

**OUTER HARBOR REDEVELOPMENT**

BUFFALO, NEW YORK

OCTOBER 29, 2004

CIMINELLI DEVELOPMENT CO.  
THE JERDE PARTNERSHIP  
O & Y ENTERPRISE  
URBAN ENGINEERS



# TABLE OF CONTENTS

COVER LETTER **1**

DEVELOPMENT TEAM INFORMATION **2**

CIMINELLI DEVELOPMENT CO.

O & Y ENTERPRISE

THE JERDE PARTNERSHIP

URBAN ENGINEERS

TEAM MEMBER BIOS

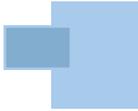
CONCEPTUAL SITE DESIGN **3**

FINANCIAL COMPONENT **4**



section one

## COVER LETTER



October 29, 2004

Mr. Peter Burke  
NFTA Property Manager  
Niagara Frontier Transportation Authority  
181 Ellicott Street  
Buffalo, NY 14203

Dear Mr. Burke:

Ciminelli Development Company, Inc., together with our team members, O & Y Enterprise, The Jerde Partnership, and Urban Engineers, is pleased to submit our response to your Request For Proposals for the Outer Harbor Redevelopment Project. Please note that this team compilation represents a slight change from our original team; Millennia has elected to transfer their interest in the project to O & Y Enterprise and provide design services only through The Jerde Partnership. All parties view the change as a positive one that will enhance the scope of design and development capabilities and bring an international mixed-use project expertise to the team. As per the RFP, all related information about O & Y Enterprise, a description of their role on the team, and resumes of their project team members are included in the response. There will be future additions to our team, i.e., legal counsel, a local architectural representative, etc., but be assured that they will be few, and will be of the same high caliber as the rest of the team.

Our approach to the project is to develop a dense, mixed-use creative community that represents:

- Buffalo's appreciation for its location on Lake Erie;
- The City's kinship with the rich arts and cultural community that has been an integral part of its history;
- The vision for a waterfront future that incorporates accessibility, vitality, diversity, and practicality; and,
- An economically successful redevelopment that will benefit the community, the NFTA, and the project team.

Our response describes our concept in detail, and presents a scenario in which Buffalo's past greets its future in a unique and innovative manner.

Our team has the depth and experience to bring this concept to fruition and introduce a new energy to Buffalo's waterfront. Especially with the addition of O & Y Enterprise, we have an outstanding combination of local expertise and international market reach required to implement an innovative concept of this magnitude.

We look forward to the opportunity of working together with the NFTA, the City, and the community on this project.

Very truly yours,  
Ciminelli Development Company, Inc.

Paul F. Ciminelli  
President and CEO

Enclosure





## section two

DEVELOPMENT TEAM  
CIMINELLI + O & Y + JERDE



**Ciminelli/O &Y Enterprise/The Jerde Partnership  
Outer Harbor Redevelopment Project  
Development Team**

As mentioned in the cover letter, our development team has been adjusted slightly to best accommodate the design and development concept we are putting forth. Ciminelli will act as developer, partnering with O & Y Enterprise of Toronto as co-manager of the development, and The Jerde Partnership of Los Angeles as design partner. Each brings with them years of experience in all aspects of the commercial real estate industry.

O & Y Enterprise is one of Canada's leading third party commercial real estate management companies, delivering management and leasing services to over 40 million square feet of office, retail and industrial properties throughout Canada.

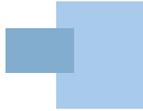
The Jerde Partnership has designed and planned communities all over the world, with their core business functions being architecture, urban planning, and landscape design. Their philosophy of "great places have lasting value" speaks directly to the Outer Harbor's redevelopment, and complements the mindset established by the entire team.

Specific information on each of the three key team members follows, along with an organizational chart depicting the team's structure. The same information can be supplied for the remaining team members (engineering, legal, local architect) upon request.



## TEAM INFORMATION

CIMINELLI DEVELOPMENT CO.



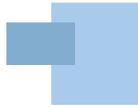
As a full-service real estate company, Ciminelli Development's multi-disciplined team of planners, builders, marketing and property managers, in conjunction with architectural and engineering consultants, provides all of the skills necessary to take any project from initial concept to successful completion.

Our services include:

- Development Services
- Construction Management
- Interior Construction Management
- Property Management
- Facility Management
- Asset Management
- Tenant Representation
- Project Restructuring
- Third Party Representation
- Third Party Consulting

Since 1981, Ciminelli Development has worked to enhance the region through our commitment to Western New York, its businesses, communities and residents. We have built our success by making customer satisfaction our guiding philosophy. Our goal is to produce quality facilities and then render superior service, providing a first class home for their occupants -- whether Class-A, flex, medical, industrial, or retail space. At Ciminelli Development Company, we don't make real estate transactions, we make real estate relationships -- ones that last, continue to grow, strengthen and improve over time.





Though the scope of Ciminelli Development Company's services is broad in nature, the term "Development Services" captures the essence of what our business is all about. Ciminelli offers a wide range of services, from strategic planning, site selection assistance and municipal approvals, to planning and Design/Build, to construction management and project management services and property and facility management. These services can be utilized as an entire project package or as individualized services, depending on your needs. As a developer and a construction manager for our own extensive portfolio and many third party clients, Ciminelli is in a unique position to evaluate alternatives and save clients design and construction dollars through value engineering. As a project manager, we can coordinate all aspects of the project, from the general contracting to the interior design. Through our team approach and working closely with our clients, Ciminelli brings the following strengths to all construction and project management jobs:

- Extensive experience in project planning enabling Ciminelli to implement cost saving measures through innovative approaches.
- Attention to detail through weekly formal reviews with your project team, addressing issues such as exterior building design, interior layout including all HVAC and mechanical systems and furniture and equipment requirements.
- The ability to complete a project in the shortest practical time frame.
- Diversity of approach and flexibility of contracting methods.

Among the areas of expertise that are encompassed within Ciminelli Development Company's development services are:

#### PRE-CONSTRUCTION PHASE

- Create key event development schedule, and assist in implementing and integrating all components including:
  - needs and constraints
  - site permits and approvals
  - environmental permits and approvals
- Assist site consultants in due diligence of site, i.e., environmental, traffic, soil testing. Determine cost implications, if any, with current site condition.
- Investigate and procure all possible Public incentives, i.e. ECIDA, utility programs
- Assist legal counsel in closing of property
- Provide resource allocation and management, including assistance in the selection of:
  - architectural firms
  - environmental consultants
  - engineering firms
  - contractors
  - special consultants
- Coordinate entire design and engineering process in weekly meetings with you, including:
  - Project goals, i.e., customer image, growth, visibility, maintenance expense
  - Project cost
  - Develop preliminary budget
  - Site plan design - image of the building - maximize visitor parking, minimize travel distance to entrance
  - Floor plan design - efficient, functional, and flexible design that presents your





#### MUNICIPAL APPROVALS

While the design development process is being affected with the general contractor and the architect, Ciminelli will be addressing the site plan approval and all municipality approvals and concerns. This can be a tedious process, but one that need not affect the timing of the project. Ciminelli's extensive experience in this area can assure you of a timely process, with relatively little of your company's involvement necessary.

#### CONCEPTUAL BUDGETING

CDC will generate a conceptual estimate of your project during the schematic phase as an economic model. This line item estimate-based on design criteria and historical cost data-will serve as a budget parameter guide for the entire development team. In lieu of a bottom line target, the various design disciplines will have item targets to guide their area of expertise and responsibility.

#### DESIGN DEVELOPMENT GUIDANCE

CDC will schedule and attend regular meetings with the architect and engineer during the conceptual and preliminary design to advise and decide on: (1) site use and improvements; (2) selection of materials; and (3) building systems and equipment. We will provide recommendations and decisions on construction feasibility's including (1) availability of materials and labor; (2) time requirements for installation and construction; (3) factors relating to cost as in: preliminary budgets; alternate designs; materials; and operating economics. We will provide expert input to you and the design team regarding cost efficient and practical operating systems. We will recommend proper design of lighting, acoustical, HVAC and other critical systems.

#### COST ESTIMATING AND VALUE ENGINEERING

CDC will prepare a project cost report, as soon as major project requirements have been identified, for the Owner's approval. We will then establish the project construction budget. We will update and refine this report as the design team proceeds with the development of drawings and specifications. We will advise you and the architect when, if at any time, it appears the project construction budget may not be met. We will make value-engineering recommendations for cost effective budget reductions. Throughout the design phase, construction systems specialists and cost estimators will propose and evaluate alternative building systems. Considerations will include both initial and life cycle costs.

#### CONSTRUCTION MANAGEMENT PLANNING

CDC will develop a master schedule that coordinates and integrates the Owner's activities and the architect's design efforts with construction schedules. We will develop a detailed design phase schedule with milestone dates.

We will prepare an analysis of alternative contracting procedures, including cost and schedule impact, coordinated with the project opening date requirements.

We will update the project time schedule, incorporating a detailed schedule for the construction operations of the project. We will provide and schedule occupancy requirements showing portions having occupancy priority.





#### DESIGN DOCUMENTS

CDC will assist preparation of the documents throughout the design phase by reviewing for clarity, consistency and completeness. Particular emphasis will be given to constructability to minimize change orders in the construction phase. Our recommendations will be incorporated in the documents, and written narratives will be provided.

We will make recommendations regarding construction approaches that may utilize phased construction and dividing the work into cost effective bid packages, showing their impact on the overall construction management's plan.

#### CONSTRUCTION PLANNING & SCHEDULING

CDC will recommend for purchase and expedite the procurement of long lead items to insure delivery by the required dates.

We will review document preparation to assure adequate provisions for temporary facilities as well as analyze pre-buying materials to protect prevailing market pricing. We will provide a schedule of events for the design development phase.

#### BIDDING & CONTRACTING

CDC will undertake the division of work in the drawings and specifications to facilitate the bidding and awarding of contracts.

We will analyze and direct letting of trade contracts to allow for phased construction, taking into consideration such factors as time performance, availability of labor, or overlapping trade jurisdictions. We will review drawings and specifications to eliminate areas of conflict and overlapping in the work to be performed by various contractors.

We will place a special emphasis on telephone contact with qualified potential bidders, distribute and collect questionnaires, resulting in a pre-qualified bidders list. We will solicit, receive and analyze competitive bids, reviewing them with you and the architect prior to contract awards.

#### PERMITTING

CDC will identify all applicable permitting agencies and permits that must be secured for the project. We will determine if any required permits can be segmented in areas such as utility, foundation, structure, etc., to expedite construction.

We will research, verify current permitting and approval time and coordinate and include these realistic times in design development schedules and long lead procurement schedules.

We will provide estimate of fees associated with each permit to be paid directly by You or pay said fees directly for reimbursement in accordance with the contract.

### CONSTRUCTION PHASE

#### PROJECT MANAGEMENT

During the Construction Phase, the Project Manager is CDC's prime administrative person on the project. He will assist the architect and other consultants in the Construction Phase of their contracts. He will enforce contract specifications, facilitate document interpretation, and provide leadership in problem solving. The Project Manager will continuously communicate with all project participants and follow up to insure all issues are resolved and properly documented. He works in partnership with the project superintendent to insure logistical and information needs are met consistent with the schedule.





The following is a partial list of additional Project Manager functions provided:

- Administer Contracts
- Assist in obtaining building permit
- Chair on-site meetings, disseminate meeting minutes, and assign responsibilities and timeframes for completion of tasks
- Maintain document clarification procedures
- Facilitate development of construction schedule
- Establish & monitor purchase log
- Initiate & monitor safety programs
- Establish schedule of values
- Projection of cash flow
- Provide monthly billing
- Monitor cost control & project accounting
- Control change orders
- Monitor quality control

#### 100% on site Project Supervision

The full time CDC superintendent will provide all supervision and coordination of construction activities. Working in tandem with the Project Manager, the superintendent performs the following functions:

- Placement of on-site facilities
- Project security
- Monitor and maintain daily log
- Coordination of on-site meetings
- Monitor and maintain cost codes
- Monitor job costs
- Monitor material costs
- Coordinate all on-site activities
- Assist in the design and implementation of schedule
- Monitor project safety
- Identify work scope changes
- Maintain subcontractor relations
- Set and monitor quality standards

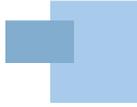
#### PROJECT SCHEDULING

In preparing an accurate, useful and comprehensive construction schedule, all CDC team members associated with this project will pool their experience and expertise in analyzing all basic construction components. The schedule is prepared addressing all identifiable issues including: (1) a project time schedule that coordinates and integrates the architects design efforts with construction schedules; (2) realistic activity sequences and duration; (3) proper allocation of labor and materials; (4) adequate time to process shop drawings and samples; and (5) priorities on delivery of products requiring long lead time procurement.

We will analyze each component for quality, degree of difficulty, sequential position in the cycle and logistical consideration. We will then prepare a schedule that is tied into the project calendar and an activity calendar for each contractor.

The key to successful scheduling is anticipation. For proper planning, CDC utilizes the schedule to anticipate potential delays weeks in advance, thus providing ample time to develop a solution.





#### PROJECT CONTROL

CDC will monitor the work of the contractors and coordinate the work with the responsibilities of all building team members. This is done to insure that the project is completed in accordance with the owner's objectives regarding cost, time and quality. We will provide general direction of the work and progress of the contractors in the project. We will establish on-site organization and lines of authority, as well as coordinate the procedures of all the building team members. We will schedule, and conduct progress meetings twice per month as construction progresses. We will review schedule for work not started or incomplete and recommended adjustments in the schedule to meet the predicted completion date. We will provide summary reports of each meeting and document all changes to the schedules.

#### PROJECT PROGRESS

Weekly digital progress photographs are provided to you, along with access to Ciminelli's internet "webcam" for the project (image updated every 60 seconds).

#### COST CONTROL

CDC will develop and monitor an effective system of project cost control. We will revise and refine the initially project construction budget, incorporate approved changes as they occur and develop cash flow reports and forecasts as needed. We will also identify variances between actual and budgeted or estimated costs, and advise the owner's and make recommendation of revisions whenever the projected costs exceeds budgets or estimates. We will develop and implement a system for the preparation, review and processing change orders.

#### TESTING & INSPECTION

CDC will, if required, select and retain professional services of a surveyor, testing laboratories and special consultants, and coordinate these services. In addition, CDC will inspect the work of contracts for defects and deficiencies in the work and oversee remedial work.

#### PROJECT SAFETY

CDC has one of the best safety records within the local construction industry. We will maintain a strict project safety program, which will be closely monitored by our safety consultant, project manager, and superintendent. CDC will review safety programs of each contractor and make appropriate recommendations.

#### DOCUMENT INTERPRETATION

CDC will refer all questions for interpretation of the documents prepared by the architect to the appropriate party and mediate any claims against these interpretations. Questions will be entered into a Request for Information Log Report.

#### SHOP DRAWINGS

CDC, in collaboration with the architect will establish and implement procedures for expediting the processing and approval of shop drawings and samples. These will be entered on a Submittal Log Report.

#### PROJECTS REPORTS AND SITE DOCUMENTS

CDC will record the process of the project and submit written progress reports to You, including information on prime contractor's work, and the percentage of completion. We will keep a daily log, which serves as the project's on-site history.

We will also maintain at the site, on a current basis, records of all necessary contracts, drawings, samples, purchases, materials, equipment, maintenance and operating manuals and instructions and other construction related documents, including all revisions. At the completion of the project, we will deliver all such records to You.





#### CONTRACT ADMINISTRATION

CDC's Project Manager will administrate all contract modifications to the contract documents. He will process all changes of contract required by the architect, Owner, suppliers, and contractors. We will verify scope changes and submit a cost breakdowns for these changes. We will amend contracts to reflect approved changes. We will track expenses on contract allowances as well as provide a summary of all job costs generated by contract modifications.

#### PROJECT CLOSE-OUT

CDC will determine substantial completion of the work and provide in a timely manner a list of incomplete or unsatisfactory items and schedule their completion. With the owner's representative, direct the checkout of utilities, operation systems and equipment for readiness and assist in the initial start-up and testing by contractors. We will determine final completion and provide written notice that the work is ready for final inspection. We will secure and provide all keys, manuals, record drawings, and maintenance materials.

#### BUILDING TURNOVER/ORIENTATION

It is imperative to us that every project turnover is coordinated in an efficient and effective manner. Ciminelli is committed to providing you with a complete orientation on all building system functions. In addition, we will assist you in the coordination of a signage program for the building, and any public events, i.e., groundbreaking ceremony, "topping off," grand opening reception.





We have developed, owned or managed over 7.5 million square feet of commercial, industrial, and retail space in New York and Florida, bringing integrity and innovation to every project. Our experience has been gained firsthand from our own development projects, including:

- Premier Corporate Center, Tampa, FL -- Class-A office park
- Centerpointe Corporate Park, Williamsville, NY -- 63-acre, Class-A commercial & residential flagship park
- Village Park Business Center, Williamsville, NY -- 40-acre, Class A office park including 140,000 SF Remarketing Services of America Headquarters
- Park Club Lane, Williamsville, NY -- 40-acre park that includes \$80 million HSBC Bank data center
- Audubon Industrial Park, Amherst, NY -- 12 mixed-use office buildings totalling over 368,000 rentable square feet
- Airport Commerce Park/Air Cargo Buffalo, Cheektowaga, NY -- 45-acre, 10-building integrated office and fulfillment center
- The Concourse Center, Cheektowaga, NY -- 467,000 SF mixed-use facility for warehouse/distribution, office needs
- The International Centre, Buffalo, NY -- 3-building restructuring project in the heart of the city adjacent to the Peace Bridge
- First Niagara Bank Administrative Headquarters, Lockport, NY -- 20-acre 76,000 SF commercial development
- Tops Markets, Inc. -- 201,000 SF corporate headquarters/1.2 million SF state-of-the-art distribution center
- Key Center, Buffalo, NY -- management of a 411,000 SF twin high rise complex
- AppleTree Business Park, Cheektowaga, NY -- Management and redevelopment of 430,000 SF office park

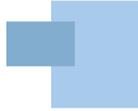




Ciminelli has over 20 years of development experience in the Western New York area, and over 40 years in the design/construction industry. As such, we have compiled an incredibly talented in-house team of individuals with diverse industry experience, ranging from finance to marketing, construction, and property management. This cross section of expertise enables us to develop every project with a multi-disciplined approach. We also have a long history of partnering with architectural and development firms on projects where these firms can bring a specific proficiency or capability that may be required, depending on the development scenario.

Included in our information are synopses of five of our most recent projects:

- [Muir Woods](#), a 300 acre mixed use development in Amherst, NY. Muir Woods, with its "Live, Work, and Play" tag line, will be an extraordinary combination of office, retail and residential development, all connected via infrastructure, bike/hiking paths, and boardwalks. The land for Muir Woods was purchased from the State of New York. Ciminelli has taken the project through an intricate series of environmental and permitting processes, and is ready to begin development in 2004/2005.
- [Village Park Business Center](#), a 40 acre Class A office Park in Amherst, NY. AT 98% occupancy, the Park consists of 230,000 square feet of office space, two fitness centers, and a full service restaurant.
- [Colvin Woods Business Park](#), a 40 acre flex office park located in the Town of Tonawanda, NY. Colvin Woods' first building was completed in 2003, and is a 61,000 sq ft office/warehouse facility built for its single tenant, John W. Danforth Co. Building Two, a 60,000 sq ft office building with expansion capabilities to 90,000 sq. ft., is scheduled to be completed by the end of 2004 and will be occupied by a single user.
- [Lundy's Lane](#), a 33 acre parcel in Niagara Falls, Ontario, Canada. Initial concept plans include a 60,000 square foot self storage facility, 400 residential units, two 110-120 room hotel operations and 20,000-30,000 square feet of commercial space. We are confident that the result will be an environment that will stimulate jobs, add necessary inventory to the housing market, and provide significant tax revenues to the municipality and the Niagara region.
- [Seneca Place on the Commons](#), a brand new, 175,000 sq. ft. mixed-use complex to be located in the heart of downtown Ithaca, New York. Situated at the corner of Tioga and E. Seneca Streets, the 9-story facility will be home to 100,000 sq. ft. of Class A office space, a 104-room Hilton Garden Inn, and ground floor retail space. Cornell University will be the anchor tenant, occupying approximately three floors of the office space. Construction on the new complex began in late 2003, with completion due in early 2005.



Muir Woods  
AMHERST, NY



### MUIR WOODS

*Amherst, New York*

- 326 acre integrated live, work and play community
- Direct access from thruway interchange
- Single-story flex office buildings with efficient designs, large floor plates, and high visibility are ideal for research & development, science technology, and light assembly
- Prestigious Class-A Corridor ideal for corporate headquarters, regional offices or any business looking to make a great impression
- 130 acres of open space including a natural lake, board walks and trails
- Village Center to feature restaurants, shops and other conveniences



Village Park Business Center  
WILLIAMSVILLE, NY



Village Park

### VILLAGE PARK BUSINESS CENTER

*Williamsville, New York*

- Thriving business park situated in the heart of Amherst's central business district.
- Three Class-A one and two story building's planned ranging in size from 50,000-150,000 square feet.
- Prominent existing tenant base.
- Park amenities include a full service restaurant, a state-of-the-art fitness center, and courtyard.
- Traffic light at entrance provides easy in and out to Main Street.
- Future plans include through access from Sheridan Drive.





### COLVIN WOODS BUSINESS PARK

*Town of Tonawanda, New York*

- 40-acre industrial/flexible office complex.
- 13 single story buildings totalling up to 400,000 square feet.
- Located adjacent to I-290 and minutes from four international bridges.
- Preserved wooded areas buffer area and create natural setting.

COLVIN WOODS BUSINESS PARK  
TOWN OF TONAWANDA, NY



### LUNDY'S LANE

*Niagara Falls, Ontario*

- \$11.5 million (CN) acquisition of 30 acre parcel
- Total development cost of project projected to exceed \$60 million (CN)
- Days Inn hotel, Denny's Restaurant, Dairy Queen and miniature golf facility currently on 5 acre developed portion
- Self storage operation, condominium development, and hotel and retail site under development on remaining parcel

LUNDY'S LANE  
NIAGARA FALLS, ONTARIO



### SENECA PLACE ON THE COMMONS

*Ithaca, New York*

- \$40 million public/private initiative involving Cornell University and the City of Ithaca
- Brand new, 175,000 sq.ft. 9-story mixed use complex.
- 90,000 sq. ft. of class "A" office space.
- Completion set for Summer 2005.
- Cornell University as the anchor tenant.
- 110 room Hilton Garden Inn.
- Project completion scheduled for June 2005.

SENECA PLACE ON THE COMMONS  
ITHACA, NEW YORK





## COLVIN WOODS BUSINESS PARK

DELAWARE AVENUE AND COLVIN BOULEVARD



In 2004 Ciminelli Development Company commenced construction of the Colvin Woods Business Park - one of the newest flex office parks in the Town of Tonawanda. Colvin Woods Business Park is located on a 40-acre site situated along the south side of the I-290 between Colvin Boulevard and Delaware Avenue. Within minutes of all areas of Western New York, as well as four international border crossings, strategic location of the Park conveniently places it a few short miles from the Niagara Falls Boulevard retail corridor and the Sheridan Drive business district. Out-of-state and overseas visitors will have a short 15-minute drive from the Buffalo Niagara International Airport to the Park.

Highly visible and prominent signage facing the I-290 marks the Park's location making it easily identifiable. Access to the Park is via a proposed road to be constructed from Colvin Boulevard along the northern boundary of Kenney Field. NFTA bus stops, which are conveniently located directly in front of the Park, provide another point of entrance for both employees and customers.

Colvin Woods Business Park lives up to its name with its beautifully preserved and naturally wooded surroundings. Add this to the Ciminelli standard of meticulously maintained landscaping, and it becomes more than just a business park. The land is ideal for outdoor lunches, walking or running, and even an occasional company picnic.

The project is expected to include up to 10 single-story flex office buildings, totaling nearly 400,000 square feet developed over a six to ten year period. These buildings will be used as office, warehouse or flex space. Each building will be equipped with the latest in technology to make it easily adaptable to any business need.





## MUIR WOODS -- LIVE, WORK AND PLAY



The Buffalo Niagara area's emergence as a leader in the technology-driven New Economy has positioned the region as a prime location for new economic development. Our improved climate for doing business and the momentum it has created has imposed the need for large, shovel ready sites that can accommodate business in an ever-evolving corporate environment. Today's businesses look for more than just a building in which to operate. There is now a demand for more integrated surroundings; for strategically located, mixed use communities where people can "live, work, and play."

Ciminelli Development's newest development, Muir Woods, addresses that demand. Situated on a 330 acre parcel of land in a prime location in Amherst, New York, the high profile site offers its tenants, visitors and surrounding neighborhoods a complex unlike any other in Western New York.

**LOCATION.** Bordered by Sweet Home, Dodge and North French Roads, Muir Woods' main entrance will be situated directly off of the New York State I-990, making it the most visible and accessible location in Western New York. John James Audubon Parkway, which enters Muir Woods at the Interstate, provides a direct link to the University at Buffalo and its educational and technological resources. Downtown Buffalo and three international border crossings are all within minutes of Muir Woods. In addition, the I-90, I-290, I-190, and the Buffalo Niagara International Airport are immediately accessible, making the site easy to get to from all areas of the region.





## MUIR WOODS -- LIVE, WORK AND PLAY, CONT.

**THE VISION.** Initial plans for the park incorporate the natural surroundings of the site to create a setting that is environmentally friendly, comfortable, and productive. Envisioned as a self-contained community, Muir Woods' preliminary master concept plan calls for large development "clusters" separated by an abundance of existing greenery and water features, and connected by boardwalks, trails and walkways. The incorporation of passive and active recreation, along with a diverse commercial and residential component, de-emphasizes the need for automobiles. It creates a truer sense of community for those who use it for business or pleasure. This innovative plan encourages public access and distinguishes Muir Woods from more traditional and conventional land planning models.

**USES.** Because of the size and layout of Muir Woods, the site can accommodate large, single tenant facilities such as a corporate headquarters (either single or multistory), or smaller office operations. Zoning also allows for light distribution and research and development facilities. All buildings constructed at Muir Woods will be of high quality and, consistent with the Ciminelli Development brand, meticulously maintained. Each will be designed to complement and enhance the natural surroundings of the site as well as the other components of the complex. As the new community of Muir Woods evolves over the next ten to fifteen years, it will emerge as the "natural place to live, work and play."

**WEBSITE.** For more information on Muir Woods please visit our website at [www.liveworkandplay.com](http://www.liveworkandplay.com)





ITHACA, NEW YORK

Ciminelli Real Estate Corporation is pleased to introduce **Seneca Place on the Commons**, a brand new, 175,000 sq. ft. mixed use complex to be located in the heart of downtown Ithaca, New York. Situated at the corner of Tioga and E. Seneca Streets, the 9-story facility will be home to 100,000 sq. ft. of Class A office space, a 104-room Hilton Garden Inn, and ground floor retail space. **Cornell University** will be the anchor tenant, occupying approximately three floors of the office space. Construction on the new complex began in late 2003, with completion due in early 2005.

The new complex, to be constructed of brick, glass and other aesthetically pleasing materials, is adjacent to The Commons, Ithaca's pedestrian mall, and the site of a bustling business and retail corridor. The design and materials to be used were selected specifically to establish a visual presence sympathetic to the urban context of its surroundings.

The mixed use facility will feature a fitness center, in-building catering, and meeting facilities, all available to building occupants. The available office space (approximately 21,000 sq. ft.) is located on the 5th floor and is highlighted by several areas of floor-to-ceiling glass and a large open floor plate. The space is ideal for a professional office environment, and can be subdivided to accommodate multiple tenants.

The available ground floor retail space (approximately 8,300 sq. ft.) has either E. Seneca Street exposure, or can be situated on the corner of Tioga and E. Seneca Streets, offering exposure on both avenues. This intersection is one of the busiest in Ithaca and offers exceptional visibility. External and internal entrances will be constructed for the retail spaces. In addition, a restaurant that is open to the public and to all tenants will be included on the ground floor.

Ciminelli Real Estate Corporation is the exclusive leasing agent for the project.





VILLAGE PARK BUSINESS CENTER  
6390-6460 MAIN STREET,  
WILLIAMSVILLE, NEW YORK 14221

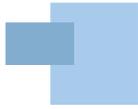
Village Park Business Center, located at 6390-6460 Main Street in the Village of Williamsville, combines excellent visibility and the latest technology for a cutting-edge research and development campus with a prominent address. Village Park is an ideal business address for the discerning company looking for more than just state-of-the-art space. With its close proximity to the Buffalo Niagara International Airport and NYS Thruway system, the Park offers easy access for both employees and clients.

A full-service restaurant offers lunchtime convenience for employees and visitors. A state-of-the-art fitness facility offers four treadmills, two recumbent bicycles, two elliptical cross-trainers, a universal gym and a full range of free weights. In addition, the Park is just minutes away from the Main Street shopping centers and the Transit Road retail corridor, not to mention restaurants, service stations and post offices.

At the entrance to Village Park, visitors and employees are greeted by a stately clock tower, which introduces the "campus" concept. The entrance from Main Street is subtle and graceful as a unique cobblestone driveway exemplifies the attention to detail evident throughout the Park. A prominent monument in the entry median adorns the entrance and bears the Park's name, making it recognizable to traffic traveling both eastbound and westbound on Main Street. Landscaping throughout the Park is elegantly designed with an abundance of greenery and seasonal flowers, and is always meticulously maintained and cared for on a regularly scheduled basis.

Phase I of Village Park has recently been completed and includes the corporate headquarters of Remarketing Services of America, Buffalo Cardiology and Pulmonary Associates, and a single story multi-tenant building. Several new Class A facilities are being planned for Phase II of Village Park with construction scheduled to begin in the Fall of 2004.





## Lundy's Regency Arms Corp.



LUNDY'S LANE, NIAGARA FALLS, ONTARIO



In 2002, Ciminelli Development Company initiated its development efforts in Southern Ontario with the acquisition of the 30-acre Lundy's Lane parcel by Lundy's Regency Arms Corp., a partnership that includes Ciminelli Enterprises Inc., an affiliate of Ciminelli Development Company, Inc. as a major partner. Located in Niagara Falls, Ontario adjacent to the QEW, the site provides an ideal combination of location and accessibility.

The location of the site has excellent accessibility to the QEW both from Lundy's Lane and McLeod Road, and with over 3,000 feet of frontage on the QEW, will have tremendous identity. Through access will be provided directly from both Lundy's Lane and McLeod Road.

The site currently includes approximately five acres of developed land adjacent to Lundy's Lane where a Denny's, Dairy Queen, Days Inn and Miniature Golf currently operate. The initial development of the parcel will consist of a 58,000 square foot self-storage facility located at the south end of the property. Adjacent to the existing hotel and retail development, two 125-150 room, hotel sites have been planned in addition to one or two freestanding restaurants.

Three multi-story condominium buildings are planned for the remaining portion of the parcel. The development of the site will take advantage of the existing vegetation and trees, and a natural buffer will be developed for the residential portion of the project. Bounded by the QEW on the west and the Millennium Walk and hydro canal on the east, the site is self contained with the natural features of the land creating a comfortable, environmentally friendly, and secure community. While only two and a half miles away from both Niagara Falls casino, these residential units will also enjoy easy access to the downtown area of Niagara Falls and Clifton Hill tourist area.



TEAM INFORMATION  
O & Y ENTERPRISES



**Who we are.** O&Y Enterprise is one of Canada's leading third party commercial real estate management companies specializing in providing services to owners of real estate. O&Y Enterprise has expertise in all areas of development, leasing, strategic planning and property management. We provide these services to all of O&Y REIT's owned properties as well as a diverse client base consisting of financial institutions, insurance companies, major retailers and private investors. In addition, O&Y Enterprise provides advisory services to assist clients in repositioning their real estate assets to enhance their long-term value.

O&Y Enterprise offers a full range of Real Estate Development Services. We have the capability of identifying real estate opportunities and developing strategies to implement them. Our team of over 1,000 staff has a proven track record in the development and management of urban mixed-use properties, which include institutional, retail, residential, and office components. The services we provide include: Site Analysis; Financial Analysis; Concept Planning; Programming; Development Management; Leasing; Marketing; Property Management and Public Area Animation. We have integrated a development team that offers its services to a diverse client base of owners, financial institutions, public sector entities, developers and facility managers.

Members of this team have been involved with a wide-ranging portfolio of projects, both domestically and internationally. This experience assists in developing solutions with proven results. At the same time, we recognize the need to rely on local resources to solve project problems. With our extensive network, we are ably positioned to tap into the necessary resources.

Our company mission is to maximize the performance of our clients' real estate. We do that by having great people, continuously redefining our business, and through accountability. Our mission underpins everything we do and fuels our passion for going beyond service.





# SOUTHEAST FEDERAL CENTER WASHINGTON, D.C.

## MASTER PLAN



The Master Plan for this mixed-use center located in the National Capital region, integrated commercial and public components. A sense of place was defined by identifying urban experiences, giving them space and locating them on the site so that the inherent physical and historical attributes of the site were enhanced.

Incorporated into the Master Plan was an Urban Square reminiscent of the great squares of the L'Enfant Plan, making the Waterfront accessible to tenants and the community and energizing it with a lively and human dimension. A City Market linked the Waterfront by a Water Promenade, further weaving all of these elements together to create a highly memorable place. In addition to the creation of vibrant public spaces, the site incorporated first class office buildings, recreational attractions, specialty retail and restaurants and an arts and events program.





## QUEEN'S QUAY TERMINAL TORONTO, ONTARIO

### WATERFRONT REDEVELOPMENT AND RESTORATION



The former waterfront warehouse, renovated in 1983 by Olympia & York Developments Ltd. at a cost of \$60 million, included offices, luxury condominiums, a 450-seat dance theatre and 100 shops and restaurants. It was the first successfully developed commercial property on Toronto's Harbourfront and was a pioneer in both bringing private development to the waterfront and in its concept. While under O & Y Enterprise management, Queen's Quay Terminal attracted more than 2.5 million visitors annually. The environment and waterfront location created a sense of place unlike any other in Toronto. Exceptional stores, restaurants, food shops and arts and events programming, combined with grand atrium spaces and views of the harbour, contributed to the destination appeal of the center. The building won multiple awards while under O&Y Enterprise management.





# CANARY WHARF ENGLAND

## PLANNING, RETAIL DEVELOPMENT AND LEASING

Canary Wharf is among the largest commercial developments ever undertaken in Europe. The Thames River waterfront development encompasses over 12.5 million square feet of office, retail and residential with parking for 6,500 vehicles. The 250 shops located within the Canary Wharf complex reflect the cosmopolitan flavor of London. Innovative shops and restaurants line the water courts and riverside, while institutional retail services in the office towers fulfill the needs of the office tenants. Grand public spaces extend over 25 acres of squares, parks and promenades, creating meeting places and giving the project an urban setting. Canary Wharf has become the core of the new business district on the site of the old docks.



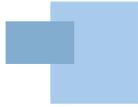
## Project Profiles

### Yerba Buena Gardens San Francisco, California master plan

Olympia & York Developments Ltd. spearheaded the Master Planning of Yerba Buena Gardens, a twenty-five acre site located on 3½ blocks in downtown San Francisco. Members of the team are now part of the O&Y Enterprise team. The complex also houses the Moscone Convention Center. The program was based on a mixed-use concept which includes offices, hotel, specialty retail and restaurants, sports club, parking and residential. An important component of the program was an Entertainment Complex.



The development of public areas and plazas, both internal and external, was an integral part of the planning, creating a strong sense of 'people place'. Crowning the development is 6 acres of public gardens, including a series of outdoor gardens built over two subterranean facilities. The gardens include designated areas for cultural and entertainment events, a classical Chinese garden and a sculpture garden. The complex also incorporates the Yerba Buena Center for the Arts, presenting visual and performance arts as well as educational programs.



## EXHIBITION PLACE TORONTO, ONTARIO

### PROGRAM AND CONCEPTUAL PLAN

O & Y Enterprise was retained to work with Staff from the City of Toronto Urban Planning and Development Services and Staff from Exhibition Place to develop a conceptual program and site plan for the site.

Numerous previous studies to identify potential development sites and guidelines for the area had failed to provide specific examples of uses that would personify the appropriate development types for the site. O&Y's mandate was to develop a set of definitive Planning and Development Objectives and a 'Menu of Potential Uses' that complied with these Planning and Development Objectives. The purpose of the Menu of Uses was to assist Staff in identifying potential uses and operators for the site as well as providing more concrete qualifiers in assessing development proposals, especially those that were unsolicited.

A Structure Plan was simultaneously developed by the City of Toronto Urban Planning and Development Services, with O&Y creating the scope of work, to address public open space; pedestrian connections; streets; transit; and views, view corridors and gateways. The findings were assembled in a presentation booklet and the final Exhibition Place Program and Development Concept was presented to, and approved by, the Board of Governors.

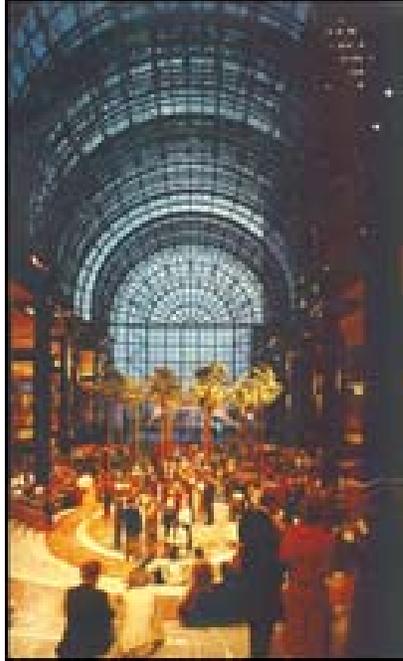


## Project Profiles

World Financial Center

New York City

Retail development and leasing



The four-tower, 7 million square foot development houses the world headquarters of Merrill Lynch, American Express, Dow Jones and Oppenheimer. It offers 90 shops and restaurants in over 500,000 square feet of retail and public space. When it opened in 1988, the Center housed well-known destination restaurants and distinctive retailers such as Barney's, Ann Taylor and Mark Cross. An extensive Arts & Events programme was also developed which draws audiences from both the immediate area and greater Manhattan.

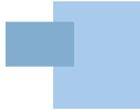
The Arts & Events programme showcases some of the world's finest visual and performing artists. These events, primarily held in the spectacular Winter Garden, have reinforced the uniqueness of this grand office and retail complex.



## O&Y Properties Experience

| <u>Role</u>  | <u>Project</u>                                | <u>Owner</u>                 | <u>Construction Value</u> | <u>Date of Completion</u> |
|--|---|------------------------------|---------------------------|---------------------------|
| Development Management, Project Financing, Design Management, Program Developing, Marketing and Leasing, Property Management | Queen's Quay Terminal, Toronto, Ontario       | Swiss Bank                   | \$60 million              | 1983                      |
| Development Management, Project Financing, Design Management, Program Developing, Marketing and Leasing, Property Management | World Financial Centre New York, New York     | O&Y (US) Companies           | \$1 billion               | 1987                      |
| Development Management, Project Financing, Design Management, Program Developing, Marketing and Leasing, Property Management | Canary Wharf                                  | International Property Corp. | \$4 billion               | Phase 1, 1992             |
| Development Management,  | Yerba Buens Gardens San Francisco, California |                              |                           |                           |
| Development Management,  | Southeast Federal Center Washington, D.C.     |                              |                           |                           |
| Development Management, Program Developing, Conceptual Planning, Marketing, Property Management.                             | Exhibition Place, Toronto, Ontario            |                              |                           |                           |





For over 25 years our 100-member urban planning and architecture firm has been obsessed with the big and little things that make the places we design different from any other places. We take a long, visionary approach to our projects, and we work hard to make them places that will improve over time. We care about making places where people love to go, creating a sense of place and identity for cities worldwide. We call this placemaking and it's what we do best.

The Jerde Partnership sees each new opportunity for what it could potentially be. We see them as possibilities, as potential economic and social engines that can transform their environments, act as catalysts for future growth, employ more people than imagined, and attract tourists in numbers far above projections. Investing in the experience of the people who will come to a place can deliver astounding results. We believe that the more you put into the experience, the more you get out, and then some.

We are experience architects who care about different things than traditional architects do. Therefore, it's no surprise that no one else does what we do. Our unique approach develops very successful strategies and solutions, utilizing existing conditions to create authentic, magical places that create a compelling vision for an existing environment. After all, it is the experience, the memories, and the feelings that people have for a particular place that they can't get anywhere else that draws them back to the places they love. This is a balance of the expected and the unexpected, a certain magnetism that keeps them coming back again and again.

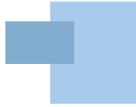
We practice a co-creative working method, which encourages collaboration on a global scale. Working collectively with our internal staff and other design professionals as a cohesive team, our co-creative process generates a fusion, a balance between the leadership, skill and instinct of an individual creator, and the shared vision of a collective force. We believe this philosophy brings out the best from our team members to improve and expand the vision we bring to each project.

Our professional services are developed in detail for each specific project based upon the individual needs of the project and our client's requirements. And we encourage our clients to dream about the things they really want. We are very experienced in working together with large and diverse teams of creative professionals to respond to issues, working toward achievement of a common big idea, and successfully providing a solution to make the ordinary, extraordinary.

The Jerde Partnership's portfolio spans the globe. Our design expertise includes a multitude of project types: mixed-use, master planning, urban revitalization, retail/entertainment, casino resorts, hotels, and landscape design. In the years since Jerde was commissioned to design its first project, more than 60 Jerde-designed places have opened in 64 cities in 19 countries on five continents; with five more scheduled to open before the end of 2004.

The Jerde Partnership will continue to create unique and legendary places that inspire and engage the human spirit on a global scale, that host memorable and lasting experiences, that attract millions of people and produce astounding results. After all, it is the experience that makes the place.





Included in our information are the following relevant projects:

[The Gateway](#)

Millennia Associates came up with a plan to transform a lifeless site into, The Gateway, the largest redevelopment project in Salt Lake City's history. The Gateway is a 30-acre; three block mix of housing, office, retail, entertainment and cultural venues.

The redevelopment plan reused a historic, long vacant Union Pacific depot located on a brownfield site adjacent to downtown. Design to construction was four years. The project attracted a new caliber of retail tenant to the area (60 % are new to the state of Utah), added quality housing and triggered a revitalization of downtown visitors to dine, shop or seek entertainment.

The program created downtown housing alternatives, redeveloped a historical icon, created cultural venues (planetarium and children's museum) and added parking capacity to facilitate additional downtown visitation.

The project attracted one million visitors the first month and housed NBC studios during the 2002 Olympics. \$20 million in sales taxes and \$5 million in annual real estate taxes increased City and local tax revenues annually. The project has directly or indirectly generated 6,000 new jobs.

This private development reconnected Salt Lake City and reversed declining commerce in the downtown core. The creative and purposeful vision delivered value maximizing the use of the city's redevelopment resources while using private funding to minimize public risk and eliminate the need for public debt.

[Sacramento Gateway at the Railyards](#)

The Sacramento Gateway at the Railyards is another example of reinvigorating a downtown environment while creatively addressing the needs of many diverse local interests. As in Salt Lake, the core issues are creating an overall integrated design that fits well with the surrounding Cityscape, curing environmental contamination, providing an economically viable setting for retail, office, residential and lifestyle tenants.

Competing schemes from other entities proposed venues, which required public bond financing. Millennia's scheme was primarily private investment. This was important, as California has suffered budget deficits. Any redevelopment project in Sacramento would not be able to rely on supplemental public financing.

The project is currently in the public entitlement process, which is expected to last 12 to 18 months. This project will provide the City with a landmark project that will serve future social and economic growth. By attracting millions of visitors annually, the project will reinvigorate the downtown area, substantially improving revenue to the City and downtown merchants. The design, which incorporates an efficient and viable intermodal transport center, will transform a marginal and heavily polluted brownfield site into a highly attractive, people-oriented redevelopment project and an expansion of the downtown core.



## THE GATEWAY

Salt Lake City was losing commerce and housing to the suburbs. That's when Jerde came up with the idea to convert Union Pacific's historic depot and abandoned rail yard into a 24-hour district in the heart of the city. Designed to bring activity back to the downtown core, The Gateway is an urban street lined with two levels of retail, entertainment and cultural facilities with upper-level housing and office space. The street connects to existing circulation patterns, anticipating infill development that will result in a vibrant, two-mile loop. The success of The Gateway's approach is clear. The project attracted a different caliber tenant, many of whom were new to the city or state. In their first month, many of the retailers broke sales records. Today they are still exceeding projections.

|                      |   |
|----------------------|---|
| LOCATION             | Salt Lake City, UT  |
| CLIENT               | The Boyer Company   |
| PROJECT TYPE         | Mixed use   |
| JERDE RESPONSIBILITY | Design architect  |
| SITE AREA            | 30 acres  |
| TOTAL BUILDING AREA  | 3.2 million square feet   |
| PROGRAM              | Residential<br>Office<br>Cultural<br>Retail<br>Entertainment<br>Parking |



**LA CITTADELLA** is the new heart of Kawasaki Japan and the first step toward rejuvenating the surrounding area. The site of the city's famous and newly relocated Club Citta, La Cittadella combines dining, shopping, cinema and nightclubs into a new place that will define the urban experience for residents and visitors. La Cittadella features a gently sloped hillclimb circulation that carries visitors effortlessly from the street level, past cafes, shops and restaurants to the upper-level entertainment district. The cascading design is layered with landscaped terraces, bridges and stepped gardens along with rich colors and textures. Organized into three districts that create round-the-clock activity, future phases of the project include additional retail and plans for a 14-level residential tower. In addition to meeting developer Kawasaki Misu's goal to create a new and better image for the property and add fresh energy and vigor to the city through entertainment and culture, La Cittadella fulfills the city of Kawasaki's urban design plan to create projects that beautify and define the amenities within its urban space.

|                             |   |
|-----------------------------|---|
| <b>PROJECT NAME</b>         | La Cittadella                                     |
| <b>LOCATION</b>             | Kawasaki, Japan                                   |
| <b>CLIENT</b>               | Misu Entertainment Inc.                           |
| <b>PROJECT TYPE</b>         | Mixed use   |
| <b>JERDE RESPONSIBILITY</b> | Design architect                                  |
| <b>SITE AREA</b>            | N/A   |
| <b>TOTAL BUILDING AREA</b>  | 58,600 m <sup>2</sup>                             |
| <b>PROGRAM</b>              | Retail<br>Entertainment<br>Residential<br>Parking |

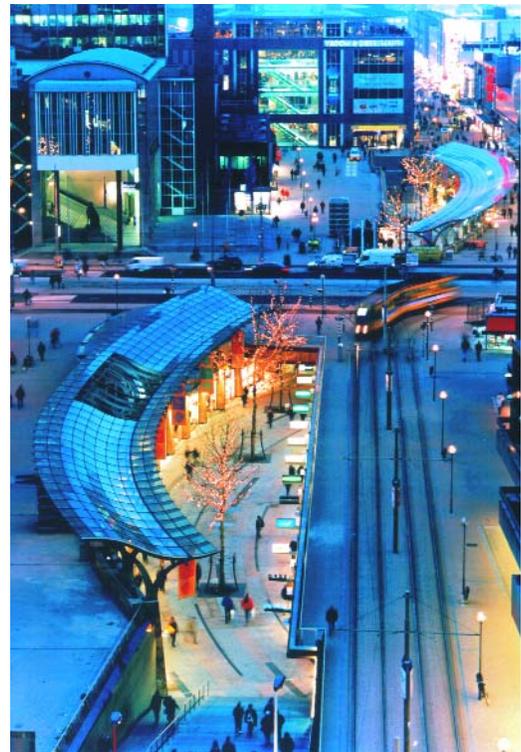
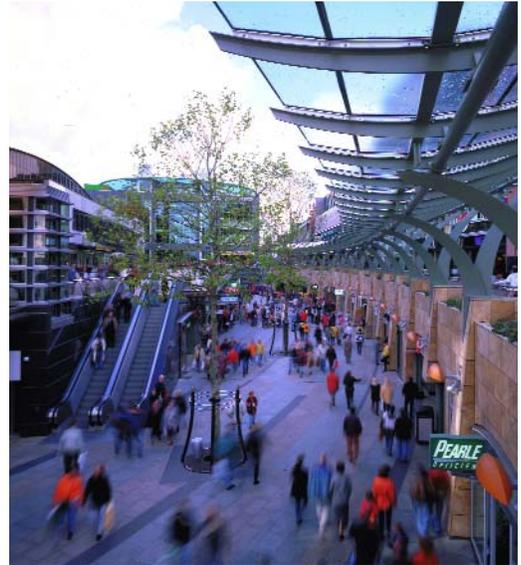


## HORTON PLAZA

When Ernest Hahn approached Jerde to revitalize downtown San Diego in 1977, the city's tax revenues could not support basic city services. So Jerde designed Horton Plaza as a new urban district that would bring people - and commerce - back to the city. Horton Plaza redefined the urban retail experience. Combining shops, restaurants, a cinema, outdoor theaters, a hotel and offices into a double-curved pedestrian street, Horton Plaza established a new connectivity in the downtown core. Expected to take five years to produce a change, Horton Plaza attracted 25 million people in its first year and immediately served as a catalyst for regeneration. Since opening, the \$170-million Horton Plaza has attracted \$2.4 billion to revitalize other areas of downtown San Diego. Today, the total revitalization produces a 12-percent annual yield on investment. And Horton Plaza continues to generate San Diego's highest sales per square foot - 17 years after opening. The Horton Plaza Redevelopment Project has increased assessed property values by \$451 million, or 2,721 percent.

|                     |  |
|---------------------|--|
| PROJECT NAME        | Horton Plaza   |
| LOCATION            | San Diego, CA  |
| CLIENT              | The Hahn Company   |
| PROJECT TYPE        | Mixed use  |
| JPI RESPONSIBILITY  | Design architect   |
| SITE AREA           | 11 acres   |
| TOTAL BUILDING AREA | 1.7 million square feet  |
| PROGRAM             | Retail<br>Hotel<br>Office<br>Walkway<br>Entertainment<br>Dining<br>Plaza |

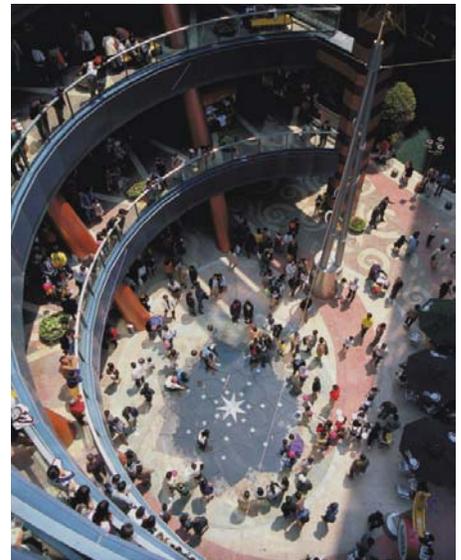




## BEURSPLEIN

Nearly fifty years after World War II, Rotterdam was still suffering from poor reconstruction. The city's busiest traffic artery severed downtown shopping into two separate, and weakened, districts. To heal the split and the city, Jerde collaborated with de Architecten Cie to create a pedestrian street below the six-lane traffic barrier. Open to the sky, under gently curving glass canopies that protect shoppers against inclement weather, Beursplein echoes earlier times when the neighborhood was an upscale retail arcade. Together with a 30-floor residential tower, shopping gallery, and metro station, Beursplein reintroduced living, shopping, and entertainment into the heart of Rotterdam. The result is the rebirth of an extremely popular shopping and entertainment destination. Local newspapers reported that 1.5 million people celebrated the opening of Beursplein. Another two million visited the second day.

|                     |  |
|---------------------|--|
| PROJECT NAME        | Beursplein   |
| LOCATION            | Rotterdam, The Netherlands                         |
| CLIENT              | Multi Vastgoed b.v.                                |
| PROJECT TYPE        | Mixed use  |
| JPI RESPONSIBILITY  | Design architect                                   |
| SITE AREA           | 3.4 acres  |
| TOTAL BUILDING AREA | 591,900 square feet                                |
| PROGRAM             | Retail<br>Residential<br>Walkway<br>Transportation |



## CANAL CITY HAKATA

In the late 1980s, the city of Fukuoka was struggling with a massive influx of people, a dying shopping district, and no sense of community. Jerde responded with Canal City Hakata, the largest, privately developed project in Japan's history. Canal City Hakata used water and nature to establish a unique destination for the city. The project's mix of uses also created a commercial success. In the first year, more than 16 million people visited, sales exceeded \$500 million, the cinema captured 55 percent of the city's box office sales, and the theater sold out every performance. Success carried outside too. The neighboring, historic shopping arcade reversed years of decline thanks to increased foot traffic. Cinema attendance citywide rose 50 percent. And Fukuoka was dubbed AsiaWeek's "Best City in Asia" in 1997.

|                            |   |
|----------------------------|---|
| <b>PROJECT NAME</b>        | Canal City Hakata   |
| <b>LOCATION</b>            | Fukuoka, Japan  |
| <b>CLIENT</b>              | Fukuoka Jisho Co., Ltd.<br>Fukuoka Jisho, Urban Design & Development Co.<br>Sumitomo Life Insurance |
| <b>PROJECT TYPE</b>        | Mixed use   |
| <b>JPI RESPONSIBILITY</b>  | Design architect  |
| <b>SITE AREA</b>           | 9 acres   |
| <b>TOTAL BUILDING AREA</b> | 2.5 million square feet   |
| <b>PROGRAM</b>             | Residential<br>Office<br>Cultural<br>Retail<br>Entertainment<br>Parking                             |



## BLACKPOOL MASTER PLAN

Historic Blackpool, which dates back to the 1700s, is the original seaside destination and model for other hotspots like Coney Island and Atlantic City. But since the 1990s, the once-popular vacation spot has seen a dramatic 30-percent drop in tourism, in part because Britons and international travelers have passed it by for sun-drenched Mediterranean destinations. To bring people back, the Blackpool Borough Council unanimously approved a master plan created by the team of Jerde and EDAW to rejuvenate the 200-hectare site. The master plan features an entertainment complex, conference facilities, an aquarium, high-end retail and US-style resort casinos. The casinos and other gaming elements, which anticipate UK gaming law reforms, are an important ingredient but not required for success. The master plan also injects new life into existing landmarks like the Illuminations light show, the promenade, and Pleasure Beach, while rebuilding the town's historic tram, restoring the Victorian architecture and creating new green spaces. Redevelopment is expected to begin in the fall following public input with the total vision being realized over the next 15-20 years. In addition to boosting tourism for the entire UK, the master plan is expected to create 33,000 new jobs.

|                     |   |
|---------------------|---|
| PROJECT NAME        | Blackpool Master Plan   |
| LOCATION            | Blackpool, England  |
| CLIENT              | Blackpool Borough Council   |
| PROJECT TYPE        | Master Plan   |
| JPI RESPONSIBILITY  | Design architect  |
| SITE AREA           | 200-hectares  |
| TOTAL BUILDING AREA | 21.5 million square feet  |
| PROGRAM             | Residential<br>Retail<br>Resort Casinos<br>Promenade<br>Public Space<br>Hotels<br>Entertainment<br>Conference |





## TEAM MEMBER BIOS



CIMINELLI DEVELOPMENT CO.



**PAUL CIMINELLI**  
**PRESIDENT & CEO**

Paul Ciminelli has been president since 1992 and was named Chief Executive Officer in 2001. Since becoming President he has increased the size of the company's portfolio from 800,000 square feet to over 7.5 million square feet and the size of the company from 8 employees to over 90 today. During this time, he has diversified the company's revenues by creating third party development services, increasing acquisitions of property and buildings and positioning the company to be the premier build-to-suit and commercial developer in Western New York. With his direction, the company is now expanding its portfolio into Southern Ontario. The company has also purchased 330 acres planned to be the region's first mixed-use, integrated "green" development that designs buildings into their natural environment.

**EDUCATION**

State University of New York  
at Buffalo  
Bachelor of Science  
Certificate in Finance

**PROFESSIONAL EXPERIENCE**

Ciminelli Development Company, Inc., Buffalo, NY - 1987-present  
Clarence Excavating Company, Founder

**PROFESSIONAL CERTIFICATIONS**

Licensed Real Estate Agent,  
New York State

**KEY PROJECT EXPERIENCE**

Centerpointe Corporate Park, Williamsville, NY

Created strategic vision for 63-acre, mixed-use office and residential flagship park. Park includes 13 Class-A buildings totaling over 460,000 and is home to prominent national tenants including Morgan Stanley Dean Witter, American Express, AT&T, JP Morgan Chase Bank, Liberty Mutual Insurance, and Salomon Smith Barney.

Continuing Studies Program  
Sloan School of Business, MIT

National Association of Industrial  
and Office Parks (NAIOP)/  
Harvard School of Design  
Executive Business Program  
"Running a Private Real Estate  
Company"

Airport Commerce Park, Cheektowaga, NY

Developed concept for state-of-the-art fulfillment center situated on Buffalo Niagara International Airport property adjacent to existing Air Cargo Buffalo project. Provided strategic direction for project, completed negotiations with NFTA, oversaw development and design process and assisted in attracting major tenants including Graybar Electric Co., NYS Thruway Authority, and Nextel.

**PROFESSIONAL AFFILIATIONS**

President and Chairman of the  
Board BorderNet -- Toronto, Ont./  
Buffalo, NY development  
organization

Concourse Center, Cheektowaga, NY

Converted unoccupied building across from Buffalo Niagara International Airport into 467,000 mixed-use facility for warehouse, distribution, and office users. Signed long-term leases with multiple tenants leading to 100% occupancy and significant returns for project investors.

National Office Development Forum  
member, NAIOP

HSBC Data Center, Williamsville, NY

Led sales and negotiation team and provided executive direction for development and construction management of \$80 million global data center for HSBC Bank. One of three such facilities in the world, the building offers the highest level of redundant connectivity for telecommunications, utilities, and security.

Board Member, Atlantic Corridor -  
North America/Ireland/European  
Union Business Trade Association

New Market Development

Expanded company's portfolio and reach by establishing presence in Florida, Ontario, Canada, and Ithaca, NY. Provided strategic direction for market research and initial start-up based upon company's strategic goals for growth and expansion.

Board Member, Buffalo Museum  
of Science

Board of Directors and Chairman  
of Strategic Planning, Buffalo  
Niagara Enterprise

Corporate Headquarters Development, Western New York

Provided executive direction for development and construction management of build-to-suit corporate headquarter facilities for leading companies including Delaware North Companies, Tops Markets (Ahold International) Corporate Headquarters and 1 million s.f. warehouse facility, First Niagara Bank, and Remarketing Services of America (DaimlerChrysler/FISERV subsidiary).

Board Member, University of  
Buffalo Foundation

Member, TEC, an international  
organization of CEOs

Regional Marketing and Business Development

As a member of the Board of Directors and Chairman of Strategic Planning for the Buffalo Niagara Enterprise, works together with other area CEO's on initiatives to bring over \$1 billion in capital investments and additional jobs to the Western New York area over the next five years.



**JIM DENTINGER**  
**SENIOR VICE PRESIDENT**

As Senior Vice President of Ciminelli Development Company, Inc., Mr. Dentinger offers over 18 years of experience in such key areas as site selection and development, business development, marketing, leasing, and property management. Mr. Dentinger's responsibilities include negotiating business transactions, coordination of all aspects of major development projects, generating new business and supervising all marketing functions. He also champions the company's CimLink affiliate in Florida.

**PROFESSIONAL EXPERIENCE**

Ciminelli Development Company, Inc., Buffalo, NY - 1988-present  
Uniland Development Company, Inc. Buffalo, NY, Marketing Manager -- 1984-1988  
Buffalo Chamber of Commerce, Buffalo, NY, Tourism Manager- 1983-1984

**KEY PROJECT EXPERIENCE**

CimLink Real Estate Services, L.C., Florida

Championed start-up and business development on behalf of Ciminelli Development for third party leasing and property management firm in Florida. Grew managed portfolio to include 12 properties totaling nearly 750,000 square feet.

AppleTree Business Park - Cheektowaga, NY

Directed restructuring efforts for owner AmCap Inc. transforming former retail mall into 425,000 square foot Class-A business park. Leased up property to prominent tenants such as M&T Bank, the Internal Revenue Service, and Cingular Wireless

Tops Markets/National Fuel Corporate Headquarters - Williamsville, NY

In 2002, restructured 201,000 square foot state-of-the-art facility that was developed and constructed by the company in 1994, creating a multi-tenant facility with 100% occupancy and increased value through a sale and lease back to Tops.

Village Park Business Center - Williamsville, NY

Managed leasing and marketing efforts for 230,000 square foot 3-building office park. Attracted DaimlerChrysler subsidiary as 140,000 square foot anchor tenant.

Key Center at Fountain Plaza - Buffalo, NY

Championed restructuring efforts for New York City ownership group for 423,000 square foot twin tower office complex. Attracted 80,000 anchor tenant Delaware North Companies for vacant South Tower and improved tenant relations securing renewals. Increased sale value of property by nearly \$20 million in 3 years.

Major Project Business Development

Championed the business sales and proposal process for major corporate headquarter projects including Cornell University, First Niagara Bank, Independent Health, Buffalo Cardiology, National Fuel, Tops Markets, Univera Health Care, M&T Bank, HSBC Bank and Remarketing Services of America.

**EDUCATION**

Canisius College  
Richard J. Wehle School of  
Business  
Masters of Business  
Administration

Canisius College  
Richard J. Wehle School of  
Business Bachelor of Science

**PROFESSIONAL CERTIFICATIONS**

Licensed Real Estate Broker,  
New York State

**PROFESSIONAL AFFILIATIONS**

IDRC, Associate Member

Past President and Current  
Board Member, Leadership  
Buffalo

Past Chairman and Current Board  
Member, Amherst Chamber  
of Commerce

Chairman, Brothers of Mercy  
Foundation

Board Member, Employers  
Supporting the Guard and  
Reserve

Past President,  
Erie Community College  
Foundation



**WILLIAM B. STARK, JR.**  
**SENIOR VICE PRESIDENT**

Serving as Senior Vice President of Ciminelli Development Company, Inc., Mr. Stark brings with him over 30 years of experience in the mortgage real estate business, including asset management, finance, leasing, real estate law, property management, development and construction. His strong business relationships with real estate developers, mortgage bankers and property owners throughout the country have proved a valuable asset to the company. In addition to managing the acquisitions and capital management department, negotiating and securing all project financing, real estate acquisitions, organizing and promoting property syndications and overseeing all legal affairs, as a director of Ciminelli Development, Mr. Stark's responsibilities include establishing corporate strategic goals and direction and developing company-wide marketing strategies.

**EDUCATION**

Long Island University, Long Island, NY  
 Bachelor of Science  
 Business Management

New York University, New York, NY  
 Mortgage Institute  
 Graduate Degree

Fairfield University, Fairfield, CT  
 Graduate of National School  
 of Savings Banking

**PROFESSIONAL CERTIFICATIONS**

Licensed Real Estate Broker,  
 State of New York

**PROFESSIONAL AFFILIATIONS**

Member, Greater Buffalo  
 Board of Realtors

Member, National Association of  
 Corporate Real Estate Officers

Member, TEC, an organization of  
 CEO's and high level executives

Former Member  
 Mortgage Real Estate Committee,  
 The Real Estate Board of New  
 York, Inc.

Former Board Member, St. Mary's  
 School for the Deaf

Previous Member, Young  
 Mortgage Bankers Association of  
 New York

Previous Member, Mortgage  
 Banking Association of America

Past President,  
 Erie Community College  
 Foundation

**PROFESSIONAL EXPERIENCE**

Ciminelli Development Company, Inc. - 1986 to present  
 Goldome Federal Savings Bank - VP and Director of Corporate Real Estate - 1981-1986  
 Union Dime Bank -- Sr. Mortgage Lender, Bank Certified Appraiser - 1969-1981

**KEY PROJECT EXPERIENCE**

**CIMINELLI DEVELOPMENT COMPANY, INC.**

- Played key role in growing company from 3 employees in 1986 to a staff of over 90 today and expanding portfolio from several small buildings to over 7 million square feet.
- Air Cargo Buffalo -- Directed development of unique 45 acre, 295,000 square foot air cargo facility with direct access to the Buffalo Niagara International Airport.
- Centerpointe Corporate Park - Oversaw development process for 63 acre mixed use development project including developing concept plans, obtaining town approvals, resolving wetland issues and managing the SEQR process.
- Village Park Business Center - Managed acquisition process, site development, concept plan and town approval process for 230,000 square foot Class-A suburban business park.

**GOLDOME BANK**

- As Vice President and Director of Corporate Real Estate, managed 3 million square foot real estate portfolio in Manhattan, Western New York and Florida. Bank was landlord to approximately 150 organizations and acted as real estate agent for Goldome Realty Credit and helped establish 140 locations across the country.
- As Director of Corporate Real Estate, set in motion a number of strategies to house dynamic growth of bank that led to several joint ventures and sale of properties in Western New York and Manhattan in excess of \$50 million including the sale of 34 W. 34th Street in Manhattan and 325 Delaware Avenue in Buffalo and leasehold positions in 1230 Avenue of the Americas in Manhattan.

**UNION DIME SAVINGS BANK**

- Generated over \$1 billion in real estate construction and permanent loans throughout a broad section of the continental United States.
- Operated a subsidiary responsible for joint ventures specifically designed to convert rent-controlled housing to condominium ownership in the New York City area.
- As a workout specialist, worked with borrowers, real estate investment trusts, and joint venture partners to recast debt, complete construction projects, and liquidate properties upon completion for properties in New York, Pennsylvania, Maryland, Virginia, Alabama, and Illinois.
- As Bank Certified Appraiser, appraised over \$1 billion in real estate property valuations for lending requirements.



**DAVID CHIAZZA**  
**VICE PRESIDENT**

As Vice President of Development of Ciminelli Development Company, Mr. Chiazza leads a department that is responsible for planning, programming and delivery of all new portfolio business parks and building projects as well as provision of development services for third-party client projects. Under his direction, the Development Department also conducts ongoing research and development to identify business trends influencing the way corporations use productive space, and incorporating those trends into Ciminelli's corporate strategy for new product development. Mr. Chiazza has over 20 years of diversified real estate experience ranging from land acquisition, entitlements, property management, sales, leasing and finance with a wide array of product types including office, industrial, multi-family, self storage and hotels.

**EDUCATION**

Canisius College  
Bachelor of Science  
Economics & Finance

**PROFESSIONAL CERTIFICATIONS**

Licensed Real Estate Broker,  
New York State

**PROFESSIONAL AFFILIATIONS**

Buffalo Niagara Enterprise Trade  
and Logistics Resource Group,  
participant

Town of Amherst Comprehensive  
Master Plan, participant

Urban Land Institute, member

Buffalo Chapter of BOMA, former  
board member

Boy Scouts of America - Niagara  
Region, former board member

**PROFESSIONAL EXPERIENCE**

Ciminelli Development Company, Inc. - 2000 to present

The Allied Group - Vice President - 1990-2000

Benderson Development Company - Director of Special Projects-1987-1990

The Sovran Group - Director of Acquisitions - 1986-1987

Ciminelli Development Company, Inc. - Assistant Vice President - 1981-1986

**KEY PROJECT EXPERIENCE**

**CIMINELLI DEVELOPMENT COMPANY, INC.**

- Seneca Place on the Commons, Ithaca, NY - Oversaw three-year coordination process of public/private initiative between the City of Ithaca and Cornell University including a \$40 million mixed-use 9-story building and a 700 car-parking ramp.
- New Project Development - Executive-in-charge for new project development including Airport Commerce Park Phase II, Colvin Woods Business Park, and Muir Woods. Managed all aspects of master planning, environmental reviews and entitlements.

**THE ALLIED GROUP**

- Directed development, management and operations of North America Center, a 400 acre business park in West Seneca, NY. Managed key projects including:
  - 200,000 s.f. Sonwil Distribution distribution center
  - 150,000 s.f. McKesson Corporation building
  - 50 acre automotive distribution center for Allied Automotive
  - 200,000 s.f. Rich Products refrigerated warehouse facility
- Oversaw development of a 120,000 s.f. build-to-suit customized plastic injection molding facility for Webster Plastics in Fairport, NY.
- Leased, managed and disposed of Platinum Office Park in Penfield, NY.
- Acted as development consultant and broker of record for Batavia Gateway Corporate Park

**BENDERSON DEVELOPMENT COMPANY**

- Initiated self storage division, Storage Pros, which now operates 12 locations throughout Western New York and Florida



## KEVIN GREINER

### SENIOR DEVELOPMENT PROJECT MANAGER

Mr. Greiner joined Ciminelli Development from private consulting to build the company's urban development practice. As the Principal of Kevin Greiner & Associates, his firm provided strategic planning, economic development and policy analysis consulting services to a variety of public and private clients. Mr. Greiner is also the co-founder of the *Education Innovation Consortium*, a working think-tank and consulting group formed to provide innovative and independent problem solving and structural reform services to urban school systems. Mr. Greiner has over fourteen years of experience in urban planning, economic development and strategic planning, and has been a leader in urban and brownfield redevelopment in upstate New York. Prior to undertaking his private business interests, Mr. Greiner served as Executive Vice President for Development for the Buffalo Economic Renaissance Corporation, the City of Buffalo's Development Authority. Mr. Greiner also served as the Director of Planning for the City of Buffalo. During his distinguished tenure he personally managed numerous award-winning development projects.

### EDUCATION

State University of New York at Buffalo  
School of Law  
Juris Doctor

State University of New York at Buffalo  
School of Architecture & Planning  
Master of Urban Planning

State University of New York at Buffalo  
School of Architecture & Planning  
Bachelor of Arts, Environmental Design

### PROFESSIONAL EXPERIENCE

Kevin Greiner & Associates, Founder and Principal 2000 – 2004  
The Buffalo Economic Renaissance Corporation, Executive Vice President for Development - 1998 – 2000  
City of Buffalo, New York, Director of Planning, 1994 – 1997  
Metropolitan Life Inc., New York, New York, Business Analyst, Corporate Investments Division, 1989-1990  
North Jersey Transportation Planning Authority, Transportation Planner, 1986-1989

### KEY PROJECT EXPERIENCE

#### Kevin Greiner & Associates

Developed privately managed recycling facility in Buffalo, New York. Conceived and co-founded the *Education Innovation Consortium*, a research center created to assist a system-wide reform of urban public school systems. Performed property acquisition, site planning, environmental risk management and business development for multiple brownfield redevelopment projects in New York State. Consultant to the SUNY at Buffalo Department of Architecture *Teaching Structures Through Advanced Media* project, a \$550,000 Federally funded multi-university project effort to produce an advanced multi-media structural engineering digital textbook.

#### The Buffalo Economic Renaissance Corporation

Personally managed the *South Buffalo Redevelopment Project*, a \$125 Million brownfield redevelopment plan for the remediation and development of over 1,400 acres of abandoned steel and coke plant sites, landfills, grain elevators and active rail corridors. Completed the final project master plan, infrastructure design and engineering, land use controls, marketing program, incentive program and project financing, including NYS Empire Zone, tax increment financing. Negotiated multiple environmental remediation agreements for the project, as well as joint venture agreement with private developer for development of the first 114 acres of the project.

#### City of Buffalo, New York

Oversaw multiple award winning planning and development projects including *Main-LaSalle Place* — a 76 acre mixed-use urban neighborhood on the site of a former rail corridor; the *City of Buffalo HomeOwnership Zone* — a comprehensive neighborhood redevelopment project which includes almost 700 units of new and rehabilitated housing, retail development, and conversion of former industrial sites into housing and commercial uses; the *City of Buffalo Downtown Waterfront Plan*; and the *Buffalo Intermodal Transportation Center*, converting the former Memorial Auditorium into an AMTRAK rail, bus and light rail station. Also Managed the completion of eight major neighborhood redevelopment master plans, three Olmsted Park restoration master plans, and five major transportation and economic development studies. Received multiple upstate New York American Planning Association awards for Outstanding Planning Project, Outstanding Planning Project for Urban Design, and one American Society of Landscape Architects award for Outstanding Planning and Design Project.





O & Y ENTERPRISE



**RON TAYLOR**  
**SENIOR VICE PRESIDENT AT O & Y ENTERPRISE**  
**MANAGING DIRECTOR OF O & Y ENTERPRISE / CANADA**

Ron Taylor is Senior Vice President at O&Y ENTERPRISE and Managing Director of O&Y/SMG Canada, a partnership between O&Y Properties and SMG of Philadelphia. O&Y/SMG Canada provides planning, pre-opening and management services to public facilities including convention and trade centres, arenas and stadiums and theatres. O&Y/SMG Canada manages the National Trade Centre in Toronto.

**PROFESSIONAL EXPERIENCE**

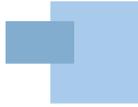
Ron has 20 years experience in real estate planning, development and management, with a particular expertise with urban mixed-use properties. Ron heads the O&Y Properties Advisory Services and Special Projects team which offers services to a wide range of clients across Canada and the United States.

**KEY PROJECT EXPERIENCE**

His experience includes the development of the retail and amenity components of such landmark Olympia & York projects as Queen's Quay Terminal in Toronto, World Financial Center in New York and Canary Wharf in London England. Ron's real estate planning experience includes such diverse projects as Yerba Buena Gardens in San Francisco; South East Federal Center in Washington D.C.; Ramblas del Park in Barcelona; Port East in London, England; Exhibition Place in Toronto; World's Fair Park in Knoxville, Tennessee and Centro Santa Fe in Mexico City. Many of these projects were partnerships between the public and private sector. Current projects include the development management services for the John Street Roundhouse in Toronto and Crossroads at Fort Erie. Ron is Co-Project Director for Union Pearson Group on the redevelopment of Union Station in Toronto. Ron also heads up the O&Y Enterprise team providing development and leasing services for the retail and amenities component of the Niagara Fallsview Casino Resort in Niagara Falls. Ron is an advisor on downtown re-development for the Cities of Burlington and Winnipeg.

Ron sits on several industry boards and committees, and is a frequent speaker and panelist at conferences and symposiums.





**JO-ANNE YOUNG**  
**VICE PRESIDENT, URBAN RETAIL**

Since February 1994, Jo-Anne has provided real estate and leasing services on a number of projects in Canada and the U.S. as part of O&Y Properties Inc. and O&Y Enterprise's Development Services Group.

**PROFESSIONAL EXPERIENCE**

Jo-Anne has over 20 years of experience in retail development, programming, planning and leasing of a wide variety of mixed-use complexes. As a consultant, she worked on a number of Olympia and York Development Projects, including Queen's Quay Terminal, Toronto; World Financial Center, New York; and Canary Wharf, U.K.

**KEY PROJECT EXPERIENCE**

Projects she has been involved with during this period include: the Convention Centre site selection and site Master Plan for the city of Knoxville, Tennessee; re-merchandising, leasing and management of First Canadian Place Shopping Centre, Toronto; conceptual planning for the Atlantic City Boardwalk Centre; member of the Master Planning Team for the Royal Ontario Museum, Toronto and a re-development plan for the retail component of the Greater Columbus Convention Centre, which she also implemented. She is currently heading up the retail merchandising and leasing of the Niagara Fallsview Casino Resort, a 1 billion dollar mixed use complex located in Niagara Falls, Canada.

Prior to joining O&Y, Jo-Anne was a partner in Morris Young Associates, a retail development consulting firm which offered a full range of retail consulting services.

Her area of expertise encompasses urban mixed-use projects which incorporate office, hotel, casinos or convention/trade facilities; historic and waterfront properties; entertainment/sport complexes and adaptive re-uses.





# THE JERDE PARTNERSHIP



**JON A. JERDE**  
**FOUNDER AND CHAIRMAN**

Millennia Associates derives its strength, vision and expertise from the unparalleled success of critically acclaimed Jerde-designed projects worldwide, which are visited by more than 750 million people every year.

More than 26 years ago, visionary experience architect Jon Jerde introduced the concept of "placemaking" and defied the conventional boundaries of architecture. The hallmark of Jerde projects are the consistent and lasting social, cultural and economic value they bring to the locations that host them. Among his most notable projects are Horton Plaza in San Diego; the 1984 Olympics in Los Angeles; The Gateway in Salt Lake City; Beursplein in Rotterdam; Bellagio and Fremont Street Experience in Las Vegas; and Roppongi Hills in Tokyo. His Canal City Hakata project in Japan has been described as one of the two most important architectural contributions of the late 1990s along with the Guggenheim Museum in Bilbao, Spain.

Jerde has received critical acclaim from the American Institute of Architects, Progressive Architecture, American Planning Association, The Chicago Museum of Architecture and Design and the Golden Plate from the American Academy of Achievement.

**EDUCATION**

Bachelor of Arts, Architecture  
University of Southern California

**PROFESSIONAL REGISTRATIONS**

California, Nevada

**PROFESSIONAL AFFILIATIONS**

American Institute of Architects  
Urban Land Institute  
NCARB  
Los Angeles World Affairs  
Council  
USC Architectural Guild  
International Council of  
Shopping Centers  
Ancient Egypt Research  
Associates

**PROJECTS**

**THE GATEWAY - SALT LAKE CITY, UT**

Designed to bring activity back to the downtown core, The Gateway is an urban street lined with two levels of retail, entertainment and cultural facilities with upper-level housing and office space.

**SACRAMENTO GATEWAY AT THE RAILYARDS - SACRAMENTO, CA**

A 240-acre former railyard site envisioned as a mixed-use urban district integrating transportation, residential, cultural, office, hospitality, entertainment and retail uses.



## JOHN A. SIMONES

### SENIOR VICE PRESIDENT, SENIOR DESIGN PRINCIPAL

John Simones joined The Jerde Partnership in 1984 to work on the architecture and design of the Los Angeles Olympics. In the past 20 years, he has become one of the lead urban designers and architects in the master planning of some of the firm's most complex and innovative projects. Working closely with the firm's founder, Jon Jerde, Simones developed the original design for Universal City in Los Angeles, a master plan that has had considerable influence on the planning profession. This work led to his and Mr. Jerde's ideas for the groundbreaking Universal CityWalk phase I. Universal CityWalk, which opened in May 1993, is the much-awarded and recognized entertainment district, which continues to define this project type worldwide.

His work with Jerde has helped to evolve the architectural discipline, which the firm has created and continues to pioneer: experiential design and placemaking, a discipline that is being applied in hundreds of locations around the world. He is currently focusing his attention on projects in Seoul, Los Angeles and Las Vegas.

---

#### EDUCATION

Bachelor of Science in Architecture  
*Magna cum Laude*  
University of Detroit

Masters of Architecture  
University of Southern California

---

#### PROJECT EXPERIENCE

##### RIVERWALK KITAKYUSHU - KITAKYUSHU, JAPAN

The award-winning mixed-use project combined the high and popular arts, newspaper headquarters, radio and television and broadcast stations, retail and dining into an urban center that creates a new identity for the city of Kitakyushu. Its five iconic shapes, each representing one of the city's districts, create a dynamic experience with carved shapes and framed views of the adjacent Kokura Castle.

##### LEVENT URBAN COMPLEX - ISTANBUL, TURKEY

The 1.2 million project combines 138 residential units with office, retail and entertainment into a landmark center in Istanbul's Levent district atop one of Istanbul's famous hills of Turkey.

##### "REIMAGINING GRAND AVENUE" COMPETITION - LOS ANGELES, CALIFORNIA

Following the celebrated opening of Frank Gehry-designed Disney Hall in downtown Los Angeles, city leaders issued a competition to convert the surrounding Bunker Hill area into a vibrant downtown experience. The concept adds residential, retail and dining uses to create a round-the-clock environment and includes a central gathering place that celebrates all the cultures of Los Angeles.

##### WORLD MARKET CENTER - LAS VEGAS, NEVADA

When World Market Center opens in July 2005, the 7.5 million square foot facility will be the largest and most comprehensive home furnishings showroom and convention center in the Western United States.



**MARK M. WELZ**  
**VICE PRESIDENT, SENIOR PROJECT MANAGER**

Mark M. Welz, vice president and senior project manager, has been with The Jerde Partnership since 1987. Mark is responsible for client and consultant coordination in all phases of development, as well as administration of contract documents and daily management and supervision of project teams. Mark has overseen a number of key projects for The Jerde Partnership in Asia, Europe, and the United States.

Mark is currently managing projects worldwide including Steve Wynn's, Wynn Las Vegas and Wynn Monaco casino resorts; mixed-use projects that include Rock Springs Town Centre in Maryland, Streets Las Vegas, Simon Property Group's Coconut Point in Florida, and the Levent Urban Complex in Istanbul, Turkey.

**EDUCATION**

Bachelor of Architecture  
University of Southern California

**REGISTRATION**

California

**PROFESSIONAL AFFILIATIONS**

American Institute of Architects

**AWARDS**

Outstanding Achievement in  
Design

**PROJECT EXPERIENCE**

**THE GATEWAY - SALT LAKE CITY, UT**

Designed to bring activity back to the downtown core, The Gateway is an urban street lined with two levels of retail, entertainment and cultural facilities with upper-level housing and office space.

**UNIVERSAL CITYWALK - LOS ANGELES, CA**

Universal CityWalk has redefined the urban village as an intricate weave of uses and services. Part entertainment district, part urban street life, part tourist attraction, part university, part shopping street, Universal CityWalk attracts 25,000 people daily.

**THE RIVER - RANCHO MIRAGE, CA**

The River with its 700-foot-long river that winds its way among shops, restaurants, and entertainment venues represents a year-round gathering place for full-time and seasonal residents, as well as tourists. Designed as an oasis in the desert for the the exclusive town of Rancho Mirage, The River has reenergized a 30-acre site that sat unutilized for nearly 25 years.

**BELLAGIO - LAS VEGAS, NV**

A six-million-square-foot, \$1.6 billion luxury destination inspired by the Italian town on Lake Como that bears the hotel's name, Bellagio provides its visitors with a romantic, elegant, and intense experience.

**WEST HOLLYWOOD GATEWAY - WEST HOLLYWOOD, CA**

A 337,000-square-foot mixed-use project integrating retail, restaurants and offices, which is envisioned to create a landmark project and a "lighting gateway" for its eastern entrance.

**PHOENIX FUTURES - PHOENIX, AZ**

Jerde's goal on this project is to implement its new vision for city life - a compact, sustainable, 24-hour, experiential environment that offers every amenity a resident or visitor needs.

**OXNARD DOWNTOWN - OXNARD, CA**

The project is profiled as a 'Lifestyle and Entertainment District': an attractive mix of high quality retail, restaurant and entertainment venues, together with housing and flexible workspaces will define the district as the core of a lively town center, with 24-hour urban activity.



**RICHARD W. POULOS**  
**DEVELOPMENT DIRECTOR**

Rick Poulos directs development strategies for Millennia Associates and provides a vital role in ensuring that Jerde's design concepts are implemented in Millennia projects. Poulos has broad experience working with real estate developers, municipalities, city planners and government officials in the creation of master plans, mixed-use districts and successful urban revitalization projects around the world. In addition, he has worked with international brand corporations to develop strategies that communicate corporate branding through architectural design.

Poulos played a key role in Millennia's first development project, The Gateway in Salt Lake City. In 1992, Poulos served as design architect for the Richard Nixon Library in Yorba Linda, Calif. while at Langdon Wilson. He also worked for Los Angeles-based Gin Wong designing corporate headquarters and complexes that have figured prominently in the developments of major cities across the United States.

**EDUCATION**

Bachelor of Architecture  
University of Southern California

**PROFESSIONAL REGISTRATIONS**

Registered in 26 states

**PROFESSIONAL AFFILIATIONS**

American Institute of Architects  
Urban Land Institute  
International Council of Shopping  
Centers  
NCARB

**PROJECTS AS DEVELOPMENT DIRECTOR**

**THE GATEWAY - SALT LAKE CITY, UT**

Designed to bring activity back to the downtown core, The Gateway is an urban street lined with two levels of retail, entertainment and cultural facilities with upper-level housing and office space.

**SACRAMENTO GATEWAY AT THE RAILYARDS - SACRAMENTO, CA**

A 240-acre former railyard site envisioned as a mixed-use urban district integrating transportation, residential, cultural, office, hospitality, entertainment and retail uses.





## section three



## The Buffalo Outer Harbor Development Plan

### Overview

Buffalo's identity, economy and history have always been tied to its relationship to the waters of Lake Erie. The Lake shapes the region's weather, its rich soils, and topography. Technological mastery of the Lake and its tributaries propelled Buffalo through successive waves of innovation, industrial expansion and economic growth, at one point placing Buffalo at the crossroads of the global industrial economy.

However, despite the many benefits it confers upon the City and its residents, Buffalo's Lakefront in recent years has been a source of frustration. Unable to overcome numerous barriers to redevelopment, the urban Lakefront has become to some symbolic of the region's industrial decline, and to others a dark spot on the City's national image.

Viewed differently, the Outer Harbor Lakefront presents a singular opportunity to structure a new round of development, which, when properly conceived and executed, can have a catalyzing effect on the City's economy, culture and image. There's value where the water meets the shore, value that goes far beyond any measure of dollars and cents.

It is in this spirit that the Ciminelli-O&Y-Jerde team accepted the challenge of conceiving an innovative development plan for the Outer Harbor. The Ciminelli-O&Y-Jerde team believe the project *must* have goals that go far beyond the recycling of real estate, and serve a larger set of regional development objectives. The Team developed its Outer Harbor Development Plan utilizing five (5) development principles which embody this notion. They are:

#### (1) A CATALYZING DEVELOPMENT THAT MARKETS THE REGION TO THE WORLD

Development of the Outer Harbor should be a catalyst for broader redevelopment of the City and the region. The development concept should provide opportunities for extensive new job creation, cultural, entertainment and living experiences. The development concept should also focus international attention on the City, the region and its waterfront.

#### (2) A CREATIVE YET DISCIPLINED INVESTMENT SOLUTION

Making the project dependent upon large, "silver-bullet" real estate components is an extremely high risk investment strategy. Instead, the project is an effort of place making — establishing affordable infrastructure that builds value into the site and an architectural and design program which sets the stage for the long term development of a new waterfront *community*. The development program should encourage a diversified set of investment and land use opportunities within its framework. A sensible investment program rests on achieving an incremental, value building series of smaller projects.

#### (3) A PLAN THAT ADDS NEW ECONOMIC VALUE, NOT MERELY RELOCATES IT

Redevelopment of the Outer Harbor provides a potential platform for entirely new economic growth. The development program should provide opportunities for job creation and new housing which is additive to the regional economy, and does not merely relocate companies and households within it. In this way, the plan has been carefully conceived to *generate* investment in new economic sectors, and *attract* investment from outside the region. However, the plan works in the local marketplace by building on local market strengths and successes, and most importantly, complements the ongoing development of Buffalo's downtown core.

## CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



### (4) MAXIMIZE PRIVATE DEVELOPMENT AND PUBLIC ACCESS

Both new development and improved public access to the water are critical local needs. High quality public space should be incorporated as a critical and central component of the development plan. By 1) providing generous public access to the water's edge, and 2) integrating public space throughout the project, the plan should seek to develop the site as a regional attraction and provide new public experiences unavailable anywhere else in the region.

### (5) PROVIDE REQUISITE FLEXIBILITY FOR LONG TERM DEVELOPMENT

Redevelopment of the Outer Harbor will take years to "complete." The development plan should embody a flexible long term land use, design and investment structure capable of responding to change.

### A Waterfront Creative Community

Communities across the globe are struggling to re-energize their urban cores. In some cases, redeveloping languishing traditional downtowns are at the center of broader efforts to economically reinvent and "re-brand" entire cities and regions. Buffalo finds itself in the same position as many other older cities. Having struggled with successive rounds of failed planning efforts seeking to capture the value of its waterfront in order to propel a new round of downtown development, public frustration that its waterfront has not yet been fully realized is inevitable.

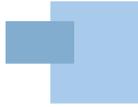
However, the recent redevelopment of many urban centers has been reconceived, with public and private developers thinking about new ways to restructure the urban core and recast it as a location that will capture and foster innovation and creativity. A growing volume of research has shown that business location and creation is growing less dependent upon cost factors and instead is increasingly correlated to a region's concentration of highly skilled workers, education levels, and support for new entrepreneurial activity in growing and emerging industrial clusters. An entire field of economic development has concluded that urban economic growth is also less dependent on access, climate and convenient location to natural resources, and more dependent on an area's ability to attract and retain innovative and creative workers known as the "Creative Class."

Further, high rates of business innovation and new business creation corresponds to locations where business activity, active cultural amenities and flexible lifestyle choices interact in close physical proximity. In some cases, cultural creativity and new business development are mutually reinforcing. Rethinking the urban core in these terms places a premium on redeveloping the City as a center of opportunity — a place where a diverse mix of land uses, cultural activities and a wide range of new living and working situations occur in a dense urban fabric.

Joel Kotkin, author of *The New Geography*, suggests that compact urban centers — downtown cores — are a natural magnet for technology and knowledge-based business development. "The arsenal businesses of the postindustrial era," he writes, "in fields as diverse as trade, graphic arts, entertainment and the Internet, thrive best in cities, where they can find a certain critical mass of community..." Knowledge and technology sector workers, he contends, prefer to live downtown, close to their places of employment and in proximity to the entertainment, services, retail and recreational activities these workers support and enjoy. To attract the best and the brightest, Kotkin advises, smart urban developments should locate their operational as well as corporate functions as close as possible to the labor pool. Municipal planners and private sector developers must work together to zone and develop the live/work environments that attract and retain this urban population.

## CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



The Ciminelli-O&Y-Jerde team proposes to redevelop the Outer Harbor properties as a new, mixed use community providing entirely new lifestyle, work and entertainment opportunities. A highly urban community in density and design, the physical plan and development program we propose would provide a unique community in which to live, work and play. The Outer Harbor will become a new waterfront development creating a full service creative community for business development, learning, social and entertainment activities. The project will include light manufacturing and production, technology based businesses, office space, art studios, related lifestyle amenities and retail, film production, education, service related business, unique residential accommodations, a town center and high quality public amenities. In its entirety, this project will encompass live/work/play approach to whole community development advocated by governments and urban planners throughout the world.

It is our objective to enhance the viability of this project by incorporating uses that not only encourage, but sustain, future development. Integrated neighborhood communities that are designed to provide a live/work/play environment are particularly attractive to young, environmentally conscious, technologically literate, artisans, artists and urban professionals. This population seeks employment and accommodation that not only provide balance in work and recreation, but also offer these in proximity to each other.

The Master Plan for the Outer Harbor calls for a distinct program of uses occurring within a physical plan and range of architectural styles that support the development of a unique urban district. By flexibly supporting a range of complementary uses, the plan proposes to create a development which has a strong sense of neighborhood, but at the same time has a strong destination appeal. The project is similar to development of the Distillery District in Toronto, Yerba Buena in San Francisco and Canary Wharf in London, England, each of which succeeded using this same philosophy — creating a strong architectural program within which related uses have flourished to create entirely new arts, commercial and business districts within or near an existing urban downtown.

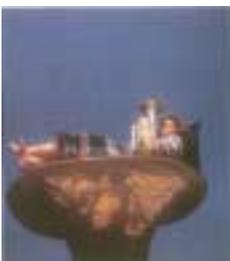


The end result is to create a new community which is also a regional entertainment tourist draw. With its emphasis on supporting and incubating new business in the creative industries clusters, the plan taps growing regional growth in a number of new sectors, captures residential demand for alternative new housing, and becomes a new neighborhood/district both supporting cultural development and capturing its economic spin-off benefits.



### Physical Organization of the Plan

The Ciminelli-O&Y-Jerde concept plan shows a build-out of the Outer Harbor at its highest possible density. As shown on the plan, the site plan supports anywhere from 2 Million to 6 Million square feet of potential development. The concept plan as shown shows the highest level of density for development, and is suggestive only. Ultimate development of the site and the intensity of uses will be driven by the market over time. The basic physical structure of the plan provides an internal street grid, derived from a visual extension of the existing city grid and radial street pattern. In addition to the internal street pattern, the plan suggests the addition of shallow canals extending from the existing Bell Slip. The canals, which are not navigable, and are more like reflecting pools, have been added to provide more water's edge and value to the internal portions of the property. The canals, although not navigable, also serve to organize the property into recognizable sub-districts. Each development sub-area created by the canals can be developed using different architectural styles and express a different mix of uses and development "theme." In addition, the canals become part of the public access and recreational network facing the site.



# CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



The plan is extremely pedestrian friendly in structure and design. The vehicular roadway system is kept to a minimum. Instead of an intensive roadway system, pedestrian walkways lace the site, provided as a mix of structured and informal walkways connecting and sheltered by, buildings within the plan.



External access to the site has been kept as simple as possible. Rather than suggesting a large investment in new connections across the Buffalo River or a major restructuring of the Skyway, the plan would keep the Skyway in place, but improve and rationalize access by converting Fuhman Boulevard to a two-way street on the east side of route 5. In this way, major infrastructure costs are reduced, and reserved for the supporting infrastructure within the site.

The plan would utilize the shoreline stabilization improvements already programmed by the NFTA. Although the plan recommends a higher level of design for the shoreline "greenbelt" than currently contemplated, the plan does not suggest any additional cost for shoreline stabilization.

The concept plan is divided into seven (7) development sub-areas. From South to North, they are as follows:



## (1) New Life for Old Buildings - The Arts Terminal Complex

The existing Port Terminal building is the only existing structure on site programmed for re-use. It is a large shipping terminal structure which under the plan becomes the starting point for development of the entire project.

Given its size and flexible interior space, the Terminal building would be redeveloped as an arts complex. The plan shows the possible addition of new buildings to support the Terminal complex, but the first development on site will be to re-use the Terminal building as a mixed use complex which could include a creative industries business incubator, office complex, studio and arts space, indoor performance space, retail, restaurants, nightclubs or other entertainment uses. The existing parking lot could also easily accommodate seasonal outdoor performance space and a festival grounds.



Early development of the Terminal building is important under the plan for three reasons. First, redevelopment of the Terminal building as a dense set of mixed arts, business and entertainment uses allows the development team to test the development concept at a smaller scale — in essence, play out the larger development concept at a smaller scale to test the market with lower initial financial risk. Second, redevelopment of the building does not require any additional infrastructure investment, so that it can proceed without waiting for development of infrastructure required on the rest of the site. Third, it becomes a means by which to launch the entire project publicly. Even if the first uses are low cost and seasonal, it can be programmed as an interesting venue which establishes the Outer Harbor as an activity destination in the minds of the public.

## (2) Digital Arts and Production Manufacturing District

Just north of the Terminal Arts Complex, the plan proposes development of the Digital Arts and Production Manufacturing district. This sub-area would consist of larger floor plate (10,000 to 40,000) one to two story buildings used for light manufacturing, digital post-production, or even film and television back lot soundstages. With good access to Route 5, this portion of the plan is best suited to support potential small scale assembly, production and craft manufacturing uses.



# CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



### (3) Warehouse District

Situated along the Lakeshore, the "Warehouse District" is comprised of highly mixed use buildings developed primarily as loft buildings containing high ceiling loft spaces ranging in size from 1,500 to 3,000 square feet. Buildings within the Warehouse District would be limited to two stories in height in order to protect waterfront views from the rest of the site.



Residential units in the Warehouse District would be built as mixed use, live/work lofts, leaving much of the building services and structure exposed on the interior. They would be built as shells meeting residential building code requirements, but kept affordable by constructing the interiors to a fashionable, but low level of interior finish. The exterior of the units would be built to resemble post-modernist warehouses, with a focus on interesting architecture.

### (4) Canal District

The Canal district would be developed as the most intensely mixed use sub-area within the plan. Building heights would be from three to five stories. Buildings within the Canal District would be designed to accommodate ground floor retail and office space, and could also accommodate loft style units or traditional apartments or condominiums in the upper floors. The Canal district would encompass residential, live/work, retail, office, restaurant, café' and arts studio uses, encouraging a dense mix of complementary activities and a busy, 24 hour street scene.



### (5) Amphitheater/Theater Complex

The amphitheater/theater complex sub-area would be developed as a structured performance venue, with opportunities to develop a complex of theaters and nightclubs. Operator interest in a possible amphitheater on site suggests it can support a 6,000 seat outdoor amphitheater in combination with a possible 3,000 person indoor nightclub/performance venue.

### (6) Hotel

A maximum 5 story boutique hotel can be accommodated in the plan, and as shown, would support both the performance venues and exposition center. Development of a small hotel would also support long term development of the site as a regional visitation and tourist destination.



### (7) Civic Arts/Exposition Center

The northern part of the site has been programmed as a potential exposition center and civic arts complex. Given its proximity to downtown, this portion of the site would be developed as a small business exposition center which could be used for trade shows, trade development, special exhibits and festivals. The exposition center complex also includes accommodation for civic venues or the possible development of a children's museum, science museum or themed activity center.



## CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



### Land Uses Supported Within the Plan

Land uses proposed within the plan are organized into six categories. As shown, the development program does not call for rigidly segregating use activities within the plan, but creates a program in which wide ranges of uses are flexibly accommodated within each of the development sub-districts.

### Economic Development — the Creative Industries Cluster

The Ciminelli-O&Y-Jerde Outer Harbor Development plan focuses on the attraction, incubation and support of established, growing and new companies in the creative industries cluster. Companies in the cluster include a wide range of high-technology, high wage and high skilled core industries, as well as support professions. The core industries and uses in the creative industries cluster include:

- Film, television and radio production
- Digital post production studios and computer generated multi-media production
- Music production
- Software Development and Web design
- Animation and computer generated animation
- Graphic design
- Furniture design & manufacture
- Fashion design and clothing/accessories production
- Printing and publishing
- Advertising
- Architecture
- Information management
- Glass design and manufacturing
- Small Boat Building
- Arts and art production
- Art Galleries
- Micro Brewery
- Live/Work Artist loft
- Theater and performance art



The core creative industries also utilize a number of support professions, including legal, accounting and office supply businesses. Significant space within the plan can also be developed and leased to more conventional office users, however, the design and organization of commercial, office and loft space within the plan is designed to attract small businesses in the core sectors listed above.

In addition, the plan provides enough square footage within its physical design to support a large amount of loft, office and commercial space as creative industry incubators. The plan also recommends utilizing special tax and funding incentives for residents, particularly those starting new business or undertaking enterprises within the core industries.

Each of the industries targeted above can be accommodated throughout the Arts Terminal Complex, Digital Arts Production district, Canal and Warehouse districts.



### Residence

The plan also supports development of a range of residential unit types including:

- Loft units, from 1,500 to 3,000 square feet in size
- Traditional low rise apartments and condominiums, 3-5 stories
- Zero lot line brownstone units



Providing a range of residential unit types and architectural styles within the plan provides the ability to market the residential unit to younger age demographic than has historically invested in downtown, and properly conceived, would be extremely attractive to urban professionals, artisans and artists seeking live/work residential units.



Residential units would also be built in a range of styles, finishes and costs, in order to attract a wider urban demographic, as well as provide market and financial flexibility. In order to keep units affordable, yet interesting, much of the housing suggested within the plan would be built as high clearance loft units. These units would be built mixed use, live/work lofts, built to a very limited level of finish, leaving much of the building services and structure exposed on the interior, with the owner/tenant choosing the final level of finish desired. They would be built as shells meeting residential building code requirements, but kept affordable by constructing the interiors to a fashionable, but low level of interior finish. The exterior of the units would be built to resemble post-modernist warehouses, with a focus on inexpensive but interesting architecture.



The plan also contemplates a partnership with a not-for-profit entity which would act as either co-developer or take-out partner for a significant number of loft units early in the project. Similar to the Minneapolis based not-for-profit artist loft developer ArtSpace, a not-for-profit entity could either jointly develop units, or subsidize the purchase of residential units using grant funding, then rent the units to artists, writers and media production tenants in an ongoing support program. The City of Buffalo has identified this type of housing as a priority, and is currently seeking locations within which to initiate it. Use of this type of partnership within the Outer Harbor Development could serve as an early kick-start to the development of an arts district/ community.



Similarly, traditional apartments, condominiums and brownstone units can also be developed within the plan, and comfortably support a range of design types and unit costs. Residential development is targeted for the Warehouse and Canal Districts.

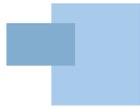
### Lifestyle and Neighborhood

Great neighborhoods contain a wide mix of support retail, services and diversions. "Lifestyle" uses within the plan include:

- Urban grocery store
- Liquor Store
- Florist, dry cleaning, shoe repair
- Home Accessories
- Furniture (retail)
- Fitness Center/Spa
- Nightclubs
- Restaurants/cafes
- Themed retail

## CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



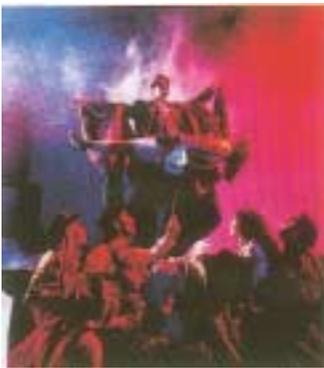
As most of the buildings within the plan will be flexible mixed use, lifestyle uses can be accommodated at many locations within the plan, and will respond to demand from residential development as it evolves. Lifestyle uses would be developed, depending upon scale and performance characteristics, throughout the entire site.



### Culture, Entertainment and Visitation

Development of cultural venues at the neighborhood level will be critical to attracting and supporting residential and business development within the plan. Close access, support and use of a wide range of interesting cultural activities within the project enhance the viability of residential and business development, and also has the capacity to generate significant regional visitation. Based on discussions with numerous parties interested in development of cultural and entertainment venues within the downtown, the plan contemplates the development of the following cultural, entertainment and tourist destination venues:

- Amphitheater/Outdoor performance venue
- Indoor performance venues and theaters
- Art galleries
- Spa/retreat



A hotel is proposed in support of the Amphitheater. In addition, the hotel would be instrumental in supporting the development of an International Exposition Center. The Exposition Center is an 60,000 to 80,000 square foot business, trade development and special exhibit exposition center. The exposition center complex also includes accommodation for civic venues or the possible development of a children's museum, science museum or themed activity center. Large scale performance venues would be restricted to the Amphitheater and exposition complex, while it is recommended that small scale cultural and entertainment uses are developed throughout each of the plan sub-areas.

### Education

Education and lifelong learning plays a critical role in sustaining the long term development of the Outer Harbor Creative Community Arts District. Ample square footage is available for small scale educational facilities including:

- Elementary schools, including charter schools for the performing and digital arts
- Early learning and day care centers

The plan also contemplates a larger institutional educational presence, which could include a grades K-12 Charter school, and off-campus university classrooms, art studios and public service offices. Educational uses are best programmed within the Canal District.



### Public Space & Recreation

Public space and recreational activities play a central role in the Outer Harbor development plan. First, the plan integrates public space into every aspect of the physical plan for the project. Under this concept, the Outer Harbor Greenbelt is extended, expanded beyond its current proposed design. Instead of a single 75 foot path along the shoreline, the plan creates an entire network of formal walkways, running and biking trail, a waterfront promenade along the Lake shore, and numerous smaller connected public seating and gathering places.



## CONCEPTUAL SITE DESIGN

CIMINELLI + O & Y + JERDE



The plan would develop an extensive network of public walkways connecting various public activity areas, including small parks, themed gardens, and various formal and informal public activity areas. By creating a network of highly varied passive and active public activities, the plan creates a more interesting set of public experiences integrated into the community. This concept reinforces the creative and cultural theme of the project, and creates yet another means of establishing it as a regional visitation destination.

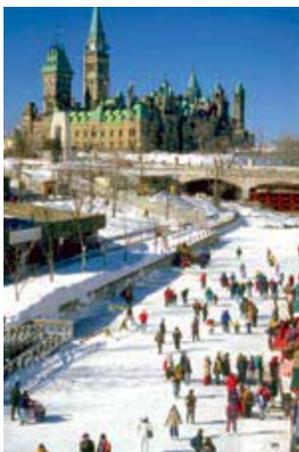
As the design of the public greenway network is finalized, an important element of the design will be to allow sculpture, monuments and interpretive displays to be integrated into the walkway system. This will in effect transform the greenway/walkway system into a sculpture park where works of art, found objects and other elements are built into the walkway system and at full build-out encompasses and winds its way through the entire site. The entire development should be artistically and visually "rich."

Other formal, informal and seasonal activities can be programmed into the plan's design. In addition to boating and boat moorings created by the Marina, other uses programmed into the multiple public venues provided on site include:

- Outdoor festival space for theme festivals, traveling exhibits, or a semi-permanent amusement park
- Outdoor theater performances and film screenings
- Ice skating along the canals
- Community Garden Plots
- Skateboard Park
- Antique, crafts or farmers markets
- Food & Wine Festival
- Boat show
- Antique Car Show & Rally
- Informal small concerts
- Fund raising events /galas



Lastly, the plan recommends the development of a lighting program which would highlight buildings and objects within the Our Harbor Development Plan area, as well as parts of the Skyway and grain elevators on the east side of Route 5. The concept is to create a simple light show that announces the project and establishes it as a place. A well designed, dramatic lighting program tying the area together would be an inexpensive way to begin marketing the development from its inception.



**Buffalo Outer Harbor Development Plan**  
**Development Cost, by Development Sub-area**

|                                     | <b>Acres</b> | <b>Maximum<br/>Development<br/>Build-out<br/>(S.F.)</b> | <b>Estimated<br/>Residential<br/>Units</b> | <b>Total<br/>Development<br/>Cost</b> |
|-------------------------------------|--------------|---|--|---------------------------------------|
| <b>Arts Terminal Complex</b>        | 15.4         |   |  |                                       |
| Rehab Existing                      |              | 525,000   |  | \$25,629,072                          |
| New Build                           |              | 180,000   |  | \$21,408,510                          |
| <b>Digital Arts Production</b>      | 15.0         |   |  |                                       |
| New Build                           |              | 325,000   |  | \$19,575,127                          |
| <b>Warehouse District</b>           | 39.9         |   |  |                                       |
| New Build                           |              | 2,120,000   | 371  | \$289,826,124                         |
| <b>Canal District</b>               | 23.4         |   |  |                                       |
| New Build                           |              | 1,060,000   | 186  | \$166,543,448                         |
| <b>Theatre Complex</b>              | 14.0         |   |  |                                       |
| New Build                           |              | 996,000   |  | \$148,161,999                         |
| <b>Hotel</b>                        | 2.2          |   |  |                                       |
| New Build                           |              | 525,000   |  | \$70,253,219                          |
| <b>Civic Arts/Exposition Center</b> | 20.3         |   |  |                                       |
| New Build                           |              | 450,000   |  | \$131,594,029                         |
|                                     | <b>130.2</b> | <b>6,181,000</b>  | <b>557</b>                                 | <b>\$872,991,528</b>                  |



SITE PLAN

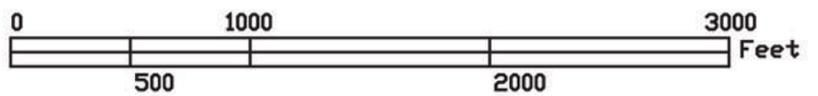




**LEGEND**

- ARTS TERMINAL COMPLEX
- DIGITAL ARTS PRODUCTION
- CANAL DISTRICT
- WAREHOUSE DISTRICT
- AMPHITHEATRE/THEATRE COMPLEX
- HOTEL
- CIVIC ARTS/EXPOSITION CENTER

**LAND USE PLAN**

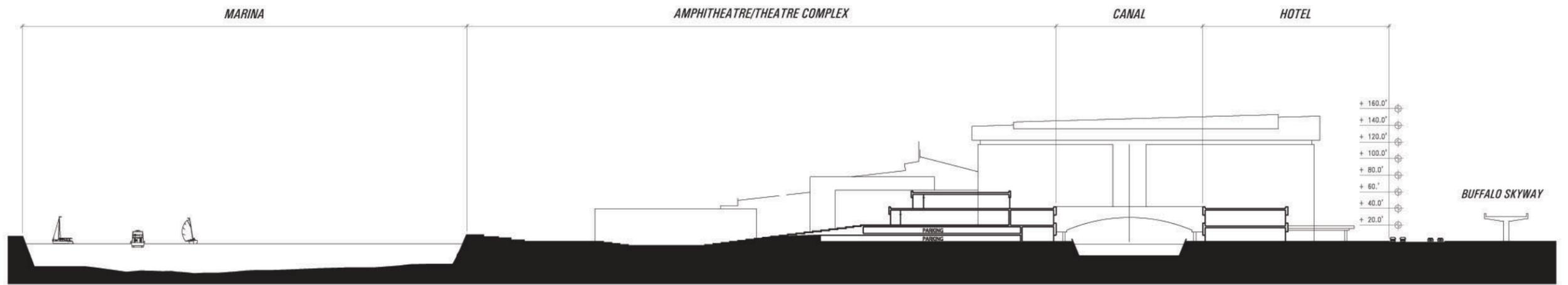
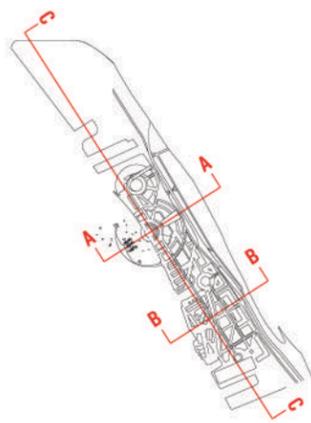




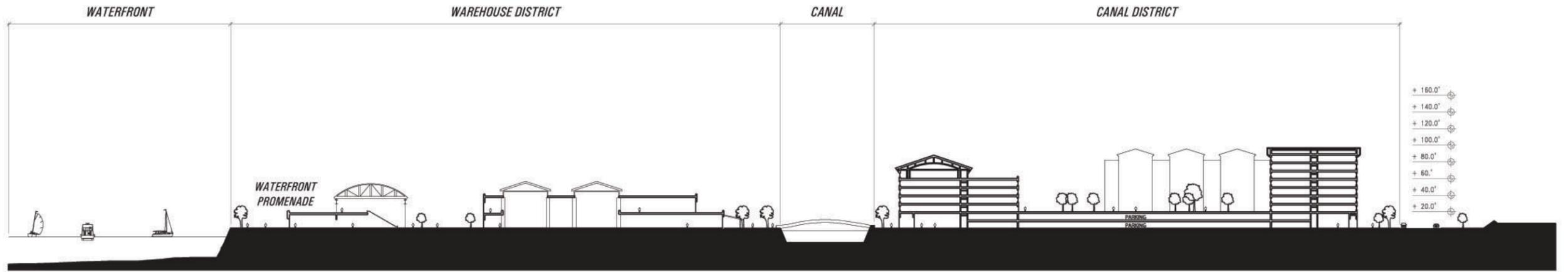
**OPEN SPACE PLAN**



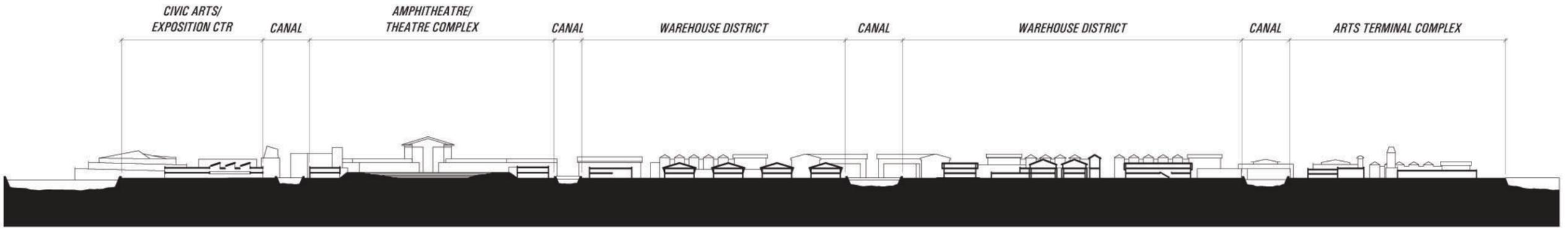




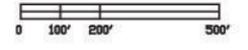
**A-A**



**B-B**



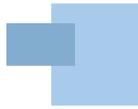
**C-C**



**SECTIONS**



## section four



### Financial Component

#### Development Strategy and Timetable

The Ciminelli-O&Y-Jerde Outer Harbor Redevelopment Plan has been structured to provide a flexible, long term development platform for the Outer Harbor properties. The physical, architectural and economic development components of the plan have been designed to foster development of a complementary and mutually reinforcing set of uses and businesses.

The physical development plan has also been structured to be financially sustainable over time. Overall, the plan suggests that the site can physically support the development of over 6 Million square feet at maximum density. This highest level of development intensity is shown for suggestive purposes, and reaching the upper limit of development would depend upon the scale of development within the Amphitheater and Exposition development sub-areas. The remaining portions of the plan, however, can reasonably be expected to be completed at close to the projected level of development indicated in the plan — from 2.5 to 4 million square feet at full build-out. Regardless of the final development capacity of the site, the development plan relies on a framework which encourages in-fill of smaller buildings and uses over time, and does not rely on a series of large development projects in order to succeed. The plan suggests a more rapid build up of a fabric of developments which better responds to market shifts over the course of the project's lifetime.

Second, development of the project does not depend upon exceedingly large pieces of new public infrastructure. By keeping the skyway in place and rationalizing access from it, infrastructure costs are focused on the internal development of the property.

Last, the plan recommends that development of the Terminal building begin as soon as possible. If possible, the Terminal building should be fast tracked for development approval. The Terminal building is critical to launching the project in that it 1) can be used to "brand" the properties, establish it early as a destination location, and market the project, and 2) the Terminal building can be used to test the overall development concept at a smaller, lower risk scale before major infrastructure investments are committed to the rest of the site.

#### Proposed Business Terms

As briefly described in the Development Team description, Ciminelli Development Corporation and O&Y Enterprise will form a joint venture to jointly manage and develop the project. Ciminelli-O&Y propose two different business private-public partnership models to complete development of the project.

#### Ciminelli-O&Y as Master Developer

Under the first proposal, the Ciminelli-O&Y joint venture would complete a master developer agreement with the NFTA under which Ciminelli-O&Y would manage all aspects of the development program, including but not limited to: obtaining all public approvals, raising private equity, obtain public and private financing, construction management, leasing and contracting, marketing and property management. Under this proposal, the NFTA will be responsible for infrastructure development on site. As part of the Master Developer agreement, Ciminelli-O&Y will accrue development fees to cover its expenses during the pre-construction portion of the project. Also as part of the Master Development Agreement, Ciminelli-O&Y will agree to a takedown schedule to purchase and/or lease property as it is ready for development at a prespecified price which guarantees the NFTA a fixed annual rate of return on its infrastructure investment. Under this model, the NFTA would have the option of taking its returns as part of the purchase and/or lease price on the land, or remain as an equity partner in each development and share in profits returned on development.

## FINANCIAL COMPONENT

CIMINELLI + O & Y + JERDE



### Ciminelli-O&Y — NFTA Joint Venture

Under this proposal the Ciminelli-O&Y joint venture would form a third party joint venture in partnership with the NFTA. Ciminelli-O&Y would serve as the managing partner for the development project, but would participate in the project financially only on a fee-for-service basis. The fee structure would be finalized within the operating agreement for the joint venture.

Under this model, Ciminelli-O&Y would manage all aspects of pre-construction, development and post-development for the project, but would place its own private equity into the project on a limited basis. Rather than receiving revenue for the sale or leasing of land, the NFTA would receive a higher rate of return from profits on the development of the property.

### Financial Pro Forma

#### Proposed purchase price or lease terms

At this stage, projecting a firm purchase price or lease rate for the property is too highly speculative to be of value. Ciminelli-O&Y would expect to peg the ultimate purchase price for the property to the value of the infrastructure investment on site.

#### Execution date

Given the basic structure of the business proposal described above, Ciminelli-O&Y would be prepared to execute an agreement with the NFTA as soon as detailed terms can be finalized, including operating agreements, between the parties. As described above, the purchase and/or leasing of property (as required by each development deal) would be conditioned upon completion of infrastructure development.

### Property Take Down, Development and Construction Schedule

A proposed property take down and development schedule is shown for the life of the project in the supporting tables. Note that the Ciminelli-O&Y has assumed that redevelopment of the Terminal building can begin immediately in year one of the project, and require a minimum of up front public approvals, as it is an existing structure. Development of the remainder of the project would obviously depend upon 1) completion of infrastructure investments, 2) market demand, and 3) fluctuate most widely based on the delivery of project elements in the Amphitheater and Exposition development sub-areas.

### Project Financial Pro Forma

The full project financial pro forma is also shown in the supporting tables. Note that the pro forma shows total development costs for the project, without any tax abatements, tax credits or grants. Annual development costs are also shown, based on the projected annual development schedule. The project is comfortably supported by prevailing market lease rates. The overall internal rate of return for the project is forecast at 15%.

Infrastructure costs are estimated for internal infrastructure improvements, and do not reflect the NFTA's shoreline stabilization program nor improvements to Fuhrman Boulevard programmed into the Southtowns Connector project. Although these improvements are directly related to the project, they have been previously programmed and are being implemented through separate funding sources.



### Estimated Public Benefits

At full build out of the maximum development intensity, the project generates just over \$850 Million in private investment. Public investment in the project is shown for direct internal improvements to the properties and does not reflect external infrastructure costs.

The estimated public benefits of the project are listed in the summary table below.

| Buffalo Outer Harbor Development Plan            |              |                                      |                      |                     |                                  |              |
|--|--------------|--------------------------------------|----------------------|---------------------|----------------------------------|--------------|
| Direct Economic Benefit, by Development Sub-area |              |                                      |                      |                     |                                  |              |
|  | Acres        | Maximum Development Build-out (S.F.) | Private Investment   | Public Investment   | Annual City Property Tax Revenue | Jobs Created |
| <b>Arts Terminal Complex</b>                     | 15.4         |                                      |                      |                     |                                  |              |
| Rehab Existing                                   |              | 525,000                              | \$23,636,251         | \$1,992,821         | \$1,136,904                      | 750          |
| New Build  |              | 180,000                              | \$20,725,258         | \$683,252           | \$996,885                        | 600          |
| <b>Digital Arts Production</b>                   | 15.0         |                                      |                      |                     |                                  |              |
| New Build  |              | 325,000                              | \$16,968,562         | \$2,606,565         | \$816,188                        | 325          |
| <b>Warehouse District</b>                        | 39.9         |                                      |                      |                     |                                  |              |
| New Build  |              | 2,120,000                            | \$282,892,661        | \$6,933,463         | \$13,607,137                     | 2,756        |
| <b>Canal District</b>                            | 23.4         |                                      |                      |                     |                                  |              |
| New Build  |              | 1,060,000                            | \$162,477,207        | \$4,066,241         | \$7,815,154                      | 1,969        |
| <b>Theatre Complex</b>                           | 14.0         |                                      |                      |                     |                                  |              |
| New Build  |              | 996,000                              | \$145,729,205        | \$2,432,794         | \$7,009,575                      | 332          |
| <b>Hotel</b>                                     | 2.2          |                                      |                      |                     |                                  |              |
| New Build  |              | 525,000                              | \$69,870,923         | \$382,296           | \$3,360,791                      | 100          |
| <b>Civic Arts/Exposition Center</b>              | 20.3         |                                      |                      |                     |                                  |              |
| New Build  |              | 450,000                              | \$128,066,478        | \$3,527,551         | \$6,159,998                      | 100          |
|  | <b>130.2</b> | <b>6,181,000</b>                     | <b>\$850,366,545</b> | <b>\$22,624,983</b> | <b>\$40,902,631</b>              | <b>6,932</b> |

### Sources Sources of Financing

Assuming average 75% financing across all private development at full build-out of the project at the highest development intensity, the project requires over \$212 Million in private equity. Ciminelli-O&Y will be responsible for raising private equity through a number of vehicles, including its established network of institutional investors and syndicating tax credits available through the State Brownfield development program as early sources for private equity in the project.

Given the type and density of development recommended under the plan, public funding for infrastructure can easily be supported through the use of Tax Increment Financing. Establishing a TIFF for financing public improvements at the site may in fact be a preferred means of providing a stable, long term source of funds as well as minimizing risk to the public sector. Ciminelli-O&Y will also aggressively pursue the use of a wide range of existing and special case state and federal funding for public investment in the project.

**Development Schedule  
Acreage Takedown**

|                                      | Total      | Year #1   | Year #2   | Year #3   | Year #4   | Year #5   | Year #6   | Year #7  | Year #8  | Year #9  | Year #10 |
|--------------------------------------|------------|-----------|-----------|-----------|-----------|-----------|-----------|----------|----------|----------|----------|
| <b>Arts Terminal Complex</b>         |            |           |           |           |           |           |           |          |          |          |          |
| Existing Building                    | 11         | 11        |           |           |           |           |           |          |          |          |          |
| New Construction "A1"                | 2          | 2         |           |           |           |           |           |          |          |          |          |
| New Construction "A2"                | 2          |           | 2         |           |           |           |           |          |          |          |          |
| <b>Digital Arts Production</b>       |            |           |           |           |           |           |           |          |          |          |          |
| Clear Span Flex Space "D1"           | 2          | 2         |           |           |           |           |           |          |          |          |          |
| Clear Span Flex Space "D2"           | 2          |           | 2         |           |           |           |           |          |          |          |          |
| Clear Span Flex Space "D3"           | 3          |           |           | 3         |           |           |           |          |          |          |          |
| Clear Span Flex Space "D4"           | 3          |           |           |           | 3         |           |           |          |          |          |          |
| Clear Span Flex Space "D5"           | 5          |           |           |           |           | 5         |           |          |          |          |          |
| <b>Warehouse District</b>            |            |           |           |           |           |           |           |          |          |          |          |
| Residential/Retail Warehouse "S1"    | 6          |           | 6         |           |           |           |           |          |          |          |          |
| Residential/Retail Warehouse "S2"    | 6          |           |           | 6         |           |           |           |          |          |          |          |
| Residential/Retail Warehouse "S3"    | 6          |           |           |           | 6         |           |           |          |          |          |          |
| Residential/Retail Warehouse "S4"    | 3          |           |           |           |           | 3         |           |          |          |          |          |
| Residential/Retail Warehouse "S5"    | 1          |           |           |           |           |           | 1         |          |          |          |          |
| Residential/Retail Warehouse "S6"    | 5          |           |           |           |           |           |           | 5        |          |          |          |
| Residential/Retail Warehouse "S7"    | 5          |           |           |           |           |           |           |          | 5        |          |          |
| Residential/Retail Warehouse "S8"    | 4          |           |           |           |           |           |           |          |          | 4        |          |
| Residential/Retail Warehouse "S9"    | 4          |           |           |           |           |           |           |          |          |          | 4        |
| <b>Canal District</b>                |            |           |           |           |           |           |           |          |          |          |          |
| Class "A" Office/ Residential "C1"   | 1          | 1         |           |           |           |           |           |          |          |          |          |
| Class "A" Office/ Residential "C2"   | 1          | 1         |           |           |           |           |           |          |          |          |          |
| Class "A" Office/ Residential "C3"   | 3          |           | 3         |           |           |           |           |          |          |          |          |
| Class "A" Office/ Residential "C4"   | 4          |           |           | 4         |           |           |           |          |          |          |          |
| Class "A" Office/ Residential "C5"   | 2          |           |           |           | 2         |           |           |          |          |          |          |
| Class "A" Office/ Residential "C6"   | 1          |           |           |           | 1         |           |           |          |          |          |          |
| Class "A" Office/ Residential "C7"   | 2          |           |           |           |           | 2         |           |          |          |          |          |
| Class "A" Office/ Residential "C8"   | 4          |           |           |           |           |           | 4         |          |          |          |          |
| Class "A" Office/ Residential "C9"   | 1          |           |           |           |           | 1         |           |          |          |          |          |
| Class "A" Office/ Residential "C10"  | 1          |           |           |           |           | 1         |           |          |          |          |          |
| Class "A" Office/ Residential "C11"  | 1          |           |           |           |           |           |           |          | 1        |          |          |
| Class "A" Office/ Residential "C12"  | 2          |           |           |           |           |           |           |          | 2        |          |          |
| Class "A" Office/ Residential "C13"  | 1          |           |           |           |           |           |           |          | 1        |          |          |
| <b>Theatre Complex</b>               |            |           |           |           |           |           |           |          |          |          |          |
| Movie/ Entertainment "T1"            | 2          |           |           | 2         |           |           |           |          |          |          |          |
| Movie/ Entertainment "T2"            | 4          |           |           | 4         |           |           |           |          |          |          |          |
| Movie/ Entertainment "T3"            | 3          |           |           | 3         |           |           |           |          |          |          |          |
| Movie/ Entertainment "T4"            | 1          |           |           |           |           | 1         |           |          |          |          |          |
| Movie/ Entertainment "T5"            | 2          |           |           |           |           | 2         |           |          |          |          |          |
| Movie/ Entertainment "T6"            | 4          |           |           |           |           | 4         |           |          |          |          |          |
| <b>Hotel</b>                         | 2          |           |           |           |           | 2         |           |          |          |          |          |
| <b>Civic Arts/ Exposition Center</b> |            |           |           |           |           |           |           |          |          |          |          |
| Exposition/ Performing Arts "CE1"    | 2          |           |           |           | 2         |           |           |          |          |          |          |
| Exposition/ Performing Arts "CE2"    | 1          |           |           |           | 1         |           |           |          |          |          |          |
| Exposition/ Performing Arts "CE3"    | 4          |           |           |           | 4         |           |           |          |          |          |          |
| Exposition/ Performing Arts "CE4"    | 3          |           |           |           | 3         |           |           |          |          |          |          |
| Exposition/ Performing Arts "CE5"    | 2          |           |           |           |           |           | 2         |          |          |          |          |
| Exposition/ Performing Arts "CE6"    | 4          |           |           |           |           |           | 4         |          |          |          |          |
| Exposition/ Performing Arts "CE7"    | 1          |           |           |           |           |           | 1         |          |          |          |          |
| Exposition/ Performing Arts "CE8"    | 3          |           |           |           |           |           | 3         |          |          |          |          |
| <b>Total</b>                         | <b>130</b> | <b>18</b> | <b>12</b> | <b>20</b> | <b>22</b> | <b>21</b> | <b>15</b> | <b>9</b> | <b>5</b> | <b>4</b> | <b>4</b> |

**Development Schedule  
Per Square Foot**

|                                     | <b>Total</b> | <b>Year #1</b> | <b>Year #2</b> | <b>Year #3</b> | <b>Year #4</b> | <b>Year #5</b> | <b>Year #6</b> | <b>Year #7</b> | <b>Year #8</b> | <b>Year #9</b> | <b>Year #10</b> |
|-------------------------------------|--------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|-----------------|
| <b>Arts Terminal Complex</b>        |              |                |                |                |                |                |                |                |                |                |                 |
| Existing Building                   | 525,000      | 525,000        |                |                |                |                |                |                |                |                |                 |
| New Construction "A1"               | 90,000       | 90,000         |                |                |                |                |                |                |                |                |                 |
| New Construction "A2"               | 90,000       |                | 90,000         |                |                |                |                |                |                |                |                 |
| <b>Digital Arts Production</b>      |              |                |                |                |                |                |                |                |                |                |                 |
| Clear Span Flex Space "D1"          | 45,000       | 45,000         |                |                |                |                |                |                |                |                |                 |
| Clear Span Flex Space "D2"          | 45,000       |                | 45,000         |                |                |                |                |                |                |                |                 |
| Clear Span Flex Space "D3"          | 68,000       |                |                | 68,000         |                |                |                |                |                |                |                 |
| Clear Span Flex Space "D4"          | 55,000       |                |                |                | 55,000         |                |                |                |                |                |                 |
| Clear Span Flex Space "D5"          | 110,000      |                |                |                |                | 110,000        |                |                |                |                |                 |
| <b>Warehouse District</b>           |              |                |                |                |                |                |                |                |                |                |                 |
| Residential/Retail Warehouse "S1"   | 300,000      |                | 300,000        |                |                |                |                |                |                |                |                 |
| Residential/Retail Warehouse "S2"   | 300,000      |                |                | 300,000        |                |                |                |                |                |                |                 |
| Residential/Retail Warehouse "S3"   | 320,000      |                |                |                | 320,000        |                |                |                |                |                |                 |
| Residential/Retail Warehouse "S4"   | 148,000      |                |                |                |                | 148,000        |                |                |                |                |                 |
| Residential/Retail Warehouse "S5"   | 68,000       |                |                |                |                |                | 68,000         |                |                |                |                 |
| Residential/Retail Warehouse "S6"   | 268,000      |                |                |                |                |                |                | 268,000        |                |                |                 |
| Residential/Retail Warehouse "S7"   | 268,000      |                |                |                |                |                |                |                | 268,000        |                |                 |
| Residential/Retail Warehouse "S8"   | 220,000      |                |                |                |                |                |                |                |                | 220,000        |                 |
| Residential/Retail Warehouse "S9"   | 224,000      |                |                |                |                |                |                |                |                |                | 224,000         |
| <b>Canal District</b>               |              |                |                |                |                |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C1"  | 60,000       | 60,000         |                |                |                |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C2"  | 50,000       | 50,000         |                |                |                |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C3"  | 120,000      |                | 120,000        |                |                |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C4"  | 160,000      |                |                | 160,000        |                |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C5"  | 90,000       |                |                |                | 90,000         |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C6"  | 50,000       |                |                |                | 50,000         |                |                |                |                |                |                 |
| Class "A" Office/ Residential "C7"  | 94,000       |                |                |                |                | 94,000         |                |                |                |                |                 |
| Class "A" Office/ Residential "C8"  | 170,000      |                |                |                |                |                | 170,000        |                |                |                |                 |
| Class "A" Office/ Residential "C9"  | 42,000       |                |                |                |                | 42,000         |                |                |                |                |                 |
| Class "A" Office/ Residential "C10" | 56,000       |                |                |                |                | 56,000         |                |                |                |                |                 |
| Class "A" Office/ Residential "C11" | 62,000       |                |                |                |                |                |                | 62,000         |                |                |                 |
| Class "A" Office/ Residential "C12" | 72,000       |                |                |                |                |                |                | 72,000         |                |                |                 |
| Class "A" Office/ Residential "C13" | 34,000       |                |                |                |                |                |                | 34,000         |                |                |                 |

**Development Schedule  
Per Square Foot**

|                                      | <b>Total</b>     | <b>Year #1</b> | <b>Year #2</b> | <b>Year #3</b>   | <b>Year #4</b> | <b>Year #5</b>   | <b>Year #6</b> | <b>Year #7</b> | <b>Year #8</b> | <b>Year #9</b> | <b>Year #10</b> |
|--------------------------------------|------------------|----------------|----------------|------------------|----------------|------------------|----------------|----------------|----------------|----------------|-----------------|
| <b>Theatre Complex</b>               |                  |                |                |                  |                |                  |                |                |                |                |                 |
| Movie/ Entertainment "T1"            | 111,000          |                |                | 111,000          |                |                  |                |                |                |                |                 |
| Movie/ Entertainment "T2"            | 249,000          |                |                | 249,000          |                |                  |                |                |                |                |                 |
| Movie/ Entertainment "T3"            | 186,000          |                |                | 186,000          |                |                  |                |                |                |                |                 |
| Movie/ Entertainment "T4"            | 60,000           |                |                |                  |                | 60,000           |                |                |                |                |                 |
| Movie/ Entertainment "T5"            | 120,000          |                |                |                  |                | 120,000          |                |                |                |                |                 |
| Movie/ Entertainment "T6"            | 270,000          |                |                |                  |                | 270,000          |                |                |                |                |                 |
| <b>Hotel</b>                         | 525,000          |                |                |                  |                | 525,000          |                |                |                |                |                 |
| <b>Civic Arts/ Exposition Center</b> |                  |                |                |                  |                |                  |                |                |                |                |                 |
| Exposition/ Performing Arts "CE1"    | 47,000           |                |                |                  | 47,000         |                  |                |                |                |                |                 |
| Exposition/ Performing Arts "CE2"    | 30,000           |                |                |                  | 30,000         |                  |                |                |                |                |                 |
| Exposition/ Performing Arts "CE3"    | 86,000           |                |                |                  | 86,000         |                  |                |                |                |                |                 |
| Exposition/ Performing Arts "CE4"    | 65,000           |                |                |                  | 65,000         |                  |                |                |                |                |                 |
| Exposition/ Performing Arts "CE5"    | 52,000           |                |                |                  |                |                  | 52,000         |                |                |                |                 |
| Exposition/ Performing Arts "CE6"    | 78,000           |                |                |                  |                |                  | 78,000         |                |                |                |                 |
| Exposition/ Performing Arts "CE7"    | 13,000           |                |                |                  |                |                  | 13,000         |                |                |                |                 |
| Exposition/ Performing Arts "CE8"    | 75,000           |                |                |                  |                |                  | 75,000         |                |                |                |                 |
| <b>Total</b>                         | <b>6,171,000</b> | <b>770,000</b> | <b>555,000</b> | <b>1,074,000</b> | <b>743,000</b> | <b>1,425,000</b> | <b>456,000</b> | <b>436,000</b> | <b>268,000</b> | <b>220,000</b> | <b>224,000</b>  |

**Outer Harbor Project  
Master Development**

|                                   | SF               | Hard Cost          | Infrastructure   | Soft Costs        | Total Project      | Per SF | Net Rent |
|-----------------------------------|------------------|--------------------|------------------|-------------------|--------------------|--------|----------|
| <b>Arts Terminal Complex</b>      |                  |                    |                  |                   |                    |        |          |
| Existing Building                 | 525,000          | 18,375,000         | 1,992,821        | 5,261,251         | 25,629,072         | 48.82  | 6.44     |
| New Construction "A1"             | 90,000           | 8,100,000          | 341,626          | 2,262,629         | 10,704,255         | 118.94 | 15.70    |
| New Construction "A2"             | 90,000           | 8,100,000          | 341,626          | 2,262,629         | 10,704,255         | 118.94 | 15.70    |
| <b>Total</b>                      | <b>705,000</b>   | <b>34,575,000</b>  | <b>2,676,073</b> | <b>9,786,509</b>  | <b>47,037,582</b>  |        |          |
| <b>Digital Arts Production</b>    |                  |                    |                  |                   |                    |        |          |
| Clear Span Flex Space "D1"        | 45,000           | 1,800,000          | 363,144          | 575,580           | 2,738,723          | 60.86  | 8.03     |
| Clear Span Flex Space "D2"        | 45,000           | 1,800,000          | 363,144          | 575,580           | 2,738,723          | 60.86  | 8.03     |
| Clear Span Flex Space "D3"        | 68,000           | 2,720,000          | 548,751          | 846,284           | 4,115,035          | 60.52  | 7.99     |
| Clear Span Flex Space "D4"        | 55,000           | 2,200,000          | 443,842          | 693,277           | 3,337,120          | 60.67  | 8.01     |
| Clear Span Flex Space "D5"        | 110,000          | 4,400,000          | 887,685          | 1,357,842         | 6,645,526          | 60.41  | 7.97     |
| <b>Total</b>                      | <b>323,000</b>   | <b>12,920,000</b>  | <b>2,606,565</b> | <b>4,048,562</b>  | <b>19,575,127</b>  |        |          |
| <b>Warehouse District</b>         |                  |                    |                  |                   |                    |        |          |
| Residential/Retail Warehouse "S1" | 300,000          | 31,500,000         | 983,005          | 8,585,727         | 41,068,732         | 136.90 | 18.07    |
| Residential/Retail Warehouse "S2" | 300,000          | 31,500,000         | 983,005          | 8,585,727         | 41,068,732         | 136.90 | 18.07    |
| Residential/Retail Warehouse "S3" | 320,000          | 33,600,000         | 1,048,539        | 9,150,452         | 43,798,991         | 136.87 | 18.06    |
| Residential/Retail Warehouse "S4" | 148,000          | 15,540,000         | 484,949          | 4,276,589         | 20,301,538         | 137.17 | 18.10    |
| Residential/Retail Warehouse "S5" | 68,000           | 7,140,000          | 222,814          | 1,983,233         | 9,346,048          | 137.44 | 18.14    |
| Residential/Retail Warehouse "S6" | 268,000          | 28,140,000         | 878,151          | 7,682,167         | 36,700,318         | 136.94 | 18.07    |
| Residential/Retail Warehouse "S7" | 268,000          | 28,140,000         | 878,151          | 7,682,167         | 36,700,318         | 136.94 | 18.07    |
| Residential/Retail Warehouse "S8" | 220,000          | 23,100,000         | 720,870          | 6,326,827         | 30,147,697         | 137.03 | 18.08    |
| Residential/Retail Warehouse "S9" | 224,000          | 23,520,000         | 733,977          | 6,439,772         | 30,693,749         | 137.03 | 18.08    |
| <b>Total</b>                      | <b>2,116,000</b> | <b>222,180,000</b> | <b>6,933,463</b> | <b>60,712,661</b> | <b>289,826,124</b> |        |          |

Canal District

|                                     | SF               |                    |                  |                   |                    |        |       |  |
|-------------------------------------|------------------|--------------------|------------------|-------------------|--------------------|--------|-------|--|
| Class "A" Office/ Residential "C1"  | 60,000           | 7,200,000          | 230,165          | 2,017,410         | 9,447,574          | 157.46 | 20.78 |  |
| Class "A" Office/ Residential "C2"  | 50,000           | 6,000,000          | 191,804          | 1,694,574         | 7,886,378          | 157.73 | 20.81 |  |
| Class "A" Office/ Residential "C3"  | 120,000          | 14,400,000         | 460,329          | 3,971,651         | 18,831,980         | 156.93 | 20.71 |  |
| Class "A" Office/ Residential "C4"  | 160,000          | 19,200,000         | 613,772          | 5,262,993         | 25,076,766         | 156.73 | 20.68 |  |
| Class "A" Office/ Residential "C5"  | 90,000           | 10,800,000         | 345,247          | 2,997,402         | 14,142,648         | 157.14 | 20.74 |  |
| Class "A" Office/ Residential "C6"  | 50,000           | 6,000,000          | 191,804          | 1,694,574         | 7,886,378          | 157.73 | 20.81 |  |
| Class "A" Office/ Residential "C7"  | 94,000           | 11,280,000         | 360,591          | 3,126,536         | 14,767,127         | 157.10 | 20.73 |  |
| Class "A" Office/ Residential "C8"  | 170,000          | 20,400,000         | 652,133          | 5,585,829         | 26,637,962         | 156.69 | 20.68 |  |
| Class "A" Office/ Residential "C9"  | 42,000           | 5,040,000          | 161,115          | 1,424,820         | 6,625,936          | 157.76 | 20.82 |  |
| Class "A" Office/ Residential "C10" | 56,000           | 6,720,000          | 214,820          | 1,876,790         | 8,811,610          | 157.35 | 20.76 |  |
| Class "A" Office/ Residential "C11" | 62,000           | 7,440,000          | 237,837          | 2,070,492         | 9,748,328          | 157.23 | 20.75 |  |
| Class "A" Office/ Residential "C12" | 72,000           | 8,640,000          | 276,198          | 2,393,327         | 11,309,525         | 157.08 | 20.73 |  |
| Class "A" Office/ Residential "C13" | 34,000           | 4,080,000          | 130,427          | 1,160,809         | 5,371,236          | 157.98 | 20.85 |  |
| <b>Total</b>                        | <b>1,060,000</b> | <b>127,200,000</b> | <b>4,066,241</b> | <b>35,277,207</b> | <b>166,543,448</b> |        |       |  |

Theatre Complex

|                           | SF             |                    |                  |                   |                    |        |       |  |
|---------------------------|----------------|--------------------|------------------|-------------------|--------------------|--------|-------|--|
| Movie/ Entertainment "T1" | 111,000        | 12,765,000         | 271,125          | 3,505,708         | 16,541,833         | 149.03 | 19.67 |  |
| Movie/ Entertainment "T2" | 249,000        | 28,635,000         | 608,199          | 7,767,153         | 37,010,351         | 148.64 | 19.61 |  |
| Movie/ Entertainment "T3" | 186,000        | 21,390,000         | 454,317          | 5,823,833         | 27,668,150         | 148.75 | 19.63 |  |
| Movie/ Entertainment "T4" | 60,000         | 6,900,000          | 146,554          | 1,902,737         | 8,949,291          | 149.15 | 19.68 |  |
| Movie/ Entertainment "T5" | 120,000        | 13,800,000         | 293,108          | 3,776,762         | 17,869,870         | 148.92 | 19.65 |  |
| Movie/ Entertainment "T6" | 270,000        | 31,050,000         | 659,492          | 8,413,012         | 40,122,504         | 148.60 | 19.61 |  |
| <b>Total</b>              | <b>996,000</b> | <b>114,540,000</b> | <b>2,432,794</b> | <b>31,189,205</b> | <b>148,161,999</b> |        |       |  |

Hotel

|  |         |            |         |            |            |        |  |  |
|--|---------|------------|---------|------------|------------|--------|--|--|
|  | 525,000 | 55,125,000 | 382,296 | 14,745,923 | 70,253,219 | 133.82 |  |  |
|--|---------|------------|---------|------------|------------|--------|--|--|

Civic Arts/ Exposition Center

|                                   | SF             |                    |                  |                   |                    |        |       |  |
|-----------------------------------|----------------|--------------------|------------------|-------------------|--------------------|--------|-------|--|
| Exposition/ Performing Arts "CE1" | 47,000         | 10,575,000         | 371,737          | 2,936,130         | 13,882,867         | 295.38 | 38.98 |  |
| Exposition/ Performing Arts "CE2" | 30,000         | 6,750,000          | 237,279          | 1,882,312         | 8,869,591          | 295.65 | 39.02 |  |
| Exposition/ Performing Arts "CE3" | 86,000         | 19,350,000         | 680,200          | 5,323,986         | 25,354,187         | 294.82 | 38.90 |  |
| Exposition/ Performing Arts "CE4" | 65,000         | 14,625,000         | 514,105          | 4,033,358         | 19,172,463         | 294.96 | 38.92 |  |
| Exposition/ Performing Arts "CE5" | 52,000         | 11,700,000         | 411,284          | 3,239,320         | 15,350,604         | 295.20 | 38.96 |  |
| Exposition/ Performing Arts "CE6" | 78,000         | 17,550,000         | 616,926          | 4,827,396         | 22,994,322         | 294.80 | 38.90 |  |
| Exposition/ Performing Arts "CE7" | 13,000         | 2,925,000          | 102,821          | 834,236           | 3,862,057          | 297.08 | 39.20 |  |
| Exposition/ Performing Arts "CE8" | 75,000         | 16,875,000         | 593,198          | 4,639,739         | 22,107,937         | 294.77 | 38.90 |  |
| <b>Total</b>                      | <b>446,000</b> | <b>100,350,000</b> | <b>3,527,551</b> | <b>27,716,477</b> | <b>131,594,029</b> |        |       |  |

|              |                  |                    |                   |                    |                    |  |  |  |
|--------------|------------------|--------------------|-------------------|--------------------|--------------------|--|--|--|
| <b>Total</b> | <b>6,171,000</b> | <b>666,890,000</b> | <b>22,624,984</b> | <b>183,476,544</b> | <b>872,991,528</b> |  |  |  |
|--------------|------------------|--------------------|-------------------|--------------------|--------------------|--|--|--|

Development Schedule  
Projected Costs Per Annum

|                                     | Total      | Year #1    | Year #2    | Year #3    | Year #4    | Year #5    | Year #6    | Year #7    | Year #8    | Year #9    | Year #10   |
|-------------------------------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| <b>Arts Terminal Complex</b>        |            |            |            |            |            |            |            |            |            |            |            |
| Existing Building                   | 25,629,072 | 25,629,072 |            |            |            |            |            |            |            |            |            |
| New Construction "A1"               | 10,704,255 | 10,704,255 |            |            |            |            |            |            |            |            |            |
| New Construction "A2"               | 10,704,255 |            | 10,704,255 |            |            |            |            |            |            |            |            |
| <b>Digital Arts Production</b>      |            |            |            |            |            |            |            |            |            |            |            |
| Clear Span Flex Space "D1"          | 2,738,723  | 2,738,723  |            |            |            |            |            |            |            |            |            |
| Clear Span Flex Space "D2"          | 2,738,723  |            | 2,738,723  |            |            |            |            |            |            |            |            |
| Clear Span Flex Space "D3"          | 4,115,035  |            |            | 4,115,035  |            |            |            |            |            |            |            |
| Clear Span Flex Space "D4"          | 3,337,120  |            |            |            | 3,337,120  |            |            |            |            |            |            |
| Clear Span Flex Space "D5"          | 6,645,526  |            |            |            |            | 6,645,526  |            |            |            |            |            |
| <b>Warehouse District</b>           |            |            |            |            |            |            |            |            |            |            |            |
| Residential/Retail Warehouse "S1"   | 41,068,732 |            | 41,068,732 |            |            |            |            |            |            |            |            |
| Residential/Retail Warehouse "S2"   | 41,068,732 |            |            | 41,068,732 |            |            |            |            |            |            |            |
| Residential/Retail Warehouse "S3"   | 43,798,991 |            |            |            | 43,798,991 |            |            |            |            |            |            |
| Residential/Retail Warehouse "S4"   | 20,301,538 |            |            |            |            | 20,301,538 |            |            |            |            |            |
| Residential/Retail Warehouse "S5"   | 9,346,048  |            |            |            |            |            | 9,346,048  |            |            |            |            |
| Residential/Retail Warehouse "S6"   | 36,700,318 |            |            |            |            |            |            | 36,700,318 |            |            |            |
| Residential/Retail Warehouse "S7"   | 36,700,318 |            |            |            |            |            |            |            | 36,700,318 |            |            |
| Residential/Retail Warehouse "S8"   | 30,147,697 |            |            |            |            |            |            |            |            | 30,147,697 |            |
| Residential/Retail Warehouse "S9"   | 30,693,749 |            |            |            |            |            |            |            |            |            | 30,693,749 |
| <b>Canal District</b>               |            |            |            |            |            |            |            |            |            |            |            |
| Class "A" Office/ Residential "C1"  | 9,447,574  | 9,447,574  |            |            |            |            |            |            |            |            |            |
| Class "A" Office/ Residential "C2"  | 7,886,378  | 7,886,378  |            |            |            |            |            |            |            |            |            |
| Class "A" Office/ Residential "C3"  | 18,831,980 |            | 18,831,980 |            |            |            |            |            |            |            |            |
| Class "A" Office/ Residential "C4"  | 25,076,766 |            |            | 25,076,766 |            |            |            |            |            |            |            |
| Class "A" Office/ Residential "C5"  | 14,142,648 |            |            |            | 14,142,648 |            |            |            |            |            |            |
| Class "A" Office/ Residential "C6"  | 7,886,378  |            |            |            | 7,886,378  |            |            |            |            |            |            |
| Class "A" Office/ Residential "C7"  | 14,767,127 |            |            |            |            | 14,767,127 |            |            |            |            |            |
| Class "A" Office/ Residential "C8"  | 26,637,962 |            |            |            |            |            | 26,637,962 |            |            |            |            |
| Class "A" Office/ Residential "C9"  | 6,625,936  |            |            |            |            | 6,625,936  |            |            |            |            |            |
| Class "A" Office/ Residential "C10" | 8,811,610  |            |            |            |            | 8,811,610  |            |            |            |            |            |
| Class "A" Office/ Residential "C11" | 9,748,328  |            |            |            |            |            |            | 9,748,328  |            |            |            |
| Class "A" Office/ Residential "C12" | 11,309,525 |            |            |            |            |            |            | 11,309,525 |            |            |            |
| Class "A" Office/ Residential "C13" | 5,371,236  |            |            |            |            |            |            | 5,371,236  |            |            |            |

**Development Schedule  
Projected Costs Per Annum**

|                                      | <b>Total</b>         | <b>Year #1</b>     | <b>Year #2</b>    | <b>Year #3</b>     | <b>Year #4</b>     | <b>Year #5</b>     | <b>Year #6</b>     | <b>Year #7</b>    | <b>Year #8</b>    | <b>Year #9</b>    | <b>Year #10</b>   |
|--------------------------------------|----------------------|--------------------|-------------------|--------------------|--------------------|--------------------|--------------------|-------------------|-------------------|-------------------|-------------------|
| <i>Theatre Complex</i>               |                      |                    |                   |                    |                    |                    |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T1"            | 16,541,833           |                    |                   | 16,541,833         |                    |                    |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T2"            | 37,010,351           |                    |                   | 37,010,351         |                    |                    |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T3"            | 27,668,150           |                    |                   | 27,668,150         |                    |                    |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T4"            | 8,949,291            |                    |                   |                    |                    | 8,949,291          |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T5"            | 17,869,870           |                    |                   |                    |                    | 17,869,870         |                    |                   |                   |                   |                   |
| Movie/ Entertainment "T6"            | 40,122,504           |                    |                   |                    |                    | 40,122,504         |                    |                   |                   |                   |                   |
| <i>Hotel</i>                         | 218,415,218          | 148,161,999        |                   |                    |                    | 70,253,219         |                    |                   |                   |                   |                   |
| <i>Civic Arts/ Exposition Center</i> |                      |                    |                   |                    |                    |                    |                    |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE1"    | 13,882,867           |                    |                   |                    | 13,882,867         |                    |                    |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE2"    | 8,869,591            |                    |                   |                    | 8,869,591          |                    |                    |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE3"    | 25,354,187           |                    |                   |                    | 25,354,187         |                    |                    |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE4"    | 19,172,463           |                    |                   |                    | 19,172,463         |                    |                    |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE5"    | 15,350,604           |                    |                   |                    |                    |                    | 15,350,604         |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE6"    | 22,994,322           |                    |                   |                    |                    |                    | 22,994,322         |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE7"    | 3,862,057            |                    |                   |                    |                    |                    | 3,862,057          |                   |                   |                   |                   |
| Exposition/ Performing Arts "CE8"    | 22,107,937           |                    |                   |                    |                    |                    | 22,107,937         |                   |                   |                   |                   |
| <b>Total</b>                         | <b>1,021,153,528</b> | <b>204,568,001</b> | <b>73,343,691</b> | <b>151,480,866</b> | <b>136,444,245</b> | <b>194,346,622</b> | <b>100,298,931</b> | <b>63,129,407</b> | <b>36,700,318</b> | <b>30,147,697</b> | <b>30,693,749</b> |
| Financing                            | 765,865,146          | 153,426,001        | 55,007,768        | 113,610,650        | 102,333,183        | 145,759,966        | 75,224,198         | 47,347,055        | 27,525,239        | 22,610,773        | 23,020,312        |
| Equity                               | 255,288,382          | 51,142,000         | 18,335,923        | 37,870,217         | 34,111,061         | 48,586,655         | 25,074,733         | 15,782,352        | 9,175,080         | 7,536,924         | 7,673,437         |

Project Costs Not Adjusted For Inflation

# OUTER HARBOR REDEVELOPMENT



CIMINELLI DEVELOPMENT CO.  
THE JERDE PARTNERSHIP  
O & Y ENTERPRISE  
URBAN ENGINEERS