

THE STATE OF ISRAEL

**BUILD, OPERATE AND
TRANSFER (BOT) PROJECT
OF A SEA WATER DESALINATION FACILITY
AT THE WESTERN GALILEE WITH
PRODUCTION CAPABILITIES
OF AT LEAST 100 MILLION M³/YEAR**

PRE-QUALIFICATION FORMS

JANUARY 2020

PRE-QUALIFICATION FORM "A"

THE PRE-QUALIFICATION SUBMISSION LETTER

(To be completed by the Participant and all Members of the Participant, on a separate Pre-Qualification Form, if necessary)

To:
Mr. Yitsik Marmelshtein, Chairman of the Tender Committee
Accountant General Division
Ministry of Finance
Jerusalem

Dear Sir,

Re: Invitation for Pre-Qualification to a Tender for at least 100 Million m³/year Seawater Desalination Facility - Build, Operate and Transfer (BOT) Project
(the "Invitation")

In response to the Invitation issued on _____, extending an invitation to submit a Pre-Qualification Submission;

1. We, the undersigned, _____ (*name of Participant to be completed*), and all the Members thereof, _____; _____; _____; (*names of Members to be completed*) have thoroughly and carefully read the Invitation, and are pleased to submit our Pre-Qualification Submission.
2. We agree to all of the provisions in the Invitation and we submit our Pre-Qualification Submission in accordance with the terms and provisions contained therein.
3. We warrant that the Pre-Qualification Submission is accurate, complete and up-to-date at time of the Pre-Qualification Submission Date, in accordance with the requirements of the Invitation.
4. We acknowledge and accept the provisions of Section 2.14 (Reservation of Rights) of the Invitation, and without derogating from the generality of the foregoing, understand that the submission of our Pre-Qualification Submission shall not be deemed in any way to create an obligation on the part of the Tender Committee to announce our compliance with the Pre-Qualification Requirements; that the Tender Committee has the right to reject, as it deems appropriate, the Pre-Qualification Submission submitted by the Participant; and that the Tender Committee has the right, as it deems appropriate, to annul the Pre-Qualification Process and to reject all Pre-Qualification Submissions at any time, all, in accordance with the provisions of the Invitation.

5. Incorporated hereto, and made an integral part of the Pre-Qualification Submission, are all Pre-Qualification Forms, attachments and annexes thereto, and other annexes attached to the Pre-Qualification Submission as described herein:

- Pre-Qualification Form “A” - The Pre-Qualification Submission Letter
- Pre-Qualification Form “B” - The Participant
- Pre-Qualification Form “C” - The Members of the Participants
- Pre-Qualification Form “D” - The Participant and Its Major Subcontractors
- Pre-Qualification Form “E” - The Major Subcontractors of the Participant
- Pre-Qualification Form “F” - The Major Subcontractor's Qualifications & General Experience
- Pre-Qualification Form “G” - Desalination Plants Design and Construction Experience
- Pre-Qualification Form “H” - Infrastructure Projects "Main Contractor" Experience
- Pre-Qualification Form “I” - Water-Treatment Facilities Operation and Maintenance Experience
- Pre-Qualification Form “J” - Financial Robustness - Other than Financial Entities
- Pre-Qualification Forms "J₁" - Financial Robustness - Private Investment Fund
- Pre-Qualification Forms "J₂" - Financial Robustness - Banking Corporation and Institutional Investor
- Pre-Qualification Form “K” - Letter of Guarantee

6. Attached herein is a copy original *[check applicable]* of the receipt of payment for participating in the Pre-Qualification Process.

7. Detailed herein is information which the Participant considers to be of a commercially sensitive or secret nature concerning the Pre-Qualification Submission *[to be completed in accordance with the provisions of Section 4.4 (Identification of Sensitive Information) of the Invitation for Pre-Qualification]*:

8. The undersigned acknowledges receipt, understanding and full consideration of the following Addenda to the Pre-Qualification Documents, issued until the Pre-Qualification Submission Date:

Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____

Addenda No. _____

Date Received: _____

...

[to be completed]

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights</u> (*)	<u>Date</u>
The Participant	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____

() In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Participant or the Member (as the case may be) are authorized to sign on behalf of the Participant or the Member (as the case may be) and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.*

PRE-QUALIFICATION FORM "B"

THE PARTICIPANT

(To be completed by the Participant and all Members of the Participant, on a separate Pre-Qualification Form, if necessary)

1. Name: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

2. Authorized Representative:

3. [reserved]

4. Members' Anticipated Holdings in the Participant:

<u>Member</u>	<u>Anticipated Holdings in the Participant</u>
	___%
	___%
	___%

5. Each Member hereby warrants and declares as follows:

- The Pre-Qualification Submission is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;
- The Pre-Qualification Submission is genuine and not collusive or sham;
- The Participant has not, directly or indirectly, induced or solicited any other Participant or Member(s) of a Participant to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) of a Participant to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Project; and
- Should the Participant be announced as Eligible Participant in accordance with the provisions of the Invitation, and will be invited by the Tender Committee to submit a bid pursuant to the provisions of the Tender Documents, it is the intention of all Members to enter into a detailed agreement between them (to the extent applicable) and to form a new company, incorporated under the Laws of the State of Israel, all, as required pursuant to the provisions of the Invitation and in accordance thereof, and as shall be further required pursuant to the provisions of the Tender Documents. The sole purposes of the new company shall be the participation in the tender process and the execution of the Project (if eventually selected to do so), all, in accordance with the provisions of the Tender Documents. The

Anticipated Holdings by each and all Members in the sole purpose company shall be as listed above.

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights</u> (*)	<u>Date</u>
The Participant	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____

(*) In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Participant or the Member (as the case may be) are authorized to sign on behalf of the Participant or the Member (as the case may be) and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

PRE-QUALIFICATION FORM "C"

THE MEMBERS OF THE PARTICIPANT

(To be completed by each Member of the Participant)

1. Name: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

	<u>Name</u>	<u>Profession</u>	<u>Title</u>
2. Directors or Executives of the Member <i>(as applicable):</i>	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

3. [reserved]

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.'s</u>
4. Representative: Israeli Representative*:	_____	_____	_____
	_____	_____	_____

**for non-Israeli companies only*

5. Legal Status:
(check applicable)

Private	<input type="checkbox"/>
Public	<input type="checkbox"/>
Partnership	<input type="checkbox"/>
Limited Liability	<input type="checkbox"/>
Joint Venture	<input type="checkbox"/>
Other <i>(explain)</i>	<input type="checkbox"/>

6. Registration Number: _____
Place of Registration: _____
Date of Registration: _____

7. Authorized Share Capital: _____
Issued and Fully Paid Up Capital: _____

8. Interested Parties in the Member:

9. Does the Member have an Israeli subsidiary or affiliate company? Yes No

If yes - identify and provide details:

10. The Pre-Qualification Requirement the Member will be demonstrating compliance with:

(if applicable, detail the applicable Pre-Qualification Requirement the Member is demonstrating compliance with, other than the Financial Pre-Qualification Requirements)

The Member accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form "C" (as applicable), and should the Participant be announced as an Eligible Participant, and will be invited by the Tender Committee to submit a Bid pursuant to the provisions of the Tender Documents, it is the intention of the Member to enter into a detailed agreement for purposes of performing the role assigned to it by the Participant.

11. Authorizations and Certifications

[Israeli Members of the Participant should attach, within this Section, certificates from their auditors, certified public accountants or the Internal Revenue Services, confirming proper bookkeeping and proper reporting to the VAT Authorities, valid to the Pre-Qualification Submission Date. Non-Israeli Members should attach certified copies of equivalent certificates within their countries' jurisdictions.]

12. The Member hereby warrants and represents the following:

12.1. The Member is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

12.2. Criminal Proceedings with Respect to Offence¹ *[check applicable]*

12.2.1.

The Member and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant) *[check applicable]*, have not been convicted in an offence *[to be completed by the Member]*.

12.2.2.

There are no criminal proceedings with respect to an Offence being conducted against either the Member and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant) *[check applicable]* *[to be completed by the Member]*.

¹ In this Section 12.2. the term "**Interested Party**" shall not be deemed to include: (i) a large number of employees, pursuant to a voting agreement; or (ii) institutional investors; as indicated in Section 8 of this Pre-Qualification Form "C".

12.2.3.

The Member and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant) *[check applicable]* have been convicted in the following Offences *[to be completed by the Member]*:

12.2.4.

The following criminal proceedings are being conducted against the Member and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant), with respect to the following Offences *[check applicable][to be completed by the Member]*:

- 12.3. Neither the Member nor any Interested Party therein or directors or managers thereof are residents of or domiciled in a state which does not have diplomatic relations with the State of Israel;
- 12.4. The Member has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted (including the participation in this Pre-Qualification Process);
- 12.5. 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;
- 12.6. The Member has not, directly or indirectly, induced or solicited any other Participant or Member(s) of a Participant to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) of a Participant to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Project;
- 12.7. The Member does not employ or engage any of the advisors to the Tender Committee detailed in **Appendix "C"** of the Invitation, for the purposes of the Pre-Qualification Process or the Project;
- 12.8. The Member participates in the Pre-Qualification Process only within this Pre-Qualification Submission;

12.9. Any person or Entity which exercises Control over it, any person or Entity under the common Control thereof, and any person or Entity Controlled thereby, does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission; and

12.10. In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Company complied with the requirements of the Invitation, and that Participant, its Members and Major Subcontractors demonstrated compliance with the Pre-Qualification Requirements, and that the Participant will be invited to submit a bid in accordance with the provisions of the Invitation, and should the Participant decides to submit a bid, 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.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “D”

THE PARTICIPANT AND ITS MAJOR SUBCONTRACTORS

*(to be completed by the Participant with respect to all the Major Subcontractors participating in the Pre-
Qualification Submission)*

1. General information about the Major Subcontractors:

(a) The EPC Contractor

Name: _____

Holdings / Anticipated holdings in the EPC Contractor:

The Desalination Expert	_____ %
The EPC Expert	_____ %
<i>[other member of the EPC Contractor - to be completed]</i>	_____ %
<i>[other member of the EPC Contractor - to be completed]</i>	_____ %

(b) The Desalination Expert

Name: _____

Business Address: _____

Phone: _____

Facsimile: _____

E-mail: _____

(c) The EPC Expert

Name: _____

Business Address: _____

Phone: _____

Facsimile: _____

E-mail: _____

(d) The O&M Contractor

Name: _____

Holdings / Anticipated holdings in the O&M Contractor:

The O&M Expert	_____ %
[other member of the O&M Contractor - to be completed]	_____ %
[other member of the O&M Contractor - to be completed]	_____ %

(e) The O&M Expert

Name: _____

Business Address: _____

Phone: _____

Facsimile: _____

E-mail: _____

2. The Participant hereby warrants and represents that to the best of the Participant's knowledge and after conducting a due investigation, each of the Major Subcontractors of the Participant complies with all applicable requirements of the Invitation pertaining to Major Subcontractors, as detailed in Pre-Qualification Form "E".

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it, for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM "E"

THE MAJOR SUBCONTRACTORS OF THE PARTICIPANT

(To be completed by each of the Major Subcontractors: the Desalination Expert, EPC Expert and any other member of the EPC Contractor, the O&M Expert and any other member of the O&M Contractor, on a separate Pre-Qualification Form)

1. Name of Company: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

2. The Pre-Qualification Requirement the Major Subcontractor will be demonstrating compliance with: _____

	<u>Name</u>	<u>Profession</u>	<u>Title</u>
3. Directors or Executives of the Major Subcontractor: <i>(as applicable)</i>	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

4. [reserved]

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.'s</u>
5. Representative: Israeli Representative*:	_____	_____	_____
	_____	_____	_____

**for non-Israeli companies only*

6. Legal Status of Company:
(check applicable)

Private	<input type="checkbox"/>
Public	<input type="checkbox"/>
Partnership	<input type="checkbox"/>
Limited Liability	<input type="checkbox"/>
Joint Venture	<input type="checkbox"/>
Other <i>(explain)</i>	<input type="checkbox"/>

7. Registration Number: _____
Place of Registration: _____
Date of Registration: _____

8. **Authorized Share Capital:** _____
Issued and Fully Paid Up Capital: _____

9. **Interested Parties in the Major Subcontractor:** _____

10. **Does company have an Israeli subsidiary or affiliate company?** Yes No
If yes – identify and provide details: _____

11. The Major Subcontractor hereby warrants and represents the following:

11.1. The Major Subcontractor is duly incorporated, organized and validly existing under the laws of the jurisdiction in which such a Major **Subcontractor** was organized;

11.2. Criminal Proceedings with Respect to Offence² *[check applicable]*

11.2.1

The Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]*, have not been convicted in an offence *[to be completed by the Major Subcontractor]*.

11.2.2

There are no criminal proceedings with respect to an Offence being conducted against either the Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]* *[to be completed by the Major Subcontractor]*.

11.2.3

The Major Subcontractor and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]* have been convicted in the following Offences *[to be completed by the Major Subcontractor]*:

² In this Section 11.2. the term "**Interested Party**" shall not be deemed to include: (i) a large number of employees, pursuant to a voting agreement; or (ii) institutional investors; as indicated in Section 9 of this Pre-Qualification Form "E".

11.2.4

The following criminal proceedings are being conducted against the Major Subcontractor and/or any directors or managers thereof and/or Interested Parties in the Major Subcontractor, with respect to the following Offences *[check applicable] [to be completed by the Major Subcontractor]*:

- 11.3 Neither the Major Subcontractor nor any Interested Party therein or directors or managers thereof are residents of or domiciled in a state which does not have diplomatic relations with the State of Israel;
- 11.4 Major Subcontractor has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted or proposed to be conducted for the purposes of the Project;
- 11.5 There are no actions or proceedings pending nor, to the best of the Major Subcontractor's knowledge and after due investigation, actions or proceedings which might result in any material or adverse change in the business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;
- 11.6 The Major Subcontractor has not, directly or indirectly, induced or solicited any other Participant or Member(s) of a Participant to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) of a Participant to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Project;
- 11.7 To the best of the Major Subcontractor's knowledge, and with respect to those part of the Pre-Qualification Submission concerned with the Major Subcontractor:
 - 11.7.1 The Pre-Qualification Submission submitted by the Participant is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;
 - 11.7.2 The Pre-Qualification Submission is genuine and not collusive or sham;
 - 11.7.3 All the information contained in the Pre-Qualification Submission is true, accurate, complete and current as of the Pre-Qualification Submission Date.
- 11.8 The Major Subcontractor accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form "E", and should the Participant be announced as an Eligible Participant in accordance with the provisions of the Invitation, and will be invited by the Tender Committee to submit a bid pursuant to the provisions of the Tender Documents, it is the

intention of the Major Subcontractor to enter into a detailed agreement for purposes of performing the role assigned to it by the Participant.

11.9 The Major Subcontractor does not employ or engage any of the advisors to the Tender Committee detailed in Appendix "C" of the Invitation, for the purposes of the Pre-Qualification Process or the Project.

11.10 The Major Subcontractor participates in the Pre-Qualification Process only within this Pre-Qualification Submission, and any person or Entity which exercises Control over it, any person or Entity under the common Control thereof, and any person or Entity Controlled thereby does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission.

11.11 The Major Subcontractor's most recent audited Financial Statements do not include a "Going Concern Notice".

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it, for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “F”

**THE MAJOR SUBCONTRACTOR'S QUALIFICATIONS & EXPERIENCE -
GENERAL**

*(To be completed by each of the Desalination Expert, EPC Expert and O&M Expert, on a separate Pre-
Qualification Form)*

1. Company’s General Information

Name of Company: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.’s</u>
Authorized Representative:	_____	_____	_____
Israeli Representative*:	_____	_____	_____

**for non-Israeli companies only*

2. Company’s Capabilities, Qualifications & Competence

2.1. Company Background, Qualifications and Specialization:

2.2. Company Capabilities and Competence:

2.2.1. Professional Employees

	Number	Qualifications	Education	Training	Areas of specialization
Engineers					
Technicians					
Managerial and Administrative					
Others					

2.2.2. Facilities

	Areas (in Israel and abroad)	Types of Equipment
Fabrication, manufacture, maintenance, spare parts depots		
Engineering, design, administration		

2.2.3. Professional Registration, Accreditation, Standards & Codes

Classification of contractor and/or other registration certificates required by Israeli or foreign laws : _____

Quality Control and Assurance : _____

Accredited Fabrication and Manufacture Standards and Codes : _____

3. Company's Experience & Projects Reference Lists

Total Number of years of experience in field of offered services: _____

Total Number of projects performed in field of offered services: _____

4. Additional Relevant Information

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “G”

DESALINATION PLANTS DESIGN AND CONSTRUCTION EXPERIENCE

(To be completed by the Desalination Expert)

1. The Projects

Project Details	Projects			
	“A”	“B”	“C”	“D”
Client				
Unit Capacities				
Design				
Actual				
No. of Units in Plant				
Total production Capacity (actual)				
Location				
Seawater Quality				
TDS/Chlorides				
Boron				
TSS				
Turbidity				
SDI				
Contaminants				
Type of Intake				
Type of Seawater Pretreatment				
Conversion Ratio				
Type of Product Post-treatment				
Product Quality				
TDS/Chlorides				
Boron				
Hardness				
Alkalinity				
Project Construction duration				
Project Construction start date				
Commissioning date				
Start of Operation date				
No. of Years of Operation				
Roles & Scopes of Supply & Services				

Project Details	Projects			
<i>[in the event the project was executed by a sole purpose Entity, the Desalination Expert's share in the sole purpose Entity should also be indicated]</i>				
Senior Personnel (Names & Tasks)				
Project Value – US\$				
Value of Scopes of Supply & Services –US\$				
Site Managers and Contact Details				

2. Execution as part of a Sole Purpose Entity *[to be completed in the event that any of the projects described above was executed by the undersigned as part (member) of a sole purpose Entity]*

The undersigned hereby undertakes and declares as follow with respect to Project "____", "____" and "____" *[to be completed]*:

- The undersigned has performed the project detailed above as part (member) of a sole purpose Entity which was the Main Contractor of the project.
- 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.
- In case the sole purpose Entity was an unincorporated joint venture - the undersigned was responsible, jointly and severally, for the execution of such project.
- Within such sole purpose Entity, the undersigned has actually performed the process design of the project detailed above

3. Execution as a Single / Sole Purpose Entity *[to be completed in the event that any of the projects described above was executed by the undersigned as a single / sole purpose Entity]*

The undersigned hereby undertakes and declares as follow with respect to Project "____", "____" and "____" *[to be completed]*:

- The undersigned was the Main Contractor of the project.
- There was no other entity which actually performed the process design of the applicable project, pursuant to an agreement with the undersigned or otherwise.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “H”

INFRASTRUCTURE PROJECT "MAIN CONTRACTOR" EXPERIENCE

(To be completed by the EPC Expert)

1. The Projects

Project Details	Projects			
	"A"	"B"	"C"	"D"
Client				
Project Description				
Type				
Size/Capacity				
Engineering disciplines <i>[details of the engineering disciplines utilized in the project; at least: civil, mechanical, electrical and controls and instrumentation]</i>				
Location				
Project Value – US\$				
Role(s) in Project <i>[in the event the project was executed by a sole purpose Entity, the EPC Expert's share in the sole purpose Entity should also be indicated]</i>				
Type(s) & Scope(s) of Contracted Works				
Value of Contract – US\$				
Start & Completion Dates				

2. Execution as part of a Sole Purpose Entity *[to be completed in the event that any of the projects described above was executed by the undersigned as part (member) of a sole purpose Entity]*

The undersigned hereby undertakes and declares as follow with respect to Project "____", "____" and "____" *[to be completed]*:

- The undersigned has performed the project detailed above as part (member) of a sole purpose Entity, which was the Main Contractor of the project.
- 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.
- In case the sole purpose Entity was an unincorporated joint venture - the undersigned was

responsible, jointly and severally, for the execution of such project.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “I”

**WATER-TREATMENT FACILITIES OPERATION AND MAINTENANCE
EXPERIENCE**

(To be completed by the O&M Expert)

1. The Projects

Project Details	Projects			
	“A”	“B”	“C”	“D”
Client				
Unit Capacities				
Design				
Actual				
No. of Units in Plant				
Total Production Capabilities				
Process				
Location				
Raw (Feed) Water/Sea Water Quality				
TDS/Chlorides				
TSS				
Boron				
Turbidity				
SDI				
Contaminants				
Type of Intake				
Type of Raw (Feed) Water Pretreatment				
Conversion Ratio				
Type of Product Post-treatment				
Product Quality				
TDS/Chlorides				
Boron				
Hardness				
Alkalinity				
Project Construction duration				
Project Construction start date				
Commissioning date				
Start of Operation date				

Project Details	Projects			
No. of Years of Operation				
Roles & Scopes of Supply & Services				
Senior Personnel (Names & Tasks) <i>[in the event the project was executed by a sole purpose Entity, the O&M Expert's share in the sole purpose Entity should also be indicated]</i>				
Project Value – US\$				
Value of Scopes of Supply & Services –US\$				
Site Managers Contact Details				

2. Execution as part of a Sole Purpose Entity *[to be completed in the event that any of the projects described above was operated and maintained by the undersigned as part (member) of a sole purpose Entity]*

The undersigned hereby undertakes and declares as follow with respect to Project "____", "____" and "____" *[to be completed]*:

- The undersigned has operated and maintained the project detailed above as part (member) of a sole purpose Entity, which was the O&M Contractor of the project.
- 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.
- In case the sole purpose Entity was an unincorporated joint venture - the undersigned was responsible, jointly and severally, for the operation and maintenance of such project.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

PRE-QUALIFICATION FORM “J”

FINANCIAL ROBUSTNESS - OTHER THAN FINANCIAL ENTITIES

(To be completed by each Member and its Guarantor (if applicable) on a separate Pre-Qualification Form, and signed by their CEO or CFO)

Name of Member: _____

Name of Guarantor (if applicable): _____

Member's Anticipated Holdings in the Participant(*): _____

() in the event the Guarantor is a Member, this Pre Qualification Form should be completed with respect to the aggregate Anticipated Holdings in the Participant of the Member seeking to rely on such Guarantor, and the Guarantor (as a Member in the Participant)*

1. Financial Data:

1.1. Turnover

Year	t - 2	t - 1	t	Average Annual Turnover for the last three (3) years*
NIS**				
Turnover				

(*) The average annual Turnover shall be calculated in accordance with the formula set forth in Section 5.4.1 of the Invitation

1.2. Operating Cash Flow

The Member/Guarantor (as applicable) is required to complete one of Sections 2.2.1 (Average Operating Cash Flow) or 2.2.2 (Financial Ratio):

2.2.1. Average Operating Cash Flow:

Year	t - 2	t - 1	t	Average Annual Operating Cash Flow during the last three (3) years***
NIS**				
Operating Cash Flow				

(***) The Average Annual Operating Cash Flow shall be calculated in accordance with the formula set forth in Section 5.4.2 of the Invitation.

2.2.2. Financial Ratio:

The Financial Ratio, calculated in accordance with section 5.4.2(c) of the Invitation is ____% (in words: _____ percent)

1.3. Equity

The equity of the Member / Guarantor (as applicable) at the last day of the year of its most recent available Financial Statement is _____ NIS(**).

t = the most recent calendar year of the Financial Statements (for removal of doubt, which is not earlier than 2018).

(**) All data in this Pre-Qualification Form is to be presented in NIS, in accordance with the provisions of Section 5.4.10 (Exchange of Currencies) of the Invitation.

2. The Member's (and Guarantor's, if applicable) most recent audited Financial Statements do not include a "Going Concern Notice".
3. The Member (and Guarantor, as the case may be), should complete this Pre-Qualification Form in accordance with the provisions of Section 5.4.9 (Content and Submission Form) of the Invitation, including submission of Financial Statements.

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights^(*)</u>	<u>Date</u>
The Member	_____	_____	_____	_____
The Guarantor	_____	_____	_____	_____
The Member's CEO/CFO	_____	_____		
The Guarantor's CEO/CFO	_____	_____		

(*) In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Member or the Guarantor (as the case may be) are authorized to sign on behalf of the Member or the Guarantor (as the case may be) and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

PRE-QUALIFICATION FORM “J1”

FINANCIAL ROBUSTNESS - PRIVATE INVESTMENT FUND

(SECTION 5.4.5 OF THE INVITATION)

(To be completed by each Member which is a Private Investment Fund, or by each Member and its Guarantor which is a Private Investment Fund, on a separate Pre-Qualification Form, and signed by its CEO or CFO)

Name of Member: _____
Name of Guarantor (if applicable): _____
Member's Anticipated Holdings in the Participant: _____

I, _____, the undersigned, am making this affidavit on behalf of [_____] [*name of the Private Investment Fund*]:

a. As of [_____] [the date commencing 14 days prior the Pre-Qualification Submission Date], the amount of Unutilized Commitments under its management is: _____.

** All data in this Pre-Qualification Form is to be presented in NIS, in accordance with the provisions of Section 5.4.10 (Exchange of Currencies) of the Invitation.*

b. I hereby confirm that the Member (and the Guarantor, if applicable) is not under any voluntary or involuntary bankruptcy process (liquidation or reorganization), or receivership or commencement of a similar insolvency proceeding, and that the Member's (and Guarantor's, if applicable) most recent available Financial Statements do not include a "Going Concern Notice".

The Member (or Guarantor, if applicable) should complete this Pre-Qualification Form in accordance with the provisions of Section 5.4.5 (*Private Investment Fund*) and Section 5.4.9 (Content and Submission Form) of the Invitation, including submission of Financial Statements, and to submit a statement by its CFO depicting the overall amount of the Commitments and of the Unutilized Commitments, as required pursuant to the provisions of Section **שגיאה! מקור** of the Invitation. **ההפניה לא נמצא.**

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights</u> (*)	<u>Date</u>
The Member	_____	_____	_____	_____
The Member's CEO/CFO	_____	_____	_____	_____
The Guarantor	_____	_____	_____	_____
The Guarantor's CEO/CFO	_____	_____	_____	_____

(*) *In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Member or the Guarantor (as the case may be) are authorized to sign on behalf of the Member or the Guarantor (as the case may be) and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.*

PRE-QUALIFICATION FORM “J₂”

FINANCIAL ROBUSTNESS - BANKING CORPORATION / INSTITUTIONAL INVESTOR

(SECTION 5.4.6 OF THE INVITATION)

(To be completed by each Member which is a Banking Corporation or Institutional Investor, on a separate Pre-Qualification Form, and signed by its chief executive officer or chief financial officer)

Name of Member: _____
Member's Anticipated Holdings in the Participant: _____

The Member is required to complete one of the following (1) or (2)^(*)

- (1) The equity of the Member as of the last day of the year of its most recent available Financial Statements (after deducting the minimum equity required under the applicable law: _____.
- (2) Assets under Management of the Member as of the last day of the year of its most recent available Financial Statements: _____.

() All data in this Pre-Qualification Form is to be presented in NIS, in accordance with the provisions of Section 5.4.10 (Exchange of Currencies) of the Invitation.*

The Member should complete this Pre-Qualification Form in accordance with the provisions of Section 5.4.6 (Banking Corporation / Institutional Investor) and Section 5.4.9 (Content and Submission Form) of the Invitation, including submission of Financial Statements.

I hereby confirm that the Member is not under any voluntary or involuntary bankruptcy process (liquidation or reorganization), or receivership or commencement of a similar insolvency proceeding, and that the Member’s most recent available Financial Statement does not include a "Going Concern Notice".

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights^(*)</u>	<u>Date</u>
The Member	_____	_____	_____	_____
The Member's CEO/CFO	_____	_____	_____	_____

() In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Member are authorized to sign on behalf of the Member and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.*

PRE-QUALIFICATION FORM "K"

LETTER OF GUARANTEE

(to be completed by each Guarantor, to the extent applicable, in accordance with the provisions of Section 5.4 (Financial Pre-Qualification Requirements) of the Invitation, on a separate form)

Date: _____

To:

Mr. Yitsik Marmelshtein, Chairman of the Tender Committee
Accountant General Division
Ministry of Finance
Jerusalem

Dear sir,

Re: Invitation for Pre-Qualification to a Tender for at least 100 Million m³/year Seawater Desalination Facility - Build, Operate and Transfer (BOT) Project
(the "Invitation")

The undersigned _____ [*name of the Guarantor to be completed*] (the "**Guarantor**"), hereby confirms and warrants to the State as follows, with respect to _____ [*name of Member seeking to rely on the financial results of the Guarantor, to be completed*] (the "**Company**"), holding _____ [*Member's Anticipated Holdings in the Participant, to be completed*] of _____ [*name of Participant to be completed*] (the "**Participant**"), submitting a Pre-Qualification Submission in response to the Invitation:

1. The Guarantor [*please check the applicable*]:

Controls the Company by means of _____ [*please provide appropriate explanation, attested to by an attorney, demonstrated by applicable documentation, e.g. reports issued by the Registrar of Companies, organizational charts, articles of association, etc.*]

is also a Member of the Participant, holding _____ [*Guarantor's Anticipated Holdings in the Participant, to be completed*] in the Participant;

2. The Company has informed the Guarantor of the Invitation and its participation in the Pre-Qualification Process as a Member of the Participant.

3. The Guarantor hereby requests that its own financial information, which is included in the Pre-Qualification Submission submitted by the Participant, will be taken into account in determination of the Participant's compliance with the Financial Pre-Qualification Requirements set forth in the Invitation, instead of the Company's financial information.

4. The Guarantor confirms that all information which is included by it or on its behalf in the Pre-Qualification Submission is true, accurate, complete and correct as of the Pre-Qualification Submission Date.

5. The Guarantor shall provide the Tender Committee with any information (including any financial information), which may be required by the Tender Committee at any stage of

the Pre-Qualification Process in order to carry out its evaluation of the Pre-Qualification Submission.

6. The Guarantor has read the Invitation and is familiar with the provisions thereof, and in particular the provisions of Section 2.14 thereof (Reservation of Rights).
7. In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant complied with the requirements of the Invitation, and that the Participant, its Members and Major Subcontractors demonstrated compliance with the Pre-Qualification Requirements, and the Participant will be announced Eligible Participant and invited to submit a bid in accordance with the provisions of the Tender Documents, and should the Participant decides to submit a bid, 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.
8. The Guarantor is a company duly incorporated, duly organized and validly existing under the laws of _____ *[insert Guarantor's applicable jurisdiction]* and the execution, delivery and performance by the Guarantor of Pre-Qualification Forms submitted by it in connection with the Pre-Qualification Submission are within its corporate powers, have been duly authorized by all necessary corporate and other actions and do not contravene: (i) the organizational documents of the Guarantor; (ii) any law, rule or regulation having the force of law in _____ *[insert applicable jurisdiction]*; (iii) to the best of the undersigned's knowledge, any judgment, writ, injunction, decree or ruling of any _____ *[insert applicable jurisdiction]* court or other governmental body applicable to the Guarantor; or (iv) any agreement, contract or other instrument known to the undersigned to which the Guarantor is a party or to which it is subject.
9. Criminal Proceedings with Respect to Offence³ *[check applicable]*

9.1.

The Guarantor and/or any directors or managers thereof and/or Interested Parties in the Guarantor *[check applicable]*, have not been convicted in an offence.

9.2.

There are no criminal proceedings with respect to an Offence being conducted against either the Guarantor and/or any directors or managers thereof and/or Interested Parties in the Guarantor *[check applicable]*.

³ In this Section 9 the term "**Interested Party**" shall not be deemed to include: (i) a large number of employees, pursuant to a voting agreement; or (ii) institutional investors.

9.3.

The Guarantor and/or any directors or managers thereof and/or Interested Parties in the Guarantor [*check applicable*] have been convicted in the following Offences:

9.4.

The following criminal proceedings are being conducted against the Guarantor and/or any directors or managers thereof and/or Interested Parties in the Guarantor, with respect to the following Offences [*check applicable*]:

- 10. The Guarantor does not employ or engage any of the advisors to the Tender Committee detailed in **Appendix "C"** of the Invitation, for the purposes of the Pre-Qualification Process or the Project.
- 11. Unless otherwise defined herein, all terms shall have the same meaning ascribed to them in the Invitation.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law