



**THE STATE OF ISRAEL**

**MINISTRY OF FINANCE**

**MINISTRY OF ENERGY**

**THE WATER AUTHORITY**

**THROUGH THE SEA-WATER DESALINATION  
INTER-MINISTERIAL TENDER COMMITTEE**

July 19<sup>th</sup>, 2018

All Participants

**Re: Invitation for Pre-Qualification  
Desalination Facility at "Sorek Plant B" (200 Million m<sup>3</sup>/year)**

**Addendum No. 1**

1. Pursuant to the Invitation for Pre-Qualification issued on April 26<sup>th</sup>, 2018 and in accordance with the provisions thereof, the attention of all Participants is drawn to:
  - 1.1. The clarifications and answers to questions regarding the Invitation - attached to this Addendum as **Appendix "I"**;
  - 1.2. The updated marked version of the Invitation for Pre-Qualification - attached to this Addendum as **Appendix "II"**; and
  - 1.3. The updated version of the Pre-Qualification Forms - attached to this Addendum as **Appendix "III"** (both in marked PDF format and non-marked WORD format).
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, by a written notice to the Tender Committee, in the format attached to this Addendum as **Appendix "IV"**.

Respectfully Yours,

Yitsik Marmelshtein  
Chairman of the Tender Committee

CC: Members of the Tender Committee

**ADDENDUM NO. 1 - July 19<sup>th</sup>, 2018**  
**AMENDMENTS, CLARIFICATIONS AND**  
**MODIFICATIONS TO THE INVITATION FOR**  
**PRE-QUALIFICATION**

<b>Invitation for Pre-Qualification</b>			<b>Section</b>
1.		The "Sorek Plant B" desalination facility shall have a production capacity of 200 million m <sup>3</sup> per annum.	General
2.	<b>Q:</b>	The Tender Committee was requested to postpone the Questions Submission deadline.	1.6, 2.11
	<b>A:</b>	The Tender Committee rejects the request.	
3.	<b>Q:</b>	The Tender Committee was requested to clarify whether the term "private sector Entities" prohibits non-Israeli public Entities (such as governmental Entities) from participating in the Pre-Qualification Process.	1.1, 3.5
	<b>A:</b>	The term "private sector Entities" does not preclude non-Israeli public Entities from participating in the Pre-Qualification Process.	
4.	<b>Q:</b>	The Tender Committee was requested to provide the Participants with the Pre-Qualification Documents in WORD format.	1.6, 2.11
	<b>A:</b>	Please refer to the updated version of the Pre-Qualification Forms attached as " <b>Appendix "III"</b> ".	
5.	<b>Q:</b>	The Tender Committee was requested to confirm that if the Participant has not yet been established, Forms A, B and D shall be signed by the Members (in the name of the Participant).	3.1.1, 3.8, Form A, Form B, Form D
	<b>A:</b>	Forms A, B and D shall be signed by the authorized signatories of the Participant, as duly nominated by its Members. In the event that the joint signature of all the Members is required - all Members will sign the Forms.	
6.	<b>Q:</b>	The Tender Committee was requested to confirm that if the Participant is a single Entity, all references in Forms A, B and C to the Participant, shall mean the future SPC (under establishment).	3.1.1, Forms A, B
	<b>A:</b>	The Tender Committee confirms the above.	
7.	<b>Q:</b>	The Tender Committee was requested to confirm that if the Participant is a single Entity, such Entity shall be regarded a Member.	3.1.1, Forms B, C
	<b>A:</b>	The Tender Committee confirms the above.	

8.	<p><b>Q:</b></p> <p>The Tender Committee was requested to waive the "going concern" requirement with respect to a Major Subcontractor which has gone through a restructuring process and is currently under a Viability Plan.</p> <p><b>A:</b></p> <p>The Tender Committee rejects the request.</p>		3.3.1(d)(ii), 5.4.7
9.	<p><b>Q:</b></p> <p>The Tender Committee was requested to clarify how Form B should be completed in the event that the Participant has not yet been established.</p> <p><b>A:</b></p> <p>The contact details requested in Section 1 shall be filled-in with respect to the Authorized Representative.</p>		3.8, Form B
10.	<p><b>Q:</b></p> <p>The Tender Committee was requested to confirm that if the Participant has only one Member, no detailed agreement between the Members shall be required.</p> <p><b>A:</b></p> <p>The 4<sup>th</sup> bullet in Section 5 of Form B shall be amended as follows:  "Should the Participant be announced as Eligible Participant... it is the intention of all Members to enter into a detailed agreement between them (to the extent applicable)..."</p>		Form B - Section 5, 4 <sup>th</sup> bullet
11.	<p><b>Q:</b></p> <p>The Tender Committee was requested to confirm that a "Member" is only the Entity committed to <u>directly</u> hold shares or other interests in the Participant.</p> <p><b>A:</b></p> <p>The Tender Committee confirms the above.</p>		3.2.1
12.	<p><b>Q:</b></p> <p>The Tender Committee was requested to clarify whether the Participant is also required to sign Forms E and F.</p> <p><b>A:</b></p> <p>Forms E and F should only be signed by the relevant Major Subcontractor.</p>		Form E, Form F
13.	<p><b>Q:</b></p> <p>The Tender Committee was requested to clarify the term "position holders".</p> <p><b>A:</b></p> <p>The requirement to detail the "position holders" - is hereby deleted.</p>		Form B, Form C, form E
14.	<p><b>Q:</b></p> <p>The Tender Committee was requested to clarify who are the Israeli affiliates and subsidiaries that should be detailed in Forms C and E.</p> <p><b>A:</b></p> <p>The requirement applies only to non-Israeli Entities which have such Israeli affiliates or subsidiaries.</p>		Form C - Section 9, Form E - Section 10
15.	<p><b>Q:</b></p> <p>The Tender Committee was requested to confirm that if the non-Israeli Member has business in several jurisdictions, the required certificate shall be from the jurisdiction where such Member has been incorporated.</p> <p><b>A:</b></p> <p>The Tender Committee confirms the above.</p>		Form C - Section 11

16.	<p><b>Q:</b></p> <p>The Tender Committee was requested to confirm that Section 5.1.1 does not require that the Desalination Expert was the "Main contractor" of the reference project, and that such requirement exists only where the reference project was performed by the Desalination Expert as part of a sole purpose Entity, as per Section 5.1.2(a).</p> <p>Further to the above, the Tender Committee was requested to confirm that the Desalination Expert may present a project in which it has performed the design, installation and commissioning as a subcontractor of the main contractor, pursuant to a contract between the client/owner, the main contractor and the Desalination Expert.</p> <p>In addition, the Tender Committee was requested to confirm that under such circumstances, the Desalination Expert will be considered to have complied with the requirement according to which it has "installed on-site" the project even if the installation works were executed by a third party, provided that the Desalination Expert has supervised such installation works and assumed responsibility for the performance of the reference project.</p> <p><b>A:</b></p> <p>The Tender Committee rejects the request.</p> <p>It is hereby clarified that under Section 5.1.1 it is required that the Desalination Expert has executed the design, installation and commissioning either by itself or as a "Main Contractor" (as defined in Appendix A).</p> <p>As such, in the event that any works were executed by a third party which was not a subcontractor of the Desalination Expert, the Desalination Expert cannot be regarded as executing such works, even if it was responsible for supervising the works.</p>	<p>5.1.1</p>
17.	<p><b>Q:</b></p> <p>The Tender Committee was requested to clarify that if the reference project was completed (beginning of commercial operation) within the seven (7) years period, it will be considered as a project that was designed, installed and commissioned within that seven (7) years period.</p> <p><b>A:</b></p> <p>Section 5.1.1 shall be amended as follows:</p> <p>"The Participant is required to demonstrate that <del>within the past seven (7) Years</del> either it, one of its Members or one of its Major Subcontractors (The "<b>Desalination Expert</b>"), has designed, installed on site and commissioned... The said referenced desalination plant(s) must <u>have been completed within the past seven (7) Years</u>, have been in operation during the past two (2) Years..."</p>	<p>5.1.1</p>
18.	<p><b>Q:</b></p> <p>The Tender Committee was requested to extend the seven (7) years period to nine (9) / ten (10) years.</p> <p><b>A:</b></p> <p>The Tender Committee rejects the request.</p>	<p>5.1.1</p>

19.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to clarify the last sentence in the definition "Main Contractor", and to confirm that the Pre-Qualification Requirement in Section 5.1.1 can be demonstrated by presenting projects that were executed by the Desalination Expert as part (member) of a sole purpose entity which was the EPC Contractor of a BOT/BOO project.</p> <p>The Tender Committee confirms the above (subject to all other conditions stipulated in the Invitation, including in Sections 5.1.2(a) and (b)).</p> <p>The last sentence in the definition "Main Contractor" relates to a customary BOT/BOO project, were the Concessionaire (Seller) is engaged in a concession agreement with the Client and an EPC Contract with an EPC Contractor, and clarifies that under the above structure - the "Main Contractor" would be the EPC Contractor and not the Concessionaire.</p>	5.1.2(a), Appendix A - "Main Contractor"
20.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to confirm also indirect holdings, through a wholly owned holding company, of the Desalination Expert / EPC Expert / O&amp;M Expert, in the sole purpose Entity that was the "Main Contractor" in the reference project.</p> <p>➤ Sections 5.1.2(a)(i), 5.2.2(a) and 5.3.2(a) shall be amended as follows:          "The [Desalination / EPC / O&amp;M] Expert held (directly, or indirectly through a wholly owned sole purpose holding company) at least 30% of the rights in the sole purpose Entity; and..."</p> <p>➤ In Forms G, H and I, the 2<sup>nd</sup> bullet in Section 2, shall be amended as follows:          "• The undersigned held (directly, or indirectly through a wholly owned sole purpose holding company) at least 30% of the rights in the sole purpose Entity."</p>	5.1.2(a), 5.2.2(a), 5.3.2(a), Form G - Section 2, Form H - Section 2, Form I - Section 2
21.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to confirm that the term "directly" includes also participation by wholly owned subsidiaries or parent company.</p> <p>The Tender Committee rejects the general request, however please refer to clarification no.20 above.</p>	5.1.2(a)(i)
22.	<p><b>Q:</b></p>	<p>The Tender Committee was requested to clarify that if the completion of the referenced project has occurred within the past seven (7) years period, then it shall be considered as a project that was executed within that seven (7) years period.</p>	5.2.1

	<p><b>A:</b> Section 5.2.1 shall be amended as follows:</p> <p>"The Participant is required to demonstrate that <del>within the past seven (7) Years</del> either it, or one of its Members or one of its Major Subcontractors (the "EPC Expert"), has successfully executed, as a Main Contractor:</p> <p>a. one (1) infrastructure project, with a total cost of not less than 50 million US Dollars; or</p> <p>b. several (up to three (3)) infrastructure projects, with an aggregate total cost of not less than 70 million US Dollars;</p> <p><u>Each such project have been completed within the past seven (7) Years;</u>  Each such project utilizing the combined services of all the following engineering disciplines: civil, mechanical, electrical and controls and instrumentation."</p>	
23.	<p><b>Q:</b> The Tender Committee was requested to confirm that "directly" includes also participation by wholly owned subsidiaries or parent company.</p> <p><b>A:</b> The Tender Committee rejects the general request, however please refer to clarification no.20 above.</p>	5.2.2(a)
24.	<p><b>Q:</b> The Tender Committee was requested to add a pre-qualification requirement according to which the Participant (or its subcontractor) will have to demonstrate experience in at least two (2) large scale ("mega project") infrastructure projects, with a total cost of not less than NIS 1 billion in the last ten (10) years.</p> <p><b>A:</b> The Tender Committee rejects the request.</p>	5
25.	<p><b>Q:</b> The Tender Committee was requested to add a pre-qualification requirement according to which the participants (or its subcontractor) would be registered in accordance with the Registration of Contractors for Construction Engineering Works Law and Regulations, in the field "main construction" (100), classification C-5 (unlimited).</p> <p><b>A:</b> The Tender Committee rejects the request.</p>	5
26.	<p><b>Q:</b> The Tender Committee was requested to amend the definition "Institutional Investor" by adding in sub-section (i) reference to Section 4 of Schedule 1 of the Securities Law 1968.</p> <p><b>A:</b> The Tender Committee rejects the request. Please refer to the definition "Banking Corporation".</p>	5, Appendix A - "Institutional Investor"
27.	<p><b>Q:</b> The Tender Committee was requested to amend the definition "Institutional Investor" by adding section (iii) - entities recognized as "institution of higher education" pursuant to the Council for Higher Education Law, 1958; and with respect to non-Israeli Entities - a similar entity pursuant to applicable law under the applicable jurisdiction.</p>	5.4, Appendix A - "Institutional Investor", "Private Investment Fund"

	<b>A:</b>	The Tender Committee confirms that an "institution of higher education" (as defined above) can be regarded as an "Institutional Investor" for the purpose of calculating the 60% in sub-sections (i) and (ii) of the definition "Private Investment Fund".	
28.	<b>Q:</b>	The Tender Committee was request to confirm that Section 3.5 shall not apply to an "institution of higher education", as such term is defined in the Council for Higher Education Law (1958), if such institution only participates in the Pre-Qualification Process in a capacity of an investor in a Private Investment Fund.	3.5
	<b>A:</b>	The Tender Committee confirms the above.	
29.	<b>Q:</b>	The Tender Committee was requested to confirm that a Private Investment Fund may hold the Participant through a wholly owned sole purpose investment vehicle which shall be the (direct) Member in the Participant, and that in such event, such Member may demonstrate compliance with the Financial Pre-Qualification Requirement in Section 5.4.5 by relying on the financial robustness of the Private Investment Fund.	5.4.5
	<b>A:</b>	The Tender Committee confirms the above.  In such event, the Private Investment Fund shall be regarded as a "Guarantor" for purposes of the Pre-Qualification Process, and the Member shall attach to the Pre-Qualification Submission Forms "J <sub>1</sub> " and "K", duly executed by the Member and the Private Investment Fund.	
30.	<b>Q:</b>	The Tender Committee was requested to amend the definition "Commitment" as follows:  "Commitment - Shall mean the overall amount of all financial commitments <u>and contributions</u> made available to a Private Financial Fund, <u>or funds under common Control</u> , by its limited partners."	5.4.5, Appendix A - "Commitment"
	<b>A:</b>	The definition "Commitment" shall be amended as follows:  "Commitment - Shall mean the overall amount of all financial commitments <u>and contributions</u> made available to a Private <u>Investment Financial</u> Fund by its limited partners."  Other than the above, the Tender Committee rejects the request.	
31.	<b>Q:</b>	The Tender Committee was requested to amend the definition "Private Investment Fund" by adding a requirement according which the fund has a General Partner or Fund Manager who manages assets in a total amount which is not less than 1,500 million NIS.	5.4.5, Appendix A - "Private Investment Fund"
	<b>A:</b>	The Tender Committee rejects the request.	

32.	<p>Section 5.4.5(a) shall be amended as follows:</p> <p>"As of 31 December of the last year (t), the amount of Commitments under its management was not less than NIS 10,200,000 for each one percent (1%) of its Anticipated Holdings in the Participant, <del>based on its Financial Statements for that year...</del>"</p>	5.4.5(a)										
33.	<p><b>Q:</b> The Tender Committee was requested to clarify which exchange rates shall be used in order to calculate the amount of the "Unutilized Commitments".</p> <p><b>A:</b> The amount of the Unutilized Commitments shall be converted to NIS based on the following exchange rates:</p> <table border="1" data-bbox="264 633 1091 987"> <thead> <tr> <th>Currency</th> <th>NIS (₪)</th> </tr> </thead> <tbody> <tr> <td>1 USD (US\$)</td> <td>3.642</td> </tr> <tr> <td>1 EUR (€)</td> <td>4.232</td> </tr> <tr> <td>1 GBP (£)</td> <td>4.746</td> </tr> <tr> <td>1 HKD (HK\$)</td> <td>0.464</td> </tr> </tbody> </table>	Currency	NIS (₪)	1 USD (US\$)	3.642	1 EUR (€)	4.232	1 GBP (£)	4.746	1 HKD (HK\$)	0.464	5.4.5, 5.4.9
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34.	<p><b>Q:</b> The Tender Committee was requested to approve Financial Statements which are based on French GAAP.</p> <p><b>A:</b> The Tender Committee approves the request.</p> <p>Section 5.4.8(b) shall be amended as follows:</p> <p>"...(iv) French GAAP;..."</p>	5.4.8(b), 5.4.9(c)										
35.	<p><b>Q:</b> The Tender Committee was requested to confirm that since the French GAAP for investment funds does not require cash flow statements to be included in the audited financial statements, such Financial Statements of a Private Investment Fund can be submitted without cash flow statements.</p> <p><b>A:</b> The Tender Committee confirms the above.</p>	5.4.8(d)										
36.	<p><b>Q:</b> The Tender Committee was requested to approve Financial Statements which are based on Hong Kong financial reporting standards (HKFRS).</p>	5.4.8(b), 5.4.9(c)										

	<p><b>A:</b> The Tender Committee approves the request.</p> <p>➤ Section 5.4.8(b) shall be amended as follows:          "...<u>(v) Hong Kong Financial Reporting Standards (HKFRS)</u>;..."</p> <p>➤ The following exchange rates shall be added to the table in Section 5.4.9(b)(i) - Turnover and Operating Cash Flow:</p> <table border="1" data-bbox="301 450 1233 801"> <thead> <tr> <th>Calendar Fiscal Year</th> <th>Currency</th> <th>NIS (₪)</th> </tr> </thead> <tbody> <tr> <td>January 1, 2014, until December 31, 2014</td> <td>1 HKD (HK\$)</td> <td>0.4614</td> </tr> <tr> <td>January 1, 2015, until December 31, 2015</td> <td>1 HKD (HK\$)</td> <td>0.50114</td> </tr> <tr> <td>January 1, 2016, until December 31, 2016</td> <td>1 HKD (HK\$)</td> <td>0.4948</td> </tr> <tr> <td>January 1, 2017, until December 31, 2017</td> <td>1 HKD (HK\$)</td> <td>0.4621</td> </tr> </tbody> </table> <p>➤ The following exchange rates shall be added to the table in Section 5.4.9(b)(ii) - Equity:</p> <table border="1" data-bbox="301 907 1233 1122"> <thead> <tr> <th>Day</th> <th>December 31, 2017</th> <th>December 31, 2016</th> </tr> </thead> <tbody> <tr> <td>Currency</td> <td>NIS (₪)</td> <td>NIS (₪)</td> </tr> <tr> <td>1 HKD (HK\$)</td> <td>0.443</td> <td>0.496</td> </tr> </tbody> </table> <p>➤ Section 5.4.9(c) shall be amended as follows:          "An Entity whose financial data is presented in currencies other than NIS/US\$/€/£/<u>HK\$</u> (the exchange rates of which are presented above) is required to submit a specific request to the Tender Committee for other currency conversion to <u>NIS US\$</u>, at least 30 days prior to the Pre-Qualification Submission Date."</p>	Calendar Fiscal Year	Currency	NIS (₪)	January 1, 2014, until December 31, 2014	1 HKD (HK\$)	0.4614	January 1, 2015, until December 31, 2015	1 HKD (HK\$)	0.50114	January 1, 2016, until December 31, 2016	1 HKD (HK\$)	0.4948	January 1, 2017, until December 31, 2017	1 HKD (HK\$)	0.4621	Day	December 31, 2017	December 31, 2016	Currency	NIS (₪)	NIS (₪)	1 HKD (HK\$)	0.443	0.496	
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37.	<p><b>Q:</b> The Tender Committee was requested to confirm that if a Private Investment Fund was established in 2016 and therefore has no Financial Statements for 2015, it can submit only the Financial Statements for years 2016 and 2017.</p> <p><b>A:</b> The Tender Committee confirms the above. Under such circumstances, it will be required to submit a statement by its CFO, stating that it does not have such financial statements.</p>	5.4.5, 5.4.8(a)																								
38.	<p><b>Q:</b> The Tender Committee was requested to clarify that if a Member relies on a Guarantor, only the financial statements of the Guarantor should be submitted.</p> <p>Without derogating from the generality of the above, it was noted that the clarification is specifically relevant in case the Member is a newly incorporated entity which does not have financial statements for three (3) years.</p>	5.4.8(a), 5.4.8(f)																								

	<p><b>A:</b></p> <ul style="list-style-type: none"> <li>➤ In the event that a Member which relies on a Guarantor does not have Financial Statements (for any or all of the relevant years), the Member is required to submit a statements by its CFO, stating that it does not have such financial statements.</li> <li>➤ Other than the above, the Tender Committee rejects the request, and Section 5.4.8(f) shall be amended as follows:</li> </ul> <p>"In the event of a reliance by a Participant or by a Member on a Guarantor, the Financial Statements of such Guarantor shall <u>also</u> be included (<u>in addition to</u> <del>instead of</del> those of the Member), and shall be subject to the provisions of Section 5.4.4 (Reliance on a Guarantor) above."</p>	
39.	<p><b>Q:</b> The Tender Committee was requested to confirm that if a Member which relies on a Guarantor does not have audited financial statement (for instance, if it is a newly incorporated entity), such Member shall not be required to meet the "going concern" requirement.</p> <p><b>A:</b> In the circumstances described above, the Member is required to submit a statement by its CFO, stating the following:</p> <p>"I hereby confirm that _____ [<i>name of the Member</i>] is not under any voluntary or involuntary bankruptcy process (liquidation or reorganization), or receivership or commencement of a similar insolvency proceedings, and there are no real doubts as to its ability to continue as a "Going Concern" (as such term is defined in the _____ Standard no. ___ [<i>the Accounting Standards applicable to the Member</i>])".</p>	5.4.4(a), 5.4.7
40.	<p><b>Q:</b> The Tender Committee was requested to waive the requirement to submit the Private Investment Fund's investment agreements and appointment agreements, and replace it by a statement by its CFO depicting the overall amount of the Commitments.</p>	5.4.8(h), Form J <sub>1</sub>

	<p><b>A:</b> ➤ Section 5.4.8(h) shall be amended as follows:</p> <p>"In order to demonstrate compliance with the Financial Pre-Qualification Requirements specified in Section 5.4.5 (Financial Pre-Qualification Requirements; Private Investment Fund) above, a Member, who is a Private Investment Fund, is required <del>to submit its investment agreements and appointment agreements demonstrating the overall Commitments, as required pursuant to the provisions of Section 5.4.5 above,</del> and to submit a statement by its CFO depicting the overall amount of the <u>Commitments and of the Unutilized Commitments</u>, as required pursuant to the provisions of Section 5.4.5 above."</p> <p>➤ Form J<sub>1</sub> shall be amended as follows:</p> <p>"The Member should complete this Pre-Qualification Form in accordance with the provisions of Section 5.4.5 (<i>Private Investment Fund</i>) and Section 5.4.8 (Content and Submission Form) of the Invitation, including submission of Financial Statements <del>and its investment agreements and appointment agreements demonstrating the overall Commitments, as required pursuant to the provisions of Section 5.4.5 of the Invitation,</del> and to submit a statement by its CFO depicting the overall amount of the <u>Commitments and of the Unutilized Commitments</u>, as required pursuant to the provisions of Section 5.4.5 of the Invitation."</p>	
41.	<p>Section 5.4.8(g) shall be deleted, so that even if the Financial Statements of the last year (t) contain comparative figures, all three (3) years Financial Statements shall be submitted.</p>	5.4.8(g)
42.	<p><b>Q:</b> The Tender Committee was requested to confirm that it will be valid to submit a notarized copy of the original authenticated by a Public Notary accompanied by a translation certified by an official translator recognized by the corresponding authorities (e.g. Ministry of Foreign Affairs) in the country of residence of the relevant Entity.</p> <p><b>A:</b> The Tender Committee confirms the above.</p>	6.3
43.	<p><b>Q:</b> The Tender Committee was requested to clarify whether such certificates should be notarized and/or apostilled.</p> <p><b>A:</b> The Tender Committee confirms both options as above.</p>	6.3, Form C - Section 11
44.	<p><b>Q:</b> The Tender Committee was requested to confirm that the signatures can be confirmed by an attorney of the relevant Entity; or alternatively - that it will be valid to submit the Powers of Attorney of the signatories authenticated by a Public Notary and with the Hague Apostille.</p> <p><b>A:</b> The Tender Committee confirms both options as above.</p>	6.5, Forms
45.	<p><b>Q:</b> The Tender Committee was requested to confirm that if a Member or Major Subcontractor is a non-Israeli Entity, a foreign attorney may certify their required signatures.</p>	6.5

	<b>A:</b>	The Tender Committee confirms the above.	
46.	<b>Q:</b>	The Tender Committee was requested to clarify whether such certifications by a foreign attorney should be notarized and/or apostilled.	6.5
	<b>A:</b>	The certification by a foreign attorney, as appears on the Forms, is not required to be notarized and/or apostilled.	
47.	<b>Q:</b>	The Tender Committee was requested to clarify how many disk-on-keys should be attached to the Pre-Qualification Submission.	6.7
	<b>A:</b>	Each copy of the Pre-Qualification Submission should contain a DOK.	
48.	<b>Q:</b>	The Tender Committee was requested to confirm that "interested parties" in the Member are only the direct shareholders of the Member.	Appendix A - "Interested Party", Form C - Section 8
	<b>A:</b>	The Tender Committee rejects the request.	
49.	<b>Q:</b>	The Tender Committee was requested to replace the definition "Interested Parties" by the following: "Interested Parties - shall mean an Entity or individual directly holding at least 5% of any of the Means of Control, as the meaning ascribed thereto in Section 1 of the Securities Act (1968)."	Appendix A - "Interested Party"
	<b>A:</b>	➤ The Tender Committee rejects the request. ➤ However, the definition "Interested Parties" shall be amended as follows: "Interested Parties - Shall have the meaning ascribed thereto in the Communication (Bezeq and Broadcasting) Law, 1982 ("בעל עניין"), <u>provided that for the purpose of this definition - the reference therein to "5%" shall be replaced by "15%".</u> "	
50.	<b>Q:</b>	The Tender Committee was requested to replace the reference to "Interested Parties" with a reference to "Members".	7.5(d)
	<b>A:</b>	The Tender Committee rejects the request.	
51.	<b>Q:</b>	The Tender Committee was requested to delete all references to "Interested Parties" in the referenced Sections of the Forms.	Form C - Section 12.2, Form E - Section 11.2, Form K - Section 9
	<b>A:</b>	The Tender Committee rejects the request. However, please refer to clarification no.49 above and the relevant footnotes in the Forms.	
52.	<b>Q:</b>	The Tender Committee was requested to confirm that for the purpose of Section 8 of Form C, the Member may attach an extract from the TASE regarding its Interested Parties.	Form C - Section 8
	<b>A:</b>	The Tender Committee confirms the request.	

53.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to amend Section 12.5 of Form C to refer only to actions and proceedings not already elaborated in the Financial Statements.</p> <p>Section 12.5 of Form C shall be amended as follows:  <u>"Other than as elaborated in the Member's Financial Statements attached to the Pre-Qualification Submission, there are no actions or proceedings pending nor, to the best knowledge of the Member and after due investigation, actions or proceedings which might result in any material or adverse change in the Member's business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets."</u></p>	Form C - Section 12.5
54.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to delete Section 12.10 of Form C.</p> <p>➤ The Tender Committee rejects the request.          ➤ However, Section 12.10 of Form C shall be amended as follows:  <u>"In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant Company complied with the requirements of the Invitation... and should the Participant decides to submit a bid,</u> the Member hereby undertakes to issue the Tender Committee, within the bid to be submitted by the Participant, with the Member's undertaking that shall be detailed in the Tender Documents."          ➤ Section 7 of Form K shall be amended as follows:  <u>"In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant complied with the requirements of the Invitation... and should the Participant decides to submit a bid,</u> the Guarantor hereby undertakes to issue the Tender Committee, within the bid to be submitted by the Participant, with the Member's undertaking that shall be detailed under the Tender Documents."</p>	Form C - Section 12.10, Form K - Section 7
55.	<p><b>Q:</b></p> <p><b>A:</b></p>	<p>The Tender Committee was requested to confirm that if an Entity serves in several capacities (e.g. as the Desalination Expert and EPC Expert), Form F shall only be filled-out once with respect to the said Entity.</p> <p>The Tender Committee confirms the above.</p>	Form F

**APPENDIX “IV”**  
**ACKNOWLEDGEMENT OF RECEIPT**

Date: \_\_\_\_\_

To  
Mr. Yitsik Marmelshtein  
Chairman of the Tender Committee

Co./ Ms. Ravit Bar-On  
Coordinator of the Tender Committee  
E-mail: [RavitB@inbal.co.il](mailto:RavitB@inbal.co.il)

**Re: Invitation for Pre-Qualification**  
**Desalination Facility at Sorek Plant B (200 Million m<sup>3</sup>/year)**  
**Addendum No. 1**

Pursuant to the Invitation for Pre-Qualification issued on April 26<sup>th</sup>, 2018 and in accordance with the provisions thereof, we hereby acknowledge receipt of Addendum No. 1 to the Invitation for Pre-Qualification.

\_\_\_\_\_  
(name of Participant and signature of an authorized representative)

Cc: Adv. Michal Schwartz, Lipa Meir & Co.  
E-mail: [Michals@lipameir.co.il](mailto:Michals@lipameir.co.il)