



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

INTERNATIONAL BIDDING PROCESS NO. 01/2021

INTERNATIONAL BIDDING PROCESS NO. 01/2021 REGARDING THE CONCESSION FOR PUBLIC USE OF THE CONCESSION AREA CORRESPONDING TO THE TERRITORIAL GROUNDS COMPRISING THE *PARQUE ESTADUAL ALBERTO LÖFGREN* AND THE *PARQUE ESTADUAL DA CANTAREIRA* PERIMETERS

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

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INTRODUCTION

The State of São Paulo, as the GRANTING AUTHORITY, by means of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, hereby discloses to the public, through this AUCTION NOTICE for INTERNATIONAL BIDDING PROCESS No. 01/2021, the criteria and conditions required for selecting and awarding the CONCESSION FOR USE OF THE PUBLIC ASSET to the legal private sector entity that will be responsible for all activities concerning funding, conservation, maintenance and economic operations of the CONCESSION AREA corresponding to the territorial grounds comprising the *Parque Estadual Alberto Löfgren* (Alberto Löfgren State Park) and the *Parque Estadual da Cantareira* (Cantareira State Park) Conservation Units' perimeters, defined in accordance with the perimeters described and demarcated in ANNEX I, which shall include devising projects, carrying out construction works and rendering services, allocating funds as well as undertaking economic operations related to ecotourism and visitor activities, subject to the conditions set forth under the AUCTION NOTICE and in the CONTRACT draft.

The BIDDING PROCESS is open to both Brazilian and non-Brazilian BIDDERS, whether individually or comprising a CONSORTIUM, whereas the appraisal criterion used shall be that of the highest FIXED GRANT price to be paid by the CONCESSIONAIRE to the GRANTING AUTHORITY, according to the rules set forth hereunder, in the CONTRACT and ANNEXES. The CONCESSION TERM shall be 30 (thirty) years, effective the date of signature of the TERM OF DELIVERY OF THE PUBLIC ASSET, which signals transfer of direct ownership and control of the CONCESSION AREA to the CONCESSIONAIRE.

The INTERNATIONAL BIDDING PROCESS shall be initiated upon delivery of ENVELOPES on August 31, 2021 at 2:00 p.m., at *Rua XV de Novembro, nº 275*, at the B3's headquarters in São Paulo/SP.

ENVELOPES containing all required documentation for participating in the BIDDING PROCESS are to be delivered by interested parties during the PUBLIC SESSION to be held on August 31, 2021, from 2:00 p.m. to 2:15 p.m., pursuant to the rules hereunder and which, along with the ANNEXES, are to be provided electronically and free of charge in the time period ranging from June 9, 2021, until the date of the PUBLIC SESSION set for delivery of ENVELOPES, at the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage: www.infraestruturameioambiente.sp.gov.br.

The AUCTION NOTICE, CONTRACT and ANNEXES can also be found at the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's offices located at Avenida Professor Frederico Hermann Jr., no. 345 - Alto de Pinheiros - São Paulo - SP, Zip Code 05459-900, in the time period from June 10, 2021, until the day right before the date of the PUBLIC SESSION set for delivery of ENVELOPES, from Monday to Friday, from 9:00 a.m. to 5:00 p.m., upon submission of a Hard Disk or Pen Drive with enough storage space to allow for storage of all digital files copied. Upon request, it may additionally be sent by mail upon payment of mailing costs, to which end contact is to be made through telephone number (11) 3133-3979 or electronic address sima.administracao@sp.gov.br, in which case the subject shall read "*Parque da Cantareira and Parque Alberto Löfgren Concession | access to the auction notice*," signaling both address and recipient.

The GRANTING AUTHORITY takes on no responsibility of any kind for the text or the contents of auction notices, annexes or documents secured or taken notice of in any way or place other than those provided for above.

A – PROCUREMENT AUTHORIZATION

THE CONCESSION that is the purpose of this INTERNATIONAL BIDDING PROCESS was authorized through State Law no. 16.260 of June 29, 2016.

The *Conselho Diretor do Programa Estadual de Desestatização* (State of São Paulo's Privatization Program's Council – CDPED), established through State Law no. 9.361 of July 5, 1996, approved disclosure of this INTERNATIONAL BIDDING PROCESS to the general public by means of Public Audiences and Public Consultations, as set forth and consented to in the 254th (two hundred and fifty-fourth) CDPED Ordinary Meeting held on December 10, 2020.

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B – PRIOR NOTICE

The opening notice announcing invitation to participate in this INTERNATIONAL BIDDING PROCESS was published in the DOE/SP, June 9, 2021 edition, in national-wide newspaper Agora, and in international newspaper The Wall Street Journal. All contents of the AUCTION NOTICE published on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage were also translated into English and made available for unrestricted public access at electronic address www.infraestruturameioambiente.sp.gov.br.

C – PUBLIC AUDIENCE

The GRANTING AUTHORITY held a remote PUBLIC AUDIENCE on February 25, 2021, in compliance with the terms of article 29 of State Law No. 10.177/1998, to article 2, subsection XII of State Law no. 13.507/2009, to article 2, subsection XII of State Decree no. 55.087/2009, to CONSEMA Normative Ruling 01/2011, to article 26, subsection VIII of State Decree no. 60.302/2014, in addition to subsection VII of Article 3 of State Law no. 16.260/2016, for purposes of submitting the project to the general population and to interested parties, providing access to all relevant information and explanations while ensuring the right to object, pursuant to Session Regulations duly disclosed in advance. The PUBLIC AUDIENCE video recording can be accessed at the following link: <https://www.youtube.com/watch?v=ehGaJEzwpw>.

The PUBLIC AUDIENCE was published in the January 21, 2021 edition of the DOE/SP, as well as on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage: www.infraestruturameioambiente.sp.gov.br, in the January 29, 2021 edition of the Agora Newspaper, on page A10, which is a major state-wide circulation newspaper in the State of São Paulo.

D – HEARING WITH THE SCIENTIFIC COMMUNITY

The *INSTITUTO* held a Hearing on February 10, 2021, which was broadcast from the Municipality of São Paulo, pursuant to article 272 of the State Constitution and State Law no. 9.475/1996, to introduce the project to the scientific research community of the *Museu Florestal Octavio Vecchi*, granting access to all appropriate information and explanations while ensuring the right of comment, according to Hearing Regulations, and disclosed with due notice.

The Public Hearings were published in the January 28, 2021 edition of the DOE/SP, on page 145.

E – PUBLIC CONSULTATION

AUCTION NOTICE, CONTRACT and ANNEX drafts were submitted to public consultation while remaining available for public access throughout the time frame ranging from January 12 to February 26, 2021, at the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage: www.infraestruturameioambiente.sp.gov.br.

The public consultation notice was published in the January 12, 2021 edition of the DOE/SP, on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage, and in the January 12, 2021 edition of the Agora newspaper, a major state-wide circulation newspaper in the State of São Paulo, as well as electronically, at the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage.

During the time frame provided for public consultation, the GRANTING AUTHORITY received a number of contributions, inquiries and suggestions related to all drafts disclosed, and used this interaction with society, enabled by means of this channel, to enhance all final documents submitted. All contributions were assessed, with the relevant ones having been included in the AUCTION NOTICE, CONTRACT and ANNEXES published.

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F – MARKET RESEARCH

As substantiated by article 30 of State Law no. 10.177/1998, market research meetings were also held on April 8 and 9, 2019, and on March 10 to 17, 2021, aimed at discussing the main issues related to stages of project structuring and devising the AUCTION NOTICE and CONTRACT and ANNEX drafts, which included participation of members of the concerning segment of the Government of the State of São Paulo upon prior, and duly disclosed, appointment. All contents submitted at meetings held by the Government of the State of São Paulo were generated from public information. Reports concerning these market research stages are available at the Undersecretariat of Partnerships of the State of São Paulo's homepage: www.parcerias.sp.gov.br.

G – CONSELHO ESTADUAL DO MEIO AMBIENTE (STATE ENVIRONMENTAL COUNCIL – CONSEMA)

AUCTION NOTICE, CONTRACT AND ANNEX drafts were submitted to the *Conselho Estadual de Meio Ambiente* (State Environmental Council – CONSEMA) during the 389th Ordinary Plenary Session Meeting held on March 24, 2021.

H – CONSELHO DIRETOR DO PROGRAMA ESTADUAL DE DESESTATIZAÇÃO (THE STATE OF SÃO PAULO PRIVATIZATION PROGRAM'S COUNCIL – CDPED)

Following assessments of all contributions received during Public Audiences and Public Consultations, as well as those submitted by CONSEMA, the *Conselho Diretor do Programa Estadual de Desestatização*, during its 257th Ordinary Meeting held on April 30, 2021, approved publication of this AUCTION NOTICE for the CONCESSION, thus awarding grounds corresponding to the territory comprising the Parque Estadual Alberto Löfgren and the *Parque Estadual da Cantareira* Conservation Units' perimeters.

I – MANAGEMENT PLANS

All proposals and activities that may be subject to economic operations are to comply with the Conservation Unit's purposes, as specified under their concerning MANAGEMENT PLANS.

The *Parque Estadual da Cantareira* and the *Parque Estadual Alberto Löfgren*'s MANAGEMENT PLANS can be accessed at the following links:

<https://www.infraestruturameioambiente.sp.gov.br/fundacaoflorestal/planos-de-manejo/planos-de-manejo-planos-concluidos/plano-de-manejo-pe-da-cantareira/> and
http://s.ambiente.sp.gov.br/institutoflorestal/Plano_de_Manejo_PE_Alberto_Lofgren_.pdf/.

J – APPLICABLE LEGISLATION

This BIDDING PROCESS is governed by the rules provided for under this AUCTION NOTICE and ANNEXES, in addition, as the case may be, to State Law no. 16.260/2016, Federal Law no. 8.666/1993, State Law no. 6.544/1989, Federal Laws no. 8.987/1995 and no. 9.985/2000, by State Laws no. 7.835/1992 and no. 10.177/1998, by State Decree no. 54.010/2009, and any other regulations governing the matter.

K – ANNEXES

The following documents are ANNEXES of this AUCTION NOTICE and CONTRACT.

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| I | CONCESSION AREA |
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| II | SET OF SPECIFICATIONS |
| III | ENGINEERING SCHEDULE |
| | APPENDIX - CURRENT STATE OF CONSERVATION OF EXISTING CONSTRUCTIONS AND PUBLIC AMENITIES |
| IV | PERFORMANCE INDICATORS |
| | APPENDIX – NON-COMPLIANCE ASSESSMENT |
| V | COEXISTENCE GUIDELINES FOR THE CONCESSIONAIRE AND SABESP |
| | APPENDIX 1 – SABESP GUIDELINES FOR MAINTAINING, PRESERVING AND USING THE 1898-BUILT STEAM PUMP MANUFACTURED BY ROBEY & CO AND LOCATED AT THE CASA DA BOMBA PUMPING STATION |
| | APPENDIX 2 – SABESP GUIDELINES FOR INTERVENTIONS AT THE BARRAGEM DO ENGORDADOR DAM |
| VI | COEXISTENCE GUIDELINES FOR THE CONCESSIONAIRE AND THE INSTITUTO (INSTITUTE) |
| | APPENDIX – MUSEU FLORESTAL (FOREST MUSEUM) PRELIMINARY INVENTORY |
| VII | INSPECTION AND PENALTIES SCHEDULE |
| VIII | TERM OF DELIVERY FOR THE PUBLIC ASSET |
| IX | TICKETING POLICY |
| X | ACCOUNT MANAGEMENT CONTRACT DRAFT – CENTRALIZER ACCOUNT |
| XI | SPECIFIC PURPOSE COMPANY DOCUMENTS |
| XII | PAYING IN OF CAPITAL STOCK |
| XIII | DEMOBILIZATION AND TRANSITION GUIDELINES |
| XIV | INSURANCE PLAN AND INSURANCE POLICIES |
| XV | BIDDING MODELS |
| XVI | B3 PROCEDURES MANUAL |
| XVII | HISTORICAL, CULTURAL AND ENVIRONMENTAL HERITAGE INSTITUTION GUIDELINES |

L – DEFINITIONS

For purposes of this AUCTION NOTICE, except when clearly provided for otherwise, all terms, sentences and expressions listed below, when used and written in uppercase or with the first letter beginning in capital letters, notwithstanding other definitions, are to be understood and construed in accordance with the following definitions:

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| GRANTEE | WINNING BIDDER to whom the purpose of the BIDDING PROCESS was awarded, pursuant to the terms of the applicable legislation and the AUCTION NOTICE. |
| PUBLIC ADMINISTRATION | Direct or indirect Public Government, federal, state, Federal District and municipal public administration bodies or entities. |
| ANNEXES | Set of documents making up an integral part of the AUCTION NOTICE and the CONTRACT, as listed in item “K”. |
| CONCESSION AREA | Área objeto de delegação mediante CONTRATO DE CONCESSÃO, cujo perímetro encontra-se descrito no ANEXO I. |
| PUBLIC AUDIENCE | First stage of the bidding process concerning INTERNATIONAL BIDDING PROCESS no. 01/2021, which was held on February 25, 2021 with the aim of disclosing the CONCESSION model to the general public, as well as clarifying doubts and collecting contributions for the AUCTION NOTICE and its ANNEXES. |
| B3 | B3 S.A. – <i>Brasil, Bolsa e Balcão</i> , located in the Municipality of São Paulo, State of São Paulo, at <i>Rua XV de Novembro</i> , no. 275, which is responsible for rendering expert technical advisory and operational support services concerning procedures required for holding the tender. |
| DEPOSITARY BANK | FINANCIAL INSTITUTION authorized to render custodial financial services, pursuant to the terms of this CONTRACT and ANNEXES. |

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| CONCESSION ASSETS | Assets concerning the CONCESSION, pursuant to the CONTRACT and ANNEXES, and whose ownership, custody, maintenance, upkeep and monitoring fall within the CONCESSIONAIRE's responsibility. |
| CADE | Conselho Administrativo de Defesa Econômica (Administrative Council for Economic Defense). |
| STATE CADIN | <i>Cadastro Informativo dos Créditos não Quitados de Órgãos e Entidades Estaduais</i> (Registry of Outstanding Credits of State Agencies and Entities) established through State Law no.12.799/2008, and regulated through State Decree no. 53.455/2008, where the names of individuals and legal entities with sums due to State of São Paulo Administration agencies and entities are recorded. |
| CADMADEIRA | <i>Cadastro Estadual das Pessoas Jurídicas</i> (State Registry of Legal Persons) who market products and by-products sourced from Brazil's native flora in the State of São Paulo, established through State Decree no. 53.047/2008. |
| CDPED | <i>Conselho Diretor do Programa Estadual de Desestatização do Estado de São Paulo</i> (The State of São Paulo's Privatization Program's Council). |
| CEEP | <i>Cadastro Estadual de Empresas Punidas</i> (National Registry of Punished Corporations). |
| CEIS | <i>Cadastro Nacional de Empresas Inidôneas e Suspensas</i> (National Registry of Ineligible and Suspended Companies). |
| CNEP | <i>Cadastro Nacional de Empresas Punidas</i> (National Registry of Punished Companies). |
| CNIA | <i>Cadastro Nacional de Condenações Cíveis por Atos de Improbidade Administrativa e Inelegibilidade</i> (National Registry of Civil Convictions for Acts of Administrative Improbability and Ineligibility). |
| SPECIAL BIDDING COMMISSION or CEL | Commission in charge of receiving, examining and appraising all bidding process documents, in addition to carrying out BIDDING PROCESS-related proceedings. |
| GRANTING AUTHORITY | The State of São Paulo, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT. |
| CONCESSION FOR USE OF THE PUBLIC ASSET or CONCESSION | Legal relationship established by the State of São Paulo, by means of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, for purposes of commissioning activities that are the purpose of the CONTRACT to the SPECIFIC PURPOSE COMPANY, a private legal entity established by the GRANTEE for it to undertake said activities on its behalf and at its own risk, through the collection of REVENUE. |
| CONCESSIONAIRE | SPECIFIC PURPOSE COMPANY established by the WINNING BIDDER that signs the CONTRACT with the GRANTING AUTHORITY. |
| QUALIFICATION REQUIREMENTS | All documents and related requirements fulfilled and submitted by INTERNATIONAL BIDDING PROCESS No. 01/2021 participants concerning Legal Qualification, Tax and Labor Compliance, Technical Capacity and Economic-Financial Capacity, as set forth under the AUCTION NOTICE. |
| CONSORTIUM | Arrangements made between companies, funds or entities with the purpose of participating in the BIDDING PROCESS and, upon winning said BIDDING PROCESS, establishing a SPECIFIC PURPOSE COMPANY, in accordance with Brazilian laws. |
| CENTRALIZER ACCOUNT | Restricted transaction bank account held by the CONCESSIONAIRE, as regulated under ANNEX X. |
| CONCESSION CONTRACT or CONTRACT | CONCESSION Contract FOR USE OF THE PUBLIC ASSET through which the GRANTING AUTHORITY awards the right to use the CONCESSION AREA throughout the CONCESSION TERM to the CONCESSIONAIRE, with the aim of making CONCESSION AREA-related investments as well as undertaking conservation, operations, maintenance and economic activities, and which shall include devising projects, carrying out construction works and investments, rendering services and undertaking economic operations |

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| | and visitor activities, subject to all requirements specified in the CONTRACT draft and its ANNEXES. |
| CONTROL or CONTROLLER | Subject to the terms of art. 116 of Federal Law 6 no.6404/1976, control means the right to: (a) hold the majority of votes in corporate resolutions, as well as the power to elect the majority of administrators or managers of another individual, investment fund or private pension entity, as the case may be; and (b) effectively use its powers to conduct social activities and brief operations or managers of another individual, investment fund or private pension entity. |
| ACCREDITED BROKER | Brokerage company or distributor qualified by the Central Bank of Brazil and the <i>Comissão de Valores Mobiliários</i> (Brazilian Securities and Exchange Commission - CVM), being duly authorized to operate in the B3 – <i>Brasil, Bolsa, Balcão</i> , which, at the discretion of BIDDER(S), may be procured by BIDDER(S) to represent it(them) in all BIDDING PROCESS-related deeds with the B3, as established in ANNEX XVI. |
| SESSION DIRECTOR | B3 S.A. – <i>Brasil, Bolsa, Balcão</i> representative commissioned to run the PUBLIC SESSION on behalf of the SPECIAL BIDDING COMMISSION, pursuant to the terms of the AUCTION NOTICE. |
| ACCREDITATION DOCUMENTS | Documents to be submitted by the BIDDER's representative for purposes of performing activities during this bidding's PUBLIC SESSION, as well as in any and all other activities pertaining to this BIDDING PROCESS. |
| QUALIFICATION DOCUMENTS | Documents to be included by the BIDDER in the Qualification Envelope concerning Legal Qualification, Tax and Labor Compliance, Technical Capacity and Economic-Financial Capacity requirements, as per the terms of the AUCTION NOTICE. |
| DOE/SP | Diário Oficial do Estado de São Paulo (The State of São Paulo's Official Gazette). |
| AUCTION NOTICE | This AUCTION NOTICE of INTERNATIONAL BIDDING PROCESS no. 01/2021, and all its ANNEXES. |
| ENVELOPE | Envelope gathering all contents relating to the BIDDER's PRICE PROPOSAL, BID BOND, and QUALIFICATION DOCUMENTS required in this BIDDING PROCESS. |
| FUNDAÇÃO FLORESTAL (FORESTRY FOUNDATION) or FF | Fundação para a Conservação e a Produção Florestal do Estado de São Paulo (The State of São Paulo Forestry Foundation). |
| PERFORMANCE BOND | Performance bond ensuring full fulfillment of CONTRACT obligations, to be upheld by the CONCESSIONAIRE in favor of the GRANTING AUTHORITY, pursuant to the sums and terms specified in the CONTRACT. |
| BID BOND | The PROPOSAL performance bond to be submitted by BIDDERS, under the terms of the AUCTION NOTICE. |
| ECONOMIC GROUP | The BIDDER's or CONCESSIONAIRE'S ECONOMIC GROUP is composed of associated, controlled or affiliated companies, under the terms of articles 1.097 onwards of the Civil Code, and article 243 of Federal Law no. 6.404/1976. Companies or investment funds holding common directors, administrators, except for board members, managers or shareholders (the latter having a stake of over 10%) or legal representatives, as well as those that depend economically or financially on another company or investment fund, in addition to companies or investment funds subject to the same global structure, including global sharing of knowledge, governance and corporate policies, are likewise deemed to comprise the ECONOMIC GROUP. |
| LEGAL QUALIFICATION | Legal-based documentation required to prove qualification for purposes of transacting with the PUBLIC ADMINISTRATION. |
| PERFORMANCE INDICATORS | Set of baselines used to measure service standards rendered in performing the CONTRACT, which shall additionally assist, in accordance with the provisions of ANNEX VI, in determining the sum owed by the |

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| | CONCESSIONAIRE to the GRANTING AUTHORITY for payment of the VARIABLE GRANT. |
| TICKET | Prices in place by the CONCESSIONAIRE for (I) USERS' access to the Parque Estadual da Cantareira; or (II) with regard to both PARKS, for USERS' access to buildings, services or special activities provided by the CONCESSIONAIRE. In either event, the CONCESSIONAIRE shall comply with the provisions of ANNEX IX, whereas ticketing operations or charging USERS for TICKETS to access the <i>Parque Estadual Alberto Löfgren</i> public recreation, sports and sightseeing grounds shall be prohibited due to its end purpose as a public use urban park. |
| FINANCIAL INSTITUTION | Any Central Bank of Brazil-accredited institution, or related entity, should it apply to a non-Brazilian institution, whose main or ancillary activity concerns collecting, intermediating or funding of either its own or third party funds, whether in Brazilian or foreign currency, in addition to custody of third party funds. |
| INSTITUTO | <i>Instituto Florestal</i> , da Secretaria de Estado de Infraestrutura e do Meio Ambiente (Forest Institute of the State Secretariat for Infrastructure and Environment), or any administrative unit established as per State Law no. 17.293 of October 15, 2020. |
| INTERVENTIONS | Comprises all public construction works, restoration activities, assembly of facilities or any other type of intervention regarding MINIMUM STARTING INVESTMENT sums, ADDITIONAL INVESTMENTS and NON-MANDATORY INVESTMENTS at the CONCESSION AREA. |
| ADDITIONAL INVESTMENTS | Refers to all investments not originally provided for under the CONTRACT that the GRANTING AUTHORITY may require from the CONCESSIONAIRE, upon the corresponding respective economic-financial recovery. |
| MINIMUM STARTING INVESTMENTS | Refers to the minimum investments required by the CONCESSIONAIRE under the scope of the CONCESSION, and which shall be carried out pursuant to ANNEXES II and III. |
| NON-MANDATORY INVESTMENTS | Comprises investments that are not required within the scope of the CONCESSION, which are to remain at the CONCESSIONAIRE's sole discretion and undertaken at its own risk, subject to the provisions of Clauses 5.2 and 10.3. |
| IPC/FIPE | Índice de Preços ao Consumidor, da Fundação Instituto de Pesquisas Econômicas (Consumer Price Index of the Institute of Economic Research Foundation). |
| ENVIRONMENTAL PERMITS | Administrative acts approving the enterprise or activity to be set up at a specific location as well as its respective operations, in accordance with the applicable legislation and specifications provided for under all approved plans, programs and projects/designs, including environmental control measures and further requirements. |
| BIDDING PROCESS | INTERNATIONAL BIDDING PROCESS no. 01/2021 conducted by the GRANTING AUTHORITY for purposes of selecting the CONCESSIONAIRE responsible for performing the purpose of the CONCESSION. |
| BIDDER | Separate company or companies, funds and/or entities joined together in a consortium and participating in the BIDDING PROCESS. |
| WINNING BIDDER | BIDDER declared the winner for having submitted the best ranked proposal and fulfilled all AUCTION NOTICE requirements, to whom the purpose of the BIDDING PROCESS shall be awarded. |
| B3 PROCEDURES MANUAL | ANNEX setting forth all guidelines, rules and document templates for procedures concerning the provision of the BID BOND, operating procedures, as well as any other proceedings concerning the B3-supervised BIDDING PROCESS to be held. |
| INSPECTION FEES | Sum resulting after applying a 0.5% (point five percent) aliquot on the REVENUE earned by the CONCESSIONAIRE, to be paid to the GRANTING |

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| | AUTHORITY, pursuant to the terms of ANNEX X. |
| FIXED GRANT | Sum specified in the PRICE PROPOSAL submitted by BIDDERS during the tender, and which the GRANTEE is to pay to the GRANTING AUTHORITY as a condition for signing the CONTRACT, and which shall be transferred to a checking account designated by the latter, in accordance with the rules of this AUCTION NOTICE. |
| VARIABLE GRANT | Sum to be paid by the CONCESSIONAIRE, under the terms of ANNEX X, estimated at 0.5% (point five percent) of the REVENUE earned by the CONCESSIONAIRE, and due as of the first 25th (twenty-fifth) month starting from the date of signature of the TERM OF DELIVERY OF THE PUBLIC ASSET as a price for the CONCESSION, as laid out in the CONTRACT, whereas the percentage owed may vary in accordance with the method described in ANNEX IV. |
| PARTIES | The GRANTING AUTHORITY and the CONCESSIONAIRE. |
| RELATED PARTIES | Regarding the CONCESSIONAIRE, applies to any individual comprising its ECONOMIC GROUP, in addition to any and all individuals deemed as such by current accounting standards. |
| PARKS | Territorial grounds comprising the Parque Estadual da Cantareira and the Parque Estadual Alberto Conservation Units that are the purpose of the CONCESSION, and whose perimeters are defined in ANNEX I. |
| INTERVENTION PLAN | Plan to be submitted by the CONCESSIONAIRE, accounting for all INTERVENTIONS and pursuant to the terms of the CONTRACT, ANNEX II and ANNEX III. |
| MANAGEMENT PLANS | The PARKS' technical documents, setting forth, among other things, zoning and standards regulating use of grounds, as well as management of the PARKS' natural resources. |
| INSURANCE PLAN | Document to be drafted by the CONCESSIONAIRE bringing a list of all mandatory insurance policies specified in the CONTRACT and ANNEXES, and whose policies shall be valid and in effect throughout the entire CONCESSION TERM, in addition to potentially being subject to review under the terms of the CONTRACT. |
| CONCESSION TERM | The term of 30 (thirty) years, starting from the date of signature of the TERM OF DELIVERY OF THE PUBLIC ASSET. |
| PROPOSAL | Contents devised by the BIDDER and submitted in ENVELOPES A – PRICE PROPOSAL, B – BID BOND, and C – QUALIFICATION DOCUMENTS, as required for participating in the tender. |
| PRICE PROPOSAL | Proposal that submitted the FIXED GRANT amount to perform the purpose of the CONCESSION, as regulated under the AUCTION NOTICE |
| ECONOMIC-FINANCIAL CAPACITY | Documentation required to prove economic-financial capacity for purposes of transacting with the PUBLIC ADMINISTRATION. |
| TECHNICAL CAPACITY | Documentation required to prove technical capacity for purposes of transacting with the PUBLIC ADMINISTRATION. |
| REVENUE | Relates to all gross amounts collected by the CONCESSIONAIRE, whether stemming from direct or indirect activities rendered, and which are intrinsic to operating the CONCESSION. |
| TAX AND LABOR COMPLIANCE | Documentation required for proving tax and labor compliance for purposes of transacting with the PUBLIC ADMINISTRATION. |
| ACCREDITED REPRESENTATIVES | Representatives duly authorized by the BIDDER to undertake any and all deeds on behalf of the BIDDER during PUBLIC SESSIONS and in all of this BIDDING PROCESS's stages. |
| SABESP | Companhia de Saneamento Básico do Estado de São Paulo (Basic Sanitation Company of the State of São Paulo). |
| STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT or SIMA | A Secretaria de Estado da Infraestrutura e do Meio Ambiente do Estado de São Paulo (The State Secretariat for Infrastructure and Environment of the State of São Paulo). |

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|---|--|
| PUBLIC SESSION | On-site public session held to collect ENVELOPES and undertake additional BIDDING PROCESS-related activities. |
| SPECIFIC PURPOSE COMPANY or SPE | Joint-stock company established in accordance with Brazilian law, with the specific purpose of rendering services that are the purpose of this CONCESSION. |
| TERM OF DELIVERY OF THE PUBLIC ASSET | Document signed by both PARTIES making transfer of direct ownership and controlling interest over the CONCESSION AREA official, thereby enabling the CONCESSIONAIRE's start of operations, and additionally corresponding to the start date of the CONCESSION TERM, under the terms of the CONTRACT. |
| USERS | Any individual who makes a visit to the CONCESSION AREA. |
| ESTIMATED CONTRACT VALUE | Estimated value corresponding to the sum of investments and the minimum FIXED GRANT, pursuant to the terms of the CONTRACT. |
| TECHNICAL VISIT | Visit made to the CONCESSION AREA with the intent of enabling the interested party to collect technical information and additional information deemed relevant to devise its PRICE PROPOSAL. |

CHAPTER I – GENERAL PROVISIONS

1. ON THE PURPOSE

1.1. The purpose of this BIDDING PROCESS is to select the most favorable proposal for the CONCESSION FOR USE OF THE PUBLIC ASSET, aimed at commissioning all activities pertaining to funding, conservation, running, maintenance and economic operations of the CONCESSION AREA to the private sector, and corresponding to the territorial grounds comprising the *Parque Estadual Alberto Löfgren* and the *Parque Estadual da Cantareira* perimeters, defined in accordance with the described perimeters and described in-depth in ANNEX I, including:

- I. devising projects and carrying out construction works concerning the MINIMUM STARTING INVESTMENTS, ADDITIONAL INVESTMENTS and potential NON-MANDATORY INVESTMENTS by describing them in the INTERVENTION PLAN to be drafted based on the rules laid out in the CONTRACT and, in particular, ANNEXES II and III;
- II. securing short and/or long-term FUNDING throughout the CONTRACT's term;
- III. securing approvals, authorizations and ENVIRONMENTAL PERMITS required to perform the purpose of the CONTRACT;
- IV. securing, investing and managing all financial funds required for the performance of all duties hereunder;
- V. securing the services of an INDEPENDENT RAPPOREUR to assess the standards and performance of services rendered by the CONCESSIONAIRE under the CONTRACT and ANNEXES;
- VI. undertaking conservation, administrative, maintenance and economic operation activities of the CONCESSION AREA throughout the CONTRACT's entire term;
- VII. supplying goods and services required to fulfill the obligations that are the purpose of the CONTRACT; and
- VIII. carrying out preventive and corrective maintenance of CONCESSION ASSETS, so as to keep them in full operating conditions and able to fulfill all obligations provided for under the CONTRACT;

1.2. Specifications for the aforementioned obligations are described in-depth in the CONTRACT and

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ANNEXES.

2. ON THE VALIDITY AND TERM

- 2.1. The CONCESSION TERM is 30 (thirty) years, starting from the date of signature of the TERM OF DELIVERY OF THE PUBLIC ASSET concerning the CONCESSION AREA, and designated in accordance with the perimeters defined and described in ANNEX I, as defined in the CONCESSION CONTRACT draft.

3. ESTIMATED CONTRACT VALUE

- 3.1. The ESTIMATED CONTRACT VALUE is set at R\$ 56,789,315.45 (fifty-six million, seven hundred and eighty-nine thousand, three hundred and fifteen reais and forty-five cents), on the base date of April 2021, corresponding to the added sum of investments estimated to be borne by the CONCESSIONAIRE, added with the minimum FIXED GRANT amount.
- 3.2. The ESTIMATED CONTRACT VALUE is for reference purposes only, and cannot be brought up by the BIDDER for any purposes whatsoever, nor by any of the PARTIES, for purposes of recovering the CONTRACT's economic-financial balance, or for any other purpose entailing use of the ESTIMATED CONTRACT VALUE as a baseline for compensations, reimbursements and related payments.

4. CLARIFICATIONS AND OBJECTIONS TO THE AUCTION NOTICE

- 4.1. Interested parties may submit a request for clarifications and information about the BIDDING PROCESS's AUCTION NOTICE and ANNEXES until August 10, 2021, provided that:

- I. clarification requests be written in Brazilian Portuguese, with questions arranged in accordance with the template defined and included in ANNEX XV, listing the interested party's contact information, including its electronic address, and is to disclose item(s) in the AUCTION NOTICE, CONTRACT or ANNEXES that the questions allude to, and may be (I) sent to email sima.administracao@sp.gov.br and sima.licitacoes@gmail.com, with the email's subject reading "*Cantareira and Alberto Löfgren Concession - Clarification Request*", or (II) registered with the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's offices located at Avenida Professor Frederico Hermann Jr., 345 - Alto de Pinheiros - São Paulo - SP, Zip Code 05459-900, until 5:00 p.m on August 10, 2021, to the attention of the SPECIAL BIDDING PROCESS COMMISSION, together with digital media in Excel and/or Word format, or in PDF;
- II. answers to inquiries shall be sent by email until 17, 2021, and disclosed to all interested parties on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage at www.infraestruturameioambiente.sp.gov.br, without, however, disclosing the name of the individual responsible for requesting clarifications;
- III. clarifications, amendments or notices shall fully comprise this AUCTION NOTICE, provided the requirement specified in item 4.1.2 hereunder is fulfilled, and which shall be binding upon the GRANTING AUTHORITY, BIDDERS and the CONCESSIONAIRE for all effects;
- IV. should there be no clarification requests, it shall be presumed that information and elements provided for under this AUCTION NOTICE, the CONTRACT and its ANNEXES are deemed sufficient to enable drafting of the PRICE PROPOSAL and submitting QUALIFICATION DOCUMENTS, and consequently, to partake in the BIDDING PROCESS, reason being why inquiries submitted afterwards shall be disregarded.

- 4.1.1. At the SPECIAL BIDDING PROCESS COMMISSION's discretion, regular replies to inquiries may

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be published following the same standards specified in item 4.1 for clarification requests submitted by interested parties throughout the entire term elapsing from publication of this AUCTION NOTICE, until the date specified in the aforementioned item 4.1, article II.

- 4.1.2. For purposes of this BIDDING PROCESS, only clarifications, amendments or notices published on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage (www.infraestruturameioambiente.sp.gov.br) in PDF format and electronically signed, digitally signed or with digital certification identification, under the terms of State Decree no. 64.355 of July 31, 2019, of the SPECIAL BIDDING PROCESS COMMISSION member appointed to run the SPECIAL BIDDING PROCESS's efforts, shall be considered valid.

- 4.1.2.1. In the event that the State of São Paulo's digital document management system is unavailable, which is to be communicated by means of a notice published on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage (www.infraestruturameioambiente.sp.gov.br), and for purposes of this BIDDING PROCESS, clarifications, amendments or notices published in PDF format, by scanning documents produced in physical means and signed by a SPECIAL BIDDING PROCESS COMMISSION member appointed to oversee the SPECIAL BIDDING PROCESS COMMISSION's efforts, shall be deemed valid.

- 4.2. Any and all citizens are free to raise objections to this AUCTION NOTICE, with said objection to be submitted in the same way as the clarification request specified in item 4.1 of this AUCTION NOTICE, within 5 (five) working days before the date set for delivery of envelopes, whereas and the GRANTING AUTHORITY shall be required to appraise and answer the objection within 3 (three) working days.

- 4.2.1. For purposes of this BIDDING PROCESS, only replies to objections published pursuant to item 4.1.2 hereunder shall be deemed valid.

- 4.2.2. For purposes of complying with the delivery method specified in item 4.2, fulfillment of any template shall be dismissed.

- 4.3. BIDDERS who fail to submit their objections until the 2nd (second) working day prior to the date set for the PUBLIC SESSION for delivery of ENVELOPES, as per the terms of article 41, paragraph 2 of Federal Law no. 8.666/1993, shall lose their right to raise any objection to the AUCTION NOTICE.

- 4.4. All correspondence, clarification requests, objections as well as any other BIDDING PROCESS-related documents shall be considered to have been delivered at the time of their receipt by the recipient, except in instances where delivery takes place after 5:00 p.m. (five p.m., Brasília time), regardless of said correspondence being electronic.

- 4.5. Correspondence delivered after 5:00 p.m. (five p.m., Brasília time), regardless of it being electronic, shall be considered to have been delivered, for all purposes, including for purposes of verifying whether it was sent within the set deadline, on the following working day.

- 4.6. Inquiries either unrelated to this BIDDING PROCESS or that have been drafted in any way other than that provided for under item 4.1, subsection II of this AUCTION NOTICE, shall not be answered.

- 4.7. Only those who convey interest by sending an email to sima.administracao@sp.gov.br, with the subject reading "*Interested Party Registration – Cantareira and Alberto Löfgren Concession*", while listing their (I) name or trade name; (II) nationality or country where they are headquartered; (III) profession or business purpose; (IV) RG (ID number) and CPF/CNPJ (Individual and Corporate Taxpayer Registration, respectively); (V) address; (VI) telephones and email for contact, shall be ensured that:

- I. they will be notified directly by email on all BIDDING PROCESS stages;
- II. they will be notified directly by email on all clarifications made in regard to this AUCTION NOTICE;

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- III. they will be sent a copy of the administrative act preceding any potential amendments made to this AUCTION NOTICE, if applicable; and
- IV. they will be sent additional notifications by email bringing relevant content to the BIDDING PROCESS.

- 4.8. Whether due to its own action or as a result of responses drawn up to answer clarification or objection requests, the GRANTING AUTHORITY shall be free to modify this AUCTION NOTICE at all times, by means of publishing an *errata* notice in the DOE/SP.
- 4.9. Should the modification made to the AUCTION NOTICE impact the PROPOSAL to be drawn up, pursuant to article 21, paragraph 4 of Federal Law no. 8.666/1993, the GRANTING AUTHORITY shall change the date of the PUBLIC SESSION set for collecting ENVELOPES specified in the introduction of this AUCTION NOTICE, notifying BIDDERS through a notice published in the DOE/SP. In this case, TECHNICAL VISIT, objection and clarification request deadlines shall all be extended.

5. TECHNICAL VISIT

- 5.1. Interested parties intending on making a TECHNICAL VISIT aimed at becoming acquainted with and verifying the CONCESSION AREA, current premises to be taken on by the CONCESSIONAIRE, under the physical-operational requirements it currently finds itself in, as well as on-site inspections of conditions, nature and appraisal of items and equipment required for executing the CONTRACT, shall submit, by August 19, 2021, an email to sima.concessoes@sp.gov.br with the subject reading “*Technical Visit | Cantareira and Alberto Löfgren Concession*,” including an attached PDF document describing the appointment and eligibility of the interested party’s representatives set to make the visit, along with proof of powers to represent the company.
 - 5.1.1. The sole purpose of the TECHNICAL VISIT is to allow interested parties to collect technical information they may deem to be convenient, thereby holding the GRANTING AUTHORITY entirely harmless for any potential lack of information raised during the TECHNICAL VISIT.
- 5.2. The list of interested parties who made the TECHNICAL VISIT, as well as representatives appointed by interested parties and their list of representatives, shall be kept confidential by the GRANTING AUTHORITY until the date of the PUBLIC SESSION.
- 5.3. Once the GRANTING AUTHORITY has been sent the electronic correspondence and all necessary requirements set forth hereunder have been met, an email shall be sent to the interested party to schedule a date and time for the TECHNICAL VISIT, which shall be overseen by STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, FF and INSTITUTO (INSTITUTE) staff members.
- 5.4. Regardless of whether the TECHNICAL VISIT takes place or not, the BIDDER is required to state, in accordance with the terms specified in item 5.11, that it is aware of the CONCESSION AREA’s current conditions and that it is fully capable of raising all information required to substantiate its PROPOSAL.
 - 5.4.1. BIDDERS shall not have the right to claim that they are unaware of the CONCESSION AREA’s technical conditions in order to justify losses, non-compliances, hindrances in performing the contract or to make compensation claims of any type whatsoever.
- 5.5. Interested parties shall be free to make as many visits as they deem necessary, always in the presence of STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, FF and/or INSTITUTO (INSTITUTE) representatives in case the grounds have restricted access to the general public. To this end, interested party-appointed representatives shall introduce themselves upon arriving at the location on the date and time to be defined according to the requirement foreseen hereunder.

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- 5.6. The TECHNICAL VISIT may be made by as many representatives as the interested party deems necessary, with said individuals to be included in the request, while taking into account the fact that certain visitations may not be possible due to technical reasons, as duly justified by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, and/or the FUNDAÇÃO FLORESTAL (FORESTRY FOUNDATION) and/or INSTITUTO (INSTITUTE).
- 5.7. At the moment of the TECHNICAL VISIT, each interested party is to bring along any technicians and experts it deems sufficient to gather all information it deems necessary, whereas any additional information or clarifications may not be requested from STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, FF and/or INSTITUTO (INSTITUTE) representatives. Any and all clarifications are to be made in writing by the interested parties or BIDDERS, pursuant to the method and within the deadline set forth under item 4.1 of the AUCTION NOTICE.
- 5.7.1. Transportation to TECHNICAL VISIT grounds is to be provided for by each interested party.
- 5.8. The TECHNICAL VISIT does not constitute a condition to participate in this BIDDING PROCESS.
- 5.9. The GRANTING AUTHORITY shall acknowledge that PROPOSALS to be submitted were drafted with all CONCESSION AREA requirements fully in mind, whereas the BIDDER may not claim any type of ignorance as an impeding element either for proper drafting of the PRICE PROPOSAL or for full compliance with the CONTRACT, in addition to requesting amendments to CONTRACT prices, deadlines, or conditions, or claiming any losses or compensation based on the grounds of insufficient data or information about it.
- 5.10. At the end of the TECHNICAL VISIT, the interested party shall be awarded a TECHNICAL VISIT certificate, pursuant to the template enclosed in ANNEX XV, which shall constitute the ENVELOPE containing the QUALIFICATION DOCUMENTS.
- 5.11. Any BIDDER who decides to waive its option to carry out the optional TECHNICAL VISIT shall submit, using the ENVELOPE containing the QUALIFICATION DOCUMENTS, a statement based on the template enclosed in ANNEX XV stating that it is aware that it had the option to make a TECHNICAL VISIT and visit the entire CONCESSION AREA grounds; however, due to risks and consequences involved and known, it chose instead to devise the PRICE PROPOSAL without carrying out said TECHNICAL VISIT that had been offered to it, under the terms of item 13.41, article X of this AUCTION NOTICE.

6. APPRAISAL CRITERION – HIGHEST FIXED GRANT PRICE

- 6.1. Before drafting their PRICE PROPOSAL, BIDDERS shall take into account the fact that to execute the purpose of the CONCESSION, the CONCESSIONAIRE is to pay FIXED GRANT, VARIABLE GRANT and INSPECTION FEE sums to the GRANTING AUTHORITY, notwithstanding any additional sums potentially owed, under the terms of the CONTRACT.
- 6.2. The appraisal criterion used for this BIDDING PROCESS is that of the highest FIXED GRANT price, with the winner being the BIDDER who, in compliance with the procedures and regulations hereunder, offers the highest sum as the FIXED GRANT due, which is to be paid by the GRANTEE as a condition for signing the CONTRACT, considering the minimum sum of R\$ 820,015.09 (eight hundred and twenty thousand, fifteen reais and nine cents), on the base date of April 2021.
- 6.3. Payment of the FIXED GRANT, whose price shall be the one offered by the WINNING BIDDER while considering the minimum amount set in item 6.2 as well as premiums included in its PRICE PROPOSAL, is a condition for signing the CONTRACT.
- 6.3.1. Sums due as VARIABLE GRANT amounts are to be paid according to the rules specified in the CONTRACT, and shall not be included in the PRICE PROPOSAL.

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7. REVENUE

- 7.1. Before drafting their PRICE PROPOSALS, BIDDERS shall take into account the fact that the future CONCESSIONAIRE shall have the right to charge CONCESSION AREA USERS, whether for TICKETS or for related products, features and services provided under the scope of the CONCESSION AREA, subject to the provisions of the CONTRACT draft and ANNEXES.
- 7.2. REVENUE collected by the CONCESSIONAIRE by any means whatsoever, in accordance with rules laid out in the contract, shall be considered for purposes of estimating sums due as the VARIABLE GRANT and INSPECTION FEE amounts, and which shall be defined in accordance with the rules set forth hereunder.
- 7.3. All information, studies, research, investigations, surveys, projects, spreadsheets and other documents or data related to the CONCESSION AREA and its operations, as made available by the GRANTING AUTHORITY, were undertaken and obtained for the sole purpose of being used as a baseline for estimations that evidence the CONCESSION'S economic-financial feasibility, thereby not entailing any kind of binding relationship or other effect from the standpoint of the GRANTING AUTHORITY's responsibility to any potential BIDDERS or to the future CONCESSIONAIRE, with a caveat made to exceptions expressly provided for under the CONTRACT.

CHAPTER II – BIDDING PROCESS RULES

8. CONDITIONS FOR PARTICIPATION

- 8.1. Corporations and other legal entities, Brazilian or non-Brazilian companies, whether individually or gathered together in a CONSORTIUM, and whose nature and purpose are attuned to their participation in the BIDDING PROCESS, are allowed to partake in the BIDDING PROCESS, provided they fulfill all terms and conditions of this AUCTION NOTICE.
- 8.2. All BIDDERS may, at their sole discretion, sign a brokerage agreement with the ACCREDITED BROKER, provided said procurement, in the event that BIDDERS choose to execute it, is compliant with the terms of ANNEX XVI.
- 8.3. Interested parties, whether separately or comprising a CONSORTIUM, may not participate in the TENDER:
 - I. if they are temporarily suspended from participating in tenders, as well as banned from transacting with the direct or indirect Administration of the State of São Paulo as a result of article 87, subsection III, and article 88 of Federal Law no. 8.666/1993, or article 7 of Federal Law no. 10.520/2002, or article 47 of Federal Law no. 12.462/2011;
 - II. if they have been deemed ineligible to bid or transact with any federative branch's PUBLIC ADMINISTRATION, as specified in article 87, subsection IV of Federal Law no. 8.666/1993;
 - III. if a ruling, by means of a final and unappealable sentence, has been issued to revoke their rights due to environmental crimes, as set forth under article 10 of Federal Law no. 9.605/1998;
 - IV. whose bankruptcy has been filed;
 - V. if they have a registered sanction which bans them from partaking in this BIDDING PROCESS or transaction, as recorded in records relating to article 22 of Federal Law no. 12.846/2013, and article 5 of State Decree no. 60.106/2014;
 - VI. if CADE's plenary sitting has ruled in favor of prohibiting them from participating in PUBLIC

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ADMINISTRATION tenders due to financial breaches committed, as per the terms of article 38, subsection II of Federal Law no. 12.529/2011;

- VII. if they are prohibited from transacting with the PUBLIC ADMINISTRATION due to sanctions enforcing restriction of rights resulting from environmental administrative breaches committed, under the terms of article 72, paragraph 8, subsection V of Federal Law no. 9.605/1998;
 - VIII. if they have been prohibited from transacting with Public Authorities for having been convicted for any acts of administrative improbity, pursuant to article 12 of Federal Law no. 8.429/1992;
 - IX. if the State of São Paulo Audit Court's Plenary sitting has deemed them ineligible to transact with the PUBLIC ADMINISTRATION, pursuant to the terms of article 108 of Complementary State Law no. 709/1993;
 - X. if they have been temporarily suspended, banned or deemed ineligible to bid or transact with the PUBLIC ADMINISTRATION due to non-compliance with the Information Access Law, pursuant to article 33, subsections IV and V of Federal Law no. 12.527/2011, and article 74, subsections IV and V of State Decree no. 58.952/20122; or
 - XI. if the GRANTING AUTHORITY has secured them, or by those subcontracted to devise studies used as a benchmark for devising this CONCESSION.
- 8.3.1. In case of a legal entity currently undergoing judicial or extrajudicial recovery proceedings, it shall be allowed to partake in the BIDDING PROCESS provided it evidences its economic-financial capacity during the qualification stage, as established in item 13.16.
- 8.4. Any individual who in the past six (6) months, effective the date of publication of the AUCTION NOTICE, has worked as a server or official of the agency/entity secured/responsible for the BIDDING PROCESS shall not be allowed to partake, whether directly or indirectly, in the BIDDING PROCESS, whereas any server or official of the agency/entity responsible for managing or overseeing the CONTRACT who in the previous 06 (six) months has undertaken any kind of duty relating to management, execution or decision-making of the CONTRACT may not participate, whether directly or indirectly, in the CONCESSIONAIRE's performance of the CONTRACT, as per the terms of article 9, subsection III, and paragraph 3 of Federal Law no. 8.666/1993.
- 8.4.1. For purposes of item 8.4 above, any and all instances of indirect participation shall be deemed any existence of documents proving that the individual mentioned therein acts as a legal representative, director, manager, partner, controller or technical officer, or who has any sort of legal, technical, business, economic, financial, labor or corporate tie with the BIDDER or to any company of the BIDDER's ECONOMIC GROUP.
- 8.4.2. For purposes of item 8.4 of this AUCTION NOTICE, the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FF and the INSTITUTO (INSTITUTE) and the Secretaria de Projetos, Orçamento e Gestão do Estado de São Paulo (State of São Paulo's Projects, Budget and Management Secretariat) shall be deemed the agency/entity secured/responsible for this BIDDING PROCESS, and for managing and overseeing the CONTRACT.
- 8.5. Non-Brazilian corporations or companies that do not operate in Brazil shall comply, to the extent possible, with the QUALIFICATION REQUIREMENTS by submitting equivalent documents authenticated by the Consulate General of Brazil in the Country of origin, and translated by a sworn translator, and shall additionally have legal representation in Brazil granted full powers to receive summons and service of process.
- 8.5.1. Non-Brazilian corporations originating from States that are Signatories to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents, enacted in

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Brazil through Federal Decree no. 8.660/2016, may replace the authentication requirement with the respective consulate referred to in item 8.5 above, by submitting the annotation addressed by articles 3 and 4 of said Convention. All documentation and respective annotations are to be translated by a sworn translator.

- 8.5.2. QUALIFICATION DOCUMENTS corresponding to those requested hereunder shall be submitted so as to enable a clear reading of their maturity date, enforceability and efficacy, whereas the BIDDER shall point out which item of the AUCTION NOTICE the document corresponds to.
- 8.5.3. In the event that there are no documents corresponding to those requested hereunder, the BIDDER shall submit a written statement notifying this, pursuant to the template enclosed in ANNEX XV.
- 8.5.4. Non-Brazilian corporations or companies that do not operate in Brazil shall produce a statement by which they agree, in order to participate in the BIDDING PROCESS, to be subject to the laws of the Federative Republic of Brazil, including the provisions of article 32, paragraph 4 of Federal Law no. 8.666/1993.
- 8.6. BIDDERS are responsible for assessing the requirements of the BIDDING PROCESS's purpose as well as all data and information on the CONCESSION, in addition to examining all instructions, conditions, requirements, laws, decrees, standards, specifications and regulations that apply to both the BIDDING PROCESS and the CONCESSION, and shall additionally bear their respective costs and expenses.
- 8.7. Corporations and/or companies comprising more than one CONSORTIUM, or individually and as a CONSORTIUM member, shall not be allowed to participate.
- 8.7.1. The restriction specified in item 8.7 above also applies to legal entities comprising the BIDDER's same ECONOMIC GROUP, which is to say that a company comprising the same ECONOMIC GROUP shall not be allowed to participate in different PROPOSALS.
- 8.8. Regarding CONSORTIUMS, the rules disclosed in this item are to be complied with, notwithstanding other rules provided for under the AUCTION NOTICE and the applicable legislation:
- I. disqualification of the PROPOSAL, or disability of any sort displayed by any consortium member, shall entail automatic disqualification of the PROPOSAL or disability of the CONSORTIUM;
 - II. there is no set maximum number of participants to constitute a CONSORTIUM;
 - III. inclusion, replacement, removal or exclusion of any consortium member shall not be admitted, nor shall amendments made to the ratio of consortium members' shares, or, still, replacement of the leader company until signing of the CONTRACT, at which time the contract's rules for any amendment made to the SPECIFIC PURPOSE COMPANY's shareholding structure are to be met;
 - IV. consortium members shall be jointly and severally be held accountable for any and all acts performed by the CONSORTIUM in this BIDDING PROCESS, until the CONCESSION CONTRACT is signed;
 - V. the CONSORTIUM may be established solely by non-Brazilian corporations and companies, without the participation of any Brazilian entity;
 - VI. regarding CONSORTIUMS made up of companies and/or other Brazilian and non-Brazilian companies, leadership shall obligatorily fall on the Brazilian company or entity, pursuant to the terms of article 33, paragraph 1 of Federal Law no. 8.666/1993.
- 8.9. Participation in this BIDDING PROCESS shall entail full and unconditional acceptance of all terms, conditions and provisions of this AUCTION NOTICE, as well as of the CONTRACT draft, ANNEXES and additional BIDDING PROCESS-related provisions, and may not be brought up for purposes of claiming

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any kind of lack of knowledge as an impeding element to properly devise the PRICE PROPOSAL or fully comply with the CONTRACT.

- 8.10. BIDDERS shall bear all costs related to devising and submitting PROPOSALS and to participating in the BIDDING PROCESS, whereas the GRANTING AUTHORITY shall not be liable, in any circumstance whatsoever, for said costs, irrespective of proceedings undertaken within the realm of the BIDDING PROCESS or their outcome.

9. ON GENERAL PROCEEDINGS

- 9.1. The INTERNATIONAL BIDDING PROCESS shall be conducted and appraised by the SPECIAL BIDDING PROCESS COMMISSION, whereas the B3 shall help run the BIDDING PROCESS and carry out corresponding activities, subject to the provisions of this Auction Notice.
- 9.2. BIDDERS shall be responsible for carrying out, at their own risk, all research and studies activities, in addition to developing projects to support the submission of their PROPOSALS.
- 9.3. For purposes of construing guidelines that might apply to the AUCTION NOTICE, any differences that may potentially arise while enforcing this AUCTION NOTICE shall be settled based on the provisions of the following documents, upholding the following order:
- I. AUCTION NOTICE;
 - II. CONTRACT;
 - III. ANNEXES; and
 - IV. ANNEX XVI.
- 9.4. The BIDDING PROCESS is to be conducted and appraised with its qualification and appraisal stages reversed, first assessing the PRICE PROPOSAL, ranking PRICE PROPOSALS, rendering, if applicable, the bidding stage, and thereafter, assessing the BID BOND and QUALIFICATION DOCUMENTS of the BIDDER who has offered the highest FIXED GRANT price while taking into account, if applicable, the bidding stage.
- 9.5. PRICE PROPOSALS shall be appraised before the BID BOND and the QUALIFICATION DOCUMENTS.
- 9.6. During the ranking stage, PRICE PROPOSALS are to be ranked in accordance with the criterion of the highest FIXED GRANT price offered.
- 9.7. Upon completion of the PRICE PROPOSAL stage, a ranking list shall be disclosed featuring the PRICE PROPOSAL list in descending order, whereas the winning PRICE PROPOSAL shall be that which, having met all the additional requirements of this AUCTION NOTICE, has offered the highest FIXED GRANT price, which shall be paid as a condition for signing the CONTRACT.
- 9.8. Should any BIDDER(s) have submitted PRICE PROPOSAL(S) with sum(s) corresponding to, or up to 20% (twenty percent) lower, than the highest PRICE PROPOSAL announced by the SPECIAL BIDDING COMMISSION, a bidding stage will take place among said BIDDERS.
- 9.8.1. In the event that the minimum number of 2 (two) BIDDERS is not reached for the bidding stage, and based on the criterion set forth under item 9.8, the BIDDER who submitted the highest PRICE PROPOSAL up until such time shall be announced as the best ranked BIDDER.

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- 9.9. Upon completion of any potential bidding stages, the PRICE PROPOSAL declared the winner shall be that which, having met all additional AUCTION NOTICE requirements, offers the highest FIXED GRANT price, which shall be paid as a condition for signing the CONTRACT.
- 9.10. The BIDDER's BID BOND deemed the best-ranked bid during, if applicable, the bidding stage shall be appraised after the SPECIAL BIDDING COMMISSION announces the best-ranked PRICE PROPOSAL. Failure to comply with AUCTION NOTICE requirements regarding submission of the BID BOND shall result in the BIDDER's disqualification.
- 9.11. The qualification stage shall consist in the appraisal of QUALIFICATION DOCUMENTS submitted by the best-ranked BIDDER and taking into account, if applicable, the bidding stage, as well as by the bidder who has submitted a valid BID BOND, so as to verify compliance with AUCTION NOTICE requirements.
- 9.12. The SPECIAL BIDDING PROCESS COMMISSION may, at all times during the BIDDING PROCESS, carry out all necessary procedures to clarify or add bidding instructions, and may additionally:
- 9.12.1. Request, at any time, that BIDDERS make clarifications to the BID BOND, PRICE PROPOSAL, bids made and/or QUALIFICATION DOCUMENTS submitted, thereby enabling formal or clerical errors to be rectified, or providing additional information missing, provided this missing information is submitted within 3 (three) working days, under risk of the PROPOSAL being disqualified or the BIDDER being disabled.
- 9.12.2. Extend AUCTION NOTICE deadlines in case of public interest or fortuitous or force majeure events, without, however, this entitling BIDDERS to claim any kind of compensation or reimbursement for costs and expenses incurred for any purposes whatsoever.
- 9.13. Any required procedures potentially undertaken by the SPECIAL BIDDING PROCESS COMMISSION may not lead to any requirements not originally provided for under this AUCTION NOTICE, in accordance with the provisions of article 40, paragraph 4, of State Law no. 6.544/1989.
- 9.14. In compliance with the form instrumentality rule concerning the ways and manner of increasing the number of bidders participating in the bidding process, formal errors or non-compliances shall not impact any BIDDER's ranking or qualification in the event that they can be effectively overcome by enforcing the procedures provided for under item 9.12.
- 9.14.1. Pursuant to the terms of article 40, paragraph 6, of State Law no. 6.544/1989, negligible clerical errors may be rectified by means of actions undertaken by the SPECIAL BIDDING PROCESS COMMISSION itself should there be no need to carry out the required procedures referred to in item 9.12.
- 9.15. Throughout the entire proceedings, B3 advisers may assist the SPECIAL BIDDING PROCESS COMMISSION should their assistance be called for.

10. ON HOW TO SUBMIT THE PRICE PROPOSAL, THE BID BOND, AND QUALIFICATION DOCUMENTS

- 10.1. All content related to PRICE PROPOSALS, BID BONDS and QUALIFICATION DOCUMENTS required in this BIDDING PROCESS shall be submitted in 3 (three) distinct, opaque, sealed and untampered ENVELOPES, signed on the envelope flap, and designated as follows.
- 10.1.1. All ENVELOPES shall be submitted together at the time set by the SPECIAL BIDDING PROCESS COMMISSION for delivery of ENVELOPES.

On submitting ENVELOPES

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I. ENVELOPE A – PRICE PROPOSAL:

ENVELOPE A – PRICE PROPOSAL

Auction Notice for International Bidding Process no. 01/2021 – Concession for use of the public asset concerning the territorial grounds comprising the *Parque Estadual da Cantareira* and the *Parque Estadual Alberto Löfgren* Conservation Units' perimeters.

[TRADE NAME OF BIDDER OR CORPORATE NAME OF CONSORTIUM, IN THIS CASE, SIGNALING THE LEADER COMPANY]

Address:

Telephone:

Email:

II. ENVELOPE B – BID BOND:

ENVELOPE B – BID BOND

Auction Notice for International Bidding Process no. 01/2021 – Concession for use of the public asset concerning the territorial grounds comprising the *Parque Estadual da Cantareira* and the *Parque Estadual Alberto Löfgren* Conservation Units' perimeters.

[TRADE NAME OF BIDDER OR CORPORATE NAME OF CONSORTIUM, IN THIS CASE, SIGNALING THE LEADER COMPANY]

Address:

Telephone:

Email:

III. ENVELOPE C – QUALIFICATION DOCUMENTS:

ENVELOPE C – QUALIFICATION DOCUMENTS

Auction Notice for International Bidding Process no. 01/2021 – Concession for use of the public asset concerning the territorial grounds comprising the *Parque Estadual da Cantareira* and the *Parque Estadual Alberto Löfgren* Conservation Units' perimeters.

TRADE NAME OF BIDDER OR CORPORATE NAME OF CONSORTIUM, IN THIS CASE, SIGNALING THE LEADER COMPANY]

Address:

Telephone:

Email:

10.2. All ENVELOPES to be submitted at the BIDDING PROCESS, as well as the contents thereof, after they are opened at the PUBLIC SESSION, may be signed by BIDDERS' ACCREDITED REPRESENTATIVES attending the PUBLIC SESSION, should they choose to do so.

10.3. Only ENVELOPES and ACCREDITATION ENVELOPES delivered straight to the SPECIAL BIDDING PROCESS COMMISSION shall be accepted, whereas delivery by mail or any other means of delivery shall not be admitted.

10.3.1. The SPECIAL BIDDING PROCESS COMMISSION shall receive ACCREDITATION DOCUMENTS on the outside of ENVELOPES, in accordance with the provisions of item 14.9 hereunder.

10.4. Accreditation of the BIDDER's representative shall not be a condition for acceptance of ENVELOPES by the SPECIAL BIDDING PROCESS COMMISSION, whereas envelopes delivered by any messenger shall be accepted, even if the messenger is not identified.

10.5. Receiving and opening ENVELOPES may be witnessed by any individual. Nevertheless, only duly accredited BIDDERS' representatives, pursuant to this AUCTION NOTICE, are allowed to undertake any kind of activity related to the PUBLIC SESSION, whereas interference by advisors, assistants or any

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other individual shall be prohibited.

- 10.6. Contents of each of the 3 (three) ENVELOPES shall be submitted in 2 (two) counterparts, both inside the ENVELOPE, including an opening statement, table of contents and closing statement for each ENVELOPE's full documentation, whereas one of the counterparts may be submitted as a non-certified copy.
- 10.7. Sheets are to be numbered in order, including separating sheets, catalogs, designs or related pages, if applicable, regardless of there being more than one volume per ENVELOPE, from the opening term to the closing term, so that the numbering of the last sheet of the last volume coincides with each ENVELOPE's sheet number.
- 10.8. If blank, back pages shall not be numbered under any circumstance whatsoever, and shall feature an inscription stating "blank".
 - 10.8.1. Non-blank back pages are to be numbered with the same number of the page's front, in addition to the word "overleaf".

On how to submit documents

- 10.9. Documents are to be submitted in their original copy or as copies notarized by the Notary Public, or as a non-certified copy submitted together with the original document for certification by a SPECIAL BIDDING PROCESS COMMISSION member.
 - 10.9.1. THE BID BOND shall be submitted in its original copy as well as in a notarized copy, except in cases of insurance-bond and government bonds issued digitally, in which case a printed copy of the digital copy shall be submitted, subject to the specific rules concerning the government bond contributions, as established in ANNEX XVI.
 - 10.9.2. An exception to the rule foreseen under item 10.9 of this AUCTION NOTICE shall apply to documents downloaded from the Internet, which may be submitted without being notarized, provided that, if applicable, they are sent together with a verification code enabling verification of their accuracy and/or the documents at hand state the place where they were issued, as the case may be.
 - 10.9.3. Excepting the event provided for under items 10.21 and 10.22, notarized signatures of signatories to BIDDING PROCESS documents shall be exempted, pursuant to the terms of State Decree no. 52.658/2008, whereas, in instances where notarized signatures are not stated, the signatory's original identity card is to be submitted, whether as a copy notarized by the Notary Public, or as a copy submitted along with the original document for certification by a SPECIAL BIDDING PROCESS COMMISSION member.
 - 10.9.4. Documents may be signed electronically, provided they are digitally certified, pursuant to the terms of paragraph 1 of article 10 of Provisional Decree no. 64.355/2019, and provided the documents include links or QR Codes for certification, or instead, an original digital is submitted in a pen drive.
- 10.10. At the BIDDER's discretion, the full documentation submitted in printed form may be sent along with a true copy in magnetic or electronic media, in standard PDF files (Adobe Acrobat).
 - 10.10.1. Submission in magnetic or electronic media, as set out in item 10.10 above, shall correspond to specific PEN-DRIVE for each ENVELOPE documentation, while additionally including the contents of the concerning ENVELOPE, properly sealed, opaque and untampered with.
 - 10.10.2. PEN-DRIVE(S) is/are to be labelled with the BIDDER's identification and, and a description of their contents.

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- 10.10.3. After each ENVELOPE is opened, PEN-DRIVE(S) is/are shall be included in the BIDDING PROCESS along with other printed documents submitted.
- 10.10.4. Should there be any differences between printed documents and those recorded in magnetic media, printed text shall take precedence.
- 10.10.5. Any lack of magnetic or electronic media document copies, potential recording errors or flaws in electronic media content shall not be deemed grounds to disqualify the PROPOSAL or disable the BIDDER.
- 10.11. All documents and certificates submitted in this BIDDING PROCESS are to be submitted within their respective validity terms.
 - 10.11.1. Any document submitted after the validity term has elapsed shall be deemed to be non-delivered, with the BIDDER bearing all consequences for the lack of documentation.
 - 10.11.2. With the exception of documents that are not subject to regular renewal, if applicable, documents that do not have a set term themselves, whether by law or under this AUCTION NOTICE, shall be deemed valid if they are issued up to 180 (one hundred and eighty) days prior to the actual date of delivery of documents and PROPOSALS.
- 10.12. All documents containing sums denoted in foreign currency, should the AUCTION NOTICE not prohibit them, shall have these sums converted into Brazilian currency (R\$) using the Central Bank of Brazil-published sales exchange rate (PTAX), the day immediately before the AUCTION NOTICE is published
- 10.13. For purposes of standardizing documentation submitted, it is recommended that templates enclosed in this AUCTION NOTICE be used.
- 10.14. The lack of any statement required by the BIDDER in this AUCTION NOTICE may be fulfilled by means of an official, written statement of equal content submitted by the BIDDER, to be delivered at the PUBLIC SESSION itself, for purposes of recording it in the session's minutes, or in any required procedures undertaken by the SPECIAL BIDDING PROCESS COMMISSION, pursuant to item 9.12 of this AUCTION NOTICE.
- 10.15. The PRICE PROPOSAL, BID BOND, QUALIFICATION DOCUMENTS and additional documents required and submitted in this BIDDING PROCESS are to be submitted in clear writing, without markings, erasures or fine print.
 - 10.15.1. In case of differences between numbers and their written form, the written form shall prevail.
- 10.16. Regarding any document consisting of a copy of the Official Gazette (DOE/SP) or of any other newspaper, said document is to be printed so as to be easily readable, as well as to be able to clearly make out its date, notebook and edition page where it was published.
- 10.17. At the end of each PUBLIC SESSION, all documentation submitted inside ENVELOPES shall be signed by at least two SPECIAL BIDDING PROCESS COMMISSION members, whereas ACCREDITED REPRESENTATIVES shall have the option to put their initials on the documents.
- 10.18. Minutes shall be drawn up for all PUBLIC SESSIONS held for receiving and opening envelopes, which shall be signed by SPECIAL BIDDING PROCESS COMMISSION members, whereas BIDDERS' ACCREDITED REPRESENTATIVES shall have the option to sign the documents.
 - 10.18.1. The SPECIAL BIDDING PROCESS COMMISSION may, at its sole discretion, close PUBLIC SESSIONS after receiving and/or opening ENVELOPES, proceeding to appraise PROPOSALS and documentation at the PUBLIC SESSION itself or afterwards, and may secure services of

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technical advisors to this end. The SPECIAL BIDDING PROCESS COMMISSION shall always make its decisions based on grounded reasons and in writing, attaching bidding process records to the concerning ruling and grounds.

- 10.18.2. Sealed envelopes may be withdrawn by BIDDERS within 30 (thirty) days following signing of the CONTRACT. Should they not be withdrawn within this 30 (thirty) day term, they shall be rendered useless, regardless of any notice or notification.
- 10.19. Errors in documents submitted by BIDDERS may be rectified in case they are able to be rectified within the 3 (three)-working day term specified in item 9.12.1, notwithstanding regular bidding process proceedings, in compliance with the principle of form instrumentality.
- 10.20. Changing the contents of any of the ENVELOPES shall lead to the BIDDER's disqualification.

On documentation to be submitted by non-Brazilian BIDDERS

- 10.21. To participate in the BIDDING PROCESS and pursuant to the terms of the applicable legislation, non-Brazilian BIDDERS who do not hold approvals to operate in Brazil shall be represented by an individual legally accredited and domiciled in Brazil, and with express powers, by means of a public or private power of attorney, with the signature notarized as authentic by a notary public or other entity, in accordance with the legislation that applies to the documents, to receive summons and service of process in Brazil, as well as to represent them during all stages of proceedings, conditions which shall be explicitly provided for under all documents submitted at the time of accreditation.
- 10.22. Non-Brazilian BIDDERS' documents shall be submitted as follows:
- I. PRICE PROPOSALS, as well as all correspondence, information and communications concerning BIDDING PROCESS proceedings, shall be written in Brazilian Portuguese, the official language of this BIDDING PROCESS, and its pricing shall be submitted in national currency (Brazilian Real);
 - a. All documentation submitted by non-Brazilian BIDDERS shall be understood and construed in accordance with said language.
 - b. Foreign-originated documents submitted in other languages shall be certified by a Country of origin's notary public, notarized by the Consulate General of Brazil in the Country of origin or, if the circumstances of item 8.5.1 apply, be sent as an annotation, as well as sent together with the concerning translation into Portuguese made by a sworn translator enrolled at any of Brazil's board of trades, except in the case of catalogues, publications, manuals, technical reports and related materials.
 - c. Foreign-originated Qualification Documents submitted in other languages, and not sent together with their respective sworn translation into Brazilian Portuguese shall be disregarded for evaluation and appraisal purposes.
- 10.22.1. Should any substantial difference between the document in the original language and its translation be raised by BIDDER, the SPECIAL BIDDING PROCESS COMMISSION may carry out required procedures to examine the effective contents of the document, with any BIDDER who has provenly submitted a different translation in order to gain any kind of advantage thereof being disqualified, notwithstanding execution of the BID BOND as well as the enforcement of all applicable civil, criminal and administrative sanctions.
- 10.22.2. Should any differences between the document in the original language and the translation be verified during the SPECIAL BIDDING PROCESS COMMISSION's required procedures, as well as during appraisal of potential appeals, the original text shall prevail.

11. ENVELOPE A – PRICE PROPOSAL

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- 11.1. The PRICE PROPOSAL is to be submitted as per item 10.2 of this AUCTION NOTICE, inside ENVELOPE A – PRICE PROPOSAL, and shall fulfill the conditions described in the following items.
- 11.2. The PRICE PROPOSAL shall be executed officially by means of the FIXED GRANT sum to be paid by the WINNING BIDDER as a condition for signing the CONTRACT, and with prices to be submitted in Brazilian Reais (R\$), so that the monetary expression of the offered amount designates, at most, with two decimal places separated by a comma, the total proposed amount in cents.
- 11.3. The PRICE PROPOSAL shall be compliant with the template enclosed in ANNEX XV.
- 11.4. Only PRICE PROPOSALS that cover the entirety of the purpose of this BIDDING PROCESS, including those submitted during any potential bidding stage, shall be considered, whereas the GRANTEE shall pay the offered amount as a condition for signing the CONTRACT, subject to the terms of this AUCTION NOTICE.
- 11.5. BIDDERS shall be aware that PRICE PROPOSALS, including those submitted during any potential bidding stage:
- I. are irrevocable, irreparable and absolute;
 - II. may not submit an amount lower than that of the minimum FIXED GRANT amount set forth hereunder, under risk of being disqualified;
 - III. shall be in effect for at least 180 (one hundred and eighty) days, effective its receipt by the SPECIAL BIDDING PROCESS COMMISSION, whereas all conditions are to be met during this time, which may be extended should the BIDDER and the SPECIAL BIDDING PROCESS COMMISSION agree as such;
 - IV. shall take into account (i) the CONCESSION AREA's physical and legal requirements and (II) all investments, costs, expenditures and taxes required to perform the purpose of the CONCESSION, subject to all requirements and rules set forth under the CONTRACT and ANNEXES;
 - V. shall take into account the duty to make VARIABLE GRANT and INSPECTION FEE payments, pursuant to the terms of the CONTRACT and ANNEX IV;
 - VI. shall take into account all risks taken on by the CONCESSIONAIRE throughout the CONCESSION TERM, as provided for under the CONTRACT;
 - VII. shall consider a 30 (thirty) year term for the CONCESSION, effective the date the PARTIES sign the TERM OF DELIVERY OF THE PUBLIC ASSET;
 - VIII. shall take into account the SPECIFIC PURPOSE COMPANY's paying in of capital stock requirement specified in ANNEX XII;
 - IX. shall account for all sums required for bearing CONTRACT-related administration fees and other charges, including payments due to the DEPOSITARY BANK in charge of running the restricted transaction CENTRALIZER ACCOUNT, in addition to arranging the cash flow taking place therein, in accordance with the rules of the CONTRACT and the terms of ANNEX X;
 - X. shall plan for the CONCESSIONAIRE's procurement of an INDEPENDENT RAPPORTEUR, as well as application of PERFORMANCE INDICATORS;
 - XI. shall take into account the fact that the BIDDER may need to invest its own funds in the SPECIFIC PURPOSE COMPANY, in addition to paying in all minimum capital stock;

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- XII. shall account for short and/or long-term funds, as the case may be, to be secured by the CONCESSIONAIRE, while taking into account the operation's or operations' main traits, such as interest rates, currency, grace periods and amortization, earnings, commissions and guarantees;
 - XIII. shall consider limitations available for issuing bonds, if applicable, while taking into account their main traits, such as type, sums, grace periods and amortization, earnings, interest rates, currency and placement, commissions and guarantees.
- 11.6. PRICE PROPOSALS shall be submitted on the base data of April 2021, whereas at the time of payment of the FIXED GRANT, sums shall be duly adjusted for inflation using the IPC/FIPE Consumer Price index.

Additional statements and corresponding documents to be submitted with the PRICE PROPOSAL enclosed in Envelope A – PRICE PROPOSAL

- 11.7. Along with the documentation to comprise ENVELOPE A – PRICE PROPOSAL, BIDDERS shall additionally submit the following statements:
- I. Statement whereby the BIDDER undertakes to carry out all investments and additional interventions required in order to enable operations, management and maintenance of the CONCESSION AREA, as well as undertaking to bear expenses, charges, expenditures and financial obligations referred to in the CONTRACT and ANNEXES.
 - II. Authorization statement to withhold the sum corresponding to the FIXED GRANT, pursuant to the terms of the CONTRACT.
 - III. Authorization statement to withhold the sum corresponding to the INSPECTION FEE, pursuant to the terms of the CONTRACT.

12. ENVELOPE B – BID BOND

- 12.1. To assure fulfillment of the obligation to sign a future agreement, as well as other duties taken on as a result of its participation in the BIDDING PROCESS, the BIDDER undertakes to provide a BID BOND corresponding to the minimum sum of R\$ 567,000.00 (five hundred and sixty-seven thousand reais), with a maturity date of 180 (one hundred and eighty) days effective the date scheduled for the PUBLIC SESSION, subject to items 12.8.1, 12.8.2 and 12.11 of this AUCTION NOTICE.
- 12.1.1. In case of a CONSORTIUM, the BID BOND may be provided by a sole legal entity comprising it, or split between consortium members, and shall ensure all duties taken on by all consortium members as a result of their participation in the BIDDING PROCESS.
- 12.2. At the BIDDER's discretion, the BID BOND may be provided as follows:
- I. Cash deposit;
 - II. Government bonds;
 - III. Insurance bond;
 - IV. Bank guarantee.
- 12.2.1. In insurance modalities in which BID BONDS are executed formally by submitting documents, said instruments shall not include exemptions of liability exceeding those foreseen under the current legislation, including SUSEP's regulations, which prevents the GRANTING AUTHORITY's execution under circumstances described hereunder as triggering its execution,

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with the provisions of ANNEX XVI additionally to be complied with.

12.2.2. The BID BOND shall be provided in favor of the GRANTING AUTHORITY, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, and duly inscribed under CNPJ/ME (Corporate Taxpayer Registration) no.56.089.790/0023-93, except strictly for events provided for under article I of item 12.3.

12.2.3. BIDDERS shall be fully responsible for certifying the existence and sufficiency of the BID BOND provided for purposes of this BIDDING PROCESS, whereas BIDDERS shall additionally submit all documentation required to this end, under risk of inefficacy in providing the bond as well any other applicable consequences, including the BIDDER's potential disqualification.

12.3 The BID BOND provided in Brazilian currency shall be:

- I. transferred to *Banco do Brasil*, Branch number 1897-X, Checking Account no. 8834-X, held by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT – *FED DO GABINETE DO SECRETARIO DA SIMA* (SIMA'S SECRETARY OFFICE's FED), CNPJ/ME (Global Taxpayer Registration) no. 13.885.885/0001-13, up to 24 hours (twenty-four hours) before the date set for receipt of the PROPOSALS, submitting, in ENVELOPE B – BID BOND, proof of deposit; or
- II. submitted in a FINANCIAL INSTITUTION-issued administrative check.

12.4 In case the BID BOND is represented as a Government Bond, it shall be provided with bonds' face value, and may not be encumbered with non-enforceability, inalienability, non-transferability or compulsory acquisition clauses.

12.4.1 Only Government Bonds listed in ANNEX XVI, issued in book-entry form, upon registration at a centralized liquidation and custody system approved by the Central Bank of Brazil, submitted along with proof of their current validity concerning liquidity and value, shall be admitted.

12.5 BID BONDS submitted as insurance bonds shall be issued by an insurance company authorized to operate in Brazil, under the terms of the legislation in force at the time of its submission, and shall be evidenced by submitting the insurance bond's policy, sent together with proof of premium payment, if applicable, in addition to:

- I. Certificate of Operational Status issued by the *Superintendência de Seguros Privados* (Superintendence of Private Insurance – SUSEP), on behalf of the insurer issuing the policy, whereas the policy shall comply with the provisions of SUSEP Memorandum no. 477/2013, in addition to the provisions of ANNEX XVI, and may not include any liability exemption clause for either the BIDDER or insurer, not even under special or specific requirements other than those arising out of legal or regulatory requirements;
- II. SUSEP-issued Certificate of Administrators on behalf of administrators that are signatories to the policy;
- III. Representation documents of administrators that are signatories to the policy; and
- IV. Articles of association that enable to verify the insurer's type of representation.

12.5.1 In case the BID BOND submitted as an insurance bond includes any clause that is in opposition to the provisions hereunder, including restrictive or liability exemption clauses, the BIDDER shall submit a statement, signed by the insurance company, notifying the enforceability of said clauses for the current BIDDING PROCESS, as well as the validity of the bond for all situations foreseen hereunder.

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- 12.5.2 Should the BIDDER choose the insurance bond modality, the requirements laid out in ANNEX XVI, under particular and/or special conditions, are to be met, whereas failure to adhere to said requirements shall only be admissible regarding adjustments needed to fulfill legal or regulatory requirements, as duly evidenced and reasoned.
- 12.6 BID BONDS submitted as bank guarantees shall be issued by a commercial, investment and/or multiple bank duly authorized to operate in Brazil, in accordance with Brazilian legislation and specific financial industry regulations, in compliance with ANNEX XVI, and shall additionally be submitted in its original copy together with the proof of the power of attorney for the individual in charge of signing the document.
- 12.6.1. Banking institutions issuing the bank guarantees shall have Embratel's EMVIA system in place to allow the B3's validation of the document's accuracy.
- 12.7. Submission of documents evidencing the power of attorney for individuals in charge of signing bank guarantees and the Performance Bond shall not be required as long as institutions referenced in item 12.6.1 above are currently registered with the B3 as issuers of guarantees.
- 12.8. The GRANTEE's BID BOND shall be returned following signing of the CONTRACT and submission of the CONTRACT's PERFORMANCE BOND.
- 12.8.1. Should the BID BOND's term expire after the GRANTEE is summoned to sign the CONTRACT, the GRANTEE undertakes to renew it, should it be called upon to do so.
- 12.8.2. Should the BID BOND's term expire before the circumstance provided for under item 12.8.1 above, the GRANTEE, should it be interested in securing it, undertakes to renew the BID BOND, should it be called upon to do so.
- 12.9. The remaining BIDDERS' BID BONDS shall be returned within 15 (fifteen) days, effective the date the GRANTEE signs the CONTRACT.
- 12.10. In the event that the CONTRACT remains unsigned, the BID BOND shall be returned within 45 (forty-five) days, effective the date in which the BIDDING PROCESS's end was formally executed, excepting situations that entail its execution.
- 12.11. In case the events described in items 12.8 and 12.9 exceed the BID BOND's 180 (one hundred and eighty)-day term provided for under item 12.1, BIDDERS still interested in continuing in the BIDDING PROCESS shall, whether spontaneously or upon required to do so, submit supporting documents for its renewal at the BIDDER'S expense, whereas BIDDERS who fail to prove renewal of the BID BOND shall be disqualified from the BIDDING PROCESS when requested to do so, with penalties specified in item 12.12 not being applicable to said BIDDER.
- 12.11.1. Upholding the BIDDER's QUALIFICATION REQUIREMENTS shall be conditioned to regular renewal of the respective BID BOND, under the terms of item 12.11 above.
- 12.11.2. In case of renewal, the BID BOND sum shall be adjusted for inflation using the IPC/FIPE Consumer Price index variation, applying to the term ranging from the date of delivery of ENVELOPES, until the last index officially published prior to the BID BOND's renewal.
- 12.12. Should the BIDDER engage in any of the acts listed below, a fine in the full sum foreseen under item 12.1 shall be applied after regular administrative proceedings are held, as set forth under State Law no. 10.177/1998:
- I. if it requests removal of its PRICE PROPOSAL while it is still in force;
 - II. if it submits documents or information known to be false or, still, if it conceals information deemed

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relevant for purposes of this BIDDING PROCESS, which shall be deemed any and all information relating to QUALIFICATION REQUIREMENTS for participating in the BIDDING PROCESS, and submission of the PRICE PROPOSAL, under the terms hereunder;

- III. in case it is the GRANTEE, if it fails to fulfill the conditions or submit required documents for this procurement within the set deadlines;
 - IV. if it fails to keep the BID BOND in the conditions specified hereunder;
 - V. in case it is the GRANTEE, if it fails to make the FIXED GRANT payment, under the terms of item 6.3;
 - VI. in case it is the GRANTEE, if it fails to sign the CONTRACT within the deadline specified in the notice of participation, whether due to lack of fulfillment with pre-contractual provisions or due to withdrawal;
 - VII. if it commits any act(s) with the intent of preventing the purposes of the bidding process, or which allow for its delay;
 - VIII. if it commits any act that deems it to be ineligible to transact with the PUBLIC ADMINISTRATION; and
 - IX. In case it is the GRANTEE, if it defaults with its payment obligations to the B3, under the terms and deadlines provided for under this AUCTION NOTICE and the B3 PROCEDURES MANUAL.
- 12.13. The BID BOND shall also ensure payment, after regular administrative proceedings provided for under State Law no. 10.177/1998, of fines and penalties, subject to the highest BID BOND amount set out in item 12.1, and compensations owed by the BIDDER to the GRANTING AUTHORITY due to BIDDERS' full or partial breach of duties taken on by them as a result of participating in the BIDDING PROCESS, in which case the amount shall be opportunely determined in accordance with losses incurred and the severity of the BIDDER's conduct.
- 12.14. The BID BOND provided in any of the types specified in this AUCTION NOTICE may not feature any clause excluding liabilities incurred by the BIDDER and/or by issuers with regard to their participation in this BIDDING PROCESS, other than those expressly provided for by law or in the current regulations, particularly in SUSEP Memorandum no. 477/2013, in case of insurance bond, and shall additionally comply with the regulations set forth under the B3 PROCEDURES MANUAL.
- 12.15. THE BID BOND is to cover all facts that occurred throughout the bond's term, regardless of any undeniable court ruling provided for otherwise under the legislation or regulations, even if the risk uninsured is notified by the GRANTING AUTHORITY after the end of the bond's term, as provided for under the BID BOND offered as an insurance bond in article 12, paragraph 4, of SUSEP Memorandum no. 477/2013.
- 12.16. The GRANTING AUTHORITY shall be designated as the sole beneficiary of any contractual instruments that execute the BID BOND, which may be executed in any of the circumstances described hereunder.
- 12.16.1. Amendments made to the terms and conditions of the GRANTING AUTHORITY-submitted BID BOND are prohibited, except upon explicit and prior consent given by the latter upon its renewal, or for purposes of recovering its economic value and enforceability conditions.
 - 12.16.2. Any BIDDER who fails to submit, or whose BID BOND is rejected, by the SPECIAL BIDDING PROCESS COMMISSION shall be deemed to be disqualified.

13. ENVELOPE C – QUALIFICATION DOCUMENTS

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- 13.1. BIDDERS shall submit documentation proving their LEGAL QUALIFICATION, TAX AND LABOR COMPLIANCE, ECONOMIC-FINANCIAL CAPACITY and TECHNICAL CAPACITY, under the terms of this AUCTION NOTICE.
- 13.2. In case of a CONSORTIUM, each consortium member is to individually comply with all requirements concerning LEGAL QUALIFICATION, TAX AND LABOR COMPLIANCE and ECONOMIC-FINANCIAL CAPACITY, except as stated in item 13.20 hereunder.
- 13.3. Regarding CONSORTIUMS, TECHNICAL CAPACITY requirements shall be fulfilled by means of any of its consortium members, whether individually or with all certificates gathered together, if applicable.
- 13.4. BIDDERS shall be disqualified for the following things upon delivering QUALIFICATION DOCUMENTS:
 - I. failure to fulfill all conditions set forth under the current AUCTION NOTICE;
 - II. failure to fulfill all conditions for participation foreseen under item 8 hereunder;
 - III. submitting a false or invalid document at the time the PUBLIC SESSION was held to receive ENVELOPES, notwithstanding the enforcement of applicable administrative, civil and criminal sanctions.

A. LEGAL QUALIFICATION

- 13.5. Documents listed in the subsections below are to be submitted either by the individual BIDDER or by each CONSORTIUM member.
 - I. Consolidated partnership agreements, articles of incorporation or bylaws in force, pursuant to the last amendment filed at the Board of Trade, or with a competent registry office, in addition to documents proving eligibility to partake in the bidding process, if so required by partnership agreements, articles of incorporation or bylaws. If the latest amendment made to the bylaws/articles of incorporation fails to consolidate the provisions of the bylaws/articles of incorporation in force, previous amendments that feature these provisions shall also be submitted;
 - II. in the case of joint stock and limited liability companies, proof of election/appointment of BIDDERS' administrators in office filed with the Board of Trade or with a competent notary's office, according to the applicable law;
 - III. Authorization decree, in the event that it is a non-Brazilian company or corporation operating in the country, as well as the registration deed or authorization to operate duly issued by the competent body, should the activity call for it;
 - IV. if the BIDDER is an investment fund, it shall submit the following documents:
 - a. proof of the investment fund's registration with the *Comissão de Valores Mobiliários*;
 - b. articles of incorporation with the last amendment filed with the competent body;
 - c. regulations and amendments, if any, duly registered with the Notary's Office or with the *Comissão de Valores Mobiliários*, in accordance with the terms of Circular Letter no. 12/2019/CVM/SIN;
 - d. proof of the administrator's registration and, if applicable, of the investment fund manager with the *Comissão de Valores Mobiliários*;
 - e. proof of election of the administrator's representatives;

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- f. proof that the investment fund is duly authorized by its shareholders to partake in the tender, by means of authorization provided by the fund's investment policy described in its regulations, and that its administrator is authorized to represent it in all acts and for all purposes of the BIDDING PROCESS, while taking on, on behalf of the investment fund, all obligations and rights arising thereof; and
 - g. proof that the fund and its administrator and/or management company are not currently under court or out of court-supervised judicial liquidation proceedings, financial restructuring, bankruptcy or any other pre-bankruptcy proceedings, by submitting certificates issued by the Central Bank of Brazil or by its headquarters' distributor notary(s) office, as the case may be.
- V. if the BIDDER is an open or closed entity of supplementary pensions, it shall submit, in addition to documents specified in items I to IV, where applicable, the minutes that elected its current administration, regulations currently in force, proof of express and specific authorization concerning its incorporation and operations issued by the competent regulatory agency, and statement/certificate proving that plans and benefits it administers are not currently under liquidation or intervention by the regulatory agency.
- VI. if the BIDDER is a financial institution, it shall submit, in addition to documents specified in items I to IV, where applicable, proof of express and specific authorization concerning its incorporation and operations, issued by the industry's regulating agency, as well as proof of ratification of the election of its administrators.
- 13.6. Consortium members are to submit proof of public or private undertaking regarding constitution of the CONSORTIUM, which is to be signed by all consortium members and include at least the following information:
- I. the CONSORTIUM's corporate name;
 - I. CONSORTIUM members' qualifications;
 - II. The CONSORTIUM's organizational structure and goals, more specifically the stake that consortium members hold in the current BIDDING PROCESS, and should they be awarded the concession, establishing a SPECIFIC PURPOSE COMPANY in accordance with Brazilian laws, as a corporation with its headquarters and administration in Brazil, in the State of Sao Paulo;
 - III. The CONSORTIUM's framework, signaling the percentage stake of each consortium member;
 - IV. designation of the CONSORTIUM's leader company;
 - V. undertaking by consortium members whereby they shall answer jointly and severally for all requirements of the invitation document to the bidding process, as well as for all deeds undertaken by the CONSORTIUM, until the CONTRACT is signed;
 - VI. term defined up to the SPECIFIC PURPOSE COMPANY's establishment date;
 - VII. proxy assigning to the consortium leader company express, irreversible and irrevocable powers to be the CONSORTIUM's sole legal representative with the SPECIAL BIDDING PROCESS COMMISSION and the GRANTING AUTHORITY, with full powers to receive notifications, subpoenas and summons concerning any and all BIDDING PROCESS or CONTRACT-related matters, as well as agreeing to conditions, making settlements, appealing and withdrawing from appealing, undertaking to sign, on behalf of the CONSORTIUM, any papers and documents related to the purpose of the BIDDING PROCESS.
- 13.6.1. The proxy mentioned in item 13.6, subsection VIII, may be submitted in the undertaking itself to

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establish the CONSORTIUM, or by means of a separate document.

- 13.7. In case of a CONSORTIUM, statements required hereunder may be signed by the leader company on behalf of the CONSORTIUM, subject to the provisions of subsection VIII of item 13.6.
- 13.8. Both BIDDERS and all companies comprising the CONSORTIUM are to submit an organizational chart describing their CONTROLLING framework, while signaling events that constitute CONTROLLING power up to the level of individuals, and subject to, where applicable, article 8 of *RFB (Receita Federal do Brasil)* Normative Ruling no. 1.863 of December 27, 2018, except only for instances where, as a consequence of legal or regulatory bans in place, they are unable to submit the requested information.
- 13.8.1. For BIDDERS established as investment funds, fulfillment of the provisions of item 13.8 above shall take into account the existence of other majority shareholders, or of an agency and its respective members empowered to influence the end results of the fund, holders of powers akin to those referred to in Federal Law no. 6.404/1976, for purposes of distinguishing the controlling shareholder.

B. TAX AND LABOR COMPLIANCE

- 13.9. Individual BIDDERS or each CONSORTIUM member are to submit the following documents:
- I. Proof of registration with the Ministry of Economy's Cadastro Nacional de Pessoas Jurídicas (Ministry of Economy's National Registry of Legal Entities - CNPJ);
 - II. Proof of registration with the Cadastro de Contribuintes Estadual (Municipal State and Municipal Individual Taxpayer Registries), if applicable, for the BIDDER's registered offices or headquarters or, in case of a CONSORTIUM, of the consortium member, with regard to its field of activity and attuned to the contract's purpose, or statement signed by the BIDDER stating that the activity undertaken is not conditioned to registration with State and/or Municipal Individual Taxpayer Registries;
 - III. Certificate of good standing, or liability certificate with negative effects, concerning debts related to Federal Tax Credits and Active Federal Debt;
 - IV. Tax debit clearance certificate for the *Imposto sobre Circulação de Mercadorias e Serviços* (State Tax on Goods and Services – ICMS), at the State Treasury Office, registered as active debt at BIDDERS' registered offices or headquarters or, in case of a CONSORTIUM, of the consortium member, concerning the BIDDER's registered offices or headquarters;
 - V. Tax debit clearance certificate for the *Serviços de Qualquer Natureza* (Municipal Service Tax – ISS), with the Municipal Treasury Office, registered as active debt, concerning the BIDDER's registered offices or headquarters or, in case of a CONSORTIUM, the consortium member, with regard to its field of activity and attuned to the contract's purpose;
 - VI. Certificate of good standing with the Fundo de Garantia de Tempo de Serviço (Government Severance Indemnity Fund - FGTS); and
 - VII. Liability clearance certificate with the Labor Court, upon submission of a *Certidão Negativa ou Positiva com Efeitos de Negativa de Débitos Trabalhistas* (Liability Certificate with Clearance Effects – CNDT), under the terms of Title VII-A of the Consolidation of Labor Laws.
- 13.10. All of the above mentioned certificates shall be valid throughout the entire term.
- 13.11. In the event that certificates submitted fail to include a term, only those issued up to 180 (one hundred and eighty) days before the date of their submission shall be accepted, unless this AUCTION NOTICE provides for another deadline.

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13.12. Should any certificate submitted in accordance with item 13.9 of this AUCTION NOTICE signal active debts, or if these certificates fail to signal the updated debt(s) status, it shall then submit a proof of settlement and/or certificates designating the updated status of lawsuits and/or administrative proceedings listed, and dated no later than 90 (ninety) days prior to the final date for receiving the ENVELOPES.

13.12.1. Documents listed in item 13.12 above are not to replace, under any circumstance whatsoever, the requirement to submit certificates listed in item 13.9, and are aimed at allowing the SPECIAL BIDDING PROCESS COMMISSION to verify the BIDDER's potential tax compliance standing, or that of a CONSORTIUM member, irrespective of the amount stated in the certificate should it be proven that the tax was paid for or its enforceability was suspended.

13.13. Certificate request receipts shall not be accepted.

C. ECONOMIC-FINANCIAL CAPACITY

13.14. Individual BIDDERS or each CONSORTIUM member are to submit the following documents:

- I. in case of a Business Company, they shall submit a Bankruptcy, Receivership and Judicial Recovery Certificate Request or Extrajudicial Recovery Certificate Request issued by the Distribuidor Judicial da Comarca (District Distributor Notary - Civil Courts) of the city where the company is headquartered, with a maximum 180 (one hundred and eighty) day-term prior to its delivery date,
- II. in case of a Civil Association, a certificate issued by the Distribuidor Judicial das Varas Cíveis da Comarca (Civil Court Distributor Notary of the District) where the company is headquartered concerning Foreclosure, and dated, at most, up to 180 (one hundred and eighty) days prior to the date of its delivery;
- III. balance sheets and financial statements of the last fiscal year, already due and submitted pursuant to the legislation, or opening balance sheets, for BIDDERS or consortium members who started their activities in the current year, whereas replacing these with trial balances or provisional balances shall be prohibited under any circumstance. The following shall be due pursuant to the legislation;
 - a. limited liability companies shall only submit balance sheets approved at the general assembly or in shareholders' meeting or, as the case may be, by means of a written ruling issued in conjunction with all its partners, pursuant to civil law and the partnership agreement;
 - b. limited corporations shall submit approved and published balance sheets, in accordance with the provisions of Federal Law no. 6.404/1976; and
 - c. open limited companies shall submit balance sheets that have been approved, published and audited by an independent auditor.
- IV. for purposes of complying with item III above, non-Brazilian companies are to submit all required documentation along with an evaluation made by independent auditors. Companies shall submit financial statements (balance sheet and income statement) certified by an accountant duly registered with the competent professional body, in the event that its country of origin does not require auditing

13.14.1. In instances where the BIDDER is subject to the SPED - Sistema Público de Escrituração Contábil (Public Digital Bookkeeping System), and for purposes of complying with subsection III of item 13.14 above, the balance sheet and financial statements shall be submitted along with: (I) an SPED-issued delivery receipt of the certified Escrituração Contábil Digital (Digital Accounting Invoice – ECD) in force at the date of its submission to the SPECIAL BIDDING

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PROCESS COMMISSION, in addition to, as the case may be, submitted together with the Termo de Verificação para Fins de Substituição (Verification Term for Replacement Purposes) required by RFB Normative Ruling no. 1.774 of December 22, 2017; and (II) digital signature certificates of ledgers by the manager in charge and by an eligible and duly registered accountant with the Conselho Regional de Contabilidade (Regional Accounting Council – CRC), proving its compliance with the concerning council.

- 13.15. In case there are any lawsuits filed across any of the modalities listed in subsections I and II of item 13.14 above, the BIDDER shall submit an updated certificate evidencing the current status of proceedings.
- 13.16. Using the balance sheet specified in item 13.14, subsections III and IV, the BIDDER shall prove that, at the closing date of the fiscal year signaled in the balance sheet, it held a net equity of at least R\$ 2,800,000.00 (two million and eight hundred thousand reais), subject to the specific rules laid out in item 13.20 for CONSORTIUMS, and in items 13.21 and 13.22 for open or closed supplementary pension and investment fund companies.
- 13.17. If the BIDDER is currently undergoing legal or extrajudicial recovery proceedings, approval of the judicial recovery plan or ratification of the extrajudicial recovery plan shall be proven, according to each case.
- 13.18. Financial statements shall be signed by administrators and by a legally qualified accountant, whereas the BIDDER shall submit all documents required for the SPECIAL BIDDING PROCESS COMMISSION to verify this status.
- 13.19. If the BIDDER, or the CONSORTIUM member, is an affiliate/branch, it shall submit the parent company's consolidated balance sheet.
- 13.20. The net equity to be considered for the CONSORTIUM's ECONOMIC-FINANCIAL CAPACITY shall be attained by adding each consortium member's net equity, proportional to their respective stakes. Any of the following situations shall enable fulfillment of the qualification requirement.
 - I. whenever the minimum net equity foreseen under item 13.16 hereunder is met by adding the product of the multiplication of each consortium member's net equity to the percentage interest it holds in the CONSORTIUM; or
 - II. whenever the individual net equity of each consortium member is equal to, or greater than, the percentage of its stake in the CONSORTIUM, multiplied by the sum of the minimum net equity specified in item 13.16 hereunder.
- 13.21. Regarding open or closed supplementary pension companies, proof of equity, pursuant to current legal norms, shall be attained by adding the sum of Current Liabilities of Actuarial Receivables to Reserves and Funds.
- 13.22. Regarding private equity investment funds, the standard set under item 13.16, for purposes of ECONOMIC-FINANCIAL CAPACITY, may be proven:
 - I. through the investment fund's net equity appraised in its balance sheet or as designated in the last Quarterly Report sent to the Comissão de Valores Mobiliários (Securities and Exchange Commission - CVM);
 - II. through the investment fund's total subscribed capital sum as designated in the last Quarterly Report sent to the Comissão de Valores Mobiliários (Securities and Exchange Commission - CVM); and/or
 - III. through proof of investment undertakings signed after the last Quarterly Report was sent to the *Comissão de Valores Mobiliários*;

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- 13.23. Sums denoted in foreign currencies by BIDDERS shall be converted into Reais (R\$) for purposes of proving net equity, after applying a sales commercial exchange rate disclosed by the Central Bank of Brazil (PTAX800) referring to the closing date of the fiscal year designated in the balance sheet.

D. TECHNICAL CAPACITY

- 13.24. To prove their TECHNICAL CAPACITY, individual BIDDERS or the CONSORTIUM shall prove they are eligible to undertake a relevant and compatible activity sharing common traits, quantities and deadlines as those applying to the purpose of the BIDDING PROCESS, by submitting a certificate or certificates of technical capacity on behalf of the BIDDER, or instead, of any individual associated with it, duly registered with the competent trade body, if applicable, and issued by a private legal entity or entities, or by a regulatory and/or inspection agency, proving it has at least 12 (twelve) months' prior experience managing or administering public or private touristic, commercial or recreational enterprises, such as, but not limited to, Touristic or Environmental Parks, Arenas, Stadia, Hotels, Airports, Highways and Shopping Malls with an annual intake of at least 45,000 (forty-five thousand) visitors.
- 13.24.1. To prove compliance with the requirements set out in item 13.24 hereunder, the overall number of certificates gathered together shall be admitted, provided at least one of them successfully proves participation in managing/administering enterprises with similar traits as those defined hereunder, and which have a proven annual intake of at least 50% (fifty percent) of visitors.
- 13.24.2. Confirmation required in item 13.24 is to uphold the provisions of item 13.30 and onwards should it be on behalf of the individual associated with the BIDDER.
- 13.24.3. Regarding BIDDERS established as investment funds, proof of their managing company's TECHNICAL CAPACITY shall be admitted, in which case said managing company's capacity is to be duly proven in the documentation enclosed in the ENVELOPE delivered to the SPECIAL BIDDING PROCESS COMMISSION.
- 13.24.4. In case of a CONSORTIUM, and for TECHNICAL CAPACITY purposes, the overall number of certificates from one or more of its members shall be admitted, subject to the provisions of item 13.24.1.
- 13.25. Pursuant to item 13.24, the following shall be deemed the responsible individual or company:
- I. the individual directly in charge of undertaking the enterprise's management or administration;
 - II. the consortium member holding a stake of at least 10% (ten percent) in the consortium responsible for undertaking the enterprise's management/administration;
 - III. the responsible company's shareholder holding an equity stake of at least 10% (ten percent); or
 - IV. a participant in the enterprise's management/administration which, by any other means whatsoever, has a position that grants it decision-making power in the enterprise's management/administration.
- 13.26. Documents like contracts, letters or financial institution, regulatory agency or granting authority-issued statements, as the case may be, shall be deemed equivalent to certificates, in addition to audited financial statements of enterprises undertaken, or other documents necessary for purposes of verifying the level of experience required in item 13.24.
- 13.27. For purposes of standardizing information, it is recommended that certifications or eligibility certificates include, though not being restricted to them, the following information, or are sent along with them:

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- I. purpose;
 - II. attributes of activities and services rendered;
 - III. overall cost of the enterprise as well as the BIDDER's equity stake;
 - IV. start and end dates for undertaking activities and services;
 - V. start and end dates of the company's participation in the CONSORTIUM, in instances where the certificate has been issued on behalf of the consortium;
 - VI. description of activities carried out in the CONSORTIUM, in instances where the certificate has been issued on behalf of the consortium;
 - VII. location where activities and services are rendered;
 - VIII. issuer's trade name; and
 - IX. signatory's name and identification.
- 13.28. Certificates may apply to contracts still in progress, provided the total intended quantity and technical attributes of the already fulfilled purpose are attuned to the purpose of this BIDDING PROCESS, and provided the minimum 12 (twelve) month execution term defined in item 13.24 is upheld.
- 13.29. Notwithstanding the provisions of item 13.26, documents and certificates are to be issued by public or private associations who have secured the purpose of the concession, and submitted in the presenting party's letterhead identifying its legal representative and including its contact information for potential notifications sent by the SPECIAL BIDDING PROCESS COMMISSION, in addition to being registered with boards regulating said professions, should the activity require so.
- 13.30. Technical responsibility certificates shall only be accepted if the duly qualified professional is associated with the BIDDER at the end of the date scheduled for delivery of the ENVELOPES.
- 13.31. Proof of the aforementioned association can be verified by means of articles of incorporation, employment registration book stamp, employee file, employment contract or contract for providing technical assistance services.
- 13.32. Said association can additionally be verified by sending a letter or agreement of intent undersigned by the BIDDER and the duly qualified professional, stating that should the BIDDER be announced as the winner, it shall take on the obligation of participating in the CONCESSION by means of any of the types of association set out in item 13.31 above.
- 13.33. Personnel holding TECHNICAL CAPACITY certificates who are introduced by BIDDERS can be replaced during the CONCESSION TERM, subject to the rules of this CONTRACT.
- 13.34. The level of experience required hereunder may also be verified by means of certificates issued on behalf of the affiliated, controlling or associated company and/or companies under the BIDDER's common CONTROL, whether directly or indirectly, and of a non-Brazilian parent company of a Brazilian branch, provided the circumstance (of affiliated, controlling or associated company and/or companies under common CONTROL, whether directly or indirectly, and of a non-Brazilian parent company of a Brazilian branch) is duly proven, and in place on a date prior to the publication of this AUCTION NOTICE.
- 13.34.1. The relationship between the BIDDER and the company producing the documents verifying the experience required under item 13.24 of this AUCTION NOTICE shall be established by delivering (I) an organizational flowchart of the ECONOMIC GROUP showing the corporate

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relationship(s) between the BIDDER and the company holding the corroborating documents; and (II) corporate documents, as established under the applicable legislation, supporting the corporate relationship shown in said organizational flowchart, such as articles of incorporation, by-laws, share registration books (including book shares), share transfer records (including book shares) and shareholders' agreements and quotaholders' agreements.

- 13.35. In the event provided for under item 13.34, the BIDDER shall prove that the company holding the certificate does not incur in any of the restrictions for participating in the BIDDING PROCESS specified in item 8 hereunder, and records listed in item 14.2 shall be verified, whereas the clearance certificate referred to in item 13.14 shall be submitted, in addition to documents provided for under item 13.9.
- 13.36. In case of corporate changes and company mergers, acquisitions or spin-offs, certificates shall only be considered if sent together with documentary and unequivocal proof of the definitive transfer of the affidavit of technical certification, except if the case also falls under the scope of item 13.34, in which case requirements therein shall apply.
- 13.37. Certificates other than those stemming from the aforementioned corporate circumstances shall not be deemed valid.
- 13.38. The accuracy of certificates and their information may be verified by carrying out required procedures. In case the accuracy of information concerning the TECHNICAL CAPACITY cannot be verified, the BIDDER shall be disqualified, as well as being subject to the penalties provided for hereunder.
- 13.39. Should the minimum contents provided for under item 13.27 fail to be included in the concerning certificate(s), missing information may, if necessary, be verified by other documents, including, if applicable, by a statement issued by the BIDDER itself, whereas the SPECIAL BIDDING PROCESS COMMISSION, if deemed applicable and necessary for purposes of evaluating the TECHNICAL CAPACITY, may take all required procedures to make sure that the information is accurate.
- 13.40. To prove the TECHNICAL CAPACITY, certifications may also be issued on behalf of the BIDDER or by statements made by the BIDDER itself, should they concern their own enterprises, and which are to be submitted along with documents needed to verify their accuracy.
- 13.41. BIDDERS shall submit all information concerning certificates submitted in a clear and unequivocal way, thus encompassing information referred to in item 13.2, and shall additionally, for purposes of complementing any other information required, attach other supporting documents, such as: copies of the contract referred to in the certificate; service orders and/or any other deemed relevant.
- 13.42. Under no circumstance whatsoever shall documents listed in item 13.41 above be allowed to replace certificates.
- 13.43. In compliance with the form instrumentality rule, and aimed at allowing an increasing number of bidders to partake in the tender, formal errors or non-compliances shall not impact any BIDDER's ranking should it be possible to verify the TECHNICAL CAPACITY provided for hereunder.

E. STATEMENTS

- 13.44. Documents listed below are to be submitted undersigned by BIDDERS' legal representatives, along with all remaining QUALIFICATION DOCUMENTS:
 - I. Certificate of good standing issued by the *Secretaria Especial de Previdência e Trabalho* (State Department for Social Security and Labor), in compliance with the provisions of article 7, subsection XXXIII of the Federal Constitution, pursuant to the template enclosed in ANNEX XV hereunder;

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- II. Statement that the BIDDER is not currently undergoing (a) bankruptcy; (b) judicial or extrajudicial liquidation; (c) insolvency; (d) temporary bankruptcy management or (e) intervention proceedings, according to the template enclosed in ANNEX XV hereunder;
- III. Statement clearing any ban to participate in the BIDDING PROCESS, according to the template enclosed in ANNEX XV of this AUCTION NOTICE, stating that:
 - a. it has not been declared ineligible by any federative level of government, and is therefore not prohibited from bidding or transacting with the PUBLIC ADMINISTRATION for inclusion in the *Cadastro Nacional de Empresas Punidas* (National Registry of Punished Companies – CNEP) and the *Cadastro Nacional de Empresas Inidôneas e Suspensas* (National Registry of Ineligible and Suspended Companies – CEIS), both pertaining to the Federal Government, as well as in the State of São Paulo's *Cadastro Estadual de Empresas Punidas* (Registry of Punished Companies – CEEP), as stated under the terms of article 5 of State Decree no. 60.106/ 2014;
 - b. it is not currently temporarily banned from transacting with the Direct or Indirect Administration of the State of São Paulo;
 - c. it undertakes to notify occurrences of any temporary posterior events relating to the purpose of this statement; and
 - d. it is not currently convicted, with judgment issued by the court of last resort, for lack of legal capacity due to environmental crimes, as regulated under article 10 of Federal Law no. 9.605/1998.
- IV. Statement of compliance with health and occupational safety standards, pursuant to the terms of article 117, sole paragraph, of the Constitution of the State of São Paulo, in accordance with the template enclosed in ANNEX XG of this AUCTION NOTICE;
- V. Pursuant to the template enclosed in ANNEX XV of this AUCTION NOTICE, a statement acknowledging that:
 - a. record(s) at the *Cadastro Informativo dos Créditos não Quitados de Órgãos e Entidades Estaduais* (Registry of Outstanding Credits of State Agencies and Entities – state CADIN) (State Law No. 12.799/2008), in addition to receiving any public funds, ban any kind of transaction with the GRANTING AUTHORITY;
 - b. record(s) of sanction(s) described below ban any kind of transaction with the GRANTING AUTHORITY:
 - 1. in item 8.3, subsection I or II of this AUCTION NOTICE, in the *Sistema Eletrônico de Aplicação e Registro de Sanções Administrativas* (Electronic System for Application and Registry of Administrative Sanctions – e-Sanctions (State Decree no. 61.751/2015);
 - 2. in item 8.3, subsection II of this AUCTION NOTICE, in the *Cadastro Nacional de Empresas Inidôneas e Suspensas* (National Registry of Ineligible and Suspended Companies – CEIS) (Federal Law no. 12.846/2012);
 - 3. in item 8.3, subsection V of this AUCTION NOTICE, in the *Cadastro Nacional de Empresas Punidas* (Notice in the National Registry of Punished Companies – CNEP), and in the *Cadastro Estadual de Empresas Punidas* (State of São Paulo's State Registry of Punished Corporations – CEEP); or
 - 4. in item 8.3, subsection VII of this AUCTION NOTICE, in the in the *Cadastro Nacional de Condenações Cíveis por Atos de Improbidade Administrativa e Inelegibilidade* (National Registry of Civil Convictions for Acts of Administrative Improbability and Ineligibility – CNIA) of

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the National Council of Justice.

- VI. Pursuant to the template enclosed in ANNEX VI of this AUCTION NOTICE, a statement certifying that the BIDDER (a) consents to every condition of the AUCTION NOTICE; (b) is fully aware of operations and maintenance services that are the purpose of the CONCESSION; (c) is fully acquainted with the CONCESSION AREA, the conditions of the public asset comprising the scope of the CONTRACT, as well as the nature and complexity of services and necessary investments; (d) is accountable for the accuracy of all information pertaining to the submitted documentation and proposal, and; (e) received all the parts that make up this AUCTION NOTICE, took full notice of all the information and conditions required for fulfilling the obligations that are the purpose of the BIDDING PROCESS, in addition to having deemed all information received sufficient for devising its PROPOSAL;
 - VII. Pursuant to the template enclosed in ANNEX XV of this AUCTION NOTICE, statement that only timber products or by-products of exotic origin, or products and by-products listed in Article 1 of State Decree no. 53.047/08, purchased from legal persons duly registered with CADMADEIRA, shall be used in the performance of services awarded under the bidding process;
 - VIII. Statement of financial capacity pursuant to ANNEX XV of this AUCTION NOTICE, through which the BIDDER shall declare that it affords or has the capacity to secure sufficient funds to fulfill the obligations of allocating its own funds and securing funds from third parties necessary for the fulfillment of the purpose of the CONCESSION, including the obligation to pay in the SPECIFIC PURPOSE COMPANY's capital stock in the minimum sum of R\$ 560,000.00 (five hundred and sixty thousand reais), on the base date of April 2021, until the date of signature of the CONTRACT, in the event that it is announced the winner of this BIDDING PROCESS;
 - IX. Statement endeavoring to secure the PERFORMANCE BOND, pursuant to the template enclosed in ANNEX XV, and in compliance with the minimum sums submitted therein, through which the BIDDER, in the event that it is announced the winner of the bidding process, undertakes to procure, without adding clauses enable exemption of liabilities, the bond stated as a condition for signing the CONCESSION CONTRACT;
 - X. Statement proving that the optional TECHNICAL VISIT, under the terms of item 5.10 or, alternately, a statement, as per the terms of item 5.11, that it chose to devise a proposal without carrying out the optional TECHNICAL VISIT, and stating that is is aware of the local conditions required for fulfilling the obligations that are the purpose of the CONCESSION.
 - XI. Statement that it will bear all funds required for fulfilling its future obligations, in the event that it is announced the winner of the bidding process, pursuant to the Statement Templates enclosed in ANNEX XV.
- 13.45. All statements pertaining to the previous item are to be submitted individually by each BIDDER or CONSORTIUM member, except for statements pertaining to item 13.44, subsections V to XI, which, in case of participation in a CONSORTIUM, may be issued by the CONSORTIUM itself through its leader company.

14. BIDDING PROCESS PROCEEDINGS

- 14.1. This BIDDING PROCESS shall be conducted and appraised by the duly incorporated SPECIAL BIDDING PROCESS COMMISSION by reversing the ranking and appraisal stages, while complying with all rules, procedures and deadlines set forth hereunder and in the act that established it.
- 14.2. At the designated day and time, the PUBLIC SESSION held to open the BIDDING PROCESS shall commence in accordance with the following order: (I) delivery of BIDDERS' ENVELOPES; (II) if the BIDDER has chosen to procure an ACCREDITED BROKER, delivery of the Brokerage Agreement

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executed between the ACCREDITED BROKER and the BIDDER, and the ACCREDITED BROKER's documentation; (III) delivery of the undertaking to pay the B3's compensation, pursuant to the template enclosed in ANNEX XVI signed by BIDDERS' or the ACCREDITED BROKER's legal representatives, if applicable; (IV) delivery of accreditation documents for BIDDERS' legal representatives; (V) opening of ENVELOPES B – BID BOND of all BIDDERS, and custody of documents; (VI) opening of ENVELOPES A – PRICE PROPOSAL of all BIDDERS; (VII) conduction, if applicable, of the bidding stage; (VIII) ranking of PRICE PROPOSALS; (IX) signing of documents enclosed in ENVELOPES A – PRICE PROPOSAL and in ENVELOPES B – BID BOND; (X) consultation of the Cadastro Nacional de Empresas Punidas National Registry of Punished Companies – CNEP) and the Cadastro Nacional de Empresas Inidôneas e Suspensas (National Registry of Disreputable and Suspended Companies – CEIS), both pertaining to the Federal Government, and the Cadastro Estadual de Empresas Punidas (State's Registry of Punished Corporations – CEEP), the Cadastro Nacional de Condenações Cíveis por Atos de Improbidade Administrativa e Inelegibilidade (National Registry of Civil Convictions for Acts of Administrative Improbity – CNIA), the Conselho Nacional de Justiça (National Council of Justice) and the Sistema Eletrônico de Aplicação e Registro de Sanções Administrativas (State's Electronic System for Application and Registration of Administrative Sanctions - e-Sanctions); (XI) appraisal of documents enclosed in ENVELOPE A – PRICE PROPOSAL and ENVELOPE B - BID BOND, both pertaining to the BIDDER ranked with the best PRICE PROPOSAL.

- 14.2.1. Should there be a tie between 2 (two) or more PRICE PROPOSALS which is not settled at the bidding stage, the tie-breaking criterion shall be put in place by applying the criteria established in paragraph 2 of article 3 of Federal Law no. 8.666/1993. Should the tie persist, it shall be decided by means of a draw, as established in article 45, paragraph 2 of Federal Law no. 8.666/1993, in which case the BIDDER whose name is drawn first shall be announced the winner.
- 14.3. After appraising the contents of ENVELOPE A – PRICE PROPOSAL and ENVELOPE B – BID BOND, both pertaining to the BIDDER ranked with the best PRICE PROPOSAL, the SPECIAL BIDDING PROCESS COMMISSION shall open a deadline for appealing concerning: (I) the documentation enclosed in ENVELOPE A - PRICE PROPOSAL; (II) ranking of the PRICE PROPOSALS and (III) appraisal of the PRICE PROPOSAL of the BIDDER who submitted the best PRICE PROPOSAL, unless BIDDERS have clearly stated that they have no interest in appealing.
 - 14.3.1. BID BONDS of remaining BIDDERS shall be kept in custody along with all documents enclosed in ENVELOPES A - PRICE PROPOSAL, and B – BID BOND.
- 14.4. The BID BOND of the BIDDER ranked second best shall only be appraised in the event of disqualification or disability of the BIDDER who has submitted the best PRICE PROPOSAL, and in case of failure to comply, this procedure shall be repeated continuously with all other BIDDERS, while upholding the PRICE PROPOSALS' ranking order.
- 14.5. Should appeals not be lodged, or in case they are lodged, a PUBLIC SESSION shall be convened for purposes of opening ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the best PRICE PROPOSAL, after the appeal is processed and decided on.
- 14.6. After appraising the contents of ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER ranked with the best PRICE PROPOSAL, the SPECIAL BIDDING PROCESS COMMISSION shall disclose the results of the appraisal and open a deadline for bidders to lodge appeals concerning only the documentation enclosed in ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER ranked with the best PRICE PROPOSAL
- 14.7. Should appeals not be lodged, or in case they are lodged, the results of the BIDDING PROCESS shall be published after these appeals are processed and decided on;

A. Delivery of Envelopes

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14.8. ENVELOPES A – PRICE PROPOSAL, B – BID BOND, and C – QUALIFICATION DOCUMENTS, as referred to in this AUCTION NOTICE, are to be delivery straight and in person to the SPECIAL BIDDING PROCESS COMMISSION at the date, time, place and manner set forth hereunder and in the notice published, before at least 3 (three) SPECIAL BIDDING PROCESS COMMISSION members.

14.8.1. Once the PUBLIC SESSION is opened, bearers shall have a deadline of 15 (fifteen) minutes to deliver ENVELOPES to the SPECIAL BIDDING PROCESS COMMISSION.

14.8.2. Following the announcement that the term for delivery of ENVELOPES to the SPECIAL BIDDING PROCESS COMMISSION has been closed, subject to the forbearance specified in item 14.8.1 above, no other ENVELOPE shall be received, and there shall be no right to make any claim.

B. Accreditation of representatives and accredited brokers

14.9. Following the receipt of ENVELOPES, accreditation of BIDDERS' representatives with the SPECIAL BIDDING PROCESS COMMISSION, following the procedural order set forth under item 14.2, shall take place by showing an identification document and proof of their status as a legal representative, which shall be carried out by submitting the following:

- I. articles of incorporation duly registered with the board of trade, in case of civil association and limited liability company;
- II. by-laws duly registered with the board of trade, in the case of limited liability companies, together with: (a) the minutes of the shareholder meeting that elected the current board of directors, duly registered with the board of trade, in the case of companies that do not have a board of directors; or (b) the minutes of the board of director meeting that elected the board of directors, duly registered with the board of trade, in the case of companies that have a board of directors, together with the minutes of the shareholder meeting that elected the board of directors that elected the current administration, duly registered with the board of trade;
- III. in the case of investment funds, documents designated in item 13.5, subsection IV, subparagraphs "a" to "e";
- IV. in the case of a CONSORTIUM, representation shall take place through the leader company, and shall abide by the bylaws, articles of incorporation, or corresponding document of consortium members and the proxies invested upon them by the leader company;
- V. in the case of representation by proxy, a power of attorney that proves granting of powers to perform all acts pertaining to the bidding process, including lodging and withdrawing appeals, sent with the document(s) that prove the powers of the grantor(s) to: (I) perform, on behalf of the BIDDER, all acts pertaining to the BIDDING PROCESS; (II) receive summons and represent the BIDDER administratively and legally; and (III) make agreements and waive its rights. In the case of a CONSORTIUM, the proxy shall be granted by the leader company, and shall be submitted with proxies by the consortium members to the leader company
- VI. in the case of a non-Brazilian company, a proxy for the legal representative in Brazil, which shall include express powers to receive summons and service of process, and sent with document(s) proving the grantor's or grantors' powers to: (i) perform, on behalf of the BIDDER, all acts pertaining to the BIDDING PROCESS; (ii) receive summons and represent the BIDDER both administratively and legally; and (III) make deals and waive its rights.

14.9.1. Each BIDDER, whether separately or comprising a CONSORTIUM, may have up to 2 (two) ACCREDITED REPRESENTATIVES, who shall be responsible for representing, objecting to, and overseeing every PUBLIC SESSION act that takes place during bidding proceedings.

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14.9.2. If need be, the proxy shall be sent along with a translation in Brazilian Portuguese, in accordance with item 10.22.

- 14.10. Each ACCREDITED REPRESENTATIVE may only represent one BIDDER.
- 14.11. Accreditation shall be carried for purposes of allowing BIDDERS to be represented at the PUBLIC SESSION held for opening ENVELOPES, and in every other act of this BIDDING PROCESS, including for signing documents and statements required hereunder.
- 14.12. Any BIDDER who fails to meet all the requirements for accrediting its representative shall be prevented from speaking out during PUBLIC SESSIONS held throughout bidding proceedings; nevertheless, there are no bans for the BIDDER to partake in the BIDDING PROCESS.
- 14.13. BIDDERS may, during any PUBLIC SESSION and at any time, including during the first PUBLIC SESSION, accredit representatives up to the number specified in item 14.9.1, as well as other documents stated above, in addition to replacing or revoking accreditation that has already been granted at another session.
- 14.13.1. Both the accreditation of new representatives and the replacement or removal of representatives shall be recorded in the minutes of the PUBLIC SESSION they occur in.
- 14.13.2. Procedures aimed at replacing and/or accrediting new representatives shall consist of (I) the ACCREDITED BROKER, the BIDDER's ACCREDITED REPRESENTATIVE, or the BIDDER legal representative's clear intent to revoke and/or replace accreditation previously granted, and/or to appoint new representatives; (II) submitting the documentation specified in item 14.9 hereunder.
- 14.14. Accreditation of the BIDDER's representative does not constitute a condition for the delivery of envelopes.
- 14.15. In case the BIDDER has secured an ACCREDITED BROKER, the latter shall represent the BIDDER before the B3.
- 14.16. Each ACCREDITED BROKER may only represent a single bidder, whereas each BIDDER may only be represented and participate in the BIDDING PROCESS by way of a single ACCREDITED BROKER.
- 14.17. All communications between, on the one hand, the GRANTING AUTHORITY or the SPECIAL BIDDING PROCESS COMMISSION, and, on the other, BIDDERS, shall be made by means of their ACCREDITED REPRESENTATIVES.

C. Consulting the Cadastro Nacional de Empresas Punidas (National Registry of Punished Companies – CNEP) and the Cadastro Nacional de Empresas Inidôneas e Suspensas (National Registry of Ineligible and Suspended Companies – CEIS), both pertaining to the Federal Government, the Cadastro Estadual de Empresas Punidas (STATE Registry of Punished Companies – CEEP), the Cadastro Nacional de Condenações Cíveis por Atos de Improbidade Administrativa e Inelegibilidade (National Justice Council's National Registry of Civil Convictions for Acts of Administrative Improbability – CNIA), and the Sistema Eletrônico de Aplicação e Registro de Sanções Administrativas (State's Electronic System for Application and Registry of Administrative Sanctions – e-Sanctions).

- 14.18. Pursuant to the procedural order laid out in item 14.12, the SPECIAL BIDDING PROCESS COMMISSION shall consult the Cadastro Nacional de Empresas Punidas (Registry of Punished Companies – CNEP) and the *Cadastro Nacional de Empresas Inidôneas e Suspensas* (National Registry of Ineligible and Suspended Companies – CEIS), both pertaining to the Federal Government, established under the terms of articles 22 and 23 of Federal Law no. 12.846/2013, the State of São

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Paulo's *Cadastro Estadual de Empresas Punidas* (Registry of Punished Companies – CEEP), established under the terms of article 5 of State Decree no. 60.106/2014, and the *Cadastro Nacional de Condenações Cíveis por Atos de Improbidade Administrativa e Inelegibilidade* (National Justice Council's National Registry of Civil Convictions for Acts of Administrative Improbability – CNIA) of the *Conselho Nacional de Justiça* (National Council of Justice), with respect to all BIDDERS, whereas companies deemed ineligible to bid or transact with the PUBLIC ADMINISTRATION, resulting from article 87, subsection IV, and article 88 of Federal Law no. 8.666/1993, in addition to other sanctions preventing them from transacting with the PUBLIC ADMINISTRATION shall be prohibited from participating.

- 14.19. Immediately thereafter, the COMMISSION shall access and check website www.esancoes.sp.gov.br in regard to all BIDDERS, with the participation of companies temporarily suspended from participating in biddings and forbidden from transacting with the State of São Paulo's Public Administration, or deemed ineligible to bid or transact with the PUBLIC ADMINISTRATION, resulting from articles 87, subsections III and IV, respectively, and article 88, all of them pertaining to Federal Law no. 8.666/1993 being prohibited, as well as those sanctioned from bidding and transacting with the State of São Paulo, as provided for under article 7 of Federal Law no. 10.520/2002 and in article 47 of Federal Law no. 12.462/2011.

D. Verifying and Ranking Price Proposals and appraising the Bid Bond of the Bidder who submitted the best Price Proposal

- 14.20. All BIDDERS' PRICE PROPOSALS, and other documents included in ENVELOPE A – PRICE PROPOSAL, as well as the BID BOND of the BIDDER who has submitted the best PRICE PROPOSAL, shall be verified by the SPECIAL BIDDING PROCESS COMMISSION, who shall examine their form and conditions, as set out in this AUCTION NOTICE.
- 14.21. Documentation enclosed in ENVELOPE A – PRICE PROPOSAL and ENVELOPE B – BIND BOND shall be signed by SPECIAL BIDDING PROCESS COMMISSION members and, optionally, by ACCREDITED REPRESENTATIVES attending the PUBLIC SESSION, after PRICE PROPOSALS are ranked and, if applicable, the bidding stage.
- 14.22. PROPOSALS of BIDDERS who fail to meet the minimum requirements set for submitting their PRICE PROPOSALS, pursuant to the terms of this AUCTION NOTICE, shall be disqualified.
- 14.23. Based on the list of PRICE PROPOSALS that have been ranked, a ranking list shall be published, in descending order, taking into account the FIXED GRANT price offered by BIDDERS.
- 14.24. The best PRICE PROPOSAL shall be the one deemed to have the highest FIXED GRANT price, and which shall be paid by the SUCCESSFUL BIDDER as a condition for signing the CONTRACT.
- 14.25. A bidding stage shall be held for BIDDERS who have submitted PRICE PROPOSALS with equal sums, or with sums up to 20% (twenty percent) lower than the highest PRICE PROPOSAL.
- 14.25.1. If the minimum number of 2 (two) BIDDERS required for the bidding stage is not met based on the criterion set forth hereunder, the PRICE PROPOSAL announced as the winner shall be the one bringing the highest FIXED GRANT amount submitted up until that moment.
- 14.26. If the circumstances provided for under item 14.25 come to fruition, the bidding stage shall begin, with qualified BIDDERS being granted the option to make successive bids, as established in ANNEX XVI.
- 14.27. The SESSION DIRECTOR may set a maximum time frame between bids.
- 14.28. Each bid is to exceed the amount proposed by the BIDDER itself, while further considering that:

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- I. it shall adhere to the minimum time frame set between bids, to be determined by the COMMISSION and announced by the SESSION DIRECTOR on the day of the PUBLIC SESSION, plus the sum offered by the BIDDER itself;
 - II. it shall be different from other PRICE PROPOSALS offered;
 - III. it shall uphold the time frame set by the SESSION DIRECTOR and under ANNEX XVI;
 - IV. it shall change BIDDERS' rankings in the BIDDING PROCESS, with in-between bids being admitted.
- 14.29. If no BIDDER speaks out within the time frame set by the SESSION DIRECTOR for the submission of new bids, the best PRICE PROPOSAL submitted up until such time shall be deemed the winning bid.
- 14.29.1. If the bidding stage is initiated but no bids are made, the PRICE PROPOSAL with the highest sum among ENVELOPES A – PRICE PROPOSAL shall be deemed the top ranked one.
- 14.30. Once the bidding stage has concluded, BIDDERS who submitted bids are to ratify their proposal according to the template enclosed in ANNEX XV, which may be signed by the ACCREDITED REPRESENTATIVE or any other individual sufficiently empowered to do so.
- 14.31. The BIDDER who has submitted the best PRICE PROPOSAL while taking into account, as the case may be, the bidding stage, shall have its ENVELOPE B – BID BOND appraised.
- 14.31.1. In the event that the BID BOND of the BIDDER who has submitted the best PRICE PROPOSAL fails to meet the minimum requirements set forth hereunder, the BIDDER shall be disqualified.
- 14.32. After appraising the contents of ENVELOPE B – BID BOND of the BIDDER who has submitted the best PRICE PROPOSAL and considering, if applicable, the bidding stage, the SPECIAL BIDDING PROCESS COMMISSION shall grant a 5 (five) working day term for BIDDERS to submit an appeal on the bidding stage's PRICE PROPOSAL ranking, as well as on the appraisal undertaken on the best ranked BIDDER's BID BOND, according to item 14.3, whereas said term shall commence from the moment the PUBLIC SESSION's minutes are drawn up, or of the legal act subpoena, except if all BIDDERS expressly waive their right to appeal.
- 14.33. In the event of disqualification in accordance with item 14.31.1, the SPECIAL BIDDING PROCESS COMMISSION shall evaluate the BID BOND of the BIDDER who has submitted the bidding order's second best PRICE PROPOSAL, and so on, until a qualified BIDDER has its BID BOND in compliance with the provisions of this AUCTION NOTICE.

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E. Verifying LEGAL QUALIFICATION, TAX AND LABOR COMPLIANCE, ECONOMIC-FINANCIAL CAPACITY and TECHNICAL CAPACITY Documents

- 14.34. After PRICE PROPOSALS have been ranked and any potential bidding stages have been conducted, in addition to appraisal of the BIDDER's BID BOND that has submitted the PRICE PROPOSAL deemed the best ranked one while considering, as the case may be, the bidding stage, including with a ruling on any potential appeals, QUALIFICATION DOCUMENTS of the BIDDER who has submitted the best ranked PRICE PROPOSAL shall be verified.
- 14.35. During the PUBLIC SESSION, the SPECIAL BIDDING PROCESS COMMISSION is to open ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the best PRICE PROPOSAL while keeping ENVELOPE C – QUALIFICATION DOCUMENTS of remaining BIDDERS intact.
- 14.36. The documentation of ENVELOPE C – QUALIFICATION DOCUMENTS are to be signed with SPECIAL BIDDING PROCESS COMMISSION members' initials and, optionally, by ACCREDITED REPRESENTATIVES of BIDDERS attending the PUBLIC SESSION, after which they shall be appraised by the SPECIAL BIDDING PROCESS COMMISSION.
- 14.37. BIDDERS' qualification shall follow the objective criteria set forth hereunder, whereas BIDDERS who submit QUALIFICATION DOCUMENTS in non-compliance with the provisions of this AUCTION NOTICE and the current legislation shall be deemed disqualified.
- 14.38. After the contents of ENVELOPE C - QUALIFICATION DOCUMENTS of the BIDDER who has submitted the highest FIXED GRANT price have been appraised, the SPECIAL BIDDING PROCESS COMMISSION shall grant a 5 (five) working day term for BIDDERS to submit an appeal regarding the contents of the appraised ENVELOPE C - QUALIFICATION DOCUMENTS, as provided for under item 14.6, whereas said term shall be counted effective the date the minutes of the PUBLIC SESSION were drawn up or upon official notification of the act, except if all BIDDERS expressly waive their right to appeal.
- 14.39. After the contents of ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER whose PRICE PROPOSAL has been deemed the best ranked proposal, and in case no appeals are lodged or, if they are lodged, after their processing and ruling, and in the event that the BIDDER who has submitted the PRICE PROPOSAL deemed the winner has fulfilled all QUALIFICATION REQUIREMENTS set forth hereunder and in the current legislation, shall be announced the winner of the bidding process, subsequently publishing the BIDDING PROCESS results.
- 14.40. If the BIDDER who has submitted the best ranked PRICE PROPOSAL fails to fully and satisfactorily meet all QUALIFICATION CONDITIONS hereunder, then ENVELOPE B – BID BOND and ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the second highest FIXED GRANT price shall be appraised and, in the event of non-compliance, this procedure shall be repeated continuously for the remaining BIDDERS, while upholding PRICE PROPOSALS' ranking order.
- 14.41. Disqualification of any consortium member shall cause the CONSORTIUM to be disqualified.

F. Publication of BIDDING PROCESS Results

- 14.42. The results of the BIDDING PROCESS shall be published in the DOE/SP and posted on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage (www.infraestruturameioambiente.sp.gov.br).

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15. RATIFICATION AND ADJUDICATION

- 15.1. After the results of the bidding process have been published, and the legal term for appealing has elapsed, the SPECIAL BIDDING PROCESS COMMISSION shall submit the bidding process to the State Secretariat for Infrastructure and Environment, for purposes of approving and adjudicating its purpose.
- 15.2. The purpose of the BIDDING PROCESS shall be awarded to the WINNING BIDDER under the same conditions in which it was offered, after the GRANTING AUTHORITY ratifies the BIDDING PROCESS.
- 15.2.1. The BIDDING PROCESS's ratification procedure, awarding of the purpose and convening of the GRANTEE to fulfill all pre-contractual requirements shall be published in the DOE/SP.

16. PROCUREMENT

- 16.1. The CONTRACT resulting from this BIDDING PROCESS shall be executed between the GRANTING AUTHORITY, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, and with the FF, the *INSTITUTO* and SABESP' intervention and consent, and the SPECIFIC PURPOSE COMPANY established by the GRANTEE.
- 16.2. The GRANTEE shall be convened, by way of publication in the DOE/SP, to put in place all measures required for signing the CONTRACT within 60 (sixty) days, which may be renewed at the GRANTING AUTHORITY's discretion.
- 16.3. In fulfillment of the provisions of Normative Ruling no. 01/2020 and Resolution no. 07/2020 of the *Tribunal de Contas do Estado de São Paulo* (State of São Paulo's Audit Court), the CONCESSIONAIRE shall sign, together with the agreement, the Notice and Acknowledgment Contract, pursuant to ANNEX XV.
- 16.4. In fulfillment of article 6 of State Law no. 12.799/2008, signing of a contractual instrument shall be conditioned to the SPECIFIC PURPOSE COMPANY, GRANTEE or, in the event of a CONSORTIUM, any of its members not having any record in the STATE CADIN.
- 16.4.1. This requirement shall be deemed to be fulfilled if the debtor proves that the respective records are suspended, pursuant to the terms of article 8, paragraphs 1 and 2 of State Law no. 12.799/2008.
- 16.5. Prior to signing the CONTRACT, the GRANTEE shall, up to 7 (seven) working days in advance, have successfully:
- I. established the SPECIFIC PURPOSE COMPANY, while submitting the corresponding instrument of incorporation along with the corresponding JUCESP (*Junta Comercial do Estado de São Paulo – The State of São Paulo's Board of Trade*) certificate and registration with the CNPJ (*Cadastro Nacional de Pessoa Jurídica - Global Taxpayer Registration number*);
 - II. paid in the SPECIFIC PURPOSE COMPANY's capital stock in current Brazilian currency, in the minimum sum set forth under the CONTRACT and ANNEX XII;
 - III. made, whether on its own behalf or through the established SPECIFIC PURPOSE COMPANY, the deposit of the FIXED GRANT's gross amount provided for under its PRICE PROPOSAL or, as the case may be, at the end of the bidding stage and duly adjusted for inflation using the IPC/FIPE Consumer Price Index between the month prior to the April 2021 base date and the month following the effective transfer of the sum into a checking account to be designated by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT;
 - IV. procured the PERFORMANCE BOND in the minimum amount of R\$ 2,800,000.00 (two million and eight hundred thousand reais), on the base date of April 2021, duly adjusted for inflation applying

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the IPC/FIPE Consumer Price Index variation between before the PROPOSAL's base date and the month before the CONTRACT was signed;

- V. in case of an investment fund that has exercised the option referenced in item 13.22, subsections II and III, it shall verify the full settlement of the Investment Undertaking(s) entered into between the quotaholders and the Fund, until it reaches the capital stock sum specified in item 13.16;
 - VI. in case it has chosen to enforce the option granted to it under item 13.32, it shall prove its association with the individual holding the TECHNICAL CAPACITY for the bidding process, subject to the provisions of item 13.30 and onwards;
 - VII. submitted an INSURANCE PLAN, under the terms of the CONTRACT, accounting for and showing all policies and insured amounts to be procured, whereas the actual procurement shall abide by the deadlines established in clause 8.1.2, subsection I of the CONTRACT;
 - VIII. submitted a letter from the insurance company, reinsurance company, insurance broker or guarantors that serve as advisers to the GRANTEE in devising the INSURANCE PLAN, stating that it has carried out an assessment and endorses the suitability of this plan;
 - IX. proven its payment owed to the B3, pursuant to ANNEX XVI, in the amount of R\$ 114,556.20 (one hundred and fourteen thousand, five hundred and fifty-six reais and twenty cents), adjusted for inflation each year using the IPC/FIPE Consumer Price Index, on the base date of December 2020;
 - X. opened the CENTRALIZER BANK ACCOUNT, as well as procured the DEPOSITARY BANK, subject to the provisions of ANNEX X; and
 - XI. appointed the individual who will represent it throughout the CONCESSION term.
- 16.5.1 All costs related to procuring the DEPOSITARY BANK, pursuant to item 16.5, subsection X, are to be borne by the GRANTEE and, after the CONTRACT is signed, by the CONCESSIONAIRE.
- 16.5.2 The GRANTING AUTHORITY shall take all steps required to, pursuant to its attributions, enable opening of the CENTRALIZER ACCOUNT as per the terms of item 16.5, subsection X.
- 16.6. The GRANTEE's failure to respond to the notice to sign the CONCESSION CONTRACT, or refusal to sign it within the set deadline, shall subject the breaching party to execute the BID BOND, notwithstanding additional legal consequences.
- 16.7. Should the PRICE PROPOSAL or the BID BOND's term be exceeded, this shall not prevent the CONTRACT from being signed, in case the GRANTEE remains interested in doing so.
- 16.8. Resulting from the GRANTEE's failure to show up within the set deadline, as well as its ban or refusal to sign the CONTRACT, the GRANTING AUTHORITY may convene remaining BIDDERS, according to the ranking order and verifying fulfillment of eligibility criteria to sign the CONCESSION CONTRACT within the same deadline and under the same conditions as those applying to the PRICE PROPOSAL deemed the winner, while taking into account, if applicable, the bidding stage, or instead revoke the BIDDING PROCESS.
- 16.9. After signing the CONTRACT, the CONCESSIONAIRE undertakes to keep, throughout its entire execution, all QUALIFICATION and capacity REQUIREMENTS required in this BIDDING PROCESS that are necessary for taking on and continuing with the rendering of services.
- 16.9.1. At the GRANTEE's own risk, and even prior to signing of the CONTRACT, the GRANTING AUTHORITY may authorize access to the CONCESSION AREA, in addition to corresponding information, for purposes of beginning to carry out its planning.

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17. ADMINISTRATIVE APPEALS

- 17.1. Potential administrative appeals shall be lodged through a duly reasoned petition addressed to the SPECIAL BIDDING PROCESS COMMISSION within 05 (five) working days, effective publication of the concerning ruling, while upholding the proceedings and other regulations established by Federal Law no. 8.666/1993, and AUCTION NOTICE regulations.
- 17.2. Appeals are to be lodged, in a timely manner, at the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's headquarters located at Avenida Professor Frederico Hermann Jr., 345 – Alto de Pinheiros – São Paulo – SP, Zip Code 055459-900, on working days, from 8:00 a.m. to 12:00 p.m., and from 1:00 pm. to 5:00 p.m.
- 17.3. Pursuant to the terms of article 109, paragraph 3 of Federal Law no. 8.666/1993, the SPECIAL BIDDING PROCESS COMMISSION is to notify the remaining BIDDERS on the appeal, who shall be free to object to it within 05 (five) working days, effective the notice given by the SPECIAL BIDDING PROCESS COMMISSION.
- 17.4. Acceptance of the administrative appeal, or reconsideration of the act's official notice by the SPECIAL BIDDING PROCESS COMMISSION, which may result in an adverse situation to one of the BIDDERS, shall reopen the appeals stage, but only with regard to the new issue that has arisen.
- 17.5. The SPECIAL BIDDING PROCESS COMMISSION shall only receive administrative appeals that have been lodged based on reasoned grounds, and fulfilling all requirements specified in this item.

18. ON CONSTITUTION OF THE SPECIFIC PURPOSE COMPANY

- 18.1. The GRANTEE shall establish itself as a SPECIFIC PURPOSE COMPANY, in accordance with the rules set forth hereunder, as well as those in the CONTRACT.
- 18.2. Drafts pertaining to the constitution of the SPECIFIC PURPOSE COMPANY, to be submitted by the BIDDER to the GRANTING AUTHORITY prior to registration with the Board of Trade, are to minimally comply with the following:
 - I. draft of the articles of incorporation and potential shareholder agreements;
 - II. shareholding and management structure including constitution of managing bodies;
 - III. the CONCESSIONAIRE's organizational structure, up until the first management level below the board of directors, including the positions of ombudsman and USER customer service duties;
 - IV. capital stock make-up signalling each company's stake for the BIDDING PROCESS, in case of a CONSORTIUM.
- 18.3. Description of the CONCESSIONAIRE's shareholding and management structures shall minimally include: (a) a description of the types of stocks; (b) shareholders and their respective stakes per type of stock; (c) a description of the CONCESSIONAIRE's corporate structure, where applicable, as well as that of its CONTROLLING COMPANIES, up to the level of individuals, except in cases where applicable restrictions or legal or regulatory bans are in place; (d) agreements entered into by CONCESSIONAIRE shareholders, if applicable; (e) identification of administrators, including their respective résumés, and those of the CONCESSIONAIRE's managing bodies; (f) undertaking to uphold corporate governance principles and with the introduction of standardized accounting and financial statements, as per regulations, in accordance with accounting practices used in Brazil based on Brazilian Corporate Law (Federal Law no. 6.404/1976 and subsequent amendments), CVM rules and regulations and Accounting Standards issued by the Conselho Federal de Contabilidade (Federal Accounting Council

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– CFC), and pursuant to paragraph 3 of article 9 of Federal Law no. 11.079/04; and (g) identification of the RELATED PARTIES.

18.3.1. For BIDDERS or CONSORTIUM members established as investment funds, compliance with the provisions of subparagraph (c) shall take into account the existence of majority quotaholders, or a body and respective members with decision-making powers capable of changing the fund's bylaws, holders of powers similar to those referred to in Federal Law no. 6.404/1976, for purposes of identifying the controlling quotaholder.

18.4. The CONCESSIONAIRE shall be a SPECIFIC PURPOSE COMPANY to be established by the GRANTEE within the term set forth hereunder, as a joint stock company established in accordance with the Brazilian legislation, and with the sole purpose of rendering activities and allocating investments that are the purpose of the CONCESSION.

18.5. The SPECIFIC PURPOSE COMPANY shall perform all contractual obligations awarded to it under the CONCESSION, and may subcontract third parties, under its responsibility.

18.5.1. The SPECIFIC PURPOSE COMPANY shall be headquartered and have its court of jurisdiction in the State of São Paulo.

18.6. In the event that the GRANTEE is an individual BIDDER, prior to executing the CONTRACT and aimed at meeting the provisions of item 18.4, it shall change its bylaws or articles of incorporation, or establish a wholly owned subsidiary company to be the CONTRACTED PARTY in charge of retaining shareholding CONTROL prior to establishment of the company.

18.7. The GRANTEE may additionally establish a SPECIFIC PURPOSE COMPANY, which shall be its wholly owned subsidiary company, pursuant to the legislation, with the purpose of being the sole controller of the SPECIFIC PURPOSE COMPANY to be procured.

18.8. Participation of non-Brazilian equity in the CONCESSIONAIRE shall be subject to the current Brazilian legislation.

18.9. The CONCESSIONAIRE shall be prohibited, throughout the entire CONCESSION TERM, from transferring CONTROL of the company without the GRANTING AUTHORITY's prior and explicit consent.

18.10. The CONCESSIONAIRE shall always be bound by the provisions of the CONCESSION CONTRACT, the invitation to the BIDDING PROCESS, the documentation and the PROPOSAL submitted, and all concerning contractual documents, as well as the industry's legislation and regulations regarding all matters entailing deployment of the purpose of the CONTRACT.

19. ON PENALTIES

19.1. Any BIDDER who enables the delay of the bidding process, fails to retain its PRICE PROPOSAL or makes false statements may, while being ensured the prior right to be heard and to adversary proceedings, be enforced sanctions specified in subsections III and IV of article 87 of Federal Law no. 8.666/1993, notwithstanding execution of the BID BOND.

19.2. Non-compliance after being notified by the GRANTEE to sign the CONTRACT, or refusal to sign it without the GRANTING AUTHORITY accepting the grounds provided for doing so within the established term, shall lead the individual GRANTEE, or in case of a CONSORTIUM, all of its member companies to be temporarily suspended from participating in bidding processes, as well as being banned from transacting with the PUBLIC ADMINISTRATION for a term of 24 (twenty-four) months, in addition to being enforced a fine in the amount stated under item 12.1, with the option of executing the BID BOND to this end.

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- 19.3. Engaging in any other acts provided for under item 12.12 shall also lead to a fine in the same amount set out in item 19.2 above, while the BID BOND may be executed to ensure receipt of the penalty sum.
- 19.4. Any BIDDER who has engaged in unlawful acts with the intent of preventing the performance of the bidding process's goals or has proven to be ineligible to transact with the PUBLIC ADMINISTRATION due to unlawful acts committed, shall be subject to sanctions provided for under article 87, subsections III and IV of Federal Law no. 8.666/1993, backed by Article 88 of Federal Law no. 8.666/1993, ensuring the prior right to be heard and to adversary proceedings.

20. FINAL PROVISIONS

- 20.1. This BIDDING PROCESS's regulatory standards shall be construed so as to enable more bidders to participate and grant equal treatment to all BIDDERS, provided they do not jeopardize the public interest, the purposes and the safety of this procurement.
- 20.2. All documentation provided by the GRANTING AUTHORITY to BIDDERS may only be used for the latter to submit their PRICE PROPOSALS, whereas their replication, disclosure or use, whether in whole or in part, for any purposes other than those specified in this BIDDING PROCESS is prohibited, under risk of criminally answering for the undue use of said documents.
- 20.3. The GRANTING AUTHORITY shall be free at any time to revoke, postpone or even cancel this BIDDING PROCESS, pursuant to Federal Law no. 8.666/1993, without this entailing any right to compensation or reimbursement for any type of expenditure due.
- 20.4. In the GRANTING AUTHORITY's interest, and without this entailing any type of claim or compensation to participants:
- I. the PUBLIC SESSION for receiving ENVELOPES A – PRICE PROPOSAL, B – BID BOND, and C – QUALIFICATION DOCUMENTS may be postponed, as well as opening of ENVELOPES;
 - II. the AUCTION NOTICE may be amended while setting a new deadline in accordance with the terms of the specific legislation for conducting the BIDDING PROCESS;
 - III. the PUBLIC SESSION may be suspended should the SPECIAL BIDDING PROCESS COMMISSION deem it necessary for purposes of carrying out a slower and more thorough assessment of all documents submitted, disclosing the results of said assessment in the DOE/SP and on the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT's homepage (www.infraestruturameioambiente.sp.gov.br) while conducting, if need be, a new PUBLIC SESSION to proceed with the bidding process.
- 20.5. Nullity of the BIDDING PROCESS shall entail nullity of the CONTRACT, although this shall not lead to any kind of obligation whatsoever to compensate the GRANTING AUTHORITY, unless otherwise provided for under the contract.
- 20.6. The SPECIAL BIDDING PROCESS COMMISSION may at any time, and in accordance with the BIDDING PROCESS stage, disqualify or disable BIDDERS, without, however, this entailing any type of right to compensation or reimbursement for any purposes to the BIDDER, in the event that it becomes aware of any proven fact or circumstance that discredits its good standing, by means of issuance of a certificate of ineligibility, or in instances where a posterior loss of any of the required conditions for participation in the BIDDING PROCESS or of any QUALIFICATION REQUIREMENTS is proven.
- 20.7. BIDDERS are required to notify the GRANTING AUTHORITY at all times concerning any posterior fact or circumstance that is a deterrent to QUALIFICATION REQUIREMENTS or the ranking, or that is deemed a breach of the conditions for participation specified in the AUCTION NOTICE, immediately after it comes to fruition.



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- 20.8. With the purpose of settling any issues arising out of the BIDDING PROCESS that fail to be settled under the administrative realm, the District Court of the Capital of the State of São Paulo shall be the Court of Jurisdiction.

São Paulo, June 8, 2021.

State Secretariat for Infrastructure and Environment