

EXHIBIT 02

INTERCONNECTION SYSTEM

**SPONSORED CONCESSION OF PUBLIC SERVICES FOR CONSTRUCTION, OPERATION,
MAINTENANCE AND INVESTMENTS NECESSARY FOR THE EXPLORATION OF THE
SANTOS-GUARUJÁ IMMERSSED TUNNEL INTERCONNECTION SYSTEM**

1. PRESENTATION OF THE INTERCONNECTION SYSTEM

The INTERCONNECTION SYSTEM between the cities of Santos and Guarujá will consist of the following elements:

- TUNNEL;
- URBAN ACCESSES; and
- ACCESS BUILDINGS and other facilities intended for the operation of the system.

The INTERCONNECTION SYSTEM will be built by the CONCESSIONAIRE through the IMPLEMENTATION WORKS, which must be completed within 60 (sixty) months from the START DATE.

From the START DATE OF OPERATION, the INTERCONNECTION SYSTEM will be explored, operated and maintained by the CONCESSIONAIRE, under the terms of the AGREEMENT and EXHIBITS.

1.1 TUNNEL

The TUNNEL should provide a fast and safe connection between the two banks of the Santos Estuary, with the entrances at coordinates 23°57'27.01"S/46°18'28.27"W and 23°57'6.48"S/46°18'12.80"W, with an adjustment of up to 100 meters of this location being permitted.

The TUNNEL connecting the cities of Santos and Guarujá should follow the definitions established in EXHIBIT 7 regarding the minimum standards and characteristics required for its construction.

1.2 URBAN ACCESSES

The connection between the TUNNEL and the urban roads of the cities of Santos and Guarujá, and also with the SPA-248/055 highway, must be carried out by means of URBAN ACCESSES, which must be built by the CONCESSIONAIRE and may include devices, access ramps, extensions or conformations of existing roads built with the purpose of providing a fast and safe connection between the urban roads and the TUNNEL.

URBAN ACCESSES include not only the traffic lanes, but also shoulders, shelters, cycle paths, sidewalks, walkways, OAEs (bridges, overpasses and tunnels), trenches, drainage elements, signaling and safety devices, as well as cut and fill slopes.

URBAN ACCESSES must meet the minimum requirements defined in EXHIBIT 7.

The Flow Indicator in EXHIBIT 3 does not apply to URBAN ACCESSES.

1.3 ACCESS BUILDINGS

The ACCESS BUILDINGS must be built under the responsibility of the CONCESSIONAIRE, consisting of buildings dedicated to providing safe access for cyclists and pedestrians to the TUNNEL, so that they can use the connection between the cities of Santos and Guarujá in an integrated manner.

EXHIBIT 7 provides the minimum characteristics required for ACCESS BUILDINGS.

2. ENVIRONMENTAL LIABILITIES

The CONCESSIONAIRE must carry out, at its own expense, a detailed referenced survey of all environmental liabilities of the INTERCONNECTION SYSTEM, such as erosion, subsidence, landslides, silting, or irregular occupations in the areas intended for the implementation of the INTERCONNECTION SYSTEM, environmental mitigation and compensation measures (Law 9,985 on July 18, 2000 and CONAMA Resolution 371/2006), TCRA'S (Environmental Recovery Commitment Term), resulting from the licensing processes and/or operations in the areas, not yet completed, etc.

3. SECTIONS WITH EXCEPTIONS FROM CONSERVATION AND OPERATION OBLIGATIONS

When implementing URBAN ACCESSES, it may be necessary to build or improve the conditions of the local urban road system to ensure integration with the INTERCONNECTION SYSTEM.

If the interventions carried out by the CONCESSIONAIRE occur in segments with interferences/overlaps under the responsibility of the municipalities, and do not constitute an exclusive connection to the TUNNEL, the CONCESSIONAIRE's obligations will be restricted to the functions of implementation works (described in EXHIBIT 7 and Appendix E), and will be exempt from other conservation and operation obligations (described in EXHIBITS 3, 5, 6, 11 and Appendices A and D), considering that such segments shall be returned to the municipalities after the works are completed.