

Realization of the "Eastern Waterfront"

Tender regulations

Art. 1

(Purpose of the present expression of interest)

Arch. Renzo Piano and the Renzo Piano Building Workshop S.r.l. have drawn up an outline design, called "Waterfront di Levante", donated to the Municipality of Genoa, the Liguria Region and the Port Authority of the Western Ligurian Sea.

The Municipality of Genoa accepted this donation with a resolution of the Executive Committee no. 253 of 28th October 2017, and subsequent deed of gift on 31st October 2017 (Annex A) whose contents are better detailed graphically in the attached documents (Annex A1).

The company Nuova Foce S.r.l., wholly owned by the company S.P.Im. SpA, which in turn is wholly owned by the Municipality of Genoa, together with the latter, are owners of a real estate portfoglio in the Municipality of Genoa affected by the Waterfront of Levante, and better indicated in the attached plan highlighting the relevant properties (Annex B - the "Real estate portfoglio").

Regarding the aforementioned outline design, the Superintendence, competent in matters of landscape and cultural heritage, expressed its preliminary opinion with the note prot. n. 11438 of 22nd May 2018, providing important indications for the development of the design "(Annex C), subsequently specified with further note of the same on 1st June 2018 prot. n. 12257 (Annex C1).

Subsequently, Arch. Renzo Piano and the company RPBW S.r.l. updated the outline design (Annex D).

The real estate portfoglio, according to the current PUC, is included in transformation district n. 20 Fiera Kennedy, attached is a form indicating the congruity to the regulations (Annex E), with the obligation to present a PUO for implementation, and related explanatory report (Annex E1).

The interventions envisaged in the "Waterfront di Levante" design are compatible with the current urban planning regulations.

It is the firm intention of the Municipality of Genoa to proceed as soon as possible to the urban transformation operation of the Eastern Waterfront.

In particular, the design idea elaborated by Architect. Renzo Piano is focused on the creation of a navigable canal parallel to the coast, connected in several points to the port's water mirrors and intended for pleasure boating, with the aim of restoring the city's seafront, as a central element in the transformation of the whole property.

This implementation involves significant investment, which can only be partially borne through the use of public funding, and consequently the attraction of private capital is essential.

The Administration intends, therefore, to implement the Waterfront design of Levante through the enhancement and redevelopment of the former "exhibition area" aimed at the sale of the Real Estate portfoglio, following the collection of expressions of interest from economic operators at an international level who have the skills - in terms of technical ability, experience as well as economic and financial solidity - for the realization of such a complex project.

The involvement of suitable international investors, motivated by the resonance that the realization of a project by Arch. Renzo Piano can involve, the unique nature of the project and the quality of the context, imposes on the civic

Administration the duty to proceed with an invitation to the market in order to carry out a pre-selection of subjects who, if deemed suitable on the basis of the requirements, will subsequently be invited to participate in the second phase of the procedure, as specified below, for the realization of the eastern portion of the overall design created by the architect.

This design also provides for a possible redevelopment of the area of Piazzale Kennedy, belonging to the Italian state, and currently under concession to the Municipality of Genoa, which has been contacted the Port Authority of the Western Ligurian Sea in order to allow potential investors to obtain operational ownership for the amortization of the investments that may be carried out on the aforementioned area, requesting for this purpose the extension of the concession for 50 years and the authorization to entrust the management to the "person" who will be awarded the bid, if expressly requested. The request of the Civil Administration is currently being examined by the Authority and the duration of the possible concession will be parameterised to the actual amount of the investment that will be carried out on the area. It should also be noted that the Civil Administration assumes no obligation to achieve results with respect to the actual success of the exercise described above and, in particular, does not constitute a promise to a third party to obtain the extension of the concession and the authorization to entrust the management to a successful tenderer by the Port Authority of the Ligurian Sea.

The Municipality of Genoa, in order to start the planned urban redevelopment process, has public funds to be used in the Pact for Genoa in the first instance for the demolition of an important building (formerly NIRA), the excavation of the mouth of the main channel, and the improvement of the neighboring road network through the replacement of the initial stretch of the elevated road with a tree-lined avenue, continuing the coast of Corso Italia and Corso Marconi.

The interventions that the Administration directly implements are indicated in the graphic elaboration (attachment F) to the present specification.

The instrument identified for the involvement of private capital consists in the valorisation of the real estate portfoglio, also aimed at the sale, which will be managed jointly by the company S.P.Im. S.p.A., as owner of the entire share capital of Nuova Foce s.r.l., as well as agent representing the Municipality of Genoa, of the entire shareholding of Nuova Foce s.r.l. and of the buildings and rights of the Municipality of Genoa, as indicated in the following art. 3 of this specification.

In line with these guidelines, the Genoa Municipal Council, with resolution no. 25 of 10th April 2018 (Annex G), approved the sale in whole or in part of the assets and rights referred to in art. 3 of these regulations according to the procedures detailed below.

Art. 2

(Object of the present expression of interest)

The present expression of interest concerns the enhancement, redevelopment and sale of the real estate complex called "exhibition area" and implementation of the Levante Waterfront, as better specified in art. 1.

For the purpose of valorisation, the requirement is to develop the project idea referred to in the "Waterfront di Levante" outline design (Annexes B and D).

The valorization is finalized to the sale of the property better specified in art. 3.

Art. 3

(Goods and rights to be valued and sold)

The object of the valorization and sale:

1a) the entire participation of S.P.Im. S.p.A. in Nuova Foce S.r.l.

The aforementioned company is the owner of the following properties listed in the attached plan B:

- a) Pavillion C
- b) Office building
- c) Pavilion M
- d) Pavilion S

1b) buildings and rights owned by the Municipality of Genoa.

These properties and rights, shown in Annex B, are as follows:

- a) Pavillion D
- b) Original nucleus of the portal of Levante (current ticket office)
- c) building rights resulting from the demolition, by the Municipality of Genoa, of the building called "ex NIRA" and of the single-storey building attached to it at the rear on the west side.

Pavillion B named Jean Nouvel is excluded from the sale.

The buildings and building rights described in points 1a) and 1b) above give rise, indicatively, to the construction of new volumes for a total of 49,300 m² of Accessible Surface (SA, substantially equivalent to the surface of 53,000 m², to which the aforementioned donation act refers, with a potential increase of a maximum of 10%) and the enhancement of existing volumes in Pavillion S (Palasport) for a total of 35,000 m² of SA

The S.A. total of approximately 84,300 m² can be allocated to the functions provided by the planning instruments in force, namely:

- a) main functions: residential, directional and receptive;
- b) ancillary functions and, in particular, commercial and similar.

All as better specified in the graphic elaboration (Annex H).

2) In the alternative to the valuation and sale of the properties and rights listed in the previous points 1a) and 1b), and if no expressions of interest are received for all of them, the Contracting Party reserves the right to assess any expressions of interest related to the individual matching lots:

- a) the surface of Pavillion S and the related building rights, partly for sporting use (Lot 1)
- b) to the residual area from the demolition of the former NIRA building and the excavation of the canal entrance (Lot 2)

c) to the residual material from the demolition of pavilions C and M and from the excavation of the canal parallel to the coast (Lot 3)

d) to the residual material from the demolition of pavilion D and from the excavation of the channel duct on the east side of the canal (Lot 4).

All as indicated in the aforementioned attachment H.

In this hypothesis, the design solutions must, however, be placed so as not to contrast with the design of Arch. Renzo Piano.

The preliminary estimate of the value of the properties and rights to be valued and sold presumably amounts to a value of between 25,000,000.00 and 30,000,000.00 euros, of which part consists of:

as regards the value of the company Nuova Foce S.r.l. as per point 1a), euro 5,320,000.00, as reported by the company SALT report on March 22nd 2018, to the deeds of the contracting authority;

as for the assets and rights referred to in point 1b), € 6,451,816.00, as shown by a specific report drawn up by the Coordination Department of the Operational Technical Resources of the Municipality of Genoa, in the deeds of the offices.

The buildings owned by Nuova Foce S.r.l. as per point 1a) are fully burdened by a mortgage in favor of Banca Nazionale del Lavoro SpA to guarantee the debt deriving from the granting of loans, equal today to the residual value of euro 14,090,909.00; therefore, since the demolition of a large number of mortgaged properties is envisaged, the purchaser, simultaneously with the purchase, will have to repay all or part of the residual debt in favor of the Bank, or take over the residual debt with suitable guarantees, in order to proceed with the necessary demolition with the consent of the Bank.

It should be noted that the values shown are not binding in any way, they are susceptible to significant variation, and the contracting entity assumes no responsibility for their genuinely representative nature.

An overall assessment of the assets and rights subject of this sale is underway, taking into consideration the costs and investment that the realization of the Levante Waterfront presumably involves, the results of which will be definitively communicated at the time the letters of invitation are sent. Referred to in the following art. 9 (second phase of the tender procedure).

These values will constitute the auction-base prices for the evaluation of the economic offers referred to in the following art. 9.

The economic operators will have the right to withdraw from the procedure and withdraw their expression of interest in the event that, in the letter of invitation, the values placed on the basis of the auction are 10% higher than the maximum value indicated above.

The participant may also exercise the right of withdrawal with restitution of the guarantee in the event that, following the preparation of the financial plan required to enter the second phase of assessment, there should emerge proven economic imbalances that could compromise the overall sustainability of the project.

Since the sale of the above is aimed at the implementation of the Levante Waterfront, attention is drawn to the fact that the buildings, Pavillion C,

offices, Pavillion M, Pavillion D, the original nucleus of the portal of Levante, will have to be demolished at the expense of the purchaser, who will also assume the obligation to build the private portion of the canal that remains net of the intervention to be borne by the municipal administration (Annex F).

The regulation of the sale referred to in these regulations is not subject to the procedure dictated by the regulation for the disposal of real estate assets and for the management of the real estate assets of the Municipality of Genoa, as it is not a sales program, and is carried out on the basis of art. 8 of the same, according to the procedures outlined by the decision of the City Council n. 25 of 10th April 2018, and the subsequent resolution of the City Council no. 100 of May 31st, 2018.

Art. 4

(Expected results and implementation obligations)

The project must be implemented according to the procedures specified in the technical annexes of this specification and must provide for the completion of the waterway with variable width parallel to the coast (width 40 m with the possibility of deviation in the order of 10% and minimum depth m 3.5): it is, in fact, a fundamental element of the Levante Waterfront, whose entrance will be built by the Municipality of Genoa: this channel, in the part created by the private sector, will remain a private work , which can therefore be exploited also through the sale or lease of berths.

It will also be necessary to guarantee the widest public usability of open spaces and uncovered areas, the maintenance of the exhibition function of building B, including all the facilities necessary for its operation and those of pedestrian and vehicular access to it. The buyers will have to respect the principles of energy efficiency, correct water management, ensuring the quality of the channel through the installation and proper management of water-based systems, sustainable mobility, attention to the waste cycle, use of the project of sustainable building materials and other components needed to create projects with zero carbon emissions.

The winning bidder will also be required to respect the following elements defining the vision of Arch. Renzo Piano, as highlighted in the donation act:

a) demolition of the volumes and creation of a navigable canal parallel to the coast and connected to the south with two branches, the public one of entrance and one to the east, interposed between the sports Pavillion and pavilion D and with the port of the exhibition area ;

b) creation of new volumes within the limits indicated in the previous article 3);

c) intended uses are:

residential

accommodation

directional

complementary functions (including commercial sports and similar).

Within the limits highlighted, the operator can develop his own project ideas,

deciding on the distribution of the various functions within the available spaces, in compliance with the current planning regulations, detailed in the enclosed annexes E, E1 and H.

Art. 5

(Subjects admitted to the selection)

Economic operators, natural or legal person, public entities, grouping between such persons or entities, including any temporary association of companies or professionals, or bodies without legal personality possessing the requisites envisaged in the following art. 8 who do not fall under any of the causes of exclusion indicated in Annex I (application for participation and similar statements).

Art. 6

(Selection procedure)

The selection procedure is divided into two phases: the first phase consisting of a preselection aimed at collecting expressions of interest that meet the criteria set forth in this specification and consisting in the presentation of the declarations and commitments and documents specifically requested, accompanied by indicative development of their own project ideas and the indication of the team of the participants; the second phase, to which will be admitted only candidates who participated and passed the first phase, and consisting of the submission of the technical offer, which includes the redevelopment project, and in the presentation of the economic offer, intended as the purchase price of the assets upwards with respect to the auction base price, which will be subsequently communicated at the invitation to the second phase. The economic and financial plan of the intervention must be attached to the economic offer.

Below is the indicative timetable provided for in the current state

Phase 1

presentation of participation requests at the expression of interest phase by July 31st, 2018

- preliminary assessment of the expressions of interest and sending the invitation letters by 31st August 2018

Phase 2

- deadline for offers by November 30th, 2018

- selection of the winner by December 31st, 2018

Art. 7

(First stage of the procedure: elements of the pre-selection)

The request for participation, with all the accompanying documentation, must be presented according to the methods and terms duly indicated in a special notice to be published by S.P.Im. S.p.a., which will also indicate the methods and terms within which they can be forwarded to the specific contracting entity

Art. 8 **(Requirements)**

Requirements:

Please note that the participants will not receive any compensation and / or reimbursement for participation in this procedure or for any expenses related to it even in the hypothesis in which the administration, at its discretion, decides to interrupt and does not complete this procedure.

It is also to be noted that the non-participation in the pre-selection phase, and / or the failure to pass this first phase, will result in exclusion from the second phase.

The interested parties may, no later than the thirtieth day from the publication of the notice, request a visit to the locations accompanied by the technicians of S.P.Im. S.p.A. in the manner indicated in the notice of expression of interest.

For participation in the first phase of this procedure, the competitors must deliver the following documents, with the procedures that will be detailed in the pre-selection notice prepared by S.P.Im. S.p.A. .:

- 1) the request for admission to the tender procedure to be completed with the information required in template I attached to this specification;
- 2) the presentation of the project idea;
- 3) the presentation of the participating group / team and its organization.

The documents must be written in Italian and must be dated and, in case of aggregation of different subjects, must also be signed by the group leader of the participating team.

This specification and all the attached documents can be downloaded from the website www.spimgenova.it

Art. 8 **(Requirements)**

The request to participate in the expression of interest must contain the following elements:

a) Admission requirements

The competitor must:

- 1) Possess a Net Current Asset indicator, relating to the last financial statement approved at the date of presentation of the expression of interest, greater than or equal to 1 (this indicator must be possessed by each member of the group / team);
- 2) have performed within the last five calendar years prior to the date of submission of the application, or have in progress, development, transformation and / or management initiatives related to a SLP (Gross Floor Area) of not less than 100,000 m² (this indicator must be owned cumulatively by the members of the group / team);
- 3) have performed in the last ten calendar years prior to the date of presentation of the expression of interest, at least one initiative concerning the activities referred to in paragraph 2 referred to an SLP of not less than 15,000 m² (this indicator must be fully owned by at least one of the subjects participating in the team as not divisible).

These qualification requirements apply only in the case of an offer concerning the whole

They are not required in the case of expressions of interest for the acquisition of individual lots on which the contracting entity reserves the right to make its own decisions about the procedures for the relative possible selection procedure.

Operators must also:

- a) indicate the interest to purchase the entire portfoglio or one or more lots indicated in the previous article 3;
- b) accept the restrictions and provisions set forth in these specifications in relation to the buildings as indicated above;
- c) indicate the possession of the subjective requirements of a general nature;
- d) attach the latest approved financial statements and a report regarding the description of urban redevelopment activities related to the aforementioned economic and financial technical and organizational requirements.

a) Design idea

The description of the project idea (approximately 20 pages in A4 format) should be composed as follows:

- a) a summary presentation of the general approach of the project and of the contribution to the achievement of the objectives of this specification with methodological report;
- b) a brief presentation of the solutions proposed for the creation of the Waterfront;
- c) at least two tables in A3 format, with simple conceptual illustrations: sketches, diagrams, drawings, graphs, tables to present the physical organization and the integration of the project in the surrounding urban and natural environment.

In this pre-selection phase, competitors must not provide detailed architectural drawings.

b) The participating team

The participating team must clearly indicate, in a special report, the role of each team member and the relative project / s contribution / s to the project and identify the team leader.

The report will present two sections:

- a) information on the team leader of the participating team;
- b) information related to each team member, including role, contribution to the proposal, duration of the contribution and related phases of participation (design / implementation / operation), experience and skills.

In this report it will be necessary to highlight the possession, either in-house or through the use of third-party designers, of design capabilities appropriate to the complexity of the intervention.

Each team member will have to produce a curriculum in which the titles and the experience gained is detailed.

The evaluation of the requests for participation received will be carried out by a special commission, appointed by the Municipality of Genoa. All candidates who have submitted applications for participation judged admissible by the Commission will be admitted to the next stage of the tender given that they are accompanied by all the required documentation and have a design idea consistent with the overall design of the Waterfront Levante donated to the City by the Arch. Renzo Piano.

The individuals so identified will be invited to participate in the final phase of the tender to present the offer.

It will be up to the subjects admitted to the second phase to present an offer:

- 1) aggregating other economic operators, provided they maintain the role of team leader;
- 2) changing the composition of the team, as long as they maintain the role of team leader and qualify according to the requirements.

Art. 9

(Second stage of the procedure: submission of the offer)

To the operators admitted to the second phase, a special invitation letter will be sent to present the offer, in which the rules for participation and the procedure will be detailed, offers will be evaluated according to the most economically advantageous offer considering the balance between quality and price, in which the following will be detailed:

- contents of the envelope with the administrative documentation;
- content of the technical offer and weighting of the different evaluation criteria (max 70 points);
- content of the economic offer and relative weighting (max 30 points);
- scoring procedures and drawing up the ranking list.

With particular reference to the technical offer, candidates must present the preliminary project of the activity and the scheduled timetable; the proposals that best respond to the project "Waterfront di Levante" by Arch. Renzo Piano, which provide solutions to minimize the environmental impact deriving from the demolition and disposal of material, the mitigation of the impact of site activities on the surrounding urban context, with particular attention to local traffic, navigation by pleasure, and the operation of the trade fairs to be held in the Jean Nouvel Pavilion B, which will maintain its function. According to this last aspect, the winning bidder must guarantee the possibility of access by heavy vehicles and the reorganization of the underground network due to the construction of the canal. In the design and operation of buildings and spaces accessible to the public, solutions will also be appreciated for improving energy efficiency and developing sustainable mobility.

The Contracting Party reserves the right to:

- a) not proceed with the award in the event that no offer is financially satisfactory or suitable in relation to the contractual objective;
- b) proceed with the awarding also in the case of the presence of only one valid offer.

Art. 10

(Guarantees)

To guarantee the seriousness of the expression of interest, each competitor must present a suitable bank guarantee and / or insurance of a leading institution to a value of € 2,000,000.

The guarantee will be refunded in case of non-admission to the second phase of the tender, in the case of non-award at the end of the second phase, or in the case in which in the letter of invitation, the values placed at auction basis should be 10% higher than the maximum value indicated above.

The participant may also exercise the right of withdrawal with restitution of the guarantee in the event that, following the preparation of the financial plan required to enter the second phase of assessment, there should emerge proven economic imbalances that could compromise the overall sustainability of the project.

The guarantee is also required in the case of expressions of interest for the acquisition of individual Lots: in this case the guarantee must be equal to € 1,000,000.

Art. 11 **(Confidentiality)**

During the participation to the tender the participating operators must sign an agreement to guarantee the maximum confidentiality of:

proposals presented by the participants, paying particular attention to the intellectual property rights that could be linked to the contents of their proposals;
any information relating to the site that the participants will have received from the owners or which they have obtained otherwise than through public information on the website.

Without prejudice to what was previously agreed, the participants can communicate confidential information:

to the respective directors, social or similar representatives and their employees, as well as to the representatives of the board of directors, to the extent necessary for preparing the preparatory documents for real estate and corporate transfers (it being explicitly understood that said directors, social or similar representatives and their employees and representatives of boards of directors will be informed of the confidential nature of such information and will have to ensure that the confidentiality obligation is guaranteed);
to the bank or financial institution or investors with which the aforementioned party finance its participation in the planned transaction, as well as to the representatives of the board of directors for the preparation and execution of the financial agreement;
if by law it was required to disclose such information.

ATTACHMENTS:

- A) donation act;
- A1) graphic drawings;
- B) plan relating to the real estate portfoglio with evidence of ownership and rights of ownership of Nuova Foce s.r.l. and of the Municipality of Genoa;
- C) note Superintendence 22nd May 2018 prot. n. 11438;
- C1) note of superintendence 1st June 2018 prot. n. 12257;
- D) updated elaborated graphs of Arch. Renzo Piano and the Renzo Piano Building Workshop S.r.l. on the Eastern Waterfront;
- E) regulatory compliance card of the district of transformation Fiera Kennedy n. 20;
- E1) explanatory report;
- F) graphics regarding public works;
- G) resolution of the City Council of Genoa n. 25 of 10th April 2018;
- H) graphics regarding functions allowed;
- I) request for participation and similar declarations.