

Tender documentation
for an above-limit contract for the service
“Brokerage of the Sale of the Company Technologický Park Brno, a. s.”

Contracting authority:

Statutory City of Brno,
Dominikánské nám. 1, 601 67 Brno,
Identification no.: 44992785
and
P&O Netherlands B.V.
Albert Plesmanweg 43G
Rotterdam 3088GB
The Netherlands

Person acting on behalf of the contracting authority:

Ing. Jana Červencová, Head of the Department of Budget and Financing, Brno City Hall
Malinovského nám. 3, 601 67 Brno
tel.: 542173290, fax: 542173308,
e-mail: cervencova.jana@brno.cz

Subject of the public contract:

Provision of services consisting in finding the most suitable purchaser for the whole share owned by the Statutory City of Brno (hereinafter referred to as "the City") and by P&O Netherlands B.V. (hereinafter referred to as "P&O") in the company Technologický Park Brno, a. s., company identification no. 48532215 (hereinafter referred to as "the Company") all the way through to the completion of the sale.

The selected candidate will prepare a valuation of the Company following the RICS standards (or equivalent standards). The candidate will carry out a market survey and will find one or more entities interested in the purchase of the Company (Purchasers). The candidate will provide the City and P&O (hereinafter jointly referred to as "the Contracting Authorities") with assistance in evaluating the bids placed by individual Purchasers and based on an evaluation of these bids the candidate will draft the heads of terms, will assist the contracting authorities in drafting the contract and in selling the Company. The contract will be completed by realising the sale of the Company.

Delivery date:

24. 6. 2015

Requirements for documented eligibility:

Candidates eligible to deliver a public contract are those who meet the following:

- a) basic eligibility criteria,
- b) professional qualification criteria,
- c) **submit a statutory declaration of their economic and financial eligibility to deliver a public contract, and**
- d) technical qualification criteria.

Basic eligibility criteria will be met by a candidate who:

- a) has not been lawfully convicted of a criminal offence committed for the benefit of organised criminal groups, criminal offence of participation in an organised criminal group, legalisation of proceeds from criminal activity, participation, acceptance of bribes, bribery, indirect bribery, fraud, credit fraud, including cases involving preparation or an attempt or participation in such offence, or his conviction of such criminal offence was annulled; in the case of a legal entity, this requirement must be met by the legal entity itself and by its statutory body or each member of the statutory body, and if the statutory body or a member of the statutory body of the supplier is a legal entity, this requirement must be met by the legal entity itself and by the statutory body or each member of the statutory body of the legal entity; if the bid is submitted by a foreign legal entity through its organisational unit, the criteria specified under this letter will be met by the above-mentioned persons as well as the manager of the organisational unit; the supplier must meet the basic eligibility criteria in the Czech Republic and also in the country of its registered office, place of business or residence.

The meeting of the qualification criterion will be demonstrated by an extract from the criminal record;

- b) has not been lawfully convicted of a criminal offence in which the material facts of the case are related to the subject of business of the supplier under special legislation or his conviction of such criminal offence was annulled; in the case of a legal entity, this requirement must be met by the legal entity itself and by its statutory body or each member of the statutory body of this legal entity; if the statutory body or a member of the statutory body of the supplier is a legal entity, this requirement must be met by the legal entity itself and by the statutory body or each member of the statutory body of the legal entity; if the bid is submitted by a foreign legal entity through its organisational unit, the criteria specified under this letter will be met by the above-mentioned persons as well as the manager of the organisational unit; the supplier must meet the basic eligibility criteria in the Czech Republic and also in the country of its registered office, place of business or residence.

The meeting of the qualification criterion will be demonstrated by an extract from the criminal record;

- c) has not committed the offence of unfair competition in the form of bribery under special legislation in the last three years.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- d) whose assets have not been subject to insolvency proceedings in the last three years in which a decision on bankruptcy or insolvency petition has not been rejected because of insufficient assets to cover the costs of the insolvency proceedings or bankruptcy has not been cancelled because the assets were completely insufficient or receivership has not been established under special legislation.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- e) who is not winding-up.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- f) who has no arrears of taxes registered by relevant authorities in the Czech Republic and in the country of its registered office, place of business or residence.

The meeting of the qualification criterion will be demonstrated by a certificate issued by a relevant tax authority and, in relation to the consumer tax, a statutory declaration;

- g) who has no arrears in the payments of public health insurance and penalties in the Czech Republic and in the country of the supplier's registered office, place of business or residence.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- h) who has no arrears in the payments of social security and state employment policy and penalties in the Czech Republic and in the country of the supplier's registered office, place of business or residence.

The meeting of the qualification criterion will be demonstrated by a certificate issued by a relevant body or institution;

- i) who was not subject to disciplinary punishment or was not lawfully imposed disciplinary measures under special legislation in the last three years, if according to Section 54 d) proof of professional qualification is required under special legislation; if the contractor performs this activity through an authorised representative or another person responsible for the activity of the supplier, this criterion applies to these persons.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- j) who is not registered on the Black list of persons banned to perform public contracts.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

- k) who was not lawfully imposed a fine for enabling illegal work under special legislation in the last three years.

The meeting of the qualification criterion will be demonstrated by a statutory declaration;

The professional qualification criteria will be met by a candidate who presents:

- a) **an extract from the Commercial Register**, if the candidate is registered in it, or an extract from a similar specialised register, if the candidate is registered in it;
- b) a document of business licence under special legislation in the scope corresponding with the subject of the public contract, namely a document proving a relevant **trade licence or permit**.

The technical qualification criteria will be met by a candidate who presents:

1. A list major services provided over the last three years in the Czech Republic and at least one other country of the European Union in relation to:
- a) sale of real estate property with the financial value of the sold assets in relation to each service of at least CZK 1 billion (or equivalent thereof in another currency),

- b) sale of companies holding a real estate property with the financial value of the sold companies in relation to each service of at least CZK 1 billion (or equivalent thereof in another currency),
 - c) valuation of business companies with the financial value of the transaction for each service of at least CZK 1 billion (or equivalent thereof in another currency);
 - d) valuation of real estate properties under the RICS standards or any equivalent standards, with the financial value of the transaction for which the services were provided of at least CZK 1 billion each (or equivalent thereof in another currency)
- evidenced with a certificate issued by the client about the service or a copy of the contract and a document certifying the performance of the service.

The qualification criterion will be met by a candidate who documents the provision of at least five services in the areas described above provided that at least one service has to be represented in each of the areas listed under a) to d).

2. A list of persons to be involved in the provision of the service and certification of their professional qualifications.

The eligibility criterion will be met by a candidate who presents:

- a) a list of at least two senior employees who have been involved in the provision of services in the scope specified in sections 1. a) and b),
 - b) a list of at least two senior employees who have been involved in the provision of services in the scope specified in sections 1. c) or d),
- provided that experience is represented in all areas listed under section 1. a) to d); employees listed under section a) must not be listed under section b) at the same time.

The technical qualification criteria can also be met through a sub-contractor.

Documents proving the meeting of the eligibility criteria may be submitted in copies, **documents proving the meeting of the basic eligibility criteria and the extract from the Commercial Register must not be older than 90 days.**

Candidates with registered office abroad (foreign suppliers) will demonstrate the meeting of the eligibility criteria in a manner corresponding with the legislation applicable in the country of the candidate's registered office, place of business or residence. If, under the laws applicable in the country of residence, place of business or residence of a foreign supplier any document is not issued, the foreign supplier will demonstrate the meeting of the criterion by presenting a statutory declaration. If an obligation the fulfilment of which is to be demonstrated as part of the eligibility proof is not prescribed in the country of the candidate's registered office, place of business or residence, the candidate will present a statutory declaration. **Candidates will present documents proving their eligibility in the original language with a certified translation into the Czech language.**

Business conditions

On behalf of the Contracting Authorities the contract will be signed by the Statutory City of Brno and P&O.

The expected deadlines for the performance of the contract are as follows:

- valuation of the Company – 4 to 6 weeks of the submission of documents
- introduction of purchasers and their initial bids – 3 months of signing the contract

- completion of the sale including the settlement of financial payments – 24. 6. 2015.

These deadlines are indicative and can be changed following an agreement of the contracting authorities and the contractor.

The fee for the selected candidate will be defined in % of the realised gross selling price of the Company.

The fee will be paid to the selected candidate 50 % by the City and 50 % by P&O. Each of the Contracting Authorities is fully responsible for the payment of its part of the fee and none of the Contracting Authorities guarantees the payment of the fee by the other Contracting Authority.

The fee will be invoiced to each of the Contracting Authorities on a separate invoice containing all the appurtenances of a tax receipt for the purpose of value added tax following the completion of the sale. The invoice will mature in 21 days of delivery to the Contracting Authority.

The Contracting Authorities will not make any advance payments during the contract performance and no part of the fee will be payable before the completion of the sale.

The contracting authorities are not obliged to conclude a sales contract. The conclusion of a sales contract for the sale of the Company is subject to approval by the General Assembly of the City of Brno and a relevant P&O body. If a contract is not signed with the selected Purchaser, the selected candidate will not be entitled to the fee.

The selection of the most suitable bid and a contract with the selected candidate are subject to approval by the Brno City Council and a relevant P&O body.

Before concluding a contract the selected candidate will present a professional indemnity insurance policy for liability for damages to third parties with coverage of at least CZK 300 million (or equivalent thereof in another currency) together with confirmation that the current insurance premium due has been paid.

The selected candidate will not issue any press releases or any other statements to the media without the consent of the contracting authorities; all information obtained by the candidate in performing the contract as well as all information connected with the details of the transaction will be treated as confidential.

Should the contracting authorities be dissatisfied with the performance of the selected candidate, they reserve the right to terminate the contract subject to one month's prior notice.

Requirements for the bid price structure

The bid price will be defined in % of the realised gross selling price for the Company.

No further costs related to the delivery of the contract exceeding the limit of the bid price will be reimbursed.

VAT will be charged to the bid price according to applicable legislation. In case of a foreign supplier VAT will be paid directly to the tax authority.

Method of preparation and submission of the bid

The bid will be prepared in the Czech and English languages.

The bid will contain identification details of the candidate.

The bid will contain a definition of the fee in % of the gross selling price.

The bid will contain a draft contract in the Czech and English languages which will respect all of the business conditions described above and will be signed by an authorised representative of the candidate.

The bid will also include (Section 68 paragraph 3 of the Act)

- a list of statutory bodies or members of statutory bodies who were in employment, in office or in similar relationship with the contracting authority within three years of the end of the period for the submission of the bids,
- if the supplier is a joint-stock company, a list of the owners of shares with an aggregate nominal value exceeding 10 % of the share capital, prepared within the period for the submission of bids,
- the candidate's declaration that it has not entered and will not enter a prohibited agreement under special legislation on competition in relation to the tendered public contract.

Enclosed to the bid will be documents proving the meeting of the eligibility criteria. If the documents are submitted in a language other than Czech, they will include certified translations.

The candidate will present a written consent with the publication of the content of the contract under Act 106/1999 on free access to information (this consent may be granted in the draft contract).

The Contracting Authority does not admit any variant solutions.

The bids will be submitted in writing in the Czech and English languages in sealed envelopes marked with a distinct sign "Veřejná zakázka – TPB/Public Contract – TPB". The envelope will contain the name and address of the bidder.

The bids may be submitted by post or in person.

Address for the delivery of the bids: Brno City Hall
Department of Budget and Financing
Malinovského nám. 3
601 67 Brno

The bids delivered in person will be accepted in the period for the submission of the bids at the above-mentioned address, at the Department of Budget and Financing secretariat (III floor, door no. 326) on business days from 8:00 a.m. to 2:00 p.m.; on the day of the opening of the envelopes from 8:00 a.m. to 9:00 p.m.

Bid validity period

The bid validity period during which the bid will be binding for the candidates will be determined until 31. 3. 2015.

Period for the submission of the bids, place and time of the opening of the envelopes, persons authorised to participate in the opening of the envelopes

The period for the submission of the bids is determined until 7. 1. 2015, 9:00 a.m. The opening of the envelopes will take place on 7. 1. 2015, 9:30 a.m. in the meeting room of the Department of Budget and Financing, Brno City Hall, Malinovského nám. 3, III floor, door no. 306.

The opening of the envelopes may be attended by up to two representatives of each of the candidates whose bids were submitted in the period for the submission of the bids, who present written authorisations signed by persons authorised to act on behalf of the candidates, and who confirm their presence on the list of present persons.

When the envelopes are opened, the bids will be checked for the following:

- preparation in the required language
- submission of a draft contract
- signature of an authorised person of the candidate on the draft contract

Contract award criteria

The bids will be evaluated according to the fee in % of the realised gross selling price provided that the lowest % will be evaluated as the most suitable.