

LUTHER D. RAMOS

- 1. Name of Expert:** Luther D. Ramos
- 2. Date of Birth:** 5 December 1978 **Citizenship:** Filipino
- 3. Education:**
- Bachelor of Laws (LL.B.), University of the Philippines College of Law, UP Diliman, 1999-2004
 - BS Business Economics, University of the Philippines School of Economics, UP Diliman, 1995-1999
- 4. Membership in Professional Associations:**
- *Member*, Philippine Bar (2005 to present)
 - *Member*, Honor Society of PHI KAPPA PHI, UP Chapter (1999 to present)
- 5. Other Trainings:**
- The Chartered Financial Analyst (Level 1 Review), Asian Institute of Management (October 2007 to June 2008)
 - *Resource Speaker*, Energy Workshop on the Philippine Electricity Industry, Bureau of Internal Revenue (10 March 2008)

6. Countries of Work Experience: Philippines

7. Languages:

Languages	Speaking	Reading	Write
English	Good	Good	Good
Filipino	Good	Good	Good
Ilocano	Good	Good	Fair

8. Employment Record:

From	To	Employer	Positions Held
July 2010	Present	PJS Law	Partner
December 2008	June 2010	PJS Law	Senior Associate
April 2006	May 2007	Department of Energy	Legal Consultant to the Secretary of Energy
December 2004	March 2006	PJS Law	Associate
August 2002	March 2004	Department of Agriculture	Project Development Specialist
June 2001	July 2002	Presidential Commission on Good Government	Legal Assistant
January 2008	December 2008	National Commission on the Role of Filipino Women	Planning Officer III

9. Detailed Tasks Assigned	Name of Assignment or Project	Modernization of the Philippine Orthopedic Center
	Year	2012 to present
	Location	Philippines
	Client	PPP Center and the Department of Health
	Position Held	Co-Team Lead
	Activities Performed	<p>As part of a team of transaction advisors selected by the Asian Development Bank and the PPP Center pursuant to the government's Public Private Partnership program, assist the Department of Health in attaining the objective of ensuring a transparent and competitive process of selecting private proponent consistent with the requirements of the Build-Operate-and Transfer law and related guidelines. Tasks include:</p> <p>a) assist in preparation of the (i) bidding documents that would include draft request for qualification (RFQ) documents and the qualification criteria and request for proposal (RFP) documents and (ii) draft contractual agreement and other agreements/documents in accordance with RA 7718, to ensure consistency with the feasibility study report and financial modeling of the project;</p> <p>b) assist in developing a blueprint of the bid process and appropriate governance for the project; bid process design and the choice between a single stage process v/s a two stage process will be evaluated and a suitable design shall be proposed; and</p>

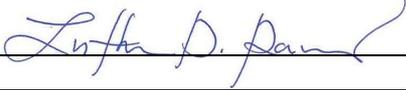
		c) assist in managing the bidding process, including marketing, pre-bid meetings, identification of potential bidders, bidder query responses, bidder qualification and evaluation criteria development, evaluation of all proposals (RFQs and RFPs).
	Name of Assignment or Project	Development, Operation and Maintenance of a Bulk Water Supply System in the Province of Cebu
	Year	September 2011 to present
	Location	Cebu (Philippines)
	Client	A consortium engaged in bulk water supply
	Main Project features	Submission of a comparative proposal to an unsolicited proposal for a bulk water supply
	Position Held	Co-Team Lead
	Activities Performed	<p>Acts as counsel to the bidder. Work involves review and submission of documents in compliance with the selection/tender process conducted by the Province of Cebu, and providing advice on legal/regulatory matters governing the bidding, mitigating financial impact of risks, and the Philippine water sector. Cebu's tender process is made pursuant to its provincial ordinance which is patterned after the joint venture guidelines of the National Economic Development Authority. Work includes:</p> <ul style="list-style-type: none"> (i) due diligence review of transaction documents provided by or made available in relation to the project such as the Joint Investment Agreement; (ii) assistance in ensuring client's compliance with the selection/tender documents of the Province of Cebu; (iii) advise on mitigating financial impact of risks, restrictions and permitting requirements on the utilization of water resource for bulk water supply; and (iv) advise on Philippine Law applicable to the project such as legal and regulatory framework governing bulk water supply operations.
	Name of Assignment or Project	Privatization of the Angat Hydroelectric Power Plant
	Year	January 2010 to April 2010
	Location	Manila (Philippines)
	Client	Korea Water Resources Corporation
	Main Project features	Bidding for the Acquisition of the Angat Hydroelectric Power Plant
	Position Held	Team Lead
	Activities Performed	<p>Acted as legal counsel to the winning bidder of the Angat Hydroelectric Power Plant. Work involves review and submission of documents in compliance with the bidding conducted by the Philippine government, and providing advice on legal/regulatory matters governing the bidding, identification of risk factors having potential financial impact, Philippine water and energy sector. Work includes:</p> <ul style="list-style-type: none"> (i) assistance in the review and client's compliance with the bidding procedures of the Power Sector Assets and Liabilities Management Corporation; (ii) review of transaction documents such as the asset purchase agreement, loan and financing documents, operations and maintenance agreement, water protocol, rule curve and operating guidelines, dam discharge warning manual, flood warning manual, and other documents related to the operation and maintenance of the Angat dam and its appurtenant devices and structures;

		<p>(iii) advise on potential financial impact of risk factors, restrictions and permitting requirements on the utilization of water resource for hydropower development, and management of watershed; and</p> <p>(iv) advise on the responsibilities of parties engaged in the operation of a hydroelectric power plant and its non-power components, and applicable regulatory and compliance requirements.</p>
Name of Assignment or Project	ADB's Efficiency Improvement and Connectivity Strengthening In Archipelagic Southeast Asia (ASEA) Project [Renewable Energy and Energy Efficiency Component]	
Year	2010	
Location	Manila (Philippines)	
Client	Asian Development Bank, Snowy Mountain Engineering Corporation	
Main Project features	Identification of financially viable subprojects involving energy efficiency and renewable energy	
Position Held	National Legal Specialist	
Activities Performed	<p>Member of a team of consultants tasked to identify several implementable and financially viable subprojects In the ASEA Region covering conventional and renewable energy, such as hydropower, towards identifying potential partners for the project proponents.</p> <p>Work also involves providing analysis of the legal and regulatory framework governing the power generation business, under the framework of the Renewable Energy Act, particularly in relation to emerging technologies such as run-off river hydropower resources.</p>	
Name of Assignment or Project	Private Sector Participation in Missionary Electrification in Small Power Utilities Group (SPUG) areas	
Year	2009 to 2010	
Location	Manila (Philippines)	
Client	International Finance Corporation, Department of Energy, National Power Corporation	
Main Project features	Implementation of the government's public-private partnership program for the provision of power supply in remote areas	
Position Held	Team Lead	
Activities Performed	<p>Acted as legal counsel to the International Finance Corporation in the development and implementation of the government's program (through the Department of Energy) for the participation of the private sector in providing power supply in Siquijor, Basilan, Marinduque, Romblon and Tablas. We conducted a competitive selection process, taking into account the specific requirements of each area. Work involved:</p> <p>(i) preparation and filing of applications for approval of an implementing regulatory framework, particularly relating to availment of government subsidies, mitigating the project's impact on the subsidy, and imposition of fees and rates;</p> <p>(ii) preparation of bidding procedures and transaction documents;</p> <p>(iii) design and implementation of a transparent competitive selection process, from publication of invitation to bid, identification of potential bidders, evaluation of bidders' pre-qualification requirements, pre-bid conferences and one-on-one meetings with prospective bidders, preparation of response to bidders' queries, and evaluation of their proposals;</p> <p>(iv) coordination with transaction advisors, private sector, electric cooperatives, pertinent government agencies such as the DOE and NPC, and local government units especially in the drafting of contracts (i.e. Power Supply Agreement, Subsidy Agreement, Waiver Contract, and related documents);</p>	

		<p>(v) assistance in closing and post-closing requirements such as monitoring of winning bidder's submission of documentary requirements as condition to closing; and</p> <p>(vi) assistance in project implementation such as filing of necessary application with the Energy Regulatory Commission for the approval of power supply and related agreements.</p>
	Name of Assignment or Project	System Loss Reduction Project
	Year	2004-2007
	Location	Philippines
	Client	Department of Energy/World Bank
	Main Project features	Design and implementation of Investment Management Contracts
	Position Held	Team Member
	Activities Performed	<p>Member of the technical team of consultants acting as advisor to the Department of Energy in the DOE's World Bank Systems Loss Reduction Project focusing on electric cooperatives requiring assistance in improving their financial viability. Through a bidding process, an electric cooperative will determine the investor with whom it will execute an Investment Management Contract. Work primarily involves:</p> <ul style="list-style-type: none"> (i) setting up the legal framework for private sector participation in the distribution business; (ii) coordination with the DOE, NEA, the Philippine Rural Electric Cooperatives Association, Inc. and the electric cooperatives board of directors and officers, particularly in ensuring a clear understanding of the concept of the Investment Management Contract, involving work with and travel to various local government units; and (iii) drafting of transaction documents and procedures for the bidding process.
	Name of Assignment or Project	Regulatory Work
	Year	2007 to present
	Location	Manila (Philippines)
	Client	Masinloc Power Partners Co. Ltd. (MPPCL)
	Main Project features	Regulatory approvals, compliance and filings
	Position Held	Legal Counsel
	Activities Performed	<p>Acts as legal counsel to MPPCL which has acquired the Masinloc Coal-fired thermal power plant of the National Power Corporation. Work primarily involves:</p> <ul style="list-style-type: none"> (i) providing advise on regulatory and legal matters affecting the Philippine electric power industry particularly those affecting the power generation business; (ii) conduct of legal due diligence review of NPC assets and lands subject of PSALM privatization process; (iii) preparation of power supply agreements and related contracts between MPPCL and various distribution utilities; (iv) preparation and filing of applications for approval of power supply agreements and compliance with regulatory requirements of the Energy Regulatory Commission; and (v) representation of client in dispute resolution cases.
	Name of Assignment or Project	Dispute Resolution

	Year	2010 to present
	Location	Manila (Philippines)
	Client	Sem-Calaca Power Corporation (SCPC)
	Main Project features	Dispute resolution
	Position Held	Legal Counsel
	Activities Performed	Acts as legal counsel to SCPC in relation to its Php 0.5million claim against a government –owned and- controlled corporation relating to the implementation of their power related transaction.
	Name of Assignment or Project	Legal Consultant to the National Renewable Energy Board
	Year	April 2011 to September 2011
	Location	Manila (Philippines)
	Client	National Renewable Energy Board (NREB)
	Main Project features	Preparation of the feed-in-tariff petition
	Activities Performed	Assisted NREB in the preparation of the petition for approval of the feed-in-tariff petition with the Energy Regulatory Commission. NREB is mandated under the Philippine Renewable Energy Act to recommend feed-in-tariff for electricity generated from renewable energy sources. The feed-in-tariff is a guaranteed and fixed price for electricity generated from biomass, ocean, run-of-river hydropower, solar and wind energy resources for a given period of time.
	Name of Assignment or Project	Legal Consultant to the Secretary of Energy
	Year	April 2006-May 2007
	Location	Manila (Philippines)
	Client	Secretary of Energy
	Main Project features	Review and provide recommendations on government policies affecting the energy sector
	Position Held	Legal Counsel
	Activities Performed	As legal consultant to the Secretary of Energy, provided advise on legal matters affecting the energy sector, particularly in the following areas: <ul style="list-style-type: none"> (i) crafting of legislative measures and implementing rules for the promotion of renewable and alternative energy sources, such as the Philippine Biofuels Act of 2007 and the Renewable Energy Act of 2008; (ii) review of service contracts entered into by the Philippine government with private proponents for the utilization and development of renewable energy, such as pre-commercial and pre-negotiated commercial contracts for projects utilizing natural resources; (iii) formulation of regulatory framework and policies in the upstream and downstream oil industry, and (iv) restructuring of the Philippine power sector industry, including the sale and privatization of National Power Corporation's assets and establishment of the electricity spot market.
	Name of Assignment or Project	Labor and Court Litigation
	Year	2005 to present
	Location	Manila (Philippines)
	Client	Various clients
	Position Held	Legal Counsel
	Activities Performed	<ul style="list-style-type: none"> • Handled cases related to the collection of non-performing loans assigned to clients under the Philippine Special Purpose Vehicles Act.

LUTHER D. RAMOS

		<ul style="list-style-type: none"> Involved in labor and other aspects of litigation practice (civil, criminal, appellate and administrative litigation), including, court and other administrative tribunal appearances, arbitration, mediation and conciliation proceedings. Currently provides labor and corporate advisory services to Nidec Motor Philippines Corp., a subsidiary of a global corporation listed in the NYSE.
		
	Signature of expert	
		29
		April
		2012
		<i>Day</i>
		<i>Month</i>
		<i>Year</i>