

STATE OF ISRAEL
MINISTRY OF FINANCE - ACCOUNTANT GENERAL

To:
All Participants

April 5, 2011

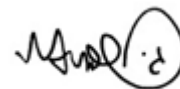
**Re: Invitation to Participate in a Pre- Qualification Process of
Cross Israel Northern Highway No. 6 – Yokneam - Somech
Addendum no. 1**

Pursuant to the provisions of Section 2.8 (Clarification and Addenda) of the Invitation, Participants are hereby informed of the following Clarifications and Addenda to the Invitation.

As set forth in Section 2.8.5 of the Invitation, you are kindly requested to acknowledge receipt of this Addendum, no later than 2 days following receipt thereof, by a written notice to the Tender Committee, in the format attached to this Addendum as **Annex D**.

Sincerely,

Gil Shabtai



Senior Deputy to the Accountant General
Chairman of the Tender Committee

CLARIFICATIONS TO THE INVITATION

No.	Ref.	Clarification Request	Tender Committee's Response
1.	General	Please provide the Pre-Qualification forms as word documents.	The Tender Committee shall provide the Participants with the Pre-Qualification Forms in a word format later on during the PQ process. The file containing the forms will be sent to the e-mail address of each Participant's Authorized Representative, as provided to the Tender Committee.
2.	Sections 4.2, 4.3 of the Invitation	Please confirm that for the purpose of compliance with the Professional Pre-Qualification requirements set forth in Section 4.2 (Tunneling Experience) and/or Section 4.3 (Transportation Infrastructure Projects Experience), a member may seek to rely on the professional experience of an entity which is Controlled by such Member.	Please refer to the amendments introduced hereby to the provisions of Sections 4.2 (Tunneling Experience) and 4.3 (Transportation Infrastructure Projects Experience) of the Invitation.

AMENDMENTS TO THE INVITATION

Reference	Amended Section
Section 4.2.1	<p>“4.2.1 The Participant is required to demonstrate that either it, one of its Members whose Anticipated Holdings in the Participant are at least twenty five percent (25%), <u>a Related Entity of such Member</u> or one of its Major Subcontractors has experience, obtained during the period between 1.1.2004 until Pre-Qualification Submission Date, in the Construction of Transportation tunnel/s, comprised of at least two (2) lanes, in a total aggregated length of at least 4.5 km”.</p>
Section 4.3.3	<p>“4.4 For the purpose of Sections 4.2 and 4.3:</p> <p>4.4.1 “Construction” shall mean: the commencement, execution and completion of the demonstrated project during the applicable period, as a main contractor. In this respect the Participant, Member, Major Sub-Contractor, or Related Entity (as applicable) is required to demonstrate that it was directly accountable for the execution of the demonstrated project, and has borne all the risks related to the execution thereof, including the engagement and coordination with all subcontractors.</p> <p>4.4.2 in the event that the demonstrated project was constructed by the Participant, Member, Major Sub-Contractor, or Related Entity (as applicable) as a subcontractor, then only the part of the works which were constructed directly by the demonstrating entity shall be taken into account for the purpose of the</p>

relevant professional experience Pre-
Qualification Requirement.

4.4.3 In the event that the demonstrated project was constructed by the Participant, Member, Major Sub-Contractor, or Related Entity (as applicable) as part of a joint venture, then the following shall apply:

4.4.3.1 Each Participant, Member, Major Sub-contractor or Related Entity (as applicable) was jointly and severally responsible for the execution of the applicable project; **and** 4.4.3.2 The Participant, Member, Major Sub-contractor or Related Entity (as applicable) was the holder of at least thirty percent (30%) of any Means of Control in the entity which constructed the demonstrated project.

4.4.4 For the purpose of compliance with the Professional Pre-Qualification requirement set forth in Sections 4.2 (Tunneling Experience) and/or 4.3 (Transportation Infrastructure Project Experience) a Member may seek to rely on the professional experience of an entity which exercises Control over such a Member or an entity Controlled by such a Member (a “**Related Entity**”), provided that the Related Entity duly signs ~~the letter of guarantee in the form of~~ Pre-Qualification Form “JC” accepting, *inter alia*, the provisions of

	<p style="text-align: center;"><u>Section 4.4.5 herein below.</u></p> <p><u>4.4.5</u> <u>The Tender Documents will include a requirement that each Entity which demonstrated compliance with a Professional Pre-Qualification Requirement:</u></p> <p><u>4.4.5.1 shall be the entity responsible for the performance of the respective works in the Project (the tunneling works and/or the transportation infrastructure works):</u></p> <p style="text-align: center;"><u>and</u></p> <p><u>4.4.5.2 shall be required to hold part of the share capital of the Entity which shall be responsible for the performance of all engineering, procurement and construction activities with respect to the Project on behalf of the Concessionaire (the EPC Contractor),</u></p> <p style="text-align: center;"><u>all as shall be further detailed in the Tender Documents”.</u></p>
<p>Section 5.1 (Financial Pre- Qualification Requirements - General Provisions)</p>	<p>5.1 Financial Pre-Qualification Requirements - General Provisions</p> <p>5.1.1 In order to qualify as a Participant in this Pre-Qualification Stage, each Participant is required to meet the financial pre-qualification requirements set forth in Sections 5.2 (Turnover), 5.3 (Operating Cash Flow) and 5.4 (Equity) (hereinafter: “the Financial Pre-Qualification Requirements”).</p> <p>5.1.2 For the purpose of compliance with the Financial Pre-Qualification Requirements, a Member may seek to rely on its Related Entity <u>Parent Company</u>,</p>

	<p>provided that the Related Entity <u>Parent Company</u> duly signs the letter of guarantee in the form of Pre-Qualification Form “J”.</p> <p>5.1.3 A Member which relies on a Related Entity <u>Parent Company</u> as set forth in Section 5.1.2 above must rely on such Parent Company for the purpose of compliance with <u>all</u> Financial Pre-Qualification Requirements.</p> <p>5.1.4 In the event that the Related Entity <u>Parent Company</u> is also a Member of the Participant; for the purpose of determining compliance with all Financial Pre-Qualification Requirements, the Anticipated Holdings of such Related Entity <u>Parent Company</u> in the Participant will be deemed to include all Anticipated Holdings of the Member seeking to rely on such Related Entity <u>Parent Company</u>, i.e. such Related Entity <u>Parent Company</u> data will be examined with respect to the aggregated Anticipated Holdings of the Related Entity <u>Parent Company</u> in the Participant (in its capacity as a Member), together with the Anticipated Holdings of the Member seeking to rely on such Related Entity <u>Parent Company</u>”.</p>
Section 6.5.1	<p>“6.5.1 In order to demonstrate compliance with the Professional Pre-Qualification Requirements, Forms “<u>C</u>”, “F”, “G” and “H” shall be duly completed and signed by the Participant, Member and/or Sub-Contractor, Related Entity (as applicable)”.</p>
Section 6.6.5	<p>“6.6.5 In the event of reliance by a Member on a Related Entity</p>

	<p><u>Parent Company</u>, the relevant Financial Statements of such Related Entity <u>Parent Company</u> shall be included (instead of those of the Member), and the provisions of this Section 6.6 shall apply with respect thereto”.</p>
Section 7.4	<p>“7.4 Signing of the Pre-Qualification Submission</p> <p>The Pre-Qualification Submission and all forms submitted by Participants or their Members shall be duly signed by the Participant, its Members, and if and where applicable, by the Major Subcontractors and/or by the Related Entities <u>and/or by the Parent Companies</u>.</p> <p>All pages of the Pre-Qualification Submission will be enumerated, and the Pre-Qualification Submission will include a detailed table of contents”.</p>
Section 7.5	<p>“7.5 Authorization of Signatures by an Attorney</p> <p>Adjacent to every signature (excluding signatures in initials only) of the Participants, their Members, Major Subcontractors, <u>Parent Companies</u> and Related Entities (if applicable) within the Pre-Qualification Submission, there shall be a confirmation by an attorney that the signatory is authorized to commit such Entity in relation to the document on which such signatures appear”.</p>
Section 8.5.1	<p>“8.5.1 Any changes of the Members or their Anticipated Holdings in the Participant; changes in the Control of a Related Entity <u>or a Parent Company</u> directly controlling the Member, <u>or in the Control of a Member in a Related Entity</u>; change of an Entity demonstrating compliance with any or all of the Pre-Qualification Requirements; or change of the Major Subcontractors; (for purposes of this Section, Member, Related Entity, an Entity demonstrating compliance with the Pre-Qualification Requirements, or a Major Subcontractor,</p>

	shall be referred to as a " Participator "), without the prior approval of the Tender Committee”
Appendix A - Definitions	<p>“<u>Parent Company</u> <u>An Entity which exercises Control over a Member seeking to rely on the financial results thereof for the purpose of demonstrating the Financial Pre-Qualification Requirements</u>”.</p>
Appendix A - Definitions	<p>“<u>Related Entity</u> Shall have the meaning ascribed thereto in Section 4.3.3.4 <u>4.4.4</u> of this Invitation”.</p>
Pre-Qualification Form “A” (The Pre-Qualification Submission Letter)	<p>“5.</p> <ul style="list-style-type: none"> • Pre-Qualification Form “C” - The Members / <u>Related Entities</u> of the Participant” <p>...”</p>
Pre-Qualification Form “C” (The Members of the Participant)	<p>Refer to <u>Annex A</u> attached hereto.</p>
Pre-Qualification Form “D” (The Participant and its Major Subcontractor)	<p>“1. General Information about the Major Subcontractor</p> <p>...</p> <p><u>The Role Assigned to the Major Subcontractor in the Execution of the Project:</u></p> <p><i><u>The Participant / Major Subcontractor are referred to the provisions of Section 4.4.5 of the Invitation)</u></i>”.</p>

<p>Pre- Qualification Form “E” (The Major Subcontractor of the Participant)</p>	<p>“11.8 The Major Subcontractor accepts the role which has been assigned to it by the Participant as described in this <u>Pre- Qualification Form “E”</u>, and should the Participant be announced as an Eligible Participant in accordance with the provisions of the Invitation, and will be invited by the Tender Committee to submit a bid in the Tender Selection Stage, it is the intention of the Major Subcontractor to enter into a detailed agreement with the Participant for purposes of performing the role assigned to it by the Participant <u>and to comply with the required holdings in the share capital of the Entity which shall be responsible for the performance of all engineering, procurement and construction activities with respect to the Project on behalf of the Concessionaire (the EPC Contractor), as shall be detailed in the Tender Documents</u>”.</p>
<p><u>Pre- Qualification Form “G”</u> (<u>Professional Experience: Tunneling</u>)</p>	<p>“1. Identity of the entity demonstrating the Pre-Qualification Requirement:</p> <p>Name of Participant, Member, <u>Related Entity</u> or Major Subcontractor demonstrating the experience: _____</p> <p><i>If the demonstrating entity is a Member or a Related Entity:</i> _____%</p> <p>The Member’s Anticipated Holdings in the Participant:</p>

	<p>2. Project(s) Details</p> <p>....</p> <table border="1" data-bbox="459 371 1370 595"> <tr> <td data-bbox="459 371 924 595"> <p>Holdings of the Participant, Member, <u>Related Entity</u> or Major Subcontractor (as applicable) in the entity which constructed the Project*</p> </td> <td data-bbox="924 371 1370 595"></td> </tr> </table> <p>...</p> <p>** In the event that the demonstrated project was executed by the demonstrating entity as part of a joint venture, it is required that the Participant, Member, <u>Related Entity</u> or Major Subcontractor (as applicable) was jointly and severally responsible for the execution of the demonstrated project.</p> <p>*** In the event that the demonstrated project was constructed by the Participant, Member, <u>Related Entity</u> or Major Subcontractor (as applicable) as a subcontractor, the data in this line shall relate only to the part of the works which were constructed directly by the demonstrating entity”.</p>	<p>Holdings of the Participant, Member, <u>Related Entity</u> or Major Subcontractor (as applicable) in the entity which constructed the Project*</p>	
<p>Holdings of the Participant, Member, <u>Related Entity</u> or Major Subcontractor (as applicable) in the entity which constructed the Project*</p>			
<p>Pre- Qualification Form “H” (Professional Experience: Transportation Infrastructure Projects)</p>	<p>“1. Identity of the entity demonstrating the Pre-Qualification Requirement:</p> <p>....</p> <p><i>If the demonstrating entity is a Member / Related Entity of a</i> Member: Member’s Anticipated Holdings in the Participant:</p>		
<p>Pre- Qualification Form “I” (Financial Robustness)</p>	<p>Refer to <u>Annex B</u> attached hereto.</p>		
<p>Pre-</p>	<p>Refer to <u>Annex C</u> attached hereto.</p>		

Qualification Form "J (Letter of Guarantee)	
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Annex A

PRE-QUALIFICATION FORM "C"

THE MEMBERS / RELATED ENTITIES OF THE PARTICIPANT

(To be completed by each Member of the Participant and by a Related Entity as applicable)

1. Name:

Business Address:

Phone:

Facsimile:

E-mail:

**2. Directors or Executives of
the Member / Related
Entity (as applicable):**

Name

Profession

Title

<u>Name</u>	<u>Profession</u>	<u>Title</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**3. Position Holders of the
Member / Related Entity:**

<u>Name</u>	<u>Profession</u>	<u>Title</u>
_____	_____	_____
_____	_____	_____

4. Representative:

Israeli Representative*:

Name

Title

**Address, Tel &
Fax No.'s**

<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.'s</u>
_____	_____	_____
_____	_____	_____

**for non-Israeli companies only (if any)*

5. Legal Status:

(check applicable)

Private

Partnership

Limited Liability

Joint Venture

Other (explain)

6. Registration Number:

Place of Registration: _____

Date of Registration: _____

7. Authorized Share Capital: _____

Issued and Fully Paid Up Capital : _____

8. Interested Parties in the Member / Related Entity:

9. Does the Member/Related Entity have an Israeli subsidiary or affiliate company? Yes No

If yes – identify and provide details: _____

10. The Pre-Qualification Requirement the Member/Related Entity will be demonstrating compliance with:

(if applicable, detail the applicable Pre-Qualification Requirement the Member / Related Entity is demonstrating compliance with, other than the Financial Pre-Qualification Requirements) _____

10A. The Role Assigned to the Member / Related Entity in the Execution of the Project:

(Member / Related Entity is referred to the provisions of Section 4.4.5 of the Invitation) _____

10B. In the event of a Related Entity:

the Related Entity Controls / is Controlled by the Member : _____

by means of:

[please provide appropriate explanation, attested by an attorney, demonstrating by the applicable documentation e.g. reports issued by the Registrar of Companies, organizational charts, articles of association etc.]

The Member / Related Entity accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form "C" (as applicable), and should the Participant be announced as an Eligible Participant, and will be invited by the Tender Committee to submit a bid in the Tender Selection Stage, it is the intention of the Member / Related Entity to enter into a detailed agreement with the Participant for purposes of performing the role assigned to it by the Participant and to comply with the required holdings in the share capital of the Entity which shall be responsible for the performance of all engineering, procurement and construction activities with respect to the Project on behalf of the Concessionaire (the EPC Contractor), as shall be detailed in the Tender Documents.

11. The Member / Related Entity hereby warrants and represents the following:

11.1 The Member / Related Entity is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

11.2 Criminal Proceedings with Respect to Offence¹ [*check applicable*]

- Neither the Member / Related Entity, any directors or managers thereof, nor Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant), have not been convicted in an Offence, nor are there criminal proceedings with respect to an Offense being conducted against either of them.

- The Member / Related Entity and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the

¹ In this Section 11.2. the term "**Interested Party**" shall not be deemed to include: (i) a large number of employees, pursuant to a voting agreement; or (ii) institutional investors; each, holding together more than 5% in the Participant (through their holdings in the Member), as indicated in Section 8 of this Pre-Qualification Form "C".

Participant) *[check applicable]* have been convicted in the following Offences *[to be completed by the Member]*:

- The following criminal proceedings are being conducted against the Member / Related Entity and/or any directors or managers thereof and/or Interested Parties in the Participant (which are connected to the Member, based on the Anticipated Holdings in the Participant), with respect to the following Offences *[check applicable]* *[to be completed by the Member]*:

- 11.3 Neither the Member / Related Entity nor any Interested Party therein or directors or managers thereof are residents or nationals of a hostile state which does not have diplomatic relations with the State of Israel and/or of a state which does not have full trade relations with the State;
- 11.4 The Member / Related Entity has all requisite corporate power and authority for the ownership and operation of its properties and for the carrying on of its business as currently conducted (including the participation in this Pre-Qualification Stage);
- 11.5 There are no actions or proceedings pending nor, to the best knowledge of the Member / Related Entity and after due investigation, actions or proceedings which might result in any material or adverse change in the Member / Related Entity's business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;
- 11.6 The Member / Related Entity has not, directly or indirectly, induced or solicited any other Participant or Member(s) of a Participant to put in a false or sham Pre-Qualification Submission, and has not by itself, or directly or indirectly, colluded, arranged or agreed with any Participant or Member(s) of a Participant to secure any advantage against any other Participant, or to secure any advantage against the Tender Committee or the State of anyone interested in the Project;

- 11.7 The Member / Related Entity does not employ or engage any of the advisors to the Tender Committee detailed in Appendix "B" of the Invitation, for the purposes of the Pre-Qualification Stage or the Project;
- 11.8 The Member / Related Entity participates in the Pre-Qualification Stage only within this Pre-Qualification Submission;
- 11.9 Any person or Entity which exercises Control over it, any person or Entity under the common Control thereof, and any person or Entity Controlled thereby, does not participate in the Pre-Qualification Process except within this Pre-Qualification Submission; and
- 11.10 In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant complied with the requirements of the Invitation, and that the Participant, its Members, ~~Related Entity of a Member~~ and Major Subcontractors demonstrated compliance with the Pre-Qualification Requirements, and that the Participant will be invited to submit a bid in accordance with the provisions of the Invitation, the Member / Related Entity hereby undertakes to issue the Tender Committee, within the bid to be submitted by the Participant, with the Member / Related Entity's undertaking that shall be detailed in the tender documents.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ has been identified by me and has signed the above statement and that he/she/they is/are authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

Annex B

PRE-QUALIFICATION FORM "I"

FINANCIAL ROBUSTNESS

(SECTION 5 OF THE INVITATION)

(To be completed by the chief executive officer or chief financial officer of each Participant, Member and/or ~~Related Entity~~ Parent Company (as applicable) on a separate Pre-Qualification Form)

Name of Participant, Member or ~~Related Entity~~ Parent Company (as applicable): _____

Member's Anticipated Holdings in the Participant (if applicable): _____%

Name of signatory and its position in the Participant, Member or ~~Related Entity~~ Parent Company (as applicable):

Name: _____

Position in the Participant, Member or ~~Related Entity~~ Parent Company (as applicable): CEO CFO

[check the applicable]

1. Turnover

Year	t - 2	t - 1	t	Average Annual Turnover for the last three (3) fiscal years**
Turnover (NIS)				

Where:

t - The fiscal year of the most recent available Financial Statements.

* *The average annual Turnover shall be calculated in accordance with the formula set*

forth is Section 5.2 of the Invitation.

** *Based on the Member / ~~Related Entity's~~ Parent Company's most recent available Financial Statements (for the removal of doubt, which is not earlier than 2007).*

2. Operating Cash Flow

Each Member/ ~~Related Entity~~ Parent Company (as applicable) is required to complete one of the following Sections 2.1 or 2.2:

2.1 Average Operating Cash Flow:

Year	t - 2	t - 1	t	Average Annual Operating Cash Flow during the last three (3) fiscal years**
Operating Cash Flow (NIS)				

Where:

t - The fiscal year of the most recent available Financial Statements.

* *The Average Annual Operating Cash Flow shall be calculated in accordance with the formula set forth in Section 5.3 of the Invitation.*

** *Based on the Member / ~~Related Entity's~~ Parent Company's most recent available Financial Statements (for the removal of doubt, which is not earlier than 2007)*

2.2. Financial Ratio

The Financial Ratio between the Member / ~~Related Entity~~ Parent Company's absolute value of the Average Annual Operating Cash Flow during the last three (3) fiscal years, based on its most recent Financial Statements, and its equity at the last day of the fiscal year of the most recent available Financial Statement is ____% (in words:

_____ percent).

3. **Equity**

The equity of the Member/ ~~Related Entity~~ Parent Company (as applicable) at the last day of the fiscal year of the most recent available Financial Statement is _____.

Notes:

- All data in Sections 2 and 3 above should be presented in NIS, in accordance with the provisions of Section 6.6.8 (Currencies Conversion) of the Invitation.
- Each Member / ~~Related Entity~~ Parent Company (as applicable) should attach to this Pre-Qualification Form "I" its Financial Statements prepared and presented in accordance with the provisions of Section 6.6 of the Invitation. Without derogating from the generality of the foregoing, a Member / ~~Related Entity~~ Parent Company whose Financial Statements do not include cash flow statements should provide such statements in accordance with the provision of Section 6.6.6 of the Invitation.
- Each Member (or ~~Related Entity~~ Parent Company, as the case may be), should complete this Pre-Qualification Form in accordance with the provisions of Section 6.6 (Financial Pre-Qualification Requirements) of the Invitation.
- A Member which relies on a ~~Related Entity~~ Parent Company for the purpose of the Financial Pre-Qualification Requirements as set forth in Section 5.1.2 of the Invitation must rely on such ~~Related Entity~~ Parent Company for the purpose of demonstration all Financial Pre-Qualification Requirements.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ has been identified by me and has signed the above statement and that he/she/they serve as the chief executive officer / chief financial officer of _____ and is/are authorized to sign on its behalf, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

Annex C

PRE-QUALIFICATION FORM "J"

LETTER OF GUARANTEE

(To be completed by each ~~Related Entity Parent Company~~, to the extent applicable, in accordance with the provisions of Section 5 (Financial Pre-Qualification Requirement) of the Invitation, on a separate Pre-Qualification Form)

Date: _____

To:
Mr. Gil Shabtai, Chairman of the Tender Committee
Accountant General Division
Ministry of Finance
Jerusalem

Dear Sir,

**Re: Invitation for Pre-Qualification to a Tender for the Design, Finance,
Construction, Operation and Maintenance of Cross Israel Northern Highway
"Yokneam – Somech"
(the "Invitation")**

The undersigned _____ *[name of the ~~Related Entity Parent Company~~ to be completed]*
(the "**Related Entity Parent Company**" or the "**Company**"), hereby confirms and warrants to the State as follows:

1. The ~~Related Entity Parent Company~~ Controls the Member _____ *[name of Member to be completed]* (the "**Member**") by means of _____ *[please provide appropriate explanation, attested to by an attorney, demonstrating by applicable documentation, e.g. reports issued by the Registrar of Companies, organizational charts, articles of association, etc.]*.
2. The Member has informed the ~~Related Entity Parent Company~~ of the Invitation and its participation in the Pre-Qualification Process as a Member of the Participant.
3. The ~~Related Entity Parent Company~~ hereby requests that its own financial information, which is included in the Pre-Qualification Submission submitted by the Participant, will be taken into account in determination of the Participant's compliance with the Financial Pre-Qualification Requirements set forth in Sections 5.2 (Turnover), 5.3 (Operating Cash Flow) and 5.4 (Equity) of the Invitation, instead of the Member's financial information.
4. The ~~Related Entity Parent Company~~ confirms that all information which is included by it or on its behalf in the Pre-Qualification Submission is true, accurate, complete and correct as of the Pre-Qualification Submission Date.
5. The ~~Related Entity Parent Company~~ shall provide the Tender Committee with any information (including any financial information), which may be required

by the Tender Committee at any stage of the Pre-Qualification Process in order to carry out its evaluation of the Pre-Qualification Submission.

- 6. The ~~Related Entity Parent Company~~ has read the Invitation and is familiar with the provisions thereof, and in particular the provisions of Section 2.10 thereof (Reservation of Rights).
- 7. In the event the Tender Committee determines that the Pre-Qualification Submission submitted by the Participant complied with the requirements of the Invitation, and that the Participant, its Members and Major Subcontractors demonstrated compliance with the Pre-Qualification Requirements, and the Participant will be announced Eligible Participant and invited to submit a bid in accordance with the provisions of the Tender Documents, the ~~Related Entity Parent Company~~ hereby undertakes to issue the Tender Committee, within the bid to be submitted by the Participant, with the ~~Related Entity Parent Company's~~ undertaking that shall be detailed under the Tender Documents.
- 8. The ~~Related Entity Parent Company~~ is a company duly incorporated, duly organized and validly existing under the laws of _____ [*insert Related Entity Parent Company's applicable jurisdiction*] and the execution, delivery and performance by the ~~Related Entity Parent Company~~ of Pre-Qualification Forms submitted by it in connection with the Pre-Qualification Submission are within its corporate powers, have been duly authorized by all necessary corporate and other actions and do not contravene: (i) the organizational documents of the ~~Related Entity Parent Company~~; (ii) any law, rule or regulation having the force of law in _____ [*insert applicable jurisdiction*]; (iii) to the best of the undersigned's knowledge, any judgment, writ, injunction, decree or ruling of any _____ [*insert applicable jurisdiction*] court or other governmental body applicable to the ~~Related Entity Parent Company~~; or (iv) any agreement, contract or other instrument known to the undersigned to which the ~~Related Entity Parent Company~~ is a party or to which it is subject.
- 9. Unless otherwise defined herein, all terms shall have the same meaning ascribed to them in the Invitation.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ has been identified by me and has signed the above statement and that he/she/they is/are authorized to sign on behalf of _____, and to commit it for purposes of the above stated Pre-Qualification Form, for all purposes and intents.

Attorney-at-Law

Annex D

ACKNOWLEDGEMENT OF RECEIPT

To:

Mr. Gil Shabtai

Chairman of the Tender Committee

E-mail: yokneam-somech@inbal.co.il

**Re: Invitation to Participate in a Pre- Qualification Process of
Cross Israel Northern Highway No. 6 Yokneam - Somech
Addendum no. 1**

Pursuant to the provisions of Section 2.8.5 of the Invitation, we hereby acknowledge receipt of Addendum no. 1 to the Invitation.

Name of the Participant

Name and signature of the Participant's
Authorized Representative