

**MEMORANDUM OF AGREEMENT
AMONG MASSACHUSETTS FINANCE HOUSING AGENCY,
THE ADVISORY COUNCIL ON HISTORIC PRESERVATION AND THE
MASSACHUSETTS STATE HISTORIC PRESERVATION OFFICER
REGARDING KENSINGTON COURT AT LAKEVILLE STATION
MHFA #06-104**

WHEREAS, the Massachusetts Housing Finance Agency (“MassHousing”) proposes to approve a loan insured by the U.S. Department of Housing and Urban Development (“HUD”) under the HUD Housing Finance Agency Risk Sharing Program, to assist in the permanent financing of the construction by KCLS Construction Holding Company LLC (“Owner”) of a 204 unit multi-family residential housing development known as Kensington Court at Lakeville Station (the “Project”) on six (6) parcels of land located in Lakeville, Massachusetts, designated Lots 62-3/7A, 62-3/7B, 62-3/10I, 62-3/10J, 62-3/7G, and 62-3/7E, and more particularly described in Exhibit A attached hereto (the “Property”);

WHEREAS, the Massachusetts Department of Housing and Community Development (“DHCD”) proposes to award Project Based Vouchers (“PBV”) under the United States Housing Act of 1937 (42 U.S.C. §§ 1437 et seq.) and regulations promulgated at 24 CFR Part 983;

WHEREAS, the federal loan insurance and PBV make the Project an undertaking subject to review under Section 106 of the National Historic Preservation Act (NHPA), 16 U.S.C. § 470f, and its implementing regulations, 36 CFR Part 800;

WHEREAS, MassHousing and DHCD are both acting as the “responsible entity” assuming HUD’s responsibilities under the environmental and related laws specified in 24 CFR Part 58, including compliance with the NHPA;

WHEREAS, MassHousing and DHCD have agreed that MassHousing has acted, is acting, and will act as “lead agency” pursuant to 36 CFR 800.2(a)(2), to fulfill both agencies’ respective obligations under Section 106 of the NHPA with respect to the Project in a consolidated manner;

WHEREAS, MassHousing has defined the area of potential effects on historic properties (“APE”) for the Project as the limit of construction for the Project as shown in Exhibit A;

WHEREAS, MassHousing, in consultation with the Massachusetts State Historic Preservation Officer (“SHPO”), has determined that the Project will have an adverse effect on the Riverside Archaeological District, a property determined to meet the Criteria of Eligibility (36 CFR Part 60) for listing in the National Register of Historic Places;

WHEREAS, in accordance with 36 CFR § 800.6(a)(1), on October 15, 2007, MassHousing notified the Advisory Council on Historic Preservation (“ACHP”) that the Project will have an adverse effect on historic properties;

WHEREAS, on November 5, 2007, the ACHP notified MassHousing that ACHP would participate in consultation, finding that criterion or criteria in Appendix A of 36 CFR Part 800,

May 2, 2008

Criteria for Council Involvement in Reviewing Individual Section 106 Cases, have or had been met;

WHEREAS, MassHousing has consulted with the Owner regarding the effects of the undertaking on historic properties and has invited the Owner to sign this MOA as an invited signatory;

WHEREAS, MassHousing has consulted with the Massachusetts Commission on Indian Affairs, the Town of Lakeville, and DHCD regarding the effects of the undertaking on historic properties and has invited them to sign this MOA as concurring parties;

WHEREAS, MassHousing has consulted with the Wampanoag Tribe of Gay Head (Aquinnah) ("THPO"), for which the Riverside Archaeological District has religious and cultural significance, and has invited the THPO to sign this Memorandum of Agreement ("MOA") as a concurring party;

WHEREAS, the Massachusetts Commission on Indian Affairs, the Town of Lakeville, the THPO, and DHCD, are the "Concurring Parties" to this MOA; and

WHEREAS, MassHousing, the SHPO, the ACHP, and the Owner are the "Signatories" to this MOA;

NOW, THEREFORE, MassHousing, the ACHP, the SHPO, and the Owner agree that the following stipulations shall be implemented in order to take into account the effect of the undertaking on historic properties, to resolve the potential adverse effect of the undertaking on historic properties, and to satisfy all responsibilities under Section 106 of the NHPA.

STIPULATIONS

MassHousing shall ensure that the following stipulations of this MOA are implemented:

I. PROJECT MODIFICATIONS AFTER EXECUTION OF THIS MOA

The Owner shall notify MassHousing, the SHPO, and the THPO of any proposed modification to the Project's geographic extent. The Owner shall provide to MassHousing and the SHPO documentation of the proposed modification that includes a USGS locus map, smaller-scale plans showing existing and proposed conditions, and current photographs of the location of the modification. For any proposed Project modification, MassHousing shall comply with Section 106 of the NHPA and 36 CFR Part 800 including reopening consultation as may be required to take into account any effects of the modification on historic properties. If MassHousing determines in consultation with the SHPO that the modifications will have an adverse effect on historic properties that is not resolved by this MOA, MassHousing will cause the MOA to be amended in accordance with Stipulation VII of this MOA to incorporate any additional mitigation measures that are necessary to resolve such adverse effect.