

REQUEST FOR CONCEPT

the Project for Establishment and Operation of Specified Complex Tourist Facilities in Yumeshima, Osaka (provisional project name)

GUIDANCE

The original copy of this guidance was prepared in Japanese language, and this English version was prepared for reference purpose only.

In the event of any inconsistency, the Japanese version should prevail.

The above-mentioned name of the project is provisional, subject to change.

April 2019
Osaka Prefecture and Osaka City

Contents

- 1. Introduction** 1
- 2. Purpose of the RFC** 2
- 3. Summary of the Project** 2
 - 1. Name of the Project..... 2
 - 2. Responsible bureau 2
 - 3. Responsible contact office..... 2
 - 4. About the engagement of advisors for Osaka Pref./City 3
 - 5. Upper-level plans, etc. for Osaka Pref./City..... 3
 - 6. Basic framework of the Project 3
 - 7. Views on the term of the Project 4
 - 8. Matters related to the location and size, etc. of the Prospective IR Area 5
 - 9. Matters related to the establishment and operation of IR Facilities 7
 - 10. Matters related to Measures against Concerns 12
 - 11. Matters related to the utilization of profits from a casino 13
 - 12. Matters related to ensuring the smooth and reliable implementation of the Project 13
 - 13. Matters related to the land contract for the Prospective IR Area..... 14
 - 14. Cost to be borne for the Project..... 15
 - 15. Project schedule..... 15
 - 16. Compliance with laws and regulations, etc. 15
- 4. Items requested in the RFC Proposal Documents** 16
- 5. RFC Schedule** 16
- 6. Applicants’ participation qualification requirements** 17
 - 1. Composition of Applicants..... 17
 - 2. Participation qualification requirements to be satisfied by both of the Applicant Company and Applicant Group Members..... 17
 - 3. Requirements to be satisfied by the Applicant Company or the Applicant Group 19
 - 4. Restrictions on relationship with Osaka Pref./City and Osaka Pref./City Advisors 19
 - 5. Prohibition of multiple applications 20
 - 6. Change of applicants 20
- 7. Registration for participation**..... 21
 - 1. Registration for participation..... 21
 - 2. Acceptance and answers to questions on the registration for participation..... 21
 - 3. Procedures for the registration for participation..... 21
 - 4. Procedure to change the Participation Registrants 22
 - 5. Lending of Confidential Documents 23
 - 6. Implementation of dialogues with Participation Registrants..... 24
- 8. Application for RFC** 25
 - 1. Application for RFC..... 25
 - 2. Acceptance of and answers to questions on the RFC Application Guidance, etc. 25
 - 3. Procedures for the application..... 26
 - 4. Implementation of a dialogue with RFC Proposers 26
- 9. Matters to be noted in applying for the RFC proposal** 27
 - 1. The positioning of the RFC with respect to the RFP..... 27
 - 2. Cost allocation..... 27
 - 3. Intellectual property 27
 - 4. Provision, etc. of the contents of the RFC Proposal..... 27

5. Announcement of RFC results	28
6. Language used.....	28
7. Currency and units	29
8. Submission of documents in case of withdrawing from participation	29
9. Confidentiality.....	29
10. Other matters to be noted	29
10. List of Exhibits.....	30
11. Documents distributed to the Participation Registrants.....	30
12. Documents distributed to RFC Proposers.....	30

1. Introduction

Amid concerns over the decline in demand and workforce due to the falling and rapid aging of the population we need to focus on a prospective growth industry likely to expand its market in future to drive the further growth of Osaka.

In this context, the Japanese government declares the target number of foreign travelers to Japan to 40 million by 2020 and 60 million by 2030, recognizing the tourism industry as a pillar of the national growth strategy. In Osaka, there is tremendous needs and potential for the tourism industry as indicated by the fact that the growth rate of travelers to Osaka exceeds the growth rate of that for the entire country and travel consumption has increased significantly.

Osaka and the Kansai regions are blessed with a large population and economy as well as with the accumulation of a lot of tourism resources, such as national treasures and important cultural properties. Yumeshima, Osaka, which is located in the center of Osaka/the Kansai region, is close to Osaka International Airport, Kobe Airport, and Kansai International Airport that have a network with the airports of Asian countries and other geographical regions, and is connected with other regions of Japan through railroad & highway networks. In addition to these advantages, Yumeshima can secure extensive land and provide an opportunity to create an out-of-the-ordinary space by taking advantage of the ocean front location and view, demonstrating its high potential.

Under such circumstance, in July 2018, the Act on Development of Specified Complex Tourist Facility Areas (Act No.80 of 2018 hereinafter referred to as the “IR Development Act”) was enacted and promulgated in Japan for the purpose of promoting the tourism industry and local economies and thereby serve to improve public finances by realizing attractive and internationally competitive stay-type tourism.

The “Japanese-style IR” stipulated under the IR Development Act is an integrated resort of an unseen scale and quality realized through the integrated development of MICE facilities and other various types of facilities for attracting tourists from around the world (hereinafter referred to as “IR”). IR is intended to become the hub for interaction between the world and the regions of Japan by acting as a trigger for the development of unprecedented international MICE businesses and other new businesses, and disseminating charms unique to Japan to direct travelers visiting the IR area to other regions in the country. It is also assumed that the Japanese-style IR will attract tourists from around the world with its uniqueness and international competitiveness, and revitalize the local areas of Japan and stimulate economic growth nationwide.

Osaka Prefecture and Osaka City (hereinafter referred to as “Osaka Pref./City”) seek to develop the growing tourism industry into their key industry to realize further growth of the economy of Osaka and, ultimately, to stimulate tourism and economy of the entire country, by constructing the world’s top level growth-oriented IR under the IR Development Act in Yumeshima, Osaka, as an engine for sustainable economic growth of Osaka/Kansai region by making maximum use of the potential of Osaka/Kansai region and the private sector’s imagination and ingenuity.

2. Purpose of the RFC

Aiming to realize the development of a Specified Complex Tourist Facilities Area in Yumeshima (hereinafter referred to as the “IR Area”) at an early stage, Osaka Pref./City are proceeding with the preparation of various aspects so as to be able to begin the formulation of the Implementation Policies and implementation of the public bidding/selection (Request for Proposal; hereinafter referred to as the “RFP”) of private business operators who will undertake the “Project for the Establishment and Operation of Specified Complex Tourist Facilities in Yumeshima, Osaka”(provisional project name, hereinafter referred to as the “Project”), which is the project for establishing and operating the Specified Complex Tourist Facilities (hereinafter referred to as “IR Facilities”) as soon as possible once the national government has determined its Basic Policies under the IR Development Act.

This request for concept proposals is to invite private business operators who intend to implement the Project to submit concrete project concept proposals based on the “Osaka IR Fundamentals Plan (Draft)” released by Osaka Pref./City in February 2019 (Request for Concept; hereinafter referred to as the “RFC”) and other applicable plans, with the aim of ensuring the successful implementation of the Project by facilitating the mutual understanding between Osaka Pref./City and business operators at an early stage on how the IR Area should be developed or the issues of and needs for the Project, and ensuring that the RFP will take place promptly after the national government determines its Basic Policies by accelerating the preparation and study for the Project.

3. Summary of the Project

The following is the summary of the Project envisaged at the present stage.

Additional information, such as detailed conditions for the Project and related drawings, will be separately provided to registrants who have been confirmed to be eligible for participation as described in 7. (hereinafter referred to as “Participation Registrants”).

The following is subject to changes in accordance with relevant Cabinet Order, the Basic Policies, and guidelines provided by the national government and the regulations of the Casino Administration Committee provided by the Casino Administration Committee, and other related laws and regulations including the IR Development Act (hereinafter referred to as “IR Related Laws and Regulations etc.”) or based on the review of the Project by Osaka Pref./City and the results of implementation of the RFC.

1. Name of the Project

Project for the Establishment and Operation of Specified Complex Tourist Facilities in Yumeshima, Osaka (Provisional Name)

2. Responsible bureau

The Integrated Resort Promotion Bureau, Osaka Prefecture and Osaka City

3. Responsible contact office

Promotion Section, The Integrated Resort Promotion Bureau, Osaka Prefecture and Osaka City

Contact persons: Fukunaga, Maeda

Address: Sakishima Cosmo Tower 31F, 1-14-16 Nankokita, Suminoe-ku, Osaka city, Osaka Prefecture

Phone : 06-6210-9235

E-mail: OSAKAIR-RFC@gbox.pref.osaka.lg.jp

4. About the engagement of advisors for Osaka Pref./City

(1) Engagement of advisors to Osaka Pref./City

Osaka Pref./City has engaged the following advisors (hereinafter referred to as “Osaka Pref./City Advisors”) for the affairs to be processed by responsible bureaus in promoting the development of the IR Area in Yumeshima, Osaka:

- a. PwC Consulting LLC. (Chiyoda-ku, Tokyo)
- b. PwC Advisory LLC. (Chiyoda-ku, Tokyo)
- c. IWATA GODO (Chiyoda-ku, Tokyo)
- d. Kowa Legal Professional Corporation (Chuo-ku, Osaka City, Osaka)
- e. Sano Law Offices (Chuo-ku, Osaka City, Osaka)
- f. Daichi Law Offices (Chiyoda-ku, Tokyo)
- g. Asai Ken Architectural Research Inc. (Minato-ku, Tokyo)
- h. Espacio Consultant Corp. (Chuo-ku, Tokyo)
- i. Kinki Nihon Consultant Co., Ltd. (Kita-ku, Osaka City, Osaka)

(2) Provision of information to Osaka Pref./City Advisors

We plan to provide Osaka Pref./City Advisors with information obtained during the process of the RFC and other necessary information as needed. Osaka Pref./City Advisors may participate in dialogues with applicants as needed.

5. Upper-level plans, etc. for Osaka Pref./City

(1) Plans related to Yumeshima and IR

- a. Osaka IR Fundamentals Plan (Draft) (Osaka Pref./City, February 2019)
<http://www.pref.osaka.lg.jp/irs-kikaku/kousou/index.html>
- b. Yumeshima Development Concept (Committee for Yumeshima Development Concept, August 2017)
<http://www.city.osaka.lg.jp/keizaisenryaku/page/0000409034.html>

(2) Others

- a. Grand Design Osaka (Osaka Pref./City, June 2012)
<http://www.pref.osaka.lg.jp/daitoshimachi/granddesign/>
- b. Osaka Growth Strategy (Osaka Pref./City, revised version of March 2018)
<http://www.pref.osaka.lg.jp/kikaku/seichosenryaku/>
- c. Osaka Urban Attractiveness Strategy 2020 (Osaka Pref./City, November 2016)
<http://www.pref.osaka.lg.jp/toshimiryoku/toshimiryokusen/index.html>
- d. Policy for the promotion of MICE in Osaka (Preparatory group for Osaka MICE Promotion Committee, March 2017)
<http://www.pref.osaka.lg.jp/kanko/cb/index.html>

6. Basic framework of the Project

The Basic framework of the Project is as follows.

The “Basic Agreement on Development of the IR Area” (Exhibit 3) was executed between Osaka Prefecture and Osaka City as of February 28, 2019, stipulating that Osaka Prefecture and Osaka City shall collaborate in developing the IR Area based on mutual cooperation and that filing an application for certification of IR Area Development Plan shall be implemented by Osaka Prefecture.

- (1) The Project is to be implemented as an IR Business defined in Article 2, Paragraph 3 of the IR Development Act, and therefore, include cooperation for measures that may be implemented by the national government and a Certified Prefecture, etc., to appropriately eliminate the harmful effects resulting from the establishment and operation of casino facilities (Article 15, Paragraph 2 of the IR Development Act) and cooperation for development of IR Facilities, improvement of other IR businesses, etc., and measures related to a certified Area Development Plan that may be implemented by a Certified Prefecture, etc. by using profits from casinos (Article 15, Paragraph 3 of the IR Development Act). (Osaka Pref./City do not assume being engaging in the Facility Service Providing Business in Article 2, Paragraph 5 of the IR Development Act)
- (2) After determining the Implementation Policies in line with the national government’s Basic policies, Osaka Pref./City will select by the method of public bidding a private business operator who will jointly prepare a plan for the development of the Specified Complex Tourist Facilities Area (hereinafter referred to as “IR Area Development Plan”) and file an application for certification from the national government.
- (3) Osaka Pref./City will, jointly with a private business operator that is selected by the public bidding process as a business operator who is expected to carry out the Project (hereinafter referred to as the “Prospective IR Operator”), prepare an IR Area Development Plan and file with the national government an application for certification. Such Prospective IR Operator shall establish a company as defined in the Companies Act (Act No.86 of 2005), which will exclusively be engaged in the Project.
- (4) After an IR Area Development Plan is certified by the national government, an IR Operator shall enter into an implementation agreement with Osaka Pref./City (hereinafter referred to as the “Implementation Agreement”) and a contract on the use of a city-owned land with Osaka city.
- (5) An IR Operator shall obtain necessary approvals and licenses at its own responsibility and expense, and implement the Project according to the certified IR Area Development Plan and the Implementation Agreement, etc.

7. Views on the term of the Project

- (1) The term of the Project will be [35 years] from the date of certification provided in Article 9, Paragraph 11 of the IR Development Act (hereinafter referred as the “Project Term”). In the event an extension is requested by the IR Operator at the time of expiration of the initial Project Term, the Project Term may be extended with the consent of the Osaka Pref./City.
- (2) The Project Term shall be specified in the “Implementation Agreement” to be executed between Osaka Pref./City and the IR Operator.

- (3) The details of the views on the Project Term, and other related matters will be presented in the Implementation Policies in the course of and the RFP by taking account of the Basic Policies established by the national government. In the dialogue meeting to be held for persons who will participate in the RFC and propose project concepts (hereinafter referred to as “RFC Proposer”), other conditions envisaged by Osaka Pref./City at that point will be presented.

8. Matters related to the location and size, etc. of the Prospective IR Area

(1) The location, size and other information on the Prospective IR Area

The Charts 1, 2 and 3 show the location, size and description of the area planned to be developed as the IR Area (hereinafter referred to as the “Prospective IR Area”), which is a group of land consisting of Site A and Site B.

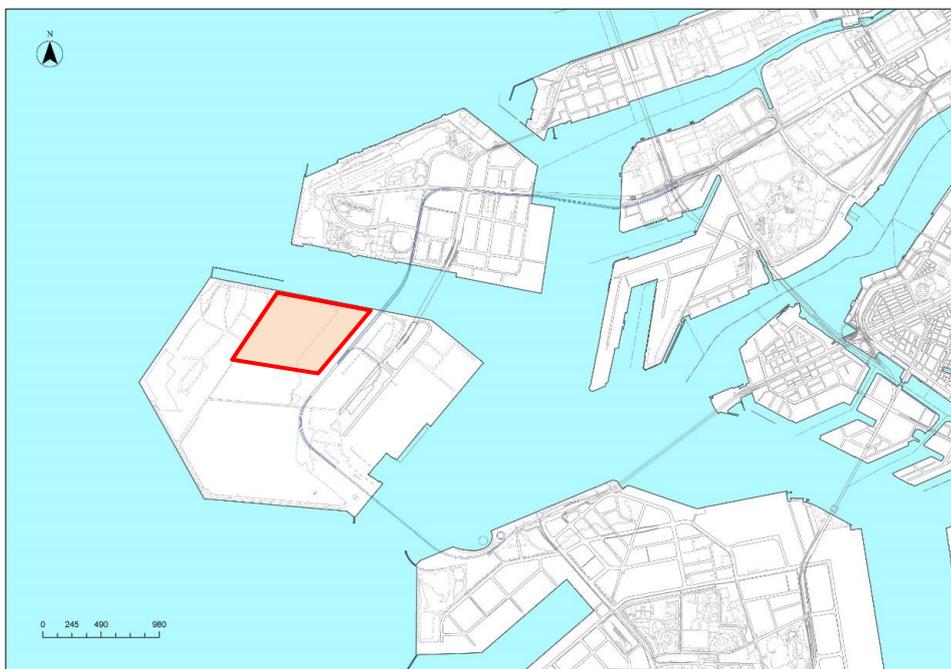
It is required for the IR Operator to secure integrity and continuity between Site A and Site B in using these sites by building grade-separation crossing facilities, etc.

We are collecting public comments (from April 1, 2019 to May 8, 2019) regarding the Prospective IR Area and its vicinity to prepare proposed changes to the city plan, and Charts 2, 3 and 4 include what is described in the draft city plan. It shall be noted that details of the current city plan will be applied until this is duly modified.

* Public comments regarding the “Changes to the city plan for Yumeshima (draft)”

https://www.city.osaka.lg.jp/templates/jorei_boshu/toshikeikaku/0000463370.html

[Chart 1 Location of the Prospective IR Area (wide-scale map)]



[Chart 2 Location of the Prospective IR Area (map of the surrounding area)]



[Chart 3 Description of the land for the Prospective IR Area]

Item		Description
Description of land	Location	The site is partially located in 1 Chome, Yumeshima-naka, Konohana-ku, Osaka city, Osaka prefecture.
	Owner	Holder of right to landfill: Osaka City Owner after land fill is completed: Osaka City
	Site area	Total area: ca. 490 thousand m ² (Site A: ca. 390 thousand m ² , Site B: ca.100 thousand m ²)
	Shape	As shown in Exhibit 2
Restrictions under laws and regulations (City plan, etc.)	City planning area	Urbanization promotion area (publicly owned bodies of water are categorized under urbanization control area)
	Land use zones	Commercial district
	Building coverage ratio	80%
	Floor-area ratio	400%
	Designated building height limitation	N/A
	Fireproof district	Quasi-fireproof district
	Special use district	International tourism district
	Sewerage	Drainage district

(2) About maintenance and management of portside greenzone by the IR Operator

The IR Operator may submit a proposal to maintain and manage the portside greenzone (Site C: ca. 26 thousands m²) located at the Northern side of the Prospective IR Area, as shown in Charts 2 and 4, in an integrated manner with the Prospective IR Area.

The conditions for the IR Operator’s proposal to maintain and manage the portside greenzone (Site C) shall be separately presented to the Participation Registrants.

[Chart 4 Description of the land for the portside greenzone]

Item		Description
Land	Location	The site is partially located in 1 Chome, Yumeshima-naka, Konohana-ku, Osaka city, Osaka prefecture.
	Owner	Holder of right to landfill: Osaka city Owner after land fill is completed: Osaka city
	Site area	Site C : ca. 26 thousand m ²
	Shape	As shown in Exhibit 2
(City plan, etc.) Restrictions under laws and regulations	City planning area	Urbanization promotion area (publicly owned bodies of water constitutes urbanization control area)
	Use district	Commercial district
	Building coverage ratio	80%
	Floor-area ratio	400%
	Designated building height limitation	N/A
	Fireproof district	Quasi-fireproof district
	Special use district	International tourism district
	Sewerage	Drainage district

(3) About the IR Area’s Prospective Expansion Area

Although site D (ca. 90 thousand m²) shall be excluded from the scope of development under the first IR Area Development Plan, it shall be considered as a prospective area for the expansion of the IR Area in the future (hereinafter referred as the “IR Area’s Prospective Expansion Area”).

The location for the IR Area’s Prospective Expansion Area (Site D) is assumed as per shown in Chart 2, and details such as the scope shall be considered and determined later.

9. Matters related to the establishment and operation of IR Facilities

The IR Operator shall meet the following standards and requirements in addition to ensuring compliance with IR Related Laws and Regulations etc. and carry out the Project by making maximum use of its own imagination, ingenuity and knowhow.

The IR Operator must submit a proposal in accordance with upper-level plans, etc., particularly “Osaka IR Fundamentals Plan (Draft)”, with a view to embodying the plans.

The details of the following standards and requirements will be separately provided to Participation Registrants.

(1) IR Facilities under the IR Development Act

In Article 2, Paragraph 1 of the IR Development Act, IR Facilities are defined as a group of facilities comprised of casino facilities, international convention and conference facilities, facilities for exhibitions and fairs, attractions enhancement facilities, customer transfer facilities, and

accommodation facilities (hereinafter referred to as “Core Facilities”), including “Visitor Entertainment Facilities” established and operated in an integrated manner with the Core Facilities, all of which are established and operated by the private business operator in an integrated manner.

Chart 5 shows the terms used in this Guidance regarding IR Facilities and the provisions of the IR Development Act in which such terms are defined.

[Chart 5 Specified Complex Tourist Facilities (IR Facilities)]

Terms used in this Guidance		Provision of the IR Development Act in which the term is defined
MICE Facilities	International convention and conference facilities	Article 2, Paragraph 1, Item 1
	Facilities for exhibitions and fairs	Article 2, Paragraph 1, Item 2
Attractions enhancement facilities		Article 2, Paragraph 1, Item 3
Customer transfer facilities		Article 2, Paragraph 1, Item 4
Accommodation facilities		Article 2, Paragraph 1, Item 5
Visitor entertainment facilities		Article 2, Paragraph 1, Item 6
Casino facilities		Article 2, Paragraph 10

* The term “MICE Facilities” is used in collectively referring to “International convention and conference facilities” which defined in Article2, Paragraph 2, Items 1 and “Facilities for exhibitions and fairs” which are defined in Article2, Paragraph 2, Item 2 of the IR Development Act, respectively.

(2) Establishment and Operation of Core Facilities

The IR Operator shall meet the following standards and requirements as well as requirements stipulated in IR Related Laws and Regulations etc. to establish and operate Core Facilities.

a. MICE Facilities (International convention and conference facilities and Facilities for exhibition and fairs)

(a) Construct all-in-one MICE hub with world-level competitiveness to attract international convention/exhibition businesses and promote visits by business people from across the world, which should lead to the revitalization of the economy and urban attractiveness of the entire Osaka and the Kansai region.

(b) International convention and conference facilities
The IR Operator must construct the largest international convention hall with the capacity of [6,000] people or more and a group of small-medium sized conference rooms that can hold more than [6,000] people.

(c) Facilities for exhibition and fairs
The IR Operator must secure a total area of [100,000] m² or more for the exhibition area.

(d) In international convention and conference facilities and facilities for exhibitions and fairs, the IR Operator shall make ingenious attempts, such as facility design enabling flexible layout, appropriate traffic flows for users and loading/unloading, introduction of convenient ancillary equipment and functions, and the provision of high value-added services by taking advantage of the location of Yumeshima and features of an all-in-one

MICE hub (banquet, unique venues, incentive tours, etc.) in order to ensure IR Facilities' international competitiveness and enable users to host a wide range of events.

- (e) The IR Operator shall proactively invite and hold international conferences, exhibitions, and events which would be of a large scale or would lead to visits by foreign people on business trips and are likely to generate large effects in promoting industries, creating businesses, and producing economic ripple effect.
 - (f) The IR Operator shall work actively to invite international conferences, large exhibitions, and other events that focus on industries and studies in which Osaka and the Kansai region have an advantage.
 - (g) The IR Operator shall establish the operation policy based on the "Policy for Promotion of MICE in Osaka" prepared by the preparatory meeting of the Osaka MICE Promotion Committee. The IR Operator shall cooperate and work together with the All-Osaka structure for inviting MICE which works through the concerted efforts of Osaka Pref./City, the business community, and the Osaka Convention and Tourism Bureau.
- b. Attractions enhancement facilities
- (a) The IR Operator shall develop facilities disseminating to the world Japan's tourism attractions, such as Japanese tradition, culture, and art, in an effective manner. The IR Operator shall make ingenious attempts for attracting visitors constantly, for example, by enhancing the entertainment factor of the facilities and employing a cutting-edge technology, etc.
 - (b) The IR Operator shall engage in the development of existing contents, and create new contents, by refining such existing contents, and improving the method of dissemination.
- c. Customer transfer facilities
- (a) The IR Operator shall develop facilities disseminating tourism information on the rich natural environment, local history, and attractive spots, etc. for the various places in Japan in a way that can give a vivid image through the use of cutting-edge technology, etc. The IR Operator shall seek the formation of a gateway for Japan's tourism that serves to send tourists to Osaka, the Kansai region, and western Japan and other regions of Japan by designing and proposing tours to various places across Japan and by providing Facilities with a function of one stop service intended to arrange the services necessary for tours, such as reservation and settlement of payments.
 - (b) The IR Operator shall make ingenious attempts for creating new tourism that takes advantage of Osaka and the Kansai region's strengths, such as wellness, food, and sports.
 - (c) The IR Operator shall collaborate with the Osaka Convention and Tourism Bureau, regional municipalities, DMOs, and other relevant organizations when disseminating tourism information and designing tours to each region of Japan.
- d. Accommodation facilities
- (a) The IR Operator shall develop accommodation facilities that have different types of [3,000] or more guest rooms and meet the different needs of a broad range of visitors from home and abroad, such as business people, families, the wealthy, long-stay travelers.

- (b) The IR Operator shall create a unique accommodation environment with high brand value by devising an environment that allows visitors to feel the out-of-ordinary through the ocean front location and view, Japan’s seasons and atmosphere, or other distinctive features of Japan in addition to the high-quality service, and further promote enhancing the attractiveness of the IR as a whole and efforts in attracting visitors and extending the length of their stay.
- e. Casino facilities
 - (a) The IR Operator shall appropriately establish and operate casino facilities in accordance with IR Related Laws and Regulations etc.
 - (b) The IR Operator shall appropriately implement such measures as may be necessary to eliminate harmful effects resulting from the establishment and operation of casino facilities (hereinafter referred to as “Measures against Concerns”) according to “10. Matters related to Measures against Concerns.”

(3) Establishment and Operation of facilities other than Core Facilities

The IR Operator shall establish and operate in an integrated way the facilities listed below and other facilities that the operator believes necessary that would contribute to the promotion of tourists’ visits and stays (hereinafter referred to as “Visitor Entertainment Facilities”), together with the Core Facilities.

- a. Formation of an internationally competitive resort
 - (a) The IR Operator shall form an urban space/landscape that would bring out-of-the-ordinary feeling to tourists and entice people around the world to visit Yumeshima with its ocean front location and view, amenity open space with well-allocated lush greenery and water scenery, optimal arrangement of facilities on extensive land, building of iconic design, etc. in order to make this Osaka’s new landmark.
 - (b) The IR Operator shall create a station plaza or entrance square suitable for the gateway of Yumeshima in front of the newly constructed railroad station.
 - (c) The IR Operator shall create “Nigiwai” appropriate for an international tourism hub by setting up a “Nigiwai Space, open space” of a certain size where tourists can casually enjoy entertainment outside the facilities as well.
- b. Formation of an entertainment hub

The IR Operator shall seek the formation of an international entertainment hub boosting nighttime economy by introducing a wide variety of entertainment facilities and functions that can be enjoyed by all people, ranging from business people to families, and become the symbol of the Osaka IR.
- c. Formation of a traffic hub for access to Yumeshima
 - (a) With regard to the use of the North part of the IR Area, the IR Operator shall work to form a marine traffic network by utilizing the marine access hub (mooring facilities, etc.) to be developed by Osaka City, etc. The IR Operator is also able to maintain and

manage the marine access hub (mooring facilities etc.) through the submission of a proposal.

- (b) The IR Operator shall work to form a bus traffic network by developing a bus traffic hub within the IR Area with the objective of reinforcing access to Yumeshima and the IR Facilities and expanding the function of Customer Transfer Facilities.
- d. Provision of high-quality foods and beverages, shops, services etc.
 - (a) The IR Operator shall install facilities, such as restaurants, a shopping mall, and guest service facilities, which shall encourage tourists to visit and stay.
 - (b) The IR Operator shall make efforts to promote longer stays and increase the level of comfort and satisfaction of tourists for the entire IR by providing high-quality facilities and services and by ensuring to enhance the Core facilities' functions and serving to fill the space/time gap during tourists' stay.

(4) Efforts for enhancing the attractions and sustainability of IR

The IR Operator shall work to further enhance the attractions of the Project and maximize its effects to realize the stable and sustainable operation of the Project by making the following efforts and other efforts that the operator believes necessary in a way harmonized with the establishment and operation of IR Facilities.

- a. Efforts on the construction of a smart city through the utilization of cutting-edge technology
The IR Operator shall endeavor to realize a sustainable smart city by making various efforts, such as effective energy management through the building of a safe and secure energy system utilizing renewable energy, effective use of data through ICT technology, etc. to improve the convenience for visitors and to promote tourism, activities to improve city's attractions and power, and area management that is conducive to the creation of Nigiwai.
- b. Efforts on traffic measures
The IR Operator shall seek to realize smooth and safe traffic in Yumeshima and its surrounding area by conducting appropriately the separation of traffic flows of passengers and automobiles, adequate plan for parking lots, measures to mitigate traffic congestion in roads surrounding the IR Facilities, and traffic management.
- c. Efforts on crisis management/disaster prevention measures
The IR Operator shall prepare a business continuity plan (BCP) taking into consideration the location characteristics of Yumeshima and take appropriate measures for crisis management and disaster prevention, including the formation and operation of a crisis management system, measures to be taken in case of disaster evacuation, ensuring security, support for people who are stranded and unable to return home.
- d. Efforts on the provision of high-quality jobs and on securing and fostering of human resources
 - (a) The IR Operator shall endeavor to generate high-quality jobs and ensure comfortable work environment so that diverse human resources, including women and elderly people can expand their job opportunity.

- (b) The IR Operator shall be engaged in providing high-quality service that satisfies tourists from home and abroad and fostering and generating global-minded sophisticated human resources for tourism through collaboration with educational institutions, employee training, or other efforts.
- (c) When employing a large volume of staff in preparation for the inauguration of IR Facilities, the IR Operator shall promote well-planned employment measures.
- e. Efforts on the promotion of local economies and contribution to local societies
 - (a) The IR Operator shall actively proceed with efforts for developing local economies and societies in order to contribute to the sustainable growth of Osaka and the Kansai region. The IR Operator shall work on these efforts in collaboration with Osaka Pref./City and the business community and, if a consultation body is set up for collaboration, must participate in such body and play an active role.
 - (b) The IR Operator shall actively contribute to the community in various ways and provide support and cooperate for the resolution of social issues.
- f. Efforts on the improvement of environment of accepting foreign travelers to Japan
The IR Operator shall create an environment where foreign travelers to Japan can fully enjoy sightseeing and staying without any stress by introducing multilingual signs and services (including the deployment of interpreters and response taken in the event of a disaster); unified pictograms, and free Wi-Fi environment, and providing service taking into account diverse religious/cultural background of the travelers.

(5) Other matters for attention

The IR Operator shall pay attention to the following matters in carrying out the Project.

The detailed items on what the IR Operator needs to implement and conditions for project implementation will be presented in the RFP.

- a. When any construction work (railroads, public roads, traffic squares, supply infrastructure systems, and the like) is scheduled around the IR Facilities, the IR Operator shall closely collaborate and consult with relevant contractors regarding the construction process and method so that safe and efficient construction work can be performed.
- b. With regard to 2025 World Expo that will be held in Osaka from May to November 2025 (hereinafter referred to as “Osaka, Kansai Expo”), the IR Operator shall closely collaborate and consult with the parties concerned regarding construction works, traffic measures, and the operation of facilities, etc.

10. Matters related to Measures against Concerns

The IR Operator shall meet the following standards and requirements in addition to complying with IR Related Laws and Regulations etc. and carry out the Project by making maximum use of its own imagination and ingenuity and knowhow.

The IR Operator also must make a proposal in accordance with upper-level plans, etc., particularly the “Osaka IR Fundamentals Plan (Draft)”, with a view to embodying these plans.

The details of the following standards and requirements will be separately provided to the Participation Registrants.

(1) Countermeasures against gambling addiction

The IR Operator shall implement the following as necessary action to eliminate appropriately harmful effects resulting from establishment and operation of casino facilities.

- a. Comply with relevant laws and regulations, such as the IR Development Act and the Basic Act on Countermeasures against Gambling Addiction;
- b. Take a proactive approach for responsible gaming as a casino business operator;
- c. Closely collaborate with the national government and Osaka Pref./City and support measures taken by the national government and Osaka Pref./City; and
- d. Carry out measures for prevention of gambling addiction including implementation of preventive enlightenment in the IR Area, performance of strict entrance management for the casino facilities, setting the upper limit of the amount of stakes, etc. based on self-declaration, introduction of a counseling system available for 24 hours a day and 365 days a year, and coordination and cooperation with relevant organs, and cooperation for the fostering of professional human resources and promotion of study and research.

(2) Measures for security and local public morals and environment

The IR Operator shall implement the following items to secure good public safety and maintain good local public morals and environment:

- a. Comply with the IR Development Act and other relevant laws and regulations;
- b. Take independent measures for crime prevention and voluntary security and build a system for crime prevention and security;
- c. Share information with the police and Osaka Pref./City;
- d. Provide assistance to measures conducted by the police and Osaka Pref./City; and
- e. Take all possible measures, which including measures to against organized crime, organized crime groups and other antisocial forces, and terrorism, measures for crime prevention, measures for local public morals and environment, and juvenile protection measures.

11. Matters related to the utilization of profits from a casino

The IR Operator shall endeavor to use profits from the casino business to improve IR Facilities and other aspects of the Project and to cooperate measures taken by Osaka Pref./City regarding certified the IR Area Development Plan, based on the results of the assessment specified in Article 37, Paragraph 1 of the IR Development Act.

Our specific view on this matter will be presented in our Implementation Policies and RFP by taking account of the Basic Policies established by the national government.

12. Matters related to ensuring the smooth and reliable implementation of the Project

Matters related to ensuring the smooth and reliable implementation of the Project by the IR Operator (risk allocation, monitoring, rights and obligations of the IR Operator, our views on measures to be taken when the IR Operator faces some difficulties in continuing the Project.) will be presented

in our Implementation Policies and RFP by taking account of the Basic Policies formulated by the national government.

Also, in the dialogue with the RFC Proposers, fundamental views envisaged by Osaka Pref./City at that point will be presented.

13. Matters related to the land contract for the Prospective IR Area

Osaka City shall, as described below, sell or lease the land it owns (Sites A and B shown in Charts 2 and 3) to the IR Operator to be used for the Project.

- (1) Methods and conditions for the land contract will be presented in the Implementation Policies or RFP.
- (2) Applicants can state their opinions on which option they consider as preferable, sell or lease, when submitting the RFC proposal.
- (3) The reference price of the land and key contract conditions are as shown in Chart6. The contract price of the land will not be included in the items to be proposed and evaluated under RFP..

[Chart 6 Reference price of the land and key contract conditions]

Contract method	Reference price*	Key contract conditions
Sell	120,000 yen/m ²	
Lease	435 yen/m ² per month	Contract method: Fixed term land lease right, etc. for business purposes (Article 23 of the Act on Land and Building Leases) Land lease period: ca.[35] years from the date of delivery of the land

* This is a reference price only for the RFC and therefore is subject to changes in the future as a result of an appraisal, etc.

14. Cost to be borne for the Project

(1) Cost of the Project

The IR Operator shall bear all the cost that may be necessary to implement the Project, which includes the cost of preparation for the IR Area Development Plan, cost of application for approvals and licenses, and any other cost that may be needed before the commencement of the Project.

(2) Cost of the land

The IR Operator shall pay to Osaka City the cost associated with the purchase or lease of the city-owned land that is necessary to implement the Project.

(3) Cost of improvement of infrastructure

Osaka City plans to improve infrastructure to be prepared for the increase in the number of visitors to Yumeshima, expecting that this will contribute to the realization and promotion of the development of the IR Area. The IR Operator provides [20.25] billion yen as part of the cost for improving infrastructure.

15. Project schedule

With an aim to open the IR Facilities before the Osaka, Kansai Expo 2025, and to realize a world-class IR, Osaka Pref./City request business operators for proposals that covers the opening period.

While Osaka Pref./City plans to set its Implementation Policies and proceed with the RFP promptly after the national government has determined its Basic Policies, the date of formulation of the Basic Policies and the date of accepting applications for the Area Certification by the national government have not been decided at the current inception stage of the RFC.

Thus, RFC Proposers are requested to assume and propose the time necessary for the design and construction works etc. and schedules for implementation of the Project by referring to the expected schedule shown in Chart 7.

This expected schedule is subject to changes depending on the national government's Basic Policies, Osaka Pref./City's review of the Project, and the results of the RFC.

[Chart 7 Expected schedule]

Date/Period	Item
Around August 2019	Formulation and publication of the Basic Policies (national government)
↓	Formulation of our Implementation Policies
From around Autumn 2019	Public bidding and selection of public business operators (RFP)
From around Spring 2020	Selection of the Expected IR Operator
↓	Certification of the IR Area Development Plan (national government)
Around April 2022	Delivery of the land

16. Compliance with laws and regulations, etc.

IR Operator must comply with laws and regulations, etc. necessary for the implementation of the Project as well as with IR Related Laws and Regulations etc.

4. Items requested in the RFC Proposal Documents

Proposal documents submitted by the RFC Proposers to Osaka Pref./City (hereinafter referred to as the “RFC Proposal Documents”) must include all items listed below.

The RFC Proposal Documents must be submitted in accordance with upper-level plans, etc., particularly the “Osaka IR Fundamentals Plan (Draft)”, with a view to embodying this plan.

The details of items on which we request applicants to make the RFC Proposal Documents and the format of the proposal will be separately provided to Participation Registrants. In a dialogue to be held for RFC Proposers, we may request participants to submit supplemental materials or an additional proposal.

(1) Project policy	<ul style="list-style-type: none"> • General project policy • Project implementation framework, records of operation of facilities
(2) Master plan	<ul style="list-style-type: none"> • Development concept • Land use policy • Entire layout of the buildings, plan of traffic flows • Urban landscape design
(3) Plan for facilities	<ul style="list-style-type: none"> • Concept of each facility • Size and function of each facility
(4) Operation plan	<ul style="list-style-type: none"> • Operation policy for each facility • Marketing strategy
(5) Efforts for enhancing the attractions and sustainability of the IR	<ul style="list-style-type: none"> • Policy regarding the efforts on building a smart city • Policy regarding the efforts on traffic measures • Policy regarding the efforts on crisis management/disaster prevention measures • Policy regarding the efforts on promoting local economies and contributing to local communities
(6) Measures against Concerns	<ul style="list-style-type: none"> • Policy regarding the initiatives on countermeasures against gambling addiction • Policy regarding the efforts on taking measures for security and local public morals and environment
(7) Project schedule	<ul style="list-style-type: none"> • Overall process, schedule up to the opening, etc.
(8) Plan of the Project	<ul style="list-style-type: none"> • Investment plan, income and expenditure plan • Views on financing arrangements, etc.
(9) Effects of the Project	<ul style="list-style-type: none"> • Economic ripple effect, job creation effect, tax revenue effect, etc.
(10) Others	<ul style="list-style-type: none"> • Views on the terms and conditions of land contracts, etc.

5. RFC Schedule

Schedule for the RFC is as follows.

The period for the dialogue with RFC Proposers is, however, subject to change depending on the date of formulation of the national government’s the Basic Policies, etc.

Schedule (tentative)	Content
Wednesday, April 24, 2019	Announcement of the Guidance for RFC Proposals
Thursday, April 25 – Tuesday, May 14, 2019	Period of accepting questions on participation registration
Friday, May 17, 2019 (tentative)	Announcement of answers to questions on participation registration
Thursday April 25 – Friday, May 24, 2019	Period of accepting applications for participation registration
To Friday, May 31, 2019	Notification of the results of the application for registration
Monday, June 3 – Friday, June 28, 2019	Period of accepting questions on the Guidance for RFC Proposals, etc.
Monday, June 3 – Friday, June 28, 2019	Period for dialogues with Participation Registrants
Friday, July 12, 2019 (tentative)	Answers to questions on the Guidance for RFC Proposals, etc.
Around August 2019	Deadline for submission of the RFC Proposal Documents
Around August – October, 2019	Period for dialogues with RFC Proposers

6. Applicants' participation qualification requirements

1. Composition of Applicants

The composition of the Applicant who should be able to apply for the RFC shall be as follows:

- (1) The Applicant must be either a company who is capable to submit a proposal on all items listed in “4. Items requested in the RFC” (hereinafter referred to as the “Applicant Company”) or a group of multiple companies who are capable to submit a proposal on such items (hereinafter referred to as the “Applicant Group”).
- (2) The Applicant shall specify the name of the Applicant Company or the names of the companies composing of the Applicant Group (hereinafter referred to as the “Applicant Group Members”) and their roles in carrying out the Project.
- (3) An Applicant Group shall designate a company that represents such Applicant Group (hereinafter referred to as the “Representative Company”) among the Applicant Group Members. The Applicant Group Members shall submit a power of attorney in accordance with Exhibit 4 “Formats and Instructions on Documentation” (hereinafter referred as “Formats etc.”), and such Representative Company will conduct the application procedures.

2. Participation qualification requirements to be satisfied by both of the Applicant Company and Applicant Group Members

Each Applicant Company and Applicant Group Member must meet the participation qualification requirements listed below and, if so requested, must forthwith submit to Osaka Pref./City a document in which its/their qualification for participation is certified.

In case an Applicant Company or an Applicant Group Member is an overseas business operator, it is necessary that Osaka Pref./City can confirm that such overseas business operator meets with the qualification requirements equivalent to those listed in the following (5) and (6) b through h in light of

applicable laws and regulations.

- (1) Having the intention of carrying out the Project, capability to implement the Project appropriately in light of the personnel structure and physical and mental conditions, and adequate social credibility;
- (2) Having the financial foundation to implement the Project soundly;
- (3) Its director(s) must have adequate social credibility and ability to implement the Project appropriately in light of physical and mental conditions;
- (4) The holder of its voting rights, shares, or equity (hereinafter referred to as “Voting Rights, etc.”) that is equal to or greater than the major shareholder threshold provided for in Article 2, Paragraph 12 of the Development Act have adequate social credibility and in case such holder is corporate entity, its directors have adequate social credibility
- (5) Having not filed or having not been filed for a petition for bankruptcy proceedings (in case that bankrupt’s rights are restored under Article 255, Paragraph 1 of the Bankruptcy Act (Act No. 75, 2004), the bankrupt is deemed as not filed or not been filed for a petition for bankruptcy proceedings), civil rehabilitation proceedings, corporate reorganization proceedings, special liquidation, or any other similar legal insolvency proceedings.; and
- (6) Any of the following event is not applicable:
 - a. It is regarded that casino business license will not be granted pursuant to Article 41, Paragraph 2, Items 1-5 (excluding Item 1.4 and Item 5) of the IR Development Act, if it should apply for casino business license itself ;
 - b. Meeting any Items in Paragraph 1 or Paragraph 2 of Article 167-4 of the Local Autonomy Law Enforcement Ordinance (cabinet order No.16 of 1947);
 - c. Being in arrears on corporate tax, consumption tax, corporate enterprise tax, corporate prefectural tax, municipal tax, or local consumption tax as of the due date for the submission of documents for the application for participation registration;
 - d. Meeting any Items in Paragraph 1 of Article 32 of the Act on Prevention of Unjust Acts by Organized Crime Group Members, any of the Items 1 through 4 of Article 2 of the Osaka Prefectural Ordinance for Eliminating Organized Crime Groups, or any of the Items 1 through 3 of Article 2 of the Osaka City Ordinance for Eliminating Organized Crime Groups;
 - e. Being subject to exclusion from participation in the bidding based on the Osaka Prefectural Guidelines for Eliminating Organized Crime Groups regarding Public Works, etc. or the Osaka City Guidelines for Eliminating Organized Crime Groups from Public Works Contracts or being subject to any of the action requirements listed in the appendices to the Guidelines;

- f. Being subject to suspension of participation in bidding based on the Osaka Prefectural Guidelines for Suspension of Participation in Bidding or the Osaka City Guidelines for Suspension of Participation in Competitive Bidding or falls under any of the requirements listed in the appendices to the Guidelines; or
- g. Having a director who falls under the above-mentioned (d) or (e).

3. Requirements to be satisfied by the Applicant Company or the Applicant Group

An Applicant Company, an Applicant Group Member, or the company who is a consolidated subsidiary of the Applicant Company or the Applicant Group Member shall have a track record in developing or operating either of the followings on or after January 1, 2009. The above track record is not limited to projects in Japan.

- (1) Complex Facilities with a Gross Floor Area within the District of approximately [500,000] square meter or more(*1)(*2) (*3); or
- (2) Complex Facilities that are built in the District with an area of approximately [25] hectares or more and have a Gross Floor Area within the District of approximately [250,000] square meters or more.

*1. “District” means a district where an urban development project including one or more buildings is implemented, of which the area can be confirmed through the urban planning decision, etc.

*2. “Gross Floor Area within the District” means the total of the floor area of complex facilities, etc. built within the district.

*3. “Complex Facilities” mean a group of facilities comprised of multiple use, such as entertainment facilities, leisure facilities, sports facilities, commercial facilities, accommodation facilities, convention center facilities, exhibition facilities, offices or residences, and parking facilities, etc.

4. Restrictions on relationship with Osaka Pref./City and Osaka Pref./City Advisors

A person or corporate entity who falls under any of the following or a person or corporate entity having a certain level of relationship in regard to capital ties or personnel affairs, etc. (*1) with a person or corporate entity falls under any of the following is not entitled to become an Applicant Company, Applicant Group Member, a Cooperating Company (*2), or Applicant Advisor (*3) of the RFC.

- (1) Osaka Pref./City or a person or corporate entity having a certain level of relationship in regard to capital ties or personnel affairs, etc. with Osaka Pref./City.
- (2) A Pref./City Advisor or a person or corporate entity having a certain level of relationship with such Pref./City Advisor with respect to capital ties or personnel affairs, etc.
- (3) A person or corporate entity who receives advice regarding the Project (regardless of whether or not an agreement is concluded) from a Pref./City Advisor or a person or corporate entity having a certain level of relationship in regard to capital ties or personnel affairs, etc. with such Pref./City Advisor.

- *1. “A person or corporate entity having a certain level of relationship in regard to capital ties or personnel affairs, etc.” means a person or corporate entity described below: (the scope of parent company, etc. and subsidiary company, etc. are as provided by the Companies Act).
 - a. A person or corporate entity having a relationship of a parent company, etc. and a subsidiary, etc.;
 - b. A person or corporate entity having a relationship of subsidiaries, etc. under the same parent company, etc.;
 - c. A person or corporate entity having a relationship that a director of one party holds the position of an director of the other party.; and
 - d. A person or corporate entity having a relationship that one party substantially controls or is controlled by other party in terms of business policy.
- *2. “Cooperating Company” means a person or corporate entity that was selected by the Applicant Company or Applicant Group Member and listed in the RFC Proposal Documents as one who is to be commissioned or subcontracted with respect to the Project (including a person who intends to be commissioned).
- *3. “Applicant Advisor” means a lawyer, certified public accountant, tax accountant, consultant, or any other specialist who was selected by an Applicant Company or an Applicant Group Member as a person who reviews and supports the proposal responding to the RFC for the Applicant Company or the Applicant Group Member.

5. Prohibition of multiple applications

An Applicant Company, an Applicant Group Member, and a person or corporate entity having a certain level of relationship in regard to capital ties or personnel affairs, etc. with such an Applicant Company or an Applicant Group Member is not entitled to become another separate Applicant Company, Applicant Group Member of another Applicant group, or Cooperating Company of another Applicant Company or Applicant Group.

6. Change of applicants

- (1) An Applicant Company or an Applicant Group is entitled to add Applicant Group Member(s) during a period from the submission of documents for application for participation registration until the submission of the RFC Proposal Documents (this includes a case where an Applicant Company that applied for participation registration by itself makes participation registration as an Applicant Group comprised of multiple companies; the same applies hereinafter).
- (2) An Applicant Group Member may not transfer to another Applicant Group or become an Applicant Group Member of other Applicant Groups.
- (3) Any change in an Applicant Company or Applicant Group Members (adding Applicant Group Members is excluded) is not permitted in general, except where compelling reasons to change arise and the change is approved by Osaka Pref./City after discussions with Osaka Pref./City.

7. Registration for participation

1. Registration for participation

An Applicant Company or an Applicant Group that satisfies “6. Participation qualification requirements for applicants” is qualified to register for participation.

2. Acceptance and answers to questions on the registration for participation

(1) Period of application

From Thursday, April 25, 2019 to 17:00, Tuesday, May 14, 2019

(2) Submission method

- a. Any questions on the registration for participation are to be sent to the responsible contact by email by specifying such questions simply in the “Questions on the registration for the participation” in accordance with the Formats etc.
- b. Fill in “Questions on the registration for participation” as the subject of the email.
- c. In case that rights of the person who poses the question, his/her competitive status, and any other legitimate interests of such person may be threatened when the questions are disclosed, specify such fact.

(3) Announcement of answers, etc.

- a. Scheduled date for the announcement of answers
Friday, May 17, 2019 (tentative)
- b. Apart from any contents that might place at risk the rights of the person who poses the question, his/her competitive status, and any other legitimate interests, questions and relevant answers that Osaka Pref./City accept and recognize as in need of being commonly disclosed to all entities that intend to register shall be announced on the website of Promotion Unit in the IR Promotion Bureau (<http://www.pref.osaka.lg.jp/irs-suishin/osakair-rfc/index.html>).
- c. Except for those questions and answers that Osaka Pref./City accept and recognize as in need of commonly disclosed to all entities that intend to register, Osaka Pref./City will answer individually to those who raised relevant questions by the scheduled date for the announcement of answers.
- d. While final answers are planned to be provided on the scheduled date of the announcement of the answers, questions that are accepted will be disclosed accordingly before the scheduled date.
- e. Names of those who questioned will not be disclosed.
- f. Any irrelevant questions to the registration for the participation will not be answered.

3. Procedures for the registration for participation

(1) Period of application

From Thursday, April 25, 2019 to not later than 17:00, Friday, May 24, 2019

(2) Venue and method for the submission

- a. Those who wish to register the participation are requested to prepare an “Application of the registration for participation” in accordance with the Formats etc., with the necessary documents attached, and to submit the application by bringing or sending this by mail in a way that secures delivery record such as a registered mail, to the responsible contact person with prior notice. The data in the application formats shall be sent by email to the responsible

contact in advance. Please refer to the Formats etc. for data and documents that are required to be submit.

- b. Open hours for handing the documents in person shall be from 9:30 to 17:00 every weekday, excluding Saturday, Sunday, and holidays.

(3) Confirmation of the qualification for participation and announcement of the results

- a. Based on the application for the registration for participation, fulfillment of the participation qualification requirements of applicant that are stipulated in “6. Participation qualification requirements of applicants” shall be confirmed.
- b. As for the results of the confirmation of the participation qualification of the applicant, a “Notification on the results of the registration for participation” shall be sent by email from the contact person by 17:00, Friday, May 31, 2019.
- c. In case that the “Notification on the results of the registration for participation” is not sent from the responsible contact by 17:00, Friday, May 31, 2019, please inquire with the responsible contact over the phone.

4. Procedure to change the Participation Registrants

In case of adding an Applicant Group Member, an application for the change of Participation Registrants shall be required through the following procedure.

(1) Period of application

From the date of the notification on the result of the participation registration that is stipulated in 3. (3) to the date of the RFC Proposal Documents submission.

(2) Venue and method for the submission

- a. Those who wish to change the Participation Registrants are requested to prepare an “Application for the change in the registration for participation” in accordance with the Formats etc., with the necessary documents attached, and to submit the application by bringing or sending this by mail in a way that secures delivery record such as a registered mail, to the responsible contact person. The data in the application form shall be sent by email to the responsible contact in advance. Please refer to the Formats etc. for data and documents that are required to be submit.
- b. Acceptance hours in case of bringing the documents in person shall be from 9:30 to 17:00 every weekday, excluding Saturday, Sunday, and holidays.

(3) Confirmation of the qualification for participation and announcement of results

- a. Based on the Application for the change in the registration for participation, fulfillment of the participation qualification requirements of the applicant that are stipulated in “6. Participation qualification requirements of applicants” shall be confirmed.
- b. With regard to the confirmation results of the participation qualification, a “Notification on the results of the change in the registration for participation” shall be sent by email from the responsible contact within around 10 days (excluding Saturday, Sunday, and holidays) from the date that the “Application for the change in the registration of participation” is received.
- c. In case that the “Notification on the results of the change in the registration for participation” is not sent from the responsible contact within 10 days (excluding Saturday, Sunday, and holidays)

from the day when the Application for the change in the registration for participation is accepted, please inquire with the responsible contact over the phone.

5. Lending of Confidential Documents

Osaka Pref./City shall lend confidential documents with the submission of the “Application for lending and the granting of access rights for Confidential Documents” and the “Pledge regarding confidentiality obligations” (hereinafter referred to as “Confidential Documents”), as updated information and other additional documents, to the Participation Registrants.

(1) Submission of the pledge, etc.

- a. The Participation Registrants who wish to lend the Confidential Documents shall be confined to the Applicant Company or the Representative Company. For lending the Documents, they are requested to prepare an “Application for lending and the granting of access rights for Confidential Documents” and a “Pledge regarding confidentiality obligations”, in accordance with the Formats etc., and to submit these by email, and then with prior notice to the designated contact, bring or send these by mail in a way that secures delivery record such as a registered mail, to the designated contact. The data of these application forms shall be sent by email to the responsible contact person in advance. Please refer to the Formats etc. for data and documents that are required to be submitted.
- b. The acceptance hours in case of bringing documents in person shall be from 9:30 to 17:00 every weekday, excluding Saturday, Sunday, and holidays.

(2) Period of application

From the date of the notification on the confirmation results for the qualification for participation that is stipulated in 3. (3) to 17:00, Friday, June 28, 2019

(3) Method for lending the documents

- a. As for Confidential Documents, it is envisaged that these are lent mainly through the Virtual Data Room (hereinafter referred to as the “VDR”).
- b. Upon the acceptance of the “Application for lending and the granting of access rights for Confidential Documents” and the “Pledge regarding confidentiality obligations”, the responsible contact person shall immediately notify how to access the VDR, etc.

(4) Disclosure to a third party

- a. When an Applicant Company or a Representative Company intends to disclose all or part of the information that was provided by Osaka Pref./City through the Confidential Documents that are Subject to Confidentiality Obligations or through dialogues (hereinafter referred as the “Confidential Information, etc.”), to any Applicant Group Members other than the Representative Company, Cooperating Company, or Application Advisors (hereinafter referred to as the “Secondary Disclosed Party”), it is requested to fill in necessary matters in the “Submission of the Name of the Secondary Disclosed Party”, in accordance with the Formats etc., and to submit this by bringing or sending this by mail in a way that secures delivery record such as a registered mail, to the responsible contact person. The data in the Submission form shall be sent by email to the designated contact in advance. Please refer to the Formats etc. for the data.
- b. In such case, the Applicant Company and the Representative Company are obligated to make

the Secondary Disclosed Party submit a written pledge that is similar to the Pledge regarding confidentiality obligations, before the disclosure of the Confidential Documents to the Secondary Disclosed Party. A copy of this written pledge must be submitted together with the “Submission of the name of the Secondary Disclosed Party” to the responsible contact.

(5) Destruction of lent documents

The Applicant Company and the Representative Company that are lent any Confidential Documents, and the Secondary Disclosed Party that receives the disclosure of all or part of the Confidential Information, etc., are requested to destroy the disclosed printed documents (including but not limited to the printed materials of all or a part of the Confidential Documents, copies, duplications and recordings in recording medias such as hard disks etc., and materials produced by processing the Confidential Information, etc.) of the Confidential Information, etc., at their responsibilities, before the date it becomes evident that they will not submit RFC Proposal Documents or the date that is specified as a deadline for the destruction, that is planned to be a day before the starting of the RFP, by Osaka Pref./City, whichever is earlier. They must submit a “Pledge regarding the compliance with the destruction obligation” by bringing or sending this by mail in a way that secures delivery record such as a registered mail, to the designated contact.

6. Implementation of dialogues with Participation Registrants

For the purpose of enhancing the quality of the contents of the RFC proposals, Osaka Pref./City shall conduct dialogues with the Participation Registrants (hereinafter referred to as “Dialogue prior to the RFC Proposal”) to confirm mutual understanding of the proposed contents in the Guidance and the Confidential Documents (hereinafter referred to as “Guidance on the RFC Proposal, etc.”).

(1) Subject applicants

- All those who wish to engage in a dialogue prior to the RFC Proposal among the Participation Registrants.

(2) Period and method for the dialogue

- The dialogue shall be coordinated between the period from Monday, June 3, 2019 to Friday, June 28, 2019.
- The venue of the dialogue is planned for the Sakishima Cosmo Tower, Osaka Prefecture.

(3) Procedures for the Dialogue prior to the RFC proposal

a. Submission of the application for the Dialogue prior to the RFC Proposal and agenda

The Participation Registrants who wish to have a Dialogue prior to the RFC Proposal are requested to fill in the required information in the “Application for the Dialogue prior to the RFC Proposal” and “Agenda for the Dialogue prior to the RFC Proposal”, in accordance with the Formats etc., and submit these to the responsible contact person by email, during the period from the date when the results of the participation registration is notified that is stipulated in 3. (3) to 17:00, Friday, June 21, 2019.

b. Notification on the Dialogues prior to the RFC Proposal and additional agenda by Osaka Pref./City

The date of the dialogue and additional agenda, if necessary, shall be emailed to the applicants who wish to have a Dialogue prior to the RFC Proposal.

(4) Method of the Dialogue prior to the RFC Proposal

- a. The Dialogue prior to the RFC Proposal will be planned once or twice per Participation Registrant.
 - b. The Dialogue prior to the RFC Proposal shall be conducted in Japanese. When an interpreter is needed, the Participation Registrants are requested to make the arrangement at their own expense. In case of using an interpreter, the Participation Registrants are required to arrange for simultaneous interpretation, as much as possible, including the preparation of relevant equipment.
 - c. In addition, as for the details of the method for proceeding with the Dialogue prior to the RFC Proposal, applicants for the Dialogue prior to the RFC Proposal shall be separately notified later.
- (5) Handling of the results of the Dialogue prior to the RFC Proposal
- a. As for questions and answers between the responsible departments and the Participation Registrants, that Osaka Pref./City acknowledge the necessity to answer in a written form, records of the details of the dialogue shall be sent individually to the Participation Registrants who participated in such dialogue by email.
 - b. In addition, as for relevant items and contents out of such written records of the details of the dialogue, that Osaka Pref./City acknowledge the necessity to share with all the Participation Registrants in light of fairness, excluding any contents that may risk the rights of the Participation Registrants, their competitive status, and any other legitimate interests, these shall be shared with all the Participation Registrants by email or the VDR.

8. Application for RFC

1. Application for RFC

Those who are able to apply for the RFC shall be the Participation Registrants.
2. Acceptance of and answers to questions on the RFC Application Guidance, etc.
 - (1) Period of application

From Monday, June 3, 2019 to 17:00, Friday, June 28, 2019
 - (2) Submission method
 - a. In case of any questions on the Guidance for Proposals, etc., the Participation Registrants shall send the responsible contact an email with the attachment of “Questions on the Guidance for Proposals, etc.” that are stipulated in the Formats etc.
 - b. Please fill in “Questions on Guidance for Proposals, etc.” as the subject of the email.
 - c. In case that rights of the person who poses the question, his/her competitive status, and any other legitimate interests of such person may be threatened when the questions are disclosed, specify such fact.
 - (3) Announcement of answers, etc.
 - a. Scheduled date for the announcement of answers

Friday, July 12, 2019 (tentative)
 - b. In addition, as for relevant items and contents out of the written records of the dialogue, that Osaka Pref./City acknowledge the necessity to share with all the Participation Registrants in light of fairness, excluding any contents that may risk the rights of the Participation Registrants, their competitive status, and any other legitimate interests, these shall be shared

with all the Participation Registrants by email or VDR, before the scheduled date for the answers to be announced.

- c. As for questions and answers other than those that Osaka Pref./City acknowledge the necessity to answer to all the Participation Registrants in common, these shall be answered to individual Participation Registrant that questioned before the given scheduled date for the announcement of answers.
- d. While final answers are planned to be provided on the scheduled date for the announcement of the answers, questions that are accepted will be disclosed accordingly before the scheduled date.
- e. Names of the Participation Registrants who questioned shall not be announced.
- f. Any irrelevant questions to the Guidance for Proposals, etc. shall not be answered.

3. Procedures for the application

(1) Period of application, etc.

The acceptance of the RFC Proposal Documents is scheduled for around August 2019, and submission period for the RFC Proposal Documents, required documents to be submitted, and proposal formats shall be separately noticed to the Participation Registrants.

(2) Venue and method for the submission

- a. RFC Proposers are requested to prepare an “Application for RFC Proposals” and the RFC Proposal Documents in accordance with the Formats etc., and to submit these by bringing or sending these by mail in a way that secure delivery record such as a registered mail, after informing the responsible contact person of the submission in advance.
- b. Acceptance hours in case of bringing the documents in person shall be from 9:30 to 17:00 every weekday, excluding Saturday, Sunday, and holidays.

4. Implementation of a dialogue with RFC Proposers

For the purpose of enhancing the quality of the entire Project, Osaka Pref./City shall confirm ideas and opinions of the RFC Proposers and any challenges with the Project, based on the RFC Proposal Documents. In addition, dialogues shall be arranged on project conditions, etc. between Osaka Pref./City and the RFC Proposers (hereinafter, referred to as “RFC Dialogue”).

(1) Subject applicants

- All RFC Proposers.

(2) Period and method of the dialogue

- Dialogues are scheduled during the period from around August 2019 to October; dates, time, and topics for the dialogues shall be coordinated with the RFC Proposers later.
- The venue of the dialogue is planned for the Sakishima Cosmo Tower, Osaka Prefecture.

(3) Method of the holding the RFC Dialogue

- a. The RFC Dialogue is planned several times per Participation Registrant.
- b. The RFC Dialogue shall be conducted in Japanese. When an interpreter is needed, the Participation Registrants are requested to make the arrangement at their own expense. In case of using an interpreter, the Participation Registrants are required to arrange for simultaneous interpretation, as much as possible, including the preparation of relevant equipment.
- c. In addition, as for the details of the method for proceeding with the RFC Dialogue, the RFC Proposers shall be separately notified later.

- (4) Handling of the results of the RFC Dialogue
 - a. As for questions and answers between the responsible departments and the RFC Proposers, that Osaka Pref./City acknowledge the necessity to answer in a written form, records of the details of the dialogue shall be sent individually by email to RFC Proposers who participated in such dialogue.
 - b. In addition, as for relevant items and contents out of such written records of the details of the dialogue, that Osaka Pref./City acknowledge the necessity to share with all the RFC Proposers in light of fairness, excluding any contents that may risk the rights of the RFC Proposers, their competitive status, and any other legitimate interests, these shall be shared with all the RFC Proposers by email or the VDR.

9. Matters to be noted in applying for the RFC proposal

1. The positioning of the RFC with respect to the RFP
 - (1) The participation in the RFC is not a requirement needed to participate in the RFP. In addition, the application record for the RFC shall not be taken into account in the appraisal process for the RFP.
 - (2) Independence of the contents of the proposal
 - a. Contents of the proposal for the RFC shall not be taken into account in the appraisal process for the RFP.
 - b. Contents of the proposal for the RFP shall not be confined to the contents of the proposal to be submitted for the RFC.
 - c. Contents of the proposal for the RFC are not legally binding.
 - (3) Independence of the composition of the Applicant Group
The composition of an Applicant Group for the RFC does not need to be identical with that of the Applicant Group for the RFP.
2. Cost allocation
All expenses necessary for the procedures for the RFC shall be borne by the Applicants.
3. Intellectual property
Copyright, portrait right, trademark right, and other intellectual property rights regarding the RFC Proposal Documents shall belong to the RFC Proposer or any other right holder who possesses such rights.
4. Provision, etc. of the contents of the RFC Proposal
 - (1) Proposal summary and indication of rights and interests
 - a. The RFC Proposer is requested to clarify, at the time of submitting their RFC Proposal Documents, any material which includes contents that may risk their rights, competitive status, and other any legitimate interests if their proposal is disclosed (such as special technology or know-how, etc.).
 - b. The RFC Proposer is requested to prepare and submit a Proposal Summary for the contents that can be disclosed by Osaka Pref./City to the public. The format shall be announced to the Participation Registrants later. In the event that Osaka Pref./City consider the contents

contained in the Proposal Summary to be insufficient or inappropriate in light of the accountability that Osaka Pref./City have to their citizen, they are able to request the RFC Proposer to add or modify such contents.

(2) Provisions, etc. of the contents of the RFC

Osaka Pref./City shall not announce, disclose, or provide (hereinafter referred to as “Provisions, etc.”) names of the RFC Proposers and contents of the RFC Proposal Documents to a third party other than Osaka Pref./City, except for any of the following events or the events stipulated in “5. Announcement of RFC Results”:

- a. In the event that such contents have been already known to the public
- b. Contents which either Osaka Prefecture or Osaka City already possessed or independently developed/obtained
- c. In the event that the applicant agrees
- d. In the event that the contents are required for Provisions, etc. pursuant to laws and regulations
- e. In the event that the contents are required for Provisions, etc. to a related administrative organization of either Osaka Prefecture or Osaka City, or Osaka Pref./City Advisors, to the extent necessary for the accomplishment of the purposes of the RFC

5. Announcement of RFC results

(1) Announcement prior to the decision of the Prospective IR Operator

Considering the securing of fairness and justice in the RFP that is planned for the future, together with the consideration for not harming the Applicant’s own rights, its competitive status, and any other legitimate interests that it may possess, Osaka Pref./City may announce the name only of the Applicant Company and Representative Company, the number of applicants, and the general evaluation of the contents of the proposal, when necessary, even before the decision of the Prospective IR Operator at the RFP is made.

(2) Announcement after the decision of the Prospective IR Operator

a. Announcement of the Proposal Summary

Osaka Pref./City may announce the “Proposal Summary” referred to in 9. 4(1)b to a third party, without the prior approval of the Applicants, after the Prospective IR Operator is determined.

b. Provisions etc., of the RFC Proposal Documents

After the decision of the Prospective IR Operator for the RFP, when no issues are envisaged for the implementation of Osaka Pref./City’s business, and when the RFC Proposal Documents are disclosed, Osaka Pref./City may proceed with the Provisions, etc. of a part of the RFC Proposal Documents, if necessary, to a third party other than Osaka Pref./City. This shall exclude any contents that may risk the rights of the Applicant, competitive status, and any other legitimate interests, such as special technology or know-how, etc.

6. Language used

The languages used for written forms of proposal documents, questions and answers, dialogues, etc. shall only be Japanese.

Meanwhile, as for verbal correspondences such as dialogues, languages other than Japanese can be used on the condition to arrange interpreters to interpret into Japanese. In case of using an interpreter, it is required to arrange a simultaneous interpreter, as much as possible, including the preparation of relevant equipment.

7. Currency and units

Currency and units that are used in the proposal documents, questions and answers, dialogues, etc. shall be the Japanese Yen and units that are stipulated under the Measurement Law (Law No. 51 in 1992).

8. Submission of documents in case of withdrawing from participation

When the Participation Registrants wish to withdraw from participating in the RFC, it is requested to submit a “Notification on the withdrawing of participation”.

- (1) A “Notification on the withdrawing of participation” should be prepared in accordance with the Formats etc., and submitted by bringing or sending this by mail in a way that secure delivery record such as a registered mail, to the responsible contact person. The data in the Notification shall be sent by email to the responsible contact in advance. Please refer to the Formats etc. for data that are required to be submitted.
- (2) Acceptance hours in case of bringing the documents in person shall be from 9:30 to 17:00 every weekday, excluding Saturday, Sunday, and holidays.

9. Confidentiality

The Applicant for the RFC shall ensure confidentiality not only of the Confidential Documents, but also of relevant information provided by Osaka Pref./City. The Applicant is responsible for the management of such information, and must not use the Confidential Information, etc. for any purposes other than for the implementation of the RFC or the Project. In addition, the applicant must not disclose the Confidential Information, etc. to a third party without the prior approval by Osaka Pref./City, except as otherwise provided.

10. Other matters to be noted

In the event that an Applicant has doubts or questions on the RFC or the Project, it shall question or confirm through the procedures as provided in this Guidance for Proposals, etc. The Applicant must not make any individual inquiry to any related organizations or related departments other than the designated contact (Promotion Section, IR Promotion Bureau of Osaka Prefecture and Osaka City).

10. List of Exhibits

- Exhibit 1 Definition of Terms in the Guidance for the RFC
- Exhibit 2 Prospective IR Area in Osaka Yumeshima District (outline drawing)
- Exhibit 3 Basic Agreement on the Development of the IR Area (as of February 28, 2019, Osaka Prefecture and Osaka City)
- Exhibit 4 Formats and Instructions on Documentation

11. Documents distributed to the Participation Registrants

Documents shall be presented separately to the Participation Registrants.

12. Documents distributed to RFC Proposers

Documents shall be presented separately to the RFC Proposers.