

September 4, 2019

City of Sao Paulo
To: Mr. Mauro Ricardo Machado Costa,
Secretary of the Municipal Government
Address: Secretaria do Governo Municipal
Ed. Matarazzo, Viaduto do Chá, 15 (5° andar)
Tel: (11) 3113-8000
CEP: 01020-900

Re.: Sao Paulo City Bus Terminals

Dear Mr. Machado Costa,

This letter is to confirm that MIGA is willing to consider issuing a guarantee to cover the investments/loans to be made by eligible Investors/Lenders into the PPP Project in connection with management, maintenance, conservation, commercial exploitation and requalification of the Bus Terminals in the Urban Collective Transportation System of the City of Sao Paulo in Brazil (the “**Project**”), against non-commercial risks which may include Breach of Contract, Expropriation and Transfer Restriction and Currency Inconvertibility.

MIGA’s determination to offer a guarantee to an eligible Investor/Lender in respect of the Project will be based, among other factors, on MIGA’s satisfactory completion of its underwriting process, which includes a comprehensive due diligence of the Project (i.e., review and evaluation of the underlying documents of the transaction and the environmental and social aspects of the Project, assessment of reputational matters, and analysis of the sovereign, sub-sovereign or state-owned enterprise risk). In addition, the guarantee issuance will require the prior approval of MIGA’s Senior Management, Board of Directors, and the government of Brazil.

This letter may be used in connection with the development of the Project only as an indication of MIGA’s interest in considering the provision of a guarantee to an eligible Investor/Lender. Please note, however, that the Investor/Lender may not refer to this letter or mention MIGA’s interest in the Project in an information memorandum or other like document without MIGA’s express authorization in writing.

This letter shall not be construed as a contract, an offer to enter into a contract, or other commitment to issue a guarantee to the Investor/Lender. Also, MIGA reserves the right to decline to issue a guarantee in connection with the Project and shall only be bound by a duly executed contract with the Investor/Lender.

If you have any questions about our process or on any of the foregoing, please do not hesitate to contact us:

Elena Palei, Head of Infrastructure	+1 202 473 4642 epalei@worldbank.org
Oleg Sofronov, Underwriter	+1 202 473 6099 osofronov@worldbank.org

We greatly appreciate your interest in working with MIGA and look forward to working with you and your colleagues on this Project.

Sincerely,



Sarvesh Suri
Director Operations