**EXHIBIT [\_\_\_]**

**MODIFICATIONS TO MULTIFAMILY LOAN AND SECURITY AGREEMENT**

**(Sponsor-Dedicated Workforce Housing)**

The foregoing Loan Agreement is hereby modified as follows:

1. Capitalized terms used and not specifically defined herein have the meanings given to such terms in the Loan Agreement.
2. The term “**Sponsor-Dedicated Workforce Housing Restrictions**” has the meaning set forth in the Security Instrument.
3. Section 8.02(b)(2) (Items to Furnish to Lender) is hereby amended by adding the following provision to the end thereof:

[(\_\_)] a completed and executed certification in the form of the Supplemental Loan Agreement Certification (Sponsor-Dedicated Workforce Housing) (Form 6620.Supplemental.SDW) attaching:

(i) a rent schedule for the Mortgaged Property identifying all Rent Restricted Units and the monthly rent for each such unit;

(ii) a rent roll for the Mortgaged Property identifying every Rent Restricted Unit; and

(iii) if requested, (1) lease files for at least **[DRAFTING NOTE: LENDER TO INSERT; AT LEAST TWENTY-FIVE PERCENT (25%) FOR THE FIRST ANNUAL CERTIFICATION DELIVERED AFTER THE MORTGAGE LOAN ORIGINATION DATE.]** \_\_\_\_\_ percent (\_\_\_%) of all tenants using Rent Restricted Units for the first annual certification following the Effective Date, and (2) lease files for a percentage of all tenants using Rent Restricted Units as specified by Lender for each annual certification thereafter.

1. Section 14.01(c) (Defaults/Remedies – Events of Default – Events of Default Subject to Extended Cure Period) of the Loan Agreement is hereby amended by adding the following provision to the end thereof:

([\_\_]) any failure by Borrower to comply with the Sponsor-Dedicated Workforce Housing Restrictions.

**[Remainder of Page Intentionally Blank]**