

3 December 2020

**Invitation for Pre-Qualification for the Participation in a Tender for  
the Light Railway Project between Haifa and Nazareth**  
**Clarification Letter No. 10**

The following comprises TRI's responses to Candidates' Requests for Clarification ("RFC"). TRI's responses herein are binding as of the date of this Letter.

**1. RFC 138**

**(1.3)**

**The Tender Committee is kindly requested to postpone the final date for the submission of Requests for Clarification, and the Pre-Qualification Submission Date, by one month each.**

**TRI's Response**

The request to postpone the final date for submission of Requests for Clarification is hereby rejected.

The Pre-Qualification Submission Date is hereby postponed until January 12, 2021. Accordingly, the final date for the payment of the Participation Fee is hereby postponed until January 4, 2021. The final date for the submission of Requests for Clarification is not being postponed.

Please see Addendum 9, Item 1.

**2. RFC 139**

**(PQ Conference Presentation & Section 1.3)**

**The Tender Committee is requested to clarify whether the Tender Documents are still expected to be published in the 4<sup>th</sup> Quarter of 2021, as indicated in Section 1.3 of the PQ Invitation.**

**TRI's Response**

The Tender Committee clarifies that efforts are being made to publish the Tender by the 3<sup>rd</sup> or 4<sup>th</sup> Quarter 2020. However, such intention is not a binding commitment.

3. **RFC 140**

(2.13.8)

**Please advise as to when the Tender Committee is expected to respond to Requests for Approval and Notifications?**

**TRI's Response**

It is hereby clarified that the Tender Committee shall respond to Requests for Approval and Notifications by 31 December 2020. Please see Addendum 9, Item 2.

Notwithstanding the foregoing, the Tender Committee hereby notifies all Participants that it has approved the engagement by a Participant of one of TRI's Advisors, Meitar Law Offices ("Meitar"), with respect to the Tender Process. The Participant's Request for Approval included declarations with respect to the conditions of the intended engagement, and stipulated, *inter alia*, that the intended engagement shall be of a different department and of different individuals from those who are TRI's Advisors. The approval of the engagement has been conditioned on the following:

1. The services will be provided by separate teams of separate departments from TRI's Advisors, which report to separate managing entities within Meitar.
2. The individual TRI's Advisors will be involved neither directly nor indirectly in the services to be retained by the Participant.
3. The applicable department engaged by the Participant shall not have any access to any information related to the services provided by TRI's Advisors and their department, and vice versa, and total confidentiality will be maintained by each of the departments towards the other.

4. **RFC 141**

(3.5.8; PQ Form "4" Annex A)

**The Tender Committee is kindly requested to allow Participating Entities to submit scanned, authenticated copies of their Certificates of Incorporation and Articles of Association, or the equivalent approvals per the laws of their domicile, as well as the notarized English translations thereof as relevant, in place of the original authenticated copies and notarized English translations.**

**TRI's Response**

The request is hereby partially accepted. Such scanned authenticated copies may be submitted in order to ensure that the Pre-Qualification Submission Date is met. In case only scanned copies are submitted on the Pre-Qualification Submission Date, one of the copies

shall be designated "Original" until the later submission of the original documents is received by TRI.

The Original authenticated copy must be submitted by no later than 45 calendar days after the Pre-Qualification Submission Date.

See Addendum 9, Item 3.

**14. RFC 142**

**(4.5)**

**The Tender Committee is kindly requested to either:**

**(a) reduce the required Contract Value of each presented Infrastructure Project to NIS 650 million; or**

**(b) allow the presentation of one Infrastructure Project with a Contract Value of at least NIS 1.5 billion and one Infrastructure Project with a Contract Value of at least NIS 600 million.**

**TRI's Response**

Request (a) is hereby accepted and request (b) is hereby rejected. Please refer to Addendum 9 Item 4.

**15. RFC 143**

**(6.1.1.1.(i))**

**The Tender Committee is hereby requested to amend the Effective holdings required to have been held by the Experience Provider in the SPV from 24% to 20%.**

**TRI's Response**

The request is accepted. Please refer to Addendum 9 Item 5.

**16. RFC 144**

**(6.1.1.4)**

**The Tender Committee is requested to amend Section 6.1.1.4 of the Invitation in a manner that for the purpose of demonstrating compliance with the Professional Pre-Qualification Requirements, an Experience Provider may present and rely on projects which were executed by itself and on projects which were executed by a Supporting Entity which is held by the Experience Provider so that the Experience Provider has Effective Holdings of one hundred percent (100%) of all Means of**

**Control in one or more intermediate Entity(ies) provided that the immediate, direct shareholder of the Supporting Entity ("Entity1"), directly holds 65% or more of all Means of Control in that Supporting Entity.**

**TRI's Response**

The request is accepted. Please refer to Addendum 9 Item 6.

17. **RFC 145**

**(8.4; RFC 056)**

**The Tender Committee is kindly requested to reconsider its response to RFC 056 and to allow submission of the Pre-Qualification Forms with non-original (scanned) signatures of Participating Entities who do not have any representation or authorized signatories in Israel, provided that these scanned copies are accompanied by the original signature of the Participant's Authorized Representative.**

**TRI's Response**

The request is hereby partially accepted. Such scanned authenticated copies may be submitted in order to ensure that the Pre-Qualification Submission Date is met. In case only scanned copies are submitted on the Pre-Qualification Submission Date, one of the copies shall be designated "Original|" until the later submission of the original documents is received by TRI.

The Original authenticated copy must be submitted by no later than 45 calendar days after the Pre-Qualification Submission Date.

See Addendum 9, Item 7.

18. **RFC 146**

**(8.4)**

**The Tender Committee is kindly requested to allow each page of the Pre-Qualification Submissions of Participants not yet incorporated as of the Pre-Qualification Submission Date to be signed by the Participant's Authorized Representative and not by each Member of the Participant.**

**TRI's Response**

The request is accepted. See Addendum 9 Item 7.

This shall not derogate from Each Member's obligation to sign the specific PQ Forms pertaining to such Member.

19. **RFC 147**

(Annex 2, Section 4.1)

**The Tender Committee is hereby requested to confirm that the Operation Experience Provider may fulfil its obligations by entering into a service agreement with a local Bus Operator, to be executed by an SPV in which the Operator effectively holds at least 75% of all Means of Control (directly or indirectly), and both the Operator and the other Entity holding Means of Control in the SPV are jointly and severally liable for all obligations pursuant to the service agreement.**

**TRI's Response**

The request is rejected.

20. **RFC 148**

(Annex 2, Section 2)

**The Tender Committee is kindly requested to amend the definition of “EPC Contractor” to allow it to be comprised of an unincorporated joint venture.**

**TRI's Response**

The request is hereby accepted, and TRI's Responses to RFC 022 and RFC 080 are hereby superseded. It is clarified that the Tender Selection Stage Documents shall require the members of the EPC Contractor which is an unincorporated joint venture to have joint and several liability in respect of all their obligations, which will be further detailed in the Tender Selection Stage Documents as well. Please refer to Addendum 9, Item 8.

21. **RFC 149**

(Annex 4 Section 3)

**The Tender Committee is kindly requested to present currency conversion rates to SAR (Saudi Riyal) with respect to the Contract Value, going back to the year 2010.**

**TRI's Response**

An updated Annex 4 (Currency Conversion Rates) will be published in a further Addendum.

22. **RFC 150**

(PQ Forms)

**The Tender Committee is kindly requested to confirm that the attorney confirmations of the Pre-Qualification Forms may be made by non-Israeli attorneys, despite the use of the term “Law,” defined as Israeli Law only, within the title of the confirming entity: “Attorney-at-Law.”**

**TRI’s Response**

It is hereby confirmed that in accordance with Section 8.6 of the PQ Invitation the attorney confirmations of the Pre-Qualification Forms may be made by non-Israeli attorneys. The PQ Forms shall be amended accordingly; please see Addendum 9, Item 9.

23. **RFC 152**

(PQ Form “5”)

**The Tender Committee is kindly requested to clarify what is intended to be included in the first paragraph of the PQ Form, in the space to be filled in with “Project.”**

**TRI’s Response**

It is hereby clarified that said space should be filled in with the name of the project/s brought in demonstration of compliance with the requirements of the given Professional Pre-Qualification Requirement for which it intends to serve as Experience Provider.

24. **RFC 153**

(PQ Forms 3 and 15)

**In accordance with the first paragraphs of the declarations in Pre-Qualification Forms “3” and “15”, each Authorized Representative is required to declare on behalf of which Participant he is making the affidavit. Since unincorporated Participants in the Pre-Qualification Submission Date do not have an official name for the Participant yet, the Tender Committee is kindly requested to amend the first paragraph of each of Tender Forms “3” and “15” as follows: “...am making this affidavit of behalf of \_\_\_\_\_ (name of “the Participant (if the Participant is incorporated as of the Pre-Qualification Submission Date) / the Consortium consisting the following Members:\_\_\_\_\_ (circle the relevant option)”**

**TRI's Response**

The request if accepted, please refer to Addendum 9, Items 10 and 11.

25. **RFC 154**

**(PQ Form "17")**

**In accordance with the instructions of Pre-Qualification Form 17, the form should be signed by either the CEO or CFO and certified by Attorney at Law.**

**Due to the Covid-19 outbreak lock down in, which is currently expected to resume until the end of 2020, we are facing difficulties to provide Form 17 duly sign by the Participating Entity's CEO or CFO.**

**Therefore, we kindly request the Tender Committee to clarify that the CEO or the CFO can delegate or empower another person to sign on their behalf Pre-Qualification Form 17.**

**TRI's Response**

The request is rejected. However, it is clarified that in line with the Covid-19 restrictions, appearance before an attorney for the purpose of signature authentication, can be made by video conferencing means.

26. **RFC 155**

**(PQ Form "17")**

**One of the expected Experience Providers in our group does not have position holders with the formal titles 'CEO' or 'CFO' (it has such position holders in its group level, but not in the Experience Provider itself which is a separate legal entity). The Tender Committee is kindly requested to clarify that in such circumstances Pre-Qualification Form "17" may be signed by the equivalent position holder of 'CEO' or 'CFO' that has signature rights.**

**TRI's Response**

The request is accepted. PQ Form "17" will be amended accordingly. Please see Addendum 9, Item 12.