Ożarów Mazowiecki, 21th April 2021

**Request for Proposal No. SDM-WS/43 of 21th April 2021**

1. **General information**
2. Order: this request for proposal relates to provision of the service of taking the measurement needed for comprehensive implementation by VIGO System Spółka Akcyjna with headquarters in Ożarów Mazowiecki, the project "Production technology of innovative epitaxial structures and VCSEL laser instruments for photonics development" as part of the Path for Mazovia / 2019 competition, application number: MAZOWSZE / 0032/19, Agreement of November 21, 2019, No. MAZOWSZE/0032/19-00 concluded with the National Center for Research and Development.
3. Ordering 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 District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under KRS number 0000113394, with tax identification number NIP: 5270207340, REGON: 010265179, with share capital of PLN 729,000.00 (fully paid up).
4. **Description of the object of the contract**
5. The subject of the Order is a provision of the service needed for the implementation by the Ordering Party of the project named "Production technology of innovative epitaxial structures for photonics and VCSEL laser devices" as part of the Path for Mazovia / 2019 competition, application number: MAZOWSZE / 0032 / 19 Agreement of November 21, 2019, No. MAZOWSZE / 0032 / 19-00 concluded with the National Center for Research and Development.
6. The subject of the order is a provision of the service of SIMS depth profiling for chosen elements (O, Si, Zn, As, Al, C, P, In, Ga) in the epi-layer structures, whose detailed description is contained in point 2.3 below.
7. Detailed description of the subject of the order:
* 20 depth profiles of III – V semiconductors epi-layers;
* thickness need to be analyzed up to 10 µm;
* analysis of potential segregation of matrix atoms and contaminations at the interfaces with in-depth resolution of 1 nm;
* lateral analysis of the homogeneity of the interfaces with in-depth resolution of 2 nm.

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| Action type | Parameter/Function |
| Thickness analysis | - up to 10 µm |
| Analysis of potential segregation of matrix atoms and contaminations at the interfaces | - characterization of the interfaces with in-depth resolution of 1nm |
| Lateral analysis of the homogeneity of the interfaces | - profiling with in-depth resolution of 2nm |

1. SIMS depth profiling contains **20 separate depth profiles** ofepi-layers structures delivered by the Ordering Party.
2. **The Contractor shall provide the results of the performed service to the Ordering Party in a form of report (in-depth profiles, excel or txt data), within 5 days from the date of receipt of the structure.**
3. The Ordering Party requires the Contractors applying for the contract to possess reference samples of oxygen in a range of AlxGa1-xAs, x = 0.02 to x = 0.98 compositions.
4. The Ordering Party requires the Contractors applying for the contract to possess reference samples of silicon, oxygen, zinc, carbon, sulphur in InP, InGaAs, InAlAs, InGaP and GaAs.
5. If the description of the subject of the order indicates any trademark, patent, type or specific origin, it should be assumed that the indicated trademarks, patents, types or origin specify technical, operational and functional parameters, which means that the Ordering Party allows submitting an offer in this part the subject of the contract with equivalent or better technical, operational and functional parameters. Any indication of a particular type should be considered as exemplary and ancillary.
6. The Ordering Party shall not accept submitting partial offers. Division of the procurement into parts may cause discrepancies in the parameters achieved, which is contrary to the goal and processes assumed within the project and is technologically unjustified.
7. **Time-limit for completion of the contract:**

Completion deadline: 5 months since the day of signing the contract.

The Contractor shall present results of the subject of the order to the Ordering Party in the form of report (depth profile with analysis) in the term of 5 days since the day of receipt of a particular structure or a group of structures.

1. **Conditions for participating in the procedure and a description of how to assess compliance with them.**
2. The Contractor applying for a contract should submit a signed **offer form**, prepared in accordance with the specimen set out in the **enclosure no. 1** to the Request for Proposal.
3. Notwithstanding with the conditions indicated above, the Contractor shall:
	1. have qualifications necessary to carry out specific activities or actions if so required by the provisions of the law;
	2. have the necessary knowledge, experience as well as technical and human potential to perform the Order;
	3. be in an economic and financial situation ensuring the performance of the Contract;
	4. not be in arrears with payments of taxes, fees or social insurance contributions.
4. Evaluation of fulfilling the conditions for participation in the contract award procedure will be based on the **statements** submitted by the contractor, contained in the enclosure no. 1 to the Request for Proposal.
5. Contractors may jointly apply for the contract. In this case:

these entities are required to appoint a proxy in the contract award procedure or to represent in the procedure and conclude the contract agreement and joint and several liability for its implementation on the basis of art. 366 of the Civil Code; these entities, if their offer is chosen as the most advantageous, are obliged to submit to the Ordering Party, before signing the contract/order, a certified copy of the agreement regulating the cooperation of these entities certified to be the original;

none of the entities jointly applying for the award of the contract may be excluded from the procedure; when assessing the offer submitted by Contractors jointly applying for the award of the contract, the Ordering Party will take into account jointly the Contractors' rights to perform activities / activities falling within the scope of the contract, their total technical or professional potential to perform the contract, as well as their total economic situation or financial.

1. **Information on the scope of exclusion - related entities**
2. The contract cannot be awarded to entities related to the Ordering Party. An entity is considered to be a related contractor:

a. associated or being a subsidiary, jointly controlled entity or parent in relation to the consortium leader or consortium member within the meaning of the Accounting Act of 29 September 1994;

b. being an entity remaining with a Leader of a consortium or consortium member or members of their bodies in such an actual or legal relationship that may raise reasonable doubts as to impartiality in the selection of the supplier of a good or service, in particular married, relationship or affinity up to the second degree, adoption, guardianship or guardianship, including through membership in the organs of a supplier of a good or service;

c. being a related entity or partner entity in relation to the consortium leader or consortium member within the meaning of Regulation No. 651/2014;

d. being an entity related personally to the consortium leader or consortium member within the meaning of art. 32 section 2 of the Act of 11 March 2004 on tax on goods and services.

**6. Requirements for documents submitted by Contractors:**

1. The Ordering Party requires the Contractors applying for the award of the contract to submit, along with the offer and statements (prepared in accordance with the enclosure no. 1 – offer form), a **document indicating the persons authorized to represent the Contractor** to the extent necessary to submit the offer, **issued not earlier than 3 months before the deadline for submission of tenders**.
2. The offer must be signed. The signature is considered to be a hand-made legible signature consisting of at least the name of the person (persons) authorized (entitled) to represent the entity in accordance with the form of representation specified in the registration document or other document appropriate for the Contractor or signature with the person's (persons’) personal stamp or another signature allowing signature identification;
3. A signed offer form and other required documents must be submitted in the form of the original, and in the case of submission of documents by electronic means - in the form of scans in PDF format. The offer in the form of a scan can be sent to the e-mail address provided in the ordinary form or provided with a secure electronic signature confirmed by a qualified certificate; other required documents may be submitted in the form of the original or a copy certified as true to the original by the Contractor of and in the case of submission of documents by electronic means in the form of scans in PDF format; **in the case of signing documents or certifying compliance with the original of copies of documents by persons not mentioned in the Contractor's registration document, an appropriate power of attorney should be attached to the offer**.
4. The power of attorney should be presented in the form of the original or a copy certified to be a true copy of 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;
5. **the offer should be submitted in Polish or English in accordance with the enclosure no. 1 the Request for Proposal, an excerpt from the register and a power of attorney are allowed in one of the official European languages**; in case of documents submitted in a language different than indicated above, the Ordering Party will require the Contractor to submit the document together with a translation into one of the official European languages.
6. The Ordering Party requires the Contractors jointly applying for the order to submit, along with the offer, a document (e.g. power of attorney) specifying at least its scope, parties appearing together and indicating the representative of the Contractors jointly applying for the award of the contract (the power of attorney should be presented in the original form, or a copy certified by a notary public or by its issuer, and in the case of submitting documents electronically in the form of scans in PDF format); in the case of contractors jointly applying for the award of the contract, copies of documents relating to each contractor respectively are certified as true copies by each of them separately or through a proxy authorized to act on behalf of the contractor; Contractors jointly applying for the contract are jointly and severally liable for the performance of the contract;
7. Contractors having their registered office or place of residence outside of the territory of the Republic of Poland shall submit a relevant document or documents issued in the country in which they have their seat or place of residence.
8. **Criteria for the evaluation of bids, information on point or percentage weights and a description of how the points are awarded for meeting a given bid evaluation criterion**
9. Offers will be evaluated according to the following criterion:

**Net price of the offer in the range of performing of one depth profile defined in point 2 of the Request for Proposal** – 100 points (100%);

The method of calculating the criterion value in the range of the **offer price**:

Points for the examined offer = (lowest net price for performing of one depth profile / net price for performing of one depth profile of the examined offer) x 100.

1% = 1 point.

The maximum number of points to be obtained in this criterion is 100.

1. The highest total number of points obtained (max. 100 points = 100%) will decide on the selection of the best offer. Calculations will be made to two decimal places (rounded from "5" up). Other offers receive further deposits.
2. If it is impossible to select the most advantageous offer due to the fact that two or more offers present the same balance of price, the Ordering Party will summon the Contractors who submitted these offers to submit, within the time limit specified by the Ordering Party, documents indicating environmental and climate parameters, in order to select an offer more favorable in terms of environmental impact (in particular, lower energy consumption, water consumption, use of recycled materials).

 **8. Deadline for submission of bids**

1. The offer should be submitted by: **28rd April, 2021.**
2. The Contractor shall be bound by the submitted offer for a period of at least 60 days. The bid validity period begins with expiry of the deadline for submitting offers.

**9. Price calculation and offer preparation**

1. Price calculation method:

The Contractor in the presented offer should **present a complete price, including total cost of performing of one depth profile, referred to in point 2 of the Request for Proposal, including all price-forming elements resulting from the implementation of the subject of the contract.**

1. The Ordering Party requires the Contractor to express the price of the offer in **polish zlotys (PLN) or in euros (EUR).**
2. In the case of the Contractors who express the price of a bid in EUR, for the purpose of selecting the bid, the Ordering Party 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 bids. In case of lack of publication of the exchange rate by the National Bank of Poland on the aforementioned day, the Ordering Party shall apply the last exchange rate announced by the National Bank of Poland before that day. The exchange rate risk is being borne by the Ordering Party.
3. In case of not having registered office or place of residence on the territory of the Republic of Poland by the Contractor, offer price is the net price, expressed in PLN or EUR, including all costs related to the performance of the contract, fees, taxes (except tax on goods and services – VAT) and all other costs of any nature, which may arise in connection with the implementation of the subject of the contract. The price must be expressed to two decimal places.
4. **Offer form is attached as appendix 1 to the Request for Proposal. The Ordering Party requires the Contractors to submit the offer for implementation of the order using model offer form. The offer should contain the following attachments:**

excerpt from the Contractor's KRS / Extract from the Contractor's CEIDG / other registration document appropriate for the Contractor, indicating persons authorized to represent the Contractor, issued not earlier than 3 months before the deadline for submission of tenders; power of attorney if the offer is submitted by a proxy; offer description.

1. The offer should be submitted: 1) in writing at the seat of the Ordering Party: VIGO System Spółka Akcyjna, ul. Poznańska 129/133, 05-850 Ożarów Mazowiecki, however, if the offer is sent by post, the date of delivery of the offer is decided by the date of delivery of the offer to the Ordering Party, or 2) by e-mail to the following address: **vigo2020tenders@vigo.com.pl** with the maximum of one 25 MB messages. or 3) by e-mail to the following e-mail address: vigo2020tenders@vigo.com.pl with a secure electronic signature confirmed by a qualified certificate, with the proviso that the maximum size of one e-mail may not exceed 25 MB - in the case of sending an offer electronically referred to in point 2) and 3) in order to comply with the deadline for submitting bids, the decisive date is the date of registration of e-mails on the Ordering Party's servers, taking into account the Ordering Party's time zone.

**10. Examination of the offers**

1. The Contractor may change or withdraw his offer before the deadline for submission of bids.

In course of examination and evaluation of bids, the Ordering Party may:

a. require the Contractor to provide explanations regarding the content of the offer

within the prescribed period;

b. require the Contractor to supplement or remedy any deficiencies in the documentation sent - within the prescribed period;

c. correct obvious typing or calculation errors and other errors that do not cause significant changes in the content of the offer, notifying the contractor thereof.

Failure to reply by the contractor within the prescribed period, providing a response that does not resolve doubts or failure to complete missing offers within the prescribed period shall be deemed to have been canceled by the contractor.

1. The Ordering Party excludes the contractor who fails to meet the conditions for participation in the contract award procedure.
2. The Ordering Party rejects the Contractor's bid if:
3. its content does not correspond to the content of the request for proposal;
4. contains price calculation errors that cannot be removed;
5. contains an abnormally low price in relation to the subject of the Order;
6. the contractor has submitted more than one offer.
7. Contractors may ask questions to clarify doubts regarding the terms of the contract award procedure.
8. The Ordering Party will assess only those offers which will reach the Ordering Party since the day of announcement of this Request for Proposal until the expiry of the deadline for submission of the offers. Offers submitted after this deadline will not be considered.

**11. Contact persons**

Contact persons on the part of the Ordering Party are:

in procedural matters: Dominik Nowak, e-mail dnowak@vigo.com.pl;

in technical matters: Iwona Pasternak, e-mail: ipasternak@vigo.com.pl;

Włodzimierz Strupiński, e-mail wstrupinski@vigo.com.pl.

**12. Information on the selection of the best offer**

1. The Ordering Party reserves the right to start negotiations with Contractors whose bids have been correctly submitted during the procedure. Negotiations, in order to improve the terms of the contract, may relate in particular to prices. Negotiations will be conducted in a way that does not deteriorate the terms of the contract specified in the request for proposal, in a transparent manner and does not affect the access of all contractors to negotiations.
2. The Ordering Party may close proceedings for awarding the contract without selecting any offer.
3. The Ordering Party shall notify the contractors about the selection of the best offer, or about the closing of the procurement procedure without selecting any offer. The notification will be made in the manner provided for the publication of this request, i.e.: <https://vigo.com.pl/o-nas/zamowienia/>.
4. The contract will be concluded with the selected Contractor, in accordance with the agreement template, attached as appendix 2 to the Request for Proposal. In the case of entities that do not have a concluded confidentiality agreement, the Ordering Party obliges the Contractor to conclude the above-mentioned contracts according to the pattern specified in Annex 3 to the Tender Inquiry.

**13. Amendments to the contract’s content**

1. The Ordering Party provides for a possibility to amend or modify the executed contract in relation to offer’s content, on the basis of which the Contractor was selected, in the following cases:
	1. there will be a change of generally applicable provisions of the law to the extent that affects implementation of the order, unless such change was known at the time the offer was made;
	2. it is necessary to change the way of fulfilling the obligation, if such a change is necessary for the proper performance of the contract;
	3. in the course of performance of the contract, there will be an objective need to prepare the product or perform the service, the performance of which will be agreed between the Parties, necessary for the proper performance of the Order, which the Parties did not provide in the description of the subject of the order;
	4. it is necessary to change the date of contract performance due to circumstances or events that prevent performance of the contract within the set time limit, which was beyond control of both Parties;
	5. it is possible to use newer and more favorable technological or technical solutions for the Ordering Party than those existing at the time of signing the contract. Solutions that meet the Ordering Party’s requirements to a greater extent from the point of view of maintenance costs, functionality, quality or utility should be regarded as more favorable for the Ordering Party;
	6. the change does not change the nature of the contract and the following conditions have been met cumulatively:
		1. the need for the amendment or modification of the contract is due to circumstances that the Ordering Party, acting with due diligence, could not have foreseen,
		2. the value of amendment or modification does not exceed 50% of the Contract value as initially specified in the contract
2. The Contractor, to whom the Ordering Party has awarded the contract is to be replaced by a new contractor:
	1. under contractual arrangements referred to in items 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 Ordering Party’s assumption of the Contractor’s obligations towards its subcontractors.

**14. Final provisions**

1. The Ordering Party reserves the right to cancel the request for proposal at any time, without giving a reason.
2. The Ordering Party may at any time revoke or change the content of this request for quotation without giving a reason. If the changes would affect the content of offers submitted in the course of the procedure, the Ordering Party will extend the deadline for submitting offers.

**Attachments**

The following documents are attached to this Request for Proposal:

appendix 1 – offer form;

appendix 2 – agreement

appendix 3 - confidentiality agreement template