

№	Question	Answer
1.	What are the reasons for the deviation of 638 thou. BGN in cost item “Services, subscribers, subscription fees” in YTD 10.2018 vs. YTD 10.2017 in App. 1.1.7.2	The excess of BGN 638 thousand in the cost item “Services, subscribers, subscription fees” for the first 10 months of 2018 compared with the first 10 months of 2017 in Appendix 1.1.7.2. is mainly due to an increase of the value of the contract for provision of the service for state fire control, fire and emergency rescue at Sofia Airport.
2.	What are the reasons for the deviation of 973 thou. BGN in cost item “Electricity” in YTD 10.2018 vs. YTD 10.2017 in App. 1.1.7.2. Please provide the differences in consumptions in kWh for the same periods for Terminal 1 and Terminal 2 separately.	The excess of BGN 973 thousand in the cost item “Electricity” for the first 10 months of 2018 compared to the first 10 months of 2017 in Appendix 1.1.7.2 is mainly due to an increase in electricity price.
3.	In regard to question 1 from 07.12.2018 for the amount of aviation revenues for 2019 based on the tariffs from the current consultation period, we would ask you to provide us information on the Gross amount of aviation revenues by charges, incentives by charges, as well as the traffic on which these revenues were calculated /PAX and ATM/.	The information is available for review in the Virtual Data Room – <b>Appendix 2.23.</b>
4.	On 10.12.2018 you have answered to our question whether Sofia Airport EAD has signed a new agreement with BULATSA by referring to attachment 13.28 in the Virtual Data Room. The said attachment represents agreement for operational interaction dated 13.06.2018. However, our question does not relate to this agreement, but to the memorandum of agreement with BULATSA regarding the electricity supplies to Terminal 2. On 03.09.2018 you have answered that the memorandum of agreement dated 14.11.2007 (incoming No. 100-D-242 dated 21.11.2007) has expired and there was a process of drawing up a new agreement. Please clarify whether a new agreement with BULATSA is signed, and if yes - please provide it for review in the Data Room.	A memorandum of agreement on the provision of power supply to Terminal 2 from the Complex Distribution Unit 20 kV of the “Repair substation” in block No 6 of the PP for BULATSA is under preparation.
5.	Thank you for your answer dated 05.12.2018, confirming again the Grantor’s position that the upfront concession fee and the annual concession fee, as well as the expenses incurred by the concessionaire in connection with debt or equity financing of the regulated activities, are eligible cost components which can be used for the purpose of calculation of the Airport charges of Sofia Airport. We share this interpretation of the applicable law, but we are deeply concerned that it is only stated on a Q&A level, while it was clarified that the answers provided through the Q &A are not binding on the Grantor. Per argumentum a fortiori, such answers are unlikely to be also binding on DG CAA and/or the courts, which	We will review and consider the possibilities for amending the Ordinance.

will resolve the disputes between the Concessionaire and the airport users regarding the Airport Charges. We believe that it is in the best interest of all parties if any ambiguities which may give rise to such disputes are avoided.

Therefore, please confirm that the Civil Aviation Act will be amended before the bid submission deadline in a manner explicitly providing that in the scenario the airport charges are set and collected by a concessionaire of the airport, the concessionaire will be entitled to include the concession fees (both upfront and annual) in the costs for regulated activities for the purpose of calculation of the airport charges.

If this is not feasible, then please confirm that the Grantor will use its powers under paragraph 9 of the Transitional and Closing Provisions of the Ordinance on the Charges for Using the Airports for Public Use and for Air Navigation Services in the Republic of Bulgaria and will issue guideline on the interpretation of the Ordinance confirming the Grantor's position cited above (as soon as possible, but in any event before the bid submission deadline) and the Concession Agreement shall be amended in the following way:

- a) Such guideline will be included in the definition of "Laws" under the Concession Agreement;
- b) any change, revocation, repeal, modification and/or a change in interpretation of the guideline under a) will be Qualifying Change in Law;
- c) clause 34.2 of the Concession Agreement will be amended in a manner providing that the restrictions set out therein do not apply in the event of a Qualifying Change in Law resulting in the upfront and/or the annual concession fee not being accepted by the General Director of DG CAA or the court as eligible cost component for the purpose of calculation of the Airport Charges;
- d) clause 34.4 of the Concession Agreement will be amended in a manner providing that in the event of a Qualifying Change in Law resulting in the upfront and/or the annual concession fee not being accepted by the General Director of DG CAA or the courts as eligible cost component for the purpose of calculation of the Airport Charges, the Concessionaire will be entitled to terminate the Concession Agreement and the Grantor shall pay to the Concessionaire compensation on termination under the terms and conditions of Clause 40.6.2 ("Grantor Default Compensation Sum")?

<p>6. According to Art. 7, para. 1, b. the Application and the Proposal are submitted on separate electronic devices. The Power of attorney in Form B is part of the Application and is submitted on paper. However, it is unclear whether the Power of attorney in Form B should be scanned and the authenticity of the scanned copy certified by an electronic signature as required regarding the other documents attached to the Application?</p> <p>The same technical issue stands for the Participation Guarantee.</p> <p>Please confirm that the Power of Attorney in Form B and the Participation guarantee should be submitted only on paper and that no scanned copies of these documents should be uploaded on the electronic device containing the Application.</p> <p>According to Art. 7, para. 1, b. the Application and the Proposal are submitted on separate electronic devices. The Power of attorney in Form B is part of the Application and is submitted on paper. However, it is unclear whether the Power of attorney in Form B should be scanned and the authenticity of the scanned copy certified by an electronic signature as required regarding the other documents attached to the Application?</p>	<p>Power of Attorney and Participation Guarantee shall be submitted only in hard copy.</p>
<p>7. On page 97 of the Bulgarian version of the Documentation it is stated that as part of the documents for proving the requirements for issuing an Airport Operator License in accordance with the Bulgarian legislation, a list of the persons proposed to be appointed in management positions which will be responsible for the management and operation of the Airport, including the following: names, education, qualification, positions held, length of service (which shall not be less than five years) as described in more detail in Part 1 of Schedule 4 (Requirements for the Offers and Evaluation) shall be submitted.</p> <p>At the same time, on page 149 of the Bulgarian version of the Documentation, describing the content of the Organizational and Management Program, it is stated that it should contain the proposed key personnel who will be responsible for the management of the Airport during the Term of the Concession Agreement as well as attached detailed resumes of those expected to occupy the key positions, which must include as a minimum at least 5 senior and experienced top level managers who have held management posts at airports for at least 5 of the past 10 years, which together cover the indicated six areas of competence.</p>	<p>According to the Tender Documents, Part I: Application, 3 b):</p> <p>“..as to (ii) above, a list of the persons proposed to be appointed at management positions, who will be responsible for the management and operation of the Airport, including the following details: names, education, qualification, positions held, length of service (which shall not be less than five years) as better described in schedule 4 (Requirements for the Offers and Evaluation), part 1.”</p> <p>The list of people appointed in management position is the same and it is part of both the Application (for evidence of capabilities) and the Offer (as part of the Business Plan). The content and data to be included is the same as is better described in Schedule 4.</p>

<p>We think it is not clear whether the list of persons required to be enclosed to the Application is a list of those same individuals who are listed as key personnel in the Organizational and Management Program or these are two different lists.</p> <p>It is also unclear whether the Resumes (CVs) shall be enclosed to the Organizational and Management Program which is part of the Business Plan and accordingly shall be put in the third envelope with the Proposal or the resumes (CVs) of these persons are enclosed to the list of persons proposed to be appointed in managerial positions, which in our understanding is part of the electronic device with the Application, that is, the first envelope.</p> <p>Please, clarify these issues.</p>	
<p>8. In regard to the requirement to provide a password for access to the files stored on the electronic device, please confirm that it is a password to unlock the documents stored on the electronic device, not a password to unlock the electronic device.</p> <p>Also, please confirm that it is acceptable for the password to be recorded on a hard copy (a piece of paper) that will be placed in the envelope containing the respective electronic device.</p>	<p>One password on the electronic device itself will suffice. Each device password can be enclosed in its respective envelope in hard copy (piece of paper)</p>
<p>9. Since the Tender Documentation does not contain a form of the Financial Proposal that is attached to the Proposal in the third envelope, please confirm that the Financial Proposal should be prepared in free text and it will be sufficient to include the following content:</p> <p>“Hereby [name of the Participant] confirms the obligation to pay the Upfront Concession fee and proposes the following Annual Concession Fee [... %] of the Aggregate Concession Revenues (as defined below) of the Concessionaire in each Concession Year, but not less than Euro 7,669,378.22 (seven million, six hundred sixty-nine thousand, three hundred seventy-eight euro and twenty-two eurocents), VAT excluded.</p> <p>“Aggregate Concession Revenue" means, for any Concession Year (as defined in the draft Concession Agreement) or part thereof, the sum of:  (a) the aggregate cash receipts of the Concessionaire in respect of such Concession Year or part thereof representing Regulated Airport Charges (as defined in the draft</p>	<p>We confirm that there is no specific Form of Financial Proposal and that the Financial Proposal shall include as per Schedule 4, Part 2:</p> <ol style="list-style-type: none"> <li>1. Acknowledgment by the Bidder of the obligation to pay the Upfront Concession Fee;</li> <li>2. Amount of the Offered Annual Concession Fee.</li> </ol> <p>As per Schedule 4, Part 3, para I. the Financial Proposal will include the calculation of the Annual Concession Fee percentage as per the terms and the example provided therein.</p> <p>The Grantor will reserve the right to amend the relevant wording for avoidance of any doubt.</p> <p>.....</p>

<p>Concession Agreement);  (b) any other revenue, receipts or amounts received by the Concessionaire in respect of such Concession Year or part thereof, from other business of the Concessionaire (as authorised pursuant to the terms of the draft Concession Agreement);  (c) any insurance proceeds received by the Concessionaire in respect of such Concession Year or part thereof to the extent that such proceeds are in respect of lost revenue or profit.”</p>	
<p>10. In regard to the requirement to provide an affidavit from the Chief Financial Officer confirming that the financial position and the Company's Total Net Worth have not changed significantly by the end of the financial year of the last audited financial statement presented with the Application, please confirm it is acceptable that this affidavit to be signed at a date that is 14 days before the bid submission deadline.</p>	<p>Under the last version of the Tender Documents that will be published soon, the affidavit shall be signed 7 days before the bid submission deadline.</p>
<p>11. According to the Tender Documentation, in order to provide evidence for the required experience raising financing under item 4(b) of Part 1 of Schedule 3, the Bidders shall provide a certificate obtained from the relevant owner/grantor or from the financing institutions' mandated lead arranger or agent using the Form attached hereto as Form H (Experience Raising Financing Certificate) (the "Financing Certificate").</p> <p>Please confirm our understanding that:</p> <p>(a) The Bidder meets that requirement even when part of the value of the project is financed through equity investments, and other part of the value of the project is financed through debt financing, where each of these two parts is below EUR 400 million, if the total cost of the implemented project (i.e. the sum of the part financed through equity investments and the part financed through debt financing) exceeds EUR 400 million;</p> <p>(b) In the case described in item (a) above, the Bidder shall provide two certificates using Form H: one certificate signed by the Bidder in his capacity as Owner of the project regarding the part of the project financing provided through</p>	<p>a) Yes, correct, the 400m Euro can be proved with a combination of debt and equity, as shown in Form H  b) Yes, two certificates shall be provided in this example (unless the Grantor/mandated lead arranger/agent can confirm and certify also the equity investment. In such an event one certificate will suffice)  c) Yes, this is correct. No other documents are required apart from duly completed and signed Form(s) H</p>

<p>equity investments, and a second certificate regarding the debt financing raised for the project issued by the relevant financial institution.</p> <p>(c) There is no need for the Bidder to provide other documents regarding the part of the project financed through equity investments, except for the above mentioned experience raising financing certificate.</p>	
<p>12. Regarding the power of attorney of the person who will be filing the Documents for participation in the concession procedure, please specify whether the participant must leave a copy of this power of attorney at the ministry upon submission. If yes, please confirm whether this copy is placed in the general envelope with the documents for participation separately from the inner envelopes in one of the three inner envelopes (respectively in which) or is applied separately to the general outer envelope.</p>	<p>The original of the power of attorney should be submitted at the time of submission of the Application and the Offer, separate from the three envelopes containing the Application and the Offer.</p>
<p>13. With reference to your answer dated 08.11.2018, clarifying that Forms E1 and E2 (including when such are issued by the proposed subcontractors) can be signed not only by the legal representatives, but also by persons authorized under PoA, as well as there is no requirement for notarization of such PoA, please further clarify whether the PoA is required to be enclosed to the Forms, when such forms have been signed by attorney. If forms E1 and E2 are executed by a proposed subcontractor, is it necessary to enclose documents, certifying the representative powers of the persons, who sign the form on behalf of this subcontractor and if yes – please clarify what these documents should be?</p>	<p>We confirm that if forms E1 and E2 are signed by persons authorized under a PoA, such PoA shall be attached to the forms. The same will apply to subcontractors signing forms E1 and E2.</p>
<p>14. Please confirm that if the forms E1 and E2 are signed in Bulgarian language, there is no need the same forms to be also signed and submitted in English language, nor to be translated into English.</p>	<p>There is no need for English translation if the original documents are submitted in Bulgarian.</p> <p>.....</p>
<p>15. In reference to query number 9, answered on 30-November-2018, which requests more detail on calculation methodology for value of subcontracting activities as % of overall value of concession. Along with detailing the method for subcontracting, can you please also provide examples with random numbers for calculation of value corresponding to i) outsourcing revenue contracts and ii) cost contracts and iii) outsourcing Construction contracts as well. For example: Let's say cleaning and janitorial services at the airport are outsourced and Duty Free business is subconcessioned to a known Duty Free operator.</p>	<p>MTITC has required a methodological guidance on the implementation of Art. 86, paragraph 1, item 3b. of the Concessions Act. It will be published on the official website of the Concession upon receipt.</p> <p>.....</p>

<p>16. Please provide updated information on the existing as of 10.12.2018 rental contracts for premises and advertising sites located on the territory of the two terminals of Sofia Airport as well as on the rental contracts of telecommunication equipment and services "Alcatel OminPCX" including information on the new agreements and annexes thereto and on provided and / or withdrawn collaterals.</p>	<p>The information is available for review in the Virtual Data Room – <b>Appendix 3.97</b> (Land and premises rental agreements as of 10.12.2018.) All specified contracts are presented. In addition, we have provided 8 files of contracts concluded after 01.09.2018.</p> <p>The information is available for review in the Virtual Data Room - <b>Appendix 3.98</b> (Reference for current advertising zones contracts as of 10.12.2018.)</p> <p>Telecommunications equipment rental contracts “Alcatel OminPCX”: The following changes have occurred in the rental contracts in the period from 20.08 to 10.12: Contract with “Penka Agontseva-Polemi” – terminated; A new amendment has been concluded to the contract with “Urban Mobility Centre” EAD; A new amendment has been concluded to the contract with “NETERA” EOOD; Contract 100-Д-310/20.08.18 has been concluded with “Qatar Airways Group”; A new amendment has been concluded to the contract with “Traffic Broadband Communications” EOOD.</p>
<p>17. Please provide a reference for the existing contracts for parking at the public parkings of Terminal 1 and Terminal 2 up-to-date as of 10 December 2018 and please provide for review the specified contracts and all annexes thereto.</p>	<p>The information is available for review in the Virtual Data Room - <b>Appendix 3.99</b> (Contracts for subscription use of parking spaces as of 10.12.2018.) All specified contracts are provided. Additional 12 files are provided, representing contracts and amendments concluded after 01.09.2018.</p>
<p>18. A list of contracts below and above the established thresholds under the Public Procurement Act is available in the Data Room as of 20.06.2018. Please provide an updated list of all contracts effective as of December 10, 2018, concluded by Sofia Airport EAD. If the updated list contains contracts that are not provided for review in the Data Room, please provide them for review.</p>	<p>The information is available for review in the Virtual Data Room - <b>Appendix 3.100</b> (updated list of the contracts in force above and below the thresholds under the PPA and of the Assignment Letters as of 10.12.2018.) Contracts concluded after 20.06.2018 and not provided so far, are now available for review in the Physical Data Room – <b>Appendix 3.101</b>.</p>

<p>19. Please provide a list of all contracts of Sofia Airport effective as of 10.12.2018, including: ground handling agreements; lounge agreements; subscription agreements; for technical maintenance, etc., which were not concluded under the Public Procurement Act and provide copies of these not yet provided for review in the Data Room (for instance new contracts concluded during the second half of 2018)</p>	<p>The new contracts and Assignment Letters, concluded by the Airport Flight Services Directorate, that are currently in force, are available for review, as follows:  Contract 100-D-306 of 08.08.2018 for subscription services and maintenance of a telescopic boom lift - Physical Data Room – <b>Appendix 3.102.</b>  Assignment Letter 100-11822 of 30.05.2018 for subscription maintenance of weighing scale conveyors installed at Terminal 1 and Terminal 2 of Sofia Airport EAD - Physical Data Room – <b>Appendix 3.103.</b></p> <p>Information on the new contracts concluded by the Internal Control and Information Services Directorate is provided in the answer to Question 16 of this file (Telecommunications Equipment rental contract – “Alcatel OminPCX”). List of the telecommunication equipment rental contracts is available for review in the Virtual Data Room – <b>Appendix 3.104.</b>  The new contracts, concluded by the Groundhandling Service Directorate, with the following companies: ASL Airlines Ireland; Tailwind Airlines; Maccan Erixon; SkyUp Airlines; Zinex Aviation; Ural Airlines;, are available for review in the Physical Data Room – <b>Appendix 3.105.</b>  List of the groundhandling services contracts is available for review in Virtual Data Room – <b>Appendix 3.106.</b>  Information on the rental and parking contracts concluded by the Retail Directorate is provided in the answers to Questions 16 and 17 of this file.  Information on the contracts concluded by the Public Procurement Department is provided in the answer to Question 18 of this file.  Information on the contracts concluded by the Marketing, Purchasing and Logistics Departments is available for review in the Virtual Data Room – <b>Appendix 3.107.</b>  List of the legal representation contracts with lawyers is available for review in the Virtual Data Room – <b>Appendix 3.108.</b> The contracts listed there are available for review in the Physical Data Room.</p>
<p>20. Please provide a list of all contracts provided for review in the Data Room, identifying whether provided in the Physical Section or in the Electronic Section of the Data Room</p>	<p>Under item 5.1.c. each Economic Operator shall be responsible for thorough and due examination of the information provided in the Information Room.</p>