

CONSENT TO WITHDRAWAL
OF GENERAL PARTNER
(SMITH HOUSING LIMITED PARTNERSHIP)

The undersigned Town of Middlebury (the "Town"), a public instrumentality of the State of Vermont, is the holder of a Mortgage Deed that was granted to it by Smith Housing Limited Partnership (the "Partnership") on November 1, 2001. The Mortgage Deed encumbers the Partnership's real property located at 32 Seminary Street, 76, 78 and 88 South Pleasant Street in Middlebury, Vermont (collectively, the "Property"). The Mortgage Deed is recorded in Book 185 at Page 180 of the Middlebury land records.

The Partnership has requested that the Town consent to the withdrawal of one of the General Partners of the Partnership, Bristol Affordable Housing, Inc.

Now, therefore:

1. The Town hereby consents to the withdrawal of Bristol Affordable Housing, Inc. as one of the general partners of the Partnership, and to the assignment of its interest to H.V. 2001, Inc. as the sole general partner of the Partnership.

DATED _____, 2018.

TOWN OF MIDDLEBURY

by: _____
authorized signatory