



STATE OF ISRAEL

THE INTER-MINISTERIAL TENDER COMMITTEE FOR THE
CONSTRUCTION OF A FACILITY FOR TREATMENT OF
CONTAMINATED GROUNDWATER IN THE VICINITY OF
THE ISRAELI MILITARY INDUSTRY AT RAMAT HASHARON

Date: July 27, 2020

To:

All Participants

Re: Invitation for Pre-Qualification no. 1903/2020 – Addendum no. 1

1. Pursuant to the provisions of Section 2.9 (*Requests for Clarifications of this Invitation*) of the Prequalification Invitation at subject ("**Invitation**"), the Tender Committee hereby informs of the following Clarifications and Addenda.
2. The Amendments made within the framework of this Addendum will be inserted into the following Pre-Qualification Documents:
 - (a) The Invitation;
 - (b) The Pre-Qualification Forms; and
 - (c) Pre-Qualification Form 2 – Attachment A1 Section A and Section B - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirements.
3. For convenience the Amendments will be inserted into the aforementioned Pre-Qualification Documents in "*track changes*" where, in the Invitation, a footnote shall be added besides each insertion referencing the respective Addendum items.
4. The Amended Pre-Qualification Documents shall be uploaded onto the Website and are titled:
 - (a) "**PQ no. 1903/2020 - Invitation – Addendum no. 1 - Marked**".
 - (b) "**PQ no. 1903/2020 - The Pre-Qualification Forms 1 – 9 – Addendum no. 1 - Marked**".
 - (c) "**PQ no. 1903/2020 - Pre-Qualification Form 2 – Attachment A1 Section A - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirement Section 4.1.1 – Addendum no. 1 - Marked**".
 - (d) "**PQ no. 1903/2020 - Pre-Qualification Form 2 – Attachment A1 Section B - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirement Section 4.1.2 – Addendum no. 1 - Marked**".

5. The Tender Committee intends to relate, within the framework of a separate Addendum, to Requests for Clarifications which were submitted until July 23 ,2020, but not addressed in this Addendum no. 1. **Please further note the date submission of Requests for Clarification is postponed until August 5, 2020** (see item no. 25(c) in the RFC table below).
6. As set forth in Section 2.10.7 of the Invitation, you are requested to acknowledge receipt of this Addendum, no later than two (2) Working Days following receipt thereof, by a written notice to the Tender Committee, in the format attached at the bottom of this Addendum.

Sincerely,



Mr. Yitsik Marmelshtein
Chairman of the Tender Committee

CC: Members of the Tender Committee

Attachments:

- (a) Invitation – Addendum no. 1 - Marked.
- (b) The Pre-Qualification Forms 1 – 9 – Addendum no. 1 - Marked.
- (c) Pre-Qualification Form 2 – Attachment A1 Section A - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirement Section 4.1.1 – Addendum no. 1 - Marked.
- (d) Pre-Qualification Form 2 – Attachment A1 Section B - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirement Section 4.1.2 – Addendum no. 1 - Marked.

A. CLARIFICATIONS TO THE INVITATION DOCUMENTS

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]			
1.	Invitation Document; Section 1.1.51 definition of "Private Investment Fund"		Commitments percentage made available by Institutional Investors shall be decreased from "60%" to "50%".	The definition shall be amended as follows: <i>"1.1.51 "Private Investment Fund" Shall mean an Entity incorporated for the purpose of making financial investments which at least 6050% of its Commitments were made available to it by Institutional Investors."</i>			
2.	Invitation Document; New provisions	Financial Pre-Qualification Requirements applicable upon an investment entity	The Invitation shall be amended to introduce a definition of an "Investment Entity", the Equity Financial Pre-Qualification Requirement which shall apply upon it and a designated Pre-Qualification Form such entity will fill, complete, sign and attach to the Participant's Pre-Qualification Submission.	<p>(a) The following new definition shall be added to Section 1 of the Invitation as follows:</p> <p>"</p> <table border="1" data-bbox="1518 1018 2092 1355"> <tr> <td data-bbox="1518 1018 1668 1355"><u>1.1.28A</u></td> <td data-bbox="1668 1018 1848 1355"><u>Investment Entity</u></td> <td data-bbox="1848 1018 2092 1355"><u>Shall have the meaning ascribed thereto in the International Financial Reporting</u></td> </tr> </table> <p>"</p>	<u>1.1.28A</u>	<u>Investment Entity</u>	<u>Shall have the meaning ascribed thereto in the International Financial Reporting</u>
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				<table border="1" data-bbox="1518 422 2101 694"> <tr> <td data-bbox="1518 422 1668 694"></td> <td data-bbox="1668 422 1848 694"></td> <td data-bbox="1848 422 2101 694"> <u>Standard (IFRS)</u> <u>10</u> <u>(Consolidated</u> <u>Financial</u> <u>Statements).</u> </td> </tr> </table> <p data-bbox="1518 710 2101 742">"</p> <p data-bbox="1518 758 2101 837">(b) The definition of "Financial Entity" shall be amended as follows:</p> <table border="1" data-bbox="1518 837 2101 1260"> <tr> <td data-bbox="1518 837 1639 1260">1.1.22</td> <td data-bbox="1639 837 1809 1260"><i>"Financial Entity"</i></td> <td data-bbox="1809 837 2101 1260"> <i>Shall mean: (i) a Private Investment Fund; (ii) <u>a</u> Banking Corporation; (iii) <u>an Institutional Investor; or (iv) an Investment Entity.</u></i> </td> </tr> </table> <p data-bbox="1518 1316 2101 1348">(c) The definition of "Financial Pre-</p>			<u>Standard (IFRS)</u> <u>10</u> <u>(Consolidated</u> <u>Financial</u> <u>Statements).</u>	1.1.22	<i>"Financial Entity"</i>	<i>Shall mean: (i) a Private Investment Fund; (ii) <u>a</u> Banking Corporation; (iii) <u>an Institutional Investor; or (iv) an Investment Entity.</u></i>
		<u>Standard (IFRS)</u> <u>10</u> <u>(Consolidated</u> <u>Financial</u> <u>Statements).</u>								
1.1.22	<i>"Financial Entity"</i>	<i>Shall mean: (i) a Private Investment Fund; (ii) <u>a</u> Banking Corporation; (iii) <u>an Institutional Investor; or (iv) an Investment Entity.</u></i>								

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]			
				<p style="text-align: center;">Qualification Requirement(s)" shall be amended as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; padding: 5px;"><i>1.1.23</i></td> <td style="width: 45%; padding: 5px;"><i>“Financial Pre-Qualification Requirement(s)”</i></td> <td style="width: 40%; padding: 5px;"><i>Shall mean the requirements of Section 4.2.1 (Financial Pre-Qualification Requirements; Turnover); Section 4.2.2 (Financial Pre-Qualification Requirements; Operating Cash Flow); Section 4.2.3 (Financial Pre-Qualification Requirements;</i></td> </tr> </table>	<i>1.1.23</i>	<i>“Financial Pre-Qualification Requirement(s)”</i>	<i>Shall mean the requirements of Section 4.2.1 (Financial Pre-Qualification Requirements; Turnover); Section 4.2.2 (Financial Pre-Qualification Requirements; Operating Cash Flow); Section 4.2.3 (Financial Pre-Qualification Requirements;</i>
<i>1.1.23</i>	<i>“Financial Pre-Qualification Requirement(s)”</i>	<i>Shall mean the requirements of Section 4.2.1 (Financial Pre-Qualification Requirements; Turnover); Section 4.2.2 (Financial Pre-Qualification Requirements; Operating Cash Flow); Section 4.2.3 (Financial Pre-Qualification Requirements;</i>					

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]		
						<p><i>Equity), Section 4.2.5 (Financial Pre- Qualification Requirements; Private Investment Fund), and Section 4.2.6 (Financial Pre- Qualification Requirements; Banking Corporation or Institutional Investors), and Section 4.2.6A (Financial Pre- Qualification</i></p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]			
				<table border="1" data-bbox="1518 424 2098 647"> <tr> <td data-bbox="1518 424 1637 647"></td> <td data-bbox="1637 424 1865 647"></td> <td data-bbox="1865 424 2098 647"> <u>Requirements; Investment Entities) of this Invitation.</u> </td> </tr> </table> <p data-bbox="1507 663 2110 1334">(d) New Section 4.2.6.A <u>"4.2.6A. Financial Pre-Qualification Requirements; Investment Entity</u> <u>Any Member who is an Investment Entity is required to demonstrate equity of not less than 1,200,000 NIS, for each one percent (1%) of Anticipated Holdings in the Participant, based on its audited annual Financial Statements for 2019. If audited annual Financial Statements for year 2019 were not yet published – then its audited annual Financial Statement for 2018.</u> <u>Form of Submission. In order to demonstrate compliance with this Section 4.2.6.A (Investment Entity), the applicable Entities shall complete,</u></p>			<u>Requirements; Investment Entities) of this Invitation.</u>
		<u>Requirements; Investment Entities) of this Invitation.</u>					

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p><i>execute and submit Pre-Qualification Form "9".</i></p> <p>(e) New Pre-Qualification Form "9" Attached hereto as Annex A please find Pre-Qualification Form 9.</p> <p>Reference to Pre-Qualification Form "9" shall be added to the following references:</p> <ul style="list-style-type: none"> (i) Invitation Document; <ul style="list-style-type: none"> • List of Appendices; Annex C – Pre-Qualifications Forms. • Section 1.1.45 – Pre-Qualification Forms. (ii) Pre-Qualification Forms; <ul style="list-style-type: none"> • Cover page.

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<ul style="list-style-type: none"> • Pre-Qualification Forms; Table of Contents. • Pre-Qualification Form "1" – Section 5.
3.	Invitation Document; Section 2.6.3(c)	IBAN number.	See correct IBAN number as amended	Correct IBAN number - IL370990011310010081303
4.	Invitation Document; Section 3.2.2	Limitation on the number of Members comprising the Participant.	Limitation shall be annulled.	The contents of Section 3.2.2 shall be replaced with " <i>cancelled</i> ".
5.	Invitation Document; Section 3.5.7 – Approvals per Public Entities Transactions Law 1976	Approval for proper bookkeeping or exemption thereof.	Per Article 2A(1) an Approval may testify for proper bookkeeping or for the exemption thereof.	N/A
		Applicability a Participating Entity who is a Foreign Company who lacks activities in Israel or is not registered in the Israeli tax	Such Participating Entity shall include within its Pre-Qualification Submission, under cover of Pre-Qualification Form "3" :	The following paragraph shall be added at the end of Section 3.5.7: <i>"A Foreign Company registered in Israel which cannot provide such approvals due to</i>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
		authorities.	<p>(1) a declaration by an independent auditor; and</p> <p>(2) an affidavit of a representative of the Participating Entity's management, both testifying to such status.</p>	<p><i>its lack of activities in Israel or is not registered in the Israeli tax authorities, shall include within its Pre-Qualification Submission, under cover of Pre-Qualification Form "3" (1) a declaration by an independent auditor; and (2) an affidavit of a representative of the Participating Entity's management, both testifying to such status."</i></p>
6.	<p>Invitation Document; Section 4.1.1.2 (Definitions); "BTS"; item (i)</p>	<p>The Tender Committee was requested to allow the following as an alternative to the existing contents of item (i):</p> <p>the hourly load rate of the pollutants higher than 4000 gr_NO3/hr (4 x 20 m3/hr x 50 gr_NO3/m3).</p>	Rejected	NA

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7.	Invitation Document; Section 4.1.1.2 (Definitions); "BTS" ; item (i), second bullet	The Tender Committee was requested to supplement the wording to clarify that the 50mg/l of Nitrate is as NO3 and not as <i>N</i> .	Confirmed	The reference section shall be amended as follows: "50 Mg/l of Nitrate <u>as NO3</u> ." The amendment shall also be incorporated in the following references of Attachment A(1) of Pre-Qualification Form "2" ; Section A; Clause 6 (BTS operation): (a) Sub-clause 1 (Inlet feed water); (b); (ii) Nitrate concentration; and (b) Sub-clause 2 (Removal of contaminants); (a); (ii) Nitrate outlet concentration.
8.	Invitation Document; 4.1.1.2 (Definitions); "BTS" ; (i) Flow Rate.	The Tender Committee was requested to introduce the following amendments: (a) A flow rate of 6 m3/hr instead of the existing 20 m3/hr; and (b) At least 20 mg/l of Nitrate	The requests are rejected.	N/A

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		instead of the existing 50 mg/l.		
9.	Invitation Document; Section 4.1.1.2 – Definitions; "BTS"; item – (ii) – <i>engineered system</i>		The minimum components comprising the " <i>engineered system</i> " shall be amended as indicated.	Item (ii) shall be amended as follows: " (ii) <i>Removed at least 70% of the Perchlorate or Nitrate concentrations in the feed water ("Removal Ratio"). The removed Perchlorate or Nitrate were to have been decomposed by micro-organisms to elementary components by means of an engineered system which included, at least: (i) one vessel; (ii) one pump; (iii) centralized control system which includes measurement device(s), monitoring device(s) and control devise(s) (a device may serve for one or more of the 3 objectives – measurement, monitoring and control); and</i>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<i>(iv) pipes and valves."</i>
10.	Invitation Document; Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section 4.1.2.2 (Definitions); "Operation" Section 4.1.2.2(ii)	The Tender Committee is kindly requested to confirm that the requirement of <i>"Removal Ratio of contaminants of concern in the inlet stream"</i> refers to at least one of the contaminants set forth under the definition of <i>"Removal Ratio"</i> , save for TSS and Turbidity.	Rejected. Notice TSS and Turbidity are exempted with respect to "Flow Rate" (sub-section (i)) but apply with respect to <i>"Removal Ratio"</i> (sub-section (ii)) – see contaminants no. 6 and 7 under <i>"Removal Ratio"</i> definition.	N/A
11.	Invitation Document;	The Tender Committee was requested to clarify that in the event	Confirmed	The following paragraph:

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section 4.1.2.2 (Definitions); "Operation"	of a Facility which output's stream includes any form of mixing, for the purpose of evaluating compliance with the Flow Rate and Removal Ratio requirements, both will be determined before any mixing thereof.		<p><u><i>“In the event of a Facility which output's stream includes any form of mixing, for the purpose of evaluating compliance with the Flow Rate and Removal Ratio requirements, both will be determined before any mixing thereof.”</i></u></p> <p>Shall be added before the following existing paragraph (which is the last paragraph of Operation definition):</p> <p>“With regard to the Consecutive Operation Period, Flow Rate and Removal Ratio requirements see the stipulations provided under Sections 4.1.2.3(i) and (ii).”</p>
12.	Invitation Document; Section 4.1.2 (Technical Pre-	The Tender Committee was requested to confirm that a desalination facility may be presented for the purpose of the	Confirmed, provided the demonstrated desalination facility must comply with the requirements set forth under the Technical	N/A

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section 4.1.2.2 (Definitions); "Facility"	Facility demonstrated for the purpose of the respective Technical Threshold Requirement.	Threshold Requirement.	
13.	Invitation Document; Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section	The Tender Committee was requested to confirm that an expansion of a Facility will be allowed.	Confirmed provided: (a) The expansion's scope itself complies with all requirements of this Pre-Qualification Requirement; and (b) That such compliance can be demonstrated via supportive documentation which the Tender	The definition of the term Facility provided under Section 4.1.2.2 shall be amended to read: " <i>Facility</i> " – <i>A facility, or an expansion of an existing facility, designated for water or wastewater treatment by means of an engineered system³.</i> "

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	4.1.2.2 (Definitions); "Facility"		Committee may require. See amended definition of the term "Facility".	The amended made shall be read in conjunction with the clarification provided under the Tender Committee's Clarification column. Note: this amendment is incorporated into the "Facility" definition provided under the following item 15.
14.	Invitation Document; Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section 4.1.2.2	The Tender Committee was requested to confirm the reference made in footnote No. 3 to subsection 4.1.1.2(ii) relates the components of the <i>engineered system</i> (as specified on page 48) to includes, at least: (i) one vessel; (ii) one pump; (iii) measurement, monitoring and control devise(s); and (iv) pipes and valves.	Confirmed. See amended definition of the term "Facility".	The definition of the term Facility provided under Section 4.1.2.2 shall be amended to read: " Facility – <i>A facility, or an expansion of an existing facility, designated for water or wastewater treatment by means of an engineered system³. For this purpose engineered system shall include, at least: (i) one vessel; (ii) one pump; (iii) centralized control system which</i>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	(Definitions); "Facility" – reference to foot- notes no. 3. regarding <i>engineered system.</i>			<i>includes measurement device(s), monitoring device(s) and control devise(s) (a device may serve for one or more of the 3 objectives – measurement, monitoring and control); and (iv) pipes and valves."</i>
15.	Invitation Document; Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design, Construction and Operation of a Facility); Section 4.1.2.2 (Definitions);	The Tender Committee was requested to amend the definition of "Main Contractor" with respect to both "Execution" and "Responsibility" requirements, to include: a) the Design and Construction works of the Facility undertaken by (i) an incorporated joint venture in which the Experience Provider held at least 49%, and in which	The Experience Provider might have gained its experience comprising on its own a Main Contractor or being a member of a Main Contractor comprised of two or more members provided the Experience Provider's holding, during the time the required experience was gained, were least 30% of the Main Contractor's Means of Control.	The following Amendments are introduced: (1) The definition of " Main Contractor " shall be amended as follows: "Main Contractor" (a) Execution - the Design, Construction and Operation works of the Facility (as applicable) were : (i) All executed by the respective Experience Provider (or joint venture which the Experience Provider was a member of,

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	<p>"Main Contractor".</p>	<p>such incorporated joint venture was responsible for all such works on a joint and several basis with its partner in such incorporated joint venture; and (ii) where the experience Provider jointly with its partner actually performed the Design of the process; and</p> <p>b) the Operation of the Facility undertaken by a special purpose company in which the Experience Provider held at least 49%.</p> <p>It was argued that typically, under BOT projects, participants are allowed to demonstrate the experience provider's compliance</p>	<p>Compliance with the Technical Pre-Qualification Requirements (no. 1 – Section 4.1.1 and no. 2 – Section 4.1.2) shall be demonstrated by an Entity who is not a Financial Entity.</p>	<p><i>as applicable); or</i></p> <p><i>(ii) Partially executed by the respective Experience Provider (or joint venture which the Experience Provider was a member of, as applicable) with the remaining portion executed by its (or the joint venture's, as applicable) subcontractors; or</i></p> <p><i>(iii) All executed by the respective Experience Provider's subcontractors (or joint venture's subcontractors which the Experience Provider was a member of, as applicable).</i></p> <p><i>(b) Responsibility - the respective</i></p>

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		<p>with the applicable design, construction and operation requirements by presenting projects in which the respective experience provider held, directly or indirectly, at least 30% of the rights in the SPC which undertook the works as a main contractor, and are not required to demonstrate that all of the respective works were executed by the respective experience provider (or together with or by its subcontractors), as required under Section 4.1.2.2 of the Invitation. Reference was made to Sorek Plant A, Sorek Plant B and Western Galilee desalination projects.</p>		<p><i>Experience Provider was responsible towards the respective client, jointly or severally, (or in the event of a joint venture which the Experience Provider was a member of - it was jointly and severally responsible, with the other joint venture's members, towards the respective client), for the Design, Construction and Operation executed (as applicable).</i></p> <p><i><u>In the event the Main Contractor was (or is) comprised of a joint venture (see items 1 (Execution) and 2 (Responsibility) above, then the Experience Provider has held, directly or indirectly, at least 30% of the Main</u></i></p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p><u>Contractor's Means of Control at least during the time the respective experience was obtained."</u></p> <p>(2) Section B – item 2 of Pre-Qualification Form “2” - Attachment A(1) – the following field shall be added as the last item under clause 1 – "<u>Main Contractor</u>" (see section 4.1.2.2) – [tick as applicable]:</p> <p>(i) <u>Single Entity serving as a Main Contractor [] or</u></p> <p>(ii) <u>Member of a joint venture serving as a Main Contractor in which the Experience Provider held, at least, 30% of the joint venture's Means of Control at least during the time the respective experience was obtained - []</u>."</p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p>(3) Section 3.3.1(b) shall be amended as follows: "3.3.1... (b) any of the Technical Pre-Qualification Requirements set forth under Section 4.1. <i>Compliance with the Technical Pre-Qualification Requirements (no. 1 – Section 4.1.1 and no. 2 – Section 4.1.2) shall not be demonstrated by a Financial Entity.</i>"</p>
16.	<p>Invitation Document; Section 4.1.2.3 (Notes) (iii) (Technical Pre-Qualification Requirement no. 2 (Section 4.1.2) – Manner of</p>	<p>The Tender Committee requests to clarify the number of projects an Experience Provider is entitled to present for the purpose of demonstrating its experience.</p>	<p>It is hereby clarified: (a) In the event the Facility's Design, Construction and Operation experience is demonstrated by one Experience Provider – than such Experience Provider shall either: (i) Demonstrate the experience</p>	<p>(a) Item (iii) shall be amended as follows: "<i>(iii) Technical Pre-Qualification Requirement no. 2 (Section 4.1.2) – Manner of Demonstration by Experience Provider(s)</i> <i>The experience required may be demonstrated by one Experience Provider or by two Experience Providers, as</i></p>

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	Demonstration by Experience Provider(s) – number of projects presented		<p>it has obtained within the framework of one project; or</p> <p>(ii) Demonstrate the experience it has obtained within the framework of two projects in the following manner:</p> <table border="1" data-bbox="1032 804 1494 1050"> <thead> <tr> <th data-bbox="1032 804 1184 855"></th> <th data-bbox="1184 804 1361 855">Project 1</th> <th data-bbox="1361 804 1494 855">Project 2</th> </tr> </thead> <tbody> <tr> <td data-bbox="1032 855 1184 954" rowspan="2">Experience</td> <td data-bbox="1184 855 1361 954">Design and Construction</td> <td data-bbox="1361 855 1494 954">Operation</td> </tr> <tr> <td data-bbox="1184 954 1361 1050">Design</td> <td data-bbox="1361 954 1494 1050">Construction and Operation</td> </tr> </tbody> </table> <p>(b) In the event the experience required is demonstrated by 2 Experience Providers – then the experience shall have been obtained by each</p>		Project 1	Project 2	Experience	Design and Construction	Operation	Design	Construction and Operation	<p><i>stipulated in the Table provided under Section B – item 2 of Pre-Qualification Form “2” - Attachment A(1) - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirements. <u>In the event the experience required is demonstrated by one Experience Provider then such experience shall have been obtained by the Experience Provider within the framework of one or 2 projects. In the latter event (experience obtained within the framework of 2 projects) the Design or Design and Construction experience was obtained within the framework of one project and the Construction and Operation or Operation experience (as applicable) was obtained within the framework of a second project. In the event the experience required is</u></i></p>
	Project 1	Project 2										
Experience	Design and Construction	Operation										
	Design	Construction and Operation										

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			<p>Experience Provider within the framework of one project.</p>	<p><i>demonstrated by 2 Experience Providers then the experience obtained by each of them shall have been obtained within the framework of one project each (2 projects in total – 1 project for each Experience Provider)."</i></p> <p>(b) <u>Pre-Qualification Form “2”</u> Foot-note no. 1 shall be amended as follows: <i>"See the provisions of Section 4.1.2.2 (e) 4.1.2.3 (iii) of the Invitation".</i></p>
17.	<p>Invitation Document; Section 4.1.2.3 (Notes) (iv) – Professional Related Entity</p>	<p>(a) Roles and responsibilities of the Professional Related Entity. (b) The Tender Committee was requested to introduce a third alternative in addition to the two existing alternatives which acknowledge a Professional Related Entity which 100% of</p>	<p>(a) In the event an Experience Provider relies, for the purpose of the Technical Pre-Qualification Requirement of Section 4.1.2, upon a Professional Related Entity – the Professional Related</p>	<p>(a) Clause 1 (Experience Provider) of Section B of Pre-Qualification Form “2” - Attachment A(1) shall be amended as follows:</p> <ul style="list-style-type: none"> - The line relating to the Professional Related Entity shall be identified as item (c). - The following shall be added at the

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
		<p>its Means of Control are held, directly or indirectly, by the Experience Provider.</p>	<p>Entity's completion and signature of Section B of Pre-Qualification Form "2" - Attachment A(1) shall testify to its complete and irrevocable consent to the undertakings set forth therein under Clause 1(c).</p> <p>(b) Confirmed. See amended section.</p>	<p>end of the foregoing Clause 1(c) – <i>"Professional Related Entity Undertakings – the Professional Related Entity's completion and signature of Section B of Pre-Qualification Form "2" - Attachment A(1) shall testify to its complete and irrevocable consent, towards the Tender Committee and the Experience Provider, to timely and comprehensively provide the Experience Provider with all support, resources and knowhow which may be required for the purpose of the Experience Provider's fulfilment of its obligations and undertakings per the Pre-Qualification Documents or as may be further stipulated and elaborated under the Tender Process</i></p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p><i>Documents."</i></p> <p>(b) Section 4.1.2.3(iv) of the Invitation shall be amended as follows:</p> <p>" 4.1.2.3 <u>Notes</u></p> <p>...</p> <p>(iv) Professional Related Entity - the experience required under Technical Pre-Qualification Requirement no. 2, may have been obtained, per its stipulations, by a related entity which is:</p> <p>(a) A single Entity which holds, directly or indirectly, 100% of the respective Experience Provider's Means of Control; or</p> <p>(b) A single Entity <u>which</u> 100% of whose <u>its</u> Means of Control and 100% of whose <u>the</u> Experience Provider's Means of Control are held,</p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p><i>directly or indirectly, by the same single Entity; or</i> <i>(c) <u>A single Entity which 100% of its Means of Control are held, directly or indirectly, by the Experience Provider.</u></i> <i>Each of the Entities referred to under the aforesaid sub-sections 4.1.2.3(iv)(a), or (b) or (c) shall be referred to as a "Professional Related Entity". In the event that experience of a Professional Related Entity is presented, the provisions applying to the Experience Provider shall apply upon the Professional Related Entity <u>its details shall be included in Clause 1(c) of Section B of Pre-Qualification Form "2" - Attachment A(1).</u></i> <i>A Professional Related Entity's experience may be relied upon to</i></p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<p><i>demonstrate compliance with this Technical Pre-Qualification Requirement no. 2 only.</i></p> <p><i>The Experience Provider(s) / Professional Related Entity/ies shall complete and sign <u>Pre-Qualification Form "2" Attachments A & Section AB of Attachment A(1)</u> - Information for Determining Compliance of the Experience Provider with the Technical Pre-Qualification Requirements."</i></p>
18.	Invitation Document; Section 4.1.2 (Technical Pre-Qualification Requirement no. 2 – Design,	The number of Professional Related Entities an Experience Provider may rely upon.	Number of Professional Related Entities the Experience Provider may rely upon – (a) In the event the experience is demonstrated by 1 Experience Provider – it may rely upon the	

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	Construction and Operation of a Facility); 4.1.2.3 (Notes) (iv) – Professional Related Entity		<p>experience of up to 2 Professional Related Entities, as stipulated in Pre-Qualification Form “2”; Attachment A(1); Section B – Clause 3 "Experience demonstrated" table.</p> <p>(b) In the event the experience is demonstrated by 2 Experience Providers – each of them may rely upon the experience of 1 Professional Related Entity, as stipulated in Pre-Qualification Form “2”; Attachment A(1); Section B – Clause 3 "Experience demonstrated" table.</p>	

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
19.	Invitation Document; Section 4.2.1.(b).2 – legend below the formula - definition of "c"; 4.2.2.(b) and (c) – legend below the formula - definition of "c";	Clarification of definition	The definition under all references identified shall be clarified as amended.	<i>"c = year 2019. If audited annual Financial Statements for year 2019 were not yet published - then <u>its audited annual Financial Statement for year 2018.</u>"</i>
20.	Invitation Document; Section 4.2.2 - Operating Cash Flow	The Tender Committee was requested to provide a numerical example of the manner by which the Operating Cash Flow of a Member holding 15% of the Participant is to be calculated per the Financial Threshold Requirement.	See the attached <u>Annex B.</u>	N/A

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
21.	Invitation Document; Section 4.2.5 - Financial Pre-Qualification Requirements; Private Investment Fund		See tracked amendments.	<p>Section 4.2.5 shall be amended as follows:</p> <p>"4.2.5 Financial Pre-Qualification Requirements; Private Investment Fund</p> <p><i>Any Member, who is a Private Investment Fund, is required to demonstrate that as of the date commencing fourteen (14) days prior to the Pre-Qualification Submission Date, the amount of Unutilized Commitments under its management is not less than NIS 1,200,000 NIS-Million, for each one percent (1%) of Anticipated Holdings in the Participant.</i></p> <p>Form of Submission. <i>In order to demonstrate compliance with this Section 4.2.5 [Private Investment Fund], the applicable Entities shall complete, execute and submit Pre-Qualification</i></p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
				<u>Form "6".</u>
22.	Invitation Document; Section 5.1.1 - EPC's Holdings - Experience Provider(s) Anticipated Holdings of the EPC	The Tender Committee was requested to confirm this requirement may be satisfied in the event one Experience Provider holds, at least, 51% of the EPC's Means of Control.	Confirmed	N/A
23.	Invitation Document; Section 5.1.4 and 5.2.2 – Execution of the Initial Operation Period and Operation during the O&M	The Tender Committee is kindly requested to allow, that the operation and maintenance works provided in Sections 5.1.4 (under the Initial Operation Period) and 5.2.2 (under the Operation and Maintenance Stage) will be carried out by either the respective Experience Provider	The operation and maintenance works during the Initial Operation Period or Operation and Maintenance as of PTO, will be executed by the Experience Provider as stipulated within Sections 5.1.4 and 5.2.2 of the Invitation. The respective works	N/A

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
	Period.	(as per the current requirement) or by a wholly owned subsidiary of such Experience Provider.	<p>may be executed by an Entity which 100% of its Mean of Control are held directly by the Experience Provider provided all obligations and undertakings applying to such Experience Provider as set forth in the Pre-Qualification Documents (including minimum holdings of the O&M Company's Means of Control and engagement in agreements with the EPC Company and O&M Company), or as may be stipulated under the Tender Process Documents are fulfilled by the Experience Provider itself.</p> <p>The Tender Committee draws the Participants' attention to the provision of the 2nd paragraph of</p>	

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
			Section 5.2.2 regarding the possibility of replacement of the Experience Provider after the Initial Operation Period and stipulations associated therewith.	
24.	Pre-Qualification Form "2" - Attachment A(1) <i>- Information for Determining Compliance of the Member or the Experience Provider with the Technical Pre-Qualification Requirements</i>		The title of the Attachment shall be amended as provided.	<p>The title of Attachment A(1) of Pre-Qualification Form "2", shall be amended as follows:</p> <p><i>"Attachment A(1) - Information for Determining Compliance of the Member or the Experience Provider with the Technical Pre-Qualification Requirements."</i></p> <p>All references where Attachment A(1) is referred to in the Pre-Qualification Documents shall be amended correspondingly.</p>

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
25.	Invitation Documents; Section 2.9 Requests for Clarifications of this Invitation	(a) The Tender Committee was requested to allow Requests for Clarification to be prepared and submitted in Hebrew.	(a) Rejected. Since the Pre-Qualification Documents are in English including terms and definitions in the English language, for the sake of accuracy RFCs shall – correspondingly – be submitted in English.	N/A.
		(b) The Tender Committee was requested to clarify who on-behalf of the Participant should sign the RFC submitted	(b) RFCs shall be signed by the Participant's Authorized Representative. See Sections 2.9.1 and 2.9.2 (Requests for Clarifications of this Invitation) and 3.7 (Authorized Representative).	
		(c) The Tender Committee was requested to postpone the Final date for the Submission of Requests for Clarifications in	(c) The final date for the submission of Requests for Clarification will be August 5, 2020. Note the Pre-	Section 1.6 shall be amended as follows: "1.6 Anticipated Schedule ... Final date for the Submission of Requests

No	Reference	Issue to be Clarified	Tender Committee's Clarification	Addenda [As applicable]
		accordance with Section 2.9 [Requests for Clarification] of this Invitation as stipulated under Section 1.6 [Anticipated Schedule].	Qualification Submission Date remains as stipulated within Section 1.6 of the Invitation.	for Clarifications in accordance with Section 2.9 [Requests for Clarification] of this Invitation. - July August <u>23</u> 5 , 2020"

Addendum 1 – Annex A

PRE-QUALIFICATION FORM “9”¹

INVESTMENT ENTITY FINANCIAL ROBUSTNESS

*(To be completed by each Investment Entity on a separate Pre-Qualification Form)
(Capitalized terms shall have the meaning ascribed to them in the Invitation)*

I, _____, the undersigned, am making this affidavit on behalf of
_____ (name of Member):

1. Financial Data (*)

1.1. Equity

Year	Most recent annual Financial Statement
Equity (based on the most recent annual Financial Statements (not earlier than for the year 2018))	

- The Anticipated Holdings of the Member are _____%, and its equity as stated above is not less than 1,200,000 NIS for each one percent (1%) of Anticipated Holdings in the Participant.

() All data in this Pre-Qualification Form is to be presented in NIS, in accordance with the provisions of Section 4.2.8 (Exchange of Currency) of the Invitation.*

2. Attached to this Pre-Qualification Form “9” are the Financial Statements of _____ for the year _____.

Faithfully yours,

Date

Stamp and Signature

I, the undersigned, _____, attorney-at-law public notary [check applicable box], hereby confirm that on _____, Mr./Mrs. _____, I.D. No. _____ appeared before me, and after being cautioned that he/she is required to state the truth, and that if he/she fails to do so he/she shall be liable to the punishments prescribed by law, signed this statement in my presence.

¹ Addendum No. 1; Item no. 2(e).

In addition, I, _____, attorney-at-law public notary *[check applicable box]*, 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 / public
notary

Addendum 1 – Annex B

The following example assumes a Participant comprised of 3 Members which all are Entities who are not Financial Entities and based on the following assumptions:

	Anticipated Holding in the Participant	Operating Cash Flow based on audited annual Financial Statement for 2017 (in NIS)	Operating Cash Flow based on audited annual Financial Statement for 2018 (in NIS)	Operating Cash Flow based on audited annual Financial Statement for 2019 (in NIS)
Member # 1	50%	-1,000,000	-500,000	30,000,000
Member # 2	35%	-100,000	-100,000	-110,000
Member # 3	15%	0	-500,000	-1,600,000

	Required Equity per 1% of Anticipated Holding (in NIS) – Section 4.2.3 of the Invitation	Required Equity	Equity based on audited annual Financial Statement for 2019 (in NIS)
Member # 1	400,000	20,000,000	100,000,000
Member # 2	400,000	14,000,000	15,000,000
Member # 3	400,000	6,000,000	11,000,000

Calculation of the Operating Cash Flow:

$$\text{Average Operating Cash Flow} = \frac{CF_{(c)} + CF_{(c-1)} + CF_{(c-2)}}{3}$$

	Average Operating Cash Flow	Operating Cash Flow Requirement, Section 4.2.2 (a) – (b)
Member # 1	9,500,000	✓

Member # 2	- 103,333	X
Member # 3	-700,000	X

For the purposes of Section 4.2.2 (c) of the Invitation, the Operating Cashflow of Members #2 and # 3 is calculated as follows:

$$\frac{A}{B} < 0.25$$

Where:

$$A = |\text{Min}(\text{Average Operating Cash Flow}, CF_c)|$$

$$B = E_c - RE$$

	Average Operating Cash Flow	Required Equity	Equity based on audited annual Financial Statement for 2019 (in NIS)	Operating Cash Flow Requirement, Section 4.2.2 (c)	Operating Cash Flow Requirement, Section 4.2.2 (c)
Member # 2	- 103,333	14,000,000	15,000,000	=abs(min(-103333,-110000))/(15000000-14000000)=0.11	√
Member # 3	-700,000	6,000,000	11,000,000	=abs(min(-700000,-1600000))/(11000000-6000000)=0.32	X

Based on the presented numerical example, Members #1 and #2 are compliant with the Financial Threshold Requirement of Section 4.2.2 (Operating Cash Flow) of the Invitation while Member #3 is not compliant with the Financial Threshold Requirement since its ratio exceeds 25%.

ACKNOWLEDGEMENT OF RECEIPT

To:

Mr. Yitsik Marmelshtein,

Chairman of the Tender Committee

E-mail: PPP-Taas@inbal.co.il

Re: Invitation to Pre-Qualification no. 1903/2020

Addendum no. 1

Pursuant to the provisions of Section 2.10.7 of the Invitation, we hereby acknowledge receipt of Addendum no. **1**.

Name of the Participant

Name and signature of the Participant's
Authorized Representative