



REQUEST FOR QUOTATION

You are invited by the Development Bank of the Philippines to submit a tender for the **ENGAGEMENT OF A REGISTERED AGENT**

SVP-2025-27

Approved Budget for the Contract: USD22,300 equivalent to ₱1,293,400.00 inclusive of all applicable tax

1. Please quote your lowest price based on the attached specifications per Terms of Reference.
2. **Quotations must be inclusive of all taxes and other charges, and must be duly signed by the vendor's duly authorized representative.**
3. **Submission of Quotations to the BAC Secretariat or Corporate Finance Group not later than 5:00 PM of 9 September 2025**
4. Kindly refer to the attached Terms of Reference (TOR)/Technical Specifications (TS)/ Scope of Services (SOW).

TERMS AND CONDITIONS:

1. All entries must be type written.
 2. **All suppliers/vendors are mandated to register with the PhilGEPS and provide a PhilGEPS Registration number as a condition for award of the contract.**
 3. Other documentary requirements for each vendor shall be as follows;
 - **Mayor's/Business Permit or equivalent document**
 - **Latest Income Tax Return or equivalent document**
 - **Duly accomplished Data Privacy Consent Form;**
 - **Conformance to each and every page of the Technical Specifications, duly signed by the authorized representative;**
 - **All required documents stated in the TS/TOR/SOW: AND**
- ☐ (1) For suppliers/vendors whose representatives are the official signatory of the documents/requirements: **please submit a duly notarized Omnibus Sworn Statement OR**
- (2) For suppliers/vendors who will appoint or designate their duly authorized representative: **please submit the following notarized statements:**

(if the supplier/vendor is a Sole Proprietorship)	(if the supplier/vendor is a Corporation)
Duly notarized Special Power of Attorney <u>AND</u>	Duly notarized Secretary's Certificate <u>AND</u>
Duly notarized Omnibus Sworn Statement	Duly notarized Omnibus Sworn Statement

For inquiries, you may reach the BAC Secretariat on the contact nos. provided below:

DBP Bids and Awards Committee Secretariat

6/F Operations Sector, DBP Head Office
Sen. Gil J. Puyat corner Makati Avenues, Makati City
(+632) 818-9511 to 20 local 2610 or 2606
email: bacsecretariat@dbp.ph

You may visit the following websites:

For downloading of Request for Quotation: <https://www.dbp.ph/invitations-to-bid/>

For DBP Statement on Zero Tolerance for Fraud, Corruption and Malpractice: <https://www.dbp.ph/about-dbp/dbp-statement-on-zero-tolerance-for-fraud-corruption-and-malpractice/>

DEVELOPMENT BANK OF THE PHILIPPINES
TERMS OF REFERENCE
Hiring and Engagement of a Registered Agent

I. INTRODUCTION AND BACKGROUND INFORMATION

The Development Bank of the Philippines ("DBP") and Land Bank of the Philippines ("LBP") (collectively the "GFIs") on the account of their economic interests in Metro Rail Transit Corporation ("MRTC") made prior acquisition of two (2) special purpose vehicles that were incorporated in the British Virgin Islands ("BVI") namely: [REDACTED] collectively referred to as the "BVI Companies").

To ensure that these BVI Companies' application for restoration in the BVI Court will proceed, DBP (or the "Procuring Entity"), acting for the interest of both GFIs, is hereby soliciting quotation for the engagement of a registered agent ("Registered Agent") who will be responsible for maintaining the BVI Companies' legal standing and operational continuity, for a period of 15 months¹ with Approved Budget for the Contract at **US Dollars: TWENTY-TWO THOUSAND THREE HUNDRED (USD22,300.00)**, under the Small Value Procurement modality under the Republic Act No. 12009 or the New Government Procurement Act.

II. OBJECTIVES

The objectives of this Project are as follows:

1. To secure a Registered Agent who will assist legal counsel with the application for the restoration of the BVI Companies to the BVI Court; and
2. To ensure the BVI Companies' compliance with all legal requirements by maintaining an active registered office, managed records, and acting as a liaison with the BVI Registry of Corporate Affairs for all required filings, payment of annual fees, and penalty dues.

III. TOTAL APPROVED BUDGET FOR THE CONTRACT

The Approved Budget for the Contract (ABC) is **US Dollars: TWENTY-TWO THOUSAND THREE HUNDRED (USD22,300)**, as payment of the Registered Agent's Professional Fees.

The ABC is exclusive of other applicable fees and incidental expenses payable directly to the government of BVI, which payment shall be facilitated by the Registered Agent.

IV. DEFINITION OF TERMS

[REDACTED] a special purpose vehicle incorporated in the British Virgin Islands

"BVI" – shall refer to the British Virgin Islands, a British Overseas Territory in the Caribbean.

"Companies" – shall refer to [REDACTED]

[REDACTED] a special purpose vehicle incorporated in the British Virgin Islands.

¹ This timeline is broken down into 2 phases as shown in Section IV.

Conforme:

Vendor's Company Name

Name & Signature of Authorized Representative

Designation

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Government Financial Institutions or "GFIs" - shall refer to Development Bank of the Philippines ("DBP") and Land Bank of the Philippines ("LBP").

"PHP" – shall refer to the official currency of the Philippines.

Procuring Entity - shall refer to the Development Bank of the Philippines ("DBP")

"Project" - shall refer to the engagement of a Registered Agent to maintain the BVI Companies' legal standing and operational continuity, including liaising with the BVI Registry of Corporate Affairs to handle all required filings and payments under applicable BVI Laws.

"Registrar" - shall refer to the British Virgin Islands Register of Companies

"Registered Agent" – as defined by the International Business Companies Act ("IBCA") means "the person who is at any particular time performing the functions of Registered Agent of a company incorporated under this Act pursuant to subsection (1) of section 39" (of the IBCA).

"Services" - shall refer to the enumerated tasks and deliverables identified in this TOR.

"USD" - shall refer to the official currency of the United States of America.

V. SCOPE OF WORK, TIMELINES, AND DELIVERABLES

Specifically, the scope of work and corresponding outputs of the Registered Agent are summarized as follows:

Indicative Scope of Work/Activities	Estimated timeline of completion	Deliverables/Tangible Output
I. Restoration Activities	Within Three (3) months	
A. Initial Assessment and Conduct of Due Diligence		
<ul style="list-style-type: none">Receive formal requests from foreign counsel or authorized applicantVerify authority of the applicantGather information and documentation about the subject BVI CompaniesInquiry <u>of</u> outstanding government fees and penaltiesSubmission of necessary due diligence forms	Within 3 weeks from the issuance of the Notice to Proceed (NTP)	<ul style="list-style-type: none">Accomplished application form for inquiry of final list/assessment of fees and penaltiesCertification that the Registered Agent has conducted and approved KYC/AML checks on the applicant
B. Onboarding and Engagement		
<ul style="list-style-type: none">Review and update company records, including register of directors, beneficial ownership details, and compliance documents (e.g., KYC);Prepare declaration confirming records are complete and up to date; and	Within 1 month from the issuance of the Notice to Proceed (NTP)	<ul style="list-style-type: none">Final list/assessment of fees and penaltiesA declaration that the Registered Agent has updated the company's records in accordance with

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Indicative Scope of Work/Activities	Estimated timeline of completion	Deliverables/Tangible Output
<ul style="list-style-type: none"> Issue written consent to act as Registered Agent upon restoration. 		the BVI Business Companies Act; and <ul style="list-style-type: none"> Certificate stating that the Registered Agent agrees to act for the company upon restoration
C. Application Preparation		
<ul style="list-style-type: none"> Provide necessary documents to foreign counsel for court restoration (if applicable); and Ensure timely submission of agent-related documents and declarations. 	Within 2 months from the issuance of the Notice to Proceed (NTP)	<ul style="list-style-type: none"> Updated records and declaration of completeness Monthly Progress Report
D. Restoration Order Execution		
<ul style="list-style-type: none"> Confirm payment of outstanding government fees and <u>penalties</u>; <u>Advise</u> on restoration fees applicable to the company's situation; and Receive and file restoration confirmation from the Registrar or Court. 	Within 2.5 months from the issuance of the Notice to Proceed (NTP)	<ul style="list-style-type: none"> Certification of payment/settlement of all outstanding fees and penalties Invoice or receipts of payment from relevant entities Certificate of filing for any overdue annual returns or notices
E. Post-Restoration Compliance/ Post-hearing and Restoration		
<ul style="list-style-type: none"> Reinstate company records in the Registered Agent's system; and <u>Notify</u> relevant parties (e.g., directors, shareholders) of successful restoration 	Within 3 months from the issuance of the Notice to Proceed (NTP)	<ul style="list-style-type: none"> Copy of updated company records and registered office details; and Copy of appointed directors and officers
II. Ongoing Support	Twelve (12) months	
Provide ongoing corporate services to ensure the company is in good standing with the Registrar by: <ol style="list-style-type: none"> Maintain statutory registers File future documents Act as liaison with BVI authorities 	First year after restoration. Payment arrangement to be discussed between the parties	<ul style="list-style-type: none"> Semi-annual progress report Updated documents and compliance reports required by the BVI authorities Invoice or receipts of payment of annual fees from relevant entities

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Indicative Scope of Work/Activities	Estimated timeline of completion	Deliverables/Tangible Output
		<ul style="list-style-type: none"> Summary Report of updated Records safekept

VI. PROJECT DURATION/PERIOD OF ENGAGEMENT

The Registered Agent shall be engaged by DBP for a period of at least fifteen (15) months, reckoned from the issuance of the Notice to Proceed (NTP) or commencement of the undertaking according to the date indicated in the NTP, up to the successful completion and submission to the GFIs of all project deliverables.

The engagement period of the Registered Agent may be extended or terminated early based on the evolving needs of the Project or at the discretion of DBP Management. Any extension shall be subject to mutual agreement between the parties and shall be formalized through an amendment to the contract. Early termination may be initiated by DBP with a thirty (30) day written notice, provided that all deliverables due up to the date of termination are satisfactorily completed and submitted.

VII. METHOD OF PROCUREMENT

The Project shall be procured through the Small Value Procurement modality under Section 34 of the Republic Act No. 12009 or the New Government Procurement Act and its revised IRR which is a method of procurement of Goods, Infrastructure Projects and Consulting services.

VIII. DELIVERABLES AND PAYMENT MILESTONES

The payment to the Registered Agent shall be made upon submission of the following milestones as accepted by DBP:

Phase	Milestone	% of payment (% of Contract Cost)
I. Restoration Activities		
A. Initial Assessment and Conduct of Due Diligence	<ul style="list-style-type: none"> Accomplished application form for inquiry of final list/assessment of fees and penalties Confirmation that the Registered Agent has conducted and approved KYC/AML checks on the applicant 	2%
B. Onboarding and Engagement	<ul style="list-style-type: none"> Final list/assessment of fees and penalties A declaration that the Registered Agent has updated the company's records in accordance with the BVI Business Companies Act; and Certificate stating that the Registered Agent agrees to act for the company upon restoration 	45%

<p align="center">Conforme:</p> <p align="center">_____</p> <p align="center">Vendor's Company Name</p> <p align="center">_____</p> <p align="center">Name & Signature of Authorized Representative</p> <p align="center">_____</p> <p align="center">Designation</p> <p align="center">_____</p> <p align="center">Date</p>



C. Application Preparation	<ul style="list-style-type: none"> Updated records and declaration of completeness Monthly Progress Report (Including status updates, issues encountered, and next steps) 	
D. Restoration Order Execution	<ul style="list-style-type: none"> Certification of payment/settlement of all outstanding fees and penalties Invoice or receipts of payment from relevant entities Certificate of filing for any overdue annual returns or notices 	Payment of the outstanding fees and penalties of the BVI Companies shall be made separately by DBP
E. Post-hearing and Restoration	<ul style="list-style-type: none"> Copy of updated company records and registered office details; and Copy of appointed directors and officers. 	5%
II. Ongoing Support		
Ongoing Support	<ul style="list-style-type: none"> Semi-annual progress report Updated documents and compliance reports required by the BVI authorities Invoice or receipts of payment of annual fees from relevant entities Summary Report of updated Records safekept 	33% Payment arrangement to be discussed between the parties
III. Contingency	For any contingencies <u>as a result of</u> due diligence	15%
Total		100%

IX. MINIMUM QUALIFICATIONS AND OTHER REQUIREMENTS

The Prospective Registered Agent must have the following:

Minimum Requirements	Supporting Documents
The firm must be legally operational for at least five (5) years.	License to act as a RA issued by appropriate regulatory authority indicating the year of validity and/or other relevant documents;
The firm must hold license in the following: <ol style="list-style-type: none"> Company Management Act; Bank and Trust Companies Act; and Other requirements by the BVI Financial Services Commission (FSC) to provide registered agent services. 	
The firm must have completed at least five (5) successful engagements as a Registered Agent for similar projects within the last five (5) years. This can be evidenced by a list of past and/or existing clients.	Letter of Confirmation signed by the firm's authorized representative, indicating the following: <ol style="list-style-type: none"> That the firm has on-going or completed at least five (5) contracts of similar nature for

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Minimum Requirements	Supporting Documents
<p>The firm shall nominate key personnel for this Project with the following qualifications:</p> <ol style="list-style-type: none"> 1. Must have significant experience and expertise in handling similar Projects for at least three (3) <u>years</u>; 2. Must be an authorized representative to conduct Registered Agent services particularly with expertise on legal requirements compliance, filing obligations and records management; and 3. Must handle the liaising with the BVI offices, and other relevant parties, to represent the GFIs to handle all required filings and payments necessary and applicable under the BVI Laws. 	<p>the last five (5) years. The details of the contracts will be attached as an annex to the letter (Format attached as Annex A); and</p> <ol style="list-style-type: none"> 2. That the key personnel have relevant work experience and educational background to complete the requirements of the engagement.

X. CONDITIONS OF THE BID

1. The Registered Agent shall provide, as part of the proposal and whenever it arises during the duration of the assignment, a clear statement as to any potential or actual conflict of interest that could impair independence and objectivity.
2. Interested Registered Agent must submit the following requirements:
 - a. Proposal quotation based on specifications;
 - b. PhilGEPS Registration Number (Valid/updated PhilGEPS Platinum Membership may be submitted in lieu of the Business Permit and PhilGEPS registration number);
 - c. Latest Income Tax Return or equivalent document;
 - d. Secretary's Certificate, or equivalent document, designating the authorized representative of the company; and
 - e. Signed Data Privacy Consent Form (Format attached as Annex B).
3. Terms in the evaluation of the proposal:
 - a. Incomplete submission of requirements shall not be evaluated;
 - b. Quotations above the ABC shall automatically be disqualified; and
 - c. The selection of the lowest calculated proposal shall be based on the lowest calculated price, provided it is compliant with the required Scope of Services and Minimum Qualifications and Requirements.
4. It is understood that DBP reserves the right to reject any or all proposals/bids, waive any defect/s or informality/~~ies~~ therein other than critical requirements of the project, or accept the proposal which is most advantageous to DBP.
5. It is understood by all bidders that all bids must incorporate the terms and conditions indicated in this TOR. Any documents submitted will be considered as DBP property and will no longer be returned to the bidders.

<p>Conforme:</p> <p>_____</p> <p>Vendor's Company Name</p> <p>_____</p> <p>Name & Signature of Authorized Representative</p> <p>_____</p> <p>Designation</p> <p>_____</p> <p>Date</p>

XI. MISCELLANEOUS

1. **Non-Assignment** - Assignment of any part of the contract to be executed (the "Contract"), or payment under the Contract, without the prior written consent of DBP is not allowed. Subcontracting is not allowed.
2. **OGCC Review** - The Parties acknowledge that the Contract is still subject to the review/clearance of the Office of the Government Corporate Counsel ("OGCC"). Accordingly, the Parties agree to supplement/amend/restate the Contract and incorporate the additional comments/revisions which the OGCC may impose in its review with effect from the date of signing hereof.

Conforme:

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**LIST OF CONTRACTS COMPLETED WHICH ARE SIMILAR IN NATURE within
the last five (5) years**

Business Name : _____			
Business Address : _____			
Name of Company	a. Name of Contact Person b. Address c. Email and Telephone No.	Description of Contract	a. Date Awarded b. Contract Effectivity c. Date Completed
Local Contracts			
1.			
2.			
3.			
4.			
5.			
International Contracts			
1.			
2.			
3.			
4.			
5.			
<p><i>Note: Contract of similar nature refers to domestic and international contracts for the issuance of an SPO.</i></p> <p>Submitted by : _____ (Printed Name & Signature)</p> <p>Designation : _____</p> <p>Date : _____</p>			



DEVELOPMENT BANK OF THE PHILIPPINES

PRIVACY CONSENT FORM
Bids/Procurement

Name of Project	
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I, _____, (Address) _____
(Contact Number) _____, (Email Address) _____ hereby authorize/consent to the processing of personal and other related business information which I voluntarily provided to the **Development Bank of the Philippines (DBP)** and understand, acknowledge and agree to the following specific purposes and terms:

I authorize DBP for **processing**¹ and using my personal and other related business information, including but not limited to my name, address, contact details, and any other relevant information necessary for the evaluation process.

I understand that appropriate security measures shall be implemented by DBP for the protection of my personal and other related business information and shall be treated confidentially. Similarly, such information shall only be disclosed to authorized personnel involved in the bids and awards process of DBP.

I acknowledge that my personal and other related business information may be retained by DBP for as long as deemed necessary to fulfill the purposes specified/stated in this consent form, or as required by applicable policies, laws or regulations.

I understand that I have the right to access and request correction of my personal and other related business information held by DBP to correct any error and inaccuracy, in accordance with applicable data privacy laws.

I understand that I have the right to withdraw my consent, and request DBP to stop the **processing** of my personal and business information which may cease/ terminate/ discontinue the evaluation and other related procurement processes.

I agree that any confidential information obtained during my participation in the bid and procurement procedures shall not be disclosed to any third party other than its intended purpose.

By signing below, I acknowledge that I have read and understood the terms and purposes of this consent form and agree to the **processing** of my personal and other related business information as described.

Signature over Printed Name

Date Signed

ADDITIONAL INFORMATION

For inquiries or complaints, you may contact the Development Bank of the Philippines (DBP), Attention to: the **DBP Data Protection Officer or the DBP Customer Experience Management Department**, Sen. Gil J. Puyat Ave. cor. Makati Ave., Makati City, Philippines, Telephone No. (02) 8818-9511 to 20/ (02) 8818-9611 to 20, email: info@dbp.ph.

¹**PROCESSING** - refers to any operation or any set of operations performed upon personal data including but not limited to, the collection, recording, organization, storage, updating or modification, retrieval, consultation, use, consolidation, blocking, erasure or destruction of data.

OMNIBUS SWORN STATEMENT

[shall be submitted with the Bid]

REPUBLIC OF THE PHILIPPINES)

CITY/MUNICIPALITY OF _____) S.S.

AFFIDAVIT

I, [Name of Affiant], of legal age, [Civil Status], [Nationality], and residing at [Address of Affiant], after having been duly sworn in accordance with law, do hereby depose and state that:

1. *[Select one, delete the other:]*

[If a sole proprietorship:] I am the sole proprietor or authorized representative of [Name of Bidder] with office address at [address of Bidder];

[If a partnership, corporation, cooperative, or joint venture:] I am the duly authorized and designated representative of [Name of Bidder] with office address at [address of Bidder];

2. *[Select one, delete the other:]*

[If a sole proprietorship:] As the owner and sole proprietor, or authorized representative of [Name of Bidder], I have full power and authority to do, execute and perform any and all acts necessary to participate, submit the bid, and to sign and execute the ensuing contract for [Name of the Project] of the [Name of the Procuring Entity], as shown in the attached duly notarized Special Power of Attorney;

[If a partnership, corporation, cooperative, or joint venture:] I am granted full power and authority to do, execute and perform any and all acts necessary to participate, submit the bid, and to sign and execute the ensuing contract for [Name of the Project] of the [Name of the Procuring Entity], as shown in the attached [state title of attached document showing proof of authorization (e.g., duly notarized Secretary's Certificate, Board/Partnership Resolution, or Special Power of Attorney, whichever is applicable)];

3. [Name of Bidder] is not “blacklisted” or barred from bidding by the Government of the Philippines or any of its agencies, offices, corporations, or Local Government Units, foreign government/foreign or international financing institution whose blacklisting rules have been recognized by the Government Procurement Policy Board, **by itself or by relation, membership, association, affiliation, or controlling interest with another blacklisted person or entity as defined and provided for in the Uniform Guidelines on Blacklisting;**
4. Each of the documents submitted in satisfaction of the bidding requirements is an authentic copy of the original, complete, and all statements and information provided therein are true and correct;
5. [Name of Bidder] is authorizing the Head of the Procuring Entity or its duly authorized representative(s) to verify all the documents submitted;
6. *[Select one, delete the rest:]*

[If a sole proprietorship:] The owner or sole proprietor is not related to the Head of the Procuring Entity, members of the Bids and Awards Committee (BAC), the Technical Working Group, and the BAC Secretariat, the head of the Project Management Office or the end-user unit, and the project consultants by consanguinity or affinity up to the third civil degree;

[If a partnership or cooperative:] None of the officers and members of *[Name of Bidder]* is related to the Head of the Procuring Entity, members of the Bids and Awards Committee (BAC), the Technical Working Group, and the BAC Secretariat, the head of the Project Management Office or the end-user unit, and the project consultants by consanguinity or affinity up to the third civil degree;

[If a corporation or joint venture:] None of the officers, directors, and controlling stockholders of *[Name of Bidder]* is related to the Head of the Procuring Entity, members of the Bids and Awards Committee (BAC), the Technical Working Group, and the BAC Secretariat, the head of the Project Management Office or the end-user unit, and the project consultants by consanguinity or affinity up to the third civil degree;
7. *[Name of Bidder]* complies with existing labor laws and standards; and
8. *[Name of Bidder]* is aware of and has undertaken the responsibilities as a Bidder in compliance with the Philippine Bidding Documents, which includes:
 - a. Carefully examining all of the Bidding Documents;
 - b. Acknowledging all conditions, local or otherwise, affecting the implementation of the Contract;
 - c. Making an estimate of the facilities available and needed for the contract to be bid, if any; and
 - d. Inquiring or securing Supplemental/Bid Bulletin(s) issued for the *[Name of the Project]*.
9. *[Name of Bidder]* did not give or pay directly or indirectly, any commission, amount, fee, or any form of consideration, pecuniary or otherwise, to any person or official, personnel or representative of the government in relation to any procurement project or activity.

10. In case advance payment was made or given, failure to perform or deliver any of the obligations and undertakings in the contract shall be sufficient grounds to constitute criminal liability for Swindling (Estafa) or the commission of fraud with unfaithfulness or abuse of confidence through misappropriating or converting any payment received by a person or entity under an obligation involving the duty to deliver certain goods or services, to the prejudice of the public and the government of the Philippines pursuant to Article 315 of Act No. 3815 s. 1930, as amended, or the Revised Penal Code.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of ____, 20__ at _____, Philippines.

[Insert NAME OF BIDDER OR ITS AUTHORIZED REPRESENTATIVE]

[Insert signatory's legal capacity]

Affiant

SUBSCRIBED AND SWORN to before me this ____ day of *[month]* *[year]* at *[place of execution]*, Philippines. Affiant/s is/are personally known to me and was/were identified by me through competent evidence of identity as defined in the 2004 Rules on Notarial Practice (A.M. No. 02-8-13-SC). Affiant/s exhibited to me his/her *[insert type of government identification card used]*, with his/her photograph and signature appearing thereon.

Witness my hand and seal this ____ day of *[month]* *[year]*.

NAME OF NOTARY PUBLIC

Serial No. of Commission _____

Notary Public for _____ until _____

Roll of Attorneys No. _____

PTR No. _____, *[date issued]*, *[place issued]*

IBP No. _____, *[date issued]*, *[place issued]*

Doc. No. _____

Page No. _____

Book No. _____

Series of _____