

Date: September 19, 2021

To: Tender Participants

**E-Tender (Online) No. 15/21 A Framework Tender for the Supply, Integration, Operation and Maintenance for a MTMS (Metropolitan Traffic Management System) and its Modules (the "Tender")**

**Clarification Notice no. 8**

Ayalon Highways Co. Ltd. (the "**Company**") is hereby publishing a clarification to the Tender Documents, as follows.

1. **The Deadline for Submission of Proposals is extended until October 14, at 15:00 PM (local Israeli Time).**
2. Answer no. 8 in Clarification Notice no. 7 (relating to the demonstration of experience required by the threshold conditions of Sections 8.4 or 8.5 of Document A, via related entities of the Bidder) is hereby amended as follows:
  - a. A Bidder (or a member of a Bidder in Category A, if the Bidder is a Joint Venture – and in such case a reference to the Bidder in this clarification shall mean to such member of the Bidder), may demonstrate the experience required by the threshold conditions of Sections 8.4 or 8.5 of Document A, via one or more Related Entities, provided that the Bidder submits as part of its Proposal: (a) the declaration and undertaking attached as **Appendix A** to this notice, after being duly executed by such Related Entity and the Bidder, and (b) a holding structure diagram specifying all holdings, direct and indirect, connecting the Bidder and the Related Entity.

A "Related Entity" is any legal entity which Controls the Bidder (a "parent-corporation"), or is Controlled by the Bidder (a "subsidiary"), or is Controlled by an entity that also Controls the Bidder ("sister-corporation").

"Control" means holdings, directly or indirectly, of more than 50%.

- b. Only a Bidder is allowed to demonstrate its compliance through a Related Entity, and for threshold conditions 8.4 or 8.5 only (**not** for threshold condition 8.6(ii)). If the Bidder meets the threshold conditions of Section 8.4 or 8.5 via a proposed subcontractor, such proposed subcontractor must meet the threshold conditions itself (and not through a Related Entity).
- c. Appendix 7 of Document A, is hereby amended accordingly, and attached as **Appendix B** to this notice. Bidders (especially those relying on a Related Entity), must take care to submit this amended Appendix 7 with their Proposal.

**This document is integral part of the Tender Documents, and the Participant is requested to attach a signed copy thereof to its Proposal.**

Name of Participant: \_\_\_\_\_

Participant's Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## Appendix A to Clarification Notice no. 8

### **Declaration and Undertaking of a Related Entity**

I, the Undersigned, Mr./Mrs. \_\_\_\_\_, bearer of Passport No. \_\_\_\_\_, declare and undertake in writing, on behalf of \_\_\_\_\_ (hereinafter: the "**Related Entity**"), as follows:

1. I have been lawfully authorized by the Related Entity to sign this undertaking in support of \_\_\_\_\_'s (hereinafter: the "**Bidder**") Proposal to the E-Tender (online) No. 21/15 for the Supply, Integration, Operation and Maintenance for a MTMS (Metropolitan Traffic Management System) and its Module(s) for the Ayalon Highways Company (hereinafter: the "**Tender**" and "**Ayalon Highways**" respectively).
2. I confirm that the Related Entity is a legal entity which Controls the Bidder (a "parent-corporation"), or is Controlled by the Bidder (a "subsidiary"), or is Controlled by an entity that also Controls the Bidder ("sister-corporation").  
"Control" means holdings, directly or indirectly, of more than 50%.  
For purposes of this Section 2, "Bidder" shall also mean a member of a Bidder that is a Joint Venture (as defined in Section 8.8 of Document A of the Tender Documents).
3. We have reviewed the Tender Documents and the Bidder's proposal.
4. The information provided by the Bidder in Appendix 7 of Document A of the Tender Documents, with relation to the previous experience of the Related Entity, is accurate.
5. We hereby undertake, in connection with the Tender and any Specific Tasks to be awarded to the Bidder by Ayalon Highways in the future, that (a) the Related Entity shall make its know-how and abilities available to the Bidder and assist it to provide the services to Ayalon Highways, and (b) if for any reason the Bidder doesn't procure the required services to Ayalon Highways' satisfaction, Ayalon Highways will be entitled to require the Related Entity to procure such services to it directly.
6. We consent to this declaration and undertaking being governed by Israeli law and that the Bidder shall be the Related Entity's representative for service of process in Israel.
7. The autonomous guarantees (ערבויות ביצוע) to be procured by the Bidder for any Specific Task if awarded in the future, may be forfeited in case of any breach of this undertaking by the Related Entity.

\_\_\_\_\_  
Signature

### Affirmation

I the Undersigned \_\_\_\_\_, Attorney at Law, from \_\_\_\_\_ Street, hereby affirm that on the date \_\_\_\_\_ appeared before me in my office Mr./Mrs. \_\_\_\_\_, authorized to sign on behalf of the Related Entity, and identified by

means of an identity card No. \_\_\_\_\_, and after explaining to him/her the implications of this undertaking, signed it before me.

\_\_\_\_\_  
The Attorney's Signature & Stamp

**Consent of Bidder:**

The Bidder hereby consents to all of the above.

\_\_\_\_\_  
Signature

Affirmation

I the Undersigned \_\_\_\_\_, Attorney at Law, from \_\_\_\_\_ Street, hereby affirm that on the date \_\_\_\_\_ appeared before me in my office Mr./Mrs. \_\_\_\_\_, authorized to sign on behalf of the Bidder, and identified by means of an identity card No. \_\_\_\_\_, and after explaining to him/her the implications of this consent, signed it before me.

\_\_\_\_\_  
The Attorney's Signature & Stamp