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[Signature]
TOWN CLERK ACTON, MASS.

ADDENDUM TO DECISION

**TOWN OF ACTON, MASSACHUSETTS
ZONING BOARD OF APPEALS**

**ADDENDUM TO DECISION UPON APPLICATION OF
ACTON COMMUNITY HOUSING CORPORATION
FOR A COMPREHENSIVE PERMIT**

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WHEREAS, the Acton Zoning Board of Appeals (the "ZBA") issued a Comprehensive Permit dated December 4, 2006, filed with the Acton Town Clerk on December 5, 2006 (the "Comprehensive Permit"), to the Acton Community Housing Corporation, a nonprofit corporation established pursuant to Chapter 143 of the Acts of 1996 ("ACHC"), for a residential development project under G.L. c. 40B on the property located at 28 Willow Street and 214 Central Street, shown as Lot 4 on an Approval Not Required Plan dated March 1, 2006, endorsed by the Acton Planning Board on March 22, 2006, and recorded with the Middlesex South Registry of Deeds ("MSRD") as Plan No. 438 of 2006 (the "Property");

WHEREAS, the Comprehensive Permit will be recorded with the MSRD no later than the Effective Date as defined below;

WHEREAS, ACHC issued a Request for Proposals for the disposition of the Property, and ACHC selected MCO & Associates, Inc. ("MCO"), a Massachusetts corporation, as the successful bidder;

WHEREAS, MCO submitted a request to the ZBA dated June 8, 2007 for a transfer of the Comprehensive Permit to Willow Central LLC ("Willow"), a limited dividend entity that will be established by MCO to hold the title to the Property;

WHEREAS, as provided in 760 CMR 31.03(3), the ZBA must determine whether the transfer that has been requested is substantial or insubstantial within twenty (20) days of June 8, 2007 (the "Response Deadline"), and the change will be deemed to be constructively approved if the ZBA does not send notification to the applicant during the 20-day period;

WHEREAS, ACHC and Willow will be entering into a mutually acceptable Disposition Agreement for the conveyance of the property from ACHC to Willow; and

WHEREAS, the ZBA is willing to approve the transfer of the Comprehensive Permit on the condition that a Disposition Agreement is duly executed, the closing of the transfer to Willow is completed and the deed is recorded.

NOW THEREFORE, the ZBA hereby approves the transfer of the Comprehensive Permit from ACHC to Willow subject to the following conditions:

- This Addendum shall be effective upon the closing of the transfer of the Property to Willow and the recording of the applicable deed (the "Effective Date"). This Addendum shall not be filed with the Town Clerk before that time.

Please return to: D'Agostine, Levine, Parra & Netburn, P.C., P. O. Box 2223, Acton, MA 01720

Re: 28 Willow Street and 214 Central Street, Acton, MA

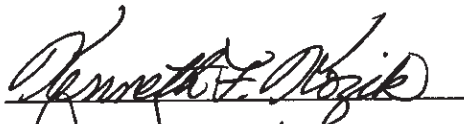
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- On and after the Effective Date, Willow and its successors and assigns shall be bound by and shall fully conform to the terms and conditions of the Comprehensive Permit.
- This Addendum shall, promptly on or after the Effective Date, be recorded by Willow at the MSRDR and referenced in the owner's chain of title for the Property. Official proof of recording shall be forwarded to the Building Commissioner prior to issuance of a building permit or the start of construction.
- In the event that on or before December 31, 2007 or such further time as the ZBA may agree a Disposition Agreement has not been executed and the closing of the transfer of the property to Willow and the recording of the deed have not been completed, this Addendum shall be null and void and shall have no force and effect.

This Addendum affects the property referenced in Land Court Case Nos. 112320 T.L. and 112319 T.L. (judgments dated May 4, 1998), whereby the Property was taken by the Town of Acton for nonpayment of taxes.

ACTON BOARD OF APPEALS





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ACTON COMMUNITY HOUSING CORPORATION

Nancy E. Tavernier

By: Nancy E. Tavernier

Its: Chairman

Hereunto duly authorized

COMMONWEALTH OF MASSACHUSETTS)

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COUNTY OF MIDDLESEX)

On this 28th day of June, 2007, before me, the undersigned notary public, personally appeared Nancy Tavernier, Chairman of Acton Community Housing Corporation, proved to me through satisfactory evidence of identification, which was known to me, to be the person whose names is signed on the preceding or attached document and acknowledged to me that he/she signed it voluntarily for its stated purpose as Chairman of Acton Community Housing Corporation.

[Signature]
Notary Public

[Signature]
Attest Middlesex S. Register