

SEVENTH AMENDMENT TO LEGAL SERVICES AGREEMENT

THIS SEVENTH AMENDMENT to the Legal Services Agreement dated November 27, 2013, is made and entered into February 6, 2020 (the "Seventh Amendment"), between VENABLE LLP, having an office located at 1270 Avenue of the Americas, 25th Floor, New York, New York 10020 ("Contractor"), and the HOUSING TRUST FUND CORPORATION, having its principal office at 38-40 State Street, Albany, New York 12207 ("HTFC").

WITNESSETH:

WHEREAS, Contractor was a successful bidder pursuant to a request for proposals issued by the HTFC and its affiliates on August 24, 2012; and

WHEREAS, HTFC and Contractor entered into a Legal Services Agreement (the "Original Agreement") on November 27, 2013, pursuant to which Contractor provides certain legal services in support of HTFC's administration of the State of New York's Community Development Block Grant Disaster Recovery ("CDBG-DR") program; and

WHEREAS, HTFC and Contractor entered into a First Amendment to the Agreement on March 10, 2014 (together with the Original Agreement, the "Agreement") in order to ensure compliance with the statutes and regulations governing the CDBG-DR grants appropriated by the Disaster Relief Appropriations Act, 2013 (Pub.L. 113-2); and

WHEREAS, HTFC and Contractor entered into a Second Amendment to the Agreement on December 4, 2015 which increased the Total Fee to \$8,863,577.36 and extended the Term to November 27, 2016; and

WHEREAS, HTFC and Contractor entered into a Third Amendment to the Agreement on November 28, 2016 which extended the Term to November 27, 2017 with no increase in Agreement Amount; and

WHEREAS, HTFC and Contractor entered into a Fourth Amendment to the Agreement on January 3, 2018 which extended the Term to November 27, 2018 with no increase in Agreement Amount; and

WHEREAS, HTFC and Contractor entered into a Fifth Amendment to the Agreement on January 25, 2019 which extended the Term to November 26, 2019 with no increase in Agreement Amount; and

WHEREAS, HTFC and contractor entered into a Sixth Amendment to the Agreement on December 10, 2019 which extended the Term to January 28, 2020 and increased the Agreement Amount to \$9,363,577.36; and

WHEREAS, HTFC seeks to extend the Term through January 28, 2021 to allow Contractor to perform additional services; and

WHEREAS, HTFC/GOSR and Contractor desire to amend the Agreement by means of this Seventh Amendment in order to extend the Term to allow Contractor to perform additional legal services that are within the scope of services sought under the RFP and provided by Contractor under the Agreement;

NOW, THEREFORE, pursuant to and in consideration of the above, and other mutual covenants and obligations herein contained, it is

STIPULATED AND AGREED as follows:

1. The first sentence of Section 3 of the Agreement entitled "Termination" is hereby deleted in its entirety and replaced with the following:

"This Agreement shall commence as of the Effective Date and shall remain in full force and effect until January 28, 2021 unless terminated at will by HTFC upon thirty (30) days prior written notice".

2. All other terms and conditions, including appendices, attachments, exhibits, riders, prior Amendments and Letter Agreements to the Agreement are hereby continued in full force and effect as though set forth herein.

IN WITNESS WHEREOF, the parties executed this Seventh Amendment on the day and year first above written.

Venable LLP ^{MD}

By: [Redacted]
Name: Michael C. Davis
Title: Partner
Date: 2/5/20

Housing Trust Fund Corporation

By: [Redacted]
Name: Emily Thompson ^{Shin Kim}
Title: ~~Acting General Counsel,~~ ^{COB}
Governor's Office of Storm Recovery
Date: 2/6/2020