

Republic of the Philippines
PHILIPPINE PORTS AUTHORITY
PPA Building, Bonifacio Drive, South Harbor,
Port Area, Manila, Philippines

CONTRACT AGREEMENT
FOR THE SUPPLY, DELIVERY, INSTALLATION AND COMMISSIONING OF ELECTRONIC
TERMINAL MANAGEMENT SYSTEM (ETMS) INCLUSIVE OF CLOUD-BASED UNIFIED
ELECTRONIC TICKETING CAPABILITIES FOR THE PHILIPPINE PORTS AUTHORITY

This Agreement made and entered into this 09 FEB 2022 day of 2022 in Manila, Philippines, by and between:

PHILIPPINE PORTS AUTHORITY (PPA), herein referred to as ENTITY, is a government instrumentality created under Presidential Decree No. 857, as amended, with principal office address at PPA Bldg., Bonifacio Drive, South Harbor, Port Area, Manila, represented by **JAY DANIEL R. SANTIAGO**, duly authorized for this purpose under Board Resolution No. 2466, as contained in Secretary's Certificate dated 02 November 2015, copy of which is hereto attached as **Annex A**.

and

NEXTIX, INC./ CARUS FERRY AB LTD./Joint Venture, duly organized and existing under Philippine laws, with principal office address at 6th Floor Trends Plaza, F. Ramos Street, Cogon Ramos, Cebu City, represented herein by its Authorized Representative, **SHYRA VI NAYON**, duly authorized for this purpose, as shown in Special Power of Attorney (SPA) dated 29 September, copy of which is hereto attached as **Annex B**.

WHEREAS, the Entity invited Bids for certain goods and services, particularly the Supply, Delivery, Installation and Commissioning of Electronic Terminal Management System (ETMS) Inclusive of Cloud-Based Unified Electronic Ticketing Capabilities for the Philippine Ports Authority, with an approved Budget for the Contract (ABC) of Php **500,000,000.00** and has accepted a Bid by **NEXTIX, INC./ CARUS FERRY AB LTD./Joint Venture** for those goods and services in the sum of **FOUR HUNDRED NINETY NINE MILLION EIGHT HUNDRED NINETY EIGHT THOUSAND THREE HUNDRED FORTY SEVEN PESOS (Php 499,898,347.00)**;

NOW THIS AGREEMENT WITNESSETH AS FOLLOWS:

1. In this Agreement, words and expressions shall have the same meaning as are respectively assigned to them in the Conditions of Contract referred to.
2. 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:
 - i. Philippine Bidding Documents (PBDs);
 - i. Schedule of Requirements;
 - ii. Technical Specifications;
 - iii. General and Special Conditions of Contract; and
 - iv. Supplemental or Bid Bulletins, if any

NEXTIX, INC./CARUS FERRY AB LTD./JV

Witness:

Emily G. Bugas
EMILY G. BUGAS
Sales and Bid Specialist

BY:

Shyra V. Nayon
SHYRA VI NAYON
Authorized Representative

Witness:

Mark Jon S. Palomar
MARK JON S. PALOMAR
Chairperson, HO-BAC-PGCC

PHILIPPINE PORTS AUTHORITY

BY:

Jay Daniel R. Santiago
JAY DANIEL R. SANTIAGO
General Manager

NEXTIX, INC./CARUS FERRY AB LTD./JV

BY :

Witness :

EMILY G. BUGAS
Sales and Bid Specialist

BY :

SHYRAN V. NAYAN
Authorized Representative

- ii. Winning bidder's bid, including the Eligibility requirements, Technical and Financial Proposals, and all other documents or statements submitted;

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 the Procuring Entity's bid evaluation;

- iii. Performance Security;
- iv. Notice of Award of Contract and the Bidder's conforme thereto; and
- v. Other contract documents that may be required by existing laws and/or the Procuring Entity concerned in the PBDs. Winning bidder 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.

3. In consideration of the sum of **FOUR HUNDRED NINETY NINE MILLION EIGHT HUNDRED NINETY EIGHT THOUSAND THREE HUNDRED FORTY SEVEN PESOS (Php 499,898,347.00** or such other sums as may be ascertained, **NEXTIX, INC./ CARUS FERRY AB LTD./Joint Venture** agrees to the Supply, Delivery, Installation and Commissioning of Electronic Terminal Management System (ETMS) Inclusive of Cloud-Based Unified Electronic Ticketing Capabilities for the Philippine Ports Authority, in accordance with its Bid.

4. The Philippine Ports Authority agrees to pay the above-mentioned sum in accordance with the terms of the Bidding.

5. In execution of its Works, **NEXTIX, INC./ CARUS FERRY AB LTD./Joint Venture** shall likewise hold PPA free and harmless from any liability due to actions, damages, or accident it may cause in the course thereof.

6. The failure of PPA to insist upon a strict performance of any of the terms, conditions and covenants hereof shall not be deemed a relinquishment or waiver of any of the rights or remedies that it may have, nor shall it be construed as a waiver of any subsequent breach or default of its terms, conditions and covenants which shall continue to be in full force and effect. Silence on the part of PPA shall not be considered as condonation or waiver of any breach or default by **NEXTIX, INC./ CARUS FERRY AB LTD./Joint Venture** of any covenant or condition herein provided. No waiver by PPA of its rights under this Contract shall be deemed to have been made unless expressly made in writing and signed by its duly authorized representative.

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

PHILIPPINE PORTS AUTHORITY
BY :

Witness :

JAY DANIEL R. SANTIAGO
General Manager

Witness :

MARK JON S. PALOMAR
Chairperson, HO-BAC-PGCS


PHILIPPINE PORTS AUTHORITY
TIN No. 000-352-232-000
By:



JAY DANIEL R. SANTIAGO
General Manager

NEXTIX, INC. TIN No. 244-418-827-000 /
CARUS FERRY AB LTD. /Joint Venture
By:


SHYRA VI NAYON
Authorized Representative

WITNESSES


MARK JON S. PALOMAR
Chairperson, HO-BAC-PGCS


EMILY G. BUGAS
Sales and Bid Specialist

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
City of Manila) S.S.

09 FEB 2022

BEFORE ME, a Notary Public for and in the City of Manila, this ____ day of _____, 2022, personally appeared the following :

NAME	COMPETENT EVIDENCE OF IDENTITY	DATE OF ISSUE OR EXPIRY DATE	PLACE OF ISSUE
Jay Daniel R. Santiago Shyra Vi Nayon	PPA ID No. 00102016 Passport No. P5888662A		


known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their own free act and deed as well as the free and voluntary act of the entities they represent.

POSITION	COMPANY	CTC No.	DATE	PLACE
General Manager Authorized Representative	Phil. Ports Authority Nextix, Inc./ Carus Ferry AB LTD./Joint Venture			

The foregoing instrument is a Contract for the Supply, Delivery, Installation and Commissioning of Electronic Terminal Management System (ETMS) Inclusive of Cloud-Based Unified Electronic Ticketing Capabilities for the Philippine Ports Authority, consisting of three (3) pages, including this page on which this Acknowledgment is written, signed by the parties and their instrumental witnesses on each and every page hereof.

IN WITNESS WHEREOF, I have hereunto affixed my hand and notarial seal on these presents at the place and on the date first above written

Doc. No. 221 ;
Page No. 46 ;
Book No. 79 ;
Series of 2022


ATTY. CLIFF RICHARD PENZELSA
Notary Public for City of Manila
Notarial Commission No. 2020 - 111 Issued on 12 - 10 - 2020 Until 12 - 31 - 2021 Manila
Under Supreme Court B.M. No. 3795 extended from Jan. 1 to June 30, 2022
IBP No. 166 Issued on Oct. 25, 2021 Until Dec. 31, 2022 Pasig City / Roll No. 49006
PTR No. 0937471 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila
MCLE No. VI-0022302 Valid From April 4, 2018 Until April 14, 2022
Office Add. Mezarin San Luis Bldg. 1006 Orsa St., Ermita, Manila