

**CONSENT TO MERGER
BETWEEN
ADDISON HOUSING LIMITED PARTNERSHIP AND
SMITH HOUSING LIMITED PARTNERSHIP**

The undersigned Town of Middlebury (the "Town"), is the holder of a Community Development Block Implementation Loan that was loaned to the Town by Smith Housing Limited Partnership (the "Smith Partnership") on November 1, 2001. The Loan Agreement and remaining security documents encumbers the Smith Partnership's real property located at 32 Seminary Street, 76 South Pleasant Street, 78 South Pleasant Street and 88 South Pleasant Street all in Middlebury, Vermont (the "Smith Property"). The Mortgage and Security Agreement is recorded in Book 185 at Page 180 of the Middlebury land records.

Addison Housing Limited Partnership is a Vermont limited partnership of Burlington, Vermont (the "Addison Partnership"). Smith Housing Limited Partnership is a Vermont limited partnership of Burlington, Vermont.

The town hereby consents to merger between the Addison Partnership and the Smith Partnership with the Addison Partnership being the surviving partnership.

The Addison Partnership will assume the obligations of the Smith Partnership pursuant to the merger agreement.

DATED _____, 2022.

TOWN OF MIDDLEBURY

by: _____
authorized agent