Ożarów Mazowiecki, February 10, 2020

**Request for proposal No****. ZOZ-3\_21 of February 5, 2021 changed on 10 February 2021 r.**

1. **General information**
   1. Contract: This request for proposal concerns a supply of goods required for the comprehensive making by VIGO System Spółka Akcyjna (a joint-stock company) with its registered office in Ożarów Mazowiecki of an investment under a project named “Commercialization of a technology for manufacturing detection chips developed as a part of the ‘Exposures’ project” under Sub-measure 3.2.2 Technology innovation credit, Smart Growth Operational Programme 2014-2020 co-financed by the European Regional Development Fund.
   2. Contracting Party: VIGO System Spółka Akcyjna with its registered office in Ożarów Mazowiecki, ul. Poznańska 129/133, 05-850 Ożarów Mazowiecki, entered into the Register of Entrepreneurs of the National Court Register kept by the Regional Court for the capital city of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under KRS No. 000011394, holding NIP (tax identification number): 5270207340, REGON (statistical number): 010265179, having share capital of PLN 729,000.00 (paid up in full).
2. **Description of the order**
   1. The subject of the contract is a supply, including installation, launch and staff training, of goods necessary for the Contracting Party’s implementation of a project named “Commercialization of a technology for manufacturing detection chips developed as a part of the ‘Exposures’ project” (call for applications No. POIR.03.02.02-IP.04-00-N51/18, co-financing agreement of 30 July 2019 no POIR.03.02.02-00-1638/18-00 ) under Sub-measure 3.2.2 Technology innovation credit, Smart Growth Operational Programme 2014-2020 co-financed by the European Regional Development Fund.
   2. The goods required for implementation are delivery and startup of Ion Beam Etching system as part of an ion layers etching station at the Purchaser location, according to the Requirements and technical specification contained **in the detailed description of the order**.
3. 1. The detailed description of the order is provided in Annex 1 to this request.
   2. Whenever the description of the order mentions any trademark, patent, type or specific origin, it should be assumed that the indicated trademarks, patents, types or origins determine the technical, operational and utility parameters, which means that the Contracting Party will accept tenders in this part of the subject of the contract with equivalent or better technical, operational and utility parameters. All indications of a particular type are given as examples for convenience.
   3. The Contracting Party shall not accept partial tenders. Division into lots is related to excessive technical difficulties or excessive costs of the contract. In addition, the need to coordinate the activities of the different economic operators when implementing different lots could seriously jeopardize the proper performance of the contract.
   4. The Contracting Party shall not accept variants.
   5. Time-limit for completion of the Contract:

**26 weeks from the date of signing the contract.**

1. **Code based on the Common Procurement Vocabulary (CPV)**
   1. **38810000-6 – Industrial process control devices**
2. **Conditions for participation and description of procedures aimed at evaluating the compliance with the aforementioned conditions**
   1. The Contractor applying for the contract should submit a signed **tender form**, prepared in accordance with the specimen set out in **Attachment 2** to the Request for Proposal.
   2. Regardless of the conditions indicated above, the Contractor:
      1. should have qualifications necessary to carry out specific activities or actions if so required by the provisions of the law;
      2. should have the necessary knowledge, experience as well as technical and human potential to perform the Order; The contractor will additionally present a list of at least 3 completed deliveries for a total of at least PLN 2 500 000 net, consisting in the supply of devices of a similar nature (functionality) to the subject of this contract, made in the last 3 years before the deadline for submission of tenders, and if the period of business is shorter - during this period, together with their type, value, date, place of performance and entities for whom the deliveries were made, and with documents from the awarding entities confirming that the deliveries have been properly performed; a specimen of the List of Supplies is included in Appendix 6 to this Inquiry;
      3. should be in an economic and financial situation ensuring the performance of the Contract;
      4. should not be in arrears with payments of taxes, fees, or social insurance contributions.
   3. The fulfillment of the conditions for participation will be evaluated on the basis of **statements and documents** submitted by the contractor. The conversion of the amounts given on the documents in currencies other than Polish zloty will be made on the basis of the exchange rate given by the National Bank of Poland on the day of opening the bids. If the exchange rate is not published by the NBP on the day referred to above, the Ordering Party will apply the last rate announced by the NBP before that date. The Ordering Party bears the exchange rate risk.
   4. Contractors may run jointly for this contract. In such a case:
      1. the involved entities shall appoint a representative for the contract award procedure or to represent the contractor in the procedure and to execute the contract agreement and the agreement on the joint and several liability for contract performance under the terms of Article 366 of the Polish Civil Code;
      2. the involved entities, if their tender is chosen as the most advantageous one, shall submit to the Contracting Party, before signing the contract, a copy of the agreement governing the cooperation between these entities, certified as a true copy of the original;
      3. none of the entities running jointly for the contract award may be subject to exclusion from the contract award procedure;
      4. when assessing the tender submitted by Contractors jointly applying for the award of the contract, the Contracting Party will take into account the Contractor’s joint qualifications to perform the activities/ actions falling within the scope of the contract, their total technical or professional potential to perform the contract, and their combined economic or financial situation.
3. **Information about the scope of exclusion - related entities**
   1. The contract may not be granted to entities affiliated personally or financially with the Contracting Party.
   2. Capital-based or personal relations shall be understood as mutual relations between the Contracting Party or the persons authorized to enter into commitments on behalf of the Contracting Party, or persons performing, on behalf of the Contracting Party, activities related to the preparation and implementation of the procedure for selecting the contractor and the Contractor, consisting in particular in:
      1. participation in a company or partnership as a partner;
      2. holding at least 10% of shares;
      3. performing the function of a member of a supervisory or management body, a proxy, or an attorney-in-fact;
      4. remaining in a marital relationship, in consanguinity or affinity in a straight line, kinship of the second degree or affinity of the second degree in the secondary line, or in an adoption, guardianship or custody relationship.
4. **List of statements and documents to be provided by the Contractors and the requirements regarding documents submitted by the Contractors** 
   1. In order to demonstrate that the Contractor meets the conditions for participation as described in item 4.2, the Contracting Party requires that a statement be submitted (in accordance with Attachment **No 3 - Contractor’s statement on fulfillment of conditions for participation in the contract award procedure**), that the Contractor:
      1. possesses necessary to carry out specific activities or actions if so required by the provisions of the law;
      2. should have the necessary knowledge, experience as well as technical and human potential to perform the Order; The contractor will additionally present a list of at least 3 completed deliveries for a total of at least PLN 2 500 000 net, consisting in the supply of devices of a similar nature (functionality) to the subject of this contract, made in the last 3 years before the deadline for submission of tenders, and if the period of business is shorter - during this period, together with their type, value, date, place of performance and entities for whom the deliveries were made, and with documents from the awarding entities confirming that the deliveries have been properly performed; a specimen of the List of Supplies is included in Appendix 6 to this Inquiry;
      3. should be in an economic and financial situation ensuring the performance of the Contract;
      4. is not in arrears with payments of taxes, fees, or social insurance contributions.
   2. In order for the Contractor to demonstrate that there are no grounds for exclusion as indicated in item 5.2., the Contracting Party requires the **Contractor to submit a statement on the lack of personal or capital ties with the Contracting Party**, in accordance with **Attachment 4** . Each of the contractors running jointly for the contract must submit such a statement.
   3. To confirm that the offered subject of the contract meets the requirements of the Contracting Party as indicated in the description of the subject of the contract (**Attachment 1**), the Contractor will submit, together with the tender, a **description of the offered subject of the contract**.
   4. Requirements regarding the documents to be submitted by the Contractors:
      1. The Contracting Party requires that the contractors applying for the contract submit, together with the tender (prepared in accordance with **Attachment 2** - specimen of the tender form), **valid document - issued not earlier than 3 months before the deadline for submitting bids - coming from the registration authority indicating the persons authorized to represent the Contractor;**
      2. the tender and all other documents must be signed. ‘Signed’ means provided with a legible handwritten signature consisting of at least the surname(s) of the person(s) authorized to represent the entity in accordance with the form of representation specified in the registration document or another document relevant for the Contractor or a signature with the personal stamp of the aforementioned person(s) or another signature that allows the identification of the signing individual. Any corrections in the tender should be made legibly and signed and dated by the person(s) signing the tender;
      3. the signed offer form and the documents referred to in point 6.1.

and in point 6.2. must be submitted as original documents, and in the case of electronic submission - in the form of scans in PDF format. The offer in the form of a scan may be sent to the e-mail address indicated in point 9.4 (or via the channel indicated in point 9.5) in the standard form or bearing a secure electronic signature confirmed by a qualified certificate; for the avoidance of doubt, the Ordering Party allows the signing of statements and documents required and submitted in the course of the procedure by electronic means by signing them with a secure electronic signature verified with a valid qualified certificate;

* + 1. other required documents may be submitted as originals or copies certified as true copies of the original by the Contractor, and if documents are sent electronically, in the form of scanned images saved in the PDF format;
    2. in the case of signing documents or certifying copies of documents to be true to the original by persons not mentioned in the Contractor's registration document, the relevant power of attorney should be attached to the offer. The power of attorney should be presented in the original or a copy certified to be true to the original by a notary public or by the issuer of the power of attorney, and in the case of submitting documents electronically - in the form of scans in PDF format; The power of attorney should be submitted in the form provided for in the Inquiry; The template of the power of attorney is attached as Annex 7 to the inquiry;
    3. The Ordering Party requires a signed declaration on the processing of personal data - GDPR - Annex 8 to the Inquiry.
    4. the offer (App. No. 2) and other declarations (App. 3, 4, 6, 7 and 8), registration documents and tender description must be submitted in Polish or English. In the case of originals of registration documents and other documents submitted in a language other than Polish or English, the Ordering Party requires them to be submitted with a translation.
    5. The Ordering Party requires that, together with the Contractor's offer, jointly applying for the contract, submit a document specifying at least its scope, parties acting jointly and indicating the representative of Contractors jointly applying for the contract (the power of attorney should be presented in the original form or a copy certified by a notary or by its issuer, and in the case of submitting documents electronically in the form of scans in PDF format;
    6. in case of Contractors running jointly for the contract, the copies of documents relating to each contractor respectively shall be certified as true copies of originals by each contractor separately or by an attorney authorized to act on behalf of a given contractor;
    7. contractors running jointly for the contract are jointly and severally responsible for the performance of the contract;
    8. Contractors established or domiciled outside the territory of the Republic of Poland shall submit the appropriate document or documents issued in the country in which they are established or domiciled.

1. **Criteria for tender evaluation, information on point or percentage weights and the description of the procedure of awarding points for meeting a tender evaluation criterion**
   1. Tenders will be evaluated according to the following criteria:
      1. **Tender net price** – 65 points (65%);
      2. **warranty in months-**35 points (35%)
   2. The method of calculating the criterion value as regards **tender price**:
      1. Points for the evaluated tender = the lowest net price for the performance of the subject of the Contract / net price of the evaluated tender x 65.
      2. 1% = 1 point.
      3. The maximum score that can be obtained under this criterion is 65.
   3. The method of calculating the value of the **warranty criterion**:
      1. Points for the evaluated tender =

the offered warranty period in months for a given offer / the longest term of warranty in months x 35.

* + 1. 1% = 1 point.
    2. The maximum score that can be obtained under this criterion is 35.
  1. The selection of the most advantageous tender will be decided on the basis of the highest total number of points (max. of 100 points = 100%).
  2. All calculations will be rounded to second decimal place (rounding from 5 up).
  3. Other tenders will rank on subsequent places.
  4. If it is not possible to select the most advantageous offer due to the fact that two or more offers present the same balance of price and other offer evaluation criteria, the Ordering Party will select the offer with the lowest price from among these offers, and if they were submitted with the same price, the Ordering Party will call the Contractors who submitted these offers to submit, within the time limit specified by the Ordering Party, documents indicating environmental and climatic parameters, in order to select a more favorable offer in terms of environmental impact (in particular, lower energy consumption, water consumption, use of recycled materials).

1. **Time-limit for submission of tenders**
   1. The tender should be submitted by:  **11 March 2021.**
   2. The Contractor should be bound by the submitted tender for a period of at least **60 days**. The period during which the submitted tender is binding commences at the end of the time limit for submission of tenders.
2. **Method of calculating the price and preparing the tender**
   1. Method of calculating the price:
      1. The Contractor in the presented offer should offer the complete net price, including the total, total cost of the subject of the contract, including all price-generating elements (**all costs of any nature resulting from the implementation of the subject of the contract).**

The value of VAT (in the amount applicable on the day of submitting offers) and the net price should be clearly stated in the offer form.

* + 1. The Contracting Party requires that the Contractor express the price of the offer in Polish zlotys - PLN or in EURO - EUR.
    2. In the case of Contractors who, in accordance with point 9.1.2 above, express the price of the offer in EUR, for the purpose of selecting the offer, the Employer may convert the given amounts of a given currency at the average exchange rate announced by the National Bank of Poland on the day of opening the offers. In the absence of publication of the exchange rate by the National Bank of Poland on the day referred to above, the Ordering Party shall apply the last exchange rate announced by the National Bank of Poland before that day. The Contracting Party shall bear the foreign exchange risk.
    3. The price of the offer for Contractors not having their registered office or place of residence on the territory of the Republic of Poland is the net price, expressed in PLN or EUR (not including the tax on goods and services in force in Poland), including all costs related to the performance of the contract, all fees, taxes (without VAT) and all other costs of any kind that may arise in connection with the implementation of the subject of the contract.
    4. The price shall be expressed with two decimal places.
  1. The specimen of the tender form is attached hereto as **Attachment 2**. The Contractor must submit the tender concerning the performance of the Contract using the specimen of the tender form.
  2. The tender should contain the following attachments:

**9.3.1 an excerpt from the Contractor's National Court Register / an excerpt from the CEIDG of the Contractor / other registration document appropriate for the Contractor, indicating persons authorized to represent the Contractor and incur liabilities - issued not earlier than 3 months before the deadline for submitting bids;**

**9.3.2 power of attorney, if the offer is submitted by a representative - Appendix No. 7 to the Inquiry;**

**9.3.3 description of the offered subject of the contract;**

**9.3.4 a declaration of compliance with the conditions for participation in the procedure together with the documents required therein - Appendix 3 to the Inquiry;**

**9.3.5 declaration that there are no personal or capital ties between the Contractor and the Ordering Party - Appendix 4 to the Inquiry;**

**9.3.6 a document showing the required deliveries together with confirmation of the proper performance of the contract from the Ordering Party - Appendix 6 of the Inquiry;**

**9.3.7 GDPR declaration - Appendix 8 to the inquiry**

* 1. The tender should be submitted: 1) in writing to the registered office of the Contracting Party: VIGO System Spółka Akcyjna, ul. Poznańska 129/133, 05-850 Ożarów Mazowiecki, and if the tender is sent by post, the date of delivery of the tender to the Contracting Party is decisive for compliance with the time limit for submission of tenders, or 2) electronically to the following e-mail address: [**vigo2020tenders@vigo.com.pl**](mailto:vigo2020tenders@vigo.com.pl) with note that the maximum size of one email cannot exceed 25 MB., or 3) electronically to the following e-mail address: vigo2020tenders@vigo.com.pl with a secure electronic signature confirmed by a qualified certificate with note that the maximum size of one email cannot exceed 25 MB, however, if the offer is sent electronically, referred to in point 2) and 3) in order to comply with the deadline for submitting offer, the decisive date is the date of registration of e-mails on the VIGO’s servers, taking into account his time zone of the VIGO.
  2. Additionally, the Ordering Party informs about **the possibility of submitting an offer via the module on the advertisement page on the website. https://bazakonkurencyjnosci.funduszeeuropejskie.gov.pl/ in the "OFFERS" -> "Create Offer" section. Submitting an offer requires creating an account and logging in.**
  3. The opening and analysis of the submitted offers will take place on the day following the expiry of the deadline for submitting offers.
  4. Contractors bear all their own costs related to the preparation and submission of the offer, regardless of the outcome of the procedure. The contracting authority shall in no case be liable for the costs incurred by the contractors in connection with the preparation and submission of the offer. The Contractors undertake not to raise any claims in this respect against the Ordering Party.

1. **Review of the tenders**
   1. The Contractor may change or withdraw the tender before the time limit for submission of tenders.
   2. During review and evaluation of tenders, the Contracting Party may:
      1. require that the contractor provide explanations regarding the contents of the tender within the prescribed period;
      2. require that the contractor rectify or supplement the shortcomings of the tender within the prescribed period;
      3. correct obvious typographical or computational errors and other errors that do not significantly change the contents of the tender, notifying the contractor of such a correction.
   3. The Contractor’s failure to respond within the prescribed period, a response which does not dispel any doubts or failure to supplement shortcomings in the tender within the prescribed period is considered withdrawal of the tender by the contractor.
   4. The Contracting Party will exclude a contractor that fails to meet the conditions for participation.
   5. The Contracting Party will reject the tender if:
      1. its contents do not correspond to the contents of the request for proposal;
      2. it contains errors in calculation of the price which cannot be eliminated in accordance with item 10.2 above;
      3. tenders which contain a flagrantly low price for the subject of the contract;
      4. the contractor has submitted more than one tender.
   6. In relation to the actions taken by the Contracting Party in the course of the contract award procedure, a contractor may submit written comments to the Contracting Party. Comments are submitted within 3 days of the date on which the contractor learned or could have learned about the circumstances that gave rise to submitting the comments, however not later than until the day on which the Contract is awarded.
   7. The Contracting Party will respond to the comments before the contract is awarded. Lack of response to the comments shall be interpreted as a rejection of the comments by the Contracting Party.
   8. The Contracting Party will not respond to the comments made after the expiry of the time limit, comments presented by an unauthorized entity or if the Contracting Party considers the comments unfounded.
   9. When responding to comments, the Contracting Party provides the response to the contractor who submitted the comments.
   10. If the comments of a contractor are considered, the Contracting Party will repeat the activity to which the comments relate. The Contracting Party will promptly inform all the contractors of the repetition or performance of the activity.
   11. The Contracting Party will only evaluate the tenders that have been received by the Contracting Party in the period from the date of publication of this request for proposal until the expiry of the time limit for submission of tenders specified in item 8.1above. Tenders submitted after the expiry date shall not be reviewed.
2. **Contact persons and asking a questions**
   1. Contractors may ask questions to clarify doubts regarding the terms of the procedure for awarding the Contract, in particular regarding the content of the Inquiry, including OPZ, **no later than 3 days before the deadline for submission of tenders.** the above-mentioned, the Ordering Party shall immediately publish the explanations in a manner appropriate to the publication of the Inquiry and provide this information to all contractors who have already submitted their offers.
   2. Contact persons:

**Klaudia Jachimowicz, email: kjachimowicz@vigo.com.pl ; tel: +48 883 359 143.**

* 1. **Questions should be submitted only through the module provided on the page of the advertisement in question, on the page www. bazakonkurencyjnosci.funduszeeuropejskie.gov.pl in the "Questions" -> "Add a Question" Asking a question requires creating an account and logging in.**
  2. In order to remove doubts, the Ordering Party indicates that the person mentioned above is not authorized to make or receive declarations of will on behalf of the Ordering Party.

1. **Information about selection of the most favorable tender**
   1. The Contracting Party reserves the right to commence negotiations with Contractors who properly submitted tenders in the course of the procedure. Negotiations aimed at improving the contract terms may pertain particularly to its price. Negotiations in order to improve the terms of the contract, they may refer in particular to the price. The negotiations will be conducted in a manner that does not deteriorate the terms of the contract specified in the request for quotation, in a transparent manner and does not affect the access of all contractors to negotiations.
   2. The Contracting Party will choose the most favorable tender out of the tenders correctly submitted in the course of the procedure.
   3. The Contracting Party may close the Contract award procedure without choosing any tender.
   4. The Contracting Party will notify the contractors about the selection of the most favorable tender or about the closing of the contract award procedure without choosing any tender. The notification will be made in the manner provided for the publication of this request for proposal.
2. **Execution of the contract between the Contracting Party and the contractor**
   1. The Contractor whose tender is chosen by the Contracting Party as the most advantageous one shall execute a contract agreement with the Contracting Party within 30 days of the announcement on the tender selection.
   2. If the contractor whose tender is selected evades entering into the contract agreement by the date specified above, the Contracting Party choose the most advantageous tender out of the remaining ones.
   3. The **specimen form** of the contract agreement between the Contracting Party and the contractor is attached hereto as **Attachment 5**. **The Contractor is obliged to attach to the contract the original of the granted power of attorney or a copy certified by a notary public. In the case of an electronic signature, the Ordering Party requires such a document to be sent to the seat of the Ordering Party before concluding the contract, unless it was previously issued in electronic form with certified signature.**
3. **Conditions for a significant amendment to or modification of the executed contract**
   1. The Contracting Party provides for a possibility to amend or modify the executed contract in relation to the contents of the tender on the basis of which the Contractor has been selected, in the following cases:
      1. the amendments and modifications are not relevant within the meaning of the Guidelines on Eligibility of Expenditures under the European Regional Development Fund, the European Social Fund and the Cohesion Fund for the Years 2014-2020;
      2. there is a change in the generally applicable provisions of law in a scope affecting performance of the Contract, unless such a change was known at the time the tender was placed;
      3. here is an objective need to prepare a product or provide a service in the course of the contract performance, to be agreed between the Parties, which is necessary (indispensable) for the proper performance of the Contract, and which the Parties did not provide for in the Description of the Subject of the Contract;
      4. it is necessary to change the date or scope of the contract in the event of circumstances or events preventing the performance of the contract within the prescribed period, which were beyond the control of both parties (i.e. force majeure and the state of pandemic described in points 7 and 8 of the contract template);
      5. there is a possibility to apply new technological or technical solutions that are more advantageous for the Contracting Party than those existing as at the contract execution date. Solutions that meet the Contracting Party’s requirements to a greater extent in terms of maintenance costs, functionality, quality or usability should be treated as more advantageous for the Contracting Party;
      6. the amendment or modification does not lead to a change in the nature of the contract and all of the following conditions are met:
         1. the need for the amendment or modification of the contract is due to circumstances that the Contracting Party, acting with due diligence, could not have foreseen,
         2. the value of the amendment or modification does not exceed 50% of the Contract value as initially specified in the contract agreement,
      7. The Contractor to whom the Contracting Party has awarded the contract is to be replaced by a new contractor:
         1. under contractual arrangements referred to in Contract;
         2. as a result of a merger, division, transformation, bankruptcy, restructuring or acquisition of the existing Contractor or its undertaking, as long as the new contractor meets the conditions for participation, there are no grounds for exclusion of that contractor and it does not entail any other significant changes to the contract,
         3. as a result of the Contracting Party taking over the Contractor’s obligations towards its subcontractors,
      8. the change does not change the nature of the contract and the total value of the changes is lower than the EU thresholds within the meaning of Art. 3 Public Procurement Law (Journal of Laws of 2019, item 2019 and Journal of Laws of 2020, item 288, as amended), and at the same time less than 10% of the order value originally specified in the contract,
      9. in other cases permitted by the Guidelines on Eligibility of Expenditures under the European Regional Development Fund, the European Social Fund and the Cohesion Fund for the Years 2014-2020 provided for in point 6.5.2 point (20).
4. **Final provisions**
   1. The Contracting Party reserves the right to invalidate this request for proposal at any time without providing relevant grounds therefor.
   2. The Contracting Party may at any time cancel, amend or modify the contents of this request for proposal for convenience. If the amendments or modifications affect the contents of the tenders submitted in the course of the procedure, the Contracting Party will extend the time limit for submission of tenders.
   3. Due to the limited functionality of the website https://bazakonkurencyjnosci.funduszeeuropejskie.gov.pl/, the Ordering Party will publish all changes to the Inquiry documentation and the current, current state of the Inquiry documentation at https://vigo.com.pl/o-nas/zamowienia/ . **The Ordering Party has created an Inquiry with the same title and number.**
5. **Attachments**
   1. The following documents are attached to this request for proposals:
      1. Attachment number 1 – Description of the subject of the contract;
      2. Attachment number 2 – Specimen of the tender form;
      3. Attachment number 3 – Contractor’s statement on fulfillment of conditions for participation in the contract award procedure;
      4. Attachment number 4 - Contractor’s statement on the lack of personal and capital ties between the Contractor and the Contracting Party;
      5. Attachment number 5 – specimen form of the contract agreement between the Contracting Party and the Contractor
      6. Attachment number 6 – list of deliveries.
      7. Attachment number 7 - template of the power of attorney.
      8. Attachment number 8 - GDPR Statement