



Cherenkov Telescope Array
Cost Book

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Appendix C In-Kind Review Committee: Remit and Procedures

The shareholders of the CTA Observatory GmbH on the basis of the Articles of Association of the CTA Observatory GmbH and recommendation by the CTA Resource Board have established an In-Kind Review Committee.

Remit of the IKRC

1. The In-Kind Review Committee will assess the process of calls for in-kind contributions to the CTA observatory, evaluate proposals received, provide recommendations on the selection of proposals to the council and advise on the contracting and reviewing process of in-kind contributions. The IKRC is supported by the CTA Observatory GmbH in undertaking these tasks.
2. The IKRC will in particular
 - (a) Advise on the specifications provided in the calls for In-Kind contributions to the CTA observatory;
 - (b) Technically scrutinize and validate in-kind proposals to the CTA observatory;
 - (c) Check the technical and overall capability of in-kind contributors to the CTA observatory, especially with regard to available resources and subcontracting ability (if applicable);
 - (d) Provide a written report to the Council of the CTA Observatory GmbH following the assessments of each call for in-kind contributions within three months after the deadline. The assessments will comment on the ability of any proposal to meet the stated goals. In the event of competing proposals, the IKRC should provide comparisons and recommendations. The IKRC may recommend that only parts of a proposal are accepted, it may propose joint ventures and it may recommend specific constraints to be considered in the negotiation of specific contracts;
 - (e) The IKRC will assess the generic contracts of in-kind contributions and the process of reviewing such contributions.

Composition of the IKRC

3. The IKRC is composed of technical experts nominated by the shareholders and associate members of the CTA Observatory GmbH. Each shareholder and associate member may nominate one individual to become a member of the IKRC. Nominees have to be experienced in development and construction of hardware components relevant for the CTA observatory but they should not be members of the CTA consortium. IKRC members are appointed by the council.
4. The chairperson of the IKRC may request the appointment of additional technical experts by the Council in case specific expertise is required.
5. The Project Manager and the Managing Director of CTA Observatory GmbH are ex-officio members of the IKRC.

6. The term of membership in the IKRC is 2 years;
7. The members of the IKRC elect a Chairperson and a Vice-Chairperson from among themselves by simple majority for a period of two years.

Meetings

8. The Chairperson of the IKRC, and in his/her absence the Vice-Chairperson, calls the meetings in consultation with the Project Manager and Managing Director of the CTA Observatory GmbH.
9. The agenda and the documents necessary for deliberations will be supplied no later than three weeks before each meeting. The documents will summarise the relevant facts and include a recommendation regarding the decision expected to be taken. If necessary, they may be complemented by annexes setting out the background facts (including the legal framework) underlying any proposed decision.
10. Any matters addressed at the IKRC meetings and decisions taken therein will be recorded in the minutes of the meeting, to be furnished to all members of the committee. Such minutes shall be approved at the next meeting.
11. The issues raised and decisions taken during the meetings, as well as the minutes thereof, will be kept confidential. Reports and recommendations will be communicated to the council of the CTA Observatory GmbH.
12. The official language of the IKRC is English. All working documents and communications will be in English.

Quorum and Voting procedure

13. The IKRC will be quorate if all members have been invited and the majority of its members attend the meeting. Committee members linked to the meeting by telephone or video conference during the entire meeting shall be deemed present.
14. As a rule, decisions of the committee will be adopted at meetings. Absent members may cast their votes in writing, including via electronic means, to the chairperson. Exceptionally, decisions may be also adopted outside of the meetings by the same means provided no member of the committee objects to this procedure without undue delay, providing grounds for such objections. Such decisions will be incorporated into the minutes of the next meeting.
15. Unless statutory provisions require otherwise, the committee adopts decisions by qualified majority of the members voting. In the event of a tie, the chairperson shall have a casting vote.

Conflict of Interest

16. In the case of a conflict of interest the committee members will declare whether any proposal concerning the allocation of in-kind contributions directly or indirectly affects either their personal affairs or the affairs of the institution or official body they are affiliated with. Should this be the case

that committee member will refrain from participating in any decision concerning the respective proposal and others which may be affected by it.

Assistance to Chairperson

17. CTAO GmbH will support the chairperson and the committee in the accomplishment of their tasks, particularly secretarial support for minutes and correspondence.

Annex A

CTA Observatory GmbH (CTAO) is the legal entity managing the CTA Observatory. In case CTAO is superseded by a different legal entity by decision of its shareholders, any decisions, obligations, or other contractual relationships regarding in-kind contributions will be accepted and taken over by such a succeeding entity.

The CTA Consortium (CTAC) is the consortium of scientific institutions which defined and proposed the CTA Observatory concept. Its members will individually contribute to construction and operation of the CTA Observatory.

In-kind contributions (IKC) are products or services that are considered necessary for the CTA observatory and that are not provided, bought, or sub-contracted by the CTAO GmbH but provided by institutions.

In-kind contributions are provided to the CTA observatory in the name of a shareholder or associate member of the CTA observatory GmbH. Subcontracts may be part of in-kind contributions. Only products or services identified in the CTA Cost Book may be accepted as in-kind Contributions.

Annex B

Call for Offers, Expressions of Interest and IKC Selection

CTAO will issue calls for offers for IKC for specific products or services. Several such calls for offers may be launched before and during construction and operation. Each call for offers may be preceded by one or several calls for Expressions of Interest (EoI). The calls will specify the details required for any proposal to be eligible for review.

Following the remit outlined above the IKC will recommend preferred options to the CTAO GmbH council. The Council will select proposals for IKC based on these recommendations and formal confirmation of the availability of necessary resources. The selection will consider all proposals for IKC which are deemed acceptable by the IKRC on the basis of:

- Comments by the IKRC
- Funding commitments
- Committed spending profile
- Time-frame for CTA construction

The rest of this Annex details the possible IKC contracts and process but all may be dealt with on a case-by-case basis.

Negotiation of Contracts, Award of contracts

CTAO will negotiate contracts with parties proposing IKC. Each proposal will be led by a key contact who has full responsibility toward CTAO. In case IKC are provided by consortia of different parties, contractual relationships within these consortia are agreed upon among its parties and noted in the proposal. The contributing party assumes full responsibility for any actions in fulfilling its contractual obligations. This includes all liability and any commitments.

The contracts may define or reference such parameters as become appropriate: deliverables and additional services; documentation; maintenance procedures; guarantees; time-lines and milestones; ownership, intellectual property rights; procedures of interim reviews; procedures and locations of commissioning; procedures of acceptance and hand-over of ownership; value; insurance; penalties in case of delays, partial delivery, non-delivery. The value of the specific IKC will be registered at CTAO.

Reporting/Reviewing/Modifications of Contracts

Contracts will reflect the information in the proposals as agreed with CTAO and will be reviewed appropriately during their execution. Modifications may be agreed with CTAO during execution if necessary, although in case no agreement is reached arbitration may be requested. In case arbitration fails, contractual penalties will be enforced.