BOARD ACCOMPLISHMENT FOR 2017 - Work Done and Issues Addressed

Name of Committee	Work Done	Issues Addressed
Audit / Finance Nomination &	Approved the supplemental budget for the purchase of laptop computer for use in the MIS Department	To ensure efficiency and effectiveness of performance of the MIS Department
Renumeration Legal Special	Elected Mr. Mario K. Espinosa as Member of the PNCC Board, Vice Chairman and President and CEO, vice Atty. Luis F. Sison	To fill-up the vacancy in the Board
PAN	Designated the new President and CEO, Mario K. Espinosa, as the signatory to PNCC's accounts with the various bank	To comply with the requirements of the bank
	Approved the submission of a consolidated performance report to the GCG for the third and quarters of 2016	To satisfy reportorial requirements of regulatory agencies
	Approved the inclusion of a supplemental budget to pay the Philippine Stock Exchange	To satisfy reportorial requirements of regulatory agencies
	Approved the same compensation package for the new President & CEO, Mr. Mario K. Espinosa, as that of his immediate predecessor, Atty. Luis F. Sison	To appropriately compensate the officers and members of the Board
	Confirmed the appointment of PNCC President & CEO Mario K. Espinosa as a regular member of all the standing Committees of the Board	To fill up the vacancy in the standing Board Committees
	• Appointed Dir. Ma. Lourdes B. Recente, PMO Head, as member of the Finance Committee <i>vice</i> Atty. Toni Angeli V. Coo.	To fill up the vacancy in the standing Board Committees
	Appointed Atty. Ilie B. Gramata as Head of the Legal Department with the rank of Vice President	To fill up the vacancy in Management
	Approved the recommendation of the Legal Committee to grant a gratuity pay to the previous President & CEO equivalent to 100% of his basic pay for every year of service including the computation of	To compensate the previous President & CEO for the invaluable services rendered to the company

unused leave credits and other statutory benefits	
Authorized the President and CEO with power of	• To comply with the requirements in order to claim the
substitution and delegation to surrender the company's	company's interest in its shares to the private entity
redeemable Philippine Long Distance Telephone	
Company (PLDT) shares which have matured, and to	
claim, sig and receive, for and in behalf of PNCC, any	
and all money/checks, papers and documents	
appurtenant thereto	
authorized to enter into transactions and contracts	• To comply with the requirements of the private entity
with, and/or avail of products, facilities, services of or	in order to enter into transactions with the said entity
through the representation of Philippine Long	
Distance Telephone Company (PLDT), and its	
wholly/partly owned subsidiaries and/or affiliates	
including but not limited to Smart Communications,	
Inc. (SMART) (hereinafter referred to individually or	
collectively as the "PLDT Group" for purposes of	
these resolutions), including but not limited to wire-	
line telephone, wireless data, wire line internet,	
wireless telephone, wireless data service, SMS, GPRS,	
wireless value added services, wireless broadband	
internet and other present or future product, facilities	
and services of the PLDT Group, as the Corporation's	
authorized signatories may deem reasonable, proper	
and beneficial for the interest of the Corporation	
Approved the budget to defray the cost of the 2017	To enable Management to make decisions about the
MANCOM Planning Session	direction of different projects and processes and to
1711 II COM I IMINING DOSSION	allow a business to operate more efficiently and to be
	more able to achieve its goals
Approved the appointment of the new President as	To fill-up the vacancy in the Board of Joint Venture
PNCC Representative, <i>vice</i> the previous President and	partner and to appropriately represent the company in
CEO, to the Citra Central Expressway Corp. and to be	the said Board
elected therein as Audit Committee Chairman, and as	uie said doard
elected therein as Audit Committee Chamman, and as	

Assistant Transporting by vieture of the Destated Court	
Assistant Treasurer, by virtue of the Restated Second Supplement to the Business and Joint Venture Agreement between parties.	
 Authorized the transfer of the shares in the name of the previous president in CMMTC in favor of the new President & CEO 	To protect the interest of the company in the Joint Venture company
• Confirmed the authority of its President & CEO and the Chairman of the Board to attend and represent the Corporation at any Annual or Special Meeting of Stockholders of CCEC	To appropriately represent the company in the Joint Venture company in any of its meeting of stockholders
• Elected GSIS Trustee Anthony B. Sasin as Member of the PNCC Board, <i>vice</i> Ms. Elisea G. Gozun	To fill up the vacancy in the Board
 Approved the supplemental budget to cover the payment of one-time gratuity to a total of 151 contractual employees as of December 31, 2016 pursuant to Administrative order No. 02 dated 31 January 2017. 	To comply with the mandatory requirements of regulatory agency
• Approved the supplemental budget as recommended by the Finance Committee, for the purchase of two (2) units laptop computer and two (2) units iPad, for use in the Office of the President, subject to Company's procurement rules and policy	To ensure efficiency and effectiveness of performance of the staff of Office of the President
 Approved the supplemental budget for the Facilitator's Fee and meals for the participants in the Strategic Planning Session 	To enable Management to make decisions about the direction of different projects and processes and to allow a business to operate more efficiently and to be more able to achieve its goals
• Elected Mr. Pedro B. Cabatingan, Jr. as Member of the PNCC Board of Directors, <i>vice</i> Ms. Nora O. Vinluan,	To fill up the vacancy in the Board
• Elected Mr. Salvador B. Calanoy IV as Member of the PNCC Board of Directors, <i>vice</i> Ms. Rosanna E. Velasco	To fill up the vacancy in the Board

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	• Elected Mr. Mohamad Taha A. Guinomla as Member	To fill up the vacancy in the Board
	of the PNCC Board of Directors, <i>vice</i> Mr. Tomas C.	
	Alvarez	
	• Elected Mr. William T. Yu as Member of the PNCC	To fill up the vacancy in the Board
	Board of Directors, <i>vice</i> Mr. Cristino L. Panlilio	
	• Elects GSIS Trustee Jonathan A. De la Cruz as	To fill up the vacancy in the Board
	Member of the PNCC Board of Directors, <i>vice</i> Mr.	
	Robert G. Vergara	
	• Approved President Espinosa's request for exemption	To comply with the requirements of Company on
	from PNCC's policy on nepotism with respect to his	Nepotism Policy
	engaging the services of Ms. Geraldine C. Espinosa as	
	his Executive Assistant, and confirm the appointment	
	of Ms. Espinosa as Executive Assistant to the	
	President and CEO	
	• Authorized PNCC Chairman with power of	• To appropriately represent the company in the meeting
	substitution and delegation, to attend and represent	of stockholders in the Joint Venture company
	PNCC at the Annual Meeting of the Stockholders of	
	Citra	
	• Postponed the 2017 Annual Stockholders' Meeting set	• To comply with the reportorial requirements of
	in the By-Laws on March 28, 2017 to later date due to	regulatory agency
	be decided by the Board, due to unavailability of	
	documents particularly the Audited Financial	
	Statements of PNCC for the year ended 2016	
	• Reconstituted the standing Board Committees of	• To fill the vacancy in the standing Board Committees
	PNCC	
	• Authorize the President and CEO to negotiate and sign	• To explore possibilities of tollway project utilizing the
	a non-binding and no-commitment Memorandum of	company's franchise on tollways
	Understanding (MOU) with Philippine Skylanders	
	International, Inc. (PSI) regarding the proposed Pasig	
	River Expressway Project (PAREX), for and in behalf	
	of PNCC	
	Approved the proposed supplemental budget for the	To improve compensation package of members of the

Office of the Chairman to defray airplane fares, cost of transient accommodations of province-based PNCC directors who attend Board and Committee meetings, plus allowed communication expenses • Scheduled the 2017 Annual Meeting of the Stockholders on June 27, 2017 to be held at the company office, for which the Agenda and Record	Board To comply with the reportorial requirements of regulatory agency
Date shall be announced later Approved the proposed template for non-binding and non-committal Memorandum of Understanding (MOU) with prospective proponents of new tollroad projects	To implement standard template of MOU with prospective proponents of new tollroad projects
• Approved the Financial Statement for 2016 prepared by Management, as recommended by the Audit Committee, for submission to the Commission on Audit (COA) for audit purposes	To comply with the reportorial requirements of regulatory agency
 Approved the revised Table of Organization for the Legal Department as recommended by Management. Filling up of the new positions shall be left to the discretion of Management, subject to availability of funds 	To allow the Legal Department to operate more efficiently and to be more able to achieve its goals
Approved the appointment of an Internal Auditor of PNCC	To fill up the vacancy in Management
• Elected Atty, Lamberto B. Mercado, Jr. as Member of the PNCC Board of Directors, <i>vice</i> atty. Antonio C. Pido	To fill up the vacancy in the Board
Appointed Atty. Lamberto B. Mercado as new Chairman of the Legal Committee, <i>vice</i> Atty. Pido	To fill up the vacancy in the standing Board Committee
 Requested Citra Central Expressway Corporation (CCEC) to make a presentation on the Stage 3 Project to update the new PNCC Board as soon as practicable so that the Board can make an informed decision 	To properly address the decision to be made on shares from joint venture company

	regarding the non-free carry shareholding in CCEC	
	• Approve the floor rates proposed by Management, as a	To maximize rental income from FCA property
	guidance, subject to a very limited term of six months	
	to one year, and to all legal restrictions or regulatory	
	requirements, and the President is hereby authorized to	
	sign the lease contracts for and in behalf of PNCC,	
	following these guidelines, on a standardized lease	
	contract to be approved by the Board	
	Authorized the President and CEO to form a technical	To maximize the rental income from FCA property
	working group that will come up with a mixed-used	r or or
	master plan for FCA property, including but not	
	limited to the hiring of the services of a master plan	
	advisor, a geodetic engineer and an architectural	
	development firm, to be submitted to the Board for its	
	approval. This includes prior resolution of the	
	outstanding legal issues pertaining to certain lessees	
	Authorized the President and CEO to reorganize and	To fill up the vacancy in Management
	form new Bids and Awards Committee to be	1 5 6
	submitted to the Board for its approval	
	Postponed the annual stockholders' meeting	To comply with the reportorial requirements of
	previously scheduled on 27 June 2017 due to	regulatory agency
	unavailability of the Audited Financial Statements for	
	the year 2016; the new date, agenda of the meeting	
	and the applicable record date to be announced later	
	by the Board	
	Elected Mr. Gerard L. Chan, OIC Chief Privatization	To fill up the vacancy in the Board
	Officer, as an ex-officio Member of the PNCC Board	
	of Directors representing the Privatization and	
	Management Office, vice Ms. Ma. Lourdes B. Recente	
	Authorized the President and CEO, Mario K.	To explore possibilities of tollway project utilizing the
	Espinosa, for and in behalf of PNCC, to sign a	company's franchise on tollways
	Memorandum of Understanding (MOU) with Citra	
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regarding the extension or enhancement of PNCC's	
joint venture arrangements with Citra; as a	
consequence thereof, to write a Memorandum advising	
the Office of the President and embodying therein	
PNCC's wish list towards the revival of the company	
as the government's infrastructure corporation to be	
synchronized with Citra operations and other	
government-sponsored corporations in the ASEAN	
• RESOLVED, AS IT IS HEREBY RESOLVED, to	To improve compensation package of Directors
approve the revolving fund for province-based	r r r r r r r r r r r r r r r r r r r
Directors for their airfare and accommodation	
expenses subject to the prescribed policies	
Authorized the President and CEO to enter into a	To explore possibilities of tollway project utilizing the
general Memorandum of Understanding with the	company's franchise on tollways
China Railway 16 th Bureau Group Co. Ltd., subject to	company s numerinse on tonways
the NEDA Board's Guidelines for Project Proposals	
for ICC Review and Approval: Availment of Chinese	
Support for the Conduct of Pre-Investment and	
Investment Activities	
Approved the revised T.O. for the Controllership	To all and the Controlled in December 11 and in Dec
Department, subject to review by the Audit and the	To allow the Controllership Department to operate To allow the Controllership Department to operate the Controllership Department to operate the Controllership Depart
Finance Committees	more efficiently and to be more able to achieve its
	goals
• Authorized the President and CEO to negotiate with	To put an end to appending litigation
Pacific Concrete Products, Inc. and to submit any deal	
of compromise to the Board for its approval prior to its	
submission to the court	
• Authorized the Corporate Legal Officer to appear and	To put an end to appending litigation
represent PNCC in the Judicial Dispute Resolution	
before the Regional Trail Court of Q.C., Branch 91,	
relative to the case of Pacific Concrete Products, Inc.	
vs. PNCC	
Approved PNCC's Revised Manual of Corporate	To comply with the reportorial requirements of

Governance of 2017, adopting the amendments prescribed by the Securities and Exchange Commission in its Memorandum Circular No. 19, series of 2016 and consistent with the prescribed provisions of the <i>Code of Corporate Governance for Publicly-Listed Companies</i> therein referred to • Deferred action on the request of the previous President and CEO for payment of Midyear Bonus for 2013, 2014 and 2015 until the Board shall have clarified all the facts and legal issues on the matter	regulatory agency To conduct due diligence on the matter
• Approved the recommendation of the Legal Committee that Management formally reply to the contractual employees assigned to the SOMCO project along the Committee's findings as discussed and further directed Management to evaluate the situation of those project employees who are utilized for other functions not dedicated to SOMCO, and if warranted to recommend their regularization as organic employees	To conduct due diligence on the matter
Directed the Corporate Legal to prepare the briefing papers with PNCC's "wish" list e.g. debt-to-equity issue, extension of franchise, etc.) and then for the Board and Management to seek an audience with the Office of the President for a conference-cum-Board meeting, preferably after the Independence Day celebrations, with no less that President Duterte to address PNCC's concerns once and for all	To resolve existing issues of the company
 Approved the proposed template for lease contracts of existing tenants in the Financial Center Area, Pasay City, subject to prior review and opinion of the OGCC 	To implement standard lease contract to existing tenants in the FCA property
 Authorized the President and CEO to look for and/or entertain offers for the services of duly licensed master 	To maximize the rental income from FCA property

planners to prepare a comprehensive development plan for PNCC's FCA property at no cost to the company and further set the deadline for Management to shortlist the possible master planners who will present themselves to the Board during said meeting together with partial list of interested locators in accordance with such proposed master plans, with the understanding that the locators will carry the cost of producing the master plan	
• Approved the signing of Memorandum of Understanding (MOU) between PNCC and Angelcare Health Plus Corp. for the development of the Bagong Bayani Medical Complex, a proposed project on a 9,507 sq.m. portion of PNCC's property located along Se. Jose W. Diokno Blvd at the FCA in Pasay City; and in this connection, the President and CEO was authorized to sign the said MOU, for and in behalf of PNCC	To maximize rental income in FCA property
• Set the 2017 Annual Stockholders' Meeting of PNCC at the PNCC Compound, Km 15 East Service Road, Bicutan, Paranaque City on September 14, and 2017 and to set June 30, 2017 as the Record Date	To comply with reportorial requirements of regulatory agency
Approve the joint recommendation of the Finance and Audit Committees endorsing the supplemental budget of the Controllership Department corresponding to its revised Table of Organization	To allow the Controllership Department to operate more efficiently and to be more able to achieve its goals
Approved the People's Freedom to Information Manual of PNCC, adopting the provisions prescribed by the office of the President of the Philippines	To comply with the reportorial requirements of regulatory agency
Authorized Management to entertain offers/proposal from investors as would maximize the company's benefits from its Bicutan property, subject to	To maximize income from real properties

propitious timing of such public announcement	
Approve a supplemental budget for the consultancy fees as Management and Training Consultant for a period of six (6) months	To enable Management to make decisions about the direction of different projects and processes and to allow a business to operate more efficiently and to be more able to achieve its goals
Directed Management, through the Corporate Legal team, to draw up the Contract of Lease and Development for the Bagong Bayani Medical Center & Commercial Complex with the Terms of Reference including the special clauses, subject to the review by the Legal Committee before it is provided to the proponents for their comments, then to the Board for approval	To maximize rental income in FCA property
• Elected GSIS Trustee Wilfredo C. Maldia as Member of the PNCC Board of Directors, <i>vice</i> Trustee Anthony B. Sasin	To fill up the vacancy in the Board
• Approved the outlay for the Barong uniform of the Board Members from the special allocation of the Office of the Board and implemented the increased cap of Twenty-two Thousand (P22,000.00) on the monthly allowances for the Directors communication, transportation and meals and other miscellaneous expenses of the Offices of the Directors on top of the per diems they receive when attending Board and Committee meetings, subject to liquidation of the corresponding receipts	To improve compensation package of Directors
• Approved the supplemental budget which shall not exceed P120K for the upgrade of the company's internet subscription, delegated Management the choice on which communications company to award the same when the requirements of the procurement law shall have been satisfied	To improve the existing internet subscription to meet the requirements of companywide internet utilization

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	 Adopted the proposed Subic-Davao Expressways as one of the major corporate infrastructure projects of PNCC in line with the extension of its corporate life for fifty (50) years to be incorporated in the NEDA Development Plan 	To explore possibilities of tollway project utilizing the company's franchise on tollways
	• Authorized Management to accept any and all proposals for new toll roads that will connect with and/or extend SLEX and/or NLEX and further authorized the Management to submit such proposals for such linkages and/or extensions to NEDA, DPWH and TRB, and to hold talks with those government agencies in furtherance hereof	To explore possibilities of tollway project utilizing the company's franchise on tollways
	Confirmed the appointment of Atty. Francisco Domingo Pascua L. Salazar as Internal Auditor of PNCC	To fill up the vacancy in Management
	 Approved the formation of Technical Working Group Management side, to handle PNCC projects 	To fill up the vacancy in Management
	• Postponed the annual stockholders' meeting previously scheduled on September 14, 2017, pending the receipt of clarification sought from the Governance Commission for GOCCs on matters relevant to holding of annual stockholders' meeting; the new date, Agenda of the Meeting and the Applicable Record Date to be announced later by the Board	To comply with the reportorial requirements of regulatory agency
	• Elected Mr. Jonathan s. Avanceña as Member of PNCC Board of Directors, <i>vice</i> Jephonie L. Agustin	To fill up the vacancy in the Board
	Authorized the President &CEO to continue negotiating with Philippine Skylanders International, Inc. (PSI) regarding the proposed Pasig River Expressway Project (PAREX) and authorized the President & CEO to sign any formal extension of such	To explore possibilities of tollway project utilizing the company's franchise on tollways

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non-binding and non-committal Memorandum of	
Understanding (MOU) for another six-month	
• Authorized the company to file the appropriate legal case and/or take the necessary action against the spouses Marvin Medel Sedano and Nerissa Sedano and/or Lola Taba Lolo Pato Paluto sa seaside and all persons claiming rights under them, to among others, recover position of PNCC property located along at Macapagal Boulevard in Pasay City previously leased to them in the event that they refused to voluntarily vacate the premises as demanded by the Company, and designated the President and CEO to sign the <i>Verification, Certificate of Non-Forum Shopping</i> and such other pleadings as maybe appropriate, for and in behalf of the company	To protect the rights of the company over the subject property
Designated 2 directors and Head Controller company's delegates to the Seminar on China-Philippines Financial Cooperation to be held in Beijing, Guangdong, China from 13 th September to 20 th September 2017 under the auspices of China Development Bank	To explore possibilities of tollway project utilizing the company's franchise on tollways
Authorized the President & CEO to sign the Memorandum of Agreement (MOA) between PNCC AND Angel Health Care Plus Corp. and/or latter's designated proponent for the development of Bagong Bayani Medical Complex on a portion of PNCC's property located along Sen. Jose Diokno Boulevard at the FCA in Pasay City, subject to the submission of all the documents required b PNCC; and subject, further, to the bidding (Swiss Challenge) rules and procedure, the review and approval of the OGCC and finally by the Office of the President of the Republic	

of the Philippines	
• Granted the request of San Miguel Holdings Cor. (SMHC) for another six-month extension of the MOU signed last 26 April 2017, provided that the same is still non-binding and non-committal; Further, authorized the President/CEO to sign for in behalf of the Board the said MOU extension for another six (6) months starting October 26, 2017	To explore possibilities of tollway project utilizing the company's franchise on tollways
Approved the Internal Audit Charter as recommended by the Audit Committee	To comply with requirements of Corporate Governance Manual
• Approved the regularization of five (5) contractual employees effective October 5, 2017 under current compensation	To comply with the requirements of DOLE on contractualization
Appointed Atty. Francisco Domingo Pascua L. Salazar, as Corporate Secretary, in his concurrent capacity as Internal Auditor	To fill up vacancy in the Board
Directed Management to seek confirmation from the GCG that PNCC is in compliance with GCG Circular 2013-13 and OGCC to confirm that there is no legal impediment or defect in the Term of Reference which have already been negotiated with the other party, if and when PNCC decides to submit the project for bidding through 'Swiss challenge'	To comply with requirements with regulatory agency
Authorize the President & CEO to a write a letter to the Philippine Daily Inquirer to refute the allegations which appeared in Mr. Ramon Tulfo's column of the said broadsheet on October 17,2017; and directed Management to look into the allegations in the said column, and to report to the Board	To comply with clear the name of the company on the allegations appeared on broadsheet
Authorized the President &CEO and the Legal Committee to have a consultation meeting with the	To ensure that the contract entered into is decided on arms-length principle

Government Corporate Counsel OGCC relative to the Lease and Development Contract with Angelcare Health Plus Corp. on the Bagong Bayani Medical Complex Project • Elected Mr. Herculano C. Co, Jr. as Member of the	To fill up the vacancy in the Board
PNCC Board and Chairman, vice Atty. Elpidio C. Jamora, Jr.	
Elected GSIS Trustee Alan R. Luga as Member of the PNCC Board, vice Mr. Wilfredo C. Maldia	To fill up the vacancy in the Board
Authorized Management to formally inform the concerned LGU as well as the utility companies that the Sedano have no more contractual relation with	To protect the company's interest on the FCA property
PNCC on the FCA property and therefore have no legal personality to avail of power and water utilities in the premises; and the utility companies to accede to PNCC's request for connection in its name	to recognise key milestones as a means to reward and re-focus their teams
 Approved the supplemental budget submitted by Management for the different activities lined up in connection with the 51st Foundation Day Celebration of PNCC on November 22, 2017 	To recognize key milestones of the company and to reward and re-focus to future plans programs
Authorized Management to follow up with the GCG the appointment of new PNCC Directors in ASDI pursuant to the policy of the President in appointing Directors, and directed the Legal Officer to shed light on the issues raised along the lines discussed by the Board as regards the tax case	To fill up the vacancy in the Board
Approved the grant of Year-end Bonus and Cash Gift for FY 2017 to PNCC officers and employees pursuant to E.O. No. 36 in accordance with guidelines promulgated under GCG Memorandum Circular No. 2017-04 dated November 9, 2017	To comply with mandatory benefits of employees

Appointed Atty. Mariano Jesus S. Averia as Corporate Secretary effective immediately, vice Atty. Francisco Domingo Pascua L. Salazar	To fill up the vacancy in the Board
• Confirmed the authority of its Chairman to: (1) attend and represent the Corporation during the regular meeting of the Board of Directors of Citra Metro Manila Tollways Corporation (CMMTC) scheduled on 23 November 2017 at 3:00 P.M. to be held at the Board Room, 8/F San Miguel Corporation HOC, 40 San Miguel Avenue, Mandaluyong City; (2) attend and represent the Corporation during the special shareholder's meeting of Citra Metro Manila Tollways Corporation (CMMTC) scheduled on 23 November 2017 at 3:30P.M. to be held at the Board Room, 8/F San Miguel Corporation-HOC, 40 San Miguel Avenue, Mandaluyong City; (3) vote upon any and all matters to be taken up at such meeting, representing the shares of stock of the Corporation in CMMTC of which the Corporation id the legal and beneficial owner	To appropriately represent the interest of the company in the joint venture company promote stronger bonds between individuals and their place
• Approved the supplemental budget in the amount of P131, 000.00 submitted by Management for the different activities lined up in connection with the 2017 Christmas Party of PNCC on December 18, 2017	To promote stronger bonds between the Board, Management and staff within the workplace
Directed Management to make a study on the matter of unissued and unrepresented PNCC shares in SOMCO and submit its recommendations to the Board at its next meeting	To protect the interest of the company in the joint venture company
approve and confirm the designation of the Corporate Secretary as the Corporate Information Officer (CIO) for the Philippine Stock Exchange (PSE) and the Securities and Exchange Commission (SEC)	To comply with the requirements of regulatory agency

disclosures, vice Ms. Rosalyn S. Delivios	
Considered the TWG Agreement Worksheet and the PNCC Strategy Map as the PAN Committee's partial submission as part of PNCC's compliance for this year with and to authorize Management to submit the same to the GCG in compliance with the reportorial requirements	To comply with the reportorial requirements of regulatory agency