

PROCUREMENT DOCUMENTS

within the meaning of Act No. 134/2016 Coll., on Public Procurement
(hereinafter referred to as "PPA")

PUBLIC CONTRACT

"Operator of the Multifunctional Sports and Cultural Hall in Brno"

service concessions awarded in a concession award procedure pursuant to the provisions of Section
180 et seq. of the PPA

CONTRACTING AUTHORITY:

Statutory city of Brno
registered office Dominikánské nám. 196/1, Brno-město, 602 00 Brno
ID No.: 44992785

and

ARENA BRNO, a.s.
registered office Výstaviště 405/1, Pisárky, 603 00 Brno
ID No.: 09133267

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1. IDENTIFICATION DATA OF THE CONTRACTING AUTHORITY AND OTHER PERSONS

1.1. Contracting Authority

By an agreement on cooperation between the statutory city of Brno and ARENA BRNO, a.s., which entered into force on 13 October 2020, the Contracting Parties declared the intention of coordination in the joint preparation and joint award of public contracts, which include the concession to which these procurement documents are attached. The Contracting Parties have agreed that in the name and on behalf of both contracting authorities, the statutory city of Brno will act in this concession award procedure as the current (at the time of the concession award procedure) holder of the plan to implement the Multifunctional Sports and Cultural Hall in Brno.

Name of the Contracting Authority	Statutory city of Brno
Registered office of the Contracting Authority	Dominikánské nám. 196/1, Brno-město, 602 00 Brno
ID No. of the Contracting Authority	44992785
Profile of the Contracting Authority	https://ezak.brno.cz/

and

Name of the Contracting Authority	ARENA BRNO, a.s.
Registered office of the Contracting Authority	Výstaviště 405/1, Pisárky, 603 00 Brno
ID No. of the Contracting Authority	09133267

1.2. Representative of the Contracting Authority

The Contracting Authority's representative in matters related to the award of this concession is MT Legal s.r.o., advokátní kancelář, with its registered office at Jakubská 121/1, 602 00 Brno, ID No. 28305043 e-mail: vz@mt-legal.com. In accordance with the provisions of Section 43 of the PPA, the Contracting Authority's representative is authorized to perform procurement activities in this concession award procedure and is also authorized to accept any objections from economic operators pursuant to the provisions of Section 241 et seq. of the PPA (this does not affect the authorization of the statutory body or other authorized person of the Contracting Authority). The Contracting Authority's representative also ensures communication on the part of the Contracting Authority in accordance with para. 2.

1.3. Preliminary market consultations and persons involved in the preparation of the procurement documents

The procurement documents do not contain information at this stage that is a direct result of the preliminary market consultation.

The following parts of the procurement documents were prepared by an entity other than the Contracting Authority:

Parts of the procurement documents prepared by a different entity	Identification of the entity
Organizational and legal parts of the procurement documents	MT Legal s.r.o., advokátní kancelář, registered office Jakubská 121/1, 602 00 Brno, ID No. 28305043
Economic and technical parts of the procurement documents	NEWTON Business Development, a.s., with its registered office at Politických vězňů 912/10, 110 00 Prague 1, ID No. 27455947
Design-technical parts of Annex No. 2 of the procurement documents	Arch.Design, s.r.o., registered office Sochorova 3178/23, Žabovřesky, 616 00 Brno, ID No. 25764314 and A PLUS a.s., registered office Česká 154/12, Brno-město, 602 00 Brno, ID No. 26236419

2. COMMUNICATION BETWEEN THE CONTRACTING AUTHORITY AND ECONOMIC OPERATORS

The public contract is awarded in full electronically through a certified electronic tool E-ZAK (hereinafter "*electronic tool*"), available at <https://ezak.brno.cz/>. All actions within this concession award procedure, as well as all communication between the Contracting Authority (or its representative) and the economic operator, take place electronically, in particular by means of an electronic tool.

All documents sent via the electronic tool are considered duly delivered on the day of their delivery to the recipient's user account in the electronic tool. The delivery of a document is not affected by whether the document was read by its addressee or whether the electronic tool sent a notification to the addressee to the contact email address that a new message was delivered to its user account in the electronic tool or not.

The Contracting Authority points out that in order to make full use of all the possibilities of the electronic tool, it is necessary to perform and complete the so-called economic operator registration (to obtain the option to log in to the E-ZAK system, it is necessary to register in the Central Contractor Database (CDD) of the FEN.cz system at the address <https://fen.cz/#/registrace>, where all details and instructions for registration can be found). The manual for economic operator registration in the electronic tool is given in the user manual entitled "*E-ZAK, version 5 - electronic tool for public procurement and electronic auction hall - user manual for economic operators of the E-ZAK system.*" The Contracting Authority warns that registration will not take place immediately and is subject to acceptance by the system administrator for up to 48 hours on working days; in case of deficiencies in the application for registration, the registration may be refused.

Conditions and information concerning the electronic tool, including information on the use of the electronic signature, are available at <https://ezak.e-tenders.cz/data/manual/EZAK-Manual-Dodavatele.pdf>.

The economic operator is always responsible for the proper and timely acquaintance with the documents sent by the Contracting Authority via the electronic tool, as well as for the accuracy of the contact details provided by the economic operator. In accordance with the PPA, the Contracting Authority requires that the tenders be properly encrypted, while the encryption is carried out by means of an electronic tool

For answers to any questions regarding the user control of the electronic tool, it is possible to use user support (tel. : +420 538 702 719, e-mail: podpora@ezak.cz , usually available on working days between 8:00 am - 5:00 pm).

3. EXPLANATION, AMENDMENT OF THE PROCUREMENT DOCUMENTS

Although the procurement documents (or their further additions or modifications) define the subject of the concession in the details necessary for processing the request to participate / indicative tender / tender (in the case of an indicative tender subject to the facts further defined in more detail in the invitation to submit an indicative tender and in the case of a final tender, subject to the facts further defined in more detail in the invitation to submit a final tender as appropriate), economic operators may request an explanation of the award criteria. The request must be delivered to the Contracting Authority within the deadline pursuant to the provisions of Section 98, para. 3 of the PPA (8 working days before the end of the deadline for submission of requests to participate / indicative tenders / tenders).

The Contracting Authority warns that all communication with the Contracting Authority within the procurement procedure of this public contract will take place electronically, in particular through the electronic tool E-ZAK.

Within the statutory period of 3 working days, the Contracting Authority shall publish an explanation of the procurement documents, including the exact wording of the request, on the Contracting Authority's profile.

The Contracting Authority is entitled to publish an explanation of the procurement documents on the Contracting Authority's profile under the conditions of the provisions of Section 98, para. 1 of the PPA, even at its own initiative. Pursuant to the provisions of Section 99 of the PPA, it may also publish a change or supplement to the procurement documents in this way.

4. CONCESSION INFORMATION

4.1. Subject of concession performance

The subject of the public contract, which is a concession, is the operation of the planned Multifunctional Sports and Cultural Hall in Brno (hereinafter referred to as the "*hall*") on land that is part of the premises owned by Veletrhy Brno, a.s. The hall is intended primarily for sports purposes (usable for ice hockey, sledge hockey, floorball, handball, basketball, volleyball, tennis, football, futsal, boxing, other combat sports, etc.), as well as cultural (concert or theater performances, etc.) and educational purposes (conferences).

Part of the subject of concession performance

- will be the operation of a car park in the basement of the hall; the scope of operation of outdoor car parks, which will belong to the hall, will be specified on the basis of negotiations between the Contracting Authority and the participants in the concession award procedure within the negotiations on indicative tenders,
- will be ensuring the holding of individual events in the hall,
- it may also be the retrofitting of the hall to the extent agreed between the Contracting Authority and the participants in the concession award procedure.

Remuneration for performance provided by the economic operator will consist in enabling the economic operator to take the benefits arising from the operation of the hall (including events) and parking spaces, while the economic operator will pay the Contracting Authority a regular fee (rent) consisting of a fixed part of the rent and a variable part of the rent in the form of a share of the sales and revenues of the leased object. The amount of rent, resp. the amount of its fixed and variable part will depend on the results of negotiations with the participants in the concession award procedure on indicative tenders and the tenders of the selected economic operator. For the first years of the concession contract, the economic operator will pay a fixed part of the rent in a reduced range, or a variable part. The mechanism for incurring the amount of the rent, as well as the period for which it will be paid to a reduced extent, will be specified on the basis of negotiations between the Contracting Authority and the participants in the concession award procedure within the negotiations on indicative tenders.

The Contracting Authority awards the concession in accordance with Section 176 par. 1 of the PPA in the concession award procedure according to Section 180 et seq. of the PPA. Within the relevant phase of the procurement procedure, all aspects related to the subject of the concession may be discussed with the participants, with the exception of the minimum technical conditions, which are part of Annex No. 3 to the procurement documents. In Annex No. 1 of the procurement documents, the Contracting Authority provides the basic business conditions on the basis of which, within the negotiation phase [see Art. b) procurement documents], a comprehensive modification of the concession contract and its annexes will be discussed with the participants.

A detailed definition of the subject of the concession, including the minimum technical conditions, is given in the annexes to these procurement documents.

4.2. Concession subject classification (CSC)

- 79993000-1 Construction and facility management
- 92610000-0 Operation of sports facilities
- 79952100-3 Organization of cultural events
- 79950000-8 Organization of exhibitions, fairs and congresses
- 98351000-8 Car park management services

4.3. Estimated value of the concession according to Section 175 par. 3 of the PPA

The estimated value of the concession is 3,406,000,000 – 4,552,000,000 CZK without VAT for the expected duration of the concession of 15 years in accordance with Article 4.4. of the procurement documents. The expected value is based on the sum of the total expected revenues and revenues of the operator, especially in relation to revenues from hall users in relation to events for a period of 15 years and also includes the estimated value of the necessary retrofitting of the hall. The calculation of the expected revenues was based on the expected sales of the operator from the organized events (sublease / sub-rent, related services) and related revenues, for example from gastronomy, operation of parking areas and marketing rights.

4.4. Justification of the duration of the concession pursuant to Section 179 (2) of the PPA

The expected duration of the concession to operate the hall is 15 years. The duration of the concession must allow a sufficiently long standard activity after the start of operation (assuming the first 5 years, when the number of events and visitors gradually increases as the hall will gain a reputation among professionals and the general public). From this point of view, a period of, for example, 5 to 10 years

would not be sufficient, as the operator would in fact invest half of the contract duration in the promotion and reputation of the hall and only another 5 years would be standard operation. 5 years of start-up followed by 10 years of standard operation is therefore expected to be a more suitable combination. On the contrary, a longer operating concession could bring greater uncertainty to the long-term perspective for both the operator and the hall owner.

Another important reason for limiting the operating concession to 15 years is the physical and moral obsolescence of the hall's internal equipment - it is necessary to assume that after approximately 15 years of operation, the internal equipment will be on the verge of its (minimum moral) life. Reinvestment in equipment or its modernization should then be part of the solution of the follow-up concession so that the subsequent operator resumes its activities in the hall corresponding to current requirements and is sufficiently attractive to visitors.

Notwithstanding the above, the duration of the concession may be the subject of negotiations with the participants in the concession award procedure in the context of the negotiation on indicative tenders.

4.5. Option of using an SPV

The implementation of the concession can be ensured either directly by the participant (economic operator or economic operators associated in a company) or through another entity - company established for the purpose of performing the concession by the participant and also controlled by the participant - a so-called special purpose vehicle (hereinafter "SPV").

The Contracting Authority accepts both the option of establishing an SPV already for the purposes of concluding a concession contract, i.e. during the procurement procedure and the option of transferring the concession contract by the selected economic operator to the SPV during its duration, i.e. after concluding the concession contract. The Contracting Authority stipulates that this can be done on condition that

- the SPV will be controlled exclusively by the participant (or at least one of the economic operators, if the participant consists of more than one economic operator),
- the SPV must prove compliance with basic and professional competence in accordance with these procurement documents,
- (in the case of a transfer after the conclusion of the contract), the assignment was approved by the Contracting Authority (customer),
- When fulfilling the concession, the SPV will use the participant's capacities, through which the participant in the concession award procedure proved the fulfillment of the technical qualification, i.e. it will be demonstrably entitled to have the capacities of a qualified participant (e.g. on the basis of a contract).

The Contracting Authority reserves the right to specify the requirements for the SPV and the regulation related to the conclusion of the SPV concession contract in the further course of the procedure (see also para. 7.4 of the procurement documents).

5. PLACE OF THE CONCESSION PERFORMANCE

5.1. Place of concession performance

The Contracting Authority states that the hall, the operation of which is to be secured by a concession, is located on land which, at the time of the commencement of the concession award procedure, is part

of the premises of Veletrhy Brno, a.s. Specifically, it concerns the following plots: 24/75, 168/1, 168/11, 168/37, 168/38, 168/39, 168/41, 168/45, 168/52, 168/54, 168/112, 168/124, 174 / 1, 179/2, 179/3, 183, 184, 186/2, 186/4, 6/1, 168/35, 168/36, 177/3, 168/110, cadastral territory of Pisárky (610208).

5.2. Inspection of the place of performance

The inspection of the place of performance will take place during the negotiation phase, i.e. during the deadline for submission of indicative tenders. The deadline will be specified in the invitation to submit indicative tenders.

6. CONDUCT OF PROCUREMENT PROCEDURE

Pursuant to the provisions of Section 180, para. 1 of the PPA, the concession award procedure is initiated by sending a notice of the commencement of the concession award procedure for publication. The concession award procedure will take place in three phases, as follows:

- a) qualification phase (see Articles 7 to 9 of the procurement documents) is started by sending a notice of commencement of the concession award procedure for publication in accordance with the provisions of Section 212 of the PPA; participants submit applications for participation by submitting qualification documents and an assessment of participants' qualifications will take place; the Contracting Authority will then reduce the number of participants in the concession award procedure in the sense of the provisions of Section 111 of the PPA (see Article 10), if their number is higher than 5; subsequently, the negotiation phase will begin,
- b) The negotiation phase (see Articles 11 to 13 of the procurement documents) begins with the sending of an invitation to submit indicative tenders to qualified participants who have not been excluded for failing to prove the fulfillment of qualifications or in accordance with Section 111 of the PPA; the Contracting Authority is entitled to award a concession on the basis of an indicative tender and therefore does not have to negotiate indicative tenders with participants; if the Contracting Authority does not exercise the rights under the previous sentence, after the submission of indicative tenders, a dialogue will take place with the participants that submitted indicative tenders about their indicative tenders (especially the contractual and technical conditions of performance will be discussed); then the tendering phase will start,
- c) the tendering phase, unless the reservation on the possible award of a concession has already been made on the basis of indicative tenders, the Contracting Authority starts by sending an invitation to submit (final) tenders to the participants that have submitted an indicative tender, unless they withdraw from the procedure during the negotiation phase; the Contracting Authority assesses the (final) tenders in terms of whether they meet the award criteria, performs the evaluation according to the evaluation rules (however, the Contracting Authority reserves the right to also perform a preliminary evaluation of tenders according to Section 39 par. 4 of the PPA) and concludes a contract with the participant that has submitted the most economically advantageous tender (see Articles 15 and 16 of the procurement documents).

7. QUALIFICATION PHASE - REQUESTS TO PARTICIPATE

- 7.1.** The qualification phase begins by sending a notice of commencement of the concession award procedure for publication in accordance with the provisions of Section 212 of the PPA. The notice of commencement of the concession award procedure is an invitation to an unlimited number of economic operators to submit requests for participation in the concession award procedure. The economic operator shall become a participant in the concession award procedure at the moment

when he submits a request for participation within the set time limit within the meaning of para. 7.2.

- 7.2.** Participants shall submit **requests for participation in electronic form**, using an electronic tool in accordance with Article 2 of these procurement documents. The request to participate must be submitted no later than the deadline for submitting requests to participate. The deadline for submitting requests to participate is specified in the notice of commencement of the concession award procedure published in the Tenders Electronic Daily, or in the relevant corrective notice. The participant is responsible for the timely submission of the request to participate.
- 7.3.** The participant shall submit a request to participate with the following information and (optimally) in the following structure:
- a) Title page of the request for participation with the identification data of the participant;
 - b) List of documents proving the fulfillment of the qualification, incl. any company association agreements (i.e. an association of several economic operators applying to participate as one participant);
 - c) Individual documents by which the economic operator proves the fulfillment of the qualification;
 - d) A written obligation of another person (possibly also in the form of a contract with an economic operator) to provide a specific performance intended for the performance of a public contract or to provide things or rights that the economic operator will be entitled to dispose of within the performance of the concession, at least to the extent which another person has demonstrated qualification as an economic operator. If the economic operator proves a qualification through another person and submits documents pursuant to the provisions of Section 79 para. 2 a) or d) of the PPA relating to such a person, the written commitment must also include a commitment that the other person will perform the work to which the demonstrated qualification criterion relates.
- 7.4.** If the participant intends to use the SPV in the sense of par. 4.5 of the procurement documents for the implementation of the subject of the public contract, it explicitly follows from the written obligation according to par. d) of the procurement documents of another person that if the subject of the public contract is implemented by an SPV, it will be the SPV to whom another person will provide a specific performance intended for the performance of a public contract or things or rights that the SPV will be entitled to dispose of in the performance of a public contract.

8. CONTRACTING AUTHORITY REQUIREMENTS FOR QUALIFICATION

In accordance with the provisions of Section 180 para. 6 of the PPA, the Contracting Authority sets the qualification requirements. The Contracting Authority stipulates that the rules in Part 1, Title VIII of Part Four of the PPA shall apply in the concession award procedure. An entity qualified for the performance of the public contract is, in accordance with the provisions of Section 73 et seq. of the PPA, an economic operator who proves compliance with the requirements:

- a) basic qualifications according to the provisions of Section 74 and Section 75 of the PPA (para. 8.1),
- b) professional qualification according to the provisions of Section 77 of the PPA (para. 8.2),
- c) technical qualifications as defined in para. 8.3

8.1. Basic qualification according to the provisions of Section 74 of the PPA

	An economic operator shall not be qualified if it	Method of proving the fulfillment of basic qualification (documents)
a)	<p>was convicted by final judgement in the country of its registered seat of a crime specified in Annex No. 3 to this Act or another similar crime pursuant to the law of the country of its registered office in the past five years preceding the commencement of the procurement procedure; expunged convictions are disregarded,</p> <p>If the economic operator is a legal person, both this legal person and every member of its governing body shall meet this condition.</p> <p>Where a legal person is a member of the governing body of the economic operator, the condition shall be met by this legal entity, each member of the governing body of this legal entity and the person representing this legal person in the governing body of the economic operator.</p> <p>The provisions of Section 74, para. 3 of the PPA apply to proving qualification through a branch of a business.</p> <p>The branch of a business which has its registered office in the territory of the Czech Republic, is considered to be an economic operator with its registered office in the Czech Republic in accordance with the provisions of Section 5 of the PPA;</p>	<p><i>Extract from the Criminal Register for</i></p> <ul style="list-style-type: none"> - each legal person, and - each natural person, <p><i>for whom it is required according to the PPA and the award criteria.</i></p>
b)	<p>has no tax arrears registered in tax records in the Czech Republic or in the country of its registered office,</p>	<p><i>- Confirmation from the relevant tax office and</i></p>

An economic operator shall not be qualified if it		Method of proving the fulfillment of basic qualification (documents)
		- Affidavit of the economic operator in relation to excise duty, which clearly shows that this qualification requirement has been met.
c)	has arrears on insurance premiums or penalties for public health insurance in the Czech Republic or in the country of its registered office;	Affidavit of the economic operator which clearly indicates compliance with this qualification requirement.
d)	has outstanding arrears in respect of payments and penalties of social security contributions and contribution to the national employment policy in the Czech Republic or in the country of its registered office,	Confirmation from the relevant district social security administration.
e)	is in liquidation, has been declared insolvent, receivership has been imposed on it under another legal regulation or it is in a similar situation pursuant to the law of the country of its registered office.	- Certificate of Incorporation, or - an affidavit of the economic operator in relation to the fulfillment of this requirement in the event that the economic operator is not registered in the Commercial Register.
<p>The documents proving the basic qualification must prove the fulfillment of the required basic qualification no later than 3 months before the day of the commencement of the concession award procedure (i.e. it must not be older than 3 months at the time of the commencement of the concession award procedure); the moment of commencement of the concession award procedure is the day of sending the notification form on the commencement of the concession award procedure for publication in accordance with the provisions of Section 212 of the PPA.</p> <p>Proof of basic qualification may also be demonstrated by the economic operator by submitting an extract from the list of qualified economic operators in accordance with the provisions of Section 228 of the PPA or a certificate issued within the system of certified economic operators according to Section 234 of the PPA.</p>		

8.2. Professional qualification according to the provisions of Section 77 of the PPA

Professional qualification is fulfilled by the economic operator that submits		Method of proving the fulfillment of professional qualification (documents)
a)	Certificate of Incorporation or other similar records.	A Certificate of Incorporation or an extract from other similar records, if another legal regulation requires an entry in such records.
<p>A Certificate of Incorporation or an extract from other similar records must prove compliance with the requirement for professional qualification pursuant to para. 8.2 letter a) of the procurement documents</p>		

Professional qualification is fulfilled by the economic operator that submits	Method of proving the fulfillment of professional qualification (documents)
<p>no later than 3 months before the date of commencement of the concession award procedure (i.e. it must not be older than 3 months at the time of the commencement of the concession award procedure); the moment of commencement of the concession award procedure is the day of sending the notification form on the commencement of the concession award procedure for publication in accordance with the provisions of Section 212 of the PPA.</p> <p>The economic operator may also prove the fulfillment of the requirement of professional qualification by submitting an extract from the list of qualified economic operators in accordance with Section 228 of the PPA or a certificate issued within the system of certified economic operators pursuant to Section 234 of the PPA to the extent that the information in the extract from the list of qualified economic operators or the certificate proves the fulfillment of the requirements for professional qualification.</p>	

8.3. Technical qualification

The technical qualification is met by the economic operator that submits	Method of proving the fulfillment of technical qualification (documents)
<p>a) a list of significant experience gained in the last 5 years before the start of the concession award procedure.</p>	<p><i>Submission of a list of significant experience with at least the following information:</i></p> <ul style="list-style-type: none"> • <i>subject of significant experience,</i> • <i>time to gain significant experience.</i> <p><u>The list of significant experience must clearly show that in the last 5 years before the commencement of the concession award procedure the economic operator <i>operated¹ continuously for at least 24 consecutive months a multifunctional hall with a capacity of at least 6 thousand seats, while during these 24 consecutive months, at least in the multifunctional hall in operation, it held at least</i></u></p> <ul style="list-style-type: none"> • <u>20 sports events, for which (for each of them) a capacity of at least 6 thousand seats was available, and</u> • <u>20 cultural and / or educational events for which (for each of them) a capacity of at least 3 thousand seats was available,</u> <p><u>and always for 12 consecutive months (i.e. the above condition was met in two consecutive 12-month periods).</u></p> <p><i>Unless otherwise specified, the economic operator shall also be qualified if there is significant experience gained before or after the last 5 years before the concession award procedure commencement, if</i></p> <ul style="list-style-type: none"> • <i>at least part of the reference period of 24 consecutive months fell within the last 5 years before the</i>

¹ Operation is to be considered technical, security and administrative and the provision of events (sports, cultural, educational), either directly by the operator or on the basis of the contractual relationship of the operator with the organizer of a specific event.

		<p><i>commencement of the concession award procedure,</i></p> <ul style="list-style-type: none"> • <i>continued (were acquired) even after the commencement of the concession award procedure, or</i> • <i>are still ongoing (are acquired), provided that</i> <p><i>the above parameters are met as of the end of the period for proving qualification (i.e. the length of operation of a multifunctional hall with the required capacity and the implementation of the required number of events).</i></p> <p><i>This significant experience may be used by the economic operator to demonstrate compliance with the qualification criterion even if it has gained such significant experience:</i></p> <ul style="list-style-type: none"> a) <i>together with other economic operators, to the extent that it participated in the performance of the contract / acquisition of experience,</i> b) <i>as a subcontractor, to the extent that it participated in the performance of the contract / acquisition of experience.</i>
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9. COMMON PROVISIONS ON QUALIFICATION

9.1. Authenticity and language of the documents proving the fulfillment of the qualification within the deadline for proving the fulfillment of the qualification

The economic operator shall prove the fulfillment of the qualification in all cases by documents submitted in plain copies (e.g. in scanned form). For the purposes of ensuring the proper conduct of the procurement procedure, the Contracting Authority may, in accordance with the procedure pursuant to Section 46, para. 1 of the PPA request the submission of the original document in electronic form. In accordance with Section 86 para. 2 of the PPA, the Contracting Authority does not allow the participant to replace the submission of documents for qualification with an affidavit.

The obligation to submit a document may also be fulfilled by the economic operator by reference to the relevant information kept in the public administration information system in the sense of Act No. 365/2000 Coll., On public administration information systems, as amended, or in a similar system maintained in another Member State, that allows unlimited remote access. Such a link must include the Internet address and the details for logging in and retrieving the required information, if such information is necessary. In the Czech Republic it mainly concerns

- Certificate of Incorporation
- extract from the public part of the trade register, or
- extract from the list of qualified economic operators.

The economic operator may also replace the required documents with a single European Public Procurement Certificate within the meaning of Section 87 of the PPA.

In the case of **foreign language** documents, the participant shall attach to the documents a (simple) **translation** into the Czech language. If the Contracting Authority has doubts about the correctness of the translation, it is entitled to request the submission of an officially certified translation of the document into the Czech language. The obligation to attach a translation into the Czech language to the documents does not apply to documents in Slovak language.

9.2. Documents submitted by the selected economic operator

The Contracting Authority may require the economic operator whom it has identified as the **selected economic operator** to submit originals or certified copies of the evidence of formal qualifications, if they have not already been submitted in this form in the procurement procedure, **in electronic form** (see Article 2).

In the case of certificates issued by a state administration body, it may be, for example, a certificate that will be electronically signed and sent by this body to the economic operator's data box (in which case it is sufficient to submit only this electronically signed file) or it may be the original paper original of the document, which was converted into electronic form through an authorized conversion (for example, at one of the Czech POINT workplaces)

A **scan** of a document issued by a state administration body **is not considered** to be an original in electronic form (even if, for example, it is subsequently electronically signed by the economic operator).

9.3. Proof of qualification obtained abroad

If the qualification was obtained abroad, it shall be proved by documents issued in accordance with the legal order of the country in which it was obtained, to the extent required by the Contracting Authority and the PPA.

Confirmation for foreign economic operators about the absence of arrears in the Czech Republic is issued in relation to tax arrears.

- by the Tax Office for Prague 1,
- arrears on insurance premiums and penalties for social security and contributions to the state employment policy by the Prague Social Security Administration.

9.4. Proof of part of the qualification through other persons

If the participant is not able to prove the fulfillment of a certain part of the technical qualification required by the Contracting Authority in full and the procurement documents do not stipulate otherwise, it is entitled to prove the fulfillment of the qualification in the missing extent through another person.

A person with a different ID No. is considered to be another person, even if, for example, it is part of the same group as the participant.

In such a case, the participant is obliged to submit to the Contracting Authority

- a) documents proving the fulfillment of the **basic** qualification according to para. 8.1 of the procurement documents (provisions of Section 74 and Section 75 of the PPA) by another person,
- b) documents proving the fulfillment of **professional** qualification pursuant to para. 8.2 letter a) of the procurement documents (provisions of Section 77, para. 1 of the PPA) by another person,
- c) documents proving the fulfillment of the **missing part of the qualification** through another person, and
- d) a written **obligation** of another person (possibly also in the form of a contract with an economic operator) to provide a **specific** performance intended for the performance of a public contract or to provide things or rights that the economic operator will be entitled to dispose of within the performance of the concession, at least to the **extent** which another person has demonstrated qualification as an economic operator. Furthermore, see the provisions of Section 83 para. 2 of the PPA and also para. 7.4 of the procurement documents.

9.5. Joint demonstration of qualifications

In the case of the joint participation of several economic operators, the basic qualification (para. 8.1 of the procurement documents) and professional qualification (para. 8.2 a) of the procurement documents) shall be demonstrated in full by each of these economic operators separately.

The joint demonstration of qualification must also meet the following requirements:

- a) One of the economic operators will be explicitly identified as the lead participant designated for communication with the Contracting Authority in the procurement procedure;
- b) Documents proving the fulfillment of the qualification must also include a document (e.g. a contract), from which the obligation of all economic operators to bear **joint and several responsibility** for the performance of the public contract (concession) will be obvious.

9.6. Consequence of non-fulfillment of qualification

A participant who does not prove the fulfillment of the qualification in the qualification phase to the extent required by the PPA and the procurement documents will be excluded by the Contracting Authority from participation in the concession award procedure.

10. REDUCING THE NUMBER OF PARTICIPANTS

The Contracting Authority shall assess the conformity of the qualifications of the participants in the concession award procedure and reduce the number of participants in the concession award procedure in the sense of the provisions of Section 111 of the PPA, if their number is higher than 5.

The Contracting Authority shall exclude from participation in the concession award procedure participants who have not proved the fulfillment of the qualification or have not been selected when reducing the number of participants in the concession award procedure. The non-excluded participants in the concession award procedure will be invited to submit indicative tenders. The Contracting Authority shall invite 5 participants in the concession award procedure to submit indicative tenders if such number of participants proves the fulfillment of the qualification.

The Contracting Authority will reduce the number of participants in the concession award procedure on the basis of the submitted experience with the operation of the multifunctional hall and / or organizing events in it (regardless of whether the relevant experience is the same as the one through which the qualification was proven or not). The actual reduction of the number of participants will be carried out by the Contracting Authority according to the degree of fulfillment of the parameters below on the basis of the assigned points.

In the last 5 years prior to the commencement of the concession award procedure, the participant operated 1 multifunctional hall (or up to 3 halls - see below) continuously for at least 36 consecutive months with a minimum capacity of 6,000 seats, while during these 36 consecutive months it carried out at least

- **20 sports events, for which (for each of them) a capacity of at least 6 thousand seats was available, and**
- **20 cultural and / or educational events for which (for each of them) a capacity of at least 3 thousand seats was available,**

for 12 consecutive months (i.e. the condition was met in three consecutive 12-month periods), and the operation showed the following parameters:

Evaluated parameter		Number of points
a)	At the same time, the operator of the multifunctional hall was for at least 36 months of operation the organizer ² of at least 15 sports and / or cultural and / or educational events, for which (for each of them) a capacity of at least 6 thousand seats was available (sports events), resp. 3 thousand seats (cultural and / or educational events), always for 12 consecutive months (i.e. the condition was met in three consecutive 12-month periods)	5
b)	The operated multifunctional hall had a capacity of over 10,000 seats.	5
c)	The operated multifunctional hall had a capacity of more than 10 thousand seats and the operator of the multifunctional hall was at the same time for at least 36 months of operation the organizer ² of at least 15 sports and / or cultural and / or educational events for which (for each of them) a capacity of at least 6 thousand seats was available (sports events), resp. 3 thousand seats (cultural and / or educational events), always for 12 consecutive months (i.e. the condition was met in three consecutive 12-month periods)	20

For the submitted experience with the operation of one multifunctional hall according to the above, points can be awarded only for meeting one of the parameters ad a) (5 points), ad b) (5 points) or ad c) (20 points) - the parameter with the highest possible point evaluation, i.e. if points are awarded for the operation of the hall fulfilling parameter ad c), the participant will not be awarded points for fulfilling parameter ad a) or b). The maximum point evaluation is 20 points, while for the purposes of fulfilling the parameters according to letter a) and / or b) experience with the operation of a maximum of 3 multifunctional halls in total will be taken into account (no more than 15 points can be obtained for the experience according to letters a) and / or b).

Data relating to significant experience may not be disseminated subsequently (following a request to participate); in the event that the data are not complete or unambiguous and will certainly not meet all the requirements set out above, resp. they will not result in a certain fulfillment of the evaluated parameters, the relevant experience or their individual parameters may not be recognized for the purpose of reducing the number of participants.

The Contracting Authority then sorts the participants according to the number of points obtained according to the above from the highest number to the lowest. The Contracting Authority will invite the 5 participants with the highest number of points to submit indicative tenders. If more than 5 participants achieve a score corresponding to the first five places, the Contracting Authority shall invite all participants who have obtained a score corresponding to no worse than fifth place in the ranking to submit indicative tenders. Participants who fail (will be in other places in the order) will be excluded from the concession award procedure.

If 5 or fewer participants in the concession award procedure prove that they meet the qualification in the qualification phase, the Contracting Authority will not reduce the number of participants in accordance with Section 111 of the PPA and invite all non-excluded participants in the concession award procedure to submit indicative tenders, if there are less than 5 participants, it may cancel the procurement procedure.

²For the purposes of this concession award procedure, the organizer is considered to be a person who actively carries out with its own capacities (i.e. not through a third party) an activity resulting in a sports, cultural or educational event (also the event organizer). The co-organizer is also considered to be the organizer when fulfilling the other mentioned features.

11. NEGOTIATION PHASE – INDICATIVE TENDERS

The participant who proves the fulfillment of the qualification will be invited to submit an indicative tender, which will be the basis for negotiations within the negotiation phase. In the event that the participant does not submit an indicative tender, the Contracting Authority may exclude it from the procurement procedure. Invited participants may not submit a joint indicative tender.

The deadline for the submission of indicative tenders will be specified by the Contracting Authority in the invitation to submit an indicative tender.

As part of the negotiation phase, negotiations will take place between the Contracting Authority and the participants. Any conditions of performance may be the subject of negotiations.

12. CONDITIONS AND REQUIREMENTS FOR PROCESSING AND SUBMITTING AN INDICATIVE TENDER

- 12.1.** Detailed requirements for the content of the indicative tender will be set out in the invitation to submit indicative tenders.
- 12.2.** Procurement procedure participants submit indicative tenders in electronic form, using the electronic tool E-ZAK.
- 12.3.** The indicative tender will be submitted in the Czech or Slovak language (with the exception of technical terms and terminology, for which the Contracting Authority also allows English), unless English is accepted in the invitation. Documents in a foreign language shall be submitted by the participant with a translation into Czech or Slovak.

13. METHOD AND PRINCIPLES OF NEGOTIATING WITH PARTICIPANTS ON INDICATIVE TENDERS

- 13.1.** The Contracting Authority will negotiate indicative tenders with the participants with the intention of specifying and supplementing any conditions for the performance of the concession (apart from the minimum technical conditions) in accordance with the needs and requirements of the Contracting Authority. The Contracting Authority reserves the right to request from the participants any explanations, documents or information necessary to conduct the meeting, and is entitled to communicate these requirements to the participants directly at the meeting or in writing outside the meeting.
- 13.2.** In addition to face-to-face meetings, individual meetings may, based on the decision of the Contracting Authority, also take place remotely, in the form of electronic communication primarily through el. E-ZAK tools, possibly using videoconferencing.
- 13.3.** The participant will be duly invited to each face-to-face meeting at least 7 days in advance, unless the date of the next meeting is agreed within the previous face-to-face meeting. At each face-to-face meeting, the participant will be invited in the form of an invitation, in which at least the date and place of the meeting must be stated and at least a generally defined subject of the meeting. The invitation may include an invitation to more than one meeting at a time. The obligation to invite a participant to a meeting in the form of an invitation does not apply if the participant took note of the date and place of the next meeting during the previous face-to-face meeting. The Contracting Authority reserves the right to change the date of the face-to-face meeting. The Contracting Authority does not restrict the course of negotiations to any minimum number of rounds of negotiations

- 13.4.** A maximum of five persons (participants' representatives) may participate in one face-to-face meeting on behalf of a participant, at least one of whom must be demonstrably authorized to represent the participant in the meeting (e.g. on the basis of a power of attorney), if the Contracting Authority does not allow a higher number (especially at the request of the participant) in a specific case. All negotiations with the participants will be conducted in the Czech language, or in the Slovak language or in English, if the Contracting Authority reserves the right to do so. In case of negotiations in a foreign language, the participant must provide an interpreter at its own expense.
- 13.5.** In the case of face-to-face meetings, the Contracting Authority will deal with the participants separately or together at its discretion.
- 13.6.** For each face-to-face meeting with the participant, i.e. the meeting with the physical presence of the Contracting Authority's representatives and the participant, the Contracting Authority shall prepare a record or report containing all arrangements made within the meeting, the date of the meeting, the subject of the meeting and its outcome. The minutes of the meeting will usually be drawn up by the Contracting Authority at the place of the meeting, but no later than within 5 working days after the meeting. The participant is entitled to view the minutes of the meeting and make extracts or copies from it; the participant is entitled to request a copy of the minutes of the meeting.
- 13.7.** The Contracting Authority reserves the right not to negotiate further with a participant who did not attend the face-to-face meeting in at least two cases or does not respond properly to the specified written response requirements in at least two cases, or the person authorized to act on behalf of the participant is not present, or the party appeared at the hearing manifestly unprepared. For the avoidance of doubt, the Contracting Authority states that if the Contracting Authority avails itself of this reservation, the participation of the given participant shall not be terminated.
- 13.8.** As soon as the Contracting Authority concludes at any time during the negotiation phase that it is already able to finalize the award criteria on the basis of the negotiations, it informs all participants of the end of the negotiation phase and invites the participants to submit (final) tenders on the basis of finalized award criteria.
- 13.9.** The Contracting Authority reserves the right to set additional conditions for negotiations with participants or the manner of conducting negotiations.

14. TENDERING PHASE

The tendering phase begins by sending an invitation to tender (final). Invited participants may not submit a joint (final) tender.

The Contracting Authority will then assess the fulfillment of the conditions for participation in the procurement procedure (except for the award criteria, the fulfillment of which was assessed in the qualification phase) and evaluation of tenders in accordance with the rules for the evaluation of tenders set out in the invitation to tender (final) and shall decide on the selection of the economic operator that has submitted the most economically advantageous tender. The Contracting Authority reserves the right to carry out the so-called preliminary evaluation of tenders pursuant to Section 39 para. of the PPA.

If the Contracting Authority identifies a partial ambiguity or defect in the (final) tender, it reserves the right to invite the participant to clarify, supplement or modify such ambiguity or defect, and the participant is entitled to make a partial amendment or change to the tender, the change does not have a direct effect on the selection of the most economically advantageous tender (in particular, it does not affect the data which are the subject of the evaluation of tenders). The Contracting Authority also

reserves the right to negotiate with the selected economic operator in order to confirm its tender and specify the contractual conditions, provided that this does not lead to a change in the basic parameters of the tender or the award criteria.

15. EVALUATION

Evaluation criteria:

The evaluation of tenders will be carried out in the tendering phase according to their economic advantage in connection with the evaluation rules set out in the invitation to submit a (final) tender (or in the invitation to submit an indicative tender). Following the results of the negotiation phase, the Contracting Authority reserves the right to adjust and specify the following methods of evaluation of tenders within the individual evaluation criteria and to assign appropriate weight to the evaluation criteria.

The most economically advantageous tender is the tender that, in summary, best meets the set evaluation criteria:

Evaluation criteria - sorted in descending order	
A.	Amount of the fixed part of the rent (in CZK without VAT)
B.	Share of revenues and sales (in%)

Within the evaluation criterion ad A., the Contracting Authority will evaluate the amount of the fixed part of the rent in CZK without VAT, starting from the year of the concession contract, in which the fixed part of the rent will be paid in full for the first time.

The Contracting Authority may, at the latest in the invitation to submit (final) tenders, set a minimum amount of the fixed part of the rent. A more advantageous offer is considered to be an offer with a higher value of the fixed part of the rent, or its higher value above the set minimum amount. Within this evaluation criterion, the tenders will be evaluated by the scoring method according to the following formula:

$$(\text{value of the evaluated tender}) / (\text{value of the most advantageous tender}) * 100$$

Within the evaluation criterion ad B., the Contracting Authority will evaluate the amount of the share of revenues and sales offered by the participant (variable part of the rent) from the hall operation expressed in percentages rounded to 2 decimal places, starting from the year of the concession contract, in which the variable part of the rent will be paid in full for the first time. The Contracting Authority may, at the latest in the invitation to submit (final) tenders, set a minimum percentage of the variable part of the rent. A tender with a higher value of the share of revenues and sales, or its higher value above the set minimum amount, is considered to be a more advantageous tender. Within this evaluation criterion, the tenders will be evaluated by the scoring method according to the following formula:

$$(\text{value of the evaluated tender}) / (\text{value of the most advantageous tender}) * 100$$

The order of participants will be determined on the basis of the achieved sum of point evaluations according to individual evaluation criteria. A higher total score means a higher ranking. The participant with the highest total number of points is first in order.

The rules set out in Sections 122 and 123 of the PPA shall apply to the selection of the economic operator (with the exception of Section 122, para. 3 a) of the PPA, which is replaced by the rule in Article 9.2 of the procurement documents).

16. CONDITIONS FOR CONCLUDING THE CONTRACT

16.1. The Contracting Authority states that the rules set out in Title XII of Part Four of the PPA shall apply in the procurement procedure. The Contracting Authority is obliged to conclude the contract in accordance with the tender of the selected economic operator, or modified in accordance with the procedure pursuant to Article 14 or 14 of the procurement documents.

16.2. Before concluding the contract, the Contracting Authority **may request that the selected economic operator** submit originals or certified copies of the qualification documents, if they have not already been submitted in the procurement procedure, in **electronic form**.

16.3. The Contracting Authority assumes that it will require the selected economic operator (or the SPV established by it) to submit financial security or other guarantees for the performance of the concession with the specifications defined in the invitation to submit final tenders (also following negotiations on indicative tenders in the negotiation phase). If relevant, the participant is obliged to inform the Contracting Authority that it will conclude the concession contract under the conditions set out in the SPV procurement documents at the latest within the period in which it will be invited to provide the documents as the selected economic operator or submit the final draft of the concession contract. At the same time, the participant shall submit the identification data of the SPV, as well as other required information and documents.

16.4. If the selected economic operator (or SPV, with which the concession contract will be concluded) is a legal entity, the Contracting Authority will find out the data on its beneficial owner in accordance with the provisions of Section 122 para. 4 of the PPA. If it is not possible to find out the data on the real owner in accordance with Section 122 par. 4 of the PPA, the Contracting Authority shall call upon the selected economic operator to submit an extract from the register similar to the register of data on beneficial owners, or

- a) to communicate the identification data of all persons who are the beneficial owners, and
- b) to submit documents in electronic form which show the relationship of all persons referred to in point a) to the economic operator; these documents are, for example
 1. Certificate of Incorporation or other similar records,
 2. list of shareholders,
 3. the decision of the governing body on the payment of the profit share,
 4. partnership agreement, charter or articles of association,

all in accordance with Article 2 of the procurement documents in electronic form.

17. REQUEST TO PROVIDE SECURITY

The Contracting Authority sets the requirement for the award period (Section 40 of the PPA) and the provision of security (Section 41 of the PPA). Participants are obliged to provide security within the deadline for the submission of (final) tenders.

Period during which the tenderers may not withdraw from the procurement procedure (award period): 8 months after the deadline for submission of (final) tenders.

Amount of security required: CZK 5,000,000

Form of provision of security:

- a) cash security - depositing a sum of money into the Contracting Authority 's account, or
- b) irrevocable and unconditional bank guarantee - letter of guarantee in electronic form (according to the provisions of Section 2029 of Act No. 89/2012 Coll., the Civil Code), or
- c) security insurance in electronic form (according to the provisions of Section 2868 of Act No. 89/2012 Coll., the Civil Code).

The security will be provided in Czech crowns.

a) Deposit of cash security:

The document proving the deposit of the financial security to the account specified by the Contracting Authority is also a statement from the participant's account with the financial institution, which shows that the economic operator has transferred the amount corresponding to the required security to the account, or the financial institution's confirmation of the deposit of the amount corresponding to the required security to the account specified below. The data required for the deposit of a cash guarantee are as follows:

banking institution:	UniCredit Bank Czech Republic and Slovakia, a.s.
account number and bank code	2113854191/2700
variable symbol:	Economic operator's ID No. (or its equivalent).

The cash security must be credited to the account within the deadline for the submission of tenders. Unless the economic operator stipulates otherwise, the financial security will be returned to the account from which it was paid by the economic operator if the legal conditions are met.

b) Provision of a bank guarantee:

Security in the form of a bank guarantee is provided by submitting an electronically signed guarantee document in electronic form, containing an obligation to pay the security to the Contracting Authority under the conditions set out in Section 41, para. 8 of the PPA. This guarantee document must be documented in the original in the offer (e.g. a scan of a signed guarantee document is not sufficient). In the event that the legal conditions for the return of the security are met, the Contracting Authority shall provide the economic operator or the bank designated by the economic operator, at its request, with information on the fulfillment of the conditions for the return of the security provided in the form of a bank guarantee.

c) Provision of guarantee insurance:

Security in the form of guarantee insurance is provided by submitting a written statement of the insurer in electronic form containing the obligation to pay the security to the Contracting Authority under the conditions set out in Section 41 para. 8 of the PPA. Provided that the relevant insurance company requires the original of a written statement for the performance of the guarantee insurance, the security is provided in the form of guarantee insurance by submitting an electronically signed guarantee document in electronic form by the insurance company. In the event that the legal conditions for the return of the security are met, the Contracting Authority shall provide the economic operator or the insurance company designated by the economic operator, at its request, with information on the fulfillment of the conditions for the return of the security provided in the form of guarantee insurance.

18. RESERVATIONS OF THE CONTRACTING AUTHORITY

- 18.1.** Only economic operators established in a Member State of the European Union, the European Economic Area or the Swiss Confederation, or in another country which has an international agreement with the Czech Republic or the European Union guaranteeing access to economic operators from these countries may participate in this concession award procedure for the awarded public contract.
- 18.2.** The Contracting Authority reserves the right to allow the submission of documents and the conduct of negotiations in English for pre-specified phases of the concession award procedure.
- 18.3.** The Contracting Authority reserves the right to supplement the rules for individual phases of the concession award procedure in accordance with Article 6 of the procurement documents.
- 18.4.** With regard to the process of approving public aid for the hall construction project at the level of the European Commission, the Contracting Authority assumes and reserves that only the company ARENA BRNO, a.s. may be on the side of the ordering party of the concession contract.
- 18.5.** The costs associated with participation in the concession award procedure shall be borne by each participant.
- 18.6.** The Contracting Authority reserves the right to change or supplement the award criteria.
- 18.7.** The Contracting Authority reserves the right to cancel the concession award procedure in accordance with the relevant provisions of the PPA, including a similar application of the provisions of Section 128 of the PPA. The Contracting Authority states that a reason worthy of special consideration within the meaning of Section 127 para. d) of the PPA will also be fulfilled in the event that the construction of the hall will be abandoned due to insufficient securing of financing (including non-approval of the necessary public aid by the European Commission).
- 18.8.** If the Contracting Authority allows variants of the indicative tender or tender, it shall expressly state this in the invitation to submit indicative tenders or the invitation to submit (final) tenders, in which case it shall specify the conditions for such variants.
- 18.9.** The Contracting Authority may verify the reliability of the provided data and documents and may also obtain them itself, for example from third parties or from publicly available sources. The participant is obliged to provide it with all necessary cooperation in this regard.
- 18.10.** The Contracting Authority is entitled to use any information or documents provided by the participants, if this is necessary for the procedure under the PPA or if it follows from the purpose of the PPA.
- 18.11.** The Contracting Authority expressly warns the economic operator that the selected participant in the procurement procedure is, according to the provisions of Section 2 letter e) of Act No. 320/2001 Coll., on financial control, as amended, by a person obliged to co-operate in the performance of financial control.
- 18.12.** The Contracting Authority reserves the right to exclude from the procurement procedure a participant who, directly or through a subcontractor through whom the Participant proves qualification, violates the provisions of Section 4b of Act No. 159/2006 Coll., On Conflicts of Interest, as amended.

19. INFORMATION ON THE PROCESSING OF PERSONAL DATA

- 19.1.** The Contracting Authority, as the controller of personal data, hereby informs the participants in the procurement procedure within the meaning of Article 13 of Regulation (EU) 2016/679 of the European Parliament and of the Council on the protection of individuals with regard to the

processing of personal data and on the free movement of such data ("GDPR") of the processing of personal data for the purpose of implementing the procurement procedure according to the PPA.

- 19.2.** The Contracting Authority may process personal data of economic operators and their subcontractors (from among natural persons engaged in business), members of governing bodies and contact persons of economic operators and their subcontractors, persons through whom the economic operator proves qualifications, members of the economic operator's implementation team and actual economic operator owners.
- 19.3.** The Contracting Authority will process personal data only to the extent necessary for the implementation of the procurement procedure and only for the period stipulated by legal regulations, especially the PPA. Data subjects are entitled to exercise their rights under Articles 13 to 22 of the GDPR in writing at the address of the Contracting Authority.
- 19.4.** The Contracting Authority transfers personal data for processing to the Contracting Authority's representative as the processor of personal data, for the purpose of administering the procurement procedure pursuant to the provisions of Section 43 of the Public Procurement Act.

20. LIST OF ANNEXES

The following annexes are part of the procurement documents:

Annex No. 1 - Basic business conditions of the Contracting Authority

Annex No. 2 - Orientation information about the project of the multifunctional hall ³

Annex No. 3 - Minimum technical conditions

³ The Contracting Authority states that the information provided is indicative of a basic view of the project and that detailed up-to-date information will be provided to participants who will be invited to submit indicative tenders.

Annex No. 1 Procurement documents for the public contract "Operator of the Multifunctional Sports and Cultural Hall in Brno"

Basic business conditions of the Contracting Authority

These business conditions stipulate the basic rules of cooperation between the Contracting Authority and the Concessionaire on the basis of a concession contract (hereinafter referred to as the "**Contract**"), which may be modified in connection with negotiations with participants in concession award procedures within negotiations on indicative tenders.

1. PURPOSE AND SUBJECT OF THE CONTRACT

- 1.1. The aim of the Contracting Authority is to ensure long-term proper operation and use of the multifunctional hall in the city of Brno (incl. related infrastructure including parking) (hereinafter also referred to as the "**Hall**"), which will serve mainly for social, cultural, sports, educational and leisure purposes. The operation of the Hall will provide a wide range of quality cultural, sports, recreational and social activities of the inhabitants and develop the economic and technical potential of the Hall.
- 1.2. The contract sets out the rules for the operation of the Hall and the organization of events, as well as the rules for the provision of related services to end users and visitors.
- 1.3. Pursuant to the Contract, the Contracting Authority shall lease the Hall to the Concessionaire for the purpose of its administration and operation, including ensuring the organization of cultural, sports, social, educational or leisure events. The Contracting Authority will leave the Concessionaire the right to take the benefits arising from the operation of the Hall, i.e. primarily from the events held in the Hall and the provision of related services.
- 1.4. The Concessionaire will also be entitled to use third parties in order to ensure the holding of events and the provision of related services.
- 1.5. The Concessionaire will be entitled to sublease the Hall or its individual parts to third parties.
- 1.6. For the entire duration of the Contract, the conclusion of which will be conditioned by securing sufficient financing for the construction of the Hall, the Hall will be owned by the Contracting Authority. After the expiration of the concession period, which is designed for 15 years, the Concessionaire will hand over the Hall to the Contracting Authority

2. ESSENTIAL REQUIREMENTS RELATING TO THE OPERATION OF THE HALL

- 2.1. The hall will be handed over to the Concessionaire at the latest after the completion of its construction. During the construction of the Hall, the Concessionaire may provide the Contracting Authority with its opinions, in particular on issues of construction or the technical solution of the Hall and its equipment.
- 2.2. In order to ensure the full operability of the Hall, the Concessionaire will be obliged, under the conditions stipulated by the Contract, to keep the Hall in good working order at its own expense (taking into account normal wear and tear).
- 2.3. The Contract stipulates the scope of maintenance of the Hall, including the scope of repairs for which the Concessionaire will be responsible. The Concessionaire will submit to the Contracting Authority plans for the renewal and maintenance of the Hall, within the deadlines and with the requisites stipulated by the Contract. These plans will generally include a plan for repairs and

maintenance work, the expected duration and specification of the work, and the expected impact on the operation of the Hall.

- 2.4. The Concessionaire will be obliged to prepare and submit to the Contracting Authority reports on its activities, to the extent and frequency specified in the Contract.
- 2.5. The Concessionaire undertakes to conclude, at its own expense, an insurance contract for liability insurance for damage arising from the operation and use of the Hall. The Contract stipulates the minimum amount of the indemnity limit, as well as other possible insurance requirements of the Contracting Authority.

3. PAYMENTS AND PAYMENT TERMS

- 3.1. For the lease of the Hall, the Concessionaire will pay the Contracting Authority a fee (rent) consisting of a fixed amount (fixed part of the rent) and a % share of the Concessionaire's sales and revenues (variable part of the rent).
- 3.2. The amount of rent, resp. the amount of its fixed and variable part will depend on the results of negotiations with the participants in the concession award procedure and the final tender of the selected Concessionaire .
- 3.3. The rent will be paid quarterly for the past calendar quarter.
- 3.4. The benefits obtained by operating the Hall (i.e. revenues and revenues from the operation of the Hall, or also parking spaces and events) will become the income of the Concessionaire.

4. SECURITY

- 4.1. The Concessionaire will be obliged to provide the Contracting Authority with adequate security for the Contracting Authority's receivables from the Concessionaire, in particular receivables for the payment of contractual penalties and damages.
- 4.2. The expected form of security that will be accepted by the Contracting Authority is a bank guarantee. The Contracting Authority assumes the possibility of alternative fulfillment of this requirement also through the deposit of funds on the Client's account. Other possible forms of security, as well as the value of security, will be the subject of negotiations between the Contracting Authority and the participants in the concession award procedure within the negotiations on indicative tenders and their final form will be determined in the invitation to submit final tenders.

5. PROTECTIVE MECHANISMS

- 5.1. The Contract will provide for mechanisms to ensure that the reciprocal treatment of rights and obligations is fair even in cases where there is a qualified (Contract-defined) change in circumstances that will result in a deterioration in the position of one of the parties.
- 5.2. In the event of a breach or non-fulfillment of the obligations of the Contracting Parties, the Contract will also enable the imposition of sanctions for individual cases of non-fulfillment (always depending on the breach of a specific obligation).

6. POSSIBILITY OF EARLY TERMINATION OF THE CONTRACT

- 6.1. The Contract regulates:
 - early termination due to the failure of the Concessionaire,
 - premature termination due to failure of the Contracting Authority,

- early termination for a continuing event of force majeure,
- other reasons for terminating the cooperation of the parties.

6.2. Whether the Contract is terminated prematurely or upon expiry of the concession period, a mechanism for mutual settlement of the Contracting Parties will be established.

Annex No. 2 Procurement documents for the public contract "Operator of the Multifunctional Sports and Cultural Hall in Brno"

Orientation information about the project of the multifunctional hall

The new multifunctional hall will provide Brno with the largest and most modern background for organizing sports, cultural and congress events.

The multifunctional hall is very modern and has many uses. The entire technical equipment of the building is designed so that it is possible to organize sports, cultural and social events efficiently and economically. The hall has the shape of an oval measuring 152 × 109 meters. The maximum capacity is 13,300 spectators, at concerts or events where people can stand on the hall floor. The capacity of the hall for hockey matches is 12,714 spectators. Refreshments, shops and other services will be available for visitors in the complex. ⁴

The new multifunctional hall will allow up to 30 variants of use, of which it is possible to give as an example

- a) ICE HOCKEY (including PARA Sledge hockey) meeting the criteria of the IIHF Ice Ring Guide, IIHF Championship regulations, Manual for the implementation and reconstruction of ice hockey extra league stadiums in the Czech Republic and Sledge hockey rules (International Paralympic Committee),
- b) FIGURE SKATING (including championships of all ages and skill levels according to the rules specified by the International Skating Union - ISU (International Skating Union)
- c) FLOORBALL according to IFF criteria,
- d) HANDBALL according to IHF criteria,
- e) BASKETBALL according to FIBA criteria,
- f) VOLLEYBALL according to FIVB criteria,
- g) TENNIS according to ITF criteria,
- h) SMALL FOOTBALL according to WMF criteria
- i) FUTSAL according to FIFA criteria,
- j) BOXING,
- k) other COMBAT SPORTS,
- l) CURLING,
- m) CONCERTS,
- n) EXHIBITIONS.

Follow-up projects

The construction of such a large multifunctional arena is a major intervention in the city's infrastructure, and thus brings with it other follow-up projects and investments. It is necessary to prepare the territory itself, demolish part of the buildings, conduct a survey and provide engineering networks. At the same time, it is necessary to solve the traffic situation for individual car transport, public transport, pedestrians and cyclists. For the smooth functioning of the hall, it is important to provide enough parking spaces for visitors. Last but not least, the reconstruction of Bauerova Street is also necessary.

⁴For more information see <https://arenabrno.cz/>.

Large city ring road

One of the follow-up projects is the modification of a part of the large city ring road on Bauerova Street. The goal is safer and smoother traffic, so pedestrian crossings to the Riviera will replace two footbridges for pedestrians and cyclists. The connection of the entire Riviera will lead from the Favorit area by means of right-turning ramps. Parking along the road in the direction of Pisárky will also be canceled. The road will have four lanes, with opposite lanes separated in the middle by a physical barrier.

1st Stage of construction of surface areas

This project includes constructions that are necessary to ensure the operation of the new multifunctional hall - parking lots, pedestrian paths and connections to utilities. It will also include technological equipment related to the operation of car parks, halls and the city's camera system, including its connection to the metropolitan data network.

2nd Stage of construction of surface areas

The second part includes constructions directly related to the construction of car parks and their connection to Bauerova, Křížkovského streets and from the direction of Žabovřeská, Hlinky and Pisárecká streets. With the completion of this stage, 1,445 new parking spaces for cars and 10 parking spaces for buses will be built (assumption). There will also be technologies in the car parks enabling variable traffic signs and other information for drivers. The car park is designed in such a way that, similarly to some car parks abroad, it enables better rainwater management. It also includes an adjustment at the 4th BVV gate.

Cable car

The cable car may be built on the route of Hlinky Street and will lead from the Lipová tram stop to the University Campus in Bohunice. The cable car will be within walking distance of the multifunctional hall. It will speed up the service of new and older construction in the vicinity of the campus, the planned athletic hall and the transport terminal in front of the hospital. The cable car can accommodate up to 8 people and the whole system can transport up to 2,000 people per hour. The total transport time will be approximately 5 minutes.

Modification of the space of Veletrhy Brno, a.s. (BVV)

The construction of the multifunctional hall also entails the need to fundamentally modify the premises of the western part of BVV. The existing gates (No. 7, 8 and 9) will replace the new entrances. At the same time, existing waste management and forwarding will need to be rebuilt. A new fencing will be built on the route from Bauerova Street to the Lipová tram stop.

Lipová loop

Lipová loop is a new transfer transport hub with a higher capacity. It will be within walking distance of the multifunctional hall. It will connect the cable car leading to the University campus and the bus stop next to the Riviera shopping center. The increase of the capacity of the traffic loop will be created by adding the exit track from the loop in the direction of Mendlovo náměstí, and by adding the entry / exit path on the opposite side. This will create a transfer node that will better manage more impactful capacitive events at the Brno Exhibition Grounds.

Annex No. 3 Procurement documents for the public contract "Operator of the Multifunctional Sports and Cultural Hall in Brno"

Minimum technical conditions

Pursuant to Section 180, para. 7 of the PPA, the Contracting Authority defines the following requirements, which represent (unchanged) minimum technical conditions:

1. The Concessionaire will operate a multifunctional hall, which will be used mainly for sports, social, cultural, educational and leisure purposes.
2. The Concessionaire will perform the technical administration of the hall.

The Contracting Authority will not change or supplement the minimum technical conditions in the sense of Section 180 par. 9 of the PPA.