



Republic of the Philippines
DEPARTMENT OF PUBLIC WORKS AND HIGHWAYS
OFFICE OF THE SECRETARY
Bonifacio Drive, Port Area, Manila



DPWH 13 DPWH

09.10.2024

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DEPARTMENT ORDER)

NO. **159**)
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9/10/2024

SUBJECT: DPWH Guidelines on the Review and Approval of National Public-Private Partnership (PPP) Proposals Requiring Approval from the Head of Implementing Agency

In reference to Section 24.3 of the Implementing Rules and Regulations (IRR) of Republic Act (RA) No. 11966, or the PPP Code IRR, all Implementing Agency shall issue its guidelines for approval that outline the process of its review and approval of National PPP Projects with Project Cost of below Fifteen billion pesos (PHP 15,000,000,000.00). Accordingly, the above-captioned Guidelines, hereto attached and its annexes are hereby issued.

In addition, the summarized general procedures relative to the review and approval of PPP proposals covered by the above-captioned Guidelines is hereby prescribed to be observed:

Stage	Processing Milestone	Turnaround Time
1. DPWH Implementing Unit (IU) Submission of Complete PPP Proposal to the DPWH Secretary	Submission of PPP proposal through a memorandum signed by the IU Director/Head	N/A for solicited; <i>Thirty (30) calendar days</i> for unsolicited proposals
	The Office of the DPWH Secretary shall assign the PPP Proposal to the DPWH Evaluating Units for processing upon receipt	-
2. DPWH Evaluating Units' (EU) Assessment of Completeness of the DPWH Implementing Unit Submission	EUs' completeness check of the submitted proposal <u>in form and in substance</u>	<i>Seven (7) calendar days</i> upon receipt of the proposal
3. EUs' Evaluation of the PPP Proposals, and Preparation and Submission of the PPP Project Evaluation Report (PER)	Consolidation of EUs respective review results in one PER and submission to the Technical-Level Review Committee	<i>Fifty (50) calendar days</i> upon issuance of Notice of Completeness
4. Technical-Level Review Committee (TRC) Process	Deliberation and provide decision on project through an <i>en banc</i> meeting	<i>Fifteen (15) calendar days</i> upon submission of PER by the EUs
5. Management-Level Review Committee (MRC) Process	Deliberation and provide decision on projects through an <i>en banc</i> meeting	<i>Fifteen (15) calendar days</i> upon

			endorsement of the project by the TRC
6.	Head of the Implementing Agency (HIA) Process	The DPWH Secretary, based on the recommendations of the DPWH Review Committees and EUs, shall render its decision in writing. Issuance of Notice of Approval	<i>Ten (10) calendar days</i> upon endorsement of the project by the MRC <i>Ten (10) calendar days</i> from the date of approval

Moreover, in furtherance of this Department Order, a separate Special Order shall be issued for the designation of members of the following review committees and units that will be established, to wit:

- a. Management-Level Review Committee;
- b. Technical-Level Review Committee;
- c. DPWH Evaluating Units; and
- d. Review Committee Core Secretariat

This Department Order shall take effect immediately.


MANUEL M. BONOAN
Secretary

Department of Public Works and Highways
Office of the Secretary



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DPWH Guidelines on the Review and Approval of National Public-Private Partnership (PPP) Proposals Requiring Approval from the Head of Implementing Agency

Section I.	Legal Basis
	<ol style="list-style-type: none">1. Republic Act (RA) No. 11966, "<i>An Act Providing for the Public Private Partnership (PPP) Code of the Philippines</i>", otherwise known as the PPP Code of the Philippines, was signed into law by President Ferdinand R. Marcos, Jr. on December 5, 2023, and took effect on December 23, 2023. The Implementing Rules and Regulations (IRR) of the PPP Code was promulgated on March 22, 2024 and became effective on April 6, 2024.2. Section 7(a) 1(ii) of the PPP Code provides for the approval of National PPP projects¹, specifically those which shall be processed and approved by the Head of Implementing Agency as the Approving Body.3. Section 24.3 of the PPP Code IRR provides that if the Approving Body is the Implementing Agency, the Implementing Agency shall issue its guidelines for approval that outline the process of its review and approval of National PPP Projects with Project Cost of below Fifteen billion pesos (PHP 15,000,000,000.00). These guidelines shall be consistent with the PPP Code and its IRR, and adhere to the procedural guidelines to be issued by the ICC (Investment Coordination Committee [ICC]), and the following principles:<ol style="list-style-type: none">a. A focal person or a focal unit of the Implementing Agency shall review the project and submit its recommendations to the Head of Implementing Agency with the complete requirements for purposes of review and approval;b. The Head of the Implementing Agency shall render its decision in writing within ninety (90) calendar days upon receipt of the complete requirements for purposes of review and approval. Such period may be extended up to one hundred twenty (120) calendar days, subject to the procedural guidelines to be issued by the ICC; andc. The processing and approval of each PPP Project shall be well documented using the forms and templates prescribed by the ICC.

Section II.	List of Abbreviations
	<p>AB – Approving Body CD – Calendar Day EU – Evaluating Unit HIA – Head of Implementing Agency IRR – Implementing Rules and Regulation IA – Implementing Agency</p>

¹ Pursuant to Sections 5 and 6 of the PPP Code IRR.

ICC – Investment Coordination Committee
IU – Implementing Unit
MRC – Management-Level Review Committee
O&M – Operation and Maintenance
PER – Project Evaluation Report
PP – Private Proponent
PPP – Public-Private Partnership
PTCs – Parameters, Terms, and Conditions
RO – Regional Office
RROR – Reasonable Rate of Return
TRC – Technical-Level Review Committee
USP – Unsolicited Proposal

Section III. Coverage of DPWH Review and Approval

Sections 24.3, 31, 33, 81, 104, and 143 of the PPP Code IRR

1. The ***DPWH Guidelines on the Review and Approval of PPP Proposals Requiring Approval from the Head of Implementing Agency***, hereby referred to in this document as the “**Guidelines**”, shall be used exclusively by the Department in the review and approval of the following PPP Proposals requiring review and approval from the Head of the Implementing Agency based on the PPP Code and its IRR:
 - a. **National PPP Projects costing below PHP 15 billion and do not meet any of the 5 criteria (Section 7(a) 1(ii) of the PPP Code, and Section 24.3 of the IRR) requiring action by the Head of Implementing Agency** upon favorable recommendation of the DPWH review committee (for definition, refer to **Section III** of this Guidelines); and
 - b. **Changes in the Approved Project where the Approving Body is the Head of the Implementing Agency:**
 - i. ***Proposed change in the approved Parameters, Terms, and Conditions (PTCs) of the draft PPP contract prior to submission of bids for Solicited National PPP Projects*** [Sections 31(a) and 81 of the PPP Code IRR];
 - ii. ***Proposed variation, expansion, or extension of all contracts covering PPP projects executed prior to or after the effectivity of the PPP Code²***, shall be governed by these Guidelines; provided, that the stipulations in the Guidelines on variation, expansion, or extension for contracts of PPP projects executed prior to the effectivity of the PPP Code shall be applied suppletorily to the existing contract provisions to the extent that such application does not infringe upon the substantive rights of the Private Partner.

² Pursuant to Section 143 of the PPP Code IRR.

In determining the appropriate Approving Body, the project cost to be used shall be the sum of (i) the Project Cost indicated in the financial proposal of the winning bid of the Private Partner during bid submission and (ii) the cumulative value of the proposed variations and all previously approved variations, if any.

If the sum of the proposed variation³ costs below PHP 15 billion and do not meet any of the 5 criteria [Section 7(a) 1(ii) of the PPP Code, and Section 24.3 of the IRR], the Approving Body for the proposed variation shall be the Head of Implementing Agency; and

- iii. ***Withdrawal or substitution of a consortium member*** particularly, changes in withdrawals, or substitution of Private Partners or member-firms of a consortium that results in a change of control of the Private Partner or consortium that will affect its majority ownership and/or beneficial ownership, after the approval of the project (Section 104 of the IRR).

2. This Guidelines shall also cover the following:

- a. Reasonable Rate of Return (RROR) to be set in case of single complying bid for solicited project where the Head of Implementing Agency is the appropriate Approving Body [Section 31(c) of the IRR];
- b. In case of Unsolicited Proposals, guidelines on cases where the appropriate Approving Body requires PTCs outside of the negotiated PTCs [Section 31(b) of the IRR];
- c. Guidelines on cases where the appropriate Approving Body failed to render its decision on a PPP Project within one hundred twenty (120) calendar days from the receipt of complete requirements [Section 31(e) of the IRR]; and
- d. Changes in procurement modality after the National PPP project has been approved by the appropriate Approving Body (Section 33 of the IRR).

Section IV.	Roles and Responsibilities During DPWH Review and Approval Process
<i>Sections 4, 24.3, 28 of the PPP Code IRR</i>	
<p>1. Pursuant to Section 24.3 and Section 26 of the PPP Code IRR, <u>the PPP Service shall serve as the PPP focal unit of the DPWH</u>. Furthermore, the following DPWH units and offices shall be designated with the following roles and responsibilities during the review and approval process.</p>	

³ Pursuant to Section 143 of the PPP Code IRR, the computation of proposed variation cost shall be the sum of (i) the Project Cost indicated in the financial proposal of the winning bid of the PP during bid submission and (ii) the cumulative value of the proposed variations and all previously approved variations, if any.

2. **DPWH Implementing Unit (IU)** – pursuant to the definition of IA in Section 4(aa) of the PPP Code IRR, and relative to the case of DPWH acting both Implementing Agency and Approving Body (AB), the following DPWH units shall undertake activities indicated in abovesaid section of the PPP Code and its IRR, and conduct its own diligence to ensure that its submission of the project to the AB:

Table 1. DPWH IU arrangement

No.	Type of PPP Proposals	IU
1.	New PPP Project Proposal, both Solicited and Unsolicited	PPP Service
2.	Restructuring requests of executed PPP contract at implementation stage ⁴	
3.	Operation and Maintenance (O&M)-related proposals ⁵ and/or restructuring requests of executed PPP contracts at operation stage ⁶	
4.	Hybrid PPP Projects ⁷	Unified Project Management Office (UPMO)

3. **DPWH Evaluating Units (EUs)** – shall be responsible for checking the completeness of the submitted national PPP proposals. The EUs shall also be responsible for evaluating projects outlined in Section II, based on the complete documents submitted in hard and electronic copies through electronic mail, against the criteria for approval of PPPs pursuant to Section 28 of the PPP Code IRR. The DPWH EUs shall be composed of the following DPWH units. In evaluating the PPP project proposal, each EU shall primarily focus on, but are not limited to, their respective areas of expertise (see **Table 2** below).

Table 2. DPWH EUs' member offices

No.	Unit/Office	Role	Areas of Expertise
1.	PPP Service – Project Development Division (PPPS-PDD)	EU	Financial, Value for Money, Economic, and Technical Aspects
2.	PPP Service – Project Implementation Supervision Division (PPPS-PISD)		Technical and Implementation Aspects
3.	PPP Service – Project Operation and Maintenance Management Division (PPPS-POMMD)		Technical, and Maintenance and Operation Requirements Aspects
4.	Planning Service – Project Preparation Division (PS-PPD)		Technical and Economic Aspects
5.	Planning Service – Environmental and Social Safeguards Division (PS-ESSD)		Environment, Climate Change, and Social Safeguards Aspects

⁴ i.e., contract variation, expansion, or extension of executed PPP contract at implementation stage, as enumerated in Title XIV, Sections 143 to 145 of the PPP Code IRR.

⁵ As stipulated in Section 6(f) of the PPP Code IRR.

⁶ i.e., contract variation, expansion, or extension of executed PPP Contract at operation stage, as enumerated in Title XIV, Sections 143 to 145 of the PPP Code IRR.

⁷ PPP Projects with blended finance, as defined in Section 4(e) of the PPP Code IRR.

6.	Concerned Regional Office/s (RO)	Additional EUs, as necessary	Sectoral and Regional Context
7.	Technical Services Bureaus		Other Technical Aspect of the Project

In addition to the composition of the DPWH EUs, the following are the evaluation arrangement among the DPWH EUs:

Table 3. Evaluation Arrangement among the DPWH EUs

No.	Type of PPP Proposals	Lead EU	Member EU	Additional EU, as necessary
1.	New PPP project proposal, both solicited and unsolicited	PS-PPD	PDD, PISD, POMMD, and PS-ESSD	Concerned RO, Technical Services Bureaus, and other Government Agencies ⁸
2.	Restructuring requests of executed PPP contract at implementation stage		PISD, PDD, POMMD, and PS-ESSD	
3.	Operation and Maintenance (O&M)-related proposals and/or restructuring requests of executed PPP contracts at operation stage		POMMD, PDD, PISD, and PS-ESSD	
4.	Hybrid PPP Projects		POMMD, PDD, PISD, and PS-ESSD	

4. **Review Committee Core Secretariat** – shall be composed of nominated personnel from the three divisions of PPP Service. It shall be responsible for preparing and/or keeping the official records of the DPWH Technical-Level Review Committee (TRC) and Management-Level Review Committee (MRC), such as the PER, presentation materials, letters to private proponent for unsolicited proposals (USPs), and minutes of the meeting, among others. Furthermore, it shall coordinate and arrange the *en banc* meetings of the DPWH review committees (defined in Items 5 and 6 of this section).
5. **Technical-Level Review Committee (TRC)** – shall be composed of the Directors of PPP Service and Planning Service serving as Chair and Co-Chair, respectively and the Directors of the following DPWH Central Office bureaus and service as members:
 - a. Bureau of Construction (BoC);
 - b. Bureau of Design (BoD);
 - c. Bureau of Maintenance (BoM);
 - d. Bureau of Quality and Safety (BQS); and
 - e. Finance Service.

The members of the TRC may designate their respective alternate representatives, at least Division Chief-Level, to the TRC through a memorandum.

⁸ As external observers and may provide a non-binding opinion upon the request of the DPWH EUs.

The TRC shall deliberate on the project, based on the PER/recommendations of the DPWH EUs, and other relevant information that may be presented to the TRC.

6. **Management-Level Review Committee (MRC)** – shall be composed of the Undersecretary for Planning and PPP Services serving as Chair and with the following members from the DPWH Executive Committee (ExeCom):

- a. Undersecretary for Technical Services;
- b. Undersecretary for Support Services;
- c. Undersecretary for Operations of Concerned Region/s; and
- d. Undersecretary for UPMO Operations (for hybrid PPP projects).

The members of the MRC may designate their respective Assistant Secretaries as their alternate representatives to the MRC through a memorandum.

The MRC shall deliberate on the project, based on the recommendation of the TRC and the EUs, PER recommendations, and other relevant information that may be presented to the MRC.

7. **DPWH Secretary/Head of Implementing Agency (HIA)** – as the approving body, shall render its decision in writing on the National PPP Proposals, based on the recommendation of the MRC, Memorandum for the DPWH Secretary, and other relevant information that may be presented to the Secretary.

Section V.	DPWH Review and Approval Procedures
<i>Sections 33 (paragraph 2), 81, 90, and 104 of the PPP Code IRR</i>	
<ol style="list-style-type: none"> 1. The PPP Proposals covered by Section II of the Guidelines shall be processed in accordance with the procedures in Annex 1: General DPWH Procedures on the Review and Approval of National Public-Private Partnership Proposals, which details the steps in the processing of PPP projects, and the indicative processing timelines. 2. For changes in the approved project where the DPWH Secretary is the Approving Body, the following procedures shall be followed: <ol style="list-style-type: none"> a. Proposed change in the approved PTCs of the draft PPP contract prior to Submission of bids for Solicited National PPP Projects <ol style="list-style-type: none"> i. In case the DPWH IU has proposed changes in the PTCs approved by the DPWH Secretary, the IU shall submit all documents pertaining to proposed changes in the PTCs to the DPWH Secretary for approval. The IU shall include in its submission the results of its assessment on whether the proposed changes in the PTCs will entail the following, among others: <ol style="list-style-type: none"> 1. Additional Government Undertakings/Availability Payments; 2. Changes in the economic and/or financial viability of the project; and 3. Additional contingent liabilities. 	

- ii. The DPWH IU shall submit the results of its assessment, including the proposed changes in the PTCs, to the DPWH Secretary, and shall ensure that the said submission is properly shared and transmitted to DPWH Review Committees and EUs.
- iii. The DPWH EUs shall validate the IU's assessment, require additional documents from the IU as necessary, and submit its findings and recommendations to the DPWH Secretary, for approval.

b. Withdrawal or substitution of a consortium member

- i. In case there is a need to change, withdraw, or substitute the Private Partners or member-firm of a consortium operating/implementing the PPP project, the DPWH IU shall immediately, upon being informed in writing by the Private Partners, seek the DPWH Secretary approval.
- ii. The DPWH IU shall submit all documents pertaining to proposed withdrawal or substitution of a consortium member, including the results of its assessment to the DPWH Secretary as the Approving Body.
- iii. In addition to the aforesaid submission, the DPWH IU shall send an official email informing the DPWH review committees, copy furnished the PPP Center and DPWH EUs, that it is requesting for the approval of the proposed withdrawal or substitution of a consortium member, and it has submitted the required documents.
- iv. The DPWH EUs shall validate the IU's assessment, require additional documents from the IA, as necessary, and submit its findings and recommendations to the DPWH Secretary, for approval.

c. Setting the RROR in the case of single complying and responsive bid for solicited project where the DPWH Secretary as the Approving Body.

- i. During the approval stage of the Solicited National PPP Project, the Approving Body shall set the maximum RROR which shall, in no case, be disclosed during the bidding process.
- ii. In case of a single complying and responsive bid, the DPWH IU shall negotiate with the single complying and responsive bidder the RROR for the project taking into consideration the maximum RROR set by the Approving Body, as applicable.
- iii. If the negotiated RROR does not breach the maximum RROR, the IU shall report the same to the Approving Body. If the negotiated RROR breaches the set maximum, the IU shall secure the Approving Body's approval of the negotiated RROR.
- iv. In case the Approving Body does not agree with the negotiated RROR (which breached the set maximum as initially prescribed), the IU shall inform the single complying and responsive bidder of such decision for bidder's

consideration on whether it shall still proceed with the project. If the bidder does not agree, the IU shall declare a failure of bidding.

- v. Attached is the methodology for the computation of the RROR, which adheres to the prescribed methodology in the 2024 NEDA-ICC Guidelines (see **Annex 2**).

d. In case of Unsolicited Proposals, guidelines on cases where the Approving Body requires PTCs outside of the negotiated PTCs

- i. In case the Approving Body approves the project but requires PTCs outside of the negotiated PTCs, the Approving Body shall inform the IU in writing of the new PTCs.
- ii. The IU shall secure the private proponent's concurrence on the new PTCs within 7 calendar days (CDs) upon receipt of the notice from the Approving Body regarding the new PTCs being required.
- iii. The IU shall, within the 7-CD period, submit its response to the Approving Body on whether the private proponent agrees/disagrees with the new PTCs. In case the private proponent agrees with the new PTCs, the IU shall use the updated PTCs as one of the bases in the drafting of tender documents and the PPP Contract.
- iv. In case the private proponent disagrees with the new PTCs, the IU shall inform the Approving Body in writing, and the project shall be returned to the IU and delisted from the DPWH List of PPP Projects.

e. Changes in Procurement Modality of an Approved PPP Project

- i. In case the PPP Project has been approved by the appropriate Approving Body but the DPWH IU intends to convert the project to a different procurement modality, the IU shall submit a justification for the proposed change, as required by the PPP Code IRR, to the appropriate Approving Body of the original project, copy furnished the DPWH EUs.
- ii. The original project shall be returned to the IU and delisted from the DPWH List of PPP Projects⁹. The project with the new procurement modality shall be treated as a new submission and shall be processed in accordance with the applicable laws, rules, and regulations.

Section VI.	Failure of the Approving Body to render a final decision on the National PPP Project
<i>Section 43 of the PPP Code IRR</i>	
<p>1. The DPWH Secretary, as the Approving Body for the National PPP project covered by this Guidelines, adopts as a policy that in cases when the timeline for the DPWH</p>	

⁹ As per PPP Service procedure, the Pipeline of PPP Projects is updated in monthly.

Secretary to act on the project will expire before it can dispense its action/decision, the PTCs endorsed by the DPWH Review Committees shall be adopted by the DPWH Secretary as the final approved PTCs for purposes of project procurement, unless an alternate instruction is issued by the DPWH Secretary.

2. In support of the aforementioned policy, the PPP Center shall inform the DPWH Secretary in writing of any PPP project for the latter's approval, including the total number of remaining days/deadlines for the DPWH Secretary to act on the project, and cite the abovementioned policy/directive.
3. The DPWH Secretary, as the Approving Body, may issue a new policy in cases when the Approving Body fails to render final decision on a PPP project.

Section VII.	Computation of Periods
<i>Section 3 of the PPP Code IRR</i>	
<ol style="list-style-type: none"> 1. Pursuant to Section 3 of the PPP Code IRR, in computing for the period for the Head of Implementing Agency, as the appropriate Approving Body, to render a decision on a PPP project, the first day, which shall be reckoned from the day of release of the Notice of Completeness, shall be excluded and the last day shall be included. 2. If the last day of the period falls on a non-working day (i.e., Saturday and Sunday), legal holiday, special non-working holiday, or other non-working days duly declared by the President, Mayor, or other government official authorized to make such declaration for such government entity, it is understood that the last day shall be the next working day. 	

Section VIII.	Amendments to the DPWH Guidelines
<i>Sections 24.3 and 31 of the PPP Code IRR</i>	
<p>Pursuant to Sections 24.3 and 31 of the PPP Code IRR, the Approving Body may, as necessary, review and update the Guidelines, as well as the forms, and templates to be used for the review and approval of National PPP projects requiring approval from the DPWH Secretary.</p>	

Section IX.	Effectivity
<i>Sections 24.3 and 31 of the PPP Code IRR</i>	
<p>The Guidelines shall be effective immediately upon approval. A copy of the approved DPWH Guidelines shall be submitted to the PPP Center within seven (7) calendar days from approval of the DPWH Secretary. Any changes to the guidelines shall be submitted also to the PPP Center within seven (7) calendar days from approval of the DPWH Secretary.</p>	



BAGONG PILIPINAS

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF PUBLIC WORKS AND HIGHWAYS

Annex I: General DPWH Procedures on the Review and Approval of National PPP Proposals

Disclaimer: Any inconsistencies between the provisions of the Code and its IRR, and the contents of this Procedural Guidelines, the provisions of the Code and its IRR shall prevail. Furthermore, this Procedural Guidelines adheres to and adopt the 2024 NEDA Board-ICC Guidelines.

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- A. The following procedures shall apply for National Public-Private Partnership (PPP) projects in accordance with **Section 24.3 (National PPP Projects with Project Cost below PHP 15 billion)** and do not meet any of the five circumstances enumerated in **Section 24.4** of the Implementing Rules and Regulation (IRR) of the PPP Code, and in relation to Section IV of this Guidelines.

Step 1:	DPWH submission, through its Implementing Unit, of complete proposal to the DPWH Secretary
<i>Turnaround Time: Thirty (30) Calendar Days (CD) from end of negotiation</i>	
<ol style="list-style-type: none"> 1. The DPWH Implementing Unit (IU) shall submit the PPP Proposal through a memorandum signed by the Implementing Unit Head/Director, addressed to the DPWH Secretary, copy furnished the DPWH Review Committees (i.e., Technical-Level Review Committee [TRC] and Management-Level Review Committee [MRC]) and DPWH Evaluating Units (EUs). 2. The memorandum shall have the following attachments: <ol style="list-style-type: none"> a. The complete set of documentary requirements as indicated in the appropriate List of Documentary Requirements. The Implementing Unit should use the appropriate List of Documentary Requirements depending on the PPP variant/scenario, and shall fill out "Implementing Unit remarks" column in the List of Documentary Requirements; and b. A certification that the project submission is complete pursuant to the PPP Code and its IRR. 3. Upon receipt of the PPP proposal, the Office of the DPWH Secretary shall assign the PPP proposal to the DPWH EUs for processing. 4. PPP Proposals submitted between 7:00AM to 4:00PM, from Monday to Friday, shall be acknowledged by the DPWH EUs on the same day, copy furnished the DPWH Secretary and the DPWH Review Committees. PPP Proposals received outside of business hours shall be considered submitted, and shall be acknowledged, on the following working day. Once the submission is acknowledged by the Lead EU, supplementary submissions or documents from the IU <u>shall not</u> be accepted. <p><u>Note: Supplemental submission is not allowed, unless requested by the DPWH Evaluating Units during the evaluation period, or by the DPWH Review Committees, or by the DPWH Secretary.</u></p>	

Step 2:	Assessment of Completeness of the DPWH Implementing Unit Submission
<i>Turnaround Time: Seven (7) CD from the date of submission</i>	
<ol style="list-style-type: none"> 1. The DPWH EUs shall conduct a completeness check of the DPWH IU submissions within 7 CDs upon receipt of the proposal. 	

Note: Said timelines may be extended in extraordinary circumstances, which include among others:

- i. complexity of the project;
 - ii. unforeseen events;
 - iii. technical challenges; and
 - iv. legal/regulatory changes.
2. The EUs shall check the submissions of the IU to assess whether these documents are complete, in form and in substance, and sufficient for purposes of EUs' evaluation, and approval of the DPWH Secretary.
3. Review kick-off meeting (walkthrough of the submission with the IU). Within 7 CD completeness check period, the DPWH EUs shall convene a meeting with the IU to walk the EUs through the submission and confirm completeness and/or clarify issues observed by the DPWH EUs during their respective validation of the completeness of the DPWH IU's submission (if any). Also, the DPWH EUs will present the timeline of review and approval process.
4. During the 7-CD period, the PPP proposal shall be returned in any of the following cases:
 - a. If any of the submissions is determined by the EUs to be incomplete/noncompliant with the requirements set forth in the PPP Code, its IRR and this Guidelines;
 - b. If the IU's clarification is insufficient to address issues raised by the EUs; or
 - c. Failure of IU to attend the review kick-off (walkthrough with IU) meeting, as requested.
5. DPWH IUs who intend to resubmit returned proposals may resubmit projects anew and shall be treated as a new project.
6. If the IU submission is found to be complete, the DPWH EUs shall issue a Notice of Completeness (NOC), copy furnished the DPWH Secretary and the DPWH Review Committees, following confirmation of completeness of the submission through a consensus among the DPWH EUs. In the NOC, EUs shall inform the IU that changes in the proposal, apart from changes instructed by the DPWH Secretary and/or DPWH Review Committees, will be grounds for returning the project to the IU and delisting the project from the DPWH Pipeline of PPP Projects.
7. If the IU submission is found to be incomplete, the DPWH EUs shall, within the completeness check period, issue a letter to the IU returning the proposal, copy furnished the DPWH Secretary, the DPWH Review Committees, and other DPWH EUs.
8. In computing for the period for the completeness check, the first day, which shall be reckoned from the day of acknowledgement by the DPWH EUs, shall be excluded and the last day shall be included.

If the last day of the period falls on a non-working day (i.e., Saturday and Sunday), legal holiday, special non-working holiday, or other non-working days duly declared by the President, or the Mayor of the City where the DPWH office is located, it is understood that the last day shall be the next working day.

Step 3:	Evaluation of the PPP Proposals by the DPWH Evaluating Units, and Preparation and Submission of the PPP Project Evaluation Report
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Turnaround Time: Fifty (50) Calendar Days (CD)

1. The DPWH EUs shall evaluate the proposal based on the documents enumerated in Section 29 of the PPP Code IRR, including the negotiated Parameters, Terms, and Conditions (PTCs), and shall prepare the following:
 - a. Results of the evaluation of the proposal based on the Criteria for Approval of National PPPs under Section 28 of the PPP Code IRR;
 - b. Recommendations on the maximum reasonable rate of return (RROR) to be set in case of single complying bid for solicited projects;
 - c. Recommended DPWH Review Committees action; and
 - d. For unsolicited proposals, evaluate/assess the following, in addition to the aforementioned;
 - i. Presence of any prohibited Government Undertakings identified under Section 50 of the IRR; and
 - ii. The pre-qualification requirements as referred to in Section 72 of the IRR.
2. Any submission from the IU that will cause a substantial change in the proposal or failure of the IU to respond to the requests for clarification within the evaluation period shall be grounds for returning the proposal to the IU and delisting of project from the DPWH List of PPP Projects.

Note: Substantial change shall refer to any additional submission from the IU that causes substantial changes such as in the contract agreement, qualification of private proponent for unsolicited proposals, project scope, cost, assumptions in financial, economic, value for money analyses, among others.

3. The Lead EU shall consolidate the findings and comments of the DPWH EUs into one PER, upon receipt of the other EUs respective review results. The EUs submission of their respective review results prior to the lead EU's consolidation is within 30 CD. Thereafter, the Lead EU shall submit the PER to the TRC, through the Review Committee Core Secretariat.

Step 4:	Technical-Level Review Committee (TRC) Process
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Turnaround Time: Fifteen (15) CD

1. TRC shall deliberate on the project, based on the PER/recommendations, and other relevant information that may be presented to the TRC.
2. The Lead EU, with support from the other DPWH EUs, shall present the project and the findings on the project following the criteria for evaluating PPP projects under Section 28 of the PPP Code IRR, and the definitive recommended action for the project.
3. Mode of approval. The TRC deliberation of project/s shall be conducted through an *en banc* meeting, subject to the confirmation of quorum of the TRC members. No private consultants are allowed to attend the meeting. In certain cases, the Review Committees may endorse projects through a joint TRC and MRC *en banc* meeting or *ad referendum*, subject to the instruction of the DPWH Review Committee Chairpersons.
4. Scope of TRC discussion:
 - a. Results of the DPWH EUs' evaluation;
 - b. Parameters, terms, and conditions to be set; and, for unsolicited proposals, the duration of the comparative challenge period;
 - c. Deadline of DPWH IUs to comply with/respond to TRC instructions, if any; and
 - d. Any matter that needs to be elevated to the MRC for management policy decision.
5. TRC decision. Based on the presented findings on the project, the TRC may:
 - a. Endorse the project to the MRC without conditions;
 - b. Elevate the project to the MRC with conditions. In this case, the TRC shall indicate the deadline for the IU submission of responses to the TRC instructions; or
 - c. Recommend to return the project to the IU. Grounds for returning the proposal include insufficiency of the proposal and/or inconsistency of information across submissions, and other deficiencies that will render the TRC unable to make a decision on the project.
6. The TRC decision shall be by majority vote, and the dissenting votes shall be disclosed to the MRC.
7. In case the TRC endorses the project to the MRC with conditions, the IU shall submit its response within the deadline prescribed by the TRC:
 - a. In case the IU submits its response to the TRC instructions within the deadline and the DPWH EUs find the submission as complete/compliant with the TRC instructions, the TRC shall recommend the inclusion of the project in the MRC agenda.

- b. On the other hand, if the IU fails to submit within the deadline, or if the IU's submissions is found to be incomplete/non-compliant with the TRC instructions, the TRC shall issue a memorandum to the IU returning the proposal.
8. The TRC shall issue a memorandum for MRC, copy furnished the DPWH IU and EUs, in elevating/endorsing the project to the MRC. The memorandum includes the results of the TRC deliberation on the project and recommended MRC action for the project.

Step 4: Management-Level Review Committee (MRC) Process

Turnaround Time: Fifteen (15) CD

1. The MRC shall deliberate on the project, based on the recommendation of the TRC, the report and recommendations of the DPWH EUs in the PER, and other relevant information that may be presented to the MRC.
2. The TRC Chair or the Co-Chair, whichever is applicable, and with support from the EUs, shall present the project and the findings on the project, its findings on the criteria for evaluating PPP projects following Section 28 of the IRR, and the definitive recommended action for the project.
3. Mode of approval. The MRC deliberation of project/s is conducted through an *en banc* meeting, or subject to the instruction of the MRC Chairperson. No private consultants are allowed to attend the meeting. In certain meritorious cases, the Review Committees may endorse projects through a joint TRC and MRC *en banc* meeting or *ad referendum*, subject to the instruction of the DPWH Review Committee Chairpersons.
4. Scope of MRC discussion:
 - a. Results of the TRC deliberation;
 - b. Parameters, terms, and conditions to be set; and for unsolicited proposals, duration of the comparative challenge period;
 - c. Deadline of IU to comply with/respond to MRC instructions, if any; and
 - d. Any matter that needs to be elevated to the DPWH Secretary for policy decision.
5. MRC decision. Based in the presented findings on the project, the MRC shall endorse to the DPWH Secretary/Head of the Implementing Agency as the Approving Body:
 - a. Recommend the project to the DPWH Secretary for approval without conditions;
 - b. Elevate the project to the DPWH Secretary for approval with conditions. In this case, the MRC shall indicate the deadline for the IU submission of responses to the MRC instructions; or

- c. Recommend to return the project to the IU based on TRC recommendations and DPWH EUs' findings. Grounds for returning the proposal include insufficiency of the proposal and/or inconsistency of information across submissions, and other deficiencies that will render the MRC unable to make a decision on the project.
6. The MRC decision shall be by majority vote, and the dissenting votes shall be disclosed to the DPWH Secretary.
7. In case the MRC endorses the project to the DPWH Secretary with conditions, the IU shall submit its response within the deadline prescribed by the MRC:
 - a. If the IU submits its response to the MRC instructions within the deadline, and the EUs find the submission complete/compliant with the MRC instructions, the MRC shall recommend DPWH Secretary.
 - b. On the other hand, if the IU fails to submit within the deadline, or if the EUs find the submission incomplete/non-compliant with the MRC instructions, the MRC shall return the project.
8. The MRC shall issue a memorandum for the DPWH Secretary, copy furnished the TRC, the DPWH IU and EUs, in elevating/endorsing the project to the DPWH Secretary. The memorandum includes the results of the MRC deliberation on the project and definitive recommended action for the project. MRC shall recommend the inclusion of the project in the meeting agenda of the DPWH ExeCom.

Step 5: Head of the Implementing Agency (HIA) Process

Turnaround Time: Ten (10) CD - approval stage; and Ten (10) CD - Notice of Approval

1. The MRC Chair, through an ExeCom meeting, shall present the project and the findings and recommendations from the MRC on the project, including findings on the criteria for evaluating PPP projects following section 28 of the IRR, and the definitive recommended for the project.
2. Mode of Approval. The DPWH Secretary, based on the recommendation of the DPWH Review Committees (i.e., MRC and TRC), the report and recommendations of the DPWH EUs in the PER, and other relevant information that may be presented to the DPWH Secretary, shall render its decision in writing within the prescribed period.
3. Scope of Presentation to the DPWH Secretary:
 - a. Results of the MRC deliberation;
 - b. Parameters, terms, and conditions to be set; and for unsolicited proposals, duration of the comparative challenge period; and
 - c. Matters elevated to the DPWH Secretary for policy decision.

4. DPWH Secretary decision. Based on the presented findings on the project, the DPWH Secretary may:
 - a. Approve the project without conditions, and instruct the IU to proceed with the publication of the Invitation to Qualify/Prequalify and Bid in the case of Solicited Projects, and Invitation for Comparative Proposals in the case of Unsolicited Proposals, or the implementation of the variation, as applicable.
 - b. Approve the project with conditions. In this case, the DPWH Secretary shall indicate the deadline within the prescribed period for the IU submission of responses to the DPWH Secretary instructions; or
 - c. Disapprove or return the project to DPWH IU.
5. The DPWH Secretary, in case the PPP Project has been approved, shall issue a Notice of Approval within ten (10) calendar days from its decision to approve the PPP Project. On the other hand, in case the PPP Project has been disapproved and returned, the grounds and reasons for disapproval shall be provided in writing within the prescribed period.
6. In case the DPWH Secretary approves the project with conditions, the IU shall submit its response within the deadline prescribed by the DPWH Secretary:
 - a. If the IU submits its response to the DPWH Secretary instructions within the deadline, and the EUs find the IU responses complete/compliant with the DPWH Secretary instructions, the EUs shall inform the DPWH Review Committees, and the Review Committees shall inform the DPWH Secretary of such through a joint memorandum. The DPWH Secretary shall instruct the IU to proceed with the publication of the Invitation to Qualify/Prequalify and Bid in the case of Solicited Projects, and Invitation for Comparative Proposals in the case of Unsolicited Proposals, or the implementation of the variation, as applicable.
 - b. On the other hand, if the IU fails to submit its responses within the deadline, or if the EUs find the IU responses incomplete/non-compliant with the DPWH Secretary instructions, the DPWH Secretary shall return the project to the IU.

Note: Pursuant to Section 33 of the PPP Code IRR, the decision of the DPWH Secretary/Head of Implementing Agency in all cases shall be final and executory.

B. DPWH Processing Timelines. Pursuant to Section 31 of the PPP Code IRR, a summary of indicative DPWH processing timelines is reflected in Table 1 below.

Table 1. Summary of Indicative Timelines of DPWH Processing

Stage	DPWH Processing Milestone	National PPP Projects where the Approving Body is the DPWH Secretary/Head of Implementing Agency
I	IU submission of complete proposal to the DPWH Secretary	N/A for solicited 30 CD for unsolicited proposals
II	DPWH EUs Assessment of Completeness of the IU	7 CDs
III	Evaluation of the Project by the DPWH EUs, and Preparation and Submission of the PPP Project Evaluation Report	50 CDs
IV	TRC Process	15 CDs
V	MRC Process	15 CDs
VI	DPWH Secretary/Head of Implementing Agency	10 CDs
<i>Review and Approval Period (Stages III to VI)</i>		<i>90 CDs</i>
<i>Total Turnaround Time</i>		<i>127 CDs</i>

SUMMARIZED GENERAL PROCEDURES

Stage		Processing Milestone	Turnaround Time
1.	DPWH Evaluating Units' (EU) Assessment of Completeness of the DPWH Implementing Unit Submission	EUs' completeness check of the submitted proposal <u>in form and in substance</u>	<i>Seven (7) calendar days</i> upon receipt of the proposal
2.	EUs' Evaluation of the PPP Proposals, and Preparation and Submission of the PPP Project Evaluation Report (PER)	Consolidation of EUs respective review results in one PER and submission to the Technical-Level Review Committee	<i>Fifty (50) calendar days</i> upon issuance of Notice of Completeness
3.	Technical-Level Review Committee (TRC) Process	Deliberation and provide decision on project through an <i>en banc</i> meeting	<i>Fifteen (15) calendar days</i> upon submission of PER by the EUs
4.	Management-Level Review Committee (MRC) Process	Deliberation and provide decision on projects through an <i>en banc</i> meeting	<i>Fifteen (15) calendar days</i> upon endorsement of the project by the TRC
5.	Head of the Implementing Agency (HIA) Process	The DPWH Secretary, based on the recommendations of the DPWH Review Committees and EUs, shall render its decision in writing. Issuance of Notice of Approval	<i>Ten (10) calendar days</i> upon endorsement of the project by the MRC <i>Ten (10) calendar days</i> from the date of approval

COMPOSITION OF THE DPWH REVIEW COMMITTEES AND UNITS

Management-Level Review Committee (MRC) – shall be composed of the **Undersecretary for Planning and PPP Services serving as Chair** and with the following members from the DPWH Executive Committee (ExeCom):

- a. Undersecretary for Technical Services;
- b. Undersecretary for Support Services;
- c. Undersecretary for Operations of Concerned Region/s; and
- d. Undersecretary for UPMO Operations (for hybrid PPP projects).

Technical-Level Review Committee (TRC) – shall be composed of the **Directors of PPP Service and Planning Service serving as Chair and Co-Chair, respectively** and the Directors of the following DPWH Central Office bureaus and service as members:

- a. Bureau of Construction (BoC);
- b. Bureau of Design (BoD);
- c. Bureau of Maintenance (BoM);
- d. Bureau of Quality and Safety (BQS); and
- e. Finance Service.

DPWH Evaluating Units' (EU) member offices

No.	Unit/Office	Role	Areas of Expertise
1.	PPP Service – Project Development Division (PPPS-PDD)	EU	Financial, Value for Money, Economic, and Technical Aspects
2.	PPP Service – Project Implementation Supervision Division (PPPS-PISD)		Technical and Implementation Aspects
3.	PPP Service – Project Operation and Maintenance Management Division (PPPS-POMMD)		Technical, and Maintenance and Operation Requirements Aspects
4.	Planning Service – Project Preparation Division (PS-PPD)		Technical and Economic Aspects
5.	Planning Service – Environmental and Social Safeguards Division (PS-ESSD)		Environment, Climate Change, and Social Safeguards Aspects
6.	Concerned Regional Office/s (RO)	Additional EUs, as necessary	Sectoral and Regional Context
7.	Technical Services Bureaus		Other Technical Aspect of the Project
8.	Other Government Agencies ¹		Other Technical and Legal Aspects of the Project

Review Committee Core Secretariat – shall be composed of nominated personnel from the three divisions of PPP Service. It shall be responsible for preparing and/or keeping the official records of the DPWH Technical-Level Review Committee (TRC) and Management-Level Review Committee (MRC), such as the PER, presentation materials, letters to private proponent for unsolicited proposals (USPs), and minutes of the meeting, among others. Furthermore, it shall coordinate and arrange the *en banc* meetings of the DPWH review committees.

¹ As external observers and may provide a non-binding opinion upon the request of the DPWH EUs.