

**FIRST AMENDMENT TO
CLOSING, ASSUMPTION AND PRIORITY AGREEMENT**

This First Amendment to Closing, Assumption and Priority Agreement (this “Amendment”) is entered into to be effective as of August 11, 2022 by and among **Firehouse Apartments Limited Partnership**, a Vermont limited partnership of Burlington, Vermont (the “Partnership”); **Vermont Housing and Conservation Board**, an instrumentality of the State of Vermont created pursuant to 10 V.S.A. § 311 having its principal office in Montpelier, Vermont (“VHCB”); **Vermont Housing Finance Agency**, a body politic and corporate created pursuant to 10 V.S.A. § 611 having its principal office in Burlington, Vermont (“VHFA”); **NBT Bank, National Association**, a New York corporation of Norwich, New York (“NBT”); **Housing Vermont**, a Vermont non-profit corporation of Burlington, Vermont (“Housing Vermont”); **Evernorth, Inc.**, a Maine non-profit corporation of Burlington, Vermont (“Evernorth”) and **Addison County Community Trust**, a Vermont non-profit corporation of Vergennes, Vermont (“ACCT”). In consideration of the premises and the agreements hereinafter set forth, the parties contract and agree as follows:

- A. The Partnership, VHCB, VHFA, NBT, Housing Vermont, Evernorth and ACCT executed a Closing, Assumption and Priority Agreement dated effective as of July 5, 2022 (the “Priority Agreement”) relating to the Partnership’s affordable housing development to be constructed at 45, 47, and 75 Firehouse Drive in Bristol, Vermont, which Priority Agreement has been recorded in the Town of Bristol land records at Book 174, Page 496. Capitalized terms used but not defined herein shall have the meaning set forth in the Priority Agreement.
- B. Effective as of August 11, 2022, VHCB and the Partnership increased the principal amount of the VHCB ARPA Loan from \$1,304,981 to \$1,454,981.
- C. The parties now wish to amend the Priority Agreement to reflect the increase in the VHCB ARPA Loan principal amount.

NOW, THEREFORE, the parties hereto agree as follows:

- 1. Effective as of the date of this Amendment, the principal amount of the VHCB ARPA Loan shall be \$1,454,981.
- 2. Except as expressly modified hereby, the Priority Agreement remains in full force and effect in accordance with its terms.

[Remainder of Page Intentionally Left Blank; Signature Pages Follow]



Barcode ID: 91678 Type: LAN
Recorded: 11/07/2022 at 12:15:00 PM
Fee Amt: \$105.00
Bristol, Vermont, Town Clerk's Office
Sharon Lucia - Town Clerk
Page 1 of 7


BK **176** PG **342-348**


Executed effective as of the date first set forth above.

FIREHOUSE APARTMENTS LIMITED PARTNERSHIP

ADDISON COUNTY COMMUNITY TRUST

By: Addison County Housing Group, LLC,
its co-general partner

By: 
Elise Shanbacker, Duly Authorized Agent

By: 
Elise Shanbacker, Executive Director


FIREHOUSE APARTMENTS LIMITED PARTNERSHIP

By: EN 2021, Inc., its co-general partner

By: _____
Kathy Beyer, Duly Authorized Agent

STATE OF VERMONT
Addison COUNTY, ss.

At Verdennes in said County and State this 1 November, 2022, Elise Shanbacker, Executive Director and duly authorized agent of Addison County Community Trust and duly authorized agent of Addison County Housing Group, LLC, the co-general partner of Firehouse Apartments Limited Partnership, personally appeared and acknowledged that her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was her free act and deed and the free acts and deeds of Addison County Community Trust, Addison County Housing Group, LLC and Firehouse Apartments Limited Partnership.

before me, 
Notary Public
My commission expires: 1/31/2023
Notary name: Maureen Redmond
Commission number: 157.0011957

STATE OF VERMONT
CHITTENDEN COUNTY, ss.

At Burlington in said County and State this _____, 2022, Kathy Beyer, duly authorized agent of EN 2021, Inc., the co-general partner of Firehouse Apartments Limited Partnership, personally appeared and acknowledged that her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was her free act and deed and the free acts and deeds of EN 2021, Inc. and Firehouse Apartments Limited Partnership.

before me, _____
Notary Public
My commission expires: 1/31/2023
Notary name:
Commission number:

**EVERNORTH AND HOUSING VERMONT
EXECUTION PAGE FOLLOWS**

Executed effective as of the date first set forth above.

EVERNORTH, INC.

HOUSING VERMONT

By: Kathy Beyer
Kathy Beyer, Senior Vice President

By: Kathy Beyer
Kathy Beyer, Duly Authorized Agent

STATE OF VERMONT
CHITTENDEN COUNTY, ss.

At Burlington in said County and State this October 4th, 2022, Kathy Beyer, Senior Vice President and authorized agent of Evernorth, Inc., personally appeared and acknowledged that her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was her free act and deed and the free act and deed of Evernorth, Inc.

before me, Matthew Ketcham
Notary Public
My commission expires: 1/31/2023
Notary name: Matthew Ketcham
Commission number:
157.0014222



STATE OF VERMONT
CHITTENDEN COUNTY, ss.

At Burlington in said County and State this October 4th, 2022, Kathy Beyer, duly authorized agent of Housing Vermont, personally appeared and acknowledged that her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was her free act and deed and the free act and deed of Housing Vermont.

before me, Matthew Ketcham
Notary Public
My commission expires: 1/31/2023
Notary name: Matthew Ketcham
Commission number:
157.0014222



**NBT BANK, NATIONAL ASSOCIATION
EXECUTION PAGE FOLLOWS**

Executed effective as of the date first set forth above.

NBT BANK, NATIONAL ASSOCIATION

By: Emily Cabral Haag
authorized signatory

STATE OF VERMONT
CHITTENDEN COUNTY, ss:

At Burlington in said County and State this October 19, 2022 Emily Cabral-Haag, authorized signatory of NBT Bank, National Association, personally appeared and acknowledged that his/her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was his/her free act and deed and the free act and deed of the NBT Bank, National Association.

before me, Kerri Wolyec
Notary Public

My commission expires: 1/31/2023

Commission number: 157,0006251

Notary Name: Kerri Wolyec

**VERMONT HOUSING FINANCE AGENCY
EXECUTION PAGE FOLLOWS**

Executed effective as of the date first set forth above.

VERMONT HOUSING FINANCE AGENCY

By: Maura Collins
authorized signatory

STATE OF VERMONT
CHITTENDEN COUNTY, ss:

At Burlington in said County and State this October 3, 2022 Maura Collins, authorized signatory of Vermont Housing Finance Agency, personally appeared and acknowledged that his/her execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was his/her free act and deed and the free act and deed of the Vermont Housing Finance Agency.

GEORGE N. DEMAS
Notary Public, State of Vermont
My Commission Number: 157.000098
My Commission Expires Jan. 31, 2023

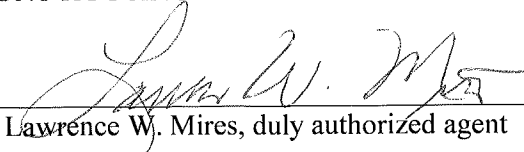
before me, [Signature]
Notary Public

My commission expires: 1/31/2023
Commission number: _____

**VERMONT HOUSING AND CONSERVATION BOARD
EXECUTION PAGE FOLLOWS**

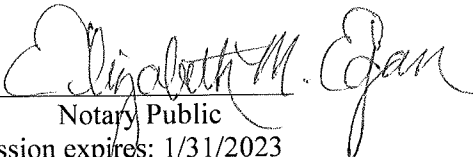
Executed effective as of the date first set forth above.

VERMONT HOUSING AND CONSERVATION BOARD

by: 
Lawrence W. Mires, duly authorized agent

STATE OF VERMONT
WASHINGTON COUNTY, ss.

At Montpelier in said County and State this 3rd day of October, 2022, Lawrence W. Mires, authorized agent of the Vermont Housing and Conservation Board personally appeared and acknowledged that his execution of the foregoing First Amendment to Closing, Assumption and Priority Agreement was his free act and deed and the free act and deed of the Vermont Housing and Conservation Board.

before me, 
Notary Public
My commission expires: 1/31/2023
Commission number 157.0002746
Notary Name: Elizabeth Egan