


R-271

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

IN THE MATTER OF THE JOINT APPLICATION FOR THE APPROVAL OF THE INTERIM POWER SUPPLY AGREEMENT (IPSA) BETWEEN MANILA ELECTRIC COMPANY (MERALCO) AND MILLENNIUM ENERGY, INC. (MEI), WITH MOTION FOR CONFIDENTIAL TREATMENT OF INFORMATION

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ERC CASE NO. 2019-030RC

MANILA ELECTRIC COMPANY (MERALCO) AND MILLENNIUM ENERGY, INC. (MEI),

Applicants.

X-----X

JOINT APPLICATION

Applicants **MANILA ELECTRIC COMPANY ("MERALCO")** and **MILLENNIUM ENERGY, INC. ("MEI")**, through their respective undersigned counsel, respectfully state that:

1. MERALCO is a private corporation existing under the laws of the Republic of the Philippines, with principal office located at Lopez Building, Meralco Center, Ortigas Avenue, Pasig City. It may be served with notices and other processes of this Honorable Commission through its counsel at the address indicated herein.

2. MERALCO has a legislative franchise to operate and maintain a distribution system in the cities/municipalities of Metro Manila, Bulacan, Cavite and Rizal and certain cities/municipalities/barangays in Batangas, Laguna, Quezon and Pampanga, pursuant to Republic Act No. 9209, and is authorized to charge all its customers for their electric consumption at the rates approved by the Honorable Commission.

3. MEI is a corporation duly organized and existing under the laws of the Republic of the Philippines, with its office address at E-3204-B Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila. It may be served with notices and other processes of this Honorable Commission through its counsel at the address indicated herein.

4. MEI owns and operates a 1 x 100 MW Gas-Turbine Power Plant, also known as the Millennium Gas Turbine Power Plant, located in Navotas Fishport Complex, Navotas City ("Plant").

5. The National Grid Corporation of the Philippines ("NGCP"), for the period May to June 2019, forecasted localized low voltage situations in the Luzon Grid each time peak demand exceeds 11,200 MW. During this period, several NGCP-Meralco delivery point substations will be affected, which could trigger Manual Load Dropping ("MLD") or power interruptions during the critical period of the May 2019 elections and up to June 2019 (together with water shortage and effects of El Niño).

6. MERALCO acknowledges that while this is not a supply adequacy issue but an ancillary service problem caused mainly by insufficient MVAR supply to load center, one of the identified remedial measures is to ensure that the embedded generators in the area, which includes the Plant, is operational, available, and dispatched.

7. To help find a solution to the current emergency situation and assist NGCP and the Department of Energy ("DOE"), MERALCO will facilitate the dispatch of the Plant by executing an emergency Interim Power Supply Agreement ("IPSA") with MEI for the period of April 26, 2019 to June 25, 2019 in order to mitigate the low voltage situations forecasted by NGCP during the period of May to June 2019.

8. Section 2.2.2 of the DOE's Department Circular No. DC2018-02-0003¹ allows exemption from a Competitive Selection Process ("CSP") of any "[n]egotiated procurement of emergency power supply; Provided, that the cooperation period of the corresponding PSA shall not exceed one (1) year; Provided further, that the rate shall not be higher than the latest ERC approved generation tariff for same or similar technology".

9. On 10 April 2019, MERALCO and MEI wrote a joint letter² to the DOE requesting for exemption from CSP of the negotiated IPSA of the Parties.

10. On 15 April 2019, MERALCO and MEI executed an IPSA for the purchase of 70 MW of electric power ("Contract Capacity and Associated Energy) from the Plant, subject to a net dependable capacity test in accordance with the IPSA, from 26 April 2019 until 25 June 2019, provided the instant Joint Application has been filed before this Honorable Commission.

¹ Entitled "Adopting and Prescribing the Policy for the Competitive Selection Process in the Procurement by the Distribution Utilities of Power Supply Agreement for the Captive Market".

² Copy of the letter is attached as Annex "1".

11. Under Section 45(b) of Republic Act No. 9136 (EPIRA), it is provided that "*Distribution utilities may enter into bilateral power supply contracts subject to review by the ERC xxx*".

12. The IPSA between MERALCO and MEI, a copy of which is attached as **ANNEX "A"** and made an integral part hereof, contains the following salient features:

"Article 1 Term and Effectivity

1.1 Term of Agreement

1.1.1 This Agreement shall become effective immediately upon signing. Power Supplier's obligation to deliver, and Meralco's obligation to purchase, Contract Capacity and Associated Energy shall commence on **April 26, 2019**, provided that the Parties have filed a joint application with the ERC for the approval of this Agreement (including the Contract Price, as defined in Section 4.1) (the "**Commencement Date**"). This Agreement shall expire on **June 25, 2019**, unless terminated earlier in accordance with the terms of this Agreement ("**Term**").

1.1.2 This Agreement may be extended up to a period of one (1) year, upon mutual agreement by the Parties.

1.2 ERC Approval

1.2.1 Within five (5) days from signing of this Agreement, the Parties shall file a joint application with the ERC for the approval of this Agreement (including the Contract Price, as defined in Section 4.1) ("**ERC Application**"). Both Parties shall cooperate in this undertaking and Power Supplier shall provide all the necessary support, including the submission of all the documents and/or filing of urgent motion(s) required to expedite the approval of the Agreement.

1.2.2 If the ERC requires any portion of any sum that has been paid by Meralco to Power Supplier to be adjusted, the Power Supplier shall make the necessary adjustments in accordance with the direction of the ERC. In the event of any disallowances in the Contract Price or the imposition of penalties, the same shall be for the account of Power Supplier, and for clarity, this shall be regardless of whether or not the Term had already lapsed.

Article 2 Sale and Purchase of Contract Capacity and Associated Energy

2.1 Supply of Power

Subject to the terms and conditions of this Agreement:

- 2.1.1 Immediately upon the Commencement Date, Power Supplier shall make available, sell and deliver to Meralco, and Meralco shall purchase from Power Supplier the Contract Capacity and Associated Energy at the Contract Price.
- 2.1.2 Subject to the provisions of Section 3.2, the Contract Capacity and Associated Energy shall be delivered to Meralco from Commencement Date to end of the Term.
- 2.1.3 Upon signing of this Agreement, Power Supplier shall conduct an online net dependable capacity test of the Plant, and the results thereof shall be used as basis for determining the Contract Capacity under this Agreement. During the first eight (8) hours of such test, Meralco is not obligated to pay for the output of the Plant.
- 2.1.4 Power Supplier shall not be entitled to any outage allowances.
- 2.1.5 Power Supplier shall not be obliged to deliver any energy from the Plant during instances of force majeure. Moreover, in case of any force majeure which results in the available capacity falling below the Contract Capacity and Associated Energy, Power Supplier shall not be obliged to provide for the corresponding shortfall and Meralco shall pay for the Monthly Fixed Payment as proportionately reduced by fifty percent (50%) in accordance with Appendix A.

xxx

Article 3 Operation and Maintenance of the Plant

xxx

3.2 WESM Declarations

3.2.1 Power Supplier shall ensure that its day-after daily declaration of bilateral contract quantities submitted to the Market Operator, as required by the WESM Rules, accurately reflects the metered quantity of the Plant. xxx

xxx

Article 4 Contract Price, Billing and Payment

4.1 Contract Price

The Contract Price shall consist of the following:

Monthly Fixed Payment	PhP 30,730,000.00 (PhP439.00/kWmonth)
Variable Payment	PhP 1.93/kWh – Variable O&M PhP 13.62/kWh (estimate) – Actual Fuel Pass-through

where the Monthly Fixed Payment is to be paid whether or not the Plant is nominated for dispatch by Meralco, and an additional Variable Payment is to be paid to the extent the Plant is actually dispatched regardless of Meralco's nominations. The calculation of the payments shall be in accordance with **Schedule 1** of this Agreement.

xxx”

13. The following table shows the indicative rate impact of implementation of the IPSA on MERALCO's blended generation rates:

MEI IPSA - Rate Impact
(May 2019 to June 2019)

BILLING COMPONENT	UNIT	BASE RATE ^{1a}	BILLING DETERMINANT		Number of Months	AMOUNT (PHP)
A. Fixed Payment (MFP)						
Peso Portion	(Php/kW-mo)	439.0000	70,000	(kW)	2	61,460,000.00
B. Variable O&M Payments (MVOMP)						
Peso Portion	(Php/kWh)	1.9300	28,000,000	(kWh)		54,040,000.00
C. Actual Fuel Payment (MAFP)						
Peso Portion	(Php/kWh) ^{1d}	13.6204	28,000,000	(kWh)		381,371,200.00
D. Replacement Energy Payment (MREP)						
Peso Portion	(Php/kWh) ^{1d}	-	-	(kWh)		0.00
TOTAL PAYMENT	(Php)					496,871,200.00
Effective Rate at Plant Gate	(Php/kWh)					17.7454
WESM Line Rental Rate ^{1e}	(Php/kWh)					0.0000
Delivered Rate	(Php/kWh)					17.7454
Effective Cost at WESM Price ^{1f}	(Php/kWh)					9.1196
Increase / (Decrease) over WESM Price	(Php/kWh)					8.6258
Meralco Captive Energy Demand ^{1g}	(kWh)					5,826,000,000
Increase / (Decrease) in Generation Cost	(Php)					241,522,950.00
Increase / (Decrease) in Generation Cost	(Php/kWh)					0.0415

NOTE:

^{1a} Base Rates as set forth in Schedule 1 of Appendix A of the IPSA

^{1b} Energy Billing Determinant based on 26.88% pcf

^{1c} Monthly Actual Fuel Payment calculated based on Diesel Fuel Oil (DFO) price = 34.0000 Php/liter, and DFO consumption rate = 0.4006 liter/kWh (Forecasted oil price for May 2019)

^{1d} No Replacement Energy was assumed for this rate impact

^{1e} No line rental was assumed since MEI is embedded within MERALCO franchise area

^{1f} Cost if equivalent volume of MEI was sourced from the WESM based on forecasted May 2019 to June 2019 hourly prices

^{1g} Meralco Captive Energy Demand based on forecast for May 2019 to June 2019

14. MERALCO notes that the rates offered by MEI, which translates to about **PhP17.7454/kWh (at Plant Gate)**, is lower than its previous power supply offer of PhP20.4696/kWh (at Plant Gate) to MERALCO in 2017, thus:

Comparison of MEI Offered Rates (26.9% pcf)

		2017 Offer	2019 Offer	Difference of 2019 Offer from 2017 Offer
CR Fee	PhP/kW-yr	9,341	2,282	-7,059
FOM Fee	PhP/kW-yr	2,782	2,986	204
Fixed Fees	PhP/kW-yr	12,123	5,268	-6,855
CR Fee	PhP/kW-mo	778	190	-588
FOM Fee	PhP/kW-mo	232	249	17
Fixed Fees	PhP/kW-mo	1,010	439	-571
Fixed Fees	PhP/mo	70,716,800	30,730,000	-39,986,800
CR Fee	PhP/kWh	3.8920	0.9507	-2.9413
FOM Fee	PhP/kWh	1.1592	1.2443	0.0851
Fixed Fees	PhP/kWh	5.0512	2.1950	-2.8562
VOM Fee	PhP/kWh	1.7980	1.9300	0.1320
Fuel Fee	PhP/kWh	13.6204	13.6204	0.0000
Variable Fees	PhP/kWh	15.4184	15.5504	0.1320
Plant Gate	PhP/kWh	20.4696	17.7454	-2.7242

Notes:

Fuel consumption rate of 0.40 liters/kWh

Diesel oil fuel price for MEI (Php 34/liter) based on February 2019 price level

15. In support of this Joint Application, the Judicial Affidavits of **ENGR. RYAN S. MORALES**, Head of MERALCO's Energy Sourcing Office, and **ENGR. ANTONIO O. MERCADO**, Tariff and Regulatory Affairs Manager of MEI, are attached hereto as **ANNEXES "B" and "C"**, respectively.

16. Likewise, in support of the instant Joint Application and pursuant to Rule 6 (Pre-Filing Requirements) of the Rules of Practice and Procedure of this Honorable Commission, the Applicants provide the following documents:

Description of Document	Annex
MERALCO's Articles of Incorporation	D
MERALCO'S By-Laws	E
MERALCO's latest General Information Sheet (GIS)	F
MERALCO's Demand Side Management program	G
MERALCO's Distribution Development Plan; with Average Daily Load Curve scenarios; and Supply and Demand Scenario, with capacity utilization*; and Write-up on Non-Applicability of National Power Corporation ("NPC") Certification regarding whether or not Transition Supply Contract ("TSC") capacity and energy is expected to be available during the contractual period	H H-1 H-2* H-3
Letter to DOE requesting for exemption from CSP of the negotiated IPISA	I
SEC Certificate of Registration for MEI's Articles of Incorporation and SEC Certificate of Registration for MEI's Amended Articles of Incorporation	J J-1
MEI's Amended Articles of Incorporation	K
MEI's By-laws	L
MEI's latest GIS	M
MEI's Ownership, Organizational Structure and Generation Company Information Sheet (GCIS)	N N-1 N-2

MEI's Environmental Compliance Certificates ("ECC")	O
MEI's Certificates of Compliance ("COC")	P
MEI's Transmission Service Agreement ("TSA") Certification from NGCP	Q
Write up on non-applicability of point-to-point limited facilities	Q-1
MEI's Metering Service Agreement ("MSA") with NGCP	R
MEI's Generation/Power Rate Derivation*	S*
Sample Bill	T*
Rate Simulation	U
MEI's Sworn Statement on Fuel Procurement Process*	V*
MEI's Audited Financial Statements*	W*
MEI's Net Heat Rate	X
MEI's Details of the PSA (sources of funds/financial plans)	Y
Write Ups on Non-Applicability of the Following: <ul style="list-style-type: none"> ▪ Shareholders' Agreement ▪ Board of Investment (BOI) Certificate of Registration ▪ Certification from Department of Energy (DOE) regarding Philippine Development Plan (PDP) or Certificate of Endorsement ▪ Renewable Energy Service/Operating Contract from the DOE ▪ Certificate of Registration or Certification of Confirmation of Commerciality by an RE Developer and after due confirmation by the DOE ▪ Other documentation that may be needed by the ERC in the course of the evaluation, such as, but not limited to: <ul style="list-style-type: none"> ○ Simulation of the no. of operating units necessary to meet MEOT and/or additional energy/demand requirements of the DU ○ Potential Cost (absolute amounts and PhP/kWh) of Ancillary Services as/when the IPP/ DU is connected to the main grid 	Z and series

* Subject of the Motion for Confidential Treatment of Information.

ALLEGATIONS IN SUPPORT OF PRAYER FOR PROVISIONAL AUTHORITY

17. It bears noting that Department Circular No. DC2018-02-0003 of the DOE allows immediate implementation of the PSAs contemplated under Section 2.2.2 thereof. Pursuant thereto, Applicants shall implement the IPSA upon filing of this Joint Application, subject to this Honorable Commission's confirmation/approval of the rate, provisional or otherwise.

18. It must be emphasized that the timely and immediate implementation of the IPSA is of paramount importance in order to avert MLD or power interruptions and ensure that power is continuous and reliable during the critical period of the May 2019 elections up to June 2019.

19. It should be also highlighted that even as the summer season for 2019 is just beginning, as of 12 April 2019, NGCP has declared the Luzon power grid under "yellow alert" status for fifty-three (53) hours and "red alert" status for twenty-one (21) hours. Notably, for 12 April 2019 alone, there were thirteen (13) hours of red alert notice declared by NGCP. This has resulted in significant increase in prices at the Wholesale Electricity Spot Market ("WESM") and prompted an increase in generation cost. In fact, over the last two (2) weeks, market clearing prices at the WESM have repeatedly hit the ceiling price of

PhP32/kWh in at least twenty-five (25) occasions. In addition, the situation already resulted in MLD and rolling power interruptions across MERALCO's franchise area to address the stability of the Luzon Grid during red alert hours. Notably, the Luzon Grid has not even reached NGCP's projected peak demand this year, which means that more red alerts are forthcoming given the current status of power plants.

20. In view of the foregoing, there is indeed paramount relevance and necessity to immediately implement the IPSA between MERALCO and MEI in order to ensure continuous and reliable electricity for MERALCO customers and during the critical period of the May 2019 elections up to June 2019.

ALLEGATIONS IN SUPPORT OF MOTION FOR CONFIDENTIAL TREATMENT OF INFORMATION

21. With respect to the document marked and attached as **ANNEX "G-2"** (Supply and Demand Scenario of MERALCO), MERALCO respectfully moves that it be treated as confidential and not be disclosed to any party for the reason that it contains information which are commercially sensitive in nature and may affect price offers that MERALCO may receive under a power supply agreement. In addition, such information falls within the bounds of valuable proprietary interest under "trade secrets" which are entitled to protection under the Constitution, statutes, and rules and regulations.

22. With respect to the documents marked as **Annexes "N", "N-1", "N-2", "S", "T", "V" and "W"**, MEI respectfully moves that they be treated as confidential and not be disclosed to any party since they contain commercial and financial information of MEI. The information contained in these documents contains details which go into MEI's business and pricing which are not generally known to the public. MEI therefore has proprietary interest to protect the information contained in these documents.

23. Under Rule 4 of the ERC Rules of Practice and Procedure, the Honorable Commission may, upon request of a party and determination of the existence of conditions, which would warrant such remedy, treat certain information submitted to it as confidential. Pursuant to such provision, it is respectfully prayed that a protective order be issued by the Honorable Commission declaring **Annex "G-2"** as confidential information, since Applicants intend to present the same as evidence in the instant Application.

24. One (1) copy of **ANNEXES "G-2", Annexes "N", "N-1", "N-2", "S", "T", "V" and "W"** are hereby submitted in a sealed envelope, with the envelope and each page of the document stamped with the word "Confidential."

PRAYER

WHEREFORE, premises considered, it is respectfully prayed that the Honorable Commission:

(i) **ISSUE** an Order treating Annexes “G-2”, Annexes “N”, “N-1”, “N-2”, “S”, “T”, “V” and “W” as confidential information pursuant to Rule 4, Section 1 of the ERC Rules of Practice and Procedure and prescribing the guidelines for the protection thereof; and

(ii) After hearing on the merits, render a Decision **APPROVING** the IPSA between MERALCO and MEI.

Pasig City, 15 April 2019.

MANILA ELECTRIC COMPANY

Co-Applicant

MERALCO Compound, Lopez Building,
Ortigas Avenue, Pasig City

By:



FRANCIS DINO S. ANTONIO

Roll of Attorneys No. 48145

PTR No. 5229236; 1/9/19; Pasig City

IBP No. 66245; 1/9/19; RSM

MCLE Compliance No. VI-0003791; 3 November 2017



CARMEN GRACE S. RAMOS

Roll of Attorneys No. 55945

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IBP No. 66246; 1/9/19; RSM

MCLE Compliance No. VI-0000248; 11 July 2016



ANGELICA DIANE B. MONTEZA

Roll of Attorneys No. 55575

PTR No. 5229239; 1/9/19; Pasig City

IBP No. 66247; 1/9/19; RSM

MCLE Compliance No. VI-0000242; 11 July 2016

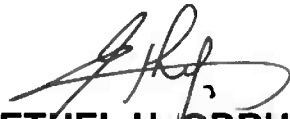
7th Floor, Lopez Building,
Ortigas Avenue, Barangay Ugong, Pasig City
Tel no. 1622-2260; Fax No: 1622-3550

MILLENNIUM ENERGY, INC.

Co-Applicant

E-3204-B Philippine Stock Exchange Centre,
Exchange Road, Ortigas Center, Pasig City, 1605

By:



ETHEL U. ODRUNIA

Counsel for co-Applicant Millennium Energy, Inc.

PTR No. 5343407 / 1-23-2019 / Pasig City

MCLE Compliance No. VI-0021388 / 03-28-2019

IBP Lifetime No. 04272 / 1-8-03 / PPLM

Roll of Attorneys No. 37816

Email Address: eodrunia@mei.com.ph; Contact No. 661 6282

REPUBLIC OF THE PHILIPPINES }
CITY OF PASIG } S.S.

VERIFICATION
AND CERTIFICATION OF NON-FORUM SHOPPING

I, **JOSE RONALD V. VALLES**, Filipino, of legal age, married, with office address at 7th Floor, Lopez Building, MERALCO Compound, Ortigas Avenue, Barangay Ugong, Pasig City, after being sworn in accordance with law, hereby depose and say that –

1. I am the Vice President and Head, Regulatory Management Office, of Applicant Manila Electric Company (“MERALCO”). In such capacity, I have caused the preparation and filing of the foregoing Application;

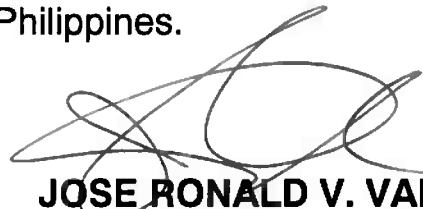
2. Moreover, I have been authorized by the Board of Directors of MERALCO to certify that Applicant has not heretofore filed any similar action, pleading or application involving the same issues before the Supreme Court, the Court of Appeals or any other lower courts or administrative bodies. A copy of the Secretary’s Certificate authorizing me to cause the preparation of the instant Application and sign this Verification and Certification is attached hereto as **ANNEX “AA”**;

3. I have read and understood the allegations contained therein and the same are true and correct based on my personal knowledge and authentic records made available to me in the ordinary course of business of MERALCO;

4. To the best of my knowledge, no similar action or proceeding is pending before the Supreme Court, the Court of Appeals, the lower courts or administrative bodies;


5. If I should hereafter learn that a similar action has been filed before the Supreme Court, the Court of Appeals, the lower courts or administrative bodies, I undertake to report such fact to this Honorable Commission within five (5) days from notice of such fact.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 15th April 2019 at Pasig City, Philippines.


JOSE RONALD V. VALLES
Affiant

SUBSCRIBED and **SWORN** to before me this
APR 15 2019, affiant having exhibited to me his Social Security
System ID bearing the number 33-10900088.

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Page No. 27 ;
Book No. III ;
Series of 2019.


ATTY. EDGAR MICHAEL C. ROBLES
Notary Public
Pasig San Juan and Pateros
Issued on January 21, 2019 at Pasig City
Appointment No. 76 (2019-2020)
Roll No. 62413/IBP Lifetime No. 011798 RSM Chapter
PTR No. 5312069/01-21-19 Pasig City
MCLE VI-0000249-07/11/16
2nd Floor Lopez Bldg., Ortigas Avenue, Pasig City



ORTIGAS AVENUE, PASIG CITY
0300 PHILIPPINES

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

I, WILLIAM S. PAMINTUAN, a duly elected, qualified and incumbent Assistant Corporate Secretary of the Manila Electric Company (MERALCO), a corporation duly organized and existing under and by virtue of the laws of the Philippines, do hereby certify that:

At the regular meeting of the Board of Directors of the Company duly convened and held on February 26, 2019, at which meeting a quorum was present, acted throughout and voted, the following resolution amending the resolution of the Board on February 23, 2015 on the same subject, was approved and that said amendatory resolution is in full force and effect on the date hereof:

"RESOLVED, that the Board of Directors of the Manila Electric Company (MERALCO) authorize, as it hereby authorizes, Messrs. MANUEL V. PANGILINAN, Chairman, OSCAR S. REYES, President, RAY C. ESPINOSA, Deputy Chief Executive Officer, SIMEON KEN R. FERRER, Corporate Secretary, ALFREDO S. PANLILIO, Senior Vice President, Head, Customer Retail Services and Head, Corporate Communication, ROBERTO R. ALMAZORA, Senior Vice President, RONNIE L. APEROCHO, Senior Vice President & Head, Networks, WILLIAM S. PAMINTUAN, First Vice President, Assistant Corporate Secretary, Compliance Officer and Head, Legal and Corporate Governance, EDGARDO V. CARASIG, Vice President & Head, Human Resources & Corporate Services, FERDINAND O. GELUZ, Vice President & Head, Corporate Logistics, JOSE RONALD V. VALLES, Vice President and Head, Regulatory Management Office, MARIA ZARAH R. VILLANUEVA-CASTRO, Vice President & Head, Corporate Legal Services, RAUL G. CORALDE, Assistant Vice President & Head, Litigation Services, MICHELLE O. DELOS SANTOS-BONA, Assistant Vice President & Head, Legal Operations Support, CRISTOPHER B. ARPON, Legal Counsel & Head, Litigation Team 1, CORNELIO MANUEL III C. DICCION, Manager & Head, Litigation Team 2, EUGENE JUDE DENIS GERARD E. ALABANZA, Senior Manager & Head, Tax & Labor Litigation, and any lawyer or employee of MERALCO that any of them may designate, name or appoint:

- (1) to represent the Company, in the institution, prosecution, and defense of any claim, complaint, action, proceeding, petition, application, protest, suit, or case, for or against the Company, before any court, prosecutor's office, regulatory, quasi-judicial, or administrative body, agency, or office of the national or any local government;
- (2) to sign, execute, and deliver in connection therewith the necessary or appropriate complaint, petition, application, position paper, memorandum, all types of pleadings and motions, verifications, affidavit-complaint, counter-affidavit, affidavit of merit, affidavit of desistance, affidavit of witness, and all other affidavits of whatever nature, certificate of non-forum shopping, powers of attorney, certifications, and all other instruments as may be necessary or proper;

- (3) to represent the Company or to designate, name, and appoint a representative or an attorney-in-fact in behalf of the company during the investigation, inquest, preliminary investigation, preliminary conference, pre-trial, mediation, conciliation, arbitration, trial, execution, and all other stages of or incidents related to the case, proceeding or action; to negotiate, enter into, and agree to an amicable settlement, compromise agreement, plea bargaining, admissions or stipulations of fact or documents, simplification of issues, limitation on the number of witnesses, alternative modes of dispute resolution, withdrawal, dismissal or waiver of claim or action; and to perform and execute any and all actions or deeds as may aid in the prompt disposition of such cases, proceedings, or actions filed in behalf of or against the Company;

"RESOLVED, FURTHER, that any previous resolution of the Board of Directors on the same subject matter that is inconsistent herewith shall be deemed terminated, superseded and revoked."


Pursuant to the above resolutions, it is hereby certified that MERALCO is authorized to file the Application, entitled **"IN THE MATTER OF THE JOINT APPLICATION FOR THE APPROVAL OF THE INTERIM POWER SUPPLY AGREEMENT (IPSA) BETWEEN MANILA ELECTRIC COMPANY (MERALCO) AND MILLENIUM ENERGY, INC. (MEI), WITH MOTION FOR CONFIDENTIAL TREATMENT OF INFORMATION, MANILA ELECTRIC COMPANY (MERALCO) AND MILLENIUM ENERGY, INC. (MEI), Applicants,"** with the Energy Regulatory Commission (ERC), and that Atty. Jose Ronald V. Valles, Vice President and Head of Regulatory Management Office, is an authorized representative and signatory of the Company with respect to the aforesaid Application.

WITNESS THE SIGNATURE of the undersigned as such officer of the Company and its corporate seal hereunto affixed on this APR 15 2019 day of April 2019.


WILLIAM S. PAMINTUAN
 Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 15 2019 day of April 2019, affiant exhibited to me his Taxpayer Identification Number (TIN) 146-473-562, issued by the Bureau of Internal Revenue (BIR) as his competent evidence of identity.

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 Series of 2019.


ATTY. EDGAR MICHAEL C. ROBLES
 Notary Public
 Pasig San Juan and Pateros
 Issued on January 21, 2019 at Pasig City
 Appointment No. 76 (2019-2020)
 Roll No. 62413/IBP Lifetime No. 011798 RSM Chapter
 PTR No. 5312069/01-21-19 Pasig City
 MCLE VI-0000249-07/11/16
 9th Floor Lopez Bldg., Ortigas Avenue, Pasig City

Republic of the Philippines)
Pasig City) S.S.

MANDALUYONG CITY

VERIFICATION AND CERTIFICATE OF NON-FORUM SHOPPING

I, **NOEMI T. MORENO**, Filipino, of legal age, and with office address at 3204-B, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law, hereby depose and say:

1. I am the Officer in Charge and Chief Finance Officer (OIC-CFO) and authorized representative of Millennium Energy Inc. (MEI), co-Applicant in the above-captioned Joint Application for the approval of the Interim Power Supply Agreement (IPSA) between the parties MERALCO and MEI.

2. Upon the Authority of, and on behalf of MILLENNIUM ENERGY, INC., I have caused and have been authorized to cause, the preparation and filing of the foregoing Application.

3. I have read the contents of the foregoing Application and find the same to be true and correct based on my own personal knowledge and/or based on authentic records made available to me in the ordinary course of business of the co-Applicant MEI. I likewise attest to the authenticity of the annexes attached thereto.

4. I have been authorized by the Board of Directors of MEI to certify that the same co-Applicant MILLENNIUM ENERGY INC. has not filed any complaint, petition or any other action before any court, tribunal or quasi-judicial body involving the same parties, subject matter or cause of action and to the best of my knowledge, no other action or proceeding involving the same parties, subject matter or cause of action is pending in the Supreme Court, the Court of Appeals, or any other court, forum, tribunal, or quasi-judicial body. A copy of the Secretary's Certificate authorizing me to sign this Verification and Certificate of Non-Forum Shopping is attached as Annex 1 and made an integral part hereof.

5. If I ever discover that there is a pending case or action before any court, tribunal or quasi-judicial body involving the same parties, cause of action, or subject matter, I shall immediately inform this Honorable Commission within five (5) days thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this APR 15 2019 day of April 2019 in Pasig City.


NOEMI T. MORENO
Affiant

SUBSCRIBED AND SWORN to before me this 15 day of April 2019, Affiant exhibiting to me her SSS ID No. 33-4571900-8 bearing her picture to prove her identity.

Doc. No. 205;
Page No. 42;
Book No. 46;
Series of 2019.

ATTY. JAMES C. ABUGAN
NOTARY PUBLIC
Aunt. No. 147-19
IBP No. USE 1000 2018
MCLE No. VI-1000 4/14/2022
PTR No. 33-1000 2019
Tel No. 02-800-0000

SECRETARY'S CERTIFICATE

I, **VANESSA C. RAYMUNDO-UY**, of legal age, Filipino, and with office address at Suite 2404 Discovery Center, 25 ADB Avenue, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, state that:

1. I am the Corporate Secretary of **MILLENNIUM ENERGY, INC.** (Corporation), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 3204-B East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City.

2. At the special meeting of the Board of Directors of the Corporation held on 05 April 2019 at the principal office of the Corporation, during which meeting a quorum was present and acting throughout, the following resolutions were passed and approved:

"RESOLVED, that the Corporation is hereby authorized to enter into an Interim Power Supply Agreement (IPSA) with Manila Electric Company (MERALCO) and to transact with the Energy Regulation Commission (ERC) and file a joint application with the MERALCO for the approval of the IPSA;

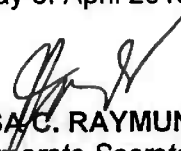
"RESOLVED FURTHER, that the following officers of the Corporation are hereby authorized to sign the IPSA and file the Application for the Approval of the IPSA (Application) on behalf of the Corporation before the ERC, to execute and deliver all other documents necessary in connection with the said Application, including all pleadings, motions, and other papers for appeals, petitions, motions for reconsideration, or other incidents arising from said Application, before the ERC, Department of Energy, Court of Appeals, Supreme Court, and other judicial and/or quasi-judicial bodies, and to verify allegations, execute affidavits and/or sworn statements, give testimonies, and issue certifications against forum shopping, for and on behalf of the Corporation:

<u>Name</u>	<u>Designation</u>
Miguel Jose C. Valencia	President and CEO
Noemi T. Moreno	OIC and CFO
Michael C. Lopez, Jr.	Sales & Marketing Manager
Ethel U. Odrunia	Legal & Compliance Officer
Antonio O. Mercado	Tariff & Regulatory Affairs Manager
Jessie B. Victorio	Energy Trading Manager

"RESOLVED FINALLY, that the foregoing resolutions shall continue to be in full force and effect until modified, altered, or revoked by the Board of Directors in a resolution duly certified by the Corporate Secretary."


3. The foregoing resolutions are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have affixed my signature this 11th day of April 2019 in Pasig City.


VANESSA C. RAYMUNDO-UY
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME this 11th day of April 2019 in Pasig City, affiant exhibiting to me competent evidence of identity in the form of her Philippine Passport No. EC2463246 valid until 17 October 2019, as well as her Taxpayer's Identification Card with No. 224-211-766.

Doc. No. 117;
Page No. 22;
Book No. 4;
Series of 2019


ANNABELLE E. VILLANOZA
Notary Public for the Cities of Pasig, San Juan
And Municipality of Pateros
Commission until 31 December 2020
2404 Discovery Center 25 ADB Ave., Ortigas Center Pasig City
APPT. No. 113 (2019-2020) – Roll No. 70582
PTR No. 5230612; 01-10-2019; Pasig City
IBP No. 064831; 01-08-2019; RSM