

THIRD AMENDMENT
TO
CONTRACT FOR SERVICES

THIS THIRD AMENDMENT to the Contract for Services dated April 14, 2015, is made and entered into April 18, 2018 (the "Third Amendment"), and made effective as of January 7, 2015 (the "Effective Date"), by and between HOLLAND & KNIGHT LLP, having an office located at 31 West 52nd Street, New York, New York 10019 (the "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 (the "RFP") issued by HTFC, the New York State Housing Finance Agency, State of New York Mortgage Agency, New York State Affordable Housing Corporation, State of New York Municipal Bond Bank Agency, and Tobacco Settlement Financing Corporation (and collectively, the "Agencies") on August 24, 2012; and

WHEREAS, HTFC and Contractor entered into a Contract for Services (the "Agreement") on April 14, 2015, and made effective January 7, 2015, pursuant to which the Contractor provides certain legal services in support of the Governor's Office of Storm Recovery's ("GOSR") administration of the State of New York's Community Development Block Grant-Disaster Recovery ("CDBG-DR") program; and

WHEREAS, pursuant to the CDBG-NDR Grant Program and Federal Register Notice (1 Fed. Reg. 5,936), entitled Notice of National Disaster Resilience Competition Grant Requirements, the State has received notice of an award of funds made available as part of the National Disaster Resiliency Competition ("CDBG-NDR"); and

WHEREAS, HTFC and Contractor entered into the First Amendment to the Agreement on March 22, 2016 which extended the Term to February 28, 2017; and

WHEREAS, HTFC and Contractor entered into the Second Amendment to the Agreement on July 5, 2017 which extended the Term to February 28, 2018 and established a Total Fee of \$1,238,136.48; and

WHEREAS, GOSR wishes to obtain additional services from Contractor that are within the scope of services sought under the RFP and provided by Contractor under the Agreement; and

WHEREAS, GOSR seeks such additional services in the amount of \$280,300.00 which increases the total compensation amount to \$1,518,436.48.; and

WHEREAS, \$280,300.00 of the additional services shall be CDBG-DR funds; and

WHEREAS, GOSR and Contractor desire to amend the Agreement by means of this Third Amendment in order to extend the period of performance to February 28, 2019 to allow Contractor to perform those additional services;

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 second paragraph of Section 1 entitled "General Obligations of the Contractor" is hereby supplemented with the following:

"Contractor agrees that in no event will HTFC pay the Contractor more than \$1,518,436.48 ("Total Fee") for Services under this Agreement."

2. The first sentence of Section 4 of the Agreement, entitled "Period of Agreement," is hereby deleted and replaced with the following: "This Agreement shall commence as of the Effective Date and shall terminate on February 28, 2019."
3. Exhibit B to the Agreement, entitled "Fee Schedule," is hereby deleted and replaced with a new Exhibit B attached hereto.
4. All other terms and conditions, including appendices, attachments, exhibits, riders 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 Third Amendment on the day and year first above written.

Holland & Knight LLP

Housing Trust Fund Corporation

By:

Name: *Katnleen M. Foley*
Title: *Partner*
Date: *April 13, 2018*

Name: *Daniel Greene*
Title: *General Counsel, Governor's
Office of Storm Recovery*
Date: *4/13/18*

EXHIBIT B
FEE SCHEDULE

HOLLAND & KNIGHT LLP

NAME/TITLE	HOURLY RATE
Anthony Freedman, Partner	
Kathleen M. Furey, Partner	
Kevin George, Senior Counsel	
Christina Fernandez, Associate	
Kristin M. Lippa, Paralegal	
Marigona Hasangjekaj, Legal Assistant	

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Doug Nevin, Special Counsel	
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DROHAN LEE LLP (MBE)

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Jae W. Lee, Partner	
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