



Annex 01 – Rodoanel Norte Lot

ANNEX 01

CONCESSION REGULATION

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

DECREE No. 666.445, OF JANUARY 21ST, 2022

Repeals State Decree no. 62,868, of October 4, 2017 and authorizes the opening of a bidding process for the concession of public services for the expansion, operation, maintenance and realization of the necessary investments for the exploration of the road system called "Rodoanel Norte Lot", and approves the respective regulation.

JOÃO DORIA, Governor of the State of São Paulo, in the use of his legal attributions,

Considering the approval by the Directing Council of the State Privatization Program CDPED, created by Law No. 9,361, of July 5, 1996, for the concession model for public services of expansion, operation, maintenance and investments necessary for the exploration of the road system road system constituted by the road segments and access roads that form the so-called "Rodoanel Norte Lot", on the occasion the 18th Ordinary Joint Meeting, concerning the 32nd Extraordinary Meeting of the CDPED and the 101st Ordinary Meeting of the Management Council of the State Program of Public-Private Partnerships CGPPP, whose minutes were published in the Official Gazette of December 18, 2020;

Considering the implementation of new contractual mechanisms and technological innovations in the provision of services, such as verification of projects through a certifying company, use of the "International Road Assessment Program" methodology and use of a management system works through the "Building Information Model", the adoption of a free flow system in a stretch of the Highway System and the use of a demand risk sharing mechanism, among others;

Considering that the present concession is aligned with the road concession program of the State of São Paulo, aimed at promoting investments in the road network and contributing to the improvement of traffic, as well as having a fundamental role in improving road safety in the region; and

Considering that the technical studies contemplate the realization of approximately R \$ 3.04 billion reais) in investments in the lot, covering 3 (three) São Paulo municipalities, benefiting users with safer and more comfortable roads;

Decrees:

Article 1 - Bidding is authorized, in the form of international competition, for the concession of public services of expansion, operation, maintenance and making of investments necessary for the exploration of the road system called "Rodoanel Norte Lot", constituted by the set of lanes, their respective areas and buildings.

Sole paragraph - The road segment comprised by Rodoanel Norte Lot crosses 3 (three) municipalities in the State of São Paulo (São Paulo, Guarulhos and Arujá) and comprises Highway SP 021 (Rodoanel Mário Covas) between km 172+000 and 129+106, in the construction stage, this segment is included in Annex 02 of the Request for Proposals.

Article 2 - The bidding process referred to in article 1 of this decree will be carried out by the Regulatory Agency for Public Services Delegated for Transport of the State of São Paulo (Agência Reguladora de Serviços Públicos Delegados de Transporte do Estado de São Paulo) - ARTESP, under the terms provided for in item IV of article 4 of Complementary Law No. 914, of January 4, 2002, and must comply with the following parameters:

I - the object of the concession will cover the operation, maintenance and making of the necessary investments for the exploration of the road system described in the sole paragraph of article 1 of this decree;

II - the concession period will be 31 (thirty-one) years, counting from the date of signing the Initial Transfer Term, as defined in the Concession Agreement;

III - the toll tariff will be fixed by the Granting Authority, as well as the criteria and the periodicity of its update and the conditions for its review, observing the pertinent legal and regulatory rules;

IV - the criterion for judging the bidding will be the lowest contribution to be paid by the Granting Authority to the Concessionaire, and, if there are offers with a 100% discount on the Contribution, the auction will continue with offers to reduce the value of the Availability of Payments;

V – requirement of performance bond, as an economic and financial qualification criterion;

VI - admission of participation in the event of business companies, investment funds and other legal entities, Brazilian or foreign, in isolation or in consortium, provided that the nature and object outlined in their constitutive statutes are compatible with the obligations and activities related to the concession, respecting the laws and other applicable regulations;

VII - mandatory creation of a Special Purpose Company - SPC, in the form of a joint stock company, in accordance with Brazilian law, with the sole purpose of exploring the object of the concession;

VIII - admission of the offer, by the concessionaire, of credits and revenues resulting from the contract to be signed, and other assets and rights, as a guarantee of financing obtained for the necessary investments, with the consent of ARTESP, pursuant to the provisions of articles 29 and 30 of Law No. 7,835, of May 8, 1992, and the current legislation on the subject;

IX - admission of the exploration of associated projects, compatible with the object of the concession, as a source of ancillary revenue, under the terms provided for in the contract;

X - possibility for the concessionaire to contract with third parties, at its own risk, to carry out the expansion and conservation services, under the terms of §§ 2 and 3 of article 9 of Law No. 7,835, of May 8, 1992.

Article 3 - It is hereby approved, under the terms of the Annex that forms an integral part of this decree, the Regulation of the Concession of Public Services for the expansion, operation, maintenance and making of the investments necessary for the exploration of the road system constituted by the road segments and access roads that make up the called “Rodoanel Norte Lot”.

Article 4 - The provisions of Articles 2 and 5 of State Decree No. 61,634, of November 19, 2015, do not apply to the present case.

Article 5 - The guarantee related to the pecuniary obligations to be contracted by the Public Administration shall comply with the provisions of article 8 of Federal Law No. 11,079, of December 30, 2004.

Article 6 - In addition to the total amount collected from traffic fines imposed on the basis of article 209-A of Federal Law No. 9,503/1997, other mechanisms or revenues may be used to ensure the economic-financial rebalancing of the concessionaire resulting from non-payment of tariffs

by users, provided that they are duly identified by the concessionaire, with the information necessary for the issuance of the corresponding assessment.

Article 7 - This decree comes into force on the date of its publication, taking effect, with regard to the regulation referred to in article 3, from the transfer of the Road System to the concessionaire.

Article 8 – State Decree n. 62,868, of October 4, 2017 is repealed.

Palácio dos Bandeirantes, January 22, 2022

JOÃO DORIA

ANNEX

REGULATION FOR THE CONCESSION OF PUBLIC SERVICES OF EXPANSION, OPERATION,

MAINTENANCE AND MAKING OF INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE ROAD SYSTEM NAMED “RODOANEL NORTE LOT”

CHAPTER I

Objective

Article 1 - The purpose of this regulation is to discipline the expansion, operation, maintenance and making necessary investments for the exploration of the road segments that cover the municipalities of São Paulo, Guarulhos and Arujá, totaling approximately 44 km (fourty-four kilometers), corresponding to the “Rodoanel Norte Lot” of the State Concessions Program, comprising its execution, management and inspection.

Article 2 - The highway system, object of the concession, consists of a set of lanes, their respective lanes and buildings, facilities and equipment contained therein, comprising the Rodoanel Norte Lot that crosses 3 (three) municipalities in the State of São Paulo (São Paulo, Guarulhos and Arujá) and comprises Highway SP 021 (Rodoanel Mário Covas) between km 172+000 and 129+106, under construction, this segment is included in Annex 02 of the Request-for-Proposals.

Article 3 - The road system described in article 2 of this regulation will incorporate all the extensions to be implemented during by the concessionaire the concession period, which will become part of its right-of-way.

CHAPTER II

Services Provided in the Road System

Article 4 - The services and other operational activities to be performed on the road system are classified into:

- I - delegates;
- II - not delegated;
- III – complementary.

Article 5 - The following services are delegated services, which are specific to the concessionaire:

- I - services corresponding to operational functions, especially comprising:
 - a) operation of an integrated traffic supervision and control system;
 - b) operation of the toll collection system, including the collection of the tariff, by means of the free flow system, charging fees that reflect the mileage traveled by users, the control of

vehicle traffic and the financial and accounting control of the amounts collected;

c) operation of the collection system based on the concept of flexible tariff, as provided for in the Concession Contract;

d) operation of the collection system based on the possibility of modifying the tariff by hour or day, as provided for in the Concession Agreement;

e) operation of fixed and mobile stations, static and dynamic weighing of vehicles, including weighing itself, including by means of a weighing system in motion;

f) providing support to users, including, among others, first aid and medical care for victims of traffic accidents, with eventual removal to hospitals; mechanical service to damaged vehicles; screeching; track clearance; monitoring of 100% (one hundred percent) of the highway system granted, with the implementation of systems for emergency identification, automatic or through telephone service and guidance and information to users;

g) inspection of the runway, the right-of-way and remaining areas, common and emergency signs and operational support for other services;

h) elaboration and implementation of extraordinary operational schemes, including special operations for peak service, traffic diversions for the execution of works, special operations for the transport of exceptional and dangerous loads and special schemes for sporting events and others, in the system road;

i) elaboration and implementation of operational plans and schemes to deal with emergency situations, such as fires, fog, accidents with dangerous products, landslides, floods and others that may directly affect the fluidity and safety of traffic or cause environmental consequences;

j) monitoring of traffic conditions on the highway;

k) provision of information for the integration of the ARTESP Information Control Center, as well as the implementation of digital systems for the management, monitoring and tracking of activities, ensuring that the data and information generated are accessible by ARTESP;

l) maintenance and operation of an electronic system for exchanging information with the user via the data network;

m) adequacy to service levels and performance indicators;

n) availability and maintenance of ombudsman and systems and channels of communication and relationship with users;

o) elaboration and implementation, throughout the term of the concession, of measures to reduce or compensate the emission or production of greenhouse gases in the road system's operating services, as provided for in the Concession agreement;

II - services corresponding to conservation functions, especially

comprising:

a) Routine conservation of the elements that make up the road system including: pavement, drainage, tunnels, special works of art, signaling, road safety devices, vegetal covering and other elements of the right-of-way, control and automation systems, telecommunication systems, building installations, operational and support yards, electrification systems and lighting systems;

b) Special conservation of all elements that make up the road system, listed in item "a" of this item, aiming at the preservation of the original undertaking, including pavement resurfacing services, recovery of concrete pavement, recovery of works of art specials, replacement of vertical and horizontal signage, replacement of control equipment, storage, communication and automation, renovation of facilities and similar;

c) emergency conservation aiming at immediately restoring, rebuilding or restoring, to normal conditions, a stretch of highway that has been obstructed, as well as facilities and equipment and other elements of the highway, damaged by any cause;

III – services corresponding to expansion functions, comprising especially:

a) the expansion works, under the terms and conditions to be defined in the request for bids;

b) addressing interferences with existing and future infrastructure and public service systems, especially road systems and the establishment of access to transport systems;

c) implementation or adaptation to service levels or safety standards, accesses, intersections and safety devices, during the entire concession period;

d) implementation of marginals, reversible lanes, additional lanes and acceleration and deceleration lanes, especially those necessary to meet increased demand or the need for traffic control;

e) retrofitting of a weight control system for cargo vehicles, including dynamic weighing and mobile weighing scales, comprising weighing systems in motion;

f) implantation and rehabilitation of facilities for use in traffic and transportation inspection and policing activities;

g) implantation and retrofitting of facilities and equipment for use in the activities of operating an integrated system of traffic supervision and control;

h) implantation and retrofitting of toll gantries;

i) implementation of a direct communication structure with the user, a monitoring system for 100% (one hundred percent) of the highway system granted and an emergency service system;

j) implementation of an electronic system for exchanging information with

the user via the data network, as provided for in the request for bids;

k) implantation of security devices;

l) implantation of landscaping;

m) implementation of digital project and works management systems, and of the other digital systems specified in the concession contract, providing data, information and documents related to the concession object with ARTESP;

n) installation of a digital platform that will be available for unrestricted access by society, through which interested parties may suggest improvements or address other issues pertinent to ordinary reviews, the concessionaire being responsible for managing such demands.

Article 6 - Non-delegated services are those that are the exclusive competence of the Public Power, not included in the object of the concession, such as:

I - ostensive policing of traffic, preventive and repressive;

II - inspection and assessment of infractions related to:

a) vehicle;

b) documentation;

c) driver;

d) rules of circulation, parking and stopping;

e) excess weight;

f) evasion in the payment of the toll fee

III - issuance of grants, under the terms of the law, referring to:

a) public transport services of a road, international, interstate and intercity character;

b) public transport services of an urban, intercity, suburban, metropolitan or municipal nature;

c) transport services for rural workers or people in cargo vehicles;

d) events on the highway;

e) transport services for exceptional cargo and dangerous cargo;

IV - declaration of public utility or social interest for expropriation purposes.

§ 1 - Will depend on authorization from the Granting Authority, at the request of the concessionaire, in the manner regulated in the current rules and observing the characteristics

and restrictions of the road:

1. access to properties bordering the road system granted;
2. occupation of the right-of-way.

§ 2 - The bidding notice and the concession contract may specify other activities that will depend on authorization from the Granting Authority or prior authorization by ARTESP so that they can be explored by the concessionaire.

Article 7 - Complementary services are those considered convenient, but not essential, to maintain adequate service throughout the road system, in the terms of the concession agreement.

Article 8 - For the execution of delegated services, especially with regard to the operation of an integrated traffic supervision and control system, toll collection and control, vehicle weight control system and communication systems, the concessionaire must implement systems technologically updated, which allow full automation and greater security of operations, in addition to the sharing of data, information and documents that allow the proper inspection of services by ARTESP.

Sole paragraph - The control and automation systems referred to in this article shall allow full application of non-delegated services, especially with regard to traffic inspection.

CHAPTER III

Concessionaire's Responsibilities

Article 9 - The concessionaire's duties are, throughout the concession period:

I - activate the resources at its disposal in order to guarantee the flow of traffic, ensuring users receive adequate service;

II - submit to ARTESP's approval the alternative circulation scheme that it intends to adopt when carrying out a work or operation that requires the interruption of a lane or lanes of the road system;

III - adequately disclose to the general public and to the user in particular, including through automatic panels installed on the road system and advertisements carried on an electronic information exchange system via the data network, the occurrence of exceptional situations, the adoption special operating schemes and works on the road system;

IV - adequately disclose to the user, including through automatic panels installed on the road system and advertisements transmitted in an electronic information exchange system via

the data network, any changes in the tariff values practiced, with a minimum advance of 48 (forty-eight) hours of effective change;

V - implement the safety recommendations established by ARTESP and monitor 100% (one hundred percent) of the road system through appropriate systems, including through video systems and automatic emergency identification, as well as keep resources available human resources and materials for the elaboration and implementation of emergency assistance structures;

VI - to ensure the prevention and extinguishment of fire occurrences, including in the areas bordering the highway system;

VII - implement an accident prevention system in the event of fog on the road system;

VIII – support inspection and policing activities;

IX - monitor and activate the activities of public entities, such as civil and military police, firefighters, environmental agencies, federal, state and municipal bodies, in the road system, whenever necessary;

X - execute expansion and improvement services aimed at adapting the infrastructure capacity to the demand and increasing the safety and convenience of the users;

XI - perform all works, services, controls and activities related to the concession, with zeal, diligence and economy, using the best technique applicable to each of the tasks performed and in compliance with the norms, standards and specifications established by ARTESP, adopting the necessary measures for the guarantee of the assets of the road system, including its right-of-way and accesses;

XII - ensure the protection of natural resources and ecosystems;

XIII – carry out all the necessary procedures for obtaining licenses required by environmental protection agents and comply with all environmental measures and programs, observing the pertinent environmental legislation, in particular Federal Law No. 6,938, of August 31, 1981 and Law No. 9,509, of March 20, 1997;

XIV - provide the delegated public services with zeal and support the provision of non-delegated services in the road system;

XV - obey the measures determined by the traffic authorities, in case of accidents or abnormal situations in the routine;

XVI - answer for the correct behavior and efficiency of its employees and agents, as well as that of its contractors, providing that they are registered with the competent authorities, wear a badge indicating their functions and are instructed to provide support to the authority's action;

XVII - comply with legal provisions related to Occupational Safety and

Medicine;

XVIII - immediately redo the services under his responsibility, performed with vices or defects;

XIX - prepare functional and executive projects and carry out actions related to environmental impact;

XX - maintain, at appropriate points, close to the toll gantries, signs indicating the value of the toll tariffs;

XXI– provide ARTESP with all and any documents and information pertinent to the object of the concession, including enabling access to the digital systems that must be implemented by the concessionaire to carry out the operational activities described in the concession contract, while also allowing inspection, the carrying out of audits on your accounts;

XXII– keep ARTESP informed of any and all non-routine occurrences;

XXIII - rendering service management accounts to ARTESP and users, under the terms defined in the agreement;

XXIV - to answer, before ARTESP and third parties, for all acts and events within its competence;

XXV - to keep up to date the inventory and registration of assets linked to the concession, in addition to providing a survey of georeferenced video records, at intervals and in accordance with the rules established in the agreement;

XXVI - to be responsible for any disrespect and absence of obligations arising from the concession, including those of its subcontractors, under the terms established in the concession agreement;

XXVII - to implement toll system in the free flow model, as set in the Agreement and adapt its collection systems to new tariff collection programs and policies defined by the Granting Authority;

XXVIII - provide information, in the manner established in the contract, for integration with the ARTESP Information Control Center and other specified digital systems to support the performance of the monitoring and inspection activities performed by ARTESP;

XXIX– to maintain in full operation, and within the established standards, the relationship channels with users, as well as the ombudsman services, provided for in rules applicable to the species;

XXX– observe the rules established in the contract and rules issued by ARTESP regarding the return of the road system or any transfer to the concessionaire that succeeds it.

CHAPTER IV

Inspection of Granted Services, Administrative Police Power and Penalties

Article 10 - All services provided for in this regulation are subject to inspection and monitoring.

§ 1 - The quality, continuity, regularity, efficiency, timeliness, generality, security and courtesy in the provision of services, and the modality of tariffs, assessment factors that define the appropriate level of service, as provided in Federal Law No. 8,987, of February 13, 1995, will be the basis for the inspection of the services referred to in this article.

§ 2 - For the purposes of the provisions of this article, ARTESP will establish technical standards, indicators and parameters for quantifying and assessing the factors referred to in § 1 of this article.

Article 11 - The Granting Authority will exercise, in the road system to which this regulation refers, the power of administrative police, including the competence to impose fines on violators of the applicable regulations.

Article 12 - The concessionaire will be subject to inspection by ARTESP, which may count on the cooperation of users.

§ 1 - In the exercise of inspection, ARTESP will have access to data related to the concessionaire's administration, accountability, technical, economic and financial resources, including electronically and in real time.

§ 2 - The inspection of the service will be carried out by ARTESP, which may hire inspection support services, subject to the provisions of State Complementary Law No. 914, of January 14, 2002 and subsequent amendments.

CHAPTER V

Ostensive, Preventive and Repressive Policing

Article 13 - The police activities of an ostensive, preventive and repressive

nature, and others attributed by law to the Military Police, will be carried out, in the road system referred to in this regulation, by the Military Highway Police.

CHAPTER VI

Toll Tariffs and Revenues

Article 14 - The concessionaire's revenues, as of the dates foreseen in the notice, are:

- I** - toll tariffs;
- II** - income from investments in the financial market;
- III** - collection of services provided to the user, except for services expressly listed in article 5, item I, item "f" of this regulation;
- IV** - price collection for advertising not prohibited by law;
- V** - amounts received for insurance and pecuniary penalties provided for in the contracts signed between the concessionaire and third parties, as well as resulting from the execution of guarantees offered in the scope of contracts entered into with third parties;
- VI** - charging for access implantation and maintenance services, when regularly authorized;
- VII** - charges resulting from the use of the right-of-way, in compliance with current regulations;
- VIII** - charges arising from the provision of complementary services;
- IX** - others provided for in the request for bids and in the respective contract, or which may be regulated by the Granting Authority, or proposed by the concessionaire, provided that they are previously authorized by ARTESP, subject to the rules for revenue sharing.
- X** - contribution to be paid by the Granting Authority.

Sole Paragraph - In addition to the revenues listed in the items mentioned in the caput of this article, the concessionaire will receive a contribution of resources from the Granting Authority, in proportion to the investments duly executed.

Article 15 - Toll tariffs and ancillary revenues resulting from non-delegated services, as well as the criteria and periodicity for readjustment, will be established in the request for bids, in compliance with the relevant legal and regulatory rules.

CHAPTER VII

User's Rights and Obligations

Article 16 - The rights and obligations of users are:

- I** - receive adequate service;
- II** - pay tolls;
- III** - receive information from the Granting Authority, ARTESP and the concessionaire to defend individual or collective interests;
- IV** - obtain and use the service, with freedom of choice, observing the rules of the Public Power;
- V** - bring the irregularities of which they are aware, referring to the service provided, to ARTESP and the concessionaire;
- VI** - communicate to the competent authorities unlawful acts practiced by the concessionaire in the provision of the service;
- VII** - contribute to the preservation of the good conditions of public goods through which services are provided.

Article 17 - ARTESP and the concessionaire will encourage community participation in matters of interest to the road system that is the object of the concession.

CHAPTER VIII

General Provisions

Article 18 - The Concession Grantor shall provide, upon proposal by the concessionaire, the measures for declaring the public utility of the goods and areas necessary for the expansion of the road system, the concessionaire being responsible for promoting expropriations and administrative easements, as well respective indemnities, in the form authorized by the Government.

Article 19 - Once the concession is terminated, all reversible assets, rights and privileges linked to the operation of the road system, transferred to the concessionaire or implemented by

it, within the scope of the concession, will be returned to the Concession Authority, as provided by law and in the contract.

Sole paragraph - With the advent of the final term of the term of the concession contract, the reversible assets, rights and privileges referred to in the “caput” of this article may be transferred to the concessionaire that eventually assumes the provision of the services referred to this regulation, observing the procedures, deadlines, formalities and obligations established in the contract.

Article 20 - In accordance with the rules of administrative organization in force in the State of São Paulo, it is incumbent upon the Secretariat for Logistics and Transport to issue complementary rules necessary for the execution of this regulation.

Article 21 - ARTESP will be responsible for disciplining and supervising auxiliary activities, complementary or arising from delegated services.