



2019 00045218

Bk: 72447 Pg: 36 Doc: SUB

Page: 1 of 3 04/11/2019 02:56 PM

PELHAM I APARTMENTS

75 SECOND STREET, FRAMINGHAM, MASSACHUSETTS

CONSENT AND SUBORDINATION TO GRANT OF EASEMENTS AGREEMENT

Massachusetts Housing Finance Agency ("MassHousing"), with a mailing address at One Beacon Street, Boston, Massachusetts 02108, is the holder of the following:

(i) that certain Land Use Restriction by and between The Pelham Corporation and MassHousing dated August, 1989 and recorded with the Middlesex South Registry of Deeds (the "Registry") in Book 20034, Page 399, as affected by that Subordination Agreement dated August 26, 1989 and recorded with the Registry in Book 20034, Page 548, as amended by that 2000 Amendment to Mortgage and Other Documents dated July 31, 2000 and recorded with the Registry in Book 31748, Page 19 (the "Land Use Restriction");

(ii) that certain Regulatory Agreement by and between The Pelham Corporation and MassHousing dated August 23, 1989 and recorded with the Registry in Book 20034, Page 415, as affected by that Subordination Agreement dated August 26, 1989 and recorded with the Registry in Book 20034, Page 548, as amended by that First Amendment to Regulatory Agreement dated February 19, 1991 and recorded with the Registry in Book 21030, Page 237, as assigned from The Pelham Corporation to Pelham Beaver Limited Partnership (the "Partnership") by Assignment of Regulatory Agreement dated July 31, 2000 and recorded with the Registry in Book 31747, Page 562, as amended by that 2000 Amendment to Mortgage and Other Documents dated July 31, 2000 and recorded with the Registry in Book 31748, Page 19 (the "1989 Regulatory Agreement");

(iii) that certain Amended and Restated Mortgage, Security Agreement and Conditional Assignment of Leases and Rents granted from the Partnership to MassHousing dated as of December 1, 2014 and recorded with the Registry in Book 64688, Page 409 (the "Mortgage");

(iv) that certain Regulatory Agreement by and between the Partnership and MassHousing dated December 1, 2014 and recorded with the Registry in Book 64688, Page 430 (the "2014 Regulatory Agreement"); and

(v) that certain Disposition Agreement by and among MassHousing, the Partnership and The Commonwealth of Massachusetts, acting by and through the Department of Housing and Community Development dated December 1, 2014 and recorded with the Registry in Book 64688, Page 286 (the "Disposition Agreement" and, together with the Land Use Restriction, the 1989 Regulatory Agreement, the Mortgage and the 2014 Regulatory Agreement, the "MassHousing Encumbrances").

MassHousing hereby consents to, and subordinates each of the MassHousing Encumbrances and the liens thereof, to that certain Grant of Easements Agreement (the "Easement Agreement") dated as of

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Property: 33-75 Second Street, 15-25 - 26-114 Beaver Brook Road,
66-105 Tawall Terrace + 15-31 + 32 Marian Road, Framingham MA


April 10, 2019, and recorded herewith, to the fullest extent as if the Easement Agreement had been executed, ensealed, acknowledged, delivered and recorded in the Registry prior to the execution, ensealment, acknowledgement, delivery and recordation of the MassHousing Encumbrances.

Except for the foregoing subordination, each of the MassHousing Encumbrances shall remain in full force and effect with respect to the real property described therein. This Consent and Subordination to Grant of Easements Agreement shall not in any way affect or impair MassHousing's rights under each of the MassHousing Encumbrances; nor shall this Consent and Subordination to Grant of Easements Agreement release Borrower from, or in any way affect, Borrower's obligations and liabilities under any of the and the obligations secured thereby.

[signature page follows]

IN WITNESS WHEREOF, MassHousing has executed this Consent and Subordination to Grant of Easements Agreement as a sealed instrument under Massachusetts law, as of the ____ day of April, 2019.


MASSACHUSETTS HOUSING FINANCE AGENCY

By: 
 Name: Beth M. Elliott
 Title: General Counsel

COMMONWEALTH OF MASSACHUSETTS

County of Suffolk, ss.

On this 12th day of October, 2018, before me, the undersigned notary public, Beth M. Elliott personally appeared, proved to me through satisfactory evidence of identification, which was: [] at least one current document issued by a federal or state government agency bearing the photographic image of the signatory's face and signature, [] the oath or affirmation of a credible witness unaffected by the document or transaction who is personally known to me and who personally knows the signatory, or ☒ identification of the signatory based on my personal knowledge of the identity of the signatory, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose, as General Counsel of the Massachusetts Housing Finance Agency, a body politic and corporate organized and operated under the provisions of Chapter 708 of the Acts of 1966 of the Commonwealth of Massachusetts, as amended, as the voluntary act of the Massachusetts Housing Finance Agency.


 Notary Public
 My Commission Expires:



MEGAN V. PHILLIPS
 Notary Public
 Commonwealth of Massachusetts
 My Commission Expires
 May 6, 2022