



STATE OF ISRAEL

THE INTER-MINISTERIAL TENDER COMMITTEE FOR SOLAR ENERGY PROJECTS

April 8, 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. 1

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.

The Tender Committee hereby notifies the Participants that the Final date for the Submission of Requests for Clarifications has been postponed to **May 7, 2020**.

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 '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	General	COVID-19 Pandemic	Tender Committee Clarification	Participants which are unable to submit a Pre-Qualification Submission in accordance with the Invitation requirements, due to the COVID-19 - pandemic, are advised to send a Request for Clarification pursuant to Section 2.9 of the Invitation, detailing the exact requirements that such Participant is unable to comply with as a result of the COVID-19 pandemic.
2	Invitation	1.1.5.2	Definition of “Private Investment Fund”	Tender Committee Clarification	The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant definitions and Sections.
3	Invitation	1.1.41	Definition of “Participant”	Q:	The Tender Committee was requested to clarify that during the Pre-Qualification Process every reference in the Invitation and Pre-Qualification Forms to the “Participant” shall include the Members.
				A:	The attention of the Participants is drawn to Section 3.1 of the Invitation.
4	Invitation	1.1.52 and 1.4.2.3	The requirements from the “O&M Expert”	Q:	The Tender Committee was requested to amend the requirement and allow the O&M Expert to present additional referenced projects such as Thermo-Solar power plant projects and other fossil fired power plant projects, and not just PV power plant projects.
				A:	The Tender Committee accepts the request. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant definitions and Sections.
5	Invitation	1.4.2.2	The requirements from the “EPC Expert”	Q:	The Tender Committee was requested to clarify whether facilities in two separate sites, both which were considered by all parties concerned as one project, may be considered as one project for the purpose of demonstrating the EPC Expert requirements.
				A:	The Tender Committee clarifies that the project used to demonstrate compliance with the requirements must be on one ground site, and two or more sites may not be combined to demonstrate the requirements. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant definitions and Sections.
6	Invitation	1.4.2.2	The requirements from the	Q:	The Tender Committee was requested to amend the requirement so that the demonstrating Entity does not need to be a

			“EPC Expert”		Main Contractor under an EPC Contract as long as the nature of the transaction, the scope and form of undertakings and commitments taken is equivalent to that of a single EPC Contract.
				A:	The Tender Committee rejects the request.
7	Invitation	1.4.2.2 and 1.4.2.3	The requirements from the “EPC Expert” and “O&M Expert”	Q:	The Tender Committee was requested to clarify whether the term “As of” means “until” or “from”.
				A:	The Tender Committee clarifies that for the purpose of the Sections in reference the term “As of” means “from”. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Sections.
8	Invitation	1.4.2.2 and 1.4.2.3	The requirements from the “EPC Expert” and “O&M Expert”	Q:	The Tender Committee was requested to clarify whether the EPC Expert and O&M Expert must rely on the same project or they may rely on two separate projects.
				A:	The Tender Committee clarifies that the EPC Expert and O&M Expert may rely on the same project or different projects, provided that the referenced project(s) meet(s) the applicable requirements.
9	Invitation	2.9	Requests for Clarification	Q:	The Tender Committee was requested to confirm that an Entity who is considering the option of submitting a Pre-Qualification Submission together with other Members, may submit on his own Requests for Clarification.
				A:	The Tender Committee so confirms, provided that such Entity has paid the Participation Fee and has provided the Tender Committee with contact details in accordance with the provisions of Section 2.6.6 of the Invitation.
10	Invitation	3.3	Guarantor	Tender Committee Clarification	The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Sections.
11	Invitation and Pre-Qualification Forms	3.4.6	Public Entities Transactions Law 1976	Q:	The Tender Committee was requested to publish the form of affidavit which is to be submitted by each entity incorporated in the State of Israel, or registered in Israel as a Foreign Company, as part of the approvals and statements required in accordance with the provisions of the Public Entities Transactions Law 1976

				A:	The Tender Committee accepts the request. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Section.
12	Invitation	4	Investment Entity	Q:	The Tender Committee was requested to add to the Invitation a reference to an "Investment Entity", as defined under the International Financial Reporting Standard (IFRS) 10 (Consolidated Financial Statements).
				A:	The Tender Committee accepts the request. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Sections.
13	Invitation	4	PRE-QUALIFICATION REQUIREMENTS	Q:	The Tender Committee was requested to amend the Invitation so that a Member with proven ability to complete a financial closing of a PV project with a scope at least equal to that of the Project shall not be subject to the Financial Pre-Qualification Requirements, or shall be subject to reduced Financial Pre-Qualification Requirements.
				A:	The Tender Committee rejects the request.
14	Invitation	4.1.1	Financial Pre-Qualification Requirements; Turnover	Q:	The Tender Committee is requested to clarify if a Participant that some of its Members are Financial Entities is required to demonstrate compliance with Section 4.1.1 (Financial Pre-Qualification Requirements; Turnover).
				A:	The Tender Committee clarifies as follows: The Participant is required to demonstrate compliance with Section 4.1.1 (Financial Pre-Qualification Requirements; Turnover). The attention of the Participants is drawn to Section 4.1.1.3.2, where the Minimal Turnover Required is adjusted in any event that one or more of the Members of the Participant is a Financial Entity.
15	Invitation	4.2.1	Content and Submission Form - Financial Statements	Q:	The Tender Committee was requested to clarify whether an Entity which has audited Financial Statements for two (2) years only may demonstrate compliance with the Financial Pre-Qualification requirements.
				A:	The Tender Committee clarifies that an Entity which has audited Financial Statements for two (2) years only cannot demonstrate compliance with the Financial

					Pre-Qualification requirements. The attention of the Participants is drawn to Section 4.2.1 of the Invitation.
16	Invitation	4.2.1	Content and Submission Form - Financial Statements	Q:	The Tender Committee was requested to clarify whether an Entity may demonstrate compliance with the Financial Pre-Qualification requirements based on the Financial Statements for the years 2017-2019.
				A:	<p>The attention of the Participants is drawn to Section 4.2.1 of the Invitation.</p> <p>The Tender Committee clarifies that each Entity demonstrating compliance with the Financial Pre-Qualification requirements is <u>required</u> to submit its most recent three (3) Financial Statements.</p> <p>If the Financial Statements for the year 2019 have been issued such Entity shall only be able to use the Financial Statements for the years 2019, 2018 and 2017 and if they have not been issued such Entity shall only be able to use the Financial Statements for the years 2018, 2017 and 2016.</p>
17	Invitation	4.1.1.3.1 and 4.1.1.3.2	Minimal Turnover Required	Q:	The Tender Committee was requested to amend the minimal turnover requirement so that the sum NIS 300,000,000 mentioned in Sections 4.1.1.3.1 and 4.1.1.3.2 of the Invitation will be reduced to the sum of NIS 200,000,000.
				A:	The Tender Committee accepts the request. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Sections.
18	Invitation	4.1.1.3.2	Minimal Turnover Required	Q:	The Tender Committee is requested to confirm that were the aggregate sum of the Anticipated Holdings of all Members who are not Financial Entities is 60% the minimal turnover required for such Participant shall be equal to NIS 120,000,000 (NIS 200,000,000 *0.6).
				A:	The Tender Committee so confirms.
19	Invitation	4.1.4	Guarantor	Q:	The Tender Committee was requested to clarify whether a Guarantor has to demonstrate compliance with all the Financial Pre-Qualification Requirements applicable to the Member that is relying on it or the Financial Pre-Qualification Requirements applicable to the Guarantor.
				A:	The Tender Committee clarifies that a Guarantor must demonstrate compliance

					with all the Financial Pre-Qualification Requirements applicable to the Guarantor and not the Financial Pre-Qualification Requirements applicable to the Member that is relying on it.
20	Invitation	4.1.4.1	Guarantor	Q:	The Tender Committee was requested to clarify the correct reference in Section 4.1.4.1.
				A:	The Tender Committee clarifies that the correct reference is to Section 3.4 and that the relevant Section in the Invitation has been amended accordingly.
21	Invitation	4.2.1	Acceptable Accounting Principles	Q:	The Tender Committee was requested to confirm that the Financial Statements may be prepared and based on FFSS.
				A:	The Tender Committee so confirms.
22	Invitation	4.2.8	Exchange of Currency	Q:	The Tender Committee was requested to clarify what Exchange Rates should be used.
				A:	The Participants attention is drawn to Section 4.2.8 of the Invitation.
23	Invitation	4.2.8.2	Exchange of Currency	Q:	The Tender Committee was requested to publish exchange rates for conversion from RMB to NIS.
				A:	The Tender Committee has accepted the request. The attention of the Participants is drawn to the amendments introduced to the Invitation with respect to the relevant Sections.
24	Invitation	6.4	Signing of the Pre-Qualification Submission	Q:	The Tender Committee was requested to confirm that the Pre-Qualification Forms shall be signed by the Participant as follows: (i) if the Participant is a single Entity already incorporated on the Pre-Qualification Submission Date - by the Participant itself and each of its Members; and (ii) if the Participant is not incorporated on the Pre-Qualification Submission Date - by each of the Members of the Participant (and in the case of one Member, only by such Member).
				A:	The Tender Committee so confirms.
25	Invitation	7.4.5.7	Advisors to the Tender Committee	Q:	The Tender Committee was requested to amend Section 7.4.5.7 of the Invitation as follows: " <u>Any engagement with Advisors with respect to the Pre-Qualification Process, the Tender Process or the Project other than in accordance with the provisions of Section 2.14 (Advisors to the Tender Committee) above</u> ".
				A:	The Tender Committee rejects the request. Section 7.4.5.7 of the Invitation refers to

					Section 2.14 of the Invitation and therefore the additional wording is not necessary.
26	Invitation	General	Foreign Entities	Q:	The Tender Committee is requested to clarify whether a foreign Entity can participate in the Pre-Qualification Process by itself or whether it is required to participate jointly with a local Entity.
				A:	The Tender Committee clarifies that foreign Entities are not required to participate in the Pre-Qualification Process jointly with a local Entity.
27	Pre-Qualification Forms	General	Participant Name	Q:	The Tender Committee was requested to confirm that if the Participant is not incorporated on the Pre-Qualification Submission Date, the Participant should fill in the forms using a temporary name.
				A:	The Tender Committee clarifies that in the event the Participant is not incorporated on the Pre-Qualification Submission Date, the Member(s) may use a temporary name, provided that the Member(s) state(s) in the submission that such name is temporary.
28	Pre-Qualification Forms	Pre-Qualification Form 4	Letter of Guarantee	Q:	The Tender Committee was requested to clarify whether a Member that is not relying on a Guarantor needs to sign Pre-Qualification Form 4 (<i>Letter of Guarantee</i>).
				A:	The Tender Committee clarifies that only a Guarantor is required to complete and sign Pre-Qualification Form 4 (<i>Letter of Guarantee</i>).