



COMUNE DI BOLOGNA

**BID FOR TENDER FOR SALE OF SHARES HELD BY THE MUNICIPALITY OF BOLOGNA,  
THE PROVINCE OF BOLOGNA AND THE CHAMBER OF COMMERCE OF BOLOGNA IN THE  
COMPANY "INTERPORTO BOLOGNA S.p.A."**

**The text are purely indicative. Only the Italian texts have legal value.**

**THE MUNICIPALITY OF BOLOGNA**

**announces that**

The Municipality of Bologna, by mandate of the Province of Bologna and the Chamber of Commerce of Bologna, pursuant to the resolution of the Municipal Council General Protocol n. 54441/2014 of 17 March 2014, agenda item n. 182, intends to proceed with the sale of company shareholdings in the company INTERPORTO BOLOGNA S.p.A., with registered office in Bologna, Via Altabella n. 15, registered with the Register of Companies of Bologna n. 00372790378, Economic and Administrative Index (REA) of BO - 210041.

The shares being sold are made up of 15,234 (fifteen thousand two hundred and thirty four) shares equal to the nominal value of Euro 7,875,978.00 for the Municipality of Bologna, 7,619 (seven thousand six hundred and nineteen) shares to the nominal value of Euro 3,939,023.00 for the Province of Bologna, and 2,561 (two thousand five hundred and sixty one) shares to the nominal value of Euro 1,324,037.00 for the Chamber of Commerce of Bologna, corresponding to a total of 58.56% of the share capital currently set at € 22,436,766.00.

The Province of Bologna and the Chamber of Commerce of Bologna have given mandate to carry out the procedure for the joint sale of shares and any other act necessary and consequent to the Municipality of Bologna to the Director of the Company Shareholdings Division.

**Contract Reference Number (IGC) 56929345C0**

**SUBJECT**

The sale concerns the whole block of shares held by the three bodies amounting to **25,414 shares**, equal to 58.56% of the share capital. Partial offers are not accepted, including joint offers, nor are conditional offers.

The present tender notice constitutes an invitation to bid and not a public offer, pursuant to art. 1336 Civil Code, nor a solicitation to public saving, pursuant to Legislative Decree no. 58 of February 24, 1998 and subsequent modifications and integrations.

The procedure provides for Minimum Bid Increments or alternatively Remaining Offers.

Regarding Minimum Bid Increments, they shall be made for an amount equal to or greater than the total amount of the tender starting price, set at **EUR 29,666,524.62 (twenty nine million six hundred and sixty six thousand five hundred and twenty four point six two)**, the unit starting tender price for the sale of the shares is set at **EUR 1,167.33 (one thousand one hundred and sixty seven point three three)**.

Regarding the Remaining Offers, they shall be made downward compared with the minimum price as identified by the Director of Finance and Budget of the Municipality of Bologna contained in a secret bid, enclosed in a sealed envelope and kept by the Secretary General of the Municipality of Bologna. Submission of more than one Minimum Bid Increments or more than one Remaining Bids

is not permitted, in relation to the lot of shares offered for sale by the same subject and/or, in the case of legal persons, by subsidiary or affiliated companies pursuant to art. 2359 Civil Code. Partial bids are not permitted at any stage of the bidding, including the case of joint bids submitted by subjects, nor conditional bids or bids expressed in an undetermined or incomplete form. No bids for nominated persons are permitted, nor is any sale of award, except for legal representatives and special powers of attorney.

### **PROCEDURE CONDITIONS AND AWARD CRITERIA**

The bidding will take place in a public session on June 10, 2014 at 3.00 pm at the Municipality of Bologna, in the Meeting Room of the Company Shareholdings Division in Piazza Liber Paradisus n. 6, Tower C, 7th floor.

The public session will be attended by the Secretary General as guardian of the sealed envelope that will contain the secret bid referred to in the preceding paragraph.

At the beginning of the session, a check will be carried out on the sealed envelopes containing the Minimum Bid Increments, they will be opened and their validity will be checked.

Should there be no valid Minimum Bid Increments submissions, the sealed envelopes containing the downward Remaining Offers will be opened. Subsequently, the Secretary-General will open the sealed envelope containing the minimum price referred to in the preceding paragraph with which to compare the Remaining Offers.

The present procedure is carried out by means of public tender in one single lot with the procedures laid down in Articles 73 letter c), 76 and 77 of Royal Decree May 23, 1924, n. 827 and subsequent modifications and integrations.

The sale will be awarded even in the case of one single valid Minimum Bid Increment or one single valid Remaining Offer, in the case when the related sealed envelopes are opened due to the non-submission of valid Minimum Bid Increments.

Provisional awarding will occur in favour of the subject that will have made the highest bid as compared to the starting tender price for the Minimum Bid Increments, or that will have made the highest bid as compared to the downward starting bid, in the case of the opening of sealed envelopes relating to Remaining Offers.

In the case of identical bids, both in Increased and Remaining, art. 77 of Royal Decree n. 827/1924 will be applied, as per the complete text as follows:

"In bidding using secret bids, when two or more competitors make the same bid, and it is acceptable, the assembly will proceed to bidding among only these same bidders, either with secret bids or the so-called traditional method of the "virgin candle", depending on what the appointed officer deems more appropriate. The sale is awarded to the bidder who turns out to have made the best bid.

Should none of those who had previously made identical bids be present, or none of those bidders present wish to increase the bid, that is, in the case the bids be contained within the limits specified in the second paragraph of art. 75 and the last paragraph of art. 76, chance will decide to whom the sale will be awarded".

The final awarding is subject to the legal condition precedent of the failure to exercise a pre-emptive right by those entitled in the terms and conditions provided for by art. 9 "Transfers and pre-emption" of the Articles of Association in force.

The Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna shall activate the procedures for pre-emptive offering to the shareholders, informing them of the conditions of sale determined following the bid, pursuant to art. 9.3 of the Articles of Association.

Should the other shareholders of the company INTERPORTO BOLOGNA S.p.A. avail themselves of the above-mentioned right reserved to them, the provisional awardee shall not claim any right or entitlement to the final awarding and/or stipulation of the sale of shares against the Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna.

Should the other shareholders of the company INTERPORTO BOLOGNA S.p.A. avail themselves of the right of pre-emption limited to only one of the blocks of shares held by the bodies offered for sale, the awardee bidder will be required to purchase blocks of shares unexercised under the same conditions expressed in the offer.

In any case, the awardee bidder shall not assert any form of liability, including a pre-contractual one, against the Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna. In all cases, no compensation will be paid to the subjects admitted and participating in the present tender.

The final award is subject to the suitability of the documents submitted to the bid and the truthfulness of the statements provided by the awardee bidder, as well as - for the signing of the contract - to the successful results of the checks carried out pursuant to Legislative Decree n. 159/2011 and subsequent modifications and integrations (Anti-mafia legislation and prevention measures legislation).

### **INTERPORTO BOLOGNA S.p.A. COMPANY PROFILE**

The Joint Stock Company INTERPORTO BOLOGNA S.p.A. is registered in the Business Register of Bologna with n. 00372790378, Economic and Administration Index (REA) BO - 210041.

The company has its registered office in Bologna, Via Altabella n. 15. The company's duration is set until 31 December 2050.

The issued and fully paid-up share capital is Euros 22,436,766.00 consisting of 43,398 shares with a unit nominal value of € 517.00.

The Company's purpose is the planning and development, through all the necessary steps (purchases, buildings, sales, exchanges, leases, rents etc..) of the Interporto of Bologna, that is, an organic centre of integrated logistic structures for the transfer of goods among different modes of transport, as well as the activities provided in art. 4 of the Company's Articles of Association, attached to the present notice.

The Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna are committed to ensuring that the company's directors appointed on the basis of their designation undertake to resign if the final awardees request it.

### **PROCEDURE DOCUMENTATION RELATING TO THE COMPANY INTERPORTO BOLOGNA S.p.A.**

The following documents attached are part of the present Bid for tender:

The Articles of Association of the company INTERPORTO BOLOGNA S.p.A. and its subsidiaries;

List of shareholders of the company INTERPORTO BOLOGNA S.p.A.;

Certificate of Incorporation of the company history and its subsidiaries;

Financial statements of the company INTERPORTO BOLOGNA S.p.A. and its subsidiaries, approved and filed with respective annexes for the years 2010 - 2011 - 2012 and the consolidated financial statements of the company INTERPORTO BOLOGNA S.p.A. for the years 2010-2011-2012.

This documentation can be downloaded from the website [www.comune.bologna.it/concorsigare/](http://www.comune.bologna.it/concorsigare/) - 'Other public tenders and notices' section, [www.provincia.bologna.it](http://www.provincia.bologna.it) - "Tenders" section and [www.bo.camcom.gov.it/camera-di-commercio](http://www.bo.camcom.gov.it/camera-di-commercio) - "Tenders and competitions section."

Further documentation relating to the company will be available in the Virtual Data Room after the signing by the subjects concerned of the corresponding request for admission and confidentiality agreement attached to the present notice, in accordance with the rules laid down in the respective regulations.

The present Bid for tender, the Data Room Regulations, the Request for Admission and Confidentiality Agreement, as listed above, can also be found and downloaded from the websites listed above.

Any queries on the tender notice, procedure and documentation included in the Virtual Data Room can be made in Italian by 12.00 p.m. on May 31, 2014 by sending the query via email to the email address [SegreteriaPartecipazioniSocietarie@comune.bologna.it](mailto:SegreteriaPartecipazioniSocietarie@comune.bologna.it).

### **SUBJECTS ENTITLED TO SUBMIT AN OFFER**

Bids can be submitted by physical and/or legal persons.

- In the case of a legal person, the satisfaction of the requirements as per article 38, paragraph 1, Legislative Decree No. 163/2006, and subsequent modifications and integrations, must be stated and subsequently proved by all the directors with power of representation, as well as by the sole shareholder as a physical person, or by the majority shareholder in the case of a company;
- A joint tender can also be submitted by temporary groupings subjects (Grouping) provided the individual components of each Grouping meet the requirements as per art. 38 paragraph 1 Legislative Decree n. 163/2006 and subsequent modifications and integrations.

## **PARTICIPATION AND BIDDING SUBMISSION APPLICATION PROCEDURE**

Each sealed envelope must include, under penalty of exclusion, two separate envelopes sealed and countersigned by the bidder across every sealing flap (physical person) or legal representative (legal person) in such a way as to prevent opening without tampering, showing the particulars of the documents they contain, known respectively as administrative documents (Envelope A) and Financial Bid (Envelope B).

**ENVELOPE A:** Administrative documents – must include the following documents under penalty of exclusion:

- 1) request for application with stamp duty undersigned with legible signature by the bidder (physical person) or legal representative (legal person) accompanied by a photocopy of a valid identity document of the applicant, specifying if the application relates to Minimum Bid Increment or Remaining Offer;
- 2) for persons acting as power of attorney or on behalf of third parties, the special power of attorney, in original or certified copy, conferred by public deed or private agreement;
- 3) substitutive declaration pursuant to Presidential Decree 445/2000, signed on plain paper by the bidder (physical person) or the legal representative (legal person) stating;
- 4) bank references;
- 5) deposit or successful establishment of guarantee.

Minimum Bid Increments or Remaining Offers by special power of attorney are admitted, and must be drawn up by public deed and attached in original or certified copy to the bids, under penalty of exclusion from the bid for tender.

Minimum Bid Increments or Remaining Offers joint tenders are permitted by two or more subjects, that should provide a mandate with special power of attorney by public deed to one of them, attached to the bid.

In any case, a declaration proving the requirements for participation shall be drawn up and signed by any subject interested in buying, be they the principal or agent, while the bids shall be signed only by the agent.

More than one bid by the same subject, either directly and/or indirectly, is not permitted, either individually or jointly with other subjects, for both Minimum Bid Increments or Remaining Offers.

### ***The Bidder shall state:***

- to have taken note of all the terms set out in the tender notice;
- to have read the Articles of Association of the company INTERPORTO BOLOGNA S.p.A.;
- to undertake to pay the purchase price offered by the date of completion of the transfer of the shares;
- that the bid submitted is binding and irrevocable up to 180 days from the due date of submission of the tender;

Furthermore,

for physical persons:

- bidder's personal details (name, surname, date and place of birth, residence, tax code number, marital status and property regimes, phone no., fax number if any, and e-mail address and/or certified email address) ;
- that he benefits from the civil and political rights of the State of residence or origin; that he is not subject to prohibitive conditions as per Article n. 67 of Legislative Decree no. 159/2011 and subsequent modifications and integrations (Anti-mafia legislation and prevention measures legislation);
- that he is not a legally incapacitated person, or unlicensed or bankrupt and he has no procedure under way for any of these statuses;
- that a conviction through a final enforceable judgement has not been passed on him for a crime related to professional conduct, financial crimes or any crime that compromises his ability to sign contracts with Public Authorities;
- that he has no penal convictions that prohibit him to sign contracts with Public Authorities, in accordance with applicable law;
- that he has read and fully accepts, without reservation or further qualification, all the rules and regulations included in the present Bid for tender notice and attachments, as well as the Articles of association of the company INTERPORTO BOLOGNA S.p.A.;
- that he meets all the necessary requirements for admission to the procedure and that he is not subject to any grounds for exclusion as mentioned in the 'GROUNDS FOR EXCLUSION' section in the present Bid for tender;

for legal persons:

- to be a legal entity, according to the laws of its country, and have its registered office/residence in Italy or in a foreign country not included in the list of countries with privileged tax status in accordance with the provisions of Art. 37, paragraph 1 of Legislative Decree 78/2010 as amended by the conversion law no. 122/2010, registered office, residence or domicile in one of the so-called "black list" Countries described in the decree of the Ministry of Finance of May 4, 1999, as amended by art. 1 of the Decree of the Ministry of Economy of 12 February 2014 and Decree of the Ministry of Economy of 21 November 2001, or having registered office, residence or domicile in a so-called so-called "black list" country and not being in possession of the ministerial authorization provided for in the said Article 37;
- its name or business name, Chamber of Commerce registration, registered office, tax code and VAT number, personal details of the subject holding the powers of representation (and also of the shareholders in the case of a partnership) with their powers, phone no., fax no., and certified e-mail address;
- declaration that the company, its legal representatives (and also the shareholders in the case of a partnership, or the owner if a sole proprietorship) are not subject to prohibitive conditions as per Article n. 67 of Legislative Decree no. 159/2011 and subsequent modifications and integrations (Anti-mafia legislation and prevention measures legislation);
- date and registration number in the Business Register or equivalent in other countries;
- declaration that the undersigned is the owner of the business or the legal representative of the legal person and is entitled to commit it;
- declaration by the applicant that they do not fall within (and also, in the case of a partnership, that the partners cannot be located) some circumstances provided for by art. 38, paragraph 1, of Legislative Decree 163/2006 and subsequent modifications and integrations (possession of general order requirements);
- that no interdictory sanction has been applied to him as per art. 9, paragraph 2, letter c) of Legislative Decree of 8 June 2001 n. 231 or any other sanction which involves the prohibition of signing contracts with Public Authorities, including prohibitive measures as per art. 36 bis, paragraph 1, of Law Decree of 4 July 2006 n. 223, converted with amendments by Law of 4 August 2006 n. 248 and subsequent modifications and integrations;
- that a conviction through a final enforceable judgement has not been passed on him, or a penalty order has not been issued that makes him the subject of a final judgement, or a conviction for the application of the penalty on request, as per art. 444 Penal Code, for serious crimes against

the State or the Community that influence professional conduct; it is, in any case, cause of exclusion a conviction through a final enforceable judgement, for one or more crimes related to participating in a criminal organisation, corruption, money laundering, fraud as defined in article 45, paragraph 1, EC Directive 2004/18;

Exclusion and prohibition to participate in the present procedure are valid in the case where the sentence or penalty has been passed on to: partners, if it is a commercial partnership; general partner, if it is a limited partnership; the directors with powers of representation or the sole shareholder if it is a physical person, or the majority shareholder in the case of companies with fewer than four shareholders, if it is another type of company or consortium. For public authorities these conditions are required for the legal representative of the Body. In any case, exclusion and prohibition is also applied to subjects who resigned from office in the year preceding the date of publication of this Tender bid, if the firm cannot establish that there has been full and effective dissociation of criminal conduct; exclusion or prohibition does not apply in the event that the offence has been decriminalized or when rehabilitation has occurred or when the offence has expired after the conviction or in the event of the revocation of the same conviction;

- that there are no proceedings pending against him for the application of prevention measures in art. 3 of Law of 27 December 1956 n. 1423 or one of the prohibitive conditions pursuant to Article n. 67 of Legislative Decree no. 159/2011 and subsequent modifications and integrations (Anti-mafia legislation and prevention measures legislation); exclusion and prohibition to participate in this procedure are valid if pending proceedings relate to partners, if it is a commercial partnership; general partners, in the case of a limited partnership; directors with powers of representation, or the sole shareholder if it is a physical person, or the majority shareholder in the case of companies with fewer than four members, if it is another type of company or consortium.

- that the subject has not filed, in the last 5 years, for bankruptcy, compulsory administrative liquidation, admission to composition proceedings or to any other equivalent proceeding and does not have any ongoing proceedings for the declaration of these statuses;

- that he has not committed any serious and definitively ascertained violations to safety rules and every other obligation arising from employment relationships;

- that he has not committed serious and definitively ascertained violations with respect to taxes and duties payment obligations, in accordance with Italian legislation or that of the Country of origin;

- that he has not committed serious and definitively ascertained violations with respect to social security contributions payment obligations in accordance with Italian legislation or that of the Country of origin;

- that the person signing the bid and the application request has the power to oblige the company, specifying the act by which this faculty is given (e.g. Board resolution, Articles of Association etc.).

for Foundations:

- that it has been established lawfully, providing details of the establishment act and personal and residence details of the legal representative;

- that it has not been subject to any ancillary penalties or interdictory sanctions according to laws in force, involving the inability to sign contracts with Public Authorities;

- that the person signing the bid and the application request has the faculty to oblige the Foundation, specifying the act by which this faculty is given (e.g. Board resolution, Articles of Association etc.).

Foreign bidders shall provide similar declarations according to the laws of their Country of origin.

The Municipality of Bologna reserves the right to request any additional documentation and/or clarifications concerning statements made or the documentation submitted.

Untruthful self-declarations will result in the forfeiture of the award and the non-transfer of shares by reason attributable to the successful tenderer, without prejudice to the measures provided for by law. In such a case the Municipality of Bologna shall be entitled to withhold the security deposit paid, without prejudice to compensation for greater damages.

**BANK REFERENCES**

A specific declaration from at least two banks and/or authorised intermediaries pursuant to Legislative Decree n. 385/1993 stating adequate financial capacity, for the purpose of the bid, of the bidder as a physical or legal person.

In the Grouping case, this declaration must be issued for each of the physical and legal persons that are part of it, with reference to the shares that each physical and/or legal person intends to purchase.

**SECURITY DEPOSIT OR LODGED GUARANTEE**

Bidders must provide, under penalty of exclusion, in both the case they wish to present Minimum Bid Increments and the Remaining Offers case, a guarantee equal to 2% of the value of the starting bid, that is, Euro 593,330.49 (five hundred and ninety three thousand three hundred and thirty point three three) in the form of a deposit or guarantee, made out to the Municipality of Bologna.

The deposit can be paid by non-transferable bank draft (payable to the Tesoreria Comunale [Municipal Treasury] c/o UNICREDIT BANCA IT 18 S 02008 02450 000 020 067 156) or by one of the forms provided by art. 75, paragraphs 3, 5 and 6 of Legislative Decree 163/2006.

The guarantee may be, at the bidder's choice, a bank or insurance guarantee, or also issued by financial intermediaries registered in the special list as per art. 107 of Legislative Decree 385/1993, to cover the risk of failure to sign the contract for reasons not attributable to the Municipality of Bologna. The guarantee must be irrevocable and unconditional and must expressly provide for the waiver of the prior discussion by the principal debtor, the waiver of the exception as per art. 1957, paragraph 2 Civil Code, and also its operation for at least 180 days from the bid submission date.

The guarantee must also be accompanied by the guarantor's undertaking to extend the guarantee up to the end of the procedure should the Municipality of Bologna communicate the need for more time for the completion of the procedure before the end of the 180 days.

All documentation must be submitted in writing exclusively in Italian.

The envelope must include the original of the receipt of the deposit (in the case of payment by bank transfer to the Municipal Treasury) or the original bank or insurance guarantee (in case of policy) made out to the Municipality of Bologna, in the manner mentioned above.

It should be noted that no other forms of deposit, i.e. deposits or guarantees/policy issued by subjects other than those mentioned above, will be accepted, under penalty of exclusion from the tender.

In the Grouping case, one single security deposit is required, in favour of the Municipality of Bologna, and the guarantee/policy shall include each Grouping member as the guaranteed debtor, under penalty of exclusion.

The security deposit will be returned to non-winner applicants after final awarding and the release of insurance policies guaranteeing payment will always occur after the final awarding even in the case of exercise of the right of pre-emption by the other shareholders of Bologna Interport S.p.A..

**ENVELOPE B - Financial bid**

The Bid, either Minimum Bid Increments or Remaining, written in Italian, must be unconditional, and must include an indication of the unit purchase price of the shares and the total price of the shares of the company INTERPORTO BOLOGNA offered for sale expressed respectively in figures and in words; in the event of a discrepancy between the price quoted in figures and in words, the one which is more beneficial for the Administration will be considered valid.

The Bid, either Minimum Bid Increments or Remaining, will be binding for 180 days from the date of submission.

The Minimum Bid Increments or Remaining Offers must be undersigned by the bidder (physical person) or the legal representative (if legal person) and must be accompanied by a photocopy of their identity card. In the Grouping case, under penalty of exclusion, the undersigning of each physical person and/or legal representative of each legal person comprising the Grouping accompanied by a photocopy of an identity document is required.

Envelope A and Envelope B shall be inserted in turn, in a sealed envelope which shall be

countersigned on the closing flaps, and under penalty of exclusion from the tender procedure shall bear the following phrase:

- In the Minimum Bid Increments case: "*Gara relativa alla vendita delle azioni di INTERPORTO BOLOGNA S.p.A. di proprietà del Comune di Bologna, della Provincia di Bologna e della Camera di Commercio di Bologna – **Offerta in Aumento** - SCADENZA .....*"

- In the Remaining Offer case: "*Gara relativa alla vendita delle azioni di INTERPORTO BOLOGNA S.p.A. di proprietà del Comune di Bologna, della Provincia di Bologna e della Camera di Commercio di Bologna – **Offerta Residuale** - SCADENZA .....*"

The name/company name and the full address of the sender must also be indicated; therefore envelopes received after the deadline or at a different address than that provided will not be taken into account.

### **SUBMISSION OF TENDERS DEADLINE**

To take part in this bid for tenders, applicants must send the envelopes containing the administrative documentation and Minimum Bid Increments or Remaining Offer **no later than the peremptory deadline of 12.00 p.m. on June 9, 2014**, under penalty of exclusion, to the following addresses:

→ **Hand delivered to the Sportello Protocollo generale of the Municipality of Bologna**, Piazza Maggiore, 6 (at the Public Relations Office) - Bologna from Monday to Friday from 8.30 a.m. to 1.00 p.m..

→ **By courier/delivery agency to the Ufficio Spedizioni [Despatch Office] of the Municipality of Bologna**: Piazza Liber Paradisus 10, 40129 Bologna, Torre B piano -1, from Monday to Friday from 8.15 a.m. To 2.30 p.m..

Delivery of the envelope sealed and countersigned on the closing flaps, containing the administrative documentation and the Bid - Minimum Bid Increments or Remaining Offers – within the above deadline, shall be submitted personally, by post or by authorised delivery agency in compliance with the legislation.

**The delivery of the envelope within the time indicated, whatever the means chosen to send it, is solely at the applicant's risk. To comply with the deadline as above, the date and time of receipt to the Municipal Protocol office shall be proof of despatch.**

If received later than the deadline mentioned above, no Minimum Bid Increments or Remaining Offers bids will be valid, including prior additional or substitute Minimum Bid Increments or Remaining Offers bids.

Envelopes received in a different form than prescribed and those received after the deadline for whatever reason, including force majeure, shall not be considered valid.

The person responsible for the Procedure is the Director of the Company Shareholdings Division of the Municipality of Bologna, Dr. Sonia Bellini, Piazza Liber Paradisus n. 6 - 40129 Bologna tel. 051/2194582 - 4415 - Fax 051/2194462 - e-mail [sonia.bellini@comune.bologna.it](mailto:sonia.bellini@comune.bologna.it)

### **GROUND FOR EXCLUSION**

The grounds for exclusion are:

- the existence of one of the grounds for exclusion under art. 38, paragraph 1, of Legislative Decree no. N. 163/2006 and subsequent modifications and integrations;

- having, in accordance with the provisions of art. 37, paragraph 1 of Legislative Decree 78/2010 as amended by conversion law no. 122/2010, registered office, residency or domicile in so-called "black list" countries listed in the Ministry of Finance decree of May 4, 1999, as amended by art. 1 of Ministry of Economy Decree of 12 February 2014 and Ministry of Economy Decree of 21 November 2001, or having registered office, residency or domicile in so-called "black list" countries and not being in possession of the ministerial authorisation provided for in the said art. 37.

### **CONCLUSION OF THE CONTRACT AND PAYMENT METHOD**



The Municipality of Bologna reserves the right to conduct inspections and checks on the truthfulness of the statements and self-declarations made by the bidder.

It is understood that the untruthfulness of statements and self-declarations made by the bidder will result in the forfeiture of the award and the non-signing of the contract for reasons attributable to the tenderer, without prejudice to criminal liability. In this case, the Municipality of Bologna will be entitled to withhold the security deposit, also served on behalf of other bodies, and without prejudice to the right to claim further damages.

The bid for tender minutes does not substitute the contract. The successful bidder shall be bound from the time of closure of the tender, while this constraint will apply to the Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna only after the enforceability of the act of final award.

Once the deadline for exercising the right to preference has expired, without any of the entitled parties exercising it, the Municipality of Bologna by means of Executive Resolution shall then proceed with the final award, after obtaining official documentation proving the truthfulness of the declarations provided by the provisional winning bidder.

The Municipality of Bologna will inform the winning tenderer of the final award and the date within which the signing of the related sales contracts will be entered into with the Municipality of Bologna, the Province of Bologna and the Chamber of Commerce of Bologna respectively.

The final winning tenderer will be invited to indicate within 10 days of notification indicated above, the name of the notary or financial institution or intermediary, which must be identified among those operating in Bologna, where he intends to carry out the execution of the three deeds of sale of shares, one with the Municipality of Bologna, one with the Province of Bologna and the other one with the Chamber of Commerce of Bologna.

The unjustified absence of the winning bidder at the signing of the contract will imply for the winning bidder the loss of the award, resulting in a breach of the duty of pre-contractual liability on the part of the buyer and the right of the Municipality of Bologna to withhold the deposit paid, as well as compensation for greater damages.

The payment shall be made as follows:

- the price offered at the time of submission of Minimum Bid Increments or Remaining Offers relating to the sale of 15,234 shares, equal to 35.10% of the share capital held by the Municipality of Bologna must be paid before the signing of the contract with the Municipality of Bologna, to the Treasury Department of the Municipality of Bologna IBAN IT 18 S 02008 02450 000 020 067 156 in single payment with value within the day of signing of the contract; the bank transfer receipt must be presented to the Treasury Officer before the signing of the contract;
- the price offered at the time of submission of Minimum Bid Increments or Remaining Offers relating to the sale of 7,619 shares, equal to 17.56% of the share capital held by the Province of Bologna, must be paid prior to the signing of the contract, to the Treasury of the Province of Bologna IBAN IT 74 C 06385 02437 06700500006B in a single payment with value within the day of the signing of the contract; the bank transfer receipt must be presented to the Treasury Officer before the signing of the contract;
- the price offered at the time of submission of Minimum Bid Increments or Remaining Offers relating to the sale of 2,561 shares, equal to 5.90% of the share capital held by the Chamber of Commerce of Bologna, must be paid prior to the signing of the contract, to the Receiver of the Chamber of Commerce of Bologna IBAN I IT 44 0031 2702 4100 0001 2000 001 in a single payment with value within the day of the signing of the contract; the bank transfer receipt must be presented to the Treasury Officer before the signing of the contract;

All contractual costs including notary fees, duties, fees, commissions will be borne entirely by the tenderer.

In addition, the tenderer shall bear the cost of the publication referred to in the second sentence of paragraph 7 of article 66 and the second sentence of paragraph 5 of article 122 of Legislative Decree 12 April 2006 n. 163 (advertising in national and local newspapers), which must be repaid to the Municipality of Bologna by the tenderer within a period of sixty days from the final awarding

as per art. 34, paragraph 35 of Law no. 221/2012 of conv. Decree Law of 18 October 2012, n. 179, in the manner which will be communicated by the Municipality itself.  
Following the final award, bank or insurance guarantees presented with the bid will be released, or security deposits paid by other bidders will be paid back.

### **COMPETENT COURT**

For any dispute relating to the present tender notice, sole and exclusive jurisdiction is with the Court of Bologna, with the exception of the arbitration clause.

All personal data related to the present bid for tender shall be treated by the Municipality of Bologna in compliance with the provisions of Legislative Decree n. 196/2003.

The present bid for tender is published in the Official European Journal and the Italian Official Gazette - special public contracts issue, in two European Union newspapers, two national newspapers, two daily newspapers with highest distribution and in full on the Municipality of Bologna website at [www.comune.bologna.it/concorsigare/](http://www.comune.bologna.it/concorsigare/) - 'Other public tenders and notices' section, on the Province of Bologna website [www.provincia.bologna.it](http://www.provincia.bologna.it) - under "Tenders", and on the Chamber of Commerce of Bologna website [www.bo.camcom.gov.it/camera-di-commercio](http://www.bo.camcom.gov.it/camera-di-commercio) - under "Tenders and competitions", as well the on-line Municipal Noticeboard of the three Bodies.