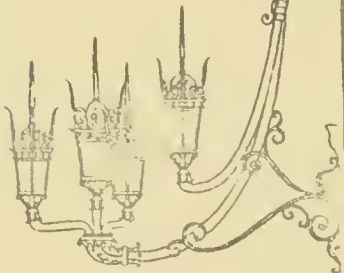
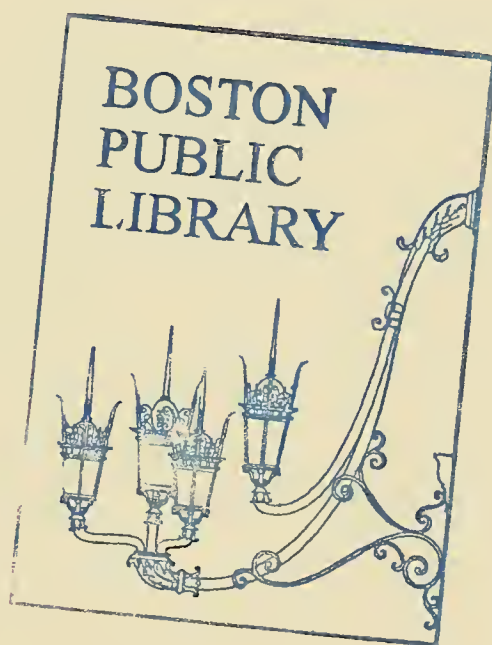
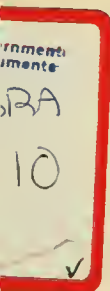


BOSTON
PUBLIC
LIBRARY



South Station Air Rights Development



Olympia & York Companies (U.S.A.)

February 14, 1989

gov. 99-718

Mr. Stephen Coyle
Director
Boston Redevelopment Authority
Room 900, City Hall
Boston, MA 02201

Dear Mr. Coyle:

Olympia & York is pleased to submit this proposal to develop the commercial office tower component of the South Station Air Rights Development project. We look forward to working with the Boston Redevelopment Authority to identify institutional joint venture partners which will facilitate the development of the remainder of the project. We believe that this project will complement the South Station neighborhood and foster the diversification of the City's economy. We are very enthusiastic about the opportunity to be part of this venture.

The Plan

Our plan proposes a mixed use development consisting of office, institutional and research space. We do not believe the location at this time is appropriate for new hotel space and that the conference and meeting space, if provided, will need to be integrated with the institutional/research space.

The drawings included in this proposal indicate how we believe that these uses would best be organized on the South Station Air Rights site. In total, they incorporate the following uses and areas (FAR Gross Sq. Ft.):

Office space	948,000
Research space	480,000
Institutional space	250,000
Ground Level retail	<u>14,000</u>
TOTAL DEVELOPMENT	1,692,000
MBTA Bus Terminal	310,000
(approx. 42 buses)	
Parking space	<u>950,000</u>
(approx. 2375 cars)	
TOTAL BUILT SPACE	2,952,000 Sq.Ft.

Our plan has considerable flexibility in the institutional and research space program to allow them to be tailored to an institutional partner. The plan organizes these uses in modules of approximately 240,000 sq. ft., which would also allow them to be constructed in phases as demand warrants.

Design Approach

Our preliminary schematic plans indicate a layered development with one high rise office tower and mid-rise development for institutional and research purposes located over the MBTA Bus Terminal and parking. The components of the development are connected on the upper concourse level through a pedestrian arcade. Several design principles have resulted in our approach:

- A major office structure on this site must seem connected to Dewey Square and the financial district. Thus, the high rise office structure has been located as close as possible to the head house and public concourse of South Station. The office structure has been designed to form an arc of tall buildings surrounding Dewey Square, including in the composition the Federal Reserve, One Financial Center and the proposed tower.
- The main advantage of the site is its location at the nexus of rail, subway, bus and automobile access. Thus, the logical entry point for new offices is through the central space of South Station. Our plan creates an office lobby at the second level, opening directly on the main space, reached by escalators. Pedestrians destined to trains and buses will pass under or by the office lobby. The placement of the office building will intensify activity in South Station and improve the commercial prospects of the Station's retail spaces. To offset the loss of light into the central space, we will reconstruct the roof with skylights, which would also result in making the office tower visible to pedestrians at the concourse level.
- In order to create locations for elevator cores serving a second level lobby, we believe that the rail platforms should be terminated approximately 80 feet south of their current ends. The exception is the tracks reserved for Amtrak, which would remain undisturbed. There appears to be adequate dimensions to accommodate trains, even with the shorter run towards the station.
- Atlantic Avenue is envisioned as street address for much of the complex, although structures need to be placed along the avenue carefully since ramps to the Central Artery penetrate the site. We envision a sequence of separate ground level entrances providing street identity for the office structure, institutional, research and development space, and bus terminal. These entrances, and low rise space above them, will form a street wall along Atlantic Avenue that is in scale with the structures on the west side of the street. We believe that it is appropriate to locate the dropoff to the bus terminal as far to the south as possible to minimize congestion near Dewey Square. The bus terminal will also be accessible via the main space at South Station.

- Institutional and research spaces have been designed in modules to provide flexibility in the occupancy of the space and to allow it to be constructed in a phased way.
- Although our designs are extremely preliminary, we envision the lower portions of the structure to be largely masonry and brick with glazed openings, mirroring the materials and colors of South Station and neighboring buildings. Upper portions of the complex will have more glass and will have a distinctive profile as seen from the Atlantic Avenue exit from the Turnpike/SE Expressway/Third Harbor Tunnel approach and from the financial district.

We look forward to working with the BRA in further refining the designs.

Achieving Your Objectives

Creation of a new mixed use center at South Station depends upon matching an experienced and well-capitalized developer with an institutional partner which is able to provide the dynamism necessary to attract research and development enterprises. Olympia & York clearly has the development experience and track record. A logical candidate for the institutional partner is Tufts University, whose medical and dental education facilities are located nearby, and who have been promoting the creation of a biotechnology center. We have had an exploratory discussion with Tufts and believe that there may be the potential for a complementary relationship. In addition to Tufts, a number of private biotechnology enterprises are being attracted to the Boston area, including venture startups under the sponsorship of such corporations as Gillette, located near South Station, and multi-national pharmaceutical companies.

A rigorous financial feasibility analysis will be required to determine whether biotechnology space can be built at competitive rates on an air rights structure at South Station, and whether institutional space constructed in that manner is affordable to the joint venture partner. We would envision this as the next step in the process.

Public Benefits of the Project

The project will constitute an important stimulus to the Boston economy in general and will benefit particularly the Chinatown, South Boston and South Cove communities. It offers a way to capitalize on the dynamic of institutional expansion in the City and the continued demand for office space in the financial district without displacing or negatively impacting established communities.

Based on our preliminary plans, we estimate that construction of the project should result in 3200 worker years of construction employment, spread over a 6-10 year period. With all of the space built out, we estimate there could be 6300 permanent jobs located on the site. Construction of the project should provide \$130 million in construction wages, and annual permanent employee payrolls of approximately \$ 171 million.

We will subscribe to the Boston Residents Construction Employment Plan and will work closely with the Mayor's Office of Jobs and Community Services to ensure that the maximum number of job opportunities possible flow to Boston residents, especially women and minority employees.

The project could generate job linkage funds of approximately \$2.6 million, which will be applied to a focused effort to provide employment and training opportunities for low income residents of adjacent communities, allowing them to enter the growing job market for technical service employment. (The MBTA Bus Terminal has been excluded from linkage estimates)

Housing linkage funds of \$13.2 million could be generated by the project. With current rates of subsidy, they should enable the creation of approximately 660 units of affordable housing. The developer will elect the housing creation option and will work with the Chinatown, South Boston and South Cove communities to expand the supply of affordable housing in these communities. Development of housing on several of the sites which will become available as a result of the Central Artery project is one opportunity to expand housing opportunities without displacing existing commercial space or residential units.

We are also prepared to explore the involvement of Neighborhood Business Enterprises, Community Development Corporations and other community based non-profit organizations in the project.

Two child care centers totalling 12,000 sq.ft. of space will be included in the project, meeting the requirements of the zoning for the area. These facilities, including outdoor play area, will be provided on the upper concourse level so that they are easily accessible from the office tower and research and institutional space.

About Olympia & York

Olympia & York has a substantial presence in Boston through our ownership of One Exchange Place and other properties in the City. We are optimistic about the City's long-term economic prospects and would like to expand our involvement to match this potential. Olympia & York only develops projects for our own portfolio. Thus, every project is done with an eye to producing buildings we will be proud to own and manage over the long term.

We currently own and manage over 55 million square feet of prime office space throughout North America. Our strategy is to gain a strong position in selected markets and to produce the highest quality commercial space, often establishing industry standards to meet the needs of our tenants.

Olympia & York maintains close financial relationships with both domestic and foreign financial institutions. While we employ traditional financing techniques on many of our projects, we have also been on the cutting edge of new forms of financing for real estate, including the use of Eurobond and securitized offerings. Examples are our \$970 million Eurobond offering in 1983 and, most recently, our \$800 million yen-denominated offering in December 1988.

The South Station Development is the type of challenge at which Olympia & York excels. We see the challenge as:

- making sure that all uses function compatibly;
- providing clear access to all of the connected uses;
- attracting office tenants to a site separated from the current financial district by a major roadway;
- collaborating with the public sector to extend the transportation hub and create a new type of mixed use facility that capitalizes on its important location; and
- solving difficult construction problems, such as building over an active rail terminal.

Olympia & York's 30 years of development in North America have provided many lessons that can be applied to South Station. Large, mixed use projects, built out over a number of years, have been our challenge in the cities where we have made long term commitments. In 1974, Olympia & York began First Canadian Place in Toronto, and it now forms the heart of Toronto's financial district. A seven block development totalling 5 million square feet, the project is composed of five office buildings and 500,000 square feet of retail uses. The centerpiece, a 2 million square foot office tower, set new standards for public amenities and public space, service to tenants and building quality. The development of the project was a particularly bold move at the time, representing approximately ten percent of the total rentable area that then existed in Toronto's financial district. Today, over 50,000 people pass through the complex, contributing to the success of its retail areas. The building was promptly and fully leased and remains one of the most prestigious corporate addresses in Canada.

When Olympia & York built the World Financial Center in lower Manhattan, we had to contend with an impression that the site was at the margin of the financial district, cut off from the Wall Street core by the West Side Highway. Yet, we could see the promise of the Battery Park City site and made a firm commitment to build 8 million square feet of office and retail space on land that no developer had been willing to develop for over a decade. The commitment was made at a time that New York City was just beginning to emerge from its most serious economic downturn in recent decades and the project has symbolized the revival of the City's economic fortunes.

Part of the success of the World Financial Center is the result of Olympia & York's willingness to offer sophisticated financial packages to a variety of tenants to induce them to locate in an area beyond their normal locational range. We also worked hard to create important pedestrian connections and a grand open public space to join the World Financial Center with the balance of the Wall Street financial district.

Following on our success at Battery Park City, Olympia & York is currently completing the public review process of a major development on the expanding West Side of Manhattan. Totalling over 1.5 million square feet, this new landmark will become a new feature on the City's skyline, offering Class A space and accommodations in an area which has traditionally been at the fringe of the midtown office district. Like the South Station development, this

project is located on air rights over railyards and demands solutions to all the technical problems of structure and ventilation. Our construction department has worked very closely with Amtrak engineers on the design of the project and in establishing guidelines and methodology for proceeding with this development.

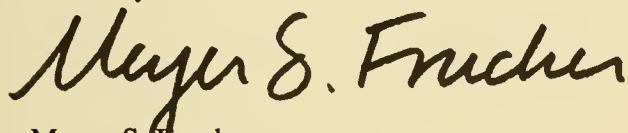
Olympia & York is presently developing Canary Wharf in London, which will create a new corporate and financial center for the City at the Great Bend of the Thames River. With over 12 million square feet of office, retail and hotel space, Canary Wharf will be an entirely new financial district in London's Docklands area, several miles from the established financial core and in an area which for many years had been an under-used shipping area. Olympia & York has embarked upon the development of a comprehensive environment, with a critical mass of retail and entertainment uses to encourage office users to feel comfortable in moving to this new center.

In every development, Olympia & York has collaborated closely with public agencies or authorities on both programming and design. Such collaboration is essential to accomplish projects as complex and sophisticated as South Station.

In Summary

We look forward to continuing discussions with the Boston Redevelopment Authority and possible institutional partners about our involvement in the South Station Air Rights Development project. Needless to say, as these discussions progress and as we are able to bring all the economics of the project into sharper focus, we would work with you to fashion the appropriate public sector package. In closing, we believe that we can bring a level of development experience and financial resources to the project beyond any other developer. We have made a commitment to Boston through our recent projects and are enthusiastic about this new opportunity.

Sincerely,



Meyer S. Frucher
Executive Vice President
Olympia & York Companies (U.S.A.)

OLYMPIA & YORK COMPANIES (U.S.A.)
237 Park Avenue
New York, NY 10017
(212) 850-9600

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Planning Consultants
1385 Cambridge Street
Cambridge, MA 02139
(617) 661-6566

Contact: Gary Hack, Principal

CBT/CHILDS BERTMAN TSECKARES & CASENDINO INC.
Architects
306 Dartmouth Street
Boston, MA 02116
(617) 262-4354

Contact: Richard Bertman, Principal

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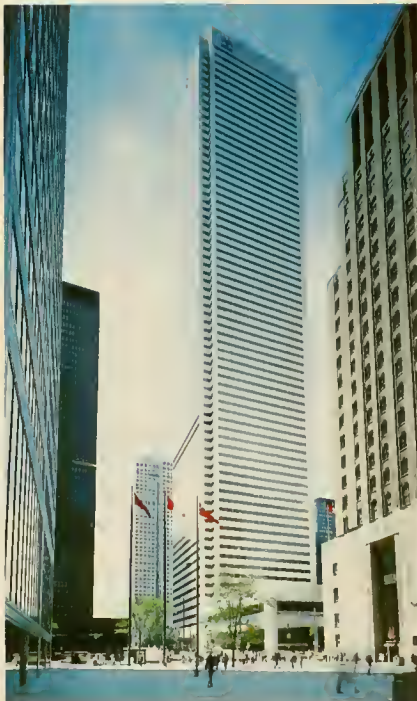
San Francisco

Olympia & York
One Post Street
San Francisco, California 94104

London

Olympia & York
Canary Wharf Limited
10 Great George Street
London, SW1P 3AE

Olympia & York Developments Limited, based in Toronto, Canada, is one of the world's largest real estate development companies with extensive holdings of major office properties in Canada and the United States. Through its investment arm, Olympia & York Enterprises, the company owns interests in several public companies in a number of diverse sectors of the economy. The Company plays a major role in shaping the future of many of its subsidiaries offering leadership and financial stability for new initiatives.



OLYMPIA & YORK



Gulf Canada Resources Limited

- largest Canadian owned and publicly traded upstream oil

gas company.

assets of \$3.4 billion.

leading position in Western Canada, offshore projects, oil sands development and frontier exploration.

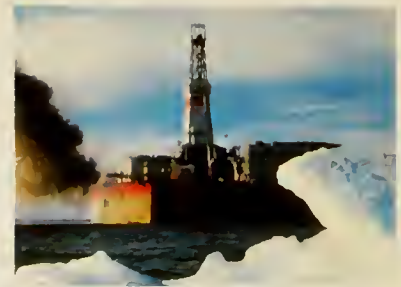
proved reserves of 357 million barrels of oil, 1.8 trillion cubic feet of gas.

frontier discoveries of about 600 million barrels of oil at each of Amauligak in the Beaufort Sea (50%) and offshore at Hibernia (25%).

operator of BeauDrill Arctic drilling system.

company involved in international exploration and production of oil and natural gas, notably in Indonesia; daily production 23,000 barrels of oil.

company Minerals owns 51% of second largest underground gold mine in the U.S.



ABITIBI-PRICE

Abitibi-Price Inc.

- world's largest newsprint producer and significant

participant in other forest products and related businesses.

assets of \$2.5 billion; 16,000 employees.

1987 newsprint production of 1.8 million tonnes.

operates 34 manufacturing facilities and over 80 sales and distribution centres in Canada and the U.S.

major distributor of printing papers, office products and industrial paper and related products.



The Consumers' Gas Company Ltd.

- Canada's largest natural gas distribution utility.

assets of \$2.0 billion.

currently serves approximately 974,000 customers in expanding residential, commercial and industrial markets in Ontario, Quebec and New York State.

1988 deliveries of 9.4 billion cubic meters of natural gas.

diversification into non-regulated activities including oil and gas, international gas utility consulting, energy management services and nursing retirement care in Canada and the U.S.

provides supplementary growth prospects.



TRIZEC

Trizec Corporation Ltd.

- North America's largest publicly traded real estate company.

one of the world's largest property portfolios with assets of \$8.6 billion.

largest owner/developer of shopping centres in North America.

interests in over 300 properties containing in excess of 110 million square feet of commercial space throughout North America.



Interhome Energy Inc.

- assets of \$3 billion.

operates largest crude oil and liquids pipeline system in the western hemisphere through Interprovincial Pipe Line.

exploration and production of oil and natural gas through Home Oil, one of Canada's best senior oil and gas producers.

300 mile pipeline serves Canadian and U.S. markets with 1.4 million barrels of oil per

40 mile frontier pipeline provides leadership position in Arctic pipeline technology.

proved reserves of 107 million barrels of oil, 1 trillion cubic feet of gas.



Allied-Lyons PLC

ALLIED-LYONS ■ U.K. based, one of the world's premier food and drink companies.

- assets of 3.3 billion pounds sterling.
- world's fourth largest distiller.
- premium brands including Canadian Club Whiskey, Ballantine's and Teacher's Scotch, Kahlua and Tia Maria Liqueurs, Courvoisier Cognac, Lamb's Rum, Harvey's Bristol Cream Sherry and Babydam.
- major U.K. brewer.
- manufactures and distributes food world-wide. GW Utilities owns 370 million pounds sterling of preference shares convertible into 10% of Allied-Lyons.

TRILON

Trilon Financial Corporation

- diversified financial services company.
- corporate assets of \$27 billion and assets under administration of \$100 billion.
- Royal Trust, Canada's largest trust company with \$84 billion of assets under administration, provides a full range of trust and financial services to individuals and corporations.
- real estate brokerage and related services provided through Royal LePage Limited, Canada's largest real estate services organization and third largest in the world.
- Lonvest Corporation is Canada's leading diversified insurance services company; 98% owned London Life Insurance Company is the largest provider of individual insurance to Canadians.

Santa Fe

Santa Fe Southern Pacific Corporation

- U.S. based conglomerate, assets of U.S. \$6.8 billion.
- operates in three major business areas: transportation, natural resources and real estate.
- Atchison, Topeka and Santa Fe railroad has more than 11,600 miles of track from Chicago to the Gulf of Mexico and California.
- operates largest refined products pipeline in the western U.S. (3,020 miles).
- 11 million square feet of income properties and 2.8 million acres of land (commercial, industrial, agricultural and surplus operating) principally in California.
- involved in exploration and production of oil, natural gas and minerals.
- asset base includes 8 million acres of mineral rights; proved reserves of 184 million barrels of oil, 192 billion cubic feet of gas.

CAMPEAU

Campeau Corporation

- ranks among largest merchandising companies in the U.S. owning 486 department, supermarket and specialty stores following acquisition of Allied Stores Corporation (Jordan Marsh, Maas Brothers, Stern's, The Bon) and Federated Department Stores Inc. (Bloomingdale's, Abraham & Strauss, Burdines, Lazarus, Rich's, Goldsmith's, Ralphs).
- distinguished developer of commercial income properties in North America.

Starhope

Starhope Properties PLC

- publicly traded U.K. real estate company.
- involved with the development of 3.4 million square feet of office space in London through a 50% owned subsidiary.
- currently undertaking other major developments in London.



Landmark Land Company Inc.

- assets of U.S. \$2.1 billion.
- owns and operates first class golf and tennis resorts and two savings and loan associations.
- engaged in residential and residential-related commercial development; development and operation of industrial, recreational and commercial real estate.



Design Submission



TECHNOPOLIS

South Station Air Rights
Boston, Ma.

AERIAL PLAN

OLYMPIA & YORK COMPANIES (U.S.A.)

Carr, Lynch, Hack and Sandell

CBT/ Childs Bertman Tockares & Casandino Inc.

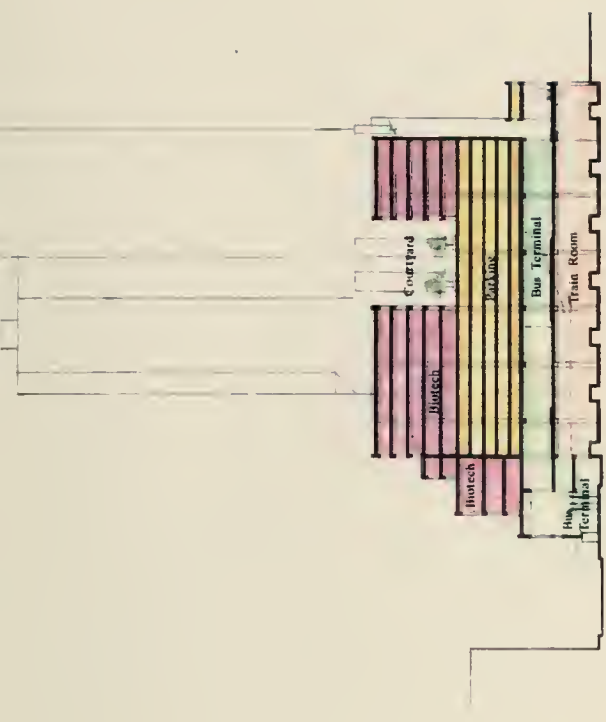


TECHNOPOLIS
South Station Air Rights
Boston, Ma.

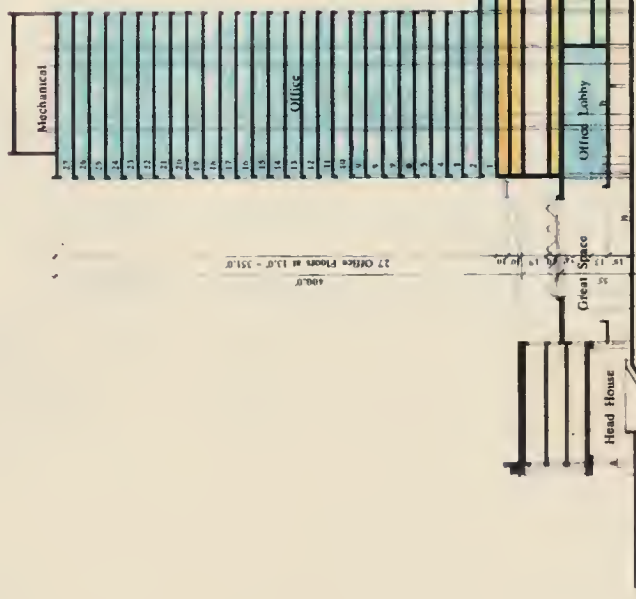


OLYMPIA & YORK COMPANIES (U.S.A.)
Carr, Lynch, Hack and Sandell
CBT/ Childs Bertman Tseckares & Casandino Inc.

AERIAL VIEW



TRANSVERSE SECTION



LONGITUDINAL SECTION

187.0'	Roof Of Biotech
122.0'	Biotech
83.0'	Service/Parking
73.0'	Lower Parking
49.0'	Bus Terminal
36.0'	Mezzanine
16.0'	Platform
13.0'	Street

TECHNOPOLIS
 South Station Air Rights
 Boston, Ma.

SECTIONS



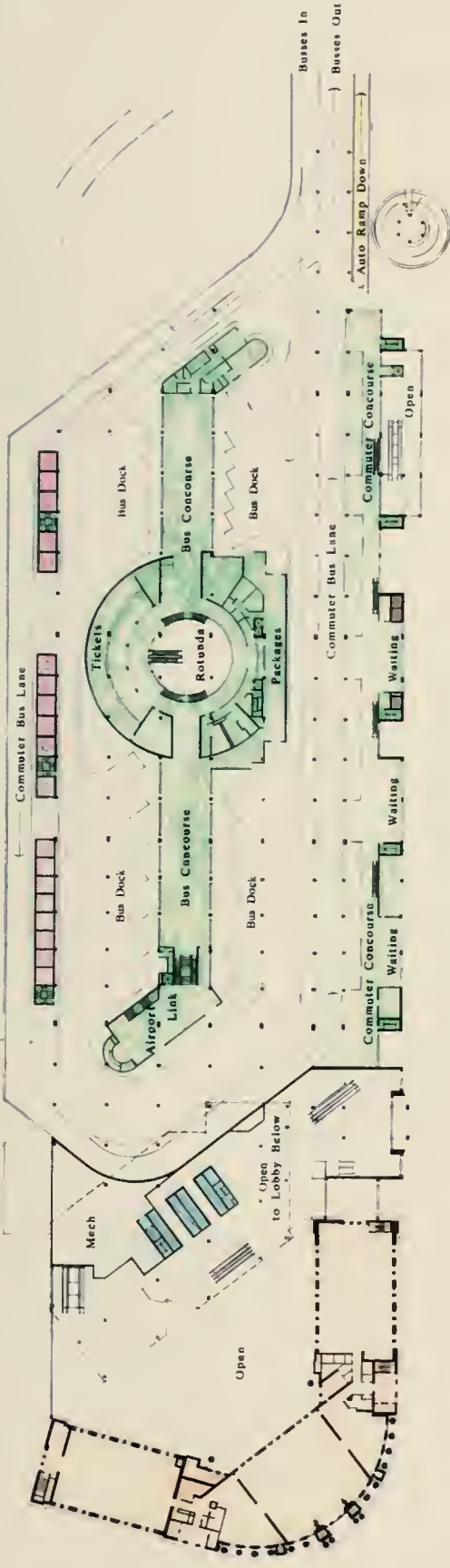
OLYMPIA & YORK COMPANIES (U.S.A.)
 Carr, Lynch, Hack and Sandell
 CBT/ Childs Bertman Teckares & Casandino Inc.



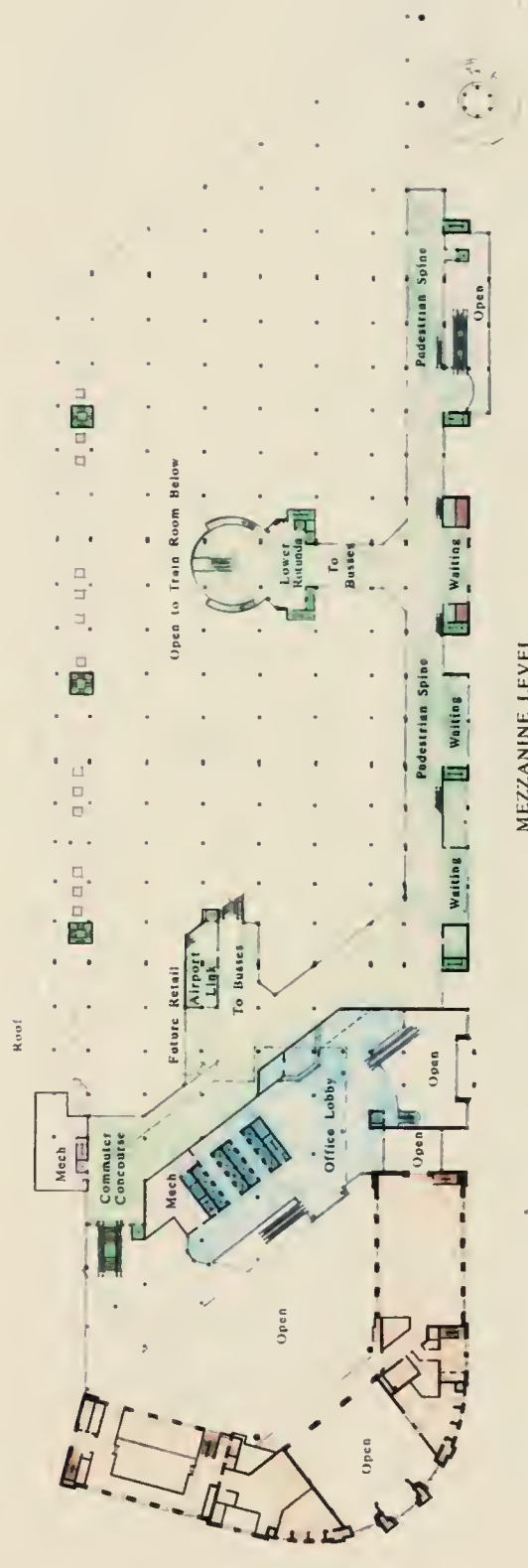
TECHNOPOLIS
 South Station Air Rights
 Boston, Ma.

SITE PLAN

OLYMPIA & YORK COMPANIES (U.S.A.)
 Carr, Lynch, Hack and Sandell
 CBT/ Childs Bertman Fiskeares & Casendino Inc.

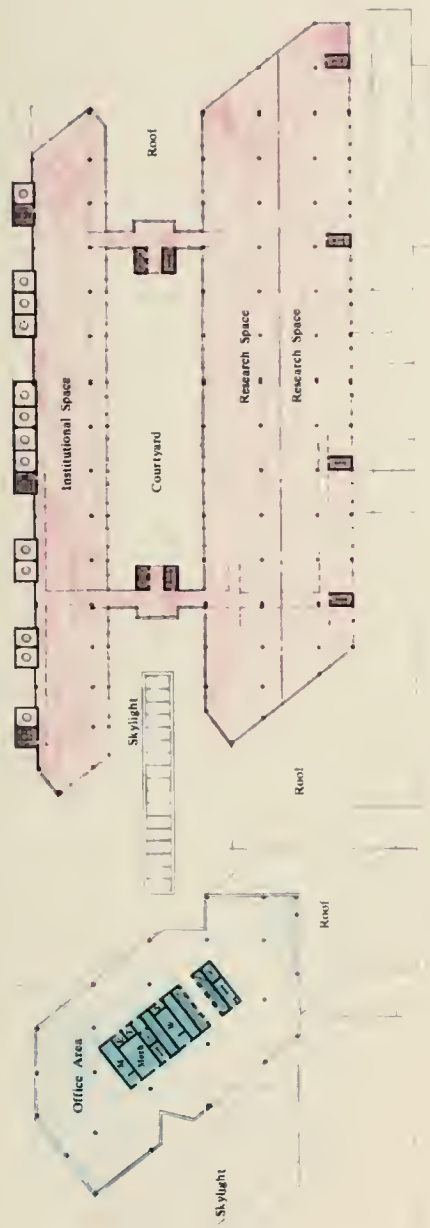


BUS TERMINAL LEVEL

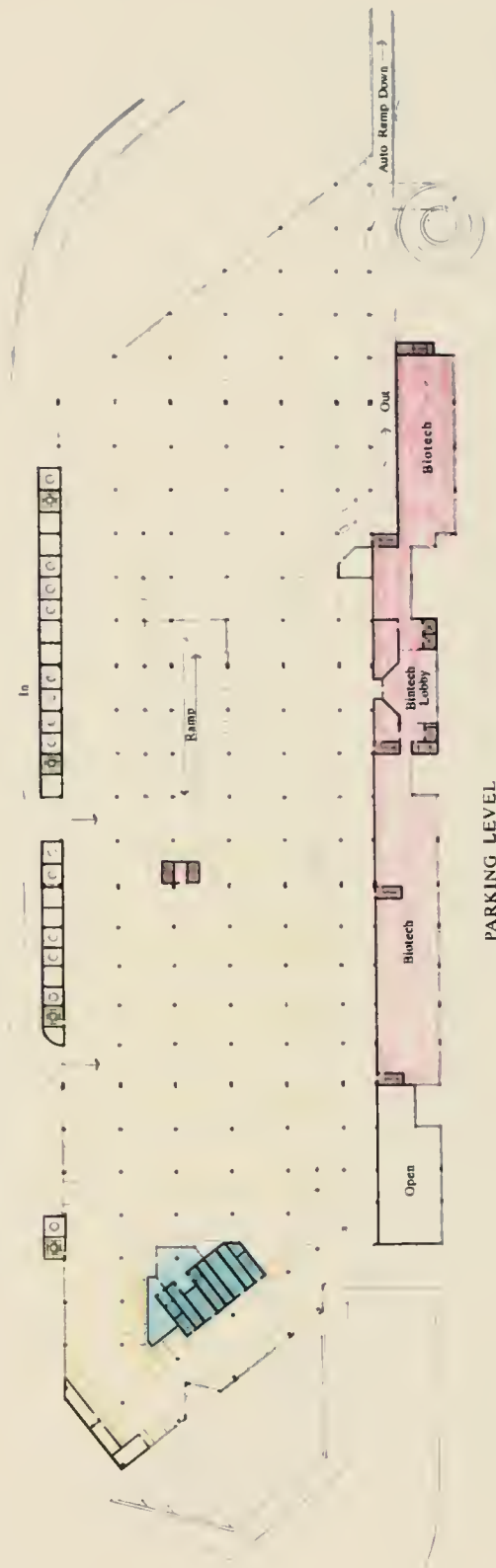


MEZZANINE LEVEL





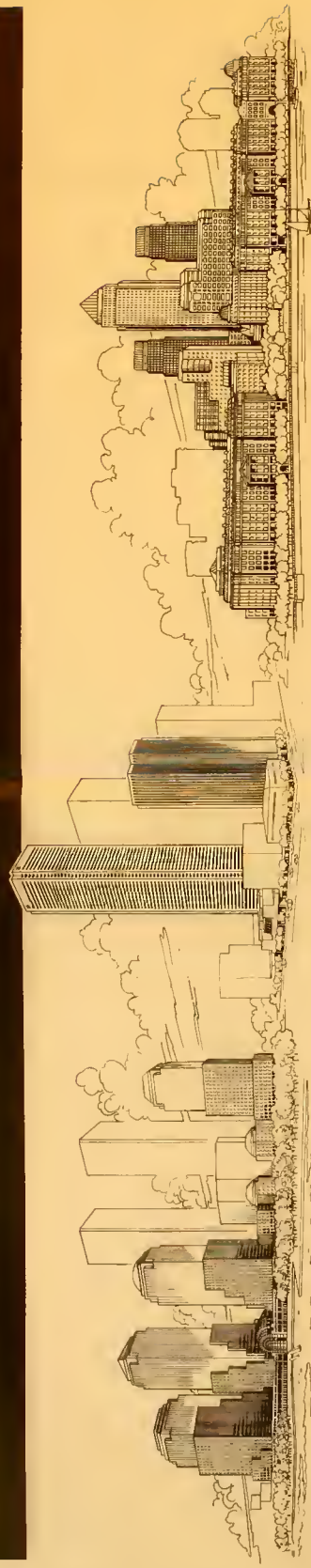
BIOTECH & OFFICE LEVEL



PARKING LEVEL



A Portfolio of International Stature

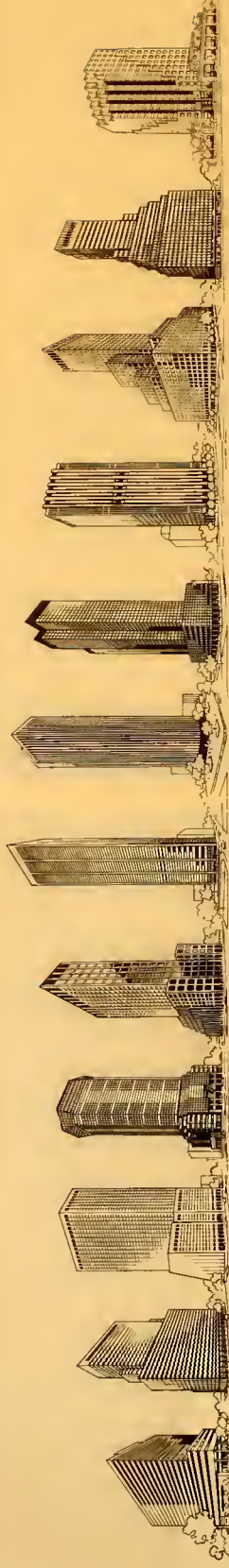


World Financial Center
New York, N.Y.

First Canadian Place
Toronto, Ontario

Canary Wharf
London, England

U S A



PdA Avenue Atium
New York, N.Y.

Two Broadway
New York, N.Y.

55 White Street
New York, N.Y.

435 Lexington Avenue
New York, N.Y.

1790 Avenue of the Americas
New York, N.Y.

One Liberty Plaza
New York, N.Y.

59 Maiden Lane
New York, N.Y.

747 Park Avenue
New York, N.Y.

125 Broad Street
New York, N.Y.

63 Broad Street
New York, N.Y.

111 Building
New York, N.Y.

Elizabetta Plaza
Brussels, Belgium

One Liberty Square
Boston, Massachusetts

One Financial Plaza
Springfield, Massachusetts

One Corporate Center
Hartford, Connecticut

One Commercial Plaza
Hartford, Connecticut

Exchange Plaza
Boston, Massachusetts

Olympic Centre
Chicago, Illinois

1999 Bryan Street
Dallas, Texas

Alco Tower
Dallas, Texas

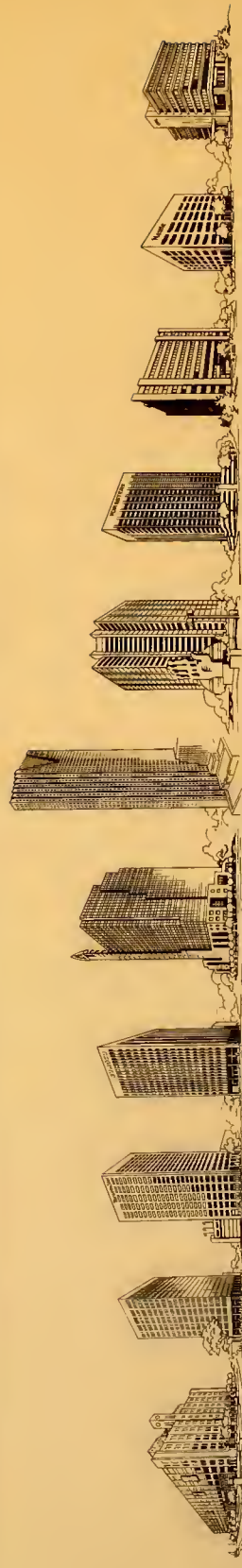
400 Z. Nepe Street
Los Angeles, California

World Savings Centre
Los Angeles, California

Wells Fargo Center
San Francisco, California

Executive Plaza
Portland, Oregon

C A N A D A



Queen's Quay Terminal
Toronto, Ontario

Global Plaza
Toronto, Ontario

Toronto Sky Building
Toronto, Ontario

Spencer Building
Toronto, Ontario

5100 Yonge Street
North York, Ontario

Scotiabank
Toronto, Ontario

Ancora Centre
Toronto, Ontario

Executive House
Mississauga, Ontario

Imperial Building
Don Mills, Ontario

North Building
Don Mills, Ontario

Ontario Federation of Labour
Don Mills, Ontario

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