

TOWN OF SUDBURY COMMUNITY PRESERVATION COMMITTEE

PROJECT SUBMISSION FORM

Submitter: Woods Walk Sanctuary, Inc.

Submission Date: Oct. 15, 2008

Group or Committee Affiliation (if any):

Submitter's address and phone number: 161 Dutton Road, Sudbury, MA 01776 (978) 443 3972

Purpose (please select all that apply):

X Open Space

X Community Housing

Historic

X Recreation

Submitter's email address: JudithRhome@Comcast.Net

Project Name: Woods Walk Sanctuary

Project Description: This project will provide a new and innovative approach to inclusive, low income housing for four people who need full time staffing support. The residents will all have large bedsitting, private bath "apartments," while sharing common kitchen, dining and recreation spaces.

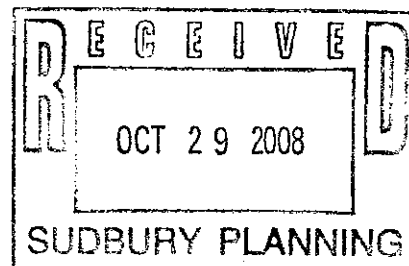
The Sanctuary will include classroom/recreation space to be used to provide education and training for people, including students in their transitional educational years, who are not ready to participate in their community outdoor organizations and it will provide inclusivity training and education to those organizations.

The project sets aside an unusually configured five acre property ideal for development of its' universally accessible nature trail and protected bird-watching shelter.

The trail will include a sensitivity/tactile building that will house a collection of big, bold mineral examples, as well as a collection of historical home and garden items such as rod iron pots and pans and railway spikes. These can be freely touched and examined.

The trail connects to the Sudbury Valley Trustee Trails of the Memorial Forest. The SVT has accessed the project and is very interested in working with us to increase accessibility to their reservation and retrofitting an attractive loop of their trail to be accessible as well.

This project will foster personal bridges between individuals who participate in any of the Sanctuary programs and the nature trail will provide job opportunities and interactive activities between the residents, the trail users and the community.



Purchase of 161 Dutton Road \$635,000
Reconstruction of Residence cost \$280,570
Costs of creating Woods Walk Nature Trail : \$186,130

Fiscal Year	Total Project Cost	CPC Funds Requested	Other Funding Sources (amount and source)
2010	1,101,705	<p>\$600,000 (\$300,000 will be used for the initial payment to purchase of 161 Dutton Road. Please see agreement.)</p> <p>(200,000 will be used for reconstruction of the residence)</p> <p>(\$100,000 will be used for the trail.)</p>	<p>Crossroad Foundation- \$10,000 Home Depot grant- \$10,000 Sudbury Foundation- \$60,000</p> <p>Fundraising \$30,000</p> <p>HOPE Sudbury \$10,000 American Hiking Grant \$5,000 DCR Greenways and Trails Program \$50,000 (the recipients of these grants will not be announced until November of 2009) Donations and volunteer efforts \$30,000</p>
2012			
2013			<p>HUD 811, \$350,000 This Federal Low Income Housing Grant for people who have disabilities (regardless of their nature) is suited to our needs. The application will need to be done by a professional. Peter Noonan from Supported Living, Inc. has recommended Robert Desimone, who has successfully completed, many 801 HUD applications, and we will pursue the possibility of an arrangement with him. His costs will be substantial, and will be added to the HUD application, as will other "soft" costs if necessary. The 811 grant will be used to complete the purchase of the property. (see agreement)</p>
2014			
Total		\$1,155,000	

This schedule will allow the corporation to purchase the property and proceed with the reconstruction so that occupancy can take place in November of 2009. Some Trail work and some exterior work may not be completed until after occupancy takes place.

How does this project meet the General Criteria Category Specific Criteria for CPC projects (see attached)

Does this project fall within the jurisdiction or interest of other Town Boards, Committees or Departments? If so, please list the boards, committees or departments, whether applications and/or presentations have been made, and what input or recommendations have been given.
YES (See letters attached)

For Community Preservation Committee Use:

Form Received on: _____

Project Presented to CPC on: _____

Reviewed by: _____

Determination: _____

TOWN OF SUDBURY COMMUNITY PRESERVATION COMMITTEE

Guidelines for Project Submission

- 1) Each project request must be submitted to the Community Preservation Committee using the Project Submission Form as a cover sheet. Applications should be submitted in twelve (12) multiple copies.
- 2) Requests must include a statement of need and be documented with appropriate support information. The use of maps, visual aids and other supplemental information is encouraged.
- 3) Obtain written proposals, estimates, quotes and such other evidence to document project scope and cost.
- 4) If the request is part of a multi-year project, include the total project cost and allocations.
- 5) Describe the endorsement, support or other recommendation, if any, by other Town Boards, Committees and Departments.
- 6) Provide examples of similar project proposals in other communities, if any, including examples of project scope, project cost and status of completion.
- 7) For applicants that have multiple project requests, please prioritize projects.
- 8) Requests must be received by **October 31, 2008** to be considered for recommendation at the April, 2009 Annual Town Meeting.
- 9) Applicants must be present at a CPC meeting to answer questions. The CPC meeting schedule for the fall will be announced in September, 2008 and posted on the town's website.

GENERAL CRITERIA

This proposal meets the requirements of the number one goal identified in Sudbury's Community Housing Plan (and overcomes the list of "impediments to the development of Community housing in Sudbury" (see attachment)

This project will provide four bed/sitting bath rooms in a single family residence with supportive services to four people with disabilities. The four individuals, who will be served by this project, are in the low-income category, earning less than 30% of the median income of a Sudbury resident and earning less than the requirements for affordable housing. The project will ensure affordable housing and provide flexible supports allowing citizens to live in and participate in their community. The non-profit corporation agrees to a deed restriction which will keep the site for individuals who meet the criteria for low-income housing. The income of the individuals living in the home, including SSI and SSDI, will cover the ongoing operational costs of the home. This includes utilities and maintenance. In addition, the Advocates will work with the individuals to access other housing resources or subsidies (for example, individual or project based section 8) to help cover costs for the home. The state agencies who have responsibility for the individuals living in the home (Department of Developmental Disabilities, Department of Mental Health, Mass Rehab Commission) will provide funding for the necessary staff support. The respective state agency will also certify to DHCD that the residents meet the criteria for affordable housing.

The Sanctuary property (161 Dutton Road) lies within the "Estimated Habits of Rare Wildlife and or Priority Habits of Rare Species, according to MA Division of Fisheries and Wildlife's Natural Heritage Atlas. It will be used for passive recreation in the form of nature trail that can be used by people of all abilities, and a protected bird watching center that looks into the mid canopy of the Hop Brook Wetlands.

The Trail will include a walk through, educational/ tactile building that will house a collection of big and beautiful minerals and a collection of historical rod iron household items of interest. All items will be available for both visual and touch and feel education.

The property is located in a minimum five acre Historical District, opposite a pond and is quite private. The neighbors are all aware of our plan and are comfortable with them. It amazes me that so many of them are personally connected, or have had positive relationships with people who have disabilities. Sudbury has no 24/7 supported housing and is badly in need of a place where people who are rooted in the town and who need supports can live.

The Sanctuary Residence has classroom/recreation space to be used for education and training of students in their transition years as well as any other individuals who need extra support to be comfortable joining their community outdoor organizations and exclusivity training for those organizations, so that they can be comfortable supporting

individuals who need help to successfully participate in community outdoor activities. This process provides bridges between all people of our community much as the educational process provides bridges between all students of our school system. The space can be used for small inclusive social events too.

The residence and its' proximity to the trail provides an "on the spot" comfort zone and can assist in keeping people who are using the trail safe by providing "panic buttons" and monitoring them. Trail guides will be available on request.

The care and monitoring of the Sanctuary and the Trail will provide job and interactive opportunities for its' residents.

The Trail connects with the Sudbury Valley Trustee Memorial Forest trails and the Trustees are interested in retrofitting their trail to make it accessible for all people.

This uniquely configured property is one of the few left that has dry land connecting to the SVT land. If we do not set it aside the town will lose this access and the opportunities it presence forever.

FUNDING AND BUDGET HISTORY

It was my belief that the State Affordable Housing Trust and CEDAC had permanently deferred loans that would cover up to half of the costs of the project.

Exhaustive exploration of these loans prove that this is simply not feasible if we wish to have a residence that provides low income housing for four individuals who may have roots in Sudbury and who need supports regardless of the nature of that need.

Unfortunately these loans are targeted to specific populations and the State Agency that "OK"s that loan, for a specific proportion of the house has the right to place anyone that they choose in that "slot". Sudbury Residents would not necessarily be given preference. Michael Stepansky, Dept. of Housing, DPH Metro Suburban Area, offered to "take" two "slots" and give the "OK" to CFC to fund $\frac{1}{2}$ of the cost of the project funds needed to create those "slots" ($\frac{1}{4}$ of the total costs of the residence) but he was open about the fact that their population would use the rooms as a half way place until something better came along and that they would not be interested in interacting with the other people living in the residence. He suggested that the Town might find a grant to support us at the Federal level.

Bree Horwitz, Supported Housing Project Manager of CEDAC told me that the CEDAC "pipeline" is full until June, 2011, should we choose to apply for the CFC funding, but that we would need to hire at some considerable expense) an expert on completing the "one Stop" application. (we would ONLY be able to take DDS(Department of Developmental Services) (new name for DMR) and DMH supported individuals. (no preferences, no veterans, not other "group")

Because of the present market situation, the cost of the purchase of the property is 15-20% less then it would have been two or three years ago, or that it will be two or three years to come. The cost of the renovations and labor will increase appreciatively if we wait. Now is the best and most feasible time to do this for one more important reason. I am living on a deficit budget and can not hold the property indefinitely

I was really dismayed that the State Loans effectively segregated people by their regulations and called State Senator Tom Conroy. It was not the first time that we had talked about my idea. He said that I must be wrong, or I must have the wrong State application. His assistant, Jenny Nathens spent several days exploring the situation and found no State funded grants that would be open to people regardless of their disability.

Please see Jenny Nathens extensive work list (attached)

I followed up and came to realize that the best possible solution would be to apply for a HUD 811 federal grant. In order to proceed in a timely fashion, I came up with the present solution and budget.

TOWN SUPPORT

Many, many years ago, back when John was on the planning board, I went to Jody Kablack with a plan that would provide a way for Peter to remain in the Town in the most inclusive way that I could think of. I do not even remember what that plan was. Through the years we have explored many possibilities together, but they had dead ends Jody never stopped encouraging me to come back again and I deeply appreciate her support though the years.

Three years ago I came up with an idea that was ,yes, "out of the box" but had real possibilities. I shared that Idea with someone in the Tax office and the next thing I knew I was preparing for a visit from a collection of Town Officials brought together on my back porch by David Mortimore ,the town's Disability Commissioner. Well, the two things that came out of that meeting was that I had not a clue as to how to go about doing what I wanted to do, and that I had a really good idea.

Beth Rust ,and Jody Kablack, from the Planning Board, Jo- Anne Howe from the Housing Department and David Mortimore from the Disability Commission all encouraged me to continue to pursue my the building of my plan.

I bumped into Larry O'Brien at Longfellow's' and told him about my idea . He was enthusiastic about the possibilities of my endeavor and he told me that I needed to look at the new housing Trust that they were putting together. He wished me luck

I discussed my Idea with Bob Prescott who is the director of the Audubon Societies Wellfleet Wildlife Sanctuary. They have a universally accessible nature trail there He had Peter Jenson come to my property to access the possibilities of a trail and indeed it was deemed to have perfect footing for a trail. He also pointed out the forest regeneration and the bluff that looks into the mid canopy of the trail.

I started meeting with people like Margaret Grey (Director of Middlesex DMR) and Sharon Lisnow (Michael Carter Lisnow Respite Care Center). The director of a project on the Cape, Doctors at Children's Hospital, other parents of children who have needed support systems. You find the rock, and I have probably looked under it!

It took a long time to put together a good board. (see Attached) We first met in the Spring of 2007. We did not waste time. I knew some people from Sullivan and Worcester in Boston and that fall we filed for recognition as a MA Non Profit Corporation We then went on to our Federal 501 (c) (3) application , we were granted tax exempt status in April of 2008 and were issues our Certificate for Solicitation in May.(see attached)

During this period of time we leaned a lot. We connected with the Advocates Organization and met with Jeff Keilson. He and his assistant Erika Schlegel came to view the house and discuss the project. At a later date he met with Beth Rust and the Sanctuary Board.

We realized that our project would qualify for four units of low income housing.

We applied for funding for a feasibility study from the Housing Trust and Sudbury Foundation and they provided it.

We located a good Project Manager and an Architect, had the house assessed and wrote up a conditional agreement that would have a land restriction placed on it by the town when we passed papers.

We worked with the Sudbury Valley Trustees and the Outdoor Exploration Organization to explore the needs, requirements and the possibilities of creating an accessible trail. I visited other accessible trails, met and talked at length with Gigi Ranno, Project director, Universal Access Program, and Kim Charlson, Supervisor of the Braille and Talking Book Library, Perkins School for the Blind.

I have talked with all my neighbors and beyond and they are comfortable with my plan. Dan Greenberg, an abutter, who has known me for years said, "thank goodness you have come up with a crazy idea that we can thoroughly support, I love it!" (having been the listing wall for several of my other plans) One neighbor said, "How wonderful, now when my mom comes to visit she can go walking in the woods, with her grandchildren. We have never been able to do that because she uses a walker."

I have talked with Sudbury Policemen and Firemen, including Kenneth MacLean, Chief of the Sudbury Fire Department, and people that I ran into on the street and never have I had a person who did not support my Dream.

Contacts

Left message for Ryan McCollum at EOHCD

Spoke with Steve Cidlevich at DMH. He said that Judith should call the area directors at all the agencies (DMR, DMH, DYS etc.) to make her pitch and see if she can get any funds from them. He doesn't think there is money for such a diverse group of people. DMH doesn't even build group homes anymore because they are so difficult to site. They do supported housing and Section 8.

Left a message for the area director for DMH, Ted Kirousis, 508-616-3501.

Spoke to Assistant Director of DMR Middlesex Office, Nancy Dumard – 508-879-1111 x 112. Margaret Grey is Director. She does not know of funding for such construction costs. They could provide funding for services though, but just for someone with MR.

Seamus Kelley at DHCD left a message saying that I should check with EOHHS first. Once an agency (DMR, DMH etc) okays a group housing development, DHCD would come on board quickly to fund it. I left him a message saying that this group would not fit into one department's purview. He said that there are housing subsidies and to visit their website and search for rental housing developments and affordable housing developments.

Talked to Lisa Shifeletti, Leg Liason at Executive Office of Elder Affairs. She is going to look into if such funding exists.

Talked to receptionist at DMH area office 508-616-3501. She is passing my message and question onto Ted and Dr. Babs Phemby, the Director of Constituent Services in the Metro West area.

Gail Eldridge, Leg Lisaon, at Veterans' Services said to check with HUD for supported housing grants.

Left VMs for Taylor Caswell, Regional Director at HUD 617-994-8223, and Kristine Foye, Acting Deputy Regional Director at HUD 617-994-8218.

Talked to Counsel at Commission for Deaf and Hard of Hearing. Ted Kirousis is the contact there too. I already left a message for him.

Left VM for Laura Lang, Counsel at Commission for the blind. 617-727-5550.

Talked to Michael Stepansky, Director of Housing and DMH. He said that there is the Facilities Consolidation Fund through CDAC. It is a permanently deferred loan. It could pay for 50% of total costs for rehab and construction. He will call Judith directly. Judith

says there are 2 slots at $\frac{1}{4}$ of $\frac{1}{2}$ of her needed funding. And those slots would be owned by him. He could put anyone he wants in those slots.

Richard Arcangeli at MRC- 617-204-3605 said that there are bond dollars through DMR, DMH, and MRC for construction costs to help developers build houses for people with disabilities. He said to call Anne Shore, Director of Independent Living and Assistant Technology Programs at MRC, 617-204-3602. Left her a VM.

Spoke to Anne Shore at MRC. She told me about the home modification loans through the housing bond bill. Its money used to modify existing homes. Cannot be used in conjunction with new construction. Loans are up to \$30,000. Someone needs to be living in the home already. Funds are accessed by local providers in the community. She said to talk to Maggie Dionne who is their housing guru at MRC, 617-204-3761. She will be back in the office on Friday. Judith should call Anne too.

Talked to Skip Sullivan at HUD, 617-538-9831 about the Section 811 grants. This grant is for construction costs for housing developments for people with disabilities. It also would provide rental assistance. Renters would pay 30% of their income and HUD would pay the rest back to the program for operational costs. Program needs to be a non-profit. Judith should call him to lean more about this program.

Message from Taylor Brian at HUD, 617-994-8223. She says to call Thursday and she will put me through to their multi-family housing director, Morris Barry. She said the project sounded exciting.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

~~WWS INC~~

Date: **APR 04 2008**

WOODS WALK SANCTUARY INC
161 DUTTON RD
SUDBURY, MA 01776

Employer Identification Number:
42-1756478
DLN:
17053066002028
Contact Person:
DALE T SCHABER ID# 31175
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
August 21, 2007
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2011
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

WWS INC
42175647801

Letter 1045 (DO/CG)

WOODS WALK SANCTUARY INC

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script that reads "Robert Choi".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC
Statute Extension

number 1 goal identified in Sudbury's community housing plan:

According to Sudbury's 2005 Community Housing Plan

... SSudbury has 218 units of certified affordable housing. In order to meet the state goal of 10%, we need an additional 345 units.

IMPEDIMENTS TO THE DEVELOPMENT OF COMMUNITY HOUSING IN SUDBURY

1. Lack of public sewerage. Higher density development is constrained in Sudbury due to wastewater disposal. The entire town relies on septic systems to handle wastewater. Sudbury officials have been examining the issue of sewerage portions of the Route 20 area, which presents the greatest opportunity for higher density, smart growth development (both residential and commercial). However, financial and political issues make this a long term project.

2. Zoning. Creating affordable housing has been very difficult in Sudbury. Efforts over the past 16 years to increase zoning options for affordable housing, transfer land, and approve affordable housing developments have met with little success. Our victories in this area include adoption of an accessory apartment bylaw in 1993 and adoption of a price-restricted senior housing bylaw in 1998 (which is not "affordable" by state standards but complies with EO418). Other legislative approvals dealing with housing include adoption of the CPA; approval to partially fund a small rental housing project with CPA funds; creation of the Frost Farm Village condominiums and transfer of land from the Selectmen to the Sudbury Housing Authority (1988 and 2004). Defeats include: inclusionary housing bylaw (1993 and 1994); and transfer of land from the Selectmen to the Housing Authority (1987, 1996 and partial defeat in 2004).

3. Cost of land in Sudbury. Purchase of land for affordable housing projects is not economically feasible. Single house lots are selling in the \$350,000 to \$700,000 range presently.

4. Development constraints. Much of Sudbury's remaining land is environmentally constrained by wetlands, soils and groundwater protection bylaws. Easily developed land that could sustain higher densities than single family development is in short supply.

5. Limited staff/no community development corporation to initiate and oversee housing projects. Development of subsidized housing is not a central function of local government, and without expertise it is difficult to do. Sudbury has not been adverse to private development of affordable housing. Only two Chapter 40B developments have been proposed in the last 8 years, and both were approved. Public development of housing requires technical expertise not presently accounted for in Sudbury's small staff.

GOALS: *Maintain and increase a diversity of housing types in Sudbury to meet the needs of a changing and diversified population with respect to age, disability, household size and income. Provide a share of regional housing needs for persons earning 80% or lower of the Boston MSMA median income. Specifically,*

- *Attempt to achieve the goal of 10% of the town's total housing units affordable to households making less than 80% of the area median income.*
- *Increase the number of housing units that are affordable to middle income households making less than 120% of the area median income.*
- *Give preference to persons with ties to Sudbury (residents, relatives, employees, Metco families) in all housing production programs.*
- *Preserve affordability restrictions on existing and new units for the longest period possible.*
- *Use town funds to leverage outside funding for housing creation.*

This communication is intended only for the use of the individual or entity named as the addressee. It may contain information that is privileged and/or confidential. If you are not the intended recipient, any dissemination, copying or disclosure of this communication is strictly prohibited.

If you have received this communication in error, please notify the Compliance Officer immediately at (888) 546-7565 or via return internet e-mail and delete this communication without making any copies.

(Attachments successfully scanned for viruses.)

Attachment 1: (application/octet-stream)

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement ("MOA") is entered into this day of October, 2008 by Judith F. Rhome, an individual residing at 161 Dutton Road, Sudbury, MA 01776, ("Judith Rhome"), and, Woods Walk Sanctuary, Inc., a non-profit corporation existing under the laws of the Commonwealth of Massachusetts with tax exempt status under Internal Revenue Code 501(c)(3), ("Woods Walk Sanctuary").

Whereas, Judith Rhome is the owner of certain real estate located at 161 Dutton Road, Sudbury, Middlesex County, Massachusetts, by virtue of a deed recorded at Middlesex South District Registry of Deeds, Book 48713, Page 564, ("Property"); and

Whereas, Judith Rhome desires to sell her Property to an organization for the purpose of establishing a four (4) bedroom group home to be used for low-income housing for people who need full-time staffing support with preference given to current or former residents of Sudbury, Massachusetts when possible, ("Sanctuary"); and

Whereas, Judith Rhome further desires that said Sanctuary provides classroom and recreation space to be used to provide education and training for people who are not ready to participate in their community outdoor organizations and also providing inclusivity training and education to those organizations; and

Whereas, Judith Rhome further desires that said Sanctuary includes the development of a universally accessible nature trail and protected bird-watching shelter; and

Whereas, Woods Walk Sanctuary was established August 21, 2007, with a stated purpose of establishing, maintaining and operating a charitable and educational organization with the purpose of: (a) creating and monitoring a universally accessible nature trail; (b) providing education and support to community-based environmental organizations on how to incorporate individuals of all abilities into their own programs including those individuals with mental and physical limitations; (c) to provide a community environmental activities that welcome individuals of all abilities; and, (d) to create, support and administer a residential facility that will enable individuals of limited financial means and/or mental or physical disability to remain as adults in the community; and

Whereas Woods Walk Sanctuary has obtained tax exempt status under IRC 501(c)(3) to further enable it to accomplish its goals; and

Whereas Woods Walk Sanctuary has presented an Offer to Purchase Real Estate dated September 28, 2008, ("Offer"), to Judith Rhome which she has accepted, (Offer is attached hereto as Exhibit A);

Now therefore, Judith Rhome and Woods Walk Sanctuary further agree as follows:

1. Judith Rhome and Woods Walk Sanctuary will continue discussions for purposes of entering into a Purchase and Sale Agreement for the Property, ("P&S Agreement");
2. The P&S Agreement shall provide that Woods Walk Sanctuary, as the purchaser, shall be obligated to establish a four (4) bedroom group home to be used for low-income housing for people who need full-time staffing support with preference given to current or former residents of

Sudbury, Massachusetts when possible; classroom and recreation space to be used to provide education and training for people who are not ready to participate in their community outdoor organizations and also providing inclusivity training and education to those organizations; and, the development of a universally accessible nature trail and protected bird-watching shelter, collectively referred to as the "Project";

3. The P&S Agreement will provide for a permanent conservation easement on the property for the area used for the nature trail and bird-watching shelter which easement shall be for the benefit of the general public during reasonable time periods, which easement shall be recorded at the Middlesex South District Registry of Deeds which shall continue in perpetuity;

4. The P&S Agreement will provide for a permanent affordable housing restriction to be recorded at the Middlesex South District Registry of Deeds which shall provide that the Property shall be used for the purpose of providing affordable housing in perpetuity;

5. The P&S Agreement shall provide that Judith Rhome, as the seller, shall receive a partial payment at the time of the closing towards the purchase price as set forth in the Offer and that the remaining amount shall be due and payable within three (3) years, at no interest, from the date of closing to enable Woods Walk Sanctuary to raise funds to pay the balance of the purchase price. The P&S Agreement shall provide for a reasonable extension of time beyond said three (3) years provided sufficient progress, as determined by Judith Rhome, is shown. The balance of the purchase price that will be due to Judith Rhome after closing shall be secured by a mortgage on the Property.

Signed and sealed this day of October, 2008.

Woods Walk Sanctuary, Inc.
By:

Judith F. Rhome, President

Judith F. Rhome, Individually

Vera Schlichter, Treasurer

OFFER TO PURCHASE REAL ESTATE

TO Judith F. Rhome
(Seller and Spouse)
161 Dutton Road
Sudbury, MA 01776

Date: September 28 2008

From the Office of:

The property herein referred to is identified as follows: 217800 SQ. FT. of land +/- and all buildings
thereon S. registered at Middlesex Registry of deeds, book 48713 page 564 Known as 161 Dutton Road

Special provisions (if any) re fixtures, appliances, etc. _____

I hereby offer to buy said property, which has been offered to me by owner
_____ as the Broker(s) under the following terms and conditions:

CHECK ONE:

- 1. I will pay therefore \$ 635,000.00, of which
 - (a) \$ 1.00 is paid herewith as a deposit to bind this Offer Check, subject to collection
 - (b) \$ _____ is to be paid as an additional deposit upon the execution of the Purchase and Sale Agreement provided for below. Cash
 - (c) \$ 635,999.00 is to be paid at the time of delivery of the Deed in cash, or by certified, cashier's, treasurer's or bank check(s).
 - (d) \$ _____
 - (e) \$ 635,000.00 Total Purchase Price

2. This Offer is good until 8 A.M. P.M. on September 29th, 2008 at or before which time a copy hereof shall be signed by you, the Seller and your (husband) (wife), signifying acceptance of this Offer, and returned to me forthwith, otherwise this Offer shall be considered as rejected and the money deposited herewith shall be returned to me forthwith.

3. The parties hereto shall, on or before _____ A.M. P.M. _____, 20____ execute the applicable Standard Form Purchase and Sale Agreement recommended by the Greater Boston Real Estate Board or any form substantially similar thereto, which, when executed, shall be the agreement between the parties hereto.

4. A good and sufficient Deed, conveying a good and clear record and marketable title shall be delivered at 12:00 Noon on X, 20____ at the appropriate Registry of Deeds, unless some other time and place are mutually agreed upon in writing.

5. If I do not fulfill my obligations under this Offer, the above mentioned deposit shall forthwith become your property without recourse to either party. Said deposit shall be held by _____ as escrow agent subject to the terms hereof provided however that in the event of any disagreement between the parties, the escrow agent may retain said deposit pending instructions mutually given in writing by the parties. A similar provision shall be included in the Purchase and Sale Agreement with respect to any deposit held under its terms.

Time is of the essence hereof.

Disclosures: For one to four family residences, the Buyer hereby acknowledges receipt of the Home Inspectors: Facts for Consumers brochure produced by the Office of Consumer Affairs. For residential property constructed prior to 1978, Buyer must also sign Lead Paint "Property Transfer Notification."

The initialed riders, if any, attached hereto are incorporated herein by reference. Additional terms and conditions, if any:

Price may be re-negotiated prior to closing based on market conditions.

Closing date to be upon mutual agreement of the buyer and seller

NOTICE: This is a legal document that creates binding obligations. If not understood, consult an attorney. WITNESS MY HAND AND SEAL

Woods Walk Sanctuary Buyer Vera M. Schlichter Designated Signee
 Buyer Woods Walk Sanctuary Inc. Buyer
161 Dutton Road, Sudbury MA 01776
 Address/City/State/Zip Phone Numbers (Work & Home)

Receipt of deposit check for transmittal by: (Agent/Facilitator) _____
Check shall not be deposited unless offer is accepted.

This Offer is hereby accepted upon the foregoing terms and conditions at _____ A.M. / P.M. on _____, 20____

WITNESS my (our) hand(s) and seal(s)

Seller (or spouse)

RECEIPT FOR DEPOSIT

Received from _____ Buyer the sum of \$ 1.00 as deposit under the terms and conditions of above Offer, to be held by _____ as escrow agent.

Under regulations adopted pursuant to the Massachusetts license law: All offers submitted to brokers or salespeople to purchase real property that they have a right to sell shall be conveyed forthwith to the owner of such real property.

Agent For Seller





03-2

2 pages total

JUDITH F. RHOME, as trustee of the DUTTON ROAD REALTY TRUST u/d/t/ dated March 31, 2005, of 161 Dutton Road, Sudbury, Middlesex County, Massachusetts, for consideration paid of One Dollar (\$1.00), grant to JUDITH F. RHOME, (see Trustees' Certificate recorded in the Middlesex South Registry of Deeds in Book 45609, Page 245), with QUITCLAIM COVENANTS

The land with the buildings thereon, situated on the Westerly side of Dutton Road in Sudbury, Middlesex County, Massachusetts, bounded and described as follows:

Beginning at a point on the Westerly side of Dutton Road at the southerly corner of the granted premises: thence running

- NORTH 39° 19'30" East by the Westerly side of Dutton Road, One Hundred Fifty (150.00) feet; thence turning and running
- NORTH 74° 24'50" West, Two Hundred Fifty (250.00) feet; thence turning and running
- SOUTH 39° 19'30" West, Ninety-five and 38/100 (95.38) feet; thence turning and running
- NORTH 74° 24'50" West, Eight Hundred Ten (810.00) feet; thence
- NORTHERLY Four Hundred Thirty (430.00) feet more or less, by the northerly boundary line of the land conveyed by Harland F. Banks to John S. Edwards, et ux by deed dated on or about June 30, 1955; thence running
- NORTH 77° 00'50" West, Three Hundred Ten (310.00) feet; thence turning and running
- SOUTH 4° 04'35" West, Two Hundred Eighteen (218.00) feet; thence turning and running
- SOUTH 2° 47' 45" East, Two Hundred Thirty-two and 42/100 (232.42) feet; thence turning and running
- SOUTH 64°10'50" East, One Hundred Forty and 68/100 (140.68) feet; thence turning and running
- SOUTH 74° 24'50" East, One Thousand, One Hundred Seventy-Eight and 73/100 (1,178.73) feet to point of beginning.

Property Address: 161 Dutton Road, Sudbury, MA 01776

Return Address:

Henry W. Comstock, Jr.
Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109

Sullivan Worcester
One Post office
Boston MA 02109

Subject to and with the benefit of all conditions, benefits and restrictions of record, to the extent currently in force and applicable, including without limitation, those enumerated in the deed of The Wayside Inn, Inc. to Harland W. Banks, dated March 12, 1951, recorded in the Middlesex South Registry of Deeds in Book 7716, Page 528.

Since the Consideration is One Dollar (\$1.00), documentary stamps are not required.

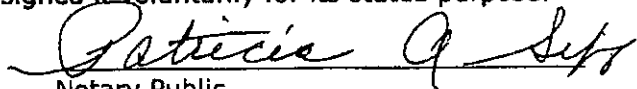
For my title, see deed recorded with the Middlesex South Registry of Deeds at Book 45559, Page 435.

Executed under seal this 15 day of December, 2006.


JUDITH F. RHOME

COMMONWEALTH OF MASSACHUSETTS
County of Middlesex

On this 15 day of September, 2006, before me, the undersigned notary public, personally appeared JUDITH F. RHOME, proved to me through satisfactory evidence of identification to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose.


Notary Public
My Commission expires: 3-5-2010


Attest. Middlesex S. Register

SUDBURY HOUSING AUTHORITY

55 HUDSON ROAD
SUDBURY, MASSACHUSETTS 01776

JO-ANN HOWE
EXECUTIVE DIRECTOR

PHONE: (978) 443-5112
FAX: (978) 443-5113
sudburyhousing@aol.com

July 12, 2006

Judith Rhome
161 Dutton Road
Sudbury, MA 01776

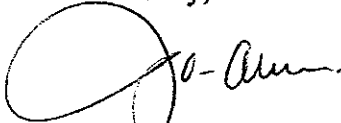
Dear Judith,

Thank you for the thoughtful letter and for the very well-prepared presentation that you did for us last week. I learned a lot and was extremely impressed by both your passion and your commitment. Although we didn't have the chance to see all of your home, the warmth and "hominess" were very apparent in the part we did see.

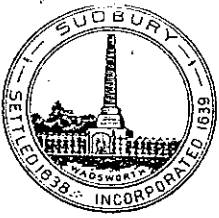
I know a few of the potential board members and think you have chosen wisely, but I can't think of anyone else to add to your list. My own experience with boards has shown that a group larger than 8-10 people sometimes finds it difficult to get things accomplished, and that 5 or 6 people seem to be an ideal number.

I am glad to know that you will continue to pursue your dream, and wholeheartedly wish you success.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jo-Ann Howe', with a large, stylized loop at the beginning.

Jo-Ann Howe



Town of Sudbury

Sudbury Housing Trust

Flynn Building
278 Old Sudbury Rd
Sudbury, MA 01776
978-639-3387

<http://www.sudbury.ma.us>
Housing@town.sudbury.ma.us

June 18, 2008

To: Judith Rhome
161 Dutton Road
Sudbury, MA 01776
From: Beth Rust, for Sudbury Housing Trust
Re: Feasibility Grant for Woods Walk Sanctuary development

Judith,

On behalf of the Sudbury Housing Trust, I want to thank you for submitting your request for the feasibility study for the Woods Walk Sanctuary.

The Sudbury Housing Trust reviewed the request and is pleased to authorize up to 50% of the total cost, of up to a maximum of \$3,000, payable to the provider at the completion of work. Payment requests take up to two weeks, and please consider that in your schedule.

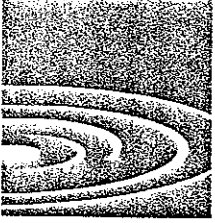
This grant represents the Trust's support and genuine interest in the project while also encouraging the Woods Walk Sanctuary Board of Directors to gain other community partners in this stage of scoping. As you know, this project will require broad support for funding and other aspects of the project, and this might prove to be an appropriate time to gain some additional financial backers.

As always, I am available to assist and answer any questions. I want to thank you for all your efforts getting the project to this point, and I understand how much time and effort has gone into it.

While the reduced amount of this financial commitment might be a disappointment, I hope that Woods Walk finds value in this approach.

Sincerely,

Beth Rust
978-639-3388



THE SUDBURY
FOUNDATION

July 23, 2008

Trustees

Miner A. Crary
Richard H. Davison
Susan Iuliano
Jill M. Stansky
Bank of America

Staff

Marilyn Martino
Executive Director
Julia R. Blatt
Program Officer

Ms. Judith Rhome
Woods Walk Sanctuary
161 Dutton Road
Sudbury, MA 01776

Dear Judy:

On behalf of the Sudbury Foundation, I am delighted to enclose a check for \$2,000 to enable Woods Walk Sanctuary to assess the feasibility of acquiring and renovating a Sudbury property as a group home for mentally and/or physically disabled residents with accessibility to the property's nature trail.

Also enclosed is an acknowledgment form describing the conditions of a Sudbury Foundation grant. These include submission of financial and programmatic reports within a year of the grant award. A sample grant report outline is also enclosed. Please sign and return one copy of the Acknowledgement Form at your convenience.

The trustees join me in wishing you much success with this project.

Sincerely,

Marilyn Martino
Executive Director

enclosure