

CONSENT TO ADMISSION  
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 admission of a new General Partner of the Partnership.

Now, therefore:

1. The Town hereby consents to the admission of Addison County Housing Group, LLC as a new general partner of the Partnership to join the existing general partner H.V. 2001, Inc.

DATED \_\_\_\_\_, 2018.

TOWN OF MIDDLEBURY

by: \_\_\_\_\_  
authorized signatory