

October 4, 2021
#1723723

To:
All Participants

**Pre-Qualification 478/2021 to Participate in a Tender for the Management of (each of) the
Tel Aviv Metropolitan Metro Lines**

Clarifications and Addendum No. 2

1. Pursuant to the Invitation for Pre-Qualification issued on August 26, 2021 (the "**Invitation**") and in accordance with the provisions thereof, the Participants are hereby informed of the attached clarifications and Addenda to the Invitation.
2. The issuance of this Addendum does not derogate from any of NTA's or the Tender Committee's rights and prerogatives under the Invitation or Law.
3. All capitalized terms used and not defined herein shall have the meaning ascribed to such terms in the Pre-Qualification Documents.

Item No.	Addenda/Clarifications		Section(s)		
Volume 1 (Invitation to Bid)					
1.	Q:	The Tender Committee is requested to publish a Hebrew version of the Pre-Qualification Documents.	General		
	A:	The Tender Committee rejects the request. The foregoing shall not derogate from the provisions of Section 2.8.1 of the Invitation according to which NTA may publish the Tender Documents in Hebrew or in both Hebrew and English, all as shall be determined by NTA, at its sole discretion.			
2.		The definition of the term "Infrastructure Project" is hereby amended as follows: <table><tr><td>"Infrastructure Project"</td><td>Shall mean a project, in the State of Israel, for the design and construction of a large-scale infrastructure, including, inter alia, any of the following: (i) LRT project, a highway project, a <u>Transportation Project</u>; (ii) a desalination facility; <u>(iii) a tunnel;</u> (iv) a hospital; <u>(v) a power generation facility;</u> (vi) a depot; <u>(vii) a port;</u> or <u>(viii) an airport;</u> <u>(ix) an educational campus or military campus.</u></td></tr></table>	"Infrastructure Project"	Shall mean a project, in the State of Israel, for the design and construction of a large-scale infrastructure, including, inter alia, any of the following: (i) LRT project, a highway project, a <u>Transportation Project</u> ; (ii) a desalination facility; <u>(iii) a tunnel;</u> (iv) a hospital; <u>(v) a power generation facility;</u> (vi) a depot; <u>(vii) a port;</u> or <u>(viii) an airport;</u> <u>(ix) an educational campus or military campus.</u>	Section 1.1 of the Invitation (Definitions)
"Infrastructure Project"	Shall mean a project, in the State of Israel, for the design and construction of a large-scale infrastructure, including, inter alia, any of the following: (i) LRT project, a highway project, a <u>Transportation Project</u> ; (ii) a desalination facility; <u>(iii) a tunnel;</u> (iv) a hospital; <u>(v) a power generation facility;</u> (vi) a depot; <u>(vii) a port;</u> or <u>(viii) an airport;</u> <u>(ix) an educational campus or military campus.</u>				
3.		The definition of the term "Local Manager" is hereby amended as follows: <table><tr><td>"Local Manager"</td><td>Shall mean a Member which is: <u>(i) a Local Entity; and which (ii) demonstrating demonstrates</u> compliance with the Professional Pre-Qualification Requirement stipulated in Section 4.1 (Project Management Experience in the State of Israel) of this Invitation, and which will be responsible on behalf of the Participant (if such is declared as a Successful Bidder) for the overall project management services to be provided to NTA under the Agreement.</td></tr></table>	"Local Manager"	Shall mean a Member which is: <u>(i) a Local Entity; and which (ii) demonstrating demonstrates</u> compliance with the Professional Pre-Qualification Requirement stipulated in Section 4.1 (Project Management Experience in the State of Israel) of this Invitation, and which will be responsible on behalf of the Participant (if such is declared as a Successful Bidder) for the overall project management services to be provided to NTA under the Agreement.	Section 1.1 of the Invitation (Definitions)
"Local Manager"	Shall mean a Member which is: <u>(i) a Local Entity; and which (ii) demonstrating demonstrates</u> compliance with the Professional Pre-Qualification Requirement stipulated in Section 4.1 (Project Management Experience in the State of Israel) of this Invitation, and which will be responsible on behalf of the Participant (if such is declared as a Successful Bidder) for the overall project management services to be provided to NTA under the Agreement.				
4.		The Tender Committee hereby clarifies that Requests for Clarification(s) pursuant to Section 2.9 of the Invitation may be submitted by any individual Entity considering to participate in the Pre-Qualification Process (it is not required to submit such requests as the "group" of Entities intending to participate as the "Participant").	Section 2.9 of the Invitation (Requests for Clarification of this Invitation)		
5.		The Tender Committee hereby notifies that the separate meetings with Entities considering participating in the Pre-Qualification Process shall be conducted throughout November 2021. The date for registering to attend such separate	Section 2.11.1 of the Invitation		

		meetings is extended accordingly to October 15, 2021. By such date, any Entity interested in attending such meeting shall notify NTA, together with the contact details of the entity, the requested number of participants on its behalf, their names, e-mail addresses and roles, to the Tender Mailbox: Metro-LM@nta.co.il.	(Participants' Conference)
6.		Pursuant to requests received by the Tender Committee, the Tender Committee hereby notifies that the following Entities nominated and engaged by NTA as designers and project managers for carrying out the statutory/early design of the Programme are permitted to participate in the Pre-Qualification Process: • Levy Shtark Zilberstein Consulting Engineers Ltd.; • Tedem Civil Engineering Ltd.; • Gronner DEL Engineers Ltd.; • Yenon Design Consulting and Research Ltd.; • Friedberg A. Ltd. (Ofer Sali); • Waxman Govrin Geva Engineering Company Ltd.; • Yahel Engineers Project Initiation Ltd.	Section 2.14 of the Invitation (Advisors to the Tender Committee)
7.	Q:	The Tender Committee is requested to clarify whether the Local Manager is required to be the "Lead Member".	Section 3.2 of the Invitation (Members of the Participant)
	A:	The attention of all Participants is referred to Section 3.3 of Annex 2 (Expected Requirements) according to which it is expected that pursuant to the Tender Documents: (i) the Local Manager shall be obliged to hold the largest percentage share of all Means of Control of the bidder; and (ii) the Local Manager shall liaise with and act as the "point of contact" for purposes of administering the Agreement with NTA.	
8.	Q:	The Tender Committee is requested to clarify as follows: (a) In a consortium of Entities comprising the Participant, is each Member required to register in Israel under the Companies Law 1999? (b) Is each Member required to provide all relevant approvals and statements as required in accordance with the provisions of the Public Entities Transactions Law 1976 in addition to the submission of Pre-Qualification Form "8" or is the submission of Pre-Qualification Form "8" sufficient?	Section 3.5.9 of the Invitation (General Requirements – Participating Entities)
	A:	The Tender Committee hereby clarifies as follows: (a) Without derogating from the provisions of any applicable Law, at the Pre-Qualification Stage and for purposes thereof, the provisions of Section 3.5.9 of the Invitation apply only to Entities incorporated in Israel or Entities registered in Israel as a "Foreign Company" (as such term is defined in the Companies Law 1999). The attention of all Participants is referred to Section	

		2.2.2 of the Invitation as to if and when registration in Israel will be required from a Participating Entity. (b) Entities incorporated in Israel or Entities registered in Israel as a "Foreign Company" are required complete and submit Pre-Qualification Form "8" and an ascertainment of regular reports of revenues to the tax assessor and the director of V.A.T. in transactions that are taxable under the Value Added Tax Law 1975.	
9.	Q: The Tender Committee is requested as follows: (a) to allow the Local Design Member or Local Design Experience Provider (as applicable) to participate in more than one Pre-Qualification Submission; (b) to allow the participation of a design company and a management company under common Control to participate in two separate Pre-Qualification Submissions.		Section 3.8 of the Invitation (Participation in a Pre-Qualification Submission)
	A: The Tender Committee rejects both requests.		
10.	Q: The Tender Committee is requested to clarify that for the purpose of demonstrating compliance with the Professional Pre-Qualification Requirements in Sections 4.1 (Project Management Experience in the State of Israel) and 4.2 (Experience in Construction Management of Metro Projects) of the Invitation, an Entity may present referenced projects managed by it as a nominated contractor of the Entity engaged by the client, and which complies with the provisions of the applicable Professional Pre-Qualification Requirements .		Sections 4.1 and 4.2 of the Invitation (Professional Pre-Qualification Requirements)
	A: The Professional Pre-Qualification Requirements in Sections 4.1 (Project Management Experience in the State of Israel) and 4.2 (Experience in Construction Management of Metro Projects) of the Invitation may be demonstrated by both an Entity engaged directly by the client or an Entity engaged by the Entity engaged by the client, provided, however, that the Entity so demonstrating its qualifications was primarily responsible for the Design Management and/or Construction Management (as required in accordance with the provisions of the applicable Professional Pre-Qualification Requirements) of the referenced project and provided further that the referenced project complies with the applicable Professional Pre-Qualification Requirements.		
11.	Q: The Tender Committee is requested to clarify that for the purpose of demonstrating the Professional Pre-Qualification Requirements in Section 4 of the Invitation, the qualifications of an individual can be accredited to a Participating Entity if such individual is the owner or CEO of such Participating Entity.		Section 4 of the Invitation (Professional Pre-Qualification Requirements)
	A: The Tender Committee rejects the request.		

12.		The Tender Committee hereby clarifies that a component of a referenced project which complies with each and all elements of the applicable Professional Threshold Requirements may be regarded as one (1) “project”.	Section 4 of the Invitation (Professional Pre-Qualification Requirements)																																																														
13.	Q:	The Tender Committee is requested to confirm that financial information and figures in the Financial Statements included in the Pre-Qualification Submission may be presented in INR and to provide relevant exchange rate tables.	Sections 6.2 (Exchange of Currency) and 6.3 (Conversion of Other Currencies) of the Invitation																																																														
	A:	The Tender Committee so confirms and clarifies. Financial information and figures included in the Financial Statements presented in INR shall be converted to NIS in accordance with the following exchange rate tables: <u>Exchange Rates for Purpose of Demonstrating Weighted Average Turnover</u> <u>Annual Average Exchange Rates for End of Fiscal Year December 31st:</u> <table><tr><th>Currency</th><th>2017</th><th>2018</th><th>2019</th><th>2020</th></tr><tr><td>INR</td><td>0.0553</td><td>0.0526</td><td>0.0506</td><td>0.0464</td></tr></table> <u>Annual Average Exchange Rates for End of Fiscal Year March 31st:</u> <table><tr><th>Currency</th><th>2017</th><th>2018</th><th>2019</th><th>2020</th></tr><tr><td>INR</td><td>0.0566</td><td>0.0548</td><td>0.0521</td><td>0.0498</td></tr></table> <u>Annual Average Exchange Rates for End of Fiscal Year September 30th:</u> <table><tr><th>Currency</th><th>2017</th><th>2018</th><th>2019</th><th>2020</th></tr><tr><td>INR</td><td>0.0560</td><td>0.0533</td><td>0.0512</td><td>0.0473</td></tr></table> The Contract Value of a referenced project presented in the Pre-Qualification Submission on INR shall be converted to NIS based on the following annual exchange rates: <table><tr><th>2005</th><th>2006</th><th>2007</th><th>2008</th><th>2009</th><th>2010</th><th>2011</th><th>2012</th><th>2013</th><th>2014</th><th>2015</th><th>2016</th><th>2017</th><th>2018</th><th>2019</th><th>2020</th></tr><tr><td>0.1020</td><td>0.0985</td><td>0.0998</td><td>0.0827</td><td>0.0812</td><td>0.0817</td><td>0.0768</td><td>0.0723</td><td>0.0617</td><td>0.0587</td><td>0.0606</td><td>0.0572</td><td>0.0553</td><td>0.0526</td><td>0.0506</td><td>0.0464</td></tr></table>		Currency	2017	2018	2019	2020	INR	0.0553	0.0526	0.0506	0.0464	Currency	2017	2018	2019	2020	INR	0.0566	0.0548	0.0521	0.0498	Currency	2017	2018	2019	2020	INR	0.0560	0.0533	0.0512	0.0473	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	0.1020	0.0985	0.0998	0.0827	0.0812	0.0817	0.0768	0.0723	0.0617	0.0587	0.0606	0.0572	0.0553	0.0526	0.0506	0.0464
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14.	Q:	The Tender Committee is requested to clarify that the requirement for registration of the SPV will apply only after award of the Agreement to the Successful Bidders.	Annex 2 (Expected																																																														

	A:	It is expected that the registration of the SPV shall be a precondition for signing the Agreement(s) (following the announcement of the Successful Bidder(s)). In this respect, the attention of all Bidders is referred to Section 3.1.2 of the Invitation.	Requirements) – Section 3.1 (Formation of an SPV and Holdings in the Bidder)
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