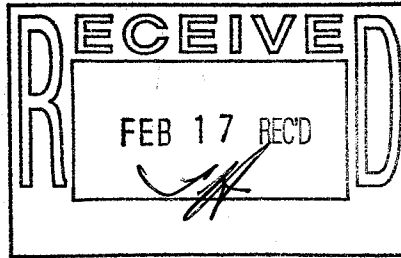


February 17, 2005

Peter A. Alpert
(617) 951-7906

BY HAND

Chairman Joseph Barrell
Town of Belmont Planning Board
Belmont Town Hall
Belmont, Massachusetts 02478



Re: Design and Site Plan Approval Decision Issued to American Retirement Corporation on
December 3, 2001

Dear Mr. Barrell:

In his decision dated January 19, 2005 (the "Land Court Decision"), Land Court Justice Sands instructed American Retirement Corporation ("ARC") to submit this request for an amendment to the above-referenced Design and Site Plan Approval (the "Site Plan Approval").

The Land Court Decision establishes that the "Affordable Housing Agreement" that ARC first submitted for Planning Board consideration in August, 2001 satisfies all aspects of Section 6A.2.2(b) of the Belmont Zoning By-law except for the "continuing basis" element. The Land Court Decision requires that, within thirty days of the decision (i.e., no later than February 18, 2005), ARC submit to the Belmont Planning Board "appropriate evidence" that the Affordable Housing Agreement has been revised to address the "continuing basis" issue.

Enclosed is a revised version of the Affordable Housing Agreement, together with a marked version showing how the agreement has changed from the version we submitted originally. The only substantive change is in Section 7(a). The original version of Section 7(a) provided that, if the so-called "annual certification" process reveals that there are fewer than thirty Affordable Units in the CCRC, then steps would be taken to raise the number back to thirty when the Affordable Unit responsible for the deficit became available. The proposed revised version of Section 7(a) provides that the return to compliance would be attempted when *any* unit next becomes available in the CCRC. In practice, this should significantly shorten the time during which the census of Affordable Units drops below thirty. ARC feels that this is the only practicable way to minimize the amount of time during which there might be fewer than thirty Affordable Units.

ARC is submitting this revised version of the Affordable Housing Agreement for the Planning Board's consideration, and is requesting that the following modifications be made to the Site Plan Approval:

1. The second bullet under the heading "Findings, Miscellaneous" (p. 20) should be re-written to reflect that the Affordable Housing Agreement (as revised) constitutes "appropriate evidence" of the project's compliance with By-law Section 6A.2.2(b).
2. Condition 2c (p. 22) should be revised to require that the affordable units required pursuant to By-law Section 6A.2.2(b) be created and maintained pursuant to the Affordable Housing Agreement (as revised). Existing Exhibit Q to the Site Plan Approval should be replaced by the revised Affordable Housing Agreement.

ARC is not seeking any other revisions to the Site Plan Approval. Consistent with the Land Court Decision, the amendment process should be confined to the narrow objective of resolving the "continuing basis" issue and revising the Site Plan Approval in the manner described above. The Land Court Decision requires the Planning Board to complete this process before April 19, 2005. We look forward to working with the Board to accomplish this goal.

Very truly yours,



Peter A. Alpert

Encl.

cc: Timothy Higgins
Joan Langsam, Esq.
H. Todd Kaestner