

June 3, 2024

#2466542

To:

Potential Bidders

Tender No. 112/2023 for the Operation of the Tel Aviv Metropolitan LRT Green Line and Purple Line

Addendum No. 24

1. Pursuant to the Invitation to Bid issued on May 31st, 2023 (the "ITB") and in accordance with the provisions thereof, the potential Bidders are hereby informed of the current Addendum to the ITB.
2. **All Bidders shall submit this Addendum #24 as part of their Bid.**
3. The attention of all potential Bidders is drawn to the clarifications, set forth in the table detailed in **Annex A** attached to this Addendum.
4. All capitalized terms used and not defined herein shall have the meaning ascribed to such terms in the Tender Documents. Any capitalized words, terms, phrases or abbreviations used or defined specifically in any clause, section, paragraph or article of this document shall have the meaning set forth therein.
5. In the event of any discrepancy, ambiguity or contradiction between any information contained in this Addendum and the requirements of the Tender Documents, including the Invitation to Bid, the provisions of this Addendum shall prevail.
6. The issuance of this Addendum does not derogate from any of NTA's or the Tender Committee's rights and prerogatives under the Tender Documents or the Law.

NTA – Metropolitan Mass Transit System

Participating Entity Signature Participating Entity Signature Participating Entity Signature

Participating Entity Signature Participating Entity Signature Bidder Signature

Annex A

Clarifications			
Item No.	Q/A	Questions and Answers	Section
1.	Q	Please confirm that only the Members or Guarantors are required to submit Tender Form 13.	Clause 2.8.6 of the ITB
	A	Please refer to Clauses 2.8.6 and 4.3.2 of the ITB, according to such, Members and Guarantors (which are not Financial Entity) shall submit Tender Form 13 in order to demonstrate compliance with the Thresholds requirements regarding the Turnover, Equity and Financial Robustness.	
2.	Q	The Tender Committee is kindly requested to approve the submission of Financial Statements by a Member in accordance with: the (1) Spanish and the (2) Romanian GAAP accounting principles.	Clause 4.3.3.2 of the ITB
	A	1. Please refer to the provisions of Clause 4.3.3.2 of the ITB. 2. Without derogating Clause 4.3.3.2 of the ITB, the Tender Committee permits the submission of a signed letter by an external auditor <u>for the Owner's approval</u>, pursuant to Clause 4.3.3.2 of the ITB, up to 7 calendrical days prior to the Bid Submission Date.	
3.	Q	The Tender Committee is kindly requested to clarify whether the Bidder should submit the Operating Supporting Table as a separate file from the Financial Model, or alternatively, if an open format version of the Operating Supporting Tables file will be provided before submission.	Clause 2.9.1 of Annex D of the ITB

Clarifications			
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	A	The submission of the Operating Supporting Table shall be, <i>inter alia</i> , pursuant to the provisions of Annex D of the ITB: as a (1) separate file from the Financial Model; and (2) implemented as part of the Financial Model.	
4.	Q	The Tender Committee is kindly requested to amend Attachment 5 to Tender Form 7 (the "waiver") as follows: 1. Clause 3.4 - delete any acknowledgement of the Project Company regarding the Operation Agreement; 2. Clause 3.5 – add an explicit provision according to which the waiver under Attachment 5 to Tender Form 7 shall be terminated if the Operator is no longer “connected” to the Project Company.	Attachment 5 to Tender Form 7
	A	1. Denied. Nevertheless, the Tender Committee shall allow the submission of a Waiver in which the wording of the first sentence of Clause 3.4 of the Waiver is as follows: "The Project Company acknowledges that the Operator waived claims and/or demands as against the Owner, in connection with the Operation Agreement (Operator's Owner related Waiver)" 2. No change. Please refer to the preamble of Clause 3 of the Waiver.	

Clarifications			
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5.	Q	The Tender Committee is kindly requested to approve that Clause 16.3.6 of the Agreement refers to the Operation Variable 'OV' percentage.	Clause 16.3.6 of the Agreement
	A	Denied, Clause 16.3.6 of the Agreement does not refer to Operation Variable “OV”. Please review carefully the said Clause.	