

November 9, 2017

[All Participants]

Re: Invitation for Pre-Qualification in relation to the Participation in a Tender
For the Jerusalem "J-Net"
Addendum No. 8

1. Pursuant to the Invitation issued on April 9th, 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. 8
AMENDMENTS, CLARIFICATIONS AND
MODIFICATIONS TO THE INVITATION**

Invitation		
1.		The attention of the Participants is drawn to the updated Invitation and Pre-Qualification Forms which includes the amendments referenced herein below.
2.		Mr. Nechemya Kind, the Chairman of the Tender Committee, advised that a close friend of his is serving as a project manager in the Concessions Division of Shikun & Binui. According to the information provided by the friend, he is not working on the PPP tenders issued by the General Accountant Infrastructure and Projects division, at the pre-qualification and tender stages.
3.	Q:	The Tender Committee was requested to amend the wording of Section 3 of the form of affidavit with respect to compliance with the Equal Rights for People with Disabilities Law, 5758-1998, provided to the Participants in Addendum No. 4, dated September 28, 2017.
	A:	The attention of the Participants is drawn to the updated the form of the affidavit introduced hereby.
4.	Q:	The Tender Committee was requested to confirm the fact that a Subsidiary of an Experience Provider (which is intended to comply with the expected requirements referenced in the Section), is not required to complete any Pre-Qualification Form, shall not deny such Subsidiary's right to participate in the Tender Process as part of an EPC consortium and/or an O&M consortium.
	A:	The Tender Committee clarifies that even though a Subsidiary is not required to execute any Pre-Qualification Form at this stage, such Entity may still be required, inter alia, to provide certain declarations and/or statements as shall be required during the Tender Process.
5.	Q:	The Tender Committee was requested to: (a) reconsider its decision that where two or more Members, are Financial Entities under common management of the same Institutional Investor group), they will be counted as one Member for the purposes of the five Member limit under Section 3.2.2; or, alternatively – (b) to confirm that if a limited liability partnership, which is comprised, of Institutional Investors and other Entities, is incorporated as the Participant, then up to five Members which are Institutional Investors shall be counted as one Member for the purpose of the restriction on the number of Members.
	A:	The attention of the Participants is drawn to the amendments introduced hereby to the Section.
6.	Q:	The Tender Committee was requested to amend the definition of "Interested Party".
	A:	The attention of the Participants is drawn to the amendments introduced hereby to the definition of Interested Party.

		Entity Convicted of an Offence)
7.	<p>In accordance with the provisions of the Section, an Entity which intends to participate in the Pre-Qualification Process provided the Tender Committee with information with respect to an indictment filed against a subsidiary thereof.</p> <p>The relevant Entity specified, inter alia, that: (a) the entire organizational culture has changed since the indictment; (b) since the time of the alleged acts took place all of the employees mentioned in the indictment left the relevant company and the entire management team has been replaced.</p> <p>In light of the foregoing, and unless the current circumstances in connection with the said indictment will materially change, the Tender Committee is of the opinion that no restrictions are required with respect to the participation of the said Entity in the Pre-Qualification Process.</p>	Section 3.6 (An Entity Convicted of an Offence)
8.	<p>Q: The Tender Committee was requested to approve a form of statement suggested by an Entity which is not incorporated in the State of Israel for the purpose of demonstrating compliance with the Provisions of the Section.</p> <p>A: The attention of the Participants is drawn to the deletion of the Section.</p>	Section 3.5.8 (Participation – General Requirements)
9.	<p>Q: The Tender Committee was requested to amend the provisions of the Section, to allow the submission of projects which have been Completed prior to January 1, 2007, provided that such projects are still operational.</p> <p>A: The Tender Committee rejects the request.</p>	Section 4.3.3 (Integration Experience)
10.	<p>Q: The Tender Committee was requested to amend the provisions of the Section so that in the event that a potential Guarantor was only incorporated during 2015, it may submit such Guarantor's Financial Statements for the years 2015 and 2016, and with respect to the year 2014, it may submit the combined Financial Statements of the Entities which previously issued guarantees (bonds) for the Member (with respect of other projects) and which are directly held by the Guarantor.</p> <p>A: The Tender Committee accepts the request, provided that in addition, an auditor statement will be provided stating that the Financial Statements provided with respect of the year 2014 (with respect of the applicable Entities), represent the operations of the Guarantor and are comparable to the Guarantor's Financial Statements for the years 2015 and 2016.</p>	Section 5.7 (Reliance on a Guarantor)
11.	<p>Q: The Tender Committee was requested to allow the provision of Financial Statements prepared in accordance with French GAAP.</p> <p>A: The Tender Committee accepts the request.</p>	Section 5.8 (Content and Submission Form)
12.	<p>Q: The Tender Committee was requested to clarify that a Financial Entity is not required to include in its Financial Statement a reference to cash flow</p>	

		statement (if such is not required to be included by its jurisdiction's regulations and GAAP).	Section 5.8 (Content and Submission Form)
	A:	The Tender Committee so clarifies.	
13	Q:	The Tender Committee was requested to clarify the manner in which the percentage of holdings of Means of Control will be calculated in an SPV which is an unincorporated joint venture.	Sections 6.1, 6.1A, and Pre-Qualification Forms "6", "8", "9" and "10"
	A:	The Tender Committee clarifies that under such circumstances, the percentage of holdings (deemed for this purpose as the Means of Control) will be calculated by dividing the amount the Experience Provider received by the total amount paid to the SPV with respect of the referenced project.	
14	Q:	The Tender Committee was requested to clarify the method of submitting information with respect to an Entity which an Interested Party thereof does not comply with the provisions of Section 3.5.6.	Pre-Qualification Form "5"
	A:	Without derogating from the provisions of Section 3.6.1, the attention of the Participants is drawn to the amendments introduced hereby to Pre-Qualification Form "3" and to Pre-Qualification Form "5".	
15	Q:	The Tender Committee was requested to clarify if an Entity may comply with only part of the Pre-Qualification Form.	Pre-Qualification Form "7"
	A:	The Tender Committee rejects the request.	
16	Q:	The Tender Committee was requested to clarify that, with respect to a Private Investment Fund, a signed letter by the fund custodian (a third party) attesting to the Private Investment Fund's Assets Under Management reported in Pre-Qualification Form "15" will be sufficient (instead of the auditor signing Pre-Qualification Form "13").	Pre-Qualification Form "13"
	A:	The Tender Committee clarifies that the auditor of the Private Investment Fund should complete statement 3 and may delete paragraph (d) therein.	