

Republic of the Philippines
ENERGY REGULATORY COMMISSION
San Miguel Avenue, Pasig City



**IN THE MATTER OF THE
APPLICATION FOR THE
APPROVAL OF THE SALE OF
VARIOUS SUB-
TRANSMISSION
LINES/ASSETS OF THE
NATIONAL TRANSMISSION
CORPORATION (TRANSCO)
TO MANILA ELECTRIC
COMPANY (MERALCO), AS
COVERED BY A CONTRACT
TO SELL DATED 23
DECEMBER 2015,**

ERC CASE No. 2016-199 RC

**NATIONAL TRANSMISSION
CORPORATION (TRANSCO)
AND MANILA ELECTRIC
COMPANY (MERALCO),
Applicants.**

D O C K E T E D
Date: JUN 22 2018
By: [Signature]

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ORDER

On 15 December 2016, the National Transmission Corporation (TRANSCO) and Manila Electric Company (MERALCO) filed an *Application* dated 04 October 2016, seeking the approval of the sale of various sub-transmission lines/assets of TRANSCO to MERALCO as covered by the Contract To Sell dated 23 December 2015.

TRANSCO and MERALCO alleged the following in their *Application*:

1. TransCo is a government-owned-and-controlled corporation created and existing by virtue of R.A No. 9136, otherwise known as the *Electric Power Industry Reform Act of 2001* (EPIRA), with principal office address at the TRANSCO Main Building, Quezon Avenue corner BIR Road, Diliman, Quezon City. It may be served with pleadings, notices, orders and other documents through its undersigned counsel.

2. MERALCO is an electric distribution utility (DU), organized and existing under the laws of the Republic of the Philippines with principal office address at the Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City. It is duly authorized to construct, operate and maintain an electric power distribution system within its franchise area as delineated by its legislative franchise (R.A. No. 9209). It may be served with pleadings, notices, orders and other documents through its undersigned counsel.
3. By virtue of Section 8 of the EPIRA, TransCo assumed the electrical transmission functions of the National Power Corporation (NPC) and it was authorized and made to assume the responsibility of NPC for the planning, construction and centralized operation and maintenance of high voltage transmission facilities, including grid interconnections and ancillary services.
4. Section 8 of the EPIRA and Rule 6, Section 8 (e) of the EPIRA-Implementing Rules and Regulations (IRR) also mandate the segregation of the transmission and sub-transmission functions and assets for transparency and disposal, and authorize TransCo to negotiate for, and to transfer such sub-transmission assets (STAs) and facilities to qualified distribution utility/ies/Philippine Economic Zone Authority (PEZA)-authorized entities.
5. Pursuant thereto, this Honorable Commission promulgated the "*Guidelines to the Sale and Transfer of the TransCo's Sub-transmission Assets and the Franchising of Qualified Consortiums*" (ERC Guidelines) dated 17 October 2003.
6. Consistent with the ERC Guidelines, TransCo has adopted its own Guidelines on the Sale of Sub-transmission Assets (TransCo Guidelines) [Annex "A"], as approved via TransCo Board Resolution No. TC-2003-067 dated 28 November 2003 [Annex "A-1"], as further amended by TransCo Board Resolution No. TC-2004-009 dated 16 March 2004 [Annex "A-2"].
7. On 06 July 2011, this Honorable Commission issued Resolution No. 15, Series of 2011 entitled: "*A Resolution Adopting the Amended Rules for the Approval of the Sale and Transfer of TransCo's Sub-transmission Assets and the Acquisition by Qualified Consortiums.*"
8. In accordance with the aforesaid ERC Guidelines, and based on its thorough evaluation, TransCo has determined that the following assets are sub-transmission assets:
 - (a) Bolbok-Mahabang Parang-Concepcion 13.8 kV Line;
 - (b) Dasmariñas S/S Equipment; and,
 - (c) Biñan 115kV Switchyard.

Copies of the Report on the nature of the assets, List of sub-transmission assets for sale and the Electrical Diagram are attached as Annexes "B", "C" and "D," respectively.

9. MERALCO, as the buyer of the subject sub-transmission assets possesses the technical and financial qualifications to acquire, operate, maintain, expand and upgrade the said STAs within its franchise area.

Copies of the Audited Income Statements and Balance Sheet of MERALCO as of 31 December 2014 are attached as Annexes "E" and "F", respectively.

Also, copies of the Technical and Financial Qualification Evaluations conducted by TransCo as well as the Description of the Franchise Area being served by the subject assets are attached as Annexes "G", "H" and "I," respectively.

10. TransCo has negotiated and concluded a Contract to Sell with MERALCO dated 23 December 2015 [Annex "J"] covering the said sub-transmission assets.
11. Under the terms of the said Contract, the total purchase price of **TWO HUNDRED FOUR MILLION ONE HUNDRED SIXTY TWO THOUSAND ONE HUNDRED NINETEEN AND 75/100, Philippine Currency (Php204,162,119.75)** shall be paid by MERALCO in cash or in the form of manager's or cashier's check within sixty (60) calendar days from its receipt of the Notice of the ERC's final approval of the contract, plus value-added tax (VAT), documentary stamp tax and other transaction taxes, fees or duties incurred in connection with the execution, delivery and annotation of the said contract.
12. The subject sub-transmission assets are valued in reference to the Sinclair Knight Merz (SKM) valuation [Annex "K"] pursuant to ERC Resolution No. 01, Series of 2009, as amended.
13. MERALCO is the only DU utilizing the subject assets and there are existing directly connected customers thereto [Annex "L").
14. Furthermore, TransCo and MERALCO respectfully submit the Draft Deed of Absolute Sale (Annex "M") as part of the requirements provided in the ERC Guidelines.
15. The proposed sale has satisfied all of the requirements and criteria set by the EPIRA and its IRR, as well as the ERC and TransCo Guidelines on the Sale of Sub-transmission Assets.
16. The approval by this Honorable Commission of the instant *Joint Application* shall pave the way for the attainment of a reformed electricity industry under the EPIRA, which would ultimately best serve the interest of the consuming public.

17. Finally, in support of the prayer for the approval of this *Joint Application*, attached as Annex “N” is the *Judicial Affidavit* of Engr. **ROBERTO D. ISIP, JR.** (Manager, Network Asset Planning Office of MERALCO), to emphasize the benefits that the public would enjoy as a result of the approval of the instant *Joint Application*.

PRAYER

WHEREFORE, it is most respectfully prayed to this Honorable Commission that the instant *Joint Application* for the approval of the sale of TransCo’s sub-transmission assets in favor of the Manila Electric Company, under the terms provided in the *Contract to Sell* dated **23 December 2015**, be **APPROVED**.

Applicants also pray for other just and equitable reliefs.

Finding the said *Application* sufficient in substance with the required fees having been paid, the same is hereby set for determination of compliance with the jurisdictional requirements, expository presentation, Pre-trial Conference, and presentation of evidence on **10 August 2018 (Friday) at ten o’clock in the morning (10:00 A.M.), at the ERC Hearing Room, 15th Floor, Pacific Center Building, San Miguel Avenue, Pasig City.**

Accordingly, TRANSCO and MERALCO are hereby directed to:

- 1) Cause the publication of the attached Notice of Public Hearing in two (2) newspapers of nationwide circulation in the Philippines at their own expense, twice (2x) within two (2) successive weeks, the dates of publication not being less than seven (7) days apart and the date of the last publication to be made not later than ten (10) days before the date of the scheduled initial hearing;
- 2) Furnish with copies of this Order and the attached Notice of Public Hearing, the Offices of the Provincial Governors, the City and Municipal Mayors, and the Local Government Unit (LGU) legislative bodies within the affected franchise area for the appropriate posting thereof on their respective bulletin boards;
- 3) Inform of the filing of the *Application*, their reasons therefor, and of the scheduled hearing thereon, the consumers within the affected franchise area, by any other means available and appropriate;

- 4) Furnish with copies of this Order and the attached Notice of Public Hearing, the Office of the Solicitor General (OSG), the Commission on Audit (COA), and the Committees on Energy of both Houses of Congress. They are hereby requested, if they so desire to send their duly authorized representatives at the scheduled hearing; and
- 5) Furnish with copies of the *Application* and its attachments all those making requests therefor, subject to reimbursement of reasonable photocopying costs.

On the date of the initial hearing, Applicants TRANSCO and MERALCO must submit to the Commission their written compliance with the aforementioned jurisdictional requirements attaching therewith, methodically arranged and duly marked the following:

- 1) The evidence of publication of the attached Notice of Public Hearing consisting of affidavits of the Editors or Business Managers of the newspapers where the said Notice of Public Hearing were published, and the complete issues of the said newspapers;
- 2) The evidence of actual posting of this Order and the attached Notice of Public Hearing, consisting of certifications issued to that effect, signed by the aforementioned Governors, Mayors, and LGU legislative bodies or their duly authorized representatives, bearing the seals of their offices;
- 3) The evidence of other means employed by Applicants to inform of the filing of the *Application*, their reasons therefore, and of the scheduled hearing thereon, the consumers within the affected franchise area;
- 4) The evidence of receipt of copies of this Order and the attached Notice of Public Hearing by the Office of the Solicitor General (OSG), the Commission on Audit (COA), and the Committees on Energy of both Houses of Congress;

- 5) The evidence of receipt of copies of the *Application* and its attachments by all those making requests therefor, if any; and
- 6) Such other proofs of compliance with the requirements of the Commission.

Applicants and all interested parties are also required to submit, at least five (5) days before the date of initial hearing and Pre-Trial Conference, their respective Pre-Trial Briefs containing, among others:

- 1) A summary of admitted facts and proposed stipulation of facts;
- 2) The issues to be tried or resolved;
- 3) The documents or exhibits to be presented, stating the purposes and proposed markings therefore; and
- 4) The number and names of the witnesses, with their written testimonies in a Judicial Affidavit form attached to the Pre-trial Brief.

Failure of Applicants to comply with the above requirements within the prescribed period shall be a ground for cancellation of the scheduled hearing, and the resetting of which shall be six (6) months from the said date of cancellation.

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TRANSCO and MERALCO must also be prepared to make an expository presentation of the instant *Application*, aided by whatever communication medium that they may deem appropriate for the purpose, in order to put in plain words and explain, for the benefit of the consumers and other concerned parties, what the *Application* is all about and the reasons and justifications being cited in support thereof.

SO ORDERED.

Pasig City, 14 June 2018.

FOR AND BY AUTHORITY
OF THE COMMISSION:

JOSEFINA PATRICIA MAGPALE- ASIRIT
Commissioner


CRC/LSP/APV ord.2016-199 RC TRANSCO MERALCO -SUBTRANS IO

Copy Furnished:

1. THE NATIONAL TRANSMISSION CORPORATION (TRANSCO)
Attention: Attys. NOEL Z. DE LEON, LEON T. TAPPEL, JR.,
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Counsels for TRANSCO
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2. MANILA ELECTRIC COMPANY (MERALCO)
Attention: Attys. FRANCIS DINO S. ANTONIO, HAZEL ROSE B. SEE
And MONICA R. MARTIN
Counsels for MERALCO
7th Floor, Lopez Building
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3. The Office of the Solicitor General
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4. The Commission on Audit
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Diliman, Quezon City, Metro Manila
5. The Committee on Energy
Senate of the Philippines
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6. The Committee on Energy
House of Representatives
Batasan Hills, Quezon City, Metro Manila
7. Office of the President of PCCI
Philippine Chamber of Commerce and Industry (PCCI)
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City of Manila
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Quezon City
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Caloocan City
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