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VIA FACSIMILE AND
FEDERAL EXPRESS

Acton Planning Board
472 Main Street
Acton, MA 01720

Re: Quail Ridge Country Club

Dear Board Members:

We have been retained by John Bowman to represent his interests in relation to his membership in the Quail Ridge Country Club ("Quail Ridge"). It has come to our attention that Quail Ridge has filed plans that it expects to present to the Planning Board at a September 25, 2007 meeting, which relate to the conversion of Quail Ridge's 18-hole golf course into a 9-hole golf course and the construction of senior housing on club property.

Mr. Bowman is a party to a Quail Ridge Country Club Subscription Agreement dated October 15, 2004 (the "Subscription Agreement"). Due to what Mr. Bowman perceived to be significant mismanagement of the development of Quail Ridge, poor execution of the club's operations as they currently exist (we note the recent \$350,000 fine for failing to adhere to Massachusetts state water usage requirements), and insufficient funding to complete the club's facilities, Northwest Development, Mr. Bowman resigned as a club member on December 18, 2006 and is waiting for the refund of his \$90,000 membership deposit (the "Membership Deposit"). Mr. Bowman is not alone. Mr. Bowman estimates that some 30-40 other members have also resigned from the club, for what Mr. Bowman believes are similar reasons, and are waiting for the repayment of their membership deposits. Given Quail Ridge's plans to seek permitting from the Town of Acton for a conversion of the property into a 9-hole golf course and construction of senior housing, we wanted to make the Planning Board aware of the significant liability due to the members of Quail Ridge, including Mr. Bowman, involved in any conversion of the 18-hole golf course to 9-holes as currently requested by Quail Ridge.

Provisions in the Quail Ridge Bylaws and the Subscription Agreements signed by all members require the refund of all member deposits in the event of the

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abandonment or discontinuation of Club Facilities, including the discontinuation of an 18-hole golf course. Mr. Bowman is aware that since the beginning of the Quail Ridge project, approximately 190-200 memberships have been sold at Quail Ridge, including estimated membership deposits of approximately \$10 million. We believe that prior to any conversion of the current 18-hole facility to a 9-hole facility, Quail Ridge would be required to refund this estimated \$10 million membership deposit liability to its current members.

Given Quail Ridge's current financial difficulties, we would recommend the Planning Board confirm Quail Ridge's ability to return this \$10 million membership deposit, which would be a requirement just to "start" the conversion of Quail Ridge from an 18-hole facility to a 9-hole facility, if such plans are approved by the Planning Board. Moreover, given our client's experience with the ownership and management of Quail Ridge, we would strongly suggest the Planning Board evaluate the track record, merits and financing capability of Quail Ridge and Northwest Development to successfully complete the plans they have proposed. We would note that the environment for new residential construction is extremely unfavorable, financing for such projects is extremely difficult to obtain, and Mr. Bowman believes that Quail Ridge's current financing sources (Webster Bank) have not had a favorable experience with Quail Ridge to date.

Given the experience of the membership of Quail Ridge, 20-25% or more of which have resigned, we wanted to bring this matter to your attention so you would be fully informed of the financial aspects of any conversion of the current club's facilities as part of your consideration for the permitting request by Quail Ridge. We note that with respect to his situation, and the situation of similarly situated current and former club members, Mr. Bowman is contemplating legal action against Quail Ridge at this time.

Thank you for your attention to this matter. Should you have any questions please feel free to contact me.

Sincerely,



Andrew J. Gallo

cc: Steven Graham, Esq.
Mr. John S. Bowman