



STATE OF ISRAEL

THE INTER-MINISTERIAL TENDER COMMITTEE FOR SOLAR ENERGY PROJECTS

May 09, 2023

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 March 2023 (the "Invitation")

Addendum No. 3

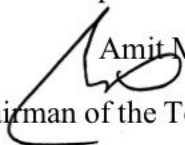
Capitalized terms used and not otherwise defined herein shall have the meaning ascribed to them in the Invitation.

Pursuant to the provisions of Section 2.9 (*Requests for Clarifications*) and Section 2.10 (*Addenda*) of the Invitation, the Participants attention is drawn to the following:

- A. The clarifications and answers to Requests for Clarification received from Participants, attached as **Attachment 1** hereto; and
- B. The revised Invitation, attached hereto as **Attachment 2**.

In accordance with the provisions of the Invitation, you are kindly requested to acknowledge receipt of this Addendum, no later than 2 (two) Business Days following receipt thereof, via email reply to DimonaPV@inbal.co.il.

Respectfully Yours,


Amit Mirzai
Chairman of the Tender Committee

Cc: Members of the Tender Committee

Attachment 1

Invitation				
1.	<p>Q: The Tender Committee was requested to clarify whether the Eligible Participants and/or the Successful Bidder will be granted preference in other similar tenders in other sites (e.g., standalone energy storage projects, PV projects).</p> <p>A: The Tender Committee clarifies that the purpose of the Pre-Qualification Process is to identify Eligible Participants solely for the specific Project and the Tender Committee does not commit to grant the Eligible Participants and/or the Successful Bidder preference in in any other project.</p>	Invitation	General	
2.	<p>Q: The Tender Committee was requested to clarify the correct size of the Site.</p> <p>A: The Tender Committee clarifies that the size of the Site is approximately 3,100,000 square meters. The Participants' attention is drawn to the amendment made to Section 1.1.62 of the Invitation.</p>	Invitation	Section 1.1.62	
3.	<p>Q: The Tender Committee was requested to clarify whether the Successful Bidder will be obligated to add an Energy Storage System to the Project if required to do so by the Tender Committee or the State.</p> <p>A: The Tender Committee clarifies that, at present, the scope of the Project does not include an Energy Storage System. However, the Successful Bidder will be obligated to add an ESS to the Project if required to do so by the Tender Committee or the State, subject and pursuant to the terms of the Tender Process Documents.</p>	Invitation	Section 1.2.3.2	
4.	<p>Q: The Tender Committee was requested to clarify the anticipated or planned capacity of the Energy Storage System.</p> <p>A: The Tender Committee clarifies that, at present, the scope of the Project does not include an Energy Storage System.</p>	Invitation	Section 1.2.3.2	

5.	<p>Q: The Tender Committee was requested to clarify whether any additional land will be allocated for the Energy Storage System.</p> <p>A: The Tender Committee clarifies that, at present, the scope of the Project does not include an Energy Storage System. However, to the extent that an Energy Storage System will be added to the Project it will be located at the existing Site and no additional land is expected to be allocated.</p>	Invitation	Section 1.2.3.2
6.	<p>Q: The Tender Committee was requested to clarify whether the Participants are required to demonstrate the experience of the EPC Expert and/or O&M Expert during the Pre-Qualification Process.</p> <p>A: The Tender Committee clarifies that the Participants are not required to demonstrate the experience of the EPC Expert and/or O&M Expert during the Pre-Qualification Process. Only the Successful Bidder will be required to demonstrate, to the satisfaction of the Tender Committee, the experience of the EPC Expert and/or O&M Expert as a pre-condition for executing the Concession Agreement.</p>	Invitation	Section 1.4
7.	<p>Q: The Tender Committee was requested to postpone the Pre-Qualification Submission Date to June 30, 2023 in order to allow foreign entities to submit applicable requests within the timeframe set out in Sections 4.2.1, 4.2.6.3 and 6.6 of the Invitation.</p> <p>A: The Tender Committee has rejected the request to postpone the Pre-Qualification Submission Date for the reason presented by the Participant. The Participant may submit a request pursuant to Sections 4.2.1, 4.2.6.3 or 6.6 of the Invitation prior to finalizing the participation of the foreign entity in the Pre-Qualification Process. In addition, the Participants' attention is drawn to the amendments made to Sections 4.2.1, 4.2.6.3 and 6.6 of the Invitation.</p>	Invitation	Sections 1.6.3, 4.2.1, 4.2.6.3 and 6.6

8.	<p>Q: The Tender Committee was requested to delete the referenced Section.</p> <p>A: The Tender Committee has rejected the request.</p>	Invitation	Section 2.1.3
9.	<p>Q: The Tender Committee was requested to confirm that submissions of Requests for Clarifications solely via email are sufficient, pursuant to the provisions of the Section.</p> <p>A: The Tender Committee so confirms.</p>	Invitation	Section 2.9.1
10.	<p>Q: The Tender Committee was requested to clarify whether a Participant's composition can be changed after the Pre-Qualification Submission Date.</p> <p>A: The Tender Committee refers the Participants' to the provisions of Section 8.5 of the Invitation.</p>	Invitation	Section 3.1.1
11.	<p>Q: The Tender Committee was requested to confirm that a Member which is declared as an Eligible Participant is required to form a Special Purpose Company (SPC) in Israel in order to participate in the Tender Process, submit a Bid and execute the Project (if selected as the Successful Bidder).</p> <p>A: The Tender Committee so confirms and refers the Participants to Section 8.2 of the Invitation.</p>	Invitation	Section 3.1.2
12.	<p>Q: The Tender Committee was requested to correct an error in the Section numbering, i.e., Section 3.1.3 instead of Section 3.1.1.</p> <p>A: The Participants' attention is drawn to the amendment made to the referenced Section.</p>	Invitation	Section 3.1.3
13.	<p>Q: The Tender Committee was requested to clarify whether a Member which is not registered in Israel can participate in the Pre-Qualification Process.</p> <p>A: The Tender Committee clarifies that a Member is not required to be registered in Israel.</p>	Invitation	Section 3.2

14.	<p>Q: The Tender Committee was requested to clarify whether a Member is obligated to rely on a Guarantor.</p> <p>A: The Tender Committee clarifies that it is not mandatory to rely on a Guarantor, and if a Member is able to comply with the Financial Pre-Qualification Requirements based on its own Financial Statements it may do so.</p>	Invitation	Sections 3.3 and 4.1.4
15.	<p>Q: The Tender Committee was requested to allow the Guarantor to be either:</p> <p>(a) a subsidiary Controlled by the Member; or</p> <p>(b) an Entity Controlled by the Parent Company of the Member.</p> <p>A: The Tender Committee has rejected the request.</p>	Invitation	Section 3.3.1
16.	<p>Q: The Tender Committee was requested to correct the reference in the Section.</p> <p>A: The Tender Committee clarifies that the correct reference is to Section 4.1.4 (<i>Reliance on a Guarantor</i>). The Participants' attention is drawn to the amendment made to the referenced Section.</p>	Invitation	Section 3.3.1.4
17.	<p>Q: The Tender was requested to clarify whether two or more Eligible Participants may join and submit a Bid together in the Tender Process.</p> <p>A: The Tender Committee clarifies that Eligible Participants may submit such a request pursuant and subject to the provisions of 8.5 of the Invitation and any Law. For the removal of doubt, the approval of the Tender Committee will be subject to the approval of the Competition Authority pursuant to the Law.</p>	Invitation	Section 3.7

18.	<p>Q: The Tender Committee was requested to clarify whether a Member with Anticipated Holdings in the Participant below a certain threshold is subject to the provisions of Section 4.1.1. of the Invitation (Financial Pre-Qualification Requirements; Operating Cash Flow).</p> <p>A: The Tender Committee clarifies that all Members are required (on their own or through a Guarantor) to comply with the provisions of Section 4.1.1. of the Invitation (Financial Pre-Qualification Requirements; Operating Cash Flow), regardless of their Anticipated Holdings in the Participant.</p>	Invitation	Section 4.1.1
19.	<p>Q: The Tender Committee was requested to delete the referenced Section.</p> <p>A: The Tender Committee has rejected the request. Pursuant to the provisions of Section 4.2.1 of the Invitation, a Participant may make a request to submit Financial Statements which are presented based on acceptable accounting principles in their domicile, which are different than those specified in Section 4.2.1 of the Invitation.</p>	Invitation	Section 4.2.2
20.	<p>Q: The Tender Committee was requested to amend the requirement so that if a Member relies on a Guarantor, in a way that the Guaranteed Portion is 100%, the Relying Member shall not be required to submit its Financial Statements in the event the Relying Member has issued the applicable Financial Statements.</p> <p>A: The Tender Committee has rejected the request.</p>	Invitation	Section 4.2.5

21.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to allow Participants to submit all six (6) USB storage devices containing digital copies of the Pre-Qualification Submission in one (1) envelope.</p> <p>The Tender Committee has rejected the request. Each USB storage device must be submitted in a separate envelope and then sealed together with the other envelopes, including the envelope that contains the hard copy, in an outer envelope or box.</p>	Invitation	Section 6.4.3
22.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether it is permissible for the Special Purpose Company to be established under the laws of another domicile, while having representatives or a branch in Israel.</p> <p>The Tender Committee clarifies that each Eligible Participant will be required to form a Special Purpose Company which will be incorporated <u>solely under the Laws of Israel</u>.</p>	Invitation	Section 8.2.1
23.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the Eligible Participant can hold less than all the rights in the SPC.</p> <p>The Tender Committee clarifies that the shares and/or other interests in the SPC shall be wholly held by the Member (if the Participant was a single Entity), or by the Members who participated in the Pre-Qualification Process and are detailed in Pre-Qualification Form “2“(The Participant), and were approved by the Tender Committee pursuant to the Pre-Qualification Process, provided however that changes in the holdings may be made subject and pursuant to the provisions of Section 8.5 of the Invitation.</p>	Invitation	Section 8.2.2

24.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify if there are any existing infrastructures, or any plans for such infrastructures, at the Site and/or in the vicinity of its border.</p> <p>The Tender Committee clarifies that while it is the Participants' responsibility to investigate and clarify this matter, a partial reference regarding any existing and/or planned infrastructures has been added to Annex A.</p>	Annex A	General Description of the Project
25.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the Successful Bidder is required to construct a substation.</p> <p>The Tender Committee clarifies that the Successful Bidder will be required to construct an internal 161KV substation that will allow the Successful Bidder to connect the Facility to the 400KV substation which is under the responsibility of the IEC.</p>	Annex A	General Description of the Project
26.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the Successful Bidder is required to construct the routes to the IEC substation.</p> <p>The Tender Committee clarifies that the Successful Bidder is required to construct and maintain all internal roads at the Site.</p>	Annex A	General Description of the Project
27.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the three (3) years term for utilizing and mining prior to construction of the Facility, as stated in TATAL 82, is a mandatory requirement or if the Successful Bidder is allowed to shorten or extend the term.</p> <p>The Tender Committee clarifies that the term for utilizing the sand prior to construction of the Facility will be determined in the Tender Process Documents.</p>	Annex A	General Description of the Project

28.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the maximum grid capacity is 300MW as detailed in Section 1.2.1.1 of the Invitation, or 270MW as detailed in Annex A.</p> <p>Without derogating from the prerogatives of the Tender Committee under the Invitation and any Law, the Tender Committee clarifies that the maximum grid capacity is up to 300MW.</p> <p>The Participants' attention is drawn to the amendment made to Annex A.</p>	Annex A	General Description of the Project
29.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify the length of the 50-meter-wide corridor, that the Successful Bidder must allocate within the site for the installation of the 161 kV line.</p> <p>The Tender Committee clarifies that the Successful Bidder will determine the length of the corridor, based on location of the corridor presented in its design and the instructions that will be published in the Tender Process Documents.</p>	Annex A	General Description of the Project
30.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the IEC 400KV substation is intended to serve the Project exclusively.</p> <p>The Tender Committee clarifies that the IEC 400KV substation is expected to serve other projects as well.</p>	Annex A	General Description of the Project
31.	<p>Q:</p> <p>A:</p>	<p>The Tender Committee was requested to clarify whether the Successful Bidder is obliged to utilize the Site in accordance with TATAL 82.</p> <p>The Tender Committee clarifies that the Successful Bidder is obligated to comply with the mandatory provisions of TATAL 82 and any Law, as amended from time to time.</p>	Annex A	General Description of the Project

32.	<p>Q:</p> <p>The Tender Committee was requested to confirm that, in the event a Participant is not incorporated at the time of the Pre-Qualification Submission Date, the Members may fill in under the name of Participant a temporary name of the Participant or the name(s) of the Member(s) or leave the name blank.</p> <p>A:</p> <p>The Tender Committee so confirms.</p>	<p>Pre-Qualification Forms "1" (The Pre-Qualification Submission Letter) and "2" (The Participant)</p>	Section 1
33.	<p>Q:</p> <p>The Tender Committee was requested to clarify whether in a situation where a Participant is not incorporated at the time of the Pre-Qualification Submission Date, the applicable Pre-Qualification Forms, which require the Participant's information and signature, should be left incomplete and marked as N/A.</p> <p>A:</p> <p>The Tender Committee refers Participants to Section 3.1.1 of the Invitation and clarifies that in the event a Participant is not incorporated prior to the Pre-Qualification Submission Date, the applicable Pre-Qualification Forms should be completed and signed by the Member/s of the Participant.</p>	<p>Pre-Qualification Forms "1" (The Pre-Qualification Submission Letter) and "2" (The Participant)</p>	General