

# CONTRACT

## Procurement of Comprehensive Maintenance Service Agreement for Virtualization Software (Project Reference No. 2021-PB-VMWARE-034-01)

This CONTRACT is executed on the 20th day of August 2021 by and between:

The **POWER SECTOR ASSETS AND LIABILITIES MANAGEMENT (PSALM) CORPORATION** with principal office address at the 24<sup>th</sup> Floor Vertis North Corporate Center 1, Astra cor. Lux Drives, North Avenue, Diliman, 1101 Quezon City, Philippines, represented by its President and Chief Executive Officer, **IRENE JOY BESIDO-GARCIA**, duly authorized for this purpose under Board Resolution No. 2020-0226-07, dated 26 February 2020 as evidenced by the Secretary's Certificate dated 01 March 2021, a copy which is attached as Annex "A", hereinafter referred to as "PSALM";

-and-

The **INTEGRATED COMPUTER SYSTEMS, INC.** with principal office address at 3rd Flr., Limketkai Bldg., Ortigas Ave, Greenhills, San Juan City, Philippines, represented by its Vice President for Field-Sales, **ADELIANA SY-LU**, duly authorized for this purpose under Board Resolution No. 2021-120, dated 28 June 2021 as evidenced by the Secretary's Certificate dated 30 June 2021, a copy which is attached as Annex "B", hereinafter referred to as "the SUPPLIER";

### ANTECEDENTS:

PSALM invited Bids for certain Procurement of Comprehensive Maintenance Service Agreement for Virtualization Software with Project Reference No. 2021-PB-VMWARE-034-01 and has accepted a Bid by the Supplier for the supply of those Goods and Services for the Approved Budget for the Contract (ABC) amounting to **ONE MILLION TWO HUNDRED THOUSAND PESOS (PHP1,200,000.00)**

After conducting the bidding through open competitive bidding procedures using a non-discretionary "pass/fail" criterion, the BAC recommended "the SUPPLIER" as the one who submitted the Single Calculated and Responsive Bid in the amount of One Million One Hundred Ninety Thousand Pesos (PHP1,190,000.00), which recommendation was approved by PSALM.


ACCORDINGLY, the Parties hereby agree as follows:

1. The following documents as required by the 2016 Revised Implementing Rules and Regulations of Republic Act No. 9184 shall be deemed to form and be read and construed as integral part of this Agreement, viz:
  - 1.1 Philippines Bidding Documents (PBDs);
    - 1.1.1 Schedule of Requirements;
    - 1.1.2 Technical Specifications;
    - 1.1.3 General and Special Conditions of Contract; and
    - 1.1.4 Supplemental or Bid Bulletins, if any


Signed in the Presence of:

Integrated Computer Systems, Inc.

PSALM Corporation

  
CAMILLE RILAKISA  
ACCOUNT OFFICER

  
ERNESTO Y. TINAAN, JR.  
TWG Head, PSALM Corp.


  
ADELIANA SY-LU  
Vice President for Field-Sales

  
IRENE JOY BESIDO-GARCIA  
President and CEO


PSALM Corporation

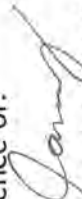
  
**IRENE JOY BESIDO-GARCIA**  
President and CEO

Integrated Computer Systems, Inc.

  
**ADELIANA SY-LU**  
Vice President for Field-Sales

Signed in the Presence of:

  
**ERNESTO Y. TINAAN, JR.**  
TWG Head, PSALM Corp.

  
**SAMIWE KILAKISA**  
ACCOUNT OFFICER

- 1.2 Winning bidder's bid, including the Eligibility requirements, Technical and Financial Proposals, and all other documents or statements submitted;
- 1.3 Bid Form, including all the documents/statements contained in the Bidder's bidding envelopes, as annexes, and all other documents submitted (e.g., Bidder's response to request for clarifications on the bid), including corrections to the bid, if any, resulting from PSALM's bid evaluation;
- 1.4 BAC Resolution No. SBAC-2021-062;
- 1.5 Performance Security;
- 1.6 Notice of Award of Contract; and the Bidder's conforme thereto;
- 1.7 Other contract documents that may be required by existing laws and/or PSALM in the PBDs. The SUPPLIER agrees that additional contract documents or information prescribed by the GPPB that are subsequently required for submission after the contract execution, such as the Notice to Proceed, Variation Orders, and Warranty Security, shall likewise form part of the Contract; and
- 1.8 Office of the Government Corporate Counsel (OGCC) Contract Review No. 958, series of 2021 dated 12 July 2021.

The documents mentioned above shall be collectively referred to as "Contract Documents."

2. All words and expressions shall have the same meaning as are respectively assigned to them in this CONTRACT and all documents deemed part of it, unless the context of the use of the words and expressions require otherwise.
3. In consideration of the payments to be made by PSALM to the Supplier as hereinafter mentioned, the Supplier hereby covenants with PSALM to provide the goods and services and to remedy defects therein in conformity in all respects with the provisions of the Contract.
4. PSALM hereby covenants to pay the Supplier in consideration of the provision of the goods and services and the remedying of defects therein, the Contract Price or such other sum as may become payable under the provisions of the contract at the time and in the manner prescribed by this contract.
5. OGCC Approval. This Contract shall be subject to the review and approval of the Office of the Government Corporate Counsel. Any of its ensuing comments, recommendations, or directives shall form part of this Contract.

IN WITNESS WHEREOF, the parties hereto have caused this Contract to be executed in accordance with the laws of the Republic of the Philippines on the day and year first above written.


Signed, sealed, and delivered by IRENE JOY BESIDO-GARCIA, the President and CEO of PSALM.

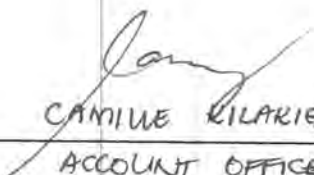
  
\_\_\_\_\_  
IRENE JOY BESIDO-GARCIA

Signed, sealed, and delivered by ADELIANA SY-LU, the Vice President for Field-Sales (for the Supplier).

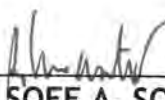
  
\_\_\_\_\_  
ADELIANA SY-LU

Witnessed by:

  
ERNESTO Y. TINAAAN, JR.  
TWG Head

  
\_\_\_\_\_  
CAMILLE KILARISA  
ACCOUNT OFFICER

Certification of funds availability: ₱ 1,011,500.00 & CBI ₱ 178,500.00  
(Per BUREAU OF TREASURY dated 16 August 2021 and CBI dated 17 August 2021)

  
\_\_\_\_\_  
AUG 20 2021  
SOFÉ A. SOTERANA  
Department Manager, Controllership  
PSALM Corporation

PSALM Corporation

**IRENE JOY BESIDO-GARCIA**  
President and CEO

Integrated Computer Systems, Inc.

**ADELIANA SY-LU**  
Vice President for Field-Sales

Signed in the Presence of:

**ERNESTO Y. TINAAAN, JR.**  
TWG Head, PSALM Corp.

**CARMINE KILAKISA**  
ACCOUNT OFFICER

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

ACKNOWLEDGMENT

BEFORE ME, a Notary Public for and in QUEZON CITY, Philippines, this  
\_\_\_ day of AUG 27 2021, 2021, personally appeared:

Name	Identification Document	Issued on	Issued at
IRENE JOY BESIDO-GARCIA	Passport No. P0087701B	03 January 2019	DFA Manila
ADELIANA SY-LU	PASSPORT NO. P 8935548A	FEB. 07, 2018	DFA NCR EASB

known to me and to me known to be the same person who executed the foregoing instrument consisting of four (4) pages, including the page whereon this Acknowledgment is written, all pages signed by both parties and their instrumental witnesses, and they acknowledged before me that the same is their free and voluntary act and deed and that of the Corporation they represent.

WITNESS MY HAND AND NOTARIAL SEAL, on the date and place first above written.

Doc. No. 14 ;  
Page No. 4 ;  
Book No. 24 ;  
Series of 2021.

*Nelly B. Molina*  
**ATTY. NELLY B. MOLINA**  
Notary Public for Quezon City  
Until December 31, 2022  
Commission No. NP-125 (2021-2022)  
Phil of Attorney No. 19379  
PTR No. SJ 1476110; 1-05-2021  
TIN No. 145355; 1-08-2021  
MCLE Exemption No. VI-0011303  
#72 Natib St., Cuban, Quezon City



POWER SECTOR  
ASSETS & LIABILITIES  
MANAGEMENT CORPORATION



**SECRETARY'S CERTIFICATE**

I, **MARIA BELEN P. MONTES-NERA**, of legal age, Filipino, and with office address at 24<sup>th</sup> Floor Vertis North Corporate Center I, Astra corner Lux Drives, North Avenue, Quezon City 1105, hereby certify that:

1. I am the duly appointed Corporate Secretary of the Power Sector Assets and Liabilities Management Corporation ("PSALM"), a corporation duly organized and existing under and by virtue of Republic Act 9136, with office address as stated above. As such Corporate Secretary, I am the custodian of the corporate records of the Corporation including, but not limited to, Board Resolutions.
2. At a regular meeting of the Board of Directors held on 26 February 2020, at which meeting a quorum was present and acting throughout, the following resolution, among others, was approved and adopted by the Board, thus:

**BOARD RESOLUTION NO. 2020-0226-07**

**REVISED MANUAL OF APPROVALS**

**NOW, THEREFORE, BE IT RESOLVED AS IT IS HEREBY RESOLVED**, that as recommended by the PSALM Management and endorsed by the Board Review Committee, the Board of Directors approves and confirms the revised PSALM Manual of Approvals effective 28 February 2020.

**APPROVED and CONFIRMED.**  
26 February 2020.

3. The foregoing resolution has not been revoked, amended, nor in any manner modified and may be relied upon until written notice to the contrary is issued by PSALM.

*Maria Belen P. Montes-Nera*  
**MARIA BELEN P. MONTES-NERA**  
Corporate Secretary

Republic of the Philippines }  
Quezon City, Metro Manila }


**SUBSCRIBED AND SWORN TO BEFORE ME** on 26 February 2021 at Quezon City, Metro Manila, Affiant exhibiting to me her IBP ID No. 37737, IBP Chapter Quezon Province.

**MAR 01 2021**

**ATTY. TOMAS B. BAGA, JR.**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2021  
ADM. NO. NP-017 (2020-2021)  
ATTYS. ROLL NO. 13003  
IBP NO. 156177/2-5-2021  
PTR NO. CP 0624050, 1/19/21 COT.  
MCLE NO. VI-0028822  
RCM BLDG. TIMOG COR. PANAY AVE. Q.C.

DOC NO. 282  
PAGE NO. 58  
BOOK NO. VI  
SERIES OF 20 21



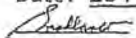
 <b>POWER SECTOR ASSETS &amp; LIABILITIES MANAGEMENT CORPORATION</b>	MOA-14.01	
	Rev. 2	Page 2 of 3
	Manual of Approvals	
Section: ADMINISTRATIVE AND GENERAL SERVICES	Effective: 28 February 2020*	
Subject: Procurement of Goods/Services, Infrastructure Projects and Consultancy Services		

ITEM	LIMITS OF AUTHORITY	APPROVING AUTHORITY
7. <u>Small Value Procurement</u>		
a. <u>Request for Proposal</u>		<u>BAC or Department Manager concerned</u>
b. <u>Bid Evaluation</u>		<u>BAC</u>
c. <u>Post-Qualification Report</u>		<u>BAC</u>
d. <u>BAC Resolution Approving the Award</u>		<u>President and CEO</u>
e. <u>Notice of Award</u>		
f. <u>Contract</u>		
g. <u>Notice to Proceed</u>		

**Control Points:**

1. Procurement shall be subject to Republic Act No. 9184, its Revised Implementing Rules and Regulations (IRR), and relevant government rules and regulations.
2. All procurement activities shall be in accordance with PSALM's approved APP.
3. Negotiated procurement under emergency cases above PhP50 million shall be subject to DOE's clearance prior to procurement.
4. Pursuant to Item 5 of Annex A of the Revised IRR of the R.A. 9184, PSALM shall be guided with this provision which states that, "*However, under emergency or extraordinary cases involving major calamities and disasters as declared by the President where time is of the essence to save lives and properties and restore damaged infrastructures, detailed engineering works shall be conducted in accordance with the guidelines and procedures, as prescribed by the head of the appropriate infrastructure agency and approved by the Infrastructure Committee of the National Economic and Development Authority Board, to*

Controlled Copy No. 8  
Copy for: OCS  
Date: 28 February 2020



Certified True Copy:



**MARIA BELEN P. MONTES-NERA**  
Corporate Secretary, PSALM Corp.



## Omnibus Sworn Statement

REPUBLIC OF THE PHILIPPINES )  
CITY/MUNICIPALITY OF QUEZON CITY.

x-----x

### AFFIDAVIT

I, Adeliana Sy-Lu, of legal age, *married, Filipino*, and residing at *151 F. Manalo St., San Juan City, MM* after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the duly authorized and designated representative of Integrated Computer Systems, Inc with office address at *3rd Flr. Limketkai Bldg., Ortigas Ave., Greenhills, San Juan City*
2. 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 Procurement of Comprehensive Maintenance Service Agreement for Virtualization Software (Project Reference No.2021-PB-VMWARE-034-01) of the Power Sector Assets and Liabilities Management (PSALM) Corporation as shown in the attached duly notarized Secretary's Certificate.
3. *Integrated Computer Systems, Inc* 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;
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. *Integrated Computer Systems, Inc* is authorizing the Head of the Procuring Entity or its duly authorized representative(s) to verify all the documents submitted;
6. None of the officers, directors, and controlling stockholders of *Integrated Computer Systems, Inc* 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. *Integrated Computer Systems, Inc* complies with existing labor laws and standards; and
8. *Integrated Computer Systems, Inc* is aware of and has undertaken the following responsibilities as a Bidder:
  - a) Carefully examine all of the Bidding Documents;
  - b) Acknowledge all conditions, local or otherwise, affecting the implementation of the Contract;
  - c) Made an estimate of the facilities available and needed for the contract to be bid, if





any; and

d) Inquire or secure Supplemental/Bid Bulletin(s) issued for the Procurement of Comprehensive Maintenance Service Agreement for Virtualization Software (Project Reference No.2021-PB-VMWARE-034-01).

9. *Integrated Computer Systems, Inc* 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 JUL 14 2021 day of JULY, 2021 at QUEZON CITY Philippines.

Adcliana Sy-Lu / VP for Field-Sales

Bidder's Representative/Authorized Signatory  
Affiant

**SUBSCRIBED AND SWORN** to before me this JUL 14 2021 day of JULY 2021 at QUEZON CITY Philippines. Affiant is 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 exhibited to me her [SSS ID], with her photograph and signature appearing thereon, with no. 33-0031624-2 and her Government-Issued ID & No Passport ID / No.P5935548A issued on February 07, 2018 at DFA NCR EAST.

Witness my hand and seal this JUL 14 2021 day of JULY 2021

**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. 160 ;  
Page No. 23 ;  
Book No. 243 ;  
Series of 2021

**ATTY. NELLY B. MOLINA**  
Notary Public for Quezon City  
Until December 31, 2022  
Commission No. NP-125 (2021-2022)  
Roll of Attorney No. 15679  
PTR No. SJ 1476110; 1-05-2021  
IBP No. 145355; 1-08-2021  
MCLE Exemption No. VI-0011303  
111 North St., Cubao, Quezon City

REPUBLIC OF THE PHILIPPINES)  
CITY OF ~~SAN JUAN PASIG~~ S.S.  
**PATEROS**

**SECRETARY'S CERTIFICATE**

I, **Irene T. Barcelon**, of legal age, Filipino citizen, with office address at 3/F Limketkai Building, Ortigas Avenue, San Juan City, Metro Manila, after having been duly sworn in accordance with law, hereby depose and state that:

1. That I am the duly appointed Corporate Secretary of **Integrated Computer Systems, Inc.** (hereinafter referred to as the "**Corporation**"), a corporation duly organized and existing by virtue of the laws of the Republic of the Philippines, with principal office and place of business at 3/F Limketkai Building, Ortigas Avenue, San Juan City, Metro Manila;

2. As such Corporate Secretary of the Corporation, I hereby certify that at the Special Meeting of the Board of Directors of the Corporation held on June 28, 2021 at 3/F Limketkai Building, Ortigas Avenue, San Juan City, Metro Manila, during which a quorum was present, the following Resolution was unanimously passed and adopted:

**RESOLUTION No. 2021-120**

**"RESOLVED**, that any one (1) of the following persons be hereby authorized to represent, negotiate, execute, bind and/or sign for or in behalf of the corporation any document/s required by the **POWER SECTOR ASSETS AND LIABILITIES MANAGEMENT CORPORATION** for sealed bid entitled: **Procurement of Comprehensive Maintenance Service Agreement for Virtualization Software.**"

<u>NAME</u>	<u>POSITION</u>
Adeliana Sy- Lu	Vice President- Field Sales Marketing
Flordeliza Ricaflanca	Sales Supervisor
Camille Kilakiga	Account Officer

**"RESOLVED FINALLY**, that all things/acts done and documents executed and entered into by the aforementioned signatory pursuant to and in accordance with the foregoing authorities are hereby confirmed, affirmed and ratified."

3. That the authority herein above granted to the aforementioned officer of the Corporation shall supersede all previous resolutions and remain valid until December 31, 2021.

4. That I am executing this Certificate for whatever legitimate purpose it may serve.

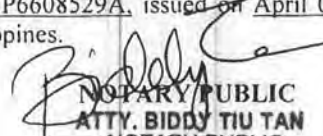
IN WITNESS WHEREOF, I have hereunto affixed my signature this JUN 30 2021 day of 2021 at SAN JUAN, MM.

  
Irene T. Barcelon  
Corporate Secretary

JUN 30 2021

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_ at SAN JUAN, MM, affiant exhibiting to me her Passport No. P6608529A, issued on April 02, 2018, which will expire on April 01, 2028, issued at DFA Manila, Philippines.

Doc. No. 339 ;  
Page No. 69 ;  
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Series of 2021.

  
**NOTARY PUBLIC**  
**ATTY. BIDDY TIU TAN**  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2022  
ROLL OF ATTORNEY No. 34980  
IBP No. 130275/RSM/10/06/2020  
PTR No. SJ1474/03/SJ/1/4/2021  
MCLE No. VI-0009063, 06 June 2018  
35 Wilson St., GH 1502, San Juan, MM  
Appointment No. 9/2021-2022