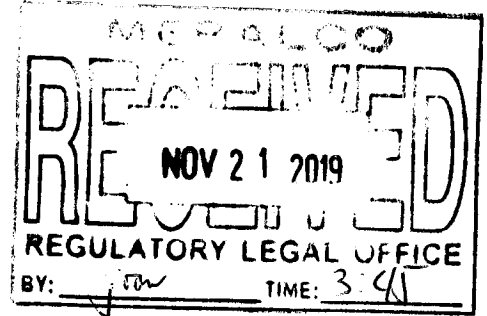


Republic of the Philippines  
**ENERGY REGULATORY COMMISSION**  
San Miguel Avenue, Pasig City

**IN THE MATTER OF THE  
APPLICATION FOR  
AUTHORITY TO ISSUE  
BONDS OR EVIDENCE OF  
LONG-TERM  
INDEBTEDNESS AND TO  
MORTGAGE, PLEDGE OR  
ENCUMBER PROPERTY FOR  
THIS PURPOSE, WITH  
PRAYER FOR PROVISIONAL  
AUTHORITY**



**ERC CASE NO. 2019-029 MC**

**MANILA ELECTRIC  
COMPANY (MERALCO),  
Applicant.**

X ----- X

Promulgated  
NOV 20 2019

**ORDER**

On 29 October 2019, Manila Electric Company (MERALCO) filed an *Application* dated 23 October 2019, for the authority to issue bonds or evidence of long-term indebtedness and to mortgage, pledge, or encumber property, with prayer for provisional authority (*Application*).

The pertinent portions of the said *Application* are hereunder quoted as follows:

1. Applicant is a private corporation existing under the laws of the Republic of the Philippines, with principal office at Lopez Building, Ortigas Avenue, Barangay Ugong, Pasig City. It may be served with notices and other processes of this Honorable Commission at its principal office address or through its counsels at the address indicated herein.
2. Applicant has a legislative franchise, pursuant to Republic Act No. 9209, to construct, operate and maintain a distribution system in the cities/municipalities of Metro Manila, Bulacan, Cavite and Rizal and certain cities/municipalities/barangays in Batangas, Quezon, Pampanga and Laguna and is authorized to charge all its customers for their electric consumption at all rates components duly approved by the Honorable Commission.

3. This Application is being filed pursuant to the provisions of Commonwealth Act No. 146, otherwise known as the Public Service Act. Sections 20 (e) and (g) thereof require public utilities to seek the prior approval of the Honorable Commission before they can “issue any bonds or other evidence of indebtedness payable in more than one year from the issuance thereof” and “alienate, mortgage or encumber its property, franchises, certificates, privileges, or rights or any part thereof”.
4. It should be noted that the Honorable Commission approved Applicant’s previous applications to issue bonds or other evidence of long-term indebtedness in its Decision dated 7 July 2008 in ERC Case No. 2007-496 MC and Decision dated 29 June 2011 in ERC Case No. 2011-007 MC. MERALCO’s previous authority to incur long-term debt ended on 30 June 2015.
5. “Long-Term Debt” is defined as any interest-bearing debt with a maturity longer than one (1) year.
6. Applicant, however, through this instant Application, would like to seek the Honorable Commission’s approval for continuing authority to issue bonds or other evidence of long-term indebtedness to finance its required capital expenditures and payment obligations. The ability of the Applicant to incur long-term debt in a timely manner will ensure the continuity and quality of service offered by the Applicant.
  - a. Applicant’s franchise mandates it to construct, maintain and operate a distribution system for the conveyance of electric power within its franchise area. Such electric distribution facilities must be operated and maintained in a superior manner. Relevant regulations by the Honorable Commission likewise set out performance standards that must be met by the distribution utility to ensure the level of service provided to end-users.
  - b. The operation and maintenance of a distribution utility is capital intensive, requiring substantial capital and operational expenditure to ensure that its delivery of service to its end-users is aligned with the performance standards set by this Honorable Commission and the requirements of Applicant’s growing customer base.
  - c. The capital investment is continuing and recurring, requiring distribution utilities to constantly make large and periodic investments in order to upgrade and refresh its distribution network. It must be noted that the recovery of the

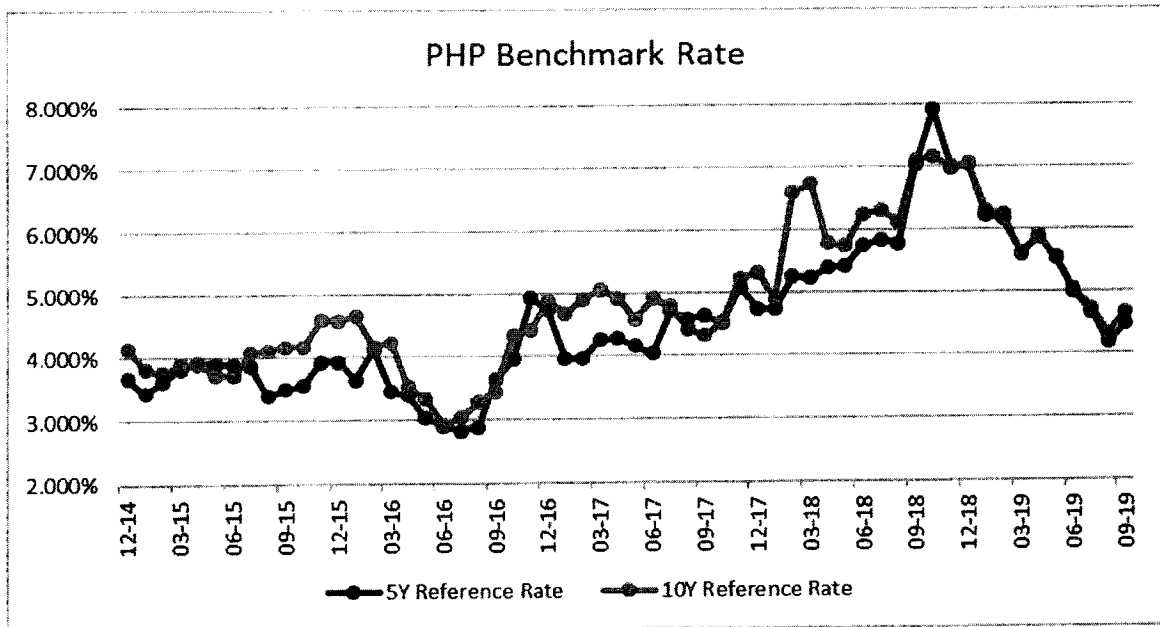
costs in constructing electric facilities in order to serve customers is spread out and will only be recovered depending on the economic lives of the assets. Moreover, in order to serve energy requirements, the capital infrastructure should first be built, requiring the distribution utilities to essentially advance the costs thereof before it can then be recovered gradually through the rates. There is a considerable gap in time between when the cost for the capital infrastructure is incurred and when the cost thereof can be fully recovered.

- d. The Applicant, like other distribution utilities, generation companies and other power players, utilizes a combination of equity from its shareholders or its internally generated cash from its operations, and debt in order to fund these requirements.
7. Although Applicant would have funds available from its collections, it would not be feasible or financially sound to fully expend these amounts for its projects and utility operations. A prudent approach to cash management requires that the Applicant always maintain a level of available funds to sustain its operations, repair and improve facilities and equipment especially in emergency situations, and provide for the other exigencies and unforeseen circumstances so that its operations are not significantly impaired.
8. Applicant would like to stress that any funding option that it undertakes in accordance with this Application will not impact or increase the rates that it charges its customers. Financing charges and foreign exchange adjustments are not among the building blocks for rate setting under Performance-based Regulation. Thus, in accordance with prevailing regulations, MERALCO shall not pass these on to its customers.
9. There are a number of long-term financing options being evaluated by Applicant and it regularly monitors interest rates and other debt-related costs to determine the most opportune time to borrow. However, interest rates are very volatile such that seeking approval for each and every transaction may hamper Applicant's ability to close its financing transactions in a timely manner and at the most advantageous terms.
10. In addition, it should be noted that the provision of security may be a requirement by potential creditors to lend long-term funds to Applicant. In fact, there may be instances when the only available or most cost-effective financing option for Applicant is a long-term loan with provision for security.
11. Thus, for as long as the financing options, which include the encumbrance of property, availed of by Applicant would not affect or be detrimental to the provision of electric service to its customers, Applicant respectfully requests that it be allowed to

mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or other evidence of long-term indebtedness.

**ALLEGATIONS IN SUPPORT OF THE PRAYER FOR THE  
ISSUANCE OF A PROVISIONAL AUTHORITY**

12. Below is a graph showing the movement of the Philippine 5-year and 10-year benchmark interest rate from December 2014 to September 2019.



Note: “o” represent end of periods  
Source: Bloomberg

13. The Applicant requests a Provisional Authority to commence such evaluation and negotiation process with potential lenders and arrangers especially since interest rates will continue to remain volatile due to both internal and external factors. Because interest rates can rapidly move in an upward or downward direction even within a quarter, it is essential that Applicant have the ability to execute its long-term debt drawdowns at a favorable and opportune time. The issuance of a Provisional Authority will ensure Applicant is able to manage and control its cost of borrowing.

14. Further, the immediate issuance of a Provisional Authority will ensure that there will be no disruption in the continuous delivery of service to the customers as Applicant would be able to immediately access funds to help finance its projects and operations. In support of this Application and the prayer for the issuance of a Provisional Authority, Applicant hereby attaches as **Annex “A”**, and made an integral part hereof, the Judicial Affidavit of **Ms. Ma. Cynthia C. Soluren**, Senior Assistant Vice-President and Head, Treasury for Distribution Utility.

**PRAYER**

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

1. **PROVISIONAL AUTHORITY** be immediately issued authorizing the Applicant:
  - a. To issue bonds or other evidence of long-term indebtedness; and
  - b. Whenever necessary, to mortgage, pledge or encumber any of its property to any creditor in connection with its authority to issue bonds or evidence of indebtedness.
2. After hearing on the merits, the Provisional Authority be made **PERMANENT** and the instant Application be **APPROVED**.

Finding the said *Application* to be sufficient in form and 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 **9 January 2020 (Thursday) at ten o'clock in the morning (10:00 A.M.) at the ERC Hearing Room, 15<sup>th</sup> Floor, Pacific Center Building, San Miguel Avenue, Pasig City.**

Accordingly, MERALCO is hereby directed to:

- 1) Cause the publication of the attached *Notice of Public Hearing* once (1x) in a newspaper of nationwide circulation in the Philippines at its own expense, with the date of 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 Governor, the City and Municipal Mayors, and the Local Government Unit (LGU) legislative body within the affected franchise area for the appropriate posting thereof on their respective bulletin boards;
- 3) Inform the consumers within MERALCO's franchise area of the filing of the *Application*, its reasons therefor, and of the scheduled hearing thereon, 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, MERALCO must submit to the Commission its 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 Editor or Business Manager of the newspaper where the said *Notice of Public Hearing* was published, and the complete issues of the said newspaper;
- 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 Mayor, and LGU legislative body or their duly authorized representatives, bearing the seals of their offices;
- 3) The evidence of other means employed by MERALCO to inform the consumers of the filing of the *Application*, its reasons therefor, and of the scheduled hearing thereon;
- 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 proof of compliance with the requirements of the Commission.

MERALCO and all interested parties are also required to submit, at least five (5) days before the date of the 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 therefor; 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 MERALCO 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.

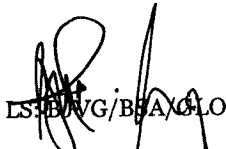
MERALCO must also be prepared to make an expository presentation of the instant *Application*, aided by whatever communication medium that it may deem appropriate for the purpose, in order to put in plain words and explain, for the benefit of the consumers and other concerned parties, the nature of the *Application* with relevant information and pertinent details substantiating the reasons and justifications being cited in support thereof.

**SO ORDERED.**

Pasig City, 11 November 2019.

FOR AND BY AUTHORITY  
OF THE COMMISSION:

  
**JOSEFINA PATRICIA A. MAGPALE-ASIRIT**  
Commissioner

  
LSE/AVG/BSA/CLO

**ERC CASE NO. 2019-029 MC**  
**ORDER/11 November 2019**  
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**Copy furnished:**

1. Manila Electric Company (MERALCO)  
*Applicant*  
MERALCO Compound, Ortigas Avenue,  
Barangay Ugong, Pasig City
2. Attys. Francis Dino S. Antonio, Hazel Rose B. See, Adrian Rex C. Dimalanta, Isagani Coruna II  
and Edgar Michael C. Robles  
*Counsel for Applicant MERALCO*  
7/F Lopez Building  
Ortigas Avenue, Barangay Ugong, Pasig City
3. Office of the City Mayor  
City of Caloocan
4. Office of the Local Government Unit (LGU) Legislative Body  
City of Caloocan
5. Office the City Mayor  
City of Las Piñas
6. Office of the LGU Legislative Body  
City of Las Piñas
7. Office of the City Mayor  
City of Makati
8. Office of the LGU Legislative Body  
City of Makati
9. Office of the City Mayor  
City of Malabon
10. Office of the LGU Legislative Body  
City of Malabon
11. Office of the City Mayor  
City of Mandaluyong
12. Office of the LGU Legislative Body  
City of Mandaluyong
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City of Manila
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15. Office of the City Mayor  
City of Marikina
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17. Office of the City Mayor  
City of Muntinlupa
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City of Muntinlupa
19. Office of the City Mayor  
City of Navotas
20. Office of the LGU Legislative Body  
City of Navotas
21. Office of the City Mayor  
City of Parañaque
22. Office of the LGU Legislative Body  
City of Parañaque



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City of Pasay
24. Office of the LGU Legislative Body  
City of Pasay
25. Office of the City Mayor  
City of Pasig
26. Office of the LGU Legislative Body  
City of Pasig
27. Office of the Municipal Mayor  
Municipality of Pateros
28. Office of the LGU Legislative Body  
Municipality of Pateros
29. Office of the City Mayor  
City of Quezon
30. Office of the LGU Legislative Body  
City of Quezon
31. Office the City Mayor  
City of San Juan
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35. Office of the City Mayor  
City of Valenzuela
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37. Office of the Municipal Mayor  
Angat, Bulacan
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39. Office of the Municipal Mayor  
Balagtas, Bulacan
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41. Office of the The Municipal Mayor  
Baliwag, Bulacan
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Bocaue, Bulacan
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45. Office of the Municipal Mayor  
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Doña Remedios Trinidad, Bulacan
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69. Office of the Municipal Mayor  
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San Jose del Monte, Bulacan
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Sta. Maria, Bulacan
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Alfonso, Cavite
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Amadeo, Cavite
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Bacoor, Cavite
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91. Office of the Municipal Mayor  
Carmona, Cavite
92. Office of the LGU Legislative Body  
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97. Office of the Municipal Mayor  
General Emilio Aguinaldo, Cavite
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General Mariano Alvarez, Cavite
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General Trias, Cavite
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Antipolo, Rizal
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Teresa, Rizal
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San Pascual, Batangas
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Apalit, Pampanga
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Candaba, Pampanga
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San Simon, Pampanga
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San Simon, Pampanga
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Province of Bulacan
232. Office of the LGU Legislative Body  
Province of Bulacan
233. Office of the Governor  
Province of Cavite
234. Office of the LGU Legislative Body  
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235. Office of the Governor  
Province of Rizal
236. Office of the LGU Legislative Body  
Province of Rizal
237. Office of the Governor  
Province of Batangas
238. Office of the LGU Legislative Body  
Province of Batangas

- 239. Office of the Governor  
Province of Laguna
- 240. Office of the LGU Legislative Body  
Province of Laguna
- 241. Office of the Governor  
Province of Quezon
- 242. Office of the LGU Legislative Body  
Province of Quezon
- 243. Office of the Governor  
Province of Pampanga
- 244. Office of the LGU Legislative Body  
Province of Pampanga
- 245. Office of the Solicitor General  
134 Amorsolo Street, Legaspi Village, Makati City
- 246. Commission on Audit  
Commonwealth Avenue, Quezon City
- 247. Senate Committee on Energy  
GSIS Bldg., Roxas Boulevard, Pasay City
- 248. House Committee on Energy  
Batasan Hills, Quezon City
- 249. Office of the President of PCCI  
Philippine Chamber of Commerce and Industry (PCCI)  
3rd Floor, Chamber and Industry Plaza (CIP)  
1030 Campus Avenue corner Park Avenue  
McKinley Town Center, Fort Bonifacio  
Taguig City