

**PROCEDURES MANUAL**

**CONCESSION OF THE REGIONALIZED PROVISION OF PUBLIC SERVICES OF  
WATER SUPPLY AND SANITATION AND COMPLEMENTARY SERVICES OF  
THE MUNICIPALITIES OF THE STATE OF RIO DE JANEIRO**

**INTERNATIONAL INVITATION TO BIDS NO. 01/2020**

SÃO PAULO, FEBRUARY 2021

B3 S.A. – BRASIL, BOLSA, BALCÃO

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## **INTRODUCTION**

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This PROCEDURES MANUAL aims to render general guidelines of complementary and informative nature to the ITB.

B3 shall report any issues deriving from its service provision to the STATE. Only the STATE may make final decisions.

B3 action is limited to technical support relating to the procedures inherent in the ITB, such as support for modeling of the dynamics; analysis of the ITB; provision of resources and locales for sessions dedicated to receiving bids and holding Public Auctions; provision of locales and other facilities required for the safekeeping of documents; support for answering BIDDERS' questions about BID SECURITIES and Public Auctions; support for analyzing BID SECURITIES and Qualification Documents; managing and returning BID SECURITIES; supporting foreclosure and settlement of BID SECURITIES, when requested by the STATE and publication of the ITB and of this PROCEDURES MANUAL on B3's website.

B3 gives no warranty that BNDES, the STATE, the BID COMMITTEE, or any BIDDERS or winning BIDDERS will fulfill any or all their obligations, accepts no liability for any material damage or loss arising from Auctions, and will act neither as central counterparty nor as a substitute for any defaulting party.

Similarly, B3 does not engage in basic activities inherent in the AUCTION or in non-delegable decision making by the public administration and the holders of this AUCTION. Such activities, which are the sole prerogative of the STATE, include controlling the participation of BIDDERS, technical visits, publications of an official or binding nature, access to the ITB and annexes, ITB clarifications, transcription of minutes, technical notes, allow examination of documents or evaluate appeals, disclose changes to timetables and deadlines, refunding of BID SECURITY posted in cash; credit, liquidity, or enforcement of BID SECURITIES; other guarantees; remediation of formal flaws; participation or qualification of BIDDERS; obligations held by the BIDDERS or winner BIDDERS; eventual shareholders agreements, delivery versus payment, credits, tag along and participation, obligations of the GRANTING POWER before the BIDDER and other phases of the auction not previewed in this manual.

## **PREVALENCE OF THE ITB**

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If there is a conflict between the provisions set forth herein and those of the ITB, that which is set forth in the ITB shall prevail.

## **DEFINITIONS AND ABBREVIATIONS**

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The definitions in this manual are same as in the ITB Chapter I – 2. Definitions. Any new term that may come to be used in this manual does not substitute or invalidate the terms used in the ITB, which shall always prevail.

## **AUCTION DOCUMENTS**

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This manual may be obtained on the the STATE's website <http://www.concessaosaneamento.rj.gov.br/> and also on B3's website <http://www.b3.com.br/licitacoes/>.

## **CLARIFICATIONS**

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At any time during the auction, any interested party may request clarification of doubts about all operational procedures described herein by sending an e-mail to [leiloes@b3.com.br](mailto:leiloes@b3.com.br) or by phone on +55 11 2565-6500.

B3 enlightens all guidance eventually provided in the context of the specialized technical advisory service do not constitute official clarifications within the legal meaning given by the article 40, VIII of the Bidding Law (Law 8666/93) and Chapter 10 – Clarifications on the ITB.

## **CHAPTER 1 – ACCREDITED PARTICIPANT**

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The BIDDER shall be represented by an ACCREDITED PARTICIPANT in procedures with B3, including if they become a winner, on B3's payment.

All BIDDERS may consult the Participant Search available on B3's website at [http://www.b3.com.br/en\\_us/products-and-services/membership/participant-search/participantes/](http://www.b3.com.br/en_us/products-and-services/membership/participant-search/participantes/).

Each ACCREDITED PARTICIPANT may only represent a single BIDDER, and each Bidder may only be represented and participate in the BIDDING through a single ACCREDITED PARTICIPANT, in each BLOCK.

### **ANNEX A - INTERMEDIATION AGREEMENT BETWEEN THE ACCREDITED PARTICIPANT AND THE BIDDER**

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To formalize this intermediation, the BIDDER shall sign a contract with an ACCREDITED PARTICIPANT, following the terms of Annex A, in this manual.

In case of CONSORTIUM, the contract may be formalized by:

- all consortium members and the ACCREDITED PARTICIPANT;
- single agreements between each consortium member and the ACCREDITED PARTICIPANT; or
- between the CONSORTIUM leading company and the BIDDING COMMISSION, on the terms of the powers granted to the consortium leading company, according to the CONSORTIUM commitment to incorporate an SPE described in the item 17.2.3 of the ITB.

The powers granted to the ACCREDITED PARTICIPANT representative will be verified on B3's system.

Should the ACCREDITED PARTICIPANT not be up to date, documentation must be provided to prove the powers necessary to the signature of Annex A on SUBMISSION 1.

The ACCREDITED PARTICIPANT may verify the up-to-date representatives by emailing [leiloes@b3.com.br](mailto:leiloes@b3.com.br) with their full names.

The timing and form for delivery of Annex A are described in this manual on Chapter 2, DATE OF RECEIPT OF SUBMISSIONS of this manual.

## **CHAPTER 2 – RECEIPT OF DOCUMENTS**

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As per item 19.3 of the ITB, must be filed in two copies:

- SUBMISSION 1 – BID SECURITY
- SUBMISSION 2 – BID PROPOSAL
- SUBMISSION 3 – QUALIFICATION DOCUMENTS

All SUBMISSIONS must be personally delivered by the ACCREDITED PARTICIPANT before the BID COMMITTEE, on the date, time and place informed in the bidding process referece schedule in item 25.1 of the ITB, in B3.

According to item 13.3, the BIDDER may participate in more than one BLOCK, as long as they file all documents required for each BLOCK.

### **FORM OF DOCUMENTS**

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All documents must:

- Contain in each SUBMISSION a pen drive with identical content in non-editable PDF format as per item 19.2 of the ITB;
- be filed in its original form and in a second simple copy, except for Bid Securities posted as bank guarantees or surety bonds which must be filed in its original form allowed bank guarantees or surety bonds with digital certificates, as per item 19.3 of the ITB;
- Contain an index and a closing page as per item 19.3 of the ITB;
- Be signed by the ACCREDITED REPRESENTATIVE as per items 19.3 and 19.4 of the ITB;
- In portuguese, as per item 19.5 of the ITB;
- Be authenticated by a Brazilian consular authority in the country of origin and translated into Portuguese by a sworn translator, in case of a foreigner BIDDER as per item 19.5.2 of the ITB;
- Following the models set out in the ITB when available, as per specific items;
- The SUBMISSIONS for each BLOCK must be filed in distinct, opaque, sealed and signed envelopes, duly identified accordingly to item 19.9 of the ITB; e
- Include certificates valid on the date of filing, which shall mean within the standard legal period of 90 days from the date of issuance, as per item 22.2 of the ITB.

### **REPRESENTATIONS BY ACCREDITED PARTICIPANTS**

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On the date of receipt of SUBMISSIONS, the BID COMMITTEE shall receive the SUBMISSIONS 1, 2 and 3.

The ACCREDITED PARTICIPANT will be responsible for the documents delivery to the BID COMMITTEE.

The powers granted to its representatives will be verified by B3 on its proper system.

If, and only if the ACCREDITED PARTICIPANT representatives' legal powers are out of date, new representation documents must be also delivered on the date of receipt of SUBMISSIONS, apart from any SUBMISSION, as long as SUBMISSION 1 shall only be opened after the duly identification the representative is vested with specific powers for this act.

The ACCREDITED PARTICIPANT may verify the up-to-date representatives by emailing [cadastro@B3.com.br](mailto:cadastro@B3.com.br) c/c [leiloes@B3.com.br](mailto:leiloes@B3.com.br) with the information of their full names for verification.

It is not necessary to be a trading operator to act as an ACCREDITED PARTICIPANT representative.



## **CHAPTER 3 – SUBMISSION 1**

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### **SUBMISSION 1 – BID SECURITY**

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The BIDDER must file in SUBMISSION 1 the following documents stated in the ITB:

- BID SECURITY, as per ANNEX II - MODEL LETTERS AND DECLARATIONS of the ITB, if bank guarantee or surety bond, or follow the procedures set forth to government bonds and cash deposit, accordingly to the ITB specific rules;
- Proof of the powers of the BID SECURITY signatories only if the issuer register on B3 is out-of-date, as per item 20.14 and specific rules below;
- Single statement, as per ANNEX II - MODEL LETTERS AND DECLARATIONS of the ITB, around the awareness of the tiebreak criteria and independent preparation of the bid;
- Annex A of the PROCEDURES MANUAL, regarding the Intermediation Agreement between the ACCREDITED PARTICIPANT and the BIDDER; and
- Power of attorney acts from the ACCREDITED BROKER, for validation of the signatures of Annex A – Intermediation Agreement between the ACCREDITED BROKER and the BIDDER, only if its representatives' powers of attorney are out of date on B3's system.

### **GENERAL RULES**

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BID SECURITIES may be posted in any of the following forms:

- Cash: deposit proof, as per the ITB;
- Government Bond: posted electronically by the institution or agent responsible for custody of bonds held by the BIDDER;
- Surety bond: policy issued by eligible insurance company accordingly to the criteria established on ANNEX II - MODEL LETTERS AND DECLARATIONS;
- Bank letter: issued by banks accordingly to ANNEX II - MODEL LETTERS AND DECLARATIONS.

All BIDDERS must deposit specific TENDER GUARANTEES to participate in the auction. Any BID SECURITIES deposited with B3 for other transactions by these ACCREDITED BROKERS or BIDDERS are not part of the auction TENDER GUARANTEES.

### **BENEFICIARY**

All the BID SECURITIES must be issued in favor of the STATE OF RIO DE JANEIRO, CNPJ/ME Nº 42.498.600/0001-71, established in Pinheiro Machado St., Guanabara Palace, Postal Code 22.231-901, Laranjeiras Neighborhood, Rio de Janeiro - RJ.

### **COMMUNICATION**

ACCREDITED PARTICIPANTS will be responsible for all communication along with

B3 on behalf of its respective BIDDER. In their turn, they must communicate with their BIDDER regarding B3's guidelines.

### CONSORTIUM

If consortium BID SECURITIES must be provided by one of its' members, considering the consortium's absence of legal personality and its' eventual rules applicable to BID SECURITIES provision.

BID SECURITIES shall be submitted as one instrument only, using the corporate name of a CONSORTIUM member; or as discrete instruments each using a corporate name of a consortium member, in such way that the sum of these reaches the maximum value.

In all cases, the BID SECURITIES shall ensure the responsibility of the CONSORTIUM, with instruments guaranteeing the participation of a CONSORTIUM member alone being prohibited. The name of the consortium, the corporate names of all Consortium members and the percentages of their stakes must be contained in the description of the surety bond, in the performance bond and/or be communicated in the case of Federal Government Bonds.

### INVESTMENT FUNDS

Investment funds must issue their securities on behalf of the fund administrator or manager, as per item 20.9 and the articles of incorporation/regulations.

### CURRENCY AND VALUE

As defined in item 20.1 of the ITB, the BIDDERS must issue their BID SECURITIES in BRL, as per the following amounts:

- BLOCK 1: R\$ 76,621,940.40 (seventy-six million, six hundred and twenty-one thousand, nine hundred and forty BRL and forty cents);
- BLOCK 2: R\$ 43,628,067.14 (forty-three million, six hundred and twenty-eight thousand, six hundred and sixty-seven BRL and fourteen cents);
- BLOCK 4: R\$ 169,745,530.83 (one hundred and sixty-nine million, seven hundred and forty-five thousand, five hundred and thirty BRL and eighty-three cents); and
- BLOCK 3: R\$ 41,511,481.48 (forty-one million, five hundred and eleven thousand, four hundred and eighty-one BRL and forty-eight cents).

### TERM

Equal or greater than 180 (one hundred eighty) days, as the date scheduled for SUBMISSIONS deliver. It is, from 04/27th/2021 to 10/23rd/2021 as per the ITB.

Accordingly to item 19.4 of the Circular 477/2013 issued by the Superintendence of Private Insurance - SUSEP, all surety bonds shall consider the 24 hours of the minimum term required. There must be included 1 (one) day to the initial term regarding the chosen modality. In this case, the initial date must be **04/26th/2021**.

If necessary, the BIDDER shall extend the validity period of the BID SECURITY for the equal period of 180 (one hundred eighty) days before its expiration.

### SPECIFICATIONS AND MAINTENANCE

B3 may review the specifications of the BID SECURITY if it judges that any of them have suffered or will suffer deterioration of value or quality, including the issuers' specific criteria, so B3 may recommend to the BIDDING COMMITTEE the BID SECURITY to be altered or replaced in order to comply to the ITB. In this case, B3 shall inform the BID COMMITTEE, which will establish a time frame so that the BIDDER must enhance or replace the BID SECURITY, pursuant the provisions of the BID SECURITY.

### DEPLOYMENT

B3 shall only deploy BID SECURITIES accordingly to a formal and express order from the BID COMMITTEE.

### WITHDRAWAL

All deposited BID SECURITIES under B3's custody, it is, all modalities except cash, shall be withdrawn from B3 to ACCREDITED PARTICIPANTS or may B3 communicate the ACCREDITED PARTICIPANT about the withdrawal in case the BID SECURITY is a surety bond which is provided of digital certificate.

B3 shall not be responsible for the withdrawal of BID SECURITIES deposited in the modality of cash. In this case, a withdrawal letter shall be required directly to the BID COMMITTEE.

### ENFORCEMENT

The BID COMMITTEE shall enforce the BID SECURITIES, with operational support from B3, in all cases established in the ITB.

Whenever the conditions therein being met, the BID COMMITTEE shall exercise the prerogative of enforcing the BID SECURITIES, regardless other penalties foreseen in law and in the ITB.

### EXTENSION OF VALIDITY PERIOD

In case of extension of validity period, BID SECURITIES shall be replaced by another valid document or amended.

The BIDDER must provide the BID SECURITY maintenance up to 10 (ten) working days before the expiration of its term, regardless any notification by the BID COMMITTEE.

### REPLACEMENT

After the deadline for delivering BID SECURITIES, they can be modified or replaced by other accepted guarantees, as provided for herein and in the ITB, only if specifically

and expressly authorized by the BID COMMITTEE or at the renewal and for recomposition of their value and enforceability.

B3 will only withdraw replaced BID SECURITIES after their substitutes have been duly posted and accepted by the BID COMMITTEE.

## **CASH DEPOSIT**

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BIDDERS that opt to deposit BID SECURITIES in cash will not do so in B3 and shall include in their SUBMISSION 1 a letter as per Model no. 01 - PRESENTATION LETTER OF BID SECURITY IN CASH DEPOSIT.

The BID SECURITY must be provided by the payment of a payment slip issued on the GRE website at [www.fazenda.rj.gov.br](http://www.fazenda.rj.gov.br).

The beneficiary's copy or cashier's check must be included on SUBMISSION 1 for further analysis by the BID COMMITTEE, which shall decide about its' regularity, as per item 19.13 of the ITB.

## **TÍTULOS DA DÍVIDA PÚBLICA**

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The following bonds shall be accepted, as per the ITB:

- Treasury Notes (National Treasury Bills – LTN);
- SELIC Treasury (Financial Treasury Bills – LFT);
- National Treasury Notes Principal Series B (NTN-B Principal);
- National Treasury Notes Series B (NTN-B);
- National Treasury Notes Series C (NTN-C); and
- National Treasury Notes F Series (NTN-F).

The BIDDER must also include in their SUBMISSION 1 a letter issued as per Model no. 02 - LETTER OF PRESENTATION OF BID SECURITY IN GOVERNMENT BONDS.

## **TRANSFER AND DEPOSIT**

This procedure consists on transfer from the custody account to B3's custody account for bookentry blocking. The BIDDER shall request the Financial Institution to which its securities position in SELIC is linked to arrange the transfer together with the system, to B3. The financial institution that has a securities position is not necessarily the ACCREDITED PARTICIPANT contracted by the BIDDER as an auction representative. Due to SELIC deadlines shall only be admitted as BID SECURITIES the bonds which are under B3's custody in the Deadline to Receive Documents. Relevant information:

- The securities must be transferred by the Financial Institution through a “non-cash transaction” denominated “1023” in the Special Settlement and Custody System (SELIC);
- Operated via SELIC;
- Transfer to B3’s guarantee account;
- Allocation on “others” modality;
- A financial institution shall execute the command of transfer; and
- B3 will provide the match when identified the bonds entry on SELIC for further confirmation of the deposit on B3’s guarantee system named NGA.

B3 requires the following information:

- Bonds identification;
- Corporate name and code of the intermediate broker, in which the BIDDER holds its securities position; and
- BIDDER’s customer code and account code in B3’s NGA collateral system. The abovementioned information may be obtained along with the financial institution’s backoffice.

The blockage may be confirmed by the financial institution at <https://clearing3.bvmfnet.com.br/Garantias/>.

## VALUATION

The Federal Government Bonds transferred to B3’s collateral account will undergo daily valuation, as defined by the Finance Ministry and calculated by B3.

B3 shall inform BID COMMITTEE, at any time, of the need to replace security positions to retain unchanged the value required by the ITB.

## **SURETY BOND**

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If surety bond is the chosen modality, the policy must be contained on SUBMISSION 1 along with a letter as per Model no. 02 - LETTER OF PRESENTATION OF BID SECURITY IN GOVERNMENT BONDS.

Insurance bonds shall be accepted if:

- Issued by insurance companies;
- The policy designates the STATE as the beneficiary;

- The clauses of ANNEX II - MODEL LETTERS AND DECLARATIONS are observed;
- The policy designates the consortium members, if applicable;
- Issued by duly constituted consortium member with a legal identity, if CONSORTIUM;
- Follow strictly the established on SUSEP Circular nº 477, of September 30, 2013 and all existent conditions stipulated by Superintendence of Private Insurance (SUSEP);
- Clauses are not added in order to exempt the BIDDER or the Insurance Institution from their responsibilities, except those already existent on the sample from SUSEP Circular nº 477 of September 30, and further alterations;
- If digitally signed, there are means of validation;
- If signed by hand, the signature is duly notarized; and
- The policies are digitally certified and subject to authenticity validation on the insurance company's website or SUSEP's.

## **BANK LETTER**

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If bank letter is the chosen modality, the letter must be contained on SUBMISSION 1.

Bank letters will be accepted if:

- The issuer is a commercial bank, investment bank or a universal bank authorized to operate in Brazil, pursuant to Brazilian legislation or the internal rules of the financial sector;
- The bank complies with the prohibitions of the National Monetary Council regarding debt limits and risk diversification;
- The clauses of Model n. 3 of ANNEX II - MODEL LETTERS AND DECLARATIONS are observed;
- No clauses are added exempting the Proponent from its' responsibilities;
- Signatures of the legal representatives are notarized;
- Signed by two witnesses;
- Containing the initials of the legal representatives on the obverse side and any other nonsigned pages;

- Delivered in its' original version, being any copies forbidden; and
- The bank makes use of Embratel's EMVIA system so that B3 can verify the authenticity of the letter.

### REGISTRATION OF THE ISSUER BANK

For proof of the powers of the guarantee signatories, the BIDDERS shall proceed as follows. Banks that have up-to-date registration with B3 do not need to submit supporting documentation of representation.

Should the Surety Letter issuing bank not be registered or should its register be out-of-date, it must submit the following documents preferably within 10 (ten) business days before the date scheduled for receipt of SUBMISSIONS 1, 2 and 3:

- Current Corporate Bylaws/Articles of Association, allowed certificates issued by the comercial registry;
- Minutes of the election of the present executive board; and
- Validation proxies, which must contain explicit authorization for the signature/issuance of letters of guarantee enforcement/placing.

The documents must be submitted (i) by email to [cadastro@B3.com.br](mailto:cadastro@B3.com.br) c/c [leiloes@b3.com.br](mailto:leiloes@b3.com.br) if digitally certified or in their original/certified copy to:

B3

Care of CADASTRO

275 XV DE NOVEMBRO ST. – GENERAL PROTOCOL CENTRO (DOWNTOWN)

SÃO PAULO, SP, BRASIL

POSTAL CODE 01013-001

### SUBMISSION 1 ANALYSIS

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Right after the date scheduled for receipt of SUBMISSIONS, all SUBMISSIONS 1 shall be privately analyzed.

The analysis will be done jointly by BID COMMITTEE and B3, but the decision making competes exclusively to the BID COMMITTEE. The analysis result shall be proclaimed by the BID COMMITTEE which may promote actions to solve any failures that may be necessary for the submitted documents regularization, including through B3.

## **CHAPTER 4 – PUBLIC SESSION FOR OPENING OF SUBMISSION 2**

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### **SUBMISSION 2 OPENING AND PROPOSAL ORDERING**

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The public session shall observe the BLOCKS order established in the item 27.1.1 of the ITB, it is: 1, 2, 4 and 3.

Shall only be contained on each SUBMISSION 2 the COMMERCIAL TENDER, elaborated accordingly to ANNEX III – MODEL BID.

In the public session the SUBMISSIONS 2 already submitted in the date scheduled for the SUBMISSION receipt will be individually opened for further proposal ordering, eventual outcry session by the ACCREDITED PARTICIPANTS operators and tie-breaking criteria.

### **QUALIFIED BIDDERS**

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The BIDDERS that meet all requirements as set forth in the ITB and in this manual and thus acknowledged by the BID COMMITTEE, shall be considered suitable for participating the public session.

### **GENERAL RULES**

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The public session shall be conducted by B3 on its' facilities, on behalf of the BID COMMITTEE, on the date, time and place described in the ITB schedule.

The session shall be broadcasted live at its beginning on [www.tvB3.com.br](http://www.tvB3.com.br).

All BIDDERS must be represented before B3 by their respective ACCREDITED BROKERS.

Each ACCREDITED PARTICIPANTS may e-mail [leiloes@b3.com.br](mailto:leiloes@b3.com.br) indicating all BIDDER members who will participate the auction and access the restricted area by the pulpit, until the second labor day before the public session.

The access to the restricted area shall be controlled in order to grant the duly isonomy, secrecy of all communications and comfort during the public session.

### **DYNAMICS**

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The DIRECTOR OF THE SESSION designated by B3 shall initiate the public session by informing all dynamics' procedure for the clear understanding of everyone, accordingly to the ITB.

The public session shall begin with the opening of SUBMISSIONS 2, analysis, ranking of all COMMERCIAL BIDS contained on the opened SUBMISSIONS 2, eventual outcry bids, tie-break and BID ratification, if there should have any outcry bids.

The DIRECTOR OF THE SESSION shall request from the BID COMMITTEE the SUBMISSIONS 2 – BIDS of each suitable BIDDERS.



The DIRECTOR OF THE SESSION shall read aloud the FIXED CONCESSION FEE offered by the BIDDER, which will be input on B3's system for disclosure.

## **INFORMATION DISCLOSURE**

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After disclosed, the proposals shall be ordered in descending sequence of higher FIXED CONCESSION FEE.

### **1. OUTCRY SESSION**

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As per item 27.6 and following of the ITB, an open outcry session shall occur if there should be BIDS up to 20% (twenty percent) lower as the written BID ranked as the best classified in first place.

Outcry bids must attend to the following criteria to be deemed valid:

- (a) each bid shall increase the value of the BID of the highest value at the time of making a bid, no intermediate or identical bids are allowed;
- (b) respect the minimum value of variation to be defined by the DIRECTOR OF THE SESSION, according to the decision of the BID COMMITTEE, which variation will have as reference the greatest BID given so far.

All ACCREDITED BROKERS' operator must intermediate the outcry bids to the DIRECTOR OF THE SESSION, which may be done freely until this phase is over with a maximum time between bids of 10 (ten) minutes.

### **TIE BREAK**

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If there are identical written BIDS, the BID COMMITTEE shall verify the tie-break criteria previously stated on proper declaration within SUBMISSION 1 of each BIDDER, accordingly to the tie-break rule established on article 3, 2nd paragraph of Federal Law n. 8.666/93 and if the tie persists, it shall be solved by raffle, as per the rule established on article 45, 2nd paragraph of Federal Law n. 8.666/93.

### **2. FINAL RESULT**

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The BIDDER who offers the greater FIXED CONCESSION FEE, in descending sequence, shall be ranked in first place.

In case an open outcry phase is opened and no BIDDERS make a new BID, the greater written bid shall be proclaimed the best classified.

Should there be outcry bids, all BIDDERS must ratify their final bids by providing their signature on the ratification instrument issued by the BID COMMITTEE, with the signature of the respective ACCREDITED REPRESENTATIVES.

The ACCREDITED REPRESENTATIVES must be present to sign the abovementioned document and must come before the BID COMMITTEE being dispensed the ACCREDITED PARTICIPANTS.

Following all previous procedures, the best classified BIDDER on the public session shall be proclaimed by the Session Director on behalf of the BID COMMITTEE and if there should be any BIDDERS show offered outcry bids, they must ratify their final proposals through the signature of proper term to be issued by the BID COMMITTEE.

## **CHAPTER 5 – QUALIFICATION DOCUMENTS**

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### **ANÁLISIS OF QUALIFICATION DOCUMENTS**

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After proclaimed the result of the BIDS, the SUBMISSION 3 handed by the best classified BIDDER in each BLOCK shall be opened.

All documents contained in SUBMISSION 3 shall be privately analyzed.

B3 does not analyze technical qualification documents or criteria.

After the duly verification of the submitted documents B3 will hand a non-binding report to the BID COMMITTEE to further evaluation and eventual promotion of actions to clarify or complement failures and defects of formal nature.

The BID COMMITTEE shall decide about the regularity of the best classified BIDDER.

Concluded the analysis of the best classified BIDDER's SUBMISSION 3, the BID COMMITTEE shall pronounce and disclosure its decision about the analysis result.

In case of ineligibility of the best classified BIDDER, the others shall be called accordingly to its' ranking for analysis of their SUBMISSIONs 3 until one of them may comply to all requirements of the ITB.

### **SUBMISSION 3**

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The general documents must be submitted by all types of BIDDERS besides the specific documents appropriate for each type, as provided in Annex B.

## **CHAPTER 6 – B3 FEE**

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### **B3 FEE HOMOLOGATION AND FEE**

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After the homologation act is published, B3 shall issue a bank collection slip to the ACCREDITED PARTICIPANT representing the best classified BIDDER in each BLOCK in the value of BRL 312.560.02 (three hundred and twelve thousand, five hundred and sixty BRL and two cents), which must be paid within 15 (fifteen) days as of its issue but unfailingly before the CONTRACT signature.

B3 fee will be reviewed in line with the variation of IBGE's broad consumer price index – IPCA as per item 30.2.6 of the ITB, in case the payment is made after one year as the database of November/2020.

The CONTRACT signature shall only occur after the aforementioned payment validation by B3 which shall be reported to the BID COMMITTEE.

## **ANNEX A - INTERMEDIATION CONTRACT BETWEEN THE BIDDER AND THE ACCREDITED BROKER**

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This document is available in the Portuguese version of this MANUAL as it must be submitted in Portuguese within SUBMISSION 1, as per item 17.2 of the BID NOTICE.

## **ANNEX B – QUALIFICATION DOCUMENTS**

All SUBMISSIONS 3 must contain all QUALIFICATION DOCUMENTS, accordingly to the formal criteria and up-to-date.

Besides the documents applicable to all types of BIDDERS, each BIDDER or member of CONSORTIUM must include in SUBMISSION 3 specific documents accordingly to their respective nature.

### ALL TYPES OF BIDDERS:

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>DECLARATIONS</b>	<b>TECHNICAL QUALIFICATION</b>
<b>ALL TYPES OF BIDDERS</b>	in the case of a sole proprietorship, the presentation of the certificate of incorporation of the BIDDER. Item 22.5.1 of the BID NOTICE.	In the event the BIDDER is a limited company, it shall present a clearance certificate regarding bankruptcy, judicial and extrajudicial reorganization, issued by the court distributor of the district (Civil Courts) where the company is headquartered, dated, at most, ninety (90) days prior to the date of the public session. Item 22.10.1 of the BID NOTICE.	Proof of registration in the Brazilian Corporate Taxpayers' Registry – CNPJ. Item 22.12.1 of the BID NOTICE.	Declaration of full compliance with the qualification requirements. Item 22.13.1 of the BID NOTICE.	As per item 22.11 and the following of the BID NOTICE.

LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	DECLARATIONS	TECHNICAL QUALIFICATION
<p>in the case of limited companies, presentation of articles of incorporation, bylaws or articles of association of the BIDDER, as effective at the time, accompanied of certification of the acting officers, or the respective instrument of consolidation of the current bylaws or of articles of association with any amendments, duly registered with the trade registry of the place of its registered office, and, in the case of joint stock companies, accompanied by documents evidencing the election of the acting officers. Item 22.5.2 of the BID NOTICE.</p>	<p>BIDDERS shall submit, together with the required clearance certificates, a statement issued by the court of the district of their registered office, stating which Notary Public or Registry Offices control the distribution of bankruptcy and judicial reorganization requests. Item 22.10.1.1 of the BID NOTICE.</p>	<p>Proof of registration in the taxpayer registry of the state and municipality of the BIDDER's registered office, relevant to its activity or, if the BIDDER is not registered, the appropriate declaration of such situation, under the penalties of law. Item 22.12.2. of the BID NOTICE.</p>	<p>Declaration that it is aware of all information and local conditions for the compliance with the obligations, object of this BIDDING PROCESS. Item 22.13.2 of the BID NOTICE.</p>	
<p>in the case of simple companies, presentation of the articles of incorporation of the BIDDER and all its current and subsequent amendments, duly registered with the Civil Registry Office of Legal Entities, accompanied by a document that lists the current management.</p>		<p>Proof of good standing before the State Treasury of the domicile or registered office of the BIDDER, upon presentation of the state tax debt clearance certificate or liability certificate with clearance effects, or, if the BIDDER is not registered, relevant proof of this situation. Item 22.12.3 of the BID NOTICE.</p>	<p>Declaration on the absence of ineligibility factors for its participation in the BIDDING PROCESS. Item 22.13.3 of the BID NOTICE</p>	

LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	DECLARATIONS	TECHNICAL QUALIFICATION
Item 22.5.3 of the BID NOTICE		<p>Proof of good standing before the Municipal Treasury as to the municipal taxes, relative to the domicile or registered office of the BIDDER, upon presentation of the clearance certificate or liability certificate with clearance effects, or, if the BIDDER is not registered, relevant proof of this situation. Item 22.12.4 of the BID NOTICE.</p> <p>Proof of fiscal good standing before the National Treasury, upon presentation of the federal tax and federal outstanding debt clearance certificates or liability certificates with clearance effects, covering taxes managed by the IRS, federal outstanding debts managed by the Office of the Prosecutor General of the National Treasury-PGFN and social contributions provided for in items "a" to "d" of the sole paragraph of article 11 of Law 8,212/91 item 22.12.5 of the BID NOTICE.</p> <p>Certificate of good standing before the Severance Premium Reserve Fund - FGTS Item 22.12.6 of the BID NOTICE.</p> <p>Clearance Certificate of Labor Debts - CNDT, or Debt Certificate with the same effects of the CNDT, pursuant to Title VII-A of the Consolidation of Labor Laws - CLT. Item 22.12.7 of the BID NOTICE.</p>		



	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	DECLARATIONS	TECHNICAL QUALIFICATION
			Declaration that it is in good standing before the Ministry of Labor, in compliance with the prohibitions established in article 7, item XXXIII, of the Federal Constitution, which are the prohibition of night work, dangerous or unhealthy work to minors under eighteen years of age and of any work to minors under sixteen years of age, except as apprentice, from fourteen years of age and up. Item 22.12.8 of the BID NOTICE.		

#### CONSORTIUM

Beyond the general documents applicable to all types of BIDDERS, CONSORTIUMS must submit the following documents:

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	THECNICAL QUALIFICATION
CONSORTIUM	In the case of a CONSORTIUM, the BIDDER shall submit the instrument of incorporation of the consortium or the Commitment to Incorporate an SPE. Item 22.9 of the BID NOTICE.	each of its members in proportion to their participation in the CONSORTIUM, shall declare that it has or has the capacity to obtain sufficient financial resources, such as loans, to meet the obligations of investing own and third-party resources necessary to perform the object of this Concession, in accordance with ANNEX II - MODEL LETTERS AND DECLARATIONS. Item 22.10.4 of the BID NOTICE.		

#### FOREIGNER BIDDERS

Foreign BIDDERS must submit all documents equivalent to the documents required for the Brazilian BIDDERS and, in addition, the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>THECNICAL QUALIFICATION</b>	<b>DECLARATIONS</b>
<b>FOREIGNER BIDDERS</b>	power of attorney granted to the legal representative in Brazil, with express powers to receive summons and to answer administratively and judicially for its acts, as per the model in ANNEX II - MODEL LETTERS AND DECLARATIONS . Item 24.1 (a) of the BID NOTICE.				declaration of submission to the legislation of the Federative Republic of Brazil and waiver of any claims through diplomatic channels, as per the model in ANNEX II - MODEL LETTERS AND DECLARATIONS. Item 24.1 (b) of the BID NOTICE.
	presentation of a Decree of authorization and certificate of registration or authorization for operation issued by the competent body, in the case of a foreign company or company operating in the country . Item 22.5.4 of the BID NOTICE.				

### INVESTMENTS FUNDS

Beyond the general documents applicable to all types of BIDDERS, investment funds must submit the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>THECNICAL QUALIFICATION</b>
<b>INVESTMENTS FUNDS</b>	certificate of registration of the investment fund with the Securities and Exchange Commission, created by Federal Law 6.385/76. Item 22.8 (a) of the BID NOTICE.	clearance or liability certificate with clearance effects on bankruptcy of the fund management company and manager of the fund, issued by the registry office(s) of distribution of the district of its registered office, dated at most 90 (ninety) days prior to the date of the BID opening session. Item 22.10.3 of the BID NOTICE.		
	articles of incorporation with last amendment filed with the competent body. Item 22.8 (b) of the BID NOTICE.			

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>THECNICAL QUALIFICATION</b>
	<p>regulations and amendments, if any, duly registered with the Titles and Documents Registry Office 31 or with the Securities and Exchange Commission, pursuant to Circular Letter CVM/SIN 12/19</p> <p>Item 22.8 (c) of the BID NOTICE.</p>			
	<p>certificate of registration of the fund management company and, if any, of the manager of the investment fund before the Securities and Exchange Commission.</p> <p>Item 22.8 (d) of the BID NOTICE.</p>			
	<p>evidence of election of the fund management company's representatives.</p> <p>Item 22.8 (e) of the BID NOTICEL.</p>			
	<p>proof that the investment fund is duly authorized by its shareholders to participate in the bidding process, by means of an authorization pursuant to the investment policy of the fund as described in its regulations, and that its fund management company may represent it in all acts and for all the purposes of the BIDDING PROCESS, assuming, on behalf of the investment fund, all obligations and rights arising therefrom.</p> <p>Item 22.8 (f) of the BID NOTICEL.</p>			
	<p>proof that the fund management company and the fund are not in process of receivership, by means of a certificate issued by the court distribution registry office of its headquarters, or in extrajudicial liquidation, by means of proof obtained in consultation with the website of the Central Bank of Brazil..</p> <p>Item 22.8 (g) of the BID NOTICEL.</p>			

**THE PENSION FUND ENTITY**

Beyond the general documents applicable to all types of BIDDERS, open or closed supplementary pension entities must submit the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>THECNICAL QUALIFICATION</b>
<b>THE PENSION FUND ENTITY</b>	present proof of express and specific authorization regarding the incorporation and operation of the pension fund entity, granted by the competent supervisory body. Item 22.7 of the BID NOTICE.	declaration stating that the plans and benefits managed by it are not under liquidation or intervention of the Superintendence of Private Insurance (SUSEP) of the Ministry of Finance or National Superintendence of Complementary Social Security (PREVIC) of the Ministry of Social Security. Item 22.10.2 of the BID NOTICE.		

**FINANCIAL INSTITUTION**

Beyond the general documents applicable to all types of BIDDERS, financial institutions must submit the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>FINANCIAL QUALIFICATION</b>	<b>TAX REGULARITY</b>	<b>THECNICAL QUALIFICATI ON</b>
<b>FINANCIAL INSTITUTION</b>	present the authorization certificate to operate as a financial institution, issued by the Central Bank of Brazil (BACEN). Item 22.6 of the BID NOTICE.			