



STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

**INTERNATIONAL BIDDING PROCESS NO. 02/2020**

**INTERNATIONAL BIDDING PROCESS NO. 02/2020 REGARDING THE CONCESSION FOR USE OF THE PUBLIC ASSET IN VIEW OF EXPLOITING THE ZOO, THE BOTANIC GARDEN AND THE FARM, COMPRISING MANAGEMENT, ENVIRONMENTAL EDUCATION, LEISURE, ENTERTAINMENT, CULTURAL AND ECOTOURISM ACTIVITIES, AND RELATED SERVICES**

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## STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT

### INTRODUCTION

The State of São Paulo, as the GRANTING AUTHORITY, by means of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, hereby discloses to the public, through this AUCTION NOTICE of INTERNATIONAL BIDDING PROCESS No. 02/2020, the criteria and conditions required for selecting and contracting the CONCESSION FOR USE OF THE PUBLIC ASSET to the legal private sector entity that will be responsible for all measures pertaining to investments, conservation, operation, maintenance and economic exploitation of the CONCESSION AREA, in regard to exploiting the ZOO, the BOTANIC GARDEN and the FARM, which is designated in accordance with the perimeters described and detailed in ANNEX I, which includes devising projects, carrying out construction works and investments, the rendering of services, and the economic exploitation of management, environmental education, leisure, entertainment, cultural, ecotourism and visitation activities, in compliance with the conditions set forth under the AUCTION NOTICE, the draft CONTRACT, and the ANNEXES.

The BIDDING PROCESS is open to national and foreign BIDDERS, whether individually or comprising a CONSORTIUM, and the appraisal criterion used shall be the one with the highest FIXED GRANT price to be paid by the CONCESSIONAIRE to the GRANTING AUTHORITY, according to the rules specified hereunder, in the CONTRACT and in the ANNEXES. The CONCESSION TERM shall be 30 (thirty) years, effective the date of signing of the TERM OF DELIVERY OF THE PUBLIC ASSET, which signals the transfer of direct possession and control of the CONCESSION AREA to the CONCESSIONAIRE.

The INTERNATIONAL BIDDING PROCESS shall commence with the delivery of ENVELOPES, on January 21, 2021, at Rua XV de Novembro, 275, at the head office of B3, in São Paulo/SP.

ENVELOPES containing all required documentation for participation in the BIDDING PROCESS shall be delivered by interested parties during the PUBLIC SESSION to be held on January 21, 2021, from 2:00 p.m. to 2:15 p.m., pursuant to the rules hereunder, which, together with the ANNEXES, shall be provided electronically and free of charge, from the period ranging from November 20, 2020 to the date of the PUBLIC SESSION for delivery of ENVELOPES, at the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT: [www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br).

The AUCTION NOTICE and ANNEXES can also be obtained at the address of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, located at Avenida Professor Frederico Hermann Jr., 345 - Alto de Pinheiros - São Paulo - SP, Zip Code 05459-900, in the period ranging from November 23, 2020 to the day right before the PUBLIC SESSION for delivery of ENVELOPES, from Monday to Friday, from 9:00 a.m. to 6:00 p.m., upon submission of a Hard Disk or Pen Drive holding enough memory for storage of all files. Upon request, it may also be sent by mail following payment of mailing costs, for which contact shall be maintained through telephone number (11) 3133-3979, or by the electronic address [sima.administracao@sp.gov.br](mailto:sima.administracao@sp.gov.br), with the subject "ZOO and JBSP | access to the auction notice," signaling the address and the recipient.

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

### A – CONTRACTING AUTHORIZATION

THE CONCESSION FOR USE OF THE PUBLIC ASSET that is the purpose of this INTERNATIONAL BIDDING PROCESS was authorized through State Law No. 17.107 of July 4, 2019.

The Council of the State Privatization Program - CDPED, established through State Law No. 9.361 of July 5, 1996, approved the disclosure of this INTERNATIONAL BIDDING PROCESS to the public by means of Public Sessions and Public Comments, as set forth and consented in the 245<sup>th</sup> (two hundred and forty-fifth) Ordinary Meeting of the CDPED, held on January 31, 2020.

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### **B – PRIOR NOTICE**

The notice informing invitation to this INTERNATIONAL BIDDING PROCESS was published in the DOE/SP, edition of November 20, 2020, in nation-wide newspaper Agora, and in international newspaper The Wall Street Journal. All contents of the AUCTION NOTICE published on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT were also translated into English, and made available for unrestricted public access at the electronic address [www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br).

### **C – PUBLIC SESSION**

The GRANTING AUTHORITY held a remote PUBLIC SESSION on May 12, 2020, in compliance with the terms of article 29 of State Law No. 10.177/1998, to article 2, item XII of State Law No. 13.507/2009, to article 2, item XII of State Decree No. 55.087/2009, and to CONSEMA Normative Resolution 01/2011, to submit the project to the population and interested parties, providing access to all relevant information and explanations, ensuring the right to object, pursuant to Session Regulations duly disclosed in advance.

The Public Session was published in the April 3, 2020 edition of the DOE/SP, and electronically, on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT: [www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br), in the April 7, 2020 edition of Agora Newspaper, on page A12, and in the May 5, 2020 edition, on page B4, which is a state-wide circulation newspaper in the State of São Paulo.

### **D – HEARINGS WITH THE SCIENTIFIC COMMUNITY**

The *INSTITUTO DE BOTÂNICA* and the *FUNDAÇÃO PARQUE ZOOLOGICO DE SÃO PAULO* held Public Hearings on May 5, 2020 and May 29, 2020, broadcast from the Municipality of São Paulo, pursuant to article 272 of the State Constitution and State Law No. 9.475/1996, to submit the project to the scientific research community, along with access to all the appropriate information and explanations, ensuring the right of comment, according to the Hearing Regulations, circulated with due notice.

The Public Hearings were published in the April 28, 2020 edition of the DOE/SP, on page 81, and in the May 20, 2020 edition, on page 130.

### **E – PUBLIC CONSULTATION**

The drafts of the AUCTION NOTICE, CONTRACT and ANNEXES were submitted to Public Consultation, remaining available for access throughout the period between March 6 and April 22, on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT: [www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br).

The notice of the public consultation was published in the March 7, 2020 edition of the DOE/SP, on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT and in the March 7, 2020 edition of the newspaper Agora, on page A11.

During the public comment term, the GRANTING AUTHORITY received a number of contributions, inquiries and suggestions related to the available drafts, and used this interaction with society, by means of this channel, to enhance all final documents submitted. All contributions were assessed, with the relevant ones being included in the AUCTION NOTICE, CONTRACT and ANNEXES published.

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### F – MARKET SOUNDING

According to article 30 of State Law no. 10,177/1998, market sounding meetings were also conducted on April 8 and 9, 2019, and on September 12, 13 and 16, 2019, with the purpose of discussing the main issues related to stages of project structuring, and devising the AUCTION NOTICE, CONTRACT and ANNEX drafts, which included the participation of members of the concerning industry of the Government of the State of São Paulo, upon prior appointment, duly publicized. All content submitted at meetings by the Government of the State of São Paulo was generated from public information. The report concerning this market surveying stage is available on the homepage of the Undersecretariat of Partnerships of the State of São Paulo: [www.parcerias.sp.gov.br](http://www.parcerias.sp.gov.br).

### G – STATE ENVIRONMENTAL COUNCIL – CONSEMA

The drafts of the AUCTION NOTICE, CONTRACT AND ANNEXES were submitted to the State Environmental Council – CONSEMA during the 389<sup>th</sup> Ordinary Meeting of the CONSEMA Plenary sitting, held on June 30, 2020.

### H – STATE PRIVATIZATION PROGRAM COUNCIL – CDPED

Following the assessment of every contribution received at Public Sessions and Public Comments, as well as those submitted by CONSEMA, the State Privatization Program's Council, during its 16<sup>th</sup> Joint Meeting concerning the 252<sup>nd</sup> Ordinary Meeting, held on 29/9/2020, approved the publication of this AUCTION NOTICE for the CONCESSION OF THE USE of the ZOO, the BOTANIC GARDEN and the FARM.

### I – MANAGEMENT PLAN

Proposals and activities subject to economic exploitation shall be attuned to the Conservation Unit's purposes, as specified under the MANAGEMENT PLAN.

The unit's Management Plan can be accessed online, at:  
[https://www.infraestruturameioambiente.sp.gov.br/institutodebotanica/wp-content/uploads/sites/235/2019/03/PLANO\\_DE\\_MANEJO\\_PEFI.pdf](https://www.infraestruturameioambiente.sp.gov.br/institutodebotanica/wp-content/uploads/sites/235/2019/03/PLANO_DE_MANEJO_PEFI.pdf)

### J – APPLICABLE LEGISLATION

This BIDDING PROCESS is governed by regulations specified in this AUCTION NOTICE and ANNEXES, in addition, where applicable, by State Law No. 17.107/2019, Federal Law No. 8.666/1993, State Law No. 6.544/1989, Federal Laws No. 8.987/1995, No. 9.074/1995, State Laws No. 7.835/1992 and No. 10.177/1998, State Decree No. 54.010/2009, and other regulations that govern the matter.

### K – ANNEXES

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

I	CONCESSION AREA
II	MAP OF BUILDING PROJECTS UNDER THE RESPONSIBILITY OF THE GRANTING AUTHORITY
III	SET OF SPECIFICATIONS
IV	CURRENT BREEDING STOCK OF THE ZOO
V	MASTER PLAN FOR THE SÃO PAULO BOTANIC GARDEN
VI	WILD ANIMAL CARETAKER TRAINING

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VII	TRAINING PROGRAM FOR PLANT HANDLERS
VIII	FLORA MANAGEMENT TRAINING
IX	METHOD FOR ASSESSING ANIMAL BEHAVIOR
X	BASIC INPUTS FOR CLINICAL VETERINARY CARE
XI	ONGOING STUDIES
XII	ENGINEERING SPECIFICATIONS
XIII	GUIDELINES FOR RENOVATING AND EXPANDING THE VETERINARY HOSPITAL
XIV	FPZSP NUTRITION SCHEDULE
XV	GUIDELINES FOR INSTALLING THE SCIENTIFIC BREEDING CENTER – CECFAU-SP
XVI	GUIDELINES FOR REASSIGNING USE OF BOTANIC GARDEN BUILDINGS
XVII	GUIDELINES FOR CONSTRUCTION, RENOVATION, IMPROVEMENTS AND ADAPTATION OF BOTANIC GARDEN AND <i>INSTITUTO DE BOTÂNICA</i> BUILDINGS
XVIII	COEXISTENCE GUIDELINES FOR THE CONCESSIONAIRE AND THE FPZSP
XIX	COEXISTENCE GUIDELINES FOR THE CONCESSIONAIRE AND THE IBOT
XX	COEXISTENCE GUIDELINES FOR THE CONCESSIONAIRE AND USP
XXI	PERFORMANCE INDICATORS
XXII	TERM OF DELIVERY OF THE PUBLIC ASSET
XXIII	TICKETING POLICY
XXIV	ACCOUNT MANAGEMENT CONTRACT DRAFT – CENTRALIZER ACCOUNT
XXV	ACCOUNT MANAGEMENT CONTRACT – ADDITIONAL REVENUE ACCOUNT
XXVI	GUIDELINES OF HISTORICAL, CULTURAL AND ENVIRONMENTAL HERITAGE BODIES
XXVII	SPECIAL PURPOSE COMPANY DOCUMENTS
XXVIII	TIMETABLE FOR THE PAYING IN OF CAPITAL STOCK
XXIX	DEMOBILIZATION AND TRANSITION PLAN
XXX	INSURANCE PLAN AND INSURANCE POLICIES
XXXI	PENALTIES AND INSPECTION SCHEDULE
XXXII	GUIDELINES FOR THE TRIPARTITE AGREEMENT
XXXIII	BIDDING PROCESS MODELS
XXXIV	B3 PROCEDURES MANUAL

**L – DEFINITIONS**

For purposes of this AUCTION NOTICE and the CONTRACT, except when clearly stated otherwise, terms, phrases and expressions listed below, when used in this AUCTION NOTICE, in the CONTRACT and ANNEXES, and typed in uppercase or with the first letter beginning in capital letters, notwithstanding other definitions, shall be understood and construed in accordance with the following definitions:

<b>SUCCESSFUL BIDDER</b>	WINNING BIDDER to whom the object of the BIDDING PROCESS was awarded to, under the terms of the applicable legislation and the AUCTION NOTICE.
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<b>ADMINISTRATION</b>	Body, entity or administrative unit through which the PUBLIC ADMINISTRATION operates and specifically acts.
<b>FEDERAL PUBLIC ADMINISTRATION</b>	Direct or indirect federal, state, Federal District and municipal public administration bodies or entities.
<b>ANNEXES</b>	Set of documents, an integral part of the AUCTION NOTICE, and the CONTRACT, pursuant to the listing.
<b>CONCESSION AREA</b>	Area object of the delegation by means of the CONCESSION CONTRACT, whose perimeters are described in ANNEX I.
<b>ART</b>	Technical Term of Responsibility.
<b>BIOLOGICAL ASSETS</b>	The animal breeding stock to be managed at the ZOO and/or at the FARM, in addition to the Live Collections of the BOTANIC GARDEN.
<b>PUBLIC SESSION</b>	First stage of the bidding process concerning International Bidding Process No. 02/2020, which took place on May 12, 2020, with the aim of disclosing to the public the CONCESSION model, as well as clarifying doubts and collecting contributions for the AUCTION NOTICE and annexes about the CONCESSION.
<b>B3</b>	B3 S.A. – Brasil, Bolsa e Balcão, established in the Municipality of São Paulo, State of São Paulo, at Rua XV de Novembro, no. 275, which is responsible for the rendering of specialized technical advisory and operating support services concerning the procedures required for the execution of the auction.
<b>DEPOSITARY BANK</b>	FINANCIAL INSTITUTION authorized to provide custodial financial services to the PARTIES, pursuant to the terms of the CONTRACT and its ANNEXES.
<b>CONCESSION ASSETS</b>	Assets concerning the CONCESSION, and pursuant to the ANNEXES.
<b>CADE</b>	Administrative Council for Economic Defense.
<b>STATE CADIN</b>	Registry of Outstanding Credits of State Agencies and Entities established through State Law No.12.799/2008, and regulated through State Decree No. 53.455/2008, where the names of individual and legal persons with sums due to State of São Paulo Administration agencies and entities are recorded.
<b>CADMADEIRA</b>	State Registry of Legal Persons who market products and by-products sourced from Brazil's native flora in the State of São Paulo, established through State Decree No. 53.047/2008.
<b>CDPED</b>	The Council of the State Privatization Program of the State of São Paulo.
<b>CEEP</b>	National Registry of Punished Corporations.
<b>CEIS</b>	National Registry of Ineligible and Suspended Companies.
<b>CNEP</b>	National Registry of Punished Companies.
<b>CNIA</b>	National Registry of Civil Convictions for Acts of Administrative Improbity and Ineligibility.



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<b>SPECIAL BIDDING COMMISSION</b> or CEL	Commission in charge of receiving, examining and appraising all bidding process documents, in addition to carrying out BIDDING PROCESS-related proceedings.
<b>CONAMA</b>	<i>Conselho Nacional do Meio Ambiente.</i>
<b>GRANTING AUTHORITY</b>	The State of São Paulo, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT.
<b>CONCESSION FOR USE OF THE PUBLIC ASSET, OR CONCESSION</b>	Legal relationship resulting from the delegation of activities that are the purpose of the CONTRACT, by the State of São Paulo, through SIMA, to the SPECIAL PURPOSE COMPANY, a private legal entity incorporated by the SUCCESSFUL BIDDER to execute said activities in its own name and at its account and risk, earning REVENUES.
<b>CONCESSIONAIRE</b>	SPECIAL PURPOSE COMPANY incorporated by the SUCCESSFUL BIDDER, which will execute the CONTRACT with the GRANTING AUTHORITY, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT.
<b>QUALIFICATION CONDITIONS</b>	Documents and concerning conditions complied with, and submitted by participants of this INTERNATIONAL BIDDING PROCESS pertaining to the Legal qualification, Fiscal and Labor compliance, Technical capacity and Economic-Financial capacity, pursuant to the AUCTION NOTICE.
<b>CONFEA</b>	<i>Conselho Federal de Engenharia e Agronomia.</i>
<b>CONSORTIUM</b>	Adjustments made between companies, funds or entities, with the purpose of participating in the BIDDING PROCESS and, upon winning said BIDDING PROCESS, establishing a SPECIAL PURPOSE COMPANY, in accordance with Brazilian laws.
<b>CENTRALIZER ACCOUNT</b>	Checking account held by the CONCESSIONAIRE, with restricted transactions, as regulated under ANNEX XXIV.
<b>CENTRALIZER ACCOUNT – ADDITIONAL REVENUE</b>	Checking account held by the CONCESSIONAIRE, with restricted transactions, as regulated under ANNEX XXV.
<b>CONCESSION CONTRACT</b> or CONTRACT	Contract concerning the CONCESSION FOR USE OF THE PUBLIC ASSET, by which the GRANTING AUTHORITY grants to the CONCESSIONAIRE the right to use the CONCESSION AREA, during the CONCESSION TERM, in view of the funding and execution of conservation, operation, maintenance and economic exploitation activities carried out at the CONCESSION AREA, including devising projects, carrying out construction works and funding, rendering services and economically exploiting ecotourism and visitor activities, while upholding the draft CONTRACT and its ANNEXES.
<b>CONTROL</b> or CONTROLLER	Subject to the terms of art. 116 of Federal Law no. 6.404/1976, control means the right to:  (a) hold the majority of votes in corporate resolutions, and the power to elect the majority of administrators or managers of another person, investment fund or private pension entity, as the case may be; and (b) use its power effectively to conduct social activities and guide operations

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	or managers of another person, investment fund or private pension entity.
<b>ACCREDITED BROKER</b>	Brokerage company qualified by the Brazilian Central Bank and the Brazilian Securities and Exchange Commission (CVM), being duly authorized to operate in the B3 (“Brasil, Bolsa, Balcão”, which means: “Brazil, Stock Exchange, Over-the-Counter Market”), which, at the discretion of the BIDDER(S), may be hired by the BIDDER(S) to represent it(them) in all acts associated with the AUCTION before B3 (Brasil, Bolsa, Balcão), as established in ANNEX XXXIV.
<b>CREA</b>	The concerning Federative Unit’s Regional Council of Engineering and Agronomy.
<b>TIMETABLE FOR THE PAYING IN OF CAPITAL STOCK</b>	Timetable for the paying in of capital stock of the SPECIAL PURPOSE COMPANY, proportionately to funding required, established in ANNEX XXVIII.
<b>SESSION DIRECTOR</b>	B3 representative who will lead the PUBLIC SESSION, on behalf of the SPECIAL BIDDING COMMISSION, according to the terms of the AUCTION NOTICE.
<b>ACCREDITATION DOCUMENTS</b>	Documents to be submitted by the BIDDER’s representative for purposes of performing activities during this bidding’s PUBLIC SESSION, as well as in all additional activities pertaining to this BIDDING PROCESS.
<b>QUALIFICATION DOCUMENTS</b>	Documents to be submitted by the BIDDER in the Qualification Envelope, which shall include Legal Qualification, Fiscal and Labor Compliance, Technical Capacity and Economic-Financial Capacity, as set out hereunder.
<b>DOE/SP</b>	The State of São Paulo’s Official Register.
<b>AUCTION NOTICE</b>	This AUCTION NOTICE of INTERNATIONAL BIDDING PROCESS No. 02/2020, and all its ANNEXES.
<b>ENVELOPE</b>	Envelope containing contents concerning the BIDDER’s PRICE PROPOSAL, BID BOND and QUALIFICATION DOCUMENTS required in this BIDDING PROCESS.
<b>FARM</b>	The area located in the municipality of Araçoiaba da Serra, owned by the State of São Paulo and presently used, in part, by the FPZSP, on which the CONCESSIONAIRE shall, in addition to the duties established in this CONCESSION, use in a manner consistent with the purposes of this CONCESSION. The FARM area is delimited in ANNEX I.
<b>FPZSP</b>	The <i>Fundação Parque Zoológico de São Paulo</i> .
<b>GUARANTEE or PERFORMANCE BOND</b>	Performance bond ensuring fulfillment of CONCESSION CONTRACT obligations, to be upheld by the CONCESSIONAIRE, and in favor of the GRANTING AUTHORITY, pursuant to the sums and terms specified in the CONTRACT.
<b>BID BOND</b>	PROPOSAL performance bond to be submitted by the BIDDERS, under the terms of the AUCTION NOTICE.

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<b>ECONOMIC GROUP</b>	The BIDDER's or CONCESSIONAIRE'S ECONOMIC GROUP is comprised of associated, controlled or affiliated companies, under the terms of articles 1.097 onwards, the Civil Code, and companies or investment funds that have common directors, administrators, except for board members, managers or shareholders (the latter having a stake of over 10%) or legal representatives, as well as those that depend economically or financially on another company or investment fund, in addition to companies or investment funds subject to the same global structure, including global sharing of knowledge, governance and corporate policies.
<b>LEGAL QUALIFICATION</b>	Legal-based documentation required to prove qualification for contracting with the GRANTING AUTHORITY.
<b>PERFORMANCE INDICATORS</b>	Set of parameters that measure the quality of the services rendered, which shall help to determine the quality of the services rendered by the CONCESSIONAIRE, pursuant to the terms of ANNEX XXI.
<b>TICKETS</b>	Prices charged by the CONCESSIONAIRE for USER entrance into the CONCESSION AREA.
<b>FINANCIAL INSTITUTION</b>	Any institution authorized by the Central Bank of Brazil or related body, if it is a foreign entity, whose main or ancillary activity relates to collecting, brokering or investing financial funds that it owns or those of third parties, in Brazilian or foreign currency, and third party-owned securities custody.
<b>IBT</b>	The <i>Instituto de Botânica de São Paulo</i> , or an administrative unit resulting from the terms of Law no. 17,293 of October 15, 2020.
<b>INTERVENTIONS</b>	All civil construction works, restoration activities, assembly of facilities or any other means of permanent physical intervention in the CONCESSION AREA.
<b>MINIMUM STARTING INVESTMENT</b>	Minimum investments required by the CONCESSIONAIRE under the scope of the CONCESSION, which shall be carried out in accordance with the terms of ANNEX III.
<b>ADDITIONAL INVESTMENTS</b>	Encompass all additional investments to the MINIMUM STARTING INVESTMENT, which may be requested by the GRANTING AUTHORITY to the CONCESSIONAIRE, upon the relevant economic-financial recovery within the CONCESSION TERM.
<b>IPC/FIPE</b>	Consumer Price Index of the Institute of Economic Research Foundation (FIPE).
<b>BOTANIC GARDEN or FLORA SECTOR</b>	For purposes of this CONCESSION, it corresponds to the Botanic Garden area delimited in ANNEX I, lying within the CONCESSION AREA, which includes the Botanic Garden of São Paulo, as defined in the Master Plan.
<b>ENVIRONMENTAL PERMITS</b>	Environmental permits that authorize implementation of the venture or activity, its operations and approval of the venture's location, in accordance with specifications included in approved designs, programs and projects, including environmental control measures and additional requirements.
<b>BID/BIDDING</b>	INTERNATIONAL BIDDING PROCESS No. 02/2020, carried out by the GRANTING AUTHORITY to select the CONCESSIONAIRE that will perform the purpose of the CONCESSION.

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<b>BIDDER</b>	Separate company or companies, funds and/or entities constituting a CONSORTIUM, and participating in the BIDDING PROCESS.
<b>WINNING BIDDER</b>	BIDDER declared the winner for having submitted the best appraised proposal, and fulfilling all AUCTION NOTICE requirements.
<b>PROCEDURES MANUAL</b>	ANNEX including directions, rules and document forms associated with the procedures for the production of the BID BOND, operating procedures, and all other procedures in view of the execution of the AUCTION, under the advisory of B3.
<b>INSPECTION FEES</b>	Sum resulting from applying a rate of 0.5% (one half percent) on the REVENUE earned by the CONCESSIONAIRE, to be paid to the GRANTING AUTHORITY, pursuant to ANNEX XIV.
<b>FIXED GRANT</b>	Sum offered in the PRICE PROPOSAL submitted by the BIDDERS during the bidding process.
<b>VARIABLE GRANT</b>	Sum to be paid by the CONCESSIONAIRE, under the terms of ANNEX XXIV, estimated at 1% (one percent) of the REVENUE earned by the CONCESSIONAIRE, payable starting from the 13 <sup>th</sup> (thirteenth) month after the date of signing of the TERM OF DELIVERY OF THE PUBLIC ASSET, by way of the price for the CONCESSION, as provided for under the CONTRACT, whereas the percentage payable may vary according to the mechanism described in ANNEX XXI.
<b>PARTIES</b>	The GRANTING AUTHORITY and the CONCESSIONAIRE.
<b>RELATED PARTIES</b>	In regard to the CONCESSIONAIRE, any person of its ECONOMIC GROUP, as well as those considered as such by current accounting standards.
<b>INTERVENTION PLAN</b>	Plan to be submitted by the CONCESSIONAIRE, featuring all civil construction works, assembly of facilities and any other means of permanent physical intervention in the CONCESSION AREA, pursuant to the regulations of the AUCTION NOTICE, the CONTRACT and ANNEXES III and XII.
<b>MANAGEMENT PLAN</b>	Technical document of the <i>Parque Estadual Fontes do Ipiranga</i> Conservation Unit, which sets forth, among other things, zoning and standards regulating use of the grounds, as well as management of the Park's natural resources.
<b>INSURANCE COVERAGE PLAN</b>	Document listing all insurance coverage to be contracted by the CONCESSIONAIRE, pursuant to the terms of the CONTRACT and ANNEXES, and whose policies shall be valid and in force throughout the CONCESSION TERM, and additionally being subject to review, under the terms of the CONTRACT.
<b>CONCESSION TERM</b>	The term of 30 (thirty) years, effective the date of execution of the TERM OF DELIVERY OF THE PUBLIC ASSET.
<b>PRICE PROPOSAL or PROPOSAL</b>	Proposal submitting the FIXED GRANT value for exploiting the purpose of the CONCESSION, pursuant to AUCTION NOTICE regulations.
<b>ECONOMIC-FINANCIAL CAPACITY</b>	Documentation required to prove economic-financial capacity for contracting with the FEDERAL PUBLIC ADMINISTRATION.

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<b>TECHNICAL CAPACITY</b>	Documentation required to prove technical capacity for contracting with the FEDERAL PUBLIC ADMINISTRATION.
<b>REVENUES</b>	All gross revenue earned by the CONCESSIONAIRE through exploitation of the CONCESSION, whether they result from the direct or indirect exploitation of activities associated with exploitation of the CONCESSION. For purposes of the CONTRACT, ADDITIONAL REVENUE and revenue resulting from financial investments are excluded from the definition of REVENUE, as stipulated in the CONTRACT.
<b>ADDITIONAL REVENUE</b>	Revenue resulting from the exploitation of advertising activities and image rights by the CONCESSIONAIRE, as well as the economic exploitation of the FARM, the execution of which is described in the CONTRACT and in ANNEX XXV, as the allocation of the income earned therewith.
<b>FISCAL AND LABOR COMPLIANCE</b>	Attribute resulting from submission and acceptance of documentation required to prove tax and labor regulation for contracting with the FEDERAL PUBLIC ADMINISTRATION.
<b>ACCREDITED REPRESENTATIVES</b>	Representatives authorized by the BIDDER to undertake activities during PUBLIC SESSIONS and during every stage of this BIDDING PROCESS.
<b>STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT or SIMA</b>	The STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT.
<b>PUBLIC SESSION</b>	In-person public session to collect ENVELOPES and undertake additional BIDDING PROCESS-related activities.
<b>ACCOUNTS SYSTEM</b>	Bank accounts to be opened and maintained in connection with the CONCESSION for purposes of fulfilling obligations stipulated in the CONTRACT and its ANNEXES. Particularly, the CENTRALIZER ACCOUNT and the CENTRALIZER ACCOUNT – ADDITIONAL REVENUE.
<b>SPECIAL PURPOSE COMPANY or SPE</b>	Public joint-stock company established in accordance with Brazilian law, with the specific purpose of rendering services that are the purpose of this CONCESSION.
<b>TERM OF DELIVERY OF THE PUBLIC ASSET</b>	Document signed by both PARTIES to execute delivery of the CONCESSION AREA, thereby enabling start of its operation by the CONCESSIONAIRE, as set forth under the CONTRACT.
<b>CASH GENERATING UNITS or UGC</b>	Asset or group of assets whose exploitation shall be carried out with the purpose of generating revenue.
<b>USERS</b>	Any person who visits the CONCESSION AREA.
<b>ESTIMATED CONTRACT VALUE</b>	Estimated value corresponding to the sum of investments and the minimum FIXED GRANT, pursuant to Clause 6.1 of the CONTRACT.
<b>TECHNICAL VISIT</b>	Visit made to the CONCESSION AREA with the intent of enabling the interested party to collect technical information and additional information deemed relevant to devise its PRICE PROPOSAL.

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<b>ZOO or FAUNA SECTOR</b>	For purposes of this CONCESSION, it corresponds to the Zoo area delimited in ANNEX I, lying within the CONCESSION AREA.
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**CHAPTER I – GENERAL PROVISIONS**

**1. THE PURPOSE**

- 1.1. The purpose of this BIDDING PROCESS is to select the most favorable proposal for the concession aimed at the use of the public asset, with the purpose of delegating to the private sector activities pertaining to funding, conservation, operations, maintenance and economic exploitation of the CONCESSION AREA, in regard to exploiting the ZOO, the BOTANIC GARDEN and the FARM, which are designated in accordance with the perimeters described and detailed in ANNEX I, including the execution of construction works and investments, the rendering of services and the economic exploitation of management, environmental education, leisure, entertainment, cultural, ecotourism and visitation activities, along with all related services, subject to the conditions established in the DRAFT CONTRACT and ANNEXES, and, further:
- I. devising projects concerning the MINIMUM STARTING INVESTMENT, ADDITIONAL INVESTMENTS and remaining INTERVENTIONS that the CONCESSIONAIRE deems necessary, after specifying them in the INTERVENTION PLAN to be devised in accordance with rules set forth under the CONTRACT, and in ANNEX IV;
  - II. procuring short and/or long term FUNDING arrangements, according to the PRICE PROPOSAL, during the course of the CONTRACT;
  - III. securing approvals, authorizations and ENVIRONMENTAL PERMITS required for executing the purpose of the CONTRACT;
  - IV. securing, investing and managing all financial funds required for the performance of the obligations being the purpose of the CONCESSION;
  - V. hiring an INDEPENDENT RAPPOREUR to assess the quality and performance of services rendered by the CONCESSIONAIRE, according to the terms of the CONTRACT;
  - VI. performing the conservation, operation, maintenance and economic exploitation of the CONCESSION AREA during the full term of the CONTRACT, including activities pertaining to the operation of the BIOLOGICAL ASSETS, as established in the CONTRACT and the ANNEXES;
  - VII. furnishing the goods and services required to fulfill the obligations that are the purpose of the CONTRACT;
  - VIII. preventive and corrective maintenance of the CONCESSION assets, so as to keep them fully operational and able to perform the obligations stipulated under the CONTRACT; and
  - IX. promoting and/or supporting activities consisting of scientific research, as established in the CONTRACT and in ANNEX XI.
- 1.2. Specifications for the above mentioned obligations are detailed in the CONCESSION CONTRACT and the ANNEXES.



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### 2. VALIDITY AND TERM

- 2.1. The CONCESSION's term is 30 (thirty) years, effective the date of signing of the TERM OF DELIVERY OF THE PUBLIC ASSET related to the CONCESSION AREA, and designated in accordance with the perimeters described and detailed in ANNEX I, as defined in the CONCESSION CONTRACT draft.

### 3. ESTIMATED CONTRACT VALUE

- 3.1. THE ESTIMATED CONTRACT PRICE is set at R\$ 417.564.631,28 (four hundred and seventeen million, five hundred and sixty-four thousand, six hundred and thirty-one Reais and twenty-eight cents) on the base date of August 2020, corresponding to the sum of investments plus the minimum FIXED GRANT value.
- 3.2. THE ESTIMATED CONTRACT VALUE is for reference purposes only, and cannot be alleged by the BIDDER for any purposes whatsoever, nor by any of the PARTIES, on the grounds of carrying out economic-financial recovery of the CONTRACT, or for any other purpose that imply using the ESTIMATED CONTRACT VALUE as a parameter for compensation, reimbursements and related measures.

### 4. CLARIFICATIONS AND OBJECTIONS TO THE AUCTION NOTICE

- 4.1. Any interested parties may submit a request for clarifications and information on the BIDDING PROCESS's AUCTION NOTICE and the ANNEXES up to January 6, 2021, provided that:
- I. clarification requests shall be written in Brazilian Portuguese, with questions arranged in accordance with the model defined and set forth under ANNEX XVII, listing the interested party's information, including its electronic address, and may be (I) forwarded by the electronic address [sima.administracao@sp.gov.br](mailto:sima.administracao@sp.gov.br), and [sima.licitacoes@gmail.com](mailto:sima.licitacoes@gmail.com), with the subject "ZOO and JBSP Concession | Clarification Request", or (II) registered with the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, at Avenida Professor Frederico Hermann Jr., 345 - Alto de Pinheiros - São Paulo - SP, Zip Code 05459-900, until 6:00 pm on January 6, 2021, to the attention of the SPECIAL BIDDING PROCESS COMMISSION, together with digital media containing the file in .xlsx and/or .docx format, and in PDF;
  - II. answers to inquiries shall be sent by electronic message by January 13, 2021, and disclosed to all interested parties on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT ([www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br)), without disclosing the name of the individual responsible for requesting clarifications;
  - III. relevant clarifications, addendums or notifications shall become an integral part of this AUCTION NOTICE, provided the requirement specified in subsection 4.1.2 hereunder is fulfilled, which binds the GRANTING AUTHORITY, the BIDDERS and the CONCESSIONAIRE for all purposes;
  - IV. in case there are no clarification requests, it shall be assumed that information and elements provided for under this AUCTION NOTICE, the CONTRACT and its ANNEXES are sufficient to enable devising the PRICE PROPOSAL and submitting the QUALIFICATION DOCUMENTS, and consequently, to participate in the BIDDING PROCESS, reason why inquiries sent later on shall not be admitted.
- 4.1.1. At the SPECIAL BIDDING PROCESS COMMISSION's discretion, regular replies may be published following the same standards specified in item 4.1 concerning clarification requests that

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are submitted by the interested parties throughout the term elapsing from publication of this AUCTION NOTICE, until the date specified in the aforementioned item 4.1, item II.

4.1.2. For purposes of this BIDDING PROCESS, only clarifications, amendments or notifications published on the homepage of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT ([www.infraestruturameioambiente.sp.gov.br](http://www.infraestruturameioambiente.sp.gov.br)), in PDF format, including electronic signature, digital signature or digital certification identification, under the terms of State Decree No. 64.355 of July 31, 2019, the member of the SPECIAL BIDDING PROCESS COMMISSION designated to run the work of the SPECIAL BIDDING PROCESS COMMISSION, shall be considered valid.

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

4.2. Any citizen may object to this AUCTION NOTICE, with the objection to be submitted in the same way as the request for clarifications specified in item 4.1 of this AUCTION NOTICE, within 5 (five) working days before the date appointed for the opening of the envelopes, and the GRANTING AUTHORITY shall appraise and answer the objection within 3 (three) working days.

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

4.3. Any BIDDER who fails to make an objection until the 2nd (second) working day prior to the PUBLIC SESSION for the delivery of ENVELOPES shall no longer have the right to object to the AUCTION NOTICE.

4.4. All correspondence, clarification requests, objections as well as any other BIDDING PROCESS-related documents shall be considered delivered at the time of their receipt by the recipient, except in case delivery takes place after 6:00 p.m. (eighteen hundred hours, Brasília time), regardless of said correspondence being electronic.

4.5. Correspondence delivered after 6:00 p.m. (eighteen hundred hours, Brasília time), regardless of it being electronic correspondence, shall be considered delivered, for all purposes, including to verify whether it was sent on time, on the next working day.

4.6. Inquiries unrelated to this BIDDING PROCESS, or which have been drafted in a way other than that provided for under 4.1 of this AUCTION NOTICE, shall not be answered.

4.7. Only those who convey interest by sending an email to [sima.administracao@sp.gov.br](mailto:sima.administracao@sp.gov.br), with the subject "*Interested Party Registration – ZOO and JBSP Concession*", while duly stating the (I) name/trade name; (II) nationality/country where they are headquartered; (III) profession/business purpose; (IV) RG (ID number) and CPF/CNPJ (Individual and Corporate Taxpayer Registration, respectively); (V) address; (VI) telephones and email for contact, are guaranteed that:

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



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- III. they will be sent a copy of the administrative act preceding potential amendments made to this AUCTION NOTICE, as the case may be; and
  - IV. they will receive additional notifications by email with content that is significant to the BIDDING PROCESS.
- 4.8. Using its own devices or as a result of answers drafted for clarification or objection requests, the GRANTING AUTHORITY may amend this AUCTION NOTICE at any time, issuing an *errata*, to be published in the DOE/SP.
- 4.9. Should the amendment made to the AUCTION NOTICE affect drawing up of the PRICE PROPOSAL, pursuant to article 21, paragraph 4 of Federal Law No. 8.666/1993, the GRANTING AUTHORITY shall change the date of the PUBLIC SESSION for receipt of ENVELOPES specified in the introduction of this AUCTION NOTICE, notifying BIDDERS through publication in the DOE/SP. In this case, both the TECHNICAL VISIT and clarification request deadlines are extended.

### 5. TECHNICAL VISIT

- 5.1. Interested parties wishing to carry out a TECHNICAL VISIT aimed at getting to know and to inspect the current facilities to be taken on by the CONCESSIONAIRE, under the physical-operational conditions in which it finds itself in, as well as on-site inspections of conditions, nature and appraisal of materials and equipment required for the performance of the CONCESSION CONTRACT, shall submit, by January 14, 2021, an electronic correspondence to [sima.concessoes@sp.gov.br](mailto:sima.concessoes@sp.gov.br), with the subject “*Technical Visit | ZOO JBSP Concession*,” including an attached PDF document describing the appointment and qualification of the interested party's representatives who will carry out the visit together with proof of powers to represent the company.
- 5.1.1. The sole purpose of the TECHNICAL VISIT is to enable interested parties to collect technical information they deem convenient, so that the GRANTING AUTHORITY is not held liable for the insufficiency of information collected during the TECHNICAL VISIT.
- 5.2. The list of interested persons who carried out the TECHNICAL VISIT, as well as their list of representatives, shall be kept confidential by the GRANTING AUTHORITY until the date of the PUBLIC SESSION.
- 5.3. After the electronic correspondence is received by the GRANTING AUTHORITY, and the necessary requirements set forth hereunder are fulfilled, an email shall be sent to the interested party to schedule a date and time for the TECHNICAL VISIT, which shall be overseen by members of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FPZSP or the IBT.
- 5.4. Regardless of the TECHNICAL VISIT taking place or not, the interested party shall state, under the terms specified in item 5.11, that it is aware of the CONCESSION AREA requirements, and is fully capable of raising all information required to substantiate its PRICE PROPOSAL.
- 5.4.1. BIDDERS will not be able to claim to be unaware of the CONCESSION AREA's technical conditions to justify damages, non-compliances, contract performance difficulties or make compensation claims of any type whatsoever.
- 5.5. Interested parties are free to carry out as many visits as they deem necessary, always escorted by representatives of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FPZSP or the IBT, in case the grounds have restricted access to the general public. To this end, the representatives appointed by the interested parties shall introduce themselves at the location, on the date and time to be defined in accordance with the requirement foreseen hereunder.

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- 5.6. The TECHNICAL VISIT may be made by as many representatives as the interested party deems necessary, and these individuals shall be listed in the request, while considering potential impossibilities due to technical reasons to be duly justified by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FPZSP or the IBT.
- 5.7. Each interested party, at the time of the TECHNICAL VISIT, shall bring along any technicians and experts it deems sufficient to gather the information it deems necessary, and additional information or clarifications may not be requested from the representatives of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FPZSP or the IBT. Any clarification requests shall be made in writing by the interested parties or BIDDERS, pursuant to the method and under the deadline set forth under item 4 of the AUCTION NOTICE.
  - 5.7.1. Transportation to the place of the TECHNICAL VISIT shall be the responsibility of each interested party.
- 5.8. A TECHNICAL VISIT undertaken does not constitute a condition to participate in this BIDDING PROCESS.
- 5.9. The GRANTING AUTHORITY shall consider that PRICE PROPOSALS to be submitted were devised with perfect knowledge of CONCESSION AREA requirements, and the BIDDER may not claim any type of ignorance as an impeding element for proper drafting of the PRICE PROPOSAL, or for full compliance with the CONTRACT, requesting amendments to CONTRACT prices, terms, or conditions, or claim any losses or claim any benefits, based on the grounds of insufficient data or information about it.
- 5.10. At the end of the TECHNICAL VISIT, the interested party shall be given a TECHNICAL VISIT certificate, which shall be included in the ENVELOPE containing the QUALIFICATION DOCUMENTS.
- 5.11. Any BIDDER who decides not to carry out the optional TECHNICAL VISIT shall submit, using the ENVELOPE containing the QUALIFICATION DOCUMENTS, a statement pursuant to the model specified in ANNEX XXIII, stating that it is aware that it had the option of making a TECHNICAL VISIT and visiting the entire CONCESSION AREA; however, due to risks and consequences involved and known, it chose to devise the PRICE PROPOSAL without carrying out the TECHNICAL VISIT that had been offered to it, under the terms of item 13.40, item XI of the AUCTION NOTICE.

## 6. APPRAISAL CRITERION – HIGHEST FIXED GRANT PRICE

- 6.1. While devising their PRICE PROPOSAL, BIDDERS shall take into account the fact that, to exploit the purpose of the CONCESSION, the CONCESSIONAIRE shall pay to the GRANTING AUTHORITY the FIXED GRANT and the VARIABLE GRANT sums.
- 6.2. The appraisal criterion employed in this BIDDING PROCESS concerns the highest FIXED GRANT price, with the winner being the BIDDER who, while fulfilling the procedures and regulations described hereunder, offers the highest sum as a FIXED GRANT due, to be paid by the SUCCESSFUL BIDDER as a condition for signing the CONTRACT, considering the minimum sum of R\$ 48.047.212,09 (forty-eight million, forty-seven thousand, two hundred and twelve Reais and nine cents), on the base date of August 2020.
- 6.3. Payment of the FIXED GRANT, whose price shall be the one offered by the WINNING BIDDER, considering the minimum amount set in item 6.1, and premiums included in its PRICE PROPOSAL, is a condition for signing the CONTRACT.
  - 6.3.1. Sums due to the VARIABLE GRANT shall be paid according to the rule specified in the CONTRACT, and shall not be included in the PRICE PROPOSAL.

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- 6.4. As a prior requirement for signing the CONTRACT, the SUCCESSFUL BIDDER shall open a CENTRALIZER ACCOUNT, as well as contracting the DEPOSITARY BANK, subject to the provisions of ANNEX XXIV.
- 6.4.1. All costs for contracting the DEPOSITARY BANK shall be the SUCCESSFUL BIDDER's responsibility, and following signing of the CONTRACT, of the CONCESSIONAIRE.
- 6.4.2. The GRANTING AUTHORITY shall employ all measures necessary to, concerning what applies to it, enable implementation of the ACCOUNTS SYSTEM.

### 7. REVENUES

- 7.1. To devise their PRICE PROPOSALS, BIDDERS shall take into account the fact that the future CONCESSIONAIRE will have the right to charge CONCESSION AREA USERS, whether for TICKETS or for related products and services provided under the scope of the CONCESSION AREA, though upholding limits provided for under the draft CONTRACT and the ANNEXES.
- 7.2. REVENUE collected by the CONCESSIONAIRE by any means, except for the ADDITIONAL REVENUE, pursuant to contract regulations, shall be considered for purposes of calculating sums due as the VARIABLE GRANT and as the INSPECTION FEE, defined in accordance with the regulations set forth under the CONTRACT.
- 7.3. Information, studies, research, surveys, projects, spreadsheets and other documents or data related to the CONCESSION AREA and its exploitation, and made available by the GRANTING AUTHORITY, were undertaken and obtained for the sole purpose of serving as reference for calculations that evidenced the CONCESSION'S economic-financial viability, thereby not entailing any kind of binding relationship or other effect from the standpoint of the GRANTING AUTHORITY's responsibility towards potential BIDDERS or the future CONCESSIONAIRE, with a caveat made to exceptions expressly provided for under the CONTRACT.

## CHAPTER II – BIDDING PROCESS RULES

### 8. CONDITIONS OF PARTICIPATION

- 8.1. Companies and legal persons, Brazilian or foreign entities, whether individual or comprising a CONSORTIUM, and whose nature and purpose are attuned to their participation in the BIDDING PROCESS, may participate in the BIDDING PROCESS, provided they fulfill all the terms and conditions hereunder.
- 8.2. The BIDDERS may, at their discretion, execute a mediation contract with the ACCREDITED BROKER, provided that said contracting shall, if the BIDDERS choose to execute it, adhere to the terms of ANNEX XXXIV.
- 8.3. Interested parties, whether individual or comprising a CONSORTIUM, may not participate in the BIDDING PROCESS:
- I. if they are temporarily suspended from participating in bidding processes, and if they are unable to contract with the direct or indirect Administration of the State of São Paulo, as a result of Article 87, item III, and Article 88 of Federal Law No. 8.666/1993, Article 7 of Federal Law No. 10.520/2002, or article 47 of Federal Law no. 12.462/2011;

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- II. if they have been declared unfit to bid or contract with any federative entity's FEDERAL PUBLIC ADMINISTRATION, as specified in article 87, item IV of Federal Law 8.666/1993;
- III. if they have been sentenced, through a final and unappealable sentence, to the penalty of interdiction of rights resulting for practicing environmental crimes, as set forth under article 10 of Federal Law No. 9.605/1998;
- IV. whose bankruptcy has been filed;
- V. if they have a record of an impediment to participate in this BIDDING PROCESS or contracting, in records relating to Article 22 of Federal Law No. 12.846/2013, and Article 5 of State Decree No. 60.106/2014;
- VI. if CADE's plenary sitting has prohibited them from participating in FEDERAL PUBLIC ADMINISTRATION bidding processes due to financial breaches having been committed, under the terms of article 38, item II of Federal Law No. 12.529/2011;
- VII. if they are prohibited from contracting with the FEDERAL PUBLIC ADMINISTRATION due to sanctions enforcing restriction of rights resulting from environmental administrative breach, under the terms of article 72, paragraph 8, item V of Federal Law No. 9.605/1998;
- VIII. if they have been prohibited from contracting with Public Authorities due to conviction for an act of administrative improbity, pursuant to Article 12 of Federal Law No. 8.429/1992;
- IX. if they have been declared unfit by the State of São Paulo's Audit Court Plenary sitting to contract with the FEDERAL PUBLIC ADMINISTRATION, pursuant to article 108 of Complementary State Law No. 709/1993;
- X. if they have been temporarily suspended, impeded or declared to be unfit to bid or contract with the FEDERAL PUBLIC ADMINISTRATION for non-compliance with the Information Access Law, pursuant to article 3, items IV and V of Federal Law No. 12.527/2011, and article 74, items IV and V of State Decree No. 58.952/20122; or
- XI. if they were hired by the GRANTING AUTHORITY, or subcontracted thereby, to prepare the studies taken as reference for the structuring of this CONCESSION.

8.3.1. In case of a legal entity in the process of judicial or extrajudicial reorganization, it will be allowed to participate in the BIDDING PROCESS as long as it establishes its economic and financial capacity, during the qualification phase, as established in item 13.17.

8.4. Any person who in the last six (6) months, effective the date of publication of the AUCTION NOTICE, has worked as a server or director of the contracting agency/entity/responsible for the BIDDING PROCESS may not participate, whether directly or indirectly, in the BIDDING PROCESS, and any server or director of the agency/entity responsible for managing or overseeing the CONTRACT, who has in the previous 06 (six) months, performed any type of duty relating to management, execution or decision-making of the CONTRACT may not participate, whether directly or indirectly, in the execution of the CONTRACT by the CONCESSIONAIRE, under the terms of article 9, item III, and paragraph 3 of Federal Law 8.666/1993.

8.4.1. For purposes of item 8.4 above, an indirect participation shall be deemed the existence of any documents proving that the person mentioned therein is authorized to act as legal representative, director, manager, partner, controller or technical officer of, or has any legal, technical, business, economic, financial, labor or corporate ties with, the BIDDER or any company of the BIDDING ECONOMIC GROUP.

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- 8.4.2. For purposes of item 8.4 hereunder, the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, the FPZSP, the IBT and the State of São Paulo's Projects, Budget and Management Secretariat shall be deemed the agency/entity contracting party/responsible for this BIDDING PROCESS, and for managing and overseeing the CONTRACT.
- 8.5. Foreign companies or entities that do not operate in Brazil shall comply, as much as possible, with the QUALIFICATION CONDITIONS, by submitting equivalent documents authenticated by the Consulate General of Brazil in the Country of origin, and translated by a sworn translator, and shall have legal representation in Brazil, with express powers to receive citations and service of process.
- 8.5.1. Foreign companies originating from States that are Signatories to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents, enacted in Brazil through Federal Decree No. 8.660/2016, may replace the authentication requirement with the respective consulate referred to in item 8.5, by submitting the annotation addressed by Articles 3 and 4 of said Convention. The documentation and respective annotation shall be translated by a sworn translator.
- 8.5.2. QUALIFICATION DOCUMENTS equivalent to those requested hereunder shall be submitted so as to enable a clear reading of their expiration date, enforceability and efficacy, and the BIDDER shall signal which item of the AUCTION NOTICE the document corresponds to.
- 8.5.3. In case equivalent documents requested hereunder do not exist, the BIDDER shall submit a written statement notifying this, pursuant to the model included in ANNEX XXXIII.
- 8.5.4. Foreign companies or partnerships that do not operate in Brazil shall produce a statement by which they agree, in order to participate in the BIDDING PROCESS, to submit to the laws of the Federative Republic of Brazil, including the provisions of article 32, §4, of Federal Law no. 8.666/1993, and waive the right to lodge any complaint by diplomatic means.
- 8.6. BIDDERS are responsible for assessing the conditions made in the respective purpose of the BIDDING PROCESS, and all data and information about the CONCESSION, as well as examining all instructions, conditions, requirements, laws, decrees, standards, specifications and regulations that apply to bidding and to the CONCESSION, and shall bear their respective costs and expenses.
- 8.7. Companies and/or entities comprising more than one CONSORTIUM, or individually and as a CONSORTIUM member, shall not be allowed to participate.
- 8.7.1. The restriction specified in item 8.7 also applies to legal persons comprising the same BIDDER's ECONOMIC GROUP.
- 8.8. Regarding CONSORTIUMS, the following rules shall be observed, notwithstanding other rules included in this AUCTION NOTICE and pertaining to the applicable legislation:
- I. disqualification of the PROPOSAL, or incapacity of any consortium member, shall entail automatic disqualification or incapacity of the entire CONSORTIUM;
  - II. there is no maximum number of participants to constitute a CONSORTIUM;
  - III. inclusion, replacement, removal or exclusion of any consortium member shall not be admitted, nor will amendments made to the proportion of consortium members' stakes, or, still, replacement of the leader-company until signing of the CONCESSION CONTRACT, at which time the contractual regulations for any amendment made to the shareholding structure of the SPECIAL PURPOSE COMPANY shall be fulfilled;



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- IV. consortium members shall be jointly and severally responsible for all acts performed by the CONSORTIUM in this BIDDING PROCESS, until the CONCESSION CONTRACT is signed;
  - V. the CONSORTIUM may be established exclusively by foreign companies and entities, without participation of Brazilian entities; and
  - VI. regarding CONSORTIUMS comprised of companies and/or of other Brazilian and foreign entities, leadership shall obligatorily be the responsibility of the Brazilian company or entity, pursuant to the terms of article 33, paragraph 1 of Federal Law No. 8.666/1993.
- 8.9. Participation in this BIDDING PROCESS shall entail full and unconditional acceptance of all terms, conditions and provisions of this AUCTION NOTICE, as well as of the minutes of the CONCESSION CONTRACT, its ANNEXES and other provisions that apply to the BIDDING PROCESS, and may not claim any type of ignorance as an impeding element for properly devising the PRICE PROPOSAL or fully complying with the CONTRACT.
- 8.10. BIDDERS shall bear all costs related to devising and submitting PROPOSALS and participating in the BIDDING PROCESS, whereas the GRANTING AUTHORITY shall not be liable, in any case whatsoever, for said costs, regardless of proceedings following in the BIDDING PROCESS or its results.

### 9. THE GENERAL PROCEDURE

- 9.1. The INTERNATIONAL BIDDING PROCESS shall be processed and appraised by the SPECIAL BIDDING PROCESS COMMISSION, with the support of B3, which shall assist in the execution of the BIDDING PROCESS and correlated activities, subject to the provisions of this Auction Notice.
- 9.2. Each BIDDER shall be responsible for carrying out, at their own risk, surveys and studies, in addition to developing projects to support the submission of their PROPOSALS.
- 9.3. For purposes of construing rules that might apply to the AUCTION NOTICE, any differences that may potentially arise while enforcing this AUCTION NOTICE shall be settled in accordance with the terms of the following documents, abiding by the following order:
- I. AUCTION NOTICE;
  - II. CONTRACT;
  - III. ANNEXES.
- 9.4. The BIDDING PROCESS shall be processed and appraised with its stages reversed, first assessing the PRICE PROPOSAL, ranking PRICE PROPOSALS, and thereafter appraising the BID BOND and QUALIFICATION DOCUMENTS of the BIDDER who has offered the highest price for the FIXED GRANT.
- 9.5. The PRICE PROPOSAL shall be assessed prior to the BID BOND and QUALIFICATION DOCUMENTS.
- 9.6. During the ranking stage, PRICE PROPOSALS shall be ranked in accordance with the criterion of the highest price offered for the FIXED GRANT.
- 9.7. After the PRICE PROPOSAL stage is closed, a ranking list shall be disclosed, featuring the PRICE PROPOSAL list in descending order, whereas the PRICE PROPOSAL declared the winner shall be that which, having met all additional AUCTION NOTICE requirements, submits the highest price for the FIXED GRANT, to be paid as a condition for signing the CONTRACT.

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- 9.8. If there is/are any BIDDER(S) who has/have presented one or more PRICE PROPOSAL(S) with value(s) equivalent to, or up to 20% (twenty percent) lower than, the highest PRICE PROPOSAL declared, a bidding competition will be held between said BIDDERS.
- 9.8.1. If the minimum number of 2 (two) BIDDERS is not achieved for the bidding competition phase, based on the criterion established in item 9.8 above, the BIDDER who has presented the highest PRICE PROPOSAL up until such time will be declared the best ranking BIDDER.
- 9.9. While processing any such bidding competition phase, the PRICE PROPOSAL declared the winner shall be that which, having met all additional AUCTION NOTICE requirements, submits the highest price for the FIXED GRANT, to be paid as a condition for signing the CONTRACT.
- 9.10. The best-ranked BIDDER's BID BOND shall be appraised after the best PRICE PROPOSAL is announced. Failure to comply with AUCTION NOTICE requirements relating to submission of the BID BOND shall result in the BIDDER's disqualification.
- 9.11. The qualification stage shall consist of an appraisal of the QUALIFICATION DOCUMENTS of the best-ranked BIDDER, and who has submitted a valid BID BOND, to check for compliance with AUCTION NOTICE requirements.
- 9.12. The SPECIAL BIDDING PROCESS COMMISSION may, at any time during the BIDDING PROCESS, carry out proceedings required to clarify or complement bidding instructions, and may additionally proceed pursuant to the items below.
- 9.12.1. Request, at any time, that BIDDERS make clarifications on the PRICE PROPOSAL, BID BOND and/or QUALIFICATION DOCUMENTS submitted, allowing for the correction of flaws, complementing shortcomings or, still, formal corrections, provided the missing elements are submitted within 3 (three) working days, under the penalty of the BIDDER being disqualified or incapacitated.
- 9.12.2. Extend AUCTION NOTICE deadlines in case of public interest, act of god or force majeure, without this entailing the BIDDERS to be able to request compensation or reimbursements of costs and expenses for any purposes whatsoever.
- 9.13. Documentation flaws able to be corrected within the term specified in subsection 9.10.1 relate to those whose content denotes a factual or legal circumstance that already existed at the time the PROPOSALS were submitted.
- 9.14. In compliance with the form instrumentality rule, and so as to increase the number of competitors in the bidding process, errors or formal non-compliances shall not affect any BIDDER's ranking or qualification, in case they are able to be effectively overcome using the measures provided for under item 9.10.
- 9.15. During the trial phase, to start as of the opening of the envelopes containing the PRICE PROPOSALS submitted by the BIDDERS, and end upon the completion of the bidding competition phase, the use of communication devices by the ACCREDITED REPRESENTATIVES will be prohibited.
- 9.16. During the entire procedure, collaborators from B3 may assist the SPECIAL BIDDING PROCESS COMMISSION to the extent that its assistance is requested.

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

- 10.1. Content relating to PRICE PROPOSALS, BID BONDS and QUALIFICATION DOCUMENTS required in this BIDDING PROCESS shall be submitted in 3 (three) distinct, opaque, sealed and untampered ENVELOPES, signed on the envelope flap, and designated as follows.

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- I. ENVELOPES shall be submitted together at the time set by the SPECIAL BIDDING PROCESS COMMISSION for delivery of ENVELOPES.

**Submitting Envelopes**

**ENVELOPE A – PRICE PROPOSAL:**

ENVELOPE A – PRICE PROPOSAL

Auction notice of invitation for International Bidding Process No. 02/2020 – Concession for the exploitation of the ZOO, the BOTANIC GARDEN and the FARM.

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

Address:

Telephone:

Email:

**ENVELOPE B – BID BOND:**

ENVELOPE B – BID BOND

Auction notice of invitation for International Bidding Process No. 02/2020 – Concession for the exploitation of the ZOO, the BOTANIC GARDEN and the FARM.

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

Address:

Telephone:

Email:

**ENVELOPE C – QUALIFICATION DOCUMENTS:**

ENVELOPE C – QUALIFICATION DOCUMENTS

Auction notice of invitation for International Bidding Process No. 02/2020 – Concession for the exploitation of the ZOO, the BOTANIC GARDEN and the FARM.

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

Address:

Telephone:

Email:

- 10.2. All ENVELOPES to be submitted at the BIDDING PROCESS, as well as the contents thereof, following opening of the PUBLIC SESSION, may be signed by BIDDERS' ACCREDITED REPRESENTATIVES if, while attending the PUBLIC SESSION, they chose to do so.
- 10.3. Only ENVELOPES and ACCREDITATION ENVELOPES delivered straight to the SPECIAL BIDDING PROCESS COMMISSION shall be accepted, whereas delivery by mail or any other means of delivery shall not be admitted.
- 10.4. Accreditation of the BIDDER's representative is not a condition for the acceptance of ENVELOPES by the SPECIAL BIDDING PROCESS COMMISSION, whereas envelopes delivered by any messenger will be accepted, even if the messenger is unidentified.



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- 10.5. The act of receiving and opening the ENVELOPES may be witnessed by anyone. Nevertheless, only BIDDERS' representatives who have been duly accredited, pursuant to this AUCTION NOTICE, are allowed to perform any acts whatsoever concerning the PUBLIC SESSION, and interference of advisors, assistants or any other person is prohibited.
- 10.6. Each of the 3 (three) ENVELOPES shall include 2 (two) counterparts of its contents, featuring an opening statement, table of contents and closing statement, for each ENVELOPE's full documentation, whereas one of the counterparts may be submitted as a non-certified copy.
- 10.7. Sheets shall be numbered in order, including separating sheets, catalogs, designs or related, if applicable, regardless of there being more than one volume per ENVELOPE, from the opening term to the closing term, so that the numbering of the last sheet of the last volume denotes each ENVELOPE's number of sheets.
- 10.8. Backs of the sheets shall not be numbered in any way, and shall have an inscription stating "blank", in case there is no content.

**On how to submit documents**

- 10.9. Documents shall be submitted in their original form or as copies authenticated by the Notary Public, or as a copy submitted together with the original for authentication by a SPECIAL BIDDING PROCESS COMMISSION member.
- 10.9.1. THE BID BOND shall be submitted in its original copy as well as a certified copy, except in cases of performance bond and public debt securities issued digitally, in which case a printed copy of the digital copy shall be submitted, subject to the specific rules concerning the presentation of government bonds, as established in ANNEX XXXIV.
- 10.9.2. An exception to the rule foreseen under item 10.9 of this AUCTION NOTICE shall apply to documents obtained from the Internet, which may be submitted without being certified, provided that, if applicable, they are sent together with a verification code enabling to verify their authenticity.
- 10.9.3. Pursuant to State Decree No. 52.658/2008, authentication of signatures of signatories to the powers of attorney, statements, and opening or closing statements is not required, replaced by submitting a copy of the identity document of the signatory to the document at hand.
- 10.10. At the BIDDER's discretion, all documents submitted in printed form may be delivered with a true and faithful copy, on a magnetic medium, in PDF format (Adobe Acrobat).
- 10.10.1. Submission in magnetic media, as set out in the previous item, shall mean a specific CD-ROM/DVD or PEN-DRIVE for each ENVELOPE's documentation, and shall comprise the contents of the concerning ENVELOPE, properly sealed, opaque and untampered.
- 10.10.2. CD-ROM/DVDs or PEN-DRIVES shall be labelled with the BIDDER's name and address, the AUCTION NOTICE's number and purpose, and have their contents signaled.
- 10.10.3. After opening each ENVELOPE, CD-ROM/DVDs or PEN-DRIVES shall be signed with the initials of SPECIAL BIDDING PROCESS COMMISSION members and by BIDDERS' ACCREDITED REPRESENTATIVES attending the session who wish to do so, after which they shall be included in the BIDDING PROCESS along with additional printed documents submitted.

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- 10.10.4. In case of differences between printed documents and those recorded in magnetic media, printed text shall prevail. PDF documents shall prevail over recordable media.
- 10.10.5. Failure to produce a magnetic copy of the documents, or recording failures, or failures found in the contents of any electronic files shall not be cause for the disqualification or invalidation of the BIDDER.
- 10.10.6. In case of differences between numbers and their written out form, the written form shall prevail.
- 10.11. All documents and certificates submitted in this BIDDING PROCESS shall be submitted within their respective validity periods.
- 10.11.1. Any document submitted after the validity term shall be deemed non-delivered, and the BIDDER shall bear the consequences for the lack of documentation.
- 10.11.2. With the exception of documents that are not subject to regular renewal, if applicable, documents that do not have a set term themselves, whether by law or under this AUCTION NOTICE, shall be deemed valid if they are issued up to 180 (one hundred and eighty) days prior to the actual date of delivery of documents and PROPOSALS.
- 10.12. All documents containing sums denoted in foreign currency, should the AUCTION NOTICE not prohibited them, shall have these sums converted into Brazilian currency (R\$) using the Central Bank of Brazil-published sales exchange rate (PTAX), the day immediately before the AUCTION NOTICE is published.
- 10.13. For standardizing purposes, we recommend that models included in this AUCTION NOTICE be used.
- 10.14. The absence of any of the statements required by the BIDDER in this AUCTION NOTICE may be compensated by means of formal and written statement submitted by the BIDDER, of equal content, to be delivered at the PUBLIC SESSION itself, for purposes of recording it in the minutes, or in proceedings carried out by the SPECIAL BIDDING PROCESS COMMISSION, pursuant to item 9.12 of this AUCTION NOTICE.
- 10.15. The PRICE PROPOSAL, BID BOND, QUALIFICATION DOCUMENTS and additional documents required and submitted in this BIDDING PROCESS shall be submitted in clear writing, without markings, erasures or fine print.
- 10.16. Regarding documents consisting of a copy of the Official Register (DOE/SP) or a newspaper, these shall be printed so as to enable their reading as well as being able to read the date, notebook and page of the edition where they were published.
- 10.17. At the end of each PUBLIC SESSION, all documentation submitted inside the ENVELOPES shall be signed by at least two SPECIAL BIDDING PROCESS COMMISSION members, whereas ACCREDITED REPRESENTATIVES shall have the option to sign the documents.
- 10.18. Drafts shall be drawn up for PUBLIC SESSION sessions held for receiving and opening envelopes, which shall be signed by SPECIAL BIDDING PROCESS COMMISSION members, whereas ACCREDITED REPRESENTATIVES shall have the option to sign the documents.
- 10.18.1. The SPECIAL BIDDING PROCESS COMMISSION may, at its sole discretion, close PUBLIC SESSIONS after receiving and/or opening ENVELOPES, proceeding to evaluate the PRICE PROPOSALS and documentation in the PUBLIC SESSION itself or at a later stage, and may use services of technical consultancies to this end. The SPECIAL BIDDING PROCESS COMMISSION shall always make its decisions based on solid grounds and in writing, attaching bidding process records to the concerning ruling and grounds.

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

### **Documentation to be submitted by foreign Bidders**

- 10.21. To participate in the BIDDING PROCESS, foreign BIDDERS, pursuant to the terms of the applicable legislation, shall be represented by an individual legally accredited and residing in Brazil, with express powers, by means of a public or private power of attorney, with the signature certified as authentic by a notary public or other entity, in accordance with the legislation that applies to the documents, to receive citations and receive service of process in Brazil, as well as representing them during all stages of the process, conditions which shall be clearly signaled in all documents submitted at the time of accreditation.
- 10.22. Foreign BIDDERS' documents shall be submitted as follows:
- I. PRICE PROPOSALS, as well as all correspondence, information and communications concerning BIDDING PROCESS proceedings, shall be written in Brazilian Portuguese, the official language of the BIDDING PROCESS, and its pricing shall be submitted in national currency (Brazilian Real);
    - a. All documentation submitted by foreign BIDDERS shall be understood and construed in accordance with said language.
  - II. foreign-originated documents submitted in other languages shall be certified by a Country of origin's notary public, authenticated by the Consulate General of Brazil in the Country of origin or, if subsection 8.5.1 applies, sent as an annotation, as well as sent together with the concerning translation into Portuguese made by a sworn translator enrolled at any of Brazil's board of trades, except in the case of catalogues, publications, manuals, technical reports and related materials.
    - a. Foreign-originated Qualification Documents submitted in other languages, and not sent together with their respective sworn translation into Brazilian Portuguese shall not be considered for evaluation and appraisal purposes.
- 10.22.1. Should any substantial difference between the document in the original language and its translation be raised by any of the BIDDERS, the SPECIAL BIDDING PROCESS COMMISSION may carry out required measures to appraise the effective contents of the document, with any BIDDER who, notwithstanding the execution of the BID BOND and the enforcement of respective civil, criminal and administrative sanctions, has certifiably submitted a different translation aimed at benefiting from it, being disqualified.
- 10.22.2. Should any differences between the document in the original language and the translation be verified during the SPECIAL BIDDING PROCESS COMMISSION's diligences, or during the appraisal of potential appeals, the original text shall prevail.

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**11. ENVELOPE A – PRICE PROPOSAL**

- 11.1. PRICE PROPOSALS shall be submitted as per item 10.1 of this AUCTION NOTICE, inside ENVELOPE A – PRICE PROPOSAL, and shall fulfill the conditions described in the following items.
- 11.2. PRICE PROPOSALS shall be executed through the FIXED GRANT amount to be paid by the WINNING BIDDER, as a condition for signing the CONTRACT, and with prices being submitted in Brazilian Real (R\$), so that the monetary expression of the amount offered will establish with, at most, two decimal places, separated by a comma, the total proposed amount in cents.
- 11.3. PRICE PROPOSALS shall abide by the model included in ANNEX XXXIII of this AUCTION NOTICE. Should there be any differences between the numerical value and its respective written form, the latter shall prevail.
- 11.4. Only PRICE PROPOSALS that cover the entirety of the purpose of this BIDDING PROCESS shall be considered, whereas the sum offered shall be paid by the SUCCESSFUL BIDDER as a condition to sign the CONTRACT, subject to the terms of item 6.2 of this AUCTION NOTICE.
- 11.5. BIDDERS shall be aware that the PRICE PROPOSAL, including in regard to the FIXED GRANT sum offered:
- I. is irrevocable, irreversible and unconditional;
  - II. may not submit an amount lower than the minimum FIXED GRANT amount set forth hereunder, under penalty of being disqualified;
  - III. shall be valid for at least 180 (one hundred and eighty) days, effective its receipt by the SPECIAL BIDDING PROCESS COMMISSION, whereas all conditions shall be fulfilled during this time, which may be extended should the BIDDER and the SPECIAL BIDDING PROCESS COMMISSION agree as such;
  - IV. shall consider (I) the CONCESSION AREA's physical and legal conditions; (II) all investments, costs, expenditures and taxes required to execute the purpose of the CONCESSION, while upholding all the conditions and regulations set forth under the CONTRACT and ANNEXES;
  - V. shall consider all risks taken on by the CONCESSIONAIRE during the CONCESSION TERM, as regulated by one of the CONTRACT's provisions;
  - VI. shall consider a 30 (thirty)-year term for the CONCESSION, effective the date of execution of the TERM OF DELIVERY OF THE PUBLIC ASSET by the PARTIES;
  - VII. shall take into account the TIMETABLE FOR THE PAYING IN OF CAPITAL STOCK of the SPECIAL PURPOSE COMPANY, pursuant to ANNEX XXVIII;
  - VIII. shall consider all sums required for bearing CONTRACT-related administration fees and other charges, including payments due to the FINANCIAL INSTITUTION in charge of administering the ACCOUNTS SYSTEM, of restricted transaction and arranging the cash flow that happens in the ACCOUNTS SYSTEM, in accordance with the regulations set forth under the CONTRACT and the terms of ANNEXES XXIV and XXV;
  - IX. shall take into account the hiring, by the CONCESSIONAIRE, of the INDEPENDENT RAPPORTEUR, and the PERFORMANCE INDICATORS;
  - X. shall take into account its own funds to be allocated at the SPECIAL PURPOSE COMPANY by the BIDDER, in addition to the paying in of the minimum capital stock;

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- XI. shall account for funds to be raised by the CONCESSIONAIRE, whether short and/or long term, as the case may be, taking into account the operation's or operations' main traits, such as interest rates, currency, grace periods and amortization, earnings, commissions and bonds;
  - XII. shall consider limits available for issuing obligations, if applicable, taking into account their main traits, such as type, sums, grace periods and amortization, earnings, interest rates, currency and placement, commissions and bonds.
- 11.6. PRICE PROPOSALS shall be submitted on the base data of August 2020, whereas at the time of payment of the FIXED GRANT, sums shall be duly corrected monetarily using the IPC/FIPE index.

### **Additional statements and concerning documents to be sent with the Price Proposal submitted in Envelope A – PRICE PROPOSAL**

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

## **12. ENVELOPE B – BID BOND**

- 12.1. In assuring fulfillment of the obligation to sign a future contract, as well as of other obligations taken on as a result of its participation in the BIDDING PROCESS, the BIDDER shall provide a BID BOND in the minimum sum corresponding to R\$ 2,700,000.00 (two million, seven hundred thousand Reais), with an expiration date of 180 (one hundred and eighty) days, effective the date scheduled for the PUBLIC SESSION, subject to subsection 12.8.1 and item 12.10 of this AUCTION NOTICE.
- 12.1.1. Regarding CONSORTIUMS, the BID BOND may be provided by only one legal person comprising it, or divided by the consortium members.
- 12.2. The BID BOND may, according to the BIDDER's discretion, be executed by the following means:
- I. Bond in cash;
  - II. Government bonds;
  - III. Performance bond;
  - IV. Bank guarantee.
- 12.2.1. In types of insurances where BID BONDS are formalized by submitting documents, said instruments shall not contemplate exemptions of liability beyond those foreseen under the current legislation, including SUSEP's regulation, which prevents execution by the GRANTING

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AUTHORITY regarding the situations described hereunder as giving rise to its execution, subject further to the provisions of ANNEX XXXIV.

- 12.2.2. The BID BOND shall be provided in favor of the GRANTING AUTHORITY, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT.
- 12.2.3. BIDDERS are fully responsible for proving the existence and sufficiency of the BID BOND provided for purposes of this BIDDING PROCESS, and BIDDERS shall submit the documentation required to this end, under penalty of inefficacy in providing the bond as well as additional applicable consequences, including the BIDDER's potential disqualification.
- 12.3. The BID BOND provided in national currency shall be: (I) deposited at Banco do Brasil, Branch number 1897-X, checking account No. 9009-3, held by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, CNPJ/ME (Global Taxpayer Registration) No. 13.847.786/0001-29, up to 24 hours (twenty-four hours) before the date set for receipt of the PROPOSALS, submitting, in ENVELOPE B – BID BOND, proof of deposit; or (II) submitted as an administrative check from a FINANCIAL INSTITUTION, under penalty of ineffectiveness in the provision of the bond.
- 12.4. In cases where the BID BOND is represented as Government Bonds, it shall be provided with bonds' face value, and may not be encumbered with non-enforceability, inalienability, non-transferability or compulsory acquisition clauses.
  - 12.4.1. Only Government Bonds listed in ANNEX XXXIV, issued in book-entry form, upon registration at a centralized liquidation and custody system approved by the Central Bank of Brazil, together with proof of their current validity concerning liquidity and value, shall be admitted.
- 12.5. The BID BOND submitted as a bond shall be issued by an insurance company authorized to operate in Brazil, under the terms of the legislation in force at the time of its submission, and shall be evidenced by submitting the bond policy, sent together with proof of premium payment, when applicable, in addition to:
  - I. Certificate of Operational Regularity issued by the Superintendence of Private Insurance - SUSEP, on behalf of the insurer that issues the policy, whereas the policy shall comply with the provisions of SUSEP Memorandum 477/2013, in addition to the provisions of ANNEX XXXIV, and may not include any liability exemption clause for the BIDDER or the Insurer, irrespective of under special or particular arrangements other than those arising from legal or regulatory requirements;
  - II. Certificate of Administrators issued by SUSEP on behalf of administrators that are signatories to the policy;
  - III. representation documents of administrators that are signatories to the policy; and
  - IV. Organization documents that enable to verify the insurer's type of representation.
  - 12.5.1. In case the BID BOND submitted under the bond type of insurance includes any clause that is incompatible with the provisions hereunder, including restrictive or liability exemption clauses, the BIDDER shall submit a statement, signed by the insurance company, notifying the enforceability of said clauses for the current BIDDING PROCESS, as well as the validity of the bond for all situations foreseen hereunder.
  - 12.5.2. Should the BIDDER choose the bond type of insurance, the requirements in ANNEX XXXIV shall be satisfied, under the special conditions and/or under the specific conditions, provided that the failure to adhere to said requirements will only be admitted only in regards to adjustments needed to meet legal or regulatory requirements, demonstrated and justified. In



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case special provisions in the special conditions model are replicated exclusively in the policy's special arrangements, it shall be deemed that non-compliance with the model specified in ANNEX XXXIII did not take place.

12.6. BID BONDS submitted as bank guarantees shall be issued by a commercial, investment and/or multiple bank authorized to operate in Brazil, in accordance with Brazilian legislation and specific financial sector regulations, in compliance with ANNEX XXXIII, and shall be submitted in its original copy, sent together with the proof of the powers of representation of the person responsible for signing the document.

12.6.1. Banking institutions issuing the bank guarantees shall have the EMVIA of Embratel in place, to allow B3 to confirm the authenticity of the instrument.

12.7. The production of documents to corroborate the representation powers of the persons signing the bank guarantees and the Performance Bond shall not be necessary as long as the institutions referenced in subsection 12.6.1 have a current registration as an issuer of guarantees with B3.

12.8. The WINNING BIDDER's BID BOND shall be returned following signing of the CONTRACT and submission of a performance bond on all contractual obligations – CONTRACT PERFORMANCE BOND.

12.8.1. In case the BID BOND's validity period expires before submission of the CONTRACT PERFORMANCE BOND, the WINNING BIDDER who wishes to keep participating in the bid undertakes to provide its renewal.

12.9. Other BIDDERS' BID BONDS shall be returned within 15 (fifteen) days, effective the date of signing of the CONCESSION CONTRACT by the SUCCESSFUL BIDDER.

12.10. If the CONTRACT remains unsigned, the BID BOND shall be returned within 45 (forty-five) days, effective the date in which the BIDDING PROCESS's closing was executed, exception made for situations entailing its execution.

12.11. In case the events described in items 12.8, 12.9 and 12.10 exceed the validity period of 180 (one hundred and eighty) days of the BID BOND provided for under item 12.1, BIDDERS still interested in participating in the BIDDING PROCESS shall submit supporting documents for its renewal at the BIDDER'S expense, whereas BIDDERS who fail to prove renewal of the BID BOND shall be disqualified from the BIDDING PROCESS when asked to do so, though penalties specified in item 12.12 shall not apply to said BIDDERS.

12.11.1. Maintenance of the BIDDER's QUALIFICATION conditions are conditional upon the regular renewal of the respective BID BOND, under the terms foreseen in item 12.11.

12.11.2. In case of renewal, the BID BOND price shall be readjusted using the IPC/FIPE index variation, in accordance with the term ranging from the date of delivery of the envelopes, and the last index published officially prior to renewal of the BID BOND.

12.12. Any of the conducts listed below, performed by the BIDDER, shall result in a fine in the full sum foreseen under item 12.1, following the regular administrative proceeding set forth under State Law No. 10.177/1998:

- I. if it requests removal of the BID BOND during its validity period;
- II. if it submits documents or information known to be false or, still, conceal information that is relevant for purposes of this BIDDING PROCESS, which shall be deemed those relating to QUALIFICATION conditions for participating in the BIDDING PROCESS, and submission of the PRICE PROPOSAL, under the terms hereunder;

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- III. in case it is the **SUCCESSFUL BIDDER**, if it fails to fulfill the conditions or submit required documents for contracting, under the foreseen deadlines;
  - IV. if it fails to keep the **BID BOND** in the conditions specified hereunder;
  - V. if it is the **SUCCESSFUL BIDDER**, if it fails to make the **FIXED GRANT** payment, under the terms of item 6.3;
  - VI. if it is the **SUCCESSFUL BIDDER**, if it fails to sign the **CONCESSION CONTRACT** within the deadline specified in the notice of participation, whether due to lack of fulfillment with pre-contractual provisions or due to withdrawal;
  - VII. if it commits any act with the intent of preventing the purposes of the bidding process, or allow for its delay;
  - VIII. it proves to be unfit to contract with the **GRANTING AUTHORITY**.
- 12.13. The **BID BOND** shall also ensure payment, after the regular administrative proceeding provided for under State Law No. 10.177/1998, of fines, penalties and indemnifications due by the **BIDDER** to the **GRANTING AUTHORITY**, resulting from **BIDDERS'** total or partial default on the obligations taken on by them due to their participation in the **BIDDING PROCESS**, in which case the amount shall be opportunely determined in accordance with losses incurred and the severity of the **BIDDER's** conduct.
- 12.14. The **BID BOND** provided in any of the types provided for under this **AUCTION NOTICE** may not feature any clause excluding liabilities contracted by the **BIDDER** and/or by issuers with regard to participating in this **BIDDING PROCESS**, other than those expressly provided for by law or in the current regulations, particularly in **SUSEP Memorandum 477/2013**, in case of bond insurance.
- 12.15. THE **BID BOND** shall encompass all facts that occurred during the bond's validity period, regardless of the claim being notified by the **GRANTING AUTHORITY** after expiration of the bond, as provided for under article 12, paragraph 4 of **SUSEP Memorandum 477/2013**, except for an undeniable court decision stating the opposite, pursuant to the legislation or regulations.
- 12.16. The **GRANTING AUTHORITY** shall be appointed as the sole beneficiary of instruments that execute the **BID BOND**, which may be executed in any of the situations described hereunder.
- 12.16.1. Any amendments made to the terms and conditions of the **BID BOND** submitted to the **GRANTING AUTHORITY** are prohibited, except upon express and prior consent given by the latter at the time of its renewal, or for purposes of recovering its economic value and enforceability conditions.
  - 12.16.2. Any **BIDDER** who fails to submit, or whose **BID BOND** is not accepted by the **SPECIAL BIDDING PROCESS COMMISSION**, shall be disqualified, and its **PRICE PROPOSAL** shall be disregarded.

**13. ENVELOPE C – QUALIFICATION DOCUMENTS**

- 13.1. **BIDDERS** shall submit documentation proving their **LEGAL QUALIFICATION**, **FISCAL AND LABOR COMPLIANCE**, **ECONOMIC-FINANCIAL CAPACITY** and **TECHNICAL CAPACITY**, under the terms of this **AUCTION NOTICE**.
- 13.2. Regarding **CONSORTIUMS**, each consortium member shall comply individually with requirements concerning **LEGAL QUALIFICATION**, **FISCAL AND LABOR COMPLIANCE** and **ECONOMIC-FINANCIAL CAPACITY** individually, except as stated in item 13.19 of this **AUCTION NOTICE**.



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- 13.3. Regarding CONSORTIUMS, TECHNICAL CAPACITY requirements shall be fulfilled through any of its consortium members, whether separately or with all certificates added up, if applicable.
- 13.4. BIDDERS shall be disqualified for the following at the time of delivering Qualification Documents:
- I. failure to fulfill all conditions set forth under the current AUCTION NOTICE;
  - II. failure to fulfill all conditions for participation foreseen under item 8 hereunder;
  - III. submitting a false or invalid document at the time of the session for delivering ENVELOPES, notwithstanding the enforcement of applicable administrative, civil and criminal sanctions.

**A. Legal Qualification**

- 13.5. Documents listed in the items below shall be submitted by the individual BIDDER or by each CONSORTIUM member.
- I. consolidated articles of incorporation or bylaws in force, pursuant to the last amendment filed at the Board of Trade, or at a competent registry office. If the latest amendment made to the bylaws/articles of incorporation fails to consolidate the provisions of the bylaws/articles of incorporation in force, previous amendments that feature these provisions shall also be submitted;
  - II. in case of joint stock companies and limited liability companies, proof of election/appointment of BIDDERS' administrators in office, filed at the Board of Trade or at a competent notary's office, and, in the case of joint stock companies, of respective press publications;
  - III. authorization decree, in case it is a foreign company or partnership operating in the country, and registration deed or authorization for operations issued by the competent body, should the activity require it;
  - IV. if the BIDDER is an investment fund, it shall submit the following documents:
    - a. proof of registration of the investment fund at the Securities and Exchange Commission (CVM), established by Federal Law No. 6.385/1976;
    - b. articles of incorporation with the last amendment filed at the competent body;
    - c. regulations and amendments, if any, duly registered with the Notary's Office;
    - d. proof of the administrator's registration and, if applicable, of the investment fund manager at the Securities and Exchange Commission (CVM);
    - e. proof of election of the administrator's representatives;
    - f. proof that the investment fund is duly authorized by its shareholders to partake in the event, by means of authorization provided by the fund's investment policy described in its regulations, and that its administrator is authorized to represent it in all acts and for all purposes of the BIDDING PROCESS, while assuming, on behalf of the investment fund, all obligations and rights arising thereof;
    - g. proof that the administrator and the fund are not currently in judicial liquidation proceedings, upon a certificate issued by its headquarters' distributor notary(s), or in

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extrajudicial liquidation, upon proof obtained after checking the Central Bank of Brazil's homepage;

h. certificate of non-bankruptcy status of the manager and administrator of the Investment Fund, issued by the civil registry office(s) in their jurisdictions, dated no more than 90 (ninety) days prior to the date of the PUBLIC SESSION.

V. if the BIDDER is an open or closed entity of supplementary pensions, it shall submit the minutes that elected its current administration, regulations in force, proof of express and specific authorization concerning its incorporation and operations issued by the competent regulatory agency, and statement/certificate stating that plans and benefits it administers are not currently under liquidation or intervention by the regulatory agency; and

VI. if the BIDDER is a FINANCIAL INSTITUTION, it shall additionally submit proof of express and specific authorization concerning its incorporation and operations, issued by the industry's regulating agency, as well as proof of ratification of the election of its administrators.

13.6. Consortium companies shall submit proof of public or private commitment to the formation of the CONSORTIUM, signed by all consortium members, and including at least the following information:

I. CONSORTIUM corporate name;

II. CONSORTIUM members' qualification;

III. CONSORTIUM organizational structure and goals, more specifically the stake that the consortium companies have in the current BIDDING PROCESS and, should they be awarded the concession, establishing a SPECIAL PURPOSE COMPANY in accordance with Brazilian laws, as a corporation with its headquarters and administration in Brazil, in the state of Sao Paulo;

IV. constitution of the CONSORTIUM, signaling the percentage interest of each consortium member;

V. designation of the CONSORTIUM's leader company;

VI. the commitment taken on by consortium members where they shall answer separately and jointly to all requirements of the invitation to the bidding process, and for acts committed by the CONSORTIUM until the CONCESSION CONTRACT is signed, in addition to, in the condition of future shareholders of the SPE, to all acts of the SPE committed throughout the execution of the CONTRACT, until the date of completion of the paying in of the minimum capital stock of the SPE, as required under the CONTRACT;

VII. validity period defined up to the SPECIFIC PURPOSE COMPANY's date of establishment;

VIII. power of attorney assigning to the consortium leader company express, irreversible and irrevocable powers to be the only legal representative of the CONSORTIUM before the SPECIAL BIDDING PROCESS COMMISSION and the GRANTING AUTHORITY, with full powers to receive notifications, subpoenas and citations concerning BIDDING PROCESS or CONTRACT-related matters, as well as agreeing to conditions, make settlements, appeal and withdraw from appealing, undertaking to sign, on behalf of the CONSORTIUM, any papers and documents related to the purpose of the BIDDING PROCESS.

13.7. In case of a CONSORTIUM, statements required under the AUCTION NOTICE may be signed by the consortium leader company, on behalf of the CONSORTIUM, while complying with the provisions of item VIII of the previous item.

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13.8. BIDDERS, as well as all companies comprising the CONSORTIUM, shall submit an organizational chart describing their CONTROL structure, showing situations that constitute controlling power up to the level of individual persons, except in cases where applicable restrictions or legal or regulatory impediments are in place.

13.8.1. For BIDDERS established as investment funds, fulfillment of the provisions of item 13.8 above shall take into account the existence of other majority shareholders, or of an agency and its respective members, with powers to influence the end results of the fund, holders of powers akin to those referred to in Federal Law No. 6.404/1976, for purposes of denoting the controlling shareholder.

### **B. Fiscal and Labor Compliance**

13.9. Individual BIDDERS or each CONSORTIUM member shall submit the following documents:

- I. Proof of registration at the Ministry of Economy's National Registry of Legal Entities (CNPJ);
- II. Proof of registration with State and Municipal Individual Taxpayer Registries, if applicable, for the BIDDER's registered office or headquarters, and concerning its line of activity and compatibility with the purpose of the agreement, or statement signed by the BIDDER establishing that the activity performed is not dependent on registration with State and/or Municipal Individual Taxpayer Registries;
- III. Certificate of good standing, or liability certificate with negative effects, concerning debts related to Federal Tax Credits and Active Federal Debt;
- IV. Tax debit clearance certificate for the State Tax on Goods and Services – ICMS, at the State Treasury Office, registered as active debt, concerning the BIDDER's registered office or headquarters;
- V. Tax debit clearance certificate for the Municipal Service Tax – ISS, at the Municipal Treasury Office, registered as active debt, concerning the BIDDER's registered office or headquarters;
- VI. Certificate of good standing at the Government Severance Indemnity Fund (FGTS); and
- VII. Liability clearance certificate with the Labor Court, upon submission of a Liability Certificate with Clearance Effects - CNDT, under the terms of Title VII-A of the Consolidation of Labor Laws.

13.10. All the above-mentioned certifications shall be within the validity period.

13.11. In the event that certificates submitted fail to include a validity period, only those issued within 180 (one hundred and eighty) days before the date of their submission shall be accepted, unless this AUCTION NOTICE has specified another deadline.

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

13.13. Certificate request receipts shall not be accepted.

### **C. Economic-financial Capacity**

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

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- I. in case of a Business Company, they shall submit a Bankruptcy, Receivership and Judicial Recovery Certificate Request or Extrajudicial Recovery Certificate Request issued by the District Distributor Notary (Civil Courts) of the city where the company is headquartered, sent together with a document evidencing the full list of distributor notaries in the city where the company is headquartered and dated, at most, up to 180 (one hundred and eighty) days prior to the date of its delivery;
  - II. in case of a Civil Association, a certificate issued by the Civil Court Distributor Notary of the District where the company is headquartered concerning Foreclosure, and dated, at most, up to 180 (one hundred and eighty) days prior to the date of its delivery;
  - III. balance sheets and financial statements of the last fiscal year, already due and submitted pursuant to the legislation, or opening balance sheets, for BIDDERS who started their activities in the current year, whereas replacing these with trial balances or provisional balances shall be prohibited under any circumstance. The following shall be due pursuant to the legislation;
    - a. limited liability companies shall only submit balance sheets approved at the general shareholders' meeting;
    - b. closed corporations shall submit approved and published balance sheets; and
    - c. open limited companies shall submit balance sheets that have been approved, published and audited by an independent auditor.
  - IV. For purposes of complying with item III above, foreign companies shall submit all required documentation along with an evaluation carried out by independent auditors. Companies shall submit their financial statements (balance sheet and income statement) certified by an accountant duly registered with the competent professional body, in case its country of origin does not require auditing.
- 13.15. In case there are any lawsuits filed across any of the modalities listed in items I and II of the item above, the BIDDER shall submit an updated certificate evidencing the current status of the proceeding.
- 13.16. Using the balance sheet designated in item 13.14, items III and IV, the BIDDER shall prove that it has a net equity of at least R\$ 26,000,000.00 (twenty-six million Reais), subject to the specific regulations of items 13.21 and 13.22 concerning open or closed entities of supplementary pensions and investment funds.
- 13.17. If the BIDDER is currently undergoing legal or extrajudicial recovery, approval of the judicial recovery plan or of ratification of the extrajudicial recovery plan shall be proven, according to each case.
- 13.18. Financial statements shall be signed by the administrators and by a legally qualified accountant, and the BIDDER shall submit all documents required for the SPECIAL BIDDING PROCESS COMMISSION to verify this standing.
- 13.19. If the BIDDER, or the CONSORTIUM member, is a subsidiary/branch, it shall submit the parent company's consolidated balance sheet.
- 13.20. The net equity to be considered for the CONSORTIUM's ECONOMIC-FINANCIAL CAPACITY shall be attained by adding each consortium member's net equity, proportionate to their respective stake. Any of the following situations shall enable fulfillment of the qualification requirement.
- I. whenever the minimum net equity foreseen under item 13.16 hereunder is met by the sum of the product of the multiplication of each consortium member's net equity by the percentage interest it holds in the CONSORTIUM; or

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- II. whenever the individual net equity of each consortium member is equal to or greater than the percentage of its stake in the consortium, multiplied by the sum of the minimum net equity specified in item 13.16 hereunder.
- 13.21. Regarding open or closed entities of supplementary pensions, proof of equity, pursuant to current legal norms, shall be attained by adding the sum of Current Liabilities of Actuarial Receivables to Reserves and Funds.
- 13.22. Regarding private equity investment funds, the standard set under item 13.16, for purposes of ECONOMIC-FINANCIAL CAPACITY, may be proven:
  - I. through the investment fund's net equity appraised in its balance sheet or designated in the last Quarterly Report sent to the Securities and Exchange Commission (CVM);
  - II. through the investment fund's total subscribed capital sum designated in the last Quarterly Report sent to the Securities and Exchange Commission (CVM); and/or
  - III. through proof of investment commitments signed after the last Quarterly Report was sent to the Securities and Exchange Commission (CVM).
- 13.23. Sums denominated in foreign currencies by BIDDERS shall be converted into Reais (R\$) for purposes of proving the net equity, after applying a commercial exchange rate for selling reported by the Central Bank of Brazil (PTAX800), and applying to the closing date of the fiscal year designated in the balance sheet.

### D. Technical Capacity

- 13.24. For purposes of proving their TECHNICAL CAPACITY, individual BIDDERS or the CONSORTIUM shall demonstrate suitability for performing a relevant and compatible activity that shares common traits, quantities and terms to those of the purpose of the BIDDING PROCESS, by submitting a certificate or certificates of technical capacity on behalf of the BIDDER, issued by a legal entity or entities governed by public or private law, or by a regulatory and/or inspection agency, which proves to have at least 12 (twelve) months' experience managing or administering:
  - I. a tourist, commercial or entertainment enterprise, such as tourist or environmental parks, arenas, stadiums, hotels, airports, bus stations and shopping malls, with assets worth at least R\$ 50.000.000,00 (fifty million Reais); **and, additionally**
  - II. a tourist, commercial or entertainment enterprise, such as tourist or environmental parks, arenas, stadiums, hotels, airports, bus stations and shopping malls, with an annual traffic of people of, at least, 350.000 (three hundred and fifty thousand) visitors.
- 13.24.1. For purposes of proving requirements specified in items I and II of item 13.24 of this AUCTION NOTICE, the production of multiple certificates, to jointly satisfy each requirement established, shall be admitted, as long as, in each case, at least one of the certificates produced represents, at least, 50% (fifty percent) of the requirement stipulated in the respective item referenced above.
- 13.24.2. The corroboration of the technical capacity required under items I and II of item 13.24 of this AUCTION NOTICE may refer to different ventures for each of the items in item 13.24.
- 13.25. For purposes of item 13.24, the following shall be deemed the persons or entities in charge: (I) the person that is directly responsible, individually, for managing or administrating the venture; (II) the consortium member with a stake of at least 10% (ten percent) in the CONSORTIUM in charge of

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managing/administering the venture; (III) the shareholder of the company in charge of holding a minimum 10% (ten percent) stake; or (IV) those who participate in managing/administering the venture otherwise, and holding a position that grants them decision-making powers in managing/administering the venture.

- 13.26. Documents like contracts, letters or statements from the FINANCIAL INSTITUTION, regulatory or granting authority agencies, as the case may be, shall be deemed equivalent to certificates, in addition to audited financial statements of ventures undertaken, or other documents that verify the level of experience demanded in item 13.24.
- 13.27. For standardization purposes, we recommend that certifications or eligibility certificates include, but are not limited to, the following information, or are sent along with them:
- I. purpose;
  - II. attributes of activities and services developed;
  - III. overall cost of the venture and the BIDDER's percentage interest;
  - IV. start and end dates for undertaking activities and services;
  - V. start and end dates of the company's participation in the consortium, in cases where the certificate has been issued on behalf of the consortium;
  - VI. description of activities carried out in the CONSORTIUM, in cases where the certificate has been issued on behalf of the CONSORTIUM;
  - VII. location where activities and services are rendered;
  - VIII. issuer's trade name; and
  - IX. signatory's name and identification.
- 13.28. Certificates may apply to contracts still in progress, provided the already fulfilled object's quantitative and technical attributes are attuned to the purpose of this BIDDING PROCESS, and provided the minimum 12 (twelve) month execution term defined in item 13.24 is upheld.
- 13.29. Documents and certificates shall be issued by public or private entities contracting the evidenced object, and submitted in the presenting party's letterhead, signaling its legal representative and contact information for eventual communication by the SPECIAL BIDDING PROCESS COMMISSION.
- 13.30. The level of experience required hereunder may also be proven by means of certificates issued on behalf of the affiliated company, controlling company, associated company and/or companies under the BIDDER's common CONTROL, whether directly or indirectly, and of a foreign parent company of a Brazilian branch, provided the circumstance (of affiliated company, controlling company, associated company and/or companies under common CONTROL, whether directly or indirectly, and of a foreign parent company of a Brazilian branch) is duly proven, and effective from a date prior to the publication of this AUCTION NOTICE.
- 13.30.1. The relationship between the BIDDER and the company producing the documents proving the experience required under item 13.24 of this AUCTION NOTICE shall be established by delivering (I) an organizational flowchart of the ECONOMIC GROUP, showing the corporate tie(s) existing between the BIDDER and the company producing the corroborating documents; and (II) corporate documents, as established under the applicable legislation, supporting the corporate ties shown in said organizational flowchart, such as articles of incorporation, by-



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laws, share registration books (including book shares), share transfer records (including book shares) and shareholders' agreements and quotaholders' agreements.

- 13.31. In the event of item 13.30, the BIDDER shall prove that the company bearer of the certificate does not incur any of the restrictions for participating in the BIDDING PROCESS specified in item 8 of this AUCTION NOTICE, and records listed in item 13.40, item III, "a" shall be verified, whereas the clearance certificate referred to in item 13.14 shall be submitted, in addition to documents provided for under item 13.9.
- 13.32. In case of corporate changes and mergers, acquisitions or spin-offs, certificates shall only be considered if sent together with documentary and unequivocal proof of the definitive transfer of the affidavit of technical certification, except if the case also falls under the scope of item 13.30, in which case requirements therein shall apply.
- 13.33. Certificates other than those stemming from corporate situations pointed out above shall not be deemed valid.
- 13.34. The veracity of information contained in the certificates may be verified through proceedings to be undertaken. In case the veracity of information about TECHNICAL CAPACITY cannot be verified, the BIDDER shall be disqualified, and shall be subject to the penalties provided for hereunder.
- 13.35. Should the minimum contents provided for under item 13.27 fail to be included in the concerning certificate(s), the missing information may be verified with other documents, including, if applicable, the BIDDER's own statement, whereas the SPECIAL BIDDING PROCESS COMMISSION, if deemed applicable and necessary for purposes of evaluating the TECHNICAL CAPACITY, may take steps to make sure that the information is accurate.
- 13.36. Certifications required for TECHNICAL CAPACITY may be carried out by means of certifications issued on behalf of the BIDDER or by statements made by the BIDDER, in case the ventures are its own, and which shall be submitted along with documents needed to verify their authenticity.
- 13.37. BIDDERS shall submit concerning data pertaining to certificates submitted in a clear and unequivocal way, and shall additionally, in regard to any other information required, attach other supporting documents, such as: copies of the contract referred to in the certificate; service orders; and/or any other deemed relevant.
- 13.38. In no circumstances whatsoever shall documents listed in item 13.37 replace the certificate.
- 13.39. In compliance with the form instrumentality rule, and with the intent of enabling participation in the bidding process to as many bidders as possible, errors or formal non-compliances shall not impair any BIDDER's qualification, whenever verifying the TECHNICAL CAPACITY foreseen under this item is possible.

### **E. Statements**

- 13.40. Documents listed below shall be submitted by the BIDDER in letterhead and signed by its respective legal representative along with additional QUALIFICATION DOCUMENTS:
  - I. Certificate of good standing issued by the Ministry of Labor and Employment, in compliance with the provisions of article 7, item XXXIII of the Federal Constitution, pursuant to the model included in ANNEX XXXIII of this AUCTION NOTICE;
  - II. Statement that the BIDDER is not currently undergoing (a) bankruptcy; (b) judicial or extrajudicial liquidation; (c) insolvency; (d) temporary bankruptcy management or (e) intervention, according to the model included in ANNEX XXXIII hereunder;

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- III. Statement of non-existence of any impediment to participate in the BIDDING PROCESS, according to the model included in ANNEX XXXIII of this AUCTION NOTICE, stating that:
- a. it has not been declared ineligible by any federative level of government, and is not prohibited from bidding or contracting with the FEDERAL PUBLIC ADMINISTRATION for being included in the National Registry of Punished Companies – CNEP and the National Registry of Ineligible and Suspended Companies - CEIS, both of the Federal Government, as well as in the State of São Paulo's Registry of Punished Companies - CEEP, established under the terms of article 5 of State Decree No. 60.106/2014;
  - b. it is not currently temporarily suspended from contracting with the Direct or Indirect Administration of the State of São Paulo;
  - c. it undertakes to notify occurrences of any temporary posterior circumstance relating to the purpose of this statement; and
  - d. it is not currently convicted, with judgment issued by the court of last resort, for lack of legal capacity due to committing environmental crimes, as regulated under article 10 of Federal Law No. 9.605/1998.
- IV. Statement of compliance with health and occupational safety standards, pursuant to the terms of article 117, sole paragraph, of the Constitution of the State of São Paulo, in accordance with the model pertaining to ANNEX XXXIII of this AUCTION NOTICE;
- V. Statement, pursuant to the model included in ANNEX XXXIII of this AUCTION NOTICE, acknowledging that:
- a) record(s) at the Registry of Outstanding Credits of State Agencies and Entities – state CADIN (State Law No. 12.799/2008), in addition to the receiving of any public funds, impede contracting with the GRANTING AUTHORITY;
  - b) records of sanctions described below impede contracting with the GRANTING AUTHORITY:
    1. in item 8.2., item I or item II, of this Auction Notice in the Electronic System for Application and Registry of Administrative Sanctions – e-Sanctions (State Decree No. 61.751/2015);
    2. in item 8.2., item II, of this Auction Notice in the National Registry of Ineligible and Suspended Companies;
    3. in item 8.2., item V, of this Auction Notice in the National Registry of Punished Companies – CNEP, and in the State of São Paulo's State Registry of Punished Corporations – CEEP; or
    4. in item 8.2., item VIII, of this Auction Notice in the National Registry of Civil Convictions for Acts of Administrative Improbity and Ineligibility – CNIA of the National Council of Justice.
- VI. Statement, pursuant to the model included in ANNEX XXXIII hereunder, certifying that the BIDDER (a) consents to every condition of the AUCTION NOTICE; (b) is fully aware of operations and maintenance services that are the purpose of the CONCESSION; (c) is fully acquainted with the ZOO, the BOTANIC GARDEN and the FARM, the conditions of the public asset that comprise the scope of the CONCESSION CONTRACT, as well as the nature and



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complexity of services and necessary investments; (d) is accountable for the accuracy of all information pertaining to the submitted documentation and proposal, and; (e) received all the parts that make up this AUCTION NOTICE, took full notice of all the information and conditions required for fulfilling the obligations that are the purpose of the BIDDING PROCESS, in addition to having deemed all information received sufficient for devising its proposal;

- VII. Statement, pursuant to the model included in ANNEX XXXIII hereunder, certifying that only timber products or by-products of exotic origin, or products and by-products listed in Article 1 of State Decree No. 53.047/2008, purchased from legal persons duly registered with CADMADEIRA, shall be used in the performance of bidding services;
- VIII. Statement of financial capacity pursuant to ANNEX XXXIII of this AUCTION NOTICE, through which the BIDDER shall state that it affords or has the capacity to secure sufficient financial resources to fulfill the obligations of allocating its own funds and securing funds from third parties necessary for the fulfillment of the purpose of the CONCESSION, including the obligation to pay in the SPE's capital stock in the sum of at least R\$ 5.200.000, (five million and two hundred thousand Reais), on the base date of August 2020, until the date of signing of the CONCESSION CONTRACT, in case it is declared the winner of this BIDDING PROCESS;
- IX. Statement committing to contract the PERFORMANCE BOND, pursuant to the model included in ANNEX XXXIII hereunder, and upholding the minimum sums submitted therein, whereby the BIDDER, in the event that it is declared the winner of the bidding, undertakes to contract, without adding clauses enable exemption of liabilities, the bond stated as a condition for signing the CONCESSION AGREEMENT;
- X. Statement proving that the optional TECHNICAL VISIT, under the terms of item 5.10 of the AUCTION NOTICE, was carried out or, instead, statement, under the terms of item 5.11 of this AUCTION NOTICE, that it chose to devise a proposal without carrying out the optional TECHNICAL VISIT, and stating that it is aware of local conditions required for fulfilling the obligations that are the purpose of the CONCESSION.

13.41. All statements pertaining to the previous item shall be submitted individually by each BIDDER or CONSORTIUM member, except for statements pertaining to item 13.40, items V to X, which, in case of CONSORTIUM participation, may be issued by the CONSORTIUM itself through its leader company.

### 14. BIDDING PROCESS PROCEDURE

- 14.1. This BIDDING PROCESS shall be processed and appraised with the duly incorporated SPECIAL BIDDING PROCESS COMMISSION by reversing the proceeding's qualification and appraisal stages, while upholding all regulations, procedures and deadlines set forth hereunder, and in the act that established it.
- 14.2. At a designated day and time, the PUBLIC SESSION to open the BIDDING PROCESS shall commence, according to the following order: (I) delivery of BIDDERS' ENVELOPES; (II) if the BIDDER has hired an ACCREDITED BROKER, delivery of the Mediation Contract executed between the BROKER and the BIDDER, and documentation of the ACCREDITED BROKER; (III) delivery of the undertaking to pay B3's compensation; (IV) delivery of the documents for accreditation of BIDDERS' legal representatives and accreditation of representatives; (V) opening of ENVELOPE B – BID BOND, of all BIDDERS, and possession of the documents; (VI) opening of ENVELOPES A – PRICE PROPOSAL, of all BIDDERS; (VII) processing, when applicable, the competitive bidding phase; (VIII) ranking of PRICE PROPOSALS; (IX) initialing the documents in ENVELOPES A – PRICE PROPOSAL; (X) consultation to the State's Electronic System for Application and Registration of Administrative Sanctions - e-Sanctions, to the National Registry of Disreputable and Suspended Companies – CEIS, to the National Registry of

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Punished Companies – CNEP, to the State's Registry of Punished Corporations - CEEP, and the National Registry of Civil Convictions for Acts of Administrative Improbability – CNIA of the National Council of Justice; (XI) appraisal of documents included in ENVELOPE B – BID BOND of the BIDDER ranked with the best PRICE PROPOSAL.

- 14.2.1. Should there be a tie between 2 (two) or more PRICE PROPOSALS, the decision shall be made by applying the criteria established in article 3, paragraph 2 of Federal Law no. 8,666/1993. If the tie persists, it will be broken by way of a draw, as established in article 45, §2 of Federal Law no. 8,666/1993, in which case the BIDDER whose name is drawn first shall be declared the winner.
- 14.3. After appraising the contents of ENVELOPE B – BID BOND of the BIDDER ranked with the best PRICE PROPOSAL, the SPECIAL BIDDING PROCESS COMMISSION shall open a term for lodging of appeals concerning the: (I) documentation included in ENVELOPE A - PRICE PROPOSAL; (II) PRICE PROPOSAL ranking and (III) appraisal of the PRICE PROPOSAL of the BIDDER who has submitted the best PRICE PROPOSAL, unless BIDDERS have expressly stated that they have no interest in appealing.
  - 14.3.1. BID BONDS of remaining BIDDERS shall be kept in custody along with all documents included in ENVELOPES A - PRICE PROPOSAL, and B – BID BOND.
- 14.4. The BID BOND of the BIDDER ranked second shall only be appraised in the event of disqualification or incapacitation of the BIDDER who has submitted the PRICE PROPOSAL, and in case of failure to comply, this procedure shall be repeated continuously for all other BIDDERS, while upholding the PRICE PROPOSALS' ranking order.
- 14.5. Should appeals not be lodged, or in case they are lodged, a PUBLIC SESSION shall be convened for the opening of ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the best PRICE PROPOSAL, after the appeal is processed and decided on.
- 14.6. After appraising the contents of ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER ranked with the best PRICE PROPOSAL, the SPECIAL BIDDING PROCESS COMMISSION shall disclose the results of the appraisal and open a term for bidders to lodge appeals only pertaining to the documentation included in ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER ranked with the best PRICE PROPOSAL
- 14.7. Should appeals not be lodged, or in case they are lodged, the results of the BIDDING PROCESS shall be published after these appeals are processed and decided on;

### **A. Delivery of Envelopes**

- 14.8. ENVELOPES A – PRICE PROPOSAL, B – BID BOND, and C – QUALIFICATION DOCUMENTS, referred to in this AUCTION NOTICE, shall be delivery straight and personally to the SPECIAL BIDDING PROCESS COMMISSION at a date, time, place and way set forth hereunder and in the notice published, before at least 3 (three) SPECIAL BIDDING PROCESS COMMISSION members.
  - 14.8.1. Once the HEARING SESSION is opened, bearers shall have a deadline of 15 (fifteen) minutes to deliver the ENVELOPES to the SPECIAL BIDDING PROCESS COMMISSION.
  - 14.8.2. After announcement that the term for delivery of the ENVELOPES to the SPECIAL BIDDING PROCESS COMMISSION has closed, subject to the tolerance specified in subsection 14.8.1, no other ENVELOPE shall be received, and there will be no right to make any claim.

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### **B. Accreditation of representatives and accredited brokers**

- 14.9. After receiving the ENVELOPES, accreditation of BIDDERS' representatives at the SPECIAL BIDDING PROCESS COMMISSION, following the procedural order set forth under item 14.2, shall take place upon submission of an identification document and proof of their status as a legal representative, which shall be carried out by submitting the following:
- I. articles of incorporation duly registered with the board of trade, in case of civil association and limited liability company;
  - II. articles of incorporation duly registered with the board of trade, in case of limited liability companies, together with: (a) the minutes of the shareholder meeting that elected the current board of directors, duly registered with the board of trade, in the case of companies that do not have a board of directors; or (b) the minutes of the board of director meeting that elected the board of directors, duly registered with the board of trade, in the case of companies that have a board of directors, together with the minutes of the shareholder meeting that elected the board of directors that elected the current administration, duly registered with the board of trade;
  - III. in case of investment funds, documents designated in item 13.5, item IV, "a" to "e";
  - IV. in case of CONSORTIUMS, representation shall take place through the leader company, and shall abide by the articles of incorporation, bylaws or related document of consortium members and the powers of attorney invested upon them by the leader company;
  - V. in case of representation by a proxy, a power of attorney that proves the granting of powers to perform all acts pertaining to the bidding process, including lodging and withdrawing appeals, sent with the document(s) that prove the powers of the grantor(s) to: (I) perform, on behalf of the BIDDER, all acts pertaining to the BIDDING PROCESS; (II) receive citations and represent the BIDDER administratively and legally; and (III) make agreements and waive its rights. In the case of CONSORTIUMS, the power of attorney shall be granted by the leader company, and shall be submitted with powers of attorney by the consortium members to the leader company;
  - VI. in case of foreign companies, a power of attorney for the legal representative in Brazil, which shall include express powers to receive citations and receive service of process, and sent with document(s) proving the grantor's or grantors' powers to: (I) perform, on behalf of the BIDDER, all acts pertaining to the BIDDING PROCESS; (II) receive citations and represent the BIDDER both administratively and legally; and (III) make deals and waiver rights.
- 14.9.1. Each BIDDER or CONSORTIUM shall have up to 2 (two) ACCREDITED REPRESENTATIVES, who shall be responsible for representing, objecting to and overseeing every PUBLIC SESSION act that takes place during bidding proceedings.
- 14.9.2. If necessary, the power of attorney shall be sent along with a translation in Brazilian Portuguese, in accordance with item 10.22.
- 14.10. Each ACCREDITED REPRESENTATIVE may only represent one BIDDER.
- 14.11. Accreditation shall be carried out to enable BIDDERS to be represented at the PUBLIC SESSION for opening ENVELOPES, and in every other act of this BIDDING PROCESS, including signing of the documents and statements required hereunder.
- 14.12. Any BIDDER who fails to meet all the requirements for accrediting its representative shall be prevented from speaking out during PUBLIC SESSIONS that take place throughout bidding proceedings; nevertheless, there are no impediments for the BIDDER to partake in the BIDDING PROCESS.

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- 14.13. BIDDERS may, during any PUBLIC SESSION and at any time, including during the first PUBLIC SESSION, accredit representatives, while complying with the number limit as well as other documents stated above, in addition to replacing or revoking accreditation that has already been made at another session.
- 14.13.1. Both the accreditation of new representatives and the replacement or removal of representatives shall be recorded in the minutes of the PUBLIC SESSION at which they occur.
- 14.13.2. Procedures aimed at replacing and/or accrediting new representatives shall consist of (I) the BIDDER's ACCREDITED REPRESENTATIVE's, or the BIDDER's legal representative's, expressed intention to revoke and/or replace the accreditation previously carried out, and/or to appoint new representatives; (II) submitting the documentation specified in item 14.9 hereunder.
- 14.14. Accreditation of the BIDDER's representative does not constitute a condition for the delivery of envelopes.
- 14.15. If the BIDDER has hired an ACCREDITED BROKER, the latter shall represent the BIDDER before B3.
- 14.16. Each ACCREDITED BROKER may only represent a single bidder, and each BIDDER may only be represented and participate in the BIDDING PROCESS by way of a single ACCREDITED BROKER.
- 14.17. All notifications between, on the one hand, the GRANTING AUTHORITY or the SPECIAL BIDDING PROCESS COMMISSION, and, on the other, the BIDDERS, shall take place by means of their ACCREDITED REPRESENTATIVES.

**C. Consulting the National Registry of Punished Companies – CNEP and the National Registry of Ineligible and Suspended Companies – CEIS, both of the Federal Government, the STATE Registry of Punished Companies – CEEP, the National Justice Council's National Registry of Civil Convictions for Acts of Administrative Improbability – CNIA, and the State's Electronic System for Application and Registry of Administrative Sanctions – e-Sanctions.**

- 14.18. The SPECIAL BIDDING PROCESS COMMISSION shall consult, in accordance with the procedural order specified in item 14.2, the National Registry of Punished Companies - CNEP and the National Registry of Ineligible and Suspended Companies - CEIS, both of the Federal Government, established under the terms of articles 22 and 23 of Federal Law no. 12.846/2013, the National Justice Council's National Registry of Civil Convictions for Acts of Administrative Improbability - CNIA, the State of São Paulo's Registry of Punished Companies - CEEP, established under the terms of article 5 of State Decree No. 60.106/2014, with respect to all BIDDERS, whereas companies sanctioned as being unfit to bid or contract with the PUBLIC ADMINISTRATION, resulting from article 87, item IV, and article 88 of Federal Law no. 8.666/1993, in addition to other sanctions that prevent them from contracting with the FEDERAL PUBLIC ADMINISTRATION shall be prohibited from participating.
- 14.19. Immediately thereafter, the COMMISSION shall access and consult website [www.esancoes.sp.gov.br](http://www.esancoes.sp.gov.br) in regard to all BIDDERS, with the participation of companies temporarily suspended from participating in biddings and forbidden from contracting with the State of São Paulo's Public Administration, or deemed unfit to bid or contract with the FEDERAL PUBLIC ADMINISTRATION, resulting from articles 87, items III and IV, respectively, and article 88, all of them pertaining to Federal Law No. 8.666/ 1993 being prohibited from participating, as well as those sanctioned from bidding and contracting with the State of São Paulo, provided for in article 7 of Federal Law No. 10.520/2002 and in article 47 of Federal Law no. 12.462/2011.

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**D. Verifying and Ranking Price Proposals and Appraising the Bid Bond of the Bidder who has submitted the Price Proposal declared the winner.**

- 14.20. All BIDDERS' PRICE PROPOSALS, and other documents included in ENVELOPE A – PRICE PROPOSAL, shall be verified by the SPECIAL BIDDING PROCESS COMMISSION, who shall examine their form and conditions, as set out in this AUCTION NOTICE.
- 14.21. Documentation enclosed in ENVELOPE A – PRICE PROPOSAL shall be signed by SPECIAL BIDDING PROCESS COMMISSION members and, optionally, by ACCREDITED REPRESENTATIVES attending the PUBLIC SESSION, after PRICE PROPOSALS are ranked.
- 14.22. Proposals of BIDDERS who fail to meet the minimum requirements set for submitting their PRICE PROPOSALS, pursuant to the terms of this AUCTION NOTICE, shall be disqualified.
- 14.23. Using the list of PRICE PROPOSALS that have been ranked, a ranking list shall be published, in descending order, taking into account the FIXED GRANT price offered by BIDDERS.
- 14.24. The best PRICE PROPOSAL shall be the one deemed having the highest FIXED GRANT price, which shall be paid by the SUCCESSFUL BIDDER as a condition for signing the CONTRACT.
- 14.25. A bidding competition will be held between the BIDDERS who have presented PRICE PROPOSALS with value(s) equivalent to, or up to 20% (twenty percent) lower than, the highest PRICE PROPOSAL.
- 14.25.1. If the minimum number of 2 (two) BIDDERS required for the bidding competition phase is not achieved based on the criterion set forth in this item, the BIDDER who has until such time presented the highest PRICE PROPOSAL.
- 14.26. In the event referenced in item 14.25, the bidding competition phase will begin, with the offering of successive bids, as established in ANNEX XXXIV.
- 14.27. The SESSION DIRECTOR may stipulate a maximum time period between bids.
- 14.28. Each bid shall exceed the amount proposed by the respective BIDDER, provided further that
- I. it shall adhere to the minimum difference between bid values, established at R\$ 2,400,000 (two million, four hundred thousand Reais);
  - II. it shall change the ranking of the BIDDER(S) in the BIDDING PROCESS.
- 14.29. If no BIDDER speaks out within the term indicated by the SESSION DIRECTOR for presentation of new bids, the best PRICE PROPOSAL submitted up until such time will be declared the winner.
- 14.30. Once the bidding competition has been processed, the BIDDER who presented by the best-ranked PRICE PROPOSAL shall confirm its proposal, based on the form included in ANNEX XXXIII, which may be signed by the ACCREDITED REPRESENTATIVE.
- 14.31. The BIDDER who has submitted the best PRICE PROPOSAL shall have its ENVELOPE B – BID BOND opened by the SPECIAL BIDDING PROCESS COMMISSION, who shall evaluate the conditions set forth hereunder in regard to the PRICE PROPOSAL.
- 14.31.1. The contents of ENVELOPE B – PRICE PROPOSAL of the BIDDER of all the BIDDERS shall be signed by SPECIAL BIDDING PROCESS COMMISSION members and, optionally, by ACCREDITED REPRESENTATIVES attending the PUBLIC SESSION.



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- 14.31.2. In the event that the BID BOND of the BIDDER that has submitted the best PRICE PROPOSAL fails to meet the minimum requirements set forth hereunder, the BIDDER's proposal shall be disqualified.
- 14.32. In the event of disqualification pursuant to subsection 14.31.2, the SPECIAL BIDDING PROCESS COMMISSION shall evaluate the PRICE PROPOSAL of the BIDDER who has offered the second best PRICE PROPOSAL, and so on, until a qualified BIDDER has its PRICE PROPOSAL in compliance with the provisions of this AUCTION NOTICE.
- 14.33. After evaluating the contents of ENVELOPE B – BID BOND of the BIDDER who has submitted the highest price for the FIXED GRANT, the SPECIAL BIDDING PROCESS COMMISSION shall grant a 5 (five) working day term for BIDDERS to submit an appeal regarding the PRICE PROPOSAL ranking, as well as the appraisal undertaken on the best ranked BIDDER's BID BOND, pursuant to item 14.3, whereas said term shall commence from the moment the PUBLIC SESSION's minutes are drawn up, or of the legal act subpoena, except if all BIDDERS expressly waive their right to appeal.

**E. Verifying Legal, Fiscal, Labor and Economic-Financial Qualification Documents**

- 14.34. After completion of the PRICE PROPOSAL ranking, as well as the evaluation of the BID BOND of the BIDDER who has submitted the highest FIXED GRANT price in accordance with item 14.22, including decisions on potential appeals, QUALIFICATION DOCUMENTS of the BIDDER who has submitted the highest FIXED GRANT price shall be verified.
- 14.35. In a PUBLIC SESSION, the SPECIAL BIDDING PROCESS COMMISSION shall open ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the highest FIXED GRANT price, keeping ENVELOPE C – QUALIFICATION DOCUMENTS of remaining BIDDERS intact.
- 14.36. Documentation of ENVELOPE C – QUALIFICATION DOCUMENTS shall be signed by SPECIAL BIDDING PROCESS COMMISSION members and, optionally, by ACCREDITED REPRESENTATIVES of BIDDERS attending the PUBLIC SESSION, after which they shall be evaluated by the SPECIAL BIDDING PROCESS COMMISSION.
- 14.37. BIDDERS' qualification shall follow the objective criteria set forth hereunder, whereas BIDDERS who submit QUALIFICATION DOCUMENTS in disconformity with the provisions of this AUCTION NOTICE and the current legislation shall be deemed disqualified.
- 14.38. After the contents of ENVELOPE C - QUALIFICATION DOCUMENTS of the BIDDER who has submitted the highest FIXED GRANT have been appraised, the SPECIAL BIDDING PROCESS COMMISSION shall grant a 5 (five) working day term for BIDDERS to submit an appeal regarding the appraised contents of ENVELOPE C - QUALIFICATION DOCUMENTS, as provided for under item 14.6, whereas said term shall be counted effective the date the minutes of the PUBLIC SESSION were drawn up or upon official notification of the act, except if all BIDDERS expressly waive the right to appeal.
- 14.39. After the contents of ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the highest FIXED GRANT price have been appraised, and after a decision has been made on potential appeals, the SPECIAL BIDDING PROCESS COMMISSION shall declare the results of the bidding process.
- 14.40. If the BIDDER who has submitted the highest FIXED GRANT price fails to fully and satisfactorily meet all qualification conditions and requirements hereunder, then ENVELOPE B – BID BOND and ENVELOPE C – QUALIFICATION DOCUMENTS of the BIDDER who has submitted the second highest FIXED GRANT price shall be appraised and, in case of non-compliance, this procedure shall be repeated continuously for the remaining BIDDERS, while upholding the ranking order of PRICE PROPOSALS.



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14.41. Disqualification of any consortium member shall lead to the CONSORTIUM's disqualification.

### F. Publication of BIDDING PROCESS Results

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

### 15. RATIFICATION AND ADJUDICATION

15.1. After the results of the bidding process have been published, and the legal term for appealing has elapsed, the SPECIAL BIDDING PROCESS COMMISSION shall submit the bid to the State Secretariat for Infrastructure and Environment, for approval and adjudication of its purpose.

15.2. The purpose of the BIDDING PROCESS shall be adjudicated to the WINNING BIDDER in the same conditions in which it was offered, after the GRANTING AUTHORITY ratifies the BIDDING PROCESS.

15.2.1. The ratification act of the BIDDING PROCESS, adjudication of the purpose and notification of the SUCCESSFUL BIDDER to fulfill pre-contractual requirements, shall be published in the DOE/SP.

### 16. CONTRACTING

16.1. The CONTRACT resulting from this BIDDING PROCESS shall be executed between the GRANTING AUTHORITY, represented by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, with the mediation and consent of the *FUNDAÇÃO PARQUE ZOOLOGICO DE SÃO PAULO*, the *INSTITUTO DE BOTÂNICA* and USP, and the SPECIAL PURPOSE COMPANY established by the SUCCESSFUL BIDDER.

16.2. The SUCCESSFUL BIDDER shall be notified, by way of publication in the DOE/SP, to put in place all measures required for signing the CONCESSION CONTRACT within 60 (sixty) days, which may be renewed at the GRANTING AUTHORITY's discretion.

16.3. In fulfillment of the provisions of Normative Ruling No. 02/2016 and Resolution No. 03/2017 of the State of São Paulo's Audit Court, the SPECIAL PURPOSE COMPANY shall sign, together with the contractual instrument, the Notice and Acknowledgment Contract, pursuant to ANNEX XXXIII.

16.4. In fulfillment of article 6 of State Law No. 12.799/2008, signing of a contractual instrument is bound to the inexistence of registration at the STATE CADIN on behalf of the SPECIAL PURPOSE COMPANY, the SUCCESSFUL BIDDER or, in the case of a CONSORTIUM, any of its constituents.

16.4.1. This condition shall be deemed fulfilled if the debtor proves that the respective records are suspended, pursuant to the terms of article 8, paragraphs 1 and 2 of state Law No. 12.799/2008.

16.5. Prior to signing the CONTRACT, the SUCCESSFUL BIDDER shall have, up to 7 (seven) working days in advance:

VII. established the SPECIAL PURPOSE COMPANY, including the corresponding JUCESP certificate (The State of São Paulo's Board of Trade) and registration at the CNPJ (Global Taxpayer Registration number);

VIII. paid in the SPECIAL PURPOSE COMPANY's capital stock in current Brazilian currency, in the minimum sum set forth under ANNEX XXVIII.

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- IX. made, on its own behalf or through the established SPECIAL PURPOSE COMPANY, the deposit of the FIXED GRANT, accounting for premiums, into the account to be designated by the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, duly indexed on the basis of the IPC/FIPE, in an amount equivalent to the amount stipulated in its PRICE PROPOSAL;
- X. proven that it has provided the PERFORMANCE BOND under the terms, form and sums required in the CONCESSION CONTRACT, and in accordance with the statements submitted during the BIDDING PROCESS;
- XI. corroborated its association with the professionals required under subsections 2.1.3, 3.1.11 and 3.1.12 of the SET OF SPECIFICATIONS;
- XII. submitted an INSURANCE PLAN, under the terms of the draft CONCESSION CONTRACT, including the coverage and the insurance amounts to be contracted, whereas actual contracting shall abide by the deadlines submitted in said plan;
- XIII. submitted a letter from the insurance company, reinsurance company, insurance broker or guarantors that assist the BIDDER in devising the INSURANCE PLAN, stating that it has carried out an assessment and certifies the adequacy of said PLAN;
- XIV. corroborated the payment owed to B3, as established in ANNEX XXXIV, in the amount of R\$ 114,566.20 (one hundred and fourteen thousand, five hundred and sixty-six Reais and twenty cents);
- XV. in case of an investment fund that has exercised the option referenced in item 13.22, items II and III, it shall have corroborated the full settlement of the Investment Commitment(s) entered into between the quotaholders and the Fund, up to an amount equivalent to the paid in capital, as established in item 13.16; and
- XVI. contracted the DEPOSITORY BANK to administer the ACCOUNTS SYSTEM, subject to the provisions of item 6.4;
- XVII. designated the person who will represent it during the CONCESSION term.

16.5.1. Corroboration of the association with professionals, as established in item V above, may be done by producing the articles of incorporation, the entry made in the professional's employment registration book, the professional's employment records, employment contract or technical support service agreement, provided that the replacement of any such professionals, during the course of the CONTRACT, shall adhere to the contractual stipulations applying thereto.

- 16.6. Failure of the SUCCESSFUL BIDDER to comply with the notice to sign the CONCESSION CONTRACT, or refusal to sign it within the set deadline, shall subject the breaching party to execute the BID BOND, notwithstanding additional legal consequences.
- 16.7. Should the PRICE PROPOSAL's or the BID BOND's validity period be exceeded, this shall not prevent the CONTRACT from being signed, in case the SUCCESSFUL BIDDER remains interested in doing so.
- 16.8. Resulting from the SUCCESSFUL BIDDER's failure to show up within the set deadline, as well as its impediment or its refusal, the GRANTING AUTHORITY may notify the remaining BIDDERS, according to the ranking, verifying the fulfillment of the qualification requirements for signing the CONCESSION CONTRACT, and applying the same deadline and conditions as those of the winning bid, or revoking the BIDDING PROCESS.

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- 16.9. After signing the CONCESSION CONTRACT, the CONCESSIONAIRE undertakes to keep, throughout its entire execution, all qualification and capacity conditions required in this BIDDING PROCESS that are needed to take on and continue providing services.
- 16.9.1. At the SUCCESSFUL BIDDER's own risk, and prior to signing of the CONTRACT itself, the GRANTING AUTHORITY may authorize access to the CONCESSION AREA, in addition to corresponding information, for purposes of beginning to carry out its planning.

### 17. ADMINISTRATIVE APPEALS

- 17.1. Potential administrative appeals shall be lodged through a substantiated petition addressed to the SPECIAL BIDDING PROCESS COMMISSION within 05 (five) working days, effective publication of the concerning ruling, while upholding the proceedings and other regulations established by Federal Law 8.666/1993, and AUCTION NOTICE rules.
- 17.2. Appeals shall be registered, in a timely manner, at the headquarters of the STATE SECRETARIAT FOR INFRASTRUCTURE AND ENVIRONMENT, located at Avenida Professor Frederico Hermann Jr., 345 – Alto de Pinheiros – São Paulo – SP, Zip Code 055459-900, on working days, from 8:30 a.m. to 12:30 p.m., and from 1:30 pm. to 5:30 p.m.
- 17.3. The SPECIAL BIDDING PROCESS COMMISSION, pursuant to the terms of article 109, paragraph 3 of Federal Law No. 8.666/1993, shall notify other BIDDERS on the appeal, who are free to object to it with up to 05 (five) working days, effective the notice given by the SPECIAL BIDDING PROCESS COMMISSION.
- 17.4. Acceptance of the administrative appeal, or reconsideration of the act's official notice by the SPECIAL BIDDING PROCESS COMMISSION, which may result in an adverse situation to one of the BIDDERS, shall reopen the appeals stage, but only in regard to the new issue that has arisen.
- 17.5. The SPECIAL BIDDING PROCESS COMMISSION shall only receive administrative appeals that have been filed based on due grounds, and fulfilling all requirements specified in this item.

### 18. ON THE CONSTITUTION OF THE SPECIAL PURPOSE COMPANY

- 18.1. The SUCCESSFUL BIDDER shall establish itself as a SPECIAL PURPOSE COMPANY, in accordance with the regulations foreseen hereunder, and in the CONCESSION CONTRACT.
- 18.2. Drafts pertaining to the establishment of a SPECIAL PURPOSE COMPANY, to be submitted by the BIDDER to the GRANTING AUTHORITY prior to registration at the Board of Trade, shall minimally comply with the following:
- I. draft of the articles of incorporation and potential shareholder deals;
  - II. constitution of administration bodies;
  - III. the CONCESSIONAIRE's organizational structure up to the first hierarchy level below the board, including the position of ombudsman and customer service duties;
  - IV. capital stock structure, determining the stake of each consortium company for the BIDDING PROCESS.
- 18.3. Descriptions concerning the CONCESSIONAIRE's shareholding and management structures shall include at least the following: (a) describe the types of stocks; (b) shareholders and their respective stakes

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per type of stock; (c) describe the CONCESSIONAIRE's corporate organizational structure, where applicable, as well as that of its CONTROLLING COMPANIES, up to the level of individual persons, except in cases where applicable restrictions or legal or regulatory impediments are in place; (d) contracts made by CONCESSIONAIRE shareholders, if applicable; (e) identify administrators, including their respective résumés, and those of the CONCESSIONAIRE's managing bodies; (f) commitment to corporate governance principles and with implementing standardized accounting and financial statements, as per regulations, in accordance with accounting practices employed in Brazil, based on Brazilian Corporate Law (Federal Law No. 6.404/1976 and subsequent amendments ), CVM rules and regulations and Accounting Standards issued by the Federal Accounting Council – CFC, and pursuant to paragraph 3 of art. 9 of Federal Law No. 11.079/2004; and (g) identifying RELATED PARTIES.

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

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

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

18.5.1. The SPECIAL PURPOSE COMPANY shall have its headquarters and court of jurisdiction in the State of São Paulo.

18.6. Should the SUCCESSFUL BIDDER be an individual BIDDER, prior to executing the CONTRACT, and aimed at meeting the provisions of item 18.3, it shall change its bylaws or articles of incorporation, or establish a wholly owned subsidiary to be the CONTRACTED, keeping share CONTROL prior to the establishment of the company.

18.6.1. The SUCCESSFUL BIDDER may additionally establish a SPECIAL PURPOSE COMPANY, which will be its wholly owned subsidiary, pursuant to the legislation, with the purpose of being the sole controller of the SPECIAL PURPOSE COMPANY to be contracted.

18.6.2. The SPECIFIC PURPOSE SOCIETY shall employ corporate governance standards and employ standardized accounting and financial statements, in accordance with accounting practices enforced in Brazil, based on Federal Law No. 6.404/1976, standards issued by the Federal Accounting Council – CFC, and on Accounting Pronouncements Committee - CPF Interpretations, Guidelines and Pronouncements, particularly those pertaining to Technical Interpretation ICPC 01 - concession contracts (corresponding to the International Accounting Standard - IFRIC 12).

18.6.3. The CONCESSIONAIRE's minimum capital stock shall be in accordance with the amount specified in the CONTRACT.

18.6.4. The CONCESSIONAIRE may not, during the CONCESSION TERM, lower its capital stock below the minimum amount set forth under the CONTRACT without the GRANTING AUTHORITY's prior and express consent.

18.7. Participation by foreign capital shareholders in the CONCESSIONAIRE shall be subject to the current Brazilian legislation.

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- 18.8. The CONCESSIONAIRE may not, during the CONCESSION TERM, transfer the company CONTROL without the GRANTING AUTHORITY's prior and express consent.
- 18.9. The CONCESSIONAIRE shall always be bound by the provisions of the CONCESSION CONTRACT, the invitation to the BIDDING PROCESS, the documentation and the PROPOSAL submitted, and the concerning contractual documents, as well as the industry's legislation and regulations, in regard to everything that concerns implementing the purpose of the CONTRACT.
- 18.10. The CONCESSIONAIRE's articles of incorporation shall:
- I. prohibit the CONCESSIONAIRE's business purpose from changing, except to include activities that concern the exploitation of revenue related to the exploitation of the CONCESSION;
  - II. anticipate the need to submit acts described in the CONCESSION CONTRACT for the GRANTING AUTHORITY's prior approval;
  - III. take into account the decision-making power of the intervener appointed by the GRANTING AUTHORITY, in case of intervention;
  - IV. prohibit contracting obligations ensured by rights arising from the CONCESSION at levels that jeopardize the operationalization and continuity of the execution of the purpose of the CONCESSION;
  - V. coincide the CONCESSIONAIRE's fiscal year with the calendar year.

## 19. PENALTIES

- 19.1. Any BIDDER who enables the delay of the bidding process, fails to uphold its PRICE PROPOSAL or makes false statements may, while ensured the prior right to adversary system and full defense, be enforced with the sanctions specified in items III and IV of article 87 of Federal Law No. 8.666/1993, notwithstanding execution of the BID BOND.
- 19.2. Non-compliance after being convened by the SUCCESSFUL BIDDER to sign the CONTRACT, or refusing to sign it without the GRANTING AUTHORITY accepting the justification within the established term, shall lead to the SUCCESSFUL individual BIDDING company, or in case it is a CONSORTIUM, of all of its member companies, being temporarily suspended from participating in bidding processes, as well as the impossibility of contracting with the FEDERAL PUBLIC ADMINISTRATION for a period of 24 (twenty-four) months, in addition to receiving a fine in the amount provided for in item 12.1, with the possibility of carrying out the BID BOND for this purpose.
- 19.3. Undertaking other acts provided for under item 12.11 shall also lead to a fine in the same amount set out in item 19.2, and the BID BOND be executed to ensure receipt of the penalty amount.
- 19.4. Any BIDDER who has committed unlawful acts with the intent of preventing the performance of the bidding process's goals or has shown to be unable to contract with the FEDERAL PUBLIC ADMINISTRATION due to unlawful acts committed, shall be subject to sanctions provided for under article 87, items III and IV of Federal Law No. 8.666/1993, backed by Article 88 of Federal Law No. 8.666/1993, ensuring the prior right to adversary system and full defense.

## 20. FINAL PROVISIONS

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- 20.1. This BIDDING PROCESS's regulatory standards shall be construed so as to enable more bidders to participate, granting equal treatment to all BIDDERS, provided they do not jeopardize the public interest, the purposes and the safety of this contracting.
- 20.2. All documentation provided by the GRANTING AUTHORITY to BIDDERS may only be used for the latter to submit their PRICE PROPOSALS, and its replication, disclosure or use, whether fully or in part, for any purposes other than those specified in this BIDDING PROCESS is prohibited, under penalty of criminally answering for the undue use of said documents.
- 20.3. The GRANTING AUTHORITY may at any time revoke, postpone or even cancel this BIDDING PROCESS, pursuant to Federal Law No. 8.666/1993, without this entailing any indemnification or reimbursement right concerning expenditures due for any purposes.
- 20.4. In the GRANTING AUTHORITY's interest, and without this entailing any type of claim or compensation to the participants:
- I. the PUBLIC SESSION for receiving ENVELOPES A – PRICE PROPOSAL, B – BID BOND, and C – QUALIFICATION DOCUMENTS, may be postponed, as well as opening of the ENVELOPES;
  - II. the AUCTION NOTICE may be amended, setting a new deadline under the terms of the specific legislation, to carry out the BIDDING PROCESS; and
  - III. a closed session may be scheduled in case the SPECIAL BIDDING PROCESS COMMISSION deems it necessary for purposes of carrying out a slower and more thorough assessment of all documents submitted.
- 20.5. Nullity of the BIDDING PROCESS shall entail nullity of the CONTRACT, while generating no obligation whatsoever to indemnify the GRANTING AUTHORITY, unless otherwise stated otherwise in the contract.
- 20.6. The SPECIAL BIDDING PROCESS COMMISSION may at any time, and in accordance with the BIDDING PROCESS stage, disqualify or disable the BIDDER, without this entailing any type of compensation or reimbursement right for any purposes to the BIDDER, should it take notice of any proven fact or if any circumstance that discredits the BIDDER's behavior or jeopardizes its financial, technical, production or administrative capability arises.
- 20.7. The BIDDERS undertake to notify the GRANTING AUTHORITY at any time on any posterior fact or circumstance that is a deterrent to the QUALIFICATION DOCUMENTS or ranking, or that is deemed a breach of the participation requirements foreseen under the AUCTION NOTICE, immediately after it takes place.
- 20.8. To settle any issues arising from the BIDDING PROCESS that fail to be settled at the administrative level, the District Court of the Capital of the State of São Paulo shall be the jurisdiction.

São Paulo, November 19, 2020.

**State Secretariat for Infrastructure and Environment**