



The State of Israel
The Tender Committee - the "Express Lanes - Highway 5"

Invitation for Pre-Qualification for the Participation in a Tender for the "Express Lanes - Highway 5"

Addendum and Clarification Letter No. 5

1. Pursuant to Sections 3.9 (Requests for Clarification of this Invitation) and 3.10 (Addenda) of the Invitation to Pre-Qualify ("**the Invitation**"), Participants are hereby informed of the Tender Committee ("**TC**") responses to Requests for Clarification.
2. This Addendum shall constitute an integral part of the Invitation and the Tender Documents.
3. All Capitalized terms used and not defined herein shall have the meaning ascribed to such terms in the Invitation.

Sincerely,

Yuval Kaz
Senior Deputy Accountant General,
Chairman of the Tender Committee

Date: February 12th, 2023.

Part A – TC’s Clarifications

RFC No.	RFC	Reference	TC response
38.		<p>Sections 1.5 (Definitions), 4.5.5 (Participation - General Requirements), 4.6 (An Entity Charged with, or Convicted of, an Offence), 10.5.5.6 and Section 9.5 of Pre-Qualification Form "4" (The Participating Entity) of the Invitation.</p>	<p>Participants are hereby referred to amendments made in the Sections in Reference as detailed below in items 1 to 4 and 6 of Part B.</p> <p>The Tender Committee reserves its right to request criminal information from the Participants and Participating Entities during the current Pre-Qualification Stage or at any further stages of the Tender Selection Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as סעיף 14(ג) לחוק המידע הפלילי: התשע"ט-2019] which has recently entered into force.</p> <p>In addition, please note that the Tender Committee shall not take into account any information regarding Offenses submitted by the Participants prior to the Pre-Qualification Submission Date (in accordance with Section 4.6 of the Invitation, as published prior to this amendment of wording).</p>
39.			<p>It is noted that consolidated versions of the Invitation for Pre-Qualification, the Pre-Qualification Forms and Annex 2 (Advisors to the Tender Committee), incorporating all amendments published up to and including this Addendum and Clarification Letter, were uploaded to the Website. In addition, please note the amended Pre-Qualification Form "7" (Civil Engineering Experience), pursuant to the</p>

			<p>amendments made in Addendum and Clarification Letter No. 3 (RFC 28).</p> <p>A track-changes version of the above documents And MS-Word version of the Pre-Qualification Forms has also been uploaded to the Website.</p>
40.		Section 5.1 (<i>Civil Engineering Experience</i>) of the Invitation.	Please note the amendment made to sub-section 5.1.4 (Form of Submission), as detailed below in item 5 of Part B.
41.	Please confirm our understanding that in the event that there are two Members (Member A and Member B), a Guarantor that Controls Member A, may also act as the Guarantor for Member B.	Section 4.4 (<i>Guarantor</i>) of the Invitation.	The request is rejected. Please refer to section 4.4.1 of the Invitation.

Part B - Amendments to the Invitation

No.	Reference	Amended Section	
1.	The Invitation, Section 1.5 (Definitions).	<p>“Interested Party”</p>	<p>Shall mean with respect to Entity₁: (a) any Entity or individual directly holding at least 15% of any of the Means of Control of Entity₁ (in this definition: “Entity₂”); (b) any Entity or individual has an Effective Holdings of at least 70% of any of the Means of Control of Entity₂; (c) the CEO of Entity; or (d) any of the directors of Entity.</p>
		<p>“Offence”</p>	<p>Shall mean criminal offences included in Chapters 7 (National Security, Foreign Relations and Official Secrets), 8 (Offences against the Public Order and the Society), 9 (Offences against the Government and the Law) and 10 (Bodily Harm) of the Penal Code 1977, Criminal offences in Sections 384A, 402, 413E, 415, 418, 423, 425, 427, 428 and 456 of the Penal Code 1977, offences under the Antitrust Law 1988, offences under the Securities Law 1968, offences under the Prohibition on Money Laundering Law 2000, offences under the Planning and Building Law 1965 or any other criminal offence which results in a prison sentence of at least one (1) year, or if the Entity or any office holder or representative thereof is not a citizen or a resident of the State of Israel, analogous offences committed under the laws of its domicile, provided that, if</p>

			convicted, the conviction for such offence (committed in Israel or outside of Israel) was given during the seven (7) years preceding the Pre-Qualification Submission Date.
2.	The Invitation, Section 4.5.5 (Participation - General Requirements).	<p>4.5.5. Subject to the provisions of Section שגיאה! מקור ההפניה לא נמצא. (An Entity Charged with, or Convicted of, an Offence), it and any Interested Party thereof (including individuals), have not been convicted of an Offence and no indictment (criminal charges) with respect to an Offence has been filed against any of such Reserved¹</p> <p><u>¹The Tender Committee reserves its right to request criminal information from the Participants and Participating Entities during the current Pre-Qualification Stage or at any further stages of the Tender Selection Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as תשע"ט-2019].</u></p>	
3.	The Invitation, Section 4.6 (An Entity Charged with, or Convicted of, an Offence)	<p>4.6.1. In the event that a Participating Entity or any Interested Party thereof which is required to comply with the provisions of Section 4.5 (Participation - General Requirements) does not comply with the requirement of Section 4.5.5, the Authorized Representative, on behalf of the Participating Entity or the Interested Party, shall submit to the Tender Committee, either within its Pre-Qualification Submission or no later than sixty (60) days prior to the Pre-Qualification Submission Date, relevant information with respect to the filing (submission) of an indictment (criminal charges) in an Offence or with respect to a conviction (as applicable).</p> <p>4.6.2. The Tender Committee shall review the information provided by the Participant and may exercise at its sole discretion, any of its authorities with respect thereto, including its authorities under Section 10.5.5. The Tender</p>	

		<p>Committee's decision shall be made, inter alia, after considering whether the conditions under subsection 10.5.5.6 apply with respect to the reported Offences, in each case, as the Tender Committee shall deem fit.</p> <p>4.6.3. Any decision reached by the Tender Committee prior to the Pre Qualification Submission Date shall be provided to the Participant. In addition, an Addendum shall be published in accordance with the provisions of Section 3.10 (Addenda), conveying to all other Participants that the Tender Committee has approved, rejected or otherwise conditioned the participation of a Participating Entity or any Interested Party thereof which does not comply with the provisions of Section 4.5.5, without disclosing the identity of such Entity or the nature of the Offence (unless otherwise determined by the Tender Committee, at its sole discretion).</p> <p>4.6.4. This Section 4.6 (An Entity Charged with, or Convicted of, an Offence) does not derogate from any of the Tender Committee's rights and prerogatives under this Invitation or Law. <u>The Tender Committee reserves its right to request criminal information from the Participants and Participating Entities during the current Pre-Qualification Stage or at any further stages of the Tender Selection Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as תשע"ט-2019].</u></p>
4.	The Invitation, Section 10.5.5.6.	<p>10.5.5.6. In the event that any Participating Entity, an Interested Party thereof or directors or office holders thereof (including individuals) has been convicted of an Offence, which the Tender Committee determines at its sole discretion that such Offence might result in any material or adverse change in its business; or is concerning grave professional misconduct; is concerning fraud and breach of faith; or effects its integrity and/or credibility <u>Reserved</u>²</p>

		<p>²<u>The Tender Committee reserves its right to request criminal information from the Participants and Participating Entities during the current Pre-Qualification Stage or at any further stages of the Tender Selection Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as 2019-ט"ת: הפלילי: התשע"ט-ט].</u></p>
5.	The Invitation, Section 5.1 (<i>Civil Engineering Experience</i>).	5.1.4. Form of Submission. In order to demonstrate compliance with Section 5.1 (<u>Civil Engineering Experience</u>) (EPC Experience), the Experience Provider shall complete, execute and submit Pre-Qualification Form "7".
6.	Pre-Qualification Form "4" (<i>The Participating Entity</i>), Section 9.5.	<p>9.5. Criminal Proceedings with respect to Offences (as defined in the Invitation) [check applicable]:</p> <p><input type="checkbox"/> The Participating Entity hereby warrants and represents that it complies with and satisfies all of the requirements stipulated in Sections 4.5.5 of the Invitation;</p> <p><input type="checkbox"/> The Participating Entity does not comply with or satisfy the requirements stipulated in Sections 4.5.5 of the Invitation; [describe Offences in which the Participating Entity or any Interested Party thereof (including individuals) was convicted or indicted]</p> <hr/> <p><u>We acknowledge and agree that The Tender Committee has the right to request criminal information from the Participants and Participating Entities during the current Pre-Qualification Stage or at any further stages of the Tender Selection Process and amend the Tender Documents, all subject to any administrative instruction and/or regulation to be set pursuant to Section 14(c) of The Criminal Information Law, 5779-2019 [denoted in Hebrew as 2019-ט"ת: הפלילי: התשע"ט-ט].</u></p>