



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

ANNEX XVI – INSPECTION AND PENALTY AGREEMENT



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

TABLE OF CONTENTS

1. 3

2. 3

PENALTIES IN KIND

3. 4

4. 4

5. 8 **SUSPENSION OF THE RIGHT TO BID AND IMPEDIMENT TO CONTRACT WITH THE DIRECT OR INDIRECT PUBLIC ADMINISTRATION OF THE STATE OF SÃO PAULO, AND STATEMENT OF GOOD STANDING TO BID OR CONTRACT WITH THE PUBLIC ADMINISTRATION.**

6. 10

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

1. INTRODUCTION

- 1.1. This ANNEX aims to regulate contractual penalties, define offending conduct and the sums of fines to which the CONCESSIONAIRE shall be subject, notwithstanding the possibility of applying a sanction for non-compliance with other obligations provided for under the CONTRACT or the AUCTION NOTICE, as authorized by Clause Forty-Four of the CONTRACT, as well as in the relevant legislation and regulations, to which the CONCESSIONAIRE is subject.
- 1.2. This ANNEX does not remove or alter the environmental inspection, based on the applicable legal and administrative regulations.

2. GENERAL PROVISIONS

- 2.1. For purposes of applying penalties, this ANNEX, the CONTRACT, with a focus on Clause Forty-Four, the AUCTION NOTICE and the other ANNEXES, in addition to the applicable legislation, shall be upheld.
- 2.2. For purposes of this ANNEX, "month" refers to the period of time counted from the start day to the corresponding day of the following month, as set forth under Federal Law No. 810/1949, which is in force.
- 2.3. In the event that a conduct corresponds to more than one infraction, among those provided for under this ANNEX, the penalty corresponding to the most specific infraction shall be applied, and the accumulation of a more general infraction relative to the same conduct is forbidden.
- 2.4. In the case of infractions that are proven to be due to force majeure and/or act of God and/or constitute non-enforceability of different conducts, the CONCESSIONAIRE shall not be penalized, provided the event beyond the CONCESSIONAIRE's fault and liability is the direct and immediate reason for the infraction.
 - 2.4.1. If it is established that the infraction would have occurred, even if hypothetically the event of force majeure and/or act of God did not occur, a penalty shall be applied to the CONCESSIONAIRE.
 - 2.4.2. For purposes of applying penalties, the following considerations are in order:
 - I. force majeure and act of God: the event thus defined in the form of civil law, and which is a direct and immediate cause of an infraction under the CONTRACT;
 - II. unenforceability of different conducts: a situation which, despite constituting an infraction provided for under this ANNEX or the CONTRACT, is not the fault of the CONCESSIONAIRE, who diligently adopted all appropriate measures to produce a different result, duly demonstrated and unequivocally proven in the corresponding process.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

PENALTIES IN KIND

3. WARNING

3.1. The warning penalty may be applied, replacing the fine penalty due to the commission of a contractual infraction whose minimum value in the Table of Infractions is 0.001% (one thousandth percent), provided the following requirements are met:

- I. the CONCESSIONAIRE formally requests application of the warning, upon recognition of the commission of the infraction object of the investigation, within the term defined for submitting the administrative process;
- II. the CONCESSIONAIRE shows that it has taken all necessary measures to effectively correct the fault, resulting in proven termination of the infraction by the date of the request;
- III. the CONCESSIONAIRE demonstrates that it has taken all appropriate measures to avoid the occurrence of a similar fault;
- IV. significant damage has not been caused by the infraction to the GRANTING AUTHORITY, the public asset granted, the USERS and/or the service provided; and
- V. there was no recurrence, as defined in Clause 44.3, and in the following clauses of the CONTRACT.

4. FINE

4.1. Fines shall be imposed due to infractions committed by the CONCESSIONAIRE to the clauses contained in the CONTRACT and ATTACHMENTS, in accordance with the regulations provided for under this ATTACHMENT, subject to the provisions of Clause Forty-Four of the Contract.

4.2. Fines shall be calculated based on percentages over the greater of the following values:

- I. the REVENUE of the CONCESSIONAIRE and its potential wholly-owned subsidiaries in the calendar year prior to the practice of the infraction that gave rise to the application of the penalty; or
- II. the CONCESSIONAIRE'S REVENUE estimated at the Technical and Economic Feasibility Study - EVTE for the contractual year prior to the practice of the offence that gave rise to the penalty, considering the term already elapsed of the CONCESSION CONTRACT, or, for the first four years of the CONTRACT, the REVENUE estimated at EVTE for the 4th (fourth) year of the CONCESSION CONTRACT.

4.3. Contractual infractions are typified in the Table of Infractions of Item 6 of this ANNEX.

4.3.1. From the ranges of values in the Table of Infractions, it shall be possible to determine, by applying the dosimetry criteria established in item 4.5, the sum of the infraction.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

4.3.2. After determining the sum of the infraction based on the dosimetry criteria of item 4.5, it shall be possible to determine, based on the rules of the infraction category defined in item 4.6, the sum of the fine actually due and its frequency of incidence, when applicable.

4.4. In the event of non-compliance by the CONCESSIONAIRE in regard to any obligation provided for under the AUCTION NOTICE, CONTRACT or ATTACHMENTS, as well as in the applicable legislation or regulations, which is not typified in the Table of Infractions, the fine shall be calculated according to the dosimetry procedure described in item 4.5, and according to the ranking established in item 4.6, seeking as reference, when possible, the range of values and the category established for the infraction typified in the Table of Infractions that is more similar to the infraction that has been practiced and not typified.

4.5. The value of the infraction shall be determined by applying the following dosimetry stages, from the ranges of values set in the Table of Infractions.

4.5.1. For infractions that have a gradation of the intervals of values based on the duration of the delay, the criteria of the two dosimetry steps shall be checked only once, and applied to each delay period indicated in the Table of Infractions based on the respective range of values, in a proportionally identical manner, in order to ensure that the value of the infraction is located, in each delay period, in the same proportional distance in relation to the minimum and maximum levels of the respective range of values.

4.5.2. First phase of dosimetry: to determine the base value within the range of sums set for the infraction in the Table of Infractions, damages caused by the infraction shall be considered - to the GRANTING AUTHORITY, to the public asset granted, to the USERS and/or to the service provided - as well as the income obtained, whether directly or indirectly, by the CONCESSIONAIRE.

4.5.2.1. For infractions described in the "REFURBISHMENT, ADJUSTMENT AND UPGRADING OF THE INFRASTRUCTURE" section of the Table of Infractions, in the first stage of the fine amount dosimetry, partial deliveries may be considered, in which case the base value shall be reduced proportionally to the portion of the delivered infrastructure that is effectively available and able to operate, both functionally and technically.

4.5.3. Second phase of dosimetry: once the base value is defined, aggravating and mitigating situations shall be considered, when present, with the application of the respective percentage of increase or decrease over the base value, resulting in the value of the infraction.

4.5.3.1. The percentage of increase or decrease to be applied to the base value shall be the result of the sum of the aggravating percentages less the sum of the mitigating percentages.

4.5.3.2. The following are considered to be mitigating circumstances:

- I. the spontaneous appearance of the CONCESSIONAIRE, before the GRANTING AUTHORITY, notifying about the occurrence of an infraction not yet identified by the inspection, recognizing its responsibility: reduction of 50% (fifty percent) on the base amount established for the fine; provided the CONCESSIONAIRE, after the due administrative proceeding, spontaneously pays the fine;

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

- II. acknowledgement, within the period for presenting the defense, of the commission of the infraction subject to the investigation, as well as of its responsibility: reduction of 20% (twenty percent) on the base amount established for the fine; provided the CONCESSIONAIRE, after the due administrative proceeding, spontaneously pays the fine;
- III. tenders from external agents for non-compliance, which has an influence on the result produced: reduction of 15% (fifteen percent) on the base value established for the fine; and
- IV. when compatible with the nature of the infraction, execution of spontaneous measures by the CONCESSIONAIRE, resulting in termination of the infraction and restoration of the conditions of the injured parties, within the term for submitting the defense: reduction of 20% (twenty percent) over the base value established the fine.

4.5.3.3. The following are considered to be aggravating circumstances:

- I. the infraction was committed through fraud or bad faith: an increase of 30% (thirty percent) over the base amount established for the fine;
- II. failure to adopt alternative and/or mitigating measures, within the deadline and under the terms recommended by the GRANTING AUTHORITY: increase of 20% (twenty percent) on the base amount established for the fine;
- III. to carry out an infraction to facilitate or ensure execution, concealment, impunity or the advantage of another infraction: increase of 30% (thirty percent) on the base value established for the fine; and
- IV. if irreversible damage to assets granted and/or to the USERS results from the infraction: increase of 30% (thirty percent) on the base value established for the fine.

4.5.3.4. The following aggravating and/or mitigating situations shall not be cumulatively acknowledged:

- I. mitigation provided for under subitem 4.5 .2.2, item I, cumulatively with the mitigating situation provided for under subitem 4.5.2.2, item II, the former prevailing;
- II. mitigation provided for under subitem 4.5 .2.3, item IV, cumulatively with the aggravating factor provided for under sub item 4.5.2.3, item II, with the aggravating factor prevailing;
- III. any of the mitigations provided for under subitem 4.5.2.2, items I, II or III, cumulatively with any of the aggravations provided for under sub item 4.5 .2.3, items I or III, whichever is the aggravating factor(s).

4.5.3.5. mitigation provided for under subitem 4.5.2.2, item I, does not apply to infractions, qualified as “infractions for arrears”, arising from non-compliance with timetable or dates objectively established in the CONTRACT, ANNEXES and in plans provided for.

4.5.3.6. The efficacy of mitigating factors specified in items I and II of subitem 4.5.3.2 is subject to the suspensive conditions relating to spontaneous payment, by the

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

CONCESSIONAIRE, of the fine calculated and applied at the end of the due administrative proceeding, whereas should the term for fulfilling payment of the fine become overdue, without its unconditional payment, the mitigating factor applied shall be disregarded, and legal or contractual measures foreseen for collecting the fine shall be enforced.

4.5.4. The amount of the repeat offence shall be increased in the event of a repeat offense carried out by the CONCESSIONAIRE, within the term of 03 (three) years, according to the concept defined in Clause 44.3 of the CONTRACT, even if, at the time of the repeat offense, there was no condemnation of the first offence, or even the initiation of disciplinary administrative proceedings based on the following percentages:

- I. first repeat offense: increase of 25% (twenty-five percent) of the fine;
- II. second repeat offense: increase of 50% (fifty percent) of the fine;
- III. third repeat offense and thereafter: increase of 100% (one hundred percent) of the fine.

4.6. Infractions provided for hereunder are divided into 3 (three) categories: (I) infractions for specific breach of CONTRACT; (II) infractions for payment in arrears; and (III) infractions for breach of CONTRACT whose effects persist over time.

4.6.1. **Infractions for specific breach of CONTRACT in specific situations** are characterized by reflecting the situation in which the CONCESSIONAIRE violates an obligation by law in the AUCTION NOTICE, the CONTRACT or in the ANNEXES, but the infraction is exhausted with the breach itself, not projecting its effects over time, as there is no conduct to be practiced to stop the infraction.

4.6.1.1. In this case, the GRANTING AUTHORITY shall initiate the corresponding disciplinary administrative proceedings, notifying the CONCESSIONAIRE about the finding of the contractual arrears, and indicating the type of infraction among those provided for in the Table of Infractions, when applicable.

4.6.1.2. The sum of the infraction, calculated based on item 4.5, corresponds to the sum of the fine due to each practice, per action or omission, of the infraction.

4.6.2. **Infractions for payment in arrears** are characterized by reflecting a delay in the CONCESSIONAIRE in fulfilling its obligations pursuant to the law, AUCTION NOTICE, CONTRACT or ANNEXES, so that the infraction persists until the CONCESSIONAIRE complies, albeit belatedly, with the obligation, purging the arrears.

4.6.2.1. In this case, notwithstanding the immediate initiation of the corresponding disciplinary administrative proceedings, the GRANTING AUTHORITY shall notify the CONCESSIONAIRE so that the unfulfilled obligation can be immediately complied with, indicating the type of infraction among those provided for under the Table of Infractions, when applicable. Failure to notify shall not relieve the CONCESSIONAIRE from the duty to clear the arrears.

4.6.2.2. The sum of the infraction, calculated based on item 4.5, corresponds to the sum of the fine for each full month during which the CONCESSIONAIRE's arrears last, and the fine shall be calculated by multiplying 1/30 (one thirtieth) of the amount of the infraction for each day in which the CONCESSIONAIRE remains in arrears, counted from the date on which the obligation should have been fulfilled.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

4.6.3. **Infractions for breach of CONTRACT whose effects persist over time** are characterized by reflecting a situation in which the CONCESSIONAIRE violates an obligation set forth by law, in the AUCTION NOTICE, the CONTRACT or in the ANNEXES, but the violation does not end with the violation itself, projecting its effects in time until the CONCESSIONAIRE adopts measures to return to the situation of contractual regularity.

4.6.3.1. In this case, notwithstanding the immediate initiation of the corresponding disciplinary administrative proceeding, the GRANTING AUTHORITY shall notify the CONCESSIONAIRE about the finding of the contractual violation and determine deployment, by the CONCESSIONAIRE, of measures required to regularize the situation, indicating the type of violation among those provided for under the Table of Infractions, when applicable. Failure to notify shall not release the CONCESSIONAIRE from its duty to regularize the situation.

4.6.3.2. The sum of the infraction, calculated based on item 4.5, corresponds to the sum payable by the CONCESSIONAIRE due to the infraction committed, for each instance, by action or omission, of the infraction conduct, added to an increase of 1% (one percent) on this same value of the infraction, each day, until the situation is regularized, computing such sum from the date of the occurrence of the infraction until the date of its regularization.

4.6.3.3. If the CONCESSIONAIRE proves the absolute impossibility of regularizing the situation, the infraction shall be converted into a specific breach of contract, regulated in subitem 4.6.1, and the amount of the infraction, calculated based on item 4.5, shall be increased by 30%.

4.7. The sum of the fines described in subitems 4.6.2 and 4.6.3, calculated, respectively, in the form provided for under subitems 4.6.2.2 and 4.6.3.2, cannot exceed, for each infraction that is individually considered, the sum corresponding to 200% of the infraction amount calculated based on the dosimetry rules of item 4.5.

4.8. In the event that the CONCESSIONAIRE performs an act that leads to the effective decree of the CONCESSION's forfeiture, a fine in a sum equivalent to the PERFORMANCE BOND shall be applied, replacing the fine provided for the arrears that led to forfeiture, even if there is a specific fine foreseen for such an act.

5. TEMPORARY SUSPENSION OF THE RIGHT TO BID AND IMPEDIMENT TO CONTRACT WITH THE DIRECT OR INDIRECT PUBLIC ADMINISTRATION OF THE STATE OF SÃO PAULO, AND STATEMENT OF GOOD STANDING TO BID OR CONTRACT WITH THE PUBLIC ADMINISTRATION.

5.1. Suspension of the right to participate in bidding processes and to contract with the direct or indirect Public Administration of the State of São Paulo, and the statement of good standing to bid or contract with the PUBLIC ADMINISTRATION may be applied, while upholding the legal rules of competence, in the case of repeated practices of contractual or regulatory infractions, as well as in the case of infractions that seriously impact the public interest, in addition to the situations provided for under the applicable legislation and regulation, with a focus on those provided for under article 82 of State Law No. 6,544/1989, when they lead to the decree of forfeiture of the CONCESSION, while additionally taking into account the following circumstances, aimed at ensuring the principles of reasonableness and proportionality:

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

- I. the nature and severity of the infraction;
 - II. the occurrence of willful misconduct by the CONCESSIONAIRE or its agents;
 - III. resulting damages done to the GRANTING AUTHORITY, to assets granted or to USERS;
 - IV. the advantages obtained by the CONCESSIONAIRE as a result of the infraction committed;
 - V. deployment of measures by the CONCESSIONAIRE to mitigate the damages caused by the infraction;
 - VI. the CONCESSIONAIRE's economic and financial situation, particularly its ability to honor financial commitments, generate revenue and maintain the execution of the CONTRACT; and
 - VII. the background of the CONCESSIONAIRE.
- 5.2. Penalties for suspension of the right to participate in bidding processes and to contract with the direct or indirect Public Administration of the State of São Paulo shall be applied for a term not exceeding 2 (two) years.
- 5.3. The certificate of ineligibility to or contract with the PUBLIC ADMINISTRATION shall take effect as long as the reasons for the punishment persist, or until rehabilitation is promoted before the authority that applied the penalty.
- 5.3.1. Rehabilitation shall be requested before the authority that applied the penalty, and shall be granted whenever the CONCESSIONAIRE reimburses the PUBLIC ADMINISTRATION for the resulting losses, provided a period of 2 (years) after the application of the sanction has elapsed.
- 5.4. Penalties for suspension of the right to participate in bidding processes and to contract with the direct or indirect Public Administration of the State of São Paulo, and the statement of ineligibility to bid or contract with the PUBLIC ADMINISTRATION shall be applied both to the CONCESSIONAIRE and to its controlling shareholder(s) that exercised control of the Special Purpose Company at the time the illegal act that gave rise to the punishment occurred.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

6. TABLE OF INFRACTIONS

ITEM	INFRACTION	VALUE	INFRACTION CATEGORY
DELIVERY, AMENDMENT AND RENEWAL OF PLANS AND CERTIFICATES			
1	Failure to submit the INTERVENTION PLAN to the GRANTING AUTHORITY, containing all the minimum components, within the established term.	<p>I - If the delay is up to two weeks: from 0.001% to 0.01%;</p> <p>II - If the delay is longer than two weeks: from 0.01% to 0.1%.</p>	II – Infraction for arrears.
2	Failure to submit the MANAGEMENT AND OPERATION PLAN to the GRANTING AUTHORITY, containing all the minimum components, within the established term	<p>I - If the delay is up to two weeks: from 0.001% to 0.01%;</p> <p>II - If the delay is longer than two weeks: from 0.01% to 0.1%.</p>	II – Infraction for arrears.
3	Failure to submit the MANAGEMENT AND OPERATION PLAN for Highway SP-148 to the GRANTING AUTHORITY, containing all the minimum components, within the established term.	<p>I - If the delay is up to two weeks: from 0.001% to 0.01%;</p> <p>II - If the delay is longer than two weeks: from 0.01% to 0.1%.</p>	II – Infraction for arrears.
4	<p>Change or revise, without the necessary submission to the GRANTING AUTHORITY, pursuant to ANNEX II and the CONTRACT, characterizing, in each occurrence, a distinct infraction:</p> <ol style="list-style-type: none"> 1. the INTERVENTION PLAN; 2. the MANAGEMENT AND OPERATION PLAN; 3. the physical-executive timetables for the completion of the MINIMUM STARTING INVESTMENT. 	From 0.001% to 0.1%	<p>III – Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: (I) to obtain, if possible, the granting authority's approval; or (II) removal of the amendment/revision.</p>

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

5	Change or revise the MONUMENT RESTORATION timetable without the necessary submission to the GRANTING AUTHORITY, pursuant to ANNEX IV and the CONTRACT.	From 0.01 to 0.1%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: (I) obtain, if possible, the granting authority's approval; or (II) removal of the amendment/revision.</p>
REFURBISHMENT, ADJUSTMENT AND UPGRADING			
6	Delay the start milestones of RESTORATIONS and/or of the refurbishment, adjustment and upgrading works of the infrastructure, in accordance with the timeline submitted to the GRANTING AUTHORITY.	<p>I - If the delay is up to one month: from 0.001% to 0.01%;</p> <p>II - If the delay exceeds one month and up to six months: from 0.01% to 0.1%;</p> <p>III - If the delay is longer than six months: from 0.1% to 1.5%.</p>	II - Infraction for arrears.
7	Failure to comply with the intermediate milestones of RESTORATIONS and/or the refurbishment, adjustment and upgrading works of the infrastructure, in accordance with the timetable submitted to the GRANTING AUTHORITY.	<p>I - If the delay is up to one month: from 0.001% to 0.01%;</p> <p>II - If the delay exceeds one month, and up to six months: from 0.01% to 0.1%;</p> <p>III - If the delay is longer than six months: from 0.1% to 1.5%.</p>	II - Infraction for arrears.
8	Failure to complete, either in whole or in part, the RESTORATION until the 21st month of the TERM OF DELIVERY OF THE PUBLIC ASSET and/or the refurbishment, adjustment and upgrading works of the infrastructure, in accordance with the INTERVENTION PLAN approved by the GRANTING AUTHORITY, until the 36th month of entering of the TERM OF DELIVERY OF THE PUBLIC ASSET.	<p>I - If the delay is up to one month: from 0.001% to 0.01%;</p> <p>II - If the delay exceeds one month and up to six months: from 0.01% to 0.1%;</p> <p>III - If the delay is</p>	II - Infraction for arrears.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

		<p>more than six months, and less than one year: from 0.1% to 1.5% ;</p> <p>IV - If the delay is more than one year: from 1.5% to 5%.</p>	
9	Failure to follow the guidelines established for the construction and renovation of buildings.	From 0.001% to 0.01%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: adjust the buildings to the guidelines.</p>
10	Failure to redo, adapt or correct any and all work or services under its responsibility that was carried out improperly or in breach of established quality standards.	From 0.01% to 1.5%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: prove the deployment of measures aimed at adjusting or correcting the flaw verified by the GRANTING AUTHORITY.</p>
11	Failure to draw up the complementary drawings and details that make fully understandable all the elements that compose each building exactly "as-built," within the established term.	<p>I - If the delay is up to two months: from 0.001% to 0.01%.</p> <p>II - If the delay is longer than two months: from 0.01% to 0.1%.</p>	II - Infraction for arrears
TRANSFERENCE OF THE POSSESSION OF THE PUBLIC DOMAIN PROPERTY AND START OF OPERATIONS OF ASSETS OR CASH GENERATING UNITS			
12	Failure to comply with the maximum term for the assumption of assets granted, regardless of the GRANTING AUTHORITY's agreement with any extension, except in case of non-compliance arising from the fact that the GRANTING AUTHORITY is responsible.	<p>I - If the delay is up to two weeks: from 0.01% to 0.1%;</p> <p>II - If the delay is longer than two weeks: from 0.1% to 1.5%.</p>	II - Infraction for arrears
13	Enable the delay or create an impediment to the signing of the TERM OF DELIVERY OF THE PUBLIC ASSET.	<p>I - If the delay is up to two weeks: from 0.01% to 0.1%;</p> <p>II - If the delay is longer than two</p>	II - Infraction for arrears

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

		weeks: from 0.1% to 1.5%.	
DUTY TO PRESERVE THE CURRENT PROVISION OF SERVICES			
14	Failure to preserve the timeliness and up-to-date services provided that are the object of the CONCESSION.	From 0.001% to 0.1%.	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: updating the provision of the service.</p>
ENVIRONMENT AND HISTORICAL HERITAGE			
15	Failure to comply with requirements established in environmental permits.	From 0.1% to 1.5%.	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: complying with the requirements.</p>
16	Failure to secure, maintain or renew environmental permits.	From 0.1% to 1.5%.	<p>Failure to obtain: II - Infraction for arrears.</p> <p>Failure to maintain or renew: III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: securing the necessary permit.</p>
17	Failure to comply with requirements established in authorizations of material and/or immaterial heritage preservation entities that may be necessary due to buildings listed as heritage sites in the CONCESSION AREA.	From 0.01% to 1.5%.	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: complying with requirements.</p>
18	Failure to maintain authorizations of material and/or immaterial heritage preservation entities that are necessary due to buildings listed as heritage buildings in the CONCESSION AREA.	From 0.01% to 1.5%.	II - Infraction for arrears.
19	Failure to observe the standards, rules or procedures set forth in the MANAGEMENT PLAN, with each rule violated corresponding to a different infraction, including for the purpose of recidivism, which shall be characterized only in the	From 0.001% to 1.5%.	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: obeying unmet standards, rules or procedures.</p>

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

	case of a new violation of the same rule that was previously violated.		
INSPECTION, INSPECTION SUPPORT AND COEXISTENCE			
20	Create obstacles, failure to collaborate or failure to comply with the GRANTING AUTHORITY's determinations regarding its supervisory power.	From 0.01% to 1.5%.	<p>If the conduct characterizes a specific situation: I - Infraction for a specific breach of contract.</p> <p>If the conduct persists in time: III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: deploy the necessary measures to enable performance of inspection</p>
21	Breach the obligation to contract or replace the INDEPENDENT VERIFIER, within the stipulated deadlines	From 0.1% to 1.5%.	II - Infraction for arrears.
22	Failure to provide clarifications and information requested by the Contract Execution Monitoring Commission.	From 0.001% to 1.5%	II - Infraction for arrears.
23	Failure to prepare and provide the Annual Report to the GRANTING AUTHORITY, within the established deadline.	<p>I - If the delay is up to one month: from 0.001% to 0.01%;</p> <p>II - If the delay is more than one month: from 0.01% to 0.1%.</p>	II - Infraction for arrears.
24	Failure to prepare a report with all the findings regarding PERFORMANCE INDICATORS, and consequently sending them to the INDEPENDENT VERIFIER, for purposes of calculating the VARIABLE GRANT.	From 0.1% to 1.5%	II - Infraction for arrears.
25	Practice any kind of fraud in regard to tickets not charged for due to exemption granted to specific visitor age groups, in addition to proper recording of the number of visitors.	From 0.1% to 5%	<p>If the fraud characterizes a specific situation: I - Infraction for a specific breach of contract.</p> <p>If the fraud persists in time: III - Infraction for breach of contract whose effects persist over time.</p>

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

			Regularization: ceasing the practice of the verified fraud.
ACCESS TO THE CONCESSION AREA AND COEXISTENCE GUIDELINES			
26	Prevent representatives of the GRANTING AUTHORITY and FOREST FOUNDATION and EMAE from accessing the CONCESSION AREA, so that they are able to carry out activities inherent to their respective institutional duties.	From 0.01% to 1.5%.	<p>If the conduct characterizes a specific situation: I - Infraction for a specific breach of contract.</p> <p>If the conduct persists in time: III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: Allowing access for representatives.</p>
27	Prevent access to researchers from carrying out research in the CONCESSION AREA.	From 0.01% to 0.1%	<p>If the conduct characterizes a specific situation: I - Infraction for a specific breach of contract.</p> <p>If the conduct persists over time: III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: Allowing access to representatives.</p>
28	Failure to comply with the coexistence guidelines with EMAE S.A., with each rule violated corresponding to a different infraction, including for recidivism purposes, which shall be characterized only in the case of a new violation of the same rule that has already been violated.	From 0.001% to 0.1%	<p>If the conduct characterizes a specific situation: I - Infraction for a specific breach of contract.</p> <p>If the conduct persists over time: III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: complying with the violated directive.</p>
ADDITIONAL REVENUE			
29	Failure to submit relevant contracts and documents to the GRANTING AUTHORITY, with respect to REVENUE.	From 0.1% to 1.5%	II – Infraction for arrears

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

30	Breach the obligation to sign, in writing, all REVENUE exploitation contracts.	From 0.1% to 1.5%	III - Infraction for breach of contract whose effects persist time Regularization: submitting to the GRANTING AUTHORITY all REVENUE exploitation contracts.
31	Enter into a REVENUE exploitation contract, for a term longer than that of the CONCESSION, without prior consent given by the GRANTING AUTHORITY.	From 0.1% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) obtain the consent of the GRANTING AUTHORITY, after fulfilling the conditions of the CONTRACT; or (ii) terminate the contract, or change its term to comply with the term of the CONCESSION.
FINANCING			
32	Offer rights arising from the CONCESSION, as financial backing, without the GRANTING AUTHORITY's prior and express consent.	From 0.1% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) reduce rights arising from CONCESSION in the financing agreement; or (II) obtain, if possible, the GRANTING AUTHORITY's consent.
33	Give shares or rights corresponding to the CONCESSIONAIRE's control, as financial backing, without the prior and express consent of the GRANTING AUTHORITY.	From 0.1% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) reduce shares or rights corresponding to the CONCESSIONAIRE's control in the financing agreement; or (II) obtain, if possible, the GRANTING AUTHORITY's consent.
34	Failure to inform the GRANTING AUTHORITY of changes in the conditions of financing contracted, as well as contracting any new financing or debt that may be considered for purposes of	From 0.1% to 5%	II - Infraction for arrears.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

	calculating the indemnity due in the event of dismissal of the CONCESSION.		
ASSETS IN CONCESSION, REVERSAL AND TRANSITION			
35	Failure to keep REVERSIBLE ASSETS in full conditions of use, conservation and safety.	From 0.001% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: adjust the conditions of use, conservation and safety of CONCESSION ASSETS.
36	Undertake, without prior approval by the GRANTING AUTHORITY, construction works and interventions that involve demolition, renovation or construction of new facilities.	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) undo construction works or the intervention; or (II) secure, if possible, the Granting Authority's approval.
37	Failure to keep the INVENTORY in good condition and in good working order, with all the required information.	From 0.001% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: update the INVENTORY.
38	Failure to deliver to the GRANTING AUTHORITY, when requested, the INVENTORY of ASSETS COMPRISING the CONCESSION, duly updated.	From 0.001% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: deliver the INVENTORY, duly updated.
39	Failure to record REVERSIBLE ASSETS in the CONCESSIONAIRE's accounts, including their distinction in relation to private assets.	From 0.001% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: adjust accounting.
40	Attempted or completed fraud in the INVENTORY of the ASSETS COMPRISING the CONCESSION.	From 0.1% to 5%	In case of attempt: I - Infraction for specific breach of contract. In the case of completion: III - Infraction for breach of contract whose effects persist over time.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

			Regularization: offer the GRANTING AUTHORITY the INVENTORY, duly regularized.
41	Divest, transfer or constitute encumbrances, of any nature, of the REVERSIBLE ASSETS, without the prior consent of the GRANTING AUTHORITY	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) acquire new assets, equivalent or of a higher quality to those unduly sold; (II) reduce assets unduly encumbered; or (III) when possible, obtain the GRANTING AUTHORITY's consent for the act of divesting, transferring or encumbering.
42	Failure to explicitly mention the relationship with the CONCESSION in the CONCESSIONAIRE's legal affairs, involving REVERSIBLE ASSETS.	From 0.01% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: deployment of necessary measures, so that, even if untimely, the relationship with the CONCESSION is designated.
43	Failure to revert REVERSIBLE ASSETS, as well as all rights and privileges linked to the CONCESSION, at the end of its term.	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: deploy necessary measures to reverse the REVERSIBLE ASSETS, rights and privileges linked to the CONCESSION.
44	Failure to transfer all REVERSIBLE ASSETS in perfect conditions of use, conservation and operations to the GRANTING AUTHORITY or to whomever it indicates, regardless of their cause.	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: transfer the REVERSIBLE ASSETS to the GRANTING AUTHORITY, or whomever it indicates, or adjust their state of use, conservation and operations.
45	Failure to transfer, free of costs, rights and documents required for the performance of activities foreseen under the object of the CONTRACT, at the end of the CONCESSION.	From 0,1% to 1,5%.	III - Infraction for breach of contract whose effects persist over time. Regularization: transfer pending rights and documents to the GRANTING AUTHORITY

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

46	At the end of the CONCESSION, failure to dissolve the Special Purpose Company (SPE) or distributing any worth or equity among shareholders of the SPE before the GRANTING AUTHORITY certifies that assets reverted are in perfect conditions of operations, use and maintenance, free of any encumbrances or charges, and that payment of sums due to the GRANTING AUTHORITY is fully assured as indemnifications or otherwise.	De 0,1% a 5%	III – Infraction for breach of contract whose effects persist over time. Regularization: (I) secure a refund of the shareholders' sum or equity; (II) secure a certificate from the GRANTING AUTHORITY regarding the conditions of assets reversed.
CONCESSIONAIRE			
47	Breach the timetable for paying in of the capital stock.	From 0.01% to 0.1%	II - Infraction for arrears.
48	Reduce the share capital of the Special Purpose Company (SPE) below the minimum permitted without the consent of the GRANTING AUTHORITY.	From 0.1% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: increase the share capital of the SPE, while accounting for the minimum permitted.
49	Transfer the CONTROL without the GRANTING AUTHORITY's prior and express consent.	1.5% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) deployment of measures provided for under the CONTRACT or (II) securing consent from the GRANTING AUTHORITY, when possible.
50	Failure to submit proposals for the issuance of securities to the GRANTING AUTHORITY's prior approval if i) they contain a provision of conversion into shares that entail a change in the control of the company or ii) their guarantee are shares with voting rights belonging to the Special Purpose Company's (SPE's) controlling group members.	From 0.1% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) suspend the process of issuing bonds and/or securities; or (II) obtain, if possible, the GRANTING AUTHORITY's consent.
OPERATION OF SERVICES			

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

51	Breach the obligation to provide services continuously or adequately.	From 0.01% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: resume activities that were the object of the CONCESSION, and which were interrupted, and/or ensure that they are carried out in a manner appropriate to properly attending USERS.
52	Failure to provide first aid assistance to USERS who need emergency assistance in the CONCESSION AREA, or failure to remove them, when necessary, to public health centers or associated institutions.	From 0.1% to 1.5%	I - Infraction for specific violation.
53	Failure to act in the prevention and repression of crimes and misdemeanors, or failure to register occurrences inside the CONCESSIONAIRE's premises.	From 0.001% to 0.1%	I - Infraction for specific violation.
54	Failure to restrain inappropriate USER behavior, taking into account behaviors typified in specific legislation and regulations.	From 0.001% to 0.1%	I - Infraction for specific violation.
SPECIFIC OBLIGATIONS OF THE CONCESSIONAIRE			
55	Failure to maintain all the qualification conditions required in the BIDDING PROCESS during the CONCESSION TERM.	From 0.1% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: prove that the qualification conditions required in the BIDDING PROCESS were kept.
56	Failure to inform the population and USERS whenever there is a change in the TICKET price, as well as the effective date of the change.	From 0.001% to 0.1%	II - Infraction for arrears.
57	Delay reporting, at the beginning of the year, of the Sundays that are part of the ticket exemption policy.	From 0.01% to 0.1%	II - Infraction for arrears.
58	Failure to comply with tax and labor obligations arising from its activity.	From 0.01% to 1.5%	III - Infraction for breach of contract whose effects persist over time.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

			Regularization: prove compliance with unfulfilled tax and/or labor obligations.
59	Failure to adequately disclose to the general public, and to the USER in particular, the adoption of special procedures in the event of exceptional situations.	From 0.001% to 0.1%	I - Infraction for specific breach of the CONTRACT.
60	Failure to publish financial and accounting statements periodically, under the terms of the applicable legislation.	From 0.01% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: demonstrate the legally required publication.
61	Failure to offer USERS any of the required communications channels.	From 0.001% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: offer USERS all communications channels provided for under the CONTRACT.
62	Failure to maintain a permanent ombudsman to receive and process criticisms and suggestions from USERS or third parties affected by the provision of the service.	From 0.001% to 0.1%	II - Infraction for arrears.
63	Failure to prepare, within the established term, a TRANSACTION POLICY WITH RELATED PARTIES	I - If the delay is up to one month: from 0.001% to 0.01%. II - If the delay is more than one month: from 0.01% to 0.1%.	II - Infraction for arrears.
64	Failure to uphold the TRANSACTION POLICY WITH RELATED PARTIES.	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: (I) undo legal transactions entered into with RELATED PARTIES; or (II) adjust them, if possible, to the TRANSACTION POLICY WITH RELATED PARTIES.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

65	Failure to establish, within the prescribed period, the Compliance Program (<i>compliance</i>).	I - If the delay is up to one month: from 0.001% to 0.01%. II - If the delay is more than one month: from 0.01% to 0.1%.	II - Infraction for arrears.
66	Failure to observe the Compliance Program (<i>compliance</i>).	From 0.01% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: take all measures recommended in the Compliance Program.
67	Failure to observe the SP-148 use restriction rules as a highway or for the promotion of commercial passenger or cargo transportation	From 0.001% to 5%	III - Infraction for breach of contract whose effects persist over time. Regularization: no longer offer this service or action.
68	Attempt at, or completion of, fraud with regard to the mandatory allocation of its REVENUE to the CENTRALIZER ACCOUNT, or a fictitious reduction of the CONCESSIONAIRE'S REVENUE.	From 1.5 % 5%	In case of attempt: I - Infraction for specific breach of contract. In case of completion: III - Infraction for breach of contract whose effects persist over time. Regularization: allocation of all revenues earned to the CENTRALIZER ACCOUNT.
CONCESSIONAIRE ASSIGNMENTS			
69	Failure to provide one or more charges inherent to commercial and ticket office revenue, based on contract milestones.	From 0.1% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: provide charges inherent to commercial services and ticketing revenue.
70	Failure to comply, either in whole or in part, with one or more cleaning assignments in the CONCESSION AREA.	From 0.001% to 0.1%	III - Infraction for breach of contract whose effects persist over time. Regularization: resume adequate cleaning services.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

71	Failure to provide, either in whole or in part, property security and access control services in the CONCESSION AREA, as of the date of signature of the TERM OF DELIVERY OF THE PUBLIC ASSET.	From 0.01% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: resume appropriate property security and access control services.
72	Failure to comply, in whole or in part, with one or more assignments inherent to the maintenance of infrastructure assets that the CONCESSIONAIRE is obliged to maintain or support within the CONCESSION AREA.	From 0.001% to 1.5%	II - Infraction for arrears.
73	Failure to provide, either in whole or in part, one or more utility services or infrastructure networks in the CONCESSION AREA.	From 0.001% to 1.5%	II - Infraction for arrears.
74	Failure to provide, either in whole or in part, one or more management services in the CONCESSION AREA.	From 0.001% to 1.5%	II - Infraction for arrears.
75	Failure to start or stop performing environmental education activities.	From 0.01% to 1.5%	Failure to start: II - Infraction for arrears Failure to perform: III - Infraction for breach of contract whose effects persist over time. Regularization: return to carrying out environmental education activities.
SUBCONTRACTING AND SUBCONCESSION			
76	Subcontract the execution of activities object of the CONCESSION in non-compliance with the rules provided for under the CONTRACT.	From 0.01% to 1.5%	III - Infraction for breach of contract whose effects persist over time. Regularization: extinguish or adjust the contract with a third party.
77	Make or allow any type of subconcession in regard to the services covered by this CONTRACT, outside of the circumstances provided for under the CONTRACT.	From 0.1% to 5%	III - Infraction for breach of contract whose effects persist over time.

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

			Regularization: deploy all necessary measures to return to the <i>status quo ante</i> .
PERFORMANCE BOND AND INSURANCE			
78	Failure to keep the PERFORMANCE BOND valid, in force and in the conditions provided for under the CONTRACT, during the entire contractual term.	1.5% to 5%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: offer a valid performance bond, under the conditions provided for under the CONTRACT.</p>
79	Failure to provide the GRANTING AUTHORITY, within a period not exceeding 30 (thirty) days from the beginning of each year of the CONCESSION, with a certificate issued by the insurer(s) confirming that all insurance policies contracted are valid, and that respective premiums are paid.	From 0.01% to 0.1%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: offer the required certificate to the GRANTING AUTHORITY.</p>
80	Failure to submit to the GRANTING AUTHORITY, up to 30 (thirty) days before the end of the PERFORMANCE BOND validity period, proof of renewal and upgrading of the PERFORMANCE BOND.	From 0.01% to 0.1%	<p>III - Infraction for breach of contract whose effects persist over time.</p> <p>Regularization: offer the GRANTING AUTHORITY the required supporting document.</p>