



# **SHIFT2RAIL JOINT UNDERTAKING**

## **ANNEXES TO THE INVITATION TO SHIFT2RAIL JU ASSOCIATED MEMBERS TO SUBMIT AN ANSWER IN VIEW OF THE REALIGNMENT OF THEIR ACTIVITIES AND ADDITIONAL COMMITMENT TO THE SHIFT2RAIL PROGRAMME**

ANNEX I – Template Cover Letter

ANNEX II – Associated Member’s Proposed Adjusted Activities

ANNEX III – Proposed New Entities

- Appendix A - Template - Operational and Financial Offer
- Appendix B - Declaration on honour with respect to the exclusion criteria and absence of conflict of interest

*Ref. S2R.17.AM*

***20 June 2017***

# Annex I

## Template – Cover letter

<Place, Date>

<First Name> <Last Name>

<Entity]>

<Address>

<Postal Code>

<Country>

Ref: <...>

Subject: Reply to Invitation No S2R.17.AM

<Paragraph 1:

- The names, telephone, fax numbers and e-mail addresses of the persons who will be responsible for the technical and contractual management, if different from the existing Membership Agreement;
- The name, address, fax, telephone number and e-mail addresses of the contact person to whom all communications relating to this invitation should be addressed to;
- The full name and function of the person empowered to sign the amendments to the Membership Agreement;>

<Paragraph 2: Identification of the Innovation Programme(s) or CCA to which they wish to contribute and the indicative R&I contribution they wish to make.

<Paragraph 3: Identification of the proposed new entity/-ies, if relevant. This should include a statement certifying that such entities (or, in the case of consortia and groupings, any of their members) are not an affiliate to a Founding Member of the S2R JU.>

<Paragraph 4: The length of the validity period of the answer; Acknowledgment of the acceptance of the rules and procedures set out in this invitation >

<Name and signature of the authorised representative of the entity (of the coordinator of the consortium, in case of a consortium applying)>

Appendices:

- Appendix I: A Declaration on honour (in the template provided as Appendix B of the Invitation), to be duly signed and dated by each proposed new entity.
- Appendix II: A duly filled in and signed legal entities' form<sup>1</sup> to be duly signed and dated by each proposed new entity, accompanied by all the supporting documents requested at the bottom of this form.
- Appendix III: For each proposed new entity, the balance sheets or extracts from balance sheets for the last five financial years, and a statement of overall turnover and turnover relating to the relevant services for the last five financial years (both types of documentation for each consortium member in case of a consortium).
- Appendix IV: **Any other additional information/documentation, if applicable.**

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<sup>1</sup> [http://ec.europa.eu/budget/contracts\\_grants/info\\_contracts/legal\\_entities/legal\\_entities\\_en.cfm](http://ec.europa.eu/budget/contracts_grants/info_contracts/legal_entities/legal_entities_en.cfm)

## **Annex II – ASSOCIATED MEMBER’S PROPOSED ADJUSTED ACTIVITIES**

Associated Members are requested to specify how they intend to adjust their respective contributions to S2R activities and to what extent such adjustments are likely to add value to the overall S2R Programme and their impact.

*Please use as many pages as necessary.*

### **1. Detailed overview of the proposed R&I activities**

- *Detailed description of the additional R&I activities*
- *Detailed description of possible reallocation of R&I activities*

*per TD and IP, which the Member shall commit to contribute directly or with the addition of new entities;*

### **2. Financial impact on the Member contribution on the reallocation of resources associated with proposed R&I activities**

*Value of the impact of the changes mentioned in 1. here above on the member contribution per IP/CCA/TD/WA (+ or -) and overall results*

### **3. Where relevant, detailed description of proposed involvement of new entities (please refer to ANNEX III for the provision of administrative, operational and financial information pertaining to these entities.)**



## **Annex III – PROPOSED NEW ENTITIES**

# Appendix A – Template - Operational and Financial Offer

*For use only in the event of proposed new entities.  
Please use as many pages as necessary.*

## **Chapter 1: General presentation of the proposed new entities**

**Part 1:** Please provide a complete and duly supported description of each entity, of its core activities and of its organisational structure.

- In the case of groupings or consortia: Please provide this description for each constituent entity of the grouping or consortium. Please also indicate how the different partners intend to collaborate and work effectively together.
- In the case of applicants from other countries: If one or more of the participants requesting EU funding is based in a country that is not automatically eligible for such funding (entities from Member States of the EU, from Associated Countries and from one of the countries in the exhaustive list included in General Annex A of the work programme are automatically eligible for EU funding), explain why the participation of the entity in question is essential to carrying out the project.

If the participant or, in the case of consortia or groupings, the constituent entity, a) envisages that part of its work will be performed by linked third parties or (b) envisages the use of contributions in kind provided by third parties, please identify the potential partners and provide a description of the type of entities that it would wish to collaborate with<sup>2</sup>.

**Part 2:** Please describe your interest and knowledge of the rail sector and/or of the manufacture and supply of equipment and/or services of relevance to the European rail sector and the added value of your participation to the S2R Programme.

- Please provide a short description of the proposed new entity's/ies' expected contributions to the attractiveness and competitiveness of the European rail sector.
- Please provide an explanation of how the proposed entity's/ies' profile matches the general and specific objectives of the Invitation. In the case of groupings or consortia, please indicate how the members complement one another (and cover the value chain, where appropriate). In what way would each of them contribute to objective set out in the Invitation?
- Please provide a list of areas and topics, in relation to the initial description of the relevant activities, on which the proposed new entity/ies has/ve a proven experience and which constitute(s) a benefit for the Shift2Rail Programme.

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<sup>2</sup> Any possible use of subcontracting shall be in accordance with the provisions of the H2020 Model Grant Agreement applicable at the time of the award of the activities.

## ***Chapter 2: Proof of research and innovation capability and technical excellence***

Please provide, for each proposed new entity, where relevant, the following (if available):

- a short description of the profile of the persons who will be primarily responsible for carrying out the proposed research and/or innovation activities;
- a list of up to 5 relevant previous R&D projects or activities, connected to the objectives of Shift2Rail (in particular any projects funded at EU level);
- a list of up to 5 relevant publications, and/or products, technology references or services (including widely-used datasets or software);
- a list of up to 5 relevant examples of R&D activities that have been implemented or taken up by the market, or of contributions to the rationalisation of research, development and validation activities (including the optimal use of existing developments and enhancing interoperability of the rail system), or other relevant achievements;
- a description of any significant infrastructure and/or any major items of technical equipment, relevant to the proposed work (such as research labs, test vehicles, test tracks or other);

## ***Chapter 3: Proof of management capability***

Please provide, for each proposed new entity, the following (if available):

- a list of up to 5 references demonstrating the entity's (and, where applicable, consortium/grouping's leader's) capacity to manage, coordinate and carry out large-scale research, development and validation projects involving multiple participants, as well as its competence in change management, in particular during the integration of new technical systems.
- a demonstration of the entity's (and, where applicable, consortium/grouping's leader's) experience and capacity to collaborate with different types of organisations and stakeholders (e.g. private or public companies active in the rail sector or other relevant sectors, SMEs, research organisations, universities).

## ***Chapter 4: Planned contribution***

**Associated Members should specify how they intend to involve proposed new entities.**

**Part 1:** Please provide a description of the nature and implications of the involvement of the proposed new entity/ies.

Associated Members should indicate clearly the relevant Innovation Programme(s), individual research areas and cross-cutting activities, where relevant.

Associated Members should:

- describe how the involvement of the new entities would address the challenges set out in the Invitation;
- describe how such involvement will contribute to the general and specific objectives set out in the S2R Master Plan and MAAP and any other important impacts.

**Part 2:** Please provide an estimated value of each proposed new entity’s own contribution.

- The estimated own contribution should be provided in Euros, using the following template table and excluding any co-financing from the S2R JU, bearing in mind that the figures provided represent an indicative commitment and that the detailed definition of contributions to indirect actions carried out by the S2R JU (and the exact contributions of the different members to those indirect actions).

(in Euros)	Indicative own contribution to Indirect Actions			Indicative own contribution to the JU administrative costs*	Indicative own contribution to Additional activities**
	Total R&I Cost (a)	Estimated co-funding requested as per invitation (b)	Net own contribution to Indirect Actions (IKOP) (a-b)		
Innovation Programme [...]	[...]	[...]	[...]	[...]	[...]
Innovation Programme [...]	[...]	[...]	[...]		
<b>TOTAL</b>	[...]	[...]	[...]	[...]	[...]
<b>Applicant's total own contribution to the Shift2Rail Programme:</b>					

\* Calculated as 4.5% of the candidate's planned contribution to the indirect actions. With the exception of research centres and universities who are not required to provide a financial contribution to the administrative costs of the S2R JU.

\*\* Calculated as one third of the candidate's planned contribution to the indirect actions

- The estimated contribution should provide an indicative split between the lead entities’ contribution and those of affiliated entities. In the case of groupings or consortia, the description should indicate the split between the contributions of the individual

members of the consortium or grouping, taking into account that each member of the consortium should make a significant contribution to the overall activities proposed by the consortium. Evidence should be provided, of sufficient availability of R&I capacities in the EU or in countries associated to Horizon 2020 to carry out their planned activities.

### ***Chapter 5: Dissemination and exploitation***

Please provide:

- An indicative plan for the dissemination and exploitation of the results brought by the participation in Shift2Rail of (the) additional entity/ies,
- A brief description of the issues relating to intellectual property rights which should be considered in relation to the involvement of additional entities (background, access rights).

## Appendix B – Declaration on honour with respect to the exclusion criteria and absence of conflict of interest

*To be completed by and for each proposed new entity.*

*(Complete or delete the parts in grey italics in parentheses)*

[Choose options for parts in grey between square brackets]

The undersigned (*insert name of the signatory of this form*):

- in [his][her] own name (*for a natural person*), or
- representing the following legal person:

full official name:

official legal form:

full official address:

VAT registration number:

- declares that [the above-mentioned legal person][he][she] is not in one of the following situations:
  - a) is bankrupt or being wound up, is having its affairs administered by the courts, has entered into an arrangement with creditors, has suspended business activities, is the subject of proceedings concerning those matters, or is in any analogous situation arising from a similar procedure provided for in national legislation or regulations;
  - b) has been convicted of an offence concerning professional conduct by a judgment of a competent authority of a Member State which has the force of *res judicata*;
  - c) has been guilty of grave professional misconduct proven by any means which the S2R JU can justify;
  - d) is not in compliance with all its obligations relating to the payment of social security contributions and the payment of taxes in accordance with the legal provisions of the country in which it is established, with those of the country of the S2R JU and those of the country where the activities are to be performed;
  - e) has been the subject of a judgement which has the force of *res judicata* for fraud, corruption, involvement in a criminal organisation, money laundering or any other illegal activity, where such activity is detrimental to the Union's financial interests;
  - f) is subject to an administrative penalty for being guilty of misrepresenting the information required by the S2R JU as a condition of participation in a grant award procedure or procurement procedure or failing to supply this information, or having been declared to be in serious breach of its obligations under contracts or agreements covered by the Union's budget.
- (*Only for legal persons other than Member States and local authorities, otherwise delete*) declares that the natural persons with power of representation, decision-making or

control<sup>3</sup> over the above-mentioned legal entity are not in the situations referred to in b) and e) above;

➤ declares that [the above-mentioned legal person][he][she]:

- g) has no conflict of interest in connection with the present invitation and the resulting agreements; a conflict of interest could arise in particular as a result of economic interests, political or national affinity, family, emotional life or any other shared interest;
- h) will inform the S2R JU, without delay, of any situation considered a conflict of interest or which could give rise to a conflict of interest;
- i) has not granted and will not grant, has not sought and will not seek, has not attempted and will not attempt to obtain, and has not accepted and will not accept any advantage, financial or in kind, to or from any party whatsoever, where such advantage constitutes an illegal practice or involves corruption, either directly or indirectly, inasmuch as it is an incentive or reward relating to award of a contract;
- j) provided accurate, sincere and complete information to the S2R JU within the context of this procedure

In case of acceptance, the following evidence should be provided upon request and within the time limit set by the S2R JU:

For situations described in (a), (b) and (e), production of a recent extract from the judicial record is required or, failing that, a recent equivalent document issued by a judicial or administrative authority in the country of origin or provenance showing that those requirements are satisfied. Where the candidate is a legal person and the national legislation of the country in which the candidate is established does not allow the provision of such documents for legal persons, the documents should be provided for natural persons, such as the company directors or any person with powers of representation, decision making or control in relation to the candidate.

For the situation described in point (d) above, recent certificates or letters issued by the competent authorities of the country concerned are required. These documents must provide evidence covering all taxes and social security contributions for which the candidate is liable, including for example, VAT, income tax (natural persons only), company tax (legal persons only) and social security contributions.

For any of the situations (a), (b), (d) or (e), where any document described in two paragraphs above is not issued in the country concerned, it may be replaced by a sworn or, failing that, a solemn statement made by the interested party before a judicial or administrative authority, a notary or a qualified professional body in his country of origin or provenance.

If the candidate member is a legal person, information on the natural persons with power of representation, decision making or control over the legal person should be provided only upon request by the contracting authority.

Full name

Date

Signature

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<sup>3</sup> This covers the company directors, members of the management or supervisory bodies, and cases where one natural person holds a majority of shares.