



REGENERATE SANTA CHIARA

Private international procedure for the selection of an eligible entity for the purchase and improvement of the Complesso Monumentale of Santa Chiara in Pisa.



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NOTICE FOR THE COLLECTION OF EXPRESSIONS OF INTEREST

1. Promoter

In the framework of the contract for the construction and maintenance of the New Santa Chiara Hospital in Pisa (located in località Cisanello), the improvement and, once the construction of the new hospital is completed, the transfer by the current owner, Azienda Ospedaliera Universitaria Pisana, of the Santa Chiara Monumental Complex (located in the city centre) to the promissory purchasers Fincantieri Infrastrutture Sociali S.p.A. (FINSO S.p.A.) (Florence) and Consorzio Integra Soc. Coop. (Bologna) are envisaged.

Consorzio Integra assigned the works to its partners CMB Soc. Coop. of Carpi (MO) and CMSA Coop. of Montecatini Terme (PT); the latter, together with FINSO, incorporated a consortium company, called **Nuovo Santa Chiara Hospital Scarl**.

The company Nuovo Santa Chiara Hospital Scarl is acting on behalf of the promissory purchasers to carry out the improvement, within which this "Regenerate Santa Chiara" private tendering procedure (hereinafter, the "**Procedure**") falls.

The company Nuovo Santa Chiara Hospital Scarl is the entity promoting the Procedure (hereinafter the "**Promoter**").

2. Scope of the Procedure - Stages

The Promoter announces this Procedure in multiple stages (the "**Stages**") aimed at a) the selection of an improvement project and b) the purchase of the Complesso Monumentale di Santa Chiara in Pisa (also "**CMSC**").

The purpose of the Procedure is to identify the best offer for the purchase and improvement of the Complesso Monumentale di Santa Chiara, which, respecting the preservation requirements and the indications contained in the design Guidelines underlying the Procedure, may ensure:

- a new urban structure for the redevelopment of the real estate complex
- the establishment criteria and flexibility of a new functional mix
- the public space new design
- the best and most up-to-date ways and strategies for the area regeneration



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- a new and more up-to-date basis for ensuring the sustainability of the property development.

The CMSC will continue its centuries-long function as a hospital until the New Santa Chiara Hospital in Cisanello will be inaugurated in late 2027.

Extraordinary in terms of size, development and architectural quality, the CMSC is a unique monumental site, an integral part, as an architectural backdrop, of Piazza dei Miracoli, which, with the Leaning Tower, is one of the most visited and best known monuments in the world.

The Procedure will be carried out in several Stages, which are briefly summarised below and which will be more fully described in the subsequent Procedure documentation, which the Promoter shall, however, be entitled to amend at its discretion at any time during the Procedure.

(1) First Stage - Expression of Interest

The first stage (“**First Stage**”) of the Procedure involves the publication of this **Notice** containing the invitation to interested operators to submit expressions of interest (the “**Expression of Interest**”) on the website www.regeneratesantachiara.it.

The Notice contains **information on the structure of the Procedure** and the **requirements** for participation.

(2) Second Stage - Due Diligence - Non-Binding Offer

Once an Expression of Interest has been received, the Promoter shall verify its conformity and completeness, and select the potential entities to be admitted to participate in the Second Stage of the Procedure.

The selected parties will receive a letter of invitation to the Second Stage of the Procedure, specifying the procedures for participation in the Second Stage of the Procedure for the submission of the Non-Binding Offer.

Following admission to the Second Stage of the Procedure, participants will be provided with technical and legal documents and information on the CMSC, including the Design Guidelines, which will be made available on the www.regeneratesantachiara.it platform.

The Promoter shall also disclose the procedures, terms and conditions on the basis of which the participants will be required to carry out the due diligence (the “**Due Diligence**”), and also the deadline for submitting the non-binding offer (the “**Non-Binding Offer**”).

The Non-Binding Offer shall include:

- a technical offer (the “**Master Plan**”), to be drawn up based on the Guidelines;



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- an economic offer (the “**Non-Binding Economic Offer**”).

(3) Third Stage - Binding Offer

The Promoter will select from among the participants who have submitted a Non-Binding Offer those who will be admitted to the Third Stage of the Procedure, by sending a special letter of invitation.

According to terms, conditions and procedures to be established during the Procedure, the Promoter may initiate a dialogue with the parties admitted to the Third Stage, aimed at further exploring the terms and conditions represented by participants in the same Non-Binding Offers (“**Dialogue**”).

The Binding Offer must include:

- an economic offer (the “**Binding Economic Purchase Offer**”) for the purchase of the CMSC;
- a binding economic offer to develop the design of the Implementation Plan (the “**Binding IP Design Offer**”). More specifically, by way of option for the Promoter’s benefit, those admitted to the Third Stage shall submit the Binding IP Design Offer only in respect of the design activities that are required in order to develop the Implementation Plan associated with the development project in the Second Stage.

At the outcome of the Procedure, the Promoter reserves the right to accept the Binding Economic [Purchase] Offer or, alternatively, the Binding IP Design Offer.

2.1. Area involved by the Procedure

The Procedure concerns the Santa Chiara Monumental Complex (CMSC), a unique and monumental site, located in the historical centre of the city of Pisa, immediately adjacent to Piazza dei Miracoli.

The CMSC area has a surface area of 117,895 square metres, and is part of one of the largest blocks in the historic town centre of Pisa, within the Santa Maria district.

The CMSC is surrounded by walls, which enclose about sixty buildings, 25 of which are listed by the Ministry for Cultural and Environmental Heritage in accordance with Legislative Decree no. 42 of 22 January 2004, which in the current conditions represent the Santa Chiara hospital complex and the university buildings along Via Savi. There are a number of residences



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adjacent to the CMSC on Via Bonanno, but these are excluded from the intervention perimeter.

The entire northern side of the project design area faces Piazza dei Miracoli, the eastern side faces Via Roma, the southern side faces Via Paolo Savi, and the western side faces Via Bonanno Pisano.

2.2. Functions and dimensioning of the Redevelopment Master Plan

The functions and dimensioning of the Redevelopment Master Plan are summarised in the document "Outline of the area concerned by the Procedure" and will be further detailed in the Design Guidelines ("**Guidelines**") to be made available in the Second Stage of the Procedure.

The improvement Master Plan shall indicate the new functions to be included in the CMSC. In accordance with the urban planning instruments in force, the functions to be established shall be articulated by suitably applying the following types:

Private uses

- Accommodation uses, including ancillary and complementary spaces (conference rooms, exhibition activities, restaurant, bar, etc.)
- Residential
- Commercial (neighbourhood businesses with sales areas of below 250 sqm or whose total area does not exceed 10 per cent of the total useful floor area)
- Private services (offices, company premises, doctors' surgeries)
- Public schools

Public uses

- Education
- Residences (including guest houses and similar)
- Public services and services of general interest (public offices, post office, banks, etc.)
- Cultural facilities (research centres, museums, exhibition venues, libraries, archives).

As a starting point for defining the Master Plan project design, in view of what has been described in the document containing the Outline of the area concerned by the Procedure, the surface area to be considered in the development is 90,887 square metres, which corresponds to the entire surface area of the listed buildings. As better detailed in the document "Outline of the area concerned by the Procedure" and in the subsequent Guidelines for developing the design that will be shared in the Second Stage, prioritising the



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complete re-use of the listed buildings, if the participants consider it useful for the project design, it will be possible to develop up to an additional 15,000 square metres with new developments that respect current constraints on the CMSC and that are properly integrated into the framework of functions envisaged for the regeneration of the area.

3. Timetable and documentation of the Procedure

3.1. Timetable

FIRST STAGE

08.02.2024 - Publication of the Notice

13.03.2024 - Deadline for requesting clarifications

20.03.2024 - Deadline for publication of responses

29.03.2024 - Deadline for submission of Expressions of Interest

By 30.04.2024 - Selection of participants admitted to the Second Stage of the Procedure

SECOND STAGE

30.04.2024 - transmission of the Letter of Invitation to participate in the Second Stage of the Procedure and publication of associated documentation in the restricted access area of the website www.regeneratesantachiara.it

30.09.2024 - Deadline for delivery of the Non-Binding Offer

By 15.11.2024 - Selection of participants admitted to the Third Stage of the Procedure

THIRD STAGE

15.11.2024 - Transmission of the Letter of Invitation to participate in the Third Stage of the Procedure and publication of associated documentation in the restricted access area of the website www.regeneratesantachiara.it.

23.12.2024 - Deadline for submission of the Binding Offer.

4. Procedure Documentation and Information



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The documents (“**Documentation**”) for the **Procedure** are available at www.regeneratesantachiara.it in the “Download” section.

All information on the Procedure and how to participate can be found on the website: www.regeneratesantachiara.it

The “News” section of the aforementioned website will also promptly publish any notices and any other information that may be useful to participants in relation to the Procedure.

5. Conduct of the First Stage of the Procedure

5.1. Official language

The official language of the Procedure is Italian. The use of English is permitted.

5.2. Eligible persons

The following persons/entities may apply for admission to the Procedure: Italian or foreign entities with legal personality under the laws of their country of origin, acting individually or in groups (in this Stage or subsequent Stages of the Procedure), operating through companies or UCIs (including real estate investment funds, CEICs, etc.), already incorporated and/or to be incorporated specially for this Procedure, as well as consortia or temporary groupings of the aforementioned entities (“**Grouping**”).

In any case, the same person or entity will not be allowed to participate, directly or indirectly, in more than one Grouping, under penalty of exclusion from the Procedure.

Noted that a single person/entity may submit an Expression of Interest, with the option of grouping subsequently with other persons/entities during the course of the Procedure, provided that those other persons/entities are indicated in the Second Stage or in the Third Stage of the Procedure, submitting any documentation required under the Procedure.

During the Procedure, a membership composition may be amended by allowing entry to new participants, who may also be directly or indirectly referable to persons/entities who are admitted to the Procedure as individuals or groups.

This is without prejudice to the Conditions for participation under Article 5.3 of this Notice.



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5.3. Conditions of participation

5.3.1. Participants must, under penalty of exclusion from the Procedure, satisfy the requirements and criteria set out below, providing proof thereof in the form of a declaration made pursuant to Articles 46 and 47 of Presidential Decree 445/2000 (self-declaration), indicating the following:

(1) that they are not in a situation of crisis or insolvency, nor subject to compulsory administrative or judicial liquidation proceedings, composition with creditors, recovery or debt-restructuring arrangements, nor other similar proceedings pursuant to Legislative Decree No. 14/2019, and that no proceedings for the declaration of one of these situations are pending against them;

(2) that none of the causes of exclusion pursuant to Articles 94 and 95 of Legislative Decree No. 36/2023 apply to them;

(3) that they are not in a situation of control (within the meaning of Article 2359 of the Italian Civil Code) vis-a-vis another participant in this Procedure, and are not in any relationship (de facto or otherwise) that would cause bids to be attributable to a single decision-making centre.

In the event that potential investors present themselves as a Grouping, the above general requirements shall be deemed to refer to each participant of the Grouping.

In the case of UCIs, (i) if the bidder is a CEIC, the general requirements must be met by the CEIC and by its directors, conversely (ii) if the bidder is an SGR acting on behalf of a real estate investment fund already set up or in the process of being set up, the general requirements must be met by the SGR, by the investment fund manager and by its directors.

Cases of forfeiture, suspension or prohibition set forth under Article 67 of Legislative Decree No. 159 of 6 September 2011, or an attempt of infiltration by the mafia as provided for in Article 84, paragraph 4, of the same decree, shall also constitute grounds for the exclusion from the Procedure.

Therefore, the participants hereby declare their willingness to provide, as necessary, the necessary documentation demonstrating that they are not involved in mafia infiltration.

5.3.2. Participants must also have the design expertise required as a precondition of submitting the Master Plan. This expertise must be indicated by reference to contracts entered into with design studios/companies with experience in the fields of architecture, town planning and environment.

5.4. Secretariat for the Procedure



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The Secretariat for the Procedure is entrusted to NSCH S.c.a.r.l., via G. del Pian dei Carpini 1, 50127 - Florence (FI) with the technical support of Yard Reaas S.p.A., corso Vittorio Emanuele II 22, 20122 Milan.
e-mail: info@regeneratesantachiara.it

Any request for clarification regarding the Procedure shall be made exclusively in writing, to be sent by filling in the form in the "Request information" section of the www.regeneratesantachiara.it website.

5.5. Use of the IT platform

The www.regeneratesantachiara.com website, in two languages, Italian and English, is organised in two different areas: one with open access, the other with restricted access.

The open access area includes the following sections:

- "**Home page**", presenting the Procedure, news and calendar with the key dates of the Procedure.
- "**Who we are**", presenting the Promoter.
- "**The Project Design**", which defines the subject matter of the Procedure.
- "**Download**" where it is possible to download the "**Notice for the collection of Expressions of Interest**", the document "**Outline of the area concerned by the procedure**".
- "**Request Information**", where a request for clarification concerning the Procedure may be sent.

The "**Expression of interest**" section grants access to the reserved area, upon completing a special registration form on the platform.

Once the required data have been filled in, the platform administrator will, within three business days, grant participants their credentials, enabling them to access the reserved area and upload the documents required for the Expression of Interest.

If you have problems accessing the platform, you can contact the Procedure secretariat at info@regeneratesantachiara.it.

6. First Stage of the Procedure

6.1. Participation in the First Stage

Parties interested in participating in the First Stage of the Procedure after registering on the Procedure platform accessible at www.regeneratesantachiara.it must electronically transmit, using their own means, the documents detailed in paragraph 6.1.1 below.



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6.1.1. Documentation required for the First Stage

In the First Stage, the following documentation is required to be completed and uploaded to the Procedure website:

- a. Application to participate and unconditional acceptance of all rules, clauses and conditions contained in this Notice;
- b. Declaration of fulfilment of the conditions for participation and the absence of the grounds for exclusion referenced in Article 5.3 of the Notice;
- c. Declaration concerning the data privacy notice pursuant to European Regulation 2016/679;
- d. Information about the participant and, in particular, the legal entity indicated as the consortium head;
- e. Information on the design team indicated by the participant, indicating the name of the person in charge, and including the CVs of key figures;
- f. Information on any other member/s whose presence is considered necessary, and his/her role in the team, including CVs;
- g. documentation demonstrating the participant's financial stability;
- h. reference to similar projects that the consortium head has already developed (maximum five), containing the following information:
 - price of the works
 - project design location
 - role of the consortium head
 - design team
 - description of the work
 - images of the project designand represented in no more than ten (10) A4 or five (5) A3 pages.
- i. References to similar projects that the design team has already developed (maximum five), containing the following information:
 - client
 - price of the works
 - project design location
 - role of the design team member bringing the reference
 - description of the work
 - images of the project designand represented in no more than ten (10) A4 or five (5) A3 pages.
- j. Summary presentation of the general approach to the regeneration project in terms of defined objectives, consisting of a document of no more than twenty (20) A4 pages, font Arial 11, single spacing.

Templates, in downloadable and fillable format, of the documents referenced in points a), b) and c) will be made available on the platform in the



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“Documents” area of the website. Interested parties may use these templates in order to participate in the Procedure; participants may, however, use different templates as long as their content meets the requirements indicated in this article.

Where groupings of participants are to participate:

- a. Each group member shall sign the documents referenced in paras. a), b) and c).
- b. where a grouping is in the process of being formed, all participants must sign a declaration indicating the intended consortium head who will be exclusively responsible for representing the principals vis-à-vis the Promoter;
- c. if a grouping is already incorporated, a certified copy of the memorandum of association must be attached.

Each individual file, referenced in paras. a) to j) above, comprising the documentation, must:

- be in PDF format
- be digitally signed (e.g. P7m format) by persons authorised to legally bind the economic operator(s), before being uploaded to the Tender Procedure website.

All the documentation required for the First Stage must be delivered exclusively through the website of the Procedure in the reserved area, accessible using the link on the home page “Expression of Interest”.

TECHNICAL INFORMATION ON DIGITAL SIGNATURES

A digital signature is required for the administrative documents referenced in Article 6.1.1 (a), (b) and (c) above.

Persons not resident or domiciled in Italy and not in possession of a digital signature must sign the documents by hand and attach a copy of a valid identity document.

6.1.2. Submission of documents for the First Stage

The documentation must be submitted by uploading it to the Procedure platform accessible at www.regeneratesantachiara.com.

The upload will take place as described by participants but must be completed **no later than 3.00 p.m. (CET) on 29.03.2024**.

The telematic system will send an e-mail to confirm that the procedure has been completed correctly. From the moment the e-mail is received, participants will no longer be able to access the reserved area of the platform.



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Applications received after the aforementioned deadline will not be considered. The sender is exclusively responsible for ensuring prompt delivery.

6.2. Outcome of the First Stage of the Procedure

The Promoter shall select - by and no later than 30 April 2024 - the entities that will be admitted to participate in the Second Stage, from among those that submitted applications compliant with the conditions indicated in the Notice.

The Promoter will use the following criteria for the selection:

- Participants' prior domestic and international experience
- Quality and composition of the project design team
- Similarities with analogous projects presented as references
- Compliance with guidelines and technical quality of the preliminary working method proposal.

6.3. Publication of results of the First Stage of the Procedure

The selected applicants will be notified of the outcome of the First Stage work by certified email, send to the address provided during registration on the platform.

7. Exclusion of Expressions of Interest

Expressions of Interest may be excluded at the Promoter's sole discretion for any of the following reasons:

- if they are submitted later than the indicated deadline;
- if there is any non-compliance with the conditions and limitations imposed by this Notice and accepted along with participation.

8. Protection of personal data

In accordance with the provisions of the data privacy law in force (EU Regulation 2016/679), data shall be processed using automated or non-automated means, exclusively within the scope of the procedure to which this Notice relates.

9. General provisions concerning the Procedure



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The Procedure is not and shall never be exclusive in nature with respect to participants.

The transmission of an Expression of Interest should not give rise to any expectation of participation in subsequent Stages; if a letter of invitation to participate in the Second Stage is not received, this shall be construed as non-admission to the Procedure, from which the participant shall therefore be definitively excluded without the need for any formality and without the participant being entitled to claim rights and/or make claims on any basis whatsoever, including claims for reimbursement, indemnity or any other type of claim against the Promoter, simply by reason of having sent an Expression of Interest, hereby waiving any claim, action, objection or plea.

Please note that none of the information obtained during and/or in connection with the Procedure shall constitute or be construed as a representation, promise or guarantee of any kind by the Promoter, who makes no guarantee or representation as to the accuracy, completeness and/or veracity of the data contained in documentation provided to participants.

In any event, the Promoter is free, at its sole and absolute discretion, to discontinue, suspend or revoke the Procedure at any time, without giving reasons, or to amend the terms and conditions of the Procedure, and also to initiate, discontinue, suspend or revoke any negotiations or reject any offers, as it is expressly released from any liability of any kind whatsoever (pre-contractual or otherwise).

The Promoter shall not be liable in the event of a failure to commence and/or continue and/or conclude the Procedure, nor in the event of a negative response to a Non-Binding Offer and/or to a Binding Offer.

All costs incurred by participants for their participation in the Procedure shall be borne exclusively by them, and in their entirety, even if the Promoter should decide to suspend or revoke, or not to conclude, the Procedure.

This Notice shall not be construed as a proposal to enter into a sale and purchase agreement pursuant to Article 1326 of the Italian Civil Code, nor as a binding offer pursuant to Article 1329 of the Italian Civil Code, nor as an offer to the public within the meaning of Article 1336 of the Italian Civil Code, but solely as an invitation to collect expressions of interest.

The Promoter wishes to make clear that this Procedure is private in nature.

10. Display and publication right

The Promoter shall acquire ownership of all documentation submitted during the Procedure.



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The intellectual property rights and copyright in the project proposals submitted shall remain with participants.

The Promoter also reserves the right to public display the submitted proposed designs, to publish them or to allow their publication for cultural promotion purposes, at no charge to the Promoter.

This right also applies to the authors, who may publish their papers without restriction, in any case after the conclusion of the Procedure and after informing the Promoter.

11. Acceptance of the terms of the Notice

Participation in the Procedure shall imply each participant's unconditional acceptance of all rules, clauses and conditions contained in this Notice and related annexes.