submission period.

5.3.4. Qualified Bidders shall place their bids for each of their RE facilities, being offered in the auction with capacity in MW with three decimal places, which shall be less than or equal to the registered capacity of the facility, price in PHP/kWh with four decimal places, supply Delivery Commencement Date¹ through the Electronic Bidding Platform, using their user-specific IDs.

5.4. Qualified Bidders may offer the capacity of an OSW Facility in accordance with the rules set forth below.

5.4.1. Qualified Bidders may offer the capacity of OSW Facilities that are compliant with Section 6.1.1 of the GEAP Guidelines.

5.4.1.1 Qualified Bidders shall offer the entire or a portion of the capacity of its OSW Facility. Where only a portion of the capacity of the OSW Facility will be offered, such portion shall be covered by a separate generating unit and wholly offered: *Provided*, That the said unit/s have a dedicated metering facility and corresponding revenue meter.

5.4.2. For OSW Project with Phased-In Delivery Commitment, for which specific user-IDs have been issued, a Qualified Bidder may submit its Capacity Offer and Price Offer per phase provided that each phase has a dedicated metering facility and corresponding revenue meter.

5.4.3. When a Qualified Bidder wishes to offer the capacity of an OSW Facility, such Qualified Bidder shall place a bid therefore in the following format: capacity in MW with three decimal places, price in PHP/kWh with four decimal places, and DCD.

5.4.4. The Capacity Offer should be the registered capacity and not the average capacity per year.

5.4.5. Bids with a price offer higher than the Green Energy Auction Reserved (GEAR) Price shall be discarded automatically for being non-responsive.

¹ The “Delivery Commencement Date” is the commercial operations date of the Winning Bidder in accordance with Section 9.13 of the DOE Department Circular No. DC 2021-11-0036, DOE Department Circular No. DC2021-06-0013 and ERC Resolution No. 16 Series of 2014, and amendments thereto.

477
478 5.4.6. By submitting a bid, the Qualified Bidder agrees to the process set forth
479 under Section 7.3.7.2 below.
480

481 5.5. Receipt of Bids
482

483 5.5.1. Every successful bid submission shall generate a unique Bid ID in the
484 Electronic Bidding Platform which shall likewise be provided within the
485 platform to the bidder.
486

487 5.5.2. An automatically generated email shall be sent to the registered email
488 address of the bidder to serve as confirmation of receipt of its bid
489 submission.
490

491 **6. ELECTRONIC BIDDING PLATFORM CONTINGENT EVENTS**
492

493 6.1. If the Electronic Bidding Platform is not available at the date and time set for
494 the Auction Proper:
495

496 6.1.1. The GEA-BEAC will re-schedule the online auction which will be
497 announced within two (2) working days after the original auction
498 schedule.
499

500 6.1.2. If no schedule can be set for an online auction, the GEA-BEAC
501 may proceed with the physical or electronic submission of bids.
502 Within five (5) working days from the original auction date, the
503 GEA-BEAC shall announce the date and venue for the physical
504 or electronic submission of bids.
505

506 6.1.3. Submission of Bids Outside the Electronic Bidding Platform
507

508 6.1.3.1. The Qualified Bidders shall submit their bids on the specified date
509 and time following the Bid Form provided in Annex D6 hereof to
510 the GEA-BEAC either physically or electronically, as the case
511 may be.
512

513 6.1.3.2. If the GEA-BEAC requires the submission of bids through any
514 other online submission or electronic means, the Qualified Bidder
515 shall submit an electronic copy of its bid in a pdf file. An electronic
516 copy that cannot be opened or is corrupted shall be considered
517 non-responsive and, thus, automatically disqualified.
518

519 6.1.3.3. The GEA-BEAC shall open the Bids in public at the time, date,
520 and place specified in a separate announcement to be made by
521 the GEA-BEAC not later than thirty (30) minutes after the close of
522 submission of bids. The Qualified Bidders' representatives who
523 are virtually present shall sign a register manifesting their
524 attendance. In case of videoconferencing, webcasting, or other
525 similar technologies be used, the attendance of Qualified Bidders
526 shall likewise be recorded by the GEA-BEAC Secretariat.

6.1.3.4. In case the Bids cannot be opened as scheduled due to reasons beyond the control of the GEA-BEAC, the rescheduling will be announced through a Bid Bulletin to be posted on the DOE website.

6.2. If the Electronic Bidding Platform becomes unavailable at the time set for accessing the Summary of Submitted/Accepted Bids:

6.2.1. The GEA-BEAC shall set a new time and date for such access and renew the Qualified Bidders' login credentials for this new schedule.

6.2.2. If such online access is still unavailable, the GEA-BEAC will schedule a presentation of the initial results in public.

7. EVALUATION OF BIDS

7.1. The Electronic Bidding Platform shall not accept bids submitted beyond the closure of the submission of bids.

7.2. Immediately after the closure of the submission of bids, the GEA-BEAC shall open the bids submitted and stored in the Electronic Bidding Platform.

7.3. Ranking of Offers

7.3.1. The offers received will be ranked automatically by the Electronic Bidding Platform from the lowest to the highest bid price until the corresponding Installation Target is met. For clarity, the lowest bid prices shall be the first ones to be considered to meet the Installation Target. In the case of tie-in price offers, the bids will be ranked in accordance with the tie-breaker rules under Section 7.3.2.1.

7.3.2. The following rules for breaking a tie and for a marginal offer shall apply:

7.3.2.1. Tie-Breaker. If there is a tie in price offers, the bids will be ranked according to the target supply DCD, with the earlier date ranked first in the sorted list. Should a tie still exist, the ranking of bids shall be based on the bid timestamp where the bid with the earlier timestamp shall be ranked first.

7.3.2.2. Marginal Offer.² In consideration of marginal offers, the Installation Targets may be increased by up to 100 MW ("Cap").

7.3.2.2.1. If a bid becomes the marginal offer and a portion of the offered capacity will exceed the Cap, such bid may be included in the

² "Marginal Offer" refers to a bid, the capacity offer of which fully subscribes the remaining Installation Target for a specific Lot, and where a portion of the offered capacity exceeds such Installation Target.

572 winning bids only if the bidder agrees that its offered capacity
573 shall only be up to the Cap.

574
575 7.3.2.3. If there are several Marginal Offers caused by equal price offers
576 at auction volume margin, the tie-breaker rule shall be applied
577 according to the preceding section.

578
579 7.3.2.4. If a tie involving marginal offers exists as to price, target supply
580 DCD, and timestamp, the marginal volume shall be distributed
581 proportionately according to offered capacity, provided that the
582 bidder may opt to:

583
584 7.3.2.4.1. Agree to a reduced capacity without modifying its bid
585 price; or

586
587 7.3.2.4.2. Withdraw from the auction without forfeiting its Bid
588 Bond. In case the bidder opted to withdraw, the
589 remaining bidder shall be considered, subject to the
590 same conditions in this section.

591
592 7.3.3. The GEAC-TWG shall validate the bids as ranked and endorse to the
593 GEA-BEAC the said Bids and their corresponding capacities that make
594 up the Installation Target.

595
596 7.3.4. The GEAC-TWG shall conduct the validation mentioned in Section 7.3.3
597 within five (5) working days from the Auction Proper.

598
599 7.3.5. The GEA-BEAC shall review and endorse the results of the validation of
600 bids to the GEAC within two (2) working days from receipt thereof.

601
602 7.3.6. The GEAC shall, within five (5) working days from receipt of the GEA-
603 BEAC's endorsement, resolve the list of Winning Bidders which shall be
604 based on the accepted bids that subscribed the Installation Target.

605 606 **8. NOTICE OF AWARD (NOA)**

607 608 **8.1. Issuance of NOA**

609
610 8.1.1. Within two (2) working days, the GEAC shall endorse to the Secretary
611 the list of Winning Bidders for issuance of NOA. Within five (5) working
612 days from receipt of endorsement, the Secretary shall issue the NOA.

613
614 8.1.2. The DOE shall then issue the NOA through its website not later than one
615 (1) working day from the Secretary's approval thereof.

616 617 **9. SUBMISSION OF POST-AUCTION DOCUMENTS**

618
619 9.1. Within thirty (30) calendar days from the issuance/posting of the NOA, the
620 Winning Bidders shall submit to DOE the following:

- 622 9.1.1. Original GEA Affidavit of Undertaking to deliver the committed capacities
623 in accordance with Annex D7 of this TOR;
624
- 625 9.1.2. Original copy of the Performance Bond, the amount of which shall be
626 determined based on the formula in Annex D and in accordance with the
627 requirements in Annex B of this TOR;
628
- 629 9.1.3. System Impact Study (SIS) issued by National Grid Corporation of the
630 Philippines (NGCP);
631
- 632 9.1.4. Wind resource assessment report, including raw data, covering a period
633 of at least one (1) year;
634
- 635 9.1.5. Port infrastructure plan outlining the proposed use, development, or
636 partnership arrangements with the Philippine port facilities to support
637 construction, assembly, installation, and operation of the OSW Facilities.
638 The plan shall, at minimum include (a) identification of Philippine port
639 proposed for use; (b) description of planned activities (e.g. staging,
640 storage, assembly, operation and maintenance), corresponding major
641 and minor equipment needed, and whether these equipment will be
642 provided by the Winning Bidder and its Contractor or by port operator ;
643 (c) equipment and facilities (c) status of discussions or agreements with
644 relevant port authorities or operators; (d) assessment of the port's
645 current capacity, and upgrades and investments required; and (e)
646 timelines for port-related works aligned with project's development and
647 installation schedule;
648
- 649 9.1.6. Work Program for the construction and completion of the OSW Facility
650 (Annex F).
651
- 652 9.1.7. Supplemental WESC or OsWESC pursuant to Section 1.3.5 hereof.
653
- 654 9.1.8. Compliance with the material terms and obligations under the WESC or
655 OsWESC.
656
- 657 9.1.9. OSW Infrastructure mentioned in Section 14 of this Terms of Reference.
658

659 The foregoing documents shall be submitted by Winning Bidders
660 regardless of whether the OSW Facility/Project is covered by an
661 WESC/OsWECS or Certificate of Authority of the DOE.
662

- 663 9.2. A Winning Bidder which fails to submit and/or comply with any of the
664 foregoing post-auction documents within the prescribed period shall be
665 disqualified and its Bid Bond shall be called. The Winning Bidder agrees
666 that the Bid Bond may be called notwithstanding non-submission of physical
667 copy of Bid Bond.
668
- 669 9.3. In the event that a Winning Bidder is disqualified, the offered capacity
670 corresponding to the disqualified Winning Bidder shall be awarded to the

next-ranked Bidder/s, excluding those transferred to unsubscribed DCP, until the Installation Target is met in accordance with Section 7.3.1. hereof and subject to compliance with the same post-auction requirements in accordance with Section 9.1.

9.4. Posting of PB

9.4.1. The PB shall:

9.4.1.1. Have a minimum term of one (1) year, except that the term of the first PB shall cover any remaining period of the current year until 31 December of the next succeeding year;

9.4.1.2. Be renewed annually until sixty (60) days following COD or the commencement of supply, as the case may be, consistent with Section 9.4.3 hereof. Not later than sixty (60) calendar days prior to the expiration of the PB, the proof of renewal of the PB shall be submitted to the GEAC.

9.4.2. In every case, the OSW Facility of the Winning Bidder shall be covered by a PB which shall remain effective and in place until sixty (60) days after commencement of the committed supply or COD, as the case may be. During the sixty (60)-day period, the DOE shall validate compliance by the Winning Bidder of its supply obligations under the GEAP.

9.4.3. The PB shall be returned to the Winning Bidder upon compliance with Section 9.4.1.2.

If, after verification by the DOE, the actual capacity delivered exceeds ten percent (10%) over the Offered Capacity, the Winning Bidder shall be notified that it shall receive a COE-GET to not more than one hundred ten percent (110%) of its Offered Capacity for its OSW Facility from the DOE: *Provided*, That the transmission facility can accommodate the increased capacity.

9.4.4. The amount of the PB, or any renewal thereof, may be reduced based on actual completion of the OSW Facility subject to DOE's validation in both cases. Such validation shall be conducted during the 3rd Quarter of every calendar year until DCD or COD, as may be applicable.

For this purpose, the Winning Bidders shall submit a report containing the actual completion of, and expenditures incurred for, the OSW Facility not later than the last day of the 2nd Quarter of every calendar year.

9.5. The Bid Bond shall be released to the Winning Bidder upon posting of the PB, duly submitted to and received by the DOE through the GEA-BEAC.

9.6. The PB, or any portion thereof, shall be drawn in any of the following circumstances:

9.6.1. If a Winning Bidder fails to submit the renewed PB within the periods prescribed in Section 9.4.1.2, the DOE, without the need of notice to the Winning Bidder, shall call the PB for the current year and hold the same as cash bond, until the Winning Bidder shall have submitted a renewed or replacement PB compliant with the requirements therefor.

In the event that the PB is called pursuant to this Section and the Winning Bidder fails/omits to submit a renewed or replacement PB before the end of the current year, the cash bond shall stand as the PB of the Winning Bidder and may be drawn in accordance with the terms herein. In such event, the Winning Bidder shall not be allowed to replace the cash bond.

9.6.2. If the capacity of the RE Facility indicated in the COE-GET issued in relation to GEA-5 is less than 90% of the Offered Capacity submitted by the Winning Bidder, the PB shall be partially drawn in proportion to the difference between 90% of the Offered Capacity and the capacity indicated in the COE-GET;

9.6.3. If the Winning Bidder fails to deliver on the DCD and (a) the delay is due to its fault, and (b) does not exceed three (3) years from the DCD, one-tenth (1/10) of one (1) percent of the PB shall be drawn for every day of delay as penalty. Further, when the period of delay exceeds one (1) year counted from the DCD, such delay beyond the 1-year period until COD shall be deducted from the SDP without need for amendment of the REPA.

9.6.4. If the delay is three (3) years from the DCD and the delay is due to its fault, PB shall be drawn in full, the Certificate of Award, COE-GET, and other documents issued in favor of the Winning Bidder shall, upon due notice, be deemed revoked, and the Winning Bidder shall not be entitled to the GET for the Offered Capacity: *Provided*, That the vacated capacity shall not be filled up with the capacity offer of the next-in-line Bidder/s in the ranking of bids.

10. CERTIFICATE OF AWARD (COA)

10.1. The DOE shall issue a Certificate of Award to each Winning Bidder that timely submits the post-auction documents mentioned in Section 9 hereof within thirty (30) working days from the date the GEAC affirms that the post-auction documents are in order. For this purpose, the GEAC shall act on the post-auction documents at ten (10)-working-day intervals.

10.2. The DOE shall endorse the Winning Bidder to the following government agencies and entities along with the issuance of COA and Certificate of Energy Project of National Significance (CEPNS), if not yet availed:

- 771 10.2.1. National Transmission Corporation (TransCo) for the issuance of
772 REPA. TransCo shall issue the REPA to the Winning Bidder for
773 signing within five (5) working days from the submission by the
774 Winning Bidder of all required documents.
775
- 776 10.2.2. Philippine Ports Authority (PPA) for the development/upgrade of
777 necessary port/s consistent with the DOE-PPA Memorandum of
778 Agreement (MOA) dated _____ on _____(?) and
779 aligned with the specific requirements of OSW Project pursuant to
780 Section 9.1.5 of this TOR. The queueing of OSW Project for port
781 utilization shall be based on the ranking of winning bidders pursuant
782 to Section 7.1 hereof.
783
- 784 10.2.3. NGCP for the inclusion of the OSW Facility as a committed project
785 under the Transmission Development Plan (TDP), and to deliver the
786 needed connection and related transmission facilities to ensure
787 timely and successful commissioning of the OSW Facility pursuant
788 to relevant provisions under Republic Act No. 9513.
789
- 790 10.2.4. Board of Investments for the processing and issuance of the Green
791 Lane Certificate, if not yet availed.
792
- 793 10.2.5. Other government agencies (Department of Transportation,
794 Department of Environment and Natural Resources, National
795 Commission on Indigenous Peoples, Department of Interior and
796 Local Government, Philippine Coast Guard, Local Government Units,
797 among others) to expedite processing of necessary permits and
798 clearances under the DOE's CEPNS.
799

800 **11.EFFECTS OF FORCE MAJEURE AFTER THE ISSUANCE OF CERTIFICATE** 801 **OF AWARD** 802

- 803 11.1. 'Force Majeure' (FM) refers to an extraordinary event not foreseeable or
804 avoidable, or to an event that could not be foreseen, or which, though
805 foreseen, is inevitable to happen, and is beyond the will, control,
806 participation, and influence of the Winning Bidder.
807
- 808 11.2. This further refers to an event or circumstance generally caused: (a) by
809 nature, such as but not limited to, fires, floods, typhoons, or other
810 catastrophes, or natural calamities; and/or (b) by the acts of man, such as
811 but not limited to, war, national emergencies, revolution, riot, insurrection,
812 civil unrest, or any other similar violent or threatening actions. It may likewise
813 pertain to any analogous event that may relate to a power system
814 emergency or transmission system issue that shall affect the continuity of
815 delivery of power by the Winning Bidder. For the avoidance of doubt, the
816 circumstances set forth in Section 14 hereof shall be considered FM event.
817
- 818 11.3. FM shall be invoked not later than five (5) working days from the Winning
819 Bidder's knowledge that FM exists. The claim of FM shall be addressed to
820 the GEAC and supported by proof that:

- 821
822 11.3.1. The FM exists;
823 11.3.2. The event/s occurred independent of the will of the RE Developer;
824 11.3.3. The event/s rendered it impossible for the RE Developer to fulfill its
825 obligations in a normal manner; and
826 11.3.4. The RE Developer is free of participation in, or aggravation of, the
827 injury to the DOE.
828

829 11.4. The Winning Bidder shall be given an additional period to comply with the
830 Post Auction Requirements if such Winning Bidder proves that FM
831 prevented compliance with the said requirements within the period
832 prescribed in Section 9.1.
833

834 11.5. The Winning Bidder affected by FM shall be excused from the performance
835 of its obligation to deliver the capacity offered on DCD to the extent caused
836 by FM. The Winning Bidder shall not be liable for any delay or damages
837 arising from such failure to perform: *Provided*, That the Winning Bidder has
838 complied with the Post Auction Requirements.
839

840 The Winning Bidder affected by FM shall be granted an extension to
841 commence delivery of supply. Such an extension period shall be equivalent
842 to the duration of FM. Failure to deliver after the period of extension shall
843 cause the calling of the PB in full or in part in accordance with Section 9.6
844 hereof.
845

846 If the Winning Bidder establishes that the delay due to FM will materially and
847 adversely affect the feasibility of the Bids, such Winning Bidder may
848 nominate another RE Facility, as replacement. Such replacement RE
849 Facility shall develop the same type of RE resource, be located within the
850 same grid, and have the same offered capacity and price as the Winning
851 Bidder's OSW Facility except that the DCD of the former may be one (1)
852 year later than the committed DCD. Should a Winning Bidder choose this
853 option, it must post the PB and renew the same annually in accordance with
854 Section 9.4.1.2 until delivery and validation of the replacement OSW Facility.
855

856 11.6. Force Majeure and OSW Infrastructure
857

858 11.6.1. The DOE may consider an extension of the DCD if the OSW
859 Infrastructure, such as grid connection, port readiness, or other
860 enabling facilities, are not completed by the target date for their
861 availability or operation as indicated in Annex H submitted by the
862 Winning Bidder, and there are supervening developments or events
863 of such significance that they reasonably warrant exceptional
864 consideration in relation to project timelines, in accordance with
865 DOE Department Circular No. DC2024-06-0018 or the Revised
866 Omnibus RE Guidelines, the GEAP Guidelines, and other
867 applicable issuances.
868

869 11.6.2. Such extension shall correspond only to the period of delay in the
870 completion of the relevant OSW Infrastructure and the duration

reasonably necessary to complete the construction and commissioning activities of the OSW Facility leading up to the DCD, subject to DOE's evaluation and approval.

11.6.3. If the delay in the completion of the OSW Infrastructure occurs without the fault of a Winning Bidder, the DOE shall not draw on the PB of the Winning Bidder. For the avoidance of doubt, the PB may be drawn only upon the occurrence of any circumstances under Section 9.4.

12. ISSUANCE OF CERTIFICATE OF ENDORSEMENT FOR GREEN ENERGY TARIFF (COE-GET)

12.1. The Winning Bidder shall be issued with COE-GET by the DOE upon submission and validation of the following:

- a) Proof of WESM registration;
- b) Copy of the GEA COA; and
- c) Written declaration of attainment of Successful Commissioning and submission of NGCP's FCATC and Generating Unit Capability Test Certificate (GUCT) for grid-connected facilities, or any equivalent documents showing proof of Successful Commissioning for embedded facilities; and Conduct of DOE on-site validation.

12.2. The COE-GET shall be processed according to Section 6 of the DOE Department Circular No. DC2013-05-0009.

12.3. The Winning Bidder shall secure COC by complying with the procedures outlined in ERC Resolution No. 17, Series of 2023.

12.4. The COE-GET shall reflect the capacity of the OSW Project as stated in the COC issued by the ERC or in FCATC and GUCT issued by the NGCP.

13. ASSIGNMENT OF CERTIFICATE OF AWARD AND/OR COE-GET

13.1. Any assignment by the Winning Bidder of its COA and/or COE-GET, whether made prior to or after the DCD, shall be allowed only upon prior approval by the DOE of the assignment of the RE Contract covering the OSW Facility with the Winning Bid.

13.2. In the event of project failure attributable to the fault of the Winning Bidder, such as failure to achieve the DCD or COD within the prescribed period, DOE recognizes the **"step-in rights"** of the Winning Developer's Lenders to ensure project continuity.

Subject to DOE approval and compliance with applicable requirements, a substitute entity designated by the Lenders may be allowed to assume the project, provided it demonstrates the technical, legal, and financial capability to fulfill the material terms and obligations under the WESC/OsWESC, this TOR and other applicable issuances.

To effect this arrangement, the DOE and the Winning Bidder shall enter into a Supplementary OsWESC, incorporating the terms of the substitution and ensuring continued alignment with the auction results and project milestones.

13.3. Upon the approval of the RE Contract assignment, the DOE shall:

13.3.1. Issue the COA in the name of the Assignee;

13.3.2. Amend the COA to substitute the Assignee as the Winning Bidder;

13.3.3. Issue the COE-GET in the name of the Assignee; or

13.3.4. Amend the COE-GET to substitute the Assignee as the Winning Bidder.

14. OSW Infrastructure Support

14.1. The DOE recognizes the need for timely installation, construction and completion of the pertinent and necessary infrastructure, particularly the port and transmission/distribution grid systems (the “**OSW Infrastructure**”) to ensure that the Winning Bidder can meet its committed DCD.

14.2. All Winning Bidders shall indicate in their Post-Auction documents all OSW Infrastructure it deems necessary to comply with the DCD, including the target date for the completion and operations of the port and transmission/distribution systems aligned with the results of SIS. In this regard, the Qualified Supplier shall submit a Gantt Chart, in the form provided in Annex F, as part of its bid, showing the specific milestones necessary to meet the DCD of its OSW Facility, including the target completion of the necessary OSW Infrastructure. Beginning on the issuance by the DOE of the NOA, the Winning Bidder shall submit a monthly report to update the DOE of the progress of its OSW Facility and the OSW Infrastructure.