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# Procedural guide

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**EU - negotiation procedure with public tendering procedure**

**Framework agreement  
on services in the area of client representatives  
at sea**

TenneT Offshore GmbH  
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hereinafter referred to as "TenneT"

## **1 Advance information**

### **1.1 General**

The tender procedure is divided into two sequential phases that are described below:

#### 1) Call for competition

The bidder has to submit all documents stipulated in the EU-announcement in order to be eligible for invitation to the offer phase of the tender, see no. 2)

#### 2) Offer phase

The bidder has to hand in a complete and binding offer that includes the commented contract proposal, the filled-in price-sheet and all further tender-specific documents requested via Negometrix in the section “surveys” with the survey name “offer phase”.

### **1.2 Purpose of the tender documents**

The purpose of the tender documents is to describe the services to be awarded and the minimum conditions attached to these services. The tender documents also specify requirements for the tenders to be submitted, which form the basis for the examination and evaluation of these tenders. The tender documents also contain a description of some essential provisions of the framework agreement to be concluded between the contracting entity and the successful tenderer. In addition, tenderers are to be given an overview of the course of the tendering procedure.

The contracting entity reserves the right to specify, supplement, amend or delete the information contained in these award documents on the planned procedure and the requirements for the tenders at a later date. It will inform the participants about this via Negometrix.

### **1.3 Guarantee, assurance, warranty**

The contracting entity does not assume any guarantees, assurances or warranties for the information contained in the tender documents. The scope of guarantees, assurances and warranties as well as the other rights and obligations with regard to the subject matter of the project, as well as any legal consequences resulting from the breach of such guarantees, assurances and warranties, result exclusively from the draft service contract submitted as part of the tender documents and the contractual minimum conditions.

The submission of an offer to the contracting entity shall not give rise to any obligations on the part of the contracting entity.

#### **1.4 Information**

The tenderer will find all tender documents in Negometrix. Information provided to tenderers in the course of this tender procedure shall be taken as a basis for the preparation of the tender, as shall these award documents. If the replies, references or procedural letters supplement, clarify or amend the tender documents, the replies, references or procedural letters sent subsequently shall take precedence over these tender documents.

#### **1.5 Dates and submission of documents**

All documents have to be provided via Negometrix.

The application has to be handed in latest until:

**Date: 21.01.2019**

**Local Time: 14:00 o'clock (CET)**

The schedule of this tender is published in Negometrix under the heading "planning".

The schedule has been prepared on the basis of the current situation to the best of our knowledge and belief.

TenneT reserves the right to change this timetable during the course of the procedure, in particular to extend the time limits provided if this proves necessary for the proper conduct of the procedure.

## 1.6 Provisions on the submission of offers

The following specifications must be taken into account when submitting an offer:

- The offer must be uploaded in the form of an original, signed letter as well as the other documents in digital form in a standardised data format (e.g., PDF, CAD as DWG or MS Office format) exclusively via the Platform Negometrix and then submitted. Postal as well as digital submissions are not permitted and will necessarily lead to exclusion from the tendering procedure. The offer documents (cover letter and remaining documents in digital form) must be fully available to the contracting entity via the Negometrix platform by the deadline for tender submission (in accordance with the schedule in Negometrix). The respective file names (incl. stored directory structure) may not contain more than 99 characters. Special characters should be avoided.
- All tender documents (legal, commercial, technical, SHE) should not be changed but, if necessary, clearly commented on. In this respect, the tender should be limited to a commentary (analogous to the structure of the framework agreement). In addition to the documents we provide with this invitation to tender, only the comments accepted by us or the documents specified in the service description to be prepared by you shall become part of the contract.
- With the attachments you will receive our non-binding proposal for a possible contract. We ask you to comprehensively revise this in Track Change mode with regard to all points relevant to you and, in particular, to insert (mark up) or separately submit all alternative text proposals you have requested or deemed necessary. You (like all bidders) have the effective opportunity to enforce any proposed text submitted as an alternative to the attached draft contract and all its provisions.

Even if, in our opinion, on the above basis, the attached proposal for a possible contract cannot, from the outset, constitute general terms and conditions within the meaning of Sec. 305 (1) Sentence 1 of the German Civil Code (BGB), we would like to point out, as a precautionary measure, that we are already seriously placing at your disposal the unlawful core of all contractual provisions of the proposal for a contract and are thus granting you the freedom to safeguard your own interests, with the real possibility of being able to influence the content of the contractual conditions. We will also conduct the contract negotiations in such a way that the core of all clauses, which is foreign to the law, remains seriously at your disposal. You can (and should) now exercise your freedom of discretion in preparing your markup as well as in contract negotiations in order to safeguard your own interests and influence the content of all contractual conditions of the attached contract proposal.

- Options, additions or variants are not permitted. The tenderer must point out any incorrect or incomplete information and make suggestions for error correction/completion as well as alternative proposals if necessary.
- The documentation of additions or variants that are not included in the compilation of the respective service description can be attached to the tender in the form of a separate document (deviation list). An overview must be prepared for the relevant services and their relationship to the tenderer's technical concept explained.
- The stated contractual provisions on the Safety Culture Ladder (SCL) are not negotiable.
- In order to ensure the comparability of all tenders, the tenderer is provided with a protected MS Excel file with these award documents in which the prices are to be entered ("price sheet"). Prices are to be entered exclusively for the relevant lot on which the tender is based. The completed price sheet must be enclosed with the tender documents in electronic form (both in xls and pdf format). Only the price details entered there in accordance with the specifications will be used to evaluate the tender. Other price quotations or additional written or verbal restrictions cannot be taken into account.
- The contractor must notify the contracting entity if the contractor requires further information for implementation. If the contractor makes assumptions, the contracting entity must be informed in advance.
- If the tenderer excludes tendered supplies and services, this must be clearly and comprehensively stated in the offer.

The information provided has been compiled to the best of our knowledge and belief. However, it cannot be ruled out that not all the information relevant to selecting the individual tenderer is contained in these award documents.

## **1.7 Subject matter and objective of the tendering procedure**

The aim of this tendering procedure is to conclude a framework agreement for the provision of Client Representatives. This should provide reliable partners for the provision of services for the next 36 months. The contract expires after 36 month, unless the client requests an extension of the contract, latest 3 monthbefore expiration. The contract can be prolonged twice for each one year. The client plans an actual commencement of service (commencement of work) from 15.07.2019, whereby,irrespective of the conclusion of the contract the agreed contract period begins.

TenneT shall ensure that tenderers are treated equally in the course of the procedure. TenneT will not pass on offers or confidential information of one negotiating party to the other negotiating parties and will only use this information in the course of the tendering procedure.

TenneT reserves the right to exclude tenderers who violate essential points of this guideline.

## **2 Explanations regarding negotiation procedure**

The following section describes the stages of the tendering procedure. This description is not part of the service to be awarded, but is intended to provide the tenderer with a simplified overview of the actual implementation of the tendering procedure:

On the basis of these award documents, the tenderers classified as suitable after the completed competition will then be invited to submit a binding offer. The offer must contain the elements or documents listed in the tender documents in German or English.

TenneT reserves the right, on the basis of the binding tenders, which were submitted in due form and on time, to conduct a negotiation with a maximum of six candidates per lot.

The six candidates will be selected on the basis of the award criteria and weightings set out in point II.2.5 of the EU announcement.

Based on the results of the negotiations, the client intends to award a maximum of three bidders per lot. The principle of the cascade, which is explained in more detail in Annex 2 of the tender documents, applies here. There will be one negotiation round per lot; there is no entitlement to further negotiation rounds. Due to reasons of efficiency, the client reserves the right to negotiate all lots with the bidder during one negotiation date, in case one bidder applies for several lots.

The three most economic offers per lot will be awarded. The selection is based on the award criteria and weightings set out in point II.2.5 of the EU announcement. A framework agreement is concluded with each of these bidders, whereby no binding purchase quantities are stipulated.

## **3 Possible effects on future awarding procedures of the contracting entity**

Reference is already made at this time to the provisions of § 124 (1) no. 6 GWB and § 7 SektVO, according to which the client has to ensure in future - in connection with the contracts covered by this announcement - that this is not covered by the Participation of previously involved companies. This may possibly lead to an exclusion of the previously involved company from the client's subsequent award procedures.

Procedural guide to the EU call for tender Framework Agreement on services in the area of client representatives at

#### **4 Application of legal remedies**

Reference is made to the deadline of § 160 (3) no. 4 of the Act against Restraints of Competition (“Gesetz gegen Wettbewerbsbeschränkungen = GWB). Accordingly, an application for the initiation of a review procedure is inadmissible if more than 15 calendar days have elapsed after receipt of the notification from the contracting entity that they do not wish to remedy a complaint.