

14 December, 2021

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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. 7**

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 attention of the Participants is drawn to the amended consolidated Invitation attached as Attachment 1 hereto. Amended consolidated Pre-Qualification Forms will be issued at a later stage.**
3. 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.
4. 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.		Please find attached as Attachment 2 hereto the presentation \ slides which were presented by NTA’s representatives during the individual meetings with potential Participating Entities. For the removal of doubt, the information presented in the individual meetings with potential Participating Entities, including the information included in Attachment 2 hereto, is provided for informative purposes only, and shall not derogate from, replace or substitute the provisions of the Invitation. NTA shall not be bound by, and Participating Entities shall not rely on any such information.	General
2.	Q:	The Tender Committee was requested to confirm that an ERTMS/ETCS compatible system is acceptable according to UNISIG as equivalent to IEEE 1474.	Section 1.1 (Definitions) of the Invitation – “Applicable EN Standards”
	A:	The Tender Committee accepts the request. The attention of the Participants is referred to the amendments to the definition of the term “Applicable EN Standards” as indicated in the amended consolidated Invitation attached as Attachment 1 hereto.	
3.	Q:	The Tender Committee was requested to clarify that the Local Design Experience Provider and the Metro Management Experience Provider can be a subcontractor of a Member of the SPV.	Section 1.1 (Definitions) of the Invitation – “Experience Provider(s)”
	A:	The Tender Committee so confirms and clarifies.	
4.	Q:	The Tender Committee was requested to clarify if a single project, comprised of a commercial area, an office building and a parking area, qualifies as an Infrastructure Project.	Section 1.1 (Definitions) of the Invitation – “Infrastructure Project”
	A:	The attention of all Participants is referred to the amendments introduced in Addendum no. 4 to the definition of the term “Infrastructure Project”.	
5.	Q:	The Tender Committee was requested as follows: (a) to delete the requirement for "at least four (4) underground Stations" from the definition of the term “LRT Project”; (b) to delete the requirement that the Stations in the definition of the term “LRT Project” be underground.	Section 1.1 (Definitions) of the Invitation – “LRT Project”

	A:	The Tender Committee rejects both requests.	
6.	Q:	The Tender Committee was requested to clarify the allocation of the three (3) Metro Line Projects between the three (3) nominated Line Managers.	Section 1.2 (Introduction and General description of the Programme) of the Invitation
	A:	The method of allocating each of the Metro Lines to each of the Successful Bidders in the Tender shall be detailed in the Tender Documents.	
7.	Q:	Further to Addendum no. 3 where it was clarified that each Line Manager shall be responsible for the management and design of a part of one (1) Metro Line Project comprising of approximately 20-30 kilometers of Tracks, and whereas Lines M1 and M3 comprise of more than 30 km of Tracks, the Tender Committee was requested to clarify as follows: (a) If lines M1 and M3 will be divided into segments. (b) If NTA intends to appoint more than three (3) Line Managers in the Tender Process.	Section 1.2 (Introduction and General description of the Programme) of the Invitation
	A:	Without derogating from any of NTA's rights and discretions under the Invitation and Law (including, the provisions of Section 2.13 (Information Supplies to Participants) 9.8 (Reservation of Rights) and 9.9 (Prerogatives of NTA and the Tender Committee) of the Invitation, and provisions which will be included in the Agreement (which will be published as part of in the Tender Documents), the Tender Committee clarifies as follows: (a) The services to be provided by the Line Managers will be phased to accommodate the Programme Phases and stages of execution. The scope described in Addendum no. 3 refers to Stage 1 of the Programme. Further details with respect to the scope of the services and the stages of execution shall be included in the Tender Documents. (b) NTA intends to appoint three (3) Line Managers, each of which will be responsible for management and design of one (1) Metro Line Project (State 1 of which is expected to comprise of approximately 20-30 kilometers of Tracks as clarified in Addendum no. 3). NTA does not intend to issue tenders for management of segments within each of the Metro Line Projects managed by the Metro Line Managers (in other words, once the stages of execution shall be determined and defined (including with reference to the geographical scope and the exact sub-division to segments) it is expected that the Line Managers will be responsible for the management of the execution of the entire scope of the execution, including parts or segments thereof).	
8.		Further to requests submitted by the Participants and without derogating from NTA's rights and prerogatives pursuant to the Invitation (including under	Section 1.5 (The Tender Process

		Section 9.8 (Reservation of Rights)) or Law, it is anticipated that the Tender Documents will be issued during the first half of the year 2022.	and Expected Requirements)
9.	Q:	The Tender Committee was requested to clarify if Members and Experience Providers of a Participant selected as a Successful Bidder and nominated as a Line Manager of a Metro Line Project will be permitted to provide services to contractors carrying out works in other Metro Line Projects.	Section 2.14 (Advisors to the Tender Committee) of the Invitation
	A:	Without derogating from any of NTA's rights and discretions under the Invitation and Law (including, the provisions of Section 2.13 (Information Supplies to Participants) 9.8 (Reservation of Rights) and 9.9 (Prerogatives of NTA and the Tender Committee) of the Invitation, it is expected that and provisions which will be included in the Agreement (which will be published as part of the Tender Documents), will stipulate that: Neither the Line Manager, nor any of the Line Manager’s Staff, nor any of the Participating Entities or anyone on their behalf or engaged by them, nor any of their affiliates shall submit a bid or proposal or otherwise provide services or participate (whether directly or indirectly, on its/his/her own or in conjunction with any other person or entity, or otherwise) in any other or future tenders which may be published by or on behalf of NTA or in the execution of any other project or part of a project (including regarding or in connection with the Programme) managed by NTA (“Requesting Entity” and “Anticipated Engagement”, respectively), unless with the prior approval of NTA, to be granted at its sole discretion; and taking into account, <i>inter alia</i>, the following considerations: (i) Whether the Anticipated Engagement is connected to the Metro Line Project which the Requesting Entity manages (or is involved in the management of); or to a "work package" in a Metro Line which has an interface with the Metro Line Project which the Requesting Entity manages (or is involved in the management of); (it is envisaged that an Anticipated Engagement which is connected to the Metro Line which the Requesting Entity manages (or is involved in the management of); or to a "work package" in a Metro Line Project which has an interface with the Metro Line Project which the Requesting Entity manages (or is involved in the management of) will not be approved. (ii) the essence of the Anticipated Engagement and the expected revenues in connection therewith; (iii) the role and scope of services of the Requesting Entity in the Metro Line Project; (iv) whether the Requesting Entity can provide the services under the Anticipated Engagement by a separate team of experts; (v) any other consideration which NTA deems relevant with respect to the requested Engagement.	

		NTA may reject or approve the Anticipated Engagement and may impose conditions, limitations, prohibitions, or restrictions with respect to the approval thereof. For the avoidance of doubt, notwithstanding the foregoing, an Anticipated Engagement involving a Requesting Entity providing management services to NTA in a Metro Line Project (as opposed to design or other services) - shall not be approved.	
10.	Q:	The Tender Committee was requested to allow a Participant to have up to four (4) Members.	Section 3.2 (Members of the Participant) of the Invitation
	A:	The Tender Committee accepts the request. The attention of the Participants is referred to the amendments to Section 3.2.2 as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto.	
11.	Q:	The Tender Committee was requested to clarify whether there are Professional Pre-Qualification Requirements applicable to a Member which is not the International Designer or the Local Manager and if such Member must only demonstrate compliance with the Financial Pre-Qualification Requirements.	Section 3.2 (Members of the Participant) of the Invitation
	A:	Without derogating from all other provisions of the Invitation applicable to Participating Entities (including the provisions of Section 3.5 (Participation – General Requirements of the Invitation), the Tender Committee clarifies: (a) Pursuant to the amendment introduced herein above, the number of Members in the Line Manager is limited to four (4). (b) The Local Manager must be a Member and is required to demonstrate compliance with each of the Professional Pre-Qualification Requirements stipulated in Section 4.1 (Project Management Experience in the State of Israel) and the Financial Pre-Qualification Requirements in accordance with Section 5.2 (The Local Manager, Local Design Member and Local Design Experience Provider); (c) The International Manager - pursuant to the amendments introduced in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto, the International Manager may be a Member or an Experience Provider and is required to demonstrate compliance with each of the Professional Pre-Qualification Requirements stipulated in Section 4.2 (Experience in Construction Management of Metro Projects) and the Financial Pre-Qualification Requirements in accordance with Section 5.1 (The International Designer, Metro Management Member and the Metro Management Experience Provider); (d) The International Designer must be a Member and is required to demonstrate compliance with each of the Professional Pre-Qualification	

		Requirements stipulated in Section 4.3 (Design Experience in LRT/Metro and Rail Projects) and the Financial Pre-Qualification Requirements in accordance with Section 5.1 (The International Designer, Metro Management Member and the Metro Management Experience Provider); (e) The Local Designer may be a Member or an Experience Provider and is required to demonstrate compliance with each of the Professional Pre-Qualification Requirements stipulated in Section 4.4 (Design Experience of Transportation Projects in the State of Israel) and the Financial Pre-Qualification Requirements in accordance with Section 5.2 (The Local Manager, Local Design Member and Local Design Experience Provider); (f) Further to paragraph (a) above, any Member which is not the Local Manager, International Manager, International Designer or Local Designer (such can be the case, if, for example, the Local Designer and/or the International Manager is an Experience Provider) is only required to demonstrate compliance with the applicable Financial Pre-Qualification Requirements in accordance with Section 5.1 or 5.2 of the Invitation.	
12.	Q:	The Tender Committee was requested to clarify if there is a specific form or procedure for appointment of one of the Members as the Authorized Representative on behalf of the Participant.	Section 3.7 (Authorized Representative) of the Invitation
	A:	The procedure for appointment of the Authorized Representative shall be determined internally by the Members of the Participants. Participants shall inform the Tender Committee of the appointed Authorized Representative and relevant contact details in accordance with Section 2.6.2 of the Invitation.	
13.	Q:	(a) The Tender Committee was requested to clarify whether the following situation is acceptable as compliant with respect to the relevant “Completion” requirement: the relevant Design Management or Construction Management services were provided with respect to a Project the design or construction works of which (as applicable) commenced before January 2005 but were Completed after January 2005; (b) The Tender Committee was requested to clarify whether the following is acceptable as compliant with respect to the requirements of Section 4.2 (Experience in Construction Management of Metro Projects): the International Designer or Metro Management Experience Provider was primarily responsible for the Construction Management of a Metro Project for more than two (2) consecutive years between the period commencing on January 1, 2005 and ending on the Pre-Qualification	Section 4 (Professional Pre-Qualification Requirements) of the Invitation

		Submission Date, notwithstanding that the execution of such Metro Project commenced prior to January 1, 2005.	
	A:	(a) The Tender Committee so confirms and clarifies. (b) The Tender Committee so clarifies and confirms, provided that such referenced project was also Completed.	
14.	Q:	The Tender Committee was requested to clarify whether an Israeli public company, whose shares are traded in the stock exchange can be considered a Public Sector Client.	Section 4.1 (Project Management Experience in the State of Israel) of the Invitation
	A:	The attention of the Participants is referred to the amendments to Section 4.1 as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto.	
15.	Q:	The Tender Committee was requested to amend Section 4.1.4 of the Invitation so that instead of a requirement for presentation of experience in two (2) Infrastructure Projects with a Contract Value of not less than two hundred and fifty million New Israeli Shekels (NIS 250,000,000) each, it will be possible to present one (1) Infrastructure Project with a Contract Value of not less than two hundred and fifty million New Israeli Shekels (NIS 250,000,000) and an additional Infrastructure Project with a Contract Value of not less than two hundred million New Israeli Shekels (NIS 200,000,000).	Section 4.1 (Project Management Experience in the State of Israel) of the Invitation.
	A:	The Tender Committee rejects the request. Without derogating from the foregoing, the attention of the Participants is referred to the amendments to Section 4.1 as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto.	
16.	Q:	The Tender Committee was requested to clarify if for the purpose of demonstrating the required experience in Metro Projects or LRT Projects, Participating Entities may present referenced projects comprised of an extension to existing metro or LRT lines.	Sections 4.2 (Experience in Construction Management of Metro Projects) and 4.3 (Design Experience in LRT/Metro and Rail Projects) of the Invitation
	A:	The Tender Committee so confirms and clarifies. The attention of all Participants is referred to the definitions of the terms "Metro Project" and "LRT Project" which include an extension thereof (but, for the removal of doubt, do not include upgrade or refurbishment works).	
17.	Q:	The Tender Committee was requested to amend Section 4.3(i) of the Invitation and to add an alternative for presentation of referenced projects the Development Phase of which was completed on or after January 1, 2005.	Section 4.3 (Design Experience in LRT/Metro and Rail Projects) of the Invitation
	A:	The Tender Committee rejects the request.	

18.	Q: The Tender Committee was requested to clarify if a referenced project that has been performed jointly by a joint venture, where the International Designer held a minority share of the Means of Control but was entirely responsible for the design services pertaining to his role and share, will be deemed as a project in which the International Designer was "primarily responsible for the Design" in accordance with the requirements of Section 4.3.2 of the Invitation. A: The Tender Committee clarifies that where a referenced project was designed or managed (as applicable) by a joint venture held by the Participating Entity, the provisions of Section 6.1 (Relying on a Referenced Project which was Managed or Designed by an Entity Held by a Participating Entity) of the Invitation shall apply. In this respect, the attention of the Participants is referred to the amendments introduced in this Addendum to the definition of the term "Subsidiary" and to Section 6.1 (Relying on a Referenced Project which was Managed or Designed by an Entity Held by a Participating Entity) of the Invitation, as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto. Further to the above and whereas the example specified in the Request for Clarification lacks sufficient details, it is generally clarified that the International Designer shall be required to demonstrate that it held the required Means of Control in the joint venture that was "primarily responsible for the Design" in accordance with the amendments introduced hereby to the definition of the term "Subsidiary" and to Section 6.1.1 of the Invitation.	Section 4.3.2 of the Invitation (Design Experience in LRT/Metro and Rail Projects)
19.	Q: The Tender Committee was requested to clarify that a Relying Entity may also present and rely on a referenced project which was managed or designed (as applicable) by either of the following: (a) an Entity which is a third or fourth tier Subsidiary of the Relying Entity, in which the Relying Entity Effectively holds the required Means of Control; (b) a sister company of the Relying Entity. A: The Tender Committee accepts both requests. The attention of all Participants is referred to the amendments introduced hereby to Section 6.1 (Relying on a Referenced project which was Managed or designed by an Entity Held by a Participating Entity) of the Invitation, as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto With respect to reliance upon the experience of a Sister Company, the attention of all Participants is also referred to the Parent Company/Sister Company Undertaking attached as <u>Attachment 3</u> hereto to be submitted pursuant to Section 6.1.3 of the amended consolidated Invitation attached as <u>Attachment 1</u> hereto.	Section 6.1 (Relying on a Referenced Project which was Managed or Designed by an Entity Held by a participating Entity) of the Invitation

20.	Q:	The Tender Committee was requested to clarify the permitted structure for reliance on the experience of another Entity.	Section 6.1 (Relying on a Referenced Project which was Managed or Designed by an Entity Held by a participating Entity) of the Invitation
	A:	Any referenced project which was not managed by the Participating Entity itself is required to comply with the provisions of Section 6.1 of the Invitation permitting reliance on referenced projects managed by a Subsidiary, a second tier, third tier or fourth tier Subsidiary, a Parent Company or a Sister Company of the Participating Entity. In this respect, the attention of all Participants is referred to the amendments introduced hereby to Section 6.1 (Relying on a Referenced project which was Managed or designed by an Entity Held by a Participating Entity) of the Invitation, as indicated in the amended consolidated Invitation attached as <u>Attachment 1</u> hereto.	
21.	Q:	The Tender Committee was requested to confirm that one USB storage device must be included in each sealed envelope of the Pre-Qualification Submission (1 original + 4 copies).	Section 8.6 (Number of Pre-Qualification Submission Copies) of the Invitation
	A:	The Tender Committee so confirms and clarifies.	
22.	Q:	The Tender Committee was requested to clarify the basis for rejection of any or all Pre-Qualification Submissions.	Section 9.6.1 (Rejection of the Pre-Qualification Submissions) of the Invitation
	A:	The exercise by the Tender Committee of its discretions and authorities shall be subject to the provisions of the Invitation and applicable Law.	
23.	Q:	The Tender Committee was requested to clarify if the term "Owner" which appears in the second and third bullet of Section 3 refers to NTA.	Annex 1 (General Description of the Programme) of the Invitation-Section 3 (The Line Manager's Scope of Work
	A:	The Tender Committee so confirms and clarifies.	
24.	Q:	The Tender Committee was requested to clarify if the Development Phase and the Delivery Phase of the Programme are expected to be concurrent or successive.	Annex 1 (General Description of the Programme) of the Invitation-Section 3 (The Line Manager's Scope of Work
	A:	There may be a certain overlap between the Development Phase and the Delivery Phase of the Programme, all as shall be detailed in the Tender Documents.	
25.	Q:	The Tender Committee was requested:	

		(a) To allow nomination of an International Design Manager with fifteen (15) years' experience (instead of twenty years); (b) To clarify that the key personnel to be presented by the Bidders may be employed, engaged or a sub-contractor of the Participant or any Member thereof; (c) To clarify whether the key personnel to be presented by the Bidders will be required to reside in Israel throughout the provision of the Services.	Annex 2 (Expected Requirements) of the Invitation – Section 2 (Requiring the Presentation of Key personnel and the Experience thereof)
	A:	Annex 2 (Expected Requirements) of the Invitation is included as general information only. The requirements pertaining to each key personnel nominated by the Bidders shall be detailed in the Tender Documents.	
26.	Q:	The Tender Committee was requested to clarify if the Head of Systems Design and Stations Architect shall be local or international functions.	Annex 2 (Expected Requirements) of the Invitation – Section 2 (Requiring the Presentation of Key personnel and the Experience thereof)
	A:	Both the Head of Systems Design and Stations Architect shall be international functions.	
27.	Q:	The Tender Committee was requested to clarify that that the division of the consideration under the Agreement amongst the SPV Members shall be an internal issue to be determined by the SPV Members alone.	Annex 2 (Expected Requirements) of the Invitation – Section 3 (Formation of an SPV and Holdings in the Bidder)
	A:	Without derogating from any of NTA's rights and discretions under the Invitation and Law (including, the provisions of Section 2.13 (Information Supplies to Participants) 9.8 (Reservation of Rights) and 9.9 (Prerogatives of NTA and the Tender Committee) of the Invitation, and provisions which will be included in the Agreement (which will be published as part of in the Tender Documents), it is expected that the consideration paid with respect to the services provided under the Agreement will be paid by NTA to one (1) pre-defined entity. Any further division and allocation is an internally agreed matter between the Members themselves.	
28.	Q:	The Tender Committee was requested to clarify that Participants are not required to include in their Pre-Qualification Submission information or CVs of the key personnel nor the SPV Agreement to be signed between the Members of the Bidder.	Annex 2 (Expected Requirements) of the Invitation – Section 2 (Requiring the Presentation of
	A:	The Tender Committee so confirms and clarifies.	

			Key personnel and the Experience thereof) and Section 3 (Formation of an SPV and Holdings in the Bidder
29.	Q:	The Tender Committee was requested to clarify whether under the Agreement, the submission of individual insurance policies by each Member of the SPV will be permitted.	Annex 2 (Expected Requirements) of the Invitation – Section 3 (Formation of an SPV and Holdings in the Bidder
	A:	Details regarding the insurance requirements applicable to the Line Managers will be included in the Tender Documents.	