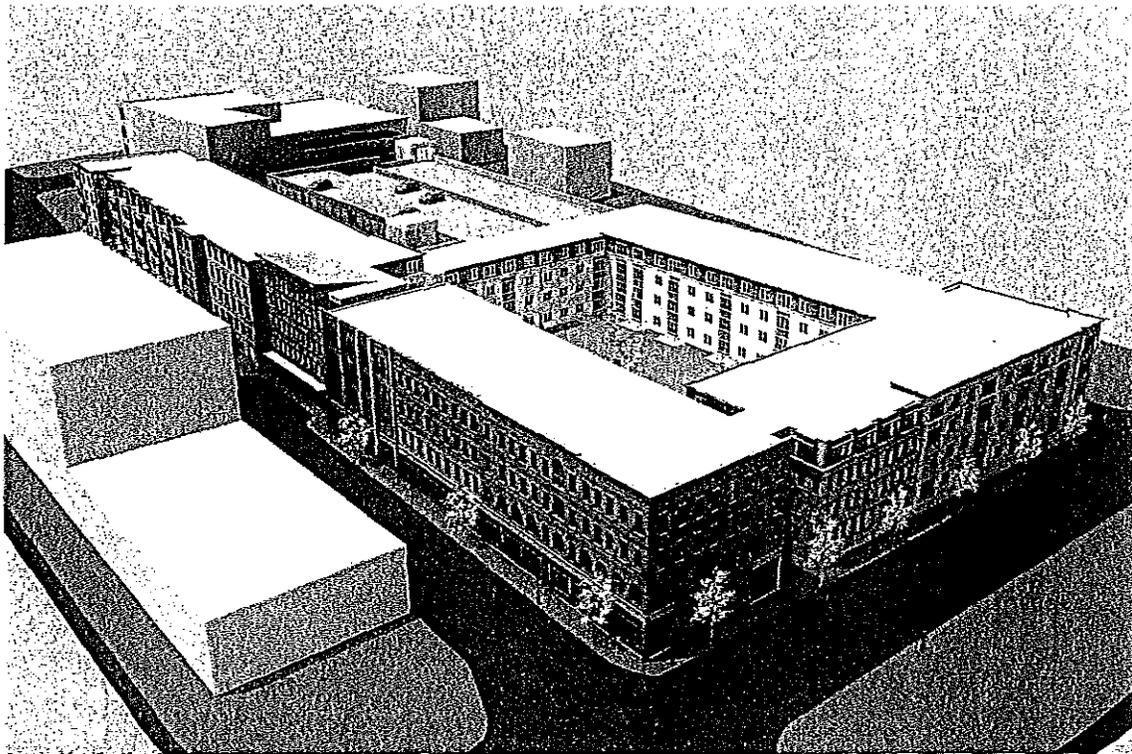


PROPOSAL FOR THE DISPOSITION OF REAL PROPERTY  
BROCKTON, MASSACHUSETTS  
00000 Montello St., Plot 81 and 00044 Centre St., Plot 4-1 (Enterprise Block)

Submitted by: Trinity Brockton Limited Partnership  
c/o Trinity Financial, Inc.  
40 Court Street, 8<sup>th</sup> floor  
Boston, MA 02108

Submitted to: City of Brockton  
Procurement Department, 3<sup>rd</sup> floor  
City Hall  
45 School Street  
Brockton, MA 02301  
Attn: Michael Morris, Chief Procurement Officer

Date: Monday, December 12, 2011  
4:00 P.M.



## Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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### **A. Description of Proposer**

Trinity Brockton Limited Partnership, an affiliate of Trinity Financial, Inc., is pleased to submit this response to the City of Brockton's Request for Proposals for the Disposition of Real Property – Project # TT-12 Enterprise.

Trinity Financial is a full-service real estate development firm dedicated to the acquisition, development and construction of multi-family and mixed-use properties in urban locations throughout New England. Founded in 1987 by James G. Keefe and Patrick A.T. Lee, Trinity has established itself as preeminent in the development of complicated mixed-finance transactions utilizing private and public sources of capital. The Company has organized more than 50 limited partnerships, through which it has completed over \$1.2 billion in a wide range of real estate projects, including over 5,400 units of housing and 334,000 square feet of commercial space.

Trinity is committed to developing real estate that aids in creating viable urban neighborhoods by improving commercial districts and mixed-use residential communities. The Company has established a reputation for delivering complex, multi-source projects within budget and on schedule. The two parcels being offered for acquisition by this City of Brockton Request for Proposals would be acquired by Trinity for inclusion in a large scale, multi-phase redevelopment of the Enterprise Block in Downtown Brockton. Trinity has secured site control for the balance of the site, needing only the two City owned parcels to enact a comprehensive redevelopment plan. In total, the project will result in the creation of 215 units of mixed-income housing, 10,000 square feet of retail and artist exhibition space, 52,000 square feet of commercial / office space and 544 parking spaces.

Trinity Financial is uniquely positioned to enact this ambitious revitalization effort in Downtown Brockton. Over the past 10 years alone, Trinity has successfully developed more than 2,600 units of housing and 200,000 square feet of commercial space as part of large-scale urban redevelopment projects. This includes projects in two other Gateway Cities in the Commonwealth of Massachusetts – New Bedford and Lowell. A complete list of Trinity Financial's current and completed projects is attached.

Key Trinity staff assigned to the Brockton redevelopment effort:

#### **James Keefe, Principal-In-Charge**

Prior to establishing Trinity Financial, Inc. in 1987, Mr. Keefe was Vice-President of Renaissance Properties, a Boston-based development company. At Renaissance, he managed the development of Clarendon Square, 75 Clarendon Street, and Garrison Square, all in the South End. These award-winning projects involved over 200 units of housing and 10,000 square feet of commercial space. Before joining Renaissance, Mr. Keefe was a commercial loan officer for the Bank of Boston. In this position, he specialized in lending to middle-market companies and managed a credit portfolio of \$40

## Response to Request For Proposals

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million. Mr. Keefe is the founder of the Codman Square Housing Development Corporation (now known as the Codman Square NDC) and served as its president for seven years. Mr. Keefe is a member and former director of the Citizen's Housing and Planning Association and has served on the Boston Landmarks Commission. Previously, he was an Assistant Professor at Tufts University Graduate School of Urban and Environmental Policy where he taught classes in real estate finance and development. Mr. Keefe has been closely involved in each of Trinity's projects including: Maverick Landing HOPE VI, Mass Pike Towers, Shaw's at Lower Mills in Dorchester, Trinity Terrace, The Carruth and Avenir in the Bulfinch Triangle neighborhood of Boston. Mr. Keefe holds a Bachelor's degree from Fordham University and a Master's degree in Business Administration from Boston University.

### **Kenan Bigby, Senior Project Manager**

Mr. Bigby joined Trinity Financial in 2001 and is a Senior Project Manager within the company. He has multitude of HUD mixed finance and HOPE VI experience working as the project manager on the Newport Heights HOPE VI in Newport, RI, the Quinnipiac Terrace HOPEVI in New Haven CT and the Franklin Hill Mixed Finance Development in Dorchester, MA and the recently completed William T. Rowe Residences in New Haven, CT. In addition, Mr. Bigby also completed the Trinity Terrace project in the Four Corners neighborhood of Dorchester, MA. During Mr. Bigby's tenure at Trinity he has developed over 1000 units of housing. He has excellent rapport with the Public and Federal Agencies he has worked with and within the communities he has worked. He has a unique ability to structure the necessary financial resources to complete complex projects. He also acts as liaison to residents and community stakeholders throughout the permitting and development process.

Prior to joining Trinity, Mr. Bigby worked in the field of affordable housing development and management. He worked in various capacities for Boston area non-profit organizations where his responsibilities included the management of several supported housing programs as well as property oversight ensuring compliance with state and federal housing quality standards. Mr. Bigby holds a Bachelor's degree from the University of Pennsylvania.

### **Mathieu Zahler, Assistant Project Manager**

Mr. Zahler joined Trinity in 2010 as an assistant project manager. Mr. Zahler is currently working on Washington Beech Phase 2 as well as conducting feasibility studies for a variety of new development opportunities. Prior to joining Trinity Financial, Mr. Zahler was the Director of Policy and Development for A Better City (ABC) and oversaw the organization's policy activity and ABC's legislative agenda. He also managed the abutters groups and private partnering process for the City of Boston's Crossroads Initiative, the Silver Line Phase III Business and Institutional Committee, South Boston Stakeholders and ABC's foundation and government relations. Additionally Mr. Zahler worked in the design and construction industry at Kallmann, McKinnell and Wood Architects, HNTB Inc. (Boston) and as Director of Marketing at Copley Wolff Design Group. He has had

## Response to Request For Proposals

Project # TT-12 Enterprise  
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Trinity Brockton Limited Partnership  
December 12, 2011

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significant experience in the real estate industry having worked for JJ Gumberg Inc. (Pittsburgh) and The Boston Garden Development Corp. (Boston). In these positions Mr. Zahler was involved in the development and operation of over 17 Million square feet looking at both operational and financial needs for various projects.

### **Frank Edwards, Vice President of Design and Construction**

Mr. Edwards has been with Trinity since 1997 and manages architects, consultants and contractors on projects from concept through construction completion including the design, permitting, preconstruction, pricing and construction of each project. His projects at Trinity have included Orchard Gardens, Davenport Commons, Shawmut Estates, Mass Pike Towers, The Foley Building, Maverick Gardens, Shaw's Supermarket, Mattapan Heights, Avenir, Franklin Hill, Washington Beech and Regency Tower. Before joining Trinity, Mr. Edwards worked for the Commonwealth of Massachusetts Division of Capital Planning and Operations administering the construction contracts for the Reggie Lewis Athletic Facility and the Dorchester Court House. Prior to that Mr. Edwards worked for Graham Gund Architects / Gunwyn Development coordinating consultants and administering the construction contracts for Bulfinch Square; the School of The Museum of Fine Arts and One Bowdoin Square and had similar duties with CBT Architects and Monacelli Associates, Architects. Mr. Edwards has significant construction field experience and is a Cambridge and Boston Licensed Builder.

### **Debra Nunes, Construction Manager**

Ms. Nunes joined Trinity in 2010, bringing 23 years of experience in the construction industry to the company. Deb currently serves as Construction Manager for the renovation of Regency Towers in New Bedford, a 15-story residential apartment complex with 129 mixed income rental units. Deb directed the Construction Services Department in the New Hampshire office of Terracon. Deb has been a Construction Consultant, Resident Project Manager, and Senior Construction Technician. In recent years, Deb supervised construction as Owner's Representative and liaison with the Contractor and Design Team for Whole Foods Market and Shaw's Supermarkets. As a field representative Deb worked on several public construction projects in conjunction with the Commonwealth of Mass DCPO, Fall River Housing Authority and several municipal projects including the Nauset Middle School and Truro Elementary School.

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
Harrison Tower Boston, MA	\$24.1m (P)	\$10.8m (P)	Mixed Income, Rental Housing	112	Federal and State LIHTC, City of Boston, DHCD	Owner Developer	2013 (P) 2014 (P)
Vicksburg Square Devens, MA	\$83m (P)	\$66m (P)	Affordable and Market Rental Housing	246	Federal and State LIHTC, City HOME, DHCD, AHT, HSF,	Owner Developer	2012 (P)
Albany Tower Boston, MA	\$82.5m (P)	\$27.6m (P)	Market Rate, Rental Housing	200	Private Financing	Owner Developer	2012 (P) 2014 (P)
Hamilton Canal District 110 Canal St. (Phase 2) Lowell, MA	\$14m (P)	\$7m (P)	Commercial	54,000SF	New Markets TC, Federal and State Historic Tax Credits, Leverage Loan, City Loan	Owner Developer	2012 (P)
One Canal Boston, MA	\$175m (P)	N/A	Market Rate Rental, Mixed Use	320 21,000SF	Private Equity/ Debt	Owner Developer	2012 (P)
Parcel 13 Boston, MA	\$115m (P)	N/A	Market Rate Residential, Student Housing, Retail, Mixed Use	126 / 90 Student	Private Equity/ Debt	Owner Developer	2012 (P)
Northampton Tower Boston, MA	\$48m (P)	\$24.2m (P)	Mixed Income, Rental Housing	245	Federal and State LIHTC, City of Boston, DHCD	Owner Developer	2012 (P) 2013 (P)
Lucerne Gardens Dorchester, MA	\$11.9m (P)	\$5m (P)	Mixed Income	45	LIHTC, Tax Exempt Bonds, Exempt HSF, AHT, CBH, HOME, NHT	Owner Developer	2011 (P) 2012 (P)
Boston East East Boston, MA	\$100m (P)	\$25m (P)	Transit Oriented Development, Marine Related Commercial	196 50,000 SF	Equity Investor, Construction Loan	Owner Developer	2010 (P) 2012 (P)

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
Washington Beech HOPE VI Roslindale, MA	\$90m (P)	\$45m (P)	Affordable Rental, Affordable Home Ownership	206	LIHTC, Tax Exempt Bonds, BHA, City of Boston, State	Owner Developer	2009 2012 (P)
Mattapan Heights Phase 5-A Mattapan, MA	\$24m (P)	\$15m (P)	Affordable Rental	60	LIHTC, Tax Exempt Bonds, HSF, HOME, NHT, AHT	Owner Developer	2011 (P) 2011 (P)
Quinnipiac Terrace Phase 3 New Haven, CT	\$13.5m	\$9.9m	Affordable Rental Housing	33	LIHTC, Tax Exempt Bonds, City of New Haven, HANH, State	Owner Developer	2010 2011
Rowe Redevelopment New Haven, CT	\$38m (P)	\$14m (P)	Mixed Income, Rental Housing	104 2,300 SF	LIHTC, Tax Exempt Bonds, City of New Haven, HANH, State	Owner Developer	2010 2011 (P)
Hamilton Canal District Appleton Mills (Phase 1) Lowell, MA	\$83m	\$53m	Affordable Rental, Commercial	130 50,000 SF	LIHTC, HOME, Tax Exempt Bonds, PDF, MassHousing, HTC, AHT	Owner Developer	2009 2011
The Regency New Bedford, MA	\$30m	\$11m	Mixed Income, Rental Housing	129	LIHTC, MassHousing, MHP, City of New Bedford	Owner Developer	2010 2010
Franklin Hill Dorchester, MA	\$106m	\$71m	Affordable Rental	266	LIHTC, Tax Exempt Bonds, BHA, City of Boston, State	Owner Developer	2007 2009
Avenir Boston, MA	\$150m	\$148.4m	Transit Oriented Development, Commercial, Residential	241 29,000 SF	Equity Investor	Developer	2007 2009
The Carruth Dorchester, MA	\$52m	\$28.2m	Transit Oriented Development, Mixed Income Rental and Home Ownership Hous- ing, Commercial	116 10,000 SF	State LIHTC, LIHTC, HOME, NHT, PDF, TOD, Tax Exempt Bonds	Owner Developer	2006 2008

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
Mattapan Heights III Mattapan, MA	\$27.7m	\$16m	Mixed Income, Limited Equity Cooperative and Home Ownership	73	HTC, LIHTC, HSF, HOME, NHT, PDF, AHT, Tax Exempt Bonds, State LIHTC	Owner Developer	2006 2008
Quinnipiac Terrace HOPE VI New Haven, CT	\$62m	\$19.2m	Mixed Income Rental	160	HOPE VI, LIHTC, City of New Haven	Owner Developer	2004 2008
Newport Heights HOPE VI Newport, RI	\$73m	\$37.8m	Mixed Income Rental	299	HOPE VI, LIHTC, HOME, FHLB, Tax Exempt Bonds	Owner Developer	2002 2007
Foundry Square Newburyport, MA	\$7.2m	N/A	Mixed Income, Home Ownership	20	HSF, AHT, HOME, North Shore - HOME, City of Newburyport	Developer	2005 2006
The Riverway Dorchester, MA	\$7.92m	\$42m	Commercial	61,000 SF	Private Financing	Owner Developer	2005 2006
Maverick Landing HOPE VI East Boston, MA	\$105m	\$50m	Mixed Income Rental	396	LIHTC, Tax Exempt Bonds, BHA, City of Boston, State	Owner Developer	2003 2006
Mattapan Heights II Mattapan, MA	\$28.9m	\$21.3m	Mixed Income Rental	83	Tax Exempt Bonds, HTC, LIHTC, CDBG, NHT, AHT, State LIHTC	Owner Developer	2004 2005
Carlton Wharf East Boston, MA	\$7m	\$12m	Workforce Home Ownership	30	HOME, HSF, AHT, NHT, CDBG, MTC, Construction Loan Linkage Sources	Developer	2003 2005
Trinity Terrace Dorchester, MA	\$17m	\$11m	Mixed Income Rental	62	LIHTC, HOME, CDBG, HTC	Owner Developer	2003 2004

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
The Foley Mattapan, MA	\$20m		Affordable, Assisted & Independent Liv- ing, Supportive Housing	116	LIHTC, HTC, HOME, CDBG, FHLB	Owner Developer	2001 2003
Shaw's Supermarket Lower Mills Dorchester, MA	\$24m	N/A	Commercial Supermarket	59,800 SF	Private Financ- ing, HTC	Owner Developer	2001 2003
Winchester Park Ipswich, MA	N/A	N/A	Open Space Subdivision	20 Lots	Private Financing	Owner Developer	2001 2002
Davenport Commons Boston, MA	\$50m	\$0	Mixed Income Home Owner- ship and Student Residences, Neighborhood Retail	200 2,100 SF	Tax Exempt Bonds, HOME, Taxable Bonds, FHLB Linkage, HOPE VI	Developer	1999 2001
Mass Pike Towers Boston, MA	\$19.7m	\$4.7m	Mixed Income Rental	200 10,000 SF	Tax Exempt Bonds, LIHTC 4%, HOME, Sec. 236	Owner Developer	2000 2000
Southwark Plaza Philadelphia, PA	\$57m	\$18m	Mixed Income Rental	470	Tax Exempt Bonds, LIHTC 4%, HOME, CDBG, HUD Mixed Finance	Development Manager	1998 2000
Harborlight House Beverly, MA	\$3.5m	\$1.8m	Assisted Living	35	LIHTC, HTC, HOME, CDBG, FHLB	Development Manager	2000
Orchard Gardens HOPE VI Roxbury, MA	\$58m	\$27.3m	Mixed Income Rental	331	HOPE VI, LIHTC, CGP, HTC	Owner Developer	1998 1999
Countryside Village Marlborough, MA	\$6.9m	\$2.9m	Mixed Income Rental	118	LIHTC, HOME, Sec. 236	Owner Developer	1999

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
Camfield Gardens Roxbury, MA	\$16m	N/A	Mixed Income Rental	131	HUD Demo Disposition	Development Consultant	1998 1998
Springfield YMCA Chestnut Street Residence Springfield, MA	\$3.8m	\$1.9m	SRO/Efficiency	104	LIHTC, HOME CDBG	Development Manager	1997 1998
Beverly YMCA Cabot Street House Beverly, MA	\$3.8m	\$2m	SRO/Efficiency	45	LIHTC, HTC, HOME, CDBG, FHLB	Development Manager	1998 1998
Sonoma, Maple, Schuyler Dorchester, MA	\$9.8m	N/A	Mixed Income Rental	102	HUD Demo Disposition	Development Consultant	1997 1998
Beryl Gardens Roxbury, MA	\$3.3m	\$1.4m	Mixed Income Rental	20	LIHTC, HOME, CDBG, FHLB	Development Manager	1997 1998
Madison Park IV Roxbury, MA	\$12.4m	\$2.6m	Mixed Income Rental	143	LIHTC, HOME, CDBG, FHLB	Development Manager	1996 1997
Smith House Roxbury, MA	\$5.9m	\$2.3m	Mixed Income Rental	132	LIHTC, HOME, CDBG, FHLB	Development Manager	1995 1996
Haynes House Roxbury, MA	\$9.6m	\$2m	Mixed Income Rental	136	LIHTC, HOME, CDBG, FHLB	Development Manager	1995 1996
Boston YMCA Boston, MA	\$7.8m	\$5.4m	SRO/Efficiency	88	HTC, HOME, CDBG, FHLB	Development Manager	1995 1996

PROJECT NAME LOCATION	TOTAL PROJECT COSTS	EQUITY RAISED	PROJECT TYPE	HOUSING UNITS SF COMMERCIAL	FINANCING	ROLE OF TRINITY	YEAR CLOSED YEAR COMPLETED
Mason Square Springfield, MA	\$3.6m	N/A	Commercial	30,000 SF	CDBG, Private Financing	Development Consultant	1994 1995
Cape Ann YMCA Cape Ann, MA	\$2.2m	\$1.2m	SRO Commercial	52 8,099 SF	LIHTC, HTC, HOME, CDBG, FHLB	Development Manager	1994 1995
Joslin Court Syracuse, NY	\$3.1m	\$1.2m	Mixed Income Rental	22	LIHTC, NYHTF, NYHDF, HOME	Development Manager	1994 1995
Orchard Hill Estates Oxford, MA	\$19.5m	\$5.4m	Mixed Income Rental	215	LIHTC, HOME, Flex Sub, Sec. 236	Development Manager	1994 1995
Abyssinian Development Corporation New York, NY	\$2.7m	N/A	Mixed Income Commercial	30 5,250 SF	FHLB	Development Consultant	1994 1995
Lucerne Gardens Dorchester, MA	\$5.4m	\$3.4m	Mixed Income Rental	45	LIHTC, HOME, CDBG, FHLB	Owner Developer	1993 1994
Cambridge YMCA Cambridge, MA	\$4.2m	\$2.2m	SRO/Special Needs	134	LIHTC, HTC, CDBG, HOME, FHLB	Developer	1993 1994
Trinity House East Boston, MA	\$1.5m	\$700k	SRO	15	LIHTC, HTC, CDBG, FHLB	Development Manager	1992 1993
Lithgow Block Dorchester, MA	\$3.5m	\$1.5m	Mixed Income Rental Commercial	33 33,000 SF	CDBG, Private Financing	Development Manager	1991 1992



Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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**B. Address of Proposer**

Trinity Brockton Limited Partnership  
c/o Trinity Financial, Inc.  
40 Court Street, 8<sup>th</sup> floor  
Boston, MA 02108

Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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**C. Authorization to Submit Proposal**

Not applicable. This proposal is submitted by Trinity Brockton Limited Partnership as authorized by James Keefe, President of its General Partner, Trinity Brockton, Inc.

Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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**D. Certified Check for Ten Percent (10%) of Proposal Price**

Trinity Brockton Limited Partnership is proposing to acquire the two City owned parcels for a compensation package equivalent to approximately \$750,000 as detailed below:

Cash considerations	\$ 50,000
Capital improvements to surface parking lot, conveyed via long term lease to the City of Brockton at \$1/year (Phase 1)	\$ 400,000
Conveyance of .785 acre parcel of land (Lot 3 on the attached parcel plan) to the City of Brockton for \$1 (Phase 2)	\$ 300,000
Total	\$ 750,000

A check in the amount of \$5,000 (10% of the proposed Cash Considerations) is enclosed with this RFP response.

Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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**E. Price Proposal Form**

The required Price Proposal Form and Clerks Vote is attached.

PRICE PROPOSAL FORM

In accordance with the information, terms and conditions attached hereto, I (We) hereby offer to purchase from the City of Brockton the land identified as:

Sites being comprised of a total 1.195 Acres  
TWO (2) CITY OWNED PARCELS, WITHIN THE (*Enterprise Block*)

1) 0.950 Acres of land located at 00000 Montello Street  
*Parcel ID: 109-009, Plot 81*  
Brockton, MA 02301

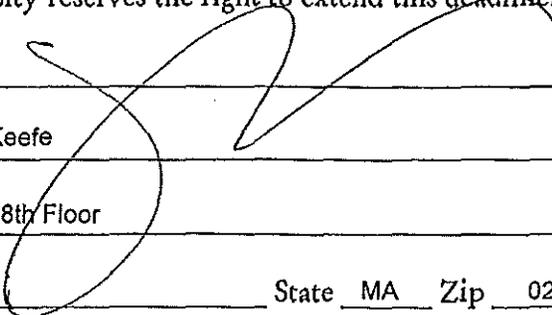
2) 0.245 Acres of land located at 00044 Centre Street  
*Parcel ID: 109-066, Plot 4-1*  
Brockton, MA 02301

For the sum of:

\$ \$50,000 & other capital improvements and land conveyances

Offer Written: Fifty thousand dollars & other capital improvements and conveyances Dollars

Attached hereto is a certified check or money order drawn on a banking institution licensed in the Commonwealth of Massachusetts in an amount equal to ten percent (10%) of the above offer which shall serve as surety for the faithful performance of this disposition of land from the City of Brockton. This sum shall be forfeited to the City of Brockton if the remaining ninety percent is not tendered to the City of Brockton within ninety (90) days of the execution of the Purchase and Sales Agreement. The City reserves the right to extend this deadline.

Signature of Proposer 

Print Name James G. Keefe

Address 40 Court Street, 8th Floor

City Boston State MA Zip 02108

Telephone # 617-720-8400

Note: If a partnership or corporation, list all partners or all officers of the corporation and include a sealed corporate vote to allow an officer to act on this matter.

Partnership or Corporation Officers Names & Addresses

James G. Keefe, President 43 Roslin Street, Dorchester, MA

Patrick A.T. Lee, Vice-President 67 Allerton Road, Milton, MA

The City of Brockton reserves the right to reject any and all proposals if in its best interest to do so.

TRINITY BROCKTON, INC.

CLERK'S CERTIFICATE OF VOTE

I, Patrick A.T. Lee, hereby certify that:

1. I am the duly appointed Clerk of Trinity Brockton, Inc. (the "Corporation") and that, as such, I am authorized to execute this Certificate on behalf of the Corporation.

2. The votes attached hereto as Exhibit A were duly adopted by vote of the Board of Directors of the Corporation in accordance with law and the By-Laws of the Corporation, and such votes have not been amended or rescinded and are in full force and effect.

EXECUTED as of the 12 day of December, 2011.

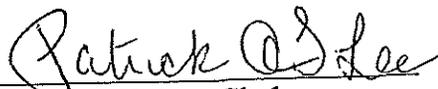
  
Patrick A.T. Lee, Clerk

EXHIBIT A

TRINITY BROCKTON, INC.

VOTED: That Trinity Brockton, Inc. ("Corporation"), in its capacity as general partner of Trinity Brockton Limited Partnership ("Partnership"), acquire 1.195 acres of land owned by the City of Brockton located by the block bounded by Centre Street, Petronelli Way, Main Street and Montello Street, Brockton, Massachusetts ("Premises"), and, in connection therewith, file all such applications, responses to requests for proposals, and other documentation as may be necessary or appropriate in connection with such acquisition.

VOTED: That James G. Keefe, President and Assistant Treasurer, and Patrick A.T. Lee, Treasurer and Secretary, and each of them acting singly, are hereby authorized and directed to execute and deliver any documents and instruments in the name and on behalf of the Corporation its own capacity and in the name and on behalf of the Partnership, as appropriate, the execution and delivery of such instruments to be conclusive evidence of their determination of the necessity and appropriateness of the same.

VOTED: That all actions taken by the Corporation taken to date to accomplish the foregoing resolutions are hereby ratified, confirmed and approved.

Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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**F. Signed Statement Required Under Chapter 60, M.G.L. &  
Certification Regarding Disclosure Statement Under Massachusetts General  
Laws, Chapter 7, Section 40J**

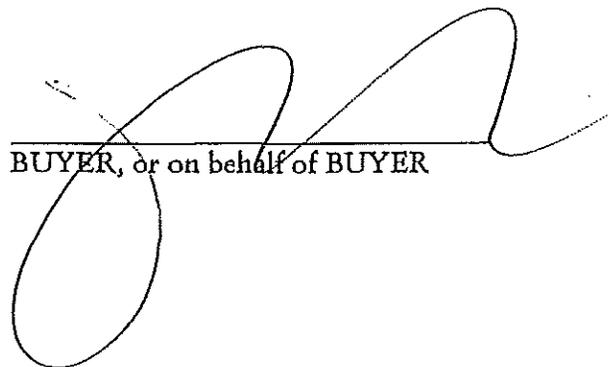
The required statements are attached.

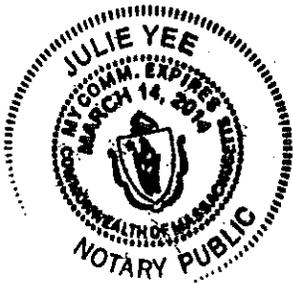
STATEMENT REQUIRED UNDER CHAPTER 60, M.G.L.

I/we certify that I/we have never been convicted of a crime involving the willful and malicious setting of a fire or of a crime involving the aiding, counseling or procuring of a willful and malicious setting of a fire, or of a crime involving the fraudulent filing of a claim for fire insurance; and I am not delinquent in the payment of real estate taxes to the City of Brockton.

Signed under the penalties of perjury on this 12<sup>th</sup> day of December, 2011.

BY:   
WITNESS

  
BUYER, or on behalf of BUYER



CERTIFICATION REGARDING DISCLOSURE STATEMENT UNDER MASSACHUSETTS  
GENERAL LAWS, CHAPTER 7, SECTION 40J.

PROPERTY:

- 1) 0.095 Acres of Land located at 00000 Montello Street  
Parcel ID 109-009, Plot 81  
Brockton, MA 02301
- 2) 0.245 Acres of land located at 00044 Center Street  
Parcel ID 109-066, Plot 4-1  
Brockton, MA 02301

SELLER:

The City of Brockton

BUYER & ADDRESS:

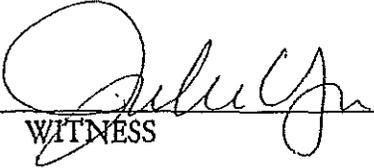
40 Court Street, 8th Floor  
Boston, MA 02108

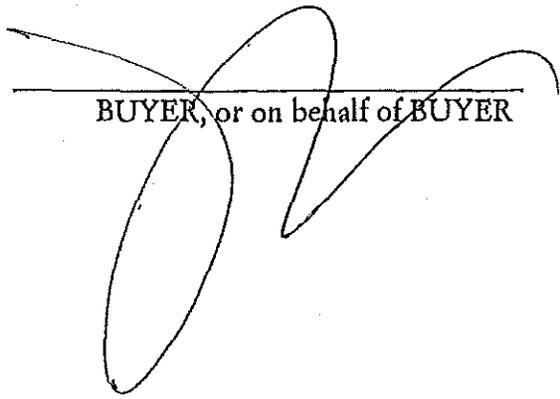
DATE OF SALE: December 12, 2011

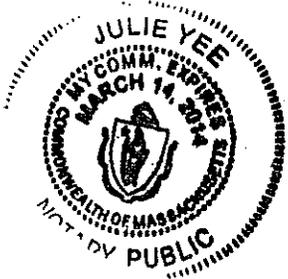
The undersigned BUYER, or on behalf of BUYER, hereby acknowledges receipt of a copy of  
Massachusetts General Laws Chapter 7, Section 40J and has complied with the previous thereof.

Signed under the penalties of perjury this 12<sup>th</sup> day of December, 2011.

By:

  
WITNESS

  
BUYER, or on behalf of BUYER



## Response to Request For Proposals

Project # TT-12 Enterprise  
Disposition of City Owned Parcels

Trinity Brockton Limited Partnership  
December 12, 2011

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### G. Evaluation Criteria

1. *Applicant experience over the past 10 years in completing projects that comply with Exhibit A (goals of the Downtown Brockton Smart Growth Overlay District).*

Over the past 10 years Trinity Financial has successfully completed more than 2,600 units of housing and 200,000 square feet of commercial space as part of large-scale urban redevelopment projects. These are projects that exemplify the stated goals of the Downtown Brockton Smart Growth Overlay District.

At **The Carruth**, in the Dorchester neighborhood of Boston, MA, Trinity developed a transit-oriented, mixed-income and mixed-use development that includes 116 units of mixed-income housing and approximately 10,000 square feet of neighborhood retail. The project is located directly adjacent to the Ashmont Station on the MBTA's Red Line, in the heart of historic Peabody Square. The building is a six-story structure with street level neighborhood retail and five stories of housing. Floors 2 through 4 include 74 affordable rental units and floors 5 through 6 include 42 market rate condominiums. The first floor retail is occupied by Tavolo, an Italian restaurant, and an innovative banking concept in which a branch of Eastern Bank is integrated with Flat Black, an independent coffee shop. Construction concluded in the summer of 2008.

**Appleton Mills**, in Lowell, MA is the first phase of the Hamilton Canal District Master Plan and includes the historic restoration of an old textile mill into 130 units of affordable artist live/work housing. This challenging rehab exemplifies Trinity's commitment to historic rehabilitation projects as a way to preserve history while repositioning the real estate to positively contribute to the cultural and economic health of the community.

The **Regency Towers**, in downtown New Bedford, MA, is another example of a Trinity mixed-income, mixed-use development located in the heart of an urban downtown core. The 129 unit project successfully rehabilitated the tallest building in downtown New Bedford, creating high quality rental units attracting renters earning a mix of incomes. With an immediate infusion of approximately 100 construction jobs, the revitalization of this highly visible, nearly vacant residential anchor is already having a positive economic impact on the City of New Bedford.

The **Mattapan Heights Campus**, located in Mattapan, MA was developed in partnership with the Boston Public Health Commission. This multi-phase project illustrates Trinity's ability to integrate historic rehabilitation of existing buildings with newly constructed buildings that enhance the distinct visual character and identity of the community. The project consists of 116 units of senior housing in the historically rehabilitated Foley Building as well as 156 units of low-income rental housing in 8 additional buildings, 5 new construction and 3 historic rehabilitations.

Additional information on these and other Trinity projects are enclosed under Tab G.

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2. *The Applicant must supply a minimum of three (3) references from any residential/business development projects previously completed.*

Reference for Appleton Mills:

**City of Lowell**

Attention: Adam Baacke  
Assistant City Manager, Planning & Development  
375 Merrimack Street  
Lowell, MA 01852  
Tel: 978-674-4252  
Email: [abaacke@ci.lowell.ma.us](mailto:abaacke@ci.lowell.ma.us)

Reference for Regency Towers:

**New Bedford Economic Development Council**

Attention: Matthew Morrissey  
Executive Director  
1213 Purchase Street (3rd floor)  
New Bedford, MA 02740  
Tel: (508) 991-3122  
Email: [mmorrissey@nbedc.org](mailto:mmorrissey@nbedc.org)

Reference for The Carruth:

**MassHousing**

Attention: Tom Gleason  
Executive Director  
One Beacon Street  
Boston, MA 02108-3110  
Tel: (617) 854-1000  
Email: [TGleason@masshousing.com](mailto:TGleason@masshousing.com)

Reference for the Mattapan Heights Campus:

**Boston Public Health Commission**

Attention: Barbara Ferrer  
Executive Director  
1010 Massachusetts Avenue, 6<sup>th</sup> Floor  
Boston, MA 02118  
Tel: (617) 534-5264  
Email: [bferrer@bphc.org](mailto:bferrer@bphc.org)

3. *If the applicant is an out-of-state corporation they must be licensed to do business in Massachusetts and have a resident agent documented in the proposal.*

Not applicable. Trinity Financial, Inc. is a Massachusetts company based in Boston, MA.

# THE MATTAPAN CAMPUS

## MATTAPAN, MA

HISTORIC REHABILITATION

Total Development Cost: \$100 million  
 Units 332  
 Phase 1 Completion: 2003/Phase 2 Completion: 2006  
 Phases 3/4 Completion: 2008/Phase 5A Completion: 2012



Mattapan Heights is a multi-phased comprehensive redevelopment project that is transforming the former 52-acre hospital campus in the Mattapan neighborhood of Boston. Portions of the grand campus were abandoned for more than 20 years and the few remaining campus buildings were in an advanced state of disrepair.

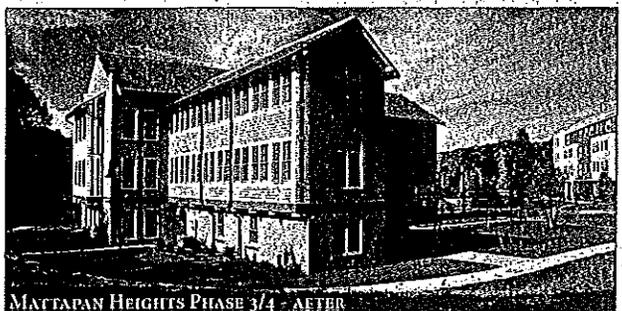
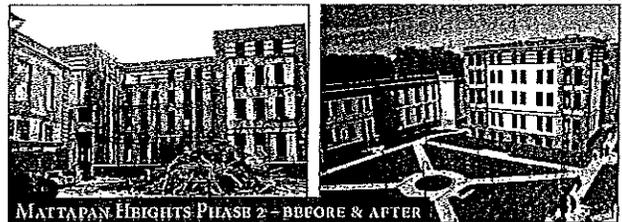
Phase 1 commenced in November 2001 and was completed and occupied in March 2003. This first phase encompassed the rehabilitation of the Foley Building into 98 mixed-income elderly assisted and independent living units, and 18 units for Latina women in recovery and their children in the E Building.



Mattapan Heights Phase 2 was completed in late 2006 and consists of the rehabilitation of five historical buildings into 83 affordable family housing units.

Mattapan Heights Phases 3 and 4 were completed in February 2008 and created 73 affordable family housing units. Phases 3 and 4 included both new construction and historic restoration.

Phase 5A is expected to close and begin construction in December 2011. It will consist of a newly constructed building on the upper campus which will contain 60 affordable units. Construction on Phase 5A is anticipated to be completed in December 2012.

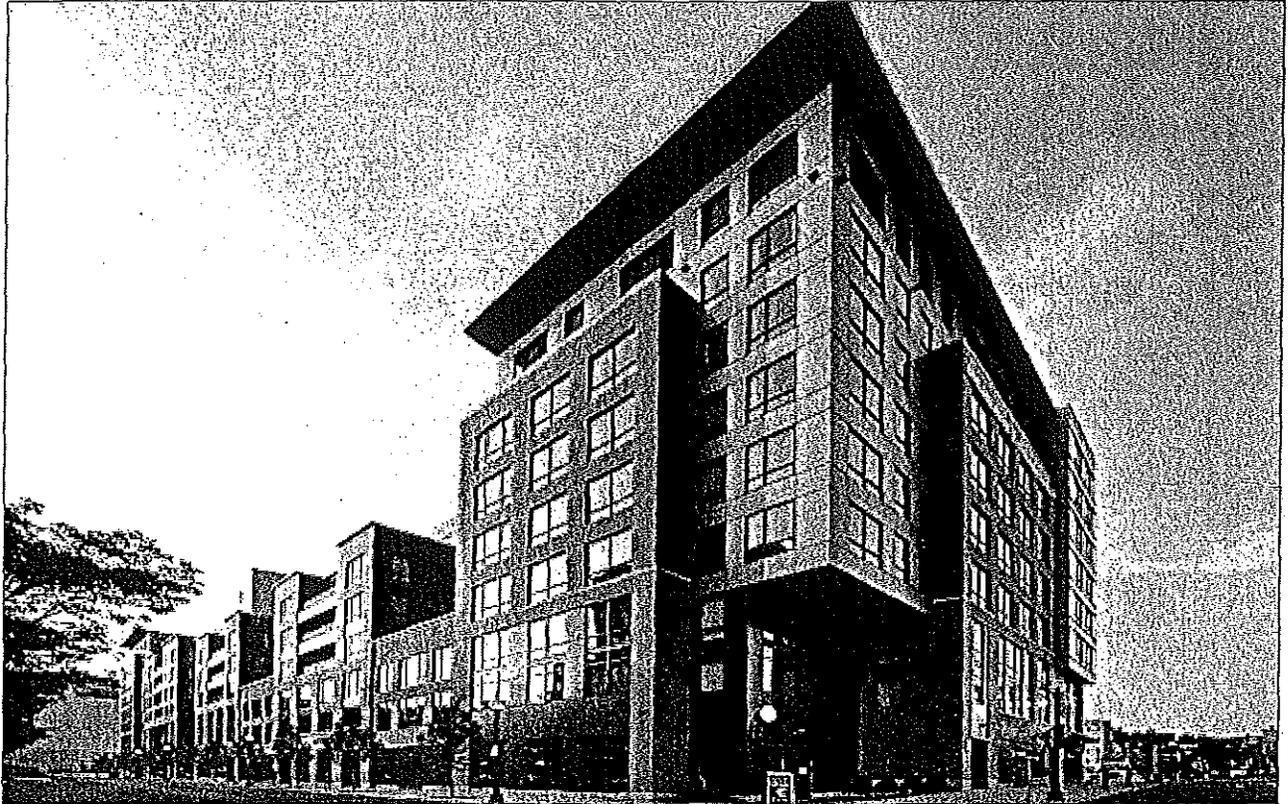


With the completion of the fifth phase of Mattapan Heights, more than 300 new units of mixed-income housing will have been created, eight historic hospital buildings saved from demolition and more than 27 acres of campus landscape reclaimed and restored.

Awards Received: "Massachusetts Historical Commission Preservation Award," 2004; "Charles L. Edson Affordable Housing Tax Credit Excellence Award," 2004; "Boston Preservation Alliance - Significant Rehabilitation/Restoration Award," 2009.

## AVENIR - BOSTON, MA

TRANSIT ORIENTED DEVELOPMENT



Total Development Cost: \$150 million

Units: 241 residential

Approximately 30,000 square feet of retail space

Completed: 2009

Located in the heart of Boston's historic Bulfinch Triangle, Trinity developed Avenir as a 10-story mixed-use, transportation-oriented development.

The development is built directly above the North Station Green and Orange lines, and is the subject of a ground lease with the MBTA. The block-long building features retail on the ground floor, a 121-space parking garage on the second and third floors wrapped with housing, and 241 residential units, including 17 affordable units.

Although originally conceived of as a condominium building, Trinity re-positioned the project as luxury rental in the fall of 2006 enabling construction to commence in June 2007. Trinity was responsible for the successful on-schedule completion of the building in July 2009. Avenir is now owned and operated by Archstone Smith REIT, and has the projected absorption and rental rate benchmarks.

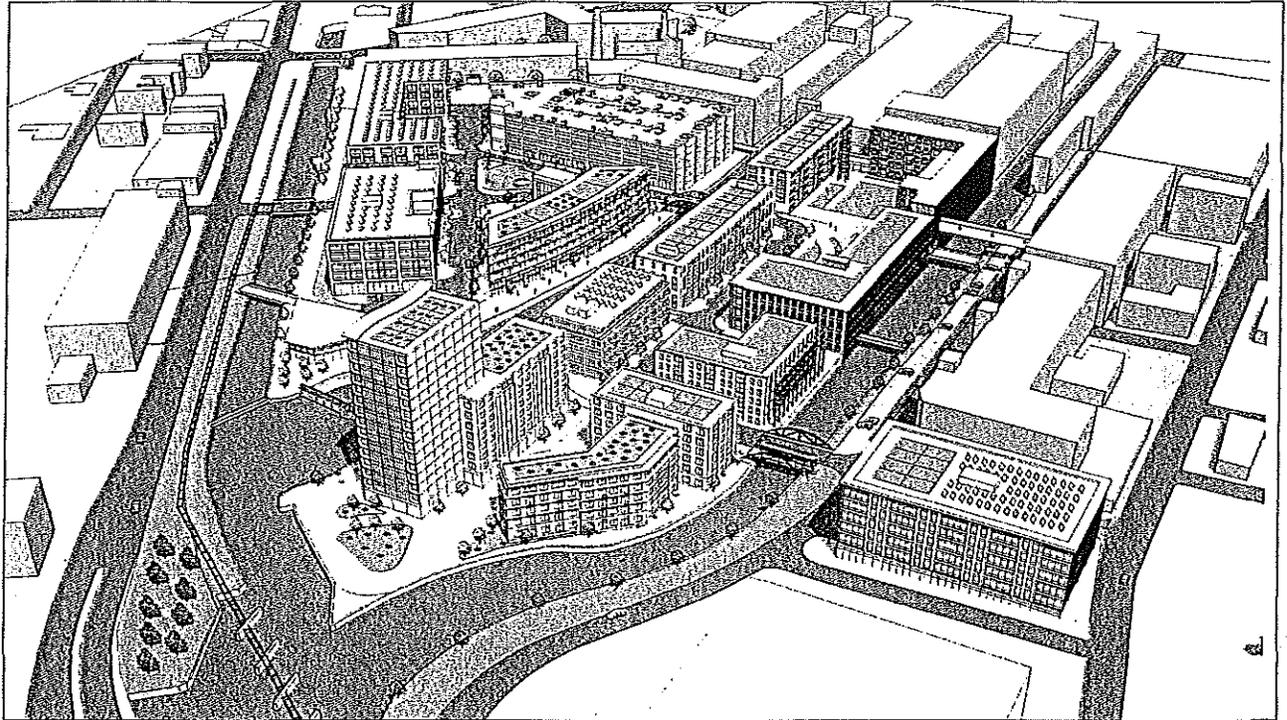
With its stylish interiors and links to public transportation, Archstone Avenir has become one of Boston's most appealing places to live.



# HAMILTON CANAL DISTRICT

LOWELL, MA

MASTER PLANNING/REHABILITATION



Total Development Cost: \$500 million  
Units: TBD  
Completion Date: 2018

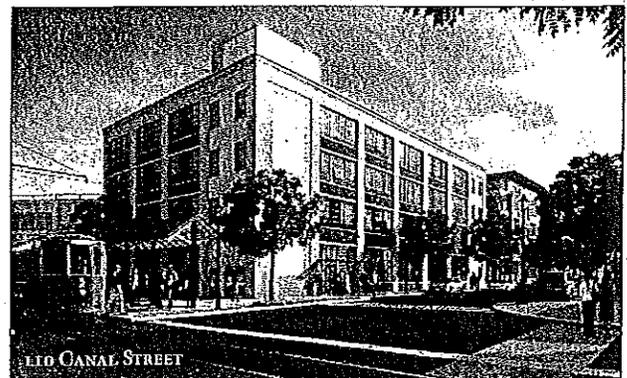
In August 2007, Trinity Financial was selected by the City of Lowell as Master Developer for the 15 acres of vacant and underutilized land in the heart of the City of Lowell, known as the Hamilton Canal District. Trinity's vision of a vibrant, mixed-use neighborhood spanning the Merrimack, Pawtucket and Hamilton Canals will transform the gateway of downtown Lowell by connecting the transportation hub at the Gallagher Terminal and the Lowell Connector with the core downtown, the Arts District and the major event venues.

Upon designation, Trinity began a series of meetings with the community in order to formulate a Master Plan and create a Form Based Zoning Code for the site. These "Vision Sessions" commenced in the Fall of 2007 and were each attended by over 100 people, resulting in a comprehensive Master Plan that has the overwhelming support of the community and includes up to 725 units of housing, up to 425,000 sf of commercial and up to 55,000 sf of retail. The Master Plan was completed in August of 2008 and approved by the city council in September 2008.

Today, the project has received all of the major state and city approvals necessary for development including:

- \* Land Disposition Agreement with City of Lowell: Executed October 2008
- \* City of Lowell Form Based Zoning: Approved February 2009
- \* Massachusetts Environmental Policy Act Phase One: Approved July 2008
- \* Massachusetts Environmental Policy Act Full Build: Approved May 2009

Construction of Phase I, the rehabilitation of the Appleton Mills, began in October 2009. The entire project is expected to take approximately ten years to complete.

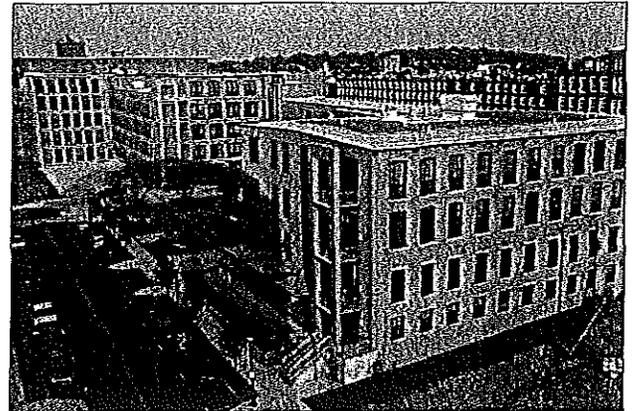


# APPLETON MILLS - LOWELL, MA

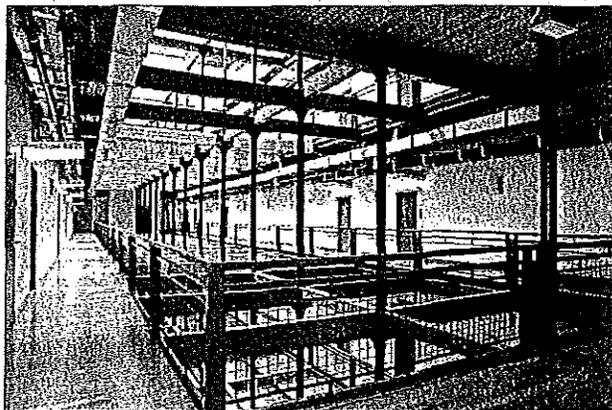
HISTORIC REHABILITATION



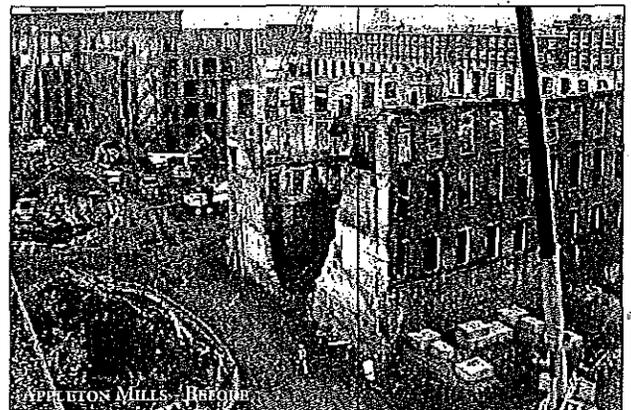
Total Development Cost: \$64 million  
Units: 130  
Completed: 2011



Appleton Mills is the first project in the \$800 million, multi-phase Hamilton Canal District Master Plan. Located next to downtown Lowell, Appleton Mills is a \$64-million historic restoration of a textile mill complex into 130 units of affordable housing for artists. The building also includes a five-story, 30-foot-wide atrium that draws sunlight into common areas and creates a dynamic architectural feature. The atrium is designed as a gallery/exhibit space and is conducive to community events such as open studios, film screenings and readings. Common areas in the building include a fitness area, laundry/community lounge, roof deck and a landscaped mill yard.



The building's green components include a green roof, highly efficient mechanical system components and Energy Star appliances. The loft style units range in size from 500 to 1,400 square feet, and include a mix of unit types and layouts, including studios, one-bedroom flats, one-bedroom townhouses, two-bedroom flats and two-bedroom townhouses. The building's elevators, doorways and loading docks are all designed to accommodate large art pieces.



APPLETON MILLS - Before

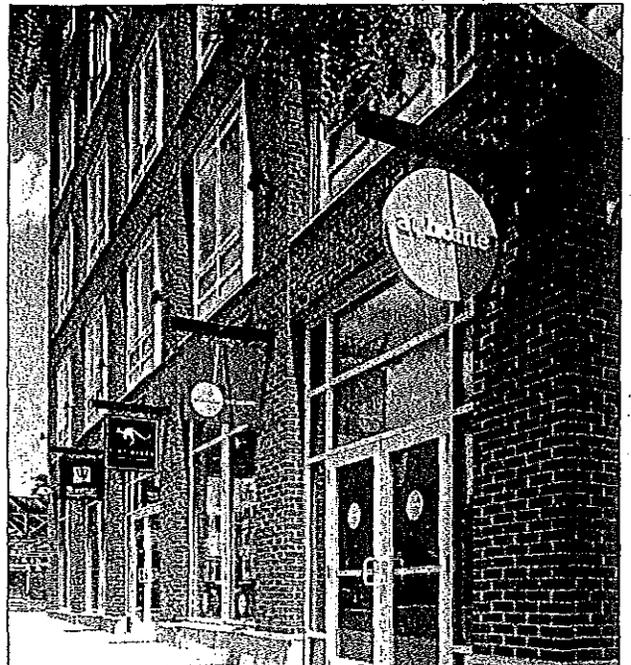
THE CARRUTH - DORCHESTER, MA

TRANSIT ORIENTED DEVELOPMENT



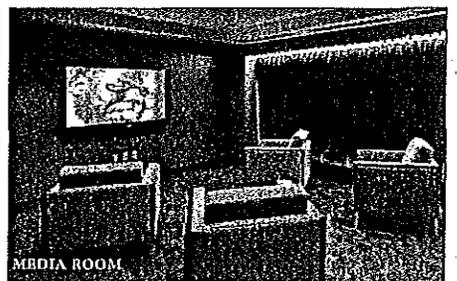
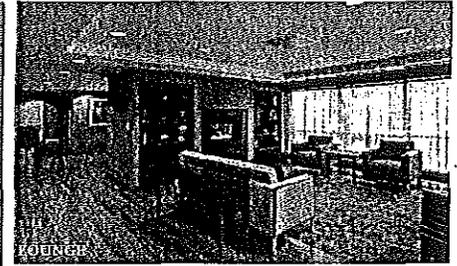
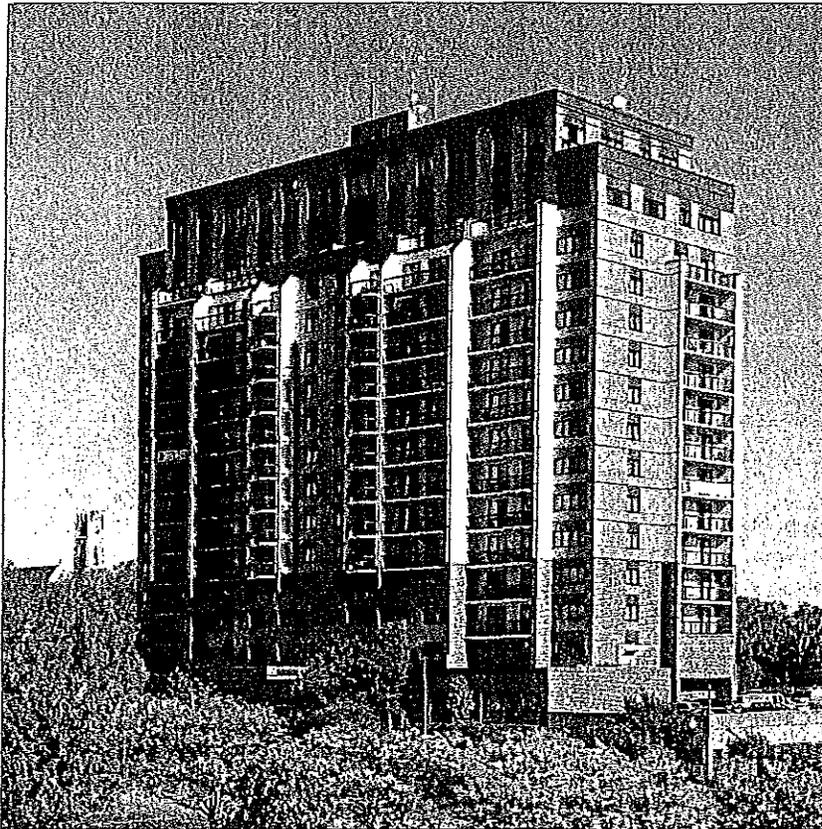
Total Development Cost: \$52.6M  
 Units: 74 rental, 42 condominium;  
 10,500 square feet of retail space  
 Completed: 2008

The Carruth is a transit-oriented development that involves the construction of 116 units of mixed-income housing and approximately 10,000 square feet of neighborhood retail on a site directly adjacent to the MBTA's Ashmont Peabody Square Station in the heart of historic Peabody Square. The development parcel is the subject of a long-term ground lease between Trinity and the MBTA. The building is a six-story structure with one floor of neighborhood retail and five stories of housing. Floors 2-4 include 74 affordable rental units and floors 5 and 6 include 42 market rate condominiums. The first floor retail is occupied by Tavolo, an Italian restaurant, and an innovative banking concept in which a branch of Eastern Bank is integrated with Flat Black, an independent coffee shop. Construction concluded in the summer of 2008.



THE REGENCY - NEW BEDFORD, MA

OCCUPIED REHABILITATION



Total Development Cost: \$30 million  
 Units: 129  
 Completed: 2011

Standing 16 stories tall with commanding harbor views and located steps from the historic downtown district, Regency Towers is the most prominent building in downtown New Bedford. It was completed in 1988 as a luxury apartment complex. The property suffered from serious façade deterioration and water damage because no major capital investments had been made since its opening.

MassHousing foreclosed on the property in 2005 and in 2009 Trinity Financial was selected to acquire and redevelop the building. Trinity made a total capital investment of \$32 million converting underutilized commercial space into new apartments, increasing the total number of units from 123 to 129. The unit mix includes 33 affordable units, 10 "workforce" units and 86 market-rate units. The façade was replaced on floors 5-16, and additional repairs were made to floors 1-4, including new windows and patio doors. The building's common areas and apartment interiors were renovated with new kitchens, bathrooms and HVAC systems. The building is now fully leased at rents above pro forma levels. This property commands the highest rents in the area and is arguably the best high-rise apartment property in the area.

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### **H. Highest and Best Use & Price Proposal Narrative**

Trinity Brockton Limited Partnership ("Trinity"), an affiliate of Trinity Financial, Inc., seeks to pursue the unique opportunity to redevelop a significant block of land in downtown Brockton. The block is bounded by Centre Street, Main Street, Montello Street and Petronelli Way and suffers from considerable blight and physical deterioration. Trinity's proposed development will be the catalyst to bring significant reinvestment back to downtown Brockton and reinvigorate what was once a bustling downtown location. The project is designed to comply with the goals of the Downtown Brockton Smart Growth Overlay District (DBSGOD). The project will consist of two phases of housing and a parking garage. The existing Enterprise Building will also be historically rehabilitated to create new commercial / office space.

The first phase of development will consist of 113 units of housing (42 artist live/work units in an existing historic structure and 71 newly constructed units), 58 underground parking spaces and an interim surface lot of approximately 185 spaces. Additionally, there will be ground floor retail and amenities to service the development. The second phase of development will replace the interim surface parking lot with 102 units of housing, 160 parking spaces below grade and a 326 space parking garage.

Upon completion this project will consist of 215 units of housing, 10,000 square feet of retail and artist exhibition space, 52,000 square feet of commercial space and 544 parking spaces.

The proposed project enjoys the support of Mayor Balzotti, Ward 5 City Councilor DeNapoli, and at-large Councilors Monahan and Stewart. In addition, the Downtown Business Association, the Brockton 21<sup>st</sup> Century Corporation, the Old Colony Planning Council and the Metro South Chamber of Commerce have also voted to endorse this project.

#### ***Existing Conditions***

The entire site is approximately 3.42 acres. In addition to the two City owned lots that are the subject of this RFP, the site is currently home to the Enterprise Building, the Gardner Building, and two local businesses – the Pub and Sulmonte & Frenier, LLP. A small City park – The Korean Vietnam Memorial Park – fills out the block. The ownership of the block is made up of four (4) private owners and the City of Brockton. Trinity has negotiated purchase and sale agreements with the four (4) private owners listed at the site and currently has site control for all but the City owned parcels.

#### ***Rehabilitation and New Construction***

Trinity is proposing a multi-phased, mixed-use and mixed-income historic rehabilitation and new construction project which will deliver approximately 228,184 square feet of residential and accessory retail development to downtown Brockton, as well as 54,000 square feet of commercial space and improvements to the existing City park. In addition,

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544 parking spaces will be created. The development will take place in two (2) phases and be located in a newly created historic district.

The first phase of development will include 113 units of mixed-income housing. The housing will encompass the rehabilitation of the historic Gardner Building (at the corner of Centre and Montello Streets) which will be converted into 42 artist live/work units. In addition new construction will be built along Centre Street between the Gardner and the Korean Vietnam Memorial Park and will house 71 units. Trinity has had much success with artist live/work space as evidenced by the Appleton Mills project in Lowell, MA. In addition to the housing, the first phase of the project will also include 1,405 square feet of ground floor retail, a central lobby/gallery space of approximately 6,814 square feet, 58 underground parking spaces, onsite property management and other amenity space of approximately 4,240 square feet.

The second phase of the project will include 102 units of mixed-income housing. The housing will be constructed in a U-shape at the rear of the first phase of the project with facades on both Montello Street and Petronelli Way. The second phase will contain an interior courtyard for residents which will be accessed via the central lobby. There will be 122 underground parking spaces below the phase two housing as well as a separate 364 space parking garage which will front on Petronelli Way.

### *Unit Mix*

The project will consist of 215 apartment homes, including 120 one (1) bedroom units, 90 two (2) bedroom units and 5 three (3) bedroom units. Units will range in size from approximately 660 square feet to 1,251 square feet. The 42 units located in the Gardner Building will be live/work affordable units that will be marketed to artists. These spaces will be well suited to artists and will bring an eclectic mix to the Downtown area.

Due to its unit mix and income set asides, the project will attract a variety of individuals and households. One hundred and three (103) of the units will be unrestricted market rate units and the remaining one hundred and twelve (112) units will be set aside at or below 60% of the Area Median Income (AMI; households that earn between \$33,540 – \$47,880), as required by the Commonwealth of Massachusetts Low Income Housing Tax Credit Guidelines.

### *Parking*

Given that the site is in a transit oriented location, Trinity will be providing 1 to 1 parking for all 215 residential units. Additionally, the City of Brockton currently maintains and manages 121 surface parking spaces on site. Trinity is proposing that these existing spaces be replaced on site with a newly constructed surface lot that would be conveyed to the City of Brockton via a long-term ground lease at the nominal fee of \$1 per year.

The first phase of construction will provide 58 underground parking spaces and an interim surface lot containing approximately 185 spaces. On the surface lot 55 spaces will

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be reserved for the residences and the remaining spaces will be available for a combination of city use and retail parking or other commercial use.

The second phase of construction will provide 160 underground parking spaces and 326 above ground spaces in a parking garage structure. Of these spaces 121 will be reserved for the City, and the remaining 205 spaces will be available for the commercial uses in and around downtown. Again, we are proposing that Lot 3 and the newly constructed garage be conveyed to the City of Brockton for \$1.

Trinity is working with the Brockton Parking Authority to relocate onsite parking spaces throughout the project's construction period. It is Trinity's goal to work with the Parking Authority and other City agencies to ensure minimal disruption for current users.

### ***Building Management and Marketing***

Trinity utilizes on site management at all of its properties and in this project there will be a suite of management offices. The project will be staffed with management personnel as well as several full time maintenance employees. Trinity will engage a party management company to provide onsite coverage and 24 hour emergency service. Experience has shown that this is a proven method of providing residents the convenience and safety that they are looking for in a residential community.

Marketing of both the market rate and affordable units will be conducted on site. An outreach and marketing strategy will be crafted and geographically focused to meet market demand. The affordable housing units will be leased utilizing results of a housing lottery which meets the guidelines of the Commonwealth of Massachusetts, Department of Housing and Community Development and an affirmative fair marketing plan. Additionally, there will be an artist's preference created for the 42 artist live work spaces in the historic Gardner Building.

### ***Design Standards***

The development's landscaping, sidewalk improvements, and street lighting will follow the Downtown Brockton Smart Growth Overlay District Design Standards ensuring that the project creates an attractive addition to the area. The building's entrances will provide direct access to sidewalks to emphasize pedestrian accessibility.

### ***Public Benefits***

In addition to the proposed development Trinity will offer to rehabilitate the Korean Vietnam Memorial Park at the corner of Centre and Main Streets. In order for this project to be a success there needs to be a sense of place created. Elevating the level of finishes and design in the park will help facilitate this change. Trinity believes in creating developments of the highest quality but also knows how important it is to create neighborhoods. This project and the addition of a new park will accomplish this. Trinity also proposes this public improvement as a way for the local community to become engaged in the project and offer their ideas and support.

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*Compliance with Chapter 40R and Exhibit A*

The proposed project complies with all standards and regulations set forth in Chapter 40R and the Downtown Brockton Smart Growth Overlay District as evidenced by the approved and recorded 40R report & zoning decision granted by the Brockton Planning board on August 3, 2011 (see attachment). This includes the following purposes as outlined in Section 27-91(A):

1. The proposed project will support the commercial revitalization of Downtown Brockton by bringing residents with disposable income and employment skills into the area and creating additional space for retail and commercial uses at the site.
2. The proposed project will involve the historic rehabilitation of two existing downtown buildings in compliance with the Massachusetts Historical Commission and National Park Service standards and requirements. The new construction will be designed to complement the historic structures and fill in missing gaps in the downtown streetscape. Pedestrian walks and individual entries will enhance and improve the pedestrian experience for people who live and work in the area.
3. The proposed project is comprised of both the new construction and historic rehabilitation of buildings that will aesthetically improve a major city block in Brockton's downtown.
4. The proposed project is comprised of one, two and three bedroom units in a range of new construction and historic rehabilitation therefore, it satisfies the requirement to create a diverse range of housing stock. As previously indicated, the Project exceeds the requirement that 25% of units shall be affordable to households earning 80% or less of the Area Median Income (AMI) as defined by the U.S. Department of Housing and Urban Development (HUD). The project is also considered a transit oriented development given its proximity to rail and the bus station.
5. The proposed project will directly generate positive tax revenue to the City of Brockton by activating currently under utilized real estate. Additionally, the completed project will act as a catalyst spurring additional investment in Downtown Brockton further increasing job creation, tax revenues and other benefits to the City of Brockton and its residents. Finally, the proposed project will create more than 100 units of housing that qualify for financial incentives to the City under M.G.L. Chapter 40R.