



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

ANNEX XXXIII – BIDDING PROCESS MODELS

TABLE OF CONTENTS

TERM OF ACCEPTANCE OF AUCTION NOTICE TERMS	3
REQUEST FOR CLARIFICATIONS	4
CERTIFICATION OF TECHNICAL VISIT	5
NOTIFICATION OF DECISION NOT TO PERFORM TECHNICAL VISIT	6
FORM OF CERTIFICATION OF ABSENCE OF EQUIVALENT DOCUMENT	7
FORM OF OFFICIAL AGREEMENT TO EXPRESSLY SUBMIT TO THE BRAZILIAN LEGISLATION AND WAIVE THE RIGHT TO FILE CLAIMS BY DIPLOMATIC MEANS	8
ACCREDITATION LETTER	9
PRICE PROPOSAL	10
MINIMUM TERMS AND CONDITIONS OF PERFORMANCE BOND	12
FORM OF BANK GUARANTEE	14
STATEMENT OF COMPLIANCE WITH ITEM XXXIII OF ARTICLE 7 OF THE BRAZILIAN CONSTITUTION	16
STATEMENT OF NONEXISTENCE OF BANKRUPTCY PROCEEDINGS	17
STATEMENT ATTESTING TO THE NONEXISTENCE OF IMPEDITIVE FACT	18
STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 117, SOLE PARAGRAPH, OF THE CONSTITUTION OF THE STATE OF SÃO PAULO	19
STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF STATE LAW NO. 12.779/2008 AND FEDERAL LAW NO. 12.846/2013	20
STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 1 OF STATE DECREE NO. 53.047/2008	22
FORM OF FINANCIAL CAPACITY STATEMENT	23
NOTICE AND ACKNOWLEDGMENT LETTER	25



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

TERM OF ACCEPTANCE OF AUCTION NOTICE TERMS

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

Dear All,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, hereby states, subject to the penalties of the applicable legislation, that: (I) it accepts all the terms of the AUCTION NOTICE; (II) it fully understands the purpose of the CONCESSION, as described in the AUCTION NOTICE, as well as its respective conditions, and the complexity and characteristics of the works to be executed within the scope of the CONCESSION CONTRACT; (III) it is entirely familiar with the ZOO, the BOTANIC GARDEN and the FARM, as well as the state of the public asset comprising the scope of the CONCESSION CONTRACT, as well as the nature and complexity of services and investments required.

It further represents that it is liable for the accuracy of all information contained in the documents and in the proposal submitted, and states that it has received all elements comprising this AUCTION NOTICE, and that it has been made aware of all information and terms to fulfill all the obligations that are the purpose of the BIDDING PROCESS, and has found that the information received is sufficient for purposes of devising its proposal.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/ME (Taxpayer Identification) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

REQUEST FOR CLARIFICATIONS

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

BIDDER:

Company/Entity:

Forms of contact:

Document (indication of the document in question - ex: AUCTION NOTICE, CONTRACT or ANNEXES)

Provision, item or content of the draft (transcribe the provision to which the request for clarification refers, or the subject matter addressed therein):

Request for Clarification:



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

CERTIFICATION OF TECHNICAL VISIT

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

Regarding INTERNATIONAL BIDDING PROCESS NO. 02 /2020, we hereby certify that [company name of BIDDER] conducted the optional technical visit on [·]/[·]/[·], in order to become acquainted with and to inspect the existing facilities to be taken on by the future CONCESSIONAIRE, under their present physical-operating conditions, so as to confirm the local conditions, and make its own assessment as to the quantification and nature of works, equipment and public amenities needed to execute the purpose of the CONCESSION, the form and conditions of supply, available accesses to the site, and to procure any other information deemed necessary to properly provide services awarded.

Any doubts resulting from the Technical Visit shall be produced in writing, as established in the AUCTION NOTICE.

[PLACE], [DATE]

[REPRESENTATIVE]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

NOTIFICATION OF DECISION NOT TO PERFORM TECHNICAL VISIT

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES.

Dear All,

Regarding INTERNATIONAL BIDDING PROCESS NO. 02/2020, we hereby state that [company name of BIDDER] has decided not to perform the optional technical visit in order to become acquainted with and to inspect the existing facilities to be taken on by the future CONCESSIONAIRE, under their present physical-operating conditions, so as to confirm local conditions, and make its own assessment as to the quantification and nature of works, equipment and public amenities needed to execute the purpose of the CONCESSION, the form and conditions of supply, available accesses to the site, and to procure any other information deemed necessary to properly provide the service that is the purpose of the concession. [company name of BIDDER] represents that it understands that it has the right to perform the technical visit, to become familiarized with the entire CONCESSION AREA, but that, in light of the risks and consequences involved, it has chosen to produce the PRICE PROPOSAL without performing the technical visit.

Any doubts concerning the Technical Visit shall be produced in writing, as established in the AUCTION NOTICE.

[PLACE], [DATE]

[BIDDER]
Represented by its legal representative
RG (Identification Card) no. [•]
CPF/ME (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

FORM OF CERTIFICATION OF ABSENCE OF EQUIVALENT DOCUMENT

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING THE MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES.

To Whom it May Concern,

Regarding INTERNATIONAL BIDDING PROCESS NO. 02/2020, we hereby state that [company name of BIDDER], represented by its undersigned representative(s), represents, subject to the penalties of the applicable legislation, that there is no equivalent in the originating country of the BIDDER company and/or consortium member to the documents referenced below, which are required for the purposes of INTERNATIONAL BIDDING PROCESS no. 02/2020.

Document required in the auction notice for which there is no equivalent document in the party's originating country	Item of the auction notice in which the document is required

[PLACE], [DATE]

[BIDDER]
Represented by its legal representative
RG (Identification Card) no. [•]
CPF/ME (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

**FORM OF OFFICIAL AGREEMENT TO EXPRESSLY SUBMIT TO THE BRAZILIAN LEGISLATION AND
WAIVE THE RIGHT TO FILE CLAIMS BY DIPLOMATIC MEANS**

INTERNATIONAL BIDDING PROCESS NO. 02/2020

**CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC
GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE,
ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES.**

São Paulo, [●] [●], [●].

To the
SPECIAL BIDDING COMMISSION

Ref.: International Bidding Process No. 02/2020 – Business Proposal.

To Whom it May Concern,

Pursuant to the provisions in subitem 8.5.4 of the captioned Auction Notice, the [Bidder], represented by its undersigned legal representative(s), hereby states, for all intents and purposes, that it formally and expressly agrees to submit to the laws of Brazil, and waives any right to file claims, for any reason of fact or law, by diplomatic means.

[BIDDER]
[legal representative]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

ACCREDITATION LETTER

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

By this mandate, [BIDDER], [QUALIFICATION], hereinafter referred to as “GRANTOR”, names and appoints as its lawful attorneys-in-fact:

Mr(s).[NAME], [QUALIFICATION]
Mr(s).[NAME], [QUALIFICATION]

Accrediting them to, [jointly and/or individually], perform all acts necessary during the course of the bidding process described in the AUCTION NOTICE for INTERNATIONAL BIDDING PROCESS No. 02/2020, including to:

- I. represent the GRANTOR at the public sessions held for the BIDDING PROCESS and all other acts associated with the bidding process;
- II. lodge appeals and waive the right to lodge appeals;
- III. represent the GRANTOR in the defense of its administrative interests during the course of the bidding process; and
- IV. sign, present a proposal, provide clarifications, meet requirements, negotiate terms, receive notifications and summons, express agreement or disagreement with acts and decisions by the BIDDING COMMISSION.

With the Accreditation, [BIDDER] understands that its Representatives will thereafter be responsible for the full representation of the BIDDER in the captioned International Bidding Process, assigning them the powers needed and sufficient to exercise said representation throughout the entire bidding process.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]

PRICE PROPOSAL

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

According to the terms of the AUCTION NOTICE and its ANNEXES, and other information made available during the captioned bidding process, as well as assessments and extended studies executed, which this BIDDER accepts in full, we hereby submit our PRICE PROPOSAL for the CONCESSION to exploit the ZOO, the BOTANIC GARDEN and the FARM, encompassing management, environment education, leisure, entertainment, cultural and ecotourism activities, and related services, as described in the AUCTION NOTICE.

WHEREAS:

- I. this PRICE PROPOSAL reflects this BIDDER's intention and is binding, irrevocable, irreversible and unconditional;
- II. the Fixed Grant encompasses, as on the reference date of [•], the sum total of the minimum Fixed Grant value and the premium on its PRICE PROPOSAL, in Brazilian currency, according to the rules in the AUCTION NOTICE and the CONCESSION CONTRACT, which shall be paid by the execution date of the CONTRACT, in a single installment, and indexed from the reference date of the CONTRACT through the date of the effective payment, based on the IPC/FIPE index, as established in item 11.6 of the AUCTION NOTICE;
- III. to prepare this PRICE PROPOSAL, the BIDDER considered the physical and legal conditions of the CONCESSION AREA and all the investments, taxes, costs and expenses to be incurred with the execution of the subject of the CONCESSION, subject to the provisions of the AUCTION NOTICE, and its respective ANNEXES;
- IV. to prepare the PRICE PROPOSAL, this BIDDER learned about, considered and consented to all the risks to be assumed under the contract, in the event that it is adjudicated the winner in this BIDDING PROCESS;
- V. the PRICE PROPOSAL has considered that the duration of the CONCESSION will be 30 (thirty) years;
- VI. the PRICE PROPOSAL has considered: (a) the TIMETABLE FOR THE PAYING IN OF THE CAPITAL STOCK of the SPECIAL PURPOSE COMPANY, as established in ANNEX XXVIII; (b) the amounts to be incurred with the administration fees and other charges associated with the CONTRACT, including the payment due to the FINANCIAL INSTITUTION in charge of managing the ACCOUNTS SYSTEM, allowing for limited operations, and administering the funds flowing through the ACCOUNTS SYSTEM, according to the rules established under the CONTRACT, and in ANNEXES XXIV and XXV; (c) application of the PERFORMANCE INDICATORS; (d) funds to be contributed to the SPECIAL PURPOSE COMPANY's capital, in addition to the payment of the minimum capital stock; (d) financing arrangement(s) to be contracted by the CONCESSIONAIRE in the short and/or medium terms, as applicable, considering the primary characteristics of the operation(s), such as interest rates, currency, grace periods and amortization, maturity dates, commissions and guarantees; and (e) availability limits allowing for the issuance of obligations,

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

when applicable, in light of their main characteristics, such as their modality, amounts, grace periods and amortization, maturity dates, interest rates, currency and placement area, commissions and guarantees.

- VII. all starting investments, services and other characteristics of the CONCESSION have been considered, and the information produced was sufficient to allow the production of the PRICE PROPOSAL.

THE BIDDER REPRESENTS THAT

- I. it undertakes to make all the investments and other INTERVENTIONS needed to enable the operation, management and maintenance of the CONCESSION AREA, and commits to bear all expenses, burdens, charges, expenditures and monetary obligations established in the CONCESSION CONTRACT;
- II. it authorizes the withholding of the amount corresponding to the VARIABLE GRANT, as established in the CONTRACT; and
- III. it authorizes the withholding of the amount corresponding to the INSPECTION FEE, as established in the CONTRACT.

PRICE PROPOSAL

This BIDDER, whose information is transcribed hereunder, hereby represented by its legal representative, presents the following PRICE PROPOSAL for the purposes of the captioned BIDDING PROCESS:

Proposal: R\$ [•] (value of the FIXED GRANT, written out)

Validity: This PRICE PROPOSAL shall be valid for a period of 180 (one hundred and eighty) days, counted as of the date when it is received and, during said period, all of its terms are maintained.

BIDDER INFORMATION

Company Name / Consortium Name: [•]
CNPJ/ME number (in case of Consortium, use CNPJ/ME number of the leading company): [•]
Stock Ownership / Interest in Consortium: [•]
Leading Company (when applicable): [•]
Address: [•]
Contact Telephones: [•]
Fax: [•]
BIDDER's Representative: [•]
E-mail: [•]

[PLACE], [DATE]

[BIDDER]
Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]

MINIMUM TERMS AND CONDITIONS OF PERFORMANCE BOND

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To secure the proposal by way of a performance bond, the following special conditions shall be fulfilled, at a minimum:

1. **Policyholder**

- 1.1. Company name: BIDDER [corporate name of BIDDER]
CNPJ/MF N.:
Headquarters:

2. **Insured party**

- 2.1. Company name: [●]
CNPJ/MF N.:
Headquarters:

3. **Scope of Coverage**

- 3.1. To secure the payment of indemnification, up to R\$ [●] ([●]), in the event that the BIDDER fails to perform any of its obligations under the Law or the AUCTION NOTICE, including any failure to sign the CONTRACT or to meet the requirements for its execution, or, yet, any of the conducts referenced in item 12.11 of the AUCTION NOTICE, under the conditions and within the timeframes established in the AUCTION NOTICE.
- 3.2. The refusal by the BIDDER to sign the CONTRACT shall entail enforcement of the payment in the full amount established in the preceding item.

4. **Instrument**

- 4.1. The Performance Bond insurance policy issued by a duly incorporated insurance company, authorized to operate by the Brazilian Superintendence of Private Insurance – SUSEP, subject to the terms of SUSEP's normative acts.

5. **Secured Amount**

- 5.1. The Performance Bond policy shall stipulate an indemnification amount of up to R\$ [●] ([●]).

6. **Term**

- 6.1. The Performance Bond policy shall stipulate a term of duration of at least 180 (one hundred and eighty) days, counted as of the date scheduled for the Public Session, as established in the Auction Notice.

7. **Additional Provisions**

- 7.1. The Performance Bond policy shall include the following additional provisions:
- (i) Representation by the Insurance Company stating that it is familiar with, and accepts the terms and conditions of the Auction Notice for Bidding Process no. [●]/2020;
 - (ii) Representation by the Insurance Company stating that it will effect payment of the amounts established herein within no more than 30 (thirty) days, counted as of the date of delivery of all the documents stipulated by the Insurance Company as necessary to characterize and establish the claim; and
 - (iii) The Insured Party's right to demand that the Insurance Company pay the compensation due as a result of the Policyholder's failure to perform the obligations covered by the Performance Bond policy, when the notification of the Policyholder proves fruitless.

All terms not expressly defined in this ANNEX will have the meanings assigned to them in the AUCTION NOTICE.

FORM OF BANK GUARANTEE

São Paulo, [●] [●], 2020.

To the
State Secretariat for Infrastructure and Environment – SIMA

Ref.: Bank Letter of Guarantee no. [●] (“●”)
R\$ [●] ([●]).

To Whom it May Concern,

1. Under this Letter of Guarantee, Bank [●], headquartered at [●], enrolled with the CNPJ Corporate Taxpayer Registration under no. [●] (“Guarantor Bank”), on its own behalf and on behalf of any successors, undertakes before [●], as guarantor and primary obligor of [●], headquartered at [●], enrolled with the CNPJ Corporate Taxpayer Registration under nº [●] (“Secured Party”), expressly waiving the rights established in articles 827, 835, 837, 838 and 839 of Federal Law no. 10.406 of January 10, 2002 (Brazilian Civil Code), to secure the full performance of all obligations assumed by the Secured Party in the bidding process described in the Auction Notice for Concession no. [●]/2020, the terms, provisions and conditions of which the Guarantor Bank expressly admits to knowing and accepting.
2. The Guarantor Bank undertakes to pay to the Granting Authority a total amount of up to R\$ [●] ([●]) (“Guarantee”) in the event that the Secured Party fails to perform any of its obligations under the Law or the Auction Notice for International Bidding Process no. 02/2020, including any failure to sign the CONTRACT or to meet the requirements for its performance, or, yet, any of the conducts referenced in item 12.11 of the AUCTION NOTICE, under the conditions and within the timeframes established in said Auction Notice.
 - 2.1. The refusal by the BIDDER to sign the CONTRACT shall entail enforcement of the payment in the full amount established in the preceding item.
3. Within the scope of the above amount, the Guarantor Bank undertakes, further, to compensate any losses caused by the Secured Party, including, but not limited to, any fines applied by the Granting Authority in connection with the bidding process, committing to effect payments connected with any such losses upon demand, but within no more than 48 (forty-eight) hours, counted as of the receipt, by the Guarantor Bank, of the written notice delivered by the Granting Authority.
4. The Guarantor Bank shall not claim any objection or opposition by the Secured Party, or invoked by same, to seek relief from performing the obligation assumed before the Granting Authority under the terms of this Letter of Guarantee.
5. The Guarantor Bank and the Secured Party may not change any of the terms of the guarantee without the Granting Authority’s prior authorization.
6. In the event that the State of São Paulo files, through its representatives, legal action to demand the performance of the obligation referenced in this Letter of Guarantee, the Guarantor Bank shall be liable for the payment of expenses incurred with arbitration, as well as all court and out-of-court expenses.
7. The Guarantee shall be valid for a period of 180 (one hundred and eighty) days, counted as of the date of receipt of the ENVELOPES, according to the terms established in Item 12 of the Auction Notice



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

for International Bidding Process no. 02/2020, subject to renewal as stipulated in the AUCTION NOTICE.

8. The Guarantor Bank represents that:

- 8.1. This Letter of Guarantee has been lawfully recorded, pursuant to the current regulations of the Brazilian Central Bank applying hereto, in addition to being consistent with the provisions of the applicable Banking Laws;
- 8.2. The signatories of this instrument are authorized to provide the Guarantee on their own behalf, under their sole responsibility; and
- 8.3. It is authorized by the Brazilian Central Bank to issue Letters of Guarantee, and the value of this Letter of Guarantee, of up to R\$ [●] ([●] Reais), lies within the limits authorized by the Brazilian Central Bank.

All terms not expressly defined in this Letter of Guarantee shall have the meanings assigned to them in Auction Notice for International Bidding Process No. 02/2020.

[signatures of legal representatives, duly certified]

Witness 1 _____

Name:

CPF (Taxpayer Registration) No.:

Witness 2 _____

Name:

CPF Taxpayer Registration) No.:



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

STATEMENT OF COMPLIANCE WITH ITEM XXXIII OF ARTICLE 7 OF THE BRAZILIAN CONSTITUTION

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, states, for purposes of the provisions in art. 27, item V, of Federal Law No. 8.666/1993, subject to the penalties of the applicable legislation, that it does not employ children under the age of eighteen in nighttime work, dangerous or unhealthy work conditions, and that it does not employ children under the age of sixteen, with the exception of those under an apprentice CONTRACT, and who shall always be older than fourteen.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
ID (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

STATEMENT OF NONEXISTENCE OF BANKRUPTCY PROCEEDINGS

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, declares, subject to the penalties of the applicable legislation, that it is not currently the subject of bankruptcy proceedings, judicial or extrajudicial liquidation, insolvency, special temporary administration, nor under the intervention of the competent inspection body.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
ID (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

STATEMENT ATTESTING TO THE NONEXISTENCE OF IMPEDITIVE FACT

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, hereby states, subject to the penalties of the applicable legislation, that:

- I. there is no fact capable of impeding its participation in the captioned International Bidding Process;
- II. it has not been declared disreputable by any federative instrumentality, and is not banned from bidding or contracting with the Public Administration as a result of its inclusion in the National Registry of Penalized Companies – CNEP or in the National Registry of Disreputable and Suspended Companies – CEIS, both kept by the Federal Government of Brazil, or in the State Registry of Penalized Companies – CEEP, of the State of São Paulo, instituted according to the terms of article 5 of State Decree no. 60.106/2014;
- III. it is not prevented from contracting with the Public Administration of the State of São Paulo;
- IV. it is not currently serving a sentence of temporary suspension from contracting with the Public Administration of the State of São Paulo;
- V. it undertakes to notify the occurrence of any supervening facts associated with the subject matter of this Statement; and
- VI. it has not been convicted, by the decision of a court of last resort, to a sentence that determined the interdiction of its rights, due to the commitment of environmental crimes, as established in art.10 of Federal Law no. 9.605/1998

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

**STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 117, SOLE PARAGRAPH, OF
THE CONSTITUTION OF THE STATE OF SÃO PAULO**

INTERNATIONAL BIDDING PROCESS NO. 02/2020

**CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC
GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE,
ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES**

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, states, subject to the penalties of the applicable legislation, that it is compliant with the rules governing occupational health and safety, as established in the sole paragraph of art. 117 of the Constitution of the State of São Paulo, and understands that the Public Administration is banned from contracting with companies that do not adhere to said legal requirements.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

**STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF STATE LAW NO. 12.779/2008 AND
FEDERAL LAW NO. 12.846/2013**

INTERNATIONAL BIDDING PROCESS NO. 02/2020

**CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC
GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE,
ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES**

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, states, subject to the penalties of the applicable legislation, that it understands that the following situations will constitute an impediment to contracting with the GRANTING AUTHORITY: (I) the existence of a record with the Registry Reporting Pending Credits with State Bodies and Entities – STATE CADIN; (II) entry of a sanction of the type described in item 8.2., subsection I or II, of the Auction Notice, in the Electronic System for Application and Registration of Administrative Sanctions - e-Sanctions (State Decree no. 61.751/2015); (III) entry of a sanction of the type described in item 8.2, subsection II, of the Auction Notice, in the National Registry of Disreputable and Suspended Companies – CEIS; (IV) entry of a sanction of the type described in item 8.2, subsection V, of the Auction Notice, in the National Registry of Penalized Companies – CNEP, or in the State Registry of Penalized Companies – CEEP, of the State of São Paulo; and (V) entry of a sanction of the type described in item 8.2, subsection VIII, of the Auction Notice, in the National Registry of Civil Convictions for Acts of Administrative Impropriety and Ineligibility – CNIA, of the National Council of Justice.

It further states that it is not subject to any restriction or entry in the STATE CADIN or in the CEIS that could prevent its contracting as a result of this BIDDING PROCESS.

In addition, it represents that:

- I. the proposal submitted was prepared independently, and that its contents were not, fully or partly, directly or indirectly, disclosed to or discussed with any other BIDDER or other party interested, potentially or effectively, in this bidding process;
- II. the intention to submit the proposal was not disclosed to or discussed with any other BIDDER or other party interested, potentially or effectively, in this bidding process;
- III. the BIDDER did not attempt, by any means or through any persons, to influence the decision of any other BIDDER or other party interested, potentially or effectively, in this bidding process;
- IV. the contents of the proposal submitted will not be, fully or partly, directly or indirectly, disclosed to or discussed with any other BIDDER or other party interested, potentially or effectively, in this bidding process before the adjudication of its subject;
- V. the contents of the proposal submitted were not, fully or partly, disclosed to, discussed with or received from any person associated, directly or indirectly, with the BIDDING authority prior to the official opening of the proposals; and

STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

- VI. the legal representative of the BIDDER fully understands the contents and the extent of this statement and is vested with full powers and the appropriate information to execute it.

Lastly, it states that it operates its business so as to prevent fraud, corruption and the performance of any acts that might cause damage to the Public Administration, whether domestic or foreign, in compliance with Federal Law no. 12.846/2013 and State Decree no. 60.106/2014, such as:

- I. promising, offering or delivering, directly or indirectly, improper advantage to a public agent, or any other person associated therewith;
- II. financing, funding, sponsoring or in any way subsidizing the practice of illegal actions, subject to corroboration;
- III. using an intermediary, whether an individual or a legal entity, to disguise or hide its true interests or the true identity of the beneficiaries of any actions performed, subject to corroboration;
- IV. in regard to bidding processes and CONTRACTS:
 - a) foiling or defrauding, upon prior agreement, concerted efforts or any other means, the competitive aspect of a public bidding process;
 - b) preventing, disturbing or defrauding any public bidding process;
 - c) removing or attempting to remove a BIDDER, by way of fraud or by offering any unlawful advantage;
 - d) defrauding a public BIDDING PROCESS or a CONTRACT resulting therefrom;
 - e) creating a legal entity, through fraudulent or irregular means, to participate in a public BIDDING PROCESS or to execute an administrative CONTRACT;
 - f) securing undue advantage or benefit, through fraudulent means, by way of amendments to or extensions of CONTRACTS executed with the Public Administration, without legal authorization, under the invitation to participate in a public BIDDING PROCESS or the respective contractual instruments; or
 - g) manipulating or defrauding the economic-financial balance of CONTRACTS executed with the Public Administration;
- V. hampering any investigation or inspection by public agents, bodies or entities, or interfering with their work, including the work of regulating agencies and the bodies in charge of overseeing the national financial system.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

**STATEMENT OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 1 OF STATE DECREE
NO. 53.047/2008**

INTERNATIONAL BIDDING PROCESS NO. 02/2020

**CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC
GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE,
ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES**

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, hereby states, subject to the penalties of the applicable legislation, that it is familiar with the Registry of Timber Merchants of the State of São Paulo – CADMADEIRA, and that, in the execution of the procured services, exotic wood products and by-products, as well as the products and by-products listed in article 1 of State Decree No. 53.047/2008, shall only be used when acquired from legal entities that are duly registered with CADMADEIRA.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

FORM OF FINANCIAL CAPACITY STATEMENT

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

TO THE STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

Address: Avenida Professor Frederico Hermann Júnior, nº 345
CEP [--] – Alto de Pinheiros – São Paulo/SP

REF.: **FINANCIAL CAPACITY STATEMENT**

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, in compliance with the provisions of the AUCTION NOTICE, hereby states, subject to the penalties of the applicable legislation, that it possesses or is capable of procuring sufficient financial resources to allow it to satisfy the obligations to contribute its own and third-party funds as required to carry out the purpose of the CONCESSION, particularly the commitments in terms of investment and operations during the first 24 months. Moreover, it represents that (I) it has acquired or is capable of acquiring all the insurance policies and guarantees required to complete the subject of the CONCESSION, and (II) it possesses or is capable of procuring the funds needed to pay in the minimum capital stock of the SPECIAL PURPOSE COMPANY by the execution date of the CONCESSION CONTRACT, in the event that it is adjudicated the winner of this BIDDING PROCESS.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

UNDERTAKING TO CONTRACT THE PERFORMANCE BOND

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

To Whom it May Concern,

Under this instrument, [BIDDER], [QUALIFICATION], duly represented by its legal representative, hereby states, subject to the penalties of the applicable legislation, that it undertakes to contract and renew, annually, in the event that it is adjudicated the winner of the BIDDING PROCESS, a PERFORMANCE BOND, which may be contracted in any of the forms referenced in the CONTRACT, in view of securing the execution of the investments needed to carry out the purpose of the CONCESSION, encompassing the fulfillment of operating and conservation activities, as well as the extension and payment of the variable monthly amounts due to the GRANTING AUTHORITY, in addition to all other contractual obligations, as established under the terms of the CONTRACT.

[PLACE], [DATE]

[BIDDER]

Represented by its legal representative
RG (Identification Card) no. [•]
CPF/MF (Taxpayer Registration) no. [•]



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

NOTICE AND ACKNOWLEDGMENT LETTER

INTERNATIONAL BIDDING PROCESS NO. 02/2020

CONCESSION FOR USE OF THE PUBLIC ASSET FOR THE EXPLOITATION OF THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES

CONTRACTING PARTY: _____
CONTRACTED PARTY: _____
CONTRACT NO. (ORIGINAL): _____
SUBJECT: _____
LAWYER(S) /BRAZILIAN BAR REG. NO.: (*). _____

Under this INSTRUMENT, we, the undersigned:

1. ACKNOWLEDGE that:

- a) The above-referenced adjustment shall be subject to review and judgment by the Audit Court of the State of São Paulo, and processed through the electronic system;
- b) We may have access to the process, examining and extracting copies of the statements of interest, Orders and Decisions, by properly registering on the Electronic Process System, according to the information referenced herein, pursuant to the provisions of Resolution no. 01/2011, by the TCESP;
- c) In addition to being made available with the electronic process, all Orders and Decisions eventually issued, concerning said process, shall be published in the State's Official Gazette, Legislative Branch Chapter, in the section reserved for the Audit Court of the State of São Paulo, as established in article 90 of Complementary Law no. 709 of January 14, 1993, which shall start the counting of all procedural terms, according to the regulations of the Brazilian Civil Procedure Code;
- d) Any change of address – whether residential or electronic - or contact numbers, shall be communicated by the affected party, in the form of a petition joined to the proceeding.

2. We confirm that we have been duly NOTIFIED for purposes of:

- a) Monitoring procedural acts until a final ruling is made, as well as its resulting publication;
- b) When applicable and in our interest, within the timelines and respecting the legal and regimental procedures in place, exercising the right of defense, lodging appeals, and performing any other applicable actions.

PLACE and DATE: _____

MANAGER OF BODY/ENTITY:

Name: _____
Position: _____
CPF (Taxpayer Registration): _____
RG (Identification Card): _____
Date of Birth: ____/____/_____
Full Home Address: _____
Institutional Email: _____
Personal Email: _____
Telephone(s): _____
Signature: _____
Persons responsible for the adjustment: _____

For the CONTRACTING PARTY:

Name: _____
Position: _____
CPF (Taxpayer Registration): ID: _____
Date of Birth: ____/____/_____
Full Home Address: _____
Institutional Email: _____
Personal Email: _____
Telephone(s): _____
Signature: _____

For the CONTRACTED PARTY:

Name: _____
Position: _____
CPF (Taxpayer Registration): _____ ID: _____
Date of Birth: ____/____/_____
Full Home Address: _____
Institutional Email: _____
Personal Email: _____
Telephone(s): _____
Signature: _____

For the CONTRACTED PARTY:

Name: _____
Title: _____
CPF (Taxpayer Registration): _____ ID: _____
Date of Birth: ____/____/_____
Full Home Address: _____
Institutional Email: _____
Personal Email: _____
Telephone(s): _____
Signature: _____

Lawyer:

(*) Optional. Inform when previously retained, including email address.