

EXHIBIT C

COMMERCIAL PROPOSAL TEMPLATE

To the

Chair of the Tender Commission

Ref.: International Public Tender Notice No. [●]

Dear Sir,

The TENDERER [*corporate name*], with its headquarter at [●], in the city of [●], State of [●], enrolled with the CNPJ/MF under No. [●], herein represented by its **ACCREDITED REPRESENTATIVE**, Mr./Ms. [*full name of the ACCREDITED REPRESENTATIVE*], holder of RG No. [●] and enrolled with the CPF/MF under No. [●], hereby, in compliance with the TENDER NOTICE, submits its **COMMERCIAL PROPOSAL** for this TENDER.

1. SUBJECT MATTER OF THE PROPOSAL

1.1 This **COMMERCIAL PROPOSAL** refers to the **CONCESSION** for the regionalized **SERVICES** provision and **COMPLEMENTARY SERVICES** within the **SERVICE PROVIDER'S COVERAGE AREA** of **LOT [●]**, through the operation of the pre-existing infrastructure and of the infrastructure to be built during the term of the **CONCESSION**.

1.2 The capitalized expressions used in this instrument have the meanings ascribed to them in **EXHIBIT I** to the **TENDER NOTICE**, corresponding to the **CONTRACT**.

2. PROPOSAL AMOUNT

2.1 The TENDERER proposes the **total amount** of R\$ [●] ([●]), corresponding to the aggregate amount of the **MONTHLY FINANCIAL CONSIDERATIONS** over the term of the **CONTRACT** for **LOT [●]**, which represents a discount of [●]% ([●]) in relation to the reference amount, to be monetarily updated by the **IPCA** index, with the **ENVELOPES SUBMISSION DATE** as the base date, as follows:

- Monthly Fixed Amount (*VF*): R\$ [●] ([●]);
- Fixed Unit Amount (*VFhid*): R\$ [●] ([●]);
- Unit Price for Wastewater Treatment (*PU*): R\$ [●] ([●]);
- Unit Price for Individual Solutions (*PUSI*): R\$ [●] ([●]); e
- Internal Rate of Return (*TIR*): [●]% ([●])



2.2 This COMMERCIAL PROPOSAL is binding, irrevocable, irreversible and unconditional.

2.3 For purposes of preparing the PROPOSAL, all charges, taxes, costs and expenses necessary for performance of the CONCESSION were taken into account, in accordance with the elements of the TENDER NOTICE and the CONTRACT.

3. COMMITMENTS

3.1 The TENDERER is committed to its duty of maintaining the technical soundness of the BUSINESS PLAN, by having it executed by a technical professional with proven experience in concession structuring or who has demonstrably been pre-qualified by a federal financial institution, within the last five years, to carry out concession structuring studies in the sanitation sector, and who is capable of acting with impartiality and independence.

3.2 The TENDERER commits to taking all measures necessary and sufficient for the proper provision of the SERVICES, as established in the TENDER NOTICE and its EXHIBITS, and to bearing all expenses, burdens, charges, disbursements and pecuniary obligations arising from the services provision.

3.3 The TENDERER has full knowledge of the nature and extent of the risks assumed, which were taken into account in the formulation of the proposal.

4. PROPOSAL VALIDITY TERM

4.1. The validity term of this proposal is 180 (one hundred and eighty) days, counted from the ENVELOPES SUBMISSION DATE, and all conditions shall be maintained throughout such period.

[PLACE], [DATE].

[SIGNATURE]

[corporate name of the TENDERER]

By its ACCREDITED REPRESENTATIVE, *[full name]*

RG No. [●]

CPF/MF No. [●]



EXHIBIT C.1 - BUSINESS PLAN TEMPLATE

For preparation of the BUSINESS PLAN, the TENDERER shall complete the spreadsheet made available in **EXHIBIT C.1 – BUSINESS PLAN TEMPLATE** as follows:

- The TENDERER may modify only the highlighted cells in the “Bids” tab of the Spreadsheet, and shall indicate:

(i) in the cells highlighted in yellow (CAPEX, OPEX and IRR line items), a positive, non-null value equal to or below 100% (one hundred percent) provided for in the Business Plan Template; and

- Indicating 100% (one hundred percent) means maintaining the amount provided for in the Business Plan Template;
- Indicating a value below 100% means a discount on the amount provided for in the Business Plan Template;
- Each highlighted cell may be modified independently from the others, and it is possible to apply different discounts to each one, as the TENDERER may wish;
- The TENDERER may not enter a negative value in the cell.
- Once the cells highlighted in yellow have been completed, the Template will automatically calculate the unit prices that define the Ceiling Amounts to be used in future reviews and that shall comprise item 2.1 of the TENDERER’s commercial proposal.
- For verification purposes, the cells highlighted in yellow, when transcribed into the reference spreadsheet of the respective LOT, should produce the same results presented in the COMMERCIAL PROPOSAL.

