

CORNERSTONE
Corporation

April 10, 2003

Jennifer M. Goldson, AICP
Preservation Planner
City of Newton
Planning and Development Dept.
1000 Commonwealth Avenue
Newtown, MA 02459

Re: R.F.I. Kessler Woods, Newton, MA

Dear Ms. Goldson:

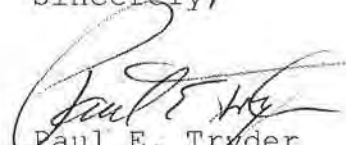
Cornerstone Corporation is pleased to submit the attached R.F.I. for the residential development of Kessler Woods.

We believe the Development Team that has been assembled for this R.F.I. has the experience and expertise necessary to meet the design objectives of the City and the financial capability to initiate and successfully complete the project.

We remain available to answer any questions you have or to meet with you to discuss this R.F.I. at a time and place of your convenience.

Thank you for your time and consideration in this matter.

Sincerely,


Paul E. Tryder
President

PET/gv
Enc.

cc: Bernard F. Shadrawy, Jr. Esquire
Thomas Southworth, Cornerstone Corporation

TABLE OF CONTENTS

	<u>PAGE #</u>
1. DEVELOPER	1
2. QUALIFICATION STATEMENT	1
i. Hunters' Ridge, Andover, MA	3
ii. Collins' Cover, Salem, MA	4
iii. Stevens' Farm, Westwood, MA	4
iv. River Ridge Office Park, Norwood, MA	5
v. Quisset Brook Phase II, Milton, MA	6
3. RECENT COMPARABLE PROJECTS AND REFERENCES	6
i. Stevens' Farm, Westwood, MA	6
ii. Conant Village, Danvers, MA	7
iii. Holyoke Hills, Holyoke, MA	8
iv. Powissett Estate, Westwood, MA	8
DEVELOPMENT STAFF EXPERIENCE	9
A. Experience: Other development Team Members	14
4. A. Development Approach	21
B. Affordability Component	23
C. Legal Ownership Structure	24
5. CREDIT WORTHINESS	24
REFERENCES	26
ATTACHMENTS	27

SUBMISSION REQUIREMENTS

1. DEVELOPER

Cornerstone Corporation
725 Canton Street
Norwood, MA 02062

ATTENTION: Thomas Southworth
Vice President
Director of Development
Telephone: 781 769-9400
Facsimile: 781 769-2250
E-mail: TSouthworth@CornerstoneCorporation.net

2. QUALIFICATION STATEMENT

A. The composition of the Development Team will include the following:

- i. Developer: Cornerstone Corporation
- ii. Architect: The Architectural Team
- iii. Legal Counsel: Bernard F. Shadrawy, Jr.
Shadrawy & Rabinovitz
- iv. Engineer: H.W. Moore Associates
- v. Environmental Consultant: Gulf of Maine Research
Center, Inc.
- vi. Traffic Consultant: Conley Associates

B. The Development Team brings together a unique blend of competent and creative real estate expertise with decades of experience in land use planning, preservation and development.

Each member of the Development Team has participated in numerous projects that have emphasized land use concepts which maximize open space, integrates housing with existing land characteristics and is reflective

of neighborhood concerns and considerations. Developments of this nature require an understanding and appreciation of how to design housing that is best suited for existing site conditions, responds to architectural themes of the community and is sensitive to environmental concerns.

The Development Group has participated in the design and construction of thousands of housing units in communities throughout Massachusetts in a manner that maximizes open space, preserves and enhances wetland resources and respects the integrity of the neighborhood they are in.

The Development Team has been successful in obtaining local approvals for developments located in environmentally complex settings that required creative site design in an effort to protect the environment, maximize open space and simultaneously be reflective of neighborhood and community input. In particular, the Development Group has worked on projects for the past 25 years that have required a wide range of local, state and federal approvals. These approvals included, but were not limited to permits issued from local zoning and wetland authorities, Mass Department of Environmental Protection, Mass Coastal Zone Management, Dept. of Housing and Community Development, Mass Highway Department, Mass Historical Commission, Chapter 91 Licensing, HUD and Mass Housing. Many of these project sites had substantial vegetative wetlands, certified vernal pools and were adjacent to ponds,

rivers and the Atlantic Ocean. Several of these developments are described below.

- C. As stated above, the Development Staff for the proposed project have been involved in the successful structuring and implementation of housing projects that have included extensive community, state and federal regulatory processes for over 25 years on sites having comparable characteristics to Kessler Woods. This experience includes affordable and market rate apartment housing in communities such as Sudbury, Wellesley, Needham and Westwood, MA, high end subdivisions in Sherborn and Westwood, MA and townhouse condominium developments in Andover, Milton, and Waltham, MA and an ocean front townhouse condominium in Salem, MA.

Examples of the aforementioned site sensitive development constructed by members of the Development Staff are as follows:

i. Hunters' Ridge, Andover, MA

This is a 36-unit condominium development built in the Shawsheen Section of Andover and designed by Royal Barry Wills Associates. The property was developed between the Shawsheen River and high end single family homes. Great care was taken to respect the existing residential neighborhood and the environmental concerns of the adjacent pond, river and bank. This

development was successful in maximizing open space by clustering the units.

ii. Colins' Cove, Salem, MA

This is a 36-unit ocean front development constructed on land formerly owned by the City. This particular development required approval of the Massachusetts Coastal Zone Management Department, DEP and the Army Corps of Engineers. This was a development that required limited filling of tidal lands. Public access to the ocean front was provided along the perimeter of the site abutting the ocean and additional beach was created for public water related uses.

iii. Stevens' Farm, Westwood, MA

Stevens' Farm is a 37-lot subdivision with single family homes having an approximate value of 1.5 million to 2.1 million dollars. The subject 142 acres parcel of land is laced with wetlands, vernal pools and bordered by two ponds and a river. Development of the site required a reconstruction of a 200 year old dam and a river crossing which was accomplished through the construction of a stone faced bridge. Construction of the site required monitoring of water quality before, during and after construction as well as substantial wetland protection, replication and protection of habitat and bank. This was all accomplished via a

mutually agreeable order of conditions from the Westwood Conservation Commission. Over sixty percent of the site remained open space and each house was designed in a manner that is harmonious with the neighborhood.

v. River Ridge Office Park, Norwood, MA

This particular project is a 500,000 square foot, first class office park located off Route 1 in Norwood, MA. The significance of this development is that the site abuts the Neponset River and had historical significance. We worked cooperatively and successfully with the local conservation commission in creating an environmentally sensitive development that satisfied the concerns of the commission and the Neponset Watershed River Association. We worked with the Mass Historical Commission and completed an archeological dig to the satisfaction of all parties, and in doing so, discovered and successfully removed and preserved hundreds of ancient Indian artifacts. Portions of the site were used as seasonal hunting/fishing areas of the Micmac Indians. A significant portion of this site remains as permanent open space including a canoe launching to the Neponset River for the public, a large detention pond was created in such a way that not only served the purpose of water quality but provided an attractive natural landscape feature.

v. Quisset Brook Phase II, Milton, MA

Quisset Brook is a 38 unit townhouse condominium development located in Milton, Massachusetts. Members of the development staff undertook Phase II as a workout project, Phase I having been already completed. Phase II is located off Preacher Road and the cul-de-sac section of Quisset Brook Road.

The condominiums were built primarily in clusters of four units having a Royal Barry Wills type design and were constructed in such a manner as to maximize privacy and provide a sense of individuality while reflecting the architectural themes of this area of Milton.

3. RECENT COMPARABLE PROJECTS AND REFERENCES

A. The developer and members of the Development Team have undertaken a wide range of development activities. They have included townhouse condominiums, single family homes, apartments (conventional, and subsidized units), office parks and hotels. Recent examples of residential developments they have undertaken include the following:

i. Stevens' Farm, Westwood, MA

Thirty-seven single family homes

Contact Person: Thomas Southworth

781 769-9400

This development was completed approximately four years ago having a total cost of approximately forty nine million (\$49,000,000) dollars. Thirty-seven homes were constructed on 142 acres of land. Over 60% of the site remained open space. The site development was designed in such a manner as to preserve wetlands and protect abutting ponds and river and minimize site disturbance.

ii. Conant Village, Danvers, MA

Sixty mixed income apartment units

Contact Person: Thomas Southworth
781 769-9400

This apartment complex is presently under construction and will have 12 affordable units and 48 market rate rental units. It was approved via a "friendly" 40B process and received no opposition in the neighborhood or community. The total value of the project is approximately eleven million (\$11,000,000) dollars and completion is expected in Spring of 2004. Cornerstone was responsible for site design, obtaining all permits and approvals and a financing commitment from MassHousing in addition to working with the Town of Danvers in order to obtain a no interest second mortgage from the Massachusetts Affordable Housing Trust Fund. Although the site consisted of only 7 acres, substantial open space was maintained by design and mid-rise building with parking underneath.

Sufficient land remained to allow for a passive recreational facility, as well as pathways to town owned conservation lands. Subsequent to the design of the site and obtaining the aforementioned permits and financing, we sold the development to a business colleague.

iii. Holyoke Hills, Holyoke, MA

165 affordable townhouse units

Contact Person: Thomas Southworth
781 769-9400

This was a distressed project that we acquired from MassHousing and then undertook a substantial rehabilitation of the development. Redevelopment of the property greatly enhanced the quality of the living environment for the individuals and families residing in the development and improved the quality of the neighborhood. All townhouse units are affordable. Rehabilitation is completed and the project is 100% occupied. Total cost, including acquisition and rehabilitation was approximately seven million (\$7,000,000) dollars.

iv. Powissett Estates, Westwood, MA

10 lot single family subdivision

Contact Person: Thomas Southworth
781 769-9400

This subdivision is presently under construction. Though the site could have easily accommodated

18+ house lots, we chose to maximize open space and, thereby, minimize the impact on the site. The final site design was a result of working with the neighborhood and town officials. All the lots are under agreement and single family home construction has begun. The total value of the development, including lots, road improvements and homes is estimated to be sixteen million seven hundred thousand (\$16,700,000) dollars. This is a high-end development.

During the last several years, Cornerstone has acquired apartment complexes, permitted several office buildings, and has just completed construction on a fifty three million (\$53,000,000) dollar office building in Charlestown, MA which is presently 70% occupied with 100% occupancy projected in the next few months.

DEVELOPMENT STAFF EXPERIENCE

PAUL E. TRYDER, PRESIDENT

PAUL E. TRYDER has been active in the real estate industry since 1973 and is the President of and a stockholder in Cornerstone Corporation. Prior to the formation of Cornerstone Corporation, Mr. Tryder was Executive Vice President at McNeil & Associates, Inc. He was responsible for the operations of four divisions involving the development, construction, financing and management of real property. He was

directly involved in the acquisition/development of approximately 2,500 apartments and 2.5 million square feet of commercial property from initial evaluation through marketing and financing. Before accepting the position with McNeil & Associates, Inc., Mr. Tryder was Controller of Continental Real Estate Equities, Inc. (CREE) which acted as general partner in the syndication of limited partnership units for tax sheltered real estate investment. Subsequent to the successful completion of the first two offerings, subscribed for approximately \$22 million, the CREE staff (10) was responsible for screening, analysis, negotiation, purchase and management of multi-million dollar residential and commercial projects on behalf of public investors.

Although he was involved in all phases of the operation, his major responsibilities included the implementation of the various purchase agreements, establishment of reporting and budgeting procedures for joint ventures and wholly owned properties, partnership accounting operations and personnel, reporting to investors and to the SEC, and investment of funds in short-term money markets. These funds were successful and were invested in income producing properties worth approximately \$300 million today. Mr. Tryder is a Certified Public Accountant in the Commonwealth of Massachusetts and has a Masters degree in Finance.

ROBERT L. EVANS, EXECUTIVE VICE PRESIDENT

ROBERT L. EVANS has been active in the real estate industry since 1970 and is Executive Vice President, Treasurer and a Stockholder of Cornerstone Corporation. From 1987 until 1990, he was a Vice President and Partner of Norwich Corporation, a real estate venture, capital and consulting firm. From 1985 until 1987, he was a Vice President of Boston Financial with responsibility for monitoring construction and start-up financial operations of major real estate projects syndicated by Boston Financial, and for negotiating reorganizations and workouts for syndicated partnerships as to which either the local general partner or the partnership property was experiencing financial difficulties. Prior to joining Boston Financial he served from 1980 through 1984 at the Massachusetts Housing Finance Agency where, as the Director of Housing Management, his duties principally involved mortgage loan enforcement and workouts, and the supervision of private management companies which operate 35,000 Agency sponsored rental units; from 1972 through 1979, he was Real Estate Officer of Old Stone Bank in Providence, Rhode Island, where he was responsible for the administration of the Bank's national commercial mortgage portfolio; from 1970 to 1972, he was employed in the Mortgage Loan and Real Estate Department of Boston Mutual Life Insurance Company, Canton, MA. Mr. Evans is a graduate of Lowell Technological Institute (B.S., 1970).

THOMAS SOUTHWORTH, VICE PRESIDENT

THOMAS SOUTHWORTH has been actively involved in the real estate industry for the past twenty one years and is Vice President, Director of Development and a Stockholder in Cornerstone Corporation. Mr. Southworth has extensive experience in real estate development which requires substantial interaction with local, state and federal officials. His responsibility is to conceive development objectives and bring them to construction. This includes site selection, land acquisition, coordination of architectural, engineering and construction services; design review, cost analysis and obtaining all necessary governmental approvals to initiate construction. Most recently, Mr. Southworth has been responsible for the permitting of over three million four hundred thousand square feet of office, R&D and industrial space and 2,200 residential units. His experience in residential housing includes single family, condominium and multi-family units.

MARY C. JOHNSON

MARY C. JOHNSON has been active in the real estate industry for the past 18 years and is currently the Controller and a Stockholder in Cornerstone Corporation. Prior to her involvement with Cornerstone, Ms. Johnson was employed by McNeil and Associates, Inc. for 12 years. As Controller, her responsibilities included management of the accounting

and data processing department which handled all accounting functions for over 40 individual partnerships, developed accounting procedures to maintain internal controls and assisted in the design and implementation of custom software required to produce financial property management reports. Ms. Johnson was also previously involved in the construction division of McNeil & Associates where her responsibilities ranged from completing all bank requisitions for construction loans to job cost estimates and analyses. Prior to that, Ms. Johnson was actively involved in the McNeil property management division. She was primarily responsible for maintaining compliance with state and federal subsidy regulations which included all aspects of tenant eligibility, affirmative fair marketing and subsidy billings. Ms. Johnson graduated in 1982 from Southeastern Massachusetts University in Dartmouth with a Bachelor of Science Degree in Accounting.

PETER J. CELONA, VICE PRESIDENT

PETER J. CELONA has been involved in the real estate industry since 1985 and is a Vice President Property Management, Marketing Coordinator and Stockholder of Cornerstone Corporation. Mr. Celona's primary function is to supervise the management of 2,398 apartment units, including the second largest subsidized apartment community in Massachusetts and to develop and implement marketing plans for properties either for sale or lease. Mr. Celona oversees a staff of 55 employees, including eight site managers, and

has experience with implementing preventive maintenance programs, budgeting, processing rent increases, contracting, ADA compliance, capital repairs and replacements, community based social and recreational services, renting and rent collection. Prior to joining Cornerstone Corporation, Mr. Celona was a Regional Manager for Peabody Properties, Inc. Prior to that position, Mr. Celona was the Marketing Director for McNeil & Associates, Inc. of Westwood. During the past ten years, Mr. Celona has been active in the sale or lease of over \$25,000,000 of real estate. Mr. Celona is a graduate of Salem State College and holds a Masters Degree in Business Administration from Suffolk University. He is also a member of the Greater Salem and Greater Boston Real Estate Boards.

A. Experience: Other Development Team Members

All Development Team members have the experience and applicable expertise to participate in the development of Kessler Woods. The individual and collective experience of the other Team members is particularly well suited to meet and exceed the site design objectives as outlined in the Request for interest.

Architect: The Architectural Team, Inc.

Responsible Staff:

Robert Verrier, AIA

Mike Binette, AIA

Maria Gonzales, AIA

Founded more than a quarter century ago, The Architectural Team, Inc. has expanded from its roots in award winning restoration of historic building to a wide range of new construction design, including development concepts that are comparable with the design objective of Kessler Woods.

Developments such as Bay Ridge in Nashua, N.H., a 412 units multi-family cluster housing project, Hingham Wood, Hingham, MA, a 277 unit townhouse community, Jacobs Pond Estates, a 44 unit luxury condominium complex in Wellesley, MA and Ryan Estates, a 24 unit apartment building in Lincoln, MA are just a few examples of the type of design that preserved open spaces, pristine ponds, and created a scale and architectural vocabulary suitable and comparable with the existing residential neighborhoods. A complete brochure on The Architectural Team is attached herewith.

Engineer: H.W. Moore Associates

Responsible Staff:

John F. Ryan, P.E. Principal

John T. MacKinnon, P.E.

Founded in 1967, the firm has provided civil, environmental and land use engineering services

for federal, state, municipal and private projects.

With experience drawn from thousands of projects, H.W. Moore has developed a highly regarded expertise in a wide range of Planning and Engineering areas. The following are a few areas of their expertise which are particularly suitable in dealing with the development objectives for Kessler Woods:

- i. Site analysis, master planning and development feasibility studies along with detailed site engineering and approval processing are perhaps its most widely respected and demanded expertise. The nearly exhausted supply of readily developable land, along with the ever-tightening environmental controls and general resistance to development, has produced previously unknown and almost unbelievable changes and difficulties in the process of engineering economically feasible, functional and approvable projects. Perhaps the most significant and valued characteristic of the firm, in addition to its ability to respond in timely and efficient manner, has been its ability to astutely analyze site issues, innovate and improvise, as required, to deal with special problems and to provide competent, persuasive and compelling arguments and

presentations which have led to project approval and success.

ii. The company is well versed in hydraulics and hydrology studies, analyses and design dealing with utilities and storm water runoff and flood control. Their expertise in this area has successfully addressed many complex issues in innovative ways which has significantly, yet economically, enhanced local and regional flood control and other environmental values.

iii. The firm has also provided Environmental Impact Analyses and Reports for numerous major developments in the areas of traffic impacts, hydrology, storm water control, water supply and sewage disposal. A complete statement of the company's background and experience is attached to this R.F.I.

Environmental Consultant: Gulf of Maine Research Center, Inc.

Responsible Staff:

Hugh F. Mulligan, Ph.D. L.S.P., Director
Joseph H. Orzel, Senior Wetland Scientist

Gulf of Maine Research Center, Inc. (GMRC) is comprehensive interdisciplinary firm specializing

in providing a full range of cost-effective environmental consulting services throughout New England, while adhering to technical standards of excellence. Headquartered in Salem, Massachusetts, GMRC's staff includes geologists, wetlands biologists, geo-hydrologists, geophysicists, oceanographers, and other professional scientists with first-rate technical qualifications. The diverse and experienced GMRC staff allows the firm to assemble project teams ideally suited to meet the needs of individual clients.

Examples of GMRC's extensive range of environmental services include:

- Environmental Compliance, Planning and Permitting Strategy
- Wetlands Identification and Delineation
- Wetland Replication, Mitigation, and Restoration
- Lake, Estuarine, and Oceanic Environmental & Ecological Assessments
- Environmental Impact Analysis
- Expert Testimony
- Environmental Project Management
- Real Estate Transfer Site Assessments (i.e. M.G.L., Chapter 21E)
- Investigations and Waivers under the Massachusetts Contingency Plan

- Underground Storage Tank Detection, Removal and Management
- Contaminated Soil Removal and Groundwater Treatment

GMRC has developed a solid reputation for high quality client-oriented performance, adhering to budgets, and timely completion of projects. The firm works closely with local, state, and federal regulatory personnel and has developed a solid reputation with regional environmental regulators, as well as with our diverse private and municipal clients. GMRC is dedicated to providing economical and environmentally responsible solutions and designing, reviewing, implementing and evaluating environmental projects in order to achieve positive results.

Legal Counsel: Bernard F. Shadrawy, Jr., Esquire

1984-Present Shadrawy & Rabinovitz 5 Broad Street, Boston, MA
Partner as Attorney in the private practice of law

1982-1984 City of Boston Real Property Department Boston, MA
Commissioner

- Reporting directly to the Mayor, charged with overall responsibility for the management of the Real Property Department, a department of over 150 employees and an annual budget of over \$6 Million.
- Chairman of the Real Property Board, responsible for the building care and custody of municipal parking garages and parking lots.

- Chairman of the Committee of Foreclosed Real Estate, oversees disposition and sale of Foreclosed Real Estate at Public Auction.
- Chairman of the Real Property Task Force, coordinating the development of foreclosed real estate with other departments and neighborhood civic groups.
- Member of the Public Improvement Commission.
- Member of the Committee for the Homeless and the Emergency Shelter Committee.
- Member of the Telecommunications Committee.
- Member of the Public Safety Committee.

1971-1982 City of Boston Rent Control Administration Boston, MA
Executive Director

- Drafting of the rent control law, regulations, rules, policies, procedures and forms.
- Supervising legal counsel and litigation.
- Appearing at Boston Housing Court of appeals, trials and motions.
- Started as hearing officer, and held various positions in the agency, culminating in becoming Executive Director.

1970-1971 Gerber & Goldstein, 3 Center Plaza Boston, MA
Law Clerk

- Performed clerical and legal research functions pertaining to real estate and probate matters handled by the firm.

1966-1971 Beaconsfield Realty Company, Inc. Boston, MA
Manager

- Managing and operating family owned real estate, comprising approximately one hundred and fifty (150) residential apartments in Boston.

EDUCATION

1976 Suffolk University Law School Boston, MA

- J.D. (cum laude)

1971 Northeastern University Boston, MA

- B.S. Business Administration (cum laude)

BAR ADMISSION

January 1977 - Massachusetts Bar

February, 1978 - United States District Court

ACTIVITIES

- Guest Lecturer, Tufts University
- Guest Lecturer, Suffolk Law School
- Member of the Massachusetts Bar Association
- Massachusetts Real Estate Broker
- Massachusetts Notary Public
- City of Boston, United Way Chairman - 1979
- Corporate Member, Boston Children's Theatre
- Corporate Member, Cambridge, School of Weston
- Board of Appeal - Newton, MA
-

4. A. Development Approach

The development scheme Cornerstone Corporation decided to follow was based upon several important factors. The are as follows:

- i. Minimize the visual and traffic impacts upon abutting Newton residential neighborhoods.
- ii. Maximize the amount of permanent open space while simultaneously maintaining a sufficient number of units to remain competitive in the bidding process with NSTAR.
- iii. Direct access to roadways that lead traffic away from abutting Newton residential neighborhoods.

- iv. Select areas of the site for development that provide reasonable opportunities to resolve drainage and water quality issues, maintain the locally rare vegetative community and a significant amount of diverse wildlife habitat.
- v. Utilize portions of the site that will allow flexibility in site design and construction.

In consideration of the above issues, we believe the development concepts outlined in the R.F.I. as figures 5, Area 2-townhouses and figure 7, Area 4-townhouses for a total unit count of approximately 55 units, is a reasonable approach to development of the site. We wish to emphasize, however, that we are flexible as to the total number of units including a reduction in unit count.

Once detailed site design and engineering has begun, it may be necessary to reduce the number of units in order to meet objectives of the City and the aforementioned site selection criteria.

The initial engineering review appears to indicate there could be a reduction in the number of units that may result in a unit count between 45 and 55 units. This preliminary assessment stems from the significant site challenges that exist which will include integrating the location and elevation of housing units with the existing topography. Bedrock and steep grades are prevalent throughout the area and will require blasting to shape the contours for placement

of building pads and driveways. Adjustment of proposed unit locations and cluster sizes as shown in Figures 5 and 7 may be appropriate to minimize grade changes and earth work. Drainage will include the use of Best Management Practices for full compliance with the DEP Stormwater Management Policy. This will likely include the use of one or more surface detention basins along with related discharges to the downstream receiving system, Saw Mill Brook. In addition, water, quality enhancement devices will be incorporated as fundamental components of the proposed site design. Preservation of the perimeter forest area offers natural protection of the riparian zone along Saw Mill Brook.

B. Affordability Component

As part of our development proposal, we are recommending that an agreed upon percentage of units be "affordable". There are a number of ways to accomplish this through the approval process including utilization of Massachusetts General Law Chapter 40B via the Newton Zoning Board of Appeal, The Limited Initiative Program administered through the Massachusetts Department of Housing and Community Development or creating a voluntary set of regulations that would have the City keep control of the affordable units.

We would prefer to establish a legally binding set of regulations that would give the City of Newton the ability to restrict occupancy of the affordable units

to Newton residents and/or employees, determine income eligibility and housing prices.

By utilizing this approach, each time an affordable unit came upon the market for resale, recorded deed restrictions would require the unit owner(s) to inform a designated body in the City that the unit is for sale. This entity would then make the unit available for resale based upon established income limitations, unit pricing and eligible buyer guidelines.

If selected, it would be our objective to work closely with the City in developing a high quality, well designed, well planned housing development that would meet the objectives of the City and be responsive to neighborhood input.

C. Legal Ownership Structure

Cornerstone Corporation would create a single purpose entity with cornerstone Corporation being the General Partner or a Limited Liability Corporation with Cornerstone Corporation being the manager.

We would propose that ownership of the open space be granted to the City of Newton with passive recreation restrictions.

5. CREDIT WORTHINESS

A. Cornerstone Corporation was formed in 1989 and during the last fourteen (14) years has participated in a

wide variety of real estate activities. These activities include residential and commercial development, property management and acquisitions, as well as workouts for a variety of lending institutions.

During this time, Cornerstone has secured approximately one hundred forty seven million (\$147,000,000) dollars in permanent and equity financing and has participated in the development and sellout of over sixty million (\$60,000,000) dollars worth of residential housing. The following lenders have provided loans for Cornerstone Corporation and its affiliates:

Citizens Bank
State Street Bank
Metropolitan Life
John Hancock
Boston Mutual
American Express/IDS
MassHousing

A financial statement for Cornerstone Corporation and a letter from Citizens Bank to Paul Tryder, President is attached herewith.

REFERENCES

Kevin Boyle
Senior Vice President
Citizens Bank
28 State Street
14th Floor
Boston, MA 02110
(617) 422-8492

Jordan P. Krasnow, Esquire
Goulston & Storrs
400 Atlantic Avenue
Boston, MA 02110
(617) 482-1776

Howard V. Neff
Vice President/Real Estate
Boston Mutual Life Insurance Company
120 Royall Street
Canton, MA 02021
(781) 828-7000

Daniel Gregory
Greylock Management Corp.
One Federal Street
Boston, MA 02110
(617) 423-5525

ATTACHMENTS:

The following attachments are included with this R.F.I.:

1. Cornerstone Financial Statement
2. Letter from Citizens Bank to Paul E. Tryder, President, Cornerstone Corporation
3. Company Profile, Cornerstone Corporation
4. Brochure, The Architectural Team, Inc.
5. Resume of H.W. Moore Associates
6. Resume of Jennifer Conley, P.E., Conley Associates
7. Statement of Professional Qualification, Gulf of Maine Research Center, Inc.



CITIZENS BANK

Kevin Boyle
Senior Vice President

Citizens Bank of Massachusetts
28 State Street
Boston, MA 02109
617-725-5604 FAX 617-725-5695
Kevin.boyle@citizensbank.com

APR 8 2003

April 7, 2003

Mr. Paul E. Tryder
President
Cornerstone Corporation
725 Canton Street
Norwood, MA 02062

Re: R.F.I. Kessler Woods, Newton, MA

Dear Paul,

It is my understanding that Cornerstone Corporation is submitting a proposal to the City of Newton, MA for the development of approximately 52± residential townhouse units at the above referenced site. As part of this submission, the City is reviewing the developer's financial capability to undertake the project.

In light of the fact that Citizens Bank of Massachusetts and Cornerstone Corporation have participated in several financial transactions, including the most recent loan for the Gateway office project in Charlestown (MA), consisting of a \$39,400,000 mortgage with a \$14,000,000 equity contribution, I can say without hesitation that Citizens Bank would be very interested in discussing the project with you in the event Cornerstone is selected as the developer by the City.

I look forward to your success in this undertaking.

Very truly yours,

Kevin Boyle
Senior Vice President

KB/jsm

CORNERSTONE CORPORATION

Financial Statements

Years ended December 31, 2001 and 2000

CORNERSTONE CORPORATION

Financial Statements

Years ended December 31, 2001 and 2000

CONTENTS

Accountant's Compilation Report	1
Balance Sheet	2
Statement of Income	3
Statement of Retained Earnings	4

STEVEN M. ROSENSTOCK
Certified Public Accountant
44 BESS ROAD
NEEDHAM, MA 02192
(781) 449-6116

To the Board of Directors
Cornerstone Corporation
725 Canton Avenue
Norwood, MA 02062

I have compiled the accompanying balance sheet of Cornerstone Corporation as of December 31, 2001 and 2000, and the related statements of income and retained earnings for the year then ended, in accordance with Statements of Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements the information that is the representations of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form

Management has elected to omit substantially all of the disclosures and the statement of cash flows required by generally accepted accounting principles. If the omitted disclosures and the statement of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The Company, with the consent of its shareholders, has elected under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal income taxes has been included in these financial statements.



March 16, 2002

CORNERSTONE CORPORATION

BALANCE SHEET

December 31, 2001 and 2000
(See Accountant's Compilation Report)

	<u>2001</u>	<u>2000</u>
ASSETS		
Current Assets		
Cash and cash equivalents		
Accounts receivable		
Construction activities		
Development activities		
Management activities		
Shareholders		
Prepaid expenses		
Deposits		
Other Assets		
Equipment and furniture		
Less accumulated depreciation		
Investments in real estate		
Deferred acquisition costs, net		
Total assets		
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses		
Current portion of long term debt		
Other Liabilities		
Long term debt		
less current portion		
Total liabilities		
Stockholder's Equity		
Common stock		
Retained earnings		
Total liabilities and stockholders' equity		

CORNERSTONE CORPORATION

STATEMENT OF INCOME

Years ended December 31, 2001 and 2000
(See Accountant's Compilation Report)

	<u>2001</u>	<u>2000</u>
Revenues		
Commissions earned		
Construction contract income		
Interest income		
Management fees		
Miscellaneous income		
Sale of real estate investments		
Expenses		
Advertising		
Amortization		
Charitable contributions		
Depreciation		
Development expenses		
Employee benefit programs		
Insurance		
Interest expense		
Office expense		
Payroll		
Payroll taxes		
Professional fees		
Rents		
Taxes, excise		
Telephone		
Travel and entertainment		
Net income		

CORNERSTONE CORPORATION
STATEMENT OF RETAINED EARNINGS

Years ended December 31, 2001 and 2000
(See Accountant's Compilation Report)

	<u>2001</u>	<u>2000</u>
Balance, beginning of the year		
Net income		
Dividends paid		
Balance, end of the year		



Area 1:
7 Single Family Home

Area 2:
56 Condominium Units

Potential site plans starting on this page were submitted in May 2013.

<p>developer Cornerstone Corporation</p>	<p>Kessler Woods Newton, MA</p>	<p>architect The Architectural Team, Inc 50 Commandant's Way, Chelsea MA Tel: 617-889-4402</p>
----------------------------------------------	--------------------------------------------	------------------------------------------------------------------------------------------------------------



architect
The Architectural Team, Inc.
50 Commandant's Way
Chelsea, MA
Tel: 617-889-4402

Kessler Woods, Newton, Ma
Area 1



developer
Cornerstone Corporation

architect
 The Architectural Team, Inc.
 50 Commandant's Way
 Chelsea, MA
 Tel: 617-889-4402



Area 2 Kessler Woods, Newton, Ma
 Area 2



developer
 Cornerstone Corporation