


September 28, 2017

[All Participants]

**Re: Invitation for Pre-Qualification in relation to the Participation in a Tender**  
**For the Jerusalem "J-Net"**  
**Addendum No. 4**

1. Pursuant to the Invitation issued on April 9<sup>th</sup>, 2017, and in accordance with the provisions thereof, the attention of all Participants is drawn to the following clarifications and answers to questions regarding the Invitation.
2. In accordance with the provisions of the Invitation, you are kindly requested to acknowledge receipt of this Addendum, no later than 2 days following receipt thereof via email reply.

Respectfully Yours,

  
Nechemya Kind  
Deputy Accountant General  
Chairman of the Tender Committee

CC: Members of the Tender Committee

**ADDENDUM NO. 4**  
**AMENDMENTS, CLARIFICATIONS AND MODIFICATIONS TO THE**  
**INVITATION**

Invitation		
1.		The attention of the Participants is drawn to the updated Invitation which include the amendments referenced herein below.
2.	<p><b>Q:</b> The Tender Committee was requested to clarify its method for grading the bids submitted by the Eligible Participants during the Tender Process and whether the Tender Committee will take the Update Statement into consideration for such purpose.</p> <p><b>A:</b> The Tender Committee clarifies that all provisions with respect to the evaluation of the bids, including the scoring of experience, shall be included in the Tender Documents. Notwithstanding the foregoing, the attention of the Participants is referred to clarification no. 41 herein.</p> <p>With respect to the Update Statement, – Without derogating from the generality of the provisions of the Invitation (including the provisions of Section 9.8 (Issuance of the Tender Documents; Update Statement), the Tender Committee draws the attention of the Participants to Section 9.8.2 – according to which, without derogating from the Tender Committee’s right to respond or refrain from responding, the Tender Committee is not obligated to approve any such update and, <i>inter alia</i>, may disqualify any Eligible Participant under the circumstances detailed therein.</p>	General
3.	<p><b>Q:</b> The Tender Committee was requested to provide details with respect to the force majeure clauses that will be included in the concession agreement for the Project.</p> <p><b>A:</b> The Tender Committee clarifies that all provisions with respect of the foregoing, will be included in the Tender Documents.</p>	General
4.	<p><b>Q:</b> The Tender Committee was requested to clarify the expected equity and external financing requirements of the Project. In addition, the Tender Committee was requested to clarify whether a governmental grant is expected to be provided to the concessionaire and whether the GoI intends to provide any governmental guarantees for the Project.</p> <p><b>A:</b> The Tender Committee clarifies that all requirements with respect to the foregoing, will be included in the Tender Documents. Without derogating from the foregoing, and without derogating from the generality of the provisions of the Invitation (including the provisions of Section 9.10 (Reservation of Rights)), the Tender Committee is considering to include within the Tender Documents provisions regarding a construction grant which shall be provided to the Project Company upon the Project Company's achievement of certain milestones.</p>	General (Financing)

Invitation			
5.	<b>Q:</b>	The Tender Committee was requested to publish, prior to the Pre-Qualification Submission Date, a complete list of all Pre-Qualification Documents, so that such can be signed by the Participants and attached to the Pre-Qualification Submission.	General
	<b>A:</b>	The Tender Committee confirms that a clean updated version of all Pre-Qualification Documents will be provided prior to the Pre-Qualification Submission Date.	
6.	<b>Q:</b>	The Tender Committee was requested to clarify how equal treatment between all potential bidders will be ensured, with respect to the purchase of spare parts related to the existing Red Line.	General
	<b>A:</b>	The Tender Committee clarifies that all provisions with respect of the foregoing, will be included in the Tender Documents.	
7.	<b>Q:</b>	The Tender Committee was requested to clarify that, at project takeover, spare parts for at least a certain period will be provided, free of charge, and if so, which spare parts will be provided.	General
	<b>A:</b>	The Tender Committee clarifies that all provisions with respect of the foregoing, will be included in the Tender Documents.	
8.	<b>Q:</b>	The Tender Committee was requested to clarify how obsolescence issues with respect to the existing Red Line system will be addressed.	General
	<b>A:</b>	The Tender Committee clarifies that all provisions with respect of the foregoing, will be included in the Tender Documents.	
9.	<b>Q:</b>	The Tender Committee was requested to clarify what technical information, with respect to the existing Red Line, will be provided to the Eligible Participants during the Tender Process.	General
	<b>A:</b>	Without derogating from the generality of the provisions of the Invitation (including the provisions of Section 9.10 (Reservation of Rights)), it is expected that the Tender Documents will include a volume which will describe the status of the existing Red Line.  Furthermore, it is envisaged that the Tender Documents will include procedures to allow the independent evaluation of the existing Red Line which shall be performed by an international consultant to be appointed for such purpose by the Tender Committee.	
10.	<b>Q:</b>	The Tender Committee was requested to confirm that the technical specifications for the vehicles, to be specified in the Tender Documents, will be based on functional requirements, rather than on specific technical requirements (i.e. transport capacity requirements and not vehicle length/width).	General

Invitation			
	<b>A:</b>	Without derogating from the generality of the provisions of the Invitation (including the provisions of Section 9.10 (Reservation of Rights)), it is expected that the technical specifications for the vehicles will include both functional and specific technical requirements.	
11.	<b>Q:</b>	The Tender Committee was requested to confirm that a Participant may present two alternative Experience Providers to demonstrate compliance with a single Technical Pre-Qualification Requirement, and to proceed with only one of such alternative Experience Providers in the Tender Process.	General
	<b>A:</b>	The Tender Committee rejects the request.	
12.	<b>Q:</b>	The Tender Committee was requested to clarify that a project for the design, build, financing, and maintenance of rail intercity assets including, the supply of rolling stock, construction of new depots, maintenance facilities etc. shall be deemed as a large scale infrastructure project for the purposes of the term Infrastructure Project.	Section 1.1 (Definitions) definition of "Infrastructure Project"
	<b>A:</b>	Without derogating from the generality of the provisions of the Invitation, and subject to the Contract Value of such project, the Tender Committee so clarifies.	
13.	<b>Q:</b>	The Tender Committee was requested to amend the definition of "Institutional Investor", so that the definition shall also include: (i) universities, research institutions; (ii) provident funds of major employers; and (iii) other entities which are exempt from income tax under section 9(2) of the Israeli Income Tax Ordinance [New Version] 1961.	Section 1.1 (Definitions) definition of "Institutional Investor"
	<b>A:</b>	<p>The attention of the Participant is drawn to the amendments made to the definition of "Institutional Investor".</p> <p>Please be advised that the Tender Committee rejects the request with respect to entities which are exempt from income tax under section 9(2) of the Israeli Income Tax Ordinance [New Version] 1961, as it deems such request to be too vague and unclear.</p> <p>In addition, the Tender Committee clarifies that if a specific provident fund is not included in Entities listed in Sections 1-4 of Schedule 1 of the Securities Law 1968, the Participants should provide details with respect of the foregoing (including, the reason such is not listed in the foregoing sections).</p>	
14.	<b>Q:</b>	The Tender Committee was requested to amend the definition of "LRT Lines", so as to remove the requirement for "interfaces with intersections and other public and private transportation [...]".	Section 1.1 (Definitions)

Invitation		
	<p><b>A:</b> The Tender Committee rejects the request.</p> <p>In addition, the attention of the Participants is drawn to the amendments introduced hereby to Section 4.6 (Operating Experience).</p>	definition of "LRT Lines"
15.	<p><b>Q:</b> The Tender Committee was requested to amend the definition of "Member", so as to include an Entity (Entity<sub>1</sub>) which <u>is not</u> committed to directly holding Anticipated Holdings in the Participant, provided such Entity<sub>1</sub> holds 100% of all Means of Control in Entities committed to directly hold Anticipated Holdings in the Participant, and that in such event, only Entity<sub>1</sub> shall be considered the Member.</p> <p>For example, if Entity<sub>1</sub> holds 100% of all Means of Control of Entity<sub>2</sub> and Entity<sub>3</sub>, and Entity<sub>2</sub> and Entity<sub>3</sub> are committed to hold together X% of the Anticipated Holdings in the Participant, then only Entity<sub>1</sub> shall be considered a Member, which Anticipated Holdings in the Participant shall be equal to X% (Entity<sub>2</sub> and Entity<sub>3</sub> shall not be considered Members).</p> <p><b>A:</b> The Tender Committee rejects the request</p>	Section 1.1 (Definitions)
16.	<p><b>Q:</b> The Tender Committee was requested to amend the Definition of "Subsidiary" so that, in case of such related Entities, each of the Entities <i>can hold 50%</i> of all partnership interests.</p> <p><b>A:</b> The Tender Committee accepts the request to reduce the required holdings to 50%. The attention of the Participants to the amendments introduced hereby to the relevant definition.</p>	Section 1.1 (Definitions)
17.	<p><b>Q:</b> The Tender Committee was requested to clarify that the Entity which serves as an Experience Provider for the purpose of Sections 4.1 to 4.8 (Entity<sub>1</sub>) is not required to be the same Entity which will be responsible for the performance of the applicable work in the Project in accordance with Section 1.5 (Entity<sub>2</sub>), provided that such Entities are directly or indirectly controlled by the same ultimate parent company.</p>	Section 1.5 (The Tender Process; and Expected Requirements)

Invitation		
	<p><b>A:</b> The Tender Committee hereby amends the provision of the Section so that the requirements in Sections 1.5.1., 1.5.2 and 1.5.4 can be satisfied either by: (i) Entity<sub>1</sub> (the Experience Provider itself); (ii) a Subsidiary of Entity<sub>1</sub>; or (iii) an Entity which is held by Entity<sub>1</sub> provided that 100% of the Means of Control are effectively held, directly or indirectly, by Entity<sub>1</sub>.</p> <p>The attention of the Participants is drawn to the updated Invitation. In order to clarify the issue, and for convenience only, the attention of the Participants is drawn to Appendix "A" attached to this Addendum. The Participants are advised that the Appendix is provided for illustration purposes only and not intended to for an integral part of the Invitation. Should there be any inconsistency between the Appendix and the provisions of the Invitation, the provisions of the Invitation will prevail.</p>	
18.	<p><b>Q:</b> The Tender Committee was requested to confirm that, pursuant to clarification no. 7 of Addendum No. 3, the provisions of Section 1.5.2 are satisfied if: (a) the Experience Provider which demonstrated compliance with the Pre-Qualification Requirements specified in Section 4.5 (Project Execution, Management and Organization Experience) and a Related Entity thereof, form a partnership, and (b) such Experience Provider directly holds 50% or more of all partnership interests in such partnership, and (c) such partnership directly holds 50% or more of all Means of Control in the EPC Contractor.</p> <p><b>A:</b> The Tender Committee so confirms.</p> <p>The attention of the Participants is drawn to the updated Invitation. In order to clarify the issue, and for convenience only, the attention of the Participants is drawn to Appendix "A" attached to this Addendum. The Participants are advised that the Appendix is provided for illustration purposes only and not intended to for an integral part of the Invitation. Should there be any inconsistency between the Appendix and the provisions of the Invitation, the provisions of the Invitation will prevail.</p>	Section 1.5.2 (The Tender Process; and Expected Requirements)
19.	<p><b>Q:</b> The Tender Committee was requested to clarify if an Entity, which 49% of its Means of Control are held by another Entity which can demonstrate compliance with the requirements of the Section 4.6, (“<b>Parent Company</b>”), may be presented as the Experience Provider for the purpose of Sections 4.6 and 1.5.4.</p> <p><b>A:</b> The Tender Committee clarifies that the foregoing does not comply with the provisions of the Pre-Qualification Documents.</p>	Section 1.5.4.1 (The Tender Process; and Expected Requirements) and 4.6 (Operating Experience)

Invitation			
20.	<p><b>Q:</b> The Tender Committee was requested to confirm that a partnership between the Operator and its daughter company (in which the Operator holds 49% of all Means of Control) may be considered a Subsidiary of such Operator.</p> <p><b>A:</b> The Tender Committee clarifies that in order for such partnership to be considered a Subsidiary of the Operator, the Operator should <b>directly</b> hold 50% or more of the shares, all partnership interests and of all other Means of Control.</p>		Section 1.5.4 (The Tender Process; Expected Requirements)
21.	<p><b>Q:</b> The Tender Committee was requested to amend the provisions of this Section so that under the circumstances detailed therein the Operator shall be entitled to execute the service agreement by itself or by a Subsidiary thereof.</p> <p><b>A:</b> The Tender Committee clarifies that the execution of the service agreement by a Subsidiary of the Operator will be allowed only in the event the Operator hold 100% of all Means of Control of such Subsidiary. Without derogating from the foregoing, the attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 1.5.4.2. The Participants are advised that the Tender Committee will consider requiring the Operator to provide a parent company guarantee should the service agreement be executed by another Entity (in accordance with the provisions of the Invitation. All provisions with respect of the foregoing, will be included in the Tender Documents.</p>		Section 1.5.4.2 (The Tender Process; Expected Requirements)
22.	<p><b>Q:</b> The Tender Committee was requested to postpone the final date for Submission of Requests for Clarifications.</p> <p><b>A:</b> The Tender Committee rejects the request.</p>		Section 1.7.3 (Anticipated Schedule)
23.	<p>The Tender Committee wishes to inform all Participants that an attorney who was employed for the past 7 years by Tal, Kadari, Shamir &amp; Co. (listed as a Part A Adviser), and provided services to JTMT (including with respect to design aspects of the Green Line), left the firm and joined Yossi Levy &amp; Co.</p> <p>Based on the fact that the attorney is an associate in the firm and on the undertaking provided to the Tender Committee by Yossi Levy &amp; Co. that the said attorney will not be involved in the Project directly or indirectly, the Tender Committee decided to accept the undertaking issued by Yossi Levy &amp; Co. and the firm will not be included in Annex 2 of the Invitation.</p>		Section 2.14 (Advisors to the Tender Committee)
24.	<p><b>Q:</b> The Tender Committee was requested to confirm that only one Participation Fee is required to be made with respect of each Pre-Qualification Submission.</p>		Section 2.6 (Access to

Invitation			
	<b>A:</b>	The Tender Committee so confirms.	Documents and Registration)
25.	<b>Q:</b>	The Tender Committee was requested to clarify which documents the Participants are required to submit in order to demonstrate compliance with the requirements of Section 3.5.	Section 3.5 (Participation – General Requirements)
	<b>A:</b>	The attention of the Participants is drawn to the provisions of the Invitation.	
26.	<b>Q:</b>	The Tender Committee was requested to confirm that a Participant which is not incorporated at the Pre-Qualification Submission Date, is not required to comply with the provisions of Section 3.5 (Participation – General Requirements).	Section 3.5 (Participation – General Requirements)
	<b>A:</b>	The Tender Committee so confirms. Under such circumstances, if a Participant is an association of a number of Entities, each Entity is required to comply with the provisions of Section 3.5 (Participation – General Requirements).	
27.	<b>Q:</b>	The Tender Committee was requested to provide a form of statements and approvals for compliance with the provisions of the Section.	Section 3.5.7 (Participation – General Requirements)
	<b>A:</b>	The attention of the Participants is drawn to the form of statements attached to this Addendum.	
28.	<b>Q:</b>	The Tender Committee was requested to clarify that the reference to Municipal Company in the Section refers only to Israeli municipal companies and does not restrict the participation of an Entity held by a municipality which is not an Israeli municipality.	Section 3.9 (Government Companies)
	<b>A:</b>	The Tender Committee so confirms.	
29.	<b>Q:</b>	The Tender Committee was requested to clarify the intended meaning of the phrase “on its behalf” mentioned in the preface of each Technical Pre-Qualification Requirements section.	Section 4 (Technical Pre-Qualification Requirements)
	<b>A:</b>	The Tender Committee clarifies that phrase “on its behalf” is intended to mean that the Experience Provider demonstrating compliance with the relevant Technical Pre-Qualification Requirement is not required to be the Participant or a Member of the Participant. (Please also refer to the last sentence of Section 3.3.1).	

Invitation			
30.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of the Section, where relevant, so that the phrase “[...] immediately preceding the Pre-Qualification Submission Date”, will be replaced with “[...] immediately preceding the date on which the Invitation was published”.	Section 4 (Technical Pre-Qualification Requirements)
	<b>A:</b>	The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.	
31.	<b>Q:</b>	The Tender Committee was requested to clarify that an Entity may demonstrate compliance with the requirements of this Section if it served as a Main Contractor in the referenced project and assumed responsibility for the provision of Rolling Stock to the project, however, the actual manufacturing of the Rolling Stock was performed by a subcontractor of such Entity.	Section 4.4 (Rolling Stock Experience)
	<b>A:</b>	The Tender Committee rejects the request. The attention of the Participants is drawn to the clarifications introduced hereby to the provisions of Section 4.4.	
32.	<b>Q:</b>	<ol style="list-style-type: none"> <li>1. The Tender Committee is kindly requested to clarify the meaning of the term "Project" as referenced in Pre-Qualification form 11<sub>A</sub>.</li> <li>2. In particular, please confirm that an extension of a line, added after the Experience Provider has started to operate the line, is considered as an independent project.</li> </ol>	Pre-Qualification Form 11 <sub>A</sub>
	<b>A:</b>	<p>The Tender Committee clarifies:</p> <ol style="list-style-type: none"> <li>1. The term “Project” in form 11<sub>A</sub> refers to a referenced project submitted in order to demonstrate compliance with Section 4.6.</li> <li>2. An extension of a Line, added after the Experience Provider has already started operating the existing Line, shall not be considered an independent project for the purposes of demonstrating compliance with Section 4.6. If such extension is an extension of an already existing Network then such extension shall be considered as part of the already existing Network.</li> </ol>	
33.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of Section 4.6.1. so that the referenced Network could be comprised of either (a) LRT Routes or Metro Routes, or (b) LRT Stops or Metro Stops.	Section 4.6 (Operation Experience)

Invitation			
	<b>A:</b>	The Tender Committee rejects the request.  Without derogating from the foregoing, the attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.6.1.	
34.	<b>Q:</b>	The Tender Committee was requested to clarify the distinction between LRT Lines and Metro Lines.	Section 4.6.1 (Operating Experience)
	<b>A:</b>	The Tender Committee clarifies that a Route or Routes which are integrated with an urban environment, and include(s) interface(s) with intersections and other public and private transportation vehicles will be considered as Routes of an LRT Line and a Stop along an LRT Line will be considered as an LRT Stop.	
35.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of the Section so that an Entity may demonstrate compliance if it operates a Network (which does not include LRT Routes and LRT Stops) and separately operates LRT Routes which do not constitute a Network.	Section 4.6.1 (Operating Experience)
	<b>A:</b>	The Tender Committee rejects the request.  Without derogating from the foregoing, the attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.6.1. and to the Tender Committee response to clarification no. 37 herein.	
36.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of the Section so that an Entity may demonstrate compliance if it operates a Network comprised solely of Metro Routes.	Section 4.6.1 (Operating Experience)
	<b>A:</b>	The Tender Committee rejects the request.  Without derogating from the foregoing, the attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.6.1.	
37.	<b>Q:</b>	The Tender Committee was requested to clarify that the provisions of Section 4.6.1. can be satisfied by the operation of more than 1 Network.	Section 4.6.1 (Operating Experience)
	<b>A:</b>	The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.6.1. In addition, and for the avoidance of doubt, it is clarified the if two Lines utilize the same Route, the number of kilometers of such Route will not be double counted.	

Invitation			
38.	<p><b>Q:</b> The Tender Committee was requested to clarify whether a Route may be considered a “common Route”, if two, LRT or Metro Lines utilize such Route only during, certain hours.</p> <p><b>A:</b> The Tender Committee clarifies that such is the case provided that both Lines, LRT or Metro, are operated by the same operator.</p>	Section 4.6.2 (Operating Experience)	
39.	<p><b>Q:</b> The Tender Committee was requested to amend the provisions of the Section so that an Entity may demonstrate compliance with the provisions of the Section if the annual ridership from all types of public transportation operations related to the applicable Experience Provider is at least 75,000,000 passengers, provided that, the annual ridership from LRT Lines or Metro Lines is at least 25,000,000.</p> <p><b>A:</b> The Tender Committee accepts the request. The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 4.6.3.</p>	Section 4.6.3 (Operating Experience)	
40.	<p><b>Q:</b> The Tender Committee was requested to confirm that the phrase “urban environment” has the same meaning in both Section 4.7.1 and Section 4.7.4.</p> <p><b>A:</b> The Tender Committee so confirms.</p>	Section 4.7 (Public Transportation Operating Experience)	
41.	<p><b>Q:</b> The Tender Committee was requested to reconsider its position with respect to the grading of the method of performance by the Operator and the Additional Operator as part of the Tender Process (see clarification no. 12 of Addendum No. 3).</p> <p><b>A:</b> The Tender Committee wishes to explain the following:</p> <ul style="list-style-type: none"> <li>• The Project is of a significant scope which is highly complicated and is characterized by a number of unique features, such as the conversion of a single LRT line to an LRT network with 5 at-grade lines, common Routes and Stops and hundreds of intersections that cross the alignment. This unique network requires heavy resources (personnel, tools and equipment) and knowhow in management of large scale public transportation projects.</li> <li>• Therefore, to minimize the operational risk of the Project, the Tender Committee is seeking to prequalify Entities whose organizational structure, capabilities and experience are of most relevance to the scope of the Project and will therefore be most capable to successfully manage the Project’s many challenges.</li> <li>• The Tender Committee is also seeking to promote effective competition.</li> </ul>	Section 4.7 (Public Transportation Operating Experience)	

## Invitation

- In order to balance between the need to minimize the operational risk and to promote competition, the Invitation includes Pre-Qualification Requirements which allow for the prequalification of both (i) **Operators of an LRT or LRT/Metro Network** - Entities whose experience bears the most direct relevance to the scope of the Project and whose experience clearly indicates, *inter alia*, that such Entities are of the capacity to manage large scale operations; and (ii) **Other Public Transportation Operators**; Entities whose experience has some relevance to the scope of the Project. Even though such Entities do not necessarily possess the specific knowhow and qualifications required for the Project, such Entities are of the capacity to manage large scale operations, and in addition, under such circumstances, pursuant to a service agreement, the required [specific] knowhow and qualifications will be provided by an Operator of an LRT Network.
- The Tender Committee is of the opinion, that an Entity with the experience which bears the most direct relevance to the scope of the Project (i.e, an operator of an LRT Network), who is willing to assume the responsibility for overall management and coordination of all O&M functions of the Project itself, is the most favorable option in order to minimize the operational risk and will therefore be awarded with the highest score, as described pursuant to the provisions of Section 1.5.5.1 of the Invitation.

Notwithstanding the foregoing, and following additional consideration, the Tender Committee clarifies that, if an Experience Provider which meets the requirements of Alternative C, can demonstrate that it has the operational capabilities to manage large scale operations, such Experience Provider will have demonstrated relevant capabilities which are not less favorable than those which are presented by an Experience Provider which meets the requirements of Alternative B.

In light of the foregoing, if an Experience Provider which meets the requirements of Alternative C of Section 4.7 (Public Transportation Operating Experience), demonstrates that it has been managing at least 300 vehicles or drivers (from the single LRT Line or otherwise), the score awarded for this criterion (as described pursuant to the provisions of Section 1.5.5) will not be lower than the score which will be awarded pursuant to the provisions of Section 1.5.5.2 (with respect to Alternative A or B of Section 4.7 (Public Transportation Operating Experience)). The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 1.5.5.

Invitation			
42.	<p><b>Q:</b> The Tender Committee was requested to amend the provisions of the Section in order to allow for the submission of Financial Statements which do not begin in January and end in December.</p> <p><b>A:</b> The Tender Committee hereby clarifies that as part of the Pre-Qualification Submission an Entity intending to be a Member of the Participant is required to submit its last three annual Financial Statements, the earliest of which should date no earlier than 2014. The Financial Statements may refer to any twelve (12) month period provided that all three Financial Statements refer to the same twelve (12) month period.</p> <p>Without derogating from the foregoing, the Tender Committee clarifies that an Entity whose fiscal year ends on a day other December 31, is required to submit a request for the Tender Committee's consideration detailing the fiscal years of the Financial Statements to be submitted, the accounting principles on which they are based, the exchange rate tables on which the Entity relies and all other relevant information, in accordance with Section 6.3.1.</p>		Section 5 (Financial Pre- Qualification Requirements)
43.	<p><b>Q:</b> The Tender Committee was requested to clarify whether it is necessary for one of the Members to be a Private Investment Fund and whether it will be possible to replace such Member subsequent to its Pre-Qualification Submission.</p> <p><b>A:</b> The Tender Committee clarifies that it is not required for one of the Members to be a Private Investment Fund (but rather it is an option). Any change to the structure approved as part of the Pre-Qualifications Submission, shall be subject to the approval of the Tender Committee. Without derogating from the generality of the provisions of the Invitation, the attention of the Participants is drawn to the provisions of Section 3.10.7 and Section 9.5.5.1.</p>		Section 5 (Financial Pre- Qualification Requirements)
44.	<p><b>Q:</b> The Tender Committee was requested to clarify that the calculation set out in Section 5.1.2.2. is also applicable to any Member of the Participant who is not a Financial Entity, whose Anticipated Holdings in the Participant is exactly 10%.</p> <p><b>A:</b> The Tender Committee so confirms and draws the attention of the Participants to the amendments introduced hereby to the relevant Section.</p>		Section 5.1.2 (Member's Average Turnover)
45.	<p><b>Q:</b> The Tender Committee was requested to amend the provisions of the Section, as to allow for the presentation of equity based on a Member's most recent Financial Statements, even if such do not begin on January and end on December.</p>		Section 5.3 (Equity)

Invitation			
	<b>A:</b>	The Tender Committee so confirms. The attention of the Participants is drawn to the Tender Committee's response to question 43 above and the amendments introduced hereby to the Section.	
46.	<b>Q:</b>	The Tender Committee was requested to clarify that for the purpose of this Section, the referenced Infrastructure Projects do not have to have been Completed (in the sense that the referenced Infrastructure Project was not delivered to its owner).	Section 5.4 (Securing Financing for an Infrastructure Project)
	<b>A:</b>	The Tender Committee so clarifies. The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 5.4.	
47.	<b>Q:</b>	The Tender Committee was requested to confirm that an Experience Provider may present, two separate Infrastructure Projects, which were executed under a common program and for the same client, if such were executed by different SPVs, under separate contracts and the External Financing was obtained in different years.	Section 5.4 (Securing Financing for an Infrastructure Project)
	<b>A:</b>	The Tender Committee so confirms.	
48.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of the Section, so that a Member which is a Private Investment Fund, shall be required to demonstrate that in addition to the requirement with respect to the amount of Assets Under Management, it shall have to demonstrate available capital commitment of not less NIS 7 million for each one percent (1%) of Anticipated Holdings in the Participant.	Section 5.5 (Private Investment Fund)
	<b>A:</b>	The Tender Committee rejects the request.	
49.	<b>Q:</b>	The Tender Committee was requested to clarify that a Member which is a Private Investment Fund shall not be required to submit its investment agreements and may demonstrate compliance with the Pre-Qualification Requirements specified in the Section by providing certified statements of available commitments.	Section 5.5 (Private Investment Fund)
	<b>A:</b>	The attention of the Participants is drawn to the updated Invitation.	
50.	<b>Q:</b>	The Tender Committee was requested to amend the provisions of the Section, so that for the purpose of demonstrating compliance with the Pre-Qualification Requirements specified in Section 5.4 (Securing Finance for an Infrastructure Project) a Member who is an Institutional Investor may rely on: (a) its General Partner or Fund Manager, or (b) an association of individuals who together Control its General Partner or Fund Manager.	Section 5.7 (Reliance on a Guarantor)

Invitation			
	<b>A:</b>	The Tender Committee accepts the request with respect to limb (a) and rejects the request with respect to limb (b). The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 5.7.	
51.	<b>Q:</b>	The Tender Committee was requested to reconsider its response with respect to clarification no. 9 of Addendum No. 3 and to allow two or more Institutional Investors which are Controlled by the same Entity (directly or indirectly), to be counted as one Member for the purpose of the number of Members referenced in Section 3.2).	Section 5.7 (Reliance on a Guarantor)
	<b>A:</b>	The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 5.7.	
52.	<b>Q:</b>	The Tender Committee was requested to clarify that an Experience Provider may rely on a referenced project executed by a related Entity, even if such Entity is not a Subsidiary or a granddaughter company.	Section 6.1 (Presentation of Referenced Projects)
	<b>A:</b>	<p>The Tender Committee confirms that with respect to the provisions of Sections 4.1-4.8 and 5.4, an Experience Provider may rely on a referenced project executed by a related Entity, even if such Entity is not a Subsidiary or a granddaughter company, provided that the Experience Provider effectively holds, directly or indirectly, 100% of the Means of Control of the Entity which executed the referenced project.</p> <p>The attention of the Participants is drawn to the updated Invitation. In order to clarify the issue, and for convenience only, the attention of the Participants is drawn to Appendix "A" attached to this Addendum. The Participants are advised that the Appendix is provided for illustration purposes only and not intended to for an integral part of the Invitation. Should there be any inconsistency between the Appendix and the provisions of the Invitation, the provisions of the Invitation will prevail.</p>	
53.	<b>Q:</b>	The Tender Committee was requested to reduce the requirement for specific holdings referenced in Section 6.1 (with respect to demonstration of compliance with the Pre-Qualification Requirements specified in Section 5.4 (Securing Finance for an Infrastructure Project)), or, alternatively, to connect the required percentage of holding to the Contract Value of the referenced Infrastructure Project).	Section 6.1 (Presentation of Referenced Projects)
	<b>A:</b>	The attention of the Participants is drawn to the amendments introduced hereby to the provisions of Section 6.1.	

Invitation						
54.	<p><b>Q:</b> The Tender Committee was requested to amend the provisions of the Section (with respect to presentation of referenced projects to demonstrate compliance with the Provisions of Section 5.4 (Securing Finance for an Infrastructure Project)), so as to enable reliance on a Guarantor, which currently holds, through more than one Entity (i.e. indirectly), more than 24% of all Means of Control in the SPV which executed the referenced project, but did not do so at the date such project obtained External Financing.</p> <p><b>A:</b> The Tender Committee rejects the request.</p>	Section 6.1 (Presentation of Referenced Projects)				
55.	<p><b>Q:</b> The Tender Committee was requested to approve the following exchange rates for Euro and British Pound as at March 31, 2017:</p> <table border="1" data-bbox="263 757 1150 898"> <tr> <td>1 Euro (€)</td> <td>3.8822</td> </tr> <tr> <td>1 British Pound (£)</td> <td>4.5247</td> </tr> </table> <p><b>A:</b> The Tender Committee so approves. In addition, the attention of the Participants is drawn to the amendments introduced hereby to the provisions of Sections 6.2 and 6.3.</p>	1 Euro (€)	3.8822	1 British Pound (£)	4.5247	Section 6.3.1 (Conversion of Other Currencies)
1 Euro (€)	3.8822					
1 British Pound (£)	4.5247					
56.	<p><b>Q:</b> The Tender Committee was requested to confirm that if a Participant is not incorporated at the Pre-Qualification Submission Date, such Participant's signature shall not be required.</p> <p><b>A:</b> The Tender Committee clarifies that in the event a Participant is not incorporated, the signatures of all of its Members shall be required in lieu of such Participant's signature.</p>	Section 8.4 (Signing of the Pre-Qualification Submission).				
57.	<p><b>Q:</b> The Tender Committee was requested to confirm that if a Participant is not incorporated at the Pre-Qualification Submission Date, Pre-Qualification Form "2" is not required to be submitted.</p> <p><b>A:</b> The Tender Committee so confirms.</p>	Pre-Qualification Form 2 (The Participant's signature).				
58.	<p><b>Q:</b> The Tender Committee was requested to confirm that only entities which directly hold a Member shall be considered Interested Parties.</p> <p><b>A:</b> The attention of all Participants is drawn to the definition of Interested Parties, which is not limited to direct Control.</p>	Pre-Qualification Form 3, Section 8 (Interested Parties).				
59.	<p><b>Q:</b> The Tender Committee was requested to confirm that an Israeli company or any individual who is an Israeli resident, including but not limited to an attorney, an accountant or a Member (for an Experience Provider), may serve as the Israeli Representative.</p> <p><b>A:</b> The Tender Committee so confirms.</p>	Pre-Qualification Forms 3 and 5				

<b>Invitation</b>			
60.	<b>Q:</b>	The Tender Committee was requested to confirm that a Participant is required to submit separate copies of Pre-Qualification Form “4” with respect to each Experience Provider.	Pre-Qualification Form 4 (The Participant’s signature).
	<b>A:</b>	The Tender Committee so confirms.	
61.	<b>Q:</b>	The Tender Committee is requested to clarify that in the row of “Date of Completion” in the table, the Experience Provider is required to specify the years during which it acted as a Main Contractor for the Operation of the project.	Pre-Qualification Form 11 <sub>A</sub>
	<b>A:</b>	The Tender Committee refers the attention of the Participants to the definition of “Completion” in the Invitation. The Participants are advised that in the row of “Date of Completion” the Experience Provider should refer to the date of commencement of operation of the referenced project and, if such has commenced on a later date, the date on which the Experience Provider has commenced its role as Main Contractor for the Operation of the referenced project.	
62.	<b>Q:</b>	The Tender Committee was requested by a Participant, to confirm that a template of a confirmation letter prepared by its auditor, may be submitted by it, instead of Pre-Qualification Form “13”.	Pre-Qualification Form 13 (Revised form for the signature of an auditor).
	<b>A:</b>	The Tender Committee rejects the request.	
63.		The attention of the Participants is drawn to the updated Annex 3 to the Invitation attached as Annex “B” to this Addendum.	Annex 3