

SPECIAL CONDITIONS OF TENDER

INTRODUCTION

For the purposes of this **Invitation to Tender**, the Agency's "General Conditions of Tender for ESA Contracts", available on <http://emits.esa.int/emits/owa/emits.main> under "Reference Documents" -> "Administrative Documents" and referred to as the General Conditions of Tender, shall apply as specified, amended or supplemented by these Special Tender Conditions. In the event of conflict between the General and the Special Conditions, the Special Conditions shall prevail.

In order to assist the bidder in compiling its offer and checking its compliance with the requirements, and to enable the Agency to evaluate it, a check-list is appended hereto (Annex 1).

LENGTH OF PROPOSAL

The proposal shall be concisely written; a rough guideline is that the total number of pages, depending on the extent of the proposed activity, should not exceed:

| MAX. NO. OF PAGES | CONTRACTUAL PRICE |
|-------------------|------------------------|
| 50 | below EURO 200.000 |
| 75 | EURO 200.000 – 500.000 |
| 100 | above EURO 500.000 |

The quoted number of pages does not include standard company information or brochures which the bidder wishes to append to demonstrate its background and experience.

CONTENTS OF THE PROPOSAL

1. COVER LETTER

In addition to the information required in section B.10.b) of the General Conditions of Tender, which includes, but is not limited to, the following:

- **A clear statement of the validity period of the tender, of a minimum of 4 months from the closing date for receipt of tenders,**
- **An explicit statement that all technical and management requirements will be met, with every potential reservation clearly identified,**
- **An explicit statement that the contract conditions have been read, understood and accepted and that any sales conditions of the bidder do not apply. Modifications and/or amendments shall be clearly identified.**
- **The Firm Fixed Price of the proposal and the price breakdown between the Prime Contractor and its Sub-contractors.**

The cover letter shall furthermore contain:

- 1.1 The names, telefax and telephone numbers of the persons who will be responsible for the technical and contractual management of any resulting contract and who would be nominated as such in the contract.
- 1.2 The name, address, telefax and telephone number of the bidder's contact person to whom all communications relating to the ITT should be addressed.
- 1.3 **The name, address, telefax and telephone numbers of each sub-contractor proposed, including their ESA bidder codes.**
- 1.4 The name of the author(s) of the proposal.

2. CONTENTS OF THE TECHNICAL PROPOSAL

- 2.1 The bidder shall provide an introduction showing his understanding of the technical requirements and shall outline the main problems and his proposed solutions to solve them. Comments on the work activities as specified are invited. Any comments that could assist the objectives of this study would be appreciated.
- 2.2 The bidder shall submit a first iteration of the activities described in the Work Statement, including if possible the selection of a preferred concept, together with the technical evidence of its validity in terms of feasibility and development risk.

In particular, a first iteration of Part I (Production of the Requirements Baseline and draft development plan) shall be included in the bidder's offer.

- 2.3 The bidder shall submit a study plan showing the study logic of the envisaged work to be undertaken (please make use of flow-chart). The bidder shall specify the proposed investigations to be performed, giving justification for his choice.
- 2.4 The bidder shall submit a critical review of the ESA technical requirements, indicating conformance or eventual deviations with the relevant justification (preferably in the form of a matrix).
- 2.5 The bidder shall submit a statement of compliance to the ESA Work Statement, clearly defining any proposed deviation with the relevant justification (preferably in the form of a matrix).

3. CONTENTS OF THE FINANCIAL, MANAGEMENT AND ADMINISTRATIVE PROPOSAL (including costing, planning, WBS, etc. and contractual response)**3.1 BACKGROUND EXPERIENCE OF THE COMPANY (IES)**

- 3.1.1 The bidder shall describe the relevant experience that he, and his subcontractors, if any, have for the performance of the work which is subject of the present ITT.

- 3.1.2 The bidder shall describe the relevant background Intellectual Property Rights of his consortium (if any) necessary for the performance of the work which is subject of the present ITT. (NOTE: Background Intellectual Property Rights are only allowed if they do not jeopardize the spirit of the ITT according to Part II of the General Clauses and Conditions, as per the draft Contract hereto).**

3.2 ORGANISATION AND MANAGEMENT

- 3.2.1** The bidder shall present the structure of his organisation, and where it is proposed to subcontract part of the work, the structure of the industrial group. The structure of the group and of the individual companies shall be shown by means of organigrammes, which clearly show the tasks, position, authority, and name of the persons proposed for the work, and in particular the study/project manager and the contracts officer. Lines of communication and reporting, and means for settling disagreements shall be described.
- 3.2.2** The bidder shall present his management plans, policies and procedures for this activity including a discussion of the management control organization, the procedures that will be used to exercise control over the project and the proposed subcontracting control (if any).
- 3.2.3** The management of the activity, as presented by the bidder, shall be effective and cost-efficient, with an effort allocation strictly proportional to the proposed consortium, management structure and work to be performed for all the key personnel.

3.3 FACILITIES

The bidder shall submit a brief description of all facilities which are proposed to be used for the work offered, including the facilities of sub-contractors and those facilities which are still to be developed/built and/or purchased, (with a statement whether the costs of developing/building/ purchasing the facility are to be directly or indirectly charged to the contract). Modifications to existing facilities are also to be described. For the purposes of this provision facilities include hardware/computer software/manufacturing and test equipment/ computers/wordprocessors, etc.

The bidder shall also describe what means of access to information resources, such as libraries, data banks etc. he has, if these are required for the work proposed.

3.4 KEY PERSONNEL

Key personnel are defined as persons who, because of their individual qualifications and positions are proposed for the work, and indicated as such in the bidder's organigramme. Key personnel should be proposed to one level below the study/project manager, both for the main contractor and any sub-

contractors. The provisions of Article 5 of the Contract shall apply to all key personnel. The bidder is informed that the Agency will consider all managers of Work Packages as key personnel.

For each key person identified, the bidder shall:

- **provide a curriculum vitae, giving in particular the work experience of the person concerned, and a brief description of the person's present job and responsibilities;**
- **indicate his position in the bidder's organisation;**
- **define the proportion of the person's total working time that is devoted to the work offered, indicated in percentage of his/her working time. Where a key person is involved only in a part of the duration of the activity, please indicate the proportion of his/her total working time dedicated to the relevant Work Package(s).**

3.5 LIST OF DELIVERABLE ITEMS

The bid shall contain **a complete list of all items that are to be delivered**, per planning phase if applicable, under a resulting contract.

3.6 WORK BREAKDOWN STRUCTURE

3.6.1 With respect to the work definition given in the Statement of Work, Bidders shall propose the relevant Work Breakdown structure and Work Package Descriptions down to a reasonable level of detail, providing full visibility on the organisation of the different (groups of) tasks and on the companies and staff responsible for their execution. Work Package Descriptions shall comply with the layout of the standard PSS-A20 form and shall contain all the required information with particular attention to the input, task description and output fields.

3.6.2 With respect to the standard requirements for management, reporting, meetings and deliverables (Appendix 2 to the contract), the bidder shall include a Work Package for Management and Reporting in his proposal. All management tasks, such as meetings, progress reports and final documentation shall be carried out under this Work Package.

3.7. PLANNING

3.7.1 The expected total duration of the contract is 18 months.

The bidder shall submit his planning proposal in accordance with paragraphs 1, 5.2, 6 and 7 of Annex 5(2) to the General Conditions of Tender.

In establishing his planning, the bidder shall take account of the need of the Agency to review and/or approve intermediate deliverables and shall include sufficient time for the Agency to do this.

- 3.7.2 The bidder is informed that the final presentation of the results achieved during the activity may be coordinated with other presentations and that it, as a consequence, might be scheduled after the end of the activity.**

3.8 COST PRICE DATA

3.8.1 Costing Forms

The PSS-A documents listed below and included in the General Conditions of Tender as Annex 5(3) shall be completed for the Prime Contractor and for each Sub-Contractor proposed.

PSS-A1, issue no. 2

Company Cost Element Data Sheet (unless already supplied – in which case the earlier submission should be clearly referred to in the Cost Price Data Section of the proposal - see Annex 5/3 of General Conditions)

PSS-A2, issue no. 4

Company Price Breakdown Form incl. Exhibit A to PSS-A2, issue no. 4

PSS-A8, issue no. 4

Manpower & Price Summary at Work Package Level

PSS-A15.1

Price Projection by Contractor vs. Payment Plan in National Currency – WBS Level 1

- 3.8.2 The Agency has earmarked for this activity a maximum budget of 200.000 EURO. Your attention is drawn to the relevant paragraph of the cover letter of this activity.**

- 3.8.3 The bidder shall indicate whether licences, stemming from Intellectual Property Rights owned by any third party, are to be purchased for the execution of the activity. The fees of these licences shall be included in the total firm fixed price of the Contractor's financial proposal.**

3.9 PROFIT

The fee (profit) shall not exceed eight (8) per cent of the base cost, defined in item ten (10) of the Company Price Breakdown Form PSS A2, issue no. 4.

3.10.1 TYPE OF PRICE

The type of price is defined in the Draft Contract (Appendix 2 to this ITT).

3.10.2 CONVERSION RATES

For the purpose of currency conversions (i.e. EURO into national currencies) please note the following:

- For conversions involving national currencies NOT belonging to the EURO-area, bidders are required to clearly specify the exchange rate used and to indicate any other factors (e.g. hedging costs, forward buying rates, etc.) used for the purpose of their calculations.

Paragraphs C.4 and C.5 of the General Conditions of Tender are replaced by the following:

Paragraph C.4 - Quotation in National Currency

Prices shall be expressed in EURO, including those of any sub-contractor. The geographical distribution shall only be expressed in the total EURO per country.

Paragraph C.5 - Conversion Rates is deleted.

3.11 MILESTONE PAYMENTS PLAN

The payments plan to be proposed in accordance with Para. C.7 of the General Conditions of Tender shall take into account Clauses 20, 21 and 22 of the Draft Contract.

All claims for payment shall be linked to the achievement of defined schedule milestones.

These milestones are to be in the form of significant events in the programme to be selected on the basis of providing a checkpoint for progress in the work performed. The preferred milestones are the successful completion of one or more Work Packages and/or the acceptance of deliverable items, and/or the successful outcome of a review related to a Work Package/ Work Packages.

It should be noted that the commencement of an activity is not deemed to be a suitable milestone for payment purposes, with the exception of the signature by both parties of a contract.

3.12 TRAVEL AND SUBSISTENCE PLAN

The bidder shall submit a brief description of the travels he envisages for his company and sub-contractors in relation to the execution of the contract together with the related cost details, broken down to the travel and subsistence cost for each travel, and the number of participants. This shall preferably be given in the form of the following matrix:

| Wp ref. | Purpose of trip | Point of depar- ture | Desti- nation | Means of trans- port | No. of trips | Travel cost / person / trip | No. of persons | Dura- -tion of trip | Subsis- tence rate /day | Total cost travel | Total cost subsis- -tence |
|------------|--------------------|-------------------------------|------------------|-------------------------------|-----------------|--------------------------------------|-------------------|------------------------------|----------------------------------|-------------------------|------------------------------------|
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

3.13 CONTRACT CONDITIONS

The bidder shall submit a clear statement of acceptance of the draft contract conditions as per Appendix 2 to this ITT.

ANNEX 1 - CHECKLIST FOR COMPILATION OF PROPOSALS

In order to enable the bidder to prepare his offer and the Agency to better evaluate the proposal, the bidder is invited to make use of the following check-list:

| Table of contents | Ref paras general cond of tender | Ref paras special cond of tender |
|---|--|---|
| COVER LETTER: Subject/reference no of RFQ/AO References (no of proposal & date) General information on bidder's status Validity of offer Compliance statement technical/managerial Compliance statement contract conditions Compliance with any special industrial policy or geographical distribution requirements FFP and Price breakdown Name of responsible persons Name of contact person Name of Subcontractors, incl. ESA bidder code Name of author(s) of the proposal | B10.b) A4+Annex 4 B3 B10.c) B10.d) B10.g) | 1 1.1 1.2 1.3 1.4 |
| TECHNICAL PROPOSAL: Introduction Proposed approach(es) (incl study plan/logic) Compliance matrix (technical) Reservations (if any) Options (if any) | B10 B10.c) B10.e) B10.f) | 2 2.1 2.2 + 2.3 2.4 + 2.5 |
| FINANCIAL, MANAGEMENT & ADMINISTRATIVE PROPOSAL: Relevant experience Management Project / Study manager / Contracts officer Project control Sub-contractor's control Organigramme(s) Organisational structure for the proposal/contract Capacity/resources Compliance matrix (management) | B10.c) B10.c) | 3.1 3.2 |

| | | |
|--|---|---|
| FACILITIES: Technical facilities Information resources | | 3.3 |
| KEY PERSONNEL: Names /Curricula vitae /Job description Interfaces with organigramme Time allocation Statement of commitment to the project | | 3.4 |
| LIST OF DELIVERABLE ITEMS | | 3.5 |
| PROPOSED WORK: Work breakdown structure Work package description Options (if any) | C1+Ann 5(1) C1+Ann 5(1) C1+Ann 5(1) B10.f) | 3.6 |
| PLANNING | C2+Ann 5(2) | 3.7 |
| COST-PRICE DATA: Summary table Fees (profit) Type of price Conversion rates Reservations Options | C3, C4, C5, C6 C3+Ann 5(3) B10.e) B10.f) | 3.8 3.8 3.9 3.10.1 3.10.2 |
| MILESTONE PAYMENT PLAN | C7 | 3.11 |
| TRAVEL & SUBSISTENCE PLAN | | 3.12 |
| CONTRACT CONDITIONS (incl sales conditions) | B10.d) | 3.13 |
| OTHER TENDER CONDITIONS (in particular conditions relating to intellectual property rights) | All other para's not covered by above | All other para's not covered by above |

ANNEX 2 - EVALUATION CRITERIA

In evaluating the proposal(s) ESA will use the following criteria:

1. BACKGROUND AND EXPERIENCE (RELATED TO THE PARTICULAR FIELD CONCERNED) OF THE COMPANY (IES) AND STAFF (INCLUDING ADEQUACY OF PROPOSED FACILITIES)
2. UNDERSTANDING OF THE REQUIREMENTS AND OBJECTIVES AND DISCUSSION OF PROBLEM AREAS
3. QUALITY AND SUITABILITY OF PROPOSED PROGRAMME OF WORK; ADEQUACY OF ENGINEERING APPROACH
4. ADEQUACY OF MANAGEMENT, COSTING AND PLANNING FOR THE EXECUTION OF THE WORK
5. COMPLIANCE WITH ADMINISTRATIVE TENDER CONDITIONS AND ACCEPTANCE OF CONTRACT CONDITIONS

ANNEX 3 - ACKNOWLEDGEMENT OF RECEIPT

REF: AO/1-5184/06/NL/JD – ON-BOARD MODEL CHECKING

TO: ESTEC, P.O. Box 299, NL-2200 AG Noordwijk, The Netherlands
for the attention of Mr. J. Delgado (RES-PTE) Fax no.: +31-71-565 5773

We confirm that we have received the above-referenced ITT with all attachments and we state the following (*):

0 We intend to submit an offer

0 We have not yet decided whether to submit an offer but will advise you within 14 days of date of despatch of ITT

0 We do not intend to submit an offer:

| | |
|--|--------|
| - time / resources not available | YES/NO |
| - subject matter outside our scope of activities | YES/NO |

| | |
|---|--------|
| In future please send us RFQ/ITTs on similar subjects | YES/NO |
|---|--------|

ESA BIDDER CODE
COMPANY NAME.

ADDRESS.

TELEPHONE NO
TELEFAX NO.

NAME AND FUNCTION OF PERSON TO CONTACT:

DATE
SIGNATURE

(*) Please delete or complete, as appropriate

N.B. Please note that failure to return this form or to return it with incomplete information may result in necessary subsequent information not being received by invitees to tender. It should be returned **within 5 (five) calendar days** after receipt of this ITT.