

ANNEX 22

DOCUMENT TEMPLATES

SPONSORED CONCESSION OF PUBLIC SERVICES OF EXPANSION, OPERATION, MAINTENANCE AND MAKING OF INVESTMENTS NECESSARY FOR EXPLORATION OF THE ROAD SYSTEM CALLED THE RODOANEL NORTE LOT

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1) TEMPLATE FOR REQUEST AND CLARIFICATION OF INTERNATIONAL COMPETITION

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND MAKING OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

SÃO PAULO STATE REGULATING BODY OF DELEGATED PUBLIC TRANSPORTATION SERVICE – ARTESP

Rua Iguatemi nº 105 - Itaim Bibi
CEP 01451-011 - São Paulo/SP.

REF.: REQUEST FOR CLARIFICATION OF INTERNATIONAL COMPETITION No. 01/2022 - RODOANEL NORTE LOT

Clarification Request

Dear Sirs,

The [BIDDER], through its legal representative(s), presents the following request for clarifications regarding the REQUEST FOR BIDS:

Number of the question made	Item of the REQUEST FOR BIDS	Clarification requested	Question number assigned by CISCEA, which will be included in the clarification record
1	Insert item of the REQUEST FOR BIDS to which the requested clarification refers	Write clearly the request for clarification desired in the form of a question	Leave blank
2	Insert item of the REQUEST FOR BIDS to which the requested clarification refers	Write clearly the request for clarification desired in the form of a question	Leave blank
3	Insert item of the REQUEST FOR BIDS to which the requested clarification refers	Write clearly the request for clarification desired in the form of a question	Leave blank
4	Insert item of the REQUEST FOR BIDS to which the requested clarification refers	Write clearly the request for clarification desired in the form of a question	Leave blank

Responsible for contact:

Telephone: [•]

Electronic address: [•]

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

2) TERM OF ACCEPTANCE TO THE CONDITIONS OF THE REQUEST FOR BIDS

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that it is subject to all the conditions of the REQUEST FOR BIDS, having full knowledge of the object of the SPONSORED CONCESSION, as specified in the REQUEST FOR BIDS, as well as their respective conditions, and the complexity and characteristics of the investments to be carried out under the AGREEMENT.

It also declares that it is responsible for the veracity of all the information contained in the documentation and the PROPOSAL presented and declares that it has received all the elements of the REQUEST FOR BIDS and that it has become aware of all the information and conditions for the fulfillment of the obligations object of the BIDDING, having considered sufficient the information received for the preparation of its PROPOSAL.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

3) COMMITMENT TO PROOF OF COMPLIANCE WITH THE TECHNICAL CONDITIONS COMPATIBLE WITH THE INITIAL INVESTMENTS

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that it will meet the technical conditions necessary for the execution of the Contract, listed in ANNEX 23, by any of the means indicated therein, as well as who is aware that the failure to submit any of the certificates referred to in items 1.4 and 1.5 of ANNEX 23, under the terms and conditions set forth in this declaration, within the period established in item 16.5, x, of the REQUEST FOR BIDS, or the invalidity of any of them, will imply failure to sign the contract and subjection to applicable penalties.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

4) CERTIFICATE OF PERFORMING OPTIONAL TECHNICAL VISIT

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

I certify that the (name of the BIDDER's corporate name - individual or any company that is part of the CONSORTIUM) carried out the optional TECHNICAL VISIT on the day(s) [•], with the purpose of knowing and verifying the infrastructure under development that will be assumed and completed by the future CONCESSIONAIRE, in the physical and operational conditions in which they are, having become aware of the entire ROAD SYSTEM, being aware of the risks and consequences involved for the realization of the object of the SPONSORED CONCESSION.

[PLACE], [DATE]

[Signature of the technician responsible for accompanying the visit]

[Name of the technician responsible for accompanying the visit]

5) DECLARATION FOR THE BIDDER WHO CHOOSE NOT TO CARRY OUT A TECHNICAL VISIT

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

In relation to INTERNATIONAL BIDDING PROCESS No. 01/2022, we hereby declare that [BIDDER's corporate name] decided not to carry out the optional TECHNICAL VISIT with the purpose of knowing and verifying the infrastructure that will be assumed by the future CONCESSIONAIRE, in the physical and operational conditions in which are in order to allow the verification of local conditions, for proper assessment of the quantity and nature of the works, materials and equipment necessary to carry out the object of the SPONSORED CONCESSION, form and conditions of supply, means of access to the place and obtaining any other data they deem necessary for the proper provision of the service granted. [BIDDER's corporate name] declares that it is aware of the possibility of carrying out the TECHNICAL VISIT and becoming aware of the entire ROAD SYSTEM, but that, aware of the risks and consequences involved, it chose to formulate the PRICE PROPOSAL without carrying out the TECHNICAL VISIT.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

6) CLOSING TERM

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

ENVELOPE CLOSING TERM [Fill in with A, B or C]

[Fill in with BID BOND or PRICE PROPOSAL or ELIGIBILITY DOCUMENTS]

[LOCAL], [DAY] of [MONTH] of [YEAR]

REFERENCE:

REQUEST FOR BIDS OF INTERNATIONAL COMPETITION No. [•]/2022

CONCESSION OF PUBLIC SERVICES OF EXPANSION, OPERATION, MAINTENANCE AND MAKING OF INVESTMENTS REQUIRED FOR EXPLOITATION OF THE ROAD SYSTEM CALLED THE RODOANEL NORTE LOT

SÃO PAULO STATE REGULATING BODY OF DELEGATED PUBLIC TRANSPORTATION SERVICE

This page closes the documentation referring to the Envelope [Fill in with A, B or C] - [Fill in with BID BOND or PRICE PROPOSAL or QUALIFICATION DOCUMENTS] presented by the BIDDER [Fill in with Corporate Name] completing a total of [Fill in with number of sheets] sheets, including this one.

Best Regards,

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

7) Price Proposal

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Pursuant to the REQUEST FOR BIDS and its ANNEXES, as well as the other information made available in the aforementioned bidding process, as well as in the surveys and deepening of studies carried out, with which this BIDDER fully agrees, we present our PRICE PROPOSAL for the SPONSORED CONCESSION of the provision of public services for expansion, operation, maintenance and carrying out the necessary investments for the operation of the ROAD SYSTEM called RODOANEL NORTE LOT, as specified in the REQUEST FOR BIDS.

WHEREAS:

- (i) this PRICE PROPOSAL reflects the intent of this Bidder and is binding, irrevocable, irreversible and unconditional;
- (ii) for the preparation of this PRICE PROPOSAL, the BIDDER considered all investments, taxes, costs and expenses necessary for the execution of the SPONSORED CONCESSION, observing the REQUEST FOR BIDS, as well as its ANNEXES;
- (iii) in the preparation of the PRICE PROPOSAL, this BIDDER became aware, agreed and considered all the risks assumed in any contracting, in case it wins this BIDDING;
- (iv) the PRICE PROPOSAL considered the CONCESSION TERM of 31 (thirty-one) years;
- (v) all initial investments, services and other features of the SPONSORED CONCESSION were considered, and the information disclosed was sufficient for the presentation of this PRICE PROPOSAL; and
- (vi) all the elements indicated in the REQUEST FOR BIDS were considered for the formulation of the PRICE PROPOSAL.

This BIDDER, whose data are presented below, comes, through its legal representative, to present the following PROPOSAL OF PRICE for the purposes of the above-mentioned BIDDING:

Offer Offered:

[.]% (percentage of discount on the MAXIMUM PUBLIC CONSIDERATION) of discount on the MAXIMUM PUBLIC CONSIDERATION; and

[•]% (percentage discount on the MAXIMUM PUBLIC CONTRIBUTION) discount on the MAXIMUM PUBLIC CONTRIBUTION.

The discount on the MAXIMUM PUBLIC CONTRIBUTION will apply linearly to the DISBURSEMENT EVENTS, pursuant to ANNEX 19.

Validity: This PRICE PROPOSAL will be valid for 180 (one hundred and eighty) days, counted from the date of receipt of the same and, during this period, all conditions will be maintained.

Bidder Data:

Corporate Name / CONSORTIUM Name: [•]

CNPJ/ME (in case of CONSORTIUM, use CNPJ/ME of the leading company): [•]

Shareholding Composition / Consortium Participation: [•]

Leading company (when applicable): [•]

Address: [•]

Contact telephone numbers:

Bidder's Representative: [•]

E-mail: [•]

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

8) RATIFICATION OF THE PRICE PROPOSAL

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

In accordance with the REQUEST FOR BIDS, and having been our PRICE PROPOSAL declared as the best classified, we have ratified its terms as follows.

Pursuant to the REQUEST FOR BIDS and its ANNEXES, as well as the other information made available in the aforementioned bidding process, as well as in the surveys and deepening of studies carried out, with which this BIDDER fully agrees, we present our PRICE PROPOSAL for the SPONSORED CONCESSION of the provision of public services for expansion, operation, maintenance and carrying out the necessary investments for the operation of the ROAD SYSTEM called RODOANEL NORTE LOT, as specified in the REQUEST FOR BIDS.

WHEREAS:

- (i) this PRICE PROPOSAL reflects the intent of this Bidder and is binding, irrevocable, irreversible and unconditional;
- (ii) the PRICE PROPOSAL was presented by the BIDDER;
- (iii) the bidding phase has been processed and the BIDDER that had the best-ranked PRICE PROPOSAL must ratify its PROPOSAL, which may be signed by the ACCREDITED REPRESENTATIVE;
- (iv) for the preparation of this PRICE PROPOSAL, the BIDDER considered all investments, taxes, costs and expenses necessary for the execution of the SPONSORED CONCESSION, observing the REQUEST FOR BIDS, as well as its ANNEXES;
- (v) in the preparation of the PRICE PROPOSAL, this BIDDER became aware, agreed and considered all the risks assumed in any contracting, in case it wins this BIDDING;
- (vi) the PRICE PROPOSAL considered the CONCESSION TERM of 31 (thirty-one) years;
- (vii) all initial investments, services and other features of the SPONSORED CONCESSION were considered, and the information disclosed was sufficient for the presentation of this PRICE PROPOSAL; and

Price Proposal

This BIDDER, whose data are presented below, comes, through its legal representative, to present the following PROPOSAL OF PRICE for the purposes of the above-mentioned BIDDING:

Offer Offered:

[•]% (percentage of discount on the MAXIMUM PUBLIC CONSIDERATION) of discount on the MAXIMUM PUBLIC CONSIDERATION; and

[•]% (percentage discount on the MAXIMUM PUBLIC CONTRIBUTION) discount on the MAXIMUM PUBLIC CONTRIBUTION.

Validity: This PRICE PROPOSAL will be valid for 180 (one hundred and eighty) days, counted from the date of receipt of the same and, during this period, all conditions will be maintained.

Bidder Data:

Company name:

Address:

CNPJ:

Telephone:

Fax:

Email:

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

9) INSURANCE POLICY MODEL - GUARANTEE

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

1. Borrower

- 1.1. Corporate Name: BIDDER [BIDDER's corporate name]
CNPJ/ME: [•]
Thirst: [•]

2. Assured

- 2.1. Corporate Name: REGULATORY AGENCY FOR PUBLIC SERVICES DELEGATED OF TRANSPORT FROM THE STATE OF SÃO PAULO - ARTESP
CNPJ/ME: 05.051.955/0001-91.
Headquarters: Rua Iguatemi nº 105, Itaim Bibi, São Paulo – SP
- 2.2. Corporate name: Department of Logistics and Transport
CNPJ/ME: 46.375.200/0001-00
Headquarters: R. Iaiá, 126 - Itaim Bibi, São Paulo - SP, 04542-906

3. Purpose of the Insurance

- 3.1. Guarantee indemnification, in the amount of this BID BOND, in the event that the BIDDER fails to comply with any of its obligations, conditions and deadlines arising from the Law or INTERNATIONAL COMPETITION REQUEST FOR BIDS No. 01/2022.

4. Value of the Guarantee

- 4.1. Amount:
- 4.2. At each renewal, the BID BOND will be adjusted by the variation of the IPC/FIPE for the period between the delivery date of the envelopes and the month immediately prior to the renewal.

5. Validity

- 5.1. The Policy is valid for 180 (one hundred and eighty) days.
- 5.2. Start: at 24h of [•] of [•] of [•].
- 5.3. End: at 24h of [•] of [•] of [•].
- 5.4. Policies and endorsements shall be effective and terminate at 00:00 a.m. of the dates indicated therein for this purpose.

GENERAL CONDITIONS

SUSEP CIRCULAR 477, OF SEPTEMBER 30, 2013.
ANNEX I.
ASSURANCE.

CHAPTER I: GENERAL CONDITIONS.**BRANCH 0775: INSURED PUBLIC SECTOR.**

(Full clauses from 1 to 19 according to the circular model).

SPECIAL CONDITIONS**1. Object:**

- 1.1. This insurance contract guarantees the indemnification, regardless of loss, up to the amount of the guarantee established in the policy, of the amount of the fine imposed as a result of the failure to sign the main AGREEMENT by the BIDDER, winner of the Borrower, within the established period, as well as the penalties imposed and indemnities due as a result of any other hypothesis of execution of the guarantee, according to the conditions foreseen in the REQUEST FOR BIDS.

2. Term:

- 2.1. The term of the policy will coincide with the term set forth in the REQUEST FOR BIDS to sign the contract.

3. DEMAND AND CLAIM CHARACTERIZATION

- 3.1. Claim: the Insured shall notify the Insurer of non-compliance, by the Policyholder - BIDDER/WINNING BIDDER, of an obligation set out in the REQUEST FOR BIDS or in the governing legislation, such as, for example, an essential obligation to enter into the main contract or to sign the respective term, in the proposed conditions, within the period established in the REQUEST FOR BIDS, the date on which the Claim for the Claim will be made official.

- 3.1.1. For the Claim Demand, it will be necessary to present the following documents, without prejudice to the provisions of item 7.2.1. of the General Conditions:

- a) Copy of the REQUEST FOR BIDS;
- b) Copy of the act or document certifying the result of the Bidding, indicating the Borrower as the winning Bidder, when applicable;
- c) Copy of the administrative process that culminated in the application of a fine as provided in the REQUEST FOR BIDS and/or the decision that applied the contractual fine or recognized the amount due as indemnity, accompanied by supporting documents, containing, at least, the evidence of summoning the Borrower to comply with the obligation set forth in the REQUEST FOR BIDS or in the governing legislation, such as, for example, an obligation indispensable to the execution of the main contract or to sign the respective term, accompanied by the evidence of his refusal/inertia, under the terms of the rules established in the REQUEST FOR BIDS.

- 3.2. Characterization: When the insurer has received all the documents listed in item 3.1.1. and, after analysis, it is proved the default of the Borrower in relation to the obligations covered by the policy, according to the rules contained in the REQUEST FOR BIDS, the loss will be characterized, and the insurer must make the payment within 30 days, pursuant to item 8.2.1 of the General Conditions.

4. Sealing

- 4.1. No provisions may be included in the Particular Conditions that are inconsistent or contrary to the

Insured's interests, or which exempt or are liable to release the Borrower from the obligations assumed.

5. Ratification:

- 5.1. For the purposes of this type of assurance, items 8.1 and I and 8.3 of the General Conditions are expressly excluded from the conditions of this policy as the Bidder's Assurance mode is not applicable.
- 5.2. The provisions of the General Conditions are that have not been amended by these Special Conditions are fully ratified.

SPECIFIC CONDITIONS

6. Additional Provisions:

- 6.1. The Insurer expressly declares to know and accept the INTERNATIONAL COMPETITION REQUEST FOR BIDS No. 01/2022 and its ANNEXES.
- 6.2. The Insurer declares that it pays the amounts provided for herein within a maximum period of 30 (thirty) days, counted from the date of delivery of the documents listed in the policy by the Insurer as necessary for the characterization and regulation of the claim.
- 6.3. Once the BIDDER fails to comply with the obligations covered by the Assurance Policy and related documents, the Insured has the right to demand from the Insurer the compensation due, when the notification made to the BIDDER is unsuccessful.
- 6.4. Terms that have not been expressly defined in this document have the meanings assigned to them in the REQUEST FOR BIDS.
- 6.5. In the case of a CONSORTIUM: The BORROWER BIDDER is a member of the CONSORTIUM *[name of the CONSORTIUM]*, composed of the members: *[Corporate name, CNPJ, and percentage of participation of each member in the CONSORTIUM]*.
- 6.6. The provisions of the General Conditions are that have not been amended by these Special Conditions are fully ratified.

Terms that have not been expressly defined in this Annex shall have the meanings assigned to them in the REQUEST FOR BIDS.

10) MODEL OF A LETTER OF GUARANTEE

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

[LOCAL], [DAY] of [MONTH] of [YEAR]

REFERENCE:

REQUEST FOR BIDS OF INTERNATIONAL COMPETITION No. [•]/2022

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT, AS SPECIFIED IN THE REQUEST FOR BIDS.

Letter of Bank Guarantee number [GUARANTOR BANK control registration code], (“GUARANTEE”)

1. The [Corporate name of the Guarantor Bank], headquartered in [The Guarantor Bank's registered office], registered with the CNPJ/ME [CNPJ of the Guarantor Bank], (“GUARANTOR BANK”).
2. THE REGULATORY AGENCY FOR PUBLIC TRANSPORT SERVICES DELEGATED IN THE STATE OF SÃO PAULO – ARTESP, with registered office at Rua Iguatemi, 105, Itaim Bibi neighborhood, São Paulo/SP – Brazil, CEP 01451-011, registered with CNPJ/ME nº 05.05. 955/0001-91 and the STATE OF SÃO PAULO, represented by the State Department of Logistics and Transport, headquartered at Rua Iaiá, 126 - Itaim Bibi, São Paulo - SP, 04542-906, registered with CNPJ/ME No. 46.375.200 /0001-00 (“CREDITORS”).
3. The BIDDER, [business name of the BIDDER], with its registered office at [the registered office of the BIDDER], registered with the CNPJ/ME [CNPJ of the BIDDER], (“GUARANTEED”).

In the case of a CONSORTIUM: The GUARANTEED BIDDER is a member of the CONSORTIUM [name of the CONSORTIUM], composed of the members: [Corporate name, CNPJ, and percentage of participation of each member in the CONSORTIUM].

4. By the present GUARANTEE, the GUARANTOR BANK undertakes before the CREDITORS, under the terms of the GUARANTEE, in the VALUE OF THE GUARANTEE and during the VALIDITY OF THE GUARANTEE, as joint guarantor of the GUARANTEED to guarantee the fulfillment of the obligation to sign a future contractual instrument, as well as the other obligations undertaken as a result of its participation in the BIDDER of the REQUEST FOR BIDS, including the payment of fines and indemnities defined by the CREDITORS (“SECURED OBLIGATION”).
5. The GUARANTEE has the total amount of R\$ [amount in numerical figures] ([amount in words]), (“GUARANTEE VALUE”).
6. The GUARANTEE is valid for a period of 180 (one hundred and eighty) days, as of the date [•], inclusive (“VALIDITY OF THE GUARANTEE”).

7. The GUARANTOR BANK undertakes to make the due payments when required within a maximum period of 48 (forty-eight) hours, counted from the receipt, by the GUARANTOR BANK, of the written notification by the CREDITORS. The notification must be delivered at the GUARANTOR BANK's headquarters.
8. The GUARANTOR BANK does not claim any objection or opposition from the GUARANTEED or invoked by it in order to excuse itself from fulfilling the obligation assumed before the CREDITORS under the terms
9. The GUARANTOR BANK undertakes, before writing off the GUARANTEE, to obtain from B3 and/or the CREDITORS, confirmation of the GUARANTEED's release in relation to the SECURED OBLIGATION.
10. In the event that the CREDITORS file in court to demand the fulfillment of the obligation referred to in this GUARANTEE, the GUARANTOR BANK is obliged to pay the arbitration, judicial or extrajudicial expenses.
11. The GUARANTOR BANK declares that this GUARANTEE is duly accounted for, in full compliance with the regulations of the Central Bank of Brazil currently in force, in addition to complying with the precepts of the applicable banking legislation.
12. The GUARANTOR BANK declares that the signatories of this instrument, and their eventual successors, are authorized to provide the GUARANTEE and the GUARANTEE VALUE on behalf of the GUARANTOR BANK and under its responsibility.
13. The GUARANTOR BANK declares that its paid-in capital stock is R\$[capital of the Guarantor Bank in numerical figures] ([capital of the guarantor in full]), being authorized by the Central Bank of Brazil and by its bylaws to issue sureties and that the GUARANTEE VALUE is within the limits authorized by the Central Bank of Brazil.
14. The GUARANTOR BANK and the GUARANTEED expressly waive the rights provided for in arts. 827, 835, 837, 838 and 839 of Law 10,406, of January 10, 2002 (Brazilian Civil Code) and art. 794 of Law 13.105, March 16, 2015 (Civil Procedure Code).
15. The GUARANTOR BANK expressly declares to know and accept the terms, provisions and conditions of the REQUEST FOR BIDS and its ANNEXES.
16. The venue for any action or execution of this GUARANTEE will be, with express waiver of any other, however privileged, that of São Paulo.
17. Terms that have not been expressly defined in this document have the meanings assigned to them in the REQUEST FOR BIDS.

Signatures of the GUARANTOR BANK's legal representatives with notarized signatures.

[Names of the GUARANTOR BANK 's legal representatives]

[Corporate Name of the GUARANTOR BANK]



Annex 22 –Rodoanel Norte Lot

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Witnesses:

Name:

GR:

Name:

GR:

11) DECLARATION OF FINANCIAL CAPACITY

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

The [BIDDER] in compliance with the provisions of the REQUEST FOR BIDS, declares, under the penalties of the applicable legislation, that it has or is able to obtain sufficient financial resources to fulfill the obligations of contribution of its own resources and those of third parties, necessary to achieve the object of the CONCESSION SPONSORED

It further declares that

- (i) has contracted or has the capacity to contract all the insurance and guarantees necessary to achieve the object of the SPONSORED CONCESSION, and
- (ii) has or is able to obtain the resources for the payment of the minimum capital stock of the SPC, as required by its bylaws and by the AGREEMENT.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

12) DECLARATION OF COMMITMENT TO AGREEMENT A WARRANTY OF PERFORMANCE

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that it undertakes to contract and renew annually, in case it wins the bid, PERFORMANCE BOND, which may be contracted in any modalities provided for in the AGREEMENT, in order to guarantee the execution of the investments necessary to achieve the object of the SPONSORED CONCESSION, covering the fulfillment of operational and conservation functions, the functions of expansion and payment of amounts due to the GOVERNMENT and/or to ARTESP, in addition to all other contractual obligations, as established in the terms of the AGREEMENT.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

13) DECLARATION OF COMPLIANCE WITH THE PROVISIONS OF STATE LAW No. 12,779/08 AND FEDERAL LAW No. 12,846/13

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, to be aware that the existence of registration in the Information Register of Unpaid Credits of State Agencies and Entities - CADIN ESTADUAL, and in the National Register of Dishonest and Suspended Companies - CEIS, in the National Register of Punished Companies - CNEP and in the State Register of Punished Companies - CEEP, of the STATE, in the National Register of Civil Convictions for Acts of Administrative Improbity and Ineligibility - CNIA of the National Council of Justice, in the Electronic System for the Application and Registration of Administrative Sanctions - e-Sanções, shall constitute an impediment to contracting with the GOVERNMENT.

He also declares that he does not have any restriction or note in the CADIN ESTADUAL or in the CEIS capable of making his contract unfeasible.

It further declares that:

- (i) the BID presented was prepared independently and its content was not, in whole or in part, directly or indirectly, informed or discussed with any other bidder or interested, potentially or actually, in this bidding procedure;
- (ii) the intention to present the BID has not been informed or discussed with any other bidder or interested party, in potential or in fact, in the present bidding procedure;
- (iii) the bidder has not tried, by any means or by any person, to influence the decision of any other bidder or interested party, potentially or actually, in this bidding procedure;
- (iv) the content of the PROPOSAL presented will not be, in whole or in part, directly or indirectly, communicated or discussed with any other bidder or interested, in potential or in fact, in the present bidding procedure before the award of the object;
- (v) the content of the BID presented was not, in whole or in part, informed, discussed or received from any member related, directly or indirectly, to the bidding body before the official opening of the bids; and
- (vi) is fully aware of the content and scope of this statement and has full powers and information to sign it.

Finally, it declares that it conducts its business in order to prevent fraud, corruption and the practice of any other harmful acts to the PUBLIC ADMINISTRATION, national or foreign, in compliance with Federal Law No. 12.846/2013 and State Decree No. 60.106/2014, such as:

- I. To promise, offer or gives directly or indirectly an undue advantage to a public official or a third party related to a public official;
- II. This may be through the provision of finances (that is proven), or paying or sponsoring something or even subsidizing something which is deemed as an illicit act pursuant to the Law;
- III. To demonstrably make use of a third party, either an individual or legal entity, to conceal or disguise real interests or the identity of the beneficiaries of the actions taken;
- IV. With regard to public bids and contracts:
 - a) to frustrate or defraud, by means of collusion or any other expedient, the competitive nature of a public bid;
 - b) to impede, hinder or defraud the performance of any act within the scope of a public bid;
 - c) to remove or seek to remove any participant in a public bid through fraud or the offering of any type of advantage;
 - d) to commit fraud in any public bid or the contract resulting thereof;
 - e) to create, in a fraudulent or irregular manner, a legal person to participate in a public tender or to conclude an administrative contract;
 - f) Obtaining improper advantages or benefits, in a fraudulent manner, from amendments to or extensions signed contracts with the government without legal authorization in an invitation to bid or the respective contractual instruments;
 - g) Manipulating or defrauding the economic and financial balance of the contracts entered into with the government; and
- V. Hinder research or supervisory activity of bodies, public entities or agents, or intervene in their operations, including in the regulatory agencies and supervisory bodies of the national financial system.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

14) DECLARATION OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 117, SOLE PARAGRAPH, OF THE CONSTITUTION OF THE STATE OF SÃO PAULO

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, to observe the rules relating to health and safety at work, under the terms of the sole paragraph, of article 117, of the Constitution of the STATE, aware that the PUBLIC ADMINISTRATION is prohibited from contracting with companies that do not meet such legal requirements.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

15) DECLARATION OF COMPLIANCE WITH THE PROVISIONS OF ARTICLE 1 OF STATE DECREE No. 53.047/08

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, to be aware of the Registry of Timber Merchants of the State of São Paulo - CADMADEIRA, and that, in the execution of the bid services, only wood products and by-products of exotic origin will be used, or products and by-products listed in article 1 of State Decree No. 53.047/2008, acquired from legal entities duly registered in CADMADEIRA.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

16) DECLARATION OF COMPLIANCE WITH ITEM XXXIII OF ARTICLE 7 OF THE FEDERAL CONSTITUTION

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, for the purposes of the provisions of item V, article 27, of Federal Law No. 8.666/93, under the penalties of the applicable legislation, that it does not employ minors eighteen years in night, dangerous or unhealthy work and does not employ children under the age of sixteen, except for those under an apprenticeship contract, who are over fourteen years of age.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

17) DECLARATION OF NON-EXISTENCE OF A FACT IMPEDITIVE TO LICENSE

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that:

- (i) there is no impediment to its participation in INTERNATIONAL BIDDING PROCESS No. 01/2022;
- (ii) that it was not declared disreputable by any federative sphere, not being prohibited from bidding or contracting with the PUBLIC ADMINISTRATION because it is included in the National Register of Punished Companies - CNEP and in the National Register of Disreputable and Suspended Companies - CEIS, both of the Federal Government and in the State Register of Punished Companies – CEEP of the STATE, established pursuant to article 5 of State Decree No. 60,106/2014;
- (iii) that it is not prevented from contracting with the STATE PUBLIC ADMINISTRATION;
- (iv) who is not in compliance with the penalty of temporary suspension from contracting with the STATE PUBLIC ADMINISTRATION;
- (v) that it undertakes to communicate the occurrence of any supervening facts related to the object of this Declaration; and
- (vi) is not sentenced, by a final and unappealable sentence, to the penalty of interdiction of rights due to the practice of environmental crimes, as provided for in article 10 of Federal Law No. 9,605/1998.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.
CPF/ME under No. [•]

18) DECLARATION OF NON-EXISTENCE OF BANKRUPTCY PROCEEDINGS

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

Hereby, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that it is not in bankruptcy, judicial or extrajudicial liquidation, insolvency, temporary special administration or under the intervention of the supervisory body competent.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

19) DECLARATION OF NON-REGISTRATION OF THE MUNICIPAL REGISTRY OF TAXPAYERS

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

In relation to INTERNATIONAL BIDDING PROCESS No. 01/2022, we hereby declare that [BIDDER's corporate name], by its undersigned representative(s), declares, under the penalties of the applicable legislation, that the activity performed by the BIDDER does not make the municipal registration mandatory.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

20) Model of Non-existence of Equivalent Document

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Dear Sirs,

In compliance with the REQUEST FOR BIDS in question, the [Bidder], through its undersigned representative(s), declares, under the penalties of the applicable legislation, that the documents indicated below required in the REQUEST FOR BIDS do not have an equivalent document in the country of origin of the company (NAME AND QUALIFICATION).

Document required in the REQUEST FOR BIDS that does not have an equivalent document in the country of origin	Item of the REQUEST FOR BIDS in which the document is required

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [.]

21) FORMAL DECLARATION OF EXPRESS SUBMISSION TO BRAZILIAN LEGISLATION

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

To
SPECIAL BIDDING COMMITTEE

Ref.: REQUEST FOR BIDS No. 01/2022

Dear Sirs,

In compliance with the REQUEST FOR BIDS in reference, the [BIDDER], through its undersigned legal representative(s), declares, for due purposes, its formal and express submission to Brazilian legislation, including the provisions of article 32, § 4, of Federal Law No. 8,666/1993.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.
CPF/ME under No. [•]

22) PAYMENT COMMITMENT TO B3

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Hereby, pursuant to item 14.2 of the REQUEST FOR BIDS, [BIDDER], [QUALIFICATION], by its legal representative, declares, under the penalties of the applicable legislation, that it undertakes to, in the event that the object of the BIDDING is awarded to it, carry out payment to B3 in the amount established in item 16.5.xi) of the REQUEST FOR BIDS.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

23) NOTICE AND ACKNOWLEDGEMENT INSTRUMENT

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

CONTRACTING PARTY: _____

CONTRACTED PARTY: _____

CONTRACT No. (ORIGIN): _____

PURPOSE _____

ATTORNEY (S) / OAB No.: (*). _____

By this INSTRUMENT, we, identified below:

1. We are aware that:

- (i) The AGREEMENT will be subject to analysis and judgment by the STATE Court of Auditors (TCE-SP), whose procedural process will take place through the electronic system;
- (ii) We may have access to the process, having a view and extracting copies of the expressions of interest, Orders and Decisions, by means of regular registration in the Electronic Process System, according to the data indicated below, in accordance with the provisions of Resolution No. 01/2011 of the TCE-SP ;
- (iii) In addition to being available in the electronic process, all Orders and Decisions that may be taken, in relation to the aforementioned process, will be published in the Official State Gazette (DOE-SP), Caderno do Poder Legislativo, part of the State Court of Auditors, in accordance with article 90, of Complementary Law nº 709/1993, starting, from then on, the counting of procedural deadlines, according to the rules of the Code of Civil Procedure;
- (iv) Any change of address - residential or electronic - or contact telephone numbers must be communicated by the interested party, petitioning in the process.

2. We are NOTIFIED for:

- (i) The follow-up of the acts of the process until its final judgment and consequent publication;
- (ii) b) As the case may be and in our interest, within the terms and in the legal and regulatory forms, exercise the right of defense, file appeals and whatever else applies.

[PLACE], [DATE]

BIDDER

By its legal representative

RG No.

CPF/ME under No. [•]

24) Initial Transfer Term

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Pursuant to Clause 6.4 of AGREEMENT No. [•], on the one hand, the REGULATORY AGENCY FOR PUBLIC SERVICES DELEGATED FOR TRANSPORTATION OF THE STATE OF SÃO PAULO - ARTESP, herein represented by its [•], Mr. [•], holder of the RG No. [•], registered with the CPF/ME under No. [•], on the other hand, [•], hereby represented by his [•], Mr. [•], bearer of RG No. [•], enrolled with the CPF/ME under No. [•], formalize the TRANSFER OF ROAD SYSTEM CONTROL, materialized in the signature of this INITIAL TRANSFER TERM, so that the TRANSFER OF ROAD SYSTEM CONTROL will be effected from the 00:00 hour of [•], with the ROAD SYSTEM described according to ANNEX 02.

São Paulo, [•] of [•] of [•]

SÃO PAULO STATE REGULATING BODY OF
DELEGATED PUBLIC TRANSPORTATION
SERVICE

CONCESSIONAIRE

25) AUTHORIZATION FOR TRANSFER OF ENVIRONMENTAL LICENSES - NORTH SECTION OF RODOANEL MARIO COVAS

SPONSORED CONCESSION OF THE PROVISION OF PUBLIC SERVICES FOR EXPANSION, OPERATION, MAINTENANCE AND PERFORMANCE OF THE INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED RODOANEL NORTE LOT.

Whereas:

- (i) [DERSA - DESENVOLVIMENTO RODOVIÁRIO SA, registered with CNPJ 62.464.904/0001-25, headquartered at Rua Iaiá, nº 126 in the neighborhood of Itaim Bibi ("Dersa")][State Department of Shooting, an agency linked to the State Department of Logística e Transportes de São Paulo – SLT, headquartered at Avenida do Estado, nº 777, Ponte Pequena, CEP 01107-901, in the City of São Paulo, in the State of São Paulo ("DER")]¹, holds the following licenses of installation for the implementation of the North Section of the Mário Covas Rodoanel, both issued under the IMPACTO Process 208/10 ("Installation Licenses") with the Environmental Company of the State of São Paulo ("CETESB"):
 - a. Environmental License for Rectifying Installation No. 2167, of 03/20/13, for Priority 1 of the Northern Section of the Mario Covas Rodoanel;
 - b. and Environmental Installation License No. 2209, of 06/28/13, for Priorities 2 and 3 of the North Section of the Mario Covas Rodoanel, both contained within the scope of the IMPACTO Process 208/10.
- (ii) On [•] Concession Contract No. [•] was entered into between the Department of Logistics and Transport of the State of São Paulo and [•] (Concessionaire), whose purpose is the operation, maintenance and realization of the necessary investments for the exploration of the RODOANEL NORTE Lot Road System ("AGREEMENT");
- (iii) Under the terms of the Contract, it is the Concessionaire's obligation to request the transfer of ownership of the Installation Licenses from [DERSA]/[DER] to its ownership;
- (iv) According to [•] of Cetesb, only the holder of the environmental license can request the transfer of title.

The [DERSA]/[DER] hereby authorizes the Concessionaire to request from CETESB the transfer of ownership of the Installation Licenses defined above.

São Paulo, [•] of [•] of [•]

Ownership to be confirmed at the time of signature of the authorization, considering the DERSA liquidation process

[.]
Concessionaire

[.]
DERSA/DER

Rodoanel Norte - parcerias@sp.gov.br - Christine Munhoz - Subsecretaria de Parcerias - 8/15/2022 6:49:25 PM - 201.55.53.80