

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**AUCTION No. 01/2018**

**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF**  
**NORTHEAST, MIDWEST, AND SOUTHEAST BLOCKS OF AIRPORTS**

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**Summary**

PREAMBLE.....	4
CHAPTER I – OPENING PROVISIONS.....	4
Section I – Definitions .....	4
Section II - Purpose .....	10
Section III – Access to the Notice .....	12
Section IV – Clarifications on the Notice.....	14
Section V – Technical Visits .....	14
Section VI – Objection to the Notice.....	15
Section VII – General Provisions .....	15
CHAPTER II - SPECIAL BIDDING COMMISSION .....	17
CHAPTER III – PARTICIPATING IN THE AUCTION .....	17
Section I – Participation of Foreign Companies .....	18
Section II – Consortium Participation .....	19
Section III - Limitations to Participation.....	20
CHAPTER IV - DOCUMENTATION .....	21
Section I – Preliminary Statements.....	22
Section II - Representatives .....	23
Subsection I – Accredited Representatives.....	23
Subsection II – Accredited Brokers .....	24
Section III – Bid Bond .....	25
Section IV – Economic Proposal.....	27
Section V – Qualification.....	29
Subsection I – Legal Qualification .....	30
Sub-section II – Economic and Financial Capacity .....	31
Subsection III – Tax and Labor Good Standing.....	31
Subsection IV – Technical Qualification .....	32
CHAPTER V – STAGES OF THE AUCTION .....	34
Section I - Presentation of Documents .....	34
Section II – Analysis of Preliminary Statements, Representation Documents and Bid Bond .....	36

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Section III - Auction Session .....	36
Section IV – Analysis of Other Documents.....	38
Section V – Administrative Appeal.....	39
Section IV – Approval of the Auction and Concession .....	40
Section VII – Schedule of Events .....	40
CHAPTER VI – CONCESSION AGREEMENT.....	42
Section I – Obligations Prior to Execution of the Agreement .....	42
Section II – Execution of the Concession Agreement .....	46
Section III – Concession Agreement’s General Provisions .....	47
CHAPTER VII - PENALTIES .....	47
CHAPTER VIII – FINAL PROVISIONS .....	48

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**PREAMBLE**

The Federal Government, through the **National Civil Aviation Agency (ANAC)**, an independent agency linked to the Ministry of Transportation, Ports and Civil Aviation, makes public through this NOTICE OF AUCTION No. 01/2018, the conditions for the bidding process, in the form of auction with inversion of phases, as described in Chapter V - Auction Phases, to be awarded based on the highest Initial Contribution offer, in order to select the best bids which will be awarded public service concession agreements for expansion, maintenance and operation of the Airports of the **Northeast Block** (Recife International Airport/Guararapes - Gilberto Freyre (SBRF), Maceió Airport/Zumbi dos Palmares (SBMO), Santa Maria Airport - Aracaju (SBAR); Presidente Castro Pinto Airport - João Pessoa (SBJP), Juazeiro do Norte Airport - Orlando Bezerra de Menezes (SBJU), Presidente João Suassuna Airport - Campina Grande (SBKG)), **Midwest Block** (Marechal Rondon Airport - Cuiabá (SBCY), Maestro Marinho Franco Airport - Rondonópolis (SBRD), Piloto Osvaldo Marques Dias Airport - Alta Floresta (SBAT), Presidente João Batista Figueiredo Airport - Sinop (SWSI), Barra Do Garças Airport (SBBW), and **Southeast Block** (Vitória Airport - Eurico De Aguiar Salles (SBVT), and Macaé Airport (SBME).

The aforementioned Airports were included in the National Privatization Program (PND), pursuant to Federal Decree No. 9180, of October 24, 2017. The privatization and concession conditions and procedures are based on Federal Decree No. 7624, of November 22, 2011, which sets forth the conditions for operation of the airport infrastructure by private entities under a concession agreement, and in accordance with Decision No. 14/2017, of August 23, 2017, of the Investment Partnerships Program Council (CPPI).

This Auction is also governed by the rules defined in this Notice of Auction and its Attachments, the Federal Law No. 9.491, of September 9, 1997, No. 8.987, of February 13, 1995, and, supplementary, by Federal Law No. 8.666 of June 21, 1993, and other prevailing rules on the matter.

This bidding process was preceded of a Public Hearing, under the terms of article 39, of Federal Law No. 8666, of June 21, 1993, duly disclosed at [www.anac.gov.br](http://www.anac.gov.br) and Federal Official Gazette No. \_\_\_\_\_, whose sessions to be attended in person on June \_\_, 2018, in the city of Brasília/Federal District; June \_\_, 2018, in the city of Recife, state of Pernambuco; June \_\_, 2018, in the city of Cuiabá; and on June \_\_, 2018, in the city of Vitória, state of Espírito Santo.

**CHAPTER I – OPENING PROVISIONS**

**Section I – Definitions**

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

1.1. For the purposes of this Notice, with no adverse impact on the other definitions herein provided, the terms and expressions below shall have the following meaning:

- 1.1.1. **Awardee:** The winning bidder of the bidding process;
- 1.1.2. **Airports:** The Airports included in the aforementioned Blocks, which are the subject matter of this bidding process, as specified in item 1.1.6.
- 1.1.3. **ANAC:** National Civil Aviation Agency (*“Agência Nacional de Aviação Civil”*), a decentralized Federal Government entity, subject to the rules applicable to special independent agencies, established by Federal Law No. 11182 of September 27, 2005
- 1.1.4. **Attachment to the Agreement:** each of the Attachments to the Concession Agreement;
- 1.1.5. **Attachments:** each of the documents attached to the Notice, followed by its name;
- 1.1.6. **Block of Airports:** each of the Block of Airports included in this bidding process, in an aggregate manner, as defined below:

1.1.6.1. Northeast Block:

1.1.6.1.1. International Airport of Recife/Guararapes – Gilberto Freyre;

1.1.6.1.2. Maceió Airport – Zumbi dos Palmares;

1.1.6.1.3. Santa Maria International Airport – Aracaju;

1.1.6.1.4. Campina Grande Airport – Presidente João Suassuna;

1.1.6.1.5. João Pessoa International Airport – Presidente Castro Pinto;

1.1.6.1.6. Juazeiro do Norte Airport – Orlando Bezerra Menezes.

1.1.6.2. Midwest Block:

1.1.6.2.1. Cuiabá International Airport - Marechal Rondon

1.1.6.2.2. Rondonópolis Airport;

1.1.6.2.3. Alta Floresta Airport;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.1.6.2.4. Sinop Airport – Presidente João Figueiredo;
- 1.1.6.2.5. Barra do Garças Airport.
- 1.1.6.3. Northeast Block:
  - 1.1.6.3.1. Vitória Airport – Eurico de Aguiar Salles;
  - 1.1.6.3.2. Macaé Airport.
- 1.1.7. **Affiliates:** companies under significant influence of another company. Significant influence exists when the investor holds or exercises the power to participate in the financial policy or operational policy decisions of the investee without controlling it. Significant influence is presumed when the investor holds twenty percent (20%) or more of the voting capital of the investee, without controlling it.
- 1.1.8. **Special Bidding Committee:** Committee set up by ANAC which will be responsible for conducting the Auction procedures, as well as examining and judging all documents;
- 1.1.9. **Airport Complex:** the Concession area, consisting by the airport site, according to the Airport that is the subject of the Concession and as described in Attachment 2 to the Concession Agreement - Airport Operation Plan (PEA), for every airport, including right-of-way strips, buildings and land, as well as the areas occupied by operational, administrative and commercial facilities related to the Concession;
- 1.1.10. **Concession:** concession of public service under Federal Law No. 8.987, of February 13, 1995, the scope of which is the expansion, maintenance and operation of the Airport under the Agreement;
- 1.1.11. **Concessionaire:** special purpose entity responsible for performing the Agreement, established as a joint stock company by the Awardee for the Concession of each Airport, according to Brazilian laws, with headquarters and management in Brazil;
- 1.1.12. **Consortium:** Block of bidders, jointly liable for the obligations arising from this bidding process, and bound by the Commitment Agreement for the Establishment of a Special Purpose Entity, in the form of Attachment 20 - MODEL FOR THE TERM OF COMMITMENT FOR THE INCORPORATION OF A SPECIAL PURPOSE COMPANY SPE;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.1.13. **Agreement:** the Concession Agreement (contract) to be entered into between the Awarding Authority and the Concessionaire; in accordance with Attachment 24 - Draft Concession Agreement;
- 1.1.14. **Contribution to the System:** total amount to be paid by the Concessionaire to the National Civil Aviation Fund - FNAC (“Fundo Nacional de Aviação Civil”), consisting of the Fixed Contribution and the Variable Contribution, under the terms of the Agreement;
- 1.1.15. **Initial Contribution:** Initial amount payable by the Concessionaire, corresponding to the offer made in the Auction, which is the subject matter of this Notice;
- 1.1.16. **Subsidiary:** a company in which the Parent, directly or through other subsidiaries or affiliates, holds membership rights that entitle it, on a permanent basis, to the majority of votes in corporate resolutions and the power to elect the majority of the officers of the company, and effectively uses its power to direct the corporate activities and guide the operation of the company’s bodies;
- 1.1.17. **Parent:** an individual or legal entity, or a Block of persons bound by a voting trust agreement, or under common control, that
- 1.1.17.1. holds partner rights permanently ensuring the majority of votes in general meetings, and the power to elect most of the company’s managers; and
- 1.1.17.2. effectively uses its power to manage the company activities and guide the activities of its bodies.
- 1.1.18. **Concessionaire’s Control:** ownership of at least fifty percent (50%) plus one of the shares of voting capital stock of the Concessionaire or other criterion that may be regulated by ANAC;
- 1.1.19. **Accredited Broker:** brokerage firm qualified under Brazilian law and authorized to operate on (Auction organizing entity) and engaged by the Bidder to represent it in all acts related to the Auction before (Auction organizing entity);
- 1.1.20. **Qualification Documents:** set of documents listed in the Notice, to be compulsorily submitted by the Bidders and Consortium members, as applicable, in order to demonstrate their legal, tax and financial good standing and technical qualification;
- 1.1.21. **Notice:** this document which sets out the rules of the Auction;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.1.22. **Consortium Leader:** : a company designated by the participating Bidder, as a member of a consortium, as responsible before the Awarding Authority for the performance of the Bidder's obligations hereunder, without prejudice to the joint and several liability of the other consortium members;
- 1.1.23. **Airline Companies** domestic or foreign legal entities duly authorized to perform scheduled or non-scheduled air transport services, for profit, of passengers, mail and/or cargo;;
- 1.1.24. **FNAC:** National Civil Aviation Fund (*"Fundo Nacional de Aviação Civil"*), of accounting nature, created by Law No. 12.462, of August 5, 2011, for the allocation of funds to the civil aviation system, linked to the Ministry of Transportation, Ports and Civil Aviation;
- 1.1.25. **Performance Bond:** security for the performance of the obligations under the Agreement to be provided by the Concessionaire, and which may be enforced by ANAC in the events provided for in the Agreement
- 1.1.26. **Bid Bond:** financial guarantee provided by the Bidders, which may be enforced by the Awarding Authority pursuant to the Notice;
- 1.1.27. **Infraero:** Brazilian Airport Infrastructure Company, a federal state-owned company created by Federal Law no. 5.862, of December 12, 1972;
- 1.1.28. **Auction:** a type of bidding for the selection of the Bidder who will be the Concessionaire responsible for performing the services that are the subject of the Concession;
- 1.1.29. **Auction Procedures Manual:** document containing guidelines, rules and sample documents for the procedures for providing the Bid Bond and for the Public Auction Session;
- 1.1.30. **Airport Operator:** Legal entity directly operating an' airport, its controlling entities or subsidiaries, as well as the wholly-owned subsidiaries of the referred to legal entities;
- 1.1.30.1. The following also falls within the definition of item 1.1.30:
- 1.1.30.1.1. a legal entity that owns twenty percent (20%) or more of the common shares in a company that operates an airport directly, or



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

its Parent, and which, through a shareholders' agreement, participates in the control of such operator or its Parent; and

1.1.30.1.2. a legal entity established in other legal forms and for the purpose of operating airports, in the control of which a company that operates an airport directly participate in accordance with the bylaws thereof.

- 1.1.31. **Related parties:** in relation to the Concessionaire, any Parent, Affiliate and respective subsidiaries, as well as those considered as such by the Accounting Standards in force;
- 1.1.32. **PEA:** Airport Operation Plan (“*Plano de Exploração Aeroportuária*”), presented by the Awarding Authority as Attachment 2 to the Agreement, detailing the purpose of the concession and determining the Concessionaire’s obligations and conditions for operation of the Airport;
- 1.1.33. **Awarding Authority:** the Brazilian Federal Government, represented by ANAC, pursuant to art. 8, XXIV of Law No. 11.182 of September 27, 2005;
- 1.1.34. **Bidder:** legal entities, investment funds and private pension funds participating in the Auction, individually or as a Consortium member;
- 1.1.35. **Qualified Bidder:** Bidder whose financial bid meets all of the requirements established by the applicable law and is still only subject to terms and conditions set forth in this Notice;
- 1.1.36. **Prospective Airport Awardee:** The Qualified Bidder that made the highest offer up to that point for the Airport in question, subject to the rules of the Public Auction Session;
- 1.1.37. **Non-Aeronautical Revenues:** alternative, supplementary or accessory revenues earned by the Concessionaire from the operation of economic activities within the Airport Complex that are not compensated by aeronautical fees;
- 1.1.38. **Aeronautical Revenues:** revenues generated from payment of airport fees;
- 1.1.39. **Accredited Representatives:** persons authorized to represent the Bidders in all documents related to the Auction, except the activities referring to (entity organizing the Auction);

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.1.40. **Public Auction Session:** Public session for opening the envelope of the financial bid submitted by the Bidders, referring to the Airports under the Concession, and holding the live Auction.
- 1.1.41. **Fee:** compensation for the provision of airport services, in accordance with Attachment 4 to the Agreement – Concession Agreement Fees for the respective Airport;
- 1.1.42. **Users:** all individuals and legal entities that will receive the services provided by the Concessionaire, or a third party appointed by it, in the Airport Complex;
- 1.1.43. **Initial Contribution Amount:** Amount proposed by the Bidder to be paid to the Granting Authority, under the terms of the economic proposal for the respective Airport;
- 1.2. Except where the context does not enable such interpretation, the definitions of this Notice are to be equally construed both in their singular and plural forms.

**Section II - Purpose**

- 1.3. The purpose of the present Auction is the CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF THE AIRPORTS, as set forth in the Draft Agreement and Attachments to the Agreement corresponding to the Airport that is the subject of the Concession, in accordance with the requirements contained in this Notice and Attachments, to be compensated by means of Aeronautical and Non-Aeronautical Revenues.
- 1.4. The Concession includes the following Blocks of Airports: Northeast Block (International Recife Airport/Guararapes - Gilberto Freyre (SBRF), Maceió Airport/Zumbi dos Palmares (SBMO), Santa Maria Airport - Aracaju (SBAR), Presidente Castro Pinto Airport - João Pessoa (SBJP), Juazeiro do Norte Airport - Orlando Bezerra de Menezes (SBJU), and Presidente João Suassuna Airport - Campina Grande (SBKG)); Midwest Block (Marechal Rondon Airport – Cuiabá (SBCY), Maestro Marinho Franco Airport – Rondonópolis (SBRD), Piloto Osvaldo Marques Dias Airport – Alta Floresta (SBAT), Presidente João Batista Figueiredo Airport – Sinop (SWSI), Barra do Garças Airport (SBBW)); Southeast Block (Vitória Airport - Eurico de Aguiar Salles (SBVT), and Macaé Airport (SBME)).
- 1.4.1. One Concession Agreement shall be signed for each Block of Airports.
- 1.5. The Bidders may present economic proposals for all Blocks of Airports.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

1.6. The following Attachments are an integral part of this Notice:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Attachment 1 – AUCTION PROCEDURES MANUAL;

Attachment 2 – MODEL FOR AUCTION CLARIFICATION REQUESTS;

Attachment 3 – MODEL FOR POWER OF ATTORNEY;

Attachment 4 – MODEL FOR POWER OF ATTORNEY (BIDDERS IN CONSORTIUM);

Attachment 5 – MODEL FOR POWER OF ATTORNEY (FOREIGN BIDDERS);

Attachment 6 – MODEL FOR BID BOND LETTER;

Attachment 7 – MINIMUM TERMS CONDITIONS OF THE SURETY BOND;

Attachment 8 – MODEL FOR BANK GUARANTEE;

Attachment 9 – MODEL FOR ECONOMIC PROPOSAL PRESENTATION;

Attachment 10 – MODEL FOR ECONOMIC PROPOSAL RATIFICATION;

Attachment 11 – MODEL OF THE FINANCIAL INSTITUTION’S ENDORSEMENT LETTER DECLARING THE VIABILITY OF THE ECONOMIC PROPOSAL;

Attachment 12 – MODEL FOR THE CONFIDENTIALITY AGREEMENT BETWEEN THE BIDDER AND FINANCIAL INSTITUTION;

Attachment 13 – MODEL FOR THE QUALIFYING DOCUMENTS;

Attachment 14 – MODEL FOR STATEMENT OF AWARENESS OF THE NOTICE TERMS AND NO IMPEDIMENT TO PARTICIPATE IN THE AUCTION;

Attachment 15 – MODEL FOR LETTER OF STATEMENT OF NO BANKRUPTCY PROCEEDINGS, JUDICIAL OR EXTRAJUDICIAL REORGANIZATION, OR INSOLVENCY REGIME;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Attachment 16 – MODEL FOR THE FORMAL STATEMENT OF EXPRESSED SUBMISSION TO BRAZILIAN LAWS AND WAIVER OF ANY CLAIMS THROUGH DIPLOMATIC CHANNELS;

Attachment 17 – MODEL FOR THE FINANCIAL CAPACITY STATEMENT;

Attachment 18 – MODEL FOR THE STATEMENT OF REGULARITY TO ARTICLE 7th, XXXIII OF THE FEDERAL CONSTITUTION;

Attachment 19 – MODEL OF THE LETTER ENDORSED BY THE AIRPORT OPERATOR;

Attachment 20 – MODEL FOR THE TERM OF COMMITMENT FOR THE INCORPORATION OF A SPECIAL PURPOSE COMPANY SPE;

Attachment 21 – REQUIREMENTS OF THE CORPORATE BYLAWS;

Attachment 22 – MODEL FOR THE STATEMENT OF EQUIVALENCE LETTER;

Attachment 23 – Sample Letter of Statement of No Equivalent Document and Statement of No Tax and Labor Debts;

Attachment 24 – Draft Concession Agreement

**Section III – Access to the Notice**

1.7. The Notice of this bidding process, its Attachments and all information, studies and projects available about the Airports in question may be obtained:

1.7.1. 1. On electronic media, at ANAC's headquarters, located in Brasília, Federal District, at Setor Comercial Sul, Quadra 09, Lote C, Ed. Parque da Cidade Corporate - Torre A, Zip Code (CEP): 70308-200, between \_\_\_\_\_, from 9 a.m to 4 p.m., by scheduling with the Special Bidding Committee, via electronic address to be made available at ANAC's website, [www.anac.gov.br](http://www.anac.gov.br); and

1.7.2. at ANAC's website: [www.anac.gov.br](http://www.anac.gov.br), subject to the rules determined by this Notice.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.8. Interested companies should obtain the Notice by the above-mentioned means to ensure that the texts are authentic and that they have all the documents and Attachments that make up the Notice.
- 1.9. ANAC shall not be liable for contents and attachments of any Notice obtained from or read at any location other than those informed by this Notice.
- 1.10. Obtaining the Notice shall not be a condition for participation in the Auction, for which the knowledge and acceptance of all terms and conditions thereof by the Bidder are sufficient

**Section IV – Clarifications on the Notice**

- 1.11. The Special Bidding Committee may regularly provide clarifications on the Notice or upon request of the Bidders for interpretation of the rules.
- 1.12. The Bidders have until \_\_\_\_\_ to request clarifications, observing the provisions of item 1.30, by means of proper electronic form available at ANAC's website, or by mail registered at ANAC's headquarter, in accordance with the template provided in Attachment 2 - Template for Request of Clarifications on the Auction.
- 1.13. The form may be forwarded:
  - 1.13.1. electronically, at ANAC's website, using the link to be made available there; or
  - 1.13.2. by mail registered at ANAC's headquarter, containing the printed and electronic file.
- 1.14. ANAC shall not answer questions submitted in any manner other than as established in this Notice.
- 1.15. All ANAC's answers to clarification requests made under the terms of this item will be included in the minutes, which will be part of the bidding procedure.
- 1.16. The minutes will be provided at ANAC's website at least 10 (ten) days before the date of delivery of the envelopes mentioned in item 5.1 of Section I – Presentation of Documents, of CHAPTER V – AUCTION STAGES, available to the interest parties at ANAC's headquarters for consultation, without identifying the questioner. The Bidders may also have a copy of the minutes of clarifications on the Notice at ANAC's headquarters.

**Section V – Technical Visits**

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.17. The Bidders shall be able to inspect the Airport Complex of each Airport of the Block included in the bidding process during technical visits scheduled according to the procedures to be disclosed by the Special Bidding Commission.
- 1.18. The technical visits shall be made until the date set for delivery of the envelopes mentioned in item 5.1.
- 1.19. The bidders are fully responsible for any losses caused by their negligence in the Airport Complex inspection.

**Section VI – Challenge to the Notice**

- 1.20. Any challenges to this Notice must be filed at ANAC at least five (5) business days before the date established for delivery of the envelopes described in item 5.1, under penalty of lapse of the right.
- 1.21. Any objection to this Notice shall be forwarded to the chairman of the Special Bidding Commission and delivered at ANAC's headquarter both physically and electronically.
- 1.22. The challenge must specify to which Block of Airport it refers or indicate that it is referring to the Notice as a whole. Challenges regarding issues specific to a Block of Airports shall not prevent or suspend the continuation of the bidding process with regard to the other Blocks of Airports.
- 1.23. . The Special Bidding Committee shall judge and answer any challenges, in accordance with the Law.
- 1.24. It is at the sole discretion of ANAC to proceed with the Auction should judicial or administrative measures suspend the bidding process as to one or more Block of Airports.

**Section VII – General Provisions**

- 1.25. All documents and communication related to the bidding process exchanged between the Bidders and ANAC shall be written in the Portuguese (Brazilian), as all documents shall be consulted and interpreted in accordance with this language.
- 1.26. Foreign documents presented in different languages shall not be considered for analysis of proposals in case they are not (i) authenticated by the Consular Offices of the Ministry of Foreign Relations (MRE) abroad; (ii) an official translation into Portuguese.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.26.1. The provisions of Decree No. 8660, of January 20, 2016, where applicable, shall apply to the Signing Countries of the Convention Abolishing Requirement of Legalization of Foreign Public Documents, executed by the Federative Republic of Brazil, in Hague, on October 5<sup>th</sup>, 1961, provided, however, that the obligation to have the documents translated by an official translator (“tradutor juramentado”) remains.
- 1.27. Except when expressly authorized in this Notice, the documents shall be presented in accordance with the templates herein provided, whenever there is one.
- 1.28. All time references in this Notice are made in accordance with the Brazilian Official Time (BRT).
- 1.29. All communications in relation to this Notice sent to ANAC are considered delivered when their receipt is registered at ANAC’s headquarter or when their delivery is otherwise confirmed, in case of electronic messages.
- 1.30. Communications received by ANAC after 6 p.m., including messages sent to the electronic address, are to be considered on the immediately subsequent business day.
- 1.31. Any amendment to this Notice shall be disclosed in the Federal Official Gazette and at ANAC’s website: [www.anac.gov.br](http://www.anac.gov.br).
- 1.32. Documents provided electronically shall have no access restriction or any protected content.
- 1.33. In case of differences between the information provided physically and the information provided electronically, the information provided through physical means shall prevail.
- 1.34. The information, analyses, research, investigation, information gathered, projects, spreadsheets, and other documents or data related to the respective Airport Complexes and/or to the Block of Airports included in the Concession and their operation, available at ANAC’s website, were conducted and obtained solely to set the price of the Concession, and shall not bind the Awarding Authority towards Bidders or the future Concessionaire.
- 1.35. Bidders are responsible for the direct analysis of the conditions of the respective Airport Complex and all data and information about the operation of the Concession, as well as for examining all instructions, conditions, requirements, laws, decrees, rules, specifications and regulations applicable to the Auction and the Concession, and shall bear their respective costs and expenses, including those related to studies, investigations, surveys, projects and investments.



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 1.36. The participation in the Auction implies full and unconditional acceptance of all terms, provisions and conditions of the Notice and Attachments, the draft Concession Agreement and Attachments, as well as other rules applicable to the Auction, except for the provisions of § 3 of Art 41 of Law 8.666 of June 21, 1993.

**CHAPTER II - SPECIAL BIDDING COMMISSION**

- 2.1. The Auction shall be judged by the Special Bidding Committee, which shall be responsible for the conduct of the work necessary to hold the Auction.
- 2.2. The Special Bidding Committee may request information from any bodies and entities involved in this bidding process, as well as all bodies and entities of the Federal Government.
- 2.3. 3. In addition to the privileges implicitly resulting from its legal duty, the Bidding Committee may:
- 2.3.1. Request the Bidders, at any time, to provide clarifications on documents presented, as well as adopt criteria for the correction of formal faults during the Auction, provided that the subsequent inclusion of documents that should have been originally included among the documents presented by the Bidders is prohibited;
  - 2.3.2. take action to clarify and ask supplementary information to clarify and confirm the authenticity of the information contained in the documents or supplement the substantiation of the Auction procedures; and
  - 2.3.3. extend, upon prior approval by ANAC's Board the deadlines referred to in the Notice on grounds of public interest, acts of God or force majeure, in which case the Bidders shall not be entitled to any indemnification or reimbursement of costs and expenses whatsoever.
- 2.4. The refusal to provide clarifications and documents or comply with the requirements set by the Special Bidding Committee, within the deadlines established thereby and in accordance with the terms of this Notice may give rise to disqualification of a Bidder and the consequent enforcement of the Bid Bond, in accordance with the terms of item 4.18 of this Notice.

**CHAPTER III – PARTICIPATION IN THE AUCTION**

- 3.1. . Participation in the Auction, under the terms of this Notice, is permitted to Brazilian or foreign legal entities, private pension entities and investment funds, individually or jointly as a Consortium.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 3.2. Any entity, its affiliates, subsidiaries, controlling entity, or under common control, that is a member of more than one Consortium, even if with different interests or members, or individually, even if relative to the proposal for other Block of Airports, shall not be allowed to participate in the Auction.
- 3.3. The bidders will necessarily be represented in the Auction by Accredited Representatives and Accredited Brokers.

**Section I – Participation of Foreign Companies**

- 3.4. Bidders that are foreign legal entities must present, either for individual participation or as a Consortium, documents equivalent to the qualification documents authenticated by the Brazilian consular authority in its original country of origin, subject to the provisions of item 1.26.1, and translated by an official translator.
- 3.5. Bidders that are foreign legal entities must present a statement in the form of Attachment 22 – MODEL FOR THE STATEMENT OF EQUIVALENCE LETTER, attesting the correlation between legal administrative documents and their validity, as usually required in bidding process in Brazil and the corresponding ones in the country of origin.
- 3.6. The equivalent qualification documents must be presented in such a way as to allow the analysis of their validity and enforceability.
- 3.7. In the event of non-existence of documents equivalent to those required in this Notice or bodies in the country of origin that may authenticate them, the Bidder must present a statement informing such fact, in the form of Attachment 23 – MODEL FOR THE STATEMENT OF NO EQUIVALENT DOCUMENT AND STATEMENT OF NO TAX AND LABOR DEBTS.
- 3.7.1. Should any of the documents required in Subsection III of Section V of Chapter IV of the present Notice fall under the previous item, the statement contained in Attachment 23 - MODEL FOR THE STATEMENT OF NO EQUIVALENT DOCUMENT AND STATEMENT OF NO TAX AND LABOR DEBTS must be added the corresponding statement of no tax and labor debts.
- 3.8. Bidders shall be civilly, administratively and criminally liable for the truthfulness of the statements referred to above.
- 3.9. Legal Representative of a Bidder that is a foreign legal entity shall mean a person legally accredited and domiciled in Brazil, with express powers – under a power of attorney issued through a notarial deed or private instrument, with signature certified by a notary or other

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

entity in accordance with the laws applicable to such document - to receive summons and be answerable for administrative and judicial proceedings in Brazil, as well as to represent it in all phases of the proceedings, subject to the provisions of item 1.25, and such conditions must be expressly stated in its legal qualification documents.

3.9.1. The power of attorney must be issued in the Bidder's country's official language, duly authenticated by the consular authority, subject to the provisions of item 1.25.1, with official translation filed with the Office of the Recorder of Deeds. The sample in Attachment 5 may be used for purposes of compliance with this item.

**Section II – Participation as a Consortium**

3.10. Without prejudice to other rules set forth in this Notice, the following rules shall apply to Consortiums:

3.10.1. When forming and organizing Consortiums, Bidders must respect the provisions on item 3.2;

3.10.2. Each consortium member must individually meet the requirements regarding presentation of preliminary statements and legal, tax, labor and financial good standing, when applicable, provided in the Notice;

3.10.3. The disqualification of any consortium member shall cause the automatic disqualification of the Consortium; and

3.10.4. . The Airport Operator must have, at least, fifteen per cent (15%) share of the Consortium.

3.11. There is no limitation regarding the number of members forming the Consortium.

3.12. The inclusion, replacement, withdrawal or removal of, or even changes to the percentage shares of, consortium members from the date of delivery of the envelopes up to the signature of the Agreement is not permitted.

3.13. In addition to other documents required by the Notice, the participation of a Bidder as a Consortium is conditional upon the presentation of a commitment for the Establishment of a Special Purpose Entity, signed by the consortium members, in the form of Attachment 20 – MODEL FOR THE TERM OF COMMITMENT FOR THE INCORPORATION OF A SPECIAL PURPOSE COMPANY SPE to this Notice, expressly indicating each of the airports regarding which the financial proposals are presented.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

3.14. The following rules apply to Investment Funds:

3.14.1. The administrator and managing entity of the fund, or any other which exercises relevant influence, shall be considered as Bidders for application of the limits of participation provided on the present Notice;

3.14.2. The shareholders who have participation equal or higher than twenty percent (20%) of the Investment Fund shall be considered as Bidders for the application of limits of participation provided on the present Notice.

**Section III - Limitations to Participation**

3.15. Participation in this Auction, individually or in Consortium, will not be permitted to legal entities:

3.15.1. that are suspended from participating in bidding processes and prevented from contracting with the Federal Government during the period of the penalty imposed;

3.15.2. that are declared disreputable to bid or contract with the Government while the determining reasons for the punishment persist, or until rehabilitation is promoted;

3.15.3. prohibited to be engaged by the Government in view of the provisions of article 72, paragraph 8, item V, of Law No. 9605/98;

3.15.4. prohibited to be engaged by the Government under the terms of article 12 of Law No. 9605/;

3.15.5. that fall under the prohibitions set forth in art. 9 of Law No. 8.666/93;

3.15.6. that are sentenced, by a final decision, to deprivation of rights due to the commission of environmental crimes, according to art. 10 of Law no. 9.605, of February 12, 1998;

3.15.7. whose officers or technical managers hold or have held an appointed position is, or are or have been employed by ANAC, the Ministry of Defense, the extinct Secretariat of Civil Aviation of the Brazilian Presidency, the Ministry of Transportation, Ports and Civil Aviation or Infraero, or have held a managerial, or top or mid-level advisory role in the Federal Government in the last one hundred and eighty (180) days preceding the date of publication of the Notice.

3.16. Airline Companies cannot participate in this Auction individually.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 3.16.1. The restriction referred to in item 3.16 shall apply to the Parents, Subsidiaries and Affiliates of the Airline Companies,, as well as to the Subsidiaries and Affiliates of the Parents and Subsidiaries of the Airline Companies, except when an Airport Operator that meets the Technical Qualification requirements set forth in Chapter IV, Section V, Subsection IV of this Notice falls under any of the aforementioned events.
- 3.17. Airline Companies, their Parents, Subsidiaries and Affiliates, as well as the Subsidiaries and Affiliates of the Parents and Subsidiaries of the Airline Companies, are allowed to participate as members of a Consortium, subject to the provisions of this clause.
- 3.17.1. One or more Airline Companies may not have a share of more than two per cent (2%) in the Consortium, considering the sum of their shares.
- 3.17.1.1 For the purposes of item 3.17.1 above, the share in the consortium of any of the legal entities mentioned in item 3.17 shall be considered on a cumulative basis.
- 3.17.1.2 . If an Airport Operator that meets the Technical Qualification requirements provided for in Chapter IV, of Section V, Subsection IV of this Notice falls under any of the events referred to in sub-item 3.17, their share in the Consortium shall not be considered when determining the limit in item 3.17.1, and the specific rules of the Concession Agreement shall apply, except when such share is held directly through the Airline Company in the Consortium.
- 3.18. In any case, with the exception of the events referred to in the foregoing item, the participation of the entities referred to in item 3.17 shall be subject to the prohibition of participation, by any means, including shareholders' agreement, in the administration of the Concessionaire, thus being prevented from electing members of the Board of Directors or Executive Committee.

**CHAPTER IV - DOCUMENTATION**

- 4.1. With the exception of guarantees in the form of bank guarantee and surety bond, which must be in their original copies, all other documents shall be submitted in their original or certified copies initialed by the respective Accredited Representatives.
- 4.2. All documents submitted by the Bidders shall remain under the custody of (Entity organizing the Auction) until after fifteen (15) days from the execution of the Agreement.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.3. After the period referred to in the foregoing item, the documents of the non-Awardees shall be forwarded to ANAC and may be withdrawn by such Bidders after completion of all inspections phases by the Federal Audit Court, pursuant to Section I of Normative Instruction No. 27, of December 02, 1998.
- 4.3.1. The Bid Bond will be returned to the Bidders in up to fifteen (15) days after the execution of the Agreement.
- 4.3.2. After thirty (30) days from the completion of the inspection referred to in item 4.3, ANAC will destroy any documents that have not been withdrawn.

**Section I – Preliminary Statements**

- 4.4. Bidders must submit preliminary statements in the form of the Attachments to this Notice, that:
- 4.4.1. they are aware of all the requirements laid down in the Notice and its Attachments, in the form of Attachment 14 – MODEL FOR STATEMENT OF AWARENESS OF THE NOTICE TERMS AND NO IMPEDIMENT TO PARTICIPATE IN THE AUCTION;
- 4.4.2. they do not fall under the provisions on limitation to participation in the bidding process in Chapter III, Section III of this Notice, in the form of Attachment 14 – MODEL FOR STATEMENT OF AWARENESS OF THE NOTICE TERMS AND NO IMPEDIMENT TO PARTICIPATE IN THE AUCTION;
- 4.4.3. they are not under bankruptcy, voluntary bankruptcy, judicial or extrajudicial reorganization, judicial or extrajudicial liquidation, insolvency, or special temporary administration proceedings, or under intervention by the competent supervisory body, in the form of Attachment 15 – MODEL FOR LETTER OF STATEMENT OF NO BANKRUPTCY PROCEEDINGS, JUDICIAL OR EXTRAJUDICIAL REORGANIZATION, OR INSOLVENCY REGIME; and
- 4.4.4. they comply with the provisions of Art. 7, XXXIII, of the Federal Constitution, which includes among the rights of urban and rural workers the prohibition of night work, dangerous or unhealthy work for minors aged less than eighteen years and of any work for minors under sixteen years, except in the capacity of apprentice, from the age of fourteen, in the form of Attachment 18 – MODEL FOR THE STATEMENT OF REGULARITY TO ARTICLE 7th, XXXIII OF THE FEDERAL CONSTITUTION.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**Section II - Representatives**

**Subsection I – Accredited Representatives**

- 4.5. Each Bidder or each Consortium may have up to 2 (two) Accredited Representatives.
- 4.6. The Accredited Representatives will demonstrate their representation powers:
- 4.6.1. In the case of Bidders who are Brazilian companies, by power of attorney with powers to perform on behalf of the Bidder, all the acts relating to the Auction (including powers to receive summons, represent the Bidder in the administrative and judicial spheres, settle and waive rights), except those referred to in item 4.10, in the form of Attachment 3 – MODEL FOR POWER OF ATTORNEY, with notarized signature and accompanied by documents showing the authority of the grantor(s) (according to the last amendment filed with the competent registry of companies or civil registry);
- 4.6.2. In the case of Bidders in Consortium, the power of attorney mentioned in the foregoing item must be granted by the Consortium Leader, with notarized signature, in the form of Attachment 3 – MODEL FOR POWER OF ATTORNEY, and must be accompanied by:
- 4.6.2.1. designation of the Consortium Leader as responsible towards ANAC for the acts performed by the Consortium;
- 4.6.2.2. powers of attorney granted by the consortium members to the Consortium Leader, in the form of Attachment 4 – MODEL FOR POWER OF ATTORNEY (BIDDERS IN CONSORTIUM), with express, irreversible and irrevocable powers to agree on conditions, settle, bind, sign any papers, documents and contracts related to the purpose of the Auction;
- 4.6.2.3. documents proving the powers of all grantors (according to the last amendment filed in the competent corporate or civil record); and
- 4.6.2.4. . documents demonstrating the authority of all grantors (according to the last amendment filed with the competent registry of companies or civil registry); and 4.6.2.4. commitment for the Establishment of a Special Purpose Entity, signed by the consortium members, in the form of Attachment 20 - MODEL FOR THE TERM OF COMMITMENT FOR THE INCORPORATION OF A SPECIAL PURPOSE COMPANY SPE.
- 4.6.3. In the event of a foreign firm, individually by submitting:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

4.6.3.1. power of attorney granted to a representative resident and domiciled in Brazil, in the form of Attachment 5 – MODEL FOR POWER OF ATTORNEY (FOREIGN BIDDERS), with powers to:

i. perform, on behalf of the Bidder, all acts pertaining to the Auction, except those referred to in item 4.10 of the Notice;

ii. receive summons and represent the Bidder in the administrative and judicial spheres; and

iii. settle and waive rights;

4.6.3.2. documents demonstrating the authority of the grantors, with signature(s) duly certified by a notary or another entity in accordance with the legislation applicable to such documents, authenticated by the Brazilian consular office, subject to the provisions of item 1.25.1, duly translated to Portuguese by an official translator and filed with an Office of the Recorder of Deeds (*“Cartório de Títulos e Documentos”*) (according to the last amendment filed with the competent registry of companies or civil registry, or equivalent requirement of the country of origin).

4.7. Accredited Representatives must sign all the statements and documents referred to in this Notice, including the brokerage agreement between the Accredited Broker and the Bidder, and have their signatures notarized.

4.8. Accredited Representatives will not be allowed to intervene in or perform acts during the Public Auction Session, as such representation shall be exercised exclusively by Accredited Brokers.

4.9. Each Accredited Representative shall only represent a single Bidder

## **II – Accredited Brokers**

4.7. The Accredited Brokers shall represent the Bidders with the (Entity organizing the Auction), upon delivery of all documents required by this Notice, especially the Bid Bond, the economic proposal and the qualification documents, and in the Auction Session.

4.8. The intermediation contract between the Accredited Broker and the Bidder shall have the minimum content specified in Attachment 1 - Manual of Attachment Procedures.

4.9. Each Accredited Broker shall represent a single Bidder, and each Bidder may be represented and participate in the Auction by means of a single Accredited Broker.



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**Section III – Bid Bond**

4.10. The Bid Bond must be provided, for each of the Airports under the Concession for which the Bidder intends to submit a bid, in the following way:

4.10.1. Northeast Block: Minimum amount of R\$59,856,721.12 (fifty-nine million, eight hundred and fifty-six thousand, seven hundred and twenty-one Reais and twelve cents);

4.10.2. Midwest Block: Minimum amount of R\$14,885,410.39 (fourteen million, eight hundred and eighty-five thousand, four hundred and ten Reais and thirty-nine cents);

4.10.3. Southeast Block: Minimum amount of R\$16,112,591.78 (sixteen million, one hundred and twelve thousand, five hundred and ninety-one Reais and seventy-eight cents);

4.11. The Bid Bond may be provided in cash, federal government bonds, surety bond or bank guarantee, according to the instructions in Attachment 1 – AUCTION PROCEDURE MANUAL, subject to the following conditions:

4.11.1. Bid Bond provided in the, form of surety bond or bank guarantee must provide at least the information set forth in the samples of Attachment 7 – MINIMUM TERMS CONDITIONS OF THE SURETY BOND and Attachment 8 – MODEL FOR BANK GUARANTEE, their amounts must be stated in the Brazilian currency – reais –, and they must be signed by the officers of the company issuing the document, with proof of their representation authority;

4.11.1.1. Representation authority may be demonstrated through prior registration with (Entity organizing the Auction), according to the procedure described in Attachment 1 – AUCTION PROCEDURE MANUAL.

4.11.2. If the Bid Bond is provided in government bonds, only Fixed-Rate Treasury (National Treasury Bills (“*Letras do Tesouro Nacional – LTN*”)), SELIC Treasury (Financial Treasury Bills (“*Letras Financeiras do Tesouro*”- LFT)), IGPM+ Treasury with Semiannual Interest (National Treasury Notes – series C (“*Notas do Tesouro Nacional – série C*” - NTN-C)), or Fixed-Rate Treasury with Semiannual Interest (National Treasury Notes – series F (“*Notas do Tesouro Nacional – série F*” - NTN-F)), will be accepted;

4.11.3. . in case of cash bond, the deposit must be made at a branch of Caixa Econômica Federal defined by the Bidder itself, based on art. 82 of Decree No. 93.872, of

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

December 23, 1986, and Decree-law No. 1.737, of December 20, 1979 and the beneficiary's copy must be sent to (Entity organizing the Auction);

- 4.11.4. if the Bidder is participating individually, the Bid Bond must be provided in its own name;
  - 4.11.5. in case of a Consortium, the Bid Bond must be provided in the name of one or more consortium members and must expressly state the names of the Consortium each consortium member, with their respective percentage shares, regardless of whether the Bid Bond has been provided by one or more consortium members. In this case, each consortium member may contribute separately to reach the total amount required and choose one of the types of guarantee, regardless of whether the other consortium members have chosen a different type; and
  - 4.11.6. the Form of Commitment for Payment of Compensation in the form of Attachment 1 – AUCTION PROCEDURES MANUAL, duly signed by the Accredited Broker, and with signature notarized, must be submitted.
- 4.12. . If the Bid Bond is provided through government bonds, according to the item 4.14.2, these must be issued in book-entry form, through a registration in a centralized settlement and custody system authorized by the Central Bank of Brazil and valued at their economic values, as defined by the Ministry of Treasury.
- 4.13. The Bid Bond must name ANAC as the beneficiary and the Bidder as the principal. It must be valid for at least one (1) year, counting from the delivery date of the 1st Volume, pursuant to item 5.1. and following, and must be extended at least fifteen (15) days before its expiration date, at the Bidders' own expense, in case it is to expire before the deadline set forth in item 4.21, on pain of disqualification from this bidding process.
- 4.14. In case of renewal, the Bid Bond will be adjusted based on the variation of the IPCA – Extended Consumer Price Index, calculated as the ratio between the IPCA published by the IBGE in the month following the month of the Public Auction Session and the IPCA published by the IBGE in the month preceding the month of renewal of the Bid Bond.
- 4.15. Bid Bonds may be enforced by ANAC, upon prior notice, without prejudice to the other penalties set forth in the Notice and the applicable law, in the following events:
- 4.15.1. full or partial non-performance by the Bidders of the obligations assumed thereby by virtue of their participation in the Auction;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.15.2. presentation, by the Awardee, of qualification documents not in noncompliance with the provisions of the Notice;
  - 4.15.3. presentation, by the Awardee of a financial proposal which does not meet all of the requirements of the applicable law and the Notice;
  - 4.15.4. presentation, by the Awardee of a financial proposal which does not meet all of the requirements of the applicable law and the Notice;
  - 4.15.5. refusal by the Awardee to enter into the Agreement;
  - 4.15.6. acts performed by the Bidder with the aim to frustrate the objectives of the bidding process;
  - 4.15.7. to cover any fines, penalties and damages due by the Bidders to ANAC as a result of their participation in the Auction, from the date of provision of the Bid Bond to the date set forth in the item 4.21, without prejudice to the imposition of other penalties and to any residual liability for any amount exceeding the Bid Bond; and
  - 4.15.8. withdrawal of the proposal by the Bidder within the validity period.
- 4.16. No changes to the terms and conditions of the Bid Bond may be made after its submission to ANAC.
- 4.17. The Bid Bond may not contain disclaimers of any liabilities assumed by the principal with regard to its participation in the Auction and the terms of the Notice.
- 4.18. The Bid Bond shall be returned to the Bidders within fifteen (15) days after the Effective Date of the Agreement.

**Section IV – Economic Proposal**

- 4.19. The financial bid, to be offered for the respective Block of Airport the under the Concession, shall set forth the Initial Fixed Contribution Amount to be paid to the Awarding Authority.
- 4.19.1. The Bidder must present a specific financial bid for each Block of Airport it intends to compete for.
- 4.20. The Bidder must state, in its financial bid, the Initial Contribution Amount to be paid to the Granting Authority with a maximum of 2 (two) decimal places, to be adjusted pursuant to Attachment 24 - Draft Concession Agreement, subject to the following minimum amounts:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.20.1. Northeast Block: Minimum amount of R\$360,437,148.00 (three hundred and sixty million, four hundred and thirty-seven thousand, one hundred and forty-eight Reais);
- 4.20.2. Midwest Block: Minimum amount of R\$10,376,739.00 (ten million, three hundred and seventy-six thousand, seven hundred and thirty-nine Reais);
- 4.20.3. Southeast Block: Minimum amount of R\$66,805,147.00 (sixty-six million, eight hundred and five thousand).
- 4.21. . The tax benefit of the Special Regime of Incentives for Infrastructure Development (“*Regime Especial de Incentivos para o Desenvolvimento da Infraestrutura*” – REIDI), governed by Law No. 11.488 of June 15, 2007, was not considered in the definition of the minimum amounts referred to in item 4.20 and sub-items thereof.
- 4.24.1. In the event that the tax benefit of the REIDI is granted, ANAC shall restore the economic-financial balance of the Agreement, to the benefit of the Awarding Authority, by changing the fee amounts.
- 4.22. The benefit set forth in art. 1 of Provisional Act No. 2.199-14 of August 24, 2001 was not considered in the definition of the minimum amounts referred to in item 4.20 and sub-items thereof.
- 4.22.1. The fact that the benefit is obtained shall not entail the restoration of the economic-financial balance of the Agreement.
- 4.23. The financial bid presented shall be valid for one (1) year counted from the date of its submission, which may be extended only once for an equal period, upon request by ANAC.
- 4.24. Financial bids, as well as bids placed at the live Auction, must be unconditional, irreversible and irrevocable.
- 4.25. The Bidder must present, in its financial bid, a declaration by a Brazilian or foreign financial institution authorized to operate in Brazil by the Central Bank of Brazil, together with proof of authority of its signatory, in the form of Attachment 11 – MODEL OF THE FINANCIAL INSTITUTION’S ENDORSEMENT LETTER DECLARING THE VIABILITY OF THE ECONOMIC PROPOSAL, issued in the letterhead of such institution, stating, on pain of liability, that:
- 4.25.1. it has examined, through its specialized technical team, the Notice and the Bidder’s business plan and financial bid;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.25.2. it considers that the financial bid and the business plan are economically feasible and practicable; and
- 4.25.3. it considers that the grant of loans as necessary for the future Concessionaire to comply with its obligations, in such amounts and under such conditions as presented by the Bidder, is feasible.
- 4.26. Only declarations issued by a financial institution that is not participating in the present bidding process and whose equity in fiscal year 2017 exceeds one billion reais (BRL 1,000,000,000), as demonstrated by the latest available, duly published financial statements.
- 4.26.1. In order to prove the Equity referred to above the Equity of the Parent Financial Institution of a declarant authorized to operate by a foreign body analogous to the Central Bank of Brazil will be accepted.
- 4.26.2. When the equity is in foreign currency, it will be translated into BRL (reais) at the rate of exchange prevailing on the date of the declaration issued by the financial institution.
- 4.26.3. The declaration of the financial institution must take as a reference in its analysis all the technical Attachments to the Notice and to the Agreement.
- 4.26.4. The financial institution may not be a Bidder, or the Parent, Subsidiary, or Affiliate of, or be under common control with a Bidder, or be under liquidation, intervention Special Temporary Administration Regime – (*“Regime Especial de Administração Temporária” – RAET*) or equivalent regime, and must also present a confidentiality agreement, in the form of Attachment 12 – MODEL FOR THE CONFIDENTIALITY AGREEMENT BETWEEN THE BIDDER AND FINANCIAL INSTITUTION.
- 4.27. The business plan presented to the financial institution may not be included in the Bidder’s financial bid, on pain of disqualification of the Bidder and imposition of fine equal to the amount of the Bid Bond, which will then be enforced.

**Section V – Qualification**

- 4.28. The qualification documents must be submitted as per the sample of Attachment 13- MODEL FOR THE QUALIFYING DOCUMENTS.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.29. Foreign Bidders must present for participation both individually and as a Consortium documents equivalent to those required in this Notice, in accordance with the instructions contained in items 3.4, 3.5, 3.6, 3.7 and 3.7.1.

**Subsection I – Legal Qualification**

- 4.30. The Bidder must submit the following documents, including with regard to the Consortium members, where applicable:

4.30.1. Bylaws or Articles of Organization, accompanied by proof of authority of the acting officers, duly registered with the Registry of Commerce (“Junta Comercial”) or other competent Registry;

4.30.2. Statement issued by the competent Board of Trade or Notary Public Office, with the company’s updated information.

- 4.31. When the Bidder is an open or closed-end private pension entity, it must submit also proof of express and specific authority for the establishment and operation of the private pension entity, granted by the competent supervisory body.

- 4.32. When the Bidder is an investment fund, it must submit also the following documents:

4.32.1. Proof of registration of the investment fund with the Brazilian Securities and Exchange Commission (“Comissão de Valores Mobiliários”);

4.32.2. Restated investment fund rules;

4.32.3. Proof of filing of the investment fund rules with the Office of the Recorder of Deeds.

4.32.4. Proof of registration of the administrator and, if applicable, of the investment fund manager, with the Securities and Exchange Commission; and

4.32.5. Proof that the investment fund is duly authorized to participate in the bidding process.

- 4.33. Foreign legal entities operating in Brazil, will also be required to submit the authorization decree and the act of registration or operating license issued by the competent body, when its activity so requires.

- 4.34. Foreign legal entities participating individually or together in a consortium without operations in Brazil shall submit the documentation referred to in this Subsection, in accordance with the legislation of their country of origin, as well as an express declaration

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

that they agree to abide by the Brazilian legislation and waive all claims by diplomatic means, in accordance with Attachment 16- MODEL FOR THE FORMAL STATEMENT OF EXPRESSED SUBMISSION TO BRAZILIAN LAWS AND WAIVER OF ANY CLAIMS THROUGH DIPLOMATIC CHANNELS.

**Sub-section II – Financial Qualification**

4.35. The Bidder must submit the following documents, including regarding the Consortium members, when applicable:

4.35.1. for any type of business: certificate of no bankruptcy, judicial and extrajudicial recovery issued by the case assignment office (“*distribuidor judicial*”) of the judicial district (Civil Courts) of the city where the company is headquartered, dated not more than ninety (90) days before the date of the Public Auction Session;

4.35.2. for professional partnerships (“*sociedades simples*”): Certificate issued by the case assignment office of Civil Courts in general (“*distribuidor judicial das Varas Cíveis em geral*”) (Foreclosure) of the judicial district where the company is headquartered, dated not more than 90 days (ninety) before the date of the Public Auction Session;

4.36. When the Bidder is an open- or closed-end private pension entity, it must submit also a declaration that the plans and benefits under its administration are not under liquidation or intervention by the Brazilian Private Insurance Authority (“*Superintendência de Seguros Privados*” - SUSEP) of the Brazilian Ministry of Finance or the Brazilian Private Pension Authority (“*Superintendência Nacional de Previdência Complementar*” - PREVIC) of the Brazilian Ministry of Social Security.

4.37. When the Bidder is an investment fund, it must submit also a certificate of no bankruptcy proceedings for the fund administrator and manager, issued by the case assignment office of the place where it is headquartered, dated no more than ninety (90) days before the date of the Public Auction Session.

4.38. The Bidder and, in the case of a Consortium, each member individually and in proportion to their share in the Consortium, shall declare that it has or is able to obtain sufficient financial resources to meet the obligations of contribution of own and third-party funds as necessary for the attainment of the purpose of this Concession, in accordance with Attachment 17- MODEL FOR THE FINANCIAL CAPACITY STATEMENT.

**Subsection III – Labor and Tax Good Standing**

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 4.39. The Bidder must submit the following documents, including regarding the consortium members, where applicable::
- 4.39.1. proof of registration with the National Register of Legal Entities of the Ministry of Finance (“Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda”-CNPJ/MF);
  - 4.39.2. . certificate of Good Standing with the Employee Severance Fund (“Fundo de Garantia por Tempo de Serviço” - FGTS), which must be within the period of validity set forth therein;
  - 4.39.3. proof of tax good standing with the National Treasury, upon presentation of certificate of debts related to federal taxes and Delinquent Debts with the Federal Government, covering taxes administered by the RFB, Delinquent Debts with the Federal Government administered by the PGFN, and social security contributions provided for in items "a" to "d" of the sole paragraph of Article 11 of Law 8212 of July 24, 1991;
  - 4.39.4. proof of good standing with the State and Municipal Treasury Departments – the latter with respect to non-property taxes – of the Bidder’s domicile issued no more than one hundred and eighty (180) days before the date of the Public Auction Session and still in effect according to the validity period set forth therein.
- 4.40. Should any certificate submitted show adverse records and fail to include the up-to-date status of the case, it must be accompanied by proof of discharge and/or certificates with the up-to-date status of the lawsuit or the administrative procedures adopted for the settlement, issued no more than ninety (90) days before the date of the Public Auction Session.
- 4.41. Certificate of no labor debts, as provided in Law No. 12440, of July 7, 2011.

**Subsection IV – Technical Qualification**

- 4.42. The technical qualification required for presentation of proposals for any of the Blocks of Airports is that the Airport Operator must have at least 5 (five) years of experience operating the same airport, and processing at least:
- (i) For Northeast Block, including the Recife International Airport/Guararapes - Gilberto Freyre (SBRF), Maceió Airport/Zumbi dos Palmares (SBMO), Santa Maria Airport - Aracaju (SBAR), Presidente Castro Pinto Airport - João Pessoa (SBJP), Juazeiro do Norte Airport - Orlando Bezerra de Menezes (SBJU), and Presidente João Suassuna Airport - Campina Grande (SBKG): processing a minimum of 7 (seven) million passenger within at least one of the last five years;



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- (ii) For Midwest Block, including Marechal Rondon Marechal Rondon — Cuiabá (SBCY), Maestro Marinho Franco Airport - Rondonópolis (SBRD), Piloto Osvaldo Marques Dias Airport - Alta Floresta (SBAT), Presidente João Batista Figueiredo Airport - Sinop (SWSI), and Barra do Garças Airport (SBBW): processing a minimum of 3 (three) million passenger within at least one of the last five years;
- (iii) For Southeast Block, including Vitória Airport - Eurico de Aguiar Salles (SBVT), and Macaé Airport (SBME): processing a minimum of 3 (three) million passenger within at least one of the last five years;

4.42.1. . There is no requirement of a minimum period of corporate relationship between the parent or wholly-owned subsidiary of the operator or its parent carrier and the legal entity that operates the airport directly, provided that the latter must have the minimum period of experience indicated in item 4.45.

4.43. The proof of compliance with the technical qualification requirements by the Airport Operator shall be subject to the following:

4.43.1. For the purposes of attesting the minimum handling of passengers referred to in item 4.45, the Special Bidding Committee will consider the data disclosed by Airports Council International – ACI in relation to the respective airport;

4.43.1.1. The bidder may also demonstrate the minimum handling of passengers by means of certificate issued by the competent government body, which shall take precedence over the document referred to in the chapeau of this clause in case of conflicting information.

4.43.2. For the purpose of demonstrating compliance with the other requirements in item 4.45, the Airport Operator must present a certificate issued by the competent government authority expressly indicating:

4.43.2.1. the name of the legal entity that operates the airport directly; and

4.43.2.2. the date such legal entity started operating the airport.

4.43.3. If the Block of Airports Operator Bidder or Consortium member Bidder is not the legal entity that operates the respective airport directly, it shall submit the declaration in Attachment 19, signed by the legal entity that operates it directly. It must also attach documents proving its corporate relationship with the legal entity that operates the airport directly, qualifying it as an Airport Operator, as defined in item 1.1.30.

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

4.44. With regard to a Consortium, at least one of the consortium members must fully and individually meet the requirements in items 4.45 and 4.46 and have the minimum share provided for in item 3.10.4.

4.44.1. In case up to two (2) members of the same Consortium have, individually, the technical qualification in item 4.45, the minimum share provided for in item 3.10.4 may be met by the sum of the shares of those two (2) members.

**CHAPTER V – AUCTION PHASES**

**Section I - Presentation of Documents**

5.1. The Bidders shall present, on \_\_\_\_\_, at (Entity organizing the Auction), through a representative of the Accredited Brokers, three (3) sealed volumes, with three (3) copies each, subject to the provisions of item 5.7 in the events of presentation of bid for more than one Blocks of Airports, containing:

5.1.1. **1<sup>st</sup> Volume** – Preliminary Statements, Representation Documents and Bid Bond;

5.1.2. **2<sup>nd</sup> Volume** – Financial Bid, duly signed, in the form of Attachment 9 – MODEL FOR ECONOMIC PROPOSAL PRESENTATION; and

5.1.3. **3<sup>rd</sup> Volume** – Qualification Documents.

5.2. All three (3) volumes must be presented sealed, separately and identified on their cover as follows (All documents/forms to be submitted under the Public Hearing and the Bidding Process must be in Portuguese, in the form originally released by ANAC:

AUCTION <sup>o</sup> __/20__ - CONCESSION FOR EXPANSION,  MAINTENANCE AND OPERATION OF AIRPORTS OF  _____ <b>BLOCK</b>  BIDDER OR CONSORTIUM CORPORATE NAME  ACCREDITED BROKER  NAME, PHONE No. AND E-MAIL OF THE REPRESENTATIVES OF THE BIDDER AND BROKER
---

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**VOLUME 1 - PRELIMINARY STATEMENTS, REPRESENTATION DOCUMENTS AND BID  
BOND**

AUCTIONº \_\_\_/20\_\_\_ - CONCESSION FOR EXPANSION,  
MAINTENANCE AND OPERATION OF AIRPORTS OF

\_\_\_\_\_ **BLOCK**

BIDDER OR CONSORTIUM CORPORATE NAME

ACCREDITED BROKER

NAME, PHONE No. AND E-MAIL OF THE REPRESENTATIVES OF THE BIDDER AND BROKER

**VOLUME 2 – FINANCIAL BID**

AUCTIONº \_\_\_/20\_\_\_ - CONCESSION FOR EXPANSION,  
MAINTENANCE AND OPERATION OF AIRPORTS OF

\_\_\_\_\_ **BLOCK**

BIDDER OR CONSORTIUM CORPORATE NAME

ACCREDITED BROKER

NAME, PHONE No. AND E-MAIL OF THE REPRESENTATIVES OF THE BIDDER AND BROKER

**VOLUME 3 - QUALIFICATION DOCUMENTS**

***\*Note: The Bidder must, on the cover of each of the three volumes mentioned above, insert the name of the Airport, according to its intention and as applicable.***

5.3. The copies of each of the volumes must contain, in addition to the identification mentioned in item 5.2, the subtitles “1st copy”, “2nd copy” and “3rd copy”, respectively, bound separately,

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

with all pages numbered sequentially, including separation pages, catalogues, drawings and the like, if any, even if in more than one set, from the first to the last page, so that the number of the last page of the last set reflects the number of pages of each volume; Amendments, erasures or reservations are not allowed.

- 5.4. Each of the volumes must also be presented in electronic medium, in known format, without access restriction or content protection, with the same content as the three (3) hard copies.
- 5.5. In the event of conflict between information presented physically and electronically, the information provided physically shall prevail, according to item 1.33.
- 5.6. One of the Accredited Representatives must initial the seal of each envelope mentioned in item 5.1., inserting next to his/her initials, in his/her own handwriting, the date and time.
- 5.7. In the event that the Bidder presents a financial bid for more than one Block of Airports, it may deliver a single volume 1 (Preliminary Statements, Representation Documents and Bid Bond) and a single volume 3 (Qualification Documents), presenting one volume 2 (Financial Bid) for each Airport of its interest in the Auction.

**Section II – Analysis of Preliminary Statements, Representation Documents and Bid Bond**

- 5.8. The Bidder's participation in the Public Auction Session shall be conditioned to the previous presentation, in accordance with the requirements in this Notice, of the following documents:
  - 5.8.1. Preliminary Statements, referred to in Section I of Chapter IV of the Notice;
  - 5.8.2. Representation Documents, referred to in Section II of Chapter IV of the Notice; and
  - 5.8.3. Bid Bond, under the conditions established in this Notice and Attachment 1 – AUCTION PROCEDURES MANUAL
  - 5.8.4. , as well as in the form of Attachment 6 – MODEL FOR BID BOND LETTER.
- 5.9. (Entity organizing the Auction) shall analyze the regularity of the preliminary statements, the representation documents and the guarantees provided, informing the Special Bidding Committee of the result of the analysis, whom shall decide justifiably.

**Section III - Public Auction Session**

- 5.10. The Bidding Process of the three Blocks of Airports defined in this Notice shall take place during the same Auction Session, including the opening of the proposals, classification of the

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Bidders of each Block and, as the case may be, during the conference call, to be simultaneously held for all Blocks of Airports.

- 5.11. The Qualified Bidders shall be those whose financial bids comply with all the requirements established by the applicable law and meet the conditions and terms provided in this Notice;
- 5.12. . Once the financial bids are opened, they will be ordered on the basis of the highest Initial Contribution Amount criterion.
  - 5.12.1. In case of placement of financial bids of identical values for the same Block of Airports, they will be ordered by drawing of lots conducted by the session director, where bids that are best ranked in the drawing of lots shall be deemed to have higher value than the worst ranked bids for purposes of application of the highest Initial Contribution Amount criterion.
- 5.13. A provisional result of the Auction will be defined after the opening of the envelopes with the economic proposals, observing, where necessary, the provisions of item 5.12.1, and during the conference call stage, after each bid is made.
- 5.14. The Awardee of the Block is the Qualified Bidder that presented the higher offer for such Block of Airports until a certain point of the Auction.
- 5.15. The Qualified Bidders whose offers meet, until determination of the provisional result, at least one of the following conditions are allowed to participate in the Auction conference call:
  - 5.15.1. Among the three (03) highest offers for such Block of Airports; or
  - 5.15.2. The offer amount is equal to or higher than 90% of the amount of the highest Offer for such Block of Airports.
- 5.16. The Bidders can only make three bids at the conference call stage for the Blocks of Airports whose offers comply with the terms of item 5.15.
- 5.17. After the participants of the Auction Session through conference call is defined, it shall start by successive bids via conference call.
- 5.18. Bidders can be bids for more than one Block of Airports.
- 5.19. The director of the session may set a maximum time between the bids.
- 5.20. Each bid shall outbid the previous one made for the same Block of Airports, considering that:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 5.20.1. it must respect the minimum time between bids, to be determined by the director of the session;
- 5.20.2. must change the classification of the Bidder in the provisional result of the Auction;
- 5.20.3. shall be of a different amount from the other Bidder's bid.
- 5.21. The Bidder with the highest bid for the Block of Airports at the end of the session shall be the Awardee.
- 5.22. The director of the session shall declare the closing of the Auction when, after the time for placement of new bids is up, no Bidder shall make any bid in accordance with the conditions defined in item 5.20. The provisional result after the last bid before the end of the session shall then be the final result of the Auction.
- 5.23. Immediately after the end of the conference call stage of the Auction for each Block of Airports, the Awardee of the Block of Airports shall confirm its proposal by presentation of a letter in accordance with Attachment 10 - MODEL FOR ECONOMIC PROPOSAL RATIFICATION, containing the winning bid.

**Section IV – Analysis of Other Documents**

- 5.24. For each of the Block of Airports, the Special Bidding Commission will open only the volumes of the qualification documents of the Awardee.
- 5.25. The Bidder presenting qualification documents not in compliance with the requirements defined in this Notice and its respective Attachments shall be disqualified.
- 5.26. Occasional failures on delivery or formal issues in documents may be settled in accordance with items 2.3.1 of this Notice, observing the procedure and term to be defined by the Special Bidding Commission. Formal failure or issue is that the (i) does not affect the nature or subject matter of the presented document, and that (ii) does not prevent the analysis, with reasonable assurance, of the information it contains.
- 5.27. In the event a Awardee of a Block of Airports is disqualified, then the Awardee of that Block of Airports shall be the one that has presented the highest Offer for that Block of Airports at the final result of the Auction Session and which has no impediment for being declared the Awardee, in accordance with the rules of this Notice.
- 5.28. The disqualification of the Awardee shall lead to the:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

5.28.1. full execution of the Bid Bond; and

5.28.2. opening of the qualification documents of the Bidder presenting the second best economic proposal for the Block of Airports, under the terms of item 5.27, and so on until a Bidder complies with the qualifying requirements, thus being considered the Awardee.

**Section V – Administrative Appeal**

5.29. The Bidders participating in the Auction may file appeal against the analysis of the documents contained in Volume I, of the final result of the Auction Session and qualification of the Awardee.

5.30. The moment for filing appeals is after the decision that announces all winners of the Auction, when the Bidders that participated in the Auction may appeal against all decisions made so far by the Special Bidding Commission.

5.32. The appeals referred to in this item shall be filed within 5 (five) business days as of the disclosure of the decision in the Federal Official Gazette (DOU) or when the Bidders are made aware of said decisions, whichever happens first.

5.33. The appeal is only to be accepted when filed by the Accredited Representative at ANAC's headquarter, as follows:

<p><b>ADMINISTRATIVE APPEAL</b></p> <p>REFERRING TO AUCTION No. __/20__ - CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF THE BLOCK AIRPORTS</p> <p>Attn.: Mr. Chairman of the Special Bidding Commission</p>
--

5.34. Appeals filed will be informed to the other Bidders, which may challenge it within 05 (five) business days as of the filing date, observing the provisions of items 5.32 and 5.33.

5.35. Under ANAC's discretion and pursuant to applicable legislation, any legal or administrative proceeding suspending the bidding process of one Block of Airports shall not affect the bidding process of the other Blocks of Airports.

5.36. The result of the judgment of the filed appeal shall be published in the Federal Official Gazette at [www.anac.gov.br](http://www.anac.gov.br).

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

**Section IV – Approval of the Auction and Concession**

5.37. In the event that the Bidder is confirmed to have complied with the qualifying requirements and considered the winner, the Special Bidding Commission shall forward the bidding process to ANAC’s Board for approval and concession.

**Section VII – Schedule of Events**

5.38. The performance of the stages of the Auction shall following the following schedule of events:

5.38.1. Any change of dates shall be announced at [www.anac.gov.br](http://www.anac.gov.br).

Events	Description of Event	Until
1	Publication of Notice	
2	Publication of the Manual of Procedures	
3	Deadline to request clarifications on the Notice	
4	Disclosure of the minutes with clarifications on the Notice	
5	Public session in person to settle doubts related to the Auction procedures	
6	Deadline to challenge the Notice	
7	Disclosure of final decision on the appeal challenging the Notice	
8	Receipt by (Entity organizing the Auction), pursuant to item 5.1, of all copies of the related volumes: (i) Preliminary Statements, Representation Documents, and Bid Bond; (ii) Economic Proposal and Letter of Presentation of the Economic Proposal; and (iii) Qualification Documents, corresponding to the respective International Airport included in the scope of the Concession	



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Events	Description of Event	Until
9	Disclosure, at <a href="http://www.anac.gov.br">www.anac.gov.br</a> , of the decision handed down by the Special Bidding Commission, for each of the Blocks of Airports included in the Concession, referring to the documents in Volume I, Preliminary Statments, Representation Documents, and Bid Bond not accepted, the respective reason.	
10	Auction Session to be held at (Entity organizing the Auction). Opening of Economic Proposals (referring to each of the Block of Airports included in the Concession) from the Bidders whose Bid Bonds were accepted and conduction of the Auction via conference call, if applicable.	
11	Disclosure at <a href="http://www.anac.gov.br">www.anac.gov.br</a> of the order of classification of economic proposal for each of the Airports.	
12	Opening of the Qualification documents only of the Awardees.	
13	Publication of the judgment minutes referring to the analysis of the Awardee's Qualification documents.	
14	Deadline for checking documents referring to the analysis of the economic proposal and Qualification documents only of the Awardee.	
15	Deadline to file the appeals	

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

Events	Description of Event	Until
	mentioned in item 5.29.	
16	Publication of judgment of the appeals.	
17	Approval of the result of the Auction and concession by ANAC's Board.	
18	Deadline, according to item 6.1, to present proof of compliance by the Awardee of the requirements defined in Section I, Chapter VI of this Notice.	
19	Summoning of the Awardee to execute the Concession Agreement of the respective Block Of Airports.	

**CHAPTER VI – CONCESSION AGREEMENT**

**Section I – Obligations Prior to Execution of the Agreement**

6.1. The obligations determined in this Subsection, item 6.2, shall be complied with by the Awardee of each Block of Airports, within 60 (sixty) days after publication of the approval, provided that this term can be extended at the discretion of ANAC's Board.

6.2. The Awardee shall present the following documents to ANAC:

6.2.1. Collection of payment to (Entity organizing the Auction), amounting to R\$\_\_\_\_\_ per Block of Airport.

6.2.1.1. The amount mentioned above can be changed under the terms of the agreement entered into between ANAC and (Entity organizing the Auction), disclosed together with this Public Notice.

6.2.2. Proof of payment of the following amounts to the company responsible for conducting the technical, economic, and environmental feasibility analysis, as authorized by article 21, of Law No. 8987/95, and by the Analysis Selection Notice No. 1/2018:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- (i) Northeast Block (Recife International Airport/Guararapes - Gilberto Freyre (SBRF), Maceió Airport/Zumbi dos Palmares (SBMO), Santa Maria Airport - Aracaju (SBAR), Presidente Castro Pinto Airport - João Pessoa (SBJP), Juazeiro do Norte Airport - Orlando Bezerra de Menezes (SBJU), and Presidente João Suassuna Airport - Campina Grande (SBKG): Amount of R\$28,346,887.11 (twenty-eight million, three hundred and forty-six thousand, eight hundred and eighty-seven Reais and eleven cents);
- (ii) Midwest Block (Marechal Rondon Marechal Rondon - Cuiabá (SBCY), Maestro Marinho Franco Airport - Rondonópolis (SBRD), Piloto Osvaldo Marques Dias Airport - Alta Floresta (SBAT), Presidente João Batista Figueiredo Airport - Sinop (SWSI), and Barra do Garças Airport (SBBW)): Amount of R\$20,716,701.32 (twenty million, seven hundred and sixteen thousand, seven hundred and one Reais, and thirty-two cents);
- (iii) Southeast Block (Vitória Airport - Eurico de Aguiar Salles (SBVT), and Macaé Airport (SBME)): Amount of R\$10,591,144.72 (ten million, five hundred and ninety-one thousand, one hundred and forty-four Reais and two cents);

6.2.3. Proof of payment of the following amounts to Infraero, referring to the costing of programs for adequacy of staff:

- (i) Northeast Block (Recife International Airport/Guararapes - Gilberto Freyre (SBRF), Maceió Airport/Zumbi dos Palmares (SBMO), Santa Maria Airport - Aracaju (SBAR), Presidente Castro Pinto Airport - João Pessoa (SBJP), Juazeiro do Norte Airport - Orlando Bezerra de Menezes (SBJU), and Presidente João Suassuna Airport - Campina Grande (SBKG)): R\$153,110,122.00 (one hundred and fifty-three million, one hundred and ten thousand, one hundred and twenty-two Reais);
- (ii) Midwest Block (Marechal Rondon Airport – Cuiabá (SBCY)): R\$22.034.298,00 (twenty-two million, thirty-four thousand, two hundred and ninety-eight Reais);
- (iii) Southeast Block (Vitória Airport - Eurico de Aguiar Salles (SBVT), and Macaé Airport (SBME)): R\$56,215,709.00 (fifty-six million, two hundred and fifteen thousand, seven hundred and nine Reais);

6.2.4. The minutes of the general meeting for establishment of the Concessionaire, as a publicly-held entity, other subsequent minutes and the respective consolidated

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

articles of association of the Concessionaire, with the corresponding certificate of the Board of Trade and Brazilian IRS Registry of Legal Entities (CNPJ), in compliance with Attachment 21 REQUIREMENTS OF THE CORPORATE BYLAWS, containing:

- 6.2.4.1. Breakdown of equity capital, indicating the types of shares and capital interest of each shareholder based on their shares;
- 6.2.4.2. The entity's management bodies;
- 6.2.4.3. Commitment with corporate governance principles for the Concessionaire's management;
- 6.2.4.4. Statement that the Concessionaire will establish headquarter in the city where the won airport Block is located;
- 6.2.4.5. Statement that the Concessionaire's sole purpose shall be operating the subject matter of the Concession;
- 6.2.4.6. Statement that the minimum capital of the Concessionaire, subscribed in sufficient amount to make the Initial Contribution, plus the following amounts:
  - (i) Northeast Block: Subscribed capital of R\$484,228,546.00 (four hundred and eighty-four million, two hundred and twenty-eight thousand, five hundred and forty-six Reais);
  - (ii) Midwest Block: Subscribed capital of R\$217,172,596.00 (two hundred and seventeen million, one hundred and seventy-two thousand, five hundred and ninety-six Reais)
  - (iii) Southeast Block: subscribed capital of R\$222,537,885 (two hundred and twenty-two million, five hundred and thirty seven thousand, eight hundred and eighty-five Reais).
- 6.2.4.7. Before signing the Agreement, the Concessionaire's shareholders shall have paid up, in local currency, the First Payment amount, plus the following amounts:
  - (i) Northeast Block: R\$211,734,163.00 (two hundred and eleven million, seven hundred and thirty-four thousand, one hundred and sixty-three Reais);

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

(ii) Midwest Block: R\$60,193,159.00 (sixty million, one hundred and ninety-three thousand, one hundred and fifty-nine Reais);

(iii) Southeast Block: R\$82,379,957.00 (eighty-two million, three hundred and seventy-nine thousand, nine hundred and fifty-seven Reais).

6.2.5. Draft of the shareholders' agreement, to be approved by ANAC, entered into by the shareholders holding the Concessionaire's Control rights, with at least:

6.2.5.1. 50% plus one of the shares representing the voting capital of the Concessionaire, under the terms of the law, not allowing the borrowing, transfer, assignment or disposal, by any form or mean, directly or indirectly, gratuitously or onerously, of all or a portion of the shares and/or subscription rights and/or bonus distributed for any reason without prior express approval from ANAC;

6.2.5.2. The ability to exercise the voting right or control over the Concessionaire's management; and

6.2.5.3. The obligation that all signed shareholders' agreements and their subsequent amendments are submitted for ANAC's approval.

6.2.6. In case the control is exercised by a single shareholder with 50% plus one of the shares representing the voting capital of the Concessionaire, the provisions of item 6.2.5.1 shall be observed, thus exempting the presentation of the Shareholders' Agreement.

6.2.7. The Guarantee of Agreement Compliance entered into by the Concessionaire under the conditions defined in Attachment of the Draft of the Concession Agreement, observing the following minimum amounts:

(i) Northeast Block: Amount of R\$179,949,063.00 (one hundred and seventy-nine million, nine hundred and forty-nine thousand and sixty three Reais);

(ii) Midwest Block: Amount of R\$43,845,927.00 (forty-three million, eight hundred and forty-five thousand, nine hundred and twenty-seven Reais);

(iii) Southeast Block: Amount of R\$44,093,491.00 (forty-four million, ninety-three thousand, four hundred and ninety-one Reais);

6.2.8. Intercompany loans executed with Related Parties, if any, shall contain provision expressly defining that ANAC may suspend the payment of any amount contractually

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

provided in case of default of the Variable Contribution or risk of early termination of the concession.

- 6.2.8.1. The Total Effective Cost of the intercompany loans mentioned in item 6.2.8 shall not exceed the interest rate of the Interbank Deposits (CDI).
- 6.3. In case the Awardee has participated in the bidding process as a Consortium member, the Concessionaire shall be established under the Commitment Term to Establish a Special Purpose Company provided for in this Notice.
- 6.4. In case the Awardee has participated in the bidding process and an individual Bidder, the Concessionaire shall be established as a wholly-owned subsidiary.
- 6.5. At the Awardee's own risk, even before signing the Agreement, ANAC may authorize the access to the Airport Complexes, as well as to information of the Airports of a certain Block to start the preparation of the Operational Transfer Plan.
- 6.6. The parties may request ANAC to mediate and settle disputes preventing the performance of the Prior Obligations to the Agreement Execution.
- 6.7. Each subject shall correspond to one Concession Agreement, according to the standard agreement, attached to the Notice, to be adapted to the specific subject removing the references to other subjects.

**Section II – Execution of the Concession Agreement**

- 6.8. Provided that the requirements of the items above are met, the Concessionaire, its controlling entity and former airport operators shall be summoned for executing the Agreement corresponding to the Block of Airports, as defined in Attachment 24 – Draft of the Concession Agreement.
- 6.9. The refusal of the Concessionaire or any of its shareholders, regularly summoned to execute the Agreement within 5 (five) business days as of the summoning, without compliance of the requirements provided for in this Bid Note, and without justification accepted by ANAC, shall lead to:
- 6.9.1. Application of fine corresponding to the full amount of the Bid Bond, to reimburse the losses, and immediate execution of the Bid Bond by ANAC;

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 6.9.2. Prohibiting the individual Awardee, or in case of a consortium, then prohibiting all members from participating in new bidding processes and engaging with ANAC for 2 (two) years; and
- 6.9.3. At ANAC's discretion, summoning the remaining Bidders, according to their classification, to make the agreement under the terms and conditions offered by the Awardee or to revoke this bidding process.

**Section III – General Provisions of the Concession Agreement**

- 6.10. The Agreement shall be effective for 30 (thirty) days for Northeast, Midwest and Southwest Blocks.
- 6.11. This term shall not be extended, except in case of extraordinary review, for up to 5 (five) years, in order to reestablish the financial and economic balance, at ANAC's own discretion, under the terms and conditions defined in Attachment 24 - Draft Concession Agreement.
- 6.12. Tariff restrictions and Initial Contribution shall be adjusted in accordance with the criteria, terms and rates defined in Attachment 24 – Draft of the Airport's Concession Agreement.
- 6.13. The reversible assets related to the Concession are all those indicated in Attachment 24 - Draft of the Concession Agreement.
- 6.14. The Concessionaire's and the Agreement's fiscal year shall coincide with the calendar year, i.e. the 12-month period from January 1 to December 31.
- 6.15. The Agreement shall be governed by the Brazilian legislation, not mentioning any foreign or international right, not even for interpretation purposes.
- 6.16. The participation of the Concessionaire's shareholders, directly or indirectly, in the Airline Companies' voting capital shall observe the interest limitation rules provided in this Notice for the first five years of the Concession.
  - 6.16.1. After this five-year term expires, the participation of the Concessionaire's shareholders in these entities will depend on prior approval from ANAC.

**CHAPTER VII - PENALTIES**

- 7.1. With adverse impact to the execution of the Guarantees, failure to comply any of the conditions defined in this Notice shall enable ANAC, with guarantee of appeal and broad defense, to apply the following penalties to the Bidders and to the Awardee:

**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 7.1.1. Warning;
  - 7.1.2. Fine; and
  - 7.1.3. Temporary suspension of the right to engage or participating in bidding processes, and prohibition to engage with ANAC for up to 2 (two) years.
- 7.2. Without impacting the penalties provided for in item 7.1, the competent authority is also guaranteed a declaration of inability to bid or engage with the Public Administration for as long as the reasons for the punishment remain or until rehabilitation is filed with ANAC.
- 7.3. The fine for violations committed during the bidding process will be limited to R\$ 2,000,000.00 (two million Reais) per event, except in events where there is a specific provision in this Notice that will correspond to the total value of the Bid Bond.
- 7.4. If the sum of the fines applied exceeds the amount of the guarantee provided, the obligation to respond for the remaining amount shall remain, in accordance with item 4.18.7 of this Notice.
- 7.5. Failure to comply with any condition precedent and necessary to the Concession, in particular the provision of guarantees within the established time limits, shall constitute a refusal of the Bidder or Awardee to be granted the Concession, thus characterizing the failure to comply with the obligation assumed, thus being subject to the penalties set forth in this Chapter , without adversely impacting the other penalties provided for by the law, in all cases observing the administrative proceeding defined especially for this purpose, and ensuring broad defense.

**CHAPTER VIII – FINAL PROVISIONS**

- 8.1. In the event that ANAC becomes aware, after the qualifying phase, that any document presented by a Bidder was false or invalid at the time of its submission, ANAC may then disqualify the Bidder, with no impact to the indemnification payable to the Granting Authority.
- 8.2. Without impact to the provisions of item 8.1., the Auction may be revoked by ANAC's Board due to public interest relations arising from supervenient event for which there is proper evidence, sufficiently relevant to cause such revocation.
- 8.3. ANAC's Board, at its own discretion or due to appeal by third parties, shall nullify the Auction in case there is evidence of any violation that cannot be remedied.



**NOTICE OF AUCTION No. 01/2018**  
**CONCESSION FOR EXPANSION, MAINTENANCE AND OPERATION OF NORTHEAST, MIDWEST, AND**  
**SOUTHEAST BLOCKS OF AIRPORTS**

- 8.4. Nullifying the Auction entails the annulment of the Agreement, thus not generating any indemnification obligation by the Granting Authority, except in the circumstance defined in article 59, sole paragraph of Law No. 8666/93 and amendments thereof.
- 8.5. The Bidder undertakes to communicate to ANAC, at any time, any subsequent event or circumstance constituting an impediment to the qualification conditions, immediately after the occurrence thereof.