

EXHIBIT E**SPECIAL CONDITIONS**

The following Special Conditions are applicable to this Standard Agreement:

1. **FUNDING PROGRAMS:** (As referenced in Section 1 of Exhibit A of this Agreement.) Sponsor was awarded loan funding under the following Funding Programs in the following amounts:

FUNDING PROGRAM	LOAN TYPE	AMOUNT
[INSERT PROGRAM NAME]	[INSERT CONSTRUCTION OR PERMANENT]	\$XXX,XXX. 00
[INSERT PROGRAM NAME]		\$XXX,XXX. 00
TOTAL		\$XXX,XXX. 00

Notwithstanding any other provision of this Agreement, the Sponsor must satisfy all conditions to close such that the project converts to permanent financing no less than 90 days before the earliest liquidation date of the Funding Programs listed above. As of the date of the execution of this Agreement, the earliest liquidation date is [INSERT EARLIEST LIQUIDATION DATE]. Funding Programs which have not been disbursed by this date shall be disencumbered.

2. **ULTIMATE BORROWER:** (As referenced in Section 4.C of Exhibit A of this Agreement.) [INSERT NAME OF ULTIMATE BORROWER] ("**Borrower**") is an affiliate of [INSERT NAME OF SPONSOR] ("**Sponsor**"). Sponsor was awarded the Loan funds identified above in Section 1 of this Exhibit E, pursuant to the Award Letter, dated [INSERT DATE OF AWARD LETTER]. The Department acknowledges Borrower as the Ultimate Borrower of the Loan funds. As such, Borrower will execute the Loan documents described in Section 46 of Exhibit D of this Agreement. Accordingly, Borrower and Sponsor shall be jointly and severally liable for all the obligations of the Sponsor as set forth in this Agreement. Performance satisfactory to the Department by Borrower of any duties and obligations under this Agreement, and under any other agreements required by the Department, will be deemed as performance by the Sponsor.

Multifamily Super NOFA

NOFA Date: 3/30/2022, as amended 06/10/22

Approved Date: 05/08/2023

Prep. Date: XX/XX/XXXX

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3. **PERFORMANCE MILESTONES:** (As referenced in Section 4.G of Exhibit A of this Agreement.)

[INSERT PERFORMANCE MILESTONES TABLE]

4. **PAYEES:** (As referenced in Section 3 of Exhibit B of this Agreement.)

[INSERT FULL LEGAL NAME OF ULTIMATE BORROWER]

5. **SIGNAGE:** (As referenced in Section 34 of Exhibit D of this Agreement.) Signing for this Development shall contain the following information:

[INSERT PROJECT NAME]

THIS PROJECT HAS BEEN MADE POSSIBLE BY FINANCING FROM

[INSERT FUNDING PROGRAMS OR OTHER APPROPRIATE INFORMATION]

THROUGH THE CALIFORNIA DEPARTMENT OF HOUSING
AND COMMUNITY DEVELOPMENT

6. **UPDATED DOCUMENTS:** Not less than sixty (60) calendar days prior to construction loan closing, the Sponsor must provide updated financial documents including, but not limited to the development budget, development sources and uses, schedule of rents and unit mix, operating budget and 15-year cash-flow analysis, which are acceptable to the Department and demonstrate compliance with all applicable Program Requirements. All proposed changes to the project, including but not limited to project financing, rents and unit mix, scope of work to be performed or Borrower's organizational structure must be submitted to and approved by the Department.
7. **SPONSOR CONTROL:** [INSERT FULL LEGAL NAME OF ENTITY] is the Sponsor who garnered the experience points at the application stage, or whose experience and capacity was used to meet the requirements of subdivisions (d) and (e) of the [INSERT AS APPLICABLE: MHP Guidelines section 7303, VHHP Guidelines section 203, FWHG Guidelines section 203] (for purposes of this section only, the "**Experienced Sponsor**"). The Experienced Sponsor shall submit for the Department's review and approval, at least ninety (90) days prior to closing on any loan identified in Section 1 of this Exhibit E, organizational documents demonstrating that the Experienced Sponsor has control of the Development which meets Program Requirements.

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[THE FOLLOWING TWO PARAGRAPHS ARE FOR USE WITH JOINT VENTURE OR CO-SPONSOR APPLICANTS UNDER MHP § 7303(d)(4), VHHP § 203(d)(7), AND/OR FWHG § 203(d)(4); DELETE IF INAPPLICABLE.]

A. **[INSERT FULL LEGAL NAME OF ENTITY]** (for purposes of this section only, the “**Co-Sponsor**”) applied for Program funding with the Experienced Sponsor and relied upon the Experienced Sponsor at the application stage to qualify as an Eligible Applicant under applicable Guidelines. The Experienced Sponsor shall, for at least seven (7) consecutive years from the date of full occupancy of the Development, maintain a controlling interest in the Development, either directly or through a special purpose entity, and shall be responsible for performing substantial management duties in compliance with **[INSERT AS APPLICABLE: MHP Guidelines Section 7303(d)(4)(C), VHHP Guidelines Section 203(d)(7)(C), FWHG Guidelines Section 203(d)(4)(C)]**.

B. Sponsors shall submit for the Department's review and approval, the partnership agreement or other organizational documents, contracts, or instruments, executed by Sponsors which govern ownership, management, and operation of the Development, which must do all the following:

(i) Require the Co-Applicant to complete the training described in **[INSERT AS APPLICABLE: MHP Guidelines Section 7303(d)(4)(D)(i), VHHP Guidelines Section 203(d)(7)(D)(i), FWHG Guidelines Section 203(d)(4)(D)(i)]**;

(ii) Ensure the Co-Applicant and Experienced Sponsor share equally in all developer fees, distributions, and net sales proceeds, generated in connection with the Development in compliance with **[INSERT AS APPLICABLE: MHP Guidelines Section 7303(d)(4)(D)(ii), VHHP Guidelines Section 203(d)(7)(D)(ii), FWHG Guidelines Section 203(d)(4)(D)(ii)]**; and

(iii) Provide the Co-Applicant with an option to purchase the Development in compliance with **[INSERT AS APPLICABLE: MHP Section 7303(d)(4)(D)(iii), VHHP Section 203(d)(7)(D)(iii), FWHG Section 203(d)(4)(D)(iii)]**.

8. **[FOR USE WITH TRIBAL ENTITY APPLICANTS; DELETE IF INAPPLICABLE]**
TRIBAL ENTITIES (Health and Safety Code section 50406(p) modifications and waivers):

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Prep. Date: **XX/XX/XXXX**