

Title of Manual	Document No.		
SYSTEM PROCEDURES MANUAL	QMS-03F3		
Department/ Process Owner	Effective Date		
BUSINESS RESEARCH AND	September 1, 2021		
DEVELOPMENT DEPARTMENT			
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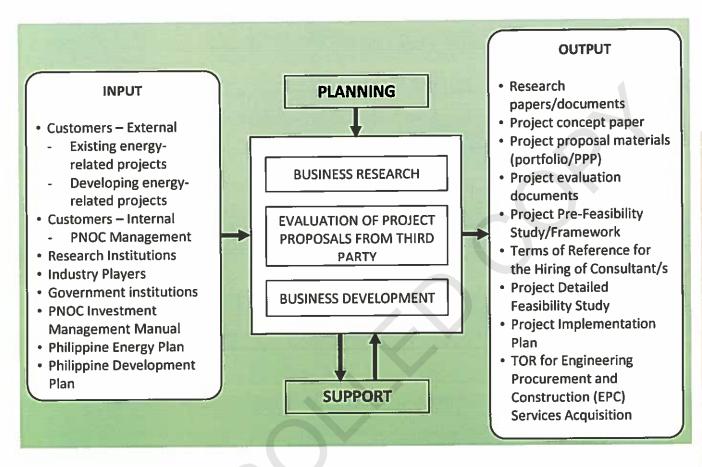
DOC NO.	DOCUMENT TITLE	REV NO	EFFECTIVITY DATE
	BRDD CONTEXT DIAGRAM	1	June 7, 2021
BRD-01	EVALUATION OF NEW PROJECT PROPOSALS FROM THIRD PARTIES	2	September 1, 2021
BRD-01A1	Checklist of Data/Information Requirement for Evaluating Project Proposals Submitted to PNOC	0	September 30, 2020
BRD-02	BUSINESS RESEARCH	2	September 1, 2021
BRD-03	BUSINESS DEVELOPMENT	3	September 1, 2021

Rev. No.	Affected pages/ section	Revision History
0	-	New version of PNOC QMS; to include PNOC Energy Supply
		Base and PNOC Industrial Park.
1	1	Change in effectivity dates and signatories
2	1	Change in effectivity dates
3	1	Change in effectivity dates
4	1	Change in effectivity dates

Prepared by	Reviewed by	Approved by
M. D. Bausas	M. R.C. Raymundo	Aţty. R. C. Chua
Process Owner	Designated Project Development Officer V	SVP Energy Investments



Context Diagram Business Research and Development Department



Narrative:

The Business Research and Development Department was created by virtue of GCG Memorandum Order number 2018-05.

The primary objective of the department is to provide the PNOC Management with viable business ideas and concepts, projects/business ventures for possible implementation. The department shall also provide recommendations on strategies for the acquisition, development and commercialization of energy and energy related technologies and system.

The department conducts research on energy-related ventures, then conceptualizes and prepares a project concept paper which is either internally generated from the department's business research activity and/or proposal/s from a third party or external source.

The project concept/framework is developed into a project proposal based on desk study of technical, economic, financial, environmental and other relevant information on existing



Context Diagram Business Research and Development Department

and emerging technologies. This is presented to PNOC Management and Board to solicit approval to undertake Detailed Feasibility Study to determine the feasibility and viability of implementing the proposed business/project.

The completed Detailed Feasibility Study shall be subsequently submitted to the Investment Appraisal Committee for review and evaluation. After the project is determined viable by the IAC, the same will then be endorsed to and approved by the PNOC Management and the PNOC Board of Directors. After acquiring Board approval for the project, this will be presented to the National Economic and Development Authority (NEDA), NEDA-Investment Coordination Committee and/or the NEDA Board for final approval for implementation.

Approved projects with corresponding implementation plan that include mobilization, logistics and administrative, financial, technical and engineering requirements are submitted to the Project Management Department for implementation.

Rev. No.	Affected pages/ section	Revision History
0	•	New version of PNOC QMS; to include PNOC Energy Supply Base and PNOC Industrial Park.
1	2	Change of effectivity date and signatories

Prepared by	Reviewed by	Approved by
M/D. Bausas	M. R. & Raymundo	Atty. R. C. Chua
Process Owner	Designated Project Development Officer V	SVP Energy Investments

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	EVALUATION OF NEW PROJECT	2	1 of 9
	PROPOSALS FROM THIRD PARTIES		

1. Objective

To ensure the timely and complete evaluation of new project proposals submitted by third parties to PNOC.

2. Scope

This document outlines the processes and guidelines by which the Business Research and Development Department (BRDD) evaluates all new project proposals PNOC receives from third parties. It starts with the receipt of proposals by the BRDD Department Manager, and ends with the submission of project proposal evaluation reports to the PNOC Management.

3. References

Project Proposals
Checklist for Evaluating Project Proposals
Philippine Energy Plan
Philippine Development Plan
Other proposal-relevant data from related government agencies and private entities

4. Definitions and Abbreviations

- a. Project Proposal refers to the document received by PNOC containing the proponent's project proposal for PNOC to embark in.
- b. PNOC Strategic Planning Workshop results refers to the document that contains the results of the annual PNOC Strategic Planning Workshop, which outlines the company's strategic direction for the year.
- c. Philippine Energy Plan refers to the publication of the Department of Energy (DOE) that outlines the overall status of, and outlook and plans for, the Philippine Energy Industry.
- d. Philippine Development Plan refers to the publication of the National Economic and Development Authority that outlines the overall status of, and outlook and plans for, the Philippine economy.

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- e. Other proposal-relevant data/information from related government agencies and private entities refers to data/information needed from both government agencies and private entities related or needed in the evaluation of the proposals.
- f. MOU Memorandum of Understanding
- g. NDA Non-Disclosure Agreement

5. Policies and Guidelines

PNOC, as an operating company, should have an evaluation function for project proposals submitted by third parties. This function is handled by the company's Business Research and Development Department (BRDD). The department shall be responsible in conducting due diligence on proposals offered to PNOC by prospective private partners. This function of the BRDD ensures that the submitted project proposals are feasible, viable and aligned with the vision, mission, goals and strategies of the company, of the Department of Energy, and of the Philippine Government as a whole.

The said function also ensures that the PNOC Management has ample justification to proceed to further develop the proposals submitted, or otherwise.

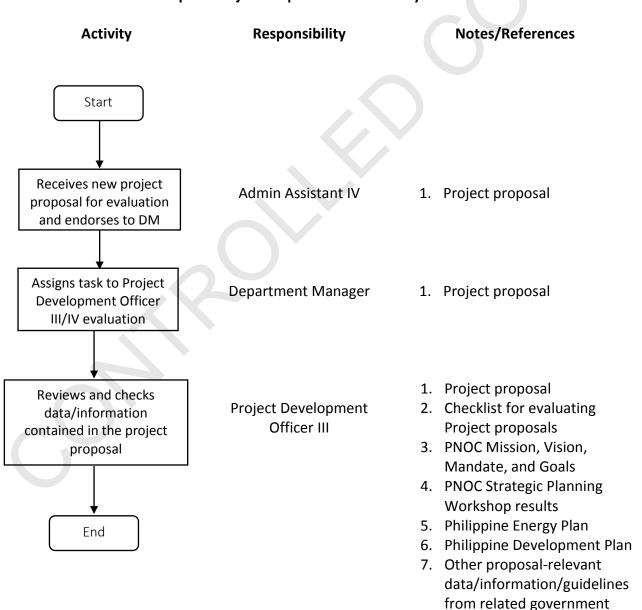
agencies and private entities

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6. Details

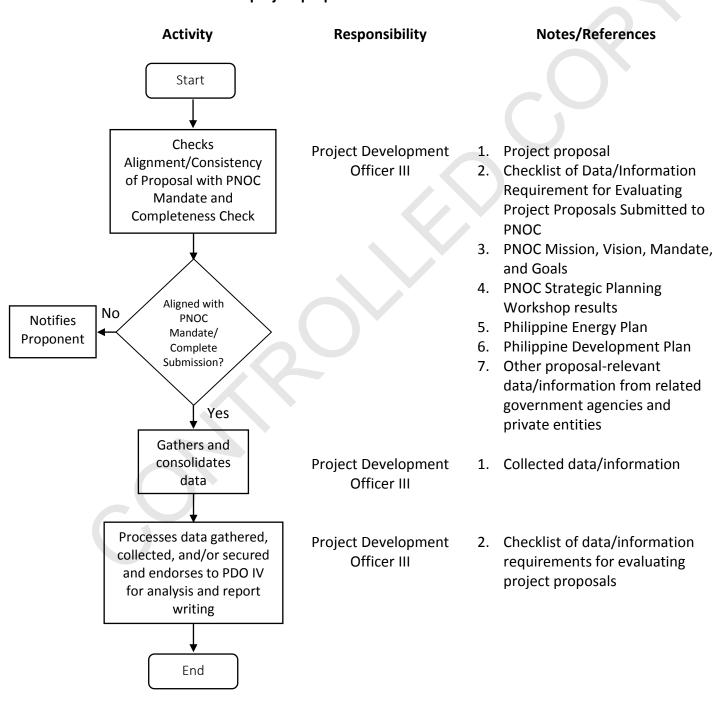
6.1 Evaluation of Project Proposals from Third Parties

6.1.1 Receipt of Project Proposals submitted by Third Parties



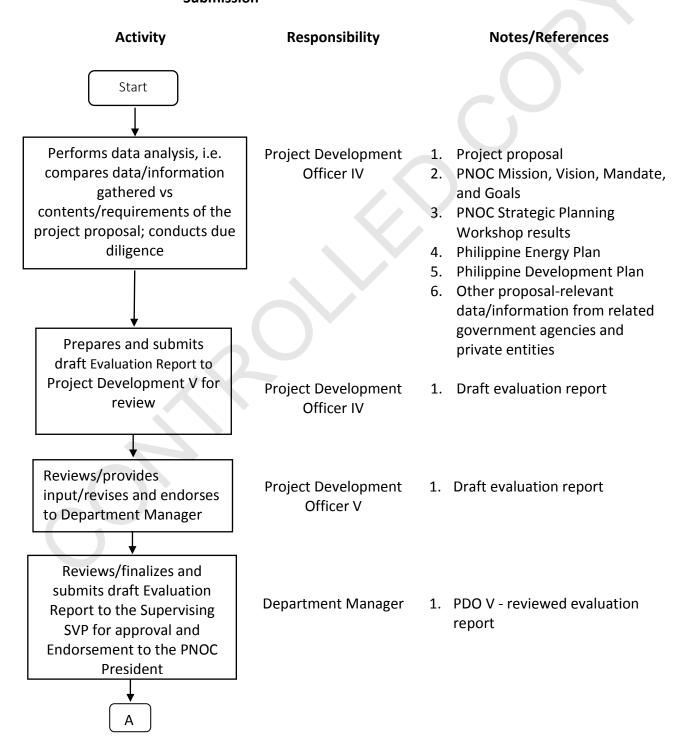
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6.1.2 Data Gathering and Processing of information for the evaluation of the project proposal



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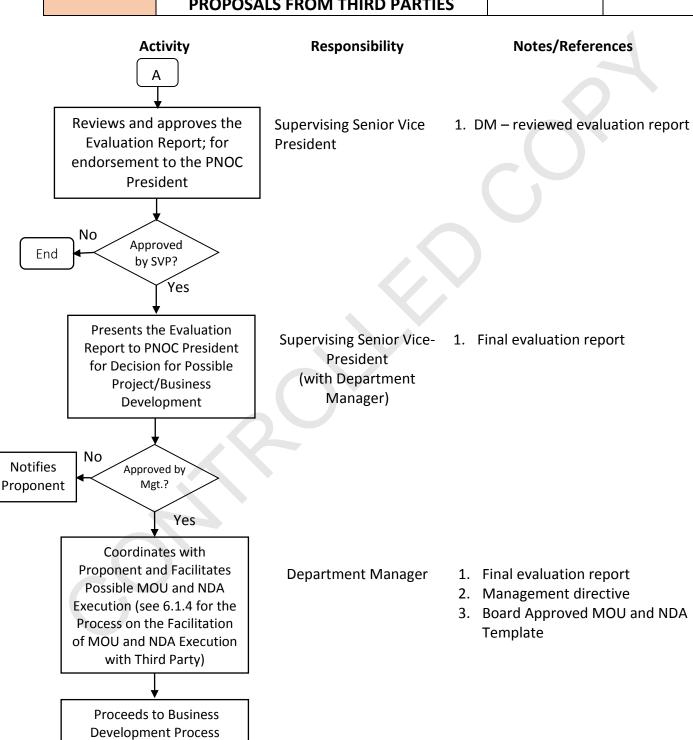
6.1.3 Project Proposal Evaluation, Data Analysis, Report Writing, and Submission





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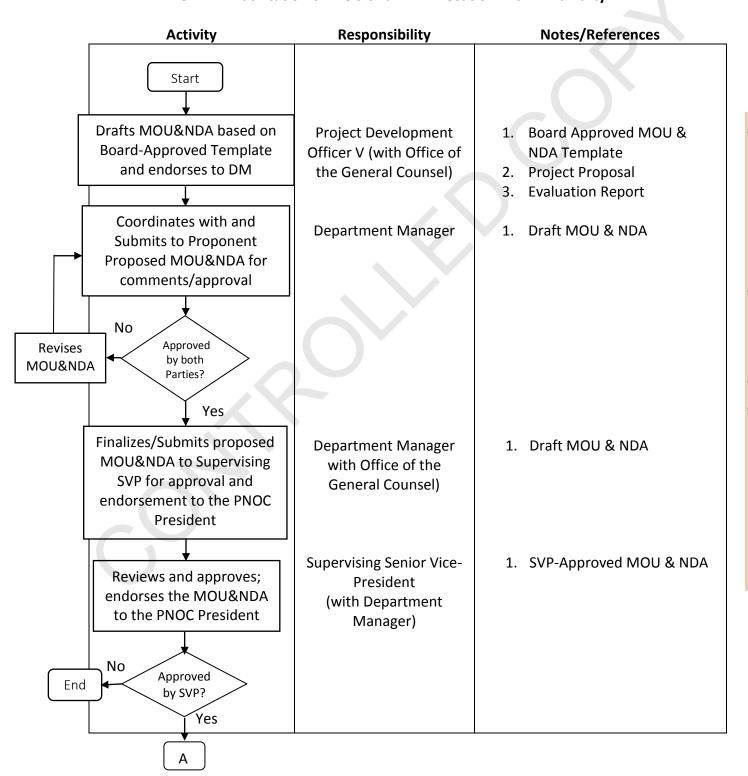
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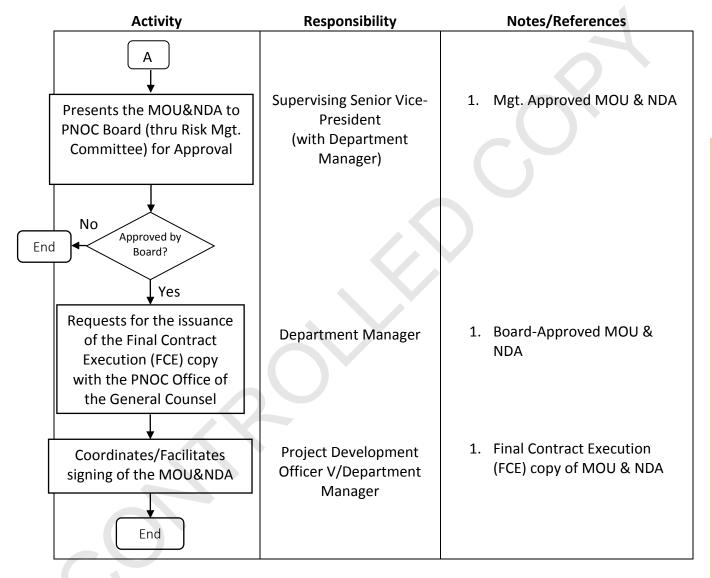
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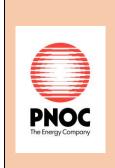
6.1.4 Facilitation of MOU and NDA Execution with Third Party



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7. Records and Files Generated

- a. Project Proposals
- b. Checklist for Evaluating Project proposals
- c. Final Evaluation Report on New Project Proposals submitted by Third Parties
- d. Final Letter acknowledgement/reply to the project proponent
- e. MOU and NDA

8. Attachment

Sample Forms

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0		New version of PNOC QMS; to include PNOC Energy Supply
		Base and PNOC Industrial Park.
1	Sections 4, 6 and 7	Updates on Sections 4, 6 and 7
2	Section 6	Revision on Section 6 under Activity, Responsibility and
		Notes/References columns
	All	Change in effectivity date

Prepared by	Reviewed by	Approved by	
M. D. Bausas	M. R. C. Raymundo	Atty. R. C. S	nua
Process Owner	Designated Project Development Officer V	SVP Energy Inves	stments

PHILIPPINE NATIONAL OIL COMPANY

Checklist of Data/Information Requirement for Evaluating Project Proposals Submitted to PNOC

Part I. Project Proponent Details

No.	Components	Details	Remarks, if any
1	Company Name		
2	Business Address		
3	Telephone Number		A
4	Fax Number		
5	Contact Person, Contact Number,		
	and Position		
6	No. of Years in Operation		
7	Brief Background of the Company		
8	Field of Specialization/Projects of		
	Interest		
9	Organizational Structure		
10	Ownership Structure		
11	Key Personnel in the Organization		
12	Organizational Affiliation, if any		
13	List of Completed Projects, if any		
14	List of Completed and Current		
	Projects Related to the proposed		
	project		
15	Financial Statements for the last five		
	(5) years		

Part II. Project Proposal

		Initial Evaluation			
No.	Components	YES	NO	Not Applicable (NA)	Remarks, if any
1	Formal Letter of Intent (LOI)				
2	Complete Project Proposal with the following components: a. Executive Summary b. Technical Aspect c. Marketing Aspect d. Financial Aspect (with complete Project Economics and Analysis) e. Socio-economic Aspect f. Environmental Aspect g. Legal Aspect h. Proposed Business Model				
3	Desired Implementation Arrangements a. Government to Government Transaction b. Joint Venture c. Private-Public Partnership (PPP)				

	d. Others		
4	Basic Contractual Terms and Conditions on the Obligations of the following:		
	a. Government		
	b. Private Entity		
5	Term of References (TORs) of both parties		
6	Level of Participation expected from the Government		
7	List of Technologies to be Offered: a. Materials (e.g., Basic Engineering Designs, Layout of project components/facilities, Design Capacity etc.)		
	b. Equipmentc. Infrastructured. Services		
	e. Others, if any		
8	Environmental Aspect		
9	Social Aspect		
10	Project Estimated Cost and Expenses		
11	Source of Financing	·	
12	Project Timeline		
13	Expected Outcomes and Outputs		

Part III. Initial Evaluation and/or Recommendation

Rundate: Nov. 10, 2020

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1. Objective

To undertake research and development of energy related project ideas, and provide the PNOC Management with feasible project concept and prepare all necessary requirements for approval

2. Scope

Conceptualization of projects (internally generated) emanating from the directive from the Board and Management and/or conduct of market and environmental scanning, data collection, and locating possible investment opportunities for the company for review of and endorsement by the PNOC Management to the PNOC Board for its approval.

3. References

GCG Memorandum Order 2018-05, Reorganization of the Philippine National Oil Company

Presidential Decree (PD) No. 334, as amended

Philippine Development Plan

Philippine Energy Plan

Republic Act No. 8479, Downstream Oil Industry Deregulation Law

Republic Act No. 9136, Electric Power Industry Reform Law

2013 Revised Guidelines and Procedures for Entering Into Joint Venture (JV) Agreements Between Government and Private Entities

Republic Act No. 6957, as amended by RA 7718, BOT Law

Republic Act No. 9184, Government Procurement Reform Law

GCG Memorandum Circular No. 2012-06, Ownership and Operations Manual Governing the GOCC Sector

Republic Act No. 7638, Department of Energy (DOE) Law

PNOC's Strategic directions

Other proposal-relevant data from related government agencies and private entities

4. Definitions and Abbreviations

- 1. BRDD Business Research and Development Department
- 2. GCG Governance Commission for Government Owned and Controlled Corporation
- 3. Philippine Energy Plan refers to the publication of the Department of Energy (DOE) that outlines the overall status of, and outlook and plans for, the Philippine Energy Industry.

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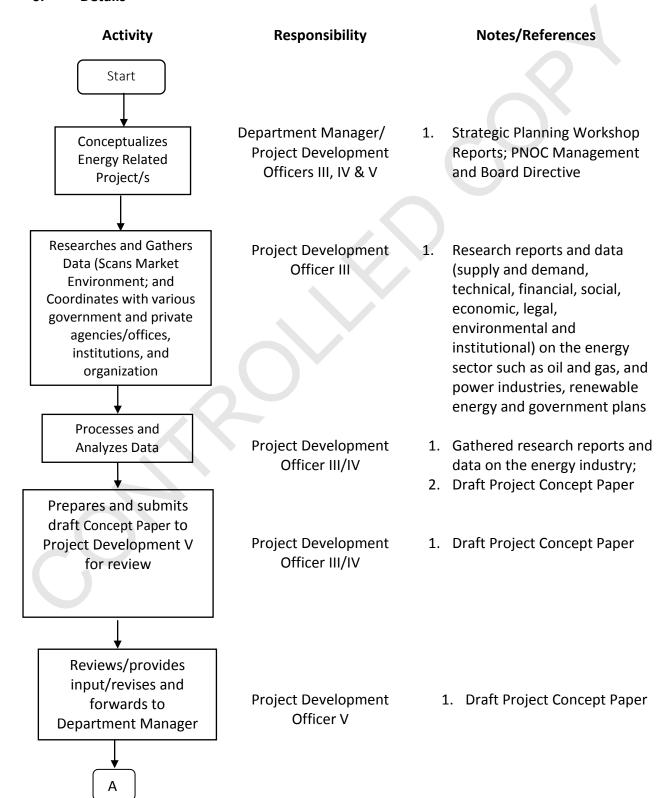
4. Philippine Development Plan – refers to the publication of the National Economic and Development Authority that outlines the overall status of, and outlook and plans for, the Philippine economy.

5. Policies and Guidelines

The Business Research and Development Department (BRDD) was created and approved under the new Table of Organization of the Philippine National Oil Company (PNOC) under GCG Memorandum Order 2018-05. The department shall become PNOC's 'sponge' in absorbing new concepts and technologies that could be viable for implementation. It shall be responsible in conducting the required research and scan of the energy and energy-related industries in aid of developing concept papers for different energy and energy-related technologies and systems.

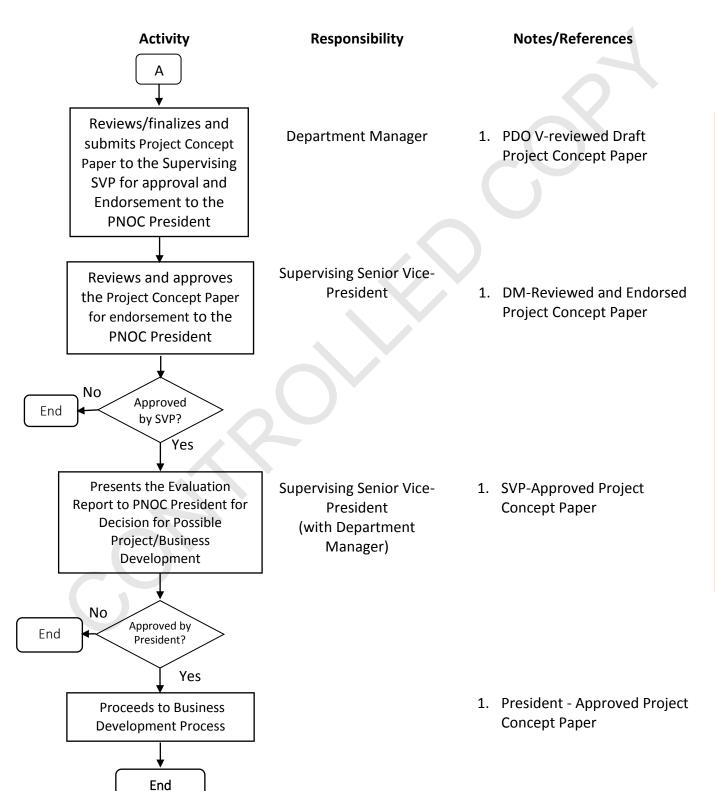
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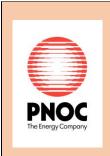
7. **Records and Files Generated**

Project Concept Paper

8. **Attachment**

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0		New version of PNOC QMS; to include PNOC Energy Supply
		Base and PNOC Industrial Park.
1	Section 6	Updates on Section 6
2	Section 6	Revision on Section 6 under Activity, Responsibility and
		Notes/References columns
	All	Change in effectivity date

Prepared by	Reviewed by	Approved by
M. D Bausas	M. R. C. Raymundo	Atty P. C. Chua
Process Owner	Designated Project Development Officer V	SVP Energy Investments



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BUSINESS DEVELOPMENT	3	1 of 28

1. Objective

To formulate and design business development proposals and project feasibility studies based on the results of the Department's energy researches and concepts, which PNOC can venture into.

To recommend strategies to the PNOC Management for the acquisition, development and commercialization of energy related technologies and systems for possible implementation.

2. Scope

The scope starts with a project concept (which is either internally generated from the department's business research activity or proposal/s from external source) developed into a project proposal with complete and reliable technical, economic, financial, environmental and other relevant information on existing and emerging technologies to be approved by the PNOC Management and/or the concerned Approving Authority (AA) for possible implementation.

3. References

Internally Generated Project Concept Papers

Project Proposals Submitted by Third Party

PNOC Investment Management Manual

Operations Manual on the NEDA-ICC Approval Process and ICC Secretariat

GCG Memorandum Order 2018-05

GCG Memorandum Circular No. 2013 - 03 (Re-issued)

Presidential Decree (PD) No. 334, as amended

Philippine Development Plan

Philippine Energy Plan

Republic Act No. 8479, Downstream Oil Industry Deregulation Law

Republic Act No. 9136, Electric Power Industry Reform Law

2013 Revised Guidelines and Procedures for Entering Into Joint Venture (JV) Agreements between Government and Private Entities

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Republic Act No. 7638, Department of Energy (DOE) Law

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PNOC's Strategic directions

Other proposal-relevant data from related government agencies and private entities

4. Definitions and Abbreviations

AA	Approving Authority
BAC	Bids and Awards Committee
ВОТ	Build-Operate-Transfer
DFS	Detailed Feasibility Study
DM	Department Manager
GCG	Governance Commission for Government Owned and
	Controlled Corporation
GOCC	Government Owned and Controlled Corporation
ICC	Investment Coordination Committee
IAC	Investment Appraisal Committee
JV	Join Venture
JV-SC	Join Venture – Selection Committee
NEDA	National Economic and Development Authority
PDO	Project Development Officer
PPP	Public-Private Partnership
Pre-FS	Preliminary Feasibility Study
SVP	Senior Vice President
TOR	Terms of Reference
Philippine Energy Plan	Refers to the publication of the Department of
	Energy (DOE) that outlines the overall status of, and
	outlook and plans for, the Philippine Energy Industry.
Philippine Development Plan	Refers to the publication of the National Economic
	and Development Authority that outlines the overall
	status of, and outlook and plans for, the Philippine
	economy.

5. Policies and Guidelines

The Business Research and Development Department (BRDD) was created and approved under the new Table of Organization of the Philippine National Oil Company (PNOC) under GCG Memorandum Order 2018-05. The department shall become PNOC's 'sponge' in absorbing new concepts and technologies that could be viable for implementation. It shall be responsible in conducting the required research and scan of the energy and energy-related industries in aid of developing concept papers for different energy and energy-related technologies and systems.

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The BRDD is likewise responsible in developing the concept papers or framework studies into full-fledged Feasibility Studies with complete Business Plans, or as references for the procurement of third parties for the conduct of separate Feasibility Studies, if strongly warranted. BRDD shall be responsible for securing the necessary approvals, both internally and externally, for the implementation of the proposed project/business. Once approval for implementation is secured, the project may now be turned over to the Project Management Department.

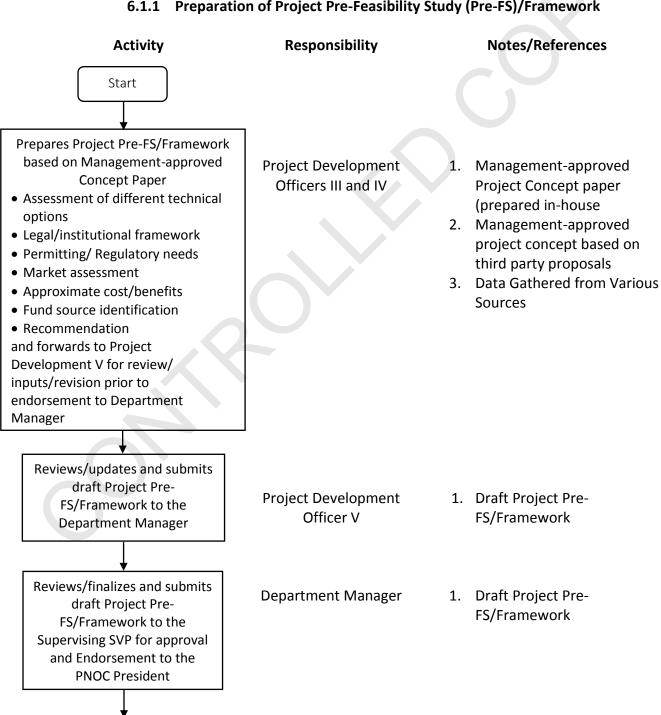
DNOC
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Details 6.

Solicited Projects

6.1.1 Preparation of Project Pre-Feasibility Study (Pre-FS)/Framework





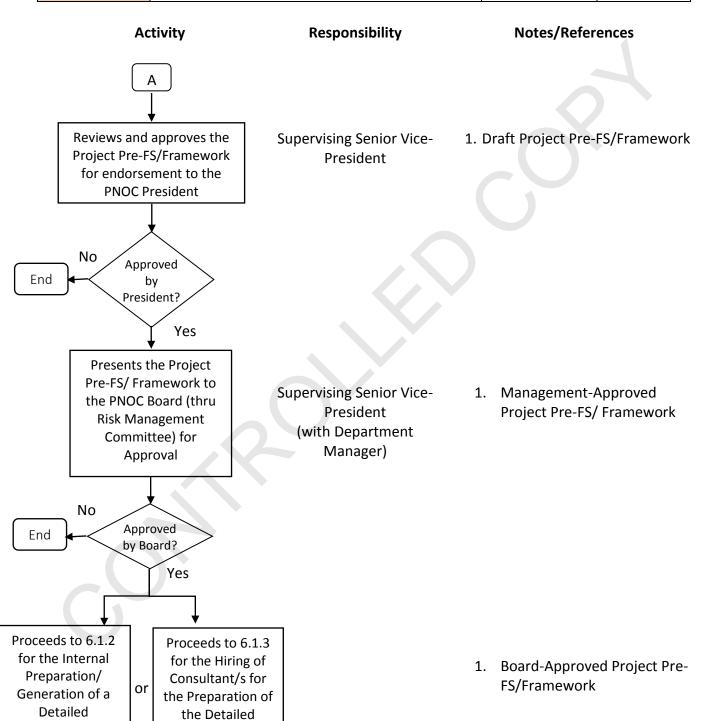
Feasibility Study

(DFS)

Feasibility Study

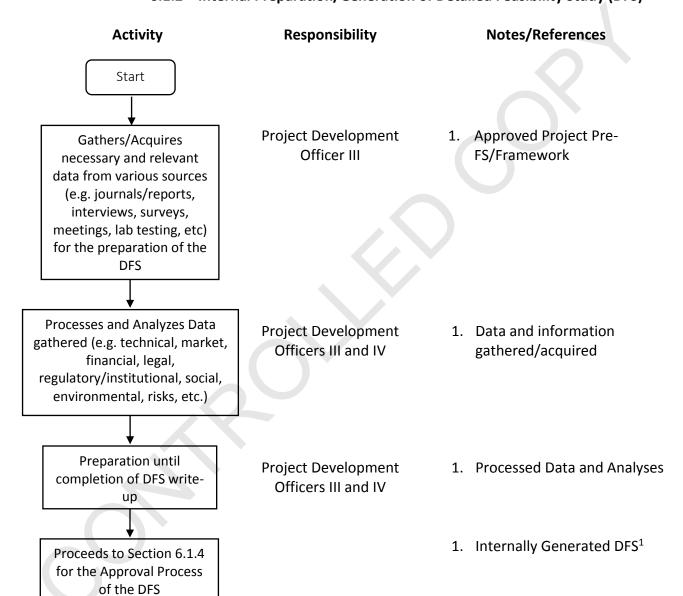
(DFS)

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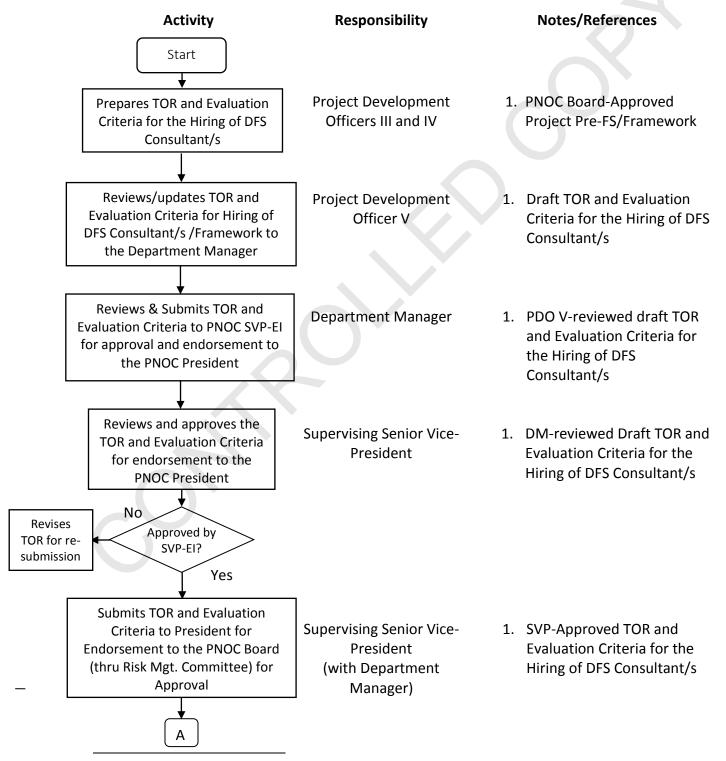
6.1.2 Internal Preparation/Generation of Detailed Feasibility Study (DFS)



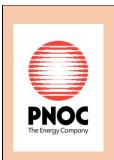
¹ DFS shall include the detailed implementation plan of the project

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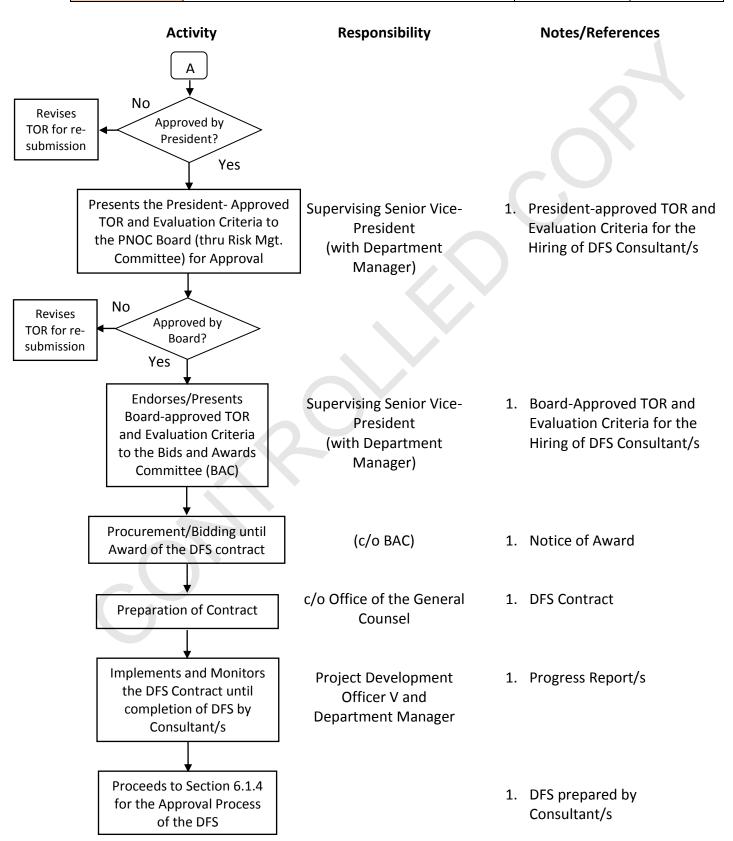
6.1.3 Engagement of Consultant/s for the Conduct of the Detailed Feasibility Study (DFS)²



² DFS preparation for project proposals received externally can be jointly done/funded with concerned proponent or can be done solely by said proponent.

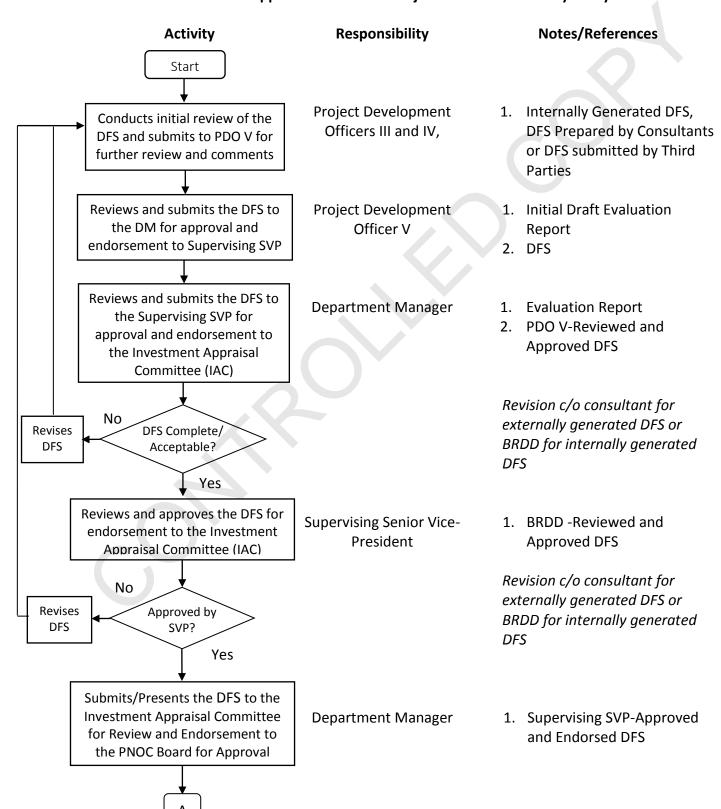


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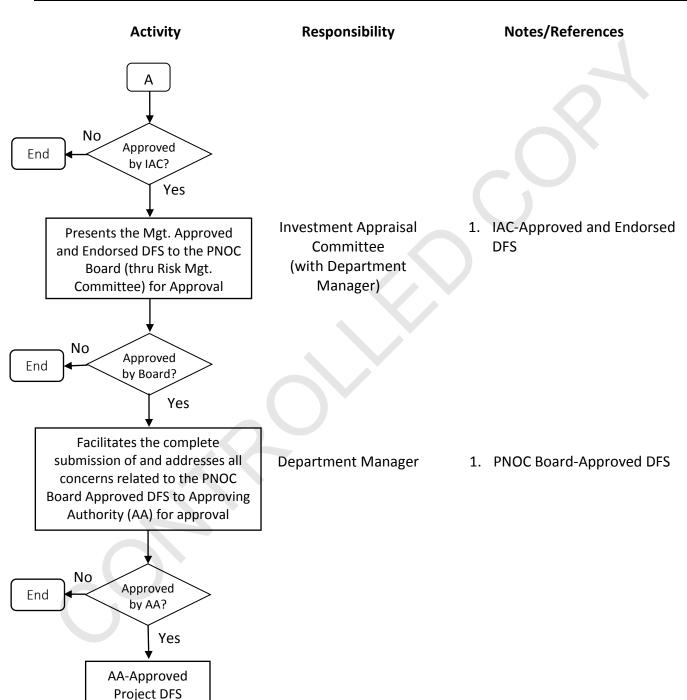
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6.1.4 Approval Process for Project Detailed Feasibility Study

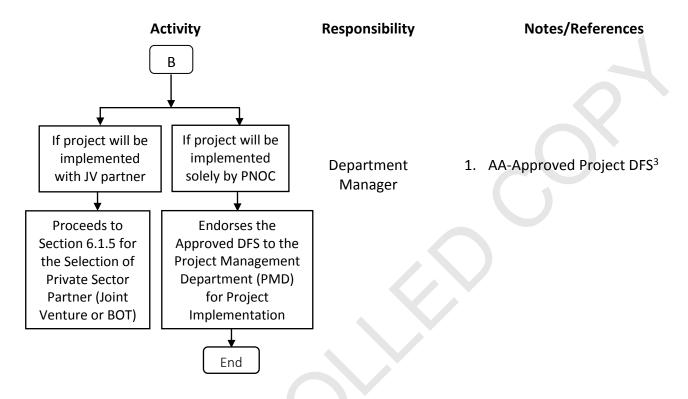




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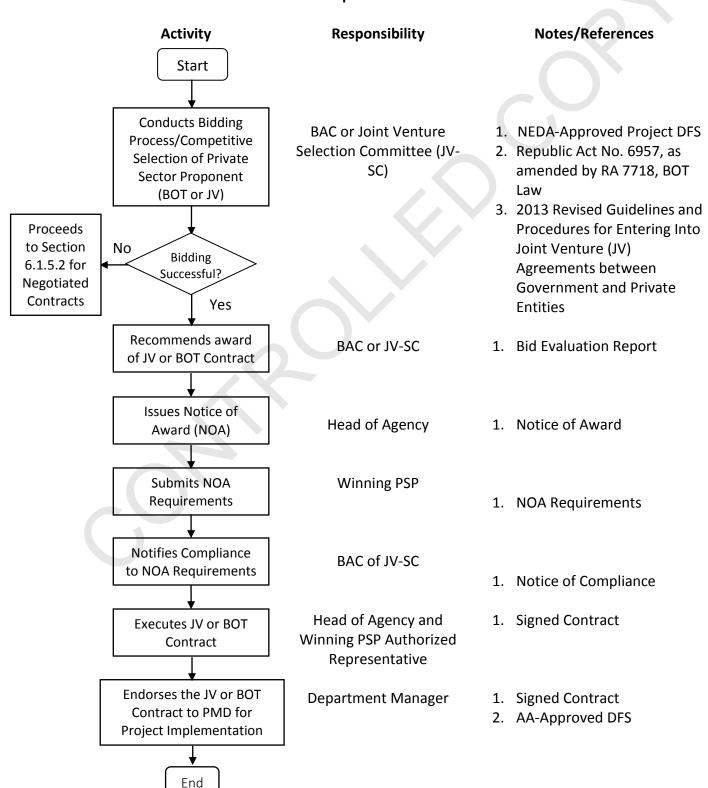
Prior to approval/execution of the Head of Agency/LGU, the draft contract shall undergo review by the office of the Government Corporate Counsel (OGCC), the office of the Solicitor-General (OSG) or any other entity prescribed by law/issuances. For projects which will involve funds of the national government, and local projects requiring ICC review/approval, the draft contract must also be reviewed by the Department of Finance (DOF) before the Head of Agency/LGU approves/executes the same.

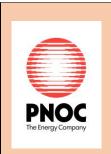
³ For projects that will be implemented with a private-sector partner, the draft Joint Venture or BOT contract has to be prepared and along with the DFS shall be coursed through the approval of the concerned Approving Authority. Thereafter, the draft contract has to be approved by the Head of Agency and be responsible in ensuring its consistency with the parameters, terms and conditions set forth by the Approving Authority.

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6.1.5. Selection of Private Sector Partner (PSP)

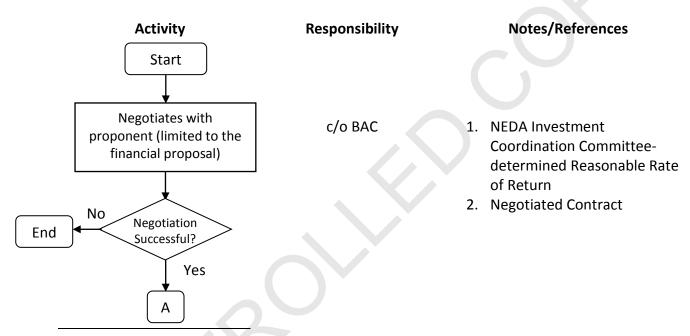
6.1.5.1. Competitive Selection Process





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- **6.1.5.2.** Negotiated Contracts
- 6.1.5.2.1. Negotiated Joint Venture (JV)⁴
- 6.1.5.2.2. Limited Negotiation under BOT Law⁵



⁴ Please see Section 6.2.2 Unsolicited Projects, for Unsolicited JV which is the same process for Negotiated JV. Per Annex B of the 2013 Revised Guidelines and Procedures for Entering Into Joint Venture (JV), entitled: Detailed Guidelines for Negotiated JV and Competitive Challenge for Public-Private Joint Ventures, any government entity may directly negotiate a JV activity with a private sector entity under any of the following circumstances:

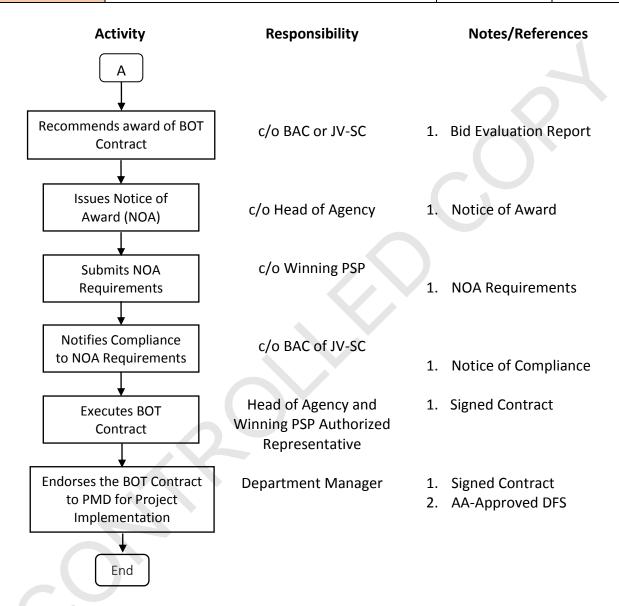
- a. When a Government Entity receives a proposal from the private sector for a project; or
- b. When after a failed competitive selection as provided under Section VIII.9 of Annex "A" of the 2013 Revised Guidelines and Procedures for Entering into Joint Venture (JV), the concerned Government Entity conducts another competitive selection which again fails. In this case, the concerned Government Entity may seek out a JV Partner and request the latter to submit a proposal for the JV activity manifestly advantageous to government, provided that negotiations must be concluded within one (1) year from date of submission of bids for which there was a second failure of competitive selection, and that negotiation shall only be on the financial terms or aspect

- If, after advertisement, only one prospective Project Proponent applies for pre—qualification and it
 meets the pre -qualification requirements, after which, it is required to submit a bid/proposal which is
 subsequently found by the Agency/LGU to be complying;
- b. If, after advertisement, more than one prospective Project Proponent applied for pre- qualification but only one meets the pre-qualification requirements, after which it submits a bid proposal that is found by the Agency/LGU to be complying;
- c. If, after pre-qualification of more than one prospective Project Proponent, only one submits a bid which is found by the Agency/LGU to be complying;
- d. If, after pre-qualification, more than one prospective Project Proponent submit bids but only one is found by the Agency/LGU to be complying.

⁵ Under BOT Law, direct negotiation shall be resorted to when there is only one complying bidder left as defined hereunder:



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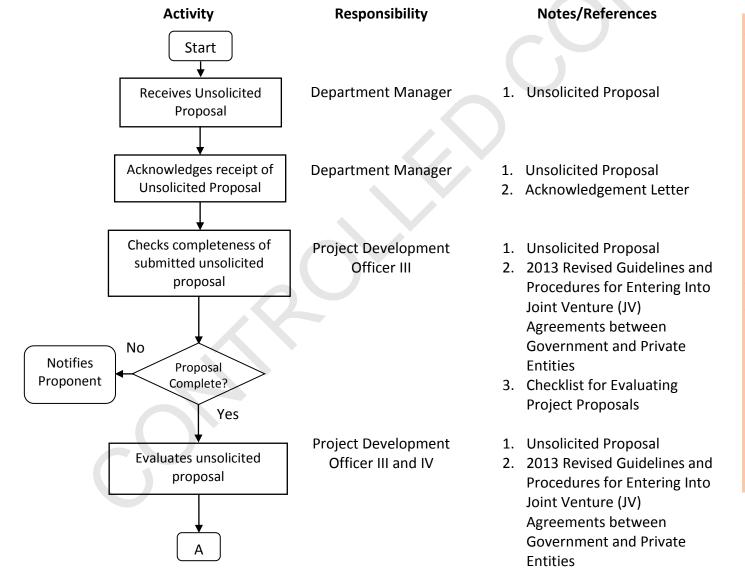


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6.2. Unsolicited Projects

6.2.1. Negotiated Joint Venture (JV)⁶

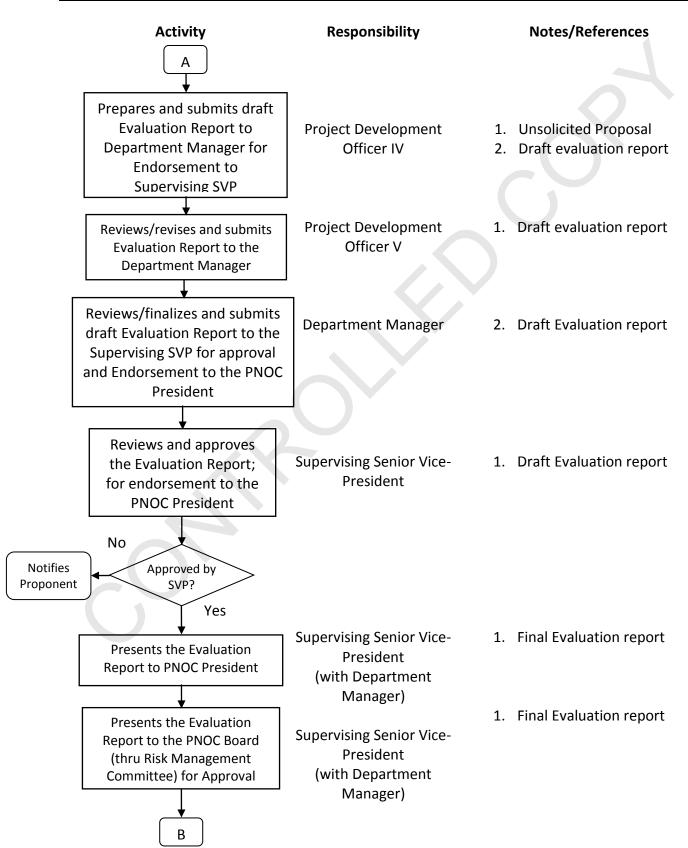
6.2.1.1. Stage One: Initial Evaluation of Proposals

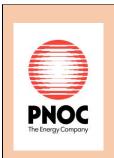


⁶ In all cases where the Government Entity directly negotiates with a private sector participant for a proposed JV undertaking, the negotiated terms shall be subjected to a competitive challenge wherein other private sector entities shall be invited to submit comparative proposals, to ensure that JV Agreements are entered into under a transparent and competitive process that promotes accountability in government transactions.

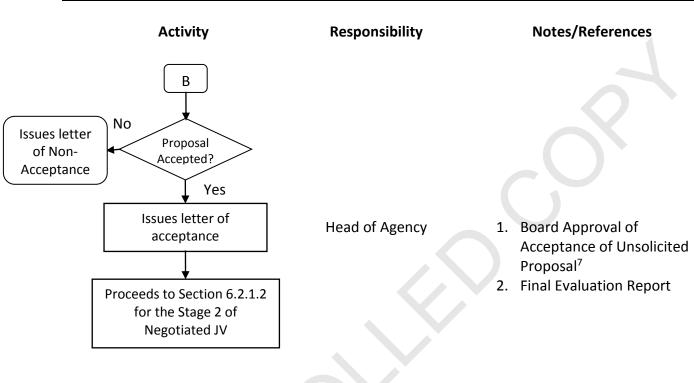


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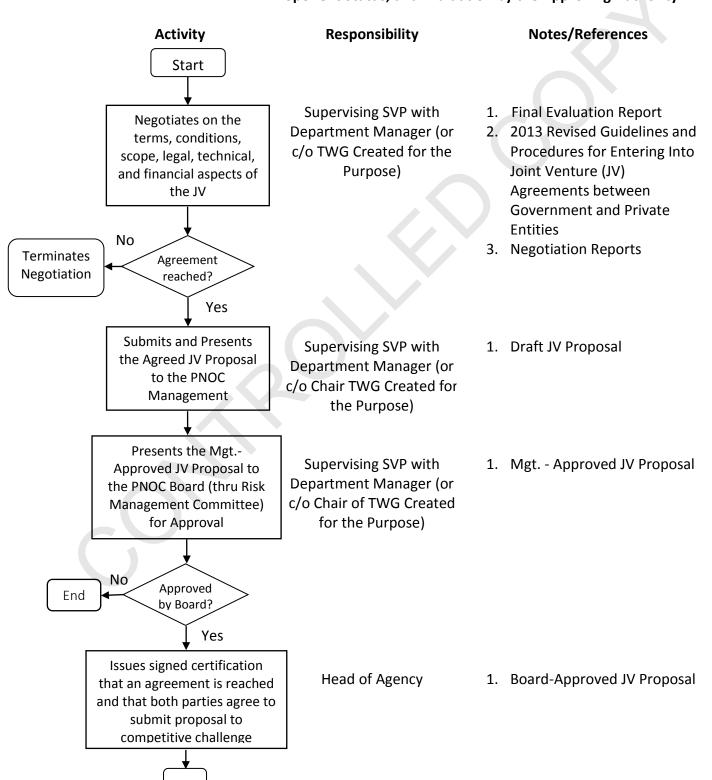
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⁷ Under the 2013 Revised Guidelines and Procedures for Entering into Joint Venture (JV) Agreements between Government and Private Entities, an acceptance shall not bind the Government Entity to enter into the JV activity, but, shall mean that authorization is given to proceed with detailed negotiations on the terms and conditions of the JV activity. In case of non-acceptance, the private sector entity shall be informed of the reasons/grounds for non-acceptance.

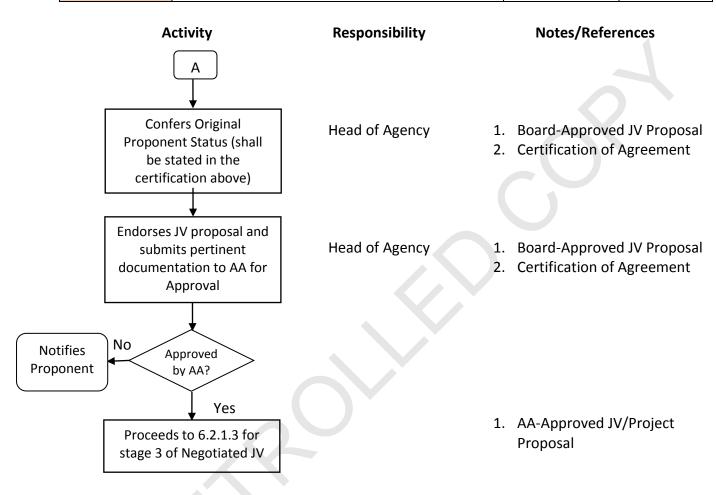
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6.2.1.2. Stage Two: Conduct of Negotiation, Conferment of Original Proponent Status, and Evaluation by the Approving Authority



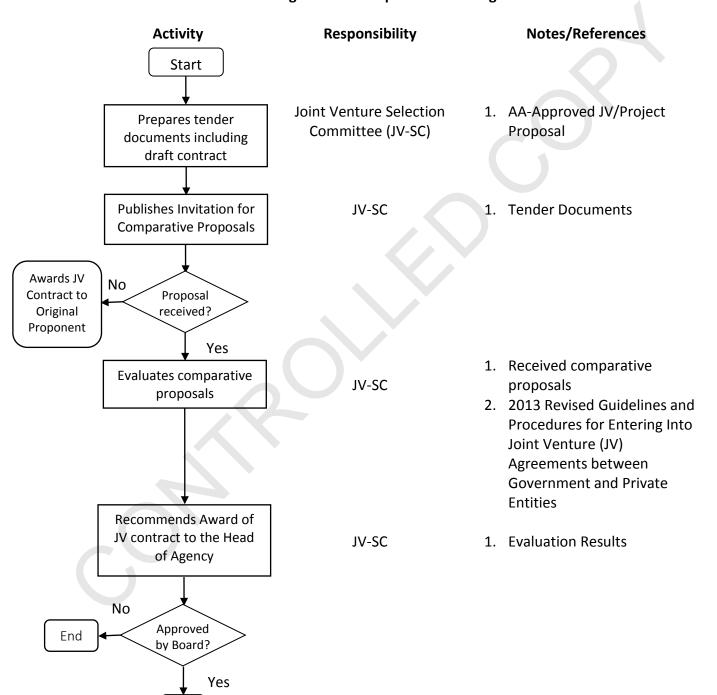


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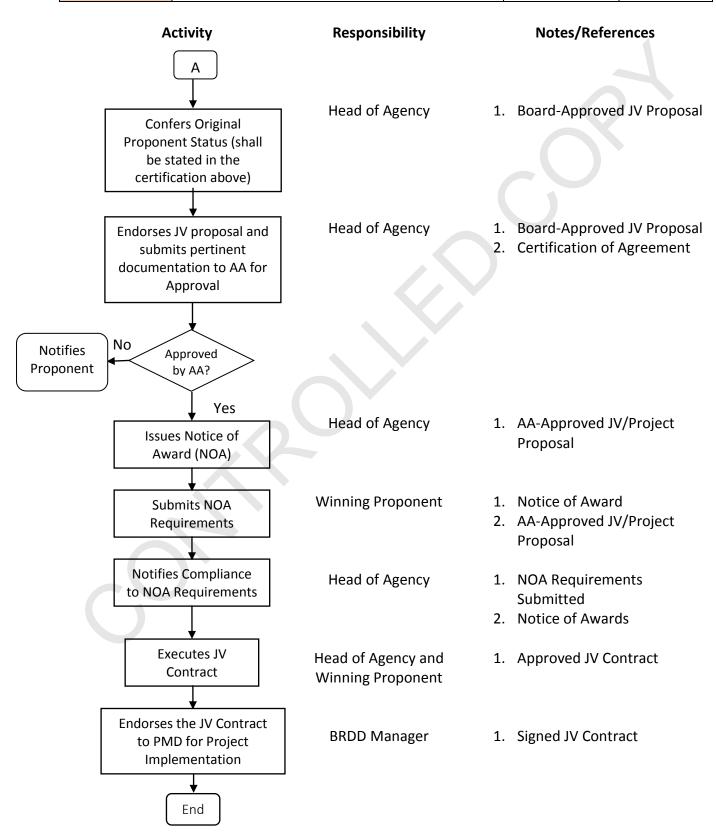
6.2.1.3. Stage Three: Competitive Challenge



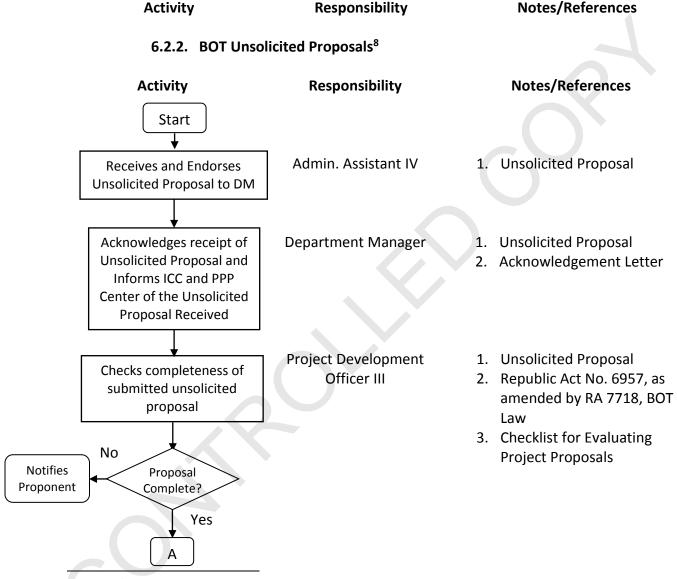
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⁸ Any Agency/LGU may accept Un solicited Proposals on a negotiated basis provided that all the following conditions are met:

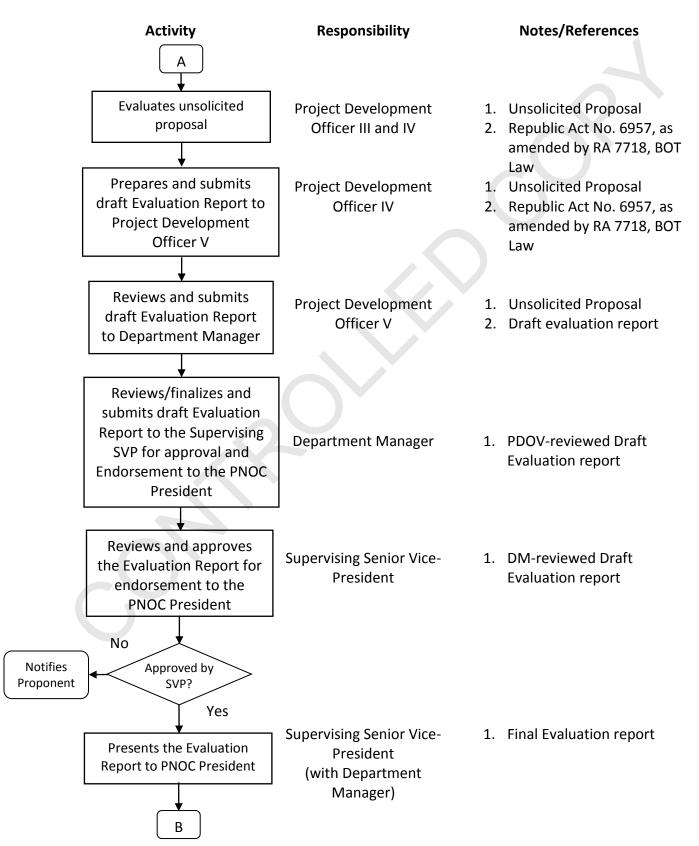
the project involves a new concept or technology as determined by the Agency/LGU and/or is not part of the List of Priority Projects;

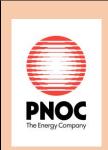
- a. no Direct Government Guarantee, subsidy or equity is required; and
- the Agency/LGU concerned has invited by publication, for three (3) consecutive weeks, in a newspaper of general circulation, comparative or competitive proposals and no other proposal is received for a period of sixty (60) working days.

If no comparative or competitive proposal or no complying bid is received by the Agency/LGU, the original proponent shall immediately be awarded the contract. In the event that a comparative proponent submits a price proposal better than that submitted by the origin al proponent, the latter shall have the right to match such price proposal within thirty (30) working days from receipt of a notification from the Agency/LGU of the result of the comparative or competitive bid. Should the original proponent fail to match the price proposal of the comparative proponent within the specified period, the contract shall be awarded to the comparative proponent within the specified period, the project shall immediately be awarded to the original proponent.

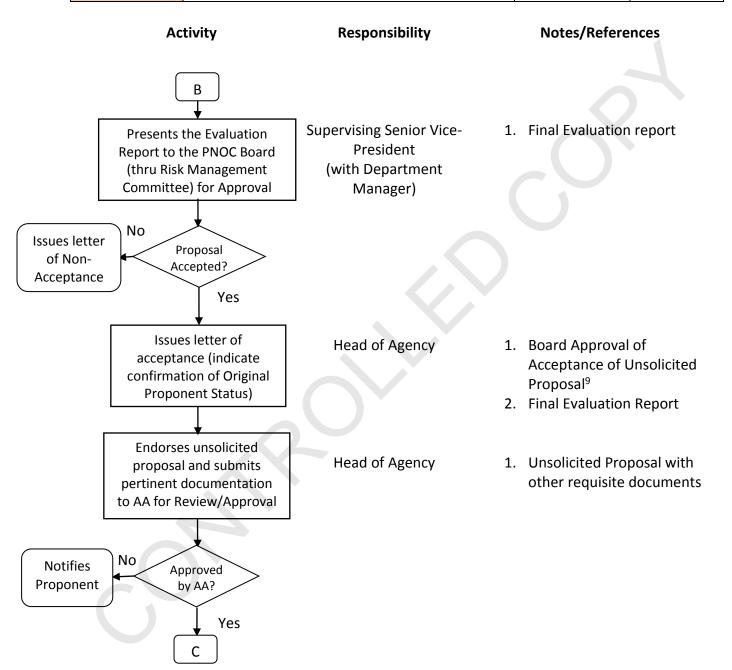


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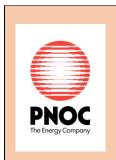




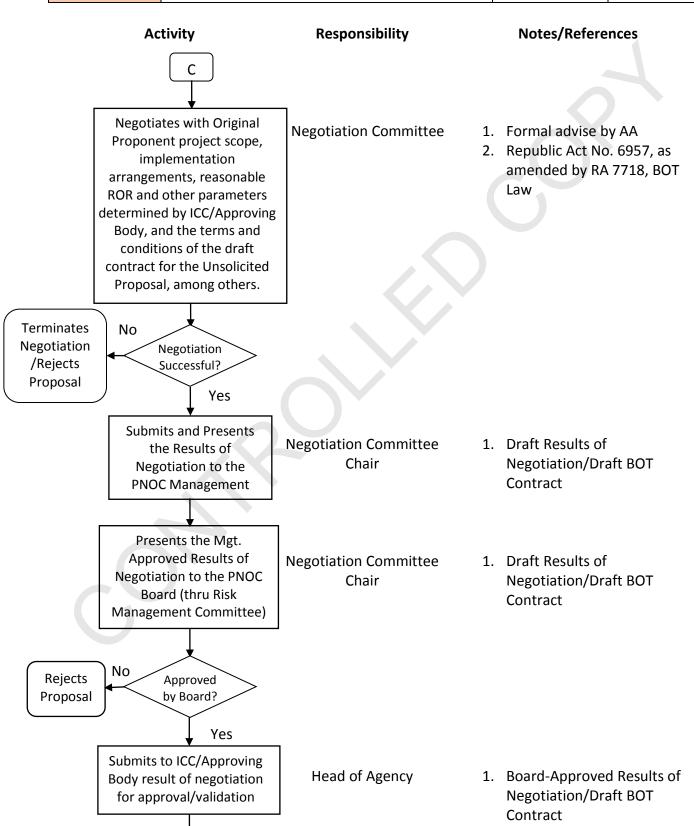
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⁹ In case of acceptance, the Agency/LGU shall endorse the unsolicited proposal and submit all pertinent documentation to the ICC/Approving Body. At this point, the Agency/LGU will no longer entertain other similar proposals unless the parties are un able to agree during the period for negotiations specified in Section 10.8 of the Revised BOT Law IRR, or the original proponent is unable to comply with the parameters set by the Approving Body, or until the solicitation of comparative proposals has been completed.

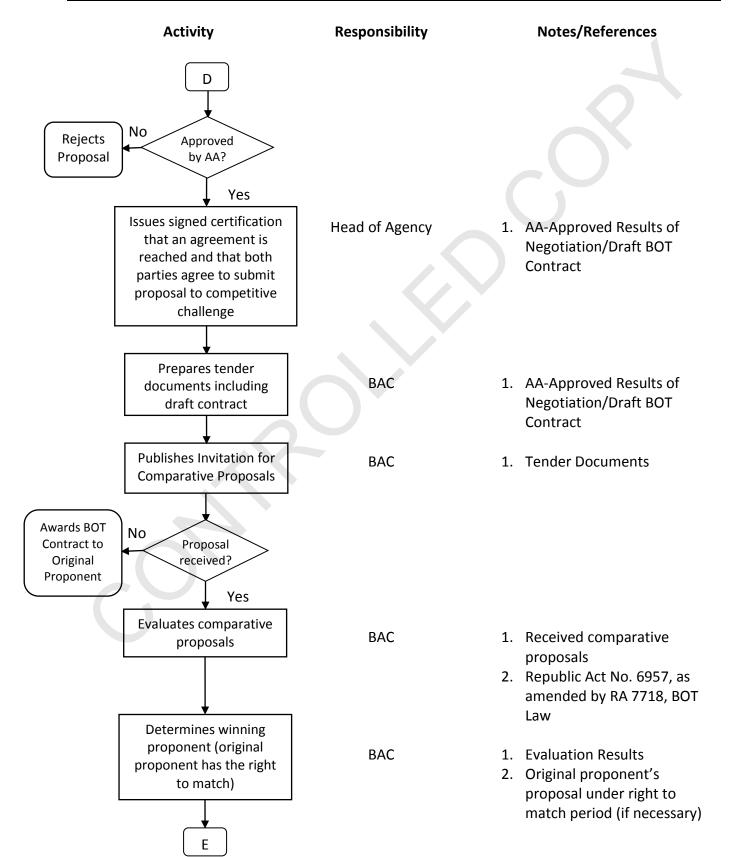


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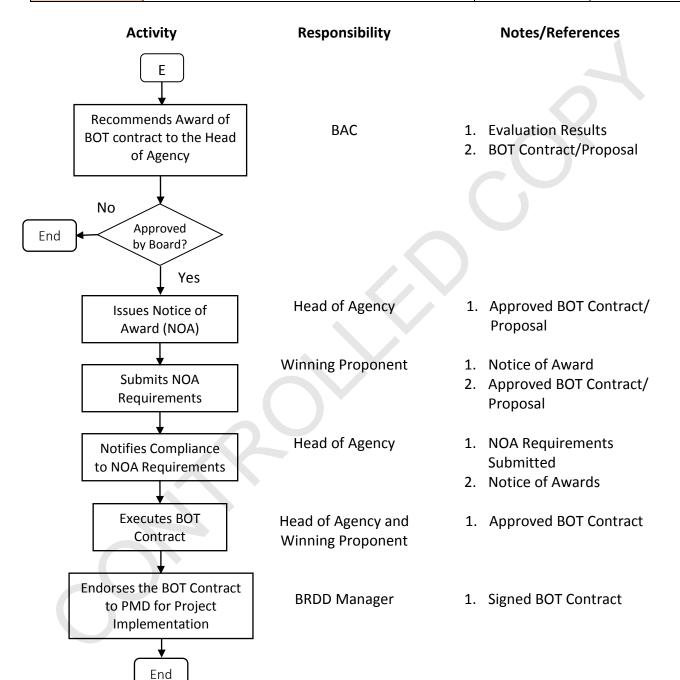


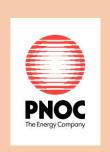
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7. Records and Files Generated

- a. Project Pre-FS/Framework
- b. TOR and Evaluation Criteria for the Hiring of DFS Consultant
- c. Milestone/Interim Reports of Consultants
- d. Minutes of Meetings between PNOC and Consultants
- e. Detailed Feasibility Study
- f. Unsolicited proposals
- g. Evaluation reports
- h. NEDA-ICC Project Approval Certificate

Rev. No.	Affected pages/ section	Revision History
0		New version of PNOC QMS; to include PNOC Energy Supply
		Base and PNOC Industrial Park.
1	Section 6 and	Updates on Section 6, change in connectors from symbol to
	signature page	capital letters and change in signatories
2	Section 2, 4, 6	Revision/update on Sections 2, 4, 6.1, 6.1. 4 and 7 and
	and 7	addition of new Section 6.1.5
2	Pages 1 to 27	Change of effectivity date
3	Section 4 and 6	Additional definitions and abbreviations under Section 4
		and update/revision on Activity, Responsibility and
		Notes/References columns under Section 6
	All	Change in effectivity date

Prepared by	Reviewed by	Approved by
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	Development Officer v	