Appendix A — Proof of Interest in the property and letter outlining deed restrictions and easements going forward

- Amendment to P&S dated 9-18-20
- Letter from MaineGeneral dated 10-14-20

THIRD AMENDMENT TO PURCHASE AND SALE AGREEMENT

This THIRD AMENDMENT ("Amendment,") is made and entered into by and between HATHAWAY HOLDINGS, LLC. ("Buyer") and MAINEGENERAL MEDICAL CENTER, a Maine nonprofit corporation, with its principal office located in Augusta, ME ("Seller").

RECITALS:

WHEREAS, Buyer and Seller entered into a Purchase and Sale Agreement for the land and improvements located at 150 and 152 Dresden Ave, Gardiner, ME on March 13, 2020, and Amended on June 11, 2020 (First Amendment) and August 14, 2020 (Second Amendment), (collectively the "PSA") and

WHEREAS, Buyer and Seller desire to amend the PSA to extend the Buyer's Due Diligence Period per the terms and conditions outlined herein.

NOW, THEREFORE, for and in consideration of the Premises, the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Seller and Buyer hereby agree as follows:

- 1. <u>DUE DILIGENCE</u>: All references to the Due Diligence Period set forth in Section 3 of the PSA are extended to and shall mean December 31, 2020.
- 2. <u>DEFINITIONS:</u> Unless otherwise set forth in this Amendment, all capitalized terms shall have the same meanings as set forth in the PSA.
- 3. <u>ENTIRE AGREEMENT:</u> This Amendment contains all of the agreements of the Parties hereto with respect to the matters contained herein and nothing in this Amendment shall be deemed to waive or modify any of the provisions of the PSA except as expressly stated herein.
- 4. <u>COUNTERPARTS</u>: This Amendment may be executed in two or more counterparts, each of which shall constitute an original and all of which shall be one and the same agreement.
- 5. This Amendment is incorporated into the PSA and shall be deemed a part thereof.
- 6. EFFECTIVE DATE. This Amendment shall become effective as of September 18, 2020.

Amendment to be effective the date noted above.

BUYER: HATHAWAY HOLDINGS LLC

SELLER: MAINEGENERAL MEDICAL CENTER

By: Paul Stein, COO

Paul Boghossen, Member

Appendix B - Lists of Abutters

150 Dresden Ave Abutter List

CATTYWAMPUS LLC 35 DRESDEN AV GARDINER, ME 04345

REITER CINDY 102 CENTRAL ST GARDINER, ME 04345

GARDNER NAOMI E 171 DRESDEN AV GARDINER, ME 04345

RTM GARDINER LLC PO BOX 7332 PORTLAND, ME 04112

HESELTON BETTY B 157 DRESDEN AV GARDINER, ME 04345-2615

RTM GARDINER LLC PO BOX 7332 PORTLAND, ME 04112

KENNEBEC LONG TERM CARE I 37 GRAY BURCH DR AUGUSTA, ME 04330

SALTZER KATLIN P 163 DRESDEN AV GARDINER, ME 04345

LAMARRE ROBERT G 35 COTTAGE ST GARDINER, ME 04345

SHAW SUSAN & WARD 176 DRESDEN AV GARDINER, ME 04345

LINSKY DANIEL E 145 DRESDEN AV GARDINER, ME 04345

SMITH LAURA D 160 LINCOLN AV GARDINER, ME 04345

MAIN AUTA M 139 DRESDEN AV GARDINER, ME 04345

STEVENS GORDON F 128 DRESDEN AV GARDINER, ME 04345

MAINE GENERAL MEDICAL CEN 6 EAST CHESTNUT ST AUGUSTA, ME 04330

THIBEAU MARINA E 120 DRESDEN AV GARDINER, ME 04345

MAINEGENERAL REHABILITATI 35 MEDICAL CENTER PARKWAY AUGUSTA, ME 04330

PAQUIN NATHAN & JESSICA L 155 DRESDEN AV GARDINER, ME 04345

154 Dresden Ave Abutter List

GIAMPETRUZZI PETER 75 RIVER AV GARDINER, ME 04345

KENNEBEC HEALTH CARE SYST 6 EAST CHESTNUT ST AUGUSTA, ME 04330

LAMARRE ROBERT G 35 COTTAGE ST GARDINER, ME 04345

MAINE GENERAL MEDICAL CEN 6 EAST CHESTNUT ST AUGUSTA, ME 04330

MAINEGENERAL REHABILITATI 35 MEDICAL CENTER PARKWAY AUGUSTA, ME 04330

ST.HILAIRE LISA R 63 RIVER AV GARDINER, ME 04345

STEVENS GORDON F 128 DRESDEN AV GARDINER, ME 04345

152 Dresden Ave Abutter List

CATTYWAMPUS LLC 35 DRESDEN AV GARDINER, ME 04345

REITER CINDY 102 CENTRAL ST GARDINER, ME 04345

GARDNER NAOMI E 171 DRESDEN AV GARDINER, ME 04345

RTM GARDINER LLC PO BOX 7332 PORTLAND, ME 04112

HESELTON BETTY B 157 DRESDEN AV GARDINER, ME 04345-2615

RTM GARDINER LLC PO BOX 7332 PORTLAND, ME 04112

KENNEBEC LONG TERM CARE I 37 GRAY BURCH DR AUGUSTA, ME 04330

SALTZER KATLIN P 163 DRESDEN AV GARDINER, ME 04345

LAMARRE ROBERT G 35 COTTAGE ST GARDINER, ME 04345

SHAW SUSAN & WARD 176 DRESDEN AV GARDINER, ME 04345

LINSKY DANIEL E 145 DRESDEN AV GARDINER, ME 04345

SMITH LAURA D 160 LINCOLN AV GARDINER, ME 04345

MAIN AUTA M 139 DRESDEN AV GARDINER, ME 04345

STEVENS GORDON F 128 DRESDEN AV GARDINER, ME 04345

MAINE GENERAL MEDICAL CEN 6 EAST CHESTNUT ST AUGUSTA, ME 04330

THIBEAU MARINA E 120 DRESDEN AV GARDINER, ME 04345

MAINEGENERAL REHABILITATI 35 MEDICAL CENTER PARKWAY AUGUSTA, ME 04330

PAQUIN NATHAN & JESSICA L 155 DRESDEN AV GARDINER, ME 04345

Appendix C Soil Survey

https://websoilsurvey.sc.egov.usda.gov/WssProduct/xwztkiatrplwt3cmusbkbc0j/DL_00000/2020 1013 17043805397 1 Soil Report.pdf

Appendix D - Letters from City Agencies

- Police
- Fire
- Water
- Sewer
- Public Works



GARDINER WATER DISTRICT

June 24, 2020

Paul Boghossian Hathaway Center 10 Water St, Box 68 Waterville Me. 04901

Dear Mr. Boghossian,

The Gardiner Water District has the capacity to serve your proposed 68-unit housing development on Dresden Avenue in Gardiner. This area is served by a 10" ductile iron main which runs from River Rd, up Cottage St, and ends at the old Gardiner Hospital. Please contact me if I can be of further assistance.

Superintendent

Gardiner Water District



GARDINER POLICE DEPARTMENT POLICE * COMMUNICATIONS



July 6, 2020

Hathaway Holdings, LLC/Paul Boghossian Hathaway Center 10 Water St. Bx 68 Waterville, Maine 04901

Per review criteria 6.5.1.13, I have reviewed the project description for the proposed development of "Gardiner Green" located at 150 and 152 Dresden Ave, Gardiner, Maine, 04345 (Kennebec County). This location is the site of the former Maine General buildings. Based upon my review, I believe that the Gardiner Police Department will have the ability to respond safely to any emergency or criminal activity that may occur at this re-developed location. The development project with the 68 dwelling units may result in additional calls for police services, however, it is not anticipated that the additional calls will have an impact on the overall services that the Gardiner Police Department delivers.

If you have any further questions or concerns, please let me know.

Sincerely,

Chief James M. Toman Gardiner Police Department City of Gardiner

Cc; Code Enforcement
Gardiner Planning Board
Office of Economic and Community Development



June 22, 2020

MEMO

To: Kris McNeill, CEO

Tracey Desjardins, EDD

City of Gardiner Planning Board

From: Christine M. Landes, City Manager

Re: Dresden Avenue

Please allow this letter to serve as notification (in my temporary role as Public Works Director) that the City sees no issues as far as Public Works is concerned, with the increased development on Dresden Avenue. The road was last hot topped approximately five (5) years ago, so the life of the asphalt should be adequate for a few years.

The increased traffic on Dresden Avenue will not pose any issues with Public Works.

If you have any questions, please do not hesitate to reach out to me.



July 13, 2020

Paul Boghossian

RE: 150-152 Dresden Ave

Hi Paul,

Based on the info you gave me It looks like there will be a total population in the proposed housing units of 179 persons. There are many different models for calculating water usage depending on areas of the country and other factors but locally here in Maine I find that generally about 75 gallons per person per day is an accurate number.

Therefore, we would be looking at an additional daily flow of 179 X 75 or 13,425 gallons of typical residential wastewater flow which the City of Gardiner wastewater transport and treatment system has the capacity to handle.

As your design progresses please keep in touch with me so I can work with you as to where you will be able to make the sewer connections. The gravity line you would be using actually collects flow from Dresden Ave. then turns and runs down through the middle of the site past the last building in the rear then down through the woods to a collection interceptor on State Rt. 24. It is currently still marked out from a previous Digsafe ticket.

Thank you,

Douglas Clark

Wastewater Director

City of Gardiner Maine



CITY OF GARDINER FIRE & RESCUE DEPARTMENT



Chief Alfred R. Nelson Jr.

City of Gardiner Planning Board

July 2, 2020

After speaking with Paul Boghossian and reviewing the project description for the proposed development at 150 – 152 Dresden Avenue in Gardiner, Maine (Kennebec County Maine). The City of Gardiner Fire and Rescue will be available to respond to any emergency both fire and/or medical in nature at this location. The project is not anticipated to result in reductions of any Fire Department services. Please feel free to contact me with any further needs or questions.

Thank you, Al Nelson Fire/Rescue Chief Appendix E – Traffic Study



July 12, 2020

Mr. Paul Boghossian Hathaway Holdings LLC Hathaway Center 10 Water Street, Box 68 Waterville, ME 04901

RE: TRAFFIC IMPACT ASSESSMENT FOR PROPOSED RESIDENTIAL DEVELOPMENT IN GARDINER, MAINE

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INTRODUCTION

This memorandum summarizes trip generation and safety analyses for local City of Gardiner approval of a proposed residential development. The proposed residential development is to be located on the site of the former MaineGeneral Hospital on Dresden Avenue. The development will provide for 68 dwelling units as outlined below:

- Phase 1 Rehab of the original hospital building to provide 34 apartment units
- Phase 2 Rehab of the south annex and boiler buildings to provide 6 condominium units
- Phase 3 Rehab of the medical office building into 11 condominium units and 17 new construction condominium units

The former MaineGeneral hospital buildings were most recently occupied by these uses:

- Visiting nurses
- X-rav
- Home health care
- Horizon treatment
- Scanning
- Recordkeeping
- Bone density
- Mammography
- Printing
- Doctor's offices

It understood that the hospital building and Gardiner Family Practice building both were generally utilized as medical office buildings in recent years. Based upon information provided by MaineGeneral, the



The traffic that was recently generated by the two buildings as medical offices was also calculated utilizing the ITE report. Land use codes 720 –medical-dental office building was utilized on the basis of 43,200 S.F. Land use code 150 - warehousing was utilized for the 4,300 S.F. of storage space at Gardiner Family Practice. The results are summarized below:

	Trip Generation	– Former Medica	l Offices
<u>Time Period</u>	Med. Offices	Storage	<u>Total</u>
Daily	1,500	8	1,508
AM Peak Hour - Adjacent Street	120	1	121
Entering	94	1	95
Exiting	26	0	26
AM Peak Hour – Generator	152	1	153
Entering	94	1	95
Exiting	58	0	58
PM Peak Hour – Adjacent Street	149	1	150
Entering	42	0	42
Exiting	107	1	108
PM Peak Hour – Generator	177	1	178
Entering	69	0	69
Exiting	108	1	109

A comparison of the proposed trips versus the previous medical office trips follows:

	T	rip Generation Con	nparison
Time Period	Proposed <u>Residences</u>	Former Medical Offices	Change
Daily	498	1,508	-1,010
AM Peak Hour – Adjacent Street	32	121	-89
Entering	7	95	-88
Exiting	25	26	-1
AM Peak Hour – Generator	38	153	-115
Entering	10	95	-85
Exiting	28	58	-30



Location Description	# of Acc.	CRF
Brunswick Avenue between Church and Neal Street Intersection of Brunswick Avenue & Mechanic Street Intersection of Brunswick Avenue Wester & Bridge Street	1 1	0.20
Intersection of Brunswick Avenue, Water & Bridge Streets Dresden Avenue between School Street and Church Street	15 1	0.73
Dresden Avenue between Danforth and Cottage Street Intersection of River Avenue and Cottage Street	1	0.30
	4	0.75

As seen in the above accident table, there are no high crash locations within the vicinity of the proposed residential development. As a result, no further accident review or evaluation is necessary.

DRIVEWAY SIGHT DISTANCE

One of the most important safety factors to consider for a project is sight distance from the exit drives. This sight distance is measured ten feet back from the edge of travel way at a driver's eye height of 3.5 feet to an object height of 4.25 feet.

The proposed site access provides for three exits to Dresden Avenue in existing locations. The speed limit is unposted on Dresden Avenue but is assumed to be 25 mph as it is on Brunswick Avenue and in the remaining Gardiner urban area. Sewall recommends a minimum of 10 feet of sight distance for every posted mile per hour of speed limit or 250'. The City of Gardiner Land Use Ordinance requires this same 10' per mph. Sight distance was measured in the field from the three existing drives with the following results:

Existing Driveway Sight Distances

			- 7	
<u>Driveway Description</u>	To Right	<u>Adequate</u>	<u>To Left</u>	<u>Adequate</u>
Northerly Drive	400'+	Yes	400'+	Yes
Middle Drive	400'+	Yes	300′	Yes
Southerly Drive	400'+*	Yes	230′	No

^{*}Sight distance to the right is partially restricted by the existing "Alzheimer's Care Center" sign. This sign should be relocated out of the driveway sight triangle.

Maine Department Of Transportation - Traffic Engineering, Crash Records Section

Crash Summary Report

Report Selections and Input Parameters

REPORT SELECTIONS					
✓ Crash Summary I	☐Section Detail	✓ Crash Summary II	☐ 1320 Public	☐ 1320 Private ☐ 1320 Summary	☐ 1320 Summary
REPORT DESCRIPTION Gardiner Brinswick Ave/Pt	to 201 from interescentian	REPORT DESCRIPTION Gardiner: Rrinswick Ave/Bte 201 from information in Br			•

Gardiner: Brunswick Ave/Rte 201 from intersection with Plummer St/Central St (primary node 27729) to intersection with Water St (node 27734), School St from Brunswick Ave (node 28767) to Dresden Ave (node 26798), Dresden Ave from Cottage St (node 26804) to Church St (node 26802), and Cottage St from Lincoln Ave (node 24755) to River Ave (node 27369)

REPORT PARAMETERS

Year 2017, Start Month 1 through Year 2019 End Month: 12

Exclude First Node	 ✓ Exclude First Node ✓ Exclude Last Node 	✓ Exclude First Node	Exclude First Node
Start Offset: 0	Start Offset: 0	Start Offset: 0	Start Offset: 0
End Offset: 0	End Offset: 0	End Offset: 0	End Offset: 0
Start Node: 27729	Start Node: 28767	Start Node: 26804	Start Node: 24755
End Node: 27734	End Node: 26798	End Node: 26802	End Node: 27369
Route: 0201X	Route: 1130054	Route: 1130018	Route: 1130014

Maine Department Of Transportation - Traffic Engineering, Crash Records Section Crash Summary I

		i	Ħ				Sections	ons								
Node N	nnd Node	Element		Route - MP	Section U/R		Total		Injury Crashes	Crashe	Š	Percent	Angra		:	
			pedin - End	שר	Length		Crashes	×	A B	<u>ن</u>	PD	Injury	HMVM	Crash Kate	Critical Rate	CRF
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ž	2 7731 . WICK AV	27731 3120855 SWICK AV FILLMORE	0-0.05	0201X - 24.75 US 201	0.05	2	0	0	0 0	0	0	0.0	0.00179	Statewide Crash Rate: 220,72 0.00 650 23	ite: 220.72 65 0 23	Ç
26780 27732 3123369 (Int of BRUNSWICK AV FILLMORE PL	27732 V/ICK AV	27732 3123369 SV/ICK AV FILLMORE	0 - 0.03	0201X - 24.80 US 2014	0.03	2	4	0	0 0	2	2	50.0	0.00114	Statewide Crash Rate: 220.72 1169.02 728.85	le: 220.72 728.85	0.00
ž	28766 WICK AV	28766 3118535 SWICK AV CHURCH S	0 - 0.10	0201X - 24.83 US 201	0.10	7	-	0	0 0	0	←	0.0	0.00302	Statewide Crash Rate: 220.72 110.55 567 83	te: 220.72 56 7 83	5 6
27733 28766 3123633 0 Int of BRUNSWICK AV MECHANIC ST	28766 : WICK AV	28766 3123633 SWICK AV MECHANIC	0-0.05	0201X - 24.93 US 201	0.05	7	0	0	0 0	0	0	0.0		Statewide Crash Rate: 220.72 0.00 670.43	520.72 te: 220.72 670.43	0.00
÷	27734 (WICK AV	27734 3108599 SWICK AV MECHANIC	0-0.03	0201X - 24.98 US 201	0.03	7	0	0	0 0	0	0	0.0	-	Statewide Crash Rate: 220.72	te: 220.72	0.00
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				Grand Totals:	1.54	•	20	,	,							

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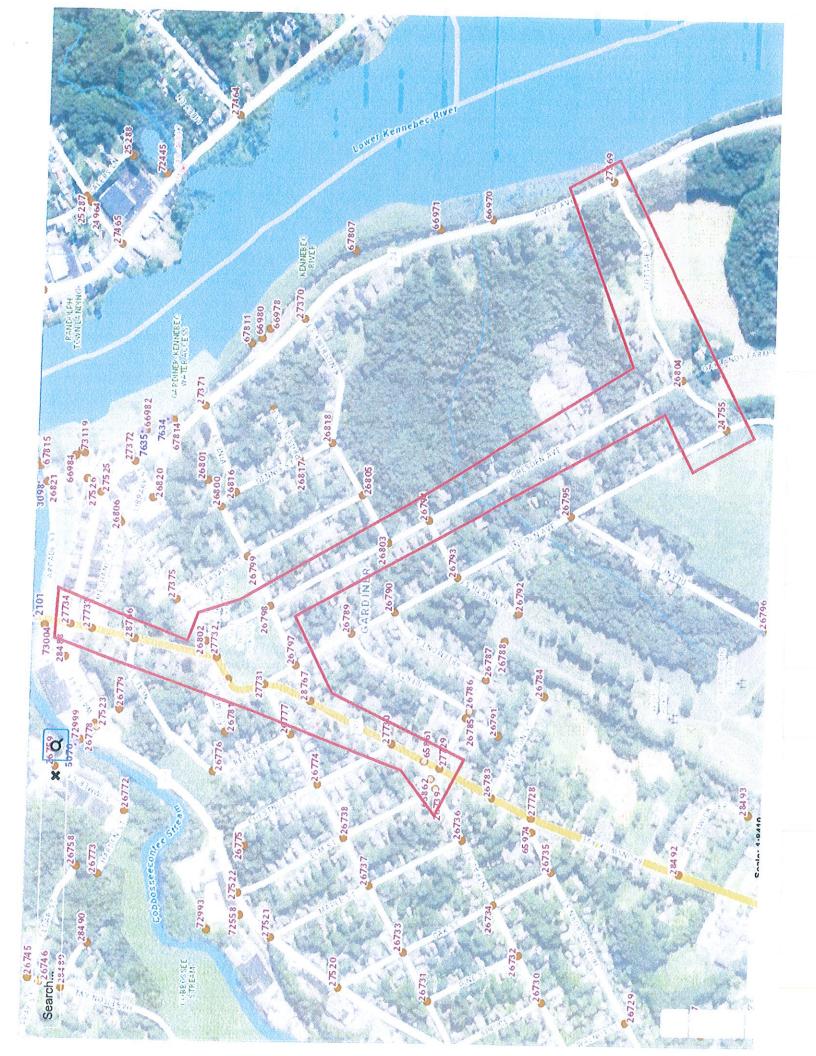
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29

1.54

Grand Totals:



Appendix F - Team Experience



Paul Boghossian III is the immediate past Chairman of Coventry, RI-based Concordia Manufacturing, LLC which, under his leadership, made notable advances in the research, development and manufacture of technical yarns, fibers, fabrics and composites for advanced end uses. The firm designs and produces custom yarn, fiber and fabric constructions for use in aerospace, sporting goods, anti counterfeiting and biomedical fibrous and fabric structures. Concordia's latest and most exciting development is engineered implantable biofelts for knee ligament and other body tissue repair as well as carbon fiber composite materials for aviation and other uses.

The Concordia website is www.concordiafibers.com

He also founded the Manufacturers Comp Group of Rhode Island (MCGRI) a successful self insurance group that saved member companies millions of dollars in workers compensation premiums. MCGRI became a part of Beacon Mutual Insurance in 1999. Mr. Boghossian is the immediate past Chairman of that group.

On the development front, Paul Boghossian has led numerous rehab projects with the common theme of creative reuse of older buildings. These include:

<u>Waterville ME:</u> \$35 MM Adaptive use mixed use and loft space development of the former Hathaway Shirt factory that has won accolades and numerous awards and spurred other redevelopment downtown. Now complete and fully occupied.

<u>Portland, ME:</u> Restoration and sale of three commercial buildings near the Public Market, The Wadsworth -- 28-34 Preble Street, The Earl -- 341 Cumberland Ave, and The Monticello. In excess of 100 apartments and 12 commercial spaces were redeveloped.

Coventry, RI: Purchase and repositioning of the 180,000 sf Anthony Mill and securing approvals for apartment rehab. Now complete and fully occupied.

<u>Wickford, RI:</u> 7 Main Street. Rehab and redeployment of a 150 year old harborfront commercial building with increased public access to the waterfront.

<u>Jamestown, RI:</u> 1076 East Shore Road. Interpretive conversion/restoration of four poorly planned condominium units contained in a landmark Jamestown Inn into a single family residence.

Newport, RI: 73 and 75 Washington Street. An historic restoration of two adjoining houses in Newport's "Point" waterfront district. This project won several awards.

Current rehab projects all have the common theme of creative reuse of older buildings within walking distance of a commercial center.

Most notable is the Hathaway Center in Waterville, Maine, a 450,000 square foot mixed use and loft space development, the first 230,000 square feet of which is complete. More than 600 people now live and work in the complex with many times that number visiting daily.

The Hathaway website is www.hathawaycreativecenter.com

Here is a link to a recent television clip on the project: https://www.newscentermaine.com/video/news/mill-repurposed-as-hathaway-creative-center/97-280dfcc1-a086-417a-8b96-bc0c0d5ba293

For references on this transformative project:
Mike Roy, City Manager 207-680-4203
Kim Lindlof, President Mid Maine Chamber 207-873-3315

Also underway is Gehring Green, a project in downtown Bethel, ME that combines the practices of historic adaptive reuse, smart growth and green building.

Mr. Boghossian was honored in 2014 with Maine's highest award for historic preservation by the Maine Historic Preservation Commission. He also was recently named to the Preservation Advisory Committee of the Maine State Legislature.

A 1976 graduate of Colby College, Mr. Boghossian also holds an MBA from the University of Rhode Island, graduating with distinction. He sits on the board of numerous companies and organizations including several schools, multiple children's charities as well as business and civic groups. He is a member of the Rhode Island Commodores and the World President's Organization (WPO). Mr. Boghossian and is a frequent and much sought after guest lecturer at colleges and universities throughout New England.

Appendix F - Financing References

Chris Sotir Senior Vice President Bank of America RI1-537-09-02 One Financial Plaza Providence, RI 02903 Tel: 401.278.8070

Direct: 401-256-4502

email: christopher.n.sotir@bankofamerica.com

Rogean Makowski Webster Bank 50 Kennedy Plaza, Ste. 1110 Providence, RI 02903

Office: (401) 228-2044 Cell: (401) 465-3699

email: rbmakowski@websterbank.com

Appendix G - Maps

- Existing conditions map showing property boundaries, existing structures and existing improvements. Zoning currently is HDR.
- Proposed Site Plan
- Topological map showing general slope of the land and drainage.
- Survey updated 9-19-20
- Gardiner Tax Map showing general locus of the property

DRESDEN AVE. BLDG. 6 PROPERTY LINE BLDG. 5 Gardiner Green Exist. Site Plan BOILER BLDG. 000000 GARDINER FAMILY MEDICINE ALZHEIMER'S FACILITY DRIVEWAY AND PARKING FOR 80 100 FT. Roof Area
Pavement
Total Impermeable GFM Bldg. 5 Bldg. 6 GSF total subtotal 1st Floor 1st Floor Basement subtotal 1st Floor Basement subtotal Basement subtotal 1st Floor 2nd Floor Basement 1,153 11,561 2,030 7,145 2,305 7,145 6,950

> 51,388 3,183

14,290

29,305

4,610

www.sustainablecommunitiesanddesign.com 07-873-1800 or 207-649-0363 ustainable Communities & Design 5 Johnson Heights, Waterville, ME 04901

Nov. 9, 2019 revised Nov. 17, 2019 July 1, 2029

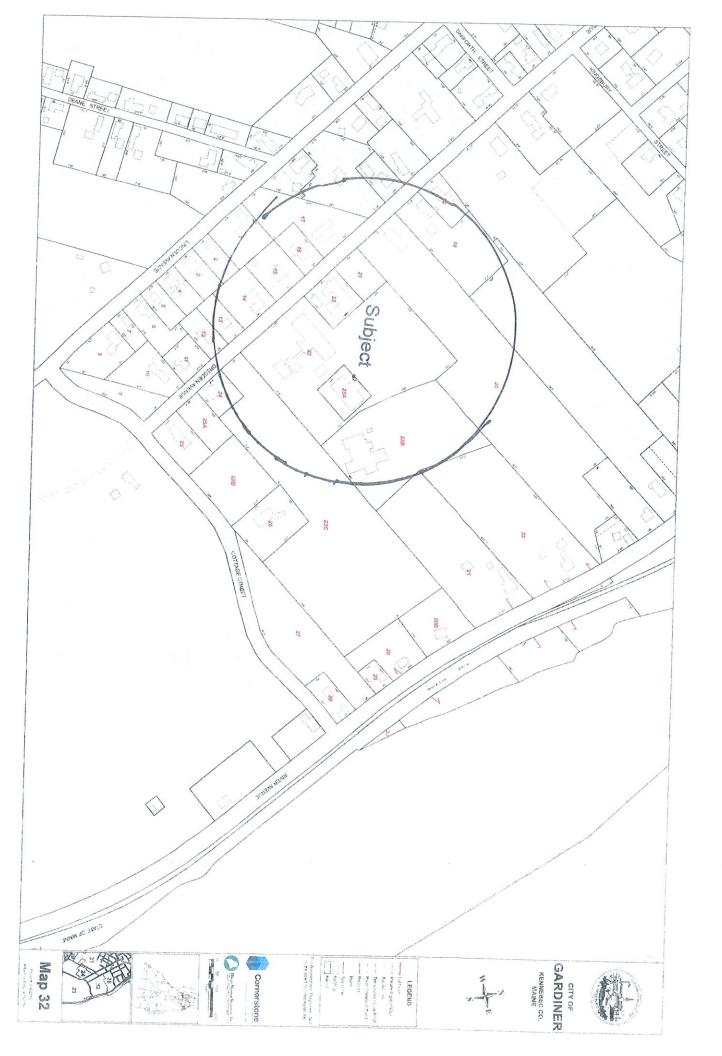
Sustainable Communities & Design 55 Johnson Heights, Waterville, ME 04901 www.sustainablecommunitiesanddesign.com 207-873-1800 or 207-649-0363

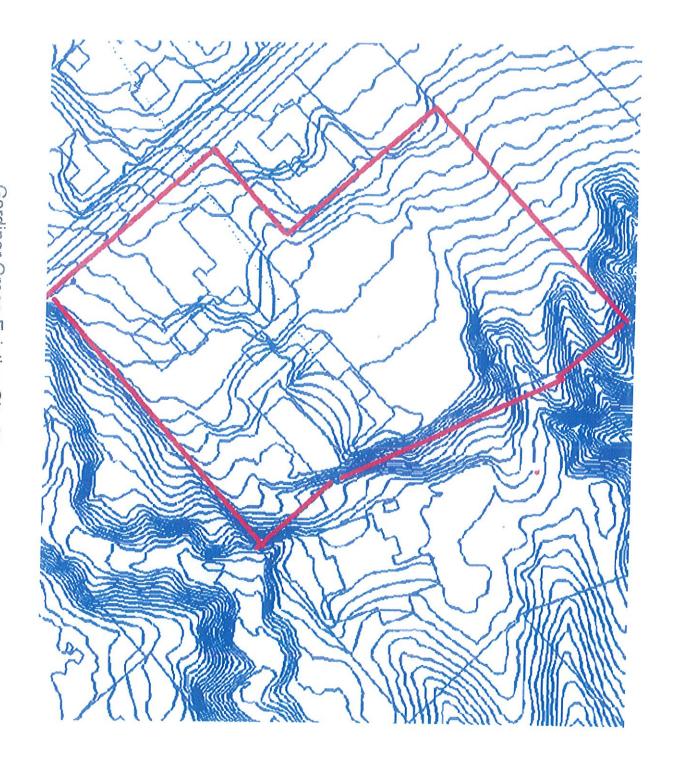


Gardiner Green

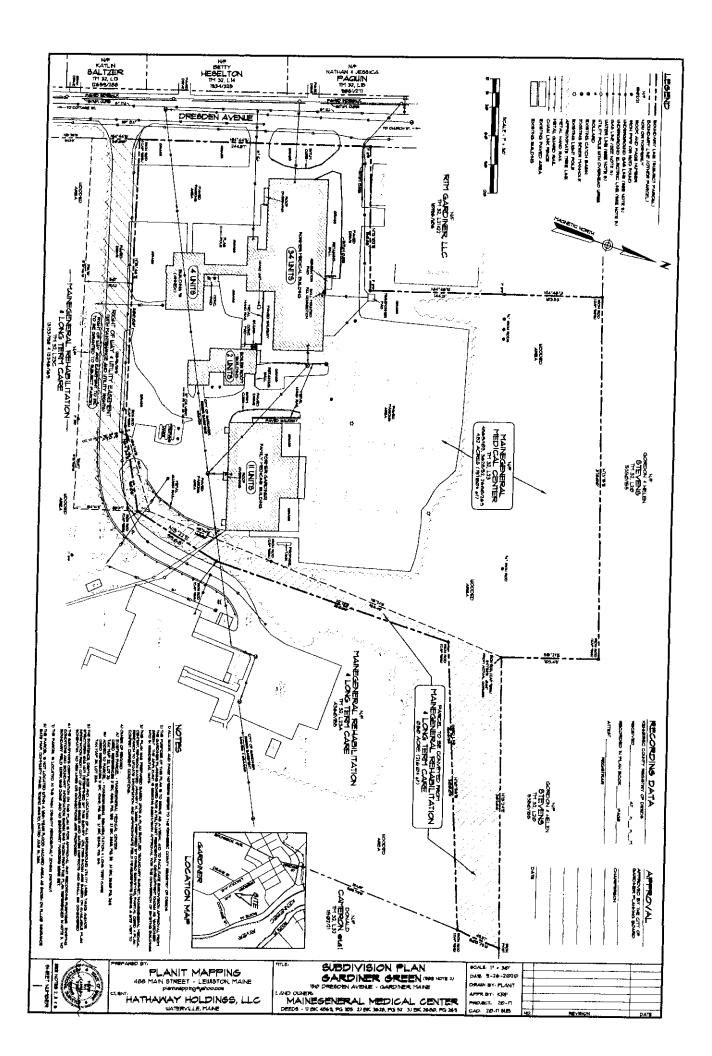
Proposed Site Plan with Proposed 2nd Story Additions

Sept. 8, 2020









Appendix H - New Rendering Building 6 Elevation

