

Section 1 General provisions

1 Purpose of Inviting Proposals

In April 2013, the advance development area in the Umekita area was opened to the public, heightening expectations for urban development in the second development zone. Meanwhile, discussion is ongoing about the urban development of the second development zone at the Osaka Station Surrounding Area Subcommittee of the Urban Renaissance Emergency Development Council Meeting for the Osaka Station Surrounding Area and the Surrounding Areas of Nakanoshima and Midosuji (hereinafter, “Osaka Station Surrounding Area Subcommittee”).

The purpose of the Invitation of Proposals from the Private Sector Concerning the Development of the Second Zone in the Umekita Area (hereinafter, “Invitation of First-Round Proposals”) is to solicit, based on the discussion in the subcommittee, unique and realizable proposals from private-sector developers, designers and the like that are willing to own land in the second developmental area and carry out development projects, and to make use of the proposals in the formation of urban development policies that will serve as the basis of city planning for the area, as well as the condition for an open invitation to decide on which entities will engage in the development slated in FY 2015 and after, which is called the “Invitation of Developers for the Development of the Second Zone (provisional)” (hereinafter, the “Second-Round Invitation”).

Proposers of excellent proposals selected in the First-Round Invitation (“Superior Proposers”) will be asked to participate in the discussion of urban development policies. The Osaka Prefectural Government and the Osaka City Government (hereinafter, the “Prefecture and City”) will ask the landowners at the time of the second-round invitation to grant the superior proposers eligibility to participate in the invitation.

2 Regime for implementing invitation of proposals

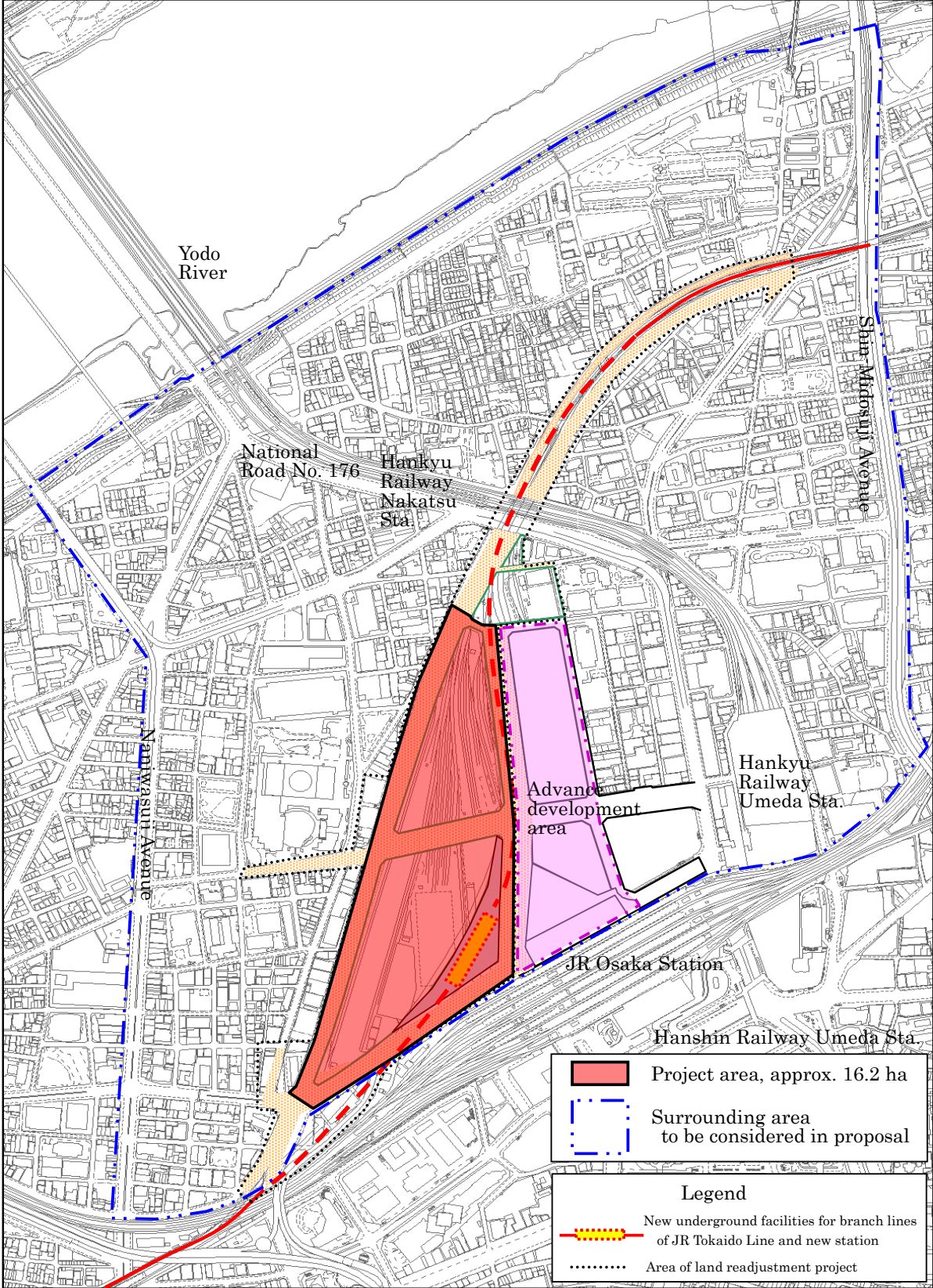
The Invitation of first-round proposals will be implemented by the Executive Committee for the Invitation of Proposals from the Private-Sector for the Second-Development Zone in the Umekita Area (hereinafter, the “First-Round Invitation Executive Committee”) comprised of the Prefecture and City and local economic associations.

[Schematic chart of the regime for implementing first-round invitation]



3 Area for which proposals are to be made

The area for which proposals are to be made, and its surrounding area that should be taken into consideration in proposals, are as shown below.



4 Development schedule

The overall schedule of events related to the development of the Second Development Zone in the Umekita area is as shown below (only a plan as of this writing, and may be changed in the future).

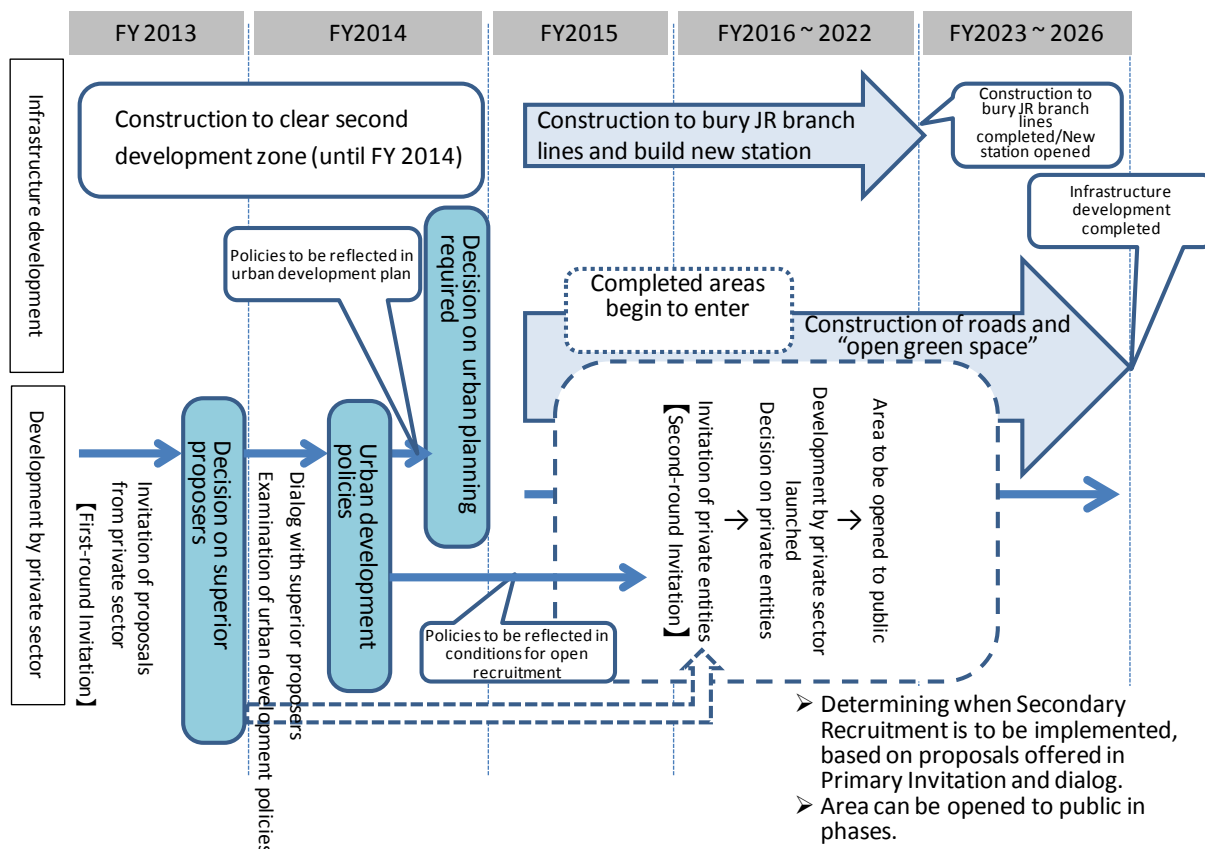
(1) Urban infrastructure development

- At present, construction work to clear the area is in progress, this work is expected to be completed at the end of FY 2014. The development of urban infrastructure will be carried out thereafter.
- The branch lines of the JR Tokaido Line located at the west end of the area are slated to be transferred to an underground location in the central part of the Umekita area. A new station is also planned for these branch lines. The construction work for these facilities is slated to end around FY 2022 (see <Reference Material 5> (2) for descriptions of these).
- As for construction work for roads and “open green space,” urban planning provisions are slated to be established or changed as necessary by the end of FY 2014. Construction work is planned to start beginning from FY 2015, and these facilities will be put in service as they are completed.
- At present, the completion date for the urban infrastructure construction over the entire Second Development Zone is slated to be the end of FY 2026.

(2) Invitation of private-sector entities for project implementation

- Superior proposers shall participate in dialog sessions with those concerned (see Section 1-5, “Dialog for formulating urban development policies”), which are slated for FY 2014 and held to deliberate policies for urban development.
- As the second-round invitation is to be carried out, the Prefecture and City intend to request the following to the landowners concerned at the time of the invitation.
 - ① Superior proposers selected in the first-round invitation shall be treated as those eligible for the second-round invitation (hereinafter, “Eligible Entities for Second-Round Invitation”).
 - ② A second-round invitation shall be carried out after FY 2015 under a project plan proposal method conditioned on the policies of urban development to be formulated in FY 2014.

[Overall Schedule (plan)]



※ As for the land owned by the Japan Railway Construction, Transport and Technology Agency, talks are in progress to have public institutions temporarily acquire and hold the land of the zone until a decision is made on private-sector entities to engage in the development of the zone.

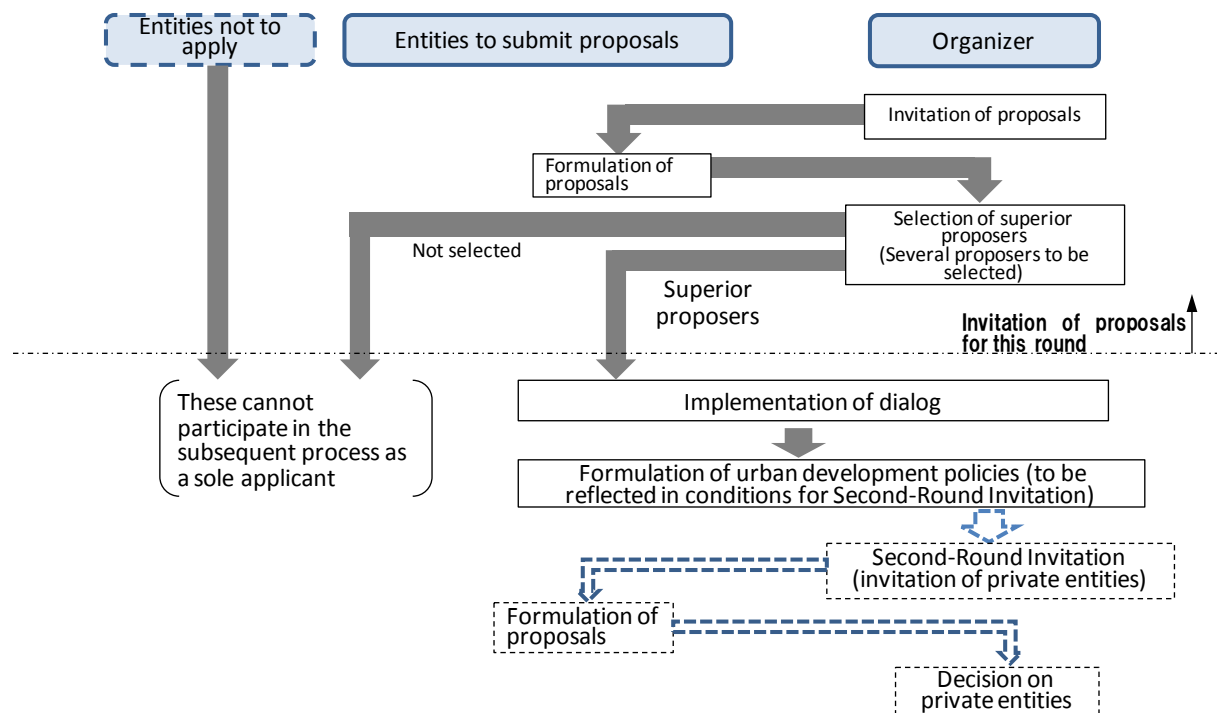
5 Dialog for formulating urban development policies

The dialog for the formulation of urban development policies is slated to be held by the Urban Development Panel (provisional) (hereinafter, the “Panel”) separately established. Superior proposers shall participate in the dialog to provide explanations of their proposals to the Panel as to their concepts of urban development reflected in their proposals, their land use plans, and their urban landscape and space creations, making use of “open green space,” and shall respond to questions and proposals from the Panel. The Panel is entrusted with reviewing their policies for urban development based on their explanations and responses. This dialog will be held with each of the superior proposers separately.

Superior proposers shall be entitled to participate in the dialog held to formulate urban development policies. They can refuse to participate, but in that case they will not be treated as Entities Eligible for Second-Round Invitation.

The timing, the method etc. of the dialog shall be determined separately. Expenses incurred due to dialog participation shall be borne by the participating entities.

[Process of deciding on project implementer (plan)]



6 Description of proposals to be solicited

Proposals shall be made regarding the following matters based on the “Introduction” and “Evaluation criteria” stated in Section 4-4 in these guidelines.

Since proposals are solicited with actual project implementation as a precondition in the Invitation of First-Round Proposals, proposals must be made for all the matters described above. However, if an

applicant is comprised of designers and consultants, who specialize only in planning and design and find it difficult to make proposals on the matters stated in “II. Matters concerning the feasibility of projects” and “III. Other matters,” they can make proposals only on the matters stated in “I. Matters concerning planning and design for the area.”

I . Matters concerning urban planning and design

(1) Concepts of urban development

- ① Future vision for the entire Umekita area
- ② Basic policies for urban development
- ③ Urban development integrated with the surrounding area and ripple effects on them
 - * In the “surrounding area” above, the “surrounding area that should be taken into consideration in proposals” described in Section 1-3, “Area for which proposals are to be made” is included. However, it is not necessarily the case that proposals are to be made for the entirety of the area.
 - * A conceptual drawing that elucidates the content of proposals in an easy-to-understand manner should accompany them.

(2) Land use plans

- ① Land use zoning, urban functions to be introduced
 - * List figures related to land usage (areas, constituent ratios, etc.), figures related to buildings (plot areas, total floor areas, numbers of stories, highest elevations, main usages) and total floor areas by usage for the entire district.
- ② Function, role and scale of “open green space”
- ③ Functions and facilities that make the area resistant to various disasters
- ④ Considerations to the environment
- ⑤ Traffic network and traffic flow plan

(3) Creation of landscapes and urban spaces taking advantage of “open green space”

- ① Concept in creating landscapes and urban spaces taking advantage of “open green space”
- ② Concept in creating a landscape and a space incorporating the north-south and east-west axes and the traffic plaza
 - * As for the north-south and east-west axes and the traffic plaza, see paragraph 3 titled “Basic concept of urban infrastructure development” of Section 2.

II . Matters concerning realizability

(4) Area management and operation

- ① Concepts for regimes and methods of area management and operations and operation
 - * Submit proposals referring to paragraph 2, (10) titled “National Strategic Special Zone Project Proposal” in Section 2.
- ② Effective use of “open green space”
- ③ Creation of regimes and organizations for an urban area resistant to disasters

(5) Matters concerning feasibility of project

① Plans for balance of payments and the thinking behind plans

* Regarding the utilization ratios and numbers of visitors by usage that are prerequisites for revenues, include cases and achievements that serve as examples, if any.

② Grounds for the content and volume of urban functioning to be introduced

③ Division of roles in the creation and management/operation of “open green space”

④ Project schedule and its concept

* Include a schedule of events from the transfer of land to the completion of the project.

III. Other matters (out of consideration for screening)

(6) Relaxation of regulations necessary for the realization of projects

If regulations must be relaxed for project realization, describe in detail.

(7) Comments concerning Second-Round Invitation

If participants have any comments concerning the second-round invitation, describe them in detail.

7 Requirements for participation eligibility

(1) Basic requirements

① An entity that can comply with this Guideline and various laws and regulations

② An entity that is capable of proposing a project that can be implemented and is willing to participate in the second-round invitation.

(2) Composition of applicant

An applicant shall be a corporate person or a group comprised of multiple corporate persons.

(3) When proposals are to be made as a group

① Decide on the representative corporation, and clarify the division of roles among the representative and other member corporations in formulating proposals.

② The representative corporation or member corporations cannot be a member of a different participating group or a sole applicant.

③ Change in the composition of a group may not be approved until the “Dialog” is completed. If any change in the constitution of a group is to be made between the completion of the “Dialog” and the second-round invitation, hold a discussion with the Prefecture and City as soon as possible.

(4) Applicant’s eligibility requirements for participation

An applicant shall be an entity or representative entity of a group that meet the following participation eligibility requirements.

[Requirement] An entity that has achieved satisfactory results in domestic or overseas projects completed during the past decade (on or after January 1, 2004)—such as large-scale urban development projects—as a business operator, designer or consultant

* The term “large-scale” refers to projects targeting an area of more than approximately 1 ha. However, entities certified to undertake private sector-led urban renaissance

projects under the Act on Special Measures concerning Urban Regeneration are eligible for participation even if the projects they undertook in the past covered less than 1 ha.

* If an applicant does not know whether or not its projects were large-scale urban development projects, it should ask us about this at our first acceptance of questions, in paragraph 5 of Section 3.

(5) Restrictions on applicants

If any of the following is applicable, an entity is disqualified from being an applicant or a member corporation of a group formed to be an applicant.

- ① An entity to which the provisions of the Corporate Reorganization Law (Law No. 154 of 2002), the Civil Rehabilitation Law (Law No. 225 of 1999) or the Bankruptcy Law (Law No. 75 of 2004) are applied, or an entity in the midst of special liquidation proceeding or corporate arrangement as stipulated in the Commercial Law (Law No. 48 of 1899) (the foregoing notwithstanding, an entity whose reorganization plan stipulated in the Corporate Reorganization Law or in the Civil Rehabilitation Law is approved may be permitted to participate in the invitation. In this case, please contact the person in charge beforehand for consultation).
- ② A person who is confirmed to be a member of an organized crime syndicate stipulated in Article 2, Paragraph 1 of the Osaka City Ordinance for Eliminating Organized Groups (Osaka City Ordinance No. 10 of 2011), or a member of or closely associated with the same stipulated in Article 2, Paragraphs 2 & 3 of the same ordinance.
- ③ A corporate person which engages in wrongdoing or is considered to be prone to such an act, or a member of a corporate person comprised of persons of such character.

(6) Reference date for confirming the participation eligibility

- ① The reference date for confirming the participation eligibility shall be the last date of the period of accepting applications for confirming the participation eligibility.
- ② If an applicant's participation eligibility is nullified during the period from the reference date for confirming the participation eligibility to the decision date for superior proposers, the applicant shall be disqualified from the invitation of first-round proposals.

8 Handling of proposals

(1) Copyright and the like

- ① The copyright and intellectual property right to the proposals shall belong to the proposer.
- ② Sections of or all of the copyrights and any other intellectual property rights of the proposals submitted by the proposer will be used by the Prefecture, City and the Panel for the planning of urban development policies and related matters without compensation. (Furthermore, the contents of the proposal may be changed by the Prefecture, City and the Panel.)

(2) Screening and selection

After proposals are screened based on Section 4, "Matters related to the Screening and Selection of Proposals," excellent proposals shall be selected.

(3) Excellent proposals

The content of an excellent proposal may be made public at the Osaka Station Surrounding Area Subcommittee or the like while urban development policies are being formulated.

(4) Official announcement of screening result, etc.

The status of applications filed, the result of screening, etc., will be announced on the Prefecture/City website as appropriate. In light of the intellectual property right to ideas and know-how in applicants' proposals, however, overviews of proposals and judges' comments on them will be made public. The foregoing notwithstanding, the names of corporate persons which are superior proposers will be made public.