

ATTACHMENT 11
BIDDING PROCEDURES MANUAL

CONCESSION FOR THE CONSTRUCTION AND PROVISION OF
THE PUBLIC SERVICE OF RAIL CARGO TRANSPORT
ASSOCIATED WITH THE OPERATION OF RAIL
INFRASTRUCTURE OF EF-334, IN THE STRETCH BETWEEN THE
MUNICIPALITIES OF ILHÉUS/BA AND CAETITÉ/BA, PURSUANT
TO LAW NO. 10,233 OF JUNE 5, 2001

INTERNATIONAL BIDDING NOTICE No.

01/2020

SÃO PAULO, JANEIRO DE 2021
B3 S.A. – BRASIL, BOLSA, BALCÃO

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INTRODUCTION

This Bidding Procedures Manual is informative and complementary to the Notice. It guides on the steps of the Bidding for the Concession indicated in the Notice.

B3 will report to the Granting Committee any and all issues arising from its provision of services.

All Bidding decisions are the sole and exclusive responsibility of the Granting Committee responsible for conducting the Bidding procedures, as per the Notice.

B3 does not guarantee the fulfillment of any obligation of those involved in the Bidding, Granting Authority, interested parties, Bidders, winners, Contractors, intermediaries of Bidders with B3, CADE, ANTT, and is not obliged to honor the payments due by those involved in the Bidding, not acting as co-obligator of the defaulting party and thus not making any payments in their name.

B3 highlights its status as an advisor to the Bidding. Therefore, its performance is limited to technical support related to the procedures inherent to the Bidding, such as: analysis of the Notice; preparation of the Bidding Procedures Manual; provision of resources and spaces for document delivery sessions and public session; provision of resources and spaces for keeping documentation; support for clarifying doubts from Proponents regarding procedures involving B3; assistance in receiving, analyzing, maintaining, returning and executing the Bid Guarantee; support for the analysis of legal, economic-financial, tax and labor documentation; publication of the link to access the Notice and the Bidding Procedures Manual on the B3 website.

On the other hand, it is not under B3's responsibilities to act in activities fundamental to the Bidding, nor to assume the lead role or make non-delegable decisions of the public administration in the Bidding, as these are exclusive prerogatives of the Granting Authority, such as publications of an official or binding nature; access to the Notice; technical visits; information about the object; Technical Notes; clarifications to the Notice; schedule or deadline changes; return of the Bid Guarantee in the form of security deposit; credit, liquidity, enforceability and executions of Bid Guarantee; any other guarantees; availability of documentation for consultation; remedying faults or promoting due diligence; registration, participation or qualification of Proponents; the obligations of the Bidder, the winners and the Granting Authority; guarantee of faithful compliance; drawing up of minutes; availability of documentation for consultation; and other Bidding steps not provided in the Bidding Procedures Manual.

PREVALENCE OF THE NOTICE

If there is a conflict between the provisions of this document and those of the Notice, the provisions of the Notice shall prevail.

DEFINITIONS AND ABBREVIATIONS 4

The definitions used in this Bidding Procedures Manual are the same as those applied to the Notice in Part II - Definitions. Any new term that may have been used in this Bidding Procedures Manual does not replace or invalidate the terms adopted by the Notice, which will always prevail.

BIDDING DOCUMENTS

Bidding documents will be officially made available as provided for in the Notice.

This manual (in Portuguese) can also be obtained on the B3 website, at <http://www.b3.com.br/licitacoes/>.

CLARIFICATION OF DOUBTS

At any time during the Bidding, B3 may clarify doubts about the steps described in this Bidding Procedures Manual via e-mail leiloes@b3.com.br and/or by phone (11) 2565-6500.

Answers provided by B3 are not binding and are for information purposes only. The guidelines provided by B3, within the scope of its assistance to the Granting Committee, do not constitute clarifications to the Notice within the meaning of Article 40, VIII of Law No. 8.666/93, and of item 6 of the Notice.

CHAPTER 1

ACCREDITED BROKERS

The Bidder must be represented in stages with B3 by an Accredited Broker, especially on the Date for Receiving the Envelopes and at the Public Bidding Session, according to item 10.1 of the Notice.

See the list of Accredited Brokers at http://www.b3.com.br/pt_br/produtos-e-servicos/participants/search-for-participants/ .

Whenever necessary, B3 will contact the Accredited Broker and the latter, in turn, must communicate with the Bidder.

REPRESENTATION BY ACCREDITED BROKERS

The powers of the legal representatives of the Accredited Brokers will be verified in the B3 system. Prior consultation may be carried out via auctions@B3.com.br, by informing the full name of the legal representatives you wish to consult.

If the registration of the Accredited Broker is out of date, the delivery of documents proving its powers of representation will be allowed, provided that they are separated from any envelope.

ANNEX A - INTERMEDIATION AGREEMENT BETWEEN THE BROKER AND THE BIDDER

To formalize this intermediation of the Proponent by the Accredited Broker, the above Agreement must be signed, according to Annex A of this Manual.

The document must (i) be signed by the legal representatives of the Bidder, (ii) by representatives of the Accredited Broker; (iii) by two witnesses; and (iv) have notarized recognition from the signatories' signatures.

The timing and form of submission of this document will be described in Chapter 2, Volume 1 - Bid Guarantee.

This document must be followed by proof of the powers of its signatories. The Accredited Broker can use your registration with B3 if it is updated. The powers of the grantors of any mandate instrument will also be verified via the B3 signature card.

CHAPTER 2

DATE FOR RECEIPT OF ENVELOPES

PRESENTATION OF THE VOLUMES

Pursuant to item 10.1 of the Notice, two (2) copies must be delivered:

- Volume 1 - **Bid Guarantee;**
- Volume 2 - **Economic Proposal; and**
- Volume 3 - **Qualification Documents.**

The envelopes must be delivered on the date and time indicated in the schedule of item 16.1 of the Notice, at the premises of B3:

B3 – BRASIL, BOLSA, BALCÃO
RUA XV DE NOVEMBRO, 275
CENTRO, SÃO PAULO, SP, BRASIL
CEP 01013-001

The delivered volumes must contain the documentation as provided in Annex A.

FORM OF DOCUMENTS

- Item 10.1 and 10.2, of the Notice, each volume in 02 (two) identical copies, bound separately;
- Item 10.12, (i), of the Notice, in Portuguese;
- Items 10.12, (ii) and (iii), of the Notice, documents in a foreign language must be translated by a sworn translator and authenticated by the Brazilian consular authority in your country of origin only if the company is not a member of the treaty regulated in Decree nº 8.660/2016 (Convention on the Elimination of the Requirement to Legalize Foreign Documents);
- Item 10.4, of the Notice, in electronic media for each copy, in PDF file;
- Item 10.2 and 10.12, caput, of the Notice, in legible form, without amendments, erasures, between lines or exceptions;
- Item 10.2, of the Notice, with all pages with content numbered sequentially;
- Item 10.8, of the Notice, with all sheets initialed by an Accredited Representative;
- Item 10.3, of the Notice, each copy, at the end of the volume, will contain a page with a closing term, which will not be numbered;
- Item 10.7, (i), of the Notice, each copy detailing 1st and 2nd copies;
- Item 10.10, of the Notice, according to the Notice templates;

- Item 10.7 (ii), of the Notice, original or certified copy, except for the Bid Guarantees; and
- Item 11.1, (iv), of the Notice, containing the signature of the Accredited Representative with notarized signature, except in the Economic Proposal.

ACCEPTED MODALITIES

The Bid Guarantee can be presented according to the instructions below, in the following modalities:

- Guarantee Insurance Policy;
- Bank Guarantee Letter;
- Public Debt Security; or
- Security Deposit (Cash Deposit).

If the Bidder is in a Consortium, the Bid Guarantee must be submitted on behalf of any of the consortium members, indicating the name of the Consortium, the percentage of participation of each of the consortium members, and the indication of the leader, and the composition of the Bid Guarantee among consortium members is acceptable regardless of their percentage of participation in the Consortium.

APPLICABLE RULES TO ALL MODALITIES

SPECIFIC DEPOSIT

Bidders must make a specific guarantee deposit to participate in Bidding. Any guarantee deposited with B3 for other operations of the Accredited Brokers or Bidders is not part of the Bid Guarantee.

PURPOSE AND VALUE

The Bid Guarantees must comply with the rules of value and validity set forth in items 12.1 and 12.2 of the Notice.

CURRENCY

The Bid Guarantee must be issued in national currency, BRL/Real. NAME

If the Bidder participates alone, the Bid Security must have its own corporate name as the borrower/guarantor/holder/depositary.

CONSORTIUM

If the Bidder is in a Consortium, the Bid Guarantee that uses the name of the Consortium as borrower/guarantor/holder/depositary will not be accepted, given that they are not a legal person. In that case, the Bid Security may be delivered:

- In only one instrument in corporate name of a consortium member; or

- In different instruments, which may be of different modalities, each in corporate name of a consortium member, so that the sum of the shares reaches the value of the Bid Guarantee stipulated in the Notice, regardless of the percentage of participation of the consortium members in the Consortium. In all cases, the Bid Guarantee must ensure the Consortium's liability as a Bidder, and an instrument that guarantees only the participation of a consortium participant or borrower/guarantor/holder/depositary. The name of the Consortium, the corporate reasons of all the consortium members and their participation percentages must be included in the description of the guarantee insurance policy and/or the bank guarantee letter.

INVESTMENT FUND

In the case of an investment fund, the Bid Guarantee must be provided by its administrator. If the manager is the competent person for this purpose, the fund regulations and other documents necessary for such verification must be submitted with the guarantee.

The name of the investment fund must be included in the description of the guarantee insurance policy and/or the bank guarantee letter.

TERM

According to item 12.2, of the Notice, the Bid Guarantee must have a minimum validity period of 1 (one) year, counted from and including the Date for Receiving the Envelopes.

The Bid Guarantee must be valid from, at least, 04/05/2021 to 04/04/2022, and the term must include the 24 (twenty-four) hours of the referred dates. It is recommended to add 1 (one) day to the effective date in case of impossibility of complying with this requirement.

In compliance with the regulations applicable to guarantee insurance, 24 (twenty-four) hours of the minimum validity period must be considered. It is recommended to add 1 (one) day to the effective date in case of impossibility of complying with this requirement, that is, from 04/04/2021 to 04/04/2022.

If necessary, the Bidder must extend the Bid Guarantee period for 6 (six) months, and must do so up to 15 (fifteen) days before its expiration. In this case, the value must be updated by the IPCA/IBGE by the positive variation of the index, pursuant to item 12.9.1.

VALUATION, MAINTENANCE, RENEWAL AND REPLACEMENT

During the permanence of the Bid Guarantee at B3, it will constantly monitor the economic value, validity and adherence to the Notice's requirements for the Bid Guarantee. In the case of Bid Guarantee in the form of Federal Public Securities, these will be valued daily at their economic value, as defined by the Ministry of Finance and determined by B3.

If B3 identifies that any of these guarantees have suffered or are about to suffer deterioration in value or quality, B3 will inform the Granting Committee. This may establish a period for the Bidder to maintain or replace the Bid Security.

After the limit date and time for the deposit of the Bid Guarantee, these can only be modified, renewed or replaced, as provided for in the Notice and in this manual and for recomposition of their value or quality, with the express and prior consent of the Granting Committee.

B3 will only return the replaced guarantees after the provision of substitute guarantees.

B3 will only execute any movement of the Bid Guarantee deposited under the express and formal order of the Granting Committee. Omitted cases will be dealt with by the Granting Committee.

DEVOLUTION

The Bid Guarantee will be returned through the Bidder's Accredited Broker with B3, under the terms of the guarantee insurance policy, bank guarantee letter and federal public bond. When authorized, B3 will contact the Accredited Brokers to schedule the return of the guarantees provided.

EXECUTION

According to item 12.11 and the hypotheses suggested in the Notice, the Bid Guarantee may be executed by the Granting Commission for the benefit of ANTT, with operational support from B3. Whenever one or more of the predicted conditions are met, the Commission will have the prerogative to promote the execution of the instruments, without prejudice to other penalties provided for in Law and in the Notice.

RULES APPLICABLE TO THE INSURANCE POLICY GUARANTEE MODE

FORM OF THE DOCUMENT

Guarantee Insurance Policies will be accepted under these conditions:

- The Insurer is duly constituted and authorized to operate by SUSEP;
- The policy indicates the Bidder as a borrower, observing the specific rules applicable to Consortia and funds;
- The policy indicates ANTT as the beneficiary;
- The guidelines in Annex 10-A of the Notice are respected;
- Do not add clauses that relieve the Proponent or the insurer of its responsibilities;
- Strictly follow SUSEP Ordinance 477, of September 30, 2013 and other current conditions stipulated by the Superintendency of Private Insurance - SUSEP;
- Guarantee insurance policies issued electronically with digital certification are possible to verify their authenticity on the insurance or SUSEP website;
- The guarantee insurance policies issued electronically have signatures of the legal representatives of the insurer that can be verified for authenticity; and

- The guarantee insurance policies issued physically have signatures of the legal representatives of the insurer with notarization.

APPLICABLE RULES TO THE BANK GUARANTEE LETTER MODALITY

FORM OF THE DOCUMENT

Bank guarantee letters will be accepted under these conditions:

- The bank is a commercial bank, investment bank and/or multiple types, authorized to operate in Brazil, according to Brazilian legislation and the specific regulation of the financial sector;
- The bank observes the prohibitions of the National Monetary Council regarding the limits of indebtedness and risk diversification;
- The bank is a financial institution rated between the first and the second base, that is, between “A” and “B” on the long-term rating scale of one of the risk rating agencies Fitch Ratings, Moody's or Standard & Poors;
- The bank guarantee letter indicates the Bidder as a guarantor, subject to specific rules;
- The obligations of the bank guarantee letter are assumed before ANTT;
- The bank guarantee letter is in its original physical form, and copies of any kind will not be accepted;
- The bank has Embratel's EMVIA system for B3 to verify the authenticity of the bank guarantee letter;
- The bank guarantee letter is delivered in person in its original physical form;
- The bank guarantee letter has the notarized signatures of the bank's legal representatives;
- The bank guarantee letter has initials on all pages that do not contain signatures of the bank's legal representatives;
- The bank guarantee letter has the signature of two witnesses;
- The guidelines in Annex 10-B of the Notice are respected; and
- Do not add clauses that relieve the Bidder or the bank of its responsibilities.

The clauses of bank guarantee letters may be subject to changes or adaptations, provided that they have previously been analyzed and approved by the Granting Committee.

REGISTRATION OF LEGAL REPRESENTATIVES OF THE BANK ISSUER OF GUARANTEES

In order to prove the powers of the signatories of the guarantee, the Bidders should proceed, preferably, as indicated below.

Banks that have an up-to-date registration at B3 do not need to send proof of representation documents. In the event that the bank issuing the Bid Guarantee is not registered or its registration is out of date, it must send

preferably up to 10 (ten) working days before the guarantee deposit date, the following documents:

- Current bylaws;
- Minutes of the appointment of the current board; and
- Powers of attorney for validation, which must explicitly include the authorization to sign/issue guarantee insurance policies/letters of guarantee.

Documents must be sent in their original copy or certified copy to:

B3 S.A. – BRASIL, BOLSA, BALCÃO
GERÊNCIA DE PROCESSOS LICITATÓRIOS
RUA XV DE NOVEMBRO, 275, PROTOCOLO GERAL
CENTRO, SÃO PAULO, SP, BRASIL
CEP 01013-001

If the bank does not have a record or its record is not updated at B3 in a timely manner, the documents may be included in the Bid Guarantee envelope.

APPLICABLE RULES TO THE PUBLIC DEBT SECURITIES MODALITY

ACCEPTED SECURITIES

- In the event that the Bid Guarantee is provided in public debt securities, only securities issued in book-entry form will be accepted, through registration in a centralized settlement and custody system authorized by the Central Bank of Brazil, and evaluated at their economic values, as defined by the Ministry of Finance).

FORM OF TRANSFER AND CONTRACT

The book-entry blocking of the public debt bond will be made through the following routine:

- Bidders who wish to block public debt securities as collateral may initiate the blocking procedure within a maximum of 3 (three) business days prior to the date on which the Bid Guarantees are due to be delivered, an act which in itself does not constitute the payment of guarantees;
- Proponents holding their own custody account with public debt securities in their portfolio must proceed with their collateral by transferring these securities in the Special Settlement and Custody System - SELIC, to the account held by B3 in the system;
- The Bidder will request the Financial Institution to which its securities position in the SELIC is linked, to arrange for the transfer with the system to B3. Not necessarily the financial institution that holds the securities position is the Accredited Broker hired by the Bidder to represent it at the Public Bidding Session;
- The following information, which may be obtained from the Financial Institution's backoffice, must be sent by the Bidder to B3:
 - Data of the securities being transferred;

- Company name and code of the intermediary Financial Institution, in which the Bidder holds its securities; and
 - Bidder's customer and account code in the Guarantee System of the **B3** (NGA).
- The securities must be transferred by command of the Financial Institution through an "operation without cash", called "1023", in the Special Settlement and Custody System - SELIC, to the account maintained by B3 in that system;
 - The Accredited Broker will send B3 information about the securities being transferred. B3 will arrange the correspondence of the entry in SELIC and monitor its update to confirm the deposit in the Guarantee System;
 - After this procedure, B3 will register the transfer in the B3 Guarantee System (NGA) with allocation of securities in the "other" modality. The institutions that mediate the transfer of the securities can confirm it through the website:
<https://clearing3.bvmfnet.com.br/Garantias/>;
 - The acceptance of the securities blocked in guarantee will be confirmed by the Granting Committee, when the Proponents' suitability is published.

Due to the SELIC transfer deadlines, only securities available under the custody of B3 in that system will be accepted as a Bid Guarantee, up to the deadline of the date described in the schedule of item 16.1.

RULES APPLICABLE TO THE DEPOSIT MODE

The Bidder submitting the Bid Guarantee in the form of a security deposit (cash deposit), will not have its Bid Security provided in the B3 environments.

Any matter related to the Bid Guarantee in this modality, such as receipt, confirmation, analysis, acceptance, maintenance and return, must be addressed to the Granting Committee, and B3 has no responsibility for the conduct of such matters.

B3 will also not be responsible for the return of the Bid Guarantee that is deposited in the form of a cash guarantee.

FORM OF DELIVERY

The Bid Guarantee must be delivered to the Granting Committee by submitting the deposit receipt (via the beneficiary) in its original format, along with the other documents that make up Volume 1 - Bid Guarantee, as per item 12.6 (v), of the Notice, on the date and time for the Bid Guarantee deposit indicated in the schedule of item 16.1 of the Notice.

Eventual sending of the receipt by e-mail leiloes@B3.com.br does not constitute a deposit of Bid Guarantee, since this will only occur after the delivery of the original copy of the deposit receipt and acceptance by the Granting Committee.

FORM OF DEPOSIT AND DELIVERY

The Bidder who chooses to deliver the Bid Guarantee in the form of a security deposit (cash deposit), must deposit the amount indicated in the Notice in a branch of Caixa Econômica Federal defined by the Bidder itself, based on article 82, of Decree nº 93.872, of December 23, 1986 and in Decree-Law No. 1,737, of December 20, 1979.

Due to the compensation period, only the resources under the custody of the Granting Committee will be accepted as Bid Guarantee until the deadline of the date described in the schedule of item 16.1 of the Notice.

DEVOLUTION

The Bidder must contact the Granting Committee directly for instructions on requesting the release of the Bid Guarantee in the form of a bond (cash bond).

ANALYSIS OF THE BID GUARANTEE

Once the deposit period foreseen in the schedule of item 16.1 of the Notice has expired, the analysis of the instruments deposited will be carried out, in a reserved environment.

The analysis will be carried out jointly by the Granting Committee and B3, but the decision on the acceptability of the documentation rests solely with the Granting Committee.

The result of the analysis will be published by the Granting Committee, which will be able to promote due diligence and/or remedy failures for any regularization it deems necessary, including through B3.

CHAPTER 3

CHAPTER 3 PUBLIC BIDDING SESSION

OBJECT

The characteristics of the Bidding object are described in item 1 and throughout the Notice, as well as in its related documents.

The Bidding Public Session aims to select the highest bid for the object of the Bidding.

PLACE, DATE AND TIME

The Public Bidding Session will be conducted by B3 on its premises, on the date and time indicated in the schedule of item 16.1, on behalf of the Granting Committee, according to the wording of the Notice, at:

B3
Rua XV de Novembro, 275
Centro, São Paulo, SP.

The Director of the Session may establish a break during the event, if he deems appropriate to the progress of the work.

PROPONENTS ABLE TO PARTICIPATE IN THE SESSION

Bidders who, under the terms of the Notice and Attachments, and thus recognized by the Granting Committee, meet all requirements will be able to participate in the Public Bidding Session.

The result of the analysis of the Proposal Guarantees will be released by the Granting Committee until the day before the Public Bidding Session.

DYNAMICS

The Session Director, appointed by B3, will initiate it by providing the necessary information for the conduct and good understanding of the procedure.

The Public Bidding Session will be the moment when the Bids will be opened and classified, in a way that will take place according to item 17 of the Notice and guidelines to follow.

1. ECONOMIC PROPOSALS

At the Public Bidding Session, the Granting Committee will deliver to the Session Director the Volumes 2 - Economic Proposals received by the Proposers, on the Date for Receiving the Envelopes. Economic Proposals must have been formulated in accordance with Attachment 4 to the Notice.

TIE - LEGAL CRITERIA AND DRAW

After the opening and classification of the Economic Proposals, in case of a tie scenario there will be the application of the legal tiebreaker criteria indicated in item 17.2.5, of the Notice, related to nationality and compliance with the Statute of the Person with Disability or for rehabilitation of the Social Security Social, respectively. If the tie scenario remains, this will be resolved by drawing, pursuant to item 17.2.7, of the Notice.

FINAL RESULT

The best ranked Bidder in the Public Bidding Session will be the one with the highest Bid.

Obeying all the previous phases, the winning Bidder will be immediately declared by the Session Director, on behalf of the Granting Committee, and will have its Qualification Documents opened.

OPENING AND ANALYSIS OF QUALIFICATION DOCUMENTS

After the classification of Economic Proposals is finished, the Granting Committee will open the qualification documents of the Bidder declared the winner.

The result of the analysis will be released by the Granting Committee on the date specified in the schedule of item 16.1 of the Notice.

In the event of the disqualification of the Bidder declared the winner, the other Bidders, successively, according to the decreasing order of the values of the Economic Proposals of the Public Bidding Session, may have their Qualification Documents open, until one meets the qualification conditions determined in the Notice, according to its item 18.2.

CHAPTER 5

B3 REMUNERATION

BIDDING APPROVAL AND B3 REMUNERATION

Once the Bidding approval has been published, a payment receipt will be issued by the Accredited Broker representing the Adjudicator, which must be carried out before signing the Concession Agreement in the amount of R\$788,994.86 (seven hundred and eighty-eight thousand, nine hundred and ninety and four reais and eighty-six cents).

B3's remuneration will be updated by that of the Extended Consumer Price Index (IPCA), released by the Brazilian Institute of Geography and Statistics - IBGE, if payment is made more than one year after the date of publication of the Notice.

ANNEX A

VOLUMES AND DOCUMENTS

VOLUME 1 - BID GUARANTEE	VOLUME 2 - ECONOMIC PROPOSAL	VOLUME 3 - QUALIFICATION DOCUMENTS
Representation Documents of the Accredited Representative. Item 11.1 and 12.13, (i) of the Notice.	Economic Proposal, as per Annex 04. Item 13.1 of the Notice.	Documents contained in Annex 02 of the Notice. Item 14.1 of the Notice.
Intermediation Agreement between the Accredited Broker and the Proponent, as per Annex 12. Item 11.2, (i) and 12.13, (ii) of the Notice.		
Bid Guarantee Cover Letter, as per Attachment 10. Item 12.6, (i) and 12.13, (v) of the Notice.		
Bid Guarantee, according to the model applicable to the chosen modality, if any. Item 12.1 and item 12.13, (vi) of the Notice.		
Declaration of independent preparation of Economic Proposal, according to the model in Annex 13. Item 12.13, (iii) of the Notice.		
Supporting documents, if any, for tiebreaker requirements provided for in the Disabled Person's Statute. Item 12.3, (iv) of the Notice.		