

Appendix C

Ayalon Highways Company Ltd.
Online Framework Tender No 15/21
Framework Agreement No _____

Specific Agreement

for the Supply, Integration, Operation and Maintenance of the MTMS (Metropolitan Transport Management System) and its Modules

drawn up and signed and signed on month _____ day _____, year _____

between

Ayalon Highways Company Ltd.

(Hereinafter and in all this agreement's documents "**the Company**"/"**Ayalon Highways**")

and

(Hereinafter and in all this agreement's documents "**The Supplier**"/"**the Framework Supplier**")

Whereas: The Company has published an online Framework Tender No. 15/21 for the supply, integration, operation and maintenance of the MTMS (Metropolitan Transport Management System) and its Modules (hereinafter: "**the Tender**") in which the Supplier was announced as one on winning Bidders in Category _____;

and whereas: The Parties signed a Framework Agreement No. _____ (hereinafter: "**the Framework Agreement**"), defining the general conditions regarding the provision of the Services;

and whereas: The Company has issued a Specific Invitation for _____ and is interested in handing over the performance of the Specific Task to the

Supplier, and the Supplier agrees to execute it, in accordance with and subject to the provisions of the Tender, the Framework Agreement and this Specific Agreement including its appendices (hereinafter all together: “**the Agreement**”), and in accordance with the Company’s guidelines;

and whereas: The parties are interested in defining below the special conditions regarding the Specific Task.

therefore the following have been agreed upon, conditioned and declared:

1. Appendices to the Specific Agreement:
Appendix A – the Specific Invitation documents (including the technical specifications) and the Supplier’s proposal (including the price quote);
Appendix B - Insurance form
Appendix C – Guarantee form (optional)
2. This Specific Agreement is an integral part of the Framework Agreement and all the provisions of the Tender Documents and the Framework Agreement will apply to this Specific Agreement. Without derogating from the aforementioned, the instructions in this Specific Agreement and all its appendices will prevail over the provisions of the Framework Agreement.
3. The scope of work of this Specific Agreement is attached as **Appendix A** - the Specific Invitation documents, including its appendices.
4. For the completion of the Specific Task, the Supplier will be entitled to consideration of _____ NIS (excluding VAT) (hereinafter: “**the Consideration**”). The Consideration will be paid according to the milestones set forth in **Appendix A** and in accordance with the provisions of the Framework Agreement.
5. Without prejudice to the Supplier's liability under the Agreement and under any law, the Supplier undertakes to deliver, before the commencement of the Services and for the entire period of this Specific Agreement, valid insurance policies at its expense, in its name and the Company’s name, all as set forth in **Appendix B** to this Specific Agreement. The delivery of insurance certificates in accordance with the provisions of **Appendix B** as aforesaid is a condition precedent to the validity of this Specific Agreement.

6. **Guarantee** (Optional – will be determined in the Specific Invitation) - To ensure the full performance of all obligations of the Supplier relating to the Specific Task, the Supplier undertakes, upon signing this Specific Agreement, to deposit with the Company, a guarantee in accordance with sec. 18 of the Framework Agreement (hereinafter: “**the Guarantee**”). The Guarantee shall be issued in an amount equal to ___% of the Consideration, according to the wording in **Appendix C**. The delivery of the Guarantee is a condition precedent to the validity of this Specific Agreement.
7. The Company’s representative for this Specific Agreement: _____

The Supplier

The Company

Appendix A