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

IN THE MATTER OF THE APPLICATION FOR THE APPROVAL OF THE SALE OF VARIOUS SUB-TRANSMISSION LINES/ASSETS OF THE NATIONAL TRANSMISSION CORPORATION (TRANSCO) TO MANILA ELECTRIC COMPANY (MERALCO), AS COVERED BY A CONTRACT TO SELL, WITH PRAYER FOR PROVISIONAL AUTHORITY

ERC CASE NO. 2012-062 RC

NATIONAL TRANSMISSION CORPORATION (TRANSCO) AND MANILA ELECTRIC COMPANY (MERALCO),
Applicants.
x- -x

DOCKETED
Date: JUN 17 2013
By:

DECISION

Before this Commission for resolution is the joint application filed on April 17, 2012 by the National Transmission Corporation (TRANSCO) and Manila Electric Company (MERALCO) for approval of the sale of various subtransmission lines/assets of TRANSCO within the franchise area of MERALCO as covered by a Contract to Sell, with prayer for provisional authority.

Having found said application sufficient in form and in substance with the required fees having been paid, an Order and a Notice of Public Hearing, both dated June 4, 2012, were issued setting the case for initial hearing on July 4, 2012.

TRANSCO and MERALCO were directed to cause the publication of the Notice of Public Hearing, at their own expense, twice (2x) for two (2) successive weeks in two (2) newspapers of

general circulation in the Philippines, with the date of the last publication to be made not later than ten (10) days before the date of the scheduled initial hearing. They were also directed to inform the consumers within the franchise area of MERALCO, by any other means available and appropriate, of the filing of the instant application, their reasons therefor and of the scheduled hearing thereon.

The Office of the Solicitor General (OSG), the Commission on Audit (COA) and the Committees on Energy of both Houses of Congress were furnished with copies of the Order and Notice of Public Hearing and were requested to have their respective duly authorized representatives present at the initial hearing.

Likewise, the Offices of the Mayors of Quezon City and the Cities/Municipalities within the franchise area of MERALCO were furnished with copies of the Order and Notice of Public Hearing for the appropriate posting thereof on their respective bulletin boards.

On June 29, 2012, TRANSCO and MERALCO filed their "Joint Pre-Trial Brief".

On even date, the National Grid Corporation of the Philippines (NGCP) filed its "Petition for Intervention (With Opposition)" and "Pre-Trial Brief".

During the July 4, 2012 initial hearing, TRANSCO, MERALCO and NGCP appeared.

At the said hearing, TRANSCO and MERALCO presented their proofs of compliance with the Commission's publication and posting of notice requirements which were duly marked as Exhibits "E" to "T-1", inclusive. Thereafter, they conducted an expository presentation of their application.

At the termination of the expository presentation, MERALCO manifested that it has not yet received NGCP's "Petition for Intervention" and it was not aware of the reasons behind its intervention. The Commission ruled to continue with the proceedings subject to the resolution of the said petition.

TRANSCO and MERALCO presented their first witness, Engr. Renato P. Navarra, MERALCO's Manager and Team Leader for Subtransmission Asset Planning Team of the Network Asset Planning Office, who testified in support of the application. In the course of his direct examination, additional documents were presented and marked as exhibits. Upon inquiry by the Commission, NGCP manifested that it would defer cross-examination of said witness since it just received a copy of his Judicial Affidavit.

On July 13, 2012, MERALCO filed its "Manifestation with Motion for Additional Time" praying that it be given an additional period of time within which to file a responsive pleading to the "Petition for Intervention (With Opposition)" of NGCP.

At the continuation of the hearing on July 18, 2012, NGCP manifested that it had no questions for TRANSCO and MERALCO's first witness, Engr. Navarra.

Subsequently, Mr. Noel E. Miranda, TRANSCO's Divestment Specialist for South Luzon and Visayas - Subtransmission Divestment Department, was presented as second witness who, likewise, testified in support of the application. In the course of his direct examination, additional documents were presented and marked as exhibits.

The direct examination having been terminated, NGCP manifested that it had no questions for said witness.

The Commission propounded clarificatory questions on both witnesses.

NGCP manifested that it would present one (1) witness on the next scheduled hearing.

In the meantime, the Commission directed the parties to submit the following: 1) MERALCO's opposition to the "Petition for Intervention" of NGCP; 2) NGCP's comment on the opposition of MERALCO; 3) TRANSCO and MERALCO's written explanation on the variance on the length of the Dasmariñas-Abubot-Rosario 115 kV Line; 4) Appraisal Report on the remaining life span of the assets; and 5) Soft copy and a clearer copy of the single line diagram of the said subtransmission assets.

NGCP was directed to personally serve the Judicial Affidavit of its witness to TRANSCO, MERALCO and the Commission.

On July 20, 2012, MERALCO filed its "Opposition (To the Petition for Intervention of the National Grid Corporation of the Philippines)".

On August 2, 2012, TRANSCO and MERALCO filed their "Joint Formal Offer of Evidence". On the same date, TRANSCO filed its "Manifestation with Motion for Extension of Time to File Compliance".

On August 10, 2012, MERALCO filed its "Compliance".

On August 13, 2012, the Commission issued an Order granting TRANSCO's motion for extension of time.

On August 16, 2012, NGCP filed its "Compliance".

On August 28, 2012, MERALCO filed its "Motion to Set Case for Hearing".

On August 29, 2012, TRANSCO filed its "Manifestation with Second Motion for Extension of Time to File Compliance".

On September 10, 2012, the Commission issued an Order resolving the following: 1) the "Petition for Intervention (With Opposition)" filed on June 29, 2012 by NGCP; 2) the "Motion to Set Case for Hearing" filed on August 28, 2012 by MERALCO; and 3) the "Manifestation with Second Motion for Extension of Time to File Compliance" filed on August 29, 2012 by TRANSCO.

At the continuation of the hearing on September 14, 2012, NGCP presented its witness, Engr. Nicanor P. Villanueva, Chief Engineer at the Substation of District I, South Luzon Operations and Maintenance, who testified on the cost of improvement incurred by NGCP on the subject assets.

MERALCO manifested that in order to expedite the proceedings, NGCP should stipulate on the observations of the witness during the site inspection conducted last August 24, 2012

wherein representatives from TRANSCO, MERALCO and NGCP, including the witness, were present.

NGCP affirmed that during the site inspection, it was observed that only nineteen (19) sets of Concrete Pipe Rack, including Reinforcement, Machine Bolt and Clamp, were actually installed instead of twenty seven (27) as claimed by NGCP. Thus, since the PhP1.1 Million cost of improvements pertained to twenty seven (27) sets of equipment, the price as stated in NGCP's purchase order (P.O.) should be reduced accordingly, including its depreciation cost. In the course of the direct examination of the said witness, additional documents were presented and marked as exhibits.

The direct examination having been terminated, MERALCO conducted its cross-examination while TRANSCO manifested that it would not conduct any cross-examination. Thereafter, the Commission propounded clarificatory questions on the said witness.

TRANSCO was, then, directed to submit, within fifteen (15) days from said date of hearing, the final reduced price in view of the correction made on the length of the line subject of the sale. It was, likewise, directed to submit an agreement regarding NGCP's claim for the cost of improvement on the said line.

On the other hand, NGCP was directed to submit, within the same period, the official receipts for the P.Os which it allegedly paid for the improvement on the said line and its formal offer of evidence.

MERALCO and TRANSCO were given fifteen (15) days from receipt of NGCP's formal offer within which to submit their respective comments thereon, if they so desire.

On September 26, 2012, NGCP filed its "Formal Offer of Evidence".

On even date, the Commission conducted an ocular inspection on TRANSCO's subtransmission assets subject of the instant application.

On September 28, 2012, NGCP filed its "Motion for Extension".

Subsequently, on October 2, 2012, TRANSCO filed its "Manifestation with Motion for Extension of Time to File Compliance".

On October 12, 2012, NGCP filed its "Compliance".

On October 17, 2012, MERALCO filed its "Compliance (With Order Dated 26 September 2012)".

On October 23, 2012, the TRANSCO filed a "Manifestation with Second (2nd) Motion for Extension of Time to File Compliance".

On November 22, 2012, TRANSCO filed its "Manifestation with Motion" praying that in lieu of its execution of a "Memorandum of Agreement" (MOA) with NGCP, an Order be issued allowing it to collect from MERALCO the costs of improvements/upgrades undertaken by NGCP on the subtransmission assets, subject to the adjustment of the Concession Fee. Relative thereto, on January 7, 2013, the Commission issued an Order directing MERALCO and NGCP to file their respective comments thereon.

On January 15, 2013, MERALCO filed its "Compliance (To ERC Order dated 7 January 2013)".

On January 23, 2013, NGCP filed its "Compliance".

On April 8, 2013, the Commission issued an Order admitting TRANSCO and MERALCO's "Joint Formal Offer of Evidence" and NGCP's "Formal Offer of Evidence" for being relevant and material in the final resolution of this case.

DISCUSSION AND EVALUATION

A. Subtransmission Assets for Sale to MERALCO

The following subtransmission assets located in Southern Luzon are covered by a Contract to Sell between TRANSCO and MERALCO:

Subtransmission Asset	Length (KM)	No. of Structures	Agreed Price (PhP)
Dasmariñas-Abubot-Rosario 115kV Line	20	174	**60,354,828.00**
Rosario Substation Equipment			**170,130,972.47**
Transformer (T1) - Two Winding 100MVA			71,262,000.00
Transformer (T2) - Two Winding 50MVA			14,297,543.00
Transformer (T3) - Two Winding 50MVA			33,278,640.00
2-150kVA Station Transformer			1,775,520.47
3-115kV Power Circuit Breaker			3,090,428.00
5-34.5kV Power Circuit Breaker			4,399,769.00
2-34.5kV Current Transformer			850,842.00
3-115kV Potential Transformer			644,880.00
3-115kV Coupling Capacitor Potential Device			644,880.00
1-115kV Potential Transformer			214,960.00
9-34.5kV Voltage Transformer			1,121,760.00
Ancillaries - 115Kv			17,102,643.00
Site Establishment- Type 3 115			2,602,304.00
Site Establishment- Type 2 69			2,973,315.00
2- Switch Bay 115kV with CB Feeder			3,661,670.00
2- Switch Bay 115kV with CB Feeder Protection			1,674,394.00
3- Switch Bay 115kV with CB trans			2,805,533.00
3- Switch Bay 115kV with CB trans Protection			1,909,459.00
5- Switch Bay 34.5kV with 1 CB Feeder			4,394,832.00
5- Switch Bay 34.5kV with 1 CB Feeder Protection			1,425,600.00
Tayabas 115kV Switchyard			**77,239,729.00**
Transformer (T1) - Two Winding 100MVA			60,144,905.00
1-115kV Power Circuit Breaker			2,475,683.00
6-115kV Current Transformer			2,952,558.00
4-115kV Voltage Transformer			1,785,223.00
Site Establishment- Type 3 115			4,534,784.00
1- Switch Bay 115kV with 1 CB Feeder			4,509,379.00
1- Switch Bay 115kV with 1 CB Feeder Protection			837,197.00
Ternate Substation Equipment			**66,891,590.00**
Transformer (T3) - Two Winding 50MVA			14,297,543.00
3- 115kV Power Circuit Breaker			3,750,348.00
2- 34.5kV Power Circuit Breaker			862,952.00
3- 34.5kV Potential Transformer			237,300.00
Ancillaries - 115Kv			30,649,293.00
Site Establishment- Type 3 115			2,732,333.00
Site Establishment- Type 2 69			2,410,851.00
1- Switch Bay 115kV 1&1/2 bay with 3 CB			7,739,104.00
1- Switch Bay 115kV 1&1/2 bay with 3 CB Protection			1,883,693.00
2- Switch Bay 34.5kV with 1 CB Feeder			1,757,933.00
2- Switch Bay 34.5kV with 1 CB Feeder Protection			570,240.00
TOTAL	**20**	**174**	**374,617,119.47**

B. Classification of Subtransmission Assets for Disposal

Based on the documents submitted by TRANSCO, particularly the single line diagram serving the franchise area of MERALCO, the subject assets met the technical and functional criteria that classify said assets as subtransmission assets pursuant to Section 4, Rule 6 of the Implementing Rules and Regulations (IRR) of Republic Act No. 9136 (R.A. 9136) and Section 2, Article III of the *"Guidelines to the Sale and Transfer of the TransCo's Sub-transmission Assets and Franchising of Qualified Consortiums"* (Guidelines).

C. Determination of Consortium or Juridical Entity

It is worthy to note that NGCP's intervention deals with the recovery of the cost incurred in the afore-mentioned subject assets, particularly the Rosario Substation.

During the ocular inspection of the subject assets, it was determined that MERALCO is not the only distribution utility connected to the following subtransmission assets:

a) Dasmariñas - Abubot - Rosario 115 kV Line; and

b) Rosario Substation Equipment.

Said subtransmission assets are presently being shared by the MERALCO and Cavite Economic Zone (CEZ).

Pursuant to Section 8 of R.A. No. 9136, the takeover by a distribution utility of any subtransmission asset shall not cause a diminution of service and quality to the end-users. Where there are two or more connected distribution utilities, the **consortium or juridical entity** shall be formed by and composed of all of them and thereafter shall be granted a franchise to operate the subtransmission asset by the ERC.

The Commission notes that CEZ is also being served by the Dasmariñas – Abubot – Rosario 115 kV Line and the Rosario Substation. Relative thereto, a waiver of its right to purchase these assets was issued on December 13, 2010 by the Philippine Economic Zone Authority (PEZA) in favor of MERALCO.

Nevertheless, a consortium or new juridical entity should still be formed between MERALCO and CEZ as a pre-requisite for the acquisition of the subject assets. Thus, the application of MERALCO to acquire the subject assets is deemed not in accordance with the EPIRA and the aforecited Guidelines.

In order for the acquisition of the said assets to prosper, TRANSCO and MERALCO may file a new application with the Commission through a Consortium with CEZ. This is consistent with the Decision of the Commission dated February 25, 2013 in ERC Case No. 2009-105 MC entitled, "In the Matter of the Application for the Approval of the Sale of Various Sub-transmission Lines/Assets of the National Transmission Corporation (TransCo) to Misamis Occidental II Electric Cooperative, Inc. (MOELCI II) as covered by a Lease Purchase Agreement" wherein the subject assets connect both MOELCI II and Misamis Occidental I Electric Cooperative, Inc. (MOELCI I).

On the other hand, the single line diagram of the Tayabas 115 kV Switchyard and Ternate Substation Equipment indicated that MERALCO is the only distribution utility connected to the said subtransmission assets. The modified single line diagram submitted by TRANSCO showed the following:

1. <u>Tayabas 115 kV Switchyard</u>

   Acquisition of this asset includes:

   a) Site Establishment (Earthworks, gravel, surfacing, roads, drainage, landscaping and fencing, cable ducts, earth grid, oil containments);

   b) Power Current and Voltage Transformers; and

   c) Circuit Breakers

2. <u>Ternate Substation Equipment</u>

   Acquisition of this asset includes:

a) Ancillaries (Fault recording equipment, remote terminal unit, overall substation control, protection and communication but excluding communication bearers, AC and DC auxillary supplies, duplicate batteries, stand by diesel generator, cable ducts, cabling);

b) Site Establishment (Earthworks, gravel, surfacing, roads, drainage, landscaping and fencing, Cable ducts, Earth grid, Oil Containments);

c) Power Current and Voltage Transformers;

d) Circuit Breakers; and

e) Capacitor Banks and Reactors.

However, during the ocular inspection on October 17, 2012 conducted by the Commission, MERALCO and NGCP representatives, it was noted that the two (2) winding 50 MVA Power Transformer was not in use since 2009. Therefore, it should be deducted from the LPA.

D. Assessment of MERALCO's Qualification as Buyer of the Subtransmission Assets

MERALCO is qualified to purchase the subject subtransmission assets as established in the previously approved ERC Case Nos. 2007-488 MC and 2009-174 RC both entitled, "In the Matter of the Application for the Approval of the Sale of Various Sub-Transmission Lines/Assets of the National Transmission Corporation (TRANSCO) to Manila Electric Company (MERALCO), as Covered by a Contract to Sell, with Prayer for Provisional Authority".

E. Subtransmission Assets Valuation

The contract between TRANSCO and MERALCO was entered into on December 12, 2011. Therefore, the value of the subject assets to be paid by MERALCO should be based on the Sinclair Knight Merz (SKM) valuation.

Under the "Amended Guidelines Covering the Sale and Transfer of Subtransmission Assets and Franchising of Qualified Consortiums", the subtransmission assets to be sold by TRANSCO to the DU should be valued in the following manner as provided in Section 2, Article V of the Amended Guidelines for the Approval of the Sale and Transfer of TRANSCO's Subtransmission Assets and the Acquisition by Qualified Consortiums:

a) If the contract was entered into before June 13, 2006, the sub-ransmission asset should be valued at the agreed price between the DU and TRANSCO;

b) If the contract was entered into after June 13, 2006, the subtransmission asset shall be valued in reference to the Sinclair Knight Merz (SKM) valuation or any other subsequent valuation as approved by the Commission; and

c) In the absence of the SKM valuation of certain subtransmission asset for sale, the agreed price between the DU and TRANSCO shall be considered. The DU shall endeavor to enter into an agreement to the advantage of its customers.

Terms and conditions of the contract include:

a) MERALCO shall pay TRANSCO, in cash or in the form of manager's or cashier's check, the total purchase price within sixty (60) days from its receipt of notice of the Commission's final approval;

b) The Deed of Absolute Sale should be executed upon full payment of the total purchased price;

c) In case where only the transformer or a portion of the substation is to be sold, TRANSCO shall maintain ownership of the land. MERALCO shall enter into a Lease Agreement with TRANSCO for the use of the land occupied by the transformer and/or other corresponding facilities; and

d) TRANSCO shall bill MERALCO the deferred connection charge and/or residual subtransmission charge on the 69 kV subtransmission facilities.

Shown below is the Commission's cost evaluation based on the 2004 ERC approved SKM Valuation rolled forward to 2012 considering the cost adjustments and corresponding depreciation:

Commission's Recommended Values

Subtransmission Asset	Agreed Price subject to any future adjustments (PhP)	2004 SKM Valuation Rolled Forward to 2012 (PhP)	Per ERC Guidelines (PhP)
Tayabas 115kV Switchyard		**Sub-Total**	**58,709,401.75**
Transformer (T1) - Two Winding 100MVA	60,144,905.00	42,689,283.02	42,689,283.02
*1-115kV Power Circuit Breaker***	2,475,683.00	2,475,683.00	2,475,683.00
*6-115kV Current Transformer***	2,952,558.00	2,952,558.00	2,952,558.00
*4-115kV Voltage Transformer***	1,785,223.00	1,785,223.00	1,785,223.00
Site Establishment- Type 3 115	4,534,784.00	3,460,078.73	3,460,078.73
*1- Switch Bay 115kV with 1 CB Feeder***	4,509,379.00	4,509,379.00	4,509,379.00
*1- Switch Bay 115kV with 1 CB Feeder Protection***	837,197.00	837,197.00	837,197.00
Ternate Substation Equipment		**Sub-Total**	**50,477,202.55**
*Transformer (T3) - Two Winding 50MVA**	14,297,543.00		
*3- 115kV Power Circuit Breaker***	3,750,348.00	3,750,348.00	3,750,348.00
*2- 34.5kV Power Circuit Breaker***	862,952.00	862,952.00	862,952.00
*3- 34.5kV Potential Transformer***	237,300.00	237,300.00	237,300.00
Ancillaries - 115Kv	30,649,293.00	28,938,840.28	28,938,840.28
Site Establishment- Type 3 115	2,732,333.00	2,516,420.90	2,516,420.90
Site Establishment- Type 2 69	2,410,851.00	2,220,371.38	2,220,371.38
*1- Switch Bay 115kV 1&1/2 bay with 3 CB***	7,739,104.00	7,739,104.00	7,739,104.00
*1- Switch Bay 115kV 1&1/2 bay with 3 CB Protection***	1,883,693.00	1,883,693.00	1,883,693.00
*2- Switch Bay 34.5kV with 1 CB Feeder***	1,757,933.00	1,757,933.00	1,757,933.00
*2- Switch Bay 34.5kV with 1 CB Feeder Protection***	570,240.00	570,240.00	570,240.00
TOTAL	**144,131,319.00**	**109,186,604.30**	**109,186,604.30**

* removed from the list for it is not in use since 2009
** not in the SKM 2004 valuation

The costs for the Tayabas Switchyard (Transformer [T1] - Two Winding 100 MVA and Site Establishment - Type 3 115 kV) and Ternate Substation (Ancillaries - 115 kV, Site Establishment - Type 3 115 kV and Site Establishment - Type 2 69 kV) were computed based on the optimized depreciated replacement cost rolled forward values for year 2012. The rest of the equipment were based on the agreed price.

Based on the foregoing, it can be concluded that the agreed price is in conformity with the EPIRA and existing Guidelines. Thus, the Commission recommends the price of One Hundred Nine Million One Hundred Eighty Six Thousand Six Hundred Four and 30/100 Pesos (PhP109,186,604.30).

WHEREFORE, the foregoing premises considered, the application for approval of the sale of various subtransmission lines/assets of the National Transmission Corporation (TRANSCO) to Manila Electric Company (MERALCO), as covered by a Contract to Sell, with prayer for provisional authority, filed jointly by TRANSCO and MERALCO, is hereby **APPROVED with modification.**

Accordingly, the sale of the following subtransmission assets of TRANSCO to MERALCO in the amount of One Hundred Nine Million One Hundred Eighty Six Thousand Six Hundred Four and 30/100 Pesos (PhP109,186,604.30), is hereby **APPROVED**:

a) Tayabas 115 kV Switchyard;

- Transformer (T1) - Two Winding 100 MVA;
- 1 - 115 kV Power Circuit Breaker;
- 6 - 115 kV Current Transformer;
- 4 - 115 kV Voltage Transformer;
- Site Establishment - Type 3 115;
- 1 - Switch Bay 115 kV with 1 CB Feeder;
- 1 - Switch Bay 115 kV with 1 CB Feeder Protection; and

b) Ternate Substation Equipment.

- 3 - 115 kV Power Circuit Breaker;
- 2 - 34.5 kV Power Circuit Breaker;
- 3 - 34.5 Potential Transformer;
- Ancillaries - 115 kV;
- Site Establishment - Type 3 115;
- Site Establishment - Type 2 69;
- 1 - Switch Bay 115 kV 1 & 1/2 bay with 3 CB;
- 1 - Switch Bay 115 kV 1 & 1/2 bay with 3 CB Protection;
- 2 - Switch bay 34.5 kV with 1 CB Feeder; and
- 2 - Switch bay 34.5 kV with 1 CB Feeder Protection.

On the other hand, the sale of the following subtransmission assets of TRANSCO to MERALCO is hereby **DISAPPROVED**:

a) Dasmariñas - Abubot - Rosario 115 kV Line; and

b) Rosario Substation Equipment.

Upon the consummation of the sale, let a copy of the corresponding Deed of Absolute Sale between TRANSCO and MERALCO be furnished the Commission, for record purposes.

SO ORDERED.

Pasig City, April 22, 2013.

ZENAIDA G. CRUZ-DUCUT
Chairperson

MARIA TERESA A.R. CASTAÑEDA
Commissioner

JOSE C. REYES
Commissioner

ALFREDO J. NON
Commissioner

(On Official Travel)
GLORIA VICTORIA C. YAP-TARUC
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