

Information Memorandum

“The concession for the design, construction, financing, operation and maintenance of the Jarovce - Rača sections of the D4 motorway and the Bratislava Prievoz - Holic sections of the R7 expressway, a PPP Project”

Dear candidate,

This Information Memorandum is a preliminary informative document which introduces the project „The concession for the design, construction, financing, operation and maintenance of the Jarovce - Rača sections of the D4 motorway and the Bratislava Prievoz - Holice sections of the R7 expressway, a PPP Project” (hereinafter referred to as the “Project”). The information contained herein is provided to candidates in good faith to be of assistance when drawing up an eventual request to participate.

This informative document does not replace the Tender Notice published in Public Procurement Journal no. 2514/KOP on 30.01.2015, and in the Supplement to Official Journal of the European Union on 30.01.2015, (hereinafter referred to as the “Tender Notice”). In the event of any possible conflict, the information contained in the Tender Notice shall prevail over the information contained in this Information Memorandum.

The contracting authority is not bound by this document and reserves the right to alter this Information Memorandum and/or the information contained herein.

Introduction

The Slovak Republic (hereinafter referred to as the “SR”) announced a public procurement in order to select a concessionaire to successfully undertake the Project.

The chief goals of the Project are to reduce traffic on the transport system in the capital, Bratislava, speed up access to motorway networks (D4, D1, D2) and partially reduce traffic in the road network of the catchment areas in Bratislava. Part of the traffic which overburdens roads in Bratislava, especially in the areas leading into the city, will be shifted to the proposed D4 motorway.

The Project also includes sections of the R7 expressway, whose construction is expected to contribute to transport links between the D4 and D1 motorways and the creation of a basic communication system based on a motorway circuit with the addition of radial roads to relieve the drive-through sections of the existing radial roads in highly urbanized areas. As a result, the traffic heading to and from Austria and Hungary will be diversified. Moreover, the Project will contribute importantly to the operation of the affected area of the Bratislava Region and resolve the traffic issues of other municipalities.

1. Identification of the contracting authority

Name: The Slovak Republic - the Ministry of Transport, Construction and Regional Development of the Slovak Republic
Postal address/ Seat: Námestie slobody 6
City/local district: Bratislava
Postal Code: 810 05
State: Slovak Republic
ID no.: 30 416 094
Contact Point: The Ministry of Transport, Construction and Regional Development of the Slovak Republic
Postal address/Seat: Námestie slobody 6
City/local district: Bratislava
Postal Code: 810 05
State: Slovak Republic
Contact person: Nina Kurtulíková
Telephone number: 00421 2 5949 4785
email: nina.kurtulikova@mindop.sk

(hereinafter referred to as the “Contracting Authority” or the “MDVaRR SR”)

2. Project description

The public procurement announced by the SR represented by the MDVaRR SR relates to the design, construction, financing, operation and maintenance of the section of the zero bypass of the D4 motorway, in the Jarovce - Ivanka sever and Ivanka sever - Rača sections and the R7 expressway, in the Prievoz - Ketelec, Ketelec - Dunajská Lužná and Dunajská Lužná - Holice sections (hereinafter referred to as the “Sections”), in a total length of approximately 59.1 km.

The Project will be performed as a PPP Project (Public-Private Partnership Project) in the form of a DBFOM contract.

The chief goals of the Project are to:

- improve traffic access,
- reduce the number of accidents,
- reduce travel time and thus improve the quality of life and the environment, and
- comprehensively modernise transport links in the area concerned.

The additional goals of the Project are to:

- achieve high quality technical and safety standards in the Project's Sections,
- provide better services for road users through proper operation and maintenance,
- implement the Project within the planned time period,
- optimize the allocation and management of risk, and
- achieve “value for money” for the Contracting Authority.

The responsibility of the successful tenderer (concessionaire) will be to:

- design, construct, finance, operate and maintain the motorway and expressway Sections of the Project with a focus on achieving and maintaining the required quality, as well as providing additional high quality services during the concession contract,
- ensure the best value for money for the Sections concerned,
- ensure the financing of the Project,
- ensure the high quality construction of the Sections within the time period provided by the Contracting Authority,
- ensure the high quality operation and maintenance of the D4 motorway and R7 expressway sections according to safety standards, including routine operation and maintenance, winter maintenance, repairs and modernization,
- transfer the subject of the Project to the Contracting Authority's use at the end of the concession period or at the end of another termination of the concession contract in a high quality and as agreed to in the concession contract, and
- perform other tasks pursuant to the concession contract.

Payments of the Contracting Authority to the concessionaire will be based on the availability principle of the Project motorway and expressway to end users pursuant to the agreed standards and quality, except for eventual payments pursuant to the concession documentation. Deductions from the availability payments shall be automatically applied in the event of the concessionaire's non-compliance with the performance and quality parameters.

3. Brief description of the relevant Sections

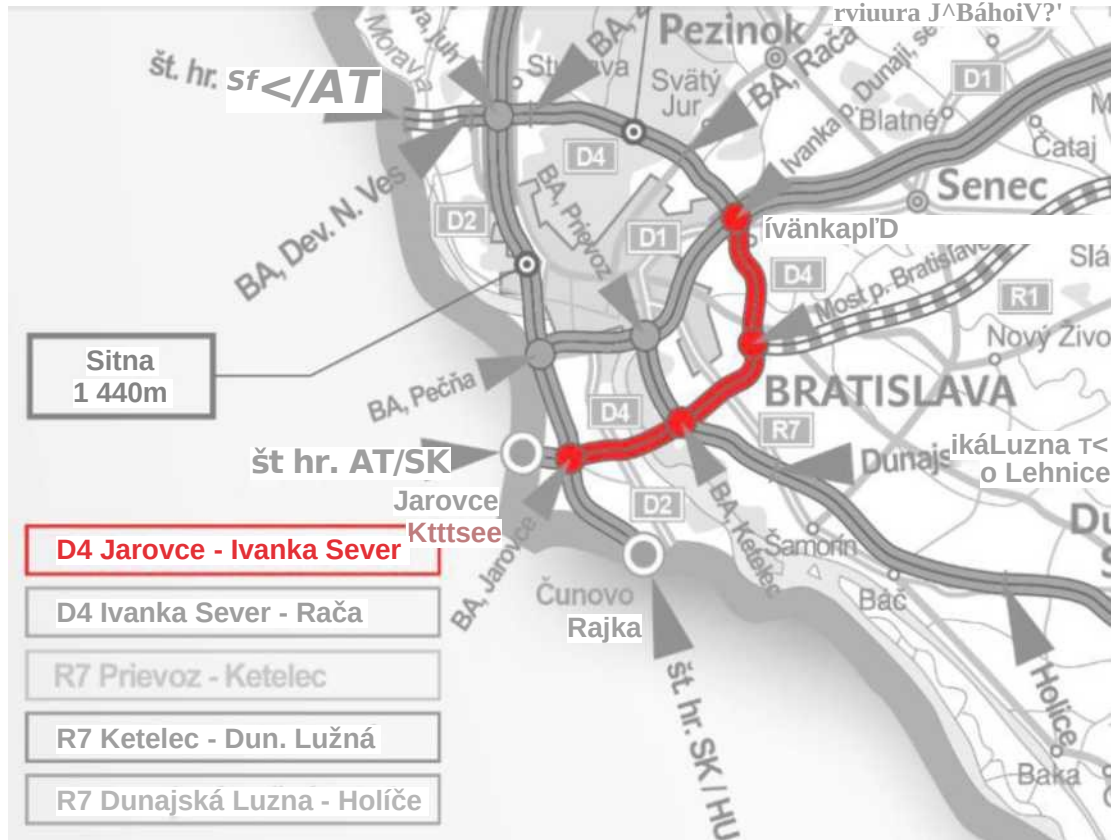
2.1 D4 motorway

Completion of the D4 motorway Sections is proposed in two Sections. Each may be separately integrated into the transport system.

2.1.1 Jarovce - Ivanka sever section of the D4 motorway

The total length of the planned D4 Highway Section is approximately 22.59 km. The Section starts at the two-level "Jarovce" Crossing which connects with the D2 motorway and continues by a bridge over the Danube to the two-level "Ketelec" crossing where the D4 motorway connects to the R7 expressway. The Section ends at the two-level "Ivanka sever" crossing where it connects to the D1 motorway. The II/572 relocations in the Galváni Street extension in this Section and the Most pri Bratislave D4 Section are included for further evaluation.

Jarovce - Ivanka sever section of the D4 motorway

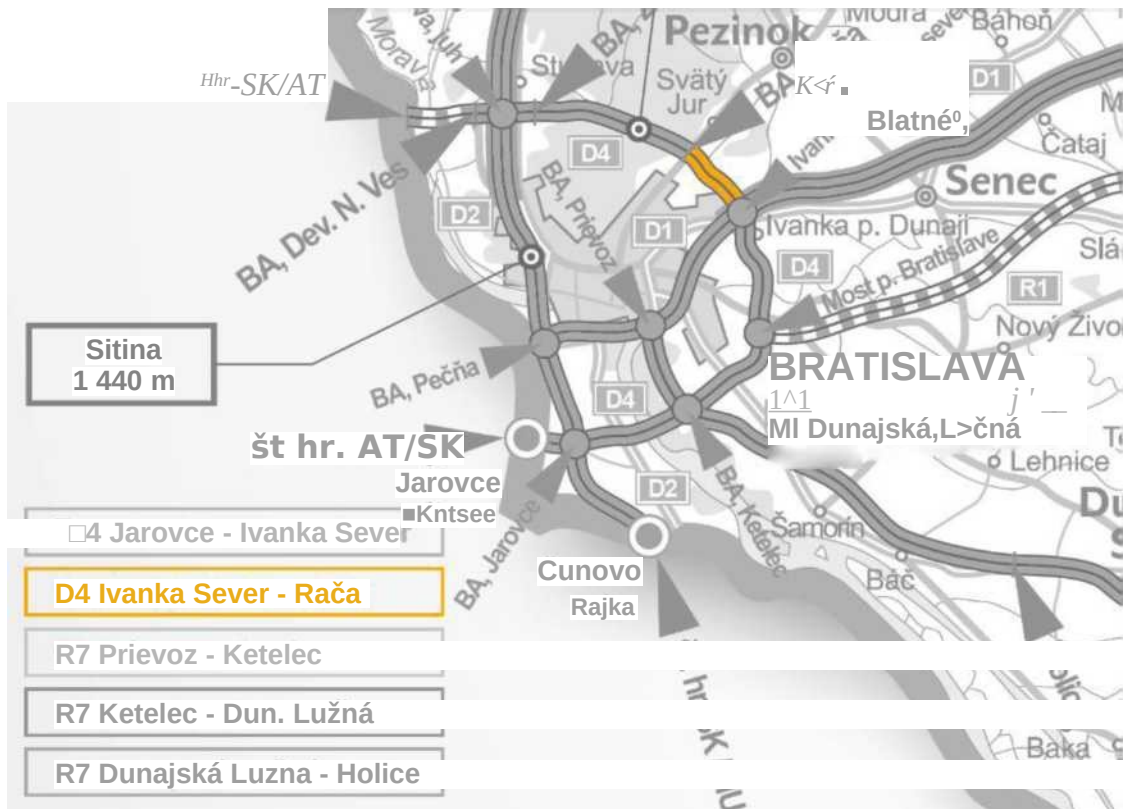


Planned length	22.59 km
Planned width	26.5 m in the Jarovce - Ivanka západ Section 26.5 m + collectors in Ivanka západ - Ivanka sever Section 22.5 m in the remaining parts of the Section
Planned speed	120 km/h
Planned bridges/ bridge structures	45
Junctions	7

2.1.1 Ivanka sever - Rača section of the D4 motorway

The total length of the D4 motorway Section is 4.40 km. This Section starts at the intersection of the existing D1 motorway with the two-level “Ivanka - sever” Crossing. The Section ends at the two-level “Rača” crossing, where it connects to the II/502 road and where in the future it will proceed by the northern part of the D4 bypass and the “Karpaty” tunnel as part of the Rača - Záhorská Bystrica section of the D4 motorway.

Ivanka sever - Rača section of the D4 motorway



Planned length	4.40 km
Planned width	33.5 m in the Ivanka sever -Čierna voda Section 26.5 m in the Čierna voda -Rača Section
Planned speed	120 km/h
Planned bridges/ bridge structures	12
Junctions	2

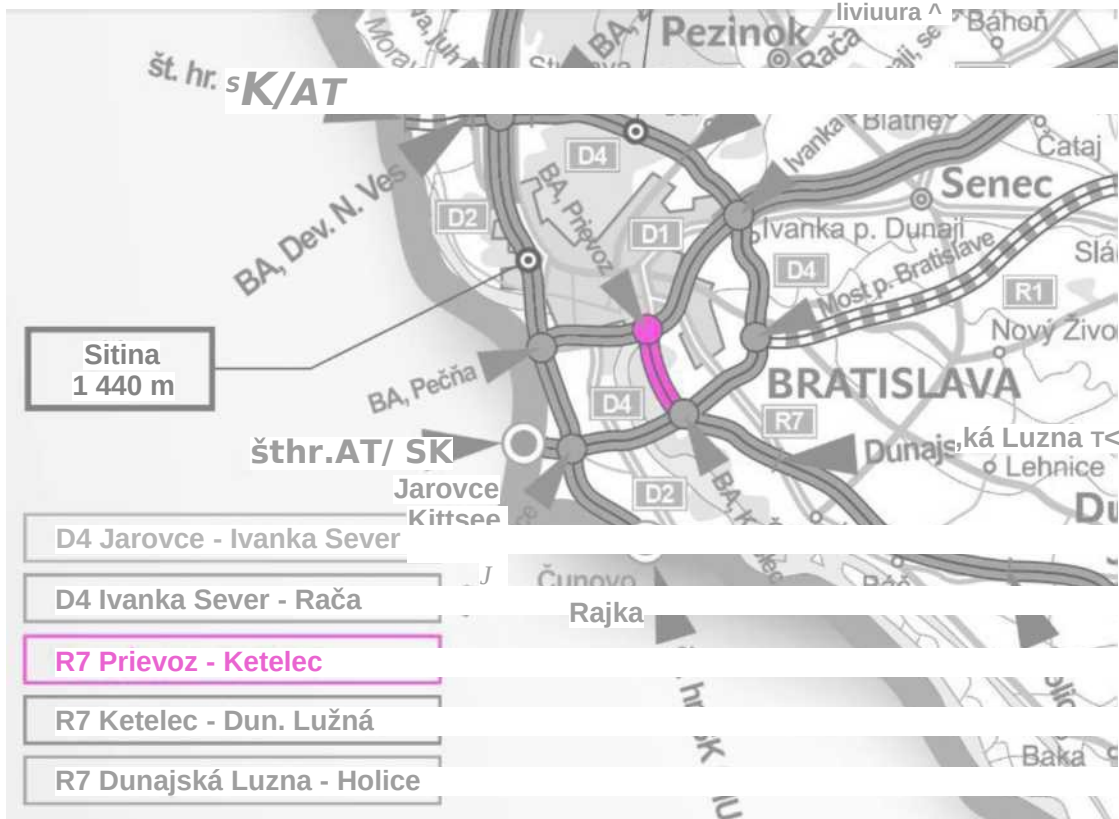
2.2 R7 expressway

Completion of the R7 expressway is proposed in three Sections.

2.2.1 Prievoz - Ketelec section of the R7 expressway

The total length of the Prievoz - Ketelec Section of the R7 expressway is 6.318 km. The Prievoz - Ketelec Section starts with the existing two-level “Prievoz” Crossing on the route of the D1 Motorway. It then crosses the “Malý Dunaj” near the SLOVNAFT, a.s. complex. The Section ends at the two-level “Ketelec” crossing.

Prievoz - Ketelec section of the R7 expressway



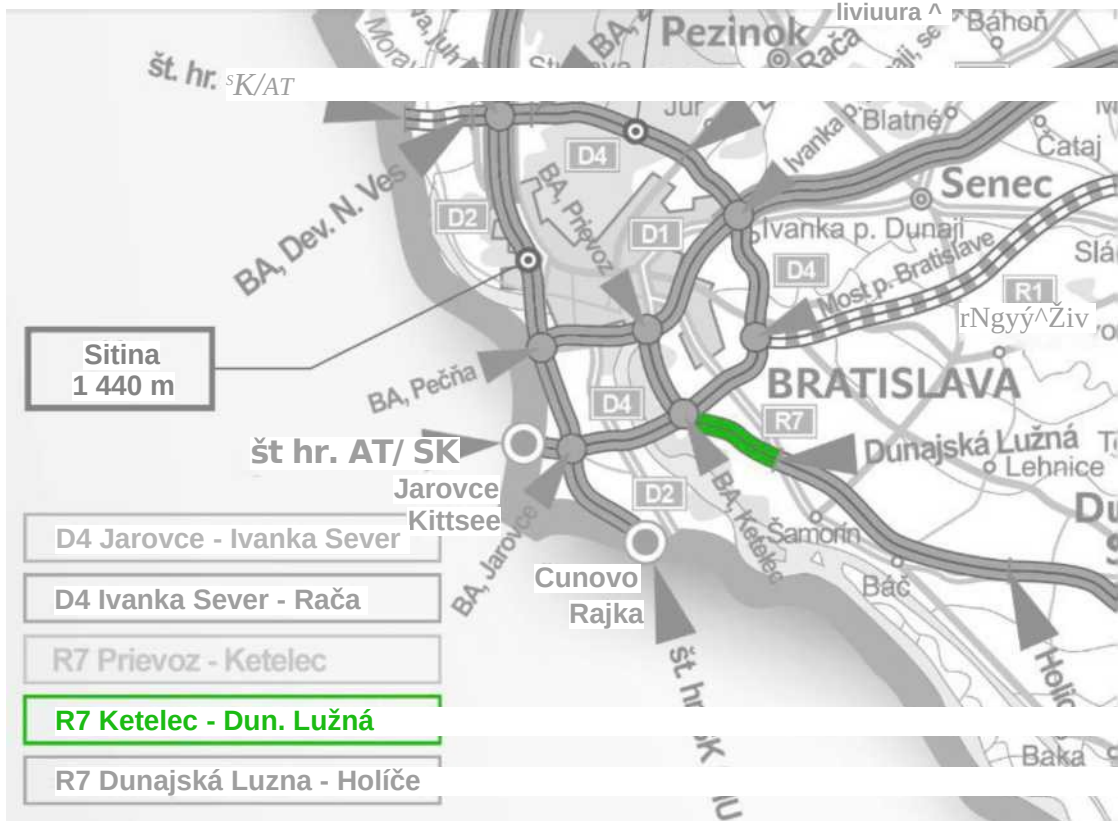
Planned length	6.318 km
Planned width	24.5 m from the beginning of the Section to the 0.9 km marker 31.5 m from 0.9 km marker to the end of the Section
Planned speed	120 km/h 80 km/h from the beginning of the Section to the 2.0 km marker
Planned bridges/ bridge structures	15
Junctions	2

2.2.2 Ketelec - Dunajská Lužná section of the R7 expressway

The total length of the R7 expressway Section is 8.425 km. The Ketelec - Dunajská Lužná Section starts at the planned two-level “Ketelec” crossing (R7 with the D4 Motorway).

The R7 expressway Section ends at the two-level “Dunajská Lužná” crossing (with the R7 and I/63 road) between Dunajská Lužná and Šamorín, where it connects to the planned “Dunajská Lužná - Holice” Section of the R7 expressway.

Ketelec - Dunajská Lužná section of the R7 expressway

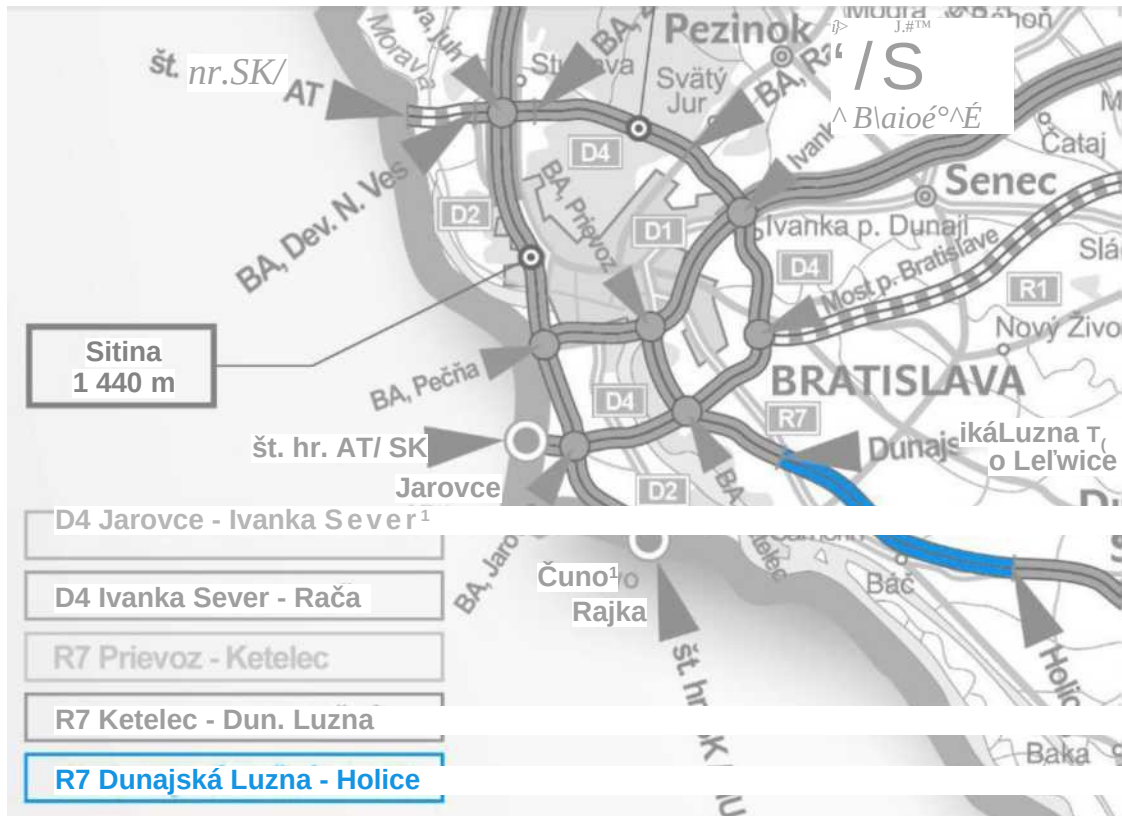


Planned length	8.425 km
Planned width	31.5 m in the entire length
Planned speed	120 km/h
Planned bridges/ bridge structures	10
Junctions	1

2.2.3 Dunajská Lužná - Holice section of the R7 expressway

The total length of the R7 Section is 17.38 km. The Dunajská Lužná - Holice Section starts between the municipality of Dunajská Lužná and the town of Samorín at the two-level “Dunajská Lužná” crossing. The entire Section runs along the left side of the I/63 road and ends at the two-level “Holicé” crossing where it connects to the “Holicé - Dunajská Streda” section of the R7 expressway.

Dunajská Lužná - Holice section of the R7 expressway



Planned length	17.38 km
Planned width	31.5 m from the 0.0 km marker for 0.585 km 24.5 m in the remaining part of the Section
Planned speed	120 km/h
Planned bridges/ bridge structures	12
Junctions	2

The contracting authority is allowed to extend the Project about structures or reduce the Project about structures and/or sections as a result of the competitive dialogue.

4. Concession period

- 2.3 The length of the concession period will be determined pursuant to section 66 of Act no. 25/2006 Coll. on Public Procurement, as amended (hereinafter referred to as the "Public Procurement Act"). However the maximum length is 30 years.
- 2.4 The length of the concession period and the length of construction period regarding the Sections will be the subject of a competitive dialogue with the candidates who demonstrate their fulfilment of the conditions for participation and who will be invited to participate in the dialogue.

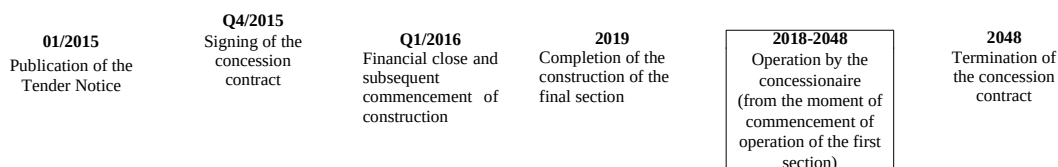
5. Public Procurement

- 2.5 The selection of the concessionaire will be made through a competitive dialogue.
- 2.6 The Contracting Authority will invite no more than 4 candidates who fulfilled and demonstrated the conditions of participation for the competitive dialogue pursuant to the Tender Notice. The Contracting Authority may invite fewer candidates, who fulfilled the conditions of participation, if the conditions of participation were fulfilled by less than 4 candidates. If more than 4 candidates fulfil the conditions of participation, the Contracting Authority will use the criteria referred to in VI.2.14 and VI.2.15 of the Tender Notice to reduce the number of candidates. For this purpose, it is recommended that candidates submit all relevant references fulfilling the criteria specified in the Tender Notice by means of detailed sworn affidavits according to annex no. 5 of this Information Memorandum, and/or confirmations by customers of any relevant services/works.
- 2.7 The successful tenderer will be selected according to the most economically advantageous tender. The selection criteria for the successful tenderer will form a part of the invitation to participate in the dialogue.
- 2.8 The Contracting Authority will enter into the concession agreement with the successful tenderer.

6. Expected timetable

- 2.9 The Contracting Authority presents herein under an indicative timetable for the Project. Some phases, milestones and periods may be changed during the public procurement process.

Expected indicative timetable



7. Language of the Project

- 2.10 Communication during the public procurement process will be held in Slovak unless the Contracting Authority specifies otherwise.
- 2.11 The request to participate and individual documents forming a part thereof must be submitted in Slovak or translated into Slovak. Documents which refer to the fulfilment of the conditions of a candidate's participation with a registered address or registered seat outside the SR must be submitted in the original language and accompanied by official translations into the national language (Slovak) except for documents submitted in Czech. In the event of any discrepancies between the Slovak and other language versions of the documents, the Slovak version shall prevail.

8. Communication and explanation

- 2.12 Communication will be effected in a manner which ensures the completeness and content of the data identified and provides the protection of confidential information and personal data contained in the request to participate. Its content may not be reviewed by anyone prior to the expiration of the submission period.
- 2.13 Communication between the Contracting Authority and candidates may be effected in written form by means of mail, fax, electronically, by phone or any combination thereof. In the event of communication in a manner that does not register the content and where the authenticity is not guaranteed - by fax, electronically without an advanced electronic signature according to the special law, by phone or any combination thereof, the candidate must also deliver such information in paper form to the address of the Contracting Authority pursuant to Section 1 of this Information Memorandum, or personally to the register of the Contracting Authority at the address pursuant to Section 1 of this Information Memorandum, no later than three working days from the delivery of such information by fax, electronically without an advanced electronic signature, by phone or combination thereof, unless otherwise specified in the Tender Notice.
- 2.14 In the event of discrepancies between the content of data sent to candidates in a manner which cannot register their content and where their authenticity (by fax, electronically without an advanced electronic signature according to the special law, by phone or by combination thereof) is not guaranteed, the information provided and delivered by candidates in paper form or electronic written form with an advanced electronic signature shall prevail.
- 2.15 As regards the moment of delivery of important documents between the Contracting Authority and the candidate, in particular, the delivery of documents which are connected with the time period, the provisions of the general act on administrative procedure, i.e., Act no. 71/1967 Coll. on Administrative Proceedings (Administrative Code) as amended, will apply regarding the moment of delivery by hand. If a dispatched item is returned to the Contracting Authority as undelivered or undeliverable due to the fact that the addressee of such document or the person who is empowered to receive deliveries was unavailable, despite the fact that the addressee is a resident of the place of delivery and the fact that it was notified regarding the deposit of dispatched items at the post office, the item shall be considered as delivered upon the expiration of a 7-day period from the date of its deposit at the post office, even in the event that the addressee was unaware of such notification. If the addressee unreasonably refuses to accept the delivery, it shall be considered as delivered on the day when its acceptance was refused.
- 2.16 In the event of any discrepancies or the need for a clarification of any requirements or conditions of participation in the public procurement referred to in the Tender Notice and/or other documents provided by the Contracting Authority, a candidate may apply for an explanation in written form and in Slovak, directly to the contact person at the address referred to in the Tender Notice, in Section 1 of this Information Memorandum and/or the contact person:
- Contact Person: Nina Kurtulíková
Telephone number: 00421 2 5949 4785 email:
nina.kurtulikova@mindop.sk
- 2.17 The period for the request for an explanation according to the Tender Notice will expire on: 27/02/2015 at 14.00hour.

9. Preparation of the request to participate

- 2.18 The request to participate shall be provided in an original paper form which ensures a permanent record of its content. The request to participate must be completed in indelible ink on paper, by a typewriter or by a printing output device which uses computing technology, the content of which is readable for a natural person.
- 2.19 Pursuant to Section 18a of the Public Procurement Act, if the candidate submits documents in a paper form to the Contracting Authority, they must be accompanied by copies in an electronic form on a storage medium, and if the documents contain signatures or seals, they must be submitted in an anonymized version without signatures or seals. The candidate must submit three copies of the electronic version of the request to participate.
- 2.20 A request to participate must be signed by the candidate or by the person/s empowered to act on behalf of the candidate. The Contracting Authority recommends firmly binding the request to participate in order to prevent any unsolicited substitution of individual parts, for example by means of bookbinding, coil binding or a quick-binder supplemented by a seal against unsolicited exchange or opening without prejudice to provision 9.6 of this Information Memorandum.
- 2.21 The certificates, documents and other documents forming the request to participate required by the Tender Notice must be originals or their certified copies unless specified otherwise.
- 2.22 Pursuant to the Tender Notice, the request to participate must include:
- (a) the content - list of confirmations, papers and documents with listed numbers,
 - (b) identification data of the candidate (in the case of a group of suppliers, the identification data of each member of the group of suppliers) indicating information pursuant to Annex no. 1 of the Information Memorandum. The document must be signed by the person empowered to act on behalf of the candidate or the member of the group of suppliers,
 - (c) a sworn affidavit that the candidate understood the Tender Notice and regarding truthfulness and completeness of all data referred to in the request to participate, the sworn affidavit must be signed by the candidate or the person empowered to act on its behalf, or in the case of the group of suppliers, it must be signed by each member of this group or the person/s empowered to act on behalf of them or the empowered leader of the group of suppliers, the template forms are part of Annex no. 2 of this Information Memorandum,
 - (d) declarations, confirmations, papers, documents by which the candidate demonstrates the fulfilment of the conditions of participation required in the Tender Notice, templates of sworn affidavits, an agreement in the event of the fulfilment of the conditions of participation by a third person are contained in Annex no. 3 to 11 of this Information Memorandum,
 - (e) in the case of a group of suppliers, the power of attorney for one member of the group of suppliers (the leader of the group), who will be empowered to receive instructions in the public procurement and act on behalf of the group of suppliers in the event of the acceptance of the tender and in the case of communication/responsibility in the process of fulfilment of the contract. The power of attorney must be signed by all members of the group of suppliers or by the person/s empowered to act on behalf of each member of the group; the template is a part of Annex no. 12 of this Information Memorandum.
 - (f) if the candidate or the group of suppliers consider it appropriate, a power of attorney for a natural person who will be empowered to receive instructions regarding this

public procurement and act on behalf of the candidate or group of suppliers; the template is a part of Annex no. 13 of this Information Memorandum.

- 2.1 The request to participate may be divided into several bound files or bound books. Additionally, each part must be clearly labelled with the identification data of the candidate or the group of suppliers, and the number of the file or bound book, and protected against any unsolicited replacement of individual parts.
- 2.2 The candidate must insert documents into a non-transparent envelope or packaging as stipulated in the Tender Notice. The envelope or packaging must be closed and sealed against any unsolicited opening, and marked with the following data:
 - (a) official name and seat of the Contracting Authority;
 - (b) official name and seat or place of business of the candidate (members of the group of suppliers);
 - (c) labelled as, Koncesia PPP - žiadost' o účasť - neotvárať!;
 - (d) code: PPP - D4 R7.

10. Costs for preparing the request to participate

- 2.1 Costs for preparing the request to participate shall be borne by the candidate without being entitled to claim any expenses or costs from the Contracting Authority.

11. Submission of the request to participate

- 2.2 Requests to participate must be delivered to the address specified in the Tender Notice, or in section 1 of this Information Memorandum.
- 2.3 The time period for the submission of requests to participate is set out by the Contracting Authority as 13/03/2015 to 10.00 hour of the local time.
- 2.4 In the event of personal delivery, candidates should obtain confirmation regarding the delivery of the request to participate.
- 2.5 A request to participate submitted after the expiration date for the submission of requests to participate as set out in the Tender Notice shall be returned to the candidate unopened.
- 2.6 Requests to participate delivered to the address of the Contracting Authority before the end of the time period for the submission of requests to participate will not be returned to candidates. They will remain as part of the documentation on the public procurement.

12. Evaluation of the fulfilment of the conditions of participation

- 2.7 A candidate's conditions of participation will be considered in accordance with the Tender Notice and pursuant to section 33 of the Public Procurement Act, as fulfilment of:
 - (a) the conditions related to Personal Status according to section 26 of the Public Procurement Act,
 - (b) Economic and Financial Standing according to section 27 of the Public Procurement Act,
 - (c) Technical Capacity or Professional Suitability of candidates according to section 28 of the Public Procurement Act.

- 2.1 During the evaluation of the fulfilment of the conditions of participation of candidates and members of the group of suppliers who are companies in the public procurement process the Contracting Authority will require the submission of the list of all shareholders and known shareholders owning at least 30% of the shares of the abovementioned companies, if the shareholder or known shareholder is a legal person also all shareholders and known shareholders owning at least 30% of the shares of this legal person, not older than 60 days with a specification of their names and surnames, business name or name, permanent residence or seat, ID no. or date of birth if the ID no. has not been assigned.
- 2.2 A candidate who is a member of a group of suppliers in public procurement must demonstrate the fulfilment of the conditions of participation:
- (a) which relate to the Personal Status for each member of the group separately,
 - (b) which relate to the Economic and Financial Standing for all members of the group jointly,
 - (c) which relate to the Technical Capacity or Professional Suitability for all members of the group jointly.
- 2.1 Pursuant to section 33, subsection 6 of the Public Procurement Act, the Contracting Authority, shall request that a candidate clarify or complete submitted documents in written form if it is not possible to evaluate the validity of documents or the fulfilment of the conditions of participation.
- 2.2 The Contracting Authority will exclude a candidate from public procurement in the event that the candidate:
- (a) fails to fulfil the conditions of participation,
 - (b) submits invalid documents,
 - (c) fails to submit an explanation or completion of documents following a written request in the specified time period or
 - (d) provides false information or incorrect statements.

13. Confidentiality of the processes of public procurement

- 2.1 Members of the commission for the evaluation of requests to participate will not provide or disclose information regarding the process to candidates or any other third parties during the ongoing process of public procurement.
- 2.2 The Contracting Authority is obliged to not disclose information which was provided by the candidate and classified as confidential or as trade secrets; for this same purpose, the candidate should classify which information constitutes trade secrets. Pursuant to the Public Procurement Act, only technical solutions and designs, instructions, drawings, project documentation, models, methods of calculation of unit prices and in the case of the price, the method of its calculation and designs may be classified as confidential.
- 2.3 The candidate agrees that information provided by them may be made available to consultants, employees of the Contracting Authority, its members, agents, consultants, companies and/or contractors.

14. Conclusion

- 14.1 Candidates are responsible for carefully scrutinizing the Tender Notice including any amendments that may be published during the period for explanation or completion.

- 14.2 Additional information related to the Project will be provided to the candidates who fulfil of the conditions of participation and who will be invited to take part in the subsequent process - the "Invitation to participate in the dialogue".
- 14.3 In case of any discrepancies the Slovak version of this Information memorandum shall prevail.

Attachments

- Schedule 1 General information regarding the candidate/member of the group of suppliers
- Schedule 2 Declaration of the candidate/group of suppliers about the veracity of data
- Schedule 3 Sworn affidavit - Personal status
- Schedule 4 Sworn affidavit - Economic and Financial ability
- Schedule 5 Sworn affidavit - Technical capacity
- Schedule 6 Sworn affidavit - imposed ban/payment of remunerations/payment of wages
- Schedule 7 Sworn affidavit - subcontractors
- Schedule 8 Agreement on securing of financial resources/expert capacity
- Schedule 9 Customer confirmation (3.1.1.1 - 3.1.1.4, 3.1.2.1. - 3.1.2.2)
- Schedule 10 Customer confirmation (3.1.1.5)
- Schedule 11 Customer confirmation (3.1.2.3)
- Schedule 12 Power of attorney for a member of the group of suppliers
- Schedule 13 Power of attorney for the person acting on behalf of the candidate/leader of the group of suppliers