PUBLIC INVITATION
FOR IMPLEMENTATION OF PPP PROJECT
Doboj – Vukosavlje Motorway, part of the European Vc Corridor

I PUBLIC PARTNER

I.1) PUBLIC PARTNER NAME, ADDRESS AND CONTACT

Name: Javno preduzeće Autoputevi Republike Srpske
Address: Veselina Masleše 22
City: Banja Luka
Zip code: 78 000
Public Partner registration number: 11047459
Telephone: +387 51233 670
Fax: +387 51 233 700
E-mail: info@autoputevirs.com
Internet address: www.autoputevirs.com

Name of contact person: Dušan Topić
Telephone: +387 51233 670
Fax: +387 51 233 700
E-mail: dtopic@autoputevirs.com

Further information can be obtained from: The above mentioned contact point.
The Prequalification Document can be obtained from: The above mentioned contact point.
Specific documentation can be obtained from: The above mentioned contact point.
Application must be sent to: The above mentioned contact point.
I.2) TYPE OF PUBLIC PARTNER AND PREVAILING ACTIVITY

TYPE OF PUBLIC PARTNER

- A State-owned company (100% owned by the Republic of Srpska)

PREVAILING ACTIVITY

Pursuant to Article 13 of the Law on Public Roads of the Republic of Srpska (The Official Gazette of the Republic of Srpska no. 16/10), the business activities of the Public Partner are:

- the operation of motorways and high speed roads;
- the construction of motorways and high speed roads;
- the maintenance of motorways and high speed roads;
- the protection of motorways and high speed roads.

II AGREEMENT OBJECT

II.1) DESCRIPTION

II.1.1) Project title:

Motorway PPP: Doboj - Vukosavlje, part of the European Vc Corridor

II.1.2) Description of PPP project:

The project is for the financing, design, construction, operation, and maintenance of up to 46.6 km of a new four lane motorway from Doboj (the border of Federation of Bosnia and Herzegovina) to Vukosavlje (the border of Federation of Bosnia and Herzegovina). For the greater part, the motorway is comprised of two lanes in each direction and an emergency lane in each direction. The motorway shall also contain various bridges, tunnels and other structures. The project shall be built in two phases. Phase 1 shall have two sections and the sections can be constructed simultaneously or in series. However, Section 1 must be opened for traffic first. For the avoidance of doubt, no Availability Payment will be made for any part of the road until the Availability of Payment for Section 1 become due.

Phase 1: Doboj–Vukosavlje (border of the Federation of Bosnia and Herzegovina) (41.2 km)

| Section 1: | Doboj – Podnovlje (19.5km) |
| Section 2: | Podnovlje – Vukosavlje (border of the Federation of Bosnia and Herzegovina) (21.7km) |

The construction of Phase 2 shall be phased with the completion of the southern connection of the Vc motorway to be built by the Federation of Bosnia and Herzegovina:

Phase 2: Doboj - border of Federation of Bosnia and Herzegovina (5.4km)

The project also includes all associated new highway junctions, feeder roads, toll stations, motorway operations centres and maintenance compounds as well as weigh-in-motion sites.
The Private Partner will be remunerated for the design, construction works and operations and maintenance services to be provided via an availability payment, which shall be paid commensurate to the sequence of construction completion and the obtainment of usage permits, subject to the restrictions outlined above.

(a) Works and (v) Services:

Main location: The Republic of Srpska, Bosnia and Herzegovina, Doboj - Vukosavlje

Place of delivery: The Republic of Srpska, Bosnia and Herzegovina, Doboj - Vukosavlje
Place of service providing: The Republic of Srpska, Bosnia and Herzegovina, Doboj - Vukosavlje

II.1) AGREEMENT QUANTITY OR OBJECTIVE

II.2.1) Total quantity or objective:

46.6 km (design, construction, operation and maintenance)

II.2) PERIOD OF AGREEMENT DURATION

The overall duration of the PPP contract between JP Autoputevi RoS and the Private Partner shall be for a period of 30-40 years. The exact duration of the time period shall be defined within competitive dialogue and the provisions of the PPP contract.

III  LEGAL, ECONOMIC AND FINANCIAL AND TECHNICAL INFORMATION

III.1) REQUIREMENTS REGARDING AGREEMENT

The amount of bid security shall be Euro 500,000.
The construction performance bond shall be equivalent to 10% of the construction price.
The maintenance performance bond shall be equivalent to 5% of the value of the operations and maintenance price.
A parent company guarantee shall be required for construction, operations and maintenance upon establishment of an SPV in the Republic of Srpska by the winning bidder.

III.2) PARTICIPATION REQUIREMENTS FOR PRIVATE PARTNER SELECTION

All domestic and foreign entities that are interested are eligible to submit an Application for Participation.

In the event that the Private Partner intends to bid as a joint venture consortium (“JVC”), one member of the JVC must be appointed as the Lead Member, and shall prove such evidence of such appointment by submitting a Power of Attorney signed by a legally authorised person from each member of the JVC.

Each potential Private Partner (the “Candidate”) must fulfil as a minimum the requirements provided below and must submit evidence relating to:

- the personal situation of the Private Partner;
- its capacity to perform the professional activities;
- its economic and financial capacities;
- its technical and professional capacities.
If the Private Partner is a JVC, the members must provide references evidencing the fulfilment of the conditions prescribed under III.2.1) and III.2.2) for each member. For the conditions listed under III.2.3) and III.2.4) each member of the JVC does not have to evidence each individual criterion but the JVC as an entity must provide the requested documents.

### III.2.1) Personal situation of the Private Partner:

<table>
<thead>
<tr>
<th>Minimum criteria for participation concerning personal situation of the Private Partner:</th>
<th>The Candidate shall demonstrate its compliance with the minimum criteria as follows:</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) The Private Partner is not the subject of proceedings for the declaration of bankruptcy is not bankrupt or being subject to liquidation proceeding, nor is under suspension of business.</td>
<td>By providing a confirmation of the competent court or other competent authority of the country in which the Candidate is registered, confirming that the Private Partner is not the subject of proceedings for the declaration of bankruptcy, is not bankrupt or being subject to liquidation proceeding, nor is under suspension of business. The requested evidence must be in the form of an original or Certified Copy. Such copy to not be older than three months from its date of issuance up to the date of submission of the application.</td>
</tr>
<tr>
<td>b) The Private Partner has not been lawfully convicted for an offence relating to corruption, the laundering of income from criminal activities or for an offence relating to fraud or organised criminal activity.</td>
<td>By providing an extract from the court, not older than three months, confirming that the Private Partner has not been lawfully convicted of an offence relating to corruption, the laundering of income from criminal activities or for an offence relating to fraud or organised criminal activity. The requested evidence must be in the form of an original or Certified Copy. Such copy to not be older than three months from its date of issuance up to the date of submissions of application.</td>
</tr>
<tr>
<td>c) The Private Partner has fulfilled all obligations related to the payment of direct and indirect taxes, in accordance with the applicable regulations or regulations in its country of</td>
<td>By providing a confirmation from the competent authority that the Private Partner has fulfilled</td>
</tr>
</tbody>
</table>
III.2) Evidence of Capacity to Perform Professional Activities:

To be evidenced by providing the commercial registration extract, or similar document issued by an equivalent competent authority from the country of origin, along with all relevant professional or other adequate official registries of the country of registration of the Private Partner.

The evidences have to be provided in form of an original or certified copy of the document for each document provided.

III.2.3) Economic and Financial Capacities:

<table>
<thead>
<tr>
<th>Minimum criteria for participation concerning economic and financial capacities of the private partner:</th>
<th>The Candidate shall demonstrate its compliance with the minimum criteria as follows:</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) An average annual Revenue over a period of 36 months ending on the date of the balance sheet date of the last audited financial statements of at least EUR 500 million.</td>
<td>The Candidate shall provide evidence of its compliance with this condition by the submission of audited financial statements for the previous three closed accounting periods.</td>
</tr>
</tbody>
</table>
periods, prepared in line with IFRS effective for the given accounting period.

Should the Candidate not report its financial statements according to the above mentioned accounting standards, it shall transform the necessary data required by using and disclosing the conversion algorithm to IFRS, and such transformed data shall be verified by an auditor.

Balance sheet data in any other currency other than Euros shall be converted into Euros using the Central Bank of Bosnia and Herzegovina exchange rate effective on the last day of the accounting period for which such financial data is submitted and the profit and loss statement shall be converted using the mean annual exchange rate of the Central Bank of Bosnia and Herzegovina for the accounting period, for which the data are submitted.

For further details regarding the minimum conditions and documentation which should be submitted please see the Prequalification Document which can be obtained from the contact point.

III.2.4) Technical and Professional Capacities:

<table>
<thead>
<tr>
<th>Minimum criteria for participation concerning technical and professional capacities of the Private Partner:</th>
<th>The Candidate shall demonstrate its compliance with the minimum criteria as follows:</th>
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</thead>
</table>
|   | The Private Partner shall have performed the construction of motorways put into use in the period 2002 to date, while the total length of the motorway for which the reference is submitted must be at least 25 kilometres. The Candidate must provide the following information:

|   | (i) the total length, in kilometres, of the motorways for which project documentation has been prepared;  
(ii) the location;  
(iii) the date of completion; and  
(iv) client references. |
|---|---|

|   | The Private Partner shall have performed, in the period 2002 to date, for a period of at least 36 consecutive months the operation and maintenance of motorway(s), where the total length of the motorway for which the reference(s) is submitted must be at least 25 kilometres. The Candidate must provide the following information:

|   | (i) the total length of the operated motorway;  
(ii) the total agreed period of operation and maintenance (in months);  
(iii) the total period of performed operation and maintenance (in months);  
(iv) date of contract conclusion and the date of commencement of operation of the motorway;  
(v) the location  
(vi) the date of completion (if applicable); and  
(vii) client references. |

|   | a) Motorway Operation (day to day):  
  network management, traffic control, asset and lane closure management, dealing with emergencies, police and public liaison, daily asset inspections and safety patrols, asset condition surveys, asset inspections, ratings and asset databases, maintenance works design, planning and implementation.  

|   | b) Motorway Maintenance:  
Routine maintenance (both cyclic maintenance and reactive/emergency), structural/planned maintenance [including major maintenance of highways and structures], and winter maintenance (gritting/salting, Calcium-Chloride spreading and snow clearance). |
| c) | The Private Partner shall have experience in the construction of dual tube motorway tunnels of a minimum length of 500m in the period 2002 to date (inclusive). The length of Motorway associated with such projects is not relevant. | The Candidate must provide the following information:

(i) the total length and excavation face of constructed dual tube motorway tunnel;
(ii) the date of contract conclusion and the date of commencement of construction of the motorway tunnel;
(iii) the location;
(iv) the date of completion (if applicable); and
(v) client references. |
| d) | The Private Partner shall have experience in operating and maintaining dual tube motorway tunnels of a minimum length of 500m for a period of at least 36 consecutive months in the period 2002 to date (inclusive). | The Candidate must provide the following information:

(i) the total length and excavation face of operated dual tube motorway tunnel;
(ii) the total period of performed operation and maintenance (in months);
(iii) the date of contract conclusion and the date of commencement of operation of the motorway tunnel;
(iv) the location;
(v) the date of completion (if applicable); and
(vi) client references. |
<p>| e) | The Private Partner shall be currently or have previously participated in the operation of a PPP and/or concession project(s), which involved entering into a PPP and/or | The Candidate must provide the following information: |</p>
<table>
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<tr>
<th>Concession Agreement(s), or similar, related to road infrastructure, specifically Motorways. Each meeting the following parameters;</th>
</tr>
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<tbody>
<tr>
<td>a) PPP and/or concession project(s) including finance, design, construction, operation and maintenance, and</td>
</tr>
<tr>
<td>b) the construction element of a PPP and/or concession project(s) has been carried out and, either wholly or partially, has been put into use, and</td>
</tr>
<tr>
<td>c) the involvement in the operation of a PPP and/or concession project(s) was for a period of 5 years or more, falling wholly or partially within the period 2002 to date (inclusive), and</td>
</tr>
<tr>
<td>d) length of motorway(s) not less than 25km.</td>
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</tbody>
</table>

| (i) the dates and period of involvement; |
| (ii) information as to whether the PPP and/or Concession Project was carried out under a DBFO(T) DBFM, BOT, BOOT, BOO contract or similar; |
| (iii) the total cost of construction in million EUR; |
| (iv) the date of contract conclusion and the current status of performance of the PPP and/or Concession Project; |
| (v) the location; |
| (vi) the length in km; and |
| (vii) client references. |

<table>
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<tr>
<th>f) The Private Partner shall have experience in successfully arranging for project financing for long-term infrastructure projects (of a duration of at least five years) in the years 2002 to date (inclusive), whilst the amount of project financing for which the reference(s) are submitted must be at least, EUR 350,000,000 (three hundred and fifty million Euro).</th>
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<tbody>
<tr>
<td>The Candidate must provide the following information:</td>
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<tr>
<td>(i) the name of the financing subject or subjects, the name of the contact person who will provide supplementary information in the event of questions by the Commission for the Selection of a Private Partner of Applications and/or the Public Partner’s working telephone contact and e-mail address of the contact person;</td>
</tr>
<tr>
<td>(ii) the total acquired volume of project financing in Euro; and</td>
</tr>
<tr>
<td>(iii) the date of conclusion of the contract(s).</td>
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</table>
For further details regarding the minimum conditions and documentation to be submitted please see the Prequalification Document which can be obtained from the contact point.

IV PROCEDURE METHOD

IV.1) Competitive Dialogue

IV.1.1) Limitations Regarding Number of Participants to be Invited to Submit Initial Bids:

All Candidates must complete the Prequalification Questionnaire (the “PQQ”) and submit all the required documentation and forms annexed to the Prequalification Document in accordance with the conditions for participation and any other requirements. Any Candidate which fails to answer all the participant conditions of the Application for Participation and complete the PQQ and required annexes and forms will be regarded as non-responsive (a “Non-Responsive Bidder”).

The Public Partner shall request up to 4 (four) Candidates to participate in the further procedure which shall result in the conclusion of the PPP contract. If more than 4 (four) Candidates meet the conditions of participation, the Public Partner will apply the conditions set out below to limit the number of Candidates to 4 (four).

The following criteria will be used in the ranking of the Candidates:

- Average Total Equity of the Candidate for the previous three closed accounting periods; and
- The total combined aggregate value of construction costs for the Candidates PPP and/or Concession Project(s) (“PPP and/ or Concession Projects”) references, each reference exceeding the value of EUR 50 million (the “Cumulative Construction Costs”).

All Candidates who have submitted an Application for Participation which has met the minimum requirements will then be ranked as follows:

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Weight with respect to the overall score</th>
<th>Data Assessed</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cumulative Construction Cost of reference PPP and/or concession projects</td>
<td>60%</td>
<td>Total of the Cumulative Construction Cost for references submitted.</td>
</tr>
<tr>
<td>Average Total Equity</td>
<td>40%</td>
<td>Average Total Equity as defined.</td>
</tr>
</tbody>
</table>

Note:

a. Information and data presented for each respective criterion shall be evaluated according to the evaluation data for the respective criterion.

b. The Candidate with the best result under each respective criterion shall be assigned 100 points.
c. Each Candidate shall linearly be assigned a score which will be determined as a multiple of: (i) the results achieved by the Candidate under the respective criterion divided by the results achieved by the best Candidate under the same criterion; and (ii) the number 100.

d. The final score achieved by the Candidate for each of the aforementioned criteria shall be determined as a multiple of (i) the score achieved by the Candidate for the given criterion applying the procedure above and (ii) the percentage weight assigned to the respective criterion.

e. PPP and/or Concession Project(s) includes long-term projects (not less than 20 years duration) which involve contracting relations between public and private sectors with respect to investments into public motorway infrastructure and the provision of public services including: financing and construction of motorways with one or a combination of a shadow toll and or availability payments and or toll collected in cash or electronic toll payments. Such projects would include projects of the type: DBFO(T) (Design-Build-Finance-Operate, (Transfer)), DBFM (Design-Build-Finance-Maintain), BOT (Build-Operate-Transfer), BOOT (Build-Own-Operate-Transfer), BOO (Build-Own-Operate) or similar

If several Candidates are assigned the same total score, the final ranking of such Candidates shall be determined considering which candidate was assigned a higher score in the two categories in the order presented below:

1. Total “Cumulative Construction Cost” of PPP and/or concession projects.
2. Average Total Equity for the previous three accounting periods.

IV.1.2) Reduction of Number of Participants by Phase of Competitive Dialogue:

YES

IV.2) Criteria for selection of Private Partner

(Most favourable bid in economic terms)

Criteria:
1. Financial Proposal
2. Technical Proposal

V DEADLINE

V.1) Deadline for Receipt of each Application for Participation shall be noon 12pm CET 12 October 2012.

VI ADDITIONAL INFORMATION

Tender documentation is prepared in two phases:

- Phase I – Application for Participation/Prequalification Document; and
- Phase II – Invitation to Bidders.
The Government of the Republic of Srpska and JP Autoputevi RoS invites all interested participants to attend a Project information session to be held at the offices of EBRD in London on 6 September 2012. Further details regarding the Project information session can be obtained from the contact point.

The Application for Participation prepared by the Candidate, and all correspondence and documents related to the Application for Participation shall be submitted in English and translated into Serbian, or any official language used in Bosnia and Herzegovina, by a qualified court translator, with the English language version prevailing.

To submit a bid in response to this Public Invitation, prospective Candidates must complete an Application for Participation in accordance with the requirements of the Prequalification Document. Upon request at the contact point and upon the payment of €5,000 into the account of JP Autoputevi RoS (all payments to be made in local currency (BAM) shall be made to NLB Razvojna banka AD Banja Lukato Account No. 5620998073966893 and all payments to be made in EURO shall be made to NLB Razvojna banka AD Banja Luka utilizing BIC RAZBBA22XXXand IBAN BA39 5620 9980 8433 4641), the Public Partner shall provide all prospective Candidates with the Prequalification Documents.

The Prequalification Document is available from the day of the announcement of this Public Invitation until the deadline for the submission of an Application for Participation 12, October 2012.

The Application for Participation must be sealed in a non-transparent envelope which bears the name and address of the Candidate and must be marked as follows: “Application for Participation for the selection of a Private Partner in PPP: Doboj – Vukosavlje Motorway”.

The Public Partner reserves the right to alter the tender timetable provided in the Prequalification Documents at its discretion, subject to any minimum timescales required pursuant to the laws of the Republic of Srpska.

The Public Partner reserves the right not to award the contract outlined in this public invitation and/or to award only parts of the proposed scope.

The Application for Participation must include all documents given in this public invitation for the implementation of the PPP project and in the tender documentation, in the manner and in form set forth in the tender documentation.

All documents must be numbered, signed and put in order as detailed in the tender documentation and must contain a clear indication of contents. All sheets of the bid (except guarantee documents) must be tightly bound, contain page numbers and be initialed or signed by persons authorized to represent the applicant.

The resolutions of the Public Partner in respect of the procedure of selection of Private Partner may be disputed by initiation of an administrative dispute before the District court in Banja Luka (Okružni sud Banja Luka).