MINUTES

from the technical consultations held on 19 March 2014 at
Kaptol 27 (premises of the City of Zagreb Forums), at 10:00 o'clock, with the
participation of the City of Zagreb, potential bidders and other interested subjects;
related to the forthcoming public tender procedure for the selection of a private
partner for designing, constructing, equipping, financing, maintaining and
operating the underground car park and the appertaining sports and shopping
facility in Klaićeva Street, Zagreb.

Members in attendance:

- the City of Zagreb mayor, Mr Milan Bandić,
- Steering Committee for the realization of the procedure of granting concession
for the Project of Constructing Underground Car Park and Appertaining
Facilities at the Location of High School Sports Field at Savska-Kačićeva-
Klaićeva-Kršnjavoga
  Ms Sandra Švaljek, Ms Mirka Jozić, Mr Mate Kraljević, Mr Božidar Merlin and Mr
  Damir Cimer,
- other representatives of the City of Zagreb:
  Ms Vesna Kusin, Mr Dinko Bilić, Mr Alan Ordulj, Ms Anica Drmić, Ms Ružica Širić,
  Ms Vanja Šprajc and Ms Meri Markoč
- representatives of the Consultant, Rebel Group (TG Team):
  Mr Peter Blok, Mr Yann Pleindoux, Mr Davor Krasić, Mr Emir Bahtijarević, Mr Mario
  Krka, Mr Mladen Jugović, Ms Ema Marušić and Ms. Ana Marija Grubišić,
- representatives of the European Bank for Reconstruction and Development:
  Mr Davor Indić, Ms Lin O’Grady and Mr Matthew Jordan Tank,
- representatives of the interested subjects:
  Mr Dražen Bukal (Strabag AG), Mr Saša Marenjak and Mr Josip Čengija (PPP Centar
d.o.o.), Mr Victor Stefanescu (Bouygues Construction), Mr Zlatko Tomčić, Ms
  Kristina Vujica and Mr Marko Jedud (Capital Ing d.o.o.), Mr Stjepan Kunštek and Mr
  Gordan Koritnik (Optima projekt d.o.o.), Ms Ankica Herl Prebeg and Mr Nenad Pećur
In the opening speech, **Ms Sandra Švaljek**, deputy mayor and chairman of the Steering Committee greeted everyone present as potential partners and thanked everyone for their participation at the consultations and interest in the Project of constructing car park in Klaićeva Street. The Zagreb mayor, Mr Bandić, then gave a speech and was present for the first part of the presentation.

**Mr Milan Bandić** expressed his gratitude to the partners in this Project for their professional and responsible approach: namely, to EBRD, experts from the city administration, respectable city constructors and companies having references with inception phase.

The Project value is 30-40 million EURO. This is the first public car park to be constructed as public-private partnership; supported by the European Bank for Construction and Development, said the mayor, Mr Bandić, pointing out that seven car parks have so far been constructed in Zagreb using municipal funds. The facility in Klaićeva Street has three important characteristics, namely: resolving the issue of stationary traffic in this town area, revival of high school sports field and the construction of sports hall to be used by surrounding high schools and universities, together with additional commercial facility in order to make the investment profitable for the concessionaire. While emphasising he has no doubts as to the Project realization, the Mayor pointed out the Project must be elaborated in detail, and the car park must have entrance for cars and pedestrians on all four sides. The Project value increases as the Project becomes multifunctional.

The Zagreb mayor finally said that starting from April 1, parking fees in Zagreb will be reduced by 25% - 50% on public areas and in car parks.

**Ms Sandra Švaljek**, conducting the technical consultations, then explained the main goals of the meeting that was to take place in two parts:

1. **Project presentation**
   - **b) Consultation with the present interested subjects / discussion / summary**
2. **presentation of forthcoming phases of the time schedule**
   - **b) Consultation with the present interested subjects / discussion / summary**

The main goals of the technical consultations are introducing the idea of a PPP Project and getting the message across as well as collecting valuable market feedback related to the main principles of the Project and the selected PPP model.
The Consultations were attended by the interested investors, i.e. potential private partners, representatives of the City administration, EBRD, deputy mayor Ms Vesna Kusin and the Project associates – representatives of the Rebel consultant team.

Mr Peter Blok, the RebelGroup International BV consultant team leader, then briefly presented his team and others working on this important Project. He emphasised the importance of getting feedback, hearing questions and opinions from the Consultation participants. After the technical consultations, the Consultant Team will be preparing the tender documentation in the next couple of months and will then again, as soon as possible, contact the interested potential partners.

Mr Davor Krasić then presented the basic design of the car par project in Klaićeva (presentation attached hereto).

He pointed out that the idea of constructing a car park in Klaićeva originated over ten years ago. The idea has since been extended and upgraded, whereas today it includes the construction of a multifunctional project with public and commercial facilities. The core element of the Project remains car park, he added, which along with the high school sports field, sports hall and pedestrian underpass, is the City of Zagreb’s priority. The latest approach from 2013 conceives the Project as a public-private partnership.

According to the current plan, the commercial facilities would extend on the area of 4 to 5 thousand square meters on level -1 (or a different level depending on the technical characteristics of the Project), but this is yet to be agreed with the investors according to their ideas regarding the best use of the offered premises. This fact gives added value to the Project and will surely attract a larger number of investors. The construction of sports hall is subject to the urban planning rules applicable for this part of the town, which limit the construction to 3.6m above the ground, meaning a part of the hall must be below the ground level.

Taking into account the context surrounding the future complex – schools, universities, hospital, dental polyclinics, the museum, Croatian Chamber of Economy, Croatian National Theatre – the car park would be utilized, and combined with the appertaining facilities – evidently lacking in this part of town, it would complete the western part of town and solve the issue of stationary traffic, pointed out the consultant, Mr Davor Krasić. The car park would enable the users to park and walk to the city centre. He also pointed out that the currently valid General Urban Plan does not allow the construction of a car park in this area, save for the car park in Klaićeva, which additionally raises competitiveness of the project.

The agreement between the concessionaire and the City will define the manner in which the potential reduction of investors’ profit will be compensated for in the event the parking
fees are reduced, and vice versa, should the fees increase. Mr Davor Krasić reminded there is an initial technical project, which however, when presented to potential investors in 2010, showed that the companies interested in an investment undertaking, were not inclined to having the project parameters fixed. The approach is now towards a more flexible project in order to have a realistic project capable of satisfying the needs and priorities of the City of Zagreb, and yet such that it is profitable for the investors. The City of Zagreb will set only minimum technical requirements, whereas the investor is expected to produce proposals making the Project maximally profitable.

After the first part of the presentation, Ms Sandra Švaljek invited everyone present to participate in the discussion.

QUESTION 1
Mr Zlatko Kirin (GEA International) requested information on the technical characteristics of the Project, more precisely, how the exit from the future underpass towards Children's Clinic in Klaićeva is envisaged, bearing in mind the location is very busy and the exit to the pavement is actually questionable. He supposes the planned exit should be in the yard of the Children’s Clinic which does not leave enough room for the elevator or a bit more spacious stairway. Another matter to be dealt with relates to the plot’s ownership issues to be resolved with the hospital.

REPLY:
Mr Mladen Jugović, member of the consultant team, replied that the connection between the car park and the Children’s Clinic in Klaićeva Street is envisaged for level -1: the entrance is directly to the hospital from the elevator zone. There is no connection whatsoever with the upper level. No special entrance into the underpass leading to the hospital is designed for the pedestrians coming from the outside. The underpass is intended to be used only by the users of the car park services. Others (coming from the upper level) may use the fire stairway located next to the passage – approached from the upper level. Complete project documentation for underpass permits has been obtained.

Mr Zlatko Tomčić (Capital Ing d.o.o.) requested to speak on this issue as the director of the company which created the Project conceptual design. He said there is a special elevator for the pedestrians, directly connected with the hospital from the level -1 as well as a direct link to the hospital elevator. There is a special elevator on the green area, next to the pavement which everyone coming from outside into the car park may use, just as any citizen who parked in the underground car park may directly use the hospital elevator.

QUESTION 2
Questions posed by Mr Saša Marenjak (PPP Centar d.o.o.) are as follows: Will this be organized as a concession and, if so, what will the concession include, will this be an availability-based private partnership contract? Is the contact going to be on or off the City of Zagreb’s balance sheet?

REPLY:
Mr Peter Blok replied that in his opinion, this is a PPP since the Project includes additional public functions which will be paid for by the City of Zagreb to the private partner. This is not a typical concession since, in a concession agreement, the concessionaire would be obliged to pay a fee to the City of Zagreb. Structuring the Project on or off the balance
sheet will be agreed afterwards with the City of Zagreb, but it is likely to be off the balance sheet depending on the entire business case. The availability-based PPP would be more expensive for the City of Zagreb, according to Mr Blok. However, all is still in the negotiation phase with the City of Zagreb.

Mr Yann Pleindoux indicated that in principle the project may be treated off-balance sheet for the city of Zagreb, as with regards to Eurostat rules the risk transfer structure may justify it. Even with an off-balance sheet asset, the legal ownership with remain with the city, and the financing arranged via an SPV. The most critical aspect is the payment structure, for which the city recognises that the addition of public component justifies a public contribution as these assets have no commercial prospective and the demand risk remains with the city. Other elements such as operating risk and construction risk being allocated to the contractor, it can be in our view enough to justify off-balance sheet treatment (subject to confirmation by the competent authority).

Ms Helena Morović from the Law Office Barović replied to Mr Kirin regarding the ownership relationships relevant for the construction of the underpass and the elevator that would enter into the Children’s Clinic yard. She said the ownership title always remains with public partner structure, i.e. the City of Zagreb – whether it is a concession or a PPP, and the private partner is only granted the right of usage for a definite period. Thus, the question of ownership issues does not need to be tacked here. The right of ownership is not questionable and is not a problem here.

QUESTION 3

Mr Antonio Perez Montes (Abacus&Partners) understood that parking is the main part of the Project and wondered whether a demand study has been performed bearing in mind the concession is based on the demand. Is there a study backing the demand of a minimum of 350 parking spaces? If there is a study, he wanted to know what the usage rate i.e. the average annual usage rate for 350 parking spaces would be (30%, 35%)?

REPLY:

Mr Davor Krasić replied that based on the existing estimates, the number of 350 parking spaces was taken as the minimum. Namely, the original project was based on 600 parking spaces but based on new studies, the minimum was set at 350 parking spaces. The private concessionaire should evaluate whether it would be profitable to construct more parking spaces, i.e. whether it can offer a larger capacity. He understands the question related to the usage rate, but cannot give the percentage at this point.

QUESTION 4

Related to the usage of appertaining sports facilities, Mr Antonio Perez Montes wanted to know whether a demand study has been performed, what the profit would be, how the services would be paid for, whether the facilities would be open for public use and how the public partner would participate financially. Additionally, the question raised by Mr Perez Montes was related to the possibility of having the facilities, e.g. fitness clubs, open for public use (citizens and companies) at the weekends and in the evenings – as customary in southern Europe.

REPLY: Mr Peter Blok replied that most facilities will be used by the public partner and will be regulated under a contract. The sports hall will be used by the students and neighbouring schools during the day, but there is possibility it might be open for other interested subjects during the weekends and in the evenings. This will later be agreed with the private partner, as will the fee arrangements. He said the sports hall will be maximally
3.6m above the ground, with the possibility to organize other activities, besides sports activities, in the sports hall. The ground level will host the high school sports field.

QUESTION 5
Mr Antonio Perez Montes asked whether the demand for the planned commercial facilities has been studied and whether the demand studies for all three elements of the Project will be included in the tender documentation.

REPLY
Ms Sandra Švaljek replied that in this part of town there are no big shopping centres although the number of people in the area, considering the vicinity of schools, universities and the hospital is pretty high. Consequently, it is obvious there exists a need for shopping facilities.

Mr Peter Blok pointed out shopping centres are already showing interest in this object. This space is suitable for stores used for daily supplies, and not for luxury stores, and will not pose competition to the luxury city centre stores. Besides, the shopping facilities are planned on level -1 – something not acceptable to luxury stores.

Mr Davor Krasić pointed out that around 10,500 people visit this area on an average day (not including the residents) – all of which are potential users of the shopping facilities. Regarding the demand study as part of tender documentation, Mr Peter Blok said the investors will be requested to prepare their own feasibility studies. As far as commercial facilities are concerned, their size will depend on the amount of construction costs and the feasibility estimate conducted by the private partner. Commercial facilities are an option left for the private partner to decide.

QUESTION 6

Mr Victor Stefanescu (Bouygues Construction) required an explanation as to the necessity of limiting the construction of shopping facilities above the ground. Namely, attractiveness of shopping facilities located above the ground would be greater, and would enable opening luxury stores, consequently making the profit, i.e. return on investment higher. Mr Victor Stefanescu suggested competitive dialogue for the tender procedure which would yield best ideas from the private partner.

REPLY
Mr Peter Blok explained the restrictions are set by the urban plan. Pursuant to the valid General Urban Plan, construction above ground level is not allowed on this location considering the project is located in the green zone (as it is visible on the Project map). All activities taking place on the ground level must be sports-recreational, hence the limitations.

QUESTION 7
Mr Victor Stefanescu (Bouygues Construction) noticed the location permit has already been obtained – this limits the project content in advance which is not positive in the context of a public-private partnership. These limitations will not help in generating fresh ideas from private partners.

REPLY
Mr Peter Blok explained that the City of Zagreb intends to keep the Project flexible as much as possible, i.e. will ask the private partner to suggest its ideas. Considering the project design will most likely be different from the initially agreed one, the necessary permits will need to be obtained again.

Ms Sandra Švaljek said that today’s presentation did not make many references to the initial Project precisely in order to leave to a potential partner as much flexibility as possible, subject of course to complying with certain necessary requirements.

QUESTION 8
Mr Matthew Jordan Tank (EBRD) considers today’s discussion to be a positive one since it was focused on flexibility and the possibility of innovativeness in the Project, all in order to include the private sector with its proposals as much as possible. The plans for the Project development have existed for 10 years, initially as a public investment. By changing the financing model, it is important to change the initial project and make it more flexible so as to make it feasible to the private partner. What the City is planning to do, and has EBRD’s support to do, is to contribute with its know-how whereas the private sector should contribute with the expertise. It is likewise important to define the main criteria for contract award that will enable flexibility to the private partner, such as: optimal number of parking spaces, duration of the concession and the level of the City’s financial participation that will contribute to the Project feasibility. This opens a discussion on commercial facilities that will enable Project’s bankability with the generated income and will reduce the level of the required City’s financial participation.

QUESTION 9
Mr Zoran Bašić (Evolvo MS Zagreb) is interested in project flexibility and the City’s standpoint regarding the existing sports hall of the Faculty of Food Technology and Biotechnology which is definitely 3.6m above the ground and regarding the existing hospitality facilities with respect to increasing flexibility and developing the plot commercially.

REPLY:
Ms Sandra Švaljek replied that, considering the colleagues in charge of urban issues are not present at the consultations, this question cannot be precisely answered, but also added that, according to the General Urban Plan, the project is positioned in a sports-recreational zone, meaning what already exists is fixed. If anyone needs additional consultations regarding this matter, this can be arranged.

Mr Davor Krasić said that according to the General Urban Plan, the entire zone is recreational, save for the location of the car park.

Ms Ema Marušić added that the sports hall of the Faculty of Food Technology and Biotechnology located in the left corner of the map is not in the project scope, is not part of the plot which is subject matter of this Project and is a protected building.

Ms Vesna Kusin said that, considering this is a protected cultural heritage, agreement with the investors may be made only to a certain extent.

QUESTION 10
Mr Antonio Perez Montes pointed out that he had expected the City of Zagreb to have clearly defined demands towards the investors, but now sees this is expected from the
private partners during the competitive dialogue. He requests clear rules and guarantee for the invested time and money.

REPLY:
Mr Yann Pleindoux indicated that the city and its advisors have made their own business case and projections. The purpose of the meeting is to understand whether the combination of components is a viable approach and can be tackled by the same proponents, as well as to stimulate discussions. The city wants to remain open to alternative propositions and flexible design to be able to further formulate a clear demand to the market in the form of a tender.
Ms Sandra Švaljek replied that this issue will be further discussed after the break.

QUESTION 11
Mr Saša Marenjak asked whether feasibility study has been prepared already or the cost comparator will be made only after receiving response and calculations from private partners, pursuant to the Public-Private Partnership Act.

REPLY
Mr Peter Blok said that business case analysis has been prepared. There were two steps in the approach: the initial design which was then abandoned due to difficulties in the feasibility of such project, to finally create a feasible Project. It is due to the possibility of the City to financially participate in the business case that the Project can finally be considered feasible and, including the added functionalities, of public interest. Commercial facilities will also improve the business case for the investors, especially if companies willing to give usage guarantee in the first period of the Project show interest in participation. In the first phase of interacting with potential private partners, it is important to find out whether specific ideas regarding this issue can be obtained. The Project is still being developed, and best options for the Project are yet to be found.
Ms Sandra Švaljek pointed out that many of the points in the Project are not fixed, e.g. whether there will be two or three levels below the ground, the number of parking spaces ranges from 350 to 600, whether a shopping area will be included or not. All this will have impact on the final calculation, i.e. feasibility of the Project, everything remains open.

The second part of the presentation, related to the strategy and public tender phases was given by Mr Yann Pleindoux (presentation is attached hereto).

TEXT AS SPOKEN BY THE CONFERENCE INTERPRETER
Open approach and Project flexibility permitted by the City require a competitive dialogue. He considers the competitive dialogue is a long and expensive process for such a small investment project, and today is the opportunity to get feedback and proposals regarding the tender strategy.
The core element of the Project is the parking space and parking area, whereas it is up to the private partner to decide the structure of the Project regarding the remaining part of the commercial facilities. The goal is to reduce the City’s participation, thus making the proposal more attractive. The following 2-step approach is suggested. In the first step, the interested investors will present their project proposals on a strategic level. In the next step, bidders having the best ratio between strategy and proposal quality will be shortlisted and will enter the next step in which the best bidder will be selected. The underlying approach to the bidding process is to first indicate the bid components that meet all minimum
requirements, then rank offers that meet the threshold; the second step is to identify how bidder improve the financial offer to the city and how the development of commercial component at their own risk contributes to reduce the financial contribution of the city. The bids are compared on Net Present Value

A certain number of bidders would be selected in the prequalification procedure, after which a round of dialogue would follow and proposals of facilities. We anticipate that Criteria for the ranking of bidders will be the level of City’s financial participation, the number of offered parking spaces and the duration of concession; in the second step, the bidders will be required to clarify how their approach on commercial parts at risk can lower the total contribution, which can lead to change the first step ranking

A clear vision of the demand exists, but the main focus is on enabling flexibility of the Project. The intention is not to limit the investor but get the best Project structure, such that it can function. Today’s technical consultations are focused towards gaining a strategic vision and project bankability, all in order to avoid a long-lasting competitive dialogue. Hence, the private sector is expected to come with its strategic plans and proposals.

Ms Sandra Švaljek emphasised the importance of making the further selection procedure as short, simple and economic as possible. She invited everyone present to participate in the discussion.

QUESTION 12

Mr Zlatko Kirin (GEA International) requested data on the utilization of the existing parking capacities.

REPLY:

Ms Mirka Jozić said that she currently does not have such data, but they exist and can be prepared.

When Mr Peter Blok asked the participants to express their opinion regarding the presented tender strategy (which is somewhat different from a standard competitive dialogue), Mr Antonio Perez Montes replied that the public sector is usually expected to have an idea of the project and demands to be imposed on the private sector. Once this is clear, the investors prepare their own demand and cost study, estimate whether the project is feasible and attractive and then present it to the public partner. If however, an investor is not selected, and has made significant investments in order to participate at the tender, the investor expects to receive compensation for the invested resources.

Mr Victor Stefanescu (Bouygues Construction) pointed out that the necessary studies can be a part of tender documentation produced by the public partner in order for everyone to have basic information. The return of costs for preparing this can be obtained through tendering and private partner proposals.

Ms Sandra Švaljek pointed out this is a complex project including different facilities of the private partner’s choice, meaning feasibility of each proposal will be different.

Mr Antonio Perez Montes pointed out the City of Zagreb should be aware that the users will only pay for the parking fee, whereas the City of Zagreb should contribute financially for other public facilities, such as the underpass and the sports hall; otherwise, the fees will be too high and non-competitive.

Ms Sandra Švaljek said that the City of Zagreb does not expect all costs to be borne by the private partner and the City of Zagreb is prepared to contribute financially to the bankability of the Project.
Mr Victor Stefanescu (Bouygues Construction) mentioned the example of Zagreb Airport, where the core elements of the project had already been set, whereas the private partner prepared a new design for the project. Thus, core elements of the project should come from the public partner.

Mr Peter Blok said that the combination of parking and public facilities has not been defined yet and should become known in the discussion with the investors after the pre-qualification procedure.

A part of closing presentation given by Mr Blok regarding the exchange of ideas and discussions, as well as the following text marked red is not recorded on the tape, the microphone was not on.

QUESTION 13
Mr Saša Marenjak asked whether the private partner will be receiving a fee during the construction phase. Considering there is a possibility of participation by EBRD, do we know under which terms EBRD would finance the Project?
REPLY:
Ms Mirka Jozić said that paying compensation fee during the construction phase is not planned.
Mr Davor Indić replied that terms of a potential EBRD investment are agreed directly with the contractor in the tendering phase when the investor is preparing its financial proposal. The terms are not announced on a „notice board“.
Ms Švaljek pointed out that the original project was oversized, whereas downsizing of the project was motivated by the demand and supply. However, considering the concession is to last for a long period of time, this is all left for discussion.

Mr Matthew Jordan Tank (EBRD) emphasized the importance of giving guarantees to the private partner regarding the parking fees. The fees of on-street parking cannot be lower than the car park fees, since the reduction of on-street parking fees, or worse, free parking, would jeopardize the project bankability. This should be guaranteed to the private partner during the concession period.
Mr Antonio Perez Montes considers that the public partner should also control the offer of parking spaces.

QUESTION 14
Ms Lin O'Grady (EBRD) asked a definition of PPP and concession.
REPLY:
Mr Mario Krka explained the Project is a combination of a concession and PPP. The Republic of Croatia has both the Concession Act and the Public-Private Partnership Act. Basically, this Project should undergo PPP procedure because it includes both public and commercial elements as well as availability payment. A part of the Project will be organized according to the provisions of the Concession Act, and another part according to the provisions of the PPP Act. Considering the Project is to include public activities, a licence from the PPP Agency is required.
Mr Peter Blok added that under a concession contract, the private partner would pay to the City of Zagreb, whereas in a PPP contract, the City of Zagreb would pay to the private partner.
A part of discussion regarding concession and PPP is missing/the microphone is not on.

**Mr Mario Krka** believes it would be better to use the term “private partner” rather than the “concessionaire”.

**QUESTION 15**

**Mr Matthew Jordan Tank** (EBRD) required an explanation regarding the minimum of 350 parking spaces.

**REPLY:**

**Mr Davor Krasić** replied this is due to the City’s rule regarding commercial contents and the number of parking spaces and is regulated under the General Urban Plan. If commercial facilities cover a certain surface, then the criterion regarding the number of parking should be complied with. Another matter that requires planning are the spaces necessary for other activities in the neighbouring area (faculty, Croatian Chamber of Economy, Croatian National Theatre, schools). The consultant team estimated the number at 350 parking spaces.

Mr Antonio Perez Montes expressed his doubt as to the demand for parking spaces. He reminded that it is important that the city has identified the demand and requirement in terms of parking capacity as private investor will only commit resources to prepare a study if they are willing to pursue the project; such decision should rely on more clear information from the city to understand the potential.

**REPLY:**

**Conclusions:**

1) The information package including the Minutes, two presentations given at the technical consultations and detailed quantitative data on the demand projections as they were prepared in the Business Case, with a clear indication of the underlying assumptions, will be delivered to the interested subject that announced their participation.

2) All other questions can be sent to email address: [meri.markoc@zagreb.hr](mailto:meri.markoc@zagreb.hr)

Technical consultations adjourned at 1:20 p.m.

Minutes prepared by:
Meri Markoč
Vanja Šprajč

**STEERING COMMITTEE CHAIRPERSON**
dr.sc. Sandra Švaljek

Minutes approved by:
Ružica Širić
Attachment:
1. Technical consultations Presentation (part I)
2. Technical consultations Presentation (part II)