



STATE OF ISRAEL

THE INTER-MINISTERIAL TENDER COMMITTEE FOR SOLAR ENERGY PROJECTS

June 18, 2020

All Participants

Re: **Invitation for Pre-Qualification for a Tender for the Finance, Design, Construction, Operation, Maintenance and Transfer of a Solar PV Power Plant (the "Invitation")**

Addendum No. 7

Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to them in the Invitation.

Pursuant to the provisions of Section 2.9 (*Requests for Clarification*) and Section 2.10 (*Addenda*) of the Invitation, the Participants attention is drawn to the clarifications and responses to Requests for Clarification, attached as **Attachment 1** hereto and the revised Pre-Qualification Forms, attached as **Attachment 2** hereto.

It is clarified that Attachment 1 does not specify all the amendments made to Pre-Qualification Forms and in the event of any discrepancy between Attachment 1 and Attachment 2 the provisions of Attachment 2 shall prevail.

Participants which are unable to submit a signed copy of this Addendum as part of their Pre-Qualification Submission or refer to it in Pre-Qualification Form 1 shall submit a copy of this Addendum (including Attachment 1 and Attachment 2) signed by the Participant and the Member(s) authorized signatories by no later than the Pre-Qualification Submission Date, via the following email address: DimonaPV@inbal.co.il. For the removal of doubt, by signing this Addendum the Participant and the Member(s) are deemed to have acknowledged receipt, understanding and full consideration of this Addendum and this Addendum shall be deemed to be detailed under Section 7 of Pre-Qualification Form 1.

Respectfully Yours,

A handwritten signature in blue ink, appearing to read 'Yitsik Marmelshtein'.

Yitsik Marmelshtein

Chairman of the Tender Committee

Cc: Members of the Tender Committee

ATTACHMENT NO. 1

#	Pre-Qualification Document	Section	Subject	Clarification	
1	Invitation	1.2.3	General Description of the Project	Q:	The Tender Committee was requested to clarify whether the Tender Process Documents will include a land survey.
				A:	The Participants are referred to the response to question #1 in Addendum 4 issued on 2.6.2020.
2	Invitation	1.2.3	General Description of the Project	Q:	The Tender Committee was requested to clarify whether the Tender Process Documents will include a valid building permit or will the Successful Bidder have to issue it independently.
				A:	The Participants are referred to the response to question #1 in Addendum 4 issued on 2.6.2020.
3	Invitation	1.2.3	General Description of the Project	Q:	The Tender Committee was requested to clarify whether the Project will include the construction of a substation and whether other power plants are expected to be constructed in the vicinity of the Site.
				A:	The Participants are referred to the response to question #1 in Addendum 4 issued on 2.6.2020.
4	Invitation	1.4.2.2 and 1.4.2.3	EPC Expert and O&M Expert	Q:	The Tender Committee was requested to confirm that the Participants are not required to submit any documents regarding past EPC and O&M experience as part of the Pre-Qualification Submission.
				A:	The Tender Committee so confirms.
5	Invitation	1.4.2.2	EPC Expert	Q:	The Tender Committee was requested to clarify whether the EPC Expert may be the EPC Contractor or whether the EPC Contractor is required to be a joint venture or SPV.
				A:	The Participants are referred to Section 1.4.2.2 of the Invitation, which stipulates that the EPC Expert is required to: (a) be the EPC Contractor, or (b) hold at least 50% of all the Means of Control in the EPC Contractor.
6	Invitation	1.4.2	O&M Expert	Q:	The Tender Committee was requested to clarify whether the O&M Expert will be required to continue to work for the Project after the Project has been transferred to the State of Israel.
				A:	The Tender Committee clarifies that additional information regarding the Project, including without limitation requirements relating to the O&M Expert, will be included in the Tender Process Documents, which will be issued by the Tender Committee during the Tender Process.
7	Invitation	3.1	The Participant	Q:	The Tender Committee was requested to confirm that in the event a Participant is already incorporated as a SPC and the SPC only has one sole Member then the Participant and the Member will be required to sign all the applicable Pre-Qualification Forms.

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				A:	The Tender Committee so confirms.
8	Invitation	3.6.1	Authorized Representative	Q:	The Tender Committee was requested to clarify whether in the event a Participant is already incorporated as a SPC it is required to appoint one of its Members, through one individual on its behalf, as an Authorized Representative or if it may appoint one individual on its behalf directly.
				A:	The Tender Committee clarifies that in the event the Participant is already incorporated as a SPC the Authorized Representative may be appointed by the Participant directly provided the Authorized Representative is authorized to (i) conduct correspondences with the Tender Committee; and (ii) receive instructions from the Tender Committee, for and on behalf of the Participant and all the Members and Guarantors (if applicable).
9	Invitation	3.6.1	Authorized Representative	Q:	The Tender Committee was requested to clarify whether there is any requirement to submit a specific form of authorization.
				A:	The Tender Committee clarifies that, without derogating from the Tender Committee prerogatives under the Invitation and any Law, there is no requirement to submit a specific form of authorization and for the purposes of the Pre-Qualification Process the Tender Committee shall rely on the submission of a written notice and/or Pre-Qualification Form 2 duly signed by the Participant and all the Members of the Participant.
10	Invitation	3.7.2	Participation in a Pre-Qualification Submission	Q:	The Tender Committee was requested to clarify whether Entities which exercise Control over a Participating Entity, are under the common Control of a Participating Entity or are Controlled by a Participating Entity are required to sign any of the Pre-Qualification Forms.
				A:	The Tender Committee clarifies that only the Participating Entities are required to sign the applicable Pre-Qualification Forms.
11	Invitation	4.1.4	Reliance on a Guarantor	Q:	The Tender Committee was requested to clarify whether a Member may demonstrate compliance with the Pre-Qualification Requirements on its own without relying on a Guarantor.
				A:	The Participants are referred to Section 4.1.4 of the Invitation. The Tender Committee clarifies that each Member may demonstrate compliance with the Pre-Qualification Requirements on its own or by relying on a Guarantor.
12	Invitation	4.1.4.1	Reliance on a Guarantor	Q:	The Tender Committee was requested to clarify that in the event a Member who is not a Financial Entity is relying on a Guarantor who is an Institutional Investor and as a result the Guarantor completes and signs on behalf of the Member Pre-Qualification Form 7, such Member shall not be required to provide its own

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					Financial Statements but rather the Financial Statements of the Guarantor only.
				A:	The Participants are referred to the response to question #11 in Addendum 4 issued on 2.6.2020.
13	Invitation	4.1.4.1	Reliance on a Guarantor	Q:	The Tender Committee was requested to confirm that in the event a Member who is not a Financial Entity is relying on another Member who is an Institutional Investor as a Guarantor, the Member who is also a Guarantor is required to submit Pre-Qualification Form 7 only <u>once</u> in its capacity as both a Member and a Guarantor.
				A:	The Tender Committee so confirms. The Participants are referred to Section 4.1.4.2 of the Invitation.
14	Invitation	4.1.4.1	Reliance on a Guarantor	Q:	Further to the response to question #6 in Addendum 5 issued on issued on 9.6.2020, the Tender Committee was requested to clarify whether a Member who is not a Financial Entity and is relying on another Member who is an Institutional Investor as a Guarantor, is required to submit and sign Pre-Qualification Form 7 by itself or by the Guarantor on its behalf.
				A:	The Tender Committee clarifies that in the circumstances described, Pre-Qualification Form 7 shall be completed based on the Guarantor's Financial Statements and shall be signed by the Guarantor.
15	Invitation	4.1.5	Financial Pre-Qualification Requirements; Private Investment Fund	Q:	The Tender Committee was requested to clarify whether the date with respect to which the Unutilized Commitments are to be quantified is the final day of the relevant financial year of the applicable Financial Statements or the date upon which the applicable Financial Statements were issued.
				A:	The Tender Committee hereby clarifies that the value of the Unutilized Commitments will be determined based on the value of the Unutilized Commitments specified in the applicable Financial Statements with respect to the relevant financial year.
16	Invitation	4.2	Content and Submission Form	Q:	The Tender Committee was requested to confirm that a Member who is all the following: (i) not a Financial Entity; (ii) is relying on a Guarantor pursuant to Section 4.1.4 (Reliance on a Guarantor); and (iii) does not have any Financial Statements, will not be required to submit Financial Statements but rather a declaration or an external accountant approval confirming the Member has not issued any Financial Statement prior to the Pre-Qualification Submission Date.
				A:	The Tender Committee so confirms.
17	Invitation	4.2.8.3	Exchange of Currency	Q:	The Tender Committee was requested to publish exchange rates for additional currencies.
				A:	The Tender Committee rejects the request as it was submitted in close proximity to the Pre-Qualification

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					Submission Date and contrary to the requirements of Section 4.2.8.3 of the Invitation.
18	Invitation	6.4	Signing of the Pre-Qualification Submission	Q:	The Tender Committee was requested to clarify whether documents which are required to be certified by an attorney also need to be apostilled.
				A:	The Tender Committee clarifies that none of the signed Pre-Qualification Forms need to be apostilled.
19	Invitation	7.4.5.1	Changes to a Participant, a Member or a Guarantor	Q:	The Tender Committee was requested to clarify that in order to obtain the approval of the Tender Committee for changes in the Participant, Member or Guarantor through which compliance with the Pre-Qualification Requirements was demonstrated, it will be required to demonstrate that as a result of the change, the Eligible Participant remain in compliance with the Pre-Qualification Requirements.
				A:	The Participants are referred to the response to question #11 in Addendum 5 issued on 9.6.2020.
20	Pre-Qualification 6	4		Q:	The Tender Committee was requested to mirror the amendments made to Pre-Qualification Form 5 under Addendum 3 issued on 24.5.2020 to Pre-Qualification Form 6.
				A:	The Participants attention is drawn to the amendments made to Pre-Qualification Form 6.
21	Pre-Qualification 7	4		Q:	The Tender Committee was requested to consider an amendment of Pre-Qualification Form 7 so that the confirmation under the second bullet of section 4 therein shall be with respect to Banking Corporations or Institutional Investors rather than with respect to Private Investment Funds.
				A:	The Participants attention is drawn to the amendments made to Pre-Qualification Form 7.