

TRANSLATION 549/2016 - REGULATORY DECREE N° 280/012.- -----

CM/554.- Republic of Uruguay - Ministry of Economy and Finance.- -----

Ministry of the Interior - Ministry of Foreign Affairs -
Ministry of Economy and Finance - Ministry of Defense -
Ministry of Education and Culture - Ministry of Transportation
and Public Works - Ministry of Industry, Energy and Mining -
Ministry of Labor and Welfare - Ministry of Health - Ministry
of Livestock, Agriculture and Fishing - Ministry of Tourism
and Sport - Ministry of Housing, Use of Land and Environment -
Ministry of Social Development.- -----

Montevideo, August 24, 2012.- -----

In view of the Regulatory Decree N°17/012 of January 26, 2012
that regulates Law N°18.786 of July 19, 2011.- -----

Whereas the above regulation governs many issues related to
the implementation and execution of Public-Private Partnership
contracts. -----

And taking in consideration that it is deemed convenient to
carry out certain amendments to some of the provisions of the
above Decree, which were gathered through experience and
practice during the initial stages of the Public-Private
Partnership modality,- -----

In view of the above, -----

THE PRESIDENT OF THE REPUBLIC, acting at a session of the
council of Ministers, HEREBY DECREES:- -----

Article 1.- Let Articles 12, 13, 54, 55, 57 to 60 and 62 of
Decree N° 17/012 of January 26, 2012 be substituted, which

shall be drawn with the following wording: -----

"Article 12.- Beginning of the process.- -----

The process intended to sign a Public-Private Partnership contract may start up by a public initiative, otherwise it may commence by a private initiative presented by a proponent, in which case it shall follow the proceedings provided by in Article 15 of the Law N° 18.786 and Article 42 and following of this regulatory decree.- -----

Within this framework, the contracting Government entity may agree joint project developments with other institutions. To that purpose, the contracting Government entity may conclude agreements, set up committees as well as promote the constitutions of bodies or special purpose entities"- -----

"Article 13.- Preliminary assessment studies.- -----

The preliminary assessment studies referred to by Article 16 of Law 18.786 of July 19, 2011 shall be carried out by the contracting Government entity according to the Best Recommended Practices. Such studies shall be divided in the following stages: -----

* Profile, pre-feasibility and eligibility of the project.- ---

* Feasibility. -----

* Assessment document.- -----

Depending on the project features, the Ministry of Economy and Finance, the Planning and Budget Office and the contracting Government entity may provide that initially the preliminary assessment studies are carried out just as a profile or otherwise as pre-feasibility levels, without prejudice that in

any case a feasibility study level must be reached before the calling for bids."-----

"Article 54: Concept, purpose and contents."-----

The competitive dialogue is a procedural mechanism that may be enabled by the contracting Government entity as an instance or stage of the contracting procedure. The competitive dialogue has the purpose of obtaining the contribution of specialized technical means from the private sector to attain the best solutions to satisfy the public needs that have been identified by the contracting Government entity, as well as of establishing the essential features that the contractor and his project must possess to achieve the best economic efficiency during the execution of the Public-Private Partnership Contract.-----

The contracting Government entity may provide those participating in this stage with information concerning preliminary studies, contractual document models and their annexes as well as any other documents or information that the contracting Government entity could have elaborated or gathered, which are deemed convenient to be handed over regarding their relevance for the competitive procedure. Additionally, the contracting Government entity may -if applicable- organize visits to the location of the Public-Private Partnership project and coordinate interviews with officials of other Government offices.-----

The participants to this competitive dialogue stage may pose questions, request clarifications and propose modifications,

adjustments or alternative proposals to the Public-Private Partnership project submitted by the Government and related documents.- -----

"Article 55- Commencement of the competitive dialogue procedure.- -----

The contracting Government entity may authorize the competitive dialogue procedure when there are preliminary assessment studies on a pre-feasibility level, in the sense provided by Article 44 of this Regulatory Decree.- -----

In such case, the contracting Government entity shall so authorize it by way of an administrative act and shall call for bids to participate in a competitive dialogue. This call must contain at least the following items, without prejudice of others that may be relevant regarding general regulations or the features of each project: -----

- a) Identification of the contracting Government entity.- -----
- b) Object of the contract.- -----
- c) Items not subject to the Dialogue.-.- -----
- d) Determination if once concluded the dialogue, only those having taken part in the dialogue may submit bids, or if the bid submission shall be open to any interested party.- -----
- e) Requirements for those who have not taken part in the Competitive Dialogue, if applicable.- -----
- f) Contents and formalities to be met for the applications to participate in the Competitive Dialogue.- -----
- g) Requirements to be met by the participants concerning experience, background, technical, operative, financial and

legal corporative capacities, so that they may be selected to participate in a competitive dialogue.- -----

h) Minimum requirements to be met by the participants to be selected, specifying, according to each Public-Private Partnership project, what features shall determine the minimum level needed for such selection.- -----

i) Requirements of money laundering prevention as referred to by Article 22 of this Regulatory Decree.- -----

j) Place and date in which the applications to participate must be submitted.- -----

k) Determination of the cases in which there are omissions regarding the submission of information, establishing which are considered reversible or irreversible. -----

l) Possibility of substitution of members among the selected participants and/or the modification of the participation percentage if the participant is a plural entity.- -----

m) Schedule planned for the development of the competitive dialogue phase in particular and for the competitive proceedings in general.- -----

n) Competitive method to be used for awarding the contract and a brief indication of its stages.- -----

o) Applicable scheme to carry out the competitive dialogue, which may alternatively consist of a document annexed to the contractual terms named "Competitive dialogue regulations".- --

p) Granting of preferences or compensations for the participants to the competitive dialogue.- -----

The above items may be systematized by the elaboration of

Selection Terms for Competitive Dialogue participants by the contracting Government entity.”- -----

“Article 57.- Submission of applications to participate in the competitive dialogue.- -----

The submission of applications to participate in the competitive dialogue shall be presented by the interested parties according to the terms and conditions established in the call.” -----

“Article 58.- Evaluation of the applications presented to participate in the competitive dialogue. -----

Once the term provided for the submission of applications, the contracting Government entity shall have a reasonable period of time to assess the documents submitted by the applicants, and contracting Government entity shall select those applicants that have complied with the requisites provided by the call in accordance with Article 55 of this Regulatory Decree, and shall appoint the applicants with a justified resolution, which must be notified pursuant to the regulations in force.”- -----

“Article 59- Negotiations.-- -----

During the competitive dialogue proceedings, the contracting Government entity may negotiate with interested parties, either individually or collectively, with the purpose of obtaining the necessary supplies to prepare the preliminary studies and final contractual terms as referred to by Articles 16 and 18 of Law N°18.786 of July 19, 2011, ensuring an equitable treatment for all as provided by Article 20 of this

Law."- -----

"Article 60.- Proceedings of the competitive dialogue.- -----

The proceedings may be structured in subsequent phases, in order to progressively diminish the number of solutions to be examined during this state of the competitive dialogue.- -----

During these proceedings, any features of the contract may be individually discussed with each one of the applicants and especially those which are essential items of the contract pursuant to Article 17 of Law n° 18.786 of July 19, 2011 in order to contribute to the definition of the Special Conditions of Contract. -----

In the competitive dialogue, all participants shall receive an equitable treatment and no information shall be discriminately given out to any of them so that they would enjoy advantages over the rest of the participants.- -----

The information available to the participants that would require it shall be under the confidentiality criteria provided by the Selection Terms or Rules of Procedure for a competitive dialogue. Furthermore, the contracting Government entity may not disclose to other participants confidential information that the participants communicate to the contracting Government entity and were so expressly defined to it, without a prior consent from the related participant.- ----

All the acts must be registered in minutes in brief, which must be signed by the contracting Government entity officials and the interested parties participating in this dialogue. Additionally, the contracting Government entity may register

the different instances of the dialogue with the technical means that are deemed convenient.”- -----

“Article 62.- Intellectual property.- -----

In no case may the studies or proposals that were in whole or in part incorporated to the proceedings or accepted by the contracting Government entity entitle to any intellectual property rights in favor of any of the participants that have produced them.- -----

Such proposals lack any binding effect for the contracting Government entity. The contracting Government entity may discretionarily accept them or not, or otherwise carry out other type of amendments either on the contractual documents or the Public-Private Partnership project.” -----

Article 2.- Let it be communicated, published, etc.- -----

/Signed/: José MUJICA - President of the Republic.- -----

/There follow the signatures of the Ministers/.- -----

I, the undersigned Public Translator, state the foregoing -a copy of which is registered under N°549/2016 in my private file- to be a faithful and complete translation of the attached document / Regulatory Decree N° 280/012/, written in Spanish. Montevideo, May 21, 2016. -----