

**EIGHTH AMENDMENT TO
COMMITMENT TO PURCHASE FINANCIAL INSTRUMENT
and
HFA PARTICIPATION AGREEMENT**

This Eighth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Eighth Amendment”) is entered into as of the date set forth on Schedule A attached hereto as the Eighth Amendment Date (the “Amendment Date”), by and among the United States Department of the Treasury (“Treasury”), the undersigned party designated as HFA whose description is set forth in Schedule A attached hereto (for convenience, a “state housing finance agency” or “HFA”) and the undersigned institution designated by HFA to participate in the program described below (“Eligible Entity”).

Recitals

WHEREAS, Treasury, HFA and Eligible Entity entered into that certain Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Original HPA”) dated as of the Closing Date, as previously amended by that certain First Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “First Amendment”), as further amended by that certain Second Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Second Amendment”), as further amended by that certain Third Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Third Amendment”), as further amended by that certain Fourth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Fourth Amendment”), as further amended by that certain Fifth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Fifth Amendment”), as further amended by that certain Sixth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Sixth Amendment”) and as further amended by that certain Seventh Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement (the “Seventh Amendment”; and together with the Original HPA as amended thereby and by the First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment and Sixth Amendment, the “Current HPA”), dated as of their respective dates as set forth on Schedule A attached hereto, in connection with Treasury’s federal housing program entitled the Housing Finance Agency Innovation Fund for the Hardest Hit Housing Markets (the “HHF Program”), which was established pursuant to the Emergency Economic Stabilization Act of 2008 (P.L. 110-343), as amended, as the same may be amended from time to time (“EESA”);

WHEREAS, HFA and Eligible Entity submitted a request to Treasury to make certain revisions to their Service Schedules and Permitted Expenses, as applicable, and Treasury has agreed to the same;

WHEREAS, HFA, Eligible Entity and Treasury wish to enter into this Eighth Amendment to document all approved modifications to the Service Schedules and Permitted Expenses, as applicable;

Accordingly, in consideration of the representations, warranties, and mutual agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Treasury, HFA and Eligible Entity agree as follows.

Agreement

1. Amendments

- A. Definitions. All references in the Current HPA to the “Agreement” shall mean the Current HPA, as further amended by this Eighth Amendment; and all references in the Current HPA to Schedules A, B or C shall mean the Schedules A, B or C attached to this Eighth Amendment. All references herein to the “HPA” shall mean the Current HPA, as further amended by this Eighth Amendment.
- B. Schedule A. Schedule A attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule A attached to this Eighth Amendment.
- C. Schedule B. Schedule B attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule B attached to this Eighth Amendment.
- D. Schedule C. Schedule C attached to the Current HPA is hereby deleted in its entirety and replaced with Schedule C attached to this Eighth Amendment.

2. Representations, Warranties and Covenants

A. HFA and Eligible Entity. HFA and Eligible Entity, each for itself, make the following representations, warranties and covenants to Treasury and the truth and accuracy of such representations and warranties and compliance with and performance of such covenants are continuing obligations of HFA and Eligible Entity, each as to itself. In the event that any of the representations or warranties made herein cease to be true and correct or HFA or Eligible Entity breaches any of its covenants made herein, HFA or Eligible Entity, as the case may be, agrees to notify Treasury immediately and the same shall constitute an Event of Default under the HPA.

(1) HFA and Eligible Entity each hereby certifies, represents and warrants as of the date hereof that each of the representations and warranties of HFA or Eligible Entity, as applicable, contained in the HPA are true, correct, accurate and complete in all material respects as of the date hereof. All covenants of HFA or Eligible Entity, as applicable, contained in the HPA shall remain in full force and effect and neither HFA, nor Eligible Entity is in breach of any such covenant.

(2) Eligible Entity has the full corporate power and authority to enter into, execute, and deliver this Eighth Amendment and any other closing documentation delivered to Treasury in connection with this Eighth Amendment, and to perform its obligations hereunder and thereunder.

(3) HFA has the full legal power and authority to enter into, execute, and deliver this Eighth Amendment and any other closing documentation delivered to Treasury in

connection with this Eighth Amendment, and to perform its obligations hereunder and thereunder.

3. Miscellaneous

A. The recitals set forth at the beginning of this Eighth Amendment are true and accurate and are incorporated herein by this reference.

B. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the HPA.

C. Any provision of the HPA that is determined to be prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of the HPA, and no such prohibition or unenforceability in any jurisdiction shall invalidate such provision in any other jurisdiction.

A. This Eighth Amendment may be executed in two or more counterparts (and by different parties on separate counterparts), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile or electronic copies of this Eighth Amendment shall be treated as originals for all purposes.

[SIGNATURE PAGE FOLLOWS; REMAINDER OF PAGE
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In Witness Whereof, HFA, Eligible Entity and Treasury by their duly authorized officials hereby execute and deliver this Eighth Amendment to Commitment to Purchase Financial Instrument and HFA Participation Agreement as of the Amendment Date.

HFA:

NORTH CAROLINA HOUSING FINANCE
AGENCY

By: /s/ Robert Kucab
Name: Robert Kucab
Title: Executive Director

TREASURY:

UNITED STATES DEPARTMENT OF THE
TREASURY

By: _____
Name: Mark McArdle
Title: Chief Homeownership
Preservation Officer

ELIGIBLE ENTITY:

NORTH CAROLINA HOUSING FINANCE
AGENCY

By: /s/ Robert Kucab
Name: Robert Kucab
Title: Executive Director

EXHIBITS AND SCHEDULES

Schedule A	Basic Information
Schedule B	Service Schedules
Schedule C	Permitted Expenses

SCHEDULE A
BASIC INFORMATION

Eligible Entity Information:

Name of the Eligible Entity:	North Carolina Housing Finance Agency ¹
Corporate or other organizational form:	a body politic and corporate under the laws of the State of North Carolina pursuant to N. C. G. S. Chapter 122A
Jurisdiction of organization:	North Carolina
Notice Information:	

With a copy to:

HFA Information:

Name of HFA:	North Carolina Housing Finance Agency ¹
Organizational form:	a body politic and corporate under the laws of the State of North Carolina pursuant to N. C. G. S. Chapter 122A
Date of Application:	June 1, 2010
Date of Action Plan:	September 1, 2010
Notice Information:	Same as notice information for Eligible Entity.

<u>Program Participation Cap:</u>	\$482,781,786.00
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Portion of Program Participation Cap <u>Representing Original HHF Funds:</u>	\$159,000,000.00
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Portion of Program Participation Cap <u>Representing Unemployment HHF Funds:</u>	\$120,874,221.00
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¹ References in the Agreement to the term “HFA” shall mean the North Carolina Housing Finance Agency (“NCHFA”) in its capacity as HFA as such term is used in the Agreement; and references in the Agreement to the term “Eligible Entity” shall mean NCHFA, in its capacity as Eligible Entity as such term is used in the Agreement.

<u>Permitted Expenses:</u>	\$62,200,000.00
<u>Closing Date:</u>	August 3, 2010
<u>First Amendment Date:</u>	September 23, 2010
<u>Second Amendment Date:</u>	September 29, 2010
<u>Third Amendment Date:</u>	December 16, 2010
<u>Fourth Amendment Date:</u>	May 25, 2011
<u>Fifth Amendment Date:</u>	January 25, 2012
<u>Sixth Amendment Date:</u>	August 9, 2013
<u>Seventh Amendment Date:</u>	December 12, 2013
<u>Eighth Amendment Date:</u>	June 25, 2015
<u>Eligible Entity Depository Account Information:</u>	See account information set forth in the Depository Account Control Agreement between Treasury and Eligible Entity regarding the HHF Program.

SCHEDULE B

SERVICE SCHEDULES

The Service Schedules attached as Schedule B to the Current HPA are hereby deleted in their entirety and replaced with the attached Service Schedules (numbered sequentially as Service Schedule B-1, Service Schedule B-2, et. seq.), which collectively comprise Schedule B to the HPA.

SERVICE SCHEDULE B-1

North Carolina Housing Finance Agency's Mortgage Payment Program (MPP-1) Summary Guidelines

1. Program Overview	<p>Because unemployed homeowners are not eligible for most loss mitigation programs, NCHFA proposes to use a majority of our HFA Hardest Hit Funds (HHF) to create the Mortgage Payment Program (MPP-1).</p> <p>This program will provide loans to unemployed homeowners and others who, through no fault of their own, are financially unable to make their mortgage payments and are in danger of losing their homes to foreclosure.</p> <p>Loan proceeds will be used to pay mortgage and mortgage-related expenses (i.e. property taxes, homeowner insurance, homeowner dues) for eligible homeowners.</p>
2. Program Goals	<p>To assist 5,410 homeowners. The following types of assistance will be provided:</p> <p><u>Job Search or Short-term Assistance</u> To help homeowners while they look for a new job or have experienced a temporary reduction in income.</p> <p><u>Job Training or Long-term Assistance</u> To help homeowners while they complete a job training/education program to help secure a new job including veterans who are honorably or medically discharged from the military.</p> <p><u>Reinstatement Only or One-time Assistance</u> To help homeowners who can resume future payments but need help to bring their mortgage current.</p>
3. Target Population/ Areas	<p>Homeowners who are unemployed, underemployed, suffered another temporary hardship, and/or are able to resume future payments but need help bringing their mortgage current.</p> <p>This Program will be available in all North Carolina counties.</p>
4. Program Allocation (Excluding Administrative	\$108,200,000.00

Expenses)	
5. Borrower Eligibility Criteria	<p>Homeowners who are unemployed, underemployed, or have suffered another eligible temporary hardship, who, through no fault of their own, are unable to make their mortgage payments and are at risk of a foreclosure. Homeowners will be required to provide a financial hardship affidavit with appropriate documentation on the cause of their hardship, per program guidelines.</p> <p>Homeowners who are delinquent because of a prior job loss or other program eligible hardship but who can resume future payments without additional assistance.</p> <p>Satisfactory mortgage payment history.</p> <p>All principal, interest, taxes, homeowner insurance, mortgage insurance, homeowner association dues, and the cost of utilities > 25% of household income after job loss/loss of income.</p> <p>Borrowers must meet program underwriting criteria.</p> <p>Eligibility for program assistance will be determined primarily by participating foreclosure prevention partners.</p> <p>Funds will be allocated on a first come/first ready, first served basis.</p>
6. Property/Loan Eligibility Criteria	<p>Existing single-family homes, duplexes or condominiums (attached or detached) including manufactured homes on foundations permanently affixed to real estate owned by the borrower.</p> <p>North Carolina owner-occupied, primary residences only.</p>
7. Program Exclusions	<p>Total Unpaid Principal Balances > \$300,000.</p> <p>Manufactured homes not considered real property.</p> <p>Non-legal U.S. resident.</p>
8. Structure of Assistance	<p>10 year, 0% interest, non-recourse, deferred-payment forgivable subordinate loan. A forgiveness clause will reduce the loan amount by 20% a year for every year the borrower stays in the home after five years. At the end of the 10 years, the note will be considered satisfied, and NCHFA will release the lien securing the note.</p>

	<p>All or a portion of the unforgiven loan funds are due and payable to NCHFA if home is sold, refinanced or no longer owner occupied (unless otherwise prohibited under applicable federal law). Loans are repayable only from proceeds to the borrower from a sale or refinance. If the property is sold or refinanced and has not increased in equity to the degree necessary to repay the loan, all or a portion of the loan remaining unpaid after the proceeds are applied will be forgiven.</p> <p>NCHFA will agree to subordinate the MPP-1 Loan for borrowers who refinance their mortgage(s) to receive more favorable loan terms. If a borrower refinances their loan to consolidate debt or receives cash out, the borrower would be required to repay the MPP-1 Loan according to the loan terms.</p> <p>All deferred, subordinate mortgages will be evidenced by a promissory note and secured by a deed of trust on the property.</p> <p>Any funds returned according to established program guidelines will be recaptured and used to assist additional homeowners through December 31, 2017. After December 31, 2017, the funds will be returned to Treasury.</p>
<p>9. Per Household Assistance</p>	<p>The average loan amount will be \$20,000 per borrower.</p> <p>Effective for all loans closed after January 31, 2012: Maximum assistance up to \$36,000 and not to exceed 36 months per household.</p>
<p>10. Duration of Assistance</p>	<p>Effective for all loans closed after January 31, 2012: Up to 36 months for those in job training/education program. Up to 18 months for those in a job search.</p>
<p>11. Estimated Number of Participating Households</p>	<p>5,410 homeowners over the next 3 years.</p> <p>Estimated number served based on average loan amount of \$20,000 per homeowner.</p>
<p>12. Program Inception/ Duration</p>	<p>Program began October 18, 2010. Recaptured funds may be recycled and used in the program until December 31, 2017.</p>
<p>13. Program Interactions with Other Programs (e.g. other HFA)</p>	<p>Borrowers can access more than one of our HHF programs, if needed and appropriate. For example, a borrower can receive MPP-1 assistance while they look for a new job and then</p>

<p>programs)</p>	<p>receive Second Mortgage Refinance Program or Modification Enabling Pilot Program assistance once they can resume future payments without additional assistance. Homeowners who continue to struggle with unaffordable mortgage payments may be eligible to participate in the Principal Reduction Recast/Lien Extinguishment for Unaffordable Mortgages Program.</p> <p>Maximum total assistance amount per household is \$75,000 if participating in multiple HHF programs.</p>
<p>14. Program Interactions with HAMP</p>	<p>The MPP-1 would help borrowers who need more than the 3-6 months of assistance available through the new Home Affordable Unemployment Program (UP), which began August 1, 2010.</p> <p>Borrowers who are eligible for MPP-1 would not be required to participate in UP prior to receiving assistance with MPP-1.</p> <p>In addition, MPP-1 would also help borrowers who don't qualify for assistance under the new UP because they are more than 3 months behind in mortgage payments and/or they are not currently receiving unemployment (i.e., self-employed homeowners).</p> <p>Finally, borrowers can receive HAMP assistance prior to or after receiving Hardest Hit Fund assistance. For example, a borrower may receive UP assistance for 3-6 months and then receive MPP-1 assistance for several more months, if needed.</p> <p>MPP-1 assistance will not be available to a borrower who is in a trial loan modification. MPP-1 assistance may be available to a borrower who has received a permanent loan modification if the borrower has a need.</p> <p>Once MPP-1 assistance has ended, a borrower may be eligible to receive a loan modification from HAMP, if needed and eligible.</p>
<p>15. Program Leverage with Other Financial Resources</p>	<p>None</p>

SERVICE SCHEDULE B-2

North Carolina Housing Finance Agency's Mortgage Payment Program (MPP-2) Summary Guidelines

1. Program Overview	<p>The North Carolina Housing Finance Agency (NCHFA) Mortgage Payment Program (MPP-2) will provide loans to unemployed or substantially underemployed homeowners who, through no fault of their own, are financially unable to make their mortgage payments and are in danger of losing their homes to foreclosure.</p> <p>Loan proceeds will be used to pay all mortgage and mortgage-related expenses (i.e. property taxes, homeowner insurance, mortgage insurance and homeowner association dues), including subordinate mortgage loans, until the homeowner secures employment or completes training for a new career.</p>
2. Program Goals	<p>To assist 14,100 homeowners. The following types of assistance will be provided:</p> <p><u>Job Search or Short-term Assistance</u> To help homeowners while they look for a new job.</p> <p><u>Job Training or Long-term Assistance</u> To help homeowners while they complete a job training/education program to help secure a new job.</p> <p><u>Reinstatement Only or One-time Assistance</u> To help homeowners who have found a new job but need help to bring their mortgage current due to arrearages accumulated during a period of unemployment.</p>
3. Target Population/Areas	<p>Homeowners who are unemployed, or substantially underemployed, and/or reemployed but need help bringing their mortgage current.</p> <p>This Program will be available in all North Carolina counties.</p>
4. Program Allocation (Excluding Administrative Expenses)	\$282,381,786.00
5. Borrower Eligibility Criteria	Unemployed or substantially underemployed homeowners who, through no fault of their own, are unable to make their mortgage

	<p>payments and are at risk of a foreclosure. Homeowners will be required to provide a financial hardship affidavit with appropriate documentation of unemployment, per program guidelines.</p> <p>Homeowners who are delinquent due to arrearages accumulated during a period of unemployment but who can resume future payments without additional assistance.</p> <p>Satisfactory mortgage payment history.</p> <p>All principal, interest, taxes, homeowner insurance, mortgage insurance, homeowner association dues, and the cost of utilities > 25% of household income after job loss/loss of income.</p> <p>Borrowers must meet program underwriting criteria. Eligibility for program assistance will be determined primarily by participating foreclosure prevention partners.</p> <p>Funds will be allocated on a first come/first ready, first served basis.</p>
<p>6. Property/Loan Eligibility Criteria</p>	<p>Existing single-family homes, duplexes or condominiums (attached or detached) including manufactured homes on foundations permanently affixed to real estate owned by the borrower.</p> <p>North Carolina owner-occupied, primary residences only.</p>
<p>7. Program Exclusions</p>	<p>Total Unpaid Principal Balances > \$300,000.</p> <p>Manufactured homes not considered real property.</p> <p>Non-legal U.S. resident.</p>
<p>8. Structure of Assistance</p>	<p>10 year, 0% interest, non-recourse, deferred-payment, forgivable, subordinate loan. A forgiveness clause will reduce the loan amount by 20% a year for every year the borrower stays in the home after five years. At the end of the 10 years, the note will be considered satisfied, and NCHFA will release the lien securing the note.</p> <p>All or a portion of the unforgiven loan funds are due and payable to NCHFA if home is sold, refinanced or no longer owner-occupied (unless otherwise prohibited under applicable federal law). Loans are repayable only from proceeds to the</p>

	<p>borrower from a sale or refinance. If the property is sold or refinanced and has not increased in equity to the degree necessary to fully repay the loan , all or the excess portion of the loan remaining after the proceeds are applied will be forgiven.</p> <p>NCHFAs will agree to subordinate the MPP-2 Loan for borrowers who refinance their mortgage(s) to receive more favorable loan terms. If a borrower refinances their loan to consolidate debt or receives cash out, the borrower would be required to repay the MPP-2 Loan according to the loan terms.</p> <p>All deferred, subordinate mortgages will be evidenced by a promissory note and secured by a deed of trust on the property.</p> <p>Any funds returned according to established program guidelines will be recaptured and used to assist additional homeowners through December 31, 2017. After December 31, 2017, all remaining and recaptured funds will be returned to Treasury.</p>
9. Per Household Assistance	<p>The average loan amount is expected to be \$20,000 per borrower.</p> <p>Effective for all loans closed after January 31, 2012: Maximum assistance up to \$36,000 and not to exceed 36 months per household.</p>
10. Duration of Assistance	<p>Effective for all loans closed after January 31, 2012: Up to 36 months for those in job training/education program. Up to 18 months for those in a job search.</p>
11. Estimated Number of Participating Households	<p>14,100 homeowners. Estimated number served based on average loan amount of \$20,000 per homeowner.</p>
12. Program Inception/Duration	<p>Program began November 7, 2011. Recaptured funds may be recycled and used in the program until December 31, 2017.</p>
13. Program Interaction with Other HFA Programs	<p>Borrowers can access more than one of our HHF programs, if needed and appropriate. For example, a borrower can receive MPP-2 assistance while they look for a new job and then receive Second Mortgage Refinance Program or Modification Enabling Pilot Program assistance once they secure a new job. Homeowners who continue to struggle with unaffordable mortgage payments may be eligible to participate in the Principal Reduction Recast/Lien Extinguishment for Unaffordable Mortgages Program.</p>

	<p>Maximum total assistance amount per household is \$75,000 if participating in multiple HHF programs.</p>
<p>14. Program Interaction with HAMP</p>	<p>The MPP-2 would help borrowers who need more than the 3-6 months of assistance available through the new Home Affordable Unemployment Program (UP), which began in August, 2010.</p> <p>Borrowers who are eligible for MPP-2 would not be required to participate in UP prior to receiving assistance with MPP-2.</p> <p>In addition, MPP-2 would also help borrowers who don't qualify for assistance under the new UP because they are more than 3 months behind in mortgage payments and/or they are not currently receiving unemployment (i.e. self-employed homeowners).</p> <p>Finally, borrowers can receive HAMP assistance prior to or after receiving Hardest Hit Fund assistance. For example, a borrower may receive UP assistance for 3-6 months and then receive MPP-2 assistance for several more months, if needed.</p> <p>MPP-2 assistance will not be available to a borrower who is in a trial loan modification. MPP-2 assistance may be available to a borrower who has received a permanent loan modification if the borrower has a need.</p> <p>Once MPP-2 assistance has ended, a borrower may be eligible to receive a loan modification from HAMP, if needed and eligible.</p>
<p>15. Program Leverage with Other Financial Resources</p>	<p>None</p>

SERVICE SCHEDULE B-3

North Carolina Housing Finance Agency's Second Mortgage Refinance Program (SMRP) Summary Guidelines

1. Program Overview	<p>Government officials have estimated about 50% of troubled borrowers have a second mortgage. Homeowners are frequently unable to make their second mortgage payment and are in danger of losing their homes to foreclosure.</p> <p>The Second Mortgage Refinance Program (SMRP) will benefit homeowners with second mortgages who, through no fault of their own, are financially unable to make their mortgage payment because of a prior job loss, reduced income, or other program-eligible hardship.</p> <p>This program will provide a more affordable housing expense by refinancing the second mortgage to a 0%-interest, non-recourse, deferred-payment subordinate loan.</p>
2. Program Goals	<p>To assist 400 homeowners facing foreclosure in all 100 North Carolina counties.</p> <p>The goal of this program is to extinguish the existing second mortgage and replace it with a 0%-interest, non-recourse, deferred-payment subordinate loan. This will reduce the borrower's monthly mortgage payment and in some instances may expedite movement of a qualified applicant into a HAMP first mortgage modification process.</p>
3. Target Population/ Areas	<p>Our target population will be homeowners facing foreclosure in all 100 North Carolina counties who have a 1st and 2nd mortgage whereby the total mortgage payment is causing the home to be unaffordable under program guidelines.</p>
4. Program Allocation (Excluding Administrative Expenses)	<p>\$10,000,000.00</p>
5. Borrower Eligibility Criteria	<p>Eligible homeowners must be those facing foreclosure due to recent unemployment, loss of income, reduction in income, or other demonstrated financial hardships. Homeowners will be required to provide a financial hardship affidavit with appropriate documentation on the cause of the hardship.</p>

	<p>Satisfactory mortgage payment history.</p> <p>All principal, interest, taxes, homeowner insurance, mortgage insurance, homeowner association dues, and the cost of utilities > 25% of household income after job loss/loss of income.</p> <p>Extinguishment of second loan with SMRP will only occur if the first mortgage loan is current.</p> <p>Borrowers must meet program underwriting criteria.</p> <p>Funds will be allocated on a first come/first ready, first served basis.</p>
6. Property/Loan Eligibility Criteria	<p>Existing single-family homes, duplexes or condominiums (attached or detached) including manufactured homes on foundations permanently affixed to real estate owned by the borrower.</p> <p>North Carolina owner-occupied, primary residences only.</p>
7. Program Exclusions	<p>Total Unpaid Principal Balances > \$300,000.</p> <p>Manufactured homes not considered real property.</p> <p>Second Mortgage Refinance will not be available to a homeowner that is eligible or participating in 2MP.</p> <p>Non-legal U.S. resident.</p>
8. Structure of Assistance	<p>30 year, 0%-interest, non-recourse, deferred-payment subordinate loan.</p> <p>All loan funds are due and payable to NCHFA if home is sold, refinanced or no longer owner-occupied (unless otherwise prohibited under applicable federal law). Loans are repayable only from proceeds to the borrower from a sale or refinance. If the property is sold or refinanced and has not increased in equity to the degree necessary to repay the loan, all or a portion of the loan remaining unpaid after the proceeds are applied will be forgiven.</p> <p>NCHFA will agree to subordinate the SMRP Loan for borrowers who refinance their mortgage(s) to receive more favorable loan terms. If a borrower receives cash out with a refinance, the borrower would be required to repay the SMRP</p>

	<p>Loan according to the loan terms.</p> <p>All deferred subordinate mortgages will be evidenced by a promissory note and secured by a deed of trust on the property.</p> <p>Any funds returned according to established program guidelines will be recaptured and used to assist additional homeowners through December 31, 2017. After December 31, 2017, the funds will be returned to Treasury.</p>
9. Per Household Assistance	<p>Under this program, eligible borrowers may receive up to \$50,000 plus all related fees as a subordinate loan.</p> <p>If \$50,000 is insufficient to extinguish the second mortgage, the Agency will only offer these funds if the second lien holder is willing to take the amount supplied to extinguish the debt without a deficiency judgment.</p> <p>The average loan amount is expected to be \$25,000 per borrower.</p>
10. Duration of Assistance	Assistance under SMRP is a one-time payment.
11. Estimated Number of Participating Households	400 homeowners.
12. Program Inception/ Duration	The program began June 6, 2011. Recaptured funds may be recycled and used in the program until December 31, 2017.
13. Program Interactions with Other Programs (e.g. other HFA programs)	<p>Homeowners who participate in the Mortgage Payment Program (MPP) may be eligible to participate in SMRP if the borrower has the ability to resume first mortgage payment yet second mortgage payment remains unaffordable. Eligible delinquent borrowers will be brought current with MPP One-Time Reinstatement if necessary and then are eligible for SMRP. Homeowners struggling with unaffordable mortgage payments may be eligible to participate in the Principal Reduction Recast/Lien Extinguishment for Unaffordable Mortgages Program and SMRP program to achieve an affordable mortgage payment.</p> <p>Maximum total assistance amount per household is \$75,000 if participating in multiple HHF programs.</p>
14. Program Interactions with HAMP	Extinguishing the second mortgage may expedite movement of qualified applicants into a HAMP first modification process.

15. Program Leverage with Other Financial Resources	If \$50,000 is insufficient to extinguish the second mortgage, the Agency will only offer these funds if the second lien holder is willing to take the amount supplied to extinguish the debt without a deficiency judgment.
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SERVICE SCHEDULE B-4

**North Carolina Housing Finance Agency's
Modification Enabling Pilot Program (MEP)
Summary Guidelines**

1. Program Overview	<p>The Modification Enabling Pilot Program (“MEP”) is being administered by the North Carolina Housing Finance Agency (“NCHFA”) in partnership with National Community Capital II LLC (“NCC”). Funding under this Pilot Program is designed to provide directed assistance to eligible borrowers under the NCC ReStart Program with the intent to permanently modify and reduce the borrower’s loan amount to an affordable level to achieve a monthly total housing payment that does not exceed 35% of the borrower’s monthly income. Borrowers meeting the eligibility requirements described in Section 5 below may be eligible for MEP assistance through the NCC ReStart Program.</p> <p>Eligible loan pools under this MEP Pilot Program include loans in North Carolina sold under the Department of Housing and Urban Development’s (“HUD”) Distressed Asset Stabilization Program (“DASP”) and other loan sales that are purchased by NCC.</p> <p>The NCHFA agreement with the NCC ReStart Program will be used to enable and facilitate permanent modifications by advancing a forgivable loan to eligible borrowers in an amount not to exceed \$36,000 to enable a loan modification to occur immediately. MEP funding may not be used to reduce the principal balance of an eligible borrower’s mortgage loan below 100% of the current market value of the property. However, the NCC ReStart Program may reduce the principal amount of an eligible borrower’s mortgage loan below 100% of the property’s current market value to achieve a permanently modified mortgage loan as long as it uses its own capital and not MEP funding. As the funding formula for the maximum amount MEP assistance expressly states a floor of 100% of the property’s current market value the MEP assures that its assistance is limited to funding principal reduction for eligible borrowers only down to 100% of the property’s current market value.</p> <p>Consistent with the terms of MEP, the NCC ReStart Program may permanently modify and reduce the existing first mortgage loan to an amount whose net present value does not exceed the lesser of:</p> <ul style="list-style-type: none">• A loan amount equal to 100% of the current market value of the property; or• A loan amount with a net present value (using a 30 year amortization at an interest rate equal to 300 basis points above the 30 year FHA rate as quoted by Wells Fargo Mortgage) that
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	<p>results in a monthly total housing payment that does not exceed 35% of the borrowers adjusted gross monthly income.</p> <p>In order to make the mortgage payments affordable to the borrower, the MEP forgivable second mortgage loan will be made to eligible borrowers for up to \$36,000 to fund a modification of the mortgage loan amount to an amount equal to 100% of the current market value (or as close to 100% of the current market value as the \$36,000 in MEP assistance will permit and as long as the reduced mortgage loan amount results in a total housing payment not greater than 35% of the borrower’s adjusted gross monthly income).</p> <p>There is a required dollar-for-dollar private capital match under the NCC Restart Program. As a result of this private capital match, the final amount of MEP assistance will be determined by subtracting the Current Market Value of the property from borrower’s Unpaid Principal Balance (UPB) times 50% or \$36,000, whichever is less.</p> <p>The structure of the MEP assistance is described in Section 8.</p>
2. Program Goals	<p>The central goal of MEP is to help homeowners avoid foreclosure by permanently modifying a borrower’s primary mortgage to achieve a monthly total housing payment that does not exceed 35% of the borrower’s adjusted gross monthly income.</p>
3. Target Population/Areas	<p>The targeted populations are households whose loans NCC is able to acquire under the HUD DASP.</p>
4. Program Allocation (Excluding Administrative Expenses)	<p><u>\$5,000,000.00</u></p>
5. Borrower Eligibility Criteria	<p>Eligible Borrowers under MEP must meet the following criteria:</p> <ul style="list-style-type: none"> • Must be a legal U.S. Citizen or lawful permanent resident • Demonstrate an ability to maintain a financial obligation for the home based upon an affordable mortgage with a total monthly housing payment equal to or less than 35% of their gross monthly income. • Must meet the LTV requirements described in this Section. <p>Borrowers with current UPBs equal to or greater than 105% of the property’s current market value are eligible for MEP assistance if they meet one of the following financial hardships and provide a financial hardship affidavit. Eligible financial hardships include reduced income</p>

	<p>due to:</p> <ul style="list-style-type: none"> • Changes in employment • Medical condition(s) • Divorce • Death <p>Borrowers who are unable to document any of these financial hardships may be eligible for MEP assistance if their current UPB is equal to or greater than 125% of the property's current market value.</p>
<p>6. Property/Loan Eligibility Criteria</p>	<ul style="list-style-type: none"> • Property must be the borrowers principal residence, located in North Carolina and may not be abandoned, vacant or condemned. • The property must be a single family home, duplex, a condominium, a townhome, a manufactured or mobile home on foundation permanently affixed to real estate owned by the mortgagor, or a 2-4 family dwelling unit of which one unit is occupied by the mortgagor as their principal residence that is owner-occupied with a UPB equal to or less than \$300,000. • Mortgage must be a distressed loan with a UPB that equals or exceeds the required percentages described in Section 5 above. Market value will be established by a FIRREA-compliant appraisal completed by an appraiser licensed and in good standing under the North Carolina statutes for NCC at the time the appraisal is performed.
<p>7. Program Exclusions</p>	<p>Borrowers whose current loan-to-value is less than 105% of the property's current market value.</p> <p>Borrowers who are in an active Chapter 7 bankruptcy.</p>
<p>8. Structure of Assistance</p>	<p>10 year, 0% interest, non-recourse, deferred-payment forgivable subordinate loan. A forgiveness clause will reduce the loan amount by 20% a year for every year the borrower stays in the home after five years. At the end of the 10 years the note will be considered satisfied and NCHFA will release the lien securing the note.</p> <p>All or a portion of the unforgiven loan funds are due and payable to NCHFA if home is sold, refinanced or no longer owner occupied (unless otherwise prohibited under applicable federal law). Loans are repayable only from proceeds to the borrower from a sale or refinance. If the property is sold or refinanced and has not increased in equity to the degree necessary to repay the loan, all or a portion of the loan remaining unpaid after the proceeds are applied will be forgiven.</p> <p>All deferred subordinate mortgages will be evidenced by a promissory note and secured by a deed of trust on the property.</p>

	Any funds returned according to established program guidelines will be recaptured and used to assist additional homeowners through December 31, 2017. After December 31, 2017 the funds will be returned to Treasury.
9. Per Household Assistance	Under this program, eligible borrowers may receive up to \$36,000. The estimated Median Amount of Assistance is \$18,500.
10. Duration of Assistance	Assistance under MEP is a one-time payment on behalf of qualified applicants of NCC ReStart Program.
11. Estimated Number of Participating Households	It is anticipated that the MEP will assist a minimum of 270 households in avoiding imminent foreclosures.
12. Program Inception/Duration	The program will be available approximately in January 2014 and is anticipated to run for a two-year period of time. Recaptured funds may be recycled and used in the program until December 31, 2017.
13. Program Interactions with Other Programs (e.g. other HFA programs)	<p>MEP will interact with NCHFA's MPP-1, MPP-2, and SMRP in the following manner. At the time NCC assesses the borrower for eligibility under MEP, if it finds that the borrower is not eligible for MEP it will then assess whether the borrower is eligible for MPP-1, MPP-2 and/or SMRP assistance. If the borrower is eligible for MPP-1, MPP-2 and/or SMRP, the application and approval process will be completed in the manner prescribed by NCHFA.</p> <p>Homeowners who have participated in the Mortgage Payment Programs may be eligible to participate in MEP if the borrower has become reemployed or secured other source(s) of fixed income and has demonstrated a qualifying hardship.</p> <p>Maximum total assistance amount per household is \$75,000 if participating in multiple HFA programs.</p>
14. Program Interactions with HAMP	None.
15. Program Leverage with Other Financial Resources	As the NCC ReStart Program will reduce the existing first mortgage loan in accordance with the MEP there will be a minimum 1:1 private capital leveraged match. However, as the NCC ReStart Program will likely fund with private capital additional principal reductions for eligible borrowers below 100% of the property's current market value in order to achieve a principal reduction it is expected that the leveraged match of private funds to MEP will be closer to 3 to 1. Lender match

	amounts shall be documented at the time of closing of the modification.
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SERVICE SCHEDULE B-5

North Carolina Housing Finance Agency's Principal Reduction Recast/Lien Extinguishment for Unaffordable Mortgages (PRRLE) Program Summary Guidelines

1. Program Overview	The Principal Reduction Recast/Lien Extinguishment for Unaffordable Mortgages (PRRLE) will provide eligible homeowners a principal reduction and reamortization (recast) of the remaining principal balance or a full lien extinguishment. The program will provide the homeowner an affordable and long term sustainable monthly mortgage expense payment. The PRRLE program is available to North Carolina homeowners who are financially unable to make their mortgage payments due to a qualifying hardship event.
2. Program Goals	To assist 600 homeowners facing foreclosure. The goal of the program is to decrease the number of home owners losing their homes to foreclosure by providing long-term housing payment sustainability. Secondary goals include stabilization of neighborhoods and protecting home values of surrounding properties. This program will provide immediate mortgage payment relief and stable long term mortgage or mortgage expense payments for the homeowner.
3. Target Population/ Areas	Homeowners suffering a program eligible financial hardship, as defined in the program guidelines, related to reduction of income or other demonstrated financial hardship. This Program will be available in all North Carolina counties.
4. Program Allocation (Excluding Administrative Expenses)	\$15,000,000.00
5. Borrower Eligibility Criteria	Eligible homeowners must be those with program eligible financial hardship due to unemployment, loss of income, reduction of income, or other demonstrated financial hardships through no fault of their own. Homeowners will be required to provide a financial hardship affidavit with appropriate documentation on the cause of the hardship.

All eligible homeowners must meet the following criteria:

- Satisfactory mortgage payments prior to job loss, loss of income, reduction in income or other program eligible hardship.
- Homeowner has become re-employed or secured a fixed income source.
- Current housing debt-to income ratio $> 25\%$.
- Post assistance monthly housing related expenses including principal and interest on all liens attached to the property, property taxes, homeowners insurance and homeowners association dues $\leq 36\%$ of gross monthly household income.

Homeowners eligible to receive a full lien extinguishment must meet these additional following criteria:

- Primary income source for household is from a fixed income source as defined in the program guidelines.
- Gross household income is equal to or lesser than 125% of the state median income limit in North Carolina.
- Post assistance monthly housing related expenses including principal and interest on all liens attached to the property, property taxes, homeowners insurance and homeowners association dues $\leq 36\%$ of gross monthly household income.

Homeowners eligible to receive a principal reduction and recast and receiving a fixed income source as primary income must meet these additional following criteria:

- Primary income source for household is from a fixed income source as defined in the program guidelines.
- Gross household income is equal to or lesser than 125% of the state median income limit in North Carolina.
- Post assistance monthly housing related expenses including principal and interest on all liens attached to the property, property taxes, homeowners insurance and homeowners association dues $\leq 36\%$ of gross monthly household income.

Homeowners eligible to receive a principal reduction and recast and not receiving a fixed income source as primary income must meet these additional following criteria:

	<ul style="list-style-type: none"> • Pre-assistance LTV >80%. • Post assistance LTV >80%. • Post assistance LTV may go below 80% only if exactly \$10,000 in assistance is provided in order to achieve a post assistance housing debt-to-income ratio between 25% and 36%. • Post assistance monthly housing ratio target is 25% but may not exceed 36%. • Post assistance monthly housing related expenses including principal and interest on all liens attached to the property, property taxes, homeowners insurance and homeowners association dues > 25% of gross monthly household income. <p>Homeowners must meet program underwriting criteria. Funds will be allocated on a first come/approved, first served basis.</p>
<p>6. Property/Loan Eligibility Criteria</p>	<ul style="list-style-type: none"> • Existing single-family homes duplexes, or condominiums (attached or detached) including manufactured homes on foundations permanently affixed to real estate owned by the borrower. • North Carolina owner-occupied, primary residences only. • Homeowners with a fixed rate or adjustable rate mortgage. • Homeowners with interest-only or negative amortization mortgage can qualify if the recast results in a fully amortizing loan.
<p>7. Program Exclusions</p>	<p>Total Unpaid Principal Balances > \$300,000.</p> <p>Manufactured homes not considered real property.</p> <p>Non-legal U.S. resident.</p>
<p>8. Structure of Assistance</p>	<p>10 year, 0% interest, non-recourse, deferred-payment forgivable subordinate loan. A forgiveness clause will reduce the loan amount by 20% a year for every year the borrower stays in the home after five years. At the end of the 10 years the note will be considered satisfied and NCHFA will release the lien securing the note.</p> <p>All or a portion of the unforgiven loan funds are due and payable to NCHFA if home is sold, refinanced or no longer owner occupied (unless otherwise prohibited under applicable federal law). Loans are repayable only from proceeds to the borrower from a sale or refinance. If the property is sold or refinanced and has not increased in equity to the degree necessary to repay the</p>

	<p>loan, all or a portion of the loan remaining unpaid after the proceeds are applied will be forgiven.</p> <p>All deferred subordinate mortgages will be evidenced by a promissory note and secured by a deed of trust on the property. Any funds returned according to established program guidelines will be recaptured and used to assist additional homeowners through December 31, 2017. After December 31, 2017 the funds will be returned to Treasury.</p>
9. Per Household Assistance	<p>Under this program, each eligible borrower may receive no less than \$10,000 and no more than \$50,000 structured as a subordinate loan.</p> <p>The average loan amount is expected to be \$25,000 per borrower.</p>
10. Duration of Assistance	<p>Assistance under PRRLE is a one-time payment to the servicer.</p>
11. Estimated Number of Participating Households	<p>We anticipate approximately 600 homeowners will be helped. Program will be piloted with select servicers, NCHFA portfolio and existing HHF portfolio. Program may be expanded to other servicers if pilot is successful and funds are available.</p>
12. Program Inception/ Duration	<p>The program will be available in July 2015. Recaptured funds may be recycled and used in the program until December 31, 2017.</p>
13. Program Interactions with Other Programs (e.g. other HFA programs)	<p>Homeowners who have participated in the Mortgage Payment Program (MPP) or the Second Mortgage Refinance Program (SMRP) may be eligible to participate in PRRLE if the borrower has become reemployed or secured other source(s) of fixed income and has demonstrated a qualifying hardship.</p> <p>Maximum total assistance amount per household is \$75,000 if participating in multiple HHF programs.</p>
14. Program Interactions with HAMP	<p>Lien Extinguishment:</p> <ul style="list-style-type: none"> • No HAMP interaction <p>Principal Reduction and Recast:</p> <ul style="list-style-type: none"> • Borrowers suffering a program eligible financial hardship after the HAMP modification effective date are eligible for PRRLE.
15. Program Leverage with	<p>We will not require investors to match the contributions that are</p>

Other Financial Resources	made with the Hardest Hit Funds for the Principal Reduction Recast/Lien Extinguishment Program. Servicers are expected to leverage PRRLE funds by providing a loan recast to help establish an affordable monthly mortgage payment based on new household income or fully extinguish the lien and release homeowners from future obligations or judgments.
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Schedule C

Permitted Administrative Expenses

	North Carolina
<i>One-time / Start-Up Expenses:</i>	
Initial Personnel	\$0.00
Building, Equipment, Technology	\$225,400.00
Professional Services	\$100,000.00
Supplies / Miscellaneous	\$0.00
Marketing /Communications	\$130,000.00
Travel	\$0.00
Website development /Translation	\$300,000.00
Contingency	\$0.00
Subtotal	\$755,400.00
<i>Operating / Administrative Expenses:</i>	
Salaries	\$18,982,051.00
Professional Services (Legal, Compliance, Audit, Monitoring)	\$700,000.00
Travel	\$118,500.00
Buildings, Leases & Equipment	\$1,085,400.00
Information Technology & Communications	\$5,434,082.00
Office Supplies/Postage and Delivery/Subscriptions	\$340,075.00
Risk Management/ Insurance	\$239,147.00
Training	\$1,037,500.00
Marketing/PR	\$1,260,000.00
Miscellaneous	\$400,000.00
Subtotal	\$29,596,755.00
<i>Transaction Related Expenses:</i>	
Recording Fees	\$2,456,295.00
Wire Transfer Fees	\$500,000.00
<i>Counseling Expenses</i>	
File Intake	\$2,928,800.00
Decision Costs	\$554,750.00
Successful File	\$22,708,000.00

Key Business Partners On-Going	\$2,700,000.00
Subtotal	\$31,847,845.00
Grand Total	\$62,200,000.00
% of Total Award	12.88%
Award Amount	\$482,781,786.00