

**THIRD AMENDMENT TO  
SECOND AMENDED AND RESTATED ASSIGNMENT, ASSUMPTION AND  
PRIORITY AGREEMENT**

This Third Amendment to Second Amended and Restated Assignment, Assumption and Priority Agreement is entered into as of the 29<sup>th</sup> day of April, 2021 by and among **TD Bank, N.A.**, a National Association with an address of 111 Main Street, P.O. Box 409, Burlington, Vermont 05402 ("TD Bank"), the **Town of Richmond**, a municipal corporation with offices in Richmond, Vermont ("Town of Richmond"), the **Vermont Housing and Conservation Board**, with offices in Montpelier, Vermont ("VHCB"), **Vermont Housing Finance Agency**, a body politic and corporate created pursuant to 10 V.S.A. Section 611 having its principal office in Burlington, Vermont ("VHFA"), **Richmond Village Housing Limited Partnership**, a limited partnership organized and existing under the laws of the State of Vermont and having its principal place of business at 88 King Street, Burlington, Vermont 05401 (the "Partnership"), and **Champlain Housing Trust, Inc.** (successor by merger to Lake Champlain Housing Development Corporation and Burlington Community Land Trust, Inc.), a Vermont corporation with an address of 88 King Street, Burlington, Vermont 05401 ("CHT"). In consideration of the premises and the agreements hereinafter set forth, the parties contract and agree as follows:

**PREMISES**

1. Vermont National Bank, VHCB, VHFA, the Partnership, Lake Champlain Housing Development Corporation, Housing Vermont and the Town executed a Second Amended Assignment, Assumption and Priority Agreement (the "Second Amended Priority Agreement"), dated March 20, 2000, recorded in Book 114 at Page 424 of the Town of Richmond Land Records.
2. TD Bank, Town of Richmond, VHCB, VHFA, the Partnership, Housing Vermont and CHT executed an Amendment to Second Amended and Restated Assignment, Assumption and Priority Agreement, dated July 29, 2010, recorded in Book 198, Page 470 of the Town of Richmond Land Records and a Second Amendment to Second Amended and Restated Assignment, Assumption and Priority Agreement, dated May 9, 2018, recorded in Book 244, Page 246 of the Town of Richmond Land Records (the "Second Amended Priority Agreement Amendment").
3. On or about even date herewith, TD Bank made a loan to CHT in the principal amount of \$775,000, as guaranteed by the Partnership pursuant to a Limited Guaranty, dated on or about even date herewith (the "TD Bank Loan"). The repayment of the TD Bank Loan will be secured by that certain Commercial Mortgage, Security Agreement and Assignment of Leases and Rents, dated July 29, 2010, from the Partnership to TD Bank, recorded in Book 198 at Page 456 of the Town of Richmond Land Records, as amended by an Amendment to Mortgage, dated May 9, 2018, recorded in Book 244 Page 242 of the Town of Richmond Land Records (the "TD Bank Mortgage"), and an Amendment to Mortgage, dated on or about even date herewith, to be recorded in the Town of Richmond Land Records.

## COVENANTS AND AGREEMENTS

4. Capitalized terms not defined herein have the meanings assigned to them in the Second Amended Priority Agreement.

5. TD Bank, Town of Williston, VHCB and CHT agree that the TD Bank Mortgage, as used in the Second Amended Priority Agreement Amendment as amended hereby, shall mean the TD Bank Mortgage as amended by an Amendment to Mortgage, dated on or about even date herewith, to be recorded in the Town of Richmond Land Records and shall continue to have the second priority indicated in the Second Amended Priority Agreement Amendment.

6. Except as otherwise specifically modified herein, all terms and conditions of the Second Amended Priority Agreement, as amended, remain in full force and effect.

Champlain Housing Trust, Inc.

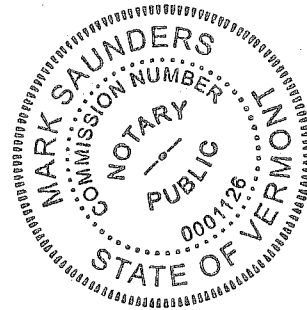
[Signature]  
Witness

By: [Signature]  
Duly Authorized Agent

STATE OF VERMONT  
COUNTY OF CHITTENDEN

At Burlington, Vermont, in said County, this 27<sup>th</sup> day of March, 2021,  
Michael [Signature], duly authorized agent for Champlain Housing Trust, Inc. appeared and  
acknowledged this instrument, by him/her sealed and subscribed, to be his/her free act and deed  
and the free act and deed of Champlain Housing Trust, Inc.

[Signature]  
Notary Public  
My Commission Expires 1/31/2023



Town of Richmond

Matt Laing  
Witness

By: Josh Arneson  
Duly Authorized Agent  
Josh Arneson

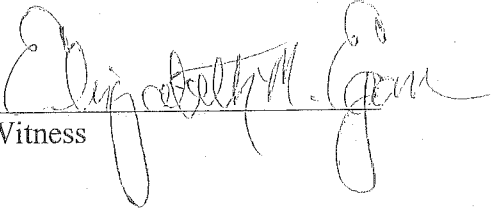
STATE OF VERMONT  
COUNTY OF CHITTENDEN

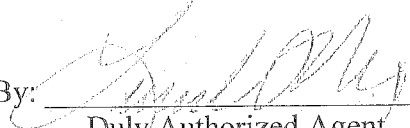
At Richmond, Vermont, in said County, this 26 day of April, 2021,  
Josh Arneson, duly authorized agent for Town of Richmond appeared and acknowledged  
this instrument, by him/her sealed and subscribed, to be his/her free act and deed and the free act  
and deed of Town of Richmond.

Linda M Parent  
Notary Public  
My Commission Expires 1/31/2023

LINDA M. PARENT  
Notary Public, State of Vermont  
My Commission Expires 1/31/2023  
Com. # 002770

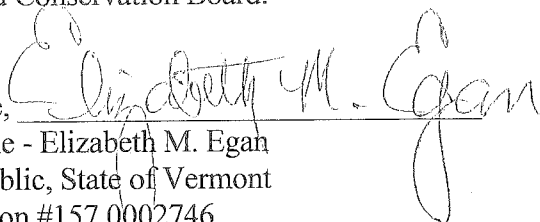
Vermont Housing and Conservation Board

  
Witness

By:   
Duly Authorized Agent

STATE OF VERMONT  
COUNTY OF WASHINGTON, SS.

At Montpelier, Vermont on this 16<sup>th</sup> day of April, 2021, personally appeared Lawrence W. Mires, duly authorized agent of the Vermont Housing and Conservation Board, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed and the free act and deed of the Vermont Housing and Conservation Board.

Before me,   
Print Name - Elizabeth M. Egan  
Notary Public, State of Vermont  
Commission #157.0002746  
My Commission Expires: January 31, 2023

Vermont Housing Finance Agency

By: \_\_\_\_\_

Duly Authorized Agent

\_\_\_\_\_  
Witness

STATE OF VERMONT  
COUNTY OF CHITTENDEN

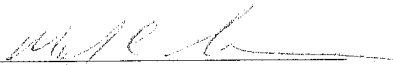
At Burlington, Vermont, in said County, this 22 day of April, 2021,  
Seth Leonard, duly authorized agent for **Vermont Housing Finance Agency**  
appeared and acknowledged this instrument, by him/her sealed and subscribed, to be his/her free  
act and deed and the free act and deed of **Vermont Housing Finance Agency**.

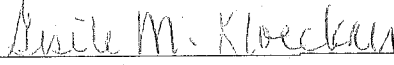
GEORGE N. DEMAS  
Notary Public, State of Vermont  
My Commission Number: 157.0000098  
My Commission Expires Jan. 31, 2023

\_\_\_\_\_  
Notary Public

My Commission Expires 1/31/2023

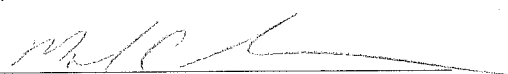
TD Bank, N.A.

  
Witness

By:   
Duly Authorized Agent

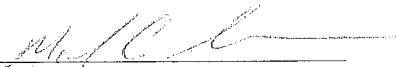
STATE OF VERMONT  
COUNTY OF CHITTENDEN

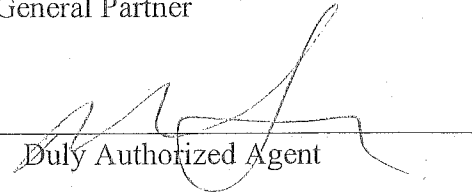
At Burlington, Vermont, in said County, this 27<sup>th</sup> day of April, 2021,  
C. C. Klockner, duly authorized agent for TD Bank, N.A. appeared and acknowledged this  
instrument, by him/her sealed and subscribed, to be his/her free act and deed and the free act and  
deed of TD Bank, N.A.

  
Notary Public  
My Commission Expires 1/31/2023

**Richmond Village Housing Limited  
Partnership**

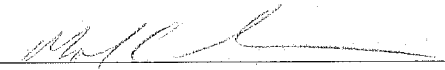
By: Lake Champlain Housing Ventures,  
Inc., General Partner

  
Witness

By:   
Duly Authorized Agent

STATE OF VERMONT  
COUNTY OF CHITTENDEN

At Burlington, Vermont, in said County, this 20<sup>th</sup> day of April, 2021,  
Carole Woodman, duly authorized agent for Lake Champlain Housing Ventures, Inc.  
General Partners of Richmond Village Housing Limited Partnership, appeared and  
acknowledged this instrument, by him/her sealed and subscribed, to be his/her free act and deed  
and the free act and deed of Lake Champlain Housing Ventures, Inc. and Richmond Village  
Housing Limited Partnership.

  
Notary Public  
My Commission Expires 1/31/2023

