

REQUEST FOR PROPOSALS N. 01/2016

**REQUEST FOR PROPOSALS FOR SUBMISSION OF FINANCING STRUCTURE
FOR SUBURBAN LIGHT RAIL VEHICLE PROJECT (VLT DO SUBÚRBIO)**

Empresa Baiana de Ativos S.A. – BahialInveste, a mixed economy corporation, incorporated in the form of a corporation with authorized capital, established based on the Law n. 13.467 of December 23rd, 2015, at 4ª Av. do Centro Administrativo do Estado da Bahia, n. 415, 2nd floor, Salvador, Bahia, zip code 41.745-002, invites, through this Request for Proposals, those who are interested among the financial and capital markets from Brazil or other countries, to submit proposals for financing mechanisms for the private sector to invest on the infrastructure Project that will enable the sponsored concession of the Suburban Light Rail Vehicle – LRV (VLT do Subúrbio).

The information about the Suburban LRV Project can be obtained through the Bahia State's Urban Development Agency's website www.sde.ba.gov.br and will be available after December 19th, 2016, on the same the website.

This Request for Proposals aims to foster the supply of direct financing to those interested in participating on the public bid to build, implement and operate the LRV. However, there will be no obligation for the private partner to effectively hire any of the proposals submitted.

1 PRESENTING A PROPOSAL

1.1. Qualification

Submitted proposals must include as minimal content the items listed below. The lack of information will eliminate the Proponent from the selection process.

- a. Corporate name;
- b. Industry or sector focus;
- c. Proof of capability to contribute with the required resources;
- d. Person from the Proponent responsible for conducting business.

2. PROPOSAL CHARACTERISTICS

2.1 Proponents must include the following information when submitting their proposals:

- a. The investment structure proposed by the Proponent, specifically demonstrating the availability of funds;
- b. Characteristics of the proposal, including procedures and workflows;
- d. Means to support their proposal, including guarantees to be issued, if necessary;
- e. Amounts involved on the proposal, including: amount invested in the financial model (considering the total estimated investment for the Project is R\$ 1,5 billions), applicable fees, set up costs, third party costs and payment conditions;
- f. Risks related to the investment, including foreign exchange risk, if applicable;

Paragraph One – If the proposed financial model includes the creation of funds or investment funds, the Proponent will be required to indicate the companies that will perform functions of management, administration and custody of those funds. These company must hold the required authorization by Comissão de Valores Mobiliários – CVM to offer the services within their scopes.

Paragraph Two – For those cases presented on Paragraph One, the Proponent must provide detailed information on the fund managers and administrators, with their history of operations, governance instruments as well as the following information:

- a) The professionals responsible for managing the funds to be created, including their résumés and history of operations;
- b) Organizational chart – qualification, résumés and at least two personal references for the members of the main teams responsible for management and administration of funds, as well as the percentage of their time allocated for these functions;
- c) Indication of the strategy to be implemented for the fund;
- d) Distribution of the administration and performance fees (if applicable) between the companies indicated for fund management and administration;
- e) Estimated size for the fund based on the proposed financial model;
- f) Details regarding the investment cycles (investment and divestment schedules);
- g) Details regarding the structure of management and administrative fees;

i) Target profile for prospect investors.

3. DEADLINE AND INSTRUCTIONS FOR SUBMITTING PROPOSALS

This invite will remain open until 6pm on January 31st, 2017. Until January 31st, proposals can be sent to Bahiainveste in the following format:

I- Electronic version:

Electronic files must be sent to chamamento2016bahiainveste@sde.ba.gov.br in .doc or .pdf formats. Message size must not be greater than 10 megabytes;

II- Printed version:

Printed copies must be sent to:

Edital de Chamamento N. 01/2016 - Presidência

4ª Av. do Centro Administrativo do Estado da Bahia, n. 415

2º Andar

Salvador, Bahia, CEP: 41.745-002

4. EVALUATION PROCESS

4.1. Proponents are fully responsible for informing BahialInveste of their updated email address and contact information.

4.2. The analysis and evaluation of all proposals will mainly take into consideration the demonstration of availability of resources for investment, as well as the criteria listed on the present document.

4.3. Hiring

4.3.1. Once a proposal has been selected, the proposal may go through due diligence, which will contemplate further analyses of technical, legal and financial aspects.

4.3.2 After the due diligence phase, BahialInveste and the selected Proponent(s) will sign the respective term of the investment commitment in the sponsored Suburban Light Rail Vehicle – LRV concession.

4.4. Final Decision

4.4.1. Under appropriate reasons, BahialInveste may select the proposal(s) most adherent to its needs.

4.4.2. BahialInveste may, at any time, select any number of proposals for the scope of this RFP and will make public the results of its decision.

5. GENERAL INSTRUCTIONS

5.1. Any questions prior to the proposal submission must be sent electronically by email to the address chamamento2016bahiainveste@sde.ba.gov.br

5.2. All questions will be published anonymously on www.sde.ba.gov.br.

5.3. Any cases not provisioned herein will be settled by BahialInveste's Board of Directors.

5.4. If necessary, BahialInveste holds the right to change the dates informed above, and in this case new dates will be published on the website www.sde.ba.gov.br