



STATE OF ISRAEL

THE INTER-MINISTERIAL TENDER COMMITTEE FOR SOLAR ENERGY PROJECTS

May 24, 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 issued on January 22, 2020 (the "Invitation")**

Addendum No. 3

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 Invitation and Pre-Qualification Forms, attached as **Attachment 2** hereto.

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

Please acknowledge receipt of this Addendum in writing by no later than two (2) Business Days following receipt thereof, via the following email address: DimonaPV@inbal.co.il.

Respectfully Yours,

A handwritten signature in blue ink, appearing to read 'Y. Marmelshtein', written over a light blue circular stamp.

Yitsik Marmelshtein

Chairman of the Tender Committee

Cc: Members of the Tender Committee

ATTACHMENT NO. 1

#	Pre-Qualification Document	Section	Subject	Clarification
1	Invitation	1.1.28	Definition of "Interested Party"	Q: The Tender Committee was requested to amend the definition of the term "Interested Party" so that it shall not include: (a) subsidiaries; or (b) corporations in which an interested party, who is an individual (not a corporation), holds 25% or more of its share capital or voting rights or is entitled to appoint 25% or more of its directors.
				A: The Tender Committee rejects the request. Without derogating from the foregoing, Members and Guarantors (if applicable) shall not be required to detail within Section 4 of Pre-Qualification Form 3: (a) subsidiaries of the Members; or (b) corporations in which an interested party, who is an individual (not a corporation), holds 25% or more of its share capital or voting rights or is entitled to appoint 25% or more of its directors.
2	Invitation	1.2.3	General Description of the Project	Q: The Tender Committee was requested to clarify whether the Successful Bidder will be responsible for the relocation of the oxidation reservoirs at the Site.
				A: The scope of work of the Successful Bidder will be included in the Tender Process Documents, which will be issued by the Tender Committee during the Tender Process.
3	Invitation	1.2.3	General Description of the Project	Q: The Tender Committee was requested to clarify whether the Successful Bidder will be required to build and operate the main substation ("תחנת משנה") detailed under the National Infrastructure Scheme no. 82.
				A: The scope of work of the Successful Bidder will be included in the Tender Process Documents, which will be issued by the Tender Committee during the Tender Process.
4	Invitation	1.2.3	General Description of the Project	Q: The Tender Committee was requested to provide additional information regarding the sand evacuation status.
				A: The Tender Committee shall provide information regarding the sand evacuation status during the Tender Process stage.
5	Invitation	1.4.2.2	EPC Expert	Q: The Tender Committee was requested to amend Section 1.4.2.2 of the Invitation so that the EPC Expert will only have to hold at least 25% of all Means of Control of the EPC Contractor instead of at least 50% of all Means of Control of the EPC Contractor.
				A: The Tender Committee rejects the request.
6	Invitation	1.4.2.2	EPC Expert	Q: The Tender Committee was requested to amend Section 1.4.2.2 of the Invitation so that the Entity demonstrating its experience may demonstrate it has Completed the referenced project as a <u>major subcontractor of an EPC Contractor</u> and not as a Main Contractor under an EPC Contract.
				A: The Tender Committee rejects the request.
7	Invitation	1.4.2.2(iii)	EPC Expert	Q: The Tender Committee was requested to amend Section 1.4.2.2(iii) of the Invitation so that the EPC Expert may demonstrate experience through an Entity in which it holds at least 30% of all Means of Control instead of at least 50% of all Means of Control.
				A: The Tender Committee rejects the request.
8	Invitation	1.4.2.2 and 1.4.2.3		Q: The Tender Committee was requested to amend Section 1.4.2.2 and Section 1.4.2.3 of the Invitation so that the

			EPC Expert and O&M Expert		Entity demonstrating its experience shall not be required to demonstrate that it has Completed the applicable referenced project as a Main Contractor.
				A:	The Tender Committee rejects the request.
9	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 referenced projects need to have produced and supplied the applicable amount of electricity to the grid over a period of at least twelve (12) consecutive months during the applicable period.
				A:	The Tender Committee so confirms.
10	Invitation	1.4.2.3	O&M Expert	Q:	The Tender Committee was requested to amend Section 1.4.2.3 of the Invitation so that the O&M Expert will only have to hold at least 25% of all Means of Control of the O&M Contractor instead of at least 50% of all Means of Control of the EPC Contractor for an unlimited period.
				A:	The Tender Committee rejects the request.
11	Invitation	1.4.2.3	O&M Expert	Q:	The Tender Committee was requested to amend Section 1.4.2.3 of the Invitation so that the O&M Expert will not be required to hold Means of Control of the O&M Contractor but rather be required to be directly engaged by the O&M Contractor for a limited period of time.
				A:	The Tender Committee rejects the request.
12	Invitation	1.4.2.3	O&M Expert	Q:	The Tender Committee was requested to amend Section 1.4.2.3 of the Invitation so that the O&M Expert may present geothermal power plants to demonstrate its experience.
				A:	The Participants attention is drawn to the amendments made to Section 1.4.2.3 of the Invitation.
13	Invitation	2.3	The Invitation	Q:	The Tender Committee was requested to provide the whole Invitation in MS-Word file format.
				A:	The Tender Committee rejects the request. Only the Pre-Qualification Forms will be provided to all Participants in MS-Word file format.
14	Invitation	2.6.2	Participation Fee	Q:	The Tender Committee was requested to confirm that the Participation Fee may be paid at any time prior to the Pre-Qualification Submission Date.
				A:	The Tender Committee so confirms. For the removal of doubt, only an Entity which paid the Participation Fee (or was assigned the right to participate from another Entity which paid the Participation Fee) may participate in the Pre-Qualification Process.
15	Invitation and the Pre-Qualification Forms	3.1 and 6.8.2	Participant	Q:	The Tender Committee was requested to clarify whether in the event the Participant is not incorporated it may leave the applicable fields and sections relating to the Participant in the Pre-Qualification Forms empty and whether the envelopes and/or boxes may be marked with the names of the Members instead of the name of the Participant.
				A:	The Tender Committee clarifies that in the event the Participant is not incorporated on the Pre-Qualification Submission Date, the Members acting jointly for the purpose of submitting a Pre-Qualification Submission shall sign on behalf of the Participant and may put their names in the applicable fields and sections relating to the Participant in the Pre-Qualification Forms and the envelopes and/or boxes. No sections or fields should remain empty.
16	Invitation	3.2.1	Member	Q:	The Tender Committee was requested to clarify whether a Member may be an unincorporated Entity (joint venture).
				A:	The Tender Committee clarifies that all Members are required to be an incorporated body recognized by law within its domicile, including a Member which relies on a

					Guarantor. The Participants attention is drawn to the amendment made to Section 3.2.1 of the Invitation.
17	Invitation	3.3.1.1	Guarantor	Q:	The Tender Committee was requested to clarify the circumstances in which an Entity will be deemed to be a "Parent Company" for the purpose of Section 3.3.1.1 of the Invitation.
				A:	Reference is made to Sections 1.1.13 and 1.1.42 of the Invitation.
18	Invitation	4.1.1.3	Minimal Turnover Required	Q:	The Tender Committee was requested to amend the minimal turnover requirement so that the Minimal Turnover Required will be NIS 100,000,000 instead of NIS 200,000,000.
				A:	The Participants attention is drawn to the amendments made to Section 4.1.1.3 of the Invitation.
19	Invitation	4.2.1	Content and Submission Form	Q:	The Tender Committee was requested to confirm that in the event the Financial Statements of an Entity for the year 2019 were issued and approved less than seven (7) days prior to the Pre-Qualification Submission Date such Entity will not be required to use the Financial Statements for the year 2019.
				A:	The Tender Committee clarifies that in the event the Financial Statements of an Entity for the year 2019 were issued and approved less than seven (7) days prior to the Pre-Qualification Submission Date, such Entity may use the Financial Statements for the years: (i) 2018, 2017 and 2016; or (ii) 2019, 2018, 2017.
20	Invitation	5.4.1 and 6.7	Method of Submission	Q:	The Tender Committee was requested to confirm that Participants may submit USB storage devices instead of CDs.
				A:	The Tender Committee so confirms. The Participants attention is drawn to the amendments made to Sections 5.4.1 and 6.7 of the Invitation.
21	Invitation	6.3	Language of the Pre-Qualification Submission	Q:	The Tender Committee was requested to amend Section 6.3 as follows: "in which case, for purposes of interpretation, the translation to Hebrew <u>or English (as applicable)</u> shall prevail".
				A:	The Participants attention is drawn to the amendments made to Section 6.3 of the Invitation.
22	Invitation	6.3	Language of the Pre-Qualification Submission	Q:	In light of the current situation created by the outbreak of the COVID-19 Pandemic, the Tender Committee was requested to confirm that the Participants may submit documents translated to English without a Public Notary authentication.
				A:	In view of the postponement of the Pre-Qualification Submission Date (as specified in Addendum No. 2), the Tender Committee rejects the request.
23	Invitation	6.7 and 6.8	Method of Submission	Q:	In light of the current situation created by the outbreak of the COVID-19 Pandemic, the Tender Committee was requested to confirm that the Participants may submit photocopies instead of the original Pre-Qualification Forms and documents.
				A:	In view of the postponement of the Pre-Qualification Submission Date (as specified in Addendum No. 2), the Tender Committee rejects the request.
24	Invitation	7.4.5.7	Engagement with Advisors	Q:	The Tender Committee was requested to clarify that the prohibition to engage with Advisors is limited to engagement with the Advisors with regard to this Tender only and that Participants will not be disqualified in case of engagement with the Advisors in other matters.
				A:	The Participants attention is drawn to the amendments made to Section 2.14 of the Invitation.

25	Invitation	8.2	Formation of a Single Purpose Company	Q:	The Tender Committee was requested to amend Section 8.2 of the Invitation so that the Entity which will submit the Bid in the Tender Process may be a partnership.
				A:	The Tender Committee rejects the request.
26	Pre-Qualification Forms	Pre-Qualification Form 5	External Accountant Confirmation	Q:	The Tender Committee was requested to amend the form so that the external accountant will not be required to confirm that each of the Financial Statements have been prepared in accordance with the applicable law in the jurisdiction of the Members or Guarantors (if applicable) incorporation.
				A:	The Participants attention is drawn to the amendments made to Pre-Qualification Form 5.