



INVITATION FOR PRE-QUALIFICATION

**For Participation in a Tender for the Acquisition of
Holdings in Ashdod Desalination Ltd. and Ashdod
Desalination – Operation Ltd.**

PRE-QUALIFICATION FORMS

March 2019

PRE-QUALIFICATION FORM "A"

THE PRE-QUALIFICATION SUBMISSION LETTER

(To be completed by the Participant, and if the Participant is comprised of more than one Member, by each Member comprising the Participant, on a separate Pre-Qualification Form, if necessary)

To:
The Tender Committee
Mekorot Development & Enterprise Ltd.
Tel-Aviv
Israel

Dear Sir,

Re: Invitation for Pre-Qualification for participation in a Tender for the Acquisition of Holdings in Ashdod Desalination Ltd. and Ashdod Desalination – Operation Ltd.
(the "Invitation")

In response to the Invitation issued on [____] 2019, extending an invitation to submit a Pre-Qualification Submission;

1. We, the undersigned, _____ (*name of Participant to be completed*), and all the Members thereof, _____; _____; _____; (*name of Members to be completed*) have thoroughly and carefully read the Invitation, and are pleased to submit our Pre-Qualification Submission.
2. We agree to all of the provisions in the Invitation and we submit our Pre-Qualification Submission in accordance with the terms and provisions contained therein.
3. We warrant that the Pre-Qualification Submission is accurate, complete and up-to-date at time of the Pre-Qualification Submission Date, in accordance with the requirements of the Invitation.
4. We acknowledge and accept the provisions of Section 2.13 (*Reservation of Rights*) of the Invitation, and without derogating from the generality of the foregoing, understand that the submission of our Pre-Qualification Submission shall not be deemed in any way to create an obligation on the part of the Tender Committee to announce our compliance with the Pre-Qualification Requirements; that the Tender Committee has the right to reject, as it deems appropriate, the Pre-Qualification Submission submitted by the Participant; and that the Tender Committee has the right, as it deems appropriate, to annul the Pre-Qualification Process and to reject all Pre-Qualification Submissions at any time, all, in accordance with the provisions of the Invitation.

5. Incorporated hereto, and made an integral part of the Pre-Qualification Submission, are all Pre-Qualification Forms, attachments and annexes thereto, and other annexes attached to the Pre-Qualification Submission as described herein:

- Pre-Qualification Form “A” - The Pre-Qualification Submission Letter
- Pre-Qualification Form “B” - Reserved
- Pre-Qualification Form “C” - The Participant and the Members of the Participants
- Pre-Qualification Form “D” - The Participant and Its Experience Providers
- Pre-Qualification Form “E” - The Experience Providers
- Pre-Qualification Form “F” - Design and Construction Experience
- Pre-Qualification Form “F₁” - Design and Construction Experience – Design Contractor (*if applicable*)
- Pre-Qualification Form “G” - Operation and Maintenance Experience
- Pre-Qualification Form “H” - Financial Robustness
- Pre-Qualification Form “H₁” - Financial Robustness – Private Investment Fund
- Pre-Qualification Form “H₂” - Financial Robustness – Institutional Entity / Banking Corporation
- Pre-Qualification Form “I” - Letter of Guarantee (*if applicable*)

6. Attached herein is a copy original [*check applicable*] of the receipt of payment of the Participation Fee for the participation in the Pre-Qualification Process.

7. Detailed herein is information which the Participant considers to be of a commercially sensitive or secret nature concerning the Pre-Qualification Submission [*to be completed in accordance with the provisions of Section 6.6 (Identification of Sensitive Information) of the Invitation for Pre-Qualification*]:

8. The undersigned acknowledges receipt, understanding and full consideration of the following Addenda to the Pre-Qualification Documents, issued until the Pre-Qualification Submission Date:

Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____
Addenda No. _____	Date Received: _____

...

[to be completed]

9. The validity of the Pre-Qualification Submission and all associated documents and Tender Forms is eighteen (18) months as of Pre-Qualification Submission Date.

Faithfully yours,

	<u>Stamp and Signature</u>	<u>Date</u>	<u>Confirmation of signatory rights</u> (*)	<u>Date</u>
The Participant	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____
Member	_____	_____	_____	_____

() In his signature the attorney attests and confirms that the signatory(ies) on behalf of the Participant or the Member (as the case may be) are authorized to sign on behalf of the Participant or the Member (as the case may be) and to commit such Entity for purposes of the above stated Pre-Qualification Form, for all purposes and intents.*

PRE-QUALIFICATION FORM "B"

RESERVED

PRE-QUALIFICATION FORM "C"

THE PARTICIPANT AND THE MEMBERS OF THE PARTICIPANT

(To be completed by the Participant, and if the Participant is comprised of more than one Member, by each Member comprising the Participant, on a separate Pre-Qualification Form, if necessary)

1. Name:

Business Address: _____

Phone: _____

Facsimile: _____

E-mail: _____

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

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

3. Members' Anticipated Holdings:

<u>Member</u>	<u>Anticipated Holdings in the Concessionaire</u>
_____	_____%
_____	_____%
_____	_____%

4. Representative:

Israeli Representative*:

**for non-Israeli companies only*

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

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:

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

If yes – identify and provide details:

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

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

The Member 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 pursuant to the provisions of the Tender Documents, it is the intention of the Member to enter into a detailed agreement with the Participant for purposes of performing the role assigned to it by the Participant in accordance with the provisions of the Tender Documents.

11. Authorizations and Certifications

Israeli Members of the Participant should attach, within this Section, certificates from their auditors, certified public accountants or the Internal Revenue Services, confirming proper bookkeeping and proper reporting to the VAT Authorities, valid to the Pre-Qualification Submission Date, affidavits of Meeting the requirements under Article 2B(B) and Article 2B1(a) to the Public Entities Transactions Law regarding lawful employment of foreign workers and payment of minimum wage and regarding appropriate representation for people with disabilities, in the forms attached to Pre-Qualification Form "C" as Annex A1 and Annex A2, and, if applicable, confirmation of registration under the Law for Registration of Construction and Engineering Works Contractors (1969). Non-Israeli Members should attach certified copies of their equivalent registration within their countries' jurisdictions.

12. The Member hereby warrants and represents the following:

12.1. The Member is duly incorporated, organized and validly existing under the laws of the jurisdiction in which it was organized;

12.2.Criminal Proceedings with Respect to Offence¹ *[check applicable]*

12.2.1.

The Member 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) *[check applicable]*, have not been convicted in an offence *[to be completed by the Member]*.

12.2.2.

There are no criminal proceedings with respect to an Offence being conducted against either the Member 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) *[check applicable]* *[to be completed by the Member]*.

12.2.3.

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

12.2.4.

The following criminal proceedings are being conducted against the Member 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), with respect to the following Offences *[check applicable]* *[to be completed by the Member]*:

12.3. Neither the Member nor any Interested Party therein or directors or managers thereof are residents or nationals of a country which does not have diplomatic relations with the State of Israel and/or of a country which does not have full trade relations with the State;

¹ In this Section 12.2. 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".

- 12.4. The Member 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 Process);
- 12.5. There are no actions or proceedings pending nor, to the best knowledge of the Member and after due investigation, actions or proceedings which might result in any material or adverse change in the Member's business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;
- 12.6. The Pre-Qualification Submission is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;
- 12.7. The Pre-Qualification Submission is genuine and not collusive or sham;
- 12.8. The Member 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 Seller of anyone interested in the Project;
- 12.9. The Member does not employ or engage any of the advisors detailed in **Appendix "C"** of the Invitation, for the purposes of the Pre-Qualification Process or the Project;
- 12.10. The Member participates in the Pre-Qualification Process only within this Pre-Qualification Submission; and
- 12.11. 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.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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 A1

**AFFIDAVIT PURSUANT TO ARTICLE 2B(B) OF THE PUBLIC ENTITIES
TRANSACTIONS LAW 5376 - 1976**

I, the undersigned, _____, bearer of ID no. _____ after having been forewarned that I am to declare the truth and that I will be subject to the penalties prescribed by law should I refrain from doing so, hereby declare in writing as follows:

1. I serve as a manager in _____ (the “**Member**”) and I am duly authorized to provide this affidavit on its behalf.
2. The terms and phrases in this affidavit are in accordance with their meaning as ascribed in the “Invitation for Pre-Qualification for Participation in a Tender for the Acquisition of Holdings in Ashdod Desalination Ltd. and Ashdod Desalination – Operation Ltd.” of March, 2019 and the Public Entities Transactions Law, 5736 – 1976 (the “**Public Entities Transactions Law**”).
3. I hereby declare that the Member is in compliance with the following [check the applicable]:
 - Neither the Member nor its Affiliates (as such term ('Ba'al Zika') is defined in the Public Entities Transactions Law) have been convicted of more than two Offences under the Minimum Wage Law, 5747-1987 or the Employment of Foreign Workers Law, 5751-1991;
 - The Member or its Affiliates (as such term ('Ba'al Zika') is defined in the Public Entities Transactions Law) have been convicted of more than two Offences, however at the Pre-Qualification Submission Date at least one year has elapsed since the last conviction date;

Signature: _____

CERTIFICATION

I, the undersigned, _____, attorney-at-law, hereby confirm that on _____, Mr./Mrs. _____, I.D. No. _____ appeared before me, and after being cautioned that he/she is required to state the truth, and that if he/she fails to do so he/she shall be liable to the punishments prescribed by law, signed this affidavit in my presence.

In addition, I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated affidavit, for all purposes and intents.

Date

Adv.

ANNEX A2

AFFIDAVIT PURSUANT TO ARTICLE 2B1(A) OF THE PUBLIC ENTITIES TRANSACTIONS LAW 5376 – 1976

I, the undersigned, _____, bearer of ID no. _____ after having been forewarned that I am to declare the truth and that I will be subject to the penalties prescribed by law should I refrain from doing so, hereby declare in writing as follows:

1. I serve as a manager in _____. (the “**Member**”) and I am duly authorized to provide this affidavit on its behalf.
2. The terms and phrases in this affidavit are in accordance with their meaning as ascribed in the “Invitation for Pre-Qualification for Participation in a Tender for the Acquisition of Holdings in Ashdod Desalination Ltd. and Ashdod Desalination – Operation Ltd.” of March, 2019 and the Public Entities Transactions Law, 5736 – 1976.
3. I hereby declare that the Member is in compliance with the following [check the applicable]:
 - Alternative A – The provisions of Article 9 of the Equal Rights for People with Disabilities Law, 5758-1998 (“**Equal Rights Law**”) do not apply to the Member.
 - Alternative B – The provisions of Article 9 of the Equal Rights Law apply to the Member and it is in compliance with them, and the following applies [check the applicable]:
 - The Member does not employ over 100 employees;
 - The Member employs over 100 employees, and [check the applicable]:
 - declares that it will apply to the general manager of the Ministry of Labor, Social Affairs and Social Services for the evaluation of its compliance with its obligation under Article 9 of the Equal Rights Law, and should it be deemed necessary – be provided with guidance for their compliance; or
 - declares that it had previously applied to the general manager of the Ministry of Labor, Social Affairs and Social Services for the scrutiny of its compliance with its obligation under Article 9 of the Equal Rights Law, and, if it was provided with guidance for compliance with them, it had acted accordingly.

If this declaration is made pursuant to Alternative B above, the Member hereby commits, within 30 days of the Pre-Qualification Submission Date, to provide a copy of this declaration to the general manager of the Ministry of Labor, Social Affairs and Social Services.

Signature: _____

CERTIFICATION

I, the undersigned, _____, attorney-at-law, hereby confirm that on _____, Mr./Mrs. _____, I.D. No. _____ appeared before me, and after being cautioned that he/she is required to state the truth, and that if he/she fails to do so he/she shall be liable to the punishments prescribed by law, signed this affidavit in my presence.

In addition, I, _____, attorney-at-law, hereby do attest and confirm that _____ is authorized to sign on behalf of _____, and to commit it for purposes of the above stated affidavit, for all purposes and intents.

Date

Adv.

PRE-QUALIFICATION FORM "D"

THE PARTICIPANT AND ITS EXPERIENCE PROVIDERS

(to be completed by the Participant with respect to Experience Providers participating in the Pre-Qualification Submission)

1. General information about the Experience Provider:

(a)

Name:

Business Address:

Phone:

Facsimile:

E-mail:

The Pre-Qualification Requirement the Experience Provider will be demonstrating compliance with:

(b)

Name:

Business Address:

Phone:

Facsimile:

E-mail:

The Pre-Qualification Requirement the Experience Provider will be demonstrating compliance with:

(c)

Name:

Business Address:

Phone:

Facsimile:

E-mail:

The Pre-Qualification Requirement the Experience Provider will be demonstrating compliance with:

2. The Participant hereby warrants and represents that to the best of the Participant's knowledge and after conducting a due investigation, each of the Experience Providers of the Participant complies with all applicable requirements of the Invitation pertaining to Experience Providers, as detailed in Pre-Qualification Form "E".

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM "E"

THE EXPERIENCE PROVIDERS

(To be completed by each Experience Provider in the Pre-Qualification Submission)

1. **Name of Company:** _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

2. **The Pre-Qualification Requirement the Experience Provider will be demonstrating compliance with:** _____

- | | <u>Name</u> | <u>Profession</u> | <u>Title</u> |
|---|-------------|-------------------|--------------|
| 3. Directors or Executives of the Experience Provider:
<i>(as applicable)</i> | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |

- | | <u>Name</u> | <u>Title</u> | <u>Address, Tel & Fax No.'s</u> |
|---|-------------|--------------|-------------------------------------|
| 4. Representative:
Israeli Representative*: | _____ | _____ | _____ |
- *for non-Israeli companies only*

5. **Legal Status of Company:**
(check applicable)
- | | | |
|------------------------|--------------------------|-------|
| Private | <input type="checkbox"/> | _____ |
| Partnership | <input type="checkbox"/> | _____ |
| Limited Liability | <input type="checkbox"/> | _____ |
| Joint Venture | <input type="checkbox"/> | _____ |
| Other <i>(explain)</i> | <input type="checkbox"/> | _____ |

6. **Registration Number:** _____
Place of Registration: _____
Date of Registration: _____

7. Authorized Share Capital: _____
Issued and Fully Paid Up Capital : _____

8. Interested Parties : _____

9. Does company have an Israeli subsidiary or affiliate company? Yes No

If yes – identify and provide details: _____

10. Authorizations and Certificates

[Israeli Experience Providers of the Participant should attach, within this Section, certificates from their Auditors or Certified Public Accountants or the Internal Revenue Services confirming proper bookkeeping and proper reporting to the VAT Authorities, valid to the Pre Qualification Submission Date, and, if applicable, confirmation of registration under the Law for Registration of Construction and Engineering Works Contractors (1969). Non-Israeli Experience Providers should attach certified copies of their equivalent registration within their countries' jurisdictions.]

11. The Experience Provider hereby warrants and represents the following:

11.1. The Experience Provider is duly incorporated, organized and validly existing under the laws of the jurisdiction in which such an Experience Provider was organized;

11.2. Criminal Proceedings with Respect to Offence² *[check applicable]*

11.2.1.

The Experience Provider and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]*, have not been convicted in an offence *[to be completed by the Experience Provider]*.

11.2.2.

There are no criminal proceedings with respect to an Offence being conducted against either the Experience Provider and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]* *[to be completed by the Experience Provider]*.

11.2.3.

² In this Section 12.2. 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 Experience Provider), as indicated in Section 9 of this Pre-Qualification Form "E".

The Experience Provider and/or any directors or managers thereof and/or Interested Parties therein *[check applicable]* have been convicted in the following Offences *[to be completed by the Experience Provider]*:

11.2.4.

The following criminal proceedings are being conducted against the Experience Provider and/or any directors or managers thereof and/or Interested Parties in the Experience Provider, with respect to the following Offences *[check applicable]**[to be completed by the Experience Provider]*:

- 11.3. Neither the Experience Provider nor any Interested Party therein or directors or managers thereof are residents or nationals of a country which does not have diplomatic relations with the State of Israel;
- 11.4. Experience Provider 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 or proposed to be conducted for the purposes of the Project;
- 11.5. There are no actions or proceedings pending nor, to the best of the Experience Provider's knowledge and after due investigation, actions or proceedings which might result in any material or adverse change in the business, operations, affairs, condition, assets, prospects, cash flow or any of its properties or assets;
- 11.6. The Experience Provider 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 Seller of anyone interested in the Project;
- 11.7. To the best of the Experience Provider's knowledge, and with respect to those part of the Pre-Qualification Submission concerned with the Experience Provider:
- 11.7.1. The Pre-Qualification Submission submitted by the Participant is not made in the interest of, or on behalf of, any undisclosed person, corporation, company, voluntary association, partnership, trust, or unincorporated association;
- 11.7.2. The Pre-Qualification Submission is genuine and not collusive or sham;

11.7.3. All the information contained in the Pre-Qualification Submission is true, accurate, complete and current as of the Pre-Qualification Submission Date.

11.8. The Experience Provider accepts the role which has been assigned to it by the Participant as described in this Pre-Qualification Form "E", 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 pursuant to the provisions of the Tender Documents, it is the intention of the Experience Provider to enter into a detailed agreement with the Participant for purposes of performing the role assigned to it by the Participant in accordance with the terms of the Tender Documents.

11.9. The Experience Provider participates in the Pre-Qualification Process only within this Pre-Qualification Submission, and 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.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM “F”

DESIGN AND CONSTRUCTION EXPERIENCE

(To be completed by the applicable Member or Experience Provider demonstrating compliance with the Pre-Qualification Requirement specified in Section 5.1.1. (Design and Construction Experience) of the Invitation)

1. Company’s General Information

Name of Company: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.’s</u>
Authorized Representative:	_____	_____	_____
Israeli Representative*:	_____	_____	_____

**for non-Israeli companies only*

2. Company’s Capabilities, Qualifications & Competence

2.1. Company Background, Qualifications and Specialization:

2.2. Company Capabilities and Competence:

2.2.1. Professional Employees

	Number	Qualifications	Education	Training	Areas of specialization
Engineers					
Technicians					
Managerial and Administrative					
Others					

2.2.2. Facilities

	Areas (in Israel and abroad)	Types of Equipment
Fabrication, manufacture, maintenance, spare parts depots		
Engineering, design, administration		

2.2.3. Professional Registration, Accreditation, Standards & Codes

Classification of contractor and/or other registration certificates required by Israeli or foreign laws*: _____

Quality Control and Assurance : _____

** Where applicable, Israeli contractors should attach within this Section, certified copies of their registration under the Law for Registration of Construction and Engineering Works Contractors (1969). Foreign contractors should attach certified copies of their equivalent registration within their countries' jurisdictions.*

Accredited Fabrication and Manufacture Standards and Codes : _____

3. Company's Experience & Projects Reference Lists

Total Number of years of experience in field of offered services: _____

Total Number of projects performed in field of offered services: _____

4. Additional Relevant Information

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

5. Going Concern

the applicable Member or Experience Provider, shall attach to this Pre-Qualification Form a confirmation letter from its external auditor which audited its Financial Statements, confirming that its recent audited Financial Statements do not include a going concern notice, as required under Section 5.2.5 (*Going Concern*) of the Invitation.

2. Projects Reference List

Project Details	Project			
	"A"	"B"	"C"	"D"
Client				
Unit Capacities				
Design				
Actual				
No. of Units in Plant				

Project Details	Project			
Total production Capacity (actual)				
Process				
Location				
Seawater Quality				
TDS				
TSS				
Turbidity				
SDI				
Contaminants				
Type of Intake				
Type of Seawater Pretreatment				
Conversion Ratio				
Type of Product Post-treatment				
Product Quality				
Design				
Actual				
Project Construction Time				
Year Operation Began				
No. of Years of Operation				
Commissioning date				
Roles & Scopes of Supply & Services				
Senior Personnel (Names & Tasks)				
Project Value –				
Value of Scopes of Supply & Services –US\$				
Site Managers and Contact Details				

Reliance on Other Entities *[to be completed in the event that the project(s) described above was executed through a single purpose Entity that served as the "main contractor"]*

The undersigned hereby undertakes and declares as follows:

- The undersigned has demonstrated performance of the project(s) detailed above through a single purpose Entity that served as the "main contractor";

Name of Entity ("main contractor"): _____

- The direct share of the undersigned in such Entity serving as main contractor was not less than 30%;

Percent of direct share in such Entity ("main contractor"): ____%

- *[please check if applicable]*

- if such Entity was a joint venture, the undersigned was responsible, jointly and severally for the performance of such project(s).

Performance of desalination process design

- *[please check the applicable]*

- The undersigned has actually performed the desalination process design of the project(s) detailed above, and should the Participant be announced as an Eligible Participant, and will be invited by the Tender Committee to submit a Bid pursuant to the provisions of the Tender Documents, it is the intention of the undersigned to enter into a detailed agreement with the Participant (or a subcontractor thereof), pursuant to which the undersigned will be responsible for the process design of the Facility, in accordance with the terms of the Tender Documents.

- The undersigned did not actually perform the desalination process design of the project(s) detailed above, and should the Participant be announced as an Eligible Participant, and will be invited by the Tender Committee to submit a Bid pursuant to the provisions of the Tender Documents, the undersigned undertakes towards the Participant that _____ *[name of the Design Contractor to be completed]* will be responsible for the process design of the Facility, in accordance with the terms of the Tender Documents.

Successful Operation

The undersigned hereby undertakes and declares that each of the projects detailed above is still in operation and has a demonstrated record, readily available for inspection, of successful performance over the past one (1) Year.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM "F1"

DESIGN AND CONSTRUCTION EXPERIENCE – DESIGN CONTRACTOR

(to be completed by the applicable *Design Contractor* demonstrating experience in process design complying with the provisions of Section 5.1.3(a)(ii) or 5.1.3(b), of the Invitation)

1. Company's General Information

Name of Company: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.'s</u>
Authorized Representative:	_____	_____	_____
Israeli Representative*:	_____	_____	_____

**for non-Israeli companies only*

2. Company's Capabilities, Qualifications & Competence

2.1. Company Background, Qualifications and Specialization:

2.2. Company Capabilities and Competence:

2.2.1. Professional Employees

	Number	Qualifications	Education	Training	Areas of specialization
Engineers					
Technicians					
Managerial and Administrative					
Others					

2.2.2. Facilities

	Areas (in Israel and abroad)	Types of Equipment
--	-------------------------------------	---------------------------

Fabrication, manufacture, maintenance, spare parts depots		
Engineering, design, administration		

2.2.3. Professional Registration, Accreditation, Standards & Codes

Classification of contractor and/or other registration certificates required by Israeli or foreign laws*: _____

Quality Control and Assurance : _____

** Where applicable, Israeli contractors should attach within this Section, certified copies of their registration under the Law for Registration of Construction and Engineering Works Contractors (1969). Foreign contractors should attach certified copies of their equivalent registration within their countries' jurisdictions.*

Accredited Fabrication and Manufacture Standards and Codes : _____

3. Company's Experience & Projects Reference Lists

Total Number of years of experience in field of offered services: _____

Total Number of projects performed in field of offered services: _____

4. Additional Relevant Information

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

2. Projects Reference List

Project Details	Project			
	"A"	"B"	"C"	"D"
Client				
Unit Capacities				
Design				
Actual				
No. of Units in Plant				
Total production Capacity (actual)				
Process				
Location				
Seawater Quality				
TDS				

Project Details	Project			
TSS				
Turbidity				
SDI				
Contaminants				
Type of Intake				
Type of Seawater Pretreatment				
Conversion Ratio				
Type of Product Post-treatment				
Product Quality				
Design				
Actual				
Project Construction Time				
Year Operation Began				
No. of Years of Operation				
Commissioning date				
Roles & Scopes of Supply & Services				
Senior Personnel (Names & Tasks)				
Project Value –				
Value of Scopes of Supply & Services –US\$				
Site Managers and Contact Details				

The undersigned has actually performed the desalination process design of the project(s) detailed above, and should the Participant be announced as an Eligible Participant, and will be invited by the Tender Committee to submit a Bid pursuant to the provisions of the Tender Documents, it is the intention of the undersigned to enter into a detailed agreement with the Participant (or a subcontractor thereof), pursuant to which the undersigned will be responsible for the process design of the Facility, in accordance with the terms of the Tender Documents.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM “G”

OPERATION AND MAINTENANCE EXPERIENCE

(To be completed by the applicable Member or Experience Provider demonstrating compliance with the Pre-Qualification Requirement, specified in Section 5.1.2 (Operation and Maintenance Experience) of the Invitation)

1. Company’s General Information

Name of Company: _____
Business Address: _____
Phone: _____
Facsimile: _____
E-mail: _____

	<u>Name</u>	<u>Title</u>	<u>Address, Tel & Fax No.’s</u>
Authorized Representative:	_____	_____	_____
Israeli Representative*:	_____	_____	_____

**for non-Israeli companies only*

2. Company’s Capabilities, Qualifications & Competence

2.1. Company Background, Qualifications and Specialization:

2.2. Company Capabilities and Competence:

2.2.1. Professional Employees

	Number	Qualifications	Education	Training	Areas of specialization
Engineers					
Technicians					
Managerial and Administrative					
Others					

2.2.2. Facilities

	Areas (in Israel and abroad)	Types of Equipment
Fabrication, manufacture, maintenance, spare parts depots		
Engineering, design, administration		

2.2.3. Professional Registration, Accreditation, Standards & Codes

Classification of contractor and/or other registration certificates required by Israeli or foreign laws*: _____

Quality Control and Assurance : _____

** Where applicable, Israeli contractors should attach within this Section, certified copies of their registration under the Law for Registration of Construction and Engineering Works Contractors (1969). Foreign contractors should attach certified copies of their equivalent registration within their countries' jurisdictions.*

Accredited Fabrication and Manufacture Standards and Codes : _____

3. Company's Experience & Projects Reference Lists

Total Number of years of experience in field of offered services: _____

Total Number of projects performed in field of offered services: _____

4. Additional Relevant Information

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

5. Going Concern

the applicable Member or Experience Provider, shall attach to this Pre-Qualification Form a confirmation letter from its external auditor which audited its Financial Statements, confirming that its recent audited Financial Statements do not include a going concern notice, as required under Section 5.2.5 (Going Concern) of the Invitation.

2. Projects Reference List

Project Details	Project			
	"A"	"B"	"C"	"D"
Client				
Unit Capacities				
Design				
Actual				
No. of Units in Plant				

Project Details	Project			
Total Production Capabilities				
Process				
Location				
Raw (Feed) Water Quality				
TDS				
TSS				
Turbidity				
SDI				
Contaminants				
Type of Intake				
Type of Row (Feed) Water Pretreatment				
Conversion Ratio				
Type of Product Post-treatment				
Product Quality				
Design				
Actual				
Project Construction Time				
Commissioning Date				
No. of Years of Operation				
Roles & Scopes of Supply & Services				
Senior Personnel (Names & Tasks)				
Project Value – NIS				
Value of Scopes of Supply & Services –NIS				
Site Managers Contact Details				

Reliance on Other Entities *[to be completed in the event that the project(s) described above was executed through an Entity which was responsible for the operation and maintenance of the applicable project]*

The undersigned hereby undertakes and declares as follows:

- The undersigned has demonstrated performance of the project(s) detailed above through an Entity which was responsible for the operation and maintenance of the applicable project(s);

Name of Entity: _____

- The direct share of the undersigned in such Entity responsible for the operation and maintenance was not less than 30%;

Percent of direct share in such Entity: ____%

- *[please check if applicable]*

- if such Entity was a joint venture, the undersigned was responsible, jointly and severally for the operation and maintenance of the applicable project(s).

Successful Operation

The undersigned hereby undertakes and declares that each of the projects detailed above has a demonstrated record, readily available for inspection, of successful performance over its commercial operation phase.

Additional Relevant Information:

(please specify additional relevant information and/or attach to this Pre-Qualification Form relevant documentation)

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM "H"

FINANCIAL ROBUSTNESS – OTHER THAN FINANCIAL ENTITIES

(To be completed by each Member and/or a Guarantor (as applicable) on a separate Pre-Qualification Form)

Name of Member: _____
Name of Guarantor (if applicable): _____
Member's Anticipated Holdings (*): _____

(in the event the Guarantor is a Member, this Pre Qualification Form should be completed with respect to the aggregate Anticipated Holdings of the Member seeking to rely on such Guarantor, and the Guarantor (as a Member in the Participant)*

1. Financial Data:

Year	t-2	t-1	t	Average
(**)NIS				
Turnover				
Operating Cash Flow				
Equity				

t = the most recent calendar year (of the Financial Statements)

*(**) All data in this Section is to be presented in NIS, in accordance with the provisions of Section 5.2.8. (Currencies Conversion) of the Invitation.*

The Financial Ratio is ____% (in words: _____ percent) (***)

*(***) The Financial Ratio shall be calculated in accordance with Section 5.2.3(b) of the Invitation, if applicable.*

- Each Member (or Guarantor, as the case may be), should complete this Pre-Qualification Form in accordance with the provisions of Section 5.2.7 (*Content and Format of the Submission*) of the Invitation, including submission of Financial Statements.
- The Member's (or Guarantor's, as the case may be), most recent audited Financial Statements do not include a going concern notice.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM “H1”

FINANCIAL ROBUSTNESS – PRIVATE INVESTMENT FUND

(To be completed by each Member on a separate Pre-Qualification Form, and signed by CFO of such Member)

Name of Member: _____

Member's Anticipated Holdings: _____

I, _____, the undersigned, am making this affidavit on behalf of _____ [name of the Private Investment Fund]:

1. The amount of Committed Capital under management of the Member as of 31 December of the year of its most recent annual Financial Statements was: _____.

2. The Uninvested Committed Capital under management of the Member as of the date 14 days prior to the Pre-Qualification Submission Date: _____.(*)

() All data in this Section is to be presented in NIS, in accordance with the provisions of Section 5.2.8. (Currencies Conversion) of the Invitation.*

3. Each Member should complete this Pre-Qualification Form in accordance with the provisions of Section 5.2.7. (Content and Format of the Submission) of the Invitation, including submission of Financial Statements and its investment agreements and appointment agreements demonstrating the overall Committed Capital, and to submit a statement by its CFO depicting the overall amount of the Uninvested Committed Capital.

4. The Member's most recent audited Financial Statements do not include a going concern notice.

Yours faithfully,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

Name of the Member's CFO: _____

Signature: _____ Date: _____

PRE-QUALIFICATION FORM “H₂”

FINANCIAL ROBUSTNESS – INSTITUTIONAL ENTITY / BANKING CORPORATION

(To be completed by each Member on a separate Pre-Qualification Form)

Name of Member: _____

Member's Anticipated Holdings: _____

1. Each Member is required to complete one of the following (1) or (2)(*)

(1) The equity of the Member as of the last day of the year of its most recent available Financial Statements (after deducting the minimum equity required under the applicable law: _____.

(2) Assets under Management of the Member as of the last day of the year of its most recent available Financial Statements: _____.

() All data in this Section is to be presented in NIS, in accordance with the provisions of Section 5.2.8. (Currencies Conversion) of the Invitation.*

2. Each Member should complete this Pre-Qualification Form in accordance with the provisions of Section 5.2.7. (*Content and Format of the Submission*) of the Invitation, including submission of Financial Statements.

3. The Member's most recent audited Financial Statements do not include a going concern notice.

Faithfully yours,

Date

Stamp and Signature

I, _____, attorney-at-law, hereby do attest and confirm that _____ is 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

PRE-QUALIFICATION FORM "I"

LETTER OF GUARANTEE

(to be completed by each Guarantor, to the extent applicable, in a separate form)

Date: _____

To:
The Tender Committee
Mekorot Development & Enterprise Ltd.
Tel-Aviv
Israel
Dear sir,

Re: Invitation for Pre-Qualification for participation in a Tender for the Acquisition of Holdings in Ashdod Desalination Ltd. and Ashdod Desalination – Operation Ltd. (the "Invitation")

The undersigned _____ *[name of the Guarantor to be completed]* (the "**Guarantor**"), hereby confirms and warrants to the Seller as follows, with respect to _____ *[name of Member seeking to rely on the financial results of the Guarantor, to be completed]* (the "**Company**"), holding _____ *[Member's Anticipated Holdings, to be completed]* of _____ *[name of Participant to be completed]* (the "**Participant**"), submitting a Pre-Qualification Submission in response to the Invitation:

1. The Guarantor *[please check the applicable]*:
 - Controls the Company by means of _____ *[please provide appropriate explanation, attested to by an attorney, demonstrated by applicable documentation, e.g. reports issued by the Registrar of Companies, organizational charts, articles of association, etc.]*
 - is a Member of the Participant, holding _____ *[Guarantor's Anticipated Holdings to be completed]* in the Participant;
2. The Company has informed the Guarantor of the Invitation and its participation in the Pre-Qualification Process as a Member of the Participant.
3. The Guarantor 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 5.2.2 (*Turnover*), 5.2.3 (*Operating Cash Flow*) and 5.2.4 (*Equity of Members*) of the Invitation, in stead of the Company's financial information.
4. The Guarantor 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 Guarantor 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 Guarantor has read the Invitation and is familiar with the provisions thereof, and in particular the provisions of Section 2.13 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 Experience Providers 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 Guarantor hereby undertakes to issue the Tender Committee, within the bid to be submitted by the Participant, with the relevant undertaking that shall be detailed under the Tender Documents.
- 8. The Guarantor is a company duly incorporated, duly organized and validly existing under the laws of _____ [*insert Guarantor's applicable jurisdiction*] and the execution, delivery and performance by the Guarantor 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 Guarantor; (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 Guarantor; or (iv) any agreement, contract or other instrument known to the undersigned to which the Guarantor 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 _____ is 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