

**ANNEX 7 - CONCESSION CONTRACT
OPERATIONAL TRANSFER PLAN (PTO)**

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1. Introduction

1.1 From the Effective Date of the Contract, Phase I-A will start, which contemplates the transfer process of the Airport's operations, which requires meticulous planning by the new Airport Operator. In this context, the Operational Transfer Plan (PTO) is inserted.

1.2 The PTO is configured in a written record of the actions that the Concessionaire must develop, in order to ensure an efficient transition of airport operations. Thus, the PTO should have the following general objectives:

- A. Transfer without interruption of airport operations according to an implementation schedule; and
- B. Guarantee of operational security conditions, civil aviation security against acts of unlawful interference and the facilitation of air transport.

2. Transfer Process

2.1 The process of transferring the operations from the Airport from the Airport Operator to the Concessionaire occurs within the scope of Phase I-A, which comprises two stages:

- A. Stage 1 - Preparation
- B. Stage 2 - Assisted Operation

Stage 1 - Preparation

2.2 Right after the award of the object, the Concessionaire must initiate an exchange with the current airport operator, carrying out actions and preparing plans, which will facilitate and direct the transition process in a harmonious manner. The Operational Transfer Plan (PTO) must also be started, which must be sent to ANAC within 40 (forty) days after the Contract Effective Date.

2.3 ANAC shall, within 40 (forty) days after the full receipt of the PTO, analyze it to verify compliance with contractual requirements.

2.4 If adjustments and / or clarifications are necessary, the Concessionaire and ANAC must observe the same delivery deadlines and analysis of the new plan.

2.5 The Concessionaire must comply with the provisions of item 3 regarding contractual obligations prior to the presentation of the Operational Transfer Plan - PTO.

Stage 2 - Assisted Operation

2.6 Once ANAC has verified the adherence of the Operational Transfer Plan to the Contract, Stage 2 will begin, leaving the Concessionaire with the obligation to carry out the activities foreseen for this stage, in particular, to train and mobilize labor and acquire the inventory items needed to start taking over Airport activities. After the minimum term and the contractual requirements are fulfilled, Stage 2 will be declared completed.

3. Prior obligations

3.1 The Concessionaire must implement the actions listed in this item, as obligations prior to the presentation of the PTO.

3.2 Indicate, within 10 (ten) days from the Effective Date, the general responsible of the concession block, for matters related to civil aviation security against acts of unlawful interference (AVSEC), with their respective contacts.

3.2.1 The indicated professional must request access to the restricted documentation related to the matter, according to ANAC guidelines.

3.3 Create a Transition Committee, led by the Concessionaire and with the minimum participation of representatives of the bodies and entities that operate directly at the airport, such as:

- a) Representatives of the current local airport operator;
- b) Air traffic control body, as appropriate;
- c) Federal Revenue of Brazil - RFB, as the case may be;
- d) Federal Police Department, as appropriate;
- e) National Health Surveillance Agency - ANVISA, as appropriate;
- f) International Agricultural Surveillance System - VIGIAGRO, as appropriate;

- g) Airline Representatives or Airline Committee, as appropriate;
- h) Employee representative, indicated by the union representation of airport workers, if applicable;
- i) Concessionaire representatives responsible for the Airport management; and
- j) Other public or private bodies and other entities relevant to the Airport operation.

3.4 The Transition Committee will meet within 30 (thirty) days after the Effective Date and shall remain active until the end of Phase I-A.

3.4.1 The Concessionaire will send to ANAC the tables with the schedules of the scheduled Meetings.

3.5 The Transition Committee shall meet monthly or when called by the National Civil Aviation Secretariat of the Ministry of Infrastructure to monitor and support the Operational Transfer.

3.6 The Concessionaire must, at least 15 (fifteen) days in advance of the date scheduled for each meeting, inform ANAC the date and time of its holding and forward the discussion agenda.

3.6.1 ANAC's participation in the Transition Committee meetings will be optional and may occur upon prior request or in the interest of the Administration.

3.7 The Concessionaire must send to ANAC, within 7 (seven) days after the completion of each meeting, the Minutes of the Meeting and the attendance list duly signed by all participants.

3.7.1 The Minutes of the Meeting must contain, at least, information referring to the data of time, place, participants, the topics addressed, possible referrals, with indication of those responsible, estimated dates for reporting the actions taken and other manifestations that occurred at the meeting.

4. Operational Transfer Plan (PTO)

4.1 In preparing the PTO, the Concessionaire must take into account the need to establish full communication with all interested parties about the potential problems of the transition, from the first day of the effectiveness of the Contract.

4.2 The content of the Operational Transfer Plan must include at least the following:

- a) Description of the new Concessionaire's organizational structure, with the definition of the areas of responsibility as well as presentation of the governance model to be adopted and the main decisions to be shared;
- b) Relationship of the transition team, with those directly responsible for monitoring the main functional areas, which, among other activities, should validate management decisions in Stage 2, under an assisted operation regime;
- c) Immediate actions and interventions; and

d) Actions regarding the guarantee of operational safety conditions, civil aviation security against acts of unlawful interference and the facilitation of air transport.

Immediate actions and interventions

4.3 The Concessionaire must provide for the immediate initiation of actions that allow improving operational standards, covering at least the following activities:

4.3.1 Improvements in the conditions of use of the airport bathrooms and baby changing facilities;

4.3.2 Revitalization and updating of information signs inside and outside the passenger terminal (TPS);

4.3.3 Availability of free high-speed Wi-Fi internet throughout the TPS;

4.3.4 Revision and improvement of the access roads lighting system of vehicles to the terminals, vehicle parking lots, TPS, cargo terminals and other sectors that involve the movement of passengers and their companions on the ground side of the airport;

4.3.5 Review of air conditioning systems, escalators, moving walkways, elevators and luggage restoring mats;

4.3.6 Cracks correction, infiltrations, stains and wear on the walls painting, floors and ceilings (including external area) of the TPS (s);

4.3.7 Review and improvement of infrastructure conditions in terms of accessibility according to current regulations; and

4.3.8 Other activities to be carried out at the airport, due to new needs identified.

4.4 All the actions listed above must be presented in the PTO containing information regarding the interventions to be carried out; action location; the period of the activities performance; responsible; possible evidences description, as well as presenting a photographic report of the places that will receive intervention, when applicable.

Actions regarding the guarantee of operational safety conditions, civil aviation security against acts of unlawful interference and the facilitation of air transport

4.5 In order to demonstrate its ability to ensure operational safety conditions, civil aviation security against acts of unlawful interference and the facilitation of air transport, the Concessionaire must present the following documents:

4.5.1 Management team list, indicating, at least:

4.5.1.1 The name of the AVSEC Person in charge of each airport, who meets the selection criteria, according to the requirements established in RBAC 110, being responsible for executing at the airport the security control procedures provided for in RBAC 107;

4.5.1.2 Statement that Aviation Security professionals against Acts of Illicit Interference and Operational Security acting by the Concessionaire will meet the criteria contained in RBAC 110 and RBAC 153 and related regulations, when the operation is assumed after the end of Stage 2; and

4.5.1.3 Airport manager indication and those responsible for the operational security management, airport operation, maintenance and response to airport emergency, under the terms of the RBAC 153 in force.

4.5.2 Training program that includes all employees who will work in the operational area of the aerodrome or in activities related to operational safety, meeting the minimum instruction requirements to ensure the safety of operations in the transition phase and contemplating actions that meet the requirements operational safety, in line with the guidelines established in RBAC 153, 153.37 (PISOA).

4.5.2.1 Training can be adapted from PISOA, considering the transition period (Phase I-A).

4.5.2.2 The employees must be trained, according to the program presented, until the end of Stage 2. In the eventual use of existing employees, the training can be simplified and this possibility must be included in the training program.

4.5.2.3 The training program must be specific to each airport.

4.5.3 Airport Security Program (PSA), when this requirement exists, under the terms of RBAC 107.

4.5.4 Declaration, according to the model to be made available by ANAC, that all the current regulations regarding AVSEC will be observed.

4.5.5 Statement of conformity to airport maintenance items, containing identification of improvement opportunities, short-term actions for maintaining operational safety and deadlines, according to the model indicated by ANAC.

4.5.6 Application for issuing the Airport Operational Certificate, according to the model indicated by ANAC.

4.5.7 Ratification statement of the Aerodrome Operations Manual (MOPS) in force, if any, ratifying its full compliance.

4.6 Items 4.5.6 and 4.5.7 do not apply to cases of aerodromes whose current operators have not been certified by the date of effectiveness of the Contract.

5. Contract PTO adherence requirements

5.1 To obtain the declaration, by ANAC, of the Contract PTO adherence, it is necessary to:

5.1.1 The delivery of the Airport Security Program (PSA), when this requirement exists, under the terms of RBAC 107;

5.1.2 The conformity of the declaration, according to the model to be made available by ANAC, that all the current regulations regarding AVSEC will be observed;

5.1.3 Compliance with the requirement for issuing the Airport Operational Certificate;

5.1.4 The compliance of the MOPS ratification statement;

5.1.5 Acceptance of conformity statement to airport maintenance items, containing identification of improvement opportunities, short-term actions for maintaining operational safety and deadlines, according to the model indicated by ANAC;

5.1.6 Immediate actions approval;

5.1.7 Management team approval; and

5.1.8 Training program approval.

6. Stage 2 (Assisted Operation)

6.1 From the knowledge of the PTO's statement of adherence to the Contract, Stage I of Phase I-A will begin.

6.2 Stage 2 will have a minimum duration of:

6.2.1 45 (forty-five) days for airports with passenger movements equal to or greater than 1 mi / pax / year; and

6.2.2 15 (fifteen) days for airports with passenger movement below 1 mi / pax / year.

6.3 The objectives of this Stage 2 are:

6.3.1 Allow the Concessionaire to obtain and prepare the necessary resources for the operation of the airport and the adequate provision of services provided for in the Contract;

6.3.2 Make it possible for the Concessionaire team to know and participate in the airport's operational activities; and

6.3.3 Ensure adequate training for employees of the new organization.

Operating Conditions:

6.4 At this stage, the current airport operator will maintain responsibility for the Airport complex operation with direct monitoring by the new Concessionaire. Therefore, the transition team must validate management decisions in an assisted operation regime, as provided for in the PTO.

6.5 The Concessionaire's Transition Team will work together with the Transition Committee and all the people it indicates, in order to transparently coordinate the start of its operations / operating services.

6.6 The Concessionaire will enjoy free access to all the facilities, goods and equipment of the airport site, observing the security rules in force, and physical spaces will be designated so that the Concessionaire can carry out the works and activities of the transition. During this stage, the Concessionaire must carry out an extensive audit process to become fully familiar with the operations, the organizational structure, and the space holders assignment contracts at the Airport and the Airport users.

6.7 The Concessionaire must guarantee an efficient transition, within the established deadlines, through the execution of the following actions:

6.7.1 taking the initiative to communicate with employees, space holders assignment contracts at the Airport, users, airlines, government agencies and the community in general in all aspects of the transition;

6.7.2 Ensure the training and development processes of the existing and future staff of the Airport;

6.7.3 To take the initiative to cooperate with the local and regional Government representatives, the business community and the population in general to promote the integration and development of the Airport with the local and regional goals; and

6.7.4 Establish an efficient organizational structure that clearly defines the responsibility areas.

7. Requirements for completing Stage 2

7.1 The Granting Authority will declare that Stage I-A Stage 2 has been completed when the following conditions are met:

7.1.1 after the minimum time elapsed in items 6.2.1 and 6.2.2;

7.1.2 ANAC statement or manifestation informing about the PSA receipt with all the expected items necessary for its composition under the terms of the current regulations, for the purposes of preliminary approval of conformity of the Airport Security Program (PSA);

7.1.2.1 PSA documentary compliance means the existence of all parts provided for in the composition of the PSA under the terms of the current regulations, RBAC 107 and IS 107-001.

7.1.3 Provision of the Provisional Operational Certificate by the Concessionaire, instituted in the RBAC 139 in force, for airports that were already certified by the end of Stage 1;

7.1.3.1 Airports that do not hold an operational certificate by the end of Stage 1 must submit an application for an airport operational certification within 12 (twelve) months from the date of effectiveness of the Contract.

7.1.3.2 The Bacacheri airport located in Curitiba city / PR is exempt from the applicability of this item.

7.1.4 Proof of contracting the insurance provided for in Subsection X of Chapter III of the Concession Contract, referring to the operational activities of the airports;

7.1.5 Composition presentation of the body of employees who will work in the operational area of the aerodrome or in activities related to operational safety, properly trained.

8. Complementary Obligations

8.1 The Concessionaire must complete the immediate actions provided for in item 4.3 within 180 (one hundred and eighty) days, counting from the adhesion statement date of the PTO Contract. Thus, you must present a detailed report with information about its implementation, including photographic record, when necessary.

8.2 As of the assumption of operations, the Concessionaire must review the airport's MOPS and submit it to ANAC for approval, in accordance with the regulations in force.

8.3 The Concessionaire must obtain, within 12 (twelve) months, from the assumption date operations, the final approval of the PSA.

8.4 The Concessionaire must complete the actions proposed in the conformity statement to the airport maintenance items and present an updated statement and respective report containing the evidence to the items listed in the model of conformity statement to the airport maintenance items within 45 (forty-five) days the assumption of operations.

8.5 For all airports, the Concessionaire must present within 12 (twelve) months of the effective date:

8.5.1 Structural and functional assessment of the landing and takeoff runway (s) pavement;

8.5.2 Assessment of the resistance and slope of the prepared strip and end-of-runway safety areas (RESA), if any.

8.6 The Concessionaire must coordinate with the current Airport Operator the planning and execution of works in order to maintain the risk to air operations at acceptable levels.