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September 11, 2014

Jonathan D. Witten, Esq.
Huggins and Witten, LLC
156 Duck Hill Road
Duxbury, MA 02332

Re: The Commons at Weiss Farm, Stoneham, Massachusetts

Dear Attorney Witten:

This letter is in response to your memo to the Stoneham Board of Appeals ("Board") dated August 13, 2014 ("Memo") concluding that the comprehensive permit application submitted by Weiss Farm Apartments, LLC ("Applicant") on June 30, 2014 ("Application") was "seriously incomplete".

We are filing this response with the intent of being cooperative with the Board, but maintain that our first and foremost responsibility under the 40B Regulations is to 760 CMR 56.05 ("Regulations"), governing local rules and local hearings. Under subsection (1) of 56.05, Local Rules, it states, "The Board shall adopt local rules, not inconsistent with M.G.L. c. 40B, Sections 20-23....Such rules shall be consistent with the purpose of M.G.L. c.40B, sections 20-23 to provide a streamlined permitting process that overcomes regulatory barriers to the development of Low or Moderate Income Housing."

The objections stated in the Memo to application completeness fall into four categories, which we have defined below. We have also included a copy of the Memo noting which category applies to which part of the Application that you feel is incomplete.

Category #1: items that, although not required under the Regulations, the Applicant will provide. These items include:

- *Memo Item (b):* The Applicant is resubmitting the Existing Site Conditions report to include the existing conditions plan noting zoning districts surrounding the site.
- *Memo Item (d):* Although included in the plans submitted, the Applicant is providing a separate table showing the requested information.

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- *Memo Item (g) (i)*: The Housing Appeals Committee has indicated that this condition would be satisfied by the Applicant signing the appropriate Regulatory Agreement for the subsidized housing program being used. The Regulatory Agreement is signed as part of Final Approval, not at this stage. However, we are submitting a copy of the Operating Agreement of Weiss Farm Apartments LLC, which indicates in Section 1.3 (C) that the Company shall comply with the regulatory agreement by which the Company is bound and will be a "Limited Dividend Organization" if the property is developed in accordance with 40B.

Category #2: Items that, in the spirit of cooperation, the Applicant is providing some, but not all requested information. The information requested far exceeds the level of detail required under the Regulations:

- *Memo Item (a)*: The Applicant is resubmitting the existing conditions plan noting existing wetlands and ledge outcroppings on the site. The Applicant is not aware of any vernal pools or scenic views on the site. There are many large trees located within the wetland area, but the Applicant does not plan to disturb these areas, so large trees have not been noted. The Applicant will not provide information on uncertified wetlands or vernal pools not located on the site.
- *Memo Item (k)*: The pro forma was submitted as part of the Application (section 15) even though it is required to be reviewed only after all other land use related matters and conditions are discussed, and if the applicant believes such conditions would render the project uneconomic or more uneconomic than what was submitted as a baseline. We have submitted it in advance of that process and are resubmitting a signed and dated copy, as required under the Town's local rules. However, we believe the "pains and penalties of perjury" requirement is excessive, not required under 760 CMR 56.05, and meaningless in terms of any review that might occur.
- *Memo Item (l)*: The Applicant is submitting the Department of Housing & Community Development's Decision dated 9/2/14, which concludes that the Town has not met the required 1.5% land area threshold as evidence that there remains a Local Need.
- *Memo Item (q)*: The Applicant is providing additional information on the experience of Development Team Members, but feels it is excessive to list every project that each member firm has participated in over the course of 10 years.

Category #3: Items we believe are complete as submitted in the Application and therefore the Applicant objects to the additional level of detail requested:

- *Memo Item (f)*: This item requires that utility plans include adequate supporting documentation to demonstrate that all utilities and related infrastructure meet all applicable federal and state laws and regulations. This information is not required by the Regulations. The Application includes utility plans as part of the required preliminary site plan, and the Applicant is required to, and will, meet state storm water management best practices. The level of detail requested at this stage would be included in the detailed drawings which are submitted to the building inspector prior to the issuance of a building permit. The intent of the Statute is to require more detailed site and architectural drawings only after a permit has been granted.
- *Memo Item (i)*: The Town received copies of the initial Project Eligibility Application, as well as additional information provided to the Subsidizing Agency on 10/17/13 and 1/13/14. If the intent of this section is to allow the Board to periodically confirm that the applicant continues to fulfill project eligibility requirements under 760 CMR 56.04(1), there are three such requirements for project eligibility, as follows:
 1. The Applicant is a limited dividend corporation, which has been addressed above;
 2. The Project shall be fundable by a Subsidizing Agency, which is evidenced by the Site Approval letter from MassHousing; any subsequent major changes to the plans would be reviewed by that agency as part of Final Approval and not before, so there will be no change during the permitting process; and
 3. The Applicant shall control the site: this is evidenced by the P&S Agreement and will not change through the permitting process.

Therefore, we believe that reviewing materials submitted to the Subsidizing Agency, other than the Site Approval Application, is not necessary to keep the Board informed of the Applicant's continued eligibility status, and as such is an excessive request inconsistent with the intent of the Regulations.

- *Memo Item (m)*: Recent HAC decisions have confirmed that the list of waivers requested is not required to include the level of documentation requested in the Memo and the HAC will rule on the cumulative economic effect of requested waivers rather than the economic impact of each waiver on an individual basis. We are certainly willing to discuss our waiver requests as they relate to the plans submitted, without placing dollar amounts on each or making the statement requested.

Category #4: Items that, while required by the Town of Stoneham's Comprehensive Permit Rules, are inconsistent with the purpose of the Regulations, as outlined above, and as such, the Applicant objects to providing:

- *Memo Item (n):* Environmental Impact Analysis
- *Memo Item (p):* Statement of Impact on Municipal Facilities

Finally, with respect to Memo Item (r), in an effort to save paper, the Applicant requests that the Board specifically indicate what documents the Board requires additional copies of, how many copies the Board requires and what size copy the Board requires.

As you know, the initial Application was submitted on June 20, 2014. The Applicant wishes to be cooperative in this process, but also wishes to move the process forward. We respectfully request, based on the information presented in this letter, that the Board reconsider its previous determination that the Application is incomplete.

Thank you for your cooperation in this matter.

Very truly yours,


Richard J. Gallogly

RJG:smg

cc: Robert Saltzman, Esq. Stoneham Board of Appeals
Peter Mahoney
Steven L. Cicatelli, Esq.
Bob Engler

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ATTACHMENT A

APPLICANT'S RESPONSE TO MEMO DATED 7/24/14, REVISED THROUGH 8/13/14

Applicant's responses refer to letter from Applicant to Board dated 9/11/14 and are in listed in the margin in *BOLD ITALICS***.

Comprehensive Permit Filing Requirement (§18-33)

Compliance

<p>(a) Preliminary Site Development Plan(s) - preliminary site development plan(s) ("Plan") showing the locations and outlines of proposed buildings; the proposed locations, general dimensions and materials for streets, drives, parking area, walks and paved areas; and proposed landscaping improvements and open areas within the site. All structures of five or more units must have site development plans signed and stamped by a registered architect. Structures of less than five units may submit a sketch of the matters referenced herein and in Subparagraph (c) below, which need not have an architect's signature and stamp, subject, however, to the Board's right to require architectural plans, at any time prior to or during the hearing, if deemed necessary by the Board. Said Plan shall include the following information:</p> <p>(i) existing wetlands area, including vernal pools, whether certified or not, within</p>	<p>Not complete.</p> <p>(1) Existing wetland areas, including vernal pools, are not identified on the project plans; (2) Existing significant environmental features are not identified on the project plans.</p> <p><i>APPLICANT RESPONSE CATEGORY #2</i></p>
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<p>100 feet of the site;</p> <ul style="list-style-type: none"> (ii) existing and proposed topography at two-foot intervals; (iii) existing structures on adjacent properties within one hundred feet (100') of the nearest property line; (iv) existing significant environmental features such as ledge outcrops, scenic views and large trees (i.e. greater than 24" dbh); (v) proposed stormwater management system; (vi) proposed entrance(s) and egress(es) to the property; and (vii) proposed lighting and a photometric analysis. 	
<p>(b) Report on Existing Site Conditions - a report, together with a plan(s) if applicable, regarding existing site conditions and a summary of conditions in the surrounding areas, showing the location and nature of existing buildings, existing street elevations, traffic patterns and character of open areas, if any, in the neighborhood. The zoning district or districts, if more than one (1) district is involved, shall also be shown on the plan. (If the abutting land is in another district or town, this shall also be shown.);</p>	<p>Not complete.</p> <p>The site description narrative found at Tab 11 of the application materials does not address the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #1</i></p>
<p>(c) Preliminary Scaled Architectural Drawing - preliminary architectural scaled drawings for building plans including typical floor plans, typical elevations and sections, and identifying construction type and exterior finish, signed and stamped by the architect;</p>	<p>Preliminary scaled architectural drawings have been provided.</p>

<p>(d) Tabulation of Proposed Buildings - a tabulation of proposed buildings by type, size (number of bedrooms, floor area), and ground coverage, and summary showing the percentage of the tract to be occupied by buildings, parking and other paved vehicular areas, and by open areas;</p>	<p>Not complete.</p> <p>The project summary found at Tab 11, sheet C-2 of the application materials does not address the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #1</i></p>
<p>(e) Subdivision Plan - where a subdivision of land is involved, a preliminary or a definitive subdivision plan shall be submitted. If a preliminary plan is submitted, the Board shall have the right to require the Applicant to submit any and all information required on a definitive plan or a definitive subdivision plan, if deemed necessary by the Board;</p>	<p>Not relevant.</p>
<p>(f) Utility Plans - a utilities plan showing the proposed location and types of sewage, water (including hydrants) and draining facilities. Adequate supporting information shall be provided to demonstrate that all utilities and related infrastructure shall meet all applicable federal and state laws and regulations (including, but not limited to all Stormwater Management Guidelines promulgated by the Massachusetts Department of Environmental Protection or best management practices, whichever is more stringent), as well as Town regulations and requirements or if a waiver of the Town requirement is being sought by the Applicant, evidenced of the standard that will be met. (See also Section 18-33(m) below.) Additionally, the utility plan or a separate utility plan shall show the location and type of electric, gas utilities and telecommunication(s) facilities.</p>	<p>Not complete.</p> <p>The utility plans found at Tab 11, sheet C-4 of the application materials does not address the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #3</i></p>

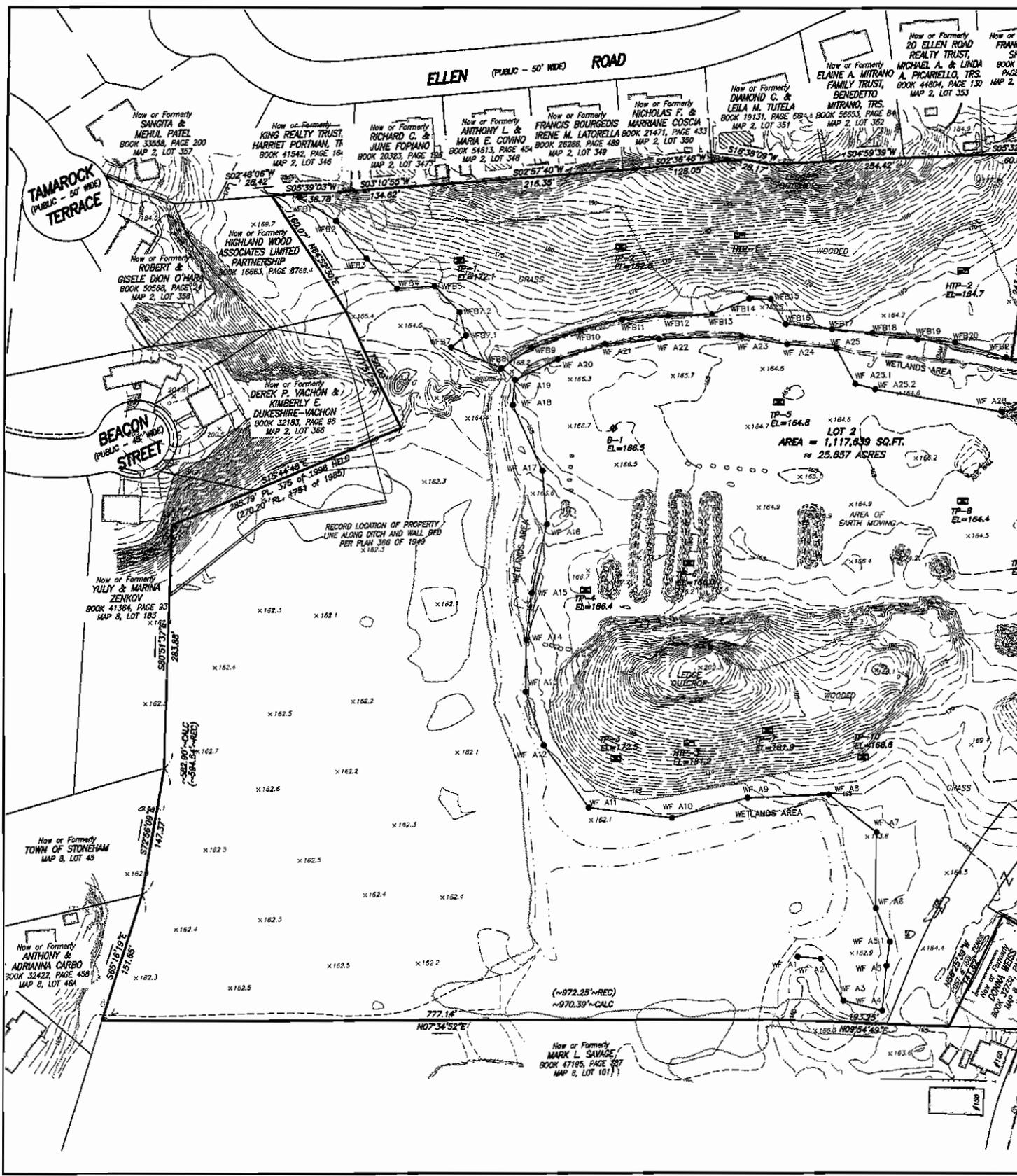
<p>(g) Project Eligibility - documents specified in 760 CMR 56.04 to show the status of the Applicant and the acceptability of the site, including:</p> <ul style="list-style-type: none"> (i) evidence that the Applicant is a public agency, non-profit organization or a limited dividend organization; (ii) evidence that the project shall be fundable by a subsidizing agency under a low and moderate-income housing subsidy program. The Board may review this documentation to insure that the applicable subsidizing agency has performed the due diligence required under 760 CMR 56.04; and (iii) evidence that the Applicant shall control the site and the means of access thereto. This documentation must adequately demonstrate that the Applicant possesses the necessary control over the site access to develop the project as proposed in the Application; 	<p>Not complete.</p> <p>The application material does not include evidence that the applicant meets the requirements of subsection (i) of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #1</i></p>
<p>(h) Applicant's Control of Site - Appropriate documentation evidencing the Applicant's control of the site. If the Applicant owns the property, the Applicant shall provide a copy of the deed showing the Registry of Deeds book and page number(s) (and registered land recording information, if applicable). If the property is under a purchase and sale agreement or other agreement regarding ownership and/or control, a copy of said agreement shall also be provided;</p>	<p>A purchase and sales agreement for the locus has been provided.</p>
<p>(i) Materials Submitted to Subsidizing Agency - a complete copy of the Application and any materials submitted by the Applicant to the subsidizing agency. Said Application and materials shall allow the Board to periodically confirm that the Applicant continues to fulfill the project eligibility requirements of 760 CMR 56.04(1);</p>	<p>Not complete.</p> <p>The application materials do not appear to include all materials submitted by the applicant to MassHousing in this matter.</p> <p><i>APPLICANT RESPONSE CATEGORY #3</i></p>

<p>(j) Project Eligibility Letter – written documentation of project eligibility by a subsidizing agency containing all of the findings required by 760 CMR 56.04(4);</p>	<p>A project eligibility letter has been provided.</p>
<p>(k) <i>Pro Forma</i> – a detailed pro forma financial analyses of anticipated expenses and revenues of the Project, documenting site acquisition costs, and setting forth the applicant’s proposed profit limitation. If the claimed land acquisition value is five percent (5%) or greater than the land’s most recent assessed valuation as determined by the Town of Stoneham, the application shall contain an appraisal of the property, prepared by an appraiser certified as a Massachusetts General Appraiser, with a valuation date no greater than six months prior to the application date. A pro forma shall be submitted with the initial application and revised, as appropriate, throughout the course of the Project’s review. It is the applicant’s responsibility to ensure that the Board has in its possession an accurate and updated pro forma at all times. The pro formas shall be signed and dated by the applicant or its agent, under the pains and penalties of perjury and contain the following statement, “To the best of the applicant’s knowledge, the pro forma submitted herein is accurate and complete as of the date executed below.” A detailed and accurate pro forma is considered an indispensable document to ensure the Board’s ability to review the economic viability of the Project. The submission and review of the pro forma shall be conducted in conformance with 760 CMR 56.05(6). ;</p>	<p>Not complete.</p> <p>The application materials do not comply with the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #2</i></p>
<p>(l) Evidence of Local Housing Need – evidence of local need for the type and number of housing units being proposed by the Applicant.</p>	<p>Not complete.</p> <p>The application materials do not comply with the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #2</i></p>

<p>(m) a list, stated with particularity, of requested exceptions to Stoneham's requirements and regulations, including by-laws, policies or regulations, including these Regulations and a written explanation of why, but for the failure to grant the requested waiver, the Project would be rendered uneconomic pursuant to G.L. c.40B, s.20. With particular respect to regulations promulgated by the Stoneham Board of Health and Planning Board, the application shall provide supporting documentation as to why the relevant regulation should be waived, why the Project would be uneconomic without said waiver and how the purpose of the regulation would not be compromised should a waiver be granted. Requests for waivers shall be supported by the documentation required by these Regulations and as submitted by the Applicant. No waiver from a local by-law, policy or regulation shall be granted unless and until a request for a waiver from a local by-law, policy or regulation is requested by the applicant in writing and with particularity and unless and until the Board issues a written waiver of said local by-law, policy or regulation, approved by a majority of the Board. Waivers granted prior to the issuing of a final comprehensive permit decision may be rescinded based on subsequent information presented during the hearing;</p>	<p>Not complete.</p> <p>The application materials do not comply with the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #3</i></p>
<p>(n) Environmental Impact Analysis (for applications for projects of twenty (20) or more dwelling units or if otherwise required by the Board of Appeals) - an "Environmental Impact Analysis" prepared by a qualified environmental scientist, professional wetland scientist (PWS), certified soil scientist, botanist, hydrogeologist and/or other scientific professional with demonstrated qualifications (e.g. education, training, or demonstrated experience) provided to the Board. The Environmental Impact Analysis shall assess the impact of the development on the environment within the</p>	<p>Not complete.</p> <p>The application materials do not comply with the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #4</i></p>

<p>development and adjacent thereto. Such analysis shall include, but shall not be limited to, an evaluation of pre-development conditions and post-development impacts on:</p> <ul style="list-style-type: none"> (i) surface and groundwater quality; (ii) groundwater recharge; (iii) open space; (iv) recreational areas and space; (v) wildlife habitats and corridors; (vi) wetlands and bodies of water, including streams and rivers, both localized and general; (vii) species of special concern in and (viii) historic structures or historic areas. <p>Such analysis shall include proposed mitigation of any identified post-development impacts. Mitigation measures requiring continuing or periodic maintenance shall be identified and a proposed maintenance plan shall be included with the Environmental Impact Analysis.</p>	
<p>(o) Traffic Impact Report (for applications for projects of twenty (20) or more dwelling units or if otherwise required by the Board of Appeals) - a Traffic Impact Report prepared by a registered professional engineer qualified in the field of traffic engineering, analyzing the proposed project's impact on the congestion, safety and overall convenience of the roadway system, including the roads providing access to and egress from the proposed project and all roads and areas otherwise impacted in any material way or manner by the proposed project, regardless of the level of additional traffic projected and regardless of whether or not the road is under the jurisdiction of the Town of Stoneham or located in an adjacent municipality. Impacts on both vehicular and pedestrian travel must be addressed.</p>	<p>A traffic impact report has been provided.</p>

<p>(p) Statement of Impact On Municipal Facilities and Services – a detailed statement on the impact of the proposed project on municipally facilities and services shall be provided by the Applicant in order to further the understanding of the Town and for planning purposes. This requirement and the provision of information in response hereto shall not affect (either increase or decrease) the Board’s scope of review under applicable law or regulations for comprehensive permits, nor shall this information request or the information provided in response hereto be construed to be a basis of the Board’s decision.</p>	<p>Not complete.</p> <p>The application materials do not comply with the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #4</i></p>
<p>(q) Roster of Development Team Members/List of Prior Developments – (i) a list of all members of the development team, including all contractors and subcontractors to the extent known at the time of the Application; and (ii) a list of all prior development projects (regardless of whether residential or commercial, etc.) over the last ten (10) years;</p>	<p>Not complete.</p> <p>The “Outline of Development Team” found at Tab 5 of the application materials does not address the requirements of the preceding paragraph.</p> <p><i>APPLICANT RESPONSE CATEGORY #2</i></p>
<p>(r) Twenty-five (25) copies of said Application with attachments and exhibits shall be submitted to the Town Clerk upon filing (to be distributed to the Board Members, the Board Recording Secretary, and to all of the Town departments). Up to ten (10) additional copies shall be provided to the Board upon request. Additionally, 11” x 17” copies of all plans (with match-lines) shall be provided to the Board for copying purposes by the Board or the Town Clerk;</p>	<p>Not complete.</p> <p>The application materials do not include full sized, scalable, plans.</p> <p><i>APPLICANT RESPONSE FOUND IN LETTER</i></p>
<p>(s) An abutters list certified by the Town’s Assessor’s Office listing all “abutters” as defined in G.L.c. 40A, sec. 11.</p>	<p>An abutter’s list has been provided.</p>





STEVENS ST.

SULLIVAN CIR.

STONEHAM
HIGH SCHOOL

FRANKLIN ST.

1.0 SITE DESCRIPTION NARRATIVE

1.1 Existing Site Conditions

The project site consists of 25.7 acres of land on Weiss Farm along the north side of Franklin Street in the town of Stoneham, MA. The Weiss family had operated a farm on this location for many years and in recent years has sold topsoil and mulch.

The existing property contains the Weiss Farm family home and several barn buildings. The family will keep the portion of the property that is the site of the family home and will continue to live there.

The remaining area of the farm, including the loam and mulch operation, is located to the north of the farm buildings and contains about 14 acres of upland. Much of the upland has been farmed or used for storage for many years. It also includes a rocky knoll on the north-westerly side of the composting operation area. Much of the property is wetlands and wetland buffer and therefore will remain in its natural state. There is a large wetland area on the west and north sides of the property and a wetland area on the east side adjacent to Franklin Street. Close to 80% of the property will remain as vegetative open space.

A drainage channel was excavated through the wetland area along the perimeter of the farm area. The channel flows to a wetland area in the southeast corner of the project site. A small pump station adjacent to Franklin Street pumps water to a culvert under Franklin Street. The water flows under Franklin Street and then southerly in a drainage channel.

As part of this project, the property will be subdivided into two lots. An ANR plan will be submitted to the town subdividing 1.16 acres from the remaining 25.67 acres to include the existing farmhouse, a barn and surrounding areas. The remaining land will be used for the apartment community.

Please refer to the topographic plan of land, USGS Map and the aerial photographs for further details of the site.

1.2 Existing Environmental Resources

As stated above, there is a significant wetland area in the north and west portion of the site and along the easterly side of the site.

A drainage channel was excavated around three sides of the farm operation area, which is considered a wetland area. The topographic plan indicated the boundary of the vegetated wetlands along the perimeter of the proposed development area as approved by the Stoneham Conservation Commission.

FEMA mapping has been reviewed to determine if there are any flood zones located on the project site. According to the FEMA mapping, there are not any portions of the site shown as being within a 100 year flood zone.

1.3 EXISTING UTILITIES

1.3.1 Water

There is presently a 12-inch ductile iron water line in Franklin Street adjacent to the project site. A hydrant flow test was conducted on July 23, 2013 by the Stoneham Water Department. The test indicated a static pressure of 65 psi, a residual pressure of 62 psi and a flow of 865 gallons per day. This is adequate pressure for the proposed development. The MWRA supplies water to the Town of Stoneham.

1.3.2 Sewerage

The project site is presently serviced by an 8-inch gravity sewer line which runs through a 10-foot wide sewer easement on the adjacent property and then to Franklin Street. This sewer line flows in an easterly direction under Franklin Street.

There is also a 10-inch sewer line in Franklin Street adjacent to the westerly portion of the site. This line flows in a westerly direction. It is anticipated that the proposed project will connect to this 10-inch line.

The Town of Stoneham is part of the MWRA sewer system, and the sewerage from the Town is treated at the Deer Island sewerage treatment facility.

1.3.3 Electric

NSTAR provides electric service to the Town of Stoneham. Presently there is overhead electric service along the north side of Franklin Street adjacent to the site. It is anticipated that the electric service to the site will extend underground from a utility pole along Franklin Street to the project site.

1.3.4 Telephone, Cable and Internet

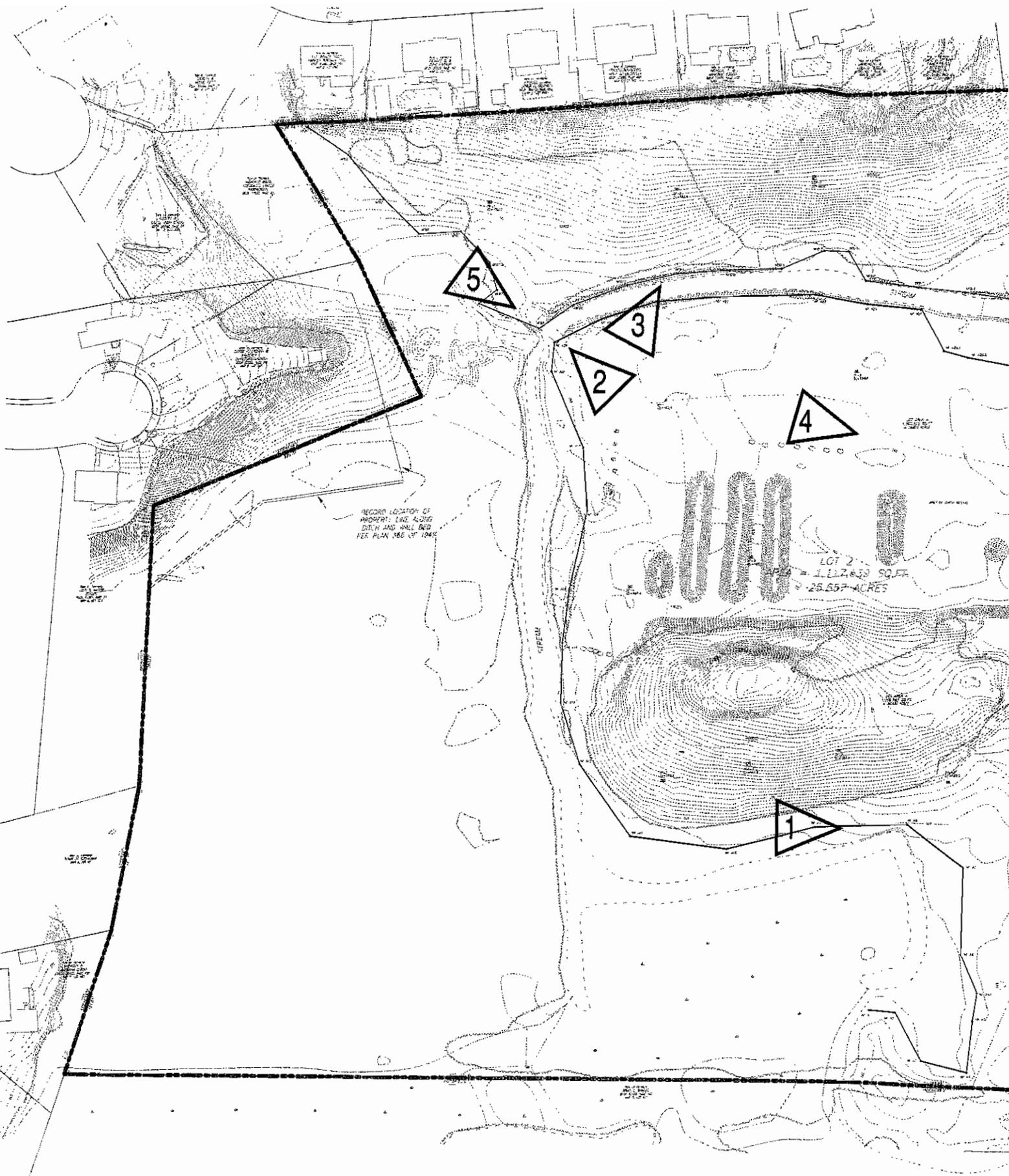
Communication services are available on the overhead along Franklin Street. It is anticipated that the communication services to the site will extend underground from a utility pole through the project site.

1.3.5 Gas

National Grid provides gas service to the Town of Stoneham. There is existing 12-inch gas main in Franklin Street adjacent to the project site.

1.4 Easements

There is an existing 10 foot wide sewer easement along Franklin Street. The sewer easement is for the sewer line from the existing Weiss Farm house. It is assumed that this easement will remain in place. This easement will need to be continued to the new subdivision property line for the house. There is also a drain and ditch easement at the northwest corner of the site in the wetland area. This easement is outside of the area proposed for development and would not impact the proposed project. There are no other known easements.

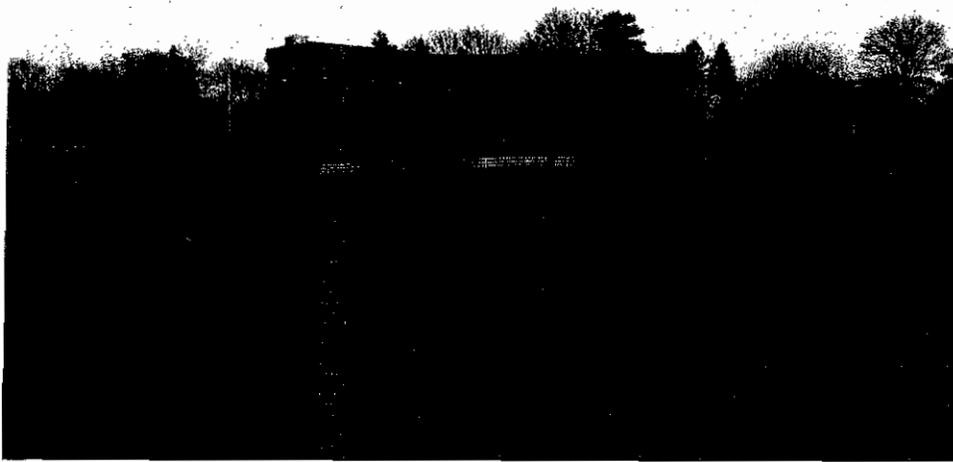


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Planning and Design

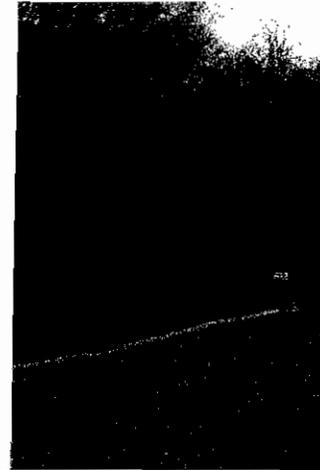
Existing Conditions

Stoneham - Weiss Farm

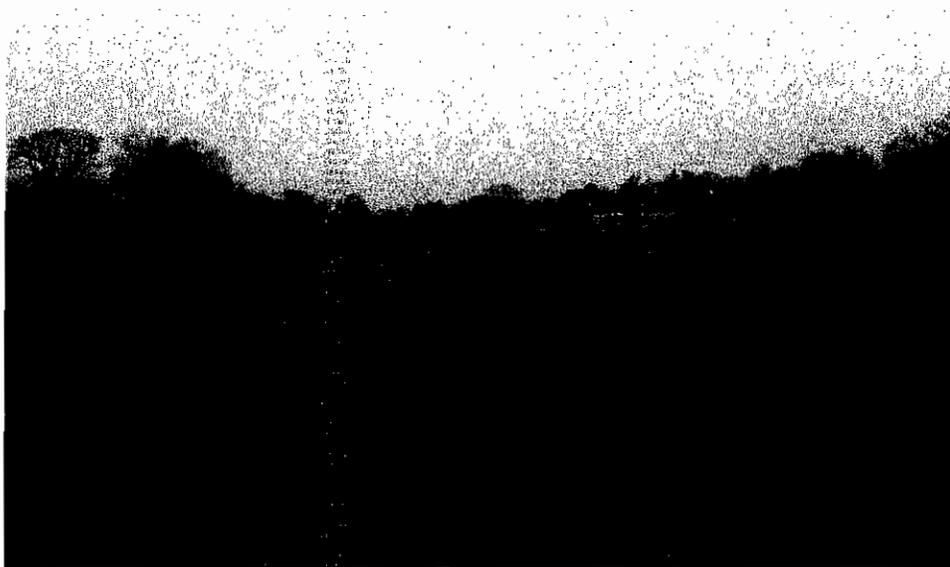


Southwest towards Franklin Street from wetland

1



Northeast towards bridge



South towards Franklin Street and existing business structure

4



Southwest over bridge towards building



South towards wetland and constructed canal

7



Northwest on Franklin Street

**THE COMMONS AT WEISS FARM
TABULATION OF PROPOSED BUILDINGS**

06/30/14

Building Type	Studio	1BR	2BR	3BR	Total Units	Bedrooms	Footprint	Floor Area
Building A	5	26	33	0	64	97	15,331	75,661
Building B	5	26	33	0	64	97	15,331	75,661
Building C	17	53	48	3	121	175	29,553	138,135
TH 1-3	0	0	0	3	3	9	2,240	5,810
TH 4-6	0	0	0	3	3	9	2,240	5,810
TH 7-9	0	0	0	3	3	9	2,301	5,806
TH 10-12	0	0	0	3	3	9	2,301	5,802
TH 13-15	0	0	0	3	3	9	2,301	5,806
Clubhouse	0	0	0	0	0	0	4,982	4,982
Garage	0	0	0	0	0	0	1,750	0
Maintenance	0	0	0	0	0	0	449	449
TOTAL	27	105	114	18	264	414	78,779	323,919

SITE SUMMARY

% of Tract Occupied by Buildings	Approx 7%
% of Tract Occupied by Parking & Paved Vehicular Areas	Approx 12.5%
% of Open Areas	Approx 80%

**OPERATING AGREEMENT
OF
WEISS FARM APARTMENTS LLC
A Massachusetts Limited Liability Company**

This OPERATING AGREEMENT (the "Agreement") of Weiss Farm Apartments LLC, a Massachusetts limited liability company (the "Company"), is made and entered into as of the 19th day of April, 2013, by and between the Company and John M. Corcoran & Co. LLC, a Massachusetts limited liability company, as the sole member (the "Member") and the manager (the "Manager").

In consideration of the agreements herein contained and intending to be bound hereby, the parties hereby agree as follows:

ARTICLE ONE: GENERAL PROVISIONS

Section 1.1 Formation of the Company

The Member hereby forms the Company as a Massachusetts limited liability company pursuant to the Massachusetts Limited Liability Company Act, Chapter 156C of the Massachusetts General Laws, as the same may hereafter be amended (the "Act").

Section 1.2 Name and Office

The Company shall be conducted solely under the name of Weiss Farm Apartments LLC. The address of the principal office of the Company is 100 Grandview Road, Braintree, MA 02184, or such other place as the Manager may from time to time determine.

Section 1.3 Purpose

- A. The sole and exclusive purpose of the Company is to, directly or indirectly, acquire, finance, own, develop, construct, improve, operate, manage, maintain, lease, eventually sell and otherwise deal with certain real property and associated personal property located off Franklin Street, in Stoneham, Massachusetts (the "Property").
- B. Without limiting the generality of Section 1.3.A., the Company is expressly authorized to purchase the Property upon the terms and conditions set forth in that certain Purchase and Sale Agreement, dated as of April 10, 2013, by and between the Member and Weiss Farm, Inc. (as it may be amended from time to time, the "Purchase Agreement").
- C. To the extent that the Property is developed in accordance with the terms of Massachusetts General Laws, Chapter 40B, §§20-23 and its implementing regulations, as the same may be amended from time to time, (i) the Property and the Company shall comply with the terms of any comprehensive permit and/or regulatory agreement by which the Company is bound; and (ii) the Company shall

be a "Limited Dividend Organization" pursuant to M.G.L. c. 40B, Section 21, and 760 C.M.R. 56.02, and shall limit the dividend on invested equity to that allowed by the applicable statute or regulations governing any pertinent housing program undertaken by the Company.

Section 1.4 Term

The term of the Company commenced upon filing of the Certificate of Organization (as amended from time to time, the "Certificate") with the Massachusetts Secretary of State and shall continue in full force and effect until dissolution in accordance with this Agreement.

ARTICLE TWO: THE MEMBER

Section 2.1 The Member

John M. Corcoran & Co. LLC, a Massachusetts limited liability company, is the sole member of the Company.

Section 2.2 No Liability

The Member shall not be liable, including, without limitation, by way of indemnification, contribution, assessment or otherwise, for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, except to the extent of the Member's capital contribution.

Section 2.3 Capital Contributions/Loans

The Member may make such capital contributions and loans to the Company in such amounts and upon such terms as the Member, in its sole discretion, deems advisable.

Section 2.4 Transfers of the Member's Interest

The Member may sell, assign, transfer, pledge or otherwise dispose of all or any part of its interest in the Company at any time, subject to such rights of approval and restrictions that may be contained in any other agreement to which the Company is a party.

ARTICLE THREE: RIGHTS, POWERS AND DUTIES OF THE MANAGER

Section 3.1 Management and Control of the Company

- A. John M. Corcoran & Co. LLC is hereby appointed the Manager of the Company.
- B. The Manager shall have the full and exclusive right to manage and control, and make all decisions regarding, the business and affairs of the Company.
- C. The Manager may appoint a President, a Treasurer and such other officers and authorized persons (each an "Officer") as the Manager deems appropriate. An

Officer may, but need not be, a Member and/or a Manager. Subject to the direction and control of the Manager, (i) the President shall have the power and authority to manage the affairs of the Company in the ordinary course of its business, and (ii) the Treasurer shall have general charge of the financial affairs of the Company. In addition, each Officer shall have such other duties and powers as shall be designated from time to time by the Manager. Any Officer may be removed by the Manager at any time in the sole discretion of the Manager. Any Officer may resign at any time upon ten (10) days' prior notice to the Manager. If any office becomes vacant by reason of the resignation, removal or Incapacity of an Officer, the Manager may, but shall not be required to, appoint a successor.

- D. The initial President of the Company is Richard J. High. The initial Treasurer of the Company is Lawrence J. Murphy.
- E. The Manager, the President and the Treasurer, acting and signing jointly or singly, may execute agreements, contracts, deeds, licenses, leases, notes, mortgages and other instruments ("Instruments") on behalf of the Company and any Instrument that is so executed shall bind the Company and shall be conclusive evidence in favor of every person or entity relying thereon or claiming thereunder that at the time of the delivery thereof: (i) the Company was in existence; and (ii) this Agreement had not been terminated, canceled or amended in any manner so as to restrict the authority of the Manager or any Officer (except as shown in the Certificate). Any person dealing with the Company may rely upon a certificate signed by the Manager or any Officer as to:
- (1) the identity of the Member, the Manager and the Officers;
 - (2) the existence or non-existence of any fact or facts which constitute conditions precedent to acts by the Manager or any Officer or are in any other manner germane to the affairs of the Company;
 - (3) the person or entity who is authorized to execute, acknowledge and deliver any Instrument of or on behalf of the Company; or
 - (4) any act or failure to act by the Company or as to any other matter whatsoever involving the Company, the Manager, the Officers or any Member.
- F. Without limiting the generality of the foregoing provisions of this Section 3.1, each of the Manager, the President and the Treasurer, acting and signing jointly or singly, is authorized and directed to cause the Company to acquire the Property pursuant to the Purchase Agreement, and to execute and deliver such Instruments and take such other actions as such person, in such person's sole discretion, deems necessary or advisable in connection with the purchase of the Property.

Section 3.2 Maintenance of Separate Identity

The Company shall conduct its activities so as to ensure that it will be recognized as a separate legal entity and shall not conduct its activities in any manner that could cause the assets of the Member, the Manager or any other person or entity to be charged with the claims of creditors of the Company.

Section 3.3 Liability and Indemnification of the Manager and Officers

- A. The Manager shall not be liable, including, without limitation, by way of indemnification, contribution, assessment or otherwise, for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, solely by reason of acting as a manager of the Company.
- B. The Manager and the Officers shall not be liable, responsible, or accountable in damages or otherwise to the Member or the Company for, and the Company shall indemnify the Manager and each Officer against and save the Manager and each Officer harmless from, any damage or expense (including reasonable attorneys' fees) incurred by reason of any act or omission actually or allegedly performed or made by such Manager or Officer on behalf of the Company; *provided* that, in the case of any actual act or omission: (1) such act or omission was performed or made by the Manager or Officer, as the case may be, in good faith and in a manner reasonably believed by the Manager or Officer to be both within the scope of the authority granted to it or him by this Agreement and in the best interests of the Company or the Member; and (2) such act or omission did not constitute gross negligence or willful misconduct on the part of the Manager or Officer; and *provided, further*, that the satisfaction of any indemnification shall be from, and limited to, Company assets. The Member shall not have any personal liability whatsoever on account of the provisions of this Section 3.3, except to the extent of its Capital Contributions.

Section 3.4 Reimbursement of the Manager and Officers

If the Manager or any Officer, acting on behalf of the Company, incurs costs or expenses to, or pays bills, invoices, or debts to, a third party in connection with the business and affairs of the Company, which costs or expenses are properly chargeable to the Company, the Manager or such Officer shall be reimbursed therefor by the Company out of the Company's assets.

Section 3.5 Resignation, Removal or Incapacity of the Manager

- A. The Manager may resign by giving notice to the Member thirty (30) days prior to such resignation.
- B. The Manager may be removed by the Member at any time with or without cause.
- C. In the event of the resignation, removal or incapacity of the Manager, the Member may, but shall not be required to, appoint a substitute Manager. If at any time there is no Manager and the Member fails to appoint a substitute Manager, then,

unless and until the Member appoints another Manager, the Company shall be managed by the Member and all references to the Manager contained in this Agreement shall be deemed to be references to the Member.

ARTICLE FOUR: FINANCIAL, TAX AND FISCAL MATTERS

Section 4.1 Distributions During the Term

Subject to Section 1.3.B, all cash available for distribution shall be distributed to the Member at such times and in such amounts as shall be determined in the discretion of the Manager.

Section 4.2 Tax Matters

- A. For federal income tax purposes, the Company shall be disregarded as an entity separate from its owner pursuant to Treasury Regulation Section 301.7701-3 (or any successor provision to such regulation).
- B. To the extent permitted by the tax laws of any other jurisdiction to which the Company is subject, the Company shall elect to be disregarded as an entity separate from its owner for the purposes of such tax laws.
- C. Nothing contained in this Agreement shall be deemed to constitute an election to be classified as an association pursuant to Treasury Regulation Section 301.7701-3(c)(1)(v) (or any successor provision to such regulation).
- D. The Company's status as a disregarded entity for tax purposes will have no effect whatsoever on its status as a separate entity for purposes of any other law.

Section 4.3 Title to Assets and Bank Accounts

The assets of the Company shall be held in the name of the Company. The funds of the Company shall be deposited in the name of the Company in such bank account or accounts as shall be designated by the Manager, and withdrawals therefrom shall be made upon the signature of the Manager, any Officer and such other person(s) as shall be so designated by the Manager.

ARTICLE FIVE: DISSOLUTION AND LIQUIDATION OF THE COMPANY

Section 5.1 Events Causing Dissolution

The Company may be dissolved by the Member.

Section 5.2 Liquidation

- A. Upon dissolution of the Company, the Manager shall, if so directed by the Member, cause the Company's assets to be sold in accordance with reasonable business judgment, in an effort to obtain the best prices for such assets, and the Manager shall cause the cancellation of the Certificate. Pending such sales, the

Manager shall have the right to continue to operate and otherwise deal with the Company's assets in accordance with this Agreement.

- B. In settling accounts after dissolution, the remaining assets of the Company shall be paid out to creditors in the order of priority provided for by law; and the balance, if any, to the Member.

ARTICLE SIX: MISCELLANEOUS PROVISIONS

Section 6.1 Amendments

The provisions of this Agreement may be amended, modified or waived by the Member. The Manager shall, within a reasonable time after the adoption of any amendment to this Agreement, make any filings required or desirable to reflect such amendment, including an amendment to the Certificate.

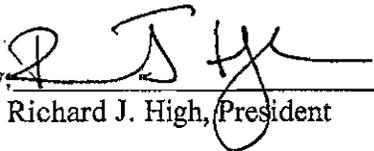
Section 6.2 Applicable Law

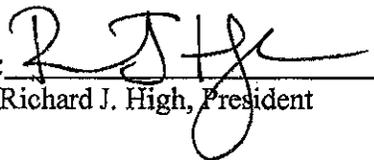
This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the parties hereto have executed this Operating Agreement of Weiss Farm Apartments LLC, under seal, as of the day and year first above written.

WEISS FARM APARTMENTS LLC

JOHN M. CORCORAN & CO, LLC

By: 
Richard J. High, President

By: 
Richard J. High, President

The Commons at Weiss Farm
 Stoneham, MA
 14-Jun-14

DEVELOPMENT BUDGET

	Per Unit	Total
Hard Costs		
Acquisition value (as-is appraisal)	6,818	1,800,000
Site Preparation (any unusual site conditions which require wetlands crossing, blasting, etc.)	13,636	3,600,000
Construction (units)	148,106	39,100,000
Construction (parking) - included	0	0
Contingency	8,087	2,135,000
Sub-Total Hard Costs	176,648	46,635,000

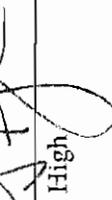
Soft Costs		
Permits, Surveys.	2,084	550,150
Architecture & Engineering	6,818	1,800,000
Legal, Title & Recording	2,154	568,700
Accounting & Cost Certification	95	25,000
Civil/Environmental/Geotech Engineering	1,765	465,971
Utility connections & extension	1,136	300,000
Finance Fees	2,095	553,020
Taxes	1,394	367,918
Insurance	1,837	484,850
Construction Loan Interest	10,514	2,775,582
Rent up & Marketing	2,333	615,869
Appraisal/Market Study/other studies/fees/due diligence	189	50,000
Security	379	100,000
Development consultant	568	150,000
Lease-up deficit	0	0
Soft Cost Contingency	1,668	440,353
Developer Overhead/Fee	16,791	4,432,793
Sub-Total Soft Costs	51,819	13,680,206
TOTAL DEVELOPMENT COSTS	228,467	60,315,206

DEVELOPMENT SOURCES

Permanent Loan(s)	38,093,491
Developer Equity at permanent loan closing (a)	22,221,715
TOTAL DEVELOPMENT SOURCES	60,315,206

Assumptions	
Hard Costs	
Number of Units	264
Number of below ground parking spaces	0
Total GSF	293,539
Construction cost per SF	\$133.20
% of Construction/Sitework for Contingency	5%
Construction Period (in years)	2
Interest during construction	0.05
Soft Costs	
Soft Cost Contingency (excluding Developer CH and Fee)	5%
Finance Fee	1.0%

By: Richard J. High Weiss Farm Apartments LLC

By:  Richard J. High
 9/10/14

The Commons at Weiss Farm
Stoneham, MA

Number of Units: 264

	Units	Approx. Sq. Ft.	Maximum Rent @ 70% Allowance	Utility	Rent /Month
RENTAL REVENUES					
Affordable Studio	7	525	1,156	180	976
Affordable 1 BR	26	755	1,323	247	1,076
Affordable 2 BR	29	1,025	1,487	316	1,171
Affordable 3 BR	4	1,300	1,652	402	1,250
Market Studio	20	525			1,391
Market 1 BR	79	755			1,725
Market 2 BR	85	1,025			2,204
Market 3 BR	14	1,300			2,847
Total Units	264				
Gross Rental Income					5,580,720

Other Income - parking	25,000
Other Income - Misc	339,620
Total "OTHER" Income	364,620

	Total	Per Unit
TOTAL GROSS INCOME	5,745,340	
OPERATING EXPENSES		
MANAGEMENT FEE	172,360	652
ADMINISTRATION	400,000	1,515
MAINTENANCE	400,000	1,515
UTILITIES	100,000	379
TAXES	500,000	1,894
RESIDENT SERVICES	50,000	189
SECURITY	25,000	95
INSURANCE	122,255	463
MONITORING FEE	15,000	57
REPLACEMENT RESERVES	80,000	303
TOTAL OPERATING EXPENSES	1,864,615	7,063

OPERATING PRO-FORMA- initial yr - stabilized occupancy	
Gross Rental Income	5,580,720
Other Income (parking - miscellaneous)	164,620
(less) Vacancy and Bad Debt -afford units	(16,064)
(less) Vacancy and Bad Debt -market units	(261,701)
(less) Vacancy on Other Income	(8,231)
Effective Total Income	5,459,344
(less) Annual Operating Expenses	(1,864,615)
NET OPERATING INCOME	3,594,729
Debt Service Coverage Ratio	1.25
Available for debt service	2,875,783
Supportable Loan	38,093,491

Assumptions	
Vacancy & Bad Debt (Affordable Units)	2%
Vacancy & Bad Debt (Market Units)	6%
Vacancy & Bad Debt (Other Income)	5.00%
Management Fee (as a % of total effective income)	3.00%
<small>(Op. Exp. increase from property - amounts based on the addition of 60 units)</small>	
Number of Months	12
LODR	6.00%
Interest Rate	30
Term	1.25
Debt Service Coverage Ratio	

Mortgage Calculator	
Total monthly payment advance	\$278,448.59
Monthly mortgage payment	\$1,029
Number of months	10.00
Interest rate	5.75
Loan amount	\$278,448.59
Monthly principal + interest payment	\$18,693.49

Rate of Growth Expenses
Year 1 is the first year of stabilized occupancy

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
ANNUAL RENTAL INCOME										
Gross Rental Income	5,580,720	5,748,142	5,520,585	5,098,203	5,281,150	6,469,584	6,553,672	6,863,582	7,069,489	7,281,574
Other Income	184,620	169,559	174,645	179,885	185,281	190,840	196,565	202,462	208,536	214,792
TOTAL GROSS INCOME	5,765,340	5,917,700	6,095,231	6,278,088	6,466,431	6,660,424	6,850,236	7,066,044	7,278,025	7,496,366
(less) Vacancy and Bad Debt -afford units	(15,064)	(16,546)	(17,643)	(17,554)	(18,081)	(18,523)	(19,182)	(19,757)	(20,350)	(20,960)
(less) Vacancy and Bad Debt- mkt units	(261,701)	(269,552)	(277,639)	(285,957)	(294,546)	(303,383)	(312,484)	(321,859)	(331,514)	(341,460)
(less) Vacancy and Bad Debt- other	(8,231)	(8,478)	(8,732)	(8,984)	(9,264)	(9,542)	(9,828)	(10,123)	(10,427)	(10,740)
NET RENTAL INCOME	5,459,344	5,623,124	5,791,818	5,565,573	6,144,540	6,328,876	6,518,742	6,714,305	6,915,734	7,123,206
ANNUAL OPERATING EXPENSES										
Management Fee	172,350	179,255	186,425	193,582	201,637	209,703	218,091	226,814	235,887	245,322
Administration	400,000	416,000	432,640	449,946	467,943	486,661	506,128	526,373	547,428	569,325
Maintenance	400,000	416,000	432,640	449,946	467,943	486,661	506,128	526,373	547,428	569,325
Utilities	100,000	104,000	108,150	112,486	116,986	121,665	126,532	131,593	136,857	142,331
Real Estate Taxes	500,000	520,000	540,800	562,432	584,929	608,326	632,660	657,966	684,285	711,655
Insurance	122,255	127,145	132,201	137,520	143,021	148,742	154,692	160,879	167,314	174,007
Tax Credit Monitoring Fee	15,000	15,500	16,224	16,873	17,548	18,250	18,980	19,739	20,529	21,350
Replacement Reserves	80,000	83,200	86,529	89,988	93,589	97,332	101,226	105,275	109,486	113,865
SUB-TOTAL OPERATING EXPENSES	1,864,615	1,959,290	2,016,768	2,097,439	2,181,356	2,268,589	2,359,333	2,453,706	2,551,855	2,653,929
NET OPERATING INCOME	3,594,729	3,663,834	3,775,050	3,668,134	3,963,204	4,060,287	4,159,409	4,260,598	4,363,879	4,469,277
Debt Service	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)	(2,875,783)
NET CASH FLOW	718,946	808,141	899,267	992,351	1,087,421	1,184,503	1,283,626	1,384,815	1,486,096	1,593,494



Commonwealth of Massachusetts
**DEPARTMENT OF HOUSING &
COMMUNITY DEVELOPMENT**

Deval L. Patrick, Governor ♦ Aaron Gornstein, Undersecretary

September 2, 2014

Mr. Jonathon Whitten, Esq.,
Huggins and Witten, LLC
156 Duck Mill Rd
Duxbury, MA 02332 and
1172 Beacon Street, Suite 202
Newton, MA 02461

Decision on Grounds for Denial of Comprehensive Permit Application – Weiss Farm Apartments, LLC, Stoneham

Dear Mr. Witten:

The Department of Housing and Community Development (DHCD) is in receipt of the Town of Stoneham's July 24, 2014, letter to Weiss Farm Apartments, LLC, (Applicant), regarding its application for a Comprehensive Permit. The July 24, 2014, letter seeks to provide notice pursuant to 760 CMR 56.03(8) that the Town of Stoneham Zoning Board of Appeals (Board) considers the denial of Applicant's application for a Comprehensive Permit to be consistent with local needs. DHCD is also in receipt of an August 7, 2014 letter from the Applicant that challenges the Board's assertion that the Town of Stoneham denial is consistent with local needs.

Specifically, the Board claims that the Town of Stoneham is consistent with local needs based on the following assertions: 1) Subsidized Housing Inventory (SHI) Eligible Housing units occupy sites in Stoneham comprising more than 1.5% of the total land area as defined under 760 CMR 56.03(3) (b); and 2) the Related Application provision at 760 CMR 56.03(7) has been met. Pursuant to 760 CMR 56.03(8), DHCD addresses both assertions below.

General Land Area Minimum as Defined in 760 CMR 56.03(3) (b):

The Board claims that Subsidized Housing Inventory (SHI) Eligible Housing units occupy sites in Stoneham comprising more than 1.5% of the total land area as defined under 760 CMR 56.03 (3) (b). DHCD notes that the Board via its July 24, 2014 letter claims that the Town has 2,141.95 acres of developable land based on exclusions from total land area as defined under 760 CMR 56.03(3)(b).

Related Applications.

For the purposes of this subsection, a related application shall mean that less than 12 months has elapsed between the date of an application for a Comprehensive Permit and any of the following:

(a) the date of filing of a prior application for a variance, special permit, subdivision, or other approval related to construction on the same land, if that application was for a prior project that was principally non-residential in use, or if the prior project was principally residential in use, if it did not include at least 10% SHI Eligible Housing units;

(b) any date during which such an application was pending before a local permit granting authority;

(c) the date of final disposition of such an application (including all appeals); or

(d) the date of withdrawal of such an application. An application shall not be considered a prior application if it concerns insubstantial construction or modification of the preexisting use of the land.

DHCD notes that the Board's letter states that the Applicant filed an Approval Not Required (ANR) plan with the Stoneham Planning Board to divide the land into two lots in November 2013. The ANR Plan was later endorsed by the Stoneham Planning Board (December 4, 2013). One of the two lots is the land comprising the proposed Comprehensive Permit.

Discussion and Findings

DHCD agrees with the Applicant that the Town's endorsement of the ANR plan was not an approval. Approval was not required on its face ("Approval Not Required") and the Town found approval was not required when it endorsed the ANR filing. There was also no application for approval as the filing was for an Approval Not Required. Even assuming there was such an application and approval, the ANR plan filing related to the lack of a subdivision for purposes of M.G.L. c. 41, §81P and did not relate to construction on the land.

DHCD notes that according to the DHCD Approval Not Required (ANR) Handbook, the court(s) has interpreted the Subdivision Control Law (M.G.L. c. 41, §§ 81K-81GG) to impose three standards that must be met in order for lots shown on a plan to be entitled to an endorsement by the Planning Board that "approval under the Subdivision Control Law is not required."

1. The lots shown on such plan must front on one of the three types of ways specified in Chapter 41, Section 81L, MGL;
2. The lots shown on such plan must meet the minimum frontage requirements as specified in Chapter 41, Section 81L, MGL; and,
3. A Planning Board's determination that the vital access to such lots as contemplated by Chapter 41, Section 81M, MGL, otherwise exists.

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3. A Planning Board's determination that the vital access to such lots as contemplated by Chapter 41, Section 81M, MGL, otherwise exists.

The endorsement of the ANR lots does not constitute approval for construction and/or a permit. Although it may essentially create a lot(s) by allowing the plan to be recorded, it does not meet the Related Application provision since it does not involve construction on the proposed Comprehensive Permit site.

Conclusion

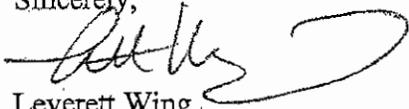
DHCD notes that the Applicant and Board have met the regulatory timeline(s) pursuant to 760 CMR 56.03(8) based on the information provided. After careful analysis of the documentation submitted and a review of the applicable regulations and guidelines, DHCD is in agreement with the Applicant, the Board has not met the burden of proof in its assertion that a denial with conditions would be consistent with local needs.

If either the Board or the Applicant wishes to appeal this decision pursuant to 760 CMR 56.03(8), that party shall file an interlocutory appeal with the HAC on an expedited basis, pursuant to 760 CMR 56.05(9) (c) and 56.06(7) (e) (11), within 20 days of its receipt of the decision, with a copy to the other party and to the Department.

The Board's hearing of the Project shall thereupon be stayed until the conclusion of the appeal, at which time the Board's hearing shall proceed in accordance with 760 CMR 56.05. Any appeal to the Courts of the HAC's ruling shall not be taken until after the Board has completed its hearing and the HAC has rendered a decision on any subsequent appeal.

If you have further questions, please contact Phillip DeMartino, Technical Assistance Program Coordinator, at (617) 573-1357 or Phillip.DeMartino@state.ma.us.

Sincerely,



Leverett Wing
Associate Director
Division of Community Services

cc: David Ragucci, Town Administrator, Stoneham
Thomas Boussy, Chairman, Stoneham, Board of Selectman
William Solomon Esq., Town Counsel, Stoneham
Robert Saltzman Esq., Chairperson, Stoneham Zoning Board of Appeals
Steven L. Cicatelli, Esq.
Miryam Bobadilla, Senior Technical Assistance Coordinator, DHCD
Margaux LeClair, Counsel/Fair Housing Specialist, DHCD
Greg Watson, Director of Comprehensive Permits, MassHousing

Outline of Development Team

Applicant

Weiss Farm Apartments LLC
C/O John M. Corcoran and Co. LLC
100 Grandview Rd, Suite 207
Braintree, MA 02184
Phone: (781) 849-7111
Fax: (781) 849-7112
Contacts: Peter Mahoney, Rick High
Email: pmahoney@corcoranmgmt.com

Architect

Russell Scott Steedle & Capone Architects Inc.
18 Brattle Street, Cambridge MA 02138
Phone: (617) 661-5881
Contact: Hugh Russell
Email: harussell@rssc-architects.com
Web: www.rssc-architects.com

Civil Engineering

HW Moore Associates Inc.
112 Shawmut Ave
Boston, MA 02188
Phone: (617) 357-8145
Fax: (617) 357-9495
Contact: Jim White
Web: www.hwmoore.com

Landscape Architect

The Cecil Group
170 Milk Street, Suite 5
Boston, MA 02109
Phone: 617.426.5050
Fax 617.426.5051
Contact: Steve Cecil

Geotech/Environmental

McPhail Associates, LLC
2269 Massachusetts Avenue
Cambridge, MA 02140
Phone: (617) 868-1420
Contact: Tom Fennick

Surveyor

Harry R. Feldman, Inc.
112 Shawmut Ave.
Boston, MA 02118
Phone: (617) 357-9740
Contact: Karl McCarthy

Traffic Consultant

Greenman-Pederson, Inc.
181 Ballardvale St, Suite 202
Wilmington, MA 01887
Phone: (978) 570-2999
Fax: (978) 658-3044
Contact: Heather Monticup
Email: hmonticup@gpinet.com

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Web: www.rackemann.com
Contact: Rich Gallogly

Cicatelli & Cicatelli
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Stoneham, MA 02180
Phone: (781) 438-4060
Contact: Steven Cicatelli

Real Estate Consultant

Community Resources Group, Inc
88 Edgewater Drive
Needham, MA 02492
Phone: (781) 449-6260
Contact: Margaret Murphy

Affordable Housing / 40B Consultant

SEB, LLC
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Recent Applicant Experience/Qualifications

John M. Corcoran and Company ("Corcoran") has been recognized and respected as a trusted force in the development, acquisition, investment and management of multi-family residential communities for over five decades.

Privately held since 1951, the company has been distinguished by its portfolio of Corcoran "Commons"— apartment residences in the greater Boston region and beyond known for their commitment to residents' quality of life and exemplary property management services.

Corcoran has developed and/or invested in more than 15,000 apartment homes and more than 1,000,000 square feet of suburban office, research and development space throughout New England, as well as in New York, Georgia, Tennessee, South Carolina, Florida, Michigan, Texas, and Washington D.C.

Corcoran's development philosophy is to design communities which are a pleasure to both live in and visit. While each new community is designed to reflect the unique aspects of its location, Corcoran incorporates its management expertise into each. Corcoran's philosophy is to hold the communities over the long term, allowing them to develop into long-term "corporate residents" in the towns where they operate.

The following is a representative summary of some recent multifamily development projects completed by Corcoran:

Project Summary	Project #1	Project #2	Project #3	Project #4
Community	Lynnfield	South Weymouth	Chelsea	Boston
Housing Type	Rental Housing	Rental Housing/Retail	Rental Housing	Rental Housing/Retail
Number of Units	200	226	238	139
Approx. Total Development Costs	\$47,000,000	\$45,000,000	\$49,980,000	\$61,000,000
Year Completed	2009	2012	2008	2009
Role	Developer, Owner, Property Manager			

**Development Team
QUALIFICATIONS**

- **Relevant Development Experience** Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project The Commons at Weiss Farm, Stoneham MA

Team Member (name of firm, etc.) Russell, Scott, Steedle & Capone Architects Inc.

Role (architect, traffic engineer, etc.)

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	Lynnfield Commons	The Commons at SouthField Highlands	Parkside Commons	Cloverleaf Apartments
Community/ Address	Lynnfield MA, 375 Broadway	Weymouth MA 200 Trotter Road	Chelsea MA 200 Stockton St	Natick MA 325 Speen St.
Housing Type	Rental Housing	Rental Housing/ Retail	Rental Housing	Rental Housing
Number of Units	200	298 (2 phases)	238	183
Total Dev. Costs	\$47 million	\$60 million	\$50 million	\$30 million
Yr Completed	2009	2012, 2014	2008	2008
Specific Role	Architect for design development, CD and construction phases	Architect	Architect	Architect
40B Project?	yes	no	no	yes

As a member of the Cambridge Zoning Board (1975-1985) and the Cambridge Planning Board (1988-present) Hugh Russell has reviewed and approved a number of 40B projects in Cambridge sponsored by the Cambridge Housing Authority.

Russell, Scott, Steedle & Capone Architects have provided architectural services for additional 40B projects:

- Clark House, Amherst MA, 100 Units, Completed 1980
- Kimball Court, Woburn MA, 525 Units in 3 phases, Completed 1988, 1990, 2002

**Development Team
QUALIFICATIONS**

- 1. Relevant Development Experience** -- Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project The commons at Weiss Farm

Team Member (name of firm, etc.) H.W. Moore Associates, Inc.

Role (architect, traffic engineer, etc.) Civil Engineer

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	Rolling Green	Avalon at Saint Clare	Kimball Woods	Jefferson at Admiral Hill
Community/Address	Lowell Street Andover	River Road Andover	Pearl Street Burlington	Commandant's Way, Chelsea
Housing Type	Rental Housing	Rental Housing	Rental Housing	Rental Housing
Number of Units	191	115	256	160
Total Dev. Costs				
Yr Completed	2007	2012	2006	2009
Specific Role	Civil Engineer	Civil Engineer	Civil Engineer	Civil Engineer
40B Project?	Yes	Yes	Yes	No

**Development Team
QUALIFICATIONS**

1. **Relevant Development Experience** – Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project: The Commons at Weiss Farm

Team Member (name of firm, etc.) The Cecil Group, Inc.

Role (architect, traffic engineer, etc.) Landscape Architect/Site Planner

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	Queset Commons	Residences at Moose Hill	Bourne Mill, Tiverton, Rhode Island	River Way Townhomes
Community/ Address	11 Roosevelt Circle, South Easton, MA	272 Moose Hill Rd., Walpole MA	1 Mill St., Tiverton, RI	60 New Driftway, Scituate, MA
Housing Type	Assisted living and apartments	Apartments	Apartments	Townhouses/ condominiums
Number of Units	83 units assisted living, 43 apartments, 22,000 s.f. retail	174	166	26 units
Total Dev. Costs	n/a; design and planning services only	n/a; design and planning services only	n/a; design and planning services only	n/a; design and planning services only
Yr Completed	In progress	In progress	2009	2013
Specific Role	Landscape architect and site planners	Landscape architect and site planners	Master planner, landscape architect	Landscape Architect
40B Project?	No	Yes	No	Yes

**Development Team
QUALIFICATIONS**

1. **Relevant Development Experience** – Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project The Commons at Weiss Farm

Team Member (name of firm, etc.) GPI / Greenman-Pedersen, Inc.

Role (architect, traffic engineer, etc.) Traffic Engineer

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	Woodbridge Crossing	Multifamily Residential Development	Powder House Village	Lynnfield Commons
Community/ Address	Stoughton, MA Central Street	Wakefield, MA 14 Audubon Rd	Ipswich, MA 108 & 112 County Road	Lynnfield, MA 375 Broadway
Housing Type	Rental Housing	Rental Housing	Rental Housing	Rental Housing
Number of Units	180	186	48 with day care, bank, office space, and coffee shop	200
Total Dev. Costs	\$30,000,000	\$45,000,000	\$14,000,000	\$47,000,000
Yr Completed	On-Going – Project approved and awaiting a Developer	Under Construction – first units open in August 2014 and project complete in December 2014	July 2011	2009
Specific Role	Traffic Engineer for Traffic Study and Off-Site Improvements	Traffic Engineer for Traffic Study	Traffic Engineer for Traffic Study and Off-Site Improvements	Traffic Engineer for Traffic Study and Off-Site Improvements
40B Project?	Yes	No	Yes (100% of the 48 units are affordable)	Yes

**Development Team
QUALIFICATIONS**

1. **Relevant Development Experience** – Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project

Team Member (name of firm, etc.) McPhail Associates, LLC

Role (architect, traffic engineer, etc.) Geoenvironmental and Geotechnical Engineer

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	192 Lexington Street, Newton	Southfield Commons	Ames Shovel Works	Avalon Natick
Community/ Address	Newton, MA	The Highlands, Southfield, Weymouth	Easton, MA	Natick, MA
Housing Type	Single Fam. and Townhouse	Apartments	Apartments	Apartments
Number of Units	10	226	113	407
Total Dev. Costs	Not Avail	\$65m	Not Avail	Not Avail
Yr Completed	2011	2012	2014	2013
Specific Role	Geoenvironmental/ geotechnical	Geoenvironmental/ geotechnical	Geoenvironmental/ geotechnical	Geotechnical
40B Project?	Yes	No	No	Yes

SEB Client List

SEB, as a Marketing/Lottery Agent, has represented more units of affordable housing than any entity in Massachusetts. SEB's experience as a Lottery Agent reflects its ability to successfully serve a diverse portfolio of clients and developments– from large rental properties to small for-sale projects . With increasing oversight and regulation associated with the affordable housing lottery process, it is critical for the developer to work with a Lottery Agent with the experience not only in conducting lotteries, but an understanding of how the lottery process works within the overall development process.

Representative Project Experience

Rental Developments

<i>Project Location</i>	<i>Project Name</i>	<i>Developer/Manager</i>	<i>Total Units</i>	<i>Affordable Units</i>	<i>Permit</i>
Arlington	Arlington 360	Arlington 360 LLC		26 & 9 middle income	Special Permit
Arlington	Alta Brigham Square	Wood Partners	116	17	LIP
Boston	West Square Apartment	Lincoln Property	255	33	Special Permit
Concord	Concord Mews	Mill Creek Residential	350	88	40B
Holden	Reserve at Salisbury	Reserve at Salisbury, LLC	192	48	40B
Hopkinton	Alta Legacy Farms	Wood Partners	240	60	Special Permit
Melrose	Alta Stone Place	Wood Partners	212	19	Special Permit
Waltham	Watch Factory Lofts	Berkeley Investments	240	24	Special Permit
Bellingham	Jefferson @ Bellingham	Lincoln Property Company	285	72	40B
Foxboro	The Lodge @ Foxboro	The Hanover Company/UDR	250	63	40B
Needham	Charles River Landing	The Hanover Company/UDR	350	88	40B
Natick	Cloverleaf	Forest Properties	183	46	40B
Westborough	Flanders Hill	Lincoln Property Company	280	70	40B
Quincy	Neponset Landing	The Dolben Company	280	28	Special Permit
Braintree	The Ridge @ Blue Hills	The Hanover Company/UDR	188	47	40B
Tewksbury	The Lodge @ Ames Pond	The Hanover Company/UDR	364	91	40B
Stamford, CT.	The Glenview House	Lincoln Property Company	146	14	Special Permit
Foxboro	Chestnut Green	Feeling Foxy LLC	55	14	Special Permit
North Reading	Edgewood	Lincoln Property Company	406	102	40B
Medford	Wellington Place	Abbott Real Estate Development	137	5	Special Permit
Franklin	The Residences @ Union Place	Lincoln Property Company	300	75	40B
Methuen	Summit Place	The Dolben Company	280	70	40B
Boston	Boston Common *	Archstone-Smith	412	46	Special Permit

SEB Client List

Representative Project Experience

Rental Developments (continued)

<i>Project Location</i>	<i>Project Name</i>	<i>Developer/Manager</i>	<i>Total Units</i>	<i>Affordable Units</i>	<i>Permit</i>
Westford	Princeton Westford	Princeton Property	200	40	40B
Westwood	Gables University Station	Hanover	350	69	Special Permit
Medford	Residences on the Mystic	Criterion Development Partners	163	16	Special Permit
Wakefield	Everly	Wood Partners/ Behringer Harvard Residential	186	32	Special Permit
Waltham	Acadia on the Charles	Hines	200	20	Special Permit
Waltham	Moody & Main on the Common	Northland Investments	269	29	Special Permit
Watertown	Alta at the Estate	Wood Partners	155	16	Special Permit
Watertown	Watertown Mews	Mill Creek Residential	206	32	Special Permit
Concord	Warner Woods	Warner Woods LLC	80	16	40B
Waltham	The Ridge	LPC Indian Ridge	264	66	40B
Peabody	14 North	UDR	387	77	40B
Stoughton	Alta at Indian Woods	Wood Partners	154	39	40B
Reading	30 Haven Street	Oaktree Development	53	11	40B
Stoughton	Lodge @ Stoughton	UDR/Lincoln Property	240	60	40B

Homeownership Developments

<i>Project Location</i>	<i>Project Name</i>	<i>Developer/Manager</i>	<i>Total Units</i>	<i>Affordable Units</i>	<i>Permit</i>
Hingham	BackRiver Townhomes	Hastings Company	45	5	Special Permit
Natick	The Natick Collection	GGP Natick Residence LLC	250	48	Special Permit
Barnstable	Schooner Village	Bayberry Building	29	11	40B
Bridgewater	Cassidy Place	Diamond Realty	20	5	40B
Milford	Beaver Pond Commons	AFCO Land & Development	88	22	40B
Berlin	Sawyer Hill Co-Housing	Sawyer Hill, LLC	68	17	40B
Natick	20 South Street	RFR Enterprises	28	5	Special Permit
Concord	Concord Commons	Tambone Investment	58	3	Special Permit
Taunton	The Settlement	Bruce LLC II	99	25	40B
Kingston	Barrows Brook Village	Delwin, LLC	56	14	40B
Hingham	Derby Brook	Realty Assets, Inc	24	6	40B

**Development Team
QUALIFICATIONS**

1. **Relevant Development Experience** – Please list relevant project experience for each of the development team members on the chart below. Clearly identify any other 40B Projects

Name of Project The Commons at Weiss Farm

Team Member (name of firm, etc.) Community Resources Group, Inc.

Role (architect, traffic engineer, etc.) Real Estate Permitting Consultant

Project Summary	Project #1	Project #2	Project #3	Project #4
Project Name:	Station 250	The Commons in Lincoln	Avalon at Needham Highlands	Lynnfield Commons
Community/ Address	Dedham 250 Station Circle	Lincoln One Harvest Circle	Newton, Needham Street	Lynnfield
Housing Type	Apartments	Senior Housing	Apartments	Apartments
Number of Units	300	100	300	200
Total Dev. Costs	NA	NA	NA	NA
Yr Completed	2008	2014-2015	2002	2009
Specific Role	Permitting consultant	Permitting consultant	Permitting consultant	Permitting consultant
40B Project?	yes	No – has affordable units	yes	yes